

**RCHAIN COOPERATIVE**

**RESOLUTIONS BY THE BOARD OF DIRECTORS AT A DULY CALLED MEETING**

The undersigned, being all of the members of the Board of Directors of RChain Cooperative, (the “**Board**”), a Washington cooperative (the “**Coop**”), pursuant to RCW 23.86, hereby approve and adopt the following resolutions at a duly called regular meeting (the “**Resolutions**”) held telephonically on December 4, 2018:

*Present: Ian Bloom, Barry Cynamon, Kevin Goldstein, Evan Jensen,  
Lucius Gregory Meredith, Kenny Rowe*

*Absent: Vlad Zamfir*

*Others Present: Ashley Careaga, Kate Gonsalves, Lilia Rusu, Nick Meyne*

*Meeting called to order at 12:05 PST.*

**Governance Committee Proposal**

Nick Meyne discussed the reason for the governance committee, and how the board and executive committee will use this group. This group is intended to provide the minimum necessary of the overarching of governance. The governance committee provides the oversight of decision making structures for the board and executive committee. They provide a roadmap for change of different structures. They are responsible for providing adequate balance between the members voice, the executive committee, and the specialists. All proposals are still approved by the board.

If an issue of governance comes up in the board and executive committee then these groups would be expected to use the governance committee in review of governance related changes as an expert group. It is very crucial there is strong communication within this group and in the channels of discussion, but they cannot be dominating in this communication.

The board discussed the process for electing members of this committee and the criteria. Nick Meyne is still in the process of creating this committee. The VP of Governance is

## UNSIGNED DRAFT

mandatory to serve on this committee and be an observer of the board. Kenny Rowe has taken responsibility for organizing this group and establishing it.

Kenny Rowe made a motion to establish the governance committee with the understanding that the committee membership and charter would be defined by the next board meeting on January 1st, 2019. Kevin Goldstein seconded the motion. All directors present voted unanimously in favor.

RESOLVED, the governance committee will be established to support the board in the creation of processes for member participation, including IoB #4 from the 2018 annual member meeting.

*Nick Meyne leaves meeting at 12:55 PST*

### **Compensation and Executive Committee**

Kenny Rowe announced the he resigned from the compensation committee and pointed out that the board will need to appoint a new chair for this committee. He said he intends to nominate Jason Plepel to be chair of the Compensation Committee. He would like to reserve the decision until the charters have been finalized for the Governance Committee, Compensation Committee, and Executive Committee. It is imperative that the Governance Committee help create these charters so that they are composed consistently and aligned with the best practices.

### **Update on Audit and Finance Committee**

Kevin Goldstein had no update to provide. He has been busy working on other, more urgent matters.

### **Approval of Minutes from November 2018**

Kenny Rowe made a motion to approve minutes from November, which was seconded by Kevin Goldstein. The motion passed unanimously with all directors present voting in favor.

RESOLVED, the Board hereby approves and adopts the attached minutes of the meetings of the Board of Directors for November.

### **Approval of Minutes from October 2018**

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Evan Jensen supplied a draft of the minutes on October 23, 2018 that was posted on Github and this document was different from the final version. Kenny Rowe clarified he accidentally posted the draft and has corrected this error.

Kenny Rowe made a motion to approve October minutes as published on Github, which was seconded by Greg Meredith. Ian Bloom and Evan Jensen voted in favor. Barry Cynamon and Kevin Goldstein abstained. Accordingly, the motion succeeds 4-0 with two abstentions.

RESOLVED, the Board hereby approves and adopts the attached minutes of the meetings of the Board of Directors for October.

### **Update on the Coop Finances**

Kate Gonsalves reviewed assets, liabilities, operating expenses, taxes, insurances, and proposals. She explained obstacles and challenges she is facing in regards to finding proper documentation. She sent a proposal for hiring a bookkeeper to assist her with reviewing transactions.

The board asked questions to clarify the timing and magnitude of each outstanding obligation. Barry Cynamon asked about the Hunt Jackson compilation and the status of the Coop's application to be granted tax exempt status as a 501(c)(12). Greg Meredith updated the board that the Coop has received a loan secured by the house in West Seattle. He also discussed the Coop's agreement with Immersion.

### **Shared Office Space with Reflective Ventures**

The board discussed the agreement between Reflective Ventures and the Coop. At issue was the question of whether the Coop owes money to Reflective Ventures related to the Reflective office in Pioneer Square. The board learned that Greg Heuss had requested a payment of \$184,000 from the Coop for the office space. Kate Gonsalves explained to the board that about two months ago we notified Reflective that the Coop no longer had any plan to use the office space.

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ACTION, Kenny Rowe and Greg Meredith will investigate to see if Reflective ever sent them a contract either by email or docusign asking the Coop to consent to paying for this shared office space.

### **New Board Members**

The board recognized the meeting was well over time, and after assessing feasibility of scheduling a special meeting, decided to discuss by email the appointment of new board members to the seats left vacant by resignation.

### **Update on Greg's Vacation**

Barry Cynamon asked about preparation for the leadership transition taking place when Greg Meredith's vacation starts. Greg announced to the board that he will continue to work in support of the launch of Mercury even if he goes on tour. He will be also work vigorously to close deals in the pipeline.

### **Software Licensing**

Barry Cynamon asked if it was possible for other board members to consider adopting a more restrictive license for the release of code developed starting now to build an intellectual property asset and continuing until the Coop's financial circumstances improve, at which point the Coop could again release the code under a less restrictive license. Greg Meredith pointed out that members of the community would likely react negatively to such a move, but all directors agreed to consider it.

*Meeting adjourned 14:26 PST*

THEREFORE, the undersigned directors hereby approve these resolutions as of the date set forth below.

**DIRECTORS:**

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Lucius Gregory Meredith  
Director

Date: \_\_\_\_\_

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Vlad Zamfir  
Director

Date: \_\_\_\_\_

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Ian Bloom  
Director

Date: \_\_\_\_\_

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Kenny Rowe  
Director

Date: \_\_\_\_\_

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Evan Jensen  
Director

Date: \_\_\_\_\_

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Barry Cynamon  
Director

Date: \_\_\_\_\_

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Kevin Goldstein  
Director

Date: \_\_\_\_\_