THE ROCKY ENTERPRISE SOFTWARE FOUNDATION

MINUTES OF THE BOARD OF DIRECTORS

March 8, 2023

A meeting of the Board of Directors (the "**Board**") of The Rocky Enterprise Software Foundation (the "**Foundation**") was held on March 8, 2023 at 9:00 a.m. PST, via video conference.

ATTENDANCE

The following directors, constituting a quorum, were present via video conference:

Louis Abel
Christopher DiBona
Mustafa Gezen
Taylor Goodwill
Neil Hanlon
Greg Kroah-Hartman
Gregory Kurtzer
Sherif Nagy
Christopher Stackpole
Mark Watson

The following directors were absent from the meeting:

Benjamin Agner

Also present at the meeting were:

JD Peters, legal counsel and secretary of the meeting
Brian Clemens, Member of the Foundation

Each attendee could hear and be heard by all other directors throughout the meeting.

CALL TO ORDER AND INTRODUCTIONS

Mr. Gregory Kurtzer called the meeting to order.

BOARD DISCUSSION

Next, the Board discussed various items related to the Foundation, including:

- Sponsorship levels, sponsor status, and potential sponsors;
- Certain matters related to infrastructure;
- Foundation partners and how they differ from sponsors;
- A general update on the website, anticipated press releases, and other administrative matters.

Next, members of the Rocky Linux Project Board provided an update on Rocky Linux.

Following the Rocky Linux update, members of the Peridot Project Board provided an update on Peridot.

During each portion of the Board discussion, questions were asked and a discussion ensued.

BOARD RESOLUTIONS

After the Board discussion, the Board turned to the matter of appointing the President and Vice President of the Foundation. Then Board then engaged in a thorough discussion regarding who should be appointed the President and Vice President of the Foundation.

Following the Board discussion, motions were made for the Board to consider and approve certain resolutions. However, prior to the vote, it was noted that Section 2.18 of the Foundation Bylaws states:

> *No meeting of the Board will allow a quorum to be established or maintained if more than one third of the Board are employed by, consulting for, or have a substantial financial interest (5% ownership or more) in the same company, organization, or corporate structure. If a quorum cannot be established as a result of this restriction, the Directors in question will be required to select a Director or Directors to abstain from Board activities (voting, movements, seconds, etc.), but may still remain in attendance, for the remainder of the meeting. The abstaining member(s) will not count towards establishing or maintaining a quorum in any way. If, for whatever reason, a quorum still cannot be established or maintained, all members in question will be required to abstain from board activities (voting, movements, seconds, etc.), but may remain in attendance, for the remainder of the meeting.*

To comply with Section 2.18 of the Bylaws, for voting and quorum purposes, two of the CIQ affiliated directors recused themselves and abstain from voting. Mr. Nagy and Mr. Kurtzer recused themselves from the vote.

A quorum being present, the following motions were made and seconded:

Appointment of President

A motion was made to appoint Gregory Kurtzer as President of the Foundation.

RESOLVED: That Gregory Kurtzer is hereby appointed as President of the Foundation.

Appointment of Vice President

A motion was made to appoint Brian Clemens as Vice President of the Foundation.

RESOLVED: That Brian Clemens is hereby appointed as Vice President of the Foundation.

RESOLVED FURTHER: That, in accordance with the Bylaws, Brian Clemens, as the Vice President, is hereby appointed to the Board to hold the seat reserved for the Foundation President (since the Foundation President is already on the Board).

THE FOREGOING RECITALS AND RESOLUTIONS WERE UNANIMOUSLY APPROVED BY THE BOARD.

ADJOURNMENT

There being no further business, the meeting was adjourned at approximately 10:30 a.m. PST.

Respectfully Submitted,

James D Peters

JD Peters, Secretary of the Meeting