

# **THE ROCKY ENTERPRISE SOFTWARE FOUNDATION**

## **MINUTES OF THE BOARD OF DIRECTORS**

**February 22, 2023**

A meeting of the Board of Directors (the “**Board**”) of The Rocky Enterprise Software Foundation (the “**Foundation**”) was held on February 22, 2023 at 9:30 a.m. PST, via video conference.

### **ATTENDANCE**

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

Louis Abel  
Benjamin Agner  
Mustafa Gezen  
Taylor Goodwill  
Neil Hanlon  
Gregory Kurtzer  
Sherif Nagy  
Christopher Stackpool  
Mark Watson

The following directors were absent from the meeting:

Christopher DiBona  
Greg Kroah-Harman

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. Mr. Kurtzer then led an introduction of the directors.

### **BOARD DISCUSSION**

Mr. Kurtzer then led a presentation and discussion regarding various Foundation matters, including:

- Board meeting process, director expectations, and values of the Foundation;
- Review of the Board and Project Board election process and the outcomes of those elections, noting that the results of the elections were uncontested;
  - During this discussion the Board clarified that Gregory Kurtzer was elected as the Board Chair and Louis Abel was elected as the Board Vice Chair;

- Foundation sponsors, financials, and budget;
- Foundation PR, website updates and events;
- Appointing a President and other officers of the Foundation; and
- Filling open positions within the Foundation.

During each portion of this presentation questions were asked and a discussion ensued.

## **BOARD RESOLUTIONS**

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.*

It was noted to the Board that four of the directors present at the meeting were affiliated with CIQ, and therefore, for voting and quorum purposes, two of the CIQ affiliated directors would recuse themselves and abstain from voting. Mr. Gezen and Mr. Kurtzer recused themselves, effectively leaving 7 directors present, which constitutes a quorum under the Foundation Bylaws.

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

### **Motion #1**

A motion was made regarding the handling of a sponsorship issue (the “**Sponsorship Matter**”).

**RESOLVED:** That the Foundation is authorized to handle the Sponsorship Matter in the manner discussed by the Board.

### **Motion #2**

A Motion was made for the Foundation to purchase Single Board Computers (“**SBCs**”).

**RESOLVED:** That the Foundation and its officers and agents are hereby authorized to purchase SBCs.

**RESOLVED:** That the Foundation and its officers and agents are hereby authorized to spend no more than \$20,000 on the SBCs.

**The foregoing recitals and resolutions were unanimously approved by the Board.**

## **ADJOURNMENT**

There being no further business, the meeting was adjourned at approximately 10:40 a.m. PST.

Respectfully Submitted,

A handwritten signature in black ink, reading "James D. Peters". The signature is written in a cursive, flowing style.

JD Peters, Secretary of the Meeting