THE ROCKY ENTERPRISE SOFTWARE FOUNDATION

MINUTES OF THE BOARD OF DIRECTORS

June 14, 2023

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

ATTENDANCE

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

Louis Abel
Benjamin Agner
Brian Clemens
Christopher DiBona
Mustafa Gezen
Taylor Goodwill
Neil Hanlon
Gregory Kurtzer
Sherif Nagy
Christopher Stackpole
Mark Watson

No director was absent from the meeting.

Also present at the meeting was:

JD Peters, legal counsel and secretary of the meeting

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

First, Mr. Kurtzer informed the Board that Ted Tso was elected by the Members to the fill the open seat on the Board.

Next, the Board discussed the structure of the Foundation and various alternative structures, including the pros and cons of implementing a 506(c)(6) structure. The Board agreed that additional information would help the Board make a decision that was in the best interests of the Foundation, its Members, and the community.

Next, the Board discussed different open source projects that Members had been communicating with to explore becoming part of the Foundation. The Board discussed various criteria for Project admission that would best align with the Foundation and its values and objectives. The Board agreed that it would work to create a more formal process for Project consideration and admission.

Next, the Board discussed implementing a Security Subcommittee to lead the Foundation's security efforts.

Next, Mr. Stackpole provided an update on the Foundation's single board computer initiative.

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

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, one of the CIQ affiliated directors recused themselves and abstain from voting. Mr. Kurtzer recused himself from the vote.

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

Foundation Structure

RESOLVED: That the Board hereby approves an expenditure, not to exceed $10,000, to engage with non-profit legal specialists regarding the structure of the Foundation.

Project Admission

RESOLVED: That the Warewulf open source project ("**Warewulf**") be admitted to the Foundation as a Project, conditioned upon Warewulf's execution and delivery of a Project Admission Agreement and adoption of Project Bylaws, in each case, in a form acceptable to the Board.

Security Subcommittee

RESOLVED: That the Foundation is authorized to begin the process of forming a Security Subcommittee to oversee the Foundation's security initiatives.

RESOLVED FURTHER: That Scott Shin is appointed as the interim lead of the Security Subcommittee.

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