

OASIS MEMBERS ONLY

OASIS, INC. MEETING OF BOARD OF DIRECTORS 30-31 January 2001

A meeting of the Board of Directors of OASIS, Inc. (the "Consortium") took place at 9:00 AM PST on 30-31 January 2001 at the offices of BEA Systems, Inc., in San Jose, California. The following directors, constituting a majority of the directors then in office and a quorum for the conduct of business, were present and participating throughout the meeting (either in person or pursuant to telephone conference call equipment), except as otherwise noted below: Patrick Gannon, Eric Garcia, Alan Hester, Una Kearns, Norbert Mikula, Robert Sutor, William Smith. , Also present for part or all of the meeting were OASIS staff members Laura Walker, Karl Best, Leo Kraunelis, Lofton Henderson of CGM Open, and Ray Walker, Director of UN/CEFACT.

Patrick Gannon, the Chairman of the Board, presided at the meeting, and Andrew Updegrove, of the Consortium's legal counsel, Lucash, Gesmer & Updegrove, kept the minutes.

AGENDA

- UN/CEFACT Vision for E-Business Standards
- ebXML Status & Future Plans
- ebXML PR/Marketing
- Review Options for Strategic Growth
- Review Member Sections Plan & Biz Dev activities
- Review FY00 Financials
- Review FY01 Budget
- XML Certification Proposal
- Review XML.ORG Plan

MINUTES

Ms. Walker reviewed and adjusted the agenda to suit the travel arrangements of those present and yet to arrive, and then introduced Mr. Updegrove. Mr. Gannon then invited Robert Sutor to introduce the ebXML topic. Mr. Sutor updated those present on the background and goals of the UN/CEFACT group. Mr. Smith shared the substance of discussions that he had recently had on the topic with relevant parties. Discussion followed on the role of ebXML in the marketplace, its importance to the Consortium's membership, and the appropriate goals to be pursued in working with the UN in this area.

Mr. Walker then joined the meeting, and reviewed: the UN/CEFACT's trade facilitation goals; the manner in which the EDI evolution factored into those goals; his organization's continuing dedication to the technical infrastructure which it had developed; the existing dichotomy between the "bottom up", UML based approach favored by his organization and the contrasting "top down" methodology favored by others; and his hopes that UN/CEFACT and the Consortium could continue to work together. Discussion followed.

Mr. Smith and Mr. Walker then discussed the respects in which their views might differ, and Mr. Walker expressed his opinion that both approaches could (and should) peacefully coexist.

Discussion then turned to intellectual property ownership matters, and it was agreed that the co-ownership of ebXML should be acknowledged by means of a written agreement.

ACTION ITEM: OASIS to prepare draft co-ownership agreement for review by UN/CEFACT.

It was agreed that discussion would need to continue on the topics of maintenance of ebXML and infrastructural issues.

The Board next considered a PR proposal from _____, regarding ebXML, as presented by Ms. Walker. Under the proposal, a campaign would be launched to build brand awareness and promote adoption of ebXML, particularly within the developer and analyst communities. Ms. Walker asked for discussion rather than approval concerning the proposal at this time. Means of international implementation were discussed, and Mr. Walker indicated that the UN could be helpful in distributing marketing messages in many relevant countries. Ms. Walker stated that she recommended negotiation of an initial three to six month contract, with the balance of a year's services to be negotiated after this initial period. Discussion followed on the proper goals for a PR campaign, and the best way to achieve those objectives.

Ms. Walker noted that the full amount of a PR campaign would need to be shared by individual members, or other sources, in order to be feasible. Discussion followed on how to fund the effort, including the possible formation of a Member Section to fund and promote ebXML. Mr. Walker believed that such an effort would be attractive to a number of companies.

Mr. Walker then left the meeting.

Mr. Updegrave then presented an analysis of the Consortium's current strategic alternatives, as previously distributed electronically to the directors. The directors discussed those alternatives at length, as well as the Consortium's long term goals. The board agreed that Ms. Walker should continue discussions _____.

ACTION ITEM: Mr. Updegrave to prepare draft list of most of desired terms for circulation to and critique by the directors.

Ms. Walker then presented a Member Section proposal, as described in the materials distributed at the meeting, and reviewed the status of discussions held with various potential Member Section groups. Discussion followed, during which [Lofton] left the meeting.

The meeting adjourned at 6:00 PM and reconvened the following morning at 9:30 AM. Ms. Walker opened the meeting by distributing a proposal by _____ to embark upon an XML individual certification program. She briefed the Board on the qualifications of that vendor and the terms offered by it in exchange for endorsement of the specific test which _____ would employ to certify XML professionals. The Board discussed the advantages and disadvantages of entering into such a relationship. The sense of the board was that an endorsement would be inappropriate, but that a lesser relationship might be proper, provided that the same type of relationship was made available to other vendors as well.

ACTION ITEM: Ms. Walker to report back on final terms of proposed _____ agreement in order to facilitate establishment of rules for future joint marketing situations.

Mr. Sutor then reported on the actions approved earlier in the morning during a telephonic meeting of the Steering Committee, including the cancellation of a proposed ebXML meeting in April.

Ms. Walker then presented a review of fiscal year 2000 financials, as distributed at the meeting. She also reviewed a membership acquisition report, which showed substantial (and continuing) growth in the prior two years and the current year to date. The directors discussed the Consortium's financial condition and recent financial performance against budget in detail, as well as the means by which the Consortium might most accurately estimate the number of additional members which might be attracted to the Consortium in the future. The Board also discussed the recent failure of _____ to live up to a \$100,000 funding commitment.

ACTION ITEM: Council to the Consortium to send a legal demand letter for payment to _____.

Walker to revise FY001 budget and submit to the Board no later than 15 February 2001.
Parameters: a goal of building a cash reserve of 4-6 months operating expense.

Walker to discuss reserve requirements w/CPA (cash vs. current assets) and report back to Board.

Leo Kraunelis then presented a new XML.ORG business plan. The XML.ORG mission is to further unite XML technologists and businesspeople by becoming the leading XML Community Portal: Creating the essential online XML community and meeting place; Providing the leading XML registry for schema's and specifications; Providing the leading web site for news, information, tools and references about XML; Uniting companies and individuals within industry verticals to collaborate and promote the adoption of XML interoperability standards.

XML.ORG will achieve this through 4 major business initiatives in 2001: Business Development; Technology and Infrastructure; Web Site; Sponsorship and Marketing.

The directors discussed the business plan and recommended: A scaled down Phase I; a plan to incorporate The XML Cover Pages into XML.ORG; and modifications of the Marketplace and Sponsorship categories.

ACTION ITEM: Kraunelis to adjust business plan and financials.

As the final item of business, Ms. Walker asked the Board for their feedback on whether to host an ebXML conference in the June timeframe. The Board agreed not to, and to revisit the opportunity at a later time.

There being no further business to come before the meeting, Mr. Gannon adjourned the meeting at 5:00 PM.