

Policies, Procedures & guiding principles of the Mountain View Alliance:

The Mountain View Alliance (hereinafter referred to as the "MVA") is an alliance of Open Specification Organizations (hereinafter referred to as the "Organization(s)") with intersecting specifications who are interested in harmonizing their respective specifications and marketing programs to promote a COTS ecosystem based on open specifications. The founding members are PICMG, NPF and SA Forum.

1. Participation

Participation in the MVA is open only to Organizations which are:

- a. in the information industry;
- b. have an existing liaison relationship with one of the existing members;
- c. are not-for-profit;
- d. have released specifications that may be discussed without a non-disclosure agreement in place;
- e. developed with a non-discriminatory development process; and
- f. broadly based and fair admission processes

Any Organization that meets the above described criteria and wishes to join may be admitted into the MVA. Any Organization wishing to join the MVA shall submit a written request to the Board of Directors of the MVA including a proposal of its official and secondary representative. The Board of Directors of the MVA will then decide whether to admit that Organization according to whether the Organization meets the above described criteria.

2. Object of MVA

The MVA will not be creating any specifications. The MVA will

- a. act as a clearinghouse for marketing activities;
- b. facilitate multi-lateral coordination and co-operation between member Organizations;
- c. in general refer activities to bilateral liaisons between member Organizations where possible; and
- d. facilitate and encourage member Organizations to create formal bilateral liaison agreements.

The MVA will never act to limit competition or to create a monopoly. The MVA will always act to enable the ecosystem and promote open competition. Discussions must not involve information that could lead to anti-trust/anti-competitive issues (i.e. pricing or collusive information).

3. Board of Directors, Resolutions

The MVA shall have a Board of Directors (hereinafter referred to as the "BOD") which is responsible for the operative management of the MVA. The BOD is comprised of two (2) representatives (official and secondary representative) from each member Organization. Each member Organization shall have one vote. The BOD shall convene at the request of any member Organization either by agreed location, by phone or by other media. The BOD shall constitute a quorum when at least 75 % of the member Organizations are present. Resolutions shall be made by consensus.

Each member Organization has the sole responsibility for appointing their representatives. Each member Organization is represented by a primary and secondary technical representative and a primary and secondary BOD representative

Decisions reached at BOD meetings are final but may be reopened with a simple majority of the membership within two weeks of issuance of minutes.

- a. Robert's rules of order apply.

The BOD may vote a member Organization out of the MVA due to bad faith behavior of the member Organization and/or consistent non-participation by consensus of all of the other member Organizations without an acceptable and/or fair reasoning.

The BOD may request a member Organization to replace a representative by consensus of all the other BOD members.

At each BOD meeting the BOD shall designate a project manager and an alternate project manager whose tenure is between the end of the current meeting and the end of the following meeting. The project manager is responsible for all logistics including minutes and invitations for the duration of his or her tenure. The alternate project manager will act as an assistant and backup to the project manager.

The BOD is responsible for all external communications, meeting schedules, operating policies and marketing. The BOD is also responsible for maintaining minutes of the meeting in writing and creating subcommittees. The minutes of the BOD meeting shall be created one week of meetings and/or conference calls and approved within two weeks.

All discussions and disclosures to and within the MVA are without a written non-disclosure agreement but with the non-binding understanding that public disclosure shall be done only with the consensus of the Board of Directors of the MVA.

Public information including but not limited to Web site and PR about the MVA will be approved by consensus of the Board of Directors of the MVA and released primarily using the member organizations as the release channel.

- e. The member Organizations are encouraged to follow the resolutions of the BOD but are not obligated to do so.

4. Intellectual Property Guidelines

There can be unique intellectual property issues surrounding the interactions between the representatives of the member Organizations. The following guidelines are aimed to minimize potential problems:

- a) Participants must abide by their own Organizations confidentiality agreements and intellectual property policies; and
- b) The copyright to any white papers or other works produced is owned by the Organization that primarily produced it. It is expected, but not required, that the Organizations will cooperate with each other in licensing the use of such documents, for example, by including a licence grant on the document. No other intellectual property rights are conferred by membership or participation in the MVA.