

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF THE OPEN
SOURCE GEOSPATIAL FOUNDATION**

A Delaware non-stock corporation

On March 24, 2006, at 8:00 am Pacific time, pursuant to notice duly given, the Board of Directors (the "Board") of the Open Source Geospatial Foundation (the "Foundation" or "OSGeo") held a meeting by teleconference.

Present at the meeting were the following members of the Board: Chris Holmes, Gary Lang, Markus Neteler and Frank Warmerdam. Board member Arnulf Christl was absent. Also present at the request of the Board was Richard Steele, Secretary and legal counsel to the corporation, and Mark Lucas and Dave McIllhagga. All participants indicated that they could hear one another. Additionally, Internet Relay Chat was used for backup purposes (#osgeo on irc.freenode.net). Mr. Holmes called the meeting to order. Mr. Holmes acted as chair of the meeting and designated Mr. Steele as secretary of the meeting.

APPROVAL OF MINUTES

The Board first approved by general consent the minutes of the meeting held on March 17, 2006.

ADDITIONAL APPOINTMENTS TO BOARD OF DIRECTORS

The Board next discussed expanding the size of the board of directors, consistent with the original plans for the Foundation as set forth in the Chicago organizational meeting. The board noted that the voting members of the Foundation had selected four persons from a qualified field to serve as additional directors of OSGeo: Jo Walsh, Mark Lucas, Dave McIllhagga and Venkatesh Raghavan.

At this point, Jo Walsh joined the meeting. Ms. Walsh, Mr. Lucas and Mr. McIllhagga each introduced themselves, provided some biographical background and discussed their areas of interest. Mr. Steele noted that the Foundations bylaws currently provide that the size of Board of Directors is a number fixed by resolution of the Board, provided that it is no less than five and no greater than nine. Upon motion duly made and seconded, it was:

RESOLVED, that pursuant to Section 3.2 of the Foundation's Bylaws, the size of the Board of Directors of the Foundation shall be fixed at nine (9) persons, until a further resolution or amendment of the Bylaws or Certificate of Incorporation shall amend such number.

Mr. Steele next informed the board that as a result of the increase in the size of the Board, there were now four vacancies on the Board of Directors. Mr. Steele cited Section 3.7 of the Foundation's Bylaws, which provides that any vacancies on the Board of Directors, including any vacancies created as a result of an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors. Accordingly, upon motion duly made and seconded, it was:

RESOLVED, that pursuant to Section 3.7 of the Foundation's Bylaws, Jo Walsh, Dave McIllhagga, Mark Lucas and Venkatesh Raghavan are hereby appointed as members of Board of Directors of the Foundation, to serve until their successors are duly elected and qualified, or until their earlier resignation or removal:

COMMITTEE REPORTS

The Board next discussed establishing a weekly reporting mechanism for the various PSCs formed by the Board. It was resolved that the Foundation's community manager would work to aggregate weekly written reports from each PSC highlighting progress and issues and providing increased visibility of OSGeo activities to the Board.

At this point, Mr. Raghavan joined the meeting.

EDUCATION AND CURRICULUM COMMITTEE

The Board next discussed forming a Project Steering Committee (PSC) for an Education and Curriculum project (Education PSC), to be chaired by Puneet Kishor. Mr. Neteler received Mr. Kishor's consent to so act by email prior to commencement of the meeting. Mr. Neteler explained to the Board the goals and scope of the Education PSC, which include After discussion, and upon motion duly made and seconded, the following resolutions were passed:

WHEREAS, the Bylaws of the Foundation permit the Board to establish Project Steering Committees (PSCs); and the Board deems it to be in the best interests of the Foundation and consistent with the Foundation's purpose to establish a PSC.

NOW, THEREFORE, BE IT RESOLVED, that a Project Steering Committee, to be known as the "Education and Curriculum Project Steering Committee" (Education PSC), be and hereby is established pursuant to Article VI of Bylaws of the Foundation;

RESOLVED FURTHER, that the Education PSC be and hereby is responsible for activities of the Foundation relating to: creating and promoting educational and curriculum material that supports the goals of the Foundation; providing appropriately licensed material relating to the open source geospatial user and developer communities that is accessible by a broad audience including academia, professionals, and the general public; and establishing ties with academic research projects.

RESOLVED FURTHER, that the office of "Vice President, Education and Curriculum Project" be and hereby is created, the person holding such office to serve at the direction of the Board of Directors as the chair of the Education PSC, and to have primary responsibility for management of the project within the scope of responsibility of the Education PSC;

RESOLVED FURTHER, that Puneet Kishor be and hereby is appointed to the office of Vice President, Education and Curriculum Project, to serve in accordance with and subject to the direction of the Board of Directors and the Bylaws of the Foundation until death, resignation, retirement, removal or disqualification, or until a successor is appointed;

RESOLVED FURTHER, that the chair of the Education PSC be and hereby is given the authority to select the members of such PSC, who need not be voting members of the Foundation.

DISCUSSION OF PRIORITIES

The Board next briefly discussed the priorities list that Gary Lang had sent around. The new members of the Board were requested to review those priorities and further discussion was tabled until the next meeting.

COMPUTING RESOURCES

Mr. Lucas next discussed an offer the Foundation had received from a university computing project to provide additional high performance computing resources. The Board discussed the proposal and directed Mr. Lucas to further investigate and report back to the Board.

ADJOURNMENT

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

/s/ Rich Steele

Secretary