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**Design to Manufacturing Coalition
Operating Policy**



**Silicon Integration
Initiative, Inc.**

Revision 11.07.2007

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1 Purpose

The purpose of the DTMC is to specify open-standards for software interfaces between EDA software tools and manufacturing software. The specification includes:

- (1) Standard terminology definitions, semantics and exchange formats for relevant manufacturing information; and
- (2) Standard software application program interfaces (API) for models describing different manufacturing processes, yield mechanisms and circuit behaviors.

The purpose of the DTMC excludes specifying any models, methods, algorithms, techniques or EDA software tools except to the extent embodied in (1) or (2), and further excludes specifying any hardware.

2 Coalition Membership Requirements

2.1 Coalition membership is restricted to Si2 member companies in-good-standing, and bona fide industry organizations such as a not-for-profit industry consortium or university.

2.2 Coalition members must:

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- 2.2.1 Actively participate within the DTMC on matters concerning its operations and promotion of its goals including: voting on decisions by the Coalition; participation in events or other efforts that promote DTMC standards adoption; and, assigning personnel to relevant Working Groups.
- 2.2.2 Execute and abide by the Design to Manufacturing Coalition Membership Agreement terms, including the joint funding for development and facilitation of the DTM Project proposed from among and approved by two-thirds of DTMC members.
- 2.2.3 Abide by the Si2 Antitrust Guidelines.
- 2.2.4 Abide by the DTMC Policy within this document.

3 Coalition Policy

- 3.1 The Coalition is acting as an Si2 Program Technical Advisory Board (PTAB) and is bound by the Si2 Bylaws.
- 3.2 Any employee of a funding DTMC Member company or organization may participate in Coalition activities.
- 3.3 No more than one vote per member (company or bona fide industry organization) is allowed on any decision.
- 3.4 University and not-for-profit members of the Coalition that do not also pay Coalition fees are not allowed a vote on matters of the Coalition or its Working Groups.
- 3.5 Except for matters of funding and changes to this DTMC Operations Policy, decisions of matters concerning the Coalition require a majority vote of a quorum of at least 75% of the Coalition Members.
- 3.6 The Coalition will elect a chairperson from a Coalition Member on an annual basis. The responsibility of the chairperson is to include (but may not be limited to) conducting of periodic meetings and conference calls for the Coalition and to assure that accurate minutes are recorded. The chairperson may delegate any portion of this responsibility to Si2.
- 3.7 Minutes from all Coalition votes, meetings and teleconferences will be recorded and archived in a place accessible to all Coalition Members regardless of whether or not they participated in the voting or were in attendance at the meeting or teleconference.
- 3.8 The Coalition Members may dictate the frequency and place of Coalition meetings and status calls. It is recommended, however, that the frequency of regular status conference calls be no more than one per month and no less than one per quarter. It is further recommended that the frequency of face-to-face meetings of the Coalition be no more than one per quarter and no less than two per year.
- 3.9 The agenda, time, place, conference number for Coalition meetings shall be distributed to Coalition Members at least one week in advance of the meeting or teleconference.
- 3.10 The Coalition (only) has the authority to initiate Working Groups to perform studies, analysis, design and development related to the Coalition.

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3.11 Any public announcements regarding the Coalition that use Coalition Member names are subject to approval by Coalition Members before release.

3.12 The Coalition is bound by the Si2 Antitrust Guidelines

4 Modifications/Amendments to the Coalition Policy

4.1 These Policies may be altered or amended by the Coalition, when approved by two-thirds of DTMC members.

5 Working Group Policy

5.1 Working Group participants may be:

Observers - participants with access to Working Group reflector(s) for observation only

Non-Voting Members - participants in Working Group activity, but without voting rights

Voting Members - participants who represent a Coalition Member company and, therefore, who have voting rights

5.2 Working Groups are bound by the Si2 Bylaws which require a **two-thirds (2/3) majority vote of Voting Members in good standing** for a measure to be accepted.

Voting Members *in good standing* are those who have participated in the previous two Working Group meetings (either in person or by audio conference). This restriction of voting by only members *in good standing* **may** be relaxed at the discretion of member company representatives of the Working Group for cases where the member is current on the issue at-hand.

5.3 Working Groups are bound by the Si2 Antitrust Guidelines

5.4 Publication of results of Working Groups is generally restricted for access only by DTMC Members (and their employees), but may become open and available to Si2 members at large, at the discretion of the DTMC; however, only DTMC Working Group members will have voting rights on proposed standards or revisions to current standards to be carried up to the DTMC.

5.5 Any proposal for standards, specifications and guidelines adopted by a two-thirds vote of the members of the Working Group shall be submitted to the DTMC for approval to publish. A proposal approved by a majority of the DTMC shall then be submitted to the Si2 Board of Directors for final approval as an Si2 Standard. The Board of Directors shall cause the proposal to be published and have copies of it mailed to all Si2 members. Notice of the Board of Directors meeting to consider the adoption of said proposal shall be mailed to the Si2 membership at least 30 days prior to said meeting. At such meeting and prior to any vote by the Board of Directors, Si2 members shall be given reasonable opportunity to present comments on the proposal before the Board of Directors. A proposal approved by the Board of Directors shall become effective as an Si2 Standard.

- 5.6 Once the work of the DTMC becomes an Si2 standard, it will be subject to be published openly to the industry at large.

6 Intellectual Property

- 6.1 The contribution of Intellectual Property owned by members to the Coalition is controlled by the Project IP policy in Attachment C.

7 Si2 Antitrust Guidelines

It is the corporate policy of Si2 to comply fully with the antitrust laws and for its Members and their representatives to comply fully with the antitrust laws in their Si2 activities. The following checklist is intended to provide basic antitrust guidance to all persons involved in Si2 activities. It must be kept in mind that this checklist is not a statement of the applicability of the antitrust laws to particular proposed activities or situations. Accordingly, if you have questions concerning the applicability of the antitrust laws to particular proposed activities or situations, you should contact Si2 management and/or consult with your own legal counsel.

- 7.1 There should be no discussion or exchange of information relating to any of the following:
- (a) any research efforts or planned future products of the Members, including any product characteristics or proposed introduction dates, which are not publicly announced;
 - (b) terms or conditions of sale of the Members' independently marketed products or services, including price, discounts, distribution practices and credit;
 - (c) profits, margins, or costs of Members' independently marketed products or services;
 - (d) market shares;
 - (e) bids or intentions to bid;
 - (f) sales territories;
 - (g) selection, classification, rejection, or termination of customers by Members;
 - (h) servicing of any product, tangible or intangible;
 - (i) exclusive dealing arrangements; and
 - (j) any other competitive information deemed proprietary by individual Members.
- 7.2 Fair procedures should be followed in connection with Si2's specification setting activity, including the following:
- (a) written guidelines for any requests for proposals of technology specifications (or reference implementations of technology) and a method to ensure compliance with those guidelines;
 - (a) no barriers to participation in the RFP process and open acceptance of submissions;
 - (b) objective requirements for evaluation or assessment of proposed technology;

- (c) evaluations based upon technical merit and conducted by engineers or experts in the area evaluated and by disinterested Members who do not have a proprietary stake in the outcome;
- (d) participation by a broad cross-section of Members having relevant expertise, skills or knowledge in the industry on committees that make recommendations to the group; and
- (e) balanced representation of Members during the voting for a specification.

- 7.3 The specifications adopted should be open and not proprietary, and no product should be endorsed. To that end, adopted specifications should be function-based and allow individual variation, consistent with Si2's goal of promoting interoperability.
- 7.4 Si2 should not exercise control over a Member's independent business activities, including that Member's choice or decision to comply with endorsed specifications. Compliance with specifications should be voluntary rather than mandatory, and Membership should not be conditioned on a Member's use or adoption of a specification.
- 7.5 Membership in Si2 should be available to all interested parties, and no Member should be terminated except for good cause related to Si2's goals and objectives.
- 7.6 Si2 should avoid activity that forecloses business opportunities of non-Members or stifles innovation by the Members. Specifications and related material should be made publicly available to Members and non-Members alike, and each Member should remain free to use the adopted specifications as it sees fit to compete with other Member and non-Member companies in creating products.
- 7.7 Immediately refer all inquiries or requests for information, written or oral, from government regulators or any legal representative, to Si2 Management and/or your own legal counsel.

Please do not consider the above guideline as a complete recitation of the law. They are merely guidelines. If any situation appears unfair, anti-competitive or contrary to the spirit of the guidelines, you should bring this to the attention of the Si2 Management and/or your own legal counsel.

8 Si2 Responsibility

- 8.1 Si2 shall be responsible that matters of the Coalition and its Working Groups operate in accordance with this operating policy and its Bylaws. Therefore, Si2 shall have the right to have its members of its staff in attendance at any or all Coalition and Working Group meetings and teleconferences.
- 8.2 Si2 shall provide all necessary requested administrative support to the Coalition chairperson including minutes taking, and setting agendas and/or conducting Coalition meetings
- 8.3 Si2 shall maintain the Project Plan and Project Operations documents.
- 8.4 Si2 shall provide DTMC Project status and financial accounting to the Coalition on a frequency not less than once-per-quarter.

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- 8.5 Si2 will coordinate and take responsibility for all logistics (rooms, conference lines, media support, etc.) for any Coalition or Working Group meeting at request of the chairperson of the Coalition or Working Group.
- 8.6 Si2 shall provide document archive for minutes, specifications, emails, and other documents relating to the Coalition and its Working Groups.
- 8.7 Si2 shall provide facilities for issue reporting, tracking and resolution as it relates to the Coalition business and deliverables.
- 8.8 Si2 shall provide and maintain necessary infrastructure to facilitate the Coalition and its Working Groups, including: public and secure web sites; virtual network conferencing support; document archive search and retrieval; and, email reflectors.
- 8.9 Si2 shall provide maintenance, publication and distribution of the of approved Coalition results.
- 8.10 Si2 shall provide collateral for purposes of promoting the Coalition and its resulting technology, including: white papers; flyers; article reprints; and, presentations, as it deems necessary or as requested by the Coalition.
- 8.11 Si2 shall coordinate marketing and trade show participation on behalf of the Coalition.
- 8.12 Si2 will develop software prototypes, software tool kits and education/training materials to aid the adoption of approved Coalition technology but only to the extent that Coalition funds allow.
- 8.13 Si2 may release announcements to the press on its own accord when it may have a positive influence on the promotion of the Coalition goals and deliverables.