

OpenPDK Coalition Operating Rules

1. Purpose of Coalition The Open PDK Coalition (“Coalition”) is an Si2 Program Technical Advisory Board (PTAB) chartered by the Si2 Board of Directors to produce open industry standards for the development of Process Design Kits ("PDK"). The goal of the OpenPDK Coalition is to define a set of open standards that allow for the development of PDKs that is as portable across foundries and as agnostic to EDA tools as possible. The coalition will take an architectural approach to drive greater efficiency in PDK development, verification and delivery for the benefit of foundries, EDA suppliers, IP providers, and end users.

The goals of this Coalition are to:

- Reduce the time and cost to develop, deploy and maintain PDKs
- Define the elements – required and optional – of PDKs
- Develop a specification at a higher level of abstraction for format-independent PDKs that capture information required to generate an end-state format-specific PDKs
- Create a format that can be read directly by applications or converted into formats that may be more efficient for the intended applications
- Develop supporting components that facilitate the commercial adoption and deployment of coalition specifications

2. Coalition Membership Classes

2.1. The Coalition shall consist of two classes of Members:

Voting Member: Any company or bona fide industry organization may become a voting member of the Coalition. Voting Members are Eligible to vote in all coalition level decisions.

Non-Voting Member: Si2 may choose, with the concurrence of the Voting Members of the Coalition, to admit non-voting members from universities and other not-for-profit organizations. These members may attend Coalition meetings by invitation of the Voting Members. Non-Voting Members shall not vote on matters of the Coalition or any Working Group thereof.

2.2. Si2 shall maintain a list of all Members, the class in which they belong, and the primary contact for each Member.

3. Coalition Membership Requirements

- 3.1. Execute and abide by the Coalition Membership Agreement terms.
- 3.2. Actively participate on matters concerning Coalition operations and promotion of its goals including: voting on decisions by the Coalition; participation in events or other efforts that promote Coalition standards adoption; and, assigning personnel to relevant Working Groups.
- 3.3. Facilitation of technical activity specified by Coalition including interface specifications, model formats and algorithms specified by the Coalition Working Groups.
- 3.4. Actively participate in Coalition activities in developing the necessary interfaces that need to be standardized as well as the necessary components that need to be developed or upgraded to satisfy the requirements of PDKs and serve, if needed, as part of a reference implementation.

4. Coalition Operating Rules

- 4.1. The Coalition, Working Groups and Members are bound by the Si2 Bylaws, Si2 Antitrust Guidelines, and the Operating Rules within this document.
- 4.2. Pursuant to section 2.2 of the Si2 Bylaws, only Members may participate in Coalition or Working Group meetings.

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- 4.3. Members of the Coalition or of any group thereof may participate in a meeting by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.
- 4.4. One half of the Eligible Voting Members, present in person or represented by proxy, shall constitute a quorum at all meetings for the transaction of business.
- 4.5. The coalition may establish Working Groups with limited participation provided admission is administered in an open and fair fashion that has been approved by the Coalition
- 4.6. Pursuant to section 3.9 of the Si2 Bylaws, no more than one vote per Member is allowed on any decision.
- 4.7. The Coalition shall follow voting rules specified in the Si2 by-laws. Votes may be made during attendance at the voting event, by electronic mail, by telephone, or through delegated proxy by a Coalition Member.
- 4.8. Pursuant to section 3.8 of the Si2 Bylaws, the vote of a majority of Voting Members shall decide any question brought before the meeting unless specified otherwise
- 4.9. Matters introduced for consideration by the Coalition or a Working Group, shall be voted on within 90 days of the matter introduction provided that the group members have not extended the discussion period by formal vote.
- 4.10. The Coalition shall elect a chairperson and vice-chair from the Coalition Membership on an annual basis. The responsibility of the chairperson includes (but may not be limited to) conducting 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.
- 4.11. Minutes from all Coalition votes, meetings and teleconferences shall 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.
- 4.12. 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.
- 4.13. The agenda, time, place, and conference number for Coalition meetings shall be distributed to Coalition Members at least one week in advance of the meeting of teleconference.
- 4.14. Only the Coalition and the Technical Steering Group (“TSG” as defined below in Appendix A) have the authority to initiate Working Groups to perform studies, analysis, design and development for the Coalition.
- 4.15. The Working Groups shall develop requirements, review candidate technologies or services, propose resolution of issues and develop proposal for standards, specifications and guidelines.
- 4.16. The members of the Working Groups shall elect, from their membership, by simple majority vote, both a chair and vice-chair on an annual basis.
- 4.17. The Working Group shall maintain a Membership list. Upon request by a Member, that Member shall be added to the membership list. Members may be removed from the membership list after failing to participate in two consecutive meeting of the Working Group. Only Voting Members in the membership list are Eligible to vote within that Working Group.

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- 4.18. Publication of results of Working Groups is generally restricted for access only by Coalition Members, but may become open and available to Si2 members at large, at the discretion of the Coalition; however, only Coalition Working Group members will have voting rights on proposed standards or revisions to current standards to be carried up to the Coalition.
- 4.19. Pursuant to section 5.8 of the Si2 Bylaws, any proposal for standards, specifications and guidelines adopted by a two-thirds majority vote of the Eligible voting Membership of a Working Group shall be submitted to the Coalition for approval to publish.
- 4.20. The contribution of Intellectual Property owned by Members to the Coalition is controlled by the IP policy.
- 4.21. Any public announcements regarding the Coalition that use Coalition Member names are subject to approval by Coalition Members and Si2 prior to release.

5. Modifications/Amendments to the Coalition Rules

- 5.1. These Rules may be altered or amended by the Coalition, with a two-thirds majority affirmative vote of all Coalition Voting Members.
- 5.2. Proposals for alteration or amendment, along with the scheduled date for ballot, shall be provided to the primary contact within the Member for review at least 30 days prior the ballot date.

6. Si2 Responsibility

- 6.1. Si2 shall be responsible to ensure 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.
- 6.2. Si2 shall provide necessary requested administrative support to the Coalition chairperson including minutes taking, and setting agendas and/or conducting Coalition meetings
- 6.3. Si2 shall maintain the Project Plan and Project Operations documents.
- 6.4. Si2 shall provide Project status and financial accounting to the Coalition on a frequency not less than once-per-quarter.
- 6.5. 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.
- 6.6. Si2 shall provide document archive for minutes, specifications, emails, and other documents relating to the Coalition and its Working Groups.
- 6.7. Si2 shall provide facilities for issue reporting, tracking and resolution as it relates to the Coalition business and deliverables.
- 6.8. Si2 shall provide and maintain necessary infrastructure to facilitate the Coalition and its Working Groups, including: electronic voting, public and secure web sites; virtual network conferencing support; document archive search and retrieval; and, email reflectors.
- 6.9. Si2 shall provide maintenance, publication, licensing and distribution of the approved Coalition results.
- 6.10. 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.

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- 6.11. Si2 shall coordinate marketing and trade show participation on behalf of the Coalition.
- 6.12. Si2 shall perform membership sales and administration for the Coalition.
- 6.13. Si2 may develop prototypes, tool kits and education/training materials to aid the adoption of approved Coalition technology but only to the extent that Coalition funds allow.
- 6.14. 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.

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 (RFP) of technology specifications (or reference implementations of technology) and a method to ensure compliance with those guidelines;
 - b. no barriers to participation in the RFP process and open acceptance of submissions;
 - c. objective requirements for evaluation or assessment of proposed technology;
 - d. 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;
 - e. 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
 - f. 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.

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- 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 guidelines 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.

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Appendix A

A. Technical Steering Group (TSG):

1. The Coalition shall have a permanent working group called the Technical Steering Group (“TSG”) which shall be responsible for defining the roadmap of the Coalition, managing the development of necessary components of the Open PDK standard as well as validating and coordinating technical decisions made by the Working groups under its direction prior to ballot by the Coalition. Candidate standards shall be presented to the TSG on at least a quarterly basis for approval and inclusion into the overall Coalition roadmap and implementation plan.
2. The TSG shall consist of a minimum of 6 members and up to a maximum of 12 members.
3. TSG members shall be elected by and from the Coalition Members. Members may nominate themselves as candidates for the TSG.
4. Elections shall be held within 30 days of the beginning of the year and at such time as may be necessary to fill vacated positions.
5. Notwithstanding section 4.17 of the Coalition operating rules, the term for a TSG member is two years for normal elections and the remainder of the term for positions that are vacated early. Terms of the membership are staggered so no more than half of the TSG members are up for re-election at any one time.
6. Members shall vote from the list of nominees. Each Member shall be allowed to cast one vote per open seat in the TSG. Winning candidates shall be selected based on a plurality of votes. In cases where nominees receive an equal number of votes, Si2 shall administer a runoff election of just these candidates to determine the final selection.
7. In no case may a Member have more than one seat in the TSG. In the event of a corporate merger between two or more Member companies that serve on the TSG, all but one of the seats must be vacated.
8. A Member may voluntarily vacate their seat in the TSG at any time during their term.
9. If Si2 determines that a TSG member is not in compliance with the terms of the Coalition Membership Agreement the Member shall be removed from the TSG.
10. A Member shall appoint an employee of the company as Representative to the TSG. For the purpose of continuity, member companies should endeavor to have the same employee serve as Representative during the term.
11. If a Member Representative fails to attend three consecutive meetings the chair may request Member to assign a new Representative. If Member fails to assign a new Representative, or the new Representative fails to attend the next three meeting of the TSG the Member shall be removed from the TSG.
12. Notwithstanding section 4.16 of the Coalition operating rules, the members of the TSG shall elect, from their membership, by simple majority vote, on the first meeting after the Annual election of the TSG members, both the chair and co-chair. The chair and co-chair shall serve two-year terms staggered by one year. If either the chair or co-chair cannot serve the full term, elections shall be held within 30 days.