

OASIS MEMBERS ONLY

**OASIS, INC.
MEETING OF BOARD OF DIRECTORS
April 5, 2001**

A meeting of the Board of Directors of OASIS, Inc. (the "Consortium") took place at 12:00 AM EST on Thursday, April 5, 2001, by means of telephone conference call equipment permitting all participants to hear each other throughout the meeting. 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, except as otherwise noted below: Patrick Gannon, Alan Hester, Norbert Mikula, Robert Sutor, and William Smith. Also present for part or all of the meeting were Laura Walker and Karl Best, of the Consortium, Lofton Henderson representing CGM Open, and Andrew Updegrove, of Lucash, Gesmer & Updegrove.

Patrick Gannon, the Chairman of the Board, presided at the meeting, and Mr. Updegrove, kept the minutes.

Mr. Gannon opened the meeting by reviewing plans and agendas for upcoming meetings of the Board and the Members. Discussion followed, and plans and times were finalized. It was agreed that the April 12 Board meeting agenda would include discussion of the workbook, planning for the Annual Members Meeting, a possible discussion of intellectual property issues, discussions with XML.Org, assessing Sponsor input, and the quarterly financial report.

ACTION ITEM: Solicit written input from Sponsors prior to next meeting.

Discussion then turned to the E-Business Portfolio proposal for continuation of ebXML activities. With the amendments which were suggested during the meeting, the proposal was approved as a draft document, and next steps were agreed upon.

ACTION Any final Proposal changes to be communicated to Karl Best; Karl to finalize draft and
ITEM: send to Directors; Directors to discuss by email with the goal of approving by email vote, and failing that, by in-person vote at the upcoming Board meeting.

The directors next addressed the current moratorium on the formation of ebXML Technical Committees. They reviewed the steps and discussions which would need to precede the lifting of the moratorium, and the schedule upon which this process would precede was agreed upon.

ACTION ITEM: Messrs. Mikula and Best to proceed as discussed.

The directors next reviewed requests for reimbursement of travel expenses, and upon motion duly made and seconded, it was then unanimously:

RESOLVED: That the travel expenses of Messrs. Gannon and Hester relating to the upcoming Directors meeting be reimbursed.

Messrs. Sutor, Mikula, and Hester left the meeting following this vote.

The directors then reviewed the terms upon which Ms. Walker's employment with the Consortium would be renewed.

ACTION ITEM: Mr. Gannon to circulate a revised proposal to Board members.

There being no further business to come before the Board, Mr. Gannon adjourned the meeting at 1:35 PM.

Andrew Updegrove
Secretary Pro Tem