

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
OPEN NETWORKING LABORATORY**

All of the members of the Board of Directors (the “**Board**”) of Open Networking Laboratory, a California nonprofit public benefit corporation (the “**Corporation**”), in accordance with the authority provided in Section 5211(b) of the California Nonprofit Public Benefit Corporation Law (the “**Law**”) and Article III, Section 12, of the Bylaws of the Corporation, hereby consent in writing to the adoption of the following recitals and resolutions, which shall take effect when all directors of the Corporation have unanimously consented in writing by electronic mail or otherwise to its adoption:

ONOS Governance

WHEREAS, the ONOS Governance Model provides that the Board appoints, on an annual basis, the Chairman of the ONOS Board and the lead of the Technical Steering Team; and

WHEREAS, the Board has evaluated the performance of the current Chairman of the ONOS Board (Dr. Guru Parulkar) and the current lead of the Technical Steering Team (Thomas Vachuska) and has concluded that, in light of their performance, they should be appointed to those positions for another year;

WHEREAS, the Board acknowledges that, because the Corporation’s Bylaws require that written Board consents be unanimous, Dr. Parulkar is signing this consent despite the fact that he has a conflict of interest in the appointment of the ONOS Chairman of the Board;

NOW, THEREFORE, BE IT RESOLVED that Guru Parulkar be, and he hereby is, appointed as Chairman of the ONOS Board, to serve until his successor is duly elected and qualified;

RESOLVED FURTHER that Thomas Vachuska be, and he hereby is, appointed as lead of the ONOS Technical Steering Team, to serve until his successor is duly elected and qualified:

RESOLVED FURTHER that any and all actions previously taken by any officer of the Corporation to implement the purposes, but within the limitations, of the above resolutions are hereby ratified and affirmed as the acts of the Corporation.

This action by unanimous written consent shall be effective as of the date the Corporation receives the unanimous consent of the Board. This action by unanimous written consent may be executed electronically and in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by unanimous written consent shall be filed with the minutes of the proceedings of the Board.

Deborah Crawford
Deborah Crawford (Feb 27, 2017)

Deborah Crawford

Date: _____

Nick McKeown
Nick McKeown (Feb 27, 2017)

Nick McKeown

Date: _____

Guru Parulkar
Guru Parulkar (Mar 5, 2017)

Guru Parulkar

Date: _____

Larry Peterson
Larry Peterson (Feb 27, 2017)

Larry Peterson

Date: _____

Scott Shenker
Scott Shenker (Feb 27, 2017)

Scott Shenker

Date: _____