

**Orrick's Technology Companies Group**

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**Rev 2/19**

 [Company Name]

Meeting of the Board of Directors

**[Address Line 1]
[City] [Zip Code]**

**[United States]**

**[Date]**

Pursuant to notice duly given to all directors of [Company Name], a Delaware corporation (the “Company”), a meeting of the Company’s Board of Directors (the “Board”) was held at the above date and place at [Start Time]. The following directors were present in person or by telephone and constituted a quorum: [[Director 1], [Director 2] and [Director 3]]. Also present were [NAME], [NAME] and [NAME] of the Company and [NAME] of Orrick, Herrington & Sutcliffe LLP, as counsel to the Company, who kept the minutes of the meeting.

1. **Adoption of [Stock Plan Name]**

[*Describe discussion*]. After a general discussion, upon motion duly made and seconded, it was unanimously:

**RESOLVED:** That the [Stock Plan Name] (the “Plan”), in substantially the form attached hereto as Exhibit A, is hereby adopted and [\_\_\_\_\_\_\_\_\_\_] shares of the Company’s Common Stock are reserved for issuance pursuant to the Plan.

**RESOLVED FURTHER:** That the Plan shall continue for 10 years from the effective date of these resolutions unless terminated earlier pursuant to its terms.

**RESOLVED FURTHER:** That the forms of stock option agreement, restricted stock purchase agreement and restricted stock agreement, in substantially the forms attached hereto as Exhibit B, Exhibit C and Exhibit D, respectively, are hereby approved for purposes of documenting awards granted under the Plan, with such modifications or amendments to each form, or any individual agreement, as may be approved by the officers of the Company, or any of them individually, provided that any such changes do not individually, or in the aggregate, have a material financial, legal, tax or accounting impact on the Company or any of its affiliates.

**RESOLVED FURTHER:** That the officers of the Company, in consultation with legal counsel, are authorized and directed to take any and all additional actions and file any other documents necessary to carry out the intent and purposes of the foregoing resolutions, including seeking stockholderapproval of the Plan and qualifying or exempting the issuance of securities under the Plan from the registration requirements of the [Title of Securities Law Statute].

1. **Omnibus Resolution**

Upon motion duly made and seconded it was unanimously:

**RESOLVED:** That each of the officers of the Company is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

1. **Future Meetings**

The Board scheduled the next meeting for [Time and Date] at [Place].

1. **Adjournment**

There being no further business, the meeting was adjourned.

[NAME], Secretary of the Meeting

EXHIBIT A

[Stock Plan Name]

EXHIBIT B

FORM OF STOCK OPTION AGREEMENT

EXHIBIT C

FORM OF RESTRICTED STOCK PURCHASE AGREEMENT

EXHIBIT D

FORM OF RESTRICTED STOCK AGREEMENT