

DRAFT MINUTES
Virginia Commercial Space Flight Authority
Board of Directors
Regular Meeting, February 15, 2024

The Virginia Commercial Space Flight Authority (VCSFA) Board of Directors held a regular meeting in person on February 15, 2024, at the World Trade Center, 101 West Main Street, Norfolk, VA 23510.

Directors Present:

Greg Campbell (participated remotely from his office, due to his residence being more than 60 miles away from the meeting location)

Dr. Morris Foster

Dr. Linda Thomas-Glover (participated remotely from her office, due to her residence being more than 60 miles away from the meeting location)

Gen. Robert Kehler

Jim McArthur, Acting Chair

Hon. W. Sheppard Miller III (John Lawson was present as Designee)

Dr. Kathryn Thornton

Jeff Bingham, Chair (participated remotely from his home, due to a medical condition that prevented his physical attendance- joined at 9:30 AM until 9:35 AM)

*Hon. Shep Miller attended the meeting virtually as his schedule allowed

Directors Absent:

None

VCSFA Staff and Consultants Present:

Ted Mercer, CEO/Executive Director

Sean Mulligan, COO/Deputy Executive Director

Anna Allen, Chief of Staff

Julie Whitlock, General Counsel and Chief of Government Relations (State)

David Bruce, CFO

Lillian Palmbach, Chief of External Relations

Glen Liebig, Chief Safety Officer

Kimberly West, Executive Assistant to the CEO

I. WELCOME/CALL TO ORDER

Acting Chair McArthur noted that Chair Bingham asked him to preside over the meeting. Acting Chair McArthur called the meeting to order at 9:00 a.m. and indicated that Directors Campbell, Thomas-Glover and Bingham had requested to participate virtually. Hearing no objection, their virtual participation was allowed. The roll was called, and the clerk announced a quorum was present.

II. ADMINISTRATIVE REQUIREMENTS

a. Approval of Minutes

ACTION: Upon motion by Director Kathryn Thornton and seconded by Director Robert Kehler, the Board approved the minutes from its October 4, 2023 board meeting.

b. Approval of Agenda

ACTION: Upon motion by Director Morris Foster and seconded by Director John Lawson (Designee), the Board unanimously approved the agenda for today's meeting.

c. Acting Chair Remarks and Meeting Objectives

Acting Chair Jim McArthur gave an overview on the meeting objectives.

d. Conflict of Interests Act Overview

Julie Whitlock, General Counsel, provided the board an overview of the Conflict of Interests Act and where to obtain on-line training.

e. Executive Director's Report

Ted Mercer, CEO and Executive Director of VCSFA, asked staff to provide updates as follows:

1. Major Initiatives - Sean Mulligan, Chief Operating Officer and Deputy Executive Director, gave a presentation on major initiatives.
2. Spaceport Operations - Glen Liebig, Spaceport General Manager, gave an update on the reorganization of the spaceport operational staff.

f. Finance Committee Report – Dir. Thornton, chair of the Finance Committee, announced the creation of the committee and reviewed the charter. Members of the committee are Dir. Thornton, Foster, McArthur, and Bingham. Dir. Thornton reported that she and Dir. McArthur had an informal discussion with David Bruce, CFO to review and discuss the financial update which was prepared for today's meeting.

g. Executive Director's Report (cont'd)

3. Financial Update - David Bruce, Chief Financial Officer, presented a summary of the Authority's budget and financial status.

III. CLOSED SESSION

ACTION: At 11:23 am upon motion by Director Morris Foster and seconded by Director Robert Kehler, the Board agreed to move into closed session pursuant to Va. Code Sec. 2.2-3711(A) for discussion of:

- information related to the Authority's charges for services as it relates to capital projects, and of proprietary information of a private entity provided to the Authority, as permitted by subsection 44

-the acquisition of real property for a public purpose, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority, as permitted by subsection 3

-a prospective aerospace business where no previous announcement has been made of the business' interest in locating or expanding its facilities in the community, as permitted by subsection 5

-the award of a public contract involving the expenditure of public funds, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority, as permitted by subsection 29

The meeting was adjourned at 11:22 a.m. for lunch and the closed session began at 11:23 a.m. At 2:00 p.m., the open session reconvened, with each director agreeing to the following certification:

To the best of my knowledge, during the Closed Session, the only matters heard, discussed or considered were those matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and only those public business matters as were identified in the motion by which the Closed Session was convened.

V. NEW BUSINESS

The Acting Chair asked for input on the date for the next meeting.

The Acting Chair called for any additional business, and there was none.

VI. CLOSING REMARKS/ADJOURNMENT

The Acting Chair thanked everyone for their participation, and the meeting was adjourned at approximately 2:12 p.m.