

DRAFT

**Virginia Commercial Space Flight Authority
Board of Directors
Regular Meeting, December 10-11, 2024**

The Virginia Commercial Space Flight Authority (VCSFA) Board of Directors held a regular in - person meeting on December 10-11, 2024, at MARS Command Building, 7414 Atlantic Road, Wallops Island, Virginia.

Directors Attending:

Chair Jim McArthur
Dir. Greg Campbell
Hon. W. Sheppard Miller
Carol Chang
Gen. C. Robert Kehler
Christine Daines
Gen. Robert Hinson
John Curtis
Adm. Mike Wettlaufer

Directors Absent:

None

VCSFA Staff and Consultants Present:

Ted Mercer, CEO/Executive Director
Sean Mulligan, COO/Deputy Executive Director
Julie Whitlock, General Counsel/Chief of Legal, Contracts and HR
Kimberly West, Executive Assistant to the CEO
Amy Thomas, External Relations Supervisor

I. WELCOME/CALL TO ORDER

Acting Chair Jim McArthur called the meeting to order at 12:00 PM. The roll was called, and the clerk announced a quorum was present.

II. ADMINISTRATIVE REQUIREMENTS

a. Approval of Minutes

ACTION: A motion was made by Sec. Miller and seconded by Mr. Kehler to approve the minutes. The Board voted and unanimously approved the minutes from its June and August 2024 board meetings.

b. Approval of Agenda

ACTION: A motion was made by Sec. Miller and seconded by Mr. Kehler. The Board voted and unanimously approved the agenda for today's meeting.

- c. Executive Director's Report Ted Mercer, CEO and Executive Director
Mr. Mercer outlined the responsibilities of the VCSFA CEO/Executive Director, discussed VCSFA's strategic plan and objectives 2022-2027, reviewed the VCSFA organizational chart, outlined global and national industry trends, provided an overview of VCSFA spaceport facilities and investments, and reported on fiscal year-to-date financial activities.

III. CLOSED SESSION

ACTION: At approximately 4:00 PM a motion to move into closed session was made by Sec. Miller and seconded by Mr. Wettlaufer. The Board unanimously agreed to move into closed session for discussion of:

-discussion or consideration of information subject to the exclusion in subdivision 24 of Sec. 2.2-3705.6 related to services rendered by the Authority and certain proprietary information of a private entity provided to the Authority, as permitted by Sec. 2.2-3711(A)(44);

-discussion of the acquisition of real property for a public purpose or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority, as permitted by Sec. 2.2-3711(A)(3);

-discussion of 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 public body, as permitted by Sec. 2.2-3711(A)(29);

And

-discussion of the performance of specific executives, as permitted by Sec. 2.2- 3711(A)(1)

The Board requested that certain staff, consultants and General Counsel attend the Closed Session because their presence was deemed necessary and would aid the Board in its consideration of certain matters.

The open session reconvened at 4:47, and a roll call was taken whereby each director agreed 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.

IV. ITEMS OF BUSINESS

a. **Nominating Committee Election** - A motion by Mr. Wettlaufer was made and seconded by Mr. Kehler to elect officers for the Board. Members Greg Campbell, C. Robert Kehler, Robert Hinson, and Sec. Shep Miller were elected as officers by the Board to the committee.

b. **Finance Committee** - On motion by Mr. Wettlaufer and seconded by Ms. Daines, the Board approved the establishment of the finance committee as a standing committee. Members

Christine Daines, John Curtis, Robert Hinson, and Mike Wettlaufer were appointed by the Chair as members of the committee.

c. **Performance and Assessment Committee** - On motion by Mr. Kehler and seconded by Mr. Curtis, the Board approved the creation of a standing committee to be known as the Performance and Assessment Committee. Members John Curtis, C. Robert Kehler, and Carol Chang were appointed by the Chair as members of the committee.

V. NEW BUSINESS AND UPCOMING BOARD MEETINGS

The Acting Chair called for any additional business, and there was none. The Acting chair notified Board Members that dates for upcoming meetings would be forthcoming.

VI. RECESS FOR TOUR

The Acting Chair called for a recess for a tour of the Spaceport facilities to begin December 11 at 9:00 AM.

VII. CLOSING REMARKS/ADJOURNMENT

The meeting was reconvened on Dec. 11 at 4:00 pm. The Acting Chair thanked everyone for their participation, and the meeting was adjourned at approximately 4:00 PM.