The Virginia Commercial Space Flight Authority (VCSFA) Board of Directors held a regular meeting on October 18, 2022 at the Town Point Club at the World Trade Center, 101 West Main Street, Suite 300, Norfolk, VA 23510. The meeting was noticed as in-person.

VCSFA Staff Present:
- Ted Mercer, CEO/Executive Director
- Sean Mulligan, COO/Deputy Executive Director
- Anna Allen, Chief of Staff
- Julie Whitlock, General Counsel
- David Bruce, CFO
- Lindsay Hurt, Chief of External Relations
- Cristina Garrido
- Kimberly West
- Ray Adkins, CIO
- Sidnee McGee, Director of Educational Talent
- Jack Czerwinski (consultant), Chief of Legislative Affairs

I. WELCOME/CALL TO ORDER
Chair Bingham called the meeting to order at 9:03 a.m. and announced a quorum was present:

Directors Present In-Person:
- Jeff Bingham, Chair
- James (Jim) McArthur, Jr., Vice Chair
- Morris Foster
- Ted Mercer (temporary designee for W. Sheppard Miller III)
- Kathryn Thornton

Directors Absent upon call to order:
- Edward Bolton
- Greg Campbell
- Robert Kehler
- Linda Thomas-Glover

II. ITEMS OF BUSINESS

a. Policy for Individual Electronic Participation and All-Virtual Public Meetings
Julie Whitlock, General Counsel, discussed recent changes to the Virginia Freedom of Information Act related to individual electronic participation in meetings and the ability to conduct all-virtual meetings. She then presented the draft policy for the Board to consider.

ACTION: Upon motion by Director Kathryn Thornton and seconded by Vice Chair Jim McArthur, the Board unanimously approved the policy.

Chair Bingham announced several board members had requested permission to participate electronically pursuant to the new policy. Without objection, the following board members began participating electronically in the meeting:
Edward Bolton - participating from his home due to a medical condition preventing him from attending
Robert Kehler - participating remotely from his home due to a family member’s medical condition that requires him to provide care and prevented his physical attendance
W. Sheppard Miller III - participating remotely from his office due to a schedule conflict

b. **Delegation of Personnel Authority**
Julie Whitlock, General Counsel, discussed the Board’s authority for adopting personnel policy, rules, and regulations. In order to enable greater administrative efficiency, the draft resolution to delegate this authority to the VCSFA CEO/Executive Director was presented. A discussion was had among the board members, and an amendment to the draft was made to require the CEO to notify the board when new policies have been adopted.

**ACTION:** Upon motion by Director Morris Foster and seconded by Director Kathryn Thornton, the Board unanimously approved the resolution to delegate this authority, with the provision that the CEO inform the Board of any action taken pursuant to this delegation.

c. **Approval of Meeting Minutes from June 28, 2022 Board Meeting**

**ACTION:** Upon motion by Director Kathryn Thornton and seconded by Director Morris Foster, the Board unanimously approved the minutes from its prior board meeting.

d. **Approval of Agenda**

**ACTION:** Upon motion by Director Morris Foster and seconded by Vice Chair Jim McArthur, the Board unanimously approved the agenda for the meeting.

e. **Spaceport Operations**
Sean Mulligan, Chief Operating Officer and Deputy Executive Director, gave a presentation on recent Spaceport operations. He noted upcoming launch missions, announced the new Antares 330 rocket would launch in 2024, and shared the recent announcement of Northrop Grumman and Firefly’s partnership.

He also briefly updated the Board on other facilities including the manufacturing facility, Pad 0D, the Melfa Hangar at Accomack airport, and the barge port being designed for the ease of transporting equipment for launches.

f. **NASA Presentation**
Dave Pierce, Director of NASA’s Wallops Flight Facility, gave a presentation on the new Enhanced Use Lease (EUL) which NASA would like to use for the Wallops Flight Facility. This is intended to restructure the way VCSFA is charged for use of NASA property and facilities.

Mr. Pierce also shared NASA Autonomous Flight Termination Unit (NAFTU) updates, including that they will be expanding launch capabilities for Wallops and 17 companies have requested software use agreements.

Mr. Pierce stated that the plan moving forward is to use Enhanced Use Lease (EUL) funds to replenish the beach and bridge mount at Wallops. NASA Headquarters’ current proposal is a 90-year EUL lease term, broken down by 20 years as the initial term, with 25 years – 50 years structured under various
option scenarios. A discussion was had regarding the investments being made by VCSFA to the facility, and VCSFA Directors expressed concern about being able to ensure VCSFA’s long-term use of the facility.

g. **Creation of Special Committee**
Chair Bingham announced that he is constituting a special committee pursuant to Section 3.03 of the Board’s bylaws. The purpose of the special committee is to review the governance of the Board and the Authority. The Committee will consist of four members and will be in effect for one year. A discussion was had concerning the committee, and Chair Bingham asked for four volunteers.

The Chair will provide written direction to the Committee and will require that the Committee provide a report to the Board before the October 2023 Board meeting.

*A 5-minute break was taken at 11:20am*

h. **Educational Talent Update**
Sidnee McGee, Director of Educational Talent, gave a presentation on recent activity. This included updates on the internship program, STEM education initiatives, and special programs including ThinSat and CubeSat. She also announced partnerships with several universities to host co-ops, externships, and experiential visits.

i. **External Relations Update**
Lindsay Hurt, Chief of External Relations, gave a walk-through of the new VCSFA website, updated the Board on the Authority’s rebranding efforts and plan to operate as the Virginia Spaceport Authority, and provided updates on special events and tours that have occurred throughout the year.

Members of the board suggested the name “Virginia Spaceport” without the addition of the word “Authority”, and staff agreed to explore that option as they continue with the rebranding process.

j. **Financial Update**
David Bruce, CFO, gave a presentation on the use of funds to date and funded capital projects.

k. **Legislative Affairs Update**
Jack Czerwinski updated the Board on his efforts regarding possible USDOT grants, and ongoing conversations with members of Congress.

**III. CLOSED SESSION**
IV. OLD AND NEW BUSINESS
The Chair called for any additional business, and there was none.

V. UPCOMING BOARD MEETINGS
The Chair announced that the March 10, 2023 meeting would need to be rescheduled, and a date for the June 2023 meeting needs to be determined. A poll for possible dates in February and June will be sent to Board members.

VI. CLOSING REMARKS/ADJOURNMENT
The Chair thanked everyone for their participation, and the meeting was adjourned at 2:52pm.