



📅 Board of Directors Meeting

📅 Tue, Aug 22 2023
12:00pm-2:30pm EDT

📍 Location
The in person meeting will be in the same room we met on June 27 at TechPlace. Address is:
74 Orion Street
Brunswick, Maine 04011

This is an in person meeting

Meeting Agenda

12:00pm

I. CALL TO ORDER (1 min)

12:01pm

II. QUORUM CALL (1 min)

12:02pm

III. APPROVAL OF MINUTES (3 min)

📎 [Exhibit A - Board of Directors Meeting 2023-06-27 - Minutes.pdf](#)

12:05pm

IV. WORKSHOP - OPEN DISCUSSION

- A. Sascha Deri, Board member and CEO/Founder, BluShift Aerospace (30 min)
Sascha will share his experience in securing a launch site in Washington County and potential barriers to growth of his company.
- B. Gregory Ammirati, CEO, Fenimore Ventures Group. (30 min)
Greg's firm was one of the lead consultants that supported the Camden County (Georgia) Commissioners in their efforts to the develop the now stalled Camden Spaceport. Greg will relay lessons learned from his efforts with the Commissioners.
- C. Emily Dwinnells, Jess Masse and Bill Kitchen, Support Team (10 min)

Emily will provide an update to the EDA-supported outreach plan considering their prior conversation with Greg Ammirati.

1:15pm

V. BREAK AND LUNCH (15 min)

1:30pm

VI. CONSENT AGENDA ITEMS (5 min)

Resolution 23-009 – That the Board of Directors approves the amendment to Section 5.10(a) of the Corporations Bylaws as follows:

5.10 (a). **Executive Committee.** The Executive Committee shall also oversee matters related to ~~(without limitation)~~ government relations, personnel, legal, corporate policies, and marketing and public relations.

Resolution 23-010 – That the Board of Directors approves the amendments to Section 5.10(c) and 5.10(d) of the Corporations Bylaws as follows:

5.10 (c). **Maine Space Complex Committee.** The Maine Space Complex Committee shall consist of three (3) ~~to five (5) or more~~ directors, as appointed by the Chairperson, and shall be responsible for providing information, analysis, and recommendations to assist the Corporation on the development, growth, and management of the Maine Space Complex.

5.10 (d). **Workforce Development Committee.** The Workforce Development Committee shall consist of three (3) ~~to five (5) or more~~ directors, as appointed by the Chairperson, and shall work closely with the University of Maine System, the Community College System, the Career and Technical Education schools, the State K-12 system, and other State organizations, businesses, and business associations to ensure education, training, and recruitment programs are in place for the primary purpose of ensuring the availability of a skilled workforce to support the State's new space economy.

Resolution 23-011 – That the Board of Directors authorizes the chairpersons of the Maine Space Complex and the Workforce Development Committees, at their discretion, to invite non-board members with subject matter expertise to advise the committees on matters consider by the committees. These individuals may participate in committee deliberations but do not have authority to the manage the conduct of any committee and do not have voting rights.

1:35pm

VII. OLD BUSINESS

A. Board Committee Assignments and Charters (20 min)

Attached are the committee assignments (Exhibit B) which were based on your preferences (Exhibit C). Please note that some of you have been assigned on more than one committee. We will discuss these assignments at the meetng. Also include are the charges to each committee (Exhibit D) and releavnt sections in the enabling legislation (Exhibit E) each committee needs to be aware of. Following discussions on the charges, the Board will vote on the following resolutions:

Resolution 23-012: That the Board of Directors approves the charter for the Finance and Operations Committee in the form attached hereto in Exhibit D.

Resolution 23-013: That the Board of Directors approves the charter for to the Workforce Development Committee in the form attached hereto in Exhibit D.

Resolution 23-014: That the Board of Directors approves the charter for the Maine Space Complex Committee in the form attached hereto in Exhibit D.

[Exhibit B - Committee Assignments.pdf](#)

[Exhibit C - Committee Preferences.pdf](#)

[Exhibit D - Charge to Board Committees.pdf](#)

[Exhibit E - Relevant Sections of 5 MRSA c393.pdf](#)

B. Schedule of Board Meetings (10 min)

[Exhibit F - 2023-2024 Maine Space Corporation Meeting Schedule.pdf](#)

C. D&O Insurance (5 min)

Information to be provided before or at the meeting.

D. Update on the EDA Tech-Hub Application (10 min)

The Executive Committee, at an emergency on July 31, 2023, approved the recommendation to stand down on submitting an application to the EDA Tech Hub Program because the Maine Department of Economic and Community Development and the Maine Office of Policy Innovation and the Future were planning to submit a proposal to the same program to support the Forests Products manufacturing industry in Maine. The lead applicant for this proposal is the Maine Technology Institute.

The stand down decision was a difficult one both the Executive Committee believes it was the only choice given what DECD wants to accomplish and the need to work very closely with the Maine DECD and the Maine Office of Policy Innovation and the Future to help the Corporation achieve its mission.

Fortunately, there are funding opportunities staff is pursuing with assistance from the Maine Office of Policy Innovation and the Future. These funding opportunities will still allow the Corporation to submit proposals to fund elements of the original Tech Hub concept for SMART SmallSats but incremental phases. For example, staff will explore with Charles Rudelitch a workforce development proposal under the EDA RECOMPETE Program to support growth of the space industry in Washington County. Staff is also planning on submitting an implementation proposal to EDA Economic Adjustment Assistance Program to support elements of the SMART SmallSats innovation Hub.

2:20pm

III. PUBLIC COMMENT (5 min)

2:25pm

IX. WRAP UP AND ADJOURN (5 min)

Maine Space Corporation

Minutes of 1st Organizational Meeting

June 27, 2023

Directors Present:

Ali Abedi
James Brann
Deborah Bronk
Sascha Deri
Dawn DiBlasi
Carl Flora
Daniel Greisen
Bobbie Lamont
Jack Lesko
Kristine Logan
Phillip Rench
Charles Rudelitch
Kristin Sims
Janet Sortor
Ben Sturtevant
Scott Wardwell
Brian Whitney

I. Call to Order

Terry Shehata called the meeting to order at 11:00 am

II. Establish Quorum

Terry Shehata established a quorum was present

III. Appointment of Temporary Chair and Secretary

Terry Shehata asked for the informal vote to appoint Dawn DiBlasi and Scott Wardwell as temporary chair and secretary for this meeting until election of officers.

No one took issue with temporary chair and secretary for this meeting.

IV. Introduction of Board Members and Support Team

Dawn DiBlasi asked Board members to introduce themselves and why they had interest in serving on the Board. After the Board finished, members of the Support Team introduced themselves and their role in the EDA/MTI-funded project.

Introductions:

- Ben S: Maine DECD introduction
- Bobbie L: Maine Angels investment community, individual investor, blueshift investor
- Phillip Rench: Former director of engineering at SpaceX – Commercial Crew, Falcon 9 and Heavy, Starship, built every active launch site.
- Deborah Bronk: Oceanographer by training – President and CEO of Bigelow Labs.
- Sascha Deri – CEO blueshift Aerospace, Alt-E
- James Brann – Pratt and Whitney, Associate Director for Operations
- Kristine Logan – Exec. Director MRRA, previously at Maine DECD
- Terry Shehata – Maine Space Grant Consortium / NASA EPSCoR

- Dawn DiBlasi – Practicing attorney, former Somerset County Commissioner
- Scott Wardwell – Director of Presque Isle International Airport, representing Aroostook and Piscataquis in Space
- Brian Whitney – MTI
- Ali Abedi – Assoc. VP for Research UMaine, representing UMaine system on the board. Brought exhibits, ME-SAT and ISS Leak Detection module
- Kristin Sims – Middle School Science teacher Medomak Middle School
- Daniel Greisen – Greisen Aerospace, Tooling and Ground Support Equipment
- Charles Rudelitch – Sunrise Economic Development Council, Representing Eastern/Downeast Maine
- Carl Flora – CEO Loring Development Authority, ex-officio

Staff introductions:

- Andy S, Steve Von Vogt, Steve Levesque, Jess Masse, Emily Dwinells, Jeremy Ashlock, Alan Lambert, Brian Mulligan, Jana Hall.

Scott Richardson introduced himself as member of the Press

V. Discussion and Actions on Resolutions

Since MSGC counsel was not yet present to discuss the Bylaws, the agenda was moved to vote on advisory committee role to the EDA/MTI funded project

RESOLUTION 23-006: Approval of Advisory Role to the EDA/MTI-funded Project

Motioned to be discussed as an advisory committee to the board. Seconded.

Call for a vote – so moved.

Voting results captured in BoardSpot

Unanimous Yes, 1 abstain, 2 absent

RESOLUTION 23-007: Approval to submit an application to EDA's Tech Hubs Program

Application for Tech Hubs designation motioned, seconded

Call for Vote – moved

Unanimous yes, 1 abstain, 2 absent

RESOLUTION 23-001: Adoption of Bylaws

MSGC Counsel (Nick Anania) now present for discussion.

Motioned and second for vote

Nick lead discussion through the bylaws – high level overview.

Question: Brian Whitney – Executive committee – looks like it has broad and sweeping authority to act on behalf of the corporation. Seems that should be a non-routine power for the committee. Concerned about 5-person committee being able to act on behalf of the board.

Nick – agrees this can be a broad use of the committee and it can be tweaked.

Terry: Language was taken from the MRRRA statute.

Brian W – Executive Committee at MTI has acted on behalf of the board once, concerned about the language of ‘Shall’ versus MTI’s ‘may’

Scott W: Section 5.11 – director’s compensation: Do we foresee any of the directors would be doing business directly with the corporation?

Terry: More for travel and reimbursements

Scott: 5.12 – telephonic meetings – On Maine Aeronautical Advisory Board, we have an annual meeting and required in person attendance – do we want one meeting out of the year where all board members must attend?

Nick: with respect to 5.11 – comment regarding expenses that Terry made is correct, this is related to reimbursable expenses. Contracts with the corporation would be subject to the conflict of interest policy.

In terms of telephonic meetings, best practice to have board as much as possible. Many provisions came out of the covid era – law provided for a period of time for boards to meet remotely. This is to allow the corporation to meet remotely, but to the extent in-person is required, this could be done.

Terry brought attention to section 5.8 which relates to the annual meeting.

Scott reiterated the question “Should the board require in-person meetings for the annual meeting?”

Dr. Ali Abedi – Agrees with the concerns of Brian Whitney, we want to give the executive committee the flexibility to do day-to-day work, but want to make sure specific things like budget, scheduling, etc. should be agreed on by the board.

Dan G – 5.10A and B – Dan wondering whether editing this executive committee issue is better as a board resolution, or a bylaw change?

Nick: Highlighted that the bylaw states ‘regular’ business done by executive committee is in the bylaws, and believes a board resolution “the executive committee shall not do these things” “The executive committee shall only do these things” etc. is easiest. Does agree that this gives the exec committee a lot of power to transact regular business.

Kristin Sims – 5.4 appointment in terms – is the information available available to understand who is a 1 year versus a 2 year?

Terry: On your oath sheet it should state that (informed that Missy took the sheets back), will circulate that list.

Dan: 5.10B – Finance and Operations also seem to be doing personnel stuff, which is listed as a 5.10A, seems confusing.

Nick: The bylaws are meant to be flexible, a committee charter for each committee could help spell out established lanes of operations with resolutions to flesh those items out.

Terry: finance and operations committee is theorized to present policies, executive more to enforce policies are followed.

Kristine: Is it worth having folks outside the directors to be on committee? Bylaws spell out that only directors can be on the committees.

Dawn: So you’d like the flexibility built into that to have outside folks?

Kristine: I think it would be a good idea to be able to get more folks than just our limited group.

Nick continued his summary of the bylaws.

Sascha Deri – Does indemnification remove the need for Directors and Officers insurance, or is that still something that we would be advised to have?

Nick believes that it is risk-dependent and a board decision, but he thinks in general insurance is advisable.

Scott Wardwell – I'm assuming that this corporation will be the "operator" of any launch facilities? Is that correct?

Terry: Should it decide to do that, yes.

Scott – In general, most undertakings done by municipalities or instrumentations, Maine Tort law applies, but in airports tort law does not totally apply. Most places have insurance and would be assuming a high risk if you think Maine Tort Law covers you.

Charles Rudelich – Believes that since the corporation has no assets, there is no way to pay for insurance, so indemnification at this point is what is in place.

Dawn DiBlasi – expressed strong belief that insurance should be attained for the corporation's board.

Dan – how does MRRA do it?

Kristine – MRRA has protecting for up to \$1 million (can't be sued for more than that)

Charles R- Question about where we are in approving the bylaws. Is there a way to place in a way to change these things without putting a halt on all of these items for today's meeting?

Terry is under the impression that that is what should be done

Dawn – nothing stopping the board from coming back and amending the bylaws, can be done by written consent, doesn't need to be a whole new meeting.

Kristine – if there is anything that we all consent on today, can we make changes?

Nick: Include language in the minutes if board could create exact language, but wouldn't feel comfortable agreeing in concept without the specific language.

Nick: continued summary

Dan G: What is a conformed signature?

Nick: Acknowledgement of a signature without having one.

Dawn: Will be asking folks to vote on these bylaws.

Terry: Next session will be bylaw changes, work with Dawn and myself to amend those bylaws and propose changes.

Sascha Deri – Question – D&O insurance, risk conversation, etc. What is our current risk exposure until we do obtain D&O insurance, as individuals, as well as until the bylaws are fully baked?

Nick: I’m not sure that the potential changes would increase liability, all seems operational at this point. Nothing that I have heard would increase the exposure. Exposure would come down to what types of operations would be undertaken by the corporation until that insurance is taken.

Phillip Rench: It’s my experience from building launch sites, that the minute you choose a launch site, you will be open to being sued by environmental groups.

Terry: Right now, the corporation is at zero (no employees, no assets, etc.) at this point is there risk with only planning conditions?

Nick: Two types of risk:

- D&O covers directors and officers are sued in their individual capacities and the corporation needing to indemnify them.
- Is the corporation liable for its activities?

Generally speaking – the less the corporation is doing, the less the risk is. There is always a risk that someone can sue you for something, but I don’t think the corporation has zero risk during planning phase.

Dawn – would you say the likelihood of issues as we are getting started is likely low and ramps as we move forward?

Nick: Operating entities in general have less risk when they are doing less things.

No further questions for the attorney.

Call for vote on **23-001:**
Unanimous Yes, 1 absent
Bylaws passed.

RESOLUTION 23-002: Election of Officers
Motioned and seconded for vote.

No discussion

Officers elected unanimously
Vote Unanimous Yes, 1 absent

The board took a break before returning to the agenda

Call for Volunteers on Board Committees

Terry: Please indicate to 2 preferences, if you’d like to be considered for chair, put a C next to your preference. We would like at least each director belong to a committee. Complete the form, and give to Terry before departure today.

RESOLUTION 23-003. Approval of MSGC's Temporary Administrative and Management Support Role, and authorization to a draft an agreement with the MSGC to formalize this role for the Board's consideration.

Motioned, Seconded, and Discussion:

Kristine – Terry could you define who those folks at MSGC are?

Terry: Terry and Jana, various staff supporting projects (motioned to staff in room)

Terry provided background history on the motion - provided a 2-year hope horizon for the board obtaining its own funding to hire its own staff. Janet and Sascha are board members of both MSGC and the Maine Space Corporation.

Dawn: Call for vote 23-003

Unanimous Yes, 1 absent

RESOLUTION 23-004. Designation of Principal Office Location and Authorizations to Establish a Corporate IRS Employer Identification Number and Bank Account(s). (3 min)

Motioned, Seconded, and Discussion:

Dawn: Call for vote **23-004**

Brian – Zip code may need changing, 04011

Amend resolution 23-004 to change zip code to 04011 from language 04001.

Call for vote

Motion, Seconded

Unanimous Yes, 1 Absent

RESOLUTION 23-005: Approval of Conflict of Interest Policy and Code of Conduct and Ethics

Motioned to approve, seconded, and discussion:

Dan G: Exhibit E, Item 8, concerned that it pertains to only directors and not professional staff.

Terry offered to amend

Add professional staff to Item 8, call for vote

Unanimous yes, 1 absent

RESOLUTION 23-008: General Authorization

Motioned to approve, seconded, and discussion:

Terry gave background on what resolution means from the standpoint of counsel. Giving authority to the board to complete resolutions based on activities that haven't been previously identified.

Call for vote,

Unanimous yes, 1 absent

Other Business

1. Maine Space 2030

Emily Dwinells gave rundown of Maine Space 2030 / Maine Space Conference

Bobbie asked about Maine Space 2030 in relation to establishing committees

Terry clarified that there is no relationship.

2. Maine Space Conference

Kristin asked about the specific role for board members at the conference.

Bobbie – Standing committees versus temporary committees. Might education committees be a standing committee?

Terry: Workforce is where we nestled education

Bobbie: Interested in spotlighting education explicitly broken out from workforce.

Emily Dwinells: To clarify, from a communication perspective, Maine Space 2030 serves to educate the general public.

James: We should record who is interested in helping with the conference.

Terry: Certainly all are welcome to participate in conference organization.

Dawn: Sounds like you can have as much or as little involvement as possible?

Terry: Absolutely.

Kristin: We're planning at other meetings, if there is a quorum present at the conference, would it be an appropriate time to have a meeting while we're all there?

Terry: May be better to firm up the schedule prior to that.

3. Outreach in Washington and Aroostook counties.

Jess teed up reasons to have an outreach strategy, and then gave update on where that is.

Bill Kitchen: Lead Coordinator in Washington County gave narrative on space, its place in Maine, and combating perceptions to give outreach strategy. Maine becomes stewards in space.

Terry gave wrap up remarks to reiterate that the outreach strategy is more about laying the community foundations and not seeking community siting.

Bobbie: At some point, could we get a briefing of what happened in Jonesport?

Sascha: Willing to give a debrief on that.

Terry asked who would like to be involved with the outreach efforts. Volunteers include Phil, Bobbie, Dan, Charles, Dawn, Ben, Kristin.

Dan: Poker Flats could be a good analogous case to thoughts on downeast launch site (contrast to Kodiak Launch Site)

Janet Sortor: Where is that?

Dan: Fairbanks, Alaska, sounding rockets, educational launches, etc.

Charles: Lead with technical standpoint as to why Washington county is a good site, as opposed to “so and so would not let us”

Phil: Agreed with Charles – Blast Danger area factors into that

Dan: Launch cadence is a concern to utilize

Phil believes that’s a solvable problem

4. Administrator Bill Nelson and Senator King visit

Terry provided agenda for tomorrow

Southern Maine Community College new location for meeting (Learning Commons)

Sascha, Kristine Logan, had questions on locations/agenda specifics.

5. Board Tour of Maine’s New Space Economy Assets:

Terry presented this as a future item to debrief the board on.

6. Schedule of Future Board Meetings

Dawn believes a monthly meeting then paring it back as things progress. Does 4th Tuesday of every month work for people?

James: End of month from manufacturing perspective is difficult.

Dawn: Probably will need to throw out some dates and see how that looks.

Terry to send out survey to find availability for meetings.

Dan wondering about reimbursement policy.

Terry clarified that MSGC will be paying that, not the board.

Meeting Adjourned at 1:25 pm



Board of Directors Meeting

Adoption of the Bylaws

Outcome: Passed

RESOLUTION 23-001: That bylaws in the form attached hereto in Exhibit A are hereby adopted as the Bylaws of the Corporation.

Vote Outcome:

Passed



Board of Directors Meeting

Election of Officers

Outcome: Passed

RESOLUTION 23-002: That the following persons are hereby elected as officers of the Corporation, to hold the offices set forth opposite their respective names, each to serve in such capacity until his or her successor is duly elected and qualified, or until his or her earlier resignation, removal, death, or incapacity:

Chair: Dawn DiBlasi

Vice Chair: Kristine Logan

Secretary: Scott Wardwell

Treasurer: James Brann

Vote Outcome:

Passed

Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



📅 Board of Directors Meeting

Approval of MSGC’s temporary administrative and management support role, and authorization to a draft an agreement with the MSGC to formalize this role for the Board's consideration.

Outcome: Passed

RESOLUTION 23-003: (a) That the Corporation is hereby authorized to engage the Maine Space Grant Consortium, on a temporary basis and at no cost to the Corporation, to provide administrative and management support services for the Corporation including without limitation administration, support personnel, legal counsel, fiscal sponsorship for grants and contracts, and executive director functions; and (b) that the Corporation hereby authorizes the Executive Committee to formalize the arrangement with the Maine Space Grant Consortium for administrative and management support services for a specified period of time; which final terms of any such arrangement shall be recommended to the Board of Directors for approval.

Vote Outcome:

Passed

Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



📅 Board of Directors Meeting

Designation of office location and authorizations to apply for a Corporate IRS Employer Identification Number and establish a bank account

Outcome: Passed

RESOLUTION 23-004: (a) That the Corporation's principal office location shall be at TechPlace, Room 102, Brunswick Landing, Brunswick, Maine 04011; (b) that the Corporation shall apply for an employer identification number from the Internal Revenue Service; and that, in connection therewith, the officers of the Corporation, and each of them, are hereby authorized and directed to execute and file, or cause to be filed, such application with the Internal Revenue Service on Form SS-4.; and (c) that the Corporation is authorized to open one or more deposit, checking or other accounts with such banking institution(s) as the Treasurer may designate.

Vote Outcome:

Passed

Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



Board of Directors Meeting

Adoption of Conflict of Interest Policy and Code of Conduct and Ethics

Outcome: Passed

RESOLUTION 23-005: That the Conflict of Interest Policy in the form attached hereto as Exhibit D, and the Code of Conduct and Ethics in the form attached hereto as Exhibit E, are hereby adopted and approved.

Vote Outcome:

Passed

Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



📅 Board of Directors Meeting

Approval of the Board of Director's Advisory Role to the EDA/MTI Project.

Outcome: Passed

RESOLUTION 23-006: That Board of Directors' advisory role to the EDA/MTI-funded project is hereby approved.

Vote Outcome:

Passed

Vote Summary

Yes

16

No

0

Yes %

100%

Abstain

1

Recuse

0

Absent

0

Did not vote

0



Board of Directors Meeting

Authorization to submit a proposal to EDA's Tech-Hubs Program

Outcome: Passed

RESOLUTION 23-007: That, subject to the advice and consent of the Executive Committee, the Corporation's preparation and submission of Strategy Development and Tech Hub Designation proposals to EDA's Techs Hub Program is hereby approved.

Vote Outcome:

Passed

Vote Summary

Yes

16

No

0

Yes %

100%

Abstain

1

Recuse

0

Absent

0

Did not vote

0



Board of Directors Meeting

General Authorization

Outcome: Passed

RESOLUTION 23-008: That the officers of the Corporation, or any of them acting singly, are hereby authorized to take such further actions as any of them deems necessary or appropriate to complete the due organization of the Corporation or otherwise to carry out the purposes and intent of the foregoing resolutions.

Vote Outcome:

Passed

Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



Maine Space Corporation

Committee Assignments

Member	Executive	Finance	Workforce Development	Maine Space Complex	Nominating
HIGHER EDUCATION					
Ali Abedi			✓ _c	✓	
Janet Sortor			✓		✓
Jack Lesko			✓		
K-12					
Kristin Sims			✓		
NON-PROFIT RESEARCH					
Debbie Bronk			✓	✓	
INDUSTRY					
James Brann	✓	✓ _c			
Sascha Deri				✓	
Daniel Greisen		✓		✓	
ECONOMIC & COMMUNITY DEVELOPMENT ORGANIZATIONS					
Ben Sturtevant				✓	
Brian Whitney			✓		
Carl Flora				✓	
Kristine Logan	✓				
Charles Rudelitch				✓	
Scott Wardwell	✓	✓			
OTHER					
Dawn DiBlasi	✓ _c				✓ _c
Bobbie Lamont					✓
Phillip Rench				✓	
Total	4	3	6	8	3



Maine Space Corporation

Committee Preferences

In the table below, please enter 1 for your primary preference and 2 for your secondary preference for serving on the Executive, Finance, Workforce Development, Maine Space Complex, and/or Nominating Committees. Also, next to your preferences, please enter a (c) if you have interest in chairing a committee. For example, 1c, 2c. Descriptions of the Committees are provided in the next page. You may serve on one or more committee.

Member	Executive	Finance	Workforce Development	Maine Space Complex	Nominating
Ali Abedi			1	2	
James Brann	✓	✓	1		
Debbie Bronk			1	2	
Sascha Deri			2	1	
Dawn DiBlasi	✓				1c
Carl Flora			1	1	
Daniel Greisen		2		1c	
Bobbie Lamont			1		2
Jack Lesko			1		2
Kristine Logan	✓				
Phillip Rench			2	1c	
Charles Rudelitch			2	1c	
Kristin Sims			1		
Janet Sortor			1		2
Ben Sturtevant			2	1	
Scott Wardwell	✓	2	1		
Brian Whitney			1		2
TOTAL	4	3	14	8	5



Maine Space Corporation

Charge to Board Committees

Section 5.10 of the Bylaws establishes five primary Board committees: the Executive, Finance and Operations, Maine Space Complex, Workforce Development, and Nominating Committees. The Executive Committee has already been activated and the Nominating Committee will be activated shortly.

Given the need for the Finance and Operations, Maine Space Complex, Workforce Development Committees to begin their work, the narrative below describes each committee's responsibility as outlined in the Bylaw and its initial charge.

1. FINANCE AND OPERATIONS COMMITTEE

Responsibility [Bylaws Section 5.10(b)]. The Finance and Operations Committee shall consist of the Corporation's Treasurer (who shall serve as Chairperson of the Finance and Operations Committee), and two (2) other directors, and is responsible for overseeing the financial operations of the Corporation, including, but not limited to, the development and review of financial statements, budgets, grants, and independent financial audits, and providing recommendations to the Board on such matters. The Finance and Operations Committee shall also be responsible for developing, reviewing, and recommending personnel policies, work rules, an employee handbook, employee benefit plans, and any other administrative policies, procedures, or guidelines.

Charge: Develop and submit to the Board of Directors the following:

- Initial staffing, operations and financial plan for the Corporation
- Policies and Procedures Manual
- Accounting Manual
- Grant Forecast for the current fiscal year (FY23) and for the next two fiscal years (FY24 and FY25)
- As authorized in 5 MRSA c. 393, section §13203-3 and in Section 4.1 of the Bylaws, a plan for establishing a dues-paying Membership program for individuals and organizations that are interested in advancing the State's new space economy.

Where appropriate, Counsel for the Maine Space Grant Consortium will be available to advise the Committee including review documents.

No later than the end of September 29, 2023, the Committee shall report to the Executive Committee its plan and timeline for completing this charge. The Executive Committee will review the plan to ensure Board directives have been followed.

Support: Terry Shehata and Jana Hall

2. WORKFORCE DEVELOPMENT COMMITTEE

Responsibility [Bylaws Section 5.10(d)]. The Workforce Development Committee shall consist of three (3) or more directors, as appointed by the Chairperson, and shall work closely with the University of Maine System, the Community College System, the Career and Technical Education schools, the State K-12 system, and other State organizations, businesses, and business associations to ensure education, training, and recruitment programs are in place for the primary purpose of ensuring the availability of a skilled workforce to support the State's new space economy.

Charge: Develop and submit to the Board of Directors an implementation plan for ensuring new and/or existing education, training, and recruitment programs are in place for the primary purpose of ensuring the availability of a skilled workforce to support the State's new space economy. The following are additional instructions to the Committee when developing the plan:

- A. Build up the work conducted under the previous and current EDA/MTI awards. The plan must reflect a collaboration with the University of Maine System, the Community College System, the Career and Technical Education schools, the State K-12 system, and other State organizations, businesses, and business associations.
- B. To the extent the plan calls for the Corporation to establish, manage and/or coordinate new or existing education, training, and recruitment programs, the plan must include infrastructure and operational requirements (facilities, equipment, people, costs and revenue forecast, if appropriate) for the Corporation.
- C. This charge does not prohibit the Committee from recommending acting on an opportunity before completion of the implementation plan. Such recommendations must be approved by the majority of the committee and must be submitted to the Executive Committee for approval. The Executive Committee may approve the recommendation or submit it to the full Board of Directors for consideration and approval.
- D. The Committee must ensure that its plan does not duplicate existing efforts in Maine but enhances them as well as ensure coordination among all stakeholders. To the extent the Corporation is called up to manage/coordinate new and/or existing programs/activities, the Committee must ensure that this recommendation is supported by all stakeholders.

No later than the end of September 29, 2023, the Committee shall report to the Executive Committee its plan and timeline for completing this charge. The Executive Committee will review the plan to ensure Board directives have been followed.

Support: Terry Shehata, Emily Dwinells, Jeremy Ashlock, and other members of the support team as needed.

3. MAINE SPACE COMPLEX COMMITTEE

Responsibility [Bylaws Section 5.10(c)]. The Maine Space Complex Committee shall consist of three (3) or more directors, as appointed by the Chairperson, and shall be responsible for providing information, analysis, and recommendations to assist the Corporation on the development, growth, and management of the Maine Space Complex. The Maine Space Complex Committee shall be responsible for strategizing, overseeing, and making recommendations to assist the Corporation in the development of the Maine Space Complex's vision to establish the State as a national and international industry destination and an authority in launching small launch vehicles and small satellites into polar orbit. The Maine Space Complex Committee shall recommend to the Board for approval all building and land leases and shall be responsible for managing the operations of such buildings and land leases. In addition, the Maine Space Complex Committee's responsibilities shall include, but not be limited to, providing strategies, analyses, and recommendations to assist the Corporation on issues relating to property transfers, property division, maintenance and security, and utilities at the Corporation's owned properties.

Charge: Develop and submit to the Board of Directors an implementation plan for establishing the three business units of the Complex as revenue-generating, shared resource facilities. The following are additional instructions to the Committee when developing the plan:

- A. Build upon the work conducted under the previous and current EDA/MTI awards to the Maine Space Grant Consortium including the strategic plan for the complex that was submitted to the Governor and the Legislature in February 2022 (available in the Document section in Boardspot).
- B. The plan must include, but not be limited to:
 - i. An open innovation governance structure for each unit that is driven by private and public sector stakeholders under the management and administration of the Corporation.
 - ii. Infrastructure requirements (facilities, equipment, people) and costs for each unit and the corporation.
 - iii. Projections for operational costs for each unit and the Corporation.
 - iv. Revenue forecast for all units; a timeline for prioritizing standing up the units; and a strategy for securing the necessary investments for standing up the business units as soon as possible from federal and private sources.
 - v. Criteria for restricting the Complex to commercial, research and educational uses.
- C. Due to community sensitivity to siting launch facilities, the Committee is not authorized to conduct site location surveys until the implementation plan is approved by the Board of Directors. To this end, the implementation plan must include:
 - i. One or more recommendations for a bottom-up approach for fully engaging communities in Washington County in the site selection process.
 - ii. A strategy for horizontal launch facilities should siting vertical launch facilities become untenable.
 - iii. A process for allocating the use of launch facilities in a manner that prioritizes Maine-based businesses and businesses that minimize the environmental effects of their space vehicles and launches.

- D. This charge does not prohibit the Committee from recommending acting on an opportunity before completion of the implementation plan. Such recommendations must be approved by the majority of the committee and must be submitted to the Executive Committee for approval. The Executive Committee may approve the recommendation or submit it to the full Board of Directors for consideration and approval.
- E. The Committee must ensure that its plan leverages and enhances existing efforts as well as ensure coordination among all stakeholders. To the extent the Corporation is called upon to manage/coordinate new and/or existing programs/activities, the Committee must ensure that this recommendation is supported by all stakeholders.

No later than the end of September 29, 2023, the Committee shall report to the Executive Committee its plan and timeline for completing this charge. The Executive Committee will review the plan to ensure Board directives have been followed.

Support: Terry Shehata, Emily Dwinells, Jeremy Ashlock, and other members of the supported team as needed.

Notes to all Committees

1. Although the Bylaws outline the responsibilities of all board committees, the statutory language in the Corporation's enabling legislation, 5 M.R.S.A c.393, are the ultimate directive each committee must follow. To this end, the relevant sections of the enabling legislation with reference to each committee, are included in an attachment named "*Exhibit E - Relevant Sections in 5 MRSA c393*". It is the responsibility of each committee chair to ensure adherence to these sections during their respective planning. A full copy of the enabling legislation is available in the Documents section of Boardspot.
2. As approved by the Board in Resolution 23-011, chairs of the Maine Space Complex and the Workforce Development Committees, at their discretion, are authorized to invite non-board members with subject matter expertise to advise the committees on matters consider by the committees. These individuals may participate in committee deliberations but do not have authority to manage the conduct of any committee and do not have voting authority.
3. The work of the Maine Space Complex and Workforce Development Committees are intertwined. Therefore, it is the responsibility of the committee chairs to coordinate deliberations between their committees to ensure a committee's relevant issues are accounted for in the other's plan.
4. Any financial forecasting requiring investments by the Corporation for implementing the proposed plans of the Maine Space Complex and Workforce Development Committees must be coordinated with and approved by the Finance and Operations Committee prior to submitting the implementation plans to the Executive Committee for review and ensuring directives have been followed before submitting the implementation plans to the Board of Directors for consideration.



Maine Space Corporation

Relevant Subsections in 5 MRSA c. 393

For All Board Committees

§13201. Maine Space Corporation established:

The Maine Space Corporation is established as a body corporate and politic to carry out the purposes of this chapter. The corporation shall leverage the State's geographic, rocketry, manufacturing and higher education assets and capabilities to establish the State as a national and international industry destination and an authority in launching small launch vehicles and small satellites into polar orbit by:

1. **Properties.** Acquiring and managing properties within the geographic boundaries of the State to develop and operate the Maine Space Complex and its ancillary facilities;
2. **Permits.** Facilitating the acquisition of permits for launch sites from the Federal Government in order to host launch providers;
3. **Workforce.** Facilitating the creation of a highly skilled workforce and attracting and retaining young workers in a new space economy. The corporation shall work closely with the University of Maine System, the Maine Community College System, career and technical education centers and regions and satellite programs, elementary and secondary schools and other organizations in the State to ensure education, training and recruitment programs are in place for the primary purpose of ensuring the availability of a highly skilled workforce to support the State's new space economy;
4. **Facilities.** Providing facilities for research and development; small rocket and small satellite manufacturing, integration, testing and evaluation; and education and tourism;
5. **Education.** Enhancing science, technology, engineering and mathematics education and engagement in kindergarten to grade 12 and higher education curricula through partnerships with private industry to explore use cases for satellite data;
6. **Business intelligence.** Providing satellite-derived business intelligence for local industries to improve decision making;
7. **Businesses and jobs.** Facilitating new high-tech and data-driven businesses and jobs creation;
8. **Engagement.** Serving as a place to engage and inspire the public through programming;
9. **Out-of-state.** Attracting out-of-state businesses, business visitors and tourists to the State; and
10. **Revenue.** Creating new revenue and expanding the tax base of the primary impact communities as an international asset.

Workforce Development Committee

§13201. Maine Space Corporation established:

3. **Workforce.** Facilitating the creation of a highly skilled workforce and attracting and retaining young workers in a new space economy. The corporation shall work closely with the University of Maine System, the Maine Community College System, career and technical education centers and regions and satellite programs, elementary and secondary schools and other organizations in the State to ensure education, training and recruitment programs are in place for the primary purpose of ensuring the availability of a highly skilled workforce to support the State's new space economy.

Maine Space Complex Committee

§13203. Maine Space Corporation; powers; board of directors; obligations:

1. **Maine Space Complex.** The corporation shall establish and promote the Maine Space Complex, which must include but is not limited to the following business units:
 - A. **The Maine Space Data and Advanced Analytics Center of Excellence**, which must be a state-of-the-art computer center with networks equipped to import or downlink, store, cleanse, manage and analyze satellite data in concert with terrestrial data for the purposes of addressing business and public issues in innovative ways and creating new data products and services;
 - B. **The Maine New Space Innovation Hub**, which must be an industry meeting place, a hub for new business incubation and acceleration, facilities for satellite and launch vehicle manufacturing and integration and ground control for satellite launch operations. The shared space must contain specialized equipment to facilitate business research and development, academic and scientific inquiry and a kindergarten to grade 12 learning center and must be designed to attract both in-state and out-of-state interests; and
 - C. **Maine Launch Sites and Services**, which must consist of staging and launch sites for sending small vehicles with nanosatellites into polar orbit. **Maine Launch Sites and Services shall allocate the use of its staging and launch sites in a manner that prioritizes Maine-based businesses and businesses that minimize the environmental effects of their space vehicles and launches.**

The corporation shall restrict the Maine Space Complex to commercial, research and educational uses.

Finance and Operations Committee

§13203. Maine Space Corporation; powers; board of directors; obligations:

3. **Members of corporation.** Members of the corporation are individuals and organizations that pay dues to the corporation. Memberships may be set at different levels.
 - A. Members are private individuals, partnerships, small and large businesses, federal, state and local governmental entities, private and public higher education institutions and other public or quasi-public entities that are interested in advancing the State's new space economy.
 - B. Other than the right to vote on matters as specified in the bylaws of the corporation, the members have no authority to manage or direct the affairs and activities of the corporation.

§13206. Maine Space Complex Fund:

1. **Maine Space Complex Fund established.** There is established a nonlapsing fund to be known as the Maine Space Complex Fund, referred to in this section as "the fund," for the purpose of receiving funds from the State and gifts, grants, devises, bequests, trusts or security documents to support the operations of the corporation and the Maine Space Complex. The State shall credit to the fund any appropriation made to the corporation in the fiscal year in which the appropriation is made.

- A. The fund must be used to:
 - (1) Purchase, lease, acquire, own, improve, use, sell, convey, transfer or otherwise deal in and with a corporation property, a corporation project or any interest in the corporation property or corporation project, whether tangible or intangible, as otherwise authorized under this chapter;
 - (2) Pay the costs of operating, maintaining, improving and repairing all property and projects of the corporation;
 - (3) Pay the costs of administering and operating the corporation, including, but not limited to, all wages, salaries, benefits and other expenses authorized by the board of directors or the executive director;
 - (4) Pay the principal and premium, if any, and the interest on the outstanding bonds of the corporation related to a corporation property or corporation project as they become due and payable;
 - (5) Create and maintain reserves required or provided for in any law authorizing or any security document securing the bonds of the corporation related to a corporation property or corporation project;
 - (6) Create and maintain a capital improvement fund for a corporation property and corporation project established by the board of directors;
 - (7) Pay all taxes owed by the corporation related to a corporation property or corporation project; and
 - (8) Pay all expenses incident to the management and operation of the corporation.
- B. The fund constitutes a continuing appropriation for the benefit of the corporation. Any amount remaining in the fund at the close of any fiscal year is carried over and credited to the fund for the succeeding year.
- C. Money in the fund must be paid to the corporation on manifests approved by the Governor and Legislature in the same manner as other state claims are paid.
- D. The revenues received by and due to the corporation from all sources other than state appropriation must be retained by the corporation and must be used in such a manner as the board of directors determines consistent with the provisions of this section or as otherwise provided by law or by the terms and conditions of any gift, grant, devise, bequest, trust or security document.

§13207. Bonds:

- 1. **Hearing required.** The corporation may issue bonds to finance its activities only after giving notice of the proposed issuance and its terms at least twice in a newspaper of general circulation in the appropriate primary impact community and holding a duly advertised public hearing on the issuance.
- 2. **Authority.** The corporation may issue bonds from time to time in its discretion to finance the undertaking of an authorized activity under this chapter, including, but not limited to, the payment of principal and interest upon advances for surveys and plans, and may issue refunding bonds for the payment or retirement of bonds previously issued.
 - A. The principal and interest of bonds must be made payable solely from the income, proceeds, revenues and funds of the corporation derived from or held for activities under this chapter. Payment of the principal and interest of bonds may be further secured by a pledge of a loan, grant or contribution from the Federal Government or other source in aid of activities of the corporation under this chapter and by a mortgage of an urban activity or a project or part of a project, title to which is in the corporation.

- B. Bonds issued under this section do not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction and are not subject to other laws or charters relating to the authorization, issuance or sale of bonds. Bonds issued under this chapter are declared to be issued for an essential public and governmental purpose and, together with interest on and income from the bonds, are exempt from all taxes.
- C. Bonds may not be issued by the corporation until the corporation has received a certificate of approval from the Finance Authority of Maine authorizing issuance of the bonds. Before issuing a certificate of approval under this section, the Finance Authority of Maine must determine that there is a reasonable likelihood that the income, proceeds, revenues and funds of the corporation derived from or held for activities under this chapter or otherwise pledged to payment of the bonds will be sufficient to pay the principal, the interest and all other amounts that may at any time become due and payable under the bonds. In making this determination, the Finance Authority of Maine shall consider the corporation's analysis of the proposed bond issue and the revenues to make payments on the bonds and may require such information, projections, studies and independent analyses as it considers necessary or desirable and may charge the corporation reasonable fees and expenses. The issuance by the Finance Authority of Maine of a certificate of approval under this section does not constitute an endorsement of the bonds or the projects or purposes for which those bonds are issued, and the corporation or any other person or entity, including, without limitation, any holder of bonds of the corporation, has no cause of action against the Finance Authority of Maine with respect to any certificate of approval. The Finance Authority of Maine may require that it be indemnified, defended and held harmless by the corporation for any liability or cause of action arising with respect to the bonds.

3. General characteristics. Bonds authorized under this section may be issued in one or more series. The resolution, trust indenture or mortgage under which the bonds are issued may include the following:

- A. The date or dates borne by the bonds;
- B. Whether the bonds are payable upon demand or mature at a certain time or times;
- C. The interest rate or rates of the bonds;
- D. The denomination or denominations of the bonds;
- E. The form of the bonds, whether coupon or registered;
- F. The conversion or registration privileges carried by the bonds;
- G. The rank or priority of the bonds;
- H. The manner of execution of the bonds;
- I. The medium and place or places of payment of the bonds;
- J. The terms of redemption of the bonds, with or without premium;
- K. The manner in which the bonds are secured; and
- L. Any other characteristics of the bonds.

4. Price sold. The bonds may be:

- A. Exchanged for other bonds on the basis of par;
- B. Sold to the Federal Government at private sale at not less than par. If less than all of the authorized principal amount of the bonds is sold to the Federal Government, the balance may be sold at private sale at not less than par at an interest cost to the corporation that does not exceed the interest cost to the corporation of the portion of the bonds sold to the Federal Government; or
- C. Sold to a person on such terms as the corporation may negotiate.

5. **Signatures of outgoing officers; negotiability.** If an official of the corporation whose signature appears on a bond or coupon issued under this chapter ceases to be an official before the bond is delivered, the signature is nevertheless valid for all purposes as if the official had remained in office until the delivery. Notwithstanding contrary provisions of law, bonds issued under this chapter are fully negotiable.
6. **Bond recitation; conclusive presumptions.** In actions or proceedings involving the validity or enforceability of a bond issued under this chapter or the security for that bond, a bond reciting in substance that it has been issued by the corporation in connection with an activity is conclusively deemed to have been issued for that purpose and the activity is conclusively deemed to have been planned, located and carried out in accordance with this chapter.
7. **No personal liability; not debt of State.** A member of the board of directors and the person executing the bonds are not liable personally on the bonds by reason of the issuance of the bonds. The bonds and other obligations of the corporation must have stated on their face that they are not a debt of the State and that the State is not liable on the bonds. The bonds or obligations may not be payable out of funds or properties other than those of the corporation acquired for the purposes of this chapter.
8. **Bonds as legal investments.** Public officers, municipal corporations, political subdivisions and public bodies; banks, trust companies, bankers, savings banks and institutions, building and loan associations, savings and loan associations, investment companies and other persons carrying on a banking business; insurance companies, insurance associations and other persons carrying on an insurance business; and executors, administrators, curators, trustees and other fiduciaries may legally invest sinking funds, money or other funds belonging to them or within their control in bonds or other obligations issued by the corporation under this chapter. These bonds or other obligations are authorized security for all public deposits. It is the purpose of this section to authorize persons, political subdivisions and officers, public or private, to use funds owned or controlled by them for the purchase of these bonds or other obligations. This section does not relieve a person of any duty or of exercising reasonable care in selecting securities.
9. **Investment of funds; redemption of bonds. The corporation may:**
 - A. Invest, in property or securities in which savings banks may legally invest funds subject to their control, funds held in reserves, sinking funds or funds not required for immediate disbursement; and
 - B. Cancel its bonds by redeeming them at the redemption price established in the bonds or by purchasing them at less than redemption price.

Maine Space Corporation

Schedule of Meetings for Remainder of Calendar Year 2023 and Full Calendar Year 2024

Board/Committee	Date	Time	Meeting Mode		
			In-person	Hybrid	Virtual
AUGUST 2023					
Full Board	August 22, 2023	10:00 am – 12:30 pm	✓		
SEPTEMBER 2023					
Executive Committee	September 14, 2023	10:00 am – 11:00 am			✓
OCTOBER 2023					
Full Board	??	10:00 am – 12:30 pm	✓		
Executive Committee	October 12, 2023	10:00 am – 11:00 am			✓
NOVEMBER 2023					
Full Board	--	10:00 am – 12:30 pm			
Executive Committee	November 9, 2023	10:00 am – 11:00 am			✓
DECEMBER 2023					
Full Board	December 12, 2023	10:00 am – 12:30 pm	✓		
Executive Committee	December 14, 2023	10:00 am – 11:00 am			✓
MONTHLY IN-PERSON MEETINGS					
Full Board Meeting – Every 2nd Thursday of the month					
Executive Committee Meeting – Every 4th Thursday of the month					
JANUARY 2024					
Full Board	January 11, 2024	10:00 am – 12:30 pm	✓		
Executive Committee	January 25, 2024	10:00 am – 11:00 am			✓
FEBRUARY 2024					
Full Board	February 8, 2024	10:00 am – 12:30 pm	✓		
Executive Committee	February 22, 2024	10:00 am – 11:00 am			✓
MARCH 2024					
Full Board	March 14, 2024	10:00 am – 12:30 pm	✓		
Executive Committee	March 28, 2024	10:00 am – 11:00 am			✓
BI-MONTHLY HYBRID MEETINGS					
Full Board Meeting – Every 2nd Thursday of every other month					
Executive Committee Meeting – Every 4th Thursday of every other month					
APRIL 2024					
Full Board	April 11, 2024	10:00 am – 12:30 pm		✓	
Executive Committee	April 25, 2024	10:00 am – 11:00 am			✓
MAY 2024					
Full Board	--	10:00 am – 12:30 pm		✓	
Executive Committee	May 23, 2024	10:00 am – 11:00 am			✓
JUNE 2024 (ANNUAL MEETING – IN-PERSON)					
Full Board	June 13, 2024	10:00 am – 12:30 pm	✓		
Executive Committee	--	10:00 am – 11:00 am			✓
JULY 2024					
Full Board	--	10:00 am – 12:30 pm		✓	
Executive Committee	July 25, 2025	10:00 am – 11:00 am			✓
AUGUST 2024					

Full Board	August 8, 2024	10:00 am – 12:30 pm		✓	
Executive Committee	--	10:00 am – 11:00 am			✓
SEPTEMBER 2024					
Full Board	--	10:00 am – 12:30 pm		✓	
Executive Committee	September 26, 2024	10:00 am – 11:00 am			✓
OCTOBER 2024					
Full Board	October 10, 2024	10:00 am – 12:30 pm		✓	
Executive Committee	--	10:00 am – 11:00 am			✓
NOVEMBER 2024					
Full Board	--	10:00 am – 12:30 pm		✓	✓
Executive Committee	November 21, 2024	10:00 am – 11:00 am			
DECEMBER 2024					
Full Board	December 12, 2024	10:00 am – 12:30 pm		✓	✓
Executive Committee	--	10:00 am – 11:00 am			