



Board of Directors Meeting

 Tue, Jun 27 2023
11:00am-1:00pm EDT

Location

TechPlace

74 Orion Street

Brunswick Landing

TechPlace has two parking lots. The larger one faces Orion Street. The smaller parking lot is between TechPlace and a BIW facility. You can use either parking lot but make sure you use the entrance off the larger parking lot.

Upon entering the building, walk through the hallway until you come to the conference/training room on the right.

A map of TechPlace is included in the Supplemental Documents section of the meeting packet.

If you have problems getting to TechPlace, please call Terry Shehata at 207-831-6907.

Zoom Conference

[Join Zoom Conference](#)

Meeting ID: 830 7194 5664

This is the board's first meeting and will be conducted in person but there is a zoom option for those unable to attend in person. The primary purpose of this meeting is approving organizational items such as Bylaws, electing officers and Conflict of Interest Policy. There are other related resolutions that need the board's approval.

The business part of the meeting is scheduled from 11 am to 1 pm with lunch provided. However, the conference room will be open at 10 am and members are encouraged to arrive at 10 am or shortly after to network with other board members and the support team. We will have refreshments available. Also, Missy will be there at 10:30 am to administer the oaths to members who elected to take their oaths at Brunswick Landing.

Meeting Agenda

- I. Call to Order (1 min)
- II. Establish Quorum (1 min)
- III. Appointment of Temporary Chair and Secretary (1 min)

This is an informal vote to appoint Dawn DiBlasi and Scott Wardwell as temporary chair and secretary for this meeting until election of officers.
- IV. Welcome by the Honorable Senator Matthea Daughtry (5 min)
- V. Introduction of Board Members and Support Team (15 min)

In 30 seconds or less, we ask that Board members to introduce themselves and why they had interest in serving on the Board. After the Board finishes, members of the Support Team should introduce themselves and their role in the EDA/MTI-funded project. PLEASE keep to 30 seconds or less.
- VI. Discussion and Actions

Please see attached resolutions

 - [Resolutions 23-001 to 23-008.pdf](#)
 - A. Adoption of Bylaws (Resolution 23-001) (30 min)

See attached Exhibit A

 - [Exhibit A - Bylaws - Maine Space Corporation.pdf](#)
 - B. Election of Officers (Resolution 23-002) (5 min)
 - C. Call for Volunteers on Board Committees (5 min)

We need to populate four Board committees to start the work of the board. Exhibit B is a description of the Finance, Workforce Development, Maine Space Complex and Nominating Committees. We will circulate a sheet at the meeting and we ask that you follow the instructions to select your first and second preferences and interest in chairing one of the committees.

 - [Exhibit B - Board Committees.pdf](#)
 - D. 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 (Resolution 23-003). (5 min)

This resolution affirm's MSGC's temporary administrative and management support role and authorizes the Executive Committee to submit to the Board for its consideration and approval at its next business meeting a draft agreement with the MSGC to formalize this role for a specified period of time.

 - [Exhibit C - Background Information for Resolution 23-004.pdf](#)

- E. Designation of Principal Office Location and Authorizations to Establish a Corporate IRS Employer Identification Number and Bank Account(s) (Resolution 23-004) (5 min)
To apply for grants, the Corporation requires an office location, an IRS EIN and a bank account
- F. Approval of Conflict of Interest Policy and Code of Conduct and Ethics (Resolution 23-005) (5 min)
See Exhibit D for Conflict of Interest Policy, Exhibit E for the Code of Conduct and Ethics and Exhibit F for the Conflict of Interest Disclosure Statement disclosure statement board members will need to sign at the meeting.
 - [Exhibit D - Maine Space Corporation - Conflicts of Interest Policy.pdf](#)
 - [Exhibit E - Draft Code of Conduct and Ethics.pdf](#)
 - [Exhibit F - Conflict of Interest Disclosure Statement-2023.pdf](#)
- G. General Authorizations (Resolution 23-006)
- H. Approval of Advisory Role to the EDA/MTI-funded Project (Resolution 23-007) (5 min)
The current EDA/MTI project includes a 25-member advisory group that provides guidance to the project team in achieving the objectives of the project. The group meets virtually on a quarterly basis and the time commitments of each council member is recorded as cost share toward the EDA award. The advisory group was included in the February 2022 application to EDA because the Corporation did not exist at that time. However, the MSGC had intended to transition the advisory role to the Board of Directors of the Corporation at the appropriate time. We believe this is the appropriate time, and we request that the Board agrees to serve as the advisory group to the EDA/MTI project, especially since the project is directly related to the Maine Space Complex which is under the purview of the Corporation. This advisory role does not add more work to the Corporation since updates would be provided during the normal meeting schedules of the Corporation. In this advisory role, we would capture your time as cost share for the EDA/MTI award. Exhibit G is the project's Statement of Work.
 - [Exhibit G - EDA-MTI Statement of Work - Maine Space Complex Initiative.pdf](#)
- I. Approval to submit an application to EDA's Tech Hubs Program (Resolution 23-008) (5 min)
EDA's Tech Hubs program (see Exhibits H and I) is an opportunity for the Corporation to secure funding to initiation elements of the Maine Space Complex's business units and this case, the space innovation hub. An award under this program also provides the Corporation an opportunity to use some of the funding to hire its own staff. Deadline for proposals is August 15, 2023.
 - [Exhibit H - EDA_TECH_HUBS_Revised_Fact_Sheet.pdf](#)
 - [Exhibit I - EDA Tech Hubs Program.pdf](#)

VII. Other Business

- A. Maine Space 2030 (5 min)
The MSGC and its EDA/MTI-funded project partners designed and implemented [Maine Space 2030](#) and logo as a major campaign to continue raising awareness of Maine's assets in the new space economy, the resulting opportunities for research, education, and economic development, and the

need to fully engage Maine in the new space economy by 2030. The Maine Space 2030 campaign is intended to be a collaboration between the MSGC and the Maine Space Corporation. The Maine Space 2030 website could become the Corporation's website following minor adjustments or the Corporation could decide to develop its own website presence including developing its own logo.

B. Maine Space Conference (5 min)

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See Exhibit J for a description of the Conference. As with Maine Space 2030, the Maine Space Conference is intended to be a collaboration between the MSGC and the Maine Space Corporation.

[Exhibit J - Maine Space Conference.pdf](#)

C. Outreach to Aroostook and Washington Counties (5 min)

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The coast of Washington County offers the best opportunity for vertical launches for polar orbits. Community concerns and, in some cases, resistance to siting one or more launching locations will be major hurdles for the Corporation to site one or more locations. An objective of the EDA/MTI-funded project (see Exhibit I) is to conduct outreach to Aroostook and Washington Counties to inform communities and leaders of the Maine Space Complex, what it is and what it is not. This is not an effort to site a location but to provide information. Board members are welcome to participate in the outreach effort as advocates of the Maine Space Complex. See Exhibit K for a condensed version of the plan for Washington County.

[Exhibit K - Washington County Outreach Plan Condensed.pdf](#)

D. Board Tour of Maine's New Space Economy Assets (5 min)

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The Support Team, with the advice and consent of the Executive Committee, will organize a Board tour of assets Maine that are relevant to the new space economy. This tour would include at minimum USM, the Roux Institute, Gulf of Maine Research Institute, Brunswick landing, UMaine, Loring in Limestone, locations in Washington County and Bigelow Laboratory for Ocean Sciences. To lessen the time burden on the members, the tour could be scheduled in three phases, south, north and east, during the late summer and fall months. During the tour, the board would have an opportunity for more networking and conduct a deeper dive into the space economy and the Maine Space Complex. The EDA/MTI award would fund the tour. Once organized, the tour's plan will be distributed to the Board.

E. NASA Administrator Bill Nelson and Senator King's Visit to Brunswick Landing (5 min)

The visit is scheduled for Wednesday, June 28, 2023 from 12:20 pm to 2 pm. Visit itinerary will be posted here when available

F. Schedule of Future Board Meetings (6 min)

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The Bylaws give the board description on the number of meetings per year as long as one of them is the annual meeting. The board needs to decide the frequency of meetings especially during its startup phase when the Board needs to be brought up to speed on the new space economy, the Maine Space Complex and other matters as quickly as possible.

/III. Adjourn (1 min)

Supplemental Meeting Material

 [Map of TechPlace](#)

 [Maine Space Corporation Infographic.pdf](#)

Maine Space Corporation

June 27th Board Meeting

Resolutions 23-001 to 23-008

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

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

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.

RESOLUTION 23-004: (a) That the Corporation's principal office location shall be at TechPlace, Room 102, Brunswick Landing, Brunswick, Maine 04001; (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.

RESOLUTION 23-005: 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.

RESOLUTION 23-006: (a) 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; and (b) that any and all acts of the officers of the Corporation, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as acts in the name and on behalf of the Corporation.

RESOLUTION 23-007: That Board of Directors' advisory role to the EDA/MTI-funded project is hereby approved.

RESOLUTION 23-008: That, subject to the advice and consent of the Executive Committee, the Corporation's preparation and submission of a Strategy Development proposal to EDA's Techs Hub Program is hereby approved.

EXHIBIT A

BYLAWS OF MAINE SPACE CORPORATION

ARTICLE I DEFINITIONS

When used in these Bylaws, the terms defined below shall have the meanings specified:

The “Board” shall mean the Board of Directors of the Corporation.

The “Corporation” shall mean the Maine Space Corporation, a body corporate and politic established pursuant to the Act (as defined below).

The “Act” shall mean Chapter 393 (Maine Space Corporation) of Title 5 of the Maine Revised Statutes, as then in effect.

The “State” shall mean the State of Maine.

ARTICLE II CORPORATE OFFICES

SECTION 2.1 Principal Office. The principal office of the Corporation shall be located at such place as the Board may designate from time to time.

SECTION 2.2 Other Offices. The Corporation may have offices at such other places either within or without the State as the Board may determine or as the Corporation’s activities may require.

ARTICLE III PURPOSES

SECTION 3.1 Purposes. The Corporation is and shall at all times be organized and operated to carry out the purposes of the Act, including but not limited to establishing and promoting the Maine Space Complex and leveraging 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.

SECTION 3.2 Powers. The Corporation shall have all powers, rights, privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by the Act, provided that no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes).

SECTION 3.3 Distribution on Termination. Upon the termination of the Corporation or its activities in accordance with Section 13210 of the Act, no member, director, or officer of the Corporation, or any

private individual, shall be entitled to share in the distribution of any of the corporate assets, and the assets of the Corporation remaining after the payment of all its liabilities shall be distributed in the manner prescribed by law or, if none, exclusively to one or more organizations of similar purposes.

SECTION 3.4 Limitations. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted by the Act. These Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

ARTICLE IV

MEMBERSHIP

SECTION 4.1 Members; Qualifications and Admission of Members. The Corporation shall have one class of members, designated “Members.” Members shall consist of private individuals, partnerships, small and large businesses, federal, state, and local government 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 who, following submission of a written application as may be promulgated by the Board, shall have paid such membership fees, dues, and assessments and met such other qualifications as the Board may from time to time determine.

SECTION 4.2 Powers. Members shall not be entitled to vote and shall have no authority to manage or direct the affairs and activities of the Corporation.

SECTION 4.3 Removal. The Board may remove any Member, with or without cause, by the affirmative vote of a majority of the directors then in office.

SECTION 4.4 Meetings; Notice. Meetings of the Members may be held at such places, dates, and hours as the Board may determine. Notice of the place, date, and hour of each meeting shall be sent (a), by mail or e-mail, to each Member at the address as it appears on the records of the Corporation for that Member, at least ten (10) calendar days before the meeting (exclusive of the day of mailing or posting and of the day for which notice is given), and, (b) to the extent required by law, including without limitation the Maine Freedom of Access Act, 1 M.R.S.A. §§ 400 et seq. (the “Maine FOAA”), to the public in accordance with such applicable law. Except as otherwise expressly required by the Act, these Bylaws, or applicable law, notices of meetings need not describe the purposes of, or business to be transacted at, the meeting. Notice of adjournment of any meeting for less than thirty (30) days need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

SECTION 4.5 Telephonic Meetings. The Corporation may adopt a Remote Participation Policy to set forth the conditions for any remote participation at meetings of the Members. Subject to applicable law, including without limitation the Maine FOAA, if applicable, and the Corporation’s Remote Participation Policy, if any, as the same may be amended from time to time, Members may participate in a meeting of Members by means of a conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

THE BOARD

SECTION 5.1 General Powers. The Board shall have full authority to manage and direct the affairs and activities of the Corporation and may exercise all powers of the Corporation and do all lawful acts and

things necessary or appropriate to carry out the purposes of the Corporation. In their discretion, the directors may designate officers or, through employment relationships or contractual arrangements with outside service providers, other parties who shall be responsible for the day-to-day activities of the Corporation, including oversight of all employees, administration of the Board-approved budget, and the use of facilities and resources of the Corporation.

SECTION 5.2 Number. The number of directors constituting the Board shall be seventeen (17), of whom six (6) are ex officio directors as specified in Section 5.3(a), and eleven (11) are individuals with such qualifications specified in Section 5.3(b) and appointed pursuant to Section 5.4.

SECTION 5.3 Qualifications.

- (a) Ex Officio Directors:
 - (i) The Commissioner of Economic and Community Development or the commissioner's designee;
 - (ii) The President of the Maine Technology Institute or the president's designee;
 - (iii) The Chancellor of the University of Maine System or the chancellor's designee;
 - (iv) The President of the Maine Community College System or the president's designee;
 - (v) The executive director of the Midcoast Regional Redevelopment Authority or the executive director's designee; and
 - (vi) The executive director of the Loring Development Authority of Maine or the executive director's designee.

(b) Directors who are not ex officio directors (the “Appointed Directors”) shall be individuals or representatives of organizations that are in a position to advance the purposes of the Corporation and are able to have a significant impact on improving the State’s space economy infrastructure, and must include:

- (i) A representative of a business in the State with fewer than 25 employees that is involved in the aerospace industry;
- (ii) A representative of a business in the State with 25 or more employees that is involved in the aerospace industry;
- (iii) A resident of Aroostook County or Piscataquis County;
- (iv) A resident of Cumberland County, York County, or Androscoggin County;
- (v) A resident of Washington County, Hancock County, or Penobscot County;
- (vi) A resident of Waldo County, Knox County, Lincoln County, Sagadahoc County, or Kennebec County;
- (vii) A resident of Somerset County, Franklin County, or Oxford County;

(viii) A representative of a nonprofit research organization in the State that uses satellite-based data;

(ix) A representative of an elementary or secondary school in the State;

(x) A representative of a business that is involved in innovation and research and development in satellite development and manufacturing, data and analytics or launch services; and

(xi) A representative of business investors.

SECTION 5.4 Appointment and Term. Each Appointed Director shall be appointed by the Governor of the State and shall be confirmed by the State Senate. In order to create staggered terms of Appointed Directors as contemplated by the Act, the Governor of the State shall appoint four (4) Appointed Directors to an initial term of one (1) year, four (4) Appointed Directors to an initial term of two (2) years, and three (3) Appointed Directors to an initial term of three (3) years. Following the initial terms, the Appointed Directors shall serve staggered terms, and each Appointed Director (after the initial terms described in the preceding sentence, and unless appointed to fill a vacancy pursuant to Section 5.5 below) shall serve for a term of three (3) years. Each Appointed Director shall hold office until the expiration of the term for which such Appointed Director is appointed and until such Appointed Director's successor has been appointed and confirmed, or until such Appointed Director's earlier resignation, removal from office, death, or incapacity.

SECTION 5.5 Vacancies. Vacancies in the Board, including those created by an increase in the number of directors or by removal, shall be filled in the manner prescribed in the Act. Any Appointed Director appointed to fill any vacancy shall be appointed for the unexpired term of his or her predecessor.

SECTION 5.6 Removal. A director may only be removed in accordance with the Act.

SECTION 5.7 Resignation. Any director may resign at any time by giving written notice to the Chairperson or Secretary of the Corporation. The Corporation shall deliver a copy of any such notice to the office of the Governor of the State. Such resignation shall take effect on the date of receipt or at any later time specified therein.

SECTION 5.8 Meetings and Notice. Regular meetings of the Board shall be held at such place, date, and hour as the Board may determine. An annual meeting of directors shall be held each year at such place, date, and hour as the Board may determine. Special meetings of the Board may be called by the Chairperson or by any two (2) directors. Notice of the place, date, and hour of each meeting shall be (a) mailed to each director, addressed to his or her residence or usual place of business, at least five (5) business days before the meeting (exclusive of the day of mailing and the day for which notice is given) or shall have been sent to him or her by e-mail, or received by him or her in person or by telephone or fax, at least twenty-four (24) hours before the meeting, and (b) to the extent required by law, including without limitation the Maine FOAA, sent to the public in accordance with such applicable law. Except as otherwise expressly required by the Act, these Bylaws, or applicable law, notices of meetings need not describe the purposes of or business to be transacted at the meeting. Notice of any meeting of the Board need not be given to any director who is present at such meeting or who signs a written waiver of notice, either before or after the meeting. Notice of adjournment of any meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

SECTION 5.9 Quorum; Voting. At each meeting of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business. Each director shall have one vote. Except as

otherwise provided by the Act or these Bylaws, the vote of a majority of the directors present shall constitute the act of the Board.

SECTION 5.10 Committees. The Board may designate such committees as the Board deems necessary, which committees shall only consist of directors. The Board may delegate to any such committees all or any portion of the authority of the Board, except authority to amend these Bylaws or approve a sale or other disposition of all or substantially all of the property and assets of the Corporation other than in the usual course of its business. The Board shall have the following committees:

(a) Executive Committee. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Treasurer, Secretary, and immediate past Chairperson (if any). In the event that the immediate past Chairperson is no longer a director, an additional director shall be appointed by the Board to serve on the Executive Committee. The primary function of the Executive Committee is to exercise the power to transact all regular business of the Corporation during the period between meetings of the Board, subject to any prior limitations imposed by the Board. The Executive Committee shall: (i) report all matters of major importance to the Board at its next regularly scheduled meeting; (ii) oversee the review of the Corporation's governing documents; (iii) oversee the Corporation's activities with respect to its regulatory compliance activities; and (iv) complete such other responsibilities as may be delegated by the Board. The Executive Committee shall also oversee matters related to (without limitation) government relations, personnel, legal, corporate policies, and marketing and public relations.

(b) Finance and Operations Committee. 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.

(c) Maine Space Complex Committee. The Maine Space Complex Committee shall consist of three (3) to five (5) directors 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.

(d) Workforce Development Committee. The Workforce Development Committee shall consist of three (3) to five (5) directors 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.

(e) Nominating Committee. The Nominating Committee shall consist of three (3) to five (5) directors and shall be responsible for recommending to the Board eligible candidates consistent with the Act for appointment or re-appointment as Appointed Directors. Upon approval by the Board of the eligible candidates, the Executive Director shall provide the Governor of the State with a list of the eligible candidates, their qualifications, and reasons for their selection. The Nominating Committee shall be responsible for nominating eligible candidates for election or re-election as officers of the Corporation and shall propose slates of nominees to be submitted to the Board at its annual meetings or any other meetings at which officers are to be elected.

SECTION 5.11 Directors' Compensation. The directors shall not receive any stated salary for their services as such; provided, however, that, by resolution of the Board, the directors may be reimbursed for expenses incurred in the performance of their duties and the expenses of attendance, if any, at each regular or special meeting of the Board, and that, except as otherwise provided by law and these Bylaws, no director shall be precluded from serving the Corporation in any other capacity and receiving compensation for such service.

SECTION 5.12 Telephonic Meetings. The Corporation may adopt a Remote Participation Policy to set forth the conditions for any remote participation at meetings of the Board. Subject to applicable law, including without limitation the Maine FOAA, if applicable, and the Corporation's Remote Participation Policy, if any, as the same may be amended from time to time, Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 5.13 Consent of Directors. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if written consents, setting forth the action taken, are signed (at any time before or after the intended effective date of such action) by all members of the Board or committee, as the case may be. Such consents shall be filed with the Secretary as part of the corporate records. For purposes of this section, an e-mail message sent by an individual director in a manner evidencing an intention to consent to a given action may be deemed the signed written consent of that director whenever authorized by the Chairperson or the Board.

SECTION 5.14 Confidentiality. Directors shall maintain as confidential information relating to the Corporation received in the course of their service as directors, except to the extent that such information (a) is already known to the receiving director at the time of receipt; (b) is or becomes generally available to the public through no fault of the director receiving such information; or (c) lawfully comes into the possession of the receiving director from an independent source who obtained it without any obligation of confidentiality to the other party or to others. Directors may not disclose, or cause their representatives to disclose, any such information without obtaining the prior approval of the Board; provided, however, that such information may be disclosed if and to the extent that the party receiving the information is compelled by subpoena or other legal process to disclose it, or if it shall be necessary for purposes of complying with any applicable law or regulation.

ARTICLE VI

OFFICERS; AGENTS

SECTION 6.1 Officers. The principal officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and such other officers as may from time to time be deemed

necessary by the Board. Any two or more offices may be held by the same person, provided that the Corporation shall have at least two individuals as officers. All officers may, but need not be, members of the Board.

SECTION 6.2 Election. The Chairperson, Vice Chairperson, Treasurer, and Secretary shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the directors then in office. Other officers, if any, may be elected by the Board or appointed by the Chairperson at any time.

SECTION 6.3 Term of Office; Removal. Officers shall hold office until the next annual meeting of the Board and until their successors are chosen and have qualified, or until their earlier resignation or removal from office. Except as hereinafter provided, officers may serve for an unlimited number of one (1)-year terms. All officers serve at the pleasure of the Board and may be removed at any time by the Board, with or without cause. Any officers appointed by the Chairperson also may be removed by the Chairperson at any time, with or without cause. Removal from office, however effected, shall not prejudice the contract rights, if any, of the officer removed, nor shall election or appointment of an officer of itself create contract rights.

SECTION 6.4 Resignations. Any officer may resign by giving written notice to the Chairperson or Secretary. Unless otherwise specified therein, a resignation shall take effect upon receipt of such notice, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.5 Vacancies. A vacancy in any office, however occurring, shall be filled in the manner prescribed by these Bylaws for regular election or appointment to such office.

SECTION 6.6 Powers and Duties. Except as hereinafter provided and subject to the control of the Board, each officer shall have such powers and duties as are customarily incident to his or her office or as the Board may otherwise prescribe.

(a) Chairperson. The Chairperson shall preside at all meetings of the Board, may cast a vote on all questions, and shall have such other powers and duties as may be determined by the Act, these Bylaws, or the Board. In the absence of the Chairperson at a meeting of the Board, the Vice-Chairperson shall preside; or in the absence of both the Chairperson and Vice-Chairperson, the quorum may appoint a director to act as chair for the meeting. The Chairperson shall have authority to institute or defend legal proceedings whenever the directors are deadlocked. At any time when there is not an Executive Director employed by the Corporation (as contemplated by Section 6.7) the Chairperson shall be the chief executive officer of the Corporation and shall have such duties that are normally associated with such office including without limitation those set forth in Section 6.7.

(b) Vice-Chairperson. The Vice-Chairperson shall have such powers and duties as may be assigned by the Board or as are incident to the office. In the absence or inability or refusal to act of the Chairperson, the Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson.

(c) Treasurer. The Treasurer shall have charge of, and be responsible for, all funds and securities of the Corporation, shall maintain full and accurate accounts of the Corporation's disbursements and receipts, shall report to the Board from time to time on the financial condition of the Corporation and shall otherwise exercise the powers and perform the duties incident to the office of Treasurer. The Treasurer may certify or attest documents executed on behalf of the Corporation.

(d) Secretary. The Secretary shall attend all meetings of the Board and record, or cause to be recorded, their proceedings. He or she shall place such records, after approval by the Board, in the books

to be kept for that purpose. The Secretary may give, or cause to be given, notice of all meetings of the Board. The Secretary shall keep records of all meetings of the Board and committees thereof. The Secretary may certify all votes, resolutions, and actions of the Board and committees of the Board, and may attest all documents executed on behalf of the Corporation. In the absence of the Secretary, the Chairperson shall designate another person to record proceedings.

(e) Other Officers. Any other officers as may from time to time be appointed by the Board or the Chairperson shall perform such duties as may be assigned to them by the Board or the Chairperson.

SECTION 6.7 Executive Director. Consistent with Section 5.1 above, the Board may retain the services of an Executive Director of the Corporation, who shall be an employee of the Corporation and who shall report directly to the Board. Subject to the general oversight responsibility of the Board, the Executive Director, if any, shall be, in place of the Chairperson, the chief executive officer of the Corporation and shall:

(a) be responsible for the implementation of the policies of the Corporation, management of the business affairs of the Corporation, and oversight of all the day-to-day activities of the Corporation;

(b) prepare the Corporation's yearly budget for the Board's review and approval;

(c) have full authority, without limitation, to appoint and remove agents and employees and to prescribe their powers and duties;

(d) sign, singly or with any other officer of the Corporation thereunto authorized by these Bylaws or by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed;

(e) from time to time, and whenever requested, report to the Board all matters which the interest of the Corporation may require to be brought to its notice; and

(f) perform whatever other duties the Board may from time to time prescribe.

SECTION 6.8 Compensation. The Board or a duly authorized committee thereof may fix the compensation, if any, of the Executive Director. The compensation of all employees of the Corporation shall be fixed by the Executive Director, if any, or the Chairperson, subject to the Board's power to approve the annual budget.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

SECTION 7.1 Maine Tort Claims Act. Pursuant to Section 13203 of the Act, the liability of the Corporation is governed by the Maine Tort Claims Act, 14 M.R.S.A. §§ 101 et seq.

SECTION 7.2 Mandatory Indemnification of Directors, Officers, and Employees. Except to the extent expressly prohibited by law or by these Bylaws, the Corporation shall in all cases indemnify any existing or former director, officer, or employee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer,

employee, or agent of the Corporation or is or was serving at the request of the Board as a director, officer, trustee, partner, manager, fiduciary, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, pension or other employee benefit plan, or other enterprise, or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; provided, however, that indemnification shall not be mandatory in respect of (a) any action or claim by such person against the Corporation, or against one or more directors or officers of the Corporation in their capacities as such, or (b) any action or claim by or in the right of the Corporation against such person if such action or claim was approved, prior to the filing thereof, by the affirmative vote of at least two-thirds (2/3) of the directors of the Corporation then in office.

SECTION 7.3 Permissive Indemnification. Except to the extent that indemnification is mandatory under Section 7.2 above, the Corporation may, but shall not be required to, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, trustee, employee, partner, manager, fiduciary, or agent of another corporation, partnership, limited liability company, joint venture, trust, pension or other employee benefit plan, or other enterprise, or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

SECTION 7.4 Indemnification Not Permitted. The Corporation shall not indemnify a person under this Article if he or she breached his or her duty to act in good faith and in a manner believed to be in or not opposed to the best interests of the Corporation; or, in the case of any criminal proceedings, if the person had reasonable cause to believe his or her conduct was unlawful. Likewise, the Corporation shall not indemnify a person under this Article in connection with a proceeding by or in the right of the Corporation in which that person was or is adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to that person, whether or not involving action in that person's official capacity, in which that person was adjudged liable on the basis that personal benefit was improperly received by that person.

SECTION 7.5 Advance Payment of Expenses.

(a) With respect to any claim for which indemnification is mandatory under Section 7.2 or permissible under Section 7.3 above, all expenses reasonably incurred by any existing or former director, officer, employee, or agent in connection with such claim may, in the discretion of the Board, be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding in which such claim is asserted or threatened.

(b) Notwithstanding paragraph (a) of this Section, no advance payment of expenses shall be made hereunder unless the Corporation shall be in receipt of:

(i) A written undertaking by or on behalf of the indemnified person to repay that amount if such person is finally adjudicated not to be entitled to indemnification by the Corporation; and

(ii) A written affirmation by the indemnified person that he or she (A) acted honestly

and in the reasonable belief that his or her action was in or not opposed to the best interests of the Corporation and (B) with respect to any criminal action or proceeding, that he or she did not have reasonable cause to believe that his or her conduct was unlawful.

The undertaking required by clause (i) of this paragraph (b) shall be an unlimited general obligation of the person seeking the advance, but (except to the extent otherwise provided by the Board pursuant to paragraph (b) of this Section) shall not be secured and shall be accepted without reference to financial ability to make the repayment.

SECTION 7.6 Nonexclusive Remedy; Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, vote of directors, or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

SECTION 7.7 Insurance. The Corporation may purchase and maintain insurance on behalf of itself and any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, partner, manager, fiduciary, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, pension or other employee benefit plan, or other enterprise, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the Act.

ARTICLE VIII

CONFLICT OR DUALITY OF INTEREST

SECTION 8.1 Conflicts of Interest Policy. The Corporation shall adopt and maintain a conflict of interest policy, a copy of which shall be provided to each director upon election to the Board and at any time that the policy is amended thereafter.

SECTION 8.2 Approval of Services from Directors. While serving on the Board, and in the absence of express Board approval, a director may not in his or her individual capacity provide services directly to or on behalf of the Corporation in exchange for value.

SECTION 8.3 Effect of Conflict. Subject to the Corporation's conflict of interest policy and the provisions of the Act, the directors of the Corporation may be interested, directly or indirectly, in any contract, transaction, or act relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter into transactions, or otherwise act for or on behalf of the Corporation in such matters; provided that (a) the direct or indirect interest of the director in the proposed contract, transaction, or act shall first be disclosed to and approved by the Board, and (b) any director directly or indirectly interested in the contract, transaction, or act shall refrain from participating in the selection, awarding, or administering of their own contract. Again subject to the Corporation's conflict of interest policy and the provisions of the Act, an interested director may be counted in determining the presence of a quorum at the meeting if the Board proceeds in authorizing, approving, or ratifying a transaction consistent with the requirements of this Article.

ARTICLE IX

CONTRACTS, BANK ACCOUNTS, ETC.

SECTION 9.1 Execution of Documents. Except as limited by law or these Bylaws, and unless otherwise expressly provided by any resolution of the Board, the Chairperson, the Treasurer, and the Executive Director, and either one of them, shall have authority to execute and deliver, in the name and on behalf of the Corporation, any contract, bill, note, check, deed, mortgage, bill of sale, or other instrument.

SECTION 9.2 Bank Accounts. Unless otherwise expressly provided by any resolution of the Board, the Chairperson, the Treasurer, or the Executive Director acting singly, may open, close, and maintain deposit, checking, money market, and similar accounts with banks, trust companies, and other depositories in the name of the Corporation and may purchase and sell certificates of deposit and similar instruments on behalf of the Corporation. The Board may make such special rules and regulations with respect to such activities as it deems expedient.

SECTION 9.3 Authority to Vote Shares. Unless otherwise provided by resolution of the Board, the Chairperson, Treasurer, and Secretary (in that order) shall have authority to vote (either in person or by proxy) any shares of other corporations standing in the name of the Corporation.

ARTICLE X

GENERAL PROVISIONS

SECTION 10.1 Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year, except as otherwise fixed by resolution of the Board.

SECTION 10.2 Corporate Seal. The Corporation may have a seal in such form as the Board may approve. Whenever it is inconvenient to use the corporate seal, a facsimile thereof may be used. Any officer of the Corporation shall have authority to affix the corporate seal, and it may be attested by his or her signature.

SECTION 10.3 Facsimile, Conformed, or Electronic Signatures. Facsimile, conformed, or electronic signatures of any officer of the Corporation may be used whenever authorized by the Board or the Chairperson. The Corporation may rely upon the facsimile, conformed, or electronic signature of any person if delivered by or on behalf of such person in a manner evidencing an intention to permit such reliance. A document delivered by e-mail, fax, or other means of electronic transmission shall be deemed, upon receipt by the Corporation, in legible form, to constitute a writing even if not reproduced in paper form. Any such electronic transmission sent by a director in a manner evidencing an intention to consent to a given action shall be deemed to be signed if such transmission sets forth, or is delivered with, information by which the Corporation can in good faith determine that the transmission is sent by such person or by an agent authorized to deliver such consent for such person.

SECTION 10.4 Amendment of Bylaws. Except as the Act otherwise provides, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the directors then in office. For any meeting at which Bylaws are to be adopted, amended, or repealed, specific notice of such proposed action shall be given, either setting out the text of the proposed adoption, amendment, repeal, or restatement, or summarizing the changes to be effected by such action.

SECTION 10.5 Interpretation. Headings and captions used herein are inserted for convenience only and shall not be used to construe the scope or content of any provision. Whenever used herein, the masculine gender shall include the feminine and neuter genders, as the context requires. In the case of any ambiguity or other question concerning interpretation of these Bylaws, the good faith interpretation of the Board, acting by the affirmative vote of a majority of the directors then in office, shall be binding on the Corporation for all purposes.

Adopted by the Maine Space Corporation on [date].

[name], Chairperson of the Board
Maine Space Corporation

EXHIBIT B

Maine Space Corporation

Committees of the Board

In the table below, please enter 1 for your primary preference and 2 for your secondary preference for serving on the Finance, Workforce Development, Maine Space Complex, and 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 below.

	Finance	Workforce Development	Maine Space Complex	Nominating
Ali Abedi				
Debbie Bronk				
Sascha Deri				
Carl Flora				
Daniel Greisen				
Bobbie Lamont				
Jack Lesko				
Phillip Rench				
Charles Rudelitch				
Kristin Sims				
Janet Sortor				
Ben Sturtevant				
Brian Whitney				

Finance Committee. The Finance Committee shall consist of the Board's Treasurer, as Chair, and two other directors and is responsible for overseeing the financial operations of the corporation, including, but not limited to, the development, review, and recommendations about financial statements, budgets, grants, and independent financial audits. The Finance Committee is also responsible for developing, reviewing, and recommending personnel policies, work rules, employee handbook, employee benefit plans, and any other administrative policies, procedures, or guidelines.

Maine Space Complex Committee. The Maine Space Complex Committee shall consist of five directors 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 of Directors for approval all building and land leases and ownership and shall be responsible for managing the operations of such buildings and land leases. In addition, its responsibilities shall include, but not be limited to, providing strategies,

EXHIBIT B

analyses, and recommendations to assist the corporation on issues relating to property transfers, property division, maintenance and security, and utilities at corporation's owned properties.

Workforce Development Committee. The Committee shall consist of five directors and shall work closely with the University of Maine System, the Community College System, the Career and Technical Education schools, the K-12 system, other organizations and businesses and business associations in Maine 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.

Nominating Committee. The Nominating Committee shall consist of three directors and shall be responsible for recommending to the Board of Directors eligible candidates consistent with 5 MRSA §13203-4 for election or re-election as non-ex officio Directors. Upon approval of the eligible candidates, the Executive Director shall provide the Governor's Office with a list of the eligible candidates, their qualifications, and reasons for their selection. The Nominating Committee shall be responsible for nominating eligible candidates for election or re-election as officers and shall propose slates of nominees to be submitted to the Board at its annual meetings or any other meetings at which officers are to be elected. The Nominating Committee shall strive to recommend a well-balanced slate of nominees for officers and board members representing such factors as education, not-for-profit, for-profit, and state government communities, women, underrepresentation populations, and geographical consideration.

EXHIBIT C

Background Information for Resolution 23-004

A. STARTUP FINANCIAL SUPPORT FOR THE CORPORATION

The bill creating the Corporation intentionally did not include a fiscal note to expedite the passage of the bill. Having a fiscal note would have likely delayed passage or would have led the bill to fail. During the public hearing and work sessions on the bill, the Joint Standing Committee on Innovation, Development, Economic Advancement and Business (IDEAB) Committee was informed of the following:

- The corporation would seek available federal funding to support operations and infrastructure of the Maine Space Complex's business units.
- The legislation includes bond issuance authority for the corporation to exercise, at the appropriate time, for infrastructure building purposes, thereby minimizing the need to be included in state bond requests.
- Although initial appropriations were not requested, this does not preclude the Board, at some point in time, near or far, from requesting appropriations for operations or to be included in a bond package.
- The MSGC would provide startup administrative and management support that includes use of MSGC personnel, Executive Director function, financial administration, access to legal counsel, office space at TechPlace in Brunswick Landing, website, fiscal agency if needed, grant writing, and existing personnel and financial resources from Economic Development Administration (EDA) and Maine Technology Institute (MTI) awards. This role would continue until the Corporation can stand on its own financial legs or terminated at some point in time at the discretion of the Board of Directors.

B. STARTUP MANAGEMENT SUPPORT FOR THE CORPORATION

The MSGC has received previous funding from the MTI to conduct a market demand study to confirm the need and use of the Maine Space Complex and follow-on awards from EDA and MTI to develop the strategic plan for the complex. The plan was submitted to the Governor and Legislature in February 2022 and led directly to introducing the bill to establish the corporation which became law in April 2022.

To maintain momentum in Maine for engaging in the new space economy until the Corporation was established in law and the Board of Directors was confirmed, the MSGC submitted applications in February 2022 to EDA and MTI to achieve three objectives over a 2-year period (Statement of Work included at end of this document):

1. Develop a workforce development plan for the space and advanced materials industries.
2. Recruit businesses to Maine that are interested in the Complex.
3. Conduct outreach to Aroostook and Washington Counties.

These applications were successful. The project's period of performance is from July 26, 2022, to July 25, 2024.

The team of consultants funded by these awards to work on the tasks associated with the three objectives are also intended to be the temporary support team for the corporation. Members of this team are included in the People page in the Corporation's Boardspot profile. Funding from these awards also includes support for travel reimbursements for board members and touring of facilities in Maine and elsewhere.

Exhibit D

MAINE SPACE CORPORATION CONFLICTS OF INTEREST POLICY

A. Article I

Purpose

The purpose of this Conflicts of Interest Policy (the “Policy”) is to protect the interests of Maine Space Corporation (the “Corporation”) when entering into a financial transaction or business arrangement that might result in an excess benefit involving an individual associated with the Corporation. The Policy and its requirements apply to any individual or entity who is defined below as an Interested Person and is in a position to exercise substantial influence over the Corporation; *i.e.*, a disqualified person. Examples of such individuals include officers, directors, and key employees.¹ The Policy supplements Maine law governing conflicts of interest applicable to the Corporation. All directors, officers, and key employees of the Corporation will be advised as to the requirements of the Policy.

B. Article II

Definitions

1. **Interested Person:** Any member of the Board of Directors (the “Board”), member of a committee with Board-delegated powers, principal officer, or key employee who has a direct or indirect Financial Interest, as defined below, may be deemed to be an Interested Person. Moreover, if a person is “interested” with respect to any entity of which the Corporation is a part, he or she is an Interested Person with respect to all affiliates of the Corporation.
2. **Financial Interest:** A person has a Financial Interest if the person has, directly or indirectly, through business, investment, trust, or a family member,² any one of the following:
 - a. An ownership or investment interest in (i) any entity with which the Corporation has a financial transaction or business arrangement, or (ii) any property with which the Corporation intends to include in its activities;

¹ A key employee is an employee of the Corporation who (i) receives reportable compensation from the Corporation and all related organizations in excess of \$150,000; (ii) has responsibilities, powers, or influence over the Corporation that is similar to an officer or director; (iii) manages a discrete segment or activity of the Corporation that represents 10% or more of its activities, assets, income, or expenses; or (iv) has or shares authority to control or determine 10% or more of the Corporation’s capital expenditures, operating budget, or compensation for employees.

² A family member includes an individual’s spouse, ancestors, brothers, and sisters (whole or half-blood), children (natural or adopted), grandchildren, great grandchildren, and spouses of brothers, sisters, children, grandchildren, and great grandchildren.

- b. An existing compensation³ arrangement with the Corporation or with any entity or individual with which the Corporation has a financial transaction or business arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a financial transaction or business arrangement.
3. **Conflict of Interest:**⁴ A Conflict of Interest exists when an Interested Person either directly participates in or tries to influence the Corporation's decision-making process as to whether the Corporation may enter into a financial transaction or business arrangement involving the Interested Person. An Interested Person is any person who, during the last five-year period, is or was in a position to exercise substantial influence over the Corporation's decision.

C. Article III

Duties

1. **Duty to Disclose a Conflict of Interest:** In connection with any actual or possible Conflicts of Interest, an Interested Person must disclose to the Board the existence of his or her Financial Interest. In addition, the Interested Person must be given the opportunity to disclose all material facts to the Board, taking into consideration the proposed transaction or arrangement.
2. **Duty of Confidentiality:** Pursuant to the Bylaws of the Corporation (as applicable) and this Policy, all directors, officers, and employees of the Corporation recognize that there is a duty of confidentiality to the Corporation, and no such director, officer, or employee will make a disclosure of any confidential information for the purpose of personal gain. Confidential information includes, but is not limited to, business plans and proposals, strategic plans, personnel data and evaluations, financial statements, the proceedings of the Board and/or any committee of the Board, Corporation attorney-client communications and attorney work product, and vendor and supplier information.

D. Article IV

1. **Determining Whether a Conflict of Interest Exists:** After an Interested Person discloses a Financial Interest and all material facts, and after any

³ Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

⁴ The mere fact that an individual is an Interested Person and has a Financial Interest does not automatically create a Conflict of Interest. Under Article II, Section 2, an individual who has a Financial Interest will only have a Conflict of Interest if the Board or an appropriate committee with Board-delegated powers decides, pursuant to this Policy, that a Conflict of Interest exists.

necessary follow-up discussion with the Board, the Interested Person shall leave the Board or committee meeting while a determination is made as to whether a Conflict of Interest exists and a vote of the Board taken and recorded. A majority vote by the remaining Directors or committee members will control.

2. **Procedure for Determining and Addressing a Conflict of Interest:** If it is determined that a Conflict of Interest exists, the following procedure applies:
 - a. At the discretion of the Board or the appropriate committee, an Interested Person may make a presentation to the Board or at the appropriate committee meeting, but after such presentation, he or she shall leave the meeting during the discussion and voting on the transaction or arrangement that created the Conflict of Interest.
 - b. If appropriate, the chairperson of the Board or committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or committee shall also determine whether the Corporation can, with reasonable efforts, obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
 - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit. The transaction must be fair and reasonable to the Corporation and the decision as to whether to enter into the transaction or arrangement in conformity with such a determination.

3. **Violations of the Policy:**
 - a. If the Board or committee has reasonable cause to believe that an individual has failed to disclose an actual or possible Conflict of Interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the individual's response and conducting such further investigation as may be warranted in the circumstances, the Board or committee determines that the individual has, in fact, failed to disclose an actual or possible Conflict of Interest, it may take appropriate disciplinary and corrective action.

E. Article V

Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain the following:

1. The names of the persons who disclosed or were otherwise determined by the Board or the committee to have a Financial Interest;
2. The nature of the Financial Interest;
3. Any action taken to determine whether a Conflict of Interest was present; and
4. The decision of the Board or committee as to whether a Conflict of Interest in fact existed and such action, if any, taken in response to such decision.

The names of the directors or committee members who were present for the discussion and vote relating to the transaction or arrangement, a brief summary of the discussion (including alternatives to the proposed transaction or arrangement), and a record of any votes taken in connection therewith shall be maintained.

F. Article VI

Compensation

1. In general, individuals who are employees of the Corporation shall not be voting members of the Board. In those instances, however, where an individual is both a member of the Board and an employee, as a voting member of the Board who receives compensation from the Corporation either directly or indirectly, he or she is precluded from voting on matters pertaining to his or her compensation.
2. In general, individuals who are employees of the Corporation shall not be voting members of Board committees. In those instances, however, where an individual is both a committee member and an employee, as a voting member of the committee who receives compensation from the Corporation either directly or indirectly, he or she is precluded from voting on matters pertaining to his or her compensation.
3. No member of the Board is prohibited from providing information regarding compensation to any committee.

G. Article VII

Annual Statements

Each director, member of a committee with Board-delegated powers, principal officer, or key employee shall annually sign a statement which affirms that such person:

1. Has received a copy of the Policy;
2. Has read and understands the Policy; and
3. Has agreed to comply with the Policy.

H. Article VIII

Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its purposes and Maine law, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining;
2. Whether business arrangements and activities conform to organizational goals, are properly recorded, reflect reasonable payments for goods and services, comply with Maine law, and further the Corporation's purposes.

I. Article IX

Use of Outside Experts

In conducting the periodic reviews provided for in Article VIII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.



EXHIBIT E

Maine Space Corporation

Code of Conduct and Ethics

Member of the Board of Directors and Professional Staff agree:

1. To fulfill the responsibilities of a board member which includes:
 - Attend all board and committee meetings and as many functions, such as special events, as possible.
 - Be informed about the organization's mission, services, policies, and programs.
 - Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials.
 - Serve on committees or task forces and offer to take on special assignments when your capacity allows.
 - Inform others about the organization. Advocate for the organization.
 - Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
 - Keep up-to-date on developments in the organization's field.
 - Follow conflict-of-interest and confidentiality policies.
 - Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.
2. To act in the best interests of and fulfill their obligations to the organization.
3. To act honestly, fairly, ethically and with integrity.
4. To conduct themselves in a professional, courteous and respectful manner.
5. To comply with all applicable laws, rules and regulations.
6. To act in good faith, responsibly, with due care, competence, and diligence, without allowing their independent judgment to be subordinated.
7. To act in a manner to enhance and maintain the reputation of the organization.
8. To disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter, in which the director has or may have a conflict of interest.
9. To make available to and share with directors any information that may be appropriate to ensure proper conduct and sound operation of the organization's governance and management.
10. To respect the confidentiality of information relating to the affairs of the organization acquired in the course of service, except when authorized or legally required to disclose such information.
11. To not use information acquired in the course of service for personal advantage.
12. To not violate any federal, state, or local laws governing the organization and to understand and adhere with all governing documents applicable to the organization.

In general, the use of good judgment based on high ethical principles will guide directors, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of the Corporation. Employees should contact their immediate supervisor and, if necessary, the director of human resources. Board members should raise any such concerns with the chair or the treasurer of the Corporation's board. In all questions involving ethics and conduct, the board will make relevant determinations by majority vote, except that any individual whose conduct is at issue will not participate in such decisions.



EXHIBIT F

Maine Space Corporation

Conflict of Interest Disclosure Statement

As a member of the Board of Directors, member of a committee with Board-delegated powers, principal officer, or key employee of Maine Space Corporation (the “Corporation”), I affirm that:

- I have received a copy of the Corporation’s Conflicts of Interest Policy;
- I have read and I understand the Policy;
- I agree to comply with the Policy;
- The disclosures made by me in this Disclosure Statement are true and complete to the best of my knowledge and belief; and
- I agree to report promptly to the Chairperson of the Corporation, or to his or her designee, any situation or transaction that I am, or that I become, involved in or aware of that may (a) constitute an actual or possible conflict of interest, or (b) violate the Policy, including without limitation the provisions regarding confidential information.

My business affiliations, including employment and memberships on any boards of directors of for-profit and nonprofit organizations, are as follows:

- 1.
- 2.
- 3.

To the best of my knowledge, neither I nor any of my family members, directly or indirectly (through a business, trust, or other entity), has sought or is seeking to enter into any financial transaction or business arrangement with the Corporation or an affiliated entity that could present a conflict of interest, except as noted below:

- 1.
- 2.
- 3.

Current financial transactions or business arrangements that I or a family member, directly or indirectly, have with the Corporation are as follows:

- 1.
- 2.
- 3.

I agree to update this form as appropriate.

Signature

Name Printed

Date

EXHIBIT G

Statement of Work

Goal Statement #1: To secure new business opportunities for industries in the new Space Economy and the proposed Maine Space Complex

Objective #1: Develop a New Space Workforce Development Strategy to Ensure Availability of a Skilled Workforce for the Proposed Maine Space Complex.

As a complement to the deliverables in our current planning effort, we will identify the skills and capabilities needed to support the quickly evolving New Space value chain and address the workforce training gaps between the baseline and what is needed to achieve the goals and targets established in the strategic plan. Emphasis will be given to industry supply chains that are directly involved in the space economy and those that are not but have horizontal and vertical capabilities to participate in the new space value chain. The latter include but are not limited to advanced materials, artificial intelligence, renewable fuels, cybersecurity, logistics, energy, environment, agriculture, and marine. We will also assess the intersect between the industries in the new space value chain.

Task 1: Create industry outlook and roadmap including trends, new technology and solutions, new markets, and growth opportunities within the new space industry and advanced materials industry.

Task 2: Identify space/advanced materials related R&D within academia in Maine and regionally to understand how it aligns to future space and advanced materials industry development.

Task 3: Down select and prioritize growth opportunities for Maine space and advanced materials industry with consideration given to preexisting skills/capabilities and knowledge clusters in academia within Maine and New England region.

Task 4: Review the supply chain database supplied by the Maine Composites Alliance (MCA) through interview process to better narrow supply chain (and identify adjacent capabilities) and clarify capabilities, markets served and future growth opportunities sought/available.

Task 5: Assess the workforce needs of the space and advanced materials industry in Maine (and regionally) as it evolves over the next ten years and beyond.

Task 6: Review capabilities and assets identified in the Aerospace Industry Assessment deliverable (current scope of work) and current education pipeline in place to meet workforce needs and perform gap analysis.

Task 7: Develop a plan to address workforce shortages and training gaps to prepare a workforce aligned to industry growth.

Deliverable: An industry roadmap that provides clarity on the capabilities Maine industries currently offer, identifies new markets Maine advanced materials companies can pursue, an overview of key gaps in the current workforce and the development of innovative strategies and

programs to build, buy, borrow, and apply those capabilities with a focus on the “worker in the center.”

Objective #2: Create and Implement a Business Development Strategy to Recruit Businesses to the Proposed Spaceport Maine.

The purpose of the strategy is to increase awareness of the Maine Space Complex within the business community to gain interest and buy-in amongst the regional, national, and global space actors and identify anchor tenancy for the spaceport. This will create opportunity to use the findings of the strategic plan to lay out the vision and mission of the spaceport and articulate more widely its competitive advantage to secure private sector Investments as described in the strategic planning effort.

Task 1: Develop and implement a targeted business attraction outreach effort, to include, but not be limited to guiding the development of developing appropriate marketing collateral, website, e-newsletters and social media platforms.

Task 2: Develop a business prospect management protocol, including the coordination of State and local assistance programs.

Task 3: Build support and interest in the proposed spaceport by engaging in industry events across the US and internationally.

Task 4: Manage business prospects to secure their commitments as anchor tenants and participants in the value chain for the proposed Maine Space Complex.

Deliverables: A business Development Strategy for the proposed Maine Space Complex, and secure multiple anchor and support tenants.

Goal Statement #2: To continue engagement with communities and stakeholders in conversation regarding the proposed Maine Space Complex to ensure that the value proposition is clear and moving toward adoption.

Objective 3#: Develop and Implement an Engagement Strategy to Reinforce the Brand and Benefits of the proposed Maine Space Complex relative to other interests.

The current planning effort confirmed Washington County as a preferred area for vertical launch sites. To secure launch site opportunities in this County, we need to properly engage community members in a manner that will reinforce the brand and benefits of the proposed Maine Space Complex relative to other interest. The outcome of this effort is that communities will aspire to want launch sites in and around their communities. Achieving this outcome requires an active presence of the proposed Maine Space Complex in community and other stakeholder events in the County. Without an active presence, our efforts and narrative on local benefits risk being misrepresented.

Task 1: Develop and disseminate communication materials to County residents and community stakeholders that properly explain the proposed Maine Space Complex and the benefits to the local communities.

Task 2: Implement a series of conversational meetings with community members and stakeholders throughout the County to ensure that the value proposition of the Maine Space Complex is clear and incorporate their feedback to ensure buy-in as we move toward adoption.

Deliverable: An Engagement Strategy that reinforces the brand and benefits of the Maine Space Complex relative to other interest, and achieves community buy-in for launch sites in Washington County.

Project Timeline

Task	Year 1				Year 2				Lead
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Responsibility
Objective #1: Develop a New Space Workforce Development Strategy to Ensure Availability of a Skilled Workforce for the Proposed Spaceport Maine.									
Task 1: Create industry outlook and roadmap including trends, new technology and solutions, new markets, and growth opportunities within the new space industry and advanced materials industry.	X	X							MSGC/ MCA
Task 2: Identify space/advanced composite materials related R&D within academia in Maine and regionally to understand how it aligns to future space and advanced materials industry development		X	X						MSGC/ MCA
Task 3: Downselect and prioritize growth opportunities for Maine space and advanced materials industry with consideration given to preexisting skills/capabilities and knowledge clusters in academia within Maine and New England region.		X	X	X					MSGC/ MCA
Task 4: Review the supply chain database supplied by MCA through interview process to better narrow supply chain (and identify adjacent capabilities) and clarify capabilities, markets served and future growth opportunities		X	X						MSGC/ MCA
Task 5: Assess the workforce needs of the space and advanced materials industry in Maine (and regionally) as it evolves over the next ten years and beyond.			X	X					MSGC
Task 6: Review capabilities and assets identified in the Aerospace Industry Assessment deliverable (current scope of work) and current education pipeline in place to meet workforce needs and perform gap analysis			X	X					MSGC/ MCA
Task 7: Develop and implement a plan to address workforce shortages and training gaps in order to prepare a workforce aligned to industry growth			X	X	X	X	X	X	MSGC/ MCA
Objective #2: Create and Implement a Business Development Strategy to Recruit Businesses to the Proposed Spaceport Maine.									
Task 1: Develop and implement a targeted business attraction outreach effort, to include, but not be limited to guiding the development of developing appropriate marketing collateral, website, e-newsletters and social media platforms.	X	X	X	X	X	X	X	X	SHL
Task 2: Develop a business prospect management protocol, including the coordination of State and local assistance programs.	X	X	X	X	X	X	X	X	SHL
Task 3: Build support and interest in the proposed spaceport by engaging in industry events across the US and internationally.	X	X	X	X	X	X	X	X	SHL
Task 4: Manage business prospects to secure their commitments as anchor tenants and participants in the value chain for the proposed Spaceport Maine.	X	X	X	X	X	X	X	X	SHL
Objective #3: Develop and Implement an Engagement Strategy to Reinforce the Brand and Benefits of the proposed Spaceport Maine relative to other interests.									
Task 1: Develop and disseminate communication materials to County residents and community stakeholders that properly explain Spaceport Maine and the benefits to the local communities.	X	X	X	X	X	X	X	X	MSGC
Task 2: Implement a series of conversational meetings with community members and stakeholders throughout the County to ensure that the value proposition of Spaceport Maine is clear and incorporate their feedback to ensure buy-in as we move toward adoption.	X	X	X	X	X	X	X	X	MSGC



TECH HUBS PROGRAM LAUNCH FACT SHEET

FUNDING OPPORTUNITIES TO EXPAND ECONOMIC OPPORTUNITY ACROSS AMERICA



“Today represents a more secure economy, jobs, and a stronger future for our nation. America is delivering.”

PRESIDENT JOSEPH R. BIDEN
ON THE PASSAGE OF
THE CHIPS AND SCIENCE ACT

As part of President Biden’s Investing in America Agenda, the Economic Development Administration (EDA) is launching a transformational new program that will continue the Biden-Harris Administration’s work to strengthen U.S. supply chains, create good-paying jobs, and expand economic opportunity across America. The Regional Technology and Innovation Hub (Tech Hubs) Program will strengthen U.S. national and economic security by developing clusters of businesses, communities, colleges and universities, and workers focused on accelerating innovation and technology deployment throughout the country.

This new Program follows EDA’s successful implementation of the [Build Back Better Regional Challenge](#) and the [Good Jobs Challenge](#), and will continue EDA’s work to invest in American workers and place-based economic development.

Through these programs and investments, we’re making sure the supply chain for America begins in America. We’re bringing manufacturing and innovation back, creating good-paying jobs—many that don’t require a four-year degree—and revitalizing communities and small businesses so that no community is left out or left behind.

The Tech Hubs Program was authorized as part of the bipartisan CHIPS and Science Act, one of the critical drivers of President Biden’s work to invest in American manufacturing. In December 2022, President Biden signed the FY 2023 Consolidated Appropriations Act into law, funding \$500 million for the Tech Hubs Program.



**Scan to learn
more about the
Tech Hubs
Program!**

UNDERSTANDING THE PROGRAM

The Tech Hubs Program seeks to strengthen U.S. economic and national security by ensuring the industries of the future—and their good jobs—start, grow, and remain in the United States. The Tech Hubs Program will make place-based investments in regions with the assets, resources, capacity, and potential to become globally competitive, within a reasonable period of time, in critical technologies and industries. EDA will run this competition with a focus on geographic diversity and equity.

Successful proposals will demonstrate a region’s capabilities in, and focus on, its primary technological strength, and its potential for Tech Hubs investments to enable the region to become the global leader in that critical technology area within a decade.

LEARN MORE AT EDA.GOV

HOW WILL APPLICANTS ENGAGE UNDERSERVED AND UNDERREPRESENTED COMMUNITIES AND POPULATIONS?

EDA's suite of programs serves the whole spectrum of U.S. economies and enables growth through both targeted, point-in-time investments that unlock immediate opportunities and strategic, long-term investments that seek to create self-sustaining regional growth.

The Tech Hubs Program aims to increase the diversity of the U.S. innovation economy. Economic research clearly shows increasing the diversity of inventors, students, researchers, funders, and founders increases the pace of innovation, which in turn supports good jobs, stronger supply chains, and new technologies, like clean technology. Throughout both phases of the Program, successful applicants will pursue specific, impactful diversity and inclusion strategies that accelerate innovation and growth and that increase the equity, accessibility, and diversity of the innovation economy, including through accessible, good jobs. EDA will also include a focus on geographic diversity, throughout the continuum of rural and urban areas.

Scan to learn more about the Tech Hubs Program!



HOW WILL FUNDING BE ALLOCATED?

The Program provides for two funding opportunities. The first phase of awards will designate promising Tech Hubs across America and provide strategy development awards to accelerate their development—applicants choose to apply for one or both of designation and a strategy development award. A second phase will provide significant strategy implementation awards to help Tech Hubs reach their full potential.

PHASE 1: Designating Tech Hubs

EDA expects to designate at least 20 Tech Hubs across the country and make a commensurate amount of strategy development awards utilizing approximately \$15 million of the \$500 million available. The Tech Hubs designation will be a widely-recognized indicator of a region's potential for rapid economic growth. The designated Tech Hubs will be invited to apply for Phase 2.

PHASE 2: Supporting Implementation

EDA expects to make at least 5 implementation awards with the remaining available funding to designated Tech Hubs. Contingent on future funding levels, EDA aims to invest in more Hubs to expand the Program's portfolio of technologies and places and may make follow-on investments in successful Hubs with opportunities for additional impact.

WHEN WILL YOU BE ABLE TO APPLY?

PHASE 1:

Early May 2023 with a 3-month application window

PHASE 2:

Announcement of designations and Phase 2 application window open by the end of Fall 2023

While EDA will consider a variety of factors, generally, successful applicants in Phase 1 will demonstrate they have resources, capability, coordination, and vision to become a Tech Hub grounded in their selected core technology area within the ten key technology focus areas set out in the Tech Hubs statute. Given the Program's goals, applicants in Phase 1 will primarily be measured on their articulation of the alignment of the region's existing assets, potential, and overall strategy with its opportunity to become the global leader in its technology area.

WHO IS ELIGIBLE TO APPLY?

For the Tech Hubs Program, only consortia are eligible, and each consortium has certain required and optional entity types.

EDA defines a Hub's geography as a Metropolitan Statistical Area (MSA) or a similar area (including Micropolitan Statistical Areas (μSAs) or tightly interconnected combinations of MSAs and/or μSAs) with a concentration of assets, capital, R&D, labor market, and infrastructure strongly relevant to the Hub's selected core technology area, the Hub's identified market opportunity, and its potential to become globally competitive in that area within a decade. Applicants should identify their chosen geography as part of their application. Consortia may include assets or members outside the chosen geography—e.g., in nonmetro rural areas or partnerships with geographically distant but tightly mission-aligned organizations—that support the consortia's strategy and benefit the Hub.

EXHIBIT I

EDA's Tech Hubs Program

The Tech Hubs Program was enacted as part of the CHIPS and Science Act of 2022 (as the Regional Technology and Innovation Hubs program). The statute authorized \$10 billion for the program over five years. As part of the FY 2023 Consolidated Appropriations Act, Congress appropriated EDA \$500 million to launch the program. The Tech Hubs Program seeks to ensure that the industries of the future—and their good jobs—start, grow, and remain in the United States. The EDA program will invest in U.S. regions that are focused on technologies within or across the following key technology focus areas:

1. Artificial intelligence, machine learning, autonomy, and related advances.
2. High performance computing, semiconductors, and advanced computer hardware and software.
3. Quantum information science and technology.
4. Robotics, automation, and advanced manufacturing.
5. Natural and anthropogenic disaster prevention or mitigation.
6. Advanced communications technology and immersive technology.
7. Biotechnology, medical technology, genomics, and synthetic biology.
8. Data storage, data management, distributed ledger technologies, and cybersecurity, including biometrics.
9. Advanced energy and industrial efficiency technologies, such as batteries and advanced nuclear technologies, including but not limited to for the purposes of electric generation.
10. Advanced materials science, including composites 2D materials, other next-generation materials, and related manufacturing technologies.

The first of two phases of the program are:

PHASE 1 (Deadline: August 15, 2023) - EDA will designate at least 20 Tech Hubs across the country and will separately award approximately \$15 million in strategy development grants to accelerate the development of future Tech Hubs. The Tech Hubs designation will be a widely recognized indicator of a region's potential for rapid technology-led economic growth. In general, Phase 1 Strategy Development grants may be awarded with a maximum 80% federal grant rate. With \$500,000 in total funding this means the federal amount is \$400,000 and the local match requirement is \$100,000. If the consortium represents all or part of a small and rural or other underserved community, the federal share may be awarded at a maximum 90% rate (e.g., \$450,000 federal share, \$50,000 local match).

The award amount notwithstanding, our EDA program officer encouraged us to submit a proposal at the \$1,000,000 level.

PHASE 2 (EDA expects to release the Phase 2 NOFO in Fall 2023.) - In Phase 2, EDA will make at least 5 implementation awards to designated EDA Tech Hubs. Only Tech Hubs that EDA designates during Phase 1 are eligible to apply for Phase 2. EDA expects to award approximately \$50-75 million (\$65 million on average) to each Phase 2 Implementation Grant awardee.

Although the deadline for the application is August 15, the EDA/MTI team strongly believes that the Corporation is ideal to be the applicant because of its new space economy coordinating role, its diverse membership, the fact that the space innovation hub business unit is the ideal project for the application, and all team members who represent various groups are committed and prepared to help the Corporation prepare and submit the application which requires a 5-page project narrative. Board members would not be requested to participate in the writing of the proposal, but they would be apprised of the progress.

EXHIBIT J

Maine Space Conference

Under the Maine Space 2030 umbrella is the [Maine Space Conference](#) which is a new concept intended to be held bi-annually to:

- Provide a forum for advancing new space industries for businesses and governmental entities within and outside of Maine that want to engage in the new space economy.
- Raise awareness of the Maine Space 2030 campaign, the Maine Space Complex, and the Maine Space Corporation.
- Demonstrate Maine's strategic location to conduct business related to the new space economy and the Maine Space Complex.
- Connect Maine's research, education, and business assets in the new space economy.
- Engage academic institutions in the northeast (national/international) region that are engaged in the new space economy.
- Establish networking and collaboration opportunities across and within research, education, government, and business sectors.

The Maine Space Conference is scheduled for **November 5-7, 2023**, at the Holiday Inn by the Bay in Portland. As of the May 12 closing of the Call for Contents and Speakers, we received 56 proposals from individuals and organizations in Maine, across the United States and other countries around the following six themes:

The Future of Space - This is an extremely exciting time to be working in the space industry. Tourists can now take short trips to space. NASA will continue to nurture the development of a vibrant low-Earth orbit economy. NASA and private companies have their sights set on the moon. NASA's Artemis program has a goal of landing humans on the moon in 2025 to begin building a base camp to help prepare for human space exploration missions to Mars and beyond. Engineers will develop new technologies to improve air transport at home and meet the challenges of advanced space exploration. Scientists will work to increase an understanding of our planet and our place in the universe, and continue to try to answer the question, "Are we alone?". What does this mean for Maine? Examples of topics in this session include but not limited to:

- The possibilities of space, from Earth's orbit to the commercialization of Low Earth Orbit.
- cislunar and lunar potential for habitation.
- Mars and beyond.
- In-space manufacturing and assembly.
- Space traffic management.
- A deeper look at the benefits and impacts on the economy, business and society, and especially in Maine.

The Maine Space Complex - The Complex includes three geographically distributed shared-resource business units that focus on space data analytics, space R&D innovation, and launch sites and services for small launch vehicles. Examples of topics in this session include but not limited to:

- The assets (physical, geographic, research, equipment, launch providers, supply chain, and expertise) available in Maine and outside that could contribute to realizing the formation of the Complex.
- The potential economic benefits
- Lessons learned from other states with spaceports.
- Launch site requirements for small launch vehicles including any federal and state regulations.
- Potential barriers and solutions to successfully realizing the vision of the Maine Space Complex.

Space Data Analytics - Satellite earth observation data has become indispensable for informed decision making and for many applications, including but not limited to creating productive, profitable, and sustainable farming, monitoring, and managing forestry and marine resources, tracking vulnerable Land Use/Land Cover, and monitoring and prioritizing climate change mitigation plans. This said, access to satellite data can be

EXHIBIT J

challenging. In many cases, specific satellite data may not be accessible due to cost, being hidden deep in federal archives, the data simply does not exist, or there is a lack of space data analytics expertise and equipment, including machine learning. Examples of topics in this session include but not limited to:

- The state of space data/analytics, who has it, how it is managed, where we get it, what we can do with it.
- How space data is benefiting society using international, national and local case studies.
- Uses of space data analytics to improve decision making in Maine.
- Applications to support Maine's existing industries.
- Maine's capacity and limitations are for space data analytics.
- Opportunities for developing innovative products and services using space data analytics.

Innovation for a New Era - The cost of manufacturing and launching small satellites has been significantly reduced over the past two decades to the point where space has become accessible to higher education, businesses, state and local government, and K12 students. This transformation has opened the door to R&D and innovative technologies in all areas related to designing and manufacturing small satellites and small launch vehicles, as well as to innovations in applications of the same technologies for terrestrial uses in areas such as agriculture, forestry, marine, and aquaculture, as well as applications, for example, in data analytics, artificial intelligence/machine learning, materials science, precision manufacturing, and life sciences.

Examples of topics in this session include but not limited to:

- Opportunities for space-related innovations both for space exploration and terrestrial uses.
- Space-related innovations happening in Maine's higher education and research organizations.
- Space-related innovations happening in Maine businesses.
- Space-related innovations happening in Maine's K-12 schools.
- Space-related innovations happening outside of Maine.

Maine's Aerospace Industry - Maine has a long history in aerospace (and space), in both the defense and commercial sectors, from small to large businesses. This industry is very important to the successful engagement of the state in Maine's new space economy and the economic benefits the state would accrue as the result, and to the success of the Maine Space Complex. Examples of topics in this session include but not limited to

- An overview of the industry in Maine, what it looks like, what we have, how it can be involved in Maine's new space economy.
- Barriers to engaging in this new economy.
- Information related to finance available for business startup and development, existing laws and IP protection.
- Opportunities for federal and private contracts.

Building Maine's Artemis Generation from K-12 to Businesses - Building Maine's new space economy is a chicken or egg challenge. On the one hand, to attract and grow businesses for Maine's new space economy, businesses need skilled workers at all levels. On the other hand, to get skilled workers for the new jobs businesses want to create, we need more students, from K12 to graduate level to aspire for careers in Maine's new space economy, and we need more businesses to retool their workforce to enable them to diversify their products and services that align with the opportunities in the state's new space economy. Examples of topics in this session include but not limited to:

- Potential career opportunities in Maine's new space economy.
- Skills gap that currently exist in the state related to entry into Maine's new space economy.
- Available and future training programs to reduce the skills gaps.
- Educational programs at the K-12 to graduate levels in Maine and outside that are designed to aspire students to enter careers in the state's new space economy.



Exhibit K

EDA/MTI-Funded Project – Objective #3 Washington County Outreach Plan - Abbreviated for the Space Corp Board

GOALS Secure vertical launch location in Washington County
Establish social license for the New Space Economy within
Washington Country

STRATEGY Create a team of community champions for Maine Space 2030 by leveraging benefits to the economy, the school systems/youth, and local services and infrastructure.

PHASE 0: Outreach and learning from other Spaceports, including Spaceport America, Camden County Alaska Kodiak Spaceport, Spaceport Cornwall, opposition case studies, etc.

PHASE I: Quiet phase, small non-public meetings with community leaders, business leaders, and key political leaders to gauge and build support for a launch location.

PHASE II: Public phase, community open houses, surveys, digital and direct marketing, school visits leveraging current stem/space programming, space conference.

AUDIENCE Geographic area: Washington County, Maine, with a focus on Cutler, Machias, Steuben, Jonesport, Harrington, Lubec, and Winter Harbor (Hancock County)

- a. Political (local, state and federal)
- b. Community Leadership (business and community leaders, environmental NGOs, indigenous community)
- c. General public
- d. Educators, administrators, and students
- e. Skeptics/Opposition

TIMELINE Phase I to begin in August and September, Phase II to begin during the end of September through early November 2023. *Phase III Ongoing*

COLLATERAL MATERIAL

- a. General handout, Overview and Benefits
- b. Rack card with 3 case studies on how the Space Complex Data Analytics pillar will benefit top three industries in Washington County: fishing, ag (blueberries), and forestry
- c. Retractable banner and table cover for festivals, schools, public events
- d. Promotional video, under 2 minutes
- e. Promotional items: including t-shirts, sweatshirts, stickers, swag bags

Map of TechPlace





Maine Space Corporation

Established in 2021 by 5 MRSA c. 393.

www.mainespace2030.org



Engaging Maine in the Growing Global New Space Economy

Legislative Purpose

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.

Governance

The Board of Directors of the Maine Space Corporation consists of 17 directors, of whom 6 directors are ex officio. Non ex officio members are appointed by the Governor and subject to confirmation by the Senate.

Vision

By 2045, Maine will be an integral player in the emerging global network of suborbital and orbital space sector, providing a significant return on investment as an engine of workforce development and economic growth.

Maine Space Complex

To achieve this vision, 5 MRSA c. 393 authorizes the corporation to establish a geographically distributed shared resource-based Maine Space Complex, which is restricted to commercial, research and educational uses, and must include but is not limited to the following business units:

The **Space Data & Advanced Analytics Center** will be a cloud-based, digital platform resourced to import/downlink, store, cleanse, manage, and analyze satellite data in concert with terrestrial data to solve local business public policy issues in innovative ways.

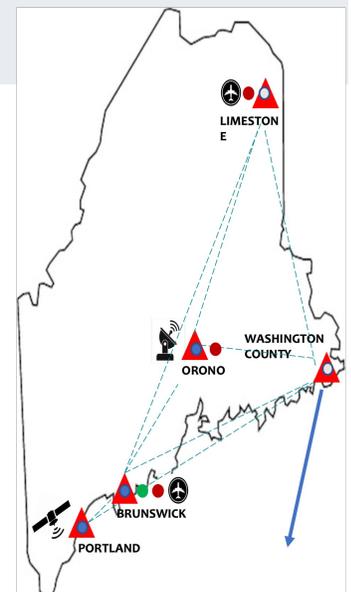
The **New Space Innovation Hub**, to be located at Brunswick Landing, with a spoke at Loring Commerce Centre, is envisioned as a knowledge and innovation hub for new business incubation and acceleration, hardware and materials component development facilities, and satellite and launch vehicle manufacturing and testing.

The **Launch Sites & Services** will include both vertical launches at one or more sites along the coast of Maine, as well as horizontal launch capabilities from aircrafts that leverage the long runways at Brunswick Landing and Loring Commerce Centre.

The Vision Is Not Simply About Launching SmallSats and Rockets...

... it is about engaging Mainers across the three segments of the new space economy value chain and the underlying infrastructure needed to support these segments.

- **Upstream segment:** Research, manufacturing, and ground systems; all include fundamental and applied research activities, scientific and engineering support activities, materials and components supply, manufacturing of space systems, subsystems, equipment, telemetry, tracking, and command stations.
- **Downstream segment:** Space operations for terrestrial use and products and services which rely on satellite technology, signal, data to function (e.g., selected GIS, Global navigation satellite system-enabled devices).
- **Space-related segment:** Space applications, products, and services from spin-offs or technology transfer from the space sector, which use satellite technology but do not depend on it.



Maine's New Space Economy Assets and Applications

New Space Economy Assets

Geographic location for polar orbits

Offers direct and sun-synchronous polar orbit access (inclination angle between 80° and 100° from equatorial plane) for full Earth coverage

Coastline for vertical launches

Lower population density and risk; allowance for a southerly launch.

Physical assets at Loring and Brunswick

Buildings and resources; allowance for horizontal launches.

Small but growing supply chain

Directly and indirectly supplying the new space economy.

Maine-based launch providers

bluShift Aerospace and VALT Enterprises.

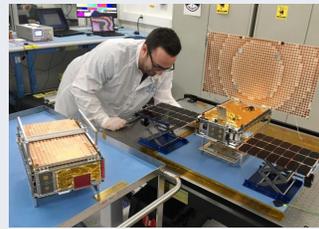
Education and public and private R&D assets

UMaine System, Community College System, Roux Institute, private colleges, non-profit research entities, CTEs, and Investment groups.

Regional Assets

Higher Education institutions, high tech industries

Examples of SmallSats – Maine's Focus



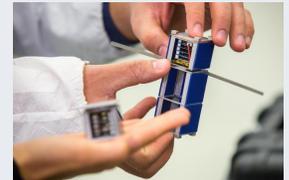
Micro – NASA's Mars Cube 1



Nano - CubeSat



Pico



Femto

Small Launch Vehicles – Maine's Focus

bluShift Red Warf

Height: 78 ft.

Max Alt: polar low-Earth Orbit

Propulsion: Green fuel powered hybrid engine

Fuel: non-toxic, bio-derived solid fuel



Statute of Liberty

305 feet from the ground to tip of torch.



NASA Artemis SLS

322 feet

Developing SmallSat Applications – Economic Opportunity for Maine

- Climate Change Monitoring
- Environmental Monitoring
- Food security
- Land use monitoring
- Natural resource management
- Search and Rescue
- Biological and physical sciences

- Asset tracking
- Air and maritime, AIS, ADS-8
- Agricultural monitoring
- Astronomy/Astrophysics
- Disaster monitoring/response
- Earth Imaging

Major Customers

- Federal agencies
- Telecommunications
- Air & Maritime Transportation
- Research institutions
- Educational Institutions
- Consumer Services
- General public

Outcomes – Talent and Innovation*

- Retain Maine's students and Immigrants with STEM degrees.
- Attract highly skilled workers and their families from out of state.
- Encourage startups and spur development in all seven technology sectors.
- Develop globally based applications for research, commercial and consumer uses.
- Facilitate STEM learning opportunities for Maine high school and higher education students.
- Promote economic aspirations for All Mainers.
- Advance Maine to a new competitive level in a fast-growing Knowledge Economy.

*Contributes to the state's Economic Development Strategy 2020-2029 **TALENT** and **INNOVATION** Goals