

# Maine Space Corporation

Minutes of 1<sup>st</sup> Organizational Meeting

June 27, 2023

Directors Present:

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

## **I. Call to Order**

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

## **II. Establish Quorum**

Terry Shehata established a quorum was present

## **III. Appointment of Temporary Chair and Secretary**

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

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

## **IV. Introduction of Board Members and Support Team**

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

Introductions:

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

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

Staff introductions:

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

Scott Richardson introduced himself as member of the Press

## **V. Discussion and Actions on Resolutions**

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

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

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

Call for a vote – so moved.

Voting results captured in BoardSpot

Unanimous Yes, 1 abstain, 2 absent

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

Application for Tech Hubs designation motioned, seconded

Call for Vote – moved

Unanimous yes, 1 abstain, 2 absent

### **RESOLUTION 23-001: Adoption of Bylaws**

MSGC Counsel (Nick Anania) now present for discussion.

Motioned and second for vote

Nick lead discussion through the bylaws – high level overview.

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

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

Terry: Language was taken from the MRRRA statute.

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

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

Terry: More for travel and reimbursements

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Nick continued his summary of the bylaws.

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

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

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

Terry: Should it decide to do that, yes.

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

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

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

Dan – how does MRRA do it?

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

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

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

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

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

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

Nick: continued summary

Dan G: What is a conformed signature?

Nick: Acknowledgement of a signature without having one.

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

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

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

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

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

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

Nick: Two types of risk:

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

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

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

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

No further questions for the attorney.

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

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

No discussion

Officers elected unanimously  
Vote Unanimous Yes, 1 absent

The board took a break before returning to the agenda

**Call for Volunteers on Board Committees**

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

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

Motioned, Seconded, and Discussion:

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

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

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

Dawn: Call for vote 23-003

Unanimous Yes, 1 absent

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

Motioned, Seconded, and Discussion:

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

Brian – Zip code may need changing, 04011

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

Call for vote

Motion, Seconded

Unanimous Yes, 1 Absent

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

Motioned to approve, seconded, and discussion:

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

Terry offered to amend

Add professional staff to Item 8, call for vote

Unanimous yes, 1 absent

**RESOLUTION 23-008:** General Authorization

Motioned to approve, seconded, and discussion:

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

Call for vote,

Unanimous yes, 1 absent

## **Other Business**

### 1. Maine Space 2030

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

Bobbie asked about Maine Space 2030 in relation to establishing committees

Terry clarified that there is no relationship.

## 2. Maine Space Conference

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

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

Terry: Workforce is where we nestled education

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

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

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

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

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

Terry: Absolutely.

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

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

## 3. Outreach in Washington and Aroostook counties.

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

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

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

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

Sascha: Willing to give a debrief on that.

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

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

Janet Sortor: Where is that?

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

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

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

Dan: Launch cadence is a concern to utilize

Phil believes that’s a solvable problem

#### 4. Administrator Bill Nelson and Senator King visit

Terry provided agenda for tomorrow

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

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

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

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

#### 6. Schedule of Future Board Meetings

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

James: End of month from manufacturing perspective is difficult.

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

Terry to send out survey to find availability for meetings.

Dan wondering about reimbursement policy.

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

**Meeting Adjourned at 1:25 pm**





# Board of Directors Meeting

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## **Adoption of the Bylaws**

### **Outcome: Passed**

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

### **Vote Outcome:**

Passed



# 📅 Board of Directors Meeting

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## **Election of Officers**

### **Outcome: Passed**

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

Chair: Dawn DiBlasi

Vice Chair: Kristine Logan

Secretary: Scott Wardwell

Treasurer: James Brann

### **Vote Outcome:**

Passed

#### Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



# 📅 Board of Directors Meeting

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

**Outcome: Passed**

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

**Vote Outcome:**

Passed

Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



# 📅 Board of Directors Meeting

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

### **Outcome: Passed**

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

### **Vote Outcome:**

Passed

#### Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



# Board of Directors Meeting

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

### **Outcome: Passed**

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

### **Vote Outcome:**

Passed

#### Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0



# 📅 Board of Directors Meeting

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

### **Outcome: Passed**

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

### **Vote Outcome:**

Passed

#### Vote Summary

Yes

16

No

0

Yes %

100%

Abstain

1

Recuse

0

Absent

0

Did not vote

0



# Board of Directors Meeting

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

### **Outcome: Passed**

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

### **Vote Outcome:**

Passed

#### Vote Summary

Yes

16

No

0

Yes %

100%

Abstain

1

Recuse

0

Absent

0

Did not vote

0



# Board of Directors Meeting

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## General Authorization

### Outcome: Passed

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

### Vote Outcome:

Passed

#### Vote Summary

Yes

17

No

0

Yes %

100%

Abstain

0

Recuse

0

Absent

0

Did not vote

0