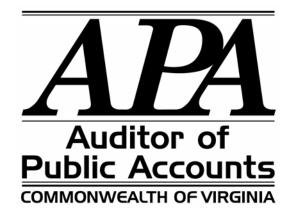
## VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY

# REPORT ON AUDIT FOR THE YEAR ENDED JUNE 30, 2006



## **AUDIT SUMMARY**

Our audit of the Virginia Commercial Space Flight Authority for the year ended June 30, 2006, found:

- the accompanying financial statements present fairly, in all material respects, the Authority's financial position as of June 30, 2006, and the results of operations and cash flows for the year then ended, in conformity with generally accepted accounting principles;
- no material weaknesses in internal control over financial reporting; and
- no instances of noncompliance with laws and regulations that are required to be reported.

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#### MANAGEMENT'S DISCUSSION AND ANALYSIS

(Unaudited)

The management of the Virginia Commercial Space Flight Authority (Authority) offers readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the fiscal year ended June 30, 2006. We encourage readers to consider the information presented here in conjunction with the financial statements and accompanying notes.

In June 1999, the Governmental Accounting Standards Board (GASB) issued Statement 34, *Basic Financial Statements and Management's Discussion and Analysis – for State and Local Governments*, which established new financial reporting requirements. As a related organization of the Commonwealth of Virginia, the Authority implemented these reporting requirements for its fiscal year ended June 30, 2003.

### Summary of Organization and Business

The Virginia Commercial Space Flight Authority was established by Chapter 758 of the 1995 Acts of Assembly and operates as an independent agency in accordance with the provisions of Chapter 29.1 of Title 9 of the <u>Code of Virginia</u>. The Authority was created to disseminate knowledge pertaining to scientific and technological research, and development among public and private entities including, but not limited to, knowledge in the area of commercial space flight, and to promote industrial and economic development. A Board of Directors (Board), composed of 12 members, manages the Authority.

The Authority is considered a related organization of the Commonwealth of Virginia. Organizations, for which a primary government is accountable because that government appoints a majority of the Board, but is not financially accountable, are considered related organizations.

#### OVERVIEW OF ANNUAL FINANCIAL REPORT

Management's Discussion and Analysis (MD&A) serves as an introduction to the basic financial statements prepared by the Authority. The MD&A represents management's examination and analysis of the financial performance of the Authority. The financial statements of the Authority are presented using the accrual method of accounting.

The financial statements consist of the Statement of Net Assets, the Statement of Revenues, Expenses and Changes in Fund Net Assets, the Statement of Cash Flows, and Notes to the Financial Statements. The following analysis discusses elements from these statements, as well as on overview of the Authority's activities.

#### Statement of Net Assets

The Statement of Net Assets presents the Authority's Assets, Liabilities, and Net Assets as of the end of the fiscal year. The purpose of this statement is to present readers a fiscal snapshot at June 30, 2006. From the data presented, readers of the Statement of Net Assets are able to determine the assets available to continue the Authority's operations. They are also able to determine how much the Authority owes vendors and creditors.

	2006	2005	Change
Assets: Current assets	\$ 514,707	\$ 562,059	\$ (47,352)
Capital assets, net of accumulated depreciation	1,499,920	\$ 562,059 1,603,570	(103,650)
cupital assets, net of accumulated depreciation	_1,477,720	1,003,370	(103,030)
Total assets	2,014,627	2,165,629	(151,002)
Liabilities:			
Current liabilities	128,975	361,130	(232,155)
Net assets:			
Invested in capital assets	1,499,920	1,603,570	(103,650)
Unrestricted	385,732	200,929	184,803
Total net assets	<u>\$1,885,652</u>	<u>\$1,804,499</u>	<u>\$ 81,153</u>

The decrease in current assets of \$47,352 is primarily associated with a decrease in accounts receivable of \$123,423 and a corresponding increase in cash balances of \$71,419. The decrease in accounts receivable is primarily related to activity under a contract with the National Aeronautics and Space Administration associated with the development of infrastructure and launch support capabilities, as discussed further under Significant Events. The decrease in capital assets of \$103,650 is a result of depreciation expense of \$116,150 charged against operations and the purchase of equipment of \$12,500.

The decrease in current liabilities of \$232,155 is primarily associated with a decrease in deferred revenue of \$123,860, and amounts due to Old Dominion University Research Foundation of \$104,641 associated with funds advanced under grants and contracts on behalf of the Authority. The increase in unrestricted net assets of \$184,803 is a result of the net profit for the fiscal year exclusive of the depreciation charges associated with the capital assets.

For more detailed information see the accompanying Statement of Net Assets.

#### Statement of Revenues, Expenses and Changes in Fund Net Assets

The Statement of Revenues, Expenses, and Changes in Net Assets presents a summary of Revenue and Expense activity which resulted in the change from beginning to ending net assets. The purpose of this statement is to present the Authority's operating and non-operating revenues recognized and expenses incurred and any other revenues, expenses, gains and losses.

Operating revenues and expenses generally represent the cost of overall administration of the Authority and depreciation of its capital assets. Non-operating revenues and expenses generally relate to funds received from federal cooperative agreements associated with the development of space launch capabilities at the Wallops Flight Facility located on the eastern shore of Virginia.

The following schedule compares the revenues, expenses, and net assets for the current and previous fiscal year.

Total operating revenues Total operating expenses	2006 \$ 190,000 284,820	2005 \$ - 318,574	Change \$190,000 (33,754)
Net operating expense	(94,820)	(318,574)	(223,754)
Net non-operating revenue	175,973	219,182	_(43,209)
Net income/(loss)	81,153	(99,392)	180,545
Total net assets – beginning of year	1,804,499	1,903,891	(99,392)
Total net assets – end of year	\$1,885,652	\$1,804,499	<u>\$ 81,153</u>

Operating revenues increased as the result of user fees charged for the use of Launch Pad 0-B in connection with the scheduled inaugural launch in December 2006. Operating expenses decreased as the Authority's activities and administrative personnel efforts increased in the non-operating functions associated with the development of space launch capabilities and other related activities. For more detailed information see the accompanying Statement of Revenues, Expenses, and Changes in Fund Net Assets.

#### Statement of Cash Flows

The Statement of Cash Flows provides relevant information that aids in the assessment of the Authority's ability to generate cash to meet present and future obligations and detailed information reflecting the Authority's sources and uses of cash during the fiscal year. Cash flow from operating reflects the uses to support the essential mission and administration of the Authority. The primary uses are payments to employees, including salaries, wages and fringe benefits, and payments to suppliers. Cash flow from non-capital financing reflects the non-operating sources and uses of cash. The primary sources are sponsored research of \$919,016 associated with the infrastructure development of the launch pad, launch capability studies, and \$100,000 from state appropriation. The primary use is to support the sponsored research tasks and to support cash requirements of operations.

	2006	2005	Change
Cash flows from operating activities	\$13,024	\$(227,752)	\$240,776
Cash flows from non-capital financing activities	70,895	251,822	(180,927)
Cash flows from capital financing activities	<u>(12,500</u> )		(12,500)
Not ahanga in each and each equivalents	¢71 410	\$ 24.070	\$ 47.349
Net change in cash and cash equivalents	<u>\$71,419</u>	<u>\$ 24,070</u>	<u>\$ 47,349</u>

#### CAPTIAL ASSETS AND LONG-TERM DEBT

The Authority's capital assets consist primarily of infrastructure development associated with the construction of Launch Pad 0-B at the Wallops Flight Facility on the eastern shore of Virginia. In fiscal year 2006, significant modifications were made to the Launch Pad 0-B infrastructure to make it ready to support the Air Force Minotaur family of launch vehicles. For more detailed information related to capital assets see the Notes to Financial Statements. The Authority currently has no long-term debt obligations.

#### **SIGNIFICANT EVENTS**

On November 29, 2005, the Authority was awarded the initial Task (Task Order 11 on NAS5-03122) for Launch Site Pre-launch and Pathfinder Support Services for the NASA X-43/ALV-X1 program. This program is NASA Langley Research Center sponsored, and includes the demonstration launch of a prototype launch vehicle and several payloads from Authority's Launch Pad 0-B. The Pathfinder operation is scheduled for mid-2006 and the launch is scheduled in mid-2007. The X-43/ALV-X1 mission is the first launch operation for which the Authority will obtain revenue for use of its Pad 0-B. Additional Task Orders will be issued by NASA for support of X-43/ALV-X1 as the launch date draws closer.

In late May 2006, the Air Force Space and Missile Center Detachment 12 formally requested support from NASA Wallops Flight Facility and the Authority for the Tactical Satellite 2 Minotaur Mission, for launch from Pad 0-B. This mission will launch the Air Force Research Laboratory's Roadrunner Tactical Satellite 2 into low earth orbit from Pad 0-B in the fall of 2006. This mission is a demonstration of rapid callup for launch support from the launch site. The Authority qualified for this launch by virtue of its performance of the initial task on a separate Air Force contract in September 2004, a study and roadmap called "Accelerated Launch and Peacekeeper Launch Vehicle Capability Study." The initial Task Order for support of the TACSAT 2 mission was in negotiation on June 30, 2006 and is expected to be awarded in July 2006. This mission will provide significant revenue to the Authority for the use of its Launch Pad 0-B.

The Authority continues to support the Air Force Near Field Infrared Experiment (NFIRE) launch mission that has experienced significant delay in launch schedule due to satellite manufacturing issues. The NFIRE was first scheduled to launch in June 2004. The current schedule calls for launch in April 2007 with strong confidence by the Air Force in the mission schedule. This mission was to have been the first orbital launch from Authority's Launch Pad 0-B, but will likely be the second following the TACSAT 2 launch.

The fiscal year 2006 Federal Appropriations Bill for NASA included a \$500K funded study directed to be performed by the Authority for the "Expansion of the Wallops Island Flight Center into a Next-Generation Commercial Cargo Spaceport." This study will provide the opportunity to analyze the requirements for a significant expansion at both NASA Wallops and the Authority and then to create a roadmap for making the improvements. It is expected that this effort will lead to a greater role for Wallops Island in NASA's Commercial Orbital Transportation System initiative to service the International Space Station and prepare for deep space exploration. The Authority is in negotiation with NASA for a Task Order to accomplish the Congressional study with award expected in July 2006.

Maryland continues to cooperate with the Authority in the administration of the Mid-Atlantic Regional Spaceport (MARS) per the Memorandum of Agreement (MOA) between the Governors of Virginia and Maryland signed in July 2003. Maryland and the Authority have entered into an inter-governmental agreement that allows Maryland to contribute funding to the Authority. Under this agreement, Maryland provided a \$150,000 in fiscal year 2006 for operations of the Authority. The participation of Maryland has proven to be very beneficial in promoting the spaceport and in obtaining federal support.

The Authority continues to support the Defense Advanced Research Projects Agency (DARPA) FALCON small launch vehicle development program. The DARPA FALCON program announced its selection of the two contractors to continue development of the DARPA FALCON small launch vehicle. The Authority expects to conduct the DARPA FALCON test and demonstration flights from its facilities in fiscal year 2008 for the two selected contractors.

The three launches anticipated to occur in fiscal year 2007, other federal contracts, the \$100,000 Commonwealth of Virginia fiscal year 2007 appropriation, and the continued financial participation by Maryland, along with existing cash assets, are expected to meet the Authority's fiscal year 2007 operating budget with significant residuals being applied to operating reserves at the close of fiscal year 2007. Stabilizing funding from non-operating sources will continue to be required to provide the operating and maintenance reserves necessary to capture the non-uniform but sizable revenues from the anticipated federal launches over the next several years.

## FINANCIAL STATEMENTS

# VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY STATEMENT OF NET ASSETS

For the Year Ended June 30, 2006

ASSETS	
Current assets:	
Cash	\$ 375,450
Accounts receivable	107,269
Other assets	31,988
Total current assets	514,707
Fixed assets:	
Office furniture	15,505
Computer equipment	33,103
Machinery and equipment	12,500
Land improvements	125,000
Service tower - 0-A	1
Launch pad - 0-B	2,104,848
Sub-total	2,290,957
Less: accumulated depreciation	(791,037)
Total depreciable capital assets	1,499,920
Total assets	2,014,627
LIABILITIES	
Current liabilities:	
Accounts payable and accrued expenses	37,681
Deferred revenue	31,908
Due to Old Dominion University Research Foundation	59,386
Total current liabilities	128,975
NET ASSETS	
Invested in capital assets	1,499,920
Unrestricted	385,732
Total net assets	\$ 1,885,652

The accompanying Notes to Financial Statements are an integral part of this statement.

### VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET FUND ASSETS For the Year Ended June 30, 2006

Operating revenues:	
Service fees	\$ 190,000
Operating expenses:	
Administration	136,740
Depreciation	116,150
Other	 31,930
Total operating expenses	284,820
Operating income/(loss)	 (94,820)
Non-operating revenues/(expenses):	
State appropriation	100,000
Federal grants	509,491
State grants	142,481
Private grants	4,675
Pass-through grant	262,369
Expenses related to grants	 (843,043)
Total non-operating revenues (net)	 175,973
Increase/(decrease) in net assets	81,153
Net assets - July 1	 1,804,499
Net assets - June 30	\$ 1,885,652

The accompanying Notes to Financial Statements are an integral part of this statement.

# VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY STATEMENT OF CASH FLOWS

For the	Year	Ended	June	30.	2006
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Cash flows from operating activities:	
Cash received from service fees	\$ 190,000
Cash paid to employees	(71,278)
Cash paid to suppliers	(105,698)
Net cash provided by/(used in) operating activities	13,024
Cash flows from non-capital financing activities:	
Cash received from state appropriation	100,000
Cash received for sponsored research	918,579
Cash payments for sponsored research	(947,684)
Net cash provided by non-capital financing activities	70,895
Cash flows from capital financing activities:	
Acquisition of equipment	(12,500)
Net increase in cash and cash equivalents	71,419
Cash and cash equivalents-beginning of year	304,031
Cash and cash equivalents-end of year	\$ 375,450
RECONCILIATION OF NET INCOME TO NET CASH	
PROVIDED BY OPERATING ACTIVITIES:	
Net operating income/(loss)	\$ (94,820)
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	116,150
Changes in assets and liabilities:	
Decrease/(increase) in other assets	(4,652)
(Decrease)/increase in accounts payable	(3,654)
Net cash provided by /(used in) operating activities	\$ 13,024

The accompanying Notes to Financial Statements are an integral part of this statement.

## NOTES TO FINANCIAL STATEMENTS

#### VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY

#### **NOTES TO FINANCIAL STATEMENTS**

#### AS OF JUNE 30, 2006

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### A. Reporting Entity

The Virginia Commercial Space Flight Authority was established by Chapter 758 of the 1995 Acts of Assembly and operates as an independent agency in accordance with the provisions of Chapter 29.1 of Title 9 of the Code of Virginia. The Authority was created to disseminate knowledge pertaining to scientific and technological research and development among public and private entities including, but not limited to, knowledge in the area of commercial space flight, and to promote industrial and economic development. A Board of Directors, composed of 12 members, manages the Authority.

The Authority is considered a related organization of the Commonwealth of Virginia. Organizations, for which a primary government is accountable because that government appoints a majority of the Board, but is not financially accountable, are considered related organizations.

#### B. Fund Accounting

The activities of the Authority are accounted for in an enterprise fund. The enterprise fund is used to account for governmental operations that are financed and operated in a manner similar to private business enterprises. Enterprise fund accounting is used where the intent of the governing body is that the costs of providing goods and services to the general public on a continuing basis, including depreciation, be financed or recovered primarily through user charges. All fund accounts of the Authority are presented in total on the financial statements.

The Authority's accounting policies conform with generally accepted accounting principles as prescribed by the GASB, including all applicable GASB pronouncements, as well as applicable FASB statements and interpretations, Accounting Principles Board opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The Authority has the option to apply FASB pronouncement issued after November 30, 1989, unless FASB conflicts with GASB. The Authority has elected not to apply FASB pronouncements issued after the applicable date.

#### C. Basis of Accounting

The Authority's records are maintained on the accrual basis whereby revenues are recognized when earned and expenses are recognized when the liability is incurred.

### D. <u>Classification of Revenues and Expenses</u>

The Authority presents its revenues and expenses as operating or non-operating based on the following criteria:

Operating expenses generally represent the cost of the overall administration of the Authority and the depreciation of its capital assets. Nonoperating revenues and expenses generally relate to funds received from federal cooperative agreements associated with the development of space launch capabilities.

#### 2. CASH

As of June 30, 2006, cash balances of \$375,450 were held by the Old Dominion University Research Foundation. The Foundation maintains its cash balances in depository accounts at financial institutions with deposits insured by FDIC.

#### 3. CAPITAL ASSETS

The schedule below shows the breakdown of capital assets by category at June 30, 2006:

	Balance at	Acquired	Deleted/	Balance at
	July 1, 2005	Increased	(Decreased)	June 30, 2006
Improvements other than buildings	\$2,104,849	\$ -	\$ -	\$2,104,849
Land improvements	125,000	-	-	125,000
Office equipment	15,505	-	-	15,505
Computer equipment	33,103	-	-	33,103
Machinery and equipment		12,500	<del>_</del>	12,500
Total at historical cost	2,278,457	12,500		2,290,957
Less accumulated depreciation:				
Improvements other than buildings	578,833	105,243	-	684,076
Land improvements	52,078	8,333	-	60,411
Office equipment	15,503	-	-	15,503
Computer equipment	28,473	2,157	-	30,630
Machinery equipment		417		417
Total accumulated depreciation	674,887	116,150	<del>-</del>	791,037
Capital assets, net	<u>\$1,603,570</u>	<u>\$(103,650</u> )	<u>\$ -</u>	<u>\$1,499,920</u>

Capital Assets are generally defined by the Authority as assets with an initial cost of \$2,000 or more and an estimated useful file in excess of one year. Property, plant, and equipment of the Authority are stated at cost and at the time of acquisition are set up in a comprehensive fixed asset system. Depreciation of the cost of property, plant, and equipment is provided on a straight line basis over their estimated useful lives as follows:

Office equipment 7 years
Computer equipment 5 years
Machinery and equipment 5 years
Land improvements 15 years
Improvements other than buildings 20 years

#### 4. DUE TO OLD DOMINION UNIVERSITY RESEARCH FOUNDATION

The Old Dominion University Research Foundation has advanced funds out of its reserves to finance various sponsored research programs for the Authority. The Authority will refund these advances as funds are received from grantors.

#### 5. RELATED PARTY

The Authority has entered in a Limited Liability Corporation agreement with DynSpace, LLC. This agreement will create a joint venture called Flight Center One (FCO). The finalization of the agreement is incumbent on execution of a facilities lease, which will be executed when commercial business opportunities warrant the need for the facility.

#### 6. RETIREMENT AND PENSION SYSTEMS

Certain employees of the Authority participate in a defined benefit pension plan administered by the Virginia Retirement System (VRS) through Old Dominion University. The VRS also administers life insurance and health-related plans for retired employees. Information relating to these plans is available at the statewide level in the Commonwealth of Virginia's Comprehensive Annual Financial Report (CAFR). Other regular full-time employees receive fixed contributions of 11 percent, which can be invested through an Old Dominion University Research Foundation-sponsored 403(b) Tax Sheltered Annuity Plan or received as taxable income. The Commonwealth, not the Authority, has overall responsibility for contributions to these plans.

#### 7. VIRGINIA LOCAL GOVERNMENT RISK MANAGEMENT PLAN

The Virginia Commercial Space Flight Authority is exposed to various risks of loss related to torts; theft, damage, or destruction of assets; errors and omissions; non-performance of duty; injuries to employees; and natural disasters. The employees, directors, and agents of the Authority were insured for these risks under a self-insured liability plan, VaRISK 2, administered by the Commonwealth of Virginia's Department of Treasury, Division of Risk Management with liability limits of \$1,000,000 for each occurrence.



# Commonwealth of Virginia

Walter J. Kucharski, Auditor

Auditor of Public Accounts P.O. Box 1295 Richmond, Virginia 23218

October 27, 2006

The Honorable Timothy M. Kaine Governor of Virginia

The Honorable Thomas K. Norment, Jr. Chairman, Joint Legislative Audit and Review Commission

Board of Directors Virginia Commercial Space Flight Authority

#### INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

We have audited the accompanying basic financial statements of Virginia Commercial Space Flight Authority, as of and for the year ended June 30, 2006 as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in <u>Government Auditing Standards</u>, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2006, and the changes in its net assets and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The Management's Discussion and Analysis on pages 1 through 4 is not a required part of the basic financial statements, but is supplementary information required by the accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

#### INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER

#### FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS

#### Internal Control over Financial Reporting

In planning and performing our audit, we considered the Authority's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide an opinion on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

#### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

The "Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters" is intended solely for the information and use of the Governor and General Assembly of Virginia, Board of Directors, and management, and is not intended to be and should not be used by anyone, other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

#### **EXIT CONFERENCE**

We discussed this report with management at an exit conference held on November 7, 2006.

AUDITOR OF PUBLIC ACCOUNTS

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#### VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY

#### **BOARD MEMBERS**

Vincent C. Boles Chairman

Patrick O. Gottschalk Vice-Chairman

Mark E. Bitterman
Aneesh Chopra
Brian Darmody
Peter Jobse

Robert H. Meurer
Frank V. Moore
Roseann Runte
Thomas J. Savage, Jr.

Elmer Travis

Billie M. Reed Executive Director

Frederick B. Cooke Jr. Secretary

Linda E. Gentry Treasurer