

BRIDGER BOWL

**Bridger Bowl Membership Meeting
Fall 2024 Meeting Minutes
November 19, 2024, 7:00 p.m.
Hilton Garden Inn, Bozeman**

DRAFT 11.19.24

BOARD MEMBERS AND BRIDGER BOWL MANAGEMENT

Present: Dave Weaver, President; Jake Werner, Vice President; Dan Oliver, Secretary; Dennis Steinhauer, Treasurer; Board Members: Joe Seymour, Jennifer Stark, Holly Tarlow, Ian Jones, Todd Goertzen. Hiram Towle, General Manager; Austin Schuerg, Accountant; Julie Bennett, Recording Secretary

CALL TO ORDER

President Dave Weaver welcomed everyone and called the meeting to order at 7:10pm. Dave introduced the individuals comprising the Board of Directors. He recognized staff, asked them to stand and thanked them for their efforts. Dave advised a quorum was present.

REVIEW OF MEETING MINUTES

The minutes from the Spring 2024 Association meeting were provided to all members in attendance and were posted to the website in advance of the meeting. Dave requested a motion to approve the minutes. Kelly Wiseman moved to approve the minutes from the May 21, 2024, meeting. Pat Hoffman seconded the motion. With no additional discussion, members voted: All in favor, none opposed; minutes approved.

PRESIDENT'S REPORT

Dave conveyed the tremendous amount of work the board has undertaken in the past year working on vision and mission statements, bylaws review, updating board policies and other matters. He thanked the board members for their dedicated work. He read the mission and vision statements adopted in the spring. Bridger Bowl's Vision: *"Be the model nonprofit community resource that fosters a lifelong passion for outdoor recreation to benefit all generations"*. Bridger Bowl's Mission: *"Remain a locally focused recreation area that balances quality, affordability, and sustainability in a way that best serves our community"*. These statements will guide and carry Bridger Bowl into the future.

MANAGER'S REPORT

Dave introduced General Manager Hiram Towle. Hiram began by expressing deep appreciation for the Bridger Bowl team of employees. He noted Bridger Bowl is turning 70 years old this coming ski season. Operational and capital improvements for the upcoming season were presented: A new food trailer (Ridge Dogs), additional staff to help direct parking in the lots, an elevated focus on safety, a new snow stake webcam, seasonal ski rentals will now be available, there is a new online store for Bridger Bowl merchandise, a full bus schedule will be offered, and the restaurants have new software that will accept Apple Pay. Bridger will achieve 100% carbon neutral operations this year, a small amount of additional parking has been added, parking improvements have been made, and the entry road has been paved. A new public address system has been added in the lodges and the base area. Snow making equipment has been upgraded.

Hiram spent time explaining the safety improvements that will be undertaken including more frequent patrols in problem areas, safety messaging in the lodges, more aggressive marketing on safety topics, and continued enhancement and updating of the website safety page. Bridger will more aggressively apply safety policies and discipline. They continue to work closely with MSU, local schools and Bridger Ski Foundation on safety. Members asked questions and expressed opinions regarding people skiing excessively fast and ways to address it. Hiram asked all members to help with safety, be an ambassador for safety and help improve the safety culture.

TREASURER'S REPORT

Austin Schuerg presented the financial report. Members were provided with an overview of the year to date (through October 31, 2024) comparative income statement and balance sheet. The balance sheet reflects \$7.7M in cash and cash equivalents held in a fully covered repurchase agreement account. In addition, there is \$24.5M in U.S. Treasuries yielding an average of 4.8% interest. Liabilities remain in line with prior years.

2024-2025 asset additions were presented. Of the \$2.2 million budgeted for capital improvements this year, \$1,426,000 has been spent thus far for road and parking lot improvements, new snow guns, lift maintenance, building maintenance/improvements, compost/trash receptacle expansion, PA system improvements, vehicle replacements/additions, new rental equipment, the new Ridge Dogs food trailer and Master Plan Development.

The income statement reflects total gross income trailing budget by \$200,737. Austin noted season pass sales are trending behind 5% compared to budget. However, the strong interest rate environment and under budget expenses resulted in year-to-date net income exceeding budget by \$768,775. In particular labor is under budget due to summer paid time off usage and unfilled positions. However, Austin commented that hiring is going well thus far for the upcoming season.

He presented a slide showing season pass quantities sold YTD through 10/31. Quantities sold are down compared to last year, likely a reflection of the low snow year last season. Austin noted there has been an increase in the number of mid-week passes and value passes sold but fewer full season passes. A slide was shown detailing YTD Operating Revenues to Expenditures from 2017 to 2025 budgeted figures. The growth of labor expense is most significant, increasing from 4.76% in 2017 to an estimated 11.69% for 2025. A breakdown of budgeted revenues was also presented. Season passes comprise the majority of revenue at 44% with day tickets providing 32%. Food and beverage contributes 8% of revenue and snow sports (lessons) 7%. The breakdown of budgeted expenses include Mountain Operations at 27%, Business Operations 15%, General and Administrative 12%, Depreciation 11% and Food and Beverage 8%.

LONG RANGE PLANNING COMMITTEE

Joe Seymour provided an update of committee work. He presented a slide and explained the current Forest Service Plan delineations of allowed use on specific areas of land. Bridger Bowl is currently restricted from expanding north under the newly issued Forest Plan. There is adjacent land to the south that Bridger would like to bring into the special use permit for future potential use which will require a change to our current SUP boundary. He noted the importance of including any potential future use items in the current Master Development Plan (MDP) update. Including items does not mean they will be built or have to be built at any given point in time. However, due to the intensive and time-consuming process of adding items at a later date to obtain Forest Service approval, and the expense, it behooves us to be pro-active now. Joe reviewed the Forest Service requirements and where we are in the process for our Master Development

Plan update. There is a Planning Process in which the MDP is accepted by the Forest Service, then specific projects in the MDP can be moved into the National Environmental Policy Act (NEPA) process and project Implementation which must be approved by the Forest Service. Projects may be approved through Categorical Exclusions (CE), for existing infrastructure such as lift replacements or maintenance, Environmental Assessments (EA) or Environmental Impact Statement (EIS). The MDP Planning Process will include sessions for stakeholders, including Bridger Bowl members and the greater community. The purpose of the Master Development Plan was explained. It is required by our Special Use Permit and serves as a flexible tool to determine general location, nature, scope and timing of upgrade projects. It also facilitates communication between Bridger Bowl and the Forest Service. A draft of the MDP update is pending Forest Service review and it is hoped stakeholder sessions will begin by early next year.

An update was presented regarding mountain bike trails on Bridger Bowl property. A design has been prepared for a new trail which would begin on Crosscut property and cross onto Bridger Bowl property. The hope is to build the new trail this summer. The Dirt Concern (SWMMBA) and Crosscut Mountain Sports were instrumental in the planning and design.

GOVERNANCE COMMITTEE

Holly Tarlow shared 3 items the committee has been focusing on since last spring. 1) The nominating and onboarding process for new board members with a focus on increasing the diversity of the board to be more reflective of the members served. If anyone is interested in serving on the board, they are encouraged to send an email to governance@bod.bridgerbowl.com explaining their interest and relevant experience. 2) Membership Committee: A charter has been written for this new committee which will be meeting for the first time in early 2025. After the initial organizational meeting for the committee, all members will be invited to participate. 3) Bylaws: Holly thanked the many members, directors and staff who attended the bylaw sessions and provided ideas, perspectives and their time over the past year. An update of the process was provided by Kari Anderson.

GUEST PRESENTATION – Bylaws Update

Kari Anderson of Incite! Consulting has been working with Bridger Bowl for the past 1.5 years on strategic planning and to improve board processes and functions. She provided an overview of the bylaw review and restatement process to date. Kari addressed each article of the proposed bylaws, and the changes as compared to the current document.

Article I: Name, Powers, and Offices of the Corporation. These are items required by Montana law. The location and office address have been added. The legal authorities and scope of powers have been clearly established as per the Montana Nonprofit Corporation Act.

Article II: Purpose. A purpose has been added which is legally required. It will match the purpose as stated in the Articles of Incorporation on file with the State of Montana. Discussion is ongoing regarding the current Object Statement and whether it should or should not be included in the restated bylaws. It has been recommended to be removed by legal counsel over concerns of ambiguity, generally being discriminatory and potentially exposing Bridger to claims on pricing and putting its relationship with the Forest Service at risk.

Article III: Membership. A great deal of work has been done to update this section as much of it was vague. The ability for a corporation or organization to be a member has been eliminated as have classes of membership. There will be only a voting class of membership going forward. Meeting requirements are clarified, and the voting process is better described.

Article IV: Board of Directors. Increased the maximum board size from 9 to 13 to ensure a sufficient number of members to meet committee needs and quorum obligations. Term limits are clarified, as is the language that no Bridger Bowl employees or contractors, including the GM, can be a voting Board Director. Language is added regarding the role the board plays in hiring and terminating the General Manager.

Article V: Officers. Updated officer roles and language in line with MT Code and defined officer responsibilities.

Article VI: Fiscal Year. No changes proposed.

Article VII: Contracts, Checks, Deposits and Funds. Updated language to grant contract and check signing authority to the General Manager. Previously only the board had these authorities.

Article VIII: Indemnification and Advance for Expenses. This clause has been missing and is a standard best practice clause in bylaws. MT Code requires indemnification for non-profit directors.

Article IX: Amendments to or Repeal of Bylaws. No changes to this but added clarity as to the process, quorum needed and ballot type.

Article X: Dissolution. This article remains unchanged.

Dave Weaver advised legal counsel is reviewing the most recent feedback from the October working group meeting and should have the next draft of the bylaws ready in several weeks for the board to review.

The floor was opened to members to ask questions and provide their comments.

GUEST PRESENTATION – Bridger Bowl Foundation

Morgan Owen, President of the Bridger Bowl Foundation, provided an overview of the foundation, which was created in 2004 in order to be able to accept charitable gifts as a 501(c)(3) non-profit. He shared the mission statement of the foundation: *The mission of The Bridger Bowl Foundation is to provide funding for recreational activities and educational programs at Bridger Bowl that facilitate skill development and improve life experiences for present and future generations of area residents throughout southwest Montana.* They partner with local organizations to help kids be able to ski at Bridger Bowl, primarily through various school PE programs. Most recently they have also helped fund the High 5 program at the Snowflake lift and various interpretive signs at Bridger Bowl.

NEW BUSINESS

Dave called for new business or questions from members. A question was brought forth by an employee regarding Bridger Bowl switching from a 501(c)(4) to a 501(c)(3). As a 501(c)(4) Bridger cannot offer a student loan forgiveness program to employees. There is no current plan to switch but it is something that can be considered in the future. A question was posed regarding how the blue light on top of the Baxter Hotel works. It is triggered automatically via modern IT capabilities to alert people in town that Bridger Bowl has received at least 2" of new snow in the past 24 hours. A member commented about the amount of space in the lodges dedicated to lockers and whether it is detracting from providing other services given the amount of revenue it generates. A question was asked regarding Playcare. Hiram explained the decision behind removing it and that it will be contemplated in future plans to bring it back.

OLD BUSINESS

Dave called for old business. A question was asked about the current ticketing software. The contract with Entebeni is still in place and Bridger Bowl continues to utilize it for the season pass and ticket purchasing system.

NEW MEMBERS

Dan Oliver presented the following membership applications for ratification: Brad Bates, Jonas Bieleauskas, Ron Biggs, Dwight Bode, Haeley Boomer, Andrea Bruckmeier, Barbara Conklin, Jeffrey Cook, Kelby Downey, Bryron Finch, Lauren Fosdal, Halsey Gilligan, Jeffrey Gilroy, Megan Gilroy, Josh Green, Katherine Groundwater, Perry Hooker, Josh Hortsmann, Kelli Javing, Alexander Jett, Courtney Johnson, Angelica Kroesch, Jonathan Langfield, Lance Leigh, Martijn Linden, Adam Makhluf, Madi McKinstry, Laura Merriman, Zachary Merriman, Steve Osman, Dave Owen, Jason Percy, Cody Pilon, Lori Pilon, Steven Pulaski, Gary Smith, Adam St Pierre, Stewart Stanton, Riley Stringer, Paul Strong, Sandy Strong, Kim Suellau, Kevin Sylvester, Beatriz Valle, Chris Varrin, Michelle Varrin, Jacob Wheeler, Heather Oldroyd Klatt, Tim Stefan, Marcus Fuller, Axel Peterson, Rob Wales, Alasdair Boyle, Beth Maseman, Morgan Owen, Jackson Keogh, Ashley Valentini.

Bonnie Hickey moved to ratify the new members; Erin O'Connor seconded the motion. Vote taken, all in favor; motion carried, and memberships approved.

MOTION TO ADJOURN

Dave welcomed a motion to adjourn the meeting. Lindsay Korth moved to adjourn; Erin O'Connor seconded the motion. Vote taken, all in favor; Dave adjourned the meeting at 9:18 p.m.

DAVID WEAVER, PRESIDENT

DANIEL OLIVER, SECRETARY