

GUNSTOCK AREA COMMISSION SPECIAL MEETING

March 11, 2022

Gunstock Mountain Resort, Powder Keg Pub

APPROVED MINUTES

GAC: Gary Kiedaisch, Rusty McLear, Jade Wood, David Strang

Gunstock Personnel: Tom Day (President/GM), Cathy White (CFO), Becky LaPense (HR Director), Robin Rowe (Resort Services Director), Patrick McGonagle (Facility Operations Director)

Vice Chair Kiedaisch called the meeting to order at 11:01AM. He explained the purpose of the special meeting was to vote on a capital appropriation request for the HVAC installation in the Historic Main Lodge. He asked Ruth Larson to lead in the pledge of allegiance.

New Business

- a. *Capital Appropriation for Main Lodge HVAC* - Vice Chair Kiedaisch reported that in the March 1st special meeting, the GAC voted to freeze all capital expenditures. Management is prepared to move ahead with the installation of HVAC in the Main Lodge which is part of the FY23 budget proposal. The vendor notified management that to secure the equipment and parts needed for the installation, a deposit needs to be paid immediately or they will be released to another customer. He asked Tom Day to provide an overview of the project costs and timeline. Commissioner Strang called a point of order and pulled up a copy of the 1959 enabling statute for discussion of Commissioner McLear's appointment to the GAC. Vice Chair Kiedaisch said the meeting was called to discuss the HVAC capital appropriation only and asked him to hold the discussion until the next GAC meeting. Commissioner Strang said he only needed five minutes and it was important to have people understand the issue. He said he believed this was an illegal meeting because Commissioner McLear is no longer a commissioner based on state law. Discussion ensued around the circumstances of Commissioner McLear's appointment and disagreement on his status as commissioner. Vice Chair Kiedaisch ended the discussion noting that it will be taken up by the full GAC when members of the BCD can attend. Commissioner Strang said they cannot have a legal meeting without addressing this issue and he does not want the meeting to be stopped because they are not following the law. He said he wants to vote for the HVAC project but wants to make sure it is done legally. Commissioner Wood read from the GAC By-laws which read, "The Commission may hold special meetings upon the call of the chair, or upon demand of three members of the Commission." She noted that Vice Chair Kiedaisch is the acting Chair, and the meeting is legal regardless. She said she was prepared to vote on the HVAC agenda item only.

Tom Day asked Patrick McGonagle to provide an overview of the project planning process. Patrick said they began with a competitive bidding process about one year ago and selected Joy's as the low bidder. They have refined the project scope and received the final proposal from the vendor, scheduled for completion by Memorial Day. He said the availability of equipment is extremely tight right now and the vendor informed them that they would no longer be able to hold the equipment for them without a deposit. Cathy White added that capex spending typically matches depreciation and the total project costs will be about 12% of the overall capex budget and will be paid entirely from Gunstock profits with no financing needed. The deposit is \$68k and the total project cost is estimated at \$225k. Vice Chair Kiedaisch reported that he and Commissioners Wood and Strang met with the vendor earlier that morning to review the

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project specs and scope. Commissioner Strang noted that it was a “workshop meeting” and there was no discussion of strategy or votes taken.

ACTION

Motion: Vice Chair Kiedaisch made a motion for the GAC to approve the appropriation of up to \$70k for deposit on the HVAC installation to be paid today and up to \$225k to be paid upon completion to accommodate summer activities in the base lodge.

Second: Commissioner Wood.

Discussion: Commissioner Wood commented that her request for specifics has been satisfied and it is her desire to see Gunstock be self-sufficient. She said, based on the information she received this week, she believes the HVAC addition will bring Gunstock one step closer to making summer self-sustaining.

Roll Call Vote: Commissioner Wood - Yes
Commissioner McLearn - Yes
Vice Chair Kiedaisch - Yes
Commissioner Strang - Yes

Adjourn

ACTION

Motion: Commissioner McLearn motion to adjourn the public meeting of the Gunstock Area Commission at 11:19AM.

Second: Commissioner Wood.

Discussion: Commissioner Strang said he would like the GAC to get away from scheduling meetings with only 24 hours’ notice. He said it does not sit well with the public and if they are going to have a special meeting, they should give more notice. Commissioner Wood said the business needed the GAC to act on this and she would take full responsibility for scheduling at the last minute.

Vote: All in favor.

Meeting adjourned at 11:22AM.

Respectfully Submitted,

Rusty McLearn, Secretary
Gunstock Area Commission