



November 1, 2019

Dear Member:

Blue Mountain Village Association's (BMVA) looks forward to welcoming you to our 2019 BMVA Annual General Meeting (AGM) on **Saturday, November 23rd, 2019 at 8:30 a.m.**, to be held in the Huron Grand Ballroom room of the Village Conference Centre. The day's agenda will include our AGM, Amending By-law vote and potential Lodging Director Nomination, presentations by Blue Mountain Resorts, and a Panel Session with the Town of the Blue Mountains Mayor and Councilors. We will also co-host a fundraising evening reception for Members featuring **"Taste of Your Town"** with beverages and paired food with Blue Mountain's own Chef Kumar. All proceeds from the evening reception support the Collingwood General & Marine Hospital Foundation and Blue Mountain Village Foundation and there will be a raffle draw to win one of 5 great items. You can view the schedule and register by visiting www.bluemountain.ca/homeatblue. This is a 19+ event.

Please be reminded that you will need to register on-site with BMVA to obtain your voting rights prior to the beginning of the BMVA meeting, which will begin promptly at 8:30 a.m. We request that Members arrive as early as possible to register, enjoy coffee and refreshments and to network with fellow Members starting at 7:15 a.m.

Enclosed with this letter are the second Notice of AGM Meeting, Draft Amending By-law: Appendix 1, Special Resolutions: Appendix 2 & 3 and Proxy Form. The Information Circular, 2018 AGM Minutes and BMVA Annual Report can be viewed online at www.bluemountainvillage.ca/agm2019. Please review prior to the meeting. Please email tward@bluemountainvillage.ca if you would like printed copies in advance. If you cannot attend this meeting, please forward your completed Proxy to the BMVA office by mail, fax (705) 443-5547 or email to tward@bluemountainvillage.ca by 5:00 p.m. **November 21st, 2019.**

The Plunge! Aqua Centre will be available free of charge to members with their 2019 BMVA Member Privilege Program photo identification card on Saturday and Sunday. Fallicious restaurant specials will be available from some Village restaurants all day Saturday.

Your 2020 BMVA Membership Privilege Program photo card validation sticker(s) are also enclosed. Please affix over the year on the back of your card. If you do not have a BMVA MPP photo card, please contact Tina Ward at tward@bluemountainvillage.ca. The BMVA MPP privileges can be viewed online here www.bluemountainvillage.ca/membership/bmvampp.

We look forward to seeing you on the 23rd!

Best regards,

A handwritten signature in black ink, appearing to read "AS", is written over a light blue horizontal line.

Andrew Siegwart
President
Encls

BLUE MOUNTAIN VILLAGE ASSOCIATION

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS AND CLASS MEETINGS OF RESIDENTIAL, LODGING AND COMMERCIAL MEMBERS

TAKE NOTICE that the Annual General Meeting of Members of the **BLUE MOUNTAIN VILLAGE ASSOCIATION** (the "Association") and Separate Class Meetings of Residential, Lodging and Commercial Members will be held in the Huron Grand Ballroom, Village Conference Centre, Blue Mountain, Town of The Blue Mountains, Ontario on November 23, 2019 at 8:30 AM EST for the following purposes:

1. To receive the financial statements of the Corporation for the year ended June 30, 2019 and the report of the auditor thereon;
2. To adopt Amending By-law 2019-1 to permit members in the Owners of Lodging Lots membership class to elect 2 directors to the board, instead of one director by amending Articles 5.1, 5.5.3, and 5.5.4. This bylaw amendment will require approval by Special Resolution of all members, as well as Special Resolution of the Owners of Lodging Lots. See Amending By-law 2019-1 in Appendix I and draft special resolutions in Appendix 2 and 3.
3. To appoint BDO Canada LLP as auditor and authorize the directors to fix the auditor's remuneration;
4. To transact such other business as may properly come before the Meeting.

Each Member is allocated voting units for the purpose of voting in accordance with the General Bylaw of the Association. The number of voting units allocated to each Member is generally based on the amount of fees paid to the Association. Additional voting units are allocated to Intrawest ULC, dba Blue Mountain Resorts LP and Skyline Blue Mountain Village Inc. for certain in-kind consideration provided to the Association. Please contact the Association office if you wish to know the exact number of voting units allocated to you. The number is only relevant if a poll is taken on a vote at the Meeting.

In the event that you are unable to attend the Meeting in person we would strongly encourage you to appoint a proxy to act and vote on your behalf. A form of proxy is enclosed.

Copies of the Information Circular, Minutes of the Annual General Meeting of Members and Separate Class Meetings held on November 3rd, 2018 and the Annual Report, including the audited financial statements of the Association, for the fiscal period ending June 30, 2019, are available online at www.bluemountainvillage.ca/agm2019. The Information Circular contains a report regarding the persons nominated by the Nominating Committee for election to the board of directors by the various classes of Members.

DATED AND EFFECTIVE as of November 1, 2019.
BY ORDER OF THE BOARD OF DIRECTORS

AMENDING BY-LAW 2019-1

A BY-LAW TO AMEND GENERAL BY-LAW OF BLUE MOUNTAIN VILLAGE ASSOCIATION (the "Association")

APPENDIX 1

WHEREAS the Association wishes to amend the General By-law of the Association with respect to number of Directors elected by Owners of Lodging Lots so that the number of Directors elected by Owners of Lodging Lots is 2 instead of 1;

BE IT ENACTED AND IT IS HEREBY ENACTED as Amending By-law 2019-1 of the Association as follows:

1. Article 5.1 be amended to change the number of Directors from 8 to 9, so that Article 5.1 would read as follows (for ease of reference, wording deleted has been struck out and wording added has been underlined):

5.1 **Board of Directors.** The Association shall be managed by a Board consisting of ~~8 Directors~~ 9 Directors. The Directors shall manage, or supervise the management of, the business and affairs of the Association and shall have the authority to exercise all such powers of the Association that are not, by the Corporations Act or by this bylaw, required to be exercised by the Members or officers of the Association.

2. Articles 5.5.3 be amended to read as follows (for ease of reference, wording deleted has been struck out and wording added has been underlined):

5.5.3 Each of the following classes of Members shall be entitled to elect the following Directors in accordance with Section 3.6:

- ~~4-Director~~ 2 Directors, elected by the Owners of Lodging Lots;
- 1 Director, elected by the Owners of Commercial Lots and/or the Commercial Tenants;
- 1 Director, elected by the Owners of Residential Lots;

Each of the above Directors will be elected for a two (2) year term. For greater certainty, all other Directors of the Association shall have a one (1) year term.

3. Article 5.5.4 be amended to change the number of directors from 8 to 9, so that Article 5.5.4 would read as follows (for ease of reference, wording deleted has been struck out and wording added has been underlined):

**DRAFT RESOLUTIONS OF
THE MEMBERS (COLLECTIVELY) OF
BLUE MOUNTAIN VILLAGE ASSOCIATION
(the "Association")**

APPENDIX 2

ADOPTION OF AMENDING BY-LAW 2019-1

WHEREAS the Association wishes to amend the General By-law of the Association with respect to number of Directors elected by Owners of Lodging Lots so that the number of Directors elected by Owners of Lodging Lots is 2 instead of 1;

AND WHEREAS the board of directors of the Association has by resolution approved Amending By-law 2019-1, subject to the following:

- (a) confirmation by at least a two-thirds of the votes cast collectively of members at a meeting of the members of the Association called for such purpose;
- (b) at least a two-thirds of the votes separately cast by the Owners of Lodging Lots membership class at a meeting of the membership class called for such purpose; and
- (c) consent of each of the following membership classes: Blue Mountain Resorts Limited and Skyline Investments Inc. as assignee of Intrawest Corporation (as defined in the By-law).

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT

1. The resolution adopted by the board of directors approving Amending By-law 2019-1 is hereby approved, ratified, and confirmed;
2. Amending By-law 2019-1 in the form circulated to the members is hereby approved;
3. In the event that minor amendments are required to be made to the provisions contained within Amending By-law 2019-1 as set out above, subject to first obtaining advice from legal counsel for the Association, the Chairman of the Board and the Secretary of the Association are hereby authorized to make such minor amendments as may be necessary to Amending By-law 2019-1;
4. The Chairman of the Board and the Secretary of the Association are hereby authorized to sign the said Amending By-law 2019-1 on behalf of the Association and to submit the same to such other governmental authorities as may be necessary for approval.

**DRAFT RESOLUTIONS OF
THE MEMBERS OF
OWNERS OF LODGING LOTS MEMBERSHIP CLASS OF
BLUE MOUNTAIN VILLAGE ASSOCIATION
(the "Association")**

APPENDIX 3

ADOPTION OF AMENDING BY-LAW 2019-1

WHEREAS the Association wishes to amend the General By-law of the Association with respect to number of Directors elected by Owners of Lodging Lots so that the number of Directors elected by Owners of Lodging Lots is 2 instead of 1;

AND WHEREAS the board of directors of the Association has by resolution approved Amending By-law 2019-1, subject to the following:

- (a) confirmation by at least a two-thirds of the votes cast collectively of members at a meeting of the members of the Association called for such purpose;
- (b) at least a two-thirds of the votes separately cast by the Owners of Lodging Lots membership class at a meeting of the membership class called for such purpose; and
- (c) consent of each of the following membership classes: Blue Mountain Resorts Limited and Skyline Investments Inc. as assignee of Intrawest Corporation (as defined in the By-law).

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT

1. The resolution adopted by the board of directors approving Amending By-law 2019-1 is hereby approved, ratified, and confirmed;
2. Amending By-law 2019-1 in the form circulated to the members is hereby approved;
3. In the event that minor amendments are required to be made to the provisions contained within Amending By-law 2019-1 as set out above, subject to first obtaining advice from legal counsel for the Association, the Chairman of the Board and the Secretary of the Association are hereby authorized to make such minor amendments as may be necessary to Amending By-law 2019-1;
4. The Chairman of the Board and the Secretary of the Association are hereby authorized to sign the said Amending By-law 2019-1 on behalf of the Association and to submit the same to such other governmental authorities as may be necessary for approval.

5.5.4 In the event the number of Directors entitled to be elected at any annual meeting of Members is ~~less than 8~~ less than 9 as a result of Blue Mountain and Intrawest being entitled to elect less than a total of 4 Directors pursuant to Section 5.5.1 and 5.5.2, there shall be elected by all of the voting Members at such annual meeting such number of At Large Directors as will result in there being a Board of ~~8 Directors~~ 9 Directors. When more than one At Large Director is to be elected, cumulative voting is not permissible. Any such At Large Director position shall cease at the annual meeting of Members when Blue Mountain or Intrawest regain the right to elect an additional Director pursuant to Section 5.5.1 or 5.5.2

4. The Directors and Officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED this ____ day of _____, 2019 under the seal of the Association

Per: _____
Chairman of the Board:

Per: _____
Secretary:

BLUE MOUNTAIN VILLAGE ASSOCIATION

PROXY

**FOR THE ANNUAL GENERAL MEETING OF MEMBERS AND CLASS
MEETINGS OF RESIDENTIAL, LODGING AND COMMERCIAL MEMBERS
TO BE HELD ON NOVEMBER 23, 2019.**

SOLICITED BY THE BOARD OF DIRECTORS

THE UNDERSIGNED Member of the Blue Mountain Village Association hereby appoints **ANDREW SIEGWART**, or instead of him, _____, as my proxy with power of substitution, to attend and vote for the undersigned at the Annual General Meeting of Members and, if appropriate, at any class meeting of Members to be held on November 23, 2019 and at any adjournment thereof on every poll which may take place there at to the same extent and with the same power as if the undersigned were present at the said meetings or any adjournment thereof.

The undersigned directs that the vote represented by this Proxy be cast as follows: **(and “FOR” each of the following matters if no choice is specified):**

1. **FOR** ☐ or **WITHHOLD VOTE** ☐ the appointment of BDO Canada LLP as auditor and to authorize the Board of Directors to fix its remuneration.
2. **FOR** ☐ or **WITHHOLD VOTE** ☐ To adopt Amending By-law to amend Article 5.1, 5.5.3 and 5.5.4 of BMVA's General Bylaw so that two Directors shall be elected by the Owners of Lodging Lots instead of one Director.
3. **FOR** ☐ or **WITHHOLD VOTE** ☐ the election of the director which the undersigned is entitled to vote for as recommended by the Nominating Committee and set forth in the Information Circular relating to the said meetings.

AND IN THE PROXYHOLDER'S DISCRETION with respect to any amendments to the above matters and such other business as may properly come before the meetings or any adjournment thereof.

AND the undersigned hereby revokes any prior proxy for the Meetings.

DATED THIS _____ day of _____, 2019.

I am a: ☐ Lodging Owner (unit being rented)
☐ Residential Owner (unit not being rented)
☐ Commercial Member (Village business owner)

Signature

Village Property (i.e. Mosaic 100)

Please Print Name

Please see reverse for proxy instructions.

NOTES:

1. Members may vote at the meetings either in person or by proxy. A proxy should be dated and signed by the Member or the Member's attorney authorized in writing or, if the Member is a corporation, by a duly authorized officer. If the proxy is not dated, it will be deemed to bear the date on which it was mailed or faxed to the Association.
2. A Member may vote for the election of a director candidate that has been nominated by Members of the Association and is listed in the Information Circular but is not included in the slate of director candidates recommended by the Nomination Committee of the Board of Directors. This can be done by striking out the words "as recommended by the Nominating Committee" in item 3. of the Proxy and replacing them with the name of the director candidate the Member wishes to vote for.
3. A Member has the right to appoint a person other than the individuals specified in his proxy to represent the Member at the meetings, either by inserting such person's name in the blank provided or by completing another proper form of proxy and, in either case, returning the completed proxy to the Secretary of the Association in time for use at the meeting.
4. If this proxy is executed and delivered in favour of the individuals specified, the vote represented by this proxy will be cast in accordance with specifications made in this proxy **(and, if no specifications are made, FOR the matters referred to herein)** on any ballot that may be called for with respect to the matters referred to herein.

Please return this proxy by 5:00 p.m. November 21st, 2019 to:

BLUE MOUNTAIN VILLAGE ASSOCIATION
796455 Grey Road 19, Unit 2
Blue Mountains, Ontario
L9Y 0N8
Fax (705) 443-5547
tward@bluemountainvillage.ca

Attention: Tina Ward, Membership Coordinator