Risk Factors Comparison 2023-09-28 to 2022-09-28 Form: 10-K

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Our operations and financial results are subject to various risks and uncertainties that could adversely affect our financial position, results of operations and cash flows. The risks described below should carefully be considered together with the other information contained in this report. Risks Related to Our Business Our Epic Coverage program may require us...... attention away from other business matters. We are subject to the risk of prolonged weakness in general economic conditions including adverse effects on the overall travel and leisure related industries. Skiing, travel and tourism are discretionary recreational activities that can entail a relatively high cost of participation and may be adversely affected by economic slowdown or recession. Economic conditions in North America, Europe and parts of the rest of the world, including inflationary pressures, **rising interest rates,** supply chain disruption, **fluctuating commodity pricing,** geopolitical uncertainties, increased labor costs and shortages, increased fuel prices, high unemployment, erosion of consumer confidence, health pandemics ~~(such as the ongoing impact of COVID- 19)~~, sovereign debt issues and financial instability in the global markets, among other factors, could have negative effects on the travel and leisure industry and on our results of operations. As a result of these and other economic uncertainties, we have experienced and may continue to experience ~~in the future, a change~~ **changes** in booking trends including ~~where~~ guest reservations ~~are~~ made much closer to the actual date of stay, a decrease in the length of stay, a decrease in consumer spending and / or a decrease in group bookings. We cannot predict what further impact these uncertainties may continue to have on overall travel and leisure or more specifically, on our guest visitation, guest spending or other related trends and the ultimate impact it will have on our results of operations. Additionally, the actual or perceived fear of weakness in the economy could also lead to decreased spending by our guests. This could be further exacerbated by the fact that we charge some of the highest prices for single day lift tickets and ancillary services in the ski industry; however, we offer pass products, including the Epic Day Pass, that are available at a discount to the single day lift ticket prices. In the event of a decrease in visitation and overall guest spending we may decide we need to offer a higher amount of discounts and incentives than we have historically, which would adversely impact our operating results. Our Resorts also serve as a destination for international guests. To the extent there are material changes in exchange rates relative to the U. S. dollar or travel restrictions in place due to inflation, geopolitical conflicts **, health pandemics** or **other factors** ~~COVID- 19~~, it could impact the volume of international visitation, which could have a significant impact on our operating results. **We** ~~The ongoing COVID- 19 pandemic has had, and~~ may ~~continue to have~~ **be adversely impacted by the effects of high or prolonged inflation and rising interest rates. Inflation increases the cost of goods we purchase and services we buy** , ~~a significant negative~~ **the cost of capital projects and wages and benefits for our workforce. Although we may take measures to mitigate the** impact ~~on the travel and leisure industry generally and~~ **of inflation through pricing actions or cost reduction measures** , ~~as a~~ **if we are not able to offset inflationary costs, our** ~~result~~ **results of** ~~, on our financial condition and~~ operations ~~. The COVID- 19 pandemic has been and continues to be a complex and evolving situation and has resulted in significant disruption and additional risks to our business; the lodging, hospitality, resort and travel industries; and the global economy. We expect the impact of the disruptions resulting from the impact of the COVID- 19 pandemic, including the extent of their adverse impact on global economic activity, the volatility of financial markets, the travel and leisure industry, and our financial and operational results,~~ will ~~continue to be dictated by the length of time such disruptions continue. Although all our properties are currently open, we cannot predict whether future closures would be appropriate or could be mandated. Even once travel advisories and restrictions are modified or cease to be necessary, demand for travel and leisure may remain weak for a significant length of time and we cannot predict if or when our properties will return to pre- outbreak levels of visitation. In particular, future demand for travel and leisure may~~ be negatively impacted ~~by the adverse changes in the perceived or actual economic climate, including higher unemployment rates, declines in income levels~~ and ~~loss of personal wealth from~~ **possibly in a material manner. As a result,** the impact of **high** ~~the COVID- 19 Pandemic While our North American Resorts were operational throughout the 2021 / 2022 ski season, Whistler Blackcomb was disproportionately impacted by COVID- 19 related travel restrictions, which created challenging results for international destination visitation to the resort. Additionally, the significant increase in COVID- 19 cases associated with the Omicron variant during the second quarter Fiscal 2022 negatively impacted our operational results due to staffing challenges~~ and **prolonged inflation could** ~~lower overall skier visitation, consistent with the broader travel and leisure sector at that time. Our Australian Resorts were open for their 2022 winter season, however, there were public health orders in place until July 6, 2022 which required those arriving from outside of the country to undertake a PCR test upon arrival (and incur a negative test result to avoid a mandatory quarantine), which may~~ have ~~impacted early season visitation. We continue to monitor public health orders and regulations that affect or may affect our winter operations for the 2022 / 2023 North American ski season. The COVID- 19 pandemic has had, and may continue to have,~~ a material adverse effect on our business, financial ~~performance and~~ condition, ~~operating~~ **or** results **of operations** ~~, liquidity and cash flows~~ . ~~Given~~ **Inflationary pressures also increase** the **cost of living and cost of travel, which decreases consumers' disposable income and could impact our guests' discretionary spending habits or willingness to visit our Resorts, which could reduce customer demand for the products and services that we offer and negatively impact our financial condition or our results of operations. In addition, the existence of inflation in** ~~uncertainty~~ ---- **certain** ~~around~~ **economies has resulted in,and may continue to result in,rising interest rates.Our business could be adversely impacted by increases in the cost of borrowing from rising interest rates.Rising interest rates increase the borrowing costs on new debt,including debt we may refinance,and could affect the fair value of our investments.** Our Epic Coverage program may require us to provide significant refunds to our pass product holders,which would result in reduced revenue and also exposes us to the risk of customer complaints and negative perception about our pass products. ~~In April 2020,the Company introduced~~ Epic Coverage ~~,which~~ is included with the purchase of all pass products for no additional charge.Epic Coverage offers refunds to pass product holders if certain qualifying personal or Resort closure events occur before or during the ski season,subject to express terms and conditions.Accordingly,to ~~the extent that any of our Resorts need to be closed for all or specified portions of the ski season (including due to COVID- 19),we could be required to provide a significant amount of refunds to our pass product holders,subject to express terms and conditions~~ the extent ~~and timing~~ **that a significant volume** of **qualifying events occur during** the **ski season** ~~potential future spread or mitigation of the COVID- 19 pandemic and around the imposition or relaxation of protective measures~~ , we ~~cannot reasonably estimate the impact on~~ **could be required to provide a significant amount of refunds to** our ~~business~~ **pass product holders** , ~~financial performance~~ **subject to express terms** and ~~condition~~ **conditions** , **which** ~~operating results, liquidity and cash flows. To the extent the COVID- 19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in the Risk Factors presented in this Annual Report on Form 10- K, and our subsequent filings with the SEC. Any future outbreak of any other highly infectious or contagious disease~~ could have a ~~similar~~ **material negative** impact **on our financial performance** and condition.The estimated amount of refunds reduce the amount of pass product revenue recognized by the Company.To estimate the amount of refunds under Epic Coverage,the Company considers ~~(i)~~ historical claims data for personal events ~~,(ii) provincial,state,county~~ and ~~local COVID- 19 regulations and public health orders and (iii)~~ the Company' s operating plans for its Resorts.The Company believes the estimates of refunds are reasonable;however,the program is ~~relatively new~~ **subject to a number of variables** and ~~there continues to be uncertainty~~ **uncertainties** ~~surrounding COVID- 19~~ ,and therefore actual results could vary materially from such estimates,and the Company could be required to refund significantly higher amounts than estimated.Epic Coverage has also resulted in customer complaints and negative perception by customers who believe they are entitled to a refund for events that do not qualify under the express terms and conditions of the program.Any complaints posted by customers on social media **platforms,even if inaccurate,may harm our reputation,and may divert management' s time and attention away from other business matters** . We are vulnerable to unfavorable weather conditions and the impact of natural disasters. Our ability to attract guests to our Resorts is **partly** influenced by weather conditions and by the amount and timing of snowfall during the ski season. Unfavorable weather conditions can adversely affect skier visits and our revenue and profits. Unseasonably warm weather may result in inadequate natural snowfall and reduce skiable terrain, which increases the cost of snowmaking and could render snowmaking, wholly or partially, ineffective in maintaining quality skiing conditions, including in areas which are not accessible by snowmaking equipment. On the other hand, excessive natural snowfall may significantly increase the costs incurred to groom trails and may make it difficult for guests to access our ~~mountain~~ Resorts. Additionally, there is scientific research that emissions of greenhouse gases continue to alter the composition of the global atmosphere in ways that are affecting and are expected to continue affecting the global climate. The effect of climate change, including any impact of global warming, could have a material adverse effect on our results of operations as a result of decreased snowfall, increased weather variability and / or warmer overall temperatures, which ~~would~~ **could** ~~likely~~ adversely affect skier visits and our revenue and profits. ~~For instance, revenues~~ **Revenues** and profits generated from mountain summer activities / sightseeing and golf peak season operations are not nearly sufficient to off- set off-season losses from our other mountain and lodging operations. This impact could be exacerbated by climate change. There can be no assurance that our Resorts will receive seasonal snowfalls near their historical averages. As an example of weather variability, ~~during~~ **throughout** the ~~2017~~ **2022** / ~~2018~~ **2023** North American ski season, ~~we experienced historically low snowfall across~~ **unseasonably warm and extreme cold weather disrupted operating days, impacted demand and increased operating costs at** our ~~western~~ - **eastern** U. S. Resorts ~~for the first half of the ski season~~ , ~~with snowfall in Vail, Beaver Creek~~ and ~~Park City through January 31, 2018~~ **significant snowstorms impacted resort access and our ability to fully open our Resorts in the Tahoe region** at **certain times** ~~the lowest levels recorded in over 30 years while Tahoe was more than 50 % below the 20- year average. Conversely, during the 2018 / 2019 North American ski season, our western U. S. Resorts experienced above- average snowfall while through December 31, 2019 for the 2019 / 2020 North American ski season, our Pacific Northwest Resorts (Whistler Blackcomb and Stevens Pass) experienced the lowest snowfall in over 30 years. During the 2020 / 2021 North American ski season, snowfall levels were well below average at our Colorado, Utah and Tahoe Resorts through the holiday season~~ . Past snowfall levels or consistency of snow conditions can impact sales of pass products or other advanced bookings. Additionally, the early season snow conditions and skier perceptions of early season snow conditions can influence the momentum and success of the overall ski season. Unfavorable weather conditions can adversely affect our Resorts and lodging properties as guests tend to delay or postpone vacations if conditions differ from those that are typical at such Resorts for a given season. Although we have created geographic diversification to help mitigate the impact of weather variability, there is no way for us to predict future weather patterns or the impact that weather patterns may have on our results of operations or visitation. A severe natural disaster, such as a forest fire, may interrupt our operations, damage our properties, reduce the number of guests who visit our Resorts in affected areas and negatively impact our revenue and profitability. Damage to our properties could take a long time to repair and there is no guarantee that we would have adequate insurance to cover the costs of repair and recoup lost profits. Furthermore, such a disaster may interrupt or impede access to our affected properties or require evacuations and may cause visits to our affected properties to decrease for an indefinite period. The ability to attract visitors to our Resorts is also influenced by the aesthetics and natural beauty of the outdoor environment where our Resorts are located. A severe forest fire or other severe impacts from naturally occurring events could negatively impact the natural beauty of our Resorts and have a long- term negative impact on our overall guest visitation as it ~~would~~ **could** take several years for the environment to recover. Leisure travel is particularly susceptible to various factors outside of our control, including terrorism, the uncertainty of military and geopolitical conflicts, the cost and availability of travel options and changing consumer preferences or willingness to travel. Our business is sensitive to the willingness of our guests to travel. **Adverse economic**

conditions, ~~Pandemics~~ **pandemics** , acts of terrorism, political events and developments in military and geopolitical conflicts in areas of the world from which we draw our guests could depress the public' s propensity to travel and cause severe disruptions in both domestic and international air travel and consumer discretionary spending, which could reduce the number of visitors to our Resorts and have an adverse effect on our results of operations. Many of our guests travel by air and the impact of higher prices for commercial airline services, availability of air services and willingness of guests to travel by air could cause a decrease in visitation by Destination guests to our Resorts. **Visitation may also decrease if widespread airline or airport disruptions or flight cancellations occur.** A significant portion of our guests also travel by vehicle and higher gasoline prices or willingness of guests to travel generally due to safety or traffic concerns could cause a decrease in visitation by guests who would typically drive to our Resorts. Higher cost of travel may also affect the amount that guests are willing to spend at our Resorts and could negatively impact our revenue particularly for lodging, ski school, dining and retail / rental. **In addition** ~~The ongoing Russian invasion of Ukraine and its resulting impacts~~ , ~~including~~ **economic volatility and uncertainty,** supply chain disruptions, increased fuel prices ~~, international sanctions~~ and **increases to cost of travel (** ~~other measures that have been imposed,~~ as **a** ~~well as resulting~~ --- **result** ~~economic volatility and uncertainty, have increased the cost~~ of ~~travel, which~~ **geopolitical factors or otherwise)** may adversely affect our business **and results of operations** . Additionally, our success depends on our ability to attract visitors to our Resorts. Changes in consumer tastes and preferences, particularly those affecting the popularity of skiing and snowboarding, and other social and demographic trends could adversely affect the number of skier visits during a ski season. A significant decline in skier visits compared to historical levels would have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows. **Pandemics and public health emergencies could materially disrupt our business and negatively impact our results of operations, cash flows and financial condition. Pandemics and public health emergencies, such as the COVID- 19 pandemic, may impact our results of operations, cash flows and financial condition in ways that are uncertain, unpredictable and outside of our control. The extent of the impact of such an event depends on the severity and duration of the public health emergency or pandemic, as well as the nature and duration of federal, state and local laws, orders, rules, emergency temporary standards, regulations and mandates, together with protocols and contractual requirements implemented by our customers, that may be enacted or newly enforced in response. Additionally, our ability to provide our services during such an event may be dependent on the governmental or societal responses to these circumstances in the markets in which we operate. A pandemic or public health emergency is likely to heighten and exacerbate the risks described herein. We experienced many of these risks in connection with the COVID- 19 pandemic. Any resurgence of infection rates or the spread of new variants or viruses could adversely affect our revenue, results of operations and cash flows.** Cyberattacks or other interruptions to or disruption of our information technology systems and services could disrupt our business. Our business relies on the continuous operation of information technology systems and services. Despite our efforts, our information networks and systems are vulnerable to service interruptions or to security breaches from inadvertent or intentional actions by our employees or vendors, natural disasters, system or equipment malfunctions, power outages, computer viruses or intentional attacks by malicious third parties, which could persist undetected for an extended period of time. Any interruption to these systems and services could adversely impact our business, including lost revenue, customer claims, damage to reputation, litigation, and / or denial or interruption to our processing of transactions and / or the services we provide to customers. We also provide information to third party service providers and rely on third party service providers for the provision of information technology services. There is a risk that the information held by third parties could be disclosed, otherwise compromised, or disrupted. We carry insurance for many of these adverse events, including cyber security insurance, but our insurance coverage may not always be sufficient to meet all of our liabilities **or our losses** . There has been a rise in the number of sophisticated cyberattacks on network and information systems, including ransomware attacks that prevent the target from accessing its own data and / or systems until a ransom is paid. As a result, the risks associated with such an event continue to increase. We have experienced cybersecurity threats and incidents, none of which ~~has~~ **have** been material ~~to us to date~~ . We have taken, and continue to take, steps to address these concerns by implementing security and internal controls. However, there can be no assurance that a system interruption, security breach or unauthorized access will not occur. Cyber threats and attacks are constantly evolving and becoming more sophisticated, which increases the difficulty and cost of detecting and defending against them. Cyber threats and attacks can have cascading impacts across networks, systems and operations. Any such interruption, breach or unauthorized access to our network or systems, or the networks or systems of our vendors, could adversely affect our business operations and result in the loss of critical or sensitive confidential information or intellectual property, as well as impact our ability to meet regulatory or compliance obligations, and could result in financial, legal, business and reputational harm to us. These events also could result in large expenditures to repair or replace the damaged properties, products, services, networks or information systems to protect them from similar events in the future. Failure to maintain the integrity and security of our internal, employee or guest data could result in damages to our reputation and subject us to costs, fines or lawsuits. Our business relies on the use of large volumes of data. We collect and retain guest data, including credit card numbers and other sensitive personal information, for various business purposes, such as processing transactions, marketing and other promotional purposes. We also maintain personal information about our employees. We could make faulty decisions if data is inaccurate or incomplete. Maintaining the integrity and security of data can be costly and is critical to our business, and our guests and employees have a high expectation that we will adequately protect their personal information. A significant theft, loss, loss of access to, or fraudulent use of customer, employee, or company data held by us or our service providers could adversely impact our reputation, and could result in significant remedial and other expenses, fines, and / or litigation. Our business is highly seasonal. Our mountain and lodging operations are highly seasonal in nature. Peak operating season for our North American **and European** Resorts is from ~~late November~~ **mid- December** to mid- April, and accordingly, revenue and profits from our mountain and most of our lodging operations are substantially lower and historically result in losses from late spring to late fall. Conversely, peak operating seasons for our Australian Resorts, GTLC and Flagg Ranch, mountain summer activities (including our Epic Discovery program), sightseeing and our golf courses generally occur from June to the end of September. Revenue and profits generated by our Australian Resorts, GTLC and Flagg Ranch, mountain summer activities / sightseeing and golf peak season operations are not nearly sufficient to fully offset our off- season losses from our other mountain and lodging operations. For Fiscal ~~2022~~ **2023** , approximately ~~83~~ **81** % of total combined Mountain and Lodging segment net revenue (excluding Lodging segment revenue associated with reimbursement of payroll costs) was earned during our second and third fiscal quarters. This seasonality is partially mitigated by the sale of pass products (which for Fiscal ~~2022~~ **2023** accounted for approximately 61 % of the total lift revenue) predominately occurring during the period prior to the start of the ski season as the cash from those sales is collected in advance and revenue is primarily recognized in the second and third fiscal quarters. In addition, the timing of major holidays and school breaks can impact vacation patterns and therefore visitation at our destination mountain Resorts and regional ski areas. If we were to experience an adverse event or realize a significant deterioration in our operating results during our peak periods (our fiscal second and third quarters) we would be unable to fully recover any significant declines **in such fiscal year** due to the seasonality of our business ~~(for example, the outbreak of the COVID- 19 pandemic which has resulted in Resort closures)~~ . ~~See " Risks Related to Our Business — The ongoing COVID- 19 pandemic has had, and may continue to have, a significant negative impact on the travel and leisure industry generally and, as a result, on our financial condition and operations. "~~ Operating results for any **quarter** ~~three- month period~~ are not necessarily indicative of the results that may be achieved for any subsequent quarter or for a full fiscal year (see Notes to Consolidated Financial Statements). We face significant competition. The ski resort and lodging industries are highly competitive. There are approximately ~~755~~ **760** ski areas in North America, including approximately ~~470~~ **480** in the U. S. that serve local and destination guests, and these ski areas can be more or less impacted by weather conditions based on their location and snowmaking capabilities. The factors that we believe are important to customers include: • proximity to population centers; • availability and cost of transportation to ski areas; • availability and quality of lodging options **and other amenities** in resort areas; • ease of travel to ski areas (including direct flights by major airlines); • pricing of lift tickets and / or pass products; • the magnitude, quality and price of related ancillary services (ski school, dining and retail / rental) ~~, amenities and lodging~~ ; • **quality of** snowmaking ~~facilities~~ ; • type and quality of skiing and snowboarding offered; • duration of the ski season; • weather conditions; and • reputation. There are many competing options for our guests, including other major resorts in Colorado, Utah, California, Nevada, the Pacific Northwest, Northeast ~~,~~ **and** Southwest **United States,** and British Columbia, Canada **, Australia** , Switzerland, and other major destination ski areas worldwide. Our guests can choose from any of these alternatives, as well as non- skiing vacation options and destinations around the world. In addition, other forms of leisure such as sporting events and participation in other competing indoor and outdoor recreational activities are available to potential guests. **Our retail / rental business competes with numerous other national, regional, local and online retail and rental businesses.** RockResorts hotels, our other hotels and our property management business compete with numerous other hotel and property management companies ~~that~~ **. Each of these competing businesses** may have greater financial resources than we do and they may be able to adapt more quickly to changes in customer requirements or devote greater resources to promotion of their offerings than us **. Additionally these competing businesses may offer locations, pricing or other factors that appeal to potential customers** . The high fixed cost structure of mountain resort operations can result in significantly lower margins if revenues decline. The cost structure of our mountain Resort operations has a significant fixed component with variable expenses including, but not limited to, land use permit or lease fees and other resort related fees ~~;~~ **,** credit card fees ~~;~~ **,** retail / rental cost of sales ~~;~~ **,** labor ~~;~~ **,** and resort, dining and ski school operations. Any material declines in the economy, elevated geopolitical uncertainties and / or significant changes in historical snowfall patterns, as well as other risk factors discussed herein, could adversely affect revenue. ~~See " Risks Related to Our Business — The ongoing COVID- 19 pandemic has had, and could continue to have, a significant negative impact on our financial condition and operations. Further, the spread of COVID- 19 has caused severe disruptions in the U. S. and global economies and financial markets and could potentially create widespread business continuity issues of an as yet unknown magnitude and duration. Any future outbreak of any COVID- 19 variant or other highly infectious or contagious disease could have a similar impact. "~~ As such, our margins, profits and cash flows may be materially reduced due to declines in revenue given our relatively high fixed cost structure. In addition, inflation has accelerated in the U. S. and globally due in part to global supply chain issues, the Ukraine- Russia war, a rise in energy prices ~~,~~ and strong consumer demand ~~, as economies continue to reopen from restrictions related to the COVID- 19 pandemic~~ . Increases in expenses as a result of this inflationary environment and other economic factors may adversely impact wages and other labor costs, energy, healthcare, insurance, transportation and fuel, cost of goods, property taxes, minimum lease payments and other expenses and operating costs included in our fixed cost structure, which may also reduce our margin, profits and cash flows. We may not be able to fund resort capital expenditures. We regularly expend capital to construct, maintain and renovate our mountain Resorts and properties in order to remain competitive, maintain the value and brand standards of our mountain Resorts and properties and comply with applicable laws and regulations. We cannot always predict where capital will need to be expended in a given fiscal year and capital expenditures can increase due to circumstances beyond our control. We currently anticipate that we will spend approximately $ ~~323~~ **204** million to $ ~~333~~ **209** million on capital projects in calendar year ~~2022~~ **2023** . Our ability to fund capital expenditures will depend on our ability to generate sufficient cash flow from operations and / or to borrow from third parties in the debt **market** or **raise additional capital in the** equity ~~markets~~ - **market** . We cannot provide assurances that our operations will be able to generate sufficient cash flow to fund such capital expenditures, or that we will be able to obtain sufficient ~~financing~~ **capital from other sources** on adequate terms, or at all, especially considering rising interest rates. Our ability to generate cash flow and to obtain third- party financing will depend upon many factors, including: • our future operating performance; • general economic conditions, including interest rates, and economic conditions affecting the resort industry, the ski industry and the capital markets; • competition; and • legislative and regulatory matters affecting our operations and business; Any inability to generate sufficient cash flows from operations or to obtain adequate third- party financing could cause us to delay or abandon certain projects and / or plans. A disruption in our water supply would impact our snowmaking capabilities and operations. Our operations are heavily dependent upon our access to adequate supplies of water for snowmaking and to otherwise conduct our operations. Our mountain Resorts are subject to federal, state, provincial and local laws and regulations relating to water rights. Changes in these laws and regulations may adversely affect our operations. In addition, a severe and prolonged drought may adversely affect our water supply and increase the cost of snowmaking. A significant change in law or policy, impact from climate change or any other interference with our access to adequate supplies of water to support our current operations or an expansion of our operations would have a material adverse effect on our business, prospects, financial position, results of operations and cash flows. We rely on various government permits and landlord approvals at our U. S. resorts. Our U. S. Resort operations require permits and approvals from certain federal, state and local authorities, including the Forest Service, U. S. Army Corps of Engineers, the States of Vermont, New Hampshire and Pennsylvania and the NPS. Virtually all of our ski trails and related activities, including our summer activities, at Vail Mountain, Breckenridge, Keystone, Crested Butte, Stevens Pass, Heavenly, Kirkwood, Mount Snow, Wildcat, a majority of Beaver Creek and portions of Attitash are located on National Forest land. The Forest Service has granted us permits to use these lands, but maintains the right to review and approve many operational matters, as well as the location, design and construction of improvements in these areas. The expiration dates for our permits are set forth in the Business section of this Form 10- K under the heading " Contracts with Governmental Authorities for Resort Operations ". The Forest Service can terminate or amend these permits if, in its opinion, such termination is required in the public interest. A termination or amendment of any of our permits could have a materially adverse effect on our business and operations. In order to undertake improvements and new development, we must apply for permits and other approvals. These efforts, if unsuccessful, could impact our expansion efforts. Furthermore, Congress may materially increase the fees we pay to the Forest Service for use of these National Forest lands. Stowe and Okemo are partially located on land we lease from the State of Vermont, Mount Sunapee is located on land we lease from the State of New Hampshire and Laurel Mountain is located on land we lease from the State of Pennsylvania. We are required to seek approval from such states for certain developments and improvements made to the resort. Certain other resorts are operated on land under long **-** term leases with third parties. For example, operations at our Northstar, Park City and Mad River Mountain Resorts are conducted pursuant to long- term leases with third parties who require us to operate the Resorts in accordance with the terms of the leases and seek certain approvals from the respective landlords for improvements made to the Resorts. The initial lease term for Northstar with affiliates of EPR Properties expires in January 2027 and allows for three 10- year renewal options. We entered into a transaction agreement, master lease agreement and ancillary transaction documents with affiliate companies of Talisker Corporation (" Talisker "), and the initial lease term for our Park City resort with Talisker expires in May 2063 ~~with~~ **. Following the initial lease term expiration, we have** six 50- year renewal options. Additionally, GTLC and Flagg Ranch operate under concession agreements with the NPS that expire on December 31, 2023 **(which we currently expect will be extended in the fall of 2023 for an additional year through December 31, 2024 due to the time needed for solicitation, preparation, review and award of a new contract)** and October 31, 2028, respectively. There is no guarantee that at the end of the lease / license or agreements under which we operate our Resorts we will renew or, if desired, be able to negotiate new terms that are favorable to us. Additionally, our Resorts that operate on privately- owned land are subject to local land use regulation and oversight by county and / or town governments, and we may not be able to obtain the requisite approvals needed for resort improvements or expansions. Failure to comply with the provisions, obligations and terms (including renewal requirements and deadlines) of our material permits and leases could adversely impact our operating results. We rely on foreign government leases and landlord approvals, and are subject to certain related laws and regulations, at our international resorts. Our international Resort operations require permits and approvals from certain foreign authorities, including the (i) Province of British Columbia, (ii) the New South Wales and Victoria, Australia governments and (iii) the DDPS, the municipality of Tujetsch and the FOT in Switzerland. Our operations at Whistler Blackcomb are located on Crown Land within the traditional territory of the Squamish and Lil' wat Nations, and the operations and future development of both Whistler Mountain and Blackcomb Mountain are governed by Master Development Agreements, which expire on February 23, 2077. We have a lease and a license for Perisher within the Kosciusko National Park which expires in June 2048, with an option to renew for an additional period of 20 years. Perisher relies on a suite of planning approvals (and existing use rights) granted under the Australian EPA Act to operate the resort. Strategic planning documents have been adopted to provide a framework for the assessment and approval of future development at the resort. Perisher also holds a number of environmental approvals to regulate its operations, including an environment protection license and a suite of dangerous goods licenses related to the storage of diesel, heating oil and propane in storage tanks across the resort. Each of Falls Creek and a majority of Hotham is located in the Alpine National Park in Victoria, Australia that is permanently reserved under the Crown Land Act and subject to the ARM Act. The ARM Act established the Falls Creek RMB and the Hotham RMB, which is responsible for the management and collection of fees from Falls Creek and Hotham, respectively, and the ARM Regulations give each of the Falls Creek RMB and the Hotham RMB certain discretion over the operations of Falls Creek and Hotham, respectively, including the authority to (i) declare the snow season, (ii) temporarily close the applicable resort if entry would be a significant danger to public safety and (iii) determine which portions of the applicable resort are open to the public and the activities that are permitted on those portions of such resort. Portions of our operations at Andermatt- Sedrun are located on land owned by (i) the DDPS and subject to two leasehold agreements with ASA, each with a term of 50 years expiring on April 10, 2067 and March 13, 2068; and (ii) the municipality of Tujetsch by means of a personal easement agreement which expires on October 12, 2032 with an option to apply for renewal. We also hold a passenger transport concessions from the FOT, for a total of 12 cableway installations by means of a plan approval dated May 3, 2014. Each passenger transport concession has a separate expiration date between 2026 and 2042, and we will then be able to apply for an extension or new concession. There is no guarantee that at the end of the initial lease / license or agreements under which we operate our Resorts we will renew or, if desired, be able to negotiate new terms that are favorable to us. Failure to comply with the provisions, obligations and terms (including renewal requirements and deadlines) of our material permits and leases could adversely impact our operating results. We are subject to extensive environmental and health and safety laws and regulations in the ordinary course of business. Our operations are subject to a variety of federal, state, local and foreign environmental laws and regulations including those relating to air emissions, discharges to water, storage, treatment and disposal of wastes and other liquids, land use, remediation of contaminated sites, protection of natural resources such as wetlands and sustainable visitor or tourist use and enjoyment. For example, future expansions of certain of our mountain facilities must comply with applicable forest plans approved under the National Forest Management Act, federal, state and foreign wildlife protection laws or local zoning requirements, and in Vermont, our operations must comply with Act 250, which regulates the impacts of development to, among other things, waterways, air, wildlife and earth resources, and any projects must be completed pursuant to a Master Plan. In addition, most projects to improve, upgrade or expand our ski areas are subject to environmental review under the NEPA, FRPA, Act 250, the CEQA, the Australian NPW Act, the Australian EPA Act or the Australian EP Act, as applicable. Our ski area improvement proposals may not be approved or may be approved with modifications that substantially increase the cost or decrease the desirability of implementing the project. From time to time our operations are subject to inspections by environmental regulators or other regulatory agencies. We are also subject to worker health and safety requirements as well as various state and local public health laws, rules, regulations and orders ~~related to COVID- 19, including vaccination, mask and social distancing requirements~~ . We believe our operations are in substantial compliance with applicable material environmental, health and safety requirements. However, our efforts to comply do not eliminate the risk that we may be held liable, incur fines or be subject to claims for damages, and that the amount of any liability, fines, damages or remediation costs may be material for, among other things, the presence or release of regulated materials at, on or emanating from properties we now or formerly owned or operated, newly discovered environmental impacts or contamination at or from any of our properties, or changes in environmental laws and regulations or their enforcement. Changes in security and privacy laws and regulations could increase our operating costs, increase our exposure to fines and litigation, and adversely affect our ability to market our products, properties and services effectively. The information, security and privacy requirements imposed by applicable laws and governmental regulation and the payment card industry are increasingly demanding in the U. S. and other jurisdictions where we operate. Maintaining compliance with applicable security and privacy regulations may increase our operating costs or our exposure to potential fines and litigation in connection with the enforcement of such regulations, **particularly in light of the launch of our new My Epic App,** or otherwise impact our ability to market our products, properties and services to our guests **. In addition, any failure to maintain compliance with such regulations may cause us to incur significant penalties and generate negative publicity, require us to change our business practices, increase our costs and adversely affect our business** . Any future changes or restrictions in U. S. or international privacy laws could also adversely affect our operations, including our ability to transfer guest data. Changes in U. S. or international law affecting marketing, solicitation or privacy, could adversely affect our marketing activities and force changes in our marketing strategy or increase the costs of marketing. If access to lists of potential customers from travel service providers or other companies with whom we have relationships was prohibited or otherwise restricted, our ability to develop new customers and introduce them to our products could be impaired. We rely on information technology to operate our businesses and maintain our competitiveness, and any failure to adapt to technological developments or industry trends could harm our business or competitive position. We depend on the use of sophisticated information technology and systems for central reservations, point of sale, marketing, customer relationship management and communication, procurement, maintaining the privacy of guest and employee data, administration and technologies we make available to our guests. We must continuously improve and upgrade our systems and infrastructure to offer enhanced products, services, features and functionality, while maintaining the reliability and integrity of our systems, network security and infrastructure. ~~We~~ **Particularly in light of the launch of our new My Epic App, we** may not be able to maintain our existing systems or replace or introduce new technologies and systems as quickly as we would like or in a cost- effective manner, which may keep us from achieving the desired results in a timely manner, to the extent anticipated, or at all. Also, we may be unable to devote adequate financial resources to new technologies and systems in the future. If any of these events occur, our business and financial performance could suffer. We may not be able to hire, train, reward and retain adequate team members and determine and maintain adequate staffing, including our seasonal workforce, which may impact labor costs and our ability to achieve our operating, growth and financial objectives. Our long- term growth and profitability depend partially on our ability to recruit and retain high- quality employees to work in and manage our Resorts. Adequate staffing and retention of qualified employees is a critical factor affecting our guests' experiences in our Resorts. In addition, our mountain and lodging operations are highly dependent on a large seasonal workforce. Maintaining adequate staffing is complicated and unpredictable ~~due to the impacts of the COVID- 19 pandemic and the constrained labor market. For example, in December 2021 and January 2022, daily exclusions of COVID- symptomatic employees reduced our total workforce and significantly increased volatility in our staffing levels, resulting in the temporary closure of some ski lifts and dining facilities at certain Resorts~~ . The market for the most qualified talent continues to be highly competitive and we must provide competitive wages, benefits and workplace conditions to attract and retain the most qualified employees, particularly during a time when we have seen significant wage inflation in the market for employees. In addition, in many communities, the supply of resort- area housing is constrained due to market conditions, making it difficult for our employees to obtain available, affordable housing. Further, zoning regulations, protracted approval processes and local anti- development sentiment can prevent or substantially delay new housing projects that we or other parties may pursue to meet the demand for new affordable housing stock. Changes in immigration laws could also impact our workforce because we typically recruit and hire foreign nationals as part of our seasonal workforce. ~~For example, due in part to certain federal vaccination requirements for foreign workers and embassy closures as a result of COVID- 19, we were unable to hire the~~

~~number of foreign workers we anticipated for the 2021 / 2022 season.~~ A shortage of international workers, failure to adequately recruit and retain new domestic employees, higher than expected attrition levels, or increased wages all could affect our ability to open and operate parts of our Resorts, deliver guest service at traditional margins or achieve our labor cost objectives. We are also subject to various federal, state and foreign laws governing matters such as minimum wage requirements, sick leave pay, overtime compensation and other working conditions, work authorization requirements, discrimination and family and medical leave. Cost of labor and labor- related benefits are primary components in the cost of our operations. Labor shortages, affordable employee housing shortages, increased employee turnover and health care mandates can increase our labor costs. We are subject to mandated minimum wage rates and **we** also experience market- driven pressures to pay wages even higher than mandated minimum wages. This can result in increases not only to the wages of our minimum wage employees but also to the wages paid to employees at wage rates that are above the minimum wage. During Fiscal ~~2021~~ **2023** , we ~~implemented~~ **increased our** minimum wage ~~increases across many of our Resorts, and in January 2022 we announced a new end of season bonus program of \$ 2 per hour~~ for ~~all hours worked by qualifying employees during the applicable time period. For the 2022 / 2023~~ North American **employees** ~~ski season, we will be increasing our minimum wage~~ to $ 20 per hour and announced a substantial investment in our human resource department to support **more** ~~our effort to return to normal~~ **normalized** staffing ~~levels. The increase in wages and a return to normal staffing is expected to result in an~~ **and operations at our Resorts** ~~approximately \$ 175 million increase in expected labor expense in Fiscal 2023 compared to Fiscal 2022~~ . From time to time, we have experienced non- union employees attempting to unionize. While only a very small portion of our employees are unionized at present, we may experience additional union activity in the future, which could lead to disruptions in our business, increases in our operating costs and / or constraints on our operating flexibility. These potential labor impacts could adversely impact our results of operations. For additional details, see " Business — Human Capital Management. " We have recently acquired **Andermatt- Sedrun** ~~the Seven Springs Resorts~~ , which ~~were~~ **was** not subject to rules and regulations promulgated under the Sarbanes- Oxley Act of 2002, as amended (" Sarbanes- Oxley"), and ~~they~~ may therefore lack the internal controls that would be required of a U. S. public company, which could ultimately affect our ability to ensure compliance with the requirements of Section 404 of Sarbanes- Oxley. We have recently acquired **Andermatt- Sedrun** ~~the Seven Springs Resorts~~ , which ~~were~~ **was** not previously subject to the rules and regulations promulgated under Sarbanes- Oxley and accordingly ~~were~~ **was** not required to establish and maintain an internal control infrastructure meeting the standards promulgated under Sarbanes- Oxley. Our assessment of and conclusion on the effectiveness of our internal control over financial reporting as of July 31, ~~2022~~ **2023** did not include certain elements of the internal controls of **Andermatt- Sedrun** ~~the Seven Springs Resorts~~ , which ~~were~~ **was** acquired on ~~December 31~~ **August 3** , ~~2021~~ **2022** . Although our management will continue to review and evaluate the effectiveness of our internal controls in light of this acquisition, we cannot provide any assurances that there will be no significant deficiencies or material weaknesses in our internal control over financial reporting. Any significant deficiencies or material weaknesses in the internal control structure of our acquired businesses may cause significant deficiencies or material weaknesses in our internal control over financial reporting, which could have a material adverse effect on our business and our ability to comply with Section 404 of Sarbanes- Oxley. Our business depends on the quality and reputation of our brands, and any deterioration in the quality or reputation of these brands, including as a result of misappropriation of our intellectual property or the risk of accidents occurring at our mountain resorts or competing mountain resorts, may reduce visitation and negatively impact our operations. A negative public image or other adverse events could affect the reputation of one or more of our mountain Resorts, other destination resorts, hotel properties and other businesses or more generally impact the reputation of our brands. Any resulting harm on our business may be immediate without affording us an opportunity for redress or correction. Our ability to attract and retain guests depends, in part, upon the external perceptions of the Company, the quality and safety of our Resorts, services and activities, including summer activities, and our corporate and management integrity. While we maintain and promote an on- mountain safety program, there are inherent risks associated with our Resort activities. From time to time in the past, accidents and other injuries have occurred on Resort property. An accident or an injury at any of our Resorts or at resorts operated by competitors, particularly an accident or injury involving the safety of guests and employees that receives media attention, could negatively impact our brand or reputation, cause loss of consumer confidence in us, reduce visitation at our Resorts, and negatively impact our results of operations. The considerable expansion in the use of social media over recent years has compounded the impact of negative publicity. Information posted on social media platforms at any time may be adverse to our interests or may be inaccurate, each of which may harm our reputation or business. If the reputation or perceived quality of our brands declines, our market share, reputation, business, financial condition or results of operations could be adversely impacted. Additionally, our intellectual property, including our trademarks, domain names and other proprietary rights, constitutes a significant part of our value. Any misappropriation, infringement or violation of our intellectual property rights could also diminish the value of our brands and their market acceptance, competitive advantages or goodwill, which could adversely affect our business **. Increased scrutiny and changing expectations from investors, consumers, employees, regulators, and others regarding our environmental, social and governance practices and reporting could cause us to incur additional costs, devote additional resources and expose us to additional risks, which could adversely impact our reputation, customer attraction, access to capital and employee recruitment and retention. Companies across all industries are facing increasing scrutiny related to their environmental, social and governance (" ESG ") practices and reporting. Investors, consumers, employees and other stakeholders have focused increasingly on ESG practices and have placed increasing importance on the implications and social cost of their investments, purchases and other interactions with companies. In 2017, we launched an ambitious Commitment to Zero pledge to have a zero net operating footprint by 2030, which includes commitments to (i) achieving zero net emissions, (ii) zero waste to landfill, and (iii) zero net operating impact to forests. Additionally, we were awarded the National Ski Area Association' s Golden Eagle Climate Change award at their 2023 annual conference; however we may not be able to sustain such recognition for our ESG efforts. If our ESG practices do not**

meet investor, consumer or employee expectations related to our Commitment to Zero or any other ESG initiative, which continue to evolve, or if we do not maintain recognition for our ESG efforts, our brand, reputation and customer retention may be negatively impacted. Our ability to achieve any ESG objective is subject to numerous risks, many of which are outside of our control. Examples of such risks include: • the evolving regulatory requirements affecting ESG practices; • the availability of suppliers that can meet sustainability, diversity and other ESG standards that we may set; and • our ability to recruit, develop and retain diverse talent in our labor markets. If we fail, or are perceived to be failing, to meet the standards included in any sustainability disclosure (including our Commitment to Zero pledge included in our annual EpicPromise Progress Report) or the expectations of our various stakeholders, it could negatively impact our reputation, customer attraction and retention, access to capital, and employee retention. In addition, new sustainability rules and regulations have been adopted and may continue to be introduced. Our failure to comply with any applicable rules or regulations could lead to penalties and adversely impact our reputation, customer attraction and retention, access to capital, and employee retention . Our acquisitions might not be successful. In recent years, we have completed numerous acquisitions and may continue to acquire certain mountain resorts, hotel properties and other businesses complementary to our own, as well as developable land in proximity to our Resorts. Acquisitions are complex to evaluate, execute and integrate. We cannot ensure that we will be able to accurately evaluate or successfully integrate and manage acquired mountain resorts, properties and businesses and increase our profits from these operations. We continually evaluate potential acquisitions both domestically and internationally and intend to actively pursue acquisition opportunities, some of which could be significant. As a result, we face various risks from acquisitions, including our recent acquisitions of the Seven Springs Resorts and Andermatt- Sedrun, some of which include: • our evaluation of the synergies and / or long- term benefits of an acquired business; • our inability to integrate acquired businesses into our operations as planned; • diversion of our management' s attention; • increased expenditures (including legal, accounting and due diligence expenses, higher administrative costs to support the acquired entities, information technology, personnel and other integration expenses); • potential increased debt leverage; • potential issuance of dilutive equity securities; • litigation arising from acquisition activity; • potential impairment of goodwill, intangible or tangible assets; • additional risks with respect to current and potential international operations, including by unique laws, regulations and business practices of foreign jurisdictions; and • unanticipated problems or liabilities. In addition, we run the risk that any new acquisitions may fail to perform in accordance with expectations, and that estimates of the costs of improvements and integration for such properties may prove inaccurate. We are subject to additional risks with respect to our current and potential international operations and properties. As a result of ~~the~~ **our** acquisitions of Whistler Blackcomb in Canada, Perisher, Hotham and Falls Creek in Australia, and Andermatt- Sedrun in Switzerland, and potential future international acquisitions, we have and may continue to increase our operations outside of the United States. We are accordingly subject to a number of risks relating to doing business internationally. We also intend to consider strategic growth opportunities for our portfolio globally through acquisitions in attractive international markets to service demonstrable demand where we believe the anticipated risk- adjusted returns are consistent with our investment objectives. Our international operations and properties and in particular our newly acquired European properties (following the Andermatt- Sedrun acquisition), could be affected by factors peculiar to the laws, regulations and business practices of those jurisdictions. These laws, regulations and business practices expose us to risks that are different than or in addition to those commonly found in the United States. Risks relating to our international operations and properties include: • changing governmental rules and policies, including changes in land use and zoning laws; • enactment of laws relating to international ownership and laws restricting the ability to remove profits earned from activities within a particular country to a person' s or company' s country of origin; • changes in laws or policies governing foreign trade or investment and use of foreign operations or workers, and any negative sentiments towards multinational companies as a result of any such changes to laws, regulations or policies or due to trends such as political populism and economic nationalism; • variations in currency exchange rates and the imposition of currency controls; • adverse market conditions caused by terrorism, civil unrest, natural disasters, infectious disease and changes in international, national or local governmental or economic conditions; • business disruptions arising from public health crises and outbreaks of communicable diseases, including the recent coronavirus outbreak; • the willingness of U. S. or international lenders to make loans in certain countries and changes in the availability, cost and terms of secured and unsecured debt resulting from varying governmental economic policies; • the imposition of unique tax structures and changes in tax rates and other operating expenses in particular countries, including the potential imposition of adverse or confiscatory taxes; • the potential imposition of restrictions on currency conversions or the transfer of funds; • general political and economic instability; • compliance with international laws and regulations (including anti- corruption regulations, such as the U. S. Foreign Corrupt Practices Act); • data security, including requirements that local customer data be stored locally and not transferred to other jurisdictions; and • our limited experience and expertise in foreign countries, particularly European countries, relative to our experience and expertise in the United States; If any of the foregoing risks were to materialize, they could materially and adversely affect us. ~~We may be adversely impacted by the effects of high or prolonged inflation. Inflation increases the cost of goods we purchase and services we buy, the cost of capital projects and wages and benefits for our workforce. Although we may take measures to mitigate the impact of inflation through pricing actions or cost reduction measures, if we are not able to offset inflationary costs, our results of operations will be negatively impacted and possibly in a material manner. As a result, the impact of high and prolonged inflation could have a material adverse effect on our business, financial condition, or results of operations. Inflationary pressures also increase the cost of living and cost of travel, which decreases consumers' disposable income and could impact our guests' discretionary spending habits or willingness to visit our Resorts, which could reduce customer demand for the products and services that we offer and negatively impact our revenues and operating cash flow.~~ Exchange rate fluctuations could result in significant foreign currency gains and losses and affect our business results. We are exposed to currency translation risk because the local currency utilized in the operations of Whistler

Blackcomb, Perisher, Hotham, Falls Creek and Andermatt- Sedrun are different than our functional currency, the U. S. dollar. As a result, changes in foreign exchange rates, in particular between the Canadian dollar, Australian dollar, Swiss franc and the U. S. dollar, affect the amounts we record for our foreign assets, liabilities, revenues and expenses, and could have a negative effect on our financial results. We currently do not enter into hedging arrangements to minimize the impact of foreign currency fluctuations. We expect that our exposure to foreign currency exchange rate fluctuations will increase as our international operations grow and if we acquire additional international resorts. We are subject to tax laws and regulations in multiple jurisdictions, and changes to those laws and regulations or interpretations thereof or adverse determinations by tax authorities may adversely affect us. We are subject to income and other taxes in the United States and in multiple foreign jurisdictions. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation. We are also subject to the examination of tax returns and other tax matters by the Internal Revenue Service (" IRS ") and other tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our financial condition, operating results and cash flows could be adversely affected. Risks Relating to Ownership of our Common Stock We cannot provide assurance that we will pay dividends, or if paid, that dividend payments will be consistent with historical levels. We have generally paid quarterly dividends since fiscal 2011 **(with the exception of several quarters in Fiscal 2020 and Fiscal 2021 to maintain short- term liquidity in response to the COVID- 19 pandemic)** , which are funded through cash flow from operations, available cash on hand and borrowings under our Credit Facilities. The declaration of dividends is subject to the discretion of our Board of Directors, and is limited by applicable state law concepts of available funds for distribution, as well as contractual restrictions. As a result, the amount, if any, of the dividends to be paid in the future will depend upon a number of factors, including our available cash on hand, anticipated cash needs, overall financial condition, restrictions contained in our Eighth Amended and Restated Credit Agreement (the " Vail Holdings Credit Agreement "), any future contractual restrictions, future prospects for earnings and cash flows, as well as other factors considered relevant by our Board of Directors. In addition, our Board of Directors may also suspend the payment of dividends at any time if it deems such action to be in the best interests of the Company and its stockholders. ~~For example, on April 1, 2020, in response to actions taken in response to COVID- 19, we announced that our Board of Directors suspended our quarterly dividend for at least two quarters, which such suspension continued throughout Fiscal 2021. Additionally, during the period that we were subject to the Financial Covenants Temporary Waiver Period (See " Risks Relating to Ownership of our Common Stock — Restrictions imposed by the terms of our indebtedness may prevent or limit our future business plans. "), we were prohibited from paying any dividends or making share repurchases, unless (x) no default or potential default existed under the Vail Holdings Credit Agreement and (y) we had liquidity of at least $ 300. 0 million, and the aggregate amount of dividends paid and share repurchases made by us during the Financial Covenants Temporary Waiver Period could not exceed $ 38. 2 million in any fiscal quarter.~~ If we do not pay dividends, the price of our common stock must appreciate for investors to realize a gain on their investment in Vail Resorts, Inc. This appreciation may not occur and our stock may in fact depreciate in value. On September ~~22~~ **27** , ~~2022~~ **2023** , our Board of Directors approved a cash dividend of $ ~~1~~ **2** . ~~91~~ **06** per share payable on October ~~24~~ **26** , ~~2022~~ **2023** to stockholders of record as of October ~~5~~ **10** , ~~2022~~ **2023** . Our indebtedness could adversely affect our financial condition and our ability to operate our business, to react to changes in the economy or our industry, to fulfill our obligations under our various notes, to pay our other debts, and could divert our cash flow from operations for debt payments. We have a substantial amount of debt, which requires significant interest and principal payments. As of July 31, ~~2022~~ **2023** , we had $ 2. 8 billion in total indebtedness outstanding. This amount includes (i) $ 575. 0 million in aggregate principal amount of 0. 0 % convertible notes due 2026 (the " 0. 0 % Convertible Notes "), (ii) $ 600. 0 million aggregate principal amount of our unsecured senior notes **due** ~~issued on May 4, 2020~~ **2025** (the " 6. 25 % Notes "), (iii) $ 1. ~~1~~ **0** billion of indebtedness pursuant to the term loan facility under the Vail Holdings Credit Agreement **that matures in 2026** , (iv) $ ~~11~~ **363** . **4** ~~7 million of indebtedness under our credit agreement at Whistler Blackcomb (the " Whistler Credit Agreement "), (v) $ 357. 6~~ million with respect to our obligation associated with the Canyons long- term lease ~~and~~ **, (v) $ 29. 5 million with respect to our obligations associated with the Whistler Blackcomb employee housing leases,** (vi) $ 114. 2 million with respect to the EPR Secured Notes under the master credit and security agreements and other related agreements with EPT Ski Properties, Inc. and its affiliates (" EPR "), as amended (collectively, the " EPR Agreements " **),** and ~~together~~ **(vii) $ 40. 4 million** with **respect to the New Regional Policy loan between Andermatt- Sedrun and the Canton of Uri and Canton of Graubünden (the " NRP Loan "). We also have a credit agreement at Whistler Blackcomb that matures in 2028 (the " Whistler Credit Agreement "), which had no amounts outstanding as of July 31, 2023. Collectively,** the Vail Holdings Credit Agreement ~~and~~ **,** the Whistler Credit Agreement, the **EPR Agreements and the NRP Loan are referred to herein as the** " Credit Agreements, " and such facilities, the " Credit Facilities **.** " ~~).~~ Our borrowings under the Vail Holdings Credit Agreement are subject to interest rate changes substantially increasing our risk to changes in interest rates. Following the Fifth Amendment to the Vail Holdings Credit Agreement, dated as of August 31, 2022 (the " Fifth Amendment "), borrowings under the Vail Holdings Credit Agreement, including the term loan facility, bear interest annually at a rate of SOFR ~~, which replaced LIBOR as the reference interest rate under the Fifth Amendment, plus a spread of 0. 1 %,~~ plus 1. ~~25~~ **60** %. ~~We~~ **As of July 31, 2023 we** also have, on a cumulative basis, minimum lease payment obligations under operating leases of approximately $ ~~273~~ **267** . ~~7~~ **3** million ~~as~~ **over the term** of **the leases** ~~July 31, 2022~~ . Our level of indebtedness and minimum lease payment obligations could have important consequences. For example, it could: • make it more difficult for us to satisfy our obligations under our outstanding debt; • increase our vulnerability to general adverse economic and industry conditions; • require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, including the annual payments under the Canyons lease, thereby reducing the availability of our cash flow to fund **dividend payments,** working capital, capital expenditures, real estate developments, marketing efforts and other general corporate purposes; • limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; • place us at a competitive disadvantage compared to our competitors that have less debt; • limit our ability to borrow additional funds, refinance debt, or obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions or other general corporate purposes; • make it difficult for us to satisfy our obligations, including debt service requirements under our outstanding debt; and • cause potential or existing customers to not contract with us due to concerns over our ability to meet our financial obligations, such as insuring against our professional liability risks, under such contracts. Furthermore, our debt under our Credit Facilities bears interest at variable rates, which may be impacted by potential future changes in interest rates due to reference rate reform. We may be able to incur additional indebtedness in the future. The terms of our Credit Facilities, the 0. 0 % Convertible Notes and the 6. 25 % Notes do not fully prohibit us from doing so. If we incur additional debt, the related risks that we face could intensify. **Additionally,** ~~Restrictions imposed by the terms of our indebtedness may prevent us from capitalizing on business opportunities. The operating and financial restrictions and covenants in~~ our Credit Facilities **also** ~~and the indenture governing the 6. 25 % Notes may adversely affect our ability to finance future operations or capital needs or to engage in other business activities and strategic initiatives that may be in our long- term best interests. Our Credit Facilities~~ impose significant operating and financial restrictions on us. These restrictions limit our ability and the ability of our subsidiaries to, among other things: • incur or guarantee additional debt or issue capital stock; • pay dividends and make other distributions on, or redeem or repurchase, capital stock; • make certain investments; • incur certain liens; • enter into transactions with affiliates; • merge or consolidate; • enter into agreements that restrict the ability of subsidiaries to make dividends, distributions or other payments to us or the guarantors; • designate restricted subsidiaries as unrestricted subsidiaries; and • transfer or sell assets. ~~On December 18, 2020, we entered into an amendment to the Vail Holdings Credit Agreement, pursuant to which we were exempted from complying with certain financial maintenance covenants for the fiscal quarters ending through January 31, 2022 (unless we made a one- time irrevocable election to terminate such exemption period prior to such date) (such period, the “ Financial Covenants Temporary Waiver Period ”), and we were prohibited from undertaking certain activities during such period. On October 31, 2021, we exited the Financial Covenants Temporary Waiver Period. As a result, we were required to comply with the financial maintenance covenants in the Vail Holdings Credit Agreement starting with the fiscal quarter ended October 31, 2021, and we are no longer subject to the covenant modifications that were applicable during the Financial Covenants Temporary Waiver Period.~~ The indenture governing the 6. 25 % Notes contains a number of significant restrictions and covenants that limit our ability to: • grant or permit liens; • engage in sale / leaseback transactions; and • engage in a consolidation or merger, or sell, transfer or otherwise dispose of all or substantially all of our assets. In addition, the Whistler Credit Agreement contains restrictions on the ability of Whistler Mountain Resort Limited Partnership and Blackcomb Skiing Enterprises Limited Partnership (together “ The WB Partnerships ”) and their respective subsidiaries, and the EPR Agreements contain restrictions on the ability of Peak Resorts and its subsidiaries, to make dividends, distributions or other payments to us or the guarantors. We and our subsidiaries are subject to other covenants, representations and warranties in respect of our Credit Facilities, including financial covenants as defined in the Credit Agreements. Events beyond our control ~~, including the impact of the ongoing COVID- 19 pandemic,~~ may affect our ability to comply with these covenants ~~. As a result of these restrictions, we will be limited as to how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities~~ . The terms of any future indebtedness we may incur could include more restrictive covenants. We may not be able to maintain compliance with our financial covenants in the future and, if we fail to do so, we may not be able to obtain waivers from the lenders and / or amend the covenants. There can be no assurance that we will meet the financial covenants contained in our Credit Facilities, when in effect. If we breach any of these restrictions or covenants, or suffer a material adverse change which restricts our borrowing ability under our Credit Facilities, we would not be able to borrow funds thereunder without a waiver. Any inability to borrow could have an adverse effect on our business, financial condition and results of operations. In addition, a breach, if uncured, could cause a default under the applicable agreement (s) governing our indebtedness, in which case such we may be required to repay these borrowings before their due date. We may not have or be able to obtain sufficient funds to make these accelerated payments. If we are forced to refinance these borrowings on less favorable terms or cannot refinance these borrowings, our results of operations and financial condition could be adversely affected. We may not continue to repurchase our common stock pursuant to our share repurchase program, and any such repurchases may not enhance long- term stockholder value. Share repurchases could also increase the volatility of the price of our common stock and could diminish our cash reserves. ~~In~~ **On** March **9,** 2006, ~~our~~ **the Company' s** Board of Directors approved a share repurchase program, authorizing the Company to repurchase up to 3, 000, 000 **Vail** ~~shares~~ **Shares** ~~of common stock~~ . ~~In~~ **On** July **16,** 2008, **December 4, 2015 and March 7, 2023,** the **Company' s** Board of Directors increased the authorization by an additional 3, 000, 000 ~~shares~~ , ~~and in December 2015, the Board increased the authorization by an additional~~ 1, 500, 000 **and 2, 500, 000 Vail** ~~shares~~ **Shares , respectively,** for a total authorization to repurchase up to **10** ~~7, 500~~ , 000 **, 000 Vail** ~~shares~~ **Shares** . Since inception of ~~its share~~ **this stock** repurchase program through July 31, ~~2022~~ **2023** , the Company has repurchased ~~6~~ **8** , ~~465~~ **648** , ~~708~~ **302** shares at a cost of approximately $ ~~479~~ **979** . 4 million **, excluding accrued excise tax** . As of July 31, ~~2022~~ **2023** , 1, ~~034~~ **351** , ~~292~~ **698 Vail** ~~shares~~ **Shares** remained available to repurchase under the existing share repurchase program **,** which has no expiration date. Although our Board of Directors has approved a share repurchase program, the share repurchase program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The timing and amount of repurchases, if any, will depend upon several factors, including market and business conditions, our liquidity and capital resources, the trading price of our common stock and the nature of other investment opportunities. The repurchase program may be limited, suspended or discontinued at any time without prior notice. In addition, repurchases of our common stock pursuant to our share repurchase program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Additionally, our share repurchase program could ~~diminish~~ **reduce** our ~~cash reserves~~ **available liquidity** , which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. Further, the **Internal Revenue Service recently** ~~U. S. has~~ implemented a **nondeductible excise tax equal to** 1 % ~~excise tax on~~ **of the fair market value of** certain corporate ~~share repurchases beginning in January 2023, which could adversely impact our~~ share repurchases. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our common stock may decline below levels at which we repurchased shares of stock. Although our share repurchase program is intended to enhance long- term stockholder value, there is no assurance that it will do so and short- term stock price fluctuations could reduce the program' s effectiveness. General Risk Factors We are subject to litigation in the ordinary course of business. We are, from time to time, subject to various asserted or unasserted legal proceedings and claims. Any such proceedings or claims, regardless of merit, could be time consuming and expensive to defend and could divert management' s attention and resources. While we believe we have adequate insurance coverage and / or accrue for loss contingencies for all known matters that are probable and can be reasonably estimated, we cannot provide any assurance that the outcome of all current or future litigation proceedings and claims will not have a material adverse effect on us and our results of operations. We are subject to complex and evolving accounting regulations and use certain estimates and judgments that may differ significantly from actual results. Implementation of existing and future legislation, rulings, standards and interpretations from the Financial Accounting Standards Board or other regulatory bodies could affect the presentation of our financial statements and related disclosures. Future regulatory requirements could significantly change our current accounting practices and disclosures. Such changes in the presentation of our financial statements and related disclosures could change an investor' s interpretation or perception of our financial position and results of operations. We use many methods, estimates and judgments in applying our accounting policies (see " Critical Accounting Policies " in Item 7 of this Form 10- K). Such methods, estimates and judgments are, by their nature, subject to substantial risks, uncertainties and assumptions, and factors may arise over time that lead us to change our methods, estimates and judgments. Changes in those methods, estimates and judgments could significantly affect our results of operations. Anti- takeover provisions affecting us could prevent or delay a change of control that is beneficial to our stockholders. Provisions of our certificate of incorporation and bylaws, provisions of our debt instruments and other agreements and provisions of applicable Delaware law and applicable federal and state regulations may discourage, delay or prevent a merger or other change of control that holders of our securities may consider favorable. These provisions could: • delay, defer or prevent a change in control of our Company; • discourage bids for our securities at a premium over the market price; • adversely affect the market price of, and the voting and other rights of the holders of our securities; or • impede the ability of the holders of our securities to change our management. For instance, provisions of the indentures governing our indebtedness stipulate that the Company must repurchase the senior notes at the option of their holders upon the event of a change in control of the Company. Further, a change of control would constitute an event of default under our credit agreements.