UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 31, 2024

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-09614

Vail Resorts, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**51-0291762**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
390 Interlocken Crescent Broomfield, Colorado	**80021**
(Address of Principal Executive Offices)	(Zip Code)

(303) 404-1800
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 par value	**MTN**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

As of December 4, 2024, 37,438,353 shares of the registrant's common stock were outstanding.

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Vail Resorts, Inc.
Consolidated Condensed Balance Sheets
(In thousands, except per share amounts)
(Unaudited)

	October 31, 2024	July 31, 2024	October 31, 2023
Assets			
Current assets:			
Cash and cash equivalents	$ 403,768	$ 322,827	$ 728,859
Restricted cash	14,675	14,236	11,532
Trade receivables, net	130,162	375,752	105,546
Inventories, net	152,943	118,988	157,707
Other current assets	152,071	79,558	130,861
Total current assets	853,619	911,361	1,134,505
Property, plant and equipment, net (Note 7)	2,434,776	2,422,635	2,344,601
Real estate held for sale or investment	85,317	86,548	86,465
Goodwill, net (Note 7)	1,671,080	1,677,975	1,668,028
Intangible assets, net	300,530	302,535	300,457
Operating right-of-use assets	254,489	256,627	187,128
Other assets	42,404	40,756	38,832
Total assets	$ 5,642,215	$ 5,698,437	$ 5,760,016
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities (Note 7)	$ 1,297,994	$ 1,000,798	$ 1,276,525
Income taxes payable	8,628	55,358	16,663
Long-term debt due within one year (Note 5)	57,045	57,153	69,659
Total current liabilities	1,363,667	1,113,309	1,362,847
Long-term debt, net (Note 5)	2,709,955	2,721,597	2,732,037
Operating lease liabilities	233,304	233,465	165,462
Other long-term liabilities	310,303	311,768	285,454
Deferred income taxes, net	279,687	279,815	286,036
Total liabilities	4,896,916	4,659,954	4,831,836
Commitments and contingencies (Note 9)			
Stockholders' equity:			
Preferred stock, $0.01 par value, 25,000 shares authorized, no shares issued and outstanding	—	—	—
Common stock, $0.01 par value, 100,000 shares authorized, 46,922, 46,855 and 46,851 shares issued, respectively	469	469	469
Additional paid-in capital	1,146,518	1,145,610	1,126,033
Accumulated other comprehensive loss	(71,436)	(67,288)	(78,376)
Retained earnings	524,450	780,431	619,727
Treasury stock, at cost, 9,484, 9,370 and 8,885 shares, respectively (Note 11)	(1,155,902)	(1,135,685)	(1,034,822)
Total Vail Resorts, Inc. stockholders' equity	444,099	723,537	633,031
Noncontrolling interests	301,200	314,946	295,149
Total stockholders' equity	745,299	1,038,483	928,180
Total liabilities and stockholders' equity	$ 5,642,215	$ 5,698,437	$ 5,760,016

The accompanying Notes are an integral part of these unaudited consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended October 31,	
	2024	2023
Net revenue:		
Mountain and Lodging services and other	$ 187,050	$ 182,834
Mountain and Lodging retail and dining	73,162	71,442
Resort net revenue	260,212	254,276
Real Estate	63	4,289
Total net revenue	260,275	258,565
Operating expense (exclusive of depreciation and amortization shown separately below):		
Mountain and Lodging operating expense	266,264	255,576
Mountain and Lodging retail and dining cost of products sold	28,947	31,295
General and administrative	106,857	108,025
Resort operating expense	402,068	394,896
Real Estate operating expense	1,491	5,181
Total segment operating expense	403,559	400,077
Other operating (expense) income:		
Depreciation and amortization	(71,633)	(66,728)
Gain on sale of real property	16,506	6,285
Change in estimated fair value of contingent consideration (Note 8)	(2,079)	(3,057)
Loss on disposal of fixed assets and other, net	(1,529)	(2,043)
Loss from operations	(202,019)	(207,055)
Mountain equity investment income, net	2,151	859
Investment income and other, net	2,493	3,684
Foreign currency loss on intercompany loans (Note 5)	(264)	(4,965)
Interest expense, net	(42,154)	(40,730)
Loss before benefit from income taxes	(239,793)	(248,207)
Benefit from income taxes	58,249	65,160
Net loss	(181,544)	(183,047)
Net loss attributable to noncontrolling interests	8,708	7,535
Net loss attributable to Vail Resorts, Inc.	$ (172,836)	$ (175,512)
Per share amounts (Note 4):		
Basic net loss per share attributable to Vail Resorts, Inc.	$ (4.61)	$ (4.60)
Diluted net loss per share attributable to Vail Resorts, Inc.	$ (4.61)	$ (4.60)
Cash dividends declared per share	$ 2.22	$ 2.06

The accompanying Notes are an integral part of these unaudited consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Comprehensive Loss
(In thousands)
(Unaudited)

	Three Months Ended October 31,	
	2024	**2023**
Net loss	$ (181,544)	$ (183,047)
Foreign currency translation adjustments	(3,854)	(92,094)
Change in estimated fair value of hedging instruments, net of tax	(1,755)	(2,470)
Comprehensive loss	(187,153)	(277,611)
Comprehensive loss attributable to noncontrolling interests	10,169	34,081
Comprehensive loss attributable to Vail Resorts, Inc.	$ (176,984)	$ (243,530)

The accompanying Notes are an integral part of these unaudited consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Stockholders' Equity
(In thousands)
(Unaudited)

	Common Stock Vail Resorts	Additional Paid in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total Vail Resorts, Inc. Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
Balance, July 31, 2023	$ 468	$ 1,124,433	$ (10,358)	$ 873,710	$ (984,306)	$ 1,003,947	$ 331,713	$ 1,335,660
Comprehensive loss:								
Net loss	—	—	—	(175,512)	—	(175,512)	(7,535)	(183,047)
Foreign currency translation adjustments	—	—	(65,548)	—	—	(65,548)	(26,546)	(92,094)
Change in estimated fair value of hedging instruments, net of tax	—	—	(2,470)	—	—	(2,470)	—	(2,470)
Total comprehensive loss						(243,530)	(34,081)	(277,611)
Stock-based compensation expense	—	6,796	—	—	—	6,796	—	6,796
Issuance of shares under share award plans, net of shares withheld for employee taxes	1	(5,196)	—	—	—	(5,195)	—	(5,195)
Repurchases of common stock (Note 11)	—	—	—	—	(50,516)	(50,516)	—	(50,516)
Dividends (Note 4)	—	—	—	(78,471)	—	(78,471)	—	(78,471)
Distributions to noncontrolling interests, net	—	—	—	—	—	—	(2,483)	(2,483)
Balance, October 31, 2023	$ 469	$ 1,126,033	$ (78,376)	$ 619,727	$ (1,034,822)	$ 633,031	$ 295,149	$ 928,180
Balance, July 31, 2024	$ 469	$ 1,145,610	$ (67,288)	$ 780,431	$ (1,135,685)	$ 723,537	$ 314,946	$ 1,038,483
Comprehensive loss:								
Net loss	—	—	—	(172,836)	—	(172,836)	(8,708)	(181,544)
Foreign currency translation adjustments	—	—	(2,393)	—	—	(2,393)	(1,461)	(3,854)
Change in estimated fair value of hedging instruments, net of tax	—	—	(1,755)	—	—	(1,755)	—	(1,755)
Total comprehensive loss						(176,984)	(10,169)	(187,153)
Stock-based compensation expense	—	6,691	—	—	—	6,691	—	6,691
Issuance of shares under share award plans, net of shares withheld for employee taxes	—	(5,783)	—	—	—	(5,783)	—	(5,783)
Repurchases of common stock (Note 11)	—	—	—	—	(20,217)	(20,217)	—	(20,217)
Dividends (Note 4)	—	—	—	(83,145)	—	(83,145)	—	(83,145)
Distributions to noncontrolling interests, net	—	—	—	—	—	—	(3,577)	(3,577)
Balance, October 31, 2024	$ 469	$ 1,146,518	$ (71,436)	$ 524,450	$ (1,155,902)	$ 444,099	$ 301,200	$ 745,299

The accompanying Notes are an integral part of these unaudited consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Cash Flows
(In thousands)
(Unaudited)

	Three Months Ended October 31,	
	2024	**2023**
Cash flows from operating activities:		
Net loss	$ (181,544)	$ (183,047)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	71,633	66,728
Stock-based compensation expense	6,691	6,796
Benefit from income taxes	(58,249)	(65,160)
Other non-cash (income) expense, net	(11,150)	8,217
Changes in assets and liabilities:		
Trade receivables, net	263,116	272,313
Inventories, net	(34,117)	(26,789)
Accounts payable and accrued liabilities	(12,863)	(773)
Deferred revenue	324,657	308,950
Income taxes payable	(41,959)	(17,052)
Other assets and liabilities, net	(43,791)	(41,684)
Net cash provided by operating activities	282,424	328,499
Cash flows from investing activities:		
Capital expenditures	(71,017)	(53,379)
Maturity of short-term deposits	—	52,437
Other investing activities, net	11	6,507
Net cash (used in) provided by investing activities	(71,006)	5,565
Cash flows from financing activities:		
Repayments of borrowings under Vail Holdings Credit Agreement	(12,305)	(15,625)
Employee taxes paid for share award exercises	(5,783)	(5,195)
Dividends paid	(83,145)	(78,471)
Repurchases of common stock	(20,000)	(50,000)
Other financing activities, net	(11,069)	(4,317)
Net cash used in financing activities	(132,302)	(153,608)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2,264	(13,158)
Net increase in cash, cash equivalents and restricted cash	81,380	167,298
Cash, cash equivalents and restricted cash:		
Beginning of period	337,063	573,093
End of period	$ 418,443	$ 740,391
Non-cash investing activities:		
Accrued capital expenditures	$ 32,791	$ 38,275

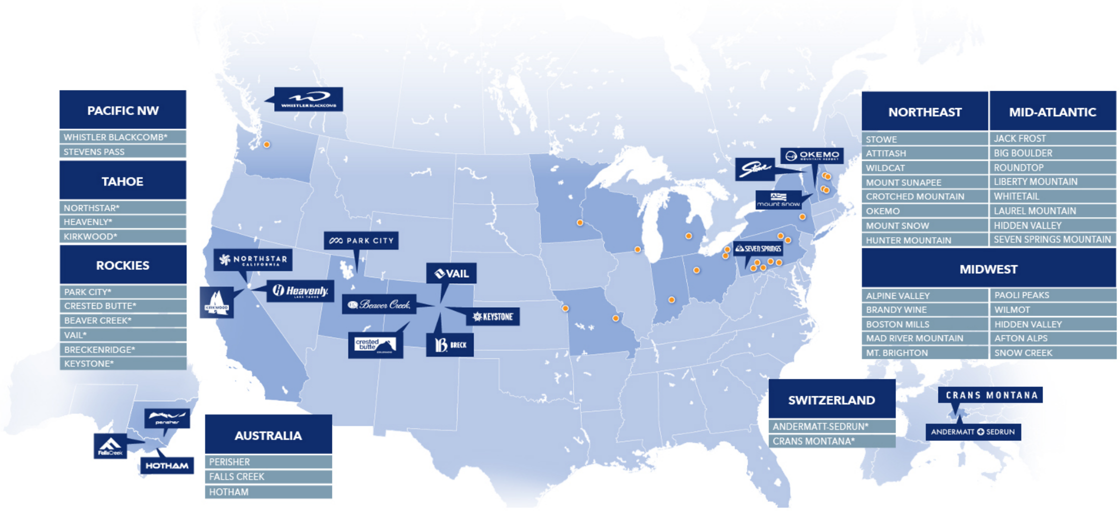
The accompanying Notes are an integral part of these unaudited consolidated condensed financial statements.

Vail Resorts, Inc.
Notes to Consolidated Condensed Financial Statements
(Unaudited)

1. Organization and Business

Vail Resorts, Inc. ("Vail Resorts") is organized as a holding company and operates through various subsidiaries. Vail Resorts and its subsidiaries (collectively, the "Company") operate in three reportable segments: Mountain, Lodging and Real Estate. The Company refers to "Resort" as the combination of the Mountain and Lodging segments.

In the Mountain segment, the Company operates the following 42 destination mountain resorts and regional ski areas:



**Denotes a destination mountain resort, which generally receives a meaningful portion of skier visits from long-distance travelers, as opposed to the Company's regional ski areas, which tend to generate skier visits predominantly from their respective local markets.*

Additionally, the Mountain segment includes ancillary services, primarily including ski school, dining and retail/rental operations, and for the Company's Australian ski areas, including lodging and transportation operations.

In the Lodging segment, the Company owns and/or manages a collection of luxury hotels and condominiums under its RockResorts brand; other strategic lodging properties and a large number of condominiums located in proximity to the Company's North American mountain resorts; National Park Service ("NPS") concessioner properties including the Grand Teton Lodge Company, which operates destination resorts in Grand Teton National Park; a Colorado resort ground transportation company and mountain resort golf courses.

The Company's Real Estate segment primarily owns, develops and sells real estate in and around the Company's resort communities.

The Company's mountain business and its lodging properties at or around the Company's mountain resorts are seasonal in nature, and typically experience their peak operating seasons primarily from mid-December through mid-April in North America and Europe. The peak operating season at the Company's Australian resorts, NPS concessioner properties and golf courses generally occurs from June to early October.

2. Summary of Significant Accounting Policies

Basis of Presentation

Consolidated Condensed Financial Statements — In the opinion of the Company, the accompanying Consolidated Condensed Financial Statements reflect all adjustments necessary to state fairly the Company's financial position, results of operations and cash flows for the interim periods presented. All such adjustments are of a normal recurring nature. Results for interim periods are not indicative of the results for the entire fiscal year, particularly given the significant seasonality to the Company's operating cycle. The accompanying Consolidated Condensed Financial Statements should be read in conjunction with the audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2024. Certain information and footnote disclosures, including significant accounting policies, normally included in fiscal year financial statements prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") have been condensed or omitted. The Consolidated Condensed Balance Sheet as of July 31, 2024 was derived from audited financial statements.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Fair Value of Financial Instruments — The estimated fair values of the 6.50% Notes and the 0.0% Convertible Notes (each as defined in Note 5, Long-Term Debt) are based on quoted market prices (a Level 2 input). The estimated fair value of the EPR Secured Notes and the NRP Loan (both as defined in Note 5, Long-Term Debt) have been estimated using analyses based on current borrowing rates for comparable debt instruments with similar maturity dates (a Level 2 input). The carrying values, including any unamortized premium or discount, and estimated fair values of the 6.50% Notes, 0.0% Convertible Notes, EPR Secured Notes and NRP Loan as of October 31, 2024 are presented below (in thousands):

	October 31, 2024	
	Carrying Value	**Estimated Fair Value**
6.50% Notes	$ 600,000	$ 614,694
0.0% Convertible Notes	$ 575,000	$ 539,937
EPR Secured Notes	$ 130,498	$ 175,844
NRP Loan	$ 36,375	$ 29,970

The carrying values for all other financial instruments not included in the above table approximate their respective fair value due to their short-term nature or the variable nature of their associated interest rates.

Recently Issued Accounting Standards

Standards Being Evaluated

In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," which is intended to improve reportable segment disclosures, primarily through incorporating enhanced segment disclosure requirements set forth by the Securities and Exchange Commission into U.S. GAAP. The enhanced disclosures will primarily require public entities to include specific disclosures regarding "significant expenses" that are regularly provided to or easily computed from information provided to the chief operating decision maker ("CODM") and included within segment profit and loss. This ASU also requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 (the Company's fiscal year ending July 31, 2025), and interim periods within fiscal years beginning after December 15, 2024 (the Company's fiscal quarter ending October 31, 2025), with early adoption permitted. The Company will adopt the standard during the fourth quarter of its fiscal year ending July 31, 2025 and is in the process of evaluating the effect that the adoption of this standard will have on its Consolidated Condensed Financial Statements.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which includes amendments that further enhance the transparency and decision usefulness of income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. This update is effective for annual periods beginning after December 15, 2024 (the Company's fiscal year ending July 31, 2026), though early adoption is permitted. The Company is in the process of evaluating the effect that the adoption of this standard will have on its Consolidated Condensed Financial Statements, including determining the timing of adoption.

3. Revenues

Disaggregation of Revenues

The following table presents net revenues disaggregated by segment and major revenue type for the three months ended October 31, 2024 and 2023 (in thousands):

	Three Months Ended October 31,	
	2024	2023
Mountain net revenue:		
Lift	$ 40,423	$ 45,390
Ski School	6,839	7,178
Dining	20,628	18,077
Retail/Rental	29,526	33,474
Other	75,880	68,336
Total Mountain net revenue	$ 173,296	$ 172,455
Lodging net revenue:		
Owned hotel rooms	$ 28,075	$ 25,177
Managed condominium rooms	11,705	12,003
Dining	19,952	18,083
Golf	7,550	6,376
Other	16,501	16,723
	83,783	78,362
Payroll cost reimbursements	3,133	3,459
Total Lodging net revenue	$ 86,916	$ 81,821
Total Resort net revenue	$ 260,212	$ 254,276
Total Real Estate net revenue	63	4,289
Total net revenue	$ 260,275	$ 258,565

Contract Balances

Deferred revenue balances of a short-term nature were $901.6 million and $575.8 million as of October 31, 2024 and July 31, 2024, respectively. For the three months ended October 31, 2024, the Company recognized approximately $50.2 million of revenue that was included in the deferred revenue balance as of July 31, 2024. Deferred revenue balances of a long-term nature, comprised primarily of long-term private club initiation fee revenue, were $102.9 million, $104.9 million and $107.9 million as of October 31, 2024, July 31, 2024 and October 31, 2023, respectively. As of October 31, 2024, the weighted average remaining period over which revenue for unsatisfied performance obligations on long-term private club contracts will be recognized was approximately 14 years.

Costs to Obtain Contracts with Customers

Costs to obtain contracts with customers are recorded within other current assets on the Company's Consolidated Condensed Balance Sheets, and were $22.7 million, $5.2 million and $21.8 million as of October 31, 2024, July 31, 2024 and October 31, 2023, respectively. The amounts capitalized are subject to amortization generally beginning in the second quarter of each fiscal year, commensurate with the recognition of revenue for related pass products, and will be recorded within Mountain and Lodging operating expense on the Company's Consolidated Condensed Statements of Operations.

4. Net Loss per Share

Earnings per Share

Basic EPS excludes dilution and is computed by dividing net loss attributable to Vail Resorts stockholders by the weighted-average shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised, resulting in the issuance of shares of common stock that would then share in the earnings of Vail Resorts.

Presented below is basic and diluted EPS for the three months ended October 31, 2024 and 2023 (in thousands, except per share amounts):

	Three Months Ended October 31,			
	2024		2023	
	Basic	Diluted	Basic	Diluted
Net loss per share:				
Net loss attributable to Vail Resorts	$ (172,836)	$ (172,836)	$ (175,512)	$ (175,512)
Weighted-average Vail Shares outstanding	37,473	37,473	38,117	38,117
Effect of dilutive securities	—	—	—	—
Total shares	37,473	37,473	38,117	38,117
Net loss per share attributable to Vail Resorts	$ (4.61)	$ (4.61)	$ (4.60)	$ (4.60)

The Company computes the effect of dilutive securities using the treasury stock method and average market prices during the period. The number of shares issuable upon the exercise of share-based awards excluded from the calculation of diluted EPS because the effect of their inclusion would have been anti-dilutive totaled approximately 0.3 million for both the three months ended October 31, 2024 and 2023.

In December 2020, the Company completed an offering of $575.0 million in aggregate principal amount of 0.0% Convertible Notes (as defined in Note 5, Long-Term Debt). The Company is required to settle the principal amount of the 0.0% Convertible Notes in cash and has the option to settle the conversion spread in cash or shares. The Company uses the if-converted method to calculate the impact of convertible instruments on diluted EPS when the instruments may be settled in cash or shares. If the conversion value of the 0.0% Convertible Notes exceeds their conversion price, then the Company will calculate its diluted EPS as if all the notes were converted into common stock at the beginning of the period. However, if reflecting the 0.0% Convertible Notes in diluted EPS in this manner is anti-dilutive, or if the conversion value of the notes does not exceed their conversion price for a reporting period, then the shares underlying the notes will not be reflected in the Company's calculation of diluted EPS. For the three months ended October 31, 2024 and 2023, the price of Vail Shares did not exceed the conversion price and therefore there was no impact to diluted EPS during those periods.

Dividends

During the three months ended October 31, 2024 and 2023, the Company paid cash dividends of $2.22 and $2.06 per share, respectively ($83.1 million and $78.5 million, respectively). On December 5, 2024, the Company's Board of Directors approved a cash dividend of $2.22 per share payable on January 9, 2025 to stockholders of record as of December 26, 2024.

5. Long-Term Debt

Long-term debt, net as of October 31, 2024, July 31, 2024 and October 31, 2023 is summarized as follows (in thousands):

	Maturity	October 31, 2024	July 31, 2024	October 31, 2023
Vail Holdings Credit Agreement term loan [(a)]	2029	$ 947,461	$ 959,766	$ 1,000,000
Vail Holdings Credit Agreement revolver [(a)]	2029	—	—	—
6.50% Notes	2032	600,000	600,000	—
6.25% Notes	2025	—	—	600,000
0.0% Convertible Notes [(b)]	2026	575,000	575,000	575,000
Whistler Credit Agreement revolver [(c)]	2028	—	—	—
EPR Secured Notes [(d)]	2034-2036	114,162	114,162	114,162
NRP Loan	2036	36,155	37,088	37,269
Employee housing bonds	2027-2039	52,575	52,575	52,575
Canyons obligation	2063	370,573	369,143	364,825
Whistler Blackcomb employee housing leases	2042	27,577	27,887	27,984
Other	2024-2037	51,537	52,017	33,971
Total debt		2,775,040	2,787,638	2,805,786
Less: Unamortized premiums, discounts and debt issuance costs		8,040	8,888	4,090
Less: Current maturities [(e)]		57,045	57,153	69,659
Long-term debt, net		$ 2,709,955	$ 2,721,597	$ 2,732,037

(a) Vail Holdings, Inc., which is a wholly-owned subsidiary of the Company, along with other certain subsidiaries of the Company, as guarantors, Bank of America, N.A., as administrative agent, and certain Lenders are party to the Ninth Amended and Restated Credit Agreement (the "Vail Holdings Credit Agreement"), which has a maturity date of April 24, 2029 for both the currently undrawn revolver facility and the term loan facility, which had an outstanding balance of $947.5 million as of October 31, 2024. The term loan is subject to quarterly amortization of principal of approximately $12.3 million, in equal installments, for a total of 5% of principal payable in each year and the final payment of all amounts outstanding, plus accrued and unpaid interest is due upon maturity in April 2029. The proceeds of the loans made under the Vail Holdings Credit Agreement may be used to fund the Company's working capital needs, capital expenditures, acquisitions, investments and other general corporate purposes, including the issuance of letters of credit. Borrowings under the Vail Holdings Credit Agreement, including the term loan, bear interest annually at the Secured Overnight Financing Rate ("SOFR") plus a spread of 1.60% as of October 31, 2024 (6.29% as of October 31, 2024). Interest rate margins may fluctuate based upon the ratio of the Company's Net Funded Debt to Adjusted EBITDA on a trailing four-quarter basis. The Vail Holdings Credit Agreement also includes a quarterly unused commitment fee, which is equal to a percentage determined by the Net Funded Debt to Adjusted EBITDA ratio, as each such term is defined in the Vail Holdings Credit Agreement, multiplied by the daily amount by which the Vail Holdings Credit Agreement commitment exceeds the total of outstanding loans and outstanding letters of credit (0.30%) as of October 31, 2024). The Company was previously party to various interest rate swap agreements which hedged the cash flows associated with the SOFR-based variable interest rate component of $400.0 million in principal amount of its Vail Holdings Credit Agreement at an effective rate of 1.38%. These interest rate swaps expired on September 23, 2024.

(b) The Company issued $575.0 million in aggregate principal amount of 0.0% Convertible Notes due 2026 (the "0.0% Convertible Notes) under an indenture dated December 18, 2020. As of October 31, 2024, the conversion price of the 0.0% Convertible Notes, adjusted for cash dividends paid since the issuance date, was $364.63.

(c) Whistler Mountain Resort Limited Partnership ("Whistler LP") and Blackcomb Skiing Enterprises Limited Partnership ("Blackcomb LP" and together with Whistler LP, the "WB Partnerships") are party to a credit agreement consisting of a C$300.0 million credit facility which was most recently amended on April 14, 2023, by and among Whistler LP, Blackcomb LP, certain subsidiaries of Whistler LP and Blackcomb LP and their general partner party thereto as guarantors, the financial institutions party thereto as lenders and The Toronto-Dominion Bank, as administrative agent. The Whistler Credit Agreement has a maturity date of April 14, 2028 and uses rates based on SOFR with regard to borrowings under the facility made in U.S. dollars. As of October 31, 2024, there were no borrowings under the Whistler Credit Agreement. The Whistler Credit Agreement also includes a quarterly unused commitment fee based on the Consolidated Total Leverage Ratio, which as of October 31, 2024 is equal to 0.39% per annum.

(d) In September 2019, in conjunction with the acquisition of Peak Resorts, Inc. ("Peak Resorts"), the Company assumed various secured borrowings (the "EPR Secured Notes") under the master credit and security agreements and other related agreements, as amended, (collectively, the "EPR Agreements") with EPT Ski Properties, Inc. and its affiliates ("EPR"). The EPR Secured Notes include the following:

   i. *The Alpine Valley Secured Note.* The $4.6 million Alpine Valley Secured Note provides for interest payments through its maturity on December 1, 2034. As of October 31, 2024, interest on this note accrued at a rate of 11.90%.

   ii. *The Boston Mills/Brandywine Secured Note.* The $23.3 million Boston Mills/Brandywine Secured Note provides for interest payments through its maturity on December 1, 2034. As of October 31, 2024, interest on this note accrued at a rate of 11.58%.

   iii. *The Jack Frost/Big Boulder Secured Note.* The $14.3 million Jack Frost/Big Boulder Secured Note provides for interest payments through its maturity on December 1, 2034. As of October 31, 2024, interest on this note accrued at a rate of 11.58%.

   iv. *The Mount Snow Secured Note.* The $51.1 million Mount Snow Secured Note provides for interest payments through its maturity on December 1, 2034. As of October 31, 2024, interest on this note accrued at a rate of 12.50%.

   v. *The Hunter Mountain Secured Note.* The $21.0 million Hunter Mountain Secured Note provides for interest payments through its maturity on January 5, 2036. As of October 31, 2024, interest on this note accrued at a rate of 9.19%.

   In addition, Peak Resorts is required to maintain a debt service reserve account which amounts are applied to fund interest payments and other amounts due and payable to EPR.

(e) Current maturities represent principal payments due in the next 12 months.

Aggregate maturities of debt outstanding as of October 31, 2024 reflected by fiscal year (August 1 through July 31) are as follows (in thousands):

	Total
2025 (November 2024 through July 2025)	$ 49,958
2026	632,303
2027	74,341
2028	55,916
2029	770,109
Thereafter	1,192,413
Total debt	$ 2,775,040

The Company recorded interest expense of $42.2 million and $40.7 million for the three months ended October 31, 2024 and 2023, respectively, of which $1.4 million and $1.6 million, respectively, was amortization of deferred financing costs. The Company was in compliance with all of its financial and operating covenants required to be maintained under its debt instruments for all periods presented.

In connection with the acquisition of Whistler Blackcomb, VHI funded a portion of the purchase price through an intercompany loan to Whistler Blackcomb, which was effective as of November 1, 2016, and requires foreign currency remeasurement to Canadian dollars, the functional currency for Whistler Blackcomb. As a result, foreign currency fluctuations associated with the loan are recorded within the Company's results of operations. The Company recognized approximately $0.3 million and $5.0 million of non-cash foreign currency losses on the intercompany loan to Whistler Blackcomb for the three months ended October 31, 2024 and 2023, respectively, on the Company's Consolidated Condensed Statements of Operations.

6. Acquisitions

Crans-Montana Mountain Resort

On May 2, 2024, the Company acquired Crans-Montana in Switzerland from CPI Property Group ("CPIPG"). The Company acquired (i) an approximate 84% ownership stake in Romontées Mécaniques Crans Montana Aminona SA ("CMA"), which controls and operates all of the lifts and supporting mountain operations, including four retail and rental locations; (ii) 100% ownership of SportLife AG, which operates one of the ski schools located at the resort; and (iii) 100% ownership of 11 restaurants located on and around the mountain. The acquisition was funded with cash on hand. As of May 2, 2024 the total fair value of the consideration paid was $106.8 million (CHF 97.2 million).

Portions of the Crans-Montana resort operations are conducted on land owned by third parties via numerous registered easements, building rights (which may be subject to federal concessions), or other agreements. The municipality of Crans-Montana, the municipality of Lens and CPIPG collectively retained in total an approximate 16% ownership stake in CMA. The Company entered into a shareholders' agreement with the municipalities of Crans-Montana and Lens (the "Crans Agreement") for an initial fixed term until December 31, 2035. Thereafter, the Crans Agreement shall continue to be in effect for successive renewal periods of ten years unless terminated by either the Company or the municipalities acting jointly. The Crans Agreement provides for various terms and conditions in relation to the election and governance of the board of directors, company policies, dividends, financial aspects and related matters. The noncontrolling shares may be traded without restriction.

The following summarizes the purchase consideration and the preliminary purchase price allocation to estimated fair values of the identifiable assets acquired and liabilities assumed at the date the transaction was effective (in thousands):

	Acquisition Date Estimated Fair Value
Total cash consideration paid by Vail Resorts, Inc.	$ 106,809
Estimated fair value of noncontrolling interests	14,084
Total estimated purchase consideration	$ 120,893
Allocation of total estimated purchase consideration:	
Current assets	$ 21,207
Property, plant and equipment	114,232
Goodwill	2,796
Identifiable intangible assets and other assets	8,262
Liabilities	(25,604)
Net assets acquired	$ 120,893

Identifiable intangible assets acquired in the transaction were primarily related to a trade name. The process of estimating the fair value of the property, plant, and equipment includes the use of certain estimates and assumptions related to replacement cost and physical condition at the time of acquisition. The excess of the purchase price over the aggregate estimated fair values of the assets acquired and liabilities assumed was recorded as goodwill. The goodwill recognized is attributable primarily to expected synergies, the assembled workforce of the resort and other factors, and is not expected to be deductible for income tax purposes. The operating results of Crans-Montana are reported within the Mountain segment prospectively from the date of acquisition.

The estimated fair values of assets acquired and liabilities assumed in the acquisition of Crans-Montana are preliminary and are based on the information that was available as of the acquisition date. The Company believes that this information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed; however, the Company may obtain additional information necessary to finalize those estimated fair values. Therefore, the preliminary measurements of estimated fair values reflected are subject to change. The Company expects to finalize the valuation and complete the purchase consideration allocation no later than one year from the acquisition date.

7. Supplementary Balance Sheet Information

The composition of other current assets follows (in thousands):

	October 31, 2024	July 31, 2024	October 31, 2023
Prepaid expenses	$ 75,370	$ 51,519	$ 66,750
Other current assets	76,701	28,039	64,111
Total other current assets	$ 152,071	$ 79,558	$ 130,861

The composition of property, plant and equipment follows (in thousands):

	October 31, 2024	July 31, 2024	October 31, 2023
Land and land improvements	$ 804,950	$ 804,287	$ 790,550
Buildings and building improvements	1,686,562	1,682,734	1,626,566
Machinery and equipment	1,995,020	1,984,549	1,781,980
Furniture and fixtures	320,123	316,510	302,646
Software	161,500	161,502	151,809
Vehicles	93,739	91,951	86,173
Construction in progress	178,417	116,872	185,229
Gross property, plant and equipment	5,240,311	5,158,405	4,924,953
Accumulated depreciation	(2,805,535)	(2,735,770)	(2,580,352)
Property, plant and equipment, net	$ 2,434,776	$ 2,422,635	$ 2,344,601

The composition of accounts payable and accrued liabilities follows (in thousands):

	October 31, 2024	July 31, 2024	October 31, 2023
Trade payables	$ 141,912	$ 141,246	$ 161,581
Deferred revenue	901,586	575,766	872,418
Accrued salaries, wages and deferred compensation	33,220	43,269	33,733
Accrued benefits	57,785	60,940	57,340
Deposits	43,401	44,500	42,880
Operating lease liabilities	34,529	32,611	38,332
Other liabilities	85,561	102,466	70,241
Total accounts payable and accrued liabilities	$ 1,297,994	$ 1,000,798	$ 1,276,525

The changes in the net carrying amount of goodwill by segment for the three months ended October 31, 2024 are as follows (in thousands):

	Mountain	Lodging	Goodwill, net
Balance at July 31, 2024	$ 1,632,969	$ 45,006	$ 1,677,975
Effects of changes in foreign currency exchange rates	(6,895)	—	(6,895)
Balance at October 31, 2024	$ 1,626,074	$ 45,006	$ 1,671,080

8. Fair Value Measurements

The Company utilizes FASB-issued fair value guidance that establishes how reporting entities should measure fair value for measurement and disclosure purposes. The guidance establishes a common definition of fair value applicable to all assets and liabilities measured at fair value and prioritizes the inputs into valuation techniques used to measure fair value. Accordingly, the Company uses valuation techniques which maximize the use of observable inputs and minimize the use of unobservable inputs when determining fair value. The three levels of the hierarchy are as follows:

Level 1: Inputs that reflect unadjusted quoted prices in active markets that are accessible to the Company for identical assets or liabilities;

Level 2: Inputs include quoted prices for similar assets and liabilities in active and inactive markets or that are observable for the asset or liability either directly or indirectly; and

Level 3: Unobservable inputs which are supported by little or no market activity.

The table below summarizes the Company's cash equivalents, restricted cash, other current assets, interest rate swaps and Contingent Consideration (defined below) measured at estimated fair value (all other assets and liabilities measured at fair value are immaterial) (in thousands).

	Estimated Fair Value Measurement as of October 31, 2024			
Description	Total	Level 1	Level 2	Level 3
Assets:				
Money Market	$ 81,465	$ 81,465	$ —	$ —
Commercial Paper	$ 2,401	$ —	$ 2,401	$ —
Certificates of Deposit	$ 95,544	$ —	$ 95,544	$ —
Liabilities:				
Contingent Consideration	$ 86,000	$ —	$ —	$ 86,000

	Estimated Fair Value Measurement as of July 31, 2024			
Description	Total	Level 1	Level 2	Level 3
Assets:				
Money Market	$ 896	$ 896	$ —	$ —
Commercial Paper	$ 2,401	$ —	$ 2,401	$ —
Certificates of Deposit	$ 101,989	$ —	$ 101,989	$ —
Interest Rate Swaps	$ 2,343	$ —	$ 2,343	$ —
Liabilities:				
Contingent Consideration	$ 104,200	$ —	$ —	$ 104,200

	Estimated Fair Value Measurement as of October 31, 2023			
Description	Total	Level 1	Level 2	Level 3
Assets:				
Money Market	$ 101,903	$ 101,903	$ —	$ —
Commercial Paper	$ 2,401	$ —	$ 2,401	$ —
Certificates of Deposit	$ 138,614	$ —	$ 138,614	$ —
Interest Rate Swaps	$ 13,931	$ —	$ 13,931	$ —
Liabilities:				
Contingent Consideration	$ 59,300	$ —	$ —	$ 59,300

The Company's cash equivalents, restricted cash, other current assets and interest rate swaps are measured utilizing quoted market prices or pricing models whereby all significant inputs are either observable or corroborated by observable market data. The interest rate swaps expired on September 23, 2024 and therefore had no estimated fair value as of October 31, 2024. The estimated fair value of the interest rate swaps was included within other current assets on the Company's Consolidated Balance Sheet as of July 31, 2024 and Consolidated Condensed Balance Sheet as of October 31, 2023.

The changes in Contingent Consideration during the three months ended October 31, 2024 and 2023 were as follows (in thousands):

Balance as of July 31, 2024 and 2023, respectively	$ 104,200	$ 73,300
Payments	(20,279)	(17,057)
Change in estimated fair value	2,079	3,057
Balance as of October 31, 2024 and 2023, respectively	$ 86,000	$ 59,300

The lease for Park City provides for participating contingent payments (the "Contingent Consideration") to the landlord of 42% of the amount by which EBITDA for the Park City resort operations, as calculated under the lease, exceeds inflation linked threshold and an adjustment equal to 10% of any capital improvements or investments made under the lease by the Company. Contingent Consideration is classified as a liability, which is remeasured to fair value at each reporting date until the contingency is resolved.

The Company estimated the fair value of the Contingent Consideration payments using an option pricing valuation model. The estimated fair value of Contingent Consideration includes future period resort operations of Park City in the calculation of EBITDA on which participating contingent payments are made, which is determined on the basis of estimated subsequent year performance, escalated by an assumed annual growth factor and discounted to present value. Other significant assumptions included a discount rate of 11.1%, and volatility of 14.5%, which together with future period Park City EBITDA, are all unobservable inputs and thus are considered Level 3 inputs. The Company prepared a sensitivity analysis to evaluate the effect that changes on certain key assumptions would have on the estimated fair value of the Contingent Consideration. A change in the discount rate of 100 basis points or a 5% change in estimated subsequent year performance of the resort would result in a change in the estimated fair value within the range of approximately $14.6 million to $20.0 million.

During the three months ended October 31, 2024, the Company made a payment to the landlord for Contingent Consideration of approximately $20.3 million and recorded an increase in the liability of approximately $2.1 million, primarily related to the estimated Contingent Consideration payment for the fiscal year ending July 31, 2025. These changes resulted in an estimated fair value of the Contingent Consideration of approximately $86.0 million, which is reflected in other long-term liabilities in the Company's Consolidated Condensed Balance Sheet.

9. Commitments and Contingencies

Guarantees/Indemnifications

As of October 31, 2024, the Company had various letters of credit outstanding totaling $96.5 million, consisting of $53.4 million to support the Employee Housing Bonds; $6.4 million to support bonds issued by Holland Creek Metropolitan District; and $36.7 million of other standby letters of credit primarily related to insurance-related deductibles, a wind energy purchase agreement, and workers' compensation. The Company also had surety bonds of $9.5 million as of October 31, 2024, primarily to provide collateral for its U.S. workers compensation self-insurance programs.

In addition to the guarantees noted above, the Company has entered into contracts in the normal course of business that include certain indemnifications under which it could be required to make payments to third parties upon the occurrence or non-occurrence of certain future events. These indemnities include indemnities related to licensees in connection with third-parties' use of the Company's trademarks and logos, liabilities associated with the infringement of other parties' technology and software products, liabilities associated with the use of easements, liabilities associated with employment of contract workers and the Company's use of trustees and liabilities associated with the Company's use of public lands and environmental matters. The duration of these indemnities generally is indefinite and generally do not limit the future payments the Company could be obligated to make.

As permitted under applicable law, the Company and certain of its subsidiaries have agreed to indemnify their directors and officers over their lifetimes for certain events or occurrences while the officer or director is, or was, serving the Company or its subsidiaries in such a capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a director and officer insurance policy that should enable the Company to recover a portion of any amounts paid.

Unless otherwise noted, the Company has not recorded any significant liabilities for the letters of credit, indemnities and other guarantees noted above in the accompanying Consolidated Condensed Financial Statements, either because the Company has recorded on its Consolidated Condensed Balance Sheets the underlying liability associated with the guarantee, the guarantee is with respect to the Company's own performance and is therefore not subject to the measurement requirements as prescribed by GAAP, or because the Company has calculated the estimated fair value of the indemnification or guarantee to be immaterial based on the current facts and circumstances that would trigger a payment under the indemnification clause. In addition, with respect to certain indemnifications it is not possible to determine the maximum potential amount of liability under these potential obligations due to the unique set of facts and circumstances likely to be involved in each particular claim and indemnification provision. Historically, payments made by the Company under these obligations have not been material.

As noted above, the Company makes certain indemnifications to licensees for their use of the Company's trademarks and logos. The Company does not record any liabilities with respect to these indemnifications.

Additionally, the Company has entered into strategic long-term season pass alliance agreements with third-party mountain resorts in which the Company has committed to pay minimum revenue guarantees over the remaining terms of these agreements.

Self-Insurance

The Company is self-insured for claims under its U.S. health benefit plans and for the majority of workers' compensation claims in the U.S. Workers compensation claims in the U.S. are subject to stop loss policies. The self-insurance liability related to workers' compensation is determined actuarially based on claims filed. The self-insurance liability related to claims under the Company's U.S. health benefit plans is determined based on analysis of actual claims. The amounts related to these claims are included as a component of accrued benefits in accounts payable and accrued liabilities (see Note 7, Supplementary Balance Sheet Information).

Legal

The Company is a party to various lawsuits arising in the ordinary course of business. The Company will assess the probability of an unfavorable outcome of any material litigation, claims or assessments to determine whether a liability had been incurred and whether it is probable that one or more future events will occur confirming the fact of the loss. In the event that an unfavorable outcome is determined to be probable and the amount of the loss can be reasonably estimated, the Company will establish an accrual for the litigation, claim or assessment. In addition, in the event an unfavorable outcome is determined to be less than probable, but reasonably possible, the Company will disclose an estimate of the possible loss or range of such loss; however, when a reasonable estimate cannot be made, the Company will provide disclosure to that effect. Litigation is inherently uncertain and may result in adverse rulings or decisions. Additionally, the Company may enter into settlements or be subject to judgments that may, individually or in the aggregate, have a material adverse effect on its results of operations. Accordingly, actual results could differ materially. Management believes the Company has adequate insurance coverage and/or has accrued for all loss contingencies for asserted and unasserted matters deemed to be probable and estimable losses. As of October 31, 2024, July 31, 2024 and October 31, 2023, the accruals for the above loss contingencies were not material individually or in the aggregate.

10. Segment Information

The Company has three reportable segments: Mountain, Lodging and Real Estate. The Company refers to "Resort" as the combination of the Mountain and Lodging segments. The Mountain segment includes the operations of the Company's mountain resorts/ski areas and related ancillary activities. The Lodging segment includes the operations of the Company's owned hotels, RockResorts, NPS concessioner properties, condominium management, Colorado resort ground transportation operations and mountain resort golf operations. The Real Estate segment owns, develops and sells real estate in and around the Company's resort communities. The Company's reportable segments, although integral to the success of the others, offer distinctly different products and services and require different types of management focus. As such, these segments are managed separately.

The Company reports its segment results using Reported EBITDA (defined as segment net revenue less segment operating expenses, plus segment equity investment income or loss, and for the Real Estate segment, plus gain or loss on sale of real property). The Company reports segment results in a manner consistent with management's internal reporting of operating results to the chief operating decision maker (Chief Executive Officer) for purposes of evaluating segment performance.

Items excluded from Reported EBITDA are significant components in understanding and assessing financial performance. Reported EBITDA should not be considered in isolation or as an alternative to, or substitute for, net loss, net change in cash and cash equivalents or other financial statement data presented in the accompanying Consolidated Condensed Financial Statements as indicators of financial performance or liquidity.

The Company utilizes Reported EBITDA in evaluating the performance of the Company and in allocating resources to its segments. Mountain Reported EBITDA consists of Mountain net revenue less Mountain operating expense plus Mountain equity investment income or loss. Lodging Reported EBITDA consists of Lodging net revenue less Lodging operating expense. Real Estate Reported EBITDA consists of Real Estate net revenue less Real Estate operating expense plus gain or loss on sale of real property. All segment expenses include an allocation of corporate administrative expense. Assets are not used to evaluate performance, except as shown in the table below. The accounting policies specific to each segment are the same as those described in Note 2, Summary of Significant Accounting Policies.

The following table presents financial information by reportable segment, which is used by management in evaluating performance and allocating resources (in thousands):

	Three Months Ended October 31,	
	2024	2023
Net revenue:		
Mountain	$ 173,296	$ 172,455
Lodging	86,916	81,821
Total Resort net revenue	260,212	254,276
Real Estate	63	4,289
Total net revenue	$ 260,275	$ 258,565
Segment operating expense:		
Mountain	$ 319,509	$ 312,839
Lodging	82,559	82,057
Total Resort operating expense	402,068	394,896
Real Estate	1,491	5,181
Total segment operating expense	$ 403,559	$ 400,077
Gain on sale of real property	$ 16,506	$ 6,285
Mountain equity investment income, net	$ 2,151	$ 859
Reported EBITDA:		
Mountain	$ (144,062)	$ (139,525)
Lodging	4,357	(236)
Resort	(139,705)	(139,761)
Real Estate	15,078	5,393
Total Reported EBITDA	$ (124,627)	$ (134,368)
Real estate held for sale or investment	$ 85,317	$ 86,465
Reconciliation from loss attributable to Vail Resorts, Inc. to Total Reported EBITDA:		
Net loss attributable to Vail Resorts, Inc.	$ (172,836)	$ (175,512)
Net loss attributable to noncontrolling interests	(8,708)	(7,535)
Net loss	(181,544)	(183,047)
Benefit from income taxes	(58,249)	(65,160)
Loss before benefit from income taxes	(239,793)	(248,207)
Depreciation and amortization	71,633	66,728
Change in estimated fair value of contingent consideration	2,079	3,057
Loss on disposal of fixed assets and other, net	1,529	2,043
Investment income and other, net	(2,493)	(3,684)
Foreign currency loss on intercompany loans	264	4,965
Interest expense, net	42,154	40,730
Total Reported EBITDA	$ (124,627)	$ (134,368)

11. Share Repurchase Program

On March 9, 2006, the Company's Board of Directors approved a share repurchase program, authorizing the Company to repurchase up to 3,000,000 Vail Shares. On July 16, 2008, December 4, 2015, March 7, 2023, and September 25, 2024, the Company's Board of Directors increased the authorization by an additional 3,000,000, 1,500,000, 2,500,000, and 1,100,000 Vail Shares, respectively, for a total authorization to repurchase up to 11,100,000 Vail Shares. During the three months ended October 31, 2024 and 2023, the Company repurchased 114,800 and 237,056 Vail Shares, respectively (at a total cost of $20.0 million and $50.0 million, respectively, excluding accrued excise tax, as discussed further below). Since inception of this stock repurchase program through October 31, 2024, the Company has repurchased 9,484,480 shares at a cost of approximately $1,149.4 million. As of October 31, 2024, 1,615,520 Vail Shares remained available to repurchase under the existing share repurchase program, which has no expiration date. Vail Shares purchased pursuant to the repurchase program will be held as treasury shares and may be used for the issuance of Vail Shares under the Company's employee share award plan.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Vail Resorts, Inc., together with its subsidiaries, is referred to throughout this Quarterly Report on Form 10-Q for the period ended October 31, 2024 ("Form 10-Q") as "we," "us," "our" or the "Company."

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended July 31, 2024 ("Form 10-K") and the Consolidated Condensed Financial Statements as of October 31, 2024 and 2023 and for the three months then ended, included in Part I, Item 1 of this Form 10-Q, which provide additional information regarding our financial position, results of operations and cash flows. To the extent that the following MD&A contains statements which are not of a historical nature, such statements are forward-looking statements, which involve risks and uncertainties. See "Forward-Looking Statements" below. These risks include, but are not limited to, those discussed in our filings with the Securities and Exchange Commission ("SEC"), including the risks described in Item 1A. "Risk Factors" of Part I of our Form 10-K, which was filed on September 26, 2024.

The MD&A includes discussion of financial performance within each of our three segments. We have chosen to specifically include segment Reported EBITDA (defined as segment net revenue less segment operating expense, plus segment equity investment income or loss, and for the Real Estate segment, plus gain or loss on sale of real property) in the following discussion because we consider this measurement to be a significant indication of our financial performance. We utilize segment Reported EBITDA in evaluating our performance and in allocating resources to our segments. Net Debt (defined as long-term debt, net plus long-term debt due within one year less cash and cash equivalents) is included in the following discussion because we consider this measurement to be a significant indication of our available capital resources. We also believe that Net Debt is an important measurement as it is an indicator of our ability to obtain additional capital resources for our future cash needs. Resort Reported EBITDA (defined as the combination of segment Reported EBITDA of our Mountain and Lodging segments), Total Reported EBITDA (which is Resort Reported EBITDA plus segment Reported EBITDA from our Real Estate segment) and Net Debt are not measures of financial performance or liquidity defined under accounting principles generally accepted in the United States ("GAAP"). Refer to the end of the Results of Operations section for a reconciliation of net loss attributable to Vail Resorts, Inc. to Total Reported EBITDA and Resort Reported EBITDA, and long-term debt, net to Net Debt.

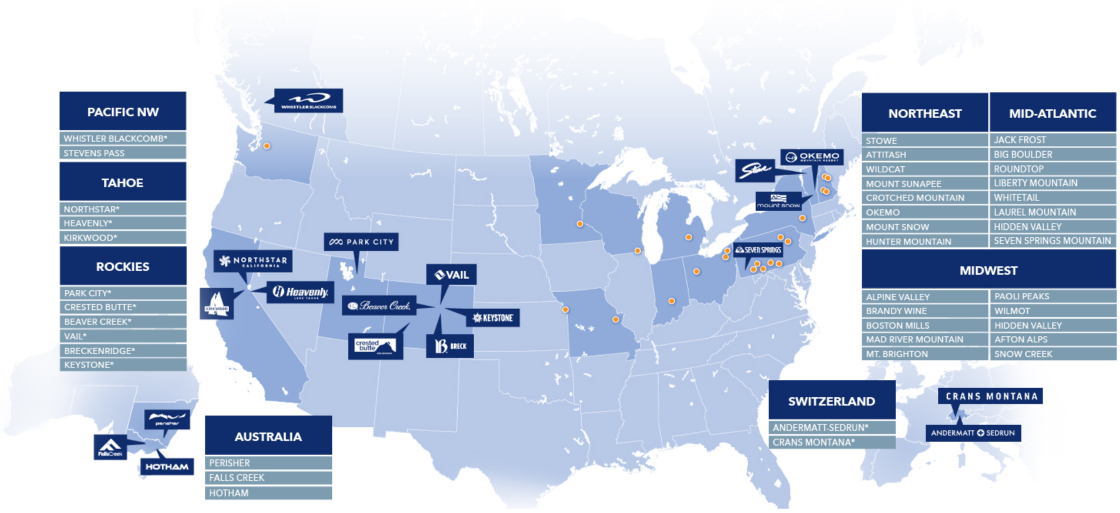
Items excluded from Resort Reported EBITDA, Total Reported EBITDA and Net Debt are significant components in understanding and assessing financial performance or liquidity. Resort Reported EBITDA, Total Reported EBITDA and Net Debt should not be considered in isolation or as an alternative to, or substitute for, net loss, net change in cash and cash equivalents or other financial statement data presented in the Consolidated Condensed Financial Statements as indicators of financial performance or liquidity. Because Resort Reported EBITDA, Total Reported EBITDA and Net Debt are not measurements determined in accordance with GAAP and are thus susceptible to varying calculations, Resort Reported EBITDA, Total Reported EBITDA and Net Debt, as presented herein, may not be comparable to other similarly titled measures of other companies. In addition, our segment Reported EBITDA (i.e., Mountain, Lodging and Real Estate), the measure of segment profit or loss required to be disclosed in accordance with GAAP, may not be comparable to other similarly titled measures of other companies.

Overview

Our operations are grouped into three integrated and interdependent segments: Mountain, Lodging and Real Estate. We refer to "Resort" as the combination of the Mountain and Lodging segments.

Mountain Segment

In the Mountain segment, the Company operates the following 42 destination mountain resorts and regional ski areas (collectively, "Resorts").



**Denotes a destination mountain resort, which generally receives a meaningful portion of skier visits from long-distance travelers, as opposed to our regional ski areas, which tend to generate skier visits predominantly from their respective local markets.*

Additionally, the Mountain segment includes ancillary services, primarily including ski school, dining and retail/rental operations, and for our Australian ski areas, including lodging and transportation operations. Mountain segment revenue is seasonal, with the majority of revenue earned from our North American and European ski operations occurring in our second and third fiscal quarters and the majority of revenue earned from our Australian ski operations occurring in our first and fourth fiscal quarters. Our North American and European Resorts typically experience their peak operating season for the Mountain segment from mid-December through mid-April, and our Australian ski areas typically experience their peak operating season from June to early October. Consequently, our first and fourth fiscal quarters are seasonally low periods as most of our North American and European ski operations are generally not open for business, and the activity of our Australian ski areas' peak season and our North American and European summer operating results are not sufficient to offset the losses incurred during these seasonally low periods. Revenue of the Mountain segment during the first and fourth fiscal quarters is primarily generated from summer and group related visitation at our North American and European destination mountain resorts, retail/rental operations and peak season Australian ski operations.

Lodging Segment

Operations within the Lodging segment include: (i) ownership/management of a group of luxury hotels through the RockResorts brand proximate to our Colorado and Utah mountain resorts; (ii) ownership/management of non-RockResorts branded hotels and condominiums proximate to our North American Resorts; (iii) National Park Service ("NPS") concessioner properties, including the Grand Teton Lodge Company ("GTLC"); (iv) a Colorado resort ground transportation company; and (v) mountain resort golf courses.

Revenue of the lodging segment during our first fiscal quarter is generated primarily by the operations of our NPS concessioner properties (as their peak operating season generally occurs during the months of June to October), as well as golf operations and seasonally low operations from our other owned and managed properties and businesses. Lodging properties (including managed condominium rooms) at or around our mountain resorts, and our Colorado resort ground transportation company, are closely aligned with the performance of the Mountain segment and generally experience similar seasonal trends. Management primarily focuses on Lodging net revenue excluding payroll cost reimbursements and Lodging operating expense excluding reimbursed payroll costs (which are not measures of financial performance under GAAP) as the reimbursements are made based upon the costs incurred with no added margin and as such, the revenue and corresponding expense do not affect our Lodging Reported EBITDA, which we use to evaluate Lodging segment performance.

Real Estate Segment

The principal activities of our Real Estate segment include the sale of land parcels to third-party developers and planning for future real estate development projects, including zoning and acquisition of applicable permits. We continue undertaking preliminary planning and design work on future projects and are pursuing opportunities with third-party developers rather than undertaking our own significant vertical development projects. Additionally, real estate development projects by third-party developers most often result in the creation of certain resort assets that provide additional benefit to the Mountain segment. We believe that, due to our low carrying cost of real estate land investments, we are well situated to promote future projects by third-party developers while limiting our financial risk. Our revenue from the Real Estate segment and associated expense can fluctuate significantly based upon the timing of closings and the type of real estate being sold, causing volatility in the Real Estate segment's operating results from period to period.

Recent Trends, Risks and Uncertainties

Together with those risk factors we have identified in our Form 10-K, we have identified the following important factors (as well as risks and uncertainties associated with such factors) that could impact our future financial performance or condition:

- Overall weather conditions, including the timing and amount of snowfall, can have an impact on Mountain and Lodging revenue, particularly with regard to skier visits and the duration and frequency of guest visitation. To help mitigate this impact, we sell a variety of pass products prior to the beginning of the ski season, which results in a more stabilized stream of lift revenue. Additionally, our pass products provide a compelling value proposition to our guests, which in turn create a guest commitment predominately prior to the start of the ski season. Pass product sales through December 3, 2024 for the upcoming 2024/2025 North American ski season decreased approximately 2% in units and increased approximately 4% in sales dollars as compared to the period in the prior year through December 4, 2023. Pass product sales are adjusted to eliminate the impact of foreign currency by applying an exchange rate of $0.71 between the Canadian dollar and U.S. dollar in both periods for Whistler Blackcomb pass sales. We cannot predict the overall impact that sales of our pass products will have on total lift revenue or effective ticket price for the fiscal year ending July 31, 2025.

- The economies in the countries in which we operate and from which we attract our guests may be impacted by economic challenges associated with elevated inflation, prolonged elevated interest rates, geopolitical conflicts, political uncertainty and financial institution disruptions and/or fluctuating commodity prices that could adversely impact our business, including decreased guest spending or visitation or increased costs of operations. Skiing, travel and tourism are discretionary recreational activities that can entail a relatively high cost of participation. As a result, economic downturns and other negative impacts to consumer discretionary spending may have a pronounced impact on visitation to our Resorts. We cannot predict the extent to which we may be impacted by such potential economic challenges, whether in North America or globally.

- As of October 31, 2024, we had $403.8 million of cash and cash equivalents, as well as $407.4 million available under the revolver component of our Ninth Amended and Restated Credit Agreement, dated as of April 24, 2024 (the "Vail Holdings Credit Agreement"), which represents the total commitment of $500.0 million less certain letters of credit outstanding of $92.6 million. Additionally, we have a credit facility which supports the liquidity needs of Whistler Blackcomb (the "Whistler Credit Agreement"). As of October 31, 2024, we had C$296.6 million ($213.0 million) available under the revolver component of the Whistler Credit Agreement, which represents the total commitment of C$300.0 million ($215.5 million) less letters of credit outstanding of C$3.4 million ($2.5 million). We believe that our existing cash and cash equivalents, availability under our credit agreements and the expected positive cash flow from operating activities of our Mountain and Lodging segments less resort capital expenditures will continue to provide us with sufficient liquidity to fund our operations.

RESULTS OF OPERATIONS

Summary

Shown below is a summary of operating results for the three months ended October 31, 2024, compared to the three months ended October 31, 2023 (in thousands):

	Three Months Ended October 31,	
	2024	2023
Net loss attributable to Vail Resorts, Inc.	$ (172,836)	$ (175,512)
Loss before benefit from income taxes	$ (239,793)	$ (248,207)
Mountain Reported EBITDA	$ (144,062)	$ (139,525)
Lodging Reported EBITDA	4,357	(236)
Resort Reported EBITDA	$ (139,705)	$ (139,761)
Real Estate Reported EBITDA	$ 15,078	$ 5,393

A discussion of segment results, including reconciliations of net loss attributable to Vail Resorts, Inc. to Total Reported EBITDA, and other items can be found below. The consolidated results of operations, including any consolidated financial metrics pertaining thereto, include the operations of Crans-Montana (acquired May 2, 2024) prospectively from the date of acquisition.

Mountain Segment

Three months ended October 31, 2024 compared to the three months ended October 31, 2023

Mountain segment operating results for the three months ended October 31, 2024 and 2023 are presented by category as follows (in thousands, except effective ticket price ("ETP")). ETP is calculated as lift revenue divided by total skier visits for each applicable period presented.

	Three Months Ended October 31,		Percentage Increase (Decrease)
	2024	2023	
Mountain net revenue:			
Lift	$ 40,423	$ 45,390	(10.9)%
Ski school	6,839	7,178	(4.7)%
Dining	20,628	18,077	14.1 %
Retail/rental	29,526	33,474	(11.8)%
Other	75,880	68,336	11.0 %
Total Mountain net revenue	173,296	172,455	0.5 %
Mountain operating expense:			
Labor and labor-related benefits	118,530	112,049	5.8 %
Retail cost of sales	15,031	17,821	(15.7)%
General and administrative	92,568	93,168	(0.6)%
Other	93,380	89,801	4.0 %
Total Mountain operating expense	319,509	312,839	2.1 %
Mountain equity investment income, net	2,151	859	150.4 %
Mountain Reported EBITDA	$ (144,062)	$ (139,525)	(3.3)%
Total skier visits	548	658	(16.7)%
ETP	$ 73.76	$ 68.98	6.9 %

Mountain Reported EBITDA includes $5.8 million of stock-based compensation expense for each of the three months ended October 31, 2024 and 2023.

Our first fiscal quarter historically results in negative Mountain Reported EBITDA, as most of our North American and European Resorts generally do not open for ski operations until our second fiscal quarter, which begins in November. The first fiscal quarter generally consists of operating and administrative expenses, North American and European summer activities (including dining), retail/rental operations and the winter operations of our Australian ski areas, for which the ski season generally occurs from June through early October.

Mountain Reported EBITDA decreased $4.5 million, or 3.3%, primarily driven by our Australian operations, which experienced weather-related challenges that impacted terrain and resulted in early closures, as well as incremental off-season losses from the addition of Crans-Montana (acquired May 2, 2024), partially offset by an increase in summer operations at our North American resorts, which benefited from warm weather conditions late in the season. Mountain segment results also include one-time operating expenses attributable to our resource efficiency transformation plan of $2.0 million for the three months ended October 31, 2024, as well as acquisition and integration related expenses of $0.9 million and $1.8 million for the three months ended October 31, 2024 and 2023, respectively.

Lift revenue decreased $5.0 million, or 10.9%, primarily due to decreased pass product sales for the 2024 Australian ski season, as well as a decrease in paid lift revenue at our Australian resorts as a result of reduced visitation from weather-related challenges that impacted terrain and resulted in early closures in the current year.

Dining revenue increased $2.6 million, or 14.1%, primarily as a result of an increased number of summer group events, as well as an increase in guest spending per visit at our North American resorts. Retail/rental revenue decreased $3.9 million, or 11.8%, driven by the impact of broader industry-wide customer spending trends which negatively impacted retail demand, particularly at our Colorado city store locations.

Other revenue mainly consists of summer visitation and other mountain activities revenue, employee housing revenue, guest services revenue, commercial leasing revenue, marketing revenue, private club revenue (which includes both club dues and amortization of initiation fees), municipal services revenue and other recreation activity revenue. Other revenue also includes Australian ski area lodging and transportation revenue. Other revenue increased $7.5 million, or 11.0%, primarily driven by an increase in other on-mountain summer activities and sightseeing revenue from the impact of increased summer visitation at our North American resorts as a result of improved weather conditions.

Operating expense increased $6.7 million, or 2.1%, which includes the incremental operating expenses from Crans-Montana and one-time costs attributable to our resource efficiency transformation plan of $2.0 million. Operating expense also includes acquisition and integration related expenses of $0.9 million and $1.8 million for the three months ended October 31, 2024 and 2023, respectively.

Labor and labor-related benefits increased 5.8%, primarily due to normal wage adjustments and an increase in labor expense to support increased North American summer operations, as well as incremental expenses from Crans-Montana of $2.3 million. Retail cost of sales decreased 15.7%, compared to a decrease in retail sales of 13.5%. Other expense increased 4.0%, primarily due to incremental expenses from Crans-Montana of $2.2 million, one-time costs attributable to our resource efficiency transformation plan of $2.0 million and an increase in acquisition and integration related expenses of $0.9 million.

Mountain equity investment income, net primarily includes our share of income from the operations of a real estate brokerage company.

Lodging Segment

Three months ended October 31, 2024 compared to the three months ended October 31, 2023

Lodging segment operating results for the three months ended October 31, 2024 and 2023 are presented by category as follows (in thousands, except average daily rates ("ADR") and revenue per available room ("RevPAR")):

	Three Months Ended October 31,		Percentage Increase (Decrease)
	2024	2023	
Lodging net revenue:			
Owned hotel rooms	$ 28,075	$ 25,177	11.5 %
Managed condominium rooms	11,705	12,003	(2.5)%
Dining	19,952	18,083	10.3 %
Golf	7,550	6,376	18.4 %
Other	16,501	16,723	(1.3)%
	83,783	78,362	6.9 %
Payroll cost reimbursements	3,133	3,459	(9.4)%
Total Lodging net revenue	86,916	81,821	6.2 %
Lodging operating expense:			
Labor and labor-related benefits	37,227	37,475	(0.7)%
General and administrative	14,289	14,857	(3.8)%
Other	27,910	26,266	6.3 %
	79,426	78,598	1.1 %
Reimbursed payroll costs	3,133	3,459	(9.4)%
Total Lodging operating expense	82,559	82,057	0.6 %
Lodging Reported EBITDA	$ 4,357	$ (236)	1,946.2 %
Owned hotel statistics:			
ADR	$ 315.97	$ 304.03	3.9 %
RevPAR	$ 178.87	$ 158.97	12.5 %
Managed condominium statistics:			
ADR	$ 232.00	$ 233.92	(0.8)%
RevPAR	$ 53.07	$ 50.78	4.5 %
Owned hotel and managed condominium statistics (combined):			
ADR	$ 276.02	$ 269.31	2.5 %
RevPAR	$ 92.03	$ 82.95	10.9 %

Lodging Reported EBITDA includes $0.8 million and $0.9 million of stock-based compensation expense for the three months ended October 31, 2024 and 2023, respectively.

Lodging Reported EBITDA increased $4.6 million, primarily driven by favorable weather conditions which drove increased visitation at GTLC and our mountain resort properties.

Revenue from owned hotel rooms increased $2.9 million, or 11.5%, primarily due to increased visitation at GTLC driven by favorable weather conditions, which also drove an increase in ADR, as well as stronger demand for summer lodging at our North American mountain resort properties. Dining revenue increased $1.9 million, or 10.3%, and golf revenue increased $1.2 million, or 18.4%, each primarily as a result of increased summer visitation at our North American mountain resort properties.

Other expense increased 6.3%, primarily due to one-time costs attributable to our resource efficiency transformation plan of $0.7 million, as well as increased utilities and maintenance expenses of $0.6 million.

Revenue from payroll cost reimbursement and the corresponding reimbursed payroll costs relate to payroll costs at managed hotel properties where we are the employer and all payroll costs are reimbursed by the owners of the properties under contractual arrangements. Since the reimbursements are made based upon the costs incurred with no added margin, the revenue and corresponding expense have no effect on our Lodging Reported EBITDA.

Real Estate Segment

Our Real Estate net revenue is primarily determined by the timing of closings and the mix of real estate sold in any given period. Different types of projects have different revenue and profit margins; therefore, as the real estate inventory mix changes, it can greatly impact Real Estate segment net revenue, operating expense, gain or loss on sale of real property and Real Estate Reported EBITDA.

Three months ended October 31, 2024 compared to the three months ended October 31, 2023

Real Estate segment operating results for the three months ended October 31, 2024 and 2023 are presented by category as follows (in thousands):

	Three Months Ended October 31,		Percentage Increase (Decrease)
	2024	2023	
Total Real Estate net revenue	$ 63	$ 4,289	(98.5)%
Real Estate operating expense:			
Cost of sales	—	3,607	(100.0)%
Other	1,491	1,574	(5.3)%
Total Real Estate operating expense	1,491	5,181	(71.2)%
Gain on sale of real property	16,506	6,285	162.6 %
Real Estate Reported EBITDA	$ 15,078	$ 5,393	179.6 %

During the three months ended October 31, 2024, we recorded a gain on sale of real property for $16.5 million related to the resolution of the October 2023 Eagle County District Court final ruling and valuation regarding the Town of Vail's condemnation of our East Vail property. During the three months ended October 31, 2023, we closed on the sale of a land parcel in Keystone, Colorado for $4.2 million, which was recorded within Real Estate net revenue, with a corresponding cost of sale of $3.6 million. Additionally, we recorded a gain on sale of real property for $6.3 million related to a land parcel sale in Beaver Creek, Colorado, which closed for proceeds of $6.5 million during the three months ended October 31, 2023.

Other operating expense for both the three months ended October 31, 2024 and 2023 was primarily comprised of general and administrative costs, such as labor and labor-related benefits, professional services and corporate overhead costs.

Other Items

In addition to segment operating results, the following material items contributed to our overall financial results for the three months ended October 31, 2024 and 2023 (in thousands):

	Three Months Ended October 31,		Increase (Decrease)
	2024	2023	
Benefit from income taxes	$ 58,249	$ 65,160	(10.6)%
Effective tax rate	24.3 %	26.3 %	(2.0) pts

Benefit from income taxes. At the end of each interim period, the Company estimates the annual effective tax rate and applies that rate to its ordinary quarterly earnings. The tax expense or benefit related to significant, unusual or extraordinary items that will be separately reported or reported net of their related tax effect are individually computed and recognized in the interim period in which those items occur. In addition, the effects of changes in enacted tax laws or rates or tax status are recognized in the interim period in which the change occurs. The effective tax rate for the three months ended October 31, 2024 was 24.3%, compared to 26.3% for the three months ended October 31, 2023.

The decrease in the effective tax rate for the three months ended October 31, 2024 compared to the three months ended October 31, 2023 was primarily due to a decrease in favorable discrete items impacting the first quarter tax provision in the current period.

Reconciliation of Segment Earnings and Net Debt

The following table reconciles net loss attributable to Vail Resorts, Inc. to Total Reported EBITDA for the three months ended October 31, 2024 and 2023 (in thousands):

	Three Months Ended October 31,	
	2024	2023
Net loss attributable to Vail Resorts, Inc.	$ (172,836)	$ (175,512)
Net loss attributable to noncontrolling interests	(8,708)	(7,535)
Net loss	(181,544)	(183,047)
Benefit from income taxes	(58,249)	(65,160)
Loss before benefit from income taxes	(239,793)	(248,207)
Depreciation and amortization	71,633	66,728
Loss on disposal of fixed assets and other, net	1,529	2,043
Change in fair value of contingent consideration	2,079	3,057
Investment income and other, net	(2,493)	(3,684)
Foreign currency loss on intercompany loans	264	4,965
Interest expense, net	42,154	40,730
Total Reported EBITDA	$ (124,627)	$ (134,368)
Mountain Reported EBITDA	$ (144,062)	$ (139,525)
Lodging Reported EBITDA	4,357	(236)
Resort Reported EBITDA	(139,705)	(139,761)
Real Estate Reported EBITDA	15,078	5,393
Total Reported EBITDA	$ (124,627)	$ (134,368)

The following table reconciles long-term debt, net to Net Debt (in thousands):

	October 31,	
	2024	2023
Long-term debt, net	$ 2,709,955	$ 2,732,037
Long-term debt due within one year	57,045	69,659
Total debt	2,767,000	2,801,696
Less: cash and cash equivalents	403,768	728,859
Net Debt	$ 2,363,232	$ 2,072,837

LIQUIDITY AND CAPITAL RESOURCES

Changes in significant sources of cash for the three months ended October 31, 2024 and 2023 are presented by categories as follows (in thousands).

	Three Months Ended October 31,	
	2024	2023
Net cash provided by operating activities	$ 282,424	$ 328,499
Net cash (used in) provided by investing activities	$ (71,006)	$ 5,565
Net cash used in financing activities	$ (132,302)	$ (153,608)

Three months ended October 31, 2024 compared to the three months ended October 31, 2023

We generated $282.4 million of cash from operating activities during the three months ended October 31, 2024, a decrease of $46.1 million compared to $328.5 million generated during the three months ended October 31, 2023. The decrease in operating cash flows was primarily a result of (i) an increase in income tax payments of approximately $24.9 million for the three months ended October 31, 2024 as compared to the prior year, driven by overpayments and other deductions which offset our estimated payments made during the three months ended October 31, 2023 and higher estimated taxable income for the current fiscal year, and (ii) the timing of payments for accounts payable, accrued liabilities, and inventory.

The decrease in cash provided by investing activities for the three months ended October 31, 2024 of $76.6 million was primarily due to (i) the maturity of short-term bank deposits in the prior year which had maturity dates of more than three months at the date of purchase and were therefore not reflected as cash equivalents as of July 31, 2023, of which $52.4 million matured during the three months ended October 31, 2023, and (ii) an increase in capital expenditures of approximately $17.6 million as compared to the prior year, which is largely driven by an acceleration of the timing of work being completed and associated payments taking place in the current year.

Cash used in financing activities decreased by $21.3 million during the three months ended October 31, 2024 compared to the three months ended October 31, 2023, primarily due to a decrease in repurchases of common stock of $30.0 million.

Significant Sources of Cash

We had $403.8 million of cash and cash equivalents as of October 31, 2024, compared to $728.9 million as of October 31, 2023, and the decrease was primarily attributable to the cash purchase price associated with the acquisition of Crans-Montana, net of cash acquired, and share repurchases completed during the last twelve months. We currently anticipate that our Mountain and Lodging segment operating results will continue to provide a significant source of future operating cash flows (primarily generated in our second and third fiscal quarters).

In addition to our $403.8 million of cash and cash equivalents at October 31, 2024, we had $407.4 million available under the revolver component of our Vail Holdings Credit Agreement as of October 31, 2024 (which represents the total commitment of $500.0 million less outstanding letters of credit of $92.6 million). Additionally, we had C$296.6 million ($213.0 million) available under the revolver component of our Whistler Credit Agreement (which represents the total commitment of C$300.0 million ($215.5 million) less certain outstanding letters of credit of C$3.4 million ($2.5 million). We expect that our liquidity needs in the near term will be met by continued use of our existing cash and cash equivalents, operating cash flows and borrowings under both the Vail Holdings Credit Agreement and Whistler Credit Agreement, if needed. The Vail Holdings Credit Agreement and the Whistler Credit Agreement provide adequate flexibility with any new borrowings currently priced at the Secured Overnight Financing Rate plus 1.60% and Bankers Acceptance Rate plus 1.75%, respectively.

Significant Uses of Cash

<u>Capital Expenditures</u>

We have historically invested significant amounts of cash in capital expenditures for our resort operations, and we expect to continue to do so, subject to operating performance particularly as it relates to discretionary projects. Currently planned capital expenditures primarily include investments that will allow us to maintain our high-quality standards for the guest experience, as well as certain incremental discretionary improvements at our Resorts, throughout our owned hotels and in technology that can impact the full network. We evaluate additional discretionary capital improvements based on an expected level of return on investment.

We currently anticipate that we will spend approximately $189 million to $194 million on resort capital expenditures during calendar year 2024, excluding $13 million of incremental capital investments in premium fleet and fulfillment infrastructure to support the official launch of My Epic Gear for the 2024/2025 winter season at 12 destination mountain resorts and regional ski areas across North America, $7 million of growth capital investments at Andermatt-Sedrun, investments at Crans-Montana, which we expect will include $2 million of maintenance capital expenditures and $2 million associated with integration activities at Crans-Montana, and $3 million of reimbursable capital. Including My Epic Gear premium fleet, fulfillment infrastructure capital, investments at Crans-Montana, and one-time investments, our total capital plan for calendar year 2024 is expected to be approximately $216 million to $221 million. Included in these estimated capital expenditures are approximately $117 million to $122 million of maintenance capital expenditures (excluding Crans-Montana), which are necessary to maintain appearance and level of service appropriate to our resorts. We currently plan to utilize cash on hand, borrowings available under our credit agreements and/or cash flow generated from future operations to provide the cash necessary to complete our capital plans.

Approximately $152 million was spent for capital expenditures in calendar year 2024 as of October 31, 2024, leaving approximately $37 million to $42 million to spend in the remainder of calendar year 2024.

Debt

As of October 31, 2024, principal payments on the majority of our long-term debt ($2.0 billion of the total $2.8 billion debt outstanding as of October 31, 2024) are not due until fiscal year 2029 and beyond. As of both October 31, 2024 and 2023, total long-term debt, net (including long-term debt due within one year) was $2.8 billion. Net Debt (defined as long-term debt, net plus long-term debt due within one year less cash and cash equivalents) increased from $2.1 billion as of October 31, 2023 to $2.4 billion as of October 31, 2024, primarily due to the cash purchase price associated with the acquisition of Crans-Montana, net of cash acquired, and share repurchases completed during the last twelve months.

As of October 31, 2024, the Vail Holdings Credit Agreement provides for (i) a revolving loan facility in an aggregate principal amount of $500.0 million and (ii) a term loan of $947.5 million, and the Whistler Credit Agreement provides for a revolving loan facility in an aggregate principal amount of C$300.0 million. We expect that our liquidity needs in the near term will be met by continued use of our existing cash and cash equivalents, operating cash flows and borrowings under both the Vail Holdings Credit Agreement and Whistler Credit Agreement, if needed.

Our debt service requirements can be impacted by changing interest rates as we had approximately $1.0 billion of variable-rate debt outstanding as of October 31, 2024. A 100-basis point change in our borrowing rates would cause our annual interest payments to change by approximately $10.0 million. Additionally, the annual payments associated with the financing of the Canyons Resort transaction increase by the greater of CPI less 1%, or 2%. The fluctuation in our debt service requirements, in addition to interest rate and inflation changes, may be impacted by future borrowings under our credit agreements or other alternative financing arrangements we may enter into. Our long term liquidity needs depend upon operating results that impact the borrowing capacity under our credit agreements. We can respond to liquidity impacts of changes in the business and economic environment by managing our capital expenditures, variable operating expenses, the timing of new real estate development activity and the payment of cash dividends on our common stock.

Dividend Payments

On December 5, 2024, our Board of Directors approved a cash dividend of $2.22 per share payable on January 9, 2025 to stockholders of record as of December 26, 2024. During the three months ended October 31, 2024, we paid cash dividends of $2.22 per share ($83.1 million). During the three months ended October 31, 2023, we paid cash dividends of $2.06 per share ($78.5 million). We funded these dividends with available cash on hand. The amount, if any, of dividends to be paid in the future will depend on our available cash on hand, anticipated cash needs, overall financial condition, restrictions contained in our Vail Holdings Credit Agreement, future prospects for earnings and cash flows, as well as other factors considered relevant by our Board of Directors.

Share Repurchase Program

Our share repurchase program is conducted under authorizations made from time to time by our Board of Directors. On March 9, 2006, our Board of Directors initially authorized the repurchase of up to 3,000,000 shares of Vail Resorts common stock (“Vail Shares”) and later authorized additional repurchases of up to 3,000,000 Vail Shares (July 16, 2008), 1,500,000 Vail Shares (December 4, 2015), 2,500,000 Vail Shares (March 7, 2023), and 1,100,000 Vail Shares (September 25, 2024), for a total authorization to repurchase up to 11,100,000 Vail Shares. During the three months ended October 31, 2024, we repurchased 114,800 shares (at an average cost of $174.21) for a total cost of approximately $20.0 million, excluding accrued excise tax. During the three months ended October 31, 2023, we repurchased 237,056 Vail Shares (at an average cost of $210.92) for a total cost of approximately $50.0 million, excluding accrued excise tax. We funded the share repurchases with available cash on hand. Since inception of this stock repurchase program through October 31, 2024, we have repurchased 9,484,480 Vail Shares at a cost of approximately $1,149.4 million. As of October 31, 2024, 1,615,520 Vail Shares remained available to repurchase under the existing repurchase authorization. Vail Shares purchased pursuant to the repurchase program will be held as treasury shares and may be used for the issuance of shares under our share award plan. Repurchases under the program may be made from time to time at prevailing prices as permitted by applicable laws, and subject to market conditions and other factors. The timing as well as the number of Vail Shares that may be repurchased under the program will depend on several factors, including our future financial performance, our available cash resources and competing uses for cash that may arise in the future, the restrictions in our Vail Holdings Credit Agreement, prevailing prices of Vail Shares and the number of Vail Shares that become available for repurchase at prices that we believe are attractive. The share repurchase program has no expiration date.

Covenants and Limitations

We must abide by certain restrictive financial covenants under our credit agreements. The most restrictive of those covenants include the following covenants: for the Vail Holdings Credit Agreement, Net Funded Debt to Adjusted EBITDA ratio, Secured Net Funded Debt to Adjusted EBITDA ratio and the Interest Coverage ratio (each as defined in the Vail Holdings Credit Agreement); for the Whistler Credit Agreement, Consolidated Total Leverage Ratio and Consolidated Interest Coverage Ratio (each as defined in the Whistler Credit Agreement); and for the EPR Secured Notes, Maximum Leverage Ratio and Consolidated Fixed Charge Ratio (each as defined in the EPR Agreements). Additionally, the New Regional Policy loan between Andermatt-Sedrun and the Canton of Uri and Canton of Graubünden dated June 24, 2016 includes restrictive covenants requiring certain minimum financial results (as defined in the agreement). In addition, our financing arrangements limit our ability to make certain restricted payments, pay dividends on or redeem or repurchase stock, make certain investments and make certain affiliate transfers, and may limit our ability to enter into certain mergers, consolidations or sales of assets and incur certain indebtedness. Our borrowing availability under the Vail Holdings Credit Agreement is primarily determined by the Net Funded Debt to Adjusted EBITDA ratio, which is based on our segment operating performance, as defined in the Vail Holdings Credit Agreement. Our borrowing availability under the Whistler Credit Agreement is primarily determined based on the commitment size of the credit facility and our compliance with the terms of the Whistler Credit Agreement.

We were in compliance with all restrictive financial covenants in our debt instruments as of October 31, 2024. We expect that we will meet all applicable financial maintenance covenants in effect in our credit agreements through the next twelve months. However, there can be no assurance we will meet such financial covenants. If such covenants are not met, we would be required to seek a waiver or amendment from the banks participating in the credit agreements. There can be no assurance that such waivers or amendments would be granted, which could have a material adverse impact on our liquidity.

OFF BALANCE SHEET ARRANGEMENTS

We do not have off balance sheet transactions that are expected to have a material effect on our financial condition, revenue, expenses, results of operations, liquidity, capital expenditures or capital resources.

CRITICAL ACCOUNTING POLICIES

There were no significant changes to our critical accounting policies and estimates as reported in our Form 10-K for the fiscal year ended July 31, 2024.

FORWARD-LOOKING STATEMENTS

Except for any historical information contained herein, the matters discussed or incorporated by reference in this Form 10-Q contain certain forward-looking statements within the meaning of the federal securities laws. These statements relate to analyses and other information available as of the date hereof, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our contemplated future prospects, developments and business strategies.

These forward-looking statements are identified by their use of terms and phrases such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “will” and similar terms and phrases, including references to assumptions. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that such plans, intentions or expectations will be achieved. Important factors that could cause actual results to differ materially from our forward-looking statements include, but are not limited to:

- *prolonged weakness in general economic conditions, including adverse effects on the overall travel and leisure related industries and our business and results of operations;*
- *risks associated with the effects of high or prolonged inflation, elevated interest rates and financial institution disruptions;*
- *unfavorable weather conditions or the impact of natural disasters or other unexpected events;*
- *the ultimate amount of refunds that we could be required to refund to our pass product holders for qualifying circumstances under our Epic Coverage program;*
- *the willingness or ability of our guests to travel due to terrorism, the uncertainty of military conflicts or public health emergencies, and the cost and availability of travel options and changing consumer preferences or discretionary spending habits;*
- *risks related to travel and airline disruptions, and other adverse impacts on the ability of our guests to travel;*
- *risks related to interruptions or disruptions of our information technology systems, data security or cyberattacks;*

- *risks related to our reliance on information technology, including our failure to maintain the integrity of our customer or employee data and our ability to adapt to technological developments or industry trends;*
- *our ability to acquire, develop and implement relevant technology offerings for customers and partners;*
- *the seasonality of our business combined with adverse events that may occur during our peak operating periods;*
- *competition in our mountain and lodging businesses or with other recreational and leisure activities;*
- *risks related to the high fixed cost structure of our business;*
- *our ability to fund resort capital expenditures, or accurately identify the need for, or anticipate the timing of certain capital expenditures;*
- *risks related to a disruption in our water supply that would impact our snowmaking capabilities and operations;*
- *our reliance on government permits or approvals for our use of public land or to make operational and capital improvements;*
- *risks related to resource efficiency transformation initiatives;*
- *risks related to federal, state, local and foreign government laws, rules and regulations, including environmental and health and safety laws and regulations;*
- *risks related to changes in security and privacy laws and regulations which could increase our operating costs and adversely affect our ability to market our products, properties and services effectively;*
- *potential failure to adapt to technological developments or industry trends regarding information technology;*
- *our ability to successfully launch and promote adoption of new products, technology, services and programs;*
- *risks related to our workforce, including increased labor costs, loss of key personnel and our ability to maintain adequate staffing, including hiring and retaining a sufficient seasonal workforce;*
- *our ability to successfully integrate acquired businesses, including their integration into our internal controls and infrastructure; our ability to successfully navigate new markets, including Europe; or that acquired businesses may fail to perform in accordance with expectations;*
- *a deterioration in the quality or reputation of our brands, including our ability to protect our intellectual property and the risk of accidents at our mountain resorts;*
- *risks related to scrutiny and changing expectations regarding our environmental, social and governance practices and reporting;*
- *risks associated with international operations, including fluctuations in foreign currency exchange rates where the Company has foreign currency exposure, primarily the Canadian and Australian dollars and the Swiss franc, as compared to the U.S. dollar;*
- *changes in tax laws, regulations or interpretations, or adverse determinations by taxing authorities;*
- *risks related to our indebtedness and our ability to satisfy our debt service requirements under our outstanding debt including our unsecured senior notes, which could reduce our ability to use our cash flow to fund our operations, capital expenditures, future business opportunities and other purposes;*
- *a materially adverse change in our financial condition;*
- *adverse consequences of current or future litigation and legal claims;*
- *changes in accounting judgments and estimates, accounting principles, policies or guidelines; and*
- *other risks and uncertainties included under Part 1. Item 1A. "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended July 31, 2024.*

All forward-looking statements attributable to us or any persons acting on our behalf are expressly qualified in their entirety by these cautionary statements.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Given these uncertainties, users of the information included or incorporated by reference in this Form 10-Q, including investors and prospective investors, are cautioned not to place undue reliance on such forward-looking statements. Actual results may differ materially from those suggested by the forward-looking statements that we make for a number of reasons including those described above and in Part I, Item 1A. "Risk Factors" of our Form 10-K. All forward-looking statements are made only as of the date hereof. Except as may be required by law, we do not intend to update these forward-looking statements, even if new information, future events or other circumstances have made them incorrect or misleading.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk. Our exposure to market risk is limited primarily to the fluctuating interest rates associated with variable rate indebtedness. As of October 31, 2024, we had approximately $1.0 billion of variable rate indebtedness, representing approximately 36.0% of our total debt outstanding, at an average interest rate during the three months ended October 31, 2024 of approximately 6.7%. Based on variable-rate borrowings outstanding as of October 31, 2024, a 100-basis point (or 1.0%)

change in our borrowing rates would result in our annual interest payments changing by approximately $10.0 million. Our market risk exposure fluctuates based on changes in underlying interest rates.

Foreign Currency Exchange Rate Risk. We are exposed to currency translation risk because the results of our international entities are reported in local currency, which we then translate to U.S. dollars for inclusion in our Consolidated Condensed Financial Statements. As a result, changes between the foreign exchange rates, in particular the Canadian dollar, Australian dollar and Swiss franc compared to 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. Additionally, we also have foreign currency transaction exposure from an intercompany loan to Whistler Blackcomb that is not deemed to be permanently invested, which has and could materially change due to fluctuations in the Canadian dollar exchange rate. The results of Whistler Blackcomb are reported in Canadian dollars, the results of our Australian resorts are reported in Australian dollars and the results of our Swiss resorts are reported in Swiss francs, each of which we then translate to U.S. dollars for inclusion in our Consolidated Condensed Financial Statements. We do not currently enter into hedging arrangements to minimize the impact of foreign currency fluctuations on our operations.

The following table summarizes the amounts of foreign currency translation adjustments, representing losses, and foreign currency loss on intercompany loans recognized in comprehensive loss (in thousands).

	Three Months Ended October 31,	
	2024	**2023**
Foreign currency translation adjustments	$ (3,854)	$ (92,094)
Foreign currency loss on intercompany loans	$ (264)	$ (4,965)

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management of the Company, under the supervision and with participation of the Chief Executive Officer (the “CEO”) and Chief Financial Officer (the “CFO”), evaluated the effectiveness of the Company’s “disclosure controls and procedures” as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Act”), as of the end of the period covered by this Quarterly Report on Form 10-Q.

Based upon their evaluation of the Company’s disclosure controls and procedures, the CEO and the CFO concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, the disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Act is accumulated and communicated to management, including the CEO and the CFO, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms.

The Company, including its CEO and CFO, does not expect that the Company’s controls and procedures will prevent or detect all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Changes in Internal Controls over Financial Reporting

There were no changes in the Company’s internal control over financial reporting that occurred during the three months ended October 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are a party to various lawsuits arising in the ordinary course of business. We believe that we have adequate insurance coverage and/or have accrued for all loss contingencies for asserted and unasserted matters and that, although the ultimate outcome of such claims cannot be ascertained, current pending and threatened claims are not expected, individually or in the aggregate, to have a material adverse impact on our financial position, results of operations and cash flows.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors we previously disclosed in our Form 10-K, which was filed on September 26, 2024 as of and for the year ended July 31, 2024.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Repurchase of Equity Securities

The following table sets forth our purchases of Vail Shares during the first quarter of fiscal 2025:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
August 1, 2024 - August 31, 2024	—	$ —	—	1,730,320
September 1, 2024 - September 30, 2024	—	$ —	—	1,730,320
October 1, 2024 - October 31, 2024	114,800	$ 174.21	114,800	1,615,520
Total	114,800	$ 174.21	114,800	1,615,520

(1) The share repurchase program is conducted under authorizations made from time to time by our Board of Directors. The Board of Directors initially authorized the repurchase of up to 3,000,000 Vail Shares (March 9, 2006), and later authorized additional repurchases of up to 3,000,000 Vail Shares (July 16, 2008), 1,500,000 Vail Shares (December 4, 2015), 2,500,000 Vail Shares (March 7, 2023), and 1,100,000 (September 25, 2024), for a total authorization to repurchase up to 11,100,000 Vail Shares. As of October 31, 2024, 1,615,520 Vail Shares remained available to repurchase under the existing repurchase authorization. Repurchases under these authorizations may be made from time to time at prevailing prices as permitted by applicable laws, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and subject to market conditions and other factors. These authorizations have no expiration date.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Director and Officer Rule 10b5-1 Trading Arrangements

During the three months ended October 31, 2024, none of the Company's directors or "officers" (as defined in Rule 16a-1(f) under the Exchange Act) adopted, modified or terminated "Rule 10b5-1 trading arrangements" or "non-Rule 10b5-1 trading arrangements" (each as defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS

The following exhibits are either filed or furnished herewith or, if so indicated, incorporated by reference to the documents indicated in parentheses, which have previously been filed or furnished with the Securities and Exchange Commission.

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the interactive data file as its XBRL tags are embedded within the inline XBRL document.
101.SCH	XBRL Schema Document.
101.CAL	XBRL Calculation Linkbase Document.
101.DEF	XBRL Definition Linkbase Document.
101.LAB	XBRL Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
104	The cover page from this Quarterly Report on Form 10-Q, formatted in inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		Vail Resorts, Inc.
Date: December 9, 2024	By:	/s/ Angela A. Korch
		Angela A. Korch Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Date: December 9, 2024	By:	/s/ Nathan Gronberg
		Nathan Gronberg Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Kirsten A. Lynch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vail Resorts, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 9, 2024

/s/ KIRSTEN A. LYNCH
Kirsten A. Lynch
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Angela A. Korch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vail Resorts, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 9, 2024

/s/ ANGELA A. KORCH

Angela A. Korch
Executive Vice President and Chief Financial Officer

Exhibit 32

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
AND THE CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned hereby certifies in their capacity as an officer of Vail Resorts, Inc. (the "Company") that the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Report fairly presents, in all material respects, the financial condition and the results of operations of the Company at the end of and for the periods covered by such Report.

Date: December 9, 2024

/s/ KIRSTEN A. LYNCH
Kirsten A. Lynch
Chief Executive Officer

Date: December 9, 2024

/s/ ANGELA A. KORCH
Angela A. Korch
Executive Vice President and Chief Financial Officer

This certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, is not a part of the Form 10-Q to which it refers, and is, to the extent permitted by law, provided by each of the above signatories to the extent of his respective knowledge. This certification is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Vail Resorts, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing. A signed original of this written statement required by Section 906 has been provided to Vail Resorts, Inc. and will be furnished to the Securities and Exchange Commission or its staff upon request.