VAILRESORTS®

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NOTICE OF THE 2017 ANNUAL MEETING OF STOCKHOLDERS
PROXY STATEMENT
2017 ANNUAL REPORT ON FORM 10-K

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PROXY SUMMARY

This summary contains highlights about our Company and the 2017 Annual Meeting of Stockholders. This summary does not contain all of the information that you should consider in advance of the annual meeting, and we encourage you to read the entire proxy statement and our 2017 Annual Report on Form 10-K filed with the SEC on September 28, 2017 (the "Annual Report") carefully before voting. Page references are provided to help you find further information in this proxy statement. For information concerning the annual meeting and voting on the proposals discussed in more detail in this proxy statement, please see "The Annual Meeting and Voting – Questions and Answers" beginning on page 53.

Corporate Governance Highlights (page 14)

We believe good governance is integral to achieving long-term stockholder value. We are committed to governance policies and practices that serve the interests of the Company and its stockholders. The Board of Directors monitors developments in governance best practices to assure that it continues to meet its commitment to thoughtful and independent representation of stockholder interests. Highlights of our corporate governance include:

- All of our director nominees are independent, except our CEO;
- All of our Audit, Compensation and Nominating & Governance Committee members are independent;
- An independent non-executive lead director;
- Annual election of all directors;
- Majority voting standard and a director resignation policy in uncontested director elections;
- Executive sessions of independent directors held at regularly scheduled Board meetings;
- Meaningful stock ownership guidelines;
- Excellent track record of attendance of all directors at Board and committee meetings in fiscal 2017;
- Anti-hedging policy for all directors and executive officers; and
- Clawback policy applicable to executive officers for both cash and equity-based awards.

Director Nominees (page 5)

The following table provides summary information about each director nominee. Each director stands for election annually. Detailed information about each director nominee's background, skill set and areas of experience can be found beginning on page 5.

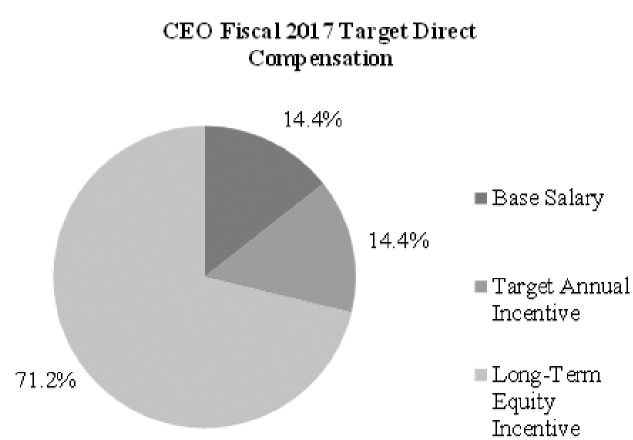
Director Nominee	Director Since	Primary Occupation and Experience	Independent	Committee Memberships			
				Audit	Comp	N&G	Exec
Susan L. Decker	2015	Principal of Deck3 Ventures LLC	Yes		X		
Roland A. Hernandez♦	2002	Founding Principal & CEO of Hernandez Media Ventures; former CEO of Telemundo	Yes	F		Chair	X
Robert A. Katz	1996	Chairman and CEO of Vail Resorts, Inc.	No				X
John T. Redmond	2008	President of Allegiant Travel Company	Yes	F			
Michele Romanow	2016	Co-Founder, Clearbanc	Yes		X		
Hilary A. Schneider	2010	Former President and Chief Executive Officer of Lifelock, Inc.	Yes		X		
D. Bruce Sewell	2013	SVP, General Counsel & Secretary of Apple Inc.	Yes	Chair F		X	
John F. Sorte	1993	Executive Chairman of Morgan Joseph TriArtisan LLC	Yes	F	Chair	X	X
Peter A. Vaughn	2013	Founder and Managing Director of Vaughn Advisory Group, LLC	Yes		X		
Fiscal 2017 Meetings:				4	5	2	–

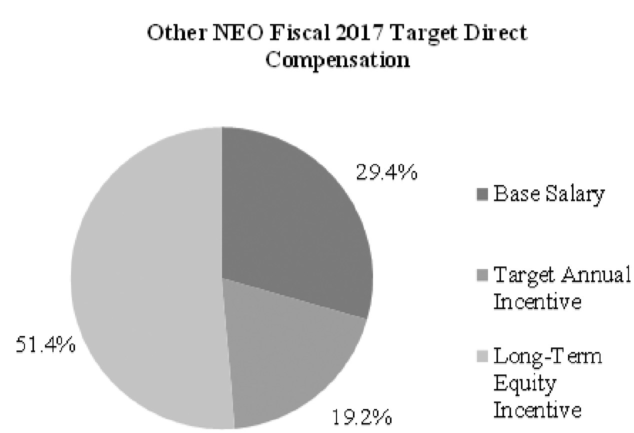
Audit – Audit Committee
Comp – Compensation Committee
N&G – Nominating & Governance Committee
Exec – Executive Committee
F – Audit Committee Financial Expert
♦ – Lead Independent Director

The Board of Directors held five meetings during fiscal 2017. Each of the directors attended at least 75% of the meetings held by the Board and Board committees on which he or she served during the fiscal year.

Executive Compensation Highlights (see page 26)

Under our executive compensation program, a significant portion (approximately 86% and 71%, respectively) of the CEO's and other named executive officers' annual target total direct compensation is variable based upon our operating performance and/or our stock price, as shown below:





In addition, for fiscal 2017, we engaged in (or refrained from) certain pay practices with respect to our named executive officer compensation program that we believe align with market best practices:

What We Do:

- ☑ Annual Advisory Vote to Approve Executive Compensation
- ☑ Independent Compensation Committee
- ☑ Significant Portion of Executive Compensation Tied to Performance
- ☑ Significant Portion of Executive Compensation Delivered in the Form of Long-Term Equity-Based Incentives
- ☑ Market Alignment of Compensation but with Greater Emphasis on At- Risk Compensation
- ☑ Independent Compensation Consultant
- ☑ Clawback Policy
- ☑ Stock Ownership Guidelines
- ☑ Use of Tally Sheets
- ☑ Annual Risk Assessment

What We Don't Do:

- ☒ No Excessive Perquisites
- ☒ No Tax Gross-Ups on Perquisites, Except for Standard Relocation Benefits
- ☒ No Excise Tax Gross-Ups
- ☒ No Automatic Salary Increases or Guaranteed Bonuses
- ☒ No "Single Trigger" Automatic Payments or Benefits Upon a Change in Control
- ☒ No Hedging or Pledging
- ☒ No Equity Repricing
- ☒ No Pension Plans or SERPs

VOTING MATTERS AND BOARD RECOMMENDATION

The following table summarizes the proposals to be considered at the annual meeting and the Board's voting recommendation with respect to each proposal.

Management Proposals	Board Vote Recommendation	Page Reference
Election of the nine directors named in this proxy statement, each for a one-year term expiring in 2018	FOR EACH NOMINEE	5
Ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm for fiscal 2018	FOR	50
Advisory vote to approve executive compensation	FOR	51
Advisory vote on the frequency of future advisory votes on executive compensation	EVERY ONE YEAR	52

Election of Directors (Proposal No. 1)

We are asking stockholders to elect each of our nominees for the Board of Directors named in this proxy statement. Our nominees are: Susan L. Decker, Roland A. Hernandez, Robert A. Katz, John T. Redmond, Michele Romanow, Hilary A. Schneider, D. Bruce Sewell, John F. Sorte and Peter A. Vaughn. If elected, each director nominee will serve as a director for a one-year term that expires in 2018.

Ratification of PricewaterhouseCoopers LLP as Independent Auditor (Proposal No. 2)

We are asking stockholders to ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for fiscal 2018. The Audit Committee has selected, and the Board of Directors has ratified the selection of, PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for fiscal 2018. Set forth below is information about its fees in fiscal 2017 and fiscal 2016.

Type of fees	2017	2016
Audit fees	$ 2,808,537	$ 2,248,788
Audit-related fees	—	—
Tax fees	665,023	152,188
Other fees	3,600	3,600
Total	**$ 3,477,160**	**$ 2,404,576**

Advisory Vote to Approve Executive Compensation (Proposal No. 3)

We are asking stockholders to cast an advisory, non-binding vote to approve compensation awarded to our named executive officers. The primary objective of our executive compensation program is to emphasize pay-for-performance by incentivizing our executive officers and senior management to drive superior results and generate stockholder value. Additional information regarding our executive compensation may be found elsewhere in this proxy statement.

Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation (Proposal No. 4)

We are asking stockholders to indicate their preference as to whether future advisory votes on executive compensation should occur every year, every two years or every three years. Currently, advisory votes on executive compensation are held every year.

MEETING INFORMATION

Date and time:	December 6, 2017, 9:00 a.m. Mountain Time
Place:	St. Julien Hotel 900 Walnut Street Boulder, Colorado 80302
Record date:	October 10, 2017
Voting:	Stockholders at the close of business on the record date may vote at the Annual Meeting of Stockholders. Each share is entitled to one vote on each matter to be voted upon.

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Broomfield, Colorado 80021

PROXY STATEMENT FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS

We are providing these proxy materials in connection with the solicitation of proxies by the Board of Directors (the "*Board*") of Vail Resorts, Inc. (the "*Company*") to be voted at our annual meeting, which will take place on Wednesday, December 6, 2017 at 9:00 a.m., Mountain Time, at the St. Julien Hotel, 900 Walnut Street, Boulder, Colorado 80302, and at any adjournment or postponement thereof. As a stockholder, you are invited to attend the annual meeting and are requested to vote on the items of business described in this proxy statement.

In accordance with the "notice and access" rules and regulations of the SEC, instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we are furnishing proxy materials, which include our proxy statement and annual report, to our stockholders over the Internet. Because you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials, unless you have previously made a permanent election to receive these materials in hard copy or unless you request a printed copy as described below. Instead, the Notice of Internet Availability of Proxy Materials will instruct you as to how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs you as to how you may submit your proxy. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

It is anticipated that the Notice of Internet Availability of Proxy Materials will be mailed, and this proxy statement will be made available, to stockholders on or about October 23, 2017.

PROPOSAL 1. ELECTION OF DIRECTORS

At the annual meeting, nine directors will be nominated for election to the Board to serve for the next year and until their respective successors are elected and qualified. The nominees are Mmes. Decker, Romanow and Schneider and Messrs. Hernandez, Katz, Redmond, Sewell, Sorte and Vaughn. Each of the nominees is currently a director of the Company and all nominees were previously elected by stockholders.

The persons named as proxies in the accompanying proxy, who have been designated by the Board, intend to vote, unless otherwise instructed in such proxy, "FOR" the election of Mmes. Decker, Romanow and Schneider and Messrs. Hernandez, Katz, Redmond, Sewell, Sorte and Vaughn as directors. If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee, if any, proposed by the Board. Each person nominated for election has agreed to serve if elected. Our Board has no reason to believe that any nominee will be unable to serve. The proxies solicited by this proxy statement may not be voted for more than nine nominees.

INFORMATION WITH RESPECT TO NOMINEES

The Nominating & Governance Committee monitors the mix of skills, knowledge, perspective, leadership, age, experience and diversity among directors in order to assure that the Board has the ability to perform its oversight function effectively. The Nominating & Governance Committee has determined that the Board will be comprised of individuals who meet the highest possible personal and professional standards. Our director nominees should have broad experience in management, policymaking and/or finance, relevant industry knowledge, business creativity and vision. They should also be committed to enhancing stockholder value and should be able to dedicate sufficient time to effectively carry out their duties.

The Nominating & Governance Committee considers many factors when determining the eligibility of candidates for nomination as director. The Nominating & Governance Committee does not have a formal diversity policy; however, in connection with the annual nomination process, the Nominating & Governance Committee considers the diversity of candidates to ensure that the Board is comprised of individuals with a broad range of experiences and backgrounds who can contribute to the Board's overall effectiveness in carrying out its responsibilities. The Nominating & Governance Committee assesses the effectiveness of its efforts at achieving a diverse Board when it annually evaluates the Board's composition.

The Nominating & Governance Committee considers the following specific characteristics in making its nominations for our Board: independence, wisdom, integrity, understanding and general acceptance of the Company's corporate philosophy, business or professional knowledge and experience that can bear on the Company's and the Board's challenges and deliberations, proven record of accomplishment with excellent organizations, inquiring mind, willingness to speak one's mind, ability to challenge and stimulate management, future orientation, willingness to commit time and energy, diversity and international/global experience.

The following sets forth the name and age of each nominee, identifies whether the nominee is currently a member of the Board, lists all other positions and offices, if any, now held by him or her with the Company, and specifies his or her principal occupation during at least the last five years.

Director Nominee	Business Experience, Other Directorships and Qualifications
SUSAN L. DECKER Age – 54 Principal Deck3 Ventures LLC Director Since September 25, 2015 **Independent** *Committees*: Compensation *Current Public Directorships*: Berkshire Hathaway, Inc. Costco Wholesale Corporation	Ms. Decker is the principal of Deck3 Ventures LLC, a privately held consulting and advisory firm. She has served in this capacity since 2009. Ms. Decker currently offers advisory services to corporations and serves on the boards of directors of Berkshire Hathaway Corporation, Costco Wholesale Corporation and Vox Media, Incorporated. During the 2009-2010 academic year, Ms. Decker served as Entrepreneur-in-Residence at Harvard Business School. Prior to that, from June 2000 to April 2009, she held various executive management positions at Yahoo! Inc., a global Internet brand, including president (June 2007 to April 2009), head of the Advertiser and Publisher Group (December 2006 to June 2007) and Chief Financial Officer (June 2000 to June 2007). Prior to joining Yahoo!, she spent 14 years with Donaldson, Lufkin & Jenrette (DLJ), most recently as Managing Director, global equity research (1998 - 2000), and previously as an equity research analyst, covering publishing and advertising stocks from 1986 to 1998. *Skills and Qualifications*: • **Leadership** and **Finance** experience—former lead director of an international manufacturer of microprocessors and chipsets (Intel); current principal of corporate advisory firm (Deck3); former president and CFO of large public global technology company (Yahoo!); former entrepreneur-in-residence for leading business school (Harvard); former global director of equity research for an investment bank (DLJ) • **Technology** and **International** experience—director of a large, diverse multinational conglomerate (Berkshire); director of a leading global retailer (Costco); former director of an international manufacturer of microprocessors and chipsets company (Intel); leadership positions at large public global technology company (Yahoo!); former director of global equity research for an investment bank (DLJ)

Director Nominee	Business Experience, Other Directorships and Qualifications
ROLAND A. HERNANDEZ Age – 60 Founding Principal & CEO Hernandez Media Ventures Director Since December 2002 Lead Director Since March 2009 **Independent** *Committees*: Audit, Nominating & Governance Chair, Executive *Current Public Directorships:* MGM Resorts International, Belmond Ltd. (formerly known as Orient Express Hotels Ltd.) and U.S. Bancorp	Mr. Hernandez is the founding principal and Chief Executive Officer of Hernandez Media Ventures, a privately held company engaged in the acquisition and management of media assets. He has served in this capacity since 2001. Mr. Hernandez has served as Chairman of Belmond Ltd., a luxury hotel company, since 2013. He also served as Chairman of Telemundo Group, Inc., a Spanish-language television and entertainment company, from 1998 to 2000, and as President and Chief Executive Officer from 1995 to 2000. From 1986 to 1994, Mr. Hernandez was President of the corporate general partner of Interspan Communications. Mr. Hernandez previously served on the board of directors of The Ryland Group, Inc., Sony Corporation and Wal-Mart Stores, Inc. He also serves on the advisory board of Harvard Law School and the President's Council on International Activities at Yale University. *Skills and Qualifications*: • **Leadership** and **Finance** experience—current CEO of privately-held media asset company (Hernandez Media Ventures); former CEO and Chairman of multinational television and entertainment company (Telemundo); director of large commercial bank (U.S. Bancorp); advisory board of leading law school (Harvard) • **Industry** and **International** experience—Chairman of luxury hotel company and sophisticated adventure travel operator (Belmond); director of global hospitality company (MGM); former CEO and Chairman of multinational television and entertainment company (Telemundo)

Director Nominee	Business Experience, Other Directorships and Qualifications
ROBERT A. KATZ Age – 50 Chairman of the Board & CEO Vail Resorts, Inc. Director Since June 1996 Chairman of the Board Since March 2009 *Committees*: Executive	Mr. Katz served as Lead Director from June 2003 until his appointment as Chief Executive Officer of the Company in February 2006. Prior to becoming the Chief Executive Officer, Mr. Katz was associated with Apollo Management L.P., a private equity investment firm, since its founding in 1990. Mr. Katz serves on the Wharton Leadership Advisory Board at the University of Pennsylvania. Mr. Katz has previously served on numerous private, public and non-profit boards. *Skills and Qualifications*: • **Leadership**, **Industry** and **Marketing** experience—professional association with Vail Resorts began in 1992 and has been involved with all major strategic decisions for over two decades; CEO since 2006 with unique insight and information regarding the Company's strategy, operations and business and experience with global branding, development and strategy, as well a unique historical perspective into the operations and vision for the Company (Vail Resorts) • **Finance** experience—current CEO of large public company (Vail Resorts); former senior partner at large private equity investment firm (Apollo)

Director Nominee	Business Experience, Other Directorships and Qualifications
JOHN T. REDMOND Age – 59 President, Allegiant Travel Company Director Since March 2008 **Independent** *Committees*: Audit *Current Public Directorships*: Allegiant Travel Company	Mr. Redmond is the President of Allegiant Travel Company, a leisure travel company, effective as of September 12, 2016 and also serves as a director of Allegiant. Previously, Mr. Redmond was the Managing Director and Chief Executive Officer of Echo Entertainment Group Limited, a leading Australian entertainment and gaming company, from January 2013 to April 2014, and previously served as a non-executive director from March 2012 to January 2013. Mr. Redmond was President and Chief Executive Officer of MGM Grand Resorts, LLC, a collection of resort-casino, residential living and retail developments, and a director of its parent company, MGM Resorts International, from March 2001 to August 2007. He served as Co-Chief Executive Officer and a director of MGM Grand, Inc. from December 1999 to March 2001. Mr. Redmond was President and Chief Operating Officer of Primm Valley Resorts from March 1999 to December 1999 and Senior Vice President of MGM Grand Development, Inc. from August 1996 to February 1999. Prior to 1996, Mr. Redmond was Senior Vice President and Chief Financial Officer of Caesars Palace and Sheraton Desert Inn, having served in various other senior operational and development positions with Caesars World, Inc. Mr. Redmond previously served on the board of directors of Tropicana Las Vegas Hotel and Casino, Inc. *Skills and Qualifications*: • **Leadership** and **Finance** experience—former CEO of large public entertainment and gaming company (Echo); former senior officer and director of large public entertainment and gaming company (MGM); president and director of low-cost, high-efficiency, all-jet passenger airline (Allegiant) • **Industry** and **International** experience—president and director of leisure travel company (Allegiant); former CEO of large public entertainment and gaming company (Echo); former senior officer and director of large public entertainment and gaming company (MGM)

Director Nominee	Business Experience, Other Directorships and Qualifications
MICHELE ROMANOW Age – 32 Co-Founder, Clearbanc Director Since October 17, 2016 **Independent** *Committees*: Compensation *Current Public Directorships*: Freshii, Inc.	Ms. Romanow is the Co-Founder of Clearbanc, a technology company that provides financial services for freelancers in the United States. Previously, Ms. Romanow was the Co-Founder of Snap by Groupon (previously SnapSaves), which was founded in March 2012 and acquired by Groupon, Inc. in June 2014. She served as a senior marketing executive for Groupon from June 2014 until March 2016. In February 2011, Ms. Romanow also founded Buytopia.ca, a Canadian ecommerce leader of which she continues to be a partner. Prior to that she was Director, Corporate Strategy & Business Improvement for Sears Canada. Ms. Romanow is also one of the venture capitalists on the award winning CBC series Dragons' Den. Ms. Romanow is a director of Freshii Inc., a Canadian fast casual restaurant franchise whose stock is publicly traded on the Toronto Stock Exchange. Ms. Romanow is also a Director of SHAD, a registered Canadian charity that empowers exceptional high school students. Ms. Romanow was previously a director of Whistler Blackcomb, which was acquired by Vail Resorts in October 2016. She holds a Bachelor of Science in Engineering and a Master of Business Administration from Queen's University. *Skills and Qualifications*: • **Leadership** experience—Co-Founder of SnapSaves (now Snap by Groupon) and former head of marketing of Snap by Groupon; Co-Founder and Partner of Buytopia.ca; director of Freshii; former director of Whistler Blackcomb • **Technology** and **Marketing** experience—former head of marketing of Snap by Groupon; Co-Founder of three technology companies (Clearbanc, SnapSaves and Buytopia.ca)

Director Nominee	Business Experience, Other Directorships and Qualifications
HILARY A. SCHNEIDER Age – 56 Former President & Chief Executive Officer LifeLock, Inc. Director Since March 2010 **Independent** *Committees*: Compensation	Ms. Schneider was most recently the President and Chief Executive Officer of LifeLock, Inc., a leading provider of identity theft protection, identity risk assessment and fraud protection services, a position she held since March 2016 until the acquisition of LifeLock by Symantec in February 2017. From September 2012 to February 2016, she served as the President of LifeLock. From March 2010 to November 2010, Ms. Schneider served as Executive Vice President at Yahoo! Americas. She joined Yahoo! in September 2006 when she led the company's U.S. region, Global Partner Solutions and Local Markets and Commerce divisions. Prior to joining Yahoo!, Ms. Schneider held senior leadership roles at Knight Ridder, Inc., from April 2002 to January 2005, including Chief Executive Officer of Knight Ridder Digital before moving to co-manage the company's overall newspaper and online business. From 2000 to 2002, Ms. Schneider served as President and Chief Executive Officer of Red Herring Communications. She also held numerous roles at Times Mirror from 1990 through 2000, including President and Chief Executive Officer of Times Mirror Interactive and General Manager of the Baltimore Sun. Ms. Schneider previously served as a director of LifeLock and serves as a senior advisor for TPG Capital. She also serves on the board of directors of several private companies and non-profit organizations, including Water.org. *Skills and Qualifications*: • **Leadership** experience—former director, president and CEO of large public identity and fraud protection company (LifeLock); leadership positions at large public global technology company (Yahoo!) • **Industry** and **Marketing** experience—former president and CEO of large public identity and fraud protection company (LifeLock); leadership positions at large public global technology company (Yahoo!); senior advisor to large private equity investment firm (TPG)

Director Nominee	Business Experience, Other Directorships and Qualifications
D. BRUCE SEWELL Age – 59 Senior Vice President, General Counsel & Secretary Apple Inc. Director Since January 2013 **Independent** *Committees*: Audit Chair, Nominating & Governance	Mr. Sewell is Senior Vice President, General Counsel and Secretary of Apple Inc., overseeing all legal matters for Apple, including corporate governance, intellectual property, litigation and securities compliance, as well as global security operations, privacy and encryption. Mr. Sewell has announced his retirement from Apple effective December 31, 2017. He joined Apple in September 2009. Prior to joining Apple, Mr. Sewell served as Senior Vice President, General Counsel of Intel Corporation from 2005 to 2009. He also served as Intel's Vice President, General Counsel from 2004 to 2005 and Vice President of Legal and Government Affairs, Deputy General Counsel from 2001 to 2004. Prior to joining Intel in 1995 as a senior attorney, Mr. Sewell was a partner in the law firm of Brown and Bain PC. He also serves on the board of directors of C3-IoT, a privately held technology company. *Skills and Qualifications*: • **Leadership** and **Finance** experience—general counsel of a large international public company (Apple); leadership positions at international manufacturer of microprocessors and chipsets (Intel) • **Technology** and **International** experience—general counsel of international public mobile communication, personal computer, software and media devices company (Apple); leadership positions at international manufacturer of microprocessors and chipsets (Intel); leadership position at cloud-based enterprise Platform as a Service (PaaS) for deployment of big data, AI & IoT software applications (C3-IoT)

Director Nominee	Business Experience, Other Directorships and Qualifications
JOHN F. SORTE Age – 70 Executive Chairman Morgan Joseph TriArtisan LLC Director Since January 1993 **Independent** *Committees*: Audit, Compensation Chair, Nominating & Governance, Executive	Mr. Sorte is Executive Chairman of Morgan Joseph TriArtisan LLC, an investment and merchant bank engaged in principal investment and corporate finance advisory activities. Mr. Sorte is also a director of Morgan Joseph TriArtisan Group Inc., the parent company of Morgan Joseph TriArtisan LLC. Prior to co-founding Morgan Joseph in 2001, he was President of New Street Advisors L.P. He previously held various positions at Drexel Burnham Lambert, including Head of the Energy Group, Co-head of Investment Banking and Chief Executive Officer and member of the board of directors. Mr. Sorte started his career as an investment banker at Shearson Hammill. Mr. Sorte also serves on the board of directors of Shorts International Ltd. and previously served on the board of directors of Autotote Corp. and Westpoint Stevens Inc., as well as several private companies and non-profit organizations. *Skills and Qualifications*: • **Leadership** and **Finance** experience—executive chairman of investment and merchant bank (Morgan Joseph); former president of private equity firm (New Street); prior leadership positions at global investment bank (Drexel) • **International** experience—executive chairman of investment and merchant bank with international operations (Morgan Joseph); prior leadership positions at global investment bank (Drexel)

Director Nominee	Business Experience, Other Directorships and Qualifications
PETER A. VAUGHN Age – 53 Founder and Managing Director Vaughn Advisory Group, LLC Director Since June 2013 **Independent** *Committees*: Compensation	Mr. Vaughn is the founder and Managing Director of the Vaughn Advisory Group, LLC, a privately-held company providing consulting services on global brand strategy and marketing. From January 2013 through November 2014, he was the Senior Vice President of International Consumer Products and Marketing of the American Express Company, providing strategic marketing leadership for the company's consumer card-issuing and network businesses in over 160 countries worldwide, with a focus on product line strategy, benefit sourcing and management, product innovation, brand management, communications and advertising. Previously, he held several senior marketing roles within American Express, including serving as Chief Marketing Officer of Global Network Services from 2011 to January 2013, Senior Vice President of Global Brand Management from 2005 to 2011, Vice President of Marketing for the Travelers Cheque and Prepaid Services Group from 2002 to 2004, Vice President and General Manager of Lending for the Small Business Division in 2001 and Vice President of Acquisition and Advertising for Small Business Services from 1999 to 2001. From 1994 to 1999, he held several positions overseas in the Consumer Services Group of American Express, including Vice President of International Product Development, European Head of Revolving Credit and Lending and Senior Director of European Product Development. Mr. Vaughn joined American Express in 1992, acting as Director of Marketing for the Consumer Financial Services Group. *Skills and Qualifications*: • **Leadership** and **International** experience—former senior global marketing positions and senior business leader in multiple business lines at a global, public financial services company (American Express) • **Marketing** and **Finance** experience—principal of privately-held global brand strategy and marketing company (Vaughn Advisory Group); former senior global marketing positions and senior business leader in multiple business lines with operational marketing and profit/loss responsibility at a global, public financial services company (American Express)

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.

MANAGEMENT

The Company's executive officers, as well as additional information with respect to such persons, are set forth in the table below:

Name	Age	Position
Robert A. Katz	50	Chairman and Chief Executive Officer
Patricia A. Campbell	54	President - Mountain Division
Michael Z. Barkin	39	Executive Vice President and Chief Financial Officer
Kirsten A. Lynch	49	Executive Vice President and Chief Marketing Officer
David T. Shapiro	47	Executive Vice President, General Counsel and Secretary
James C. O'Donnell	47	Executive Vice President, Hospitality, Retail & Real Estate

For biographical information about Mr. Katz, see "Director Nominees" above.

Patricia A. Campbell has served as President - Mountain Division since August 2015. Ms. Campbell previously served as Executive Vice President since October 2013 and served as the Chief Operating Officer of Breckenridge Ski Resort since October 2009. Prior to that, Ms. Campbell was Chief Operating Officer of Keystone Resort from November 2006 to September 2009. Ms. Campbell joined the Company in July 1999 as the Director of Ski School at Breckenridge and she has more than 25 years of expertise in the ski industry and senior management, holding various roles from her start as a Ski School Instructor at Jackson Hole Mountain Resort in 1985. Ms. Campbell serves as a member of the board of the National Ski Areas Association and of the Breckenridge Outdoor Education Center.

Michael Z. Barkin has served as Executive Vice President and Chief Financial Officer since April 2013. Mr. Barkin previously served as Vice President of Strategy and Development since July 2012. Prior to joining the Company, he was a principal at KRG Capital Partners, a private equity investment firm, where he was a member of the investment team since 2006. At KRG, Mr. Barkin was responsible for managing new acquisitions and had portfolio company oversight across multiple sectors. Prior to KRG, he worked at Bain Capital Partners, a private equity investment firm, and Bain & Company, a strategy and consulting firm.

Kirsten A. Lynch has served as Executive Vice President and Chief Marketing Officer since July 2011. Prior to joining the Company, Ms. Lynch was with PepsiCo, Inc., where she was Chief Marketing Officer of the Quaker Foods and Snacks Division from 2009 to 2011, leading the brand marketing, consumer insights and shopper marketing organization. From 2007 to 2009, she was Vice President of Marketing for Kraft Foods Group, Inc.'s Cheese and Dairy Business Unit. Ms. Lynch had worked for Kraft Foods since 1996, holding various marketing positions for the company's product divisions, including Senior Marketing Director of Kraft Mac & Cheese and Family Dinners, and Senior Brand Manager and Brand Manager for product lines such as salad dressings, barbecue, DiGiorno Pasta & Sauce and Miracle Whip. Ms. Lynch started her career with Ford Motor Company in marketing and sales.

David T. Shapiro has served as Executive Vice President, General Counsel and Secretary since July 2015. Prior to joining the Company, Mr. Shapiro served as General Counsel and Senior Vice President for DaVita Kidney Care, a division of DaVita HealthCare Partners Inc., overseeing all aspects of the division's legal work. Mr. Shapiro joined DaVita HealthCare Partners in 2008, serving as Senior Vice President and Chief Special Counsel from 2012 to 2013 and as Senior Vice President and Chief Compliance Officer from 2008 to 2012. From 2003 to 2007, he served as a trial attorney for the U.S. Department of Justice's Civil Frauds Section in Washington, D.C. and, prior to that, in private practice at law firms in Connecticut, Philadelphia and Washington, D.C. Mr. Shapiro currently serves on the Board of Directors for the Children's Hospital of Colorado.

James C. O'Donnell was appointed Executive Vice President - Hospitality, Retail & Real Estate in December 2016, having previously served as Senior Vice President of Lodging and Real Estate, Chief Operating Officer of Vail Resorts Hospitality and as the Hospitality division's Chief Financial Officer. Mr. O'Donnell has held numerous positions in the Company since he joined in 2002, including Corporate Director of Finance, Regional Director of Operations and Vice President of Strategic Development. Prior to 2002, Mr. O'Donnell specialized in the hospitality and real estate industries as an Assurance and Business Advisory Services Manager at Arthur Andersen.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

Set forth in the following table is the beneficial ownership of common stock at the close of business on October 10, 2017 for all directors, nominees, the named executive officers listed in the Summary Compensation Table, and, as a group, all directors, nominees and all executive officers as of such date.

Name of Beneficial Owner	Common Stock Beneficially Owned	
	Shares	Percent of Class[(1)]
Susan L. Decker	3,022	*
Roland A. Hernandez	7,710	*
John T. Redmond	16,397[(2)]	*
Michele Romanow	291	*
Hilary A. Schneider	17,219	*
D. Bruce Sewell	14,698	*
John F. Sorte	47,314	*
Peter A. Vaughn	8,379	*
Robert A. Katz	1,007,758[(3)]	2.5%
Michael Z. Barkin	31,391[(4)]	*
Patricia A. Campbell	92,339[(5)]	*
Kirsten A. Lynch	63,270[(6)]	*
David T. Shapiro	5,661[(7)]	*
Directors and named executive officers as a group (13 persons)	1,313,244[(8)]	3.3%

* Less than 1.0%.

(1) Applicable percentages are based on 40,395,806 shares outstanding on October 10, 2017, adjusted as required by rules promulgated by the SEC. Unless indicated by footnote, the address for each listed director and executive officer is c/o Vail Resorts, Inc., 390 Interlocken Crescent, Broomfield, Colorado 80021. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as indicated by footnote, the person named in the table has sole voting and investment power with respect to all shares of common stock beneficially owned by them.

The number of shares of common stock outstanding used in calculating the percentage for each listed person includes the restricted share units, or RSUs, and common stock underlying share appreciation rights, or SARs, held by that person that are currently exercisable or are exercisable within 60 days of October 10, 2017, but excludes RSUs and our common stock underlying SARs held by any other person.

(2) Includes 273 shares of common stock underlying 296 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

(3) Includes 722,333 shares of common stock underlying 1,006,955 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

(4) Includes 18,883 shares of common stock underlying 33,694 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

(5) Includes 76,207 shares of common stock underlying 102,681 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

(6) Includes 51,768 shares of common stock underlying 76,238 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

(7) Includes 4,269 shares of common stock underlying 9,362 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

(8) Includes 873,733 shares of common stock underlying 1,229,226 SARs (assuming a fair market value of $215.80, the closing price of our common stock on October 10, 2017).

INFORMATION AS TO CERTAIN STOCKHOLDERS

Set forth below is certain information with respect to the only persons known to the Company to be the beneficial owners of more than five percent of the Company's voting securities at the close of business on October 10, 2017.

	Common Stock Beneficially Owned	
Name of Beneficial Owner	**Shares**	**Percent of Class(1)**
Ronald Baron/Baron Capital Management, Inc. (2)	5,136,182	12.7%
T. Rowe Price Associates, Inc. (3)	5,118,311	12.7%
The Vanguard Group, Inc. (4)	3,126,244	7.7%
FMR LLC (5)	2,108,847	5.2%
BlackRock Inc. (6)	2,029,118	5.0%

(1) Applicable percentages are based on 40,395,806 shares outstanding on October 10, 2017.

(2) As reported by BAMCO Inc. filing on behalf of Ronald Baron and Baron Capital Management, Inc. on Schedule 13F filed with the SEC on August 14, 2017 with a report date of June 30, 2017. The address for the holders is 767 Fifth Avenue, 49th Floor, New York, NY 10153.

(3) As reported by T. Rowe Price Associates, Inc. on a Schedule 13F filed with the SEC on August 14, 2017. The address for the holder is PO Box 89000, Baltimore, MD 21289.

(4) As reported by The Vanguard Group, Vanguard Fiduciary Trust Company, Vanguard Investments Australia, Ltd. and Vanguard Advisers Inc. on a Schedule 13F filed with the SEC on August 11, 2017. The address for the holder is PO Box 2600 V26, Valley Forge, PA 19482.

(5) As reported by FMR LLC on Schedule 13F filed with the SEC on August 11, 2017 with a report date of June 30, 2017. The address for the holders is 245 Summer Street, Boston, MA 02210.

(6) As reported by BlackRock Inc. on Schedule 13F filed with the SEC on August 8, 2017 with a report date of June 30, 2017. The address for the holder is 55 East 52nd Street, New York, NY 10055.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE GUIDELINES

The Board acts as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the Company's stockholders. The Board selects, advises and oversees our management, who are responsible for the day-to-day operations and administration of the Company. The Board has adopted Corporate Governance Guidelines which, along with the charters of each of the committees of the Board and the Company's Code of Ethics and Business Conduct, which we refer to as the Code of Ethics, provide the framework for the governance of the Company. A complete copy of the Company's Corporate Governance Guidelines, the charters of the Board committees and the Code of Ethics for directors, officers and employees may be found in the "Investor Relations" section of the Company's website under "Corporate Governance" at *www.vailresorts.com.* Copies of these materials are also available in print, without charge upon written request to: Secretary, Vail Resorts, Inc., 390 Interlocken Crescent, Broomfield, Colorado 80021.

BOARD LEADERSHIP AND LEAD INDEPENDENT DIRECTOR

Currently, the positions of Chairman of the Board and Chief Executive Officer of the Company are held by the same person, Mr. Katz. When the Chairman of the Board is a non-independent director, the independent directors elect an independent director to serve in a lead capacity. Mr. Katz serves as Chairman of the Board and Mr. Hernandez serves as our Lead Independent Director, or Lead Director. The Board has adopted a Charter of the Lead Independent Director (attached as *Appendix A* to the Corporate Governance Guidelines), which is available in the "Investor Relations" section of the Company's website under "Corporate Governance" at *www.vailresorts.com*. The Lead Director coordinates the activities of the other non-management directors and performs such other duties and responsibilities as the Board may determine.

The specific duties of the Lead Director include:

- presiding over meetings of the Board at which the Chairman is not present, including executive sessions of independent directors;
- having the authority to call meetings of the independent directors;
- serving as the presiding director for purposes of all rights and duties assigned to the presiding director under the Company's Bylaws, including the right to call special meetings of the Board;
- serving as principal liaison on Board-wide issues between the independent directors and the Chairman;
- reviewing information sent to the Board and communicating with management if there needs to be additional materials or analyses provided to directors;
- approving meeting agendas and meeting schedules for the Board, to assure that there is sufficient time for discussion of all agenda items;
- serving as the point of contact for communications from stockholders or other interested parties directed to the Lead Director or the non-management directors or Board as a group;
- ensuring that he is available for consultation and direct communication, if requested by major stockholders; and
- serving on the Executive Committee of the Board.

The Board believes that a single leader serving as Chairman and Chief Executive Officer, together with an experienced and engaged Lead Director, is the most appropriate leadership structure for the Board at this time. The Board believes that this approach is best because the Chief Executive Officer is the individual with primary responsibility for implementing the Company's strategy as approved by the Board and directing the work of other executive officers. This structure results in a single leader being directly accountable to the Board and, through the Board, to stockholders, and enables the Chief Executive Officer to act as the key link between the Board and other members of management.

MEETINGS OF THE BOARD

The Board held a total of five meetings during fiscal 2017. Each director attended at least 75% of the aggregate of all meetings of the Board and the standing committees of the Board on which he or she served. In accordance with our Corporate Governance Guidelines, directors are invited and encouraged to attend our annual meeting of stockholders. All of our then-serving directors attended our 2016 annual meeting of stockholders.

EXECUTIVE SESSIONS

The non-management directors' practice is to meet in executive session following the conclusion of each regularly scheduled quarterly Board meeting to discuss such matters as they deem appropriate and, at least once a year, to review the Compensation Committee's annual review of the Chief Executive Officer. These executive sessions are chaired by the Lead Director. Interested parties, including our stockholders, may communicate with the Lead Director and the non-management directors by following the procedures under the heading "Communications with the Board" below.

DIRECTOR NOMINATIONS

The Nominating & Governance Committee considers and recommends candidates for election to the Board. The Nominating & Governance Committee also considers candidates for election to the Board, if any, that are submitted by stockholders. Each member of the Nominating & Governance Committee participates in the review and discussion of director candidates. In addition, members of the Board who are not on the Nominating & Governance Committee may meet with and evaluate the suitability of candidates. In making its selections of candidates to recommend for election, the Nominating & Governance Committee seeks persons who have achieved prominence in their field and who possess significant experience in areas of importance to the Company. The minimum qualifications that the Nominating & Governance Committee believes must be met for a candidate to be nominated include independence, wisdom, integrity, understanding and general acceptance of the Company's corporate philosophy, business or professional knowledge and experience that can bear on the Company's and the Board's challenges and deliberations, proven record of accomplishment with excellent organizations, inquiring mind, willingness to speak one's mind, ability to challenge and stimulate management, future orientation, willingness to commit time and energy, diversity and international/global experience.

Stockholders who wish to submit candidates for consideration by the Nominating & Governance Committee for election at an annual or special meeting of stockholders should submit the candidate's name and qualifications, including the candidate's consent to serve as a director of the Company if nominated by the Committee and so elected, by mail to: Secretary, Vail Resorts, Inc., 390 Interlocken Crescent, Broomfield, Colorado 80021. The Nominating & Governance Committee applies the same standards in considering candidates submitted by stockholders as it does in evaluating candidates submitted by members of the Board. The Nominating & Governance Committee recommended the nominees for election at this year's annual meeting, all of whom are currently serving as directors.

DETERMINATIONS REGARDING INDEPENDENCE

Under the Company's Corporate Governance Guidelines, a majority of the Board must be comprised of directors who are independent, as determined based on the independence standards of the NYSE's Listed Company Manual. In accordance with our Corporate Governance Guidelines and the NYSE's listing standards, the Board has adopted categorical standards of director independence to assist it in making determinations of independence of Board members. These categorical standards of director independence are available in the "Investor Relations" section of the Company's website under "Corporate Governance" at *www.vailresorts.com*. The Board has affirmatively determined that each of the nominees, other than Mr. Katz, is "independent" under the NYSE's listing standards and the categorical standards of director independence adopted by the Board.

COMMUNICATIONS WITH THE BOARD

The Board has adopted a formal process by which interested parties, including our stockholders, may communicate with the Board, the Lead Director or the non-management directors as a group. This information is available in the "Investor Relations" section of the Company's website under "Corporate Governance" at *www.vailresorts.com*. Information on our website does not constitute part of this document.

CODE OF ETHICS AND BUSINESS CONDUCT

The Company has adopted a Code of Ethics that applies to all directors, officers and employees, including its chief executive officer, chief financial officer, chief accounting officer and controller, or persons performing similar functions. We make the Code of Ethics available to all directors, officers and employees and convey our expectation that every director, officer and employee read and understand the Code of Ethics and its application to the performance of each such person's business responsibilities. To assist in identifying such proposed transactions as they may arise, our Code of Ethics uses a principles-based guideline to alert directors, officers and employees to potential conflicts of interest. Under the Code of Ethics, a conflict of interest occurs when an individual's personal, social, financial or political interests conflict with his or her loyalty to the Company. Our policy under the Code of Ethics provides that even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. If any person believes a conflict of interest is present in a personal activity, financial transaction or business dealing involving the Company, then that person is instructed under the Code of Ethics to report such belief to an appropriate individual or department as identified in the Code of Ethics.

The Code of Ethics is available in the "Investor Relations" section of the Company's website under "Corporate Governance" at *www.vailresorts.com*, or in print, without charge, to any stockholder who sends a request to: Secretary, Vail Resorts, Inc., 390 Interlocken Crescent, Broomfield, Colorado 80021. In the event the Company amends or waives any of the provisions of the Code of Ethics applicable to our chief executive officer, chief financial officer or chief accounting officer and controller that relates to any element of the definition of "code of ethics" enumerated in Item 406(b) of Regulation S-K under the Securities Exchange Act of 1934, as amended, (the "*Exchange Act*"), the Company intends to disclose these actions on its website. Information on our website does not constitute part of this document.

RISK MANAGEMENT

The Board believes that oversight of the Company's overall risk management program is the responsibility of the entire Board. We view risk management as an important part of the Company's overall strategic planning process. The Board has delegated the regular oversight of the elements of the risk management program to the Audit Committee and the Board receives updates on individual areas of risk from the Audit Committee. The Board schedules a risk management review agenda item for regular Board meetings on a periodic basis and additionally as needed, during which the Audit Committee reports to and informs the Board of its risk management oversight activities. Senior management reports directly to the Audit Committee at each scheduled Audit Committee meeting and additionally as needed on the status of the Company's day-to-day risk management program. The Audit Committee has established an internal audit function to provide management and the Board with ongoing assessments of the Company's risk management processes and systems of internal control. In addition, as part of its responsibilities, the Audit Committee inquires of management and our independent auditors about the Company's processes for identifying and assessing such risks and exposures and the steps management has taken to minimize such risks and exposures to the Company. The Audit Committee also reviews the Company's guidelines and policies that govern the processes for identifying and assessing significant risks or exposures and for formulating and implementing steps to minimize such risks and exposures to the Company.

COMPENSATION RISK ASSESSMENT

The Compensation Committee, with the assistance of our independent compensation consultant, reviewed the material compensation policies and practices for all employees, including executive officers. The Compensation Committee considered whether the compensation program encouraged excessive risk taking by employees at the expense of long-term Company value. Based upon its assessment, the Compensation Committee believes that the Company's compensation program, which includes a mix of annual and long-term incentives, cash and equity awards and retention incentives, does not present risks that are reasonably likely to have a material adverse effect on the Company.

COMMITTEES OF THE BOARD

The Board has a standing Audit Committee, Compensation Committee, Executive Committee and Nominating & Governance Committee. The charters for each of these committees, which have been approved by the Board, are available in the "Investor Relations" section of the Company's website under "Corporate Governance" at *www.vailresorts.com*, or in print, without charge, to any stockholder who sends a request to: Secretary, Vail Resorts, Inc., 390 Interlocken Crescent, Broomfield, Colorado 80021. Below is a description of each committee of the Board. Each of the committees has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. Information on our website does not constitute part of this document.

The Audit Committee

The Audit Committee is primarily concerned with the effectiveness of the Company's independent registered public accounting firm, accounting policies and practices, financial reporting and internal controls. The Audit Committee acts pursuant to its charter, and is authorized and directed, among other things, to: (1) appoint, retain, compensate, evaluate and terminate, as appropriate, the Company's independent registered public accounting firm; (2) approve all audit engagement fees and terms, as well as all permissible non-audit service engagements with the independent registered public accounting firm; (3) discuss with management and the independent registered public accounting firm and meet to review the Company's annual audited financial statements and quarterly financial statements, including reviewing the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual and quarterly reports filed with the SEC; (4) review reports by the independent registered public accounting firm describing its internal quality control procedures and all relationships between the Company, or individuals in financial reporting oversight roles at the Company, and the independent registered public accounting firm; (5) establish procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; (6) monitor the rotation of partners of the independent auditors on the Company's audit engagement team as required by law; (7) review and approve or reject transactions between the Company and any related persons in accordance with the Company's Related Party Transactions Policy; (8) confer with management and the independent auditors regarding the effectiveness of internal control over financial reporting; (9) oversee management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and regulations and the Company's Code of Ethics; (10) annually prepare a report as required by the SEC to be included in the Company's annual proxy statement; and (11) discuss policies with respect to risk assessment and risk management.

The members of the Audit Committee are Mr. Sewell, Chairman, and Messrs. Hernandez, Redmond and Sorte. The Board has determined that Messrs. Sewell, Hernandez, Redmond and Sorte are each an “audit committee financial expert” as defined in the SEC’s rules and regulations adopted pursuant to the Exchange Act, and that all of the members of the Audit Committee are “independent” as defined by the NYSE’s listing standards and the rules of the SEC applicable to audit committee members. The Audit Committee held four meetings during fiscal 2017.

AUDIT COMMITTEE REPORT

Management is responsible for the Company's accounting practices, internal control over financial reporting, the financial reporting process and preparation of the consolidated financial statements. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board, or the PCAOB. The Audit Committee's responsibility is to monitor and oversee these processes.

In this context, the Audit Committee has met and held discussions with management and the Company's independent registered public accounting firm. Management represented to the Audit Committee that the Company's consolidated financial statements for the fiscal year ended July 31, 2017 were prepared in accordance with generally accepted accounting principles. The Audit Committee reviewed and discussed the consolidated financial statements with management and the Company's independent registered public accounting firm, including a discussion of the quality of the accounting principles, the reasonableness of significant judgments, the clarity of disclosures in the financial statements and management's assessment of the effectiveness of the Company's internal control over financial reporting. The Audit Committee further discussed with the Company's independent registered public accounting firm the matters required to be discussed under the rules adopted by the PCAOB, as well as the Company's independent registered public accounting firm's opinion on the effectiveness of the Company's internal control over financial reporting.

The Company's independent registered public accounting firm also provided to the Audit Committee the written disclosures and letter required by applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence, and the Audit Committee discussed with the Company's independent registered public accounting firm, and were satisfied with, that firm's independence from the Company and its management. The Audit Committee has also considered whether the Company's independent registered public accounting firm's provision of non-audit services to the Company is compatible with the auditors' independence.

The Audit Committee discussed with the Company's internal auditor and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the Company's independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal control over financial reporting and the overall quality of the Company's financial reporting. In addition, the Audit Committee meets with the internal auditor, with and without management present, to discuss the results of their examination and evaluation of the Company's internal control over financial reporting. The Audit Committee has also reviewed and discussed Company policies with respect to risk assessment and risk management.

Based upon the Audit Committee's discussion with management and the Company's independent registered public accounting firm referred to above, the Audit Committee recommended to the Board that the Company's audited financial statements as of and for the fiscal year ended July 31, 2017 be included in the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2017 for filing with the SEC.

Audit Committee
D. Bruce Sewell, Chairman
Roland A. Hernandez
John T. Redmond
John F. Sorte

The Compensation Committee

The Compensation Committee acts pursuant to its charter and is authorized and directed, among other things, to: (1) review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives (including the Chief Executive Officer's performance in fostering a culture of ethics and integrity), and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation; (2) review the performance of and the individual elements of total compensation for the executive officers of the Company, including any amendments to such executive's employment agreement, any proposed severance arrangements or change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements; (3) oversee the Company's overall compensation structure, policies and programs for executive officers and employees, including assessing the incentives and risks arising from or related to the Company's compensation programs and plans, and assessing whether the incentives and risks are appropriate; (4) review and approve the Company's incentive compensation and equity-based plans and approve changes to such plans, in each case subject, where appropriate, to stockholder or Board approval, and review and approve issuances of equity securities to employees of the Company; (5) review and recommend to the Board annual retainer and meeting fees for non-employee members of the Board and committees of the Board, fix the terms and awards of stock compensation for such members of the Board and determine the terms, if any, upon which such fees may be deferred; (6) produce a compensation committee report on executive officer compensation as required by the SEC, after the committee reviews and discusses with management the Company's Compensation Discussion and Analysis, or "CD&A," and consider whether to recommend that it be included in the Company's proxy statement or Annual Report; and (7) consider and recommend to the Board the frequency of the Company's advisory vote on executive compensation.

The members of the Compensation Committee are Mr. Sorte, Chairman, Mmes. Decker, Romanow and Schneider and Mr. Vaughn. The Board has determined that all members of the Compensation Committee are "independent" as defined by the NYSE's listing standards. In addition, the Compensation Committee consists of "non-employee directors," within the meaning of Rule 16b-3 promulgated under the Exchange Act and "outside directors," within the meaning of regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. The Compensation Committee held five meetings during fiscal 2017.

Compensation Committee Processes and Procedures

The Compensation Committee meets as often as necessary to carry out its responsibilities. The agenda for each meeting is usually developed by the Chairman of the Compensation Committee, in consultation with the Chief Executive Officer. The Chief Executive Officer does not participate in and is not present during any deliberations or determinations of the Compensation Committee regarding his compensation or individual performance objectives. The charter of the Compensation Committee grants the Compensation Committee sole authority, at the expense of the Company, to retain or to obtain advice from a compensation consultant, legal counsel or other adviser to assist in the execution of the Compensation Committee's responsibilities. The Compensation Committee is directly responsible for the appointment, compensation and oversight of the work of any consultant or adviser retained and has authority to approve the fees and other retention terms. The Compensation Committee expects that it will seek advice from independent compensation consultants as it deems necessary on a periodic basis, but not necessarily annually, in order to determine that the Company's compensation programs remain appropriate and consistent with industry practices. Prior to the retention of any compensation consultant, legal counsel or any other external adviser, the Compensation Committee will assess the independence of such adviser from management, taking into consideration all factors relevant to such adviser's independence, including factors specified in the NYSE listing standards.

During fiscal 2017, the Compensation Committee engaged Hewitt Associates LLC, which we refer to as AON Hewitt, which is a wholly-owned subsidiary of AON plc, as its independent compensation consultant. AON Hewitt was retained by the Compensation Committee to review the Company's executive compensation programs, including an analysis of both the competitive market and the design of the programs. As part of its reports to the Compensation Committee, AON Hewitt evaluated our compensation programs and provided an analysis relating to the compensation of our Chief Executive Officer and the Company's performance and a risk assessment of our compensation programs.

In fiscal 2017, AON Hewitt was paid $105,407 for these executive compensation consulting services provided to the Compensation Committee. As noted above, AON Hewitt is an indirect wholly-owned subsidiary of AON plc. AON plc is a multinational, multi-services insurance and consulting firm. During fiscal 2017, AON Hewitt and its affiliates provided general health and benefits consulting, actuarial consulting services and other human resource related services to the Company. The decision to engage AON Hewitt and its affiliates for these additional services was made by management as part of the Company's existing relationship with AON Hewitt concerning these services, and was not approved, or required to be approved, by the Compensation Committee or the Board. Fees for the foregoing additional services in fiscal 2017 were $733,905. The individuals at AON Hewitt that advise the Compensation Committee on executive compensation matters have no involvement in the other services provided to the Company by AON Hewitt and its affiliates, and the individuals at AON Hewitt advising the Compensation Committee report directly to, and are overseen by, the Compensation Committee. These individuals have no other relationship with the Company or management. The Compensation Committee has evaluated the independence of AON Hewitt and concluded that the work of AON Hewitt and its affiliates presents no conflict of interest.

Under its charter, the Compensation Committee may form, and delegate authority to, subcommittees, as appropriate, and the Chief Executive Officer has been granted authority to grant certain equity based awards for hiring incentive grants, correction grants or to promoted non-executive employees. The purpose of this delegation of authority is to enhance the flexibility of equity administration within the Company and to facilitate the timely grant of equity awards to new or recently promoted non-executive employees within specified limits approved by the Compensation Committee. The Chief Executive Officer's authority to make new hire incentive grants is limited by the restrictions established by the Compensation Committee.

Historically, the Compensation Committee has made adjustments to annual compensation, determined annual cash and equity awards, and established new performance objectives at one or more meetings held during the first quarter of the fiscal year. However, the Compensation Committee also considers matters related to individual compensation, such as compensation for new executive hires, at various times as needed throughout the year. Generally, the Compensation Committee's process comprises two related elements: the determination of compensation levels and the establishment of performance objectives for the fiscal year. For executives other than the Chief Executive Officer, the Compensation Committee solicits and considers evaluations and recommendations submitted to the committee by the Chief Executive Officer. The Compensation Committee makes all final determinations regarding these awards, and none of our executive officers, including the Chief Executive Officer, are involved in the determination of their own compensation. In the case of the Chief Executive Officer, the evaluation of his performance is conducted by the Compensation Committee, which determines any adjustments to his compensation as well as awards to be granted. The non-management directors' practice is to meet in executive session following the Board meeting in September of each year to review and ratify the Compensation Committee's annual review of the Chief Executive Officer. For all executives and directors, as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, tax and accounting information, tally sheets that set forth the total compensation that may become payable to executives in various hypothetical scenarios, executive and director stock ownership information, company stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels, and recommendations of the Compensation Committee's compensation consultant, including analyses of executive and director compensation paid at other companies identified by the consultant.

The specific determinations of the Compensation Committee with respect to executive compensation for fiscal 2017 are described in greater detail in the CD&A section of this proxy statement, as well as the narrative disclosure that accompanies the Summary Compensation Table and related tables in the Executive Compensation section of this proxy statement.

Compensation Committee Interlocks and Insider Participation

During fiscal 2017, no Compensation Committee interlocks existed between the Company and any other entity, meaning none of our executive officers currently serves, or has served during the last completed fiscal year, on the compensation committee or board of directors of any other entity that has one or more executive officers serving as a member of our Board or Compensation Committee. No member of our Compensation Committee has ever been an executive officer or employee of the Company.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this proxy statement. Based upon this review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated into our Annual Report on Form 10-K for the fiscal year ended July 31, 2017.

Compensation Committee
John F. Sorte, Chairman
Susan L. Decker
Hilary A. Schneider
Michele Romanow
Peter A. Vaughn

The Executive Committee

The Executive Committee has all powers and rights necessary to exercise the full authority of the Board during the intervals between meetings of the Board in the management of the business and affairs of the Company, subject to certain limitations set forth in the charter of the Executive Committee. The members of the Executive Committee are Messrs. Katz, Hernandez and Sorte. The Executive Committee held numerous discussions, but no formal meetings during fiscal 2017.

The Nominating & Governance Committee

The Nominating & Governance Committee acts pursuant to its charter and is authorized and directed to: (1) review the overall composition of the Board; (2) actively seek individuals qualified to become Board members for recommendation to the Board; (3) identify and recommend to the Board director nominees for the next annual meeting of stockholders and members of the Board to serve on the various committees of the Board; (4) oversee the evaluation of the performance of the Board and oversee the annual self-evaluation process of the Board and each committee; (5) review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval; (6) review and present to the Board individual director candidates recommended for the committee's consideration by stockholders and stockholder nominations for director that are made in writing to the Secretary of the Company in compliance with the Company's Bylaws; and (7) review and present to the Board stockholder proposals. The Nominating & Governance Committee also has the authority to retain and terminate any search firm to be used to identify candidates and to approve the search firm's fees and other retention terms.

The members of the Nominating & Governance Committee are Mr. Hernandez, Chairman, and Messrs. Sewell and Sorte. The Board has determined that all members of the Nominating & Governance Committee are "independent" as defined by the NYSE's listing standards. The Nominating & Governance Committee held two meetings during fiscal 2017.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION FOR FISCAL 2017

The following table provides information concerning the compensation of our non-employee directors in fiscal 2017:

Name[1]	Fees Earned or Paid in Cash ($)[2]	Stock Awards ($)[3]	All Other Compensation ($)[4]	Total ($)
Susan L. Decker[5]	71,416	193,948	1,473	266,837
Roland A. Hernandez[6]	143,833	193,948	817	338,598
John T. Redmond[7]	78,833	193,948	—	272,781
Michele Romanow[8]	49,457	180,595	—	230,052
Hilary A. Schneider[9]	71,416	193,948	4,000	269,364
D. Bruce Sewell[10]	98,416	193,948	—	292,364
John F. Sorte[11]	118,416	193,948	—	312,364
Peter A. Vaughn[12]........................	71,416	193,948	—	265,364

(1) Mr. Katz is also a named executive officer and his compensation as Chief Executive Officer is included in the Summary Compensation Table in the "Executive Compensation" section of this proxy statement. Mr. Katz does not receive any additional compensation for his service on the Board.

(2) Consists of non-employee director annual retainers and meeting fees, and, if applicable, lead director fees, committee chair fees, and committee member and meeting fees. Fees paid to each director in fiscal 2017 were as follows:

		Committees				
	Board of Directors	Audit	Compensation	Nominating & Governance	Executive	
Name (a)	Board Service ($)(a)	Committee Service ($)	Committee Service ($)	Committee Service ($)	Committee Service ($)	Total ($)
Susan L. Decker	61,833	—	9,583	—	—	71,416
Roland A. Hernandez	101,833	17,000	—	15,000	10,000	143,833
John T. Redmond	61,833	17,000	—	—	—	78,833
Michele Romanow (b)	42,392	—	7,065	—	—	49,457
Hilary A. Schneider	61,833	—	9,583	—	—	71,416
D. Bruce Sewell	61,833	27,000	—	9,583	—	98,416
John F. Sorte	61,833	17,000	20,000	9,583	10,000	118,416
Peter A. Vaughn	61,833	—	9,583	—	—	71,416

(a) Amounts include pro-rated amounts from October 1, 2016 through July 31, 2017 for the new director compensation program that went into effect on October 1, 2016 and pro-rated amounts and per-meeting fees for the prior director compensation program for August 1, 2016 through September 30, 2016.

(b) For Ms. Romanow, amounts are pro-rated from October 17, 2016, the date she joined the Board.

(3) The amounts in this column represent the aggregate grant date fair value of RSUs granted during fiscal 2017 computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718.

(4) All other compensation for fiscal 2017 includes the following:

Name	Charitable Donations ($)(a)	Company-paid Lodging, Ski School Privileges and Discretionary Spending on Goods and Services ($)(b)	Total ($)
Susan L. Decker	1,473	—	1,473
Roland A. Hernandez...	817	—	817
John T. Redmond	—	—	—
Michele Romanow.......	—	—	—
Hilary A. Schneider	4,000	—	4,000
D. Bruce Sewell...........	—	—	—
John F. Sorte	—	—	—
Peter A. Vaughn...........	—	—	—

(a) Represents the aggregate incremental cost to the Company of a vacation package to one of our resorts donated by the director to a charity pursuant to the Perquisite Fund Program for directors. See below under "Limited Director Perquisites and Personal Benefits" for a description of this program.

(b) Represents the amounts reported during fiscal 2017 that were used by a director towards lodging, ski school privileges and discretionary spending on services or goods at our properties for personal use. See below under "Limited Director Perquisites and Personal Benefits" for a description of this program. In accordance with SEC rules, the value of these benefits is measured on the basis of the estimated aggregate incremental cost to the Company for providing these benefits, and perquisites and personal benefits are not reported for any director for whom such amounts were less than $10,000 in the aggregate for the fiscal year.

(5) As of July 31, 2017, Ms. Decker held 1,234 unvested RSUs.

(6) As of July 31, 2017, Mr. Hernandez held 1,234 unvested RSUs.

(7) As of July 31, 2017, Mr. Redmond held 296 SARs and 1,234 unvested RSUs.

(8) As of July 31, 2017, Ms. Romanow held 1,147 unvested RSUs.

(9) As of July 31, 2017, Ms. Schneider held 1,234 unvested RSUs.

(10) As of July 31, 2017, Mr. Sewell held 1,234 unvested RSUs.

(11) As of July 31, 2017, Mr. Sorte held 1,234 unvested RSUs.

(12) As of July 31, 2017, Mr. Vaughn held 1,234 unvested RSUs.

DIRECTOR CASH COMPENSATION

All of our non-employee directors receive annual cash fees, payable in quarterly installments. Effective October 1, 2016, the annual cash retainer for each Board member was $60,000 and no additional per meeting fees were paid. In addition, the Lead Director of the Board receives an additional $40,000 per year and the Chairman of the Audit Committee receives an additional $25,000 per year. Each other Audit Committee member receives an additional $15,000 per year, the Chairman of the Compensation Committee receives an additional $20,000 per year, the Chairman of the Nominating & Governance Committee receives an additional $15,000 per year, and each other Compensation Committee member and Nominating & Governance Committee member receives an additional $10,000 each per year. Members of the Executive Committee receive an additional $10,000 per year. A non-executive Chairman of the Board would receive an additional annual retainer of $50,000, but our Chief Executive Officer is currently our Chairman of the Board and he is not entitled to this retainer.

Prior to October 1, 2016, the annual cash retainer for each Board member was $35,000 and meeting fees were $5,000 for each Board meeting attended in person and $1,000 for meetings attended telephonically. In addition, the Lead Director of the Board received an additional $40,000 per year and the Chairman of the Audit Committee received an additional $25,000 per year. Each other Audit Committee member received an additional $15,000 per year, the Chairman of the Compensation Committee received an additional $20,000 per year, the Chairman of the Nominating & Governance Committee received an additional $15,000 per year, and each other Compensation Committee member and Nominating & Governance Committee member received an additional $7,500 each per year. Members of the Executive Committee received an additional $10,000 per year. A non-executive Chairman of the Board would have received an additional annual retainer of $50,000, but our Chief Executive Officer is currently our Chairman of the Board and he is not entitled to this retainer. Members of the Audit Committee received $2,000 per committee meeting attended and members of the Compensation Committee and Nominating & Governance Committee received $1,500 per committee meeting attended.

All directors received reimbursement of their reasonable travel expenses in connection with their service.

DIRECTOR EQUITY COMPENSATION

The Company provides its non-employee directors with equity compensation as determined each year by the Compensation Committee, which for fiscal 2017, was $193,948, which consisted of 1,234 RSUs granted on September 23, 2016 that vested one year from the date of grant. The aggregate grant date fair value of these RSUs is set forth under the "Stock Awards" column of the Director Compensation Table and described in footnote 3 above.

LIMITED DIRECTOR PERQUISITES AND PERSONAL BENEFITS

Non-employee directors receive benefits consisting of lodging, ski school privileges and discretionary spending on services or goods at our resorts for personal use in accordance with the terms of the Company's Perquisite Fund Program. Each director is entitled to an annual $40,000 allowance to be used at the Company's resorts in accordance with such program, under which directors may draw against the account to pay for services or goods at the market rate. Unused funds in each director's account at the end of each fiscal year are forfeited. In accordance with SEC rules, the value of these benefits is measured on the basis of the estimated aggregate incremental cost to the Company. For this purpose, perquisites do not include benefits generally available on a non-discriminatory basis to all of our employees, such as skiing privileges.

In addition, each year we allow each director to designate one charity as the recipient of a vacation package with a retail value of no more than $4,000 and to include only the same array of services that are eligible under the Perquisite Fund Program. We also require that the package be given as part of a public event, dinner or auction and that the Company receive appropriate credit and marketing presence.

STOCK OWNERSHIP GUIDELINES FOR NON-EMPLOYEE DIRECTORS

Each non-employee director must own the greater of five times his or her annual cash retainer for Board service or $300,000 in value within five years of the date such director is elected or appointed to the Board. Directors are not permitted to sell any shares of common stock (except to pay the exercise price of a particular equity grant, if any, or taxes generated as a result of equity grants) until such time as the ownership guidelines have been satisfied and then only to the extent that such sales do not reduce such director's ownership below the threshold requirement. Shares of common stock, stock owned in a directed retirement plan or IRA and the intrinsic value of vested equity grants count as stock ownership for purposes of these guidelines. All of our non-employee directors are in compliance with this policy.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than 10% of our common stock, to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Our directors, executive officers and greater-than-10% stockholders are required by SEC rules to furnish us with copies of all Section 16(a) reports that they file. We file Section 16(a) reports on behalf of our directors and executive officers to report their initial and subsequent changes in beneficial ownership of our common stock. To our knowledge, based solely on a review of the reports we filed on behalf of our directors and executive officers, written representations from these persons that no other reports were required and all Section 16(a) reports provided to us, we believe that during fiscal 2017 our directors, executive officers and holders of more than 10% of our common stock filed the required reports on a timely basis under Section 16(a).

TRANSACTIONS WITH RELATED PERSONS

RELATED PARTY TRANSACTIONS POLICY AND PROCEDURES

We have adopted a written Related Party Transactions Policy that sets forth the Company's policies and procedures regarding the identification, review, consideration and approval or ratification of "related party transactions." For purposes of our policy only, a "related party transaction" is a transaction, contract, agreement, understanding, loan, advance or guarantee (or any series of similar transactions or arrangements) in which the Company and any "related person" are participants involving an amount that exceeds $120,000. Transactions involving compensation for services provided to the Company solely in their capacity as an officer or director by a related person are not covered by this policy. A related person is any executive officer, director, or more than 5% stockholder of the Company, or any immediate family member of an executive officer or director, including any entity in which such persons are an officer or 10% or greater equity holder.

Under the policy, where a transaction has been identified as a related party transaction, management must present information regarding the proposed related party transaction to the Chairman of the Audit Committee, the full Audit Committee or the Board for consideration and approval or ratification, depending upon the size of the transaction involved. In considering related party transactions, the Audit Committee takes into account the fairness of the proposed transaction to the Company and whether the terms of such transaction are at least as favorable to the Company as it would receive or be likely to receive from an unrelated third party in a comparable or substantially comparable transaction.

To ensure that our existing procedures are successful in identifying related party transactions, the Company distributed questionnaires to its directors and executive officers shortly following the end of the fiscal year which included, among other things, inquiries about any transactions they have entered into with us.

During fiscal 2017 and through the date of this proxy statement, there was one related party transaction under the relevant standards described above. Jennifer O'Donnell, the sister of James O'Donnell, our Executive Vice President - Hospitality, Retail and Real Estate, is an employee of the Company in the Human Resources department. Ms. O'Donnell's total compensation in fiscal 2017 was in excess of $120,000. In September 2017, the Audit Committee reviewed this transaction in accordance with the related party policy described above, and determined that no conflict of interest arose from such transaction. In setting Ms. O'Donnell's compensation, we followed the same policies and practices that we have historically used to set compensation for other similarly-situated employees.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis, or CD&A, describes our executive compensation program, the various components of our program and the compensation-related decisions made for fiscal 2017 with respect to our named executive officers ("*NEOs*"). For purposes of this CD&A and the compensation tables and narratives that follow, the NEOs for fiscal 2017 were:

- Robert A. Katz, Chairman and Chief Executive Officer
- Michael Z. Barkin, Executive Vice President and Chief Financial Officer
- Patricia A. Campbell, President - Mountain Division
- Kirsten A. Lynch, Executive Vice President and Chief Marketing Officer
- David T. Shapiro, Executive Vice President, General Counsel and Secretary

Executive Summary

Our executive compensation program, which is grounded in the principle of pay-for-performance, is intended to reward our executive officers for sustained, high-level performance over the short- and long-term as demonstrated by measurable, company-wide performance metrics and individual contributions that are consistent with our overall growth strategy and achievement of goals. We compensate our executive officers with a combination of cash compensation (in the form of base salary and cash incentive compensation) and equity awards, as well as a modest amount of benefits and perquisites. Our compensation program has been structured to enhance our ability to achieve our short-term and long-term strategic goals and to retain and motivate our executive officers and senior management to achieve such goals.

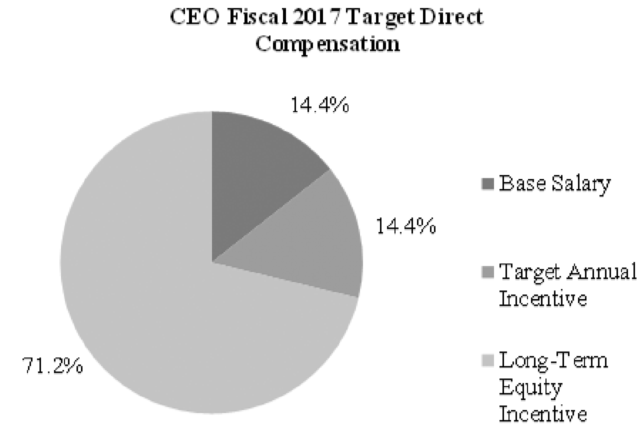
Our Executive Compensation Program Emphasizes Pay-for-Performance

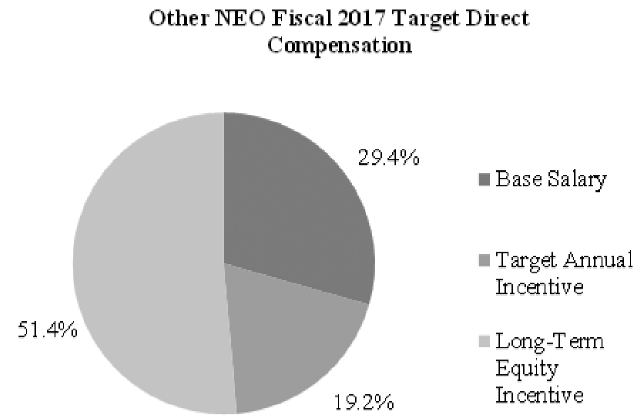
The primary objective of our executive compensation program is to emphasize pay-for-performance by incentivizing our executive officers to drive superior results and generate stockholder value. We accomplish this objective in the following ways:

- *Annual Incentive Awards.* Our Management Incentive Plan ("*MIP*"), which applies to the award of annual cash incentive compensation, referred to in this CD&A as a "MIP award," is intended to focus our executive officers on the key corporate financial metrics that we believe drive our best results. As explained in more detail below, because Resort EBITDA (earnings before interest, taxes, depreciation and amortization, as reported for our Mountain and Lodging segments) is the performance metric associated with the MIP for our NEOs, their annual cash incentive fluctuates with our performance and the achievement of our annual goals as established by the Compensation Committee.

- *Long-Term Equity Awards.* A significant portion of our NEOs' total annual compensation opportunity is in the form of long-term equity incentive compensation, including share appreciation rights ("*SARs*") and restricted share units ("*RSUs*"), which generally vest ratably over three years or, in certain circumstances, have cliff vesting at the third anniversary.

- *High Percentage of Compensation is Variable or "At-Risk."* A significant percentage of our NEOs' compensation is tied to incentives or appreciation in our stock price, and as executive officers attain greater levels of responsibility, the percentage of their total target compensation that is variable or "at-risk" increases, and the percentage that is fixed decreases. Accordingly, the NEO whose compensation is most heavily comprised of at-risk elements is our Chief Executive Officer ("*CEO*"). Our commitment to emphasizing performance-based compensation is illustrated by the following charts, which show the mix of our program's three primary direct compensation components (fixed compensation, consisting of base salary; variable or at-risk compensation, consisting of target annual incentive compensation; and actual long-term equity incentive awards granted in the fiscal year) for our CEO and, on average, for our other NEOs for fiscal 2017:





- *Performance-Based Stock Awards for CEO.* In furtherance of our pay-for-performance philosophy and to further align the interests of our CEO with the interests of our stockholders, the Compensation Committee of our Board of Directors has determined that approximately 50% of the award value subject to long-term equity incentive awards granted to our CEO each fiscal year (not including RSUs granted in payment of his annual MIP award, which are already tied to the performance metrics set forth under the MIP) will be "performance-based" stock awards. These performance-based stock awards may include (i) awards that do not vest or become exercisable unless specific business performance goals established by the Compensation Committee at the time of grant of the award are satisfied, (ii) SARs subject to time-based vesting criteria, but with an exercise price at least 25% greater than the closing price of our common stock on the date of grant ("*Premium SARs*"), and/or (iii) SARs with an exercise price equal to the closing price of our common stock on the date of grant ("*Market SARs*"). For fiscal 2017, the Compensation Committee awarded Mr. Katz long-term equity incentive awards with approximately 50% of the award value in time-based vesting RSUs and approximately 50% of the award value in Premium SARs only.

Our Executive Compensation Program is Supported by Our Stockholders

At our annual meeting of stockholders held on December 8, 2016, approximately 98.5% of the votes cast on the proposal were voted in support of the advisory resolution to approve the compensation of our NEOs. After considering the results of this vote, the Compensation Committee concluded that there is strong stockholder support of our executive compensation program and its emphasis on pay-for-performance. As a result, the Compensation Committee determined to maintain the current executive compensation program. At our 2011 annual meeting, our stockholders expressed a preference that advisory votes on executive compensation occur every year, as recommended by our Board of Directors. Consistent with this preference, our Board of Directors has implemented an advisory vote on executive compensation every year and is recommending that stockholders once again indicate a preference for annual say-on-pay votes through the advisory vote set forth in Proposal 4.

Fiscal 2018 Committee Actions

For fiscal 2018, our Chairman and CEO, Mr. Katz, voluntarily offered to reduce his compensation from what was recommended by the Compensation Committee. Mr. Katz offered to reduce the value of his long-term incentive award (RSUs and SARs) granted in September 2017, from approximately $4 million (the total grant date value of his RSU and SAR grant for fiscal 2017, excluding the RSUs award as part of his bonus) to approximately $2 million. Mr. Katz made this suggestion to the Compensation Committee in order to ensure that the Company could prioritize other compensation initiatives for fiscal 2018 and in recognition of his own ownership in the Company's stock, built over the prior 11 years. The Compensation Committee accepted this offer, despite the Company's strong financial and stock performance and the Committee's high degree of satisfaction with Mr. Katz's performance.

Effective Corporate Governance Reinforces Our Executive Compensation Program

The following features of our executive compensation program are evidence of our commitment to good corporate governance practices:

WHAT WE DO:	WHAT WE DON'T DO:
Annual Advisory Vote to Approve Executive Compensation. We provide our stockholders with an annual opportunity to vote on an advisory basis to approve the compensation paid to our NEOs as disclosed in the proxy statement. ***Independent Compensation Committee.*** Our executive compensation program is reviewed annually by the Compensation Committee, which consists solely of independent directors and makes all final determinations regarding the compensation of our NEOs. ***Significant Portion of Executive Compensation Tied to Performance.*** A significant portion of our NEOs' compensation is comprised of elements of performance-based, incentive compensation that are tied to defined corporate and individual performance goals or stock price performance. In the last three fiscal years, approximately 84.4% of our CEO's total compensation and approximately 69.1% of our other NEOs' total compensation, as reported in the Summary Compensation Table, has on average been in the form of short and long-term incentive-based compensation (MIP award and equity awards). In addition, approximately 50% of the long-term equity incentives granted to our CEO each fiscal year consist of "performance-based" awards. ***Significant Portion of Executive Compensation Delivered in the Form of Long-Term Equity-Based Incentives.*** A significant portion of our NEOs' compensation is comprised of long-term equity incentive awards, consisting of SARs and RSUs, which generally vest over three years. In the last three fiscal years, approximately 76.1% of our CEO's total compensation and approximately 54.1% of our other NEOs' total compensation as reported in the Summary Compensation Table, has on average been in the form of long-term equity-based incentives. Mr. Katz receives 50% of his annual MIP award in cash and the other 50% in RSUs that vest annually over a three-year period (included in the percentage above), meaning one-half of the MIP award earned on the basis of the Company's achievement of annual performance goals is subject to further time-based vesting and changes in the value of our common stock over that period. ***Market Alignment of Compensation but with Greater Emphasis on At-Risk Compensation.*** To attract and retain talented executive officers, we seek to align target pay levels for our NEOs between the 50th and 75th percentile of compensation as compared with companies in our peer group. However, as compared with companies in our peer group, we generally make at-risk compensation a more significant component of our NEOs' compensation in order to emphasize pay-for-performance, and we generally make SARs a much larger portion of their at-risk compensation than RSUs. ***Independent Compensation Consultant.*** The Compensation Committee periodically retains and receives advice from an independent compensation consultant.	***No Excessive Perquisites.*** We provide our executive officers with limited perquisites, which are generally limited to credit at our owned and operated properties and which are designed to incentivize our executive officers to visit and use our resorts in order to make informed decisions regarding our business and provide relevant feedback concerning our properties and services. ***No Tax Gross-Ups on Perquisites, Except for Standard Relocation Benefits.*** We do not pay tax gross-ups on the limited perquisites that our executive officers receive, except in the case of standard relocation benefits available to all similarly situated employees. ***No Excise Tax Gross-Ups.*** We are not required to pay excise tax gross-ups in connection with the change in control arrangements provided to our executive officers. ***No Automatic Salary Increases or Guaranteed Bonuses.*** We do not guarantee annual salary increases or bonuses for any NEO and no employment agreement with any NEO contains such provisions. ***No "Single Trigger" Automatic Cash Payments or Benefits Upon a Change in Control.*** The change in control arrangements provided to our executive officers require a termination event (including a termination by the executive for "good reason") following a change in control before any cash-based payments or benefits are triggered. Additionally, our CEO's potential cash severance is conservatively set at two times his base salary and bonus. ***No Hedging or Pledging.*** Under our Insider Trading Compliance Program, our executive officers are prohibited from conducting short sales or using derivatives or other instruments designed to hedge against the risk of ownership of our securities, including put and call options and collar transactions. The Insider Trading Compliance Program also prohibits directors and executive officers from pledging shares of the Company's stock. ***No Equity Repricing.*** We expressly prohibit the repricing of underwater SARs without stockholder approval. ***No Pension Plans or SERPs.*** We do not provide our executive officers with tax-qualified defined benefit pension plans or supplemental executive retirement plans.

WHAT WE DO:
Clawback Policy. The Compensation Committee has adopted a clawback policy that, in the event of a financial restatement, allows us to recoup cash- or equity-based incentive compensation from executive officers that was paid based on the misstated financial information.
Stock Ownership Guidelines. Our executive officers are subject to stock ownership guidelines, requiring that they hold a meaningful amount of our common stock, which helps to align their interests with those of our stockholders. Additionally, until the applicable guideline is achieved for an executive, he or she is required to retain at least 75% of the net shares received from vesting of RSUs or exercise of SARs. All of our executive officers are in compliance with this policy.
Use of Tally Sheets. The Compensation Committee uses tally sheets that provide information as to all compensation that is potentially available to our NEOs when evaluating executive compensation.
Annual Risk Assessment. The Compensation Committee, with the assistance of our independent compensation consultant, annually conducts a compensation risk assessment and, for fiscal 2017, determined that the Company's compensation policies and practices, or components thereof, do not create risks that are reasonably likely to have a material adverse effect on the Company.

Key Objectives of Our Executive Compensation Program

Our executive compensation program focuses on the following three key objectives:

- *Emphasizing Pay-for-Performance.* Emphasize pay-for-performance by tying annual and long-term compensation incentives to achievement of specified performance objectives or overall stock performance.

- *Attracting, Retaining and Motivating.* Attract, retain and motivate talented executives who will determine our long-term success. We have structured our executive compensation program to be competitive with compensation paid by companies in the same market for executive talent.

- *Rewarding Contributions and Creating Long-Term Value.* We have structured our compensation program to recognize and reward contributions of all employees, including executive officers, in achieving strategic goals and business objectives, while aligning the program with stockholder interests.

Compensation-Setting Process

Participants in Setting Executive Compensation

The Compensation Committee is responsible for determining the compensation of our executive officers, including our NEOs. In appropriate circumstances, such as when new market data supports a market adjustment, the Compensation Committee, in its sole discretion, considers the recommendations of our CEO in setting executive compensation, including the compensation of the other NEOs. The Compensation Committee, however, makes all final determinations regarding these awards, and no executive officer is involved in the deliberations or the determination with respect to his or her own compensation. The non-management directors' practice is to meet in executive session following the Board meeting in September of each year to review and ratify the Compensation Committee's annual review of the CEO.

Comparative Framework

To achieve our executive compensation objectives, the Compensation Committee periodically analyzes market data and evaluates individual executive performance with a goal of setting compensation at levels the Compensation Committee believes, based on their general business and industry knowledge and experience, are comparable with executives in other companies operating in the leisure, travel, gaming and hospitality industries, which we refer to as our "peer group." We face a somewhat unique challenge in establishing a peer group because few publicly-traded companies participate in more than one of our operating segments. Thus, when evaluating executive compensation, the Compensation Committee includes in our peer group a variety of leisure, travel, gaming and hospitality companies with whom we may compete for executive talent and the discretionary travel dollars of our guests.

When performing its annual executive compensation review, the Compensation Committee has sole authority to engage an independent compensation consultant to assist in obtaining market data and analyzing the competitive nature of our compensation programs. In fiscal 2017, the Compensation Committee engaged AON Hewitt to conduct a risk assessment, competitive market study of the Company's executive compensation program and to advise on compensation decisions. The Compensation Committee has assessed the independence of AON Hewitt as required by the NYSE listing rules. The Compensation Committee reviewed its relationship with AON Hewitt and considered all relevant factors, and concluded that there are no conflicts of interest raised by the work performed by AON Hewitt.

The market study analyzed our executive compensation relative to AON Hewitt's proprietary survey data, which consisted of companies with comparable revenues, as well as to publicly-traded peer group companies recommended by AON Hewitt. Our Compensation Committee then confirmed a peer group based upon this data. The peer group used for fiscal 2017 differed from the peer group used for fiscal 2016 due to changes in the size of Vail Resorts, resulting from acquisitions during fiscal 2017, changes in the industry, including revenue and market capitalization changes (both for the Company and the previous peer group companies) and mergers and acquisitions that resulted in 2016 peer group companies no longer being available for fiscal 2017. Specifically, Marriott International, Inc. and Starwood Hotels & Resorts Worldwide Inc. were removed from peer group used for fiscal 2017, and five companies (each highlighted in bold in the table below) were added. Accordingly, the peer group used by the Compensation Committee for fiscal 2017 compensation decisions consisted of the following companies:

Boyd Gaming Corporation	Norwegian Cruise Line Holdings Ltd.
Caesars Entertainment Corp.	Penn National Gaming Inc.
Cedar Fair, L.P.	**Pinnacle Entertainment Inc.**
Churchill Downs Inc.	Red Rock Resorts Inc.
Extended Stay America, Inc.	Six Flags Entertainment Corporation
Hyatt Hotels Corporation	**Wyndham Worldwide Corp.**
La Quinta Holdings Inc.	**Wynn Resorts Ltd.**

***Bold font indicates new peer for fiscal 2017**

The Compensation Committee primarily uses the proprietary survey data from AON Hewitt to set target pay levels for competitive and retention purposes. The Compensation Committee then uses peer group information generally to confirm target pay levels for our NEOs are between the 50th and 75th percentile of compensation as compared with companies in our peer group. However, as compared with companies in our peer group, we generally make at-risk compensation a more significant component of our NEOs' compensation in order to emphasize pay-for-performance. We believe that compensating our NEOs with a larger proportion of at-risk compensation elements (such as the MIP award, SARs and RSUs) in relation to more static compensation elements (such as base salary) and a larger proportion of long-term equity incentives (such as SARs and RSUs) in relation to short-term compensation elements (such as base salary and the MIP award), compared with the peer group, more closely aligns the interests of our NEOs with those of our stockholders. For example, on average, our NEOs receive approximately 55% of their target total direct compensation as long-term equity incentives (SARs and RSUs), compared to an average of approximately 47% of target total direct compensation of the NEOs in the peer group.

The Compensation Committee intends to continue to seek advice from independent compensation consultants as it deems necessary to help ensure that our compensation programs remain appropriate and consistent with industry practices. Although the Compensation Committee believes that it is important to periodically review the compensation policies of its peer group and the survey data, the Compensation Committee also believes that our executive compensation program must further our business objectives and be consistent with our culture. Therefore, while the Compensation Committee reviews the peer group and survey data, including the total and type of compensation paid to executive officers at peer group companies to further validate that the compensation paid to our executive officers remains competitive, the Compensation Committee may not necessarily make any particular adjustments to the compensation paid to the executive officers based on the peer group or survey data.

Company-Specific Factors

In addition to considering market data with respect to executive compensation practices of companies within our peer group, the Compensation Committee takes into account individual performance, our retention needs, our relative performance and our own strategic goals. We also conduct an annual review of the aggregate level of our executive compensation program as part of our annual budget review and annual performance review processes, which include determining the operating metrics and non-financial elements used to measure our performance and to compensate our executive officers.

The Compensation Committee, in conjunction with data and recommendations provided by our independent compensation consultant in any given year, also annually analyzes tally sheets prepared for each NEO. These tally sheets present the dollar amount of each component of the NEO's compensation, including current cash compensation (base salary and the MIP award for the applicable fiscal year), perquisites and the value of equity awards previously granted to the NEO as of the applicable fiscal year end, as well as the amounts that would have been payable to the NEO if employment had been terminated under various scenarios as of the end of the most recently completed fiscal year. The Compensation Committee uses these tally sheets, which provide substantially the same information as is provided in the tables included in this proxy statement, together with peer group data, primarily for purposes of analyzing our NEOs' total compensation and determining whether it is appropriate to adjust the compensation mix for our NEOs on a going-forward basis. In its most recent review of tally sheets, the Compensation Committee determined that total compensation amounts for our NEOs remained consistent with our executive compensation philosophy and objectives.

Elements of Compensation

Overview

Our executive compensation program consists of the following elements:

Compensation Element	Objective	Key Features
Base Salary	To attract and retain executives with a proven track record of performance	• Established based primarily on the scope of an executive officer's responsibilities, taking into account individual performance and experience, competitive market compensation for similar positions, as well as seniority of the individual, our ability to replace the individual, the impact the individual's loss would have on the Company, and other factors which may be deemed to be relevant by the Compensation Committee. • Reviewed annually by the Compensation Committee and, based on such review, may be adjusted to align salaries with market levels after taking into account various factors, including those listed in the bullet above. • No guaranteed increases to base salary.
Annual MIP Award	To incentivize achievement of annual financial, operational and strategic goals and achievement of individual annual performance objectives	• For each fiscal year, Company and individual performance elements drive two different aspects of the MIP: (1) the aggregate amount of funds available under the MIP (driven by Company performance), and (2) the specific allocation of awards to participants under the MIP (driven by Company performance for Mr. Katz and individual performance for the other NEOs). • Our CEO receives his annual MIP award 50% in cash and 50% in RSUs that vest annually over a three-year period (as further discussed under Equity Incentive Awards below). Our other executive officers receive annual MIP awards in cash only.

Compensation Element	Objective	Key Features
Equity Incentive Awards	To increase long-term stockholder value by retaining our executive officers in a competitive business environment and aligning the interests of our executive officers with those of our stockholders by encouraging stock ownership by such officers	• Current equity incentive awards are granted under our 2015 Omnibus Incentive Plan, referred to in this proxy statement as the 2015 Plan, previously approved by stockholders at the 2015 annual meeting. • Equity awards granted prior to the 2015 annual meeting were granted under our Amended and Restated 2002 Long Term Incentive and Share Award Plan, referred to in this proxy statement as the 2002 Plan, previously approved by the stockholders. • For fiscal 2017, we used grants of time-based vesting RSUs and SARs because RSUs and SARs provide both a high perceived value and strong retention value. • The Compensation Committee has adopted a long-term equity-based incentive grant practice for Mr. Katz, such that approximately 50% of his equity awards will be performance-based. For fiscal 2017, the Compensation Committee awarded Mr. Katz his long-term equity incentive awards as approximately 50% of the award value in RSUs and approximately 50% of the award value in Premium SARs, which consisted of 13,204 RSUs and 45,528 Premium SARs, each vesting annually over three years. • The use of RSUs aligns the interests of our executive officers with that of our stockholders through stock ownership. • SARs are granted with an exercise price of no less than the closing price of our common stock on the date of grant (and in some cases as noted above with respect to Mr. Katz, with an exercise price that exceeds the fair market value on the date of grant), and as a result, executive officers realize value only to the extent the price of our common stock appreciates after the grant date. • RSUs and SARs typically vest ratably on an annual basis over three years. However, previously, the Compensation Committee has granted awards with cliff vesting as a retention tool where the entire award does not vest until the end of a three-year period.
Deferred Compensation	To attract and retain executive officers with a proven track record of performance and to provide a tax-efficient means for such officers to save for retirement	• Executive officers can elect to defer up to 80% of their base salary and 100% of their annual MIP award. • Executive officers can invest these amounts in pre-tax dollars in designated hypothetical investments for their accounts, and their accounts are credited with gains or losses in accordance with their selections.
Limited Perquisites	To incentivize executives to use the Company's services in order to help them in their performance by allowing them to evaluate our resorts and services based upon firsthand knowledge	• Includes benefits relating to the use of one or more of our owned and operated private clubs, including skiing and parking privileges, as a part of their responsibilities and employment. • Also includes our Perquisite Fund Program, under which certain of our senior management, receive an annual allowance, based on executive level, to be used at the Company's owned or operated resorts. Executives may draw against the account to pay for services or goods, at the market rate for the applicable resort or services. Amounts of the fund used by executives are taxed as ordinary income, like other compensation. Unused funds in each executive's account at the end of each fiscal year are forfeited. • All Company employees enjoy skiing privileges, not just our executives.

2017 Compensation Decisions

Base Salary

The Compensation Committee generally reviews and adjusts base salaries annually at its September committee meeting, with new salaries effective in mid-October. The following table sets forth the annual base salaries approved by the Compensation

Committee for fiscal 2017 compared to fiscal 2016 and shows the percentage change from the prior year. After conducting a market analysis of the NEO's compensation as compared to our peer group companies and in recognition of individual performance and overall growth and results of the Company in fiscal 2016, fiscal 2017 base salary increases were approved for all NEOs.

Name	Fiscal 2017 Base Salary	Fiscal 2016 Base Salary	% Change
Robert A. Katz.	$ 903,817	$ 873,254	3.5%
Michael Z. Barkin	$ 450,000	$ 401,700	12.0%
Patricia A. Campbell	$ 450,000	$ 390,000	15.4%
Kirsten A. Lynch.	$ 450,000	$ 401,700	12.0%
David T. Shapiro	$ 415,000	$ 375,938	10.4%

Annual MIP Awards

Following the completion of fiscal 2017, all of our NEOs were eligible to receive an annual cash MIP award based upon our performance and, except for the CEO, each NEO's individual performance during fiscal 2017. Pursuant to his employment agreement, Mr. Katz's MIP award is paid 50% in cash and 50% in RSUs that vest annually over a three-year period.

Annual Funding of the MIP. Annual funding of the MIP is based upon our achievement of performance measures selected by the Compensation Committee. The Compensation Committee has established Resort EBITDA as the performance measure to determine funding of the MIP for our NEOs. The Compensation Committee believes this is the appropriate performance measure because Resort EBITDA is the primary performance metric used by the Company to measure its performance. For purposes of setting annual funding targets under the MIP, the Compensation Committee bases the Resort EBITDA target on the target set by our Board annually when approving the Company's budget. In setting the performance measures for any given fiscal year, the Compensation Committee considers our past performance, broader economic trends that may impact us in the upcoming year, and our historical performance in relation to the MIP award targets set in the respective prior periods.

Please see pages 37 and 50 of our Annual Report for information regarding our use of the non-GAAP financial measures discussed in this CD&A and a reconciliation of the differences between the non-GAAP financial measures and their most directly comparable GAAP financial measures. The threshold, target and maximum value of the MIP awards granted to our NEOs in fiscal 2017 are reported in the Summary Compensation Table and are further described in the Grants of Plan-Based Awards Table.

Resort EBITDA Target. For fiscal 2017, the Resort EBITDA target was set at $494.8 million (excluding any EBITDA and related acquisition and transaction fees from Whistler Blackcomb and other acquisitions completed during the fiscal year), which was based upon our approved budget for fiscal 2017. The Compensation Committee established the performance measure at the beginning of the fiscal year with the expectation that the target level of performance of these goals would require significant effort and substantial progress toward our strategic plan goals in light of the business environment at that time. As a result, our attainment of these targets in fiscal 2017 was considered moderately likely.

How the MIP Is Funded. For fiscal 2017, for each NEO, 100% of the funding of the MIP was based upon the achievement of the Resort EBITDA target. Under the MIP, if we achieve 100% of the Resort EBITDA target, the MIP is funded at 100% of the target funding level for that component, as more fully detailed in the table below. If our performance exceeds 100% of the Resort EBITDA target, the MIP is funded above the target funding level for that component up to a maximum of 200% of the target funding level. If our performance falls below 100% of the annual Resort EBITDA target, the MIP is funded below the target funding level for that component. If our performance falls below 80% of the annual Resort EBITDA target, the MIP is not funded for that component. The following table describes this metric:

MIP Funding for Resort EBITDA

Percentage of Target Performance Achieved	Percentage of Annual Target Funding Level Available under the MIP
Less than 80%	—%
80%	15%
90%	25%
95%	50%
100%	100%
110%	175%
120% or greater	200%

In the event our Resort EBITDA for any fiscal year meets the specific threshold or target level, then the MIP is funded at the appropriate level and each NEO is eligible to receive a MIP award. In addition, once the MIP is funded based upon each NEO's target MIP award percentage, the total pool for NEOs may be increased by up to 5%, with such excess being paid out, if any, at the discretion of the Compensation Committee based upon individual performance.

Target Annual MIP Awards. The differences between the NEOs' target MIP awards as a percentage of their base salaries was determined based upon the perceived ability each executive position has to influence our performance. Threshold, target and maximum awards payable under the MIP for fiscal 2017 are reported in the Grants of Plan-Based Awards Table. For fiscal 2017, each NEO was eligible for an annual MIP award based on a percentage of annual base salary as follows:

Name	2017 Target Annual MIP Award as Percentage of Base Salary
Robert A. Katz	100%
Michael Z. Barkin	70%
Patricia A. Campbell	70%
Kirsten A. Lynch	70%
David T. Shapiro	50%

Individual MIP Award Determination. Once funding is established, the actual MIP award paid to each NEO (other than Mr. Katz) is determined by individual performance objectives. In the case of Mr. Katz, his award is based solely on the funded amount of target MIP determined by Company performance because, unlike other NEOs, he is responsible for all aspects of Company performance. This structure reflects our objective to put more emphasis on individual performance oriented compensation, while at the same time requiring that overall Company performance standards are met before MIP funding can occur. Achievement of individual performance objectives can result in the NEO receiving a MIP award equal to 0%, 70%, 100%, 115% or 130% of the funded amount (subject to availability of funds under the MIP) and subject to further adjustments at the discretion of the Compensation Committee. Individual performance objectives vary depending upon our strategic plan and each NEO's individual responsibilities are established at the beginning of each fiscal year, with the expectation in fiscal 2017 that the target level of performance of these objectives would require significant effort and substantial progress toward the goals of our strategic plan in light of the current business environment. As a result, each NEO's attainment of his or her performance objectives in fiscal 2017 was moderately likely.

Example. An executive whose MIP award funding is 100% based on Resort EBITDA, earning $300,000 annually with a target MIP award of 50% of base salary, would have an available MIP award funding of $150,000 for 100% achievement of Resort EBITDA (100% times 50% salary target times 100% funding), for a total of $150,000 of target funding. However, because the executive's total MIP award is determined by the achievement of individual performance objectives, an executive's ultimate total MIP award can be paid out in an amount equal to 0%, 70%, 100%, 115% or 130% of the target amount based on individual performance (subject to availability of funds under the MIP).

Fiscal 2017 Results. In fiscal 2017, we met 99% of the Resort EBITDA target, which resulted in a funding level at 93.8% of the target funding level for that component of the funding calculation. Based upon these results and individual performance, and noting that no adjustments were made based upon individual performance, the Compensation Committee determined the final MIP award amounts as follows:

Name	Fiscal 2017 Target MIP Award		Actual Fiscal 2017 Payout Percentages(1)		Fiscal 2017 Actual MIP Award	Fiscal 2016 Actual MIP Award	Change From Fiscal 2016Actual MIP Award
Robert A. Katz(2)	$ 903,817	x	93.80%	=	$ 847,780	$1,343,226	(36.9)%
Michael Z. Barkin(3)	$ 315,000	x	93.80%	=	$ 295,470	$ 308,944	(4.4)%
Patricia A. Campbell(3)	$ 315,000	x	93.80%	=	$ 295,470	$ 299,946	(1.5)%
Kirsten A. Lynch(3)	$ 315,000	x	93.80%	=	$ 295,470	$ 308,944	(4.4)%
David T. Shapiro	$ 207,500	x	93.80%	=	$ 194,635	$ 289,131	(32.7)%

(1) Actual payout percentages are based upon the MIP funded amount and, for each NEO other than the CEO whose payout percentage equals the 93.8% funding level of the MIP, achievement of his or her individual performance objectives. In fiscal 2017, payout percentages were based upon the 93.8% funding level of the MIP and no adjustments were made based upon individual performance objectives.

(2) Pursuant to his employment agreement, Mr. Katz's MIP award is paid 50% in cash and 50% in RSUs, which generally vest in equal installments over three years.

(3) In September 2016, the Compensation Committee approved an increase to the annual target MIP percentage for each of Mr. Barkin and Mmes. Campbell and Lynch from 50% of base salary in fiscal 2016 to 70% of base salary for fiscal 2017.

Long-Term Equity Incentives

Our long-term equity incentive award program is designed to promote long-term Company performance and align each executive's risk with stockholder interest, to reward the achievement of long-term goals, and to promote stability and corporate loyalty among our executives. The Compensation Committee bases awards of long-term equity compensation on a number of different factors, including competitive market practices as determined by our peer group analysis, the information provided by our independent compensation consultant, the amount of cash compensation that is currently paid to each NEO, each NEO's level of responsibility, our retention objectives and our pay-for-performance philosophy. In general, the Compensation Committee makes long-term equity award determinations for executive officers in September of each year and typically consults with our CEO in determining the size of grants to each NEO, other than himself, although the Compensation Committee makes all final determinations. The non-management directors' practice is to meet in executive session following the Board meeting in September of each year to review and ratify the Compensation Committee's annual review of the CEO. For fiscal 2017, the Compensation Committee awarded Mr. Katz his long-term equity incentive awards as approximately 50% of the award value in RSUs and approximately 50% of the award value in Premium SARs. In fiscal 2017, the Compensation Committee granted long-term equity incentive awards under the 2015 Plan, which was approved by our stockholders at the 2015 annual meeting.

As noted above, the long-term equity values awarded to our NEOs are based on a number of different factors considered by the Compensation Committee. For fiscal 2017, the Compensation Committee awarded each NEO an equity value based on individual achievements and performance. As described elsewhere in this CD&A, 50% of the long-term equity incentive award value awarded to Mr. Katz is performance-based SARs with an exercise price equal to 125% of the closing price on the date of grant.

As in previous years, the long-term equity incentive awards granted to our NEOs in fiscal 2017 consisted of RSUs and SARs. In determining the mix of RSUs and SARs granted to each of our NEOs in fiscal 2017, the Compensation Committee considered that RSUs have a relatively greater retentive effect, but SARs have a relatively greater performance incentive impact. Accordingly, for fiscal 2017, the Compensation Committee awarded grants to the NEOs (other than the CEO) such that 50% of the long-term equity incentive award value granted is attributed to RSUs and 50% of the award value granted is attributed to SARs. For our CEO, approximately 54.7% of the long-term equity incentive award value granted is attributed to RSUs and approximately 45.3% of the award value granted is attributed to Premium SARs. To further promote retention, the RSUs and SARs granted in fiscal 2017 vest in equal annual installments over a three year period commencing on the first anniversary date of the grant. As the awards are inherently tied to the performance of our common stock, we consider a vesting schedule based upon continued service appropriate to meet the desire for both retention and performance incentive.

The value of the equity awards granted to our NEOs in fiscal 2017 are reported in the Summary Compensation Table and are further described in the Grants of Plan-Based Awards Table.

Other Executive Compensation Policies and Practices

Clawback Policy

In line with corporate governance best practices, the Compensation Committee has adopted a clawback policy that allows the Company to seek repayment of incentive compensation that was paid based on financial statements that were subsequently restated. The policy provides that if the Board determines that there has been a material restatement of publicly issued financial results from those previously issued to the public, our Board will review all MIP awards and equity awards made to executive officers during the three-year period prior to the restatement on the basis of having met or exceeded specific performance targets. If such payments would have been lower had they been calculated based on such restated results, our Board will (to the extent permitted by governing law) seek to recoup the payments in excess of the amount that would have been paid based on the restated results.

Equity Grant Practices

We generally seek to make equity compensation grants in the first quarter following the completion of a given fiscal year. SARs are granted with an exercise price equal to or higher than the market price of our common stock on the date of grant, which is the date the Compensation Committee approves the award. We do not have any specific program, plan or practice related to timing equity compensation awards to executives; however, the Compensation Committee generally grants annual awards on the date of the regularly scheduled first fiscal quarter Board meeting in September. Other than grants made in connection with hiring, promotions or to replace certain new hire grants once they vest and/or are exercised, equity awards are granted to NEOs at the same time that equity awards are granted to all other employees who are eligible for such awards.

Stock Ownership Guidelines for Executives

Consistent with our objective of encouraging executive stock ownership to create long-term stockholder value by aligning the interests of our executives with our stockholders, the Company has adopted executive stock ownership guidelines. Under the guidelines, our executive officers are expected to hold shares of our common stock equal to multiples of their base salaries as follows:

Title	Multiple of Base Salary
Chief Executive Officer	6x
Chief Financial Officer	3x
Presidents	3x
Executive Vice Presidents	2x

Until an executive achieves the required level of ownership, he or she is required to retain at least 75% of the net shares received as a result of the vesting of RSUs or restricted stock or the exercise of SARs. Net shares are those that remain after shares are netted to pay any applicable exercise price or statutory tax withholdings. Shares of common stock, stock owned in a directed retirement plan or IRA and the intrinsic value of vested equity grants count as stock ownership for purposes of these guidelines. As of the date of this proxy statement, all NEOs who are subject to our stock ownership guidelines, except Mr. Shapiro, who became subject to our stock ownership guidelines in July 2015, have met their required level of stock ownership.

Policy Prohibiting Hedging and Pledging Transactions

Our Insider Trading Compliance Program prohibits executives from engaging in hedging transactions designed to offset decreases in the market value of the Company's securities, including engaging in short sales or investing in other derivatives of the Company's securities, including put and call options and collar transactions. The Insider Trading Compliance Program also prohibits directors and executive officers from pledging shares of the Company's stock.

Post-Termination Compensation

Pursuant to his employment agreement, Mr. Katz is entitled to receive severance payments and continuation of certain benefits upon certain terminations of employment, including certain resignations for "good reason" (as defined in his agreement). Pursuant to the Company's executive severance policy, Messrs. Barkin and Shapiro and Mmes. Campbell and Lynch are entitled to receive severance payments upon certain terminations of employment. In addition, each NEO is entitled to receive payments upon a termination occurring within a limited period of time following a change in control. We believe the change in control arrangements provide continuity of management in the event of an actual or threatened change in control. We also believe that our termination and severance provisions reflect both market practices and competitive factors. Our Board believed that these severance payments and benefit arrangements were necessary to attract and retain our executives when these agreements were entered into.

Executive Tax Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code (the "*Code*") generally provides that no federal income tax business expense deduction is allowed for annual compensation in excess of $1 million paid by a publicly traded corporation to its chief executive officer and its three other most highly compensated executive officers (other than the chief financial officer). Under the Code, however, compensation that is considered "performance-based compensation" (within the meaning of the Code) does not count towards the $1 million limit. While the Compensation Committee considers the impact of the tax treatment, the primary factor influencing program design is the support of business objectives. The Compensation Committee reserves the right to design programs that recognize a full range of performance criteria important to our success, even where the compensation paid under such programs may not be deductible. Accordingly, the Compensation Committee retains flexibility to structure our compensation programs in a manner that is not tax-deductible in order to achieve a strategic result that the Compensation Committee determines to be more appropriate. We have typically intended to structure certain quantitative portions of our cash-based incentive compensation and our equity awards to our covered executive officers under the 2002 Plan, 2015 Plan and MIP as qualifying performance-based compensation for Section 162(m) purposes. However, because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and the regulations issued thereunder, no assurance can be given, notwithstanding our efforts, that compensation intended by us to satisfy the requirements for deductibility under Section 162(m) does in fact do so.

SUMMARY COMPENSATION TABLE FOR FISCAL 2017

The following table summarizes the total compensation paid or earned by the NEOs for each of the last three fiscal years during which the officer was a NEO:

Name and Principal Position	Fiscal Year	Salary ($)[1]	Bonus ($)	Stock Awards ($)[2]	Option/Share Appreciation Right Awards ($)[3]	Non-Equity Incentive Plan Compensation ($)[4]	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($)	All Other Compensation ($)[5]	Total ($)
Robert A. Katz	2017	899,115	—	2,448,940 [6]	2,025,085	423,890 [9]	—	31,597	5,828,627
Chairman and Chief Executive Officer	2016	869,341	—	2,628,207 [7]	1,956,557	671,613 [9]	—	28,008	6,153,726
	2015	846,281	—	2,231,712 [8]	1,890,372	341,332 [9]	—	34,726	5,344,423
Michael Z. Barkin	2017	442,569	—	466,368	466,474	295,470	—	8,840	1,679,721
Executive Vice President and Chief Financial Officer	2016	399,900	—	192,674	478,166	308,944	—	8,852	1,388,536
	2015	382,187	—	187,852	462,029	157,014	—	19,812	1,208,894
Patricia A. Campbell[10]	2017	440,769	—	399,963	399,973	295,470	—	12,639	1,548,814
President - Mountain Division	2016	390,000		587,832	461,972	299,946	—	12,927	1,752,677
Kirsten A. Lynch	2017	442,569	—	399,963	399,973	295,470	—	11,021	1,548,996
Executive Vice President and Chief Marketing Officer	2016	399,900	—	592,684	478,166	308,944	—	10,852	1,790,546
	2015	382,968	—	187,852	462,029	157,014	—	11,245	1,201,108
David T. Shapiro[11]	2017	408,990	—	274,974	274,961	194,635	—	26,709	1,180,269
Executive Vice President, General Counsel and Secretary	2016	375,794	—	671,526	419,157	289,131	—	13,063	1,768,671
	2015	21,635	200,000 [12]	—	—	—	—	—	221,635

(1) Amounts shown reflect salary earned during the fiscal year, which differ from base salaries in that year based in part on the timing of previous year annual adjustments, mid-year promotions, service period and other adjustments in any given year.

(2) Awards consist of RSUs. The amounts represent the aggregate grant date fair value of RSUs granted during the applicable fiscal year computed in accordance with FASB ASC Topic 718, and do not represent cash payments made to individuals or amounts realized, or amounts that may be realized. Assumptions used in the calculation of these amounts are included in note 15 to our audited financial statements for fiscal 2017, which are included in our Annual Report.

(3) Awards consist of SARs. The amounts represent the aggregate grant date fair value of SARs granted during the applicable fiscal year computed in accordance with FASB ASC Topic 718, and do not represent cash payments made to individuals or amounts realized, or amounts that may be realized. Assumptions used in the calculation of these amounts are included in note 15 to our audited financial statements for fiscal 2017, which are included in our Annual Report.

(4) In September 2017, pursuant to the MIP, as more fully described in the CD&A and based upon the attainment of performance targets previously established by the Compensation Committee under the MIP, the Compensation Committee approved fiscal 2017 cash MIP awards for the NEOs. Such amounts were paid in October 2017.

(5) All other compensation for fiscal 2017 includes the following:

Name	Fiscal Year	Company Contributions Under 401(k) Savings Plan ($)[(a)]	Company-paid Supplemental Life Insurance Premiums ($)[(b)]	Company-paid Supplemental Disability Insurance Premiums ($)[(c)]	Company-paid Lodging, Ski School Privileges and Discretionary Spending on Goods and Services ($)[(d)]	Total ($)
Robert A. Katz	2017	8,100	7,014	1,824	14,659	31,597
Michael Z. Barkin	2017	6,750	619	1,471	—	8,840
Patricia A. Campbell	2017	7,115	619	4,905	—	12,639
Kirsten A. Lynch	2017	8,322	619	2,080	—	11,021
David T. Shapiro	2017	6,995	619	4,402	14,693	26,709

(a) Consists of Company contributions to the NEO's accounts in the Company's tax-qualified 401(k) plan.

(b) Consists of premiums paid on behalf of the NEO for supplemental life insurance.

(c) Consists of premiums paid on behalf of the NEO for supplemental disability insurance.

(d) In fiscal 2017, our NEOs were entitled to participate in our Perquisite Fund Program, under which certain of the Company's officers receive an annual allowance based on officer level to be used at the Company's resorts. For fiscal 2017, annual allowances for NEOs were as follows: CEO—$70,000; President—$40,000; and Executive Vice President—$30,000. Executives may draw against the account to pay for services or goods at the market rate. Amounts of the fund used by the NEO are taxed as ordinary income, like other compensation. The amounts reported include the amounts used by the NEO towards lodging, ski school privileges and discretionary spending on services or goods at our properties for personal use. In accordance with SEC rules, the value of these benefits is measured on the basis of the estimated aggregate incremental cost to the Company for providing these benefits, and perquisites and personal benefits are not reported for any NEO for whom such amounts were less than $10,000 in the aggregate for the fiscal year. In fiscal 2017, the Company also provided to each NEO benefits relating to the use of one or more of our private clubs, for which the Company incurred no incremental costs. NEOs are responsible for the payment of their individual, non-business related expenditures incurred at such clubs, although these expenses would qualify for reimbursement under the Perquisite Fund Program if within the NEO's allowance under that program.

(6) The amount shown in the "Stock Awards" column for fiscal 2017 includes $423,890 for 50% payment of Mr. Katz's total MIP award and $2,025,050 as part of his long-term equity incentive award, which represent the aggregate grant date fair value of RSUs, based on the 1,965 and 13,204 RSUs granted on September 27, 2017 and September 23, 2016, respectively. Mr. Katz's MIP award is paid 50% in cash and 50% in RSUs that vest annually over a three year period.

(7) The amount shown in the "Stock Awards" column for fiscal 2016 includes $671,613 for 50% payment of Mr. Katz's total MIP award and $1,956,594 as part of his long-term equity incentive award, which represent the aggregate grant date fair value of RSUs, based on the 4,379 and 19,203 RSUs granted on September 23, 2016 and September 25, 2015, respectively. Mr. Katz's MIP award is paid 50% in cash and 50% in RSUs that vest annually over a three year period.

(8) The amount shown in the "Stock Awards" column for fiscal 2015 includes $341,332 for 50% payment of Mr. Katz's total MIP award and $1,890,381 as part of his long-term equity incentive award, which represent the aggregate grant date fair value of RSUs, based on the 3,350 and 22,642 RSUs granted on September 25, 2015 and September 23, 2014, respectively.

(9) Mr. Katz's MIP award is paid 50% in cash and 50% in RSUs that vest annually over a three year period. The amounts reported in the "Non-Equity Incentive Plan Compensation" column for fiscal 2017, 2016 and 2015 reflect only the cash amount paid to Mr. Katz for 50% of Mr. Katz's total MIP award for the applicable fiscal year.

(10) Ms. Campbell was appointed as President - Mountain Division of the Company effective August 1, 2015.

(11) Mr. Shapiro joined the Company and was appointed as Executive Vice President, General Counsel and Secretary effective July 13, 2015.

(12) Represents a cash sign-on bonus upon joining the Company on July 13, 2015.

GRANTS OF PLAN-BASED AWARDS IN FISCAL 2017

The following table shows certain information regarding grants of plan-based awards to the NEOs during fiscal 2017:

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards[1] Threshold ($)[2]	Target ($)[3]	Maximum ($)[4]	All Other Stock Awards: Number of Shares of Stock or Units(#)	All Other Option/SAR Awards: Number of Securities Underlying Options/ SARs (#)[5]	Exercise or Base Price of Option/ SAR Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards($)[6]
Robert A. Katz		—	903,817	1,807,634	—	—	—	—
	9/23/2016				13,204 (7)		n/a	2,024,965
	9/23/2016				4,379 (7)		n/a	671,563
	9/23/2016					45,528	200.70	2,025,085
Michael Z. Barkin		—	315,000	819,000	—	—	—	—
	9/23/2016				3,041 (7)		n/a	466,368
	9/23/2016					8,698	160.56	466,474
Patricia A. Campbell		—	315,000	819,000	—	—	—	—
	9/23/2016				2,608 (7)		n/a	399,963
	9/23/2016					7,458	160.56	399,973
Kirsten A. Lynch		—	315,000	819,000	—	—	—	—
	9/23/2016				2,608 (7)		n/a	399,963
	9/23/2016					7,458	160.56	399,973
David T. Shapiro		—	207,500	539,500	—	—	—	—
	9/23/2016				1,793 (7)		n/a	274,974
	9/23/2016					5,127	160.56	274,961

(1) The estimated possible payouts are based on the parameters applicable to each NEO at the time the Compensation Committee established the relevant performance goals in writing at the beginning of fiscal 2017, as more fully described in the CD&A section of this proxy statement. The actual earned and subsequently paid amounts are reported in the Summary Compensation Table under the "Non-Equity Incentive Plan Compensation" column.

(2) The Threshold amount is based on the MIP's minimum target funding level based upon no achievement of Resort EBITDA targets for fiscal 2017, with the resulting funding applied to the NEO's target percentage of base salary and then paid out at the 70% threshold level for individual performance (other than for Mr. Katz, whose MIP award is tied entirely to corporate performance and payout is 50% cash and 50% RSUs that vest over three years).

(3) The Target amount is based on the MIP's target funding level of 100% upon achievement by the Company of 100% of certain Resort EBITDA targets for fiscal 2017, with the resulting funding applied to the NEO's target percentage of base salary and then paid out at the 100% target level for individual performance (other than for Mr. Katz, whose MIP award is tied entirely to corporate performance and payout is 50% cash and 50% RSUs that vest over three years).

(4) The Maximum amount is based on the MIP's maximum funding level of 200% upon achievement by the Company of at least 120% of certain Resort EBITDA targets for fiscal 2017, with the resulting funding applied to the NEO's target percentage of base salary and then paid out at the 130% maximum level for individual performance (other than for Mr. Katz, whose MIP award is tied entirely to corporate performance and payout is 50% cash and 50% RSUs that vest over three years).

(5) Represents SARs that vest in three equal annual installments beginning on the first anniversary of the date of grant. The exercise price of each SAR is equal to the closing price of our common stock on the date of grant, except in the case of the SARs award value granted to Mr. Katz on September 23, 2016, for which the exercise price was 125% of the closing price of our common stock on the date of grant. Upon the exercise of a SAR, the actual number of shares the Company will issue to the NEO is equal the quotient of (i) the product of (x) the excess of the per share fair market value of our common stock on the date of exercise over the exercise price, multiplied by (y) the number of SARs exercised, divided by (ii) the per share fair market value of our common stock on the date of exercise, less any shares withheld to cover payment of applicable tax withholding obligations. The grants were made pursuant to the 2015 Plan.

(6) The amounts shown represent the aggregate fair value of the award calculated as of the grant date in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in note 15 to our audited financial statements for fiscal 2017, which are included in our Annual Report.

(7) Represents RSUs that vest in three equal annual installments beginning on the first anniversary of the date of grant. The grants were made pursuant to the 2015 Plan. In the case of Mr. Katz, the number of shares includes 4,379 RSUs for 50% payment of Mr. Katz's total MIP award for fiscal 2016 and 13,204 RSUs as part of his long-term equity incentive award for fiscal 2017.

EMPLOYMENT AGREEMENTS

The Company has an employment agreement with Mr. Katz, which was approved by the Compensation Committee. No other NEO has an employment agreement with the Company.

Robert A. Katz, Chairman and Chief Executive Officer

The Company entered into an employment agreement with Mr. Katz on October 15, 2008, as amended on September 30, 2011 and April 11, 2013. The employment agreement had an initial term through October 15, 2011 and provides for automatic renewal for successive one year periods if neither party provides written notice of non-renewal to the other party not less than 60 days prior to the then-current scheduled expiration date. Under the employment agreement, the initial base salary was set at \$843,500, subject to annual adjustments by the Compensation Committee, though in no case may the base salary be reduced at any time below the then-current level. As part of the Company-wide wage reduction plan effective April 2, 2009, Mr. Katz waived this requirement and did not take any salary for a twelve month period. Effective April 1, 2010, Mr. Katz's salary was reinstated at 85% of his prior pre-wage reduction salary. Pursuant to the employment agreement, Mr. Katz also participates in the Company's MIP, as more fully described in the CD&A. Under the employment agreement, if the Company achieves specified performance targets for the year under the MIP, Mr. Katz's "target opportunity" will be no less than 100% of his base salary. The employment agreement provides that Mr. Katz's MIP award is to be paid 50% in cash and 50% in RSUs that vest annually over a three year period. Mr. Katz also receives other benefits and perquisites on the same terms as afforded to senior executives generally, including customary health, disability and insurance benefits, certain membership benefits at the Company's private clubs and participation in the Perquisite Fund Program.

The employment agreement also provides for certain payments in connection with the termination (including constructive termination) of Mr. Katz under certain circumstances, as more fully described under the heading "Potential Payments Upon Termination or Change in Control" below. The September 2011 amendment to his employment agreement eliminated his rights to (i) receive cash severance benefits upon his voluntary resignation within six months following a change in control, and (ii) be eligible to receive tax gross-up payments on severance and other benefits payable in connection with a change in control. The April 2013 amendment eliminated his rights to paid time off in connection with the Company's adoption of a flexible time off policy.

Mr. Katz's employment agreement contains standard provisions for non-competition and non-solicitation of the Company's managerial employees that become effective as of the date of Mr. Katz's termination of employment and that continue for two years thereafter. Mr. Katz is also subject to a permanent covenant to maintain confidentiality of the Company's confidential information.

OUTSTANDING EQUITY AWARDS AT FISCAL 2017 YEAR-END

The following table shows certain information regarding outstanding equity awards held by the NEOs as of July 31, 2017:

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options / SARs Exercisable (#)(1)	Number of Securities Underlying Unexercised Options / SARs Unexercisable (#)(1)(2)	Option / SAR Exercise Price ($)(3)	Option / SAR Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(4)(5)	Market Value of Shares or Units of Stock That Have Not Vested ($)(6)
Robert A. Katz	113,871 (SARs)		40.09	9/23/2018		
	521,262 (SARs)		18.88	3/1/2019		
	123,539 (SARs)		35.84	9/22/2019		
	108,344 (SARs)		37.20	9/21/2020		
	142,384 (SARs)		39.65	9/20/2021		
	142,384 (SARs)		49.56	9/20/2021		
	100,583 (SARs)		54.07	9/21/2022		
	100,583 (SARs)		67.59	9/21/2022		
	81,340 (SARs)		68.98	9/26/2023		
	81,340 (SARs)		86.23	9/26/2023		
	14,407 (SARs)	7,204 (SARs)	87.18	9/23/2024		
	32,709 (SARs)	16,354 (SARs)	108.98	9/23/2024		
	6,176 (SARs)	12,351 (SARs)	107.42	9/25/2025		
	14,129 (SARs)	28,256 (SARs)	134.28	9/25/2025		
		45,528 (SARs)	200.70	9/23/2026		
					1,050	221,298
					7,547	1,590,606
					12,802	2,698,150
					2,233	470,627
					4,379	922,918
					13,204	2,782,875
Michael Z. Barkin	1,457 (SARs)		50.11	7/30/2022		
	7,891 (SARs)		54.07	9/21/2022		
	3,651 (SARs)		60.67	4/8/2023		
	14,156 (SARs)		68.98	9/26/2023		
	10,240 (SARs)	5,120 (SARs)	87.18	9/23/2024		
	4,390 (SARs)	8,779 (SARs)	107.42	9/25/2025		
		8,698 (SARs)	160.56	9/23/2026		
					551	116,129
					199	41,941
					934	196,850
					326	68,708
					3,041	640,921

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options / SARs Exercisable (#)(1)	Number of Securities Underlying Unexercised Options / SARs Unexercisable (#)(1)(2)	Option / SAR Exercise Price ($)(3)	Option / SAR Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(4)(5)	Market Value of Shares or Units of Stock That Have Not Vested ($)(6)
Patricia A. Campbell	12,604 (SARs)		40.09	9/23/2018		
	3,299 (SARs)		16.51	3/10/2019		
	13,674 (SARs)		35.84	9/22/2019		
	14,077 (SARs)		37.20	9/21/2020		
	15,188 (SARs)		39.65	9/20/2021		
	1,755 (SARs)		41.43	4/15/2022		
	10,843 (SARs)		54.07	9/21/2022		
	11,002 (SARs)		68.98	9/26/2023		
	6,181 (SARs)	3,090 (SARs)	87.18	9/23/2024		
	4,241 (SARs)	8,482 (SARs)	107.42	9/25/2025		
		7,458 (SARs)	160.56	9/23/2026		
					323	68,075
					199	41,941
					3,954	833,345
					902	190,106
					326	68,708
					2,608	549,662
Kirsten A. Lynch	2,800 (SARs)		46.75	7/5/2021		
	19,048 (SARs)		39.65	9/20/2021		
	13,599 (SARs)		54.07	9/21/2022		
	14,166 (SARs)		68.98	9/26/2023		
	10,240 (SARs)	5,120 (SARs)	87.18	9/23/2024		
	4,390 (SARs)	8,779 (SARs)	107.42	9/25/2025		
		7,458 (SARs)	160.56	9/23/2026		
					551	116,129
					199	41,941
					934	196,850
					326	68,708
					4,045	852,524
					2,608	549,662
David T. Shapiro	513 (SARs)	1,026 (SARs)	109.69	8/1/2025		
	3,314 (SARs)	6,626 (SARs)	107.42	9/25/2025		
		5,127 (SARs)	160.56	9/23/2026		
					108	22,762
					4,943	1,041,787
					685	144,371
					326	68,708
					1,793	377,893

(1) Represents exercisable or unexercisable SARs that vest in three equal annual installments beginning on the first anniversary of the date of grant. Upon the exercise of a SAR, the actual number of shares the Company will issue to the NEO is equal to the quotient of (i) the product of (x) the excess of the per share fair market value of our common stock on the date of exercise over the exercise price, multiplied by (y) the number of SARs exercised, divided by (ii) the per share fair market value of our common stock on the date of exercise, less any shares withheld to cover payment of applicable tax withholding obligations.

(2) The grant dates and vesting dates of each unexercisable SAR award as of July 31, 2017 are as follows:

	Number of Unexercisable SARs	Grant Date	Vesting Schedule of Original Total Grant	Vesting Date (date award is vested in full)
Robert A. Katz.	7,204	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	16,354	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	12,351	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	28,256	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	45,528	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
Michael Z. Barkin	5,120	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	8,779	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	8,698	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
Patricia A. Campbell . . .	3,090	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	8,482	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	7,458	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
Kirsten A. Lynch	5,120	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	8,779	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	7,458	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
David T. Shapiro	1,026	August 1, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	August 1, 2018
	6,626	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	5,127	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019

(3) The exercise price of each SAR is equal to the closing price of our common stock on the date of grant, except for the Premium SARs granted to Mr. Katz with exercise prices of $49.56, $67.59, $86.23, $108.98, $134.28 and $200.70, which are equal to 125% of the closing price of our common stock on the date of grant.

(4) Represents unvested RSUs that, unless otherwise specifically noted in footnote 5 below, vest in three equal annual installments beginning on the first anniversary of the date of grant.

(5) The grant dates and vesting dates of RSUs that have not vested as of July 31, 2017 are as follows:

	Number of Unvested RSUs	Grant Date	Vesting Schedule of Original Total Grant	Vesting Date (date award is vested in full)
Robert A. Katz	8,597	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	15,035	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	17,583	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
Michael Z. Barkin	750	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	1,260	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	3,041	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
Patricia A. Campbell	522	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	3,954	August 1, 2015	Cliff vest in full on the third anniversary of the date of grant.	August 1, 2018
	1,228	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	2,608	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
Kirsten A. Lynch	750	September 23, 2014	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2017
	1,260	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	4,045	September 25, 2015	Cliff vest in full on the third anniversary of the date of grant.	September 25, 2018
	2,608	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019
David T. Shapiro	108	August 1, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	August 1, 2018
	4,943	August 1, 2015	Cliff vest in full on the third anniversary of the date of grant.	August 1, 2018
	1,011	September 25, 2015	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 25, 2018
	1,793	September 23, 2016	Equal annual installments over a three-year period beginning on anniversary of the date of grant.	September 23, 2019

(6) The fair market value of these unvested RSU awards was determined based on the closing price of our common stock of $210.76 per share on July 31, 2017, multiplied by the number of units.

OPTION EXERCISES AND STOCK VESTED IN FISCAL 2017

The following table shows for fiscal 2017 certain information regarding SAR exercises and stock vested during the last fiscal year with respect to the NEOs:

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise(#)(1)	Value Realized on Exercise($)(2)	Number of Shares Acquired on Vesting(#)(1)	Value Realized on Vesting($)(3)
Robert A. Katz	44,704	7,013,203	17,381	2,784,662
Michael Z. Barkin	—	—	1,894	301,654
Patricia A. Campbell	9,575	1,499,843	6,062	949,876
Kirsten A. Lynch	—	—	1,880	299,473
David T. Shapiro	—	—	561	89,137

(1) Represents the aggregate number of shares acquired on vesting or exercise, as applicable. The amounts shown do not reflect amounts withheld by the Company to satisfy tax withholding requirements or to satisfy the exercise price.

(2) The aggregate dollar value realized upon the exercise of options/SARs was computed by multiplying the difference between the closing price of the Company's common stock on the exercise date and the exercise price for the award by the number of awards exercised.

(3) The aggregate dollar value realized on the vesting of RSUs was computed by multiplying the closing price of the Company's common stock on the vesting date by the number of shares vested.

PENSION BENEFITS

The Company does not provide pension benefits or a defined contribution plan to the NEOs other than the Company's tax-qualified 401(k) plan.

NONQUALIFIED DEFERRED COMPENSATION FOR FISCAL 2017

The following table shows for fiscal 2017 certain information regarding nonqualified deferred compensation benefits for the NEOs:

Name	Executive Contributions in Last FY($)(1)	Registrant Contributions in Last FY($)	Aggregate Earnings in Last FY($)(2)	Aggregate Withdrawals/ Distributions($)	Aggregate Balance at Last FYE($)(3)
Robert A. Katz	—	—	—	—	—
Michael Z. Barkin	—	—	—	—	—
Patricia A. Campbell	—	—	633	—	5,174
Kirsten A. Lynch	—	—	—	—	—
David T. Shapiro	—	—	—	—	—

(1) Represents amount deferred during fiscal 2017, if any, which is reported as compensation to the NEO in the Summary Compensation Table. Although no amounts were deferred during fiscal 2017 for any NEO, Ms. Campbell made contributions prior to fiscal 2017.

(2) None of the amounts set forth are reported in the Summary Compensation Table because above-market or preferential earnings are not available under the plan.

(3) This amount reflects actual amounts reported and does not include accumulated earnings or withdrawals or distributions.

On September 15, 2000, Vail Associates, Inc., an indirect wholly-owned subsidiary of the Company, which we refer to in this section of the proxy statement as the Employer, adopted a Deferred Compensation Plan, which we refer to as the Grandfathered Plan, for the benefit of a select group of management or highly compensated employees, or participants. The Grandfathered Plan is not tax qualified. Section 409A of the Internal Revenue Code, enacted as part of the American Jobs Creation Act of 2004, sets forth specific tax requirements related to nonqualified deferred compensation plans, including the Grandfathered Plan. Rules under Section 409A were effective for nonqualified deferrals of compensation after December 31, 2004. As a result, after December 31, 2004, no new contributions were accepted into the Grandfathered Plan.

Effective January 1, 2005, the Employer began operating a new nonqualified deferred compensation plan designed to comply with Section 409A, which we refer to as the Plan. The Plan provides for two classes of participants. Class 1 participants may contribute to the Plan up to 95% of their base pay and up to 95% of any Employer-paid bonus. Class 2 participants may defer only an amount of base pay equal to any 401(k) compliance test refund. Effective January 1, 2007, all participants became eligible to defer up to 80% of their base salary (including an amount of base pay equal to any 401(k) compliance test refund) and 100% of any Employer-paid bonus. Members of the Board may contribute up to 100% of their director fees. All contributions made by participants are 100% vested. The Employer may, on an annual basis, elect to make matching and/or discretionary employer contributions, although to date, the Employer has not made any such contributions. Matching and discretionary contributions vest as determined by the Employer or the Plan's administrative committee, which we refer to in this section of the proxy statement as the Plan Committee. The Employer or the Plan Committee may accelerate the vesting on matching and/or discretionary Employer contributions at any time, and accelerated vesting will generally occur automatically upon a change in control as defined in Section 409A.

Under the Plan, all contributions for a Plan year are allocated among the following two types of accounts at the election of the Participant: Separation from Service accounts and Scheduled Distribution accounts. Separation from Service accounts are generally payable in a lump sum or installments six months following the termination of a Participant's employment. Scheduled Distribution accounts are generally payable as a lump sum at a designated date at least three years from the year of deferral. Participants have limited rights to delay distributions from either type of account, provided that the election to delay a distribution (i) is made at least twelve months prior to the date the distribution would otherwise have been made, and (ii) delays the distribution for at least five years. All accounts are payable immediately upon the Participant's disability or death. Participants generally have the right to receive an early distribution from their accounts only upon an unforeseeable emergency. Participants have the right to designate hypothetical investments for their accounts, and their accounts are credited with gains or losses in accordance with the Participants' selections.

All contributions are placed in a rabbi trust which restricts the Employer's use of and access to the contributions. However, all money in the rabbi trust remains subject to the Employer's general creditors in the event of bankruptcy. The trustee, Wells Fargo Bank, N.A., is entitled to invest the trust fund in accordance with guidelines established by the Employer. Currently, all assets are invested in a Trust-Owned Life Insurance policy. To the extent that the funds in the trust are insufficient to pay Plan benefits, the Employer is required to fund the difference.

The Plan Committee is charged with responsibility to select certain mutual funds, insurance company separate accounts, indexed rates or other methods, which we refer to as Measurement Funds, for purposes of crediting or debiting additional amounts to Participants' account balances. Participants may elect one or more of these Measurement Funds for purposes of crediting or debiting additional amounts to his or her account balance. As necessary, the Plan Committee may discontinue, substitute or add a Measurement Fund. Each such action will take effect as of the first day of the first calendar quarter that begins at least thirty days after the day on which the Plan Committee gives Participants advance written notice of such change. Participants can change their Measurement Fund allocations daily. The Measurement Funds are valued daily at their net asset values.

Using the weighted average return methodology, the rate of return for the Plan, as a weighted portfolio, for the prior twelve-month period ended July 31, 2016 was 8.61%. The rate of return of the S&P 500 for that same period was 16.04%. For this purpose, the weighted portfolio is a weighted average percentage allocation based on the Plan sponsor's liability holdings for a given point in time, and the weighted average returns are calculated based on the weights assigned using the returns of the underlying funds. Actual account cash balances were not used in calculating this performance. The Plan does not provide for the payment of interest based on above-market rates.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

The employment agreement with Mr. Katz and the Company's executive severance policy, which applies to Messrs. Barkin and Shapiro and Mmes. Campbell and Lynch, require us to provide certain compensation in the event of certain terminations of employment or upon a change in control of the Company. The employment agreement with Mr. Katz and the executive severance policy provide that the Company may terminate the executive at any time with or without cause. However, if the executive's employment is terminated without cause or terminated by the executive for good reason, then the executive shall be entitled, in exchange for a signed release, to receive compensation in the amounts and under the circumstances described below. In addition, the forms of equity award agreements used with all of our employees provide for the full acceleration of vesting of outstanding SARs, restricted stock and RSUs upon a change in control of the Company. In accordance with the employment agreement with Mr. Katz, if he breaches the post-employment non-competition or non-solicitation covenants to which he is subject under his employment agreement, then he must promptly reimburse the Company for any severance payments received from, or payable by, the Company.

The amounts shown in the tables below are estimates of the value of the payments and benefits each of our NEOs would have been entitled to receive had a termination event and/or a change in control of the Company occurred, effective as of July 31, 2017. The actual compensation to be paid to a NEO can only be determined at the time such NEO's employment is terminated and may vary based on factors such as the timing during the year of any such event, the Company's stock price and any changes to our benefit arrangements and policies.

Robert A. Katz, Chairman and Chief Executive Officer

Mr. Katz's employment agreement provides that upon (i) the giving of notice of non-renewal of the agreement by the Company or termination of employment by the Company without cause or (ii) termination of employment by Mr. Katz for good reason (as defined in the employment agreement), Mr. Katz is entitled to receive certain benefits (so long as he has executed a release in connection with his termination), including: (a) two years of then-current base salary payable in a lump sum; (b) a prorated MIP award (provided that performance targets are met) for the portion of the Company's fiscal year through the effective date of the termination or non-renewal, payable in lump sum; (c) one year of COBRA premiums for continuation of health and dental coverage, payable in a lump sum; and (d) full accelerated vesting of any RSUs, SARs or other equity awards held by Mr. Katz. If, within twelve months of the consummation of a change in control of the Company, (i) the Company terminates Mr. Katz without cause or gives notice of non-renewal of his agreement or (ii) Mr. Katz terminates his employment for good reason, Mr. Katz is entitled to receive (so long as he has executed a release in connection with his termination): (a) two years of then-current base salary payable in a lump sum; (b) a prorated MIP award (provided that performance targets are met) for the portion of the Company's fiscal year through the effective date of the termination or non-renewal, payable in lump sum; (c) an amount equal to the cash MIP award paid to Mr. Katz in the prior year, payable in lump sum; and (d) to the extent not already vested, full accelerated vesting of any RSUs, SARs or other equity awards held by Mr. Katz.

The following table describes the estimated potential compensation to Mr. Katz upon termination or a change in control of the Company:

Executive Benefits and Payments[(1)]	Termination without Cause or Resignation for Good Reason	Change in Control	Termination following Change in Control[(2)]
Base Salary	$ 1,807,634	$ —	$ 1,807,634
SAR/RSU Acceleration	15,136,637	15,136,637	—
MIP Award	903,817	—	1,575,430
Health Insurance	24,078	—	—
Total	**$ 17,872,166**	**$ 15,136,637**	**$ 3,383,064**

(1) Assumes the following: (a) base salary equal to $903,817 is in effect as of the assumed termination or change in control date of July 31, 2017; (b) executive's unvested RSUs and SARs at July 31, 2017 would be subject to accelerated vesting on that date (when the closing price per share of our common stock was $210.76); and (c) all Company targets under the MIP are met and executive's pro rata MIP award payable as of the termination date is the target amount indicated under Non-Equity Incentive Plan Awards in the Grants of Plan-Based Awards Table above.

(2) Benefits triggered upon termination without cause or resignation for good reason would apply in the same manner following a change in control when the new owners are bound by the terms of the employment agreement, except that equity awards would have already accelerated in full upon the change in control event.

Michael Z. Barkin, Executive Vice President and Chief Financial Officer

Pursuant to the Company's executive severance policy, Mr. Barkin is entitled to receive severance payments upon certain terminations of employment. In addition, Mr. Barkin is entitled to receive payments upon a termination occurring within a certain period of time following a change in control.

The following table describes the estimated potential compensation to Mr. Barkin upon termination or a change in control of the Company:

Executive Benefits and Payments[(1)]	Termination without Cause or Resignation for Good Reason	Change in Control	Termination following Change in Control[(2)]
Base Salary	$ 450,000	$ —	$ 450,000
SAR/RSU Acceleration	—	3,041,140	—
MIP Award	—	—	295,470
Health Insurance	—	—	—
Total	**$ 450,000**	**$ 3,041,140**	**$ 745,470**

(1) Assumes the following: (a) base salary equal to $450,000 is in effect as of the assumed termination or change in control date of July 31, 2017; (b) executive's unvested SARs and RSUs at July 31, 2017 would be subject to accelerated vesting on that date (when the closing price per share of our common stock was $210.76); and (c) MIP award payable under the executive severance policy upon a termination following a change in control is equal to the most recent MIP award paid to the executive.

(2) Benefits triggered upon termination without cause or resignation for good reason would apply in the same manner following a change in control pursuant to the Company's executive severance policy when the new owners are bound by the terms of the executive severance policy, except that equity awards would have already accelerated in full upon the change in control event.

Patricia A. Campbell, President - Mountain Division

Pursuant to the Company's executive severance policy, Ms. Campbell is entitled to receive severance payments upon certain terminations of employment. In addition, Ms. Campbell is entitled to receive payments upon a termination occurring within a certain period of time following a change in control.

The following table describes the estimated potential compensation to Ms. Campbell upon termination or a change in control of the Company:

Executive Benefits and Payments[(1)]	Termination without Cause or Resignation for Good Reason	Change in Control	Termination following Change in Control[(2)]
Base Salary	$ 450,000	$ —	$ 450,000
SAR/RSU Acceleration	—	3,384,621	—
MIP Award	—	—	295,470
Health Insurance	—	—	—
Total	**$ 450,000**	**$ 3,384,621**	**$ 745,470**

(1) Assumes the following: (a) base salary equal to $450,000 is in effect as of the assumed termination or change in control date of July 31, 2017; (b) executive's unvested SARs and RSUs at July 31, 2017 would be subject to accelerated vesting on that date (when the closing price per share of our common stock was $210.76); and (c) MIP award payable under the executive severance policy upon a termination following a change in control is equal to the most recent MIP award paid to the executive.

(2) Benefits triggered upon termination without cause or resignation for good reason would apply in the same manner following a change in control pursuant to the Company's executive severance policy when the new owners are bound by the terms of the executive severance policy, except that equity awards would have already accelerated in full upon the change in control event.

Kirsten A. Lynch, Executive Vice President and Chief Marketing Officer

Pursuant to the Company's executive severance policy, Ms. Lynch is entitled to receive severance payments upon certain terminations of employment. In addition, Ms. Lynch is entitled to receive payments upon a termination occurring within a certain period of time following a change in control.

The following table describes the estimated potential compensation to Ms. Lynch upon termination or a change in control of the Company:

Executive Benefits and Payments[(1)]	Termination without Cause or Resignation for Good Reason	Change in Control	Termination following Change in Control[(2)]
Base Salary	$ 450,000	$ —	$ 450,000
SAR/RSU Acceleration	—	3,740,157	—
MIP Award	—	—	295,470
Health Insurance	—	—	—
Total	**$ 450,000**	**$ 3,740,157**	**$ 745,470**

(1) Assumes the following: (a) base salary equal to $450,000 is in effect as of the assumed termination or change in control date of July 31, 2017; (b) executive's unvested SARs and RSUs at July 31, 2017 would be subject to accelerated vesting on that date (when the closing price per share of our common stock was $210.76); and (c) MIP award payable under the executive severance policy upon a termination following a change in control is equal to the most recent MIP award paid to the executive.

(2) Benefits triggered upon termination without cause or resignation for good reason would apply in the same manner following a change in control pursuant to the Company's executive severance policy when the new owners are bound by the terms of the executive severance policy, except that equity awards would have already accelerated in full upon the change in control event.

David T. Shapiro, Executive Vice President, General Counsel and Secretary

Pursuant to the Company's executive severance policy, Mr. Shapiro is entitled to receive severance payments upon certain terminations of employment. In addition, Mr. Shapiro is entitled to receive payments upon a termination occurring within a certain period of time following a change in control.

The following table describes the estimated potential compensation to Mr. Shapiro upon termination or a change in control of the Company:

Executive Benefits and Payments[(1)]	Termination without Cause or Resignation for Good Reason	Change in Control	Termination following Change in Control[(2)]
Base Salary	$ 415,000	$ —	$ 415,000
SAR/RSU Acceleration	—	2,701,324	—
MIP Award	—	—	194,635
Health Insurance	—	—	—
Total	**$ 415,000**	**2,701,324**	**$ 609,635**

(1) Assumes the following: (a) base salary equal to $415,000 is in effect as of the assumed termination or change in control date of July 31, 2017; (b) executive's unvested SARs and RSUs at July 31, 2017 would be subject to accelerated vesting on that date (when the closing price per share of our common stock was $210.76); and (c) MIP award payable under the executive severance policy upon a termination following a change in control is equal to the most recent MIP award paid to the executive.

(2) Benefits triggered upon termination without cause or resignation for good reason would apply in the same manner following a change in control pursuant to the Company's executive severance policy when the new owners are bound by the terms of the executive severance policy, except that equity awards would have already accelerated in full upon the change in control event.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table summarizes the Company's equity compensation plans as of July 31, 2017:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights[(1)(2)] (in thousands)	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (in thousands)
Equity compensation plans approved by security holders	2,501	$ 59.12	4,072
Equity compensation plans not approved by security holders	—	—	—
Total	**2,501**	**$ 59.12**	**4,072**

(1) Includes 211,000 RSUs that are not included in the calculation of the Weighted-Average Exercise Price in column (b).

(2) Includes the gross number of shares underlying outstanding SARs. Upon the exercise of a SAR, the actual number of shares we will issue to the participant is equal the quotient of (i) the product of (x) the excess of the per share fair market value of our common stock on the date of exercise over the exercise price, multiplied by (y) the number of SARs exercised, divided by (ii) the per share fair market value of our common stock on the date of exercise, less any shares withheld to cover payment of applicable tax withholding obligations.

PROPOSAL 2. RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected, and the Board has ratified the selection of, PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for fiscal 2018, and has further directed that management submit the selection of independent auditors for ratification by the stockholders at the annual meeting. PricewaterhouseCoopers LLP has been the Company's independent registered public accounting firm since 2002. PricewaterhouseCoopers LLP expects to have a representative at the annual meeting who will have the opportunity to make a statement and who will be available to answer appropriate questions.

Neither the Company's Bylaws nor other governing documents or law require stockholder ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. However, the Audit Committee is submitting the selection of PricewaterhouseCoopers LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers LLP. It is understood that even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a new independent accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interests of the Company and its stockholders.

FEES BILLED TO VAIL RESORTS BY PRICEWATERHOUSECOOPERS LLP DURING FISCAL 2017 AND FISCAL 2016

Audit Fees. Audit fees (including expenses) billed (or billable) to the Company by PricewaterhouseCoopers LLP for the audit of our annual financial statements included in our Form 10-K and the review of the financial statements included in our Forms 10-Q with respect to fiscal 2017 and fiscal 2016 were $2,808,537and $2,248,788, respectively. For both fiscal years, such fees included fees for PricewaterhouseCoopers LLP's examination of the effectiveness of the Company's internal control over financial reporting.

Audit-Related Fees. There were no audit related fees billed by PricewaterhouseCoopers LLP with respect to fiscal 2017 and fiscal 2016.

Tax Fees. Tax fees billed or billable by PricewaterhouseCoopers LLP with respect to fiscal 2017 were $665,023. In fiscal 2016, there were $152,188 of tax fees billed by PricewaterhouseCoopers LLP. Such fees were related to tax services provided to the Company in connection with international transactions.

All Other Fees. All other fees (including expenses) billed by PricewaterhouseCoopers LLP with respect to both fiscal 2017 and fiscal 2016 were $3,600. Such fees were for access to a research database.

The Audit Committee determined that the provision of services other than audit services by PricewaterhouseCoopers LLP was compatible with maintaining PricewaterhouseCoopers LLP's independence.

The Audit Committee has the sole authority to approve all audit engagement fees and terms and pre-approve all audit and permissible non-audit services provided by the Company's independent registered public accounting firm. The Audit Committee has delegated authority to the Chairman of the Audit Committee to pre-approve services between Audit Committee meetings, which must be reported to the full Audit Committee at its next meeting. Fees for permissible non-audit services that are not pre-approved must be less than 5% of total fees paid. For fiscal 2017 and fiscal 2016, all of the fees included under the headings "Tax Fees" and "All Other Fees" above were pre-approved by the Audit Committee.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2018.

PROPOSAL 3. ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, we are asking stockholders to approve an advisory resolution, commonly referred to as a "say-on-pay" resolution, approving our executive compensation as reported in this proxy statement. As described in the CD&A section of this proxy statement, our executive compensation program is designed to incentivize achievement of short- and long-term Company and individual performance. We believe this compensation approach aligns the interests of our executive officers with those of our stockholders.

The Compensation Committee has structured our executive compensation program to achieve the following key objectives:

- *Emphasizing Pay-for-Performance.* Emphasize pay-for-performance by tying annual and long-term compensation incentives to achievement of specified performance objectives or overall stock performance.

- *Attracting, Retaining and Motivating.* Attract, retain and motivate talented executives who will determine our long-term success through a program competitive with compensation paid by companies in the same market for executive talent.

- *Rewarding Contributions and Creating Long-Term Value.* Recognize and reward contributions of all employees, including executive officers, in achieving strategic goals and business objectives, while aligning the program with stockholder interests.

We encourage stockholders to read the CD&A (as well as the other tables and narrative disclosures included in this proxy statement), which describes in more detail how our executive compensation program operates and is designed to achieve our compensation objectives, including through the use of annual incentive awards, long-term equity awards, a high percentage of compensation that is variable or "at-risk" and performance-based stock awards for our CEO. The Compensation Committee and the Board believe that the policies and procedures articulated in the CD&A are effective in achieving our goals and that the compensation of our named executive officers reported in this proxy statement has supported and contributed to the Company's recent and long-term success and is aligned with the interests of our stockholders.

At the 2016 annual meeting, we submitted a "say-on-pay" resolution to our stockholders. Our stockholders approved this proposal with approximately 98.5% of the votes cast on the proposal voting in favor of the resolution. Because our Board views the annual advisory vote as a good corporate governance practice, and because at our 2011 annual meeting approximately 91.7% of the votes cast on the frequency proposal were in favor of an annual advisory vote, we are again asking stockholders to approve the compensation of our NEOs as disclosed in this proxy statement. The Board currently believes that holding an annual say-on-pay vote is the most appropriate policy for the Company and is recommending that the stockholders, through the advisory vote set forth in Proposal 4, indicate a preference for annual say-on-pay votes. Therefore, we expect that the next say-on-pay vote will occur at the 2018 annual meeting of stockholders.

Accordingly, the Board unanimously recommends that stockholders approve the following advisory resolution at the annual meeting:

"RESOLVED, that the compensation paid to the named executive officers of Vail Resorts, Inc., as disclosed pursuant to the rules of the Securities and Exchange Commission, including the CD&A, compensation tables and related narrative discussion, is hereby APPROVED."

Although this vote is advisory and is not binding on the Company, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation decisions.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF EXECUTIVE COMPENSATION.

PROPOSAL 4. ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

We are also asking stockholders to indicate their preference as to whether future advisory votes on executive compensation, of the nature reflected in Proposal 3 above, should occur every year, every two years or every three years.

After careful consideration, the Board has determined that holding an advisory vote on executive compensation every year is the most appropriate policy for the Company at this time, and recommends that stockholders vote for future advisory votes on executive compensation to occur every year. While the Company's executive compensation programs are designed to promote a long-term connection between pay and performance, the Board recognizes that executive compensation disclosures are made annually. Holding an annual advisory vote on executive compensation provides the Company with more direct and immediate feedback on our compensation disclosures.

We understand that our stockholders may have different views as to what is an appropriate frequency for advisory votes on executive compensation, and we will carefully review the voting results on this proposal. Stockholders will be able to specify one of four choices for this proposal on the proxy card: 1 year, 2 years, 3 years, or abstain. Stockholders are not voting to approve or disapprove the Board's recommendation. This advisory vote on the frequency of future advisory votes on executive compensation is not binding on the Board. Notwithstanding the Board's recommendation and the outcome of the stockholder vote, the Board may in the future decide to conduct advisory votes on a less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs.

THE BOARD RECOMMENDS THAT YOU VOTE TO CONDUCT FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION EVERY "ONE YEAR."

THE ANNUAL MEETING AND VOTING – QUESTIONS AND ANSWERS

What is the difference between a stockholder of record and a "street name" holder?

If your shares of the Company's common stock are registered directly in your name with the Company's transfer agent, Wells Fargo Shareowner Services, then you are a stockholder of record.

If your shares are not held in your name, but rather are held through an intermediary, such as in an account at a brokerage firm or by a bank, trustee or other nominee, then you are the beneficial owner of shares held in "street name." However, as a beneficial owner, you have the right to direct your broker or other nominee regarding how to vote the shares held in your account.

Who is entitled to vote at or attend the annual meeting?

Holders of record of our common stock and the Exchangeable Shares (as defined below) as of the close of business on October 10, 2017, which we refer to as the record date, are entitled to vote. On the record date, we had 40,395,806 shares of common stock outstanding and 61,478 Exchangeable Shares outstanding. Each share, including each Exchangeable Share, is entitled to one vote on each item being voted on at the annual meeting. You are entitled to attend the annual meeting only if you were a stockholder, joint holder or holder of Exchangeable Shares as of the record date or you hold a valid proxy for the annual meeting.

If you are a stockholder of record:

If you are a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to vote by proxy in advance of the annual meeting over the telephone or on the Internet as instructed in the Notice of Internet Availability of Proxy Materials to ensure your vote is counted.

If you are a street name holder:

If you are a street name holder, you may not vote your shares in person at the annual meeting unless you request and obtain a valid proxy from your broker or other nominee and bring such proxy to the annual meeting. If you want to attend the annual meeting, but not vote at the annual meeting, you must provide proof of beneficial ownership as of the record date, such as your most recent account statement prior to October 10, 2017, a copy of the voting instruction card provided by your broker or other nominee, or other similar evidence of ownership. Whether or not you plan to attend the annual meeting, we urge you to vote by proxy or otherwise instruct your nominee how to vote on your behalf in advance of the annual meeting in accordance wiht the instructions provided by your bank, broker, trustee or other nominee.

How do I vote my shares?

If you are a stockholder of record of our common shares:

By Telephone or the Internet

Stockholders of record can vote their shares via telephone or the Internet as instructed in the Notice of Internet Availability of Proxy Materials. The telephone and Internet procedures are designed to authenticate a stockholder's identity, to allow stockholders to vote their shares and confirm that their instructions have been properly recorded.

The telephone and Internet voting facilities will close at 11:59 p.m., Eastern Time, on December 5, 2017.

By Mail

Stockholders who elect to vote by mail should request a paper proxy card by telephone or Internet and should complete, sign and date their proxy cards and mail them in the pre-addressed envelopes that accompany the delivery of paper proxy cards. Proxy cards submitted by mail must be received by the time of the meeting in order for your shares to be voted.

At the Meeting

Shares held in your name as the stockholder of record may be voted by you in person at the annual meeting.

If you are a street name holder of our common shares:

By Telephone or the Internet

If your broker or other nominee provides for a means to submit your voting instructions by telephone or the Internet, you will be provided with directions on doing so by your broker or other nominee.

By Mail

Street name holders may vote by mail by requesting a paper voting instruction card according to the instructions contained in the materials received from your broker or other nominee.

At the Annual Meeting

Shares held in street name may be voted by you in person at the annual meeting only if you obtain a valid proxy from the broker or other nominee that holds your shares giving you the right to vote the shares and bring such proxy to the annual meeting.

If you are a holder of record of the Whistler Blackcomb exchangeable shares:

Holders of exchangeable shares, which we refer to as the "Exchangeable Shares," issued by Whistler Blackcomb Holdings, Inc. (formerly known as 1068877 B.C. Ltd.), a Canadian subsidiary of ours ("Exchangeco"), are receiving these proxy materials in accordance with the provisions of the Exchangeable Shares and the Voting and Exchange Trust Agreement (the "Trust Agreement"), dated as of October 17, 2017, among the Company, 1089881 B.C. Ltd., Exchangeco and Computershare Trust Company of Canada (the "Trustee"). The Exchangeable Shares are exchangeable for shares of the Company's common stock on a one-for-one basis.

In accordance with the Trust Agreement, holders of Exchangeable Shares are effectively provided with voting rights for each Exchangeable Share that are nearly equivalent to the voting rights applicable to a share of the Company's common stock, and holders are entitled to instruct the Trustee as to how to vote their Exchangeable Shares. The Trustee holds one share of the Company's preferred stock designated as the "Special Voting Share." The Special Voting Share entitles the Trustee to vote on matters in which holders of the Company's common stock are entitled to vote. The Special Voting Share is entitled to a number of votes equal to the number of Exchangeable Shares outstanding on the record date for determining holders of the Company's common stock entitled to vote and for which the Trustee has received voting instructions from the holders of such Exchangeable Shares. The Special Voting Share shall vote together with the holders of the Company's common stock as a single class.

In accordance with the terms of the Trust Agreement, the Company has undertaken to perform the obligations of the Trustee and has authorized Broadridge Financial Solutions, Inc. ("Broadridge") to collect and receive directly the votes from the holders of the Exchangeable Shares on its behalf. Based upon the foregoing, holders of Exchangeable shares are entitled to cast up to 61,478 votes at the annual meeting. However, Broadridge will receive and tabulate each vote attached to the Exchangeable Shares only on the basis of instructions received from the holders of record of the Exchangeable Shares. In the absence of instructions from a holder as to voting, Broadridge will not include the Exchangeable Shares held by such holder in the vote.

If you are a holder of record of Exchangeable Shares, you can vote your Exchangeable Shares:

By Telephone or the Internet

Holders of Exchangeable Shares of record can vote their shares via telephone or the Internet as instructed in the Notice of Internet Availability of Proxy Materials. The telephone and Internet procedures are designed to authenticate a stockholder's identity, to allow stockholders to vote their shares and confirm that their instructions have been properly recorded.

The telephone and Internet voting facilities will close at 11:59 p.m., Eastern Time, on December 5, 2017.

By Mail

Holders of Exchangeable Shares who elect to vote by mail should request a paper proxy card by telephone or Internet and should complete, sign and date their proxy cards and mail them in the pre-addressed envelopes that accompany the delivery of paper proxy cards. Proxy cards submitted by mail must be received by the time of the meeting in order for your Exchangeable Shares to be voted.

At the Annual Meeting

Holders of Exchangeable Shares who wish to vote in person at the annual meeting may instruct Broadridge (by following the procedures set forth in the voting instruction form) to give you or your designee a proxy to exercise the voting rights personally at the annual meeting. You may also instruct Broadridge to give a proxy to a designated representative of the Company to exercise such voting rights.

Only holders of Exchangeable Shares whose names appear on the records of Exchangeco as the registered holders of Exchangeable Shares on the record date are entitled to exercise voting rights in respect of their Exchangeable Shares at the annual meeting. If on the record date your Exchangeable Shares were held not in your name, but rather in the name of a nominee, then you are the beneficial owner of Exchangeable Shares held in "street name" and these proxy materials, if you have received them, are being forwarded to you by that nominee. The nominee holding your account is considered to be the stockholder of record for purposes of voting your Exchangeable Shares. As a beneficial owner, you have the right to direct your nominee on how to vote your Exchangeable Shares in accordance with the instructions provided by your nominee.

Can I change my vote?

If you are a stockholder of record of common stock, you may change your vote at any time prior to the vote at the annual meeting by:

- providing timely delivery of a later-dated proxy (including by telephone or Internet vote);
- providing timely written notice of revocation to our Secretary at 390 Interlocken Crescent, Broomfield, Colorado 80021; or
- attending the annual meeting and voting in person.

To be timely, later dated proxy cards and written notices if revocation is submitted by mail, must be received by the time of the annual meeting. In order to change your vote by telephone or Internet, you must do so before the telephone and Internet voting facilities close at 11:59 p.m., Eastern Time, on December 5, 2017.

If you are a street name holder of common stock, you may change your vote by timely submitting new voting instructions to your broker or other nominee following the instructions they provided, or, if you have obtained a valid proxy from your broker or other nominee giving you the right to vote your shares, by attending the meeting and voting in person.

If you are a holder of Exchangeable Shares, you may revoke your voting instructions to Broadridge in accordance with the voting direction provided by Broadridge.

How many shares must be present or represented to conduct business at the annual meeting?

The quorum requirement for holding the annual meeting and transacting business is that holders of a majority of the issued and outstanding common stock that is entitled to vote must be present in person or represented by proxy. Both abstentions and broker non-votes described below are counted for the purpose of determining the presence of a quorum. If there is no quorum, the holders of a majority of shares present at the meeting in person or represented by proxy may adjourn the annual meeting to another date.

How are abstentions treated?

Abstentions are counted for purposes of determining whether a quorum is present. For purposes of determining whether the stockholders have approved a matter, abstentions are not treated as votes cast affirmatively or negatively, and therefore do not have any effect on the outcome of a matter to be voted on at the annual meeting that requires an affirmative vote of a majority of the votes cast by holders of our common stock present in person or by proxy at the annual meeting. A "majority of votes cast" means the number of "FOR" votes exceeds the number of "AGAINST" votes.

What are the voting requirements?

Proposal 1—Election of Directors

In the election of directors named in this proxy statement, you may vote "FOR" one or more of the nominees or your vote may be "AGAINST" one or more of the nominees. Alternatively, you may vote "ABSTAIN" with respect to one or more nominees. You may not cumulate your votes for the election of directors. To be elected, each director nominee requires a majority of the votes cast for his or her election, which means that each director nominee must receive more votes cast "FOR" than "AGAINST" that director nominee. Abstentions are not treated as voting on this proposal. If stockholders do not elect a nominee who is already serving as a director, Delaware law provides that the director would continue to serve on the Board as a "holdover director," rather than causing a vacancy, until a successor is duly elected or until the director resigns. Under our Corporate Governance Guidelines and as permitted by our Bylaws, each director has submitted an advance, contingent resignation that the Board may accept if stockholders do not elect the director. In that situation, our Nominating & Governance Committee would make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board will promptly publicly disclose its decision regarding the director's resignation.

Proposal 2—Ratification of Selection of PricewaterhouseCoopers LLP

In the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2018, you may vote "FOR," "AGAINST" or "ABSTAIN." This proposal requires the affirmative vote of a majority of those shares present in person or represented by proxy, entitled to vote, and actually voting on the proposal at the annual meeting. Abstentions are not treated as voting on this proposal.

Proposal 3—Advisory Vote to Approve Executive Compensation

In the advisory vote to approve executive compensation, you may vote "FOR," "AGAINST" or "ABSTAIN." This proposal requires the affirmative vote of a majority of those shares present in person or represented by proxy, entitled to vote, and actually voting on the proposal at the annual meeting. Abstentions are not treated as voting on this proposal. The vote is advisory, and therefore not binding on the Company, the Compensation Committee or the Board. However, the Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation as it deems appropriate.

Proposal 4—Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

In the advisory vote on the frequency of future advisory votes on executive compensation, you may vote every "1 YEAR," "2 YEARS," "3 YEARS" or "ABSTAIN." This proposal requires the affirmative vote of a majority of those shares present in person or represented by proxy, entitled to vote, and actually voting on the proposal at the annual meeting and the frequency that receives such a majority will be considered to be the frequency selected by the stockholders. However, because stockholders have several voting choices, it is possible that no single choice will receive a majority vote. Abstentions are not treated as voting on this proposal. Similar to Proposal 3, the vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board. However, the Compensation Committee and the Board will review the voting results when determining the frequency of holding future advisory votes on executive compensation.

What are "broker non-votes"?

If you hold shares in street name through a broker and do not provide your broker with voting instructions, your shares may constitute "broker non-votes." Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given by the beneficial owner. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are considered present for purpose of determining a quorum but are not considered entitled to vote or votes cast on that proposal. Thus, a broker non-vote will make a quorum more readily attainable, but, broker non-votes will not affect the outcome of any matter being voted on at the annual meeting, assuming that a quorum is obtained.

If your shares are held in street name and you do not instruct your broker on how to vote your shares, your brokerage firm, in its discretion, may either leave your shares unvoted or vote your shares on "routine" matters. The proposal to ratify the selection of our independent registered public accounting firm for the current fiscal year (Proposal 2) is considered a routine matter. Under the rules of the New York Stock Exchange, or the NYSE, the election of directors (Proposal 1), the advisory vote to approve executive compensation (Proposal 3) and the advisory vote on the frequency of future advisory votes on executive compensation (Proposal 4) are not considered routine matters and, consequently, without your voting instructions, your broker cannot vote your uninstructed shares on these proposals.

Who will serve as inspector of elections?

The inspector of elections will be a representative from Broadridge Financial Solutions, Inc.

Who will bear the cost of soliciting votes for the annual meeting?

We will bear the cost of soliciting proxies. In addition to the original solicitation of proxies, proxies may be solicited personally, by telephone or other means of communication, by our directors and employees. Directors and employees will not be paid any additional compensation for soliciting proxies.

We may reimburse brokers holding common stock in their names or in the names of their nominees for their expenses in sending proxy material to the beneficial owners of such common stock.

What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials?

If you receive more than one Notice of Internet Availability of Proxy Materials, it means that you have multiple accounts at the transfer agent or with brokers or other nominees. Please vote all of your shares as described herein, or follow the instructions received from each broker or other nominee, to ensure that all of your shares are voted.

What if I submit a proxy but do not make specific choices?

If a proxy is voted by telephone or Internet, or is signed and returned by mail without choices specified, in the absence of contrary instructions, the shares of common stock represented by such proxy will be voted as recommended by the Board, and will be voted in the proxy holders' discretion as to other matters that may properly come before the annual meeting.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. Final voting results will be reported in a Form 8-K, which will be filed with the SEC following the annual meeting.

Annual Meeting Materials

The Notice of Internet Availability of Proxy Materials, Notice of Annual Meeting, this proxy statement and the Annual Report have been made available to all stockholders and holders of Exchangeable Shares entitled to Notice of Internet Availability of Proxy Materials and entitled to vote at the annual meeting. The Annual Report is not incorporated into this proxy statement and is not considered proxy-soliciting material.

STOCKHOLDER PROPOSALS FOR 2018 ANNUAL MEETING

The deadline for stockholders to submit proposals pursuant to Rule 14a-8 of the Exchange Act for inclusion in the Company's proxy statement and proxy for the 2018 annual meeting of stockholders is June 25, 2018. Such proposals must be received at the Company's principal executive offices no later than such date.

If you wish to nominate a director or submit a proposal for consideration at the Company's 2018 annual meeting of stockholders that is not to be included in next year's proxy materials, your proposal or nomination must be submitted in writing to the Secretary of the Company not later than September 7, 2018 nor earlier than August 8, 2018. You are also advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations. Such notices must be in accordance with the procedures described in our Bylaws. You can obtain a copy of our Bylaws by writing the Secretary at the address shown on the cover of this proxy statement.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are Company stockholders may be "householding" our proxy materials to the extent such stockholders have given their prior express or implied consent in accordance with SEC rules. A single Notice of Internet Availability of Proxy Materials, proxy statement and Annual Report (if you requested one) will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, proxy statement and Annual Report, please notify your broker to discontinue householding and direct your written request to receive a separate Notice of Internet Availability of Proxy Materials, proxy statement and Annual Report to the Company at: Vail Resorts, Inc., Attention: Investor Relations, 390 Interlocken Crescent, Broomfield, Colorado, 80021, or by calling (303) 404-1800. Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials, proxy statement and Annual Report at their address and would like to request householding of their communications should contact their broker.

OTHER MATTERS

At the date of this proxy statement, the Board has no knowledge of any business other than that described herein which will be presented for consideration at the annual meeting. In the event any other business is presented at the annual meeting, the persons named in the enclosed proxy will vote such proxy thereon in accordance with their judgment in the best interests of the Company.

David T. Shapiro
Executive Vice President, General Counsel & Secretary

October 23, 2017

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2017 is available without charge upon written request to: Secretary, Vail Resorts, Inc., 390 Interlocken Crescent, Broomfield, Colorado 80021.

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

FORM 10-K

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

For the fiscal year ended July 31, 2017

or

☐ **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	Name of each exchange on which registered
Common Stock, $0.01 par value	New York Stock Exchange

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

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐	(Do not check if a smaller reporting company)	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 Act).
☐ Yes ☒ No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of $171.54 per share as reported on the New York Stock Exchange Composite Tape on January 31, 2017 (the last business day of the registrant's most recently completed second fiscal quarter) was $6,782,234,961.

As of September 25, 2017, 40,019,342 shares of Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2017 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days of July 31, 2017 are incorporated by reference herein into Part III, Items 10 through 14, of this Annual Report.

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FORWARD-LOOKING STATEMENTS

Except for any historical information contained herein, the matters discussed or incorporated by reference in this Annual Report on Form 10-K (this "Form 10-K") contain certain forward-looking statements within the meaning of the federal securities laws. These statements relate to analyses and other information, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our 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;*
- *unfavorable weather conditions or the impact of natural disasters;*
- *willingness of our guests to travel due to terrorism, the uncertainty of military conflicts or outbreaks of contagious diseases, and the cost and availability of travel options and changing consumer preferences;*
- *the seasonality of our business combined with adverse events that occur during our peak operating periods;*
- *competition in our mountain and lodging businesses;*
- *high fixed cost structure of our business;*
- *our ability to fund resort capital expenditures;*
- *our reliance on government permits or approvals for our use of public land or to make operational and capital improvements;*
- *risks related to a disruption in our water supply that would impact our snowmaking capabilities and operations;*
- *risks related to federal, state, local and foreign government laws, rules and regulations;*
- *risks related to our reliance on information technology, including our failure to maintain the integrity of our customer or employee data;*
- *our ability to hire and retain a sufficient seasonal workforce;*
- *risks related to our workforce, including increased labor costs;*
- *loss of key personnel;*
- *adverse consequences of current or future legal claims;*
- *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;*
- *our ability to successfully integrate acquired businesses, or that acquired businesses may fail to perform in accordance with expectations, including Whistler Blackcomb, Stowe or future acquisitions;*
- *our ability to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, with respect to acquired businesses;*
- *risks associated with international operations;*
- *fluctuations in foreign currency exchange rates where the Company has foreign currency exposure, primarily the Canadian and Australian dollars;*
- *changes in accounting and tax estimates and judgments, accounting principles, policies or guidelines or adverse determinations by taxing authorities;*
- *a materially adverse change in our financial condition; and*
- *other risks and uncertainties included under Part I, Item 1A, "Risk Factors" in this document.*

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 in this Form 10-K, 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 this 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.

PART I

ITEM 1. BUSINESS

General

Vail Resorts, Inc., together with its subsidiaries, is referred to throughout this document as “we,” “us,” “our” or the “Company.”

Vail Resorts, Inc., a Delaware corporation, was organized as a holding company in 1997 and operates through various subsidiaries. Our operations are grouped into three business segments: Mountain, Lodging and Real Estate, which represented approximately 85%, 14% and 1%, respectively, of our net revenue for our fiscal year ended July 31, 2017 (“Fiscal 2017”).

As of July 31, 2017, our Mountain segment operates eleven world-class mountain resort properties and three urban ski areas, as well as ancillary services, primarily including:

- ski school,
- dining, and
- retail/rental operations.

Our Lodging segment includes the following:

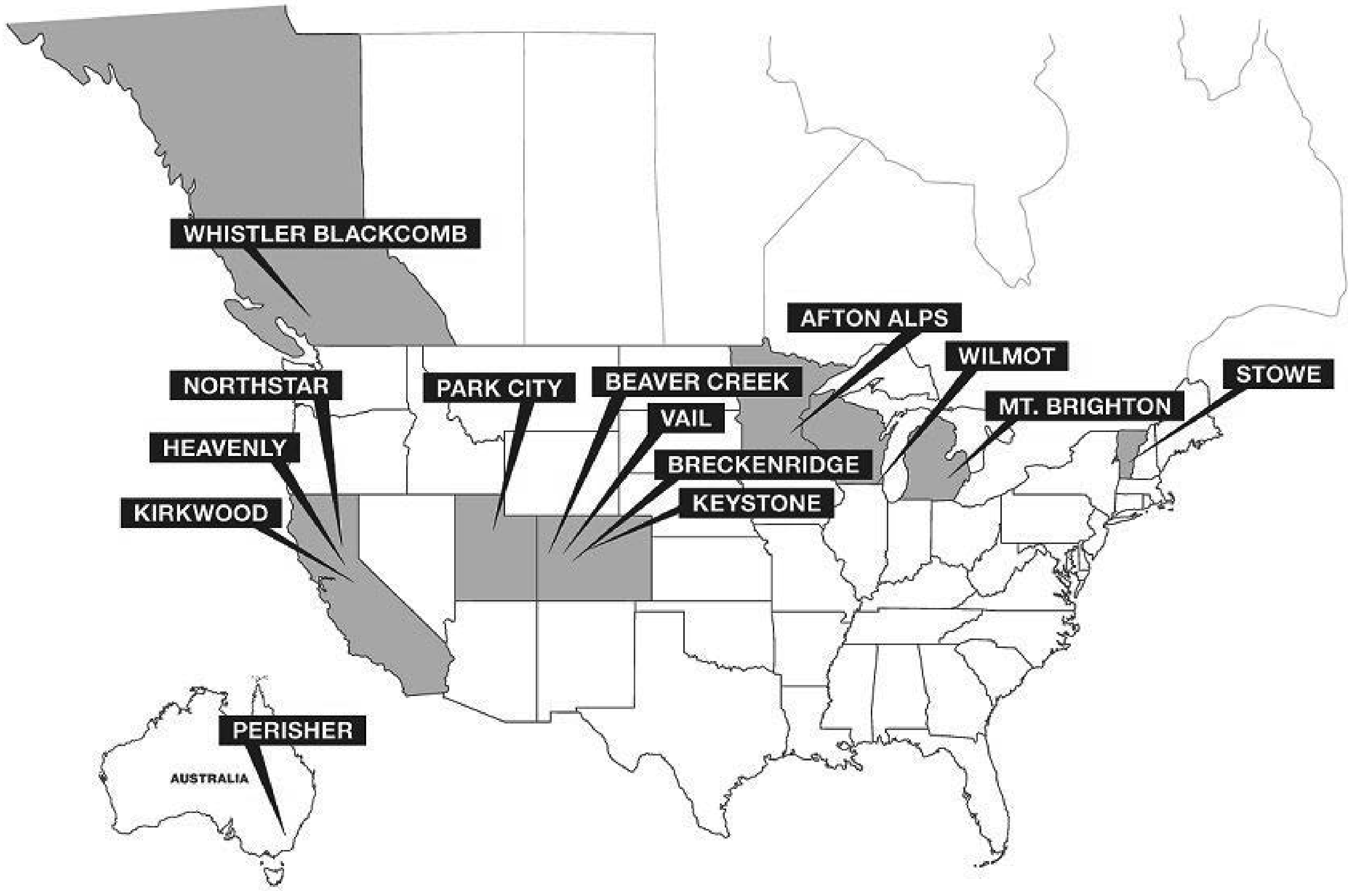
- owned and/or managed luxury hotels under our RockResorts brand, as well as other strategic lodging properties,
- owned and/or managed condominiums located in proximity to our mountain resorts,
- certain National Park Service (“NPS”) concessionaire properties, including Grand Teton Lodge Company (“GTLC”), which operates destination resorts at Grand Teton National Park,
- Colorado Mountain Express (“CME”), a Colorado resort ground transportation company, and
- Mountain resort golf courses.

Collectively, the Mountain and Lodging segments are considered the Resort segment. Our Real Estate segment owns, develops and sells real estate in and around our resort communities.

For financial information and other information about the Company’s segments and geographic areas, see Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Item 8. “Financial Statements and Supplementary Data” below.

Mountain Segment

Our portfolio of world-class mountain resorts and urban ski areas includes:



United States

<u>*Colorado and Utah Resorts (Rocky Mountain Region)*</u>

- Breckenridge Ski Resort ("Breckenridge") - the single most visited mountain resort in the United States ("U.S.") for the 2016/2017 ski season with five interconnected peaks offering an expansive variety of terrain for every skill level, including access to above tree line intermediate and expert terrain, and progressive and award-winning terrain parks.

- Vail Mountain Resort ("Vail Mountain") - the second most visited mountain resort in the U.S. for the 2016/2017 ski season. Vail Mountain offers some of the most expansive and varied terrain in North America with approximately 5,300 skiable acres including seven world renowned back bowls and the resort's rustic Blue Sky Basin.

- Park City Resort ("Park City") - the third most visited mountain resort in the U.S. for the 2016/2017 ski season and the largest by acreage in the U.S. Park City offers 7,300 acres of skiable terrain for every type of skier and snowboarder and offers guests an outstanding ski experience with fine dining, ski school, retail and lodging.

- Keystone Resort ("Keystone") - the fifth most visited mountain resort in the U.S. for the 2016/2017 ski season and home to the highly renowned A51 Terrain Park, as well as the largest area of night skiing in Colorado. Keystone also offers guests a unique skiing opportunity through guided snow cat ski tours accessing five bowls. Keystone is a premier destination for families with its "Kidtopia" program focused on providing activities for kids on and off the mountain.

- Beaver Creek Resort ("Beaver Creek") - the tenth most visited mountain resort in the U.S. for the 2016/2017 ski season. Beaver Creek is a European-style resort with multiple villages and also includes a world renowned children's ski school program focused on providing a first-class experience with unique amenities such as a dedicated children's gondola.

Lake Tahoe Resorts

- Heavenly Mountain Resort ("Heavenly") - the eleventh most visited mountain resort in the U.S. for the 2016/2017 ski season. Heavenly is located near the South Shore of Lake Tahoe with over 4,800 skiable acres, straddling the border of California and Nevada, offers unique and spectacular views of Lake Tahoe and boasts the largest snowmaking capacity in the Lake Tahoe region. Heavenly offers great nightlife, including its proximity to several casinos.

- Northstar Resort ("Northstar") - the thirteenth most visited mountain resort in the U.S. for the 2016/2017 ski season. Northstar is the premier luxury mountain resort destination near Lake Tahoe which offers premium lodging, a vibrant base area and over 3,000 skiable acres. Northstar's village features high-end shops and restaurants, a conference center and a 9,000 square-foot skating rink.

- Kirkwood Mountain Resort ("Kirkwood") - located southwest of Lake Tahoe, offering a unique location atop the Sierra Crest. Kirkwood is recognized for offering some of the best high alpine advanced terrain in North America with 2,000 feet of vertical drop and over 2,300 acres of terrain.

East Coast Resort

- Stowe Mountain Resort ("Stowe") - acquired in June 2017, Stowe is a premier mountain resort located in Northern Vermont which offers high-end lodging and dining options. The mountain offers 116 trails on 485 skiable acres, with a variety of terrain for skiers of all skill levels, as well as a comprehensive offering of summer activities including zip line tours, hiking and sightseeing.

Urban Ski Areas

- Afton Alps Ski Area ("Afton Alps"), located near the Minneapolis/St. Paul metropolitan area, is the largest ski area near a major city in the Midwest and offers 48 trails, with night skiing, riding and tubing. Mount Brighton Ski Area ("Mt. Brighton"), located near Detroit, offers 26 trails with night skiing and riding. Wilmot Mountain ("Wilmot"), located in southern Wisconsin, is near the Chicago metropolitan area and offers 25 trails, four terrain parks, a ski and snowboard school, a ski racing program and a tubing hill.

International Resorts

- Whistler Blackcomb Resort ("Whistler Blackcomb") - acquired in October 2016 and located in British Columbia, Canada, Whistler Blackcomb is the most visited and largest year-round mountain resort in North America, with two mountains connected by the PEAK 2 PEAK gondola, which combined offer over 200 marked runs, over 8,000 acres of terrain, 14 alpine bowls, three glaciers and one of the longest ski seasons in North America. In the summer Whistler Blackcomb offers a variety of activities, including hiking trails, a bike park and sightseeing. Whistler Blackcomb is a popular destination for international visitors and was home to the 2010 Winter Olympics.

- Perisher Ski Resort ("Perisher") - located in New South Wales, Australia and is the largest and most visited ski resort in Australia and the Southern Hemisphere. Perisher provides accessibility, significant lodging and the market's most skiable acreage for the country's largest cities, including Sydney, Melbourne, Adelaide, Canberra and Brisbane. Perisher offers over 3,000 skiable acres on seven peaks and includes the resort areas known as Perisher Valley, Smiggin Holes, Blue Cow and Guthega, along with ski school, lodging, food and beverage, retail/rental and transportation operations.

Our resorts in Colorado, Utah, Lake Tahoe, Vermont and British Columbia, Canada are year-round mountain resorts that provide a comprehensive resort experience to a diverse clientele with an attractive demographic profile. Our resorts offer a broad complement of winter and summer recreational activities, including skiing, snowboarding, snowshoeing, snowtubing, sightseeing, mountain biking, guided hiking, zip lines, challenge ropes courses, alpine slides and mountain coasters, children's activities and other recreational activities.

Our Mountain segment derives revenue through the sale of lift tickets, including season passes, as well as a comprehensive offering of amenities available to guests, including ski and snowboard lessons, equipment rentals and retail merchandise sales, a variety of dining venues, private club operations and other winter and summer recreational activities. In addition to providing extensive guest amenities, we also lease some of our owned and leased commercial space to third party operators to add unique restaurants and retail stores to the mix of amenities at the base of our resorts.

Ski Industry/Market

There are approximately 780 ski areas in North America and approximately 480 in the U.S., ranging from small ski area operations that service day skiers to large resorts that attract both day skiers and destination resort guests looking for a comprehensive vacation experience. One of the primary ski industry statistics for measuring performance is "skier visit," which represents a person utilizing a ticket or pass to access a mountain resort for any part of one day during a winter ski season, and includes both paid and complimentary access. During the 2016/2017 North American ski season, combined skier visits for all ski areas in North America were approximately 73.4 million. Our North American mountain resorts and urban ski areas had approximately 11.3 million skier visits during the 2016/2017 ski season representing approximately 15.4% of North American skier visits.

Our Rocky Mountain region mountain resorts appeal to both day skiers and destination guests due to our Colorado resorts' proximity to Colorado's Front Range (Denver, Colorado Springs and Boulder) metropolitan areas and Park City's proximity to the Salt Lake City metropolitan area. The Colorado Front Range has a population of approximately 4.8 million and is within approximately 100 miles from each of our Colorado resorts, with access via a major highway. Additionally, the Salt Lake City metropolitan area has a population of approximately 1.2 million and is approximately 30 miles from Park City. These resorts are also accessible from several airports, including Denver International Airport and Eagle County Airport in Colorado and the Salt Lake City International Airport in Utah and have a wide range of amenities available at each resort, as well as within the proximate base areas, villages and towns. The Rocky Mountain region has 94 ski areas. All ski areas within the Rocky Mountain region combined recorded approximately 21.7 million skier visits for the 2016/2017 ski season with skier visits at our Rocky Mountain region mountain resorts totaling 6.7 million, or approximately 30.9% of total Rocky Mountain region skier visits for the 2016/2017 ski season.

Lake Tahoe, which straddles the border of California and Nevada, is a major skiing destination less than 100 miles from Sacramento and Reno and approximately 200 miles from San Francisco, drawing skiers from the entirety of California and Nevada and making it a convenient destination for both day skiers and destination guests. Heavenly, located near the South Shore of Lake Tahoe; Northstar, located near the North Shore of Lake Tahoe; and Kirkwood, located about 35 miles southwest of South Lake Tahoe, are popular year-round vacation destinations, featuring outstanding winter sports offerings and extensive summer attractions. Heavenly, Northstar and Kirkwood are proximate to both the Reno/Tahoe International Airport and the Sacramento International Airport. California and Nevada collectively have 34 ski areas. Our Lake Tahoe resorts had approximately 1.8 million skier visits for the 2016/2017 ski season, which was approximately 25.7% of the approximately 7.0 million total California and Nevada skier visits for the 2016/2017 ski season.

Whistler Blackcomb is located in the Coast Mountains of British Columbia, Canada and is approximately 85 miles from the Vancouver International Airport. Whistler Blackcomb is North America's largest four-season mountain resort. For the 2016/2017 North American ski season, Whistler Blackcomb generated approximately 23.6% of the total skier visits in the Pacific Northwest region (including British Columbia).

Competition

There is limited opportunity for development of new destination ski resorts due to the limited private lands on which ski areas can be built, the difficulty in obtaining the appropriate governmental approvals to build on public lands and the significant capital needed to construct the necessary infrastructure. As such, there have been virtually no new destination ski resorts in North America for over 30 years, which has and should continue to allow the best-positioned destination resorts to benefit from future industry growth. Our resorts compete with other major destination mountain resorts, including, among others, Aspen Snowmass, Copper Mountain, Mammoth, Deer Valley, Snowbird, Squaw Valley USA, Killington, Okemo, Sierra at Tahoe, Steamboat, Jackson Hole and Winter Park, as well as other ski areas in Colorado, California, Nevada, Utah, the Pacific Northwest, the Northeast, Southwest and British Columbia, Canada, and other destination ski areas in North America and worldwide as well as non-ski related vacation options and destinations. Additionally, our season pass products compete with other multi-resort frequency and pass products in North America.

While the ski industry has performed well in recent years in terms of number of skier visits, with the five best seasons occurring in the past ten years for U.S. visitation, a particular ski area's growth is also largely dependent on either attracting skiers away from other resorts, generating more revenue per skier visit or generating more visits from each skier. The better capitalized mountain resorts operators, including Vail Resorts, are expanding their offerings, as well as enhancing the quality and experience by adding new high speed chairlifts, gondolas, terrain parks, state of the art grooming machines, expanded terrain, on-mountain dining venues, as well as amenities at the base areas of the resorts, including dining, retail and lodging, all of which are aimed at increasing guest visitation and revenue per skier visit.

Our premier resorts and business model differentiate our Company from the rest of the ski industry. We have iconic, branded mountain resorts in important ski destinations in Colorado, Utah, Lake Tahoe and British Columbia, Canada. Through our sales of season passes, we provide our guests with a strong value proposition in return for guests committing to ski at our resorts prior to, or very early into the ski season, which we believe attracts more guests to our resorts. We believe we invest in more capital improvements than our competitors and we create synergies by operating multiple resorts, which enhances our profitability. Additionally, most of our mountain resorts located in the U.S. typically rank in the most visited ski resorts in the U.S., and most of our mountain resorts consistently rank in the top ranked ski resorts in North America according to industry surveys, which we attribute to our mountain resorts' ability to provide a high-quality experience.

Summer tourism at our destination resorts provides for a strong summer business opportunity. Our mountain resorts offer non-ski related attractions such as sightseeing, mountain biking, guided hiking, 4x4 Jeep tours, zip line tours, challenge ropes courses, alpine slides and coasters, children's activities and other recreational activities. In the fall of 2011, the Ski Area Recreational Opportunities Enhancement Act was enacted into law which allows our mountain resorts on USDA Forest Service ("Forest Service") land to offer more summer-season recreational opportunities. The second year of Epic Discovery, our comprehensive summer activities program which launched at both Vail Mountain and Heavenly in June 2016 and at Breckenridge in June 2017, introduced a number of new activities, including zip lines, challenge ropes courses, tubing, mountain excursions, canopy tours and Forest Flyers (i.e. alpine coasters). Additionally, our summer business at Whistler Blackcomb, Park City and Stowe is robust and offers guests a number of activities including biking, hiking and zip lines, among other summer activities. These activities are popular with summer travelers and introduce a new guest demographic to our mountain resorts.

The ski industry statistics stated in this section have been derived from data published by Colorado Ski Country USA, Canadian Ski Council, Kottke National End of Season Survey 2016/2017 (the "Kottke Survey") and other industry publications.

Our Competitive Strengths

All of our mountain resorts maintain the distinction of competing effectively as both market leaders and quality leaders. We believe the following factors contribute directly to each resort's success:

Exceptional Mountain Experience

- World-Class Mountain Resorts and Integrated Base Resort Areas

  Our mountain resorts offer a multitude of skiing and snowboarding experiences for the beginner, intermediate, advanced and expert levels. Each mountain resort is fully integrated into expansive resort base areas offering a broad array of lodging, dining, retail, nightlife and other amenities, some of which we own or manage, to our guests.

- Snow Conditions

  Our mountain resorts are located in areas that generally receive significantly higher than average snowfall compared to most other North American ski resort locations. Our resorts in the Rocky Mountain region of Colorado and Utah, the Sierra Nevada Mountains in Lake Tahoe and the Coast Mountains in British Columbia, Canada receive average yearly snowfall between 20 and 39 feet. Average yearly snowfall in Australia is significantly lower than at North American ski resorts, although Perisher generally receives higher average yearly snowfall compared to other Australian alpine ski resorts due to its location in the Australian Alps and the elevation of its terrain. Even in these abundant snowfall areas, we have significant snowmaking systems that can help provide a more consistent experience, especially in the early season. Additionally, we provide several hundred acres of groomed terrain at each of our mountain resorts with extensive fleets of snow grooming equipment.

- Lift Service

  We systematically upgrade our lifts and put in new lifts to increase uphill capacity and streamline skier traffic to maximize the guest experience. In the past several years, we have installed several high speed chairlifts and gondolas across our mountain resorts, including the Sun Up chairlift at Vail Mountain (Chair 17); several chairlifts at Wilmot; an eight-passenger gondola connecting Park City and Canyons; a high-speed, state-of-the-art combination gondola and chairlift replacing the Centennial Express Lift at Beaver Creek; a high-speed, six-passenger chairlift replacing the Colorado SuperChair at Breckenridge, which is the primary chairlift serving the critical Peak 8 base area; a high-speed, six-passenger chairlift and a new four-passenger chairlift to access the Peak 6 area in Breckenridge; and a state-of-the-art ten passenger gondola (Gondola 1) at Vail. For the 2017/2018 ski season, upgrades to various chairlifts include, among other projects, the Northwoods lift at Vail Mountain (Chair 11), the Peak 10 Falcon Chair at Breckenridge, Drink of Water chair (Chair 5) at Beaver Creek, and the Montezuma lift at Keystone.

- Terrain Parks

  Our mountain resorts and urban ski areas are committed to leading the industry in terrain park design, education and events for the growing segment of freestyle skiers and snowboarders. Each of our mountain resorts has multiple terrain parks that include progressively-challenging features. These park structures, coupled with freestyle ski school programs, promote systematic learning from basic to professional skills.

Extraordinary Service and Amenities

- Commitment to the Guest Experience

  Our focus is to provide quality service at every level of the guest experience. Prior to arrival at our mountain resorts, guests can receive personal assistance through our full-service, in-house travel center and through our comprehensive websites to book desired lodging accommodations, lift tickets, ski school lessons, equipment rentals and travel arrangements. Upon arrival, our resort staff serve as ambassadors to engage guests, answer questions and create a customer focused environment. In addition, we offer guests what we believe is the industry leading EpicMix application. EpicMix is an online and mobile application that, through radio frequency technology, captures a guest's activity on the mountain (e.g. number of ski days, vertical feet skied and chairlift activity) and allows a guest to share his or her experience and accomplishments with family and friends on social networks. Since the initial launch of our EpicMix technology, we have expanded EpicMix to include additional offerings such as EpicMix Time, which allows guests to access real time lift line wait times; EpicMix Academy, which allows our ski school instructors to certify the attainment of certain skills and ski levels; EpicMix Photo, which provides professional photos and allows guests to share photos on social networks; and EpicMix Guide, which uses guest input to provide a customized, step-by-step navigational guide to experience our mountains in Colorado, Utah and Tahoe. EpicMix is expected to be implemented at Whistler Blackcomb for the upcoming 2017/2018 North American ski season.

  We also solicit guest feedback through a variety of surveys and results, which are used to ensure high levels of customer satisfaction, understand trends and develop future resort programs and amenities.

- Season Pass Products

  We offer a variety of season pass products for all of our mountain resorts and urban ski areas that are marketed towards both out-of-state and international ("Destination") guests and in-state and local ("Local") guests. Our season pass products are available for purchase predominately during the period prior to the start of the ski season, offering our guests a better value in exchange for their commitment to ski at our resorts before the season begins. As such, our season pass program drives strong customer loyalty, mitigates exposure to more weather sensitive guests leading to greater revenue stability and allows us to capture valuable guest data. Additionally, our season pass customers typically ski more days each season than those guests who do not buy season passes, which leads to additional ancillary spending. Season pass products generated approximately 43% of our total lift revenue for Fiscal 2017. In addition, our season pass products attract new guests to our mountain resorts and urban ski areas. Sales of season pass products are a key component of our overall Mountain segment revenue and help create strong synergies among our mountain resorts and urban ski areas. Our season pass products range from providing access to one or a combination of our mountain resorts and urban ski areas to our Epic Pass which provides unrestricted access to all our mountain resorts and urban ski areas. All of our various season pass options can be found on our consumer website www.snow.com. Information on our websites does not constitute part of this document.

  As part of our continued strategy to drive season pass sales and create a stronger connection between key skier markets and our iconic destination mountain resorts, we have continued to expand our portfolio of properties in recent years. Whistler Blackcomb, acquired in October 2016, is a world-renowned international skiing destination which receives more than two million skier visits each year. Stowe, acquired in June 2017, is the premier high-end ski resort for skiers and snowboarders on the East Coast, which draws visitors from New York City, Boston and the broader Northeast skier population. In June 2015, we acquired Perisher in Australia, which is also an important international market for ski resorts across the Northern Hemisphere, generating an estimated more than one million skier visits annually to resorts in North America, Japan and Europe. Additionally, our urban ski areas are strategically positioned near key U.S. population centers; Wilmot in Wisconsin near the Chicago and Milwaukee metropolitan areas, Afton Alps in Minnesota near Minneapolis/St. Paul and Mt. Brighton in Michigan near Detroit. This close proximity to major Midwestern skier markets allows guests to visit regularly during the week, including popular night skiing, or on the weekends. Additionally, these cities offer major airports with routine direct flights to Denver, San Francisco and Salt Lake City.

  We believe our strategy increases the value of our season pass products and dramatically enhances the connection between our destination mountain resorts, urban ski areas and key skier markets.

- Premier Ski Schools

  Our mountain resorts are home to some of the highest quality and most widely recognized ski and snowboard schools in the industry. Through a combination of outstanding training and abundant work opportunities, our ski schools have become home to many of the most experienced and credentialed professionals in the business. We complement our instructor staff with state-of-the-art facilities and extensive learning terrain, all with a keen attention to guest needs. We offer a wide variety of adult and child group and private lesson options with a goal of creating lifelong skiers and riders and showcasing to our guests all the terrain our resorts have to offer.

- Dining

  Our resorts provide a variety of quality on-mountain and base village dining venues, ranging from top-rated fine dining restaurants to trailside express food service outlets. We operate approximately 190 dining venues at our mountain resorts and urban ski areas.

- Retail/Rental

  We have approximately 270 retail/rental locations specializing in sporting goods including ski, snowboard, golf and cycling equipment. In addition to providing a major retail/rental presence at each of our mountain resorts, we also have retail/rental locations throughout the Colorado Front Range and at other Colorado and California ski resorts, as well as the San Francisco Bay Area, Salt Lake City and Minneapolis. Many of the locations in the Colorado Front Range and in the San Francisco Bay Area also offer prime venues for selling our season pass products.

- On-Mountain Activities

  We are a ski industry leader in providing comprehensive destination vacation experiences, including on-mountain activities designed to appeal to a broad range of interests. In addition to our exceptional ski experiences, guests can choose from a variety of non-ski related activities such as snowtubing, snowshoeing, guided snowmobile and scenic cat tours, backcountry expeditions, horse-drawn sleigh rides and high altitude dining. During the summer, on-mountain recreational activities provide guests with a wide array of options including scenic chairlift and gondola rides; mountain biking; horseback riding; hiking; 4x4 Jeep tours; and our Epic Discovery program at Vail Mountain, Breckenridge and Heavenly. The Epic Discovery program encourages "learn through play" by featuring extensive environmental educational elements interspersed between numerous activities, consisting of zip lines, children's activities, challenge ropes courses, tubing, mountain excursions, an alpine slide and alpine coasters.

- Lodging and Real Estate

  Quality lodging options are an integral part of providing a complete resort experience. Our owned or managed hotels and resorts proximate to our mountain resorts, including five RockResorts branded properties and a significant inventory of managed condominium units, provide numerous accommodation options for our mountain resort guests. More recently, our real estate efforts have focused on the potential to expand our destination bed base and upgrade our resorts through the sale of land parcels to third-party developers which in turn provides opportunity for the development of condominiums, luxury hotels, parking and commercial space for restaurants and retail shops. Our Lodging and Real Estate segments have and continue to invest in resort related assets and amenities or seek opportunities to expand and enhance the overall resort experience.

Lodging Segment

Our Lodging segment includes the following operations, which collectively offer a wide range of services to guests (additional property details provided in the table below and in Item 2. Properties):

- Eight owned and twenty two managed properties, including those under our luxury hotel management company, RockResorts;
- Managed condominium units which are in and around our mountain resorts in Colorado, Lake Tahoe, Utah and British Columbia, Canada;
- Two NPS concessionaire properties in and near Grand Teton National Park in Wyoming;
- CME, a resort ground transportation company in Colorado; and
- Company-owned mountain resort golf courses including five in Colorado and one in Wyoming and two Company-operated mountain golf courses, one in Lake Tahoe, California and one in Park City, Utah.

The Lodging segment currently includes approximately 4,700 owned and managed hotel rooms and condominium units. Additional property details on our portfolio of owned or managed luxury resort hotels and other hotels and properties are provided in the table below:

Name	Location	Own/Manage	Rooms/Units [1]
RockResorts:			
The Lodge at Vail	Vail, CO	Own	170 [2]
The Arrabelle at Vail Square	Vail, CO	Own	99 [2]
The Pines Lodge	Beaver Creek, CO	Own	71 [2]
The Osprey at Beaver Creek	Beaver Creek, CO	Own	47 [2]
One Ski Hill Place	Breckenridge, CO	Manage	64
Other Hotels and Properties:			
DoubleTree by Hilton Breckenridge	Breckenridge, CO	Own	208
The Keystone Lodge	Keystone, CO	Own	152
Village Hotel	Breckenridge, CO	Own	60
Ski Tip Lodge	Keystone, CO	Own	10
Vail Marriott Mountain Resort & Spa	Vail, CO	Manage	347
Austria Haus Hotel	Vail, CO	Manage	25
Mountain Thunder Lodge	Breckenridge, CO	Manage	78
Crystal Peak Lodge	Breckenridge, CO	Manage	23
Inn at Keystone	Keystone, CO	Manage	103
Grand Summit Hotel	Park City, UT	Manage	282
Silverado Lodge	Park City, UT	Manage	141
Sundial Lodge	Park City, UT	Manage	116
DoubleTree by Hilton Park City - The Yarrow	Park City, UT	Manage	182
Jackson Lake Lodge	Grand Teton Nat'l Pk., WY	Concessionaire Contract	385
Colter Bay Village	Grand Teton Nat'l Pk., WY	Concessionaire Contract	166
Jenny Lake Lodge	Grand Teton Nat'l Pk., WY	Concessionaire Contract	37
Headwaters Lodge & Cabins at Flagg Ranch	Moran, WY	Concessionaire Contract	92

(1) Rooms/Units excludes approximately 1,800 managed condominium units.

(2) Includes individual owner units that are in a rental program managed by us.

Our lodging strategy seeks to complement and enhance our mountain resort operations through our ownership or management of lodging properties and condominiums proximate to our mountain resorts and selective management of luxury resorts in premier destination locations.

In addition to our portfolio of owned or managed luxury resort hotels and other hotels and properties, our lodging business also features a Colorado ground transportation company, CME, which represents the first point of contact with many of our guests when they arrive by air to Colorado. CME offers year-round ground transportation from Denver International Airport and Eagle County Airport to the Vail Valley (locations in and around Vail, Beaver Creek, Avon and Edwards), Aspen (locations in and around Aspen and Snowmass) and Summit County (which includes Keystone, Breckenridge, Copper Mountain, Frisco and Silverthorne). CME offers four primary types of services: door-to-door shuttle business; point-to-point shuttle business with centralized drop-off at transportation hubs; private chartered vans; and premier luxury charter vehicles.

Lodging Industry/Market

Hotels are categorized by Smith Travel Research, a leading lodging industry research firm, as luxury, upper upscale, upscale, mid-price and economy. The service quality and level of accommodations of our RockResorts' hotels place them in the luxury segment, which represents hotels achieving the highest average daily rates ("ADR") in the industry, and includes such brands as the Four Seasons, Ritz-Carlton and Starwood's Luxury Collection hotels. Our other hotels are categorized in the upper upscale and upscale segments of the hotel market. The luxury and upper upscale segments consist of approximately 715,000 rooms at approximately 2,100 properties in the U.S. as of July 2017. For Fiscal 2017, our owned hotels, which include a combination of certain RockResort hotels as well as other hotels in proximity to our mountain resorts, had an overall ADR of $245.31, a paid occupancy rate of 68.5% and revenue per available room ("RevPAR") of $168.14, as compared to the upper upscale segment's ADR of $181.17, a paid occupancy rate of 74.1% and RevPAR of $134.30. We believe that this comparison to the upper upscale segment is appropriate as our mix of owned hotels include those in the luxury and upper upscale segments, as well as certain of our hotels that fall in the upscale segment. The highly seasonal nature of our lodging properties generally results in lower average occupancy as compared to the upper upscale segment of the lodging industry as a whole.

Competition

Competition in the hotel industry is generally based on quality and consistency of rooms, restaurants, meeting facilities and services, the attractiveness of locations, availability of a global distribution system and price. Our properties compete within their geographic markets with hotels and resorts that include locally-owned independent hotels, as well as facilities owned or managed by national and international chains, including such brands as Four Seasons, Hilton, Hyatt, Marriott, Ritz-Carlton, Starwood's Luxury Collection and Westin. Our properties also compete for convention and conference business across the national market. We believe we are highly competitive in the resort hotel niche for the following reasons:

- All of our hotels are located in unique highly desirable resort destinations;
- Our hotel portfolio has achieved some of the most prestigious hotel designations in the world, including two properties in our portfolio that are currently rated as AAA 4-Diamond;
- Many of our hotels (both owned and managed) are designed to provide a look that feels indigenous to their surroundings, enhancing the guest's vacation experience;
- Each of our RockResorts hotels provides the same high level of quality and services, while still providing unique characteristics which distinguish the resorts from one another. This appeals to travelers looking for consistency in quality and service offerings together with an experience more unique than typically offered by larger luxury hotel chains, which has resulted in all five of our RockResort properties being recognized with the *TripAdvisor* Certificate of Excellence in recent years;
- Many of the hotels in our portfolio provide a wide array of amenities available to the guest such as access to world-class ski and golf resorts, spa and fitness facilities, water sports and a number of other outdoor activities, as well as highly acclaimed dining options;
- Conference space with the latest technology is available at most of our hotels. In addition, guests at Keystone can use our company-owned Keystone Conference Center, the largest conference facility in the Colorado Rocky Mountain region with more than 100,000 square feet of meeting, exhibit and function space;
- We have a central reservations system that leverages off of our mountain resort reservations system and has an online planning and booking platform, offering our guests a seamless and useful way to make reservations at our resorts; and
- We actively upgrade the quality of the accommodations and amenities available at our hotels through capital improvements. Capital funding for third-party owned properties is provided by the owners of those properties to maintain standards required by our management contracts. Projects at our owned properties completed over the past several years include extensive refurbishments and upgrades to the Colter Bay Village Cabins, DoubleTree by Hilton Breckenridge, and The Lodge at Vail. Additionally, we have completed guest room renovations at the Keystone Lodge and The Pines Lodge, and a restaurant renovation at The Arrabelle at Vail Square.

National Park Concessionaire Properties

We own GTLC, which is based in the Jackson Hole area in Wyoming and operates within Grand Teton National Park under a 15-year concessionaire agreement with the NPS that expires December 31, 2021. We also own Flagg Ranch, located in Moran, Wyoming and is centrally located between Yellowstone National Park and Grand Teton National Park on the John D. Rockefeller, Jr. Memorial Parkway (the "Parkway"). Flagg Ranch operates under a 15-year concessionaire agreement with the NPS that expires October 31, 2026. GTLC also owns Jackson Hole Golf & Tennis Club ("JHG&TC"), located outside Grand Teton National Park near Jackson, Wyoming. GTLC's operations within Grand Teton National Park and JHG&TC have operating seasons that generally run from June through the end of September.

There are 417 areas within the National Park System covering approximately 84 million acres across the U.S. and its territories. Of the 417 areas, 59 are classified as National Parks. While there are more than 500 NPS concessionaires, ranging from small, privately-held businesses to large corporate conglomerates, we primarily compete with such companies as Aramark Parks & Resorts, Delaware North Companies Parks & Resorts, Forever Resorts and Xanterra Parks & Resorts in retaining and obtaining NPS concessionaire agreements. The NPS uses “recreation visits” to measure visitation within the National Park System. In calendar year 2016, areas designated as National Parks received approximately 82.9 million recreation visits. Grand Teton National Park, which spans approximately 310,000 acres, had approximately 3.3 million recreation visits during calendar year 2016, or approximately 4.0% of total National Park recreation visits. Four full-service concessionaires provide accommodations within Grand Teton National Park, including GTLC. GTLC offers three lodging options within Grand Teton National Park: Jackson Lake Lodge, a full-service, 385-room resort with 17,000 square feet of conference facilities which can accommodate up to 600 people; Jenny Lake Lodge, a small, rustically elegant retreat with 37 cabins; and Colter Bay Village, a facility with 166 log cabins, 66 tent cabins, 337 campsites and a 112-space RV park. GTLC offers dining options as extensive as its lodging options, with cafeterias, casual eateries and fine dining establishments. GTLC’s resorts provide a wide range of activities for guests to enjoy, including cruises on Jackson Lake, boat rentals, horseback riding, guided fishing, float trips, golf and guided Grand Teton National Park tours. As a result of the extensive amenities offered, as well as the tremendous popularity of the National Park System, GTLC’s accommodations within Grand Teton National Park operate near full capacity during their operating season.

Flagg Ranch features a range of lodging options from 92 standard, deluxe and premium cabins and 40 camper cabins, to a 97-space RV park and 34 campsites. Flagg Ranch also offers additional amenities including dining, retail and activities for our guests to enjoy, including horseback riding, guided fishing, float trips and guided Yellowstone National Park and Grand Teton National Park tours. In addition to these summer offerings, Flagg Ranch provides limited winter operations to support Yellowstone National Park snowmobile tours.

Real Estate Segment

We have extensive holdings of real property at our mountain resorts primarily throughout Summit and Eagle Counties in Colorado. Our real estate operations, through Vail Resorts Development Company (“VRDC”), a wholly-owned subsidiary, include planning, oversight, infrastructure improvement, development, marketing and sale of our real property holdings. In addition to the cash flow generated from real estate development sales, these development activities benefit our Mountain and Lodging segments by (1) creating additional resort lodging and other resort related facilities and venues (primarily restaurants, spas, commercial space, private mountain clubs, skier services facilities and parking structures) that provide us with the opportunity to create new sources of recurring revenue, enhance the guest experience and expand our destination bed base; (2) controlling the architectural themes of our resorts; and (3) expanding our property management and commercial leasing operations.

The principal activities of our Real Estate segment include the sale of land parcels to third-party developers; the marketing and selling of remaining condominium units available for sale at the Ritz-Carlton Residences, Vail and One Ski Hill Place in Breckenridge, of which both projects had sold-out of available units as of July 31, 2017; 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. We believe that, due to the location of our real estate land investments, we are well situated to promote future projects with third-party developers while limiting our financial risk.

Marketing and Sales

Our Mountain segment’s marketing and sales efforts are increasingly oriented around data analytics to drive targeted and personalized marketing to our existing and prospective guests. We capture guest data on the vast majority of guest transactions through our season pass program, e-commerce platforms including mobile lift ticket sales, the EpicMix application and operational processes at our lift ticket windows. We promote our resorts through customer relationship marketing to targeted audiences via email and direct mail, promotional programs, digital marketing (including social, search and display) and traditional media advertising where appropriate (e.g. targeted print, TV, radio). We also have marketing programs directed at attracting groups, corporate meetings and convention business. Most marketing efforts drive traffic to our websites, where we provide our guests with information regarding each of our resorts, including services and amenities, reservations information, virtual tours and the opportunity to book/purchase multiple products for their vacations or other visits. We also enter into strategic alliances with companies to enhance the guest in-resort experience and to create opportunities for cross-marketing.

For our Lodging segment, we promote our hotels and lodging properties through marketing and sales programs, which include marketing directly to many of our guests through our digital channels (search, social and display), promotional programs and print media advertising. We also promote comprehensive vacation experiences through various package offerings and promotions (combining lodging, lift tickets, ski school lessons, ski rental equipment, transportation and dining), all of which are designed to drive traffic to our websites and central reservations call center. Sales made through our websites and call center allow us to transact directly with our guests, enabling us to further expand our customer base for future analytics and marketing. Where appropriate, we market our resort properties in conjunction with our mountain resort marketing efforts. Additionally, our individual hotels have active sales forces to generate conference and group business.

Seasonality

Ski resort operations are highly seasonal in nature, with a typical ski season in North America generally beginning in mid-November and running through mid-April. In an effort to partially mitigate the concentration of our revenue in the winter months in North America, we offer several non-ski related activities in the summer months such as sightseeing, mountain biking, guided hiking, 4x4 Jeep tours, golf (included in the operations of the Lodging segment) and our Epic Discovery program. These activities also help attract destination conference and group business to our resorts in our off-season. In addition, the operating results of Perisher, with its ski season from June through early October, partially counterbalance the concentration of our revenues during this seasonally low period.

Our lodging business is also highly seasonal in nature, with peak seasons primarily in the winter months (with the exception of GTLC, Flagg Ranch, certain managed properties and mountain resort golf operations). We actively promote our extensive conference facilities and have added more off-season activities to help offset the seasonality of our lodging business. Additionally, we operate eight golf courses: The Canyons Golf Course at Park City, The Beaver Creek Golf Club, The Keystone Ranch Golf Course, The River Course at Keystone, JHG&TC near Jackson, Wyoming, The Northstar Resort Golf Course and the Tom Fazio and Greg Norman courses at Red Sky Ranch near the Beaver Creek Resort.

Environmental Stewardship and Social Responsibility

Environmental stewardship is a core philosophy for us. Our resorts operate in some of the world's greatest natural environments, and we are compelled to care for and conserve them. Through our sustainability program, Epic Promise, we focus on resource conservation, forest health and building stronger local communities through contributions to local non-profits. Our environmental stewardship efforts are diverse and touch nearly every area of our operations. In 2017, we launched Epic Promise for a Zero Footprint and committed to a net zero operating footprint by 2030. This commitment includes achieving zero net emissions by finding operational energy efficiencies and investing in renewable energy, zero waste to landfill by diverting 100 percent of waste from our operations and zero net operating impact to forests and wildlife habitat by restoring an acre of forest for every acre displaced by our operations. As a result of this new commitment, Vail Resorts was accepted as the first travel and tourism company into the RE100, a collaborative initiative uniting 102 global, influential businesses committed to 100 percent renewable electricity. In addition, we have partnered with several organizations to help raise resources for local environmental programs, including The Nature Conservancy, the National Forest Foundation, The Tahoe Fund, Mountain Trails Foundation in Park City and the EnviroFund at Whistler Blackcomb. We encourage our employees to help protect the environment and support their local community with over 20,000 volunteer hours donated annually. Our charitable giving focuses on supporting education and youth programs, encouraging innovation in, and implementation of, environmental stewardship practices and enhancing the quality of life in the communities in which we operate.

Finally, our EpicPromise Foundation (the "Foundation"), which was established in 2015, is a private charitable foundation funded by annual contributions from the Company and its employees. The Foundation supports all Vail Resorts' employees and their families via grants for emergency relief and scholarships. For more information, visit www.EpicPromise.com. Information on our websites does not constitute part of this document.

Employees

At fiscal year end, we employed approximately 5,900 year-round employees. During the height of our operating seasons, we employ approximately 27,600 additional seasonal employees. In addition, we employ approximately 400 year-round employees and 100 seasonal employees on behalf of the owners of our managed hotel properties. We consider our employee relations to be good.

Intellectual Property

The development of intellectual property is part of our overall business strategy, and we regard our intellectual property as an important element of our success. Accordingly, we protect our intellectual property rights and seek to protect against its unauthorized use through international, national and state laws and common law rights. We file applications for and obtain trademark registrations and have filed for patents to protect inventions and will continue to do so where appropriate. We also seek to maintain our trade secrets and confidential information by nondisclosure policies and through the use of appropriate confidentiality agreements and contractual provisions.

In the highly competitive industry in which we operate, trademarks, service marks, trade names and logos are very important in the sales and marketing of our mountain resorts and urban ski areas, lodging properties and services. We seek to register and protect our trademarks, service marks, trade names and logos and have obtained a significant number of registrations for those trademarks, which we believe have become synonymous in the travel and leisure industry with a reputation for excellence in service and authentic hospitality. Among other national and international trademark registrations, the Company owns U.S. federal registrations for *Epic®*, *Epic Pass®*, *Vail Resorts®*, *Vail®*, *Beaver Creek®*, *Breckenridge®* and *Heavenly®*. The Company also owns Canadian and U.S. trademark registrations for the *Whistler Blackcomb®* name and logo. The Company licenses the right to use the federally registered trademark *Northstar California®* from CLP Northstar, LLC.

Regulation and Legislation

U.S. Forest Service Resorts

Federal Regulation

The operations of Breckenridge, Vail Mountain, Keystone, Beaver Creek, Heavenly and Kirkwood are conducted primarily on land under the jurisdiction of the Forest Service (collectively, the "Forest Service Resorts"). The 1986 Ski Area Permit Act (the "1986 Act") allows the Forest Service to grant Term Special Use Permits (each, a "SUP") for the operation of ski areas and construction of related facilities on National Forest lands. In November 2011, the 1986 Act was amended by the Ski Area Recreational Opportunity Enhancement Act (the "Enhancement Act") to clarify the Forest Service's authority to approve facilities primarily for year-round recreation. Under the 1986 Act, the Forest Service has the authority to review and approve the location, design and construction of improvements in the permit area and many operational matters.

Each individual national forest is required by the National Forest Management Act to develop and maintain a Land and Resource Management Plan (a "Forest Plan"), which establishes standards and guidelines for the Forest Service to follow and consider in reviewing and approving our proposed actions.

Special Use Permits

Each of the Forest Service Resorts operates under a SUP, and the acreage and expiration date information for each SUP is as follows:

Forest Service Resort	Acres	Expiration Date
Breckenridge	5,702	December 31, 2029
Vail Mountain	12,353	December 1, 2031
Keystone	8,376	December 31, 2032
Beaver Creek	3,849	November 8, 2039
Heavenly	7,050	May 1, 2042
Kirkwood	2,330	March 1, 2052

We anticipate requesting a new SUP for each Forest Service Resort prior to its expiration date as provided by Forest Service regulations and the terms of each existing SUP. We are not aware of the Forest Service refusing to issue a new SUP to replace an expiring SUP for a ski resort in operation at the time of expiration. The Forest Service can also terminate a SUP if it determines that termination is required in the public interest. However, to our knowledge, no SUP has ever been terminated by the Forest Service over the opposition of the permit holder.

Each SUP contains a number of requirements, including indemnifying the Forest Service from third-party claims arising out of our operation under the SUP and compliance with applicable laws, such as those relating to water quality and endangered or threatened species. For use of the land authorized by the SUPs, we pay a fee to the Forest Service ranging from 1.5% to 4.0% of adjusted gross revenue for activities authorized by the SUPs. Included in the calculation are sales from, among other things, lift tickets, season passes, ski school lessons, food and beverage, certain summer activities, equipment rentals and retail merchandise.

The SUPs may be revised or amended to accommodate changes initiated by us or by the Forest Service to change the permit area or permitted uses. The Forest Service may amend a SUP if it determines that such amendment is in the public interest. While the Forest Service is required to seek the permit holder's consent to any amendment, an amendment can be finalized over a permit holder's objection. Permit amendments must be consistent with the Forest Plan and are subject to the provisions of the National Environmental Policy Act ("NEPA"), both of which are discussed below.

Master Development Plans

The 1986 Act requires a Master Development Plan ("MDP") for each ski area that is granted a SUP, and all improvements that we propose to make on National Forest System lands under any of our SUPs must be included in a MDP. MDPs describe the existing and proposed facilities, developments and area of activity within the permit area. We prepare MDPs, which set forth a conceptual overview of all potential projects at each resort. The MDPs are reviewed by the Forest Service for compliance with the Forest Plan and other applicable laws and, if found to be compliant, are accepted by the Forest Service. Notwithstanding acceptance by the Forest Service of the conceptual MDPs, individual projects still require separate applications and compliance with NEPA and other applicable laws before the Forest Service will approve such projects. We update or amend our MDPs for our Forest Service Resorts from time to time. Recent amendments to our MDP have enabled Forest Service approval for our expanding four season recreation activities. For example, at Breckenridge Ski Resort, we obtained Forest Service approval to begin construction and operation of our Epic Discovery commencing in Summer 2017, and we have constructed a zip line, ropes course, climbing wall, hiking and environmental interpretive trails, as well as an observation tower.

Forest Plans

Operational and development activities on National Forest System lands at our four Colorado mountain resorts are subject to the additional regulatory and planning requirements set forth in the April 2002 Record of Decision (the "2002 ROD") for the White River National Forest Land and Resources Management Plan (the "White River Forest Plan"). At Heavenly, operational and development activities on National Forest System lands are subject to the Lake Tahoe Basin Management Unit ("LTBMU") Land and Resources Management Plan, which was adopted in 1988 (the "1988 Plan"). We have been working with the LTBMU for the past several years as it revises the 1988 Plan. That process was concluded this year and a new plan became effective in August of 2016. At Kirkwood, operational and development activities on National Forest System lands are subject to the Eldorado National Forest Land and Resources Management Plan, which was adopted in 1989. When approving our application for development, area expansion or other activities on National Forest System lands, the Forest Service must adhere to the applicable Forest Plan. Any such decision may be subject to judicial review in federal court if a party, with standing, challenges a Forest Service decision that applies the requirements of a Forest Plan at one of our Forest Service Resorts.

Private Land Resorts

The operations of Park City, Northstar, Afton Alps, Mt. Brighton and Wilmot are conducted primarily on private land and are not under the jurisdiction of the Forest Service (collectively, the "Private Land Resorts"). While Beaver Creek also operates on Forest Service land, a significant portion of the skiable terrain, primarily in the lower main mountain, Western Hillside, Bachelor Gulch and Arrowhead Mountain areas, is located on land that we own.

Although not governed by federal regulation, the Private Land Resorts may be governed by local laws and regulations. For example, specific projects and master development plans at Northstar require approval by Placer County, California, and site specific projects at Wilmot Mountain are approved by local townships and Kenosha County, Wisconsin pursuant to a conditional use permit and other operational licenses. Additionally, a portion of Park City is part of the Canyons Specially Planned Area ("SPA") pursuant to a Summit County, Utah ordinance adopted in 1998, and a Development Agreement and Master Development Plan with affected property owners, developers and the county, the most recent versions of which were adopted in 1999. Other land use within the SPA is within the jurisdiction of Summit County, Utah. Land use at Park City is within the jurisdiction of Summit County, Utah and Park City Municipal Corporation. The portions of the resort located within Park City Municipal Corporation are subject to a Development Agreement with the municipality, the most recent version of which was entered into in 1998.

Whistler Blackcomb

Whistler Blackcomb Resort is made up of two mountains: Whistler Mountain and Blackcomb Mountain. Whistler Mountain and Blackcomb Mountain are located on Crown Land within the traditional territory of the Squamish and Lil'wat Nations. The relationship between Whistler Blackcomb and Her Majesty, the Queen in Right of British Columbia (the "Province") is largely governed by Master Development Agreements (the "MDAs") between the Province and Whistler Mountain Resort Limited Partnership ("Whistler LP") with respect to Whistler Mountain, and between the Province and Blackcomb Skiing Enterprises Limited Partnership ("Blackcomb LP") with respect to Blackcomb Mountain. Together, Whistler LP and Blackcomb LP are referred to as the "Partnerships."

The MDAs, which were entered into in February 2017, have a term of 60 years (expiring on February 23, 2077) and are replaceable for an additional 60 years by option exercisable by the Partnerships after the first 30 years of the initial term. In accordance with the MDAs, the Partnerships are obligated to pay annual fees to the Province at a rate of 2.0% of gross revenues related to the operation of certain activities at Whistler Blackcomb.

The MDAs require that each of the mountains be developed, operated and maintained in accordance with its respective master plan, which contains requirements as to matters such as trail design and development, passenger lift development and environmental concerns. The MDAs grant a general license to use the Whistler Mountain lands and the Blackcomb Mountain lands for the operation and development of the Whistler Blackcomb Resort. The MDAs also provide for the granting of specific tenures of land owned by the Province to the Whistler LP or the Blackcomb LP, as applicable, by way of rights-of-way, leases or licenses. Each Partnership is permitted to develop new improvements to Whistler Mountain or Blackcomb Mountain, as the case may be, within standard municipal type development control conditions. We are obligated to indemnify the Province from third-party claims arising out of our operations under the MDAs.

Stowe

Stowe operates on land that we own as well as land we lease from the State of Vermont. The land we own is on the Spruce Peak side of the resort while the land we lease from the State is located on Mt. Mansfield in the Mt. Mansfield State Forest. The initial ten year term of the lease commenced in June 1967, and the lease provides for eight separate ten year extension options. The current term of the lease extends through June 2027, and there are three remaining ten year extension options. The land can be used for the development and operation of a ski area including ski trails, ski lifts, warming shelters, restaurants and maintenance facilities. For use of the land under the lease, we pay a fee to the State of Vermont based on revenue for activities authorized by the lease, such as lift tickets, season passes, food and beverage, summer activities and retail merchandise. We are obligated to indemnify the State of Vermont from third-party claims arising out of our operations under the lease.

Perisher

Perisher is located in the Kosciuszko National Park, the largest national park in New South Wales, Australia. The resort includes four villages (Perisher Valley, Smiggin Holes, Guthega and Blue Cow) and their associated ski fields, as well as the site of the Skitube Alpine Railway at Bullock's Flat, which is accredited in accordance with the Rail Safety National Law (NSW) No.82a. The Office of Environment and Heritage ("OEH"), an agency of the New South Wales government, which is part of the Department of Planning and Environment, is responsible for the protection and conservation of the Kosciuszko National Park. The National Parks and Wildlife Act 1974 (NSW) ("NPW Act") establishes the National Parks and Wildlife Service and is responsible for the control and management of the Kosciusko National Park.

The NPW Act requires the Kosciuszko National Park to be managed in accordance with the principles specified in that legislation, including the provision for sustainable visitor or tourist use and enjoyment that is compatible with the conservation of the national park's natural and cultural values. The legislation also authorizes the Minister for the Environment and the Minister for Heritage (the "Minister") to grant leases and licenses of land within the Kosciuszko National Park for various purposes, including for purposes related to sustainable visitor or tourist use and enjoyment. Under this power, the Minister has granted to Perisher a lease and a license of specified land within the Kosciusko National Park until June 30, 2048, each with an option to renew for an additional period of 20 years. The Minister has also granted Perisher a lease of the parking lot at Perisher Valley that expires on December 31, 2025. Subject to certain conditions being met, the lease for the Perisher Valley parking lot can be extended until June 30, 2048, with an option to renew for a further 20 years. The lease and license provide for the payment of a minimum annual base rent with periodic increases in base rent over the term, turnover rent payments based on 2.0% of certain gross revenue, remittance of park user fees and certain other charges, also subject to periodic increases over the term.

Concessionaire Agreements

GTLC operates three lodging properties, food and beverage services, retail, camping and other services within the Grand Teton National Park under a concessionaire agreement with the NPS. Our concessionaire agreement with the NPS for GTLC expires on December 31, 2021, and we pay a fee of 8.01% to the NPS on the majority of our sales occurring in Grand Teton National Park.

In August 2011, the NPS selected Flagg Ranch Company, a wholly-owned subsidiary, to provide lodging, food and beverage services, retail, service station, recreation and other services on the Parkway located between Grand Teton National Park and Yellowstone National Park. Our concession contract with the NPS for the Parkway expires on October 31, 2026, and we pay a fee of 5.3% to the NPS on the majority of our sales occurring in the Parkway.

Upon expiration of these concession contracts, we will have to bid against other prospective concessionaires for award of a new contract. The NPS may suspend operations under the concession contract at any time if the NPS determines it is necessary to protect visitors or resources within the Grand Teton National Park or during a Federal Government shutdown. NPS may also terminate the concession contract for breach, following notice and a 15 day cure period or if it believes termination is necessary to protect visitors or resources within the Grand Teton National Park.

Environmental Regulations

National Environmental Policy Act; California Environmental Quality Act

NEPA requires an assessment of the environmental impacts of "significant" proposed actions on National Forest land, such as expansion of a ski area, installation of new lifts or snowmaking facilities or construction of new trails or buildings. We must comply with NEPA when seeking Forest Service approval of such improvements, except in limited cases where projects are not expected to have environmental impacts, which can be submitted to a Categorical Exclusion. The Forest Service is responsible for preparing and compiling the required environmental studies, usually through third-party consultants. NEPA allows for different types of environmental studies, depending on, among other factors, the scope and size of the expected impact of the proposed project. An Environmental Assessment ("EA") is typically used for projects where the environmental impacts are expected to be limited. For projects with more significant expected impacts, an Environmental Impact Statement ("EIS") is more commonly required. An EIS is more detailed and broader in scope than an EA.

During the requisite environmental study, the Forest Service is required to analyze alternatives to the proposed action (including not taking the proposed action), as well as impacts that may be unavoidable. Following completion of the requisite environmental study, the Forest Service may decide not to approve the proposed action or may decide to approve an alternative. In either case, we may be forced to abandon or alter our development or expansion plans.

California Environmental Quality Act

Proposed actions at Kirkwood, Northstar and certain portions of Heavenly may also be subject to the California Environmental Quality Act ("CEQA"), which is similar to NEPA in that it requires the California governmental entity approving any proposed action at Kirkwood, Northstar, or on the California portion of Heavenly to study potential environmental impacts. Projects with significant expected impacts require an Environmental Impact Report while more limited projects may be approved based on a Mitigated Negative Declaration.

Forest & Range Practices Act

The Forest & Range Practices Act ("FRPA") is the principal legislation that governs mountain resorts in British Columbia, including Whistler Blackcomb. The FRPA outlines how all forest and range practices and resource-based activities are to be conducted on Crown (Public) land in British Columbia, while ensuring protection of everything in and on the lands, such as plants, animals and ecosystems. All forest and range licensees' activities are governed by FRPA and its regulations during all stages of planning, road building, logging, and reforestation, including removing timber for ski trail development. The FRPA is mostly based on self-compliance and does not specifically express standards to ski area development.

Environmental Planning and Assessment Act 1979 (NSW, Australia)

The Environmental Planning and Assessment Act 1979 (NSW) ("EPA Act") is the principal legislation regulating land use and development in New South Wales, Australia. Perisher relies on a suite of planning approvals (and existing use rights) granted under the EPA Act to operate the resort. Various types of development that facilitate commercial ski resort operations are also permitted to be carried out without planning approval pursuant to the State Environmental Planning Policy (Kosciusko National Park - Alpine Resorts) 2007 and the Snowy River Local Environmental Plan 2013. Strategic planning documents have been adopted to provide a framework for the assessment and approval of future development at the resort, including the Perisher Range Resorts Master Plan, Perisher Blue Ski Resort Ski Slope Master Plan and Kosciuszko National Park Plan of Management. Perisher holds a number of environmental approvals to regulate its operations, including an environment protection license for the sewage treatment plant at Bullock's Flat and a suite of licenses for the storage of diesel, heating oil and propane in storage tanks across the resort. Perisher implemented an Environmental Management System to manage compliance with the environmental regulatory framework, and mitigate potential environmental risks arising from its operations.

State, Local and Other Regulations

Various federal, state, local and provincial regulations also govern our resort operations, including liquor licensing and food safety regulations applicable to our food and beverage operations and safety standards relating to our lift operations and heli-ski operations at Whistler Blackcomb. In addition, each resort is subject to and must comply with state, county, regional and local government land use regulations and restrictions, including, for example, employee housing ordinances, zoning and density restrictions, noise ordinances, and wildlife, water and air quality regulations.

Specifically, in Vermont, the operations of Stowe are subject to Vermont's state-wide Land Use and Development Act known as "Act 250." Act 250, administered by the Vermont Agency of Natural Resources, regulates the impacts of development to, among other things, waterways, air, wildlife and earth resources using ten criteria that are designed to safeguard the environment, community life and aesthetic character of Vermont. Stowe has a Master Plan detailing the development considerations within the resort boundary. All projects within the resort's Master Plan have completed or will need to complete the Act 250 review process at the project level.

Water and Snowmaking

We rely on a supply of water for operation of our ski areas for domestic and snowmaking purposes and for real estate development. Availability of water depends on existence of adequate water rights, as well as physical delivery of the water when and where it is needed.

To provide a level of predictability in dates of operation and favorable snow surface conditions at our ski areas, we rely on snowmaking, which requires a significant volume of water, most of which is viewed as a non-consumptive use. Approximately 80% of the water is returned to the watershed at spring runoff.

In Colorado, we own or have ownership interests in water rights in reservoir companies, reservoirs, groundwater wells and other sources. The primary source of water for Keystone and Breckenridge is the Clinton Reservoir, in which we own a non-controlling interest. For Vail Mountain and Beaver Creek, the primary water source is Eagle Park Reservoir, in which we own a controlling interest.

Park City receives water for snowmaking from the Park City Municipal Corporation and Summit Water Distribution Company pursuant to various long-term agreements. Park City's water is stored in retention ponds located at the Park City Golf Club, a retention pond located at the resort, and at facilities owned or operated by Summit Water Distribution Company.

Heavenly's primary sources of water purchased for domestic and snowmaking uses are the South Tahoe Public Utility District and Kingsbury General Improvement District, which are California and Nevada utilities, respectively. The delivery systems of each utility are limited and may not be able to provide the immediate physical supply of water needed for optimal snowmaking. These sources are augmented by on-mountain underground wells that provide water for domestic uses at on-mountain lodges and for snowmaking. The underground water rights that are used for the East Peak Lake snowmaking well are held jointly with the Forest Service.

Northstar obtains water through a cooperative arrangement with the Northstar Community Services District ("NCSD"). Together with NCSD, we, through our lease with affiliates of EPR Properties, control surface water rights that we use for snowmaking. In addition, we have contractual rights to ground water from NCSD and from the adjacent Martis Camp residential development. We receive domestic water from NCSD and, for on-mountain facilities, from on-mountain wells and a series of significant near-surface springs.

Kirkwood co-owns with the Forest Service surface water rights sufficient for current and planned snowmaking at the resort. Kirkwood's water is stored in nearby Caples Lake under contract with its owner/operator. Afton Alps, Mt. Brighton and Wilmot rely on on-site water wells and reservoirs for snowmaking. Perisher is subject to the Water Act of 1912 (NSW) ("NSW Water Act"), which regulates the use of water sources (such as rivers, lakes and groundwater aquifers) in the Kosciuszko National Park. Perisher relies on six water licenses issued under the NSW Water Act and a water extraction agreement with an independent third party for the purposes of extracting water for snowmaking.

Whistler Blackcomb receives water rights used for snowmaking through licenses from the Province which describe annual allowable volumes on a number of its mountain creeks, and Whistler Blackcomb typically uses only a small percentage of its licensed water. Whistler Blackcomb is subject to the Watershed Sustainability Act ("WSA"), which is the principal law for managing the diversion and use of water resources in British Columbia and is applicable to Whistler Blackcomb's use of water for drinking consumption and snowmaking. The WSA requires Whistler Blackcomb to obtain certain approvals and conduct monitoring of its streams.

Available Information

We file with or furnish to the Securities and Exchange Commission ("SEC") reports, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These reports, proxy statements and other information are available free of charge on our corporate website www.vailresorts.com as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Information on our websites does not constitute part of this document. Materials filed with or furnished to the SEC are also made available on its website at www.sec.gov. Copies of any materials we file with the SEC can be obtained at www.sec.gov or at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the public reference room is available by calling the SEC at 1-800-SEC-0330.

ITEM 1A. RISK FACTORS.

Our operations and financial results are subject to various risks and uncertainties that could adversely affect our financial position, results of operations and cash flows. The risks described below should carefully be considered together with the other information contained in this report.

Risks Related to Our Business

We are subject to the risk of prolonged weakness in general economic conditions including adverse effects on the overall travel and leisure related industries. Economic conditions currently present or recently present in North America, Europe and parts of the rest of the world, including high unemployment, erosion of consumer confidence, sovereign debt issues and financial instability in the global markets, may potentially have negative effects on the travel and leisure industry and on our results of operations. As a result of these and other economic uncertainties, we have experienced and may experience in the future, among other items, a change in booking trends such that guest reservations are made much closer to the actual date of stay, a decrease in the length of stay and a decrease in group bookings. We cannot predict what impact these uncertainties may have on overall travel and leisure or more specifically, on our guest visitation, guest spending or other related trends and the ultimate impact it will have on our results of operations. Additionally, the actual or perceived fear of weakness in the economy could also lead to decreased spending by our guests. Skiing, travel and tourism are discretionary recreational activities that can entail a relatively high cost of participation and are adversely affected by economic slowdown or recession. This could further be exacerbated by the fact that we charge some of the highest prices for our lift tickets and ancillary services in the ski industry. In the event of a decrease in visitation and overall guest spending we may be required to offer a higher amount of discounts and incentives than we have historically, which would adversely impact our operating results. Our resorts also serve as a destination for international guests. To the extent there are material changes in exchange rates relative to the U.S. dollar, it could impact the volume of international visitation.

We are vulnerable to unfavorable weather conditions and the impact of natural disasters. Our ability to attract guests to our resorts is influenced by weather conditions and by the amount and timing of snowfall during the ski season. Unfavorable weather conditions can adversely affect skier visits and our revenue and profits. Unseasonably warm weather may result in inadequate natural snowfall and reduce skiable terrain, which increases the cost of snowmaking and could render snowmaking, wholly or partially, ineffective in maintaining quality skiing conditions, including in areas which are not accessible by snowmaking equipment. In addition, a severe and prolonged drought could affect our otherwise adequate snowmaking water supplies or increase the cost of snowmaking. Excessive natural snowfall may significantly increase the costs incurred to groom trails and may make it difficult for guests to obtain access to our mountain resorts. In the past 20 years, our North American mountain resorts have averaged between 20 and 39 feet of annual snowfall, which is significantly in excess of the average for North American ski resorts. However, there can be no assurance that our resorts will receive seasonal snowfalls near their historical average in the future. For example, we experienced very poor conditions in the Lake Tahoe region during the 2012/2013, 2013/2014 and 2014/2015 North American ski seasons and experienced historic low snowfall across all our U.S. resorts during the 2011/2012 ski season. Past snowfall levels or consistency of snow conditions can impact the levels of sales of season passes. Additionally, the early season snow conditions and skier perceptions of early season snow conditions can influence the momentum and success of the overall ski season. Unfavorable weather conditions can adversely affect our resorts and lodging properties as guests tend to delay or postpone vacations if conditions differ from those that typically prevail at such resorts for a given season. Additionally, the potential effects of climate change could have a material adverse effect on our results of operations as warmer overall temperatures would likely adversely affect skier visits and our revenue and profits. Although we have created geographic diversification to help mitigate the impact of weather variability, there is no way for us to predict future weather patterns or the impact that weather patterns may have on our results of operations or visitation.

A severe natural disaster, such as a forest fire, may interrupt our operations, damage our properties, reduce the number of guests who visit our resorts in affected areas and negatively impact our revenue and profitability. Damage to our properties could take a long time to repair and there is no guarantee that we would have adequate insurance to cover the costs of repair and recoup lost profits. Furthermore, such a disaster may interrupt or impede access to our affected properties or require evacuations and may cause visits to our affected properties to decrease for an indefinite period. The ability to attract visitors to our resorts is also influenced by the aesthetics and natural beauty of the outdoor environment where our resorts are located. A severe forest fire or other severe impacts from naturally occurring events could negatively impact the natural beauty of our resorts and have a long-term negative impact on our overall guest visitation as it would take several years for the environment to recover.

Leisure and business travel are particularly susceptible to various factors outside of our control, including terrorism, the uncertainty of military conflicts, outbreaks of contagious diseases, the cost and availability of travel options and change in consumer preferences. Our business is sensitive to the willingness of our guests to travel. Acts of terrorism, the spread of contagious diseases, political events and developments in military conflicts in areas of the world from which we draw our guests could depress the public's propensity to travel and cause severe disruptions in both domestic and international air travel and consumer discretionary spending, which could reduce the number of visitors to our resorts and have an adverse effect on our results of operations. Many of our guests travel by air and the impact of higher prices for commercial airline services and availability of air services could cause a decrease in visitation by Destination guests to our resorts. A significant portion of our guests also travel by vehicle and higher gasoline prices could adversely impact our guests' willingness to travel to our resorts. Higher cost of travel may also affect the amount that guests are willing to spend at our resorts and could negatively impact our revenue particularly for lodging, ski school, dining and retail/rental.

Additionally, our success depends on our ability to attract visitors to our ski resorts. Changes in consumer tastes and preferences, particularly those affecting the popularity of skiing and snowboarding, and other social and demographic trends could adversely affect the number of skier visits during a ski season. A significant decline in skier visits compared to historical levels would have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Our business is highly seasonal. Our mountain and lodging operations are highly seasonal in nature. In particular, revenue and profits from our mountain and most of our lodging operations are substantially lower and historically result in losses from late spring to late fall. Conversely, peak operating seasons for Perisher, GTLC and Flagg Ranch, mountain summer activities (including our Epic Discovery program), sightseeing and our golf courses generally occur from June to the end of September while the remainder of the year results in operating losses. Revenue and profits generated by Perisher, GTLC and Flagg Ranch, mountain summer activities/sightseeing and golf peak season operations are not nearly sufficient to fully offset our off-season losses from our other mountain and lodging operations. For Fiscal 2017, 80% of total combined Mountain and Lodging segment net revenue (excluding Lodging segment revenue associated with reimbursement of payroll costs) was earned during our second and third fiscal quarters. This seasonality is partially mitigated by the sale of season passes (which for Fiscal 2017 accounted for approximately 43% of the total lift revenue) predominately occurring during the period prior to the start of the ski season as the cash from those sales is collected in advance and revenue is mostly recognized in the second and third quarters. In addition, the timing of major holidays and school breaks can impact vacation patterns and therefore visitation at our mountain resorts and urban ski areas. If we were to experience an adverse event or realize a significant deterioration in our operating results during our peak periods (our fiscal second and third quarters) we would be unable to fully recover any significant declines due to the seasonality of our business. Operating results for any three-month period are not necessarily indicative of the results that may be achieved for any subsequent quarter or for a full fiscal year (see Notes to Consolidated Financial Statements).

In the fall of 2011, the Ski Area Recreational Opportunity Enhancement Act was enacted into law which clarifies that the Forest Service is authorized to permit year-round recreational activities on land owned by the Forest Service. As such, this allows and will continue to allow our mountain resorts on Forest Service land to offer more summer-season recreational opportunities, including our Epic Discovery program that we have launched at Heavenly, Vail and Breckenridge. We anticipate that once these summer activities mature, and with the addition of Whistler Blackcomb's robust summer activities, we could realize substantial incremental summer guest visitation and revenue. However, our summer activities may not generate the projected revenue and profit margins we expect, and even if our future plans are successful, we do not expect that these enhanced summer operations will fully mitigate the seasonal losses that our mountain operations experience from late spring to late fall.

We face significant competition. The ski resort and lodging industries are highly competitive. The number of U.S. skier visits has generally ranged between 51 million and 61 million annually over the last decade, with approximately 54.8 million visits for the 2016/2017 U.S. ski season. There are approximately 480 ski areas in the U.S. that serve local and destination guests, and these ski areas can be more or less impacted by weather conditions based on their location and snowmaking capabilities. The factors that we believe are important to customers include:

- proximity to population centers;
- availability and cost of transportation to ski areas;
- availability and quality of lodging options in resort areas;
- ease of travel to ski areas (including direct flights by major airlines);
- pricing of lift tickets and/or season passes and the magnitude, quality and price of related ancillary services (ski school, dining and retail/rental), amenities and lodging;
- snowmaking facilities;
- type and quality of skiing and snowboarding offered;
- duration of the ski season;
- weather conditions; and
- reputation.

There are many competing options for our guests, including other major resorts in Colorado, Utah, California, Nevada, the Pacific Northwest, Southwest and British Columbia, Canada, and other major destination ski areas worldwide. Our guests can choose from any of these alternatives, as well as non-skiing vacation options and destinations around the world. In addition, other forms of leisure such as sporting events and participation in other competing indoor and outdoor recreational activities are available to potential guests.

RockResorts hotels, our other hotels and our property management business compete with numerous other hotel and property management companies that may have greater financial resources than we do and they may be able to adapt more quickly to changes in customer requirements or devote greater resources to promotion of their offerings than us.

The high fixed cost structure of mountain resort operations can result in significantly lower margins if revenues decline. The cost structure of our mountain resort operations has a significant fixed component with variable expenses including, but not limited to, land use fees and other resort related fees; credit card fees; retail/rental cost of sales; labor; and resort, dining and ski school operations. Any material declines in the economy, elevated geopolitical uncertainties and/or significant changes in historical snowfall patterns, as well as other risk factors discussed herein, could adversely affect revenue. As such, our margins, profits and cash flows may be materially reduced due to declines in revenue given our relatively high fixed cost structure. In addition, increases in wages and other labor costs, energy, healthcare, insurance, transportation and fuel, property taxes, minimum lease payments and other expenses included in our fixed cost structure may also reduce our margin, profits and cash flows.

We may not be able to fund resort capital expenditures. We regularly expend capital to construct, maintain and renovate our mountain resorts and properties in order to remain competitive, maintain the value and brand standards of our mountain resorts and properties and comply with applicable laws and regulations. We cannot always predict where capital will need to be expended in a given fiscal year and capital expenditures can increase due to forces beyond our control. We anticipate that resort capital expenditures will be approximately $103 million for calendar year 2017, which excludes anticipated investments at Whistler Blackcomb, capital expenditures for U.S. summer related activities and one-time integration capital expenditures at Whistler Blackcomb. In addition, we expect to spend approximately $17 million in calendar year 2017 for maintenance and discretionary projects at Whistler Blackcomb and an additional $17 million in capital during calendar year 2017 for the Whistler Blackcomb integration. Our ability to fund capital expenditures will depend on our ability to generate sufficient cash flow from operations and/or to borrow from third parties in the debt or equity markets. We cannot provide assurances that our operations will be able to generate sufficient cash flow to fund such costs, or that we will be able to obtain sufficient financing on adequate terms, or at all. Our ability to generate cash flow and to obtain third-party financing will depend upon many factors, including:

- our future operating performance;
- general economic conditions and economic conditions affecting the resort industry, the ski industry and the capital markets;
- competition; and
- legislative and regulatory matters affecting our operations and business;

Any inability to generate sufficient cash flows from operations or to obtain adequate third-party financing could cause us to delay or abandon certain projects and/or plans.

We rely on government permits and landlord approvals. Our resort operations require permits and approvals from certain federal, state, local and foreign authorities, including the Forest Service, the Province of British Columbia, U.S. Army Corps of Engineers, the State of Vermont, NPS and the OEH, an agency of the New South Wales government. Virtually all of our ski trails and related activities, including our current and proposed comprehensive summer activities plan, at Vail Mountain, Breckenridge, Keystone, Heavenly, Kirkwood and a majority of Beaver Creek are located on National Forest land. The Forest Service has granted us permits to use these lands, but maintains the right to review and approve many operational matters, as well as the location, design and construction of improvements in these areas. Currently, our permits expire December 31, 2029 for Breckenridge; December 1, 2031 for Vail Mountain; December 31, 2032 for Keystone; November 8, 2039 for Beaver Creek; May 1, 2042 for Heavenly; and, March 1, 2052 for Kirkwood. The Forest Service can terminate or amend these permits if, in its opinion, such termination is required in the public interest. A termination or amendment of any of our permits could have a materially adverse effect on our business and operations. In order to undertake improvements and new development, we must apply for permits and other approvals. These efforts, if unsuccessful, could impact our expansion efforts. Furthermore, Congress may materially increase the fees we pay to the Forest Service for use of these National Forest lands. Additionally, our operations at Whistler Blackcomb are located on Crown Land within the traditional territory of the Squamish and Lil'wat Nations, and the operations and future development of both Whistler Mountain and Blackcomb Mountain are governed by Master Development Agreements, which expire on February 23, 2077. Stowe is partially located on land we lease from the State of Vermont and we are required to seek approval from the State of Vermont for certain developments and improvements made to the resort. Our Northstar and Park City resorts are conducted pursuant to long-term leases with third parties who require us to operate the resorts in accordance with the terms of the leases and seek certain approvals from the respective landlords for improvements made to the resorts. The initial lease term for Northstar with affiliates of EPR Properties expires in January 2027 and allows for three 10-year renewal options. We entered into a transaction agreement, master lease agreement and ancillary transaction documents with affiliate companies of Talisker Corporation ("Talisker"), and the initial lease term for our Park City resort with Talisker expires in May 2063 and allows for six 50-year renewal options. We have a lease and a license for Perisher within the Kosciusko National Park which expires in June 2048, with an option to renew for an additional period of 20 years. Perisher relies on a suite of planning approvals (and existing use rights) granted under the Australian EPA Act to operate the resort. Strategic planning documents have been adopted to provide a framework for the assessment and approval of future development at the resort. Perisher also holds a number of environmental approvals to regulate its operations, including an environment protection license and a suite of dangerous goods licenses related to the storage of diesel, heating oil and propane in storage tanks across the resort. Additionally, GTLC and Flagg Ranch operate under concessionaire agreements with the NPS that expire on December 31, 2021 and October 31, 2026, respectively. There is no guarantee that at the end of the initial lease/license or agreements under which we operate our resorts we will renew or, if desired, be able to negotiate new terms that are favorable to us. Additionally, our resorts that operate on privately-owned land are subject to local land use regulation and oversight by county and/or town government and may not be able to obtain the requisite approvals needed for resort improvements or expansions. Failure to comply with the provisions, obligations and terms (including renewal requirements and deadlines) of our material permits and leases could adversely impact our operating results.

A disruption in our water supply would impact our snowmaking capabilities and operations. Our operations are heavily dependent upon our access to adequate supplies of water for snowmaking and to otherwise conduct our operations. Our mountain resorts are subject to federal, state, provincial and local laws and regulations relating to water rights. Changes in these laws and regulations may adversely affect our operations. For example, the Forest Service could develop new SUP language that could potentially affect our water rights, and recently the Forest Service finalized a new national water clause for all ski area SUPs. Although the recent change will not require any private water rights to be transferred to the Forest Service, future modified language could have an effect on our water rights. In addition, drought conditions may adversely affect our water supply. A significant change in law or policy or any other interference with our access to adequate supplies of water to support our current operations or an expansion of our operations would have a material adverse effect on our business, prospects, financial position, results of operations and cash flows.

We are subject to extensive environmental and health and safety laws and regulations in the ordinary course of business. Our operations are subject to a variety of federal, state, local and foreign environmental laws and regulations including those relating to air emissions, discharges to water, storage, treatment and disposal of wastes and other liquids, land use, remediation of contaminated sites, protection of natural resources such as wetlands and sustainable visitor or tourist use and enjoyment. For example, future expansions of certain of our mountain facilities must comply with applicable forest plans approved under the National Forest Management Act, federal, state and foreign wildlife protection laws or local zoning requirements, and in Vermont, our operations must comply with Act 250, which regulates the impacts of development to, among other things, waterways, air, wildlife and earth resources, and any projects must be completed pursuant to a Master Plan. In addition, most projects to improve, upgrade or expand our ski areas are subject to environmental review under the NEPA, FRPA, Act 250, the CEQA, the Australian NPW Act or the Australian EPA Act, as applicable. The NEPA and CEQA require the Forest Service, or other governmental entities, to study any proposal for potential environmental impacts and include various alternatives in its analysis. Our ski area improvement proposals may not be approved or may be approved with modifications that substantially increase the cost or decrease the desirability of implementing the project. Our facilities are subject to risks associated with mold and other indoor building contaminants. From time to time our operations are subject to inspections by environmental regulators or other regulatory agencies. We are also subject to worker health and safety requirements. We believe our operations are in substantial compliance with applicable material environmental, health and safety requirements. However, our efforts to comply do not eliminate the risk that we may be held liable, incur fines or be subject to claims for damages, and that the amount of any liability, fines, damages or remediation costs may be material for, among other things, the presence or release of regulated materials at, on or emanating from properties we now or formerly owned or operated, newly discovered environmental impacts or contamination at or from any of our properties, or changes in environmental laws and regulations or their enforcement.

We rely on information technology to operate our businesses and maintain our competitiveness, and any failure to adapt to technological developments or industry trends could harm our business. We depend on the use of sophisticated information technology and systems for central reservations, point of sale, marketing, procurement, maintaining the privacy of guest and employee data, administration and technologies we make available to our guests. We must continuously improve and upgrade our systems and infrastructure to offer enhanced products, services, features and functionality, while maintaining the reliability and integrity of our systems, network security and infrastructure. Our future success also depends on our ability to adapt our infrastructure to meet rapidly evolving consumer trends and demands and to respond to competitive service and product offerings.

In addition, we may not be able to maintain our existing systems or replace or introduce new technologies and systems as quickly as we would like or in a cost-effective manner. Delays or difficulties implementing new or enhanced systems may keep us from achieving the desired results in a timely manner, to the extent anticipated, or at all. Any interruptions, outages or delays in our systems, or deterioration in their performance, could impair our ability to process transactions and could decrease the quality of service we offer to our guests. Also, we may be unable to devote financial resources to new technologies and systems in the future. If any of these events occur, our business and financial performance could suffer.

Failure to maintain the integrity of internal or guest data could result in damages to our reputation and/or subject us to costs, fines or lawsuits. We collect and retain guest data, including credit card numbers and other personally identifiable information, for various business purposes, including transactional marketing and promotional purposes. We also maintain personally identifiable information about our employees. The integrity and privacy of our guest and employee information is very important to us, and our guests and employees have a high expectation that we will adequately protect their personal information. The regulatory environment, as well as the requirements imposed on us by the payment card industry, governing information, security and privacy laws is increasingly demanding and continue to evolve and on occasion may be inconsistent from one jurisdiction to another. Maintaining compliance with applicable security and privacy regulations may increase our operating costs and/or impact our ability to market our products, properties and services to our guests.

Despite our efforts, information networks and systems are vulnerable to service interruptions or to security breaches from inadvertent or intentional actions by our employees or vendors, or from attacks by malicious third parties. In recent years, there has been a rise in the number of sophisticated cyber-attacks on network and information systems, and as a result, the risks associated with such an event continue to increase. We have experienced, and expect to continue to be subject to, cybersecurity threats and incidents, none of which has been material to us to date. Although we have taken, and continue to take steps to address these concerns by implementing network security and internal controls, there can be no assurance that a system interruption, security breach or unauthorized access will not occur. Any such interruption, breach or unauthorized access to our network or systems could adversely affect our business operations and/or result in the loss of critical or sensitive confidential information or intellectual property, and could result in financial, legal, business and reputational harm to us.

We depend on a seasonal workforce. Our mountain and lodging operations are highly dependent on a large seasonal workforce. We recruit year-round to fill thousands of seasonal staffing needs each season and work to manage seasonal wages and the timing of the hiring process to ensure the appropriate workforce is in place. Furthermore, we cannot guarantee that we will be able to recruit and hire adequate seasonal personnel as the business requires. Immigration law reform could also impact our workforce because we recruit and hire foreign nationals as part of our seasonal workforce. Increased seasonal wages or an inadequate workforce could have an adverse impact on our results of operations.

We are subject to risks associated with our workforce, including increased labor costs. We are subject to various federal, state and foreign laws governing matters such as minimum wage requirements, overtime compensation and other working conditions, work authorization requirements, discrimination and family and medical leave. Labor costs and labor-related benefits are primary components in the cost of our operations. Labor shortages, affordable employee housing shortages and increased employee turnover and health care mandates could also increase our labor costs and labor-related benefits. As minimum wage rates increase, including further potential federal and state legislative changes to the minimum wage rate (for example, the recent California legislation increasing minimum wage), we may need to increase not only the wages of our minimum wage employees but also the wages paid to employees at wage rates that are above the minimum wage. Additionally, new regulations governing the payment of overtime for salaried employees may be implemented, and we may incur additional costs to comply with the revised rules. From time to time, we have also experienced non-union employees attempting to unionize. While only a very small portion of our employees are unionized at present, we may experience additional union activity in the future, which could lead to disruptions in our business, increases in our operating costs and/or constraints on our operating flexibility. These potential labor impacts could adversely impact our results of operations.

If we do not retain our key personnel, our business may suffer. The success of our business is heavily dependent on the leadership of key management personnel, including our senior executive officers. If any of these persons were to leave, it could be difficult to replace them, and our business could be harmed. We do not maintain "key-man" life insurance on any of our employees.

We are subject to litigation in the ordinary course of business. We are, from time to time, subject to various asserted or unasserted legal proceedings and claims. Any such claims, regardless of merit, could be time consuming and expensive to defend and could divert management's attention and resources. While we believe we have adequate insurance coverage and/or accrue for loss contingencies for all known matters that are probable and can be reasonably estimated, we cannot assure you that the outcome of all current or future litigation will not have a material adverse effect on us and our results of operations.

Our business depends on the quality and reputation of our brands, and any deterioration in the quality or reputation of these brands could have an adverse impact on our business. A negative public image or other adverse events could affect the reputation of one or more of our mountain resorts, other destination resorts, hotel properties and other businesses or more generally impact the reputation of our brands. If the reputation or perceived quality of our brands declines, our market share, reputation, business, financial condition or results of operations could be adversely impacted. Additionally, our intellectual property, including our trademarks, domain names and other proprietary rights, constitutes a significant part of our value. Any misappropriation, infringement or violation of our intellectual property rights could also diminish the value of our brands and their market acceptance, competitive advantages or goodwill, which could adversely affect our business.

There is a risk of accidents occurring at our mountain resorts or competing mountain resorts which may reduce visitation and negatively impact our operations. Our ability to attract and retain guests depends, in part, upon the external perceptions of the Company, the quality and safety of our resorts, services and activities, including summer activities, and our corporate and management integrity. While we maintain and promote an on-mountain safety program, there are inherent risks associated with our resort activities. An accident or an injury at any of our resorts or at resorts operated by competitors, particularly an accident or injury involving the safety of guests and employees that receives media attention, could negatively impact our brand or reputation, cause loss of consumer confidence in us, reduce visitation at our resorts, and negatively impact our results of operations. The considerable expansion in the use of social media over recent years has compounded the impact of negative publicity. If any such incident occurs during a time of high seasonal demand, the effect could disproportionately impact our results of operations.

Our acquisitions, including Whistler Blackcomb, Stowe or future acquisitions, might not be successful. We have acquired certain mountain resorts, hotel properties and other businesses complementary to our own, as well as developable land in proximity to our resorts. Acquisitions are complex to evaluate, execute and integrate. We cannot assure you that we will be able to accurately evaluate or successfully integrate and manage acquired mountain resorts, properties and businesses and increase our profits from these operations. We continually evaluate potential acquisitions both domestically and internationally and intend to actively pursue acquisition opportunities, some of which could be significant. As a result, we face various risks from acquisitions, including:

- our evaluation of the synergies and/or long-term benefits of an acquired business;

- our inability to integrate acquired businesses into our operations as planned;
- diversion of our management's attention;
- increased expenditures (including legal, accounting and due diligence expenses, higher administrative costs to support the acquired entities, information technology, personnel and other integration expenses);
- potential increased debt leverage;
- potential issuance of dilutive equity securities;
- litigation arising from acquisition activity;
- potential goodwill or other intangible asset impairments; and
- unanticipated problems or liabilities.

In addition, we run the risk that any new acquisitions may fail to perform in accordance with expectations, and that estimates of the costs of improvements and integration for such properties may prove inaccurate.

We have recently acquired companies that were not subject to rules and regulations promulgated under the Sarbanes-Oxley Act of 2002, as amended ("Sarbanes-Oxley"), and, therefore, they may lack the internal controls of a U.S. public company, which could ultimately affect our ability to ensure compliance with the requirements of Section 404 of Sarbanes-Oxley. We have recently acquired companies that were not previously subject to the rules and regulations promulgated under Sarbanes-Oxley and accordingly were not required to establish and maintain an internal control infrastructure meeting the standards promulgated under Sarbanes-Oxley. Our assessment of and conclusion on the effectiveness of our internal control over financial reporting as of July 31, 2017 did not include the internal controls of Whistler Blackcomb and Stowe, both of which were acquired during our fiscal year ended July 31, 2017 and will be included in our assessment of and conclusion on the effectiveness of our internal control over financial reporting for the fiscal year ending July 31, 2018.

Although our management will continue to review and evaluate the effectiveness of our internal controls in light of these acquisitions, we cannot provide any assurances that there will be no significant deficiencies or material weaknesses in our internal control over financial reporting. Any significant deficiencies or material weaknesses in the internal control structure of our acquired businesses may cause significant deficiencies or material weaknesses in our internal control over financial reporting, which could have a material adverse effect on our business and our ability to comply with Section 404 of the Sarbanes-Oxley Act.

Our international operations subject us to additional risks. As a result of the acquisitions of Perisher and Whistler Blackcomb and potential future international acquisitions, we have larger operations outside of the United States. We are accordingly subject to a number of risks relating to doing business internationally, any of which could significantly harm our business. These risks include:

- restriction on the transfer of funds to and from foreign countries, including potentially negative tax consequences;
- currency exchange rates;
- increased exposure to general market and economic conditions outside the United States;
- additional political risk;
- compliance with international laws and regulations (including anti-corruption regulations, such as the U.S. Foreign Corrupt Practices Act);
- data security; and
- foreign tax treaties and policies.

Exchange rate fluctuations could result in significant foreign currency gains and losses and affect our business results. We are exposed to currency translation risk because the results of Whistler Blackcomb and Perisher are reported in their local currencies, which we then translate to U.S. dollars for inclusion in our consolidated financial statements. As a result, changes between the foreign exchange rates, in particular the Canadian dollar, Australian dollar and the U.S. dollar, affect the amounts we record for our foreign assets, liabilities, revenues and expenses, and could have a negative effect on our financial results. We currently do not enter into hedging arrangements to minimize the impact of foreign currency fluctuations. We expect that our exposure to foreign currency exchange rate fluctuations will increase as Whistler Blackcomb and Perisher grow and if we acquire other international resorts.

We are subject to accounting and tax regulations and use certain estimates and judgments that may differ significantly from actual results, including adverse determinations by tax authorities. Implementation of existing and future legislation, rulings, standards and interpretations from the Financial Accounting Standards Board ("FASB") or other regulatory bodies could affect the presentation of our financial statements and related disclosures or could adversely impact our cash flows. Future regulatory requirements could significantly change our current accounting practices and disclosures. Such changes in the presentation of our financial statements and related disclosures could change an investor's interpretation or perception of our financial position and results of operations.

We use many methods, estimates and judgments in applying our accounting policies (see "Critical Accounting Policies" in Item 7 of this Form 10-K). Such methods, estimates and judgments are, by their nature, subject to substantial risks, uncertainties and assumptions, and factors may arise over time that lead us to change our methods, estimates and judgments. Changes in those methods, estimates and judgments could significantly affect our results of operations.

We are subject to taxes in multiple jurisdictions. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation.

We are also subject to the examination of tax returns and other tax matters by the U.S. Internal Revenue Service (the "IRS") and other tax authorities and governmental bodies. We regularly assesses the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our financial condition, operating results and cash flows could be adversely affected.

Risks Relating to Our Capital Structure

Our stock price is highly volatile. The market price of our stock is highly volatile and subject to wide fluctuations in response to factors such as the following, some of which are beyond our control:

- quarterly variations in our operating results;
- operating results that vary from the expectations of securities analysts and investors;
- change in valuations, including our real estate held for sale;
- changes in the overall travel, gaming, hospitality and leisure industries;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors or such guidance provided by us;
- announcements by us or companies in the travel, gaming, hospitality and leisure industries of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures, capital commitments, plans, prospects, service offerings or operating results;
- additions or departures of key personnel;
- future sales of our securities;
- trading and volume fluctuations;
- other risk factors as discussed herein; and
- other unforeseen events.

Stock markets in the U.S. have often experienced extreme price and volume fluctuations. Market fluctuations, as well as general political and economic conditions including acts of terrorism, military conflicts, prolonged economic uncertainty, a recession or interest rate or currency rate fluctuations, could adversely affect the market price of our stock.

We cannot provide assurance that we will continue to increase dividend payments and/or pay dividends. In fiscal 2011, our Board of Directors approved the commencement of a regular quarterly cash dividend on our common stock at an annual rate of $0.60 per share, subject to quarterly declaration. Since the initial commencement of a regular quarterly cash dividend, our Board of Directors has annually approved an increase to our cash dividend on our common stock. On March 9, 2017, our Board of Directors approved an increase to our quarterly cash dividend to $1.053 per share, subject to quarterly declaration. This dividend is anticipated to be funded through cash flow from operations, available cash on hand and borrowings under the revolver portion of the Seventh Amended and Restated Credit Agreement ("Vail Holdings Credit Agreement"). Although we anticipate paying regular quarterly dividends on our common stock for the foreseeable future, the declaration of dividends is subject to the discretion of our Board of Directors, and is limited by applicable state law concepts of available funds for distribution, as well as contractual restrictions. As a result, the amount, if any, of the dividends to be paid in the future will depend upon a number of factors, including our available cash on hand, anticipated cash needs, overall financial condition, restrictions contained in our senior credit facility, the Vail Holdings Credit Agreement, any future contractual restrictions, future prospects for earnings and cash flows, as well as other factors considered relevant by our Board of Directors. In addition, our Board of Directors may also suspend the payment of dividends at any time if it deems such action to be in the best interests of the Company and its stockholders. If we do not pay dividends, the price of our common stock must appreciate for investors to realize a gain on their investment in Vail Resorts, Inc. This appreciation may not occur and our stock may in fact depreciate in value.

Anti-takeover provisions affecting us could prevent or delay a change of control that is beneficial to our stockholders. Provisions of our certificate of incorporation and bylaws, provisions of our debt instruments and other agreements and provisions of applicable Delaware law and applicable federal and state regulations may discourage, delay or prevent a merger or other change of control that holders of our securities may consider favorable. These provisions could:

- delay, defer or prevent a change in control of our Company;
- discourage bids for our securities at a premium over the market price;
- adversely affect the market price of, and the voting and other rights of the holders of our securities; or
- impede the ability of the holders of our securities to change our management.

Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations. As of July 31, 2017, we had $1,276.5 million of outstanding indebtedness, which includes $328.8 million for the Canyons Lease obligation. This amount also consists of $721.9 million of borrowings from the term loan facility under the Vail Holdings Credit Agreement used to pay the cash portion of the consideration and payment of associated fees and expenses of the Whistler Blackcomb acquisition, $50.0 million borrowings under the revolver portion of the Vail Holdings Credit Agreement, and $113.1 million of borrowings under Whistler Blackcomb's credit facility, which we assumed as party of our acquisition of Whistler Blackcomb. Our borrowings under the Vail Holdings Credit Agreement are subject to interest rate changes substantially increasing our risk to changes in interest rates. Borrowings under the Vail Holdings Credit Agreement, including the term loan facility, currently bear interest at a rate of LIBOR plus 1.25% on an annual basis. Interest rate margins may fluctuate based upon the ratio of our Net Funded Debt to Adjusted EBITDA on a trailing four-quarter basis. We also have, on a cumulative basis, minimum lease payment obligations under operating leases of approximately $312.8 million as of July 31, 2017. Our level of indebtedness and minimum lease payment obligations could have important consequences. For example, it could:

- make it more difficult for us to satisfy our obligations;
- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, including the annual payments under the Canyons lease, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, real estate developments, marketing efforts and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- limit our ability to borrow additional funds.

We may be able to incur substantial additional indebtedness in the future. The terms of our senior credit facility do not fully prohibit us from doing so. If we incur additional debt, the related risks that we face could intensify.

There are restrictions imposed by the terms of our indebtedness. The operating and financial restrictions and covenants in our credit agreements may adversely affect our ability to finance future operations or capital needs or to engage in other business activities and strategic initiatives that may be in our long-term best interests. For example, the credit agreements contain a number of restrictive covenants that impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- incur additional debt or sell preferred stock;
- pay dividends, repurchase our stock and make other restricted payments;
- create liens;
- make certain types of investments;
- engage in sales of assets and subsidiary stock;
- enter into sales-leaseback transactions;
- enter into transactions with affiliates;
- issue guarantees of debt;
- transfer all or substantially all of our assets or enter into merger or consolidation transactions; and
- make capital expenditures.

In addition, there can be no assurance that we will meet the financial covenants contained in our credit agreements. If we breach any of these restrictions or covenants, or suffer a material adverse change which restricts our borrowing ability under our senior credit facility, we would not be able to borrow funds thereunder without a waiver. Any inability to borrow could have an adverse effect on our business, financial condition and results of operations. In addition, a breach, if uncured, could cause a default under the senior credit facility and our other debt. Our indebtedness may then become immediately due and payable. We may not have or be able to obtain sufficient funds to make these accelerated payments.

We cannot guarantee that we will repurchase our common stock pursuant to our share repurchase program or that our share repurchase program will enhance long-term stockholder value. Share repurchases could also increase the volatility of the price of our common stock and could diminish our cash reserves. In March 2006, our Board of Directors approved a share repurchase program, authorizing the Company to repurchase up to 3,000,000 shares of common stock. In July 2008, the Board of Directors increased the authorization by an additional 3,000,000 shares, and in December 2015, the Board increased the authorization by an additional 1,500,000 shares for a total authorization to repurchase shares of up to 7,500,000 shares. Since inception of its share repurchase program through July 31, 2017, the Company has repurchased 5,436,294 shares at a cost of approximately $247.2 million. As of July 31, 2017, 2,063,706 shares remained available to repurchase under the existing share repurchase program which has no expiration date.

Although our Board of Directors has approved a share repurchase program, the share repurchase program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The timing and amount of repurchases, if any, will depend upon several factors, including market and business conditions, the trading price of our common stock and the nature of other investment opportunities. The repurchase program may be limited, suspended or discontinued at any time without prior notice. In addition, repurchases of our common stock pursuant to our share repurchase program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Additionally, our share repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our common stock may decline below levels at which we repurchased shares of stock. Although our share repurchase program is intended to enhance long-term stockholder value, there is no assurance that it will do so and short-term stock price fluctuations could reduce the program's effectiveness.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

The following table sets forth the principal properties that we own or lease for use in our operations at fiscal year-end:

Location	Ownership	Use
Afton Alps, MN	Owned	Ski resort operations, including ski lifts, ski trails, golf course, clubhouse, buildings, commercial space and other improvements
Arrowhead Mountain, CO	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management and commercial space
BC Housing RiverEdge, CO	26% Owned	Employee housing facilities
Bachelor Gulch Village, CO	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management and commercial space
Beaver Creek Resort, CO	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management, commercial space and real estate held for sale or development
Beaver Creek Mountain, CO (3,849 acres)	SUP	Ski trails, ski lifts, buildings and other improvements
Beaver Creek Mountain Resort, CO	Owned	Golf course, clubhouse, commercial space and residential condominium units
Breckenridge Ski Resort, CO	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management, commercial space and real estate held for sale or development
Breckenridge Mountain, CO (5,702 acres)	SUP	Ski trails, ski lifts, buildings and other improvements
Breckenridge Terrace, CO	50% Owned	Employee housing facilities
Broomfield, CO	Leased	Corporate offices
Colter Bay Village, WY	Concessionaire contract	Lodging and dining facilities
Eagle-Vail, CO	Owned	Warehouse facility
Edwards, CO	Leased	Administrative offices

Location	Ownership	Use
DoubleTree by Hilton Breckenridge, CO	Owned	Lodging, dining and conference facilities
Headwaters Lodge & Cabins at Flagg Ranch, WY	Concessionaire contract	Lodging and dining facilities
Heavenly Mountain Resort, CA & NV	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements and commercial space
Heavenly Mountain, CA & NV (7,050 acres)	SUP	Ski trails, ski lifts, buildings and other improvements
Jackson Hole Golf & Tennis Club, WY	Owned	Golf course, clubhouse, tennis facilities, dining and real estate held for sale or development
Jackson Lake Lodge, WY	Concessionaire contract	Lodging, dining and conference facilities
Jenny Lake Lodge, WY	Concessionaire contract	Lodging and dining facilities
Keystone Conference Center, CO	Owned	Conference facility
Keystone Lodge, CO	Owned	Lodging, spa, dining and conference facilities
Keystone Resort, CO	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, commercial space, property management, dining and real estate held for sale or development
Keystone Mountain, CO (8,376 acres)	SUP	Ski trails, ski lifts, buildings and other improvements
Keystone Ranch, CO	Owned	Golf course, clubhouse and dining facilities
Kirkwood Mountain Resort, CA	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management and commercial space
Kirkwood Mountain, CA (2,330 acres)	SUP	Ski trails, ski lifts, buildings and other improvements
Mt. Brighton, MI	Owned	Ski resort operations, including ski lifts, ski trails, golf course, clubhouse, buildings, commercial space and other improvements
Northstar California Resort, CA (7,200 acres)	Leased (1)	Ski trails, ski lifts, golf course, commercial space, dining facilities, buildings and other improvements
Northstar Village, CA	Leased (1)	Commercial space, ski resort operations, dining facilities, buildings, property management and other improvements
Park City Mountain, UT (8,900 acres)	Leased (2)	Ski resort operations including ski lifts, ski trails, buildings, commercial space, dining facilities, property management, conference facilities and other improvements (including areas previously referred to as Canyons Resort, UT)
Park City Mountain, UT (220 acres)	Owned	Ski trails, ski lifts, dining facilities, commercial space, buildings, real estate held for sale or development and other improvements
Perisher Ski Resort, NSW, Australia (3,335 acres)	Owned/Leased/ Licensed (3)	Ski trails, ski lifts, dining facilities, commercial space, railway, buildings, lodging, conference facilities and other improvements
Red Cliffs Lodge, CA	Leased	Dining facilities, ski resort operations, commercial space, administrative offices
Red Sky Ranch, CO	Owned	Golf courses, clubhouses, dining facilities and real estate held for sale or development
River Course at Keystone, CO	Owned	Golf course and clubhouse
Seasons at Avon, CO	Leased/50% Owned	Administrative offices and commercial space
SSI Venture, LLC (“VRR”) Properties; CO, CA, NV, UT, MN & BC, Canada	Owned/Leased	Approximately 250 rental and retail stores (of which 140 stores are currently held under lease) for recreational products, and 3 leased warehouses
Ski Tip Lodge, CO	Owned	Lodging and dining facilities
Mt. Mansfield, VT (approximately 1,400 acres)	Leased	Ski trails, ski lifts, buildings and other improvements used for operation of Stowe Mountain Resort
Stowe Mountain Resort, VT	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements and commercial space
The Arrabelle at Vail Square, CO	Owned	Lodging, spa, dining and conference facilities

Location	Ownership	Use
The Lodge at Vail, CO	Owned	Lodging, spa, dining and conference facilities
The Osprey at Beaver Creek, CO	Owned	Lodging, dining and conference facilities
The Tarnes at Beaver Creek, CO	31% Owned	Employee housing facilities
Tenderfoot Housing, CO	50% Owned	Employee housing facilities
The Pines Lodge at Beaver Creek, CO	Owned	Lodging, dining and conference facilities
The Village Hotel, Breckenridge, CO	Owned	Lodging, dining, conference facilities and commercial space
Vail Mountain, CO	Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management, commercial space and real estate held for sale or development
Vail Mountain, CO (12,353 acres)	SUP	Ski trails, ski lifts, buildings and other improvements
Whistler Blackcomb Resort, BC, Canada	75% Owned	Ski resort operations, including ski lifts, ski trails, buildings and other improvements, property management, commercial space and real estate held for sale or development
Whistler Mountain and Blackcomb Mountain, BC, Canada	MDA (4)	Ski resort operations, including ski lifts, ski trails, buildings and other improvements
Whistler Blackcomb Resort, BC, Canada	Leased	Employee housing facilities
Wilmot Mountain, WI	Owned	Ski trails, ski lifts, buildings and other improvements

Many of our properties are used across all segments in complementary and interdependent ways.

(1) The operations of Northstar are conducted on land and with operating assets owned by affiliates of EPR Properties under operating leases which were assumed by us. The leases provide for the payment of a minimum annual base rent with periodic increases in base rent over the lease term. In addition, the leases provide for the payment of percentage rent based on a percentage of gross revenues generated at the property over certain thresholds. The initial term of the leases expires in fiscal 2027, and is subject to three 10-year renewal options.

(3) The operations of portions of Park City are conducted pursuant to a long-term lease on land and with certain operating assets owned by TCFC LeaseCo, LLC and TCFC PropCo, LLC. The lease provides for the payment of a minimum annual base rent with periodic increases in base rent over the lease term and participating contingent payments of a percentage of the amount by which EBITDA for resort operations exceeds certain thresholds, also subject to periodic increases over the lease term. The initial term of the lease expires in fiscal 2063 and is subject to six 50-year renewal options. Additionally, in connection with the lease, we entered into certain ancillary agreements with third parties, including leases and easements, allowing for various resort operations.

(4) The operations of Perisher are conducted pursuant to a long-term lease and license of land and certain improvements owned by the government of New South Wales within Kosciuszko National Park pursuant to the National Parks and Wildlife Act of 1974. The lease and license provide for the payment of a minimum annual base rent with periodic increases in base rent over the term, turnover rent payments of a percentage of certain gross revenue, remittance of park user fees and certain other charges, also subject to periodic increases over the term. The initial term of the lease and license expires in 2048 and is subject to one 20-year renewal option.

(4) Whistler Mountain and Blackcomb Mountain are located on Crown Land within the traditional territory of the Squamish and Lil'wat Nations. The relationship between Whistler Blackcomb and the Province is largely governed by MDAs between the Province and Whistler LP with respect to Whistler Mountain, and between the Province and Blackcomb LP with respect to Blackcomb Mountain.

ITEM 3. LEGAL PROCEEDINGS.

In May 2016, Kirkwood received a Notice of Violation ("NOV") from the State of California Central Valley Regional Water Quality Control Board (the "Regional Water Board") regarding the disposition of asphalt grindings used in parking lot surfacing in and around Kirkwood Creek. We are in the information gathering stage and are cooperating with the Regional Water Board staff and the California Department of Fish and Wildlife ("CDFW") to satisfactorily resolve the matters identified in the NOV.

In August 2017, Kirkwood executed a Settlement Agreement and Stipulation for Entry of Administrative Liability Order ("Stipulated Order") with the Regional Water Board and CDFW. The Stipulated Order has been noticed for a 30-day public comment period and is subject to approval by the Regional Water Board. If approved, Kirkwood will be responsible to pay monetary penalties and agency costs totaling approximately $0.8 million, of which approximately half will be fulfilled by a supplemental environmental project run by the National Fish and Wildlife Foundation. All of these amounts will be paid by third-party insurance. The remediation work required by the Stipulated Order and as may be requested by the agencies may continue into calendar year 2018.

We do not expect the resolution of the above item to have a material impact on our results of operations or cash flows.

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 loss contingencies for all known 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 or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information and Dividend Policy

Our common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "MTN." As of September 25, 2017, 40,019,342 shares of common stock were outstanding, held by approximately 300 holders of record.

The following table sets forth information on the high and low sales prices of our common stock on the NYSE and the quarterly cash dividends declared per share of common stock for each quarterly period for the two most recently completed fiscal years.

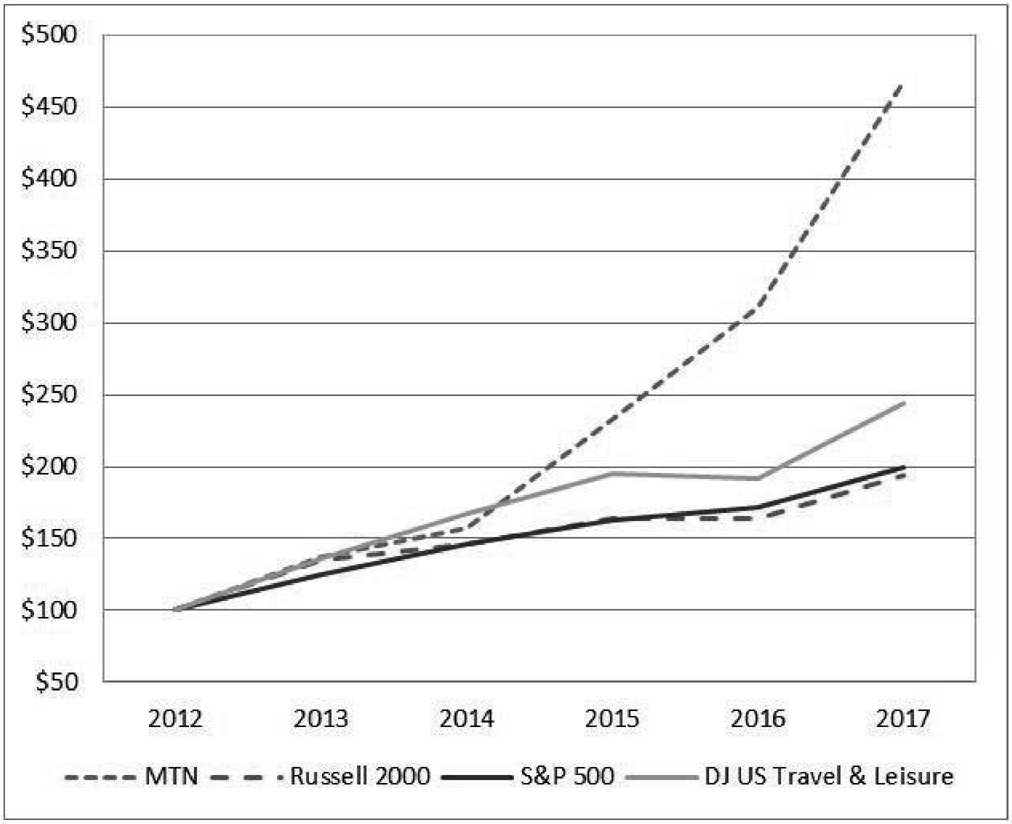
Quarter Ended	Market Price Per Share High	Market Price Per Share Low	Cash Dividends Declared Per Share
Fiscal Year 2017			
July 31, 2017	$ 215.82	$ 197.11	$ 1.053
April 30, 2017	$ 200.92	$ 170.94	$ 1.053
January 31, 2017	$ 172.32	$ 153.66	$ 0.81
October 31, 2016	$ 162.95	$ 142.04	$ 0.81
Fiscal Year 2016			
July 31, 2016	$ 145.38	$ 124.00	$ 0.81
April 30, 2016	$ 135.98	$ 114.86	$ 0.81
January 31, 2016	$ 133.59	$ 112.75	$ 0.6225
October 31, 2015	$ 116.52	$ 100.50	$ 0.6225

In fiscal 2011, our Board of Directors approved the commencement of a regular quarterly cash dividend on our common stock at an annual rate of $0.60 per share, subject to quarterly declaration. Since the initial commencement of a regular quarterly cash dividend, our Board of Directors has annually approved an increase to our cash dividend on our common stock and on March 9, 2017, our Board of Directors approved a 30% increase to our quarterly cash dividend to an annual rate of $4.212 per share, subject to quarterly declaration. This dividend is anticipated to be funded through cash flow from operations, available cash on hand and borrowings under the revolver portion of our Seventh Amended and Restated Credit Facility, dated as of May 1, 2015 (the "Vail Holdings Credit Agreement"). Subject to the discretion of our Board of Directors, applicable law and contractual restrictions, we anticipate paying regular quarterly dividends on our common stock for the foreseeable future. The amount, if any, of the dividends to be paid in the future will depend upon our available cash on hand, anticipated cash needs, overall financial condition, restrictions contained in the Vail Holdings Credit Agreement, future prospects for earnings and cash flows, as well as other factors considered relevant by our Board of Directors.

Repurchase of Equity Securities

The Company did not repurchase any shares of common stock during the fourth quarter of the year ended July 31, 2017 ("Fiscal 2017"). The share repurchase program is conducted under authorizations made from time to time by our Board of Directors. 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 shares of common stock. On July 16, 2008, the Company's Board of Directors increased the authorization by an additional 3,000,000 shares, and on December 4, 2015, the Company's Board of Directors increased the authorization by an additional 1,500,000 shares for a total authorization to repurchase shares of up to 7,500,000 shares. Since inception of this stock repurchase program through July 31, 2017, the Company has repurchased 5,436,294 shares at a cost of approximately $247.2 million. As of July 31, 2017, 2,063,706 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, and subject to market conditions and other factors. These authorizations have no expiration date.

Performance Graph



The total return graph above is presented for the period from the end of our 2012 fiscal year through the end of Fiscal 2017. The comparison assumes that $100 was invested at the beginning of the period in our common stock ("MTN"), The Russell 2000, The Standard & Poor's 500 Stock Index and the Dow Jones U.S. Travel and Leisure Stock Index, with dividends reinvested where applicable. We include the Dow Jones U.S. Travel and Leisure Index as we believe we compete in the travel and leisure industry.

The performance graph is not deemed filed with the Securities and Exchange Commission ("SEC") and is not to be incorporated by reference into any of our filings under the Securities Act of 1933 or the Exchange Act, unless such filings specifically incorporate the performance graph by reference therein.

ITEM 6. SELECTED FINANCIAL DATA.

The following table presents selected historical consolidated financial data derived from our Consolidated Financial Statements for the periods indicated. The financial data for Fiscal 2017, the year ended July 31, 2016 ("Fiscal 2016") and the year ended July 31, 2015 ("Fiscal 2015") and as of July 31, 2017 and 2016 should be read in conjunction with the Consolidated Financial Statements, related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained elsewhere in this Form 10-K. The table presented below is unaudited. The data presented below is in thousands, except for diluted net income per share attributable to Vail Resorts, Inc., cash dividends declared per share, effective ticket price ("ETP"), average daily rate ("ADR") and revenue per available room ("RevPAR") amounts.

	Year Ended July 31,				
	2017[1]	2016[1]	2015[1]	2014[1]	2013[1]
Statement of Operations Data:					
Total net revenue	$ 1,907,218	$ 1,601,286	$ 1,399,924	$ 1,254,646	$ 1,120,797
Total segment operating expense	1,322,841	1,152,496	1,058,432	994,174	896,609
Other operating expense	(205,121)	(165,811)	(130,979)	(143,209)	(127,235)
Other expense	(30,807)	(40,360)	(61,185)	(73,191)	(37,724)
Income before provision for income taxes	$ 348,449	$ 242,619	$ 149,328	$ 44,072	$ 59,229
Net Income and Dividends:					
Net income	$ 231,718	$ 149,454	$ 114,610	$ 28,206	$ 37,610
Net income attributable to Vail Resorts, Inc.	$ 210,553	$ 149,754	$ 114,754	$ 28,478	$ 37,743
Diluted net income per share attributable to Vail Resorts, Inc.	$ 5.22	$ 4.01	$ 3.07	$ 0.77	$ 1.03
Cash dividends declared per share	$ 3.726	$ 2.865	$ 2.075	$ 1.245	$ 0.79
Other Data:					
Mountain					
Skier visits[2]	12,047	10,032	8,466	7,688	6,977
ETP [3]	$ 67.93	$ 65.59	$ 63.37	$ 58.18	$ 56.02
Lodging					
ADR[4]	$ 302.80	$ 280.38	$ 270.84	$ 257.14	$ 253.91
RevPAR[5]	$ 127.95	$ 122.61	$ 112.67	$ 100.57	$ 91.76
Real Estate					
Real estate held for sale and investment[6]	$ 103,405	$ 111,088	$ 129,825	$ 157,858	$ 195,230
Other Balance Sheet Data					
Cash and cash equivalents[7]	$ 117,389	$ 67,897	$ 35,459	$ 44,406	$ 138,604
Total assets [8]	$ 4,110,718	$ 2,482,018	$ 2,487,292	$ 2,169,552	$ 2,300,617
Long-term debt, net (including long-term debt due within one year)	$ 1,272,421	$ 700,263	$ 814,501	$ 622,325	$ 789,242
Net Debt [9]	$ 1,155,032	$ 632,366	$ 779,042	$ 577,919	$ 650,638
Total Vail Resorts, Inc. stockholders' equity	$ 1,571,156	$ 874,540	$ 866,568	$ 820,843	$ 823,868

Footnotes to Selected Financial Data:

(1) *We have made several mountain resort acquisitions during the past five years, which impacts comparability between years, including Stowe (acquired June 2017); Whistler Blackcomb (acquired in October 2016); Perisher (acquired in June 2015); Park City Mountain Resort (acquired in September 2014) and Canyons (transaction entered into in May 2013).*

(2) *A skier visit represents a person utilizing a ticket or pass to access a mountain resort or urban ski area for any part of one day during a winter ski season and includes both paid and complimentary access.*

(3) *ETP is calculated by dividing lift revenue by total skier visits during the respective periods.*

(4) *ADR is calculated by dividing total room revenue (includes both owned room and managed condominium unit revenue) by the number of occupied rooms during the respective periods.*

(5) *RevPAR is calculated by dividing total room revenue (includes both owned room and managed condominium unit revenue) by the number of rooms that are available to guests during the respective periods.*

(6) *Real estate held for sale and investment includes all land, development costs and other improvements associated with real estate held for sale and investment.*

(7) *Cash and cash equivalents exclude restricted cash.*

(8) *We adopted a new accounting pronouncement as of July 31, 2016, which requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet. This adoption was applied prospectively and, as such, prior periods have not been adjusted.*

(9) *Net Debt, a non-GAAP financial measure, is defined as long-term debt, net plus long-term debt due within one year less cash and cash equivalents.*

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Consolidated Financial Statements and notes related thereto included in this Form 10-K. 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. These risks include, but are not limited to, those discussed in Item 1A, "Risk Factors" in this Form 10-K. The following discussion and analysis should be read in conjunction with the Forward-Looking Statements section and Item 1A, "Risk Factors" each included in this Form 10-K.

The MD&A includes discussion of financial performance within each of our three segments. We have chosen to specifically include Reported EBITDA (defined as segment net revenue less segment operating expense; and for the Mountain segment, plus segment equity investment income, plus gain on litigation settlement; and for the Real Estate segment, plus gain on sale of real property) and Net Debt (defined as long-term debt, net plus long-term debt due within one year less cash and cash equivalents), in the following discussion because we consider these measurements to be significant indications of our financial performance and available capital resources. Resort Reported EBITDA, Total Reported EBITDA and Net Debt are not measures of financial performance or liquidity defined under generally accepted accounting principles ("GAAP"). We utilize Reported EBITDA in evaluating our performance and in allocating resources to our segments. Refer to the end of the Results of Operations section for a reconciliation of Reported EBITDA to net income attributable to Vail Resorts, Inc. 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. Refer to the end of the Results of Operations section for a reconciliation of Net Debt to long-term debt, net.

Items excluded from Reported EBITDA and Net Debt are significant components in understanding and assessing financial performance or liquidity. Reported EBITDA and Net Debt should not be considered in isolation or as an alternative to, or substitute for, net income, net change in cash and cash equivalents or other financial statement data presented in the Consolidated 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. Resort is the combination of the Mountain and Lodging segments. The Mountain, Lodging and Real Estate segments represented approximately 85%, 14% and 1%, respectively, of our net revenue for Fiscal 2017.

Mountain Segment

The Mountain segment is comprised of the operations of eleven mountain resort properties and three urban ski areas including:

Mountain Resorts:	Location:
1. *Vail Mountain Resort ("Vail Mountain")*	*Colorado*
2. *Breckenridge Ski Resort ("Breckenridge")*	*Colorado*
3. *Keystone Resort ("Keystone")*	*Colorado*
4. *Beaver Creek Resort ("Beaver Creek")*	*Colorado*
5. *Park City Resort ("Park City")*	*Utah*
6. *Heavenly Mountain Resort ("Heavenly")*	*Lake Tahoe area of Nevada and California*
7. *Northstar Resort ("Northstar")*	*Lake Tahoe area of California*
8. *Kirkwood Mountain Resort ("Kirkwood")*	*Lake Tahoe area of California*
9. *Perisher Ski Resort ("Perisher")*	*New South Wales, Australia*
10. *Whistler Blackcomb Resort ("Whistler Blackcomb")*	*British Columbia, Canada*
11. *Stowe Mountain Resort ("Stowe")*	*Vermont*
Urban Ski Areas ("Urban"):	**Location:**
1. *Wilmot Mountain ("Wilmot")*	*Wisconsin*
2. *Afton Alps Ski Area ("Afton Alps")*	*Minnesota*
3. *Mount Brighton Ski Area ("Mt. Brighton")*	*Michigan*

Additionally, the Company operates ancillary services, primarily including ski school, dining and retail/rental operations, and for Perisher, including lodging and transportation operations. Mountain segment revenue is seasonal, with the majority of revenue earned from our North American mountain resorts and Urban ski areas occurring in our second and third fiscal quarters and the majority of revenue earned from Perisher occurring in our first and fourth fiscal quarters. Our North American mountain resorts were open for business for the 2016/2017 ski season primarily from mid-November through mid-April, which is the peak operating season for the Mountain segment. Our single largest source of Mountain segment revenue is the sale of lift tickets (including season passes), which represented approximately 51%, 50% and 49% of Mountain segment net revenue for Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Lift revenue is driven by volume and pricing. Pricing is impacted by both absolute pricing, as well as the demographic mix of guests, which impacts the price points at which various products are purchased. The demographic mix of guests to our U.S. mountain resorts is divided into two primary categories: (1) out-of-state and international ("Destination") guests and (2) in-state and local ("Local") guests. For the 2016/2017 U.S. ski season, Destination guests comprised approximately 61% of our U.S. mountain resort skier visits, while Local guests comprised approximately 39% of our U.S. mountain resort skier visits, which compares to approximately 58% and 42%, respectively, for the 2015/2016 U.S. ski season and 59% and 41%, respectively, for the 2014/2015 U.S. ski season.

Destination guests generally purchase our higher-priced lift ticket products and utilize more ancillary services such as ski school, dining and retail/rental, as well as lodging at or around our mountain resorts. Destination guest visitation is less likely to be impacted by changes in the weather but may be more impacted by adverse economic conditions or the global geopolitical climate. Local guests tend to be more value-oriented and weather sensitive. We offer a variety of season pass products for all of our mountain resorts and Urban ski areas (collectively, "Resorts"), marketed towards both Destination and Local guests. Our season pass product offerings range from providing access to one or a combination of our Resorts to our Epic Season Pass, which allows pass holders unlimited and unrestricted access to all of our Resorts. Our season pass program provides a compelling value proposition to our guests, which in turn assists us in developing a loyal base of customers who commit to ski at our Resorts generally in advance of the ski season and typically ski more days each season at our Resorts than those guests who do not buy season passes. As such, our season pass program drives strong customer loyalty; mitigates exposure to more weather sensitive guests; generates additional ancillary spending; and, provides cash flow in advance of winter season operations. In addition, our season pass program attracts new guests to our Resorts. All of our season pass products, including the Epic Pass, are predominately sold prior to the start of the ski season. Season pass revenue, although primarily collected prior to the ski season, is recognized in the Consolidated Statement of Operations ratably throughout the ski season.

As a result of the acquisition of Whistler Blackcomb, lift revenue includes certain products that were not available for sale in the prior comparative periods, primarily Whistler Blackcomb season passes and EDGE Cards. EDGE Cards are products, exclusively available to Canadian, Washington State and Oregon residents that allow these guests to purchase lift access in advance of visitation, usually at a discounted price, and are available for sale throughout the ski season unlike our Epic Season Pass program, which generally requires a commitment in advance of the ski season. Accordingly, lift revenue consists of season pass and certain EDGE Card lift revenue ("pass revenue") and non-season pass lift revenue ("non-pass revenue"). Approximately 43%, 40% and 40% of total lift revenue was derived from pass revenue for Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

The cost structure of our mountain resort operations has a significant fixed component with variable expenses including, but not limited to, land use permit or lease fees, credit card fees, retail/rental cost of sales and labor, ski school labor and dining operations; as such, profit margins can fluctuate greatly based on the level of revenues.

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 mountain resorts; (ii) ownership/management of non-RockResorts branded hotels and condominiums proximate to our North American mountain resorts; (iii) National Park Service ("NPS") concessionaire properties including Grand Teton Lodging Company ("GTLC"); (iv) Colorado Mountain Express ("CME"), a Colorado resort ground transportation company; and, (v) mountain resort golf courses.

The performance of our lodging properties (including managed condominium units) proximate to our mountain resorts as well as CME is closely aligned with the performance of the Mountain segment and generally experiences similar seasonal trends, particularly with respect to visitation by Destination guests. Revenue from our lodging properties (including managed condominium units) proximate to our mountain resorts represented approximately 68%, 69% and 70% of Lodging segment net revenue (excluding Lodging segment revenue associated with reimbursement of payroll costs) for Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively. 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, as such the revenue and corresponding expense have no effect on our Lodging Reported EBITDA which we use to evaluate Lodging segment performance. Revenue of the Lodging segment during our first and fourth fiscal quarters is generated primarily by the operations of our NPS concessionaire properties (as their operating season generally occurs from June to the end of September); mountain resort golf operations and seasonally lower volume from our other owned and managed properties and businesses.

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

We have identified the following important factors (as well as uncertainties associated with such factors) that could impact our future financial performance:

- 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 season pass products prior to the beginning of the ski season, resulting in a more stabilized stream of lift revenue. Additionally, our season pass products provide a compelling value proposition to our guests, which in turn creates a guest commitment predominantly prior to the start of the ski season. In March 2017, we began our pre-season pass sales program for the 2017/2018 North American ski season. Through September 24, 2017, pre-season pass sales for the upcoming 2017/2018 North American ski season have increased approximately 17% in units and increased approximately 23% in sales dollars, compared to the prior year period ended September 25, 2016, including Whistler Blackcomb and Stowe pass sales in both periods, adjusted to eliminate the impact of foreign currency by applying current period exchange rates to the prior period. However, we cannot predict if this favorable trend will continue for the entire duration of the fall 2017 North American pass sales campaign, nor can we predict the overall impact that season pass sales will have on lift revenue for the 2017/2018 North American ski season.

- On October 17, 2016, the Company, through its wholly-owned Canadian subsidiary ("Exchangeco"), acquired all of the outstanding common shares of Whistler Blackcomb for aggregate consideration to Whistler Blackcomb shareholders of approximately $1.09 billion, consisting of (i) approximately C$673.8 million in cash (or C$17.50 per Whistler Blackcomb share), (ii) 3,327,719 shares of our common stock, and (iii) 418,095 shares of Exchangeco (the "Exchangeco Shares"). The cash purchase consideration portion was funded through borrowings from an incremental term loan under our Seventh Amended and Restated Credit Agreement (the "Vail Holdings Credit Agreement"). Whistler Blackcomb, through a 75% ownership interest in Whistler Mountain Resort Limited Partnership and a 75% ownership interest in Blackcomb Skiing Enterprises Limited Partnership, collectively (the "WB Partnerships"), operates a four season mountain resort that features two adjacent and integrated mountains, Whistler Mountain and Blackcomb Mountain. The remaining 25% ownership interest in each of the WB Partnerships is held by Nippon Cable, an unrelated party to Vail Resorts. We expect that Whistler Blackcomb will significantly contribute to our results of operations; however, we cannot predict whether we will realize all of the expected synergies from the combination of the operations of Whistler Blackcomb nor can we predict all the resources required to integrate Whistler Blackcomb operations and the ultimate impact Whistler Blackcomb will have on our future results of operations.

  The estimated fair values of assets acquired and liabilities assumed in the Whistler Blackcomb acquisition are substantially complete and are based on the information that was available as of the acquisition date. We believe that information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed; however, we are obtaining additional information necessary to finalize those estimated fair values. Therefore, the measurements of estimated fair value reflected within the Consolidated Balance Sheets as of July 31, 2017 and their associated impact to our Consolidated Statements of Operations are subject to change.

- In Fiscal 2017, our lift revenue was favorably impacted by non-pass price increases at our mountain resorts that were implemented for the 2016/2017 North American ski season. Non-pass prices for the 2017/2018 North American ski season have not yet been finalized; and, as such, there can be no assurances as to the level of price increases, if any, which will occur and the impact that pricing may have on visitation or revenue.

- Our Fiscal 2017 results for our Mountain segment showed strong improvement over Fiscal 2016 largely due to strong pass sales growth for the 2016/2017 North American ski season and the incremental operating results from the Whistler Blackcomb acquisition, as discussed above. However, our Fiscal 2017 results were tempered by poor early ski season conditions prior to the holiday period at our U.S. resorts, which drove lower skier visitation during the early ski season compared to Fiscal 2016. We cannot predict whether our resorts will experience normal snowfall conditions for the upcoming 2017/2018 North American ski season nor can we estimate the impact there may be to advance bookings, guest travel, season pass sales, lift revenue (excluding season passes), retail/rental sales or other ancillary services revenue next ski season as a result of past snowfall conditions.

- Key U.S. economic indicators have remained steady in 2017, including strong consumer confidence and declines in the unemployment rate. However, the growth in the U.S. economy may be impacted by economic challenges in the U.S. or declining or slowing growth in economies outside of the U.S., accompanied by devaluation of currencies and lower commodity prices. Given these economic uncertainties, we cannot predict what the impact will be on overall travel and leisure spending or more specifically, on our guest visitation, guest spending or other related trends for the upcoming 2017/2018 U.S. ski season.

- On June 7, 2017, we acquired Stowe mountain resort in Stowe, Vermont, from Mt. Mansfield Company, Inc., a wholly-owned subsidiary of American International Group, Inc., for a cash purchase price of $40.9 million, subject to certain adjustments as provided in the purchase agreement. We acquired all of the assets related to the mountain operations of the resort, including base area skier services (food and beverage, retail and rental, lift ticket offices and ski and snowboard school facilities). We expect that Stowe will positively contribute to our results of operations; however, we cannot predict whether we will realize all of the synergies expected from the operations of Stowe and the ultimate impact Stowe will have on our future results of operations.

- As of July 31, 2017, we had $117.4 million in cash and cash equivalents, as well as $280.2 million available under the revolver component of the Vail Holdings Credit Agreement (which represents the total commitment of $400.0 million less outstanding borrowings of $50.0 million and certain letters of credit outstanding of $69.8 million). Additionally, in October 2016 we amended our Vail Holdings Credit Agreement to provide for an incremental term loan of $509.4 million, for a total term loan amount outstanding of $750.0 million, to fund the cash portion of the Whistler Blackcomb acquisition. Also, we assumed in the Whistler Blackcomb acquisition a credit facility which supports the liquidity needs of Whistler Blackcomb (the "Whistler Credit Agreement"). As of July 31, 2017, we had C$158.0 million ($126.7

million) available under the revolver component of the Whistler Credit Agreement (which represents the total commitment of C$300.0 million ($240.7 million) less outstanding borrowings of C$141.0 million ($113.2 million) and a letter of credit outstanding of C$1.0 million ($0.8 million)).

We believe that the terms of our Vail Holdings Credit Agreement allows for sufficient flexibility in our ability to make future acquisitions, investments, distributions to stockholders and incur additional debt. This, combined with the continued positive cash flow from operating activities of our Mountain and Lodging segments less resort capital expenditures, has and is anticipated to continue to provide us with significant liquidity. We believe our liquidity will allow us to consider strategic investments and other forms of returning value to our stockholders including additional share repurchases and the continued payment of a quarterly cash dividend.

- As a result of the adoption of revised accounting guidance related to employee stock compensation during the first quarter of fiscal 2018, our provision for income taxes may change materially based on our closing stock price at the time stock-compensation awards vest or are exercised, depending on the nature of the award. A significant portion of our outstanding awards are significantly in-the-money based on our current stock price, and, to the extent exercised, could reduce our provision for income taxes. The aggregate intrinsic value of stock appreciation awards ("SAR") exercisable as of July 31, 2017 was approximately $323.0 million with a weighted-average remaining contractual term of 3.7 years. The actual number of shares issuable upon exercise of SARs, after deducting shares withheld to pay employee taxes, as well as the incremental tax benefit for us, would vary depending on the stock price at the time of exercise and the amount of SARs that are exercised. We expect that holders of stock-compensation awards will exercise their awards before the expiration date of the awards. Depending on the amount of SARs exercised in fiscal 2018 and the then-current stock price, it is possible that such exercises could result in a material reduction to our provision for income taxes and could have a material favorable impact on our diluted net income per share attributable to Vail Resorts, Inc. As an example, assuming the new accounting guidance was in effect as of July 31, 2017 and that the outstanding SARs expiring prior to July 31, 2019 were exercised at the market closing price on July 31, 2017, this illustrative example would have resulted in a reduction to our provision for income taxes by approximately $45.0 million, resulting in an increase to diluted net income per share attributable to Vail Resorts, Inc. of approximately $1.10. Based on the assumptions above, we estimate that for every $5.00 per share change in our stock price there would be a corresponding change to our provision for income taxes of approximately $1.0 million. In addition, it is possible that SAR exercises could have a material impact on our "earnings and profits" and could result in a portion of dividend payments being considered a return of capital for stockholder tax purposes. The foregoing effects depend on, among other things, the stock price on the date of exercise and the number of SARs, if any, that are exercised.

Results of Operations

Summary

Shown below is a summary of operating results for Fiscal 2017, Fiscal 2016 and Fiscal 2015 (in thousands):

	Year Ended July 31,		
	2017	2016	2015
Mountain Reported EBITDA	$ 566,338	$ 424,415	$ 344,104
Lodging Reported EBITDA	27,087	28,169	21,676
Resort Reported EBITDA	$ 593,425	$ 452,584	$ 365,780
Real Estate Reported EBITDA	$ (399)	$ 2,784	$ (6,915)
Income before provision for income taxes	$ 348,449	$ 242,619	$ 149,328
Net income attributable to Vail Resorts, Inc.	$ 210,553	$ 149,754	$ 114,754

A discussion of segment results, including reconciliations of segment Reported EBITDA to net income attributable to Vail Resorts, Inc., and other items can be found below.

The sections titled "Fiscal 2017 compared to Fiscal 2016" and "Fiscal 2016 compared to Fiscal 2015" in each of the Mountain and Lodging segment discussions below provide comparisons of financial and operating performance for Fiscal 2017 to Fiscal 2016 and Fiscal 2016 to Fiscal 2015, respectively, unless otherwise noted.

Mountain Segment

Mountain segment operating results for Fiscal 2017, Fiscal 2016 and Fiscal 2015 are presented by category as follows (in thousands, except ETP):

	Year Ended July 31,			Percentage Increase/(Decrease)	
	2017	**2016**	**2015**	**2017/2016**	**2016/2015**
Mountain net revenue:					
Lift	$ 818,341	$ 658,047	$ 536,458	24.4%	22.7 %
Ski school	177,748	143,249	126,206	24.1%	13.5 %
Dining	150,587	121,008	101,010	24.4%	19.8 %
Retail/rental	293,428	241,134	219,153	21.7%	10.0 %
Other	171,682	141,166	121,202	21.6%	16.5 %
Total Mountain net revenue	1,611,786	1,304,604	1,104,029	23.5%	18.2 %
Mountain operating expense:					
Labor and labor-related benefits	403,020	338,250	291,582	19.1%	16.0 %
Retail cost of sales	112,902	93,946	87,817	20.2%	7.0 %
Resort related fees	83,503	68,890	59,685	21.2%	15.4 %
General and administrative	199,582	173,640	147,272	14.9%	17.9 %
Other	248,324	206,746	190,791	20.1%	8.4 %
Total Mountain operating expense	1,047,331	881,472	777,147	18.8%	13.4 %
Gain on litigation settlement	—	—	16,400	—%	(100.0)%
Mountain equity investment income, net	1,883	1,283	822	46.8%	56.1 %
Mountain Reported EBITDA	$ 566,338	$ 424,415	$ 344,104	33.4%	23.3 %
Total skier visits	12,047	10,032	8,466	20.1%	18.5 %
ETP	$ 67.93	$ 65.59	$ 63.37	3.6%	3.5 %

Certain Mountain segment operating expenses presented above for Fiscal 2016 and Fiscal 2015 have been reclassified to conform to the presentation for Fiscal 2017.

Mountain Reported EBITDA includes $15.0 million, $13.4 million and $11.8 million of stock-based compensation expense for Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Fiscal 2017 compared to Fiscal 2016

The results reflect an increase in Mountain Reported EBITDA of $141.9 million, or 33.4%, due primarily to the operations of Whistler Blackcomb, which is included in our consolidated results prospectively from the acquisition date (acquired in October 2016), partially offset by $10.8 million of acquisition and integration related expenses. Additionally, Stowe was acquired in June 2017 and their off-season operations are included in our consolidated results prospectively from the acquisition date. Excluding acquisition and integration related expenses and the operations of Whistler Blackcomb and Stowe, Mountain Reported EBITDA increased 9.1%. Our results reflect strong U.S. season pass sales growth for the 2016/2017 North American ski season. However, our Fiscal 2017 results were tempered by poor early ski season conditions prior to the holiday period at our U.S. resorts which drove lower skier visitation during the early ski season.

Lift revenue increased $160.3 million, or 24.4%, primarily due to incremental lift revenue from Whistler Blackcomb. Excluding Whistler Blackcomb, total lift revenue increased 6.4% of which non-pass revenue decreased 1.5% and pass revenue increased 18.3%. The decrease in non-pass revenue, excluding Whistler Blackcomb, was primarily the result of a decrease in non-pass skier visitation to our U.S. resorts, primarily due to continued shifting of Destination guests to season passes and poor early season conditions in Colorado, partially offset by an increase in ETP excluding season pass holders of 6.5%. The increase in pass revenue, excluding Whistler Blackcomb, was due to a combination of both an increase in pricing and units sold and was favorably impacted by increased pass sales to Destination guests. The change in total ETP was negatively impacted by the inclusion of Whistler Blackcomb's ETP in our Fiscal 2017 results, which was lower on a U.S. dollar basis than the Company average. Total ETP, excluding Whistler Blackcomb, increased $7.49, or 11.4%, due primarily to price increases in both our lift ticket products at our

U.S. mountain resorts and season pass products, and lower average visitation by U.S. season pass holders during the 2016/2017 U.S. ski season as compared with the 2015/2016 U.S. ski season.

Ski school revenue increased $34.5 million, or 24.1%, primarily due to incremental ski school revenue from Whistler Blackcomb. Excluding Whistler Blackcomb, ski school revenue increased 2.7%, primarily due to increases in pricing. Dining revenue increased $29.6 million, or 24.4%, due to incremental revenue from Whistler Blackcomb. Excluding Whistler Blackcomb, dining revenue increased 0.6%.

Retail/rental revenue increased $52.3 million, or 21.7%, primarily due to incremental retail/rental revenue from Whistler Blackcomb. Excluding Whistler Blackcomb, retail revenue increased 2.1% and rental revenue increased 0.8%. The increase in retail revenue was primarily attributable to strong sales at pre-ski season sales events at our stores in Colorado and higher sales volumes at stores proximate to our Tahoe and Park City resorts.

Other revenue mainly consists of summer visitation and mountain activities revenue, employee housing revenue, guest services revenue, commercial leasing revenue, marketing and internet advertising 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 is comprised of Perisher lodging and transportation revenue. For Fiscal 2017, other revenue increased $30.5 million, or 21.6%, primarily attributable to incremental revenue from Whistler Blackcomb. Excluding Whistler Blackcomb and Stowe, other revenue increased 2.2% primarily due to an increase in summer activities revenue from our U.S. mountain resorts, including the expansion of our on-mountain Epic Discovery summer activities offerings.

Operating expense for Fiscal 2017 increased $165.9 million, or 18.8%, which was primarily attributable to incremental operating expenses from Whistler Blackcomb, as well as $10.8 million of acquisition and integration related expenses. Excluding incremental operating expenses of Whistler Blackcomb and Stowe and acquisition and integration related activities, operating expense increased 1.7%.

The following discussion provides information about the changes in operating expenses for Fiscal 2017, excluding acquisition and integration related expenses and the operations of Whistler Blackcomb and Stowe. Labor and labor-related benefits increased 2.8% primarily due to normal wage adjustments and increased staffing levels at our U.S. resorts to support the expansion of our on-mountain Epic Discovery summer activities offerings, partially offset by lower performance-based variable compensation. Retail cost of sales increased 1.3%, compared to an increase in retail sales of 2.0%. Resort related fees increased 3.5% due to overall increases in revenue upon which those fees are based. General and administrative expense increased 1.3% due to increased corporate overhead costs. Other expense decreased 0.2% primarily due to decreased professional services expense and repairs and maintenance expense, partially offset by increased rent expense and utilities expense.

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

Fiscal 2016 compared to Fiscal 2015

Fiscal 2016 results reflect an increase in Mountain Reported EBITDA of $80.3 million, or 23.3%. This increase was primarily due to strong U.S. pass sales growth for the 2015/2016 U.S. ski season; a strong rebound at our Tahoe resorts; continued growth at our Colorado resorts and Park City; strong ancillary guest spending for ski school, dining and retail/rental operations; as well as the addition of a full year of Perisher results (acquired in June 2015). Our Tahoe resorts saw a significant increase in skier visitation during the 2015/2016 U.S. ski season, primarily as a result of improved weather conditions and snowfall in the Tahoe region compared to Fiscal 2015. Our Colorado resorts and Park City realized strong increases in skier visitation during Fiscal 2016 compared to Fiscal 2015. We believe the increase at Park City is due in part to the significant capital improvements we made at the resort, including connecting Park City Mountain Resort and Canyons into the largest resort in the U.S., and our marketing efforts surrounding the investments and connection. Mountain Reported EBITDA for Fiscal 2016 was also positively impacted by the addition of Perisher (acquired in June 2015), which has its operating season from June through early October; increased summer activities revenue; and the lack of acquisition and integration related expenses and litigation expenses incurred during Fiscal 2015 related to Park City and Perisher. These favorable impacts were partially offset by a modest decline in international visitation to our U.S. mountain resorts during the 2015/2016 U.S. ski season and the $16.4 million non-cash gain on the Park City litigation settlement recognized during Fiscal 2015. The non-cash gain on the Park City litigation (which was recorded separately from our acquisition of Park City Mountain Resort) represents the estimated fair value of the settlement, which we obtained the right to in the acquisition of Canyons resort in fiscal 2013 (the “Canyons transaction”), from the Canyons transaction date of May 29, 2013 to the Park City Mountain Resort acquisition date.

Lift revenue increased $121.6 million, or 22.7%, which includes $24.0 million of incremental lift revenue from Perisher. U.S. non-pass revenue increased $58.7 million, or 18.9%, and U.S. pass revenue increased $38.9 million, or 18.1%. The increase in U.S. non-pass revenue was primarily the result of an increase in the ETP excluding season pass holders of 9.8%, along with higher visitation at our Tahoe resorts and Park City. The increase in U.S. pass revenue was due to a combination of both an increase in units sold and pricing, and was favorably impacted by increased pass sales to Destination guests. Total ETP increased $2.22, or 3.5%, due primarily to price increases in both our lift ticket products and season pass products, partially offset by higher average visitation by season pass holders during the 2015/2016 ski season as compared with the 2014/2015 ski season.

Ski school revenue increased $17.0 million, or 13.5%, primarily as a result of increases in ski school revenue at our Colorado, Tahoe and Park City resorts, which were attributable to overall increases in skier visitation and pricing, as well as incremental ski school revenue from Perisher.

Dining revenue increased $20.0 million, or 19.8%, which was primarily attributable to overall increases in skier and summer visitation at our U.S. mountain resorts combined with incremental Perisher dining revenue. Additionally, dining revenue benefited from the earlier opening of terrain and on-mountain dining facilities at our Tahoe resorts, and from both the opening of a new on-mountain dining venue and upgrades of existing on-mountain dining venues at Park City.

Retail/rental revenue increased $22.0 million, or 10.0%, due to an increase in retail sales of $13.0 million, or 8.2%, and an increase in rental revenue of $9.0 million, or 15.3%. The increase in retail revenue was primarily attributable to an increase in sales volume at stores proximate to our Tahoe resorts and in the San Francisco Bay Area due to improved weather conditions and snowfall in the Tahoe region and incremental retail revenue from Perisher. The increase in rental revenue was primarily due to stores proximate to our mountain resorts in Tahoe and Colorado which experienced higher volumes due to increased overall skier visitation and incremental rental revenue from Perisher.

Other revenue mainly consists of summer visitation and mountain activities revenue, employee housing revenue, guest services revenue, commercial leasing revenue, marketing and internet advertising 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 is comprised of Perisher lodging and transportation revenue. For Fiscal 2016, other revenue increased $20.0 million, or 16.5%, primarily attributable to incremental revenue from Perisher; increases in summer activities revenue from improved summer visitation at both our Colorado and Tahoe mountain resorts, including the expansion of our on-mountain Epic Discovery summer activities offerings; increases in marketing revenue due to higher revenue from our strategic partner; and higher base area services and parking revenue due to increased visitation.

Operating expense for Fiscal 2016 increased $104.3 million, or 13.4%, which includes incremental operating expenses from Perisher of $34.0 million. Additionally, Fiscal 2016 operating expenses were favorably impacted by the lack of acquisition and integration related expenses and litigation expenses of $11.2 million incurred in Fiscal 2015 related to Park City and Perisher. Excluding Perisher incremental operating expenses and acquisition and integration related expenses and litigation expenses related to Park City and Perisher, operating expenses increased $81.5 million, or 10.7%.

The following discussion provides information about the changes in operating expenses for Fiscal 2016, excluding the operations of Perisher, and Park City and Perisher acquisition and integration related expenses and litigation expenses from Fiscal 2015. Labor and labor-related benefits increased $33.1 million, or 11.5%, due to wage adjustments; increased staffing levels to support higher volumes primarily in ski school, mountain operations and on-mountain dining; and increased performance-based variable compensation. Retail cost of sales increased $5.6 million, or 6.4%, compared to an increase in retail revenue of $11.9 million, or 7.5%. Resort related fees increased $9.2 million, or 15.6%, due to overall increases in revenue upon which those fees are based. General and administrative expense increased $22.1 million, or 15.1%, primarily due to higher Mountain segment component of corporate overhead costs, including increased sales and marketing expense and performance-based variable compensation. Other expense increased $11.5 million, or 6.4%, primarily due to increases in repairs and maintenance, supplies, food and beverage cost of sales commensurate with increases in dining revenue, and rent expense, partially offset by lower fuel expense.

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

Lodging Segment

Lodging segment operating results for Fiscal 2017, Fiscal 2016 and Fiscal 2015 are presented by category as follows (in thousands, except ADR and RevPAR):

	Year Ended July 31,			Percentage Increase/(Decrease)	
	2017	**2016**	**2015**	**2017/2016**	**2016/2015**
Lodging net revenue:					
Owned hotel rooms	$ 63,939	$ 63,520	$ 57,916	0.7 %	9.7 %
Managed condominium rooms	65,694	61,934	58,936	6.1 %	5.1 %
Dining	48,449	49,225	46,209	(1.6)%	6.5 %
Transportation	22,173	22,205	23,079	(0.1)%	(3.8)%
Golf	17,837	17,519	16,340	1.8 %	7.2 %
Other	46,238	47,833	41,760	(3.3)%	14.5 %
	264,330	262,236	244,240	0.8 %	7.4 %
Payroll cost reimbursements	14,184	12,318	10,313	15.1 %	19.4 %
Total Lodging net revenue	278,514	274,554	254,553	1.4 %	7.9 %
Lodging operating expense:					
Labor and labor-related benefits	117,183	114,404	110,168	2.4 %	3.8 %
General and administrative	37,217	35,351	32,481	5.3 %	8.8 %
Other	82,843	84,312	79,915	(1.7)%	5.5 %
	237,243	234,067	222,564	1.4 %	5.2 %
Reimbursed payroll costs	14,184	12,318	10,313	15.1 %	19.4 %
Total Lodging operating expense	251,427	246,385	232,877	2.0 %	5.8 %
Lodging Reported EBITDA	$ 27,087	$ 28,169	$ 21,676	(3.8)%	30.0 %
Owned hotel statistics:					
ADR	$ 245.31	$ 227.27	$ 216.76	7.9%	4.8%
RevPar	$ 168.14	$ 153.13	$ 140.28	9.8%	9.2%
Managed condominium statistics:					
ADR	$ 347.64	$ 325.38	$ 316.32	6.8%	2.9%
RevPar	$ 113.08	$ 109.68	$ 101.19	3.1%	8.4%
Owned hotel and managed condominium statistics (combined):					
ADR	$ 302.80	$ 280.38	$ 270.84	8.0%	3.5%
RevPar	$ 127.95	$ 122.61	$ 112.67	4.4%	8.8%

Lodging Reported EBITDA includes $3.2 million, $3.1 million and $2.6 million of stock-based compensation expense for Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Fiscal 2017 compared to Fiscal 2016

Lodging Reported EBITDA for Fiscal 2017 decreased $1.1 million, or 3.8%. Lodging Reported EBITDA for Fiscal 2017 includes the operations of Whistler Blackcomb prospectively since the date of acquisition and was impacted by a reduction of revenue and EBITDA from the sale of a hotel property in Keystone in November 2016, which we continue to manage under a property management agreement. Included in Lodging Reported EBITDA for Fiscal 2016 was the recognition of a $3.5 million termination fee (included in other revenue) associated with the termination of the management agreement at Half Moon in Montego Bay, Jamaica (“Half Moon Termination Fee”). Excluding Whistler Blackcomb operations from Fiscal 2017, operations from the hotel property in Keystone from both periods and the Half Moon Termination Fee from Fiscal 2016, Lodging Reported EBITDA increased 9.2%, which was primarily attributable to an increase in revenue at GTLC and increased ADR at our Colorado managed condominium rooms.

Revenue from owned hotel rooms increased $0.4 million, or 0.7%, primarily due to an increase in revenue at GTLC and at our owned Colorado lodging properties during Fiscal 2017. These increases were partially offset by a decrease in revenue associated with the sale of a hotel property in Keystone, as discussed above, as well as lower revenue due to the early closure of our Flagg Ranch property as a result of a forest fire near Grand Teton National Park in September 2016. Revenue from managed condominium rooms increased $3.8 million, or 6.1%, primarily due to revenue from Whistler Blackcomb and increased ADR at our Colorado managed properties, offset by the temporary closure of a lodging property at Park City for renovations.

Dining revenue for Fiscal 2017 decreased $0.8 million, or 1.6%, primarily due to the temporary closure of a lodging property at Park City for renovations, partially offset by increased dining revenue at our Colorado lodging properties. Excluding the Half Moon Termination Fee from Fiscal 2016, other revenue increased $1.9 million, or 4.2%, for Fiscal 2017, primarily due to business interruption insurance recovery related to the early closure of our Flagg Ranch property in September 2016, as discussed above, as well as an increase in revenue from our central reservations booking service.

Operating expense (excluding reimbursed payroll costs) increased $3.2 million, or 1.4%. Labor and labor-related benefits increased $2.8 million, or 2.4%, primarily resulting from Whistler Blackcomb labor expense and normal wage increases. General and administrative expense increased $1.9 million, or 5.3% due to higher corporate overhead costs. Other expense decreased $1.5 million, or 1.7%, primarily due to decreased associated fees with respect to the temporary closure of a lodging property at Park City for renovations.

Revenue from payroll cost reimbursements and the corresponding reimbursed payroll costs relates 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.

Fiscal 2016 compared to Fiscal 2015

Lodging Reported EBITDA for Fiscal 2016 increased $6.5 million, or 30.0%. Included in Lodging Reported EBITDA for Fiscal 2016 was the recognition of the $3.5 million Half Moon Termination Fee. Excluding the Half Moon Termination Fee, Lodging Reported EBITDA increased $3.0 million, or 13.9%, which was primarily due to increased visitation to our lodging properties and managed condominium rooms at or proximate to our U.S. mountain resorts. The increase in visitation was primarily due to increased skier visitation during the 2015/2016 U.S. ski season compared to the 2014/2015 U.S. ski season, as well as increased summer visitation at our U.S. mountain resorts compared to Fiscal 2015 (discussed in the Mountain section). Additionally, revenue at GTLC improved for Fiscal 2016 primarily as the result of increases in transient guest visitation, which drove higher guest spending on ancillary activities and services, and higher ADR.

Revenue from owned hotel rooms increased $5.6 million, or 9.7%, and was positively impacted by increases in ADR and transient visitation at GTLC, which generated an increase of $3.2 million compared to the prior year. Additionally, revenue at our Colorado lodging properties increased $2.4 million compared to the prior year as a result of improved transient guest visitation and an increase in ADR. The increase in visitation to our Colorado lodging properties was primarily attributable to increased skier visitation and improved summer visitation at our Colorado mountain resorts compared to the same period in Fiscal 2015. Revenue from managed condominium rooms increased $3.0 million, or 5.1%, primarily as the result of increased ADR at our managed condominium rooms in Colorado and Tahoe, which contributed to an 8.4% increase in managed condominium RevPAR.

Dining revenue for Fiscal 2016 increased $3.0 million, or 6.5%, primarily due to increased dining revenue generated at GTLC, Keystone and Breckenridge. Transportation revenue decreased $0.9 million, or 3.8%, for Fiscal 2016, primarily due to decreased passenger volume. Golf revenue increased $1.2 million, or 7.2%, primarily due to incremental revenue from reimbursable expenses for managing the Canyons golf course, which began operations in the summer of 2015, as well as increased revenue at our Colorado golf courses. Excluding the Half Moon Termination Fee, other revenue for Fiscal 2016 increased $2.6 million, or 6.2%, primarily due to an increase in ancillary revenue from improved visitation at GTLC, an increase in revenue from conference services provided to our group business at our Colorado lodging properties and an increase in revenue from our central reservations booking services, partially offset by a reduction in management fees due to the termination of the management agreement at Half Moon.

Operating expense (excluding reimbursed payroll costs) increased $11.5 million, or 5.2%. Labor and labor-related benefits increased $4.2 million, or 3.8%, resulting from wage adjustments and higher staffing levels associated with increased overall occupancy. General and administrative expense increased $2.9 million, or 8.8%, due to higher corporate overhead costs, including increased performance-based variable compensation. Other expense increased $4.4 million, or 5.5%, primarily due to higher operating expenses (such as repairs and maintenance expense, supplies expense, food and beverage cost of sales, and credit card fees) and higher advertising expenses.

Revenue from payroll cost reimbursements and the corresponding reimbursed payroll costs relates 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

Real Estate segment operating results for Fiscal 2017, Fiscal 2016 and Fiscal 2015 are presented by category as follows (in thousands):

	Year Ended July 31,			Percentage Increase/(Decrease)	
	2017	**2016**	**2015**	**2017/2016**	**2016/2015**
Total Real Estate net revenue	$ 16,918	$ 22,128	$ 41,342	(23.5)%	(46.5)%
Real Estate operating expense:					
Cost of sales (including sales commissions)	14,534	17,682	34,765	(17.8)%	(49.1)%
Other	9,549	6,957	13,643	37.3 %	(49.0)%
Total Real Estate operating expense	24,083	24,639	48,408	(2.3)%	(49.1)%
Gain on sale of real property	6,766	5,295	151	27.8 %	3,406.6 %
Real Estate Reported EBITDA	$ (399)	$ 2,784	$ (6,915)	(114.3)%	140.3 %

Real Estate Reported EBITDA includes $0.1 million, $0.5 million and $1.3 million of stock-based compensation expense for Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Our Real Estate operating 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 and Real Estate Reported EBITDA.

Fiscal 2017

Real Estate segment net revenue was primarily driven by the closing of four condominium units at The Ritz-Carlton Residences, Vail ($13.6 million of revenue with an average selling price of $3.4 million and an average price per square foot of $1,345) and two condominium units at One Ski Hill Place in Breckenridge ($2.3 million of revenue with an average sales price of $1.1 million and an average price per square foot of $983). The average price per square foot of both of these projects is driven by their premier locations and the comprehensive and exclusive amenities related to these projects.

Operating expense included cost of sales of $13.4 million resulting from the closing of four condominium units at The Ritz-Carlton Residences, Vail (average cost per square foot of $1,131) and two condominium units at One Ski Hill Place (average cost per square foot of $838). Additionally, sales commissions of approximately $1.0 million were incurred commensurate with revenue recognized. Other operating expense of $9.5 million was primarily comprised of a $4.3 million one-time charge related to the resolution of a financial contingency to the Town of Vail for incremental parking capacity, as well as general and administrative costs, which includes marketing expense for the real estate available for sale, carrying costs for units available for sale and overhead costs, such as labor and labor-related benefits and allocated corporate costs.

In addition, we recorded a gain on sale of real property of $6.5 million for a land parcel in Breckenridge which sold for $9.3 million during Fiscal 2017.

Fiscal 2016

Real Estate segment net revenue was driven primarily by the closing of five condominium units at The Ritz-Carlton Residences, Vail ($15.6 million of revenue with an average selling price per unit of $3.1 million and an average price per square foot of $1,421); two condominium units at One Ski Hill Place in Breckenridge ($2.5 million of revenue with an average selling price per unit of $1.2 million and an average price per square foot of $1,129); and the three remaining condominium units at Crystal Peak Lodge, in Breckenridge ($2.4 million of revenue with an average selling price of $0.8 million and an average price per square foot of $707). The average price per square foot for all three projects is primarily due to their premier locations and the comprehensive and exclusive amenities related to these projects.

Operating expense included cost of sales of $15.6 million primarily resulting from the closing of five condominium units at The Ritz-Carlton Residences, Vail (average cost per square foot of $1,075); two condominium units at One Ski Hill Place (average cost per square foot of $931); and three condominium units at Crystal Peak Lodge (average cost per square foot of $513). The cost per square foot for the One Ski Hill Place and The Ritz-Carlton Residences, Vail projects is reflective of the high-end features and amenities and high construction costs associated with mountain resort development. Additionally, sales commissions of approximately $1.4 million were incurred commensurate with revenue recognized. Other operating expense of $7.0 million was primarily comprised of general and administrative costs which includes marketing expense for the real estate available for sale (including those units that have not yet closed), carrying costs for units available for sale and overhead costs, such as labor and labor-related benefits and allocated corporate costs.

In addition, we recorded a gain on sale of real property of $5.3 million (net of $2.1 million in related land basis and cost) for various land parcels which sold for $7.4 million.

Fiscal 2015

Real Estate segment net revenue was driven primarily by the closing of fourteen condominium units at One Ski Hill Place ($17.1 million of revenue with an average selling price per unit of $1.2 million and an average price per square foot of $1,145) and five condominium units at The Ritz-Carlton Residences, Vail ($13.7 million of revenue with an average selling price per unit of $2.7 million and an average price per square foot of $1,438). Real Estate net revenue also included $8.5 million of revenue from the sale of a development land parcel in Vail.

Operating expense included cost of sales of $32.1 million primarily resulting from the closing of fourteen condominium units at One Ski Hill Place (average cost per square foot of $927), five condominium units at The Ritz-Carlton Residences, Vail (average cost per square foot of $1,129) and the sale of a development land parcel in Vail. Additionally, sales commissions of approximately $2.1 million were incurred commensurate with revenue recognized. Other operating expense of $13.6 million was primarily comprised of general and administrative costs which includes marketing expense for the real estate available for sale (including those units that have not yet closed), carrying costs for units available for sale and overhead costs, such as labor and labor-related benefits and allocated corporate costs.

Other Items

In addition to segment operating results, the following material items contribute to our overall financial position (in thousands).

	Year Ended July 31,			Percentage Increase/ (Decrease)	
	2017	2016	2015	2017/2016	2016/2015
Depreciation and amortization	$ (189,157)	$ (161,488)	$ (149,123)	(17.1)%	(8.3)%
Loss on disposal of fixed assets and other, net	$ (6,430)	$ (5,418)	$ (2,057)	(18.7)%	(163.4)%
Change in fair value of contingent consideration	$ (16,300)	$ (4,200)	$ 3,650	(288.1)%	215.1 %
Investment income and other, net	$ 6,114	$ 723	$ 246	745.6 %	193.9 %
Interest expense, net	$ (54,089)	$ (42,366)	$ (51,241)	(27.7)%	17.3 %
Foreign currency gain on intercompany loans	$ 15,285	$ —	$ —	nm	— %
Loss on extinguishment of debt	$ —	$ —	$ (11,012)	— %	100.0 %
Provision for income taxes	$ (116,731)	$ (93,165)	$ (34,718)	(25.3)%	(168.3)%

Depreciation and amortization. Depreciation and amortization expense for both Fiscal 2017 and Fiscal 2016 increased over the applicable prior fiscal year primarily due to an increase in the fixed asset base due to incremental capital expenditures, including the Park City transformation project, which was completed at the beginning of Fiscal 2016, and assets acquired in the Whistler Blackcomb (acquired October 2016) and Perisher (acquired June 2015) acquisitions.

Loss on disposal of fixed assets and other, net. Loss on disposal of fixed assets and other, net for Fiscal 2016 increased from Fiscal 2015 primarily due to an increase in asset disposals at Park City and Wilmot as a result of significant capital improvements at these resorts.

Change in fair value of contingent consideration. Losses of $16.3 million and $4.2 million were recorded during Fiscal 2017 and Fiscal 2016, respectively, related to increases in the estimated fair value of the participating contingent payments under the lease for Park City. The fair value of contingent consideration is based on assumptions for EBITDA of Park City in future periods, as calculated under the lease on which participating payments are determined. The increase in the estimated fair value for both these periods is primarily attributable to a change in assumptions for EBITDA of Park City in future periods. A gain of $3.6 million was recorded during Fiscal 2015 and was related to a decrease in the estimated fair value of the participating contingent payments. The estimated fair value of the contingent consideration was $27.4 million and $11.1 million as of July 31, 2017 and 2016, respectively.

Investment income and other, net. Investment income and other, net increased for Fiscal 2017 compared to the Fiscal 2016, primarily due to a $3.4 million gain recognized on short-term foreign currency forward contracts that were entered into in conjunction with funding the cash consideration required for the Whistler Blackcomb acquisition, a $0.9 million gain recorded for the sale of a lodging property and a $0.8 million non-cash gain recognized on an investment in Whistler Blackcomb shares that were held prior to the acquisition.

Interest expense, net. Interest expense, net for Fiscal 2017 increased from Fiscal 2016, primarily due to interest expense associated with incremental term loan borrowings under the Vail Holdings Credit Agreement of $509.4 million which was used to fund the cash consideration portion of the Whistler Blackcomb acquisition, as well as the Whistler Credit Agreement, which was assumed as part of the Whistler Blackcomb acquisition, and had $113.2 million (C$141.0 million) outstanding as of July 31, 2017. Interest expense for Fiscal 2016 decreased as compared to Fiscal 2015 primarily due to the redemption of the remaining $215.0 million of our 6.50% Senior Subordinated Notes ("6.50% Notes") outstanding and $41.2 million of our Industrial Development Bonds outstanding, both in May 2015.

Foreign currency gain on intercompany loans. Foreign currency gain on intercompany loans for Fiscal 2017 of $15.3 million was associated with an intercompany loan from Vail Holdings, Inc. to Whistler Blackcomb in the amount of $210.0 million that was funded in connection with the acquisition of Whistler Blackcomb. This intercompany loan 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 our results of operations.

Loss on extinguishment of debt. In May 2015, we redeemed the remaining $215.0 million of our 6.50% Notes outstanding and the entire $41.2 million of our Industrial Development Bonds outstanding. As a result, we recorded a loss on extinguishment of debt of $11.0 million in Fiscal 2015 in connection with the redemptions. The loss included early redemption premiums of 3.25% for the 6.50% Notes and 4.00% for the Industrial Development Bonds, or $8.6 million in total, and a $2.4 million write-off of associated unamortized debt issuance costs. There were no amounts outstanding for the 6.50% Notes or Industrial Development Bonds as of July 31, 2015.

Income taxes. Our effective tax rate was 33.5%, 38.4% and 23.2% in Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively. Our tax provision and effective tax rate are driven primarily by the amount of pre-tax income, which is adjusted for items that are deductible/non-deductible for tax purposes only (i.e. permanent items) and taxable income generated by state and foreign jurisdictions that varies from the consolidated pre-tax income and the amount of net income attributable to noncontrolling interests. The decrease in the effective tax rate during Fiscal 2017 compared to Fiscal 2016 is primarily associated with the Whistler Blackcomb acquisition, where the Canadian statutory tax rate is lower than the U.S. statutory tax rate. The increase in the effective tax rate for Fiscal 2016 compared to Fiscal 2015 is primarily attributable to the recording of $23.8 million of income tax benefits in Fiscal 2015 due to the reversal of income tax contingencies, including accrued interest and penalties, resulting from a settlement with the Internal Revenue Service ("IRS") on the utilization of certain net operating losses ("NOLs"), as discussed below.

In 2005, we amended previously filed tax returns (for the tax years from 1997 through 2002) in an effort to remove restrictions under Section 382 of the Internal Revenue Code on approximately $73.8 million of NOLs relating to fresh start accounting from our reorganization in 1992. As a result, we requested a refund related to the amended returns in the amount of $6.2 million and reduced our Federal tax liability in the amount of $19.6 million in subsequent tax returns. In 2006, the IRS completed its examination of our filing position in our amended returns and disallowed our request for refund and our position to remove the restriction on the NOLs. We appealed the examiner's disallowance of the NOLs to the Office of Appeals. In December 2008, the Office of Appeals denied our appeal, as well as a request for mediation. We disagreed with the IRS interpretation disallowing the utilization of the NOLs and in August 2009, filed a complaint in the United States District Court for the District of Colorado seeking recovery of $6.2 million in over payments that were previously denied by the IRS, plus interest. On July 1, 2011, the District Court granted us summary judgment, concluding that the IRS's decision disallowing the utilization of the NOLs was inappropriate. The District Court proceedings were stayed pending settlement discussions between the parties. We also filed two related tax proceedings in the United States Tax Court regarding calculation of NOL carryover deductions for tax years 2006, 2007 and 2008. The two proceedings involve substantially the same issues as the litigation in the District Court wherein we disagreed with the IRS as to the utilization of NOLs. The Tax Court proceedings were continued pending settlement discussions between the parties.

In January 2015, the parties completed the execution of a comprehensive settlement agreement resolving all issues and computations in the above mentioned pending proceedings, which allowed us to utilize a significant portion of the NOLs. As a result, we reversed

$27.7 million of other long-term liabilities related to uncertain tax benefits, and recorded income tax benefits of $23.8 million for the utilization of the NOLs, including the reversal of accrued interest and penalties, within our Consolidated Statements of Operations for Fiscal 2015.

Reconciliation of Segment Earnings

The following table reconciles from segment Reported EBITDA to net income attributable to Vail Resorts, Inc. (in thousands):

	Year Ended July 31,		
	2017	2016	2015
Mountain Reported EBITDA	$ 566,338	$ 424,415	$ 344,104
Lodging Reported EBITDA	27,087	28,169	21,676
Resort Reported EBITDA	593,425	452,584	365,780
Real Estate Reported EBITDA	(399)	2,784	(6,915)
Total Reported EBITDA	593,026	455,368	358,865
Depreciation and amortization	(189,157)	(161,488)	(149,123)
Loss on disposal of fixed assets and other, net	(6,430)	(5,418)	(2,057)
Change in fair value of contingent consideration	(16,300)	(4,200)	3,650
Investment income and other, net	6,114	723	246
Foreign currency gain on intercompany loans	15,285	—	—
Interest expense, net	(54,089)	(42,366)	(51,241)
Loss on extinguishment of debt	—	—	(11,012)
Income before provision for income taxes	348,449	242,619	149,328
Provision for income taxes	(116,731)	(93,165)	(34,718)
Net income	231,718	149,454	114,610
Net (income) loss attributable to noncontrolling interests	(21,165)	300	144
Net income attributable to Vail Resorts, Inc.	$ 210,553	$ 149,754	$ 114,754

The following table reconciles Net Debt (defined as long-term debt, net plus long-term debt due within one year less cash and cash equivalents) to long-term debt, net (in thousands):

	July 31,	
	2017	2016
Long-term debt, net	$ 1,234,024	$ 686,909
Long-term debt due within one year	38,397	13,354
Total debt	1,272,421	700,263
Less: cash and cash equivalents	117,389	67,897
Net Debt	$ 1,155,032	$ 632,366

Liquidity and Capital Resources

Changes in significant sources of cash for Fiscal 2017, Fiscal 2016 and Fiscal 2015 are presented by categories as follows (in thousands).

	Year Ended July 31,		
	2017	2016	2015
Net cash provided by operating activities	$ 456,914	$ 426,762	$ 303,660
Net cash used in investing activities	$ (682,836)	$ (124,016)	$ (427,068)
Net cash provided by (used in) financing activities	$ 271,892	$ (271,217)	$ 115,251

Significant Sources of Cash

Historically, we have lower cash available at our fiscal year-end (as well as at the end of our first fiscal quarter of each year) as compared to our second and third fiscal quarter-ends, primarily due to the seasonality of our Mountain segment operations. We had $117.4 million of cash and cash equivalents as of July 31, 2017, compared to $67.9 million as of July 31, 2016. We generated $456.9 million of cash from operating activities during Fiscal 2017 compared to $426.8 million and $303.7 million generated during Fiscal 2016 and Fiscal 2015, respectively. We currently anticipate that our Mountain and Lodging segment operating results will continue to provide a significant source of future operating cash flows (primarily those generated in our second and third fiscal quarters).

In addition to our $117.4 million of cash and cash equivalents at July 31, 2017, we had $280.2 million available under the revolver component of our Vail Holdings Credit Agreement as of July 31, 2017 (which represents the total commitment of $400.0 million less outstanding borrowings of $50.0 million and certain letters of credit outstanding of $69.8 million). Also, to further support the liquidity needs of Whistler Blackcomb, we had C$158.0 million ($126.7 million) available under the revolver component of our Whistler Credit Agreement (which represents the total commitment of C$300.0 million ($240.7 million) less outstanding borrowings of C$141.0 million ($113.2 million) and a letter of credit outstanding of C$1.0 million ($0.8 million)). We expect that our liquidity needs in the near term will be met by continued use of operating cash flows and borrowings under both the Vail Holdings Credit Agreement and Whistler Credit Agreement. The Vail Holdings Credit Agreement, maturing in October 2021, and the Whistler Credit Agreement, maturing in November 2021, provide adequate flexibility and are priced favorably with any new borrowings currently priced at LIBOR plus 1.25% and Bankers Acceptance Rate plus 1.75%, respectively.

Fiscal 2017 compared to Fiscal 2016

We generated $456.9 million of cash from operating activities during Fiscal 2017, an increase of $30.1 million when compared to $426.8 million of cash generated during Fiscal 2016. The increase in operating cash flows was primarily a result of improved Mountain segment operating results in Fiscal 2017 (including Whistler Blackcomb operations, partially offset by transaction, transition and integration costs) compared to Fiscal 2016. These increases in operating cash inflows were partially offset by an increase in estimated domestic and foreign income tax payments of $27.4 million made during Fiscal 2017 compared Fiscal 2016, a decrease in accounts payable, an increase in cash interest payments due to incremental term loan borrowings under our Vail Holdings Credit Agreement and assumed borrowings under the Whistler Credit Agreement during Fiscal 2017, and receipt of a $4.5 million key money deposit related to the termination of the Half Moon management agreement in Fiscal 2016. Additionally, we generated $14.9 million of proceeds from real estate development project closings during Fiscal 2017 compared to $19.7 million in proceeds from real estate development project closings that occurred in Fiscal 2016 (each year net of sales commissions and deposits previously received).

Cash used in investing activities increased by $558.8 million during Fiscal 2017, primarily due to cash payments of $553.2 million, net of cash acquired, related to the acquisitions of Whistler Blackcomb for $512.3 million (cash portion of the consideration) and Stowe for $40.9 million, and an increase in capital expenditures of $35.2 million during Fiscal 2017. These increases were partially offset by the acquisition of Wilmot for $20.2 million during Fiscal 2016.

Cash provided by financing activities increased $543.1 million during Fiscal 2017 primarily due to incremental term loan borrowings under our Vail Holdings Credit Agreement of $509.4 million used to fund a portion of the cash consideration for the Whistler Blackcomb acquisition, partially offset by an increase of $18.8 million in term loan payments during Fiscal 2017, and a decrease in net payments under the revolver portion of our Vail Holdings Credit Agreement of $85.0 million during Fiscal 2017. Additionally, in Fiscal 2017, we realized a $53.6 million reduction of cash outflows related to repurchases of common stock during Fiscal 2016. These net increases in cash inflows from financing activities were partially offset by an increase in net payments under the revolver portion of the Whistler Credit Agreement of $37.0 million and an increase in dividends paid of $42.4 million during Fiscal 2017.

Fiscal 2016 compared to Fiscal 2015

We generated $426.8 million of cash from operating activities during Fiscal 2016, an increase of $123.1 million when compared to $303.7 million of cash generated during Fiscal 2015. The increase in operating cash flows was primarily a result of improved Mountain and Lodging segment operating results in Fiscal 2016 compared to Fiscal 2015, excluding the non-cash gain on litigation settlement of $16.4 million recorded in Fiscal 2015; an increase in season pass sales during Fiscal 2016 compared to Fiscal 2015, including a full season of Perisher season pass sales; decreased cash interest payments during Fiscal 2016 compared to Fiscal 2015, primarily as a result from the pay-down and refinancing of our 6.50% Notes and the payment of $8.6 million for the redemption tender premium in Fiscal 2015; a $10.0 million Park City litigation payment to Talisker during Fiscal 2015; and receipt of a $4.5 million key money deposit related to the termination of the Half Moon management agreement during Fiscal 2016. These increases in operating cash inflows were partially offset by a net increase in cash outflows of $26.4 million from the combination of estimated income tax payments made during Fiscal 2016 and the receipt of an income tax refund during Fiscal 2015 in conjunction with the settlement reached with the IRS regarding the utilization of Federal NOLs, and receipt of a $12.5 million legal settlement during Fiscal 2015. Additionally, we generated $19.7 million in proceeds from real estate development project closings (net of sales commissions and deposits previously received) during Fiscal 2016, which is a decrease of $18.0 million as compared to $37.7 million in proceeds (net of sales commissions and deposits previously received) from real estate closings that occurred in Fiscal 2015.

Cash used in investing activities decreased by $303.1 million during Fiscal 2016 compared to Fiscal 2015, primarily due to the acquisitions of Park City Mountain Resort for $182.5 million and Perisher for $124.6 million (net of cash acquired) during Fiscal 2015 as compared to the acquisition of Wilmot for $20.2 million during Fiscal 2016. Additionally, resort capital expenditures during Fiscal 2016 decreased $14.6 million.

Cash used in financing activities increased $386.5 million during Fiscal 2016 compared to Fiscal 2015, primarily due to the net payoff of borrowings under the revolver portion of the Vail Holdings Credit Agreement primarily associated with the Perisher acquisition in Fiscal 2015; payments on the Vail Holdings Credit Agreement term loan; repurchases of our common stock of $53.8 million; and an increase in dividends paid of $28.3 million during Fiscal 2016.

Significant Uses of Cash

Capital Expenditures

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. In addition, we may incur capital expenditures for retained ownership interests associated with third-party real estate development projects. Currently planned capital expenditures primarily include investments that will allow us to maintain our high-quality standards, as well as certain incremental discretionary improvements at our mountain resorts and Urban ski areas and throughout our owned hotels. We evaluate additional discretionary capital improvements based on an expected level of return on investment. We currently anticipate we will spend approximately $103.0 million on resort capital expenditures for calendar year 2017, excluding anticipated investments at Whistler Blackcomb, capital expenditures for U.S. summer-related activities and one-time integration capital expenditures at Whistler Blackcomb. This estimated spending includes normal inflation on our capital investments at our resorts. Included in these estimated capital expenditures are approximately $65.0 million of maintenance capital expenditures (excluding maintenance capital expenditures at Whistler Blackcomb), which are necessary to maintain appearance and level of service appropriate to our resort operations. Discretionary expenditures for calendar year 2017 include, among other projects, upgrading various chairlifts at the Company's resorts, including the Northwoods lift at Vail Mountain (#11), the Peak 10 Falcon Chair at Breckenridge, Drink of Water chair (#5) at Beaver Creek, the Montezuma lift at Keystone and the renovation and expansion of Labonte's restaurant at Keystone. Our capital plan also includes the second phase of a two-year process to revamp our primary websites to a single 'responsive' desktop/mobile platform which will be integrated with our data-based and personalized marketing technology and the first phase of a three year plan to completely revamp and modernize the primary software platform for all of our resort operations. We also plan to invest approximately $6.0 million in calendar year 2017 for Epic Discovery summer activities, primarily at Breckenridge. At Whistler Blackcomb, we plan to invest approximately $17.0 million in calendar year 2017 for maintenance and discretionary projects. Additionally, we plan to invest approximately $17.0 million in capital during calendar year 2017 for the Whistler Blackcomb integration.

Approximately $51.0 million was spent for capital expenditures in calendar year 2017 as of July 31, 2017, leaving approximately $92.0 million to spend in the remainder of calendar year 2017, including anticipated investments at Whistler Blackcomb, capital expenditures for U.S. summer related activities and one-time integration capital expenditures at Whistler Blackcomb and excluding capital expenditures for Stowe.

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.

Whistler Blackcomb Acquisition

On October 14, 2016, in order to finance the cash portion of the consideration and payment of associated fees and expenses of the Whistler Blackcomb acquisition, the Company entered into an amendment to its Vail Holdings Credit Agreement through which the Company increased its term loan borrowings by $509.4 million and extended the maturity date for the outstanding term loans and revolver facility under the Vail Holdings Credit Agreement to October 14, 2021. Borrowings under the Vail Holdings Credit Agreement, including the term loan facility, bear interest at approximately 2.48% as of July 31, 2017.

Additionally, the Company assumed the Whistler Credit Agreement which consists of a C$300.0 million ($240.7 million) revolving credit facility that matures on November 12, 2021. As of July 31, 2017, C$158.0 million ($126.7 million) was outstanding under this revolving credit facility.

Stowe Mountain Resort Acquisition

On June 7, 2017, we acquired Stowe in Stowe, Vermont, from Mt. Mansfield Company, Inc., a wholly-owned subsidiary of American International Group, Inc., for a cash purchase price of $40.9 million, subject to certain adjustments as provided in the purchase agreement. The Company funded the cash purchase price through cash on hand.

Debt

Principal payments on the majority of our long-term debt ($1,122.6 million of the total $1,276.5 million debt outstanding as of July 31, 2017) are not due until fiscal year 2022 and beyond. As of July 31, 2017 and 2016, total long-term debt, net (including long-term debt due within one year) was $1,272.4 million and $700.3 million, respectively. Net Debt (defined as long-term debt, net plus long-term debt due within one year less cash and cash equivalents) increased from $632.4 million as of July 31, 2016 to $1,155.0 million as of July 31, 2017, primarily due debt incurred and assumed relating to the acquisition of Whistler Blackcomb, as discussed above.

Our debt service requirements can be impacted by changing interest rates as we had $937.6 million of variable-rate debt outstanding as of July 31, 2017. We have entered into interest rate swap agreements to fix the interest rate on C$125.0 million of our Canadian-denominated senior credit facility, which has the effect of fixing the underlying floating interest rate on a portion of the principal amount outstanding. A 100-basis point change in LIBOR would cause our annual interest payments to change by approximately $8.4 million. Additionally, the annual payments associated with the financing of the Canyons 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, which can be mitigated by adjustments to capital expenditures, the flexibility of investment activities and the ability to obtain favorable future financing. We can respond to liquidity impacts of changes in the business and economic environment by managing our capital expenditure.

Share Repurchase Program

Our share repurchase program is conducted under authorizations made from time to time by our Board of Directors. Our Board of Directors initially authorized the repurchase of up to 3,000,000 shares of common stock (March 9, 2006) and later authorized additional repurchases of up to 3,000,000 additional shares (July 16, 2008) and 1,500,000 shares (December 4, 2015), for a total authorization to repurchase shares of up to 7,500,000 shares. During Fiscal 2017, we repurchased 1,317 shares of common stock at a cost of $0.2 million. Since the inception of this stock repurchase program through July 31, 2017, we have repurchased 5,436,294 shares at a cost of approximately $247.2 million. As of July 31, 2017, 2,063,706 shares remained available to repurchase under the existing repurchase authorization. Shares of common stock purchased pursuant to the repurchase program will be held as treasury shares and may be used for the issuance of shares under the Company's 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 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 our common stock and the number of shares that become available for sale at prices that we believe are attractive. The share repurchase program has no expiration date.

Dividend Payments

In fiscal 2011, our Board of Directors approved the commencement of a regular quarterly cash dividend on our common stock at an annual rate of $0.60 per share, subject to quarterly declaration. Since the initial commencement of a regular quarterly cash dividend, our Board of Directors has annually approved an increase to our cash dividend on our common stock and on March 9, 2017, our Board of Directors approved an approximate 30% increase in our quarterly cash dividend to $1.053 per share (or approximately $42.2 million per quarter based upon shares outstanding as of July 31, 2017). For the year ended July 31, 2017, we paid cash dividends of $3.726 per share ($146.2 million in the aggregate.) These dividends were funded through available cash on hand and borrowing under the revolving portion of our Vail Holdings Credit Agreement. Subject to the discretion of our Board of Directors, applicable law and contractual restrictions, we anticipate paying regular quarterly cash dividends on our common stock for the foreseeable future. The amount, if any, of the 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.

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 and the Interest Coverage ratio (each as defined in the Vail Holdings Credit Agreement) and for the Whistler Credit Agreement Consolidated Total Leverage Ratio and Consolidated Interest Coverage Ratio (each as defined in the Whistler Credit 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, 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 July 31, 2017. We expect that we will continue to meet all applicable financial maintenance covenants in our credit agreements throughout the year ending July 31, 2018. However, there can be no assurance that we will continue to 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 our credit agreements. There can be no assurance that such waiver or amendment would be granted, which could have a material adverse impact on our liquidity.

Contractual Obligations

As part of our ongoing operations, we enter into arrangements that obligate us to make future payments under contracts such as debt agreements, lease agreements and construction agreements in conjunction with our resort capital expenditures. Debt obligations, which totaled $1,276.5 million as of July 31, 2017, are recognized as liabilities in our Consolidated Balance Sheet. Obligations under construction contracts are not recognized as liabilities in our Consolidated Balance Sheet until services and/or goods are received which is in accordance with GAAP. Additionally, operating lease and service contract obligations, which totaled $324.9 million as of July 31, 2017, are not recognized as liabilities in our Consolidated Balance Sheet, which is in accordance with GAAP. A summary of our contractual obligations as of July 31, 2017 is presented below (in thousands):

		Payments Due by Period			
Contractual Obligations	**Total**	**Fiscal 2018**	**2-3 years**	**4-5 years**	**More than 5 years**
Long-Term Debt (Outstanding Principal) (1)	$ 1,276,521	$ 38,397	$ 76,971	$ 774,721	$ 386,432
Fixed Rate Interest (1)	1,721	241	438	372	670
Canyons Obligation (2)	1,678,146	27,164	55,969	58,230	1,536,783
Operating Leases and Service Contracts (3)	324,917	51,660	68,404	55,568	149,285
Purchase Obligations and Other (4)	494,221	360,980	99,353	5,174	28,714
Total Contractual Cash Obligations	$ 3,775,526	$ 478,442	$ 301,135	$ 894,065	$ 2,101,884

(1) *The fixed-rate interest payments, as well as long-term debt payments, included in the table above, assume that all debt outstanding as of July 31, 2017 will be held to maturity. Interest payments associated with variable-rate debt have not been included in the table. Assuming that our $937.6 million of variable-rate long-term debt as of July 31, 2017 is held to maturity and utilizing interest rates in effect at July 31, 2017, our annual interest payments (including commitment*

fees and letter of credit fees) on variable rate long-term debt as of July 31, 2017 is anticipated to be approximately $24.3 million for Fiscal 2018, approximately $23.4 million for Fiscal 2019 and approximately $22.5 million for at least each of the next three years subsequent to Fiscal 2019. The future annual interest obligations noted herein are estimated only in relation to debt outstanding as of July 31, 2017 and do not reflect interest obligations on potential future debt. We have entered into interest rate swap agreements to fix the interest rate on a portion of our Canadian-denominated senior credit facility, which has the effect of fixing the underlying floating interest rate on a portion of the principal amount outstanding.

(2) Reflects interest expense payments associated with the remaining lease term of the Canyons obligation, initially 50 years, assuming a 2% per annum (floor) increase in payments. Any potential increases to the annual fixed payment above the 2% floor due to inflation linked index of CPI less 1% have been excluded.

(3) The payments under noncancelable operating leases included in the table above reflect the applicable minimum lease payments and exclude any potential contingent rent payments.

(4) Purchase obligations and other primarily include amounts which are classified as trade payables, accrued payroll and benefits, accrued fees and assessments, contingent consideration liability, accrued taxes (including taxes for uncertain tax positions) on our Consolidated Balance Sheet as of July 31, 2017; and, other commitments for goods and services not yet received, including construction contracts, not included on our Consolidated Balance Sheet as of July 31, 2017 in accordance with GAAP.

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

The preparation of Consolidated Financial Statements in conformity with GAAP requires us to select appropriate accounting policies and to make judgments and estimates affecting the application of those accounting policies. In applying our accounting policies, different business conditions or the use of different assumptions may result in materially different amounts reported in the Consolidated Financial Statements.

We have identified the most critical accounting policies which were determined by considering accounting policies that involve the most complex or subjective decisions or assessments. We also have other policies considered key accounting policies; however, these policies do not meet the definition of critical accounting policies because they do not generally require us to make estimates or judgments that are complex or subjective. We have reviewed these critical accounting policies and related disclosures with our Audit Committee of the Board of Directors.

Goodwill and Intangible Assets

Description

The carrying value of goodwill and indefinite-lived intangible assets are evaluated for possible impairment on an annual basis or between annual tests if an event occurs or circumstances change that would more likely than not reduce the estimated fair value of a reporting unit or indefinite-lived intangible asset below its carrying value. Other intangible assets are evaluated for impairment only when there is evidence that events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable.

Judgments and Uncertainties

Application of the goodwill and indefinite-lived intangible asset impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units and determination of the estimated fair value of reporting units and indefinite-lived intangible assets. We determine the estimated fair value of our reporting units using a discounted cash flow analysis. The estimated fair value of indefinite-lived intangible assets is primarily determined using the income approach based upon estimated future revenue streams. These analyses require significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, available industry/market data (to the extent available), estimation of the long-term rate of growth for our business including expectations and assumptions regarding the impact of general economic conditions on our business, estimation of the useful life over which cash flows will occur (including terminal multiples), determination of the respective weighted average cost of capital and market participant assumptions. Changes in these estimates and assumptions could materially affect the determination of estimated fair value and impairment for each reporting unit or indefinite-lived intangible asset. We evaluate our reporting units on an annual basis and allocate goodwill to our reporting units based on the reporting units expected to benefit from the acquisition generating the goodwill.

Effect if Actual Results Differ From Assumptions

Goodwill and indefinite-lived intangible assets are tested for impairment at least annually as of May 1. Based upon our annual impairment test performed during the fourth fiscal quarter of Fiscal 2017 the estimated fair value of our reporting units and indefinite-lived intangible assets were in excess of their respective carrying values, and as such no impairment of goodwill or indefinite-lived intangible assets existed.

Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors. As a result, there can be no assurance that the estimates and assumptions made for purposes of the annual goodwill impairment test will prove to be an accurate prediction of the future. Examples of events or circumstances that could reasonably be expected to negatively affect the underlying key assumptions and ultimately impact the estimated fair value of our reporting units may include such items as: (1) prolonged adverse weather conditions resulting in a sustained decline in guest visitation; (2) a prolonged weakness in the general economic conditions in which guest visitation and spending is adversely impacted; and, (3) volatility in the equity and debt markets which could result in a higher discount rate.

While historical performance and current expectations have resulted in estimated fair values of our reporting units in excess of carrying values, if our assumptions are not realized, it is possible that an impairment charge may need to be recorded in the future. However, it is not possible at this time to determine if an impairment charge would result or if such a charge would be material. As of July 31, 2017, we have $1,519.7 million of goodwill and $233.5 million of indefinite-lived intangible assets recorded on our Consolidated Balance Sheets. There can be no assurance that the estimates and assumptions made for purposes of the annual goodwill impairment tests for goodwill will prove to be an accurate prediction of the future.

Tax Contingencies

Description

We must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits and deductions and in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes, as well as the interest and penalties relating to uncertain tax positions. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the largest tax benefit that is cumulatively greater than 50% likely of being realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as this requires us to determine the probability of various possible outcomes. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, interpretation of tax law, effectively settled issues under audit and new audit activity. A significant amount of time may pass before a particular matter, for which we may have established a reserve, is audited and fully resolved.

Judgments and Uncertainties

The estimates of our tax contingencies reserve contain uncertainty because management must use judgment to estimate the potential exposure associated with our various filing positions.

Effect if Actual Results Differ From Assumptions

We believe the estimates and judgments discussed herein are reasonable and we have adequate reserves for our tax contingencies for uncertain tax positions. Our reserves for uncertain tax positions, including any income tax related interest and penalties ($79.7 million as of July 31, 2017), relate to the treatment of the Talisker lease payments as payments of debt obligations and that the tax basis in Canyons goodwill is deductible. Actual results could differ and we may be exposed to increases or decreases in those reserves and tax provisions that could be material.

An unfavorable tax settlement could require the use of cash and could possibly result in increased tax expense and effective tax rate and/or adjustments to our deferred tax assets and deferred tax liabilities in the year of resolution. A favorable tax settlement could possibly result in a reduction in our tax expense, effective tax rate, income taxes payable, other long-term liabilities and/or adjustments to our deferred tax assets and deferred tax liabilities in the year of settlement or in future years.

Depreciable Lives of Assets

Description

Mountain and lodging operational assets, furniture and fixtures, computer equipment, software, vehicles and leasehold improvements are primarily depreciated using the straight-line method over the estimated useful life of the asset. Assets may become obsolete or require replacement before the end of their useful life in which the remaining book value would be written-off or we could incur costs to remove or dispose of assets no longer in use.

Judgments and Uncertainties

The estimates of our useful lives of the assets contain uncertainty because management must use judgment to estimate the useful life of the asset.

Effect if Actual Results Differ From Assumptions

Although we believe the estimates and judgments discussed herein are reasonable, actual results could differ, and we may be exposed to increased expense related to depreciable assets disposed of, removed or taken out of service prior to its originally estimated useful life, which may be material. A 10% decrease in the estimated useful lives of depreciable assets would have increased depreciation expense by approximately $11.6 million for Fiscal 2017.

Business Combinations

Description

A component of our growth strategy has been to acquire and integrate businesses that complement our existing operations. We account for business combinations in accordance with the guidance for business combinations and related literature. Accordingly, we allocate the purchase price of acquired businesses to the identifiable tangible and intangible assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. The difference between the purchase price and the estimated fair value of the net assets acquired or the excess of the aggregate estimated fair values of assets acquired and liabilities assumed is recorded as goodwill. In determining the estimated fair values of assets acquired and liabilities assumed in a business combination, we use various recognized valuation methods including present value modeling and referenced market values (where available). Valuations are performed by management or independent valuation specialists under management's supervision, where appropriate.

Judgments and Uncertainties

Accounting for business combinations requires our management to make significant estimates and assumptions, especially at the acquisition date including our estimates for intangible assets, contractual obligations assumed and contingent consideration, where applicable. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Examples of critical estimates in valuing certain of the intangible assets we have acquired include but are not limited to determination of weighted average cost of capital, market participant assumptions, royalty rates, terminal multiples and estimates of future cash flows to be generated by the acquired assets. In addition to the estimates and assumptions applied to valuing intangible assets acquired, the determination of the estimated fair value of contingent consideration, including estimating the likelihood and timing of achieving the relevant thresholds for contingent consideration payments, requires the use of subjective judgments. We estimate the fair value of the Park City contingent consideration payments using an option pricing valuation model which incorporates, among other factors, projected achievement of specified financial performance measures, discounts rates, volatility, credit risk and estimation of the long-term rate of growth for the respective business.

Effect if Actual Results Differ From Assumptions

We believe that the estimated fair values assigned to the assets acquired and liabilities assumed are based on reasonable assumptions that a marketplace participant would use. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the estimated fair values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments would be recorded in our Consolidated Statements of Operations.

We recognize the fair value of contingent consideration at the date of acquisition as part of the consideration transferred to acquire a business. The liability associated with contingent consideration is remeasured to fair value at each reporting period subsequent to the date of acquisition taking into consideration changes in financial projections and long-term growth rates, among other factors, that may impact the timing and amount of contingent consideration payments until the term of the agreement has expired or the contingency is resolved. Increases in the fair value of contingent consideration are recorded as losses in our Consolidated Statements of Operations, while decreases in fair value are recorded as gains.

New Accounting Standards

Refer to Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements for a discussion of new accounting standards.

Inflation

Although we cannot accurately determine the precise effect of inflation on our operations, management does not believe inflation has had a material effect on the results of operations in the last three fiscal years. When the costs of operating resorts increase, we generally have been able to pass the increase on to our customers. However, there can be no assurance that increases in labor and other operating costs due to inflation will not have an impact on our future profitability.

In May 2013, we entered into a long-term lease pursuant to which we assumed the operations of Canyons which includes the ski terrain and related amenities. The lease has an initial term of 50 years with six 50-year renewal options. The lease provides for $25.0 million in annual payments, which increase each year by an inflation linked index of CPI less 1%, with a floor of 2% per annum. As lease payments increase annually, there can be no assurance that these increases will be offset by increased cash flow generated from operations at Park City.

Seasonality and Quarterly Results

Our mountain and lodging operations are seasonal in nature. In particular, revenue and profits for our North America mountain and most of our lodging operations are substantially lower and historically result in losses from late spring to late fall. Conversely, peak operating seasons for our NPS concessionaire properties, our mountain resort golf courses and Perisher's ski season occur during the North American summer months while the North American winter months result in operating losses. Revenue and profits generated by NPS concessionaire properties summer operations, golf operations and Perisher's ski operations are not sufficient to fully offset our off-season losses from our North American mountain and other lodging operations. During Fiscal 2017, 80% of total combined Mountain and Lodging segment net revenue (excluding Lodging segment revenue associated with reimbursement of payroll costs) was earned during the second and third fiscal quarters. Therefore, the operating results for any three-month period are not necessarily indicative of the results that may be achieved for any subsequent quarter or for a full year (see Notes to Consolidated Financial Statements).

ITEM 7A. 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. At July 31, 2017, we had $937.6 million of variable rate indebtedness, representing approximately 73% of our total debt outstanding, at an average interest rate during Fiscal 2017 of 2.0%. We have entered into interest rate swap agreements to fix the interest rate on a portion of our Canadian-denominated senior credit facility, which has the effect of fixing the underlying floating interest rate on a portion of the principal amount outstanding. Based on variable-rate borrowings outstanding as of July 31, 2017, a 100-basis point (or 1.0%) change in LIBOR would result in our annual interest payments changing by $8.4 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 financial statements. As a result, changes between the foreign exchange rates, in particular the Canadian dollar and Australian dollar 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 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 and Perisher are reported in Canadian dollars and Australian dollars respectively, which we then translate to U.S. dollars for inclusion in our consolidated 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, net of tax, representing gains, and foreign currency gain on intercompany loans recognized, in comprehensive income (in thousands):

	Year Ended July 31,	
	2017	2016
Foreign currency translation adjustments and other, net of tax	$ 64,152	$ 3,363
Foreign currency gain on intercompany loans	$ 15,285	$ —

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Vail Resorts, Inc.

Consolidated Financial Statements for the Years Ended July 31, 2017, 2016 and 2015

Management's Report on Internal Control over Financial Reporting

Management of Vail Resorts, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed 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 in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Company's Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of July 31, 2017. In making this assessment, management used the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, management concluded that, as of July 31, 2017, the Company's internal control over financial reporting was effective. Management's evaluation and conclusion on the effectiveness of internal control over financial reporting as of July 31, 2017 excluded certain elements of internal controls of Whistler Blackcomb and Stowe due to the timing of these acquisitions, which were completed in October 2016 and June 2017, respectively. Those elements of Whistler Blackcomb's and Stowe's internal controls over financial reporting that have been excluded represent less than 1% of total consolidated assets and approximately 14% of total consolidated net revenues of the Company as of and for the year ended July 31, 2017.

The Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of July 31, 2017, as stated in the Report of Independent Registered Public Accounting Firm on the following page.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
of Vail Resorts, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of comprehensive income, of stockholders' equity and of cash flows present fairly, in all material respects, the financial position of Vail Resorts, Inc. and its subsidiaries as of July 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended July 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of July 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Report on Internal Control over Financial Reporting, management has excluded certain elements of the internal control over financial reporting of Whistler Blackcomb and Stowe from its assessment of internal control over financial reporting as of July 31, 2017, because they were acquired by the Company in purchase business combinations in October of 2016 and June of 2017, respectively. Subsequent to the acquisitions, certain elements of Whistler Blackcomb's and Stowe's internal control over financial reporting and related processes were integrated into the Company's existing systems and internal control over financial reporting. Those controls that were not integrated have been excluded from management's assessment of the effectiveness of internal control over financial reporting as of July 31, 2017. We have also excluded these elements of the internal control over financial reporting of Whistler Blackcomb and Stowe from our audit of the Company's internal control over financial reporting. The excluded elements represent controls of less than 1% of consolidated assets and approximately 14% of consolidated revenues.

/s/ PricewaterhouseCoopers LLP
Denver, Colorado
September 27, 2017

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

	July 31, 2017	July 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 117,389	$ 67,897
Restricted cash	10,273	6,046
Accounts receivable, net of allowances of $750 and $616, respectively	186,913	147,113
Inventories, net of reserves of $1,518 and $1,713, respectively	84,814	74,589
Other current assets	33,681	27,220
Total current assets	433,070	322,865
Property, plant and equipment, net (Note 6)	1,714,154	1,363,814
Real estate held for sale and investment	103,405	111,088
Deferred charges and other assets	45,414	35,207
Goodwill, net (Note 6)	1,519,743	509,037
Intangible assets, net (Note 6)	294,932	140,007
Total assets	$ 4,110,718	$ 2,482,018
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities (Note 6)	$ 467,669	$ 397,488
Income taxes payable	98,491	95,639
Long-term debt due within one year (Note 4)	38,397	13,354
Total current liabilities	604,557	506,481
Long-term debt, net (Note 4)	1,234,024	686,909
Other long-term liabilities (Note 6)	301,736	270,168
Deferred income taxes (Note 9)	171,442	129,994
Total liabilities	2,311,759	1,593,552
Commitments and contingencies (Note 11)		
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 and 45,448 and 41,614 shares issued, respectively	454	416
Exchangeable shares, $0.01 par value, 69 and zero shares issued and outstanding, respectively (Note 5)	1	—
Additional paid-in capital	1,222,510	635,986
Accumulated other comprehensive income (loss)	44,395	(1,550)
Retained earnings	550,985	486,667
Treasury stock, at cost; 5,436 and 5,435 shares, respectively (Note 14)	(247,189)	(246,979)
Total Vail Resorts, Inc. stockholders' equity	1,571,156	874,540
Noncontrolling interests	227,803	13,926
Total stockholders' equity	1,798,959	888,466
Total liabilities and stockholders' equity	$ 4,110,718	$ 2,482,018

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

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

	Year Ended July 31,		
	2017	2016	2015
Net revenue:			
Mountain and Lodging services and other	$ 1,477,654	$ 1,228,716	$ 1,044,599
Mountain and Lodging retail and dining	412,646	350,442	313,983
Resort net revenue	1,890,300	1,579,158	1,358,582
Real Estate	16,918	22,128	41,342
Total net revenue	1,907,218	1,601,286	1,399,924
Operating expense (exclusive of depreciation and amortization shown separately below):			
Mountain and Lodging operating expense	891,135	775,590	697,111
Mountain and Lodging retail and dining cost of products sold	170,824	143,276	133,160
General and administrative	236,799	208,991	179,753
Resort operating expense	1,298,758	1,127,857	1,010,024
Real Estate	24,083	24,639	48,408
Total segment operating expense	1,322,841	1,152,496	1,058,432
Other operating (expense) income:			
Depreciation and amortization	(189,157)	(161,488)	(149,123)
Gain on sale of real property	6,766	5,295	151
Gain on litigation settlement (Note 5)	—	—	16,400
Change in fair value of contingent consideration (Note 8)	(16,300)	(4,200)	3,650
Loss on disposal of fixed assets and other, net	(6,430)	(5,418)	(2,057)
Income from operations	379,256	282,979	210,513
Mountain equity investment income, net	1,883	1,283	822
Investment income and other, net	6,114	723	246
Foreign currency gain on intercompany loans (Note 4)	15,285	—	—
Interest expense, net	(54,089)	(42,366)	(51,241)
Loss on extinguishment of debt (Note 4)	—	—	(11,012)
Income before provision for income taxes	348,449	242,619	149,328
Provision for income taxes (Note 9)	(116,731)	(93,165)	(34,718)
Net income	231,718	149,454	114,610
Net (income) loss attributable to noncontrolling interests	(21,165)	300	144
Net income attributable to Vail Resorts, Inc.	$ 210,553	$ 149,754	$ 114,754
Per share amounts (Note 3):			
Basic net income per share attributable to Vail Resorts, Inc.	$ 5.36	$ 4.13	$ 3.16
Diluted net income per share attributable to Vail Resorts, Inc.	$ 5.22	$ 4.01	$ 3.07
Cash dividends declared per share	$ 3.726	$ 2.865	$ 2.075

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

Vail Resorts, Inc.
Consolidated Statements of Comprehensive Income
(In thousands)

	Year Ended July 31,		
	2017	2016	2015
Net income	$ 231,718	$ 149,454	$ 114,610
Foreign currency translation adjustments and other (net of tax of ($2,831), ($1,905) and $2,578, respectively)	64,152	3,363	(4,714)
Comprehensive income	295,870	152,817	109,896
Comprehensive (income) loss attributable to noncontrolling interests	(39,372)	300	144
Comprehensive income attributable to Vail Resorts, Inc.	$ 256,498	$ 153,117	$ 110,040

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

Vail Resorts, Inc.
Consolidated Statements of Stockholders' Equity
(In thousands, except share amounts)

	Common Stock		Additional Paid in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock	Total Vail Resorts, Inc. Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
	Vail Resorts	Exchangeable							
Balance, July 31, 2014	$ 412	$ —	$ 612,322	$ (199)	$ 401,500	$(193,192)	$ 820,843	$ 13,957	$ 834,800
Comprehensive income (loss):									
Net income (loss)	—	—	—	—	114,754	—	114,754	(144)	114,610
Foreign currency translation adjustments, net of tax	—	—	—	(4,714)	—	—	(4,714)	—	(4,714)
Total comprehensive income (loss)							110,040	(144)	109,896
Stock-based compensation (Note 15)	—	—	15,753	—	—	—	15,753	—	15,753
Issuance of shares under share award plan net of shares withheld for taxes (Note 15)	3	—	(17,189)	—	—	—	(17,186)	—	(17,186)
Tax benefit from share award plan	—	—	12,624	—	—	—	12,624	—	12,624
Dividends (Note 3)	—	—	—	—	(75,506)	—	(75,506)	—	(75,506)
Contributions from noncontrolling interests, net	—	—	—	—	—	—	—	205	205
Balance, July 31, 2015	415	—	623,510	(4,913)	440,748	(193,192)	866,568	14,018	880,586
Comprehensive income (loss):									
Net income (loss)	—	—	—	—	149,754	—	149,754	(300)	149,454
Foreign currency translation adjustments and other, net of tax	—	—	—	3,363	—	—	3,363	—	3,363
Total comprehensive income (loss)							153,117	(300)	152,817
Stock-based compensation (Note 15)	—	—	17,025	—	—	—	17,025	—	17,025
Issuance of shares under share award plan net of shares withheld for taxes (Note 15)	1	—	(10,216)	—	—	—	(10,215)	—	(10,215)
Tax benefit from share award plan	—	—	5,667	—	—	—	5,667	—	5,667
Repurchases of common stock (Note 14)	—	—	—	—	—	(53,787)	(53,787)	—	(53,787)
Dividends (Note 3)	—	—	—	—	(103,835)	—	(103,835)	—	(103,835)
Contributions from noncontrolling interests, net	—	—	—	—	—	—	—	208	208
Balance, July 31, 2016	416	—	635,986	(1,550)	486,667	(246,979)	874,540	13,926	888,466
Comprehensive income:									
Net income	—	—	—	—	210,553	—	210,553	21,165	231,718
Foreign currency translation adjustments, net of tax	—	—	—	45,945	—	—	45,945	18,207	64,152
Total comprehensive income							256,498	39,372	295,870
Stock-based compensation (Note 15)	—	—	18,315	—	—	—	18,315	—	18,315
Shares issued for acquisition (Note 5)	33	4	574,608	—			574,645		574,645
Exchangeable share transfers	3	(3)	—	—	—	—	—	—	—
Issuance of shares under share award plan net of shares withheld for taxes (Note 15)	2	—	(16,277)	—	—	—	(16,275)	—	(16,275)
Tax benefit from share award plan	—	—	9,878	—	—	—	9,878	—	9,878
Repurchases of common stock (Note 14)	—	—	—	—	—	(210)	(210)	—	(210)
Dividends (Note 3)	—	—	—	—	(146,235)	—	(146,235)	—	(146,235)
Acquisition of noncontrolling interest (Note 5)	—	—	—	—	—	—	—	182,579	182,579
Distributions to noncontrolling interests, net	—	—	—	—	—	—	—	(8,074)	$ (8,074)
Balance, July 31, 2017	$ 454	$ 1	$ 1,222,510	$ 44,395	$ 550,985	$(247,189)	$ 1,571,156	$ 227,803	$ 1,798,959

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

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

	Year Ended July 31,		
	2017	2016	2015
Cash flows from operating activities:			
Net income	$ 231,718	$ 149,454	$ 114,610
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	189,157	161,488	149,123
Cost of real estate sales	13,097	15,724	32,190
Stock-based compensation expense	18,315	17,025	15,753
Deferred income taxes, net	36,437	7,626	12,968
Canyons obligation accreted interest expense	5,687	5,644	5,596
Change in fair value of contingent consideration	16,300	4,200	(3,650)
Foreign currency gain on intercompany loans	(15,285)	—	—
Gain on litigation settlement	—	—	(16,400)
Park City litigation settlement payment	—	—	(10,000)
Gain on sale of real property	(6,766)	(5,295)	(151)
Loss on extinguishment of debt	—	—	11,012
Payment of tender premium	—	—	(8,636)
Other non-cash income, net	(15,063)	(8,044)	(6,930)
Changes in assets and liabilities, net of effects of acquisitions:			
Restricted cash	2,206	6,966	162
Accounts receivable, net	(36,291)	(32,991)	(15,350)
Inventories, net	8,086	(843)	(1,304)
Accounts payable and accrued liabilities	(14,177)	42,367	4,498
Income taxes payable	18,076	56,553	41,783
Other assets and liabilities, net	5,417	6,888	(21,614)
Net cash provided by operating activities	456,914	426,762	303,660
Cash flows from investing activities:			
Capital expenditures	(144,432)	(109,237)	(123,884)
Acquisition of businesses, net of cash acquired	(553,220)	(20,245)	(307,051)
Cash received from sale of real property	7,992	7,386	2,541
Other investing activities, net	6,824	(1,920)	1,326
Net cash used in investing activities	(682,836)	(124,016)	(427,068)
Cash flows from financing activities:			
Proceeds from borrowings under Vail Holdings Credit Agreement term loan	509,375	—	250,000
Proceeds from borrowings under Vail Holdings Credit Agreement revolver	160,000	210,000	438,000
Proceeds from borrowings under Whistler Credit Agreement revolver	16,917	—	—
Repayments on tender of 6.50% Notes	—	—	(215,000)
Repayments on tender of Industrial Development Bonds	—	—	(41,200)
Repayments of borrowings under Vail Holdings Credit Agreement term loan	(28,125)	(9,375)	—
Repayments of borrowings under Vail Holdings Credit Agreement revolver	(185,000)	(320,000)	(253,000)
Repayments of borrowings under Whistler Credit Agreement revolver	(53,889)	—	—
Repurchases of common stock	(210)	(53,787)	—
Dividends paid	(146,235)	(103,835)	(75,506)
Other financing activities, net	(941)	5,780	11,957
Net cash provided by (used in) financing activities	271,892	(271,217)	115,251
Effect of exchange rate changes on cash and cash equivalents	3,522	909	(790)
Net increase (decrease) in cash and cash equivalents	49,492	32,438	(8,947)
Cash and cash equivalents:			
Beginning of period	$ 67,897	$ 35,459	$ 44,406
End of period	$ 117,389	$ 67,897	$ 35,459
Cash paid for interest	$ 46,454	$ 33,243	$ 46,483
Taxes paid (refunded), net	$ 49,373	$ 21,994	$ (4,421)
Non-cash investing activities:			
Accrued capital expenditures	$ 14,631	$ 16,267	$ 6,267
Capital expenditures made under long-term financing	$ —	$ —	$ 7,037

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

Notes to Consolidated Financial Statements

1. Organization and Business

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

In the Mountain segment, the Company operates eleven world-class mountain resort properties and three urban ski areas including:

Mountain Resorts:	Location:
1. Vail Mountain Resort ("Vail Mountain")	*Colorado*
2. Breckenridge Ski Resort ("Breckenridge")	*Colorado*
3. Keystone Resort ("Keystone")	*Colorado*
4. Beaver Creek Resort ("Beaver Creek")	*Colorado*
5. Park City Resort ("Park City")	*Utah*
6. Heavenly Mountain Resort ("Heavenly")	*Lake Tahoe area of Nevada and California*
7. Northstar Resort ("Northstar")	*Lake Tahoe area of California*
8. Kirkwood Mountain Resort ("Kirkwood")	*Lake Tahoe area of California*
9. Perisher Ski Resort ("Perisher")	*New South Wales, Australia*
10. Whistler Blackcomb Resort ("Whistler Blackcomb")	*British Columbia, Canada*
11. Stowe Mountain Resort ("Stowe")	*Vermont*
Urban Ski Areas ("Urban"):	**Location:**
1. Wilmot Mountain ("Wilmot")	*Wisconsin*
2. Afton Alps Ski Area ("Afton Alps")	*Minnesota*
3. Mount Brighton Ski Area ("Mt. Brighton")	*Michigan*

Additionally, the Mountain segment includes ancillary services, primarily including ski school, dining and retail/rental operations, and for Perisher including lodging and transportation operations. The resorts located in the United States ("U.S."), except for Northstar, Park City, Stowe and the Urban ski areas, operate primarily on federal land under the terms of Special Use Permits granted by the U.S. Department of Agriculture Forest Service. The operations of Whistler Blackcomb are conducted on land owned by the government of the Province of British Columbia, Canada within the traditional territory of the Squamish and Lil'wat Nations. The operations of Perisher are conducted pursuant to a long-term lease and license on land owned by the government of New South Wales, Australia. Stowe operates on land owned by the Company as well as land it leases from the State of Vermont.

In the Lodging segment, the Company owns and/or manages a collection of luxury hotels and condominiums under its RockResorts brand, as well as 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") concessionaire properties including the Grand Teton Lodge Company ("GTLC"), which operates destination resorts in Grand Teton National Park, Colorado Mountain Express ("CME"), a Colorado resort ground transportation company, and mountain resort golf courses.

Vail Resorts Development Company ("VRDC"), a wholly-owned subsidiary, conducts the operations of the Company's Real Estate segment, which 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 with peak operating seasons primarily from mid-November through mid-April in North America. The Company's operating season at Perisher, its NPS concessionaire properties and its golf courses generally occur from June to early October.

2. Summary of Significant Accounting Policies

Financial Statement Presentation-- The Consolidated Statements of Operations for the years ended July 31, 2016 and 2015 have been revised to separately disclose revenues and costs from retail and dining operations, as well as general and administrative costs. Retail and dining revenues were previously included within Mountain and Lodging revenues, and the related costs were previously included in Mountain and Lodging operating costs. Management considers the change in presentation of our Consolidated Statement of Operations to be immaterial to all periods presented. There is no change to previously reported total net revenue, operating expense, income from operations, net income attributable to Vail Resorts, Inc., per share amounts or segment results.

Principles of Consolidation-- The accompanying Consolidated Financial Statements include the accounts of the Company, its consolidated subsidiaries for which the Company has a controlling financial interest. Investments in which the Company does not have a controlling financial interest are accounted for under the equity method. All significant intercompany transactions have been eliminated in consolidation.

Cash and Cash Equivalents-- The Company considers all highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents.

Accounts receivable-- The Company records trade accounts receivable in the normal course of business related to the sale of products or services. The Company generally charges interest on past due accounts at a rate of 18% per annum. The allowance for doubtful accounts is based on a specific reserve analysis and on a percentage of accounts receivable and takes into consideration such factors as historical write-offs, the economic climate and other factors that could affect collectability. Write-offs are evaluated on a case by case basis.

Inventories-- The Company's inventories consist primarily of purchased retail goods, food and beverage items and spare parts. Inventories are stated at the lower of cost or fair value, determined using primarily an average weighted cost method. The Company records a reserve for estimated shrinkage and obsolete or unusable inventory.

Property, Plant and Equipment-- Property, plant and equipment is carried at cost net of accumulated depreciation. Repairs and maintenance are expensed as incurred. Expenditures that improve the functionality of the related asset or extend the useful life are capitalized. When property, plant and equipment is retired or otherwise disposed of, the related gain or loss is included in operating income. Leasehold improvements are amortized on the straight-line method over the shorter of the remaining lease term or estimated useful life of the asset. Depreciation is calculated on the straight-line method, including property, plant and equipment under capital leases, generally based on the following useful lives:

	Estimated Life in Years
Land improvements	10-35
Buildings and building improvements	7-30
Machinery and equipment	2-30
Furniture and fixtures	3-10
Software	3
Vehicles	3-10

Real Estate Held for Sale and Investment-- The Company capitalizes as real estate held for sale and investment the original land acquisition cost, direct construction and development costs, property taxes, interest recorded on costs related to real estate under development and other related costs. Additionally, the Company records depreciation on completed condominium units that are placed in rental programs until such units are sold. Sales and marketing expenses are charged against income in the period incurred. Sales commission expenses are charged against income in the period that the related revenue from real estate sales is recorded.

Deferred Financing Costs-- Certain costs incurred with the issuance of debt securities are capitalized and included as a reduction in the net carrying value of long-term debt, net of accumulated amortization, with the exception of costs incurred related to line-of-credit arrangements, which are included in deferred charges and other assets, net of accumulated amortization. Amortization is charged to interest expense over the respective term of the applicable debt issues. When debt is extinguished prior to its maturity date, the amortization of the remaining unamortized deferred financing costs, or pro-rata portion thereof, is charged to loss on extinguishment of debt.

Goodwill and Intangible Assets-- The Company has classified as goodwill the cost in excess of estimated fair value of the net assets of businesses acquired in purchase transactions. The Company's major intangible asset classes are trademarks, water rights, customer lists, property management contracts, Forest Service permits and excess reorganization value. Goodwill and various indefinite-lived intangible assets, including excess reorganization value and certain trademarks and water rights, are not amortized but are subject to at least annual impairment testing. The Company tests annually (or more often, if necessary) for impairment as of May 1. Amortizable intangible assets are amortized over the shorter of their contractual terms or estimated useful lives.

The testing for impairment consists of a comparison of the estimated fair value of the assets with their net carrying values. If the net carrying amount of the assets exceed its estimated fair value, an impairment will be recognized for indefinite-lived intangibles, excluding goodwill, in an amount equal to that excess. To the extent the net carrying amount of goodwill assigned to a reporting unit exceeds its estimated fair value, an impairment may be recognized based on a hypothetical purchase price allocation of the estimated fair value to the underlying assets and liabilities of the reporting unit. If the net carrying amount of the assets does not exceed the estimated fair value, no impairment loss is recognized. For the testing of goodwill for impairment, the Company performs a qualitative analysis to determine whether it is more likely than not that the fair value of a reporting unit exceeds the carrying amount. If it is determined, based on qualitative factors, that the fair value of the reporting unit may be more likely than not less than carrying amount, or if significant changes to macro-economic factors related to the reporting unit have occurred that could materially impact fair value, a quantitative goodwill impairment test would be required, in which the Company determines the estimated fair value of its reporting units using discounted cash flow analyses. The estimated fair value of indefinite-lived intangible assets is estimated using an income approach. The Company determined that there was no impairment to goodwill definite or indefinite-lived intangible assets for the years ended July 31, 2017, 2016 and 2015.

Long-lived Assets-- The Company evaluates potential impairment of long-lived assets and long-lived assets to be disposed of whenever events or changes in circumstances indicate that the net carrying amount of an asset may not be fully recoverable. If the sum of the expected cash flows, on an undiscounted basis, is less than the net carrying amount of the asset, an impairment loss is recognized in the amount by which the net carrying amount of the asset exceeds its estimated fair value. The Company does not believe any events or changes in circumstances indicating an impairment of the net carrying amount of a long-lived asset occurred during the years ended July 31, 2017, 2016 and 2015.

Revenue Recognition-- The following describes the composition of revenues for the Company:

- Mountain revenue is derived from a wide variety of sources, including, among other things, sales of lift tickets (including season passes), ski school operations, other on-mountain activities, dining operations, retail sales, equipment rentals, private ski club amortized initiation fees and dues, marketing and internet advertising, commercial leasing, employee housing, municipal services and lodging and transportation operations at Perisher, and is recognized as products are delivered or services are performed. The Company records deferred revenue related to the sale of season ski passes. The number of season pass holder visits is estimated based on historical data and the deferred revenue is recognized throughout the ski season based on this estimate, or on a straight-line basis if usage patterns cannot be determined based on available historical data.
- Revenue from non-refundable private club initiation fees is recognized over the estimated life of the facilities on a straight-line basis upon inception of the club. As of July 31, 2017, the weighted average remaining period over which the private club initiation fees will be recognized is approximately 13 years. Additionally, certain club initiation fees are refundable in 30 years after the date of acceptance of a member. Under these memberships, the difference between the amount paid by the member and the present value of the refund obligation is recorded as deferred initiation fee revenue in the Company's Consolidated Balance Sheets and recognized as revenue on a straight-line basis over 30 years. The present value of the refund obligation is recorded as an initiation deposit liability and accretes over the nonrefundable term using the effective interest method. The accretion is included in interest expense.
- Lodging revenue is derived from a wide variety of sources, including, among other things, hotel operations, dining operations, property management services, managed hotel property payroll cost reimbursements, private golf club amortized initiation fees and dues, transportation services and golf course greens fees, and is recognized as products are delivered or services are performed. Revenue from payroll cost reimbursements relates to payroll costs of managed hotel properties where the Company is the employer. The reimbursements are based upon the costs incurred with no added margin; therefore, these revenues and corresponding expenses have no net effect on the Company's operating income or net income.
- Real estate revenue primarily includes the sale of land parcels and condominium units (of which the Company had sold-out of available condominium units as of July 31, 2017) and is recorded primarily using the full accrual method and occurs only upon the following: (i) substantial completion of the entire development project, if applicable, (ii) receipt of certificates of occupancy or temporary certificates of occupancy from local governmental agencies, if applicable, (iii) closing of the sales transaction including receipt of all, or substantially all, sales proceeds (including any deposits previously received) and (iv) transfer of ownership.

Real Estate Cost of Sales-- Costs of real estate transactions include direct project costs, common cost allocations (primarily determined on relative sales value) and sales commission expense. The Company utilizes the relative sales value method to determine cost of sales for condominium units sold within a project when specific identification of costs cannot be reasonably determined.

Foreign Currency Translation -- The functional currency of the Company's entities operating outside of the United States is the principal currency of the economic environment in which the entity primarily generates and expends cash, which is the local currency. The assets and liabilities of these foreign operations are translated at the exchange rate in effect as of the balance sheet dates. Income and expense items are translated using the weighted average exchange rate for the period. Translation adjustments from currency exchange, including intercompany transactions of a long-term nature, are recorded in accumulated other comprehensive income (loss) as a separate component of stockholders' equity. Intercompany transactions that are not of a long-term nature are reported as gains and losses within "segment operating expense" and for intercompany loans within "foreign currency gain on intercompany loans" on the Company's Consolidated Statements of Operations.

Reserve Estimates-- The Company uses estimates to record reserves for certain liabilities, including medical claims, workers' compensation claims, third-party loss contingencies and property taxes, among other items. The Company estimates the probable costs related to these liabilities that will be incurred and records that amount as a liability in its consolidated financial statements. Additionally, the Company records, as applicable, receivables related to insurance recoveries for loss contingencies if deemed probable of recovery. These estimates are reviewed and adjusted as the facts and circumstances change. The Company records legal costs related to defending claims as incurred.

Advertising Costs-- Advertising costs are expensed at the time such advertising commences. Advertising expense for the years ended July 31, 2017, 2016 and 2015 was $40.0 million, $32.3 million and $27.5 million, respectively. Prepaid advertising costs as of July 31, 2017 and 2016 was $0.1 million and $0.3 million, respectively, and is reported within "other current assets" in the Company's Consolidated Balance Sheets.

Income Taxes-- The Company's provision for income taxes is based on current pre-tax income, changes in deferred tax assets and liabilities and changes in estimates with regard to uncertain tax positions. Deferred tax assets and liabilities are recorded for the estimated future tax effects of temporary differences between the tax bases of assets and liabilities and amounts reported in the accompanying Consolidated Balance Sheets and for operating loss and tax credit carryforwards. The change in deferred tax assets and liabilities for the period measures the deferred tax provision or benefit for the period. Effects of changes in enacted tax laws on deferred tax assets and liabilities are reflected as adjustments to the tax provision or benefit in the period of enactment. The Company provides for taxes that may be payable if undistributed earnings of foreign subsidiaries were to be remitted to the U.S., except for those earnings that the Company considers to be permanently reinvested. The Company's deferred tax assets have been reduced by a valuation allowance to the extent it is deemed to be more likely than not that some or all of the deferred tax assets will not be realized. The Company recognizes liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is "more-likely-than-not" to be sustained, on audit, including resolution of related appeals or litigation processes, if any. The second step requires the Company to estimate and measure the largest tax benefit that is cumulatively greater than 50% likely of being realized upon ultimate settlement. Interest and penalties accrued in connection with uncertain tax positions are recognized as a component of income tax expense (see Note 9, Income Taxes, for more information).

Fair Value of Financial Instruments-- The recorded amounts for cash and cash equivalents, receivables, other current assets and accounts payable and accrued liabilities approximate fair value due to their short-term nature. The fair value of amounts outstanding under the Company's credit agreements and the Employee Housing Bonds (as defined in Note 4, Long-Term Debt) approximate book value due to the variable nature of the interest rate, which is a market rate, associated with the debt.

Stock-Based Compensation-- Stock-based compensation expense is measured at the grant date based upon the estimated fair value of the portion of the award that is ultimately expected to vest and is recognized as expense over the applicable vesting period of the award generally using the straight-line method (see Note 15, Stock Compensation Plan for more information). The following table shows total stock-based compensation expense for the years ended July 31, 2017, 2016 and 2015 included in the Consolidated Statements of Operations (in thousands):

	Year Ended July 31,		
	2017	**2016**	**2015**
Mountain stock-based compensation expense	$ 14,969	$ 13,404	$ 11,841
Lodging stock-based compensation expense	3,215	3,094	2,621
Real Estate stock-based compensation expense	131	527	1,291
Pre-tax stock-based compensation expense	18,315	17,025	15,753
Less: benefit from income taxes	6,290	6,057	6,026
Net stock-based compensation expense	$ 12,025	$ 10,968	$ 9,727

Concentration of Credit Risk-- The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents and restricted cash. The Company places its cash and temporary cash investments in high-quality credit institutions. The Company does not enter into financial instruments for hedging, trading or speculative purposes. Concentration of credit risk with respect to accounts and notes receivables is limited due to the wide variety of customers and markets in which the Company transacts business, as well as their dispersion across many geographical areas. The Company performs ongoing credit evaluations of its customers and generally does not require collateral, but does require advance deposits on certain transactions.

Use of Estimates-- The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("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 period. Actual results could differ from those estimates.

Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)," which supersedes the revenue recognition requirements in Accounting Standards Codification 605, "Revenue Recognition." This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. Subsequent to the issuance of ASU 2014-09, the FASB has issued several amendments, which do not change the core principle of the guidance and are intended to clarify and improve understanding of certain topics included within the revenue standard. This standard will be effective for the first interim period within fiscal years beginning after December 15, 2017 (the Company's first quarter of fiscal 2019), using one of two retrospective application methods. The Company will not early adopt this standard and is evaluating the impacts, if any, the adoption of this accounting standard will have on the Company's financial position or results of operations and cash flows and related disclosures and is determining the appropriate transition method.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)," which supersedes "Leases (Topic 840)." The standard requires lessees to recognize the assets and liabilities arising from all leases, including those classified as operating leases under previous accounting guidance, on the balance sheet and disclose key information about leasing arrangements. The standard also allows for an accounting policy election not to recognize on the balance sheet lease assets and liabilities for leases with a term of 12 months or less. Under the new guidance, lessees will be required to recognize a lease liability and a right-of-use asset on their balance sheets, while lessor accounting will be largely unchanged. The standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those years (the Company's first quarter of fiscal 2020), and must be applied using a modified retrospective transition approach to leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with early adoption permitted. The Company is currently evaluating the impacts the adoption of this accounting standard will have on the Company's financial position or results of operations and cash flows and related disclosures. Additionally, the Company is evaluating the impacts of the standard beyond accounting, including system, data and process changes required to comply with the standard.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting." The new guidance requires companies to record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement when the awards vest or are settled. The guidance also requires companies to present excess tax benefits as an operating activity and cash paid to a taxing authority to satisfy statutory withholding as a financing activity on the statement of cash flows. Additionally, the guidance allows companies to make a policy election to account for forfeitures either upon occurrence or by estimating forfeitures. The standard is effective for financial statements issued for fiscal years beginning after December 15, 2016 (the Company's first quarter of fiscal 2018). The Company will adopt this standard in the first quarter of fiscal 2018 and will prospectively record excess tax benefits and deficiencies within the provision or benefit for income taxes on its Consolidated Statements of Operations when stock-based compensation awards vest or are exercised. This will increase volatility of the provision or benefit for income taxes as the amount of excess tax benefits or deficiencies from stock-based compensation awards are dependent on the Company's stock price at the date the awards vest or are exercised. The Company will also prospectively present excess tax benefits as operating activities and cash paid to taxing authorities on an employee's behalf as financing activities on its Consolidated Statements of Cash Flows, neither of which will have an impact to the Company's total cash flows. Additionally, the Company will elect to record actual forfeitures for recording stock-based compensation expense when they occur, rather than estimate expected forfeitures, which is not expected to have a material impact to the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." The standard provides guidance for eight targeted changes with respect to how cash receipts and cash payments are classified in the statements of cash flows, with the objective of reducing diversity in practice. The standard is effective for financial statements issued for fiscal years beginning after December 15, 2017 (the Company's first quarter of fiscal 2019), with early adoption permitted. The Company is currently evaluating the impacts the adoption of this accounting standard will have on the Company's cash flows.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." The standard simplifies interim and annual goodwill impairment testing by eliminating step two, a hypothetical purchase price allocation, from the goodwill impairment test and leaving step one unchanged. Under the new guidance, companies will continue to complete step one by comparing the estimated fair value of their reporting units with their respective carrying amounts, and will recognize an impairment charge, if any, for the amount by which the carrying amount exceeds the reporting unit's estimated fair value. The standard is effective for financial statements issued for fiscal years beginning after December 15, 2019 (the Company's first quarter of fiscal 2021), with early adoption permitted. The Company is currently analyzing provisions of the standard to determine if early adoption is warranted for purposes of simplification.

3. Net Income Per Common Share

Earnings per Share

Basic earnings per share ("EPS") excludes dilution and is computed by dividing net income 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.

In connection with the Company's acquisition of Whistler Blackcomb in October 2016 (see Note 5, Acquisitions), the Company issued consideration in the form of shares of Vail Resorts common stock (the "Vail Shares") and shares of the Company's wholly-owned Canadian subsidiary ("Exchangeco"). Whistler Blackcomb shareholders elected to receive 3,327,719 Vail Shares and 418,095 shares of Exchangeco (the "Exchangeco Shares"). Both Vail Shares and Exchangeco Shares have a par value of $0.01 per share, and Exchangeco Shares, while outstanding, are substantially the economic equivalent of the Vail Shares and are exchangeable, at any time prior to the seventh anniversary of the closing of the acquisition, into Vail Shares. The Company's calculation of weighted-average shares outstanding includes the Exchangeco Shares.

Presented below is basic and diluted EPS for the years ended July 31, 2017, 2016 and 2015 (in thousands, except per share amounts):

	Year Ended July 31,					
	2017		2016		2015	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Net income per share:						
Net income attributable to Vail Resorts	$ 210,553	$ 210,553	$ 149,754	$ 149,754	$ 114,754	$ 114,754
Weighted-average shares outstanding	39,158	39,158	36,276	36,276	36,342	36,342
Weighted-average Exchangeco shares outstanding	93	93	—	—	—	—
Total Weighted-average shares outstanding	39,251	39,251	36,276	36,276	36,342	36,342
Effect of dilutive securities	—	1,115	—	1,036	—	1,064
Total shares	39,251	40,366	36,276	37,312	36,342	37,406
Net income per share attributable to Vail Resorts	$ 5.36	$ 5.22	$ 4.13	$ 4.01	$ 3.16	$ 3.07

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 on the exercise of share based awards that were excluded from the calculation of diluted net income per share because the effect of their inclusion would have been anti-dilutive totaled approximately 9,000, 18,000 and 11,000 for the years ended July 31, 2017, 2016 and 2015, respectively.

Dividends

In fiscal 2011, the Company's Board of Directors approved the commencement of a regular quarterly cash dividend on the Company's common stock at an annual rate of $0.60 per share, subject to quarterly declaration. Since the initial commencement of a regular quarterly cash dividend, the Company's Board of Directors has annually approved an increase to the cash dividend on the Company's common stock and on March 9, 2017, the Company's Board of Directors approved an increase of approximately 30% in the annual cash dividend to an annual rate of $4.212 per share, subject to quarterly declaration. For the year ended July 31, 2017, the Company paid cash dividends of $3.726 per share ($146.2 million in the aggregate). On September 27, 2017 the Company's Board of Directors approved a quarterly cash dividend of $1.053 per share payable on October 27, 2017 to stockholders of record as of October 10, 2017. Additionally, a Canadian dollar equivalent dividend on the Exchangeco Shares will be payable on October 27, 2017 to the shareholders of record on October 10, 2017.

4. Long-Term Debt

Long-term debt as of July 31, 2017 and 2016 is summarized as follows (in thousands):

	Maturity		July 31, 2017		July 31, 2016
Vail Holdings Credit Agreement revolver (a)	2021	$	50,000	$	75,000
Vail Holdings Credit Agreement term loan (a)	2021		721,875		240,625
Whistler Credit Agreement revolver (b)	2021		113,119		—
Employee housing bonds (c)	2027-2039		52,575		52,575
Canyons obligation (d)	2063		328,786		323,099
Other (e)	2024-2028		10,166		11,021
Total debt			1,276,521		702,320
Less: Unamortized debt issuance costs			4,100		2,057
Less: Current maturities (f)			38,397		13,354
Long-term debt, net		$	1,234,024	$	686,909

(a) On October 14, 2016, in order to finance the cash portion of the consideration and payment of associated fees and expenses of the Whistler Blackcomb acquisition (see Note 5, Acquisitions), the Company's wholly-owned subsidiary, Vail Holdings, Inc. ("VHI") entered into the Second Amendment to the Seventh Amended and Restated Credit Facility, dated as of May 1, 2015 (the "Vail Holdings Credit Agreement"), with Bank of America, N.A., as administrative agent, and other lenders named therein, through which these lenders provided an additional $509.4 million in incremental term loans and agreed, on behalf of all lenders, to extend the maturity date for the outstanding term loans and revolver facility under the Vail Holdings Credit Agreement to October 14, 2021 (the "Amendment"). The Vail Holdings Credit Agreement consists of a $400.0 million revolving credit facility and a $750.0 million term loan facility. The other material terms of the Vail Holdings Credit Agreement were not altered by the Amendment. VHI's obligations under the Vail Holdings Credit Agreement are guaranteed by the Company and certain of its subsidiaries and are collateralized by a pledge of all the capital stock of VHI and substantially all of its subsidiaries (with certain additional exceptions for the pledge of the capital stock of foreign subsidiaries). In addition, pursuant to the terms of the Vail Holdings Credit Agreement, VHI has the ability to increase availability (under the revolver or in the form of term loans) to an aggregate principal amount not to exceed the greater of (i) $950.0 million and (ii) the product of 2.75 and the trailing twelve-month Adjusted EBITDA, as defined in the Vail Holdings Credit Agreement. The term loan facility is subject to quarterly amortization of principal of approximately $9.4 million, which began on January 31, 2017, in equal installments, with five percent payable in each year and the final payment of all amounts outstanding, plus accrued and unpaid interest due in October 2021. 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 facility, bear interest annually at the Company's option at the rate of (i) LIBOR plus 1.25% as of July 31, 2017 (2.48% as of July 31, 2017) or (ii) the Agent's prime lending rate plus a margin (2.48% as of July 31, 2017). 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, times the daily amount by which the Vail Holdings Credit Agreement commitment exceeds the total of outstanding loans and outstanding letters of credit. The unused amounts are accessible to the extent that the Net Funded Debt to Adjusted EBITDA ratio does not exceed the maximum ratio allowed at quarter-ends and the Adjusted EBITDA to interest on Funded Debt (as defined in the Vail Holdings Credit Agreement) ratio does not fall below the minimum ratio allowed at quarter-ends. The Vail Holdings Credit Agreement provides for affirmative and negative covenants that restrict, among other things, the Company's ability to incur indebtedness, dispose of assets, make capital expenditures, make distributions and make investments. In addition, the Vail Holdings Credit Agreement includes the following restrictive financial covenants: Net Funded Debt to Adjusted EBITDA ratio and Adjusted EBITDA to interest on Funded Debt ratio.

(b) The WB Partnerships (as defined in Note 5, Acquisitions) are party to a credit agreement, dated as of November 12, 2013 (as amended, the "Whistler Credit Agreement"), by and among Whistler Mountain Resort Limited Partnership ("Whistler LP"), Blackcomb Skiing Enterprises Limited Partnership ("Blackcomb LP"), certain subsidiaries of Whistler LP and Blackcomb LP party thereto as guarantors (the "Whistler Subsidiary Guarantors"), the financial institutions party thereto as lenders and The Toronto-Dominion Bank, as administrative agent. The Whistler Credit Agreement consists of a C$300.0 million revolving credit facility, which matures on November 12, 2021. The WB Partnerships' obligations under the Whistler Credit Agreement are guaranteed by the Whistler Subsidiary Guarantors and are collateralized by a pledge of the capital stock of the Whistler Subsidiary Guarantors and a pledge of substantially all of the assets of Whistler LP, Blackcomb LP and the Whistler Subsidiary Guarantors. In addition, pursuant to the terms of the Whistler Credit Agreement, the WB Partnerships have the ability to increase the commitment amount by up to C$75.0 million subject to lender approval. Borrowings under the Whistler Credit Agreement are available in Canadian or U.S. dollars and bear interest annually, subject to an applicable margin based on the WB Partnerships' Consolidated Total Leverage Ratio (as defined in the Whistler Credit Agreement), with pricing as of July 31, 2017, in the case of borrowings (i) in Canadian dollars, at the WB Partnerships' option, either (a) at the Canadian Prime Rate plus 0.75% per annum or (b) by way of the issuance of bankers' acceptances plus 1.75% per annum; and (ii) in U.S. dollars, at the WB Partnerships option, either at (a) the U.S. Base Rate plus 0.75% per annum or (b) Bankers Acceptance Rate plus 1.75% per annum. As of July 31, 2017 all borrowings under the Whistler Credit Agreement were made in Canadian dollars and by way of the issuance of bankers' acceptances plus 1.75% (2.90% as of July 31, 2017). The Whistler Credit Agreement also includes a quarterly unused commitment fee based on the Consolidated Total Leverage Ratio, which as of July 31, 2017 is equal to 0.3937% per annum. The Whistler Credit Agreement provides for affirmative and negative covenants that restrict, among other things, the WB Partnerships' ability to incur indebtedness and liens, dispose of assets, make capital expenditures, make distributions and make investments. In addition, the Whistler Credit Agreement includes the restrictive financial covenants (leverage ratios and interest coverage ratios) customary for facilities of this type. In connection with the Whistler Blackcomb transaction, the WB Partnerships obtained an amendment to the Whistler Credit Agreement to waive the change of control provision that otherwise would have required repayment in full of the facility as a result of the closing of the Whistler Blackcomb acquisition and to extend the maturity to November 12, 2021.

(c) The Company has recorded the outstanding debt of four Employee Housing Entities (each an "Employee Housing Entity" and collectively the "Employee Housing Entities"): Breckenridge Terrace, Tarnes, BC Housing and Tenderfoot. The proceeds of the Employee Housing Bonds were used to develop apartment complexes designated primarily for use by the Company's seasonal employees at its Colorado mountain resorts. The Employee Housing Bonds are variable rate, interest-only instruments with interest rates tied to LIBOR plus 0% to 0.09% (1.23% to 1.32% as of July 31, 2017).

Interest on the Employee Housing Bonds is paid monthly in arrears and the interest rate is adjusted weekly. No principal payments are due on the Employee Housing Bonds until maturity. Each Employee Housing Entity's bonds were issued in two series. The bonds for each Employee Housing Entity are backed by letters of credit issued under the Vail Holdings Credit Agreement. The table below presents the principal amounts outstanding for the Employee Housing Bonds as of July 31, 2017 (in thousands):

	Maturity (a)	Tranche A	Tranche B	Total
Breckenridge Terrace	2039	$ 14,980	$ 5,000	$ 19,980
Tarnes	2039	8,000	2,410	10,410
BC Housing	2027	9,100	1,500	10,600
Tenderfoot	2035	5,700	5,885	11,585
Total		$ 37,780	$ 14,795	$ 52,575

(d) On May 24, 2013, VR CPC Holdings, Inc. ("VR CPC"), a wholly-owned subsidiary of the Company, entered into a transaction agreement (the "Transaction Agreement") with affiliate companies of Talisker Corporation ("Talisker") pursuant to which the parties entered into a master lease agreement (the "Lease") and certain ancillary transaction documents on May 29, 2013 related to the former stand-alone Canyons Resort ("Canyons"), pursuant to which the Company assumed the resort operations of the Canyons. The Lease between VR CPC and Talisker has an initial term of 50 years with six 50-year renewal options. The Lease provides for $25 million in annual payments, which increase each year by an inflation linked index of CPI less 1%, with a floor of 2% per annum. Vail Resorts has guaranteed the payments under the Lease. The obligation at July 31, 2017 represents future lease payments for the remaining initial lease term of 50 years (including annual increases at the floor of 2%) discounted using an interest rate of 10%, and includes accumulated accreted interest expense of $23.5 million.

(e) Other obligations primarily consist of a $4.4 million note outstanding to the Colorado Water Conservation Board, which matures on September 16, 2028, and other financing arrangements. Other obligations, including the Colorado Water Conservation Board note, bear interest at rates ranging from 5.1% to 5.5%.

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

Aggregate maturities for debt outstanding, including capital lease obligations, as of July 31, 2017 reflected by fiscal year are as follows (in thousands):

		Total
2018	$	38,397
2019		38,455
2020		38,516
2021		38,580
2022		736,141
Thereafter		386,432
Total debt	$	1,276,521

The Company recorded gross interest expense of $54.1 million, $42.4 million and $51.2 million for the years ended July 31, 2017, 2016 and 2015, respectively, of which $1.1 million, $1.0 million and $1.3 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 of $210.0 million requiring 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 $15.3 million in foreign currency gains on the intercompany loan to Whistler Blackcomb during the year ended July 31, 2017 on the Company's Consolidated Statements of Operations.

The Company recorded a loss on extinguishment of debt of $11.0 million for the year ended July 31, 2015 in connection with redemptions of the remaining $215.0 million of its 6.50% Senior Subordinated Notes ("6.50% Notes") outstanding and the entire $41.2 million of its Industrial Development Bonds outstanding. The loss included early redemption premiums of 3.25% for the 6.50% Notes and 4.00% for the Industrial Development Bonds, or $8.6 million in total, and a $2.4 million write-off of associated unamortized debt issuance costs.

5. Acquisitions

Stowe

On June 7, 2017, the Company, through a wholly-owned subsidiary, acquired Stowe Mountain Resort in Stowe, Vermont, from Mt. Mansfield Company, Inc., a wholly-owned subsidiary of American International Group, Inc., for total cash consideration of $40.9 million. The Company acquired all of the assets related to the mountain operations of the resort, including base area skier services (food and beverage, retail and rental, lift ticket offices and ski and snowboard school facilities). The purchase price was allocated to identifiable tangible and intangible assets acquired based on their estimated fair values at the acquisition date. The Company has completed its preliminary purchase price allocation and has recorded $39.3 million in property, plant and equipment; $3.0 million in intangible assets; $2.3 million in other assets; and $3.7 million of assumed liabilities on the date of acquisition. The Company has recognized $2.0 million of transaction related expenses associated with the transaction in Mountain and Lodging operating expense in the Consolidated Statements of Operations for the year ended July 31, 2017. The operating results of Stowe are reported within the Mountain segment.

Whistler Blackcomb

On October 17, 2016, the Company, through Exchangeco, acquired all of the outstanding common shares of Whistler Blackcomb, for aggregate purchase consideration paid to Whistler Blackcomb shareholders of $1.09 billion. The consideration paid consisted of (i) approximately C$673.8 million ($512.6 million) in cash (or C$17.50 per Whistler Blackcomb share), (ii)3,327,719 Vail Shares and (iii) 418,095 Exchangeco Shares. Each Exchangeco Share is exchangeable by the holder thereof for one Vail Share (subject to customary adjustments for stock splits or other reorganizations). In addition, the Company may require all outstanding Exchangeco Shares to be exchanged into an equal number of Vail Shares upon the occurrence of certain events and at any time following the seventh anniversary of the closing of the acquisition. While outstanding, holders of Exchangeco Shares are entitled to cast votes on matters for which holders of Vail Shares are entitled to vote and are entitled to receive dividends economically equivalent to the dividends declared by the Company with respect to the Vail Shares.

Whistler Blackcomb owns a 75% interest in each of Whistler LP and Blackcomb LP (the "WB Partnerships"), which together operate Whistler Blackcomb resort, a year round mountain resort in British Columbia, Canada with a comprehensive offering of recreational activities, including both snow sports and summer activities. The remaining 25% limited partnership interest in each of the WB Partnerships is owned by Nippon Cable Co. Ltd. ("Nippon Cable"), an unrelated party to the Company. The WB Partnerships hold land leases and rights-of-way under long-term agreements with the government of the province of British Columbia, Canada within the traditional territory of the Squamish and Lil'wat Nations, which provide for the use of land at Whistler Mountain and Blackcomb Mountain.

The Company executed forward contracts for the underlying Canadian dollar cash consideration to economically hedge the risk associated with the U.S. dollar to Canadian dollar exchange rates. The Company's total cost was $509.2 million to accumulate C $673.8 million which was required for the cash component of the purchase consideration. The estimated fair value of the Canadian dollars was approximately $512.6 million upon settlement. Accordingly, the Company realized a gain of $3.4 million on foreign currency exchange rate changes. The gain on foreign currency is a separate transaction as it primarily benefited the Company and therefore the Company recorded this gain within Investment income and other, net in its Consolidated Statements of Operations. The estimated fair value of $512.6 million is considered the cash component of the purchase consideration.

The Company held shares of Whistler Blackcomb common stock prior to the acquisition and, as such, the acquisition-date estimated fair value of this previously held investment was a component of the purchase consideration. Based on the acquisition-date estimated fair value of this investment of $4.3 million, the Company recorded a gain of $0.8 million within Investment income and other, net in its Consolidated Statements of Operations.

Nippon Cable's 25% limited partnership interest is a noncontrolling economic interest containing certain protective rights and no ability to participate in the day to day operations of the WB Partnerships. The WB Partnership agreements provide that distributions made out of the partnerships be made on the basis of 75% to Whistler Blackcomb and 25% to Nippon Cable. In addition, based upon the terms of the WB Partnership agreements, the annual distribution rights are non-transferable and transfer of the limited partnership interest is limited to Nippon Cable's entire interest. Accordingly, the estimate of fair value associated with the noncontrolling interest at the date of acquisition has been determined based on expected underlying cash flows of the WB Partnerships discounted at a rate commensurate with a market participant's expected rate of return for an equity instrument with these associated restrictions.

The following summarizes the purchase consideration and the estimated fair values of the identifiable assets acquired and liabilities assumed at the date the transaction was effective (in thousands, except exchange ratio and share price):

(in thousands, except exchange ratio and share price amounts)		Acquisition Date Estimated Fair Value
Total Whistler Blackcomb shares acquired		38,500
Exchange ratio as of October 14, 2016		0.097294
Total Vail Resorts shares issued to Whistler Blackcomb shareholders		3,746
Vail Resorts closing share price on October 14, 2016	$	153.41
Total value of Vail Resorts shares issued	$	574,645
Total cash consideration paid at C$17.50 ($13.31 on October 17, 2016) per Whistler Blackcomb share		512,558
Total purchase consideration to Whistler Blackcomb shareholders		1,087,203
Estimated fair value of previously held investment in Whistler Blackcomb		4,308
Estimated fair value of Nippon Cable's 25% interest in Whistler Blackcomb		182,579
Total estimated purchase consideration	$	1,274,090
Allocation of total estimated purchase consideration:		
Estimated fair values of assets acquired:		
Current assets	$	36,820
Property, plant and equipment		332,609
Real estate held for sale and investment		8,216
Goodwill		956,739
Identifiable intangibles		152,035
Deferred income taxes, net		7,861
Other assets		1,973
Current liabilities		(74,086)
Assumed long-term debt		(144,922)
Other long-term liabilities		(3,155)
Net assets acquired	$	1,274,090

During the year ended July 31, 2017, the Company recorded adjustments in the measurement period to its purchase price allocation of $7.9 million, net, which primarily increased the deferred income taxes, net asset with a corresponding decrease to goodwill.

The estimated fair values of assets acquired and liabilities assumed in the acquisition of Whistler Blackcomb are substantially complete and are based on the information that was available as of the acquisition date. The Company believes such information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed; however, the Company is obtaining additional information necessary to finalize those estimated fair values. Therefore, the 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.

The estimated fair values of definite-lived and indefinite-lived identifiable intangible assets were determined using significant estimates and assumptions. The estimated fair value and estimated useful lives of identifiable intangible assets, where applicable, are as follows.

		Estimated Fair Value	Weighted Average Amortization Period
		($ in thousands)	(in years) [1]
Trademarks	$	139,977	n/a
Season pass holder relationships		7,950	5
Property management contracts		4,108	n/a
Total acquired identifiable intangible assets	$	152,035	

(1) Trademarks and property management contracts are indefinite-lived intangible assets.

The excess of the purchase consideration over the aggregate estimated fair values of assets acquired and liabilities assumed was recorded as goodwill. The goodwill recognized is attributable primarily to expected cost efficiencies from the elimination of certain public company costs as well as other select areas of general and administrative functions, synergies, including utilization of the Company's yield management strategies at Whistler Blackcomb and increased season pass sales and visitation across the Company's resort portfolio, the assembled workforce of Whistler Blackcomb and other factors. The goodwill is not expected to be deductible for income tax purposes. The operating results of Whistler Blackcomb, which are primarily recorded in the Mountain segment, contributed $257.8 million of net revenue and $65.6 million of earnings for the year ended July 31, 2017, prospectively from the acquisition date of October 17, 2016. The Company recognized $3.2 million of Whistler Blackcomb transaction related expenses in Mountain and Lodging operating expense in the Consolidated Statements of Operations for the year ended July 31, 2017.

On February 23, 2017, Whistler LP, by its general partner Whistler Blackcomb Holdings Inc. ("WBHI"), a wholly-owned subsidiary of the Company, entered into a master development agreement (the "Whistler MDA") with Her Majesty, the Queen in Right of British Columbia (the "Province") with respect to the operation and development of Whistler Mountain. Additionally, on February 23, 2017, Blackcomb LP, by its general partner WBHI, entered into a master development agreement (the "Blackcomb MDA" and together with the Whistler MDA, the "MDAs") with the Province with respect to the operation and development of Blackcomb Mountain. Each of Whistler LP and Blackcomb LP were operating under existing master development agreements that terminated upon execution of the new MDAs. The MDAs grant a general license to the WB Partnerships to use the Whistler Mountain lands and the Blackcomb Mountain lands for the operation and development of the Whistler Blackcomb Resort. Each WB Partnership is permitted to develop new improvements to Whistler Mountain or Blackcomb Mountain, as the case may be, within standard municipal type development control conditions. The MDAs each have a term of 60 years and are replaceable for an additional 60 years by option exercisable by the WB Partnerships after the first 30 years of the initial term. In accordance with the MDAs, each WB Partnership is obligated to pay annual fees to the Province at a rate of 2% of certain gross revenues related to the Whistler Blackcomb Resort.

Whistler Blackcomb Pro Forma Financial Information

The following presents the unaudited pro forma consolidated financial information of the Company as if the acquisition of Whistler Blackcomb was completed on August 1, 2015. The following unaudited pro forma financial information includes adjustments for (i) depreciation on acquired property, plant and equipment; (ii) amortization of intangible assets recorded at the date of the transactions; (iii) transaction and business integration related costs; (iv) interest expense associated with financing the cash portion of the acquisition; and (v) total weighted average shares outstanding related to the acquisition; and excludes the impact of the intercompany loan. This unaudited pro forma financial information is presented for informational purposes only and does not purport to be indicative of the results of future operations or the results that would have occurred had the transaction taken place on August 1, 2015 (in thousands, except per share amounts).

	Year Ended July 31,	
	2017	**2016**
Pro forma net revenue	$ 1,929,882	$ 1,835,924
Pro forma net income attributable to Vail Resorts, Inc.	$ 212,475	$ 170,855
Pro forma basic net income per share attributable to Vail Resorts, Inc.	$ 5.31	$ 4.27
Pro forma diluted net income per share attributable to Vail Resorts, Inc.	$ 5.16	$ 4.16

Wilmot Mountain

On January 19, 2016, the Company, through a wholly-owned subsidiary, acquired all of the assets of Wilmot, a ski area located in Wisconsin near the Illinois state line, for total cash consideration of $20.2 million. The purchase price was allocated to identifiable tangible and intangible assets acquired and liabilities assumed based on their estimated fair value at the acquisition date. The Company has completed its purchase price allocation and has recorded $12.5 million in property, plant and equipment, $0.2 million in other assets, $0.4 million in other intangible assets (with a weighted-average amortization period of 10 years at the date of acquisition) and $0.3 million of assumed liabilities on the date of acquisition. The excess of the purchase price over the aggregate fair value of assets acquired and liabilities assumed was $7.4 million and was recorded as goodwill. The goodwill recognized is attributable primarily to expected synergies, the assembled workforce of Wilmot and other factors. The goodwill is deductible for income tax purposes. The operating results of Wilmot are reported within the Mountain segment.

Perisher Ski Resort

On June 30, 2015, the Company, through a wholly-owned subsidiary, acquired all of the entities that operate Perisher in New South Wales, Australia for total cash consideration of $124.6 million, net of cash acquired. The Company funded the cash purchase price through borrowings under the revolver portion of the Vail Holdings Credit Agreement. Perisher holds a long-term lease and license with the New South Wales Government under the National Parks and Wildlife Act, which expires in 2048 with a 20-year renewal option. The Company acquired the entities that hold the assets and conduct operations, including the long-term lease and license with the New South Wales government for the ski area and related amenities of Perisher, as well as assumed liabilities.

The following summarizes the 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
Accounts receivable	$ 1,494
Inventory	4,859
Property, plant and equipment	126,287
Intangible assets	5,458
Other assets	525
Goodwill	31,657
Total identifiable assets acquired	170,280
Accounts payable and accrued liabilities	11,394
Deferred revenue	15,906
Deferred income tax liability, net	18,429
Total liabilities assumed	45,729
Total purchase price, net of cash acquired	$ 124,551

The excess of the purchase price over the aggregate estimated fair values of assets acquired and liabilities assumed was recorded as goodwill. The goodwill recognized is attributable primarily to expected synergies, the assembled workforce of Perisher and other factors. None of the goodwill is deductible for income tax purposes under Australian tax law. The intangible assets primarily consist of trademarks and customer lists. The definite-lived intangible assets have a weighted-average amortization period of approximately 4 years at the date of acquisition. The operating results of Perisher, which are recorded in the Mountain segment, contributed $21.8 million of net revenue for the year ended July 31, 2015. The Company recognized $5.2 million of transaction related expenses, including duties, in Mountain and Lodging operating expense in the Consolidated Statements of Operations for the year ended July 31, 2015.

Park City Mountain Resort

On September 11, 2014, VR CPC Holdings, Inc. (“VR CPC”), a wholly-owned subsidiary of the Company, and Greater Park City Company, Powdr Corp., Greater Properties, Inc., Park Properties, Inc. and Powdr Development Company (collectively, “Park City Sellers”) entered into a Purchase and Sale Agreement (the “Purchase Agreement”) providing for the acquisition of substantially all of the assets related to Park City Mountain Resort in Park City, Utah. The cash purchase price was $182.5 million and was funded through borrowings under the revolver portion of the Vail Holdings Credit Agreement.

As provided under the Purchase Agreement, the Company acquired the property, assets and operations of Park City Mountain Resort, which includes the ski area and related amenities, from Park City Sellers and assumed leases of certain realty, acquired certain assets and assumed certain liabilities of Park City Sellers relating to Park City Mountain Resort. In addition to the Purchase Agreement, the parties settled the litigation related to the validity of a lease of certain land owned by Talisker Land Holdings, LLC under the ski terrain of Park City Mountain Resort (the “Park City Litigation”). In connection with settling the Park City Litigation, the Company recorded a non-cash gain of $16.4 million in the Mountain segment for the year ended July 31, 2015. The gain on litigation settlement represents the estimated fair value of the rents (including damages and interest) due the Company from the Park City Sellers for their use of land and improvements from the Canyons transaction date of May 29, 2013 to the Park City Mountain Resort acquisition date. Additionally, the Company assigned a fair value of $10.1 million to the settlement of the Park City Litigation that applied to the period prior to the Canyons transaction. The combined estimated fair value of the Park City Litigation settlement of $26.5 million was determined by applying market capitalization rates to the estimated fair market value of the land and improvements, plus an estimate of statutory damages and interest. The estimated fair value of the Park City Litigation settlement was not received in cash, but was instead reflected as part of the cash price negotiated for the Park City Mountain Resort acquisition. Accordingly, the estimated fair value of the Park City Litigation settlement was included in the total consideration for the acquisition of Park City Mountain Resort. However, the gain on the Park City Litigation settlement was recorded as a separate transaction, as discussed above. Under an agreement entered into in conjunction with the Canyons transaction, the Company made a $10.0 million payment to Talisker in the year ended July 31, 2015, resulting from the settlement of the Park City Litigation.

The following summarizes the 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
Accounts receivable	$ 930
Other assets	3,075
Property, plant and equipment	76,605
Deferred income tax assets, net	7,428
Real estate held for sale and investment	7,000
Intangible assets	27,650
Goodwill	92,516
Total identifiable assets acquired	215,204
Accounts payable and accrued liabilities	1,935
Deferred revenue	4,319
Total liabilities assumed	6,254
Total purchase price	$ 208,950

During the year ended July 31, 2015, the Company recorded an adjustment in the measurement period to its purchase price allocation of $13.0 million, which reduced real estate held for sale and investment with a corresponding increase to goodwill.

The excess of the purchase price over the aggregate estimated fair values of assets acquired and liabilities assumed was recorded as goodwill. The goodwill recognized is attributable primarily to expected synergies, the assembled workforce of Park City Mountain Resort and other factors. The majority of goodwill is deductible for income tax purposes. The intangible assets primarily consist of trademarks, water rights and customer lists. The intangible assets have a weighted-average amortization period of approximately 46 years at the date of acquisition. The operating results of Park City Mountain Resort, which are recorded in the Mountain segment, contributed $67.1 million of net revenue (including an allocation of season pass revenue) for the year ended July 31, 2015. The Company recognized $0.8 million of transaction related expenses in Mountain and Lodging operating expense in the Consolidated Statements of Operations for the year ended July 31, 2015.

Certain land and improvements in the Park City Mountain Resort ski area (excluding the base area) were part of the Talisker leased premises to Park City Mountain Resort and was subject to the Park City Litigation as of the Canyons transaction date, and as such, was recorded as a deposit ("Park City Deposit") for the potential future interests in the land and associated improvements at its estimated fair value in conjunction with the Canyons Transaction Agreement. Upon settlement of the Park City Litigation, the land and improvements associated with the Talisker leased premises became subject to the Canyons lease, and as a result, the Company reclassified the Park City Deposit to the respective assets within property, plant and equipment in the year ended July 31, 2015. The inclusion of the land and certain land improvements that was subject to the Park City Litigation and now included in the Canyons lease requires no additional consideration from the Company to Talisker, but the financial contribution from the operations of Park City Mountain Resort will be included as part of the calculation of EBITDA for the resort operations, and as a result, factor into the participating contingent payments (see Note 8, Fair Value Measurements). The majority of the assets acquired under the Park City Mountain Resort acquisition, although not under lease, are subject to the terms and conditions of the Canyons lease.

6. Supplementary Balance Sheet Information

The composition of property, plant and equipment, including capital lease assets, follows (in thousands):

	July 31, 2017	July 31, 2016
Land and land improvements	$ 553,655	$ 440,300
Buildings and building improvements	1,210,864	1,025,515
Machinery and equipment	987,080	866,008
Furniture and fixtures	280,292	284,959
Software	108,048	103,754
Vehicles	59,596	58,159
Construction in progress	49,359	39,396
Gross property, plant and equipment	3,248,894	2,818,091
Accumulated depreciation	(1,534,740)	(1,454,277)
Property, plant and equipment, net	$ 1,714,154	$ 1,363,814

During the year ended July 31, 2016, the Company recorded the disposal of gross property, plant and equipment of $67.4 million from prior years, which had been fully depreciated resulting in a corresponding reduction to accumulated depreciation and no net effect to the net carrying value of Property, plant and equipment, net. Depreciation expense, which included depreciation of assets recorded under capital leases, for the years ended July 31, 2017, 2016 and 2015 totaled $180.8 million, $156.8 million and $144.0 million, respectively.

The following table shows the composition of property, plant and equipment recorded under capital leases as of July 31, 2017 and 2016 (in thousands):

	July 31, 2017	July 31, 2016
Land	$ 31,818	$ 31,818
Land improvements	49,228	49,228
Buildings and building improvements	42,910	42,910
Machinery and equipment	61,156	61,175
Gross property, plant and equipment	185,112	185,131
Accumulated depreciation	(37,000)	(27,110)
Property, plant and equipment, net	$ 148,112	$ 158,021

The composition of goodwill and intangible assets follows (in thousands):

	July 31, 2017	July 31, 2016
Goodwill		
Goodwill	$ 1,537,097	$ 526,391
Accumulated amortization	(17,354)	(17,354)
Goodwill, net	$ 1,519,743	$ 509,037
Indefinite-lived intangible assets		
Trademarks	$ 216,923	$ 67,705
Other	41,275	37,548
Total gross indefinite-lived intangible assets	258,198	105,253
Accumulated amortization	(24,713)	(24,713)
Indefinite-lived intangible assets, net	233,485	80,540
Amortizable intangible assets		
Trademarks	39,071	37,635
Other	49,804	41,889
Total gross amortizable intangible assets	88,875	79,524
Accumulated amortization	(27,428)	(20,057)
Amortizable intangible assets, net	61,447	59,467
Total gross intangible assets	347,073	184,777
Total accumulated amortization	(52,141)	(44,770)
Total intangible assets, net	$ 294,932	$ 140,007

During the year ended July 31, 2016, the Company recorded the disposal of gross amortizable intangible assets of $39.4 million from prior years, which had been fully amortized resulting in a corresponding reduction to accumulated amortization and no net effect to the net carrying value of intangible assets, net. Amortization expense for intangible assets subject to amortization for the years ended July 31, 2017, 2016 and 2015 totaled $8.3 million, $4.7 million and $5.1 million, respectively, and is estimated to be approximately $3.0 million annually, on average, for the next five fiscal years.

The changes in the net carrying amount of goodwill allocated between the Company's segments for the years ended July 31, 2017 and 2016 are as follows (in thousands):

	Mountain	Lodging	Goodwill, net
Balance at July 31, 2015	$ 432,534	$ 67,899	$ 500,433
Acquisitions	7,400	—	7,400
Effects of changes in foreign currency exchange rates	1,204	—	1,204
Balance at July 31, 2016	441,138	67,899	509,037
Acquisition	956,739	—	956,739
Effects of changes in foreign currency exchange rates	53,967	—	53,967
Balance at July 31, 2017	$ 1,451,844	$ 67,899	$ 1,519,743

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

	July 31,	
	2017	2016
Trade payables	$ 71,558	$ 72,658
Deferred revenue	240,096	182,506
Accrued salaries, wages and deferred compensation	44,869	43,086
Accrued benefits	32,505	29,175
Deposits	23,742	23,307
Other accruals	54,899	46,756
Total accounts payable and accrued liabilities	$ 467,669	$ 397,488

The composition of other long-term liabilities follows (in thousands):

	July 31,	
	2017	2016
Private club deferred initiation fee revenue	$ 118,417	$ 121,750
Unfavorable lease obligation, net	24,664	27,322
Other long-term liabilities	158,655	121,096
Total other long-term liabilities	$ 301,736	$ 270,168

7. Investments in Affiliates

The Company held the following investments in equity method affiliates as of July 31, 2017:

Equity Method Affiliates	Ownership Interest
Slifer, Smith, and Frampton/Vail Associates Real Estate, LLC (“SSF/VARE”)	50%
KRED	50%
Clinton Ditch and Reservoir Company	43%

The Company had total net investments in equity method affiliates of $7.6 million and $7.5 million as of July 31, 2017 and 2016, respectively, classified as “deferred charges and other assets” in the accompanying Consolidated Balance Sheets. The amount of retained earnings that represent undistributed earnings of 50-percent-or-less-owned entities accounted for by the equity method was $4.3 million and $4.2 million as of July 31, 2017 and 2016, respectively. During the years ended July 31, 2017, 2016 and 2015, distributions in the amounts of $1.9 million, $1.3 million and $1.0 million, respectively, were received from equity method affiliates.

SSF/VARE is a real estate brokerage with multiple locations in Eagle and Summit Counties, Colorado in which the Company has a 50% ownership interest. SSF/VARE leases space for real estate offices from the Company. The Company recognized approximately $0.4 million, $0.4 million and $0.5 million in revenue related to these leases, respectively, for the years ended July 31, 2017, 2016 and 2015.

8. Fair Value Measurements

The 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, Contingent Consideration and interest rate swap measured at estimated fair value (all other assets and liabilities measured at fair value are immaterial) (in thousands):

	Estimated Fair Value Measurement as of July 31, 2017			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets:				
Money Market	$ 3,008	$ 3,008	$ —	$ —
Commercial Paper	$ 2,401	$ —	$ 2,401	$ —
Certificates of Deposit	$ 2,405	$ —	$ 2,405	$ —
Interest Rate Swap	$ 236	$ —	$ 236	$ —
Liabilities:				
Contingent Consideration	$ 27,400	$ —	$ —	$ 27,400

	Estimated Fair Value Measurement as of July 31, 2016			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets:				
Commercial Paper	$ 2,401	$ —	$ 2,401	$ —
Certificates of Deposit	$ 2,403	$ —	$ 2,403	$ —
Liabilities:				
Contingent Consideration	$ 11,100	$ —	$ —	$ 11,100

The Company's cash equivalents and interest rate swap 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 swap is an instrument assumed in the Whistler Blackcomb acquisition that expires in September 2020, and as of July 31, 2017 is a C$125.0 million ($100.3 million) fixed swap on the floating interest rate on the Whistler Credit Agreement. Interest rate swap settlements and changes in estimated fair value are recognized in interest expense, net on the Consolidated Statement of Operations.

The following change in Contingent Consideration during the years ended July 31, 2017 and 2016 were as follows (in thousands):

Balance at July 31, 2015	$ 6,900
Change in fair value	4,200
Balance at July 31, 2016	11,100
Change in fair value	16,300
Balance at July 31, 2017	$ 27,400

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 approximately $35 million, as established at the transaction date, with such threshold amount subsequently increased annually by an inflation linked index and a 10% adjustment for any capital improvements or investments made under the lease by the Company. The estimated fair value of Contingent Consideration includes the 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 growth factor. The Company estimated the fair value of the Contingent Consideration payments using an option pricing valuation model. Key assumptions included a discount rate of 10.2%, volatility of 16.0% and future period Park City EBITDA and capital expenditures, which are 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 would result in a change in the estimated fair value within the range of approximately $4.5 million to $6.5 million.

The Contingent Consideration is classified as a liability in our Consolidated Balance Sheets and is remeasured to an estimated fair value at each reporting date until the contingency is resolved. During the year ended July 31, 2017, the Company increased the estimated fair value of the Contingent Consideration by $16.3 million, resulting in an estimated fair value of the Contingent Consideration of $27.4 million as of July 31, 2017, which is presented in “accounts payable and accrued liabilities” and “other long-term liabilities” in the Consolidated Balance Sheets. The increase in the estimated fair value of Contingent Consideration is primarily attributable to a change in assumptions for future period EBITDA of Park City.

9. Income Taxes

U.S. and foreign components of income before provision for income taxes is as follows (in thousands):

	Year Ended July 31,		
	2017	2016	2015
U.S.	$ 251,478	$ 231,756	$ 142,190
Foreign	96,971	10,863	7,138
Income before income taxes	$ 348,449	$ 242,619	$ 149,328

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and income tax purposes. Significant components of the Company’s deferred tax liabilities and assets are as follows (in thousands):

	July 31,	
	2017	2016
Deferred income tax liabilities:		
Fixed assets	$ 180,480	$ 180,267
Intangible assets	65,614	59,009
Other	31,191	7,933
Total	277,285	247,209
Deferred income tax assets:		
Canyons obligation	19,276	18,984
Stock-based compensation	17,862	17,287
Investment in Partnerships	17,511	8,108
Deferred compensation and other accrued benefits	15,215	17,426
Contingent Consideration	10,472	4,244
Unfavorable lease obligation, net	9,542	10,904
Net operating loss carryforwards and other tax credits	12,783	8,268
Other, net	19,468	35,635
Total	122,129	120,856
Valuation allowance for deferred income taxes	(6,955)	(3,641)
Deferred income tax assets, net of valuation allowance	115,174	117,215
Net deferred income tax liability	$ 162,111	$ 129,994

The components of deferred income taxes recognized in the Consolidated Balance Sheets are as follows (in thousands):

	July 31,	
	2017	2016
Non-current deferred income tax asset	$ 9,331	$ —
Net non-current deferred income tax liability	171,442	129,994
Net deferred income tax liability	$ 162,111	$ 129,994

Significant components of the provision for income taxes are as follows (in thousands):

	Year Ended July 31,		
	2017	2016	2015
Current:			
Federal	$ 55,887	$ 70,553	$ 12,668
State	8,096	10,555	5,501
Foreign	16,311	4,431	3,581
Total current	80,294	85,539	21,750
Deferred:			
Federal	29,065	7,603	11,534
State	3,601	1,051	1,623
Foreign	3,771	(1,028)	(189)
Total deferred	36,437	7,626	12,968
Provision for income taxes	$ 116,731	$ 93,165	$ 34,718

A reconciliation of the income tax provision from continuing operations and the amount computed by applying the United States federal statutory income tax rate to income before income taxes is as follows:

	Year Ended July 31,		
	2017	2016	2015
At U.S. federal income tax rate	35.0 %	35.0 %	35.0 %
State income tax, net of federal benefit	2.2 %	3.1 %	3.2 %
IRS settlement on NOL utilization	— %	— %	(16.0)%
Change in valuation allowance	0.9 %	0.1 %	0.5 %
Noncontrolling interests	(2.1)%	— %	— %
Foreign rate differential	(1.8)%	(0.2)%	— %
Other	(0.7)%	0.4 %	0.5 %
Effective tax rate	33.5 %	38.4 %	23.2 %

A reconciliation of the beginning and ending amount of unrecognized tax benefits associated with uncertain tax positions, excluding associated deferred tax benefits and accrued interest and penalties, if applicable, is as follows (in thousands):

	Year Ended July 31,		
	2017	2016	2015
Balance, beginning of year	$ 57,032	$ 38,572	$ 46,973
Additions based on tax positions related to the current year	—	—	—
Additions for tax positions of prior years	19,079	18,460	17,443
Reductions for tax positions of prior years	—	—	(21,574)
Lapse of statute of limitations	—	—	—
Settlements	—	—	(4,270)
Balance, end of year	$ 76,111	$ 57,032	$ 38,572

As of July 31, 2017, the Company's unrecognized tax benefits associated with uncertain tax positions relate to the treatment of the Talisker lease payments as payments of debt obligations and that the tax basis in Canyons goodwill is deductible, and are included within "other long-term liabilities" in the accompanying Consolidated Balance Sheets.

The Company does not anticipate a significant change to its unrecognized tax benefits recorded as of July 31, 2017 during the year ending July 31, 2018. As of July 31, 2017 and 2016, accrued interest and penalties, net of tax, was $3.6 million and $1.6 million, respectively. For the years ended July 31, 2017, 2016 and 2015, the Company recognized as income tax expense (benefit) $2.0 million, $1.1 million and $(1.4 million) of interest expense (income) and penalties, net of tax, respectively.

The Company had federal NOL carryforwards that expired in the year ended July 31, 2008 and were limited in deductibility each year under Section 382 of the Internal Revenue Code. The Company had only been able to use these NOL carryforwards to the extent of approximately $8.0 million per year through December 31, 2007. However, during the year ended July 31, 2005, the Company amended previously filed tax returns (for tax years 1997-2002) in an effort to remove the restrictions under Section 382 of the Internal Revenue Code on approximately $73.8 million of NOL carryforwards to reduce future taxable income. As a result, the Company requested a refund related to the amended returns in the amount of $6.2 million and reduced its federal tax liability in the amount of $19.6 million in subsequent returns. These NOL carryforwards relate to fresh start accounting from the Company's reorganization in 1992. During the year ended July 31, 2006, the Internal Revenue Service ("IRS") completed its examination of the Company's filing position in these amended returns and disallowed the Company's request for refund and its position to remove the restrictions under Section 382 of the Internal Revenue Code. The Company appealed the examiner's disallowance of these NOL carryforwards to the Office of Appeals. In December 2008, the Office of Appeals denied the Company's appeal, as well as a request for mediation. The Company disagreed with the IRS interpretation disallowing the utilization of the NOL's and in August 2009, the Company filed a complaint in the United States District Court for the District of Colorado against the United States of America seeking a refund of approximately $6.2 million in federal income taxes paid, plus interest. On July 1, 2011, the District Court granted the Company summary judgment, concluding that the IRS's decision disallowing the utilization of the NOLs was inappropriate. The computations themselves, however, remained in dispute, and the District Court's ruling was subject to appeal by the IRS. Subsequently, the District Court proceedings were continued pending settlement discussions between the parties.

The Company also filed two related tax proceedings in the United States Tax Court regarding calculation of NOL carryover deductions for tax years 2006, 2007 and 2008. The two proceedings involved substantially the same issues as the litigation in the District Court for tax years 2000 and 2001 in which the Company disagreed with the IRS as to the utilization of NOLs. Like the District Court proceedings, the Tax Court proceedings were continued pending settlement discussions between the parties.

On January 29, 2015, the parties completed the execution of a comprehensive settlement agreement resolving all issues and computations in the above mentioned pending proceedings, which allowed the Company to utilize a significant portion of the NOLs. As a result, the Company reversed $27.7 million of other long-term liabilities related to uncertain tax benefits, and recorded income tax benefits of $23.8 million for the utilization of the NOLs, including the reversal of accrued interest and penalties, within its Consolidated Statements of Operations for the year ended July 31, 2015.

The Company's major tax jurisdictions in which it files income tax returns is the U.S. federal jurisdiction, various state jurisdictions, Australia, and Canada. As discussed above, on January 29, 2015, all issues and computations were resolved upon the completion of a comprehensive settlement agreement with the IRS in regards to the federal NOL carryforward dispute. The Company is no longer subject to U.S. federal examinations for tax years prior to 2014. With few exceptions, the Company is no longer subject to examination by various state jurisdictions for tax years prior to 2012.

The Company has NOL carryforwards totaling $34.5 million which are primarily comprised of state net operating loss ("NOL") carryforwards that expire by the year ending July 31, 2031. As of July 31, 2017, the Company recorded a valuation allowance on $29.5 million of these NOL carryforwards as the Company has determined that it is more likely than not that these NOL carryforwards will not be realized. Additionally, the Company has foreign tax credit carryforwards of $9.9 million which expire by the year ending July 31, 2027. As of July 31, 2017, the Company has recorded a valuation allowance of $4.2 million on foreign tax credit carryforwards as the Company has determined that it is more likely than not that these foreign tax credit carryforwards will not be realized.

The Company intends to indefinitely reinvest undistributed earnings, if any, in its Canadian foreign subsidiary. As of July 31, 2017, there are no unremitted earnings in our Canadian foreign subsidiary, and therefore no additional tax due to the extent of eventual remittance.

10. Related Party Transactions

The Company has the right to appoint four of nine directors of the Beaver Creek Resort Company of Colorado ("BCRC"), a non-profit entity formed for the benefit of property owners and certain others in Beaver Creek. The Company has a management agreement with the BCRC, renewable for one-year periods, to provide management services on a fixed fee basis. Management fees and reimbursement of operating expenses paid to the Company under its agreement with the BCRC during the years ended July 31, 2017, 2016 and 2015 were $8.9 million, $8.4 million and $7.1 million, respectively.

11. Commitments and Contingencies

Metropolitan Districts

The Company credit-enhances $6.3 million of bonds issued by Holland Creek Metropolitan District ("HCMD") through an $6.4 million letter of credit issued under the Vail Holdings Credit Agreement. HCMD's bonds were issued and used to build infrastructure associated with the Company's Red Sky Ranch residential development. The Company has agreed to pay capital improvement fees to Red Sky Ranch Metropolitan District ("RSRMD") until RSRMD's revenue streams from property taxes are sufficient to meet debt service requirements under HCMD's bonds. The Company recorded a liability of $2.0 million, primarily within "other long-term liabilities" in the accompanying Consolidated Balance Sheets, as of both July 31, 2017 and 2016 with respect to the estimated present value of future RSRMD capital improvement fees. The Company estimates that it will make capital improvement fee payments under this arrangement through the year ending July 31, 2031.

Guarantees/Indemnifications

As of July 31, 2017, the Company had various other letters of credit in the amount of $64.4 million, consisting primarily of $53.4 million in support of the Employee Housing Bonds and $11.0 million for workers' compensation, general liability construction related deductibles and other activities. The Company also had surety bonds of $9.3 million as of July 31, 2017, primarily to provide collateral for its 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 future 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 Financial Statements, either because the Company has recorded on its Consolidated 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 upon 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.

Commitments

The operations of Northstar are conducted on land and with operating assets owned by affiliates of EPR Properties, a real-estate investment trust, primarily under operating leases which were assumed in the acquisition of Northstar by the Company. The leases provide for the payment of a minimum annual base rent with a rate of 10.25% increasing to 11.0% of assets under lease over the lease term which is recognized on a straight-line basis over the remaining lease term from the date of assumption. In addition, the leases provide for the payment of percentage rent at a rate of 11.5% of certain gross revenues generated at the property over a revenue threshold which is incrementally adjusted annually. The initial term of the leases expires in fiscal 2027 and allows for three 10-year extensions at the Company's option. The operations of Perisher are conducted on land under a license and lease granted by the Office of Environment and Heritage, an agency of the New South Wales government, that initially commenced in 2008, which the Company assumed in its acquisition of Perisher. The lease and license has a term that expires in fiscal 2048 and allows for an option to renew for an additional 20 years. The lease and license provide for the payment of an initial minimum annual base rent of AUS $1.8 million, with annual CPI increases, and percentage rent at a rate of 2% of certain gross revenue generated at the property.

In addition, the Company has executed or assumed as lessee other operating leases for the rental of office and commercial space, employee residential units and land primarily through fiscal 2079. Certain of these leases have renewal terms at the Company's option, escalation clauses, rent holidays and leasehold improvement incentives.

Rent holidays and rent escalation clauses are recognized on a straight-line basis over the lease term. Leasehold improvement incentives are recorded as leasehold improvements and amortized over the shorter of their economic lives or the term of the lease. For the years ended July 31, 2017, 2016 and 2015, the Company recorded lease expense (including Northstar and Perisher), excluding executory costs, related to these agreements of $51.9 million, $44.4 million and $39.5 million, respectively, which is included in the accompanying Consolidated Statements of Operations.

As of July 31, 2017, the Canyons obligation was $328.8 million, which represents the estimated annual lease payments for the remaining initial 50 year term of the lease assuming annual increases at the floor of 2% and discounted using an interest rate of 10%.

Future minimum operating lease payments under the above leases and future minimum capital lease payments under the Canyons obligation as of July 31, 2017 reflected by fiscal year are as follows (in thousands):

	Operating Leases	Capital Leases
2018	$ 40,783	$ 27,156
2019	35,338	27,699
2020	31,876	28,253
2021	29,453	28,818
2022	26,110	29,394
Thereafter	149,285	1,865,612
Total future minimum lease payments	$ 312,845	$ 2,006,932
Less amount representing interest		(1,678,146)
Net future minimum lease payments		$ 328,786

Self Insurance

The Company in the U.S. is self-insured for claims under its health benefit plans and for the majority of workers' compensation claims. Workers compensation claims 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 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 6, Supplementary Balance Sheet Information).

Legal

The Company is a party to various lawsuits arising in the ordinary course of business. Management believes the Company has adequate insurance coverage and/or has accrued for loss contingencies for all known matters that are deemed to be probable losses and estimable. As of July 31, 2017 and 2016, the accrual for loss contingencies was not material individually or in the aggregate.

12. Segment and Geographic Area Information

Segment Information

The Company has three reportable segments: Mountain, Lodging and Real Estate. Resort is 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 concessionaire properties, condominium management, CME 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 or minus segment equity investment income or loss, plus gain on litigation settlement and for the Real Estate segment, plus gain 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 income, net change in cash and cash equivalents or other financial statement data presented in the consolidated financial statements as indicators of financial performance or liquidity.

The Company utilizes Reported EBITDA in evaluating performance of the Company and in allocating resources to its segments. Mountain Reported EBITDA consists of Mountain net revenue less Mountain operating expense plus or minus Mountain equity investment income or loss plus gain on litigation settlement. 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 on sale of real property. All segment expenses include an allocation of corporate administrative expense. Assets are not allocated between segments, or 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.

Following is key financial information by reportable segment which is used by management in evaluating performance and allocating resources (in thousands):

	Year Ended July 31,		
	2017	2016	2015
Net revenue:			
Lift tickets	$ 818,341	$ 658,047	$ 536,458
Ski school	177,748	143,249	126,206
Dining	150,587	121,008	101,010
Retail/rental	293,428	241,134	219,153
Other	171,682	141,166	121,202
Total Mountain net revenue	1,611,786	1,304,604	1,104,029
Lodging	278,514	274,554	254,553
Resort	1,890,300	1,579,158	1,358,582
Real Estate	16,918	22,128	41,342
Total net revenue	$ 1,907,218	$ 1,601,286	$ 1,399,924
Segment operating expense:			
Mountain	$ 1,047,331	$ 881,472	$ 777,147
Lodging	251,427	246,385	232,877
Resort	1,298,758	1,127,857	1,010,024
Real Estate	24,083	24,639	48,408
Total segment operating expense	$ 1,322,841	$ 1,152,496	$ 1,058,432
Gain on litigation settlement	$ —	$ —	$ 16,400
Gain on sale of real property	$ 6,766	$ 5,295	$ 151
Mountain equity investment income, net	$ 1,883	$ 1,283	$ 822
Reported EBITDA:			
Mountain	$ 566,338	$ 424,415	$ 344,104
Lodging	27,087	28,169	21,676
Resort	593,425	452,584	365,780
Real Estate	(399)	2,784	(6,915)
Total Reported EBITDA	$ 593,026	$ 455,368	$ 358,865
Real estate held for sale and investment	$ 103,405	$ 111,088	$ 129,825
Reconciliation to net income attributable to Vail Resorts, Inc.:			
Total Reported EBITDA	$ 593,026	$ 455,368	$ 358,865
Depreciation and amortization	(189,157)	(161,488)	(149,123)
Change in fair value of contingent consideration	(16,300)	(4,200)	3,650
Loss on disposal of fixed assets and other, net	(6,430)	(5,418)	(2,057)
Investment income and other, net	6,114	723	246
Foreign currency gain on intercompany loans	15,285	—	—
Interest expense, net	(54,089)	(42,366)	(51,241)
Loss on extinguishment of debt	—	—	(11,012)
Income before provision for income taxes	348,449	242,619	149,328
Provision for income taxes	(116,731)	(93,165)	(34,718)
Net income	231,718	149,454	114,610
Net (income) loss attributable to noncontrolling interests	(21,165)	300	144
Net income attributable to Vail Resorts, Inc.	$ 210,553	$ 149,754	$ 114,754

Geographic Information

Net revenue and property, plant and equipment, net by geographic region are as follows (in thousands).

	Year Ended July 31,		
Net revenue	**2017**	**2016**	**2015**
U.S.	$ 1,578,276	$ 1,534,716	$ 1,375,190
International (a)	328,942	66,570	24,734
Total net revenue	$ 1,907,218	$ 1,601,286	$ 1,399,924

	As of July 31,	
Property, plant and equipment, net	**2017**	**2016**
U.S.	$ 1,260,220	$ 1,247,838
International (a)	453,933	115,977
Total property, plant and equipment, net	$ 1,714,154	$ 1,363,814

(a) The only individual international country (i.e. except the U.S.) to account for more than 10% of the Company's revenue and property plant and equipment, net was Canada. Canada accounted for $257.8 million of revenue for the year ended July 31, 2017 and for $338.8 million of property, plant and equipment, net as of July 31, 2017.

13. Selected Quarterly Financial Data (Unaudited)

	Year Ended July 31, 2017				
(in thousands, except per share amounts)	**Year**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Total net revenue	$ 1,907,218	$ 209,124	$ 794,631	$ 725,198	$ 178,265
Income (loss) from operations	$ 379,256	$ (102,577)	$ 320,073	$ 252,278	$ (90,518)
Net income (loss)	$ 231,718	$ (61,248)	$ 196,856	$ 159,728	$ (63,618)
Net income (loss) attributable to Vail Resorts, Inc.	$ 210,553	$ (57,146)	$ 181,107	$ 149,179	$ (62,587)
Basic net income (loss) per share attributable to Vail Resorts, Inc.	$ 5.36	$ (1.43)	$ 4.52	$ 3.72	$ (1.70)
Diluted net income (loss) per share attributable to Vail Resorts, Inc.	$ 5.22	$ (1.43)	$ 4.40	$ 3.63	$ (1.70)

	Year Ended July 31, 2016				
(in thousands, except per share amounts)	**Year**	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Total net revenue	$ 1,601,286	$ 179,884	$ 647,472	$ 599,363	$ 174,567
Income (loss) from operations	$ 282,979	$ (93,776)	$ 263,380	$ 200,064	$ (86,689)
Net income (loss)	$ 149,454	$ (65,284)	$ 157,537	$ 116,871	$ (59,670)
Net income (loss) attributable to Vail Resorts, Inc.	$ 149,754	$ (65,273)	$ 157,632	$ 116,982	$ (59,587)
Basic net income (loss) per share attributable to Vail Resorts, Inc.	$ 4.13	$ (1.80)	$ 4.35	$ 3.23	$ (1.63)
Diluted net income (loss) per share attributable to Vail Resorts, Inc.	$ 4.01	$ (1.80)	$ 4.23	$ 3.14	$ (1.63)

14. 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 shares of common stock. On July 16, 2008, the Company's Board of Directors increased the authorization by an additional 3,000,000 shares, and on December 4, 2015, the Company's Board of Directors increased the authorization by an additional 1,500,000 shares for a total authorization to repurchase shares of up to 7,500,000 shares. During the year ended July 31, 2017, the Company repurchased 1,317 shares (at a total cost of $0.2 million). During the year ended July 31, 2016, the Company repurchased 485,866 shares (at a total cost of $53.8 million).The Company did not repurchase any shares of common stock during the year ended July 31, 2015. Since inception of this stock repurchase program through July 31, 2017, the Company has repurchased 5,436,294 shares at a cost of approximately $247.2 million. As of July 31, 2017, 2,063,706 shares remained available to repurchase under the existing repurchase authorization. These authorizations have no expiration date. Shares of common stock purchased pursuant to the repurchase program will be held as treasury shares and may be used for issuance under the Company's employee share award plan.

15. Stock Compensation Plan

The Company has a share award plan (the "Plan") which has been approved by the Company's stockholders. Under the Plan, up to 4.4 million shares of common stock could be issued in the form of options, stock appreciation rights, restricted shares, restricted share units, performance shares, performance share units, dividend equivalents or other share-based awards to employees, directors or consultants of the Company or its subsidiaries or affiliates. The terms of awards granted under the Plan, including exercise price, vesting period and life, are set by the Compensation Committee of the Board of Directors. All share-based awards (except for restricted shares and restricted share units) granted under the Plan have a life of ten years. Most awards vest ratably over three years; however, some have been granted with different vesting schedules. Of the awards outstanding, none have been granted to non-employees (except those granted to non-employee members of the Board of Directors of the Company) under the Plan. At July 31, 2017, approximately 4.1 million share based awards were available to be granted under the Plan.

The fair value of stock-settled stock appreciation rights ("SARs") granted in the years ended July 31, 2017, 2016 and 2015 were estimated on the date of grant using a lattice-based option valuation model that applies the assumptions noted in the table below. A lattice-based model considers factors such as exercise behavior, and assumes employees will exercise equity awards at different times over the contractual life of the equity awards. As a lattice-based model considers these factors, and is more flexible, the Company considers it to be a better method of valuing equity awards than a closed-form Black-Scholes model. Because lattice-based option valuation models incorporate ranges of assumptions for inputs, those ranges are disclosed. Expected volatility is based on historical volatility of the Company's stock. The Company uses historical data to estimate equity award exercises and employee terminations within the valuation model; separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of equity awards granted is derived from the output of the option valuation model and represents the period of time that equity awards granted are expected to be outstanding; the range given below results from certain groups of employees exhibiting different behavior. The risk-free rate for periods within the contractual life of the equity award is based on the United States Treasury yield curve in effect at the time of grant.

	Year Ended July 31,		
	2017	**2016**	**2015**
Expected volatility	40.3%	40.4%	40.6%
Expected dividends	2.2%	2.2%	1.9%
Expected term (average in years)	5.5-6.2	5.3-5.9	4.9-5.6
Risk-free rate	0.5-1.5%	0.3-2.2%	0.1-2.6%

The Company has estimated forfeiture rates that range from 0.0% to 22.2% based upon the class of employees receiving stock-based compensation in its calculation of stock-based compensation expense for the year ended July 31, 2017. These estimates are based on historical forfeiture behavior exhibited by employees of the Company.

A summary of aggregate option and SARs award activity under the Plan as of July 31, 2015, 2016 and 2017, and changes during the years then ended is presented below (in thousands, except exercise price and contractual term):

	Awards	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at August 1, 2014	2,756	$ 42.06		
Granted	242	91.64		
Exercised	(575)	36.20		
Forfeited or expired	(38)	75.99		
Outstanding at July 31, 2015	2,385	47.96		
Granted	198	113.67		
Exercised	(180)	49.79		
Forfeited or expired	(22)	80.42		
Outstanding at July 31, 2016	2,381	$ 52.98		
Granted	143	174.42		
Exercised	(215)	60.05		
Forfeited or expired	(19)	108.06		
Outstanding at July 31, 2017	2,290	$ 59.12	4.4 years	$ 347,214
Vested and expected to vest at July 31, 2017	2,267	$ 58.38	4.3 years	$ 345,458
Exercisable at July 31, 2017	1,972	$ 46.84	3.7 years	$ 323,243

The weighted-average grant-date fair value of SARs granted during the years ended July 31, 2017, 2016 and 2015 was $50.78, $35.20 and $29.12, respectively. The total intrinsic value of options and SARs exercised during the years ended July 31, 2017, 2016 and 2015 was $22.6 million, $13.1 million and $37.4 million, respectively. The Company had 247,000, 302,000 and 420,000 SARs that vested during the years ended July 31, 2017, 2016 and 2015, respectively. These awards had a total estimated fair value of $19.6 million, $10.8 million and $13.6 million at the date of vesting for the years ended July 31, 2017, 2016 and 2015, respectively.

A summary of the status of the Company's nonvested SARs as of July 31, 2017 and changes during the year then ended is presented below (in thousands, except fair value amounts):

	Awards	Weighted-Average Grant-Date Fair Value
Outstanding at July 31, 2016	441	$ 30.39
Granted	143	50.78
Vested	(247)	29.36
Forfeited	(19)	36.65
Nonvested at July 31, 2017	318	$ 42.46

A summary of the status of the Company's nonvested restricted share units as of July 31, 2017 and changes during the year then ended is presented below (in thousands, except fair value amounts):

	Awards	Weighted-Average Grant-Date Fair Value
Outstanding at July 31, 2016	261	$ 90.54
Granted	91	154.19
Vested	(121)	83.75
Forfeited	(20)	109.12
Nonvested at July 31, 2017	211	$ 119.97

The Company granted 91,000 restricted share units during the year ended July 31, 2017 with a weighted-average grant-date estimated fair value of $154.19. The Company granted 142,000 restricted share units during the year ended July 31, 2016 with a weighted-average grant-date estimated fair value of $102.20. The Company granted 143,000 restricted share units during the year ended July 31, 2015 with a weighted-average grant-date estimated fair value of $83.50. The Company had 121,000, 134,000 and 113,000 restricted share units that vested during the years ended July 31, 2017, 2016 and 2015, respectively. These units had a total estimated fair value of $19.3 million, $14.6 million and $9.9 million at the date of vesting for the years ended July 31, 2017, 2016 and 2015, respectively.

As of July 31, 2017, there was $20.2 million of total unrecognized compensation expense related to nonvested share-based compensation arrangements granted under the Plan, of which $12.6 million, $6.6 million and $1.0 million of expense is expected to be recognized in the years ending July 31, 2018, 2019 and 2020, respectively, assuming no future share-based awards are granted.

Cash received from options exercised under all share-based payment arrangements was zero, zero and $1.1 million for the years ended July 31, 2017, 2016 and 2015, respectively. The tax benefit realized or to be realized from options/SARs exercised and restricted stock units vested was $15.5 million, $10.3 million and $18.1 million for the years ended July 31, 2017, 2016 and 2015, respectively.

The Company has a policy of using either authorized and unissued shares or treasury shares, including shares acquired by purchase in the open market, to satisfy equity award exercises.

16. Retirement and Profit Sharing Plans

The Company maintains a defined contribution retirement plan (the "Retirement Plan"), qualified under Section 401(k) of the Internal Revenue Code, for its U.S. employees. Under this Retirement Plan, U.S. employees are eligible to make before-tax contributions on the first day of the calendar month following the later of: (i) their employment commencement date or (ii) the date they turn 21. Participants may contribute up to 100% of their qualifying annual compensation up to the annual maximum specified by the Internal Revenue Code. The Company matches an amount equal to 50% of each participant's contribution up to 6% of a participant's bi-weekly qualifying compensation starting the pay period containing the 1st of the month after obtaining the later of: (i) 12 months of employment with at least 1,000 service hours from the commencement date or (ii) if 1,000 hours within the first 12 months was not completed, then after the employee completed a cumulative 1,500 service hours. The Company's matching contribution is entirely discretionary and may be reduced or eliminated at any time.

Total Retirement Plan expense recognized by the Company for the years ended July 31, 2017, 2016 and 2015 was $5.4 million, $5.3 million and $4.5 million, respectively.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Management of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Form 10-K. The term "disclosure controls and procedures" means controls and other procedures established by the Company that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

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 Form 10-K, the disclosure controls 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 Exchange Act is accumulated and communicated to management, including the CEO and 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.

Management's Annual Report on Internal Control Over Financial Reporting

The report of management required under this Item 9A is contained in Item 8 of this Form 10-K under the caption "Management's Report on Internal Control over Financial Reporting."

Attestation Report of the Independent Registered Public Accounting Firm

The attestation report required under this Item 9A is contained in Item 8 of this Form 10-K under the caption "Report of Independent Registered Public Accounting Firm."

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the quarter ended July 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

We expect to file with the SEC in October 2017 (and, in any event, not later than 120 days after the close of our last fiscal year), a definitive Proxy Statement, pursuant to SEC Regulation 14A in connection with our Annual Meeting of Shareholders to be held in December 2017.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this item is incorporated herein by reference from the Company's definitive Proxy Statement for the 2017 annual meeting of stockholders under the sections entitled "Information with Respect to Nominees," "Management" and "Corporate Governance."

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this item is incorporated herein by reference from the Company's definitive Proxy Statement for the 2017 annual meeting of stockholders under the section entitled "Executive Compensation."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this item is incorporated herein by reference from the Company's definitive Proxy Statement for the 2017 annual meeting of stockholders under the sections entitled "Security Ownership of Directors and Executive Officers" and "Information as to Certain Stockholders."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this item is incorporated herein by reference from the Company's definitive Proxy Statement for the 2017 annual meeting of stockholders under the sections entitled "Determinations Regarding Independence" and "Transactions with Related Persons."

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this item is incorporated herein by reference from the Company's definitive Proxy Statement for the 2017 annual meeting of stockholders under the section entitled "Proposal 4. Ratification of the Selection of Independent Registered Public Accounting Firm."

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

a) Index to Financial Statements.

(1) See "Item 8. Financial Statements and Supplementary Data" for the index to the Financial Statements.
(2) Schedules have been omitted because they are not required or not applicable, or the required information is shown in the financial statements or notes to the financial statements.
(3) See the Index to Exhibits below.

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

Posted Exhibit Number	Description
2.1	Transaction Agreement, dated as of May 24, 2013, between VR CPC Holdings, Inc. and ASC Utah LLC, Talisker Land Holdings, LLC, Talisker Canyons Lands LLC, Talisker Canyons Leaseco LLC, American Skiing Company Resort Properties LLC, Talisker Canyons Propco LLC and Talisker Canyons Finance Co LLC. (Incorporated by reference to Exhibit 2.1 on Form 8-K of Vail Resorts, Inc. filed on May 30, 2013) (File No. 001-09614).
2.2	Purchase and Sale Agreement, dated as of September 11, 2014, between VR CPC Holdings, Inc. and Greater Park City Company, Powdr Corp., Greater Properties, Inc., Park Properties, Inc. and Powdr Development Company. (Incorporated by reference to Exhibit 2.1 on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2014) (File No. 001-09614).
2.3	Arrangement Agreement, dated as of August 5, 2016, between Vail Resorts, Inc., 1068877 B.C. Ltd. and Whistler Blackcomb Holdings Inc. (Incorporated by reference to Exhibit 2.1 on Form 8-K of Vail Resorts, Inc. filed on August 8, 2016) (File No. 001-09614).
3.1	Amended and Restated Certificate of Incorporation of Vail Resorts, Inc., dated January 5, 2005. (Incorporated by reference to Exhibit 3.1 on Form 10-Q of Vail Resorts, Inc. for the quarter ended January 31, 2005)(File No. 001-09614).
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Vail Resorts, Inc., dated December 7, 2011. (Incorporated by reference to Exhibit 3.1 on Form 8-K of Vail Resorts, Inc. filed on December 8, 2011) (File No. 001-09614).
3.3	Certificate of Designations of Special Voting Preferred Stock of Vail Resorts, Inc., dated October 17, 2016. (Incorporated by reference to Exhibit 3.1 on Form 8-K of Vail Resorts, Inc. filed on October 17, 2016) (File No. 001-09614).
3.4	Amended and Restated Bylaws of Vail Resorts, Inc. , dated December 7, 2011. (Incorporated by reference to Exhibit 3.2 on Form 8-K of Vail Resorts, Inc. filed on December 8, 2011) (File No. 001-09614).
10.1	Forest Service Unified Permit for Heavenly ski area, dated April 29, 2002 (File No. 001-09614).
10.2(a)	Forest Service Unified Permit for Keystone ski area, dated December 30, 1996. (Incorporated by reference to Exhibit 99.2(a) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.2(b)	Amendment No. 2 to Forest Service Unified Permit for Keystone ski area. (Incorporated by reference to Exhibit 99.2(b) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.2(c)	Amendment No. 3 to Forest Service Unified Permit for Keystone ski area. (Incorporated by reference to Exhibit 10.3 (c) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.2(d)	Amendment No. 4 to Forest Service Unified Permit for Keystone ski area. (Incorporated by reference to Exhibit 10.3 (d) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.2(e)	Amendment No. 5 to Forest Service Unified Permit for Keystone ski area. (Incorporated by reference to Exhibit 10.3 (e) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.3(a)	Forest Service Unified Permit for Breckenridge ski area, dated December 31, 1996. (Incorporated by reference to Exhibit 99.3(a) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.3(b)	Amendment No. 1 to Forest Service Unified Permit for Breckenridge ski area. (Incorporated by reference to Exhibit 99.3(b) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).

Posted Exhibit Number	Description
10.3(c)	Amendment No. 2 to Forest Service Unified Permit for Breckenridge ski area. (Incorporated by reference to Exhibit 10.4 (c) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.3(d)	Amendment No. 3 to Forest Service Unified Permit for Breckenridge ski area. (Incorporated by reference to Exhibit 10.4 (d) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.3(e)	Amendment No. 4 to Forest Service Unified Permit for Breckenridge ski area. (Incorporated by reference to Exhibit 10.4 (e) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.3(f)	Amendment No. 5 to Forest Service Unified Permit for Breckenridge ski area. (Incorporated by reference to Exhibit 10.4(f) on Form 10-Q of Vail Resorts, Inc. for the quarter ended January 31, 2006) (File No. 001-09614).
10.4(a)	Forest Service Unified Permit for Beaver Creek ski area. (Incorporated by reference to Exhibit 99.4(a) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.4(b)	Exhibits to Forest Service Unified Permit for Beaver Creek ski area. (Incorporated by reference to Exhibit 99.4(b) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.4(c)	Amendment No. 1 to Forest Service Unified Permit for Beaver Creek ski area. (Incorporated by reference to Exhibit 10.5(c) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.4(d)	Amendment No. 2 to Forest Service Unified Permit for Beaver Creek ski area. (Incorporated by reference to Exhibit 10.5(d) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.4(e)	Amendment to Forest Service Unified Permit for Beaver Creek ski area. (Incorporated by reference to Exhibit 10.5(e) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.4(f)	Amendment No. 3 to Forest Service Unified Permit for Beaver Creek ski area. (Incorporated by reference to Exhibit 10.4(f) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2008) (File No. 001-09614).
10.5(a)	Forest Service Unified Permit for Vail ski area, dated November 23, 1993. (Incorporated by reference to Exhibit 99.5(a) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.5(b)	Exhibits to Forest Service Unified Permit for Vail ski area. (Incorporated by reference to Exhibit 99.5(b) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.5(c)	Amendment No. 2 to Forest Service Unified Permit for Vail ski area. (Incorporated by reference to Exhibit 99.5(c) on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2002) (File No. 001-09614).
10.5(d)	Amendment No. 3 to Forest Service Unified Permit for Vail ski area. (Incorporated by reference to Exhibit 10.6 (d) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.5(e)	Amendment No. 4 to Forest Service Unified Permit for Vail ski area. (Incorporated by reference to Exhibit 10.6 (e) on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2005) (File No. 001-09614).
10.6*	Vail Resorts, Inc. Amended and Restated 2002 Long Term Incentive and Share Award Plan. (Incorporated by reference to Exhibit 99.1 on Form 8-K of Vail Resorts, Inc. filed on December 10, 2009) (File No. 001-09614).
10.7*	Form of Stock Option Agreement. (Incorporated by reference to Exhibit 10.20 of Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2007) (File No. 001-09614).
10.8*	Form of Restricted Share Unit Agreement. (Incorporated by reference to Exhibit 10.2 on Form 8-K of Vail Resorts, Inc. filed on December 7, 2015) (File Number 001-09614).
10.9*	Form of Share Appreciation Rights Agreement. (Incorporated by reference to Exhibit 10.3 on Form 8-K of Vail Resorts, Inc. filed on December 7, 2015) (File Number 001-09614)
10.10*	Vail Resorts Deferred Compensation Plan, effective as of January 1, 2005. (Incorporated by reference to Exhibit 10.22 on Form 10-K of Vail Resorts, Inc. for the year ended July 31, 2009) (File No. 001-09614).
10.11(a)*	Executive Employment Agreement made and entered into October 15, 2008 by and between Vail Resorts, Inc. and Robert A. Katz. (Incorporated by reference to Exhibit 10.1 of the report on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2008) (File No. 001-09614).
10.11(b)*	First Amendment to Executive Employment Agreement, dated September 30, 2011, by and between Vail Resorts, Inc. and Robert A. Katz (Incorporated by reference to Exhibit 10.1 on Form 8-K of Vail Resorts, Inc. filed September 30, 2011) (File No. 001-09614).
10.11(c)*	Second Amendment to Executive Employment Agreement, dated April 11, 2013, by and between Vail Resorts, Inc. and Robert A. Katz. (Incorporated by reference to Exhibit 10.1 on Form 10-Q of Vail Resorts, Inc. for the quarter ended April 30, 2013) (File No. 001-09614).
10.12*	Form of Indemnification Agreement. (Incorporated by reference to Exhibit 10.8 of the report on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2008) (File No. 001-09614).
10.13	Master Agreement of Lease, dated May 29, 2013, between VR CPC Holdings, Inc. and Talisker Canyons Leaseco LLC. (Incorporated by reference to Exhibit 10.1 on Form 8-K of Vail Resorts, Inc. filed on May 30, 2013) (File No. 001-09614).

Posted Exhibit Number	Description
10.14	Guaranty of Vail Resorts, Inc., dated May 29, 2013, in connection with the Master Agreement of Lease between VR CPC Holdings, Inc. and Talisker Canyons Leaseco LLC. (Incorporated by reference to Exhibit 10.2 on Form 8-K of Vail Resorts, Inc. filed on May 30, 2013) (File No. 001-09614).
10.15*	Vail Resorts, Inc. Management Incentive Plan. (Incorporated by reference to Exhibit 10.1 on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2016) (File No. 001-09614).
10.16*	Vail Resorts, Inc. 2015 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 on Form 8-K of Vail Resorts, Inc. filed on December 7, 2015) (File Number 001-09614).
10.17(a)	Seventh Amended and Restated Credit Agreement, Annex A to that certain Amendment Agreement, dated as of May 1, 2015, among Vail Holdings, Inc., as borrower, Bank of America, N.A., as administrative agent, U.S. Bank National Association and Wells Fargo Bank, National Association, as co-syndication agents, BBVA Compass, as documentation agent, and the Lenders party thereto. (Incorporated by reference to Exhibit 10.1 on Form 10-Q of Vail Resorts, Inc. for the quarter ended April 30, 2015) (File No. 001-09614).
10.17(b)	First Amendment to Seventh Amended and Restated Credit Agreement dated as of December 4, 2015, among Vail Holdings, Inc., as borrower, Bank of America N.A., as administrative agent, and the Lenders party thereto (Incorporated by reference to Exhibit 10.2 on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 31, 2015) (File Number 001-09614).
10.17(c)	Second Amendment to Seventh Amended and Restated Credit Agreement, dated October 14, 2016 (Incorporated by reference to Exhibit 10.1 on Form 8-K of Vail Resorts, Inc. filed on October 17, 2016) (File No. 001-09614).
10.17(d)	Third Amendment to Seventh Amended and Restated Credit Agreement, dated as of April 7, 2017, by and among Vail Holdings, Inc., Bank of America, N.A., as Administrative Agent, and the Lenders named therein (Incorporated by reference to Exhibit 10.3 on Form 10-Q of Vail Resorts, Inc. for the quarter ended April 30, 2017) (File Number 001-09614).
10.18(a)	Amended and Restated Credit Agreement and the amendments thereto, dated as of November 12, 2013, among Whistler Mountain Resort Limited Partnership and Blackcomb Skiing Enterprises Limited Partnership, as borrowers, the Guarantors Party thereto, the Financial Institutions named therein, The Toronto-Dominion Bank, as administrative agent, TD Securities, as lead arranger and sole bookrunner, and Royal Bank of Canada, Bank of Montreal, Wells Fargo Bank, N.A., Canadian Branch, and Bank of America, N.A., Canadian Branch, as co-documentation agents (Incorporated by reference to Exhibit 10.3 on Form 10-Q of Vail Resorts, Inc. for the quarter ended October 30, 2016) (File No. 001-09614).
10.18(b)	Third Amending Agreement, dated as of February 10, 2017, among Whistler Mountain Resort Limited Partnership and Blackcomb Skiing Enterprises Limited Partnership, as borrowers, the Guarantors Party thereto, and The Toronto-Dominion Bank, as administrative agent, on its own behalf and on behalf of the Lenders (Incorporated by reference to Exhibit 10.1 on Form 10-Q of Vail Resorts, Inc. for the quarter ended January 31, 2017) (File No. 001-09614).
10.19	Whistler Mountain Master Development Agreement, dated as of February 23, 2017, between Her Majesty the Queen in Right of the Province of British Columbia and Whistler Mountain Resort Limited Partnership (Incorporated by reference to Exhibit 10.1 on Form 8-K of Vail Resorts, Inc. filed on February 27, 2017) (File No. 001-09614).
10.20	Blackcomb Mountain Master Development Agreement, dated as of February 23, 2017, between Her Majesty the Queen in Right of the Province of British Columbia and Blackcomb Skiing Enterprises Limited Partnership (Incorporated by reference to Exhibit 10.2 on Form 8-K of Vail Resorts, Inc. filed on February 27, 2017) (File No. 001-09614).
21	Subsidiaries of Vail Resorts, Inc.
23	Consent of Independent Registered Public Accounting Firm.
24	Power of Attorney. Included on signature pages hereto.
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	The following information from the Company's Year End Report on Form 10-K for the year ended July 31, 2017 formatted in eXtensible Business Reporting Language: (i) Consolidated Balance Sheets as of July 31, 2017 and July 31, 2016; (ii) Consolidated Statements of Operations as of July 31, 2017, July 31, 2016 and July 31, 2015; (iii) Consolidated Statements of Comprehensive Income as of July 31, 2017, July 31, 2016 and July 31, 2015; (iv) Consolidated Statements of Stockholders' Equity as of July 31, 2017, July 31, 2016 and July 31, 2015 (v) Consolidated Statements of Cash Flows as of July 31, 2017, July 31, 2016 and July 31, 2015; and (vi) Notes to the Consolidated Financial Statements.

*Management contracts and compensatory plans and arrangements.

ITEM 16. FORM 10-K SUMMARY.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: September 28, 2017		Vail Resorts, Inc.
	By:	/s/ Michael Z. Barkin
		Michael Z. Barkin
		Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Date: September 28, 2017		Vail Resorts, Inc.
	By:	/s/ Ryan H. Siurek
		Ryan H. Siurek
		Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Michael Z. Barkin or Ryan H. Siurek his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Form 10-K and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary or appropriate to be done with this Form 10-K and any amendments or supplements hereto, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on September 28, 2017.

/s/ Robert A. Katz	Chief Executive Officer and Chairman of the Board
Robert A. Katz	(Principal Executive Officer)
/s/ Michael Z. Barkin	Executive Vice President and Chief Financial Officer
Michael Z. Barkin	(Principal Financial Officer)
/s/ Ryan H. Siurek	Vice President, Controller and Chief Accounting Officer
Ryan H. Siurek	(Principal Accounting Officer)
/s/ Susan L. Decker	
Susan L. Decker	Director
/s/ Roland A. Hernandez	
Roland A. Hernandez	Director
/s/ John T. Redmond	
John T. Redmond	Director
/s/ Michele Romanow	
Michele Romanow	Director
/s/ Hilary A. Schneider	
Hilary A. Schneider	Director
/s/ D. Bruce Sewell	
D. Bruce Sewell	Director
/s/ John F. Sorte	
John F. Sorte	Director
/s/ Peter A. Vaughn	
Peter A. Vaughn	Director

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CORPORATE DATA

Board of Directors

Robert A. Katz
Chairman and Chief Executive Officer,
Vail Resorts, Inc.

Susan L. Decker
Principal,
Deck3 Ventures LLC

Roland A. Hernandez
Founding Principal and Chief Executive Officer,
Hernandez Media Ventures

John T. Redmond
President,
Allegiant Travel Company

Michele Romanow
Co-Founder,
Clearbanc

Hilary A. Schneider
Former President &
Chief Executive Officer,
LifeLock, Inc.

D. Bruce Sewell
Senior Vice President, General Counsel & Secretary,
Apple Inc.

John F. Sorte
Executive Chairman,
Morgan Joseph Tri Artisan LLC

Peter A. Vaughn
Founder and Managing Director,
Vaughn Advisory Group

Senior Executives

Robert A. Katz
Chairman and Chief Executive Officer

Michael Z. Barkin
Executive Vice President and Chief Financial Officer

Patricia A. Campbell
President – Mountain Division

Christopher E. Jarnot
Executive Vice President – Mountain Division

Lynanne Kunkel
Executive Vice President and Chief Human Resources Officer

Kirsten A. Lynch
Executive Vice President and Chief Marketing Officer

James C. O'Donnell
Executive Vice President –
Hospitality, Retail and Real Estate

David T. Shapiro
Executive Vice President, General Counsel and Secretary

Robert N. Urwiler
Executive Vice President and Chief Information Officer

Corporate Information

Corporate Offices
Vail Resorts, Inc.
390 Interlocken Crescent
Broomfield, Colorado 80021
303.404.1800

Stock Exchange Listing
The common shares of Vail Resorts, Inc. are listed and traded on the New York Stock Exchange under the ticker symbol MTN.

Independent Auditors
PricewaterhouseCoopers LLP
Denver, Colorado

Transfer Agent and Registrar
Wells Fargo Shareowners Services
St. Paul, Minnesota
800.468.9716

Investor Relations
InvestorRelations@vailresorts.com

Websites
www.vailresorts.com
www.snow.com

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EXPERIENCE OF A LIFETIME™

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