

**APPROVED**

**EAST CANYON RESORT, INC.  
BOARD OF DIRECTORS REGULAR MEETING MINUTES  
November 14, 2024**

**I. WELCOME AND DETERMINATION OF QUORUM**

The meeting was called to order at 6:00 p.m. (MT) on Thursday, November 14, 2024, by Board Chairman Randy Upton via Zoom Video/Teleconference. A quorum was present to conduct business. The following persons participated in the meeting:

Board Members:

Cody Barnes, Board President  
Randy Upton, Chairman  
Toni Noerring, Vice Chairperson  
Ashley Wilson, Secretary/Treasurer  
Bill Feveryear, Director  
Robert Watson, Director  
Terry Nelson, Director  
John Milano, Director  
Ash Jenkins, Director

Guests

Brad Wilson  
Hans Noerring  
Bill Thomson  
Wade Ross  
Korey VanCott

VRI Americas and Resort Staff:

Richard Johnson, ECR General Manager  
Moriah Morgan, ECR Assistant General Manager  
Caitlin Postlethwait, Administration / Association Governance

**II. REVIEW OF AGENDA**

The agenda was approved with changes.

**III. REVIEW OF PREVIOUS MEETING MINUTES\***

- A. Minutes of September 26, 2024 Annual Meeting (*for review*)
- B. Minutes of October 10, 2024 Regular Board Meeting

**MOTION:** Ashley Wilson moved to approve the 2024 Annual Meeting minutes for publication and the October 10, 2024 Regular Meeting minutes as corrected. The motion was seconded by Toni Noerring and it was approved.

**APPROVED****IV. REVIEW OF ECR MONTHLY FINANCIAL STATEMENT****A. Financial Statement September 2024**

The Board discussed the 2024 financial statement reports including cashflow – a negative balance of operating fund is projected by fiscal year end. Randy Upton advised how transferring of reserve funds to operating and operating funds back to reserve funds when applicable helps to cover budget short-falls. Board member John Milano raised the question of where Capital Improvement Projects get reflected in the financial statement, Richard Johnson provided an explanation and advised a report can be provided that is included in financial statements.

**B. Delinquency Report**

The ECR delinquency report was provided for informational purposes. An explanation was provided that report values are based on the beginning of the fiscal year membership totals. An assignment to staff was given to have the monthly, quarterly, semi-annual payers broken out in the report data for future meetings.

**C. Inventory Sold**

The Inventory Sold report was provided for informational purposes.

**MOTION:** Toni Noerring moved to adopt the ECR September 2024 Financial Statement, Delinquency Report, Inventory Sold Report. The motion was seconded by Cody Barnes and it was approved.

**V. MEMBER COMMENTS**

Members in attendance at the meeting either in person or over zoom were invited to address the Board to make comments related to ECR business.

Wade Ross addressed the Board and praised the Finance Committee members for their production of the ECR Member Survey recently distributed. He issued concerns about the timing of the survey and made suggestions on staggering the notice and distribution in future surveys to draw more participants. Wade Ross inquired about the 2024 ECR Board of Directors Election totals being made public on the ECR website. Wade Ross also voiced his opinion that the wilderness areas of ECR need to be made as much of a priority to the Board as the condominiums and to be invested in as an asset for ECR.

**VI. REPORTS****A. VRI Management**  
**a) Manager's Report**

The ECR Manager's Report was provided for informational purposes.

**APPROVED**

## b) Resort Reports

## i. Comment Cards

The ECR Comment Card report was provided for informational purposes.

## B. Committee Reports

## a) Finance Committee

Bill Feveryear addressed the Board regarding current Finance Committee updates. It was reported that ECR General Manager Richard Johnson had distributed a draft budget for Finance Committee review. The committee is reviewing member survey responses and will report further at a future meeting. An assignment to staff was given to send ECR members an e-blast advertising TPI weeks raffle as incentive to complete member survey by target date to be determined.

## b) Rules Committee

Cody Barnes reported that the latest version of the ECR Rule Book is in process of being finalized. The IT Committee has worked to create a QR code to be posted around the resort, as well as having printed copies available for members upon request. Proposed rule changes will be presented later in the meeting for review and approval, upon approval rule book will be finalized.

## c) Outdoors Committee

Toni Noerring reported that the Outdoors Committee had met and provided recommendations on projects and updates to be reviewed later in the meeting for review by the Board. The committee discussed the allocation of funds from auction tags being made specifically for trail maintenance funds, utilizing hunting fund revenue for wilderness maintenance. Further discussion to be held in budget meeting.

## d) IT Committee

Terry Nelson reported that IT Committee has been working on preparing QR codes for various ECR related information to be made available to ECR members. Terry reported that hunting database has been centralized to an email address and one drive created for the wilderness/outdoor committee to be accessed by anyone relevant to the committees for future use.

## e) Facilities/Land Use

Robert Watson reported that the Facilities / Land Use committee had met and discussed concerns about snowmelt on the newly installed deck surrounding the ECR lodge. Rain gutter proposals have been sent to management for review. Additional committee members are needed and welcomed.

**VII. NEW BUSINESS**

## A. Conflict of Interest Statements

**APPROVED**

Capital Vacations / VRI Administrative Assistant Caitlin Postlethwait distributed annual Conflict of Interest statements to Board members for signature. Signed statements were collected for ECR filing.

**B. ECR Board Member John Milano – Financial Discussion**

John Milano addressed the Board previous to the meeting via email outlining capital reserve project and financial / budget related concerns.

**MOTION:** John Milano moved that East Canyon Resort use resort owner contractors whenever possible that could bid on ECR Capital Improvement projects. The list of owner contractors should be compiled from a list of owners that have the expertise and certifications to bid on ECR Capital Improvement projects. To obtain a list of owner contractors the next ECR newsletter emails and posted information should announce that the Board is putting together a list of owner contractors that could bid on various projects that the resort will have in the future. Owner bids would need to be competitive with non-owner bids. Robert Watson seconded the motion. Discussion held on logistics of who would maintain the lists of contractors, whether it would be open to non-ECR members. The motion was amended to include that an email blast would be distributed to notify of all requirements to be considered as a vendor. 2 Board members were in favor of the motion, 7 Board members were opposed. The motion did not pass.

**MOTION:** John Milano moved that ECR management obtain at least three (3) bids for any Capital Improvement projects estimated to cost more than \$1000. Any project will be offered for bid to existing ECR owners with the expertise to bid, in addition to being offered for bid to companies outside of ECR owners. Robert Watson seconded the motion. Discussion held among Board and ECR management that \$1000 is a low threshold and the Best Practice in place is to obtain multiple bids. The motion was withdrawn.

**MOTION:** John Milano moved that the ECR Board in conjunction with the Resorts management team take the three months prior to April 1<sup>st</sup> annually to prepare the budget for that next fiscal year starting April 1<sup>st</sup>. This minimum base operational annual budget should increase by at least the consumer price index and be based on the current years average monthly expenditure of the operational expenses, minus the project maintenance expenses for repairs that were outside the month to month operational maintenance expenses (project maintenance). Additionally, the base budget should include earmarked funds for projects that are an immediate priority (project maintenance projects not considered capital assets) for the continued operation of the resort. Additionally the budget should include a percentage for Maintenance fees earmarked as Reserve Funds (funds for capital assets with a 3 year or longer life span) that are going to be required to be updated in order to maintain the resorts viability for our existing owners as well as prospective owners. In the interest of transparency, at least one month prior to the end of the current fiscal year, owners should be noticed that the upcoming years budget is available for review. In the interest of transparency, an explanation should accompany the notice identifying immediate required projects as well as priority projects for the future. The explanation should also include how owners input can be received by the Board for consideration and response as necessary. Robert Watson seconded the motion. Two (2) Board members were in favor, seven (7) Board members opposed. The motion did not pass.

**APPROVED****C. Flash Sale Proposal**

ECR Management staff provided a flash-sale proposal to the Board for review. The proposal was discussed among the Board members. There management goal is to sell 60 memberships over a period of 60 days between December 1, 2024 and January 31, 2025. New owners will be given the option of declining 2024 reservation rights, to not have to pay 2024 maintenance fees.

**MOTION:** Ashley Wilson moved to accept the flash-sale proposal terms as outlined below:

- Sliding Scale Discount
- During December, members and their immediate family will receive a 50% discount on membership purchases.
- The first fifteen (15) days of January, (January 1<sup>st</sup>-January 15<sup>th</sup>) will be available for members friends' and extended family to purchase a membership with a 35% discount.
- The last 16 days of January (January 16<sup>th</sup>-January 31<sup>st</sup>) memberships will be available to the public for 20% discount.

John Milano seconded the motion, and it was approved.

**D. Rule Changes**

Cody Barnes presented final proposed rule changes (see exhibit A).

**MOTION:** Cody Barnes moved to accept the proposed rule changes. The motion was seconded by Robert Watson and it was approved.

**E. Outdoor Committee Recommendations**

Toni Noerring presented the Outdoor Committee recommendations for wilderness/RV area picnic table replacements, fencing, and gate relocation.

**MOTION:** Robert Watson moved to approve expenditure of \$1200 for Druby gate relocation, \$3000 for ATV storage fencing improvement, and to include picnic table replacement in future years' capital improvement project list for 2025-2026 budget proposal. The motion was amended to approve a \$2150 expenditure for gate relocation. Toni Noerring seconded the motion and it was approved.

**F. IT Company – Roles and Responsibility**

Ashley Wilson raised the discussion of the contracted IT support committee for ECR and what their roles and responsibilities are relating to ECR. ECR General Manager will provide a copy of the contract to the IT committee for review. Further discussion to be held when additional information is available.

**VIII. PREVIOUS BUSINESS****A. Document Review Update**

Richard Johnson reported that attorney bids for document review update have come in at average of \$100 per hour. ECR management will continue to pursue attorney bids for ECR document review.

**APPROVED**

**B. Corporate Transparency Act**

It was advised to the Board that Capital Vacations / VRI management recommendation is to comply and utilize the Corporate Transparency Act entity 'CTA Review' to complete the Corporate Transparency Act application as required by the US Federal Government. The cost for 'CTA Review' to file the application is an annual charge of \$295.

**MOTION:** Terry Nelson moved to approve the engagement of 'CTA Review' to complete Corporate Transparency Act filing on behalf of ECR Board of Directors for \$295. Cody Barnes seconded the motion and it was approved.

**IX. OTHER BUSINESS**

**A. Future Meeting Dates**

The Board requested to meet on Monday December 16, 2024 at the Salt Lake County Government Center (if available) at 6:00 PM MT to review the draft ECR 2025-2026 budget.

**B. Executive Session**

The Board went into Executive Session at 8:57 PM MT.

The Board resumed Regular Session at 9:28 PM MT.

**X. ADJOURNMENT**

**MOTION:** Ashley Wilson moved to adjourn the meeting at 9:28 PM MT. The motion was seconded by Ash Jenkins and it was approved.

By:  Date: 12/16/2024  
AD90C40020794DE...  
Ashley Wilson, Secretary