

EAST CANYON RESORT, INC.
BOARD OF DIRECTORS REGULAR MEETING MINUTES
Thursday, April 23, 2026

I. WELCOME AND DETERMINATION OF QUORUM

The meeting was called to order at 7:00 p.m. MT 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, President
Randy Upton, Chairman
Terry Nelson, Vice Chairman
Korey VanCott, Secretary
Bill Feveryear, Director
Robert Watson, Director: Absent
Blake Housley, Director
John Milano, Director-by Zoom
Toni Noerring, Director

Capital Vacations Management Representatives:

Richard Johnson, ECR General Manager
Moriah Morgan, ECR Assistant General Manager

II. REVIEW OF AGENDA

The agenda was approved with the addition of a notation that an executive session will be held for bids and a billing appeal.

III. NEW BUSINESS

A. Capital Project Priorities and Bids

The board discussed proposed Capital Reserve projects for the 26-27 fiscal year. After much discussion the following motion was made:

MOTION: Blake Housley moved to approve \$274,986 in reserve items listed below for the 26-27 fiscal year. Bill Feveryear seconded the motion and was approved unanimously.

- Shuffle Board total cost \$5,100
- Condominium roof repair cost \$10,000
- Commercial dryer cost \$10,000
- Truck cost \$40,000
- Condominium flooring (6) units cost \$51,000
- Paint, staining, siding resort lodge cost \$117,886
- Trails and wilderness maintenance cost \$20,000
- Tile condominium bathrooms (11) units cost \$11,000

- Lodge restroom remodel cost \$10,000

B. Change to Bylaws

The board discussed the proposed changes to East Canyon Resort Bylaws. After much discussion the following motion was made:

MOTION: Cody Barnes moved to change Bylaw 5.01 to *The Board of Directors may from time to time, through resolution, assign committees issues to study, gather or report information on in an advisory capacity to assist the Board of Directors in carrying out its duties and responsibilities and to better inform the decision-making process of the board.*

The membership of each committee designated hereunder shall be assigned no more than two (2) Board Directors, with one taking a lead role, and the other Board Director serving in back-up or co-lead capacity, as determined by the Board of Directors Executive Committee. Board Directors assigned to the committee have no right to vote on any motions that may be made in the committee. Voting authority for Board Directors assigned to the committee is reserved for when recommendations are brought back and presented to the board.

No committee member shall receive compensation for services rendered to the Corporation as a committee member; however, committee members may be reimbursed for expenses incurred in the performance of their duties as committee members, so long as board approval is authorized prior to the actions or expense being performed or incurred.

The members of each committee are approved by the two Board Directors assigned to the committee. The member wanting to serve shall be in good standing, as verified through the Board of Directors Chair. The Chair of each committee is voted in by the members of the committee. Directors assigned to the committee or committee members may be elected as Chair.

In general, and a Board Director may attend a committee meeting they are not assigned to under the following conditions:

- 1. The Board Director(s) may not participate in any motions or votes of the committee.*
- 2. The number of assigned committee members present at a scheduled meeting must exceed the number of Board Directors in attendance.*
- 3. If the number of Board Directors in a committee meeting exceeds the number of assigned committee members, and/or the Board Directors risk creating a quorum such that is equivalent to a Board Meeting, attendance shall be evaluated and priority shall be given to the Board Directors assigned to the committee, Board Directors based on Board Hierarchy and Board Chair's Designee.*
- 4. The assigned Board Directors or Chair of the Committee shall have unilateral authority to dismiss the others in attendance in accordance with the 1-3 above.*

The motion was seconded by Terry Nelson. Further discussion took place. Motion carried by majority vote seven (7) in favor, two (2) oppositions.

IV. OTHER BUSINESS

A. Confirm Future Meeting Dates

Future Meeting Dates were provided for informational purposes and are as follows:

Thursday, April 23, 2026, 7:00 p.m. MT - Zoom

Thursday, May 28, 2026, 5:30 p.m. MT – East Canyon Resort

Thursday, August 27, 2026, 5:30 p.m. MT – East Canyon Resort

Wednesday, September 23, 2026 7:00 p.m. ANNUAL East Canyon Resort

Thursday, October 8, 2026, 5:30 p.m. Zoom Video/Teleconference

Thursday, November 12, 2026, 5:30 p.m. – Salt Lake County Government Center

Thursday, December 10, 2026, 5:30 p.m. – Salt Lake County Government Center

B. Executive Session

MOTION: Toni Noerring moved to go into Executive session to discuss member citation appeal and members conduct at 8:22 p.m. MT. Cody Barnes seconded the motion and was approved.

MOTION: Toni Noerring moved to resume Regular session at 9:28 p.m. MT. Terry Nelson seconded the motion and was approved.

V. ADJOURNMENT

The meeting was adjourned at 9:28 p.m. MT.

By: _____
Korey VanCott, Secretary

Date: _____