

**Draft Agenda**  
**Estes Park Health Board of Directors' Regular Meeting by GoToWebinar and In-Person**  
**Wednesday June 25, 2025**  
**5:30 pm - 7:20 pm**  
**Estes Park Town Hall - Town Board Meeting Room, 170 MacGregor Ave, Estes Park CO 80517**

Regular Session				Mins.	Procedure	Presenter(s)
1	Call to Order and Welcome			1	Action	EPH Board of Directors
2	Approval of the Agenda			1	Action	EPH Board of Directors
3	Public Comments on Items Not on the Agenda			3	Information	Public
4	General Board Member Comments			3	Information	EPH Board of Directors
5	Consent Agenda Items Acceptance:			2	Action	EPH Board of Directors
	5.1	Board Minutes				
		5.1.1	EPH Board Regular Meeting Minutes May 28, 2025			
		5.1.2	EPH Board Executive Session Minutes June 3, 2025			
		5.1.3	EPH Board Executive Session Minutes June 19, 2025			
		5.1.4	EPH Board Executive Session Minutes June 24, 2025			
	5.2	Other Documents				
		5.2.1				
6	Medical Staff Credentialing Report			2	Action	
7	Presentations:					
	7.1	Park Hospital District Resolution 2025-02		5	Discussion	EPH Board of Directors
	7.2	Park Hospital District Resolution 2025-03		5	Discussion	EPH Board of Directors
	7.3	EPH CEO Strategic Update		15	Discussion	Mr Vern Carda
	7.4	EPH Interim CNO Strategic Update		15	Discussion	Mr Ben Hetrick
	7.5	Board Transparency and Communications Update		10	Discussion	EPH Board of Directors
8	Executive Summary - Significant Items Not Otherwise Covered			1	Discussion	EPH Leadership & Board of Directors
9	All Attendee Conversation on Emerging Topics			15	Conversation	Community Attendees, EPH Board, EPH Senior Leadership Team
10	Potential Agenda Items: Wednesday July 30, 2025 Regular Board Meeting			1	Discussion	EPH Board of Directors
11	Adjournment			1	Action	EPH Board of Directors
Estimated Total Regular Session Mins.				80		
Next Regular EPH Board Meeting: Wednesday July 30, 2025 5:30 - 7:30 pm						
Possible Next Meeting Agenda Items						



**ESTES PARK HEALTH  
BOARD OF DIRECTORS'**

**Regular Meeting Minutes – May 28, 2025**

**Board Members in Attendance**

Dr. David Batey, Chair  
Mr. Drew Webb, Vice Chair  
Dr. Steve Alper, Finance Committee Chair/Treasurer  
Ms. Brigitte Foust, Board Secretary  
Dr. Cory Workman, Member at Large

**Other Attendees**

Mr. Vern Carda, CEO  
Ms. Aysha Douglas, CFO  
Ms. Rachel Ryan  
Mr. Jacob Schmitz  
Mr. Benjamin Hetrick  
Dr. Bridget Dunn  
Dr. Jennifer McLellan  
Ms. Kaci Early  
Ms. Iryna Irkliienko  
Suzy Blackhurst  
Michelle Gordon  
Tom Leigh  
Janet Zeschin  
Heidi Albrecht  
Justina Altier  
William Brown  
Jon Bureson  
John Caldwell  
Susan Cooper  
Rachel Galbraith  
Amy Kolczak  
Larry Leaming  
Christie Marcotte  
Jamie Mieras  
Lindsey Reznicek  
Patricia Robinson  
Terry Rustin  
Christina Santagati

Kendra Simms  
David Snow  
Kate Stephens  
Brian Tseng  
Sarah Waggoner  
Dan Weaver  
Tracy Wooden  
Zachary Zeschin  
Ken Zornes  
Kaycee Simon

1. **Call to Order**

The board meeting was called to order at 5:34 PM by David Batey; there was a quorum present. Notice of the board meeting was posted in accordance with the Sunshine Law Regulation.

2. **Approval of the Agenda**

David Batey motioned to approve agenda as submitted. Steve Alper seconded the motion, which carried unanimously.

3. **Departing Board Member Comments**

Drew Webb enjoyed serving his community during his time serving on the board. He expressed gratitude for Estes Park Health employees, most notably the leadership, for some “very tough circumstances.” He extended gratitude for his fellow board members, and the community for their support and understanding. He also urged the community to “hold the media accountable for the continued misuse of the truth.”

David Batey expressed that Estes Park Health is in a good state – making mention of the financials and the recent DNV results – while also acknowledging the opportunities to grow stronger. His journey began eight years ago when he received a call from a group of concerned citizens, asking him to put his name forward to be considered for a board position; the previous board had all resigned simultaneously. It has been an “honor to serve” and could not “imagine a better team” to work with towards the affiliation with UCHealth.

4. **New Board Members – Ceremonial Oath of Office – Ms. Rachel Ryan**

Newly elected board members Janet Zeschin and Tom Leigh were ceremonially sworn in.

5. **New Board – Election of Officers – EPH Board of Directors**

The Board’s election of officers determined the following:

Board Chairman: Cory Workman

Vice Chairman: Steve Alper

Treasurer: Brigitte Foust

Secretary: Janet Zeschin

Member at Large: Tom Leigh

6. **Public Comments on Items Not on the Agenda**

No comments.

**7. General Board Member Comments**

No comments.

**8. Consent Agenda Items Acceptance**

Cory Workman motioned to approve consent agenda items as listed, which carried unanimously. Second by Steve Alper.

**9. Medical Staff Credentialing Report**

Brigitte Foust recommended the approval of the Medical Staff Credentialing Report. Steve Alper seconded the motion, which carried unanimously.

**10. Presentations**

**10.1 Park Hospital District Board May 6, 2025 Election Update – Ms. Sarah Shepherd**

- This item was skipped.

**10.2 EPH CEO – Strategic Update – Mr. Vern Carda**

- With the signing of the definitive agreements with UCHHealth, Estes Park Health is moving into another level. Next steps will include UCHHealth coming onsite to conduct Town Halls with staff, finalizing documents to send into the Attorney General, and the first steps of the integration process.
- Board bylaws, service plan, and the district budget will all need to be reviewed.
- Physician recruitment is ongoing; Hannah Fields (Family Medicine) has been oriented and will begin seeing patients in early July. The goal is to bring in an internal med physician by end of summer as well.

**10.3 EPH CFO – 1<sup>st</sup> Quarter 2025 Financials and Strategic Update – Ms. Aysha Douglas**

- See presentation. Net patient revenue is on target with budget; expenses are just under 3% over budget. Two major contributors to total operating expenses are contract labor and legal expenses.

**10.4 EPH Chief of Staff – Strategic Update – Dr. Jennifer McLellan**

- See presentation. Updates included continuous improvements in quality (rib fracture guideline, vaccine administration process, etc.), accreditations in mammography and CAP, and new technologies (including overhead lights in the OR, a new nurse call system, and AI generated replies to in-basket messages).

**11. Executive Summary – Significant Items Not Otherwise Covered**

No comments.

**12. All Attendee Conversation on Emerging Topics**

- No comments or questions.

**13. Potential Agenda Items for Wednesday June 25, 2025, Regular Board Meeting**

No comments.

**14. Adjournment**

Cory Workman motioned to adjourn the meeting at 6:44 PM. Brigitte Foust and Steve Alper seconded the motion, which carried unanimously.

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Cory Workman, Chair

**Estes Park Health Board of Director**

## Draft Public Agenda

### Estes Park Health Board of Directors' Executive Session - In Person and by TEAMS

Tuesday June 3, 2025

Dial (audio only) 970-822-7850; enter Phone Conference ID: 397 300 430# when prompted

8:00 to 10:00AM

Regular Session		Mins.	Procedure	Presenter(s)
1	Call to Order/Welcome (Time: 8:05 AM )	1	Action	Cory Workman
2	Approval of the Agenda (Motion 1. Alper 2. Foust)	1	Action	EPH Board
3	Public Comments on Items Not on the Agenda -	1	Information	Public
4	General Board Member Comments on Items Not on the Agenda -	1	Information	EPH Board
5	Entertain a motion to enter Executive Session pursuant to Section 24-6-402(4)(e) C.R.S. for the purpose of determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators with regard to board administrative matters, UCHHealth partnership, and EPH strategic initiatives and pursuant to Section 24-6-402(4)(f) C.R.S. for the purpose of discussing a personnel matter. (Motion: Alper 2. Zeschin)	85	Action	EPH Board
6	Adjournment (Motion Alper 2. Leigh Time 10:33 AM )	1	Action	EPH Board
Total Regular Session Mins.		90		

Board Members Present: Alper, Foust, Leigh, Workman, Zeschin

**Draft Public Agenda**  
**Estes Park Health Board of Directors' Executive Session - In Person and by TEAMS**  
**Thursday June 19, 2025**  
**8:00 to 10:00AM**

<b>Regular Session</b>		<b>Mins.</b>	<b>Procedure</b>	<b>Presenter(s)</b>
<b>1</b>	Call to Order/Welcome (Time 8:05 AM )	1	<b>Action</b>	Cory Workman
<b>2</b>	Approval of the Agenda (Motion 1. Alper 2. Foust )	1	<b>Action</b>	EPH Board
<b>3</b>	Public Comments on Items Not on the Agenda -	1	Information	Public
<b>4</b>	General Board Member Comments on Items Not on the Agenda -	1	Information	EPH Board
<b>5</b>	Entertain a motion to enter Executive Session pursuant to Section 24-6-402(4)(e) C.R.S. for the purpose of determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators with regard to board administrative matters, UCHHealth partnership, and EPH strategic initiatives and pursuant to Section 24-6-402(4)(f) C.R.S. for the purpose of discussing a personnel matter. (Motion Alper 2. Foust )	115	<b>Action</b>	EPH Board
<b>6</b>	Adjournment (Motion Alper 2. Zeschin Time 10:15 AM )	1	<b>Action</b>	EPH Board
<i>Total Regular Session Mins.</i>		120		
Board Members Present: Alper, Foust, Leigh, Workman, Zeschin				

**Draft Public Agenda**  
**Estes Park Health Board of Directors' Executive Session - In Person and by TEAMS**  
**Tuesday June 24, 2025**  
**8:00 to 10:00AM**

<b>Regular Session</b>		<b>Mins.</b>	<b>Procedure</b>	<b>Presenter(s)</b>
<b>1</b>	Call to Order/Welcome ( <b>Time:</b> 8:03 AM )	1	<b>Action</b>	Cory Workman
<b>2</b>	Approval of the Agenda ( <b>Motion 1.</b> Foust <b>2.</b> Leigh)	1	<b>Action</b>	EPH Board
<b>3</b>	Public Comments on Items Not on the Agenda -	1	Information	Public
<b>4</b>	General Board Member Comments on Items Not on the Agenda -	1	Information	EPH Board
<b>5</b>	Entertain a motion to enter Executive Session pursuant to Section 24-6-402(4)(e) C.R.S. for the purpose of determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators with regard to board administrative matters, UCHHealth partnership, and EPH strategic initiatives and pursuant to Section 24-6-402(4)(f) C.R.S. for the purpose of discussing a personnel matter. ( <b>Motion: Alper 2. Foust</b> )	115	<b>Action</b>	EPH Board
<b>6</b>	Adjournment ( <b>Motion</b> Alper <b>2.</b> Zeschin <b>Time</b> 10:47 AM )	1	<b>Action</b>	EPH Board
<i>Total Regular Session Mins.</i>		120		
Board Members Present: <b>Alper, Foust, Leigh, Workman, Zeschin</b>				





Park Hospital District Board  
25 June 2025

### **CREDENTIALING RECOMMENDATIONS**

#### **Credentials Committee approval:**

May 28<sup>th</sup>, 2025

Present: Drs.: DiLauro, Dunn, McLellan, Brigitte Foust, Cory Workman, Iryna Irkliienko, Kate Cramer (T).

#### **Medical Executive Committee approval:**

June 18<sup>th</sup>, 2025

##### **Initial Appointments:**

Berdell, Katherine M., PA-C

##### **Reappointments:**

Chamberlain, Benjamin K., MD

Treat, Stephen A., MD

##### **Credential By Proxy:**

N/A

##### **Locum Tenens FYI:**

Hollis A. Burggraf, MD – Family Medicine (Physician Clinic)

Barbara E. Johnston, MD – Internal Medicine (Physician Clinic)

##### **Resignations:**

Paige M. Dekker, DO – Family Medicine

Maximilian A. Goebel, MD – Pathology

##### **FPPE:**

N/A

**AMENDED AND RESTATED  
BYLAWS  
PARK HOSPITAL DISTRICT  
BOARD OF DIRECTORS**

Revised: June 25, 2025, but Effective Date as indicated on Signature Page

## Table of Contents

	Page
ARTICLE I. NAME.....	1
ARTICLE II. ORGANIZATION.....	1
ARTICLE III. PURPOSE .....	1
ARTICLE IV. BOARD OF DIRECTORS .....	2
ARTICLE V. POWERS OF THE BOARD.....	3
ARTICLE VI. MEETINGS .....	4
ARTICLE VII. OFFICERS .....	5
ARTICLE VIII. COMMITTEES.....	8
ARTICLE IX. AUXILIARY ORGANIZATIONS.....	7
ARTICLE X. DISSOLUTION .....	7
ARTICLE XI. INDEMNIFICATION .....	7
ARTICLE XII. GENERAL PROVISIONS.....	8
ARTICLE XIII. AMENDMENTS TO AND REVOCATION OF BYLAWS.....	8

**BYLAWS**  
**PARK HOSPITAL DISTRICT**  
**BOARD OF DIRECTORS**

**ARTICLE I.**  
**NAME**

The name of the organization shall be the Park Hospital District (the “District”).

**ARTICLE II.**  
**ORGANIZATION**

The District shall operate pursuant to the provisions of the Special District Act, C.R.S. § 32-1-101, et seq. as amended from time-to-time, (the “Act”) and such other statutes as may pertain to special districts, including but not limited to the applicable portions of C.R.S. § 29 et seq., as amended from time-to-time.

These Board of Directors Bylaws (“Bylaws”) shall control all the operation, policies, and procedures of the District, its Directors and Officers. In the event of a conflict between these Bylaws and the applicable statutes, the statutes shall govern.

**ARTICLE III.**  
**PURPOSE**

The District’s purpose is to assist in providing facilities and services for rendering comprehensive health care on an inpatient, outpatient or other basis for the residents and visitors of the District and surrounding communities. In furtherance of these purposes the District Board presented Ballot Issue 8A to the District’s eligible electors during the regular election held on May 2, 2023, which provided as follows:

Without imposing any new tax or increasing any tax rate, shall Park Hospital District, doing business as Estes Park Health, be authorized to enter into one or more agreements, constituting a multiple fiscal year financial obligation within the meaning of Article X, Section 20(4)(b) of the Colorado Constitution, with one or more nonprofit health care providers concerning the ownership, operation, and maintenance of all or any portion of the District’s hospital and other healthcare and related facilities and assets, including the lease or other conveyance from the district of real and personal property, and to pledge all or any portion of the District’s revenues pursuant to such agreements?

The District’s eligible electors overwhelmingly (80.3%) approved Ballot Issue 8A during the May 2, 2023 election, thereby authorizing the District Board to identify and pursue potential nonprofit health care provider partners for the purpose of achieving the goals set forth in Ballot Issue 8A.

Pursuant to this voter approval to enter into multiple year fiscal year financial obligations and pledge any or all of its tax revenues; and its specific statutory authority under C.R.S. § 32-1-1003(1)(a), as amended from time-to-time, to establish, maintain, or operate, directly or indirectly through lease to or from other parties or other arrangement, public hospitals, convalescent centers, nursing care facilities, intermediate care facilities, emergency facilities, community clinics, or other facilities providing health and personal care services, entered into negotiations with the University of Colorado Health (“UCHealth”) to establish a long term lease intended to achieve the District’s purposes.

During 2025 the District entered the Health System Operating Lease Agreement between Park Hospital District, UCHealth, and UCHealth Newco Hospital (a wholly controlled affiliate of UCHealth, anticipated to be renamed or do business as UCHealth Estes Valley Medical Center – “EVMC”) dated May 20, 2025 and upon Closing of such Operating Lease Agreement, entered into the Integration and Affiliation Agreement between the same parties (the “Definitive Agreements”).

The Definitive Agreements establish a lease and other arrangements with UCHealth and EVMC by which the District leased, assigned, conveyed or transferred all of its healthcare operations and assets to EVMC for their continued use to service the healthcare needs of the District’s residents and visitors. Pursuant to the Definitive Agreements, the District also committed to pledge and transfer substantially all of its tax revenue to EVMC to support EVMC’s operations in the District.

The overall goal of the Definitive Agreements is to best preserve the continuation of healthcare services in the community served by the District for the benefit of its residents and visitors, while at the same time allowing those healthcare operations to benefit from operating as part of an integrated health care system. The arrangements established by the Definitive Agreements are intended to (i) create an integrated cost-effective, and efficient delivery system that will meet the health care needs of the community served by the District, (ii) maintain access to certain integrated primary, secondary, and advanced tertiary services, (iii) best ensure the maintenance of certain essential clinical services lines, and (iv) to provide charitable, educational, and community benefits for the community served by the District.

#### **ARTICLE IV.** **BOARD OF DIRECTORS**

**Section 4.1. Number, Tenure, and Election.** The affairs of the District shall be governed by a Board of Directors (“Board” and each member a “Director”) composed of five (5) members who shall be elected by the qualified electors of the District in accordance with C.R.S. § 32-1- 305.5, as amended from time-to-time.

Directors are elected in accordance with C.R.S. § 32-19-110 and C.R.S. § 32-1-103(17), as amended from time-to-time. Unless the limitations on terms are waived or modified by District electors, each Director’s term of office shall be limited to two consecutive four-year terms in accordance with C.R.S. § 32-1-305.5, as amended from time-to-time.

Directors are elected to four-year staggered terms in accordance with C.R.S. § 32-1-305.5, as amended from time-to-time. If a vacancy exists as provided by state statute, any appointee shall

serve until the next regular board election at which time any candidate for such office shall be elected to the then remaining term of that office.

**Section 4.2. Qualifications.** Any candidate for the office of Director shall be an elector of the District, meeting the qualifications set forth in C.R.S. § 32-1-103(5).

**Section 4.3. Oath of Office.** Each Director shall, within thirty (30) days after the election, and as provided in C.R.S. § 32-1-901, as amended from time-to-time, take an Oath that he or she will faithfully perform the duties of his/her office. At the time of filing the Oath with the Clerk of the Court and Division of Local Government, there shall also be filed, at the expense of the District, a surety bond for each Director in an amount determine by the Board of not less than One Thousand Dollars (\$1,000.00).

**Section 4.4. Compensation.** The Board shall serve without compensation or remuneration, except that reimbursement for actual expenses incurred on behalf of the District shall not be considered compensation. An itemized statement of all such expenses shall be filed with the Secretary of the District prior to payment thereof.

**Section 4.5. Resignation.** Any Director may resign his/her office at any time, such resignation to be made in writing and forwarded, by hand delivery or certified mail, to the board.

**Section 4.6. Vacancy.** A Director's office shall be deemed vacant upon the occurrence of any one of the events described in C.R.S. § 32-1-905, as amended from time-to-time, and any such vacancy occurring on the Board shall be filled in accordance with C.R.S. § 32-1-905, as amended from time-to-time.

All Board appointments shall be evidenced by an appropriate entry in the minutes of the meeting, and the Board shall cause notice of the appointment to be delivered to the person so appointed. A duplicate of the notice, together with the mailing address of the person so appointed, shall be forwarded to the Division of Local Government.

**Section 4.7. Recall.** Any Director elected to the Board who has actually held office for at least six (6) months may be recalled from office in accordance with the provisions of C.R.S. § 32-1-906 and C.R.S. § 32-1-907, as amended from time-to-time. Any Director who shall place his/her own personal interests above those of the District may be subject to recall from office pursuant to this Section.

**Section 4.8. Conflict of Interest Policy.** Each Director shall comply with any conflict of interest policies adopted from time-to-time by the Board.

## **ARTICLE V. POWERS OF THE BOARD**

**Section 5.1. Section 1. General Powers.** Subject to the terms of the Definitive Agreements, the Board shall exercise general management and control of the business affairs of the District, and shall have and exercise all of the common powers which may be exercised or performed by the District under C.R.S. § 32-1-1001, C.R.S. § 32-1-1003, and all other applicable statutes of the State of Colorado, as amended from time-to-time, and these Bylaws.

**Section 5.2. Section 2. Financial Powers.** Notwithstanding the foregoing, the Board shall have the exclusive oversight of the use and expenditures of all moneys collected to the credit of the District, provided such use and expenditures further the Purposes of the District and comply with the Definitive Agreements. The Board shall have and exercise all of the financial powers which may be exercised or performed by the District under C.R.S. § 32-1-1101 and C.R.S. § 32-1-1103, and all other applicable statutes of the State of Colorado, as amended from time-to-time. Without limiting the foregoing, the Board shall have the power to invest or have invested, as provided in C.R.S. § 32-1-1101(5), C.R.S. § 24-75-601, and in accordance with the *Public Deposit Protection Act*, C.R.S. § 11-10.5-101, *et seq.*, each as amended from time-to-time, District monies and funds, or in the office of the Larimer County Treasurer in the District's name, and to receive the interest, gains, and income there from.

Additionally, subject to the pledge of the District's revenue pursuant to the Definitive Agreements, the Board shall have the power to borrow money, to incur indebtedness, and to issue bonds and other evidence of such indebtedness as provided in C.R.S. § 32-1-1101, C.R.S. § 32-1-1103. and C.R.S. § 32-1-1301, *et seq.*, as amended from time-to-time, except as may be limited by the Article X, Section 20 of the Colorado Constitution and the Definitive Agreements. Any indebtedness incurred shall be in the public interest and shall further the purpose of the District.

**Section 5.3. Specific Powers.** Notwithstanding, and in addition to the above stated powers, subject to the terms of the Definitive Agreements, the Board shall have authority to act in a manner consistent with its duties, obligations, and scope of authority outlined in the Special Districts Act C.R.S. § 32-1-101, *et seq.*, as amended from time-to-time, the Definitive Agreements and these Bylaws.

Provided, however, the Board may only initiate the dispute resolution process set forth in the Definitive Agreements upon approval of an eighty percent (80%) super majority vote of the Board.

**Section 5.4. Bylaws and Rules and Regulations.** The Board shall have the authority to make and adopt bylaws, policies, and rules and regulations for its own guidance and governance of the District and auxiliary organizations established by the Board as it deems necessary for the economic and equitable conduct thereof. Such bylaws, policies, and rules and regulations shall not, however, be inconsistent with applicable statutes and accreditation standards.

## **ARTICLE VI. MEETINGS**

**Section 6.1. Regular Meetings.** The Board shall have regular meetings at times and locations determined by the Board in accordance with C.R.S. § 32-1-903, as amended from time-to-time. No less than twenty-four (24) hours prior to holding a regular meeting, notice of date, time and location along with specific agenda information if available, will be provided on a public website in accordance with C.R.S. § 24-6-402. Notice may also be posted in other locations and given to local media outlets. In the event the time, date, or location of the regular meeting is changed, notice of the change shall be posted by the Secretary at least twenty-four (24) hours in advance of the meeting.

**Section 6.2. Special Meetings.** Special meetings of the Board may be called by any Director by informing the other Directors in accordance with C.R.S. § 32-1-903, as amended from time-to-time. Notice of a Special Meeting shall be posted, as provided in Section 1 above, at least twenty-four (24) hours prior to the said meeting.

**Section 6.3. Quorum and Agenda.** All official business of the Board shall be conducted only during said regular or special meetings at which a quorum is present. Three (3) members of the Board shall constitute a quorum. An agenda for each meeting shall be prepared and posted at least twenty-four (24) hours in advance at the place designated by the Board in January of each year.

**Section 6.4. Meetings by Teleconference.** Any meeting of the Board may be held by teleconference or similar communication equipment by means which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

**Section 6.5. Procedure.** So far as is practical, Robert's Rules of Order shall govern the conduct of the meetings; provided, however, that no action of the board shall be invalidated due to any technical non-compliance with such Rules.

**Section 6.6. Minutes of Regular and Special Meetings.** Minutes of Regular and Special Board meetings shall include a record of the proceedings, attendance, any actions taken, and any recommendations made. The minutes shall be prepared by the Secretary or other individual designated by the Secretary and shall be signed by the presiding officer or Board member. The original copy of the minutes shall be kept on permanent file with the District and in a visual text format that may be transmitted electronically, in accordance with C.R.S. § 32-1-902(1), as amended from time-to-time.

**Section 6.7. Executive Sessions.** All regular and special meetings of the Board shall be publicly noticed as described above and shall be open to the public except that, upon the affirmative vote of two-thirds (2/3) of the quorum present, the Board may go into Executive Session for the sole purpose of considering any of the matters authorized by, and in accordance with, C.R.S. § 24-6-402, as amended from time-to-time. Discussions that occur in Executive Sessions shall be electronically recorded and shall be retained for at least ninety (90) days after the date of the Executive Session.

**Section 6.8. Informal Meetings.** The Board may hold informal meetings. The purpose of the informal meeting is not to discuss or undertake a rule, regulation, ordinance, or other formal action, and, as a result, the informal meetings are not a part of the Board's policy-making function and the Colorado Open Meetings Law C.R.S. § 24-6-402 does not apply. The dates and topics discussed at informal meetings will be kept on file.

## **ARTICLE VII. OFFICERS**

**Section 7.1. Identification.** The general officers of the Board shall include a Chair, a Vice Chair, a Secretary, and a Treasurer, all of whom, except the Secretary, shall be members of the Board. The Secretary may be, but need not be, a member of the Board. The fifth Board member shall be Member-at-Large. The Board may appoint an assistant Secretary and an assistant Treasurer, which



offices may be held by the same person, from outside the membership of the Board. All assistant officers who are not Directors may be compensated as determined by the Board.

**Section 7.2. Election.** Officers shall be elected at a regular or special Board meeting when their terms expire or when a vacancy occurs during the term of an officer. A nominee shall be elected upon receiving the majority vote of all members of the Board. If no nominee receives the majority of the votes cast on the first ballot, a runoff election between the two (2) candidates receiving the highest number of votes shall be held immediately.

**Section 7.3. Term.** The term of service for Board Officer positions shall be one (1)-year commencing upon election by the Board and lasting until the end of term or until the next Board officer election unless such office shall become vacant through removal or resignation. Board members may serve multiple terms in any office.

**Section 7.4. Removal.** Any officer of the Board may be removed for cause by a majority vote of all members of the Board.

**Section 7.5. Vacancies.** Vacancies in any position shall be filled at the next regular or special meeting of the Board by majority vote of all members of the Board for the remainder of the unexpired term.

**Section 7.6. Bond.** The Treasurer shall be required to file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount determined by the Board of not less than Five Thousand Dollars (\$5,000.00), conditioned on the faithful performance of the duties of Treasurer in accordance with C.R.S. §32-1-902(2), as amended from time-to-time.

**Section 7.7. Duties of Officers.** The following shall be the duties of the Officers:

- a. The Chair. The Chair of the Board shall preside at all meetings of the Board, subject to the discretion and supervision of the Board, he/she will have general and active control of the District's affairs and business and general supervision of its officers, agents and employees. In addition, he/she shall:
  1. Serve as an ex-officio member of all committees of the Board;
  2. Assure that all duties of the Board are performed effectively and efficiently; and
  3. Perform all duties commonly incident to his/her office, and such other duties as the board may designate.
- b. Vice Chair. The Vice Chair of the District shall act as Chair pro tem and presiding officer during the absence of the Chair and perform such other duties as the Board may designate.
- c. Secretary. The Secretary shall:

1. Be the custodian of and ensure that a complete and accurate notebook and in a visual text format that may be transmitted electronically of the minutes of all meetings, and keep on file all certificates, contracts, bonds given by employees, and all corporate acts in accordance with C.R.S. § 32-1-902(1), as amended from time-to-time. Such records shall be open for inspection by any elector, as well as, any other interested parties in accordance with the Colorado Open Records Act, C.R.S. § 24-72-201 et seq., as amended from time to time.
  2. Have custody of the seal and be responsible for its safekeeping and use;
  3. Ensure that appropriate surety bonds and Oaths of Office are filed for all Directors;
  4. Give or cause to be given notice of meetings in accordance with these Bylaws or as required by law; and
  5. Perform such other duties as the Board may from time-to-time require.
  6. Duties specified in subsections (1), (2), (3), and (4) above can be designated, with Board approval and Board Secretary oversight, to an employee of the District (e.g. Executive Secretary) to the extent permitted by the Special District Act, C.R.S. § 32-1-101, et seq. as amended from time to time.
- d. Treasurer. The Treasurer shall:
1. Ensure that a permanent, strict, and accurate account of all money received by and disbursed for and on behalf of the District is kept;
  2. Ensure that the moneys of the District in the name of the District are deposited in such banks, deposits or trust companies as the Board shall designate and shall be authorized in accordance with C.R.S. § 32-1-1103(2) and C.R.S. § 24-75-603, as amended from time-to-time;
  3. Perform such other duties as the Board may from time-to-time require.
  4. Duties specified in subsections (1) and (2) above can be designated, with Board approval and Board Treasurer oversight, to an employee of the District to the extent permitted by the Special District Act, C.R.S. § 32- 1-101, et seq. as amended from time to time.

**Section 7.8. Checks, Drafts, etc.** Designated checks, drafts, or other orders for payment of money, and all notes or other evidences of indebtedness issued on behalf of the District, shall be signed by the Chair and Treasurer of the Board. In accordance with C.R.S. § 32-1-1103(2) and C.R.S. § 32-1-1103(3), as amended from time-to-time, such signing may, by resolution, be delegated to others per the resolution.

## **ARTICLE VIII.** **COMMITTEES**

**Section 8.1. Committees.** Committees of the Board shall be appointed by the Board from time to time as the occasion demands. Such Committees shall limit their activities to the purposes for which they are appointed and shall have no power to act unless such power is specifically conferred by action of the Board.

## **ARTICLE IX.** **AUXILIARY ORGANIZATIONS**

**Section 9.1. Establishment.** The Board shall have the authority to make provisions for the establishment of auxiliary organizations and mechanisms for services provided by individual volunteers to assist the District in fulfilling its purpose. An auxiliary organization shall not be separately incorporated without the prior formal approval of the Board and any funds raised by an auxiliary organization shall be maintained in accounts owned by the District and be subject to the terms of the Definitive Agreements.

**Section 9.2. Bylaws.** Each auxiliary organization shall develop bylaws if requested by the Board or otherwise required by law. The bylaws of each auxiliary organization shall delineate the purpose and function of such organization. The Board shall approve the bylaws, and all amendments and additions thereto, before such bylaws and any amendment or addition thereto becomes effective.

## **ARTICLE X.** **DISSOLUTION**

Upon dissolution or other termination of the District, any assets remaining after all debts of the District have been paid shall be distributed in accordance with C.R.S. § 32-1-701, as amended from time to time.

## **ARTICLE XI.** **INDEMNIFICATION**

To the extent permitted by law, and regardless of the existence of insurance coverage, the District shall indemnify any person who is serving or has served as a Director or Officer of the Board against all reasonable expenses, including, but not limited to, judgments, fines, amounts paid in settlement costs and legal fees actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit or proceeding, civil or administrative, to which he/she may have been a party by reason of being or having been a Director and/or officer of the Board, but only if he/she may have acted in good faith within the scope of his/her authority and for a purpose he/she reasonably believed to be in the best interests of the District. A Director and/or officer, or former Director and/or officer, shall have no right to reimbursement for matters in which he/she has been adjudged liable to the District for wanton and willful misconduct in the performance of his/her duties. To the extent applicable, the Colorado Governmental Immunity Act, C.R.S. §10-101 et seq., as amended from time to time, is incorporated by reference into these Bylaws.

**ARTICLE XII.**  
**GENERAL PROVISIONS**

**Section 12.1. Fiscal Year.** The fiscal year of the District and its affiliate organizations shall begin on the first day of January and end on the 31<sup>st</sup> day of December of each year.

**Section 12.2. Ownership of Documents.** Written records and other documents relating to the District are the property of the District and shall be filed and maintained under the authority of the Board and shall not be removed from the District nor shall any information contained therein be released without proper authorization unless such document shall be determined by the District's custodian of records to not be a public record as that term is defined in the Colorado Open Records Act, C.R.S. § 24-72-200.1 et seq., as amended from time-to-time.

**ARTICLE XIII.**  
**AMENDMENTS TO AND REVOCATION OF BYLAWS**

**Section 13.1. Amendments.** These Bylaws shall be reviewed periodically, with any amendments approved by affirmative vote of not less than three (3) members of the Board and may be amended or repealed and new Bylaws adopted by the Board through a vote in an open meeting. Provided, however, that as long as either of the Definitive Agreements remains in effect, these Bylaws shall not be modified or amended in a manner that is inconsistent with the terms of either Definitive Agreement. An amendment changing the number of Directors can be adopted only upon the approval and adoption of a resolution by a three fourths majority vote of members of the Board present in-person at a meeting called for that purpose, provided that such resolution is approved and in accordance with C.R.S. § 32-1-902.5, as amended from time-to-time.

**Section 13.2. Revocation.** Upon adoption of these Bylaws, the current Bylaws now in existence, and all amendments thereto, shall be repealed.

These Bylaws were duly reviewed and amended. They were adopted to be effective upon the Closing (such term as defined in that certain Operating Lease Agreement, by and between the Park Hospital District, UCHealth, and EVMC dated May 20, 2025).

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Secretary of the Board

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Chair of the Board

Other amendments:

April	1987
July	1988
June	1992
May	1995
May	1999
June	2003
January	2005
May	2005
June	2006
June	2007
May	2008
February	2009
March	2009
June 2,	2009
June	2010
August	2010
July 26,	2011
May 29,	2012
May 28	2013
May 29	2014
May 28	2015
May 31	2016
Dec 5	2017
Aug 29	2019

## **PARK HOSPITAL DISTRICT**

### **RESOLUTION 2025-02**

#### **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT TO AUTHORIZE THE AMENDMENT OF THE PARK HOSPITAL DISTRICT SERVICE PLAN AND BYLAWS, AND RATIFY THE OFFICER'S CERTIFICATE OF PARK HOSPITAL DISTRICT**

1. **WHEREAS**, In response to the healthcare needs of the communities served by Park Hospital District (the "District") and other developments and challenges in the healthcare industry, the District's Board of Directors (the "District Board") engaged in a deliberative process to explore strategic relationships to best ensure excellent health care services are available for our community for many years to come; and,
2. **WHEREAS**, In connection with its evaluation of arrangements with other health care organizations, the District engaged legal counsel and strategic advisors with national expertise in health care transactions and other relevant health care industry experience to assist with evaluating and negotiating potential strategic relationships (the "Advisors"); and,
3. **WHEREAS**, The District Board found that arrangements with one or more nonprofit health care organizations will facilitate the continued availability of outstanding local health care services, allow access to commercial payer networks and specialty care to address the health care needs of District residents for many years to come; and,
4. **WHEREAS**, Based on its findings, the District Board presented Ballot Issue 8A to the District's eligible electors during the regular election held on May 2, 2023: "Without imposing any new tax or increasing any tax rate, shall Park Hospital District, doing business as Estes Park Health, be authorized to enter into one or more agreements, constituting a multiple fiscal year financial obligation within the meaning of Article X, Section 20(4)(b) of the Colorado Constitution, with one or more nonprofit health care providers concerning the ownership, operation, and maintenance of all or any portion of the District's hospital and other healthcare and related facilities and assets, including the lease or other conveyance from the District of real and personal property, and to pledge all or any portion of the District's revenues pursuant to such agreements?"; and,
5. **WHEREAS**, The District's eligible electors overwhelmingly (80.3%) approved Ballot Issue 8A during the May 2, 2023 election, thereby authorizing the District Board to identify and pursue potential nonprofit health care provider partners for the purpose of achieving the goals set forth in Ballot Issue 8A; and,
6. **WHEREAS**, In furtherance of the goals approved by the District's eligible electors as set forth in Ballot Issue 8A, and based on extensive negotiations, On October 3, 2024, Vern Carda, the District's CEO, and Elizabeth Concordia, President and CEO of University of

Colorado Health (“UCHealth”), signed a non-binding Letter of Intent which allowed the District and UCHealth to negotiate the terms and conditions of definitive agreements; and,

7. **WHEREAS**, at a Standard Monthly public meeting of the District Board held on October 23, 2024, the District Board unanimously ratified Vern Carda’s signing of the Letter of Intent; and,
8. **WHEREAS**, the District Board and senior executives of the District have been involved in discussions and negotiations with UCHealth with respect to a strategic relationship with the District (the “Transaction”) to ensure excellent health care services are available for our community for many years to come; and,
9. **WHEREAS**, at a Special Meeting duly called, and in accordance with the District Resolution 2025-01, the District, executed that certain Integration and Affiliation Agreement and a Health System Operating Lease Agreement (collectively the “Definitive Agreements”) which were executed on or about May 20, 2025;
10. **WHEREAS**, Pursuant to the Definitive Agreements, and upon completion of all closing conditions and obligations of both parties under such Definitive Agreements, the District is required to amend its governing documents, to be effective upon the Closing (as such term is defined in the Definitive Agreements) of the Transaction;
11. **WHEREAS**, the Board of Directors desires to adopt and amend the Amended and Restated Bylaws in accordance with Section 13.1 of the current District Bylaws, such Amended and Restated Bylaws shall be in substantially the form attached to the Definitive Agreements, and as attached hereto as **Exhibit A** (the “Amended and Restated Bylaws”), with such adoption effective upon the Closing;
12. **WHEREAS**, the Board of Directors desires to adopt, amend and begin the process of obtaining approval in accordance with C.R.S. § 32-1-207 of the amended and restated Service Plan, in substantially the form attached to the Definitive Agreements, and as attached hereto as **Exhibit B** (the “Service Plan”) with such adoption effective upon the Closing;
13. **WHEREAS**, after consideration of its fiduciary duty and its obligation under the Definitive Agreements, and its review of the Amended and Restated Bylaws and the Service Plan, the District Board believes approving such documents, conditioned on the satisfaction of all closing conditions and the Closing occurring under the Definitive Agreements is in the best interest of the District’s Community.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT THAT:**

**RESOLVED FIRST**, the Amended and Restated Bylaws are hereby adopted by the Board of Directors, effective upon the Closing, and that the Board Chair and Secretary are hereby authorized and directed to execute a final version of the Amended and Restated Bylaws;

**RESOLVED SECOND**, the Service Plan is hereby adopted by the Board of Directors, effective upon the Closing, and that the Officers of the District, or any one of them are hereby authorized and directed to execute a final version of the Service Plan;

**RESOLVED THIRD**, that the Board of Directors hereby approves the initiation of the process to amend the Service Plan in accordance with C.R.S. § 32-1-207, such adoption of the Service Plan being contingent upon Closing;

**ADOPTED** by the Board of Directors of Park Hospital District, d/b/a Estes Park Health this \_\_\_\_ day of June 2025.

**BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT**

By: \_\_\_\_\_  
Cory Workman, Chair

Attest:

\_\_\_\_\_  
Stephen Alper, Vice Chair

\_\_\_\_\_  
Brigitte Foust, Treasurer

\_\_\_\_\_  
Janet Zeschin, Secretary

\_\_\_\_\_  
Thomas Leigh, At Large



## **Exhibit A**

### **Amended and Restated Bylaws**

**Exhibit B**  
**Service Plan**

## **AMENDED AND RESTATED SERVICE PLAN**

### **FOR PARK HOSPITAL DISTRICT**

(\_\_\_\_ 2025)

This Amended and Restated Service Plan amends and restates in the entirety, all prior Park Hospital District (the “District”) service plans or amendments related thereto.

#### **A. SERVICES TO BE FURNISHED.**

##### **1. AREA TO BE SERVICED. (not revised)**

The area to be served is described as follows:

All of Township 4 North, Range 72 West of the 6th P.M.; That part of Township 4 North, Range 73 West of the 6th P.M.; That part of Township 4 North, Range 74 West of the 6th P.M. which is a part of Larimer County; all of Township 5 North, Range 72 West of the 6th P.M.; all of Township 5 North, Range 73 West of the 6th P.M.; all of Township 5 North, Range 74 West of the 6th P.M.; That part of Township 5 North, Range 75 West of the 6th P.M. which is a part of Larimer County; all of Township 6 North, Range 72 West of the 6th P.M.; Sections 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36 of Township 7 North, Range 72 West of the 6th P.M.; Sections 16, 17, 18, 19, 20, 21, 28, 29, 30, 31, 32, 33 of Township 4 North, Range 71 West of the 6th P.M.; all in Larimer County, Colorado.

A map of the District service area is attached and marked as “Exhibit A” and incorporated by reference.

##### **2. UNIVERSITY OF COLORADO HEALTH AFFILIATION**

The District shall assist in providing facilities and services for rendering comprehensive health care on an inpatient, outpatient or other basis for the residents and visitors of the District service area and surrounding communities. The District Board of Directors (the “District Board”) presented Ballot Issue 8A to the District’s eligible electors during the regular election held on May 2, 2023, which provided as follows:

Without imposing any new tax or increasing any tax rate, shall Park Hospital District, doing business as Estes Park Health, be authorized to enter into one or more agreements, constituting a multiple fiscal year financial obligation within the meaning of Article X, Section 20(4)(b) of the Colorado Constitution, with one or more nonprofit health care providers concerning the ownership, operation, and maintenance of all or any portion of the District’s hospital and other healthcare and related facilities and assets, including the lease or other conveyance from the district of real and personal property, and to pledge all or any portion of the District’s revenues pursuant to such agreements?

The District's eligible electors approved(80.3%) Ballot Issue 8A during the May 2, 2023 election, thereby authorizing the District Board to identify and pursue potential nonprofit health care provider partners for the purpose of achieving the goals set forth in Ballot Issue 8A.

Pursuant to this voter approval to enter into multiple year fiscal year financial obligations and pledge any or all of its tax revenues; and its specific statutory authority under C.R.S. § 32-1-1003(1)(a), as amended from time-to-time, to establish, maintain, or operate, directly or indirectly through lease to or from other parties or other arrangement, public hospitals, convalescent centers, nursing care facilities, intermediate care facilities, emergency facilities, community clinics, or other facilities providing health and personal care services, the District entered an Integration and Affiliation Agreement between the District, University of Colorado Health ("UCHealth"), and UCHealth Estes Valley Medical Center ("Operator") dated \_\_\_\_\_, and a Health System Operating Lease Agreement between District and Operator dated May 20, 2025 (the Integration and Affiliation Agreement and the Health System Operating Lease Agreement, collectively, the "Agreements"). Except for the ownership of the District's land and buildings, all other assets and operations of the District, including equipment and employees will be transferred, or assigned or conveyed to Operator, which will take over and continue operations.

3. FACILITIES. (revised)

The land and buildings supporting a critical access hospital and outpatient clinic will remain owned by the District but will be leased to the Operator to support the provision of healthcare services in the District service area.

**B. ESTIMATE OF POPULATION AND ASSESSED VALUATION.**

1. POPULATION. (revised)

The estimated permanent population of the District service area is 5,904 persons. The estimated population of the District service area during the months from June to September is approximately 400,000 persons. The foregoing population figures were taken from the 2020 United States Census Bureau and records from the Estes Park Visitor Center.

2. ASSESSED VALUATION. (revised)

The estimated assessed valuation of the District is \$ 585,744,988.00 as determined by the Larimer County Assessor. Included within the District is a portion of the Rocky Mountain National Park which will produce no taxable valuation.

**C. FINANCIAL PLAN.**

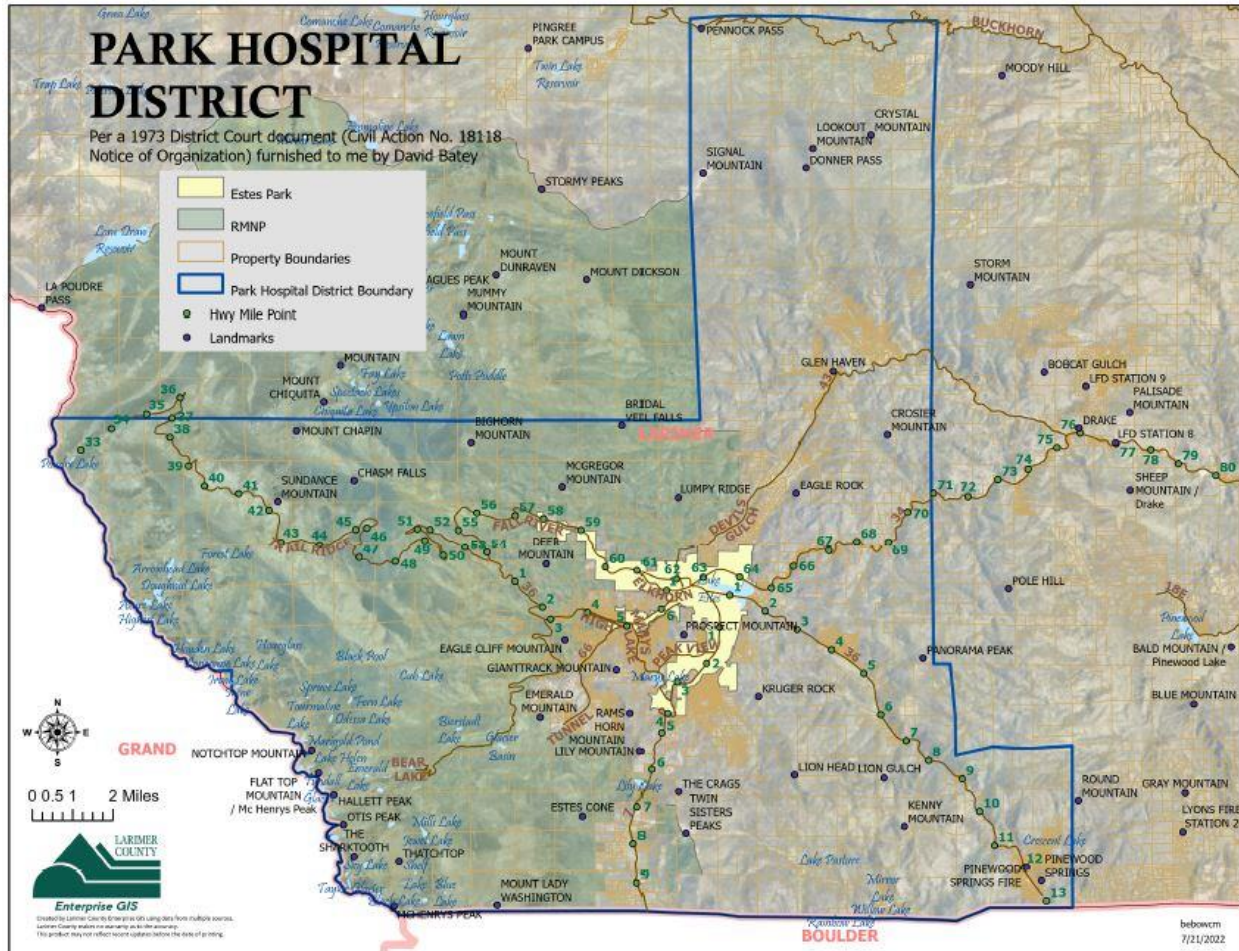
Attached hereto as "Exhibit B" is an updated financial plan for the District showing how the proposed services are to be financed.

**D. CONCLUSION.**

It is submitted this Amended and Restated Consolidated Service Plan for Park Hospital District, as required by § 32-1-203(2), C.R.S., establishes that:

1. There is sufficient existing and projected need for organized service in the area to continue to be served by the District.
2. The existing service in the area would be inadequate for present and projected needs without the District.
3. The District is capable of providing economical and sufficient services to the area within the District.
4. The area in the District has, or will have, the financial ability to discharge the proposed indebtedness on a reasonable basis.

## District Map



## Exhibit B

### Financial Plan

1. General Fund Sources.

The services to be furnished by the district are to be financed by income from mill levy assessed upon the taxable real and personal property located within the District.

2. Estimated Annual Operating Expenses. (for 2026, first full year of operation under affiliation arrangement)

Estimated General Operating Expenses for District	\$635,576.00
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Estimated Mill Levy Transfer to Operator under terms of Agreements	\$3,920,793.00
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3. Estimated Annual Income. (for 2026, first full year of operation under affiliation arrangement)

Tax Mill Revenue	\$ 4,306,369.00
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Ad Valorem Revenue	\$ 250,000.00
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Total Revenue	\$ 4,556,369.00
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**PARK HOSPITAL DISTRICT (d/b/a ESTES PARK HEALTH)**

**BOARD RESOLUTION, 2025-03**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT AMENDING  
THE APPROVAL AND SIGNATURE AUTHORITY FOR ALL BANKING OPERATIONS.**

**WHEREAS**, there have been recent changes in the members and officers of the Park Hospital District's Board of Directors; and

**WHEREAS**, there have also been recent changes in the officers of the Estes Park Health (EPH); and,

**WHEREAS**, the Board desires to maintain appropriate controls over the sources and uses of all public funds.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT THAT:**

- I) Banking signature cards be prepared and executed to reflect the signatures of the following Board Officers:
  - a. Cory Workman, Chairman
  - b. Stephen Alper, Vice Chairman
  - c. Brigitte Foust, Treasurer
  
- II) Banking signature cards be prepared and executed to reflect the signatures of the following EPH Officers:
  - a. Vern Carda, Chief Executive Officer
  - b. Pamela Serbin, Controller

**ADOPTED:** June 25, 2025

**PARK HOSPITAL DISTRICT**

**ATTEST:**

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Cory Workman, Chairman

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Brigitte Foust, Treasurer