

## Draft Agenda

### Estes Park Health Board of Directors' Regular Meeting by GoToWebinar and In-Person

Thursday, November 20, 2025

5:30 pm - 6:30 pm

Estes Park Town Hall 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 October 9, 2025			
5.1.2	EPH Board Executive Session Minutes October 14 2025			
5.1.3	EPH Board Executive Session Minutes October 24, 2025			
5.1.4	EPH Board Special Session Minutes October 24, 2025			
5.1.5	EPH Board Special Session Minutes October 31, 2025			
5.1.6	EPH Board Executive Session Minutes November 13, 2025			
5.2	Other Documents			
5.2.1				
6	Presentations:			
6.1	Park Hospital District Resolution 2025-04	20	Discussion/Vote	EPH Board of Directors
6.2	Park Hospital District Board Representative Recommendation	10	Discussion/Vote	EPH Board of Directors
7	Executive Summary - Significant Items Not Otherwise Covered	1	Discussion	EPH Leadership & Board of Directors
8	All Attendee Conversation on Emerging Topics	10	Conversation	Community Attendees, EPH Board, EPH Senior Leadership Team
9	Potential Agenda Items: Thursday December 11, 2025 Regular Board	1	Discussion	EPH Board of Directors
10	Adjournment	1	Action	EPH Board of Directors
<b>Estimated Total Regular Session Mins.</b>		<b>53</b>		
<b>Next Regular EPH Board Meeting: Thursday, December 11, 2025 5:30 - 7:30 pm</b>				
<b>Possible Next Meeting Agenda Items</b>				



**ESTES PARK HEALTH  
BOARD OF DIRECTORS’  
Regular Meeting Minutes – October 9, 2025**

**Board Members in Attendance**

Dr. Cory Workman, Chair  
Dr. Steve Alper, Vice Chair  
Ms. Brigitte Foust, Treasurer  
Ms. Janet Zeschin, Board Secretary (via webinar)

**Other Attendees**

Mr. Vern Carda, CEO  
Ms. Rachel Ryan  
Mr. Jacob Schmitz

**1. Call to Order**

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

**2. Approval of the Agenda**

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

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

No comments.

**4. General Board Member Comments**

No comments.

**5. Consent Agenda Items Acceptance**

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

**6. Medical Staff Credentialing Report**

The Credentialing report titled 30 September 2025 with a meeting date of 8/27/25, was presented to the Board for approval via email on 9/30/25. There was an approval of the report

with 4 votes via email. Brigitte Foust recommended ratification of the email vote with a second by Steve Alper, which carried unanimously.

**7. Presentations**

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

- Affiliation with UCHHealth: anticipated close date is December 1, 2025.
- Staff onboarding – including pre-employment, background checks, etc. - processes are underway. In mid-November, UCHHealth HR staff will be onsite to assist with I-9s, insurance enrollment, vaccinations, etc.
- Work continues with Hall Render and Larimer County Commissioners to review EPH Service Plan hearing; this is required prior to closing. Post-affiliation discussions regarding Park Hospital District location, workload, etc. are ongoing.

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

No comments.

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

- No comments or questions.

**10. Potential Agenda Items for Thursday October 30, 2025, Regular Board Meeting**

Suggested: Financial report for July and August, closing resolutions.

**11. Adjournment**

Cory Workman motioned to adjourn the meeting at 5:45 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 October 14, 2025**  
**Dial (audio only) 970-822-7850; enter Phone Conference ID: 103 486 694# when prompted**  
**8:30 AM to 10:00 AM**

<b>Regular Session</b>		<b>Mins.</b>	<b>Procedure</b>	<b>Presenter(s)</b>
<b>1</b>	Call to Order/Welcome (Time 8:30 AM )	1	<b>Action</b>	Steve Alper
<b>2</b>	Approval of the Agenda (Motion 1. Alper 2. Zeschin )	1	<b>Action</b>	EPH Board
<b>3</b>	Public Comments on Items Not on the Agenda - None	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; and pursuant to Section 24-6-402(4)(f) C.R.S. for the purpose of discussing a personnel matter; and pursuant to Section 24-6-402(4)(b) C.R.S. to conference with an attorney for Estes Park Health for the purposes of receiving legal advice on specific legal questions. (Motion: Alper 2. Zeschin )	85	<b>Action</b>	EPH Board
<b>6</b>	Adjournment (Motion Alper 2. Foust Time 10:00 AM )	1	<b>Action</b>	EPH Board
<i>Total Regular Session Mins.</i>		<b>90</b>		

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

## Draft Public Agenda

**Estes Park Health Board of Directors' Executive Session - TEAMS connect**

**Friday October 24, 2025**

**8:30 am - 9:00 am**

**Dial (audio only) 970.822.7850; enter Phone Conference ID: 345 413 865# when prompted**

<b>Regular Session</b>		<b>Mins.</b>	<b>Procedure</b>	<b>Presenter(s)</b>
<b>1</b>	Call to Order/Welcome (Time 8:57 am)	1	<b>Action</b>	Cory Workman
<b>2</b>	Approval of the Agenda (Motion Foust 2nd Alper - Unanimous )	1	<b>Action</b>	EPH Board
<b>3</b>	Public Comments on Items Not on the Agenda -	1	Information	Public
<b>4</b>				
<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; and pursuant to Section 24-6-402(4)(f) C.R.S. for the purpose of discussing a personnel matter; and pursuant to Section 24-6-402(4)(b) C.R.S. to conference with an attorney for Estes Park Health for the purposes of receiving legal advice on specific legal questions, (Motion Alper 2nd Foust - Unanimous )	26	<b>Action</b>	EPH Board
<b>6</b>	Adjournment (Motion Alper 2nd Foust - Time 8:58 am )	1	<b>Action</b>	EPH Board
<i>Total Session Mins.</i>		<b>30</b>		

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



**ESTES PARK HEALTH  
BOARD OF DIRECTORS’  
Special Session Minutes – October 24, 2025**

**Board Members in Attendance**

Dr. Cory Workman, Chair  
Dr. Steve Alper, Vice Chair  
Ms. Brigitte Foust, Treasurer  
Ms. Janet Zeschin, Board Secretary  
Dr. Tom Leigh, Member at Large

**Other Attendees**

Mr. Vern Carda, CEO

**1. Call to Order**

The board meeting was called to order at 8:01 AM by Cory Workman; there was a quorum present. Notice of the board meeting was posted in accordance with the Sunshine Law Regulation.

**2. Approval of the Agenda**

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

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

➤ No comments.

**4. Park Hospital District Office Rental/District Contract Employee**

➤ Cory Workman motioned to utilize the Vert Coworking Space for Park Hospital District. Brigitte Foust seconded the motion, which carried unanimously.

➤ There is only one viable candidate who applied for the position with hospital, finance and IT experience. Steve Alper motioned to hire Linda Lambert as a contractor for the PHD. Janet Zeschin seconded. There was a lengthy discussion about her qualifications including work performance obtained from past and current employers’ feedback outlining her strengths and areas of opportunity. The motion passed with one no vote and with some reservations from two Board members. Linda’s performance and productivity will be closely monitored by the Board.

- Steve Alper motioned to hire Linda Lambert as a contractor for the Park Hospital District. Janet Zeschin seconded.

5. **Affiliation Process/Key Dates**

- UHealth will be onsite November 18-20<sup>th</sup> to conduct onboarding for Estes Park Health staff.

6. **Adjournment**

Cory Workman motioned to adjourn the meeting at 8:30 AM. Steve Alper seconded the motion, which carried unanimously.

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Cory Workman, Chair  
**Estes Park Health Board of Director**



**ESTES PARK HEALTH  
BOARD OF DIRECTORS'  
Special Session Minutes – October 31, 2025**

**Board Members in Attendance**

Dr. Cory Workman, Chair  
Dr. Steve Alper, Vice Chair  
Ms. Brigitte Foust, Treasurer  
Ms. Janet Zeschin, Board Secretary

**Other Attendees**

Mr. Vern Carda, CEO

**1. Call to Order**

The board meeting was called to order at 2:01 PM by Cory Workman; there was a quorum present. Notice of the board meeting was posted in accordance with the Sunshine Law Regulation.

**2. Approval of the Agenda**

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

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

➤ No comments.

**4. Medical Staff Credentialing Report**

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

**5. Adjournment**

Cory Workman motioned to adjourn the meeting at 2:03 PM. 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 - TEAMS connect**  
**Thursday November 13, 2025**  
**12:30 PM - 1:30 PM**

**Dial (audio only) 970.822.7850; enter Phone Conference ID: 115 518 347# when prompted**

<b>Regular Session</b>		<b>Mins.</b>	<b>Procedure</b>	<b>Presenter(s)</b>
<b>1</b>	Call to Order/Welcome (Time 12:37 pm)	1	<b>Action</b>	Cory Workman
<b>2</b>	Approval of the Agenda (Motion Alper 2nd Foust ) - Agenda opposed by Leigh and Foust	1	<b>Action</b>	EPH Board
<b>3</b>	Public Comments on Items Not on the Agenda	1	Information	Public
<b>4</b>				
<b>5</b>	Entertain a motion to enter Executive Session pursuant to Section 24-6-402(4)(f) C.R.S. for the purpose of discussing a personnel matter; and pursuant to Section 24-6-402(4)(b) C.R.S. to conference with an attorney for Estes Park Health for the purposes of receiving legal advice on specific legal questions, (Motion: Alper 2nd: Zeschin )	56	<b>Action</b>	EPH Board
<b>6</b>	Adjournment (Motion Alper 2nd Zeschin - Time 1:30 pm )	1	<b>Action</b>	EPH Board
<i>Total Session Mins.</i>		<b>60</b>		

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

## PARK HOSPITAL DISTRICT

### RESOLUTION 2025-04

#### A RESOLUTION OF THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT TO AUTHORIZE ITS OFFICERS AND EXECUTIVES TO COMPLETE AND IMPLEMENT THE AFFILIATION TRANSACTION WITH UCHEALTH TO BE EFFECTIVE ON DECEMBER 1, 2025

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;
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”);
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;
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?”;
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;
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 Chief Executive Office (“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;

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;
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;
9. **WHEREAS**, at a special meeting duly called, and in accordance with the District Resolution 2025-01, the District approved that certain Integration and Affiliation Agreement and Health System Operating Lease Agreement (collectively, the "Definitive Agreements"), which were executed on or about May 20, 2025, and which, among other things, obligate UCHealth to fund the defeasance and redemption of all of the Outstanding Estes Park Long-Term Debt (an amount defined in the Definitive Agreements and totaling approximately \$10,000,000);
10. **WHEREAS**, on June 25, 2025, the District Board adopted Amended and Restated Bylaws to be effective upon the Closing, and adopted an Amended and Restated Service Plan to be effective upon the Closing and subject to approval by Larimer County, as required by Colorado statute;
11. **WHEREAS**, on September 22, 2025, the Colorado Attorney General approved the Transaction under the Colorado Hospital Transfer Act as authorized to proceed without further review;
12. **WHEREAS**, on November 10, 2025, the Larimer County Board of County Commissioners approved the District's Amended and Restated Service Plan;
13. **WHEREAS**, the officers and senior executives of the District (and their designees and Advisors) have worked diligently with their counterparts at UCHealth to complete all necessary tasks, remove all contingencies, satisfy the deliveries and conditions to closing, and fulfill the conditions precedent contemplated by the Definitive Agreements such that they believe the Transaction may be consummated effective on December 1, 2025 ("Closing");
14. **WHEREAS**, following Closing, the District Board will maintain the authority to collect tax revenue and manage and control the financial affairs of the District, including the establishment and maintenance of bank accounts for District funds, and finds it necessary and in the best interest of the District to authorize certain actions related to its existing bank accounts and outstanding financial obligations and to open such new bank accounts at the Bank of Estes Park, as determined by the officers of the Board, for its general operating

purposes, including, but not limited to, depositing and transferring tax revenue and managing operating expenses; and

15. **WHEREAS**, the District Board acknowledges that following Closing, the District will no longer employ personnel requiring participation in the District's existing retirement plans for the benefit of its employees, including the Estes Park Medical Center Money Purchase Pension Plan and the Park Hospital District 457 Deferred Compensation Plan, (collectively, the "District Retirement Plans") and therefore finds it necessary and prudent to take appropriate steps to wind down, terminate, or otherwise conclude such District Retirement Plans in an orderly and compliant manner; and

16. **WHEREAS**, after consideration of its fiduciary duty and its obligation under the Definitive Agreements, and its review of the actions taken and regulatory approvals received, the District Board desires to authorize its officers and senior executives to implement the Transaction effective on December 1, 2025.

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

**RESOLVED FIRST**, the District Board reaffirms its prior determination that the Transaction contemplated by the Definitive Agreements is in the best interest of the District's community and desires to authorize one or more of its officers to execute the Integration and Affiliation Agreement and proceed to implement the Transaction effective on December 1, 2025.

**RESOLVED SECOND**, that the District Board hereby authorizes the District Board Chair, Vice Chair, the District CEO, or their designees to take all actions necessary or appropriate to:

1. Facilitate the payoff, satisfaction, and discharge at or prior to Closing of all of the Outstanding Estes Park Long-Term Debt, such payoff to be funded directly or indirectly by UHealth as provided in the Definitive Agreements.
2. Secure and pay for liability tail insurance for periods prior to the effective date as required by the Definitive Agreements in the amount of approximately \$462,000 and subject to coordination with UHealth as may be required by the Definitive Agreements.
3. Consolidate, transfer funds from, or close any existing bank accounts of the District as may be deemed necessary or appropriate to implement and complete the Transaction, and to direct the disposition of any remaining balances in such accounts in accordance with the terms of the Definitive Agreements.
4. Designate and add one or more UHealth representatives as authorized signatories or representative on any existing District bank account, effective as of Closing.
5. Open new bank accounts in the name of the Park Hospital District at the Bank of Estes Park, to be used for the lawful purposes of the District.

6. Execute, deliver, acknowledge, and file all instruments, certificates, releases, authorizations, payoff letters, or other documents as may be necessary or appropriate to carry out the foregoing resolution.

**RESOLVED THIRD**, that the District Retirement Plans and their trusts shall terminate, and benefit accruals thereunder shall cease, as of November 30, 2025. The officers of the District, or their designees, are hereby authorized, empowered and directed to: (i) execute such documents, and to do such things as may be necessary or appropriate to achieve the termination of the District Retirement Plans and their trusts without adversely affecting their prior qualification or participant benefits; and (ii) execute on behalf of the District any further amendments to the District Retirement Plans and their trusts recommended by the District's Advisors so as to comply with the requirements with the Internal Revenue Code of 1986, as amended.

**RESOLVED FOURTH**, that the District Board Chair, Vice Chair, (or, to the extent necessary, both), or their designees are hereby authorized to execute, deliver, acknowledge, and file all instruments, certificates, releases, authorizations, or other documents contemplated by the Definitive Agreements, and to take such other actions as may be necessary or appropriate to consummate the Transaction effective on December 1, 2025, or otherwise carry out the foregoing resolutions.

**RESOLVED FIFTH**, that all actions taken by the officers and senior executives of the District in connection with, and in furtherance of, the Transaction, as described in these resolutions, and which are in conformity with the intent and purposes of these resolutions, be and are hereby confirmed, ratified, and approved in all respects.

**ADOPTED** by the Board of Directors of Park Hospital District, d/b/a Estes Park Health, this 20<sup>th</sup> day of November, 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**

## Sample Ballot

District Director Casting Ballot: \_\_\_\_\_

**Candidate Choices (select two)**

*Do not select the same candidate twice*

*Directors not interested in serving will be struck from candidate choices.*

- Alper
- Faust
- Leigh
- Workman
- Zeschin