



Washington Township Health Care District

2000 Mowry Avenue, Fremont, California 94538-1716 | 510.797.1111

Kimberly Hartz, Chief Executive Officer

Board of Directors

Jacob Eapen, MD
William F. Nicholson, MD
Bernard Stewart, DDS
Michael J. Wallace
Jeannie Yee

BOARD OF DIRECTORS' MEETING

Wednesday, February 23, 2022 – 6:00 P.M.

Meeting Conducted by Zoom

<https://us06web.zoom.us/j/86333155074?pwd=OCtSbU0zbkhTbk1HeFlSK3ZnKzJ6Zz09>

Password: 344132

AGENDA

PRESENTED BY:

- | | |
|--|--------------------------------|
| I. CALL TO ORDER & PLEDGE OF ALLEGIANCE | Jeannie Yee Board President |
| II. ROLL CALL | Dee Antonio District Clerk |
| III. COMMUNICATIONS | |
| A. Oral <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda. "Request to Speak" cards should be filled out in advance and presented to the District Clerk. For the record, please state your name.</i> | |
| B. Written | |
| IV. PRESENTATION | |
| A. Consideration of District Financial Condition and Potential Resources | |
| V. ACTION | |
| A. Consideration for Motion Directing Staff to Research and Prepare Potential Parcel Tax | |
| B. Consideration of Resolution No. 1236 to Authorize Chief Executive Officer to enter into Certain Agreements Related to a Proposed Joint Venture with UCSF for a Joint Cancer Center | |

VI. ANNOUNCEMENTS

VII. CLOSED SESSION

Kimberly Hartz
Chief Executive Officer

- A. Action Item: Consideration of Closed Session
Minutes: January 12, and 26, 2022

- B. Report of Medical Staff and Quality Assurance
Committee, Health & Safety Code section
32155
 - Medical Staff Credentials Report

- C. Conference involving Trade Secrets pursuant to
Health & Safety Code section 32106
 - Strategic Planning Discussion

- D. Conference with Legal Counsel – Anticipated
Litigation pursuant to Government Code section
54956.9(d)(2)
 - One Claim

VIII. OPEN SESSION

Report on Permissible Actions Taken During
Closed Session

Jeannie Yee
Board President

IX. ADJOURNMENT

Jeannie Yee
Board President

In compliance with the Americans with Disabilities Act, if you need assistance to participate in this meeting, please contact the District Clerk at (510) 818-6500. Notification two working days prior to the meeting will enable the District to make reasonable arrangements to ensure accessibility to this meeting.

RESOLUTION NO. 1236
RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO AUTHORIZE THE CHIEF
EXECUTIVE OFFICER TO ENTER INTO CERTAIN AGREEMENTS
RELATED TO A PROPOSED JOINT VENTURE WITH UCSF FOR A JOINT
CANCER CENTER

WHEREAS, Washington Township Health Care District is a local health care district (“District”) which owns and operates a general acute care hospital and provides essential healthcare services to the population residing within the District’s political boundaries, including the cities of Fremont, Newark, Union City, parts of South Hayward and Sunol;

WHEREAS, the District entered into a Collaboration Agreement with the University of California, San Francisco (“UCSF”) under which the District and UCSF agreed to collaborate together on the delivery of high-quality care in the District and which contemplated that the District and UCSF would enter into one or more joint ventures for the delivery of health care services in the District;

WHEREAS, the District and UCSF have discussed forming a joint venture (the “Oncology Joint Venture”) that would involve the creation of a joint cancer center (the “Cancer Center”) that will provide radiation oncology, medical oncology/hematology, and infusion services at Washington Hospital’s main campus in Fremont, California;

WHEREAS, the District and UCSF have negotiated the terms of a Letter of Intent[,] [and] Contribution Agreement[, and Operating Agreement] that would implement, in part, the Oncology Joint Venture, and the Chief Executive Officer has recommended that the Board authorize her to enter into these agreements on behalf of the District; and

WHEREAS, the Board finds that it is in the best interest of the District to proceed with the proposed Oncology Joint Venture.

NOW, THEREFORE, be it resolved that:

1. The Chief Executive Officer is authorized to execute the Letter of Intent[,] [and] Contribution Agreement[, and Operating Agreement], copies of which are attached hereto as Exhibits A through C, respectively.

2. The Board further authorizes the Chief Executive Officer to agree to additional modifications to the documents referenced in Section 1 prior to executing them, provided that the Chief Executive Officer determines that the modifications are in the best interest of the District and consistent with the spirit of this Resolution.

Preliminary Draft 02/17/2022

3. The Chief Executive Officer is authorized to take any and all further actions, which in the determination of the Chief Executive Officer are necessary and proper to consummate the transactions described above.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 23rd day of February, 2022 by the following vote:

AYES:

NOES:

ABSENT:

Jeannie Yee
President, Board of Directors
Washington Township Health Care District

William F. Nicholson, MD
Secretary, Board of Directors
Washington Township Health Care District

**EXHIBIT A
LETTER OF INTENT**

**EXHIBIT B
CONTRIBUTION AGREEMENT**

**EXHIBIT C
OPERATING AGREEMENT**