

Washington Township Hospital Development Corporation

October 17, 2022

Page 1

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on October 17, 2022, via Zoom. Director Sah called the meeting to order at 7:35 a.m.

CALL TO ORDER

Directors present: Russ Blowers, Steven Chan, D.D.S., Sue Querner, Benn Sah, M.D., and Pauline Weaver

ROLL CALL

Absent: None

Also present: Kimberly Hartz, Chief Executive Officer; Tina Nunez, Vice President, Ambulatory Care and Administrative Services; Erica Luna, Assistant Chief Financial Officer; Nicholas Kozachenko, Attorney; and Diana Venegas, Recording Secretary

Guest: Ed Fayen, Executive Vice President & Chief Operating Officer

Director Sah welcomed members of the general public to the meeting. He noted that in order to continue to protect the health and safety of the members of the Board, District staff, and members of the public from the dangers posed by the SARS-CoV-2 virus, the Brown Act allows a local agency to continue to hold its meetings remotely as opposed to being required to meet in-person.

**BROWN ACT
FINDING**

Section 54953(e) (3) of the Government Code requires that the Board make certain findings every 30 days to continue meeting remotely. One such finding is that “state or local officials continue to impose or recommend measures to promote social distancing.” The Alameda County Health Officer continues to recommend social distancing and the wearing of masks indoors, as referenced by the Alameda County Health Care Services Public Health Department COVID-19 website at www.covid-19.acgov.org.

Director Sah asked that the Board of Directors make the necessary finding required by Section 54953(e)(3)(B)(ii) of the Government Code that “state or local officials continue to impose or recommend measures to promote social distancing.” Director Weaver made the motion. Director Chan seconded the motion.

Roll call was taken:

- Benn Sah, M.D. – aye
- Steven Chan, D.D.S. – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver - aye

The motion unanimously carried.

Washington Township Hospital Development Corporation

October 17, 2022

Page 2

A motion was made by Director Chan, seconded by Director Weaver, to approve the minutes of the meeting of July 18, 2022.

***CONSIDERATION OF
MINUTES OF
July 18, 2022***

Roll call was taken:

- Benn Sah, M.D. – aye
- Steven Chan, D.D.S. – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver - aye

The motion unanimously carried.

Ed Fayen reviewed the Hospital Campus Master Plan that was approved in 2010 by the Board of Directors noting the completed construction of the Central Utility Plant (CUP), Center for Joint Replacement (CJR), employee parking structure and Morris Hyman Critical Care Pavilion (MHCCP) and provided an overview of next steps:

***EDUCATION
SESSION
Ed Fayen, Executive
Vice President & Chief
Operating Officer
Washington Hospital
Campus Master Plan***

1. Infill projects will be relocated to the shelled-in space in the MHCCP and the construction of a connecting bridge between the existing six-story building and the MHCCP.
2. Extension of the site utilities to the expanded building footprint and the design and construction of a 4-floor expansion building.
3. Demolition of the original (1960) hospital building, construction of a new main entrance, lobby area, parking areas, and the recirculation of public access and routes within the campus.

Ms. Hartz noted that there was no written or oral communication.

COMMUNICATIONS

Ms. Hartz thanked everyone who attended and contributed to Top Hat, which occurred on October 8th. The Foundation raised more than \$243,000 in net donations due to the generosity of several members of our staff, medical staff and community.

***CHIEF EXECUTIVE
OFFICER REPORT***

Ms. Hartz provided a COVID-19 update and a MPX vaccine update. COVID-19 numbers have decreased, but surges are expected this winter. Washington Hospital has begun to operationally integrate COVID-19 patients into normal operations. Our visitation policy has been revised to no longer require proof of vaccination or a COVID-19 negative test consistent with CDPH guidelines. WHHS is now offering the Monkeypox vaccination. One Monkeypox case has been reported at WHHS.

Ms. Hartz provided a Trauma Center update. Washington Hospital met with the

Washington Township Hospital Development Corporation

October 17, 2022

Page 3

County at the end of August. Staff completed an assessment of proposed consulting firms and Bishop & Associates was selected to work with Washington Hospital on becoming trauma designated. The necessary internal task forces are in the process of being established.

Ms. Hartz reported an update on the Parcel Tax Initiative. The Citizens Committee for Washington Hospital collected 20,859 signatures. 18,500 valid signatures are needed to be able to place the measure on the ballot. The county is counting and verifying signatures and confirmation will come in November. If confirmed, the parcel tax initiative could be placed on the ballot in 2023.

Ms. Nunez reported on the State Retention Payment Program. This is an optional state funded program in which hospitals and other qualified healthcare facilities can participate to provide retention payment from the state to specified employees. Tina reviewed the criteria for the program, eligibility and the qualifying matching payment option. This is still under discussion with hospital leadership and an update will be provided at a future meeting.

Ms. Hartz reported the recruiting for Chief Operating Officer and Chief Financial Officer as Ed Fayen and Chris Henry have announced their retirement.

Ms. Luna reviewed the DEVCO Financial Report for July 2022.

FINANCIAL REPORT

Ms. Nunez provided an overview of the Amendment and Restatement of Peninsula Surgery Center, LLC, Operating Agreement. The proposed resolution authorizes an amendment to and restatement of the Operating Agreement for Peninsula Surgery Center, LLC (PSC). This amendment to PSC's Operating Agreement changes Section 4.2(b) relating to the manner in which a licensed physician or podiatrist may become a Class A Member of PSC. Specifically, this amendment permits a duly licensed physician or podiatrist to become a Class A Member as an individual or through not only a professional corporation but also a limited liability company in which such licensed physician or podiatrist is the sole equity holder. Without this amendment, only professional corporations owned by a licensed physician or podiatrist were permitted to become Class A Member entities.

Director Weaver made a motion to approve resolution No. 48 relating to the Amendment and Restatement of Peninsula Surgery Center, LLC, Operating Agreement. Director Querner seconded the motion.

***ACTION ITEM:
Consideration of
Resolution No. 48
Amendment and
Restatement of
Peninsula Surgery
Center, LLC, Operating
Agreement***

Roll call was taken:

- Benn Sah, M.D. – aye
- Steven Chan, D.D.S. – aye
- Russ Blowers – aye
- Sue Querner – aye

Washington Township Hospital Development Corporation

October 17, 2022

Page 4

- Pauline Weaver – aye

The motion unanimously carried.

Ms. Nunez provided an overview of the Sale of Interest in Peninsula Surgery Center, LLC. Washington Township Hospital Development Corporation, a California nonprofit public benefit corporation (“DEVCO”) directly owns twenty-four percent (24%) of the membership interests in Peninsula Surgery Center, LLC (“PSC”). The proposed resolution authorizes the CEO to execute the sale of forty (40) membership units representing four percent of DEVCO’s directly held membership interest to KOS Ventures, LLC, a California limited liability company wholly owned by a single member, John Costouros, M.D. (“KOS”) for a purchase price of Two Hundred Thousand Dollars (\$200,000).

***ACTION ITEM:
Consideration of
Resolution No. 49
Sale of Interest in
Peninsula Surgery
Center, LLC***

Director Blowers made a motion to approve resolution No. 49, the Sale of Interest in Peninsula Surgery Center, LLC is approved. Director Weaver seconded the motion.

Roll call was taken:

- Benn Sah, M.D. – aye
- Steven Chan, D.D.S. – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver - aye

The motion unanimously carried.

Mr. Kozachenko provided an overview of Modifying Numbering of Board Resolutions where the staff of the Board of Directors of Washington Township Hospital Development Corporation (DEVCO) discovered that two of its formal resolutions have been numbered as Resolution No. 41. To avoid confusion concerning the numbering of the Board’s resolutions is to address the ambiguity and to renumber the two resolutions as Resolution No. 41A and Resolution No. 41 B.

***ACTION ITEM:
Consideration of
Resolution No. 50
Modifying Numbering
of Board Resolutions***

Resolution Number 41A – Corporate Resolution Fremont Bank – Operating Accounts November 18, 2019

Resolution Number 41B – Resolution of the Board of Directors to Provide Financing to Peninsula Surgery Center, LLC, July 12, 2021

Director Weaver made a motion to approve resolution No. 50, Modifying Numbering of Board Resolutions. Director Querner seconded the motion.

Roll call was taken:

- Benn Sah, M.D. – aye

Washington Township Hospital Development Corporation

October 17, 2022

Page 5

- Steven Chan, D.D.S. – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver - aye

The motion unanimously carried.

Director Sah adjourned the meeting to closed session at 8:54 a.m. Director Sah stated that the public has a right to know what, if any, reportable action takes place during closed session. The public was informed they could contact the Recording Secretary on October 18, 2022 to find out what reportable actions were taken. Director Sah indicated that the minutes of this meeting will reflect any reportable actions.

***ADJOURN TO
CLOSED SESSION***

Director Sah reconvened to open session at 8:57 a.m. and reported that the Board approved the Closed Session Minutes of July 18, 2022 by a unanimous vote of all Directors present.

***RECONVENE TO
OPEN SESSION***

- Benn Sah, M.D. - aye
- Steven Chan, D.D.S. - aye
- Russ Blowers - aye
- Sue Querner- aye
- Pauline Weaver –aye

There being no further business, Director Sah adjourned the meeting at 9:03 a.m.

ADJOURNMENT

The next currently scheduled meeting is January 30, 2023 at 7:30 a.m.

DocuSigned by:
Benn Sah, M.D.
1EF6FECB84594D8...
Benn Sah, M.D.
President

DocuSigned by:
Steven Chan, D.D.S.
02307D7BD97742A...
Steven Chan, D.D.S.
Secretary