

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Monday, May 17, 2021 via Zoom in order to comply with California Governor Gavin Newsom’s and Alameda County’s mandatory orders as revised on January 25, 2021 to comply with social distancing measures and other restrictions necessary to control the spread of COVID-19. Director Nicholson called the meeting to order at 6:00 p.m. and led those present in the Pledge of Allegiance.

*CALL TO ORDER*

Roll call was taken. Directors present: William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS; Jacob Eapen, MD; Michael Wallace

*ROLL CALL*

Absent:

Also present: Kimberly Hartz, Chief Executive Officer; Chris Henry, Chief Financial Officer; Tina Nunez, Vice President of Ambulatory Services; Stephanie Williams, Chief Nursing Officer; Erica Luna, Assistant Chief Financial Officer; Mary Norvell, Bond Counsel; Paul Kozachenko, Legal Counsel; Dee Antonio, District Clerk, Sri Boddu, AV Support

There were no oral communications.

*COMMUNICATIONS*

There were no written communications.

The Action Item on the agenda is Resolution No. 1227. Prior to any discussion, Director Wallace made the following disclosure:

*CONSIDERATION OF RESOLUTION No. 1227: RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON TOWNSHIP HEALTH CARE DISTRICT AUTHORIZING WASHINGTON TOWNSHIP HEALTH CARE DISTRICT TO ENTER INTO A LOAN AND LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$20,000,000; APPROVING THE FORMS OF BUSINESS LOAN AGREEMENT, PROMISSORY NOTE, GOVERNMENTAL CERTIFICATE, AND RELATED DOCUMENTS REQUIRED TO SECURE THE LOAN AND LINE OF CREDIT; AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER, THE EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER, AND THE CHIEF FINANCIAL OFFICER OF THE DISTRICT TO*

- Director Wallace is the Chairman of the Board of Fremont Bank and a Shareholder;
- Director Wallace recused himself from any consideration of this matter;
- As the meeting was being held over Zoom, Director Wallace was unable to leave the room; instead, he terminated the Zoom connection and did not participate in any way in discussion regarding this matter;
- Once the Board completed discussion and decision-making regarding this agenda item, Director Wallace requested that the District Clerk notify him to log back in to the meeting.

In accordance with District Law, Policies, and Procedures, Director Stewart moved that the Board approve Resolution No. 1227 as follows:

1. In accordance with District Law, Policies and Procedures, the District is hereby authorized to enter into the Line of Credit, and the forms of the Business Loan Agreement, Promissory Note, Governmental Certificate, and related documents (the “Bank Documents”), all in substantially the form attached to this resolution, are hereby approved.
2. Kimberly Hartz, the Chief Executive Officer, Edward Fayen, the Executive Vice President and Chief Operating Officer and Chris Henry, the Chief Financial Officer (“Authorized Officers”) are hereby authorized, on behalf of the District, to execute the Bank Documents required in connection with securing the Line of Credit; in the event that the Bank approves an extension of the term of the Line of Credit, the Authorized Officers, or any of them, are hereby authorized, on

Board of Directors' Meeting

May 17, 2021

Page 2

behalf of the District, to execute amendments to or restatements of any or all of the Bank Documents as may be in the best interests of the District; provided, however, that any amendment that increases the principal amount of the Line of Credit shall first be approved by the District Board of Directors.

3. The Authorized Officers are hereby authorized to take any and all actions necessary to execute any and all instruments and do any and all things deemed by him or her to be necessary, or desirable, to carry out the intent and purposes of the foregoing resolution.
4. The First Vice President is authorized to sign this Resolution in place of the Secretary due to the recusal of the Secretary from the discussion and vote concerning this Resolution.

*EXECUTE THE  
BUSINESS LOAN  
AGREEMENT,  
PROMISSORY NOTE,  
GOVERNMENTAL  
CERTIFICATE, AND  
OTHER RELATED  
DOCUMENTS  
REQUIRED TO SECURE  
THE LOAN AND LINE OF  
CREDIT*

Director Yee seconded the motion.

There was discussion with Bond Counsel that there would be no effect to the Bond covenants. Mr. Kozachenko noted that we also received a legal opinion from Holland and Knight that supported this action.

Roll call was taken:

William Nicholson, MD – aye  
Jeannie Yee – aye  
Bernard Stewart, DDS – aye  
Jacob Eapen, MD – aye  
Michael Wallace – recused

The motion carried.

Director Wallace rejoined the meeting.

Kimberly Hartz asked Stephanie Williams to give an overview of the Magnet Survey which began today. Ms. Hartz also talked about her meeting with Congressman Ro Khanna regarding application for further funding to offset COVID-19's financial impact on Washington Hospital.

*ANNOUNCEMENTS*

In accordance with Health & Safety Code Sections 32106 and 32155 and California Government Code 54956.9(d)(2), Director Nicholson adjourned the meeting to closed session at 6:19 p.m., as the discussion pertained to Trade Secrets pursuant to Health & Safety Code section 32106: Strategic Map Update, Conference with Legal Counsel-Anticipated Litigation pursuant to Government Code section 54956.9(d)(2), discussion of Security of Public Facilities pursuant to Government Code section 54957, and Conference with Labor Negotiators. Director Nicholson stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this is a Zoom call and we have no way of knowing when the closed session will end, the public was informed they could contact the District Clerk for

*ADJOURN TO CLOSED  
SESSION*

Board of Directors' Meeting

May 17, 2021

Page 3

the Board's report beginning May 18, 2021. He indicated that the minutes of this meeting will reflect any reportable actions.


Director Nicholson reconvened the meeting to open session at 8:25 pm. The District Clerk reported that the Board denied the Claim and the Amended Claim of Joseph and Lori Brooks in closed session by unanimous vote of all Directors present:


*RECONVENE TO OPEN  
SESSION & REPORT ON  
CLOSED SESSION*

William Nicholson, MD – aye  
Jeannie Yee – aye  
Bernard Stewart, DDS – aye  
Jacob Eapen, MD – aye  
Michael Wallace – aye

There being no further business, Director Nicholson adjourned the meeting at 8:26 pm.

*ADJOURNMENT*

DocuSigned by:  
  
98231C70CEF24F3...  
William Nicholson, M.D.  
President

DocuSigned by:  
  
4FE74319C3D0484...  
Michael J. Wallace  
Secretary