



# 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

**Monday, November 15, 2021– 6:00 P.M.**  
**Meeting Conducted by Teleconference**  
**Dial In: 510-818-5900 Access Code: 6736**

## AGENDA

### PRESENTED BY:

- |  |  |
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| <b>I. CALL TO ORDER &amp; PLEDGE OF ALLEGIANCE</b>   | William Nicholson, M.D.<br>Board President |
| <b>II. ROLL CALL</b>   | Dee Antonio<br>District Clerk              |
| <b>III. COMMUNICATIONS</b>   |  |
| A. Oral<br><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   |  |
| <b>IV. CONSENT CALENDAR</b>  |  |
| A. Consideration of Resolution No. 1233:<br>Amendments to Retirement Plan  |  |
| B. Consideration of Boilers for Steamer and Kettle   |  |
| <b>V. ANNOUNCEMENTS</b>  |  |
| <b>VI. CLOSED SESSION</b>  | Kimberly Hartz<br>Chief Executive Officer  |
| A. Action Item: Consideration of Closed Session Minutes: October 13, 18, and 27, 2021  |  |
| B. Report of Medical Staff and Quality Assurance Committee, Health & Safety Code section 32155 <ul style="list-style-type: none"><li>• Medical Staff Credentials Report</li></ul>  |  |

Board Meeting Agenda  
November 15, 2021

- C. Conference involving Trade Secrets pursuant to Health & Safety Code section 32106
  - Strategic Discussion
- D. Conference with Legal Counsel – Anticipated Litigation pursuant to Government Code section 54956.9(d)(2)
- E. Conference involving Personnel Matters: Chief Executive Officer

**VII. OPEN SESSION**

Report on Permissible Actions Taken During Closed Session

William Nicholson, M.D.  
Board President

**VIII. ADJOURNMENT**

William Nicholson, M.D.  
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.*



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# Memorandum

**DATE:** November 12, 2021

**TO:** Kimberly Hartz, Chief Executive Officer

**FROM:** Ed Fayen, Executive Vice President and Chief Operating Officer

**SUBJECT:** Boilers for Steamer and Kettle

Due to the constant use for the past ten years of both the braising and soup kettle and the vegetable steamer, we are in need of replacing the boiler tank of the soup kettle and the boiler steam generator of the vegetable steamer. The hardness of Alameda County water appears to have deteriorated the inner workings of the equipment over the long term, so that their sudden failure was not predicted. The replacement of this equipment is an emergency capital request and was not included in the FY 22 Capital Asset Budget.

The cost of replacing the boiler tank of the soup kettle is \$22,991.81. The cost of replacing the boiler steam generator of the vegetable steamer is \$18,652.86. Both parts are provided and installed by Acme Pacific Repairs.

In accordance with District Law, Policies and Procedures, it is requested that the Board of Directors authorize the Chief Executive Officer to enter into the necessary contracts and proceed with the purchase of the boiler tank of the soup kettle and the boiler steam generator of the vegetable steamer for a total amount not to exceed **\$41,644.67**.



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# Memorandum

**DATE:** October 28, 2021

**TO:** William F. Nicholson, President of the Board of Directors  
Michael J. Wallace, Secretary of the Board of Directors

**FROM:** Chris Henry, Vice President and Chief Financial Officer

**SUBJECT:** Board Resolution - Retirement Plan Amendments No. 6 and No.7

In order to address a typographical error, recent law changes, and limit the financial impact of the existing disability language, we are recommending the following amendments to the District's retirement plan.

Ken Ruthenberg, of Employee Benefits Law Group, has drafted the attached proposed amendments to the Washington Township Health Care District's Retirement Plan.

The attached Board Resolution drafted by the District's general counsel, Paul Kozachenko, authorizes the CEO, Kimberly Hartz, to execute such amendments to existing retirement plan documents.

Thank you.

**RESOLUTION NO. 1233**

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON  
TOWNSHIP HEALTH CARE DISTRICT AUTHORIZING CHIEF  
EXECUTIVE OFFICER TO EXECUTE AMENDMENTS TO RETIREMENT  
PLAN**

WHEREAS, the Washington Township Health Care District is a local health care district (“District”) that 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 maintains a pension program for employees and retirees pursuant to section 401(a) of the Internal Revenue Code (“Code”); and

WHEREAS, the Chief Executive Officer has determined, based on advice from the District’s Special Counsel, Ken Ruthenberg, that District will need to amend its Retirement Plan to correct a typographical error as more fully described in the Amendment No. 6 to the Washington Township Health Care District Retirement Plan attached to this Resolution as Exhibit A; and

WHEREAS, the Chief Executive Officer has determined, based on advice from the District’s Special Counsel, Ken Ruthenberg, that due to recent changes in the law, the District will need to amend its Retirement Plan as more fully described in Amendment No. 7 to the Washington Health Care District Retirement Plan attached to this Resolution as Exhibit B.

NOW THEREFORE, be it resolved that:

1. The Chief Executive Officer is hereby authorized, on behalf of the District, to execute the Amendments attached to this Resolution as Exhibit A and Exhibit B for the purposes set forth in this Resolution.

2. The Chief Executive Officer is hereby authorized to take any and all actions necessary to execute any and all instruments and do any and all things deemed by her to be necessary or desirable to carry out the intent and purposes of this Resolution.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 15<sup>th</sup> day of November, 2021 by the following vote:

AYES:

NOES:

ABSENT:

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

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Michael J. Wallace  
Secretary, Board of Directors  
Washington Township Health Care District

**AMENDMENT NO. 6  
TO THE  
WASHINGTON TOWNSHIP HEALTH CARE DISTRICT  
RETIREMENT PLAN**

This Amendment No. 6 (Amendment) to the Washington Township Health Care District Retirement Plan (Plan) is adopted by Washington Township Health Care District (Employer).

**RECITALS**

Whereas:

- A. The Employer established the Plan as a tax qualified plan under section 401(a) of the Internal Revenue Code (Code) and a "governmental plan" under Code section 414(d) and section 3(32) of the Employee Retirement Income Security Act of 1974.
- B. The Employer amended the Plan in 2013 to comply with the applicable provisions of the California Public Employees' Pension Reform Act of 2013 (PEPRA) as amended by Senate Bill 13.
- C. The Employer has determined that the 2013 PEPRA amendment contained a typographical error in the definition of "New Participant."
- D. The Employer wishes to correct this typographical error and to clarify this provision.
- E. The plan document for the Plan gives the power to amend the Plan to the Employer's Board of Directors, provided that the Employer's Chief Executive Officer may amend the Plan in order to make necessary clarifications to the Plan and to maintain the Plan in compliance with the applicable laws, rules and regulations.

**OPERATIVE PROVISIONS**

Now, therefore, the Employer amends the Plan effective as of January 1, 2013 by amending and restating the definition of "New Participant" in section 1 of the PEPRA Provisions to read as follows:

1. *New Participant.*

*For purposes of these PEPRA Provisions, "New Participant" means a participant who either (i) becomes a member of any "public retirement*

*system" for the first time on or after January 1, 2013 and was not a member of any other "public retirement system" prior to January 1, 2013, (ii) becomes a member of a "public retirement system" for the first time on or after January 1, 2013 and was a member of another California "public retirement system" prior to January 1, 2013, but was not subject to reciprocity under California Government Code section 7522.02(c), or (iii) was an active member in a retirement system and, after a break in service of more than six (6) months, returned to active membership in the system with a new employer; provided, however, that for purposes of (iiii), a change in employment between State entities or from one school employer to another shall not be considered as service with a new employer. For purposes of this provision, "public retirement system" means a California "public retirement system," as that term is defined in California Government Code section 7522.04(j).*

All other provisions of the Plan as in effect prior to this Amendment shall remain unchanged by this Amendment.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

Washington Township Health Care  
District

By: \_\_\_\_\_

Title: Chief Executive Officer



**AMENDMENT NO. 7  
TO THE  
WASHINGTON TOWNSHIP HEALTH CARE DISTRICT  
RETIREMENT PLAN**

This Amendment No. 7 (Amendment) to the Washington Township Health Care District Retirement Plan (Plan) is adopted by Washington Township Health Care District (Employer).

**RECITALS**

Whereas:

- A. The Employer established the Plan as a tax qualified plan under section 401(a) of the Internal Revenue Code (Code) and a "governmental plan" under Code section 414(d) and section 3(32) of the Employee Retirement Income Security Act of 1974.
- B. The plan document for the Plan generally allows disability retirement benefits that are paid retroactively with no time limit on the retroactive nature of such payments, which can result in a significant negative impact on the Plan's funding.
- C. The Employer would like to update the plan document for the Plan to limit the retroactivity of disability retirement benefits and to clarify the interest rate to be used for calculating such amounts.
- D. The plan document for the Plan provides that the required beginning date for distributions pursuant to Code section 401(a)(9) is based in part upon the participant's attainment of age 70-1/2.
- E. Congress recently amended Code section 401(a)(9) to change age 70-1/2 to age 72 for certain participants.
- F. The Employer would like to update the plan document for the Plan to reflect this legislative change.
- G. The plan document for the Plan gives the power to amend the Plan to the Employer's Board of Directors, provided that the Employer's Chief Executive Officer may amend the Plan in order to make necessary clarifications to the Plan and to maintain the Plan in compliance with the applicable laws, rules and regulations.

## OPERATIVE PROVISIONS

Now, therefore, the Employer amends the Plan as follows:

1. Effective as of January 1, 2021, section 2.04, "Actuarial Equivalent," is amended by adding new subsection D to read as follows:

*The interest rate used to accumulate retroactive payments during a Plan Year shall be the Applicable Interest Rate for the Applicable Lookback Month for the Plan Year.*

2. Effective as of January 1, 2021, subsection B of section 5.05, "Disability Benefit," is amended and restated to read as follows:

*B. The disability retirement benefit shall commence on the first day of the month coincident with or next following the later of (i) the Participant's disability onset date (as established under the Social Security Administration's disability determination for the Participant to the effect that the Participant is totally disabled under Title II of the federal Social Security Act) or (ii) the date that is twelve (12) months prior to the Administrator's receipt by the Administrator of the Participant's application for disability retirement benefits.*

3. Effective as of January 1, 2020, paragraph 2 of subsection B, "Required Minimum Distributions," of section 8.05, "Commencement Of Payment Of Benefits," is amended and restated to read as follows:

*2. For purposes of the preceding provision, the Required Beginning Date shall be April 1 of the calendar year following the later of:*

*a. The calendar year in which the Participant retires; or*

*b. Whichever of the following is applicable:*

*(1) If the Participant attains age seventy and one-half (70-1/2) on or before December 31, 2019, the calendar year in which the Participant attains age seventy and one-half (70-1/2); or*

*(2) If the Participant attains age seventy and one-half (70-1/2) after December 31, 2019, the calendar year in which the Participant attains age seventy-two (72).*

4. Effective as of January 1, 2020, subparagraph b of paragraph 2 of subsection C, "Required Minimum Distributions Of Death Benefits," of

section 8.07, "Payment Of Death Benefits," is amended and restated to read as follows:

*b. If any portion of the Participant's interest is payable to (or for the benefit of) a designated Beneficiary, such portion shall be distributed over the life of such designated Beneficiary (or over a period not extending beyond the life expectancy of such designated Beneficiary) and such distribution shall begin by the end of the calendar year following the calendar year of the Participant's death; provided however, that:*

- (1) If the designated Beneficiary is the Participant's surviving spouse, then the date on which the distributions are required to begin shall not be earlier than the date on which the Participant would have attained either (i) age seventy and one-half (70-1/2) if the Participant attains age seventy and one-half (70-1/2) on or before December 31, 2019 or (ii) age seventy-two (72) if the Participant attains age seventy and one-half (70-1/2) after December 31, 2019; and*
- (2) If the surviving spouse dies before the distributions to such spouse begin, this provision shall be applied as if the surviving spouse were the Participant.*

All other provisions of the Plan as in effect prior to this Amendment shall remain unchanged by this Amendment.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

Washington Township Health Care  
District

By: \_\_\_\_\_

Title: Chief Executive Officer