

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on May 21, 2018 in the Board Room of Washington Hospital, 2000 Mowry Avenue, Fremont, California. Chairman Sah called the meeting to order at 7:31a.m. *CALL TO ORDER*

Present: Russ Blowers, Gloria Villasana Fuerniss, Benn Sah, M.D., Jeannie Yee, Nancy Farber, Chief Executive Officer *ROLL CALL*

Absent: Miro Garcia

Also present: Kimberly Hartz, Sr. Associate Administrator, Ambulatory Care Services; Tina Nunez, Associate Administrator, Ambulatory Care Services; Chris Henry, Sr. Associate Administrator/CFO; Walter Choto, Sr. Director Ambulatory Care Services; Holly Cedillo, Executive Assistant

Guest: Ed Fayen, Sr. Associate Administrator, System Operations & Management Support Services

A motion was made by Director Blowers, seconded by Director Fuerniss to approve the minutes of the meeting of February 12, 2018 noting that a correction was made to the minutes clarifying that Director Garcia abstained from the approval of minutes due to his absence from the DEVCO Board Meeting on November 13, 2017. The motion was carried by the following vote.

APPROVAL OF MINUTES OF February 12, 2018

Ayes: Directors Blowers, Fuerniss, Sah and Yee
Noes: None
Absent: Director Garcia
Abstain: None

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

COMMUNICATIONS

Mr. Fayen, Sr. Associate Administrator, System Operations & Management Support Services, presented an update on the Morris Hyman Critical Care Pavilion. Mr. Fayen shared a PowerPoint presentation detailing the layout and construction progress. Mr. Fayen noted that the project remains on schedule and on budget.

*EDUCATION SESSION
Morris Hyman Critical Care Pavilion
Construction Update and Transition Plan*

Mr. Fayen also presented an update on the Morris Hyman Critical Care Pavilion Transition Plan. A PowerPoint presentation reviewing schematic drawings of the floor plan provided details on department relocation, path of travel and parking. Mr. Fayen shared the internal and external flow plan. The internal flow plan included Patient and Public Flow, Food and Nutritional Services, Waste Stream, Supply/Equipment and Linen Flow. The external flow plan included Traffic, Public/Pedestrian, Ambulance/EMS and Helipad flow.

Ms. Farber announced that a successful meeting took place on April 4th with the California Department of Public Health and Office of Statewide Health Planning and Development. She also reviewed important upcoming dates in regard to the Morris Hyman Critical Care Pavilion, including the VIP/Ribbon

PRESIDENT & CHIEF EXECUTIVE OFFICER REPORT

Cutting on September 13th, Community Open House on September 15th and the anticipated opening date on October 10th.

*PRESIDENT & CHIEF
EXECUTIVE OFFICER
REPORT CONT'D*

Ms. Farber shared that our partnership with ABC7, Bay Area Healthier Together, has been a great success. This exciting endeavor allows us to share resources, information and our continued commitment to the Patient First Ethic with the entire Bay Area. Three videos were shown that reside on the Bay Area Healthier Together website which introduce the partnership to the community.

Ms. Farber announced that the WOW mobile health clinic has returned from Santa Rosa. Santa Rosa Community Health shared a Facebook post expressing their gratefulness for the resources provided by Washington Hospital Healthcare System in response to the tragic October wildfires. Our support allowed them to continue seeing patients and also keep their teams working. Currently the WOW van is receiving required maintenance in preparation to serve our local community.

Ms. Farber spoke about the lawsuit recently filed by the State of California against Sutter Health. The complaint states that Sutter Health has engaged in anticompetitive behavior resulting in higher healthcare costs for Northern Californians. The purpose of the lawsuit is to restore a competitive healthcare market in California.

In accordance with Sections 1461, 1462, 32106 and 32155 of the California Health & Safety Code and Sections 54962 and 54954.5 of the California Government Code, Chairman Sah adjourned the meeting to closed session at 8:30 a.m.

*ADJOURN TO CLOSED
SESSION*

Chairman Sah adjourned the meeting to open session at 8:43 a.m. He reported that no action was taken in closed session.

*ADJOURN TO OPEN
SESSION*

At Washington Outpatient Surgery Center (WOSC), DEVCO owns 50.1% of the shares and the physician investors own 49.9%. Physicians may continue to purchase additional shares but DEVCO must purchase the corresponding number of shares in order to remain the majority shareholder. There are two physicians at the Washington Outpatient Surgery Center who are requesting to purchase a total of thirty-two additional shares. For this to occur, DEVCO will need to purchase the same number of additional shares in order to remain the majority shareholder at a value of \$10,900 per share.

*ACTION ITEM –
DEVCO/New Physicians
Additional WOSC
Membership Interest
Purchase*

A motion was made by Director Fuerniss to authorize the Chief Executive Officer to enter into the necessary contracts to proceed with the purchase of the thirty-two additional shares for an amount not to exceed of \$348,800. On a second from Director Blowers, the motion was carried with the following vote:

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Ayes: Directors Blowers, Fuerniss, and Yee

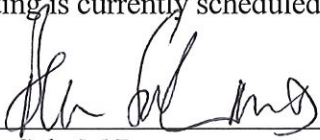
Noes: None

Absent: Director Garcia

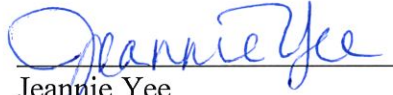
Abstain: Director Sah

*ACTION ITEM –
DEVCO/New Physicians
Additional WOSC
Membership Interest
Purchase CONT'D*

There being no further business, the meeting adjourned at 8:45a.m. The next *ADJOURNMENT* meeting is currently scheduled for August 13, 2018 at 7:30 am.



Benn Sah, M.D.
Chair



Jeannie Yee
Secretary