



Washington Township Health Care District

2000 Mowry Avenue, Fremont, California 94538-1716 • (510) 797-1111

Nancy Farber, Chief Executive Officer

Board of Directors

Patricia Danielson, RHIT

Jacob Eapen, M.D.

William F. Nicholson, M.D.

Bernard Stewart, D.D.S.

Michael J. Wallace

BOARD OF DIRECTORS' MEETING

Wednesday, March 8, 2017 – 6:00 P.M.

Conrad E. Anderson, MD Auditorium

AGENDA

- | | PRESENTED BY: |
|---|--|
| I. CALL TO ORDER & PLEDGE OF ALLEGIANCE | Williams Nicholson, MD
Board Member |
| II. ROLL CALL | Dee Antonio
District Clerk |
| III. EDUCATION SESSION:
Workplace Violence | Kristin Ferguson
Chief of Compliance |
| IV. CONSIDERATION OF MINUTES
February 8, 22, and 27, 2017 | <i>Motion Required</i> |
| V. COMMUNICATIONS
A. Oral
B. Written
From Kranthi Achanta, MD Chief of Staff,
dated February 27, 2017 requesting
approval of Medical Staff Credentialing
Action Items. | <i>Motion Required</i> |
| VI. INFORMATION
A. Service League Report
B. Medical Staff Report
C. Hospital Calendar | PRESENTED BY:
Debbie Jackson
Service League
Kranthi Achanta, MD
Chief of Staff
Nancy Farber
Chief Executive Officer |

- | | | |
|----|--|---|
| D. | Lean/Kaizen Report:
Presentation of Lean Certificates and Pins | Kimberly Hartz
Senior Associate Administrator

Donald Pipkin
Chief of Strategic Management |
| E. | Construction Report / Citizens Bond
Oversight Committee Annual Report | Ed Fayen
Senior Associate Administrator |
| F. | Quality Report:
WHHS Antimicrobial Stewardship
Program | Dianne Martin, M.D.

Mary Bowron, DNP, RN, CIC
Senior Director of Quality & Resource
Management |
| G. | Finance Report | Chris Henry
Senior Associate Administrator and
Chief Financial Officer |
| H. | Hospital Operations Report | Nancy Farber
Chief Executive Officer |

VII. ACTION

- A. Consideration of Resolution 1178
Approving the Issuance and Sale of Certain
Revenue Bonds of the District in an
Aggregate Principal Amount Not to
Exceed \$46,000,000, Approving the
Execution and Delivery of a Supplemental
Indenture, a Continuing Disclosure
Agreement, a Preliminary Official
Statement and Certain Other Actions
Related to Therefor
- B. Wound Care and Hyperbaric Medicine
- C. BARD Site Rite 8 Ultrasound Machine

Motion Required

VIII. ADJOURN TO CLOSED SESSION

In accordance with Section 1461, 1462, 32106 and 32155 of the California health & Safety Code and Sections 54962 and 54954.5 of the California Government Code, portions of this meeting may be held in closed session.

- A. Report and discussion regarding California Government Code section 54957:
Personnel matters
- B. Conference regarding medical audit reports, quality assurance reports and privileging pursuant to Health & Safety Code Section 32155.

C. Report involving a trade secret pursuant to
Health & Safety Code section 32106

**IX. RECONVENE TO OPEN SESSION &
REPORT ON CLOSED SESSION**

William Nicholson, MD
Board Member

X. ADJOURNMENT

William Nicholson, MD
Board Member

A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, February 8, 2017 in the Conrad E. Anderson, MD Auditorium, 2500 Mowry Avenue, Fremont, California. Director Nicholson called the meeting to order at 6:00p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

Roll call was taken: Directors present: William Nicholson, MD; Bernard Stewart, DDS; Michael Wallace; Patricia Danielson, RHIT, Jacob Eapen, MD. Directors absent: None

ROLL CALL

Also present: Nancy Farber, Chief Executive Officer; Kranthi Achanta, Chief of Medical Staff; Debbie Jackson, Service League 1st President; Dee Antonio, District Clerk

Guests: Ed Fayen, Kimberly Hartz, Chris Henry, Bryant Welch, Stephanie Williams, Tina Nunez, Kristin Ferguson, Mary Bowron, Albert Brooks, MD, Angus Cochran, Donald Pipkin

Nancy Farber, Chief Executive Officer, introduced Steven Zonner, Doctor of Osteopathic Medicine and Fellowship Trained in Sports Medicine. Dr. Zonner currently serves as the Concussion Program Director of the Tri-Valley and Golden State Elite Youth Ice Hockey Programs in Dublin, CA and is the Medical Consultant for the Concussion Committee of the California Amateur Hockey Association.

*EDUCATION SESSION:
Concussion: The Invisible Injury*

Dr. Zonner began his presentation with the definition of Concussion and an explanation of facts, explaining the mechanism of a concussive injury, the reported symptoms and clinical signs. He talked about the criteria leading to diagnosis, noting that “eye tracking” is key. He talked about Eye-Sync, a device that assists physicians with screening for concussion in the field and aids the physician in assessing an athlete’s ability to recover and return to play. The test takes thirty minutes and can provide an accurate diagnosis in one minute. This device can also diagnose Sleep Deprivation. Dr. Zonner noted that the Recovery Plan for Concussion has been revised to include aerobic exercise, hand-eye coordination exercises and getting 9-12 hours of sleep.

Director Danielson moved for approval of the minutes of January 11, 23, and 25, 2017.

*APPROVAL OF
MINUTES OF January
11, 25, and 25, 2017*

Director Stewart seconded the motion.

Roll call was taken:

William Nicholson, MD - aye
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – aye

The motion unanimously carried.

There were no oral communications.

*COMMUNICATIONS:
ORAL*

The following written communication received from Kranthi Achanta, MD., Chief of Staff, dated December 27, 2016 requesting approval of Medical Staff

*COMMUNICATIONS:
WRITTEN*

Credentialing Action Items as follows:

Appointments:

Burton, Anne DO, Gunda, Naranyana MD, Haboukh, Mohamad MD, Lee, David MD, Lee, Patricia MD, Perez, Carlos MD, Poonacha, Melania MD

Temporary Privileges:

Gunda, Naranyana MD, Haboukh, Mohamad MD, Lee, David MD, Lee, Patricia MD, Perez, Carlos MD, Poonacha, Melania MD

Emergency Temporary Privileges for Specific Patient Care:

Besh, Basil MD, Lee, David MD

Reappointments:

Arias, Elizabeth MD, Belton, Stephen MD, Bhandari, Bhupinder MD, Chun, Anna PA, Epstein, Gordon MD, Jazayeri, Pooya MD, Kang, Glara MD, Lau, Chai-Kiong MD, Lee, Philip MD, Luu, Doan MD, Nixon, Bruce MD, Pham, Steve MD, Yumena, Lucia MD, Davila, Edmundo Ruiz MD

Completion of Proctoring & Advancement in Staff Category

Khatiki, Nina PA-C

Completion of Proctoring Prior to Eligibility & Advancement in Staff Category

Kharbanda, Ameeta MD, Colburn, Gregory MD

Delete Privilege Requests

Chun, Anna PA-C

Resignations

Loube, Daniel MD, Maguire, Stephanie PA-C, Roth, Robert MD, Sheridan, Christina MD, Slack, Alison MD

Director Eapen moved for approval of the credentialing action items presented by Dr. Achanta.

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - abstained
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – absent

The motion carried.

Debbie Jackson, Service League, presented the Service League Report. The Service League Annual Meeting is scheduled for February 14, 2017. The Gift Shop implemented new shop hours in January which appear to have been a good decision for their student volunteers. Total staffing hours for the month of January: 2,944 hours.

*SERVICE LEAGUE
REPORT*

Dr. Kranthi Achanta reported there are 595 Medical Staff members which includes 357 active members.

*MEDICAL STAFF
REPORT*

The Hospital Calendar video highlighted the following events:

*HOSPITAL CALENDAR:
Community Outreach*

Past Health Promotions & Outreach Events

During the month of January, Lucy Hernandez, Community Outreach Project Manager, provided seven hand hygiene presentations for students at Cabrillo Elementary School in Fremont and Schilling Elementary School in Newark. Information was provided on proper hand washing and hygiene to prevent infection and the spread of germs. 184 students participated.

On Wednesday, February 1st, Washington Sports Medicine provided a sports physical clinic for high school student athletes. The physicals were held at Irvington High School and athletes from all local schools in Fremont were invited to participate. Drs. Russell Nord, Michael Goldin, Steven Zonner and Nurse Practitioner Sherrie Kneebone provided the examinations. Athletes also received orthopedic screenings by certified athletic trainers. 101 Athletes received physicals.

On Thursday, February 2nd, Dr. Seema Sehgal, psychiatry, presented "Understanding Mental Health Disorders." 59 people attended.

Also, on Thursday, February 2nd, as part of the Diabetes Matters Series, Dr. Ash Jain, cardiologist, presented, "Caring for Your Heart." 22 people attended.

Upcoming Health Promotions & Community Outreach Events

On Thursday, February 16th, from 6:30 to 8:30 pm, as part of the Speaker's Bureau program, Kristi Caracappa, Health Insurance Information Service Coordinator, will present "Medicare Options" to the members of the Calvary Chapel Church in Fremont.

Also on Thursday, February 16th, from 7 to 8:30 pm, as part of the Women Empowering Women series, Dr. Victoria Leiphart, gynecologist, will present "Get the Facts on Preventive Health Guidelines."

On Friday, February 17th, Washington Sports Medicine will provide athletic trainers and host a first aid booth at the Special Olympics basketball tournament at Newark Memorial High School in Newark.

On Thursday, February 23rd, from 6 to 8 pm, Dr. Prasad Katta, endocrinologist, will present, "Symptoms of Thyroid Problems: What You Should Know."

On Thursday, March 2nd, from 7 to 8 pm, as part of the Diabetes Matters Series, Luanne Sadueste, RN, will present, "Managing Your Time With Diabetes."

On Saturday March 4th, from 9 am to 2 pm, Washington Hospital will staff a booth at the Mark Green Sports Center's 10 Year Anniversary Block Party Health Fair in Union City. Staff will provide health information and blood pressure screenings.

On Tuesday, March 7th, from 1 to 3 pm, Dr. Arun Srivatsa, gastroenterologist, will present "Digestive Health: What You Need to Know."

Also on Tuesday, March 7th, from 6 to 8 pm, as part of the Stroke Education Series, Dr. Ash Jain, cardiologist, and Melissa Reyes, RN, will present "Introduction to Stroke" and "Risk Factors for Stroke."

On Saturday, March 11th, from 10 am to 1 pm, Washington Hospital will host Stroke Awareness Day. This event screens community members for carotid artery blockage, atrial fibrillation and provides cholesterol, glucose and blood pressure screenings. This event is co-sponsored by Fremont Bank Foundation.

Washington Hospital Healthcare Foundation

On Monday, January 30th, the Foundation held its annual general meeting for trustees and members. Trustees elected Rose Evernden-Andrade to join the board of trustees. Helen Kennedy was elected to serve as President of the Foundation.

At the annual meeting, trustees granted over \$658,900 to support a wide variety of clinical services at Washington Hospital, including the inpatient hospice rooms, prenatal diagnostic service, cancer genetic screening, surgical services, diabetes education, Washington Special Care Nursery, maternal child health, and the physical therapy department.

Washington Hospital Healthcare Foundation is proud to announce that it will host the 32st Annual Golf Tournament at Castlewood Country Club on April 24, 2017. Held in memory of long-time Fremont businessman, Gene Angelo Pessagno, the tournament promises a day of great golf and fun surprises.

More than 20 hand-made blankets were donated to the Veteran Affairs Outpatient Clinic in Fremont. The clinic offers a variety of services to veterans including general medicine, a homeless care program and mental health services. On the behalf of the VA Outpatient Clinic in Fremont, Delfino Romayor, US Navy and Danny Perez, US Army received the donation and thanked the Foundation. "Our Veterans" Delfino said "appreciate of your support. The blankets will provide warmth during this cold winter."

The Employees of Washington Hospital elected new WHEA board members for 2017. The incoming board members are:

- President: Jahneen Zayad, Nursing Services
- Vice President: Laura Guzman, OR Perioperative Services
- Secretary: Kimberly Rogers, Medical Transcription
- Treasurer: Jennifer Gaumer, Emergency Department

Washington On Wheels Mobile Health Clinic, W.O.W.

During the month of January, the Washington On Wheels Mobile Health Clinic (W.O.W.) continued to serve community members at the Fremont Senior Center, Fremont Family Resource Center and the Ruggieri Senior Center in Union City. (W.O.W.) continued to serve community members at the Fremont Family Resource

*HOSPITAL CALENDAR:
Washington Hospital
Foundation Report*

*HOSPITAL CALENDAR:
WHEA*

*HOSPITAL CALENDAR:
Washington On Wheels
Mobile Health Van*

Center, the Fremont Senior Center and the Ruggieri Senior Center in Union City.

Washington On Wheels Mobile Health Clinic held free flu vaccination clinics at Our Lady of the Rosary in Union City on Saturday, January 15th, at Alameda County Fire Department Station 28 in Newark on Wednesday, January 25th, and at Centro de Servicios in Union City on Wednesday, February 1st. These clinics were open to community members ages 3 and up. 35 people were vaccinated

The total number of community members receiving health care from the Washington On Wheels Clinic during the month of January was 71.

Internet Marketing

There were 27,417 visits to the hospital website in the month of January. The hospital's Employment section was the most viewed webpage with 38,297 page views, followed by the Physicians section with 10,507 page views and the About WHHS section with 8,630 page views. The Volunteers section had 6,417 page views and the Women's Health & Pregnancy section had 3,626 page views.

*HOSPITAL
CALENDAR:
Internet Report*

InHealth - Channel 78

During the month of January, Washington Hospital's cable channel 78, InHealth, captured new programming including a Diabetes Matters Program called "Mindful Eating in the New Year"

*HOSPITAL
CALENDAR:
InHealth*

In addition, InHealth aired the January Board of Directors meeting, a Palliative Care Community Presentation, and the Patient's Playbook Community Forum presentation named "Getting to the No-Mistake Zone."

For the fourth year in a row, Washington Hospital has received Healthgrades' "Distinguished Hospital Award for Clinical Excellence" for demonstrating an unwavering commitment to providing high quality patient care. The distinction places Washington Hospital in the top 5% for clinical excellence among more than 4,500 hospitals nationwide.

*HOSPITAL
CALENDAR:
Awards & Recognitions*

Nancy Farber, chief executive officer, and Leslie D. Michelson, the author of The Patient's Playbook, are working together to better inform our community about how to navigate and advocate within a complex health care environment. Nancy Farber was inspired by the information contained in The Patient's Playbook and its natural extension of the Washington Hospital's Patient First Ethic. As a result, she reached out to Mr. Michelson to develop a collaboration to ensure the lifesaving strategies and decision-making tools, that are shared in his book for patients and family members, are widely available to our community.

*HOSPITAL
CALENDAR:
Additional Events &
Announcements*

Employee of the Month

Gina Orozco is a dedicated Environmental Service Lead who started her career with Washington Hospital in 1994. Gina has become well known for her professionalism and pleasant voice when answering service calls. Her hands on support, skills and knowledge of the EVS department and facility are instrumental to Washington Hospital's patient first ethic. In addition Gina has recently participated in a Kaizen

*HOSPITAL
CALENDAR: Employee
of the Month – Gina
Orozco*

workshop and is a member of the (IEHA) International Executive Housekeepers Association, Inc. Gina is also very popular around the WHHS campus for her delicious home-made baked goods. Our division is very fortunate to have Gina, as she is a true believer on doing what is right.

Nancy Farber introduced Chris Henry, Senior Associate Administrator and Chief Financial Officer, and Sandi Adcock, Senior Director of Patient Financial Services who presented *The Revenue Cycle Lean Journey*. Mr. Henry began with the background for this journey, the challenges they faced, and their targeted goals. Six workshops have been conducted thus far: Value Stream Mapping, 5S (Sort, Set order, Shine, Standardize, Sustain) Patient Accounting, Charge Capture, Registration, HIM Coding, and Pre-Billing.

*LEAN/KAIZAN
UPDATE*

During the Value Stream Mapping, an Improvement Plan was developed. The 5S workshop resulted in an improvement in electronic work queues organization by 50%, improvement in inventory work queues by 53%, and improvement in physical space organization by 50%.

Workshop 3 focused on Charge Capture and resulted in a 10% improvement in the yellow supply stickers capture on the nursing floors, the creation of a build in Epic to automatically select and charge patient once the service is documented, and a 70% improvement in the charge capture in the OR (Accounts Receivable days in work queues).

The focus in Workshop 4 was to reduce registration errors resulting in returned billing statement from Emergency Department patients. The outcome from this workshop included a 41% reduction in returned mail/billing statements, a 17% reduction in DNB (discharge not billed), the implementation of workstations on wheels (WOW) and portable scanners to directly input data at the patient's bedside, standard work for registration clerks to request and enter demographic data, and using Epic to signal the registration clerks on the readiness of the patient for discharge.

The purpose of Workshop 5 was to reduce the Health Information Management Coding work queues. The outcomes from this workshop included a 20% reduction in the coding process time from ED charting to completion of documentation. IT defects were reduced by 78% and standard work was created for inpatient and OBS coding.

Workshop 6 focused on Pre-Billing and increasing efficiency in insurance code entry and reducing simple visit work queues. A 34% reduction was accomplished by standardizing the work and developing a pre-authorization and scheduling form for hospital outpatient departments to ensure required information is provided.

Ed Fayen presented the construction update on the Morris Hyman Critical Care Pavilion sharing photographs of the exterior metal panels and glazing of the west and south sides, the entry canopy on the west side, the equipment racks installed in IDF room on the ground floor, a nurse station on the first floor, progression of the

*CONSTRUCTION
REPORT
Construction Update*

drywall in the first floor ED area and second floor north, the waterproofing around the exterior courtyard on the third floor, the terrace area north end on the third floor, the framing and ductwork in the penthouse, the lathe for exterior plaster on the penthouse east wall. Mr. Fayen noted that the project is running on time and on budget.

Nancy Farber introduced Mary Bowron, Senior Director of Quality & Resource Management who presented the Washington Hospital Falls Prevention Update, noting that Washington Hospital has participated in national registries dedicated to measuring nurse sensitive indicators at the unit level for over fifteen years. She reviewed the Fall Prevention at Washington Hospital and the Joint Commission Falls Targeted Solutions Tool (created in 2015). Over the past eighteen months, Washington Hospital has had a lower fall rate than the national CALNOC benchmark for inpatient falls with no falls resulting in moderate or higher injury for the majority of this time frame.

*QUALITY REPORT:
Falls Prevention Update*

Chris Henry, Chief Financial Officer, presented the Finance Report for December 2016. The average daily census was 171.3 with admissions of 1,068 resulting in 5,311 patient days. Outpatient observation equivalent days were 214. The average length of stay was 4.77 days. The case mix index was 1.438. Deliveries were 146. Surgical cases were 368. Joint Replacement cases were 129. Neurosurgical cases were 19. Cardiac Surgical cases were 5. The Outpatient visits were 6,426 and Emergency visits were 4,661. Total productive FTEs were 1,151.1. FTEs per adjusted occupied bed were 6.10.

FINANCE REPORT

Nancy Farber presented the Hospital Operations Report for January 2017. Preliminary information indicated gross revenue for the month of January at approximately \$205,800,000. The Average Length of Stay of 4.92 and there were 6,651 patient days. There were 416 Surgical Cases and 399 Cath Lab procedures at the Hospital. Deliveries for January were 143. Non-Emergency Outpatient visits were 6,747. FTEs per Adjusted Occupied Bed were 5.33. The Washington Outpatient Surgery Center had 457 cases and the clinics saw approximately 4,315 patients.

*HOSPITAL
OPERATIONS REPORT*

In accordance with District Law, Policies and Procedures, Director Eapen moved that the Board of Directors authorize the Chief Executive Officer to enter into the necessary contracts and proceed with the purchase of the hardware, software and implementation services for the instrument tracking project for a total amount not to exceed \$263,183.

*APPROVAL OF THE
INSTRUMENT
TRACKING SYSTEM*

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - aye
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – aye

The motion unanimously carried.

In accordance with District Law, Policies and Procedures, Director Eapen moved that the Board of Directors authorize the Chief Executive Officer to enter into the necessary contracts and proceed with the purchase of a pneumatic tube system upgrade for a total amount not to exceed \$245,050.

*APPROVAL OF
PNEUMATIC TUBE
SYSTEM UPGRADE*

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - aye
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – aye

The motion unanimously carried.

In accordance with District Law, Policies and Procedures, Director Eapen moved that the Board of Directors authorize the Chief Executive Officer to proceed with the purchase of hardware for Nova Glucose Meters for a total amount not to exceed \$60,703.

*APPROVAL OF NOVA
GLUCOSE METERS*

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - aye
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – aye

The motion unanimously carried.

In accordance with District Law, Policies and Procedures, Director Eapen moved that the Board of Directors authorize the Chief Executive Officer to enter into the necessary contracts and proceed with the purchase of a new ultrasound machine for a total amount not to exceed \$151,101.29.

*APPROVAL OF
PORTABLE
ULTRASOUND
MACHINE*

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - aye
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – aye

The motion unanimously carried.

In accordance with District Law, Policies and Procedures, Director Eapen moved that the Board of Directors authorize the Chief Executive Officer to enter into the

*APPROVAL OF
SONOSITE EDGE II
ULTRASOUND SYSTEM*

necessary contracts and proceed with the purchase of a SonoSite Edge II Ultrasound System for a total amount not to exceed \$72,994.04.

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - aye
Bernard Stewart, DDS - aye
Michael Wallace – aye
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – aye

The motion unanimously carried.

In accordance with Health & Safety Code Sections 1461, 1462 and 32106 and Government Section 54954.5(h) Director Nicholson adjourned the meeting to closed session at 8:10 pm, as the discussion pertained to Hospital trade secrets, Human Resources matters and Risk Management.

ADJOURN TO CLOSED SESSION

Director Nicholson reconvened the meeting to open session at 8:40 pm and reported no action was taken in closed session.

RECONVENE TO OPEN SESSION & REPORT ON CLOSED SESSION

There being no further business, Director Nicholson adjourned the meeting at 8:40 pm.

ADJOURNMENT

William Nicholson, MD
President

Patricia Danielson, RHIT
Secretary

A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, February 22, 2017 in the Board Room, 2000 Mowry Avenue, Fremont, California. 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; Bernard Stewart, DDS; Patricia Danielson, RHIT; Jacob Eapen, MD
Excused: Michael Wallace

ROLL CALL

Also present: Kimberly Hartz, Senior Associate Administrator; Ed Fayen, Senior Associate Administrator; Chris Henry, Associate Administrator; Stephanie Williams, Associate Administrator; Tina Nunez, Associate Administrator; Bryant Welch, Associate Administrator; Paul Kozachenko, Legal; Dee Antonio, District Clerk

There were no oral communications.

COMMUNICATIONS

There were no written communications.

Director Nicholson stated: *“Next is Item A on the Agenda. Ordinance No. 17-01, Approving a Formal Agreement for the Private Sale of the Washington Township Health Care District Revenue Bonds, 2017 Series A. This Ordinance approves the form of Bond Purchase Contract for the negotiated sale of the Bonds to the Underwriter pursuant to the California Health and Safety Code. The Ordinance was presented to the board for a first reading at its meeting on January 11, 2017. In addition, a Resolution approving the bond issuance and approving the form of other necessary documents will be brought for approval at a future meeting of the Board.”* Director Nicholson opened the floor to questions from members of the Board. There were no questions. Director Nicholson opened the floor to comments from members of the public. There were no comments.

APPROVAL OF A
FORMAL AGREEMENT
FOR THE PRIVATE
SALE OF THE
WASHINGTON
TOWNSHIP HEALTH
CARE DISTRICT
REVENUE BONDS, 2017
SERIES A

Director Nicholson gave the first reading of Ordinance 17-01: *“Washington Township Health Care District Ordinance No. 17-01 Approving a Formal Agreement for the Private Sale of the Washington Township Health Care District Revenue Bonds, 2017 Series A.”*

In accordance with District Law, Policies and Procedures, Director Eapen moved for approval of Ordinance No. 17-01 authorizing the formal agreement for the private sale of the Washington Township Health Care District Revenue Bonds, 2017 Series A.

Director Stewart seconded the motion.

Roll call was taken:

William Nicholson, MD – aye
Bernard Stewart, DDS – aye
Michael Wallace – absent
Patricia Danielson, RHIT – aye
Jacob Eapen, MD – absent

The motion carried.

Board of Directors' Meeting

February 22, 2017

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In accordance with Health & Safety Code Sections 32106 and Government Section 54957, Director Nicholson adjourned the meeting to closed session at 6:06 p.m., as the discussion pertained to Hospital trade secrets, Human Resource matters, and Risk Management.

*ADJOURN TO CLOSED
SESSION*

Director Nicholson reconvened the meeting to open session at 7:58 p.m. and reported no reportable action was taken in closed session.

*RECONVENE TO OPEN
SESSION & REPORT ON
CLOSED SESSION*

There being no further business, Director Nicholson adjourned the meeting at 7:58 p.m.

ADJOURNMENT

William Nicholson, MD
President

Patricia Danielson, RHIT
Secretary

A meeting of the Board of Directors of the Washington Township Health Care District was held on Monday, February 27, 2017 in the Fremont Conference Room, Washington Hospital, 2000 Mowry Avenue, Fremont, California. Director Nicholson called the meeting to order at 7:30 a.m.

*CALL
TO
ORDER*

Roll call was taken. Directors present: William Nicholson, MD; Bernard Stewart, DDS; Patricia Danielson, RHIT; Jacob Eapen, MD
Excused: Michael Wallace

*ROLL
CALL*

Also present: Kranthi Achanta, MD; Timothy Tsoi, MD; Peter Lunny, MD; Kimberly Hartz, Senior Associate Administrator

There were no oral or written communications.

COMMUNICATIONS

Director Nicholson adjourned the meeting to closed session at 7:30 a.m. as the discussion pertained to Medical Audit and Quality Assurance Matters pursuant to Health & Safety Code Sections 1461 and 32155.

*ADJOURN TO CLOSED
SESSION*

Director Nicholson reconvened the meeting to open session at 8:40 a.m. and reported no reportable action was taken in closed session.

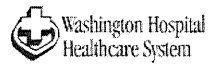
*RECONVENE TO OPEN
SESSION & REPORT ON
CLOSED SESSION*

There being no further business, the meeting was adjourned at 8:40 a.m.

ADJOURNMENT

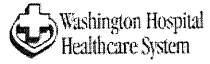
William Nicholson, MD
President

Patricia Danielson, RHIT
Secretary



WASHINGTON HOSPITAL
MONTHLY OPERATING REPORT

January 2017



Washington Hospital
Healthcare System

WASHINGTON HOSPITAL
INDEX TO BOARD FINANCIAL STATEMENTS
January 2017

<u>Schedule Reference</u>	<u>Schedule Name</u>
Board - 1	Statement of Revenues and Expenses
Board - 2	Balance Sheet
Board - 3	Operating Indicators



Memorandum

DATE: March 3, 2017
TO: Board of Directors
FROM: Nancy Farber
SUBJECT: Washington Hospital – January 2017
Operating & Financial Activity

SUMMARY OF OPERATIONS – (Blue Schedules)

1. Utilization – Schedule Board 3

<u>ACUTE INPATIENT:</u>	<u>January Actual</u>	<u>Budget</u>	<u>Current 12 Month Avg.</u>
Average Daily Census	214.6	173.3	157.5
# of Admissions	1,216	1,098	1,012
Patient Days	6,652	5,373	4,804
Discharge ALOS	4.93	4.89	4.62

<u>OUTPATIENT:</u>	<u>January Actual</u>	<u>Budget</u>	<u>Current 12 Month Avg.</u>
OP Visits	6,747	7,022	6,923
ER Visits	4,916	4,663	4,457
Observation Equivalent Days – OP	187	238	245

Comparison of January acute inpatient statistics to those of the budget showed a higher level of admissions and a higher level of patient days. The average length of stay (ALOS) based on discharged days was above budget. Outpatient visits were lower than budget. Emergency Room visits were above budget for the month.

2. **Staffing – Schedule Board 3**

Total paid FTEs were 11.1 above budget. Total productive FTEs for January were 1,306.7, 52.8 above the budgeted level of 1,253.9. Nonproductive FTEs were 41.7 below budget. Productive FTEs per adjusted occupied bed were 4.74, 0.66 below the budgeted level of 5.40. Total FTEs per adjusted occupied bed were 5.33, 0.95 below the budgeted level of 6.28.

3. **Income - Schedule Board 1**

For the month of January the Hospital realized a gain of \$5,582,000 from operations.

Total Gross Patient Service Revenue of \$207,874,000 for January was 13.8% above budget.

Deductions from Revenue of \$162,433,000 represented 78.14% of Total Gross Patient Service Revenue. This percentage is above the budgeted amount of 76.34%, primarily due to payor mix.

Total Operating Revenue of \$46,734,000 was \$2,513,000 (5.7%) above the budget.

Total Operating Expense of \$41,152,000 was \$111,000 (0.3%) below the budgeted amount.

The Total Non-Operating Gain of \$2,000,000 for the month of January includes an unrealized gain on investments of \$195,000 and property tax revenue of \$1,344,000. This property tax revenue will be used to pay the debt service for the general obligation bonds.

The Total Net Gain for January was \$7,582,000, which was \$2,946,000 more than the budgeted gain of \$4,636,000.

The Total Net Gain for January using FASB accounting principles, in which the unrealized gain on investments and property tax revenues are removed from the non-operating income and expense, was \$6,043,000 compared to a budgeted gain of \$3,241,000.

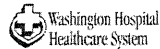
4. Balance Sheet – Schedule Board 2

On January 10, 2017, the District completed the purchase of the Fremont Office Center. This transaction resulted in an increase in Property, Plant and Equipment and an offsetting decrease in Board-designated assets.

Other than the building purchase, there were no other noteworthy changes in assets and liabilities when compared to December 2016.

NANCY FARBER
Chief Executive Officer

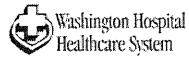
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WASHINGTON HOSPITAL
STATEMENT OF REVENUES AND EXPENSES
 January 2017
GASB FORMAT
 (In thousands)

JANUARY				YEAR TO DATE				
ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.		ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.
				1	<u>OPERATING REVENUE</u>			
\$ 161,828	\$ 136,330	\$ 25,498	18.7%	2	\$ 863,920	\$ 884,170	\$ (20,250)	-2.3%
46,046	46,381	(335)	-0.7%	3	322,674	309,740	12,934	4.2%
207,874	182,711	25,163	13.8%	4	1,186,594	1,193,910	(7,316)	-0.6%
(162,433)	(139,480)	(22,953)	-16.5%	5	(914,789)	(912,110)	(2,679)	-0.3%
78.14%	76.34%			6	77.09%	76.40%		
45,441	43,231	2,210	5.1%	7	271,805	281,800	(9,995)	-3.5%
1,293	990	303	30.6%	8	5,009	3,770	1,239	32.9%
46,734	44,221	2,513	5.7%	9	276,814	285,570	(8,756)	-3.1%
				10	<u>OPERATING EXPENSES</u>			
16,826	16,261	(565)	-3.5%	11	108,245	109,580	1,335	1.2%
6,620	6,122	(498)	-8.1%	12	39,966	40,278	312	0.8%
5,193	4,615	(578)	-12.5%	13	30,898	31,649	751	2.4%
5,276	5,422	146	2.7%	14	34,728	36,607	1,879	5.1%
1,297	1,532	235	15.3%	15	9,711	10,489	778	7.4%
2,515	3,638	1,123	30.9%	16	22,361	23,823	1,462	6.1%
2,722	2,873	151	5.3%	17	19,724	19,875	151	0.8%
703	800	97	12.1%	18	5,181	5,635	454	8.1%
41,152	41,263	111	0.3%	19	270,814	277,936	7,122	2.6%
5,582	2,958	2,624	88.7%	20	6,000	7,634	(1,634)	-21.4%
11.94%	6.69%			21	2.17%	2.67%		
194	220	(26)	-11.8%	22	<u>NON-OPERATING INCOME & (EXPENSE)</u>			
(127)	-	(127)	0.0%	23	1,715	1,552	163	10.5%
394	63	331	525.4%	24	(31)	-	(31)	0.0%
1,344	1,395	(51)	-3.7%	25	687	437	250	57.2%
195	-	195	0.0%	26	9,428	9,624	(196)	-2.0%
2,000	1,678	322	19.2%	27	(2,878)	-	(2,878)	0.0%
\$ 7,582	\$ 4,636	\$ 2,946	63.5%	28	8,921	11,613	(2,692)	-23.2%
16.22%	10.48%			29	\$ 14,921	\$ 19,247	\$ (4,326)	-22.5%
				30	5.39%	6.74%		
\$ 6,043	\$ 3,241	\$ 2,802	86.5%	31	\$ 8,371	\$ 9,623	\$ (1,252)	-13.0%
12.93%	7.33%				3.02%	3.37%		

**NET INCOME (FASB FORMAT) EXCLUDES PROPERTY TAX INCOME AND UNREALIZED GAIN(LOSS) ON INVESTMENTS

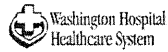


**WASHINGTON HOSPITAL
BALANCE SHEET**

January 2017
(In thousands)

SCHEDULE BOARD 2

ASSETS AND DEFERRED OUTFLOWS			LIABILITIES, NET POSITION AND DEFERRED INFLOWS				
	JANUARY 2017	AUDITED JUNE 2016		JANUARY 2017	AUDITED JUNE 2016		
CURRENT ASSETS			CURRENT LIABILITIES				
1	CASH & CASH EQUIVALENTS	\$ 29,088	\$ 38,459	1	CURRENT MATURITIES OF L/T OBLIG	\$ 6,444	\$ 5,056
2	ACCOUNTS REC NET OF ALLOWANCES	70,339	62,580	2	ACCOUNTS PAYABLE	47,239	42,079
3	OTHER CURRENT ASSETS	9,167	8,018	3	OTHER ACCRUED LIABILITIES	60,521	57,095
4	TOTAL CURRENT ASSETS	108,594	109,057	4	INTEREST	8,479	11,321
				5	TOTAL CURRENT LIABILITIES	122,683	115,551
ASSETS LIMITED AS TO USE			LONG-TERM DEBT OBLIGATIONS				
6	BOARD DESIGNATED FOR CAPITAL AND OTHER	139,924	187,431	6	REVENUE BONDS AND OTHER	198,589	204,019
7	GENERAL OBLIGATION BOND FUNDS	116,937	184,470	7	GENERAL OBLIGATION BONDS	340,979	342,546
8	REVENUE BOND FUNDS	8,383	10,441				
9	BOND DEBT SERVICE FUNDS	16,195	25,041	OTHER LIABILITIES			
10	OTHER ASSETS LIMITED AS TO USE	15,404	15,591	10	NET PENSION LIABILITY	39,258	52,960
11	TOTAL ASSETS LIMITED AS TO USE	296,843	422,974	11	WORKERS' COMP	9,451	9,057
				12	SUPPLEMENTAL MEDICAL RETIREMENT	40,608	38,791
13	OTHER ASSETS	149,449	139,895				
14	NET PROPERTY, PLANT & EQUIPMENT	627,492	505,967	14	NET POSITION	440,337	425,416
15	TOTAL ASSETS	\$ 1,182,378	\$ 1,177,893	15	TOTAL LIABILITIES AND NET POSITION	\$ 1,191,905	\$ 1,188,340
16	DEFERRED OUTFLOWS	21,806	27,061	16	DEFERRED INFLOWS	12,279	16,614
17	TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 1,204,184	\$ 1,204,954	17	TOTAL LIABILITIES, NET POSITION AND DEFERRED INFLOWS	\$ 1,204,184	\$ 1,204,954



**WASHINGTON HOSPITAL
OPERATING INDICATORS**

January 2017

12 MONTH AVERAGE	JANUARY						YEAR TO DATE			
	ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.			ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.
157.5	214.6	173.3	41.3	24%	1	ADULT & PEDS AVERAGE DAILY CENSUS	157.8	155.8	2.0	1%
8.0	6.0	7.7	(1.7)	-22%	2	OUTPT OBSERVATION AVERAGE DAILY CENSUS	8.1	6.9	1.2	17%
10.8	9.4	10.0	(0.6)	-6%	3	WELLBORN NURSERY AVERAGE DAILY CENSUS	10.4	10.7	(0.3)	-3%
176.3	230.0	191.0	39.0	20%	4	TOTAL	176.3	173.4	2.9	2%
4.3	4.8	3.6	1.2	33%	5	SPECIAL CARE NURSERY AVERAGE DAILY CENSUS *	4.4	3.8	0.6	16%
4,804	6,652	5,373	1,279	24%	6	ADULT & PEDS PATIENT DAYS	33,919	33,487	432	1%
1,012	1,216	1,098	118	11%	7	ADMISSIONS-ADULTS & PEDS	6,948	6,969	(21)	0%
4.62	4.93	4.89	0.04	1%	8	AVERAGE LENGTH OF STAY-ADULTS & PEDS	4.69	4.80	(0.11)	-2%
1.520	1.464	1.566	(0.102)	-7%	9	OVERALL CASE MIX INDEX (CMI)	1.513	1.556	(0.043)	-3%
136	157	142	15	11%	10	SURGICAL CASES				
26	32	19	13	68%	11	JOINT REPLACEMENT CASES	942	961	(19)	-2%
10	12	11	1	9%	12	NEURO SURGICAL CASES	182	167	15	9%
209	215	218	(3)	-1%	13	CARDIAC SURGICAL CASES	75	69	6	9%
381	416	390	26	7%	14	GENERAL SURGICAL CASES	1,444	1,648	(204)	-12%
360	404	402	2	0%	15	TOTAL SURGICAL CASES	2,643	2,845	(202)	-7%
152	143	150	(7)	-5%	16	TOTAL CATH LAB PROCEDURES	2,471	2,710	(239)	-9%
6,923	6,747	7,022	(275)	-4%	17	DELIVERIES	1,038	1,070	(32)	-3%
4,457	4,916	4,663	253	5%	18	OUTPATIENT VISITS	47,486	51,159	(3,673)	-7%
					19	EMERGENCY VISITS	30,826	30,207	619	2%
1,216.9	1,306.7	1,253.9	(52.8)	-4%	19	LABOR INDICATORS				
181.7	163.5	205.2	41.7	20%	20	PRODUCTIVE FTE'S	1,203.5	1,222.3	18.8	2%
1,398.6	1,470.2	1,459.1	(11.1)	-1%	21	NON PRODUCTIVE FTE'S	189.6	186.8	(2.8)	-1%
5.70	4.74	5.40	0.66	12%	22	TOTAL FTE'S	1,393.1	1,409.1	16.0	1%
6.56	5.33	6.28	0.95	15%	23	PRODUCTIVE FTE/ADJ. OCCUPIED BED	5.55	5.81	0.26	4%
						TOTAL FTE/ADJ. OCCUPIED BED	6.43	6.70	0.27	4%

* included in Adult and Peds Average Daily Census

RESOLUTION NO. 1178

RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON TOWNSHIP HEALTH CARE DISTRICT APPROVING THE ISSUANCE AND SALE OF CERTAIN REVENUE BONDS OF THE DISTRICT IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$46,000,000, APPROVING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL INDENTURE, A CONTINUING DISCLOSURE AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT AND CERTAIN OTHER ACTIONS RELATED THERETO

WHEREAS, the Washington Township Health Care District (the “District”), County of Alameda, State of California (the “State”), a local healthcare district, is duly organized and existing under the laws of the State, particularly the Local Health Care District Law, constituting Division 23 of the Health and Safety Code of the State (the “Law”); and

WHEREAS, the Board of Directors of the District (the “Board”), acting under and pursuant to the Law, has determined that the public interest and necessity require the authorization, sale and issuance of hospital revenue bonds designated as the District's Revenue Bonds, 2017 Series A (the “Bonds”), to be issued to finance additions, improvements and betterments to the District's facilities, the equipping of the same and the payment of fees and expenses incurred in connection therewith (collectively, the “Project”), all estimated to comprise an amount not to exceed \$46,000,000;

WHEREAS, the Bonds shall be issued as Additional Bonds pursuant to that certain Indenture, dated as of July 1, 1993 (the “Original Indenture”), by and between the District and Union Bank, N.A., as the initial trustee (the “Initial Trustee”), as subsequently supplemented and amended (as so amended, the “Indenture”); and

WHEREAS, in connection therewith, there have been presented to this meeting of the Board forms of the following documents for consideration in connection with the proposed issuance of the Bonds:

- (i) A form of Seventh Supplemental Indenture (the “Seventh Supplemental Indenture”), by and between the District and U.S. Bank National Association, as successor to the Initial Trustee (the “Trustee”);
- (ii) A form of Preliminary Official Statement (the “Preliminary Official Statement”), pursuant to which the Bonds will be marketed; and
- (iii) A form of Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), entered into by the District with FSC Continuing Disclosure Services for the purposes of compliance with Rule 15c2-12 of the Securities Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended (the “Rule”); and

WHEREAS, all acts, conditions and things required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of the Bonds, and the indebtedness of the District, including the proposed issue of the Bonds, is within all limits proscribed by law;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Washington Township Health Care District, County of Alameda, State of California, as follows:

1. Recitals. The Board determines that the foregoing recitals are true and correct.
2. Definitions. The capitalized terms as used herein shall, for all purposes of this Resolution, have the meanings set forth in the Recitals hereof, in the Indenture or as ascribed to them below, unless the context clearly requires some other meaning
 - (a) “Bond Counsel” means Nixon Peabody LLP, or any other attorney or firm of attorneys nationally recognized for expertise in rendering opinions as to the legality and tax status of securities issued by public entities.
 - (b) “Closing Date” means the date upon which there is an exchange of Bonds for the proceeds representing the purchase price of the Bonds by an underwriter.
 - (c) “Code” means the Internal Revenue Code of 1986, as amended and as in effect on the date of issuance of the Bonds or (except as otherwise referenced herein) as it may be amended to apply to obligations issued on the Closing Date, together with applicable proposed, temporary and final regulations promulgated, and applicable official public guidance published, under the Code.
 - (d) “Cost of Issuance” means all items of expense directly or indirectly reimbursable to the District relating to the issuance, execution and delivery of the Bonds including, but not limited to, filing and recording costs, settlement costs, printing costs, reproduction and binding costs, legal fees and charges, fees and expenses of the Trustee, financial and other professional consultant fees, Bond Counsel Fees, costs of obtaining credit ratings, municipal bond insurance premiums, if such insurance is determined to be advisable, and all charges and expenses in connection with the foregoing.
 - (e) “Owner” shall mean the registered owner, as indicated in the registration books of the Trustee, of any Bond.
 - (f) “Resolution” means this Resolution.
 - (g) “Special Counsel” means Mary K. Norvell, Attorney at Law.
 - (h) “Tax and Nonarbitrage Certificate” means the certificate of the District to be delivered on the Closing Date, setting forth the requirements of the Code applicable to the Bonds.
3. Purpose of Bonds. That for the purpose of providing funds to finance additions, improvements and betterments to the District's facilities, the equipping of the same, and payment of the costs of issuance of the Bonds, the Board hereby authorizes the issuance of the Bonds in accordance with the requirements of the Law, including Section 32316 thereof, and the Indenture in an aggregate principal amount not to exceed \$46,000,000. The estimated cost of the acquisition, construction, improvement, and financing is expected to be \$46,000,000. Interest on the Bonds shall not exceed 6.0% per annum, payable semiannually. The Board has specifically determined that the

aggregate principal amount of the Bonds does not exceed an amount equal to 50% of the District's average annual gross revenues for the preceding three-year period, ended June 30, 2016. The Bonds shall be designated the "Washington Township Health Care District Revenue Bonds, 2017 Series A" and shall be revenue obligations of the District, secured by the pledge of Revenues.

4. Appointment of Consultants; Terms and Conditions of Sale.

- (a) The Board hereby confirms the appointment of Mary K. Norvell, Attorney at Law, as Special Counsel to the District, C. Gordon Howie, as special consultant to the District, Nixon Peabody LLP, as Bond Counsel to the District, and Wells Consultancy LLC, as special legal consultant to the District in connection with the sale and issuance of the Bonds.
- (b) The Bonds shall be issued upon the terms and conditions established in the Seventh Supplemental Indenture, and shall be issued in fully registered form, in the authorized denominations of \$5,000 or any integral multiple thereof, substantially in the form appended to the Seventh Supplemental Indenture.

5. Supplemental Indenture. The proposed form of the Seventh Supplemental Indenture presented to and considered by the Board at this meeting is hereby approved. The Chief Executive Officer or the Chief Financial Officer of the District or any designee of either (each, an "Authorized Officer") are, and each of them acting alone is, hereby authorized and directed, for and in the name of the District, to execute and deliver to the Trustee the Seventh Supplemental Indenture in substantially said form, with such changes therein as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Seventh Supplemental Indenture by said officer. The Bonds may be issued as serial Bonds or term Bonds and shall be subject to optional redemption prior to their respective maturity dates, or mandatory sinking fund redemption, on the dates and at the prices as set forth in the Seventh Supplemental Indenture.

6. Official Statement. The Preliminary Official Statement relating to the Bonds presented to and considered by the Board at this meeting is hereby approved. This Board also hereby authorizes the use and distribution of: (a) a Preliminary Official Statement in substantially the form presented to this Board with such changes as the Authorized Officer executing the certificate described below may approve, such approval to be conclusively evidenced by the execution of such certificate by such Authorized Officer; (b) an official statement in substantially the form of the Preliminary Official Statement, with such changes as may be necessary or desirable in connection with the sale of the Bonds as determined by the Authorized Officer executing the same (the "Official Statement"), such determination to be conclusively evidenced by the execution and delivery of the Official Statement by such Authorized Officer and (c) any amendments or supplements to the Preliminary Official Statement or the Official Statement which an Authorized Officer may deem necessary or desirable, such determination to be conclusively evidenced by the execution of such amendment or supplement or of a certificate as described below by such Authorized Officer. The Authorized Officers are, and each of them acting alone is, hereby authorized to approve such additions, deletions or changes to the Preliminary Official Statement and Official Statement as are necessary or desirable to effect the purposes of this Resolution and to comply with applicable laws and to deliver copies of the Preliminary Official Statement and the Official Statement, and to execute the Official Statement. Upon approval of the Preliminary Official Statement by an Authorized Officer (such approval to be evidenced by execution of a certificate substantially in the form of

Exhibit A attached hereto and by this reference incorporated herein, with such changes as may be necessary or advisable), such Preliminary Official Statement shall be deemed final as of its date except for the omission of certain information as provided in and pursuant to the Rule.

7. Continuing Disclosure Agreement. The form of Continuing Disclosure Agreement, substantially in the form appended to the Preliminary Official Statement and presented to and considered by the Board at this meeting, is hereby approved, and the Board hereby authorizes any Authorized Officer to execute the Continuing Disclosure Certificate with such changes therein as may be approved by the Authorized Officer executing the same. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Agreement in order to assist any underwriter in complying with the requirements of the Rule. Any Owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations under this Section; however, noncompliance with this Section shall not constitute a default under or cause the acceleration of the Bonds.

8. Payment of the Bonds. The Bonds shall be payable solely from the Revenues to be received by the District from the operation of its health care facilities and shall not be deemed to constitute a debt or liability of the District under any constitutional, charter or statutory debt limitation. Neither the faith and credit nor the taxing power of the District shall be pledged to the payment of the principal of or interest on the Bonds.

9. Tax Covenants of the District.

- (a) The District covenants that it will take any and all actions necessary to assure compliance with Section 148(f) of the Code, relating to the rebate of excess investment earnings, if any, to the federal government, to the extent that such Section is applicable to the Bonds.
- (b) The District covenants that it shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on the Bonds under Section 103 of the Code.
- (c) The District covenants that it shall comply with the provisions of the Tax and Nonarbitrage Certificate.

10. Necessary Acts and Conditions. This Board determines that all acts and conditions necessary to be performed by the Board or which have been precedent to in the issuing of the Bonds in order to make them legal, valid and binding revenue bonds of the District have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds; and that due provision has been made for levying and collecting Revenues in an amount sufficient to pay principal of and interest on the Bonds when due.

11. Approval of Actions. Officers of the Board and Authorized Officers of the District are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, certificates, instruments and agreements supplemental to the foregoing, which they may deem necessary or advisable in order to proceed with the issuance of the

Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution, and to take all additional actions as may do the same, in order to permit the issuance of the Bonds in the manner and on the terms set forth in this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

12. Publication of Notice. The Secretary of the Board is hereby directed to cause this Resolution to be published once a week for at least two weeks in a newspaper of general circulation in the District.

13. Effective Date. This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED at a regular meeting of the Board of Directors of Washington Township Health Care District, duly called and at which a quorum was present and acting throughout, conducted at a location freely accessible to the public this 8th day of March, 2017, at Fremont, California, by the following vote:

AYES: Members: _____

NOES: Members: _____

ABSENT: Members: _____

ABSTENTIONS: Members: _____

President, Board of Directors

Attest:

Secretary, Board of Directors

EXHIBIT A

FORM OF 15C2-12 CERTIFICATE

With respect to the proposed sale of its Revenue Bonds, 2017 Series A, in the maximum aggregate amount of not to exceed \$46,000,000, Washington Township Health Care District (the “**District**”) has delivered to you a Preliminary Official Statement, dated as of the date hereof (the “**Preliminary Official Statement**”). The District, for purposes of compliance with Rule 15c2-12 of the Securities Exchange Commission (“**Rule 15c2-12**”), deems the Preliminary Official Statement to be final as of its date, except for the omission of no more than the information permitted under Rule 15c2-12.

WASHINGTON TOWNSHIP HEALTH
CARE DISTRICT

Dated: _____, 2017

By: _____ [form only]
Authorized Officer



Memorandum

DATE: February 13, 2017

TO: Nancy Farber, Chief Executive Officer

FROM: Kimberly Hartz, Sr. Associate Administrator
Tina Nunez, Associate Administrator, Ambulatory

SUBJECT: Center for Wound Healing and Hyperbaric Medicine Capital Request

Washington Hospital's management agreement with Diversified Clinical Services, Inc. is expiring at the end of March 2017. After consideration of various options, it was determined that the best option for the Center for Wound Care and Hyperbaric Medicine is to not renew the agreement with Diversified Clinical Services, Inc. and manage the Center on our own. Through the management agreement, Washington Hospital had access to certain equipment that we are requesting to purchase from Diversified Clinical Services, Inc. at the fair market value price. In addition to the equipment, there are EPIC project hours requested in order to build necessary clinical and administrative reports which we previously received through a proprietary Diversified data tracking system. The following outlines the capital request:

Two (2) monochrome Sechrist hyperbaric chambers and associated equipment (TV mount)	\$92,386
Four (4) electrical wound care chairs	\$5,760
One (1) Transcutaneous Oxygen Monitor	\$29,092
Equipment Sales Tax	\$11,770
Epic Report Build Project Hours (estimate 480 hours)	\$73,584
Contingency (10%)	\$21,259
TOTAL	\$23,851

This transition was anticipated in the FY 2016-17 budget. In accordance with District Law, Policies and Procedures, it is requested that the Board of Directors authorize the Chief Executive Officer to proceed with the equipment and epic build hours requested for the transition of the Wound Care and Hyperbaric Medicine for an amount not to exceed \$233,851. This was included in the FY 2016-2017 capital budget.



Memorandum

DATE: March 8, 2017
TO: Nancy Farber, Chief Executive Officer
FROM: Edward Fayen, Sr. Associate Administrator
SUBJECT: Ultrasound Site Rite 8

A new BARD Site Rite 8 Ultrasound machine would provide the PICC team with a more reliable ultrasound machine. The current ultrasound machine, Site Rite 6, was purchased in 2007 and has had a total of twelve repairs.

This newer technology, which uses EKG to place the catheter tip in the superior vena cava (SVC), would help decrease chest x-rays post PICC insertion and help to decrease radiation exposure to patients. It would also eliminate the lag time to allow the x-ray to be read by the radiologist and confirmed prior to using the PICC line which presently is taking approximately 35-45 minutes. All PICC lines must be confirmed that they are in the SVC prior to use. This technology complies with the Association for Vascular Access and Infusion Nurses Society standards of practice.

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 a BARD Site Rite 8 Ultrasound machine for a total amount not to exceed **\$36,107.63**.