

Washington Township Hospital Development Corporation

July 18, 2022

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The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on July 18, 2022, via Zoom. Director Sah called the meeting to order at 7:42 a.m.

CALL TO ORDER

Directors present during roll call: 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, Chris Henry, Vice President and Chief Financial Officer; Walter Choto, Chief, Ambulatory Care Services, Paul Kozachenko, Attorney, and Diana Venegas, Recording Secretary.

Guests: Daniel Nardoni, WTMF Chief Financial Officer, Michelle Hudson, WTMF Chief Operating Officer, Miro Garcia, former DEVCO Board Member.

Director Sah welcomed newly appointed board member Director Pauline Weaver. Director Weaver was appointed to replace Miro Garcia, who resigned on March 7, 2022. The District Board appointed Director Weaver to the DEVCO Board at its meeting of July 13, 2022.

**INTRODUCTION OF
PAULINE WEAVER**

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 Chan made the motion. Director Blowers seconded the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye

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- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver - aye

The motion unanimously carried.

The Board then presented a commendation to Miro Garcia. Mr. Garcia resigned from the DEVCO Board on March 7, 2022. A motion was made by Director Chan, seconded by Director Weaver, to approve the Commendation of Miro Garcia.

***COMMENDATION OF
MIRO GARCIA***

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver – aye

The motion unanimously carried.

Ms. Hartz and Director Sah thanked Mr. Garcia for his 15 years of service. Through his leadership on the DEVCO Board, Mr. Garcia helped improve access to high-quality, advanced health care for our community.

A motion made by Director Blowers, seconded by Director Chan, to approve the minutes of the meeting of April 18, 2022.

***CONSIDERATION OF
MINUTES OF
April 18, 2022***

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver - abstain

The motion was approved, with one Director abstaining.

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

COMMUNICATIONS

Ms. Hartz provided a COVID-19 update, commenting on the number of patients and their vaccination status.

***CHIEF EXECUTIVE
OFFICER REPORT***

Ms. Hartz provided an update on the Trauma Center. Washington Hospital has been approved by the Alameda County Emergency Medical Services Agency (ACEMSA) to become the next designated Level II Adult Trauma Center in the County in the

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next 5 years. Ms. Hartz stated that we would collaborate with ACEMSA on a timeline for each complex process of this transition and engage with experts to help the District to prepare. A planning steering committee is in the process of formalization, and at the end of August, the planning staff will meet with the County to begin the planning phase.

Ms. Hartz reported on the Peninsula Surgery Center. We have received the AAAHC certification and are waiting for the CMS certification number. The first Medicare cases were completed at the end of May and billing will begin when we receive the CMS Certification number. Ms. Hartz invited the Board to attend the Peninsula Surgery Center Open House on August 3, 2022.

Mr. Henry reviewed the DEVCO Financial Report for May 2022, including year to date.

FINANCIAL REPORT

Director Sah adjourned the meeting to closed session at 9:05 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 July 19, 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 9:32 a.m. and reported that the Board approved the Closed Session Minutes of April 18, 2022 by a vote of all Directors present with one abstention.

***RECONVENE TO
OPEN SESSION***

- Benn Sah, MD - aye
- Steven Chan, DDS - aye
- Russ Blowers - aye
- Sue Querner- aye
- Pauline Weaver –abstain

The Washington Township Development Corporation (DEVCO) Budget Estimate for fiscal year 2022/2023 included total operating revenue of \$43,328,554 and total expenses of \$40,464,320 less minority interest of \$2,005,764 for a budget net income of \$858,470. The Capital Budget is estimated at \$176,939.

***ACTION ITEM:
Approval of the
Washington Township
Hospital Development
Corporation Budget
Estimate for Fiscal Year
2022/2023***

The Board members were informed that the budget estimate takes into account inflation, contracted changes, and operation changes.

Director Querner moved to approve the DEVCO Budget Estimate for fiscal year 2022/2023. Director Blowers seconded the motion.

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Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver – aye

The motion unanimously carried.

The Washington Township Medical Foundation (WTMF) Budget Estimate for fiscal year 2022/2023 budget included total operation revenue of \$54,799,000 and total expenses of \$80,235,187 for a budgeted net loss of (\$25,436,187). The Capital Budget is estimated at \$519,692.

***ACTION ITEM:
Approval of the
Washington Township
Medical Foundation
Budget Estimate for
Fiscal Year 2022/2023***

The Board members were informed that the budget estimate takes into account inflation, contracted changes, staffing changes, budgetary changes and market and strategic growth for WTMF. It also includes infrastructure expense related to the Quality Improvement Pool (QIP) Program, which is an important Healthcare System quality initiative that focuses on improving the quality of care for WTMF patients.

Director Querner moved to approve the WTMF Budget Estimate for fiscal year 2022/2023. Director Blowers seconded the motion.

Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver – aye

The motion unanimously carried.

Mr. Henry provided an overview of Resolution #47, the purpose of which is to approve an Increase in the Amount of the Credit Line to Peninsula Surgery Center, LLC.

***ACTION ITEM:
Approval of Resolution
#47 to Increase the
Amount of the Credit Line
Between DEVCO and
Peninsula Surgery Center,
LLC***

Peninsula Surgery Center received AAAHC accreditation on May 12, 2022 and has since started performing surgeries. Due to the time necessary to ramp up cases and the lag in collections, staff is proposing that DEVCO provide access to an additional \$3.0 million dollars of working capital, bringing the maximum line of credit up to \$10.0 million dollars. To date, DEVCO has provided approximately \$6.5 million in funding.

Director Querner made a motion for the approval of Resolution #47. Director Blowers seconded the motion.

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Roll call was taken:

- Benn Sah, MD – aye
- Steven Chan, DDS – aye
- Russ Blowers – aye
- Sue Querner – aye
- Pauline Weaver – aye

The motion unanimously carried.

There being no further business, Director Sah adjourned the meeting at 9:42 a.m.

ADJOURNMENT

The next currently scheduled meeting is October 17, 2022 at 7:30 a.m.

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

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