

The meeting of the Board of Directors of the Washington Township Hospital Development Corporation was held on November 18, 2019 in the Conrad E. Anderson, MD Auditorium, 2500 Mowry Avenue, Fremont, California. Chairman Sah called the meeting to order at 7:31 a.m.

*CALL
TO
ORDER*

Present: Russ Blowers, Steven Chan, DDS, Gloria Villasana Fuerniss, Miro Garcia, Benn Sah, MD and Kimberly Hartz, President and Chief Executive Officer

*ROLL
CALL*

Absent: None

Also present: Tina Nunez, Vice President of Ambulatory and Administrative Services; Chris Henry, Vice President and Chief Financial Officer; Walter Choto, Sr. Director, Ambulatory Care Services; Paul Kozachenko, Attorney and Holly Cedillo, Executive Assistant

Guest: Ed Fayen, Executive Vice President and Chief Operating Officer; Trevin Hunt, Administrator/Director of Nursing, Washington Outpatient Surgery Center

A motion was made by Director Chan, seconded by Director Blowers to approve the minutes of the meeting of August 19, 2019. The motion was carried by the following vote.

*APPROVAL OF
MINUTES OF
August 19, 2019*

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

Chairman Sah noted that there was no written or oral communication.

COMMUNICATIONS

Ms. Hartz shared that the hospital is preparing for The Joint Commission survey. This survey takes place every three years. This will be done over a five day period with 8-10 surveyors on site. The actual Joint Commission survey is anticipated to take place during the summer of 2020. She noted that the Stroke Program will also be surveyed. This survey is a one day survey and a one week notice will be given prior to their arrival. This survey is anticipated to take place between now and the end of December 2019.

*PRESIDENT & CHIEF
EXECUTIVE OFFICER
REPORT*

Ms. Hartz announced that Dr. Jet Lui, Orthopedic Surgeon, joined Washington Township Medical Foundation Orthopedic Department on September 3, 2019. Dr. Lui earned his degree from the University of Texas, graduating summa cum laude. He completed his residency in orthopedic surgery at the Baylor College of Medicine in Houston and received his training at Paul L. Foster School of Medicine in El Paso, Texas.

Ms. Hartz announced that Dr. Catalina Villa, Psychiatrist, will be joining with Dr. Seema Sehgal in January of 2020. Dr. Villa earned her medical degree from Pontificia Universidad Javeriana School of Medicine in Bogota, Colombia and

completed her psychiatry residency at Montefiore Medical Center, Albert Einstein College of Medicine, Bronx, New York. She is Board Certified in psychiatry and neurology and has an active California medical license. Dr. Villa will predominantly provide inpatient care.

*PRESIDENT & CHIEF
EXECUTIVE OFFICER
REPORT (CONT'D)*

Ms. Hartz shared that Dr. Nancy Stoll resigned.

Ms. Hartz informed the group that the contract negotiations with the California Nurses Association has concluded and was ratified. This contract is for a four year term and is within the market rate and within budget. The Board of Directors approved the contract at their November 13th meeting.

Ms. Hartz notified the group that as of November 4, 2019, the Radiation Oncology Center staff and physicians temporarily relocated to the Alameda Radiation Oncology Center (ARO) located at 27204 Calaroga Avenue, Hayward, CA 94545. This move is in preparation of the installation of the new linear accelerator. The anticipated date of return to the Washington Radiation Oncology Center is March of 2020.

Ms. Hartz shared that Dr. Nicolas Prionas joined our Radiation Oncology Center. Dr. Prionas is an Assistant Professor and the Associate Director of Quality Initiatives in the UCSF Department of Radiation Oncology. He earned his medical degree from Stanford University and completed his residency at Stanford University where he was awarded the Malcolm A. Bagshaw Award. He also completed joint MD/PhD training in Biomedical Engineering at the University of California, Davis School of Medicine.

Ms. Hartz gave an update on the Warm Springs building project in conjunction with UCSF. The request for zoning of the Unigen site was presented to the Planning Commission on October 24th and passed with 5-0 votes to advance it to City Council. The City Council meeting is scheduled for December 10, 2019. This partnership will allow a central location where comprehensive health care services can be provided to a growing community.

Ms. Hartz announced the upcoming 2019 annual holiday tree lighting ceremonies. The tree lighting ceremonies schedule is as follows:

- December 2nd at 6:30 p.m. – Newark (Silliman Center)
- December 4th at 6:00 p.m. – Union City (City Hall)
- December 5th Time TBD – Union City (Masonic Homes of California)
- December 12th at 5:30 p.m. – Fremont (Washington West)

Government Code, Chairman Sah adjourned the meeting to closed session at 7:49 a.m.

ADJOURN TO CLOSED SESSION (CONT'D)

Chairman Sah adjourned the meeting to open session at 9:02 a.m. He reported that no action was taken in closed session.

ADJOURN TO OPEN SESSION

The authorization to approve the President and Chief Executive Officer of Washington Township Hospital Development Corporation to enter into the contract necessary to proceed with the participation in the ownership and operation of an ambulatory surgery center located at 350 Marine Parkway in Redwood City was presented for approval. This includes the expenditure of \$1.5 Million and allows the President and Chief Executive Officer to take any and all actions necessary to execute any and all instruments and do any and all things deemed by her necessary, or desirable, to carry out the intent and purposes of this motion.

*ACTION ITEMS –
Approval of the
Washington Township
Hospital Development
Corporation
participation in the
ownership and operation
of an ambulatory surgery
center located at 350
Marine Parkway in
Redwood City*

Director Garcia moved to accept the approval for the participation in the ownership and operation of an ambulatory surgery center located at 350 Marine Parkway in Redwood City. On a second from Director Fuerniss, the motion was carried with the following vote:

Ayes: Directors Blowers, Chan, Fuerniss and Garcia

Noes: None

Abstain: Director Sah

Absent: None

Director Fuerniss left the meeting early.

The replacement of the air handler and roof top condenser at 2299 Mowry Avenue, Suite 2C that services the Washington Township Medical Foundation Psychiatry and the Sleep Study areas for a total amount not to exceed \$39,519.50 was presented for approval. This includes the base bid, estimated city permits and fees, and contingency budget. These units are currently over 30 years old and at end of life. The units have been serviced multiple times and due to the age of the equipment, parts are difficult to find. Tenants have also expressed concern with the inability to maintain a comfortable temperature for their patients and staff. This item was approved in the Capital budget for FY 2019/20 in the amount of \$47,046.17.

*Consideration of
replacement of air
handler and roof top
condensing unit at 2299
Mowry Avenue, Suite 2C*

A motion was made by Director Garcia to authorize the President and Chief Executive Officer to enter into the necessary contracts to proceed with the replacement of the air handler and roof top condenser located at 2299 Mowry Avenue, Suite 2C. On a second from Director Blowers, the motion was carried with the following vote:

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

*ACTION ITEMS
(CONT'D)
Consideration of
replacement of air
handler and roof top
condensing unit at 2299
Mowry Avenue, Suite 2C*

The authorization to proceed with the approval of Board Resolution Number 41 was presented for approval allowing the President and Chief Executive Officer and Board Treasurer to enter into banking agreements for the operating accounts with Fremont Bank on behalf of Washington Township Hospital Development Corporation in accordance with the District's policies and procedures.

*Consideration of
Resolution No. 41
Corporate Resolution
Fremont Bank –
Operating Accounts*

Director Garcia moved to accept the approval of Board Resolution Number 41. On a second from Director Chan, the motion was carried with the following vote:

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

The authorization to proceed with the approval of Board Resolution Number 42 was presented for approval allowing the President and Chief Executive Officer and Board Treasurer to enter into the Facsimile Signature Agreement with Fremont Bank on behalf of Washington Township Hospital Development Corporation in accordance with the District's policies and procedures.

*Consideration of
Resolution No. 42
Corporate Resolution
Fremont Bank –
Facsimile Signature
Agreement*

Director Garcia moved to accept the approval of Board Resolution Number 42. On a second from Director Chan, the motion was carried with the following vote:

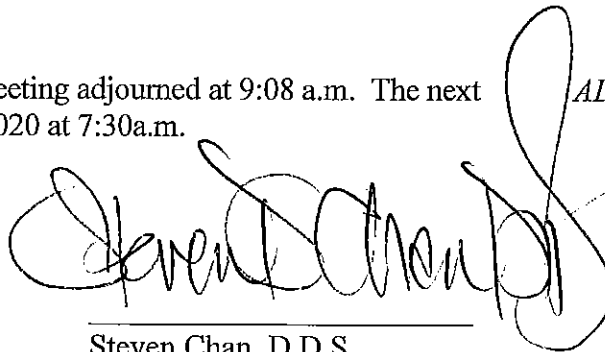
Ayes: Directors Blowers, Chan, Garcia and Sah
Noes: None
Abstain: None
Absent: Director Fuerniss

There being no further business, the meeting adjourned at 9:08 a.m. The next meeting is scheduled for January 29, 2020 at 7:30a.m.

ADJOURNMENT



Benn Sah, M.D.
Chair



Steven Chan, D.D.S.
Secretary