



# 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

Wednesday, January 12, 2022 – 6:00 P.M.

Meeting Conducted by Zoom

<https://us06web.zoom.us/j/86246090943?pwd=YjZTWURBeVUyUkNDt2RqdTJSSmF2UT09>

Password: 223179

## AGENDA

### PRESENTED BY:

- |   |                                |
|---|--------------------------------|
| <b>I. CALL TO ORDER &amp; PLEDGE OF ALLEGIANCE</b>  | Jeannie Yee<br>Board President |
| <b>II. ROLL CALL</b>  | Dee Antonio<br>District Clerk  |
| <b>III. BROWN ACT FINDING GOVERNMENT Code § 54953(e)(3)(B)(ii)</b>  | <i>Motion Required</i>         |
| <b>IV. COMMUNICATIONS</b>   |                                |
| A. Oral   |                                |
| <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 on the agenda and within the subject matter of jurisdiction of the Board.. "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>V. CONSENT CALENDAR</b>  | Jeannie Yee<br>Board President |
| <i>Items listed under the Consent Calendar include reviewed reports and recommendations and are acted upon by one motion of the Board. Any Board Member or member of the public may remove an item for discussion before a motion is made.</i>  |                                |
| A. Consideration of Minutes of the Regular Meetings of the District Board: December 8, 20, and 27, 2021   | <i>Motion Required</i>         |

**VI. REPORTS**

- A. Medical Staff Report
  
- B. Service League Report
  
- C. Quality Report:  
2022 Infection Prevention Program

**PRESENTED BY:**

Shakir Hyder, M.D.  
Chief of Medical Staff

Debbie Feary  
Service League President

Dianne Martin, M.D.  
Infectious Disease Specialist

Mary Bowron, DNP, RN, CIC,  
CNL, CPHQ  
Chief of Quality & Resource  
Management

- D. Finance Report

Chris Henry  
Vice President & Chief Financial  
Officer

- E. Hospital Operations Report

Kimberly Hartz  
Chief Executive Officer

**VII. ACTION**

- A. Consideration of Resolution No. 1234: Banking  
Resolution
  
- B. Consideration of Resolution No. 1235: Treasury  
Management Services Agreement

*Motion Required*

**VIII. ANNOUNCEMENTS**

**IX. ADJOURN TO CLOSED SESSION**

- A. Conference involving Trade Secrets pursuant to  
Health & Safety Code section 32106
  - Strategic Discussion
  
- B. Report of Medical Staff and Quality Assurance  
Committee, Health & Safety Code section 32155

C. Conference with Legal Counsel – Anticipated  
Litigation pursuant to Government Code section  
54956.9(d)(2)

**X. RECONVENE TO OPEN SESSION &  
REPORT ON PERMISSIBLE ACTIONS TAKEN  
DURING CLOSED SESSION**

Jeannie Yee  
Board President

**XI. ADJOURNMENT**

Jeannie Yee  
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.*

A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, December 8, 2021 via Zoom. Director Nicholson called the meeting to order at 6:03 pm and led those in attendance of the meeting in the Pledge of Allegiance.

*CALL TO ORDER*

*PLEDGE OF ALLEGIANCE*

Roll call was taken: Directors present: William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS; Michael Wallace  
Absent: Jacob Eapen, MD

*ROLL CALL*

Also present: Kimberly Hartz, Chief Executive Officer; Dee Antonio, District Clerk

Guests: Ed Fayen, Chris Henry, Larry LaBossiere, Paul Kozachenko, Dr. Carmen Agcaoili, Mary Bowron, Debbie Feary, Kristin Ferguson, Sarah Gemski, Gisela Hernandez, Dr. Shakir Hyder, Evangeline Imana-Iyemura, Dr. Elizabeth Kurkjian, John Lee, Nick Legge, Dr. Jeff Stuart, Marcus Watkins, and Sri Boddu.

Director Nicholson welcomed any 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. 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](http://www.covid-19.acgov.org).

*OPENING REMARKS*

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors make the 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 Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD – aye  
Jeannie Yee – aye  
Bernard Stewart, DDS – aye  
Jacob Eapen, MD – absent  
Michael Wallace – aye

The motion carried and the finding is affirmed.

Director Nicholson noted that Public Notice for this meeting, including connection information, was posted appropriately on our website. This meeting, conducted via Zoom, will be recorded for broadcast at a later date.

There were no Oral communications.

*COMMUNICATIONS:  
ORAL*

There were no Written communications.

*COMMUNICATIONS:  
WRITTEN*

Director Stewart moved for the following slate of Board officers for the calendar year 2022:

*ELECTION OF OFFICERS*

President: Jeannie Yee  
First Vice President: Bernard Stewart  
Second Vice President: Michael Wallace  
Treasurer: Jacob Eapen  
Secretary: William Nicholson

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD – aye  
Jeannie Yee – aye  
Bernard Stewart, DDS – aye  
Jacob Eapen, MD – absent  
Michael Wallace – aye

The motion carried. Director Yee assumed the Chair as President of the Board for 2022 and expressed appreciation to Director Nicholson for his collaborative leadership during the past year.

Director Yee presented the Consent Calendar for consideration:

*CONSENT CALENDAR*

- A. Minutes of the Regular Meetings of the District Board: November 10, November 15, and November 22, 2021
- B. Medical Staff Guidelines for Moderate Sedation/Deep Sedation
- C. Medical Staff Guidelines for Anesthesia Care
- D. GE OEC Mobile C-Arm
- E. Epic Radiant Module
- F. Reappointment to the Washington Township Hospital Development Corporation Board of Directors

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve the Consent Calendar, items A through F. Director Wallace seconded the motion.

Roll call was taken:

Jeannie Yee – aye  
Bernard Stewart, DDS – aye  
Michael Wallace – aye  
Jacob Eapen, MD – absent  
William Nicholson, MD – aye

The motion carried.

Kimberly Hartz introduced Dr. Carmen Agcaoili, Medical Director of the Intensivist Program and the Critical Care Units who presented the Annual Intensivist Program Report. The Mission of the program, which was established in 2008, is to provide

*QUALITY REPORT:  
2021 CRITICAL CARE  
PROGRAM UPDATE*

the highest quality evidence-based care. Dr. Agcaoili talked about the program goals and structure as well as the purpose of the Clinical Operations Committee which has met monthly since 2014.

Dr. Agcaoili reviewed the Admissions noting that the top diagnoses for 2021 were COVID-19, sepsis, and cardiac diagnoses, noting the increase in COVID discharges and a drop in respiratory failure cases. She discussed various strategies developed from evidence-based practice including a continued decrease in delirium prevalence in the ICU since the opening of the Morris Hyman Critical Care Pavilion.

Dr. Agcaoili reported on outcomes including a shorter Length of Stay, lower mechanical ventilator durations, a higher infection prevention rate than expected (possibly due to COVID patients). CAUTI, CLABSI and CDIFF rates have dropped. It was noted that the critical care mortality rate was below our internal benchmark. COVID 19 has taken over as the most prevalent diagnosis in critical care.

Patient Experience data was shared and Dr. Agcaoili shared CCU's action plan to increase patient satisfaction going forward. She talked about the various education programs held throughout the year.

Dr. Jeffrey Stuart, Chief Medical Officer, and Mary Bowron, Chief of Quality and Resource Management gave a brief presentation regarding the COVID-19 Omicron Variant beginning with an explanation of the continuously evolving changes in the genetic code of a virus which results in mutations and variants. The Omicron timeline of the last couple weeks was reviewed and Dr. Stuart noted that thus far, there are zero known deaths and the symptoms appear to be mild.

*PRESENTATION:  
COVID-19OMICRON  
VARIANT UPDATE*

Mary Bowron reviewed the testing and isolation guidelines as recommended by the CDC and reviewed the Washington Hospital infection control measures and recommendations.

Dr. Shakir Hyder, Chief of Staff, reported there are 571 Medical Staff members including 347 active members and 90 ambulatory members. He presented the newest Honorary Status members of the Medical Staff: Albert Brooks, MD; Moses Taghioff, MD; John Thomas Mehigan, MD; and Robert Pipkin, MD.

*MEDICAL STAFF  
REPORT*

Ms. Debbie Feary, Service League President, reported 122 members of the Service League volunteered 1,508 hours over the past month. The Masquerade Jewelry sale returned at the end of November and the Service League earned a commission of over \$9,000 from the sale.

*SERVICE LEAGUE  
REPORT*

Sarah Gemski, Interim Executive Director of the Washington Hospital Healthcare Foundation presented: Implementing Best Practices for Philanthropy in Support of Washington Hospital. She began with a review of the Mission and structure of the Foundation. Key Program Areas include the Planned Giving Program, the Grateful

*LEAN REPORT*

Patient Program, Events (Top Hat Gala, Golf Tournament, Giving Tuesday), major Giving programs, and campaign planning such as the UCSF-Washington Cancer & Infusion Center Expansion. She reviewed the strategic alignment of the Foundation objective with the Washington Hospital priorities of financial improvement and patient experience. Ms. Gemski explained how the Lean principles have been implemented at the Foundation to formalize the use of Best Practices with the key principles being Respect for People, Transparency and Accountability, and Data Driven Feedback. She reviewed some of the challenges that presented themselves when adapting Lean to suit their needs. She ended her presentation with a review of the Foundation's Performance Improvement goals and the progress to date.

Chris Henry, Vice President & Chief Financial Officer, presented the Finance Report for October 2021. The average daily inpatient census was 142.0 with admissions of 782 resulting in 4,403 patient days. Outpatient observation equivalent days were 329. The average length of stay was 5.24 days. The case mix index was 1.600. Deliveries were 135. Surgical cases were 362. The Outpatient visits were 8,014. Emergency visits were 4,209. Cath Lab cases were 219. Joint Replacement cases were 172. Neurosurgical cases were 22. Cardiac Surgical cases were 16. Total productive FTEs were 1,331.0. FTEs per adjusted occupied bed were 6.09.

*FINANCE REPORT*

Kimberly Hartz, Chief Executive Officer, presented the Hospital Operations Report for November 2021. Preliminary information for the month indicated total gross revenue at approximately \$181,606,000 against a budget of \$164,732,000. We had 13 COVID-19 discharges which represented 2% of total discharges. This is lower than last month and one of the lower number of COVID-19 discharges since the onset of the pandemic.

*HOSPITAL  
OPERATIONS REPORT*

The Average Length of Stay was 5.43. The Average Daily Inpatient Census was 136.9. There were 7 discharges with lengths of stay greater than 30 days, ranging from 32 to 71. Still in house at the end of November were seven patients with length of stays of over 30 days and counting.

There were 4,107 patient days. There were 380 Surgical Cases and 183 Cath Lab cases at the Hospital. Only 4% (6 cases) of the total joint replacement cases were inpatient compared to 41% (51 cases) budgeted. Outpatient joint cases were budgeted to begin migrating to Peninsula Surgery Center in October 2021; these are now expected to begin during the first quarter of CY2022.

Deliveries were 115. Non-Emergency Outpatient visits were 7,553. Emergency Room visits were 4,241 and we are at 93.7% of pre-COVID level. Total Government Sponsored Preliminary Payor Mix was 70.7%, against the budget of 72.2%. Total FTEs per Adjusted Occupied Bed were 6.18. The Washington Outpatient Surgery Center had 529 cases and the clinics had approximately 16,155 visits.

There were \$1,015,710 in charity care applications pending or approved in November and included three high dollar accounts totaling \$916,000.

Director Nicholson, as the outgoing President, chaired the meeting related to the items concerning the Chief Executive Officer's performance during his tenure as President. Reference the attached document.

*APPROVAL OF CHIEF EXECUTIVE OFFICER'S EMPLOYMENT AGREEMENT AND AT-RISK COMPENSATION*

In accordance with District Law, Policies and Procedures, Director Stewart moved that the Board of Directors increase the Chief Executive Officer's base salary to \$861,000m which is around the 50<sup>th</sup> percentile of the California Peer Group, and that this adjustment shall be effective as of July 1, 2021.

*CONSIDERATION OF Adjustments to Base Salary*

Director Wallace seconded the motion.

Roll call was taken:

Jeannie Yee – aye  
Bernard Stewart, DDS - aye  
Michael Wallace – aye  
Jacob Eapen, MD – absent  
William Nicholson, MD - aye

The motion carried.

In accordance with District Law, Policies and Procedures, Director Stewart moved that the Board of Directors award incentive compensation to the CEO based on the CEO's outstanding performance in the amount of \$100,000.

*CONSIDERATION OF Award of "At Risk" Compensation*

Director Wallace seconded the motion.

Roll call was taken:

Jeannie Yee – aye  
Bernard Stewart, DDS - aye  
Michael Wallace – aye  
Jacob Eapen, MD – absent  
William Nicholson, MD - aye

The motion carried.

In accordance with District Law, Policies and Procedures, Director Stewart moved that the Employment Agreement be extended for two years, for a new term beginning July 1, 2021 and ending June 30, 2025; and the President of the Board be authorized to execute an amendment to the Employment Agreement consistent with the actions taken here tonight.

*CONSIDERATION OF Extension of Term of Employment Agreement and Authority to President*

Director Wallace seconded the motion.

Roll call was taken:



Jeannie Yee – aye  
Bernard Stewart, DDS - aye  
Michael Wallace – aye  
Jacob Eapen, MD – absent  
William Nicholson, MD - aye

The motion carried.

Director Yee resumed the role as Chair.

- The Community vaccination clinic is scheduling people 5 years of age and older. *ANNOUNCEMENTS*  
As of Monday, December 6<sup>th</sup>, a total of 76,961 COVID vaccine doses have been administered to community members at our vaccination clinic, including 1,397 vaccinations of children ages 5-11 years old.
- Thursday, November 11<sup>th</sup>: Why Does My Ankle Hurt? Causes and Treatment of Ankle Pain
- Wednesday, November 17<sup>th</sup>: Keeping Your Lungs Health
- Thursday, November 18<sup>th</sup>: Always Tired? Ways to Fight Fatigue
- Tuesday, December 7<sup>th</sup>: Healing Foods – Our Food Choices and Our Health
- Scheduled for Tuesday, December 14<sup>th</sup>: Get Fit at Home the Right Way: Strengthen Muscles While Protecting Your Joints
- District Board members attended two community events: The Niles Festival of Lights Parade on November 26<sup>th</sup> and the City of Newark Tree Lighting on December 6<sup>th</sup> where over 160 vaccinations took place.
- December Employee of the Month: Sharon Hoffman, LVN III, Washington Center for Wound Healing & Hyperbaric Medicine (Wound Care Clinic).

There being no further business, Director Yee adjourned the meeting at 8:47 pm.

*ADJOURNMENT*

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Jeannie Yee  
President

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William Nicholson, M.D.  
Secretary

MINUTES OF THE BOARD OF DIRECTORS OF  
WASHINGTON TOWNSHIP HEALTH CARE DISTRICT

December 8, 2021

Agenda Item IX

*Consideration of Chief Executive Officer Adjustments to Base Salary*  
*Consideration of Chief Executive Officer Award of “At Risk” Compensation*  
*Consideration of Chief Executive Officer Extension of Term of Employment Agreement*

During the regular meeting of the Board of Directors (Board) on December 8, 2021, the Board considered Agenda Item IX, consisting of the following items: (i) Consideration of Chief Executive Officer Adjustments to Base Salary; (ii) Consideration of Chief Executive Officer Award of “At Risk” Compensation; and (iii) Consideration of Chief Executive Officer Extension of Term of Employment Agreement. The following Board members were present:

Jeannie Yee  
Dr. Bernard Stewart  
Michael J. Wallace  
Dr. William F. Nicholson

Dr. Jacob Eapen was not present at the meeting.

Director Nicholson introduced the agenda item. He then invited District Counsel, Paul Kozachenko, to outline the Board’s process regarding compensation for the Chief Executive Officer.

Mr. Kozachenko read into the record his Memorandum to the Board of Directors dated December 1, 2021, a copy of which was included in the Board Packet for this meeting. The memo reviewed the Board’s compensation philosophy, the Board’s previous action regarding CEO’s compensation and the procedure for making adjustments to the CEO’s compensation.

Director Nicholson began the Board’s discussion concerning the CEO’s base salary. He believes that the Board should increase the CEO’s base salary to the 50th percentile. He explained that the Board had set Ms. Hartz’s base salary in 2019 lower than the Board’s target since she had not previously served as a chief executive officer. He explained that the intent of the Board at the time was that it would incrementally increase her salary to the 65th percentile as she gained experience and as justified by her performance. He noted that Ms. Hartz’s performance during the COVID pandemic has been exemplary and believes this justifies a significant increase in her base salary to get her closer to the Board’s goal of the 65th percentile. He noted that the Board deferred any action last year due to the pandemic, but this meant that Ms. Hartz did not receive any adjustment even though her employment agreement entitled her to that consideration. He noted that her salary would be \$861,000 if set at the 50th percentile.

*Preliminary Draft*

Director Nicholson provided four reasons that justified, in his view, the proposed increase in Ms. Hartz's base salary. The first was her outstanding performance during the COVID crisis. The second was her success with getting the COVID vaccination program up and running. The third was successfully advancing the affiliation between the District and UCSF and the progress towards establishing the Warm Springs clinic. The fourth was Ms. Hartz's attention to building a culture of safety and collaboration at the District, which will promote the highest quality of care to the District's patients.

Director Wallace stated that he was not surprised by what Ms. Hartz was able to achieve in the last two years, even in the face of the challenges with COVID. He said that Ms. Hartz is out in the facilities and is appreciated by the doctors, nurses, and employees, and this is a form of leadership that is missing in so many different businesses. He agreed with the Board's decision to set her salary at 80% of the 65th percentile in 2019 but believes that she has proven herself and deserves the salary increase to the 50th percentile as Director Nicholson proposed.

Director Yee stated that Ms. Hartz creates a spirit of cooperation that she has built with her team. She is a strong leader. She indicated her agreement with the proposed increase.

Director Stewart seconded everything that had already been said. He indicated that it is not an exaggeration to say that this last year has been the greatest challenge for the District. The pandemic could have destroyed the District. Instead, the District seems to be coming out of this stronger and with a good future. He cited the success of the vaccination clinic. He said that he had many friends who were not able to get vaccinations from their providers but were able to get them from the District. He also noted the success of the partnership with UCSF and that the District obtained Magnet designation despite the pandemic, which is a tremendous accomplishment. He supports the proposal from Director Nicholson.

Director Nicholson opened the public hearing on the issue of the adjustment of the CEO's base salary.

Director Nicholson closed the public hearing on the issue of the adjustment of the CEO's base salary. There were no comments.

Director Stewart made a motion to increase the CEO's base salary to the 50th percentile of the peer group, which would make her base salary \$861,000, such increase to be effective July 1, 2021. Director Wallace seconded the motion.

Director Nicholson called for a vote:

President Yee	AYE	Director Nicholson	AYE
Director Stewart	AYE	Director Wallace	AYE
Director Eapen	Absent		

The motion passed.

*Preliminary Draft*

Director Nicholson directed the Board to consideration of the second action item regarding an award of incentive compensation. He noted that the Board has the discretion to award up to 25% of her base salary, or \$178,000.

Director Nicholson indicated his belief that an incentive award of \$100,000 would be appropriate. Mr. Hartz’s performance over the past two years has been stellar and outstanding. She has led the District through perhaps the most significant health crisis we have seen in this country during our lifetimes. He credits her with getting the District through this crisis and that the District is on the path to handle anything yet to come. He indicated that Ms. Hartz has met or exceeded the Board’s performance goals, despite the pandemic. He cited the following accomplishments from the CEO’s Memorandum to the Board: (i) exceeding the EBIDTA performance goal; and (ii) the passage of Measure XX. He stated that he believed her performance would justify a full award. However, the Board needs to consider how the pandemic has affected the District’s finances, and the Board should consider less than a full award to acknowledge this fact. He suggested that an award of \$100,000 would be justified under these circumstances.

Director Wallace stated his agreement with Director Nicholson’s proposal. He cited the success of Measure XX. He stated that he also believed a larger award would be justified but would support an award of \$100,000.

Director Yee noted that Ms. Hartz exceeded many of the District’s expectations. She particularly appreciated that when Ms. Hartz had to restrict the volunteers from the hospital due to the pandemic, she took the time to have Zoom meetings to keep the volunteers engaged, informed, and vaccinated.

Director Stewart indicated his support for the proposal from Director Nicholson and agreed with Director Wallace that he wished the Board could award more. He noted that when COVID became a problem very quickly, the hospital was able to convert 70 rooms into negative pressure rooms to isolate the disease, which is a significant accomplishment.

Director Nicholson opened the public hearing on the issue of an incentive award.

Director Nicholson closed the public hearing on the issue of an incentive award. There were no comments.

Director Stewart made a motion that the Board award the CEO incentive compensation in the amount of \$100,000. Director Wallace seconded the motion.

Director Nicholson called for a vote:

President Yee	AYE	Director Nicholson	AYE
Director Stewart	AYE	Director Wallace	AYE
Director Eapen	Absent		

The motion passed.

*Preliminary Draft*

Director Nicholson turned to the third action item, whether to extend the term of the employment agreement. There were no comments from the Board members.

Director Nicholson opened the public hearing on the issue of extending the term of the contract.

Director Nicholson closed the public hearing on the issue of extending the term of the contract. There were no comments.

Director Stewart made a motion that the Board extend the term of the employment agreement for two years, for a new term starting July 1, 2021, and ending June 30, 2025, and authorize the President of the Board to execute an amendment to the employment agreement consistent with the actions approved by the Board at this meeting. Director Wallace seconded the motion.

Director Nicholson called for a vote:

President Yee	AYE	Director Nicholson	AYE
Director Stewart	AYE	Director Wallace	AYE
Director Eapen	Absent		

The motion passed.

Ms. Hartz thanked the Board for their kind words and their support. She thanked her team and noted that the District's success is a team effort.

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Monday, December 20, 2021 via Teleconference. Director Yee called the meeting to order at 6:02 p.m. and led those present in the Pledge of Allegiance.

*CALL TO ORDER*

Roll call was taken. Directors present: William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS; Jacob Eapen, MD

*ROLL CALL*

Absent/Excused: Michael Wallace

Also present: Kimberly Hartz, Chief Executive Officer; Ed Fayen, Executive Vice President & Chief Operating Officer; Tina Nunez, Vice President; Larry LaBossiere, Chief Nursing Officer; Paul Kozachenko, Legal Counsel; Nicholas Kozachenko, Legal Counsel; Dee Antonio, District Clerk

Director Yee welcomed any members of the general public to the meeting. She 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. 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](http://www.covid-19.acgov.org). The Board made such a finding at its meeting earlier in the month.

*OPENING REMARKS*

Director Yee presented the Action Item for consideration:

In accordance with District law, policies, and procedures, Director Stewart moved that PEPRA contribution rate be reduced from 3.26% to 2.75% effective January 1, 2022. Director Nicholson seconded the motion.

*ACTION:  
PROPOSED CHANGE  
TO EMPLOYEE PEPRA  
CONTRIBUTION RATE  
EFFECTIVE JANUARY  
1, 2022*

Roll call was taken:

William Nicholson, MD – aye  
Jeannie Yee – aye  
Bernard Stewart, DDS – aye  
Jacob Eapen, MD – aye  
Michael Wallace – absent

The motion carried.

There were no oral or written communications.

*COMMUNICATIONS*

In accordance with Health & Safety Code Sections 32106, 32155 and California Government Code 54956.9(d)(2), Director Yee adjourned the meeting to closed session at 6:08 p.m., as the discussion pertained to a Conference involving trade secrets pursuant to Medical Staff and Quality Assurance Committee, Health & Safety Code section 32155, Conference with Legal Counsel-Anticipated litigation pursuant to government code section 54956.9(d)(2), Conference involving Personnel

*ADJOURN TO CLOSED  
SESSION*

Matters, and consideration of closed session Minutes: November 10, 15, and 22, 2021. Director Yee stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this is a Teleconference call and we have no way of knowing when the closed session will end, the public was informed they could contact the District Clerk for the Board's report beginning December 21, 2021. She indicated that the minutes of this meeting will reflect any reportable actions.

Director Yee reconvened the meeting to open session at 9:08 pm. The District Clerk reported that the Board approved the Closed Session Minutes of November 10, 15, and 22, 2021 and the Medical Staff Credentials Report in closed session by unanimous vote of all Directors present:

*RECONVENE TO OPEN  
SESSION & REPORT ON  
CLOSED SESSION*

William Nicholson, MD  
Jeannie Yee  
Bernard Stewart, DDS  
Jacob Eapen, MD

There being no further business, Director Yee adjourned the meeting at 9:09 pm.

*ADJOURNMENT*

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Jeannie Yee  
President

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William Nicholson, M.D.  
Secretary

A meeting of the Board of Directors of the Washington Township Health Care District was held on Monday, December 27, 2021 via Zoom. Director Yee called the meeting to order at 7:30 a.m.

*CALL TO ORDER*

Roll call was taken. Directors present: Jeannie Yee; Bernard Stewart DDS; Jacob Eapen, MD; William Nicholson, MD

*ROLL CALL*

Excused: Michael Wallace

Also present: Shakir Hyder, MD; Prasad Kilarity, MD; Tim Tsoi, MD; Jeff Stuart, MD; Jan Henstorf, MD; Jeff Stuart, MD; Dee Antonio, District Clerk

Guests: Mary Bowron; Kranthi Achanta, MD

There were no oral or written communications.

*COMMUNICATIONS*

Director Yee adjourned the meeting to closed session at 7:34 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 Yee reconvened the meeting to open session at 8:33 a.m. and reported no reportable action taken in closed session.

*RECONVENE TO OPEN SESSION & REPORT ON CLOSED SESSION*

There being no further business, the meeting adjourned at 8:33 a.m.

*ADJOURNMENT*

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Jeannie Yee  
President

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William Nicholson, M.D.  
Secretary





**WASHINGTON HOSPITAL**  
**MONTHLY OPERATING REPORT**

**November 2021**



Washington Hospital  
Healthcare System

**WASHINGTON HOSPITAL  
INDEX TO BOARD FINANCIAL STATEMENTS  
November 2021**

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



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# Memorandum

**DATE:** January 6, 2022  
**TO:** Board of Directors  
**FROM:** Kimberly Hartz, Chief Executive Officer  
**SUBJECT:** Washington Hospital – November 2021  
Operating & Financial Activity

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## SUMMARY OF OPERATIONS – (Blue Schedules)

### 1. Utilization – Schedule Board 3

	November <u>Actual</u>	November <u>Budget</u>	Current 12 <u>Month Avg.</u>
<u>ACUTE INPATIENT:</u>			
Average Daily Census	136.9	128.6	148.7
# of Admissions	740	734	780
Patient Days	4,107	3,858	4,524
Discharge ALOS	5.43	5.26	5.77
<u>OUTPATIENT:</u>			
OP Visits	7,553	7,276	7,514
ER Visits	4,241	3,639	3,976
Observation Equivalent Days – OP	351	204	281

Comparison of November 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 higher than budget. Emergency Room visits were above budget for the month. Observation equivalent days were higher than budget.

### 2. Staffing – Schedule Board 3

Total paid FTEs were 92.5 above budget. Total productive FTEs for November were 1,284.7, 72.8 above the budgeted level of 1,211.9. Nonproductive FTEs were 19.7 above budget. Productive FTEs per adjusted occupied bed were 5.28, 0.86 below the budgeted level of 6.14. Total FTEs per adjusted occupied bed were 6.18, 0.97 below the budgeted level of 7.15.

**3. Income - Schedule Board 1**

For the month of November the Hospital realized income of \$1,692,000 from operations.

Total Gross Patient Service Revenue of \$181,606,000 for November was 10.2% above budget.

Deductions from Revenue of \$140,255,000 represented 77.23% of Total Gross Patient Service Revenue. This percentage is below the budgeted amount of 77.28%, primarily due to payor mix.

Total Operating Revenue of \$41,691,000 was \$3,882,000 (10.3%) above the budget.

Total Operating Expense of \$39,999,000 was \$1,761,000 (4.6%) above the budgeted amount.

The Total Non-Operating Loss of \$155,000 for the month includes an unrealized loss on investments of \$116,000 and property tax revenue of \$1,441,000.

The Total Net Income for November was \$1,537,000, which was \$1,880,000 more than the budgeted loss of \$343,000.

The Total Net Income for November using FASB accounting principles, in which the unrealized loss or income on investments, net interest expense on GO bonds and property tax revenues are removed from the non-operating income and expense, was \$1,369,000 compared to a budgeted loss of \$628,000.

**4. Balance Sheet – Schedule Board 2**

There were no noteworthy changes in assets and liabilities when compared to October 2021.

KIMBERLY HARTZ  
Chief Executive Officer

KH/CH



**WASHINGTON HOSPITAL  
STATEMENT OF REVENUES AND EXPENSES  
November 2021  
GASB FORMAT  
(In thousands)**

<u>November</u>				<u>YEAR TO DATE</u>				
<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV (UNFAV) VAR</u>	<u>% VAR.</u>		<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV (UNFAV) VAR</u>	<u>% VAR.</u>
\$ 102,111	\$ 107,252	\$ (5,141)	-4.8%	<b>1</b>	\$ 567,869	\$ 563,167	\$ 4,702	0.8%
79,495	57,480	22,015	38.3%	<b>2</b>	389,578	300,593	88,985	29.6%
<b>181,606</b>	<b>164,732</b>	<b>16,874</b>	10.2%	<b>3</b>	<b>957,447</b>	<b>863,760</b>	<b>93,687</b>	10.8%
(137,132)	(124,200)	(12,932)	-10.4%	<b>4</b>	(727,119)	(651,529)	(75,590)	-11.6%
(3,123)	(3,100)	(23)	-0.7%	<b>5</b>	(16,993)	(16,255)	(738)	-4.5%
<b>(140,255)</b>	<b>(127,300)</b>	<b>(12,955)</b>	-10.2%	<b>6</b>	<b>(744,112)</b>	<b>(667,784)</b>	<b>(76,328)</b>	-11.4%
<b>77.23%</b>	<b>77.28%</b>			<b>7</b>	<b>77.72%</b>	<b>77.31%</b>		
<b>41,351</b>	<b>37,432</b>	<b>3,919</b>	10.5%	<b>8</b>	<b>213,335</b>	<b>195,976</b>	<b>17,359</b>	8.9%
340	377	(37)	-9.8%	<b>9</b>	1,914	1,890	24	1.3%
<b>41,691</b>	<b>37,809</b>	<b>3,882</b>	10.3%	<b>10</b>	<b>215,249</b>	<b>197,866</b>	<b>17,383</b>	8.8%
18,873	17,279	(1,594)	-9.2%	<b>11</b>	96,067	90,294	(5,773)	-6.4%
4,988	5,560	572	10.3%	<b>12</b>	27,916	28,775	859	3.0%
5,256	4,829	(427)	-8.8%	<b>13</b>	28,434	25,437	(2,997)	-11.8%
5,151	4,666	(485)	-10.4%	<b>14</b>	24,438	23,672	(766)	-3.2%
1,812	1,982	170	8.6%	<b>15</b>	9,019	9,706	687	7.1%
3,919	3,922	3	0.1%	<b>16</b>	19,732	19,746	14	0.1%
<b>39,999</b>	<b>38,238</b>	<b>(1,761)</b>	-4.6%	<b>17</b>	<b>205,606</b>	<b>197,630</b>	<b>(7,976)</b>	-4.0%
<b>1,692</b>	<b>(429)</b>	<b>2,121</b>	494.4%	<b>18</b>	<b>9,643</b>	<b>236</b>	<b>9,407</b>	3986.0%
<b>4.06%</b>	<b>-1.13%</b>			<b>19</b>	<b>4.48%</b>	<b>0.12%</b>		
190	263	(73)	-27.8%	<b>20</b>	1,033	1,333	(300)	-22.5%
(40)	-	(40)	0.0%	<b>21</b>	(69)	-	(69)	0.0%
(1,733)	(1,732)	(1)	-0.1%	<b>22</b>	(8,654)	(8,643)	(11)	-0.1%
(50)	114	(164)	-143.9%	<b>23</b>	134	567	(433)	-76.4%
-	-	-	0.0%	<b>24</b>	-	86	(86)	-100.0%
153	-	153	0.0%	<b>25</b>	153	-	153	0.0%
1,441	1,441	-	0.0%	<b>26</b>	7,211	7,211	-	0.0%
(116)	-	(116)	0.0%	<b>27</b>	(1,458)	-	(1,458)	0.0%
<b>(155)</b>	<b>86</b>	<b>(241)</b>	-280.2%	<b>28</b>	<b>(1,650)</b>	<b>554</b>	<b>(2,204)</b>	-397.8%
<b>\$ 1,537</b>	<b>\$ (343)</b>	<b>\$ 1,880</b>	548.1%	<b>29</b>	<b>\$ 7,993</b>	<b>\$ 790</b>	<b>\$ 7,203</b>	911.8%
<b>3.69%</b>	<b>-0.91%</b>			<b>30</b>	<b>3.71%</b>	<b>0.40%</b>		
<b>\$ 1,369</b>	<b>\$ (628)</b>	<b>\$ 1,997</b>	318.0%	<b>31</b>	<b>\$ 8,027</b>	<b>\$ (639)</b>	<b>\$ 8,666</b>	1356.2%
<b>3.28%</b>	<b>-1.66%</b>				<b>3.73%</b>	<b>-0.32%</b>		

\*\*NET INCOME (FASB FORMAT) EXCLUDES PROPERTY TAX INCOME, NET INTEREST EXPENSE ON GO BONDS AND UNREALIZED GAIN(LOSS) ON INVESTMENTS



**WASHINGTON HOSPITAL  
BALANCE SHEET  
November 2021  
(In thousands)**

SCHEDULE BOARD 2

ASSETS AND DEFERRED OUTFLOWS			November 2021	Audited June 2021	LIABILITIES, NET POSITION AND DEFERRED INFLOWS			November 2021	Audited June 2021
<b>CURRENT ASSETS</b>					<b>CURRENT LIABILITIES</b>				
1	CASH & CASH EQUIVALENTS		\$ 24,794	\$ 31,619	1	CURRENT MATURITIES OF L/T OBLIG	\$ 10,065	\$ 10,930	
2	ACCOUNTS REC NET OF ALLOWANCES		88,316	73,792	2	ACCOUNTS PAYABLE	19,937	18,246	
3	OTHER CURRENT ASSETS		14,692	12,052	3	OTHER ACCRUED LIABILITIES	96,820	112,710	
4	TOTAL CURRENT ASSETS		<u>127,802</u>	<u>117,463</u>	4	INTEREST	8,417	10,597	
					5	TOTAL CURRENT LIABILITIES	<u>135,239</u>	<u>152,483</u>	
<b>ASSETS LIMITED AS TO USE</b>					<b>LONG-TERM DEBT OBLIGATIONS</b>				
6	BOARD DESIGNATED FOR CAPITAL AND OTHER		215,562	215,928	6	REVENUE BONDS AND OTHER	203,548	211,490	
7	REVENUE BOND FUNDS		6,601	6,643	7	GENERAL OBLIGATION BONDS	325,473	328,564	
8	BOND DEBT SERVICE FUNDS		11,183	32,763					
9	OTHER ASSETS LIMITED AS TO USE		9,969	10,098	<b>OTHER LIABILITIES</b>				
10	TOTAL ASSETS LIMITED AS TO USE		<u>243,315</u>	<u>265,432</u>	11	SUPPLEMENTAL MEDICAL RETIREMENT	38,384	40,419	
12	OTHER ASSETS		255,410	246,106	12	WORKERS' COMP AND OTHER	8,494	8,033	
13	PREPAID PENSION		9,035	5,161					
14	OTHER INVESTMENTS		12,318	12,163	15	NET POSITION	532,167	524,174	
15	NET PROPERTY, PLANT & EQUIPMENT		620,934	640,049	16	TOTAL LIABILITIES AND NET POSITION	<u>\$ 1,243,305</u>	<u>\$ 1,265,163</u>	
16	TOTAL ASSETS		<u>\$ 1,268,814</u>	<u>\$ 1,286,374</u>	17	DEFERRED INFLOWS	55,248	65,274	
17	DEFERRED OUTFLOWS		29,739	44,063	18	TOTAL LIABILITIES, NET POSITION AND DEFERRED INFLOWS	<u>\$ 1,298,553</u>	<u>\$ 1,330,437</u>	
18	TOTAL ASSETS AND DEFERRED OUTFLOWS		<u>\$ 1,298,553</u>	<u>\$ 1,330,437</u>					

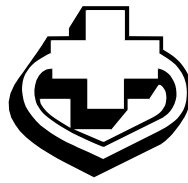


**WASHINGTON HOSPITAL  
OPERATING INDICATORS**

November 2021

12 MONTH AVERAGE	November						YEAR TO DATE			
	ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.			ACTUAL	BUDGET	FAV (UNFAV) VAR	% VAR.
148.7	136.9	128.6	8.3	6%	<b>1</b>	<b><u>PATIENTS IN HOSPITAL</u></b>				
9.2	11.7	6.8	4.9	72%	<b>2</b>	ADULT & PEDS AVERAGE DAILY CENSUS	146.4	136.0	10.4	8%
157.9	148.6	135.4	13.2	10%	<b>3</b>	OUTPT OBSERVATION AVERAGE DAILY CENSUS	11.0	6.2	4.8	77%
7.6	7.0	7.8	(0.8)	-10%	<b>4</b>	COMBINED AVERAGE DAILY CENSUS	157.4	142.2	15.2	11%
165.5	155.6	143.2	12.4	9%	<b>5</b>	NURSERY AVERAGE DAILY CENSUS	8.3	7.7	0.6	8%
						TOTAL	165.7	149.9	15.8	11%
2.4	3.6	2.8	0.8	29%	<b>6</b>	SPECIAL CARE NURSERY AVERAGE DAILY CENSUS *	2.8	2.5	0.3	12%
4,524	4,107	3,858	249	6%	<b>7</b>	ADULT & PEDS PATIENT DAYS	22,400	20,807	1,593	8%
281	351	204	147	72%	<b>8</b>	OBSERVATION EQUIVALENT DAYS - OP	1,681	945	736	78%
780	740	734	6	1%	<b>9</b>	ADMISSIONS-ADULTS & PEDS	3,995	3,968	27	1%
5.77	5.43	5.26	0.17	3%	<b>10</b>	AVERAGE LENGTH OF STAY-ADULTS & PEDS	5.38	5.24	0.14	3%
						<b><u>OTHER KEY UTILIZATION STATISTICS</u></b>				
1.621	1.495	1.519	(0.024)	-2%	<b>11</b>	OVERALL CASE MIX INDEX (CMI)	1.581	1.608	(0.027)	-2%
						<b><u>SURGICAL CASES</u></b>				
156	166	129	37	29%	<b>12</b>	JOINT REPLACEMENT CASES	835	709	126	18%
21	21	25	(4)	-16%	<b>13</b>	NEUROSURGICAL CASES	114	122	(8)	-7%
13	13	13	-	0%	<b>14</b>	CARDIAC SURGICAL CASES	70	55	15	27%
177	180	165	15	9%	<b>15</b>	OTHER SURGICAL CASES	920	857	63	7%
367	380	332	48	14%	<b>16</b>	TOTAL CASES	1,939	1,743	196	11%
204	183	190	(7)	-4%	<b>17</b>	TOTAL CATH LAB CASES	1,020	1,022	(2)	0%
117	115	110	5	5%	<b>18</b>	DELIVERIES	637	607	30	5%
7,514	7,553	7,276	277	4%	<b>19</b>	OUTPATIENT VISITS	39,253	37,804	1,449	4%
3,976	4,241	3,639	602	17%	<b>20</b>	EMERGENCY VISITS	21,912	18,654	3,258	17%
						<b><u>LABOR INDICATORS</u></b>				
1,308.9	1,284.7	1,211.9	(72.8)	-6%	<b>21</b>	PRODUCTIVE FTE'S	1,305.0	1,246.1	(58.9)	-5%
186.0	220.4	200.7	(19.7)	-10%	<b>22</b>	NON PRODUCTIVE FTE'S	197.3	183.5	(13.8)	-8%
1,494.9	1,505.1	1,412.6	(92.5)	-7%	<b>23</b>	TOTAL FTE'S	1,502.3	1,429.6	(72.7)	-5%
5.45	5.28	6.14	0.86	14%	<b>24</b>	PRODUCTIVE FTE/ADJ. OCCUPIED BED	5.29	5.97	0.68	11%
6.23	6.18	7.15	0.97	14%	<b>25</b>	TOTAL FTE/ADJ. OCCUPIED BED	6.09	6.85	0.76	11%

\* included in Adult and Peds Average Daily Census



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# Memorandum

**DATE:** January 5, 2022

**TO:** WTHCD Board of Directors

**FROM:** Chris Henry, Vice President and CFO

**SUBJECT:** New Bank Account – WTHCD Employee Benefits (HealthComp)

Blue Shield is the Medical Employee Benefits carrier and has also been the claims administrator. Effective January 1, 2022, the claims administration role will be transitioned to HealthComp.

As required by the agreement, the District is required to open a new bank account designated for the payment of employee benefit claims. The processing of claims out of this account will be done by HealthComp on behalf of the District.

**Please see the attached resolutions for your consideration and approval at the next meeting scheduled on January 12<sup>th</sup>:**

**Document 1** – Banking Resolution. This resolution authorizes Kimberly Hartz, Chris Henry and/or Ed Fayen, to open and maintain a bank account at Fremont Bank for WTHCD Employee Benefits. The signature card form is attached for your reference.

**Document 2** – Resolution for Treasury Management Services Agreement Acceptance. This resolution authorizes Kimberly Hartz, Chris Henry and/or Ed Fayen to activate banking services and enter into the services agreement. The Treasury Management Services Acceptance Agreement is attached for your reference.

Please let me know if you have any questions.

Thank you.





## BANKING RESOLUTION No. 1234

Account Title:

Tax Identification Number:

I/we, the undersigned, hereby certify to Fremont Bank ("Bank") that the undersigned am/are the individual owner of the sole proprietorship, or the secretary of the corporation, or the general partners of a partnership, or the members (if management is by members) of the limited liability company, or the managers the limited liability company (if management is by the managers), or the representatives of the governing body of this organization;

**Whereas**, the following is a true and correct copy of Resolutions duly adopted by the board of directors (if a corporation), the partners (if a partnership), members/managers (if a limited liability company), proprietor (if a sole proprietorship) or other governing authority of the organization, who entitled, authorized or otherwise required to act to bind the organization, and that such Resolutions are in full force and effect and have not been amended, modified or repealed;

**Resolved That:** The  (title(s)) of this organization is/are authorized to open and maintain the account(s) contemplated on Fremont Bank's signature card and the Deposit Account Agreement and Disclosure, copies of which have been presented to the organization; and

**Further Resolved That:** The titles named above or the person or combination of persons listed as signers on the signature card and any amendments to the signature card are also authorized to open additional accounts and enter into additional agreements on behalf of the organization for other services to be provided by Fremont Bank (whether relating to the accounts or otherwise), and to agree to the terms and conditions of the same, all for on behalf of the organization; and

**Further Resolved That:** The person or combination of persons listed as signers on the signature card are also authorized to open this account and endorse, on behalf of this organization, any checks or other items payable to the organization or its order, to deposit such checks and other items into the account with or without such endorsement, to direct withdrawals from, write checks on and give other instructions with reference to the account(s); and

**Further Resolved That:** This organization hereby ratifies the prior acts of its officers, agents or employees in opening the account with this Bank, together with any acts performed in relation to the account(s); and

**Be It Further Resolved That:** These resolutions are in addition to any other authorizations in effect and shall remain in force until Fremont Bank receives written notice of its revocation, including, but not limited to, the ability or inability of any authorized signer to give Fremont Bank instructions on the account(s) or on future deposit accounts, at the office of account or at any other address specified by Fremont Bank.



I certify under penalty of perjury under the laws of the State of California, that the following is true and correct of my own personal knowledge:

I am the  of   
(title) (name of organization)

a ,  is the  
(type of entity, i.e., Corporation, LLC, Partnership, etc.) (officer name)

of said organization; the signature card and signed by  
(officer)

the officer(s) of this organization is the signature card contemplated by the foregoing resolutions; and additionally any amendments (Business Account Signature Card Amendment) or deletion of authorized signers on the signature card by the organization are authorized by the undersigned signature; and these resolutions remain unmodified and are still in full effect. All of the signatures appearing for authorized signer(s) on the signature card are those of the person(s) authorized in the resolutions; and these resolutions remain unmodified and are still in full force and effect.

WITNESS, my hand and authorization of the organization.

Signature: \_\_\_\_\_ Dated:   
(title) William F. Nicholson



# BUSINESS Signature Card

This card  establishes a new acct.  adds a signer to existing acct.  name / title change

Date: 12/24/2021

Account Type	Account Number	Date Opened
Public Funds Checking	2990458	

**ACCOUNT TITLE:** Washington Township  
Washington Township Health Care District  
Employee Benefits (HealthComp)

**Ownership:** Corporation

### BACKUP WITHHOLDING CERTIFICATIONS:

Under penalties of perjury, I certify that **TIN:** 94-6030667

- 1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- 2) I am not subject to withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- 3) I am a U.S. person (including a U.S. resident alien)

Certification instructions. You must cross out item 2 if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

**Name:** Washington Township  
Washington Township Health Care District  
Employee Benefits (HealthComp)

**Signature:**

**All New Accounts are verified through ChexSystems.**

This account and any future accounts, will be maintained subject to all applicable laws and the Bank's current and future rules, regulations, practices and charges, including, without limitation, those stated in the Bank's Deposit Account Agreement, as amended from time to time, and the terms and conditions as stated herein. By signing this signature card, the undersigned personally and as, or on behalf of, the account owner(s) agree to the terms of, and acknowledge receipt of copy(ies) of this document and the Deposit Account Agreement.

By signing below, you authorize us to make any inquiries we consider appropriate from time to time to evaluate you and the account(s) indicated above. This may include ordering a consumer credit report on you personally. You also agree that information regarding your credit may be provided to or obtained from the Bank and our affiliates. You authorize us to disclose information about the account to credit reporting agencies and to other persons or agencies who we reasonably believe have a legitimate business purpose for obtaining this information.

Except as otherwise provided in the Deposit Account Agreement, or in the agreement or order governing, or other legal authority for this account, the Bank may permit withdrawal when authorized by any one signature of the person(s) who sign below.

(1) **Signature :**

SSN: **ON FILE**  
ID Type:  
ID issue date: **ON FILE**  
Address:

Name: Kimberly Hartz  
Capacity:  
Date of Birth: **ON FILE**  
Issued by: ID Number:  
ID Expiration date: **ON FILE**  
City, State, ZIP:

(2) **Signature :**

SSN: **ON FILE**  
ID Type:  
ID Issue date: **ON FILE**  
Address:

Name: Edward Fayen  
Capacity:  
Date of Birth: **ON FILE**  
Issued by: ID Number:  
ID Expiration date: **ON FILE**  
City, State, ZIP:

(3) **Signature :**

SSN: **ON FILE**  
ID Type:  
ID Issue date: **ON FILE**  
Address:

Name: Christopher Henry  
Capacity: **ON FILE**  
Date of Birth:  
Issued by: ID Number:  
ID Expiration date: **ON FILE**  
City, State, ZIP:

Port #:

Opened by:

additional signers on the back



ACCOUNT TITLE: Washington Township  
Washington Township Health Care District  
Employee Benefits (HealthComp)

Account Number 2990458

Date: 12/24/2021

All New Accounts are verified through ChexSystems.

This account and any future accounts, will be maintained subject to all applicable laws and the Bank's current and future rules, regulations, practices and charges, including, without limitation, those stated in the Bank's Deposit Account Agreement, as amended from time to time, and the terms and conditions as stated herein. By signing this signature card, the undersigned personally and as, or on behalf of, the account owner(s) agree to the terms of, and acknowledge receipt of copy(ies) of this document and the Deposit Account Agreement.

By signing below, you authorize us to make any inquiries we consider appropriate from time to time to evaluate you and the account(s) indicated above. This may include ordering a consumer credit report on you personally. You also agree that information regarding your credit may be provided to or obtained from the Bank and our affiliates. You authorize us to disclose information about the account to credit reporting agencies and to other persons or agencies who we reasonably believe have a legitimate business purpose for obtaining this information.

Except as otherwise provided in the Deposit Account Agreement, or in the agreement or order governing, or other legal authority for this account, the Bank may permit withdrawal when authorized by any one signature of the person(s) who sign below.

(4) Signature : x

Name: Jose A Rivero  
Capacity: CEO of HealthComp

SSN: See Attached copy from HealthComp

Date of Birth: See Attached copy from HealthComp

ID Type:

Issued by: ID Number:

ID Issue date:

ID Expiration date:

Address:

City, State, ZIP:

(5) Signature : x

Name: Thomas J. Georgouses  
Capacity: Executive VP and General Counsel

SSN: See Attached copy from HealthComp

Date of Birth: See Attached copy from HealthComp

ID Typ:

Issued by: ID Number:

ID issue date:

ID Expiration date:

Address:

City, State, ZIP:

(6) Signature : x

Name:  
Capacity:

SSN: XXXX  
ID Type: XXXXX  
ID Issue date: XXXX  
Address: XXXX

Date of Birth: XXXX  
Issued by: ID Number: XXXX  
ID Expiration date: XXXX  
City, State, ZIP: XXXX

(7) Signature : x

Name:  
Capacity: XXXX  
Date of Birth: XXXX  
Issued by: XXXX ID Number: XXXX  
ID Expiration date: XXXX  
City, State, ZIP: XXXX

SSN: XXXX  
ID Type: XXXX  
ID Issue date: XXXX  
Address: XXXX

(8) Signature : x

Name:  
Capacity: XXXX  
Date of Birth: XXXX  
Issued by: XXXX ID Number: XXXXX  
ID Expiration date: XXXXX  
City, State, ZIP: XXXX

SSN: XXXXX  
ID Type: XXXXX  
ID Issue date: XXXXX  
Address: XXXX

(9) Signature x

Name:  
Capacity: XXXX  
Date of Birth: XXXX  
Issued by: ID Number: XXXX  
ID Expiration date: XXXX  
City, State, ZIP: XXXX

SSN: XXXX  
ID Type: XXXX  
ID Issue date: XXXX  
Address: XXXX

**RESOLUTION No. 1235**  
**FREMONT BANK**

**TREASURY MANAGEMENT SERVICES AGREEMENT ACCEPTANCE**

Washington Township Health Care District \_\_\_\_\_ (the "Company")

Tax ID: \_\_\_\_\_ 94-6030667 \_\_\_\_\_

I/we, the undersigned ("Undersigned"), hereby certify to Fremont Bank ("Bank") that the undersigned am/are the individual owner of the sole proprietorship, or the secretary of the corporation, or all the general partners, or all the members (if management is by members), or all the managers (if management is by the managers), or all the representatives of the governing body of the Company, and designated keeper of the records and minutes of the Company;

WHEREAS, the following is a true and correct copy of Company Resolutions ("Resolutions") duly adopted by the Company (if a corporation), the partners (if a partnership), members/managers (if a limited liability Company), proprietor (if a sole proprietorship) or other governing authority of the Company at a meeting held on the 12th day of January, 2022, at which a quorum was present and acting throughout, or adopted by the written consent of a majority of those entitled or required to act to bind the Company, and that such Company Resolutions are in full force and effect and have not been amended, modified or repealed; and

WHEREAS, the Company has reviewed and approved the Fremont Bank Treasury Management Services Agreement ("TMSA"), pursuant to which the Company agrees to be bound by the Fremont Bank Master Treasury Management Services Agreement (TMSA), together with each applicable Service Description, including any Supporting Documents, corresponding exhibits, schedules or attachments to the same, which apply to the services designated by Company in the Acceptance (collectively referred to herein as the "Acceptance") to be entered into by and between the Company and Fremont Bank ("Bank"); and

WHEREAS, defined terms in this document shall have the meaning provided in the Acceptance, unless otherwise provided herein; and

WHEREAS, the Company has determined that it is in the best interests of the Company to enter into the Acceptance in connection with the Services and subject to the terms and conditions of the Acceptance, as amended from time to time; and

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

- (a) The Company finds that it is in the best interest of the Company to enter into the TMSA, as amended from time to time;
- (b) The Company authorizes and appoints each of the officers of the Company and any authorized signer on the Accounts, acting individually or together, to execute and deliver the TMSA;
- (c) Any one or more of the foregoing persons are authorized to negotiate terms and conditions of the Acceptance, amendments or supplements to the Acceptance, and to enter into such other agreements, supplements and amendments as they individually or jointly determine to be appropriate, including amendments or supplements; and
- (d) The authority given above will continue, and the Bank may rely on the actions of any person referred to above, until such time as the Bank is given formal written notice of the revocation of such authority and the Bank has an opportunity to respond to the same. All acts and deeds taken by any person referred to above shall be deemed the act and deed of the Company for all purposes relating to the Acceptance and to all services described in the Acceptance or provided by the Bank to the Company under the Acceptance.

The Undersigned, hereby certifies under penalty of perjury under the laws of the State of California that the forgoing Resolutions were duly and legally adopted by the governing body of the Company and that said Resolutions have not been revoked and are currently in full force and effect:

I certify under penalty of perjury under the laws of the State of California, that the following is true and correct of my own personal knowledge:

I am the  of   
(title) (name of organization)

a ,  is the  
(type of entity, i.e., Corporation, LLC, Partnership, etc.) (officer name)

of said organization; the signature card and signed by  
(officer)

the below stated officer(s) of this organization are authorized in the Resolutions; and these Resolutions remain unmodified and are still in full force and effect.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: Chief Executive Officer

Print Name: Kimberly Hartz

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: Executive VP and COO

Print Name: Edward Fayen

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: Vice President and CFO

Print Name: Christopher Henry

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Print Name: \_\_\_\_\_

WITNESS, my hand and authorization of the organization

Signature: \_\_\_\_\_ Dated:   
(title) William F. Nicholson

**FREMONT BANK  
TREASURY MANAGEMENT SERVICES AGREEMENT ACCEPTANCE**

**Part I – Certification**

*New Acceptance*

*Amendment No. \_\_\_ to existing Acceptance of  
Treasury Management Services, original dated:  
9/4/20*

Each amendment to this Acceptance will effectively supersede all prior versions of this Acceptance. Defined terms will have the meaning provided in the Fremont Bank Master Treasury Management Services Agreement, and applicable Service Description(s), unless otherwise defined herein.

The person(s) signing (“Executing Representative(s)”) this Treasury Management Services Agreement Acceptance (“Acceptance”) on behalf of the company identified in the signature block of this Acceptance (“Client”), certifies on behalf of Client that:

- (a) Client agrees to be bound by the Fremont Bank Master Treasury Management Services Agreement, together with each applicable Service Description, including any Supporting Documents, corresponding exhibits, schedules, enrollments, or attachments to the same, which apply to the services designated by Client in Part II of this Acceptance, and Client’s use of any Service, including without limitation each Service that Client commences using after the Effective Date of this Acceptance, confirms Client’s agreement to be bound by each Service Description relating to that Service;
- (b) The Client has received a copy of the Master Agreement together with each Service Description for which a Service has been selected by Client below; and
- (c) The Executing Representative has full authority to execute this Acceptance on behalf of Client, and to enter into other agreements and Supporting Documents for the Services now or hereafter offered by Bank, and to amend, terminate or otherwise act on behalf of Client with respect to each Service used by Client.

**Part II – Service Options**

**DESIGNATION OF MASTER TREASURY SERVICE OPTIONS.**

Client designates the following Service options (check all that apply):

Online Banking Service Description.

Access to the Online Banking Service will be subject to Security Procedures. At this time, and subject to amendment by Bank, the Security Procedures include Client’s Logon ID and Password. A Challenge Question is prompted when Client attempts to log in from a new device. In addition, if Client is enrolled in the Funds Transfer Service or the ACH Service, token authentication will be prompted with each log in as well as for a secondary approver upon submitting a Funds Transfer Service or ACH Service transfer request (“dual control”).

Check all that apply:

Funds Transfer Service (if checked, includes Client agreement to separate Funds Transfer Service Description)

ACH Service (if checked, includes Client agreement to separate Automated Clearing House (ACH) Service Description)

Remote Deposit Capture Service (if checked, includes Client’s agreement to separate Remote Deposit Capture Service Description)

Positive Pay & ACH Filtering/Blocking Service (if checked, includes Client's agreement to separate Positive Pay & ACH Filtering/Blocking Service Description)

SFTP Service (if checked, includes Client's agreement to separate SFTP Service Description)

Supplement to Automated Clearing House (ACH) Service Description: Third Party Service Provider

Automated Sweep (check all that apply):

Automatic Target Balance Sweep:

*Master Deposit Account*

Master Deposit Account No. \_\_\_\_\_

Target Balance \_\_\_\_\_ (If applicable)

*Deposit Sub-Accounts*

"Sub-Account A" No. \_\_\_\_\_

Target Balance \_\_\_\_\_ (if applicable)

"Sub-Account B" No. \_\_\_\_\_

Target Balance \_\_\_\_\_ (if applicable)

"Sub-Account C" No. \_\_\_\_\_

Target Balance \_\_\_\_\_ (if applicable)

Automatic Loan Advance to Maintain Master Deposit Account Target Balance:

Master Deposit Account No.: \_\_\_\_\_

Target Balance \_\_\_\_\_

Loan Account No.: \_\_\_\_\_

Automatic Loan Payment Sweep:

Loan Payment Source Account: \_\_\_\_\_

Loan Account Number: \_\_\_\_\_

Loan amount of \$ \_\_\_\_\_ on a:

weekly basis (every \_\_\_\_\_)

monthly basis (every \_\_\_\_\_)

other, specify: \_\_\_\_\_

Courier Service Description (check one of the following).

No Currency or Coin. The Bag(s) shall contain no currency or coin.

Limited Currency or Coin. Client may enclose no more than \$ \_\_\_\_\_ in United States currency (bills and coins combined) per shipment ("Cash Maximum").

Lockbox Service Description.

Acceptable Payee Variation(s): \_\_\_\_\_

Address for Remittance Materials: 2000 Mowry Ave. Fremont, CA 94538

Business Associate Supplement to Service Description

Client Privacy Officer Name and Contact Information:

\_\_\_\_\_



Cash Vault Service Description.

Drawdown Funds Transfer Service Description.

Originating Institution: \_\_\_\_\_

Originating Institution ABA Number: \_\_\_\_\_

Credit Account: \_\_\_\_\_

Client Account: \_\_\_\_\_

Other: \_\_\_\_\_

**Part III – Additional Terms and Signatures**

Any Client initiated addition, deletion or change to the Acceptance for any Service must be submitted in a form acceptable to Bank, and no such requested addition, deletion or change will become operative or effective until Bank confirms to Client that such addition, deletion or change has been approved by Bank and implemented. Notwithstanding the foregoing, Bank reserves the right to add to, delete or change this Acceptance upon notice to Client.

The Acceptance may be signed in counterparts and transmitted by facsimile. If signed in two or more counterparts, each will be deemed an original, but such counterparts will constitute one instrument. The effectiveness of the Acceptance (or any related document) and any signatures shall, to the extent permitted by applicable law, have the same force and effect as manually-signed originals and shall be binding on all parties hereto. Bank may also require that the Acceptance (or any related document) be confirmed by a manually-signed original thereof; provided, however, that the failure to request or deliver the same shall not limit the effectiveness of any facsimile document or signature.

**Agreed To and Accepted** \_\_\_\_\_ (“Effective Date”)

**CLIENT:** Washington Township Health Care District

**Signature:** \_\_\_\_\_

Name: Christopher Henry

Title: CFO

**FREMONT BANK**

Signature: *Jacob Ramirez*

Name: Jacob Ramirez

Title: Private Banking Rep

**BANK USE ONLY:**

Date \_\_\_\_\_ (All documents provided are versions in effect as of this date)

Resolutions Received: JR (Bank employee’s initial)

Service Descriptions provided together with Master (employee initial all that were provided):

Online Banking Service Description

Funds Transfer Service Description

Automated Clearing House (ACH) Service Description

\_\_\_\_\_ Remote Deposit Capture Service Description

Positive Pay & ACH Filtering/Blocking Service Description

\_\_\_\_\_ SFTP Service Description

\_\_\_\_\_ Supplement to Automated Clearing House (ACH) Service Description: Third Party Service Provider

\_\_\_\_\_ Automated Sweep

\_\_\_\_ Courier Service Description  
\_\_\_\_ Lockbox Service Description  
\_\_\_\_ Cash Vault  
\_\_\_\_ Drawdown Funds Transfer  
X Other: Master TMS  
\_\_\_\_ Other: \_\_\_\_\_