



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 22, 2025 – 6:00 P.M.

Board Room of Washington Hospital, 2000 Mowry Avenue, Fremont and via Zoom

<https://whhs.zoom.us/j/98077311096?pwd=Q6aMb6aF3hbm52G6WadioF0nfQPpPM.1>

Passcode: 703650

Board Agenda and Packet can be found at:

[January 2025 | Washington Hospital Healthcare System](#)

AGENDA

PRESENTED BY:

I. **CALL TO ORDER &
PLEDGE OF ALLEGIANCE**

Michael Wallace
President

II. **ROLL CALL**

Cheryl Renaud
District Clerk

III. **COMMUNICATIONS**

A. Oral

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.

B. Written

IV. **CONSENT CALENDAR**

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.

Michael Wallace
President

A. Consideration of Cath Lab Equipment: Philips
Volcano Intravascular Ultra-Sound (IVUS) System

Motion Required

B. Consideration of Expenses Related to MRI Services



Memorandum

DATE: January 2, 2025

TO: Washington Township Health Care District Board of Directors

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Cath Lab Capital Equipment

Washington Hospital is budgeting 2,420 Cath Lab cases for FY25 representing a 19% increase from the previous fiscal year's actual volume. This equates to a budget of \$81.5 Million in gross revenue. To ensure we continue to deliver safe and quality care to our patients, it is essential that the Cath Lab equipment is regularly maintained and functional. One of the critical pieces of equipment, the Philips Volcano Intravascular Ultra-Sound (IVUS) systems reached its end-of-life (EOL) and end-of-service (EOS) on December 31, 2024. It plays a crucial role in assessing the vessel walls to make an accurate clinical decision during interventional radiology, vascular, and cardiac procedures. The Original Equipment Manufacturer (OEM) has provided us with documentation notification that they will not be able to support the Philips Volcano system with any repairs and /or recurring inspections past December 31, 2024.

To maintain the efficiency and safety of the two Cath Lab suites, it is requested that the Board of Directors authorize the purchase of this critical equipment. This request is based on a thorough needs assessment conducted by a multidisciplinary team that includes clinicians, nurses, and hospital leaders.

In furtherance of this request, we are requesting to use \$375,303 of the FY25 capital contingency funds to purchase the Philips IVUS that is needed to support the ongoing and expanding efforts in supporting treatment of interventional radiology, vascular and cardiac procedures.

It is requested that the Board of Directors authorize the Chief Executive Officer to proceed with the purchase of the Philips IVUS for the Cath Lab in the amount of \$375,303, inclusive of shipping/handling/tax.



Memorandum

DATE: January 20, 2025

TO: Washington Township Health Care District Board of Directors

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Request for Purchase Order Addendum for Akumin and Royal Ambulance

I am requesting approval for an addendum to the FY 25 Akumin (formally Alliance Imaging) and Royal Ambulance purchase orders to cover the additional costs of our MRI scans. During the budget process, we were anticipating that the mobile MRI unit would be installed and available to scan patients by the beginning of the 2nd Quarter of the fiscal year. Unfortunately, there were delays in the construction timeline, and we are now anticipating to go live at the end of this week or early next week. Therefore, there are additional unbudgeted expenses to provide the care and the transportation during this time due to the delay. We plan to scan all of our ED and Inpatients from the hospital for the remaining fiscal year using the mobile MRI unit. However, we would like to continue to utilize Akumin and Royal Ambulance in the event that we need to transport patients to them as back up. This would provide the ability to send patients to them if we ever have issues with staffing, machine, or overflow issues. As a result, additional funds to this purchase order are requested to cover these potential costs.

The total requested addendum of \$1,042,000; consists of \$354,000 for Akumin and \$688,000 for Royal Ambulance. This includes four months of expenses due to the construction delay and the additional expense for the rest of the fiscal year, in the event it is necessary to utilize Akumin and Royal Ambulance.

This additional expense was not budgeted in FY 25 due to the delay in construction. The budgeted expense of \$120,604 for Salaries (budgeted in October) and \$151,222 for three months of MRI lease payments will not be incurred, and will offset these additional expenses.

It is requested that the Board of Directors authorize the Chief Executive Officer to proceed with the addendum for additional unbudgeted expenses for Akumin and Royal Ambulance, not to exceed \$1,042,000. This was not included in the FY 2025 Operations Budget.

RESOLUTION NO. 1271

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO APPROVE BANKING
RESOLUTIONS TO UPDATE ACCOUNT INFORMATION DUE TO THE
RESIGNATION OF THOMAS MCDONAGH**

WHEREAS, the Washington Township Health Care District is a local health care district (“District”) that owns and operates a general acute care hospital and provides essential healthcare services to the population residing within the District’s political boundaries, including the cities of Fremont, Newark, Union City, parts of South Hayward and Sunol;

WHEREAS, the Board of Directors of the District (the “Board”) has previously approved banking resolutions and corporate resolutions for accounts with Fremont Bank; and

WHEREAS, Thomas McDonagh, Vice President and Chief Financial Officer has resigned (effective January 31, 2025) and Ajay Sial is replacing him as the Vice President and Chief Financial Officer (on an interim basis); and

WHEREAS, in conjunction with Mr. McDonagh’s resignation, Mr. McDonagh needs to be removed from all District Accounts and his signature authority needs to be revoked and Ajay Sial, Vice President and Chief Financial Officer, needs to be added to all District Accounts.

NOW, THEREFORE, be it resolved that:

1. Thomas McDonagh is hereby removed from all District Accounts and his signature authority is revoked. Ajay Sial, interim Vice President and Chief Financial Officer, is hereby added to all District Accounts and shall be added to all signature cards.

2. The Fremont Bank “Banking Resolutions” form attached hereto as Exhibit A is hereby approved.

3. The Facsimile Agreement adding Ajay Sial attached hereto as Exhibit B is hereby approved.

4. Ajay Sial is authorized to execute any and all forms, including but not limited to Business Account Signature Card Amendments, presented by Fremont Bank to effectuate the intent of this Resolution.

5. The Chief Executive Officer is hereby authorized to take any and all actions necessary to execute any and all instruments, including but not limited to Business Account Signature Card Amendments and do any and all things deemed by her to be necessary or desirable to carry out the intent and purposes of this Resolution.

6. The Secretary of the Board of Directors is hereby authorized to execute any and all certifications, acknowledgments and declarations, deemed by her to be necessary and desirable to carry out the intent and purposes of this Resolution.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 22nd day of January 2025 by the following vote:

AYES:

NOES:

ABSENT:

William F. Nicholson, MD
First Vice President, Board of
Directors
Washington Township Health Care
District

Jacob Eapen, MD
Secretary, Board of Directors
Washington Township Health Care District



BANKING RESOLUTIONS

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 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 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 WASHINGTON TOWNSHIP HEALTH CARE DISTRICT
(title) (name of organization)

a [CORPORATION], [] 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)



FACSIMILE SIGNATURE AGREEMENT

Account Title: _____

Account Number(s): _____

FREMONT BANK ("Bank") and the Client name above agree as follows:

- 1. Bank may honor checks, drafts and other orders for the payment of money drawn on Client's above-described account(s) when the items bear or appear to bear the facsimile signature, whether produced by stamp, laser signature or otherwise, of any of the following persons:

_____	_____	_____
Print Name	Facsimile Signature	Date
_____	_____	_____
Print Name	Facsimile Signature	Date
_____	_____	_____
Print Name	Facsimile Signature	Date

- 2. Bank may honor and charge Client for any orders for payment or funds transfer which are received by facsimile (FAX) machine or telecopier or similar means.
- 3. Bank may honor and charge Client for such items, regardless of by whom or by what means the actual or purported facsimile signature has been made, provided the facsimile signature resembles the signature or the facsimile specimen which Client has filed with Bank.
- 4. Client agrees to hold Bank harmless and indemnify Bank from and against any and all loss, cost or expense, including reasonable attorneys fees, resulting from acting upon any such authorization which the Bank reasonably believes to have come from the Client.
- 5. All previous authorizations for the signing and honoring of checks, drafts or other orders for the payment of money drawn on Bank by Client are continued in full force and effect.
- 6. Bank may terminate this agreement at any time with or without cause or prior notice.
- 7. Bank shall be notified in advance of any changes, replacements, or modifications made to the provided facsimile signature(s) along with the check stock used. Please provide a current sample of check stock.

Fremont Bank

Client

Dated: _____

Dated: _____

By: _____
Bank Officer

By: _____
Authorized Signer

Title: _____

Title: _____



CORPORATE CERTIFICATION

Name of Corporation: _____

I certify that:

I am the Secretary or Assistant Secretary of the Corporation named above;

The following resolution is a complete and accurate copy of a resolution duly adopted by the Corporation's Board of Director's:

"RESOLVED: The President, any Vice President, the Secretary or Treasurer of this Corporation is authorized to enter into Facsimile Signature Agreements with FREMONT BANK on behalf of this Corporation. FURTHER RESOLVED: This authorization is in addition to any other authorizations in effect and shall remain in effect until FREMONT BANK receives written notice of its revocation at each office where this Corporation's accounts are maintained."

The resolution is now in full force and has not been revoked or changed in any way.

Dated: _____

Signature of Secretary or Assistant Secretary

Corporate Seal (Optional)

AUTHORIZATION

Name of Partnership, Lodge, Society, or Unincorporated Association:

By signing below, you certify and agree that:

1. If client is a partnership, the persons signing below as partners constitute all of the general partners of the Client and authorize the persons to sign and enter into the Facsimile Signature Agreement with Fremont Bank.
2. If the Client is a lodge, society, or unincorporated association, the persons signing below are officers of the Client and are authorized to enter into the Facsimile Signature Agreement with Fremont Bank.
3. This Authorization is in addition to any other authorizations in effect and shall remain in effect until Fremont Bank receives written notice of its revocation at each office where Client's accounts are maintained.

Dated: _____

By: _____
Partner or Officer

By: _____
Partner or Officer

By: _____
Partner or Officer

By: _____
Partner or Officer

By: _____
Partner or Officer

By: _____
Partner or Officer