



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

Monday, April 17, 2023 – 6:00 P.M.

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

<https://zoom.us/j/93541199115?pwd=dU5zSTlxSktlSkJuMFISWk5rQ2pJUT09>

Password: 821586

Board Agenda and Packet can be found at:

[April 2023 | Washington Hospital Healthcare System \(whhs.com\)](https://www.whhs.com)

AGENDA

PRESENTED BY:

- | | |
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| I. CALL TO ORDER & PLEDGE OF ALLEGIANCE | Bernard Stewart, DDS
Board President |
| II. ROLL CALL | Cheryl Renaud
District Clerk |
| III. COMMUNICATIONS | |
| 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 | |
| IV. CONSENT CALENDAR
<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> | Bernard Stewart, DDS
Board President |

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| <p>V. ACTION ITEMS</p> <p>A. Consideration of UPS Replacement</p> <p>B. Corporate Compliance Annual Plan</p> <p>C. Consideration of Resolution #1250 Corporate Resolution Fremont Bank – Operating Accounts</p> <p>D. Consideration of Resolution #1251 Corporate Resolution Fremont Bank – Facsimile Signature Agreements</p> <p>VI. ANNOUNCEMENTS</p> <p>VII. ADJOURN TO CLOSED SESSION</p> <p>A. Consideration of Closed Session Minutes of the Meetings of the District Board: March 13, 20, and 22, 2023</p> <p>B. Conference involving Trade Secrets pursuant to Health & Safety Code section 32106</p> <ul style="list-style-type: none">• Strategic Planning Discussion <p>C. Conference with Legal Counsel – Anticipated Litigation pursuant to Government Code section 54956.9(d)(2)</p> <p>VIII. RECONVENE TO OPEN SESSION & REPORT ON PERMISSIBLE ACTIONS TAKEN DURING CLOSED SESSION</p> <p>IX. ADJOURNMENT</p> | <p>PRESENTED BY:</p> <p><i>Motions Required</i></p> <p>Motion Required</p> <p>Bernard Stewart, DDS
Board President</p> <p>Bernard Stewart, DDS
Board President</p> |
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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.



Memorandum

DATE: April 13, 2023

TO: Washington Township Health Care District Board of Directors

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Permanent UPS Replacement for the Data Center Project

Fires broke out in two Schneider UPS units in the data center of the Morris Hyman Critical Care Pavilion (MHCCP) on July 28 and July 30, 2021. A third unit did not catch fire, but was affected by fire suppression activities. All three UPS's were past their warranty period. In the ensuing investigation and destructive analysis, Schneider provided no data or diagnosis of the cause of the fire, and has been uncooperative and non-responsive to any WHHS requests.

All three UPS units have been taken off-line; two of the units were removed for destructive analysis. Ratcliff Architects designed temporary units to replace the Schneider UPS units; the Board of Directors approved the temporary Liebert UPS units on August 11, 2021, for \$99,911.12. The completed installation of these units occurred on October 3, 2021. The Department of Health Care Access and Information (HCAI) final approval of the temporary UPS units followed on July 13, 2022.

Due to Schneider's unwillingness to problem solve and stand behind their units, WHHS directed Ratcliff Architects and their Engineers to select another UPS manufacturer for the permanent UPS replacement. Due to the limited size and configuration of the existing data room and the WHHS requirement of incorporating a bypass breaker in the UPS units for maintenance, Eaton is the only UPS manufacturer that optimally and economically meets hospital requirements. In addition, Contra Costa Electric and Rudolf and Sletten built the Morris Hyman Critical Care Pavilion and, specifically, the data center, including the UPS room. Their expertise in, and familiarity with, existing conditions and capability of this space makes them uniquely qualified to perform the retrofit of new Eaton UPS units into the MHCCP data room.

In addition, time is of the essence in getting permanent UPS units in place. HCAI has approved the permanent replacement of the three UPS's on an emergency basis. They will not grant any extensions for the work to be completed. The UPS's are twenty-two week lead time items.

Due to the unique size, capability and orientation of the Eaton UPS units, Rudolph and Sletten's and Contra Costa Electric's unique understanding of the jobsite and existing conditions, and the need for expediting the equipment order and its installation, seeking competitive proposals for this work will not produce any advantage in producing workable, compliant, and timely replacement UPS units for the data center.

The budget for the Permanent UPS Replacement for the Data Center Project is as follows:

Design	\$151,950
Testing, Inspection, HCAI Fees	\$76,917
Project Management	<u>\$57,130</u>
Total Consultants	\$285,997
Construction (incl. 3 UPS units)	\$2,140,076
Owner Contingency	<u>\$326,261</u>
Total Construction	\$2,466,337
Total Project Cost	\$2,752,334

This purchase was not budgeted in the FY 24 Fixed Asset Budget, as we are anticipating insurance coverage for a significant portion of this capital expense.

Given the above, staff recommends that the Board adopts the following motions:

1. The Board finds that based on the facts described in the memo from Ed Fayen, dated April 13, 2023, including, but not limited to, the urgent need to replace the UPS units, Eaton's unique ability to work within the size and configuration of the existing data room and to incorporate the bypass breaker, and Rudolph & Sletten's and Contra Costa Electric's familiarity with the Morris Hyman Critical Care Pavilion, including unique knowledge of the job site and existing conditions, seeking competitive bids would not produce any advantage and therefore, the replacement of the UPS units for the data center are approved via this sole sourcing approach.
2. The Board hereby approves an amount not to exceed \$2,752,334 for the Permanent UPS Replacement for the Data Center Project, as described in this memo, and authorizes the Chief Executive Officer to enter into the necessary contracts to proceed with the project.



Memorandum

DATE: April 13, 2023

TO: District Board of Directors
Kimberly Hartz, Chief Executive Officer

FROM: Kristin Ferguson, RN, Chief Compliance Officer

SUBJECT: Corporate Compliance Plan

Attached for your review and approval is a copy of the District's Corporate Compliance Program Plan. (the "Plan")

The Plan has been revised to reflect the following changes:

- Program structure now includes compliance operations and activities of Washington Hospital, Washington Township Medical Foundation (WTMF), the Development Corporation (DEVCO), the Washington Outpatient Surgery Center (WOSC), the Peninsula Surgery Center (PSC) and other Healthcare System related entities.
- The Chief Compliance Officer is responsible for the development, operation and oversight of the Healthcare System's Corporate Compliance Program, which includes the following entities:
 - Washington Hospital
 - Washington Township Medical Foundation (WTMF)
 - Development Corporation (DEVCO)
 - Washington Outpatient Surgery Center (WOSC)
 - Peninsula Surgery Center (PSC)
 - Other Healthcare System related entities

**CORPORATE COMPLIANCE
PROGRAM**

**WASHINGTON HOSPITAL
HEALTHCARE SYSTEM**

I. COMPLIANCE POLICY

As described in its Organizational Ethics Statement (Attachment 1), Washington Hospital Healthcare System (“WHHS”) is committed to ethical and legal business and clinical practices as essential to the advancement of its health care mission. WHHS hereby establishes and intends to maintain an effective corporate compliance program (the “Compliance Program”), which has been designed to conform to the standards set forth in the *Federal Sentencing Guidelines for Organizations*, effective November 1, 1991 (the “Guidelines”). The Compliance Program is operated under the authority of the Washington Township Health Care District (WTHCD) Board of Directors and structured to encourage collaborative participation at all levels of the organization of WHHS. The Compliance Program focuses on the prevention and detection of violations of federal and state laws and regulations and fosters an environment in which WHHS employees are encouraged to report concerns about business and clinical practices without fear of retribution.

II. COMPLIANCE PROGRAM PURPOSE AND OBJECTIVES

The purpose and objectives of the Compliance Program are as follows:

- A. Commitment to Responsible Conduct. To demonstrate to the community, the commitment of WHHS to honest, ethical and responsible corporate conduct.
- B. Compliance with Federal and State Law. To (i) ensure compliance with Federal and State law and regulations (including without limitation the Local Health Care District Law), (ii) detect, and where possible, provide warning prior to misconduct developing into a civil or criminal violation, and (iii) reduce unlawful and unethical conduct and exposure to liability.
- C. Education of Directors, Officers and Employees. To educate WTHCD Board of Directors, managers, employees and independent contractors regarding applicable State and Federal laws.
- D. Encourage Reporting of Potential Problems. To provide a methodology within the quality improvement structure that encourages employees to internally report potential problems that may expose WHHS to civil or criminal liability.
- E. Mechanism for Dissemination of Information. To disseminate information regarding changes in governmental requirements and regulations.
- F. Improve Response to Governmental Inquiries. To enhance WHHS’ ability to provide accurate and timely responses to government inquiries.
- G. Reduction in Exposure to Civil or Criminal Liability. To establish procedures that guide the prompt and thorough investigation of alleged misconduct that may expose WHHS to civil or criminal liability and the initiation of immediate and appropriate corrective action to reduce WHHS’ exposure to such liability.

- H. Reduction in Penalties. To reduce exposure to criminal fines and penalties through the implementation of a compliance program and to reduce the likelihood of exclusion from Medicare, Medicaid and other federal health care programs.

III. RESPONSIBILITY AND DESIGNATION OF A CORPORATE COMPLIANCE OFFICER

The WTHCD Board of Directors is responsible for establishing the Corporate Compliance Program. The Board of Directors authorizes the Chief Executive Officer (“CEO”) to appoint a Corporate Compliance Officer who is also the Chief Compliance Officer (“CCO”) for the Health Care District. The CCO is responsible for the development, operation and oversight of the Healthcare System’s Compliance Program, which includes the following entities:

- Washington Hospital
- Washington Township Medical Foundation (WTMF)
- Development Corporation (DEVCO)
- Washington Outpatient Surgery Center (WOSC)
- Peninsula Surgery Center (PSC)
- Other Healthcare System related entities

The CCO reports to the CEO who, in turn, reports to the Board of Directors, regarding the implementation and operation of the Compliance Program. Managers from each of the departments are responsible for the implementation and operation of the Compliance Program as it relates to his or her specific department.

IV. ELEMENTS OF THE COMPLIANCE PROGRAM

The Compliance Program is administered under the general oversight of the CCO and contains the following elements:

A. COMPLIANCE POLICIES AND PROCEDURES

1. The Compliance Program includes written policies and procedures, designed to achieve regulatory and legal compliance. The Compliance Program includes organization wide policies (General Policies) and policies and procedures which relate to specific WHHS operating departments (“Department Specific Policies and Procedures”).
2. All Compliance Program policies and procedures are reviewed at least every three years and updated as needed, to reflect current laws and regulations. The CCO and the Department Managers will ensure the development, review and revision of Department Specific Compliance Policies and Procedures.
3. Policies and Procedures of the Compliance Program include, but are not limited to, policies and procedures regarding the following:
 - a. Admission and Discharge
 - b. Audits and Monitoring
 - c. Lawful Billing Practices
 - d. Code of Conduct

- e. Compliance with the Emergency Medical Treatment and Active Labor Act (EMTALA)
- f. Compliance with laws that protect the privacy of patients' health information, including: Health Insurance Portability and Accountability Act (HIPAA), Health Information Technology for Economic and Clinical Health Act (HITECH) California Medical Information Act (CMIA) and California Regulations SB 541 and AB 211.
- g. Conflict of Interest
- h. Credentialing
- i. Discounts to Low Income Uninsured Patients
- j. Document Management
- k. Ethical Behavior
- l. Fundraising
- m. Gifts and Gratuities
- n. Gifts and Waivers to Federal Health Care Beneficiaries
- o. Grants
- p. Identity Theft Prevention (Red Flag Rule)
- q. Institutional Review Board (IRB)
- r. Investigations
- s. Medical Record Coding
- t. Peer Review
- u. Physician Recruitment and other Financial Relationships with Physicians and other Health Care Professionals
- v. Preventive Care
- w. Professional Courtesy
- x. Quality of Care
- y. Referrals
- z. Submission of Accurate Claims
- aa. Supplemental Medicare Reimbursement
- bb. Use of Information Technology for Billing & Coding

B. EDUCATION AND TRAINING

1. The CCO has responsibility to oversee the development and implementation of communications and educational programs to achieve understanding and acceptance of the Compliance Program. This includes:
 - a. Orientation and on-going education of the WTHCD Board of Directors regarding Corporate Compliance issues.
 - b. New employee orientation to include introduction to the Corporate Compliance Program, legal compliance issues, employee responsibility for reporting and reporting mechanisms for potential breach of Compliance Program policies and procedures.
 - c. Continuing Department-specific training and educational programs for identified employees to ensure employees understand the importance

of compliance, their role in maintaining compliance through application of the Department Specific Policies and Procedure, and their obligation to report potential compliance problems.

- d. Annual compliance education that focuses on identifying and reporting potential compliance concerns and issues.
2. Employees are informed that strict compliance with the requirements of the Compliance Program is a condition of employment, and that:
 - a. The promotion of, and adherence to, the requirements of the Compliance Program are elements of evaluating employees; and
 - b. WHHS has a policy concerning the discipline of staff who fail to comply with Hospital policies and procedures including the Compliance Program.

C. EFFECTIVE COMMUNICATION

The Compliance Program promotes open communication with staff as a means to identify compliance concerns and reduce the potential for misconduct, fraud and waste.

D. AUDITING AND MONITORING SYSTEM

1. The Compliance Program includes monitoring and auditing systems designed to evaluate practice and assess compliance with Federal, State and District laws and regulations. A periodic Risk Assessment based on internal and external activities and information is conducted. An audit calendar is established annually by the CCO and the Compliance Committee.
2. The CCO coordinates appropriate periodic internal audits and surveys to verify adherence to, and awareness of, WHHS' compliance policies and procedures.
3. Audit results are provided to the CEO.
4. Monitoring includes an annual assessment of the elements of the Compliance Program. The annual report and assessment is provided to the CEO and the Board of Directors.

E. REPORTING PROCESS

1. Each employee has the responsibility to notify either the Department Manager or the CCO, in a timely manner, of any violations or suspected violations of the standards of ethical and legal conduct. Staff are informed that in some instances, the mere failure to report a suspected violation may itself be a basis

for disciplinary action against an employee.

2. Reporting may be via direct communication to the CCO by use of a designated Hot Line or by submitting a Midas Report.
3. Personnel will not be subject to reprisal for reporting, in good faith, actions, which they feel violate the law or established ethical standards. The anonymity of reporting personnel shall be protected.

F. DISCIPLINARY MEASURES

Information on disciplinary measures is disseminated to all employees. Consistent application of these measures is necessary for employees at all levels within the organization. Failure to comply with WHHS policies and procedures will result in appropriate disciplinary action.

G. INVESTIGATIVE PROCESS

All reports of a suspicion of unlawful or unethical practice are investigated to determine whether a violation of applicable law or the Compliance Program has occurred. All suspicions of improper practice or violations shall be brought to the attention of the CEO. Investigations may be conducted internally or with the assistance of an external entity, as directed by the CEO. Legal counsel will be involved in investigations. Follow-up to the investigative process will include taking appropriate steps to prevent reoccurrence of the improper practice and development of a monitoring process.

H. COMPLIANCE COMMITTEE

There shall be a Compliance Committee to advise the CCO. The Committee provides oversight to the compliance activities of WTHCD and receives reports on the compliance activities of WTMF, DEVCO, WOSC, PSC and other Healthcare System related entities. The membership is appointed by the Chief Executive Officer.

I. COMPLIANCE REPORTS TO THE BOARD OF DIRECTOR

The CCO provides reports to the WTHCD Board of Directors once per year.

Corporate Compliance Program

Approved: _____
Kristin Ferguson, R.N.
Corporate Compliance Officer

_____ Date

Approved: _____
Kimberly Hartz
Chief Executive Officer

_____ Date

Approved: _____
Bernard Stewart, DDS
Board of Directors, President

_____ Date



Memorandum

DATE: April 17, 2023

TO: Board of Directors

FROM: Kimberly Hartz, Chief Executive Officer

SUBJECT: Fremont Bank Signature Authority Change for Washington Township Health Care District

Chris Henry is retiring, and Thomas McDonagh has replaced him as the Vice President and Chief Financial Officer. With this change, Chris Henry needs to be removed as an authorized signer for all District Accounts at Fremont Bank and Thomas McDonagh, Vice President and Chief Financial Officer, needs to be added.

Recommended Action: Please approve Resolution No 1250.

Discussion

WTHCD Board Resolution authorizes the removal of Chris Henry and the addition of Thomas McDonagh as an authorized signer. The Resolution incorporates the approval of Fremont Bank resolutions and the Facsimile Agreement, which are required by Fremont Bank. Board Resolution 1250 also authorizes Thomas McDonagh and Kimberly Hartz to execute Business Account Signature Card Amendments and to take other actions to effectuate the intent of Resolution 1250. Further, the Board Secretary is authorized to execute any and all certifications deemed necessary to carry out the intent and purpose of Resolution 1250.

Please let me know if you have any questions.

Thank you.

RESOLUTION NO. 1250

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO APPROVE BANKING
RESOLUTIONS TO UPDATE ACCOUNT INFORMATION DUE TO THE
RETIREMENT OF CHRIS HENRY**

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, Chris Henry is retiring and Thomas McDonagh is replacing him as the Vice President and Chief Financial Officer; and

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

NOW, THEREFORE, be it resolved that:

1. Chris Henry is hereby removed from all District Accounts and his signature authority is revoked. Thomas McDonagh, as 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 Thomas McDonagh attached hereto as Exhibit B is hereby approved.

4. Thomas McDonagh 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 17th day of April 2023 by the following vote:

AYES:

NOES:

ABSENT:

Bernard Steward, D.D.S
President, Board of Directors
Washington Township Health Care
District

Jeannie Yee
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