

Board of Directors' Meeting

June 26, 2024

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A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, June 26, 2024 in the Board Room at 2000 Mowry Avenue, Fremont and Zoom access was provided. Director Eapen called the meeting to order at 6:00 p.m. 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: Jacob Eapen, MD; William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS

ROLL CALL

Absent: Michael Wallace

Also present: Kimberly Hartz; Tina Nunez; Thomas McDonagh; Terri Hunter; Larry LaBossiere; John Zubiena; Paul Kozachenko; Ed Fayen; Jessica Haviland; Daniel Nardoni; Michelle Hudson; Shirley Ehrlich

Director Eapen welcomed any members of the general public to the meeting.

OPENING REMARKS

Director Eapen noted that Public Notice for this meeting, including Zoom information, was posted appropriately on our website. This meeting was recorded for broadcast at a later date.

The following persons commented:

Grant Hill, Jermaine McGary, Katherine Ng, Kathy Dinh, Sarah Gariepy, Charity Sarmiento, Peter Liang, Rehan Noori, Christine Pham, Stephanie Hioe, Maichi Ho

*COMMUNICATIONS:
ORAL*

There were no Written Communications.

*COMMUNICATIONS:
WRITTEN*

Director Eapen presented the Consent Calendar for consideration:

CONSENT CALENDAR

- A. Consideration of Medical Staff: Added Neurosurgery for Nurse Practitioner Privileges
- B. Consideration of Medical Staff: Revised Registered Nurse First Assistant Privileges
- C. Consideration of Medical Staff: Eliminated Supervising Physician Privileges
- D. Consideration of Medical Staff: Added Cardiology Adult Structural Cardiac Procedures Special Privileges
- E. Consideration of Medical Staff: Added Core Trauma Privileges
- F. Consideration of Medical Staff: Trauma Handbook

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G. Consideration of Medical Staff: Trauma Service Performance Improvement & Patient Safety (PIPS) Plan

Director Nicholson moved that the Board of Directors approve the Consent Calendar, Items A through G. Director Yee seconded the motion.

Roll call was taken:

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

Motion Approved.

Kimberly Hartz, Chief Executive Officer, introduced Thomas McDonagh, Vice President and Chief Financial Officer and Jessica Haviland, Senior Director of Financial Planning & Analysis and Treasury, who presented the Budget Estimate for Fiscal Year 2024-2025. Mr. McDonagh stated that as Washington Hospital moves forward, we find ourselves in an economically challenged environment both nationally and regionally which is exacerbated by the cost of living in the region in which we operate. Despite the challenges, Washington Hospital made a solid, if a bit slower than originally anticipated, progress on our “Road to Recovery” plan. The Hospital is prepared to be Alameda County’s next Trauma Center in FY2024-2025 as our Trauma service will begin on July 1, 2024.

*PRESENTATION:
BUDGET ESTIMATE
FY 2024-2025*

The FY 2024-2025 budget provides for: (in thousands)

- Total Net Operating Revenue of \$621,752
- Total Operating Expenses of \$617,633
- Funding of Capital Spending Requests of \$38,349
- General Obligation Bond Property Tax Revenue of \$16,476
- Net Income Targets:
 - Hospital Earnings Before Interest, Depreciation & Amortization (EBIDA) of \$42,886
 - Hospital Operating Income of \$4,119
 - Hospital Total Net Income of \$16,795
 - Consolidated Net Income (Loss) of (\$11,059)
- Funding of \$27,854 in Support of Affiliate Operations

Director Nicholson moved for adoption of Resolution No. 1264: Project Budget of \$87,464,729 for the Morris Hyman Critical Care Pavilion Infill Project and direct the

*ACTION ITEM:
RESOLUTION No. 1264*

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Chief Executive Officer to execute the proper documents and notifications to seek the competitive bids for this project.

*BUDGET FOR THE
MORRIS HYMAN
CRITICAL CARE
PAVILION INFILL
PROJECT*

Roll call was taken:

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

Motion Approved.

Director Nicholson moved for adoption of Resolution No. 1265, which is the Budget Estimate for Fiscal Year 2024-2025. This Resolution provides for the necessary funds required for the operation of the District and for the continued support of the Washington Township Hospital Development Corporation in its operations to promote the charitable and community service mission of the District.

*ACTION ITEM:
RESOLUTION No. 1265
BUDGET ESTIMATE
FY2024-2025*

Director Stewart seconded the motion.

Director Eapen asked if there were any comments from the members of the public. There were none.

Roll call was taken:

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

Motion Approved.

Director Nicholson moved that the Board of Directors accept the bid received from XL Construction for the UCSF-WHHS Cancer Center Project and direct the Chief Executive Officer to enter into and execute the necessary contractual documents to complete this project.

*ACTION ITEM:
CONSIDERATION OF
BIDS FOR THE UCSF-
WHHS CANCER
CENTER PROJECT*

Roll call was taken:

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

Motion Approved.

Director Nicholson moved that the Board of Directors authorize the Chief Executive Officer to enter into and execute the necessary agreements for project management and architect schematic design in an amount not to exceed \$2,367,316. The amount

*ACTION ITEM:
CONSIDERATION OF
PHASE I, FREMONT*

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identified as necessary for this phase will be partially funded by budgeted Fiscal Year 2025 Capital Budget funds, and from operational cash flow.

*OFFICE CENTER,
PROJECT
MANAGEMENT AND
ARCHITECTURAL
FEES*

Roll call was taken:

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

Motion Approved.

There were no announcements.

ANNOUNCEMENTS

Director Eapen adjourned the meeting to closed session at 7:28 p.m., as the discussion pertained to Conference involving Trade Secrets and pursuant to Health & Safety Code Section 32106 (Strategic Planning). Director Eapen stated that the public has a right to know what, if any, reportable action takes place during closed session. Since this meeting was being conducted in the Board Room and via Zoom, there is 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 June 27, 2024. The minutes of this meeting will reflect any reportable actions.

*ADJOURN TO CLOSED
SESSION*

Director Eapen reconvened the meeting to open session at 9:20 p.m. The District Clerk reported that during closed session, the Board approved the closed session minutes of May 20 & 22, 2024 and the Medical Staff Credentials Committee Report by unanimous vote of all directors present.

*RECONVENE TO
OPEN SESSION &
REPORT ON CLOSED
SESSION*

There being no further business, Director Eapen adjourned the meeting at 9:20 p.m.

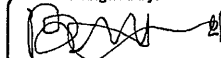
ADJOURNMENT

DocuSigned by:



Jacob Eapen, MD
President

DocuSigned by:



Bernard Stewart, DDS
Secretary

RESOLUTION NO. 1264

RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON TOWNSHIP HEALTH CARE DISTRICT TO APPROVE THE BUDGET FOR THE MORRIS HYMAN CRITICAL CARE PAVILION INFILL PROJECT

WHEREAS, 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 previously determined that it would be necessary to build in unused shell space in the basement and on the first floor of the Morris Hyman Critical Care Pavilion (the “MHCCP Infill Project”) to support the expansion of services offered by the District;

WHEREAS, the MHCCP Infill Project will include the buildout of the new Central Sterile Processing, Imaging, Pharmacy, and Operating Room Departments.

WHEREAS, the Operating Room Department will consist of 8 Operating Rooms, including 3 Hybrid Operating Rooms (one each for Cardiac Surgery, Neurosurgery, and Trauma). The Central Sterile Processing Department will be located directly below the operating rooms with separate “clean” and “dirty” elevators. The Imaging Department will include all current modalities and, for the first time in Hospital history, will include a 3T MRI in the acute care building to serve stroke, trauma, and neurosurgery patients. The Pharmacy Department will have two separate, sterile compounding rooms with state-of-the-art hoods.

WHEREAS, the total budget for MHCCP Infill Project is estimated to be \$87,464,729, including \$21,000,493 in equipment costs;

WHEREAS, General Obligations funds from Measure XX (approved by the voters on November 3, 2020) will be used to pay for the MHCCP Infill Project, not including the equipment costs. Equipment costs will be funded separately;

NOW, THEREFORE, be it resolved that:

1. The Board approves the total estimated budget for the MHCCP Infill Project in the amount of \$87,464,729.
2. The Board authorizes the Chief Executive Officer to proceed with the necessary next steps to complete the MHCCP Infill Project, including executing necessary notifications to seek competitive bids for the MHCCP Infill Project and
3. The Chief Executive Officer is hereby authorized to enter into any agreement necessary to carry out the intent of this Resolution and to take any and all further actions which, in the determination of the Chief Executive Officer, are necessary and proper to effectuate the intent of this Resolution.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 26th day of June, 2024 by the following vote:

AYES: Directors Eapen, Nicholson, Yee, Stewart

NOES:

ABSENT: Director Wallace

DocuSigned by:



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JACOB EAPEN, M.D.

President, Board of Directors

Washington Township Health Care District

DocuSigned by:



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BERNARD STEWART, DDS

Secretary, Board of Directors

Washington Township Health Care District

**RESOLUTION NO. 1265
BUDGET ESTIMATE
FY 2024-2025**

BE IT RESOLVED, that the following be, and the same is hereby adopted as the estimate of the Board of Directors as the amount of money required for the Fiscal Year 2024-2025:

SALARIES, WAGES & BENEFITS	\$385,776
SUPPLIES & SERVICES	181,199
INSURANCE & UTILITIES	11,890
RESERVES – DEPRECIATION	38,768
FIXED ASSETS	38,349
REVENUE BOND PRINCIPAL & INTEREST	15,665
GENERAL OBLIGATION BOND PRINCIPAL & INTEREST	19,577
FUNDING TO AFFILIATED OPERATIONS	27,854
RESERVES – CAPITAL & OPERATIONS	<u><69,472></u>
TOTAL	<u>\$649,607</u>

AND, BE IT FURTHER RESOLVED that WASHINGTON TOWNSHIP HEALTH CARE DISTRICT shall, for the benefit of the communities served by the District, continue to financially support WASHINGTON TOWNSHIP HOSPITAL DEVELOPMENT CORPORATION in its operations to promote the charitable and community service mission of the District.

PASSED AND ADOPTED by the Board of Directors of WASHINGTON TOWNSHIP HEALTH CARE DISTRICT this 26TH day of June, 2024, by the following vote:

AYES: Directors Eapen, Nicholson, Yee, Stewart

NOES:

ABSENT: Director Wallace

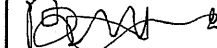
DocuSigned by:



JACOB EAPEN, MD

President of the Washington Township
Health Care District Board of Directors

DocuSigned by:



BERNARD STEWART, DDS

Secretary of the Washington Township
Health Care District Board of Directors