

A meeting of the Board of Directors of the Washington Township Health Care District was held on Wednesday, May 24, 2017 in the Conrad E. Anderson, MD Auditorium, 2500 Mowry Avenue, Fremont, California. Director Nicholson called the meeting to order at 6:03 p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

Roll call was taken. Directors present: William Nicholson, MD; Bernard Stewart, DDS; Michael Wallace; Patricia Danielson, RHIT; Jacob Eapen, MD  
Excused:

ROLL CALL

Also present: Nancy Farber, Chief Executive Officer; Kimberly Hartz, Senior Associate Administrator; Ed Fayen, Senior Associate Administrator; Chris Henry, Senior Associate Administrator; Bryant Welch, Associate Administrator; Tina Nunez, Associate Administrator; Don Pipkin, Chief Strategic Management; John Lee, Chief Information Officer; Graham Beck, Bond Counsel; Gordon Howie, Financial Advisor; Paul Kozachenko, Legal; Tim Fallon; Dee Antonio, District Clerk

There were no oral communications.

COMMUNICATIONS

There were no written communications.

Director Nicholson stated: *“Tonight, we have an action item regarding the issuance of refunding revenue bonds by the District. A representative from our Bond Counsel firm, Graham Beck of Nixon Peabody LLP, and our financial advisor, Gordon Howie, are present and available to answer any questions regarding this item.*

CONSIDERATION OF RESOLUTION No. 1179 APPROVING THE ISSUANCE AND SALE OF AND DETERMINING TO PROCEED WITH NEGOTIATED SALE OF CERTAIN REVENUE REFUNDING BONDS OF THE DISTRICT IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$80,000,000, APPROVING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL INDENTURE, A BOND PURCHASING AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT AND CERTAIN OTHER ACTIONS RELATED TO THERETO

*“Item A on the Agenda, Resolution No. 1179, Resolution Approving the Issuance and Sale of Certain Revenue Refunding Bonds of the District in an Aggregate Principal Amount Not to Exceed \$80,000,000, Approving the Execution and Delivery of a Supplemental Indenture, a Bond Purchase Agreement, an Escrow Agreement, a Continuing Disclosure Agreement, a Preliminary Official Statement and Certain Other Actions Related Thereto.”*

Ms. Farber commented: *“Tonight we are seeking the Board of Directors’ permission to refinance \$71.6 million of revenue bonds that were issued in 2007. The 2007 bonds were used to refinance \$35 million of bonds that were issued in 1993 at a lower rate (from 6.02% to 5.00%), and for the construction and equipping of the Institute for Joint Replacement building, the new Central Utility Plant and the Women’s and Imaging Centers in Washington West. This is a simple refinancing of the 2007 bonds. There is no “new money” being requested nor are the original terms of the 1993 or 2007 bonds being extended. We estimate that at current rates (3.9%) the average debt service savings on the bonds will be approximately \$350,000 per year and \$5.5 million over the remaining 20-year term. These estimated savings are net of issuance costs and are dependent upon interest rates at the time the bonds are sold. We anticipate pricing the bonds on June 14.”*

Director Stewart moved for adoption of Resolution No. 1179, which is the Resolution of the Board of Directors of Washington Township Health Care District approving the issuance and sale of and determining to proceed with negotiated sale of certain revenue refunding bonds of the District in an aggregate principal amount not to exceed \$80,000,000, approving the execution and delivery of a supplemental indenture, a bond purchase agreement, an escrow agreement, a continuing disclosure

agreement, a preliminary official statement and certain other actions related thereto.

Director Wallace seconded the motion.

Roll call was taken:

William Nicholson, MD - aye  
Bernard Stewart, DDS - aye  
Michael Wallace - aye  
Patricia Danielson, RHIT - aye  
Jacob Eapen, MD - aye

The motion unanimously carried.

In accordance with Health & Safety Code Sections 32106 and Government Section 54957, Director Nicholson adjourned the meeting to closed session at 6:15 p.m., as the discussion pertained to Hospital trade secrets, Human Resource matters, and Risk Management.

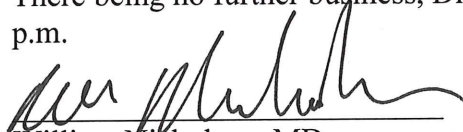
*ADJOURN TO CLOSED  
SESSION*

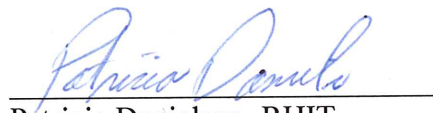
Director Nicholson reconvened the meeting to open session at 7:45 p.m. and reported no reportable action was taken in closed session.

*RECONVENE TO OPEN  
SESSION & REPORT ON  
CLOSED SESSION*

There being no further business, Director Nicholson adjourned the meeting at 7:45 p.m.

*ADJOURNMENT*

  
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William Nicholson, MD  
President

  
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Patricia Danielson, RHIT  
Secretary