



Washington Township Health Care District

2000 Mowry Avenue, Fremont, California 94538-1716 • (510) 797-1111

Nancy Farber, Chief Executive Officer

Board of Directors

Patricia Danielson, RHIT

Jacob Eapen, M.D.

William F. Nicholson, M.D.

Bernard Stewart, D.D.S.

Michael J. Wallace

BOARD OF DIRECTORS' MEETING

Tuesday, May 29, 2018

7:30 a.m. – Board Room, 2000 Mowry Avenue

AGENDA

- | | | |
|-------------|---|--------------------------------------|
| I. | CALL TO ORDER &
PLEDGE OF ALLEGIANCE | Bernard Stewart, DDS
Board Member |
| II. | ROLL CALL | |
| III. | COMMUNICATIONS | |
| | A. Oral | |
| | B. Written | |
| | <i>In accordance with Sections 1461, 1462, 32106 and 32155 of the California Health & Safety Code and Sections 54962 and 54954.5 of the California Government Code, portions of this meeting may be held in closed session.</i> | |
| IV. | CLOSED SESSION | |
| | A. Medical Audit and Quality Assurance | Timothy Tsoi, MD
Chief of Staff |
| | Reports regarding Medical Audit and Quality Assurance Matters pursuant to Health & Safety Code Sections 1461 and 32155. | |
| V. | OPEN SESSION | Bernard Stewart, DDS
Board Member |
| | A. Report on Closed Session | |
| VI. | ADJOURNMENT | Bernard Stewart, DDS
Board Member |

RESOLUTION NO. 1188

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT AUTHORIZING THE
ESTABLISHMENT OF AN INTERNAL REVENUE CODE SECTION 115
TRUST FOR OTHER POST EMPLOYMENT BENEFITS AND APPROVAL
OF RELATED PLAN AND AGREEMENTS**

WHEREAS, the Washington Township Health Care District is a local health care district ("District") which 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 District provides certain employees and retirees post-employment benefits, referred to as Other Post Employment Benefits ("OPEB");

WHEREAS, the District's financial and legal advisors have advised the District to create an Internal Revenue Code Section 115 Trust to hold assets to offset the OPEB accounting liability (the "Trust");

WHEREAS, the District's financial advisors have advised the District to adopt an investment policy for the Trust (the "OPEB Investment Policy") and to authorize the appointment of an investment manager and investment consultant;

WHEREAS, in connection with establishing the Trust, the District's financial and legal advisors have also advised the District that it would be in the best interests of both the retirees who are eligible for OPEB benefits and the District for the District to adopt a consolidated benefit plan document that governs all of the OPEB benefits ("OPEB Plan"); and

WHEREAS, the Board of Directors of the District ("Board"), having considered the reports and recommendations from its Staff and advisors, has determined that it is in the best interest of the District to authorize the creation of the Trust, to grant authority to the Chief Executive Officer or her designee to enter into the agreements reasonably necessary to create the Trust, to adopt the OPEB Plan, to approve the OPEB Investment Policy for the Trust, and to appoint an investment manager and an investment consultant for the Trust.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Chief Executive Officer is hereby authorized to enter into the agreement or agreements attached hereto as Exhibit A with US Bank to create the Trust and to have US Bank serve as the trustee of the Trust ("Trustee") and perform related custodial duties.

2. The Chief Executive Officer is hereby authorized to enter into an agreement or agreements with Wilshire Associates Incorporated, a California corporation, to serve as the professional investment manager for the Trust.

3. The Chief Executive Officer is hereby authorized to enter into an agreement or agreements with Cambridge Associates, LLC to serve as the investment consultant for the Trust.

4. The Board approves the OPEB Investment Policy attached hereto as Exhibit B.

5. The Board approves the OPEB Plan attached hereto as Exhibit C and the Chief Executive Officer is authorized to execute the OPEB Plan.

6. The Chief Executive Officer is hereby authorized to take any and all actions necessary to execute any and all instruments and do any and all things deemed by her to be necessary, or desirable, to carry out the intent and purposes of the foregoing resolutions. The Chief Executive Officer is authorized to enter into any additional agreements necessary to establish or fund the Trust, to transfer funds or assets related to the Trust, and appoint or designate individuals authorized to transfer funds or assets related to the Trust.

7. The President, Treasurer, and Secretary of the Board are authorized to sign any documentation determined by any of them to be necessary and proper for the creation of or funding of the Trust; in addition, the Secretary is hereby authorized to certify to Trustee the names of the officers of the District who are authorized to sign for the District and the offices respectively held by them, together with specimens of their signatures, and in case of any change of any holder of any such office, the fact of such change and the names of the new officers and the offices respectively held by them, together with specimens of their signatures.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this ____ day of _____, 2018 by the following vote:

AYES:

NOES:

ABSENT:

MICHAEL J. WALLACE
President, Board of Directors
Washington Township Health Care District

WILLIAM F. NICHOLSON, M.D.
Secretary, Board of Directors
Washington Township Health Care District