

A regular meeting of the Board of Directors of the Washington Township Health Care District was held on Thursday, September 30, 2021 via Zoom in order to comply with California Governor Gavin Newsom's Reopening Plan for California and Executive Order N-29-20. We will continue to conduct our meetings remotely while we develop plans to return to in-person meetings and develop hybrid formats that maintain Brown Act compliance while also providing greater accessibility and transparency to the public. Director Nicholson called the meeting to order at 5:03 p.m. and led those present in the Pledge of Allegiance.

CALL TO ORDER

Roll call was taken. Directors present: William Nicholson, MD; Jeannie Yee; Bernard Stewart, DDS; Jacob Eapen, MD; Michael Wallace

ROLL CALL

Also present: Kimberly Hartz, Chief Executive Officer; Paul Kozachenko, Legal Counsel; Dee Antonio, District Clerk

There were no oral communications.

COMMUNICATIONS

There were no written communications.

In accordance with District law, policies, and procedures, Director Stewart moved that the Board of Directors approve Resolution No. 1230 to authorize the Chief Executive Officer to enter into a Joint Venture Agreement with the University of California San Francisco as follows:

*RESOLUTION NO.
1230: JOINT VENTURE
AGREEMENT WITH
UNIVERSITY OF
CALIFORNIA SAN
FRANCISCO FOR THE
WARM SPRINGS
HEALTH CENTER*

1. The Board of Directors authorizes the Chief Executive Officer to execute the Joint Venture Agreement attached hereto as Exhibit A.
2. The Chief Executive Officer is authorized to accept, on behalf of the District, non-material modifications to the LLC Agreement that in her judgment are consistent with the intent and purpose of the foregoing recitals and that are in the best interests of the District, and take any and all other actions that are necessary or proper to fulfill the District's obligations under the LLC Agreement.
3. The Chief Executive Officer is hereby authorized to enter into any agreement or contract document 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. Director Wallace seconded the motion.

Roll call was taken:

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

The motion unanimously carried.

Board of Directors' Meeting

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There being no further business, Director Nicholson adjourned the meeting at 5:16 pm. *ADJOURNMENT*

DocuSigned by:
William Nicholson
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William Nicholson, M.D.
President

DocuSigned by:
Michael Wallace
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Michael J. Wallace
Secretary

RESOLUTION NO. 1230

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO AUTHORIZE THE CHIEF
EXECUTIVE OFFICER TO ENTER INTO A JOINT VENTURE
AGREEMENT WITH THE UNIVERSITY OF CALIFORNIA,
SAN FRANCISCO**

WHEREAS, 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, on May 12, 2021, the Board approved Resolution No. 1225, which authorized the Chief Executive Officer to enter into a joint venture agreement with the University of California, San Francisco (“UCSF”) concerning the development of 45388 Warm Springs Boulevard in the Warm Springs area of Fremont, California (the “Warm Springs Property”) into an outpatient care center (“Outpatient Center”) to expand the services offered by both the District and UCSF through the use of a limited liability company (the “JV LLC”) formed for this purpose;

WHEREAS, since the Board approved Resolution No. 1225, which contemplated and authorized the transfer of the District’s 51% interest in the Warm Springs Property as a tenant-in-common to the proposed joint venture entity, the District and UCSF have determined that it is in their best interests to retain their respective ownership interests in the Warm Springs Property in their own names and not transfer their interests to the joint venture entity;

WHEREAS, conforming changes have been made to the joint venture agreement;

WHEREAS, the Board of Directors has determined that it is in the best interests of the District to participate in the joint venture and expand its services to the Warm Springs area as contemplated above.

NOW, THEREFORE, be it resolved that:

1. The Board of Directors authorizes the Chief Executive Officer to execute the joint venture agreement substantially in the form attached hereto as Exhibit A.

2. The Chief Executive Officer is authorized to accept, on behalf of the District, non-material modifications to the LLC Agreement that in her judgment are consistent with the intent and purpose of the foregoing recitals and that are in the best interests of the District, and take any and all other actions that are necessary or proper to fulfill the District’s obligations under the LLC Agreement.


3. The Chief Executive Officer is hereby authorized to enter into any agreement or contract document 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 30th day of September, 2021 by the following vote:

AYES: Directors: Nicholson, Yee, Stewart, Eapen, Wallace

NOES: None

ABSENT: None

DocuSigned by:

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

DocuSigned by:

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Michael J. Wallace
Secretary, Board of Directors
Washington Township Health Care District

EXHIBIT A
LLC AGREEMENT

See attached.