



W A S H I N G T O N

HEALTH CARE FACILITIES

A U T H O R I T Y

*Financing the Health Care Future*

## Board Members

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**Mike Kreidler**

Insurance Commissioner's

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**Toni Hood**

Secretary

Department of Health

**Umar A. Shah**

Public Member

**Steven R. Jacobs**

Executive Director

**Donna A. Murr**

### Washington Health Care Facilities Authority Special Meeting by Teleconference Thursday, December 10, 2020 Meeting Minutes

A special meeting of the Washington Health Care Facilities Authority was held by teleconference. Meeting notices were mailed to all members of the Authority, to all persons who requested such meeting notice, and to those members of the media presently on the mailing list for receiving meeting notices of the Washington Health Care Facilities Authority.

#### Members Present:

David Schumacher, Governor's Designee, Member, Chair  
Toni Hood, Insurance Commissioner's Designee, Member  
Steve Jacobs, Public Member

#### Authority Staff Present:

Donna Murr, Executive Director  
Ashlee Frye, Assistant Executive Director and Chief Financial Officer  
Shannon Govia, Assistant Executive Director and Program Manager  
Danni Miller, Executive Assistant

#### Others Present:

Rusty Fallis, Authority Assistant Attorney General  
Dan Gottlieb, Authority Bond Counsel, Hillis Clark Martin & Peterson P.S.  
Robyn Helmlinger, Authority Bond Counsel, Orrick Herrington & Sutcliffe LLP  
Bryan Victor, Authority Bond Counsel, Orrick Herrington & Sutcliffe LLP  
Mayling Leong, Authority Bond Counsel, Orrick Herrington & Sutcliffe LLP  
Mark Melio, Authority Financial Advisor, Melio & Company  
Raul Ardelean, Authority Financial Advisor, Melio & Company  
Dustin Greer, Sea Mar Community Health Centers  
Matthew Norman, Union Bank  
Joyce Sinakhone, SEIU

Mr. Schumacher called the meeting to order at 1:03 p.m. after noting a quorum was present consisting of himself, Ms. Hood, and Mr. Jacobs.

**Review, discussion and possible action regarding the Minutes from the November 12, 2020 Authority Board Meeting.**

Upon motion by Mr. Jacobs, seconded by Ms. Hood, the minutes of the November 12, 2020 Authority meeting were accepted by a roll call vote of 3-0.

**Review, discussion and possible action regarding the adoption of Resolution No. 2020-07 approving the application for financial assistance and authorizing the issuance and sale of a bond for the benefit of Sea Mar Community Health Centers.**

Mr. Govia summarized Resolution No. 2020-07 which, if adopted, would approve the application for financial assistance submitted by Sea Mar Community Health Centers and authorize the issuance and sale of a bond in the principal amount of \$16,281,202.80. The proceeds of the loan will be used to finance: (1) the construction and remodeling costs for two facilities; (2) the acquisition costs of a third facility; and (3) refinance the WHCFA Series 2015B Bond.

The financing will be structured as a Quick Loan – private placement. The lender is MUFG Union Bank, N.A. The primary bondholder security is a Deed of Trust on properties owned by Sea Mar. There are no Certificate of Need issues per the Department of Health. A TEFRA hearing was held on December 3, 2020, at which no individuals testified for or against the project. The interest rate is fixed at 2.13% with a 10 year initial loan term and 25 year amortization. The depository bank is MUFG Union Bank, N.A. Sea Mar Community Health Centers estimates an approximate savings of \$2,288,473.44 in interest costs over traditional taxable interest rate financing. Mr. Govia noted as a follow up to application acceptance that Sea Mar has provided their 2020 audited financial statements to the Authority.

Mr. Govia introduced Ms. Leong from Orrick Herrington & Sutcliffe LLP, serving as the Authority's bond counsel for this transaction. Ms. Leong summarized the documents presented for approval and indicated that they are all in good order. Based on the determinations that are required by the Authority's WACs, the due diligence investigation conducted by bond counsel, as well as the information in the application, Mr. Govia urged adoption of Resolution No. 2020-07 for the benefit of Sea Mar Community Health Centers.

Mr. Govia introduced Mr. Greer from Sea Mar Community Health Centers who thanked the Authority for their continued support.

There being no further discussion, upon motion by Mr. Jacobs, seconded by Ms. Hood, Resolution No. 2020-07 was adopted by a 3-0 roll call vote.

**Review, discussion and possible action regarding the Proposed Authority Meeting Dates for 2021.**

Ms. Murr provided the Proposed Authority Meeting Dates for 2021 for information purposes only therefore no board action is necessary.

### **Executive Director's Report**

Due to time constraints, the Executive Director's Report was tabled and will be presented at a later meeting.

### **Adjournment:**

There being no further business, the meeting was adjourned at 1:10 pm.

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\_\_\_\_\_, Secretary