

Eureka City Schools – Board of Trustees

Deal or No Deal

Released June 12, 2024

“The people have the right of access to information concerning the conduct of the people’s business, and, therefore, the meetings of public bodies and the writings of public officials and agencies shall be open to public scrutiny.” — California Constitution

SUMMARY

On December 14, 2023, the five-member Eureka City Schools Board of Trustees approved a real-estate transaction exchanging property at the site of the former George C. Jacobs Junior High School for a small residential property plus a multi-million-dollar financial consideration. The Eureka City Schools Trustees determined that selling a valuable public asset is necessary to finance immediate infrastructure projects. This report does not address whether the transaction is a good or bad idea for the district. It is about the Eureka City Schools Trustees decision-making process in this matter.

The Humboldt County Civil Grand Jury concludes that the Eureka City Schools Trustees acted hastily and without sufficient due diligence. While apparently literally complying with the technical requirements of the California Government Code (Brown Act) with respect to a real-estate transaction, the Trustees violated the law’s general intent for public participation and transparency in decision-making.

GLOSSARY

AMG	AMG Communities-Jacobs, LLC
Brown Act	The Ralph M. Brown Act, California Government Code sections 54950-54963
CHP	California Highway Patrol
DGS	California Department of General Services
ECS	Eureka City Schools District
ECS Trustees	Eureka City Schools District, Board of Trustees
HCCGJ	Humboldt County Civil Grand Jury
I Street property	0.15 acre residential property at 3553 I Street, Eureka
Jacobs property	8.3 acres at the site of the former Jacobs Junior High School
LLC	Limited Liability Company
Resolution and Agreement	(December 14, 2023, agenda Item 33) Adoption of Resolution 23-24-023 Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property
Security National	Security National Properties Holding Company, LLC, Eureka

BACKGROUND

Civil grand juries serve as the community’s “watchdog.” Our task is to examine and report upon the affairs of local government. To perform this task, civil grand juries are empowered to conduct investigations. Our purpose is not merely to identify wrongdoing, but also to recommend methods or systems of performing the duties of local agencies.

Eureka City Schools

Eureka City Schools (ECS) is a public school district located in Humboldt County, California. It has 3,522 students in grades K-12. The district oversees Eureka High School, Zoe Barnum High School, Alice Birney Elementary School, Grant Elementary School, Lafayette Elementary School, Washington Elementary School, Winship Middle School, Zane Middle School, and Eureka Adult School. It is governed by a five-member Board of Trustees elected by district. ECS Trustees serve four-year terms and may be re-elected to successive terms. The ECS Trustees principal governing responsibilities are defined by the California Education and Government Codes. The ECS Trustees update their by-laws and attend board governance and management conferences annually.

The Jacobs Property

The Jacobs property, located at 674 Allard Avenue, is the site of the former George C. Jacobs Junior High School.¹ After the school closed in 1982, the school buildings were utilized for adult education and a continuation high school until 2008. In 2021, the school buildings were demolished, leaving the concrete pad foundations.

The total site is approximately 14.1 acres in size. Eureka City Schools (ECS) proposes to dispose of the southernmost 8.3 acres of the site and retain the recreation fields on the northern 5.8 acres. The current site contains two parcels: the northern parcel is 11.70 acres, and the parcel to the south is 2.39 acres. Prior to disposition, a lot line adjustment will be required so that the entire 8.3 acres to be sold and the land being retained by ECS are located on separate legal parcels.

Pursuant to the California Surplus Land Act (California Government Code section 54220, et seq.), the ECS Trustees declared the Jacobs property “exempt surplus land” on October 5, 2023. On October 20, 2023, the California Department of Housing and Community Development issued a letter of permission that allowed ECS to pursue the possibility of exchanging real property with another person or private business firm and waived specific compliance of California Educational Codes regarding the disposal of a public school district property.

Since 2021, extended negotiations occurred with the City of Eureka and the California Department of General Services on behalf of the California Highway Patrol for the sale of the property. In August 2023 a newfound purchaser (later named AMG Communities-Jacobs, LLC) abruptly offered to purchase the property in a deal eventually valued at \$6 million. On December 14, 2023, the ECS Trustees approved a Resolution and Agreement to sell the Jacobs property to AMG (see Appendix A: Minutes of the December 14, 2023, ECS Trustee meeting).

Ralph M. Brown Act (California Government Code sections 54950-54963)

“In enacting this chapter, the Legislature finds and declares that the public commissions, boards and councils and the other public agencies in this State exist to aid in the conduct of the people's business. It is the intent of the law that their actions be taken openly and that their deliberations be conducted openly.”

“The people of this State do not yield their sovereignty to the agencies which serve them. The people, in delegating authority, do not give their public servants the right to decide what is good for the people to know and what is good for them not to know. The people insist on remaining informed so that they may retain control over the instruments they have created.”

¹ Constructed in 1956 and named for George C. Jacobs (1881-1956), a prominent businessman, school board member, civic leader, and Mayor of Eureka.

Brown Act, California Government Code section 54950

The Brown Act was enacted in 1953 to provide for public participation in governmental decision-making.² It applies to all legislative bodies, standing committees of local government agencies, and governing bodies of non-profit corporations formed by a public agency. In essence, with few exceptions, all governmental decisions must occur in open meetings that allow meaningful public participation in the decision-making process. California residents have a right to both observe and participate in official decisions before those decisions are made.³

A meeting, as defined by the Brown Act, is “any congregation of a majority of the members of a legislative body at the same time and location, including teleconference location . . . to hear, discuss, deliberate, or take action on any item that is within the subject matter jurisdiction of the legislative body” (California Government Code section 54952.2(a)). For example, if a majority, such as five out of seven, of local government legislative board members gather for a business discussion, whether formal or informal, that is regarded as a meeting pursuant to the Brown Act. The key elements for a meeting are quorum and discussion, hearing, or deliberation of issues; the meeting need not to be formally convened to be subject to the act. That means that “informal,” “study,” “discussion,” “informational,” “fact-finding,” or “pre-council” gatherings of a quorum of the members of a board are within the scope of the Brown Act as meetings.

Conferences and retreats, other public meetings, meetings of other legislative bodies, social or ceremonial events are exempt from the Brown Act provided that legislative members follow certain rules such as limiting the discussion to the agenda in the conference; or that legislative members do not discuss among themselves business of their legislative body. Also excluded from the application of the Brown Act are individual contacts or conversations between a member of a legislative body and any other person such as agency staff, or a non-staff or non-board member.

The Brown Act provides that “a majority of the members of a legislative body shall not, outside a meeting authorized by this chapter, use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter jurisdiction of the legislative body” (California Government Code section 54952(b)(1)). Serial meetings involve a sequence of communication between members of a legislative body that are less than a quorum, but when all eventual participants are considered, it constitutes a majority.

² Ralph M. Brown (1908-1966), Assemblymember and former Speaker, represented the 30th Assembly District (Monterey and Santa Cruz) 1943-1961.

³ *Epstein v. Hollywood Entertainment Dist. II Bus. Improvement Dist.* (2001) 87 Cal.App.4th 862, 867 “It is clearly the public policy of this state that the proceedings of public agencies, and the conduct of the public's business, shall take place at open meetings, and that the deliberative process by which decisions related to the public's business are made shall be conducted in full view of the public.”; see also *Olson v. Hornbrook Community Services Dist.* (2019) 33 Cal.App.5th 502, and 98 Ops. Cal. Atty. Gen. 41 (2015).

The Brown Act allows closed sessions for the purpose of real property negotiations. This “real-estate-negotiations exception” is in two parts (see Appendix B: California Government Code section 54956.8):

- (1) A legislative body of a local agency may hold a closed session with its negotiator prior to the purchase, sale, exchange, or lease of real property by or for the local agency to grant authority to its negotiator regarding the price and terms of payment for the purchase, sale, exchange, or lease.
- (2) Prior to the closed session, the legislative body of the local agency must hold an open and public session in which it identifies its negotiators, the real properties which the negotiations may concern, and the person or persons with whom its negotiators may negotiate.

An agenda for each ECS Trustee meeting needs to be posted at least 72 hours in advance – “no action shall be taken on any item not appearing on [the agency’s meeting] agenda” unless certain exceptions apply, none of which are applicable here (California Government Code section 54954.3). Agenda items must provide enough information to give the public “a fair chance to participate in matters of particular or general concern by providing the public with more than mere clues from which they must then guess or surmise the essential nature of the business to be considered by a local agency” (*San Diegans for Open Government v. City of Oceanside* (2016) 4 Cal.App.5th 637, 643).

For real-estate negotiations, the agenda needs to specifically identify the properties by street address, parcel number, or other unique reference, and the negotiating persons for each party named (94 Ops. Cal. Atty. Gen. 82). In addition, the closed session discussion is limited to:

- The amount of consideration that the local agency is willing to pay or accept in exchange for the real property rights to be acquired or transferred in the particular transaction,
- The form, manner, and timing of how that consideration will be paid, and
- Items that are essential to arriving at the authorized price and payment terms, such that their public disclosure would be tantamount to revealing the information that the exception permits to be kept confidential.

A complaint to “cure and correct” a possible violation to the Brown Act must be filed quickly: within 30 days of the date the action was taken during an open meeting in violation of agenda requirements or within 90 days for all other cases (California Government Code section 54960.1). Once the legislative body has received the complaint, it has 30 days to cure or correct the challenged action. If it fails to do so, a person may then file suit to void the action. No “cure and correct” complaints were received by ECS on this matter. Any interested person alleging a past violation of the Brown Act and seeking to bar further violations – as opposed to seeking to invalidate a specific government decision or action – may attempt to resolve the matter through an elaborate settlement procedure starting with a “cease and desist” letter (California Government Code section 54960.2).

Prior to the closed session, the legislative body of the local agency must hold an open public session in which it identifies the real property at issue and identifies the persons with whom its negotiator may negotiate (California Government Code section 54956.8). After the closed session that concludes real-estate negotiations, the legislative body must immediately publicly report any final approval of an agreement and the substance of that agreement in open session. Thus, unless and until the body has reached a final agreement on real property negotiations, the body is not required to report the substance of the closed session discussions (see Appendix B: California Government Code section 54957.1(a)(1)).

Limited Liability Company

A Limited Liability Company (LLC) is a business structure allowed by state statute. Each state has different regulations. In California, a limited liability company combines traditional corporate and partnership characteristics. Members of an LLC are given the same advantage of limited liability as shareholders of a corporation, while generally being taxable at the member level, like a partner in a partnership. Combining the characteristics of a corporation with those of a partnership or sole proprietorship, an LLC is relatively easy to establish by adopting a unique name and registering simple “Articles of Organization” with the California Secretary of State followed by a “Statement of Information” within ninety days naming a manager or principal members. Limited liability means that the assets and debts of the business remain separate from the personal assets and debts of the company's owners (called “members”). If the company goes bankrupt, creditors cannot go after the owners' personal assets, just that of the business. Like a partnership, LLCs “pass through” their profits so that they are taxed as part of the LLC owners who report them on their individual tax returns avoiding “double taxation” of both the company and its members.

METHODOLOGY

Interviews: Eureka City Schools officials and principal advisers
ECS Trustee meeting agendas and minutes
Media reporting
Extensive consultation with an attorney specializing in the Brown Act

DISCUSSION

The Brown Act is touted as a model for public involvement and participation in decision-making. However, members of the ECS Trustees and their advisers maintain that this is not true with respect to what they term as “informal” real-estate negotiations. They assert that all proposals, negotiations, discussions, conversations, drafts, notes, letters, text and email messages, and other communications and documents are confidential (see Appendix B: California Government Code section 54957.1). ECS administrators and legal counsel maintain that all such negotiations are secret, even the fact that they are occurring, until a final resolution is presented to the ECS Trustees for a vote in open session. Only the final “formal” resolution and agreement needs to be announced publicly, as was done in this matter. Aware of potential media questions regarding Brown Act compliance, ECS issued a press release defending its position (see Appendix D: ECS Press Release, December 20, 2023, “Eureka City School Board Adheres to Brown Act Regulations in Real Property Negotiations in Relationship to the Jacobs Property”). However, California public agencies are prohibited from interpreting and applying a statute technically if doing so would narrow a statute’s scope and defeat its legislative purpose (*People v. Honig* (1996) 48 Cal.App.4th 289).

In late 2023, after months of protracted negotiations, a deal between Eureka City Schools and the California Department of General Services, on behalf of the California Highway Patrol (DGS/CHP), seemed likely to conclude at a purchase price of \$4 million.

Then, seemingly out of the blue, on December 14, 2023, the Eureka City Schools Trustees were presented with a proposed Resolution and Agreement for a unique real-estate deal – exchanging the Jacobs property for a small residential property at 3553 I Street plus a multi-million-dollar financial consideration – with an entity named AMG Communities-Jacobs, LLC (AMG).^{4 5} AMG was formally created only 48 hours earlier on December 12, 2023. The proposed property exchange would bypass California Education Code requirements for the sale of exempt surplus property.⁶ The primary members or negotiator(s) for AMG were not identified.

⁴ ECS Resolution 23-24-023 (December 14, 2023) Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property

<https://eureka.novusagenda.com/agendapublic/AttachmentViewer.ashx?AttachmentID=6501&ItemID=4186>

First Amendment to Agreement for Exchange Of Real Property Between Eureka City Schools and AMG Communities-Jacobs, LLC, (April 04, 2024)

<https://eureka.novusagenda.com/agendapublic/DisplayAgendaPDF.ashx?MeetingID=248>

<https://eureka.novusagenda.com/agendapublic/DisplayAgendaPDF.ashx?MinutesMeetingID=184>

⁵ AMG Communities-Jacobs, LLC, “Reimagining the Jacobs Middle School Site” <https://thejacobscommunity.com/>

⁶ The real-estate deal is termed “unique” (maybe call it a “loophole”) because the property exchange is exempt from all the other sale of surplus property procedures described in the California Education Code.

California Education Code section 17536, Exchange of Property (1998): “The governing board of a school district may exchange any of its real property for real property of another person or private business firm. Any exchange shall be upon such terms and conditions as the parties thereto may agree and may be entered into without complying with any provisions in this code except as provided in this article.”

The \$6 million property exchange proposal seemed a too-good-to-refuse inducement to ECS Trustees. With the Jacobs-I Street exchange, ECS would finally be rid of the blighted Jacobs property and would receive \$5.35 million that it sorely needs for other projects. The ECS Trustees, expressing implicit and unquestioning trust and confidence in their negotiator and attorney, quickly accepted the deal with minimal notice and little, if any, vetting. After years of delay, the whole deal was introduced and rushed to completion in less than 2½ hours at the December 14, 2023, ECS Trustee meeting among an otherwise crowded agenda (see Appendix A: Minutes of the December 14, 2023, ECS Trustee meeting).

The Jacobs property transaction is related to an ongoing political dispute between a prominent community businessman and philanthropist – owner of the local commercial real-estate firm Security National Properties Holding Company, LLC (Security National)⁷ – and the City Council of the City of Eureka. The City of Eureka wants developers to build affordable housing on three city-owned parking lots to comply with the Housing Element of the City’s 2040 General Plan. In opposition, Security National funded two organizations: Citizens for a Better Eureka and Housing for All.^{8 9} Citizens for a Better Eureka, a nonprofit corporation represented by Attorney Bradley B. Johnson (Everview Ltd., San Diego), filed five lawsuits claiming that the City of Eureka failed to follow the California Environmental Quality Act when it declared the parking lots surplus property. Housing for All, a political organization, successfully qualified a petition initiative adding a measure to the November 2024 general election ballot requiring, if it passes, that the Jacobs property be zoned for housing.¹⁰

The real-estate exchange transaction with AMG could forestall a DGS/CHP deal and tie-up the Jacobs property until after the November 2024 election. The relationship between the pending ECS-AMG Jacobs property transaction and the parking versus housing dispute is supported by the following circumstantial pattern of involvement. Attorney Bradley B. Johnson is the common denominator.

- Bradley B. Johnson reportedly initiated contact with ECS in August 2023 suggesting another purchaser for the Jacobs property (besides the City or DGS/CHP) using the land exchange provision of the California Education Code.
- Bradley B. Johnson is listed as the Secretary and Chief Financial Officer of Citizens for a Better Eureka in the Statement of Information for the nonprofit corporation filed with the California Secretary of State in September 2023.
- Bradley B. Johnson, representing Citizens for a Better Eureka, funded by Security National, initiated five lawsuits against the City of Eureka.
- Bradley B. Johnson signed the Agreement for the sale of the Jacobs property to AMG Communities-Jacobs, LLC as an agent for AMG.

⁷ Security National Properties Holding Company, LLC <https://snpdevelopment.com/>

⁸ Citizens for a Better Eureka <https://www.citizensforabettereureka.org/>

⁹ Housing for All <https://www.eurekahousingforall2024.org/>

¹⁰ Eureka Housing for All and Downtown Vitality Initiative: <https://eurekahousingforall2024.org/wp-content/uploads/2024/04/FINAL-Housing-for-All-Initiative-8.3.23.pdf>

- Bradley B. Johnson’s company, Everview Ltd., is listed in escrow documents as the purchaser of the 3553 I Street property.
- Bradley B. Johnson is listed as the Manager of AMG Communities-Jacobs, LLC in the Statement of Information for the LLC filed with the California Secretary of State in April 2024.
- Bradley B. Johnson sent and received many emails to and from ECS administrative staff and legal counsel regarding the Jacobs property real-estate transaction before and after the December 14, 2023, ECS Trustee meeting.

Deficiencies

- The public was not notified and provided with information about the pending deal. Although the “agenda packet” distributed to ECS Trustees approximately 72 hours before the December 14, 2023, meeting included the draft resolution and agreement (17 pages single-spaced), these documents were not available to the public. The publicly announced agenda at the time did not specify the details of the pending transaction.¹¹ The following statements in the December 14, 2023, agenda were the only public notice.

ECS December 14, 2023, Agenda Item C(5) closed session:¹²

“Conference with Real Property Negotiator Superintendent Van Vleck Regarding Jacobs Building Property Concerning Price and/or Terms of Payment (GC § 54956.8) (Negotiating Parties: California Highway Patrol and AMG Communities-Jacobs, LLC)”

ECS December 14, 2023, Agenda Item M(33) Discussion/Action open session:

“Adoption of Resolution 23-24-023 Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property”

- There was insufficient time for the ECS Trustees and the public to read, understand, and openly discuss and question the pending deal.
- Prior public notice did not inform that the pending deal involved not just a sale of surplus property but a property exchange bypassing certain provisions of the Education Code. There were two properties involved, the Jacobs property for I Street property swap plus cash. Only the Jacobs property was announced to the public in the December 14, 2023, meeting agenda, an omission corrected in later meeting agendas.

¹¹ Agenda, ECS Trustee meeting, December 14, 2023, <https://eureka.novusagenda.com/agendapublic/DisplayAgendaPDF.ashx?MeetingID=265>

¹² Pursuant to California Government Code section 54957.2, ECS Trustees may designate a clerk or other officer or employee to attend each closed session and keep and enter in a “minute book” a record of topics discussed and decisions made at the meeting. A minute book is a standard business recordkeeping best practice. It typically holds information that is requested during a due diligence process associated with litigation, financing, audits, historical inquiry, or transactions. ECS Trustees do not do this.

- ECS Trustees did not publicly verify the bona fide identity and finances of AMG Communities-Jacobs, LLC.
- Prior public notice failed to personally name the AMG Communities-Jacobs, LLC principal members or negotiator(s).
- Resolution 23-24-023 falsely specified that AMG Communities-Jacobs, LLC owned the I Street property.

Due Diligence

Due diligence is the exercise of reasonably prudent care and caution before buying, selling, giving, or receiving professional advice. In business, due diligence refers to the proactive process of gathering or disclosing relevant and reliable information about a prospective contract or financial transaction. With respect to public agencies in California, due diligence means carefully adhering to the spirit, intent, and letter of the Brown Act for openness and transparency in decision-making. The public has a right to be informed about pending decisions, to be involved, and to fully participate.

In a representative democracy, the public elects officials to act in their interests. Elected officials make important decisions on behalf of the public, including how to spend public monies, and safeguard public assets and investments.

Public officials have a “fiduciary” responsibility to adhere to the “prudent investor standard” for financial transactions (see Appendix B: California Government Code sections 53600.3 and 53600.5). A person acting in a fiduciary capacity is held to a high standard of diligence, responsibility and honesty. This means using all possible skill, care and prudence to make decisions that will produce positive results for the community.

Decision-making

The Eureka City Schools Trustees appropriately perceive their principal duty and responsibility as providing for the well-being and education of students in the school district. They readily concede that they have more interest and knowledge in such matters as curriculum than in management subjects such as finance, human resources, contracting, supervision/direction, law, or real estate. In these matters they look to professional advisers.

The ECS Trustees were exasperated with the seemingly interminable process, dragging on month-after-month, of negotiating with the City of Eureka and DGS/CHP. Rather than retain the Jacobs property in anticipation of possible enrollment growth in the long term, the ECS Trustees are anxious to fund several expensive near-term high-priority infrastructure projects. With a \$6 million offer on the table, common sense to assure this offer would come through financially was brushed off. The ECS Trustees did not exercise due diligence and did not inquire about the resolution agreement.

Frustration and impatience were compounded by an apparent culture of deference. ECS Trustees expressed implicit trust, confidence, and reliance on the assurances and counsel of professional experts. Long-term ECS Trustees respected their expertise and had a comfortable relationship with their experienced superintendent and advisers. Newer ECS Trustees respect both the staff and their longer-serving fellow ECS Trustees. Over time, in a decision-making body, inherent respect for expertise and integrity of seniors and staff can lull participants into effectively ceding decision-making power and fiduciary responsibility to technical experts and bureaucrats.¹³

During our investigation we observed patterns of behavior including interviewee inability to remember important events, inconsistent statements, obfuscation or dissembling, and purported absence of emails, text messages, and other records. This delayed the HCCGJ – and the public – from inquiring about the decision-making process to sell/swap the Jacobs property and determine whether the ECS Trustees were unduly influenced by third parties to make uninformed decisions.

At the request of the HCCGJ the Humboldt County Superior Court issued a subpoena duces tecum for documents from ECS to establish a timeline for the Jacobs property transaction (see Appendix C, Decision-Making Timeline). The content of many communications to/from ECS legal counsel on this matter were redacted (i.e., blacked out) on the assertion of attorney-client privilege. The timeline indicates rushed decision-making dominated by ECS administration and the respective legal counsels for ECS and AMG. Details of the ongoing negotiation and pending transaction were hidden from the public. In particular, the instruction to ECS Trustees that the draft December 14, 2023, agenda was “highly confidential” was wrong. The draft agenda along with the draft Resolution and Agreement was a writing containing information relating to the conduct of the public’s business prepared, owned, used, or retained by ECS. That made it a public record (California Government Code section 7920.530(a)).¹⁴

There are strong indications that decisions regarding the timing, terms and conditions of the Resolution and Agreement for the disposition of the Jacobs property were made by the Superintendent and advisers, not by the ECS Trustees, long before the ECS Trustee December 14, 2023, meeting:

- Despite no indication that there was any kind of deadline, the ECS Trustees appeared to rush to create the pretense of acting after thoughtful deliberation.
- ECS Trustees seemingly ceded decision-making duties and authority to the advisers and did not question or critically examine the Resolution or Agreement. Some ECS Trustees indicated that they did not question or seek additional information about the Resolution and Agreement in closed session because they implicitly trusted their advisers. On December 14, 2023, the ECS Trustees in effect “rubber-stamped” the Resolution and Agreement.

¹³ The governing bodies of public agencies are allowed to delegate some of their power and authority to employees who do not sit on the Board. However, a total abdication of power is prohibited. *Golightly v. Molina* (2014) 229 Cal.App.4th 1501, 1515-1516.

¹⁴ There is an exception for draft documents, but only if a draft is not retained in the ordinary course of business and if the public interest in withholding those records clearly outweighs the public interest in disclosure (California Government Code section 7927.500).

- ECS Trustees, administrators, and advisers did not provide sufficient information regarding the agendized Jacobs property transaction at least 72 hours prior to ECS Trustee action, thereby preventing meaningful public participation in the enactment of the Resolution and Agreement.

CONCLUSION

The Eureka City Schools Trustees may have technically complied with the provisions of the Brown Act. But ECS Trustees skirted the Brown Act's intent to allow publicly open participation in governmental decision-making.

Secretive, last-minute, quick judgment, in an intentionally compressed time-period, without public knowledge, behind closed doors, is exactly the kind of decision-making the Brown Act intended to avoid. There was no effective opportunity for the public to know about, consider, and participate in an important decision regarding selling a valuable public asset, even if the result of the decision is perceived to be in the near-term best interests of students.

The Brown Act protects the public's rights of free speech and petition. However, the right of free speech is meaningless if you don't know what you are talking about. Without adequate notice and information about the Resolution and Agreement, AMG, and the property being exchanged, the public did not have an adequate opportunity to participate, and fully and fairly exercise their rights of speech and petition with respect to the Jacobs property transaction.

It seems that the ECS Trustees have been knowingly or unknowingly roped into the ongoing local housing versus parking controversy. The cost to ECS if the AMG deal falls apart is \$100 that was pledged in escrow, and potentially a lost deal with DGS/CHP. The intangible cost is diminished public trust and confidence in decision-making by their elected officials.

This experience can be considered a business case study and object lesson to elected boards in California of how not to go about the process of selling surplus real estate, and serve as a reminder of the adage, "if something sounds too good to be true, it probably is."

FINDINGS

The Humboldt County Civil Grand Jury finds that:

F1: Public notice of the pending real-estate decision prior to the December 14, 2023, Eureka City Schools Trustee meeting did not describe the transaction as a proposed property exchange under California Education Code section 17536 and did not specify both properties involved. Therefore, the public did not have an opportunity to be informed and to question the details of the pending decision. **(R1, R2, R3, R4, R5)**

F2: Public notice of the pending real-estate decision prior to the December 14, 2023, Eureka City Schools Trustee meeting did not identify the person or persons with whom the designated Eureka City Schools negotiator may negotiate – specifically, the name (identity) of the principal members and financial backers of AMG Communities – Jacobs, LLC. Therefore, the public did not have an opportunity to be informed and to question the details of the pending decision. **(R1, R2, R3, R4, R5)**

F3: Public notice of the pending real-estate decision prior to the December 14, 2023, Eureka City Schools Trustee meeting did not include the proposed text of Resolution 23-24-023 and Agreement. Therefore, the public did not have an opportunity to be informed and to question the details of the pending decision. **(R1, R2, R3, R4, R5)**

F4: Eureka City Schools Trustees did not fully vet AMG Communities-Jacobs, LLC to establish the bona-fide identity of its members and its financial integrity and discuss this information in open session. Therefore, the public did not have an opportunity to be informed and to question the details of the pending decision and its potential relationship to other local public policy issues. **(R1, R2, R3, R4, R5)**

F5: Resolution 23-24-023 and Agreement was introduced and voted on within 2½ hours on December 14, 2023. The Eureka City Schools Trustees acted hastily without sufficient prudence and due diligence. This deprived the public of information and adequate explanation and communication regarding terms and conditions or sufficient opportunity to consider, respond or question the transaction. **(R1, R2, R3, R4, R5)**

F6: The Eureka City Schools Trustees conducted unrecorded, secret, undocumented, and undisclosed negotiations. This deprived the public of adequate explanation and communication regarding terms and conditions, or sufficient opportunity to consider, respond or question the transaction during open sessions, and prevented the Humboldt County Civil Grand Jury from determining whether Eureka City Schools Trustees complied with the California Government Code during closed sessions. **(R1, R2, R3, R4, R5)**

RECOMMENDATIONS

The Humboldt County Civil Grand Jury recommends that:

R1: Pursuant to California Government Code section 54957.2 the Eureka City Schools Trustees designate a clerk or other officer or employee to attend each closed session and keep and enter in a confidential minute book a record of topics discussed and decisions made at the meeting. This recommendation is to be done by December 31, 2024. **(F6)**

R2: Although the time for immediate cure and correct action has expired, the Eureka City Schools Trustees make details of the Jacobs property negotiations and ongoing status of the transaction known to the public by October 1, 2024. **(F6)**

R3: The Eureka City Schools Trustees adopt and implement procedures to assure compliance with the spirit and intent, as well as the literal and technical requirements, of the Brown Act with respect to public notice and participation to avoid the deficiencies noted in this report. This recommendation is to be done by March 31, 2025. **(F1, F2, F3, F4, F5, F6)**

R4: The Eureka City Schools Trustees create audio and video recordings of all open sessions of Eureka City Schools Trustee meetings. This recommendation is to be done by December 31, 2025. **(F6)**

R5: The Eureka City Schools Trustees and staff engage in comprehensive Brown Act training conducted by independent experts not connected with Eureka City Schools or California School Boards Association. This recommendation is to be done by December 31, 2025. **(F1, F2, F3, F4, F5, F6)**

RESPONSES

Pursuant to California Penal Code sections 933 and 933.05, each entity or individual named below must respond to the enumerated Findings and Recommendations within specific statutory guidelines.

Responses to Findings shall be either:

- The respondent agrees with the finding, or:
- The respondent disagrees wholly or partially with the finding, in which case the response shall specify the portion of the finding that is disputed and shall include an explanation of the reasons therefor.

Responses to Recommendations shall be one of the following:

- The recommendation has been implemented, with a summary regarding the implemented action, or
- The recommendation has not yet been implemented, but will be implemented in the future, with a time frame for implementation, or

- The recommendation requires further analysis, with an explanation and the scope and parameters of an analysis or study, and a time frame for the matter to be prepared for discussion by the officer or head of the agency or department being investigated or reviewed, including the governing body of the public agency where applicable. This time frame shall not exceed six months from the date of the publication of the Grand Jury report, or
- The recommendation will not be implemented because it is not warranted or is not reasonable, with an explanation therefor.

REQUIRED RESPONSES – WITHIN 90 DAYS

Board of Trustees, Eureka City Schools
(All findings, all recommendations)

Responses are to be sent to:

The Honorable Judge Kelly L. Neel
Humboldt County Superior Court
825 5th Street, Eureka, CA 95501

The Humboldt County Civil Grand Jury
825 5th Street, Eureka, CA 95501

Reports issued by the Grand Jury do not identify individuals interviewed. Penal Code section 929 requires that reports of the Grand Jury not contain the name of any person or facts leading to the identity of any person who provides information to the Grand Jury.

APPENDIX A

Minutes of the December 14, 2023, ECS Trustee meeting relevant to the Jacobs property transaction

<https://eureka.novusagenda.com/agendapublic/DisplayAgendaPDF.ashx?MinutesMeetingID=177>

[Members of the public, commenting during open sessions, are identified by initials in brackets.]

Eureka City Schools Board of Education
District Office - 2100 J Street - Eureka, CA 95501
Regular Meeting 6:30 PM December 14, 2023
MINUTES

A. CALL TO ORDER OF OPEN SESSION (5:30pm)

...

B. PUBLIC COMMENT ON CLOSED SESSION ITEMS

[SB], a resident of Eureka and parent of a student at EHS, addressed the Board on Closed Session Item C(5). [SB] expressed concern that a resolution has not been attached relating to this item. [SB] read aloud the portion of the Brown Act and believes the resolution should have been made available for public inspection prior to discussion of this item. [SB] has concerns about transparency. [SB] reviewed information on the Secretary of State's website which listed the LLC as being creating (sic) two days ago. [SB] requested the item be pulled from the agenda until the public has a chance to review the resolution.

Superintendent Van Vleck notes how this item was agendized aligns (sic) with the requirements of the Brown Act.

[JF] addressed the Board and appreciates the opportunity to speak. [JF] believes the public did have an opportunity to speak regarding this item. [JF] hopes the Board makes a positive decision on this item and believes it supports housing in the community. [JF] notes the Jacobs site is a great option for housing, as it could contain hundreds of housing units. The Jacobs site is also within safe walking distance of many stores and community areas.

[TC] addressed the Board on Closed Session C(5). [TC] believes Jacobs hits all the marks for housing in the community, without sacrificing the downtown Eureka area. Without a viable downtown and business District, Eureka does not have a downtown.

[PC] addressed the Board and states [PC] disagrees with comments by [SB]. There is an initiative to the City of Eureka to bring a vote to the community on housing initiatives and they have chosen not to allow that. [PC] hopes the Board makes a decision that supports the community.

C. CLOSED SESSION

...

(5) Conference with Real Property Negotiator Superintendent Van Vleck Regarding Jacobs Building Property Concerning Price and/ or Terms of Payment (GC § 54956.8) (Negotiating Parties: California Highway Patrol and AMG Communities-Jacobs, LLC)

...

D. RECONVENING OF OPEN SESSION (6:30 p.m.)

. . .

E. REPORT OUT FROM CLOSED SESSION

There was no action to report on closed session items. A copy of the resolution and agreement relating to the upcoming D/A action are now available. [Copies made available to the public at the Board meeting.] The District's attorney, Harold Freiman, LozanoSmith, provided a comment to those in attendance conveyed the process the District followed, which was proper under the Brown Act. The agenda item materials have now been made public now that the Board has finished discussing the closed session item.

. . .

M. DISCUSSION/ACTION

. . .

(33) Adoption of Resolution 23-24-023 Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property

Ziegler states the Board has provided a copy the resolution and the attorney is available virtually.

[MN] addressed the Board about the resolution. [MN] notes the valuation of the I Street property is not substantiated. There is not (sic) information about zoning or information on the review process through the City or County planning commission processes.

A Trustees (sic) conveyed the importance of the District having an extra \$2 million dollars for the students of ECS. It is noted the Board is not here to decide politics, the Board needs to do what is best for the students.

Van Vleck provided the historical perspective relating to the Jacobs property. The first 7-11 Committee actually occurred prior to Van Vleck coming to the District and the District has waited for the right opportunity. This item has been on the agenda for closed session at many of the Board meetings, as the Board discussed ways to move forward.

This process started with an initial \$1.1 million dollar offer from CHP. The District then spent over \$1 million to abate the property. There have been additional offers for the approx. 8-acre parcel, such as the \$1.6 (sic) from the City for the property, which was very public. Negotiations continued with DGS/CHP and the District received an offer of \$4 million dollars. It took a tremendous amount of time to get that written offer from CHP. The also District (sic) discussed parameters relating to a possible sale with DGS, which took additional time.

In the meantime, the District received an offer for a property exchange for a property on I Street, with an estimated value of approximately \$600k. The \$600k will be deduced (sic) from the \$6 million dollar sale price. Van Vleck notes time and patience has served the District well, and accepting this offer will have the post (sic) positive impact on the students. Van Vleck urged the Board to consider the greatest benefit to the students.

Van Vleck notes there is an item later on in the agenda relating to Albee Stadium, which will ultimately cost the District \$40-45 million, with a partial state match.

If sold, the District will not have a say in what the property is being used for, and those conversations will take place between the buyer and the City.

Board member discussion on the process and previous offers. The money is needed to fund the services to the students of ECS. If housing is built on the property, it will benefit the community.

[TS] addressed the Board and notes Eureka is getting to be a very unsafe place to live. If this becomes an unplace to live, the school enrollment numbers will go down. There is no traffic control in Eureka. If CHP were in that location, it would make the neighborhood safe. He is upset ECS did not maintain the previous Jacobs Jr. High. CHP wants that location. He does not feel safe driving in Eureka. He urged the Board to reconsider engaging the public regarding public property.

It was M/S . . . to adopt Resolution 23-24-023 Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property. . . . Motion carried.

. . .

S. ADJOURNMENT (8:10 p.m.)

APPENDIX B

California Government Code section 54956.8,

Notwithstanding any other provision of this chapter, a legislative body of a local agency may hold a closed session with its negotiator prior to the purchase, sale, exchange, or lease of real property by or for the local agency to grant authority to its negotiator regarding the price and terms of payment for the purchase, sale, exchange, or lease. However, prior to the closed session, the legislative body of the local agency shall hold an open and public session in which it identifies its negotiators, the real property or real properties which the negotiations may concern, and the person or persons with whom its negotiators may negotiate. For purposes of this section, negotiators may be members of the legislative body of the local agency. For purposes of this section, "lease" includes renewal or renegotiation of a lease. Nothing in this section shall preclude a local agency from holding a closed session for discussions regarding eminent domain proceedings pursuant to Section 54956.9. (Emphasis added)

California Government Code section 54957.1

(a) The legislative body of any local agency shall publicly report any action taken in closed session and the vote or abstention on that action of every member present, as follows:

(1) Approval of an agreement concluding real estate negotiations pursuant to Section 54956.8 shall be reported after the agreement is final, as follows:

(A) If its own approval renders the agreement final, the body shall report that approval and the substance of the agreement in open session at the public meeting during which the closed session is held.

(B) If final approval rests with the other party to the negotiations, the local agency shall disclose the fact of that approval and the substance of the agreement upon inquiry by any person, as soon as the other party or its agent has informed the local agency of its approval.

(2) Approval given to its legal counsel to defend, or seek or refrain from seeking appellate review or relief, or to enter as an amicus curiae in any form of litigation as the result of a consultation under Section 54956.9 shall be reported in open session at the public meeting during which the closed session is held. The report shall identify, if known, the adverse party or parties and the substance of the litigation. In the case of approval given to initiate or intervene in an action, the announcement need not identify the action, the defendants, or other particulars, but shall specify that the direction to initiate or intervene in an action has been given and that the action, the defendants, and the other particulars shall, once formally commenced, be disclosed to any person upon inquiry, unless to do so would jeopardize the agency's ability to effectuate service of process on one or more unserved parties, or that to do so would jeopardize its ability to conclude existing settlement negotiations to its advantage.

(3) Approval given to its legal counsel of a settlement of pending litigation, as defined in Section 54956.9, at any stage prior to or during a judicial or quasi-judicial proceeding shall be reported after the settlement is final, as follows:

(A) If the legislative body accepts a settlement offer signed by the opposing party, the body shall report its acceptance and identify the substance of the agreement in open session at the public meeting during which the closed session is held.

(B) If final approval rests with some other party to the litigation or with the court, then as soon as the settlement becomes final, and upon inquiry by any person, the local agency shall disclose the fact of that approval, and identify the substance of the agreement.

(4) Disposition reached as to claims discussed in closed session pursuant to Section 54956.95 shall be reported as soon as reached in a manner that identifies the name of the claimant, the name of the local agency claimed against, the substance of the claim, and any monetary amount approved for payment and agreed upon by the claimant.

(5) Action taken to appoint, employ, dismiss, accept the resignation of, or otherwise affect the employment status of a public employee in closed session pursuant to Section 54957 shall be reported at the public meeting during which the closed session is held. Any report required by this paragraph shall identify the title of the position. The general requirement of this paragraph notwithstanding, the report of a dismissal or of the nonrenewal of an employment contract shall be deferred until the first public meeting following the exhaustion of administrative remedies, if any.

(6) Approval of an agreement concluding labor negotiations with represented employees pursuant to Section 54957.6 shall be reported after the agreement is final and has been accepted or ratified by the other party. The report shall identify the item approved and the other party or parties to the negotiation.

(7) Pension fund investment transaction decisions made pursuant to Section 54956.81 shall be disclosed at the first open meeting of the legislative body held after the earlier of the close of the investment transaction or the transfer of pension fund assets for the investment transaction.

(b) Reports that are required to be made pursuant to this section may be made orally or in writing. The legislative body shall provide to any person who has submitted a written request to the legislative body within 24 hours of the posting of the agenda, or to any person who has made a standing request for all documentation as part of a request for notice of meetings pursuant to Section 54954.1 or 54956, if the requester is present at the time the closed session ends, copies of any contracts, settlement agreements, or other documents that were finally approved or adopted in the closed session. If the action taken results in one or more substantive amendments to the related documents requiring retyping, the documents need not be released until the retyping is completed during normal business hours, provided that the presiding officer of the legislative body or his or her designee orally summarizes the substance of the amendments for the benefit of the document requester or any other person present and requesting the information.

(c) The documentation referred to in subdivision (b) shall be available to any person on the next business day following the meeting in which the action referred to is taken or, in the case of substantial amendments, when any necessary retyping is complete.

(d) Nothing in this section shall be construed to require that the legislative body approve actions not otherwise subject to legislative body approval.

(e) No action for injury to a reputational, liberty, or other personal interest may be commenced by or on behalf of any employee or former employee with respect to whom a disclosure is made by a legislative body in an effort to comply with this section.

(f) This section is necessary to implement, and reasonably within the scope of, paragraph (1) of subdivision (b) of Section 3 of Article I of the California Constitution.

(Emphasis added)

California Government Code section 53600.3

[A]ll governing bodies of local agencies or persons authorized to make investment decisions on behalf of those local agencies investing public funds pursuant to this chapter are trustees and therefore fiduciaries subject to the prudent investor standard. When investing, reinvesting,

purchasing, acquiring, exchanging, selling, or managing public funds, a trustee shall act with care, skill, prudence, and diligence under the circumstances then prevailing, including, but not limited to, the general economic conditions and the anticipated needs of the agency, that a prudent person acting in a like capacity and familiarity with those matters would use in the conduct of funds of a like character and with like aims, to safeguard the principal and maintain the liquidity needs of the agency. ... (Emphasis added)

California Government Code section 53600.5

When investing, reinvesting, purchasing, acquiring, exchanging, selling, or managing public funds, the primary objective of a trustee shall be to safeguard the principal of the funds under its control. The secondary objective shall be to meet the liquidity needs of the depositor. The third objective shall be to achieve a return on the funds under its control.

APPENDIX C

Decision-Making Timeline

November 2022 – December 2023

ECS was negotiating with the California Department of General Services on behalf of the California Highway Patrol (DGS/CHP), for the purchase of the Jacobs property.

August 2023

Attorney B. Johnson initially contacts Superintendent Van Vleck to suggest another potential purchaser, eventually known as AMG Communities-Jacobs, LLC (AMG), via the property exchange transaction as provided in California Education Code section 17536.

August-December 2023

Discussions, proposals, and negotiations with both AMG and DGS/CHP representatives ensue.

December 5, 2023

The DGS/CHP negotiator emailed the ECS Superintendent asking about the status of the negotiation.

December 8, 2023

The following communications took place:

- [1:30 p.m.] District legal counsel sent an email to AMG’s representative B. Johnson: “Do you have any objection if the District puts the agreement with your last round of changes in it on next Thursday’s agenda and posts that agenda publicly today?”
- [4:00 p.m.] The Superintendent’s assistant emailed a copy of the agenda for the December 14, 2023, board meeting to the ECS Trustees stating that publishing the agenda will be delayed “... until closer to the 72-hour mark on Monday, December 11th. Please note this agenda remains highly confidential and is not public until Monday afternoon.”
- [10:00 p.m.] ECS’s legal counsel sent an email to the Superintendent: “We are pushing forward to finalize the exchange resolution and agreement and the agenda item, with the objective of getting that all to ... by 3 [i.e., 3:00p.m. December 09, 2023].”

December 10, 2023

ECS administrative staff distributed, via email, a copy of the Resolution and Agreement to all ECS Trustees identifying AMG as the Jacobs property’s purchaser.

December 11, 2023

ECS posted the agenda for the December 14, 2023, meeting. The agenda gave the public notice of a closed session to discuss ECS negotiations with the CHP and AMG to purchase the Jacobs property. This was the first public notification that AMG was a potential buyer. The posted agenda did not include a copy of the Resolution and Agreement.

Agenda Item C(5): “Conference with Real Property Negotiator Superintendent Van Vleck Regarding Jacobs Building Property Concerning Price and/or Terms of Payment (GC § 54956.8) (Negotiating Parties: California Highway Patrol and AMG Communities-Jacobs, LLC)”

Agenda Item M(33) Motion: “Adoption of Resolution 23-24-023 Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property.”

December 12, 2023

AMG Communities-Jacobs, LLC (AMG) came into existence as a limited liability company. No officers were disclosed in AMG’s Articles of Organization filed with the California Secretary of State. Instead, AMG’s filing identified a law firm in Sutter Creek as AMG’s agent for service of process. [In April 2024, Bradley Johnson was named as the Manager of AMG Communities-Jacobs, LLC in the Statement of Information for the LLC filed with the California Secretary of State.]

December 13, 2023

ECS Superintendent replied to DGS/CHP negotiator: “[T]he Jacobs property is on the agenda for tomorrow (Thursday) night. The CHP is one of the potential purchasers, however, another potential buyer has contacted the District with a substantially higher offer. The Board will be discussing this and providing direction on how to proceed.”

December 14, 2023

ECS Trustee meeting during which the following events took place:

- ECS Trustees met in closed session for approximately one hour to discuss five closed session items. Agenda Item C(5) was: “Conference with Real Property Negotiator Superintendent Van Vleck Regarding Jacobs Building Property Concerning Price and/or Terms of Payment (GC § 54956.8) (Negotiating Parties: California Highway Patrol and AMG Communities- Jacobs, LLC).”
- Upon returning to open session, the ECS Trustees announced that the Resolution and Agreement were now available to the public. The posted documents were unchanged from the drafts distributed to ECS Trustees on December 10, 2023.
- Approximately one-hour later, the ECS Trustees voted unanimously to approve the following motion:
“Adoption of Resolution 23-24-023 Approving Property Exchange Pursuant to Education Code Section 17536 and Directing District Superintendent, or Designee, to Finalize and Execute the Agreement for Exchange of Real Property.”
- Two members of the public commented prior to the ECS Trustees unanimously ratifying the Resolution and Agreement. One person argued the property should have been sold to the CHP and asked the board to engage with the public about the Jacobs property.

The second person complained about the lack of information pertaining to the value of the residence AMG was “swapping” for the property.

- Minutes: “The District's attorney, Harold Freiman, LozanoSmith, provided a comment to those in attendance conveyed (sic) the process the District followed, which was proper under the Brown Act. The agenda item materials have now been made public now that the Board has finished discussing the closed session item.”

December 20, 2023

ECS Press Release: Eureka City School Board Adheres to Brown Act Regulations in Real Property Negotiations in Relationship to the Jacobs Property. (See Appendix D)

December 22, 2023

ECS Press Release: Eureka City Schools Concludes a More than Fifteen-Year-Long Process with Sale of Jacobs Junior High Campus.

“Eureka City Schools (ECS) announces the entry into escrow after a comprehensive, more than fifteen-year-long process regarding the future of the Jacobs Junior High campus located at 674 Allard Avenue in Eureka. The ECS Board firmly believes that the sale of the Jacobs property aligns with the best interests of students within the District. . . . The Board’s most recent action was taken on December 14, 2023. They approved a resolution allowing the exchange of the Jacobs property and authorized the Superintendent to finalize and execute the Agreement for the Exchange of Real Property. The decision to finalize the sale comes after an extensive 15-year process, marked by robust public input, community engagement, and stakeholder involvement through town hall meetings, Board meetings, and canvassing the neighborhood.”

APPENDIX D

ECS Press Release: December 20, 2023

Eureka City School Board Adheres to Brown Act Regulations in Real Property Negotiations in Relationship to the Jacobs Property

Eureka, CA – December 20, 2023 — The Eureka City School Board is committed to transparency and accountability in all its operations, particularly in compliance with the Ralph M. Brown Act, California's open meeting law. The Board recognizes the importance of keeping the public informed while also safeguarding sensitive negotiations related to real property.

The Brown Act, enacted to ensure public access to the decision-making processes of local government agencies, allows the School Board to discuss certain confidential matters in closed session. This expressly includes discussion regarding the terms of real property negotiations. This provision is designed to protect the District's bargaining position and to facilitate open and candid discussions among board members without divulging the parameters of what has been provided to the District's negotiator, in this case the Superintendent.

During these closed sessions, the Board is permitted to deliberate and consider the specifics of real property transactions without disclosing sensitive information to the public. This enables the School Board to provide parameters to the Superintendent to negotiate effectively, ensuring the best interests of the district and its stakeholders are upheld.

The Brown Act mandates certain documents related to real property negotiations be made public at specific stages of the process. Once a formal agreement is reached and ready to proceed to the Board for approval, the relevant documents, such as the terms of the transaction, are made available to the public in accordance with the law. In the case of our most recent meeting, the relevant agreement on which the Board was giving direction to the Superintendent was an exchange of property. That agreement was linked to the resolution approving the agreement and authorizing the District staff to enter into escrow on the Jacobs property. Until the Board gave direction to the Superintendent regarding terms, the agreement and related resolution were not yet public records.

The Eureka City School Board remains committed to upholding the principles of transparency and accountability. Information shared during closed sessions is kept confidential until the appropriate time for public disclosure, aligning with the legal requirements of the Brown Act. In the case of our Board meeting on Thursday, December 14, 2023, the relevant resolution and attached agreement was made public immediately following the closed session and at the outset of the public session portion of the meeting, prior to the Board's action on the resolution and agreement.