



Housing Authority
of the
City of Alameda

PHONE: (510) 747-4300
FAX: (510) 522-7848
TTY/TRS: 711

701 Atlantic Avenue • Alameda, California 94501-2161

AGENDA
DATE & TIME **REGULAR MEETING OF THE BOARD OF COMMISSIONERS**
LOCATION **Wednesday, October 15, 2025 - 6:00 PM**

Independence Plaza, 703 Atlantic Avenue, Alameda - Ruth Rambeau Memorial Community Room

PUBLIC PARTICIPATION Public access to this meeting is available as follows:

To Attend In-Person -

Independence Plaza, 703 Atlantic Avenue, Alameda - Ruth Rambeau Memorial Community Room

Join Zoom Meeting

<https://us06web.zoom.us/j/82617583123?pwd=BM3TenEVxEayocip8V0NHIZ9Qi0nYb.1>

Meeting ID: 826 1758 3123

Passcode: 406791

Persons wishing to address the Board of Commissioners are asked to submit comments for the public speaking portion of the Agenda as follows:

- Send an email with your comment(s) to jpolar@alamedahsg.org and vcooper@alamedahsg.org prior to or during the Board of Commissioners meeting
- Call and leave a message at (510) 871-7435.

When addressing the Board, on agenda items or business introduced by Commissioners, members of the public may speak for a maximum of three minutes per agenda item when the subject is before the Board.

Persons in need of special assistance to participate in the meetings of the Housing Authority of the City of Alameda Board of Commissioners, please contact (510) 747-4325 (voice), TTY/TRS: 711, or jpolar@alamedahsg.org. Notification 48 hours prior to the meeting will enable the Housing Authority of the City of Alameda Board of Commissioners to make reasonable arrangements to ensure accessibility or language assistance.

PLEDGE OF ALLEGIANCE



1. ROLL CALL
2. AB2449 COMPLIANCE "AB2449 Compliance: The Chair will confirm that there are 4 members in the same, properly noticed meeting room within the jurisdiction of the City of Alameda. Each board member who is accessing the meeting remotely must disclose verbally whether they are able to be remote under AB2449: (1) just cause (max. 2 per year), or (2) emergency circumstances." For Emergency Circumstances, the request must be approved by a majority vote of the Board of Commissioners for the emergency circumstances to be used as a justification to participate remotely. Remote Commissioners must provide a general description of the circumstances relating to need to appear remotely at the given meeting. Commissioner must also publicly disclose at the meeting, prior to any action, whether any other individuals 18 years or older are present in the room with the member at the remote location, and the general nature of the member's relationship with such individuals. Note: A Commissioner cannot participate in meetings of the Board of Commissioners solely by teleconference from a remote location for a period of more than 3 consecutive months or 20% of the regular meetings for AHA within a calendar year, or more than 2 meetings if the Board of Commissioners regularly meets fewer than 10 times per calendar year.
3. COMMISSIONER RECUSALS
4. Public Comment (Non-Agenda)
5. Closed Session - 6:00 p.m. - Adjournment to Closed Session to Consider:
 - 5.A. Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9: One potential case.
6. Adjournment of Closed Session
7. RECONVENE REGULAR MEETING
8. Announcement of Action Taken in Closed Session, if any.
9. Public Comment (Non-Agenda)
10. AGENDA
 - 10.A. Approve two letters addressed to members of the public unconditionally committing to stop and not repeat the past action alleged to have violated the Brown Act; Approve corrections to Closed Session Caption No. 5.C on the April 16, 2025 Agenda to comply with the Brown Act; Approve revisions to minutes for the meeting dated April 16, 2025 to reflect correction to the caption for Closed Session Item No. 5.C; Authorize the Board Chair and Executive Director to sign the revised minutes for the April 16, 2025 meeting reflecting the correction to Closed Session Item No. 5.C. **Page 4**
 - 10.B. Approve the Board of Commissioners' unconditional commitments to cease, desist from, and not repeat the past allegation alleged to violate the Brown Act, in accordance with Government Code Section 54960.2; and Approve two unconditional commitment letters addressed to members of the public



responding to emails regarding Closed Session caption errors alleged to violate the Brown Act. **Page 14**

- 10.C. Approve corrections to Closed Session Captions on the February 19, 2025, March 19, 2025, and April 16, 2025 Agendas to comply with the Brown Act; Approve revisions to minutes for the meetings dated the February 19, 2025, March 19, 2025, and April 16, 2025; and Authorize the Board Chair and Executive Director to sign the revised minutes for the February 19, 2025, March 19, 2025, and April 16, 2025 meetings reflecting the correction to Closed Session Captions. **Page 22**
11. ORAL COMMUNICATIONS, Non-Agenda (Public Comment)
12. WRITTEN COMMUNICATIONS
13. EXECUTIVE DIRECTOR'S COMMUNICATIONS
14. COMMISSIONER COMMUNICATIONS, (Communications from the Commissioners)
15. CONTINUATION OF CLOSED SESSION OF HOUSING AUTHORITY BOARD OF COMMISSIONERS – IF NEEDED
16. Announcement of Action Taken in Closed Session, if any.
17. ADJOURNMENT

* * * Note * * *

- Documents related to this agenda are available on-line at:
<https://www.alamedahsg.org/meetings/>
- Know Your RIGHTS Under The Ralph M. Brown Act: Government's duty is to serve the public, reaching its decisions in full view of the public. The Board of Commissioners exists to conduct the business of its constituents. Deliberations are conducted before the people and are open for the people's review. In order to assist the Housing Authority's efforts to accommodate persons with severe allergies, environmental illnesses, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the Housing Authority accommodate these individuals.



To: Honorable Chair and Members of the Board of Commissioners

From: Vanessa Cooper, Executive Director

Date: October 15, 2025

Re: Approve two letters addressed to members of the public unconditionally committing to stop and not repeat the past action alleged to have violated the Brown Act; Approve corrections to Closed Session Caption No. 5.C on the April 16, 2025 Agenda to comply with the Brown Act; Approve revisions to minutes for the meeting dated April 16, 2025 to reflect correction to the caption for Closed Session Item No. 5.C; Authorize the Board Chair and Executive Director to sign the revised minutes for the April 16, 2025 meeting reflecting the correction to Closed Session Item No. 5.C.

BACKGROUND

Two members of the public notified the Housing Authority of the City of Alameda (AHA) via email that the captions used for certain closed session agenda items relating to 2615 Eagle Ave (The Poplar) were incorrect.

The Housing Authority of the City of Alameda (AHA) is a public body that is subject to the Ralph M. Brown Act (California Government Code Section 54950 et seq.) ("Brown Act"). The Brown Act ensures public access to meetings of state and local governments. Consistent with that right, AHA values transparency and protects the public's right of access to information concerning AHA business.

Closed sessions are portions of meetings conducted in private without the attendance of the public or press. They are permitted under the Brown Act for specified purposes as part of a regular or special meeting, and during an emergency meeting, under certain circumstances.

DISCUSSION

Permissible closed sessions under the Brown Act, include, but are not limited to, (i) conference with real property negotiators to discuss price and terms of payment, (ii) conference with legal counsel regarding potential or actual litigation, (iii) threat to public services or facilities, (iv) appointment, employment, evaluation of performance,



discipline, or dismissal of a public employee; and (v) conference with Labor Negotiators.

Unintentional Closed Session Caption Errors

September 17, 2025 Board of Commissioners Meeting; Incorrect Closed Session Item No. 5A Pulled

On or about September 16, 2025, AHA received an email notice from a member of the public stating that the safe harbor caption for Closed Session Item No. 5.A on the September 17, 2025 agenda was incorrect. Upon receipt of the email notice, AHA pulled the Closed Session Item No. 5.A from the agenda evidenced by (1) revising the posted agenda to identify Closed Session Item No. 5.A as being removed from the agenda, and (2) publicly announcing during open session at the September 17, 2025 meeting that Closed Session Item No. 5.A is pulled and will not be discussed. Only Closed Session Item Nos. 5.B, 5.C, 5.D, 5.E, and 5.F were discussed in Closed Session at the September 17, 2025 Board of Commissioners meeting.

Original closed session caption that was incorrect and pulled:

CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to
Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501

Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez,
Director of Housing Development, Alicia Southern, Director of Human
Resources, Alison Torbett (Nixon Peabody – Counsel), Neil Saxby (Renew
Urban - Consultant)

Negotiating Parties: Housing Authority of the City of Alameda

Under Negotiation: Potential litigation

The proper closed session caption for Closed Session Item No. 5.A. should have been the following:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9: One potential case

April 16, 2025, Board of Commissioners Meeting; Correction to Closed Session Caption No.5C

On September 18, 2025, a member of the public sent an email to AHA identifying Closed Session Item No. 5.C on the April 16, 2025 agenda as being miscategorized. The email also provided that the April 16,2025 meeting minutes did not reflect such miscategorization. Both of the incorrect Closed Session items which were identified related to real property located at 2615 Eagle Avenue, Alameda, CA, which is owned by AHA. No action was taken in Closed Session.

AHA, in consultation with its general counsel, thereafter conducted an internal review of

prior agendas to identify any additional unintentional errors in Closed Session captions relating to 2615 Eagle Avenue, Alameda, CA in 2025. The review confirmed the unintentional errors in (1) the caption used for Closed Session Item No. 5.A listed on the September 17, 2025 AHA Board of Commissioners meeting agenda, and (2) the caption used for Closed Session Item No. 5.C listed on the April 16, 2025 AHA Board of Commissioners meeting agenda. No additional Closed Session errors were found relating to 2615 Eagle Avenue in 2025.

As discussed above, Closed Session Item No. 5.A listed on the September 17, 2025 meeting agenda, was removed from the agenda ahead of the meeting. No closed session on this matter occurred and therefore no further action is required by the Board of Commissioners.

The second unintentional error relates to the caption used for Closed Session Item No. 5.C on the April 16, 2025 meeting agenda. The purpose of this action is to correct that error pursuant to the procedures set forth in the Brown Act. It is important to note that no action was taken during Closed Session Item No. 5.C.

Correction of Closed Session Caption; Unconditional Commitment Letter Pursuant to Brown Act

Pursuant to Government Code Section 54960.2, before filing suit to determine the applicability of the Brown Act to a past action, an interested person must submit to the legislative body a cease and desist letter within 9 months of the claimed violation, setting forth the alleged violation, and the legislative body must have failed to issue an unconditional commitment to cease and desist from the alleged past action within 30 days of receiving the letter. (Govt Code section 54960.2). The cease and desist letter must comply with the requirements set forth in Government Code section 54960.2 (a). A legislative body may respond to a cease and desist letter at any time with an unconditional commitment to stop and not repeat the past action alleged to have violated the Brown Act. (Govt Code section 54960.2(b)) An unconditional commitment must be substantially in the form provided by statute and must be approved by the legislative body in open session as a separate item of business and not on the consent agenda. (Govt Code section 54960.2 (c)(1)–(2)). If the unconditional commitment is made within 30 days of receiving a cease and desist letter, then it is a bar to suit and any civil suit subsequently filed must be dismissed with prejudice. (Govt Code section 54960.2(c)(3)). AHA has not received a cease and desist letter from any parties in accordance with Govt Code section 54960.2 (a).

Here, although the two members of the public did not submit formal cease and desist letters that complied with Govt Code section 54960.2(a), they submitted general emails, staff is recommending that the legislative body respond to the two emails by approving, in open session at this regular meeting, as a separate item of business, an unconditional commitment to cease, desist from, and not repeat the past action that is alleged to violate the Brown Act. The unconditional commitment letters do not constitute an admission of a violation of the Brown Act.

The incorrect past action identified on the April 16, 2025 agenda is below:

5.C. CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501 Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody - Counsel)

Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Potential litigation

Closed Session Item no. 5.C from the April 16, 2025 agenda should be corrected to read as follows:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9: One potential case

Staff recommends the Board of Commissioner approve and authorize the issuance of the two proposed unconditional commitment letters regarding the closed session caption error. The letters have been reviewed by General Counsel.

Staff also recommends the Board of Commissioners authorize and approve modifications to the minutes for the April 16, 2025 meeting to reflect the error and proposed correction. In order to prevent unintentional closed session errors from occurring on future agendas, General Counsel has provided staff with additional guidance and Counsel will be providing all future closed session captions. A written protocol is being created and Staff and Counsel will also undertake its review of agendas and minutes on a much earlier timeline than previously followed. The annual Brown Act training will be held in early 2026 for all Staff and Board members. Staff is also working on an issue with the existing board preparation software to ensure inapplicable closed session captions are properly saved and not carried over. Staff will also conduct an assessment as to whether it may be necessary to change the software.

FISCAL IMPACT

N/A

CEQA

N/A

RECOMMENDATION

Approve two letters addressed to members of the public unconditionally committing to stop and not repeat the past action alleged to have violated the Brown Act; Approve corrections to Closed Session Caption No. 5.C on the April 16, 2025 Agenda to comply with the Brown Act; Approve revisions to minutes for the meeting dated April 16, 2025 to reflect correction to the caption for Closed Session Item No. 5.C; Authorize the Board

Chair and Executive Director to sign the revised minutes for the April 16, 2025 meeting reflecting the correction to Closed Session Item No. 5.C.

ATTACHMENTS

1. Item 10.A - Attachment 1 - DRAFT 10.15.25 Letter to Mr. J. Faustini
2. Item 10.A - Attachment 2 - DRAFT 10.15.25 Letter to Mr. R. Shaye

Respectfully submitted,



Vanessa Cooper, Executive Director

October 15, 2025

Sent via email: **TO BE ADDED**

Re: Unconditional Commitment Pursuant to Govt. Code Section 54960.2(c)

Dear Mr. Faustini:

The Board of Commissioners of the Housing Authority of the City of Alameda has received your emails including but not limited to those dated September 16, 2025, September 17, 2025, September 18, 2025, September 19, 2025, September 22, 2025, September 25, 2025, October 1, 2025 and October 8, 2025, and your allegations that the following described past action of the legislative body violates the Ralph M. Brown Act: Please note, the emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2.:

1. Email of September 16, 2025 regarding September 17, 2025 agenda Closed Session Item No. 5.A

Incorrect Caption Identified:

CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501

Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody – Counsel), Neil Saxby (Renew Urban - Consultant)

Negotiating Parties: Housing Authority of the City of Alameda

Under Negotiation: Potential litigation

Concerns regarding the citation for closed session agenda item including " *The section of the agenda that pertains to the portion of closed session regarding the property at 2615 Eagle Ave. cites Gov. Code Sect. 54956.8. as authorization for this portion of the closed session, However, it also cites "potential litigation" as the topic under negotiation. Section 54956.8 only covers the purchase.* "

Action taken: Closed Session Item no. 5.A. was pulled and was not held.

2. Emails of September 18, 2025, September 19, 2025, September 25, 2025 and October 1, 2025 regarding April 16, 2025 Closed Session Item No. 5.C

Incorrect Caption Identified:

5.C. CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501 Assessor's Parcel Numbers: 70-161-55-2
Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody - Counsel)

Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Potential litigation

Similar concerns regarding the citation for closed session agenda item and minutes including *"The April 16 meeting also had a mis-categorization on its Agenda (Item 5C) and the minutes do not indicate any announcement at the meeting regarding the mis-categorization."*

No action was taken in this closed session item on April 16, 2025.

Action taken: Minutes and agenda citations for Closed Session Item no. 5.C. will be corrected to read as follows:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9:
One potential case

The emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2., however, in order to avoid unnecessary litigation and without admitting any violation of the Ralph M. Brown Act, the Board of Commissioners hereby unconditionally commits that it will cease, desist from, and not repeat the challenged past action as described above.

The Board of Commissioners may rescind this commitment only by a majority vote of its membership taken in open session at a regular meeting and noticed on its posted agenda as "Rescission of Brown Act Commitment." You will be provided with written notice, sent by any means or media you provide in response to this message, to whatever address or addresses you specify, of any intention to consider rescinding this

commitment at least 30 days before any such regular meeting. In the event that this commitment is rescinded, you will have the right to commence legal action pursuant to subdivision (a) of Section 54960 of the Government Code. That notice will be delivered to you by the same means as this commitment or may be mailed to an address that you have designated in writing.

Very truly yours,

Vanessa Cooper
Executive Director

Cc: Robert Shaye
Board of Commissioners
Jhaila Brown, Goldfarb & Lipman, General Counsel

October 15, 2025

Sent via email: **TO BE ADDED**

Re: Unconditional Commitment Pursuant to Govt. Code Section 54960.2(c)

Dear Mr. Shaye:

The Board of Commissioners of the Housing Authority of the City of Alameda has received your emails including but not limited to those dated September 26, 2025, September 30, 2025 and October 1, 2025, and allegations that the following described past action of the legislative body violates the Ralph M. Brown Act: Please note, the emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2.:

1. Email of September 26, 2025 and subsequent emails of September 30, 2025 and October 1, 2025 re April 16 2025 agenda item 5C.

Incorrect Caption Identified:

5.C. CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501 Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody - Counsel)

Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Potential litigation

Concerns regarding the citation for closed session agenda and minutes including " *Was Potential Litigation discussed in the closed session in the April board meeting? The meeting minutes indicate yes. If so, is it not a Brown Act violation to not disclose what's required under subsection 5465.9?*"

Action taken: Minutes and agenda citations for Closed Session Item no. 5.C. will be corrected to read as follows:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9:
One potential case

No action was taken in this closed session item on April 16, 2025.

The emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2., however, in order to avoid unnecessary litigation and without admitting any violation of the Ralph M. Brown Act, the Board of Commissioners hereby unconditionally commits that it will cease, desist from, and not repeat the challenged past action as described above.

The Board of Commissioners may rescind this commitment only by a majority vote of its membership taken in open session at a regular meeting and noticed on its posted agenda as "Rescission of Brown Act Commitment." You will be provided with written notice, sent by any means or media you provide in response to this message, to whatever address or addresses you specify, of any intention to consider rescinding this commitment at least 30 days before any such regular meeting. In the event that this commitment is rescinded, you will have the right to commence legal action pursuant to subdivision (a) of Section 54960 of the Government Code. That notice will be delivered to you by the same means as this commitment or may be mailed to an address that you have designated in writing.

Very truly yours,

Vanessa Cooper
Executive Director

Cc: Jay Faustini
Board of Commissioners
Jhaila Brown, Goldfarb & Lipman, General Counsel



PHONE: (510) 747-4300
FAX: (510) 522-7848
TTY/TRS: 711

701 Atlantic Avenue • Alameda, California 94501-2161

To: Honorable Chair and Members of the Board of Commissioners

From: Vanessa Cooper, Executive Director

Date: October 15, 2025

Re: Approve the Board of Commissioners' unconditional commitments to cease, desist from, and not repeat the past allegation alleged to violate the Brown Act, in accordance with Government Code Section 54960.2; and Approve two unconditional commitment letters addressed to members of the public responding to emails regarding Closed Session caption errors alleged to violate the Brown Act.

BACKGROUND

Two members of the public notified the Housing Authority of the City of Alameda (AHA) via email that the captions used for certain Closed Session agenda items relating to 2615 Eagle Ave (The Poplar) were incorrect. More information is contained in agenda item 10.A.

This action seeks (1) approval of the Board of Commissioners' unconditional commitment to cease, desist from, and not repeat the past allegation alleged to violate the Brown Act, in accordance with Government Code Section 54960, and (2) approval of the two unconditional commitment letters addressed to members of the public responding to their emails regarding closed session caption errors alleged to violate the Brown Act.

DISCUSSION

Correction of Closed Session Caption; Unconditional Commitment Letter Pursuant to Brown Act

Pursuant to Government Code Section 54960.2, before filing suit to determine the applicability of the Brown Act to a past action, an interested person must submit to the legislative body a cease and desist letter setting forth the alleged violation, and the legislative body must have failed to issue an unconditional commitment to cease and desist from the alleged past action within 30 days of receiving the letter. (Govt Code section 54960.2). The cease and desist letter must comply with the requirements set forth in Government Code section 54960.2 (a). A legislative body may respond to a



cease and desist letter at any time with an unconditional commitment to stop and not repeat the past action alleged to have violated the Brown Act. (Govt Code section 54960.2(b)) An unconditional commitment must be substantially in the form provided by statute and must be approved by the legislative body in open session as a separate item of business and not on the consent agenda. (Govt Code section 54960.2 (c)(1)–(2)). If the unconditional commitment is made within 30 days of receiving a cease and desist letter, then it is a bar to suit and any civil suit subsequently filed must be dismissed with prejudice. (Govt Code section 54960.2(c)(3)). The Housing Authority of the City of Alameda has not received a cease and desist letter from any parties in accordance with Govt Code section 54960.2 (a). The fact that a legislative body provides an unconditional commitment shall not be construed or admissible as evidence of a violation of this chapter.

September 17, 2025 Board Meeting; Closed Session Item No. 5A Pulled Original closed session caption that was incorrect and pulled:

CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501

Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody – Counsel), Neil Saxby (Renew Urban - Consultant)

Negotiating Parties: Housing Authority of the City of Alameda

Under Negotiation: Potential litigation

The closed session caption for Closed Session Item No. 5.A. should have been the following:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9: One potential case.

April 16, 2025 Board Meeting; Incorrect Closed Session Item No. 5.C.

5.C. CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501 Assessor's Parcel Numbers: 70-

161-55-2 Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody - Counsel)

Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation:

Potential litigation

Closed Session Item No. 5.C. from April 16, 2025 agenda should be corrected to read as follows:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9: One potential

case.

No action was taken in this closed session item on April 16, 2025.

Unconditional Commitment

Here, although the two members of the public did not submit formal cease and desist letters that complied with Govt Code section 54960.2(a), they submitted general emails, staff is recommending that the legislative body respond to the two emails by approving, in open session at this regular meeting, as a separate item of business, an unconditional commitment to cease, desist from, and not repeat the past action that is alleged to violate the Brown Act. The unconditional commitment letters do not constitute an admission of a violation of the Brown Act.

Staff recommends the Board approve and authorize the issuance of the two proposed unconditional commitment letters regarding the closed session caption error. The letters have been reviewed by General Counsel.

FISCAL IMPACT

N/A

CEQA

N/A

RECOMMENDATION

Approve the Board of Commissioners' unconditional commitments to cease, desist from, and not repeat the past allegation alleged to violate the Brown Act, in accordance with Government Code Section 54960.2; and Approve two unconditional commitment letters addressed to members of the public responding to emails regarding Closed Session caption errors alleged to violate the Brown Act.

ATTACHMENTS

1. Item 10.B - Attachment 1 - DRAFT 10.15.25 Letter to Mr. J. Faustini
2. Item 10.B - Attachment 2 - DRAFT 10.15.25 Letter to Mr. R. Shaye

Respectfully submitted,



Vanessa Cooper, Executive Director

October 15, 2025

Sent via email: **TO BE ADDED**

Re: Unconditional Commitment Pursuant to Govt. Code Section 54960.2(c)

Dear Mr. Faustini:

The Board of Commissioners of the Housing Authority of the City of Alameda has received your emails including but not limited to those dated September 16, 2025, September 17, 2025, September 18, 2025, September 19, 2025, September 22, 2025, September 25, 2025, October 1, 2025 and October 8, 2025, and your allegations that the following described past action of the legislative body violates the Ralph M. Brown Act: Please note, the emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2.:

1. Email of September 16, 2025 regarding September 17, 2025 agenda Closed Session Item No. 5.A

Incorrect Caption Identified:

CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501

Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody – Counsel), Neil Saxby (Renew Urban - Consultant)

Negotiating Parties: Housing Authority of the City of Alameda

Under Negotiation: Potential litigation

Concerns regarding the citation for closed session agenda item including " *The section of the agenda that pertains to the portion of closed session regarding the property at 2615 Eagle Ave. cites Gov. Code Sect. 54956.8. as authorization for this portion of the closed session, However, it also cites "potential litigation" as the topic under negotiation. Section 54956.8 only covers the purchase.*"

Action taken: Closed Session Item no. 5.A. was pulled and was not held.

2. Emails of September 18, 2025, September 19, 2025, September 25, 2025 and October 1, 2025 regarding April 16, 2025 Closed Session Item No. 5.C

Incorrect Caption Identified:

5.C. CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501 Assessor's Parcel Numbers: 70-161-55-2
Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody - Counsel)

Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Potential litigation

Similar concerns regarding the citation for closed session agenda item and minutes including *"The April 16 meeting also had a mis-categorization on its Agenda (Item 5C) and the minutes do not indicate any announcement at the meeting regarding the mis-categorization."*

No action was taken in this closed session item on April 16, 2025.

Action taken: Minutes and agenda citations for Closed Session Item no. 5.C. will be corrected to read as follows:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9:
One potential case

The emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2., however, in order to avoid unnecessary litigation and without admitting any violation of the Ralph M. Brown Act, the Board of Commissioners hereby unconditionally commits that it will cease, desist from, and not repeat the challenged past action as described above.

The Board of Commissioners may rescind this commitment only by a majority vote of its membership taken in open session at a regular meeting and noticed on its posted agenda as "Rescission of Brown Act Commitment." You will be provided with written notice, sent by any means or media you provide in response to this message, to whatever address or addresses you specify, of any intention to consider rescinding this

commitment at least 30 days before any such regular meeting. In the event that this commitment is rescinded, you will have the right to commence legal action pursuant to subdivision (a) of Section 54960 of the Government Code. That notice will be delivered to you by the same means as this commitment or may be mailed to an address that you have designated in writing.

Very truly yours,

Vanessa Cooper
Executive Director

Cc: Robert Shaye
Board of Commissioners
Jhaila Brown, Goldfarb & Lipman, General Counsel



October 15, 2025

Sent via email: **TO BE ADDED**

Re: Unconditional Commitment Pursuant to Govt. Code Section 54960.2(c)

Dear Mr. Shaye:

The Board of Commissioners of the Housing Authority of the City of Alameda has received your emails including but not limited to those dated September 26, 2025, September 30, 2025 and October 1, 2025, and allegations that the following described past action of the legislative body violates the Ralph M. Brown Act: Please note, the emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2.:

1. Email of September 26, 2025 and subsequent emails of September 30, 2025 and October 1, 2025 re April 16 2025 agenda item 5C.

Incorrect Caption Identified:

5.C. CONFERENCE WITH REAL PROPERTY NEGOTIATORS pursuant to Government Code Section 54956.8.

Property Location: 2615 Eagle, Alameda, CA 94501 Assessor's Parcel Numbers: 70-161-55-2

Agency Negotiators: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alicia Southern, Director of Human Resources, Alison Torbett (Nixon Peabody - Counsel)

Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation:
Potential litigation

Concerns regarding the citation for closed session agenda and minutes including " *Was Potential Litigation discussed in the closed session in the April board meeting? The meeting minutes indicate yes. If so, is it not a Brown Act violation to not disclose what's required under subsection 5465.9?*"

Action taken: Minutes and agenda citations for Closed Session Item no. 5.C. will be corrected to read as follows:

Conference with Legal Counsel -Anticipated Litigation: Significant exposure to litigation pursuant to subdivision (d)(2) of Government Code Section 54956.9:
One potential case

No action was taken in this closed session item on April 16, 2025.

The emails submitted to the Housing Authority referenced above did not comply with the Brown Act requirements for a cease and desist letter pursuant to Government Code section 54960.2., however, in order to avoid unnecessary litigation and without admitting any violation of the Ralph M. Brown Act, the Board of Commissioners hereby unconditionally commits that it will cease, desist from, and not repeat the challenged past action as described above.

The Board of Commissioners may rescind this commitment only by a majority vote of its membership taken in open session at a regular meeting and noticed on its posted agenda as "Rescission of Brown Act Commitment." You will be provided with written notice, sent by any means or media you provide in response to this message, to whatever address or addresses you specify, of any intention to consider rescinding this commitment at least 30 days before any such regular meeting. In the event that this commitment is rescinded, you will have the right to commence legal action pursuant to subdivision (a) of Section 54960 of the Government Code. That notice will be delivered to you by the same means as this commitment or may be mailed to an address that you have designated in writing.

Very truly yours,

Vanessa Cooper
Executive Director

Cc: Jay Faustini
Board of Commissioners
Jhaila Brown, Goldfarb & Lipman, General Counsel



PHONE: (510) 747-4300
FAX: (510) 522-7848
TTY/TRS: 711

701 Atlantic Avenue • Alameda, California 94501-2161

To: Honorable Chair and Members of the Board of Commissioners

From: Vanessa Cooper, Executive Director

Date: October 15, 2025

Re: Approve corrections to Closed Session Captions on the February 19, 2025, March 19, 2025, and April 16, 2025 Agendas to comply with the Brown Act; Approve revisions to minutes for the meetings dated the February 19, 2025, March 19, 2025, and April 16, 2025; and Authorize the Board Chair and Executive Director to sign the revised minutes for the February 19, 2025, March 19, 2025, and April 16, 2025 meetings reflecting the correction to Closed Session Captions.

BACKGROUND

The Housing Authority of the City of Alameda (AHA) is a public body that is subject to the Ralph M. Brown Act (California Government Code Section 54950 et seq.) ("Brown Act"). The Brown Act ensures public access to meetings of state and local governments. Consistent with that right, the Housing Authority values transparency and protects the public's right of access to information concerning AHA business.

Closed Sessions are portions of meetings conducted in private without the attendance of the public or press. They are permitted under the Brown Act for specified purposes as part of a regular or special meeting, and during an emergency meeting, under certain circumstances.

Permissible Closed Sessions under the Brown Act, include, but are not limited to, (i) conference with real property negotiators to discuss price and terms of payment, (ii) conference with legal counsel regarding potential or actual litigation, (iii) threat to public services or facilities, (iv) appointment, employment, evaluation of performance, discipline, or dismissal of a public employee; and (v) conference with Labor Negotiators.

DISCUSSION

The Housing Authority of the City of Alameda, in consultation with its General Counsel, conducted an internal review of 2025 agendas and minutes to identify any unintentional errors in Closed Session captions. The review confirmed the unintentional errors in Closed Session captions in the meeting agendas and minutes for February 19, 2025,



March 19, 2025, and April 16, 2025. A table is attached showing the published Closed Session caption and the proposed corrections to the closed session captions.

No action was taken on any of the items identified in the attached table of corrections.

In order to prevent unintentional Closed Session caption errors from occurring on future agendas, General Counsel has provided staff with additional guidance and Counsel will be providing all future Closed Session captions. A written protocol is being created, and Staff and Counsel will also undertake its review of agendas and minutes on a much earlier timeline than previously followed. The annual Brown Act training will be held in early 2026 for all Staff and Board members.

The proposed corrections are in no way an admission by the Board of any violation of the Brown Act.

FISCAL IMPACT

N/A

CEQA

N/A

RECOMMENDATION

Approve corrections to Closed Session Captions on the February 19, 2025, March 19, 2025, and April 16, 2025 Agendas to comply with the Brown Act; Approve revisions to minutes for the meetings dated the February 19, 2025, March 19, 2025, and April 16, 2025; and Authorize the Board Chair and Executive Director to sign the revised minutes for the February 19, 2025, March 19, 2025, and April 16, 2025 meetings reflecting the correction to Closed Session Captions.

ATTACHMENTS

1. Item 10.C - Attachment 1

Respectfully submitted,



Vanessa Cooper, Executive Director

Legislative Body/Date	Original Agenda/Minutes Captions	Proposed Agenda/Minutes Captions
BoC 2/19/25 NO ACTION TAKEN	<p><u>Published Caption</u></p> <p>5.A Conference with Real Property Negotiations (Government Code§ 54956.8) Property: 501 Mosely Street, Alameda, CA 94501, APN 074-0905-012-09 Portion of 074-0905-010-12 and Portion 074-0905-010-03 Agency Negotiation: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alison Torbitt (Nixon and Peabody - counsel) Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Price and terms of payment.</p>	<p><u>Revised Caption</u></p> <p>5.A.(i) Conference with Real Property Negotiations (Government Code§ 54956.8) Property: 500 Mosley Street, Alameda, CA 94501 APN: 074-0905-012-09 now known as 074-1384-1 Agency Negotiation: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alison Torbitt (Nixon and Peabody - counsel) Negotiating Parties : Lakehurst and Mosley, LP (AKA Estuary I) Under Negotiation: Price and terms of license.</p> <p>5.A.(ii) Conference with Real Property Negotiations (Government Code§ 54956.8) Property: 520 Mosley Street, Alameda, CA 94501 (aka Estuary II) APN: 074-0905-012-09 now known as 074-1384-1 Agency Negotiation: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alison Torbitt (Nixon and Peabody - counsel) Negotiating Parties: Mosley and Mabuhay, LP (AKA Estuary II) Under Negotiation: Price and terms of license.</p> <p>5.A.(iii) Conference with Real Property Negotiations (Government Code§ 54956.8) Property: 2000 Lakehurst Circle , Alameda, CA 94501 APN: 074-0905-012-09 now known as 074-1384-2 Agency Negotiation: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alison Torbitt (Nixon and Peabody - counsel) Negotiating Parties: Mabuhay and Lakehurst LP (AKA Linnnet Corner) Under Negotiation: Price and terms of license.</p>
BoC 2/19/25 NO ACTION TAKEN	<p><u>Published Caption</u></p> <p>5.B. Conference with Real Property Negotiations (Government Code§ 54956.8)</p>	<p><u>Revised Caption</u></p> <p>5.B. Conference with Legal Counsel—Anticipated Litigation Significant Exposure to Litigation [Pursuant to Government Code section 54956.9 (d)(2)]</p>

	Property: 2000 Lakehurst Circle , Alameda, CA 94501, APN 074-0905-012-09. Agency Negotiation: Vanessa Cooper, Executive Director, Tonya Schuler- Cummins, Director of Data and Policy, Adrian Guerra, Legal Counsel. Negotiating Parties: Mabuhay and Lakehurst LP Under Negotiation: Price and terms of payment.	Number of Cases: One
BoC 3/19/25 NO ACTION TAKEN	<p><u>Published Caption</u></p> <p>5.A. Conference with Real Property Negotiations (Government Code § 54956.8) Property: 500-520 Mosely and 2000 Lakehurst Circle, and remainder, Alameda, CA 94501, APN 074-0905-012-09, Portion of 074-0905-010-12 and Portion 074-0905-010-03, 074-1384-1, 174-1384-2, 074-1384-4, 074-1384-5 Agency Negotiation: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alison Torbitt (Nixon and Peabody - counsel) Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Price and terms of payment.</p>	<p><u>Revised Caption</u></p> <p>5.A. Conference with Legal Counsel—Anticipated Litigation Significant Exposure to Litigation [Pursuant to Government Code section 54956.9 (d)(2)] Number of Cases: One</p>
BoC 4/16/25 NO ACTION TAKEN	<p><u>Published Caption</u></p> <p>5.B. Conference with Real Property Negotiations (Government Code§ 54956.8) Property: 500-520 Mosely and 2000 Lakehurst Circle, and remainder, Alameda, CA 94501, APN 074-0905-012-09, Portion of 074-0905-010-12 and Portion 074-0905-010-03, 074-1384-1, 174-1384-2, 074-1384-4, 074-1384-5 Agency Negotiation: Vanessa Cooper, Executive Director, Sylvia Martinez, Director of Housing Development, Alison Torbitt (Nixon and Peabody - counsel) Negotiating Parties: Housing Authority of the City of Alameda Under Negotiation: Price and terms of payment</p>	<p><u>Revised Caption</u></p> <p>5.B. Conference with Legal Counsel—Anticipated Litigation Significant Exposure to Litigation [Pursuant to Government Code section 54956.9 (d)(2)] Number of Cases: One</p>