

**MINUTES OF THE MILLBURN SHORT HILLS BUSINESS ORGANIZATION, INC. /**

**SPECIAL IMPROVEMENT DISTRICT**

**BOARD OF TRUSTEES MEETING**

**Thursday, January 14, 2021 – 7:00 P.M**

***(Agenda updated Jan 13, 2021 to add Resolutions connected with two agenda items)***

The meeting at Millburn Town Hall, 375 Millburn Avenue, Millburn, New Jersey will be held both in person with possible occupancy limitation and also electronically beginning at 7:00 p.m. via zoom at the following link:

<https://zoom.us/j/97896106862?pwd=ajJubFB3WEhsbGt6MVNYWpTUWNuUT09>

Passcode: **258286**

Meeting called to order by Michael Parlavecchio at 7:08 p.m.

**In attendance at Town Hall:** Jackie Benjamin Lieberberg, Alex McDonald, Nadege Nicoll, Michael Parlavecchio, Stephen Winer, Richard Wasserman

**Via Zoom:** Jumana Culligan, Tracy Katz Levine, Andrew Morgan

**A. SUNSHINE COMPLIANCE STATEMENT**

Notice of the time, date, location and agenda of this meeting, to the extent known, was provided at least forty-eight (48) hours prior to the commencement of this meeting in the following manner pursuant to the provisions of N.J.S.A. 10:4-6, et seq. (The Open Public Meetings Act).

1. By posting such notice in Town Hall and the Township's website,
2. By notification to newspapers on December 23, 2020 and
3. By providing notice to the Township Clerk

**B. SALUTE TO THE FLAG**

**C. ROLL CALL**

**D. MINUTES – December 8, 2020 – Motion by Jumana Culligan, seconded by Stephen Winer, approved unanimously**

**E. PUBLIC COMMENTS**

When invited to speak, please come to the lectern, clearly state your name and address, and speak into the podium microphone so that your comments can be understood by all and properly recorded. Whenever an audience or Committee member reads from a prepared statement, please give or email a copy to the Millburn Short Hills SID at [mshsid@millburntwp.org](mailto:mshsid@millburntwp.org). To help facilitate an orderly meeting and to permit all to be heard, speakers are asked to limit their comments to 3 minutes. Members of the public who wish to participate in the meetings may do so in person with possible occupancy limitation or electronically by phone or computer via ZOOM. Individuals calling in will be able to fully participate in the meeting during the appropriate public comment periods.

**Vicky Powell, business owner:** Questions regarding budget – biggest concern is Winter Walk contribution of \$5,000 when Chamber received money from old SID and got \$16,000; \$1,000 more fitting; suggest other events in town for holiday season and shop small. More directly benefit businesses. Would like to know more about visual improvements. Interested in number of people who entered holiday contests, and when will communications be ramped up. Will hear more info from Marla.

Michael Parlavecchio noted that the budget is a draft, and the actual approval of the budget occurs at Township Committee level.

**Jeffrey Feld, 11 Alexander Lane, Short Hills:** Sent prior recent submissions and would like responses.\* Noted that public comments are now at the beginning of the meeting and that There's recognition that committee members are state actors, subject to OPMA. It is not clear on the agenda what official action will be taken. Noted that there are questions about validity of this organization, and pending litigation. He represents one of the parties before the local finance board about exclusivity. Questions the compliance with state law, re: trustees appointed by Township Committee vs. elected and budget approval process. Requested the board sees the letter he provided, including issues of a complaint is filed in 20-day estoppel period. He is giving heads-up on issues – "Beware of an ostrich who puts his head in the sand, his backside is always exposed"

\*Michael Parlavecchio commented that there is not sufficient staff to issue answers in 7 days. Looking at the communications, some can be answered and some cannot. Mr. Feld requests answers before the next meeting.

**Jean Pasternack 342 Hobart Ave:** Concerned with transparency, receiving reply to email not signed by an individual; name should be specified. Submitted communication about conflict of interest/concern about rule violation and did not receive reply. Upset about the treatment of a member of the public at last Township Committee meeting when raising questions about budget; hopes that free speech will not be suppressed here. Suggested more than one public comment period so that people have input on official actions. Official actions not clear on tonight's agenda, and questioned how are they being taken without retained attorney.

**Perri Urso:** Yielded her time to Jeff Feld

**Dominique Urso, 508 Millburn Ave:** Read the following (below is the insertion of the direct email sent)

I would like to confirm that all Board Members have received my recent statement from the January 5, 2021, TC where I was not granted the courtesy to finish? Why is this Board continuing its functionality while there is ongoing litigation? Who is the council advising this entity??

\*\*Why not all five districts are BENEFICIARIES of the newly adopted SID ordinance since August 2020? FACTS:

\*\*The DOWNTOWN PROPERTY OWNERS & MERCHANTS Benefits

1. Assessment reduction in 2022

2. 1st event HALLOWEEN held on Millburn Ave & Main Street DOWNTOWN location was certified by Jackie Leiberberg

3. 2nd event WinterWalk held in Taylor Park DOWNTOWN Explore Millburn afforded other districts with a short drive while the majority businesses are within walking distance DOWNTOWN...Does that sound like a PEDESTRIAN MALL to you??

\*\*Please clarify LIGHTING up the street polls throughout DOWNTOWN while the BA stated at the January 5, 2021 TC reorganization meeting when questioned by Committee woman Eglow regarding budget line item of electrical @\$80000 he included uppermillburnavenue and Chatham road, so where are they & when? Please give clarification??

\*\*Why stakeholders are not afforded all BIDS submitted prior to awarding contracts or told how many BIDS or applicants have been received?

1. Ex Director @ \$80k or more
2. Marketing @ \$35k or more
3. Website Designer @ \$7200 plus

Michael Parlavecchio explained that cannot answer questions now. Dominique Urso noted the frequent emphasis on “downtown” vs. other areas.

**Richard Futter:** Several questions: What category for 501 (c) 3 application; if Conflict of Interest and Compensation Policy was this not included when filed with application, is it being submitted as an amendment; questions about the policy and whether it aligns with or exceeds DCA, local finance board, IRS requirements; questions about the budget approval at last TC meeting – listed as \$50,000 Downtown Millburn Alliance – is that the SID? And the calculation as there was not a prior year budget. What is that?

**Nancy Stone, Nancy & David Fine Jewels:** As the previous Treasurer, disappointed to see \$40,000 appropriated to programming and over \$115,000 to salaries. This was one of top reasons she chose to end the DMDA. Feels more money should be allocated to merchants directly. Concerned the assessment will go up. Noted there was about \$5,600 left that wasn't appropriated yet. A big problem with the Winter Walk contribution, as Chamber was given \$16,000, and this is their effort. Suggest allocation of the \$5,000 to programming for the merchants. Also raised the question of who is signing emails.

Secretary Tracy Levine noted that she keeps records of all the communications. The [MSHSID@millburntwp.org](mailto:MSHSID@millburntwp.org) mailbox is monitored by Alex McDonald and forwarded to the Board in a timely manner. Any communications that are requested to be distributed to the full board are being distributed as requested. Multiple people respond from that mailbox - it was inadvertent that a name was not being signed on each email, and going forward a name will be included on any email responses or communications. Working to post Agendas up in a timely manner and to review communications prior to the meeting; however, it may be difficult for everyone to read communications received day of the meeting prior to the meeting. Once the website and organization are fully in place, will notify everyone of more direct emails.

#### F. ADMINISTRATIVE UPDATES - Alex McDonald/Michael Parlavecchio

- i. Conflict of Interest Policy (MP) (with proposed resolution) – Edits made based on discussion at December meeting. Added clarification that business owners may receive benefits as do all SID members. Will be made part of 501 (c)3 filing.

Process note: Board Chair Michael Parlavecchio acknowledged the suggestion to make it more clear on the Agenda which items will have action taken. Process note: the Agenda for this meeting was updated prior to the meeting to make this clear.

Motion to adopt Andrew Morgan, seconded by Stephen Winer. Unanimously approved and adopted.

- ii. NJEDA grant application - FLAG of Millburn Short Hills (MP) – NJ Economic Development Authority announcement \$2 million Sustain and Serve New Jersey grant program to purchase meals in bulk from NJ-based restaurants impacted by COVID-19 and distributed at no cost. Could receive \$100,000 grant. Connected with FLAG of Millburn Short Hills, since applicant needs to have history of purchasing meals and they applied for the grant. We send notifications to district restaurants to encourage them to add their names to the database. Intent if awarded is to purchase food from Millburn Short Hills Restaurants and provide to hospitals, First Aid squads etc.. Not sure of decision date.

#### G. UPDATES FROM TOWNSHIP COMMITTEE MEETING (Richard Wasserman)

Last meeting was reorg – Tara Prupis is Mayor, Richard Wasserman is Deputy Mayor.

Deputy Mayor Richard Wasserman is now the voting Township Committee representative for the SID Board. Jackie Benjamin Lieberberg is the Mayor’s appointee – non-voting member.

#### H. SUB-COMMITTEE UPDATES

- i. Marketing (Tracy Levine, Jumana Culligan) – Good participation, energy and excitement around windows, baskets, encouraging people at Winter Walk to dine at our eateries.
  - Website Development RFP/Recommendation of New Frontier – Recognition of the thoughtful responses from Premier Creative and New Frontier, both in SID district. Based on criteria developed, the Marketing Sub-Committee members unanimously recommended New Frontier. On budget, lower-cost proposal (plus 6 months of post-implementation support at no cost), strong fit. Funds for project were part of 2020 approved budget. Motion to retain New Frontier by Stephen Winer, second by Richard Wasserman; one abstention (Nadege Nicoll who is speaking with New Frontier for her business), unanimous by all others.
- ii. Discuss policy re: holiday-related posts – appropriate to post for any holidays that are members are promoting around. Be sensitive to the holidays important to businesses. Focus on inclusiveness and engagement. And sometimes can be more about building community – it will help build longer term engagement. Discussed planning out holiday calendar/thematic posts in advance.
- iii. Short-term planning and events (Jumana Culligan, Nadege Nicoll, Mayor Jackie Benjamin Lieberberg) – Nadege discussed leveraging and celebrating our diverse community. Gear toward bringing traffic into town, as well as community building as an international, welcoming village. Propose Chinese new year promotion and Valentine’s promotions – partnering of businesses together. Possibly trivia contest in February to build Instagram traffic.
  - Gift card promotion – approx. Jan 15-Feb 15: buy \$200 of gifts and get \$250 of credit. Initially proposed for restaurants, and discussed opening up to all types of

- businesses. SID will promote this. Help with cash flow during winter months. Completely voluntary for businesses – there is interest by several already.
- “Show our town love” in February
  - Consensus around part of the focus should be planning enjoyable, engaging opportunities to attract people to town (all districts) overall – the rest will follow
- iv. By-laws (Tracy Levine, Michael Parlavecchio)
- Discuss next steps re: Advisory Board (TL) – part of ordinance, will be developing recommendations – especially important to include representatives of all the SID districts. Members will help inform Board of Trustees, can be part of sub-committees. Next steps would be to formulate recommended list, vote at February board meeting, and then goes to Township Committee for approval (for first year).
- v. Recruitment/Human Capital (Stephen Winer, Andrew Morgan, Mayor Jackie Benjamin Lieberberg)
- Executive Director recommendation (with proposed resolution) – Ryan Gleason is recommended candidate, founding Executive Director of the Denville BID; many years experience as Director of Government Affairs at Staten Island Chamber of Commerce
  - Proposed Professional Services Agreement Summary – see summary document
  - Introduction of recommended candidate Ryan Gleason
  - Motion to approve resolution for hiring of Ryan Gleason by Jumana Culligan, seconded by Richard Wasserman – roll call vote, unanimously approved
- vi. Business Development and Advocacy (Mayor Jackie Benjamin Lieberberg and Richard Wasserman)
- Sub-committee will be meeting once Ryan is on board – focus on streamlining process, looking at zoning, lowering barriers. Richard Wasserman shared sub-committee members (others interested are welcome): Victoria Vaynberg (resident), Carl Burwell (owner of Green Passion), Stephanie Mallios (resident-realtor), Carisa Reilly (resident-realtor), Sowmya Jairam (resident), Todd Crispino (F45 training)
  - Discuss concept for Millburn Business Relief Fund initiative (RW) – idea to pursue fund to enable grants in the near term to help businesses in the SID to assist recovery from COVID impact –grassroots fundraising and allocation from budget, separate committee to assess – Ryan to help formulate
  - Hoping to apply for state grants. Richard Wasserman mentioned Montclair SID recently awarded \$400,000 grant being distributed to 114 businesses, average \$3,500

I. MARKETING/SOCIAL MEDIA UPDATE – Marketing Consultant Marla Itzkin – see presentation

J. FINANCES (Stephen Winer)

- i. Expense review – see attachment
- ii. Draft budget for 2021 – Stephen Winer reviewed attachment

Comments/suggestions included: Visual improvements would be in conjunction with the Township; potentially list events more generally, and not as specific by season or Winter Walk at this point; include some funds for market research; will get more detailed as plans are developed; signage for all 5 districts

There is flexibility within the buckets; suggestion to sub-total the sub-categories  
Target refinement of this for approval at February Board meeting, will then go to TC (2/23 meeting); will be public hearing; part of municipal budget (which must be introduced by March 30, adopted by April 30); for 2021 will be funded through Township

Additional steps in 2022 when assessment begins

Temporary budget for 1Q was already approved at TC meeting

#### K. BOARD COMMENTS

Nadege recommended Women's Center for Entrepreneurship free classes via Zoom

Richard reminded everyone of Food Pantry looking for dry food

Tracy shared some personal thoughts

It was noted that there were 2 people on the Zoom that had their hands raised, however it was after the Public Comment period was over

#### L. ANNOUNCEMENTS – Business updates in SID/miscellaneous

Peter's is relaunching as Vinnie's Brick Oven Pan Pizza – same location

Icebox Cryotherapy opened in Short Hills

Khun Thai is closing/moving – potentially new restaurant coming

Liquor license looks to be back with Charlie Brown's property

#### **Adjourned**

#### **Documents for meeting**

- Updated proposed Conflict of Interest Policy and associated Resolution Adopting A Conflict of Interest and Compensation Policy for the Millburn Short Hills Business Organization, Inc.
- Website Development RFP document
- RFP Response/Proposal from New Frontier\* - located [here](#)
- Proposed Professional Services Agreement Summary – Executive Director and associated Resolution Appointing Ryan Gleason as Executive Director for the Millburn Short Hills Business Organization, Inc.
- Expenses list

- Draft proposed budget for 2021

\*Separate file from document packet

Minutes recorded and submitted by Tracy Levine, Secretary

Approved February 11, 2021

**MILLBURN SHORT HILLS BUSINESS ORGANIZATION, INC. /**

**SPECIAL IMPROVEMENT DISTRICT**

**BOARD OF TRUSTEES MEETING**

**Thursday, January 14, 2021 – 7:00 P.M**

**Updated January 13, 2021 to add Resolution documents associated with 2 items**

**Document Packet**

- Updated proposed Conflict of Interest Policy and associated Resolution Adopting A Conflict of Interest and Compensation Policy for the Millburn Short Hills Business Organization, Inc.
- Website Development RFP document
- Proposed Professional Services Agreement Summary – Executive Director and associated Resolution Appointing Ryan Gleason as Executive Director for the Millburn Short Hills Business Organization, Inc.
- Expenses list
- Draft proposed budget for 2021

**Separate Attachment**

- RFP Response/Proposal from New Frontier – located [here](#)



**RESOLUTION ADOPTING A CONFLICT OF INTEREST AND COMPENSATION POLICY FOR THE MILLBURN SHORT HILLS BUSINESS ORGANIZATION, INC.**

**WHEREAS**, the Millburn Short Hills Business Organization, Inc. (“Corporation”) was created by Township of Millburn Ordinance 2561-20 and is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code; and

**WHEREAS**, as a nonprofit, charitable organization, the Corporation is accountable to both government agencies and members of the public for responsible and proper use of its resources; and

**WHEREAS**, it is the Corporation’s desire to adopt a policy to protect the Corporation’s interests when it is considering taking an action and to abide by state and federal laws governing conflicts of interest applicable to such organizations.

**NOW, THEREFORE, BE IT RESOLVED** that the Millburn Short Hills Business Organization, Inc. Board of Trustees hereby adopts a Conflict of Interest and Compensation Policy, as attached hereto.

I hereby certify that the above resolution was duly adopted by the Millburn Short Hills Business Organization, Inc. Board of Trustees at a meeting of said Board of Trustees on January 14, 2021.

---

Secretary of the Board of Trustees

---

Chair of the Board of Trustees

**Conflict of Interest and Compensation Policy of  
The Millburn Short Hills Business Organization, Inc./Special Improvement District  
("the Corporation")**

**Adopted by the Board of Trustees on \_\_\_\_\_**

**I. Overview**

**1. Purpose**

The purpose of this Conflict of Interest and Compensation Policy (the "policy") is to protect the Corporation's interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or **key person**<sup>1</sup>, result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

**2. Why is a policy necessary?**

As a nonprofit, charitable organization, the Corporation is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and employees have a duty to act in the Corporation's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the Corporation's reputation and expose both the Corporation and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Corporation.

**3. To whom does the policy apply?**

This policy applies to all directors, officers and key persons ("you")<sup>2</sup>. It is understood that certain members of the Board Trustees of the Corporation ("Trustees"), by definition, shall be composed of business owners within the Special Improvement District.

**II. Identifying Conflicts of Interest**

**1. What is a conflict of interest?**

A potential conflict of interest arises when a director, officer or key person, or that person's

---

<sup>1</sup> **Key person** means a person, other than a director or officer, whether or not an employee of the Corporation, who:

- a) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers;
- b) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income, or expenses of the Corporation; or
- c) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

<sup>2</sup> Organizations may choose to make the policy applicable to all of their employees, not just key persons.

**relative**<sup>3</sup> or business (a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to the Corporation.

**2. What are some examples of potential conflicts of interest?**

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or key person or that person's relative or business:

1. has an ownership or investment interest in any third party that the Corporation deals with or is considering dealing with;
  2. serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the Corporation deals with or is considering dealing with;
  3. receives or may receive compensation or other benefits in connection with a transaction into which the Corporation enters;
  4. receives or may receive personal gifts or loans from third parties dealing with the Corporation;
  5. serves on the board of directors of another nonprofit organization that is competing with the Corporation for a grant or contract;
  6. has a close personal or business relationship with a participant in a transaction being considered by the Corporation;
    - would like to pursue a transaction being considered by the Corporation for their personal benefit.
3. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.
4. **A potential conflict is not necessarily a conflict of interest.** A person has a conflict of interest only if the Board of Trustees Executive Officers ("Executive Officers") decide, pursuant to Section IV of this policy, that a conflict of interest exists.<sup>4</sup>
5. **A Trustee who is a business owner within the Special Improvement District shall not have a conflict of interest when applying for and/or accepting a benefit for its business from the Corporation, subject to proper disclosure, when:**
- a. **the Trustee's business is eligible to receive such benefit;**
  - b. **the benefit is equally available to other members of the Corporation; and**
  - c. **the benefit has been obtained through a fair and transparent process.**

---

<sup>3</sup> **Relative** means a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

<sup>4</sup> Alternatively, the policy could provide for disclosure (1) to the board of directors, in which case, the board would decide both whether there is a conflict and how to handle the conflict; or (2) to a different board committee.

### III. Disclosing Potential Conflicts of Interest

1. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the Executive Officers.

### IV. Determining Whether a Conflict of Interest Exists<sup>5</sup>

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the Executive Officers shall determine whether there is a conflict of interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
2. In determining whether a conflict of interest exists, the Executive Officers shall consider whether the potential conflict of interest would cause a transaction entered into by the Corporation to raise questions of bias, inappropriate use of the Corporation's assets, or any other impropriety.
3. A conflict always exists in the case of a **related party transaction** – a transaction, agreement or other arrangement in which a **related party**<sup>6</sup> has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant.<sup>7</sup>
4. If the Executive Officers determine that there is a conflict of interest, it shall refer the matter to the board of directors ("board").

### V. Procedures for Addressing a Conflict of Interest

1. When a matter involving a conflict of interest comes before the board, the board may seek information from the director, officer or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not

---

<sup>5</sup> Alternatively, the policy could provide for disclosure (1) to the board of directors, in which case, the board would decide both whether there is a conflict and how to handle the conflict; or (2) to a different board committee.

<sup>6</sup> A **related party** is:

1. a director, officer or key person of the Corporation or any affiliate of the Corporation, or
2. a relative of any individual described in (1), or
3. an entity in which any individual described in (1) or (2) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional Corporation, a direct or indirect ownership interest in excess of 5%.

<sup>7</sup> A transaction is not a related party transaction if:

1. the transaction, or the related party's financial interest in the transaction, is *de minimis*;
2. the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms;
3. the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms).

be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.

2. **Additional Procedures for Addressing Related Party Transactions**

a. The Corporation may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or key person, the board or a committee authorized by the board determines that the transaction is fair, reasonable and in the Corporation's best interest at the time of such determination.

b. If the related party has a substantial financial interest, the board or authorized committee shall:

i. prior to entering into the transaction, consider alternative transactions to the extent available;

ii. approve the transaction by a vote of not less than a majority of the trustees present at the meeting; and

iii. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

**VI. Minutes and Documentation**

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

a. the name of the interested party and the nature of the interest;

b. the decision as to whether the interest presented a conflict of interest;

c. any alternatives to a proposed contract or transaction considered by the board; and

d. if the transaction was approved, the basis for the approval.

**VII. Prohibited Acts**

The Corporation shall not make a loan to any director or officer.

**VIII. Procedures for Determining Compensation**

1. No person shall be present for or participate in board or committee discussion or vote pertaining to:

a. their own compensation;

b. the compensation of their relative;

c. the compensation of any person who is in a position to direct or control them in an employment relationship;

- d. the compensation of any person who is in a position to directly affect their financial interests; or
- e. any other compensation decision from which the person stands to benefit.

2. In the case of compensation of Key Persons, the following additional procedures apply:

a. The board or a committee authorized by the board shall approve compensation before it is paid.

b. The board or authorized committee shall base approval of compensation on appropriate data, including compensation paid by comparable organizations (three are sufficient if the Corporation's income is less than \$1,000,000) for functionally similar positions, availability of similar services in the geographic area of the Corporation, and compensation surveys compiled by independent firms.

c. The board or authorized committee shall contemporaneously document:

- i. the terms of compensation and date of determination;
- ii. the members of the board or committee who were present and those who voted for it;
- iii. the comparability data relied on and how it was obtained;
- iv. if the compensation is higher or lower than the range of comparable data, the basis for the determination, and;
- v. any actions with respect to consideration of the compensation by anyone on the board or committee who had a conflict of interest with respect to the matter.

**The Millburn Short Hills Business Organization, Inc./Special Improvement District**

**Conflict of Interest Disclosure Statement**

By signing below, I affirm that:

1. I have received and read a copy of the Conflict of Interest and Compensation Policy;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy (**See Paragraph II. 5 exceptions**) or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member) with which the Corporation has a relationship;
2. any transaction in which the Corporation is a participant as to which you might have a conflicting interest (**See Paragraph II. 5 exceptions**); and
3. any other situation which may pose a conflict of interest.

Name:

Position:

Signature:

Date:



## **EXPLORE MILLBURN SHORT HILLS - Website Development Project Request for Proposal**

### **ABOUT US**

Explore Millburn Short Hills is the new non-profit organization established to support and promote the businesses throughout the five areas of the Special Improvement District (SID). See below for links to additional information.

### **PROJECT**

We are seeking the right partner to design and implement our website. You have been identified for this RFP based on your expertise in website development and our preference to work with an agency based in the Millburn-Short Hills Special Improvement District. As a new, non-profit organization with a limited budget, we seek a high quality, quickly implemented, cost-effective solution. We will provide public recognition to the agency selected.

[www.ExploreMillburnShortHills.org](http://www.ExploreMillburnShortHills.org) is secured (as well as .com and other variations) at Wix. We had selected Wix as an easy way for us to do our own content updates and additions--if you recommend an alternative platform, please specify why it is a better choice.

**Note re: logo:** The initial logo has been developed (it is still being tweaked, such as the colors, and may evolve over time). The logo font is SS Nickson One. Related branding guidelines are in development.

### **TIMING**

RFP Issued	November 27
Acknowledge proposal interest	December 2
Submit proposal/rough budget	December 11
Agency selected	December 18
Website development	December – January
Targeted website launch	End of January



## **Proposal should include**

- Recommend if Wix is the optimal platform, or if alternative is recommended and why
- Show examples of relevant work
- Basic recommendations re: site architecture and functionality (e.g., directory format, other special functions such a map), referencing websites that you consider best-in-class for Special Improvement Districts (in NJ and across the U.S.)
- Preliminary design concepts (if you choose)
- Budget
- Detailed schedule that achieves launch by end of January
- Level/timing of website support to be provided post-launch

**Please confirm your interest by December 2, and submit your proposal by December 11 to:**

Marla Itzkin

Marketing Consultant

Explore Millburn Short Hills

[marketing@exploremillburnshorthills.org](mailto:marketing@exploremillburnshorthills.org)

(908) 247-0570

## **PROPOSED PROCESS/SCOPE OF WORK**

### **Phase 1: Kickoff & Discovery**

Define the strategic objectives and gather necessary materials

- Client Interviews
- Asset Gathering
- Background Research

### **Phase 2: UX & Website Architecture**

Recommend template/theme that best represents the organization and optimizes the user flow

- Produce a sitemap/website architecture that defines how users will navigate and experience the site
- Match ideal user requirements to Wix Templates
- Present options in cases where appropriate
- A key element will be the Directory of Businesses within the website
  - determine the right format for the Directory of Businesses (ultimately, several hundred businesses) that will be the heart of the website – to include at a minimum: business name, location/contact info, website, SID area, business category
  - discuss how to categorize/tag/structure – to navigate or search

### **Phase 3: Content Production**

All website copy produced and migrated to a centralized location for review. Copy and visuals will be provided by Explore Millburn Short Hills (and we welcome the agency to supplement visuals as appropriate)

**Potential site sections/functions** – agency to recommend based on analysis of best-in-class, similar category websites:

- About Explore Millburn Short Hills/SID: About us, the team, 5 SID districts, contact us, newsletters
- Resources for current Businesses and Commercial Property Owners
- Resources for prospective Businesses: including available space
- Upcoming Events: calendar, registration, acceptance of payments
- Business Directory – business name, address, SID area, contact info, website, other info
- About Millburn Short Hills – overview of the township, community partners, helpful links to other Millburn Short Hills resources
- Social media feed and links to social media
- Forms functionality - ability to sign up for emails using a content gathering form (Mailchimp integration?), other forms
- Photo gallery

#### **Phase 4: Design & Production**

Work within the selected platform to recommend fonts, colors and layouts.

- Select final website template
- Populate content & media
- Search Engine Optimization metadata added

#### **Phase 5: Review & Feedback**

- Pre-launch client review and feedback
- Train client on how to use website Content Management System (CMS)

#### **Phase 6: Quality Assurance & Launch**

Ensure that the website is ready for launch and launched to the public

- Final Search Engine Optimization
- Analytics Tracking deployed- Google Analytics, other?
- Ensure cross-browser compatibility with current versions of all major browsers
- Mobile compatible/friendly on iphone, ipad, android phones, and tablets

#### **RESOURCES**

Overview of the SID - Poster:

<https://twp.millburn.nj.us/DocumentCenter/View/5614/Proposed-Special-Improvement-District-Information-Sheet-PDF?bidId=>

SID overview – slides from November 2020 Annual meeting

<https://bit.ly/MSHSIDoverview>

**Example of other Business Organizations that manage special improvement districts in NJ and throughout the U.S.**

NJ:

<https://www.downtownnj.com/membership/members/>

including:

<https://www.westfieldtoday.com/>

<https://downtowncranford.org/>

<http://www.downtownsomerville.com/>

Others in U.S. A random selection...

<https://www.burlingtondowntown.com/>

<https://encinitas101.com/>

<https://downtownspokane.org/>

<http://www.communitymainstreet.org/>

**Professional Services Agreement Summary  
Executive Director Services**

Parties: Millburn Short Hills Business Organization, Inc. (“Client”)  
RG District Services, LLC (“Service Provider”)

Dated as of: February 1, 2021

Term: Initial 1 Year Term  
Automatically renews for successive 1-year terms unless either party terminates.

Termination

Rights: Client may terminate any time for cause upon written notice to Service Provider.  
Client may terminate at any time following at least 30 days’ prior written notice.

Service Provider may terminate at any time following at least 60 days’ prior written notice.

Fees: \$7,200/month during Initial Term  
\$7,500/month during subsequent annual term  
\$7,875/month during subsequent annual term

Service Details:

- 35-40 hours/week
- Will work from Town Hall 4 days/week
- Regular office hours to be posted for meetings/calls with members of the public

Deliverables to include:

- Coordinate database of all Members of SID
- Maintain vacancy lists and related leasing information
- Design and launch of fundraising for Millburn Business Grant Program
- Draft Strategic Plan
- Develop and implement full-year marketing plan
- Manage and supervise special events
- Identify and apply for various NJ grants
- Streetscape and visual improvements in all 5 SID zones
- Serve as a liaison with and advocate for interests of key constituents, including property owners, merchants, and community members
- Coordinate with key Township staff and Committees (such as Zoning Board, Downtown Vision Plan etc.

**RESOLUTION APPOINTING RYAN GLEASON AS EXECUTIVE DIRECTOR FOR THE MILLBURN SHORT HILLS BUSINESS ORGANIZATION, INC.**

**WHEREAS**, the Millburn Short Hills Business Organization, Inc. (“**Corporation**”) was created by Township of Millburn Ordinance 2561-20 and is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code; and

**WHEREAS**, the Corporation was formed to fulfill and promote the mission of the Millburn Special Improvement District; and

**WHEREAS**, the Corporation is governed by a Board of Trustees (“**Board**”), which has the duty and responsibility to oversee and implement the powers of the Corporation; and

**WHEREAS**, pursuant to Ordinance 2561-20, the Corporation shall hire an Executive Director to direct, manage and implement all the activities, programs and affairs of the Corporation; and

**WHEREAS**, the Board sought and received applications for the Executive Director position, and the Board’s Recruitment/Human Capital Sub-Committee (“**Committee**”) conducted applicant interviews; and

**WHEREAS**, the Committee recommended engaging the services of RG District Services, LLC (the “**Contractor**”) and its employee, Ryan Gleason, whose curriculum vitae is on file with the Board, to provide to the Corporation the services of Executive Director; and

**WHEREAS**, the Board has determined Mr. Gleason possesses the requisite experience and background to fulfill the duties of Executive Director and is desirous of appointing him as a contractor to the position effective February 1, 2021 according to the terms of a Professional Services Agreement; and

**WHEREAS**, Mr. Gleason will not be a Corporation employee but a consultant to the Corporation, through Contractor, for an initial term of one year and at a rate of \$7,200 per month.

**NOW, THEREFORE, BE IT RESOLVED** that the Millburn Short Hills Business Organization, Inc. Board of Trustees hereby appoints Ryan Gleason as Executive Director of the Millburn Short Hills Business Organization, Inc., effective February 1, 2021; and

**BE IT FURTHER RESOLVED**, the Board is authorized to execute and enter into a Professional Services Agreement with RG District Services, LLC that includes reasonable terms and conditions for the benefit of the Corporation.

I hereby certify that the above resolution was duly adopted by the Millburn Short Hills Business Organization, Inc. Board of Trustees at a meeting of said Board of Trustees on January 14, 2021.

---

Secretary of the Board of Trustees

---

Chair of the Board of Trustees

Millburn Short Hills Business Organization, Inc.  
Expenses  
(Dec. 3, 2020 – Jan. 11, 2021)

Date	Amount (\$)	Payee	Purpose
Dec. 5 – Dec. 18, 2020	1,475.00	Itzkin Marketing LLC	Marketing and Communications
Dec. 19, 2020 – Jan. 1, 2021	\$1,212.50	Itzkin Marketing LLC	Marketing and Communications
Jan. 5, 2021	\$31.24	Jackie Lieberberg	Breakfast for ED Candidate During Meeting
Dec. 16, 2020 – Jan. 8, 2021	\$310.00	Facebook	Social Media Promotions

Checking Account Balance as of Jan. 11, 2021: \$11,764.43

**2021 Millburn Short Hills Business Organization Budget – Proposed**

<u>REVENUE</u>		<u>2021 BUDGET</u>	<u>NOTES</u>
	SID Assessment (Starts 2022)	\$ -	
	Budgeted Amount from Township	\$ 204,000.00	
	Prior Year Unexpended Funds	\$ 11,839.43	
	Event Income		
	Farmers Market	\$ 5,000	
<b>Total Revenue</b>		<b>\$ 220,839.43</b>	
<u>EXPENSES</u>			
	Staffing		
	Executive Director Consultant	\$ 80,200.00	
	Marketing Consultant	\$ 35,750.00	
	Marketing/Social Media		
	Vaulted E-mail Service	\$ 2,100.00	
	Website Design	\$ 5,000.00	
	Website Maintenance/Support	\$ 1,000.00	
	Website Hosting	\$ 1,200.00	
	Physical Advertising/Marketing	\$ 7,500.00	
	General Operating Expenses		
	Legal Reserve	\$ 8,500.00	
	Accountant/Auditor	\$ 4,000.00	
	IT/Tech Support	\$ 2,500.00	
	Insurance	\$ 1,000.00	
	Programs		
	COVID Grant Program	\$ 10,000.00	
	Spring Events	\$ 10,000.00	
	Summer Events	\$ 15,000.00	
	Farmers Market	\$ 5,000.00	
	Halloween	\$ 1,000.00	
	Winter Walk Contribution	\$ 5,000.00	
	Visual Improvements		
	Streetscape/Aesthetic Improvements	\$ 11,089.43	
	Lighting, Signage, Historical Markers	\$ 15,000.00	
<b>Total Expenses</b>		<b>\$ 220,839.43</b>	



# Marketing Update

Special Improvement District  
Board Meeting 1/14/21



1

## Events and Promotions

### Free merchant window decorating

- 17 windows were decorated with winter themes by student artists organized and managed by ArteVino, Art Advisory Council, and One River School with merchants in all five areas participating
- Scavenger hunt/photo contest was added to encourage merchant visits

### Additional holiday lights and "toy soldiers"

- added to business areas outside of the downtown



2

## Events and Promotions

### Gift Basket Giveaway

- 26 merchants, representing all 5 SID areas, contributed to the 3 gift baskets--each worth over \$1,000!
- Shoppers entered when visited participating merchants. There was also an opportunity to enter through social media.
- Approximately 800 entries (with email addresses!) collected.
- 3 winners have been selected and will be announced on social media after basket pick up.



3

## Thank you to all the participating merchants!

- |                           |                             |                                |
|---------------------------|-----------------------------|--------------------------------|
| Boccone South             | Short Hills Club Plates     | Klee Nats                      |
| Eye Q Opticians           | Teen Skin                   | Linda's Florist                |
| F45 Training              | The Book House              | Spurge Bakery                  |
| Green Nectar Market       | The Standard                | Moorshine - Modern Supper Club |
| Haagen Dazs               | ArteVino                    | One River School               |
| Karen B. Wolf Interiors   | Milburn Deli                | Cafe Monet                     |
| Liv Breads                | Schultz & M. Blaustein Furs |                                |
| Milburn Camera ASAP Photo | Shala's                     |                                |
| Milburn Pet Shop          | Studio 1200                 |                                |
| Paper Ribbon & Wrap       | Garden State Hemp           |                                |



4

## Social Media

1. Amplify merchants messages to community
2. Promote Explore Millburn-Short Hills initiatives:  
Winter Windows, Gift Basket Giveaway, Scavenger Hunt/Window photo contest
3. Build a following  
*social media first launched mid-November!*



5

## Facebook Snapshot

- 51 posts, 96 stories
- Total followers: 367

Last reported at 12/8 meeting:

- 39 posts, 8 stories
- 162 followers

## Instagram Snapshot

- 184 stories, 44 posts
- Total followers: 394

Last reported at 12/8 meeting:

- 82 stories, 8 posts
- 249 followers



6



7

## Themed Campaigns



8

## Social Media Collaborations

- Created a guide to "eats and treats" for Winter Walk visitors with Winter Walk and the Chamber of Commerce



9

## Other Items

- **Website development:** proposals reviewed, agency recommended by Marketing Committee
- **Grant opportunity communication:** restaurants emailed to sign up with the **NJEDA Sustain and Serve NJ** registry as applicable by 1/8 in order to receive from a grantor. Explore Millburn-Short Hills worked with FLAG to apply for the grant.



10

