



MINUTES FOR THE MILLBURN SHORT HILLS BUSINESS ORGANIZATION, INC.

Special Improvement District Board of Trustees Meeting
Thursday, April 8, 2021 – 6:00 P.M.

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 6:00 p.m. via zoom at the following link:

<https://zoom.us/j/97896106862?pwd=ajJubFB3WEhsbGt6MVNYYWpTUWNuUT09>

Passcode: 258286

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 March 29, 2021 (for change of start-time) and
3. By providing notice to the Township Clerk

B. SALUTE TO THE FLAG

C. ROLL CALL

Attendees in-person at Town Hall: Tracy Katz Levine, Jackie Benjamin Lieberberg, Alex McDonald, Nadege Nicoll, Michael Parlavecchio, Richard Wasserman, Stephen Winer

Via Zoom: Jumana Culligan, Andrew Morgan

D. MISSION STATEMENT:

The purpose of a Special Improvement District (SID) is to promote, grow and support local businesses, property owners, residents, and visitors. Millburn Township's SID ordinance designates a new District Management Corporation (DMC) whose mission is to encourage the economic, cultural, and social vitality of Millburn Township through increased marketing and visibility, improved and renewed infrastructure and local business development and engagement.

E. APPROVAL OF MINUTES – March 11, 2021 (open meeting)

Unanimous approval by voice vote

F. 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 tracy@exploremillburnshorthills.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.

Jeffrey Feld, 11 Alexander Lane, Short Hills – seeking information about the proposed retention of attorney: how sourced, scope of the services, and malpractice insurance. Michael Parlavecchio that more information will be provided during the meeting. Noted that \$5,000 for Farmer’s Market was deleted from budget. Bill list – questions about allocations for CY2020 and temporary budget. Main Street NJ packet – noted approval by Township Committee and whether they had the actual document; sourced from SID Director vs. Clerk in response to his OPRA request; noted that pending lawsuit was not included, and recommended to board to review document.

Perri Urso, 514 Millburn Ave, Short Hills – Interested in who drafted Resolution for hiring of Attorney (Michael Parlavecchio), and seeking proposal upon which Resolution is based. Questioned \$8,000 in budget vs. \$17,500 in agreement. Asked about duties of law firm. Michael Parlavecchio clarified that the \$8,000 is the not-to-exceed amount for the contract; the \$17,500 reference is related to local public contracts law, not to this specific contract. Parameters of contract will be discussed prior to voting; there will not be an additional public comment period.

Vicky Powell, 358C Millburn Ave – Shala’s. Expressed appreciation of what the Board is doing and programs. Getting a lot of positive feedback on gem promotion and live music. Businesses still suffering from COVID, good to see people coming into town.

Nancy Stone, Nancy & David Fine Jewels, 266 Essex Street – presented two checks, split according to the resolution that dissolved the DMDA (previous SID). \$3,084.59 to Township Beautification League and \$3,084.58 to Chamber of Commerce, funds which she highly protected. Commended Robin Shainberg for great service of TBL. Will hold check for Chamber President to pick up - requests Chamber Board to use these proceeds to make a donation to the TBL – they will need to vote. Frustrated that the Chamber did not support merchants during COVID. Will provide documents to Christine Gatti for records.

Richard Futter, 333 Millburn Ave – asked if the SID Board had a point of view about the flex/raised parking question. Michael Parlavecchio conveyed that this may be discussed during the Township Committee agenda item.

Jennine Maher, Elements for Style, 358A Millburn Ave – As a board member of prior DMDA, expressed importance of and appreciation to the SID. A SID is needed, as other towns have, to bring us together. Gem event is generating excitement and looking forward to being involved and to what is coming.

Dominique Urso, 514 Millburn Ave – questioned when the deposed SID members Jackie Benjamin Lieberberg, Richard Wasserman, Ryan Gleason make themselves available. Michael Parlavecchio noted that pending litigation involving the town will not be discussed at this meeting.

G. ADMINISTRATIVE UPDATES - Alex McDonald/Michael Parlavecchio

i. ACTION ITEM: Appointment of Legal Counsel

RESOLUTION 21-005 Resolution appointing Cooper, LLC as Legal Counsel for the Millburn Short Hills Business Organization, Inc.

Representatives of the firm attended. Will not exceed \$8,000 (May 1 – Dec 31, 2021); split into monthly retainer payments. Will provide general counsel services – help with drafting documents, OPRA requests, resolutions, agreements/hold harmless with vendors. This does not include litigation costs, which is outside of everyday needs. Not currently a party to any litigation; if in future become a part of litigation, will need to revisit that if necessary.

Ryan Cooper with Cooper LLC, with colleague Renier Pierantoni, gave a brief introduction. Offices in Cranford, very familiar with SIDs/BIDs, very familiar with Millburn. Looking forward to serving as General Counsel to Board of Trustees. Michael Parlavecchio noted that we interviewed 3-4 firms with municipal experience and selected Cooper LLC. Michael Parlavecchio noted that feedback is received in support and critique, and we can take away value from both; counsel is needed to assess. Richard Wasserman added his welcome; noted that will stay within the \$8,000 budget line item for the year, and this will ensure that we proceed within the law and appropriately build the organization.

Document will be available for public once approved.

Motion by Richard Wasserman, second by Stephen Winer. Roll call vote – unanimously approved.

Mr. Cooper conveyed that they may be called upon sooner – prior to May 1 – if desired.

ii Main Street NJ application - submission update

Richard Wasserman reported that the Main Street application was submitted after weeks of preparation. Expressed credit to Ryan Gleason for coordinating and Town Administrator for helping with information. Responded to Mr. Feld's comment about litigation not being disclosed. Mr. Wasserman worked on the document. All questions were answered honestly and correctly. The litigation is between Bear Properties and the Township, not with this organization. Letters of support were provided by our Assemblypeople. The Main Street Status grant opportunities for our town. 11 Main Street entities in NJ that received \$3 million in grants last year The last opportunity was in 2015 and then closed. It is important to get the status. The document was just submitted about a week ago, is now uploaded online, and physical copies are available. State confirmed receipt. Will be reviewed in near future.

Mr. Wasserman also noted awaiting 501 (c)3 status and line item for grant program, also about helping businesses. Noted high vacancy rate, and recent closure of YB Fitness – huge space. Grants will hopefully help address this.

Michael Parlavecchio added an update on the NJEDA Sustain and Serve grant. We worked with Millburn-Short Hills FLAG, who input the application, to support restaurants during COVID-19. The grant is for \$200,000, and our board was instrumental in making sure restaurants signed up on state website. Mr. Parlavecchio spoke today with Essex County about using some of the funds toward meals for frontline workers at the county COVID vaccination sites (50-75 people working each day per site) – they are very excited about this opportunity; he will work with FLAG on the next steps. And possibly for mobile COVID

vaccination sites. This is grant money that goes into the hands of our restaurants. Jackie Benjamin Lieberberg thanked Mr. Parlavecchio for his leadership on this initiative and enabling our businesses and community members to benefit from this \$200,000.

H. UPDATES FROM TOWNSHIP COMMITTEE MEETING (Richard Wasserman)

i. Township Committee - Budget presentation update

Richard Wasserman reported that the Township Committee voted unanimously to pass the budget, and unanimous support from all the Township Committee members for our mission – encouraged to watch online.

Alex McDonald reported that Township Committee has discussed three zoning changes meant to be business advocacy changes. Permit additional uses in B2 (Commons/Annie Sez, Morris Turnpike above Bills Army Navy), B3 (neighborhood zones - Chatham Road, Upper Millburn Ave and Morris Turnpike until Bill's Army Navy), B4 (downtown) districts and fewer applications – such as brew pubs, theaters, museums, insurance offices on first floor, shared work places above retail. The other is address the parking requirements in B4 district – less onerous. Third is related to restaurants as permitted use rather than conditional use; if within 125 feet of residential zone, then a conditional use. Balancing of needs of business community and protection of residential zones. There was an information session, recording will be posted. These are in draft form and in discussion.

Flex parking – there is an information session tomorrow at 8am via zoom; will be recorded. They notified business community, want to ensure they hear direct thoughts and concerns. Still at investigation stage. It will be construction if remove flex parking, put back to normal curbing. The return of right-hand turn lane not included. There is not a specific plan yet about the work (e.g., if at night, during day etc.)

I. SUB-COMMITTEE UPDATES

i. Marketing (Tracy Levine, Jumana Culligan)

- Website development update – hub for residents and prospective visitors to town; working with New Frontier, design looks good, assessing directory options, will highlight Millburn-Short Hills overall and raise awareness/promote all 5 SID districts. Hope to launch later in the month or in May.
- Social media update – Jumana working on a lot, tie to promotions such as gems event – highlighting the participating merchants. Great example of synergies between physical promo and online promo. Many new followers on Instagram from this project.
- Merchant and Community Newsletters – more than 800 names across property owners, merchants, community members. Launched community member and merchant newsletters. More than 40% open rate for emails, which is very strong
- Marla Itzkin is working with Marketing Committee members on building great photo library – including all 5 districts, and also green space. Message Marla at marketing@exploremillburnshorthills.org with any photographer suggestions.

ii. Short-term planning and events (Jumana Culligan, Nadege Nicoll, Jackie Benjamin Lieberberg)

- Community Gift Card – share merchant feedback – Nadege Nicoll spoke to 13 merchants (not on committee) and all were very positive and interested. Jumana Culligan cited an example of someone who was buying 30 \$50 Amazon gift cards for local teachers – great example of where the local gift card would be purchases instead. Will request official proposal/contract for consideration. Will add to agenda for vote when ready.

- Spring/Summer events update:
- 27 participating merchants for Gem event. Every merchant had the same opportunity to participate – sent to everyone. Ends on Sunday. Will choose winners for each store. Merchants were very excited. All names will be entered into database.
- 75 merchants across all districts have participated in events so far – 50% in more than one.
- FAME Festival (Fitness*Arts*Music*Entertainment) on May 8 – Fitness in the park in the morning with different fitness studios; Art in the gazebo with ArteVino; Entertainers roaming in the afternoon; Music in evening at both ends of Main Street (4-9pm) – 3 different bands; 12-2pm Community Zone of local non-profits – residents can learn more about great resources in community; rain date May 15; volunteers are needed, ages 16+ - reco for t-shirts
- Discussed planning of events for other districts in the future, notably music events in May/June/July – June 12 at Short Hills train station, Upper Millburn Ave date TBD

iii. Business Development and Advocacy (Jackie Benjamin Lieberberg and Richard Wasserman)

- Met March 23 and have a preliminary, comprehensive document for potential new businesses interested in opening. Thanks to Ryan Gleason and Marla Itzkin for helping. Various departments in Town Hall are reviewing it. It will be constantly updated as information and ordinances change. Welcome packet is standard in other towns – very needed.
- Trying to revise rules to make the town more inviting to businesses, easier to fill vacancies, zoning not overwhelming; with necessary guidelines to protect community.
- Discuss streetscape proposal – Deputy Mayor Wasserman presented at Township committee
See sample portable solar cherry tree units outside Town Hall
Working with Committeewoman Miggins and HPC Chair Alison Canfield, Committeewoman Eglow, Tom Doty - Town Forester, Business Administrator
Proposal to add solar trees to Upper and Lower Millburn Ave – question was raised about considering for Chatham Road as well
No additional wiring or digging up of sidewalks
72 solar tree units, not more than \$1600 each delivered \$115,200 total – Township pay \$100,000
Township will coordinate watering
Asking Explore MSH Board to consider buying 10 of the trees, not to exceed \$16,000
“MAGIC” Millburn Avenue’s Green Initiative for our Community
Will involve RFP (based on expenditure), could take up to 4 months, in place by beginning of August
1 year warranty, potted lifespan of 3 years, replant around township after that time
\$20,000 to reorder and re-plant 72 new trees
A promotional video was shown (showing a simulated example of what the trees would look like)
If funding from SID, could potentially be from streetscape/aesthetic improvements (\$11K) and lighting/signage/historical markers (\$15K), which total \$26,000

J. FINANCES (Stephen Winer)

- i. Expense review – Reference document: Expense List 4/5/21
Board Chair thanked Stephen Winer for presentation at Township Committee meeting
Reviewed expense list
Checking account balance \$40,787.35

K. CLOSED SESSION – Resolution 21-006 to go into closed session: Personnel: Executive Director Position Ryan Gleason, Executive Director will be leaving soon. Closed session to discuss interviewing and hiring new Executive Director; potential action item depending on outcome of closed session
Motion by Nadege Nicoll, second by Richard Wasserman, unanimous voice vote

L. POTENTIAL ACTION ITEM (subject to Board discussion) - Resolution 21-007: Appointment and authorization to enter into a Professional Services Agreement for the position of Executive Director

Discussed contract negotiations and personnel issues, notably hiring of a new Executive Director. Since Ryan Gleason's departure, interviewed a number of people. Steven Grillo has extensive experience in NJ and NY, has started multiple BID/SID organizations in Staten Island. Secured \$10 million revitalization grant from NYS. Served as borough Councilman for Sayreville. Right experience and energy to lead the organization, and executive on ideas.

Steven Grillo briefly introduced himself and expressed that he is excited for the opportunity. Came into town on Saturday; he and his family felt very welcomed.

Retain consultant services through Steven Grillo's LLC, Urban Solutions Group, for which he is the sole proprietor. Term of one year, effective May 1, 2021 – April 30, 2022. Compensation will not exceed \$105,000, does not health or retirement benefits, or insurance he will need as his LLC. Prevailing rate for this position is \$100,000; if hire into role of department head, would pay minimum of this figure plus benefits. Will work with Legal Counsel on formal contract. Will be in Town Hall 5 days a week, set office hours.

Motion by Stephen Winer, second by Nadege Nicoll. Roll call vote – approved unanimously.

M. BOARD COMMENTS

Discussed potential change of meeting to 6:30 p.m. in future

Thank you to Marla Itzkin for hard work and getting the Community Newsletter sent out

N. ANNOUNCEMENTS – Business updates in SID/miscellaneous

Motion to adjourn by Richard Wasserman

Adjourned at 8:57 p.m.

Minutes submitted by Tracy Katz Levine, Secretary

May 11, 2021

Millburn Short Hills Business Organization, Inc.
Expenses
(March 10 – April 5, 2021)

| Date | Amount (\$) | Payee | Purpose |
|----------------------------------|-------------|--------------------------|---|
| Feb 27, 2021 – March 12, 2021 | \$1,333.75 | Itzkin Marketing LLC | Marketing and Communications |
| March 13, 2021 – March. 26, 2021 | \$1,375.00 | Itzkin Marketing LLC | Marketing and Communications |
| March. 1 – March 31, 2021 | \$7,200.00 | RG District Services LLC | Executive Director |
| March 29, 2021 | \$28.73 | Stephen Winer | Envelopes and Stamps |
| March 31, 2021 | \$200.00 | Stan Tso | Big Romance Band Performance at Corner of Main and Millburn on 4/3/21 |
| March 31, 2021 | \$20.24 | Jackie Lieberberg | Envelopes for Gem Project |
| April 1, 2021 | \$388.80 | Signarama | 8 Explore MSH Special Event Signs |
| April 5, 2021 | \$180.00 | Google Workspace | Vaulted email service and workspace |

Checking Account Balance as of April 5, 2021: \$40,787.35

MSHBO 21-005

RESOLUTION: AUTHORIZING THE AWARD OF A PROFESSIONAL SERVICE CONTRACT FOR LEGAL COUNSEL

WHEREAS, the Millburn Short Hills Business Organization, Inc. Special Improvement Board of Trustees requires the services of Legal Counsel; and

WHEREAS, the value of the service will not exceed \$17,500; and

WHEREAS, Cooper, LLC (hereinafter "Professional") has submitted a proposal to provide services; and

WHEREAS, after review and evaluation of the proposals it is recommended that a contract for the services be awarded Cooper, LLC in the amount not to exceed \$8,000.00; and

WHEREAS, this contract will take effect May 1, 2021 and will end on December 31, 2021 or until a successor is appointed; and

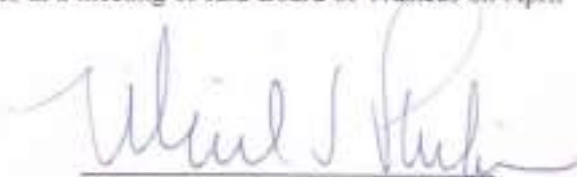
WHEREAS, funds are available to cover the cost of these services; and

NOW, THEREFORE, BE IT RESOLVED, that the Millburn Short Hills Business Organization, Inc. Special Improvement Board of Trustees is authorized to enter into a contract/retainer agreement with the Professional within 10 days as described herein; and

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 April 8, 2021.



Secretary of the Board of Trustees



Chair of the Board of Trustees

MSHBO

21-006

RESOLUTION TO HOLD DISCUSSION IN CLOSED SESSION, PER N.J.S.A. 10:4-12

WHEREAS, the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.) provides for the exclusion of the public during the discussion of certain matters; and

WHEREAS, prior to the exclusion of the public from a Council Meeting, it is required that the Millburn Short Hills Business Organization, Inc. Special Improvement Board of Trustees adopt a Resolution stating the general nature of the subject to be discussed and stating as precisely as possible the time when the minutes of the discussion conducted in closed session can be disclosed to the public; and

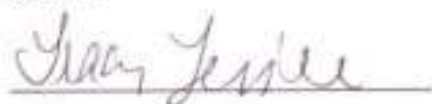
WHEREAS, this body is about to consider a matter which falls within the purview of N.J.S.A. 10:4-12 and can properly exclude the public from such discussions; now, therefore, be it

RESOLVED, that the Millburn Short Hills Business Organization, Inc. Special Improvement Board of Trustees shall enter into a closed session to consider the following matter:

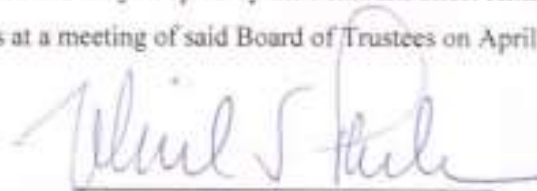
() General nature of the subject to be discussed: **Contract Negotiations – Prospective Terms and Conditions for Executive Director**

IT IS FURTHER RESOLVED, the minutes of said discussion shall be made public as soon as the matter under discussion is no longer of a confidential nature.

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 April 8, 2021.



Secretary of the Board of Trustees



Chair of the Board of Trustees

MSHBO 21-007

RESOLUTION APPOINTING STEVEN GRILLO 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 Urban Solutions Group, a sole proprietorship (the "**Contractor**") and its sole proprietor, Steven Grillo, 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. Grillo 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 May 1, 2021; and

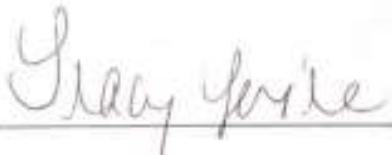
WHEREAS, the Board is authorized to negotiate a Professional Services Agreement for an initial one-year term with compensation not to exceed \$105,000; and

WHEREAS, Mr. Grillo will not be a Corporation employee but a consultant to the Corporation, through Contractor, and will not receive either health or retirement benefits.

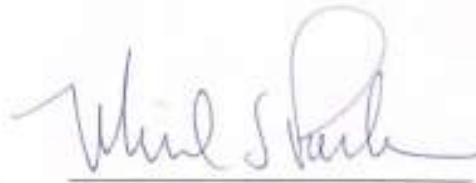
NOW, THEREFORE, BE IT RESOLVED that the Millburn Short Hills Business Organization, Inc. Board of Trustees hereby appoints Steven Grillo as Executive Director of the Millburn Short Hills Business Organization, Inc., effective May 1, 2021; and

BE IT FURTHER RESOLVED, the Board is authorized to execute and enter into a Professional Services Agreement with Urban Solutions Group 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 April 8, 2021.



Secretary of the Board of Trustees



Chair of the Board of Trustees