

Adopted March 26, 2024

Board of Directors Meeting
December 5, 2023
4:30 PM
In Person – Dear Maud 205 1st Street



Present: James Runkle, Edyta Espasa, Pratik Patel, Mario Fini, Councilman Phil Cohen, Hany Ahmed, Dave Jacey, Catherine Wilhoit, and Anthony Pino

Absent: Chris Mazzola, Jennifer Gonzalez, and Jenny Davis

Also Present: Roxanne Earley, Larissa Szilagyi, and Erin Bush

1. Call to Order & Approval of Minutes: 4:50pm

- A. **J. Runkle** welcomed everyone and asked **L. Szilagyi** to read the Open Public Meetings Act statement. **L. Szilagyi** read the statement of compliance with Chapter 231 of the Open Public Meetings Act noting that adequate meeting notice was provided.
- B. The minutes from September 12, 2023 were reviewed with no remarks or corrections

Motion to approve the minutes from September 12, 2023. Motion: E. Espasa. Second: P. Cohen

2. Finance:

- A. **P. Patel** provided the financial report and reported that the Statement of Financial Position shows Current Bank Assets on 11/27 of \$589,750.84, which accounts for uncleared transactions of \$203,116.40. The Reconciliation Report shows a November Bank Statement ending balance of \$989,866.47, which corresponds to the uncleared transactions in the Statement of Financial Position. Finally, the Activity Statement shows revenue to date of \$486.73 and expenditures of \$1,074,055.18. Please note, Q1 and Q2 assessment payments will be deposited by the City of Hoboken by the end of the month.

Motion to approve the November Treasurer's report? Motion: P. Cohen Second: M. Fini

- B. **Resolution to increase authorized Daily Spend of Staff:** **J. Runkle** noted that the executive Committee reviewed and discussed a request from staff for increased daily spend to allow the organization to be faster and more efficient in serving our mission on a daily basis, noting there have been nine such relevant votes. Increasing spend for standard, routine, or pilot items will help the HBA more rapidly respond to conditions in the district. Expenditures will be limited to allocated budgets. In addition to the regular review of financial position with the treasurer, the Executive Director will provide information on the use of this policy in her reports to the board. **M. Fini** asked if there is a cap per item or several items for 20k. **R. Earley** noted it is per day for one item. **A. Pino** asked if there is a limit on how many times these purchases can take place. **R. Earley** said there is no limit, but this policy is intended for items that might fall outside of quarterly meetings.

Motion to increase daily spending to \$20,000: Motion: C. Wilhoit Second: H. Ahmed

3. Updates:

A. Public Realm Committee

1. **Resolution to approve 2025 Landscaping Contract with Hufnagel Landscaping for \$156,145, with watering fees to remain a stable allocation of \$50,000:** **H. Ahmed** asked if we could expand into the west side of Hoboken. **R. Earley** noted we would need to coordinate with community partners as they usually manage this area. **P. Cohen** will connect R. Earley with these contacts for expansion.

Motion to approve the 2025 Landscaping Contract: P. Cohen. Second: M. Fini.

2. **Resolution to amend Existing Rodent Abatement Contract to include baiting catchbasins and tree-pit servicing for a total budget allocation of \$87,600:** **A. Pino** requested a current report regarding rodent activity in Hoboken. **R. Earley** noted that the HBA met with our extermination vendor, Paramount, and asked them to do a survey of every tree pit in our designated area - there were two burrows found in our service area, a majority of burrows are located on private property that the HBA cannot service. **H. Ahmed** asked if the HBA is working in collaboration with the City's timeline. **L. Szilagyi** informed the board that Paramount coordinates their schedule with when they are expected to be in Hoboken for their contractual obligations with the City of Hoboken.

Motion to approve an amendment to our existing rodent abatement services: D. Jacey. Second: H. Ahmed

B. Program Committee –

1. **Resolution to approve Earth Day Event production costs of \$40,000 with Main Street Pops at Monroe Center Plaza.** **H. Ahmed** suggested we could get more businesses involved that are impacted by the Earth Day event.

Motion to approve the Annual Earth Day Event: P. Cohen. Second: M. Fini.

2. **Resolution to approve Irish Heritage Celebration Event for a not to exceed cost of \$75,000 with Lokel Group following a revised proposal from the vendor.** Members of the board had a brief discussion recapping how the vendor brought the original price and scope down from \$150,000 to develop a first year pilot the committee was more comfortable with. There is some excitement to find a model for different heritage events, but **R. Earley** noted the need to be open to working with multiple vendors as a fair practice. Additional ideas for Irish Heritage were raised by **H. Ahmed**, who suggested that we should coordinate lights/city wide adoption during weeklong events, and by **P. Cohen** who noted that Finnegans was not included last year, and they have a venue for music. **J. Runkle** would love for this vendor to provide an after-event report to see what would work.

Motion to approve the Irish Heritage Celebration proposal with Lokel Group for a budget not to exceed \$75,000: P. Cohen. Second: H. Ahmed.

3. **Resolution to approve Superfly Major Events Phase 1 at a cost of \$65,000 to negotiate a venue management agreement on behalf of the HBA with the City of Hoboken..** **R. Earley** noted that this next phase of work builds off of the original engagement with Superfly which produced cost estimates the HBA was not comfortable shouldering, and a framework for day of venue management and safety for Pier A as an 8-12K person venue. **A. Pino** noted that the

original proposal had us in a deficit for major events on Pier A. Members of the board and staff then had a brief discussion recapping the prior engagement commenced with clarifications on how these contracts diverge.

Motion Can we have a motion to approve the Superfly Proposal to assist securing a contract with the City for \$65,000? H. Ahmed Second: M. Fini

- 4. Resolution to approve \$40,000 contract with Spectrum Media Solutions for Website design services:** The firm will design a new HBA website in WordPress, with anticipated completion in 4-6 months. **M. Fini** asked about other proposals. **J. Runkle** noted this proposal, out of the 4 top respondents to the HBA RFP, had more detailed specifications as well as had experience completing this service for other BIDs in NYC.

Motion to approve the proposal with Spectrum Media Solution for their website re-design services: H. Ahmed second: M. Fini

- 5. Resolution to approve Berlin Rosen for Public Relations services for a six month term at \$12,000 per month: R. Earley** noted there has been feedback from the board that the HBA should seek to elevate PR services in order to market Hoboken as a destination for businesses and visitors and to increase brand recognition of the organization. Staff currently recommend a pilot 6 month contract to determine the success of this vendor, and, if determined successful, to enter a 12 month contract. **M. Fini** asked when the PR will start. **R. Earley** informed the board that once this contract is approved, PR services will begin immediately. **P. Cohen** noted that Berlin Rosen has an excellent reputation. **E. Espasa** asked if they are local. **R. Earley** noted that the company is not based out of Hoboken, but several staff members live in Hoboken.

Motion to approve on Berlin Rosen's proposal for Public Relations services: Motion: P. Cohen Second: E. Espasa

C. Governance Committee

- 1. Resolution to Approve New Bylaws: R. Earley** summarized the major changes to the bylaws and updates that bring the board into better compliance with best practices and nonprofit regulations, as well as changes to languages to clarify the purpose, composition, attendance, and committees of the board. This includes removing the Port Authority seat. **P. Cohen** asked about the attendance mandate. **R. Earley** informed the board that they are required to at least attend 75% of meetings. **H. Ahmed** asked if a committee can be made about any topic. **R. Earley** confirmed this. **H. Ahmed** asked if the HBA can make a parking committee and **R. Earley** noted it can be workshopped in a board retreat.

It was also noted that C. Mazzola stepped down from his term effective the end of the year. The board thanks him for his service.

Motion to approve new bylaws: M. Fini Second: E. Espasa

- 2. Resolution to Approve powers of the Executive Committee: R. Earley** presented a proposal to grant the Executive Committee the ability to take action when the board is not in session and that Corporation Counsel recommended the HBA should create parameters on what the Executive Committee can do. The board discussed and requested that the Executive Committee make an effort to send items to the board when there are 2 or fewer weeks before a meeting, that the Executive Committee share their actions with the board in a manner similar to the Executive Directors reporting on non-profit event sponsorships, and the potential to change the policy as

needed. The Executive Committee will be required to operate within the existing budgets as terminated by the Board of Trustees, will not be able to vote on major contracts with service vendors (ie sanitation), and will not be able to approve expenditures over \$100,000. **E. Espasa** noted that any Executive Committee decision will be rooted in ideas from HBA committees, not just an idea solely from the Executive Committee. **J. Runkle** noted that in the next board meeting, we can evaluate the policy as needed. **M. Fini** asked if any incidents have happened- while there was 6 incidents that an Executive Board vote could have happened, as there was not a formal policy in place, it did not.

Motion to approve powers for the Executive Committee: P. Cohen. Second: M. Fini

- 3. Resolution to postpone the annual meeting to a future date in the interest of the Corporation:** The board does not have a slate of nominations on which to vote, and therefore needs to postpone the Annual Meeting. **R. Earley** noted that the bylaws state that an annual meeting can be delayed by the most a singular year. **D. Jacey** asked if someone resigns, then can we fill it? **R. Earley** noted that if someone resigns in this time, we can fill that seat as soon as possible but when someone's term is over, it needs to be voted on at an annual meeting.

Motion to postpone the annual meeting to a future date: P. Cohen. Second: A. Pino

4. Old Business: No old business

D. New Business:

- 1. P. Cohen** noted that the annual meeting for City Council takes place in January and that he may not return depending on the results of the City Reorganization Meeting.
- 2. J. Runkle** informed the board that conflict of interest forms are due at the end of January and Board of Director agreements are due today.

E. Public Session

1. The owners of Otok, the new bakery in Dom's old space are in attendance, and are continuing to use many of the former businesses legacy recipes. They have brought some treats for the board to try and give feedback on.

F. Adjournment

G. Motion: H. Ahmed Second: A Pino 5:58pm