MONTCLAIR CENTER CORPORATION

Board of Directors
RESOLUTION

RESOLUTION OF THE BOARD OF DIRECTORS AUTHORIZING THE EXECUTIVE COMMITTEE TO EXTEND AN OFFER OF EMPLOYMENT AND HIRE AN EXECUTIVE DIRECTOR

Adopted: 5/20/2026

RECITALS

WHEREAS, the Montclair Center Corporation (the "Corporation") is a New Jersey nonprofit corporation organized to serve as the district management corporation for the Montclair Township Central Business Special Improvement District (the "District"), operating pursuant to N.J.S.A. 40:56-65 et seq. and the Corporation's By-Laws; and

WHEREAS, Section 5.07 of the Corporation's By-Laws authorizes the Board of Directors to hire and/or retain an Executive Director to manage the daily operations of the Corporation in accordance with the policies and directives of the Board, the Executive Committee, and the Officers; and

WHEREAS, at a meeting of the full Board of Directors held on February 18, 2026, at which a quorum was present, the Board voted to authorize a formal Executive Director search process; and

WHEREAS, pursuant to that authorization and in accordance with Section 4.08(c) of the By-Laws, a Search Committee was formed under the oversight of the Human Resources Committee for the purpose of developing a job description, interviewing candidates, and conducting all related search activities; and

WHEREAS, the Corporation engaged Thomas Czerniecki of Jersey Professional Management ("JPM") to assist and advise the Search Committee throughout the search process; and

WHEREAS, the Search Committee, with the assistance of JPM, is conducting a thorough and deliberate search process, evaluating qualified candidates, and is preparing to recommend a candidate for the position of Executive Director to the Executive Committee; and

WHEREAS, Section 4.06 of the By-Laws vests the Executive Committee with authority to exercise, between Board meetings, all authority of the Board of Directors as permitted by applicable law; and

WHEREAS, the Board of Directors finds it appropriate and in the best interests of the Corporation to authorize the Executive Committee to receive the Search Committee's recommendation and, acting on that recommendation, extend a formal offer of employment and execute an employment agreement with the recommended candidate;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Montclair Center Corporation as follows:

RESOLUTIONS

1. **Ratification of Search Process.** The Board of Directors hereby ratifies the search process conducted by the Search Committee, including the engagement of Thomas Czerniecki and JPM as search consultant, as consistent with the authority granted by the Board at its February 18, 2026 meeting and in accordance with Section 4.08(c) of the By-Laws.

2. **Authorization to Receive Recommendation.** The Board of Directors hereby authorizes and directs the Executive Committee to receive the final candidate recommendation of the Search Committee, together with any supporting materials, evaluations, and documentation compiled during the search process.

3. **Authorization to Extend Offer and Execute Employment Agreement.** The Board of Directors hereby authorizes the Executive Committee, acting pursuant to its authority under Section 4.06 of the By-Laws, to: (a) extend a formal offer of employment for the position of Executive Director to the candidate recommended by the Search Committee; and (b) negotiate and execute an employment agreement with that candidate, including compensation, on terms consistent with the Corporation's approved budget and Section 5.07 (b) of the By-Laws.

4. **Compensation Parameters.** The Executive Committee is authorized to offer compensation on the following terms, consistent with the Corporation's approved budget: (a) a salary and such benefits and other terms as are consistent with Corporation policy and the recommendation of the Human Resources Committee; and (b) a start date to be negotiated by the Executive Committee.

5. **Reporting to the Full Board.** The Executive Committee shall report its actions under this Resolution, including the identity of the selected candidate and the material terms of any offer extended or employment agreement executed, to the full Board of Directors at the next regularly scheduled Board meeting, or sooner if circumstances require, in accordance with Section 4.06 of the By-Laws.

6. **General Authorization.** The Officers of the Corporation and the Executive Committee are each hereby authorized and directed to take any and all such further actions, and to execute and deliver any and all such further documents and instruments, as may be necessary or appropriate to carry out the purposes and intent of this Resolution.

7. **Effective Date.** This Resolution shall take effect immediately upon adoption by the Board of Directors.

CERTIFICATION

The undersigned, Secretary of the Montclair Center Corporation, hereby certifies that the foregoing is a true and correct copy of a Resolution duly adopted by the Board of Directors of the Montclair Center Corporation at a meeting duly held on May 20th, 2026, at which a quorum was present and acting throughout, and that said Resolution has not been modified, rescinded, or revoked and remains in full force and effect as of the date set forth below.

Date: 5/20/2026

David Placek
Secretary, Montclair Center Corporation

RECORD OF VOTE

Votes in Favor: 14

Votes Against: Ø

Abstentions: 1

Absent: 4