MONTCLAIR CENTERBID

Resolution On Ratification of 2026 Nominations Timeline

Resolution Adopted November 18, 2026

WHEREAS, Article IV, Section 4.02 of the Bylaws of Montclair Center Corporation (the "Corporation") provides that the Nominating Committee shall recommend nominees to serve as Directors at least sixty (60) days prior to each Annual Meeting of the Corporation; and

WHEREAS, the 2026 Annual Meeting of the Corporation is scheduled for December 16, 2026, which placed the Nominating Committee's recommendation deadline on or about October 17, 2026; and

WHEREAS, the Board of Directors' regularly scheduled October 2026 meeting, set for October 21, 2026, was cancelled following the resignation of the Corporation's Executive Director, and the Corporation operated through an executive leadership transition during that period; and

WHEREAS, as a result, the Board did not act on nominations until its November 18, 2026 meeting; and

WHEREAS, beginning October 30th 2026, the Corporation invited all Members to nominate themselves or others for consideration as Directors, and all nominations received prior to the November 18, 2026 meeting were referred to the Nominating Committee for consideration; and

WHEREAS, the Board's nominations will be sent to the Members on November 20, 2026, twenty-six (26) days before the Annual Meeting, satisfying the Bylaws' requirement of no less than twenty-one (21) days' written notice; and

WHEREAS, the Members' right under Article IV, Section 4.02 to make additional nominations by written notice signed by not less than ten (10) Members and filed with the Secretary within twenty (20) days after the Board's nominations are sent is preserved in full, with that period running from November 20, 2026 through December 9, 2026, ahead of the Annual Meeting; and

WHEREAS, the Board finds that the delay was caused by circumstances beyond the ordinary course, that the Board has acted in good faith, and that no Member's right to nominate, to receive notice, or to vote has been diminished;

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

1. The Board acknowledges that the Nominating Committee's recommendations for the 2026 election were not made within the sixty (60) day period set forth in Article IV, Section 4.02 of the Bylaws, owing to the cancellation of the October 2026 Board meeting following the resignation of the Executive Director.

2. The Board finds that the compressed timeline has not impaired any Member's right to submit nominations, to receive timely notice of the Board's nominations, to make additional nominations by petition, or to vote in the election.
3. The Board ratifies the Nominating Committee's recommendations as presented on November 18, 2026, and ratifies the 2026 nominations timeline as set forth herein, with the same force and effect as if completed within the periods prescribed by the Bylaws.
4. The Board formally nominates the candidates listed in Exhibit A to serve as Directors of the Corporation. As permitted by the Bylaws, the nominations may include more candidates than Board vacancies to be filled.
5. The Secretary is directed to send the Board's nominations to all Members no later than November 20, 2026, together with a copy of this Resolution and a statement that additional nominations under Article IV, Section 4.02 may be filed with the Secretary through December 9, 2026.
6. Ballots shall be due by 3:00 p.m. on December 16, 2026, the date of the Annual Meeting.
7. The Board directs that the Nominating Committee's sixty-day recommendation deadline be incorporated into the Corporation's master annual calendar, with a contingency for meeting cancellations, so that future election cycles proceed on schedule.
8. The Directors of the Corporation are authorized to take all actions necessary to carry out this Resolution.

Certification

I, the undersigned President of Montclair Center Corporation, certify that the foregoing Resolution was duly adopted by the Board of Directors at a meeting held on November 18, 2026, at which a quorum was present, by a vote of 11 in favor, 0 opposed, and 2 abstaining.

EG

Ernst Goldman, President

Date: 11/18/26