

**TOWNSHIP OF MILLBURN  
ORDINANCE NO. 2561-20  
ORDINANCE TO AMEND AND RESTATE IN ITS ENTIRETY  
ORDINANCE 12-92 OF THE ORDINANCES OF THE TOWNSHIP OF MILLBURN ENTITLED "AN ORDINANCE  
CREATING A SPECIAL IMPROVEMENT DISTRICT WITHIN THE TOWNSHIP OF MILLBURN AND  
DESIGNATING A DISTRICT MANAGEMENT CORPORATION**

***STATEMENT OF PURPOSE:** The purpose of this Ordinance is to substantially revise and update Ordinance 12-92, redefine the boundaries of Millburn's Special Improvement District (SID), designate a new District Management Corporation (DMC) with new guidelines and restrictions, establish an Advisory Board, and establish that the DMC shall have the purpose of encouraging the economic development of the Township's Special Improvement District.*

**WHEREAS**, Millburn adopted Ordinance 12-92 on May 19, 1992 entitled "An Ordinance Creating a Special Improvement District within the Township of Millburn and Designating a District Management Corporation," which established a Special Improvement District ("SID") and designated a District Management Corporation ("DMC") to run the affairs of the SID pursuant to N.J.S.A. 40:56-65, et seq.; and

**WHEREAS**, the DMC entitled the Downtown Millburn Development Alliance, Inc. ("DMDA") was incorporated under Title 15A of the Statutes of the State of New Jersey; and

**WHEREAS**, in December 2018, the DMDA filed for dissolution with the State, and dissolved itself pursuant to the procedures set out in Title 15A; and

**WHEREAS**, the Township's businesses remain a vital part of the community; and

**WHEREAS**, Ordinance 12-92 remains in effect, but a DMC no longer exists to carry out operations for the benefit of the SID businesses as set forth in the Ordinance; and

**WHEREAS**, the Township believes that a DMC remains a viable tool to improve the economic wellbeing of the Township's SID businesses; and

**WHEREAS**, the Township wishes to designate a new DMC entrusted with carrying out functions for the benefit of the SID, and that the DMC would be guided by certain new restrictions; and

**WHEREAS**, the Millburn Township Committee desires to protect the welfare, health and interests of the public in a safe and effective manner, and to preserve and enhance the function and appearance of the business districts of the Township by amending, restating, and supplementing the Special Improvement District Ordinance.

**NOW, THEREFORE, BE IT ORDAINED BY THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF MILLBURN IN THE COUNTY OF ESSEX, AND STATE OF NEW JERSEY, as follows:**

**Section 1.** Ordinance 12-92 entitled "An Ordinance Creating a Special Improvement District within the township of Millburn and Designating a District Management Corporation" is hereby revised in its entirety to read as follows:

Section 1. DEFINITIONS. As used in this Ordinance:

- a. "Special Improvement District," "SID," or the "District" means an area within the Township designated by this Ordinance as an area in which a special assessment on property within the District shall be imposed for the purposes of promoting the economic and general welfare of the District and the Township. Residential properties, residential portions of mixed use properties, or vacant properties within the Special Improvement District are exempt from special assessments. As set forth in this Ordinance, the Township's Special Improvement District shall be called the "Millburn Township Special Improvement District."
- b. "District Management Corporation," "DMC," or the "Corporation" means the "Millburn Short Hills Business Organization, Inc.," an entity incorporated pursuant to N.J.S.A. 15A:1-1, *et seq.*, and designated by this Ordinance to receive funds collected by a special assessment within the Special Improvement District as authorized by N.J.S.A. 40:56-65, *et seq.*, and this Ordinance.

Section 2. FINDINGS. The Township Committee of the Township of Millburn hereby finds as follows:

- a. The business community of the Township should be encouraged to provide self-help and self-financing programs to meet local business needs, goals and objectives.
- b. A certain area within the Township of Millburn, as described in this Ordinance by lot and block numbers and by street addresses, will benefit from being designated as a Special Improvement District.
- c. A District Management Corporation will assist the Township in promoting economic growth and employment within the District and will provide administrative and other services to benefit the businesses, employees, residents and consumers in the District. Such services will be in addition to the services already provided to the District by the Township.
- d. A special assessment shall be imposed and collected by the Township together with the regular property tax payment or payment in lieu of taxes or otherwise, and all or a portion of the special assessment shall be transferred to the District Management Corporation to exercise the powers given to it by this Ordinance and to effectuate the purposes of N.J.S.A. 40:56-65, *et seq.* It shall be the intent of the Township Committee to turn over "to the District Management Corporation all of the funds which have been assessed.
- e. It is in the best interests of the Township and the public to create the District and to designate the District Management Corporation except that no District Management Corporation shall be designated to receive any funds or to exercise any powers, pursuant to the provisions of N.J.S.A. 40:56-65, *et seq.*, as amended, unless the Board of Trustees of the District Management Corporation shall

include at least one member of the Township Committee, which member must be a voting member on the Board of Trustees.

- f. The DMC shall also assist the Township in revitalizing and encouraging the economic development, business presence and growth of the Township's SID.

Section 3. CREATION OF SPECIAL IMPROVEMENT DISTRICT.

- a. Creation. There is hereby created and designated within the Township a Special Improvement District which shall be known as the Millburn Township Special Improvement District. Properties within the District shall be subject to the special assessment, except for exempt properties described in Section 5. The Millburn Township Special Improvement District shall consist of the properties, designated by tax block, lot, and street address, listed in **Exhibit A**, attached hereto.
- b. SID Map. The boundaries of the Millburn Township Special Improvement District shall be delineated on the map attached hereto as **Exhibit B**.
- c. SID Boundaries. The Millburn Township Special Improvement District shall have the boundaries described in **Exhibit C**.

Section 4. IMPOSITION OF SPECIAL ASSESSMENT.

- a. Special Assessments. All of the properties included in the Special Improvement District, as set forth herein, may be subject to, or later become subject to the special assessment, depending on the use of each property. All properties within the District that are not otherwise exempt under Section 5 of this Ordinance, shall be subject to having imposed thereon by the Township a special assessment for the purposes of promoting the economic and general welfare of the District and the Township. Assessments shall only be spent on those purposes permitted by N.J.S.A. 40:56-65, et seq., and specified in the annual budget approved pursuant to said statute and this Ordinance. Notwithstanding the provision of this Section 4(a), no special assessment shall be imposed until the year 2022.
- b. Businesses and Mixed Use Properties. Assessments on non-exempt properties shall be made in the following manner:
  - (1) Businesses. All business properties within the SID, including all private, non-residential assessed properties, are deemed included in the assessing and taxing provisions of this Ordinance and are expressly subject to potential tax and assessment made for Special Improvement District purposes.
  - (2) Mixed Use Properties. In the case of a mixed residential and business use, only the portion of the property used for business purposes shall be subject to assessment. If the property owner of a mixed residential and business use is unable to agree with the Corporation as to the allocation of assessed value between residential and business use, the property

owner may appeal to a Board of Improvement Assessment Commissioners which shall have the power to determine the allocation of assessed value between residential and business uses. No such appeal shall involve or affect the total amount of assessed value, only the allocation of the current assessment between residential and business uses.

- c. The Township Committee may provide by separate ordinance or by amendment to this ordinance for improvements to the Millburn Special Improvement District to be operated and maintained pursuant to N.J.S.A. 40:56-65, et seq., and the annual costs of maintenance of such improvements to be taxed and assessed to benefitted properties or businesses pursuant to N.J.S.A. 40:56-80 or 40:56-85. Such improvements and supplemental services shall, however, not be in lieu of improvements and services now supplied by the Township to the District, nor be grounds for curtailment of future improvements and services to be supplied by the Township to the District.

Section 5. EXEMPTIONS FROM SPECIAL ASSESSMENT. All properties within the Special Improvement District that are (1) tax-exempt, (2) used exclusively for residential purposes, (3) residential portions of mixed use properties, or (4) vacant, unimproved and unused land, shall be excluded from the assessing or taxing provisions of this Ordinance and are expressly exempt from any tax or assessment made for Special Improvement District purposes.

Section 6. DISTRICT MANAGEMENT CORPORATION. The non-profit corporation incorporated pursuant to the provisions of Title 15A of the New Jersey Statutes and known as "Millburn Short Hills Business Organization, Inc." is hereby designated as the District Management Corporation. It is hereby designated as eligible to receive the funds collected as special assessments within the District. It shall conduct its business in accordance with the Open Public Meetings Law. It shall have no power of condemnation or eminent domain. It shall regularly file copies of the minutes of its meetings with the Township Clerk in order that such minutes may be conveniently available to the public for inspection. The Corporation shall seek a 501(c)(3) status under the Internal Revenue Code.

Section 7. POWERS OF THE DESIGNATED DISTRICT MANAGEMENT CORPORATION. The District Management Corporation shall have all powers necessary and requisite to effectuate the purposes of this Ordinance and the District, including, but not limited, to the following powers to:

- a. Adopt bylaws, which must be approved by the Township Committee in accordance with this Ordinance and in substantially the form attached hereto as **Exhibit D**, for the regulation of its affairs and the conduct of its business and to prescribe rules, regulations and policies in connection with the performance of its functions and duties. Any amendments to the bylaws after the initial approval must be approved by Township Committee prior to adoption by the DMC.
- b. Employ such persons as may be required, and fix and pay their compensation from funds available to the corporation.
- c. Apply for, accept, administer and comply with the requirements respecting an appropriation of funds or a gift, grant or donation of property or money.

- d. Make and execute agreements which may be necessary or convenient to the exercise of the powers and functions of the Corporation, including contracts with any person, firm, corporation, governmental agency or other entity.
- e. Administer and manage its own funds and accounts and pay its own obligations.
- f. Borrow money from governmental entities.
- g. Fund the improvement for the exterior appearance of properties in the District through grants or loans.
- h. Enforce the conditions of any loan or grant made by the Corporation.
- i. Provide security, sanitation and other services to the District, supplemental to those provided normally by the Township.
- j. Undertake improvements designated to increase the safety or attractiveness of the District to businesses which may wish to located there or to visitors to the District, including, but not limited to, litter cleanup and control, landscaping, parking areas and facilities, recreation and rest areas and facilities, pursuant to pertinent regulations of the Township Committee of the Township.
- k. Publicize the District and the businesses including within the District boundaries.
- l. Recruit new businesses to fill vacancies in, and to balance the business mix of, the District.
- m. Organize special events in the District.
- n. Provide special parking arrangements for the District.
- o. Provide temporary decorative lighting in the District.

Section 8. FISCAL YEAR; ANNUAL BUDGET: PUBLIC HEARING, AMENDMENT. ADOPTION BY TOWNSHIP COMMITTEE.

- a. The fiscal year of the District and of the Corporation shall be the calendar year. The Corporation shall submit no later than January 15 of each year a detailed annual budget for approval by the Township Committee. The fiscal year shall commence on January 1 of each year.
- b. The budget shall be submitted with a report which explains how the budget contributes to goals and objectives of the Special Improvement District. The budget shall be reasonably itemized. In addition, the report shall contain an account of all of the DMC's activities and achievements undertaken in the preceding year, and shall describe how those activities and achievements met the goals and objectives outlined in the preceding year's budget. The report shall also

exhibit a breakdown of costs associated with each of the preceding year's activities. The Township Committee shall review and evaluate the report, and at its discretion, shall make a recommendation to the DMC.

- c. The budget shall be processed and adopted by the Township Committee in accordance with the following procedures as set forth in N.J.S.A. 40:56-84:
- (1) The budget shall be introduced, approved, amended and adopted by resolution passed by not less than a majority of the full membership of the Township Committee of the Township. The procedure shall be as follows:
    - (i) Introduction and approval;
    - (ii) Public advertising;
    - (iii) Public hearing;
    - (iv) Amendments and public hearings, if required;
    - (v) Adoption.
  - (2) The budget shall be introduced in writing at a meeting of the Township Committee of the Township. Approval thereof shall constitute a first reading which may be by title. Upon the approval of the budget by the Township Committee, it shall fix the time and place for the holding of a public hearing upon the budget.
  - (3) The budget shall be advertised after approval. The advertisement shall contain a copy of the budget and shall set forth the date, the time and place of the hearing. It shall be published at least 10 days prior to the date fixed therefor in a newspaper circulating in the Township.
  - (4) No budget shall be adopted until a public hearing has been held thereon and all persons having an interest therein shall have been given an opportunity to present objections. The hearing shall be held not less than 28 days after approval of the budget.
  - (5) The public hearing shall be held at the time and place specified in the advertisement thereof, but may be adjourned from time to time until the hearing is closed. The budget, as advertised shall be read at the public hearing in full, or it may be read by its title, if:
    - (i) at least one week prior to the date of the hearing a complete copy of the approved budget, as advertised:

- (a) shall be posted in a public place where public notices are customarily posted in the Town Hall of the Township; and
  - (b) is made available to each person requesting the same, during that week and during the public hearing, and
- (ii) The Township Committee shall, by resolution passed by not less than a majority of the full membership, determine that the budget shall be read by its title and declare that the conditions set forth in paragraph (1) have been met. After closing the hearing, the Township Committee may adopt the budget by title, without amendments, or may approve amendments, as provided in subsection (6) of this section before adoption.
- (6) The Township Committee may amend the budget during or after the public hearing. No amendment by the Township Committee shall be effective until taxpayers and all persons having an interest therein shall have been granted a public hearing thereon, if the amendment shall:
  - (i) Add a new item in an amount in excess of 1% of the total amount as stated in the approved budget; or
  - (ii) increase or decrease any item by more than 10%; or
  - (iii) increase the amount to be raised pursuant to section 16 of P.L. 1972, c. 134 (C. 40:56-80) by more than 5%, unless the same is made pursuant to an emergency temporary appropriation only.

Notice of hearing on an amendment shall be advertised at least three days before the date set therefor. The amendment shall be published in full in the same manner as an original publication and shall be read in full at the hearing and before adoption.

- (7) Final adoption shall be by resolution, adopted by a majority of the full membership of the Township Committee, and may be by title.
- d. Each year, when the Township Committee shall have acted on the estimated costs and/or on the budget, the Township Tax Assessor shall prepare an assessment roll setting forth separately the amounts to be specially assessed against the benefitted and assessable properties in the District. Descriptions of such properties, and the names of the then current owners of such properties, so far as names are available, shall be included in each annual assessment roll. The assessment roll, when so prepared, shall be filed in the office of the Township Clerk and be available there for inspection. The Township Committee shall annually meet to consider objections to the amounts of such special assessments at least 10 day~ after a notice of hearing has been published once in the official newspaper and mailed to the named owners of all tracts, parcels and lots of

property proposed to be assessed. The notice shall set forth the time and place of meeting, and set forth the purpose of such meeting, but may refer to the assessment roll for further particulars. When the Township Committee shall have approved the amounts of the special assessments set forth therein, or as may be changed by it, the Township Clerk shall forthwith certify a copy of the assessment roll, with such changes, if any, to the Essex County Tax Board.

- e. For the purpose of this Ordinance, "annual improvements" shall mean and include any reconstruction, replacement or repair of trees and plantings and other facilities of the Special Improvement District and the furnishing of any other local improvement which benefits properties within the District. For the purpose of this Ordinance, "costs" shall, with respect to annual improvements to and operation and maintenance of the Special Improvement District, mean costs of annual improvements and all other costs, including planning costs, incurred or to be incurred in connection with annual improvements to and operation and maintenance of the District.
- f. Moneys appropriated and collected on account of annual improvement costs, and costs of operating and maintaining a Special Improvement District, shall be credited to a special account. Any balances to the credit of the account and remaining unexpended at the end of the fiscal year shall be conserved and applied towards the financial requirements of the succeeding year.
- g. The Township Committee shall pay over funds to the District Management Corporation on a schedule to be agreed upon between the Township Committee and the Corporation.
- h. The annual costs of operating, maintaining and improving the Special Improvement District shall be reported to the Township Committee, assessed, collected and appropriated as provided in N.J.S.A. 40:56-80.

Section 9. ANNUAL AUDIT. The District Management Corporation shall cause an annual audit of its books, accounts and financial transactions to be made and filed with the Township Committee of the Township, and for that purpose the Corporation shall employ a certified public accountant of New Jersey. The annual audit shall be completed and filed with the Township Committee within four months after the close of the fiscal year of the Corporation and a certified duplicate copy of the audit shall be filed with the Director of the Division of Local Government Services in the Department of Community Affairs within five days of the filing of the audit with the Township Committee of the Township.

Section 10. ANNUAL REPORT. The District Management Corporation shall, within 30 days of the close of each fiscal year, make an annual report of its activities for the preceding fiscal year to the Township Committee of the Township.

Section 11. TOWNSHIP POWERS RETAINED. Notwithstanding the creation of a Special Improvement District, the Township expressly retains all its police powers and other rights and powers and authority over the area designated as within the Special Improvement District.

Section 12. DISTRICT MANAGEMENT CORPORATION BOARD OF TRUSTEES.



- a. Board of Trustees Duties and Responsibilities. The Board of Trustees shall have the duty and responsibility to oversee and implement the powers of the Corporation in accordance with N.J.S.A. 40:56-65, *et seq.*, Title 15A of the Statutes of the State of New Jersey, and this Ordinance. Of the voting members of the Board of Trustees, there shall be a Chair of the Board, a Secretary, and a Treasurer elected by the Board of Trustees each year for a term ending on December 31. The positions shall have the following duties and responsibilities:
- (1) Chair of the Board. The Chair of the Board shall preside over all the meetings of the Board of Trustees, shall act as liaison between the Board of Trustees and the Executive Director, and shall perform such other duties, not inconsistent with this Ordinance, as may be incidental to the office, or as may be determined by the Board of Trustees.
  - (2) The Secretary. The Secretary shall be the custodian of the Corporation's records and documents and of the seal of the Corporation. The Secretary shall affix the corporate seal to all instruments, when authorized or directed to do so by the Board of Trustees, shall keep the minutes of all meetings of the Board of Trustees, and shall perform such other duties, not inconsistent with this Ordinance, as may be incidental to the office, or as may be determined by the Board of Trustees or the Chair of the Board.
  - (3) The Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as the Board of Trustees may select from time to time. Upon request, the Treasurer shall provide an account of the financial condition of the Corporation, and shall perform such other duties, not inconsistent with this Ordinance, as may be incidental to the office, or as may be determined by the Board of Trustees or the Chair of the Board.
- b. Voting Members of Board of Trustees. The Corporation shall be governed by a Board of Trustees consisting of seven voting members, who shall be appointed by majority vote of the Township Committee, and nonvoting *ex officio* members. The voting positions shall consist of the following:

- (1). A member of the Township Committee for a one-year term commencing January 1, except that the first member of the Township Committee to serve on the Board of Trustees shall be appointed during 2020 and whose term shall expire on December 31, 2020; and
  - (2) Two persons who are owners of real estate within the District, or officials of a corporation or entity owning real estate within the District to be called "Owner Trustees."
  - (3) Two persons who own and operate a business within the District but do not own property within the District to be called "Operator Trustees."
  - (4) Two residents of the Township of Millburn who are neither owners of property within the District nor owners or operators of a business within the District to be called "Resident Trustees."
- c. Nonvoting Ex Officio Members. The nonvoting *ex officio* members of the Board of Trustees shall consist of the following positions:
- (1) The Township Business Administrator or his/her Designee.
  - (2) The Mayor, or his/her Designee.
  - (3) For the purposes of Section 12(c)(2), the term "Designee" shall mean an appointed official or employee of the Township, or a resident with relevant experience and interest in the stimulation and the economic development of the District.
  - (4) All *ex officio* members shall be appointed for a one (1) year term.
- d. Scheduling. The appointment of members to the initial Board of Trustees, other than the Township Committee representative, shall be as follows:
- (1) One Resident Trustee and one Owner Trustee shall be appointed for a term terminating December 31, 2021.
  - (2) One Owner Trustee and one Operator Trustee shall be appointed for a term terminating December 31, 2022.
  - (3) One Resident Trustee and one Operator Trustee shall be appointed for a term terminating December 31, 2023.

- (4) Thereafter, appointments made for all Board of Trustee members, except for the member of the Township Committee, shall be for three-year terms. After the initial appointments are made in accordance with subsection d. (1) – (3) above, terms shall commence on January 1 and expire on December 31.
- e. Removal of a Trustee. Notwithstanding the foregoing provisions in this Section 12, the Township Committee shall have the right to remove a voting member of the Board of Trustees at any time and for cause, in the discretion of a majority of the Members of the Township Committee, and to fill the vacancy with another person of the same class for the balance of the remaining term of the Trustee removed. For the purposes of this Section 12(e), the term “cause” shall include, but not be limited to, a failure to diligently perform the duties of a Trustee, lack of attendance at meetings, and similar neglectful or insufficient participation in the affairs of the Corporation.
- f. Inclusion in Bylaws. This Section 12 shall be included in the DMC’s bylaws upon incorporation.

Section 13. EXECUTIVE DIRECTOR. The Corporation shall hire an Executive Director. The Executive Director shall direct, manage, and implement all the activities, programs, and affairs of the DMC, and such other duties as may be assigned by the Board of Trustees. The Executive Director shall be paid a salary subject to the approval of the Township Committee. One half of the Executive Director’s salary shall be paid for by the Corporation, and one half shall be paid for by the Township.

Section 14. DISTRICT MANAGEMENT ADVISORY BOARD.

- a. District Management Advisory Board. There shall be an Advisory Board consisting of not less than 7 or more than 15 members. The first Advisory Board shall be appointed by the Township Committee for a term commencing during 2020 and terminating on December 31, 2021. Thereafter, the Board of Trustees shall elect the members of the Advisory Board for a one-year term commencing on January 1 and ending on December 31 of that year.
- b. Activities of the District Management Advisory Board. The Advisory Board shall assist the Board of Trustees of the DMC by providing advice to the Board of Trustees in development of the annual program, plan and budget for the corporation, and shall provide ongoing advice and counsel to the Board of Trustees as requested by the Board of Trustees.

Section 15. ADDITIONAL FUNDS. The services already provided to the District through the general fund of the Township of Millburn shall continue to be provided through such general fund, and not be transferred to the budget of the Corporation. Additionally, the Township may choose from time to

time to provide economic stimulus funds by means of grants, loans, or otherwise, with such criteria to ensure that the recipients comply with the intended purposes so stated in that program. If the Township elects to make such grants, loans, or funds otherwise available to businesses within the District, the Township Committee may elect to appoint the DMC to administer the economic stimulus fund and provide accountability for its actions. In the event the DMC receives such economic stimulus funds, the DMC must follow the program's instructions and criteria in connection with the disbursement of funds. If funds are to be disbursed to businesses within its purview, the DMC shall not unreasonably withhold any funds, nor shall it unreasonably delay administration of the Township's program. The DMC shall provide to the Township an audit report of the funds disbursed to the District businesses every year from the time the DMC receives the funds, until all the funds are disbursed. The audit reports shall further show compliance with each program's instructions and criteria including specific uses by each business receiving funds.

Section 16. DISSOLUTION PROHIBITED. The DMC shall be prohibited from dissolving itself pursuant to the terms of Title 15A without first obtaining Township Committee approval in the form of a resolution. In the event that the Board of Trustees votes to obtain Township Committee approval of corporate dissolution of the DMC, and the Township Committee votes to disapprove the proposed dissolution, the Township Committee shall have the right, in its absolute discretion, to remove all or part of the Board and to reconstitute the same by appointing replacement Trustees to fill the vacancies for the balance of the terms remaining for any or all such Trustees so removed. This provision shall be included in the Bylaws of the DMC, which shall not be amended without the approval of the Township Committee.

Section 17. Termination. The Township Committee reserves the right, in its sole discretion, to terminate the District and/or the Corporation at any time, by repeal of this Ordinance and/or implementing dissolution measures under Title 15A. Upon such termination, the Township shall assume the liabilities of the Corporation and the Corporation's assets shall be turned over to the Township Committee for use for a public purpose in compliance with Section 501(c)(3) of the Internal Revenue Code, or for disposition through another method in accordance with Section 501(c)(3), at the Township Committee's discretion.

**Section 2.** Conflicts. The provisions of this Ordinance are meant to amend and supersede any contrary provisions in Ordinance 12-92, as originally adopted on May 19, 1992 and as amended from time to time to reconfigure the District.

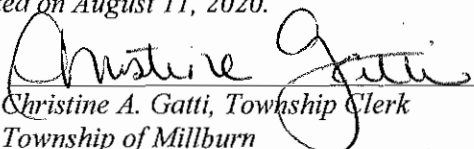
**Section 3.** Effective Date. This Ordinance shall take effect upon final passage and publication, in accordance with the law.

Introduced: 7/14/2020  
Published: 7/23/2020  
Notice to County Planning Board Prior to Adoption: 7/17/2020  
Notice to Clerks of Adjoining Municipalities: 7/17/2020  
Notify Affected Property Owners: 7/27/2020  
Public Hearing/Adopted: 8/11/2020  
Published: 8/20/2020  
Filing with County Planning Board: 8/13/2020

Ordinance 2561-20

*I, Christine A. Gatti, Township Clerk of the Township of Millburn, do hereby certify this document to be a true copy of the original which is on file in my office. The ordinance was introduced by the Millburn Township Committee on July 14, 2020 and adopted on August 11, 2020.*

Date: 8/13/2020

  
Christine A. Gatti, Township Clerk  
Township of Millburn

## Exhibit A

Block	Lot	Street Address	
305	1	187 MILLBURN AVENUE	
305	6	GLEN AVENUE R	EXEMPT
701	2	8 MAIN STREET	
701	3	12 MAIN STREET	
701	4	14 MAIN STREET	
701	5	20 MAIN STREET	
702	1	34 MAIN STREET	
702	2	36 MAIN STREET	
702	3	38 MAIN STREET	
702	4	40 MAIN STREET	
702	5	42 MAIN STREET	
702	6	341 MILLBURN AVENUE	
702	7	337 MILLBURN AVENUE	
702	8	335 MILLBURN AVENUE	
702	9	333 MILLBURN AVENUE	
702	10	329 MILLBURN AVENUE	
702	11	327 1/2 MILLBURN AVENUE	
702	12	327 MILLBURN AVENUE	
702	13	321 MILLBURN AVENUE	
702	14	319 MILLBURN AVENUE	
702	15	315 MILLBURN AVENUE	
702	16	100 ESSEX STREET	
702	17	170 ESSEX STREET	
702	18	184 ESSEX STREET	
702	19	196 ESSEX STREET	
702	20	150 ESSEX STREET	
703	1	72 ESSEX STREET	
703	2	311 MILLBURN AVENUE	
703	3	309 MILLBURN AVENUE	
703	4	307 MILLBURN AVENUE	
703	5	305 MILLBURN AVENUE	
703	6	301 MILLBURN AVENUE	
703	7	295 MILLBURN AVENUE	
703	8	291 MILLBURN AVENUE	EXEMPT
703	9	44 ESSEX STREET	
703	10	70 ESSEX STREET	
703	11	46 ESSEX STREET	
703	12	303 MILLBURN AVENUE	
704	1	12 HOLMES STREET	

704	2	281 MILLBURN AVENUE	
704	3	279 MILLBURN AVENUE	
704	4	275 MILLBURN AVENUE	
704	5	271 MILLBURN AVENUE	
704	6	269 MILLBURN AVENUE	
704	7	265 MILLBURN AVENUE	
704	8	32 ESSEX STREET	
705	1	249 MILLBURN AVENUE	
705	2	227 MILLBURN AVENUE	
705	3	223 MILLBURN AVENUE	
705	4	215-219 MILLBURN AVENUE	
705	26	55 ESSEX STREET	
705	27	45 ESSEX STREET	
705	28	29 ESSEX STREET	
705	29	23 ESSEX STREET	<b>EXEMPT</b>
801	1	348 MILLBURN AVENUE	
801	2	350 MILLBURN AVENUE	
801	3	356 MILLBURN AVENUE	
801	4	358 MILLBURN AVENUE	
801	5	374 MILLBURN AVENUE	
801	6	378 MILLBURN AVENUE	
801	7	380 MILLBURN AVENUE	
801	8	382 MILLBURN AVENUE	
801	9	386 MILLBURN AVENUE	
801	10	25 TAYLOR STREET	
801	12	75 MAIN STREET	
801	15	59 MAIN STREET	
801	16	55 MAIN STREET	
802	2	4 TAYLOR STREET	
802	27	109 MAIN STREET	
802	28	105 MAIN STREET	
802	29	103 MAIN STREET	<b>EXEMPT</b>
802	30	97 MAIN STREET	<b>EXEMPT</b>
802	31	95 MAIN STREET	
802	32	93 MAIN STREET	
804	7	304 MILLBURN AVENUE	
804	8	306 MILLBURN AVENUE	
804	9	308 MILLBURN AVENUE	
804	11	318 MILLBURN AVENUE	
804	12	320 MILLBURN AVENUE	
804	13	322-324 MILLBURN AVENUE	
804	14	326 MILLBURN AVENUE	<b>EXEMPT</b>
804	15	330 MILLBURN AVENUE	

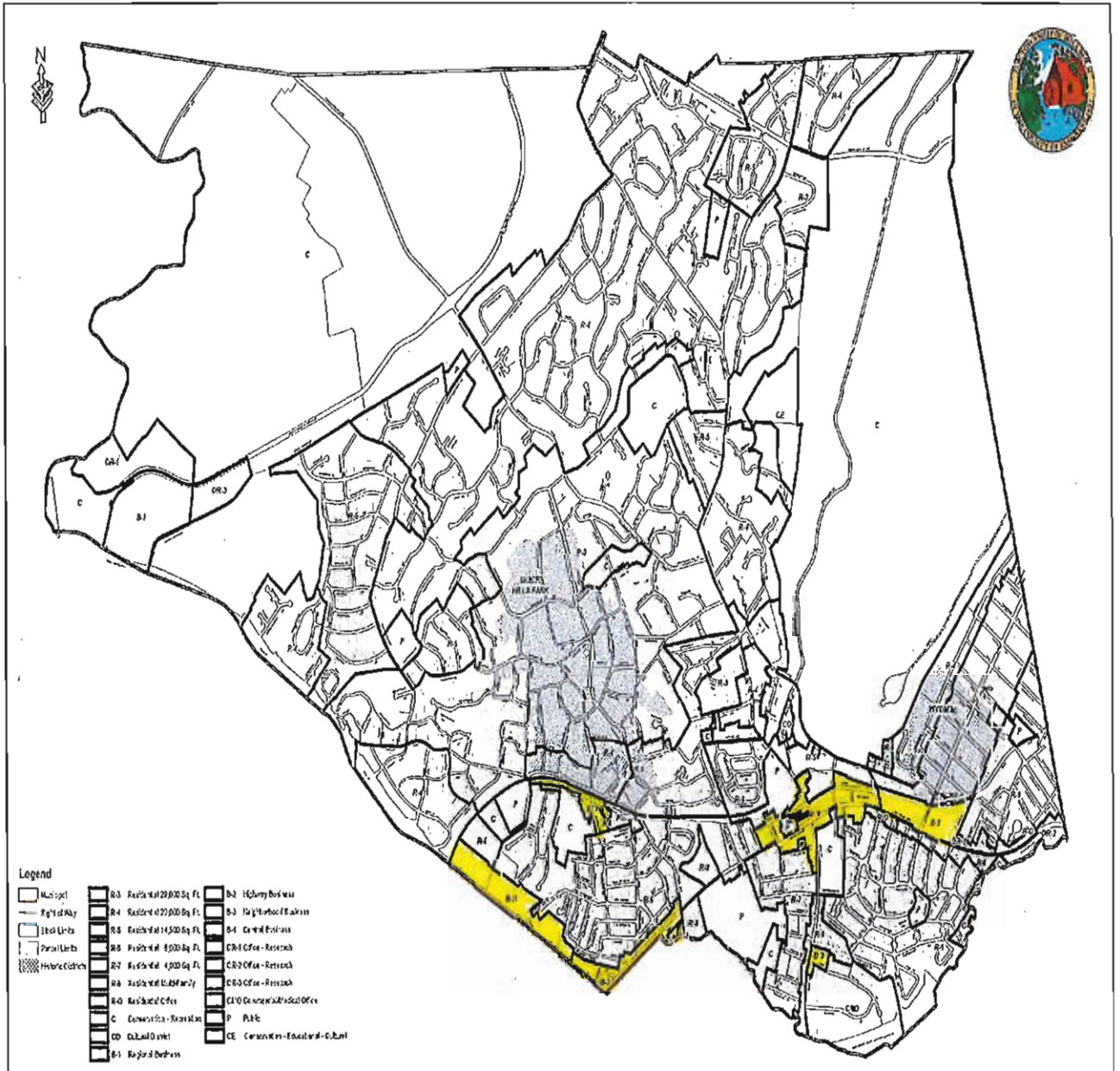
804	16	340 MILLBURN AVENUE	
804	17	64 MAIN STREET	
805	1	290 MILLBURN AVENUE	
805	2	296 MILLBURN AVENUE	
805	4	300 MILLBURN AVENUE	EXEMPT
906	28	1 EAST WILLOW STREET	
1004	10	238 MAIN STREET	
1207	3	425 ESSEX STREET	
1207	4	421 ESSEX STREET	
1207	5	407 ESSEX STREET	
1207	6	397 ESSEX STREET	EXEMPT
1207	7	379-391 ESSEX STREET	EXEMPT
1207	10	335 ESSEX STREET	
1207	11	291 ESSEX STREET	
1207	12	281 ESSEX STREET	
1207	13	271 ESSEX STREET	
1207	14	257 ESSEX STREET	
1207	15	251 ESSEX STREET	EXEMPT
1207	16	27 MAIN STREET	
1211	1	397 MILLBURN AVENUE	
1211	2	393 MILLBURN AVENUE	
1211	3	391 MILLBURN AVENUE	
1211	4	389 1/2 MILLBURN AVENUE	
1211	5	389 MILLBURN AVENUE	
1211	6	156 SPRING STREET	
1212	1	387 MILLBURN AVENUE	
1212	5	363 MILLBURN AVENUE	
1212	6	357 MILLBURN AVENUE	
1212	7	355 MILLBURN AVENUE	
1212	8	353 MILLBURN AVENUE	
1212	9	351 MILLBURN AVENUE	
1212	10	343 MILLBURN AVENUE	
1212	11	41 MAIN STREET	
1212	12	35 MAIN STREET	
1212	15	266 ESSEX STREET	
1212	16	276 ESSEX STREET	
1212	17	286 ESSEX STREET	
1212	18	290 ESSEX STREET	EXEMPT
1212	19	300 ESSEX STREET	EXEMPT
1212	20	304 ESSEX STREET	EXEMPT
1212	21	310 ESSEX STREET	EXEMPT
1212	24	368 ESSEX STREET	EXEMPT
1212	25	380 ESSEX STREET	EXEMPT



1212	26	161 SPRING STREET	EXEMPT
1212	27	155 SPRING STREET	EXEMPT
1706	1	545 MILLBURN AVENUE	
1706	2	535 MILLBURN AVENUE	
1706	3	533 MILLBURN AVENUE	
1706	4	531 MILLBURN AVENUE	
1706	5	529 MILLBURN AVENUE	
1706	6	525 MILLBURN AVENUE	
1707	1	521 MILLBURN AVENUE	
1707	2	519 MILLBURN AVENUE	
1707	3	517 MILLBURN AVENUE	
1707	4	515 MILLBURN AVENUE	
1707	5	511 MILLBURN AVENUE	
1708	1	1 SHORT HILLS AVENUE	
1708	2	7 SHORT HILLS AVENUE	
1708	3	11 SHORT HILLS AVENUE	
1708	4	15 SHORT HILLS AVENUE	
1708	6	500 MILLBURN AVENUE	
1708	7	504 MILLBURN AVENUE	
1708	8	506 MILLBURN AVENUE	
1708	9	508 MILLBURN AVENUE	
1708	10	510 MILLBURN AVENUE	EXEMPT
1708	11	514 MILLBURN AVENUE	
1708	12	516 MILLBURN AVENUE	
1708	13	518 MILLBURN AVENUE	
1708	14	MILLBURN AVENUE	EXEMPT
1708	15	MILLBURN AVENUE	EXEMPT
1709	1	507 MILLBURN AVENUE	
1709	2	505 MILLBURN AVENUE	
1801	1	704 MORRIS TURNPIKE	
1801	2	688 MORRIS TURNPIKE	
1801	3	682 MORRIS TURNPIKE	
1801	4	680 MORRIS TURNPIKE	
1801	5	658-666 MORRIS TURNPIKE	
1801	8	636 MORRIS TURNPIKE	
1801	12	622 MORRIS TURNPIKE	
1801	13	40 FARLEY PLACE	
1801	14	36 FARLEY PLACE	
1801	15	34 FARLEY PLACE	
1801	16	30 FARLEY PLACE	
1801	17	28 FARLEY PLACE	
1801	20	16 FARLEY PLACE	
1801	22	10 FARLEY PLACE	

1801	23	569 MILLBURN AVENUE	
1801	25	565 MILLBURN AVENUE	
1801	35	555 MILLBURN AVENUE	
1801	36	551 MILLBURN AVENUE	
1801	37	549 MILLBURN AVENUE	EXEMPT
1802	1	587 MILLBURN AVENUE	
1812	9	30 CHATHAM ROAD	EXEMPT
1812	10	36 CHATHAM ROAD	
1812	11	44 CHATHAM ROAD	
1904	1	764 MORRIS TURNPIKE	
1904	17	752 MORRIS TURNPIKE	
1904	18	760 MORRIS TURNPIKE	
1904	19	758 MORRIS TURNPIKE	
1904	20	720 MORRIS TURNPIKE	
1904	72	85 WOODLAND ROAD	
1904	73	87 WOODLAND ROAD	
1904	74	54 CHATHAM ROAD	
1904	75	58 CHATHAM ROAD	
1904	104	780 MORRIS TURNPIKE	
1904	105	800 MORRIS TURNPIKE	
2002	23	840 MORRIS TURNPIKE	
2002	24	830 MORRIS TURNPIKE	
2002	25	820 MORRIS TURNPIKE	
2106	2	91 CHATHAM ROAD	EXEMPT
2106	3	CHATHAM ROAD	EXEMPT
2107	2	69 CHATHAM ROAD	EXEMPT

# Exhibit B



## Exhibit C

The boundaries of the Millburn Township Special Improvement District shall be described as follows:

Main Street from Church Street to Brookside Drive, including the properties located on the northeast and southeast corners of Main Street and E. Willow Street.

Millburn Avenue from Douglas Street to Wyoming Avenue and Millburn Avenue from Short Hills Avenue to its intersection with Morris Turnpike, including Farley Place.

Morris Turnpike from its intersection with Millburn Avenue westerly ending at the train overpass.

Chatham Road from the Township owned parking Lot, known as Lot 3, west to its intersection with Taylor Road South.

**BYLAWS**

**OF THE**

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

**A NEW JERSEY NONPROFIT CORPORATION**

**Article I**

**Name and Offices**

1.01. Name.

The name of this corporation shall be the Millburn Short Hills Business Organization, Inc. (hereinafter referred to as the "Corporation").

1.02. Offices.

The principal office of the Corporation shall be initially located in the Millburn Town Hall. Thereafter, it may be located in such location or locations in downtown Millburn as the Board of Trustees may hereinafter designate with the consent of the Township Committee.

**Article II**

**Purposes and Power**

2.01 Purposes.

- (a) The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) The Corporation shall fulfill and promote the mission of Millburn Special Improvement District (the "District"), which is to promote and enhance the economic and general welfare of the District and the Township of Millburn (the "Township"), as further described in Ordinance 12-92. In order to fulfill and promote the District's mission, the Corporation shall:

- (1) Serve the District, as identified and defined in Ordinance 12-92, as well as the business community, and the Township, and to further create, promote, and implement the economic revitalization and general welfare of the District and Township; and
- (2) Revitalize and encourage the economic development, business presence and growth of the District, as well as to promote and preserve the cultural, historic, tourist, and civic interest in the District; and
- (3) Provide a mechanism by which relevant business interests, service firms, restaurants, retail establishments, property owners, employers, lenders, and others can cooperate to expand business opportunities, sales, employment, consumer choices and shopper's facilities; and
- (4) Formulate, promote, and implement events, programs, physical improvements to the District; and
- (5) Mobilize available public and private resources in furtherance of the Corporation's purpose; and
- (6) Recruit complimentary businesses to the District; and
- (7) Shall not: (i) carry on propaganda or otherwise attempt to influence legislation; (ii) engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as may be amended; (iii) participate or intervene in, regardless of manner or extent including with respect to publishing or distributing of statements, any political campaign on behalf of any candidate for public office; or (iv) engage in any prohibited transaction as defined in Section 503 (b) of the Internal Revenue Code.

## 2.02 Powers.

The Corporation shall have the powers granted under Ordinance 12-92 of the Revised General Ordinances of the Township of Millburn, ("Enabling Ordinance") as may be amended or revised from time to time, and the laws of the State of New Jersey that are in furtherance of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**Article III**  
**Members and Annual Meeting**

3.01 Membership.

Membership of the Corporation shall be unlimited and shall comprise of the following:

- (a) All non-residential property owners within the District which may be an individual, corporate, partnership, or any other entity, and who appear on the Township's tax roll for assessment purposes ("District Business Owners"). District Business Owners shall have a vote per separate parcel of real property owned and taxed within the District.
- (b) All business, commercial and professional tenants and subtenants within the district, excluding any residential tenants, who shall register with the Corporation no later than September 30<sup>th</sup> of each year ("District Tenants"). Registration remains viable upon first completion until the subject business relocates from the District. If the business merely relocates within the District, it must change its address with the Secretary. Each District Tenant shall have one vote per tenancy.
- (c) The Secretary shall maintain a data base of all (1) District Business Owners; (2) District Tenants; and (3) previously registered members.

3.02 Voting.

The members shall have the right to vote on items that may be presented to the Corporation's general membership by the Board of Trustees.

3.03 Annual Meeting.

The annual meeting of the members of the Corporation shall be held on the second Monday of November of each year, except that if the second Monday of November falls on a legal holiday, the meeting shall be held on the following day. The annual meeting of the members for the transaction of business as may properly come before the meeting shall be held on such date and at such place as may be fixed from time to time by the Board of Trustees. The Secretary shall cause written notice of the time and place of the annual meeting to be given to all the members of the Corporation, registered as of September 30 of that year, at their last known address on file with the Corporation, not less than 10 or more than 60 days, before the annual meeting. The notice may also state the purposes of the meeting.

**Article IV**  
**Board of Trustees**

4.01 Function of the Board of Trustees.

The Corporation's Board of Trustees (the "Board") shall manage the business and affairs of the Corporation. The Board shall have the duty and responsibility to oversee and implement the powers of the Corporation in accordance with N.J.S.A. 40:56-65, et seq., Title 15A of the Statutes of the State of New Jersey, and Ordinance 12-92, as may be amended and revised from time to time.

4.02 Composition of the Board.

- (a) The Board shall be comprised of seven voting members, who shall be appointed by majority vote of the Township Committee of the Township of Millburn, and nonvoting *ex officio* members.
- (b) The voting positions of the Board shall consist of the following:
  - (1) A member of the Township Committee.
  - (2) Two persons who are owners of real estate within the District, or officials of a corporation or entity owning real estate within the District to be called "Owner Trustees."
  - (3) Two persons who own and operate a business within the District but do not own property within the District to be called "Operator Trustees."
  - (4) Two residents of the Township of Millburn who are neither owners of property within the District nor owners or operators of a business within the District to be called "Resident Trustees."
- (c) The nonvoting *Ex Officio* positions of the Board shall consist of the following:
  - (1) The Township Business Administrator or his/her designee.
  - (2) The Mayor, or his/her designee.
  - (3) For the purposes of Section 4.02(c)(2), the term "Designee" shall mean an



appointed official or employee of the Township, or a resident with relevant experience and interest in the stimulation and the economic development of the District.

4.03 Term.

- (a) All ex officio members shall be appointed for a one (1) year term.
- (b) The member of the Township Committee shall be appointed for a one-year term commencing January 1, except that the first member of the Township Committee to serve on the Board of Trustees shall be appointed during 2020 and whose term shall expire on December 31, 2020.
- (c) Commencing after January 1, 2021, all Board of Trustee members, excluding the Township Committee member, shall be appointed for three year terms. Initial appointments to the Board of Trustees during 2020 shall be as follows:
  - (1) One Resident Trustee and One Owner Trustee shall be appointed for a term terminating on December 31, 2021.
  - (2) One Owner trustee and one Operator Trustee shall be appointed for a term terminating on December 31, 2022.
  - (3) One Resident Trustee and one Operator trustee shall be appointed for a term terminating on December 31, 2023.
- (d) After the initial appointments are made in accordance with the above Subsection 4.03(c), the terms shall commence on January 1 and expire on December 31.

4.04 Board of Trustees Executive Officers.

- (a) Of the voting members of the Board of Trustees, there shall be a Chair of the Board, a Secretary, and a Treasurer (“Executive Officers”) elected by the Board of Trustees each year for a term ending on December 31. The Officers shall have the following duties and responsibilities:
  - (1) Chair of the Board. The Chair of the Board shall preside over all meetings of the Board of Trustees, shall act as liaison between the Board of Trustees and the Executive Director, and shall perform such other duties, not inconsistent with this Ordinance, as may be incidental to the office, or as may be determined by the Board of Trustees.

- (2) The Secretary. The Secretary shall be the custodian of the Corporation's records and documents and of the seal of the Corporation. The Secretary shall affix the corporate seal to all instruments, when authorized or directed to do so by the Board of Trustees, shall keep the minutes of all meetings of the Board of Trustees, and shall perform such other duties, not inconsistent with this Ordinance, as may be incidental to the office, or as may be determined by the Board of Trustees or the Chair of the Board.
- (3) The Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as the Board of Trustees may select from time to time. Upon request, the Treasurer shall provide an account of the financial condition of the Corporation, and shall perform such other duties, not inconsistent with this Ordinance, as may be incidental to the office, or as may be determined by the Board of Trustees or the Chair of the Board.

- (b) At the annual meeting of the Board of Trustees, the Board shall elect the Executive Officers.

#### 4.05 Appointment of Trustees.

The Township Committee shall appoint Trustees to fill the vacant seats on the Board of Trustees each year at the Township's annual reorganization meeting. If, for any reason including death and resignation, a seat becomes vacant, the Township Committee shall fill the vacancy.

- 4.06 Removal of Trustees. The Township Committee shall have the right to remove a voting member of the Board of Trustees at any time and for cause, in the discretion of a majority of the Members of the Township Committee, and to fill the vacancy with another person of the same class for the balance of the remaining term of the Trustee removed. For the purposes of this Section 4.06, the term "cause" shall include, but not be limited to, a failure to diligently perform the duties of a Trustee, lack of attendance at meetings, and similar neglectful or insufficient participation in the affairs of the Corporation.

#### 4.07 Meetings of the Board.

- (a) The regular meetings of the Board of Trustees shall be held at least four (4) times a year, generally once each quarter.

- (b) The annual meeting of the Board shall take place at the first meeting of the Board, held within 30 days of the reorganization meeting of the Township Committee.
- (c) Notice of all quarterly meetings of the Board shall be sent to all the members of the Corporation at the address on file with the Secretary, and posted on the Corporation's website, if any, not more than 2 week following to the annual meeting of the Board.
- (d) Notice of any rescheduled quarterly meeting shall be sent to all members of the Corporation at the address on file with the Secretary, posted on the Corporation's website, if any, and published in a local newspaper at least one (1) week prior to the meeting. No other notice to the members need be given.

4.08 Quorum and Transacting Business.

A majority of all voting Trustees shall constitute a quorum for the purposes of transacting business. Except in cases governed by statute, Certificate of Incorporation, Ordinance 12-92, or by any other Section of these Bylaws, the vote of a majority of a quorum at a duly noticed meeting of the Board shall be required to adopt a measure.

4.09 Special Meetings of the Board.

A special meeting of the Board may be called by the Chairman or any two members of the Board. Notice of the place day and hour of such special meeting shall be given to each Trustee not more than thirty (30) days, and not less than three (3) days prior to the meeting, by: (1) delivery of same to the Trustee personally, or by leaving the notice at the Trustee's residence or usual place of business; (2) contacting the Trustee by telephone, e-mail, or facsimile transmission; or (3) mailing such notice at least six (6) days before the meeting, postage prepaid, and addressed to the Trustee at his/her last known address.

4.10 Meetings Conducted Via Telephone, Video or Other Electronic Means.

Meetings held by telephone, video, or other electronic means by which all participants can hear each other at the same time shall be permitted, upon proper notice, provided that a quorum participates for the entire duration of the call.

**Article V**  
**Advisory Board and Committees**

5.01 Advisory Board.

There shall be an Advisory Board consisting of not less than 7 or more than 15 members. The first Advisory Board shall be appointed by the Township Committee for a term commencing during 2020 and terminating on December 31, 2021. Thereafter, the Board of Trustees shall elect the members of the Advisory Board for a one-year term commencing on January 1 and ending on December 31 of that year.

5.02 Participation on the Advisory Board.

The Board shall encourage widespread participation on the Advisory Board among members of the Business Community, and shall seek applications from members that desire to be selected. The Board shall select members from the applicant pool to sit on the Advisory Board each year. If an insufficient number of applications are submitted to fill all the Advisory Board Positions, the Board may appoint members to fill the vacant seats for that year.

5.03 Function of the Advisory Board.

The Advisory Board shall assist the Board of Trustees of the DMC by providing advice to the Board of Trustees in development of the annual program, plan and budget for the corporation, and shall provide ongoing advice and counsel to the Board of Trustees as requested by the Board of Trustees.

5.04 Committees.

The Board may form, by adoption of a resolution, a Committee from within the Advisory Board with such powers and duties as it deems necessary to carry out a certain function, and may discontinue same at any time. It is anticipated that the Board shall create a Design Review Committee, which shall be charged with the duty to establish standards and to review and approve all signs, awnings, alterations, façades, and other aesthetic elements proposed within the District. The members of such a Committee shall be appointed and a committee chairman shall be named by the Board. The Board reserves the right to remove a committee chairman or any member of the committee for any reason with or without cause. The number of members of each committee shall not exceed five (5). Each committee shall keep full accounts of its transactions and shall keep accurate minutes of its meetings.

5.05 Committee Reports.

Each committee shall meet for the purpose of fulfilling the purpose for which it has been established. All recommendations shall be reported in writing, addressed to the Chairman of the Board, and sent to all the members of the Board.

**Article VI**  
**Executive Director**

6.01 Executive Director.

The Corporation shall hire an Executive Director. The Executive Director shall direct, manage, and implement all the activities, programs, and affairs of the Corporation, and such other duties as may be assigned by the Board of Trustees. The Executive Director shall be paid a salary subject to the approval of the Township Committee. One half of the Executive Director's salary shall be paid for by the Corporation, and one half shall be paid for by the Township. The Board shall recommend a salary amount to the Township Committee for the Executive Director position which the Township may approve at its discretion.

6.02 Responsibilities.

Among other duties, the Executive Director shall:

- (a) Prepare and present the annual budget and annual report to the Board each year. The annual budget and annual report shall be prepared in accordance with Sections 8.03 and 8.04 below not later than November 1 of each year.
- (b) Recommend staff positions and proposed compensation to the Board for approval.
- (c) Attend all meetings of the Board of Trustees, and to the extent practicable, attend meetings of the members, Advisory Board, and Committees.

**Article VII**  
**Allowable and Prohibited Activities - Taking Actions**

7.01 Earnings, Legislative Involvement, and Campaign Contributions.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (other than

Township or State-wide legislation to improve the District or enable the Corporation more effectively to achieve its purposes); and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

7.02 Responsibilities of the Board.

In general, the Board shall perform the specific functions set forth in Section 4.01 above, except as prohibited by law. Among other things, the Board shall:

- (a) Review and approve the annual budget, prepared by the Executive Director, to be submitted to the Township Committee in accordance with Section 8.03 below; and
- (b) Review and approve recommended staff positions, and compensation for such position; and
- (c) Conduct an annual review of the performance of the Executive Director.
- (d) Monitor the spending and budget of the Corporation to insure that compliance with the budget is maintained; and
- (e) Perform the function of a personnel committee as needed.

**Article VIII**

**Finances and Annual Reports and Audits**

8.01 Checks, Drafts, Etc.

All checks, drafts and orders for payment of money, notes and other evidence of indebtedness issued in the name of the Corporation shall be signed by the Executive Director and at least one Executive Officer when the amount exceeds \$1,000.00. Payments of less than \$1,000.00 may be signed by only the Executive Director.

8.02 Fiscal Year.

The fiscal year of the Corporation shall be the calendar year. The fiscal year shall commence on January 1 and terminate on December 31 of each year.

8.03 Annual Budget.

The Executive Director shall prepare or cause to be prepared and submitted to the Board, an annual budget of the projected revenue and expenditures for the upcoming year. Among other things, the budget shall include the estimated costs of operating, maintaining, and improving the District for the next fiscal year. The annual budget shall be reasonably itemized and shall include a summary of the categories of cost properly chargeable in accordance with N.J.S.A. 40:56-80. The budget shall be submitted to the Township Committee no later than January 15 of each year. The annual budget shall be presented to the Township Committee in accordance with the procedures set forth in Ordinance 12-92.

8.04 Annual Report.

In addition to the annual budget, the Executive Director shall submit an annual report which shall explain how the budget contributes to the goals and objectives of the Special Improvement District. The report shall contain an account of all the Corporation activities and achievements undertaken in the preceding year, and shall describe how those activities and achievements met the goals and objectives outlined in the preceding year's budget. The report shall also exhibit a breakdown of costs associated with each of the preceding year's activities. In accordance with Ordinance 12-92, the Township Committee shall review and evaluate the report, and at its discretion, shall make recommendations to the Corporation. The annual report shall be submitted to the Township Committee with the annual budget no later than January 15 of each year.

8.05 Annual Audit.

The Corporation shall cause an annual audit of its books, accounts and financial transactions to be made and filed with the Township Committee of the Township, and for that purpose the Corporation shall employ a certified public accountant of the State of New Jersey, as required by law. The annual audit shall include a full and correct statement of the affairs of the Corporation, including a balance sheet and statement of the financial affairs of the Corporation. The audit report shall also include a balance sheet and statement of operations for the preceding fiscal year audited. The annual audit shall be completed and filed with the Township Committee within four months after the close of the fiscal year of the Corporation and a certified duplicate copy of the audit shall be filed with the Director of the Division of Local Government Services in the Department of Community Affairs within five days of the filing of the audit with the Township Committee.

**Article IX**  
**Dissolution**

The Corporation shall be prohibited from dissolving itself pursuant to the terms of Title 15A without first obtaining Township Committee approval in the form of a Resolution. In the event the Corporation receives approval from the Township Committee to dissolve pursuant to Title 15A, then upon the dissolution of the Corporation, assets shall be distributed to one or more exempt organizations within the meaning of Section 501(c)(3), of the Internal Revenue Code, as may be amended from time to time, the federal government, or a state or local government for a public purpose; *provided however*, that any remaining assets are first offered to the Township of Millburn, as a local government, for a public purpose within the meaning of Section 501(c)(3). If the Township of Millburn refuses the assets for public purposes, or is otherwise unable to accept the assets for any reason, then the assets may be given to any other of the aforementioned qualifying organizations or government entities for a public purpose. In the event that the Board of Trustees votes to obtain Township Committee approval to dissolve the Corporation and the Township Committee votes to disapprove the proposed dissolution, the Township Committee shall have the right, in its absolute discretion, to remove all or part of the Board and to reconstitute the same by appointing replacement Trustees to fill the vacancies for the balance of the terms remaining for any or all such Trustees so removed.

**Article X**  
**Termination**

The Corporation acknowledges that the Township Committee reserves the right, in its sole discretion, to terminate the District and/or the Corporation at any time, by repeal of Ordinance 12-92 and/or implementing dissolution measures under Title 15A. In such an event, the Board of Trustees shall cooperate with the Township Committee in effectuating all termination measures, including dissolution. Upon such termination, the Township shall assume the liabilities of the Corporation and the Corporation's assets shall be turned over to the Township Committee for use for a public purpose in compliance with Section 501(c)(3) of the Internal Revenue Code, or for disposition through another method in accordance with Section 501(c)(3), at the Township Committee's discretion.

**Article XI**  
**Corporate Seal**

The Board of Trustees shall provide a suitable seal, bearing the name of the Corporation, which shall be in the custody and charge of the Secretary.

**Article XII**  
**Indemnification**



Indemnification of any person who is a Trustee, officer, or employee, or corporate agent of the Corporation shall be provided to the fullest extent permitted by N.J.S.A. 15A:3-4, as amended from time to time, or any other applicable provision of law.

### **Article XIII**

#### **Amendment of the Bylaws**

##### 13.01 General.

These Bylaws shall be amended only upon approval by the Township Committee prior to adoption by the Corporation's Board of Trustees.

##### 13.02 Procedures.

- (a) A motion to request approval from the Township Committee to amend, alter, repeal, or enact a new Bylaw may be introduced, considered and discussed, but not voted on, at any meeting of the Board of Trustees, unless a full written statement of the exact language of the motion and the time, place, and date of the meeting when the motions will be introduced has been forwarded by certified mail, return receipt requested, to every member of the Board of Trustees at least ten (10) days prior to such a meeting.
- (b) Provided the above said motion is duly seconded, the Chairman of the Board shall fix and announce a subsequent meeting date within a reasonable number of days when the motion shall be brought to a vote by the Board of Trustees. An affirmative vote by the majority of Trustees will carry the motion, and the proposed form of amendment to the Bylaws shall be sent to the Clerk of the Township of Millburn for placement on a Township Committee meeting agenda for consideration.
- (c) If the Township Committee approves, then the proposed form of amendment to the bylaws shall be deemed approved without need of further action by the Board of Trustees.
- (d) If the Township Committee conditionally approves or proposes a revision to the proposed form of Bylaws, then the Board shall vote to accept the Township Committee's condition or revision. An affirmative vote by the majority of Trustees will carry the motion; however, if the motion does not carry then the proposed form of amendment to the Bylaws is defeated.

- (e) If the Township Committee does NOT approve the proposed form of amendment to the Bylaws, then the proposed amendment to the Bylaws is defeated.

**Article XIV**  
**Force and Effect**

These Bylaws are subject to the provisions of Title 15A of the Statutes of the State of New Jersey entitled the “New Jersey Nonprofit Act”, the Enabling Statute, N.J.S.A. 40:56-65, et seq. Ordinance 12-92, and the Certificate of Incorporation, as each may be amended from time to time. If any provision in these Bylaws is found to be inconsistent with a provision of Title 15A, the Enabling Statute, Ordinance 12-92, or the Certificate of Incorporation, then the provisions of Title 15A, the Enabling Statute, Ordinance 12-92, or the Certificate of Incorporation shall govern the extent of the inconsistency.