

**Broad Street Market Alliance
Board of Directors Meeting Minutes
December 11, 2024 – 5:30 PM**

1. Call to Order: The meeting was called to order at 5:33 PM and was presided over by Broad Street Market Alliance Board Chairperson, Eric Hagarty. The meeting was held at Historic Harrisburg Association, 1230 N 3rd St, Harrisburg, PA 17102.

2. Roll Call: Attendance was as follows:

<i>Board Member's Name</i>	<i>Present</i>	<i>Absent</i>
1. Armstrong, Theo	√	
2. Bonner, Naydia		X
3. Bowers, Danielle		X
4. Chio, Richard	√	
5. Davis, Bryan	√	
6. Hagarty, Eric	√	
7. Hawbaker, Venus (via phone)	√	
8. James, Tashia	√	
9. Lichtenstein, Gavin	√	
10. Majors, Westburn		X
11. Seiders, Joel		X
12. Tep, Tito	√	
13. Williams, Brandon	√	
14. Witwer, Hannah	√	
15. Vacant		
Total Board Attendance	10	4
Others in Attendance		
Buie, Ashlynn	√	

At the start of the meeting, 10 of the 14 seated board members were present. Bylaws require that a majority (eight) of the current members be present for a quorum; therefore, a voting quorum was established.

3. Approval of Minutes - Meetings of November 2024: Ms. Whitwer moved to approve; seconded by Mr. Armstrong. The motion passed unanimously.

4. Management Reports.

General Updates. Mr. Hagarty reported that have some technical issues with the website, so meeting documents were not available there. Hopefully, this soon will be corrected. However, meeting documents were posted on Facebook.

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Brick Building. We've continued to meet biweekly with the City, Alexander Construction, and Murphy & Dittenhafer Architects. We believe they were meeting with the Mayor today, to cover some design issues.

Stone Building. We've had some heat issues over the past few weeks and are bringing in an HVAC vendor to assess. There has also been some dirt/oil from the system that drips onto some stands. Next Monday or Tuesday, someone will be here to address that. Honey Bear's buildout is progressing nicely and will open soon.

Tent. We are experiencing inconsistencies in heat temperature. We are working with the City on that.

5. **Committee Reports.**

A. Community Engagement. Ms. Hawbaker reported that they will next meet in January, and then monthly thereafter.

B. Facilities. Though no activity since last month, Mr. Davis noted that the Brick Rebuild team will also look at the major system repairs in the Stone (mechanical, electrical, plumbing, fire suppression). Mr. Tep volunteered to join Mr. Armstrong and Mr. Davis on the committee.

C. Finance. Mr. Hagarty reported that we received the \$350,000 grant deposit – giving a total of \$375,000 in revenue last month. We now have over \$400,000 in our Operating fund. Considering the financial condition just eleven months ago, this is a huge relief and puts us in a great position there. With about \$19,356 in November, we had an average month of expenses.

Mr. Davis presented the September 2024 Financial Statements for action today, and October and November 2024 for review and action at our next meeting.

Mr. Davis made the motion to approve the August 2024 Financial Statements; seconded by Mr. Tep. The motion passed unanimously.

D. Friends of the Market. Ms. Witwer reported we are planning a 3rd in the Burg coming up on December 20th. We got a \$500 donation from WCI Partners. We will have free hot chocolate, live music, and crafts. Mr. Armstrong offered Zero Day sponsorship of music.

E. Governance. Ms. James thanked Mr. Williams for all his help, and that Governance will meet in January. Mr. Williams said that he wishes to be considered the Chair of that committee in 2025.

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F. Marketing & Communications. Mr. Lichtenstein reported that we are seeing about 100,000 unique engagements per week – up by about 20,000 since adopting the social/media/marketing plan in October. He gave a shout-out to Zero Day for taking this committee’s offer of a private video/photo shoot. We want this to encourage all vendors to participate and benefit from this type of routine collaboration on content. We would like to grow our reach by setting up established marketing meetings of the core team – him, Ms. James, and Ms. Witwer. Mr. Hagerty strongly encourages all vendors to take advantage of this, as Mr. Lichtenstein is one of the top [social media] people in the state making himself available for this opportunity.

G. Nominating. .

H. Vendor Review. Mr. Tep reported that the Vendor Review Committee is recommending Honey Bush to occupy JB Kelly’s old space.

Mr. Tep made a motion to approve negotiating and executing a lease with Honey Bush, acceptable to the Chair; Mr. Armstrong seconded the motion. The motion passed unanimously.

Public Comment

Marc-Carroll Rigel:

- He had two pages of comments on the website. Now that you have abandoned that platform, disappointed that the website master was not better vetted.
- What about the two vacant spaces? Any other applications being considered? Mr. Hagerty said we have one space available.
- Since TheBurg is so supportive, why not first contact them with news? Mr. Hagerty simultaneously sends out Press Releases to all media outlets, including TheBurg.
- Have Tent vendors agreed to stay open until 5pm? Mr. Hagerty said core hours are 10am-4pm, Tent is open to 5pm Thursday/Friday – open until 4pm Saturday.
- Does not appreciate Board meetings where guests use foul language.
- Why hasn’t he received responses from his January 2024 FOIA requests? Mr. Davis said he had consulted with counsel, and the non-profit here is not subject to FOIA requests. He apologized for not following up sooner, but will do that after this meeting.
- Why equal amount of bonuses for each employee? Mr. Hagerty said that the Board agreed to universal/equal small holiday bonus at the end of the year.

Mr. Williams stated that he believes Public Comment period should be maintained as “Public Comment” and not necessarily a question and answer period.

Mohona Siddique:

- We’re coming off a really strong November, which is exciting. Following Thanksgiving there was Black Friday, Small Business Saturday, and Giving Tuesday. As we head into 2025, are

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there thoughts of possible social media campaigns, ways to dovetail around fundraising activities, or really interesting ways to generate small business revenues. Mr. Hagerty said next year we hope to be able to actually plan – and be more robust.

Old Business

Fundraising development proposals. Will incorporate into our budget discussion.

Resolutions.

2024-12-1. Financial Management Policy. After lengthy discussion, Mr. Hagerty offered to amend the language using several recommendations, then circulate via email for vote.

2024-12-2: Conflict of Interest Policy. **Mr. Davis made the motion to approve; seconded by Mr. Williams. The motion passed unanimously.**

2024-12-3: Non-Discrimination & Sexual Harassment Policy. **Ms. Witwer made the motion to approve; seconded by Ms. James. The motion passed unanimously.**

2024-12-4: Stone Building Planned Maintenance Agreement. **Mr. Williams made the motion to approve; seconded by Mr. Armstrong. The motion passed unanimously.**

2024-12-5: 2025 Executive Committee Officer Elections:

Chair:	Mr. Hagerty
Vice Chair:	Mr. Armstrong
Secretary:	Ms. Witwer
Treasurer:	Ms. James
At-Large:	Mr. Williams

Mr. Lichtenstein made the motion to approve; seconded by Mr. Tep. The motion passed unanimously.

2024-12-6: 2025 Annual Budget. Mr. Hagerty reported that it is virtually unchanged from what was presented in November. Line item expenses reflect the maximum amount for the year; it does not mean that we will necessarily spend that much; and anything in excess would require Board approval. Last month we talked about Maintenance, Merchandise, and Digital Advertising. He added \$10,000 for Maintenance, which is in line with tonight’s Resolution 4, \$3,000 for Merchandise, and \$30,000 for Digital Advertising.

Mr. Williams asked for an explanation of the \$30,000 for Digital Advertising, noting that he is unfamiliar with the specifics. Is this purchasing a ‘platinum’ plan? He is concerned with spending such a large

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amount when passing what is essentially a deficit budget. Mr. Hagerty said that this would be a ‘Cadillac’ level of expenditures with really conservative revenue estimate. If we get no donations, no further grants, we will spend \$100,000 more in 2025 than we bring in. We expect much of that to wash out; not necessarily enough to be budget neutral. If we run a \$100,000 deficit for the next two years, we end 2026 with about \$85,000 in the bank. We are not required to adopt a balanced budget [\$350,000 PA DCED grant intended to support until the Brick is back in service]. Mr. Williams is okay with a deficit budget. It becomes more an issue of how large of a deficit we are comfortable running, while being fiscally responsible. If we didn’t spend the \$30,000 a year on Digital Advertising, we would end 2026 with \$145,000 in the bank.

Mr. Lichtenstein said that as we talked about the \$30,000 budget number, we had two types of costs. He is more comfortable pausing \$10,000 for influencers, where we work with community voices. That leaves us with \$20,000 for traditional advertising, to which we are accustomed, like Facebook boosting; about \$1,600 per month. We could scale that down, but he believes this is the minimum we need if we really want to make an impact and break through the static. We would utilize mostly Facebook, Instagram, and Google ads. We can easily use organic content. There may be opportunities for Vendors to join in paying for digital advertising.

Ms. James said that as a non-profit we qualify for a lot of free advertising. Once we have our marketing meeting, she would like to talk about strategies about how to promote the Market as a destination. If Vendors want to then add on to our content, we can then talk about that. We want to put the focus back on the mission to promote the Market as a destination that provides food to the community. The Vendors are definitely an asset, but not the primary of our content.

Mr. Armstrong added that it is important that we have metrics to measure the success of our advertising. How do we evaluate this budget line item? Mr. Lichtenstein said this is largely a struggle digitally. We could look at engagement. Content is important, as families are making weekly decisions on where they will visit. This will help us target people as they’re making decisions that the Market is a place that they will go. It’s important for us to be targeting where we can directly reach people on their devices.

Mr. Williams suggested starting out with \$1,500 per month and evaluate early next year. Mr. Lichtenstein said we are competing with algorithms to even be seen. We would need at least one quarter to make a fair assessment. Mr. Hagerty suggested that we reduce the budget to \$18,000 and allow for six months to evaluate – with monthly and quarterly recaps. It does take time to ramp-up.

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Ms. James wants to make sure all Vendors get spotlighted. She mentioned that we could use door trackers as a tool to measure visitors and that the Facility Committee look at this. There is only the purchase fee, no subscription fees. This would help us with advertising and that getting people to advertise at the Market. Mr. Hagerty said that we have about \$1,000 for Security and with about \$500 buffer in Supply – between the two that should be affordable.

It was agreed to change the \$30,000 to \$18,000 and evaluate in six months.

Mr. Davis asked if we want to add a line item for Fundraising Development. Ms. James suggested that we issue an RFP in the new year to see proposals and pricing for those services. Mr. Hagerty agreed that we could then make a non-budgeted adjustment, inviting a Motion from the floor to proceed. **Mr. Davis made the Motion to approve issuing an RFP for Fundraising Services; seconded by Ms. James. The motion passed unanimously.**

On Resolution 2024-12-6, We will amend the Digital Advertising line to \$18,000; being no other budget line items to amend, **Mr. Williams made the motion to approve; seconded by Mr. Lichtenstein. The motion passed unanimously.**

Mr. Hagerty noted that we have submitted a \$100,000 Dauphin County Gaming grant; not likely to hear about that until Spring 2025. It is unlikely we can receive additional PA DCED funding.

2024-12-7: Market Manager Search. Mr. Hagerty said that several of us have discussed this, and he would like to propose that we publish the job posting for thirty days, see what type of response we get, and if we receive enough compelling resumes – we select from that pool. If not, then choose to work with an executive search firm. We can post the job on Monday, then Tuesday issue a press release. Mr. Hagerty, Mr. Tep, Mr. Williams, Mr. Chio, Ms. Witwer, Ms. James, Mr. Armstrong, Mr. Davis, and Ms. Buie volunteered to be on the Selection Committee – which would make a recommendation to the Board. **Mr. Davis made the motion to approve; seconded by Ms. James. The motion passed unanimously.**

New Business.

Expanded Board Size. Mr. Hagerty said that we received a ton of compelling resumes of people willing to join the Board. However, we have no existing vacancies for them to join. One option is to consider expanding the Board to pull from those talented people. We might consider adding two Board Member seats. This may be a one-off, rather than a huge bylaws amendment. Ms. James said that our

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existing structure has opened up our Committees to non-Board Members; we thought that would enhance our succession strategy.

The Board then went into Executive Session at 7:23 p.m.

Upon returning from Executive Session, the meeting adjourned at 7:27 p.m.

Minutes of this Meeting Were:

- Recorded and Prepared By: *Bryan Davis*, BSMA Treasurer
- Approved by the BSMA Board of Directors on: _____
- Certified by the BSMA Board Chairperson, as indicated below:

Signed: _____

Date: _____

Eric Hagarty, Board Chairperson