

**THEATER SUBDISTRICT COUNCIL  
LOCAL DEVELOPMENT CORPORATION**

**Annual Report  
Fiscal Year 6/1/2011 - 5/31/2012**

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**Annual Report**

**Fiscal Year End Date: 5/31/2012**

**Operations and Accomplishments**

On October 14, 2011, the TSC held a meeting of directors. At this meeting, the directors discussed that 93 Intent to Apply Letters that had been received in response to the TSC's third grant solicitation, that an Advisory Panel was constituted to review the Intent to Apply Letters, and that 32 Intent to Apply Letters were recommended by the Advisory Panel to the Board of Directors. Following discussion, 18 of these were invited to submit full applications.

On October 14, 2011, the Audit Committee held its meeting and recommended an auditor to conduct an audit of the finances for fiscal year 2010-2011.

On January 20, 2012, the TSC held a meeting of directors. At this meeting of directors, the operating budget for 2011-2012 and budget projections through 2016 were discussed and adopted. An amendment to the October 14, 2011 resolution approving the invitations to submit full grant applications was adopted. The directors then considered 22 full applications and awarded \$1,299,644 in grants to 10 organizations.

## **Project Summary**

The TSC previously awarded twenty-five grants totaling approximately \$3.4 million in two rounds. In a third round, ten grants were awarded totaling approximately \$1.3 million. These 35 grants were designed to enhance the long-term viability of Broadway, to promote the welfare and facilitate the production of plays and small musicals of the Theater Subdistrict and to develop new audiences for all types of theatrical productions.

Those organizations which received grants in the third round of grant awards (1/1/12 – 6/30/13) were:

- Apollo Theater Foundation
- Atlantic Theater Company
- Lark Theatre Company
- Learning through an Expanded Arts Program
- Manhattan Class Company
- National Music Theatre Network (DBA New York Musical Theatre Festival)
- New Dramatists
- Rosie's Theater Kids
- Roundabout Theatre Company
- Signature Theatre Company

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**Board Member Summary**

<b>Name</b>	<b>Position</b>
Michael Bloomberg	Chairperson, Mayor of the City of New York
Kate Levin	Mayor's Alternate
Christine Quinn	Vice Chair, Speaker of the New York City Council
Danielle Porcaro	Speaker's Alternate
Scott Stringer	Secretary, Manhattan Borough President
Susannah Vickers	Borough President's Alternate
Amanda Burden	Treasurer, Director of NYC Dept. of City Planning
Richard Barth	Alternate to Director of NYC Dept. of City Planning
Jed Bernstein	Mayor's Appointee
Ben Cameron	Mayor's Appointee
George C. Wolfe	Mayor's Appointee
Paige Price	Speaker's Designee

**Employee Summary**

The TSC has no employees.

**Compensation Schedule**

Members and directors receive no compensation for their service to the TSC.

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**Receipts and Disbursements**

During the fiscal year ending on May 31, 2012, the TSC received revenues totaling \$839,351.70. During that same period, the TSC had expenditures totaling \$1,347,925.40.

<b>INCOME STATEMENT: June 1, 2011 - May 31, 2012</b>		
<b>REVENUE</b>		
Contributions	\$	835,005.30
Interest	\$	4,346.40
Total Revenue	\$	839,351.70
<b>EXPENSES</b>		
Filing Fees	\$	260.00
Banking fees	\$	-
Accountant/Auditor	\$	2,750.00
Consultant	\$	34,850.50
Administrative	\$	950.40
Grants and Programmatic	\$	1,309,115.00
Total Expenses	\$	1,347,925.40
<b>NET INCOME through May 31, 2011</b>	<b>\$</b>	<b>(508,573.70)</b>
<b>Beginning Balance</b>	<b>\$</b>	<b>2,657,234.96</b>
<b>Ending Balance</b>	<b>\$</b>	<b>2,148,661.26</b>

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**Assets and Liabilities**

On May 31, 2012, the TSC's only assets were its checking and savings accounts, totaling \$2,151,411.26, and had outstanding liabilities of \$2,750.

<b>BALANCE SHEET: May 31, 2011</b>		
<b>ASSETS</b>		
	Cash (TSC checking and savings account)	\$2,151,411.26
	Accounts Receivable	\$0.00
	Inventories	\$0.00
	Other Assets	\$0.00
<b>LIABILITIES</b>		
	Accounts Payable	\$2,750.00
	Other Liabilities	\$0.00
<b>EQUITIES</b>		
	Total Fund Balances or Net Assets	\$2,148,661.26

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**Schedule of Debt**

The TSC has no outstanding debts.

**Real and Personal Property Transactions Summary**

The TSC has no real or personal property. No real or personal property was disposed during the fiscal year.

**Procurement Summary**

Number of Current Contracts	1
Total Value of Contracts	\$100,000

**Investment Report**

The TSC does not maintain any investments.

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**Code of Ethics**

This Code of Ethics shall apply to all members, directors, officers of the TSC and staff to such members, directors and officers (“Covered Persons”) providing assistance to the Theater Subdistrict Council Local Development Corporation (“TSC”). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of covered persons, and to preserve public confidence in TSC’s mission.

This Code of Ethics is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest and the ethical duties applicable to not-for-profit corporations.

**Responsibilities of Members, Directors, Officers and Staff**

1. Covered Persons shall perform their duties with transparency, without favor, and shall refrain from engaging in outside matters of financial or personal interest that could impair independence of judgment or prevent the proper exercise of official duties.
2. Covered Persons shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through their official position that could create any conflict between their public duties and interests and their private interests.
3. Covered Persons shall not accept or receive any gift or gratuities where the circumstances would permit the inference that the gift is intended to influence the individual in the performance of official business, or that the gift constitutes a tip, reward, or sign of appreciation for any official act. Gifts subject to this provision may take the form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the TSC. In the event that a Covered Person receives any such gift or gratuity, he or she shall immediately notify the Chairperson of the Governance Committee in order to make proper disposition of such gift or gratuity. Notwithstanding the foregoing, meals and gifts that are permissible and not deemed valuable under §2604(b)(5) of the Charter of the City of New York and implementing regulations, as defined in Title 53 of the Rules of the City of New York, shall neither require reporting nor violate this policy.
4. Covered Persons shall not use or attempt to use their official position with the TSC to secure unwarranted privileges for themselves, members of their family or others, including grants or contracts with the TSC.
5. Covered Persons must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Except as otherwise authorized pursuant to the TSC policy on Conflicts of Interest, Covered Persons may not engage in any transaction with an outside entity in which they

have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Except as otherwise authorized pursuant to the TSC policy on Conflicts of Interest, Covered Persons may not engage in any transaction with an outside entity in which they hold a position as trustee, director, officer, member or employee.

8. Covered Persons shall manage all matters within the scope of the TSC's mission independent of any other affiliations or employment. Members, directors, officers and staff shall strive to fulfill their professional responsibility to the TSC without bias and shall support the TSC mission to the fullest.

9. Covered Persons shall not use TSC property or resources or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law and the TSC's mission and goals.

10. Covered Persons shall make the annual filings required under N.Y. Pub. Auth. Law § 2825(3).

### **Reporting Unethical Behavior**

Covered Persons shall report unethical behavior to the Chairperson of the Governance Committee.

### **Implementation of Code of Ethics**

The Chairperson of the Governance Committee shall have the following duties:

- Counsel in confidence Covered Persons who seek advice about ethical behavior.
- Record the receipt and disposition of gifts or gratuities reported by Covered Persons.
- Receive and record reported ethical violations.
- Receive and investigate complaints regarding ethics violations.
- Dismiss complaints found to be without substance.
- Refer all matters to the Governance Committee, where further actions or investigations are deemed necessary.

In addition to any penalty contained in other provisions of law, if a Covered Person violates any provision of this Code of Ethics, the Governance Committee may prepare a report of its findings. Such report shall be submitted to the board and shall include suggested remedies that are appropriate under the circumstances.

An assessment of the effectiveness of this Code of Ethics shall be prepared annually by the Governance Committee.

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**Assessment of the Internal Control Structure**

The TSC management documented and assessed the internal control structure and procedures of the Theater Subdistrict Council, LDC (“TSC”) for the year ending 5/31/2011. The assessment found the TSC’s internal control structure to be adequate, and determined that no corrective actions were necessary.

Management continually reviews and updates the TSC’s internal control policies and procedures, which enables it to effectively document the system(s) of internal controls presently in place. Reviews and updates to these policies are performed either as a result of an annual policy review, a problem experienced, or in an effort to adopt best practices. During fiscal year 2011, the following policies and guidelines were reviewed:

- Procurement Policy
- Investment Guidelines
- Mission Statement
- Performance Measures

Additionally, in performing the annual audit of financial statements, the TSC’s independent auditor considered the TSC’s internal control over financial reporting in planning and performing their audit. Although this internal control consideration was for a limited purpose, no significant deficiencies or material weaknesses were identified.

The above practices, in conjunction with those measures identified in the internal audit, serve to provide the TSC with an effective control structure.

### **Conflicts of Interest Policy**

1. No member, director or officer (“Covered Person”) shall have any interest, in any grant, contract or other transaction proposed to be entered into by the Theater Subdistrict Council Local Development Corporation (“TSC”), except as provided in this policy.

For purposes of this section , an “interest” shall mean: (i) an “Ownership interest” as defined under Section 2601(16) of the New York City Charter and its implementing regulations, held by the Covered Person or such Covered Person’s spouse, domestic partner or unemancipated children, in a firm or entity with respect to which the TSC proposes to enter into a grant, contract or other transaction; or (ii) a “Position”, as defined under Section 2601(18) of the New York City Charter, held by the Covered Person in a firm or entity with respect to which the TSC proposes to enter into a grant, contract or other transaction.

2. In addition to the foregoing, no Covered Person shall take any action with respect to any grant, contract or other transaction of the TSC, which would or is likely to result in direct economic gain to the Covered Person or to a firm or entity in which such Covered Person has an interest.

For the purposes of this section, an “interest” shall mean: (i) an “Ownership interest” as defined under Section 2601(16) of the New York City Charter and its implementing regulations, held by the Covered Person or such Covered Person’s spouse, domestic partner or unemancipated children, in a firm or entity doing business with a proposed or current TSC grantee or contractor or with respect to which a proposed TSC grantee or contractor intends to do business with the use of TSC funds ; or (ii) a “Position”, as defined under Section 2601(18) of the New York City Charter, held by the Covered Person in a firm or entity doing business with a proposed or current TSC grantee or contractor or with respect to which a proposed TSC grantee or contractor intends to do business with the use of TSC funds.

3. Employment with or provision of services to the City of New York shall not constitute an interest within the meaning of this policy.

4. In the event a Covered Person becomes aware of any potential conflict of interest, such Covered Person shall make disclosure forthwith to the Chair of the nature and extent of his or her potential conflict. Disclosure shall be entered in writing upon the minutes of the Board of Directors.

5. If timely disclosure is made, the Board of Directors may determine whether the TSC can obtain a more advantageous transaction with reasonable efforts in a manner that would not give rise to a conflict of interest. If a more advantageous arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board may find that it is in the TSC’s best interest, and that it is fair and reasonable for the TSC to enter into the transaction. Such authorization shall be made by concurring vote of at least two-thirds the whole number of uninterested directors, and shall include appropriate measures to address the conflict, including but not limited to recusal by the affected Covered Person with respect to all activities of the TSC relating to the transaction.

6. If a Covered Person fails to make disclosure when he or she knew or should have known of the potential Conflict of Interest, the Board of Directors shall: (i) in the case of a director, make recommendations to the appointing person for appropriate action; (ii) in the case of an officer who is not also a director, take such action as it deems appropriate, including, if warranted, removal.