

## THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

### MINUTES OF THE MEETING OF THE DIRECTORS

This meeting of the Members of the Theater Subdistrict Council Local Development Corporation ("Corporation") was held at 2:40pm on October 11, 2017 at 31 Chambers Street, New York, New York 10007.

The following Directors and Officers were present:

Tom Finkelpearl, Alternate for Mayor Bill de Blasio  
Anita Laremont, [Proxy] Alternate for Director of Department of City Planning Marisa Lago  
Robert Walsh, Alternate for New York City Council Speaker Melissa Mark-Viverito  
Aldrin Bonilla, Alternate for the Borough President of Manhattan  
Daryl Roth, Mayor's Appointee  
Paige Price, Speaker's Designee  
David Parrish, Officer, Department of City Planning  
Rachel Rendiero, Officer, Department of City Planning  
Kristin Sakoda, Chief Executive Officer, Department of Cultural Affairs

Notice of this meeting was given to all members in accordance with the by-laws. Public notice of this meeting was posted in accordance with Open Meetings Law, and was given to Manhattan Community Boards 4 and 5 in accordance with the by-laws.

A quorum of the Directors was present. The Chair called the meeting to order.

It was noted that the minutes of the May 1, 2017 Meetings of the Members, Directors, were provided to all Committee Members prior to the meeting. A vote to adopt the minutes took place, and, upon motion made and carried, the minutes were adopted. [Attached as Exhibit A].

It was noted that the proposed amended budget, attached hereto as Exhibit **B**, was provided to the committee members. David Parish presented the balance and noted that there are no current transfers in the pipeline. The report was \$ 1.1 M is available for further grant-making, after reserves, maintenance and ongoing program payments. If spent in FY2019 the balance would go down to \$200,000.

A question was raised whether there was still a possibility of reintroducing the proposed amendment to the Zoning Resolution provisions pertaining to the Theater Subdistrict Council funding rate increase; it may be further explored in the future.

It was noted that the annual financial statements was provided to the board in advance of the meeting; a final report was issued. It was noted that the auditor noted the high spending, reserve requirements and other ongoing financial commitments that would draw the balance down.

A vote to adopt the projected budget and financial statements took place, and, upon motion made and carried, the amended budget was adopted.

It was noted that the organization's revised Mission Statement and Performance Goals were provided in advance to the Board. A discussion of the Mission Statement and Performance goals occurred. A vote to adopt the revised Mission Statement and Performance Goals took place, and, upon motion made and carried, the revised Mission Statement and Performance Goals were adopted.

It was noted that an evaluation to be completed by the Directors, attached hereto as Exhibit C, was provided to the committee members. Signed evaluations are required from each Director annually.

It was noted that the annual report including the financial statements, audit, procurement policy and conflict of interest policy was provided to the Directors in advance. Upon motion made and carried, the annual report were adopted.

The meeting was adjourned for a meeting of the Audit Committee.

The meeting of the board of directors resumed at 2:56pm

It was noted that a Ticket Plan was provided in advance to Board members. There was a discussion of the need for such a plan and changes in the industry and availability of more discounted ticket programs than when the authorizing legislation was passed. Upon motion made and carried, the Ticket Plan was adopted.

TSC Grant Administrator Barbara Janowitz presented an update on Round V of funding for TSC programs. Organizations are at different stages in implementing their programs. TSC Officers, Board Members and consultant have been on site visits including a master class at TBTB, fellow meetings at Harlem Stage and New 42, a lighting class at Roundabout, etc. The report was positive on the training programs: one administrative immersive and two the technical programs. Both combine professional staff oversight and mentoring for participants. Careful selection process, overwhelming response including over 600 inquiries for one program and over 1384 applicants for all programs for 108 selected fellows to date. Future rounds are coming, and site visits continue. Currently-funded recipients were invited to speak directly to the group. It was noted that materials from the grant recipients were provided with updates and information on participants and program materials. Grantees were invited to an informal roundtable discussion to share initial learnings including recruitment efforts and will continue to meet and share resources, tickets, and tour others' programs. It was noted that there was a more diverse feel from the fellowship programs than was anticipated

Speakers included representatives of organizations including Harlem Stage, Downtown Brooklyn Arts Management Fellowship and Roundabout Theater, shared about their backgrounds and the work they were engaged in due to the TSC Funds.

There was a discussion between Board members and participants about how participants are informed to steer their careers in the theater and highlighted personal successes. Participants described how they had been exposed to activities and information they otherwise would not have had without the fellowship programs.

The outside participants exited at 3:30pm.

Barbara Janowitz, Grant Administrator, led the Council in discussing Round VI funding.

The Directors resumed discussion on the continued importance of the Theater Subdistrict's goals to expand diversity and the need for strengthening engagement within the theater sector, and underrepresented populations.

Directors discussed continuing funding and support the sustainability of the currently-funded programs by extending the current Round V into Round VI, and the best way to structure the next round. Encouraging tracking graduates of the funded programs and supporting how job placement occurs through a network or connector such as a website/job bank for recruitment is a further interest. A motion was made and carried to authorize up to 1.1M for the next grant Round VI of funding, subject to further refinements, to continue the current Round V of grantees into Round VI.

Refinements were discussed such as requirement for first submitting a letter of interest in extending its programs and interest in applying for a match and raising additional funds.

Barbara Janowitz exited the room at 3:53pm. At the previous meeting, the Directors authorized the officers to enter the procurement process for a consultant to manage Round VI. The outcome of the procurement process was a recommendation by the CEO to re-engage Barbara Janowitz to continue as Grant Administrator. It was also noted that TSC needs to update its procurement policy to include provisions for a non-competitive bidding process for MWBE contracts under a certain dollar amount.

Upon motion made and carried, the Chairman of the Board was authorized to modify the procurement policy to include MWBE inclusionary language; and the Directors voted affirmatively to engage Barbara Janowitz as Grant Administrator.

Barbara Janowitz reentered at 3:55pm.

It was noted that TSC needs to reengage for another 3 years with an auditor to perform the annual report and tax return. Authorization for the CFO to perform a competitive bidding process for auditor was, upon motion made and carried, authorized.

The date of the next Subdistrict Council meeting was discussed for late winter or March 2017.

It was noted that the annual Conflict of Interest Acknowledgement was provided in advance to the Board, and is required to be signed and submitted today.

Chair Finkelppearl noted that, as raised by the City's Cultural Plan released recently, a Diversity and Inclusion Plan will be required to be undertaken by the TSC next year.

There being no other business before the Directors, the meeting was, upon motion made and carried, adjourned at 3:56pm.

Signed:

A handwritten signature in black ink, appearing to read "Aldrin Bonilla". The signature is fluid and cursive, with a large, sweeping flourish at the end.

Aldrin Bonilla, Alternate for Secretary

