

**THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT
CORPORATION**

MINUTES OF THE MEETING OF DIRECTORS

This annual meeting of the Directors of the Theater Subdistrict Council Local Development Corporation ("Corporation") was held at 1:15 PM on June 9, 2010, at 31 Chambers Street, New York, New York, 10007.

The following Directors were present:

Kate Levin, Alternate for Mayor Michael Bloomberg
Amanda Burden, Director, Department of City Planning
Anthony Borelli, Alternate for Manhattan Borough President Scott Stringer
Danielle Porcaro, Alternate for New York City Council Speaker Christine Quinn
Jed Bernstein, Mayor's Appointee
Ben Cameron, Mayor's Appointee

A quorum of the Board of Directors was present.

Paige Price participated in the discussions via conference call, but was not counted towards the quorum and her votes on resolutions were similarly not recorded.

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

Alternate for the Mayor, Commissioner Kate Levin, presided as Chairperson.

It was noted that the minutes of the meetings of September 16, 2009, were given to all Directors prior to this meeting. There being no corrections to the minutes, upon motion made and seconded, the minutes were unanimously adopted.

Barbara Janowitz, the Corporation's consultant, summarized the progress of each of the Round 1 grantees. Ms. Janowitz noted that, with the exception of Classical Theater of Harlem ("CTH"), all grantees were proceeding in accordance with their grant agreements.

Ms. Janowitz discussed issues concerning the CTH grant. It was noted that CTH had not and would not be able to fulfill the terms of its grant agreement, that CTH had been directed to cease spending any further funds dispersed by the Corporation, and that an accounting of grant expenditures had been requested.

Following discussion, the Board of Directors reached a consensus that CTH should be declared in default of the grant agreement and that steps should be taken to terminate the grant.

At 1:40 PM, George C. Wolfe, Mayor's Appointee, arrived.

At 1:40 PM, the Meeting of Directors was briefly adjourned, while the Meeting of Members was re-opened. At 1:45 PM, the Meeting of Directors resumed.

The Chairperson then discussed a project that had been proposed in relation to the historic character of the Theater Subdistrict. Director Jed Bernstein disclosed a Conflict of Interest with respect to this project and accordingly recused himself. The Directors requested to hear further details of this proposal at a subsequent meeting.

Ms. Janowitz then began a discussion about the second round of grant applications. In accordance with the Corporation's Conflicts of Interest Policy, it was noted that the Directors have disclosed the following Conflicts of Interest: (i) Jed Bernstein – Broadway League, Manhattan Theatre Club, Public Theater Productions, Theatre Development Fund; and (ii) Ben Cameron – American Theatre Wing, Broadway League, Signature Theatre Company. These Directors accordingly recused themselves from consideration of the respective applications.

Ms. Janowitz described the grant process to date. She noted that 95 Intent to Apply Letters have been received, that an Advisory Panel was constituted to review the Intent to Apply Letters, and 41 Intent to Apply Letters were recommended by the Advisory Panel to the Board of Directors. Prior to the meeting, each of the Directors reviewed and ranked the Intent to Apply Letters, and were given the results of this ranking.

The Directors reviewed and discussed the 41 recommended Intent to Apply Letters, and thereafter each Director selected 30 of the Intent to Apply Letters to invite to submit full applications.

At 3:30 PM, Director Jed Bernstein departed from the meeting.

There was a discussion of the Corporation's budget for Fiscal Year 2010-2011 and budget projections through 2014 (the "Budget and Projections").

Upon a motion made and seconded, a resolution was unanimously adopted to approve the Budget and Projections, both of which are attached hereto as Exhibit A. It was further resolved that the Treasurer shall file the Budget and Projections as necessary to comply with local, state and federal laws.

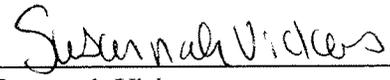
At 3:40 PM, Director Amanda Burden departed from the meeting and Alternate Director Richard Barth continued in her place. Director George C. Wolfe also departed from the meeting at 3:40 PM.

Ms. Janowitz provided the Directors with the results of their votes, which were then reviewed and discussed.

Upon a motion made and seconded, a resolution was unanimously adopted to invite 27 applicants, attached hereto as Exhibit B, to submit full applications.¹

¹ Following the meeting, two adjustments were made to the list of invitees. First, in reviewing the statistical computations used during meeting, it was determined that the impact of recusals had not been thoroughly factored into the decision-making process. In this regard, American Theater Wing and Manhattan Theater Club each received 67% of possible votes from the Directors, while those to whom invitations were extended received 71% of the possible votes. This differential was, however, due to recusals and did not reflect a lesser degree of support from the directors. Second, Public Theater Productions announced that HAIR would close at the end of the month. Accordingly, American Theater Wing and Manhattan Theater Club were extended invitations to apply and Public Theater Productions was not.

There being no other business before the meeting, the meeting adjourned at 3:55 PM.



Susannah Vickers,
Alternate for Secretary

EXHIBIT A

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

BUDGET: Fiscal year ending May 31, 2011			
INCOME	2010-2011 (For Adoption)	2009-2010 (Est. as of 6/01/10)	2009-2010 (Budgeted)
From Contributions	0	0	0
From Interest	20,000	23,875	4,250
TOTAL INCOME	20,000	23,875	4,250
EXPENDITURES			
Grants and Programmatic*	1,760,000	120,000	1,052,761
Administrative**	2,500	974	2,500
Accounting/Auditing	5,000	2,540	2,500
Consultant***	31,600	31,400	50,000
Filing Fees	275	275	275
Bank Charges	3,000	2,691	4,000
TOTAL EXPENDITURES	1,802,375	157,880	1,112,036
Change in New Assets	-1,782,375	-134,006	-1,107,786
Net Assets Beginning	4,623,364	4,757,370	4,627,000
Net Assets Ending	2,840,989	4,623,364	3,519,214

NOTES:

* Assumes distribution of the remaining 20% of the initial cycle and 80% of the second cycle funds.

** Includes expenses related to grant program (information sessions, advisory panel, mailing and other miscellaneous expenses).

*** Includes payments remaining for services under both the Grant Round 1 and Round 2 consultant contracts.

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

BUDGET PROJECTIONS: June 1, 2010 - May 31, 2014				
INCOME	2010-2011 (For Adoption)	2011-2012 (Proposed)	2012-2013 (Proposed)	2013-2014 (Proposed)
From Contributions	0	0	0	0
From Interest	20,000	10,000	5,000	5,000
TOTAL INCOME	20,000	10,000	5,000	5,000
EXPENDITURES				
Grants and Programmatic	1,760,000	1,665,000 *	0	0
Administrative	2,500	2,500	500	500
Accounting/Auditing	5,000	5,000	5,000	5,000
Consultant	31,600	50,000	0	0
Filing Fees	275	275	275	275
Bank Charges	3,000	3,000	3,000	3,000
TOTAL EXPENDITURES	1,802,375	1,725,775	8,775	8,775
Change in New Assets	-1,782,375	-1,715,775	-3,775	-3,775
Net Assets Beginning	4,623,364	2,840,989	1,125,214	1,121,439
Net Assets Ending	2,840,989	1,125,214	1,121,439	1,117,664 **

NOTES:

* \$400,000 will be reserved for final payments to the Round 2 Grantees

** In accordance with Section 81-741(i)(1) of the Zoning Resolution of the City of New York, no less than 20% of the contributions received shall be reserved, "to undertake the ongoing periodic inspection and maintenance report requirements... The Theater Subdistrict Council may petition the City Planning Commission for a reduction in the percentage of such reserve and the Commission may grant such reduction if, in its judgement, a lesser percentage will be sufficient to carry out the purposes of this paragraph." Based on total historical contributions of \$5,586,845.28, \$1,117,369.06 must be reserved for these purposes.

EXHIBIT B

Chosen to Submit Full Applications - Round 2

	Applicant/lead	Project	Cons ortium	Project Budget	Request Amount
1	52nd St Project	New Platforms		\$125,500	\$50,000
2	651 Arts	Moving Words Goes to Broadway		\$210,000	\$100,000
3	Abrons Arts Ctr/Henry St Settlement	Innovative Theatre Ensemble Commissions		\$70,000	\$70,000
4	Alliance for Inclusion in the Arts	Accessibility/Audience Expansion Initiative	x	\$240,000	\$240,000
5	Apollo Theater Foundation	Broadway/Uptown Connection		\$200,000	\$100,000
6	ArtsConnection	Developing New Audiences		\$220,000	\$75,000
7	Atlantic Theater Company	Staging Success		\$105,000	\$105,000
8	Broadway League	Family First Nights		\$220,000	\$50,000
9	Fractured Atlas	NYC Creative Economy Workspace Initiative		\$300,000	\$200,000
10	Hip-Hop Theater Festival	Theater Festival and Production of New Works		\$600,000	\$250,000
11	Inside Broadway	Bridges to Broadway		\$100,000	\$100,000
12	Lark Play Development Ctr	Launching New Voices		\$120,000	\$120,000
13	LeAp (Learning through an Expanded Arts Program)	LeAp/Jujamcyn Theater Expansion Program for Public Schools	x	\$65,000	\$50,000
14	Lincoln Center Theater	LCT3		\$2,032,500	\$200,000
15	Ma-Yi Theater Company	I_NY		\$245,000	\$50,000
16	New 42nd Street	and Bring Your Family to the New Vic		\$1,700,000	\$200,000
17	New York City Center	Center Jazz Musical Partnership	x	\$1,100,000	\$100,000
18	Playwrights Horizons	Theater Childcare Program		\$60,000	\$60,000
19	Public Theater Productions	HAIR on Broadway Dance Party in Times Square		\$150,000	\$150,000
20	Red Bull Theater	42nd Street Theater Hub	x	\$450,000	\$300,000
21	Rosie's Broadway Kids	PS Broadway		\$252,480	\$100,000
22	Roundabout Theatre Company	Access Roundabout		\$1,000,000	\$100,000
23	Second Stage Theatre	New Work/New Voices	x	\$250,000	\$200,000
24	Signature Theatre Company	Emerging Playwrights Residency		\$150,000	\$150,000
25	Theatre Development Fund	New Audiences for NY, Phase 2		\$340,000	\$200,000
26	Vineyard Theatre	Arts-in-Education Program		\$139,460	\$75,000
27	Walker International Communications Group	Interborough Cultural Youth Initiative	x	\$130,000	\$120,000