

**THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT  
CORPORATION  
POLICY ON INDEMNIFICATION AND DEFENSE**

Members and Directors of the Theater Subdistrict Council Local Development Corporation (the “TSC”) are entitled to defense and indemnification by the City of New York (the “City”) pursuant to section 50-k of the General Municipal Law for acts and omissions arising from the performance of their corporate duties.

Members and Directors who are not officers or employees of the City are entitled to defense and indemnification in accordance with General Municipal Law § 50-k. Such defense and indemnification is, however, subject to the conditions contained in section 50-k. For example, an individual is entitled to defense and indemnification as long as the act or omission at issue was within the scope of his or her public employment and in the discharge of his or her duties, was not in violation of any applicable rule or regulation, and was not the result of intentional wrongdoing or recklessness on his or her part. See General Municipal Law § 50-k(2)-(3). Furthermore, section 50-k also provides, *inter alia*, that the duty to defend or indemnify is conditioned upon delivery to the Corporation Counsel of the City of New York of any summons and complaint, or other notice or pleading, within ten days of service thereof, and upon the full cooperation of the individual in the defense of the action or proceeding and any action or proceeding against the City based upon the same act or omission. See General Municipal Law § 50-k(4).

Ex-Officio Members and Directors, including their respective alternates, who are officers or employees of the City, and any Appointed Member and Director who is a City officer or employee, will be defended and indemnified in connection with their service for the TSC as employees and officers of the City.