

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

MINUTES OF THE MEETING OF THE DIRECTORS

The meeting of the Directors of the Theater Subdistrict Council Local Development Corporation (“Corporation”) was held at 2:45 PM on October 14, 2011 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
Susannah Vickers, 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
George C. Wolfe, Mayor’s Appointee
Paige Price, Speaker’s Designee

A quorum of the Directors was present.

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.

The alternate for the Mayor, Commissioner Kate Levin, presided as Chairperson.

Commissioner Katherine Oliver, Mayor’s Office of Media and Entertainment, updated the Directors on the progress of the Broadway Stars Project and answered questions from the Directors regarding the project.

It was noted that the minutes of the March 10, 2011, Meeting of the Directors were given to all Directors prior to the meeting. One correction was noted. Upon motion made and seconded, the corrected minutes were unanimously adopted.

It was noted that at the previous meeting there was a resolution petitioning the City Planning Commission to reduce the amount of funds required to be held in reserve for inspection and monitoring from 20% of total contributions to \$75,000. Accordingly, the letter attached hereto as Exhibit A was sent from the Corporation to the City Planning Commission. In response, as shown on Exhibit B, the City Planning Commission approved the reduction, provided that, whenever the reserve is depleted, the \$75,000 reserve must be replenished to the extent of funds available.

It was noted that the City Planning Commission recently approved an application for a transfer of development rights from the Broadhurst Theater to 120 West 57th Street and, accordingly, a contribution of \$269,498.50 was made into the TSC account on October 6th, 2011. It was

additionally noted that there are two other pending applications, which could yield an additional \$565,507 during this fiscal year.

It was noted that Shaheen Ulon was appointed as the Corporation's new Chief Financial Officer, attached hereto as Exhibit B.

It was noted that two potential conflicts of interest had been disclosed by Directors, including: (i) Mr. Ben Cameron with respect to the application submitted by the Theatre Communications Group; and (ii) Mr. Jed Bernstein with respect to the application submitted by the Theater Development Fund. These Directors have recused themselves from consideration of these applications.

Barbara Janowitz, the Corporation's grant administrator, and Commissioner Levin led a discussion of the grant applications. Ms. Janowitz described the grant process to date. She noted that 93 Intent to Apply Letters have been received, 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. Prior to the meeting, each Director individually reviewed and ranked the 32 intent to apply letters and the results of these rankings were provided to the Directors.

The Directors proceeded to discuss the strengths and weakness of the Intent to Apply Letters, and thereafter Directors each selected the strongest 18 Intent to Apply Letters, except that Directors who reported conflicts were permitted to reduce their votes by one each.

Jed Bernstein left the room at 4:20 PM.

The meeting of Directors was temporarily adjourned at 4:20 PM.

Return to the meetings of Directors at 4:30.

It was noted that there was a resolution from the Audit Committee recommending that Barry Popick be retained for \$2,750 to prepare the Federal 990 Report and to conduct the required audit for Fiscal Year 2010-2011. Upon motion made and second, a resolution was adopted to retain Barry Popick for \$2,750 to prepare the Federal 990 Report and to conduct the required audit for Fiscal Year 2010-2011.

Upon motion made and seconded, the Procurement Policy and Investment Guidelines, attached hereto as Exhibit C, were readopted.

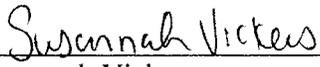
The financial statements for the fiscal year ending May 31, 2011, attached hereto as Exhibit D, were discussed. Upon motion made and seconded, resolutions were adopted approving the financial statements for the fiscal year ending in May 31, 2011, and directing the Treasurer to file these, as necessary to comply with local, state, and federal laws.

The Annual Report for fiscal year ending May 31, 2011, attached hereto as Exhibit E, was discussed. Upon motion made and seconded, a resolution adopting the Annual Report and approving it for filing with the necessary state and local government entities.

Rankings of the Intent to Apply Letters, based on the selections of the Directors, were distributed, and a discussion of the results took place. Upon motion made and seconded, a Resolution was adopted to invite the 18 applicants, listed on Exhibit F, to submit full applications.

Commissioner Levin, with concurrence from the Directors, requested that appreciation for Wesley O'Brien's outstanding work at the Theater Subdistrict Council be specially noted in the record. On behalf of the Corporation, she expressed deep gratitude for Wesley's dedication to the Corporation since its beginning and his invaluable contributions toward its success. Her praise was echoed by the Directors.

There being no other business before the Directors, the meeting was, upon motion made and carried, adjourned at 4:50 PM.



Susannah Vickers
Alternate for Secretary

EXHIBIT A

THEATER SUBDISTRICT COUNCIL LDC

April 27, 2011

City Planning Commission of the City of New York
22 Reade Street
New York, NY 10007

Re: Request to Reduce Reserve for Inspection and Monitoring

Honorable Members of the City Planning Commission:

At the March 10, 2011, meeting of the board of directors of the Theater Subdistrict Council, LDC, the following findings and resolution were made:

WHEREAS, Section 81-741(i) of the Zoning Resolution of the City of New York (“ZR”) requires that contributions made in conjunction with the transfer of development rights pursuant to ZR Section 81-744 shall be made to the Theater Subdistrict Fund, which shall be administered by the Theater Subdistrict Council, LDC (the “TSC”); and

WHEREAS, six theaters have transferred development rights pursuant to ZR Section 81-744 and, in accordance with ZR Section 81-741(i), have contributed a total of \$5,586,875.28 to the Theater Subdistrict Fund; and

WHEREAS, as a condition to the transfer of development rights from the theaters, the theaters are subject to restrictive declarations which require continuing operation of the theaters for legitimate theater uses, and maintenance of the physical and operational soundness of the theaters; and

WHEREAS, ZR Section 81-741(i)(1) requires that a portion of the contributions shall be reserved, sufficient in the judgment of the TSC but in no event less than twenty percent of contributions received, for the periodic inspection and monitoring of the theaters in connection with the required maintenance and use obligations; and

WHEREAS, twenty percent of contributions received by the Theater Subdistrict Fund, in the amount of \$1,117,375, have been reserved for periodic inspection and maintenance; and

WHEREAS, the restrictive declarations require that every five years a licensed professional architect or engineer, acceptable to the Landmarks Preservation Commission, prepare a report on the physical condition and operational soundness of the theaters, and identify any work necessary to maintain the theaters in a state of good repair (the “Periodic Report”); and

C/O OFFICE OF THE COUNSEL
22 READE STREET
NEW YORK, NY 10007

WHEREAS, the six theaters currently subject to the maintenance and use obligations are required to have architects or engineers prepare and respectively submit such Periodic Reports to the Chairperson of the City Planning Commission and to the Landmarks Preservation Commission, during the period from September of 2011 through 2014; and

WHEREAS, it is anticipated that the Department of City Planning and the Landmarks Preservation Commission will review such Periodic Reports and pursuant to the restrictive declarations, the Chairperson of the City Planning Commission, or any person designated by the Chairperson, has the right "to enter the Theater[s] from time to time in order to inspect the same or from time to time to inspect any work in progress therein"; and

WHEREAS, the Chairperson of the City Planning Commission, a Director of the TSC, has agreed to provide to the TSC with copies of such Periodic Reports, as well as any comments or issues identified by City staff through review and, if necessary, inspection; and

WHEREAS, the TSC will have an opportunity to provide the Chairperson and the Landmarks Preservation Commission with its own comments with respect to such Periodic Reports, and may identify issues or recommend corrective action to the Chairperson and the Landmarks Preservation Commission; and

WHEREAS, it is therefore not anticipated that the TSC will incur expenses in the normal course relating to the maintenance and repair issues which are the subject of the Periodic Reports; and

WHEREAS, should the TSC nevertheless determine with respect to a theater(s), either upon its own initiative or upon the recommendation of the Chairperson of the City Planning Commission or the Landmarks Preservation Commission, that it should retain an architect or engineer to review a Periodic Report and conduct an inspection of a theater(s), a reserve of \$75,000 would be sufficient to cover potential expenses relating thereto; and

WHEREAS, Section 81-741(i)(1) of the Zoning Resolution states that "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 judgment, a lesser percentage will be sufficient to carry out the purposes of this paragraph."

NOW THEREFORE be it RESOLVED that that the Board of Directors respectfully petitions the City Planning Commission to reduce the funds required to be reserved to \$75,000.

Thank you for your consideration of this request.

Sincerely,

Commissioner Kate Levin
Chairperson of the Board of Directors



CITY PLANNING COMMISSION
CITY OF NEW YORK
OFFICE OF THE CHAIR

May 9, 2011

Theater Subdistrict Council
c/o Office of the Counsel
22 Reade Street, 2W
New York, NY 10007

Re: TSC Request to Reduce Reserve for Inspection and Monitoring

Honorable Commissioner Kate Levin:

At its meeting on May 9, 2011, the New York City Planning Commission considered the request of the Theater Subdistrict Council, LDC (the "TSC"), and following findings and resolution were made:

WHEREAS, Section 81-741(i) of the Zoning Resolution of the City of New York ("ZR") requires that contributions made in conjunction with the transfer of development rights pursuant to ZR Section 81-744 shall be made to the Theater Subdistrict Fund, which shall be administered by the TSC; and

WHEREAS, ZR Section 81-741(i)(1) requires that a portion of the contributions shall be reserved, sufficient in the judgment of the TSC, but in no event less than twenty percent of contributions received, for the periodic inspection and monitoring of the theaters in connection with the required maintenance and use obligations; and

WHEREAS, Section 81-741(i)(1) of the Zoning Resolution states, "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 judgment, a lesser percentage will be sufficient to carry out the purposes of this paragraph"; and

WHEREAS, by letter dated April 27, 2011, the TSC requested that the City Planning Commission allow it to reduce the reserves required for this purpose to \$75,000; and

WHEREAS, the TSC has demonstrated that a reserve of \$75,000 would be sufficient to cover potential expenses relating to the periodic inspection and monitoring of the theaters, as set forth in ZR Section 81-741(i)(1).

Amanda M. Burden, FAICP, Chair
22 Reade Street, New York, NY 10007-1216
(212) 720-3200 FAX (212) 720-3219
nyc.gov/planning



May 9, 2011

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NOW THEREFORE be it RESOLVED that the City Planning Commission approves the reduction in such reserve funds to \$75,000, provided that if funds are spent on inspection and monitoring the \$75,000 reserve shall be replenished to the extent of funds available.

Sincerely,

A handwritten signature in black ink, appearing to read 'Amanda M. Burden', with a long, sweeping horizontal stroke at the end.

Amanda M. Burden

c: D. Karnovsky
W. O'Brien

EXHIBIT B

THEATER SUBDISTRICT COUNCIL LDC

c/o Office of the Counsel
22 Reade Street
New York, NY 10007

Shaheen Ulon
Department of City Planning
22 Reade Street
New York, NY 10007

April 19, 2011

Re: Letter of Appointment

Dear Ms. Ulon:

The Theater Subdistrict Council LDC (“Theater Subdistrict Council”) is a not-for-profit local development corporation, established to promote theater-related use and preservation within the Theater Subdistrict, and to promote the welfare of the Theater Subdistrict.

In order to assist the Theater Subdistrict Council and the City of New York in this important endeavor, I am delighted to appoint you as Chief Financial Officer, to serve without salary and to provide such assistance and take such action as are in furtherance of the interests of the Theater Subdistrict Council and the City.

Sincerely,



Amanda Burden
Treasurer

c: Commissioner Kate Levin
David Karnovsky

EXHIBIT C

**THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT
CORPORATION
PROCUREMENT POLICY**

I. METHODS OF SOURCE SELECTION

All contracts of the Theater Subdistrict Council Local Development Corporation ("TSC") shall be awarded by competitive sealed bidding pursuant to Section (D) (Competitive Sealed Bidding), except as may be otherwise authorized or required by federal, New York State or New York City law, rules or regulations, and except as provided in this policy with respect to:

- (A) Small Purchases
- (B) Sole Source Procurement
- (C) Personal and Professional Services
- (D) Competitive Sealed Bidding
- (E) Competitive Sealed Proposals
- (F) Use of Other Governmental Contracts

All decisions, determinations and findings required to be made pursuant to this Procurement Policy shall be made in writing, with appropriate supporting documentation. All contracts awarded pursuant to this Procurement Policy shall require the authorization of TSC's Board of Directors, except for small purchases pursuant to subparagraph A.

A. **Small Purchases.** Notwithstanding anything to the contrary contained in this Article I, procurements for Small Purchases shall be governed only by this Section A.

(1) "Small Purchase" means any procurement the value of which is less than \$20,000. Procurements shall not be artificially divided in order to qualify as Small Purchases.

(2) For Small Purchase the value of which is \$10,000 or less, no competition is required. However, TSC shall use reasonable efforts to determine that the price or fee is reasonable.

(3) For Small Purchase the value of which is greater than \$10,000, TSC shall use reasonable efforts to obtain offers from at least three qualified persons or entities.

(4) Small Purchase contracts awarded pursuant to this Section A shall not require the authorization of TSC's Board of Directors.

B. **Sole Source Procurement.** Notwithstanding anything to the contrary contained in this Article I, contracts for an amount greater than \$10,000 may only be awarded without competition upon specific authorization by TSC's Board of Directors.

C. **Personal and Professional Services.** Personal and professional services shall be procured as provided in this Section C, except as otherwise authorized in this Article I.

(1) TSC shall use reasonable efforts to obtain a minimum of three proposals from qualified persons or entities for each personal or professional services contract. If a minimum of three (3) proposals is not obtained, TSC shall document the reasons therefore.

(2) TSC shall designate a selection committee, which may include staff to members, directors or officer, to review proposals received. The selection committee shall review all responsive proposals from responsible proposers. The selection committee may elect to interview and/or request additional information from some or all of the proposers in connection with its evaluation of proposals. The selection committee shall rank the proposals based on quality, price, and qualifications to provide the requested services.

(3) TSC shall negotiate with the highest ranked proposer for an agreement for the performance of the requested services on terms satisfactory to TSC. If, despite good faith efforts, TSC is unable to reach a satisfactory agreement with the highest ranked proposer, it shall terminate such negotiations and enter into negotiations with the second-ranked proposer, and so on until an agreement is reached, provided that TSC may elect, at any time, to withdraw the procurement.

D. **Competitive Sealed Bidding.** Contracts for an amount greater than the Small Purchase limit shall be awarded by competitive sealed bidding, except as otherwise provided in this Article I.

(1) **Invitation for Bids.** An Invitation for Bids shall be issued and shall include a purchase description, and all contractual terms and conditions applicable to the procurement.

(2) **Public Notice.** Public notice of the Invitation for Bids shall be given by publication in the City Record a reasonable time prior to the date set forth therein for the opening of bids. TSC may also publish such notice in other media.

(3) **Bid Opening.** Bids shall be opened publicly in the presence of one or more witnesses at the time and place designated in the Invitation for Bids. The amount of each bid, the name of each bidder and the bid security, if any, shall be recorded. The record and each bid shall be open to public inspection.

(4) **Bid Acceptance and Bid Evaluation.** Bids may only be unconditionally accepted without alteration or correction on the part of the bidder except

as authorized in this Section. Bids shall be evaluated based on the requirements set forth in the Invitation for Bids, which may include criteria to determine acceptability such as inspection, testing, quality, workmanship, delivery and suitability for a particular purpose. Any criteria that would affect the bid price and be considered in evaluation for award must be objectively measurable, such as discounts, transportation costs, and total or life cycle costs. The Invitation for Bids shall set forth the evaluation criteria to be used.

(5) **Correction or Withdrawal of Bids. Cancellation of Awards.**

Correction or withdrawal of inadvertently erroneous bids shall be permitted in instances in which the Chief Executive Officer finds that it is in TSC's interest to do so. After bid opening, no changes in bid prices or other changes prejudicial to the interest of TSC or fair competition shall be permitted.

(6) **Award.** The contract shall be awarded to the lowest responsible and responsive bidder whose bid meets the requirements and criteria set forth in the Invitation for Bids. Notwithstanding the foregoing, any or all bids may be rejected when TSC reasonably deems it is in TSC's best interest to do so.

E. **Competitive Sealed Proposals**

(1) **Conditions for Use.** Contracts for an amount greater than the Small Purchase limit may be awarded by competitive sealed proposals only upon a determination by the Chief Executive Officer that it is not practicable or advantageous to use competitive sealed bidding. Grounds for such determination shall include, without limitation, that:

- (a) specifications cannot be made sufficiently definite and certain to permit selection based on bid price or evaluated bid price alone; and/or
- (b) judgment is required in evaluating proposals; and/or
- (c) evaluation of proposals requires a balancing of price, quality, and other factors.

(2) **Request for Proposals.** Proposals shall be solicited through a Request for Proposals.

(3) **Public Notice.** Public notice of the Request for Proposals shall be given by publication in the City Record a reasonable time prior to the date set forth therein for the submission of proposals. TSC may also publish such notice in other media.

(4) **Receipt of Proposals.** Proposals shall be opened so as to avoid disclosure of contents to competing offerors during the process of negotiation. A Register of Proposals shall be prepared and shall be open for public inspection after contract award.

(5) **Evaluation Factors.** Proposals shall be evaluated on the basis of the quality of the proposals, based on the relative importance of such criteria as capacity to execute the proposal; relevant expertise or experience, and price or cost.

(6) **Discussion with Responsible Offerors and Revisions to Proposals.** Discussions may be conducted with responsible offerors who submit proposals determined to be reasonably susceptible of being selected for award for the purpose of clarification to assure full understanding of, and responsiveness to, the solicitation requirements. Offerors shall be accorded fair and equal treatment with respect to any opportunity for discussion and revision of proposals, and such revisions may be permitted after submissions and prior to award for the purpose of obtaining best and final offers. In conducting discussions, there shall be no disclosure of any information derived from proposals submitted by competing offerors.

(7) **Award.** Award shall be made to the responsible offeror whose proposal is determined to be the most advantageous to TSC in accordance with subparagraph (5) above.

F. **Use of Other Governmental Contracts**

Notwithstanding any other provision of this Article I, if there is a Federal, New York State, New York City, or New York City Economic Development Corporation contract for goods or services that permits TSC to utilize such contract or to obtain goods and services from the contractor under such contract on terms substantially equal to those under such contract, TSC may utilize such contract or obtain goods and services from such contractor on terms substantially equal to those under such contract without using any other procurement method described in this Article I.

II. **VENDOR RESPONSIBILITY**

A. **Section 2-08 of New York City Procurement Policy Board Rules.** In making vendor responsibility determinations, the TSC shall be guided by the standards and procedures set forth in the Vendor Responsibility rules set forth in Section 2-08 of the New York City Procurement Policy Board Rules (the "PPB Rules").

B. **Additional Responsibility Determinations.** All contract awards for an amount above \$20,000, if not otherwise covered by Section 2-08 of the PPB Rules, shall be subject to internal vendor responsibility determination procedures of TSC.

**THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT
CORPORATION
INVESTMENT GUIDELINES**

1. Scope. These investment guidelines (“Guidelines”) set forth policies and procedures relating to the investment of funds (“Funds”) of the Theater Subdistrict Council Local Development Corporation (“TSC”), and the monitoring and reporting thereof. For purposes of these Guidelines, Funds shall mean all monies and other financial resources available for investment by TSC on its own behalf or on behalf of any other entity or individual. All such monies shall be invested at all times to the fullest extent practicable, and otherwise in accordance with the requirements and restrictions set forth in these Guidelines.

2. Review and Amendment. These Guidelines shall be reviewed and approved by the Board of Directors annually and may be amended by the Board of Directors from time to time.

3. Permitted Investments. Funds may only be invested in the following types of investments:

- Federal discount notes
- US Treasury bills
- US Treasury notes
- Other Guaranteed Federal Government Securities

4. Annual Reporting. On an annual basis, TSC shall prepare an investment report. Such report shall include:

- (a) A statement of TSC’s then current Guidelines;
- (b) The investment income record of TSC for the fiscal year; and
- (c) A summary of new investments made and fees, commissions or other charges paid to each investment banker, broker, agent, dealer and advisor rendering investment associated services to TSC since the last report.

TSC’s investment report shall be submitted to its Board of Directors for review and to other such persons and agencies as required by law.

EXHIBIT D

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

INCOME STATEMENT: June 1, 2010 - May 31, 2011		
REVENUE		
Contributions	\$	-
Interest*	\$	15,491.80
Total Revenue	\$	15,491.80
EXPENSES		
Filing Fees**	\$	260.00
Banking fees	\$	-
Accountant/Auditor	\$	1,850.00
Consultant***	\$	30,177.49
Administrative^	\$	221.35
Grants and Programmatic	\$	1,943,361.00
Total Expenses	\$	1,975,869.84
NET INCOME through May 31, 2011	\$	(1,960,378.04)
Beginning Balance ^^	\$	4,617,613.00
Ending Balance^^^	\$	2,657,234.96

NOTES

* See interest worksheet

** Includes fees paid to the NYS Charities Bureau with the annual filing

*** Includes only \$7,800 and \$5,750 of the checks issued in conjunction with Janowitz invoices of 6/28/10 and 5/7/11

^ Includes payments for grant information session (\$130) and meeting supplies (\$91.35).

^^ Reflects the net assets as of May 31, 2010

^^^ Ending balance in accounts as of 5/31/11 was \$2,657,234.96 (\$27,190.51 + \$2,635,794.45). When the outstanding \$5,750 in consulting fees for services rendered during the FY is deducted, the net balance is \$2,657,234.96.

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

BALANCE SHEET: May 31, 2011	
ASSETS	
Cash (TSC checking and savings account)	\$ 2,662,984.96
Accounts Receivable	\$0.00
Inventories	\$0.00
Other Assets	\$0.00
LIABILITIES	
Accounts Payable	\$5,750.00
Other Liabilities	\$0.00
EQUITIES	
Total Fund Balances or Net Assets	\$ 2,657,234.96

EXHIBIT E

**THEATER SUBDISTRICT COUNCIL
LOCAL DEVELOPMENT CORPORATION
Annual Report
Fiscal Year End Date: 5/31/2010**

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.

**THEATER SUBDISTRICT COUNCIL
LOCAL DEVELOPMENT CORPORATION
Annual Report
Fiscal Year End Date: 5/31/2010**

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.

EXHIBIT F

Applicants Invited to Submit Full Applications

1. Signature Theatre Company
2. Atlantic Theater Company
3. New Dramatists
4. LeAp
5. Rosie's Theatre Company
6. Lincoln Center Theater
7. LeAp-Jujamcyn
8. Lark Theatre Company
9. Roundabout Theatre Company
10. Manhattan Class Company
11. Flea Theater
12. Apollo Theater Foundation
13. Fractured Atlas Productions
14. National Music Theatre Network
15. Playwrights Horizons
16. Naked Angels
17. 651 ARTS
18. Theatre Development Fund