

**THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT
CORPORATION**

MINUTES OF THE ANNUAL MEETING OF MEMBERS

This annual meeting of Members of the Theater Subdistrict Council Local Development Corporation ("Corporation") was held at 12:30 pm on March 5, 2009, at 31 Chambers Street, New York, New York, 10007.

The following Members were present:

Kate Levin, Proxy for Michael Bloomberg, Mayor, New York City
Amanda Burden, Director, Department of City Planning
Daniel R. Golub, Proxy for Manhattan Borough President Scott Stringer
Danielle Porcaro, Proxy 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

Proxy letters were received and annexed hereto as Exhibit A.

A quorum of the Members was present.

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 the Open Meetings Law, and was given to Manhattan Community Boards 4 and 5 in accordance with the by-laws.

It was announced that elections were in order for Directors and Alternate Directors for Fiscal Year 2008-2009. The following persons were unanimously elected as Directors and Alternate Directs according to membership class:

i) Mayoral Membership Section

- Mayor, acting through proxy, elected himself as Ex-Officio Director
- Mayor, acting through proxy, elected Kate Levin as his Alternate Director.

ii) Speaker Membership Section

- Speaker, acting through proxy, elected herself as an Ex-Officio Director.
- Speaker, acting through proxy, elected Danielle Porcaro as her Alternate Director.

iii) Manhattan Borough President Membership Section

- Borough President, acting through proxy, elected himself as an Ex-Officio Director.
- Borough President, acting through proxy, elected Dan Golub as his Alternate Director.

iv) DCP Membership Section

- DCP Chairperson elected herself as an Ex-Officio Director.
- DCP Chairperson elected Richard Barth as her Alternate Director.

v) Appointed Membership Section

- Jed Bernstein, Member One from the Appointed Membership Section (Mayor's first appointee), acting on his own behalf, elected himself as an Appointed Director.

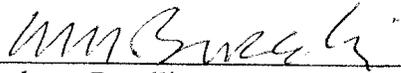
- Ben Cameron, Member Two from the Appointed Membership Section (Mayor's second appointee), acting on his own behalf, elected himself as an Appointed Director.

- George C. Wolfe, Member Three from the Appointed Membership Section (Mayor's third appointee), acting on his own behalf, elected himself as an Appointed Director.

- Paige Price, Member Four from the Appointed Membership Section (Speaker's Designee), acting on her own behalf, elected herself as an Appointed Director.

Letters have been received from the Ex-Officio Directors stating that each Alternate Director may attend meetings and exercise their rights, powers, and privileges in his or her absence. These letters are annexed hereto as Exhibit B.

There being no other business before the meeting, the meeting was, upon motion made and carried, adjourned at 12:40 PM.



Anthony Borelli,
Alternate for Secretary

Exhibit A

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

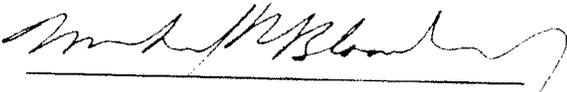
PROXY

For Meeting of Members

I, the undersigned Member of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint Kate Levin as my lawful proxy with full power to act for me and in my place and stead at meetings of the Members of this Corporation, or at any adjournment thereof.

This Proxy shall be effective from January 1, 2008, until such time as it is revoked. This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date.

Dated: January 12, 2008



Honorable Michael Bloomberg
Mayor, City of New York

Please return this Proxy to:
Amanda Burden, Director
Department of City Planning
22 Reade Street
New York, NY 10007

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

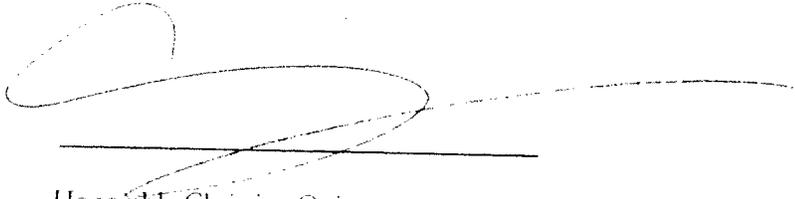
PROXY

For Meeting of Members

I, the undersigned Member of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint Danielle Porcaro as my lawful proxy with full power to act for me and in my place and stead at meetings of the Members of this Corporation, or at any adjournment thereof.

This Proxy shall be effective from January 1, 2008, until such time as it is revoked. This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date.

Dated: 1/15, 2008



Honorable Christine Quinn
Speaker, New York City Council

Please return this Proxy to:
Amanda Butten, Director
Department of City Planning
22 Reade Street
New York, NY 10007

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

PROXY

For Meeting of Members

I, the undersigned Member of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint Dan Golub as my lawful proxy with full power to act for me and in my place and stead at meetings of the Members of this Corporation, or at any adjournment thereof.

This Proxy shall be effective from January 1, 2008, until such time as it is revoked. This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date.

Dated: 3/7, 2008



Honorable Scott Stringer
President, Borough of Manhattan

Please return this Proxy to:
Amanda Burden, Director
Department of City Planning
22 Reade Street
New York, NY 10007

Exhibit B

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

NOTICE OF ALTERNATE DIRECTOR

For Meetings of Directors

I, the undersigned director of the Theater Subdistrict Council Local Development Corporation, may be unable to attend the meetings of the Board of Directors.

Accordingly, this notice is given pursuant to section 703(d) of the Not-for-Profit Corporation Law of the State of New York so that in my absence, my duly elected alternate director, Kate Levin, may be permitted to attend such meetings in my place and exercise thereat all of the rights, powers and privileges as a director.

Dated: January 12, 2009


Honorable Michael Bloomberg
Mayor, City of New York

Please return this Notice to:
Amanda Burden, Director
Department of City Planning
22 Reade Street
New York, NY 10007

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

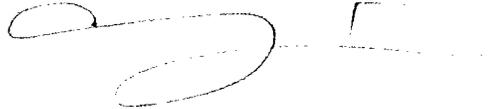
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For Meetings of Directors

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Accordingly, this notice is given pursuant to section 703(d) of the Not-for-Profit Corporation Law of the State of New York so that in my absence, my duly elected alternate director, Danielle Porcaro, may be permitted to attend such meetings in my place and exercise thereat all of the rights, powers and privileges as a director.

Dated: 1/5, 2009



Honorable Christine Quinn
Speaker, New York City Council

Please return this Notice to:
Amanda Burden, Director
Department of City Planning
22 Reade Street
New York, NY 10007

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

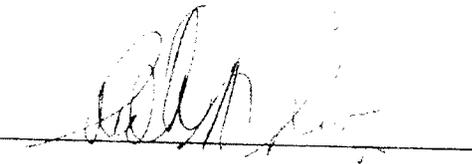
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For Meetings of Directors

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Accordingly, this notice is given pursuant to section 703(d) of the Not-for-Profit Corporation Law of the State of New York so that in my absence, my duly elected alternate director, Daniel Golub, may be permitted to attend such meetings in my place and exercise thereat all of the rights, powers and privileges as a director.

Dated: 3/4, 2004

A handwritten signature in black ink, appearing to read "Scott Stringer", is written over a horizontal line.

Honorable Scott Stringer
President, Borough of Manhattan

Please return this Notice to:
Amanda Burden, Director
Department of City Planning
22 Rende Street
New York, NY 10007

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

NOTICE OF ALTERNATE DIRECTOR

For Meetings of Directors

I, the undersigned director of the Theater Subdistrict Council Local Development Corporation, may be unable to attend meetings of the Board of Directors. Acting as the sole member of the DCP Membership Selection and in accordance with Sections 2.8 and 3.5 of the by-laws, by signature below, I have elected Richard Barth as my alternate director.

Accordingly, this notice is given pursuant to section 703(d) of the Not-for-Profit Corporation Law of the State of New York so that in my absence, my duly elected alternate director, Richard Barth, may be permitted to attend such meetings in my place and exercise thereat all of the rights, powers and privileges as a director.

Dated: Dec. 15, 2008



Amanda Burden, Director
Department of City Planning