

**THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION**

**MINUTES OF ORGANIZATIONAL MEETING OF DIRECTORS**

The organizational meeting of the directors of the Theater Subdistrict Council Local Development Corporation, was held at 4:00 PM on July 30, 2007, at 22 Reade Street, New York, New York, 10007.

All Initial Directors named in the Certificate of Incorporation were present in person or by proxy. Proxies are annexed to these minutes as Exhibit A. Initial Directors present were:

David Karnovsky, Initial Director present in person  
Wesley O'Brien, Proxy for Initial Director, Barbara Rosen  
Alison McCabe, Proxy for Initial Director, Chris Collins

A quorum of Initial Directors was present.

Public notice of this meeting was sent to news agencies, Community Boards 4 and 5, and was posted publicly on July 24, 2007, following the procedures of the Open Meetings Law.

The Mayor of the City of New York selected Jed Bernstein, Ben Cameron and George Wolfe as his appointees. Letters of Appointment were received and are annexed to these minutes as Exhibit B.

A motion was made, seconded and unanimously passed by the Initial Directors to elect the following Directors in accordance with the Certificate of Incorporation section Eleventh, to serve until elections at the first meeting of members:

Michael Bloomberg, Mayor, New York City  
Amanda Burden, Director, Department of City Planning  
Scott M. Stringer, Manhattan Borough President  
Christine Quinn, Speaker, New York City Council  
Jed Bernstein, Mayor's Appointee  
Ben Cameron, Mayor's Appointee  
George Wolfe, Mayor's Appointee

Upon electing Directors in accordance with the Certificate of Incorporation, the Initial Directors resigned. Letters of Resignation were received and are annexed to these minutes as Exhibit C.

The meeting continued following the resignation of Initial Directors. The meeting was attended by:

Kate Levin as proxy for Mayor Michael Bloomberg  
Dan Golub as proxy for Manhattan Borough President Scott Stringer  
Daniel Porcaro as proxy for City Council Speaker Christine Quinn  
Director of the Department of City Planning Amanda Burden in person  
Director Jed Bernstein in person  
Director Ben Cameron in person

Proxies were received and are annexed to these minutes as Exhibit D.

A majority of Directors were present in person or by proxy, therefore a quorum continued to be present.

Upon motion made, seconded and unanimously adopted, the Mayor was elected to serve as Temporary Chairperson.

The incorporation process was described, and (i) a photocopy of the Certificate of Incorporation was presented and is attached hereto as Exhibit E-1, (ii) and checks drafted payment of the statutory filing fee were presented and are attached hereto as Exhibit E-2.

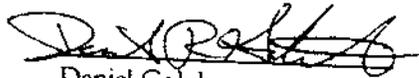
It was noted that the Theater Subdistrict Council was incorporated with an error in the Certificate of Incorporation, whereby there would have been 2 rather than 3 Mayoral appointees, and 7 rather than 8 directors. A meeting of Initial Directors was held on May 21, 2007, at which Initial Director David Karnovsky was authorized to file a Certificate of Amendment to the Certificate of Incorporation. The Department of State accepted the Certificate of Amendment on July 19, 2007. A copy of the Certificate of Amendment of the Certificate of Incorporation, and filing receipt from the New York State Department of State has been annexed to these minutes as Exhibit E.

Prior to the meeting, a draft set of By-laws for the Corporation was delivered to all Directors. After discussion of the draft By-laws, a motion was made, seconded, and the following was unanimously adopted:

RESOLVED, that the By-laws in the form of [Exhibit G, which is attached to these minutes] are adopted as the By-laws of the Theater Subdistrict Council Local Development Corporation.

Upon motion made, seconded and unanimously adopted, it was resolved to hold the First Annual Meeting of the Members immediately after the adjournment of this meeting.

There being no other business before the meeting, the meeting was, upon motion made and carried, adjourned at 4:20 PM.



Daniel Golub,  
Alternate for Secretary

**EXHIBIT A**

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

PROXY

For Organizational Meeting of Directors

I, the undersigned Director of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint, pursuant to section 405(a) of the Not-for-Profit Corporation Law of the State of New York, Wesley M. O'Brien as my lawful proxy with full power to act for me and in my place and stead at the organization meeting of the Directors of this Corporation, or at any adjournment thereof.

This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date. Unless sooner revoked, this Proxy shall be effective for eleven months from the date hereof.

Dated: July 17, 2007

Barbara Rosen  
Barbara Rosen, Initial Director

Please return this Proxy to:  
David Karnovsky  
Department of City Planning  
22 Rensselaer Street  
New York, NY 10007

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

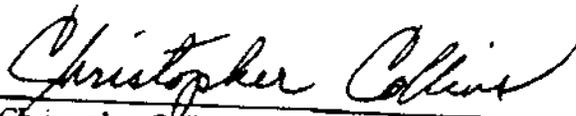
PROXY

For Organizational Meeting of Directors

I, the undersigned Director of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint, pursuant to section 405(a) of the Not-for-Profit Corporation Law of the State of New York, Alison McCabe as my lawful proxy with full power to act for me and in my place and stead at the organization meeting of the Directors of this Corporation, or at any adjournment thereof.

This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date. Unless sooner revoked, this Proxy shall be effective for eleven months from the date hereof.

Dated: July 23, 2007

  
Christopher Collins, Initial Director

Please return this Proxy to:  
David Katnovsky  
Department of City Planning  
22 Reade Street  
New York, NY 10007

**EXHIBIT B**



THE CITY OF NEW YORK  
OFFICE OF THE MAYOR  
NEW YORK, N. Y. 10007

July 16, 2007

Mr. Jed Bernstein  
1501 Broadway, Suite 1915  
New York, NY 10036

Dear Mr. Bernstein:

Pursuant to the authority vested in me as Mayor by section 71-81 of the Zoning Resolution of the City of New York, I am pleased to appoint you to the Board of Directors of the Theater Subdistrict Council Local Development Corporation. The Theater Subdistrict Council is a not-for-profit local development corporation that has been established to promote theater-related use and preservation within the Theater Subdistrict. Your appointment will take effect at the upcoming Organizational Meeting of Directors.

On behalf of the people of New York City, I thank you for agreeing to share your time and efforts with the Theater Subdistrict Council in this important endeavor. Congratulations on your appointment and I wish you the very best.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael R. Bloomberg".

Michael R. Bloomberg  
Mayor

MRB:da

cc: Amanda Burden, Director  
Department of City Planning



THE CITY OF NEW YORK  
OFFICE OF THE MAYOR  
NEW YORK, N.Y. 10007

July 16, 2007

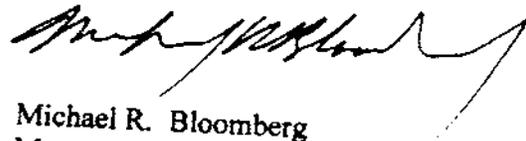
Mr. Ben Cameron  
650 5<sup>th</sup> Avenue, 19<sup>th</sup> Floor  
New York, NY 10019

Dear Mr. Cameron:

Pursuant to the authority vested in me as Mayor by section 71-81 of the Zoning Resolution of the City of New York, I am pleased to appoint you to the Board of Directors of the Theater Subdistrict Council Local Development Corporation. The Theater Subdistrict Council is a not-for-profit local development corporation that has been established to promote theater-related use and preservation within the Theater Subdistrict. Your appointment will take effect at the upcoming Organizational Meeting of Directors.

On behalf of the people of New York City, I thank you for agreeing to share your time and efforts with the Theater Subdistrict Council in this important endeavor. Congratulations on your appointment and I wish you the very best.

Sincerely,



Michael R. Bloomberg  
Mayor

MRB:da

cc: Amanda Burden, Director  
Department of City Planning



THE CITY OF NEW YORK  
OFFICE OF THE MAYOR  
NEW YORK, N.Y. 10007

July 16, 2007

Mr. George Wolfe  
Color Mad Productions  
128 East 19<sup>th</sup> Street  
New York, New York 10003

Dear Mr. Wolfe: ✓

Pursuant to the authority vested in me as Mayor by section 71-81 of the Zoning Resolution of the City of New York, I am pleased to appoint you to the Board of Directors of the Theater Subdistrict Council Local Development Corporation. The Theater Subdistrict Council is a not-for-profit local development corporation that has been established to promote theater-related use and preservation within the Theater Subdistrict. Your appointment will take effect at the upcoming Organizational Meeting of Directors.

On behalf of the people of New York City, I thank you for agreeing to share your time and efforts with the Theater Subdistrict Council in this important endeavor. Congratulations on your appointment and I wish you the very best.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael R. Bloomberg".

Michael R. Bloomberg  
Mayor

MRB:da

cc: Amanda Burden, Director  
Department of City Planning

EXHIBIT C

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

LETTER OF RESIGNATION

Theater Subdistrict Council Local Development Corporation  
New York City Department of City Planning  
22 Reade Street  
New York, NY 10009

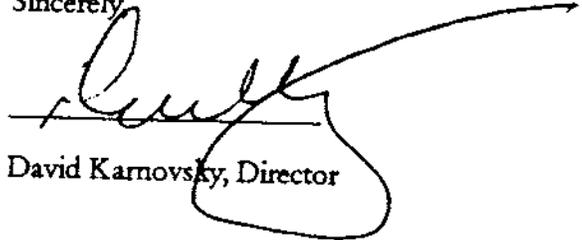
July 27, 2007

Re: Letter of Resignation

Directors of the Board and Members of the Corporation:

Whereas directors of the Theater Subdistrict Council are to be appointed in accordance with section Eleventh of the Certificate of Incorporation, I hereby resign from the position of initial director. This resignation shall be effective immediately upon the appointment of such directors.

Sincerely

A handwritten signature in black ink, appearing to read "David Karnovsky", is written over a horizontal line. The signature is stylized and extends to the right with a long, sweeping stroke.

David Karnovsky, Director

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

LETTER OF RESIGNATION

Theater Subdistrict Council Local Development Corporation  
c/o David Karnovsky  
New York City Department of City Planning  
22 Ruede Street  
New York, NY 10009

July 17, 2007

Re: Letter of Resignation

Directors of the Board and Members of the Corporation:

Whereas directors of the Theater Subdistrict Council are to be appointed in accordance with section Eleventh of the Certificate of Incorporation, I hereby resign from the position of initial director. This resignation shall be effective immediately upon the appointment of such directors.

Sincerely,

Barbara Rosen  
Barbara Rosen, Initial Director

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

LETTER OF RESIGNATION

Theater Subdistrict Council Local Development Corporation  
c/o David Karnovsky  
New York City Department of City Planning  
22 Reade Street  
New York, NY 10009

July 23, 2007

Re: Letter of Resignation

Directors of the Board and Members of the Corporation:

Whereas directors of the Theater Subdistrict Council are to be appointed in accordance with section Eleventh of the Certificate of Incorporation, I hereby resign from the position of initial director. This resignation shall be effective immediately upon the appointment of such directors.

Sincerely,

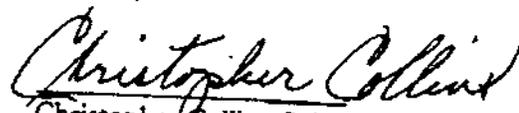
  
Christopher Collins, Initial Director

EXHIBIT D

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

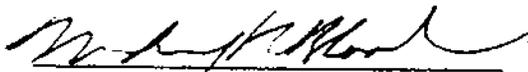
PROXY

For Organizational Meeting of Directors

I, the undersigned Director of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint, pursuant to section 405(a) of the Not-for-Profit Corporation Law of the State of New York, Commissioner Kate Levin as my lawful proxy with full power to act for me and in my place and stead at the organization meeting of the Directors of this Corporation, or at any adjournment thereof.

This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date. Unless sooner revoked, this Proxy shall be effective for eleven months from the date hereof.

Dated: 3/16, 2007



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

OFFICE OF THE  
CHAIRPERSON

JUN 1 - 2007

15985

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

PROXY

For Organizational Meeting of Directors

I, the undersigned Director of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint, pursuant to section 405(a) of the Not-for-Profit Corporation Law of the State of New York, Daniel R. Cichok as my lawful proxy with full power to act for me and in my place and stead at the organization meeting of the Directors of this Corporation, or at any adjournment thereof.

This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date. Unless sooner revoked, this Proxy shall be effective for eleven months from the date hereof.

Dated: 5/29, 2007

  
\_\_\_\_\_  
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

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

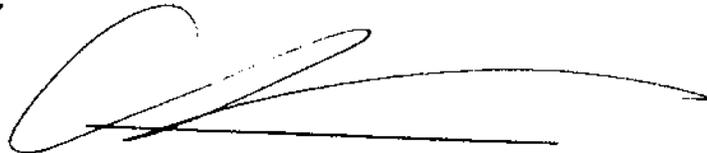
PROXY

For Organizational Meeting of Directors

I, the undersigned Director of the Theater Subdistrict Council Local Development Corporation (the "Corporation"), do hereby designate and appoint, pursuant to section 405(a) of the Not-for-Profit Corporation Law of the State of New York, Danielle Ponzano as my lawful proxy with full power to act for me and in my place and stead at the organization meeting of the Directors of this Corporation, or at any adjournment thereof.

This Proxy may be revoked at any time and shall be revoked by a Proxy bearing a later date. Unless sooner revoked, this Proxy shall be effective for eleven months from the date hereof.

Dated: July 30, 2007



Honorable Christine Quinn  
Speaker, New York City Council

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

**EXHIBIT E-1**

CERTIFICATE OF INCORPORATION  
of  
THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION  
Under Sections 402 and 1411 of the  
Not-for-Profit Corporation Law

JUDSON VICKERS  
c/o The New York City Law Department,  
Office of the Corporation Counsel  
100 Church Street, Room 6-237  
New York, New York 10007

CERTIFICATE OF INCORPORATION  
of  
THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION  
Under Sections 402 and 1411 of the  
Not-for-Profit Corporation Law

The undersigned hereby certifies:

FIRST. The name of the Corporation is THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION.

SECOND. The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law and is a Type C corporation under section 201 of said law. The Corporation is a local development corporation pursuant to section 1411 of said law.

THIRD. The Corporation is formed for the public and charitable purposes of relieving and reducing unemployment; promoting and providing for additional and maximum employment; bettering and maintaining job opportunities; instructing or training individuals to improve or develop their capabilities for such jobs; carrying on scientific research for the purpose of aiding the City of New York (the "City") by attracting new industry thereto and by encouraging the development and retention of industry therein; and lessening the burdens of government and acting in the public interest.

FOURTH. In addition to the foregoing, the corporation is formed for the lawful public or quasi-public objectives of promoting economic growth, business prosperity and improvement of the quality of life of the City's residents by promoting theater, theater-related uses and preservation within the area defined as the "Theater Subdistrict" in the Zoning Resolution of

the City of New York (the "Zoning Resolution"), and promoting the welfare of the Theater Subdistrict generally, and in furtherance of such purposes and objectives to:

(a) enhance the long-term viability of Broadway theater by facilitating the production of plays and small musicals within the Theater Subdistrict;

(b) develop new audiences for all types of theatrical productions;

(c) monitor preservation and use covenants in Broadway theaters designated as "listed theaters" in accordance with the Zoning Resolution;

(d) develop plans for the sale, distribution and marketing of reduced price theater tickets to new and undeveloped audience groups in accordance with the Zoning Resolution;

(e) advise the Chairperson of the City Planning Commission concerning applications for special permits, authorizations or certifications in accordance with the Zoning Resolution;

(f) enforce the obligations of property owners under the Zoning Resolution or pursuant to any restrictive declarations or other covenants, contracts or agreements entered into by such property owners in connection with the transfer of development rights in accordance with the Zoning Resolution; and

(g) otherwise carry on any and all such additional activities incident, related or appropriate to the furtherance of the above purposes and objectives.

FIFTH. In furtherance of its purposes and objectives, the Corporation shall have the powers now or hereafter set forth in sections 202 and 1411(c) of the Not-for-Profit Corporation Law and/or any amendment, modification, supplement or replacement thereof, and all other powers now or hereafter

conferred by law, including, without limitation, to the extent permitted by such law:

(a) the power at any time and from time to time to enter into agreements with the City of New York and/or one or more City agencies or instrumentalities, or not-for-profit, community-based or private entities or persons, to do anything suitable for the accomplishment of any of the Corporation's objectives and purposes; and

(b) to solicit, raise, accept, hold and administer funds exclusively for its purposes and objectives as expressed herein, including the holding and administering of funds that have been received in connection with the transfers of development rights, a portion of which is to be set aside for periodic inspections and the preparation of maintenance reports in connection with theater preservation, all in accordance with the Zoning Resolution; provided, however, that the Corporation is not empowered to attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, and that revenues received by the Corporation generated by the transfer of development rights and any interest accumulated thereon shall not be used for the physical repair and preservation of theaters.

SIXTH. Notwithstanding any other provision of this Certificate:

(a) the Corporation is organized exclusively for charitable purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws ("Section 501(c)(3)"), and shall not carry on any activities not permitted

to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3); and

(b) the Corporation shall conduct no activities for pecuniary profit or financial gain except as may be permitted by the Not-for-Profit Corporation Law and/or any amendment, modification, supplement or replacement thereof.

SEVENTH. The office of the Corporation is to be located in the County of New York in the State of New York.

EIGHTH. Pursuant to the requirements of Section 1411(e) of the Not-for-Profit Corporation Law and Section 501(c)(3):

(a) all income and earnings of the Corporation shall be used exclusively for its corporate purposes or, if and to the extent not so used, shall accrue and be paid to the New York Job Development Authority;

(b) no part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended; and

(c) if the Corporation accepts a mortgage loan or loans from New York Job Development Authority, it shall be dissolved in accordance with the provisions of section 1411(g) of the Not-for-Profit Corporation Law and/or any amendment, modification, supplement or replacement thereof, upon repayment or other discharge in full by the Corporation of all such loans.

NINTH. Upon the dissolution of the Corporation, no member or private person, corporate or individual, or other

private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all its debts and liabilities of whatsoever kind and nature (including the payment of loans and contributions, the repayment of which has been authorized herein), shall be distributed to the City of New York for the furtherance of the purposes now or hereafter set forth in section 1411(a) of the Not-for-Profit Corporation Law, but in no event for the furtherance of purposes other than those set forth in Section 501(c)(3), subject to an order of the Supreme Court of the State of New York.

TENTH. The Secretary of State of the State of New York is designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State as agent of the Corporation is c/o New York City Corporation Counsel, 100 Church Street, New York, New York 10007.

ELEVENTH. There shall be seven directors of the Corporation, who shall constitute the entire Board. They shall be the Mayor of the City of New York, two (2) persons appointed by such Mayor from the performing arts, theatrical or related industries, the Director of the Department of City Planning of the City of New York, the Speaker of the City Council of the City of New York and his or her designee, and the Manhattan Borough President. The initial directors of the Corporation, each of whom is of age, are as follows:

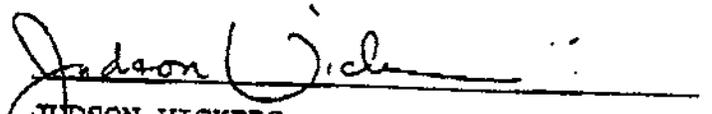
<u>Name</u>	<u>Address</u>
Christopher Collins	250 Broadway New York, New York 10007
David Karnovsky	22 Reade Street New York, New York 10007
Barbara Rosen	22 Reade Street New York, New York 10007

Such initial directors shall serve until the directors of the Corporation are appointed in accordance with paragraph TWELFTH.

TWELFTH. The initial directors shall appoint the seven directors of the Corporation in accordance with paragraph ELEVENTH above at the organization meeting and shall immediately thereafter resign. The seven directors of the Corporation shall be appointed prior to the adoption of the Corporation's by-laws.

THIRTEENTH. The Corporation's activities will be conducted principally within the City of New York.

IN WITNESS WHEREOF, this certificate has been signed by the incorporator this 22nd day of August, 2000.

  
 JUDSON VICKERS  
 c/o The New York City Law Department,  
 Office of the Corporation Counsel  
 100 Church Street, Room 6-237  
 New York, New York 10007

**EXHIBIT E-2**

CITY OF NEW YORK LAW DEPT.  
EXPENSE IN RE EMPLOYEES, WITNESSES ETC.  
NEW YORK OFFICE  
NEW YORK, NY

91764

DATE 07/31/00 1-2 11 210

PAY TO THE ORDER OF Dept. of State \$ 75.00

PAY EXACTLY 7500 CTS

DOLLARS

**CHASE** The Chase Manhattan Bank  
214 Broadway at Fulton Street  
New York, NY 10038

VOID AFTER 90 DAYS

FOR Troop Theater Subdistrict Council

*[Signature]*

⑈091764⑈ ⑆021000021⑆0221015035⑈

CITY OF NEW YORK LAW DEPT.  
EXPENSE IN RE EMPLOYEES, WITNESSES ETC.  
NEW YORK OFFICE  
NEW YORK, NY

91765

DATE 07/31/00 1-2 11 210

PAY TO THE ORDER OF Dept. of State \$ 25.00

PAY EXACTLY 2500 CTS

DOLLARS

**CHASE** The Chase Manhattan Bank  
214 Broadway at Fulton Street  
New York, NY 10038

VOID AFTER 90 DAYS

FOR Troop Theater Subdiv. Council

*[Signature]*

⑈091765⑈ ⑆021000021⑆0221015035⑈

CITY OF NEW YORK LAW DEPT.  
EXPENSE IN RE EMPLOYEES, WITNESSES ETC.  
NEW YORK OFFICE  
NEW YORK, NY

91766

DATE 07/31/00 1-2 11 210

PAY TO THE ORDER OF Dept. of State \$ 10.00

PAY EXACTLY 1000 CTS

DOLLARS

**CHASE** The Chase Manhattan Bank  
214 Broadway at Fulton Street  
New York, NY 10038

VOID AFTER 90 DAYS

FOR Troop of Theater Subdiv. Council

*[Signature]*

⑈091766⑈ ⑆021000021⑆0221015035⑈

**EXHIBIT F**

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
Theater Subdistrict Council Local Development  
Corporation

Under Section 803 of the Not-for-Profit Corporation Law

Filed by: David Karnovsky  
22 Reade Street, 2N  
New York, NY 10007

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
41 State Street  
Albany, NY 12231  
[www.dos.state.ny.us](http://www.dos.state.ny.us)

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
Theater Subdistrict Council Local Development  
Corporation**

Under Section 803 of the Not-for-Profit Corporation Law

**FIRST:** The name of the corporation is: Theater Subdistrict Council Local Development Corporation.

**SECOND:** The date of filing of the certificate of incorporation with the Department of State is: August 23, 2000.

**THIRD:** The law the corporation was formed under is: NY Not-for-Profit Corporation Law.

**FOURTH:** The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type C corporation.

**FIFTH:** The amendment effected by this certificate of amendment is as follows: Paragraph ELEVENTH of the Certificate of Incorporation relating to the number of directors of the corporation, and the number of directors who shall be appointed by the mayor is hereby amended to read in its entirety as follows:

ELEVENTH. There shall be eight directors of the Corporation, who shall constitute the entire board. They shall be the Mayor of the City of New York, three (3) persons appointed by such Mayor from the performing arts, theatrical or related industries, the Director of the Department of City Planning of the City of New York, the Speaker of the City Council of the City of New York and his or her designee, and the Manhattan Borough President. The initial directors of the Corporation, each of whom is of age, are as follows:

<u>Name</u>	<u>Address</u>
Christopher Collins	250 Broadway New York, New York 10007
David Karnovsky	22 Reade Street New York, New York 10007



FILING RECEIPT

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ENTITY NAME: THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROCESS PROVISIONS

COUNTY: NEWY

=====

FILED: 07/19/2007 DURATION: \*\*\*\*\* CASH#: 070719000598 FILM #: 070719000532

FILER:

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DAVID KARNOVSKY  
22 READE STREET 2N

NEW YORK, NY 10007

ADDRESS FOR PROCESS:

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C/O NEW YORK CITY CORPORATION COUNSEL  
100 CHURCH STREET  
NEW YORK, NY 10007

REGISTERED AGENT:

=====

SERVICE COMPANY: \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00

FEEs                    55.00  
-----  
FILING                   30.00  
TAX                       0.00  
CERT                     0.00  
COPIES                   0.00  
HANDLING                25.00

PAYMENTS               55.00  
-----  
CASH                     0.00  
CHECK                    55.00  
CHARGE                   0.00  
DRAWDOWN                0.00  
OPAL                     0.00  
REFUND                   0.00

**EXHIBIT G**

**BY-LAWS**  
**OF**  
**THEATER SUBDISTRICT COUNCIL**  
**LOCAL DEVELOPMENT CORPORATION**

BY-LAWS  
of  
THEATER SUBDISTRICT COUNCIL  
LOCAL DEVELOPMENT CORPORATION

ARTICLE I  
Membership

Section 1.1. Membership Sections. The Members of the Corporation shall be divided into five classes or Membership Sections for the purposes set forth in these By-Laws, as follows:

(a) one class or Membership Section shall consist of the Mayor of the City of New York (the "Mayoral Membership Section");

(b) one class or Membership Section shall consist of the Speaker of the City Council of the City of New York (the "Speaker Membership Section");

(c) one class or Membership Section shall consist of the Manhattan Borough President (the "Manhattan Borough President Membership Section"); and

(d) one class or Membership Section shall consist of the Director of the Department of City Planning of the City of New York (the "DCP Membership Section"); and

(e) one class or Membership Section shall consist of the Appointed Members (the "Appointed Membership Section").

Section 1.2. Appointment of Members. The Corporation shall have eight (8) Members who shall consist of the following: the Mayor of the City of New York; three (3) persons appointed by the Mayoral Membership Section from the performing arts, theatrical or related industries; the Speaker of the City Council of the City of New York; one (1) person appointed by the Speaker Membership Section; the Manhattan Borough President; and the Director of the

Department of City Planning of the City of New York. The Mayor of the City of New York, the Speaker of the City Council of the City of New York, the Manhattan Borough President, and the Director of the Department of City Planning of the City of New York shall be the Ex Officio Members. The persons appointed by the Mayoral Membership Section and the Speaker Membership Section shall be the Appointed Members.

Section 1.3. Termination of Membership.

(a) The Membership of each Ex Officio Member shall terminate upon his or her ceasing to hold the City office by virtue of which he or she is a Member.

(b) (1) The Membership of each Appointed Member shall terminate upon his or her resignation, removal, death or incapacitation.

(2) Any Appointed Member may resign at any time by delivering a resignation in writing to each Member by hand or by first class mail, postage prepaid, at such Member's address as it appears in the records of the Corporation. Such resignation shall take effect upon receipt of all such resignations or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(3) Appointed Members may be removed with or without cause by the Membership Section that appointed such Member.

Section 1.4. Succession of Membership.

(a) Upon the termination of an Ex Officio Member's Membership, such Member's successor in the City office by virtue of which he or she is a Member shall become a Member upon taking such City office.

(b) Upon the termination of an Appointed Member's Membership, such Member's successor shall be appointed in

accordance with these By-Laws by the Membership Section that appointed such Member. Such Member's successor shall become an Appointed Member upon such appointment.

## ARTICLE II

### Meetings of Members

Section 2.1. Annual Meeting. The Annual Meeting of the Members for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at such place within the City of New York as the Chairperson of the Board of Directors (the "Chairperson") shall prescribe on the first Wednesday in the month of June at 10:00 A.M., or at such other time as the Chairperson may prescribe.

Section 2.2. Special Meetings. A special meeting of the Members, other than those regulated by statute, shall be called by the Chairperson at the request in writing of at least one-third of the Members, by the Chairperson, or as otherwise provided by statute. Any such request shall state the general nature of the business to be transacted at the meeting.

Section 2.3. Notice of Meetings. Written notice of each meeting of the Members shall be given by first class mail, e-mail, facsimile transmission or delivery in person, and shall be mailed, transmitted or delivered (as the case may be) not less than ten (10) days nor more than forty-five (45) days before such meeting. Such notice shall be directed to each Member at the Member's address, e-mail address or facsimile number (as the case may be) as it appears in the records of the Corporation; provided, however, that such notice may be waived by any Member by signing a written waiver of notice before or after the meeting or by attending the meeting, in person or by proxy,

without protesting lack of notice prior to or at the commencement of the meeting. The notice shall set forth the place, day and hour of the meeting. In the case of a special meeting, the notice shall further state the general nature of the business to be transacted at the meeting and at whose direction the meeting is being called. Meetings of the Members may also be held at any place and time without notice by unanimous written consent of all Members.

Section 2.4. Procedure. The Members present at a meeting of Members, either in person or by proxy, shall select one of their number to preside thereat. The order of business and all other matters of procedure at such meeting shall be determined by such person.

Section 2.5. Quorum. At all meetings of the Members a quorum shall be required for the transaction of business. A quorum shall consist of the presence in person or by proxy of a majority of the Members entitled to vote. If a quorum is not present, the Member or Members present may adjourn the meeting from time to time to such time and place as he, she or they, as the case may be, may determine without notice, other than announcement at the meeting, until a quorum shall be present.

Section 2.6. Vote Required. Each Member shall be entitled to one vote on each matter submitted to a vote of Members. All questions, except those for which the manner of deciding is specifically prescribed by law or these By-laws, shall be determined by vote of a majority of the Members present in person or by proxy at any meeting at which a quorum is present. The vote upon any question before a meeting shall be by ballot upon demand of a Member, but otherwise any such vote need not be by ballot.

Section 2.7. Proxies. A Member may vote either in person or by proxy appointed by an instrument in writing delivered to the Secretary of the meeting. No proxy shall be valid after the expiration of 11 months from the date of its execution unless the Member shall have specified a different duration therein. Every proxy shall be revocable at the pleasure of the person executing it.

Section 2.8. Action by Membership Sections. Any action required or permitted to be taken by a Membership Section may be taken either viva voce by the Member of such Membership Section or his or her proxy at a meeting of Members, or by a writing signed by the Member of such Membership Section setting forth the action so taken. A signed written statement of action shall be filed with Secretary.

### ARTICLE III

#### Directors

Section 3.1. Powers. The management of the affairs of the Corporation shall be vested in the Board of Directors which shall have the general power to control and manage the affairs and the property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board of Directors shall have the power to adopt rules and regulations governing its actions.

Section 3.2. Number and Appointment of Directors. The number of Directors shall be eight (8), each of whom shall have the right to vote on all matters on which Directors are entitled to vote by law or these By-Laws. Such Directors shall be elected each year at the Annual Meeting of the Members, as follows:

(a) Ex Officio Directors. The Member in each Membership Section that includes an Ex Officio Member, voting as a class, shall elect himself or herself as an Ex Officio Director.

(b) Appointed Directors. Each Member in the Appointed Membership Section shall elect himself or herself as an Appointed Director.

Section 3.3. Alternate Directors. At each Annual Meeting of Members or pursuant to any other authorized manner of taking action, each Membership Section that includes an Ex Officio Member may elect an Alternate Director for each Ex Officio Director elected by such Membership Section. In the absence of a Director from a meeting of the Board of Directors, his or her Alternate Director may, upon written notice to the Secretary, attend such meeting and exercise therein the rights, powers and privileges of the absent Director. Hereafter, unless otherwise specified, the term "Director" as used in these by-laws and in resolutions of the Corporation shall be deemed to include "Alternate Director."

Section 3.4. Terms of Office.

(a) Ex-Officio Directors. Each Ex-Officio Director shall serve until the next Annual Meeting of Members following his or her election. His or her term shall terminate upon his or her ceasing to hold the City office by virtue of which he or she is an Ex Officio Director.

(b) Appointed Directors. Each Appointed Director shall serve until the next Annual Meeting of Members following his or her election. His or her term shall terminate upon (1) the election of his or her successor or (2) his or her earlier death, resignation or removal.

(c) Alternate Directors. Each Alternate Director shall serve until the next Annual Meeting of Members following

his or her election. His or her term shall terminate upon (1) the election of his or her successor, (2) an earlier termination of the term of the Ex-Officio Director for which he or she is an alternate or (3) his or her earlier death, resignation or removal.

Section 3.5. Vacancies. Any vacancy among the Appointed Directors shall be filled by the appropriate Membership Section as soon as practicable. Any vacancy among the Alternate Directors, if any, may be filled by the appropriate Membership Section at any time.

Section 3.6. Resignation. Any Appointed Director or Alternate Director may resign at any time by delivering a resignation in writing to each Director by hand or by first class mail, postage prepaid, at such Director's address as it appears in the records of the Corporation. Such resignation shall take effect upon receipt of all such resignations or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7. Removal. Appointed Directors and Alternate Directors, if any, may be removed with or without cause by the Membership Section electing such Appointed Director or Alternate Director.

Section 3.8. Chairperson. The Chairperson shall be the Mayor or his or her alternate. The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson from any meeting, the Directors present at the meeting shall select one of their number to preside thereat. The Chairperson shall have such other duties as are properly required by the Board of Directors..

Section 3.9. Committees. The Board of Directors may by resolution:

(a) provide for one or more committees, which, to the extent provided in the resolution or resolutions establishing them, shall have and may exercise such powers as may be lawfully delegated by the Board of Directors; and

(b) designate Directors to serve as members and the chairperson of any such committee.

Section 3.10. Provisions Applicable to Committees. Each committee shall keep records of its proceedings and report the same from time to time to the Board of Directors. No committee shall have authority with respect to the following matters:

(a) the filling of vacancies in any committee;

(b) the amendment or repeal of these By-Laws or the adoption of new by-laws;

(c) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable; or

(d) the purchase, sale, mortgage or lease of real property.

Section 3.11. Compensation. Directors shall serve without compensation.

#### ARTICLE IV

##### Meetings of Directors and Committees

Section 4.1. Annual Meeting. The annual meeting of the Directors for the transaction of such business as may come before the meeting, shall be held at such place within the City of New York as the Chairperson shall prescribe on the

first Wednesday in the month of June at 10:00 A.M., or at such other date and time as the Chairperson may prescribe.

Section 4.2. Other Meetings. Regular and special meetings of the Board of Directors, other than those regulated by statute, shall be held at such times and at such places in the City of New York or elsewhere as the Board of Directors or the Chairperson may determine. A special meeting shall be called by the Chairperson or by, or pursuant to procedures adopted by, the Board of Directors.

Section 4.3. Notice of Meetings. Written notice of each meeting of the Board of Directors shall be given by first class mail, e-mail, facsimile transmission or delivery in person and shall be mailed, transmitted or delivered (as the case may be) not less than ten (10) days nor more than forty-five (45) days before such meeting. Such notice shall be directed to each Director at the Director's address, e-mail address or facsimile number (as the case may be) as it appears in the records of the Corporation; provided, however, that such notice may be waived by any Director by signing a written waiver of notice before or after the meeting or by attending the meeting without protesting lack of notice prior to or at the commencement of the meeting. The notice shall set forth the place, day and hour of the meeting. In the case of a special meeting, the notice shall further state the general nature of the business to be transacted at the meeting and at whose direction the meeting is being called. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous written consent of all the Directors.

Section 4.4. Procedure. The order of business and all other matters of procedure at every meeting of Directors or any committee may be determined by the person presiding at the meeting.

Section 4.5. Quorum. At all meetings of the Board of Directors, a quorum shall be required for the transaction of business and shall consist of a majority of the Directors. A quorum for the transaction of any business by a committee shall consist of a majority of the members of such committee. If a quorum is not present, the Directors or committee members present may adjourn the meeting from time to time to such time and place as they may determine, without notice other than announcement at the meeting, until a quorum is present.

Section 4.6. Vote Required. All questions, except those for which the manner of deciding is specifically prescribed by law, shall be determined by vote of a majority of the Directors or committee members present at any meeting at which a quorum is present. Notwithstanding the foregoing, the Corporation shall not purchase real property, or sell, mortgage or lease real property unless authorized by the vote of at least two-thirds of the entire Board of Directors.

Section 4.7. Public Notice and Public Attendance at Meetings. Meetings required or permitted by these By-Laws will be open to the general public to the same extent as required of a "public body" under Article 7 of the New York State Public Officers Law (the "Open Meetings Law"). Public notice of the time and place of such meetings will be pursuant to the Open Meetings Law, and will be posted in one or more designated public locations at the Department of City Planning, 22 Reade Street, New York, NY, and be

provided to Manhattan Community Boards 4 and 5 at least seventy-two (72) hours before such meeting. Such public notice shall include the agenda for the meeting, to the extent known at the time of publication.

Section 4.8. Minutes of Meetings. For all meetings required or permitted by these By-Laws, minutes thereof will be prepared and made available in accordance with the Open Meetings Law.

Section 4.9. Public Testimony. The Board of Directors may request public testimony at any of its meetings by so specifying in the notice of any such meeting provided pursuant to Section 4.7.

## ARTICLE V

### Officers

Section 5.1. Appointment. The Board of Directors may elect or appoint a Vice Chair, a secretary and a treasurer, and such other Officers as it may determine. Any two or more offices may be held by the same person, except that (i) no board member may hold the offices of chief executive officer and secretary, and (ii) no board member may also serve as the chief executive officer, executive director, chief fiscal officer, comptroller, or any other equivalent position.

Section 5.2. Term of Office.

(a) Unless and until the term of an Officer is earlier terminated as provided herein, Officers shall serve for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

(b) The term of each Officer shall terminate upon the resignation or removal of such Officer, as provided herein, or the death or incapacitation of such Officer.

(c) Any Officer may resign at any time by delivering a resignation in writing to the Chairperson by hand or by first class mail at his or her address as it appears in the records of the Board. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(d) An Officer may be removed with or without cause at any time by the Board of Directors.

Section 5.3. Authority and Duties. All Officers shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors.

Section 5.4. Compensation. The Corporation may reimburse its Officers and employees for expenses incurred in the performance of their duties and may pay its Officers and employees compensation commensurate with their services. The amount of compensation paid to each Officer shall be fixed by action of the Board of Directors.

Section 5.5. Bonds. The Board of Directors may require any Officer, agent or employee of the Corporation to give a bond to the Corporation for the faithful performance of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors. The expense of such bond shall be borne by the Corporation.

Section 5.6. Vacancies. Officer vacancies shall be filled as soon as practicable by the Board of Directors.

Section 5.7. Execution of Contracts and Other Agreements. All authorized contracts and other agreements may be executed in the name of the Corporation by the Chairperson, the Treasurer, the Chief Executive Officer or any such other officer or officers as the Board of Directors may from time to time designate for that purpose.

**ARTICLE VI**  
**Miscellaneous**

Section 6.1. The Board of Directors shall adopt a policy governing conflicts of interest and any other policies required by law.

Section 6.2. Fiscal Year. The fiscal year of the Corporation shall end on May 31, unless otherwise provided by the Board of Directors.

Section 6.3. Corporate Seal. The seal of the Corporation shall be circular in form with the words "Theater Subdistrict Council Local Development Corporation" in the outer circle and the words "Corporate Seal" in the inner circle. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

Section 6.4. Office. The office of the Corporation shall be located at c/o Office of the Counsel, Department of City Planning, 22 Reade Street, New York, New York, 10007.

Section 6.5. Amendments. These By-Laws may be added to, amended, altered or repealed (subject to the voting requirements set forth herein) at any meeting of the Board

of Directors, notice of which shall have referred to the proposed action.