

THEATER SUBDISTRICT COUNCIL LOCAL DEVELOPMENT CORPORATION
MINUTES OF THE MEETING OF THE MEMBER AND DIRECTORS

This meeting of the Members and Directors of the Theater Subdistrict Council Local Development Corporation (“Corporation”) was held at 2:00 p.m. on November 9, 2021 on a remote Zoom meeting. The following Directors were present:

Director of the Department of City Planning, Anita Laremont
David Henry Hwang, Mayor’s Appointee
Paige Price, Speaker’s Designee
Vanessa Diaz-Lopez, Alternate for Manhattan Borough President Gale Brewer
Robert Welch, Alternative for City Council Speaker Corey Johnson

The following officers were present:
David Parish, Chief Financial Officer
Dominick Answini, Chief Contracting Officer

As well as:
Barbara Janowitz, TSC Program Administrator
Helene Blieberg, Assistant Commissioner, Department of Cultural Affairs

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

A quorum of Members was present. Officer Answini summarized the goals of the TSC and then called the meeting of the members to order. The Members reelected themselves as Directors and the meeting of Directors began. A quorum was present. The Directors approved the minutes of the 2020 meeting. Officer Parish began a discussion of the budget, specifically he discussed the 2023 budget for adoption and noted that both income and spending were lower than in previous years and that there were no immediate potential sources for an upcoming contribution into the Fund and that projected fund balance for fiscal year 2026 would be \$92k, minus the required reserve. Officer Parish then made a motion for the directors to adopt the proposed budget for 2023 and they did.

Officer Answini then directed the attendees to the Annual Report and asked the Directors to approve a motion to adopt the Report, which the directors did.

Then Ms. Janowitz spoke of grantmaking, noting that the grant period for the most recent round of grants (Round 6) ended nearly two and a half years ago. Prior to the pandemic, eight of the eleven grantees had continued these programs with funding from other sources. Six of the groups continued to run these programs through the first months of the pandemic but most had to eventually curtail them until they were able to return to their buildings. Six of the eleven TSC-funded programs have now been relaunched with a seventh planning to reopen. Four were discontinued but could reopen with additional funding. She noted that Round VI helped to train hundreds of theater professionals and these alumni are working in New York and around the country and that TSC grant money helped with their careers. Some programs funded in earlier TSC grant rounds are still going strong including Atlantic Theatre's Staging Success, the Pregones/PRTT merger, Public Works at the Public Theater and Signature Theater's Residency Five.

Officer Answini called for election of officers and all of the officers were reelected, including

Gonzalo Casals as CEO, Anita Laremont as Treasurer, Gale Brewer as Secretary, David Parish as Chief Financial Officer and Dominick Answini as Chief Contracting Officer.

The meeting of the Directors was adjourned, and the Audit Committee Meeting commenced. Officer Parish discussed the audited financial statements for fiscal year 2021. He noted that the auditor found no issues but noted that the TSC had no business liability insurance or director and officer coverage, and the recommendation from the auditor was that we get coverage or prove that coverage exists. Officer Parish said that TCS staff and officers would investigate that. There were no questions on the audit and the audit was adopted.

The Assessment of Internal Controls was also approved by the Audit Committee. Officer Answini made a motion to adjourn the Meeting of the Audit Committee and move to the meeting of the Governance Committee and that was approved by the Audit Committee.

The Governance Committee portion of the meeting was then commenced. Officer Answini noted that the Public Authorities Accountability Act requires that Board members conduct an annual evaluation of the organization and that this survey had been transmitted to Board members prior and the summary of the results would be submitted to the NYS Authorities Budget Office. Officer Answini explained, however, that the evaluations were supposed to be anonymous, a task made more difficult where there is no in-person meeting. Officer Answini explained that he would need to figure out a way to collect the survey in an anonymous fashion and would get back to the Directors.

Afterwards, Officer Answini made a motion to adjourn the Meeting of the Governance Committee and return to the Meeting of Directors and that was approved by the Committee.

A motion to adjourn the Meeting of the Governance Committee and that was approved and the Directors meeting recommenced.

In the Meeting of Directors, Officer Answini made a motion that the Procurement Policy and Investment Guidelines, both of which were placed in the materials for the meeting, needed to be reviewed and voted on by the Directors. They were reviewed and were subsequently adopted by the Directors.

Then the general session commenced. Ms. Price asked about a potential transferable developments rights transfer in the subdistrict (which would raise funds for the Theater Subdistrict Fund (TSF)). Mr. Answini noted that there might be a potential project where a theater would be transferring TDRs to another site, although he said that it was not yet an active project. Director Laremont noted that it would be a transfer from the Ambassador theater of about 80,000 square feet of TDRs which would be significant but the per square foot amount that would be contributed to the TSF from the transfer would need to be increased (as per the requirements of the zoning). The fee per square foot would be expected to be higher than the current amount. She thought that The Shubert Organization (applicant for the Ambassador theater) would provide pushback, but the price had not been raised for a long time, and as it is based on assessed value which has risen over the last decade, the per square foot amount would likely go up. She believed that the project would not be approved for a year at the earliest. Officer Answini noted that the current amount was \$17 and had not been increased in a decade. The Director and Officers then spoke of the 2016 failed attempt to increase the amount.

Ms. Janowitz asked if there were other opportunities to increase the Fund assets, but Director Laremont was not sure. She said that it would depend on whether there were realistic landing sites.

Officer Answini suggested that we talk about what to do with the remaining assets. Officer Parish noted that there was about \$120,000 left minus the required reserve. Ms. Price suggested that there were not

enough resources to do anything. Mr. Huang asked if we spend the \$120,000 but can't replenish would it jeopardize the TSC. Chair Laremont said no, the TSC would still exist and suggested that we wait until the TSF receives new funds. She also noted that it might be too soon to know at this point what help the TSC could offer post-Covid. Mr. Huang felt that there were needs during the pandemic while the TSC had so little to offer, but perhaps the TSC could focus on issues of equity going forward, which seem even more pertinent now coming out of the pandemic, especially because the TSC has helped promote equity in this industry in the past. Ms. Price said that the 2022-23 season showed how the Covid-relief money could help companies and maybe give us a better sense of what is needed where. She suggested micro grants but that might be beyond the purview of what the TSC can do as per zoning and bylaws. Officer Answini suggested that the new project could bring in \$2 million and could significantly change the TSC which would be more than most rounds of grant making according to Ms. Janowitz.

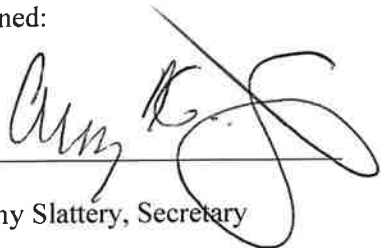
Chair Laremont said that we should wait and see if the new application works and how we could craft a solicitation based on the needs versus the funds and that next year we would be in the better position to determine things.

Mr. Welch asked how the TSC could get a better sense of the state of the industry and mentioned surveys. Chair Laremont said that generally we relied on the advice of the TSC and Ms. Janowitz and the TSC could understand the state of the industry from reading and observing. Mr. Welch said he wanted to make sure that those working in the industry had a voice and were heard. Ms. Blieberg believed that there would be plenty of data which would be available to look at from surveys done by foundations but that it would be wise to wait to be in a better position to make grants that could serve the field.

Office Answini asked when the TSC should meet again and noted that the next meet should be post-audit. It was determined to wait until next year, but members should be informed as to the status of the new application if it occurs.

Officer Answini then moved to adjourn and it was approved.

Signed:



Amy Slattery, Secretary

On:

12 / 01 / 2022

Date