

MANHATTAN PLAZA MANAGEMENT POLICY ADVISORY COMMITTEE

Policy Statement

By agreement with Manhattan Plaza Associates, Limited Partnership (hereinafter called MPA), on October 14, 1976, the Manhattan Plaza Management Policy Advisory Committee was formed for the purposes of working with Manhattan Plaza Associates as follows:

1. To establish guidelines for selection of tenants for the development within the priorities for members of the performing arts industry recommended by the Settlement Housing Fund in its Affirmative Marketing Study Report for Manhattan Plaza, and to implement such guidelines during the initial renting of the development and on subsequent apartment turnovers during the life of the development, and to report to the Housing Preservation & Development any disagreement with Manhattan Plaza Associates relating to the establishment and implementation of such guidelines.
2. To establish policies and programs for community activities relating to the community areas of the development.
3. To recommend management policies relating to the needs of tenants.

To aid in fulfilling such purposes, MPA, at its cost and expense, will make the following available to the Committee:

1. Space (on a non-exclusive basis) in the Manhattan Plaza renting and management office for meetings, etc.
2. Stationery and office supplies; and office equipment, telephone, secretarial and clerical help (on a non-exclusive basis).

The forgoing services and facilities shall be made available on a reasonable basis, and any disagreement concerning such services and facilities shall be resolved by the Department of Housing Preservation & Development.

Further, MPA agrees to and hereby does indemnify and save harmless each organization and representatives designated by the organization to serve on the Committee, from and against any liability that may be asserted against the organization or its representatives by reason of any actions taken by the Committee within its purposes or participation in the affairs of the Committee, except for the voluntary incurrence by the organization or its representatives or the Committee of any expenditure of sums. The organization will promptly notify MPA of the assertion of any such liability and MPA will be entitled to

and will defend, at its own cost and expense any action brought against the organization or such representatives asserting such liability.

BY-LAWS

1. There shall be a Chair; a first Vice-Chair; and a second Vice-Chair.
2. The above shall be elected by a majority of Committee votes (present and voting) at a meeting called for that purpose and shall serve two years. Should there be more than two nominees for any one position, then a run-off vote will be taken between the two highest votes until a majority is achieved.
3. The election shall take place at a meeting held in the month of June of every second year. The notice of election shall be mailed to Committee members two weeks prior to the meeting. The election shall be the first item of business and nominations from the floor will be entertained. If the election cannot be effected, then a mail referendum shall be conducted.
4. The Chair shall preside at meetings of the Policy Committee. In the absence of the Chair, the first Vice-Chair shall preside; in the absence of both, the second Vice-Chair shall preside.
5. Meetings shall be conducted according to Roberts Rules of Order and a copy shall be available at every meeting.
6. The committee is constituted from the following organizations, each representing the indicated number of votes collectively for the organization. The votes total 15. A quorum is constituted at 7 votes, regardless of the number of representatives present from each organization.

Actors Equity Association	2
American Federation of Musicians, Local 802	2
American Guild of Musical Artists	2
American Guild of Variety Artists	2
Community Board #4	2
Motion Picture Screen Cartoonists, Local 841	1
Society of Stage Directors & Choreographers	1
Screen Actors Guild/American Federation of Television & Radio Artists	2
Manhattan Plaza Associates	<u>1</u>
	15

In order to preserve the integrity of the Committee, proxy votes will not be accepted.

7. Because of the unique nature of the performers' work commitments which might take precedence over Committee meetings, each member organization may appoint more representatives to the committee than the number of votes allocated to it so that informed representatives are always available to carry on Committee business.
8. A Committee secretary furnished by Manhattan Plaza Associates shall take complete Minutes of each meeting and shall prepare them for approval of the presiding officer who shall distribute them to Policy Committee members prior to the next meeting. A record of attendance shall be taken.
9. Meetings shall be called by the Chair when there is a matter or matters to bring before the Committee. There shall be no less than one meeting in any calendar year. The Chair shall prepare the agenda for the meeting and said agenda shall be included with the meeting notice and sent to Committee members by mail at least one week prior to the meeting date. Additional meetings can be called by the Chair or by written request to the Chair which request is signed by representatives of three organizations.
10. If an organization is not able to be represented at a Policy Committee meeting, it shall be the responsibility of that organization to so notify the Chair in advance. This will constitute an excused absence. If an organization has three successive excused or two unexcused absences, the Chair may convene a sub-committee to investigate the question of the on-going interest of the organization in the Manhattan Plaza project and based upon its conclusion make recommendations to the Policy Committee for the organization's replacement on the Committee.
11. In the pursuit of its designated responsibilities, the Committee will have certain dealings with Aquarius Management Corp. or its successors who are responsible for the day-to-day management of the Manhattan Plaza project. The Committee may call upon the Manager for information and aid and abettance and the Manager will be obligated to provide requested assistance and information. Tenant organizations, which have been or may be formed, will likewise be requested to report to the Committee through the Manager, any actions taken which will affect the carrying out of the Committee's duties and responsibilities. The tenant organizations will be so informed of this responsibility by the Manager and it shall be the Manager's responsibility to report such actions at the Committee meeting following the tenant organization's action.
12. A standing sub-committee is established to monitor applications on apartment turnovers and change of status of primary tenants. The monitoring sub-committee shall be convened by the Manager (or its successors) when any application must be reviewed for selection of tenants.

13. These By-Laws may be amended by a two-thirds vote of Committee votes (present and voting) at a Committee meeting called for such purpose. The suggested amendment(s) shall be sent to each Committee member with the notice of the Committee meeting.

Amended 6/15/15