

MINUTES OF THE SEMI-ANNUAL MEETING OF THE BOARD OF TRUSTEES

OF

HALE CENTRE THEATRE, A UTAH NON-PROFIT CORPORATION

(April 26, 2011)

Following a catered lunch, the Semi-Annual Meeting of the Board of Trustees (the "Board") of Hale Centre Theatre (the "Theatre") was held on April 26, 2011, beginning at 11:30 a.m. at the Theatre's headquarters located at 3333 South Decker Lack Drive, West Valley City, Utah 84119.

It was confirmed that a quorum of the Board was present. Rob Brough, Chairman of the Board, welcomed those in attendance and called the meeting to order.

Upon motion duly made and seconded, Matthew B. Tenney was unanimously elected as secretary of the meeting.

Upon motion duly made and seconded, the minutes of the October 27, 2010 Annual Meeting of the Board of Trustees were unanimously approved.

Mr. Brough presented the names and resumes of Lyle Beecher, Aaron Call, Rob Corcoran, Lew Cramer, Earl Hurst, Al Manbeian, Jeff Moss, and Joel Steadman, with a recommendation that each be elected as members of the Board, with the further recommendation that Mr. Beecher, Mr. Cramer, Mr. Hurst, Mr. Moss, and Mr. Steadman serve on the Development Committee of the Board, and that Mr. Call, Mr. Corcoran, and Mr. Manbeian serve on the Marketing & PR Committee of the Board. Upon motion duly made and seconded, each of the foregoing was unanimously elected as a member of the Board, to serve on the respective committees previously mentioned.

Mr. Brough conveyed the proposed removal of Constance Wall from the Board and her nomination to the Theatre's National Advisory Board, and the removal of both Mitch and June Morris from the Theatre's National Advisory Board, with a recommendation that such Board movement and removal be approved.

Upon motion duly made and seconded, the proposed Board of Trustees List was considered and unanimously approved as presented to the Board.

Mr. Brough then turned the time over to committee chairs to present their reports to the Board.

Marty Clark, on behalf of the Marketing Committee, reported that ticket sales were going very well. The Theatre is experiencing 99.8% capacity year-to-date and has reached its ticket sales goals of 88% sold tickets for the current year to date. Mr. Clark reported that at current

ticket sales rates the Theatre would achieve its third highest ticket sales year in its history, behind 2010 and 2009.

Brent Sloan reported on behalf of the Development Committee. Contributions and pledges of contributions to the Theatre are at 83% the goal for 2011 set by the Development Committee, with the majority of this accomplishment coming from corporate giving, the State of Utah, and the Zoo Arts & Parks contributions and pledges. During the current year to date, the Theatre has 100% staff giving and will soon be sending personal letters to all board members encouraging contributions. Mr. Sloan encouraged the Board members to continue to contribute to the Theatre in hope that the goal of 100% Board participation may be reached.

Mr. Sloan reported that to date the Theatre had 42 "Hale's Angels" year-to-date, defined as donors who contribute \$1,000 or more to the Theatre in a given year. Mr. Sloan encouraged the Board members to continue to work to find new Hale's Angels. Mr. Sloan also encouraged all Board members to work to identify at least one person that could be introduced to the theatre, invited to a VIP event, encouraged to contribute financially to the Theatre, or possibly to accept a position on the Board.

Mr. Sloan introduced the Theatre's development staff to the Board and encouraged the Board to contact any member of the staff with any and all development-related requests.

Steve Goalen, on behalf of the Budget, Finance & Legal Committee, reviewed highlights of the recently-completed audit of the Theatre's consolidated financial statements for the years ended December 31, 2010, 2009 and 2008. Mr. Goalen then reviewed the financial statements of the Theatre for the current year through March 31, along with projections for the entire fiscal year 2011.

Matthew Tenney provided an update to the Board on the legal issues surrounding the employee/independent contractor determinations of the Utah Department of Workforce Services.

Sally Dietlein, on behalf of the Artistic Committee, reported on the 2011 season progress and the upcoming 2012 season, which is expected to be a blockbuster season. For the 2012 season, the Theatre has secured the U.S. premiere production rights to Zorro the Musical.

Mark Dietlein, the President and CEO of the Theatre, then gave a report. Mr. Dietlein reported on current issues relating to the Theatre's lease agreement with West Valley City, which is set to end in 2016. Mr. Dietlein discussed the potential expansion of the Theatre and that extensive discussions regarding the Theatre's location have been ongoing with various municipalities, including West Valley City, Sandy City, South Jordan City and West Jordan City. Mr. Dietlein indicated that no plans have been formalized, the Theatre's management would keep the Board apprised of all significant developments and, if necessary, would convene a special meeting of the board to approve any formal proposed actions.

Mr. Brough concluded the meeting with remarks and a reminder of the Spring Board Party to be held Saturday, May 21, 2011. He also presented the meeting schedule for the Board and the various Board committees for the upcoming year. The Board meeting was adjourned at 1:00 p.m.

Matthew Tenney

Matthew Tenney, Secretary of the Meeting