

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF TRUSTEES

OF

HALE CENTRE THEATRE, A UTAH NON-PROFIT CORPORATION

September 24, 2008

The Annual Meeting of the Board of Trustees (the "Board") of Hale Centre Theatre (the "Theatre") was held on September 24, 2008, beginning at 4:10 p.m. at the Theatre's headquarters located at 3333 South Decker Lake Drive, West Valley City, Utah 84119.

Ron Smart, Chairman of the Board, welcomed those in attendance and called the meeting to order.

Mr. Smart confirmed that a quorum of the Board was present and excused those Board members who had called to say they could not attend.

Upon motion duly made and seconded, Kent H. Collins was elected as Secretary of the meeting, and the minutes for the March 19, 2008 Semi-Annual Meeting of the Board were unanimously approved.

Mr. Smart then turned some time over to Mark Dietlein, the Theatre President. Mr. Dietlein thanked Mr. Smart for the three years he has served as Chairman of the Board and discussed Theatre accomplishments during Ron's tenure. Those include, among others (1) the elimination of the operating deficit that the Theatre booked when it converted its accounting method to GAP after it became a public charity, (2) substantially increasing the number of Theatre season ticket holders, and (3) a 30% operating revenue increase.

Mr. Dietlein presented Mr. Smart with a statue of "Grandpa and Grandma Hale" as a reminder of his service as Chairman of the Board. Ron thanked several individuals and the Board generally for the services of its members during his tenure and for the honor of working so closely with the Theatre.

Mr. Dietlein made a motion that Ron Smart be moved from the Board to the National Advisory Board of Trustees, and that Rob Bough be elected Chairman of the Board for the coming year. After discussion and after a second of the motion, Mr. Bough was unanimously elected as Chairman of the Board, to serve a one-year term.

Mr. Brough then accepted the position to which he was elected and conducted the remainder of the meeting.

A motion was made that John Vandersock, an executive of U.S. Bank, be elected to the Board. Following a second to the motion, Mr. Vanderstock was unanimously elected to serve as a Board member for a one year term.

A motion was then made that each member of the Board of Trustees, as constituted, be re-elected to serve an addition one year term. After discussion and upon a second to that motion, the motion passed unanimously.

Mr. Brough then opened nominations for Theatre Executive positions. Upon motion duly made and seconded, the following were unanimously elected to serve in the positions indicated opposite their respective names for a one-year term:

Mark Dietlein	President & Chief Executive Officer
Sally Dietlein	Vice President
Brent Lange	Vice President & Chief Administrative Officer
Kent Collins	Secretary/Treasurer

Mr. Brough then introduced each of the following Board members who reported on the activities of their respective Committees:

Marketing, Public Relations Committee

- Marty Clark presented a revised Marketing Committee report, which reported that the Theatre has experienced for the past year:

- 98% of the seats have been filled.
- 88% of the seats have been sold.
- 19,000 season tickets were sold.
- 6,000 complimentary tickets were distributed.
- VIP nights have been strongly encouraged and used with great success.

Development Committee

- Ray Short reported that the Committee attained 104% of its goal for the year as of this date and expected to reach 106% by year end.

Budget, Finance & Legal Committee

- Craig Ainge reviewed the Theatre revised financial reports. He indicated that the Theatre's deficit has now been eliminated and it is operating with a surplus. The Theatre is performing very well so far in 2008. Mr. Ainge then presented a proposed 2009 budget that was discussed. After that discussion, and upon motion made and duly seconded, the proposed budget was approved

- Kent Collins reviewed for the Board the legal matters that have been handled by him since the last Board meeting and fielded questions regarding those matters.

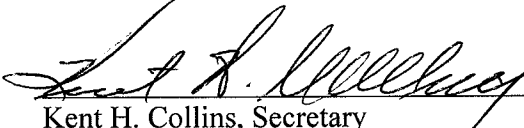
Artistic Committee

- Sally Dietlein discussed the upcoming show Into the Woods, and reported the scheduled show agenda for 2009. She gave a brief description of each show and its respective director.

CEO Report

- Mark Dieltlein reported that the new sound system in the main performance hall is working well and has made a big difference in the quality of the performances. The cost for that new system was paid for by West Valley City from the Theatre's lease maintenance reserve. Mark also reported that West Valley City is assisting with the new HVAC system for the Theatre. Mr. Dieltlein reported that the stage maintenance overhaul will begin after this year's run of Christmas Carol. The stage is over 10 years old and is due for maintenance. That work will take approximately three months and should last another ten years.

Upon motion made and duly seconded, the meeting was adjourned at 5:20 p.m. A musical piece from Into the Woods was performed for the Board, and after the meeting, the Board was taken on a tour of the new warehouse facility that was acquired by Playstuff Storage, LLC, a wholly-owned subsidiary of the Theatre.


Kent H. Collins, Secretary