

**APPLE INDUSTRIAL DEVELOPMENT CORP.**

**Unanimous Written Consent of the Governance Committee Without a Meeting**

The undersigned, being all of the members of the Governance Committee of the Board of Directors of Apple Industrial Development Corp., do hereby adopt the following resolution and authorize the actions contemplated therein by unanimous written consent of the members of the Governance Committee.

WHEREAS, the Public Authorities Accountability Act of 2005 as amended by the Public Authorities Reform Act of 2009 (together, the "PAAA") includes Apple Industrial Development Corp. ("Apple") in its definition of a local authority; and


WHEREAS, the PAAA requires the Governance Committee to perform a self-evaluation of the Board of Apple; and

WHEREAS, the Governance Committee has reviewed the questions attached hereto as Attachment A, which are similar to those recommended to be used in the self-evaluation by the New York State Authorities Budget Office and are the questions used last year by Apple's Board, and determined that they are appropriate for use by Apple's Board; and

WHEREAS, the Governance Committee wishes to use SurveyMonkey to conduct the self-evaluation survey;

NOW, THEREFORE, RESOLVED that the Governance Committee approves a self-evaluation of the Board of Apple using the questions attached hereto as Attachment A and using SurveyMonkey to conduct the survey.

Dated as of June 27, 2014

  
Alan Friedberg 7/7/14

\_\_\_\_\_  
James McSpirtt

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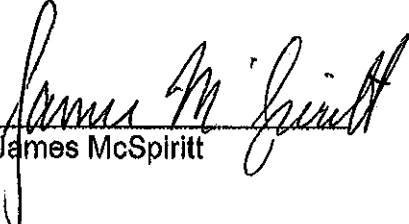
WHEREAS, the Governance Committee has reviewed the questions attached hereto as Attachment A, which are similar to those recommended to be used in the self-evaluation by the New York State Authorities Budget Office and are the questions used last year by Apple's Board, and determined that they are appropriate for use by Apple's Board; and

WHEREAS, the Governance Committee wishes to use SurveyMonkey to conduct the self-evaluation survey;

NOW, THEREFORE, RESOLVED that the Governance Committee approves a self-evaluation of the Board of Apple using the questions attached hereto as Attachment A and using SurveyMonkey to conduct the survey.

Dated as of June 27, 2014

\_\_\_\_\_  
Alan Friedberg

  
James McSpirtt

Attachment A

Apple Board Self-Review

Exit this survey

**\*1. Board members have a shared understanding of the mission and purpose of Apple.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*2. The policies, practices and decisions of the Board are always consistent with this mission.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*3. Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*4. The Board has adopted policies, by-laws and practices for the effective governance, management and operations of Apple and reviews these annually.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*5. The Board sets clear and measurable performance goals for Apple that contribute to accomplishing its mission.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*6. The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*7. Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*8. Board members are knowledgeable about Apple's programs, financial statements, reporting requirements, and other transactions.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*9. The Board knows the statutory obligations of Apple and if Apple is in compliance with state law.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**\*10. Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**11. Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**12. Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**13. The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**14. The Board has identified the areas of most risk to Apple and works with management to implement risk mitigation strategies before problems occur.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree

**15. Board members demonstrate leadership and vision and work respectfully with each other.**

- Agree       Somewhat Agree       Somewhat Disagree       Disagree



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