

**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 approved the questions to be included in the Fiscal Year 2013 self-evaluation survey; and

WHEREAS, the self-evaluation survey was conducted using SurveyMonkey; and

WHEREAS, the results of the survey are favorable;

NOW, THEREFORE, RESOLVED that the Governance Committee resolves that it has reviewed the results of the Fiscal Year 2013 self-evaluation of the Board of Apple and determined that no actions need to be taken as a result of the results of the survey.

Dated as of November 13, 2013

  
Alan Friedberg

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Victor Ganzi

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James McSpirtt

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