

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

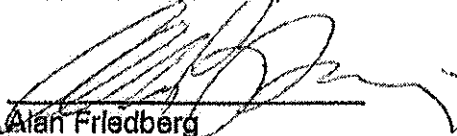
WHEREAS, the PAAA requires the Governance Committee to perform a self-evaluation of the Board of Apple; and

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 18, 2013


Alan Friedberg

Victor Ganzi

James McSpritt

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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 18, 2013

Alan Friedberg

Victor F. Ganzi

Victor Ganzi

James McSpritt

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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 18, 2013

Alan Friedberg

Victor Ganzi



James McSpirt

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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