

**NEW YORK CITY LAND DEVELOPMENT CORPORATION**  
**UNANIMOUS WRITTEN CONSENT OF THE GOVERNANCE COMMITTEE**  
**WITHOUT A MEETING**

**Board Self-Evaluation and Previous Minutes**

The undersigned, being all of the members of the Governance Committee of the Board of Directors of New York City Land Development Corporation, do hereby adopt the following resolutions 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 (the "PAAA") includes New York City Land Development Corporation ("NYCLDC") in its definition of a local authority; and

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

WHEREAS, the Governance Committee has reviewed the questions attached hereto as Exhibit A, which are the questions used in 2016 for the self-evaluation of the Board of NYCLDC and are similar to those recommended to be used in the self-evaluation by the New York State Authorities Budget Office, and determined that they are appropriate for use for the self-evaluation of NYCLDC's Board in 2017; and


WHEREAS, the Governance Committee wishes to use SurveyMonkey to conduct the 2017 self-evaluation survey; and

WHEREAS, the Governance Committee wishes to approve the minutes of the meeting of the Governance Committee on November 29, 2016, attached hereto as Exhibit B;

NOW, THEREFORE, RESOLVED that the Governance Committee approves a 2017 self-evaluation of the Board of NYCLDC using the questions attached hereto as Exhibit A and using Survey Monkey to conduct the survey; and

BE IT FURTHER RESOLVED that the Governance Committee approves the minutes of the November 29, 2016 meeting of the Governance Committee attached hereto as Exhibit B.

Dated as of July 11, 2017

  
Henry Berger

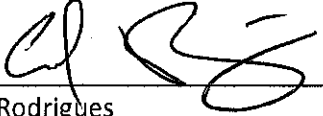
\_\_\_\_\_  
Carl Rodrigues

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Betty Woo

BE IT FURTHER RESOLVED that the Governance Committee approves the minutes of the November 29, 2016 meeting of the Governance Committee attached hereto as Exhibit B.

Dated as of July 11, 2017

\_\_\_\_\_  
Henry Berger

  
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Carl Rodrigues

\_\_\_\_\_  
Betty Woo

BE IT FURTHER RESOLVED that the Governance Committee approves the minutes of the November 29, 2016 meeting of the Governance Committee attached hereto as Exhibit B.

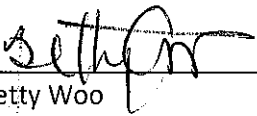
Dated as of July 11, 2017

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Henry Berger

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Carl Rodrigues



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Betty Woo

# EXHIBIT A

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

- 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 LDC and reviews these annually.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

**\* 5. The Board sets clear and measurable performance goals for LDC 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.**

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- 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 LDC's programs, financial statements, reporting requirements, and other transactions.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

**\* 9. The Board knows the statutory obligations of LDC and if LDC 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

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- 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 LDC and works with management to implement risk mitigation strategies before problems occur.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagtee



## EXHIBIT B



New York City Economic Development Corporation

MINUTES OF A SPECIAL MEETING OF THE  
GOVERNANCE COMMITTEE  
OF  
NEW YORK CITY LAND DEVELOPMENT CORPORATION  
November 29, 2016

A special meeting of the Governance Committee (the "Committee") of the Board of Directors of New York City Land Development Corporation ("NYCLDC") was held, pursuant to notice by the Secretary, on November 29, 2016, at 260 Broadway, New York, New York.

The following members of the Committee were present:

Henry Berger  
Elaine Braithwaite  
Betty Woo

Also present were the following Directors of NYCLDC: James Patchett and Kim Vaccarri; Mark Silversmith, Secretary of NYCLDC; Meredith Jones, General Counsel, an Executive Vice President and Secretary of New York City Economic Development Corporation ("NYCEDC"); and Jaan Kangur, a Senior Paralegal of NYCEDC.


Mark Silversmith served as secretary of the duly constituted meeting, at which a quorum was present.

1. NYCLDC Board Self-Evaluation

As required by the Public Authorities Accountability Act of 2005 as amended, a self-evaluation of NYCLDC's Board of Directors had been undertaken. The Committee reviewed the results, which were favorable, and determined that the Committee would report these results to the NYCLDC Board of Directors at its annual meeting.

2. Adjournment

There being no further business, the meeting of the Committee was adjourned.

  
Secretary

Dated: December 1, 2016  
New York, New York