

UNITED NATIONS DEVELOPMENT CORPORATION

Minutes of a Meeting of the Board of Directors

Held at Two United Nations Plaza, 27th Floor

New York, New York

On January 7, 2015 at 2:30 p.m.

The following directors, constituting a quorum, were present:

George Klein, Chairman

Robert Abrams

Vicki Been (represented by David Quart)

Jan Burman

Jonathan Farkas

Bruce Gelb

Thomas Gulotta

Amabel B. James

Samuel Natapoff

Andy Shenoy

Joel Silverman

Marjorie Tiven

The following persons were also present: Isobel Coleman (U.S. Ambassador to the UN for Management and Reform); Stephen Cutts (UN Assistant Secretary-General, Department of Management); Penny Abeywardena (Commissioner, Mayor's Office for International Affairs); Peter Weirtheim (Senior Advisor, Deputy Mayor for Housing &

Economic Development; Robert Cole, Amanda Bennett, Kenneth Coopersmith, Loida Diaz-de Jesus, Justin Handman, Frances Huppert, Jorge Ortiz, Wayne Striker and Cindy Xie (UNDC); Sander Lehrer (Reavis Parent Lehrer); Richard Leland (Fried Frank); Marvin Markus (Goldman Sachs); Charles Laven (Forsyth Street Advisers) and Solomon Lathem (Total Webcasting).

The Chairman presided and Loida Diaz-de Jesus acted as Secretary for the meeting. The Chairman called the meeting to order at 2:30 p.m.

Minutes of Meeting of September 18, 2014

The Chairman asked the Board to consider the minutes of the Board of Directors meeting held on September 18, 2014 as previously provided to Board members. On motion made and seconded, the minutes of the September 18, 2014 Board meeting were approved.

Approval of 2015 Mission Statement

Mr. Cole reviewed the report of the Governance and Compensation Committee (“Governance Committee”) as provided to Board members prior to the meeting. He reported that the Governance Committee met on November 12, 2014 to review the Corporation’s Mission Statement and Performance Goals for 2015 (“Mission Statement”) and the Corporation’s compensation and benefits program.

Mr. Cole stated that, under the NY State Public Authorities Law, the Board must annually review the Mission Statement to ensure that it appropriately reflects the Corporation’s mission and that the Corporation’s performance goals appropriately relate to that mission. He stated that in management’s view the Mission Statement does not require any changes for 2015. Mr. Cole reported that the Governance Committee concurred and recommended Board approval of the Mission Statement as provided to the Board.

After discussion, on motion made and seconded, the Board approved the Corporation's Mission Statement for 2015.

Appointment of Senior Vice President and General Counsel

The Chairman stated that, as previously reported to the Board, Robert Cole had been serving since June 2014 as the Corporation's acting President and Chief Executive Officer following the retirement of Jeffrey Feldman. The Chairman reported that Mr. Cole was asked to assume the management of the Corporation and to oversee its operations, including work on the proposed UN Consolidation Building, after consultation with the Mayor's office.

The Chairman stated that under the Corporation's By-Laws, officers are appointed by the Board. He recommended that the Board appoint Mr. Cole as Senior Vice President and General Counsel, to hold office until the next annual meeting of the Board. The Chairman also requested that the Board ratify any actions taken by Mr. Cole as acting President and Chief Executive Officer since June 2014.

On motion made and seconded, the Board unanimously appointed Robert Cole as Senior Vice President and General Counsel, to hold office until the next annual meeting of the Board, and ratified any actions taken by Mr. Cole as acting President and Chief Executive Officer since June 2014.

Procurements from Minority and Women Owned Business Enterprises (MWBEs)

Mr. Cole reviewed his memorandum of December 22, 2014 regarding the procurement of goods and services from New York State certified Minority and Women-Owned Business Enterprises (MWBEs) in amounts not exceeding \$200,000 per procurement. As requested by the Board, Mr. Cole reported that he contacted several NY

State public authorities to discuss their discretionary purchase policies and reviewed New York City's MWBE program regarding such purchases. Mr. Cole stated that he was implementing a Discretionary Purchases Policy for the Corporation that required purchases to be made at a "reasonable price" as approved by the Corporation's President or Senior Vice President. He stated that the final Discretionary Purchases Policy would reflect some clarifications to the draft that was previously provided to the Board .

Mr. Cole reported that New York State's prescribed goal for MWBE participation on State contracts had increased from twenty to thirty percent, effective January 1, 2015, the highest such percentage in the nation. Mr. Cole stated that utilization of the Discretionary Purchases Policy for the procurement from MWBEs of goods and services in amounts not exceeding \$200,000, when appropriate, would help the Corporation meet achieve its MWBE goals for procurements.

UN Consolidation Building

At the request of the Chairman, and with the concurrence of the Board, the meeting entered executive session to discuss matters relating to the possible acquisition and transfer of real property in connection with the UN Consolidation Building. The executive session concluded with no action being taken by the Board in executive session.

Other Business

There being no other business, the Chairman adjourned the meeting at 3:50 p.m.



Loida Diaz-de Jesus
Acting Secretary