

UNITED NATIONS DEVELOPMENT CORPORATION

Minutes of a Meeting of the
Audit Committee

Held at 535 Madison Avenue, 35th Floor
New York, New York

(Via Telephone Conference)

On September 12, 2019 at 10:30 a.m.

All of the members of the Audit Committee participated as follows:

George Klein, Chairman
Robert Abrams
Jessica Healy

The following persons also participated: Robert Cole, Jorge Ortiz and Loida Diaz de Jesus (UNDC); and Warren Ruppel (Marks Paneth LLP).

The Chairman presided and Loida Diaz de Jesus acted as secretary for the meeting.

The Chairman called the meeting to order at 10:37 a.m.

Minutes of Audit Committee Meeting of March 13, 2019

The Chairman asked the Committee to consider the minutes of the Audit Committee meeting held on March 13, 2019, in the form provided to the Committee. After discussion and on motion made and seconded, the minutes of the March 13, 2019 meeting were approved.

Review of the Corporation's IRS Form 990 for 2018

Mr. Ruppel reviewed the Corporation's draft IRS Form 990 for 2018, as provided to the Committee. After discussion, the Committee approved the IRS Form 990 and recommended its approval by the Board at the Board meeting on September 19.

Pre-Audit Presentation for Fiscal Year 2019

Mr. Ruppel reviewed the Marks Paneth Pre-Audit Presentation relating to the Corporation's 2019 financial statements. He reported that audit field work was scheduled for February 2020, with the issuance of an audit report in March following review and approval of the 2019 financial statements by the Audit Committee and the Board of Directors.

Mr. Ruppel referred to portions of the Pre-Audit Presentation relating to fraud and risks of fraud, whistleblower reporting, document retention/destruction, conflicts of interest, nepotism and corporate governance. Mr. Ruppel asked whether any member of the Audit Committee had any concerns relating to these matters, and none were raised.

Mr. Ruppel advised that the fee for the 2019 audit would be \$50,250, an increase of 2.5% over the prior year. The Audit Committee approved the Marks Paneth 2019 audit engagement letter and authorized Mr. Cole to sign the engagement letter on behalf of the Corporation.

Mr. Cole reported that the 2019 audit represented the final year of the Corporation's five-year engagement with Marks Paneth, and therefore the Corporation would issue an RFP in 2020 to select a firm to provide audit services beginning with the 2020 audit.

Other Business

There being no other business, the meeting adjourned at 11:20 a.m.

/s/ Loida Diaz de Jesus
Acting Secretary