

**UNITED NATIONS DEVELOPMENT CORPORATION**

Minutes of the Annual Meeting of the Board of Directors

Held at Two United Nations Plaza, 27<sup>th</sup> Floor

New York, New York

On March 28, 2017 at 2:30 p.m.

The following directors, constituting a quorum, were present:

George Klein, Chairman

Robert Abrams

Jan Burman

Christine Falvo

Jonathan Farkas

Jessica Healy

Amabel B. James

Marisa Lago (represented by Eric Kober)

Joseph Rutigliano

Joel Silverman

Maria Torres-Springer (represented by David Quart)

The following persons were also present: Robert Cole, Jorge Ortiz, Kenneth Coopersmith, Justin Handman, Cindy Xie and Loida Diaz de Jesus (UNDC); Sander Lehrer (McLaughlin and Stern); Ross Silver (Fried Frank); Warren Ruppel (Marks Paneth); Stephen Faber (PFM Asset Management); Charles Laven (Forsyth Street Advisors); Ty McKeiver (Mayor's Office for International Affairs); and John Buonanno (Total Webcasting).

The Chairman presided and Loida Diaz de Jesus acted as secretary for the meeting. The Chairman called the meeting to order at 2:38 p.m.

**Minutes of Meeting of November 30, 2016**

The Chairman asked the Board to consider the minutes of the meeting of November 30, 2016, as previously provided to Board members. On motion made and seconded, the minutes of the November 30, 2016 Board meeting were approved in the form previously provided.

**Election of Officers**

Consistent with the Corporation's By-laws, the Chairman reported that officers are appointed by the Board at the annual meeting to hold office for one year and until their successors are elected and qualified. The Chairman recommended re-election of each officer below to his current position, to hold office for one year and until his successor is elected and qualified:

Robert Cole	Executive Vice President and General Counsel, Secretary
Kenneth Coopersmith	Vice President
Jorge Ortiz	Treasurer

The Chairman recommended the appointment of Loida Diaz de Jesus to the position of Vice President, to hold office for one year and until her successor is elected and qualified.

On motion made and seconded, the Board re-appointed Messrs. Cole, Coopersmith and Ortiz to their current positions and appointed Ms. Diaz de Jesus to the position of Vice President, each to hold office for one year and until his or her successor is elected and qualified.

### **2016 Measurement Report**

Mr. Cole reviewed the Corporation's proposed Measurement Report for the year ended December 31, 2016, in the form previously provided to the Board. He reported that the Measurement Report, a requirement under the Public Authorities Law, measures the Corporation's performance each year against the goals set forth in its Mission Statement. Following discussion, management agreed to consider possible future modifications to the Mission Statement in light of the UN's decision not to proceed with the UN Consolidation Building project at this time.

The Chairman recommended Board approval of the 2016 Measurement Report, in the form previously provided to the Board. On motion made and seconded, the Board approved the Corporation's 2016 Measurement Report.

### **Audit Committee Report**

The Chairman reported that the Audit Committee met with representatives of Marks Paneth LLP on March 16, 2017 regarding the 2016 audit and the draft audited financial statements for the years ended December 31, 2016 and 2015 (the "2016 Financial Statements"). Warren Ruppel reviewed the 2016 audit results and advised that Marks Paneth can be expected to issue an unqualified opinion on the 2016 Financial Statements. Following discussion, action of the Board on the 2016 Financial Statements was deferred, to be considered later during the meeting.

### **Management Report**

Mr. Cole referred to the Management Report dated March 21, 2017 that was provided to the Board. He reported that 2016 Net Revenues in excess of Debt Service and Base Rent to the City were \$13.1 million, an increase of 3.8% over 2015 results. Mr. Cole