

THE KEMPER FOUNDATION

Proposed Recitals and Resolutions – Appointment of CliftonLarsonAllen LLP

WHEREAS, the Board of Trustees has responsibility for the appointment, compensation, retention and oversight of the Foundation's independent auditors;

WHEREAS, CliftonLarsonAllen LLP has served as the Foundation's independent auditors for the fiscal year ended July 31, 2020; and

WHEREAS, the Board of Trustees has considered the performance of CliftonLarsonAllen LLP and determined that it is in the best interests of the Foundation to retain the firm as the Foundation's independent auditors for the fiscal year ended July 31, 2021.

RESOLVED, that CliftonLarsonAllen LLP is appointed as the independent auditor for the statement of the financial position of the Foundation as of July 31, 2021, and the related statements of activities, functional expenses, cash flows, and federal and state tax filings for the year then ended; and

RESOLVED, that the proposed engagement letters with CliftonLarsonAllen LLP are approved.