

**OVERSEAS PRIVATE INVESTMENT CORPORATION
MINUTES OF THE OPEN SESSION OF THE MARCH 19, 2015
BOARD OF DIRECTORS MEETING**

Directors:

Elizabeth L. Littlefield, President & CEO, Overseas Private Investment Corporation, Chair
Ambassador Robert W. Holleyman, II, Deputy United States Trade Representative, Office of the
U.S. Trade Representative (via teleconference)
Maxwell T. Kennedy, Director, Kennedy Enterprises (via teleconference)
Roberto R. Herencia, President & CEO, BXM Holdings, Inc.
Terry Lewis, Principal, LIA Advisors, LLC
Naomi Walker, Assistant to the President, AFSCME (via teleconference)
James M. Demers, President, Demers & Blaisdell, Inc. (via teleconference)
James A. Torrey, Director, The Torrey Family Office (via teleconference)

Other Attendees:

David Atteberry, Deputy Assistant Administrator, U.S. Agency for International Development
Luke Ney, Program Analyst, Economic Growth, Education and Environment,
U.S. Agency for International Development
Thomas Fine, Director of Services and Investment, Office of the United States Trade Representative (via
teleconference)
Michael C. Fuchs, Team Leader, Trade and Project Finance, U.S. Department of Commerce
Marina Best, International Economist, U.S. Department of the Treasury
Joshua Archibald, Financial Economist, U.S. Department of State
Erika Hamalainen, Program Examiner, White House Office of Management and Budget (via teleconference)

OPIC Attendees:

Office of the President

John E. Morton, Chief of Staff
Kareem Saleh, Senior Advisor

Office of the Chief Financial Officer

Mildred O. Callear, Vice President & CFO, Financial and Portfolio Management
Allan Villabroza, Deputy Vice President and Treasurer
Yvonne Durazzo, Managing Director, Risk Management

Office of Investment Policy

Margaret L. Kuhlow, Vice President, Investment Policy
Mary S. Boomgard, Managing Director, Environmental Impact Analysis Group
Todd Allen, Senior International Economist, Investment Policy
Lori Leonard, Managing Director, Economic & Development Impact

Structured Finance Department

Mary C. Mervenne, Managing Director, Structured Finance (Acting Vice President)
Tracy L. Webb, Managing Director, Structured Finance

Small and Medium Enterprise Department

James C. Polan, Vice President, Small and Medium Enterprise Finance
John R. Aldonas, Deputy Vice President
Mitchell Strauss, Special Advisor, Socially Responsible Investment
Michael Ratliff, Managing Director, Renewable Energy Finance

Insurance Department

John F. Moran, Vice President, Insurance

Office of External Affairs

Judith D. Pryor, Vice President, External Affairs
James W. Morrison, Special Assistant (Congressional and Intergovernmental Affairs)

Legal Affairs Department

Kimberly Heimert, Vice President and General Counsel and Counsel to the Board
Miguel Rubio, Assistant General Counsel
Connie M. Downs, Corporate Secretary
Catherine F. I. Andrade, Corporate Secretary

Department of Management and Administration

Dennis Lauer, Vice President, Department of Management and Administration and Chief Information Officer

Department of Human Resources Management

Rita Moss, Vice President for Human Resources

MEETING CALLED TO ORDER

Ms. Littlefield called the meeting of the OPIC Board of Directors (“Board”) to order at 2:04 PM. Roll call of Board members attending by teleconference was performed by Ms. Downs. Ms. Downs also acknowledged the presence of OPIC Board nominee Todd Fisher.

A. PRESIDENT’S REPORT

Before presenting her President’s Report, Ms. Littlefield called on Ms. Downs to report on the outcome of OPIC’s Annual Public Hearing and Public Hearing in conjunction with the March 19, 2015 Board meeting. Ms. Downs reported that OPIC published notice of its Annual Public Hearing and the Public Hearing in conjunction with today’s meeting in *The Federal Register*. No requests were received to speak or to submit copy for the record, so neither hearing was held.

Ms. Littlefield presented her President’s Report, a copy of which is incorporated by reference into these minutes as Attachment A.

Mr. Morton briefed the Board on several internal, cross-departmental issues including:

- 1) OPIC’s continued hiring efforts;
- 2) the rollout of Insight, a web-based platform for project management, and its role in improving efficiency and transparency in OPIC’s business processes;
- 3) Financial and Performance Management’s lessons learned exercise, examining OPIC’s experiences across its portfolio;
- 4) the Office of External Affairs’ continued dialogue with Congressional stakeholders on OPIC’s reauthorization and budget request;
- 5) the recently signed Memorandum of Understanding with the U.S. Agency for International Aid – Office of Inspector General, shepherded by Legal Affairs; and
- 6) the ongoing policy review work done by the Office of Investment Policy in advance of the June and September Board meetings.

B. TRIBUTES

Ms. Littlefield introduced tributes to former Board member Rajiv Shah and retiring Corporate Secretary Connie M. Downs. Ms. Lewis moved and Mr. Herencia seconded the motion to approve the tributes, and by a unanimous voice vote the tributes were approved.

For Mr. Shah:

WHEREAS The Honorable Rajiv Shah served as a Director of the Corporation from December 31, 2009;

WHEREAS his valuable leadership, counsel and guidance to the Corporation and his dedication to the objectives of the Corporation have earned him the esteem and respect of his fellow Directors and of the Corporation’s Management and staff; and

WHEREAS Dr. Shah’s service as a Director of the Corporation ended on February 19, 2015;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Dr. Shah from the Board of Directors, and expresses to him the appreciation and gratitude of his colleagues and their high regard for him as a friend and associate.

For Ms. Downs:

WHEREAS Connie M. Downs joined the Corporation on January 23, 1994;

WHEREAS her valuable counsel and guidance to the Corporation and her dedication to the objectives of the Corporation have earned her the esteem and respect of the Corporation's Board of Directors, Management, and staff; and

WHEREAS Ms. Downs' service as Corporate Secretary will conclude when she retires on March 31, 2015;

THEREFORE BE IT RESOLVED that the Board of Directors notes with regret the departure of Ms. Downs from the Corporation, and expresses to her the appreciation and gratitude of her colleagues and their high regard for her as a friend and associate.

C. APPROVAL OF THE MINUTES

Ms. Littlefield turned to the approval of the minutes of the Open Session of the December 11, 2014, Board meeting. Ms. Lewis moved and Mr. Herencia seconded the motion to approve the minutes, and by a unanimous voice vote the minutes were approved.

Ms. Littlefield closed the meeting to the public at 2:29 PM.

Respectfully submitted,



Catherine F. I. Andrade
Corporate Secretary

PRESIDENT'S REPORT

By
Elizabeth L. Littlefield
President & Chief Executive Officer
March 19, 2015

Welcome. Since so many of you are on the phone, I will deliver a very abbreviated President's Report focusing on just three or four points.

As you know, while we have committed a number of smaller projects thus far in the fiscal year, many of our large projects thus far have been postponed owing to a number of factors, including uncertainties in the emerging markets, the impact of falling oil prices on some emerging markets economies like Nigeria, as well as the effect of Ebola on at least two large projects we had hoped to bring forth for approval in Sierra Leone and Guinea. In addition, both the origination teams and the policy teams have been very occupied processing and digesting the record number of complex transactions that were approved in the last quarter of the fiscal year 2014.

Looking ahead, our exceptionally skilled OPIC teams are carefully working to structure and prepare the many projects underway - nearly 90 high probability projects through fiscal year 2015. Now, these deals are hard and not all will work, but we expect to have another strong year, in every respect, including closing deals, disbursements, and commitments - as well, of course, as development impact and financial results - when we close out the year in September. So, we are all braced for a very busy spring and summer and you will be seeing quite a few large transactions at the upcoming board meetings.

OPIC has continued its push to increase our portfolio in the lower income countries, which, according to a probability weighted pipeline, could reach 40 % this year, up from 31% in 2014. Many of these low income countries are also countries in conflict or vulnerable to conflict, which means they are foreign-policy and national security priorities. The fact that OPIC's portfolio is currently over 30% in these vulnerable or conflict countries is telling, both about how hard we try to support national security in these markets, but also because of just how many countries have become vulnerable to conflict in recent years.

Jordan is an excellent example of this. The country is surrounded on three sides by countries deeply affected by extremism. It has an estimated one million Syrian refugees within its borders. It imports almost 100% of the fuel it uses to generate electricity - most of it trucked over 300 kilometers from Eilat - and is one of the top five most water insecure countries in the world. OPIC has invested \$1 billion in critical infrastructure projects in Jordan. These projects account for 25% of the country's power, over 20% of the clean water available in Amman and, and our SME lending programs are creating the jobs so urgently needed at the grassroots level.

As national security rises on the agenda, this is the kind of story that we are increasingly sharing with potential supporters and advocates of all political stripes in the think tank community, in the administration, and on the Hill. For example, I will be seeing the Secretary of Defense, Ashton Carter at Camp David on Monday, yesterday I had breakfast with a group of retired generals who are very supportive of our development mission, and we are engaged with a number of national security oriented advocacy groups and think tanks.

This leads to my final point, which is that all of this outreach and work is of course geared to securing the resources that OPIC needs to do the job we are called upon to do, and a reauthorization that will protect the agency in the years to come. We are very proud that the President has requested a 30% increase in OPIC's budget (from \$62 million to \$83 million), and we look forward to building on the progress the Electrify Africa Bill has made in both houses of Congress. We are doing everything in our power to see to it that this results in tangible benefits to the Agency's real resources and real reauthorization in the coming months.

Our message is resonating and this Agency's profile and respect are rising strongly. People understand that the work we do on the ground in partnerships that are business to business and people to people are the kind built on understanding, trust, and respect. These partnerships are the bedrock of U.S. relations in the world and contribute to national security. OPIC's work projects the best of American values, innovation, and goodwill.

With deep appreciation for the tremendous work of the extraordinary OPIC staff, as well as for our Board's stalwart support and wise guidance, this concludes my president's report.