

**OVERSEAS PRIVATE INVESTMENT CORPORATION
MINUTES OF THE OPEN SESSION OF THE DECEMBER 8, 2011
BOARD OF DIRECTORS MEETING**

Directors:

Elizabeth L. Littlefield, President & CEO, Overseas Private Investment Corporation, Chair
Dr. Rajiv Shah, Administrator, U.S. Agency for International Development
Ambassador Demetrios J. Marantis, Deputy United States Trade Representative, Office of the
U.S. Trade Representative
Robert D. Hormats, Under Secretary of State for Economic, Energy and Agricultural Affairs,
U.S. Department of State
Michael J. Warren, Principal & Managing Board Member, the Albright Stonebridge Group
(via teleconference)
Kevin G. Nealer, Principal and Partner, The Scowcroft Group
Maxwell T. Kennedy, Director, Kennedy Enterprises
Terry Lewis, Principal, LIA Advisors, LLC
Roberto R. Herencia, President and CEO, BXM Holdings, Inc.
James A. Torrey, Private Investor

Other Attendees:

Carol M. Mates, Attorney Advisor, U.S. Agency for International Development
Ben Hubbard, Director, DCA Office, U.S. Agency for International Development
Jai Motwane, Director for Services and Investment, Office of the U.S. Trade Representative
Michael C. Fuchs, Team Leader, Trade and Project Finance, U.S. Department of Commerce
Karen F. Travis, International Economist, U.S. Department of Labor
Janet MacLaughlin, International Economist, U.S. Department of the Treasury
Debra Benavidez, Financial Economist, U.S. Department of State
Justin Meservie, Program Examiner – International Trade, Office of Management & Budget

Office of the President

Mimi Alemayehou, Executive Vice President
Matthew Schneider, Chief of Staff
Jacqueline Strasser, Deputy Chief of Staff and Senior Advisor to the President
Paula Tufro, Advisor to the President

Office of the Chief Financial Officer

Allan Villabroza, Acting Vice President and Chief Financial Officer

Office of Investment Policy

John E. Morton, Vice President, Investment Policy
Mary S. Boomgard, Director, Environmental Group
Constance R. Tzioumis, Director, Labor and Human Rights Group
Patrick D. Carleton, Senior International Economist

Structured Finance

Robert B. Drumheller, Vice President, Structured Finance

SME Finance

James C. Polan, Vice President, SME Finance

Investment Funds

Jay L. Koh, Vice President, Investment Funds
Barbara F. Brereton, Director, Private Equity

Insurance

Rod Morris, Vice President, Insurance

Office of External Affairs

Judith D. Pryor, Vice President, External Affairs
Larry Spinelli, Director of Public Affairs
James W. Morrison, Special Assistant (Congressional and Intergovernmental Affairs)

Department of Legal Affairs

Don S. De Amicis, Vice President & General Counsel
Robert C. O’Sullivan, Acting Deputy General Counsel, and Associate General Counsel,
Insurance and Claims
Cameron S. Alford, Assistant General Counsel
Connie M. Downs, Corporate Secretary

Office of Administrative Services

Matthew Schneider, Acting Vice President, Office of Administrative Services

MEETING CALLED TO ORDER

Ms. Littlefield called the meeting to order at 10:06 AM on Thursday, December 8, 2011.

A. PRESIDENT'S REPORT

Ms. Littlefield called on Ms. Downs to present the report on the Public Hearing in conjunction with each Board meeting. Ms. Downs reported that OPIC published notice of its Public Hearing in conjunction with the December 8, 2011 Board meeting in *The Federal Register*. No requests were received to speak or submit copy for the record, so the hearing was not held.

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

B. TRIBUTES

Ms. Littlefield proposed a tribute to former Board members C. William Swank, Samuel B. Ebbesen, Dianne Ingles Moss and Patrick J. Durkin. Mr. Nealer moved and Dr. Shah seconded the motion, and by a unanimous voice vote the following resolutions were approved by the Board.

William Swank:

WHEREAS The Honorable C. William Swank served as a Director of the Corporation since December 9, 2002; and

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 Mr. Swank's service as a Director of the Corporation ended on November 2, 2011;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Swank 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.

Samuel E. Ebbesen:

WHEREAS The Honorable Samuel E. Ebbesen served as a Director of the Corporation since January 29, 2003; and

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 Mr. Ebbesen's service as a Director of the Corporation ended on November 2, 2011;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Ebbesen 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.

Dianne Ingles Moss:

WHEREAS The Honorable Dianne Ingles Moss served as a Director of the Corporation since January 17, 2007; and

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

WHEREAS Ms. Moss' service as a Director of the Corporation ended on November 2, 2011;

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

Patrick J. Durkin:

WHEREAS The Honorable Patrick J. Durkin served as a Director of the Corporation since September 17, 2008; and

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 Mr. Durkin's service as a Director of the Corporation ended on November 2, 2011;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Durkin 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.

Ms. Littlefield then proposed a tribute to OPIC's former Vice President & General Counsel Deborah Burand. Mr. Nealer moved and Mr. Herencia seconded the motion, and by a unanimous voice vote the following resolution was approved by the Board.

WHEREAS Deborah Burand served the Corporation with great distinction as an Insurance Assistant from June 1, 1982 to August 21, 1982, as a legal intern from August 22, 1982 to August 20, 1983, and subsequently as Vice President and General Counsel from August 19, 2010 to October 31, 2011; and

WHEREAS Ms. Burand left OPIC to undertake new responsibilities in the private sector;

THEREFORE BE IT RESOLVED, that this Board accepts with deep regret the resignation of Ms. Burand as Vice President and General Counsel of the Corporation and expresses to her its gratitude for her outstanding efforts in furthering the goals of the Corporation, for her extraordinary devotion to the Corporation's objectives, and for her timely advice and counsel, which have earned her the affection

C. CONFIRMATION

Ms. Littlefield moved to the confirmation of Don S. De Amicis as Vice President and General Counsel. Mr. Herencia moved and Ms. Lewis seconded the motion, and by a unanimous voice vote the following resolution was approved by the Board.

BE IT RESOLVED, that the President's appointment of Don Scott De Amicis as Vice President and General Counsel, be and hereby is confirmed.

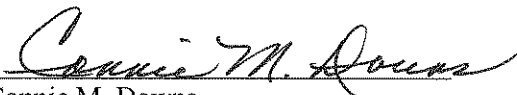
D. APPROVAL OF MINUTES

Ambassador Marantis left the room at 10:18 AM.

Ms. Littlefield moved to the minutes of the Open Sessions of the September 22, 2011 and October 27, 2011 Board meetings. Mr. Hormats moved and Mr. Torrey seconded the motion, and by a unanimous voice vote the minutes were approved.

The meeting was closed to the public at 10:24 AM.

Respectfully submitted,



Connie M. Downs
Corporate Secretary

PRESIDENT'S REPORT

By
Elizabeth L. Littlefield
President & Chief Executive Officer
December 8, 2011

First and foremost, I would like to recognize and welcome the five new members of OPIC's Board of Directors: Roberto Herencia, Maxwell Kennedy, Terry Lewis, James Torrey, and Katherine Gehl, who was unable to join us today. We are truly privileged to have such a talented and experienced group of accomplished professionals join our already impressive Board.

Today, in our final Board meeting this calendar year, I'd like to share highlights from the annual financial and developmental results, the details of which you will see in full later in this meeting, and provide a brief update on our efforts in priority regions.

As I continue to mention, we set three and only three financial targets for 2011, and we managed to meet or exceed all three despite no increase in administrative resources.

1. **First, Income:** OPIC generated significant income for the taxpayer for the 34th consecutive year, returning \$240 million back to the U.S. Treasury. In addition, even with a brand-new auditor and with many thanks to the Audit Committee led by Michael Warren, OPIC once again received a clean audit opinion as we have every year since inception. OCIO and OCFO deserve much credit for bringing us through this process so smoothly, and with such high quality results.
2. **Second, New Commitments:** In addition to disbursements, OPIC made a total of \$3.2 billion in new commitments to 92 projects this fiscal year. At the same time, every OPIC dollar was matched by \$3.24 in non-OPIC financing, so the amount mobilized is much larger than what OPIC committed.
3. **Third, Renewable Resources:** Renewable resources was a key priority for OPIC in 2011. I just returned from the 17th Conference of the Parties to the U.N. Framework Convention on Climate Change in Durban, South Africa, where I was able to announce that this year OPIC committed \$1.1 billion to renewable resources. This is approximately a three-fold increase over last year and represented more than one third of all U.S. Government "Fast Start" climate financing for FY 2011 (Fast Start is the funding developed countries have committed to developing countries for mitigation and adaptation over a two-year period). The amount represents 728 MW of renewable energy to be generated, which is ten times the renewable energy generated by last year's commitments. And this is *in addition to* nearly \$500 million for renewable resources investment funds approved by the Board in June. Perhaps most important of all, OPIC's work in renewable resources last year covered a wide breadth of sectors including biomass, geothermal, solar and wind. We had projects on four continents and every single department contributed. It also included several "firsts," including our first carbon-credit forestry project and our first renewable energy revolving facility.

So these were our three financial targets for last year, and we will set these same three targets to guide us in FY 2012. As for development impact, we did more than 60 percent of our projects by dollar value in Low Income Countries, and our projects are expected to support over 19,000 jobs in the developing world. And here at home, nearly 80 percent of our projects included U.S. small businesses. These projects are expected to generate \$1 billion in U.S. exports and support 1,373 American jobs.

Our financial and development results are concrete evidence that OPIC is aggressively yet prudently carrying out its important development mission. For OPIC, having a development impact means prioritizing not only LICs, but also countries and regions of particular strategic importance to this Administration.

As you all know, OPIC is one of the key instruments for the U.S. Government to show support to the Middle East and North Africa (MENA) following the events of the Arab Spring. We have made considerable progress on the commitments of \$1 billion in OPIC financial support for Egypt in addition to \$2 billion to catalyze investment in the MENA region as announced by President Obama and Secretary Clinton earlier this year. Moving quickly after the announcements, in June OPIC proposed, and the Board approved, two \$250 million loan guarantee facilities for Egypt and Jordan that will support lending to small and medium-sized businesses. In October, the Board approved an additional \$125 million for the private equity firm Citadel Capital to lend to its portfolio companies in Egypt. Today, the Board will consider \$52.5 million for a Tunisia-based private equity fund that will invest primarily in SMEs in the Maghreb. Looking ahead to the coming months, we are diligently pursuing a number of potential projects, including a debt facility to provide working capital to Tunisian franchisees, a political risk insurance facility for infrastructure projects, and a number of renewable energy projects in Jordan and other countries in the region. We are also working to open for business in Libya in the near future.

To finish, let me be clear that while we are focusing on the MENA region, our overarching intent is to optimize, balance and diversify our portfolio. This means focusing on maximizing development returns and financial returns while minimizing risk and resource costs. We are accomplishing this in many ways. For example, just last month I was at the Inter-American Development Bank for the launch of Global Entrepreneurship week, where I announced that OPIC has carved out up to \$150 million for qualifying winners of a business competition platform for U.S. diaspora entrepreneurs in Latin America and the Caribbean. We have committed up to \$50 million over three years for clean cookstoves projects in places like Haiti and Nigeria. We are working closely with the U.S. Department of State to develop an aligned capital facility that would unite resources from various U.S. Government agencies for clean energy projects in Sub-Saharan Africa. And next week, OPIC will participate in the International Engagement Conference for South Sudan, where we hope to be able to offer our products by early next year. We are committed to catalyzing investment in every corner of the world where U.S. businesses and investors will go.

Going forward into 2012, we will maintain a steady course by focusing on the same three financial targets and four strategic priorities. These priorities are: **Grow our Portfolio and Impact, Increase Environmental Benefit, Foster Productivity and Efficiency, and Build Long-Term Support for OPIC.**

As we close out the calendar year, let me take this opportunity to thank each of our Board members, old and new, for your service to the Board this year. Your engagement, support, and stewardship are very important both to me personally and the Agency as a whole.

This concludes my report.