

**OVERSEAS PRIVATE INVESTMENT CORPORATION
MINUTES OF THE OPEN SESSION OF THE DECEMBER 14, 2017
BOARD OF DIRECTORS MEETING**

Directors:

Ray W. Washburne, President & CEO, Overseas Private Investment Corporation, Chair
Alexander Acosta, Secretary, U.S. Department of Labor
John Sullivan, Deputy Secretary, U.S. Department of State
Mark Green, Administrator, U.S. Agency for International Development
David Malpass, Under Secretary for International Affairs, U.S. Department of the Treasury
James Demers, President, Demers & Blaisdell, Inc.
Roberto Herencia, President & CEO, BXM Holdings, Inc. (*via telephone*)
Maxwell T. Kennedy, Director, Kennedy Enterprises (*via telephone*)
Terry Lewis, Principal, LIA Advisors, LLC
Deven Parekh, Managing Director, Insight Venture Partners
Michael Warren, Principal and Managing Director, Albright Stonebridge Group

Other Attendees:

Matt Austin, U.S. Agency for International Development
Brandon Pichanick, U.S. Agency for International Development
Matt Austin, U.S. Agency for International Development
Karl Fickenscher, U.S. Agency for International Development
Tom Fine, Office of the United States Trade Representative
Michael C. Fuchs, U.S. Department of Commerce
Karen Travis, U.S. Department of Labor
Alyson McGee, U.S. Department of the Treasury
Beverli DeWalt, U.S. Department of State
Erika Ryan, Office of Management and Budget

OPIC Attendees:

Office of the President

David Bohigian, Executive Vice President
Douglas Sellers, Chief of Staff

Office of the Chief Financial Officer

Mildred O. Callear, Vice President & Chief Financial Officer
Allan Villabroza, Deputy Vice President and Treasurer
Yvonne Durazzo, Managing Director, Risk Management
Samuel Okpattah, Director, Asset Management

Office of Investment Policy

Ryan Brennan, Vice President

Mary S. Boomgard, Managing Director, Environmental Impact Analysis Group
Lori Leonard, Managing Director, Economic & Development Impact
Katherine Dunbar, Director, Social Assessment

Structured Finance and Insurance Department

Tracey L. Webb, Vice President
Danielle Montgomery, Managing Director
Ruth Ann Nicastri, Managing Director
Marlena Hurley, Director
Douglas Midland, Associate Director

Small and Medium Enterprise Department

James C. Polan, Vice President

Investment Funds Department

Lynn Nguyen, Acting Vice President

Office of External Affairs

Edward Burrier, Vice President

Legal Affairs Department

William Doffermyre, Vice President and General Counsel and Counsel to the Board
Cameron Alford, Deputy General Counsel and OPIC Board Liaison
Cindy Shepard, Associate General Counsel
Mark Paist, Associate General Counsel
Kieran Brenner, Assistant General Counsel
Catherine F. I. Andrade, Corporate Secretary

Department of Management and Administration

Michele Perez, Vice President, Department of Management and Administration and Acting Vice President, Human Resources

MEETING CALLED TO ORDER

Mr. Washburne called the meeting of the OPIC Board of Directors (“Board”) to order at 2:05 PM.

A. PRESIDENT’S REPORT

Before presenting his President’s Report, Mr. Washburne called on Ms. Andrade to report on the outcome OPIC’s Public Hearing in conjunction with the December 14, 2017, Board meeting. Ms. Andrade reported that OPIC published notice of its Public Hearing in conjunction with today’s meeting in *The Federal Register*. OPIC received a request from two parties to provide oral testimony; no written submissions were received. A summary of the Public Hearing held in conjunction with the December 14, 2017, Board meeting is incorporated into these minutes as Attachment A.

Mr. Malpass joined the meeting at 2:10 PM.

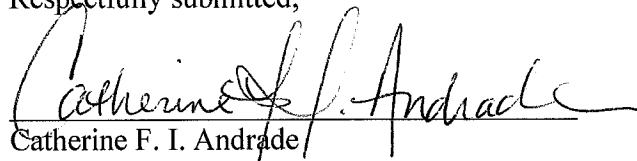
Mr. Washburne presented his President’s Report, a copy of which is incorporated by reference into these minutes as Attachment B.

B. APPROVAL OF MINUTES

Mr. Washburne turned to the approval of the minutes of the Open Session of the September 14, 2017, Board meeting. Ambassador Green moved and Mr. Acosta seconded the motion to approve the minutes and by voice vote the minutes were approved.

Mr. Washburne closed the meeting to the public at 2:11 PM.

Respectfully submitted,



Catherine F. I. Andrade
Corporate Secretary

Attachment A

Overseas Private Investment Corporation Public Hearing in Conjunction with OPIC Board of Directors Meeting December 6, 2017, 2 PM Summary

The Public Hearing in conjunction with the December 14, 2017, OPIC Board of Directors meeting took place in the offices of the Corporation and commenced at 2:01 PM on Wednesday, December 6, 2017.

OPIC Attendees:

Cameron Alford, OPIC Board Liaison, Chair
Douglas Sellers, Acting Chief of Staff
William Doffermyre, Vice President and General Counsel
Edward Burrier, Vice President, Office of External Affairs
Tracey Webb, Vice President, Structured Finance and Insurance
James Polan, Vice President, SME Finance
Ryan Brennan, Vice President, Office of Investment Policy
Catherine F. I. Andrade, Corporate Secretary

Other Attendees:

Kate DeAngelis, International Policy Analyst, Friends of the Earth U.S.
Sasanka Thilakasiri, Senior Policy Advisor, Climate Change & Energy, Oxfam America

I. Opening Remarks

Mr. Alford called the Public Hearing to order at 2:01 PM. Mr. Alford stated that OPIC received notice from two parties on their desire to address the hearing orally.

II. Oral Testimony

A. Friends of the Earth U.S.

Mr. Alford called on the representative from Friends of the Earth U.S. to address the Public Hearing.

Ms. DeAngelis noted OPIC's press release regarding a letter of intent supporting the construction of a liquefied natural gas (LNG) terminal and plant in Vietnam. She requested a copy of the letter of intent to gain a better understanding of the scope of the project.

Ms. DeAngelis noted disappointment with respect to the Vietnam project and encouraged OPIC to focus its energy investments toward renewables. Ms. DeAngelis discussed the economics of renewable energy projects. She stated that electricity derived from gas tends to be more expensive, especially when compared to solar energy. She stated that OPIC's

support of an LNG project in Vietnam may not improve energy access because the cost of the energy produced may not be affordable.

Ms. DeAngelis discussed the climate impacts of LNG projects, noting that such projects are energy-intensive. She stated that LNG projects, and sometimes conventional natural gas projects, can be as damaging to the climate as coal. Ms. DeAngelis referred to a recent Oxford study, which found that no new fossil-fuel fired power plants can be built starting in 2017 if there is to be a 50% chance of keeping global warming to no more than 2 degrees Celsius. Ms. DeAngelis also discussed the climate impacts of methane leakage, which she stated was 87 times as potent as carbon dioxide over a 20-year time frame.

Ms. DeAngelis stated that it was important that the U.S. Government and other governments not finance these types of projects, but instead invest in projects like distributed renewables, which will help to electrify countries without the negative impact on the Earth's climate.

Mr. Alford thanked Ms. DeAngelis for her remarks.

B. Oxfam America

Mr. Alford called on the representative from Oxfam America to address the Public Hearing.

Mr. Thilakasiri discussed Oxfam America's operations in poverty alleviation and development and Oxfam America's approach toward supporting "pro-poor" technology interventions with respect to power generation.

Mr. Thilakasiri commended OPIC's work in renewable energy, which he stated was grounded by sound financial decisions rather than ideological ones.

Mr. Thilakasiri discussed recent events which support the view that renewables are not only competitive with fossil fuels, but are beating them economically. He stated these market dynamics are largely irreversible.

Mr. Thilakasiri commended OPIC's recent update to its Environmental and Social Policy Statement. He applauded OPIC's mandatory screenings of climate risks and vulnerabilities, and challenged OPIC to do more on explicitly tracking development outcomes at a project level, which he acknowledged was a challenge for many donors. Mr. Thilakasiri stated that OPIC's cost benefit analysis should include 1) quantified environmental externalities, and 2) proper environmental and social due diligence at the start of a project.

Mr. Thilakasiri discussed the imbalance in financing energy with respect to access. He referred to a study by the International Energy Association, which recommended that at least 71% of donor energy financing should be directed to offgrid projects. However, only 1% of financing globally is going to offgrid projects. Mr. Thilakasiri stated that OPIC should consider this when reviewing energy investments.

Mr. Thilakasiri stated that OPIC should encourage the development of integrated energy planning in a country in which it is investing, and this planning should include government actors, stakeholders, and communities.

Mr. Alford thanked Mr. Thilakasiri for his presentation.

Mr. Alford noted that the next regularly scheduled public hearing will take place in conjunction with the March 2018 Board meeting.

Mr. Alford closed the Public Hearing at 2:21 PM.

Attachment B

PRESIDENT'S REPORT

(as prepared for delivery)
Ray Washburne
President & Chief Executive Officer
December 14, 2017

Thank you for being here today. I am pleased to present this President's Report to the Board.

As we wrap up the year, I'd like to give you a snapshot of where we stand. OPIC finished Fiscal Year 2017 with \$3.8 billion in new commitments, with a strong focus on advancing foreign policy and supporting American business investment in emerging markets.

This brings our global portfolio to \$23.2 billion in 90 developing countries.

OPIC also generated \$262 million in 2017 toward deficit reduction and I'm pleased to announce that this year marks the 40th straight year of operating at no net cost to taxpayers.

Finally, I'm thrilled to share that last week OPIC was named the #1 place to work among small government agencies. This is no doubt a testament to the incredible staff we have here at OPIC. I'm proud to head an agency of such talented, dedicated employees. It is their commitment and passion that makes OPIC's work a true success.

Since our last meeting in September, we have a lot of exciting news and developments of interest to the Board.

Two weeks ago, I had the pleasure of joining the US delegation to India to participate in the Global Entrepreneurship Summit in Hyderabad. This terrific event brought together some of the brightest entrepreneurs from around the world. This is the first year that the Summit was held in South Asia, and the first time that the Summit was focused on women.

Earlier in November, I had the pleasure of traveling to Japan and Vietnam in conjunction with President Trump's Asia visit. On November 7, OPIC joined with its Japanese counterparts – JBIC and NEXI – in signing a Memorandum of Understanding highlighting our shared commitment to tackling development challenges and bolstering investment in infrastructure, energy and other critical sectors throughout Asia and the Indo-Pacific, the Middle East, and Africa.

In Vietnam, I was joined by President Trump and the Vietnamese President to present a letter of intent to Virginia-based AES. The letter supports the construction of a LNG terminal and power plant in Vietnam, which will provide roughly 5 percent of the country's power generation capacity and support its continued economic development. This project is in line with OPIC's goal to promote the expansion of LNG markets in the Indo-Pacific region.

Lastly, I am pleased to report that President Trump, in a speech before the Asia-Pacific Economic Cooperation CEO Summit, committed to reforming America’s development finance institutions "so they better incentivize private sector investment" and "provide strong alternatives to state-directed initiatives that come with many strings attached."

We are committed to meeting the President’s call to work collaboratively with our administration colleagues to improve the United States’ use of development finance to advance our foreign policy interests. I will be sure to keep members of the Board updated as this process unfolds.

Under my leadership, we have put an enhanced focus on the important role OPIC plays to advance America’s foreign policy interests, which is why we are taking a strategic approach to where we do business. While we will always continue to do work where there is need, we have identified priority regions and established Task Forces within OPIC to focus on them.

We look forward to reporting our progress and making more formal announcements on each initiative in 2018.

Without a doubt, this has been an interesting, and at times uncertain year for OPIC. However, I believe we have come full circle and are back on solid ground. As we bring the year to a close, I am very proud of the progress my team made in such a short-time and am excited for the year ahead and all that we will accomplish together.

Finally, we couldn’t do what we do without our Board members. So, on behalf of all of us at OPIC, thank you for your willingness to serve and your commitment to our mission. It’s a pleasure to work with you all.