

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

**Directors:**

Ray W. Washburne, President & CEO, Overseas Private Investment Corporation, Chair  
Wilbur Ross, Secretary, U.S. Department of Commerce  
Alexander Acosta, Secretary, U.S. Department of Labor  
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.  
Todd Fisher, Global Chief Administrative Officer, KKR  
Roberto Herencia, President & CEO, BXM Holdings, Inc.  
Maxwell T. Kennedy, Director, Kennedy Enterprises  
Terry Lewis, Principal, LIA Advisors, LLC  
Deven Parekh, Managing Director, Insight Venture Partners (*via telephone*)  
Michael Warren, Principal and Managing Director, Albright Stonebridge Group

**Other Attendees:**

Matthew Flynn, The White House  
Matt Austin, U.S. Agency for International Development  
Brandon Pichanick, U.S. Agency for International Development  
Tom Fine, Office of the United States Trade Representative  
Wendy Teramoto, U.S. Department of Commerce  
Michael C. Fuchs, U.S. Department of Commerce  
Nathan Mehrens, U.S. Department of Labor  
Karen Travis, U.S. Department of Labor  
Mauricio Claver-Carone, U.S. Department of the Treasury  
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**

Cameron S. Alford, Acting Chief of Staff  
Kathryn Kaufmann, Senior Advisor

**Office of the Chief Financial Officer**

Mildred O. Callear, Vice President & Chief Financial Officer  
Allan Villabroza, Deputy Vice President and Treasurer

**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  
Steven Johnston, Managing Director  
Nancy Rivera, Managing Director  
Maria Goravanchi, Director  
Kate Schweigart, Director  
Dairo Isomura, Senior Transaction Advisor  
Emily Clark, Specialist

**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  
Cindy Shepard, Associate General Counsel  
Mark Paist, Associate General Counsel  
Eric Johnson, Assistant General Counsel  
Gavin McKeon, 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 1:58 PM.

### **A. PRESIDENT’S REPORT**

*Mr. Malpass joined the meeting at 2:01 PM.*

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 September 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 three parties to provide oral testimony but no written submissions were received. A summary of the Public Hearing in conjunction with the September 14, 2017, Board meeting is incorporated into these minutes as Attachment A.

*Mr. Ross joined the meeting at 2:07 PM.*

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

### **B. TRIBUTE**

Mr. Washburne introduced a tribute to former President & Chief Executive Officer Elizabeth L. Littlefield. Mr. Ross moved and Ambassador Green seconded the motion to approve the tribute, and by voice vote the following tribute was approved by the Board:

WHEREAS The Honorable Elizabeth L. Littlefield served as President and Chief Executive Officer of OPIC from June 25, 2010 through January 20, 2017;

WHEREAS she served as Chair of the OPIC Board of Directors from August 13, 2010 through January 20, 2017; and

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

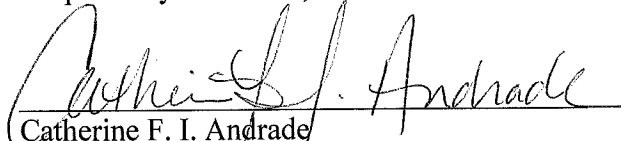
THEREFORE BE IT RESOLVED that this Board expresses to her the appreciation and gratitude of her colleagues and their high regard for her as a friend and associate.

### **C. APPROVAL OF MINUTES**

Mr. Washburne turned to the approval of the minutes of the Open Session of the June 15, 2017, Board meeting. Mr. Ross 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,

A handwritten signature in cursive script, reading "Catherine F. I. Andrade". The signature is written in black ink and is positioned above a horizontal line.

Catherine F. I. Andrade  
Corporate Secretary

## **Attachment A**

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

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

#### **OPIC Attendees:**

Cameron Alford, Acting Chief of Staff, Chair  
William Doffermyre, Vice President and General Counsel  
Tracey Webb, Vice President, Structured Finance and Insurance  
Mildred Callear, Vice President and Chief Financial Officer  
Ryan Brennan, Vice President, Office of Investment Policy  
Lynn Nguyen, Acting Vice President, Investment Funds Department  
Andrea Orr, Public Affairs Specialist, Office of External Affairs  
Catherine F. I. Andrade, Corporate Secretary

#### **Other Attendees:**

Kelsey Alford-Jones, Senior Campaigner, Center for International Environmental Law  
Stephanie Amoako, Policy Associate, Accountability Counsel  
Kate DeAngelis, International Policy Analyst, Friends of the Earth U.S.

## **I. Opening Remarks**

Mr. Alford called the Public Hearing to order at 2:01 PM. Mr. Alford stated that OPIC received notice from three parties on their desire to address the hearing orally and noted that OPIC did not receive any written statements.

## **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 discussed a forthcoming report jointly written by Oxfam International, Sierra Club, and Friends of the Earth U.S., which reviewed projects financed under the Power Africa initiative, with the goal of providing visibility into the types of energy projects being financed by the U.S. Government. She stated that OPIC was one of six U.S. agencies reviewed in the report.

Ms. DeAngelis stated that the forthcoming report will show that OPIC committed more funds for energy projects in Africa than any of the other agencies reviewed in the report. The report authors found many of OPIC's projects to be promising, however, she noted that report authors were not able to obtain potentially relevant information regarding OPIC's participation in the African Clean Energy Finance initiative.

Ms. DeAngelis discussed concerns with OPIC's support for certain projects.

Ms. DeAngelis previewed the recommendations contained in the forthcoming report:

- 1) Increase financing for distributed renewable projects;
- 2) Increase support for poor African countries which may not be receiving significant funding for their energy access needs;
- 3) Reduce support for projects with high social, environmental, and climate risks;
- 4) Ensure strong, consistent implementation of social and environmental standards across agencies; and,
- 5) Ensure better coordination across agencies participating in the Power Africa initiative.

Mr. Alford thanked Ms. DeAngelis for her remarks.

## **B. Center for International Environmental Law**

Mr. Alford called on the representative from Center for International Environmental Law to address the Public Hearing.

Ms. Alford-Jones noted that she was speaking on behalf of the Center for International Environmental Law, No Alto Maipo Coordinating Committee, and the Chilean NGO Ecosistemas. Ms. Alford-Jones discussed the Alto Maipo power project in Chile and the previous engagement these groups have had with OPIC concerning the project.

Ms. Alford-Jones discussed the adverse impact project construction has had on local communities. She stated that serious concerns existed over baseline studies, environmental impact assessments, and hydrology and geology studies done at the outset of the project. Ms. Alford-Jones further discussed worker safety issues, including the deaths of two project construction workers. She detailed efforts by local officials and community organizations to raise concerns with the project's co-investors and shared stories from individuals adversely impacted by the Alto Maipo project.

Ms. Alford-Jones then provided an update on recent activities, including the dismissal of 1,500 workers. She noted that the project's cost overruns have resulted in a quadrupling of the original cost estimate. She also stated that the project's electricity generation may not reach the originally estimated goals.

Ms. Alford-Jones shared four recommendations for OPIC resulting from the Alto Maipo project:

- 1) Ensure proper community consultation;
- 2) Require stricter environmental and social oversight and due diligence;
- 3) Upon understanding the project's technical challenges, take concrete action to hold project sponsors accountable and make these actions available in the public domain; and
- 4) Ensure a comprehensive assessment of project viability when negotiating or renegotiating any loan.

Ms. Alford-Jones concluded by sharing a statement from the No Alto Maipo Coordinating Committee, which in part, stressed their opposition to the Alto Maipo Project, noted that the project violates OPIC's own standards for such projects, and called upon OPIC to publically distance itself from the project and respond to the community's concerns.

Mr. Alford thanked Ms. Alford-Jones for her remarks.

### **C. Accountability Counsel**

Mr. Alford called on the representative from the Accountability Counsel to address the Public Hearing.

Ms. Amoako provided background on the Accountability Counsel's engagement with OPIC over the past several years in context with support the Accountability Counsel has provided to communities in Liberia and Mexico concerning OPIC supported projects.

Ms. Amoako welcomed OPIC's new leadership and encouraged OPIC's continued momentum to improve its environmental and human rights protections and accountability framework. She stated this would help improve the effectiveness of the agency and its investments.

Ms. Amoako stated that mutually beneficial investments that increase opportunities for American businesses and workers and support economic development abroad is only achievable when projects are designed properly and account for environmental, social, and human rights. Ms. Amoako noted research has shown that the cost of these impacts are chronically undervalued and can devastate the very communities that projects are intended to benefit.

Ms. Amoako stated that OPIC's recently revised Environmental and Social Policy Statement ("ESPS") contained gaps concerning project monitoring, and stated that more resources are needed for project monitoring and monitoring of development outcomes.

Ms. Amoako stated that meaningful redress can enable communities to productively move forward following adverse impact, which furthers OPIC’s development mandate and strengthens its institutional legitimacy. She stated that OPIC’s Office of Accountability serves an important oversight function for the agency and should be strengthened to ensure it is fully equipped to address complaints.

Ms. Amoako discussed the March 13, 2017, Presidential Executive Order requiring agencies to present a reorganization plan to the Office of Management and Budget (“OMB”) aimed at improving efficiency, effectiveness, and accountability. She urged OPIC to include strong safeguards and accountability mechanisms in its response to OMB.

Ms. Amoako noted that strong safeguard and accountability frameworks lead to more sustainable investments, which is beneficial to all stakeholders and reflect American values.

Mr. Alford thanked Ms. Amoako for her presentation.

Mr. Alford noted that the next regularly scheduled public hearing will take place in conjunction with the December 2017 Board meeting.

Mr. Alford closed the Public Hearing at 2:31 PM.



## Attachment B

# **PRESIDENT'S REPORT**

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Ray W. Washburne  
September 14, 2017  
(as prepared)

I am pleased to present this President's Report.

When you last gathered in June, my nomination for this position was a week old. So in three months, I have gone from nomination, through confirmation, started, took my first overseas trip and am now here with you - it's been quite a summer. I could not have done that without the tremendous support of OPIC's staff.

In addition, I want to tell the members of the OPIC Board how much I appreciate your willingness to serve. I look forward to working with each of you.

I'd also like to acknowledge Dev Jagadesan and Cameron Alford. Dev and Cameron, thank you both for leading OPIC during the transition. These are not easy jobs and, on behalf of everyone here, we appreciate you filling these roles over those many months.

I'll begin with a few initial observations and then lay out my vision for OPIC.

First, I feel fortunate to have in place essentially my whole team at this point. As you know, Dave Bohigian, OPIC's Executive Vice President, went through the confirmation process with me and he has helped to assemble a talented, highly effective group of Vice Presidents, advisers and other team members who bring a wealth of experience and dedication to OPIC.

Second, we've hit the ground running. Our team has developed an outreach strategy for key OPIC stakeholders. And so I have spent my first few weeks heavily engaged with people in the Administration, on Capitol Hill, OPIC clients, industry associations, and thought leaders to better understand their perspective on OPIC.

As I mentioned earlier, I had the privilege to be a member of the Presidential delegation to the Astana Expo in Kazakhstan. We visited the EXPO International Fair on "Future Energy" which included a number of country pavilions showcasing energy technology developments, from renewables to nuclear energy.

I met with Embassy staff, the American Chamber of Commerce, American businesses in the country, and both the Prime Minister and the President of Kazakhstan.

From there, we travelled to Ukraine where I had the privilege to meet with the Prime Minister and have a substantial discussion on the government reforms that are being put in place to modernize the country. I also met with American clients, embassy staff, and other government ministers to discuss the challenges the government and businesses in Ukraine are facing. As you

know, OPIC has done significant work in Ukraine, including the deal that is before us today, and I can tell you that OPIC's transactions play an important role in strengthening the Ukrainian economy and advancing US interests.

Next week, I will be travelling to New York to participate in a number of events and meetings surrounding the UN General Assembly and am looking forward to potential trips to East and South Asia in the months ahead.

Turning back to Washington, there is obviously a debate that is going on about foreign policy and foreign assistance generally, the future of OPIC and its functions specifically, and the budgets supporting those activities. Let me start with the budget. As you may know, the President made his proposal for fiscal year 2018 and Congress is working on its version. We will continue to monitor that process as it develops over the fall. While the budget is important, we also need to think about the broader charge to make government lean, accountable and more efficient. Rethinking something like foreign assistance and the development architecture of this country is not easy and something that will require hard work that we have already started with the Executive Branch, across the think tank community, and on Capitol Hill.

While such a debate is welcome, we need to focus on doing the hard, impactful work that is OPIC's mission. All of our stakeholders should know that OPIC is open for business to clients and potential clients, and we will continue engaging with our colleagues across government to advance our mission.

So let me lay out where I see taking OPIC.

Broadly, OPIC will continue to leverage U.S. private sector capital and commercial expertise to achieve developmental impacts across the globe that will benefit the American people here at home. Secretary Ross, I was struck by some of your comments earlier in the summer at the Corporate Council on Africa's US-Africa Business Summit. Specifically, you noted your belief that the more African countries partner with U.S. businesses, the better off both the United States and Africa will be. I agree with your comments, and I believe that principle holds true throughout the developing world.

More specifically, while OPIC will continue to work in high-impact sectors in every corner of the developing world, our team is in the process of developing two areas of particular emphasis for this Administration: 1) a focus on investments that will empower women in the developing world; and 2) a focus on investments that will serve strategic national security interests.

Those are the broad strokes that we are still fine tuning. In the coming weeks, we will be setting forth specific actionable goals in these areas, and we will be working closely with the Administration and our stakeholders to define these strategic objectives.

Now it's important to remember that OPIC cannot do these things alone. OPIC must have private sector partners. Developing and achieving these goals will require outreach efforts to U.S. investors and small business partners, and we must keep in mind that success will require us to remain flexible and responsive to the needs of our clients. As an example, following the tragic

events of Hurricane Irma, OPIC's team is looking at ways to help the rebuilding effort in the Caribbean. I will also emphasize that, as a steward of taxpayer dollars, OPIC needs to ensure that our projects make sense and that we prudently balance our risks.

Everyone should know that, as we continue to refine the contours of our strategic plan, we are not wasting any time moving forward. We are working to identify and prioritize projects in our current pipeline that fall into these broad areas of focus. Indeed, the two projects that we are bringing forward for your consideration today are aimed at these two strategic priorities – one project serves a national security priority while the second project is squarely in-line with OPIC's new women's initiative, which you will hear more about later today.

Before we move to official business, I want to thank the OPIC staff. They have been extremely welcoming and ready: ready to educate, to examine and to execute. Although my time in this seat is still measurable in weeks, I have a better appreciation for the values that you—the OPIC staff—bring to work every day: collaboration, ingenuity, care, grit and, ultimately, your choice to serve OPIC. Please know that you have already inspired me and my team in the first several weeks on the job, and I hope that our team will be able to inspire you in the months and years ahead.

Let me close by saying what I hope is already apparent: I could not feel more honored to have been appointed to serve as the President and CEO of OPIC; I could not be more excited about working together with all of you to achieve real results around the globe for the benefit of the American people; and I could not be more optimistic about what lies ahead.

This concludes my President's Report.