

**U.S. INTERNATIONAL DEVELOPMENT FINANCE CORPORATION  
MINUTES OF THE OPEN SESSION OF THE JUNE 12, 2019  
BOARD OF DIRECTORS MEETING**

**Directors:**

John Sullivan, Deputy Secretary, U.S. Department of State, Chair  
Mark Green, Administrator, U.S. Agency for International Development, Vice-Chair  
Wilbur Ross, Secretary, U.S. Department of Commerce  
David S. Bohigian, Acting Chief Executive Officer, U.S. International Development Finance Corporation  
Brent McIntosh, General Counsel, U.S. Department of the Treasury

**Other Attendees:**

Terry Lewis, Principal, LIA Advisors, LLC  
Roberto Herencia, President & CEO, BXM Holdings, Inc.  
Michael Warren, Managing Principal, Albright Stonebridge Group  
Karl Fickenscher, U.S. Agency for International Development  
Matt Austin, U.S. Agency for International Development  
Thomas Fine, Office of the United States Trade Representative  
Michael C. Fuchs, U.S. Department of Commerce  
Martha Newton, U.S. Department of Labor  
James Williams, U.S. Department of Labor  
Karen Travis, U.S. Department of Labor  
Jeffrey Baker, U.S. Department of the Treasury  
Patrick Chow, U.S. Department of State  
Roland DeMarcellus, U.S. Department of State  
John Donahue, U.S. Department of State  
Karl Rios, U.S. Department of State

**Overseas Private Investment Corporation Attendees:**

**Office of the President**

Ryan Brennan, Chief Operating Officer  
Eric Jones, Chief of Staff and OPIC Board Liaison  
Nathan Miller, Senior Advisor  
Frank Dunlevy, Counselor to the President and CEO, and Vice President, Investment Funds

**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**

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

**Small and Medium Enterprise Finance Department**

James C. Polan, 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

Dev Jagadesan, Deputy General Counsel

Kevin Turner, Senior Advisor

Amy Bailey, Associate General Counsel

Alex Evans, Associate General Counsel

Cindy Shepard, Associate General Counsel

Andrea Keller, Assistant General Counsel

Catherine F. I. Andrade, Corporate Secretary

## **MEETING CALLED TO ORDER**

Mr. Sullivan called the open session of the meeting of the U.S. International Development Finance Corporation (“DFC”) Board of Directors (“Board”) to order at 3:01 PM.

### **A. OPENING REMARKS**

Mr. Sullivan welcomed DFC Board members to the first meeting of the DFC Board and acknowledged the historic moment.

Ambassador Green stated that today’s meeting was an important step toward the future opportunities promised by the creation of the DFC.

Mr. Ross stated that the proposed governance documents being considered by the Board were well-crafted and noted his support of today’s agenda.

Mr. McIntosh stated that the creation of the DFC was a tribute to the long-standing success of the Overseas Private Investment Corporation and the hard work of its staff. Without that work, the DFC would not have come to pass. He stated that the DFC offers an opportunity to present the world with a model for private sector-driven growth and development.

Mr. Bohigian provided contextual remarks with respect to corporate governance documents on the Board’s agenda.

### **B. CORPORATE BYLAWS**

Mr. Sullivan turned to the proposed DFC bylaws.

Mr. Ross moved and Ambassador Green seconded the motion to approve, and by unanimous voice vote, the following resolution was approved by the Board:

BE IT RESOLVED, that the Bylaws of the Corporation attached hereto are hereby adopted.

## **BYLAWS OF THE U.S. INTERNATIONAL DEVELOPMENT FINANCE CORPORATION**

These bylaws are adopted by the Board of the Directors (the “Board”) of the U.S. International Development Finance Corporation (the “Corporation”) pursuant to section 1413(b) of the BUILD Act of 2018 (Div. F, PL 115-254) (the “Act”), and they shall be construed accordingly.

### **ARTICLE I – BOARD OF DIRECTORS**

Section 1. Powers – All powers of the Corporation shall vest in and be exercised by or under the authority of its Board. These powers may be delegated

in these Bylaws or by Resolutions duly adopted by the Board; provided such delegations may be suspended by a subsequent Resolution as provided in Article III, Section 6.

Section 2. Composition – The Board shall be composed in accordance with Section 1413(b)(2) of the Act. The duties of a Director, including duties as a member of any Committee of the Board, shall be performed in a manner in which the Director believes to be in the best interest of the Corporation and U.S. taxpayers, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3. Designation of Chair and Vice Chair – The Secretary of State, a designee of the Secretary of State pursuant to the Act, or an official appointed by the Secretary of State pursuant to Article III, Section 3 herein, shall serve as the Chairperson of the Board. The Administrator of the United States Agency for International Development, a designee of the Administrator pursuant to the Act, or an official appointed by the Administrator pursuant to Article III, Section 3 herein, shall serve as the Vice Chairperson of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside over the meeting. In the absence of both the Chairperson and Vice Chairperson, the Chief Executive Officer (“CEO”) shall preside over the meeting.

Section 4. Specific Functions – The Board has the powers and authority provided in the Act. In addition, it is hereby expressly declared that the Board’s functions include:

- (a) The Board shall provide direction and general oversight as to the manner in which the business of the Corporation may be conducted and in which the powers granted it by law may be exercised and enjoyed.
- (b) The Board shall receive reports from the Corporation’s independent accountability mechanism on its activities, and may provide direction or recommendations to the Corporation based on such reports.
- (c) The Board shall, after the end of each fiscal year, approve and authorize for transmission to the Congress a complete and detailed report of the Corporation's operations during such fiscal year and to the Office of Management and Budget a budget as required by Section 102 of the Government Corporation Control Act.
- (d) The Board, in consultation with the Director of the Office of Management and Budget, shall annually assess a dividend payment to the Treasury if the Corporation’s insurance portfolio is more than 100 percent reserved.

- (e) The Board shall call upon members of the Development Advisory Council, either collectively or individually, to advise the Board regarding the extent to which the Corporation is meeting its development mandate and any suggestions for improvements in with respect to meeting that mandate, including opportunities in countries and project development and implementation challenges and opportunities.

## **ARTICLE II – OFFICERS OF THE CORPORATION**

Section 1. Chief Executive Officer – The CEO shall be appointed by the President of the United States, by and with the advice and consent of the Senate, and shall serve at the pleasure of the President. The CEO shall report to the Board and be responsible for the operations and management of the Corporation, exercising all powers and authorities of the Corporation by delegation from the Board, subject to these Bylaws and to policies or other restrictions established by the Board. Subject to those limitations, the CEO may make rules, regulations, policies and procedures with respect to the Corporation and its business and may delegate all or any part of that authority, including authority to obligate the Corporation. Wherever any statute or regulation provides for the exercise of any functions or authorities by the head of agency, such functions or authorities shall be exercised by the CEO.

Section 2. Deputy Chief Executive Officer – The Deputy Chief Executive Officer (“Deputy CEO”) shall be appointed by the President of the United States, by and with the advice and consent of the Senate, and shall serve at the pleasure of the President. The Deputy CEO shall report to the CEO and shall assist the CEO in the operations and management of the Corporation and other duties as assigned or delegated by the CEO. The Deputy CEO shall perform the duties of the CEO should there be a vacancy in that position.

Section 3. Chief Risk Officer – The Chief Risk Officer (“CRO”) shall be appointed by the CEO, subject to the approval of the Board, to perform the duties specified in section 1413(f)(2) of the Act. The CRO shall report directly to the Board and be removable only by a majority vote of the Board.

Section 4. Chief Development Officer – The Chief Development Officer (“CDO”) shall be appointed by the CEO, with the concurrence of the Administrator of the United States Agency for International Development, subject to the approval of the Board, to perform the duties specified in section 1413(g)(2) of the Act. The CDO shall report directly to the Board and shall be removable only by a majority vote of the Board.

Section 5. Inspector General – The Inspector General shall be appointed by the Board, shall report directly to the Board and be removable only by a majority vote of the Board.

Section 6. Corporate Secretary – The Corporate Secretary (“Secretary”) shall be appointed by the CEO, subject to the approval by majority vote of the Board. Removal of the Secretary by the CEO shall be approved by majority vote of the Board. The Secretary shall maintain the corporate records of the Corporation and coordinate communications and flow of information to and among Board members, Corporate officers, and Corporate staff, and shall sign all papers and instruments on which the signature of the Secretary is necessary or appropriate, including the personnel documents necessary for the appointments of the CRO, CDO, and Inspector General; and shall attest to the authenticity of, and affix the seal of the Corporation upon, any instrument requiring such.

Section 7. Other Officers – Except as otherwise provided in these Bylaws or the Act, the CEO may appoint and remove officers, employees, attorneys, and agents as, from time to time, may be deemed necessary and may prescribe their duties and fix their salaries and other compensation.

### **ARTICLE III – PROCEDURE**

Section 1. Conduct of Business – Any and all business of the Board may be transacted at any regular or special meeting of the Board or, subject to the conditions of Section 4 of this Article.

Section 2. Meetings – The Board shall meet not less than quarterly at such times and places as may be specified by the Board; provided, however, that a meeting shall not be required in any quarter when there is no matter requiring action by the Board. Meetings of the Board may also be held at any time upon call of the Chairperson or the Chief Executive Officer or called upon the request of any three members of the Board. The Secretary shall give written notice to each Director of the time, place, and purpose of each meeting by mailing the same at least twelve business days before the meeting or by transmitting the same by electronic means at least ten business days before the meeting. Any meeting at which a quorum is present shall be a legal meeting without regard to the foregoing notice provisions if each Director not present gives written consent to the meeting within ten business days thereafter. The Board shall hold at least two public hearings each year.

Section 3. Quorum; Manner of Voting – Five members of the Board shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the Directors present and voting on a matter shall constitute action of the Board. Any person who has been duly authorized to serve in an acting capacity as CEO, Secretary of State, the Administrator of USAID, Secretary of the Treasury, or Secretary of Commerce, shall be considered a Director and may attend and vote at meetings of the Board in such acting capacity. If a member of the Board as specified in Section 1413(b)(2)(B) of the Act is unavailable to attend a meeting of the Board, such Director may appoint another official at such

Director's agency whose duties relate to the programs of the Corporation to act in such Director's place in a meeting of the Board, and to vote on behalf of, or take any other action required or permitted to be taken by, a Director. The appointed official must serve in a position at or above the level of Assistant Secretary, or equivalent rank. Service in an Acting capacity fulfils this requirement, as does performing the delegable duties of such a position. No Director may otherwise vote or act on any matter before the Board at any meeting or participate in any meeting by any method other than being present. Directors may be present for purposes of this section by conference call or any other means by which all Directors participating in a meeting may hear and respond to each other contemporaneously.

Section 4. Voting by Written Consent – Any matter that could have been submitted for approval at a meeting of the Board may instead be submitted in writing for approval by the Board according to the written consent procedure described in this section. Written approval of a resolution by a majority of the Directors then serving or officials appointed pursuant to Article III, Section 3, shall constitute action of the Board; provided, however, that such action shall be effective only upon expiration of ten business days after delivery of the proposed resolution to all Directors. The action shall not be effective and such resolution shall be considered at the next regular or special meeting of the Board if three or more Directors make written objection to the use of the written consent procedure not later than ten business days after confirmation by the Corporate Secretary of effective delivery of the proposed resolution to each Director.

Section 5. Conflict of Interest – Any Director, serving either pursuant to the Act or Article III, Section 3 herein, who deems it necessary or prudent to disqualify himself/herself from participation in Board action on any matter in which he/she may have or may appear to have a conflict of interest shall advise the presiding officer of his/her disqualification. A Director who is so disqualified shall be counted as present at the Board meeting for quorum purposes. A majority of the Directors present and voting shall be sufficient to constitute Board action on any matter on which one or more Directors present shall have disqualified himself/herself by reason of conflict of interest.

Section 6. Devolution – In circumstances in which a significant number of the Corporation's officers and employees are incapacitated, the direction and control of the Corporation shall revert to the Board, whether upon notice from the CEO or upon the Board's recognition of a catastrophic emergency. The Board shall then immediately take control of executing the Corporation's essential functions, suspend delegations of Board powers as appropriate, and, in communication and coordination among available Board members and capable staff, reconstitute the Corporation, all pursuant to Corporation's Devolution Plan and the Continuity of Operations Plan of which it is a part.

#### **ARTICLE IV – COMMITTEES OF THE BOARD**

Section 1. Executive Committee – By resolution adopting these Bylaws, the Board delegates to an Executive Committee, in the event a quorum of the Board is not present for a regular meeting of the Board, full power and authority to conduct any and all business which shall come before the Board. The Executive Committee shall consist of not less than four Directors or officials appointed pursuant to Article III, Section 3, all of whom shall be required to be present to conduct business. A unanimous vote shall be required to take action. The Chairperson or Acting Chairperson of the Board shall be the Chair of the Executive Committee and shall designate the members thereof in connection with the meeting.

Section 2. Risk Committee – There shall be a Risk Committee consisting of three Directors or officials appointed pursuant to Article III, Section 3, other than the CEO. The Chairperson of the Board shall nominate Directors to serve on the Risk Committee and nominate a Chair of the Risk Committee for the Board's approval. A majority of the Risk Committee members shall constitute a quorum. The Risk Committee shall report to the Board and shall assist the Board in fulfilling its oversight responsibilities under Section 1421(a) of the Act. The Board shall approve a charter document detailing the manner in which these duties will be exercised. Board members specified in Section 1413(b)(2)(B) of the Act may send an official at such Director's agency to observe Committee meetings.

Section 3. Audit Committee – There shall be an Audit Committee consisting of three Directors or officials appointed pursuant to Article III, Section 3, other than the CEO. The Chairperson of the Board shall nominate Directors to serve on the Audit Committee and nominate a Chair of the Audit Committee for the Board's approval. A majority of the Audit Committee members shall constitute a quorum. The Audit Committee shall report to the Board and shall assist the Board in fulfilling its financial oversight responsibilities under Section 1421(a) of the Act. The Board shall approve a charter document detailing the manner in which these duties will be exercised. Board members specified in Section 1413(b)(2)(B) of the Act may send an official at such Director's agency to observe Committee meetings.

Section 4. Other Committees – The Board may, at its discretion, establish other standing or temporary committees composed of Directors, officials appointed pursuant to Article III, Section 3, or other officials or experts as designated by the Board, to assist the Board in fulfilling its responsibilities under the Act.

## **ARTICLE V – DEVELOPMENT ADVISORY COUNCIL**

Section 1. Development Advisory Council – There shall be a Development Advisory Council (the "Council") to advise the Board on

development objectives of the Corporation. Members of the Council shall be appointed by the Board, on the recommendation of the CEO and CDO, and shall be comprised of not more than nine members broadly representative of nongovernmental organizations, think tanks, advocacy organizations, foundations, and other institutions engaged in international development. Members of the Council, either collectively or individually, shall report to the Board from time to time to advise the Board regarding the extent to which the Corporation is meeting its development mandate and any suggestions for improvements with respect to meeting that mandate, including opportunities in countries and project development and implementation challenges and opportunities.

#### **ARTICLE VI – INDEPENDENT ACCOUNTABILITY MECHANISM**

Section 1. Independent Accountability Mechanism: There shall be a transparent and independent accountability mechanism established by the Board. The independent accountability mechanism shall (1) annually evaluate and report to the Board and Congress regarding compliance with environmental, social, labor, human rights, and transparency standards, consistent with Corporation statutory mandates; (2) provide a forum for resolving concerns regarding the impacts of specific Corporation-supported projects with respect to such standards; and (3) provide advice regarding Corporation projects, policies and practices. The Board shall approve an implementation document detailing the manner in which these duties will be exercised. The head of any office responsible for fulfilling these functions shall be appointed by the Board, shall report directly to the Board and be removable only by a majority vote of the Board.

#### **ARTICLE VII – MISCELLANEOUS**

Section 1. Amendments – The Bylaws may be amended by the affirmative vote of two-thirds of the Directors or officials appointed pursuant to Article III, Section 3 then serving, provided that the Secretary shall have given written notice of the general nature and text of any proposed amendment by mailing the same at least twelve business days before the meeting or by transmitting the same by electronic means at least ten business days before the meeting and provided, further, that such notice may be waived by the written consent of all Directors.

#### **C. CORPORATE SECRETARY**

Mr. Sullivan turned to the Board's approval of the DFC's Corporate Secretary.

Mr. Ross moved and Ambassador Green seconded the motion to approve, and by unanimous voice vote, the following resolution was approved by the Board:

BE IT RESOLVED, that the Chief Executive Officer’s appointment of Catherine F. I. Andrade as Corporate Secretary, is confirmed.

**D. CHARTER OF THE RISK COMMITTEE OF THE BOARD**

Mr. Sullivan turned to the Charter of the Risk Committee of the Board.

Mr. Ross moved and Ambassador Green seconded the motion to approve, and by unanimous voice vote, the following resolution was approved by the Board:

BE IT RESOLVED, that the Charter of the Risk Committee of the Board attached hereto is hereby adopted.

**U.S. INTERNATIONAL DEVELOPMENT FINANCE CORPORATION**

**Charter for the  
Risk Committee of the  
Board of Directors**

Pursuant to Article IV, Section 2 of the U.S. International Development Finance Corporation (the “Corporation”) Bylaws (the “Bylaws”), as adopted by the Board of Directors (the “Board”) on June 12, 2019.

Purpose: The purpose of the Risk Committee is to assist the Board in fulfilling its oversight of responsibilities under section 1421(a) of the BUILD Act of 2018 (Div. F, PL 115-254) (the “Act”). Consistent with section 1441(b) of the Act, such functions shall include oversight of:

- a) formulating risk management policies of the operations of the Corporation;
- b) reviewing and providing guidance on operation of the Corporation’s global risk management framework;
- c) developing policies for enterprise risk management, monitoring, and management of strategic, reputational, regulatory, operational, developmental, environmental, social, and financial risks;
- d) developing the risk profile of the Corporation, including a risk management and compliance framework and governance structure to support such framework; and
- e) developing policies and procedures for assessing, prior to providing, and for any period during which the Corporation provides, support to any foreign entities, whether such entities have in place sufficient enhanced due diligence policies and practices to prevent money

laundering and corruption to ensure the Corporation does not provide support to persons that are—

1. knowingly engaging in acts of corruption;
2. knowingly providing material or financial support for terrorism, drug trafficking, or human trafficking; or
3. responsible for ordering or otherwise directing serious or gross violations of human rights.

Authority:

- a) The Risk Committee has authority to conduct or authorize reviews into any matters within its scope of responsibility.
- b) The Risk Committee is specifically empowered to:
  1. retain independent counsel, advisors or others to advise or assist in the conduct of its duties;
  2. seek any information it requires from the Corporation's employees, all of whom are directed to cooperate with such requests;
  3. meet with Board members, external advisors/auditors, or outside counsel, as necessary; and
  4. discharge any other duties or responsibilities delegated to it by the Board.

Composition:

The Risk Committee will consist of three members of the Board, other than the Chief Executive Officer. The Risk Committee members and the Chair will be appointed as provided in Article IV, Section 2 of the Bylaws.

Risk Committee members should have or obtain:

- a) expertise in risk governance and management, the risks the Corporation faces, and methods for managing such risks;
- b) expertise in business activities (including finance), processes and risks similar to the size and scope of those of the Corporation;
- c) expertise in risk committee functions; and
- d) the time, energy and willingness to serve as active contributors.

Meetings: The Risk Committee will meet periodically throughout the year at the call of the Chair as necessary to discharge its responsibilities, but not less than semiannually. A majority of the Risk Committee members (*i.e.*, two members) shall constitute a quorum. Members may attend meetings in person or via conference call or any other means by which all members may hear and respond to each other's statements contemporaneously.

Any Director specified in section 1413(b)(2)(B) of the Act (regardless of whether he or she serves on the Risk Committee) may appoint an official at such Director's agency to attend all meetings of the Risk Committee in an observer role.

Any Director specified in Section 1413(b)(2)(B) of the Act who serves on the Risk Committee, but who is unavailable to attend a meeting of the Risk Committee, may appoint another official at such Director's agency whose duties relate to the programs of the Corporation to attend and act in such Director's place at the Risk Committee meeting, and to vote on behalf of, or take any other action required or permitted to be taken by, such Director. The appointed official must serve in a position at or above the level of Assistant Secretary, or equivalent rank. Service in an Acting capacity fulfils this requirement, as does performing the delegable duties of such a position.

The Risk Committee will invite members of management, contractors or others to attend meetings and provide pertinent information, as necessary or appropriate. The Risk Committee will hold private meetings and executive sessions as necessary. Minutes, meeting agendas and appropriate briefing materials will be prepared by the Corporation's management officials and provided in advance to the Risk Committee.

Committee Duties and Responsibilities: The Corporation's management has the duties and responsibilities of risk assessment, monitoring, and management.

The Risk Committee has an independent oversight role and, in fulfilling that role, relies on reviews and reports provided by management, the Inspector General, the independent accountability mechanism, the Development Advisory

Council, and any other sources of information or advice that the Committee deems relevant.

The Risk Committee's duties and responsibilities include the responsibilities identified in Section 1441(b) of the Build Act. The following illustrative activities may be undertaken to perform these duties and responsibilities:

- a) review, discuss with management and the Board, as appropriate, and provide guidance on:
  - 1. risk governance structure and framework;
  - 2. risk appetite statement;
  - 3. policies for enterprise risk assessment, monitoring, and management of, strategic, reputational, regulatory, operational, developmental, environmental, social and financial risks;
  - 4. reports developed by the independent accountability mechanism, the Inspector General, the Development Advisory Council, and other advisors or experts as the Risk Committee deems relevant;
  - 5. periodic reports on selected risk topics as the Risk Committee deems appropriate; and
  - 6. effectiveness of the system for monitoring the Corporation's compliance with laws and regulations and the results of management investigations and follow-up (including disciplinary action) of any instances of noncompliance.
  
- b) receive reports from management on the metrics used to measure, monitor, and manage risks, and management's views on acceptable and appropriate levels of exposures; and
  
- c) receive reports on the status of internal and external reviews and audits and reports from internal and external reviewers and auditors.

The Risk Committee will report its activities and recommendations to the Board. Such reports will be made as necessary, but not less than annually.

Management Responsibilities: Management shall provide support sufficient to allow the Risk Committee to carry out its duties and responsibilities.

Management shall facilitate the schedule of the Risk Committee such that all matters necessary to fulfilling the Risk Committee's duties and responsibilities are properly and timely brought before it.

## **E. CHARTER OF THE AUDIT COMMITTEE OF THE BOARD**

Mr. Sullivan turned to the Charter of the Audit Committee of the Board.

Mr. Ross moved and Ambassador Green seconded the motion to approve, and by unanimous voice vote, the following resolution was approved by the Board:

BE IT RESOLVED, that the Charter of the Audit Committee of the Board attached hereto is hereby adopted.

## **U.S. INTERNATIONAL DEVELOPMENT FINANCE CORPORATION**

### **Charter for the Audit Committee of the Board of Directors**

Pursuant to Article IV, Section 3 of the U.S. International Development Finance Corporation (the "Corporation") Bylaws (the "Bylaws"), as adopted by the Board of Directors (the "Board") on June 12, 2019.

- Purpose:                    The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities under section 1421(a) of the BUILD Act of 2018 (Div. F, PL 115-254) (the "Act"). Consistent with section 1441(c) of the Act, such functions shall include oversight of:
- a) the integrity of the Corporation's financial reporting and systems of internal controls regarding finance and accounting;
  - b) the integrity of the Corporation's financial statements;
  - c) the performance of the Corporation's internal audit function; and
  - d) compliance with legal and regulatory requirements related to the finances of the Corporation.

- Authority: The Audit Committee has authority to conduct or authorize reviews into any matter within its scope of responsibility. Specifically, it is empowered to:
- a) appoint and oversee the work of any registered public accounting firm employed by the Corporation;
  - b) resolve any disagreements between management and the auditor regarding financial reporting;
  - c) pre-approve all auditing and non-audit services;
  - d) retain independent counsel, accountants, or others to advise or assist in the conduct of an investigation;
  - e) seek any information it requires from the Corporation's employees - all of whom are directed to cooperate with such requests;
  - f) meet with Board members, external auditors, or outside counsel, as necessary; and
  - g) discharge any other duties or responsibilities delegated to it by the Board.

Composition: The Audit Committee will consist of three members of the Board, other than the Chief Executive Officer. The audit committee members and the Chair will be appointed as provided in Article IV, Section 3 of the Bylaws.

Audit Committee members should have or obtain:

- a) expertise in understanding of financial statements;
- b) the ability to assess the general application of accounting standards;
- c) expertise in either (i) preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that the Corporation's financial statements can reasonably be expected to raise or (ii) actively supervising individuals engaged in these activities;

- d) expertise in internal controls and procedures for financial reporting;
- e) expertise in audit committee functions; and
- f) the time, energy and willingness to serve as active contributors.

Meetings:

The Audit Committee will meet periodically throughout the year at the call of the Chair as necessary to discharge its responsibilities, but not less than semiannually. A majority of the Audit Committee members shall constitute a quorum (*i.e.*, two members constitute a quorum). Members may attend meetings in person or via conference call or any other means by which all members may hear and respond to each other's statements contemporaneously.

Any Director specified in section 1413(b)(2)(B) of the Act (regardless of whether he or she serves on the Audit Committee) may appoint an official at such Director's agency to attend all meetings of the Audit Committee in an observer role.

Any Director specified in Section 1413(b)(2)(B) of the Act who serves on the Audit Committee, but is unavailable to attend a meeting of the Audit Committee, may appoint another official at such Director's agency whose duties relate to the programs of the Corporation to attend and act in such Director's place at the Audit Committee meeting, and to vote on behalf of, or take any other action required or permitted to be taken by, such Director. The appointed official must serve in a position at or above the level of Assistant Secretary, or equivalent rank. Service in an Acting capacity fulfils this requirement, as does performing the delegable duties of such a position.

The Audit Committee will invite members of management, contractors or others to attend meetings and provide pertinent information, as necessary or appropriate. The Audit Committee will hold private meetings and executive sessions as necessary. Minutes, meeting agendas and appropriate briefing materials will be prepared by management officials and provided in advance to the Audit Committee.

Audit  
Committee  
Duties and

The Audit Committee's duties and responsibilities consist of oversight responsibility and are not managerial.

Responsibilities: The Audit Committee's duties and responsibilities include the duties and responsibilities identified in Section 1441(c) of the BUILD Act. The following illustrative activities may be undertaken to perform these duties and responsibilities:

- a) ratify the selection of the independent public accountants who will perform the financial audit function;
- b) review and comment on the financial audit scope, risk assessment and audit plan of the independent public accountants;
- c) discuss with the independent public accountants:
  - i) the results of the Corporation's annual financial audit at the conclusion of the audit;
  - ii) the adequacy of the Corporation's system of internal controls;
  - iii) the adequacy of the Corporation's reserve for losses;
  - iv) any recommendations made by the independent public accountants to management as a result of their audit;
  - v) other business relationships and potential conflicts of interest, if any, of the independent public accountants with the Corporation; and
  - vi) compliance of the annual financial audit with the applicable auditing standards;
- d) review:
  - i) the audit plans and estimated fees of any additional audits that the independent public accountants perform;
  - ii) the accounting policies and policy changes, including fair value estimates, impairments, and management's assumptions underlying critical accounting estimate;
  - iii) financial statements to be published for

- appropriate disclosures, including any pending litigation;
  - iv) the capacity of the internal and independent public accountants to meet their performance expectations;
  - v) key financial controls of the Corporation, including whistleblower activities, fraud detection, and key business process controls;
  - vi) reports from the internal control review functions;
  - vii) reports on the status of internal and external reviews and audits and reports from internal and external reviewers and auditors;
  - viii) reports from management on compliance matters; and
  - ix) the effectiveness of the system for monitoring the Corporation's compliance with laws and regulations that may impact the Corporation's financials and the results of the Corporation's management's investigation and follow-up (including disciplinary action) of any instances of noncompliance; and
- e) determine, through discussions with the independent public accountants and the internal auditors, that no restrictions are being placed on the scope of their audits by the Corporation's management.

The Audit Committee will report its activities and recommendations to the Board. Such reports will be made as necessary, but not less than annually.

Management Responsibilities: Management shall provide support sufficient to allow the Audit Committee to carry out its duties and responsibilities. Management shall facilitate the schedule of the Audit Committee such that all matters necessary to fulfilling the Audit Committee's duties and responsibilities are properly and timely brought before it.

**F. DELEGATION OF AUTHORITY**

Mr. Sullivan turned to the Board's Delegation of Authority for certain transactions.

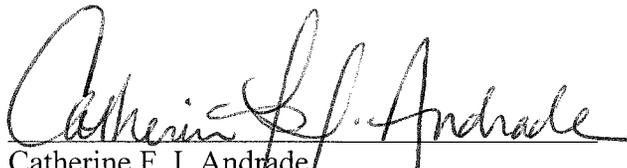
Mr. Ross moved and Ambassador Green seconded the motion to approve, and by unanimous voice vote, the following resolution was approved by the Board:

BE IT RESOLVED, that the duties of the Board of Directors of the U.S. International Development Finance Corporation shall include reviewing and approving, if appropriate: 1) support of projects using the authorities under BUILD Act sections 1421(c) (Equity Investments), 1421(e) (Promotion and Support for Private Investment Opportunities), 1421(f) (Special Projects and Programs), and 1421(g) (Enterprise Funds) regardless of the dollar commitment; and 2) support of projects using the authorities under BUILD Act sections 1421(b) (Lending and Guarantees) and 1421(d) (Insurance and Reinsurance) where the Corporation's maximum contingent liability or obligated amount for the project exceeds \$50 million. Therefore, the Board hereby authorizes, empowers and directs the Chief Executive Officer of the Corporation to implement the Corporation's programs in accordance with all applicable statutory authority and other authorities and requirements, and all policies adopted by the Board; provided, however, that projects set forth above shall require the approval of the Board; provided further, this delegation of authority from the Board of Directors to the CEO shall expire if not reauthorized or amended prior to September 30, 2025.

Mr. Bohigian stated that work would continue in the immediate weeks ahead to launch the DFC on October 1, 2019. He discussed development, growth, and flexibility as guiding principles in this work.

Having no other business before the Board, Mr. Ross moved and Mr. Green seconded the motion to adjourn the meeting. By unanimous voice vote, the meeting was adjourned at 3:15 pm.

Respectfully submitted,



Catherine F. I. Andrade  
Corporate Secretary