

**Additional Information regarding Call for Submissions (CFS) for US Transaction Counsel, based on questions received (capitalized terms not defined below are defined in the CFS):**

1. At this time, OPIC does not intend to extend the deadline for submissions beyond November 14.
2. The Eligibility Criteria for Firms applying to be on the Panel are set forth in Section 1.A. of the CFS. OPIC Legal Affairs recognizes that these criteria may be more stringent than the eligibility criteria in the Request for Proposals (RFP). Note, however, that sub-contracting arrangements may be acceptable to the extent they would not add undue complexity to the retention or billing arrangements or result in additional burdens to the Borrower or the transaction.
3. As indicated in the questions in Section 1.A.1(a) and 1.A.2(a), the Firm needs to be qualified to issue New York law opinions, with respect to Section 1.A.1(b), 1.A.2(b) and 1.A.3(a), the OPIC Team needs to have sufficient New York law expertise, and with respect to 1.A.1(c) and 1.A.2(c), the Key Persons (collectively) need to have the experience indicated. OPIC Legal Affairs will further evaluate whether each Key Person and each other member of the proposed OPIC Team possesses the technical capability to perform the work contemplated by the CFS.
4. OPIC Legal Affairs is seeking counsel with experience representing IFIs, DFIs or ECAs. Therefore, it is not acceptable to respond to the question in Section 1.A.1(c) with a list of financings where your Firm represented borrowers or commercial lenders only.
5. With regard to Section 1.B.2, the core team of 10 members includes Key Persons.
6. With respect to information requested under Section 2.A.1.d, the chart should not include lawyers who are solely listed as specialists and would not otherwise be members of the core OPIC Team managing day to day matters with respect to a transaction. We are not expecting that OPIC Team members will have experience in the specialist areas, although to the extent that is the case, it can certainly be mentioned. A brief description of your Firm's relevant experience and expertise in specialty areas will otherwise be considered responsive.
7. With regard to Section 2.A.2 of the CFS, OPIC Legal Affairs prefers that the three client references for Key Persons not include OPIC staff.
8. With regard to Section 2.A.2, a total of three references is sufficient.
9. It is fine to include approximate numbers for project costs, etc. in the Table of Representative Transactions in Section 2.A.3.
10. With regard to the chart in Section 2.B, many firms that work with institutions like OPIC provide a general discount to those types of entities. That rate should be included in column 3. If your Firm does not provide any such general discount to institutions like OPIC, the Firm's standard rate would be inserted in column 3. To the extent that your Firm is willing to provide discounted rates below those provided in column 3, those additionally discounted rates should be inserted in column 4.
11. Any deviations from the current form of the retainer and fee letters will have to be acceptable to OPIC and will be considered on a case by case basis, taking into account requirements of

other parties in the transaction (including any jointly represented parties) and of applicable law or rules of professional conduct. If your Firm is aware of changes or additions you would require to the current forms, you should provide specific language in your proposal that you would request to be included in the retainer/fee letters (preferably in a blacklined form) so that OPIC Legal Affairs can take this into account in evaluating your submission. As noted in the CFS, the form of the retainer and fee letters may also be updated by OPIC from time to time in its discretion, including to incorporate changes where there is consensus among firms supporting OPIC that such changes have become customary under applicable retention practices.

It is not contemplated that the form of retainer and fee letters would incorporate non-OPIC documents by reference and any such practice is discouraged; if additional provisions are deemed necessary by your Firm, the changes will need to be agreed by all parties and incorporated into the retention agreements at the time of retention and should be indicated in your response in the manner noted above.

12. There is no small business set aside for the CFS, although small businesses that satisfy the Eligibility Criteria are encouraged to apply.
13. OPIC is open to considering proposals that include sub-contracting arrangements to the extent they would not add undue complexity to the retention or billing arrangements or result in additional burdens to the Borrower or the transaction. Any such arrangements should be described in sufficient detail so that OPIC can evaluate the arrangements as part of the submission.
14. The CFS is solely for "Borrower Pay" arrangements where OPIC will have no responsibility for payment of fees or costs whereas the Request for Proposals (RFP) regarding the IDIQ awarded in August 2016 is for arrangements where OPIC will be responsible for paying fees and costs.
15. Firms that seek to serve on the Panel will not need to activate a SAM registration or be subject to FAR requirements. As stated in the CFS and in contrast to the solicitation referenced (OPIC-16-R-0014), OPIC will have no responsibility for payment of fees or costs.
16. The signed acknowledgment included in the Cover Letter is sufficient to confirm that a Firm will comply with the Guidelines set forth in Section 3.