June 8, 2017

Dev Jagadesan
Designated Agency Ethics Official
Overseas Private Investment Corporation
Washington, D.C. 20527

Dear Mr. Jagadesan:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of President of the Overseas Private Investment Corporation.

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the matter, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me: any spouse or minor child of mine; any general partner of a partnership in which I am a limited or general partner; any organization in which I serve as officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

Upon confirmation, I will resign from my positions with Veritex Community Bank and its parent company, Veritex Holdings, Inc. I hold common stock, unvested restricted stock, and vested options in Veritex Holdings, Inc. I do not hold vested restricted stock or unvested stock options. I will forfeit any restricted stock that is unvested as of the date of my appointment. Because I will continue to own stock and vested options in Veritex Holdings, Inc., I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of Veritex Holdings, Inc. or Veritex Community Bank, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

Upon confirmation, I will resign from my positions with the entities listed in Attachment A. During my appointment, my spouse will continue to manage these entities. I will continue to have a financial interest in these entities, but I will not provide services material to the production of income. Instead, I will receive only passive investment income from them. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of any of these entities, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my positions with the following entities:

1. MCrowd Restaurant Group
2. Petrosmith Equipment, LP

3. Mockingbird Interests LP
4. Charter 2904 Oak Lawn LP
5. Charter 2904 Oak Lawn GP Inc.
6. Charter Private Equity LP
7. Charter Private Equity GP Inc.
8. Parker PBM 46 LP
9. Parker PBM 46 GP Inc.

I will continue to have a financial interest in these entities, but I will not provide services material to the production of income. Instead, I will receive only passive investment income from them. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of any of these entities, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my positions with the Baylor Health Care System Foundation, the Highland Park Village Partners, and the Washburne Brother's Family Trust. For a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I will retain my positions as a trustee of the Washburne Family Trust, the Incline Trust, the Washburne MCrowd Trust, and the three Gillon dependent children trusts. I will not receive any fees for the services that I provide as a trustee during my appointment to the position of President and Chief Executive Officer. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of any of these trusts, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

I have been advised that there is a remote possibility that the duties of the position of President and Chief Executive Officer at OPIC may involve particular matters affecting my financial interests in investment partnerships, investment funds, and investment companies. The agency has determined that it is not necessary at this time for me to divest my interests in these entities because my recusal from particular matters in which these interests pose a conflict of interest will not substantially limit my ability to perform the essential duties of the position of President and Chief Executive Officer. I will provide relevant periodic investment information for these entities to the Ethics Division of the Office of the General Counsel at OPIC. If in the future the holdings of any of these entities are determined to pose a conflict with the performance of my official duties, then I may be directed to divest my interest in such entities. In that event, I will do so within 90 days of such order. In addition, I understand that I am personally responsible for avoiding conflicts of interest and I agree to monitor all investment information made available to me regarding these partnerships, funds, and companies. With regard to each of these entities, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the entity or its underlying assets, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of my financial interests in securities, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, I will not participate personally and substantially in the particular matter that to my knowledge has a direct and predictable effect on the interests, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.201(b) with regard to any of my financial interests in sector mutual funds, I will monitor the value of those interests. If the aggregate value of my interests in sector mutual funds that concentrate in any one sector exceeds $50,000, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of any holdings of the funds that are in the specific sector in which the funds concentrate, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will meet in person with you during the first week of my service in the position of President in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will also document my compliance with this ethics agreement by notifying you in writing when I have completed the steps described in this ethics agreement.

I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order no. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.

I have been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,

Ray W. Washburne

ATTACHMENT A:

1. Charter Asset Management LP
2. Charter Holdings Inc.
3. Charter 2700 Fairmount LP
4. Charter 2700 Fairmount GP Inc.
5. Charter 2709 Berry LP
6. Charter 2709 Berry GP, Inc.
7. Charter Cleburne LP
8. Charter Cleburne GP Inc.
9. Charter FL LP
10. Charter FL GP Inc.
11. Charter FL 2 LP
12. Charter FL 2 GP Inc.
13. Charter Freeport Partners LP
14. Charter Freeport Investments Inc.
15. Charter Hoyle LP
16. Charter Hoyle GP, Inc.
17. Charter Santa Anna Partners LP
18. Charter Santa Anna Investments Inc.
19. Charter Vapor LP
20. Charter Vapor GP Inc.
21. Charter Aeroplaza LP
22. Charter Aeroplaza GP Inc.
23. Charter ADL LP
24. Charter Ventures GP Inc.
25. Charter ADS Media LP
26. Charter Venture Partners GP Inc.
27. Huron Cascade Partners LP
28. Huron Cascade Investments Inc.
29. Charter Hampton LP
30. Charter Hampton GP Inc.