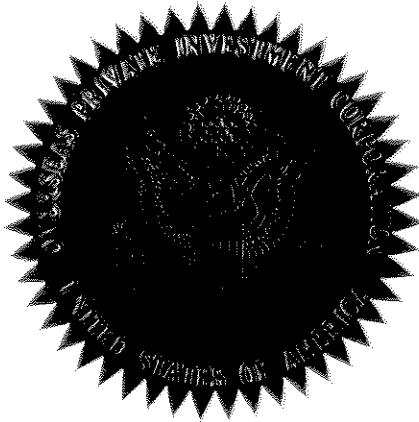
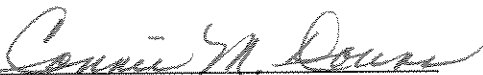


**BY THE BOARD OF DIRECTORS  
OF  
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

BE IT RESOLVED, that the Board Resolution BDR (08)45 is hereby superseded, and that the Board hereby approves financing under Section 234 of the Foreign Assistance Act of 1961, as amended, of up to \$200 million principal amount, plus interest thereon, to Citibank, N.A. or an acceptable affiliate for a lending facility for eligible downstream project loans to be originated in Mexico, any country in Central America and any country in South America and the Caribbean.



Approved by the Board of Directors  
on **November 19, 2009**

  
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Connie M. Downs  
Corporate Secretary