BY THE BOARD OF DIRECTORS OF THE OVERSEAS PRIVATE INVESTMENT CORPORATION

BE IT RESOLVED, that the Board hereby approves financing under Section 234 of the Foreign Assistance Act of 1961, as amended, in the principal amount of up to \$200 million for El Paso Rio Claro Limitada for the construction and operation of a natural gas-fired power plant in the city of Macae in the State of Rio de Janeiro, Brazil.

Approved by the Board of Directors on July 17, 2003

Connie M. Downs
Corporate Secretary