

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

BE IT RESOLVED, that BDR(01)05, that incorporated and adopted the **OPIC Bylaws**, is hereby amended to include the addition of a new Section 10 under Article III that shall read as follows:

Section 10. Audit Committee. There shall be an Audit Committee consisting of three Directors other than the President & Chief Executive Officer. The Chairman of the Board shall nominate Directors to serve on the Audit Committee to the Board of Directors for approval. Once approved, one Director shall be designated by the Chairman of the Board to serve as Chair of the Audit Committee. Two members of the Audit Committee shall constitute a quorum. The Audit Committee shall report to the Board of Directors, and shall be responsible for providing assistance to the Board in fulfilling its accounting and reporting oversight responsibilities, which include: determining that OPIC has adequate administrative and financial controls; reviewing the financial statements prepared by management for distribution to Congress and the public; and providing oversight regarding OPIC's internal audit function and OPIC's independent accountants.



Approved by the Board of Directors
On September 21, 2006

Connie M. Downs
Corporate Secretary