POINTS of AGREEMENT

In the city of Tuxtepec, on the 11th of March, 2011, representatives of the communities of Paso Canoa, Santa Ursula, Cerro de Oro, and Los Reyes ("the communities"), and representatives of the companies Conduit Capital Partners, Comexhidro, and Electricidad de Oriente ("the company") have made the following agreements:

- The company will study and prepare an alternative technical design that avoids the use of Sal Creek and the spring, from which potable water for the communities comes.

- The company will present the current project and the alternative design, first to the representatives of the communities and later to the community members so that they can compare both options.

- After hearing the presentation of the current project and the alternative, the communities will decide which of the two options they prefer, or if they prefer no project to be implemented. The company will accept the decision of the communities.

- The company will keep suspended all works related to construction until the communities have made their decision to continue or not to continue with the project.

- If the communities opt for the alternative presented, the company shall repair Sal Creek to its previous state as much as possible. If the communities decide that no project will be implemented, the company will comply with what the law establishes with regard to the reparation of Sal Creek.

- The company and the communities will mutually agree to hire an expert who will conduct a study of the risks to the dam curtain as a result of project construction. The communities, the municipal authorities, and state and federal government and the company will have an opportunity to provide information to the expert, attend monitoring visits, and listen to the presentation of results. The company and the communities agree to accept the results of the study.

- All the communications related to this process will be exchanged only between the representatives of the company and the representatives of the communities present in this meeting. The logistical coordination of meetings shall be made through the lawyers for the communities, Natalie Bridgeman Fields and Komala Ramachandra. For the presentation of the information, it will be necessary to agree on a day and place so that all of the members of the commission that represent the communities can be present.

- With the presence of the relevant authorities, the company and the communities shall meet to conduct a review of all the documents concerning the legality of the operation of the project.

- Both the company and the communities agree not to initiate judicial or administrative actions until the communities have made a decision regarding the future of the project.

- The communities and the company commit to refraining from unilaterally providing information to the media and public about the dialogue process moving forward and will coordinate joint statements. Both parties commit to publicly clarifying any erroneous information that is issued by those who have participated and those who have not participated in the meetings.

- The communities, the company (with the participation of Marc Frishman and possibly Carlos Jinich), and the invited authorities will meet again within one month under the auspices and mediation of OPIC's Office of Accountability, tentatively during the week of April 11, in a place to be determined, in order to follow up on the agreed commitments. Both parties may bring legal assistance to the next meeting.