



Chief
Grants and Co-financing Management Unit
Vice Presidency for Countries

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September 4, 2009

Mr. Luiz Felipe Carneiro da Cruz
Corporate Officer Responsible for Sustainability and CSR
Construtora Norberto Odebrecht S.A.
Av. Das Nações Unidas, 8501 – 31º Andar
São Paulo – SP – Brasil
CEP – 05425 – 070

Re.: Inter-American Development Bank – Construtora Norberto Odebrecht S.A.’s contribution concerning the Seventh Inter-American Conference on Corporate Social Responsibility (CSR): “Facing Challenges with Responsibility”.

Dear Mr. Cameiro da Cruz:

By means of this letter agreement, the Inter-American Development Bank (hereinafter, the “IADB”) is pleased and honored to acknowledge and accept the offer of a grant of twenty-five thousand U.S. dollars (U.S.\$25,000.00) (hereinafter, the “Contribution”) from Construtora Norberto Odebrecht S.A. (hereinafter, “ODEBRECHT”), to support the Seventh Inter-American Conference on Corporate Social Responsibility (CSR): “Facing Challenges with Responsibility” (hereinafter, the “Conference”) that is expected to take place in Punta del Este, Uruguay on December 1 – 3, 2009, inclusive, substantially on the terms described in the attachment hereto (hereinafter, the “Attachment”) and in the IADB Technical Cooperation RG-T1729 (RG-X1062).

The Contribution will be accounted for separately from IADB’s assets at the discretion of the IADB, and will be administered together with other contributions received by the IADB.

The utilization of the Contribution will be subject to the following terms:

1. ODEBRECHT shall make available twenty-five thousand U.S. dollars (U.S.\$25,000.00) to cover general expenses of the Conference, unless the parties agree otherwise in writing. Any major deviations from the objectives or activities described herein (including the Attachment) will require ODEBRECHT’s written approval. The Contribution shall be made in U.S. dollars and the IADB shall have the right to exchange the funds into other currencies at its discretion, without assuming any risk in the conversion of currencies.

2. The Contribution shall be transferred to the IADB in full in a single installment, upon the IADB's written request, to the account #04404221 "Inter-American Development Bank - Cofinancing Account" opened by the IADB at Deutsche Bank America Trust, New York (swift # BKTRUS33XXX). Such account is denominated in U.S. dollars.
3. ODEBRECHT acknowledges and agrees that the Contribution shall be completely untied and that the procurement of goods and services to be financed with the Contribution shall be undertaken in accordance with the IADB's policies and procedures. The IADB may keep for its own account, as compensation for its administrative costs in relation to the Contribution, any investment income generated by the Contribution pending its disbursement for the Conference.
4. Unless otherwise agreed between ODEBRECHT and the IADB in writing, any portion of the Contribution not used for the purposes described herein shall be cancelled and returned to ODEBRECHT as soon as possible after the Conference takes place.
5. The IADB shall provide to ODEBRECHT information on the use of the Contribution and the Conference as may be maintained by the IADB in the course of its regular operations, and that ODEBRECHT may reasonably request in writing.
6. The IADB shall list ODEBRECHT as a co-sponsor in the Conference materials. The IADB may also use ODEBRECHT's name and/or logo in any other way or form in the Conference materials, including any publications and/or advertisements. ODEBRECHT agrees to obtain the IADB's written consent before using the IADB's name in any way or form, related or not to the Conference.
7. ODEBRECHT will be regarded as a co-sponsor of the Conference. ODEBRECHT acknowledges that no other benefits will be afforded to ODEBRECHT as a result of the Contribution.
8. ODEBRECHT further acknowledges that the IADB's commitment to use the Contribution as contemplated herein is subject to the IADB's formalization of all internal approvals necessary for the Conference.
9. At the IADB, the Office of the Multilateral Investment Fund (MIF) shall have technical responsibility for the Conference, including specific coordination with ODEBRECHT regarding the Conference and any reporting requirements related thereto. The contact person at MIF is Mr. Fernando Jiménez-Ontiveros, Deputy Manager (tel: (202) 942-8127, e-mail: fernandojo@iadb.org). The Grants and Co-financing Management Unit (VPC/GCM) will be responsible for forwarding to ODEBRECHT the transfer request mentioned in paragraph 2. The contact person at VPC/GCM is Ms. Marguerite S. Berger, Chief (tel: (202) 623-1774, e-mail: margueriteb@iadb.org).
10. Any communications addressed to ODEBRECHT in connection with this letter agreement will be sent to your attention at the address mentioned above.

11. Subject to its policies and procedures with respect to the disclosure of information, the IADB may make this letter agreement publicly available.

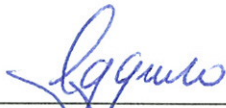
On behalf of the IADB, I wish to express our sincere appreciation for the important support provided by ODEBRECHT for the Conference.

Sincerely,



Marguerite S. Berger
Chief
Grants and Co-financing Management Unit
Vice Presidency for Countries

Acknowledged and agreed
for Construtora Norberto Odebrecht S.A.:



M Luiz Felipe Carneiro da Cruz
Corporate Officer Responsible for Sustainability and CSR

Date: September, 9, 2009



Corporate social responsibility (CSR) usually refers to the incorporation of social and environmental factors in the decision taking process and in strategic corporate decisions that go beyond the traditional way of doing business¹. Businesses broaden the spectrum of stakeholders, including other traditional actors such as senior management and shareholders, other actors who have a stake in that company (employees and their families, suppliers, customers, government and the community in general). Businesses also include factors such as impact on the environment and corporate government in its business strategy.

In practice, CSR envelops certain external aspects, such as supporting the communities where the business is located, as well as internal aspects, as in labor relations. As a result of responsible external practices, companies have been able to legitimize their position as environmentally responsible businesses. For a company, a boost to its reputation means gaining community acceptance and, by extension, a license to operate, as well as expanding its market share. As for the internal aspects of CSR, by voluntarily implementing better occupational health and safety standards, businesses' interest in the well-being of their employees has translated into greater job satisfaction and productivity and lower absenteeism, thus lowering labor costs.

Customers are a crucial factor in the promotion and implementation of CSR. As a company's principal source of revenue and capital, customers can have a major influence on how that company makes decisions. Thanks to these customers (consumers, in the case of consumer goods), many businesses have made changes to processes and value and marketing chains, have become more sensitive to the impact of their activities on the environment and their communities, and have become more actively involved in the promotion and implementation of public policies that benefit the community. Customers/consumers have further raised companies' level of responsibility by demanding that they select suppliers that use socially responsible practices in the production, procurement, and processing of raw materials or inputs.

In sum, CSR is seen as an important factor in the success and competitiveness of a business operating in competitive global markets, while also translating into a better quality of life for the communities in the area of influence of that business.

¹ Business for Social Responsibility (an international business association that promotes corporate social responsibility) defines CSR as running a business in a way that meets or exceeds society's ethical, legal, commercial, and public expectations.

The general objective of the project is the promotion of socially and environmentally responsible practice of business in Latin America and the Caribbean. The specific objectives consist of (i) bringing together representatives of the private sector, government and CSOs, interested in promoting CSR in the region to facilitate the exchange of experiences in the implementation of responsible social and environmental factors; (ii) disseminating, through practical and successful examples (preferably in the Region), the impact and the results of applying CSR principles; (iii) disseminating mechanisms through which the adoption of CSR practices in the region can be promoted in the Latin American and Caribbean private sector; and (iv) promoting and facilitating the discussion of CSR subjects that have a positive impact in the sustainable development of the region.

The purpose of the project is the organization of a two and a half day conference on CSR. The preparation of the conference will take approximately eight months, time in which expert speakers will be identified, the logistical aspects of the conference will be discussed, material for the conference will be prepared, the website will be updated (www.csramericas.org) and activities throughout the will take place to promote the participation of the private sector. After the event its proceedings will be published and an evaluation will take place.

The project has three **components** which are as follows:

a) Research and preparation

Involves various activities: (i) the identification of specific matters to prepare the agenda and contribute to the debate; (ii) the selection of expert speakers from the private sector, governments, civil society organizations, and the academic world; and (iii) selection of the logistics company and other support activities.

b) Conference

The event is programmed to take place on December 1-3 2009 in Punta del Este, Uruguay and will last two days and a half. The Conference aims to focus on how Corporate Social Responsibility (CSR) can help companies overcome the challenges presented by difficult economic situations and capitalize on unforeseen business opportunities. Sessions will center on strategies that create value for companies' competitiveness, while at the same time contributing to sustainable and equitable development.

The target group is the private sector. It is hoped that countries and sectors are well-represented. The Conference will bring together leaders and business experts on CSR, government representatives, civil society organizations and multilateral organizations, with the objective of promoting CSR practices in the region. To participate in the conference, registration must be paid. It is estimated that approximately 400 people will attend.

The Advisory Council, together with the conference group, will give the necessary guidance in order to assure the participation of a diverse group of speakers that represent

an ample spectrum of countries, models and sectors. An effort will be made to promote a large participation of businessmen from the region. Speakers will come from three groups: (i) private sector representatives; (ii) civil society organizations and academia representatives; and (iii) government representatives and multilateral organizations, all involved in the promotion and implementation of CSR.

c) Dissemination of information and evaluation

In order to facilitate the exchange of information on CSR, the project will use the website www.csramericas.org. Proceedings will be published and will be distributed at a regional level once the Conference is over. With the objective of assuring that all goals are met, these will be evaluated in two steps. The first, through a survey “in situ” that will evaluate lessons learned and the content of presentations. Second, focalized interviews to obtain feedback on the assimilation and application of practices and experiences disseminated during the Conference.