

Information About Proposer
Organization – Form B-2

FORM B-2

INFORMATION ABOUT PROPOSER ORGANIZATION

1.0 Proposer Name: Cintra Concesiones de Infraestructuras de Transporte, S.A.

2.0 Type of entity: "SOCIEDAD ANONIMA"

3.0 Proposer's address: Plaza Manuel Gómez Moreno, 2
Madrid - 28020
Spain

+34 914 185 623 +34 915 973 883
Telephone Facsimile

4.0 How many years has the Proposer and each Equity Owner been in its current line of business?

Proposer/ Equity Owner:

Cintra (Equity Owner) : 36
_____: _____
_____: _____
_____: _____

5.0 How many years has the Proposer and each Equity Owner been in business under its present name?

Proposer/ Equity Owner:

Cintra (Equity Owner) : 6
_____: _____
_____: _____
_____: _____

6.0 Under what other or former names have the Proposer and each Equity Owner operated?

Proposer/ Equity Owner:

CINTRA (EQUITY OWNER): Grupo Ferrovial

7.0 If the Proposer (or any Equity Owner) is a corporation or includes a corporation as a joint venturer, partner or member, **include copies of articles of incorporation and bylaws for each corporation certified by an appropriate officer and a list all shareholders owning at least five percent (5%) of the outstanding shares of each corporation** and answer the following (copy this page if necessary for multiple corporations):

7.1 Name of corporation: Cintra Concesiones de Infraestructuras de Transporte, S.A.

7.2 Relationship of corporation to the Proposer: Equity Owner of the Proposer that has not yet been formed

7.3 Date of incorporation: 1968

7.4 State of incorporation: Spain

7.5 President's name: Rafael del Pino y Calvo Sotelo

7.6 Vice president's name(s): N/A

7.7 Secretary's name: Lucas Osorio Iturmendi

7.8 Treasurer's name: Francisco Clemente Sánchez

7.9 Shareholders: Ferrovial Infraestructuras, S.A. (60%); Macquarie Infrastructure Group (40%)

8.0 If the Proposer (or any Equity Owner) is a partnership (including general partnerships, limited partnerships and limited liability partnerships) or includes a partnership as a joint venturer, partner or member, **include copies of partnership agreements and certificates of partnership for all tiers certified by an authorized individual, as well as the articles of incorporation and bylaws/partnership agreement/limited liability company operating agreement of all general partners**, and answer the following (copy this page if necessary for multiple partnerships):

8.1 Name of partnership: n/a.

8.2 Relationship of partnership to the Proposer: _____

8.3 Date and state of formation of partnership: _____

8.4 Full names and addresses of all partners (state whether general or limited partners):

9.0 If the Proposer (or Equity Owner) is a joint venture or includes a joint venture as a joint venturer, partner or member, **include copies of joint venture agreements for all tiers certified by an authorized individual**, and answer the following (*copy this page if necessary for multiple joint ventures*):

9.1 Name of venture: n/a. _____

9.2 Relationship of venture to the Proposer: _____

9.3 Full names and addresses of all members (at all tiers):

10.0 If the Proposer (or any Equity Owner) is a limited liability company or includes a limited liability company as a joint venturer, partner or member, **include the articles of organization and executed operating agreement of the limited liability company certified by an appropriate individual, as well as the articles of incorporation and bylaws of the managing member(s)** and answer the following (*copy this page if necessary for multiple companies*):

10.1 Name of company: n/a. _____

10.2 Relationship of company to the Proposer: _____

10.3 Date of organization: _____

10.4 State of organization: _____

10.5 President's name: _____

10.6 Vice president's name(s): _____

10.7 Secretary's name: _____

10.8 Treasurer's name: _____

11.0 If the Proposer (or any Equity Owner) is an individual or an entity other than a corporation, partnership, limited liability company or joint venture, **include copies of organizational documents for all tiers certified by an appropriate individual** and describe such person or entity and name all principals (*copy this page if necessary for multiple entities*):

n/a.

12.0 The Proposer shall review its PQS previously submitted to TxDOT and list below any new or changed information, including an update of Key Personnel and other key staff members and their relevant experience. Except as updated by the following information, the Proposer's PQS is hereby incorporated as if set forth in full and the Proposer represents and warrants to TxDOT that the information set forth in the PQS, except as set forth herein, is true, complete and accurate in all respects, and does not contain any misleading or incorrect information. Attach separate sheets if necessary.

Summary of changes in Proposer's organization

In the PQS, Cintra Concesiones de Infraestructuras de Transporte, S.A. (Cintra) was the only Equity Owner of the Proposer.

However, according to Cintra's Requests for Approval dated July 19 and August 2, and to Addendum #3 of the RFDP, the new Proposer will be "Cintra Concesiones de Infraestructuras de Transporte, S.A. and Zachry Construction Corporation as Equity Owners of a Proposer that has not yet been formed".

The following is the legal structure of the Proposer and Equity Owners:

- The Proposer will be formed as a Texas limited partnership, which will also be the Developer under the CDA.
- The Equity Owners are Cintra Concesiones de Infraestructuras de Transporte, S.A. ("Cintra"), a Spanish corporation, and Zachry

Construction Corporation ("Zachry"), a Delaware corporation that is qualified to do business in Texas.

- Cintra's equity interest in the Proposer will be held by a Delaware corporation ("Cintra U.S.") to be formed as an indirect wholly owned subsidiary of Cintra. Cintra U.S. will be formed immediately prior to the formation of the Proposer.
- The Proposer will be a Texas limited partnership whose sole general partner (the "General Partner") will be a Texas limited liability company. The General Partner will be formed immediately prior to the formation of the Proposer and will hold a one (1%) percent partnership interest in the Proposer.
- The General Partner will have two members. One member will be Cintra U.S., which will hold an 85% membership interest in the General Partner. The other member will be Zachry, which will hold a 15% membership interest in the General Partner.
- The Proposer will have two limited partners. One limited partner will be Cintra U.S., which will hold an 84.15% partnership interest in the Proposer as a limited partner. The other limited partner will be an affiliate of Zachry, Capitol Construction, Inc., a Nevada corporation, which will hold a 14.85% partnership interest in the Proposer as a limited partner.
- The General Partner will be jointly and severally liable for any and all of the duties and obligations of the Proposer under the Proposal and under any contract arising therefrom. When formed, the General Partner can provide a letter to TxDOT confirming such liability.

Summary of changes in Proposer's team

Cintra, as equity member, and Ferrovia Agroman, as Major Participant for Construction, remain as members of the Team, but the following companies have been added to the Team after the submission of the PQS:

- Zachry Construction Corporation both as Equity member and Major Participant for Construction
- Earth Tech, Inc., as Major Participant for Design and Planning
- PriceWaterhouseCoopers, as lead financial advisor
- JP Morgan Securities, as Major Participant for arranging financing for the facilities
- Bracewell & Patterson, as legal advisor
- Pate Engineers, Inc., as engineering advisor
- Aguirre & Fields LP, as engineering advisor
- Rodriguez Transportation Group, as engineering advisor
- OTHON, Inc., as engineering advisor
- Railroad Industries Incorporated, as railways advisor
- Amey, as O&M railway and highways advisor
- Mercator, as financial advisor
- Public Resources Advisory Group, as financial advisor

- Southwestern Capital Markets, as financial advisor
- National Corporate Network, as employment recruiter
- HRM Consultants, as ROW services

Summary of changes in Key Personnel

The organizational structure and key individuals that the Proposer included in the PQS, with the information about the project available at that time, was drafted to show TxDOT the sort of individuals that would manage a concession of a toll road if it was awarded to it. As the process has evolved, the Proposer suggests a new organizational structure that maximizes the value to TxDOT, optimizing the resources and that ensures the accomplishment of the future obligations of the Proposer under the CDA. The Key Personnel from the Proposer identified in this new organizational structure are the following:

- Fernando Redondo, Project Director (CINTRA)
- Diego Marín, Project Manager (CINTRA)
- Angel Sanchez, Design and Construction Leader (FERROVIAL AGROMAN)
- Richard Klassen, Project Quality Manager (ZACHRY)

13.0 List all Texas licenses held by the Proposer and any member, general partner or joint venturer of the Proposer. Attach copies of all Texas licenses. Attach a separate sheet if necessary.

n/a.

14.0 List of current projects over \$50 million (backlog) of the Proposer and each Equity Owner of the Proposer (*provide a separate chart for each company*):

| <u>Name of Entity</u> | <u>Role in Project</u> | <u>Name of Project</u> | <u>Name of Client</u> | <u>Description of Work</u> | <u>Estimated Completion Date</u> | <u>Compensation Terms</u> |
|-----------------------|---|------------------------|--|--|----------------------------------|---------------------------|
| CINTRA | Financing, construction, operation and maintenance of the highway | Radial 4, Madrid Sur | Ministerio de Fomento / Ministry of Transportation (Spain) | Financing, construction, operation and maintenance of the highway between M50 (one of the ring roads of Madrid) and Ocaña, stretching 96 km. | 2000-2065 | Concession Contract |

| | | | | | | |
|--------|---|---|--|--|-----------|---------------------|
| CINTRA | Financing, construction, operation and maintenance of the highway | Scut Algarve (Portugal) | Highway Authority Portugal (IEP) | Financing, construction, operation and maintenance of the highway between V ^a Real de Santo Antonio and Lagos, stretching 127 km. | 2000-2030 | Concession Contract |
| CINTRA | Financing, construction, operation and maintenance of the highway | AUSOL Costa del Sol Highway (Spain) Stretch: Málaga/ Estepona | Ministerio de Fomento / Ministry of Transportation (Spain) | Financing, construction, operation and maintenance of the highway, between Málaga and Estepona | 1996-2046 | Concession Contract |
| CINTRA | Financing, construction, operation and maintenance of the highway | 407-ETR Highway Toronto (Canada) | Ministry of Transportation of Ontario | Financing, construction, operation and maintenance of the highway ring road of Toronto. 108 km long | 1999-2098 | Concession Contract |
| CINTRA | Financing, construction, operation and maintenance of the highway | Highway O'Donnell – N-IV (M-45) Madrid (Spain) | Madrid Local Authority | Financing, construction, operation and maintenance of the highway ring road of Madrid city, section between O'Donnell street and National Road N-IV This highway is being operated under a shadow toll scheme | 1998-2029 | Concession Contract |
| CINTRA | Financing, construction, operation and | Highway Terrassa – Manresa (Autema) | Government Agency for Toll Highways | Financing, construction, operation and maintenance of | 1987-2036 | Concession Contract |

| | | | | | | |
|--------|---|---|---|--|-----------|---------------------|
| | maintenance of the highway | (Spain) | Government of Cataluña | the highway, between Terrassa and Manresa – Spain, stretching 48.3 km. PPP projects | | |
| CINTRA | Financing, construction, operation and maintenance of the highway | Highway Burgos – Armiñon (Eurovias) (Spain) | Government Agency for Toll Highways Government of Cataluña | Financing, construction, operation and maintenance of the highway, between Burgos and Armiñon – Spain, stretching 84.3 km new construction and 6 connections. PPP project | 1974-2017 | Concession Contract |
| CINTRA | Financing, construction, operation and maintenance of the highway | Scut Norte Litoral (Portugal) | Highway Authority Portugal (IEP) | Financing, construction, operation and maintenance of the highway between the cities of Oporto and Caminha, near to the Spain border, stretching 113 Km, 41 Km of new construction. Shadow toll road project PPP projects 30 Year Concession | 2000-2030 | Concession Contract |
| CINTRA | Financing, construction, operation and maintenance of the highway | Santiago-Talca (Santiago Chile) | Highway Authority Chile (MOP) | Financing, construction, operation and maintenance of the highway, between Santiago de | 1999-2024 | Concession Contract |

| | | | | | | | |
|--------|---|---------------------------|-------|-------------------------------|--|-----------|---------------------|
| | | | | | Chile and Talca. Stretching 240,4 Km. Access road construction 186 Km, 32 junctions, 24 viaducts, 49 level crossing and 54 pedestrian overpass. | | |
| | | | | | PPP projects Concession 25 years | | |
| CINTRA | Financing, construction, operation and maintenance of the highway | Collipulli Temuco (Chile) | – | Highway Authority Chile (MOP) | Financing, construction, operation and maintenance of the highway, between Collipulli and Temuco, stretching 144 Km. Construction of 12 junctions, 11 crossing, 21 bridges, 17 pedestrian over-passing and construction of 2 ring roads. | 1999-2024 | Concession Contract |
| | | | | | PPP projects Concession 25 years | | |
| CINTRA | Financing, construction, operation and maintenance of the highway | Temuco Bueno (Chile) | – Rio | Highway Authority Chile (MOP) | Financing, construction, operation and maintenance of the highway, between Temuco and Rio Bueno, stretching 172 Km. duplication and construction of 21 junctions, 33 crossings, 25 bridges and 17 | 1998-2023 | Concession Contract |

| | | | | | | |
|--------|--|--|-------------------------------------|--|-----------|---------------------|
| | | | | depestrian overpassing | | |
| | | | | PPP projects Concession 25 years | | |
| CINTRA | Financing, construction, operation and maintenance of the highway | Talca – Chillan (Chile) | Highway Authority Chile (MOP) | Financing, construction, operation and maintenance of the highway, between Talca and Chillán stretching 193 Km, widening 87 km, 22 connections at different level and 24 new bridges between 306.334 Km and 411.312 Km. | 1996-2015 | Concession Contract |
| | | | | PPP projects The concession period is 11 years. | | |
| CINTRA | Financing, construction, operation and maintenance of the highway | N4/N6 Kilcock- Kinnegad Motorway, Ireland | National Roads Authority, Dublin | Financing, construction, operation and maintenance of the motorway between Kilcock and Kinnegad, stretching 35km. Hard toll road project. PPP Project – 30 year concession | 2002-2032 | Concession Contract |
| CINTRA | Financing, construction, operation and maintenance of the highway | Artxanda Tunnels Highway | Vizcaya Local Agency | Financing, construction, operation and maintenance of the three different tunnels Hard toll road project. PPP Project – | 1998-2048 | Concession Contract |

15.0 Surety/Bonding Companies (Address, Name of Contact and Phone Number):


(a) Name of bonding company(ies) that will provide the surety bonds required by the CDA (must meet rating requirements set forth in the CDA), and name and address of agent.

(b) Whether or not the listed bonding company has defaulted on any obligation within the past ten (10) years, and, if so, a description of the circumstances and the outcome of such default.

n/a.

STATE OF TEXAS)
COUNTY OF TRAVIS)

Each of the undersigned, being first duly sworn, deposes and says that Diego Marín is the Project Manager of Cintra Concesiones de Infraestructuras de Transporte, S.A. which entity is one of the equity owners of a Proposer that has not yet been formed and that is making the foregoing Proposal, and that the answers to the foregoing questions and all other statements therein are true and correct.

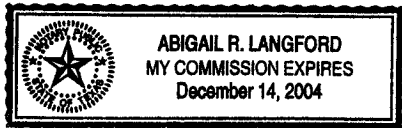



(Signature)

DIEGO MARIN
(Name Printed)

PROJECT MANAGER
(Title)

Subscribed and sworn to before me this 17th day of August, 2004.





Notary Public in and for
said County and State

[Seal]

My commission expires: 14 December 2004

FORM B-2

INFORMATION ABOUT PROPOSER ORGANIZATION

1.0 Proposer Name: Cintra Concesiones de Infraestructuras de Transporte, S.A. and Zachry Construction Corporation, as Equity Owners on behalf of a Proposer that has not yet been formed

2.0 Type of entity: Limited Partnership yet to be formed

3.0 Proposer's address: c/oP O Box 240130 San Antonio, TX 78224
527 Logwood San Antonio, TX 78221

(210) 475-8000 (210) 475-8796
Telephone Facsimile

4.0 How many years has the Proposer and each Equity Owner been in its current line of business?

Proposer:

Zachry Construction Corporation 80 years

_____: _____

_____: _____

_____: _____

5.0 How many years has the Proposer and each Equity Owner been in business under its present name?

Proposer:

Zachry Construction Corporation 6 years

_____: _____

_____: _____

_____:

6.0 Under what other or former names have the Proposer and each Equity Owner operated?

Proposer:

formerly H.B. Zachry Company : 80 years

_____:

_____:

_____:

7.0 If the Proposer (or any Equity Owner) is a corporation or includes a corporation as a joint venturer, partner or member, **include copies of articles of incorporation and bylaws for each corporation certified by an appropriate officer and a list all shareholders owning at least five percent (5%) of the outstanding shares of each corporation** and answer the following (copy this page if necessary for multiple corporations):

7.1 Name of corporation: Zachry Construction Corporation

7.2 Relationship of corporation to the Proposer: Equity Partner

7.3 Date of incorporation: July 27, 1998

7.4 State of incorporation: Delaware

7.5 President's name: John B. Zachry

7.6 Vice president's name(s): Fred Lueck, Steve Zander

7.7 Secretary's name: Murray Johnston

7.8 Treasurer's name: Gonzalo Ornelas

8.0 If the Proposer (or any Equity Owner) is a partnership (including general partnerships, limited partnerships and limited liability partnerships) or includes a partnership as a joint venturer, partner or member, **include copies of partnership agreements and certificates of partnership for all tiers certified**

by an authorized individual, as well as the articles of incorporation and bylaws/partnership agreement/limited liability company operating agreement of all general partners, and answer the following (copy this page if necessary for multiple partnerships):

8.1 Name of partnership: N/A

8.2 Relationship of partnership to the Proposer: N/A

8.3 Date and state of formation of partnership: N/A

N/A

8.4 Full names and addresses of all partners (state whether general or limited partners):

N/A

N/A

N/A

N/A

N/A

9.0 If the Proposer (or Equity Owner) is a joint venture or includes a joint venture as a joint venturer, partner or member, **include copies of joint venture agreements for all tiers certified by an authorized individual**, and answer the following (*copy this page if necessary for multiple joint ventures*):

9.1 Name of venture: N/A

9.2 Relationship of venture to the Proposer: _____

9.3 Full names and addresses of all members (at all tiers):

10.0 If the Proposer (or any Equity Owner) is a limited liability company or includes a limited liability company as a joint venturer, partner or member, **include the articles of organization and executed operating agreement of the limited liability company certified by an appropriate individual, as well as the articles of incorporation and bylaws of the managing member(s)** and answer the following (*copy this page if necessary for multiple companies*):

10.1 Name of company: N/A

10.2 Relationship of company to the Proposer: _____

10.3 Date of organization: _____

10.4 State of organization: _____

10.5 President's name: _____

10.6 Vice president's name(s): _____

10.7 Secretary's name: _____

10.8 Treasurer's name: _____

11.0 If the Proposer (or any Equity Owner) is an individual or an entity other than a corporation, partnership, limited liability company or joint venture, **include copies of organizational documents for all tiers certified by an appropriate individual** and describe such person or entity and name all principals (*copy this page if necessary for multiple entities*): N/A

12.0 The Proposer shall review its PQS previously submitted to TxDOT and list below any new or changed information, including an update of Key Personnel and other key staff members and their relevant experience. Except as updated by the following information, the Proposer's PQS is hereby incorporated as if set forth in full and the Proposer represents and warrants to TxDOT that the information set forth in the PQS, except as set forth herein, is true, complete and accurate in all respects, and does not contain any misleading or incorrect information. Attach separate sheets if necessary. N/A

13.0 List all Texas licenses held by the Proposer and any member, general partner or joint venturer of the Proposer. Attach copies of all Texas licenses. Attach a separate sheet if necessary.

Please see enclosed copies of licenses for Zachry Construction Corporation

14.0 List of current projects over \$50 million (backlog) of the Proposer and each Equity Owner of the Proposer (*provide a separate chart for each company*):

PLEASE SEE ATTACHED LISTING OF PROJECTS

| <u>Name of Entity</u> | <u>Role in Project</u> | <u>Name of Project</u> | <u>Name of Client</u> | <u>Description of Work</u> | <u>Estimated Completion Date</u> | <u>Compensation Terms</u> |
|------------------------------|-------------------------------|-------------------------------|------------------------------|-----------------------------------|---|----------------------------------|
|------------------------------|-------------------------------|-------------------------------|------------------------------|-----------------------------------|---|----------------------------------|

15.0 Surety/Bonding Companies (Address, Name of Contact and Phone Number):

(a) Name of bonding company(ies) that will provide the surety bonds required by the CDA (must meet rating requirements set forth in the CDA), and name and address of agent.

St. Paul Fire and Marine Insurance Company
Federal Insurance Company
Zurich American Insurance Company
Colonial American Casualty and Surety Company

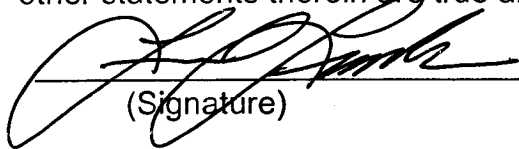
Agent:
Socrates Ramirez
First Insurance Agency
310 S. St. Mary's Street, Suite 400
San Antonio, TX 78205
210/554-4575

(b) Whether or not the listed bonding company has defaulted on any obligation within the past ten (10) years, and, if so, a description of the circumstances and the outcome of such default.

None of the bonding companies listed has defaulted on any obligation within the past ten years

STATE OF Texas _____)
)
COUNTY OF Bexar _____)

Each of the undersigned, being first duly sworn, deposes and says that Fred Lueck is the Vice President, Heavy Construction of Zachry Construction Corporation and _____ is the _____ of _____, which entity(ies) are the _____ of _____, the entity making the foregoing Proposal, and that the answers to the foregoing questions and all other statements therein are true and correct.



(Signature)

Fred Lueck

(Name Printed)

Vice President, Heavy Construction

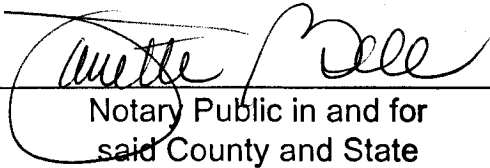
(Title)

(Signature)

(Name Printed)

(Title)

Subscribed and sworn to before me this 13th day of August, 2004.



Notary Public in and for
said County and State

[Seal]

My commission expires: 08-18-2007.