

Responsible Proposer
and Major Participant
Questionnaire – Form C

FORM C

RESPONSIBLE PROPOSER AND MAJOR PARTICIPANT QUESTIONNAIRE

1. Questions

The Proposer shall respond either "yes" or "no" to each of the following questions. If the Proposer's response is "yes" to any question(s), a detailed explanation of the circumstances shall be provided in the space following the questions. The Proposer shall attach additional documentation as necessary to fully explain said circumstances. Failure to either respond to the questions or provide adequate explanations may preclude consideration of the proposal and require its rejection. With respect to the Proposer, the term "**affiliate**" shall mean any firm, corporation, partnership, joint venture, limited liability company or association which is a member, joint venturer or partner of the Proposer or any such entity which owns a substantial interest in or is owned in common with the Proposer or any of its members, joint venturers or partners, or any such entity in which the Proposer or any of its members, joint venturers or partners own a substantial interest. With respect to a Major Participant, the term "**affiliate**" shall mean any firm, corporation, partnership, joint venture, limited liability company or association which is a member, joint venturer or partner of the Major Participant or any such entity which owns a substantial interest in or is owned in common with the Major Participant or any of its members, joint venturers or partners, or any such entity in which the Major Participant or any of its members, joint venturers or partners own a substantial interest.

Within the past ten years, has the Proposer, any affiliate of the Proposer (including all entities listed in Form B-2), any officer, director, responsible managing officer or responsible managing employee of the Proposer who has a proprietary interest in the Proposer, any Major Participant, any affiliate of the Major Participant (including all entities listed in Form B-3), any officer, director, responsible managing officer or responsible managing employee of the Major Participant:

- a) Been disqualified, debarred, removed or otherwise prevented from bidding or proposing on or completing a federal, state or local contract anywhere in the United States or any other country because of a violation of law or safety regulation?

If yes, please explain the circumstances. If no, so state.

Yes No

- b) Been convicted by a court of competent jurisdiction of any criminal charge of fraud, bribery, collusion, conspiracy or any act in violation of state, federal or foreign antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes No

- c) Had filed against it, him or her, any criminal complaint, indictment or information alleging fraud, bribery, collusion, conspiracy or any action in violation of state or federal antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes No

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Yes No

- e) Been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Texas governmental agency to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000e et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Texas law.

If yes, please explain the circumstances. If no, so state.

Yes No

- f) Been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Texas Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

If yes, please explain the circumstances. If no, so state.

Yes No

- g) Been convicted of violating a state or federal law respecting the employment of undocumented aliens?

If yes, please explain the circumstances. If no, so state.

Yes No

- h) Been assessed liquidated or other damages for failure to complete any contract on time?

If yes, please explain the circumstances. If no, so state.

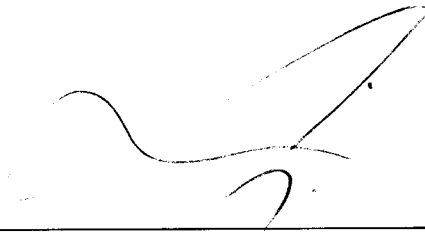
Yes No

Explain the circumstances underlying any "yes" answers for the aforementioned questions on separate sheets attached hereto.

2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Texas that the foregoing declaration is true, correct and accurate.

Executed August 13, 2004.



(Signature)

DIEGO MARIN
PROJECT MANAGER

CINTRA CONCESIONES DE
INFRAESTRUCTURAS DE
TRANSPORTE, S.A.

FORM C

RESPONSIBLE PROPOSER AND MAJOR PARTICIPANT QUESTIONNAIRE

1. Questions

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If yes, please explain the circumstances. If no, so state.

Yes No

- b) Been convicted by a court of competent jurisdiction of any criminal charge of fraud, bribery, collusion, conspiracy or any act in violation of state, federal or foreign antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes No

- c) Had filed against it, him or her, any criminal complaint, indictment or information alleging fraud, bribery, collusion, conspiracy or any action in violation of state or federal antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes No

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Yes No

- e) Been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Texas governmental agency to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000e et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Texas law.

If yes, please explain the circumstances. If no, so state.

Yes No

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of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

If yes, please explain the circumstances. If no, so state.

Yes No

- g) Been convicted of violating a state or federal law respecting the employment of undocumented aliens?

If yes, please explain the circumstances. If no, so state.

Yes No

- h) Been assessed liquidated or other damages for failure to complete any contract on time?

If yes, please explain the circumstances. If no, so state.

Yes No See Liquidated Damages, representative of transportation projects only. Additional information available upon request.

Explain the circumstances underlying any "yes" answers for the aforementioned questions on separate sheets attached hereto.

2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Texas that the foregoing declaration is true, correct and accurate. Executed August 16, 2004.



(Signature)

Fred Lueck
(Name Printed)

Vice President, Heavy Construction
(Title)

**Liquidated Damages on TxDOT Jobs
Completed May 1994 to April 2004**

Job Number	Description	Explanation**
3796	SH 99, Ft. Bend County	ZCC experienced difficulties with the Brazos River Bridge, resulting in ZCC correcting the work associated with a slurry slab failure on a cofferdam.
3857	US 290, Travis County	While ZCC does not recall being assessed LDs on this project, construction of the first stage was delayed as a result of late right of way acquisitions and the remediation of contaminated material. ZCC submitted a claim to the State Office of Administration Hearing, and said claim was processed and settled by Dispute Resolution for \$4 million in favor of ZCC.
3934	BW 8, Harris County	This long delay was attributed to a railroad shoofly failure that had to be re-designed and re-built.
3941	US 81, Wise County	ZCC's subcontractor furnishing beams, cast the ends of the beams incorrectly. Since the work involving the beams was on the critical path, the beam corrective work delayed Project completion.
4027	IH 35 E, Ellis County	Numerous factors contributed to the overall project delay, including quantity overruns on critical activities, asphalt paving issues, and inclement weather.
4139	SH 6, Brazoria County	Unexpected rain and bad weather near the end of the Project prevented on-time completion.

Job Number	Description	Explanation**
4254	LP 12, Dallas County	The Project involved coordination for an intersection tie-in with a separate construction contract. This coordination effort was adversely affected when the non-TxDOT contract Owner delayed in acquiring right-of-way.
4367	SH 6, Brazoria County	ZCC encountered delays when a MBE underground subcontractor unexpectedly relocated crews to another project leaving this Project without sufficient manpower and supervision.
4480	SH 199, Tarrant County	Utility conflicts at the start of the Project, which were through no fault of ZCC, caused the delay.
4526	SH 205, Collin County	Possible paperwork error as ZCC Project Manager reported it complete within contract time.
4642	SH 6, Ft. Bend County	ZCC encountered extensive pile driving issues related to the depth and size of the piling.
4649	US 59, Fort Bend County	Inclement weather at the start of the Project caused delays which could not be recovered.
4756	IH 30, Dallas County	All traffic lanes were open and being utilized within the contract time, however, ZCC was required to repair eroded topsoil before project accepted.
5160	IH 30, Dallas County	TxDOT agreed to and paid for the acceleration of this Project. While implementing an aggressive schedule which accelerated the Project completion by six (6) months, ZCC was delayed due to coordination conflicts with the City at a major intersection.

FORM C

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If yes, please explain the circumstances. If no, so state.

Yes No X

- b) Been convicted by a court of competent jurisdiction of any criminal charge of fraud, bribery, collusion, conspiracy or any act in violation of state, federal or foreign antitrust law in connection with the bidding or proposing

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If yes, please explain the circumstances. If no, so state.

Yes No X

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If yes, please explain the circumstances. If no, so state.

Yes No X

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Yes No X

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Yes No X

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If yes, please explain the circumstances. If no, so state.

Yes No X

- g) Been convicted of violating a state or federal law respecting the employment of undocumented aliens?

If yes, please explain the circumstances. If no, so state.

Yes No X

- h) Been assessed liquidated or other damages for failure to complete any contract on time?

If yes, please explain the circumstances. If no, so state.

Yes X No

Explain the circumstances underlying any "yes" answers for the aforementioned questions on separate sheets attached hereto.

It is extremely rare that projects developed by Ferrovial Agroman has resulted in the assess of liquidated damages, bearing in mind additionally the great amount of contracts in which execution Ferrovial Agroman is involved. In any case the circumstances under which liquidated damages for failure to complete a contract on time have been assessed have no influence whatsoever in the performance of the present project.

2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Texas that the foregoing declaration is true, correct and accurate. Executed 12th August, 2004.

Ferrovial-Agromán, S.A.



(Signature)

Juan Miguel Iglesias del Alamo
(Name Printed)

Deputy Director of International Contracting
(Title)

FORM C

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Yes No

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Yes No

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Yes No

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If yes, please explain the circumstances. If no, so state.

Yes No

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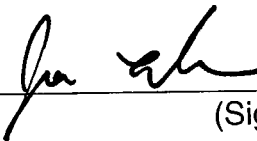
If yes, please explain the circumstances. If no, so state.

Yes No

Explain the circumstances underlying any "yes" answers for the aforementioned questions on separate sheets attached hereto.

2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Texas that the foregoing declaration is true, correct and accurate. Executed August 9, 2004.



(Signature)

Jon Engelke, P.E.

(Name Printed)

Section Manager

(Title)

FORM C

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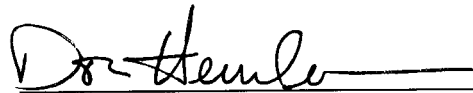
If yes, please explain the circumstances. If no, so state.

Yes No

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2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Texas that the foregoing declaration is true, correct and accurate. Executed August 6, 2004.



(Signature)

Don Henderson

(Name Printed)

Vice President - JP Morgan Securities Inc.

(Title)