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# 1. Qualifications and Experience

## 1.1. The Proposer and Consortium

Identify the legal structure of the firm, or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team. Provide an organizational chart showing the structure of the Offeror's team and identify any key personnel by name. The lead organization must be identified.

CINTRA CONCESIONES DE INFRAESTRUCUTRAS DE TRANSPORTE, S.A. (Cintra or the Proposer) presents this response to the Solicitation for Proposals (SFP) regarding the US Route 460 Corridor Improvements Project (the Project) issued by the Virginia Department of Transportation (VDOT) on February 15, 2006. As set forth in this competitive proposal (the Proposal), Cintra proposes to Finance, Design, Construct, Operate and Maintain the Project during a concession term to be determined through a Comprehensive Agreement (CA). Cintra has arranged a consortium (the Consortium) with Ferrovial Agroman, S.A., in which Cintra is the major equity member and Ferrovial Agroman is the nominated general contractor. The Consortium also includes technical engineering and traffic and revenue (T&R) advising services from Earth Tech and Maunsell respectively. This first class team has the proven track record and expertise to provide a feasible, practical, financially sound and sustainable project to VDOT, the Commonwealth of Virginia, and its taxpayers and motorists.

Ferrovial Agroman is a sister company of Cintra and both are subsidiaries of the Spanish group, Grupo Ferrovial S.A. Grupo Ferrovial is listed on the Madrid Stock Exchange and has a market capitalization of €8.13 billion (US$ 10.40 billion) as of September 11, 2006. The close relationship between Cintra and Ferrovial Agroman will deliver significant benefits in terms of communication, risk management and interface. Cintra and Ferrovial's success in developing similar projects internationally is proof of the benefits of this approach.

In preparing this tender submission the Consortium has also taken advantage of Earth Tech's successful knowledge and experience in Virginia, as well as Maunsell's extensive experience as T&R advisor.

### 1.1.1. Project Vehicle

Cintra is currently envisioning a structure through Cintra US Corp, which would create two entities: (i) a Virginia limited partnership (Virginia LP) to serve as the joint venture with prospective US Local partners; and (ii) a Virginia limited liability company (Virginia LLC) to serve as the general partner of Virginia LP. This Partnership constitutes the Concession Company (Concessionaire). Figure 1-1 shows the legal structure of the proposed organization.

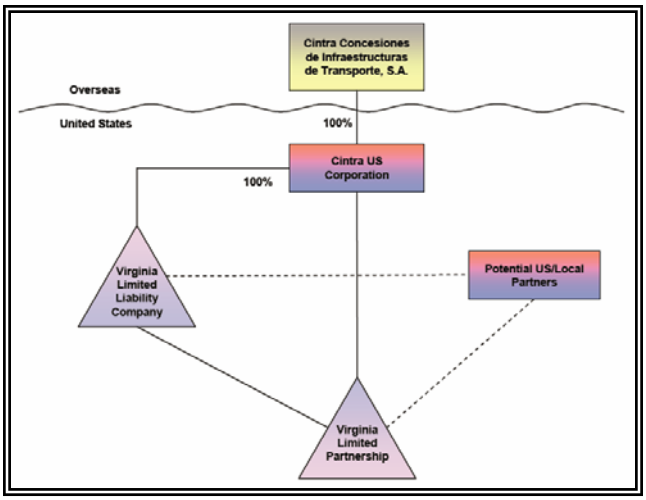


Figure 1-1. Proposed Organization Legal Structure

### 1.1.2. The Consortium

EQUITY MEMBERS

Cintra (and likely future US Equity Members) will make its equity contributions through Cintra US Corp a wholly owned subsidiary company, as indicated in the diagram above. The Concessionaire (provisionally named "Cintra-460 Virginia LP") will ultimately enter into the CA with VDOT. Details follow (additional investors may join in):

| | |
|---|---|
| Company Name: | Cintra US Corp. |
| Nature of Entity and State of organization: | Cintra US Corporation, organized under Delaware law, to serve as the top-tier entity through which Cintra conducts business in the United States. |
| Company Name: | Cintra-460 (p*rovisional name*). |
| Nature of Entity and State of organization: | A Virginia Limited Liability Company to serve as the General Partner of the Partnership. |

MAJOR NON-EQUITY MEMBERS

| | |
|---|---|
| ROLE: | **Proposer**. Sponsor Company that submits the Proposal. |
| Company Name: | Cintra Concesiones de Infraestructuras de Transporte, S.A. ("Cintra") |
| Nature of Entity and State of organization: | Cintra is a Corporation organized and existing under the laws of Spain. |

| | |
|---|---|
| ROLE: | Designated **General Contractor** that shall carry out the works involved (likely teaming up with local contractors). |
| Company Name: | Ferrovial Agroman, S.A. ("Ferrovial"). |
| Nature of Entity and State of organization: | Ferrovial is a Corporation organized and existing under the laws of Spain. |

LEAD DESIGNER AND TECHNICAL ADVISORS

| | |
|---|---|
| ROLE: | Designated lead design subcontractor and technical advisor, which shall carry out part of the design involved. |
| Company Name: | Earth Tech |
| Nature of Entity and State of organization: | Earth Tech, Inc. was founded in 1970. It is a corporation subsidiary of Tyco International, Ltd. Company |

| | |
|---|---|
| ROLE: | Traffic and Revenue Advisor |
| Company Name: | Maunsell |
| Nature of Entity and State of organization: | Corporation formed in 1972 in the state of Victoria, Australia. |

TEAM ORGANIZATION

The relationship and communication flow between and among the team members as it relates to the Project is shown in Figure 1-2.

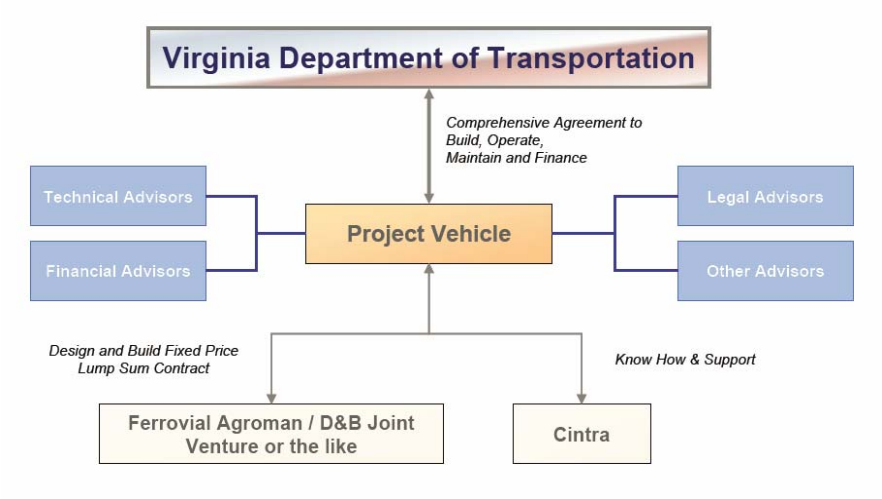


Figure 1-2. Proposed Team Organization

### 1.1.3. Management Approach and Financing Capacity

Cintra has both the experience and capabilities to undertake the development, design, build, operation and maintenance of the US Route 460 Project by bringing together qualified and expert human resources, highly specialized in infrastructure development and management, while, at the same time, being actively supported by Ferrovial Agroman's, partner in numerous infrastructure projects, extensive experience in design and construction. Through this vast experience and knowledge, we will provide the VDOT with the most reliable, efficient and technologically superior operations and infrastructure in the world. Cintra's sound financial standing and track record provides solid assurance for a stable, productive and ongoing relationship with VDOT.

It is of benefit to VDOT to choose a private partner like Cintra. Experience has revealed that the development of transportation projects in partnership with the private sector leads to savings, access to new sources of financing, and the advancement and acceleration of priority projects. This type of partnership can be a major asset in the realization of the overall strategy in VDOT's transportation plan. Due to equity invested, involvement of a Private Developer usually implies:

- More accuracy in forecast models and feasibility studies

- Ensuring open market access and competition

- Defining the right level of grant contribution

Cintra has specific experience in satisfactorily raising funds for similar Build, Operate, Maintain and Finance projects. Over the past five years, Cintra has closed financing for 9 toll road projects in Chile, Spain, Portugal, and the US for an aggregate value of over US$ 8.5 billion. Cintra (formerly the Development Division of Ferrovial Group) has 30 years of verifiable experience in raising funds for road projects.

In addition, our Management Approach outlines an extremely favorable conceptual financial model for the VDOT while simultaneously emphasizing superior quality control and an operations model that which is second to none. The Concessionaire would ultimately assume all financial risks, costs and obligations associated with road operations and maintenance.

Cintra's Management Approach to build, operate, maintain and finance the Project through a PPP (Concession / Franchise & Lease agreement) scheme guarantees the success of the Project. This model consistently ensures that best and standard practices are applied in all business aspects and processes, which results in obtaining the best value for the money.

CINTRA'S PPP MANAGEMENT MODEL

Cintra's management approach, Figure 1-3, to Project Development considers the following items as key success factors:

a) Proven expertise in projecting and modeling traffic flows

b) Technical expertise in design and construction

c) Proven expertise in forecasting realistic O&M cost levels

d) Financial strength of Cintra and proven commitment to undertake long-term investments in Build Operate Transfer ("BOT") infrastructure projects

The combination of these key success factors gives the financial markets the needed assurance to provide long-term funding to projects developed by Cintra. This confidence leads to reduced financing costs that allow Cintra to optimize the competitiveness of its BOT projects and obtain firm commitments from financial institutions, thus ensuring the feasibility of these projects.

Cintra's standard procedure to manage concessions:

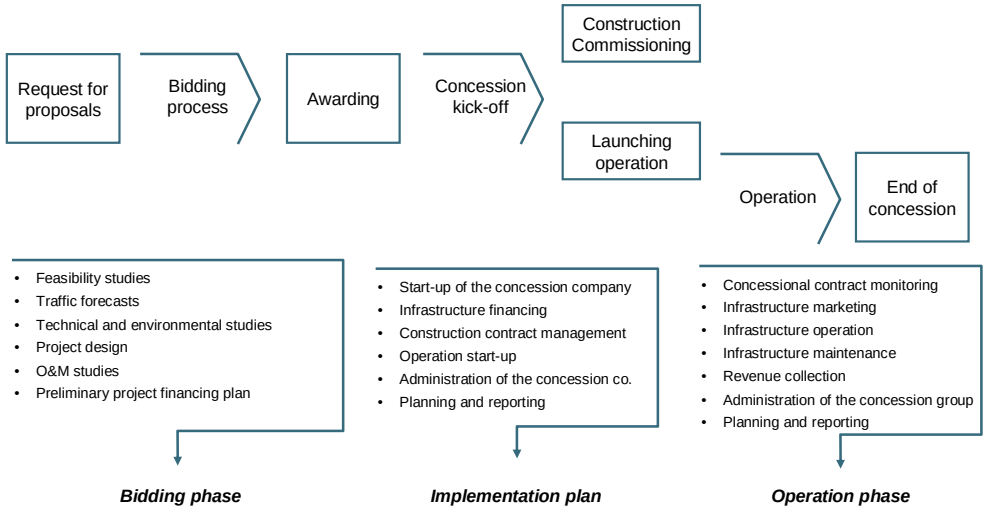


Figure 1-3. Cintra's PPP Management Model

### 1.1.4. Roles and Responsibilities

Under a Comprehensive Agreement, in case of award, the Proposer 1) will become the Concessionaire of the Project during the concession term and 2) will acknowledge the VDOT as the Grantor of the Project. At the end of the concession term, the Concessionaire will return (transfer) the Project to its Grantor, the VDOT.

The roles and responsibilities during the implementation and operation phase are outlined below:

As previously mentioned, Cintra shall incorporate a specific legal and organizational structure in the US, the Concessionaire, that shall ultimately execute a CA with VDOT in case of award. The primary role of the Concession Company will be to secure the financing of the project through the means of equity, to be injected by the shareholders, and debt, to be funded by either commercial banks or alternative sources.

The Concessionaire will enter into a fixed price, fixed term design & build agreement with Ferrovial Agroman, or a Design and Build Joint Venture (DBJV) in which Ferrovial Agroman will be involved. Thus, under this standard business model the contractual responsibilities related to design and construction will be directly passed from the Concessionaire to Ferrovial Agroman, or the DBJV (if applicable), under a lump sum, back-to-back or mirror contract. However the Concessionaire Company will be the only responsible party before VDOT.

Ferrovial Agroman as General Contractor will establish a Design Management Team (DMT. The role of the DMT will be to manage, coordinate and lead the external Design Consultants. Ferrovial Agroman, or the DBJV (if applicable), will be responsible to meet the agreement with the Concessionaire in terms of cost, schedule and quality. Ferrovial Agroman will also be responsible to meet required design and construction standards.

The Concessionaire will bear the responsibility to operate and maintain the facility and preserve the asset. In addition, the Concessionaire expects to perform annual inspections and reporting to the Grantor in order to ensure conformance with maintenance standards.

As part of the operation, the Concessionaire expects to collect tolls corresponding to the Project.

Figure 1-4 shows the primary functions and responsibilities of the team members during the implementation and operation stages of the Project.

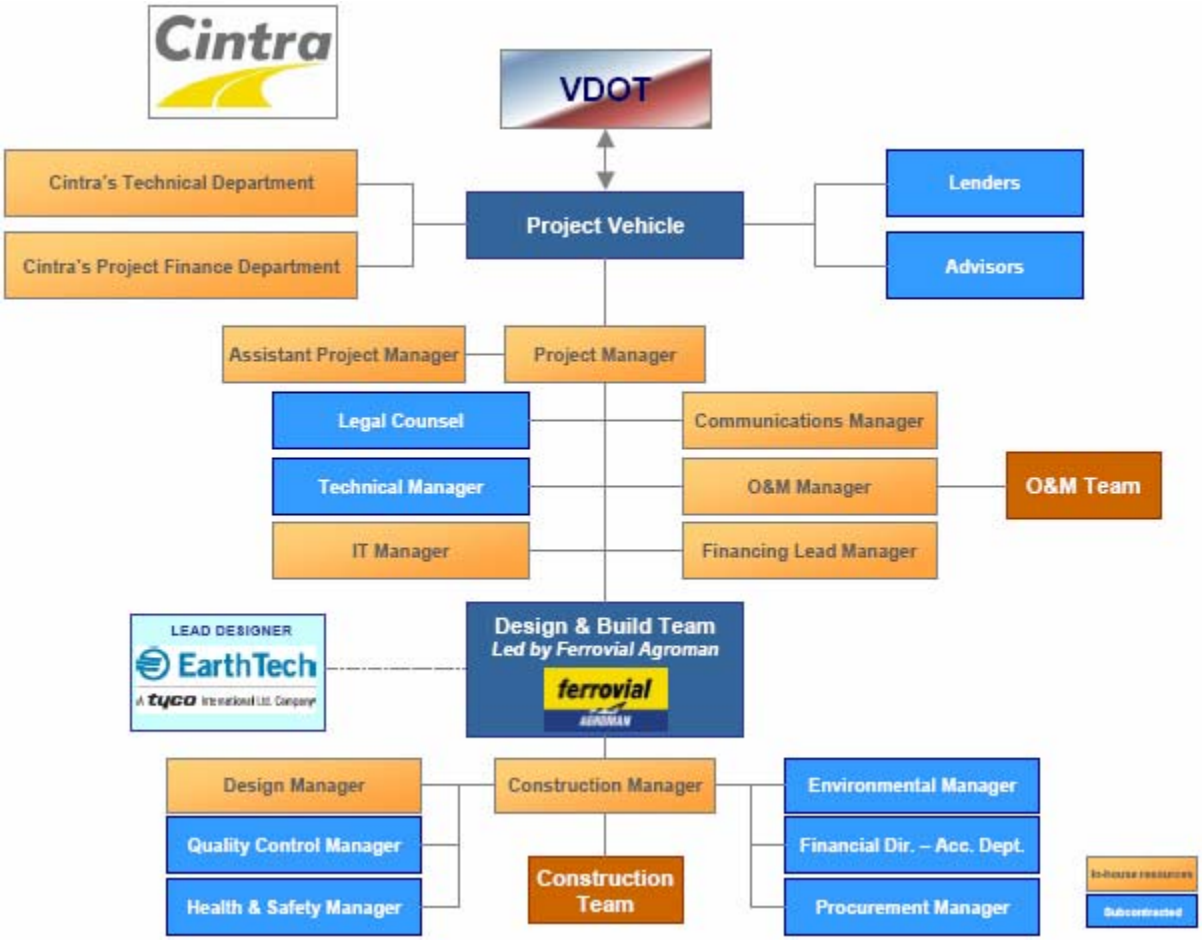


Figure 1-4. Roles and Responsibilities

### 1.1.5. Lead Organization

The lead organization of the Consortium will be Cintra, Concesiones de Infraestructuras de Transporte S.A. and will act as the Proposer or sponsor company that will submit the Detailed Proposal and equity owner, though Cintra US Corp, of the envisioned Concessionaire Company. Cintra will support the Concessionaire sharing its expertise in, Operation and Maintenance and Project Finance.

## 1.2. Relevant Experience

Describe the experience of each firm and the key principals involved in the proposed project. Describe the length of time in business, business experience, public sector experience and other engagements of the firm(s). Describe experience with projects similar to the proposed project. Did the firm and key principals complete these projects within original contract completion dates and within original

contract amount? Did the owner assess liquidated damages? Did the firm and key principals certify that it is not currently debarred or suspended by any federal, state or local entity? Have the firm and key principals provided a sworn certification by an authorized representative of the firm attesting to whether the firm is currently debarred or suspended by any federal, state or local government entity (Attachment E).

As a leading international developer of Public/Private Partnership infrastructure projects, Cintra has the specific experience, know-how and investment capacity to insure a successful public-private partnership for the development of this facility. Supported by the construction capabilities of Ferrovial Agroman and the engineering and traffic and revenue expertise of Earth Tech and Maunsell respectively, this team brings many years of qualifying experience.

### 1.2.1. Cintra

DESCRIPTION

Cintra is one of the world's largest private-sector developers of transportation infrastructure, with committed equity investments of more than US$ 2.0 billion. Cintra is a publicly held company traded on the Madrid, Stock Exchanges since October 2004 and is an IBEX-35 company with a market capitalization of approximately US$ 6.4 billion (as of August 31, 2006).

Cintra is headquartered in Madrid, Spain with subsidiaries in three continents, including a branch office for the development of US operations in Austin, Texas. The company is one of the world's leading private transportation infrastructure developers with a portfolio of 19 toll highways (more than 1,800 kilometers) in Canada (407 ETR), United States (Chicago Skyway and Indiana Toll Road), Spain, Chile, Portugal and Ireland plus three other projects in the process of being awarded in Italy (Mantova-Cremona), Greece (Ionian Roads), and Ireland (M-3). In the United States, Cintra is also strategic partner of the State of Texas in the Team and planning of the Trans-Texas Corridor. In addition, Cintra has been recently awarded with the Segments 5&6 of the SH-130 in Texas

HISTORY

Cintra Concesiones de Infraestructuras de Transporte, S.A. was established in 1998 to integrate Grupo Ferrovial's activities of infrastructure development.

Grupo Ferrovial is one of the few companies in the world with more than 35 years' experience (Europistas, the group's first BOT was founded in 1968) in design, construction, financing, maintenance and operation of infrastructure on a BOT basis. Even after Europistas' conversion in 2003 back to fully government run, the operation remains successful today, and did, as well, run successfully through the economic crisis of the late 1970s (while Europistas remained an operational success, over 50% of BOT / Concession road projects tendered by the Spanish Government had to be suspended owing to financial problems).

One of the main goals of the Grupo Ferrovial has always been active participation in the development and promotion of infrastructure concessions.

Therefore, the formation of Cintra in 1998 grouped together 14 highway concessions in Spain, Canada, Chile and Colombia, as well as 11 airports concessions (9 in Mexico, 1 in US and 1 in Chile). Afterwards, Cintra decided to divest its Airport division to another sister company thus focusing on toll highways and parking lots.

In this way, it became one of the major companies in infrastructure development and management worldwide. In 1999, Cintra was ranked for the third consecutive year as the second largest worldwide transportation developer by Public Works Finance Magazine (Oct. 1999 issue).

In March 1999, Cintra's parent company, Grupo Ferrovial approved a new issuance of share capital of US$ 215 million, which allowed the company to continue its expanding strategy in the transport infrastructure sector.

Thus, in April – May 1999, Cintra and Grupo Ferrovial, together with SNC Lavalin and Caisse de Placement du Quebec, were selected by the Government of Ontario for the sale of the Highway 407 Express Toll Route, the world's first fully electronic multiple-access toll highway. The price paid to the Government was US$ 2.2 billion and included additional investments of more than US$ 350 million for the extension of the existing facility.

Cintra has every confidence that the major successes of its projects (including Toronto's 407 ETR, the Chicago Skyway and the Indiana Toll Road can be duplicated and implemented seamlessly within the Commonwealth of Virginia framework.

Cintra's website is www.cintra.es

A list of comparable projects, in which Cintra has participated and been awarded, or in the process of being awarded, demonstrating our approach and ability to perform is provided as part of Tables 1-1a and 1-1b.

Table 1-1a. Projects Managed by Cintra (millions of dollars)

| | Type of Contract | Miles | Investment Managed (US $) | % Cintra's Share | Cintra's Equity (US $) | Location | Concession Term |
|---|---|---|---|---|---|---|---|
| **Facilities Under Development:** | | | | | | | |
| Alcalá O´Donnell (M-203) | DBFO | 7.7 | 89.0 | 100.0 | 4.8 | Spain | 2005-2035 |
| Scut Norte Litoral | DBFO | 70.6 | 496.6 | 75.5 | 96.6 | Portugal | 2001-2031 |
| **Facilities Under Ramp-up:** | | | | | | | |
| 407 ETR (Toronto) | Acquisition + DBFO | 67.5 | 3,230.9 | 53.2 | 493.3 | Canada | 1999-2098 |
| Ausol I (Malaga-Estepona) | DBFO | 51.7 | 613.6 | 85.0 | 291.1 | Spain | 1996-2046 |
| Ausol II (Estepona-Guadiaro) | DBFO | 14.1 | 257.1 | 85.0 | 0.0 | Spain | 1999-2054 |
| R 4 (Madrid-Ocana) | DBFO | 61.3 | 893.9 | 55.0 | 95.9 | Spain | 2000-2065 |
| Autopista Madrid-Levante | DBFO | 111.3 | 734.4 | 63.0 | 35.8 | Spain | 2004-2040 |
| Temuco-Rio Bueno | DBFO | 107.5 | 215.3 | 75.0 | 56.8 | Chile | 1998-2023 |

| | Type of Contract | Miles | Investment Managed (US $) | % Cintra's Share | Cintra's Equity (US $) | Location | Concession Term |
|---|---|---|---|---|---|---|---|
| Chicago Skyway | Acquisition + DBFO | 7.8 | 1,830.0 | 55.0 | 353.7 | USA | 2005-2104 |
| Eurolink (N4/N6) | DBFO | 22.5 | 427.4 | 93.0 | 35.7 | Ireland | 2003-2033 |
| Mature Facilities: | | | | | | | |
| Indiana Toll Road | Acquisition + DBFO | 158.1 | 3,850.0 | 50.0 | 380 | USA | 2006-2081 |
| Autema (Terrassa-St. Cugat) | DBFO | 30.2 | 283.5 | 76.3 | 79.9 | Spain | 1986-2037 |
| Europistas (A1: Burgos-Arminon) | DBFO | 52.5 | 465.0 | 32.5 | 56.0 | Spain | 1974-2017 |
| Europistas (Tuneles de Artxanda) | DBFO | 1.8 | 124.6 | 16.2 | 3.0 | Spain | 1998-2048 |
| M-45 (O'Donnell-N IV Madrid) | DBFO | 9.1 | 252.9 | 50.0 | 23.6 | Spain | 1998-2029 |
| Scut Algarve | DBFO | 81.3 | 357.2 | 77.0 | 64.0 | Portugal | 2000-2030 |
| Santiago-Talca | DBFO | 148.1 | 786.9 | 100.0 | 298.2 | Chile | 1999-2024 |
| Tacla-Chillan | DBFO | 120.6 | 336.8 | 43.4 | 3.6 | Chile | 1996-2015 |
| Collipulli-Temuco | DBFO | 90.0 | 269.0 | 100.0 | 77.6 | Chile | 1999-2024 |
| Master Plan: | | | | | | | |
| TTC-35 | Strategic partnership | TBD | TBD | 85.0 | TBD | USA | 2005-2055 |
| TOTAL | | 1,048 | 11,575 | | 2,065 | | |

Table 1-1b. Projects in the process to be awarded to Cintra (millions of dollars)

Amounts in million US $

| | Type of Contract | Miles | Investment Managed (US $) | % Cintra's Share | Location | Concession Term |
|---|---|---|---|---|---|---|
| SH 130 Segments 5&6 | DBFO | 40.0 | 1,348.5 | 65.0 | USA | 2012-2061 |
| Mantova – Cremona | DBFO | 37.1 | 1,198.6 | 68.0 | Italy | 2006-2061 |
| M3 Clonee-Kells | DBFO | 31.3 | 762.0 | 75.0 | Ireland | 2005-2050 |
| Ionia – Odos | DBFO | 238.2 | 846.5 | 33.3 | Greece | 2006-2035 |

For detailed description of the projects in which Cintra has been involved and awarded, please refer to the Relevant Experience section.

The following sections discus Cintra's experience under the framework of its management approach and key factors for success.

CAPABILITY TO O&M

Cintra is fully aware of the importance of effective and efficient operation and maintenance as a significant component in the longevity and safety of infrastructure projects. Cintra operates, maintains and rehabilitates highways throughout the world. Our goal is to achieve optimum reliability and safety, while protecting the environment and complying with all technical requirements and highway standards.

Cintra's main principle, which has been applied to our concessions around the world, is to maintain direct responsibility for operations and maintenance activities. By bringing many years of experience in operating and maintaining complex infrastructure projects, Cintra believes in "hands on" management by our specialized staff.

Cintra's successful strategy, consisting of keeping direct management of all activities relating to operation and maintenance, is observed in all of its managed infrastructures.

CAPABILITY TO RAISE FINANCING

Cintra has specific expertise in successfully raising financing for acquisition and BOT projects of a similar nature. Over the past five years, Cintra has closed financing deals for 9 toll road projects in Chile, Spain, Portugal and the US for an aggregate value of over US$ 8.5 billion.

A list of the most relevant financial transactions closed by Cintra during the past 5 years is shown as part of Table 1-2.

| Project | Year | Financing Raised (millions of US$) |
|---|---|---|
| Indiana Toll Road | 2006 | 4,068 |
| Chicago Skyway (refinancing) | 2005 | 1,550 |
| Autopista Madrid - Levante | 2004 | 632 |
| Eurolink Motorway Operation Limited (N4/N6 Kinnegad-Kilcock) | 2003 | 274 |
| Radial 4 | 2003 | 674 |
| Euroscut Norte Litoral | 2001 | 376 |
| Maipo Motorway | 2001 | 421 |
| Euroscut Algarve | 2000 | 267 |
| Collipulli Temuco | 2000 | 242 |

Table 1-2. Cintra's Financing Experience

### 1.2.2. The Team

The other members of the team also bring many years of experience and technical expertise.

Ferrovial Agroman, a Major identified Non-Equity Member, has more than 70 years of experience in design and construction/improvements of highways, and more than 40 years of international activity in more than 30

countries worldwide. Ferrovial Agroman undertakes projects in all civil engineering fields; industrial building and construction works from roads to hydraulic and maritime schemes; water-treatment/desalination plants; urban airport, energy and railway infrastructures; residential and commercial building, refurbishment, maintenance and conservation; etc.. It has built more than 1,100 miles of toll roads, 5,600 miles of new highways and 1,600 miles of new railways all around the world.

Earth Tech will serve as the lead design subcontractor and also provide technical advising services to Cintra during the Bidding Stage. Earth Tech is a global provider of consulting, engineering, and construction services for the transportation, water/wastewater, facilities, and environmental markets. Earth Tech provides a full spectrum of engineering, environmental, remediation, construction, and operations and maintenance services to government, industrial, and commercial clients. Earth Tech's largest U.S. office is in Richmond, with over 300 professional and support staff. In addition, in January of 2004, the Hampton Roads office was opened in Norfolk.

Maunsell will serve as the lead traffic and revenue analysis consultant for the Project during the Bidding Stage. Maunsell is one the world's foremost transportation consulting organizations, with an extensive track record in the planning and design of major infrastructure projects. Maunsell's proven traffic modeling and revenue forecasting for major toll road investment projects has earned the firm worldwide preeminence in this sector

For detailed description of projects in which Ferrovial, Earth Tech and Maunsell have been involved, please refer to the Relevant Experience section.

#### 1.2.3. Key Principals

For a list of key principals involved in the proposed project please refer to the Relevant Experience section.

## 1.3. Contact Person

Identify the Project Manager and whether the person works for the principal firm. If not, is there a clear definition of the role and responsibility of the Project Manager relative to the member firms? Does the Project Manager have experience leading this type and magnitude of project?

Javier Tamargo - Project Manager
Cintra, Concesiones de Infraestructuras de Transporte, S.A.

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Chase Park One - Suite 500
Austin, TX 78752 USA
Tel. +1 512 637 8585
Fax. +1 512 637 1431
E-mail: jtamargo@cintra.us.com

Mr. Tamargo's Curriculum Vitae can be found as part of the Relevant Experience section.

## 1.4. Project References

Include the address, telephone number, and the name of a specific contact person for an entity for which the firm/consortia or primary members of the consortia have completed a similar project.

Refer to Relevant Experience section for a list of project references for Cintra, Ferrovial, Earth Tech and Maunsell.

## 1.5. Proposed ownership, liabilities and responsibilities

Identify the proposed ownership arrangements for each phase of the project and indicate assumptions on legal liabilities and responsibilities during each phase of the project.

The ownership of the Project along its entire life will belong to VDOT as the Grantor. The Concessionaire Company will hold the right to charge tolls to the users of the road and have the obligation to build and maintain the facility bearing all the risks involved in a normal operation scenario.

As explained in Section 1.1, in case the Cintra-led team was awarded the contract to design, build, finance and operate the US Route 460 Project and prior to the execution of the Agreement, the Proposer will incorporate an SPV (Special Porpoise Vehicle) namely Concession Company to manage the project.

The operation of the toll road will begin after construction completion. During the operation phase, the Concession Company will bear traffic and operational risk and will contract insurance policies to cover property damages and loss of revenues.

Based in the above mentioned structure, the Concession Company will sign the Agreement with VDOT and will hold all the liabilities derived from this project

## 1.6. DBE/MBE Participations

Include the history and level of commitment of the key principals to use small, minority and women-owned business enterprises in implementing this project. What is the planned participation of small, women, and minority-owned businesses during project development and implementation? To what extent will local subcontractors and suppliers participate in this project? Are job training opportunities offered to support the development and retention of an effective labor force during the life of the project? How will the Offeror document and report on this commitment?

Cintra and Ferrovial Agroman are fully committed to work with Virginia local partners towards the completion of the Project. Our firms have a proven record of working in a collaborative way with the local industry worldwide.

In addition, Ferrovial Agroman exercises a strategic use of its construction resources (manpower and equipment) for all its international projects. Those resources are always available in those cases when the local industry cannot provide the necessary resources to complete the projects successfully on time and budget.

Being conscious of the key role that the Consortium investment plays in the regional economy, Cintra's policy has always been to employ as many local contractors, subcontractors and suppliers as circumstances allow. Thus, Cintra not only becomes an active member of the regional economy but also helps the government complete the economic impulse that it usually wants to give to the affected area.

Furthermore, by employing local companies not only do we actively participate in that economic impulse (which usually pays off in terms of the managed facility) but also gain very important and specific local experience. Geotechnical, environmental and weather specific features of a region, for example, are always best known by companies with vast experience in the area.

Our team could be further enhanced with the addition of selected new members: small, minority-, and woman owned business enterprises requirements and goals will be taken into consideration when enlarging the team.

At this stage, the SFP does not state a target percentage of participation for Disadvantaged Business Enterprises (Small, Minority or Women Owned). However, the Proposer anticipates that there will be many opportunities for DBE subcontractors and suppliers to participate in the design, construction and maintenance of the U.S. Route 460 Corridor Improvements Project. The Proposer commits its best efforts to comply with any DBE requirements contained in any future Solicitation for Detailed Proposals. Furthermore, the Concessionaire, in case of award, will work closely with VDOT and the local communities along the corridor to identify qualified DBE firms and to match these firms to the available opportunities.

The Proposer believes that proper training is essential for the health and safety of the workforce, the quality of the work and for maintaining the motivation of the workforce. Therefore a training program appropriate for the goals and requirements of the project will be developed.

## 1.7. Safety Record and Plan

Provide a safety record (minimum of five years) for lead construction partners and subcontractors, as well as a safety plan for project implementation.

### 1.7.1. Safety Records

The requested information is not available for Ferrovial Agroman since it is an international company and does not yet have enough history in the U.S. to have these records. In lieu of the safety record requirements of the SFP, the following equivalent safety record information has been provided for Ferrovial Agroman as per Answer 13 to Question 13 of the "Questions and Request for Clarifications regarding the US Route 460 Corridor Improvements Project" issued March 31, 2006. These documents are added as part of the Safety Records section.

- Statistical Analysis of the Accident Rate from 2001 through 2005

- Certification of the Ferrovial Agroman Occupational Risk Prevention System by Crossber Audit, SL (with sworn translation from Spanish original into English)

In addition, the requested safety records have been provided for W.W. Webber, Inc., the U.S. subsidiary of Ferrovial Agroman acquired in 2005.

a) Experience Modification Rating - W.W. Webber's Experience Modification Rating is 0.45 as issued by NCCI Holdings, Inc. with an effective date of 12/31/2005.

b) OSHA Violations – W.W. Webber has no OSHA violations for the five year period prior to June 2006.

c) Incidence Rates

| Year | Recordable Incident Rate | Lost Time Incidence Rate |
|---|---|---|
| 2001 | 0.344 | 0.344 |
| 2002 | 1.098 | 0.898 |
| 2003 | 0.661 | 0.588 |
| 2004 | 1.532 | 0.997 |
| 2005 | 1.232 | 0.908 |

Table 1-3. Incident Rates of Ferrovial's subsidiary

d) OSHA Summary Forms – W.W. Webber's 300A Forms have been provided for years 2001 through 2005 (see Safety Records section).

### 1.7.2. Safety Plan

Safety will be the top priority on the U.S. Route 460 Corridor Improvements Project. The development of a project specific Safety and Health Plan will be guided by professionally established plans, industry and regulatory standards, the unique requirements of this project, and the requirements of the Solicitation for Detailed Proposals. All members of the construction team will be charged with the responsibility of identifying and preventing unsafe acts. Every member of the work force will be provided with safety orientations prior to starting work and on a continual basis. Project management will be responsible for seeing that established safety and health work practices are not only adequately detailed, but also strictly enforced. Safety will not be sacrificed for production or out of convenience. A dedicated project Safety Manager will be responsible for the administration of onsite safety activities.

## 1.8. Liability Structure

The liability structure among the team members. Provide a written commitment to joint and several liability and adequate evidence of parent company guarantees. Describe any limits or caps on the Offeror's liability and indemnification of the Department.

As explained in Section 1.1, in case the Cintra led team were awarded the contract to design, build, finance and operate the US Route 460 Project and prior to the execution of the Agreement, the Proposer will incorporate an SPV (Special Porpoise Vehicle) namely Concession Company to manage the project.

Based in the above mentioned structure the Concession Company will sign the Agreement with VDOT and will hold all the liabilities derived from this project. The rest of the Consortium members will act as subcontractors of the Concession Company therefore only liable in front of such Company.

The Shareholders will inject into the Concessionaire Company all necessary equity to carry out the project, but they will not place any parent company guarantees to it. The only guarantees that the shareholders of the Concessionaire Company will place in this project will be the bid bond or performance bond and the equity injected into the Concessionaire Company.

## 1.9. Construction/Consultant Ratings

Provide construction and consultant evaluation ratings performed by VDOT and other public agencies (such as U.S. Army Corps of Engineers' Architect-Engineer Contractor Administration Support System ratings) on primary team members listed in the organizational chart for large infrastructure projects (projects in excess of $100 million) completed in the last five years.

Refer to the Evaluation Ratings section for documentation regarding relevant evaluation ratings for Ferrovial Agroman and Earth Tech.

## 1.10. Team members responsibilities

Identify and provide information on which member of the team will be responsible for the following activities and that member's understanding as to how the activity affects the schedule, cost and successful completion of the project.

### 1.10.1. Relocation of the residential and businesses properties

The responsibility to relocate the affected residential and business properties will be held by the Concessionaire Company. This Company will seek the support of specialized consultants and VDOT to expedite the process. During the preparation of the Detailed Proposal those consultants will prepare estimations, based on their experience, of the cost and the schedule to obtain the necessary ROW.

In case the final cost is higher than expected or the completion longer, the Concessionaire Company will assume the new condition and it won't transfer those deviations to VDOT.

### 1.10.2. Providing a detailed Traffic Analysis

The detailed Traffic Analysis will be performed by Maunsell and supervised by the Traffic and Revenue department of Cintra.

### 1.10.3. Conducting the necessary environmental work and obtaining all permits necessary to complete the project

Once the NEPA process has been completed and the ROD has been obtained by VDOT, Ferrovial Agroman and its consultants will be responsible for conducting the necessary additional environmental work and obtaining the additional permits and regulatory approvals necessary to complete the project. It is anticipated that the additional permits and approvals would include such items as noise pollution, air quality, wetlands, hazardous materials, historical properties and archeological investigations. Ferrovial Agroman has successfully acquired these types of permits and approvals in several countries and on many of the concession projects previously listed as part of this TAB1. Ferrovial Agroman, along with our joint venture partner, is currently

working on the environmental permitting and regulatory approval process for the new 40 miles long SH130 Segments 5 and 6 Project in Texas which is similar in scope and magnitude to the US Route 460 Project. As the first highway concession project in Texas, SH130 could potentially be incorporated into the approximately 600 mile long Trans Texas Corridor (TTC-35) mega-project currently in development.

Being accustomed to perform very large concession and other design-build projects within short time periods, Ferrovial Agroman completely understands the importance and necessity of having all permits and approvals in place prior to beginning construction. Considering their substantial environmental permitting experience and the amount of time allotted for ROW acquisition in the project schedule, Ferrovial Agroman is confident that the environmental permits and regulatory approvals can be successfully obtained within this timeframe and is fully committed to this goal.

### 1.10.4. Having ownership, maintenance and operation responsibilities

The ownership, maintenance and operation responsibilities for the new facilities, including toll collection, ITS, incident management activities and adverse weather conditions including ice/snow removal and flood protection, will be held by the Concessionaire Company. To accomplish successfully this challenging task Cintra will provide his experience and know how to help the team set up by the Concessionaire Company.

## 1.11. Explanation on business relationship between joint venture, lead contractor and lead designer

Provide an explanation of the financial history and business relationship, if any, between the Offeror's joint venture partners, construction management firm, lead contractor and lead designer. (ADDENDA #2) Provide an explanation of the financial and business relationship between any parent company and any team member, including, if applicable, the financial and business relationship between any parent company and any other subsidiary which may be involved in this project in any capacity including, but not limited to, as a member of a competing team. It shall be incumbent upon each team to adequately and fully disclose any relationship among team members and parent companies which might, in any way, create a real or apparent conflict of interest.

Cintra, Concesiones de Infraestructuras de Transporte S.A., the equity investor and leader of the proposed Consortium and Ferrovial Agroman, design and construction management firm and lead contractor have a long history of successful collaboration in many projects of infrastructures across the whole world.

Both companies are sister companies that belong to the same holding company Grupo Ferrovial.

Grupo Ferrovial as described in Section 1.1 is a diversified group with four main activities, Real Estate, Services (Handling and Facility Management), Construction and Infrastructure Development. The holding company owns a 100% of the construction company, Ferrovial Agroman and a 62% of Cintra. See figure below.

Cintra is a public listed company in Madrid Stock Exchange.

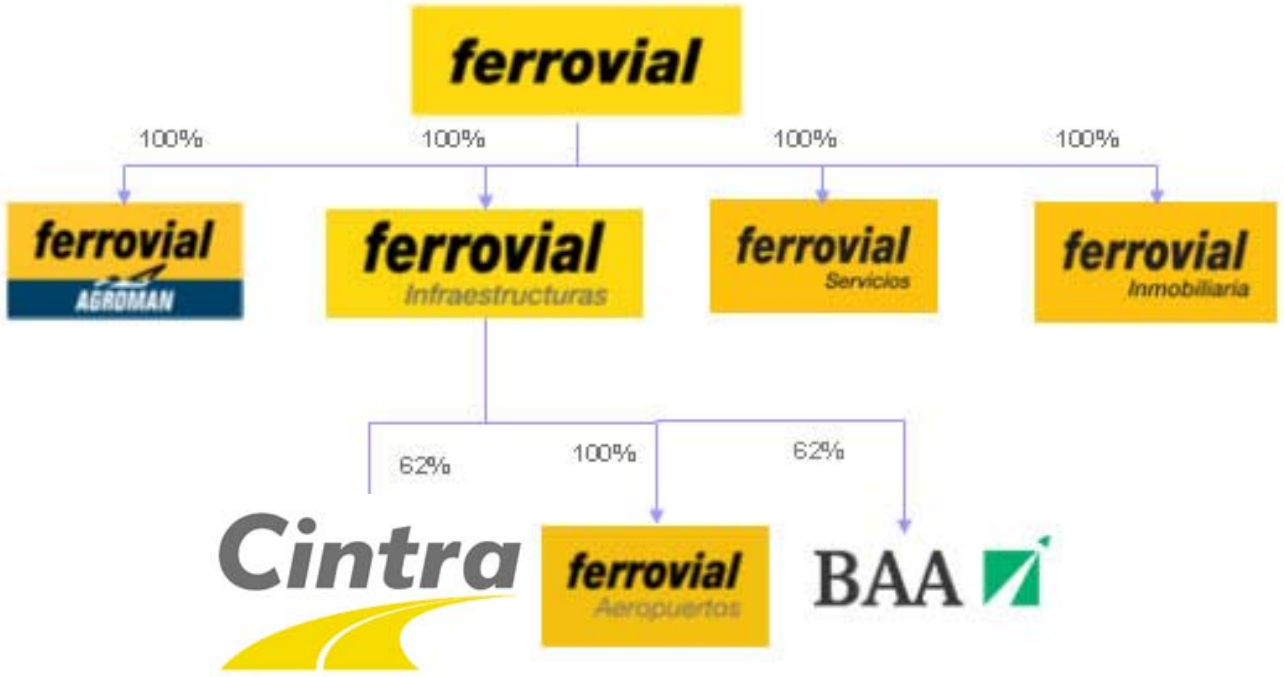


Figure 4-5. Grupo Ferrovial Business Structure

No other company that belongs to Grupo Ferrovial apart from Cintra and Ferrovial Agroman is involved in this project.

Ferrovial Agroman and Earth Tech have been working together since March 2005 on the SH 130 Segments 5 & 6 project. Ferrovial Agroman is the managing partner of the design and construction joint venture for the SH 130 project, while Earth Tech has provided major design services as a consultant to the joint venture.

From March 2005 to July 2005, Earth Tech developed schematic designs and bills of quantities for the project representing three alternatives requested by the administration for further evaluation. Ferrovial Agroman worked closely with Earth Tech to develop these alternatives that were submitted to TxDOT in July 2005.

Since July 2005, Ferrovial Agroman and Earth Tech have worked together to further develop the schematic design and quantities for the administration's chosen alternative. In December 2005, the project team was granted the right of exclusive negotiation with the administration for the SH 130 Segments 5 & 6 project. The final concession proposal for the project was submitted in May 2006. This previous successful relationship between Ferrovial Agroman and Earth Tech has led to the pairing of these two companies for the US Route 460 Corridor Improvements Project where a similar and equally successful relationship is anticipated.

It is to the best of Earth Tech's belief, there are no known, actual, apparent or potential Conflicts of Interest that would preclude award of a contract under the US Route 460 Project PPTA solicitation. At the present time, Earth Tech's parent company Tyco is not part of any other team presenting response to the SFP. Furthermore, Earth Tech has not been involved in any preliminary studies conducted by VDOT.

It is to the best of Maunsell's belief, there are no known, actual, apparent or potential Conflicts of Interest that would preclude award of a contract under the US Route 460 Project PPTA solicitation arising from Maunsell's or its parent company, AECOM, business.

## 1.12. Explanation on previous working relationship between Offeror and proposed team members

Provide an explanation of the prior working relationship that the Offeror has had with any other proposed member of its team, including any proposed subconsultant or major subcontractor.

There is a strong link between all the team members that will assure and contribute to the success of the US Route 460 Corridor Improvements Project. Each member of the Consortium has a wide experience in the development of significant infrastructure projects, in different stages: Finance, Design, Operate and Maintain.

### 1.12.1. Earth Tech and Maunsell

Through the strategic partnership role with the Texas Department of Transportation regarding the Trans Texas Corridor 35 and a consortium which Cintra is part of, the Proposer has previously worked with Earth Tech.

Earth Tech provided engineering consultant services for the consortium leading the TTC 35 Project as well as played a major role in the preparation of its corresponding Master Development Plan.

Cintra has also previously worked with Maunsell during the Procurement Stage for the following relevant projects:

- 407 ETR (Toronto), Canada
- Chicago Skyway, USA
- Indiana Toll Road, USA
- SH130 Segments 5&6, USA

### 1.12.2. Ferrovial Agroman

Upon the framework encasing the roles and responsibilities of the different members of the Consortium as explained previously in Section 1.1.4, Ferrovial Agroman and Cintra have a very extensive and comprehensive track record in highway projects, as they have developed 16 highways projects worldwide, that account for approximately 985.1 miles:

- 407 ETR (Toronto), Canada
- Indiana Toll Road, USA
- Ruta 5 (Talca-Chillán), Chile
- Ruta 5 (Temuco-Río Bueno), Chile
- Ruta 5 (Collipulli-Temuco), Chile
- Ruta 5 (Santiago-Talca), Chile
- N4/N6 Kinnegad Kilcock, Ireland

- Scut Algarve, Portugal
- Scut Norte Litoral, Portugal
- Europistas (A8 Bilbao-Behobia), Spain
- Europistas (A1 Burgos-Armiñon), Spain
- Autema (Terrasa-St. Cugat), Spain
- Ausol I (Malaga-Estepona), Spain
- Ausol II (Estepona-Guadiario), Spain
- Túnel de Artxanda (Bilbao), Spain
- M-45 (O'Donnell-N IV Madrid), Spain
- R4 (Madrid-Ocaña), Spain

Their close collaboration in this important number of highways has enhanced their ability to optimize their joint approach to new projects, performing value-engineering to obtain project costs savings and to improve the performance level of new highways with respect to safety and construction quality standards.

Cintra and Ferrovial Agroman share a joint approach from the tender phase of the projects until the completion of the construction phase.