

**Signature of Authority Resolution for  
Major Participants and Subconsultants**

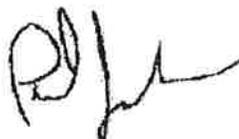
# J.P.Morgan

## SECRETARY'S CERTIFICATE

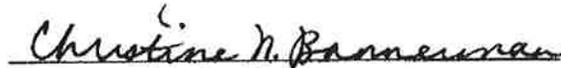
I, Christine N. Bannerman, do hereby certify that I am a duly elected and qualified Assistant Secretary of J.P. Morgan Securities Inc. (formerly known as Bear, Stearns & Co. Inc.), a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), and that set forth below is a true and correct copy of a resolution duly adopted by the Directors of the Corporation pursuant to a unanimous written consent dated as of the 20<sup>th</sup> day of June 2008. I further certify that said resolution, at the date hereof, is still in full force and effect.

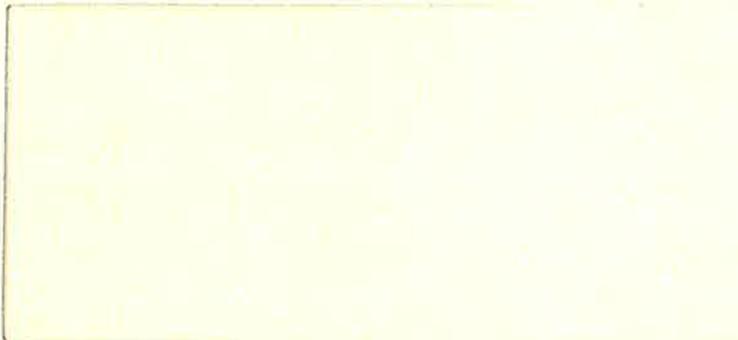
**RESOLVED**, that any officer having a title of Vice President or higher has the authority to execute any and all agreements and contracts on behalf of the Corporation, including, but not limited to indentures, mortgages, deeds, releases, conveyances, assignments, transfers, certificates, powers of attorney, declarations, leases, discharges, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, guarantees, proxies, requisitions, demands, proofs of debt, claims, records, and notes signifying indebtedness of the Corporation.

I further certify that Paul Jack is an Executive Director of the Corporation with specimen signature as follows and has been empowered to act in conformity with the above resolution.



WITNESS my hand and the seal of J.P. Morgan Securities Inc., on the 23rd day of October 2008.

  
Christine N. Bannerman



EUROPA



NIHIL PRIUS FIDE  
NOTARIO

**CARLOS DEL MORAL CARRO**

NOTARIO

DE

MADRID

SERRANO, 38 - 2.ª PLANTA  
28001 MADRID

Teléf. 91 576 25 17  
Fax 91 576 19 80

03/2008



PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES



8W6223318

**CARLOS DEL MORAL CARRO**  
**NOTARIO**

C/. Serrano, 38, 2.º  
Tel. 91 576 25 17 - Fax 91 576 17 80  
28001 MADRID

ESCRITURA DE REVOCACION Y PODER otorgada por la  
compañía mercantil: FERROVIAL AGROMAN, SOCIEDAD  
ANONIMA.

APODERADO: DON IGNACIO VIVANCOS SANCHEZ

NUMERO TRES MIL SETECIENTOS OCHENTA Y CUATRO. -

EN MADRID, a treinta y uno de Julio de dos mil  
ocho. -----

ANTE MI, CARLOS DEL MORAL CARRO, Notario de es-  
ta Capital y de su Ilustre Colegio, -----

**COMPARECE**

DON ALEJANDRO DE LA JOYA RUIZ DE VELASCO, mayor  
de edad, con domicilio a estos efectos en 28042  
Madrid, calle Ribera del Loira, número 42 y Docu-  
mento Nacional de Identidad e Identificación Fis-  
cal número 07.225.031-H. -----

**INTERVIENE** en nombre y representación, como  
Consejero Delegado, de la compañía mercantil anóni-  
ma denominada **FERROVIAL AGROMAN, SOCIEDAD ANONI-**  
**MA**, domiciliada en Madrid, calle Ribera del Loira,

número 42, Campo de las Naciones; constituida por escritura de 8 de julio de 1929 ante el Notario que fue de Madrid, Don Jesús Coronas, con la denominación Agromán, Empresa Constructora, Sociedad Anónima. Sus estatutos se adaptaron a la legislación vigente en virtud de escritura otorgada en Madrid, ante su Notario Don Ángel Pérez Fernández, el día 21 de julio de 1990, con el número 2.623 de orden de su protocolo. Cambió su denominación por la actual mediante escritura otorgada en Madrid, el día 9 de junio de 1.999, ante el Notario Don Antonio Francés y de Mateo, con el número 2.211 de orden de su protocolo. Y por escritura de fecha 16 de julio de 1999, otorgada ante dicho Fedatario señor Francés y de Mateo, número 2.780, la sociedad otorgante absorbió los derechos y obligaciones que integraba la unidad económica de FERROVIAL, SOCIEDAD ANONIMA, titular de Cédula de Identificación Fiscal Número: A/28057529.-----

INSCRITA en el Registro Mercantil de la Provincia de Madrid, al folio 1, tomo 435, hoja número M-8385, inscripción 2.376<sup>a</sup>.-----

03/2008



Con Cédula de Identificación Fiscal Número  
A/28019206. -----

Nombrado Consejero Delegado de la Sociedad nombrado en la reunión del Consejo de Administración de la sociedad celebrada el día 9 de abril de 2008 y elevada a público en escritura otorgada ante el notario de Madrid Don Santiago María Cardelús y Muñoz-Seca, de fecha 16 de abril de 2008, con número de protocolo 1301, pendiente de inscripción en el Registro Mercantil. -----

Y como tal Consejero Delegado, le corresponde, en virtud de la delegación de facultades otorgada a su favor, todas y cada una de las facultades de representación. -----

El compareciente manifiesta la vigencia del invocado nombramiento, y me exhibe copia autorizada del mismo, acredito que tiene facultades representativas suficientes para el acto o contrato a que

este instrumento se refiere, del documento auténtico reseñado, que tengo a la vista, y de la suficiencia de las facultades representativas y de la representación acreditada, yo, el Notario, bajo mi responsabilidad, doy fe.-----

Tiene a mi juicio el compareciente, según interviene, la capacidad legal necesaria para formalizar la presente escritura y al efecto,-----

**DICE Y OTORGA**

PRIMERO.- Que **REVOCA** y por consecuencia deja sin efecto o valor alguno los poderes conferidos por la misma a **DON FERNANDO MARTÍNEZ CARO**, con Documento Nacional de Identidad número 021466702-C, por escritura otorgada en Madrid, "ante mi", Carlos del Moral Carro, el día 18 de octubre de 2006, número 5859 de orden de protocolo.-----

SEGUNDO.- Manifiesta el compareciente, que la Entidad que representa, notificará a su apoderado, la revocación objeto de la presente por lo que me exhime a mí el Notario.-----

TERCERO.- Que **CONFIERE PODER** tan amplio y bastante como en derecho se requiera y fuere menes-

03/2008



ter, a favor de DON IGNACIO VIVANCOS SANCHEZ, mayor de edad, español, con domicilio a estos efectos en la calle Ribera de Loira, 42 de Madrid, provisto de Documento Nacional de Identidad (D.N.I.) y pasaporte número 43031923-G. -----

Para que, tanto en los ESTADOS UNIDOS de Norte América, como en CANADÁ, en nombre y representación de FERROVIAL AGROMAN, S.A., pueda ejercitar, las siguientes facultades: -----

**1.- UTES, AGRUPACIONES O SIMILARES:** -----

A). Constituir, modificar, extinguir o participar en toda clase de agrupaciones, Uniones Temporales de Empresas, entidades similares o cualesquiera otras fórmulas de colaboración análogas (consorcios, cárteles, conciertos, joint ventures, trust o sindicatos) admitidas en España o en el extranjero, incluidas las Agrupaciones de interés económico nacionales y europeas, con otras socie-

dades o personas físicas nacionales o extranjeras, comprometiendo para ello la responsabilidad solidaria de la sociedad representada, hasta donde lo exijan las leyes aplicables en cada caso, pudiendo suscribir, aprobar, protocolizar los correspondientes Estatutos, Pactos o Normas de Funcionamiento y determinar su denominación, duración, objeto, domicilio, aportaciones, criterios de distribución de resultados y designar representantes o gerentes, fijando sus facultades.-----

B). En todos aquellos casos en que la sociedad hubiere sido designada gerente o representante de cualquier Agrupación, incluidas las de interés económico ya sea de ámbito nacional o europeo, Unión Temporal de Empresas, o de cualquier entidad análoga, ostentar en tal calidad la representación de la misma y consiguientemente, ejercitar todas las facultades sin limitación alguna que a dichos cargos puedan atribuirse o corresponder.-----

**2.- CONTRATACIÓN DE OBRAS, SERVICIOS Y SUMINISTROS:**-----

Celebrar, modificar, resolver y extinguir con-

03/2008



tratos referentes a obras, servicios y suministros de todo orden, concurriendo en nombre de la sociedad a toda clase de subastas, concursos, concursos-subastas, o celebrar contratos directos, de forma individual o mancomunada, simple o solidaria con otras empresas, interviniendo en operaciones previas de precalificación, haciendo proposiciones, constituyendo todo tipo de fianzas y garantías, aceptando adjudicaciones cualquiera que sea su carácter y cumpliendo en general cuantos requisitos se precisen para tomar parte en las mismas; Asistir a las actas de replanteo, ocupaciones de terreno y recepciones provisionales o definitivas de las obras y firmar las actas que se levanten en estos supuestos, pudiendo solicitar, acordar o dar conformidad a certificaciones de obra, precios contradictorios, modificaciones o reformados de proyectos, revisiones de precios, liquidaciones de

obra, resoluciones de contratos y constitución,  
modificación y cancelación de avales o fianzas.---

**3.- CONCURRENCIA A LICITACIONES:** -----

Concurrir en nombre de la sociedad, individual o solidariamente con otras empresas, a toda clase de licitaciones; evacuar las consultas y fijar los precios en el régimen de contratación directa; suscribir proposiciones económicas y autorizar con su firma los documentos complementarios u otra documentación exigida; constituir fianzas provisionales y definitivas; recibir y contestar notificaciones y requerimientos; comparecer ante los funcionarios y mesas de contratación, formulando ante ellos las protestas y reclamaciones oportunas; aportar y retirar documentos; solicitar aclaraciones sobre las actuaciones y documentos de las licitaciones; formular aclaraciones o ampliaciones respecto a la documentación aportada; aceptar o recurrir adjudicaciones definitivas, y, en general, cumplir cuantos actos sean necesarios para llevar a cabo todo lo anterior, o hacer valer los derechos de la poderdante.-----

03/2008



4.- Y al efecto de las facultades anteriores, firme y suscriba cuantos documentos públicos o privados fueren necesarios a tal fin. -----

Quedan hechas las advertencias legales. -----

Leída la presente escritura por mí el Notario al compareciente, por su elección y renuncia del derecho que previa y expresamente le advertí tenía a leerla por sí, la encuentra conforme, se ratifica y firma conmigo. -----

Y yo el Notario DOY FE de identificar al compareciente por el documento reseñado en la comparecencia, así como de que el consentimiento ha sido libremente prestado por el mismo, de que el otorgamiento de esta escritura se adecua a la legalidad vigente y a la voluntad debidamente informada de la sociedad otorgante y del total contenido de este instrumento público, extendido en cinco folios de papel exclusivo para documentos notariales, Serie 8V., números 7556238, 7556239, 7556240,

7556241 y el del presente. Está la firma del señor compareciente. Están el signo, la firma, la rúbrica y el sello del Notario autorizante.-----

NOTA.- El mismo día de su otorgamiento, expido tres copias para la Sociedad otorgante, en cinco folios de papel exclusivo para documentos notariales de la serie 8V, números 7561870 y los cuatro siguientes en orden correlativo, 7561865 y los cuatro siguientes en orden y 7561860 y los cuatro siguientes en orden. DOY FE.- Del Moral.- Rubricado.-----

**ES COPIA LITERAL DE SU MATRIZ**, con la que concuerda en número y contenido y donde queda anotada. Para la Sociedad otorgante, la expido en cinco folios de papel exclusivo para documentos notariales de la serie 8W, números: el presente y los cuatro siguientes en orden. En Madrid, a veinte de Agosto de dos mil ocho. DOY FE.



DOCUMENTO SIN CUANTIA



El presente folio es el agregado al documento en el que figura la firma de  
 D./D<sup>a</sup> Carlos del Moral Carro de  
 fecha 20 agosto 2008



**ILUSTRE COLEGIO NOTARIAL DE MADRID  
 DECANATO**

Legalización del signo, firma y rúbrica de  
D. Carlos del Moral Carro  
 Notario de este Ilustre Colegio.

Madrid, a veintinueve de agosto  
 de dos mil ocho

Luis Felipe Rivas



Don Luis Felipe Rivas Recio  
 Firma delegada del Decano

Certified at the Canadian Embassy in Spain for  
 Legalization of the Foregoing Signature or an  
 official of the Spanish Ministry of Foreign  
 Affairs:  
Rentzenol Pantoro Gutiérrez  
 Certifié à l'Ambassade du Canada en Espagne  
 aux fins de légalisation de la signature d'un  
 agent du Ministère des Affaires Étrangères de  
 l'Espagne:  
 Madrid, 5 de septiembre de 2008  
Lotfijou  
 (la consu)  
 Madrid

LEGALIZACIÓN: Visto en esta Dirección General de  
 los Registros y del Notariado para legalizar la firma de  
 D. Luis Felipe Rivas Recio  
 Decano del Colegio Notarial de Madrid



Madrid, - 2 SET. 2008

Por la Jefa de Negociado General  
 La Jefa de Negociado del Registro General

Mary Carmen Guirra  
 Fdo. M.ª Carmen Guirra González

MINISTERIO DE ASUNTOS EXTERIORES Y DE COOPERACION  
**LEGALIZACIONES**  
 Visto Bueno para legalizar la firma que antecede por ser, al  
 parecer, auténtica, sin prejuzgar la veracidad del contenido  
 del documento ni ulterior destino que pueda dársele.

Madrid,

03 SET 2008

M. EL ARIAS

Ministerio de Asuntos Exteriores  
 Jefe de Negociado



00064710



CLASE 8.<sup>a</sup>

(TRADUCCIÓN JURADA DEL ORIGINAL EN ESPAÑOL AL INGLÉS)  
(SWORN TRANSLATION FROM SPANISH ORIGINAL INTO ENGLISH)

*(Document bearing the ink seals of the Notary Public, Carlos del Moral Carro.)*

DEED OF REVOCATION AND POWER OF ATTORNEY granted by the stock company FERROVIAL AGROMÁN, SOCIEDAD ANÓNIMA.

PROXY: Mr. IGNACIO VIVANCOS SÁNCHEZ.

NUMBER THREE THOUSAND SEVEN HUNDRED AND EIGHTY FOUR.

IN MADRID, on thirty first July two thousand and eight.

BEFORE ME, CARLOS DEL MORAL CARRO, Notary Public of this Capital and its Professional Association.

**APPEARETH:**

Mr. ALEJANDRO DE LA JOYA RUIZ DE VELASCO, of legal age, domiciled for these purposes at 28042 Madrid, calle Ribera del Loira, 42, holder of national identity card and tax identification number 07.225.031-H.

**ACTING** in name and on behalf, as Managing Director, of the mercantile stock company called **FERROVIAL AGROMÁN, SOCIEDAD ANÓNIMA**, registered office in Madrid, calle Ribera del Loira, number 42, Campo de las Naciones, incorporated in the deed of 8<sup>th</sup> July 1929 before the former Notary Public of Madrid, Mr. Jesús Coronas, under the name of Agromán, Empresa Constructora, Sociedad Anónima. Its Articles of Association were adapted to the laws in force by virtue of the deed executed in Madrid, before the Notary Public Mr. Ángel Pérez Fernández, on 21<sup>st</sup> July 1990, under number 2,623 of his records. It changed its name to the present one by means of the deed executed



in Madrid, on 9<sup>th</sup> June 1999, before the Notary Public Mr. Antonio Francés y de Mateo, under number 2,211 of the records. And by the deed of 16<sup>th</sup> July 1999, granted before that Notary Public, Mr. Francés y de Mateo, number 2,780, the company granting absorbed the rights and obligations that formed the economic unit of FERROVIAL SOCIEDAD ANÓNIMA, holder of tax identification number A-28057529.

REGISTERED at the Business Registry of the Province of Madrid, at folio 1, volume 435, sheet number M-8385, inscription 2,376.

It has Tax Identification Card Number A-28019206.

He was appointed Managing Director of the Company at the meeting of the Board of Directors of the Company held on 9<sup>th</sup> April 2008, notarised in the deed executed before the Notary Public of Madrid Mr. Santiago María Cardelús y Muñoz-Seca, on 16<sup>th</sup> April 2008, under record number 1,301, pending inscription at the Business Registry.

And as such Managing Director, he is empowered, by virtue of delegation of the faculties granted in his favour, with each and every one of the powers of representation.

The gentleman appearing declares that the appointment invoked remains in force and produces unto me an authorised copy of same. I accredit that he has sufficient powers of representation for the act or contract this instrument refers to, according to the authentic document stated, that I have before me, and the sufficiency of the powers of representation to act as accredited, to which I, the Notary Public, under my responsibility, do attest.

I judge the gentleman appearing, as acting, to have the necessary legal capacity to formalise this deed and, to that end,





0J3696291

CLASE 8.ª

**HE DECLARES AND GRANTS:**

ONE. That he **REVOKES** and thus leaves without any effect or value whatsoever the powers granted by same to **Mr. FERNANDO MARTÍNEZ CARO**, holder of national identity card number 021466702-C, in the deed executed in Madrid, before me, Carlos del Moral Carro, on 18<sup>th</sup> October 2006, number 5,859 of the records.

TWO. The gentleman appearing declares that the Company he represents will notify the proxy of revocation of the presents, waiving that duty for myself, the Notary Public.

THREE. That he **GRANTS POWERS**, as ample and sufficient as legally required and necessary, in favour of **Mr. IGNACIO VIVANCOS SÁNCHEZ**, of legal age, Spanish, domiciled for these purposes at calle Ribera de Loira, 42, Madrid, holder of national identity card and tax identification and passport number 43031923-G.

So that, both in the **UNITED STATES OF AMERICA** and **CANADA**, in name and on behalf of FERROVIAL AGROMÁN, S.A., he may exercise the following powers:

**1. CONSORTIA, GROUPS OR SIMILAR:**

A) To incorporate, amend, extinguish or participate in all kinds of groups, temporary consortia, similar entities or any other similar collaboration formulas (consortia, cartels, agreements, joint ventures, trusts or syndicates) allowed in Spain or abroad, including national and European Economic Interest Groups, with other companies or individuals, both national or foreign, to which end he may undertake the responsibility in solidum of the company represented, to the extent required by the applicable laws in each case, being able to subscribe,



approve, notarise the relevant Charters, Clauses or Rules of Operation and determine their name, term, object, domicile, contributions, criteria for distribution of results and to appoint representatives or managers, setting their powers.

B) In all cases in which the company has been appointed as manager or representative of any Group, including those of economic interest, either of national or European scope, Temporary Consortium, or any other analogous entity, to act as representative of same in that capacity and, thus, to exercise all the faculties, without any limitation whatsoever, that may be attributed or lie with such offices.

## **2. CONTRACTING WORKS, SERVICES AND SUPPLIES.**

To enter into, amend, terminate and extinguish contracts related to works, services and supplies of all kinds, acting on behalf of the company in all kinds of auctions, competitions, tender-auctions, or to enter into direct contracts, individually or jointly, alone or severally with other companies, acting in prior operations for preclassification, submitting proposals, constituting all kinds of deposits and guarantees, accepting awards, whatever their nature and, in general, fulfilling all requisites that may be necessary to take part in these.

To attend layout inspections, occupation of land and provisional or definitive reception of works, and to sign the certificates drawn up in these cases, being able to apply for, agree or approve certificates of works, contradictory prices, amendments or reforms of projects, price reviews, liquidations of works, termination of contracts and constitution, amendment and cancellation of bank guarantees or deposits.

## **3. ATTENDING INVITATIONS TO TENDER:**





0J3696292

CLASE 8.<sup>a</sup>

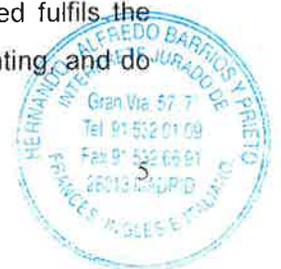
To attend, on behalf of the company, individually or severally with other companies, all kinds of tender procedures; to consult and set the prices under the direct contracting regime; to sign financial proposals and authorise the complementary documents or other documentation required; to constitute provisional and definitive deposits; to receive and answer notifications and requirements; to appear before civil servants and contracting boards, formulating the appropriate protests and claims before these; to produce and withdraw documents; to apply for clarifications or extensions with regard to the documentation contributed; to accept or appeal final awards and, in general, fulfil all acts that are necessary to perform all the above, or to enforce the rights of the mandator.

4. And for the purposes of the above faculties, to sign and subscribe as many public or private documents as may be necessary to that end.

The legal caveats were given.

I, the Notary Public, having read this deed to the gentleman appearing, at his choice, renouncing the right of which I previously, specifically informed him he had to read it himself, he approved and ratified and signed it with me.

And I, the Notary Public, DO HEREBY DECLARE I have identified the gentleman appearing from the document stated in the appearance, as well as that the granting was freely provided by him, that granting this deed fulfils the legal regulations in force and duly informed will of the company granting, and do



attest the full content of this public instrument, laid out on five folios of exclusive paper for notarial documents, Series 8V, numbers 7556238, 7556239, 7556240, 7556241 and this one. There is the signature of the gentleman appearing. There is the mark, signature, paraph and seal of the Notary Public executing.

NOTE.- On the same day of its execution I issue three copies for the granting Company, on five folios of exclusive paper for notarial documents of series 8V, numbers 7561870 and the four following ones in correlative order, 7561865 and the four following ones in order and 7561860 and the four following ones in order. I DO DECLARE.- Del Moral.- Flourished.

IT IS A LITERAL COPY OF ITS ORIGINAL, that it matches in number and content, and where it is annotated. And for the Company granting, I issue it on five folios of exclusive paper for notarial documents of series 8W, numbers: this one and the four following ones in order. At Madrid, this twentieth day of August of the year Two thousand and eight. I DO DECLARE.

*(Illegible signature)*

*(Stamp: Mr. Carlos del Moral Carro; Notary's Office; Madrid)*

*(Stamp: Notarial Authority to Attest Documents; General Board of Spanish Notaries; European Notaries; No. 0133797020)*

UNLEVIED DOCUMENT.





0J3696293

CLASE 8.<sup>a</sup>

This page has been attached to the document, in which the signature of Mr. *Carlos del Moral Carro* appears, dated 20<sup>th</sup> August 2008.

**PROFESSIONAL ASSOCIATION OF NOTARIES OF MADRID  
DEAN'S OFFICE**

Legalisation of the sign, signature and flourish of Mr. *Carlos del Moral Carro*, Notary of this Professional Association.

At Madrid, this *twenty-ninth* day of *August* of the year Two thousand and *eight*.

*(Illegible signature)*

Mr. Luis Felipe Rivas Recio

Signed on the Dean's behalf by virtue of delegation

*(Stamp: Professional Association of Notaries of Madrid.)*

*(Stamp: Notarial Authority to Attest Documents; General Board of Spanish Notaries; European Notaries; No. 0042077124)*

**LEGALISATION:** Seen at this General Directorate of Registries and Notaries, to legalise the signature of Mr. *Luis Felipe Rivas Recio*, Dean of the Professional Association of Notaries of *Madrid*.

At Madrid, this 2<sup>nd</sup> day of September, 2008.

The General Director

The Head of the Department of the General Registry.

*(Illegible signature)*

Signed: M<sup>a</sup> Carmen Guijarro González

*(The official seal of the General Directorate of Registries & Notaries is affixed)*

**MINISTRY FOR FOREIGN AFFAIRS AND COOPERATION**

**LEGALISATIONS**

The preceding signature is hereby recognised as apparently authentic, without entering into the contents of the document or to the use it may be put to in future.

Madrid, this 03<sup>rd</sup> September, 2008

The Undersecretary

*(Illegible signature)*

Montserrat Pantoja Gutiérrez

Head of Department

*(A signature legalisation drawn up in English and French from the Canadian Embassy in*

*Spain is affixed.)*

*(The seal of the Canadian Embassy in Spain is affixed.)*





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**Certificación / Certificate**

*(Ley Orgánica de 26 de abril de 1900)*

*(Ley 1/2000, de 7 de enero, art. 144)*

*(Reales Decretos 2555/1977, de 27 de agosto,*

*889/1987, de 26 de junio, 752/1992, de 27 de junio y*

*79/1996, de 26 de enero)*

*(Orden Ministerial de 8 de febrero de 1996)*

Nº de orden de protocolo: 21501-08

Don Hernando – Alfredo Barrios y Prieto, Intérprete Jurado de francés, inglés e italiano, certifica que la que antecede es una traducción fiel y completa al inglés de un documento redactado en lengua española.

En Madrid, a diez de septiembre de dos mil ocho.

Hernando – Alfredo Barrios y Prieto, Sworn Translator of English, French and Italian, does hereby certify: That the preceding translation is a complete and faithful rendering in English of the original in Spanish.

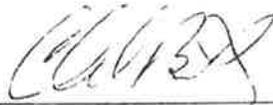
At Madrid, this tenth day of September of the year Two thousand and eight.



**WRITTEN CONSENT OF  
THE MANAGERS OF  
W.W.WEBBER, LLC**

The undersigned, being all of the managers of W.W.Webber, LLC, a Texas limited liability company, and being entitled to vote upon the resolutions attached hereto as Exhibit A (the "Resolutions") as if the same had been submitted at a formal meeting of the managers duly called and held for the purpose of acting upon such resolutions, do hereby consent that the Resolutions are deemed to be adopted to the same extent and to have the same force and effect as if adopted by vote at a formal meeting of the managers duly called and held for the purpose of acting upon proposals to adopt such resolutions.

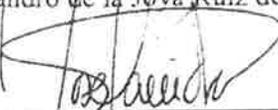
Dated: September 11, 2006



Charles A. Burnett



Alejandro de la Jova Ruiz de Velasco



José Carlos Garrido-Lestache Rodríguez



RESOLUTIONS ADOPTED BY THE  
MANAGERS OF  
W.W.WEBBER, LLC  
(the "Company")

Delegation of Authority

RESOLVED, that the following persons FERNANDO BARRERA MARTÍN, FERNANDO CASTELLANO LOPEZ, MARÍA-OLIMPIA MONTERO SÁNCHEZ, LAURA LOPEZ BERZAL, JACQUELINE SAIZ COMPANY, ESTIBALIZ URIARTE PÉREZ MOREIRAS, ALEJANDRO VERAMENDI B., AND FRANCISCO JOSE ESPINOSA MUÑOZ (hereinafter referred to as the "Finance Team"), and CHARLES A. BURNETT, JAVIER RODRIGUEZ GARCIA, BRADY JAMES and JESÚS ROPERO PRIETO, all of them as hereby appointed as Authorized Signatory of the Company to act on its behalf as follows:

- a) 1. To contract, apply for, extend, renew, effect, modify and cancel, as the case may be, all types of insurance, security, bonds and deposits of all classes, and to withdraw securities, effects and cash deposited in the name of the company;
2. To draft, sell and purchase agreements of derivatives of any type, and specifically interest and exchange rates, and stock values, among others, with regard to auctions, and tenders; and
3. In general, to enter into any type of bid, both during the qualification phase and presentation of bids, awards, perfecting or execution of contracts, in any jurisdiction, and accordingly, to enter into and sign the corresponding policies with insurance companies or mutuals of all classes; and
- b) 1. Borrow any amounts in relation to any of the purposes or objectives of the Company upon the security of any of the property of the Company (whether real or personal), and to execute in connection therewith, any class of payment and debit documents, payment notes, invoices, drafts, receipts, vouchers, promissory notes and, in general, all debt documents of a similar nature;
2. Accept or acknowledge debt in favor of the Company and all classes of settlements of accounts and balances and assume obligations of any nature to secure such debts;
3. To open and close accounts of every nature in the name of the Company or perform similar operations with all classes of licensed banking or credit institutions, either public or private, including savings banks, and to withdraw any monies deposited by the Company with any such banks (whether any such account is in credit or overdrawn or otherwise), to apply for statements, balances and acceptances, to sign all documents that may be required for the opening, performance, effect and cancellation;

4. Withdraw any monies deposited by the Company with any banks in which it has an account (whether any such account is in credit or overdrawn or otherwise);

5. Issue, accept, endorse, discount, negotiate, collect, pay, protest or intervene in any other type of commercial and financial bills of exchange, promissory notes, drafts, checks, credits letters and orders, receipts or other business trading or commercial effects as may be deemed necessary or proper in relation to the affairs of the Company; and

6. Issue and guarantee checks or order transfers of funds from accounts in the name of the Company:

- c) Acquire, dispose of, encumber and lease chattels and moveable goods, except stocks and shares or any other securities or government paper subject to any limitations set forth in this Section:
- d) Purchase and sell on behalf of the Company securities in the United States of America, whether from the private or public sector, of any nature or amount, of any types of commercial-law and civil law companies, specially shares, equity participations in limited liability companies and economic associations, and options on the same, as well as acquiring and transmitting all kinds of rights in same.

The authority hereby granted is to be executed in the following manner:

- 1. Approval for any of the actions described in Sections a), b), c) and d) shall be sufficiently evidenced by the signature of two members of the Finance Team acting jointly:
- 2. Notwithstanding the general authorizations described in the preceding paragraph:
  - Approval for any action of contract described in Sections a) 1, a) 3, b) 2, b) 4, b) 5 (excluding endorsement and discount in b)5 which shall always require the signature of two members of the Finance Team) b)6 and c) shall also be sufficiently evidenced by the signature of any two Authorized Signatory acting jointly.
  - Approval for any action described in Sections b) 1, b) 3 and d) shall also be sufficiently evidenced by the signature of any Authorized Signatory and a member of the Finance Team acting jointly.

### General

RESOLVED, that the Chairman and President is authorized and empowered to execute and deliver any and all documents and instruments deemed necessary or appropriate by such individual, and to take any and all such further action, in the name of and on behalf of the Company which such individual determines to be necessary or appropriate to effectuate the general intent of the foregoing resolutions, such authorization to be conclusively evidenced by the signature of such individual thereon; and further

Handwritten initials 'AR' and a signature with a large flourish.

RESOLVED, that all prior lawful actions taken by any member of the Company, the President or any Manager in the name and on behalf of the Company in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

(103)

A handwritten signature in dark ink, appearing to be a stylized 'R' followed by a flourish.



A **tyco** International Ltd. Company

**FORM MEMO FOR DELEGATION OF AUTHORITY**

**Interoffice Memorandum**

*This correspondence may contain confidential information intended for the use of the individual or entity to whom it is addressed. If the reader is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination or copying is strictly prohibited.*

**TO:** Bill Webb, Executive VP, GC&E Division, Emp. #14489  
**FROM:** Phillip Watts, Senior VP, Rocky Mountain District, Emp. #89331  
**DATE:** January 31, 2008  
**RE:** Earth Tech Delegation of Authority Policy

According to the Earth Tech Delegation of Authority, approval of contracts and subcontracts by a section manager requires my authorization. By this letter, I am delegating to the individual(s) listed, up to the limits noted, the authority to approve Bid/No-bid, Estimate Reviews, Contract and Subcontract Approval and Signature Authority (with appropriate legal, finance, management, and safety reviews).

Sub-Delegate(s)  
Jonathan P. Engelke, P.E., Acting Section Manager,  
Emp. #88309

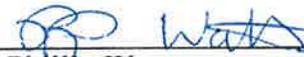
Limit of Authority  
USD <\$500k for cost  
reimbursable contracts  
<\$300k for firm fixed price or  
lump sum contracts

The undersigned sub-delegate(s) hereby acknowledges that he or she has reviewed, and agrees to comply with, the Earth Tech Delegation of Authority policy.

This sub-delegation of authority is effective as of January 31, 2008 and shall continue to be effective until December 31, 2008.

  
Jonathan P. Engelke, P.E.

2/19/08  
Date

  
Phillip Watts

2-20-08  
Date

**Approved by:**

  
William Webb

02-22-08  
Date





# AGUIRRE & FIELDS LP

Transportation ♦ Civil ♦ Structural  
Engineers and Planners

November 5, 2008

Mark Tomlinson, TTA Division Director  
Texas Department of Transportation  
Texas Turnpike Authority  
125 East 11<sup>th</sup> Street  
Austin, TX 78701-2483

Re: NTE Project

Dear Mr. Tomlinson:

As a senior officer of Aguirre & Fields, LP, I would like to formally acknowledge that Oscar R. Aguirre and Rebecca Fields have authority to sign all contractual documents associated with the Proposal for the NTE Project. Furthermore, Richard Fields, Oscar R. Aguirre, and Rebecca Fields have authority to sign all non-contractual documents associated with the Proposal for the NTE Project.

Sincerely,

Oscar Aguirre, P.E.

ORA/mmw

h:\11118\boq\proposalaflp forms\2008-11-05 ora ltr et nte\_evidence of signature authority.doc



OTHON, INC.  
11111 Wilcrest Green, Suite 128  
Houston, Texas 77042

CONSULTING ENGINEERS  
Civil, Transportation, Environmental,  
Construction Management

713 975 8555 TEL  
713 975 9068 FAX  
othoncorp@othon.com E-MAIL  
www.othon.com WEBSITE

OTHON, INC  
CORPORATE AUTHORIZATION RESOLUTION

I, Rita Rowan, the undersigned Secretary of Othon, Inc. (The "Corporation") hereby certify that: The Corporation is duly organized and existing under the laws of the State of Texas and the following is true, accurate and complete transcript of a resolution contained in the minute book of the Board of Directors of said Corporation duly held on the 24th day of September, 2008 at which meeting there was present and acting throughout a quorum authorized to transact business hereinafter described, and that the proceedings of said meeting were in accordance with the charter and by-laws of said Corporation and that said resolutions have not been amended or revoked and are in full force and effect:

Resolved, that F. William Othon, President and CEO, be and is hereby authorized and empowered to sign any and all documents on behalf of said Corporation, and to take such steps, and do such other acts and things, as in his judgment may be necessary, appropriate or desirable in connection with any proposal submitted to, or any contract entered into: and,

Resolved, that any and all transactions by and of the officers or representatives of the Corporation, in its name and for its account, with Cintra prior to the adoption of the resolutions be, and they are hereby, ratified and approved for all purposes.

Witness my hand and seal of the Corporation this 24th day of September 2008.

Othon, Inc.

A handwritten signature in blue ink, appearing to read 'Rita Rowan', written over a horizontal line.

Rita Rowan, Secretary

# **CSJ ENGINEERING ASSOCIATES, LLC**

**ENGINEERING CONSULTANTS**

October 27, 2008

Mr. Cesar Souza  
NTE Mobility Partners  
7700 Chevy Chase, Park One, Suite 500  
Austin, Texas 78752

Email: [cesar.souza@ferrovial.es](mailto:cesar.souza@ferrovial.es)  
**Original Hardcopy to follow**

Re: Evidence of Signatory Authority

Mr. Souza,

This is to certify that I, John T. Schulte, currently residing at 107 Clarks Grove, City of Hutto, County of Williamson, State of Texas is the *Principal in Charge* of and has *Signatory Authority* for *CSJ Engineering Associates, LLC*, Post Office Box 16116, Austin, Texas 78761-6116.

*CSJ Engineering Associates, LLC* is a Limited Liability Corporation created in the State of Texas to operate as a Consulting Engineering Company. The *Certificate of Formation of the Company* was filed and recorded with the Secretary of State for the State of Texas in 2008

The *Certificate of Formation of the Company* as mentioned above can be accessed as Public Records and is supporting documentation of *Evidence of Signatory Authority* for John T. Schulte.

Sincerely,



**John T. Schulte**  
**Principal in Charge**  
**CSJ Engineering Associates, LLC**  
**Post Office Box 16116**  
**Austin, Texas 78761-6116**  
**Telephone: 1-512-750-3973**  
**Email: [jtschulte@csj.us.com](mailto:jtschulte@csj.us.com)**



November 4, 2008

Jill Jones  
c/o Cintra Developments, LLC  
7700 Chevy Chase Dr. Suite 500C  
Austin, TX 78752

RE: NTE Proposal Forms, Signature Authority

Dear Ms. Jones:

Attached please find the forms you requested: Form S Equal Employment Opportunity Certification and Form J Conflict of Interest Disclosure Statement. As you requested, we completed the form by disclosing one contract with HNTB for TxDOT work but did not sign the form since you said the proposer would sign.

In addition, this letter is to confirm the signature authority of the following individuals to enter into and negotiate contracts on behalf of **Cox|McLain Environmental Consulting, Inc.:**

L. Ashley McLain

Larry W. Cox

The attached Articles of Incorporation reflect this authority. Please feel free to contact me at 512/338-2223 with any questions.

Sincerely,



L. Ashley McLain, AICP

President

**Cox|McLain Environmental Consulting, Inc.**

**ORGANIZATIONAL MEETING OF**  
**COX|McLAIN ENVIRONMENTAL CONSULTING, INC.**

August 17, 2007

**ARTICLE ONE - AUTHORITY TO ACT**

BE IT REMEMBERED THAT the organizational meeting of the initial Board of Directors of Cox|McLain Environmental Consulting, Inc., a Texas Corporation, was held at Austin, Texas, on the 17<sup>th</sup> day of August, 2007.

The meeting was called by a majority of the Directors named in the Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Texas on August 14, 2007.

Present at the meeting were all of the Directors named in the Articles of Incorporation. At this meeting, the following business was conducted, and on motions duly made, seconded, and carried, the following resolutions were adopted:

**ARTICLE TWO - IDENTIFICATION OF MEETING**

RESOLVED, that this meeting is the organizational meeting of the Board of Directors of Cox|McLain Environmental Consulting, Inc.

**ARTICLE THREE - CHAIRMAN AND SECRETARY**

RESOLVED, that Larry W. Cox, shall be, and hereby is, elected Chairman of the meeting and that Lorie Cox shall be, and hereby is, elected Secretary of the meeting.

**ARTICLE FOUR - RECORD BOOK**

RESOLVED, that this Corporation shall maintain a Corporate Record Book containing the minutes of this meeting and all subsequent meetings of the Board of Directors of this Corporation, the minutes of all meetings of the Shareholders of this Corporation, and such other documents as the Corporation, the Board of Directors, or the Shareholders thereof shall from time to time direct.

**ARTICLE FIVE - ARTICLES OF INCORPORATION**

RESOLVED, that a file-marked copy of the Articles of Incorporation of the Corporation and the original Certificate of Incorporation from the Secretary of State of Texas shall be inserted in the Corporate Record Book.

## **ARTICLE SIX - BY-LAWS**

RESOLVED, that the By-laws presented to and considered at this meeting are adopted as the Bylaws of this Corporation, and the Secretary of the Corporation is ordered to certify a copy of such By-laws, insert them in the Corporate Record Book, maintain them in the Corporation's principal business office, and keep them open for inspection by the Shareholders at all reasonable times during office hours.

## **ARTICLE SEVEN - SEAL**

RESOLVED, that the form of seal presented to this meeting be, and hereby is, adopted as the Corporation's official seal, and that an impression thereof be embossed on the margin of these minutes to the right of this resolution, the Seventh Article of these Minutes.

## **ARTICLE EIGHT - SHARE CERTIFICATES AND RECORDS**

RESOLVED, that this Corporation hereby adopt that certain form of share certificate presented to this meeting as the form that will be used to evidence ownership of shares of the Corporation, and the Secretary is directed to attach a specimen copy of such certificate to the minutes of this meeting.

## **ARTICLE NINE - OFFICERS**

RESOLVED, that the following persons are hereby elected as officers of this Corporation:

President - Ashley McLain  
Chairman of the Board - Larry W. Cox  
Vice President/Treasurer - Larry W. Cox  
Secretary - Lorie Cox

## **ARTICLE TEN - EXPRESS AUTHORITY OF OFFICERS**

RESOLVED, that the President of the Corporation be, and hereby is, authorized to purchase, sell, and convey any and all real and personal property of every kind and nature as may be determined by said officer to be in the best interest of the Corporation for such price and on such terms, including part cash and part credit, all cash, or all credit, as said officer may deem proper and in the best interest of said Corporation.

RESOLVED FURTHER, that the President be, and hereby is authorized and empowered to enter into contracts, execute notes, deeds of trust, deeds, releases, leases, transfers, mortgages, mechanic's lien contracts, plats, easements, dedications, land use restrictions, and amendments thereto

and to execute such other instruments in writing affecting the title to real estate or other property belonging to the Corporation or otherwise, as in the judgment of the said officer is deemed best for said Corporation, all of which, when so executed by said officer, shall be for and on behalf of the Corporation and shall constitute the act and deed of said Corporation, and it shall not be necessary for the Secretary to attest to any instrument so executed by the President on behalf of the Corporation.

RESOLVED FURTHER, that the President be, and hereby is, authorized and empowered to borrow money on behalf of the Corporation in such amounts and on such terms as determined by said officer to be in the best interest of the Corporation; as security therefore to make and deliver security agreements and deeds of trust creating liens on the real and personal property owned by the Corporation; and to perform these actions as determined in said officer's discretion to be in the best interest of the Corporation.

#### **ARTICLE ELEVEN - COMPENSATION OF OFFICERS AND DIRECTORS**

RESOLVED, that the salaries or compensation of all officers and Directors of the Corporation may be set, and may be changed from time to time, by simple resolution of the Board of Directors.

#### **ARTICLE TWELVE - BANK ACCOUNT**

RESOLVED, that the Corporation establish in its name one or more deposit accounts with a bank chosen by the President and Treasurer, on such terms and conditions as may be agreed on with said bank, and that the President and Treasurer of the Corporation be, and hereby are, authorized to establish all such accounts.

RESOLVED FURTHER, that the said bank is authorized to accept any corporate resolution presented for the purpose of check writing authorization provided that such resolution is signed by the President of the Corporation.

#### **ARTICLE THIRTEEN - ISSUANCE OF SHARES**

RESOLVED, that this Corporation issue 10,000, shares of its common stock in the amount set forth opposite each name for a no par price per share. The consideration for issuance of shares to each individual identified is for value of services rendered for the formation of this Corporation.

<u>Shareholder</u>	<u>Number of Shares</u>
Ashley McLain	5,000
Lorie Cox	1,000
Larry W. Cox	4,000

## **ARTICLE FOURTEEN - BOARD OF DIRECTORS**

RESOLVED that the following persons are hereby elected as members of the Board for the Corporation:

Larry W. Cox - Chairman of the Board  
Ashley McLain

## **ARTICLE FIFTEEN - RESOLUTION TO ADOPT SECTION 1244 STOCK**

RESOLVED, that the Corporation shall sell and issue shares of common stock only so long as the aggregate amount of money and other property received for such shares, plus the aggregate value received for common stock outstanding at the time of issuance, together with outstanding contributions to capital and paid-in surplus, does not exceed \$1,000,000. The sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244. The Secretary, Treasurer, and other officers of the Corporation are hereby directed to annually review IRS Publication 550 and maintain the records required for compliance, including without limitation:

1. All financial records, including income tax returns and other records that show sources of the Corporation's income for at least the past five years;
2. Name and address of each new Shareholder, the date stock was issued to them, and the consideration they gave for the stock, including the Shareholder's basis in, and the fair market value as of the transfer date of, any property exchanged with the Corporation for its stock;
3. The amount of cash and the Corporation's basis in other property received: for stock, as contribution to capital, and as paid-in surplus; and
4. Information relating to any tax-free stock dividend made with respect to Sec. 1244 stock and any reorganization in which the stock is transferred by the Corporation for Sec. 1244 the stock is transferred by the Corporation for Sec. 1244 stock.

## **ARTICLE SIXTEEN - WAIVER AND CONSENT**

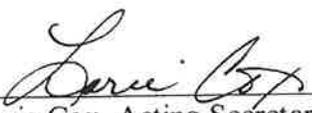
RESOLVED, that these Directors, by their signatures affixed to the minutes of this organizational meeting of the Board of Directors, and by this resolution, do hereby waive notice of the time and place of this meeting, consent to the meeting and do approve of the contents of the minutes of this organizational meeting.

## **ARTICLE SEVENTEEN - ADJOURNMENT**

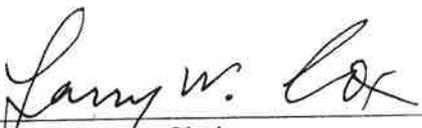
RESOLVED, that there being no further business to come before the organizational meeting of the Board of Directors, the meeting be duly adjourned.

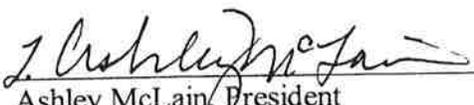
The foregoing reflects all business conducted by the Board of Directors at the organizational meeting or through unanimous consent to action taken in lieu of the organizational meeting.

DATED: the 17<sup>th</sup> day of August, 2007.

  
\_\_\_\_\_  
Lorie Cox, Acting Secretary

APPROVED:

  
\_\_\_\_\_  
Larry W. Cox, Chairman

  
\_\_\_\_\_  
Ashley McLain, President

CORPORATE SEAL

Incumbency Certificate

I, Kendall H. Sherrill, being the duly elected and acting Secretary of MACTEC Engineering and Consulting, Inc., ("MACTEC") hereby certify that Samuel M. Watson is a duly elected and acting Vice President of MACTEC and, pursuant to the authority inherent in the office of Vice President as set forth in the Bylaws of MACTEC, has the authority, on behalf of MACTEC, to sign the North Tarrant Expressway D/B Proposal and any other documents relating to this Proposal.

Dated October 31, 2008.

MACTEC Engineering and Consulting, Inc.

SEAL

by Kendall H. Sherrill  
Secretary

## CORPORATE AUTHORIZATION RESOLUTION

RESOLVED, that Saad Hineidi, P.E., Senior Vice President of Fugro Consultants, Inc. a corporation duly organized and existing under the laws of the State of Texas and that the following is a true, accurate and compared transcript of resolution contained in the minute book of the Corporation, duly adopted at a meeting of the Board of Directors of said Corporation duly held on the 16th day of October, 2008 at which meeting there was present and acting throughout a quorum authorized to transact business hereinafter described, and that the proceedings of said meeting were in accordance with the charter and by-laws of said Corporation and that said resolutions have not been amended or revoked and are in full force and effect.

"BE IT RESOLVED, that the Senior Vice President, Saad Hineidi, P.E. be and is hereby authorized and empowered to sign any and all documents on behalf of said Corporation."

## CERTIFICATION

The undersigned Secretary of Fugro Consultants, Inc. hereby certifies that the foregoing is a true and correct copy of a resolution adopted by the Board of Directors of this Corporation and that said resolution is now in full force and effect and is duly recorded in the Corporate minutes of said meeting.

Witness my hand and the seal of the Corporation this 16th day of October, 2008.



Secretary-Treasurer



COLEMAN &  
ASSOCIATES

10/29/2008

Mark Tomlinson, P.E.  
Texas Department of Transportation  
Texas Turnpike Authority  
125 East 11th Street  
Austin, Texas 78701-2483

RE: North Tarrant Expressway Proposal to Texas Department of Transportation

Dear Mr. Tomlinson:

Although Coleman & Associates is a corporation, I, Aan Garrett-Coleman, am 100% owner as well as President of the company and, thus, have the authority to sign any forms related to the above referenced proposal on the company's behalf.

Sincerely,

Aan Garrett-Coleman  
President  
Coleman & Associates, Inc.  
9890 Silver Mountain Dr.  
Austin, TX 78737

# ROSS

COMMUNICATIONS

November 10, 2008

Mr. Cesar Souza  
NTE Mobility Partners  
7700 Chevy Chase Dr., Suite 500C  
Austin, TX 78752

RE: Evidence of Signatory Authority

Dear Mr. Souza:

This is to certify that I, Rossanna Salazar, currently residing at 3404 Day Star Cove, City of Austin, County of Travis, State of Texas, am President of and have signatory authority for ROSS Communications Inc., 919 Congress Avenue, Suite 1500, Austin, Texas 78701.

ROSS Communications Inc. is a corporation created in the State of Texas to operate as a communications and public affairs firm. The Certificate of Formation of the Company was filed and recorded with the Secretary of State for the State of Texas in 1993.

The Certificate of Formation of the Company as mentioned above can be accessed as Public Records and is supporting documentation of Evidence of Signatory Authority for Rossanna Salazar.

Sincerely,



Rossanna Salazar  
President