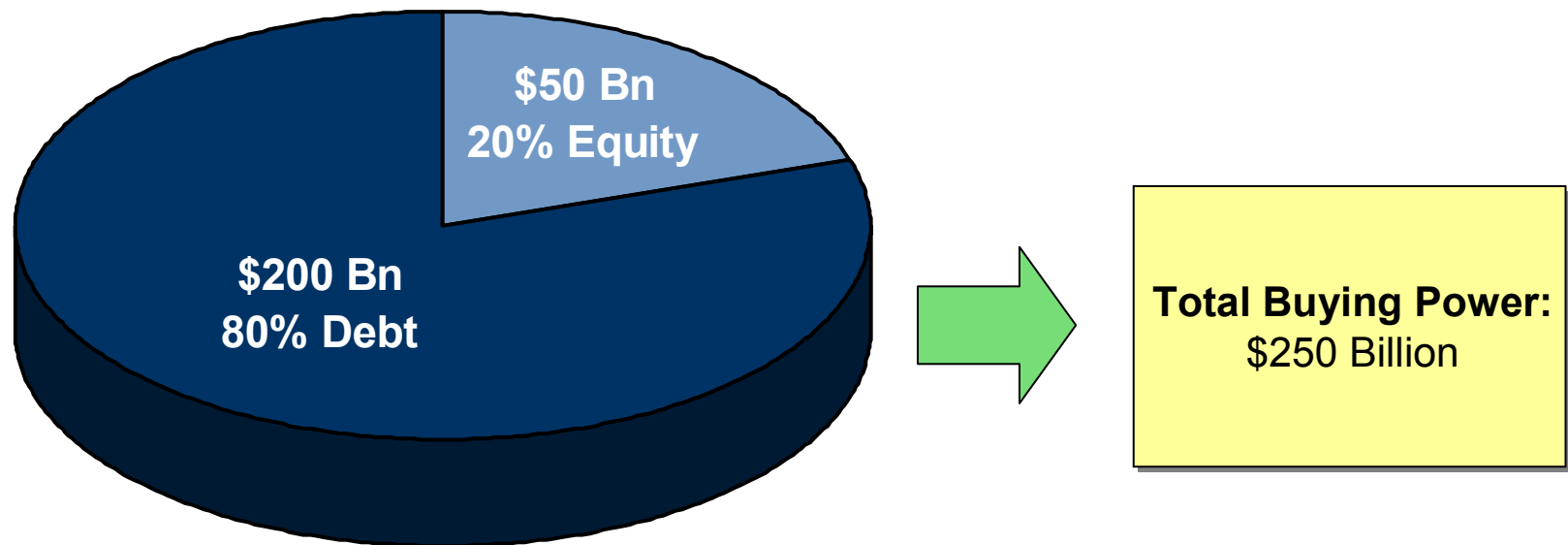


Public-Private Partnerships: An Alternative Source of Capital

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Substantial pools of capital are focused on investing in infrastructure.





A wide range of potential investors are interested in toll roads and other infrastructure assets.

	Toll Road Companies	Pension Funds
Examples of Potential Investors	<ul style="list-style-type: none">■ Acciona (Spain)■ Abertis (Spain)■ ACS/Dragados (Spain)■ ASF (France)■ Autostrade (Italy)■ Bilfinger Berger (Germany)■ Brisa (Portugal)■ Cheung Kong (Hong Kong)■ Cintra (Spain)■ Cofiroute (France)■ Itinere (Spain)■ Hochtief (Germany)■ Macquarie (Australia)■ Skanska (Sweden)■ Transurban (Australia)■ Vinci (France)	<ul style="list-style-type: none">■ CPP (Canadian National Pension)■ Ontario Municipal Employees (Borealis)■ Ontario Teacher's■ State Pension Funds■ Union Pension Funds
Operating Strategy	<ul style="list-style-type: none">■ Enter US market via large acquisition and grow via additional mergers and tuck-in acquisitions	<ul style="list-style-type: none">■ Seeking long-term, steady fixed rate return to offset liabilities■ Buy and hold to generate cash flow
Strategic Rationale	<ul style="list-style-type: none">■ Expansion opportunity into North America	<ul style="list-style-type: none">■ Interest in municipal assets as an asset class

BOLD = Members of Skyway and ITR consortium



The bank debt market has a strong appetite for infrastructure transactions.

Recent Bank Activity in Infrastructure

Project	Indiana Toll Road	Chicago Skyway
Project Description	157 mile Existing Toll Road	7.8 mile Existing Toll Bridge
Size of Loan	\$3,278 million	\$1,190 million
Term	9 years	9 years
Debt Providers	DEPFA, Dexia, BBVA, BNP, Caja Madrid, RBS, SCH	BBVA, Calyon, DEPFA, SCH
Debt Pricing	TBD	LIBOR + 125 – 175 bp

The concession lease of the Chicago Skyway was the first of its kind in the United States.

Description of Chicago Skyway

- 7.8 miles divided elevated toll road and toll bridge with 3 lanes in each direction
- Connects to Indiana East-West Toll Road and Dan Ryan Expressway
- Current tolls: \$2 per car, \$1.20 per truck axle – no change since 1993
- Mostly cash-only tolling
- Lack of Competing Direct Route
- Small Impact of Toll Increases on Traffic Demand
- Strong EBITDA Margins and Revenue Growth Rates
- Limited Future Capital Expenditures
- Modernization Potential

The Road Network



Financial Overview

(US\$ in millions)	2003 (a)	2004	2005 (a)	2006 (a)
Revenues (\$) (b)	39.8	41.2	49.6	50.1
Operating Expenses (\$) (b)	11.4	12.2	12.6	13.1
EBITDA (\$)	28.4	29.0	37.0	37.1
EBITDA Margin	71.3%	70.4%	74.5%	73.9%
Total Vehicles (000)	17,422	17,395	16,260	16,422
CAGR	5 Yr Hist.	3 Yr Hist.	5 Yr Proj.	10 Yr Proj.
Revenues	3.0%	11.6%	8.6%	10.3%
EBITDA	1.5%	14.1%	10.1%	12.4%

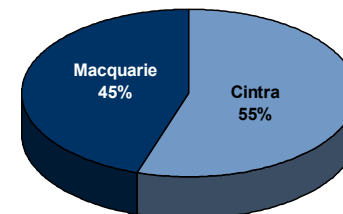
(a) Lane closures due to CIP impacted traffic and revenues (completion of CIP in December 2004).

(b) Source: Audited financial statements.

(c) Source: Macquarie Website

Ownership and Financing Structure

Ownership Structure



Estimated IRR = 12.3%(c)

Initial Financing Structure

Debt	\$1,000	53%
Equity	882	47
Total	\$1,882	100%

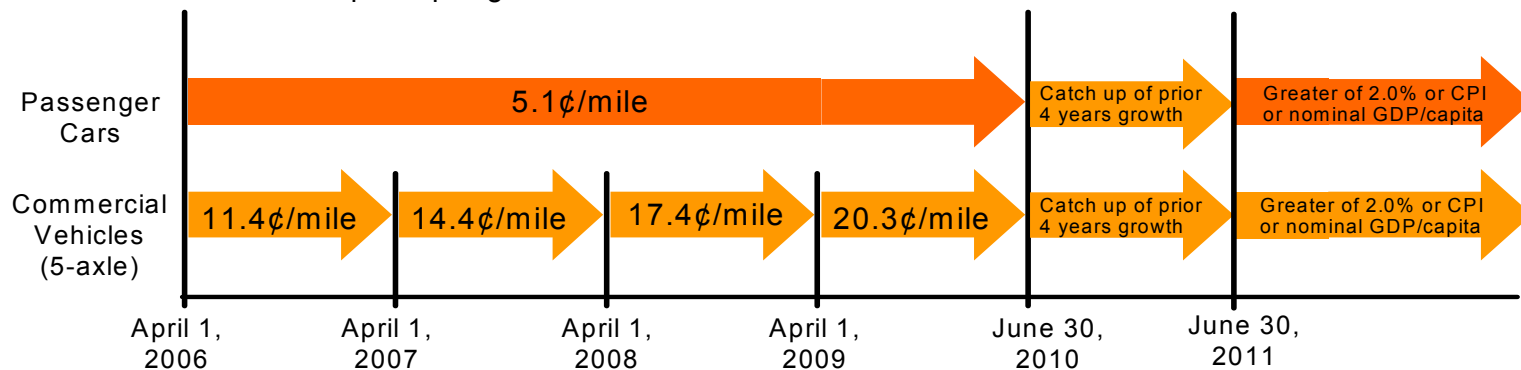
\$1.4 bn Debt Refinancing

- Achieved non-recourse financing
- Improved match funding of assets and liabilities versus bank financing
- Reduced financing cost through several features including an innovative accreting swap provided by Goldman Sachs Capital Markets L.P.



Indiana Toll Road: The private operator agreed to key concession terms, including predefined future tolling increases and operating standards.

- **Term of Concession:** 75 years
- **Estimated Additional Capital Expenditures/Road Enhancements:** \$4.4 billion (2006 dollars)
- **Toll Increases:**
 - A state-mandated toll increase schedule will be implemented on April 1, 2006.
 - First toll increase since 1985
 - Passenger car tolls to increase to 5.1¢ / mile, and remain unchanged until 2010
 - Commercial vehicle tolls step up as shown below in April 2006, April 2007, April 2008, and April 2009
 - Concessionaire's ability to set tolls begins in 2010 with a step up in 2010 to reflect the prior 4 years CPI or nominal GDP per capita growth
 - Maximum annual toll increase from 2011-2080 (term of concession) will be the greater of 2%, CPI and nominal GDP per capita growth

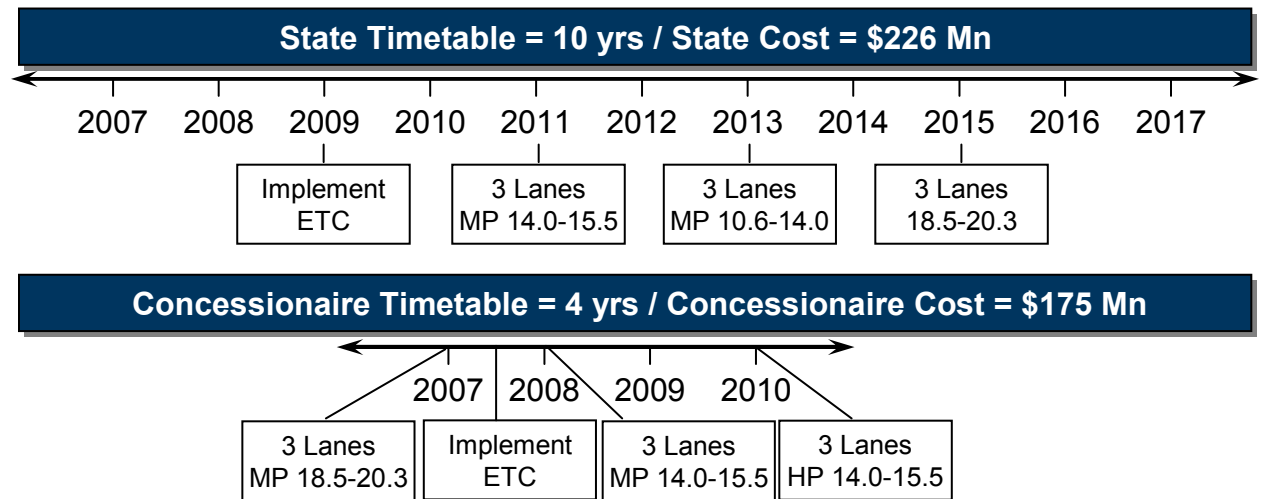


- **Operating Standards:**
 - 250 pages of operating standards that must be maintained
 - Restrictions on congestion management with mandated expansion upon certain Level of Service (LOS) triggers



In addition to an up-front payment, the winning bidder will also accelerate key projects and expend significant capital expenditures.

Accelerating Key Projects

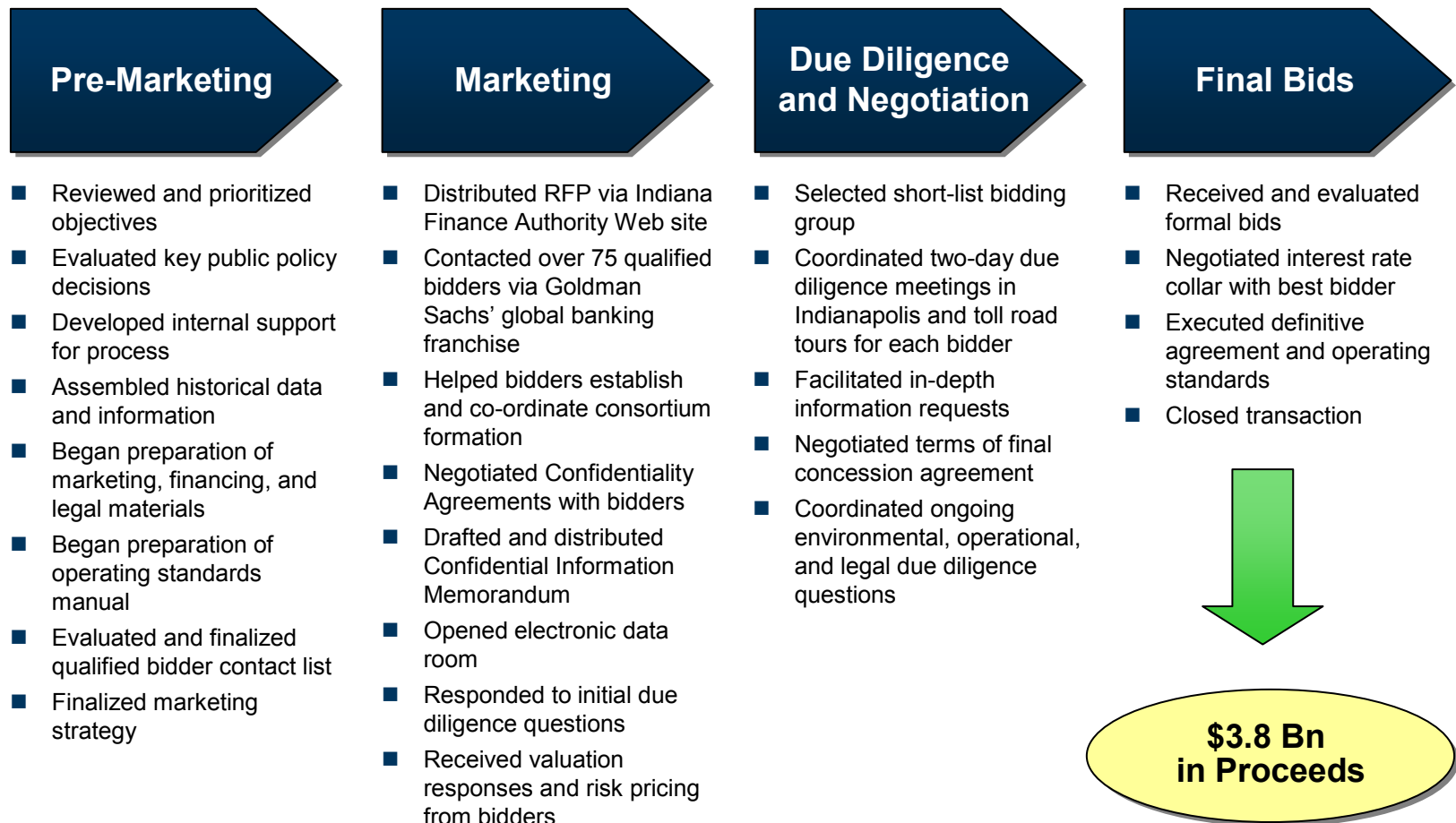
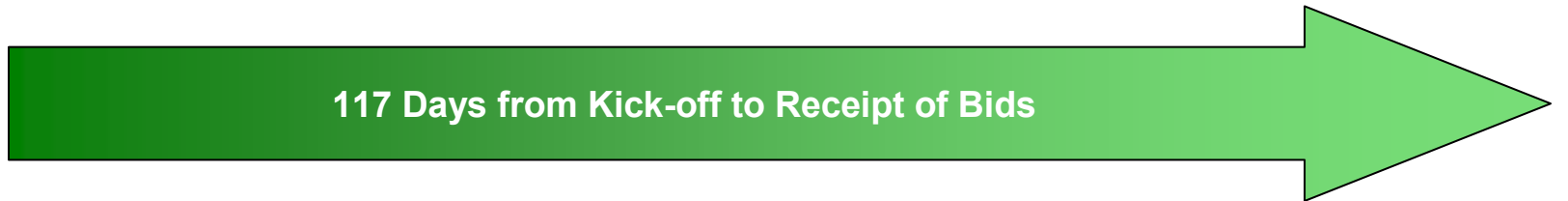


Commitment to Expend Significant Capital

<i>(\$ in millions)</i>	3 Years	25 Years	75 Years
Mandatory Cap Ex	\$80	\$575	\$1,750
Expansion Cap Ex	135	225	2,650
Total	\$215	\$800	\$4,400



Goldman Sachs led a highly structured, yet flexible process to deliver infrastructure capital to the State of Indiana.





Public policy decisions will have a substantial impact on the form of the concession.

Policy Decision	Description	Considerations
<ul style="list-style-type: none"> ■ Term of Concession 	<ul style="list-style-type: none"> ■ Length of time that a concession partner will be allowed to lease and operate the asset 	<ul style="list-style-type: none"> ■ What is political sensitivity to 99-year concession? ■ What is value of incremental term length?
<ul style="list-style-type: none"> ■ Tolls 	<ul style="list-style-type: none"> ■ Toll limits will be mandated 	<ul style="list-style-type: none"> ■ Public appetite for future increases ■ What is the elasticity of demand?
<ul style="list-style-type: none"> ■ Expansion / Enhancements 	<ul style="list-style-type: none"> ■ Will the State allow or mandate future expansion / enhancements to the asset 	<ul style="list-style-type: none"> ■ What enhancements are necessary ■ Future expansion if capacity constrained
<ul style="list-style-type: none"> ■ Non-Compete 	<ul style="list-style-type: none"> ■ Potential commitment of the State to compensate if future development causes competition issues. 	<ul style="list-style-type: none"> ■ Is this good public policy? ■ What are future capital plans that could have an impact if any?
<ul style="list-style-type: none"> ■ Construction Requirements 	<ul style="list-style-type: none"> ■ Capacity constraints if any and other requirements ■ Materials and methods 	<ul style="list-style-type: none"> ■ Allowance for phasing could enhance feasibility ■ What construction factors are important?
<ul style="list-style-type: none"> ■ Operating and Maintenance Standards 	<ul style="list-style-type: none"> ■ Manual of specific operation conditions and rules to which a concession partner must adhere 	<ul style="list-style-type: none"> ■ What are operating and maintenance conditions that are most important?
<ul style="list-style-type: none"> ■ Labor 	<ul style="list-style-type: none"> ■ Status of existing employees ■ Conditions for new concession company employees 	<ul style="list-style-type: none"> ■ Will the concessionaire be held to the State's employment standards?
<ul style="list-style-type: none"> ■ Environmental 	<ul style="list-style-type: none"> ■ Responsibility for existing potential environmental liabilities (if any) 	<ul style="list-style-type: none"> ■ Are there any known environmental liabilities?