UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
ACS INFRASTRUCTURE DEVELOPMENT, INC.
as of April 21, 2009

The undersigned, being the entire Board of Directors (the "Board") of ACS Infrastructure Development, Inc., a Delaware corporation (the "Corporation"), do hereby waive all notice of the time, place and purpose of meeting and do hereby consent in writing (the "Consent"), pursuant to Section 141(f) of the Delaware General Corporation Law, to the adoption of, and do hereby adopt, the following resolutions in lieu of a meeting of the Board and hereby direct the Secretary of the Corporation to file this Consent in the minute books of the Corporation:

PRELIMINARY STATEMENTS

WHEREAS, the North Carolina Turnpike Authority and the Developer (defined below) intend to enter into a Pre-Development Agreement (the "Pre-Development Agreement") to provide the framework for a long-term relationship between NCTA and Developer to analyze, identify, plan, develop, design, construct, maintain, operate and/or finance the Mid-Currituck Bridge Project (the "Project");

WHEREAS, the Corporation has formed The Currituck Development Group, LLC, a Delaware limited liability company and wholly owned subsidiary of the Corporation (the "Developer"), for the purpose of, among other things, entering into the Pre-Development Agreement and entering into a long-term relationship between NCTA and Developer to analyze, identify, plan, develop, design, construct, maintain, operate and/or finance the Project;

WHEREAS, in connection with the formation of the Developer, the Corporation has entered into a Limited Liability Company Agreement of the Developer (the "LLC Agreement"), dated April 21, 2009, in accordance with the Delaware Limited Liability Company Act; and

WHEREAS, in connection with the Pre-Development Agreement, the Corporation intends to provide a Guaranty in favor of the North Carolina Turnpike Authority to guaranty the obligations of the Developer under the Pre-Development Agreement;

NOW, THEREFORE, BE IT:

CERTIFICATE OF FORMATION AND LLC AGREEMENT

RESOLVED, that the undersigned Board of the Corporation finds that the formation of the Developer and the execution of the LLC Agreement are reasonably expected to directly and indirectly benefit the Corporation and do hereby authorize, approve and ratify in all respects the execution and delivery of the certificate of formation (the "Certificate of Formation") for the Developer and the filing of such Certificate of

Formation with the Delaware Secretary of State and the execution and delivery of the LLC Agreement of the Developer; and

RESOLVED, that, the officers (the "Designated Officers" and, individually, each a "Designated Officer") of the Corporation are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare and execute and deliver, or cause to be delivered, all instruments, certificates, agreements and other documents contemplated by the Certificate of Formation and LLC Agreement or otherwise relating thereto, in each case subject to such changes therein or amendments thereto as the Designated Officer executing the same shall, by execution thereof, approve; and further

GUARANTY

RESOLVED, that the undersigned Board of the Corporation finds that the Guaranty is reasonably expected to directly and indirectly benefit the Corporation and does hereby authorize and approve the execution, delivery and performance of the Guaranty, together with any amendments and supplements thereto, and the transactions and documents contemplated thereby;

RESOLVED, that, the Designated Officers of the Corporation are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare and execute and deliver, or cause to be delivered, all instruments, certificates, agreements and other documents contemplated by the Guaranty or otherwise relating thereto, in each case subject to such changes therein or amendments thereto as the Designated Officer executing the same shall, by execution thereof, approve; and further

FURTHER ACTIONS

RESOLVED, that in addition to the specific authorizations set forth in any of the foregoing resolutions, the Designated Officers of the Corporation are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further actions in connection with the Certificate of Formation, LLC Agreement and the Guaranty, to execute and deliver or cause to be executed and delivered all such other documents, certificates, instruments and agreements, to make such filings, in the name and on behalf of the Corporation, to incur and pay all such fees and expenses and to engage in such acts as they shall in their judgment determine to be necessary, desirable or advisable in connection with the Certificate of Formation, LLC Agreement and the Guaranty and the Corporation's obligations contemplated thereby, and the execution by any of such Designated Officers of any such documents, certificates, instruments or agreements or the payment of any such fees and expenses or the doing by them of any act in connection with the foregoing matters shall be conclusive evidence of their authority therefor and for the approval of the documents, certificates, instruments and agreements so executed, the expenses so paid, the filings so made and the actions so taken; and further

DEVELOPER DOCUMENTS

RESOLVED, that the Developer hereby is, authorized, empowered and directed to enter into, deliver and perform its obligations under the Pre-Development Agreement and all instruments, certificates, agreements and other documents contemplated thereby or otherwise relating thereto (all such instruments, certificates, agreements and other documents, collectively with the Pre-Development Agreement, the "Developer Documents");

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Developer, to execute and deliver the Developer Documents in such form as such officer or officers executing the same shall approve the signature of any such officer thereon to be conclusive evidence of his or her approval;

RESOLVED, that the Secretary of the Corporation be, and hereby is, authorized and empowered, in the name and on behalf of the Developer, to certify as to all matters pertaining to the acts, transactions or agreements contemplated in or by the foregoing resolutions;

RESOLVED, that in addition to the specific authorizations set forth in any of the foregoing resolutions in this section entitled "Developer Documents", the officers of the Corporation are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Developer, to take or cause to be taken any and all such further actions in connection with the Developer Documents to execute and deliver or cause to be executed and delivered all such documents, certificates, instruments and agreements, to make such filings, in the name and on behalf of the Developer, to incur and pay any such fees and expenses and to engage in such acts as they shall in their judgment determine to be necessary, desirable or advisable in connection with the Developer Documents and the Developer's obligations contemplated thereby, and the execution by any of such officers of any such documents, certificates, instruments or agreements or the payment of any such fees and expenses or the doing by them of any act in connection with the foregoing matters shall be conclusive evidence of their authority therefor and for the approval of the documents, certificates, instruments and agreements so executed, the expenses so paid, the filings so made and the actions so taken; and further.

RATIFICATION

RESOLVED, that any and all actions heretofore taken by (i) any Designated Officer or Director of the Corporation, or (ii) those acting at the direction of any of them, in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects; and further

GENERAL AUTHORIZATION

RESOLVED, that the Designated Officers of the Corporation are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional lawful action and to execute, deliver and file such agreements, requests, receipts, notes, checks, applications, reports, certificates and other documents as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution, delivery and filing of such documents to be conclusively evidenced thereby.

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IN WITNESS WHEREOF, each of the undersigned has executed this Consent and has adopted the resolutions set forth herein as of the date first written above. This Consent may be executed in one or more counterparts, all of which together shall be one and the same Consent.

DIRECTORS:

By:_____
Name: Manuel García Buey

By:_____
Name: Francisco José Fernández LaFuente

By:_____
Name: Victor Revuelta García