

EXHIBIT 21

**PROGRESS PAYMENT
CERTIFICATE**

WHEREAS, the Texas Department of Transportation (“TxDOT”) and Zachry-Odebrecht Parkway Builders, a joint venture comprised of Zachry Construction Corporation and Odebrecht Construction, Inc. (“Developer”) are parties to a Development Agreement to develop, design, construct and at TxDOT’s option, maintain the Grand Parkway Project (“Project”) in Tarrant County, Texas; and

WHEREAS, TxDOT has issued to Developer a Certificate of Final Acceptance for the design and construction of the Project; and

WHEREAS, pursuant to the Maximum Payment Schedule set forth in the Development Agreement, TxDOT’s payments to Developer for design and construction of the Project must continue beyond the date of Final Acceptance of Developer’s design and construction work by TxDOT; and

WHEREAS, TxDOT has determined that there is no dispute that it owes \$_____ to Developer, to be paid in accordance with the schedule described in Section 12.4.6 of the Development Agreement; and

NOW THEREFORE, TxDOT acknowledges its obligation, subject to Texas law, to pay Developer a total of \$_____, and hereby certifies that it will pay that obligation by monthly payments as set forth on Attachment 1.

Executed as of the ____ day of _____, ____.

TEXAS DEPARTMENT OF TRANSPORTATION

Phil Wilson
Executive Director

