

August 11, 2005

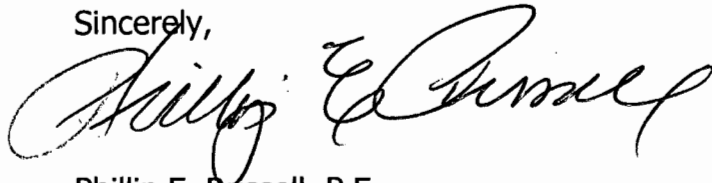
To whom it may concern:

Enclosed is Addendum #1 to that certain Request for Qualifications dated as of May 23, 2005 ("RFQ") issued by the Texas Department of Transportation ("TxDOT") to develop, design, construct, finance, operate and maintain the IH-635 Managed Lanes Project (the "Project") through a Comprehensive Development Agreement ("CDA").

The enclosed Addendum #1 to the RFQ modifies and clarifies certain provisions of the RFQ.

TxDOT looks forward to receiving and reviewing your QS.

Sincerely,

A handwritten signature in black ink, appearing to read "Phillip E. Russell". The signature is written in a cursive style with a large, prominent initial "P".

Phillip E. Russell, P.E.
Director, Texas Turnpike Authority Division

ADDENDUM #1
TO
REQUEST FOR QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, FINANCE,
OPERATE AND MAINTAIN
THE
IH-635 MANAGED LANES PROJECT
THROUGH A
COMPREHENSIVE DEVELOPMENT AGREEMENT

TEXAS DEPARTMENT OF TRANSPORTATION

ORIGINALLY ISSUED MAY 23, 2005
ADDENDUM #1 ISSUED AUGUST 11, 2005

Texas Department of Transportation
125 East 11th Street—Fifth Floor
Austin, Texas 78701

This document represents Addendum #1 to Request for Qualifications ("RFQ") dated as of May 23, 2005, issued by the Texas Department of Transportation ("TxDOT") to develop, design, construct, finance, operate and maintain the IH-635 Managed Lanes Project (the "Project") through a Comprehensive Development Agreement ("CDA").

1. RFQ Section 2.5.2 is revised to read as follows:

Existing subsurface Project utility information is available to Proposers as a Project Document and is listed on Exhibit A.

2. RFQ Section 4.2.1.2 is revised by adding the following new subsection:

(g) The Proposer may designate a public entity to provide toll collection services and toll operation services, but no other services, as provided in this Section 4.2.1.2(g). If the Proposer designates a public entity to provide toll collection services and toll operation services, (i) as of the QS Due Date, such entity may not be an equity member of the Proposer, a Major Non-Equity Member or otherwise have an unconditional agreement to perform such services as a subcontractor to the Proposer and (ii) the Proposer shall identify the public entity, describe the role it anticipates for the public entity and describe the public entity's relevant qualifications and experience in performing that role.

3. The first paragraph of RFQ Section 4.2.2(a) is amended and restated as follows:

(a) Financial statement for the Proposer and equity members of Proposer for the three most recent fiscal years, audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP). If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be sufficient (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements). Financial statements must be provided in **U.S. dollars**. If financial statements are not available in U.S. Dollars, the Proposer must include summaries of the Income Statement and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant. If audited financials are not available for an equity owner, the QS shall include unaudited financials for such member, certified as true, correct and accurate by the chief financial officer or treasurer of the entity. Proposers are advised that if any equity member of the selected Proposer's team does not have audited financials or if it fails to meet the minimum financial requirements stated in the RFDP, TxDOT may require a guarantee of the CDA to be provided by a separate entity acceptable to TxDOT. The QS shall identify the proposed guarantor for each equity member which does not have audited financials and shall include audited financials for each proposed guarantor. Proposers shall also note that TxDOT may, in its discretion, based upon the review of the information provided under this Section 4.2.2, also specify that an

acceptable guarantor is required as a condition of shortlisting.

4. RFQ Section 4.2.2(e) is amended and restated as follows:

(e) Evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$250 million. The evidence regarding bonding capacity shall take the form of a letter from a surety or insurance company indicating that such capacity exists for the Proposer or the team member with the primary responsibility for construction. Letters indicating "unlimited" bonding capability are not acceptable. The surety or insurance company providing such letter must be rated in the top two categories by two nationally recognized rating agencies or at least A- (A-minus) or better and Class VIII or better by "Best and Company". The letter must specifically state that the surety/insurance company has read this RFQ, evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity. In instances where the response to Section 4.2.2(b) contains descriptions of proposed or anticipated changes in the financial condition of the Proposer or any other entity for which financial information is submitted as required hereby for the next reporting period, a certification that the surety's analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before issuance of surety bonds for the Project.

If Proposer or the team member with primary responsibility for construction is a joint venture, partnership, limited liability company or other association, separate letters for one or more of the individual equity participants are acceptable, as is a single letter covering all equity participants.

TxDOT has not yet determined the specific amount or form of payment and performance bonds and guarantees that it will require for the Project. Proposers are advised that the RFDP may require performance and/or guaranty amounts in excess of the \$250 million amount referenced above. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFDP.

5. The QS, including the Conceptual Project Development Plan submitted under Section 4.2.1.3 and the Conceptual Project Financing Plan submitted under Section 4.2.1.4, shall cover Segments A through I, inclusive, of the Project.

6. RFQ Exhibit A is replaced with the Exhibit A attached hereto.

7. RFQ Form B is replaced with the Form B attached hereto.

Except as expressly modified by this Addendum #1, all terms and conditions of the RFQ shall remain in full force and effect.

EXHIBIT A

LIST OF PROJECT DOCUMENTS

The Project Documents are divided into the following major headings, and are listed below.

- I. GENERAL INFORMATION
 - II. PUBLIC INFORMATION
 - III. STUDIES/REPORTS
 - IV. ENVIRONMENTAL DOCUMENTATION
 - V. SCHEMATICS
 - VI. GEOTECHNICAL INFORMATION
-
- I. GENERAL INFORMATION
 - A. Commission's Minute Order #110052, dated April 28, 2005
 - II. PUBLIC INFORMATION
 - A. North Central Texas Council of Governments (NCTCOG)- Research and Information Services (1994 Demographic Forecast)
 - B. LBJ Alternative Component Definition, Focus Group A, B, C, D Answer Packet; May 4, 1994.
 - C. Citizens Response Coalition, Bulk pack Contents; July 1994.
 - D. LBJ Open House, Total Survey Results, East & West Meetings; Oct. 26, 1995 & November 2, 1995.
 - E. LBJ Preview Meeting (Ratings and Comments), Eastside Preview Meeting May 29, 1996; Westside Preview Meeting, June 5, 1996.
 - F. TxDOT's Pre Letter Of Interest Presentation for Procurement Engineer Contract, Aug 2003
 - G. 2004-2006 Transportation Improvement Program for the Dallas-Fort Worth Metropolitan Area, NCTCOG, May 2003
 - H. Mobility 2025: The Metropolitan Transportation Plan, 2004 Update, NCTCOG, Jan 2004
 - I. TxDOT- Dallas District, Transportation Improvement Program Revisions, Jan 2005
 - J. 2006-2008 Draft Transportation Improvement Program for the Dallas-Fort Worth Metropolitan Area, NCTCOG, April 2005
 - III. STUDIES/REPORTS
 - A. Original Studies/Research
 - 1. LBJ (IH-635) Freeway Origin/Destination Study Final Draft; June 1994.
 - 2. LBJ Study 1990 Validation Results; July 14, 1994.
 - 3. I.H. 635 Corridor, Summary Concept Package; November 15, 1994.

4. LBJ Corridor Study, LBJ Update Forum Presentation; February 21, 1995.
 5. LBJ Corridor Study, LBJ Update Forum Supplemental Information; February 21, 1995.
 6. VE Study Report IH-635 Corridor & Workshop Information, Mar 1999
 7. Informational Tunnel Survey Report, Nov 2000
 8. Planning for the IH-635 HOV/Toll Tunnels, July 2001
 9. Proposals for the Transition of IH-635/US 75 Interchange and IH-635 HOV/T Project, April 2002
 10. LBJ Urban Design Report, Aug 2003
- B. Drainage Reports
1. Draft Drainage Criteria Manual, May 2004
 2. Draft Drainage Design Report (West Section), July 2004
 3. Draft Drainage Design Report (East Section), Nov 2004
- C. LBJ Corridor Major Investment Study
1. I.H. 635 Corridor Major Investment Study, Initial Criteria Set 2 Work Products, June 23, 1995 (Revised June 30, 1995).
 2. Draft - Decision Making Framework For I.H. 635 Major Investment Study, Presented to the LBJ Executive Board; September 21, 1995
 3. I.H. 635 (LBJ) Corridor Major Investment Study (MIS), LBJ Executive Board Meeting Agenda; March 26, 1996
 4. LBJ Executive Board Report - Improvements to the IH-635 (LBJ) Corridor, From Luna Rd to US 80, Sept 5, 1996
 5. Major Investment Study for the IH-635 (LBJ) Corridor, Dec 1996
- D. Traffic Impact and Access Justification
1. LBJ Managed Lanes Traffic & Revenue Study, Phase I, Feb 2000
 2. LBJ Managed Lanes Traffic & Revenue Study, Phase II, Mar 2002
 3. LBJ Managed Lanes – Available Collected Data and Studies, as dated
 4. Access Justification - IH-635 from West of Greenville Ave to North of Town East Blvd (East Section), Oct 2002
 5. Access Justification - IH-635 from Luna Rd to Park Central Blvd (West Section), Aug 2003
 6. LBJ Managed Lanes Traffic & Revenue Study, Phase III, Investment Grade (to be made available after August 2005)
- IV. ENVIRONMENTAL DOCUMENTATION
- A. LBJ West Section (Luna Rd to US 75)
1. Public Hearing - West Section, Jun 2003
 2. Environmental Assessment Package for IH-635 from Luna Rd to US 75, April 2004
- B. US 75/IH-635 Interchange (Dallas High Five)
1. Final Environmental Assessment, U.S. 75/I.H. 635 Interchange, Volume 1; February 1993

2. Final Environmental Assessment, U.S. 75/I.H. 635 Interchange, Volume 2; February 1993
 3. FONSI Re-evaluation Request EA Document for IH-635/US 75 Interchange (High Five), June 2000
 4. FONSI Re-evaluation Request Cover Letter for IH-635/US 75 Interchange (High Five), Feb, 9 2001
- C. LBJ East Section (US 75 to IH 30)
1. Environmental Assessment Package for IH-635 from IH 30 to US 80, Sept 2002 (Mesquite Section)
 2. Public Hearing Presentation - East Section, Oct 2002
 3. Environmental Assessment Package for IH-635 from US 75 to IH 30, Dec 2002
 4. Loop 12 – IH-35E Corridor
 5. Environmental Assessment for Loop 12/IH-35 Corridor, Feb 2002

V. SCHEMATICS

- A. LBJ West Section (Luna Rd to US 75) - Provided by TxDOT
1. West Section - English Topo/DTM Files, Jun 2003
 2. West Section Schematic (Metric-As Approved), Nov 2003
 3. West Section Schematic (On English TOPO), Nov 2003
- B. LBJ East Section (US 75 to IH 30) - Provided by TxDOT
1. East Section - English Topo/DTM Files, Jun 2003
 2. East Section Schematic (Metric), May 2002
 3. East Section Schematic (English conversion on English Topo with Metric Annotation), June 2002
- C. Loop 12/IH-35 Schematic - Provided by TxDOT
1. Loop 12 / IH-35 Schematic (English), May 2004
 2. Subsurface Utility Engineering Report (Available for reproduction on Aug 15, 2005)
- D. LBJ West Section Reference Schematic (A, B & C) - PcE Prepared
1. West Section Interim Schematic, Part 1 of 2, April 2005
 2. West Section Interim Schematic, Part 2 of 2, April 2005
 3. West Section Interim Schematic - Microstation Reference Files
 4. West Section Interim Schematic Design Summary Report, April 2005
 5. Subsurface Utility Engineering Report (Available for reproduction on Aug 1, 2005)
- E. Right-of-Way – As released for Acquisition and made available for reproduction as sections or parts thereof are completed.
1. East Section Right-of-Way Plans (Available for reproduction on June 9, 2005)
 2. West Section Right-of-Way Plans (Available for reproduction on June 9, 2005)

3. Loop 12 / IH-35E East Section Right-of-Way Plans (Available for reproduction on June 9, 2005)

VI. GEOTECHNICAL INFORMATION

A. Pavement Design

1. Pavement Design Report, IH-635 From Greenville Ave. to Town East Blvd (East Section), Nov 2003
2. Pavement Design Report, IH-635 From Luna Rd to East of Park Central Blvd (West Section), Jan 2004

B. Original Studies

1. Geotechnical Data Report, LBJ Corridor Study Project, Dec 1998
2. LBJ Corridor Transportation Study, Preliminary Geotechnical Design Basis and Tunnel Design, Cost, and Constructability Report, Mar 2002

C. Phase I - LBJ West

1. Scope of Work – Phase I – July 2003
2. Manual of Field Procedures, Geotechnical Investigations for IH-635 West Section, July 2003
3. Phase I Geotechnical Data Report, IH-635 (West, Section 4) Volume 1 of 2, April 2004
4. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Appendix A-J, April 2004
5. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Appendix K, Volume 2 of 2, April 2004
6. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Figures, April 2004
7. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Tables, April 2004
8. Phase I Geotechnical Baseline Report, IH-635 (West, Section 4), May 2004

D. Phase II - LBJ West

1. Scope of Work – Phase II – Dec 2004
2. Geotechnical Workshop - Phase II Presentation/Handouts, Dec 2004
3. Geotechnical Workshop - Phase II Lab Test Handout, Dec 2004
4. Geotechnical Workshop - Phase II Packer and Piezometer Installation Handout, Dec 2004
5. Geotechnical Workshop - Phase II Proposed Borings Handout, Dec 2004
6. Phase II Geotechnical Data Report, IH-635 (West), May 2005

E. Segments B and C Soil Boring Layouts

1. IH-35E Soil Boring Layout
2. IH-635 Soil Boring Layout
3. Segments B & C Geotechnical Report (Available November 2005)

FORM B
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS
(for Public Release)

Name of Proposer: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Individual's Title: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ Fax No.: _____

Name of Official Representative: _____

Business Organization (check one):

- Corporation (If yes, then indicate the State and Year of Incorporation.)
- Partnership (If yes, complete Sections A-C and the Contractor Certification form for each member.)
- Joint Venture (If yes, complete Sections A-C and the Contractor Certification form for each member.)
- Limited Liability Company (If yes, complete Sections A-C and the Contractor Certification form for each member.)
- Other (describe)

A. Business Name: _____

B. Business Address: _____
Headquarters: _____
Office Performing Work: _____
Contact Telephone Number: _____

C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name and role of each member firm in the space below. Complete a separate Contractor Information form for each member firm and attach it to the QS. Also indicate the name and role of each other financially liable party and attach a separate form.

Name of Firm	Role
_____	_____
_____	_____
_____	_____

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____ Print Name: _____
Title: _____ Date: _____

[Please make additional copies of this form as needed.]