

August 22, 2005

To whom it may concern:

Enclosed is Addendum #2 to that certain Request for Qualifications dated as of May 23, 2005 (as amended, the 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.

The enclosed Addendum #2 to the RFQ modifies and clarifies certain provisions of the RFQ.

TxDOT looks forward to receiving and reviewing your Qualification Statement.

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 "P" and "R".

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

ADDENDUM #2
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
ADDENDUM #2 ISSUED AUGUST 22, 2005

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

This document represents Addendum #2 to Request for Qualifications (as amended, the "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 4.2.1.1(a) is revised to read as follows:

(a) **Form A.** A duly authorized official of the Proposer or lead firm must execute the transmittal letter in blue ink. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal shall have appended to it letters on the letterhead stationery of each entity holding an equity interest in the Proposer, executed by authorized officials of each equity member, stating that representations, statements and commitments made by the lead firm on behalf of the equity member's firm have been authorized by, are correct, and accurately represent the role of the equity member's firm in the Proposer team. Notwithstanding the foregoing, such appended letters of each entity holding an equity interest in the Proposer do not count toward the 70 page maximum for Volume 1.

Except as expressly modified by this Addendum #2, all terms and conditions of the RFQ shall remain in full force and effect.