



September 7, 2012

Re: IH 35E Managed Lanes Project
Issuance of Request for Proposals – Addendum 2

To All Shortlisted Proposers:

The Texas Department of Transportation (“TxDOT”) is pleased to provide Request for Proposals Addendum 2 (“RFP Addendum 2”) for the IH 35E Managed Lanes Project (the “Project”) to the shortlisted Proposers. The purpose of Addendum 2 is to incorporate into the RFP documents the concept of a “right-of-way credit,” which would serve to increase the amount of public funds available to proposers in cases where a proposer’s alternative technical concept (or, “ATC”) reduces the amount of right of way otherwise required for the Project.

The RFP Addendum 2 documents include those listed below only and are now available on the SharePoint Site:

Volume I: Instructions to Proposers (ITP)

1. ITP
2. Exhibits to ITP
3. Forms to ITP (Exhibit D), in Word format

Volume II: the Development Agreement Documents (Book 1)

4. Development Agreement (Book 1)
5. Exhibit 1 to Development Agreement (Definitions)
6. Exhibits 2-22 to Development Agreement

Redline versions of Volumes I and II showing changes from RFP Addendum 1, issued August 9, 2012, are provided on SharePoint to the Proposers as a courtesy only. TxDOT is not responsible for any discrepancies in the redlines between RFP Addendum 2 and any previous version of the RFP and Proposers are cautioned against relying on the redline versions. In the case of any discrepancy, the actual contents of RFP Addendum 2 shall control.

The deadline for submission of questions and comments regarding Addendum 2 is **September 12, 2012**. Proposers’ attention is drawn to Section 2.3 of the Instructions to Proposers, which provides the instructions for any comments and requests for

THE TEXAS PLAN

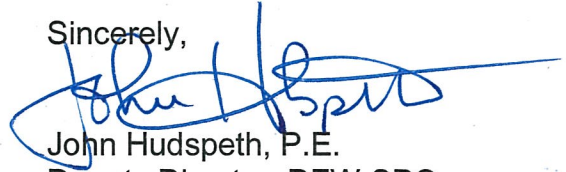
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clarifications regarding the RFP, including limits on the number of Proposer comments/questions.

TxDOT looks forward to working closely with the shortlisted Proposers as we collectively move forward to the next phase of the Project procurement.

Sincerely,

A handwritten signature in blue ink, appearing to read "John Hudspeth", with a long horizontal flourish extending to the right.

John Hudspeth, P.E.
Deputy Director, DFW-SPO
Strategic Projects Division