



July 28, 2011

Re: Addendum #2 to Request for Proposals ("RFP") packages for Peekskill, Tarrytown, Port Chester and Ossining Stations.

Dear Prospective Tenant:

The entire Request for Proposals ("RFP") package for leasing retail spaces at the above referenced stations can be found on:

http://mta.info/mtalrealestate/retail_leasing.html

In connection with the above referenced RFP, this Addendum No. 2 sets forth questions received from prospective proposers, together with MTA's answers, which is intended to provide clarifications that will better inform prospective tenants.

- 1) Q. Is a "good faith deposit" of three (3) months' rent required for the RFP?
 - A. MTA will NOT require a good faith deposit to accompany the RFP proposal. However, MTA reserves the right to require a good faith deposit equal to three times the first year's proposed monthly rent from proposers at a future point in the solicitation process. If MTA makes such a request to a proposer and that proposer does not comply, that proposer will be disqualified from further participation in the solicitation.

- 2) Q. The RFP states that terms offered are not binding and MTA/Metro-North may withdraw at any time. Why then does MTA/Metro-North require proposers to committing a term sheet which is binding?
 - A. Responses received from proposers, including the proposal itself and the executed Exhibit A-1 are not considered by MTA to be either an acceptance of an MTA offer (because the RFP is not a firm offer) or a firm offer by proposer. There will be a binding contract regarding the premises if and only if both parties execute and deliver a lease.

- 3) Q. Does MTA, like many government entities, take the position that any term the proposer objects to or fail to respond will be made part of the contract? Furthermore, there are many issues that require further answers. Will the proposal not be considered if such question are

required or at least give the proposer the opportunity to answer during the negotiating stage?

- A. MTA does not take the position that where a responder fails to specifically object to a term that is deemed "agreed upon." However, to facilitate MTA's evaluation of the proposals that are received, we encourage proposers to raise all concerns and points of disagreement in their proposals. It saves time and expense for both MTA and the proposer if issues are floated early on in the process and do not become unforeseen obstacles late in the process.

The MTA reserves the right at any time, to modify or waive requirements of the RFP package, including this Addendum Number #2.

All RFP proposals must be received by 5:00pm. August 5, 2011. Proposals submitted after the deadline may not be considered.

Please be aware that there are rules regarding permissible contact (oral, written, and electronic communications) with the MTA during this solicitation process. The New York State Procurement Lobbying Law requires that all contact with the MTA relating to this RFP must be made through the following designated Point(s) of Contact. Contact with anyone else at the MTA regarding this RFP may result in ineligibility to participate in the RFP.

The designated Point of Contact is:

Jeff Kintzer, Principal
Royal Properties, Inc.
850 Bronx River Road
Bronxville, NY 10708
Telephone: (914) 237-3403, Ext. 103