

EXHIBIT D

VENDOR's FINAL COMPLETION CERTIFICATE FORM

[Date of Certificate]

Arlington Independent School District
690 E. Lamar Blvd.
Arlington, Texas 76011

Re: Final Completion Certificate

Dear Sir/Madam:

The undersigned refers to

- (1) that certain Program Management Agreement, dated as of [*date of agreement*] by and between the Arlington Independent School District (the "Owner"), and,

[*Name of PM/ES*], [*type of company, corporation, partnership*],

- (2) that certain Architect Agreement as of [*date of Architect agreement*] by and between Owner and

[*name of Architect*].

- (3) that certain [*insert name of Construction Contract, school or bid package*] (the "Construction Contract"), dated as of [*date of Construction Contract*] by and between Owner and [*insert name of Contractor*], a [*type of company, corporation, partnership*] (the "Contractor"), and

- (4) that certain Final Completion Certification (the "Final Completion Certification"), dated as of [*date of Final Completion Certification*] executed by the Architect in favor of Owner.

Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in PM's/ES's Agreement.

This notice is delivered to Owner pursuant to PM's/ES's Agreement and constitutes a Final Completion Certification. The undersigned hereby certifies to Owner and its successors and assigns that the following statement is true and correct as of the date hereof:

Pursuant to a notice dated as of [*date of Final Completion Notice*] submitted by Contractor (the "Final Completion Notice") in which Contractor stated that in Contractor's estimation the Work has been completed in compliance with the Contract Documents, and a notice dated as of [*date of Final Completion Notice*] submitted by the Architect (the "Final Completion Certification"), PM has inspected the Project Site and the Work completed at the Project Site.

PM/ES is of the opinion that:

All of the Work completed at the Project Site (including, without limitation, the quality and quantities of the Work) is in compliance with (i) the terms and conditions of the Contract Documents including, without limitation, all Change Orders approved in writing by Owner and all construction change directives issued in writing by Owner, and (ii) all applicable laws.

Final Completion of the work has been achieved on [*insert date of Final Completion*].

Except for those certain claims set forth in the claims statement provided by Contractor and attached hereto as Schedule [], PM/ES has no knowledge of, and are not aware of any facts and circumstances relating to, any claims which have arisen against Owner in connection with the Work or the Project.

PM/ES has no knowledge of, and are not aware of any facts or circumstances relating to, any failure by Contractor to disburse to the applicable sub-Contractor and material suppliers all amounts due and payable for all labor, services, materials and equipment furnished in connection with the Work.

This Exhibit is incorporated by reference into and subject to the provisions of the Standard Form of Agreement for the Provision of Program Management Services between the Arlington Independent School District (“Owner”) and Vendor.

Each of the individuals signing this Final Completion Certification on behalf of PM/ES is duly authorized to sign and deliver this Final Completion Certification on behalf of PM/ES.

Sincerely yours,

_____ ,

By: _____

Name:

Title:

By: _____

Name:

Title:

ATTACH ACKNOWLEDGEMENTS

(TO BE FURNISHED)

Schedule 1

Contractor Claims Statement