

EXHIBIT A
CONSTRUCTION CERTIFICATION

[Date]

Southampton County
26022 Administration Center Drive
P. O. Box 400
Courtland, Virginia 23837

Re: Construction of Industrial Park Site Grading and Compensatory Mitigation Site
Southampton County, Virginia

Gentlemen:

Southampton County (the “County”) and Bunrootis, LLC (the “Developer”) have entered into that certain Comprehensive Agreement (the “Agreement”) dated January ___, 2010, under which the Developer has agreed to provide construction of the Industrial Park Site Grading and Compensatory Mitigation Site (as defined in the Agreement) as a turnkey project for the County. The undersigned Developer has caused the undersigned _____ (“General Subcontractor”) to perform construction services for the Developer in connection with the construction of the Industrial Park Site Grading and Compensatory Mitigation Site in accordance with the Turnkey Construction Documents, as described in Exhibit C to the Agreement.

Collectively, the undersigned Developer and General Subcontractor have been responsible for the construction of the Industrial Park Site Grading and Compensatory Mitigation Site in accordance with the Agreement. The General Subcontractor has overseen and supervised the performance of the Construction Work as defined in the Agreement as performed by its employees and by subcontractors, sub-subcontractors, suppliers and materialmen retained by the General Subcontractor in connection with the performance of the Work. Both the Developer and the General Subcontractor have inspected the completed Construction Work and have identified to the County, to the best of their knowledge, any portions of the Work that do not conform to the requirements of the Agreement. In connection with the performance of the Construction Work, the Developer and General Subcontractor certify to the Owner that:

1. Construction of the Industrial Park Site Grading and Compensatory Mitigation Site has been completed in all material respects, in accordance with the Agreement, the Turnkey Construction Documents, and all legal requirements.
2. All permits, licenses, approvals and waivers from all local, state and federal authorities having jurisdiction over the Industrial Park Site Grading and Compensatory Mitigation Site required in connection with the construction of the Industrial Park Site Grading and Compensatory Mitigation Site (including, without limitation, all required environmental and land disturbance permits) have been obtained and are in full force and effect, and the Industrial

Park Site Grading and Compensatory Mitigation Site, as constructed, comply in all material respects with all such permits, licenses, approvals and waivers.

3. All subcontractors, sub-subcontractors, suppliers, and materialmen who have performed construction services, supplied materials or provided labor in connection with the performance of the Construction Work have been paid.

4. The Developer and the General Subcontractor have delivered or caused to be delivered to the County all guarantees, warranties and all other documents or items required to be delivered to the County under the Agreement following Substantial Completion of the Construction Work.

5. The Developer and the General Subcontractor will complete or cause to be completed all punch list items identified on behalf of the County following Substantial Completion.

6. The General Subcontractor is a general contractor, licensed and in good standing with the Commonwealth of Virginia.

7. The Developer and the General Subcontractor have performed or will perform in the future all warranty obligations required under the Agreement.

The Developer and the General Subcontractor agree that the County and its affiliates and subsidiaries are entitled to rely upon the certifications made by the undersigned herein.

The persons executing this Certificate have the power and authority to execute and deliver this Certificate.

Very truly yours,

BUNROOTIS, LLC

By:_____

Name:

Title:

[Name of General Subcontractor]

By:_____

Name:

Title: