

**CERTIFICATE OF JOINT VENTURE  
(INCLUDING SIGNATURE AUTHORITY)**

This certificate is being given in connection with the execution by \_\_\_\_\_ (the "Joint Venture") of the following construction contract with the Commonwealth of Massachusetts:

\_\_\_\_\_

\_\_\_\_\_

In connection with the execution of the contract (the "Contract") the parties to the Joint Venture represent and warrant as follows:

1. Exhibit A attached hereto is a true and complete copy of the Joint Venture Agreement between the parties dated \_\_\_\_\_. Said Joint Venture Agreement is in full force and effect and has not been modified, amended, revoked, or terminated.

2. The principal place of business of the Joint Venture is as follows:

\_\_\_\_\_

3. The Management Committee of the Joint Venture described in Section \_\_\_\_\_ of the Joint Venture Agreement continues to consist of

\_\_\_\_\_

who together have the power to bind the Joint Venture and the parties thereto.

4. The Management Committee of the Joint Venture hereby appoints \_\_\_\_\_ as an authorized representative of the Joint Venture who shall have the power, individually, to execute any and all documents in connection with the Contract and whose signature shall be binding upon the Joint Venture. The Management Committee may modify or revoke such appointment, and may appoint additional authorized representative(s), only with the consent of the Commonwealth and only by a written document executed by the members of the Management Committee.

5. No changes in the Management Committee of the Joint Venture shall be effective without the written consent of the Commonwealth.

6. No amendments to the Joint Venture Agreement shall be effective without the written consent of the Commonwealth.

7. By executing this certificate \_\_\_\_\_ acknowledge that they are jointly and severally liable to the Commonwealth of Massachusetts for all obligations of the Joint Venture.

This certificate is executed under seal as of the dates set forth opposite the last signature below:

\_\_\_\_\_, a Massachusetts joint venture

By: \_\_\_\_\_, a Massachusetts corporation having a principal place of business at \_\_\_\_\_, its general partner

By: \_\_\_\_\_

Its: \_\_\_\_\_  
hereunto duly authorized

Date: \_\_\_\_\_

By: \_\_\_\_\_, a Massachusetts corporation having a principal place of business at \_\_\_\_\_, its general partner.

By: \_\_\_\_\_

Its: \_\_\_\_\_  
hereunto duly authorized

Date: \_\_\_\_\_

(Note: This certificate may have to be modified depending upon the terms of the joint venture agreement.)