

EXHIBIT MM

Form of Final Acceptance Certificate

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FINAL ACCEPTANCE CERTIFICATE FOR

[EXISTING MIDTOWN TUNNEL][EXISTING DOWNTOWN TUNNELS][NEW MIDTOWN TUNNEL][NEW MLK EXTENSION] *[delete as applicable]*

DATE: _____, 20__

1. On the above date, SKW Constructors, a Skanska, Kiewit, Weeks JV (“DB Contractor”) has delivered this certificate of Final Acceptance (the “Final Acceptance Certificate”) of [the Existing Midtown Tunnel][the Existing Downtown Tunnels][the New Midtown Tunnel][New MLK Extension] *[delete as applicable]* (the “Project Asset”) to a duly authorized representative of Elizabeth River Crossings Opco, LLC (“Concessionaire”). The Final Acceptance Certificate is completed except for the counter-signature by an authorized representative of Concessionaire. Capitalized terms used herein that are not otherwise defined herein have the meanings set forth in that certain Design-Build Contract Relating to the Downtown Tunnel/Midtown Tunnel/MLK Extension Project, dated as of December 5, 2011 (the “Agreement”), entered by and between Concessionaire and DB Contractor.

2. DB Contractor certifies and represents that the following statements are true as of the date set forth above:

- (i) Substantial Completion with respect to such Project Asset has occurred;
- (ii) the components of the ETTM System have passed the Integration Acceptance Test;
- (iii) other than the Permitted Encumbrances (not including clause (c) of the definition thereof), the Project is free and clear of all Liens, claims, security interests or encumbrances arising out of or in connection with the performance of the DB Work;
- (iv) all Punch List items will have been completed and delivered to the reasonable satisfaction of the Concessionaire and, in the case of items on the CA Punchlist, the Department;
- (v) all Project Documentation, including Final As-Built Drawings and Construction Documentation, will have been delivered to the Concessionaire and the Department;
- (vi) the DB Contractor will have paid for all DB Work performed by third parties to achieve Final Acceptance that the DB Contractor is obligated to pay (other than disputed amounts and amounts that are not yet due and payable);

(vii) the DB Contractor will have delivered to the Concessionaire and, on behalf of the Concessionaire, the Department all required certifications from the engineer of record and architect of record and all necessary Governmental Authorities;

(viii) the DB Contractor will have made all deliveries of Work Product to the Concessionaire that are required to be made pursuant to the Agreement; and

(ix) CA Final Acceptance has occurred under the Comprehensive Agreement as evidenced by the Department's issuance of a CA Final Acceptance Certificate thereunder with respect to the Project Asset.

3. The person signing below is duly authorized to submit this Final Acceptance Certificate to Concessionaire for and on behalf of DB Contractor.

DB CONTRACTOR

By: _____
Name: _____
Title: _____

Concessionaire to circle one (1) of the following statements, as applicable:

A. Concessionaire agrees that Final Acceptance of the applicable Project Asset has been achieved as set forth herein.

B. Concessionaire does not agree that Final Acceptance of the applicable Project Asset has been achieved for the reasons set forth below:

_____.

CONCESSIONAIRE

By: _____
Name: _____
Title: _____

Date: _____