

(Please Note: The following statements are an essential part of the permanent record. Read them carefully before signing this certificate. Advise Locke Lord LLP of any inaccuracy.)

Town of Natick, Massachusetts
\$4,655,000 General Obligation Bond Anticipation Notes
dated June 28, 2019

SIGNATURE, NO LITIGATION AND OFFICIAL STATEMENT CERTIFICATE

A. Certificate of Authorized Officers. We, the Interim Treasurer and Selectmen of the Town of Natick, Massachusetts (the "Town"), certify that we have signed the \$4,655,000 2.25 percent General Obligation Bond Anticipation Note (the "Notes") of the Town dated June 28, 2019 and payable February 21, 2020. A book entry system is being used to evidence ownership and transfer of the Notes on the records of The Depository Trust Company ("DTC"). The Notes are issued in the form of a single Note for the full principal amount, registered in the name of "CEDE & CO." as nominee for DTC and immobilized in the custody of DTC. The Note bears the Town seal, which is also affixed to this certificate.

We, the said officers, also certify as follows:

1. Authority. The Notes are issued in the respective amounts set forth below in anticipation of the sale of bonds authorized pursuant to the following statutes and votes of the Town and a vote of the Selectmen duly adopted on June 24, 2019:

- (a) \$2,535,000 - \$2,535,000 East Field Renovation Bonds under G.L. c.44, §7(1) and a vote of the Town passed October 17, 2017 (Article 10, Motion B, Item 3);
- (b) \$1,600,000 - \$1,600,000 Navy Yard Field Renovation Bonds under G.L. c.44, §7(1) and a vote of the Town passed October 17, 2017 (Article 10, Motion B, Item 4); and
- (c) \$520,000 - \$520,000 Water System Improvement Bonds (Tonka pressure filter) under G.L. c.44, §8(9) and a vote of the Town passed April 23, 2019 (Article 15, Motion D).

2. Description and Purpose of Notes. The Town is issuing and delivering the Notes simultaneously with the delivery of this certificate. The following amounts of the issue are for the following purposes:

<u>Amount</u>	<u>Purpose</u>
\$2,535,000	East Park reconstruction

\$1,600,000

Navy Yard reconstruction

\$520,000

Tonka pressure filter

3. Other Debt. No other debt has been incurred under those votes.
4. Consolidated Issue. The Notes constitute a consolidated issue for purposes of G.L. c. 44, §16.

5. Approval of Sale. We approve the sale of the Notes to Piper Jaffray & Co. (the “Purchaser”) at par and accrued interest, if any, plus a premium of \$21,226.80.

B. Delivery and Receipt. I, the Interim Treasurer, further certify that the Notes were delivered on this date and that the full purchase price including accrued interest for the period, if any, from the date of the Notes to this date was received from the Purchaser on or before this date.

C. Certification Regarding Official Statement. I, the Interim Treasurer, certify as follows:

(a) I have reviewed the Preliminary Official Statement dated June 12, 2019 (the “Preliminary Official Statement”) and the Official Statement dated June 19, 2019 (the “Official Statement”) relating to the sale of the Notes.

(b) To the best of my knowledge and belief, the Preliminary Official Statement did not, as of its date and as of the date of sale of the Notes, and the Official Statement (excluding the price or yield on the cover page, as to which no view is expressed) did not as of its date and does not as of this date (which is the date of delivery of the Notes), contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading.

(c) Since the date of the Official Statement there has been no material adverse change in the financial condition or affairs of the Town except as set forth in or contemplated by the Official Statement.

D. Debt Limit. I, the Interim Treasurer, certify that at the time of their authorization, the Notes and the bonds in anticipation of which they are issued were and on the date hereof are within every applicable debt and other limit prescribed by law or otherwise.

E. Certificate of Town Clerk. I, the Town Clerk, certify as follows:

(a) Signatures and Incumbency. The signatures of the Interim Treasurer and Selectmen as appearing below are the genuine signatures of the persons who executed the Bonds and who held those offices when the Bonds were executed and when the Bonds were delivered. The office of the Treasurer was vacant at the time the Bonds were

executed and when they were delivered, and the Interim Treasurer has been duly appointed to exercise the powers of the Treasurer under G.L. c.41, §40

(b) Open Meeting Law. Except for the town meetings called pursuant to G.L. c.39, §10, all proceedings essential to the issue of the Notes and the authorization of the bonds and deliberations of a quorum relating thereto have been taken at a meeting or meetings open to the public; notice of each such meeting was filed in my office and publicly posted in the time and manner set forth in the General Laws, as amended, in effect at the time of each such meeting (Chapter 39, §23B for proceedings occurring prior to July 1, 2010 and Chapter 30A, §§18-25 for proceedings occurring on or after July 1, 2010) or, if applicable, in accordance with an alternative method of notice prescribed or approved by the Attorney General as set forth in 940 CMR 29.03(2)(b); no deliberations, decision or vote in connection with the Notes or bonds were taken in executive session and no vote was taken by secret ballot; and the official record of each such meeting was made available to the public and remains available to the public as set forth in G.L. c.39, §23B or c.30A, §§18-25, as applicable.

(c) Proceedings. No proceeding essential to the issue of the Notes or bonds has been repealed or amended except as stated in paragraph (1) above and no proceedings have been taken relating to the Notes or bonds other than those certified to Locke Lord LLP.

(d) Bylaws. The bylaws described below are the only bylaws or standing votes of the Town affecting the authorization, sale or issue of the Notes or bonds, including the calling and conduct of town meetings, or the use of assessments or other charges imposed to pay for any project financed by the Notes, and there has been no change therein affecting those matters in any way except as may be indicated below:

Town of Natick By-Laws, Revised Edition, with amendments through January 22, 2007, as certified to Locke Lord LLP on May 22, 2019.

(e) Home Rule. The Town has not amended its home rule charter adopted March 17, 1980, except for the amendments through March 27, 2012, as certified to Locke Lord LLP on November 9, 2018 and the Town has not amended or repealed any special law relating to the Town through the use of home rule procedures except by adoption of the charter.

(f) No Referendum. No petition for a referendum has been filed with respect to any of the proceedings essential to the issue of the Notes or the bonds.

[Remainder of page intentionally left blank; signature page follows.]

F. No Litigation; No Financial Interest. All of the undersigned certify that there has been no litigation affecting the validity of the Notes or bonds or the power of the Town to levy and collect taxes to pay them; that none is pending or to our knowledge threatened; that neither the corporate existence nor boundaries of the Town nor the title of any of us to our respective offices is being contested; and that none of us and, to the best of our knowledge, no other official of the Town has any direct or indirect financial interest in or relationship with the Purchaser.

Date: June 28, 2019
(Date of delivery of and
payment for the Notes)

Selectmen

Interim Treasurer

Town Clerk

(Town Seal)