

May 28, 2021

VIA EMAIL

Debbie Sherman, Town Treasurer
Town of Natick
13 East Central Street
Natick, Massachusetts 01760

Re: \$3,887,101 General Obligation Bond Anticipation Notes (the “Notes”)

Dear Debbie:

Enclosed are the Notes and the related closing documents for the above-referenced issue. The Notes and closing documents are to be executed as follows:

1. Notes – to be signed by you as the Treasurer and the Select Board and to be sealed with the Town seal.
2. Vote of the Select Board – to be passed at the June 2, 2021 meeting of the board and signed by the Clerk of the Select Board.
3. Signature, No Litigation and Official Statement Certificate – to be signed by you as the Treasurer, the Select Board and by the Town Clerk and sealed with the Town seal.
4. Tax Certificate – to be signed by you as the Treasurer and the Select Board. Prior to execution, such signatories should read this document carefully to confirm that the facts stated therein are correct. If any of those facts are incorrect, or if any of the statements made are unclear, please telephone me at once to discuss any changes that may need to be made. Please note that this document will be reviewed by one of our tax partners prior to the closing and such partner may suggest certain changes be made to the document. In the event that material changes are made, we will send you copies of any such changes.
5. IRS Form 8038G – to be signed by you as the Treasurer. We will take care of filing one on behalf of the Town with the IRS.
6. Significant Events Disclosure Certificate – to be signed by you as the Treasurer and the Select Board.

Debbie Sherman, Treasurer
May 28, 2021
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Once executed, please email a PDF copy of all the signature pages to me. After you have done so, please mail all of the executed signature pages via Federal Express using the enclosed shipping label.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

/s/ Natalie M. Jersak

Natalie M. Jersak

Enclosures

cc: Hilltop Securities Inc.
Brenda M. McDonough, Esq.

1. Notes:

☐ Treasurer

☐ Select

Board

(& SEAL)

In connection with the offering of the notes the Town has executed a Significant Events Disclosure Certificate dated as of the date hereof (as it may be amended from time to time, the "Certificate"). The Town hereby covenants to comply with the provisions of the Certificate, and reference is made to the Certificate for a description of the nature and extent of the obligations of the Town and the rights of the owners of the notes under the Certificate. The Certificate is described in the Official Statement relating to the notes. A copy of the Certificate is available from the Town upon request.

TOWN OF NATICK,
MASSACHUSETTS

By: _____
Treasurer

Countersigned:

Select Board

(Town Seal)

2. Vote of the Select Board:

☐ Clerk of
Select board

I further certify that the votes were taken at a meeting open to the public, that no vote was taken by secret ballot, that a notice stating the place, date, time and agenda for the meeting (which agenda included the adoption of the above votes) was filed with the Town Clerk and a copy thereof posted in a manner conspicuously visible to the public at all hours in or on the municipal building that the office of the Town Clerk is located 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), at least 48 hours, not including Saturdays, Sundays and legal holidays, prior to the time of the meeting and remained so posted at the time of the meeting, that no deliberations or decision in connection with the sale of the Notes were taken in executive session, all in accordance with G.L. c.30A, §§18-25 as amended, further suspended, supplemented or modified by the Executive Order of the Governor of The Commonwealth of Massachusetts Suspending Certain Provisions of the Open Meeting Law, Chapter 30A, §20 dated March 12, 2020.

Dated: June 2, 2021

Clerk of the Select Board

I further certify that the votes were taken at a meeting open to the public, that no vote was taken by secret ballot, that a notice stating the place, date, time and agenda for the meeting (which agenda included the adoption of the above votes) was filed with the Town Clerk and a copy thereof posted in a manner conspicuously visible to the public at all hours in or on the municipal building that the office of the Town Clerk is located 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), at least 48 hours, not including Saturdays, Sundays and legal holidays, prior to the time of the meeting and remained so posted at the time of the meeting, that no deliberations or decision in connection with the sale of the Notes were taken in executive session, all in accordance with G.L. c.30A, §§18-25 as amended, further suspended, supplemented or modified by the Executive Order of the Governor of The Commonwealth of Massachusetts Suspending Certain Provisions of the Open Meeting Law, Chapter 30A, §20 dated March 12, 2020.

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Dated: June 2, 2021

Clerk of the Select Board

3. Signature, No litigation and Official Statement Certificate:

☐ Treasurer

☐ Select Board

☐ Town Clerk

(& SEAL)

G. 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 10, 2021
(Date of delivery of and
payment for the Notes)

Select Board

Treasurer

Town Clerk

(Town Seal)

G. 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.

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Select Board

Treasurer

Town Clerk

(Town Seal)

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Date: June 10, 2021
(Date of delivery of and
payment for the Notes)

Select Board

Treasurer

Town Clerk

(Town Seal)

4. Tax

Certificate:

☐ Treasurer

☐ Select Board

6.7 Survival of Payment or Defeasance. Notwithstanding any provision in this Tax Certificate or in any other agreement or instrument relating to the Issue to the contrary, the obligation to remit the Rebate Requirement, if any, to the United States Department of the Treasury and to comply with all other requirements contained in this Tax Certificate shall survive payment or defeasance of the Issue.

6.8 Execution of Counterparts and Delivery by Electronic Means. This Certificate, as well as any other certificates or documents relating to the Issue (collectively, the “Documents”), may be executed in several counterparts, each of which shall be regarded as an original and all of which shall constitute one and the same document. Delivery of an executed counterpart of a signature page to a Document by electronic mail in a “.pdf” file or by other electronic transmission shall be as effective as delivery of a manually executed counterpart signature page to such Document. Electronic signatures on any of the Documents shall be deemed original signatures for the purposes of the Documents and all matters relating thereto, having the same legal effect as original signatures.

Dated: June 10, 2021

TOWN OF NATICK, MASSACHUSETTS

By: _____
Treasurer

By: _____

Select Board

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TOWN OF NATICK, MASSACHUSETTS

By: _____
Treasurer

By: _____

Select Board

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Dated: June 10, 2021

TOWN OF NATICK, MASSACHUSETTS

By: _____
Treasurer

By: _____

Select Board

5. IRS Form 8038-G:

☐ Treasurer

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC). See instructions	36a	
b	Enter the final maturity date of the GIC ► (MM/DD/YYYY) _____		
c	Enter the name of the GIC provider ► _____		
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37	
38a	If this issue is a loan made from the proceeds of another tax-exempt issue, check box ► <input type="checkbox"/> and enter the following information:		
b	Enter the date of the master pool bond ► (MM/DD/YYYY) _____		
c	Enter the EIN of the issuer of the master pool bond ► _____		
d	Enter the name of the issuer of the master pool bond ► _____		
39	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box		<input type="checkbox"/>
40	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box		<input type="checkbox"/>
41a	If the issuer has identified a hedge, check here ► <input type="checkbox"/> and enter the following information:		
b	Name of hedge provider ► _____		
c	Type of hedge ► _____		
d	Term of hedge ► _____		
42	If the issuer has superintegrated the hedge, check box		<input type="checkbox"/>
43	If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box		<input type="checkbox"/>
44	If the issuer has established written procedures to monitor the requirements of section 148, check box		<input type="checkbox"/>
45a	If some portion of the proceeds was used to reimburse expenditures, check here ► <input type="checkbox"/> and enter the amount of reimbursement ► _____		
b	Enter the date the official intent was adopted ► (MM/DD/YYYY) _____		

Signature and Consent

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.

Signature of issuer's authorized representative _____ Date _____	Type or print name and title _____
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Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature <i>Brandy N. [Signature]</i>	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ► _____			Firm's EIN ► _____	
Firm's address ► _____			Phone no. _____	

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC). See instructions	36a	
b	Enter the final maturity date of the GIC ► (MM/DD/YYYY) _____		
c	Enter the name of the GIC provider ► _____		
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37	
38a	If this issue is a loan made from the proceeds of another tax-exempt issue, check box ► <input type="checkbox"/> and enter the following information:		
b	Enter the date of the master pool bond ► (MM/DD/YYYY) _____		
c	Enter the EIN of the issuer of the master pool bond ► _____		
d	Enter the name of the issuer of the master pool bond ► _____		
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41a	If the issuer has identified a hedge, check here ► <input type="checkbox"/> and enter the following information:		
b	Name of hedge provider ► _____		
c	Type of hedge ► _____		
d	Term of hedge ► _____		
42	If the issuer has superintegrated the hedge, check box		<input type="checkbox"/>
43	If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box		<input type="checkbox"/>
44	If the issuer has established written procedures to monitor the requirements of section 148, check box		<input type="checkbox"/>
45a	If some portion of the proceeds was used to reimburse expenditures, check here ► <input type="checkbox"/> and enter the amount of reimbursement ► _____		
b	Enter the date the official intent was adopted ► (MM/DD/YYYY) _____		

Signature and Consent

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.

Signature of issuer's authorized representative _____ Date _____	Type or print name and title _____
---------------------------------------------------------------------	------------------------------------

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature <i>Brandy N. [Signature]</i>	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ► _____			Firm's EIN ► _____	
Firm's address ► _____			Phone no. _____	

6. Significant Events

Disclosure Certificate

☐ Treasurer

☐ Select Board

SECTION 8. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Owners of the Notes from time to time, and shall create no rights in any other person or entity.

Date: June 10, 2021

TOWN OF NATICK, MASSACHUSETTS

By _____
Treasurer

Select Board

SECTION 8. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Owners of the Notes from time to time, and shall create no rights in any other person or entity.

Date: June 10, 2021

TOWN OF NATICK, MASSACHUSETTS

By _____
Treasurer

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Treasurer

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