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**BY EMAIL**

May 19, 2022

Leslie Davidson, Treasurer  
Town of Lynnfield  
Lynnfield Town Hall  
55 Summer Street  
Lynnfield, Massachusetts 01940

Re: \$1,750,000 General Obligation Bond Anticipation Notes  
Dated and Closing: June 2, 2022

Dear Leslie:

Enclosed is the signature page to the Note (one copy), followed by two copies of each signature page to the other documents listed below. Please forward the full set of documents to the other parties signing on behalf of the Town, and please ensure that each of the enclosed signature pages are **printed single-sided, signed by hand and sealed** as follows:

1. Note – to be signed by you as the Treasurer and the Select Board, and **sealed** with the Town seal;
2. Vote of the Select Board – to be passed at the May 23, 2022 meeting of the board and signed by the Clerk of the Select Board.
3. Signature, No Litigation and Official Statement Certificate for the Notes – to be signed by you as the Treasurer, by 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 by the Select Board. Prior to execution, we ask that each person signing review this certificate to confirm that it is factually correct. If it is incorrect or unclear, please call Richard Manley prior to the closing to discuss any changes that may need to be made. Please note that this document will be reviewed by one of our tax partners. In the event that any material changes are made, we will send you copies of the changes for your records.

Leslie Davidson, Treasurer/Collector  
May 19, 2022  
Page 2

5. IRS Form 8038-G – to be signed by you as the Treasurer. (We will take care of filing this form with the IRS on behalf of the Town.)
6. Significant Events Disclosure Certificate – to be signed by you as the Treasurer and by the Select Board.

Once executed, **please email a copy of these signature pages to Richard A. Manley, Jr. and me.** After you have done so, please mail all of the executed signature pages to me **via Federal Express using the enclosed mailing label.**

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

Best regards,

*/s/ Sele Kamau*

Sele Kamau  
*Paralegal*

Enclosures

cc: Richard A. Manley, Jr., Esq.  
Hilltop Securities Inc.

126917669v.1

described in the Official Statement relating to the notes. A copy of the Certificate is available from the Town upon request.

TOWN OF LYNNFIELD,  
MASSACHUSETTS

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

Countersigned:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Select Board

(Town Seal)

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.

Dated: May 23, 2022

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Clerk of the Select Board

126565171v.1

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.

Dated: May 23, 2022

---

Clerk of the Select Board

126565171v.1

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 2, 2022  
(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.

Date: June 2, 2022  
(Date of delivery of and  
payment for the Notes)

\_\_\_\_\_  
\_\_\_\_\_

Select Board

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Town Clerk

(Town Seal)

**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 2, 2022

TOWN OF LYNNFIELD, MASSACHUSETTS

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

By: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Select Board

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Dated: June 2, 2022

TOWN OF LYNNFIELD, MASSACHUSETTS

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

By: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Select Board

**Part VI Miscellaneous**

<b>35</b>	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5) . . . . .	<b>35</b>	
<b>36a</b>	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC). See instructions . . . . .	<b>36a</b>	
<b>b</b>	Enter the final maturity date of the GIC ► (MM/DD/YYYY) _____		
<b>c</b>	Enter the name of the GIC provider ► _____		
<b>37</b>	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units . . . . .	<b>37</b>	
<b>38a</b>	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>b</b>	Enter the date of the master pool bond ► (MM/DD/YYYY) _____		
<b>c</b>	Enter the EIN of the issuer of the master pool bond ► _____		
<b>d</b>	Enter the name of the issuer of the master pool bond ► _____		
<b>39</b>	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box . . . . .	►	<input checked="" type="checkbox"/>
<b>40</b>	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box . . . . .	►	<input type="checkbox"/>
<b>41a</b>	If the issuer has identified a hedge, check here ► <input type="checkbox"/> and enter the following information:		
<b>b</b>	Name of hedge provider ► _____		
<b>c</b>	Type of hedge ► _____		
<b>d</b>	Term of hedge ► _____		
<b>42</b>	If the issuer has superintegrated the hedge, check box . . . . .	►	<input type="checkbox"/>
<b>43</b>	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 checked="" type="checkbox"/>
<b>44</b>	If the issuer has established written procedures to monitor the requirements of section 148, check box . . . . .	►	<input checked="" type="checkbox"/>
<b>45a</b>	If some portion of the proceeds was used to reimburse expenditures, check here ► <input checked="" type="checkbox"/> and enter the amount of reimbursement . . . . . ► \$300,000		
<b>b</b>	Enter the date the official intent was adopted ► (MM/DD/YYYY) 11/21/2020		

**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.

<div style="display: flex; align-items: center;"> <div style="width: 20px; height: 20px; background-color: black; margin-right: 5px;"></div> <div style="border-bottom: 1px solid black; flex-grow: 1;"></div> </div>	06/02/2022	<div style="display: flex; align-items: center;"> <div style="width: 20px; height: 20px; background-color: black; margin-right: 5px;"></div> <div style="border-bottom: 1px solid black; flex-grow: 1;"></div> </div>
Signature of issuer's authorized representative	Date	Type or print name and title

**Paid Preparer Use Only**

Print/Type preparer's name Richard A. Manley, Jr.	Preparer's signature	Date 06/02/2022	Check <input type="checkbox"/> if self-employed	PTIN P01207206
Firm's name ► Locke Lord LLP			Firm's EIN ► 74-1164324	
Firm's address ► 111 Huntington Avenue, Boston, MA 02199			Phone no. (617) 239-0384	

**Part VI Miscellaneous**

<b>35</b>	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5) . . . . .	<b>35</b>	
<b>36a</b>	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC). See instructions . . . . .	<b>36a</b>	
<b>b</b>	Enter the final maturity date of the GIC ► (MM/DD/YYYY) _____		
<b>c</b>	Enter the name of the GIC provider ► _____		
<b>37</b>	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units . . . . .	<b>37</b>	
<b>38a</b>	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:		
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<b>c</b>	Enter the EIN of the issuer of the master pool bond ► _____		
<b>d</b>	Enter the name of the issuer of the master pool bond ► _____		
<b>39</b>	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box . . . . .	►	<input checked="" type="checkbox"/>
<b>40</b>	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box . . . . .	►	<input type="checkbox"/>
<b>41a</b>	If the issuer has identified a hedge, check here ► <input type="checkbox"/> and enter the following information:		
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<b>c</b>	Type of hedge ► _____		
<b>d</b>	Term of hedge ► _____		
<b>42</b>	If the issuer has superintegrated the hedge, check box . . . . .	►	<input type="checkbox"/>
<b>43</b>	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 checked="" type="checkbox"/>
<b>44</b>	If the issuer has established written procedures to monitor the requirements of section 148, check box . . . . .	►	<input checked="" type="checkbox"/>
<b>45a</b>	If some portion of the proceeds was used to reimburse expenditures, check here ► <input checked="" type="checkbox"/> and enter the amount of reimbursement . . . . . ► \$300,000		
<b>b</b>	Enter the date the official intent was adopted ► (MM/DD/YYYY) 11/21/2020		

**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.

	06/02/2022	Leslie Davidson, Treasurer
Signature of issuer's authorized representative	Date	Type or print name and title

**Paid Preparer Use Only**

Print/Type preparer's name Richard A. Manley, Jr.	Preparer's signature  	Date 06/02/2022	Check <input type="checkbox"/> if self-employed	PTIN P01207206
Firm's name ► Locke Lord LLP			Firm's EIN ► 74-1164324	
Firm's address ► 111 Huntington Avenue, Boston, MA 02199			Phone no. (617) 239-0384	

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 2, 2022

TOWN OF LYNNFIELD,  
MASSACHUSETTS

By \_\_\_\_\_  
Treasurer

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Select Board

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Date: June 2, 2022

TOWN OF LYNNFIELD,  
MASSACHUSETTS

By \_\_\_\_\_  
Treasurer

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Select Board