

## VOTE OF THE SELECT BOARD

I, the Clerk of the Select Board of the Town of Groton, Massachusetts, certify that at a meeting of the board held February 24, 2025, of which meeting all members of the board were duly notified and at which a quorum was present, the following were passed, 5 in favor and 0 against, all of which appears upon the official record of the board in my custody:

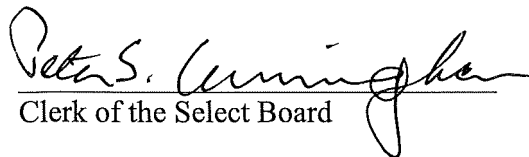
- VOTED:
- (1) that the Town shall issue a bond or bonds in an aggregate principal amount not to exceed \$16,780,000 (the "Bonds") pursuant to Chapters 29C and 44 of the General Laws and a vote of the Town passed April 29, 2023 (Article 12) as amended by a vote of the Town passed October 28, 2023 (Article 9) and excluded from the limitations of Proposition 2 ½ (so-called) by a vote of the Town passed November 7, 2023 (Ballot Question), for planning or construction of drinking water infrastructure (the "Project");
  - (2) that the terms of the Financing Agreement (or Agreements) between the Town and the Massachusetts Clean Water Trust (the "Trust") (the "Financing Agreement") and the Project Regulatory Agreement (or Agreements) between the Town and the Department of Environmental Protection of The Commonwealth of Massachusetts ("DEP") (the "Project Regulatory Agreement"), each relating to the Notes and the Bonds are hereby approved;
  - (3) that in anticipation of the issuance of the Bonds the Treasurer is authorized to issue an interim loan note or notes (the "Notes") from time to time in an aggregate principal amount not to exceed \$16,780,000;
  - (4) that each Bond or Note shall be issued as a single registered security, and sold to the Trust at a price determined pursuant to the Financing Agreement;
  - (5) that the Treasurer is authorized to determine the date, the form, the maximum interest rate and the principal maturities of each Bond and Note, and to execute a Financing Agreement with the Trust with respect to the sale of the Bonds and Notes, such date, form and maturities and the specific interest rate or rates of the Bonds and Notes to be approved by a majority of the Select Board and the Treasurer and evidenced by their execution of the Bonds or Notes;
  - (6) that any certificates or documents relating to each Bond and Notes (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; and 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;

- (7) that all action taken to date by the Town and its officers and agents to carry out the Project and its financing, including the execution of any loan commitment or agreement by the Treasurer, are hereby ratified, approved and confirmed; and
- (8) that the Treasurer and the other appropriate Town officials are each hereby authorized to take any and all actions necessary or convenient to carry out the provisions of this vote, including execution and delivery of the Financing Agreement and the Project Regulatory Agreement relating to the Project.

I further certify that the vote was adopted at a meeting open to the public, that no vote was taken by secret ballot, that notice stating the place, date, time and agenda of the meeting (which agenda included the adoption of the above vote) 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 decisions in connection with the sale of the Bonds or Notes were taken in executive session, and that the official record of the meeting was made available to the public promptly and remains available to the public, all in accordance with G.L. c.30A, §§18-25, as amended. I further certify that the vote has not been amended, supplemented or revoked and remains in effect on this date.

Dated: February 24, 2025

  
Clerk of the Select Board