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# TOWN OF WAYLAND

41 COCHITUATE ROAD  
WAYLAND, MASSACHUSETTS 01778

BOARD OF SELECTMEN  
LEA T. ANDERSON  
MARY M. ANTES  
THOMAS J. FAY  
CHERRY C. KARLSON  
DAVID V. WATKINS

**Meeting Minutes  
BOARD OF SELECTMEN  
Monday, October 26, 2020  
5:00 p.m.  
Wayland Town Building  
Council on Aging Room  
41 Cochituate Road, Wayland, MA**

**Note:** In compliance with the March 12, 2020 Massachusetts Office of the Governor's Order Suspending Certain Provisions of the Open Meeting Law M.G.L. Chapter 30A, Section 20, this meeting of the Board of Selectmen was live streamed on local broadcast on the WayCAM Government Channel and open to the public to view and participate via Zoom. No in-person attendance of members of the public was permitted. Public Comment was available by both telephone and Zoom during the time designated for Public Comment.

**Attendance:** Lea T. Anderson, Mary M. Antes, Thomas J. Fay, Cherry C. Karlson, David V. Watkins  
The Board participated remotely by tele-videoconferencing via Zoom and WayCAM. C. Karlson participated by tele-videoconferencing and was also present at Town Building.

**Also Present:** Town Administrator Louise Miller, Management Analyst Seath Crandall, Treasurer Maura O'Connor, Town Clerk Anna Ludwig, and by teleconference Finance Director Brian Keveny.

**Board of Health:** Chair Susan E. Green, Brian J. McNamara, John G. Schuler, Arnold R. Soslow, Robert Defrancesco; Board of Health members (BoH) participated remotely by tele-videoconferencing via Zoom and WayCAM.

**Also Present:** Health Director Julia Junghanns and Public Health Nurse Ruth Mori participated by tele-videoconferencing.

**School Committee Members:** Ellen Grieco and Kim Reichelt participated by tele-videoconferencing.

**A1. Call to Order by Chair, Review the Agenda for the Public** At 5:03 p.m., C. Karlson called the meeting of the Board of Selectmen to order when a quorum was available by teleconference. C. Karlson announced by full name each Board member who was participating remotely and noted that in compliance with revised Open Meeting Law requirements the meeting would be broadcast live and recorded for later broadcast by WayCAM. C. Karlson announced that no in person attendance of members of the public was permitted and gave a phone number for the public to call to offer comments and reviewed for the public how to participate via a virtual 'hand-raise' in Zoom. C. Karlson reviewed the agenda for the public noting that the agenda was revised to include an emergency joint meeting with the Board of Health and School Committee members.

**A11. Minutes - October 19, 2020 review and vote to approve** The approval of the October 19, 2020 meeting minutes was tabled until the next meeting.

**A2. Announcements and Public Comment** M. Antes reminded residents that early voting for the November 3, 2020 election was ongoing at the Town Building Gymnasium.

Adam Gutbezahl, Rice Spring Lane, Chair of Trust Funds Commission, member of the Cultural Council and Finance Committee, but speaking as a private citizen, connected by teleconference. A. Gutbezahl commented on an email sent to the Board earlier that day and signed by twelve residents referencing an incident with a resident which he categorized as a racial incident. He indicated that there were 42 Massachusetts communities with a Human Rights Commission or similar and through the letter and with its signatories request that Wayland make this a priority.

Richard Turner, Nob Hill Road, connected by teleconference, and offered his opinion that the changes made to the parking layout at Town Building made the lot congested and dangerous. He added that the Public Ceremonies Committee would communicate an update on any upcoming Veteran's Day ceremonies.

#### **A12. Consent**

1. Vote the question of designating and approving signing authority to Louise Miller, Town Administrator on items listed below.
2. Vote the question of approving and signing the weekly payroll and expense warrants.
3. Vote to Authorize Chair to sign Project Completing Certificate and vote for Board to sign Certifying Authority to File for Completion of Town of Wayland 2018 Water Main Improvements, DWSRF No. 4407, DW-18-01.

M. Antes moved, seconded by T. Fay, the approval of the Consent Calendar. Roll Call Vote: YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Watkins. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

**A13. Correspondence** The Board reviewed the correspondence in the Board Packet. There was discussion on item #5, regarding the application deadline for requests to plow private roads. C. Karlson recommended that the item be discussed at a future meeting.

**A3. 2020 Borrowing and Debt Refunding: Vote to award bonds and execute bond documents by the Board of Selectmen and Treasurer** Maura O'Connor, Treasurer, and Anna Ludwig, Town Clerk, were present at Town Building and participated by teleconference. Finance Director Brian Keveny was available remotely. L. Miller reported that the Town recently went out to bid on \$24 million dollars in bonds and received four bids with rates ranging from 1.27% to 1.34%. L. Miller noted that the refunding portion of the bond would result in an overall debt service savings of \$6.7 million dollars, estimated to be about \$400,000 - \$475,000 annually, which was primarily excluded debt for the Wayland High School construction project. L. Anderson asked about the spending schedule which highlighted the Potter/ Stonebridge Road Bridge project, in the case that project does not go forward as approved. C. Karlson answered that if the Town does not spend that money, it would be released through action at a future Town Meeting. D. Watkins asked about the difference in borrowing costs between a Aa and Aaa rating. B. Keveny answered that there is not a big difference in one borrowing, but that over time it is beneficial to have a Aaa rating.

L. Anderson moved, seconded by T. Fay, that the Board of Selectmen approve a lengthy series of motions listed on pages 69 to 71 in the Board's packet, and authorize the Vice Chair of the Board of Selectmen to certify the vote. Roll Call Vote: YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Watkins. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0. *Note: motion language is available on pages 6 - 8 of these minutes.*

The Board thanked the Treasurer, Finance Director, and Town Administrator for their work on the borrowing and offered congratulations on the exceptionally low interest rate.

**A4. FY2022 Private Road Plowing appeal: Discussion with DPW Director on private road plowing appeal of 20 Lewis Path; potential vote** C. Karlson reported that the Town had received one appeal for plowing a private road; the appeal was included in the packet. L. Miller reported that the Town reviewed the *Declaration of Private Way, Homeowners Association, and Utility Easements and Restrictions* document that was registered for the property and concluded that the responsibility to remove snow from the Private Way was that of the property owners. L. Miller reported that changes to this agreement needed Planning Board Site Plan Approval, and she recommended that the applicant submit the request to the Planning Board. D. Watkins asked if there were examples of other precedents where the Board accepted a private road for the purpose of plowing a private road. C. Karlson noted that road acceptance and road plowing were not mutually exclusive. L. Anderson noted that while it might make a lot of sense for the Town to plow this road, it was not legal for the Town to plow it at this time. C. Karlson suggested that developers should be encouraged to design roads that can be accepted by the Town.

M. Antes moved, seconded by T. Fay, to authorize the Town Administrator to convey the Site Plan Approval process to the homeowner and deny the appeal for Lewis Path. Roll Call Vote: YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Watkins. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

**A5. FY 2022 Budget: Discussion and Update a. Final Budget Schedule: discuss and adopt b. Guideline letter** L. Miller reviewed the guidance and updated budget schedule in the Board packet. L. Miller noted that departments, boards and committees would submit operating budget requests and capital budget requests

simultaneously which will then be used for the development of a five-year capital plan. C. Karlson noted the addition of the December 15 and January 15 deadlines to the budget policy schedule, which are required by Code.

**A6. River's Edge: Discussion and update of pending issues; timeline through closing** L. Miller described the project's open items: the wastewater connection, easement and permitting. L. Miller reported that the Town received a confirmation of the MassWorks grant application and expected a response in three weeks. L. Miller noted that the Town was working with the developer, Wood Partners, Inc., on the outstanding action items that would allow connection to the Town's treatment plant and on the agreement which would go before the Wastewater District Commission. C. Karlson noted that some aspects of the project would be discussed at a later Executive Session.

**A7. TA Review: discussion of process and timeline; review period September 2019 – September 2020** C. Karlson reported that there was a draft review form included in the packet. C. Karlson reviewed the background of how the form was created, and described that the form was developed with guidance from the Massachusetts Municipal Association (MMA) and International City/County Management Association (ICMA) on how to evaluate municipal leaders. L. Anderson felt the form was better than previous iterations, and recommended the form be used again this year. T. Fay concurred. M. Antes expressed that the form worked well last year, but welcomed an opportunity for members to make suggestions. D. Watkins suggested that the review process include a copy of the job description. C. Karlson indicated that was already part of the process. D. Watkins suggested that the review assess accomplishments as well as core competencies; he felt the current form focuses on the employee's characteristics more than the employee's performance in accomplishing goals. D. Watkins also suggested that the form include a development plan to allow the Board to suggest improvements where needed. L. Miller indicated that she was comfortable with the evaluation form and noted that the BoS's goals are not the only aspect of the TA job description. D. Watkins indicated that he would add fields for the Board to provide examples of areas of development for the TA. D. Watkins agreed to draft suggestions for the Board to consider for next year. T. Fay recommended, and M. Antes concurred, to move forward with the review form. T. Fay expressed that the TA job is very involved, and that the form allows the Board members to recognize the immense responsibility and varied skills that are needed to do the job well.

**A9. Appointments: Board of Selectmen member appointment: Route 20 South Landfill Visioning Committee – discussion and vote to appoint** T. Fay volunteered to serve on the Route 20 South Landfill Visioning Committee ("RSLVC"). L. Anderson indicated support for T. Fay to serve in that role.

M. Antes moved, seconded by L. Anderson, to appoint T. Fay as the Board representative to the Route 20 South Landfill Visioning Committee ("RSLVC") to a term ending June 30, 2023. Roll Call Vote: YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Watkins. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

**A14. Selectmen's reports and concerns** M. Antes reported that she recently met with the Metro West Regional Planning Council. In attendance was a Metropolitan Area Planning Council (MAPC) representative who reported on conducting a study of 3,100 strip malls and buildings that could be repurposed for housing and mixed-developments. This effort could potentially establish up to 270,000 housing units of the 400,000 housing units needed in the Greater Boston area.

**A8. Joint Emergency meeting with Board of Health, Health Director, Public Health Nurse, and Town Administrator regarding COVID-19 update** At 6:33 p.m., members of the Board of Health: S. Green, B. McNamara, J. Schuler, A. Soslow, R. Defrancesco, and two members of the School Committee, E. Grieco and K. Reichelt, connected remotely to the meeting by video-conference. C. Karlson announced each by full name. Health Director Julia Junghanns and Public Health Nurse Ruth Mori were also participating by tele-videoconferencing. L. Miller noted that the joint meeting was called to report on the recent uptick in COVID-19 cases in Wayland, action that was taken at a local restaurant, and issues that had arisen in youth sports.

R. Mori reported that there were nine new COVID-19 cases confirmed in Wayland in seven days, three of which are asymptomatic and six who were experiencing symptoms. In total, there were an additional 24 close contacts of the nine positive cases who were quarantining. The nurses who conducted contact tracing did not believe that the cases were contracted in Wayland through community spread; it was believed that they contracted COVID-19 from relationships outside of Wayland. R. Mori noted that there were no individuals in the public school system who had tested positive but there were some individuals in the school system who were quarantined. R.

Mori reported that one case was classified as a day care situation, but with no relationship to the public school system.

Health Director J. Junghanns, described the details that led to the closing of the Coach Grill when an employee tested positive around October 15. J. Junghanns reported that contract tracing was completed; CDC and state protocols were followed including deep cleaning of the restaurant. Contract tracing determined that no patrons were among the close contacts. Later, two additional employees were impacted, one who experienced symptoms and one who tested positive. J. Junghanns recommended a voluntary closure of the restaurant to conduct a full investigation and recommended all staff be tested. The Town issued a press release in regard to both incidences.

L. Miller described inconsistencies between sets of guidance to manage youth and adult amateur sports previously issued by the Executive Office of Energy and Environmental Affairs (EEA), Massachusetts Department of Elementary and Secondary Education (DESE), or Massachusetts Interscholastic Athletic Association (MIAA). The group discussed the risks posed by inter-town competitions among communities, which were now classified as COVID-19 level “red” by the state’s Daily Incidence Rate color coding system.

A. Soslow moved, seconded by J. Schuler, that the Wayland Board of Health make a recommendation to eliminate all inter-town competitions against cities/towns designated as red or those that become red, for all activities classified as “moderate-risk” or “high-risk” through November 10, 2020. L. Miller noted that this applied to all school, youth and adult amateur recreational activities subject to COVID-19 guidance. Roll Call Vote: YEA: S. Green, J. Schuler, A. Soslow, R. Defrancesco. NAY: B. McNamara. ABSENT: none. ABSTAIN: none. Adopted 4-1.

C. Karlson recommended that the message be disseminated by the Recreation Department to all field permit holders. At 7:55 p.m., the members of the Board of Health disconnected from the joint meeting and returned to a posted session. J. Junghanns, R. Mori, E. Grieco and K. Reichelt also disconnected from the meeting.

**A14. Selectmen’s reports and concerns (continued)** D. Watkins commented that he received feedback from residents regarding the untimely posting of meeting information, and that some residents had not yet received Assessor’s notification cards informing them about abatement options. D. Watkins recommended that the Board consider the status of the Emergency Planning Committee. L. Anderson commented that she received requests from residents for the Board to reconsider the temporary leash order and parking restrictions at Heard Road. C. Karlson indicated that the items would be added to a future agenda.

**A10. Town Administrator update: a. COVID-19 Update b. Race Advisory Committee Letter c. Elections - Early Voting d. List of 2020 grants received e. School Opening - ventilation, health; learning and safety Committee Update f. Wayfinding grant update g. Finance Committee Liaisons for FY22 h. Tree Maintenance Report i. School Bus Parking**

**A10.b. Race Advisory Committee Letter** L. Miller noted that the 30 members of the Racial Advisory Committee had been contacted, a copy of the letter was in the packet, and an initial meeting would be scheduled.

**A10.c. Elections - Early Voting** L. Miller reported that early voting was ongoing, and that the Town was instructed to open ballot envelopes in a certain manner with safety personnel present after reports of the potential risk of white powder in or on ballot envelopes.

**A10.e. School Opening - ventilation, health; learning and safety Committee Update** L. Miller noted that the safety committee will be a good avenue for teachers and school personnel to express concerns, and the Town will continue to address ventilation challenges.

**A10.f. Wayfinding grant update** L. Miller reported that she expected one more meeting of the Wayfinding group before the work will be presented to the Board at an upcoming meeting.

**A10.g. Finance Committee Liaisons for FY22** L. Miller noted that the list of FY 2022 liaisons was included in the Board packet.

**A10.h. Tree Maintenance Report** L. Miller reported that Police and Fire Departments have expressed concern with the excessive number of trees that came down in the last storm causing extensive power and internet outages, as well as road closures. The DPW and Tree Warden will be developing a plan to budget for tree surveys and a tree maintenance schedule; the plan will be presented to the Board of Public Works.

**A10.i. School Bus Parking.** L. Miller noted that the Planning Board reviewed the site plan for the school bus parking, and it will go to the Zoning Board of Appeals around Nov 19.

**A10.d. List of 2020 grants received** L. Miller will provide an updated list at a future meeting.

**A15. Topics Not Reasonably Anticipated by the Chair 48 Hours in advance of the Meeting, if any** There were no topics not reasonably anticipated by the Chair.

**A16. Executive Session I. Pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (3) to discuss strategy with respect to litigation Stephen Cass v. Robert Irving; II. Pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (6) to consider the purchase, exchange, lease or value of real estate in regard to the River's Edge project at 484-490 Boston Post Road; III. Pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (3) to discuss strategy with respect to collective bargaining with Wayland DPW Association, Teamsters Local 170; IV. Pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (2), (3), and (6), to review and approve the executive session minutes of October 19, 2020. Approve and Hold: Executive Session minutes of October 19, 2020**

At 8:08 p.m. Chair C. Karlson moved, seconded by L. Anderson, that the Board of Selectmen Enter into Executive Session pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (3) to discuss strategy with respect to litigation Stephen Cass v. Robert Irving, and pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (6) to consider the purchase, exchange, taking, lease or value of real estate in regard to the River's Edge project at 484-490 Boston Post Road, and pursuant to Massachusetts General Laws, Chapter 30A, Section 21 (a) (3) to discuss strategy with respect to collective bargaining with Wayland DPW Association, Teamsters Local 170.

C. Karlson declared that a public discussion of these matters may have a detrimental effect on the litigating, negotiating, or bargaining position of the Town. Roll Call Vote: YEA: L. Anderson, M. Antes, T. Fay, C. Karlson, D. Watkins. NAY: none. ABSENT: none. ABSTAIN: none. Adopted 5-0.

C. Karlson invited attendance by Town Administrator Louise Miller and Management Analyst Seath Crandall.

C. Karlson announced that the Board would adjourn from executive session and no other public business would be discussed in open session.

**A.17. Adjourn.** At 8:38 p.m. the Board adjourned from Executive Session and did not reconvene in open session.

#### **Items Distributed for Information and Use by Board of Selectmen at the Meeting of October 26, 2020**

1. A. Gutbezahl made Public Comment that referenced an email to the Board, dated 10/26/2020 with twelve signers.

#### **Items included in the Agenda Packet for discussion during the Board of Selectmen Meeting of October 26, 2020**

1. Memorandum from Town Administrator to Board of Selectmen re: October 2020 Bond Offering
2. Bid results for Board of Selectmen Bond Issuance Fall 2020
3. Debt Service Savings 2020 Bond Refunding
4. Correspondence from Locke Lord to Wayland Treasurer re: General Obligation Municipal Purpose Loan of 2020 Bonds Dated and Closing: November 10, 2020
5. Form 8038-G Information Return for Tax-Exempt Governmental Bonds
6. Town of Wayland General Obligation Municipal Purpose Loan of 2020 Bond
7. Continuing Disclosure Certificate
8. Refunding Escrow Agreement
9. Board of Selectmen's certified vote re: bond
10. Town of Wayland General Obligation Municipal Purpose Loan of 2020 Bonds Signature, No Litigation, and Official Statement Certificate
11. Tax Certificate Town of Wayland
12. Private Road Snow & Ice Policy Appeal Application; 20 Lewis Path
13. Private Road Appeal process and application 2020
14. FY 2022 Budget Schedule & Process Final

15. FY 2022 Operating and Capital Budgets Guideline
16. Finance Committee Liaisons 2021
17. Board of Selectmen Liaisons 2021
18. Town Administrator Contract information background
19. Town Administrator Evaluation September 2020
20. Route 20 South Landfill Vision Group Charge – approved 10-19-2020
21. Correspondence from DPW director to Board of Selectmen & Board of Public Works re: Update on crosswalks within town
22. Memorandum from Wayland Police Chief to DPW Director and Town Administrator re: update and report on crosswalks within town
23. Board of Health update COVID-19 cases as of 10-19-2020
24. Memorandum from Health Director and Town Administrator to all food establishments re: Updated food establishment Guidelines

#### **Supplemental Packet**

25. Declaration of Private Way; Lewis Path
26. MIAA Joint Guidance on Modified Sports Seasons for 2020-2021 School Season
27. Reopening Standards for entities providing Youth & Adult Sports
28. Introduction Letter to Town Administrator's Advisory Group on Race
29. ZBA application and supporting documents for School Bus parking at Town Building

### **CORRESPONDENCE**

1. Correspondence from Massachusetts Attorney General Office to George Harris, Resident dated October 14, 2020 re: Open Meeting Law Complaint filed September 3, 2020.
2. Correspondence from Christopher Field, Resident to Board of Selectmen dated October 21, 2020 re: Idling of Town Vehicles.
3. Correspondence from Christopher Field, Resident to Tom Holder, DPW Director dated October 22, 2020 re: response to Idling of Town Vehicles.
4. Correspondence from Massachusetts Attorney General Office to Cherry Karlson, Board of Selectmen Chair dated October 23, 2020 re: Open Meeting Law Complaint filed March 4, 2020 determination.
5. Correspondence from Rick Watkins, Resident to Town Administrator dated October 21, 2020 re: Private Road Appeal Application for commercial building located at 526 Boston Post Road

### **A3. 2020 Borrowing and Debt Refunding: Vote to award bonds and execute bond documents by the Board of Selectmen and Treasurer**

#### **Full Motion:**

L. Anderson moved, seconded by T. Fay, that the Board of Selectmen approve the following motions and authorize the Vice Chair of the Board of Selectmen to certify the vote.

We hereby determine, in accordance with G.L. c.70B, that the amount of the cost of the Loker Elementary School roof project authorized by a vote of the Town passed on September 12, 2020 (Article 19) not being paid by the school facilities grant is \$3,121,429 and we hereby approve of the issuance of notes and bonds in such amount under said G.L. c.70B.

Further Voted: that the maximum useful life of the Fire Pumper Truck to be financed with the proceeds of the \$700,000 borrowing authorized by the vote of the Town passed September 12, 2020 (Article 9) is hereby determined pursuant to G.L. c.44, §7(1) to be 10 years.

Further Voted: that the maximum useful life of the DPW H15 Dump Truck to be financed with the proceeds of the \$250,000 borrowing authorized by the vote of the Town passed September 12, 2020 (Article 9) is hereby determined pursuant to G.L. c.44, §7(1) to be 10 years.

Further Voted: That in order to reduce interest costs, the Treasurer is authorized to issue refunding bonds, at one time or from time to time, pursuant to Chapter 44, Section 21A of the General Laws, or pursuant to any other enabling authority, to refund the Town's \$42,370,000 General Obligation Municipal Purpose Loan of 2011

Bonds dated February 1, 2011 maturing on February 1 in the years 2022 through 2036, inclusive (the “Refunded Bonds”) and that the proceeds of any refunding bonds issued pursuant to this vote shall be used to pay the principal, redemption premium and interest on the Refunded Bonds and costs of issuance of the refunding bonds.

Further Voted: that the sale of the \$23,680,000 General Obligation Municipal Purpose Loan of 2020 Bonds of the Town dated November 10, 2020 (the “Bonds”) to Raymond James & Associates, Inc. at the price of \$27,591,293.91 and accrued interest is hereby approved and confirmed. The Bonds shall be payable on November 1 of the years and in the principal amounts and bear interest at the respective rates, as follows:

<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>
2021	\$1,315,000	5.00%	2029	\$1,735,000	4.00%
2022	\$1,695,000	5.00%	2030	\$1,735,000	4.00%
2023	\$1,705,000	5.00%	2031	\$1,305,000	3.00%
2024	\$1,720,000	5.00%	2032	\$1,265,000	3.00%
2025	\$1,730,000	5.00%	2033	\$1,230,000	2.00%
2026	1,705,000	5.00%	2034	\$1,185,000	2.00%
2027	\$1,715,000	5.00%	2035	\$1,135,000	2.00%
2028	\$1,730,000	5.00%	2040	\$775,000	2.00%

Further Voted: that the Bonds maturing on November 1, 2040 (the “Term Bond”) shall be subject to mandatory redemption or mature as follows:

**Term Bond due November 1, 2040**

<u>Year</u>	<u>Amount</u>
2036	\$155,000
2037	\$155,000
2038	\$155,000
2039	\$155,000
2040* Final Maturity	\$155,000

Further Voted: that in connection with the marketing and sale of the Bonds, the preparation and distribution of a Notice of Sale and Preliminary Official Statement dated October 13, 2020 and supplemented October 15, 2020, and a final Official Statement dated October 20, 2020 (the “Official Statement”), each in such form as may be approved by the Town Treasurer, be and hereby are ratified, confirmed, approved and adopted.

Further Voted: that the Bonds shall be subject to redemption, at the option of the Town, upon such terms and conditions as are set forth in the Official Statement.

Further Voted: to authorize the execution and delivery of a Refunding Escrow Agreement to be dated November 10, 2020, between the Town and U.S. Bank National Association, as Refunding Escrow Agent.

Further Voted: that the Town Treasurer and the Board of Selectmen be, and hereby are, authorized to execute and deliver a continuing disclosure undertaking in compliance with SEC Rule 15c2-12 in such form as may be approved by bond counsel to the Town, which undertaking shall be incorporated by reference in the Bonds for the benefit of the holders of the Bonds from time to time.

Further Voted: that we authorize and direct the Town Treasurer to establish post issuance federal tax compliance procedures and continuing disclosure procedures in such forms as the Town Treasurer and bond counsel deem sufficient, or if such procedures are 3 currently in place, to review and update said procedures, in order to monitor and maintain the tax-exempt status of the Bonds and to comply with relevant securities laws.

Further Voted: that any certificates or documents relating to the Bonds (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.

Further Voted: that each member of the Board of Selectmen, the Town Clerk and the Town Treasurer be and hereby are, authorized to take any and all such actions, and execute and deliver such certificates, receipts or other documents as may be determined by them, or any of them, to be necessary or convenient to carry into effect the provisions of the foregoing votes.