

## VOTE OF THE BOARD OF SELECTMEN

I, the Clerk of the Board of Selectmen of the Town of Littleton, Massachusetts (the “Town”), certify that at a meeting of the board held January 25, 2010, of which meeting all members of the board were duly notified and at which a quorum was present, the following votes were unanimously passed, all of which appear upon the official record of the board in my custody:

Voted: that the sale of the \$6,946,000 General Obligation Municipal Purpose Loan of 2010 Bonds of the Town dated February 1, 2010 (the “Bonds”), to Morgan Keegan & Co., Inc. at the price of \$7,124,187.10 and accrued interest is hereby approved and confirmed. The Bonds shall be payable on February 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>
2011	\$401,000	2.00%	2021	\$360,000	4.00%
2012	385,000	2.00	2022	355,000	4.00
2013	380,000	2.00	2023	355,000	4.00
2014	380,000	2.00	2024	355,000	4.00
2015	380,000	2.50	2025	355,000	4.00
2016	380,000	3.00	2026	355,000	4.00
2017	370,000	3.00	2027	355,000	4.00
2018	365,000	3.25	2028	355,000	4.00
2019	360,000	4.00	2029	340,000	4.00
2020	360,000	4.00			

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 January 13, 2010, and a final Official Statement dated January 21, 2010 (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 set forth in the Official Statement.

Further Voted: that the consent to the financial advisor bidding for the Bonds, as executed prior to the bidding for the Bonds, is hereby confirmed.

Further Voted: that the Town Treasurer and the Board of Selectmen be, and hereby are, authorized to execute and deliver a continuing a 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 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.

I further certify that the votes were taken at a meeting open to the public, that no vote was taken by secret ballot, that notice stating the place, date and time of the meeting was filed with the Town Clerk and a copy thereof posted in the office of the Town Clerk or on the principal official bulletin board of the Town at least 48 hours, including Saturdays but not 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 Bonds 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.39, s.23B as amended.

Dated: January 25, 2010

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Clerk of the Board of Selectmen