

**FINAL OFFICIAL STATEMENT DATED DECEMBER 8, 2021**

In the opinion of Locke Lord LLP, Bond Counsel, based upon an analysis of existing law and assuming, among other matters, compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended (the "Code"). Interest on the Bonds will not be included in computing the alternative minimum taxable income of individuals. Under existing law, interest on the Bonds is exempt from Massachusetts personal income taxes, and the Bonds are exempt from Massachusetts personal property taxes. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds. The Bonds will **not** be designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. See "Tax Exemption" herein.

**\$12,200,000**  
**TOWN OF UPTON**  
**Massachusetts**

**GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2021 BONDS****Dated: December 20, 2021****Due: August 15, 2022 - 2046****MATURITIES**

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price/Yield</u>	<u>CUSIP 916847</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price/Yield</u>	<u>CUSIP 916847</u>
2022	\$510,000	5.00%	0.200%	FQ4	2032	\$475,000	3.00%	1.270%	GA8
2023	580,000	5.00	0.260	FR2	2033	475,000	2.00%	1.700	GB6
2024	600,000	5.00	0.370	FS0	2034	475,000	2.00%	1.750	GC4
2025	610,000	5.00	0.470	FT8	2035	475,000	2.00%	1.800	GD2
2026	610,000	5.00	0.600	FU5	2036	475,000	2.00%	1.850	GE0
2027	545,000	5.00	0.720	FV3	2037	475,000	2.00%	1.900	GF7
2028	480,000	5.00	0.870	FW1	2038	475,000	2.00%	1.950	GG5
2029	480,000	5.00	0.960	FX9	2039	475,000	2.00%	2.000	GH3
2030	480,000	4.00	1.060	FY7	2040	465,000	2.00%	2.050	GJ9
2031	475,000	3.00	1.190	FZ4					

\$1,305,000 Term Bonds Maturing August 15, 2043 at 2.125% per annum, at 2.200% yield. GM2

\$1,260,000 Term Bonds Maturing August 15, 2046 at 2.250% per annum, at 2.303% yield. GQ3

Principal of the Bonds will be payable August 15 of the years in which the Bonds mature. Interest from the date of the Bonds will be payable on August 15, 2022 and semi-annually thereafter on each February 15 and August 15 until maturity, or redemption prior to maturity. The Bonds are subject to redemption prior to their stated dates of maturity as described herein.

The Bonds are issuable in fully registered form without coupons, and, when issued, will be registered in the name of Cede & Co., as Bondowner and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form, in the denomination of \$5,000 or any integral multiple thereof. (See "Book-Entry Transfer System" herein.)

The legality of the Bonds will be approved by Locke Lord LLP, of Boston, Massachusetts, Bond Counsel to the Town. UniBank Fiscal Advisory Services, Inc., Whitinsville, Massachusetts serves as Municipal Advisor to the Town. It is expected that the Bonds, in definitive form, will be delivered to DTC, or the offices of its custodial agent, on or about December 20, 2021 against payment in federal reserve funds.