

**TOWN OF BRISTOL, RHODE ISLAND**  
**\$12,210,000 General Obligation Bonds**  
**Dated: February 15, 2009**  
**Delivered: February 18, 2009**  
**Due: February 15, 2010 - 2029, Inclusive**  
**and**  
**\$2,000,000 General Obligation Bond**  
**Anticipation Notes**  
**Dated: February 18, 2009**  
**Due: February 17, 2010**

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I. PARTIES

A. Issuer

Town of Bristol (the "Town")  
Town Hall  
10 Court Street  
Bristol, Rhode Island 02809  
Diane Mederos, Town Administrator  
John M. Day, Treasurer

B. Financial Advisor

First Southwest Company ("FSC")  
12 Breakneck Hill Road  
Lincoln, RI 02865  
Stephen M. Maceroni, Vice President

C. Paying Agent

Wells Fargo Bank, N.S. (“Wells Fargo”)  
155 Westminster Street, Suite 800  
Providence, RI 02903  
Kathleen C. Taddei, Vice President  
Jane E. Labouliere, Vice President

D. Underwriters

(i) BONDS

Roosevelt & Cross, Inc. (“Roosevelt & Cross”)  
One Exchange Plaza  
55 Broadway, 22<sup>nd</sup> Floor  
New York, New York 10006  
David Moore  
Steven Florio

(ii) NOTES

Sovereign Securities, LLC (“Sovereign”)  
Centre Square-Concourse  
1500 Market Street  
Philadelphia, PA 19102  
Dana M. Burkart, Associate Director

E. Insurer

Assured Guaranty Corp. (“Assured Guaranty”)  
1325 Avenue of the Americas  
New York, NY 10019  
Stephanie Cain

II. COUNSEL

A. Bond Counsel

Hinckley, Allen & Snyder LLP (“HAS”)  
50 Kennedy Plaza, Suite 1500  
Providence, Rhode Island 02903  
Sandra Matrone Mack, Esquire

III. Documents

A. Authorizing Documents for Bonds and Notes:

1. Certified Resolutions of the Town Council dated January 28, 2009 Approving the Sale of the Bonds and Notes

B. Authorizing Documents for \$2,000,000 Library Bond Anticipation Notes:

2.
  - a) Certified copy of Chapter 138/234 of the Rhode Island Public Laws of 2000
  - b) Certified Articles of Incorporation of the Friends of Rogers Free Library
  - c) Certificate of Legal Existence of the Friends of Rogers Free Library
  - d) Evidence of 501(c)(3) Exemption
  - e) Vote of Library
3. Resolution of the Town Council Meeting dated May 31, 2000 authorizing placement of Legislation on Ballot for the Election to be Held on November 7, 2000
4. Certified copy of Ballot of November 7, 2000 Election held in the Town of Bristol, Rhode Island
5. Certified copy of the Warrant of the November 7, 2000 Election held in the Town of Bristol, Rhode Island
6. Certified copy of the Results of the November 7, 2000 Election held in the Town of Bristol, Rhode Island authorizing Legislation

C. Authorizing Documents for North Burial Bonds (\$350,000); Library Bonds (\$5,535,000); Colt School Bonds (\$2,050,000); and Public Safety Building Bonds (\$3,250,000):

7. Certified copy of Section 45-12-2 of the General Laws of Rhode Island
8. Certificate of Treasurer as to Debt

9. Certification of Tax Assessor as to the last assessed valuation of taxable property as of December 31, 2007 and the outstanding indebtedness of the Town

D. Authorizing Documents for the Open Space Bonds (\$500,000); Road Repair Bonds (\$525,000):

10. Certified copy of Chapter 414/419 of the Rhode Island Public Laws of 2006
11. Resolution of the Town Council Meeting dated June 19, 2006 authorizing placement of Legislation on Ballot for the Election to be Held on November 7, 2006
12. Certified copy of Ballot of November 7, 2006 Election held in the Town of Bristol, Rhode Island
13. Certified copy of the Warrant of the November 7, 2006 Election held in the Town of Bristol, Rhode Island
14. Certified copy of the Results of the November 7, 2006 Election held in the Town of Bristol, Rhode Island authorizing Legislation

E. General Documents:

15. Preliminary Official Statement dated February 3, 2009 relating to the Town of Bristol, Rhode Island \$12,210,000 General Obligation Bonds dated February 15, 2009 and the \$2,000,000 General Obligation Bond Anticipation Notes dated February 18, 2009
16. Official Statement dated February 10, 2009 relating to the Town of Bristol, Rhode Island \$12,210,000 General Obligation Bonds dated February 15, 2009 and the \$2,000,000 General Obligation Bond Anticipation Notes dated February 15, 2009
17. Certificate of Treasurer Relating to the Preliminary and Final Official Statements
18. (a) Signature and No Litigation Certificate and  
(b) Certificate of Town Solicitor
19. Ratings Letters from Moody's and Standard & Poor's on Bonds and Notes and Underlying Rating for Town

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20. Specimen Bonds

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- (b) Insured

21. Notifications to Public Finance Management Board:

- (a) Report of Proposed Debt Issuance
- (b) Report of Final Sale

22. Opinions:

- (a) Opinion of Bond Counsel as to the Bonds
- (b) Reliance Opinion of Bond Counsel addressed to Assured Guaranty Corp.

23. Continuing Disclosure Certificate

G. The Bond Anticipation Notes

24. Specimen Bond Anticipation Notes

25. Notifications to Public Finance Management Board

- (a) Report of Proposed Debt Issuance
- (b) Report of Final Sale

26. Opinion of Bond Counsel as to the Bond Anticipation Notes

27. Material Events Disclosure Certificate

H. The Sale

28. Notices of Sale:

- (a) Bonds
- (b) Notes

29. Consent to Bid (MSRB Rule G-23(d)(ii))

30. Underwriters' Certificates as to Issue Price:

- (a) Bonds
- (b) Notes

31. Paying Agent's Agreement

32. Receipts for the Bonds and Notes:

- (a) Bonds
- (b) Notes

I. Tax Exemption Documents

33. No Arbitrage Certificate

34. Certificate Regarding Use of Proceeds

35. Compliance Certificate

36. Form 8038 (G) as to Bonds & Notes

J. Insurance Documentation and Closing Memoranda

37. Financial Guaranty Insurance Commitment

38. Financial Guaranty Insurance Policy No. D-2009-223  
issued by Assured Guaranty Corp.

39. Wiring Information

40. No Default and Tax Certificate

41. Opinion of Associate General Counsel

42. Closing Memorandum to Roosevelt & Cross, Inc. (Bonds)

43. Closing Memorandum to Sovereign Securities, LLC (Notes)