

OFFICIAL STATEMENT DATED JUNE 18, 2013

Rating: See "Rating" herein.
Standard and Poor's Rating Group: AAA

New Issue

In the opinion of Edwards Wildman Palmer 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 (the "Code"). Interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. 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.

TOWN OF NEEDHAM, MASSACHUSETTS
\$5,945,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2013 BONDS

DATED
Date of Delivery

DUE
November 1
(as shown below)

The Bonds are issuable only in fully registered form without coupons and, when issued, will be registered in the name of Cede & Co., as Bondholder 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 denominations of \$5,000 or any integral multiple thereof. (See "Book-Entry Transfer System" herein.)

Principal of the Bonds will be payable November 1 of the years in which the Bonds mature. Interest on the Bonds will be payable May 1 and November 1, commencing November 1, 2013. Principal and semiannual interest on the Bonds will be paid by U.S. Bank National Association, Boston, Massachusetts, as Paying Agent. So long as DTC or its nominee, Cede & Co., is the Bondowner, such payments will be made directly to such Bondowner. Disbursement of such payments to the DTC Participants is the responsibility of DTC and disbursement of such payments to the Beneficial Owners is the responsibility of the DTC Participants and Indirect Participants, as more fully described herein.

The Bonds are subject to redemption prior to their stated maturity dates as described herein.

In the opinion of Bond Counsel, the Bonds are valid general obligations of the Town of Needham, Massachusetts and the principal of and interest on the Bonds are payable from taxes which may be levied upon all taxable property in the Town, without limitation as to rate or amount, except as provided under Chapter 44, Section 20 of the General Laws, with respect to the principal and interest payments on the portion of the Bonds that the Town has voted to exempt from the limit imposed by Chapter 59, Section 21C of the General Laws, and subject to the limit imposed by Chapter 59, Section 21C of the General Laws with respect to the principal and interest payments on the portion of the Bonds that the Town has not voted to exempt from that limit.

MATURITIES, AMOUNTS, RATES, PRICES OR YIELDS AND CUSIPS

Due November 1	Principal Amount	Rate	Yield	Cusip 639846	Due November 1	Principal Amount	Rate	Yield	Cusip 639846
2013	\$ 350,000	2.00 %	0.25 %	K52	2023	\$ 285,000	3.00 %	2.63 %	L77
2014	335,000	3.00	0.40	K60	2024	285,000	3.00	2.85	L85
2015	335,000	3.00	0.50	K78	2025	285,000	3.00	3.00	L93
2016	325,000	3.00	0.80	K86	2026	285,000	3.00	3.15	M27
2017	320,000	4.00	1.10	K94	2027	285,000	3.25	3.30	M35
2018	290,000	4.00	1.40	L28	2028	285,000	3.375	3.45	M43
2019	290,000	4.00	1.65	L36	2029	280,000	3.50	3.60	M50
2020	290,000	3.00	1.83	L44	2030	280,000	3.625	3.70	M68
2021	290,000	3.00	2.18	L51	2031	280,000	3.75	3.80	M76
2022	290,000	3.00	2.45	L69	2032	280,000	4.00	3.90	M84

The Bonds are offered subject to the final approving opinion of Edwards Wildman Palmer LLP, Bond Counsel, as aforesaid, and to certain other conditions referred to herein and in the Notice of Sale (see "Opinion of Bond Counsel.") First Southwest Company has acted as Financial Advisor to the Town of Needham, Massachusetts, with respect to the Bonds. The Bonds in definitive form will be delivered to DTC, or its custodial agent, on or about June 28, 2013, against payment to the Town in Federal Reserve funds.

FIDELITY CAPITAL MARKETS

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The information and expressions of opinion in this Official Statement are subject to change without notice. Neither the delivery of this Official Statement nor any sale of the Bonds shall, under any circumstances, create any implication that there has been no material change in the affairs of the Town since the date of this Official Statement.

SUMMARY STATEMENT

The information set forth below is qualified in its entirety by the information and financial statements appearing elsewhere in the Official Statement.

Date of Sale: Tuesday, June 18, 2013, 11:00 a.m. (E.T).

Location of Sale: First Southwest Company, 54 Canal Street, 3rd Floor, Boston, Massachusetts 02114.

Issuer: Town of Needham, Massachusetts.

Issue: \$5,945,000 General Obligation Municipal Purpose Loan of 2013 Bonds, see "THE BONDS - Book-Entry Transfer System" herein.

Official Statement Dated: June 18, 2013.

Dated Date of the Bonds: Date of Delivery.

Principal Due: Serially on November 1, 2013 through November 1, 2032, as set forth herein.

Purpose and Authority: Bond proceeds will finance various municipal projects as authorized by the Town under provisions of Chapter 44, Sections 7 of the Massachusetts General Laws as detailed herein.

Redemption: The Bonds are subject to redemption prior to their stated maturity dates as described herein.

Security: The Bonds will be valid general obligations of the Town of Needham, Massachusetts, and the principal of and interest on the Bonds are payable from taxes which may be levied upon all taxable property in the Town, without limitation as to rate or amount, except as provided under Chapter 44, Section 20 of the General Laws, with respect to the principal and interest payments on the portion of the Bonds that the Town has voted to exempt from the limit imposed by Chapter 59, Section 21C of the General Laws, and subject to the limit imposed by Chapter 59, Section 21C of the General Laws with respect to the principal and interest payments on the remaining portion of the Bonds that the Town has not voted to exempt from that limit.

Credit Rating: Standard & Poor's Ratings Group has assigned a rating of AAA on the Bonds.

Bond Insurance: The Town has not contracted for the issuance of any policy of municipal bond insurance or any other credit enhancement facility.

Basis of Award: Lowest True Interest Cost (TIC), as of the dated date.

Tax Exemption: Refer to "THE BONDS - Tax Exemption" herein and Appendix B, "Proposed Form of Legal Opinion of Bond Counsel".

Continuing Disclosure: Refer to "THE BONDS - Continuing Disclosure" herein and Appendix C, "Proposed Form of Continuing Disclosure Certificate".

Bank Qualification: The Bonds **WILL NOT BE** designated by the Town as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Paying Agent: U.S. Bank National Association, Boston, Massachusetts

Legal Opinion: Edwards Wildman Palmer LLP, Boston, Massachusetts. See "THE BONDS – Opinion of Bond Counsel".

Financial Advisor: First Southwest Company, Boston, Massachusetts.

Delivery and Payment: It is expected that delivery of the Bonds in book-entry only form will be made to the Depository Trust Company, or to its custodial agent, on or about June 28, 2013, against payment in Federal Funds.

Issuer Official: Questions concerning the Official Statement should be addressed to: Ms. Evelyn M. Pones, Treasurer, Town of Needham, Massachusetts telephone (781) 455-7500 or Peter Frazier, Senior Vice President, First Southwest Company, Boston, Massachusetts Telephone (617) 619-4409.

NOTICE OF SALE

TOWN OF NEEDHAM, MASSACHUSETTS

\$5,945,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2013 BONDS

The Town of Needham, Massachusetts (the "Town") will receive sealed and electronic (as described herein) proposals until 11:00 A.M., Eastern Time, Tuesday, June 18, 2013, for the purchase of the following described General Obligation Municipal Purpose Loan of 2013 Bonds of the Town (the "Bonds"):

\$5,945,000 General Obligation Municipal Purpose Loan of 2013 Bonds payable November 1 of the years and in the amounts as follows:

<u>Due November 1</u>	<u>Principal Amount</u>	<u>Due November 1</u>	<u>Principal Amount</u>
2013	\$ 350,000	2023 *	\$ 285,000
2014	335,000	2024 *	285,000
2015	335,000	2025 *	285,000
2016	325,000	2026 *	285,000
2017	320,000	2027 *	285,000
2018	290,000	2028 *	285,000
2019	290,000	2029 *	280,000
2020	290,000	2030 *	280,000
2021	290,000	2031 *	280,000
2022	290,000	2032 *	280,000

* Callable maturities. May be combined into one or two Term Bonds, as provided herein.

The Bonds will be dated as of their date of delivery. Principal of the Bonds will be payable on November 1 of the years in which the Bonds mature. Interest will be payable on November 1, 2013 and semi-annually thereafter on May 1 and November 1.

The Bonds will be issued by means of a book-entry system with no physical distribution of Bond certificates made to the public. One Bond certificate for each maturity will be issued to the Depository Trust Company, New York, New York ("DTC"), and immobilized in its custody. Ownership of the Bonds in principal amounts of \$5,000 or integral multiples thereof, will be evidenced by a book-entry system with transfers of ownership effected on the records of DTC and its Participants pursuant to rules and procedures established by DTC and its Participants. The winning bidder, as a condition to delivery of the Bonds, shall be required to deposit the Bonds with DTC, registered in the name of Cede & Co. Interest and principal on the Bonds will be payable to DTC or its Nominee as Registered Owner of the Bonds. Transfer of principal and interest payments to Participants of DTC will be the responsibility of DTC. Transfer of principal and interest payments to Beneficial Owners will be the responsibility of such Participants and other Nominees of Beneficial Owners. The Town will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its Participants or persons acting through such Participants.

The Bonds maturing in the years 2013 through 2022 will not be subject to redemption prior to maturity. The Bonds maturing on and after November 1, 2023 shall be subject to redemption prior to maturity, at the option of the Town, on or after November 1, 2022, either in whole or in part at any time, and if in part, by lot within a maturity, at the par amount of the Bonds to be redeemed.

For Bonds maturing on November 1, 2023, and thereafter, bidders may specify that all of the principal amount of such Bonds in any two or more consecutive years may, in lieu of maturing in each such year, be combined to comprise one maturity of Term Bonds scheduled to mature in the latest of the combined years, and shall be subject to mandatory redemptions prior to maturity at par as described above, in each of the years and in the principal amounts specified in the foregoing maturity schedule. Each mandatory redemption shall be allocated to the payment of the term bond maturing in the nearest subsequent year. Bidders may specify no more than two Term Bonds.

Term Bonds, if any, shall be subject to mandatory redemption on November 1 of the year or years immediately prior to the stated maturity of such Term Bond (the particular Bonds of such maturity to be redeemed to be selected by lot) as indicated in the foregoing maturity schedule at the principal amount thereof, without premium.

Principal and semiannual interest on the Bonds will be paid by U.S. Bank National Association, Boston, Massachusetts as Paying Agent. So long as DTC or its nominee, Cede & Co., is the Bondowner, such payments will be made directly to DTC. Disbursement of such payments to the DTC Participants is the responsibility of DTC and disbursements of such payments to the Beneficial Owners is the responsibility of the DTC Participants and the Indirect Participants, as more fully described herein.

Bidders shall state the rate or rates of interest per annum which the Bonds are to bear in a multiple of 1/20 or 1/8 of one percent, but shall not state (a) more than one interest rate for any Bonds having a like maturity or (b) any interest rate which exceeds the interest rate stated for any other Bonds by more than 3 percent. No bid of less than par and accrued interest to date of delivery will be considered.

As between proposals which comply with this Notice, the award will be to the bidder who offers to purchase all the Bonds at the lowest net effective interest rate to the Town. Such interest rate shall be determined on a true interest cost (TIC) basis, which shall mean that rate which, as of June 28, 2013, discounts semiannually all future payments on account of principal and interest to the price bid. In the event there is more than one proposal specifying the lowest such rate, the Bonds will be awarded to the bidder whose proposal is selected by the Town Treasurer by lot among all such proposals.

Bids must be submitted either:

- (a) In a sealed envelope marked "Proposal for Bonds" and addressed to Ms. Evelyn M. Pones, Treasurer, Town of Needham, Massachusetts c/o First Southwest Company, 54 Canal Street, 3rd Floor, Boston, Massachusetts 02114. Proposals by telegram delivered as specified above will be accepted. Signed blank bid forms may be faxed to (617) 619-4411 prior to submitting bids, and actual bids may be telephoned to First Southwest Company, telephone (617) 619-4400 at least one-half hour prior to the 11:00 a.m. sale and after receipt of the faxed bid form by First Southwest Company. First Southwest Company will act as agent for the bidder, but neither the Town nor First Southwest Company shall be responsible for any errors in connection with bids submitted in this manner.
- (b) Electronically via Parity in accordance with this Notice of Sale. To the extent any instructions or directions set forth in Parity conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about Parity, potential bidders may contact the Financial Advisor to the Town or I-deal at 40 West 23rd Street, 5th Floor, New York, NY 10010 (212) 404-8102. An electronic bid made in accordance with this Notice of Sale shall be deemed an offer to purchase the Bonds in accordance with the terms provided in this Notice of Sale and shall be binding upon the bidder as if made by a signed and sealed written bid delivered to the Town.

The award of the Bonds to the winning bidder will not be effective until the bid has been approved by the Treasurer and Board of Selectmen.

The right is reserved to reject all bids and to reject any bid not complying with this Notice of Sale and, so far as permitted by law, to waive any irregularity with respect to any proposal.

The Town of Needham has not contracted for the issuance of any policy of municipal bond insurance for the Bonds. If the Bonds qualify for issuance of any such policy or commitment therefor, any purchase of such insurance or commitment shall be at the sole option and expense of the bidder. Proposals shall not be conditioned upon the issuance of any such policy or commitment. Any failure of the Bonds to be so insured or of any such policy or commitment to be issued shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds. Should the bidder purchase municipal bond insurance, all expenses associated with such policy or commitment will be borne by the bidder, except for the fee paid to Standard and Poor's Ratings Group for a rating on the Bonds. Any such fee paid to Standard and Poor's Ratings Group would be borne by the Town.

It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Bonds that he/she shall be furnished, without cost, with (a) the approving opinion of the firm of Edwards Wildman Palmer LLP, Boston, Massachusetts, substantially in the form appearing as Appendix B of the Preliminary Official Statement dated June 11, 2013 (see "THE BONDS – Opinion of Bond Counsel"), (b) a certificate in the form satisfactory to Bond Counsel dated as of the date of delivery of the Bonds and receipt of payment therefor to the effect that there is no litigation pending or, to the knowledge of the signers thereof, threatened which affects the validity of the Bonds or the power of the Town to levy and collect taxes to pay them, (c) a certificate of the Town Treasurer to the effect that, to the best of her knowledge and belief, as of the date of sale the Preliminary Official Statement did not, and as of the date of the delivery of the Bonds, the Final Official Statement does not, contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements made therein, in the light of the circumstances under which they were made, not misleading, and (d) a Continuing Disclosure Certificate in the form appearing as Appendix C of the Preliminary Official Statement.

In order to assist bidders in complying with Rule 15c2-12 (b)(5) promulgated by the Securities and Exchange Commission, the Town will undertake to provide annual reports and notices of certain significant events. A description of this undertaking is set forth in the Preliminary Official Statement.

The Bonds will not be designated as "qualified tax-exempt obligations" for the purpose of Section 265(b)(3) of the Code.

Additional information concerning the Town of Needham and the Bonds is contained in the Preliminary Official Statement dated June 11, 2013, to which prospective bidders are directed. The Preliminary Official Statement is provided for informational purposes only and is not a part of this Notice of Sale. Said Preliminary Official Statement is deemed final by the Town except for the omission of the reoffering price(s), interest rate(s), the identity of the underwriter(s), and any other pertinent terms of the Bonds depending on such matters, but is subject to change without notice to completion or amendment in a Final Official Statement. Copies of the Preliminary Official Statement may be obtained from First Southwest Company, 54 Canal Street, Boston, Massachusetts 02114 (Telephone: 617-619-4409). Within seven (7) business days following the award of the Bonds in accordance herewith, 50 copies of the Final Official Statement will be available from the First Southwest Company to the successful bidder for use in reoffering the Bonds. Upon request, additional copies will be provided at the expense of the requester.

On or prior to the date of delivery of the Bonds, the successful bidder shall furnish to the Town a certificate acceptable to Bond Counsel generally to the effect that (i) as of June 18, 2013 (the "Sale Date"), the purchaser had offered or reasonably expected to offer all of the Bonds to the general public (excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers) in a bona fide public offering at the prices set forth in such certificate, plus accrued interest, if any, (ii) such prices represent fair market prices of the Bonds as of the Sale Date, and (iii) as of the date of such certificate, all of the Bonds have been offered to the general public in a bona fide offering at the prices set forth in such certificate, and at least 10% of each maturity of the Bonds actually has been sold to the general public at such prices. To the extent the certifications described in the preceding sentence are not factually accurate with respect to the reoffering of the Bonds, Bond Counsel should be consulted by the bidder as to alternative certifications that will be suitable to establish the "issue price" of the Bonds for federal tax law purposes. If a municipal bond insurance policy or similar credit enhancement is obtained with respect to the Bonds by the successful bidder, such bidder will also be required to certify as to the net present value savings on the Bonds resulting from payment of insurance premiums or other credit enhancement fees.

CUSIP identification numbers will be printed on the Bonds at the option of the purchaser, but neither the failure to print such numbers on any Bond, nor any error with respect thereto, shall constitute a cause for a failure or refusal by the purchaser thereof to accept delivery and pay for the Bonds. All expenses in relation to the printing of CUSIP numbers on said Bonds shall be paid for by the issuer. The Town assumes responsibility for any CUSIP Service Bureau of other charge that may be imposed for the assignment of such numbers.

The Bonds in definitive form will be delivered to the Depository Trust Company, or its custodial agent, on or about June 28, 2013 for settlement in Federal Reserve Funds.

June 11, 2013

/s/ Ms. Evelyn M. Poness, Treasurer
Town of Needham, Massachusetts

OFFICIAL STATEMENT

TOWN OF NEEDHAM, MASSACHUSETTS

\$5,945,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2013 BONDS

This Official Statement is provided for the purpose of presenting certain information relating to the Town of Needham, Massachusetts (the "Town") in connection with the sale of \$5,945,000 aggregate principal amount of its General Obligation Municipal Purpose Loan of 2013 Bonds (the "Bonds"). The information contained herein has been furnished by the Town, except information attributed to another governmental agency or official as the source.

THE BONDS

Description of the Bonds

The Bonds will be dated as of their date of delivery and will bear interest payable semiannually on May 1 and November 1 commencing November 1, 2013. The Bonds shall mature on November 1 of the years and in the principal amounts as set forth on the first page of this Official Statement.

The Bonds are issuable only as fully registered Bonds 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. Purchasers will not receive certificates representing their interest in Bonds purchased. So long as Cede & Co. is the Bondowner, as nominee of DTC, references herein to the Bondowners or registered owners shall mean Cede & Co., as aforesaid, and shall not mean the Beneficial Owners (as defined herein) of the Bonds. (See "Book-Entry Transfer System" herein.)

Principal and semiannual interest on the Bonds will be paid by U.S. Bank National Association, Boston, Massachusetts as Paying Agent. So long as DTC or its nominee, Cede & Co., is the Bondowner, such payments will be made directly to DTC. Disbursement of such payments to the DTC Participants is the responsibility of DTC and disbursements of such payments to the Beneficial Owners is the responsibility of the DTC Participants and the Indirect Participants, as more fully described herein.

Redemption Provisions

The Bonds are subject to redemption as described below.

Optional Redemption

The Bonds maturing in the years 2013 through 2022 will not be subject to redemption prior to maturity. The Bonds maturing on and after November 1, 2023 shall be subject to redemption prior to maturity, at the option of the Town, on or after November 1, 2022, either in whole or in part at any time, and if in part, by lot within a maturity, at the par amount of the Bonds to be redeemed, plus accrued interest to the date set for redemption.

Mandatory Redemption

Term Bonds, if any, shall be subject to mandatory redemption commencing on November 1 of the first year which has been combined to form such Term Bonds and continuing on July 15 in each year thereafter until the stated maturity date of that Term Bond. The amount redeemed or paid at maturity in any year shall be equal to the principal amount for that year set forth in the schedule contained in the Notice of Sale dated June 11, 2013. Principal amounts to be redeemed in any year by mandatory redemption shall be redeemed at par (without premium), plus accrued interest to the redemption date, and shall be selected by lot from among the Bonds then subject to mandatory redemption. The Town Treasurer may credit against any mandatory redemption requirement Term Bonds which have been purchased and cancelled by the Town or have been redeemed and not theretofore applied as a credit against any mandatory redemption requirement.

Notice of Redemption

So long as DTC is the registered owner of the Bonds, notice of any redemption of Bonds prior to their maturities, specifying the Bonds (or the portion thereof) to be redeemed shall be mailed by registered mail to DTC not more than 60 days nor less than 30 days prior to the redemption date. Any failure on the part of DTC to notify the DTC Participants of the redemption or failure on the part of the DTC Participants, Indirect Participants, or of a nominee of a Beneficial Owner (having received notice from DTC Participant or otherwise) to notify the Beneficial Owner shall not affect the validity of the redemption.

Record Date

The record date for each payment of interest is the fifteenth day of the month preceding the interest payment date, provided that, with respect to overdue interest, the Paying Agent may establish a special record date. The special record date may not be more than twenty (20) days before the date set for payment. The Paying Agent will mail notice of a special record date to the Bondowners at least ten (10) days before the special record date.

Book-Entry Transfer System

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued in fully-registered form registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One-fully registered certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of the Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of securities deposited with DTC must be made by or through Direct Participants, which will receive a credit for such securities on DTC's records. The ownership interest of each actual purchaser of each security deposited with DTC ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in securities deposited with DTC are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in securities deposited with DTC, except in the event that use of the book-entry system for such securities is discontinued.

To facilitate subsequent transfers, all securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of securities with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the securities deposited with it, DTC's records reflect only the identity of the Direct Participants to whose accounts such securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to securities deposited with it unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer of such securities or its paying agent as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts such securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on securities deposited with DTC will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the issuer of such securities or its paying agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC (nor its nominee), the issuer of such securities or its paying agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the issuer of such securities or its paying agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to securities held by it at any time by giving reasonable notice to the issuer of such securities or its paying agent. Under such circumstances, in the event that a successor depository is not obtained, physical certificates are required to be printed and delivered to Beneficial Owners.

The Town may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, physical certificates will be printed and delivered to Beneficial Owners.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Town believes to be reliable, but the Town takes no responsibility for the accuracy thereof.

Authorization of the Bonds and Use of Proceeds

This Issue	Purpose	Amount Originally Authorized	Bond Anticipation Notes Outstanding	Date of Authorization	Law Cite	Article
\$ 2,200,000	Newman School Repairs (1)	\$ 26,962,128	\$ 2,500,000 (2)	1/2/2009 & 12/8/2009	Ch. 44, s. 7(3A)	14
20,000	Administration Building	5,725,000	15,000 (3)	10/27/2008	Ch. 44, s. 7(3)	5
1,000,000	Senior Center Construction	8,015,808	5,000,000 (4)	11/7/2011	Ch. 44, s. 7(3)	14
1,005,000	Land Acquisition	1,175,000	-	5/14/2012	Ch. 44, s. 7(3)	8
605,000	Land Acquisition	630,000	605,000 (5)	5/16/2012	Ch. 44, s. 7(3)	31
950,000	Land Acquisition	1,100,000	-	11/13/2012	Ch. 44, s. 7(1)	17
25,000	Street and Traffic Light Improvements	105,000	-	5/19/2008	Ch. 44, s. 7(14)	42
140,000	Recycling and Transfer Station Remediation	400,000	-	11/13/2012	Ch. 44, s. 7(22)	16
<u>\$ 5,945,000</u>			<u>\$ 8,120,000</u>			

- (1) On December 8, 2009, the Town voted to exempt this authorization from the limitations of Proposition 2 ½.
- (2) This issue, along with \$300,000 of pending Series B Bond Anticipation Note dated July 2, 2013 (the "Series B Notes") proceeds, will be used to retire a like amount of bond anticipation notes maturing on July 2, 2013.
- (3) The Town will use \$15,000 of revenue funds to retire a like amount of bond anticipation notes maturing on July 2, 2013.
- (4) This issue, along with \$4,000,000 of pending Series B Notes proceeds, will be used to retire a like amount of bond anticipation notes maturing on July 2, 2013.
- (5) This issue will retire a like amount of bond anticipation notes maturing on July 2, 2013.

Principal Maturities by Purpose

Payable November 1,	School	General	Recycling & Transfer Station	TOTAL
2013	\$ 110,000	\$ 210,000	\$ 30,000	\$ 350,000
2014	110,000	195,000	30,000	335,000
2015	110,000	195,000	30,000	335,000
2016	110,000	190,000	25,000	325,000
2017	110,000	185,000	25,000	320,000
2018	110,000	180,000	-	290,000
2019	110,000	180,000	-	290,000
2020	110,000	180,000	-	290,000
2021	110,000	180,000	-	290,000
2022	110,000	180,000	-	290,000
2023	110,000	175,000	-	285,000
2024	110,000	175,000	-	285,000
2025	110,000	175,000	-	285,000
2026	110,000	175,000	-	285,000
2027	110,000	175,000	-	285,000
2028	110,000	175,000	-	285,000
2029	110,000	170,000	-	280,000
2030	110,000	170,000	-	280,000
2031	110,000	170,000	-	280,000
2032	110,000	170,000	-	280,000
Total	<u>\$ 1,980,000</u>	<u>\$ 3,605,000</u>	<u>\$ 140,000</u>	<u>\$ 5,945,000</u>

Tax Exemption

In the opinion of Edwards Wildman Palmer LLP, Bond Counsel to the Town ("Bond Counsel"), based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"). Bond Counsel is of the further opinion that interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel expresses no opinion regarding any other federal tax consequences arising with respect 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.

The Code imposes various requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Bonds. Failure to comply with these requirements may result in interest on the Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Bonds. The Town has covenanted to comply with such requirements to ensure that interest on the Bonds will not be included in federal gross income. The opinion of Bond Counsel assumes compliance with these requirements.

Bond Counsel is also of the opinion that, 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 has not opined as to other Massachusetts tax consequences arising with respect to the Bonds. Prospective Bondholders should be aware, however, that the Bonds are included in the measure of Massachusetts estate and inheritance taxes, and the Bonds and the interest thereon are included in the measure of certain Massachusetts corporate excise and franchise taxes. Bond Counsel expresses no opinion as to the taxability of the Bonds or the income therefrom or any other tax consequences arising with respect to the Bonds under the laws of any state other than Massachusetts. A complete copy of the proposed form of opinion of Bond Counsel is set forth in Appendix B hereto.

To the extent the issue price of any maturity of the Bonds is less than the amount to be paid at maturity of such Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Bonds), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each owner thereof, is treated as interest on the Bonds which is excluded from gross income for federal income tax purposes and is exempt from

Massachusetts personal income taxes. For this purpose, the issue price of a particular maturity of the Bonds is the first price at which a substantial amount of such maturity of the Bonds is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The original issue discount with respect to any maturity of the Bonds accrues daily over the term to maturity of such Bonds on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment on maturity) of such Bonds. Bondholders should consult their own tax advisors with respect to the tax consequences of ownership of Bonds with original issue discount, including the treatment of purchasers who do not purchase such Bonds in the original offering to the public at the first price at which a substantial amount of such Bonds is sold to the public.

Bonds purchased, whether at original issuance or otherwise, for an amount greater than the stated principal amount to be paid at maturity of such Bonds, or, in some cases, at the earlier redemption date of such Bonds ("Premium Bonds"), will be treated as having amortizable bond premium for federal income tax purposes and Massachusetts personal income tax purposes. No deduction is allowable for the amortizable bond premium in the case of obligations, such as the Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, a Bondholder's basis in a Premium Bond will be reduced by the amount of amortizable bond premium properly allocable to such Bondholder. Holders of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Bonds may adversely affect the value of, or the tax status of interest on, the Bonds.

Prospective Bondholders should be aware that from time to time legislation is or may be proposed which, if enacted into law, could result in interest on the Bonds being subject directly or indirectly to federal income taxation, or otherwise prevent Bondholders from realizing the full benefit provided under current federal tax law of the exclusion of interest on the Bonds from gross income. To date, no such legislation has been enacted into law. However, it is not possible to predict whether any such legislation will be enacted into law. Further, no assurance can be given that any pending or future legislation, including amendments to the Code, if enacted into law, or any proposed legislation, including amendments to the Code, or any future judicial, regulatory or administrative interpretation or development with respect to existing law, will not adversely affect the market value and marketability of, or the tax status of interest on, the Bonds. Prospective Bondholders are urged to consult their own tax advisors with respect to any such legislation, interpretation or development.

Although Bond Counsel is of the opinion that interest on the Bonds is excluded from gross income for federal income tax purposes and is exempt from Massachusetts personal income taxes, the ownership or disposition of, or the accrual or receipt of interest on, the Bonds may otherwise affect the federal or state tax liability of a Bondholder. Among other possible consequences of ownership or disposition of, or the accrual or receipt of interest on, the Bonds, the Code requires recipients of certain social security and certain railroad retirement benefits to take into account receipts or accruals of interest on the Bonds in determining the portion of such benefits that are included in gross income. The nature and extent of all such other tax consequences will depend upon the particular tax status of the Bondholder or the Bondholder's other items of income, deduction or exclusion. Bond Counsel expresses no opinion regarding any such other tax consequences, and Bondholders should consult with their own tax advisors with respect to such consequences.

Security and Remedies

Full Faith and Credit. General obligation bonds and notes of a Massachusetts city or town constitute a pledge of its full faith and credit. Payment is not limited to a particular fund or revenue source. Except for "qualified bonds" as described below (see "Types of Obligations- Serial Bonds and Notes" under "INDEBTEDNESS") and setoffs of state distributions as described below (see "State Distributions" below), no provision is made by the Massachusetts statutes for priorities among bonds and notes and other general obligations, although the use of certain moneys may be restricted.

Tax Levy. The Massachusetts statutes direct the municipal assessors to include annually in the tax levy for the next fiscal year "all debt and interest charges matured and maturing during the next fiscal year and not otherwise provided for [and] all amounts necessary to satisfy final judgments." Specific provision is also made for including in the next tax levy payment of rebate amounts not otherwise provided for and payment of notes in anticipation of federal or state aid if the aid is no longer forthcoming.

The total amount of a tax levy is limited by statute. However, the voters in each municipality may vote to exclude from the limitation any amounts required to pay debt service on indebtedness incurred before November 4, 1980. Local voters may also vote to exempt specific subsequent bond issues from the limitation. (See "Tax Limitations" under "PROPERTY

TAXATION" below.) In addition, obligations incurred before November 4, 1980 may be constitutionally entitled to payment from taxes in excess of the statutory limit.

Except for taxes on the increased value of certain property in designated development districts which may be pledged for the payment of debt service on bonds issued to finance economic development projects within such districts, no provision is made for a lien on any portion of the tax levy to secure particular bonds or notes or bonds and notes generally (or judgments on bonds or notes) in priority to other claims. Provision is made, however, for borrowing to pay judgments, subject to the General Debt Limit. (See "Debt Limits" under "INDEBTEDNESS" below.) Subject to the approval of the State Director of Accounts for judgments above \$10,000, judgments may also be paid from available funds without appropriation and included in the next tax levy unless other provision is made.

Court Proceedings. Massachusetts cities and towns are subject to suit on their general obligation bonds and notes and courts of competent jurisdiction have power in appropriate proceedings to order payment of a judgment on the bonds or notes from lawfully available funds or, if necessary, to order the city or town to take lawful action to obtain the required money, including the raising of it in the next annual tax levy, within the limits prescribed by law. (See "Tax Limitations" under "PROPERTY TAXATION" below.) In exercising their discretion as to whether to enter such an order, the courts could take into account all relevant factors including the current operating needs of the city or town and the availability and adequacy of other remedies. The Massachusetts Supreme Judicial Court has stated in the past that a judgment against a municipality can be enforced by the taking and sale of the property of any inhabitant. However, there has been no judicial determination as to whether this remedy is constitutional under current due process and equal protection standards.

Restricted Funds Massachusetts statutes also provide that certain water, gas and electric, community antenna television system, telecommunications, sewer, parking meter and passenger ferry, community preservation and affordable housing receipts may be used only for water, gas and electric, community antenna television system, telecommunications, sewer, parking, mitigation of ferry service impacts, and community preservation and affordable housing purposes, respectively; accordingly, moneys derived from these sources may be unavailable to pay general obligation bonds and notes issued for other purposes. A city or town that accepts certain other statutory provisions may establish an enterprise fund for a utility, health care, solid waste, recreational or transportation facility and for police or fire services; under those provisions any surplus in the fund is restricted to use for capital expenditures or reduction of user charges. In addition, subject to certain limits, a city or town may annually authorize the establishment of one or more revolving funds in connection with use of certain revenues for programs that produce those revenues; interest earned on a revolving fund is treated as general fund revenue. A city or town may also establish an energy revolving loan fund to provide loans to owners of privately-held property in the city or town for certain energy conservation and renewable energy projects, and may borrow to establish such a fund. The loan repayments and interest earned on the investment of amounts in the fund shall be credited to the fund. Also, the annual allowance for depreciation of a gas and electric plant or a community antenna television and telecommunications system is restricted to use for plant or system renewals and improvements, for nuclear decommissioning costs, and costs of contractual commitments, or, with the approval of the State Department of Telecommunications and Energy, to pay debt incurred for plant or system reconstruction or renewals. Revenue bonds and notes issued in anticipation of them may be secured by a prior lien on specific revenues. Receipts from industrial users in connection with industrial revenue financings are also not available for general municipal purposes.

State Distributions. State grants and distributions may in some circumstances be unavailable to pay general obligation bonds and notes of a city or town in that the State Treasurer is empowered to deduct from such grants and distributions the amount of any debt service paid on "qualified bonds" (See "*Serial Bonds and Notes*" under "TYPES OF OBLIGATIONS" below) and any other sums due and payable by the city or town to The Commonwealth of Massachusetts (the "Commonwealth") or certain other public entities, including any unpaid assessments for costs of any public transportation authority (such as the Massachusetts Bay Transportation Authority ("MBTA") or a regional transit authority) of which it is a member, for costs of the Massachusetts Water Resources Authority ("MWRA"), if the city or town is within the territory served by the Authority, for any debt service due on obligations issued to the Massachusetts School Building Authority ("MSBA"), or for charges necessary to meet obligations under the Commonwealth's Water Pollution Abatement or Drinking Water Revolving Loan Programs, including such charges imposed by another local governmental unit that provides wastewater collection or treatment services or drinking water services to the city or town.

If a city or town is (or is likely to be) unable to pay principal or interest on its bonds or notes when due, it is required to notify the State Commissioner of Revenue. The Commissioner shall in turn, after verifying the inability, certify the inability to the State Treasurer. The State Treasurer shall pay the due or overdue amount to the paying agent for the bonds or notes, in trust, within three days after the certification or one business day prior to the due date (whichever is later). This payment is limited, however, to the estimated amount otherwise distributable by the Commonwealth to the city or town during the remainder of the fiscal year (after the deductions mentioned in the foregoing paragraph). If for any reason any portion of the certified sum has not been paid at the end of the fiscal year, the State Treasurer shall pay it as soon as practicable in the next fiscal year to the extent of the estimated distributions for that fiscal year. The sums so paid shall be charged (with interest and administrative costs) against the distributions to the city or town.

The foregoing does not constitute a pledge of the faith and credit of the Commonwealth. The Commonwealth has not agreed to maintain existing levels of state distributions, and the direction to use estimated distributions to pay debt service may be subject to repeal by future legislation. Moreover, adoption of the annual appropriation act has sometimes been delayed beyond the beginning of the fiscal year and estimated distributions which are subject to appropriation may be unavailable to pay local debt service until they are appropriated.

Bankruptcy. Enforcement of a claim for payment of principal or interest on general obligation bonds or notes would be subject to the applicable provisions of Federal bankruptcy laws and to the provisions of other statutes, if any, hereafter enacted by the Congress or the State legislature extending the time for payment or imposing other constraints upon enforcement insofar as the same may be constitutionally applied. Massachusetts municipalities are not generally authorized by the Massachusetts General Laws to file a petition for bankruptcy under Federal bankruptcy laws. In cases involving significant financial difficulties faced by a single city, town or regional school district, the Commonwealth has enacted special legislation to permit the appointment of a fiscal overseer, finance control board or, in the most extreme cases, a state receiver. In a limited number of these situations, such special legislation has also authorized the filing of federal bankruptcy proceedings, with the prior approval of the Commonwealth. In each case where such authority was granted, it expired at the termination of the Commonwealth's oversight of the financially distressed city, town or regional school district. To date, no such filings have been approved or made.

Opinion of Bond Counsel

The purchaser will be furnished the legal opinion of the firm of Edwards Wildman Palmer LLP, Boston, Massachusetts ("Bond Counsel"). The opinion will be dated and given on and will speak only as of the date of original delivery of the Bonds to the successful bidder. The opinion will be substantially in the form presented in Appendix B.

Other than as to matters expressly set forth herein as the opinion of Bond Counsel, Bond Counsel is not passing upon and does not assume any responsibility for the accuracy or adequacy of the statements made in this Official Statement and makes no representation that they have independently verified the same.

Rating

Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. Group has assigned a rating of AAA on the Bonds. Said rating reflects the rating agency's views and is subject to revision or withdrawal, which could affect the market price of the Bonds.

Financial Advisory Services of First Southwest Company

First Southwest Company, Boston, Massachusetts serves as financial advisor to the Town of Needham, Massachusetts.

Continuing Disclosure

In order to assist the Underwriters in complying with Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission (the "Rule"), the Town will covenant for the benefit of owners of the Bonds to provide certain financial information and operating data relating to the Town by not later than 270 days after the end of each fiscal year (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events. The covenants will be contained in a Continuing Disclosure Certificate, the proposed form of which is provided in Appendix C. The Certificate will be executed by the signers of the Bonds, and incorporated by reference in the Bonds. Other than the Town, there are no obligated persons with respect to the Bonds within the meaning of the Rule.

The Town has never failed to comply in all material respects with any previous undertakings to provide annual reports or notices of significant events in accordance with the Rule.

TOWN OF NEEDHAM, MASSACHUSETTS

General

The Town of Needham is located in Norfolk County, 10 miles southwest of Boston. It is bordered on the west and northwest by the Town of Wellesley, on the north and northeast by the City of Newton, on the east by the West Roxbury section of the City of Boston, on the southeast by the Town of Dedham, and on the south by the Towns of Westwood and Dover. Needham has a population of approximately 28,886 and occupies a land area of 12.6 square miles. Established as a town in 1711, Needham is governed by a limited form of town meeting and by a five-member Board of Selectmen. School affairs are administered by a seven-member School Committee and a Superintendent of Schools.

PRINCIPAL TOWN OFFICIALS

<u>Title</u>	<u>Name</u>	<u>Selection/Term</u>	<u>Term Expires</u>
Selectman, Chairman	Daniel P. Matthews	Elected	2016
Selectman, Vice-Chair	John A. Bulian	Elected	2015
Selectman, Clerk	Maurice P. Handel	Elected	2015
Selectman	Matthew D. Borrelli	Elected	2014
Selectman	Vacant		
Town Manager	Kate Fitzpatrick	Appointed	2016
Director of Finance	David Davison	Appointed	Indefinite
Treasurer/Collector	Evelyn M. Pones	Appointed	Indefinite
Town Accountant	Michelle Vaillancourt	Appointed	Indefinite
Town Clerk	Theodora K. Eaton	Elected	2016
Town Counsel	David S. Tobin	Appointed	Indefinite
Superintendent of Schools	Daniel E. Gutekanst	Appointed	2014

Municipal Services

The Town provides general governmental services for the territory within its boundaries, including police and fire protection, collection, disposal, and recycling of solid waste, public education in grades kindergarten through twelve, water, sewers, streets and recreation. Technical education in grades 9 through 12 is provided by the Minuteman Regional Vocational Technical School District.

The Town has implemented a mandatory recycling program in accordance with Section 8H of Chapter 40 of the Massachusetts General Laws. Under this program, begun in fiscal 1991, the Town recycles newspaper, mixed paper, glass, corrugated cardboard, aluminum and steel cans, returnable bottles, clothing, used motor oil, plastic containers and yard waste. The Town's practice has been to introduce new items to the recycling program each year in order to reduce the flow of solid waste tonnage.

Gas and electric services are provided by established private utilities.

The Town's Public Works Department provides water supply, treatment and distribution and sewage collection, to substantially all commercial, industrial and residential users in the Town. In addition certain water and sewer services are provided by the MWRA. See "INDEBTEDNESS - Overlapping Debt".

The principal services provided by Norfolk County are a jail and house of correction and registry of deeds. For additional information on Counties see "INDEBTEDNESS - Overlapping Debt".

Education

The Town currently operates 1 pre-school, 5 elementary schools, 2 middle schools (High Rock and Pollard), and a senior high school. Total capacity is sufficient to meet current enrollment. The Town's capital plan reflects the need for further renovations. The Town has recently completed the construction and/or reconstruction of 3 elementary schools, the middle school, and the high school. A portion of the debt service on such borrowings has been exempted from the limits of Proposition 2 1/2. The following table sets forth the trend in public school enrollments. This does not include pre-school or out of district students.

PUBLIC SCHOOL ENROLLMENTS - OCTOBER 1,

	Actual				
	2008	2009	2010	2011	2012
Elementary (K-5)	2,524	2,617	2,585	2,568	2,601
Middle/Junior High(6-8)	1,128	1,183	1,261	438	1,313
Senior High(9-12)	1,382	1,490	1,412	1,522	1,562
Totals	5,034	5,290	5,258	4,528	5,476

The Town is a member of the Minuteman Regional Vocational Technical School District, which is located in Lexington, and includes 16 member towns.

Industry and Commerce

Needham is a residential suburb of Boston, located within the Boston Standard Metropolitan Statistical Area. As the table below indicates, the Town's economy has a diverse mix of manufacturing, services, and commercial trades.

Due to the reclassification the U.S. Department of Labor now uses the North American Industry Classification System (NAICS) as the basis for the assignment and tabulation of economic data by industry.

Industry	Calendar Year Average				
	2007	2008	2009	2010	2011
Construction	882	908	754	686	689
Manufacturing	2,011	917	994	950	974
Trade, Transportation and Utilities	2,565	2,438	2,266	2,128	2,198
Information	2,123	2,327	1,534	1,355	1,063
Financial Activities	1,584	1,603	1,236	1,273	1,278
Professional and Business Services	4,300	5,372	5,144	5,021	5,096
Education and Health Services	4,159	4,332	4,457	4,511	4,741
Leisure and Hospitality	1,022	967	933	1,197	1,241
Other Services	804	829	801	847	879
Total Employment	19,450	19,693	18,119	17,968	18,159
Number of Establishments	1,338	1,337	1,295	1,370	1,405
Average Weekly Wages	\$ 1,499	\$ 1,576	\$ 1,574	\$ 1,659	\$ 1,675
Total Wages	\$ 1,545,575,813	\$ 1,644,565,055	\$ 1,514,865,471	\$ 1,583,284,580	\$ 1,612,703,181

Source: Massachusetts Department of Education and Training. Data based upon place of employment, not place of residence.

The following table sets forth the largest employers in Needham, exclusive of the Town itself.

LARGEST EMPLOYERS

Name	Product/Function	No. of Employees Approximate
Parametric Technology Corp.	Software Development	1,000+
Coca Cola Of Boston	Bottling & Distributing	500-999
Bitpipe Inc.	Information Technology	250-499
Charles River Associates	Consulting	250-499
Community Newspaper Co.	Publishing	250-499
Dialogic Inc.	Wireless Communications	250-499
Newton Tab	Publishing	250-499
North Hill Living Care Center	Retirement Center	250-499
WCVB Channel 5	Television	250-499
Briarwood Healthcare	Health Care	100-249
Olin College of Engineering	Education	100-249
Partners Community Health Care	Health Care	100-249
Beth Israel Deaconess Hospital	Health Care	100-249

SOURCE: Individual Employers listed.

Needham Crossing (formerly the Needham Business Center) is a multi-million dollar business park located approximately 3 miles northeast of downtown Needham. The business park offers proximity to both Routes 9 and 128 (Interstate 95). Needham Crossing receives a consistent demand for space from both local and outside industry. The business park originally contained primarily warehouses and offices and now, over 20 years later, is a site for both manufacturing and research. Present occupants include Coca Cola and a Sheraton Hotel. Construction of a 100,000 square foot Marriott Residence Inn Motel commenced in 2012 and is expected to open shortly.

A state highway project is currently underway to widen Route 95/128 through Needham. The project will expand the highway from three lanes to four lanes and add an additional ramp in Needham. The project is expected to be completed by 2016, and the Town anticipates that the roadway improvement will have an overall positive effect and economic benefit for the Needham Business Center, as well as the community.

Labor Force, Employment and Unemployment

According to the Massachusetts Department of Employment and Training preliminary data, in March 2013, the Town had a total labor force of 14,305 of which 13,773 were employed and 532 or 3.7% were unemployed as compared with 6.4% for the Commonwealth and 7.6% for the United States (unadjusted).

The following table sets forth the Town's average labor force and unemployment rates for each of the last five calendar years and the unemployment rate for the Commonwealth and country as a whole for the same period.

UNEMPLOYMENT RATES

Calendar Year	Town of Needham			Massachusetts Unemployment Rate	United States Unemployment Rate
	Labor Force	Employment	Unemployment Rate		
2012	14,424	13,786	4.4 %	6.7 %	7.8 %
2011	14,242	13,555	4.8	6.8	8.9
2010	14,250	13,418	5.8	8.3	9.4
2009	14,234	13,350	6.2	9.3	10.1
2008	14,135	13,627	3.6	5.3	8.1

SOURCE: Mass. Department of Employment and Training, Federal Reserve Bank of Boston and U.S. Bureau of Labor Statistics. Data based upon place of residence, not place of employment. Monthly data for Town are unadjusted.

Building Permits

The following table sets forth the number of building permits issued and the estimated dollar value of new construction and alterations for calendar years 2007 through June 30, 2012. Permits are filed for both private constructions as well as for Town projects.

BUILDING PERMITS

Calendar Year	New Construction				Additions/Alterations				Totals	
	Residential		Non-Residential		Residential		Non-Residential		No.	Value
	No.	Value	No.	Value	No.	Value	No.	Value		
2012	65	\$ 29,309,250	6	\$ 70,092,432	933	\$ 45,019,656	198	\$ 40,324,037	1,202	\$ 184,745,375 (1)
2011	87	35,456,868	2	10,065,007	1,065	29,860,259	170	44,925,785 (2)	1,324	120,307,919 (3)
2010	107	33,088,039	9	9,595,896	892	28,827,786	94	21,936,216	1,102	93,447,937
2009	113	22,712,299	12	6,602,782	650	21,728,991	104	4,740,806	879	55,784,878 (5)
2008	85	35,041,531	3	55,241,293	793	30,916,903	135	47,756,400	1,016	168,956,127 (4)(6)

SOURCE: Report of the Building Inspector.

- (1) Includes Senior Center (\$5,548,000) and Charles River Pump Station (\$5,391,706) and one new non-residential building permit for the Marriott Residence Inn Motel, (\$9.4 million).
- (2) Includes Town Hall and High School.
- (3) Includes Pollard Middle School (\$3,842,500), Hillside Elementary School (\$31,524) and Newman Elementary School (\$18,014,745).
- (4) Includes Public Services Administration Building (\$4,083,000).
- (5) Includes Newman School (\$4,000,000) and Town Hall (\$10,310,000).
- (6) Includes 300 Second Avenue apartment complex (\$50,422,598), parking garage (\$4,418,695) and High Rock School (\$18,000,000).

Transportation

The principal highways serving the Town are State Routes 9, 135 and 128 (I-95). There are three exits off Interstate 95 that provide direct access to Needham. A project is currently underway to widen Route 128 through Needham. This add-a-lane project is expected to be completed by 2016. The MBTA provides commuter rail service on a regular basis to Boston. There are four commuter rails stops physically located in Needham: Needham Heights, Needham Center, Needham Junction and Hersey. The MBTA also provides bus service between Needham and Boston, as well as to Watertown Square. Established trucking lines provide competitive service locally and to long distance points. The Town is within commuting distance of the airport facilities of Boston's Logan International Airport, the Norwood Municipal Airport, and Hanscom Field in Bedford, Massachusetts.

Population and Income

The table below illustrates the Town's changes in median age, median family income, and per capita income according to the federal census.

POPULATION AND INCOME

	Needham	Massachusetts	United States
Median Age:			
2010	43.0	39.1	37.2
2000	40.8	36.5	35.3
1990	38.6	33.6	32.9
1980	35.1	31.2	30.9
Median Family Income:			
2010	\$114,365	\$81,165	\$51,144
2000	107,570	61,664	50,046
1990	69,515	44,367	35,225
1980	31,793	21,166	19,908
Per Capita Income:			
2010	\$57,716	\$33,966	\$27,334
2000	44,549	25,952	21,587
1990	27,935	17,224	14,420

SOURCE: Federal Bureau of the Census.

On the basis of the 2010 Federal census, the Town has a population density of approximately 2,290 persons per square mile.

POPULATION TRENDS

<u>2010</u>	<u>2000</u>	<u>1990</u>	<u>1980</u>	<u>1970</u>
28,886	28,911	27,557	27,901	29,748

SOURCE: Federal Census.

PROPERTY TAXATION

Tax Levy Computation

The principal tax of Massachusetts cities and towns is the tax on real and personal property. The amount to be levied in each year is the amount appropriated or required by law to be raised for municipal expenditures less estimated receipts from other sources and less appropriations voted from funds on hand. The total amount levied is subject to certain limits prescribed by law; for a description of those limits see "Tax Limitations" below.

The estimated receipts for a fiscal year from sources other than the property tax may not exceed the actual receipts during the preceding fiscal year from the same sources unless approved by the State Commissioner of Revenue. Excepting special funds the use of which is otherwise provided for by law, the deduction for appropriations voted from funds on hand for a fiscal year cannot exceed the "free cash" as of the beginning of the prior fiscal year as certified by the State Director of Accounts plus up to nine months' collections and receipts on account of earlier years' taxes after that date. Subject to certain adjustments, free cash is surplus revenue less uncollected overdue property taxes from earlier years.

Although an allowance is made in the tax levy for abatements (see "Abatements and Overlay" below) no reserve is generally provided for uncollectible real property taxes. Because some of the levy is inevitably not collected, this creates a cash deficiency which may or may not be offset by other items (see "Taxation to Meet Deficits" below).

The table below illustrates the manner in which the tax levy was determined for the following fiscal years.

TAX LEVY COMPUTATION

	Fiscal 2009	Fiscal 2010	Fiscal 2011	Fiscal 2012	Fiscal 2013
Total Appropriations (1)	\$ 123,464,684	\$ 132,000,100	\$ 130,345,271	\$ 133,196,506	\$ 141,800,888
Additions:					
State & County Assessments	1,103,256	1,068,405	1,080,311	1,198,244	1,238,429
Overlay Reserve	1,100,000	960,626	1,584,557	2,135,466	1,876,905
Other Additions	77,023	162,602	109,559	176,784	74,736
Total Additions	<u>2,280,279</u>	<u>2,191,633</u>	<u>2,774,427</u>	<u>3,510,494</u>	<u>3,190,070</u>
Gross Amount to be Raised	<u>125,744,963</u>	<u>134,191,733</u>	<u>133,119,698</u>	<u>136,707,000</u>	<u>144,990,958</u>
Deductions:					
Local Estimated Receipts: (2)	27,142,107	33,381,188	25,683,741	26,968,184	27,362,876
State Aid:					
Current Year	9,376,375	8,456,131	8,972,394	9,323,654	10,059,745
Available Funds (3)	1,490,661	1,376,871	1,823,780	788,442	1,759,346
Free Cash Used to Reduce Tax Rate	5,810,170	3,145,416	3,566,037	3,380,269	5,366,720
Total Deductions	<u>43,819,313</u>	<u>46,359,606</u>	<u>40,045,952</u>	<u>40,460,549</u>	<u>44,548,687</u>
Net Amount to be Raised	<u>\$ 81,925,650</u>	<u>\$ 87,832,127</u>	<u>\$ 93,073,746</u>	<u>\$ 96,246,451</u>	<u>\$ 100,442,271</u>

(1) Includes additional appropriations from taxation voted subsequent to adoption of the annual budget but prior to setting of the tax rate.

(2) Includes CPA surcharge tax and state matching funds.

(3) Transfers from other available funds, generally made as an offset to a particular appropriation item.

Assessed Valuations and Tax Levies

Property is classified for the purpose of taxation according to its use. The legislature has in substance created three classes of taxable property: (1) residential real property, (2) open space land, and (3) all other (commercial, industrial and personal property). Within limits, cities and towns are given the option of determining the share of the annual levy to be borne by each of the three categories. The share required to be borne by residential real property is at least 50 per cent of its share of the total taxable valuation; the effective rate for open space must be at least 75 per cent of the effective rate for residential real property; and the share of commercial, industrial and personal property must not exceed 175 percent of their share of the total valuation. A city or town may also exempt up to 20 percent of the valuation of residential real property (where used as the taxpayer's principal residence) and up to 10 percent of the valuation of commercial real property (where occupied by certain small businesses). Property may not be classified in a city or town until the State Commissioner of Revenue certifies that all property in the city or town has been assessed at its fair cash value. Such certification must take place every three years, or pursuant to a revised schedule as may be issued by the Commissioner.

Related statutes provide that certain forest land, agricultural or horticultural land (assessed at the value it has for these purposes) and recreational land (assessed on the basis of its use at a maximum of 25 percent of its fair cash value) are all to be taxed at the rate applicable to commercial property. Land classified as forest land is valued for this purpose at five percent of fair cash value but not less than ten dollars per acre.

In order to determine appropriate relative values for the purposes of certain distributions to and assessments upon cities and towns, the Commissioner of Revenue biennially makes a redetermination of the fair cash value of the taxable property in each municipality. This is known as the "equalized value". See "Debt Limits under INDEBTEDNESS" below.

A revaluation of all real and personal property in the Town to full and fair cash value was completed for use in fiscal year 2012.

The following table sets forth the trend in the Town's assessed valuations, tax levies, and tax levies per capita.

Fiscal Year	Real Estate Valuation	Property Valuation	Assessed Valuation	Tax Levy	Tax Levy Per Capita(1)
2013	\$7,746,219,400	\$177,770,530	\$7,923,989,930	\$100,442,271	\$3,477
2012 (2)	7,672,492,080	160,657,470	7,833,149,550	96,246,451	3,332
2011	7,409,432,738	166,825,350	7,576,258,088	93,071,746	3,222
2010	7,282,261,953	149,501,950	7,431,763,903	87,832,127	3,041
2009 (2)	7,196,623,363	134,678,840	7,331,302,203	81,925,650	2,836

(1) 2010 Federal Census.

(2) Revaluation years.

The table below sets forth the trend of the Town's tax rates for different classes of property for the following fiscal years:

Fiscal Year	Tax Rate per \$1,000 Valuation	
	Residential Property	Commercial, Industrial & Personal Property
2013	\$11.30	\$22.18
2012	10.95	21.50
2011	10.90	21.50
2010	10.53	20.68
2009	9.96	19.56

Classification of Property

The following is a breakdown of the Town's assessed valuation in fiscal years 2011, 2012 and 2013.

Property Type	2011		2012 (1)		2013	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Residential	\$6,586,585,192	86.9 %	\$6,840,404,198	87.3 %	\$6,922,042,800	87.4 %
Commercial	695,180,246	9.2	710,846,482	9.1	703,067,800	8.9
Industrial	127,667,300	1.7	121,241,400	1.5	121,108,800	1.5
Personal	166,825,350	2.2	160,657,470	2.1	177,770,530	2.2
Total Real Estate	<u>\$7,576,258,088</u>	<u>100.0 %</u>	<u>\$7,833,149,550</u>	<u>100.0 %</u>	<u>\$7,923,989,930</u>	<u>100.0 %</u>

(1) Revaluation year.

LARGEST TAXPAYERS

The following table lists the ten largest taxpayers in the Town based upon assessed valuation for fiscal 2013. All of the largest taxpayers are current in their tax payments.

Name	Nature of Business	Total Assessed Valuation for Fiscal 2013	% of Total Assessed Value
Digital 128 First Avenue, LLC	Data Storage Facility	\$81,153,000	0.81 %
Lofts at Charges River Landing	Residential Apartments Complex	70,156,200	0.70
General Dynamics C4 Systems, Inc.	Data Communications	54,094,600	0.54
Babson College	Higher Education	45,678,400	0.45
BP 140 Kendrick Street Property	Software Design	44,164,100	0.44
Starwood Needham CMBS	Hotel	22,874,700	0.23
Intercontinental Fund III	Office Complex	21,958,400	0.22
Coca-Cola Bottling Co.	Bottling & Distributing	21,223,000	0.21
Teacher's Insurance & Annuity	Office Complex	16,018,700	0.16
75 Second Realty Trust	Commercial Real Estate	15,422,500	0.15
Total		<u>\$392,743,600</u>	<u>3.91 %</u>

State Equalized Valuation

In order to determine appropriate relative values for the purposes of certain distributions to and assessments upon cities and towns, the Commissioner of Revenue biennially makes his own redetermination of the fair cash value of the taxable property in each municipality. This is known as the "equalized value".

The following table sets forth the trend in equalized valuations of the Town of Needham.

January 1,	State Equalized Valuation	% Change
2012	\$8,141,495,500	5.3 %
2010	7,730,432,400	1.2
2008	7,637,636,300	4.5
2006	7,307,708,400	16.3
2004	6,285,224,900	22.3
2002	5,139,824,700	28.7

Abatements and Overlay

The Town is authorized to increase each tax levy by an amount approved by the State Commissioner of Revenue as an "overlay" to provide for tax abatements. If abatements are granted in excess of the applicable overlay, the resultant "overlay deficit" is required to be added to the next tax levy. An abatement granted after a tax payment has been made is accounted for as a refund on the books of the Town. Abatements are granted where exempt real or personal property has been assessed or where taxable real or personal property has been overvalued or disproportionately valued. The assessors may also abate uncollectible personal property taxes. They may abate real and personal property taxes on broad grounds (including inability to pay) with the approval of the State Commissioner of Revenue. But uncollected real property taxes are ordinarily not written off until they become municipal "tax titles" by purchase at the public sale or by taking, at which time the tax is written off in full by reserving the amount of the tax and charging surplus.

The following table sets forth the amount of the overlay reserve for the last five fiscal years and the amounts of abatements and exemptions granted as of June 30, 2012.

Fiscal Year	Net Tax Levy(1)	Overlay Reserve		Abatements and Exemptions Granted Through June 30, 2012
		Dollar Amount	As a % of Net Levy	
2012	\$94,110,985	\$2,135,466	2.3 %	\$336,192
2011	91,487,189	1,584,557	1.7	306,902
2010	86,871,501	960,626	1.1	319,158
2009	80,825,650	1,100,000	1.4	287,261
2008	77,031,744	919,602	1.2	465,895

(1) Tax levy prior to addition of overlay reserve.

Tax Collections

The Town has accepted a statute providing for quarterly tax payments. Under that statute, preliminary tax payments are due on August 1 and November 1 with payment of the actual tax bill (after credit is given for the preliminary payments) installments on February 1 and May 1 if actual tax bills are mailed by December 31. Interest accrues on delinquent taxes at the rate of 14 percent per annum. Real property (land and buildings) is subject to a lien for the taxes assessed upon it, subject to any paramount federal lien and subject to bankruptcy and insolvency laws. (In addition, real property is subject to a lien for certain unpaid municipal charges or fees.) If the property has been transferred, an unenforced lien expires on the fourth December 31 after the end of the fiscal year to which the tax relates. If the property has not been transferred by the fourth December 31, an unenforced lien expires upon a later transfer of the property. Provision is made, however, for continuation of the lien where it could not be enforced because of a legal impediment. The persons against whom real or personal property taxes are assessed are personally liable for the tax (subject to bankruptcy and insolvency laws). In the case of real property, this personal liability is effectively extinguished by sale or taking of the property as described below.

The following table compares the Town's net tax collections with its net (gross tax levy less overlay reserve for abatements) tax levies for the current and each of the previous five fiscal years, exclusive of the surcharge of property tax levied under the CPA.

Fiscal Year	Gross Tax Levy (2)	Overlay Reserve for Abatements	Net Tax Levy	Collections During Fiscal Year Payable (1)		Collections as of 6/30/2012 (2)(3)	
				Dollar Amount	% of Net Levy	Dollar Amount	% of Net Levy
2012	\$ 96,246,451	\$ 2,135,466	\$ 94,110,985	\$ 94,677,572	100.60 %	\$ 94,677,572	100.60 %
2011	93,071,746	1,584,557	91,487,189	91,812,299	100.36	92,336,486	100.93
2010	87,832,127	960,626	86,871,501	86,254,089	99.29	87,104,253	100.27
2009	81,925,650	1,100,000	80,825,650	80,654,781	99.79	81,360,660	100.66
2008	77,951,346	919,602	77,031,744	76,562,074	99.39	77,191,557	100.21

(1) Actual dollar collections, net of refunds. Does not include abatements, proceeds of tax titles or tax possessions attributable to each levy or other non-cash credits.

(2) Exclusive of the property tax levied under the Community Preservation Act.

(3) Collections for the current fiscal year are comparable to previous fiscal years.

Tax Titles and Possessions

Massachusetts law permits a municipality either to sell by public sale (at which the municipality may become the purchaser) or to take real property for non-payment of taxes. In either case the property owner can redeem the property by paying the unpaid taxes, with interest and other charges, but if the right of redemption is not exercised within six months (which may be extended an additional year in the case of certain installment payments) it can be foreclosed by petition to the Land Court.

Upon foreclosure, a tax title purchased or taken by the municipality becomes a "tax possession" and may be held and disposed of in the same manner as other land held for municipal purposes. Uncollectible real property taxes are ordinarily not written off until they become municipal tax titles by purchase at the public sale or by taking, at which time the tax is written off in full by reserving the amount of tax and charging surplus.

The table below sets forth the amount of tax titles and possessions and deferred taxes outstanding at the end of the following fiscal years.

<u>Fiscal Year</u>	<u>Total Tax Titles and Possessions</u>	<u>Deferred Taxes</u>
2012	\$904,840	\$561,509
2011	938,247	538,488
2010	801,305	591,918
2009	870,252	589,611
2008	679,059	597,972

Sale of Tax Receivables

Cities and towns are authorized to sell delinquent property tax receivables by public sale or auction, either individually or in bulk. The town does not expect to utilize this option at the present time.

Taxation to Meet Deficits

As noted elsewhere (see "Abatements and Overlay" above) overlay deficits, i.e. tax abatements in excess of the overlay included in the tax levy to cover abatements, are required to be added to the next tax levy. It is generally understood that revenue deficits, i.e. those resulting from non-property tax revenues being less than anticipated, are also required to be added to the tax levy (at least to the extent not covered by surplus revenue).

Amounts lawfully expended since the prior tax levy and not included therein are also required to be included in the annual tax levy. The circumstances under which this can arise are limited since municipal departments are generally prohibited from incurring liabilities in excess of appropriations except for major disasters, mandated items, contracts in aid of housing and renewal projects and other long-term contracts. In addition, utilities must be paid at established rates and certain established salaries, e.g. civil service, must legally be paid for work actually performed, whether or not covered by appropriations.

Cities and towns are authorized to appropriate sums, and thus to levy taxes, to cover deficits arising from other causes, such as "free cash" deficits arising from a failure to collect taxes. This is not generally understood, however, and it has not been the practice to levy taxes to cover free cash deficits. Except to the extent that such deficits have been reduced or eliminated by subsequent collections of uncollected taxes (including sales of tax titles and tax possessions), lapsed appropriations, non-property tax revenues in excess of estimates, other miscellaneous items or funding loans authorized by special act, they remain in existence.

Tax Limitations

Chapter 59, Section 21C of the General Laws, also known as “Proposition 2½”, imposes two separate limits on the annual tax levy of a city or town.

The primary limitation is that the tax levy cannot exceed 2½ percent of the full and fair cash value. If a city or town exceeds the primary limitation, it must reduce its tax levy by at least 15 percent annually until it is in compliance, provided that the reduction can be reduced in any year to not less than 7½ percent by majority vote of the voters, or to less than 7½ percent by two-thirds vote of the voters.

For cities and towns at or below the primary limit, a secondary limitation is that the tax levy cannot exceed the maximum levy limit for the preceding fiscal year as determined by the State Commissioner of Revenue by more than 2½ percent, subject to exceptions for property added to the tax rolls or property which has had an increase, other than as part of a general revaluation, in its assessed valuation over the prior year’s valuation.

This “growth” limit on the tax levy may be exceeded in any year by a majority vote of the voters, but an increase in the secondary or growth limit under this procedure does not permit a tax levy in excess of the primary limitation, since the two limitations apply independently. In addition, if the voters vote to approve taxes in excess of the “growth” limit for the purpose of funding a stabilization fund, such increased amount may only be taken into account for purposes of calculating the maximum levy limit in each subsequent year if the board of selectmen of a town or the city council of a city votes by a two-thirds vote to appropriate such increased amount in such subsequent year to the stabilization fund.

The applicable tax limits may also be reduced in any year by a majority vote of the voters.

The State Commissioner of Revenue may adjust any tax limit “to counterbalance the effects of extraordinary, non-recurring events which occurred during the base year”.

The statute further provides that the voters may exclude from the taxes subject to the tax limits and from the calculation of the maximum tax levy (a) the amount required to pay debt service on bonds and notes issued before November 4, 1980, if the exclusion is approved by a majority vote of the voters, and (b) the amount required to pay debt service on any specific subsequent issue for which similar approval is obtained. Even with voter approval, the holders of the obligations for which unlimited taxes may be assessed do not have a statutory priority or security interest in the portion of the tax levy attributable to such obligations. It should be noted that Massachusetts General Laws Chapter 44, Section 20 requires that the taxes excluded from the levy limit to pay debt service on any such bonds and notes be calculated based on the true interest cost of the issue. Accordingly, the Department of Revenue limits the amount of taxes which may be levied in each year to pay debt service on any such bonds and notes to the amount of such debt service, less a pro rata portion of any original issue premium received by the city or town that was not applied to pay costs of issuance.

Voters may also exclude from the Proposition 2½ limits the amount required to pay specified capital outlay expenditures or for the city or town’s apportioned share for certain capital outlay expenditures by a regional governmental unit. In addition, the city council of a city, with the approval of the mayor if required, or the board of selectmen or the town council of a town may vote to exclude from the Proposition 2½ limits taxes raised in lieu of sewer or water charges to pay debt service on bonds or notes issued by the municipality (or by an independent authority, commission or district) for water or sewer purposes, provided that the municipality’s sewer or water charges are reduced accordingly.

In addition, Proposition 2½ limits the annual increase in the total assessments on cities and towns by any county, district, authority, the Commonwealth or any other governmental entity (except regional school districts, the MWRA and certain districts for which special legislation provides otherwise) to the sum of (a) 2½ percent of the prior year’s assessments and (b) “any increases in costs, charges or fees for services customarily provided locally or for services subscribed to at local option”. Regional water districts, regional sewerage districts and regional veterans districts may exceed these limitations under statutory procedures requiring a two-thirds vote of the district’s governing body and either approval of the local appropriating authorities (by two-thirds vote in districts with more than two members or by majority vote in two-member districts) or approval of the registered voters in a local election (in the case of two-member districts). Under Proposition 2½ any State law to take effect on or after January 1, 1981 imposing a direct service or cost obligation on a city or town will become effective only if accepted or voluntarily funded by the city or town or if State funding is provided. Similarly, State rules or regulations imposing additional costs on a city or town or laws granting or increasing local tax exemptions are to take effect only if adequate State appropriations are provided. These statutory provisions do not apply to costs resulting from judicial decisions.

The Town of Needham has been in full compliance with Proposition 2½ since its inception. The Town has voted to override Proposition 2½ for operating purposes and to exclude debt service on several occasions for capital projects. Most recently, the Town approved general overrides in 2003 (\$2,459,318), 2006 (\$597,370), 2007 (\$1,128,670) and 2009 (\$1,887,929). In addition, the Town voted to exclude \$15,700,000 principal and the interest thereon for library renovation and expansion, \$62,000,000 principal and the interest thereon for the high school renovation and expansion, \$21,000,000 principal and the interest thereon for the High Rock and Pollard School projects, and \$27,412,128 principal and the interest thereon for the Newman School renovation project.

Unused Levy Capacity (1)

	Fiscal Year				
	2013	2012	2011	2010	2009
Primary Levy Limit (2)	\$ 198,099,748	\$ 195,828,739	\$ 189,406,452	\$ 185,794,098	\$ 183,282,555
Prior Fiscal Year Levy Limit	89,636,531	85,836,102	82,052,951	76,202,247	72,292,283
2.5% Levy Growth	2,240,913	2,146,015	2,051,324	1,905,056	1,807,307
New Growth (3)	1,879,442	1,654,414	1,731,827	1,870,805	2,102,657
Overrides	-	-	-	1,887,929	-
Growth Levy Limit	93,756,886	89,636,531	85,836,102	81,866,037	76,202,247
Debt Exclusions	6,705,439	6,626,235	7,255,895	6,004,469	5,758,430
Capital Expenditure Exclusions	-	-	-	-	-
Other Adjustments	-	-	-	-	-
Tax Levy Limit	100,462,325	96,262,766	93,091,997	87,870,506	81,960,677
Tax Levy	100,442,271	96,246,451	93,071,746	87,832,127	81,925,650
Unused Levy Capacity (4)	20,054	16,315	20,251	38,379	35,027
Unused Primary Levy Capacity (5)	\$ 104,342,862	\$ 106,192,208	\$ 103,570,350	\$ 103,928,061	\$ 107,080,308

(1) Source: Massachusetts Department of Revenue.

(2) 2.5% of assessed valuation.

(3) Allowed increase for new valuations (or required reduction) - certified by the Department of Revenue.

(4) Tax Levy Limit less Tax Levy.

(5) Primary Levy Limit less Growth Levy Limit.

Community Preservation Act

The Massachusetts Community Preservation Act (the "CPA"), permits cities and towns that accept its provisions to levy a surcharge on its real property tax levy and to receive state matching funds for the acquisition, creation, preservation, rehabilitation and restoration of open space, historic resources and affordable housing. The provisions of the CPA must be accepted by the voters of the city or town at an election after such provisions have first been accepted by either a vote of the legislative body of the city or town or an initiative petition signed by 5% of its registered voters.

A city or town may approve a surcharge of up to 3% of the real property tax levy, and it may accept one or more exemptions to the surcharge under the CPA, including an exemption for low-income individuals and families and for low and moderate-income senior citizens, an exemption for \$100,000 of the value of each taxable parcel of residential real property, and an exemption for commercial and industrial properties in cities and towns with classified tax rates. The surcharge is not counted in the total taxes assessed for the purpose of determining the permitted levy amount under Proposition 2½ (see "Tax Limitations" above). A city or town may revoke its acceptance of the provisions of the CPA at any time after 5 years from the date of such acceptance and may change the amount of the surcharge or the exemptions to the surcharge at any time, provided that any such revocation or change must be approved pursuant to the same process as acceptance of the CPA.

Any city or town that accepts the provisions of the CPA will receive annual state matching grants to supplement amounts raised by its surcharge on the real property tax levy. The state matching funds are raised from certain recording and filing fees of the registers of deeds. Those amounts are deposited into a state trust fund and are distributed to cities and towns that have accepted the provisions of the CPA, which distributions are not subject to annual appropriation by the state legislature. The amount distributed to each city and town is based on a statutory formula which requires that 80% of the amount in the state trust fund be used to match an equal percentage of the amount raised locally by each city and town, and that the remaining 20% of the amount in the fund be distributed only to those cities and towns that levy the maximum 3% surcharge based on a formula which takes into account equalized property valuation and population, resulting in larger distributions to those communities with low valuations and small populations. The total state distribution made to any city or town may not, however, exceed 100% of the amount raised locally by the surcharge on the real property tax levy.

The amounts raised by the surcharge on real property taxes and received in state matching funds are required to be deposited in a dedicated community preservation fund. Each city or town that accepts the provisions of the CPA is required to establish a community preservation committee to study the community preservation needs of the community and to make recommendations to the legislative body of the city or town regarding the community preservation projects that should be funded from the community preservation fund. Upon the recommendations of the committee, the legislative body of the city or town may appropriate amounts from the fund for permitted community preservation purposes or may reserve amounts for spending in future fiscal years, provided that at least 10% of the total annual revenues to the fund must be spent or set aside for open space purposes, 10% for historic resource purposes and 10% for affordable housing purposes.

The CPA authorizes cities and towns that accept its provisions to issue bonds and notes in anticipation of the receipt of surcharge revenues to finance community preservation projects approved under the provisions of the CPA. Bonds and notes issued under the CPA are general obligations of the city or town and are payable from amounts on deposit in the community preservation fund. In the event that a city or town revokes its acceptance of the provisions of the CPA, the surcharge shall remain in effect until all contractual obligations incurred by the city or town prior to such revocation, including the payment of bonds or notes issued under the CPA, have been fully discharged.

The Town has accepted the Act and set the surcharge rate at 2%. The Town implemented the program in fiscal year 2006 and will utilize revenues to pay for a variety of municipal projects, including a \$19.2 million town hall preservation/restoration project.

Community Preservation Fund Revenues

<u>Fiscal Year</u>	<u>Property Tax</u>	<u>State Contribution</u>	<u>Total</u>
2012	\$ 1,614,398	\$ 417,271	\$ 2,031,669
2011	1,566,385	401,199	1,967,584
2010	1,472,781	481,111	1,953,892
2009	1,384,981	888,287	2,273,268
2008	1,297,487	1,253,524	2,551,011

Pledged Taxes

Taxes on the increased value certain property in designated development districts may be pledged for the payment of costs of economic development projects within such districts and may therefore be unavailable for other municipal purposes. (See "Tax Increment Financing for Development Districts" below).

TOWN FINANCES

Budget and Appropriation Process

Town Meeting: The annual appropriations of the Town are ordinarily made at the annual meeting, which takes place in May. Appropriations may also be voted at special meetings. The Town has a finance committee, which submits reports and recommendations on proposed expenditures at town meetings.

The school budget is limited to the total amount appropriated by the city council or town meeting, but the school committee retains full power to allocate the funds appropriated. State legislation known as the Education Reform Act of 1993, as amended, imposes certain minimum expenditure requirements on municipalities with respect to funding for education. The requirements are determined on the basis of formulas affected by various measures of wealth and income, enrollments, prior levels of local spending and state aid, and other factors. In each fiscal year, the Town has appropriated at least the minimum expenditure requirement imposed by the Act.

The Town meeting may at any time vote to transfer any amount previously appropriated to any other authorized use by law, and, under certain circumstances and subject to certain limits and requirements, the selectmen of a town, with the concurrence of the finance committee, may transfer amounts appropriated for the use of any department to any other appropriation for the same department or to any other department.

Water and sewer department expenditures are generally included in the budgets adopted by city councils and town meetings but electric and gas department funds may be appropriated by the municipal light boards. Under certain legislation any city or town which accepts the legislation may provide that the appropriation for the operating costs of any department may be offset, in whole or in part, by estimated receipts from fees charged for services provided by the department. It is assumed that this general provision does not alter the pre-existing power of an electric or gas department to appropriate its own receipts.

Enterprises: Beginning with the fiscal 1996 budget, water and sewer operations are accounted for in separate enterprise accounts. Beginning with the fiscal 1999 budget solid waste operations are accounted for in a separate enterprise account.

Mandatory Items: Mandatory items, such as state and county assessments, the overlay for abatements, abatements in excess of overlays, principal and interest not otherwise provided for and final judgments are included in the tax levy whether or not included in the budget.

Revenues: Revenues are not required to be set forth in the budget but estimated non-tax revenues are taken into account by the assessors in fixing the tax levy. (See "PROPERTY TAXATION--Tax Levy Computation".)

Budget Trends

The following table sets forth the trend in operating budgets for fiscal years 2009 through 2013, as voted at the town meeting. As such, said budgets reflect neither revenues nor certain mandatory items.

BUDGET COMPARISON (1)

	Fiscal 2010(5)	Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014
General Government	\$3,476,238	\$3,539,581	\$3,625,375	\$3,807,723	\$3,943,011
Land Use and Development	326,923	343,203	369,378	385,926	411,156
Public Safety	11,434,417	11,812,664	12,030,242	12,145,898	13,027,952
Education(2)	45,818,618	46,483,339	48,999,008	51,892,719	54,729,548
Public Works & Facilities	13,120,150	12,822,796	12,790,755	12,916,949	13,313,148
Health & Human Services	1,003,002	1,024,791	1,026,923	1,077,278	1,187,497
Culture & Recreation	1,858,108	1,889,547	1,918,356	1,945,917	1,994,757
Employee Benefits(3)	16,765,950	18,177,878	18,402,953	19,778,577	20,523,425
Other Operating Expenses	1,422,300	955,000	1,177,000	1,266,000	1,017,550
Debt Service(4)	9,886,980	11,379,319	10,843,572	11,288,276	12,108,851
Reserve Fund	1,256,508	1,251,363	1,059,763	1,199,821	1,373,243
Total Expenditures	\$ 106,369,194	\$109,679,481	\$112,243,325	\$117,705,084	\$123,630,138

(1) Budget reflects only the amount appropriated by Town Meeting and thus does not include overlay or State assessments.

(2) Includes regional vocational school assessment.

(3) Includes pension and OPEB funding.

(4) Includes debt excluded from Proposition 2½ as well as estimated debt service on authorized and unissued debt.

(5) Includes operating override of \$1,887,929.

Revenues

Property Taxes: Property taxes are the major source of revenue for the Town. The total amount levied is subject to certain limits prescribed by law; for a description of those limits see "PROPERTY TAXATION-- Tax Limitations" above. In fiscal year 2010, property taxes totaled \$86,639,841. In fiscal year 2011, property taxes totaled \$92,580,193. In fiscal year 2012, property taxes totaled \$95,268,408.

State Aid: The Town's state aid entitlement is based upon a number of different formulas, and while said formulas might indicate that a particular amount of state aid is owed, the amount of state aid actually paid is limited to the amount appropriated by the state legislature. The state annually estimates state aid but actual payments may vary from the estimate. The Town received \$8,227,013 and \$8,578,273 in fiscal years 2011 and 2012, respectively and expects to receive \$9,314,364 in fiscal year 2013.

Motor Vehicle Excise: An excise is imposed on the registration of motor vehicles (subject to exemptions) at the rate of \$25 per \$1,000 of valuation. The excise is collected by and for the benefit of the municipality in which the motor vehicle is customarily kept. Valuations are determined by a statutory formula based on manufacturer's list price and year of manufacture. Bills not paid when due bear interest at 12 percent per annum. Provision is also made after notice to the owner, for suspension of the owner's operating license or registration by the registrar of motor vehicles. In fiscal year 2010, motor vehicle excise totaled \$3,879,790. In fiscal year 2011, motor vehicle excise totaled \$4,256,790. In fiscal year 2012, motor vehicle excise totaled \$4,357,996.

Water and Sewer Rates and Services: The Town's Public Works Department provides water and sewer services, accounted for as enterprise funds, to all commercial, industrial and residential users within the Town and charges them on the basis of metered consumption. Water and sewer rates are set by the Board of Selectmen. In fiscal year 2011, water and sewer revenues totaled \$14,833,214 and expenditures totaled \$12,048,070 including debt service, retirement costs and overhead. . In fiscal year 2012, water and sewer revenues totaled \$13,819,336, which includes \$469,610 general fund receipt, and expenditures totaled \$13,112,987 including debt service, retirement costs and overhead. The Town has an ascending block rate schedule ranging from \$2.50 to \$4.40 per 100 cubic feet for water and from \$7.70 to \$9.70 per 100 cubic feet for sewer. Water irrigation rates range from \$4.85 to \$5.34 per 100 cubic feet for water. The Town has not raised water and sewer rates since 2006 and does not anticipate the need to raise rates in 2013.

Local Options Meals Tax: On November 2, 2009, the Town adopted the local meals excise tax to be effective January 1, 2010. In fiscal year 2010, the local meals excise tax is a 0.75% tax on the gross receipts of a vendor from the sale of restaurant meals. The tax is paid by the vendor to the State Commissioner of Revenue, who in turn pays the tax to the municipality in which the meal was sold. In fiscal year 2011, local options meals tax revenues totaled \$393,957. In fiscal year 2012, local options meals tax revenues totaled \$404,409.

Room Occupancy Tax: Under this tax, local governments may tax the provision of hotel, motel lodging house rooms and bed and breakfast rooms at a rate not to exceed six percent (6%) of the cost of renting such rooms. The tax is paid by the operator of each establishment to the State Commissioner of Revenue, who in turn pays the tax back to the municipality in which the rooms are located in quarterly distributions. On November 2, 2009, the Town adopted an increase in the room occupancy tax to 6% to be effective January 1, 2010. In fiscal year 2011, room occupancy tax revenues totaled \$408,883. In fiscal year 2012, room occupancy tax revenues totaled \$454,378.

Interest and Dividends: Fiscal year 2010 interest and dividends totaled \$496,885. Fiscal year 2011 interest and dividends totaled \$275,705. Fiscal year 2012 interest and dividends totaled \$103,130.

State Distributions

In addition to grants for specified capital purposes (some of which are payable over the life of the bonds issued for the projects), the Commonwealth provides financial assistance to cities and towns for current purposes. Payments to cities and towns are derived primarily from a percentage of the State's personal income, sales and use, and corporate excise tax receipts, together with the net receipts from the State Lottery. A municipality's state aid entitlement is based on a number of different formulas, of which the "schools" and "lottery" formulas are the most important. Both of the major formulas tend to provide more state aid to poorer communities. The formulas for determining a municipality's state aid entitlement are subject to amendment by the state legislature and, while a formula might indicate that a particular amount of state aid is owed, the amount of state aid actually paid is limited to the amount appropriated by the state legislature. The state annually estimates state aid, but the actual state aid payments may vary from the estimate.

In the fall of 1986, both the State Legislature (by statute, repealed as of July 1, 1999) and the voters (by initiative petition) placed limits on the growth of state tax revenues. Although somewhat different in detail, each measure essentially limited the annual growth in state tax revenues to an average rate of growth in wages and salaries in the Commonwealth over the three previous calendar years. If not amended, the remaining law could restrict the amount of state revenues available for state aid to local communities.

Legislation was enacted in 1991 to help municipalities compensate for additional local aid reductions by the Commonwealth for fiscal year 1992. Under that law, municipalities were allowed to defer budgeting for teacher's summer compensation payable by the end of the fiscal years 1992 and 1993. Municipalities that chose to defer such amounts are required to amortize the resulting budget deficiency by raising at least one fifteenth of the deferred amount in each of the fiscal years 1997 through 2011, or in accordance with a more rapid amortization schedule.

State School Building Assistance Program

Under its school building assistance program, the Commonwealth of Massachusetts provides grants to cities, towns and regional school districts for school construction projects. Until July 26, 2004, the State Board of Education was responsible for approving grants for school projects and otherwise administering the program. Grant amounts ranged from 50% to 90% of approved project costs. Municipalities generally issued bonds to finance the entire project cost, and the Commonwealth disbursed the grants in equal annual installments over the term of the related bonds.

Pursuant to legislation which became effective on July 26, 2004, the state legislature created the MSBA to finance and administer the school building assistance program. The MSBA assumed all powers and obligations of the Board of Education with respect to the program. In addition to certain other amounts, the legislation dedicates a portion of Commonwealth sales tax receipts to the MSBA to finance the program.

Projects previously approved for grants by the State Board of Education are entitled to receive grant payments from the MSBA based on the approved project cost and reimbursement rate applicable under the prior law. The MSBA has paid and is expected to continue to pay the remaining amounts of the grants for such projects either in annual installments to reimburse debt service on bonds issued by the municipalities to finance such projects, or as lump sum payments to contribute to the defeasance of such bonds.

Projects on the priority waiting list as of July 1, 2004 are also entitled to receive grant payments from the MSBA based on the eligible project costs and reimbursement rates applicable under the prior law. With limited exceptions, the MSBA is required to fund the grants for such projects in the order in which they appeared on the waiting list. Grants for any such projects that have been completed or substantially completed have been paid and are expected to continue to be paid by the MSBA in lump sum payments, thereby eliminating the need for the MSBA to reimburse interest expenses that would otherwise be incurred by the municipalities to permanently finance the MSBA's share of such project costs. Interest on debt issued by municipalities prior to July 1, 2004 to finance such project costs, and interest on temporary debt until receipt of the grant, is included in the approved costs of such projects. Grants for any such projects that have not yet commenced or that are underway have been and are expected to continue to be paid by the MSBA as project costs are incurred by the municipality pursuant to a project funding agreement between the MSBA and the municipality, eliminating the need for the municipality to borrow even on a temporary basis to finance the MSBA's share of the project costs in most cases.

The range of reimbursement rates for new project grant applications submitted to the MSBA on or after July 1, 2007 has been reduced to between 40% and 80% of approved project costs. The MSBA promulgated regulations with respect to the application and approval process for projects submitted after July 1, 2007. The MSBA pays grants for such projects as project costs are incurred pursuant to project funding agreements between the MSBA and the municipalities. None of the interest expense incurred on debt issued by municipalities to finance their portion of the costs of new projects are included in the approved project costs eligible for reimbursement.

Investment of Town Funds

Investments of funds of cities and towns, except for trust funds, are generally restricted by Massachusetts General Laws Chapter 44, §55. That statute permits investments of available revenue funds and bond and note proceeds in term deposits and certificates of deposits of banks and trust companies, in obligations issued or unconditionally guaranteed by the federal government or an agency thereof with a maturity of not more than one year, in repurchase agreements with a maturity of not more than 90 days secured by federal or federal agency securities, in participation units in the Massachusetts Municipal Depository Trust ("MMDT"), or in shares in SEC-registered money market funds with the highest possible rating from at least one nationally recognized rating organization.

MMDT is an investment pool created by the Commonwealth. The State Treasurer is the sole trustee, and the funds are managed under contract by an investment firm under the supervision of the State Treasurer's office. According to the State Treasurer the MMDT's investment policy is designed to maintain an average weighted maturity of 90 days or less and is limited to high-quality, readily marketable fixed income instruments, including U.S. Government obligations and highly-rated corporate securities with maturities of one year or less.

MMDT funds, unless otherwise provided by the donor, may be invested in accordance with §54 of Chapter 44, which permits a broader range of investments than §55, including any bonds or notes that are legal investments for savings banks in the Commonwealth. The restrictions imposed by §54 and §55 do not apply to city and town retirement systems.

A breakdown of the Town's investments may be obtained from the Town Treasurer.

Annual Audits

The Town's financial statements have been audited annually. Copies of audit reports are available at the office of the Town Accountant of the Town of Needham. The Town's financial statements are audited by Melanson, Heath & Company, P.C., Nashua, New Hampshire. A copy of the fiscal 2012 audit is attached hereto as Appendix A.

The attached report speaks only as of its date, and only to the matters expressly set forth therein. The auditors have not been engaged to review this Official Statement or to perform audit procedures regarding the post-audit period, nor have the auditors been requested to give their consent to the inclusion of their report in Appendix A. Except as stated in their report, the auditors have not been engaged to verify the financial information set out in Appendix A and are not passing upon and do not assume responsibility for the sufficiency, accuracy or completeness of the financial information presented in that appendix.

Financial Statements

Set forth on the following pages are Governmental Funds Balance Sheets for fiscal years ended June 30, 2012, June 30, 2011 and June 30, 2010, the Statement of Revenues, Expenditures and Changes in Fund Balance for the fiscal year ended June 30, 2012 and June 30, 2011 and a Comparative Statement of Revenues, Expenditures and Changes in Fund Balance--General Fund, for fiscal years ended June 30, 2008 through June 30, 2010. All said financial statements have been extracted from the Town's audited financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS
GOVERNMENTAL FUNDS
AS OF JUNE 30, 2012 (1)

	General	Community Preservation Fund	Newman School Repaid Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS					
Cash and Cash Equivalents	\$ 13,884,305	\$ -	\$ -	\$ 7,374,046	\$ 21,258,351
Investments	13,363,633	4,339,413	-	1,858,981	19,562,027
Due to Newman School Fund	4,289,304	-	-	-	4,289,304
Receivables:					-
Property Taxes	3,178,645	16,655	-	-	3,195,300
Excises	578,901	-	-	-	578,901
Departmental	820,241	-	-	14,054	834,295
Intergovernmental	8,199,192	-	448,832	384,592	9,032,616
Other	54,182	-	-	-	54,182
Total Assets	<u>\$ 44,368,403</u>	<u>\$ 4,356,068</u>	<u>\$ 448,832</u>	<u>\$ 9,631,673</u>	<u>\$ 58,804,976</u>
LIABILITIES AND FUND BALANCES					
Liabilities:					
Warrants and Accounts Payable	\$ 1,912,497	\$ 2,443	\$ 1,054,973	\$ 1,084,293	\$ 4,054,206
Due to General Fund	-	-	4,289,304	-	4,289,304
Deferred Revenue	12,562,923	16,655	-	14,066	12,593,644
Taxes collected in advance	3,102	-	-	-	3,102
Accrued Liabilities	3,213,014	135	-	115,741	3,328,890
Refunds Payable	846,316	-	-	-	846,316
Notes Payable	-	-	4,734,200	3,580,800	8,315,000
Other Liabilities	206,141	-	-	4,585	210,726
Total Liabilities	<u>18,743,993</u>	<u>19,233</u>	<u>10,078,477</u>	<u>4,799,485</u>	<u>33,641,188</u>
Fund Balance:					
Nonspendable	-	-	-	188,478	188,478
Restricted	448,175	4,336,835	-	7,307,657	12,092,667
Committed	5,744,220	-	-	1,542,872	7,287,092
Assigned	8,585,173	-	-	-	8,585,173
Unassigned	10,846,842	-	(9,629,645)	(4,206,819)	(2,989,622)
Total Fund Balances	<u>25,624,410</u>	<u>4,336,835</u>	<u>(9,629,645)</u>	<u>4,832,188</u>	<u>25,163,788</u>
Total Liabilities and Fund Balances	<u>\$ 44,368,403</u>	<u>\$ 4,356,068</u>	<u>\$ 448,832</u>	<u>\$ 9,631,673</u>	<u>\$ 58,804,976</u>

(1) Extracted from the audited financial statements of the Town.

TOWN OF NEEDHAM, MASSACHUSETTS
GOVERNMENTAL FUNDS
AS OF JUNE 30, 2011 (1)

	General	Community Preservation Fund	Town Hall Renovation Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS					
Cash and Cash Equivalents	\$ 9,263,369	\$ -	\$ 2,480,536	\$ 14,768,394	\$ 26,512,299
Investments	14,882,578	2,719,038	-	1,865,078	19,466,694
Receivables:					
Property Taxes	2,925,803	11,549	-	-	2,937,352
Excises	605,881	-	-	-	605,881
Departmental	717,079	-	-	10,243	727,322
Intergovernmental	8,944,580	-	-	430,957	9,375,537
Other	66,825	-	-	-	66,825
Total Assets	<u>\$ 37,406,115</u>	<u>\$ 2,730,587</u>	<u>\$ 2,480,536</u>	<u>\$ 17,074,672</u>	<u>\$ 59,691,910</u>
LIABILITIES AND FUND BALANCES					
Liabilities:					
Warrants and Accounts Payable	\$ 863,943	\$ -	\$ 611,192	\$ 2,222,059	\$ 3,697,194
Deferred Revenue	13,059,635	11,549	-	11,011	13,082,195
Taxes collected in advance	187,504	-	-	-	187,504
Accrued Liabilities	1,899,084	687	-	106,712	2,006,483
Refunds Payable	343,257	-	-	-	343,257
Other Liabilities	113,989	-	-	4,585	118,574
Total Liabilities	<u>16,467,412</u>	<u>12,236</u>	<u>611,192</u>	<u>2,344,367</u>	<u>19,435,207</u>
Fund Balance:					
Nonspendable	-	-	-	188,478	188,478
Restricted	500,990	2,718,351	1,869,344	13,047,777	18,136,462
Committed	5,214,132	-	-	1,534,534	6,748,666
Assigned	6,359,633	-	-	-	6,359,633
Unassigned	8,863,948	-	-	(40,484)	8,823,464
Total Fund Balances	<u>20,938,703</u>	<u>2,718,351</u>	<u>1,869,344</u>	<u>14,730,305</u>	<u>40,256,703</u>
Total Liabilities and Fund Balances	<u>\$ 37,406,115</u>	<u>\$ 2,730,587</u>	<u>\$ 2,480,536</u>	<u>\$ 17,074,672</u>	<u>\$ 59,691,910</u>

(1) Extracted from the audited financial statements of the Town.

TOWN OF NEEDHAM, MASSACHUSETTS
GOVERNMENTAL FUNDS
AS OF JUNE 30, 2010 (1)

	General	Community Preservation Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS				
Cash and Cash Equivalents	\$ 6,287,377	\$ -	\$ 12,855,301	\$ 19,142,678
Investments	13,164,402	1,462,296	5,876,694	20,503,392
Receivables:				
Property Taxes	2,716,314	14,360	-	2,730,674
Excise:	479,314	-	-	479,314
Departmental	690,451	-	6,735	697,186
Intergovernmental	9,689,961	-	2,544,044	12,234,005
Other	21,121	-	-	21,121
Total Assets	<u>\$ 33,048,940</u>	<u>\$ 1,476,656</u>	<u>\$ 21,282,774</u>	<u>\$ 55,808,370</u>
LIABILITIES AND FUND BALANCES				
Liabilities:				
Warrants and Accounts Payable	\$ 1,851,380	\$ 7,986	\$ 1,033,884	\$ 2,893,250
Deferred Revenue	13,513,155	14,360	6,735	13,534,250
Accrued Liabilities	3,091,656	526	109,525	3,201,707
Retainage payable	-	-	104,196	104,196
Refunds Payable	328,930	-	-	328,930
Notes Payable	-	-	1,483,000	1,483,000
Other Liabilities	113,836	-	5,326	119,162
Total Liabilities	<u>18,898,957</u>	<u>22,872</u>	<u>2,742,666</u>	<u>21,664,495</u>
Fund Balance:				
Reserved for Encumbrances and Continuing Appropriations	3,047,136	-	-	3,047,136
Reserved for Expenditures	4,147,716	-	-	4,147,716
Reserved for other Specific Purposes	770,413	-	-	770,413
Reserved for Permanent Funds	-	-	188,478	188,478
Unreserved:				
Undesignated, Reported In:				
General Fund	6,184,718	-	-	6,184,718
Special Revenue Funds	-	1,453,784	9,383,009	10,836,793
Capital Project Funds	-	-	7,600,560	7,600,560
Permanent Funds	-	-	1,368,061	1,368,061
Total Fund Balances	<u>14,149,983</u>	<u>1,453,784</u>	<u>18,540,108</u>	<u>34,143,875</u>
Total Liabilities and Fund Balances	<u>\$ 33,048,940</u>	<u>\$ 1,476,656</u>	<u>\$ 21,282,774</u>	<u>\$ 55,808,370</u>

(1) Extracted from the audited financial statements of the Town.

TOWN OF NEEDHAM, MASSACHUSETTS
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCE
AS OF JUNE 30, 2012 (1)

REVENUES:	General	Community Preservation Fund	Town Hall Renovation Fund	Nonmajor Governmental Funds	Total Governmental Funds
Property Taxes	\$ 95,321,535	\$ 1,619,595	\$ -	\$ -	\$ 96,941,130
Excise Taxes	4,357,996	-	-	-	4,357,996
Penalties, Interest & Other Taxes	1,253,898	2,225	-	-	1,256,123
Charges for Services	937,946	-	-	5,781,445	6,719,391
Departmental	654,886	-	-	-	654,886
Licenses and Permits	1,950,768	-	-	-	1,950,768
Intergovernmental	20,983,554	417,271	6,067,548	6,481,766	33,950,139
Investment Income	257,434	52,255	-	12,535	322,224
Fines and Forfeitures	235,632	-	-	-	235,632
Contributions	-	-	-	482,130	482,130
Other	625,721	-	-	79,912	705,633
Total Revenues	\$ 126,579,370	\$ 2,091,346	\$ 6,067,548	\$ 12,837,788	\$ 147,576,052
EXPENDITURES:					
General Government	4,488,463	172,862	-	71,279	4,732,604
Public Safety	13,408,932	-	-	69,349	13,478,281
Education	66,722,685	-	-	10,350,310	77,072,995
Public Works	5,567,194	-	-	79,832	5,647,026
Maintenance	7,414,663	-	19,884,378	13,230,234	40,529,275
Health and Human Services	1,218,079	-	-	323,466	1,541,545
Culture and Recreation	2,043,808	-	-	899,221	2,943,029
Employee Benefits	7,725,321	-	-	-	7,725,321
Other	455,170	-	-	-	455,170
Debt Service					-
Principal	7,203,678	-	-	-	7,203,678
Interest	2,659,206	-	-	-	2,659,206
Intergovernmental	1,165,155	-	-	-	1,165,155
Total Expenditures	120,072,354	172,862	19,884,378	25,023,691	165,153,285
Excess (Deficiency) of Revenues Over Expenditures	6,507,016	1,918,484	(13,816,830)	(12,185,903)	(17,577,233)
Other Financing Sources (Uses)					
Issuance of Bonds	-	-	-	2,460,000	2,460,000
Issuance of Refunded Debt	10,995,000	-	-	-	10,995,000
Payment to Refunding Escrow Agent	(11,065,000)	-	-	-	(11,065,000)
Bond Premium	207,238	-	-	-	207,238
Transfers In	2,500,159	-	276,005	2,594,553	5,370,717
Transfers out	(4,458,706)	(300,000)	-	(724,931)	(5,483,637)
Total Other Financing Sources - Net	(1,821,309)	(300,000)	276,005	4,329,622	2,484,318
Net Change in Fund Balances	4,685,707	1,618,484	(13,540,825)	(7,856,281)	(15,092,915)
Fund Balances, at Beginning of Year as Reclassified	20,938,703	2,718,351	3,911,180	12,688,469	40,256,703
Fund Balances, at End of Year	\$ 25,624,410	\$ 4,336,835	\$ (9,629,645)	\$ 4,832,188	\$ 25,163,788

(1) Extracted from the audited financial statements of the Town.

**TOWN OF NEEDHAM, MASSACHUSETTS
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCE
AS OF JUNE 30, 2011(1)**

REVENUES:	General	Community Preservation Fund	Town Hall Renovation Fund	Nonmajor Governmental Funds	Total Governmental Funds
Property Taxes	\$ 93,024,263	\$ 1,564,254	\$ -	\$ -	\$ 94,588,517
Excise Taxes	4,256,790	-	-	-	4,256,790
Penalties, Interest & Other Taxes	1,230,729	2,653	-	-	1,233,382
Charges for Services	946,196	-	-	5,506,410	6,452,606
Departmental	842,350	-	-	-	842,350
Licenses and Permits	1,441,264	-	-	-	1,441,264
Intergovernmental	20,712,707	401,199	-	6,523,234	27,637,140
Investment Income	164,820	36,536	-	338,487	539,843
Fines and Forfeitures	260,862	-	-	-	260,862
Contributions	-	-	-	423,032	423,032
Other	130,218	-	-	32,748	162,966
Total Revenues	\$ 123,010,199	\$ 2,004,642	\$ -	\$ 12,823,911	\$ 137,838,752
EXPENDITURES:					
General Government	4,376,308	740,075	-	149,499	5,265,882
Public Safety	14,331,213	-	-	105,004	14,436,217
Education	64,720,506	-	-	9,747,801	74,468,307
Public Works	5,956,425	-	-	39,377	5,995,802
Maintenance	7,961,342	-	8,591,910	7,833,374	24,386,626
Health and Human Services	1,205,738	-	-	370,447	1,576,185
Culture and Recreation	2,078,044	-	-	707,447	2,785,491
Employee Benefits	7,069,136	-	-	-	7,069,136
Debt Service	-	-	-	-	-
Principal	8,426,975	-	-	-	8,426,975
Interest	2,579,079	-	-	-	2,579,079
Intergovernmental	1,099,885	-	-	-	1,099,885
Total Expenditures	119,804,651	740,075	8,591,910	18,952,949	148,089,585
Excess (Deficiency) of Revenues Over Expenditures	3,205,548	1,264,567	(8,591,910)	(6,129,038)	(10,250,833)
Other Financing Sources (Uses)	-	-	6,000,000	9,349,697	15,349,697
Issuance of Bonds	-	-	-	-	302,525
Bond Premium	302,525	-	-	-	-
Operating Transfers In	1,807,490	-	-	2,066,564	3,874,054
Operating Transfers Out	(2,846,999)	-	-	(315,616)	(3,162,615)
Total Other Financing Sources - Net	(736,984)	-	6,000,000	11,100,645	16,363,661
Net Change in Fund Balances	2,468,564	1,264,567	(2,591,910)	4,971,607	6,112,828
Beginning Fund Balance	18,470,139	1,453,784	4,461,254	9,758,698	34,143,875
Ending Fund Balance	20,938,703	2,718,351	1,869,344	14,730,305	40,256,703

(1) Extracted from the audited financial statements of the Town.

TOWN OF NEEDHAM, MASSACHUSETTS
COMPARATIVE STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCE - GENERAL FUND (1)

	June 30,		
	2008	2009	2010
REVENUES:			
Property Taxes, net of Prov. For Abate.	\$ 77,308,742	\$ 81,525,742	\$ 87,242,948
Motor Vehicle Excise	4,392,444	4,129,367	3,879,790
Intergovernmental	18,600,195	19,172,726	19,337,306
Interest and Dividends	1,269,189	718,000	497,129
Departmental and Other	993,553	920,588	974,413
Charges for Services	846,261	948,713	958,007
Licenses and Permits	2,086,461	1,192,088	1,150,532
Fines and Forfeitures	253,127	264,567	250,588
Penalties, Interest & Other Income	649,643	713,231	813,967
Contributions	-	-	-
Other	298,934	67,043	96,818
Total Revenues	<u>\$ 106,698,549</u>	<u>\$ 109,652,065</u>	<u>\$ 115,201,498</u>
EXPENDITURES:			
General Government	3,756,182	4,157,763	4,072,409
Public Safety	13,185,701	13,559,276	14,199,625
Education	56,049,800	58,723,273	62,159,816
Public Works	4,968,015	5,751,399	5,248,762
Building Maintenance	6,770,648	7,468,136	7,288,825
Human Services	1,009,242	1,115,610	1,168,426
Culture and Recreation	1,912,175	1,955,017	2,003,985
Employee Benefits	6,897,381	6,911,134	6,863,095
Other	1,032,441	-	-
State and County Assessment	-	-	1,064,984
Debt Service	7,283,298	8,361,650	6,636,977
Intergovernmental	-	1,043,179	2,422,598
Total Expenditures	<u>102,864,883</u>	<u>109,046,437</u>	<u>113,129,502</u>
Excess (Deficiency) of Revenues Over Expenditures	3,833,666	605,628	2,071,996
Other Financing Sources (Uses)			
Refunding	-	-	-
Bond Premium	109,318	207,033	244,378
Payments to Escrow	-	-	-
Operating Transfers In	1,709,696	1,735,496	1,942,584
Operating Transfers Out	<u>(4,442,527)</u>	<u>(5,961,813)</u>	<u>(3,381,509)</u>
Total Other Financing Sources - Net	<u>(2,623,513)</u>	<u>(4,019,284)</u>	<u>(1,194,547)</u>
Excess (Deficiency) of Revenues and Other Sources over Expenditures and Other Uses	1,210,153	(3,413,656)	877,449
Beginning Fund Balance	<u>15,476,037</u>	<u>16,686,190</u>	<u>13,272,534</u>
Ending Fund Balance	<u>\$16,686,190</u>	<u>\$13,272,534</u>	<u>\$14,149,983</u>

(1) Extracted from the audited financial statements of the Town.

Free Cash and Undesignated Fund Balances

Under Massachusetts law an amount known as "free cash" is certified as of the beginning of each fiscal year by the State Bureau of Accounts and this, together with certain subsequent tax receipts, is used as the basis for subsequent appropriations from available funds, which are not required to be included in the annual tax levy. Subject to certain adjustments, free cash is surplus revenue (or, in the Town's case, Unreserved Fund Balance) less uncollected and overdue property taxes from prior years.

The following table sets forth the trend in free cash as certified by the Bureau of Accounts as well as the Undesignated General Fund balance.

<u>Fiscal Year</u>	<u>Free Cash (July 1)</u>	<u>Undesignated General Fund Balance</u>
2013	\$2,153,808	N/A
2012	5,366,720	\$10,846,842 (1)
2011	3,380,269	8,863,948 (1)
2010	3,568,037	6,184,718
2009	3,145,416	6,140,369
2008	5,810,170	6,347,010

(1) Due to the changes in GASB fund balance reporting practices, Unassigned General Fund Balance includes Stabilization Fund Balances.

(2) The Town's Free Cash increased due to several one-time factors, insurance recoveries, investment income earned on some temporary higher cash balances resulting from several school projects, and favorable trends with the Town's health insurance program.

Stabilization Fund

The Town maintains a stabilization fund, which is accounted for in the Trust Funds. Funded by an appropriation, the Stabilization Fund plus interest income may be appropriated at an annual or special town meeting for any purpose. The following table sets forth the trend in Stabilization Fund balance.

<u>Fiscal Year</u>	<u>Stabilization Fund Balance (June 30)</u>
2013 (estimate)	\$3,718,000
2012	3,656,504
2011	3,628,348
2010	3,457,338
2009	3,296,042

Capital Improvement Fund

The Town continues to provide additional funding to its newly established capital improvement fund, which helps ensure the replacement of capital equipment, however there were no draws on the Town's Stabilization Fund to support any operating or capital expenditures. Effective as of December 31, 2010, the balance in the capital improvement fund was \$560,238. The following table sets forth the trend in Capital Improvement Fund balance.

<u>Fiscal Year</u>	<u>Capital Improvement Fund Balance (June 30)</u>
2013 (estimate)	\$649,000
2012	597,549
2011	561,002

Capital Facility Fund

The newly established Capital Facilities Fund exists primarily to fund building improvements. As of December 31, 2010, the balance in the fund was \$732,222. The following table sets forth the trend in Capital Facility Fund balance.

<u>Fiscal Year</u>	<u>Capital Facility Fund Balance (June 30)</u>
2013 (estimate)	\$1,293,000
2012	1,150,251
2011	733,221

Athletic Facility Fund

In fiscal year 2013, the Town created a stabilization fund to cover the costs of the eventual replacement of the Town's artificial turf fields. The Town appropriated \$283,000 to the Fund in fiscal year 2013 and appropriated an additional \$50,450 for fiscal year 2014.

Tax Increment Financing for Development Districts

Under recent legislation, cities and towns are authorized to establish development districts to encourage increased residential, industrial and commercial activity. All or a portion of the taxes on growth in assessed value in such districts may be pledged and used solely to finance economic development projects pursuant to the city or town's development program for the district. This includes pledging such "tax increments" for the payment of bonds issued to finance such projects. As a result of any such pledge, tax increments raised from new growth properties in development districts are not available for other municipal purposes. Tax increments are taken into account in determining the total taxes assessed for the purpose of calculating the maximum permitted tax levy under Proposition 2½ (see "Tax Limitations" under "PROPERTY TAXATION" above.)

In December 2012, the Town established a tax increment district in connection with the relocation of Trip Advisors LLC, an internet based travel agency, with approximately 450 employees to Needham from Newton, Massachusetts. The economic opportunity area was created pursuant to Chapter 23A of the Massachusetts General Laws in conjunction with the Massachusetts Office of Business Development's Economic Assistance Coordinating Council. The 13-year agreement exempts 76% of Trip Advisors' growth in assessed value for the first five years and exempts 1% of the growth in years 6 through 13.

INDEBTEDNESS

Authorization Procedure and Limitations

Serial bonds and notes are authorized by a two-thirds vote of the town meeting. Provision is made for a referendum on the borrowing authorization if there is a timely filing of a petition bearing the requisite number of signatures. Refunding bonds and notes are authorized by the selectmen. Borrowings for some purposes require State administrative approval.

When serial bonds or notes have been authorized, bond anticipation notes may be issued by the officers authorized to issue the serial bonds or notes. Temporary debt in anticipation of the revenue of the fiscal year in which the debt is incurred or in anticipation of authorized federal and state aid generally may be incurred by the treasurer with the approval of the selectmen.

Debt Limits

General Debt Limit. The General Debt Limit of a city or town consists of a Normal Debt Limit and a Double Debt Limit. The Normal Debt Limit is 5 percent of the valuation of taxable property as last equalized by the State Department of Revenue. A city or town can authorize debt up to this amount without state approval. It can authorize debt up to twice this amount (the Double Debt Limit) with the approval of the state Municipal Finance Oversight Board ("MFOB") composed of the State Treasurer, the State Auditor, the Attorney General and the Director of Accounts.

There are many categories of general obligation debt which are exempt from and do not count against the General Debt Limit. Among others, these exempt categories include revenue anticipation notes and grant anticipation notes; emergency loans; loans exempted by special laws; certain school bonds, sewer bonds, solid waste disposal facility bonds and economic development bonds supported by tax increment financing; and subject to special debt limits, bonds for water (limited to 10 percent of equalized valuation), housing, urban renewal and economic development (subject to various debt limits), and electric, gas, community antenna television systems, and telecommunications systems (subject to a separate limit). Revenue bonds are not subject to these debt limits. The General Debt Limit and the special debt limit for water bonds apply at the time the debt is authorized. The other special debt limits generally apply at the time the debt is incurred.

Revenue Anticipation Notes. The amount borrowed in each fiscal year by the issue of revenue anticipation notes is limited to the tax levy of the prior fiscal year, together with the net receipts in the prior fiscal year from the motor vehicle excise and certain payments made by the Commonwealth in lieu of taxes. The fiscal year ends on June 30. Notes may mature in the following fiscal year, and notes may be refunded into the following fiscal year to the extent of the uncollected, unabated current tax levy and certain other items, including revenue deficits, overlay deficits, final judgments and lawful unappropriated expenditures, which are to be added to the next tax levy, but excluding deficits arising from a failure to collect taxes of earlier years. (See "Taxation to Meet Deficits" under "PROPERTY TAXATION" above.) In any event, the period from an original borrowing to its final maturity cannot exceed one year.

Types of Obligations

General Obligations. Massachusetts cities and towns are authorized to issue general obligation indebtedness of these types:

Serial Bonds and Notes. These are generally required to be payable in annual principal amounts beginning no later than the end of the next fiscal year commencing after the date of issue and ending within the terms permitted by law. A level debt service schedule, or a schedule that provides for a more rapid amortization of principal than level debt service, is permitted. The principal amounts of certain economic development bonds supported by tax increment financing may be payable in equal, diminishing or increasing amounts beginning within 5 years after the date of issue. The maximum terms of serial bonds and notes vary from one year to 40 years, depending on the purpose of the issue. The maximum terms permitted are set forth in the statutes. In addition, for many projects, the maximum term may be determined in accordance with useful life guidelines promulgated by the State Department of Revenue. Serial bonds and notes may be issued for the purposes set forth in the statutes. In addition, serial bonds and notes may be issued for any other public work improvement or asset not specifically listed in the Statutes that has a useful life of at least 5 years. Bonds or notes may be made callable and redeemed prior to their maturity, and a redemption premium may be paid. Refunding bonds or notes may be issued subject to the maximum applicable term measured from the date of the original bonds or notes and must produce present value savings over the debt service of the refunded bonds. Generally, the first required annual payment of principal of the refunding bonds cannot be later than the first principal payment of any of the bonds or notes being refunded thereby, however, principal payments made before the first principal payment of any of the bonds or notes being refunded thereby may be in any amount.

Serial bonds may be issued as "qualified bonds" with the approval of the state MFOB, subject to such conditions and limitations (including restrictions on future indebtedness) as may be required by the MFOB. Qualified bonds may mature not less than 10 nor more than 30 years from their dates and are not subject to the amortization requirements described above. The State Treasurer is required to pay the debt service on qualified bonds and thereafter to withhold the amount of the debt

service paid by the State from state aid or other state payments; administrative costs and any loss of interest income to the State are to be assessed upon the city or town.

Tax Credit Bonds or Notes. Subject to certain provisions and conditions, the officers authorized to issue bonds or notes may designate any duly authorized issue of bonds or notes as "tax credit bonds" to the extent such bonds and notes are otherwise permitted to be issued with federal tax credits or other similar subsidies for all or a portion of the borrowing costs. Tax credit bonds may be made payable without regard to the annual installments required by any other law, and a sinking fund may be established for the payment of such bonds. Any investment that is part of such a sinking fund may mature not later than the date fixed for payment or redemption of the applicable bonds.

Bond Anticipation Notes. These generally must mature within two years of their original dates of issuance but may be refunded from time to time for a period not to exceed five years from their original dates of issuance, provided that for each year that the notes are refunded beyond the second year they must be paid in part from revenue funds in an amount at least equal to the minimum annual payment that would have been required if the bonds had been issued at the end of the second year. For certain school projects, however, notes may be refunded from time to time for a period not to exceed seven years without having to pay any portion of the principal of the notes from revenue funds. The maximum term of bonds issued to refund bond anticipation notes is measured (except for certain school projects) from the date of the original issue of the notes.

Revenue Anticipation Notes. These are issued to meet current expenses in anticipation of taxes and other revenues. They must mature within one year but, if payable in less than one year, may be refunded from time to time up to one year from the original date of issue. The Town has not issued revenue anticipation notes during the past twenty fiscal years.

Grant Anticipation Notes. These are issued for temporary financing in anticipation of federal grants and state and county reimbursements. Generally, they must mature within two years but may be refunded from time to time as long as the municipality remains entitled to the grant or reimbursement.

Revenue Bonds. Cities and towns may issue revenue bonds for solid waste disposal facilities, for projects financed under the Commonwealth's Water Pollution Abatement or Drinking Water Revolving Loan Programs and for certain economic development projects supported by tax increment financing. In addition, cities and towns having electric departments may issue electric revenue bonds, and notes in anticipation of such bonds, subject to the approval of the State Department of Telecommunications and Energy.

DIRECT DEBT SUMMARY (1)
Projected as of June 30, 2013

Long-Term Debt Outstanding:			
Within the General Debt Limit:			
Sewers & Drains	\$	3,937,554	
Schools		58,295,000	
Other Inside General		19,714,000	
Total Within the General Debt Limit			\$ 81,946,554
Outside the General Debt Limit:			
Other Outside General		33,240	
Water		5,336,861	
Sewer		1,019,682	
Total Outside the General Debt Limit			<u>6,389,782</u>
Total Bonded Debt			88,336,336
Bonds dated June 28, 2013			\$ 5,945,000
Short-Term Debt:			
Bond Anticipation Notes Outstanding Projected as of July 2, 2013(2)		6,510,000	
Total Short-Term Debt Outstanding			<u>6,510,000</u>
Total Direct Debt			<u><u>\$ 100,791,336</u></u>

(1) Principal amount only. Excludes lease and installment purchase obligations, overlapping debt, unfunded pension liability and other post-employment benefits liability.
(2) Payable December 2, 2013.

Debt Ratios

The following table sets forth debt as a percentage of assessed valuation and per capita debt at the end of the following fiscal years. The table considers the principal amount of general obligation bonds of the Town. The table does not deduct anticipated state grant payments applicable to the principal amount of outstanding bonds or debt that may be supported in whole, or part, by non-tax revenues.

Fiscal Year End	General Obligation Bonds Outstanding	Population (2010 Federal Census)	Local Assessed Valuation	Per Capita Debt	Debt as a % of Assessed Valuation
2013	\$ 88,336,336 (1)	28,886	\$ 7,923,989,930	\$3,058	1.11 %
2012	85,101,441	28,886	7,833,149,500	2,946	1.09
2011	91,953,197	28,886	7,576,258,088	3,183	1.21
2010	85,433,027	28,886	7,431,763,903	2,958	1.15
2009	73,768,354	28,886	7,331,302,203	2,554	1.01

(1) Projected as of June 30, 2013.

Principal Payments by Purpose

The following table sets forth the principal payments by purpose for the Town's outstanding bonds projected as of June 30, 2013.

GENERAL OBLIGATION BONDS Principal Payments by Purpose Projected as of June 30, 2013

Fiscal Year	General	School	Water	Sewer	Total (1)	Cumulative % Retired
2014	\$ 2,804,810	\$ 4,679,000	\$ 744,148	\$ 974,001	\$ 9,201,959	10.4%
2015	2,507,810	4,642,000	759,835	798,605	8,708,250	20.3%
2016	2,207,724	4,412,000	635,535	626,123	7,881,382	29.2%
2017	2,192,724	4,197,000	646,249	607,900	7,643,873	37.9%
2018	1,697,724	4,182,000	663,978	575,202	7,118,905	45.9%
2019	1,547,724	4,142,000	685,722	567,602	6,943,048	53.8%
2020	1,537,724	4,082,000	173,480	182,802	5,976,006	60.5%
2021	758,000	3,967,000	194,253	115,000	5,034,253	66.2%
2022	758,000	3,952,000	195,043	115,000	5,020,043	71.9%
2023	683,000	3,947,000	195,848	115,000	4,940,848	77.5%
2024	673,000	3,857,000	71,669	40,000	4,641,669	82.8%
2025	648,000	3,227,000	72,506	40,000	3,987,506	87.3%
2026	572,000	2,423,000	48,361	40,000	3,083,361	90.8%
2027	567,000	1,923,000	49,233	40,000	2,579,233	93.7%
2028	247,000	1,643,000	50,121	65,000	2,005,121	96.0%
2029	237,000	1,238,000	56,029	55,000	1,586,029	97.8%
2030	52,000	448,000	46,953	-	546,953	98.4%
2031	52,000	448,000	47,898	-	547,898	99.0%
2032	2,000	443,000	-	-	445,000	99.5%
2033	2,000	443,000	-	-	445,000	100.0%
TOTAL	\$ 19,747,240	\$ 58,295,000	\$ 5,336,861	\$ 4,957,235	\$ 88,336,336	

(1) \$58,878,240 principal has been voted exempt from Proposition 2½.

Debt Service Requirements

The following table sets forth the required principal and interest payments on outstanding general obligation bonds of the Town projected as of June 30, 2013, including debt service subsidies expected to be received from the MSBA and Massachusetts Water Pollution Abatement Trust.

GENERAL OBLIGATION DEBT Projected as of June 30, 2013 (1)

Fiscal Year	Outstanding		Bonds Dated 6/28/2013		Less MSBA Subsidies	Less MWPAT Subsidies	Total Net Debt Service	Cumulative % Retired
	Principal	Interest	Principal	Interest				
2014	\$ 9,201,959	\$ 2,919,856	\$ 350,000	\$ 159,515	\$ (745,381)	\$ (65,639)	\$ 11,820,311	10.1 %
2015	8,708,250	2,569,146	335,000	181,656	(745,381)	(62,190)	10,986,481	19.7
2016	7,881,382	2,321,856	335,000	171,606	(745,381)	(57,718)	9,906,745	28.4
2017	7,643,873	2,091,630	325,000	161,706	(745,381)	(54,353)	9,422,475	36.9
2018	7,118,905	1,857,928	320,000	150,431	(745,381)	(49,722)	8,652,162	44.8
2019	6,943,048	1,629,724	290,000	138,231	(745,381)	(45,857)	8,209,765	52.5
2020	5,976,006	1,382,738	290,000	126,631	(745,381)	(9,583)	7,020,411	59.1
2021	5,034,253	1,182,303	290,000	116,481	(745,381)	-	5,877,656	64.7
2022	5,020,043	995,832	290,000	107,781	(745,381)	-	5,668,275	70.4
2023	4,940,848	810,208	290,000	99,081	(745,381)	-	5,394,755	75.9
2024	4,641,669	629,482	285,000	90,456	(745,381)	-	4,901,227	81.2
2025	3,987,506	471,059	285,000	81,906	-	-	4,825,472	85.7
2026	3,083,361	338,626	285,000	73,356	-	-	3,780,343	89.3
2027	2,579,233	226,984	285,000	64,806	-	-	3,156,023	92.3
2028	2,005,121	143,903	285,000	55,900	-	-	2,489,924	94.7
2029	1,586,029	79,232	285,000	46,459	-	-	1,996,721	96.7
2030	546,953	46,252	280,000	36,750	-	-	909,956	97.6
2031	547,898	33,429	280,000	26,775	-	-	888,102	98.5
2032	445,000	20,025	280,000	16,450	-	-	761,475	99.2
2033	445,000	6,675	280,000	5,600	-	-	737,275	100.0
Total	\$ 88,336,336	\$ 19,756,889	\$ 5,945,000	\$ 1,911,581	(\$8,199,191)	(\$345,062)	\$ 107,405,554	

(1) \$58,878,240 in principal and \$14,523,416 in interest has been voted exempt from Proposition 2½.

Authorized Unissued Debt and Prospective Financing

Following delivery of the Bonds, the Town will have the following authorized unissued debt:

Amount	Purpose	Original Authorization
\$ 42,500	Recreation Plans	\$ 100,000
104,600	Remodeling	126,875
30,000	Water	913,500
25,000	Sewer Mains	3,500,000
5,000	School	20,475,000
338,093	Sewer	1,806,800
600,294	Water Main	600,294
18,000	Sewer Pump Station	770,000
64,000	Administration Building	5,725,000
50,497	Sewer Pump Station	577,500
157,000	Drainage	200,000
1,844,125	Town Hall Renovations	11,300,000
938,060	Newman School Repairs	26,962,128
249,800	Roads, Bridges, Sidewalks	1,236,300
475,369	Pollard School Roof	3,500,000
500,000	Town Infrastructure Repair	1,100,000
80,000	Booth Street Reconstruction	125,000
12,000	RTS Construction Equipment	86,000
152,000	Semi-Tractor Purchase	152,000
265,710	Sewer Pump Station	6,300,000
6,934,308	Senior Center Construction	8,051,808
600,000	Streets, Sidewalks & Brook Wall	600,000
142,500	Land Acquisition	1,805,000
218,000	Transfer Station	400,000
150,000	Land Acquisition	950,000
<u>\$ 13,996,856</u>		

- (1) Debt service on water and sewer authorizations is expected to be paid entirely from the Water and Sewer Enterprise Fund.
(2) Debt service on these projects has been exempted from the limits of Proposition 2 ½.

Overlapping Debt

The Town is a member of the MWRA, the MBTA and the Minuteman Regional Vocational Technical School District. The following table sets forth the outstanding bonded debt, exclusive of temporary loans in anticipation of bonds or current revenue, of Norfolk County, the MWRA, the MBTA and the Minuteman Regional Vocational Technical School District, and the Town's estimated gross share of such debt and the estimated fiscal year 2013 dollar assessment for each.

Overlapping Entity	Outstanding Debt	Needham's Estimated Share (1)	Fiscal 2013 Dollar Assessment (2)
Norfolk County(3)	\$ 700,000	6.50	\$ 345,081
Massachusetts Water Resources Authority(4)			
Water	2,034,145,000	0.2390	964,345
Sewer	4,004,845,000	1.3330	5,381,187
Massachusetts Bay Transportation Authority(5)	5,769,214,580	0.51	610,419
Minuteman Regional Vocational Technical School District(6)	0	N/A	780,038

- (1) Estimated share based on debt service only.
(2) Estimated dollar assessment based upon total net operating expenses, inclusive (where applicable) of debt service.
(3) SOURCE: Norfolk County Treasurer. Debt as of June 30, 2012. County expenses including debt service on county bonds are assessed upon the cities and towns within the county in proportion to their taxable valuation as last equalized by the State Commissioner of Revenue. Amounts shown are based on the most recent equalized valuations. Legislation was enacted in 1997 abolishing the county governments of Franklin and Middlesex Counties as of July 1, 1997, with their assets, functions, debts and other obligations being assumed by the Commonwealth. The legislation also abolished the county governments of

Hampden and Worcester counties as of July 1, 1998. Legislation enacted in 1998 abolished the county governments of Hampshire, Essex and Berkshire counties as of January 1, 1999, July 1, 1999 and July 1, 2000, respectively. The legislation also requires the state secretary for administration and finance to establish a plan to recover the Commonwealth's expenditures for the liabilities and other debts assumed and paid by the Commonwealth on behalf of an abolished county. Unless these provisions are changed by further legislation, the state treasurer shall assess upon each city and town within the jurisdiction of an abolished county an amount not exceeding or equal to the county tax paid by each such city and town for the fiscal year immediately prior to the abolishment of the county until such expenditures by the Commonwealth are recovered. It is possible that similar legislation will be sought to provide for the abolishment of county government in all the remaining counties.

- (4) SOURCE: MWRA. Debt as of June 30, 2012. The MWRA provides wholesale drinking water services in whole or in part to 48 cities, towns and special purpose entities and provides wastewater, collection and treatment services to 43 cities, towns and special purpose entities. Under its enabling legislation, as amended, the MWRA may borrow up to \$6.1 billion for its corporate purposes. Its obligations are secured by revenues of the MWRA. The MWRA assesses member cities, towns and special purpose entities, which continue to provide direct retail water and sewer services to users. The cities, towns and special purpose entities collect fees from the users to pay all or part of the assessments; some municipalities levy property taxes to pay part of the amounts assessed upon them.
- (5) SOURCE: MBTA Debt as of June 30, 2012. The assessment is for fiscal year 2013. The MBTA was created in 1964 to finance and operate mass transportation facilities within the greater Boston metropolitan area. Under its enabling act, the MBTA is authorized to issue bonds for capital purposes, other than refunding bonds, and for certain specified purposes to an outstanding amount, which does not exceed the aggregate principal amount of \$3,556,300,000. In addition, pursuant to certain of the Commonwealth's transportation bond bills, the MBTA is authorized to issue additional bonds for particular capital projects. The MBTA also is authorized to issue bonds of the purpose of refunding bonds. Under the MBTA's enabling act debt service, as well as other operating expenses of the MBTA, are to be financed by a dedicated revenue stream consisting of the amounts assessed on the cities and towns of the MBTA and a dedicated portion of the statewide sales tax. The amount assessed to each city and town is based on its weighted percentage of the total population of the authority as provided in the enabling act. The aggregate amount of such assessments is generally not permitted to increase by more than 2.5 percent per year.
- (6) SOURCE: Minuteman Regional Vocational Technical School District. Debt as of June 30, 2012. Towns may organize regional school districts to carry out general or specialized educational functions. Pursuant to special laws a number of cities may also participate in regional school districts, primarily for vocational education. The operating expenses and debt service of regional school districts are apportioned among the member municipalities in accordance with the agreements establishing the districts subject to the provisions of the Education Reform Act of 1993. The District has no short term debt outstanding and no authorized unissued debt.

Contractual Obligations

Municipal contracts are generally limited to currently available appropriations. A city or town generally has authority to enter into contracts for the exercise of any of its corporate powers for any period of time deemed to serve its best interest, but generally only when funds are available for the first fiscal year; obligations for succeeding fiscal years generally are expressly subject to availability and appropriation of funds. Municipalities have specific authority in relatively few cases to enter long-term contractual obligations that are not subject to annual appropriation, including contracts for refuse disposal and sewage treatment and disposal. Municipalities may also enter into long-term contracts in aid of housing and renewal projects. There may be implied authority to make other long-term contracts required to carry out authorized municipal functions, such as contracts to purchase water from private water companies.

Municipal contracts relating to solid waste disposal facilities may contain provisions requiring the delivery of minimum amounts of waste and payments based thereon and requiring payments in certain circumstances without regard to the operational status of the facilities.

Municipal electric departments have statutory power to enter into long-term contracts for joint ownership and operation of generating and transmission facilities and for the purchase or sale of capacity, including contracts requiring payments without regard to the operational status of the facilities. The Town does not have an electric light department.

Pursuant to the Home Rule Amendment to the Massachusetts Constitution, cities and towns may also be empowered to make other contracts and leases.

The Town currently has a twenty year contract expiring June 30, 2028 for transportation and disposal of solid waste. The tipping fee rate is \$74.01 per ton as of July 1, 2012 for fiscal year 2013. The amount budgeted for this contract in fiscal 2013 was \$670,000.

RETIREMENT PLAN

The Massachusetts General Laws provide for the establishment of contributory retirement systems for state employees, for teachers and for county, city and town employees other than teachers. Teachers are assigned to a separate statewide teachers' system and not to the city and town systems. For all employees other than teachers, this law is subject to acceptance in each city and town. Substantially all employees of an accepting city or town are covered. If a town has a population of less than 10,000 when it accepts the statute, its non-teacher employees participate through the county system and its share of the county cost is proportionate to the aggregate annual rate of regular compensation of its covered employees. In addition to the contributory systems, cities and towns provide non-contributory pensions to a limited number of employees, primarily persons who entered service prior to July 1, 1937 and their dependents. The Public Employee Retirement Administration Commission ("PERAC") provides oversight and guidance for and regulates all state and local retirement systems.

The obligations of a city or town, whether direct or through a county system, are contractual legal obligations and are required to be included in the annual tax levy. If a city or town, or the county system of which it is a member, has not established a retirement system funding schedule as described below, the city or town is required to provide for the payment of the portion of its current pension obligations which is not otherwise covered by employee contributions and investment income. "Excess earnings," or earnings on individual employees' retirement accounts in excess of a predetermined rate, are required to be set aside in a pension reserve fund for future, not current, pension liabilities. Cities and towns may voluntarily appropriate to their system's pension reserve fund in any given year up to five percent of the preceding year's tax levy. The aggregate amount in the fund may not exceed ten percent of the equalized valuation of the city or town.

If a city or town, or each member city and town of a county retirement system, has accepted the applicable law, it is required to annually appropriate an amount sufficient to pay not only its current pension obligations, but also a portion of its future pension liability. The portion of each such annual payment allocable to future pension obligations is required to be deposited in the pension reserve fund. The amount of the annual city or town appropriation for each such system is prescribed by a retirement system funding schedule which is periodically reviewed and approved by PERAC. Each system's retirement funding schedule is designed to reduce the unfunded actuarial pension liability of the system to zero by not later than June 30, 2030, with annual increases in the scheduled payment amounts of not more than 4.5 percent. The funding schedule must provide that the payment in any year of the schedule is not less than 95 percent of the amount appropriated in the previous fiscal year. City, town and county systems which have an approved retirement funding schedule receive annual pension funding grants from the Commonwealth for the first 16 years of such funding schedule.

Pursuant to recent legislation, a system (other than the state employees' retirement system and the teachers' retirement system) which conducts an actuarial valuation as of January 1, 2009, or later, may establish a revised schedule which reduces the unfunded actuarial liability to zero by not later than June 30, 2040, subject to certain conditions. If the schedule is so extended under such provisions and a later updated valuation allows for the development of a revised schedule with reduced payments, the revised schedule shall be adjusted to provide that the appropriation for each year shall not be less than that for such year under the prior schedule, thus providing for a shorter schedule rather than reduced payments.

City, town and county systems may choose to participate in the Pension Reserves Investment Trust Fund (the "PRIT Fund"), which receives additional state funds to offset future pension costs of participating state and local systems. If a local system participates in the PRIT Fund, it must transfer ownership and control of all assets of its system to the Pension Reserves Investment Management Board, which manages the investment and reinvestment of the PRIT Fund. Cities and towns with systems participating in the PRIT Fund continue to be obligated to fund their pension obligations in the manner described above. The additional state appropriations to offset future pension liabilities of state and local systems participating in the PRIT Fund are required to total at least 1.3 percent of state payroll. Such additional state appropriations are deposited in the PRIT Fund and shared by all participating systems in proportion to their interests in the assets of the PRIT Fund as of July 1 for each fiscal year.

Cost-of-living increases for each local retirement system may be granted and funded only by the local system, and only if it has established a funding schedule. Those statutory provisions are subject to acceptance by the local retirement board and approval by the local legislative body, which acceptance may not be revoked.

The Town has its own retirement system, the Needham Contributory Retirement System ("NCRS"), a cost-sharing, multi-employer defined benefit public employee retirement system. The pension plan provides pension benefits, deferred allowances, and death and disability benefits. Substantially all employees of the Town are members of the NCRS, except teachers and administrators under contract employed by the school department, who are members of the Commonwealth of Massachusetts Teachers Contributory Retirement System, to which the Town does not contribute.

The following table sets forth the trend in the Town's pension appropriations to NCRS:

<u>Year Ending</u>	<u>Contributory</u>	<u>Non-Contributory</u>
June 30, 2014 (budgeted)	\$5,420,454	\$34,100
June 30, 2013	4,997,421	33,400
June 30, 2012	4,722,775	32,700
June 30, 2011	4,552,978	59,400
June 30, 2010	4,271,094	89,000
June 30, 2009	4,121,326	119,000
June 30, 2008	3,979,000	117,000

The unfunded actuarial accrued liability of the system as of January 1, 2011 was approximately \$33,112,256. The System is currently 77.9% funded according to the last actuarial study.

The foregoing data do not include the retirement system costs or liabilities of any larger entity, such as the county.

For additional information see Appendix A.

Other Post-Employment Benefits (OPEB)

In addition to pension benefits, cities and towns may provide retired employees with health care and life insurance benefits. The portion of the cost of such benefits paid by cities or towns is generally provided on a pay-as-you-go basis. For the last five years, the Town has been appropriating its Annual Required Cost (ARC) to the OPEB fund and pays the annual healthcare costs from the fund.

The following table sets forth the trend in OPEB appropriations.

<u>Fiscal Year</u>	<u>OPEB Contribution</u>
2014 (Budgeted)	\$ 4,727,462 (1)
2013	4,523,887 (1)
2012	3,906,275
2011	3,626,375
2010	3,446,556

(1) Represents the Annual Required Contributions (ARC). The Town appropriated additional amounts of \$500,000 and \$400,000 in fiscal years, 2012 and 2013, respectively.

The Governmental Accounting Standards Board ("GASB") Statement Nos. 43 and 45 require public sector entities to report the future costs of non-pension, post-employment benefits in their financial statements. These accounting standards do not require pre-funding the payment of these costs as the liability for such costs accrues, but the basis applied by the standards for measurement of costs and liabilities for these benefits is conservative if they continue to be funded on a pay-as-you-go basis and will result in larger yearly cost and liability accruals than if the cost of such benefits were pre-funded in a trust fund in the same manner as traditional pension benefits. Cities and towns that choose to self-insure all or a portion of the cost of the health care benefits they provide to employees and retirees may establish a trust fund for the purpose of paying claims. In addition, cities and towns may establish a trust fund for the purpose of pre-funding other post-employment benefits liability in the same manner as traditional pension benefits.

The Town was required to implement the new GASB reporting requirements for other post-employment benefits beginning in fiscal year 2009. The Town has hired an outside firm which has completed the actuarial valuation of its post-employment benefit liability. The total liability for the Town is \$52,698,562 as of July 1, 2011. The ARC in fiscal year 2012 is 3,906,275. The actuarial assumptions included an 8% investment rate of return and an initial annual healthcare cost trend rate of 7% which decreases to a 4.5% long term rate for all healthcare benefits after five years.

In fiscal year 2002 the Town began funding its post retirement health insurance liability. The approximate balance as of April 2013 was \$10,212,000.

EMPLOYEE RELATIONS

The Town employs approximately 1,144 full-time equivalent employees (FTE), 781 FTE's employed by the School Department, 87 by the Public Works Department, 57 by the Police Department, 72 by the Fire Department, 55 by Public Facilities, and the balance by various other Town Departments. Town employees (other than managerial and confidential employees) are entitled to join unions and bargain collectively on questions of wages, hours and other terms and conditions of employment. Approximately 800 Town employees are represented by unions including public works, general government, police, fire, teachers, and school administrators. The police patrolman and the superior officers' contracts expire on June 30, 2015. The public works union contract expires June 30, 2014 and the firefighters' contract expires on June 30, 2016. The building maintenance and custodial contracts expire on June 30, 2015. The teachers' union contract expires August 31, 2013 and the administrators' union contract expires on June 30, 2013. The cafeteria workers, assistants & specialists and secretarial & clerical contracts all expire on June 30, 2016. The other Town union contract expires on June 30, 2013.

LITIGATION

At present there are various cases pending in various courts throughout the Commonwealth in which the Town is a defendant. In the opinion of the Town, none of the pending litigation is likely to result, either individually or in the aggregate, in final judgments against the Town that would materially affect its financial position or its ability to pay its obligations.

TOWN OF NEEDHAM, MASSACHUSETTS
/s/ Ms. Evelyn M. Poness, Treasurer

June 18, 2013

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TOWN OF NEEDHAM, MASSACHUSETTS

Annual Financial Report

For the Year Ended June 30, 2012

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MELANSON HEATH & COMPANY, PC
CERTIFIED PUBLIC ACCOUNTANTS
MANAGEMENT ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Board of Selectmen
Town of Needham, Massachusetts

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the Town of Needham, Massachusetts, as of and for the year ended June 30, 2012, (except for the Needham Contributory Retirement System which is as of and for the year ended December 31, 2011), which collectively comprise the Town's basic financial statements as listed in the Table of Contents. These financial statements are the responsibility of the Town of Needham's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the Town of Needham, as of June 30, 2012, (except the Needham Contributory Retirement system which is as of December 31, 2011), and the respective changes in financial position and cash flows, where applicable, thereof and the respective budgetary comparison for the General Fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued a report dated February 7, 2013 on our consideration of the Town's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis appearing on the following pages, and Employees' Retirement System and Other Post-employment Benefit Plan Schedules of Funding Progress appearing on page 63, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with evidence sufficient to express an opinion or provide any assurance.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Town of Needham, Massachusetts's basic financial statements. The budget and actual comparisons for Sewer, Water, and Solid Waste funds on pages 64 - 66, are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Melanson, Heath + Company P.C.
February 7, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of Town of Needham, we offer readers this narrative overview and analysis of the financial activities of the Town of Needham for the fiscal year ended June 30, 2012.

A. OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the basic financial statements. The basic financial statements are comprised of three components: (1) government-wide financial statements, (2) fund financial statements, and (3) Notes to Financial Statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide financial statements. The government-wide financial statements are designed to provide readers with a broad overview of our finances in a manner similar to a private-sector business.

The Statement of Net Assets presents information on all assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position is improving or deteriorating.

The Statement of Activities presents information showing how the government's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities include general government, public safety, education, highways and streets, public facility maintenance, health and human services, and culture and recreation. The business-type activities include sewer, water, and solid waste activities.

Fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. Fund accounting is used to ensure and demonstrate compliance with finance-related legal requirements. All of the funds can be divided into three categories: governmental funds, proprietary funds and fiduciary funds.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

An annual appropriated budget is adopted for the general fund. A budgetary comparison statement has been provided for the general fund to demonstrate compliance with this budget.

Proprietary funds. Proprietary funds are maintained as follows:

Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. Specifically, enterprise funds are used to account for sewer, water and solid waste operations.

Internal service funds are an accounting device used to accumulate and allocate costs internally among various functions. Specifically, internal service funds are used to account for self-insured workers compensation programs. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements.

Proprietary funds provide the same type of information as the business-type activities reported in the government-wide financial statements, only in more detail. The proprietary fund financial statements provide separate information for the sewer, water and solid waste operations, all of which are considered to be major funds.

Fiduciary funds. Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the Town's own programs. The accounting used for fiduciary funds is much like that used for proprietary funds. A complete copy of the Needham Contributory Retirement System financial statements can be obtained from the Retirement Board at Town Hall, Needham, Massachusetts 02492.

Notes to financial statements. The notes provide additional information that are essential to a full understanding of the data provided in the government-wide and fund financial statements.

Other information. In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information which is required to be disclosed by accounting principles generally accepted in the United States of America.

B. FINANCIAL HIGHLIGHTS

- As of the close of the current fiscal year, the total of assets exceeded liabilities by \$ 243,607,488 (i.e., net assets), a change of \$ 16,697,926 in comparison to the prior year.
- As of the close of the current fiscal year, governmental funds reported combined ending fund balances of \$ 25,163,788, a change of \$ (15,092,915) in comparison to the prior year, primarily due to Newman School capital improvements exceeding MSBA reimbursements by \$ (13,816,830) in the current year.
- At the end of the current fiscal year, unassigned fund balance for the general fund was \$ 10,846,842, a change of \$ 1,982,894 in comparison to the prior year.
- Total bonds payable at the close of the current fiscal year was \$ 85,101,440, a change of \$ (6,001,944) in comparison to the prior year.
- Total notes payable at the close of the current fiscal year was \$ 9,864,646, a change of \$ 9,052,541 in comparison to the prior year.

C. GOVERNMENT-WIDE FINANCIAL ANALYSIS

The following is a summary of condensed government-wide financial data for the current and prior fiscal years.

Net Assets Summary (000s)

	<u>Governmental</u>		<u>Business-Type</u>		<u>Total</u>	
	<u>Activities</u>		<u>Activities</u>			
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Current and other assets	\$ 55,317	\$ 59,506	\$ 16,819	\$ 17,212	\$ 72,136	\$ 76,718
Capital assets	<u>225,274</u>	<u>199,654</u>	<u>55,701</u>	<u>54,450</u>	<u>280,975</u>	<u>254,104</u>
Total assets	280,591	259,160	72,520	71,662	353,111	330,822
Long-term liabilities outstanding	77,514	82,249	12,183	13,364	89,697	95,613
Notes payable	8,315	-	1,550	812	9,865	812
Other liabilities	<u>9,254</u>	<u>7,128</u>	<u>687</u>	<u>359</u>	<u>9,941</u>	<u>7,487</u>
Total liabilities	95,083	89,377	14,420	14,535	109,503	103,912
Net assets:						
Invested in capital assets, net	144,126	128,342	43,454	42,121	187,580	170,463
Restricted	2,319	2,576	-	-	2,319	2,576
Unrestricted	<u>39,063</u>	<u>38,865</u>	<u>14,646</u>	<u>15,006</u>	<u>53,709</u>	<u>53,871</u>
Total net assets	\$ <u>185,508</u>	\$ <u>169,783</u>	\$ <u>58,100</u>	\$ <u>57,127</u>	\$ <u>243,608</u>	\$ <u>226,910</u>

Changes in Net Assets Summary (000s)

	<u>Governmental</u>		<u>Business-Type</u>		<u>Total</u>	
	<u>Activities</u>		<u>Activities</u>			
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Revenues:						
Program revenues:						
Charges for services	\$ 9,616	\$ 9,017	\$ 14,862	\$ 16,363	\$ 24,478	\$ 25,380
Operating grants and contributions	24,653	24,243	225	99	24,878	24,342
Capital grants and contributions	7,030	1,044	-	-	7,030	1,044
General revenues:						
Property taxes	97,032	94,749	-	-	97,032	94,749
Excises	4,301	4,353	-	-	4,301	4,353
Penalties and interest on taxes	1,207	1,282	-	-	1,207	1,282
Grants and contributions not restricted to specific programs	2,006	2,032	-	-	2,006	2,032
Investment income	322	540	15	30	337	570
Other	<u>1,241</u>	<u>686</u>	<u>-</u>	<u>-</u>	<u>1,241</u>	<u>686</u>
Total revenues	147,408	137,946	15,102	16,492	162,510	154,438

(continued)

(continued)

Changes in Net Assets Summary (000s)

	Governmental Activities		Business-Type Activities		Total	
	2012	2011	2012	2011	2012	2011
Expenses:						
General government	4,919	4,770	-	-	4,919	4,770
Public safety	13,673	13,972	-	-	13,673	13,972
Education	81,241	78,242	-	-	81,241	78,242
Public works	7,391	8,682	-	-	7,391	8,682
Maintenance	8,177	9,055	-	-	8,177	9,055
Human services	1,540	1,563	-	-	1,540	1,563
Culture and recreation	3,463	3,226	-	-	3,463	3,226
Interest on long-term debt	2,656	2,316	-	-	2,656	2,316
Intergovernmental	1,165	1,113	-	-	1,165	1,113
Other unallocated costs	8,039	7,399	-	-	8,039	7,399
Sewer operations	-	-	7,477	6,925	7,477	6,925
Water operations	-	-	4,115	3,485	4,115	3,485
Solid waste operations	-	-	1,956	1,767	1,956	1,767
Total expenses	<u>132,264</u>	<u>130,338</u>	<u>13,548</u>	<u>12,177</u>	<u>145,812</u>	<u>142,515</u>
Change in net assets before transfers	15,144	7,608	1,554	4,315	16,698	11,923
Transfers	<u>581</u>	<u>711</u>	<u>(581)</u>	<u>(711)</u>	<u>-</u>	<u>-</u>
Change in net assets	15,725	8,319	973	3,604	16,698	11,923
Net assets - beginning of year	<u>169,783</u>	<u>161,464</u>	<u>57,127</u>	<u>53,523</u>	<u>226,910</u>	<u>214,987</u>
Net assets - end of year	<u>\$ 185,508</u>	<u>\$ 169,783</u>	<u>\$ 58,100</u>	<u>\$ 57,127</u>	<u>\$ 243,608</u>	<u>\$ 226,910</u>

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position.

The largest portion of net assets \$ 187,579,947 reflects our investment in capital assets (e.g., land, buildings, machinery and equipment); less any related debt used to acquire those assets that is still outstanding. These capital assets are used to provide services to citizens; consequently, these assets are not available for future spending. Although the investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of net assets \$ 2,319,338 represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net assets \$ 53,708,203 may be used to meet the government's ongoing obligations to citizens and creditors.

Governmental Activities

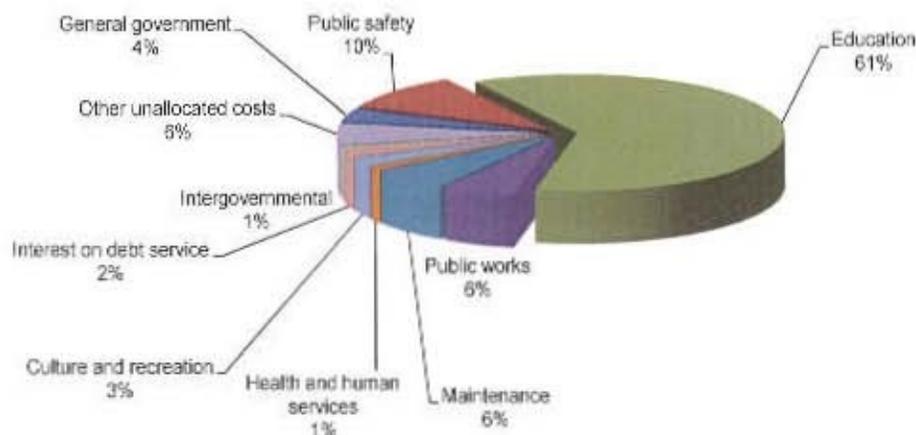
Governmental activities for the year resulted in a change in net assets of \$ 15,725,261. Key elements of this change are as follows (in thousands):

General fund excess of revenues over expenditures - fund basis	\$ 6,507
CPA fund excess of revenues over non capitalized expenses	1,988
Capital grants and contribution revenue used to acquire capital assets	7,030
Other	<u>200</u>
Total	<u>\$ 15,725</u>

- General Fund operations yielded positive results of \$6.5M, principally from revenues in excess of estimated of \$3.5M and unspent and encumbered appropriations of \$2.4M.
- Community Preservation Act fund revenues exceeded the non-capital expenses by \$2M.
- Newman and Pollard Schools MSBA grants of \$7M were recognized as revenues, while the construction costs (expenditures) were capitalized on the statement of net assets.

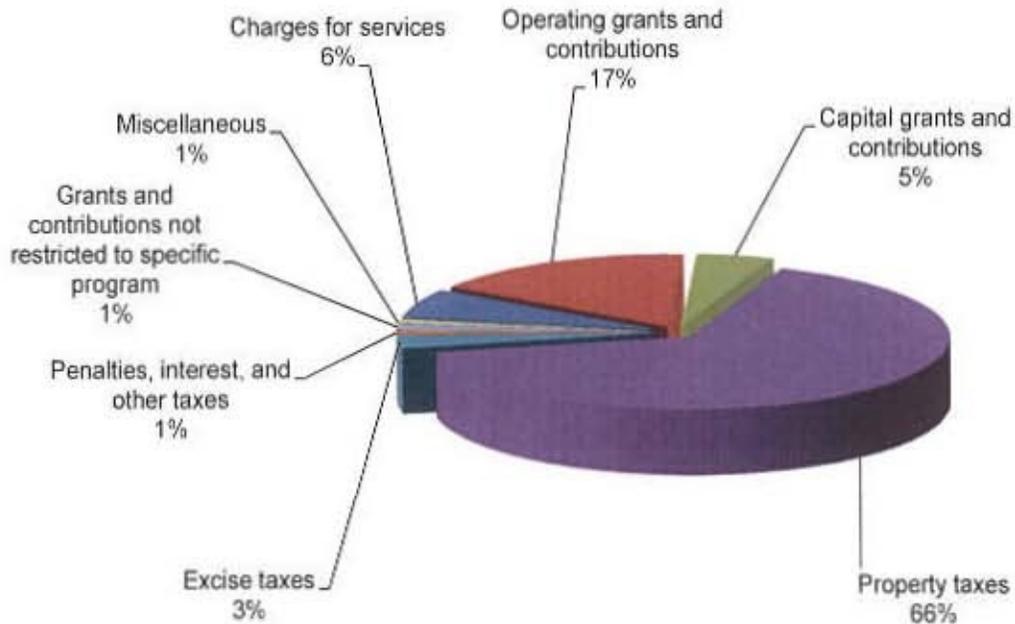
The following graph presents the users of resources of the governmental activities. The total cost of all governmental programs and services increased by \$1,925,277 over the previous year or by 1%.

Functional Expenses - Governmental Activities



As presented in the following graph, most of the Town's revenue comes from property taxes. Total revenues (excluding transfers) increased by \$9,462,222 over the prior year or 7%. Capital grants and contributions increased by \$5,985,631 over the previous year primarily due to Massachusetts School Building Authority reimbursement for Newman School Repair (see major fund in fund basis financial statements). The Newman School Repair project began in FY10, with initial MSBA reimbursements of \$994,885 recognized in FY11, and \$6,067,548 in FY12.

Sources of Revenue - Governmental Activities



Business-Type Activities

Business-type activities for the year resulted in a change in net assets of \$ 972,665. Positive results are due to the savings from unexpended budgeted amounts.

D. FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

As noted earlier, fund accounting is used to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. The focus of governmental funds is to provide information on near-term inflows, outflows and balances of spendable resources. Such information is useful in assessing financing requirements. In particular,

unassigned fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, governmental funds reported combined ending fund balances of \$ 25,163,788, a change of \$ (15,092,915) in comparison to the prior year. Full definitions of all fund balance classifications can be found in the notes to the financial statements. Key elements of this change are as follows (in thousands):

General fund revenues in excess of expenditures	\$ 6,507
General fund transfers in from Enterprise Funds for indirect costs, net of Sewer and Solid Waste subsidies	565
CPA fund excess of revenues over expenditures	1,918
Newman School repair fund expenditures over MSBA reimbursement	(13,817)
Capital project funds expenditures in excess of revenues and bond proceeds	(9,808)
General fund transfer to internal service fund	(694)
Other	236
Total	<u>\$ (15,093)</u>

General Fund

The general fund is the chief operating fund. At the end of the current fiscal year, unassigned fund balance of the general fund was \$ 10,846,842, while total fund balance was \$ 25,624,410. As a measure of the general fund's liquidity, it may be useful to compare both unassigned fund balance and total fund balance to total general fund expenditures. Refer to the table below.

<u>General Fund</u>	<u>6/30/12</u>	<u>6/30/11</u>	<u>Change</u>
Unassigned fund balance	\$ 10,846,842	\$ 8,863,948	\$ 1,982,894
Total fund balance	25,624,410	20,938,703	4,685,707

	<u>6/30/12</u>	<u>6/30/11</u>	<u>Change</u>
Unassigned fund balance as of % of total General Fund expenditures	9.0%	7.4%	1.6%
Total fund balance as of % total General Fund expenditures	21.3%	17.5%	3.8%

The total fund balance of the general fund changed by \$ 4,685,707 during the current fiscal year. Key factors in this change are as follows (in thousands):

Use of free cash, overlay surplus and other reserves	\$ (3,970)
Increase in stabilization accounts	606
Revenues in excess of budget	3,458
Expenditures less than budget	2,357
Unused overlay allowance	1,667
Excess of current year carryforwards over expenditures of prior year carryforwards	334
Other	234
Total	\$ 4,686

Included in the total general fund balance are the Town's stabilization accounts with the following balances:

	<u>6/30/12</u>	<u>6/30/11</u>	<u>Change</u>
General stabilization	\$ 3,656,505	\$ 3,504,230	\$ 152,275
Capital stabilization	1,747,800	1,294,223	453,577
Continuing appropriations	339,915	415,680	(75,765)
Total	\$ 5,744,220	\$ 5,214,133	\$ 530,087

Other Major Funds

Community Preservation Act fund property taxes and other revenues are collected per state legislation that allows those revenues to fund projects such as preservation of historical buildings. The Town did not have considerable expenditures in the current year in the fund, other than the \$300,000 to help fund the historical town hall renovation project.

The Newman School project, which met the definition of a major fund in FY12, was completed in August 2012 with students moving back into the building classrooms in September 2012. The project entailed modernization of the heating and ventilation systems in the school and abandonment of the existing system. Other upgrades involved code compliance, roof, electrical, and information system infrastructure. Students were moved to either temporary leased modular classrooms or other school buildings during construction. The total authorized budget for the Newman School project is \$ 27,412,128. The MSBA share of the project cost was \$ 8,427,981, including final FY13 reimbursement. The Town's share of the project is being financed by debt which has been exempted from the taxation limits of Proposition 2½ by referendum. Needham voters approved the debt exclusion override to cover the cost of the Town's share of the project at a December 8, 2009 special election. Subsequent to year-end, a bond was issued for this project in October 2012. The final bond issue is planned for June 2013.

Proprietary funds. Proprietary funds provide the same type of information found in the business-type activities reported in the government-wide financial statements, but in more detail.

Unrestricted net assets of the enterprise funds at the end of the year amounted to \$ 14,645,767, a change of \$ (359,696) in comparison to the prior year, primarily due to use of retained earnings.

Other factors concerning the finances of proprietary funds have already been addressed in the entity-wide discussion of business-type activities.

E. GENERAL FUND BUDGETARY HIGHLIGHTS

Most all budgeted appropriations occur at the Annual Town Meeting which is held prior to the start of a fiscal year. Subsequent appropriations and line item amendments are made at a special town meeting usually held in the fall. Often the subsequent actions are known or expected at the time of the Annual Town Meeting, but are not presented or acted upon at that time because additional information or other requisite action is needed. Usually in May, prior to the June 30 fiscal year end, Town Meeting acts on other requests for budget line transfers and reallocation of operating resources to capital, other financial warrant articles, and formal reserves. The final budget for fiscal year 2012 remained essentially unchanged from the original budget. The original budget was \$116,878,759 and the final budget was \$116,883,105, a change of \$4,346.

During fiscal year 2012, the Town realized revenue in excess of budget of \$3.1 million, and realized budget savings of \$2.4 million relative to expenditures. The results are due to the consistent conservative budgeting practices.

The Town took in over \$1 million in payments that were considered nonrecurring receipts which contributed \$0.79 million to the surplus. Motor vehicle excise tax revenue was approximately \$0.86 million in excess of budget, and licenses and permits, due mainly to the approximate \$1.7 million in building permits, was \$1.15 million greater than budget. The combination of motor vehicle excise, permit and license revenue, and nonrecurring receipts made up over 80% of the total General Fund surplus.

The General Fund operating budget savings returned \$2,313,341 or 2.1% of the total appropriation. Savings in the group health insurance programs generated savings of more than \$632,000 or 6.6% of budget. The Town transferred \$500,000 of this savings to the Town's Other Post-Employment Benefits (OPEB) fund as advance payment on the unfunded liability. Due to the mild winter Public Works was able to return \$225,847 of its \$400,000 base appropriation for snow and ice removal expenses. Lower energy consumption and prices generated budgetary returns in all the major departments which had gasoline, diesel, electrical, heating oil or natural gas expenses. Returns from energy related expenses total approximately \$0.40 million.

F. CAPITAL ASSET AND DEBT ADMINISTRATION

Capital assets. Total capital assets for governmental and business-type activities at year-end amounted to \$ 280,974,278 (net of accumulated depreciation), a change of \$ 26,870,862 from the prior year. This investment in capital assets includes land, buildings and system, improvements, and machinery and equipment.

Major capital asset events during the current fiscal year included the following (in thousands):

Governmental Activities:

Newman School repairs	\$	19,884
Pollard School roof replacement and other improvements		2,227
Town Hall design and renovation		5,092
Senior Center design and feasibility study		763
Pollard School parking and access		758

Business-Type Activities:

Sewer system rehab	\$	425
Reservoir B sewer pump station		1,666
Restore Charles River water treatment facility well		262

Debt. At the end of the current fiscal year, total bonded debt outstanding was \$ 85,101,440, all of which was backed by the full faith and credit of the government. The Town's general obligation bond rating continues to carry the highest rating possible, AAA, a rating that has been assigned by Standards & Poor's to the Town debt since 2000.

Additional information on capital assets and long-term debt can be found in the Notes to Financial Statements.

G. ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND RATES

Last year we advised that fund balance would decline in fiscal year 2012 as decisions were made to direct some of the fund balance toward greater capital investment and reserves, which the Town did, but our continued traditional approach towards estimation of revenue helped not only to maintain existing services but also resulted in a greater surplus which offset the capital investment impact on fund balance. The Town's fund balance grew as we maintained a balanced approach towards revenue estimation with the economic driven revenues (e.g., motor vehicle excise, meals and room excises, building permits, and business licenses) being more conservative and other revenues estimated closer to the prior year actual. Fiscal year 2012 recurring local revenues (excluding property taxes) were only two percent more than the fiscal year 2011 actual local

revenues. However, building permit activity continues to be very strong with fiscal year 2012 generating even more revenue than fiscal year 2011, which itself was a strong year. We see fiscal year 2013 and fiscal year 2014 building activity to remain strong which should keep building permit revenue high. Motor vehicle excise is expected to increase modestly over the next two years as sales of higher end fuel-efficient vehicles continue.

The Town recently entered into a tax incremental financing (TIF) agreement with TripAdvisor, Inc. In exchange for a portion of the New Growth property tax revenue that its development would generate being exempted over thirteen years, the Company will move its corporate headquarters to Needham. The company will relocate 450 jobs, and has committed to create an additional 250 jobs in the Needham location over a five-year period after the new building is opened in 2015. The corporate headquarters is being built in the New England Business Center ("Needham Crossing") which is located off of Highland Avenue and abuts Interstate 95 (Rte. 128). This development is viewed as an anchor which will attract other development in the immediate area.

The Town has settlements with all collective bargaining groups for fiscal year 2013 and fiscal year 2014, and has settlements with some groups for fiscal year 2015 and fiscal year 2016. The general increase for COLA is 2% in fiscal year 2013, and 2-1/2% in fiscal year 2014. The collective bargaining agreements with the fire and police unions involved a restructuring of the wage schedules in fiscal year 2013 and fiscal year 2014 rather than COLA's. The School Committee is in negotiations with the Teachers and Professional unions for successor contracts for fiscal year 2014 forward. Fiscal year 2013 will have all employee groups converted over to the higher co-pay health plans called Rate Savers. The Town also will work to have all retirees under age 65 converted to the rate saver plans in fiscal year 2014. The effect of these changes in health offerings should help mitigate the growing Other Post-Employment Benefits (OPEB) liability. The liability has increased due to the new mortality schedule implementation and increased number of benefit eligible employees (particularly in the School Department). The next required OPEB actuarial update is July 2013 and should be available when the fiscal year 2013 audit is completed.

The Town's General Fund unassigned balance (previously referred to as undesignated) showed an increase of \$1,982,894 (compared to an increase of \$2,679,230 last year) from \$8,863,948 in fiscal year 2011 to \$10,846,842 in fiscal year 2012 for the aforementioned reasons. Fiscal year 2012 is the second year of the reporting transition that adopted GSAB Statement 54 which reclassified how certain funds are reported. The new classification now includes the general and capital stabilization fund balances as part of the General Fund rather than other Governmental Funds. One effect of this reporting change was the total fund balance ratio to General Fund revenue increased markedly when compared to fiscal year 2010 and earlier. Fiscal year 2011 ratio was 17%; the ratio for fiscal year 2012 was 20%. The ratio for fiscal year 2012 without the stabilization funds included in the total would be 16%, an improvement over the previous three years (12.8%, 12.3% and 12.1%). The year-end results are in keeping with management's underlying long-term planning goals of sustainability. As noted,

the General Fund balance now includes the stabilizations funds; however, the legal purposes and governance of the stabilization funds do not change and appropriations to and from the Funds still requires a vote of Town Meeting (the Town's legislative body).

Due in part to the methodology which the Massachusetts Department of Revenue (DOR) employs to determine the amount of the General Fund unassigned balance that may be used for appropriations (referred to as Free Cash), we expect that the fund balance will be several million dollars higher than it would otherwise be at the end of fiscal year 2013. The Department of Revenue certified a lesser amount of the fiscal year 2012 fund balance as Free Cash for fiscal year 2013. Therefore, the amount that would have been available for appropriations in fiscal year 2013 will stay in fund balance, and the unassigned fund balance will grow.

The Town had not yet received all the reimbursement for certain expenses related to the two school projects (Newman HVAC and Pollard roof projects) that had been approved for partial funding from the Massachusetts School Building Authority (MSBA) prior to the end of the fiscal year and the Town had a temporary fund deficit in the two school capital project funds as the Bond Anticipation Notes issued in June 2012 were not sufficient to meet the cash flow requirements of the projects. These deficits were eliminated with the Bond and Note issues in October 2012. This will have the following expected outcomes: first, as mentioned previously, the fund balance at the end of fiscal year 2013 will be higher than it would have otherwise been; second, the amount of Free Cash certified for use in fiscal year 2014 will be much higher than the Town has seen (effectively two years of Free Cash in one year), and third, after the funds are certified, and appropriated by Town Meeting, fiscal year 2014 year end results would show a lower fund balance of several million dollars from the fund balance at the end of fiscal year 2013. Management, however, will continue to recommend that the Free Cash certified in each of the years be directed to cash capital investment, formal reserves, and other non-recurring expenses and only a limited amount be used for the operating budget. Again, we would expect the fiscal year 2013 year end results to show an increase of several million dollars in fund balance and fiscal year 2014 year end results to show a decline of several million dollars in fund balance, but that fund balance will be in the normal range that it has been for Needham during the past decade, after adjusting for the Free Cash certifications.

The Town expects to close out the Pollard School and Newman School improvement projects at the end of fiscal year 2013 with a final bond issue for these projects by July 2013.

The Town began construction of a new Senior Center in this past year which has a budget of \$8,075,000. The Town also began its \$6,300,000 Reservoir B sewer pump station replacement project. The Reservoir B pump station is one of nine that services the community and serves a number of residential properties including the Town's commercial park district which abuts Interstate 95. The recon-

struction will also address a number of environmental concerns that have been raised because of its location next to the Charles River.

The Town approved the purchase of four parcels in the upcoming fiscal year for the purposes of increasing parking in the downtown business area and providing an expansion of parking for the public safety facilities, also located in the downtown, with an eye toward the future to renovate and expand the public safety complex. All the parcels that are to be purchased about improved land that is owned by the Town.

The Town is still moving forward with a condition assessment of the Hillside and Mitchell elementary schools, and possibly expanding the Pollard Middle School. The Town is actively engaged in a public discussion of replacing the Hillside School. The prefeasibility study is looking to replace or otherwise significantly upgrade the last two in service elementary schools (Hillside and Mitchell). The Town expects to file with the MSBA a statement of interest for one or both of these schools by the end of CY2013. Our assumption continues to be that at least one of the two elementary school projects will be eligible for financial assistance from the MSBA. The current estimated cost for the two buildings is approximately \$100 million. The Town will be exploring its options during the next year.

The Town expects to present for a vote of Town Meeting a \$6 million improvement project to its St Mary Street water pump station. This station connects the Massachusetts Water Resources Authority water supply to the Town's water distribution system and serves as a backup to the Town's own water wells. If funded, the project will begin within six months after approval.

The Town again took steps to further shore up reserves by appropriating \$325,000 to its Workers Compensation Reserve Fund (the prior year the Town appropriated \$494,288) for claim contingencies that may exceed the annual appropriation and not be covered by excess loss insurance. The Town made no draws against any of its appropriated stabilization accounts: Capital Improvement Fund, Capital Facility Fund, and General Stabilization Fund, and it appropriated \$640,370 to these funds between the May 2012 and November 2012 Town Meetings. \$450,000 of this amount was a transfer from the Unassigned Fund Balance to the Committed Fund Balance. The Town also established a new reserve, Athletic Facility Improvement Fund with an initial transfer of \$282,728 to this reserve at its May 2012 Town Meeting. The effective date of the transfer was July 1, 2012. Management continues to promote the practice that the non-recurring portion of Free Cash (unassigned fund balance) be used for ongoing capital investment, temporary or extraordinary expenditures, and future reserves rather than for recurring operating expenses.

The outlook for the fiscal year 2013 year-end results are expected to be stable and on par with fiscal year 2012. As mentioned previously, fiscal year 2012 actual General Fund local receipts (\$10,679,567) were higher than fiscal year 2011 local receipts (\$9,867,827), but the growth rate was not as high. State "Cherry Sheet" Aid increased in fiscal year 2012 over fiscal year 2011 by

\$209,391, or two and half percent, but the Town is scheduled to receive \$9,314,364 million in fiscal year 2013, a nine percent increase over fiscal year 2012. Property tax revenues remain strong and collection rates, net of property tax refunds and overlay reserves, are consistently in the 98 to 99 percent range.

Based on the aforementioned reasons, we expect that the overall General Fund balance for fiscal year 2013 will be notably higher than fiscal year 2012, and then decline in fiscal year 2014. We will continue to see local resources grow at a four to five percent level during the next 12 to 24 months. We do caution that actions at the Federal level will have national consequences and may impact the regional economy, which likely will filter down to Needham. If the citizens continue to support Management's balanced, prudent approach toward budgeting and reserves, we believe that Needham's financial resources will buffer temporary shocks to the State and businesses, but the Town would not be immune to a long-term recession. The Town maintains an adequate reserve for property tax abatements and exemptions for the fiscal year as well as for uncollected taxes from prior fiscal years.

The Town has held the sewer and water rates stable with no increase for more than seven fiscal years since a rate restructure was approved by the Board of Selectmen in April, 2005. Our outlook last year called for no rate increase for fiscal year 2012, which held. We still offer guidance that the sewer user rate structure may need to be modified for fiscal year 2013, but is more likely for fiscal year 2014. This still holds true. The water enterprise, because of irrigation and production water sales, still remains strong. The rate structure continues to bring revenues in to support the extensive capital improvements necessary over the next several years and buffer against a possible change by Massachusetts Department of Environmental Protection that would mandate a reduction in water use and hence water sales. The sewer enterprise challenges continue as the needed major upgrades and replacement of old systems (some that have been in place for more than seventy years) occur, and meeting the environmental compliance will make keeping rates flat most difficult. Furthermore, if water use is reduced, because the sewer rate structure is based on water use, and with the sewer enterprise running on a tighter annual margin than water, such a limit on the sale of water would likely require a sewer user rate increase above that which may be necessary due to Massachusetts Water Resources Authority assessments.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Town of Needham's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Assistant Town Manager/
Director of Finance
Town of Needham, Massachusetts
Town Hall
Needham, Massachusetts 02492

TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF NET ASSETS

JUNE 30, 2012

	Governmental Activities	Business-Type Activities	Total
ASSETS			
Current:			
Cash and short-term investments	\$ 22,552,964	\$ 11,376,656	\$ 33,929,620
Investments	19,562,026	-	19,562,026
Receivables, net of allowance for uncollectibles:			
Property taxes	1,708,401	-	1,708,401
Excises	335,448	-	335,448
Utilities	-	4,227,496	4,227,496
Departmental	479,689	-	479,689
Intergovernmental	1,578,805	1,214,647	2,793,452
Other	53,902	-	53,902
Other assets	-	447	447
Noncurrent:			
Receivables, net of allowance for uncollectibles:			
Property taxes	1,092,233	-	1,092,233
Intergovernmental	7,453,818	-	7,453,818
OPEB asset	500,000	-	500,000
Capital assets:			
Non-depreciable capital assets	59,321,765	10,091,681	69,413,446
Depreciable assets, net of accumulated depreciation	165,951,876	45,608,956	211,560,832
TOTAL ASSETS	280,590,927	72,519,883	353,110,810
LIABILITIES			
Current:			
Warrants and accounts payable	4,065,050	420,828	4,485,878
Accrued liabilities	4,128,794	95,954	4,224,748
Refunds payable	846,316	170,477	1,016,793
Notes payable	8,315,000	1,549,646	9,864,646
Taxes collected in advance	3,102	-	3,102
Other liabilities	210,726	-	210,726
Current portion of long-term liabilities:			
Bonds payable	7,117,979	1,891,127	9,009,106
Compensated absences	884,449	238,230	1,122,679
Landfill liability	45,549	-	45,549
Noncurrent:			
Bonds payable, net of current portion	66,038,221	10,054,113	76,092,334
Compensated absences, net of current portion	2,653,346	-	2,653,346
Landfill liability, net of current portion	774,415	-	774,415
TOTAL LIABILITIES	95,082,947	14,420,375	109,503,322
NET ASSETS			
Invested in capital assets, net of related debt	144,126,206	43,453,741	187,579,947
Restricted for:			
Permanent funds:			
Nonexpendable	188,478	-	188,478
Expendable	1,658,496	-	1,658,496
Grants and other statutory restrictions	472,364	-	472,364
Unrestricted	39,062,436	14,645,767	53,708,203
TOTAL NET ASSETS	\$ 185,507,980	\$ 58,099,508	\$ 243,607,488

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2012

	Expenses	Program Revenues			Net (Expenses) Revenues and Changes in Net Assets		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Total
Governmental Activities:							
General government	\$ 4,919,242	\$ 459,488	\$ 18,998	\$ -	\$ (4,440,756)	\$ -	\$ (4,440,756)
Public safety	13,673,394	2,776,000	39,307	-	(10,857,997)	-	(10,857,997)
Education	81,241,228	5,372,154	23,816,372	-	(52,052,702)	-	(52,052,702)
Public works	7,390,806	238,030	215,524	-	(6,937,252)	-	(6,937,252)
Maintenance	8,176,803	-	-	7,029,639	(1,147,164)	-	(1,147,164)
Health and human services	1,539,594	90,918	340,408	-	(1,108,268)	-	(1,108,268)
Culture and recreation	3,462,502	679,399	220,804	-	(2,562,299)	-	(2,562,299)
Interest on debt service	2,555,643	-	-	-	(2,555,643)	-	(2,555,643)
Intergovernmental	1,165,155	-	-	-	(1,165,155)	-	(1,165,155)
Other unallocated costs	8,039,353	-	1,652	-	(8,037,491)	-	(8,037,491)
Total Governmental Activities	132,263,720	9,618,079	24,653,275	7,029,639	(90,964,727)	-	(90,964,727)
Business-Type Activities:							
Sewer services	7,477,277	7,898,420	212,790	-	-	633,933	633,933
Water services	4,115,476	5,294,880	11,865	-	-	1,191,269	1,191,269
Solid waste services	1,955,282	1,668,642	-	-	-	(286,640)	(286,640)
Total Business-Type Activities	13,548,035	14,861,942	224,655	-	-	1,538,562	1,538,562
Total	\$ 145,811,755	\$ 24,478,021	\$ 24,877,930	\$ 7,029,639	(90,964,727)	1,538,562	(89,426,165)
General Revenues and Transfers:							
Property taxes					97,032,057	-	97,032,057
Excise taxes					4,300,838	-	4,300,838
Penalties, interest, and other taxes					1,207,291	-	1,207,291
Grants and contributions not restricted to specific programs					2,005,591	-	2,005,591
Investment income					322,225	15,471	337,696
Miscellaneous					1,240,618	-	1,240,618
Total general revenues					106,108,620	15,471	106,124,091
Excess before transfers					15,143,893	1,554,033	16,697,926
Transfers, net					581,368	(581,368)	-
Change in Net Assets					15,725,261	972,665	16,697,926
Net Assets:							
Beginning of year					169,782,719	57,128,843	226,911,562
End of year					\$ 185,507,980	\$ 58,099,508	\$ 243,607,488

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

GOVERNMENTAL FUNDS

BALANCE SHEET

JUNE 30, 2012

	General	Community Preservation Fund	Newman School Repair Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS					
Cash and short-term investments	\$ 13,884,305	\$ -	\$ -	\$ 7,374,046	\$ 21,258,351
Investments	13,363,633	4,339,413	-	1,858,981	19,562,027
Due from Newman School fund	4,289,304	-	-	-	4,289,304
Receivables:					
Property taxes	3,178,645	16,655	-	-	3,195,300
Excises	578,901	-	-	-	578,901
Departmental	820,241	-	-	14,054	834,295
Intergovernmental	8,199,192	-	448,832	384,592	9,032,616
Other	54,182	-	-	-	54,182
TOTAL ASSETS	\$ 44,368,403	\$ 4,356,068	\$ 448,832	\$ 9,631,673	\$ 58,804,976
LIABILITIES AND FUND BALANCES					
Liabilities:					
Warrants and accounts payable	\$ 1,912,497	\$ 2,443	\$ 1,054,973	\$ 1,084,293	\$ 4,054,206
Due to general fund	-	-	4,289,304	-	4,289,304
Deferred revenues	12,562,923	16,655	-	14,066	12,593,644
Taxes collected in advance	3,102	-	-	-	3,102
Accrued liabilities	3,213,014	135	-	115,741	3,328,890
Refunds payable	848,316	-	-	-	848,316
Notes payable	-	-	4,734,200	3,580,800	8,315,000
Other liabilities	206,141	-	-	4,585	210,726
TOTAL LIABILITIES	18,743,993	19,233	10,078,477	4,799,485	33,641,188
Fund Balances:					
Nonspendable	-	-	-	188,478	188,478
Restricted	448,175	4,336,835	-	7,307,657	12,092,667
Committed	5,744,220	-	-	1,542,872	7,287,092
Assigned	8,585,173	-	-	-	8,585,173
Unassigned	10,846,842	-	(9,629,645)	(4,206,819)	(2,989,622)
TOTAL FUND BALANCES	25,824,410	4,336,835	(9,629,645)	4,832,188	25,163,788
TOTAL LIABILITIES AND FUND BALANCES	\$ 44,368,403	\$ 4,356,068	\$ 448,832	\$ 9,631,673	\$ 58,804,976

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

RECONCILIATION OF TOTAL GOVERNMENTAL FUND
BALANCES TO NET ASSETS OF GOVERNMENTAL
ACTIVITIES IN THE STATEMENT OF NET ASSETS

JUNE 30, 2012

Total governmental fund balances	\$ 25,163,788
• Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	225,273,641
• Net other post employment benefits asset is reported on the statement of net assets, and not reported in the funds.	500,000
• Revenues are reported on the accrual basis of accounting and are not deferred until collection.	11,600,642
• Internal service funds are used by management to account for health insurance and workers' compensation activities. The assets and liabilities of the internal service funds are included in the governmental activities in the Statement of Net Assets.	1,051,087
• In the statement of activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due.	(567,219)
• Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the governmental funds.	<u>(77,513,959)</u>
Net assets of governmental activities	<u>\$ 185,507,980</u>

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

GOVERNMENTAL FUNDS

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

FOR THE YEAR ENDED JUNE 30, 2012

	General	Community Preservation Fund	Newman School Repair Fund	Nonmajor Governmental Funds	Total Governmental Funds
Revenues:					
Property taxes	\$ 95,321,535	\$ 1,619,595	\$ -	\$ -	\$ 96,941,130
Excise taxes	4,357,996	-	-	-	4,357,996
Penalties, interest, and other taxes	1,253,898	2,225	-	-	1,256,123
Charges for services	937,946	-	-	5,781,445	6,719,391
Departmental	554,886	-	-	-	554,886
Licenses and permits	1,950,798	-	-	-	1,950,798
Intergovernmental	20,983,554	417,271	6,067,548	6,481,766	33,950,139
Investment income	257,434	52,255	-	12,535	322,224
Fines and forfeitures	235,632	-	-	-	235,632
Contributions	-	-	-	482,130	482,130
Other	525,721	-	-	79,912	705,633
Total Revenues	<u>126,579,370</u>	<u>2,091,346</u>	<u>6,067,548</u>	<u>12,837,788</u>	<u>147,576,052</u>
Expenditures:					
Current:					
General government	4,488,463	172,862	-	71,279	4,732,604
Public safety	13,408,932	-	-	69,349	13,478,281
Education	66,722,686	-	-	10,350,310	77,072,996
Public works	5,587,194	-	-	79,832	5,647,026
Maintenance	7,414,663	-	19,884,378	13,230,234	40,529,275
Health and human services	1,218,079	-	-	323,466	1,541,545
Culture and recreation	2,043,808	-	-	899,221	2,943,029
Employee benefits	7,725,321	-	-	-	7,725,321
Other	455,170	-	-	-	455,170
Debt service:					
Principal	7,203,678	-	-	-	7,203,678
Interest	2,559,206	-	-	-	2,559,206
Intergovernmental	1,185,155	-	-	-	1,185,155
Total Expenditures	<u>120,072,354</u>	<u>172,862</u>	<u>19,884,378</u>	<u>25,023,691</u>	<u>165,153,285</u>
Excess (deficiency) of revenues over expenditures	6,507,016	1,918,484	(13,816,830)	(12,186,903)	(17,577,233)
Other Financing Sources (Uses):					
Issuance of bonds	-	-	-	2,480,000	2,480,000
Issuance of refunded debt	10,995,000	-	-	-	10,995,000
Payment to refunding escrow agent	(11,065,000)	-	-	-	(11,065,000)
Bond premium	207,238	-	-	-	207,238
Transfers in	2,500,159	-	276,006	2,594,553	5,370,717
Transfers out	(4,458,706)	(300,000)	-	(724,931)	(5,483,637)
Total Other Financing Sources (Uses)	<u>(1,821,309)</u>	<u>(300,000)</u>	<u>276,006</u>	<u>4,329,622</u>	<u>2,484,318</u>
Net change in fund balances	4,685,707	1,618,484	(13,540,825)	(7,856,281)	(15,092,915)
Fund Balances, at beginning of year, as reclassified	<u>20,938,703</u>	<u>2,718,351</u>	<u>3,911,180</u>	<u>12,688,489</u>	<u>40,256,703</u>
Fund Balances, at end of year	<u>\$ 25,624,410</u>	<u>\$ 4,336,835</u>	<u>\$ (9,629,645)</u>	<u>\$ 4,832,188</u>	<u>\$ 25,163,788</u>

See notes to financial statements

TOWN OF NEEDHAM, MASSACHUSETTS

RECONCILIATION OF THE STATEMENT OF REVENUES
EXPENDITURES, AND CHANGES IN FUND BALANCES OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2012

NET CHANGES IN FUND BALANCES - TOTAL GOVERNMENTAL FUNDS	\$ (15,092,915)										
<ul style="list-style-type: none"> • Governmental funds report capital outlays as expenditures. However, in the Statement of Activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense: <table border="0" style="margin-left: 40px;"> <tr> <td>Capital outlay purchases</td> <td style="text-align: right;">33,033,389</td> </tr> <tr> <td>Depreciation</td> <td style="text-align: right;">(7,254,497)</td> </tr> <tr> <td>Net effect of disposal of assets</td> <td style="text-align: right;">(159,091)</td> </tr> </table> • Revenues in the Statement of Activities that do not provide current financial resources are fully deferred in the Statement of Revenues, Expenditures and Changes in Fund Balances. Therefore, the recognition of revenue for various types of accounts receivable (i.e., real estate and personal property, motor vehicle excise, etc.) differ between the two statements. This amount represents the net change in deferred revenue. (1,034,996) • Change in net OPEB asset 500,000 • The issuance of long-term debt (e.g., bonds and leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the financial resources of governmental funds. Neither transaction, however, has any effect on net assets: <table border="0" style="margin-left: 40px;"> <tr> <td>Issuance of debt, net</td> <td style="text-align: right;">(2,460,000)</td> </tr> <tr> <td>Repayments of debt</td> <td style="text-align: right;">7,203,679</td> </tr> </table> • In the statement of activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due. 267,015 • Some expenses reported in the Statement of Activities, such as compensated absences, and landfill costs, do not require the use of current financial resources and therefore, are not reported as expenditures in the governmental funds. 78,612 • Internal service funds are used by management to account for self-insurance activities. The net activity of internal service funds is reported with Governmental Activities. <u>644,065</u> 		Capital outlay purchases	33,033,389	Depreciation	(7,254,497)	Net effect of disposal of assets	(159,091)	Issuance of debt, net	(2,460,000)	Repayments of debt	7,203,679
Capital outlay purchases	33,033,389										
Depreciation	(7,254,497)										
Net effect of disposal of assets	(159,091)										
Issuance of debt, net	(2,460,000)										
Repayments of debt	7,203,679										
CHANGE IN NET ASSETS OF GOVERNMENTAL ACTIVITIES	\$ <u>15,725,261</u>										

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

GENERAL FUND

STATEMENT OF REVENUES AND OTHER SOURCES, AND EXPENDITURES AND OTHER USES -
BUDGET AND ACTUAL

FOR THE YEAR ENDED JUNE 30, 2012

	Budgeted Amounts		Actual Amounts	Variance with Final Budget
	Original Budget	Final Budget		
Revenues and Other Sources:				
Property taxes	\$ 94,110,985	\$ 94,110,985	\$ 94,110,985	\$ -
Excise taxes	3,500,000	3,500,000	4,357,996	857,996
Penalties, interest, and other taxes	985,000	985,000	1,253,898	268,898
Charges for services	909,500	909,500	937,946	28,446
Departmental	565,500	565,500	654,886	89,386
Licenses and permits	800,000	800,000	1,950,768	1,150,768
Intergovernmental	9,361,641	9,361,641	9,504,573	142,932
Investment income	150,000	150,000	103,130	(46,870)
Fines and forfeits	220,000	220,000	234,085	14,085
Other revenue	350,288	350,288	771,660	421,372
Bond premium	4,859	4,859	137,238	132,379
Transfers in	1,955,715	1,955,715	2,354,224	398,509
Use of free cash	3,380,269	3,380,269	3,380,269	-
Use of bond premium	85,250	85,250	85,250	-
Use of overlay surplus	400,752	504,098	504,098	-
Total Revenues and Other Sources	116,878,759	116,883,105	120,341,006	3,457,901
Expenditures and Other Uses:				
General government	3,687,514	3,691,860	3,546,525	145,335
Land use	375,645	375,645	366,929	8,716
Public safety	12,041,846	12,041,846	11,423,872	617,974
Education	49,094,360	49,154,360	49,009,516	144,844
Public works	5,089,984	5,214,984	4,704,347	510,637
Public facilities	7,754,286	7,819,286	7,539,925	279,361
Community services	2,960,198	2,962,848	2,902,954	59,894
Debt service	10,883,020	10,883,020	10,867,982	15,038
Employee benefits	18,771,474	18,871,474	18,609,709	261,765
Other appropriated expenses	1,076,861	724,211	455,170	269,041
Intergovernmental	1,198,244	1,198,244	1,165,155	33,089
Other amounts provided	12,500	12,500	1,098	11,402
Transfers out	3,932,827	3,932,827	3,932,827	-
Total Expenditures and Other Uses	116,878,759	116,883,105	114,526,009	2,357,096
Excess of revenues and other sources over expenditures and other uses	\$ -	\$ -	\$ 5,814,997	\$ 5,814,997

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF NET ASSETS

JUNE 30, 2012

	Business-Type Activities Enterprise Funds				Governmental Activities
	Sewer Fund	Water Fund	Solid Waste Fund	Total	Internal Service Funds
ASSETS					
Current:					
Cash and short-term investments	\$ 3,862,762	\$ 6,174,666	\$ 1,539,208	\$ 11,376,656	\$ 1,294,610
User fees receivable	2,284,747	1,751,608	191,141	4,227,496	-
Intergovernmental receivable	1,214,647	-	-	1,214,647	-
Other current assets	-	-	447	447	-
Total current assets	7,162,156	7,926,294	1,730,796	16,819,246	1,294,610
Noncurrent:					
Land and construction in progress	2,963,908	2,120,330	5,007,443	10,091,681	-
Other capital assets, net of accumulated depreciation	17,455,753	26,456,739	1,696,464	45,608,956	-
Total noncurrent assets	20,419,661	28,577,069	6,703,907	55,700,637	-
TOTAL ASSETS	27,581,817	36,503,363	8,434,703	72,519,883	1,294,610
LIABILITIES					
Current:					
Accounts payable	314,227	102,689	3,912	420,828	10,839
Accrued payroll	17,523	16,437	12,431	46,391	-
Accrued liabilities	23,326	26,237	-	49,563	232,684
Refunds payable	100,340	5,045	65,092	170,477	-
Notes payable	1,549,646	-	-	1,549,646	-
Current portion of long-term liabilities:					
Bonds payable	922,652	883,475	85,000	1,891,127	-
Compensated absences	119,799	62,705	35,725	238,230	-
Total current liabilities	3,047,513	1,118,569	202,160	4,368,262	243,523
Noncurrent:					
Bonds payable, net of current portion	4,677,253	5,336,860	40,000	10,054,113	-
Total noncurrent liabilities	4,677,253	5,336,860	40,000	10,054,113	-
TOTAL LIABILITIES	7,724,766	6,455,429	242,160	14,420,375	243,523
NET ASSETS					
Invested in capital assets, net of related debt	13,852,029	22,823,775	6,777,937	43,453,741	-
Unrestricted	6,005,022	7,226,139	1,414,606	14,645,767	1,051,087
TOTAL NET ASSETS	\$ 19,857,051	\$ 30,049,914	\$ 8,192,543	\$ 58,099,508	\$ 1,051,087

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET ASSETS

FOR THE YEAR ENDED JUNE 30, 2012

	Business-Type Activities Enterprise Funds				Governmental Activities
	Sewer Fund	Water Fund	Solid Waste Fund	Total	Internal Service Funds
Operating Revenues:					
Charges for services	\$ 7,898,420	\$ 5,294,880	\$ 1,668,642	\$ 14,861,942	\$ -
Other	-	-	-	-	315,649
Total Operating Revenues	7,898,420	5,294,880	1,668,642	14,861,942	315,649
Operating Expenses:					
Personnel services	851,496	869,405	619,540	2,340,441	365,872
Non-personnel services	328,706	1,265,681	1,111,797	2,706,186	-
Depreciation	824,167	1,124,242	219,584	2,167,993	-
Intergovernmental assessments	5,291,060	610,028	-	5,901,108	-
Total Operating Expenses	7,295,451	3,869,356	1,950,921	13,115,728	365,872
Operating Income (Loss)	602,969	1,425,524	(282,279)	1,746,214	(50,223)
Nonoperating Revenues (Expenses):					
Intergovernmental revenue	212,790	11,865	-	224,655	-
Investment income	6,150	8,048	1,273	15,471	-
Interest expense	(181,826)	(246,120)	(4,361)	(432,307)	-
Total Nonoperating Revenues (Expenses), Net	37,114	(226,207)	(3,088)	(192,181)	-
Income (Loss) Before Transfers	640,083	1,199,317	(285,367)	1,554,033	(50,223)
Transfers in	469,610	-	580,673	1,050,283	694,288
Transfers out	(420,648)	(945,016)	(265,987)	(1,631,651)	-
Change in Net Assets	689,045	254,301	29,319	972,665	644,065
Net Assets at Beginning of Year	19,168,006	29,795,613	8,163,224	57,126,843	407,022
Net Assets at End of Year	\$ 19,857,051	\$ 30,049,914	\$ 8,192,543	\$ 58,099,508	\$ 1,051,087

See notes to financial statements

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2012

	Business-Type Activities Enterprise Funds				Governmental Activities
	Sewer Fund	Water Fund	Solid Waste Fund	Total	Internal Service Fund
Cash Flows From Operating Activities :					
Receipts from customers and users	\$ 7,899,559	\$ 5,444,700	\$ 1,067,407	\$ 15,031,674	\$ -
Employer contributions	-	-	-	-	315,649
Payments of utility assessments	(5,291,080)	(610,026)	-	(5,901,106)	-
Payments to vendors and contractors	(25,851)	(1,200,971)	(1,143,167)	(2,369,989)	-
Payments of employee salaries, benefits, and related expenses	(841,892)	(875,564)	(645,494)	(2,362,950)	(326,871)
Net Cash Provided By (Used For) Operating Activities	1,740,726	2,758,145	(101,254)	4,397,617	(11,222)
Cash Flows From Noncapital Financing Activities :					
Operating grants received	89,591	-	-	89,591	-
Transfers from other funds	469,610	-	590,673	1,050,283	694,268
Transfers to other funds	(420,647)	(945,016)	(205,987)	(1,531,650)	-
Net Cash Provided by (Used For) Noncapital Financing Activities	138,554	(945,016)	314,686	(491,776)	694,268
Cash Flows From Capital and Related Financing Activities :					
Acquisition and construction of capital assets	(2,769,054)	(656,185)	-	(3,425,239)	-
Issuance of bonds and notes	679,185	-	-	679,185	-
Principal payments on bonds and notes	(931,559)	(1,187,936)	(90,000)	(2,209,495)	-
Interest expense	(183,244)	(251,003)	(4,360)	(438,607)	-
Net Cash (Used For) Capital and Related Financing Activities	(3,204,669)	(2,095,124)	(94,360)	(5,394,153)	-
Cash Flows From Investing Activities :					
Investment income	6,150	8,048	1,273	15,471	-
Net Cash Provided By Investing Activities	6,150	8,048	1,273	15,471	-
Net Change in Cash and Short-Term Investments	(1,319,239)	(273,947)	120,345	(1,472,841)	683,066
Cash and Short-Term Investments, Beginning of Year	4,982,001	6,448,633	1,418,663	12,849,497	611,544
Cash and Short-Term Investments, End of Year	\$ 3,662,762	\$ 6,174,686	\$ 1,539,008	\$ 11,376,656	\$ 1,294,610
Reconciliation of Operating Income to Net Cash Provided by (Used For) Operating Activities :					
Operating income (loss)	\$ 602,669	\$ 1,425,524	\$ (282,279)	\$ 1,746,214	\$ (50,223)
Adjustments to reconcile operating income to net cash provided by operating activities:					
Depreciation	824,167	1,124,242	219,564	2,167,993	-
Loss on disposal of assets	-	-	6,166	6,166	-
Changes in assets and liabilities:					
User fees	(7,261)	148,614	(6,203)	135,150	-
Accounts payable	302,647	64,710	(37,555)	330,002	(4,800)
Accrued liabilities	(5,161)	(15,422)	(9,864)	(30,447)	43,601
Refunds payable	8,400	1,214	24,967	34,581	-
Compensated absences	14,755	9,263	(16,090)	7,928	-
Net Cash Provided By (Used For) Operating Activities	\$ 1,740,726	\$ 2,758,145	\$ (101,254)	\$ 4,397,617	\$ (11,222)

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

FIDUCIARY FUNDS

STATEMENT OF FIDUCIARY NET ASSETS

JUNE 30, 2012

	Pension Trust Fund (As of <u>December 31, 2011</u>)	Private Purpose Trust Fund	Other Post- Employment Benefit Trust Fund	Other Agency Funds
<u>ASSETS</u>				
Cash and short-term investments	\$ 2,231,435	\$ -	\$ -	\$ 184,480
Investments	101,362,151	3,240,708	7,622,520	-
Receivables	<u>73,610</u>	<u>-</u>	<u>-</u>	<u>212,613</u>
Total Assets	103,667,196	3,240,708	7,622,520	397,103
<u>LIABILITIES AND NET ASSETS</u>				
Accounts payable	-	-	-	11,048
Accrued liabilities	-	-	-	29,412
Refunds payable	-	-	-	17,361
Other liabilities	<u>34,425</u>	<u>-</u>	<u>-</u>	<u>339,284</u>
Total Liabilities	<u>34,425</u>	<u>-</u>	<u>-</u>	<u>397,103</u>
<u>NET ASSETS</u>				
Total net assets held in trust for pension benefits and other purposes	<u>\$ 103,632,771</u>	<u>\$ 3,240,708</u>	<u>\$ 7,622,520</u>	<u>\$ -</u>

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS
 FIDUCIARY FUNDS
 STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
 FOR THE YEAR ENDED JUNE 30, 2012

	Pension Trust Fund (For the Year Ended December 31, 2011)	Private Purpose Trust Fund	Other Post- Employment Benefit Trust Fund
Additions:			
Contributions:			
Employers	\$ 4,722,775	\$ -	\$ 4,406,275
Plan members	2,932,989	-	-
Other	426,947	34,108	-
Total contributions	<u>8,082,711</u>	<u>34,108</u>	<u>4,406,275</u>
Investment Income:			
Increase (decrease) in fair value of investments	115,462	1,041,621	(48,164)
Less: management fees	(515,080)	-	-
Net investment income	<u>(399,618)</u>	<u>1,041,621</u>	<u>(48,164)</u>
Total additions	7,683,093	1,075,729	4,358,111
Deductions:			
Benefit payments to plan members and beneficiaries	9,952,379	-	3,405,602
Refunds to plan members	125,334	-	-
Administrative expenses	249,885	-	-
Other	196,963	14,632	-
Total deductions	<u>10,524,561</u>	<u>14,632</u>	<u>3,405,602</u>
Net increase	(2,841,468)	1,061,097	952,509
Net assets:			
Beginning of year	<u>106,474,239</u>	<u>2,179,611</u>	<u>6,670,011</u>
End of year	<u>\$ 103,632,771</u>	<u>\$ 3,240,708</u>	<u>\$ 7,622,520</u>

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

Notes to Financial Statements

1. Summary of Significant Accounting Policies

The accounting policies of the Town of Needham (the Town) conform to generally accepted accounting principles (GAAP) as applicable to governmental units. The following is a summary of the more significant policies:

A. Reporting Entity

The government is a municipal corporation governed by an elected Board of Selectmen. As required by generally accepted accounting principles, these financial statements present the government and applicable component units for which the government is considered to be financially accountable.

In the Fiduciary Funds: The Needham Contributory Retirement System which was established to provide retirement benefits primarily to employees and their beneficiaries. The System is presented using the accrual basis of accounting and is reported as a pension trust fund in the fiduciary fund financial statements. Additional financial information of the System and complete financial statements can be obtained by contacting the System located at Town of Needham, Massachusetts, Town Hall, Needham, Massachusetts 02492.

B. Government-wide and Fund Financial Statements

Government-wide Financial Statements

The government-wide financial statements (i.e., the Statement of Net Assets and the Statement of Changes in Net Assets) report information on all of the nonfiduciary activities of the primary government. For the most part, the effect of interfund activity has been removed from these statements. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. Program revenues include (1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and (2) grants and contributions that are restricted to meeting the operational or capital

requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues*.

Fund Financial Statements

Separate financial statements are provided for governmental funds, proprietary funds and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

Government-wide Financial Statements

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*, as is the proprietary fund and fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met. As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

Amounts reported as *program revenues* include (1) charges to customers or applicants for goods, services, or privileges provided, (2) operating grants and contributions, and (3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as *general revenues* rather than as program revenues. Likewise, general revenues include all taxes and excises.

Fund Financial Statements

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers property tax revenues to be available if they are collected within 60 days of the end of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the government. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

The government reports the following major governmental funds:

- The *General Fund* is the government's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.
- The *Community Preservation Fund* was adopted on November 2, 2004 by a state-wide act enabling legislation to allow Cities and Towns to choose to create a new funding source that can be used to address three core community concerns:
 - Acquisition and preservation of open space
 - Creation and support of affordable housing
 - Acquisition and preservation of historic buildings and landscapes
- The *Newman School Repair Fund* was established to account for modernization of the heating and ventilation systems in the school and code compliance, roof, electrical, and information system infrastructure updates financed by issuance of bonds and MSBA subsidy.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the enterprise fund are charges to customers for sales and services. Operating expenses for enterprise funds include the cost of sales and services, administrative expenses and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989 generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The government has elected not to follow subsequent private-sector guidance.

The government reports the following major proprietary funds:

- The *Sewer Fund* is used to report the Town's sewer enterprise fund operations.
- The *Water Fund* is used to report the Town's water enterprise fund operations.

- The Solid Waste Fund is used to report the Town's transfer station enterprise fund operations.

The self-insured employee workers compensation is reported as an *Internal Service Fund* in the accompanying financial statements.

The *Pension Trust Fund* accounts for the activities of the Employees Contributory Retirement System, which accumulates resources for pension benefit payments to qualified employees.

The *Private-Purpose Trust Fund* is used to account for trust arrangements, other than those properly reported in the pension trust fund or permanent fund, under which principal and investment income exclusively benefit individuals, private organizations, or other governments.

The *Other Post-Employment Benefits Trust Fund* is used to accumulate resources for health and life insurance benefits for retired employees.

The *Agency Funds* include *Student Activity Funds*, and *Police, Fire and Maintenance Detail Funds*.

D. Cash and Short-Term Investments

Cash balances from all funds, except those required to be segregated by law, are combined to form a consolidation of cash. Cash balances are invested to the extent available, and interest earnings are recognized in the General Fund. Certain special revenue, proprietary, and fiduciary funds segregate cash, and investment earnings become a part of those funds.

Deposits with financial institutions consist primarily of demand deposits, certificates of deposits, and savings accounts. A cash and investment pool is maintained that is available for use by all funds. Each fund's portion of this pool is reflected on the combined financial statements under the caption "cash and short-term investments". The interest earnings attributable to each fund type are included under investment income.

For purpose of the statement of cash flows, the proprietary funds consider investments with original maturities of three months or less to be short-term investments.

E. Investments

State and local statutes place certain limitations on the nature of deposits and investments available. Deposits in any financial institution may not exceed certain levels within the financial institution. Non-fiduciary fund investments can be made in securities issued by or unconditionally guaranteed by the U.S. Government or agencies that have a maturity of one year or less from the date of purchase and repurchase agreements guar-

anteed by such securities with maturity dates of no more than 90 days from the date of purchase.

Investments for the Contributory Retirement System consist of marketable securities, bonds and short-term money market investments. Investments are carried at market value.

F. Property Tax Limitations

Legislation known as "Proposition 2½" limits the amount of revenue that can be derived from property taxes. The prior fiscal year's tax levy limit is used as a base and cannot increase by more than 2.5 percent (excluding new growth), unless an override or debt exemption is voted. The actual fiscal year 2012 tax levy reflected an excess capacity of approximately \$ 16,000.

G. Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. Capital assets are defined by the government as assets with an estimated useful life in excess of five years. The Town has a capitalization policy with the following established thresholds for capitalization:

<u>Assets</u>	<u>Threshold</u>
Land improvements	\$ 5,000
Buildings and facilities	\$ 50,000
Building improvements	\$ 25,000
Furniture, fixtures, machinery, and equipment	\$ 5,000
Vehicles	\$ 5,000
Road work	\$ 75,000
Water and sewer systems	\$ 75,000

Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed.

Property, plant, and equipment are depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Building and improvements	40 - 50
Machinery, equipment, and furnishings	5 - 10
Vehicles	5
Infrastructure	20 - 40

H. Compensated Absences

Based on provisions contained in the Town's personnel policy or collective bargaining agreement, employees are eligible to accumulate earned but unused vacation and sick leave benefits. Vacation time accrues either annually or monthly based on years of service and is considered vested at the time it is earned. Employees are limited in their ability to carry unused vacation leave from one year to the next. Personal leave is not cumulative and is not carried forward to the next year. Sick leave is accrued either monthly or annually and accumulates without limit. Some employees whose employment terminates by retirement, disability, or death are entitled to payment upon termination at their current rate of pay for twenty-five percent of accrued sick leave. Some employees are subject to a 960 hour cap for the purposes of sick leave buy-back, and some employees are ineligible to participate in the program.

All vested personal and vacation pay is accrued when incurred in the government-wide financial statements. Twenty-five percent of vested sick leave is accrued when incurred in the government-wide financial statements, based on an estimate number of employees expected to retire. A liability for these amounts is reported in governmental funds only if the employee has met the requirements to be eligible for buy-back of sick leave upon a qualifying event.

I. Long-Term Obligations

In the government-wide financial statements, and proprietary fund types in the fund financial statements, long-term debt, and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type Statement of Net Assets.

J. Fund Equity

Fund equity at the governmental fund financial reporting level is classified as "fund balance". Fund equity for all other reporting is classified as "net assets".

Fund Balance - Generally, fund balance represents the difference between the current assets and current liabilities. The Town reserves those portions of fund balance that are legally segregated for a specific

future use or which do not represent available, spendable resources and therefore, are not available for appropriation or expenditure. Unassigned fund balance indicates that portion of fund balance that is available for appropriation in future periods.

The Town's fund balance classification policies and procedures are as follows:

- 1) Nonspendable funds are either unspendable in the current form (i.e., inventory or prepaid items) or can never be spent (i.e. perpetual care).
- 2) Restricted funds are used solely for the purpose in which the fund was established. In the case of special revenue funds, these funds are created by statute or otherwise have external constraints on how the funds can be expended.
- 3) Committed funds are reported and expended as a result of motions passed by the highest decision making authority in the government (i.e., the Town Meeting).
- 4) Assigned funds are used for specific purposes as established by management. These funds, which include encumbrances, have been assigned for specific goods and services ordered but not yet paid for. This account also includes fund balance (free cash) voted to be used in the subsequent fiscal year.
- 5) Unassigned funds are available to be spent in future periods.

When an expenditure is incurred that would qualify for payment from multiple fund balance types, the Town uses the following order to liquidate liabilities: committed, restricted, assigned and unassigned.

Net Assets - Net assets represent the difference between assets and liabilities. Net assets invested in capital assets, net of related debt, consist of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvement of those assets. Net assets are reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the Town or through external restrictions imposed by creditors, grantors, or laws or regulations of other governments. All other net assets are reported as unrestricted.

K. Use of Estimates

The preparation of basic financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures for contingent assets and liabilities at the date of the basic financial statements, and the reported amounts of the revenues and expenditures/expenses during the fiscal year. Actual results could vary from estimates that were used.

2. Stewardship, Compliance, and Accountability

A. Budgetary Information

At the annual town meeting, the Finance Committee presents an operating budget for the proposed expenditures of the fiscal year commencing the following July 1. The budget, as enacted by town meeting, establishes the legal level of control and specifies that certain appropriations are to be funded by particular revenues. The original budget is amended during the fiscal year at special town meetings as required by changing conditions. In cases of extraordinary or unforeseen expenses, the Finance Committee is empowered to transfer funds from the Reserve Fund (a contingency appropriation) to a departmental appropriation. "Extraordinary" includes expenses which are not in the usual line, or are great or exceptional. "Unforeseen" includes expenses which are not foreseen as of the time of the annual meeting when appropriations are voted.

Departments are limited to the line items as voted. Certain items may exceed the line item budget as approved if it is for an emergency and for the safety of the general public. These items are limited by the Massachusetts General Laws and must be raised in the next year's tax rate.

Formal budgetary integration is employed as a management control device during the year for the General Fund and Proprietary Funds. Effective budgetary control is achieved for all other funds through provisions of the Massachusetts General Laws.

At year-end, appropriation balances lapse, except for certain unexpended capital items and encumbrances, which will be honored during the subsequent year.

B. Budgetary Basis

The General Fund final appropriation appearing on the "Budget and Actual" page of the fund financial statements represents the final amended budget after all reserve fund transfers and supplemental appropriations.

C. Budget/GAAP Reconciliation

The budgetary data for the general and proprietary funds is based upon accounting principles that differ from generally accepted accounting principles (GAAP). Therefore, in addition to the GAAP basis financial statements, the results of operations of the general fund are presented in accordance with budgetary accounting principles to provide a meaningful comparison to budgetary data.

The following is a summary of adjustments made to the actual revenues and other sources, and expenditures and other uses, to conform to the budgetary basis of accounting.

<u>General Fund</u>	<u>Revenues and Other Financing Sources</u>	<u>Expenditures and Other Financing Uses</u>
Revenues/Expenditures (GAAP Basis)	\$ 126,579,370	\$ 120,072,354
Other financing sources/uses (GAAP Basis)	<u>13,702,397</u>	<u>15,523,706</u>
Subtotal (GAAP Basis)	140,281,767	135,596,060
To adjust property tax revenue to the budgetary basis	(1,210,550)	-
Reverse beginning of year appropriation carryforwards from expenditures	-	(1,719,691)
Add end-of-year appropriation carryforwards from expenditures	-	2,706,496
Recognize use of free cash	3,380,269	-
Recognize use of bond premium	85,250	-
Recognize use of overlay surplus	504,098	-
Reverse GASB 24 MTRS	(11,471,074)	(11,471,074)
Reverse effect of refunding	(11,065,000)	(11,065,000)
Less nonbudgeted funds	(155,847)	487,125
Less MWPAT subsidy	<u>(7,907)</u>	<u>(7,907)</u>
Budgetary Basis	<u>\$ 120,341,006</u>	<u>\$ 114,526,009</u>

D. Deficit Fund Equity

The Town reflects several special revenue and capital project fund deficits, primarily caused by grant expenses occurring in advance of grant reimbursements and the use of bond anticipation notes to finance construction activities.

The deficits in these funds will be eliminated through future intergovernmental revenues and transfers from other funds and issuance of debt.

The following funds had deficits as of June 30, 2012:

Major Governmental Funds:	
Newman School Repair	\$ 9,629,645
Nonmajor Governmental Funds:	
Special Revenue Funds:	
2012 911 PASAP & Recc Support	17,975
Police Bullet Proof Vests	17,366
2012 911 Training & Emd Grant	4,345
2011 Formula (COA)	1,124
Capital Project Funds	
Pollard Roof Replacement	873,537
Senior Center design and feasibility	149,100
Pollard School parking and access	55,800
Booth Street reconstruction	44,143
Senior Center	739,316
Town Hall Renovation	1,131,581
Fire engine	399,206
DPW Administrative Building	57,040
RBS Improvement	249,333
RBS/DBC Improvement	352,046
Flooring replacement and asbestos abatement	114,907
Fiduciary Funds:	
Police outside detail	197,843
Fire outside detail	82,748
	<u>\$ 14,117,055</u>

3. Cash and Short-Term Investments

Custodial Credit Risk - Deposits. Custodial credit risk is the risk that in the event of a bank failure, the Town's deposits may not be returned. Massachusetts General Law (MGL) Chapter 44, Section 55, limits deposits "in a bank or trust company or banking company to an amount not exceeding sixty percent of the capital and surplus of such bank or trust company or banking company, unless satisfactory security is given to it by such bank or trust company or banking company for such excess." The Town's custodial credit risk policy allows unlimited amounts to be deposited in certificates of deposits with a maximum maturity as set by Massachusetts General Laws (MGL) and full collateralization through a third-party agreement. The policy also allows unlimited deposits in Massachusetts State pooled fund and limits the remaining unsecured deposits to 5% of any institution's assets and no more than 25% of the Town's assets. The Town's policy was designed to limit exposure to only those institutions with a proven financial strength, capital adequacy of the firm, and overall affirmative reputation in the municipal industry. Further, all securities not held directly by the Town, will be held in the Town's name and the tax identification number by a third-party custodian approved by the Treasurer and evidenced by safekeeping receipts showing individual CUSIP numbers for each security. The Contributory

Retirement System (the System) does not have a deposit policy for custodial credit risk.

As of June 30, 2012, \$ 7,428,531 of the Town's bank balance of \$ 35,622,139 was exposed to custodial credit risk as uninsured or uncollateralized.

As of December 31, 2011, \$ 2,026,110 of the Contributory Retirement System's bank balance of \$ 2,105,952 was exposed to custodial credit risk as uninsured or uncollateralized. Of the System's exposed risk, \$ 1,639,229 was invested in MMDT and \$ 376,881 was invested in PRIT.

4. Investments

A. Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. For short-term investments that were purchased using surplus revenues, MGL, Chapter 44, Section 55, limits investments to the top rating issued by at least one nationally recognized statistical rating organization (NRSROs).

Presented below is the actual rating as of year-end for each investment of the Town (All federal agency securities have an implied credit rating of AAA.):

<u>Investment Type</u>	<u>Fair Value</u>	<u>Average Rating as of Year-end</u>
Certificates of deposits	\$ 10,720,595	N/A
Corporate equities	3,544,262	N/A
Mutual funds	4,108,802	N/A
Federal agency securities	6,183,764	AAA
Corporate bonds	4,911,543	A2
US Government bonds	199,638	AAA
Municipal bonds	<u>756,650</u>	A2
Total investments	\$ <u>30,425,254</u>	

Massachusetts General Law, Chapter 32, Section 23, limits the investment of System funds, to the extent not required for current disbursements, in the PRIT Fund or in securities, other than mortgages or collateral loans, which are legal for the investment of funds in savings banks under the laws of the Commonwealth, provided that no more than the established percentage of assets, is invested in any one security.

At December 31, 2011, the System maintained its investments in the State Investment Pool* with a fair value of \$ 101,362,151. This investment type is not rated.

**Fair value is the same as the value of the pool share. The Pension Reserves Investment Trust was created under Massachusetts General Law, Chapter 32, Section 22, in December 1983. The Pension Reserves Investment Trust is operated under contract with a private investment advisor, approved by the Pension Reserves Investment Management Board. The Pension Reserves Investment Management Board shall choose an investment advisor by requesting proposals from advisors and reviewing such proposals based on criteria adopted under Massachusetts General Law, Chapter 30B.*

B. Custodial Credit Risk

The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g. broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Town's custodial credit risk policy allows unlimited investments in U.S. Agency obligations, certificates of deposits secured through a third party, and other investments allowable by MGL. The Retirement System does not have policies for custodial credit risk.

As of June 30, 2012, \$ 19,704,661 out of the Town's investments of \$ 30,425,254 was exposed to custodial credit risk as uninsured and uncollateralized. The Town manages this risk with Securities Investor Protection Corporation (SIPC) and excess SIPC coverage.

As of December 31, 2011, the System's investments of \$ 101,362,151 were exposed to custodial credit risk as uninsured and uncollateralized. However, the investments were held in the State investment pool (PRIT).

C. Concentration of Credit Risk

The Town manages concentration of credit risk by diversifying the investment portfolio so that the impact of potential losses from any type of security or issuer will be minimized. With the exception U.S. Treasury obligations or investments fully collateralized by U.S. agencies, and State Pool (MMDT), no more than 10% of the Town's investments shall be invested in a single financial institution. The Retirement System places no limit on the amount invested in any one issuer.

Massachusetts General Law Chapter 32, Section 23 limits the amount the System may invest in any one issuer or security type, with the exception of the PRIT fund.

The System does not have an investment in one issuer greater than 5% of total investments.

D. Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. Per Massachusetts general law, investments of operating cash or bond paydown amounts should be placed in investments with a one year or less maturity date or in shares issued by money market funds registered with the Securities and Exchange Commission. The Town addresses interest rate risk by managing duration. The Retirement System does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates. Information about the sensitivity of the fair values of the Town's investments to market interest rate fluctuations is as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Investment Maturities (in Years)</u>		
		<u>Less Than 1</u>	<u>1-5</u>	<u>6-10</u>
Debt-related Securities:				
Federal agency securities	\$ 6,183,764	\$ 2,732,122	\$ 3,276,512	\$ 175,130
Corporate bonds	4,911,543	1,018,365	3,837,029	56,149
US Government bonds	199,638	99,687	-	99,951
Municipal bonds	756,650	453,740	-	302,910
Total	<u>\$ 12,051,595</u>	<u>\$ 4,303,914</u>	<u>\$ 7,113,541</u>	<u>\$ 634,140</u>

E. Foreign Currency Risk

Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair value of an investment. The Town will not invest in any investment exposed to foreign currency risk. The System does not have policies for foreign currency risk.

5. Accounts Receivable

A. Property Taxes

Real estate and personal property taxes are levied and based on values assessed on January 1st of every year. Assessed values are established by the Board of Assessor's for 100% of the estimated fair market value. Taxes are due on a quarterly basis and are subject to penalties and interest if they are not paid by the respective due date. Real estate and personal property taxes levied are recorded as receivables in the fiscal year they relate to.

Fourteen days after the due date for the final tax bill for real estate taxes, a demand notice may be sent to the delinquent taxpayer. Fourteen days after the demand notice has been sent, the tax collector may proceed to file a lien against the delinquent taxpayers' property. The Town has an ultimate right to foreclose on property for unpaid taxes. Personal property taxes cannot be secured through the lien process.

Taxes receivable at June 30, 2012 consist of the following (in thousands):

Real Estate			
2012		\$ 747	
2011		<u>7</u>	
	Subtotal		754
Personal Property			
2012		183	
2011		219	
2010		254	
2009		46	
2008		29	
Prior		<u>220</u>	
	Subtotal		951
	Tax Liens		905
	Deferred Taxes		562
	Tax Roll Backs		6
	CPA		<u>17</u>
	Total		<u>\$ 3,195</u>

B. Allowance for Uncollectibles

The receivables reported in the accompanying entity-wide financial statements reflect the following estimated allowances for doubtful accounts (in thousands):

	<u>Governmental</u>
Property taxes	\$ 395
Excises	243
Ambulance	355

The allowance amount is estimated using varying percentages that the Town believes are not collectible based on year of levy.

C. Departmental

Departmental receivables are primarily comprised of ambulance receivables.

D. Intergovernmental Receivables

This balance represents reimbursements requested from Federal and State agencies for expenditures incurred in fiscal 2012 and future reimbursements from the MSBA.

6. Interfund Fund Receivables/Payables and Transfers

The balance due to general fund from the Newman School Repair major fund resulted from the time lag between the dates that construction payments were made and bond was issued. The bond was issued in October 2012, see subsequent events footnote. Therefore, this resulted in a short-term loan made to establish working capital.

This government reports interfund transfers between many of its funds. The sum of all transfers presented in the table agrees with the sum of interfund transfers presented in the governmental and proprietary fund financial statements. The following is an analysis of interfund transfers made in fiscal year 2012:

<u>Governmental Funds:</u>	<u>Transfers In</u>	<u>Transfers Out</u>
General Fund	\$ 2,500,159	\$ 4,458,706
Community Preservation Fund	-	300,000
Newman School Repair Fund	276,005	-
<u>Nonmajor Funds:</u>		
<u>Special Revenue Funds:</u>		
Town grants	-	145,936
Receipts reserved for appropriation	-	40,000
Revolving funds	-	290,517
Trust funds	-	5,500
Other special revenue funds	5,500	115,000
<u>Capital Project Funds:</u>		
FY11 projects	1,817,051	15,500
FY10 projects	250,001	21,964
FY09 projects	512,000	4,021
FY08 projects	-	8,432
FY07 projects	10,000	12,171
FY06 projects	-	29,662
FY05 projects	-	1,138
FY04 projects	1	10,723
FY03 projects	-	24,291
FY02 projects	-	76
Subtotal Nonmajor Funds	2,594,553	724,931

(continued)

(continued)

<u>Business-Type Funds:</u>	<u>Transfers In</u>	<u>Transfers Out</u>
Sewer Fund	469,610	420,648
Water Fund	-	945,016
Solid Waste Fund	580,673	265,987
Subtotal Business-Type Funds:	1,050,283	1,631,651
Internal Service Funds	694,288	-
Grand Total	\$ 7,115,288	\$ 7,115,288

The transfers from the sewer, water, and solid waste funds to the general fund are made to cover indirect costs incurred by general fund. Other transfers are used to (1) move revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them, (2) use unrestricted revenues collected in the general fund to finance various programs and accounted for in other funds in accordance with budgetary authorizations.

7. Capital Assets

Capital asset activity for the year ended June 30, 2012 was as follows (in thousands):

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Governmental Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 169,412	\$ 8,940	\$ -	\$ 178,352
Machinery, equipment, and furnishings	9,746	545	(559)	9,732
Vehicles	4,089	414	(270)	4,233
Infrastructure	30,180	1,705	-	31,885
Total capital assets, being depreciated	213,427	11,604	(829)	224,202
Less accumulated depreciation for:				
Buildings and improvements	(29,306)	(4,069)	-	(33,375)
Machinery, equipment, and furnishings	(6,443)	(1,367)	459	(7,351)
Vehicles	(2,862)	(611)	211	(3,262)
Infrastructure	(13,055)	(1,207)	-	(14,262)
Total accumulated depreciation	(51,666)	(7,254)	670	(58,250)
Total capital assets, being depreciated, net	161,761	4,350	(159)	165,952
Capital assets, not being depreciated:				
Land	19,047	25	-	19,072
Works of Art	95	25	-	120
Construction in progress	18,751	22,238	(859)	40,130
Total capital assets, not being depreciated	37,893	22,288	(859)	59,322
Governmental activities capital assets, net	\$ 199,654	\$ 26,638	\$ (1,018)	\$ 225,274

	Beginning Balance	Increases	Decreases	Ending Balance
Business-Type Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 8,904	\$ -	\$ -	\$ 8,904
Plant	6,600	-	-	6,600
Machinery, equipment, and furnishings	4,069	122	(30)	4,161
Vehicles	1,433	124	(76)	1,481
Infrastructure	68,968	456	-	69,424
Total capital assets, being depreciated	89,974	702	(106)	90,570
Less accumulated depreciation for:				
Buildings and improvements	(3,591)	(249)	-	(3,840)
Plant	(2,259)	(229)	-	(2,488)
Machinery, equipment, and furnishings	(2,827)	(231)	23	(3,035)
Vehicles	(713)	(268)	76	(905)
Infrastructure	(33,501)	(1,191)	-	(34,692)
Total accumulated depreciation	(42,891)	(2,168)	99	(44,960)
Total capital assets, being depreciated, net	47,083	(1,466)	(7)	45,610
Capital assets, not being depreciated:				
Land	5,275	-	-	5,275
Construction in progress	2,092	2,724	-	4,816
Total capital assets, not being depreciated	7,367	2,724	-	10,091
Business-type activities capital assets, net	\$ 54,450	\$ 1,258	\$ (7)	\$ 55,701

Depreciation expense was charged to functions of the Town as follows (in thousands):

Governmental Activities:	
General government	\$ 230
Public safety	342
Education	4,180
Public works	1,947
Culture and recreation	555
Total depreciation expense - governmental activities	\$ 7,254
Business-Type Activities:	
Sewer	\$ 824
Water	1,124
Solid waste	220
Total depreciation expense - business-type activities	\$ 2,168

8. Warrants and Accounts Payable

Warrants and accounts payable represent 2012 expenditures paid after June 30, 2012.

9. Deferred Revenue

Governmental funds report *deferred revenue* in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period.

The balance of the General Fund *deferred revenues* account is equal to the total of all June 30, 2012 receivable balances, except real and personal property taxes that are accrued for subsequent 60-day collections.

10. Accrued Liabilities

Accrued liabilities represent primary accrued payroll and withholdings. On the government-wide Statement of Net Assets, accrued liabilities also include accrued interest for bonds and anticipation notes.

Accrued liabilities reported in the Internal Service Fund represent an estimate of incurred but not reported workers compensation claims.

11. Refunds Payable

This balance consists of an estimate of refunds due to property taxpayers for potential abatements. These cases are currently pending with the state Appellate Tax Board.

12. Anticipation Notes Payable

The following summarizes activity in notes payable during fiscal year 2012:

	Balance Beginning of Year	New Issues	Maturities	Balance End of Year
MWPAT Loan	\$ 812,105	\$ -	\$ (812,105)	\$ -
Bond anticipation	-	350,000	(350,000)	-
Bond anticipation	-	5,762,000	(5,762,000)	-
Bond anticipation	-	8,650,000	-	8,650,000
MWPAT Loan	-	1,214,646	-	1,214,646
Total	<u>\$ 812,105</u>	<u>\$ 15,976,646</u>	<u>\$ (6,924,105)</u>	<u>\$ 9,864,646</u>

The following are notes payable outstanding at year-end:

	<u>Interest Rate</u>	<u>Date of Issue</u>	<u>Date of Maturity</u>	<u>Balance at 6/30/12</u>
Newman School, Senior Center, and other projects	0.75%	06/15/12	10/15/12	\$ 8,650,000
Reservoir B sewer pump station	0.15%	04/12/12	12/31/13	1,214,646
Total				<u>\$ 9,864,646</u>

13. Long-Term Debt

A. Long-Term Debt Supporting Activities

General obligation bonds, issued by the Town, are repaid with general and enterprise fund revenues and the use of unassigned fund balance or unrestricted retained earnings. Compensated absences are paid from the fund responsible for the employee's compensation - the general fund and the enterprise funds.

B. General Obligation Bonds

The Town issues general obligation bonds to provide funds for the acquisition and construction of major capital facilities. General obligation bonds have been issued for both governmental and business-type activities. General obligation bonds currently outstanding are as follows:

	<u>Original Amount</u>	<u>Interest Rate(s) %</u>	<u>Date of Issue</u>	<u>Date of Maturity</u>	<u>Amount Outstanding as of 6/30/12</u>
MA Water Pollution Abatement Trust	\$ 310,656	Various	06/01/95	02/01/15	\$ 88,016
MA Water Pollution Abatement Trust	91,400	Various	12/09/98	08/01/18	213,150
MA Water Pollution Abatement Trust	243,300	Various	12/09/98	08/01/18	38,050
MA Water Pollution Abatement Trust	1,261,272	Various	12/09/98	08/01/18	35,900
MA Water Pollution Abatement Trust	175,500	Various	12/09/98	08/01/18	95,400
MA Water Pollution Abatement Trust	422,874	Various	12/09/98	08/01/18	540,100
MA Water Pollution Abatement Trust	85,894	Various	12/09/98	08/01/18	69,000
Elementary School	14,000,000	3.00 - 4.70	11/01/03	11/01/23	1,400,000
Municipal Purpose FY 2005	12,649,000	3.00 - 4.75	12/01/04	12/01/19	2,445,000
Municipal Purpose FY 2005	6,827,000	3.25 - 4.20	06/01/05	06/01/25	3,725,000
Municipal Purpose FY 2006	3,346,000	3.24 - 3.66	12/15/05	02/15/15	600,000
Municipal Purpose FY 2007	5,525,000	3.75 - 4.50	11/01/06	11/11/19	3,960,000
Municipal Purpose FY 2007	11,970,000	3.75 - 4.50	11/01/06	11/01/26	7,350,000
Municipal Purpose FY 2008	4,470,000	4.05 - 5.00	06/15/07	06/15/12	2,200,000
Municipal Purpose FY 2009	12,600,000	3.25 - 5.00	06/03/08	12/01/26	9,710,000

(continued)

(continued)

	<u>Original Amount</u>	<u>Interest Rate(s) %</u>	<u>Date of Issue</u>	<u>Date of Maturity</u>	<u>Amount Outstanding as of 6/30/12</u>
Municipal Purpose FY 2009	5,600,000	4.61	11/01/08	08/01/27	4,260,000
Municipal Purpose FY 2010	6,842,000	2.94	06/01/09	06/01/28	4,550,000
Municipal Purpose FY 2010	15,815,000	2.00 - 4.00	12/15/09	08/01/28	13,930,000
Municipal Purpose FY 2010	4,000,000	2.00 - 3.00	06/15/10	12/01/24	2,940,000
MA Water Resources Authority	215,710	0.00	02/22/10	02/15/10	129,426
MA Water Resources Authority	283,305	0.00	05/17/10	05/15/15	169,983
MWRA	57,613	0.00	11/15/10	11/15/15	46,090
Municipal Purpose FY 2011	4,635,000	1.00 - 3.00	10/15/10	04/01/17	1,915,000
Municipal Purpose FY 2011	11,750,000	2.00 - 5.00	05/19/11	10/01/28	10,250,000
GOB - Refunding FY2012	10,995,000	2.00 - 4.00	06/06/12	11/01/23	10,995,000
GOB - Municipal Purpose FY2012	2,460,000	2.00 - 3.125	10/05/11	08/01/26	2,460,000
MWPAT	1,064,706	2.08	07/08/10	07/15/30	765,335
MWRA	220,990	0.00	02/27/12	02/15/17	220,990
					<u>\$ 85,101,440</u>

C. Future Debt Service

The annual payments to retire all general obligation long-term debt outstanding as of June 30, 2012 are as follows:

<u>Governmental</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ 7,117,979	\$ 2,754,397	\$ 9,872,376
2014	6,567,979	2,581,474	9,149,453
2015	6,287,612	2,088,902	8,376,514
2016	5,762,526	1,757,180	7,519,706
2017	5,532,526	1,604,026	7,136,552
2018 - 2022	23,622,578	5,527,288	29,149,866
2023 - 2027	15,900,000	1,798,269	17,698,269
2028 - 2031	2,365,000	63,200	2,428,200
Total	<u>\$ 73,156,200</u>	<u>\$ 18,174,736</u>	<u>\$ 91,330,936</u>
<u>Business-Type</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ 1,891,126	\$ 451,563	\$ 2,342,689
2014	1,714,981	346,434	2,061,415
2015	1,510,637	294,521	1,805,158
2016	1,213,856	245,276	1,459,132
2017	1,211,347	200,654	1,412,001
2018 - 2022	3,369,676	407,627	3,777,303
2023 - 2027	712,616	85,769	798,385
2028 - 2031	321,001	12,353	333,354
Total	<u>\$ 11,945,240</u>	<u>\$ 2,044,197</u>	<u>\$ 13,989,437</u>

D. Bond Authorizations

Long-term debt authorizations which have not been issued or rescinded as of June 30, 2012 are as follows:

<u>Date Authorized</u>	<u>Purpose</u>	<u>Amount</u>
2001	Rosemary Pool Complex - Design	\$ 72,500
2003	Sewer Pump Station Richardson Drive	81,290
2003	Water Pump Station Designs	78,000
2006	Ridge Hill Rehabilitation	104,600
2006	Water System Rehabilitation	30,000
2006	Rte 128 Sewer Main Relocation	90,000
2007	Water system Improvements	735,000
2008	High Rock and Pollard School Project	274,000
2008	Sewer System Rehab - I/I work	338,093
2009	Municipal Parking Lot Improvements	5,000
2009	Public Safety Building Roof	61,500
2009	Street & Traffic Light Improvements	25,000
2009	Wastewater Pump Station at GPA	18,000
2009	Water Main Improvements	649,869
2009	Water Storage Tank Cleaning & Painting	75,000
2009	Public Services Administration Bldg.	294,000
2010	Stormwater Master Plan Drainage Improvements	160,000
2010	Sewer Pump Station Design	410,497
2010	Town Hall (GF portion)	865,000
2010	Town Hall (CPA portion)	2,459,000
2010	Kendrick Street Bridge Design	35,000
2010	RTS Construction Equipment	44,000
2010	Water Distribution System Rehab	80,000
2010	Newman School Extraordinary Repairs	13,379,522
2010	Road, Bridges, Sidewalks and Intersection Improvement	556,300
2011	Road, Bridges, Sidewalks and Intersection Improvement	1,100,000
2011	Pollard School Parking and Access Improvements	55,800
2011	Kendrick Street Bridge Repair	100,000
2011	Pollard School Roof Remodeling	1,287,909
2011	Senior Center Feasibility & Design	150,000
2011	Booth Street	125,000
2011	RTS Tractor Equipment	152,000
2012	Needham High School Roof	240,000
2012	RTS Construction Equipment	32,000
2012	Property Acquisition	1,175,000
2012	Senior Center Construction	8,051,808
2012	Sewer Pump Station Reservoir B	6,300,000
2012	Road, Bridges, Sidewalks and Intersection Improvement	600,000
2012	Fire Engine	400,000
2012	Property Acquisition	630,000
	Total	<u>\$ 41,320,688</u>

E. Changes in General Long-term Liabilities

During the year ended June 30, 2012, the following changes occurred in long-term liabilities (in thousands):

	Total Balance 7/1/11	Additions	Refunding	Reductions	Total Balance 6/30/12	Less Current Portion	Equals Long-Term Portion 6/30/12
<u>Governmental Activities</u>							
Bonds payable	\$ 77,970	\$ 13,455	\$ (11,065)	\$ (7,204)	\$ 73,156	\$ (7,118)	\$ 66,038
Other:							
Accrued employee benefits	3,459	79	-	-	3,538	(884)	2,654
Landfill closure	819	-	-	-	819	(45)	774
Totals	<u>\$ 82,248</u>	<u>\$ 13,534</u>	<u>\$ (11,065)</u>	<u>\$ (7,204)</u>	<u>\$ 77,513</u>	<u>\$ (8,047)</u>	<u>\$ 69,466</u>

	Total Balance 7/1/11	Additions	Refunding	Reductions	Total Balance 6/30/12	Less Current Portion	Equals Long-Term Portion 6/30/12
<u>Business-Type Activities</u>							
Bonds payable	\$ 13,134	\$ 1,021	\$ -	\$ (2,210)	\$ 11,945	\$ (1,891)	\$ 10,054
Other:							
Accrued employee benefits	230	8	-	-	238	(238)	-
Totals	<u>\$ 13,364</u>	<u>\$ 1,029</u>	<u>\$ -</u>	<u>\$ (2,210)</u>	<u>\$ 12,183</u>	<u>\$ (2,129)</u>	<u>\$ 10,054</u>

F. Current Year Refundings

On June 6, 2012 the Town issued general obligation bonds in the amount of \$ 10,995,000 with a variable interest rate ranging from 2.00% to 4.00% to advance refund \$ 11,065,000 of term bonds with interest rates ranging from 3.00% to 4.75%. The term bonds mature on November 1, 2023 and December 1, 2015. The non-callable defeased debt outstanding at June 30, 2012 is \$2,445,000 for the Library bond and \$1,400,000 for the Broadmeadow School bond. Total present value of future cash flow savings due to refunding is \$198,787 for the Library bond and \$770,196 for the Broadmeadow School bond.

G. Prior Year Refundings

In prior years, the Town has defeased various bond issues by creating separate irrevocable trust funds. The proceeds from the new issuance of the general obligation bonds were used to purchase U.S. government securities, and those securities were deposited in an irrevocable trust with an escrow agent to provide debt service payments until the refunded bonds mature in 2019. For financial reporting purposes, the debt has been considered defeased and therefore removed as a liability from the Town's balance sheet. As of June 30, 2012, the amount of defeased debt outstanding but removed from the governmental activities and business-type activities was \$ 3,930,000.

14. Landfill Postclosure Care Costs

State and Federal laws and regulations require the Town to perform certain maintenance and monitoring functions at the site for thirty years after closure.

The \$ 819,964 reported as postclosure care liability at June 30, 2012 represents the estimated costs to maintain and monitor the site for the remainder of the thirty years. These amounts are based on what it would cost to perform all postclosure care in 2012. Actual cost may be higher due to inflation, changes in technology, or changes in regulations.

15. Restricted Net Assets

The accompanying entity-wide financial statements report restricted net assets when external constraints from grantors or contributors are placed on net assets.

Permanent fund restricted net assets are segregated between nonexpendable and expendable. The nonexpendable portion represents the original restricted principal contribution, and the expendable represents accumulated earnings which are available to be spent based on donor restrictions.

16. Governmental Funds - Balances

Fund balances are segregated to account for resources that are either not available for expenditure in the future or are legally set aside for a specific future use.

The following types of fund balances are reported at June 30, 2012:

Nonspendable - Represents amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact. This fund balance classification includes general fund reserves for prepaid expenditures and nonmajor governmental fund reserves for the principal portion of permanent trust funds.

Restricted - Represents amounts that are restricted to specific purposes by constraints imposed by creditors, grantors, contributors, or laws or regulations of other governments, or constraints imposed by law through constitutional provisions or enabling legislation. This fund balance classification includes general fund encumbrances funded by bond issuances, various special revenue funds, and the income portion of permanent trust funds.

Committed - Represents amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the Town's highest level of decision-making authority. This fund balance classification includes general fund encumbrances for non-lapsing, special article appropriations approved at Town Meeting, and various special revenue funds.

Assigned - Represents amounts that are constrained by the Town's intent to use these resources for a specific purpose. This fund balance classification includes general fund encumbrances that have been established by various Town departments for the expenditure of current year budgetary financial resources upon vendor performance in the subsequent budgetary period.

Following is a breakdown of the Town's fund balances at June 30, 2012:

	General Fund	Community Preservation Fund	Newman School Repair Fund	Nonmajor Governmental Funds	Total Governmental Funds
Nonspendable					
Nonexpendable permanent funds	\$ -	\$ -	\$ -	\$ 188,478	\$ 188,478
Total Nonspendable	-	-	-	188,478	188,478
Restricted					
Debt service	448,175	-	-	-	\$ 448,175
Bonded projects	-	-	-	870,482	870,482
Special revenue funds	-	-	-	4,778,679	4,778,679
Expendable trust funds	-	4,336,835	-	1,658,496	5,995,331
Total Restricted	448,175	4,336,835	-	7,307,657	12,092,667
Committed					
Continuing appropriations articles	339,915	-	-	-	339,915
General and capital stabilization	5,404,305	-	-	-	5,404,305
Capital project funds	-	-	-	1,542,872	1,542,872
Total Committed	5,744,220	-	-	1,542,872	7,287,092
Assigned					
Encumbrances	2,711,397	-	-	-	2,711,397
For next year's expenditures	5,873,776	-	-	-	5,873,776
Total Assigned	8,585,173	-	-	-	8,585,173
Unassigned	10,846,842	-	(9,629,645)	(4,206,819)	(2,989,622)
Total Fund Balance	\$ 25,624,410	\$ 4,336,835	\$ (9,629,645)	\$ 4,832,188	\$ 25,163,788

17. General Fund Unassigned Fund Balance

The unassigned general fund balance reported on the balance sheet is stated in accordance with generally accepted accounting principles (GAAP), which differs in certain respects from the Massachusetts Uniform Municipal Accounting System (UMAS). Major differences include an estimate for future potential tax refunds included in these financial statements, which is not recognized under UMAS.

18. Commitments and Contingencies

Outstanding Legal Issues - There are several pending legal issues in which the Town is involved. The Town's management is of the opinion that the potential future settlement of such claims would not materially affect its financial statements taken as a whole.

Grants - Amounts received or receivable from grantor agencies are subject to audit and adjustment by grantor agencies, principally the federal government. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount of expenditures which may be disallowed by the grantor cannot be determined at this time, although the Town expects such amounts, if any, to be immaterial.

19. Subsequent Events

Debt

Subsequent to June 30, 2012, the Town has incurred the following additional debt:

	<u>Amount</u>	<u>Interest Rate</u>	<u>Issue Date</u>	<u>Maturity Date</u>
General obligation bond	\$ 12,244,000	2 - 4%	10/03/12	07/15/32

20. Post-Employment Healthcare and Life Insurance Benefits (Other Post-Employment Benefits)

GASB Statement 45, *Accounting and Financial Reporting by Employers for Post-Employment Benefits Other Than Pensions*, requires governments to account for other post-employment benefits (OPEB), primarily healthcare, on an accrual basis rather than on a pay-as-you-go basis. The effect is the recognition of an actuarially required contribution as an expense on the Statement of Activities when a future retiree earns their post-employment benefits, rather than when they use their post-employment benefit. To the extent that an entity does not fund their actuarially required contribution, a post-employment benefit liability is recognized on the Statement of Net Assets over time.

A. Plan Description

In addition to providing the pension benefits described, the Town provides post-employment healthcare and life insurance benefits for retired employees through the Town's plan. The benefits, benefit levels, employee contributions and employer contributions are governed by Chapter 32 of the Massachusetts General Laws. As of July 1, 2009, the actuarial valuation date, approximately 724 retirees and 1,016 active

employees meet the eligibility requirements. The plan does not issue a separate financial report.

B. Benefits Provided

The Town provides medical, prescription drug, mental health/substance abuse and life insurance to retirees and their covered dependents. All active employees who retire from the Town and meet the eligibility criteria may receive these benefits.

C. Funding Policy

Retirees contribute 32 - 50% of the cost of the health plan, as determined by the Town. The Town contributes the remainder of the health plan costs on a pre-funded basis.

D. Annual OPEB Costs and Net OPEB Obligation

The Town's fiscal 2012 annual OPEB expense is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost per year and amortize the unfunded actuarial liability over a period of thirty years. The following table shows the components of the Town's annual OPEB cost for the year ending June 30, 2012, the amount actually contributed to the plan, and the change in the Town's net OPEB asset (obligation) based on an actuarial valuation as of July 1, 2011.

Annual Required Contribution (ARC)	\$ 3,906,275
Interest on net OPEB obligation	-
Adjustment to ARC	-
	<hr/>
Annual OPEB cost	3,906,275
Contributions made	<hr/> 4,406,275
	<hr/>
Increase in net OPEB asset	500,000 *
Net OPEB asset - beginning of year	-
	<hr/>
Net OPEB asset - end of year	<hr/> \$ 500,000

* represents funding in excess of ARC

The Town's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation were as follows:

<u>Fiscal year ended</u>	<u>Annual OPEB Cost</u>	<u>Percentage of OPEB Cost Contributed</u>	<u>Net OPEB Asset</u>
2012	\$ 3,906,275	113%	\$ 500,000
2011	\$ 3,626,375	100%	\$ -
2010	\$ 3,446,556	100%	\$ -
2009	\$ 3,102,311	100%	\$ -

E. Funded Status and Funding Progress

The funded status of the plan as of July 1, 2011, the date of the most recent actuarial valuation was as follows:

Actuarial accrued liability (AAL)	\$ 59,122,322
Actuarial value of plan assets	<u>6,423,760</u>
Unfunded actuarial accrued liability (UAAL)	<u>\$ 52,698,562</u>
Funded ratio (actuarial value of plan assets/AAL)	<u>10.9%</u>
Covered payroll (active plan members)	<u>\$ 60,859,276</u>
UAAL as a percentage of covered payroll	<u>86.6%</u>

Actuarial valuations of an ongoing plan involve estimates of the value of reported amount and assumptions about the probability of occurrence of events far into the future. Examples included assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

F. Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the plan as understood by the Town and the plan members and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the Town and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the July 1, 2011 actuarial valuation the projected unit credit cost method was used. The actuarial value of assets was not determined as the Town

has not advance funded its obligation. The actuarial assumptions included an 8% investment rate of return and an initial annual healthcare cost trend rate of 8% which decreases to a 5% long-term rate for all healthcare benefits after ten years. The amortization costs for the initial UAAL is a level percentage of payroll for a period of 28 years, on a closed basis. This has been calculated assuming the amortization payment increases at a rate of 4.5%.

21. Contributory Retirement System

The Town follows the provisions of GASB Statement No. 27, *Accounting for Pensions for State and Local government Employees*, (as amended by GASB 50) with respect to the employees' retirement funds.

A. Plan Description and Contribution Information

Substantially all employees of the Town (except teachers and administrators under contract employed by the School Department) are members of the Needham Contributory Retirement System (NCRS), a cost sharing, multiple employer defined benefit PERS. Eligible employees must participate in the NCRS. The pension plan provides pension benefits, deferred allowances, and death and disability benefits. Chapter 32 of the Massachusetts General Laws establishes the authority of the NCRS Retirement Board. Chapter 32 also establishes contribution percentages and benefits paid. The NCRS Retirement Board does not have the authority to amend benefit provisions. As required by Massachusetts General Laws, the System issues a separate report to the Commonwealth's Public Employee Retirement Administration Commission. The System also issues a stand-alone financial report, which can be obtained from the System located at 1471 Highland Avenue, Needham, Massachusetts 02492.

Membership of each plan consisted of the following at December 31, 2011:

Retirees and beneficiaries receiving benefits	446
Terminated plan members entitled to but not yet receiving benefits	148
Active plan members	<u>631</u>
Total	<u><u>1,225</u></u>
Number of participating employers	2

Employee contribution percentages are specified in Chapter 32 of the Massachusetts General Laws. The percentage is determined by the participant's date of entry into the system. All employees hired after

January 1, 1979 contribute an additional 2% on all gross regular earnings over the rate of \$ 30,000 per year. The percentages are as follows:

Before January 1, 1975	5%
January 1, 1975 - December 31, 1983	7%
January 1, 1984 - June 30, 1996	8%
Beginning July 1, 1996	9%

Employers are required to contribute at actuarially determined rates as accepted by the Public Employee Retirement Administration Commission (PERAC). The Town's Schedule of Employer Contributions is as follows:

Schedule of Employer Contributions:

<u>Year Ended</u> <u>June 30</u>	<u>Annual Required</u> <u>Contribution</u>	<u>Percentage</u> <u>Contributed</u>
2012	\$ 4,722,775	100%
2011	\$ 4,552,978	100%
2010	\$ 4,271,094	100%
2009	\$ 4,121,326	100%
2008	\$ 3,979,000	100%
2007	\$ 3,835,000	100%
2006	\$ 3,696,000	100%
2005	\$ 3,525,000	100%
2004	\$ 2,392,000	100%
2003	\$ 2,353,000	100%
2002	\$ 2,315,000	100%

B. Summary of Significant Accounting Policies

Basis of Accounting - Contributory retirement system financial statements are prepared using the accrual basis of accounting. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan.

Method Used to Value Investments - Investments are reported at fair value in accordance with PERAC requirements.

C. Funded Status and Funding Progress

The information presented below is from the Needham contributory Retirement System's most recent valuation (in thousands).

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
1/1/11	\$ 116,466	\$ 149,578	\$ 33,112	77.9%	\$ 28,057	118.0%

The Schedule of Funding Progress following the notes to the financial statements presents multi-year trend information about the actuarial value of plan assets relative to the actuarial accrued liability for benefits.

D. Actuarial Methods and Assumptions

The annual required contribution for the current year was determined as part of the actuarial valuation using the individual entry age normal actuarial cost method. Under this method an unfunded actuarial accrued liability of \$ 33.1 million was calculated. The actuarial assumptions included (a) 8.00 % investment rate of return and (b) a projected salary increase of 5.25 to 5.50% per year. Liabilities for cost of living increases have been assumed at an annual increase of 3 %, on the first \$ 12,000 of benefit payments. The actuarial value of assets is determined by projecting the market value of assets as of the beginning of the prior plan year with the assumed rate of return during that year (8.00 %) and accounting for deposits and disbursements with interest at the assumed rate of return. An adjustment is then applied to recognize the difference between the actual investment return and expected return over a five-year period. As of December 31, 2011, the unfunded actuarially accrued liability is being amortized over 16 years using 4.0 % increasing payment method.

E. Teachers

As required by State statutes, teachers of the Town are covered by the Massachusetts Teachers Retirement System (MTRS). The MTRS is funded by contributions from covered employees and the Commonwealth of Massachusetts. The Town is not required to contribute.

All persons employed on at least a half-time basis, who are covered under a contractual agreement requiring certification by the Board of Education are eligible, and must participate in the MTRS.

Based on the Commonwealth of Massachusetts' retirement laws, employees covered by the pension plan must contribute a percentage of gross earnings into the pension fund. The percentage is determined by the participant's date of entry into the system and gross earnings, up to \$ 30,000, as follows:

Before January 1, 1975	5%
January 1, 1975 - December 31, 1983	7% *
January 1, 1984 - June 30, 1996	8% *
July 1, 1996 - June 30, 2001	9% *
Beginning July 1, 2001	11%

* Effective January 1, 1990, all participants hired after January 1, 1979, who have not elected to increase to 11%, contribute an additional 2% of salary in excess of \$ 30,000.

The Town's current year covered payroll for teachers and administrators was not available.

In fiscal year 2012, the Commonwealth of Massachusetts contributed \$ 11,471,074 to the MTRS on behalf of the Town. This is included in the education expenditures and intergovernmental revenues in the general fund.

F. Other Employees

Certain retired employees of the Town were exempted from membership or elected not to participate in the System. The Town pays retirement benefits to these employees from the General Fund appropriations. These employees are not included in the Town's actuarial liability. The Town's fiscal 2012 pension expense relating to these employees was approximately \$ 32,620.

22. Self-Insurance

Workers Compensation - The Town's personnel Department administers a self-insured workers compensation program. In addition to in-house administration, the Town utilizes a third-party administrator, CCMSI, to process claims, produce workers compensation vouchers, and conduct follow-up medical case management on individuals receiving workers compensation benefits.

As of June 30, 2012, the Town's workers compensation fund had a balance of \$ 709,700 in net assets (a component of Total Net Assets). This amount is generated from the remainder of the workers compensation budget voted each year by the Town Meeting. The Town appropriated \$ 400,000 for workers compensation line item in fiscal year 2011. These funds are used to pay workers compensation related expenses throughout the year, with the unexpended balance rolling into the trust fund noted above. The Town also purchases stop-loss reinsurance as part of its workers compensation program from New York Marine and General Insurance Company. Under the terms of its excess workers compensation coverage, the Town is liable for up to \$ 350,000 per accident per employee to an aggregate limit of \$ 1,000,000 per

accident. The Town's maximum aggregate liability for all claims paid within one year is \$ 4,000,000. The Town has no excess liability coverage for public safety employees and no reasonable estimate of claims liability has been determined.

A liability for unpaid claims at June 30, 2012 of \$ 188,883 has been recorded in the Internal Service Fund. This represents the Town's estimate of future payments based on historical information on active cases.

Changes in the aggregate liability for claims for the year ended June 30, 2012 are as follows:

	<u>Workers Compensation</u>
Claims liability, beginning of year	\$ 188,883
Claims incurred/recognized in fiscal year 2012	365,872
Claims paid in fiscal year 2012	<u>(322,071)</u>
Claims liability, end of year	<u>\$ 232,684</u>

23. Risk Management

The Town is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters for which the government carries commercial insurance. There were no significant reductions in insurance coverage from the previous year and have been no material settlements in excess of coverage in any of the past three fiscal years.

24. Beginning Fund Balance Reclassification

The Town's major governmental funds for fiscal year 2012, as defined by GASB Statement 34, have changed from the previous fiscal year. Also, GASB Statement 54 has redefined fund types. Accordingly, the following reconciliation is provided:

	Fund Equity 6/30/11 (as previously reported)	<u>Reclassification</u>	Fund Equity 6/30/11 (as restated)
Town Hall Renovation	\$ 1,869,344	\$ (1,869,344)	\$ -
Newman School Repair	-	3,911,180	3,911,180
Nonmajor Governmental Funds	<u>14,730,305</u>	<u>(2,041,836)</u>	<u>12,688,469</u>
Total	<u>\$ 16,599,649</u>	<u>\$ -</u>	<u>\$ 16,599,649</u>

TOWN OF NEEDHAM, MASSACHUSETTS
SCHEDULE OF FUNDING PROGRESS
REQUIRED SUPPLEMENTARY INFORMATION

June 30, 2012
(Unaudited)

Employees' Retirement System

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
01/01/11	\$ 116,465,717	\$ 149,577,973	\$ 33,112,256	77.86%	\$ 28,057,204	118.0%
01/01/10	\$ 115,771,921	\$ 148,011,244	\$ 32,239,323	78.22%	\$ 30,285,518	106.5%
01/01/09	\$ 102,420,630	\$ 139,054,020	\$ 36,633,390	73.66%	\$ 28,012,825	130.8%
01/01/07	\$ 102,235,876	\$ 128,688,586	\$ 26,432,710	79.50%	\$ 26,120,560	101.2%
01/01/05	\$ 89,965,920	\$ 119,994,011	\$ 30,028,091	75.00%	\$ 23,585,296	127.3%
01/01/04	\$ 82,910,726	\$ 113,426,667	\$ 30,515,941	73.10%	\$ 21,633,442	141.1%
01/01/03	\$ 76,356,568	\$ 108,537,756	\$ 32,181,188	70.40%	\$ 21,380,463	150.5%
01/01/00	\$ 80,624,013	\$ 88,236,491	\$ 7,612,478	91.40%	\$ 18,313,876	41.6%
01/01/97	\$ 50,591,567	\$ 69,604,902	\$ 19,013,335	72.70%	\$ 16,120,405	117.9%
01/01/95	\$ 41,448,079	\$ 66,617,237	\$ 25,169,158	62.20%	\$ 12,547,993	200.6%

Other Post-Employment Benefits

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
07/01/11	\$ 6,423,760	\$ 59,122,322	\$ 52,698,562	10.9%	\$ 60,859,276	86.6%
07/01/09	\$ 5,008,484	\$ 48,888,127	\$ 43,879,643	10.2%	\$ 61,582,295	71.3%
07/01/07	\$ 3,075,317	\$ 46,672,308	\$ 43,596,991	6.6%	\$ 59,616,565	73.1%
07/01/05	\$ 2,131,044	\$ 43,172,705	\$ 41,041,661	4.9%	\$ 51,915,780	79.1%

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS

Schedule of Revenues and Other Sources, and
Expenditures and Other Uses -
Sewer Enterprise Fund Budget vs. Actual Comparison

For the Year Ended June 30, 2012

	<u>Budget</u>	<u>Adjusted Actual</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Current service charges	\$ 7,704,408	\$ 7,891,160	\$ 186,752
Interest income	9,900	6,150	(3,750)
Transfers in	469,610	469,610	-
Use of retained earnings	<u>1,118,546</u>	<u>1,118,546</u>	<u>-</u>
Total Revenues and Other Sources	9,302,464	9,485,466	183,002
Expenditures:			
Sewer expenditures	2,240,737	1,945,375	295,362
Intergovernmental	5,291,080	5,291,080	-
Debt service	1,350,000	1,301,699	48,301
Transfers out	<u>420,647</u>	<u>420,647</u>	<u>-</u>
Total Expenditures and Other Uses	<u>9,302,464</u>	<u>8,958,801</u>	<u>343,663</u>
Excess of revenues and other sources over expenditures and other uses	\$ <u>-</u>	\$ <u>526,665</u>	\$ <u>526,665</u>

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS

Schedule of Revenues and Other Sources, and
Expenditures and Other Uses -
Water Enterprise Fund Budget vs. Actual Comparison

For the Year Ended June 30, 2012

	<u>Budget</u>	<u>Adjusted Actual</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Current service charges	\$ 5,222,738	\$ 5,443,494	\$ 220,756
Interest income	10,000	8,048	(1,952)
Use of retained earnings	<u>864,000</u>	<u>864,000</u>	<u>-</u>
Total Revenues	6,096,738	6,315,542	218,804
Expenditures:			
Water expenditures	2,092,267	2,666,600	325,667
Intergovernmental	610,028	610,028	-
Debt service	1,550,000	1,540,938	9,062
Transfers out	<u>944,443</u>	<u>944,443</u>	<u>-</u>
Total Expenditures and Other Uses	<u>6,096,738</u>	<u>5,762,009</u>	<u>334,729</u>
Excess of revenues over expenditures and other uses	<u>\$ -</u>	<u>\$ 553,533</u>	<u>\$ 553,533</u>

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS

Schedule of Revenues and Other Sources, and
Expenditures and Other Uses -
Solid Waste Enterprise Fund Budget vs. Actual Comparison

For the Year Ended June 30, 2012

	<u>Budget</u>	<u>Adjusted Actual</u>	Variance Positive (Negative)
Revenues:			
Current service charges	\$ 1,472,174	\$ 1,658,107	\$ 185,933
Interest income	1,500	1,273	(227)
Transfers in	580,673	580,673	-
Use of retained earnings	<u>200,000</u>	<u>200,000</u>	<u>-</u>
Total Revenues and Other Sources	2,254,347	2,440,053	185,706
Expenditures:			
Transfers station expenditures	1,853,722	1,546,310	307,412
Debt service	150,000	149,361	639
Transfers out	<u>250,625</u>	<u>250,625</u>	<u>-</u>
Total Expenditures and Other Uses	<u>2,254,347</u>	<u>1,946,296</u>	<u>308,051</u>
Excess of revenues and other sources over expenditures and other uses	<u>\$ -</u>	<u>\$ 493,757</u>	<u>\$ 493,757</u>

See Independent Auditors' Report.



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edwardswildman.com

(Date of Delivery)

Evelyn M. Poness, Treasurer
Town of Needham
Needham, Massachusetts

\$5,945,000
City of Needham, Massachusetts
General Obligation Municipal Purpose Loan of 2013 Bonds
Dated June 28, 2013

We have acted as bond counsel to the City of Needham, Massachusetts (the “City”) in connection with the issuance by the City of the above-referenced bonds (the “Bonds”). In such capacity, we have examined the law and such certified proceedings and other papers as we have deemed necessary to render this opinion.

As to questions of fact material to our opinion we have relied upon representations and covenants of the City contained in the certified proceedings and other certifications of public officials furnished to us, without undertaking to verify the same by independent investigation.

Based on our examination, we are of the opinion, under existing law, as follows:

1. The Bonds are valid and binding general obligations of the City and, except to the extent they are paid from other sources, the principal of and interest on the Bonds are payable from taxes which may be levied upon all taxable property in the City, without limitation as to rate or amount, except as provided under Chapter 44, Section 20 of the General Laws, with respect to that portion of the principal and interest payments that the City has voted to exempt from the limit imposed by Chapter 59, Section 21C of the General Laws, and subject to the limit imposed by Chapter 59, Section 21C of the General Laws with respect to that portion of the principal and interest payments that the City has not voted to exempt from that limit.

2. Interest on the Bonds is excluded from the gross income of the owners of the Bonds for federal income tax purposes. In addition, interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes. However, such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. In rendering the opinions set forth in this paragraph, we have assumed compliance by the City with all requirements of the Internal Revenue Code of

1986 that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, and continue to be, excluded from gross income for federal income tax purposes. The City has covenanted to comply with all such requirements. Failure by the City to comply with certain of such requirements may cause interest on the Bonds to become included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. We express no opinion regarding any other federal tax consequences arising with respect to the Bonds.

3. Interest on the Bonds is exempt from Massachusetts personal income taxes and the Bonds are exempt from Massachusetts personal property taxes. We express no opinion regarding any other Massachusetts tax consequences arising with respect to the Bonds or any tax consequences arising with respect to the Bonds under the laws of any state other than Massachusetts.

This opinion is expressed as of the date hereof, and we neither assume nor undertake any obligation to update, revise, supplement or restate this opinion to reflect any action taken or omitted, or any facts or circumstances or changes in law or in the interpretation thereof, that may hereafter arise or occur, or for any other reason.

The rights of the holders of the Bonds and the enforceability of the Bonds may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

EDWARDS WILDMAN PALMER LLP

AM 20717757.1

**PROPOSED FORM OF
CONTINUING DISCLOSURE CERTIFICATE**

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the Town of Needham, Massachusetts (the “Town”) in connection with the issuance of its \$5,945,000 General Obligation Municipal Purpose Loan of 2013 Bonds dated June 28, 2013 (the “Bonds”). The Town covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Town for the benefit of the Owners of the Bonds and in order to assist the Participating Underwriters in complying with the Rule.

SECTION 2. Definitions. For purposes of this Disclosure Certificate the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the Town pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Listed Events” shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board as established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934, or any successor thereto or to the functions of the MSRB contemplated by this Disclosure Certificate. Filing information relating to the MSRB is set forth in Exhibit A attached hereto.

“Owners of the Bonds” shall mean the registered owners, including beneficial owners, of the Bonds.

“Participating Underwriter” shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” shall mean Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

SECTION 3. Provision of Annual Reports.

(a) The Town shall, not later than 270 days after the end of each fiscal year, provide to the MSRB an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the Town may be submitted when available separately from the balance of the Annual Report.

(b) If the Town is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the Town shall send a notice to the MSRB, in substantially the form attached as Exhibit B.

SECTION 4. Content of Annual Reports. The Town's Annual Report shall contain or incorporate by reference the following:

(a) quantitative information for the preceding fiscal year of the type presented in the Town's Official Statement dated June ____, 2013 relating to the Bonds regarding (i) the revenues and expenditures of the Town relating to its operating budget, (ii) capital expenditures, (iii) fund balances, (iv) property tax information, (v) outstanding indebtedness and overlapping debt of the Town, (vi) pension obligations of the Town, and (vii) other post-employment benefits liability of the Town, and

(b) the most recently available audited financial statements of the Town, prepared in accordance with generally accepted accounting principles. If audited financial statements for the preceding fiscal year are not available when the Annual Report is submitted, the Annual Report will include unaudited financial statements for the preceding fiscal year and audited financial statements for such fiscal year shall be submitted when available.

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the Town or related public entities, which (i) are available to the public on the MSRB internet website or (ii) have been filed with the Securities and Exchange Commission. The Town shall clearly identify each such other document so incorporated by reference.

SECTION 5. Reporting of Significant Events.

(a) The Town shall give notice, in accordance with the provisions of this Section 5, of the occurrence of any of the following events with respect to the Bonds:

1. Principal and interest payment delinquencies.
2. Non-payment related defaults, if material.
3. Unscheduled draws on debt service reserves reflecting financial difficulties.
4. Unscheduled draws on credit enhancements reflecting financial difficulties.
5. Substitution of credit or liquidity providers, or their failure to perform.
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds.
7. Modifications to rights of the Owners of the Bonds, if material.

8. Bond calls, if material, and tender offers.
9. Defeasances.
10. Release, substitution or sale of property securing repayment of the Bonds, if material.
11. Rating changes.
12. Bankruptcy, insolvency, receivership or similar event of the Town.*
13. The consummation of a merger, consolidation, or acquisition involving the Town or the sale of all or substantially all of the assets of the Town, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Upon the occurrence of a Listed Event, the Town shall, in a timely manner not in excess of ten (10) business days after the occurrence of the event, file a notice of such occurrence with the MSRB.

SECTION 6. Transmission of Information and Notices. Unless otherwise required by law, all notices, documents and information provided to the MSRB shall be provided in electronic format as prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB.

SECTION 7. Termination of Reporting Obligation. The Town's obligations under this Disclosure Certificate shall terminate upon the legal defeasance in accordance with the terms of the Bonds, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the Town shall give notice of such termination in the same manner as for a Listed Event under Section 5(b).

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Town may amend this Disclosure Certificate and any provision of this Disclosure Certificate may be waived if such amendment or waiver is permitted by the Rule, as evidenced by an opinion of counsel expert in federal securities law (which may include bond counsel to the Town), to the effect that such amendment or waiver would not cause the

* As noted in the Rule, this event is considered to occur when any of the following occur: (i) the appointment of a receiver, fiscal agent or similar officer for the Town in a proceeding under the U.S. Bankruptcy Code or in any proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Town, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or (ii) the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Town.

Disclosure Certificate to violate the Rule. The first Annual Report filed after enactment of any amendment to or waiver of this Disclosure Certificate shall explain, in narrative form, the reasons for the amendment or waiver and the impact of the change in the type of information being provided in the Annual Report.

If the amendment provides for a change in the accounting principles to be followed in preparing financial statements, the Annual Report for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information in order to provide information to investors to enable them to evaluate the ability of the Town to meet its obligations. To the extent reasonably feasible, the comparison shall also be quantitative. A notice of the change in the accounting principles shall be sent to the MSRB.

SECTION 9. Default. In the event of a failure of the Town to comply with any provision of this Disclosure Certificate any Owner of the Bonds may seek a court order for specific performance by the Town of its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not constitute a default with respect to the Bonds, and the sole remedy under this Disclosure Certificate in the event of any failure of the Town to comply with this Disclosure Certificate shall be an action for specific performance of the Town's obligations hereunder and not for money damages in any amount.

SECTION 10. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Owners of the Bonds from time to time, and shall create no rights in any other person or entity.

Date: June ____, 2013

TOWN OF NEEDHAM,
MASSACHUSETTS

By _____
Treasurer

Selectmen

[EXHIBIT A: Filing Information for the MSRB]
[EXHIBIT B: Form of Notice of Failure to File Annual Report]

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