

OFFICIAL STATEMENT DATED OCTOBER 3, 2012

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 \$12,244,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2012 BONDS

DATED
Date of Delivery

DUE
July 15
(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, with the exception of four \$1,000 denominations maturing in 2013. (See "Book-Entry Transfer System" herein.)

Principal of the Bonds will be payable July 15 of the years in which the Bonds mature. Interest on the Bonds will be payable January 15 and July 15, commencing July 15, 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, YIELDS AND CUSIPS

Due July 15	Principal Amount	Rate	Yield	Cusip 639846	Due July 15	Principal Amount	Rate	Yield	Cusip 639846
2013	\$ 919,000	2.00 %	0.23 %	G73	2023	\$ 510,000	4.00 %	1.81 %	H98
2014	910,000	2.00	0.33	G81	2024	510,000	2.00	2.00	J21
2015	905,000	3.00	0.39	G99	2025	505,000	2.00	2.08	J39
2016	900,000	3.00	0.48	H23	2026	505,000	2.00	2.15	J47
2017	740,000	3.00	0.62	H31	2027	500,000	2.25	2.25	J54
2018	590,000	4.00	0.77	H49	2028	500,000	2.25	2.30	J62
2019	590,000	4.00	1.04	H56	2029	500,000	2.25	2.40	J70
2020	590,000	4.00	1.31	H64	2030	500,000	2.50	2.50	J88
2021	590,000	4.00	1.54	H72	2031	445,000	3.00	2.57	J96
2022	590,000	4.00	1.70	H80	2032	445,000	3.00	2.64	K29

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 October 15, 2012, against payment to the Town in Federal Reserve funds.

Morgan Stanley, parent company of Morgan Stanley & Co. LLC, an underwriter of the Bonds, has entered into a retail brokerage joint venture with Citigroup Inc. As part of the joint venture, Morgan Stanley & Co. LLC will distribute municipal securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This distribution arrangement became effective on June 1, 2009. As part of this arrangement, Morgan Stanley & Co. LLC will compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Bonds.

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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: Wednesday, October 3, 2012, 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: \$12,244,000 General Obligation Municipal Purpose Loan of 2012 Bonds, see "THE BONDS - Book-Entry Transfer System" herein.

Official Statement Dated: October 3, 2012.

Dated Date of the Bonds: Date of Delivery.

Principal Due: Serially on July 15, 2013 through July 15, 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 & 8 and Chapter 44B, Section 11 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 October 15, 2012, against payment in Federal Funds.

Issuer Official: Questions concerning the Official Statement should be addressed to: Ms. Evelyn M. Poness, 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

\$12,244,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2012 BONDS

The Town of Needham, Massachusetts (the "Town") will receive sealed and electronic (as described herein) proposals until 11:00 A.M., Eastern Time, Wednesday, October 3, 2012, for the purchase of the following described General Obligation Municipal Purpose Loan of 2012 Bonds of the Town (the "Bonds"):

\$12,244,000 General Obligation Municipal Purpose Loan of 2012 Bonds payable July 15 of the years and in the amounts as follows:

<u>Due July 15</u>	<u>Principal Amount</u>	<u>Due July 15</u>		<u>Principal Amount</u>
2013	\$ 919,000	2023	*	\$ 510,000
2014	910,000	2024	*	510,000
2015	905,000	2025	*	505,000
2016	900,000	2026	*	505,000
2017	740,000	2027	*	500,000
2018	590,000	2028	*	500,000
2019	590,000	2029	*	500,000
2020	590,000	2030	*	500,000
2021	590,000	2031	*	445,000
2022	590,000	2032	*	445,000

* 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 July 15 of the years in which the Bonds mature. Interest will be payable on July 15, 2013 and semi-annually thereafter on January 15 and July 15.

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, with the exception of four \$1,000 denominations maturing in 2013, 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 July 15, 2023 shall be subject to redemption prior to maturity, at the option of the Town, on or after July 15, 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 July 15, 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 July 15 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 October 15, 2012, 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 September 25, 2012 (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 September 25, 2012, 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 October 3, 2012 (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 or 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 October 15, 2012 for settlement in Federal Reserve Funds.

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

September 25, 2012

OFFICIAL STATEMENT

TOWN OF NEEDHAM, MASSACHUSETTS

\$12,244,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2012 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 \$12,244,000 aggregate principal amount of its General Obligation Municipal Purpose Loan of 2012 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 January 15 and July 15, commencing July 15, 2013. The Bonds shall mature on July 15 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, with the exception of four \$1,000 denominations maturing in 2013. 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 July 15, 2023 shall be subject to redemption prior to maturity, at the option of the Town, on or after July 15, 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.

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 last business 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
\$ 970,000	Town Hall (CPA)	\$ 7,200,000	\$ 750,000 (2)	5/18/09	Ch. 44B (11)
9,000,000	Newman School Extraordinary Repairs (1)	26,962,128	4,734,200 (3)	11/2/09	Ch. 44, Sec. 7(3A)
100,000	Public Services Building	5,725,000	100,000 (4)	10/27/08	Ch. 44, Sec. 7(3)
306,500	Roads, Bridges & Sidewalk Improvements	1,236,300	250,000 (5)	5/3/10	Ch. 44, Sec. 7
725,000	Pollard School Roof Repair	3,500,000	475,000 (5)	11/8/10	Ch. 44, Sec. 7(3A)
600,000	Roads, Bridges & Sidewalk Improvements	1,100,000	350,000 (5)	5/2/11	Ch. 44, Sec. 7
90,000	Sewer Pump Station (Reservior B)	577,500	335,000 (6)	5/4/09	Ch. 44, Sec. 8
52,500	Land Acquisition	1,175,000		5/14/12	Ch. 44, Sec. 7(3)
400,000	Fire Engine	400,000		5/11/11	Ch. 44, Sec. 7(9)
<u>\$ 12,244,000</u>			<u>\$ 6,994,200</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 \$109,875 of revenue funds, will be used to retire a like amount of bond anticipation notes maturing on October 15, 2012.
- (3) This issue, along with \$792,630 of revenue funds, will be used to retire a like amount of bond anticipation notes maturing on October 15, 2012.
- (4) The Town will use \$100,000 of revenue funds to retire a like amount of bond anticipation notes maturing on October 15, 2012.
- (5) This issue will retire a like amount of bond anticipation notes maturing on October 15, 2012.
- (6) This issue, along with \$270,000 of revenue funds, will be used to retire \$335,000 bond anticipation notes maturing on October 15, 2012.

Principal Maturities by Purpose

Payable July 15,	Administration Building	Land Acquisition	Fire Engine	Road, Bridges & Sidewalks	Town Infrastructure Repairs	Newman School	Pollard School Roof Remodeling	Sewer Pump Station	Town Hall Renovations	TOTAL
2013	\$ 10,000	\$ 3,500	\$ 100,000	\$ 81,500	\$ 120,000	\$ 454,000	\$ 75,000	\$ 20,000	\$ 55,000	\$ 919,000
2014	10,000	3,000	100,000	75,000	120,000	452,000	75,000	20,000	55,000	910,000
2015	10,000	3,000	100,000	70,000	120,000	452,000	75,000	20,000	55,000	905,000
2016	10,000	3,000	100,000	70,000	120,000	452,000	75,000	15,000	55,000	900,000
2017	10,000	3,000		10,000	120,000	452,000	75,000	15,000	55,000	740,000
2018	10,000	3,000				452,000	70,000		55,000	590,000
2019	10,000	3,000				452,000	70,000		55,000	590,000
2020	10,000	3,000				452,000	70,000		55,000	590,000
2021	10,000	3,000				452,000	70,000		55,000	590,000
2022	10,000	3,000				452,000	70,000		55,000	590,000
2023		3,000				452,000			55,000	510,000
2024		3,000				452,000			55,000	510,000
2025		2,000				448,000			55,000	505,000
2026		2,000				448,000			55,000	505,000
2027		2,000				448,000			50,000	500,000
2028		2,000				448,000			50,000	500,000
2029		2,000				448,000			50,000	500,000
2030		2,000				448,000			50,000	500,000
2031		2,000				443,000				445,000
2032		2,000				443,000				445,000
Total	\$ 100,000	\$ 52,500	\$ 400,000	\$ 306,500	\$ 600,000	\$ 9,000,000	\$ 725,000	\$ 90,000	\$ 920,000	\$ 12,244,000

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	Gerald A. Wasserman	Elected	2014
Selectman, Vice-Chair	Daniel P. Matthews	Elected	2013
Selectman, Clerk	John A. Bulian	Elected	2015
Selectman	Matthew D. Borrelli	Elected	2014
Selectman	Maurice P. Handel	Elected	2015
Town Manager	Kate Fitzpatrick	Appointed	2013
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	2013
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				
	2007	2008	2009	2010	2011
Elementary (K-5)	2,530	2,524	2,617	2,585	2,568
Middle/Junior High(6-8)	1,084	1,128	1,183	1,261	438
Senior High(9-12)	1,389	1,382	1,490	1,412	1,522
Totals	<u>5,003</u>	<u>5,034</u>	<u>5,290</u>	<u>5,258</u>	<u>4,528</u>

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	2327	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	<u>19,450</u>	<u>19,693</u>	<u>18,119</u>	<u>17,968</u>	<u>18,159</u>
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	<u>\$ 1,545,575,813</u>	<u>\$ 1,644,565,055</u>	<u>\$ 1,514,865,471</u>	<u>\$ 1,583,284,580</u>	<u>\$ 1,612,703,181</u>

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	Approximate
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

SOURCE: Individual Employers listed.

The Needham Business Center (formerly the New England Industrial Park) is a multi-million dollar business park located approximately 3 miles northeast of downtown Needham. The Center offers proximity to both Routes 9 and 128 (Interstate 95). The Center receives a consistent demand for space from both local and outside industry. The Center 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 Sheraton Hotel.

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.

The Beth Israel Deaconess/Needham Hospital expansion is now complete. The expansion increased the size of the facility from approximately 88,000 square feet to 124,000 square feet. The hospital and its partnerships have increased the amount of office and new clinical activity space in other locations in the town by approximately 40,000 square feet.

Labor Force, Employment and Unemployment

According to the Massachusetts Department of Employment and Training preliminary data, in July 2012, the Town had a total labor force of 14,529 of which 13,851 were employed and 678 or 4.6% were unemployed as compared with 6.1% for the Commonwealth and 8.1% 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		
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
2007	14,197	13,765	3.0	4.5	4.6

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				Additons/Alterations				Totals	
	Residential		Non-Residential		Residential		Non-Residential		No.	Value
	No	Value	No.	Value	No	Value	No.	Value		
2012 (1)	34	\$ 14,553,250	5	\$ 60,670,432	455	\$ 29,027,021	86	\$ 10,269,635	580	\$ 114,520,338
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)
2007	107	29,998,400	8	2,916,363	819	34,390,517	149	21,255,076	1,083	88,560,356

SOURCE: Report of the Building Inspector.

- (1) Issued through June 30, 2012. Includes Senior Center (\$5,548,000) and Charles River Pump Station (\$5,391,706).
 (2) Includes Town Hall (\$510,000) and High School (\$78,000).
 (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 (\$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:			
2000	40.8	36.5	35.3
1990	38.6	33.6	32.9
1980	35.1	31.2	30.9
Median Family Income:			
2000	\$107,570	\$61,664	\$50,046
1990	69,515	44,367	35,225
1980	31,793	21,166	19,908
Per Capita Income:			
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 2008	Fiscal 2009	Fiscal 2010	Fiscal 2011	Fiscal 2012
Total Appropriations(1)	\$ 115,759,980	\$ 123,464,684	\$ 132,000,100	\$ 130,345,271	\$ 133,196,506
Additions:					
State & County Assessments	1,057,780	1,103,256	1,068,405	1,080,311	1,198,244
Overlay Reserve	919,602	1,100,000	960,626	1,584,557	2,135,466
Other Additions	89,736	77,023	162,602	109,559	176,784
Total Additions	<u>2,067,118</u>	<u>2,280,279</u>	<u>2,191,633</u>	<u>2,774,427</u>	<u>3,510,494</u>
Gross Amount to be Raised	<u>117,827,098</u>	<u>125,744,963</u>	<u>134,191,733</u>	<u>133,119,698</u>	<u>136,707,000</u>
Deductions:					
Local Estimated Receipts: (2)	27,343,787	27,142,107	33,381,188	25,683,741	26,968,184
State Aid:					
Current Year	8,347,108	9,376,375	8,456,131	8,972,394	9,323,654
Available Funds (3)	918,532	1,490,661	1,376,871	1,823,780	788,442
Free Cash Used to Reduce Tax Rate	<u>3,266,326</u>	<u>5,810,170</u>	<u>3,145,416</u>	<u>3,566,037</u>	<u>3,380,269</u>
Total Deductions	<u>39,875,753</u>	<u>43,819,313</u>	<u>46,359,606</u>	<u>40,045,952</u>	<u>40,460,549</u>
Net Amount to be Raised	<u>\$ 77,951,346</u>	<u>\$ 81,925,650</u>	<u>\$ 87,832,127</u>	<u>\$ 93,073,746</u>	<u>\$ 96,246,451</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.

<u>Fiscal Year</u>		<u>Real Estate Valuation</u>	<u>Property Valuation</u>	<u>Assessed Valuation</u>	<u>Tax Levy</u>	<u>Tax Levy Per Capita(1)</u>
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
2008		7,083,039,123	125,999,642	7,209,038,765	77,951,346	2,699

(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:

<u>Fiscal Year</u>	<u>Tax Rate per \$1,000 Valuation</u>	
	<u>Residential Property</u>	<u>Commercial, Industrial & Personal Property</u>
2012	\$10.95	\$21.50
2011	10.90	21.50
2010	10.53	20.68
2009	9.96	19.56
2008	9.70	18.92

Classification of Property

The following is a breakdown of the Town's assessed valuation in fiscal years 2010, 2011 and 2012.

Property Type	2010		2011		2012 (1)	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Residential	\$6,488,349,842	87.3 %	\$6,586,585,192	86.9 %	\$6,840,404,198	87.3 %
Commercial	663,613,511	8.9	695,180,246	9.2	710,846,482	9.1
Industrial	130,298,600	1.8	127,667,300	1.7	121,241,400	1.5
Personal	149,501,950	2.0	166,825,350	2.2	160,657,470	2.1
Total Real Estate	<u>\$7,431,763,903</u>	<u>100.0 %</u>	<u>\$7,576,258,088</u>	<u>100.0 %</u>	<u>\$7,833,149,550</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 2012. All of the largest taxpayers are current in their tax payments.

Name	Nature of Business	Total Assessed Valuation for Fiscal 2012	% of Total Assessed Value
Digital 128 First Avenue, LLC	Data Storage Facility	\$81,153,000	1.04 %
Lofts at Charges River Landing	Residential Apartments Complex	62,966,300	0.80
BP 140 Kendrick Street Property	Software Design	46,367,800	0.59
Babson College	Higher Education	45,150,000	0.58
General Dynamics C4 Systems, Inc.	Data Communications	54,086,000	0.69
Intercontinental Fund III	Office Complex	25,862,100	0.33
Starwood Needham CMBS	Hotel	22,874,700	0.29
Coca-Cola Bottling Co.	Bottling & Distributing	21,223,000	0.27
Teacher's Insurance & Annuity	Office Complex	16,426,500	0.21
75 Second Realty Trust	Commercial Real Estate	15,422,500	0.20
Total		<u>\$391,531,900</u>	<u>5.00 %</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 (Proposed)	\$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 four 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

(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)	
				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	100.36
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.

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				
	2012	2011	2010	2009	2008
Primary Levy Limit (2)	\$ 195,828,739	\$ 189,406,452	\$ 185,794,098	\$ 183,282,555	\$ 180,225,969
Prior Fiscal Year Levy Limit	85,836,102	82,052,951	76,202,247	72,292,283	68,055,210
2.5% Levy Growth	2,146,015	2,051,324	1,905,056	1,807,307	1,703,006
New Growth (3)	1,654,414	1,731,827	1,870,805	2,102,657	1,376,465
Overrides	-	-	1,887,929	-	1,128,670
Growth Levy Limit	89,636,531	85,836,102	81,866,037	76,202,247	72,263,351
Debt Exclusions	6,626,235	7,255,895	6,004,469	5,758,430	5,741,620
Capital Expenditure Exclusions	-	-	-	-	-
Other Adjustments	-	-	-	-	-
Tax Levy Limit	96,262,766	93,091,997	87,870,506	81,960,677	78,004,971
Tax Levy	96,246,451	93,071,746	87,832,127	81,925,650	77,951,346
Unused Levy Capacity (4)	16,315	20,251	38,379	35,027	53,625
Unused Primary Levy Capacity (5)	<u>\$ 106,192,208</u>	<u>\$ 103,570,350</u>	<u>\$ 103,928,061</u>	<u>\$ 107,080,308</u>	<u>\$ 107,962,618</u>

(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 2009	Fiscal 2010(5)	Fiscal 2011	Fiscal 2012	Fiscal 2013
General Government	\$3,443,513	\$3,476,238	\$3,539,581	\$ 3,625,375	\$ 3,807,723
Land Use and Development	314,606	326,923	343,203	369,378	385,926
Public Safety	11,212,279	11,434,417	11,812,664	12,030,242	12,145,898
Education(2)	43,029,143	45,818,618	46,483,339	48,999,008	51,892,719
Public Works & Facilities	12,035,523	13,120,150	12,822,796	12,790,755	12,916,949
Health & Human Services	962,235	1,003,002	1,024,791	1,026,923	1,077,278
Culture & Recreation	1,795,152	1,858,108	1,889,547	1,918,356	1,945,917
Employee Benefits(3)	16,289,447	16,765,950	18,177,878	18,402,953	19,778,577
Other Operating Expenses	1,150,000	1,422,300	955,000	1,177,000	1,266,000
Debt Service(4)	9,562,263	9,886,980	11,379,319	10,843,572	11,288,276
Reserve Fund	1,199,851	1,256,508	1,251,363	1,059,763	1,199,821
Total Expenditures	\$100,994,012	\$106,369,194	\$109,679,481	\$ 112,243,325	\$ 117,705,084

- (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. The fiscal year 2011 audit is attached as Appendix A. A similar audit for fiscal 2012 is currently underway.

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, 2011, June 30, 2010 and June 30, 2009, the Statement of Revenues, Expenditures and Changes in Fund Balance for the fiscal year ended June 30, 2011 and a Comparative Statement of Revenues, Expenditures and Changes in Fund Balance--General Fund, for fiscal years ended June 30, 2007 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, 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	\$ 37,406,115	\$ 2,730,587	\$ 2,480,536	\$ 17,074,672	\$ 59,691,910
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	16,467,412	12,236	611,192	2,344,367	19,435,207
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	20,938,703	2,718,351	1,869,344	14,730,305	40,256,703
Total Liabilities and Fund Balances	\$ 37,406,115	\$ 2,730,587	\$ 2,480,536	\$ 17,074,672	\$ 59,691,910

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

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

ASSETS	<u>General</u>	<u>Community Preservation Fund</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
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
Excises:	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
GOVERNMENTAL FUNDS
AS OF JUNE 30, 2009 (1)

	General	High Rock and Pollard Schools Renovation	Department of Public Works Administration Building	Town Hall Renovation	Community Preservation Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS							
Cash and Cash Equivalents	\$ 12,148,448	\$ 1,064,373	\$ 3,126,605	\$ -	\$ -	\$ 7,205,810	\$ 23,545,236
Investments	6,124,701	-	-	5,730,113	2,508,270	5,468,439	19,831,523
Receivables:							
Property Taxes	2,324,649	-	-	-	12,753	-	2,337,402
Excise:	403,967	-	-	-	-	-	403,967
Departmental	610,406	-	-	-	-	7,015	617,421
Intergovernmental	10,435,342	-	-	-	-	3,102,999	13,538,341
Other	-	-	-	-	-	4,053	4,053
Total Assets	<u>\$ 32,047,513</u>	<u>\$ 1,064,373</u>	<u>\$ 3,126,605</u>	<u>\$ 5,730,113</u>	<u>\$ 2,521,023</u>	<u>\$ 15,788,316</u>	<u>\$ 60,277,943</u>
LIABILITIES AND FUND BALANCES							
Liabilities:							
Warrants and Accounts Payable	\$ 3,264,886	\$ 632,328	\$ 530,918	\$ -	\$ 317	\$ 1,911,499	\$ 6,339,948
Deferred Revenue	13,600,123	-	-	-	12,753	1,500,785	15,113,661
Accrued Liabilities	1,472,630	-	-	-	386	107,741	1,580,757
Retainage payable	-	698,695	82,413	-	-	847,315	1,628,423
Refunds Payable	323,063	-	-	-	-	-	323,063
Notes Payable	-	9,000,000	4,456,000	-	-	1,430,000	14,886,000
Other Liabilities	114,277	-	-	-	-	4,757	119,034
Total Liabilities	<u>18,774,979</u>	<u>10,331,023</u>	<u>5,069,331</u>	<u>-</u>	<u>13,456</u>	<u>5,802,097</u>	<u>39,990,886</u>
Fund Balance:							
Reserved for Encumbrances and Continuing Appropriations	2,347,165	-	-	-	-	-	2,347,165
Reserved for Expenditures	3,714,789	-	-	-	-	-	3,714,789
Reserved for other Specific Purposes	1,070,211	-	-	-	-	-	1,070,211
Reserved for Permanent Funds	-	-	-	-	-	168,357	168,357
Unreserved:							
Undesignated, Reported In:							
General Fund	6,140,369	-	-	-	-	-	6,140,369
Special Revenue Funds	-	-	-	-	2,507,567	9,531,077	12,038,644
Capital Project Funds	-	(9,266,650)	(1,942,726)	5,730,113	-	76,708	(5,402,555)
Permanent Funds	-	-	-	-	-	210,077	210,077
Total Fund Balances	<u>13,272,534</u>	<u>(9,266,650)</u>	<u>(1,942,726)</u>	<u>5,730,113</u>	<u>2,507,567</u>	<u>9,986,219</u>	<u>20,287,057</u>
Total Liabilities and Fund Balances	<u>\$ 32,047,513</u>	<u>\$ 1,064,373</u>	<u>\$ 3,126,605</u>	<u>\$ 5,730,113</u>	<u>\$ 2,521,023</u>	<u>\$ 15,788,316</u>	<u>\$ 60,277,943</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, 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)					
Issuance of Bonds	-	-	6,000,000	9,349,697	15,349,697
Bond Premium	302,525	-	-	-	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,			
	2007	2008	2009	2010
REVENUES:				
Property Taxes, net of Prov. For Abate.	\$ 73,633,270	\$ 77,308,742	\$ 81,525,742	\$ 87,242,948
Motor Vehicle Excise	4,124,378	4,392,444	4,129,367	3,879,790
Intergovernmental	17,649,134	18,600,195	19,172,726	19,337,306
Interest and Dividends	1,573,613	1,269,189	718,000	497,129
Departmental and Other	1,075,051	993,553	920,588	974,413
Charges for Services	852,281	846,261	948,713	958,007
Licenses and Permits	1,482,725	2,086,461	1,192,088	1,150,532
Fines and Forfeitures	220,641	253,127	264,567	250,588
Penalties, Interest & Other Income	750,023	649,643	713,231	813,967
Contributions	-	-	-	-
Other	221,336	298,934	67,043	96,818
Total Revenues	<u>\$ 101,582,452</u>	<u>\$ 106,698,549</u>	<u>\$ 109,652,065</u>	<u>\$ 115,201,498</u>
EXPENDITURES:				
General Government	3,659,648	3,756,182	4,157,763	4,072,409
Public Safety	12,549,886	13,185,701	13,559,276	14,199,625
Education	53,003,302	56,049,800	58,723,273	62,159,816
Public Works	4,155,763	4,968,015	5,751,399	5,248,762
Building Maintenance	6,264,977	6,770,648	7,468,136	7,288,825
Human Services	965,057	1,009,242	1,115,610	1,168,426
Culture and Recreation	1,846,589	1,912,175	1,955,017	2,003,985
Employee Benefits	6,436,525	6,897,381	6,911,134	6,863,095
Other	1,020,629	1,032,441	-	-
State and County Assessment	-	-	-	1,064,984
Debt Service	7,164,743	7,283,298	8,361,650	6,636,977
Intergovernmental	-	-	1,043,179	2,422,598
Total Expenditures	<u>97,067,119</u>	<u>102,864,883</u>	<u>109,046,437</u>	<u>113,129,502</u>
Excess (Deficiency) of Revenues Over Expenditures	4,515,333	3,833,666	605,628	2,071,996
Other Financing Sources (Uses)				
Refunding	5,525,000	-	-	-
Bond Premium	-	109,318	207,033	244,378
Payments to Escrow	(5,525,983)	-	-	-
Operating Transfers In	1,547,278	1,709,696	1,735,496	1,942,584
Operating Transfers Out	(3,328,511)	(4,442,527)	(5,961,813)	(3,381,509)
Total Other Financing Sources - Net	<u>(1,782,216)</u>	<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	2,733,117	1,210,153	(3,413,656)	877,449
Beginning Fund Balance	12,742,920	15,476,037	16,686,190	13,272,534
Ending Fund Balance	<u>\$15,476,037</u>	<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>
2012	N.A.	N.A.
2011	\$5,366,720	\$8,863,948 (1)
2010	3,380,269	6,184,718
2009	3,568,037	6,140,369
2008	3,145,416	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>
2012	\$3,656,504
2011	3,628,348
2010	3,457,338
2009	3,296,042
2008	3,071,950

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. As of June 30, 2011, the balance in the capital improvement fund was \$561,002. As of June 30, 2012, the balance in the capital improvement fund was \$597,549.

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. As of June 30, 2011, the balance in the fund was \$733,221. As of June 30, 2012, the balance in the fund was \$1,150,251.

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.)

The Town has not established any such development districts.

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)
As of June 30, 2012

Long-Term Debt Outstanding:		
Within the General Debt Limit:		
Sewers & Drains	\$ 4,595,992	
Schools	52,921,000	
Other Inside General	20,109,000	
Total Within the General Debt Limit		\$ 77,625,992
Outside the General Debt Limit:		
Other Outside General	38,050	
Water	6,220,335	
Sewer	1,217,063	
Total Outside the General Debt Limit		<u>7,475,448</u>
Total Bonded Debt		85,101,441
This Issue of Bonds dated October 15, 2012		\$ 12,244,000
Short-Term Debt:		
Bond Anticipation Notes (2)	8,650,000	
Less:		
To Be Retired with 10/15/12 Bond Proceeds	(5,721,695)	
To Be Retired with Revenue Funds	(2,045,805)	
New Money Bond Anticipation Notes	4,125,500	
Total Short-Term Debt Outstanding After This Issue (3)		<u>5,008,000</u>
Total Direct Debt		<u><u>\$ 102,353,441</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 October 15, 2012.
(3) To be issued simultaneously with this issue, payable July 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
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
2008	69,434,410	28,886	7,209,038,765	2,404	0.96

Principal Payments by Purpose

The following table sets forth the principal payments by purpose for the Town's outstanding bonds as of June 30, 2012.

GENERAL OBLIGATION BONDS Principal Payments by Purpose as of June 30, 2012

Fiscal Year	General	School	Water	Sewer	Total (1)	Cumulative % Retired
2013	\$ 2,828,810	\$ 4,351,000	\$ 883,475	\$ 945,820	\$ 9,009,105	10.6%
2014	2,434,810	4,150,000	744,148	954,001	8,282,959	20.3%
2015	2,144,810	4,115,000	759,835	778,605	7,798,250	29.5%
2016	1,849,724	3,885,000	635,535	606,123	6,976,382	37.7%
2017	1,834,724	3,670,000	646,249	592,900	6,743,873	45.6%
2018	1,499,724	3,655,000	663,978	560,202	6,378,905	53.1%
2019	1,479,724	3,620,000	685,722	567,602	6,353,048	60.6%
2020	1,469,724	3,560,000	173,480	182,802	5,386,006	66.9%
2021	690,000	3,445,000	194,253	115,000	4,444,253	72.1%
2022	690,000	3,430,000	195,043	115,000	4,430,043	77.3%
2023	615,000	3,425,000	195,848	115,000	4,350,848	82.4%
2024	615,000	3,405,000	71,669	40,000	4,131,669	87.3%
2025	590,000	2,775,000	72,506	40,000	3,477,506	91.4%
2026	515,000	1,975,000	48,361	40,000	2,578,361	94.4%
2027	510,000	1,475,000	49,233	40,000	2,074,233	96.8%
2028	195,000	1,195,000	50,121	65,000	1,505,121	98.6%
2029	185,000	790,000	56,029	55,000	1,086,029	99.9%
2030	-	-	46,953	-	46,953	99.9%
2031	-	-	47,898	-	47,898	100.0%
TOTAL	\$ 20,147,050	\$ 52,921,000	\$ 6,125,484	\$ 5,813,055	\$ 85,101,441	

(1) \$54,313,050 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 as of June 30, 2012, including debt service subsidies expected to be received from the MSBA and Massachusetts Water Pollution Abatement Trust.

GENERAL OBLIGATION DEBT As of June 30, 2012 (1)

Fiscal Year	Outstanding		Bonds Dated 10/15/2012		Less MSBA Subsidies	Less MWPAT Subsidies	Total Net Debt Service	Cumulative % Retired
	Principal	Interest	Principal	Interest				
2013	\$ 9,009,105	\$ 2,779,247	\$ -	\$ -	\$ (745,381)	\$ (70,146)	\$ 10,972,825	9.3
2014	8,282,959	2,485,696	919,000	434,160	(745,381)	(65,639)	11,310,795	18.7
2015	7,798,250	2,241,946	910,000	327,200	(745,381)	(62,190)	10,469,825	27.7
2016	6,976,382	2,017,331	905,000	304,525	(745,381)	(57,718)	9,400,139	35.7
2017	6,743,873	1,814,180	900,000	277,450	(745,381)	(54,353)	8,935,769	43.6
2018	6,378,905	1,605,078	740,000	252,850	(745,381)	(49,722)	8,181,730	50.9
2019	6,353,048	1,399,774	590,000	229,950	(745,381)	(45,857)	7,781,534	58.0
2020	5,386,006	1,176,388	590,000	206,350	(745,381)	(9,583)	6,603,780	64.2
2021	4,444,253	999,553	590,000	182,750	(745,381)	-	5,471,175	69.4
2022	4,430,043	836,682	590,000	159,150	(745,381)	-	5,270,494	74.5
2023	4,350,848	674,658	590,000	135,550	(745,381)	-	5,005,674	79.6
2024	4,131,669	515,932	510,000	113,550	(745,381)	-	4,525,770	84.4
2025	3,477,506	372,809	510,000	98,250	-	-	4,458,566	88.5
2026	2,578,361	250,526	505,000	88,100	-	-	3,421,987	91.6
2027	2,074,233	148,984	505,000	78,000	-	-	2,806,217	94.3
2028	1,505,121	76,578	500,000	67,325	-	-	2,149,024	96.3
2029	1,086,029	23,157	500,000	56,075	-	-	1,665,261	98.0
2030	46,953	1,427	500,000	44,825	-	-	593,206	98.5
2031	47,898	479	500,000	32,950	-	-	581,327	99.1
2032			445,000	20,025	-	-	465,025	99.5
2033			445,000	6,675	-	-	451,675	100.0
Total	<u>\$ 85,101,441</u>	<u>\$ 19,420,427</u>	<u>\$ 12,244,000</u>	<u>\$3,115,710</u>	<u>(\$8,944,572)</u>	<u>(\$415,208)</u>	<u>\$ 110,521,798</u>	

(1) \$54,313,050 in principal and \$13,724,510 in interest has been voted exempt from Proposition 2½.

Authorized Unissued Debt and Prospective Financing

Currently, the Town has the following authorized unissued debt:

Amount	Purpose	Original Authorization
\$ 72,500	Recreation Plans	\$ 100,000
9,500	Repave Parking Lots	180,000
81,290	Sewer	(1) 500,000
78,000	Water	(1) 300,000
3,043,503	Public Library	(2) 15,700,000
16,300,000	High School	(2) 51,300,000
825,000	Sewer	(1) 1,000,000
211,853	High School	(2) 10,700,000
104,600	Remodeling	126,875
30,000	Water	(1) 913,500
115,000	Sewer Mains	(1) 3,500,000
735,000	Water Mains	(1) 3,000,000
11,400	School Roof	700,000
274,000	School	(2) 20,475,000
338,093	Sewer	(1) 1,806,800
600,294	Water Main	(1) 600,294
61,500	Public Safety Building	535,000
25,000	Traffic Signals, Street Lights	105,000
18,000	Sewer Pump Station	(1) 770,000
75,000	Water Tank	(1) 730,000
194,000	Administration Building	5,725,000
50,497	Sewer Pump Station	(1) 577,500
115,000	Drainage	(1) 200,000
1,844,125	Town Hall Renovations	11,300,000
80,000	Water	(1) 1,000,000
44,000	Departmental Equipment	230,000
35,000	Bridge Renovation	125,000
3,586,892	Newman School Repairs	(2) 26,962,128
249,800	Roads, Bridges, Sidewalks	1,236,300
100,000	Bridge Renovation	850,000
1,525,000	Pollard School Roof	3,500,000
500,000	Town Infrastructure Repair	1,100,000
240,000	School Roof	320,000
80,000	Booth Street Reconstruction	125,000
32,000	RTS Construction Equipment	86,000
152,000	Semi-Tractor Purchase	152,000
265,710	Sewer Pump Station	(1) 6,300,000
7,898,308	Senior Center Construction	8,051,808
600,000	Streets, Sidewalks & Brook Wall	400,000
1,752,500	Land Acquisition	1,805,000
<u>\$ 42,354,365</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. Fiscal 2011 Assessment.

(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. Fiscal 2013 Assessment.

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.

Recent legislation provides that upon local acceptance and subject to certain conditions and limitations, a municipality may establish and implement an early retirement incentive program. Any plan for such program must have been submitted to PERAC by September 27, 2010.

The following table sets forth the trend in pension appropriations.

<u>Year Ending</u>	<u>Contributory</u>	<u>Non-Contributory</u>
June 30, 2013 (budgeted)	\$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 cost to the Town for such benefits in recent years has been the following:

<u>Fiscal Year</u>	<u>OPEB Contribution</u>
2013 (Budgeted)	\$ 4,523,887
2012	3,906,275
2011	3,626,375
2010	3,446,556
2009	3,702,211

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 Town appropriated \$380,000 into the fund annually in fiscal years 2002 through 2007. The approximate balance as of June 30, 2008 was \$3,936,980. Beginning in fiscal year 2008 the Town will appropriate an amount into the fund sufficient to pay anticipated annual benefits as well as an additional amount towards the unfunded liability. The total appropriation into the fund for fiscal years 2010, 2011 and 2012 were \$3,446,556, \$3,626,375 and \$3,906,275, respectively.

EMPLOYEE RELATIONS

The Town employs approximately 979 full-time full-time equivalent employees, 620 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 expired on June 30, 2012 which is currently in negotiations. 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

October 3, 2012

TOWN OF NEEDHAM, MASSACHUSETTS

Annual Financial Report

For the Year Ended June 30, 2011

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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, 2011, (except for the Needham Contributory Retirement System which is as of and for the year ended December 31, 2010), 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, 2011, (except the Needham Contributory Retirement system which is as of December 31, 2010), 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.

The Management's Discussion and Analysis appearing on the following pages, and the supplementary information, appearing on page 59, are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Town of Needham's basic financial statements. The budget and actual comparisons on pages 60 - 62, are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

In accordance with *Government Auditing Standards*, we have also issued a report dated February 22, 2012 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.

Melanson, Heath + Company P.C.

Andover, Massachusetts
February 22, 2012

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, 2011.

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 \$ 226,909,562 (i.e., net assets), a change of \$ 11,922,414 in comparison to the prior year.
- As of the close of the current fiscal year, governmental funds reported combined ending fund balances of \$ 40,256,703, a change of \$ 6,112,828 in comparison to the prior year, primarily from the issuance of debt of \$ 15,349,697.
- At the end of the current fiscal year, unassigned fund balance for the general fund was \$ 8,863,948, a change of \$ 2,679,230 in comparison to the prior year.
- Total bonds payable at the close of the current fiscal year was \$ 91,103,384, a change of \$ 5,670,357 in comparison to the prior year.
- Total notes payable at the close of the current fiscal year was \$ 812,105, a change of \$ (1,387,256) 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. All amounts in this section are presented in thousands.

NET ASSETS

	<u>Governmental</u>		<u>Business-Type</u>		<u>Total</u>	
	<u>Activities</u>		<u>Activities</u>			
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Current and other assets	\$ 59,506	\$ 55,833	\$ 17,212	\$ 15,443	\$ 76,718	\$ 71,276
Capital assets	<u>199,654</u>	<u>189,805</u>	<u>54,450</u>	<u>54,102</u>	<u>254,104</u>	<u>243,907</u>
Total assets	259,160	245,638	71,662	69,545	330,822	315,183
Long-term liabilities outstanding	82,249	74,868	13,364	14,486	95,613	89,354
Notes payable	-	1,483	812	716	812	2,199
Other liabilities	<u>7,128</u>	<u>7,823</u>	<u>359</u>	<u>820</u>	<u>7,487</u>	<u>8,643</u>
Total liabilities	89,377	84,174	14,535	16,022	103,912	100,196
Net assets:						
Invested in capital assets, net	128,342	119,082	42,121	40,134	170,463	159,216
Restricted	2,576	2,345	-	-	2,576	2,345
Unrestricted	<u>38,865</u>	<u>40,037</u>	<u>15,006</u>	<u>13,389</u>	<u>53,871</u>	<u>53,426</u>
Total net assets	<u>\$ 169,783</u>	<u>\$ 161,464</u>	<u>\$ 57,127</u>	<u>\$ 53,523</u>	<u>\$ 226,910</u>	<u>\$ 214,987</u>

CHANGES IN NET ASSETS

	<u>Governmental</u>		<u>Business-Type</u>		<u>Total</u>	
	<u>Activities</u>		<u>Activities</u>			
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Revenues:						
Program revenues						
Charges for services	\$ 9,017	\$ 8,588	\$ 16,363	\$ 15,386	\$ 25,380	\$ 23,974
Operating grants and contributions	24,243	23,212	99	616	24,342	23,828
Capital grants and contributions	1,044	2,023	-	-	1,044	2,023
General revenues:						
Property taxes	94,749	89,072	-	-	94,749	89,072
Excises	4,353	3,934	-	-	4,353	3,934
Penalties and interest on taxes	1,282	816	-	-	1,282	816
Grants and contributions not restricted to specific programs	2,032	2,039	-	-	2,032	2,039
Investment income	540	839	30	33	570	872
Other	<u>686</u>	<u>903</u>	<u>-</u>	<u>-</u>	<u>686</u>	<u>903</u>
Total revenues	137,946	131,426	16,492	16,035	154,438	147,461

(continued)

(continued)

	Governmental Activities		Business-Type Activities		Total	
	2011	2010	2011	2010	2011	2010
Expenses:						
General government	4,691	4,667	-	-	4,691	4,667
Public safety	15,015	14,621	-	-	15,015	14,621
Education	78,255	75,897	-	-	78,255	75,897
Public works	7,634	6,911	-	-	7,634	6,911
Maintenance	9,139	8,390	-	-	9,139	8,390
Human services	1,563	1,584	-	-	1,563	1,584
Culture and recreation	3,226	3,108	-	-	3,226	3,108
Interest on long-term debt	2,316	2,850	-	-	2,316	2,850
Intergovernmental	1,100	1,065	-	-	1,100	1,065
Other unallocated costs	7,399	7,364	-	-	7,399	7,364
Sewer operation	-	-	6,925	6,884	6,925	6,884
Water operations	-	-	3,485	3,708	3,485	3,708
Solid waste operations	-	-	1,767	2,016	1,767	2,016
Total expenses	<u>130,338</u>	<u>126,457</u>	<u>12,177</u>	<u>12,608</u>	<u>142,515</u>	<u>139,065</u>
Change in net assets before transfers	7,608	4,969	4,315	3,427	11,923	8,396
Transfers	<u>711</u>	<u>1,237</u>	<u>(711)</u>	<u>(1,237)</u>	<u>-</u>	<u>-</u>
Change in net assets	8,319	6,206	3,604	2,190	11,923	8,396
Net assets - beginning of year	<u>161,464</u>	<u>155,258</u>	<u>53,523</u>	<u>51,333</u>	<u>214,987</u>	<u>206,591</u>
Net assets - end 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>

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 \$ 170,464 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 \$ 2,576 represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net assets \$ 53,870 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 \$ 8,318. Key elements of this change are as follows:

General fund excess of revenues over expenditures	\$ 3,206
CPA fund excess of revenues over expenditures	1,265
Other special revenue funds excess of revenues over expenditures	665
General fund transfer in from Enterprise funds (indirect costs) less RTS subsidy	867
Capital grants and contribution revenue used to acquire capital assets	1,044
Debt service principal expense in excess of depreciation	1,419
Increase in compensated absences	(666)
Other	518
Total	<u>\$ 8,318</u>

Business-type activities. Business-type activities for the year resulted in a change in net assets of \$ 3,604. Strong revenue collections offset by credits applied to customer accounts was the major factor affecting this change.

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, unreserved 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 \$ 40,256,703, a change of \$ 6,112,828 in comparison to the prior year. Key elements of this change are as follows (in thousands):

General fund revenues in excess of expenditures	\$ 3,206
General fund transfers in from Enterprise Funds for indirect costs, net	867
CPA fund excess of revenues over expenditures	1,265
Other special revenue funds excess of revenues over expenditures	665
Town Hall renovation fund expenditures over issuance of bonds	(2,592)
Capital project funds revenues and bond proceeds in excess of expenditures	2,555
Other	147
Total	<u>\$ 6,113</u>

In fiscal year 2011, the Town implemented *Governmental Accounting Standards Board Statement #54 Fund Balance Reporting and Governmental Fund Type Definitions*. In general, amounts previously reported as undesignated fund balance, are now reported as unassigned fund balance. Full definitions of all fund balance classifications can be found in the notes to the financial statements. Additionally, amounts previously reported in stabilization funds, are now required to be presented as committed fund balance in the 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 \$ 8,863,948, while total fund balance was \$ 20,938,703. 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>6/30/11</u>	<u>6/30/10</u>	<u>Change</u>
Unassigned fund balance	\$ 8,863,948	\$ 6,184,718	\$ 2,679,230
Total fund balance ¹	20,938,703	18,470,139	2,468,564

¹Now includes stabilization funds. Prior period balances have been revised to conform to current presentation.

	<u>6/30/11</u>	<u>6/30/10</u>	<u>Change</u>
Unassigned fund balance as of % of total General Fund expenditures	7.4%	5.5%	1.9%
Total fund balance as of % total General Fund expenditures	17.5%	16.3%	1.2%

The total fund balance of the general fund changed by \$ 2,468,564 during the current fiscal year. Key factors in this change are as follows (in thousands):

Use of free cash, overlay surplus and other reserves	\$ (4,465)
Increase in stabilization accounts	88
Revenues in excess of budget	2,772
Expenditures less than budget	2,000
Unused overlay allowance	1,537
Excess of current year carryforwards over expenditures of prior year carryforwards	470
Other	67
Total	<u>\$ 2,469</u>

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

	<u>6/30/11</u>	<u>6/30/10</u>	<u>Change</u>
General stabilization	\$ 3,504,230	\$ 3,502,573	\$ 1,657
Capital stabilization	<u>1,294,223</u>	<u>1,207,757</u>	<u>86,466</u>
Total	<u>\$ 4,798,453</u>	<u>\$ 4,710,330</u>	<u>\$ 88,123</u>

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 \$ 15,005,463, a change of \$ 1,617,020 in comparison to the prior year.

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

In fiscal year 2011, the Town has realized revenue in excess of budget of \$ 2.8m, not including a property tax adjustment of \$ 1.5m. In fiscal year 2011, the Town had a significant property tax adjustment in the GAAP to Budget reconciliation. The property tax revenue exceeding budget resulted from conservative budgeting for reserve for abatements and exemptions. The Town has realized motor vehicle excise fees in excess of budget due to consistently conservative budgeting practices. The Town's Building Department has seen an increase in permit demand in fiscal year 2011. The Town also realized savings of expenditures short of budget by \$ 2m.

F. CAPITAL ASSET AND DEBT ADMINISTRATION

Capital assets. Total capital assets for governmental and business-type activities at year-end amounted to \$ 254,103,416 (net of accumulated depreciation), a change of \$ 10,195,833 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:

Vehicles and highway equipment	\$	665
RBS improvement		517
Newman School repairs		3,748
Pollard School roof replacement and other improvements		1,006
Town Hall design and renovation		8,592
Senior Center design and feasibility study		230

Business-Type Activities:

Sewer system rehab	\$	249
Chapel and May Street Infrastructure		209
Pickering and Garden Street water main replacement		472

Debt. At the end of the current fiscal year, total bonded debt outstanding was \$ 91,103,384, 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

The Town's fund balance showed stronger than expected improvement due in part to healthier receipts in areas that are more volatile based on the general economy. Although building permit activity has remained strong through the recession, it was even greater during FY2011 than previous. Moreover, restaurant and hotel activity was better and revenues were much higher than the prior year. We do expect the fund balance to slip for FY2012, as decisions are made whether to direct some of those funds toward greater capital investment and reserves. The Town also benefited from the lower increases in compensation for FY2011 and FY2012; base wages were only increased in exchange for employee groups moving members to the higher employee co-pay health plans called Rate Savers. Most all employees, except employees who are a member of the Fire or Police union, have been or soon will convert from the legacy plans to rate-saver health plans. Furthermore, members of the Fire or Police union hired after November 1, 2009 and September 1, 2009, respectively may only elect a Rate-Saver Plan. Overall, at least 87% of current health insurance participants will be enrolled in rate-saver plans by the end of FY2012. This has helped mitigate lower revenue streams during the economic downturn without service reductions. In recognition that improvement in the overall economy is predicted to be slower than past recoveries during the last thirty years, and to maintain balance between anticipated resources and employee compensation, the Town has secured agreements with several groups that provide increases to base wages of 2% in FY2013 and 2½ % in FY2014. However, the Town does not have agreements in

place as yet with the Police unions for FY2012 forward and is entering into negotiations with the BCTIA (custodians and building trades) and the Fire unions for FY2013 forward.

The Town's general fund unassigned balance (previously referred to as undesignated) shows an increase of \$ 2,679,230 from \$ 6,184,718 in FY2010 to \$ 8,863,948 in FY2011 for the aforementioned reasons. The total fund balance ratio to general fund revenue (17%) is the highest it has been in decades, but this is due in great part to the new reporting classifications as a result of GASB Statement 54 which includes the general and capital stabilization fund balances as part of the General rather than other Governmental Funds. 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). The ratio without the stabilization funds included in the total would be 12.8% which too is an improvement over the previous two years (12.3% and 12.1%), and is still comparable to the Town's fund ratios during the last economic slowdowns during the late 1990's early 2000's. The year-end results are in keeping with management's underlying long-term planning goals of sustainability.

The two capital projects that have been approved for funding in part from the Massachusetts School Building Authority (MSBA) school assistance programs are ongoing and will have bonds issued during FY2012 and FY2013. The Town previously approved the \$ 3,500,000 debt authorization to pay for the replacement of the Pollard Middle School roof. The MSBA has committed to a reimbursement rate of 35.42% on the eligible expenses incurred by the Town to replace the roof, and the work for this project is expected to be finished by June 2012, with the final bond issue to happen by December 2012. The Newman School project is still on schedule to be completed by the summer of 2012 with students moving back into the building classrooms in September 2012. The project entails modernization of the heating and ventilation systems in the school and abandonment of the existing system. Other upgrades involve 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 amended its share of the project cost from \$ 8,598,927 to \$ 8,427,981. This reduction is reflective of the anticipated savings the Town should have based on the actual bid. 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. The final bond issue for this project is expected by June 2013.

The Town is also moving forward with a condition assessment of the Hillside and Mitchell elementary schools. The current assumption is that both buildings will be fully renovated or replaced and that at least one of the two projects will be eligible for financial assistance from the MSBA. A preliminary report is expected by the end of FY2012 with possible funding for feasibility and design coming as

soon as FY2013. The School Committee's preliminary request for the two buildings is approximately \$ 57 million.

Construction funding for the preservation and renovation of the Town Hall in the amount of \$ 18,155,746 that was approved in 2009 was substantially completed in the fall of 2011, and the building has reopened. The funding included \$ 6,829,233 in CPA cash, \$ 26,513 in other available funds, and \$ 11,300,000 in bond authorizations supported by CPA receipts and general fund receipts. Another bond issue is scheduled for FY2012. The final bond issue for this project is expected to be done by December 2012. The Town has recently approved the design and construction of a new Senior Center with an approved budget of \$ 8,075,000. Construction is expected to begin during the spring of 2012. The Town also approved funding of \$ 6,300,000 for the replacement of the Reservoir B sewer pump station. 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 that abuts interstate 95 (Rte. 128). The reconstruction will also address a number of environmental concerns that have been raised because of its location next to the Charles River.

The outlook for the FY2012 year-end results are expected to be stable and on par with FY2011. FY2011 actual General Fund local receipts (\$ 9,867,827) were higher than FY2010 local receipts (\$ 8,945,903) and reversed a two year trend of declining local receipts from the prior fiscal year. State "Cherry Sheet" Aid declined from approximately \$ 7.7 million in FY2009 to \$ 7.6 million for FY2010, but improved to approximately \$ 8.2 million for FY2011. The Town is scheduled to receive approximately \$ 8.6 million in FY2012. 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.

We still anticipate that the overall general fund balance for FY2012 will be flat and possibly lower for the aforementioned reasons; our guidance is that revenues will be better in FY2013, but with pending higher fixed costs, fund balance will be tighter. The Town sees its general revenue growth, without overrides, to grow at a four percent level during the next 12 to 24 months.

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 number of abatement application filings for FY2011 declined by 13 from FY2010. For the FY2010 tax year, the Town received 149 filings; for FY2011, the Town received 136. The Town approved abatements in the aggregate of \$ 81,168 for FY2011 compared to \$ 131,011 for FY2010. However there is an estimated added exposure for abatement filings under appeal before the Appellate Tax Board of \$ 73,199. The required triennial property assessment revaluation is to be done for FY2012. Overall the valuation in FY2012 will be higher than FY2011, producing an increase in new tax revenue of \$ 3.15 million. Due in part to the recent change in State Law (through the 2010 Municipal Relief Act), which now allows the local assessors to audit business equipment filings, referred to as personal property, the Town realized higher tax receipts in FY2011. The new law provides a mechanism for assessors to ensure proper

filings by businesses. The law also allowed the Town to recapture taxes that were not assessed because of incomplete information that was provided to the community for FY2009, FY2010, and FY2011. This resulted in a \$ 571,761 increase in tax revenue, and was a factor in the higher fund balance. The total new tax revenue for business personal property in FY2011 was \$ 460,752 and for FY2012 is expected to be \$ 555,796.

The Town also took steps to further shore up reserves by appropriating \$ 494,288 to its Workers Compensation Reserve Fund 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. 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 Town has held the sewer and water rates stable with no increase for the 7th year since a rate restructure was approved by the Board of Selectmen in April, 2005. Our outlook last year called for no rate increase for FY2012, which has not changed. We still offer guidance that the sewer user rate structure may need to be modified for FY2013, but is more likely for FY2014. The water 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. 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 (MWRA) 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, 2011

	Governmental Activities	Business-Type Activities	Total
ASSETS			
Current:			
Cash and short-term investments	\$ 27,123,843	\$ 12,849,497	\$ 39,973,340
Investments	19,466,693	-	19,466,693
Receivables, net of allowance for uncollectibles:			
Property taxes	1,527,470	-	1,527,470
Excises	396,482	-	396,482
Utilities	-	4,362,649	4,362,649
Departmental	438,708	-	438,708
Intergovernmental	1,176,618	-	1,176,618
Other	66,545	-	66,545
Other assets	-	447	447
Noncurrent:			
Receivables, net of allowance for uncollectibles:			
Property taxes	1,110,665	-	1,110,665
Intergovernmental	8,199,199	-	8,199,199
Capital assets:			
Non-depreciable capital assets	37,893,420	7,367,941	45,261,361
Depreciable assets, net of accumulated depreciation	<u>161,760,419</u>	<u>47,081,636</u>	<u>208,842,055</u>
TOTAL ASSETS	259,160,062	71,662,170	330,822,232
LIABILITIES			
Current:			
Warrants and accounts payable	3,712,834	90,826	3,803,660
Accrued liabilities	2,766,148	132,703	2,898,851
Refunds payable	343,257	135,896	479,153
Notes payable	-	812,105	812,105
Taxes collected in advance	187,504	-	187,504
Other liabilities	118,574	-	118,574
Current portion of long-term liabilities:			
Bonds payable	7,203,679	2,174,589	9,378,268
Compensated absences	864,796	230,292	1,095,088
Landfill liability	43,156	-	43,156
Noncurrent:			
Bonds payable, net of current portion	70,766,200	10,958,916	81,725,116
Compensated absences, net of current portion	2,594,387	-	2,594,387
Landfill liability, net of current portion	<u>776,808</u>	<u>-</u>	<u>776,808</u>
TOTAL LIABILITIES	89,377,343	14,535,327	103,912,670
NET ASSETS			
Invested in capital assets, net of related debt	128,342,446	42,121,380	170,463,826
Restricted for:			
Permanent funds:			
Nonexpendable	188,478	-	188,478
Expendable	1,672,014	-	1,672,014
Grants and other statutory restrictions	715,134	-	715,134
Unrestricted	<u>38,864,647</u>	<u>15,005,463</u>	<u>53,870,110</u>
TOTAL NET ASSETS	\$ <u>169,782,719</u>	\$ <u>57,126,843</u>	\$ <u>226,909,562</u>

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2011

	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	\$ 4,691,185	\$ 421,041	\$ 22,238	\$ -	\$ (4,247,906)	\$ -	\$ (4,247,906)
Public safety	15,015,604	2,284,629	117,273	-	(12,613,702)	-	(12,613,702)
Education	78,255,668	5,076,662	23,293,436	-	(49,885,570)	-	(49,885,570)
Public works	7,633,938	473,168	199,557	-	(6,961,213)	-	(6,961,213)
Maintenance	9,138,842	-	-	1,039,008	(8,099,834)	-	(8,099,834)
Health and human services	1,562,977	87,674	376,507	-	(1,098,796)	-	(1,098,796)
Culture and recreation	3,225,721	673,494	230,156	5,000	(2,317,071)	-	(2,317,071)
Interest on debt service	2,315,627	-	-	-	(2,315,627)	-	(2,315,627)
Intergovernmental	1,099,885	-	-	-	(1,099,885)	-	(1,099,885)
Other unallocated costs	7,398,996	-	3,723	-	(7,395,273)	-	(7,395,273)
Total Governmental Activities	130,338,443	9,016,668	24,242,890	1,044,008	(96,034,877)	-	(96,034,877)
Business-Type Activities:							
Sewer services	6,925,340	8,150,210	74,873	-	-	1,299,743	1,299,743
Water services	3,484,604	6,599,191	23,936	-	-	3,138,523	3,138,523
Solid waste services	1,766,956	1,614,272	-	-	-	(152,684)	(152,684)
Total Business-Type Activities	12,176,900	16,363,673	98,809	-	-	4,285,582	4,285,582
Total	\$ 142,515,343	\$ 25,380,341	\$ 24,341,699	\$ 1,044,008	(96,034,877)	4,285,582	(91,749,295)
General Revenues and Transfers:							
Property taxes					94,748,749	-	94,748,749
Excise taxes					4,352,701	-	4,352,701
Penalties, interest, and other taxes					1,282,213	-	1,282,213
Grants and contributions not restricted to specific programs					2,032,360	-	2,032,360
Investment income					539,843	29,884	569,727
Miscellaneous					685,959	-	685,959
Total general revenues					103,641,825	29,884	103,671,709
Excess before transfers					7,606,948	4,315,466	11,922,414
Transfers, net					711,439	(711,439)	-
Change in Net Assets					8,318,387	3,604,027	11,922,414
Net Assets:							
Beginning of year					161,464,332	53,522,816	214,987,148
End of year					\$ 169,782,719	\$ 57,126,843	\$ 226,909,562

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

GOVERNMENTAL FUNDS

BALANCE SHEET

JUNE 30, 2011

	General	Community Preservation Fund	Town Hall Renovation Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS					
Cash and short-term investments	\$ 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	\$ 37,406,115	\$ 2,730,587	\$ 2,480,536	\$ 17,074,672	\$ 59,691,910
LIABILITIES AND FUND BALANCES					
Liabilities:					
Warrants and accounts payable	\$ 863,943	\$ -	\$ 611,192	\$ 2,222,059	\$ 3,697,194
Deferred revenues	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	16,467,412	12,236	611,192	2,344,367	19,435,207
Fund Balances:					
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	20,938,703	2,718,351	1,869,344	14,730,305	40,256,703
TOTAL LIABILITIES AND FUND BALANCES	\$ 37,406,115	\$ 2,730,587	\$ 2,480,536	\$ 17,074,672	\$ 59,691,910

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, 2011

Total governmental fund balances	\$	40,256,703
<ul style="list-style-type: none"> • Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds. 	199,653,839	
<ul style="list-style-type: none"> • Revenues are reported on the accrual basis of accounting and are not deferred until collection. 	12,284,963	
<ul style="list-style-type: none"> • 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. 	407,022	
<ul style="list-style-type: none"> • In the statement of activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due. 	(570,782)	
<ul style="list-style-type: none"> • 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>(82,249,026)</u>	
Net assets of governmental activities	\$	<u><u>169,782,719</u></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, 2011

	<u>General</u>	<u>Community Preservation Fund</u>	<u>Town Hall Renovation Fund</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
Revenues:					
Property taxes	\$ 93,024,263	\$ 1,564,254	\$ -	\$ -	\$ 94,588,517
Excise taxes	4,256,790	-	-	-	4,256,790
Penalties, interest, and 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	<u>123,010,199</u>	<u>2,004,642</u>	<u>-</u>	<u>12,823,911</u>	<u>137,838,752</u>
Expenditures:					
Current:					
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	<u>119,804,651</u>	<u>740,075</u>	<u>8,591,910</u>	<u>18,952,949</u>	<u>148,089,585</u>
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):					
Issuance of bonds	-	-	6,000,000	9,349,697	15,349,697
Bond premium	302,525	-	-	-	302,525
Transfers in	1,807,490	-	-	2,066,564	3,874,054
Transfers out	(2,846,999)	-	-	(315,616)	(3,162,615)
Total Other Financing Sources (Uses)	<u>(736,984)</u>	<u>-</u>	<u>6,000,000</u>	<u>11,100,645</u>	<u>16,363,661</u>
Net change in fund balances	2,468,564	1,264,567	(2,591,910)	4,971,607	6,112,828
Fund Balances, at beginning of year, as reclassified	<u>18,470,139</u>	<u>1,453,784</u>	<u>4,461,254</u>	<u>9,758,698</u>	<u>34,143,875</u>
Fund Balances, at end of year	<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>

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, 2011

NET CHANGES IN FUND BALANCES - TOTAL GOVERNMENTAL FUNDS	\$ 6,112,828						
<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> <tr> <td style="padding-left: 40px;">Capital outlay purchases</td> <td style="text-align: right;">16,988,295</td> </tr> <tr> <td style="padding-left: 40px;">Depreciation</td> <td style="text-align: right;">(7,007,996)</td> </tr> <tr> <td style="padding-left: 40px;">Net effect of disposal of assets</td> <td style="text-align: right;">(131,734)</td> </tr> </table> 		Capital outlay purchases	16,988,295	Depreciation	(7,007,996)	Net effect of disposal of assets	(131,734)
Capital outlay purchases	16,988,295						
Depreciation	(7,007,996)						
Net effect of disposal of assets	(131,734)						
<ul style="list-style-type: none"> 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. <table> <tr> <td style="text-align: right;">(425,123)</td> </tr> </table> 		(425,123)					
(425,123)							
<ul style="list-style-type: none"> 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> <tr> <td style="padding-left: 40px;">Issuance of debt</td> <td style="text-align: right;">(15,349,697)</td> </tr> <tr> <td style="padding-left: 40px;">Repayments of debt</td> <td style="text-align: right;">8,426,976</td> </tr> </table> 		Issuance of debt	(15,349,697)	Repayments of debt	8,426,976		
Issuance of debt	(15,349,697)						
Repayments of debt	8,426,976						
<ul style="list-style-type: none"> In the statement of activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due. <table> <tr> <td style="text-align: right;">263,452</td> </tr> </table> 		263,452					
263,452							
<ul style="list-style-type: none"> 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. <table> <tr> <td style="text-align: right;">(457,992)</td> </tr> </table> 		(457,992)					
(457,992)							
<ul style="list-style-type: none"> 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. <table> <tr> <td style="text-align: right;"><u>(100,622)</u></td> </tr> </table> 		<u>(100,622)</u>					
<u>(100,622)</u>							
CHANGE IN NET ASSETS OF GOVERNMENTAL ACTIVITIES	\$ <u>8,318,387</u>						

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, 2011

	Budgeted Amounts		Actual Amounts	Variance with Final Budget
	Original Budget	Final Budget		
Revenues and Other Sources:				
Property taxes	\$ 91,487,189	\$ 91,487,189	\$ 91,487,189	\$ -
Excise taxes	3,250,000	3,250,000	4,256,790	1,006,790
Penalties, interest, and other taxes	747,000	747,000	1,230,729	483,729
Charges for services	893,275	893,275	946,196	52,921
Departmental	764,725	764,725	842,350	77,625
Licenses and permits	800,000	800,000	1,441,264	641,264
Intergovernmental	8,972,835	8,972,835	9,233,863	261,028
Investment income	325,000	325,000	161,028	(163,972)
Fines and forfeits	220,000	220,000	259,292	39,292
Other revenue	22,760	22,760	140,282	117,522
Bond premium	46,404	46,404	302,525	256,121
Transfers in	1,714,665	1,714,665	1,714,665	-
Use of free cash	3,568,037	3,568,037	3,568,037	-
Use of bond premium	32,759	32,759	32,759	-
Use of MSBA receipts	364,686	364,686	364,686	-
Use of overlay surplus	499,716	499,716	499,716	-
Total Revenues and Other Sources	113,709,051	113,709,051	116,481,371	2,772,320
Expenditures and Other Uses:				
General government	5,329,935	3,995,422	3,910,427	84,995
Public safety	13,019,756	13,019,756	12,406,368	613,388
Education	46,923,949	46,923,949	46,892,581	31,368
Public works	4,235,987	5,225,494	4,961,608	263,886
Maintenance	7,502,716	7,542,716	7,414,934	127,782
Human services	1,024,791	1,026,547	982,305	44,242
Culture and recreation	1,889,547	1,892,797	1,871,925	20,872
Employee benefits	18,867,236	19,077,236	18,257,906	819,330
Debt service	11,406,472	11,406,472	11,379,284	27,188
Intergovernmental	1,066,701	1,066,701	1,099,885	(33,184)
Transfers out	2,441,961	2,531,961	2,531,961	-
Total Expenditures and Other Uses	113,709,051	113,709,051	111,709,184	1,999,867
Excess of revenues and other sources over expenditures and other uses	\$ -	\$ -	\$ 4,772,187	\$ 4,772,187

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF NET ASSETS

JUNE 30, 2011

	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	\$ 4,982,001	\$ 6,448,633	\$ 1,418,863	\$ 12,849,497	\$ 611,544
User fees receivable	2,277,489	1,900,222	184,938	4,362,649	-
Other current assets	-	-	447	447	-
Total current assets	7,259,490	8,348,855	1,604,248	17,212,593	611,544
Noncurrent:					
Land and construction in progress	571,624	1,788,874	5,007,443	7,367,941	-
Other capital assets, net of accumulated depreciation	17,903,150	27,256,252	1,922,234	47,081,636	-
Total noncurrent assets	18,474,774	29,045,126	6,929,677	54,449,577	-
TOTAL ASSETS	25,734,264	37,393,981	8,533,925	71,662,170	611,544
LIABILITIES					
Current:					
Accounts payable	11,380	37,980	41,466	90,826	15,639
Accrued payroll	22,684	31,859	22,295	76,838	-
Accrued liabilities	24,746	31,119	-	55,865	188,883
Refunds payable	91,940	3,831	40,125	135,896	-
Notes payable	-	812,105	-	812,105	-
Current portion of long-term liabilities:					
Bonds payable	931,559	1,153,030	90,000	2,174,589	-
Compensated absences	105,034	73,443	51,815	230,292	-
Total current liabilities	1,187,343	2,143,367	245,701	3,576,411	204,522
Noncurrent:					
Bonds payable, net of current portion	5,378,915	5,455,001	125,000	10,958,916	-
Total noncurrent liabilities	5,378,915	5,455,001	125,000	10,958,916	-
TOTAL LIABILITIES	6,566,258	7,598,368	370,701	14,535,327	204,522
NET ASSETS					
Invested in capital assets, net of related debt	12,803,897	22,387,806	6,929,677	42,121,380	-
Unrestricted	6,364,109	7,407,807	1,233,547	15,005,463	407,022
TOTAL NET ASSETS	\$ 19,168,006	\$ 29,795,613	\$ 8,163,224	\$ 57,126,843	\$ 407,022

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, 2011

	Business-Type Activities Enterprise Funds				Governmental Activities
	Sewer Fund	Water Fund	Solid Waste Fund	Total	Internal Service Funds
Operating Revenues:					
Charges for services	\$ 8,150,210	\$ 6,596,090	\$ 1,614,272	\$ 16,360,572	\$ -
Other	-	3,101	-	3,101	276,410
Total Operating Revenues	8,150,210	6,599,191	1,614,272	16,363,673	276,410
Operating Expenses:					
Personnel services	588,151	846,722	600,423	2,035,296	377,032
Non-personnel services	286,332	969,174	938,307	2,193,813	-
Depreciation	804,852	1,134,848	222,553	2,162,253	-
Intergovernmental assessments	5,043,945	265,017	-	5,308,962	-
Total Operating Expenses	6,723,280	3,215,761	1,761,283	11,700,324	377,032
Operating Income (Loss)	1,426,930	3,383,430	(147,011)	4,663,349	(100,622)
Nonoperating Revenues (Expenses):					
Intergovernmental revenue	74,873	23,936	-	98,809	-
Investment income	12,377	15,423	2,084	29,884	-
Interest expense	(202,060)	(268,843)	(5,673)	(476,576)	-
Total Nonoperating Revenues (Expenses), Net	(114,810)	(229,484)	(3,589)	(347,883)	-
Income (Loss) Before Transfers	1,312,120	3,153,946	(150,600)	4,315,466	(100,622)
Transfers in	-	-	792,673	792,673	-
Transfers out	(336,845)	(925,489)	(241,778)	(1,504,112)	-
Change in Net Assets	975,275	2,228,457	400,295	3,604,027	(100,622)
Net Assets at Beginning of Year	18,192,731	27,567,156	7,762,929	53,522,816	507,644
Net Assets at End of Year	<u>\$ 19,168,006</u>	<u>\$ 29,795,613</u>	<u>\$ 8,163,224</u>	<u>\$ 57,126,843</u>	<u>\$ 407,022</u>

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2011

	Business-Type Activities Enterprise Funds				Governmental
	Sewer Fund	Water Fund	Solid Waste Fund	Total	Activities Internal Service Fund
<u>Cash Flows From Operating Activities:</u>					
Receipts from customers and users	\$ 8,243,014	\$ 6,557,094	\$ 1,565,055	\$ 16,365,163	\$ -
Employer contributions	-	-	-	-	276,410
Payments of utility assessments	(5,043,945)	(265,017)	-	(5,308,962)	-
Payments to vendors and contractors	(573,159)	(1,043,631)	(1,071,126)	(2,687,916)	-
Payments of employee salaries, benefits, and related expenses	(511,066)	(800,137)	(579,095)	(1,890,298)	(390,137)
Net Cash Provided By (Used For) Operating Activities	2,114,844	4,448,309	(85,166)	6,477,987	(113,727)
<u>Cash Flows From Noncapital Financing Activities:</u>					
Operating grants received	74,873	-	-	74,873	-
Transfers from other funds	-	-	792,673	792,673	-
Transfers to other funds	(336,845)	(925,489)	(241,778)	(1,504,112)	-
Net Cash Provided by (Used For) Noncapital Financing Activities	(261,972)	(925,489)	550,895	(636,566)	-
<u>Cash Flows From Capital and Related Financing Activities:</u>					
Acquisition and construction of capital assets	(1,235,544)	(885,893)	(388,490)	(2,509,927)	-
Issuance of bonds and notes	404,616	940,123	184,000	1,528,739	-
Principal payments on bonds and notes	(993,120)	(1,208,160)	(144,000)	(2,345,280)	-
Interest expense	(208,075)	(273,272)	(5,675)	(487,022)	-
Net Cash (Used For) Capital and Related Financing Activities	(2,032,123)	(1,427,202)	(354,165)	(3,813,490)	-
<u>Cash Flows From Investing Activities:</u>					
Investment income	12,377	15,423	2,084	29,884	-
Net Cash Provided By Investing Activities	12,377	15,423	2,084	29,884	-
Net Change in Cash and Short-Term Investments	(166,874)	2,111,041	113,648	2,057,815	(113,727)
Cash and Short-Term Investments, Beginning of Year	5,148,875	4,337,592	1,305,215	10,791,682	725,271
Cash and Short-Term Investments, End of Year	\$ 4,982,001	\$ 6,448,633	\$ 1,418,863	\$ 12,849,497	\$ 611,544
<u>Reconciliation of Operating Income to Net Cash Provided by (Used For) Operating Activities:</u>					
Operating income (Loss)	\$ 1,426,930	\$ 3,383,430	\$ (147,011)	\$ 4,663,349	\$ (100,622)
Adjustments to reconcile operating income to net cash provided by operating activities:					
Depreciation	804,852	1,134,848	222,553	2,162,253	-
Loss on disposal of assets	-	407	-	407	-
Changes in assets and liabilities:					
User fees	70,969	(42,168)	(57,294)	(28,493)	-
Accounts payable	(250,060)	(74,865)	(132,819)	(457,744)	14,130
Accrued liabilities	10,251	(97)	4,904	15,058	(27,235)
Retainage payable	(36,767)	-	-	(36,767)	-
Refunds payable	21,835	72	8,077	29,984	-
Compensated absences	66,834	46,682	16,424	129,940	-
Net Cash Provided By (Used For) Operating Activities	\$ 2,114,844	\$ 4,448,309	\$ (85,166)	\$ 6,477,987	\$ (113,727)

See notes to financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

FIDUCIARY FUNDS

STATEMENT OF FIDUCIARY NET ASSETS

JUNE 30, 2011

	Pension Trust Fund (As of December 31, 2010)	Private Purpose Trust Fund	Other Post- Employment Benefit Trust Fund	Other Agency Funds
<u>ASSETS</u>				
Cash and short-term investments	\$ 2,764,907	\$ -	\$ -	\$ 177,837
Investments	103,694,430	2,296,478	6,670,011	-
Receivables	<u>68,722</u>	<u>-</u>	<u>-</u>	<u>315,991</u>
Total Assets	106,528,059	2,296,478	6,670,011	493,828
<u>LIABILITIES AND NET ASSETS</u>				
Accounts payable	-	116,867	-	-
Accrued liabilities	-	-	-	31,669
Refunds payable	-	-	-	46,104
Other liabilities	<u>53,820</u>	<u>-</u>	<u>-</u>	<u>416,055</u>
Total Liabilities	<u>53,820</u>	<u>116,867</u>	<u>-</u>	<u>493,828</u>
<u>NET ASSETS</u>				
Total net assets held in trust for pension benefits and other purposes	<u>\$ 106,474,239</u>	<u>\$ 2,179,611</u>	<u>\$ 6,670,011</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, 2011

	Pension Trust Fund (For the Year Ended December 31, 2010)	Private Purpose Trust Fund	Other Post- Employment Benefit Trust Fund
Additions:			
Contributions:			
Employers	\$ 4,552,978	\$ -	\$ 3,626,375
Plan members	2,845,052	-	-
Other	440,982	52,094	-
Total contributions	<u>7,839,012</u>	<u>52,094</u>	<u>3,626,375</u>
Investment Income:			
Increase (decrease) in fair value of investments	12,607,291	515,274	505,962
Less: management fees	(449,120)	-	-
Net investment income	<u>12,158,171</u>	<u>515,274</u>	<u>505,962</u>
Total additions	19,997,183	567,368	4,132,337
Deductions:			
Benefit payments to plan members and beneficiaries	9,517,343	-	3,246,573
Refunds to plan members	172,860	-	-
Administrative expenses	190,590	-	-
Other	214,903	206,524	-
Total deductions	<u>10,095,696</u>	<u>206,524</u>	<u>3,246,573</u>
Net increase	9,901,487	360,844	885,764
Net assets:			
Beginning of year	<u>96,572,752</u>	<u>1,818,767</u>	<u>5,784,247</u>
End of year	<u>\$ 106,474,239</u>	<u>\$ 2,179,611</u>	<u>\$ 6,670,011</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 *Town Hall Renovation Fund* was established to account for construction costs of the Town Hall addition and renovation financed by issuance of bonds.

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 guaranteed 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 2011 tax levy reflected an excess capacity of approximately \$ 20,000.

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: restricted, committed, 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 and capital 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)	\$ 123,010,199	\$ 119,804,651
Other financing sources/uses (GAAP Basis, net of refunding)	<u>2,110,015</u>	<u>2,846,999</u>
Subtotal (GAAP Basis)	125,120,214	122,651,650
Adjust property tax revenue to the Budgetary Basis	(1,537,074)	-
Reverse beginning of year appropriation carryforwards from expenditures	-	(1,902,339)
Add end of year appropriation carryforwards to expenditures	-	2,372,754
Recognize use of free cash	3,568,037	-
Recognize use of bond premium	32,759	-
Recognize use of MSBA revenue appropriated for debt service	364,686	-
Recognize use of overlay surplus	499,716	-
Reverse GASB 24 MTRS	(11,471,074)	(11,471,074)
Less nonbudgeted funds	(88,123)	65,963
Less MWPAT subsidy	<u>(7,770)</u>	<u>(7,770)</u>
Budgetary Basis	<u>\$ 116,481,371</u>	<u>\$ 111,709,184</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, 2011:

Nonmajor Governmental Funds:	
Special Revenue Funds:	
2010 Title I	\$ 9,657
2011 911 Department Support and Incentive	2,995
2011 Shine (COA)	23,891
2011 297A CL Early Literacy Gap for Students with Disabilities	3,941
Fiduciary Funds:	
Police outside detail	205,102
Fire outside detail	84,956

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, 2011, \$ 15,792,375 of the Town's bank balance of \$ 42,471,520 was exposed to custodial credit risk as uninsured or uncollateralized; however, it was invested in MMDT.

As of December 31, 2010, \$ 2,512,750 of the Contributory Retirement System's bank balance of \$ 2,702,252 was exposed to custodial credit risk as uninsured or uncollateralized. Of the System's exposed risk, \$ 2,257,802 was invested in MMDT and \$ 254,948 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>
U.S. Treasury notes	\$ 753,338	AAA
Certificates of deposits	5,839,319	N/R
Corporate equities	2,980,645	N/A
Mutual funds	2,238,269	N/A
Federal agency securities	9,846,956	AAA
Corporate bonds	<u>6,774,655</u>	A2
Total investments	<u>\$ 28,433,182</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, 2010, the System maintained its investments in the State Investment Pool* with a fair value of \$ 103,694,430. 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, 2011, \$ 22,593,862 out of the Town's investments of \$ 28,433,182 was exposed to custodial credit risk as uninsured and uncollateralized. The Town manages some of this risk by Securities Investor Protection Corporation (SIPC) and excess SIPC coverage.

The System's investments of \$ 103,694,430 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:				
U.S. Treasury notes	\$ 753,338	\$ 753,338	\$ -	\$ -
Federal agency securities	9,846,956	7,084,711	2,762,245	-
Corporate bonds	6,774,655	882,909	5,838,696	53,050
Total	\$ 17,374,949	\$ 8,720,958	\$ 8,600,941	\$ 53,050

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, 2011 consist of the following (in thousands):

Real Estate		
2011	\$ 663	
2010	<u>2</u>	
		665
Personal Property		
2011	227	
2010	254	
2009	46	
2008	29	
2007	33	
Prior	<u>190</u>	
		779
Tax Liens		938
Deferred Taxes		538
Tax Roll Backs		5
CPA		<u>12</u>
Total		<u>\$ 2,937</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	\$ 299
Excises	209
Ambulance	289

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 2011 and future reimbursements from the MSBA.

6. Capital Assets

Capital asset activity for the year ended June 30, 2011 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	\$ 168,650	\$ 762	\$ -	\$ 169,412
Machinery, equipment, and furnishings	9,715	526	(495)	9,746
Vehicles	3,430	934	(275)	4,089
Infrastructure	<u>29,673</u>	<u>507</u>	<u>-</u>	<u>30,180</u>
Total capital assets, being depreciated	211,468	2,729	(770)	213,427
Less accumulated depreciation for:				
Buildings and improvements	(25,436)	(3,870)	-	(29,306)
Machinery, equipment, and furnishings	(5,566)	(1,357)	480	(6,443)
Vehicles	(2,466)	(578)	182	(2,862)
Infrastructure	<u>(11,853)</u>	<u>(1,202)</u>	<u>-</u>	<u>(13,055)</u>
Total accumulated depreciation	<u>(45,321)</u>	<u>(7,007)</u>	<u>662</u>	<u>(51,666)</u>
Total capital assets, being depreciated, net	166,147	(4,278)	(108)	161,761
Capital assets, not being depreciated:				
Land	18,431	641	(25)	19,047
Works of art	95	-	-	95
Construction in progress	<u>5,132</u>	<u>13,619</u>	<u>-</u>	<u>18,751</u>
Total capital assets, not being depreciated	<u>23,658</u>	<u>14,260</u>	<u>(25)</u>	<u>37,893</u>
Governmental activities capital assets, net	<u>\$ 189,805</u>	<u>\$ 9,982</u>	<u>\$ (133)</u>	<u>\$ 199,654</u>

The Town exchanged a like-kind parcel of land with MTBA in conveyance in February 2011. The Town received the Needham Heights Station Parking Lot in exchange for the Upper Hershey Commuter Street Parking Lot (part of Great Avenue/Harris Avenue land) for consideration of ten dollars. The new lot is recorded at the book value of the old parcel, since the transaction lacks commercial substance. The Town plans to build a new Senior Center on the lot.

	Beginning <u>Balance</u>	<u>Increases</u>	<u>Decreases</u>	Ending <u>Balance</u>
Business-Type Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 8,888	\$ 16	\$ -	\$ 8,904
Plant	6,600	-	-	6,600
Machinery, equipment, and furnishings	3,732	539	(202)	4,069
Vehicles	1,311	252	(130)	1,433
Infrastructure	<u>66,796</u>	<u>2,172</u>	<u>-</u>	<u>68,968</u>
Total capital assets, being depreciated	87,327	2,979	(332)	89,974
Less accumulated depreciation for:				
Buildings and improvements	(3,346)	(245)	-	(3,591)
Plant	(2,030)	(229)	-	(2,259)
Machinery, equipment, and furnishings	(2,786)	(243)	202	(2,827)
Vehicles	(600)	(243)	130	(713)
Infrastructure	<u>(32,299)</u>	<u>(1,202)</u>	<u>-</u>	<u>(33,501)</u>
Total accumulated depreciation	<u>(41,061)</u>	<u>(2,162)</u>	<u>332</u>	<u>(42,891)</u>
Total capital assets, being depreciated, net	46,266	817	-	47,083
Capital assets, not being depreciated:				
Non-Depreciable - WIP	2,561	560	(1,029)	2,092
Land	<u>5,275</u>	<u>-</u>	<u>-</u>	<u>5,275</u>
Total capital assets, not being depreciated	<u>7,836</u>	<u>560</u>	<u>(1,029)</u>	<u>7,367</u>
Business-type activities capital assets, net	<u>\$ 54,102</u>	<u>\$ 1,377</u>	<u>\$ (1,029)</u>	<u>\$ 54,450</u>

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

Governmental Activities:	
General government	\$ 78
Public safety	338
Education	4,119
Public works	1,914
Human service	4
Culture and recreation	<u>555</u>
Total depreciation expense - governmental activities	<u>\$ 7,008</u>
Business-Type Activities:	
Sewer	\$ 805
Water	1,135
Solid Waste	<u>222</u>
Total depreciation expense - business-type activities	<u>\$ 2,162</u>

7. Warrants and Accounts Payable

Warrants payable represent 2011 expenditures paid by July 15, 2011 as permitted by law.

8. 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, 2011 receivable balances, except real and personal property taxes that are accrued for subsequent 60-day collections.

9. 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.

10. 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.

11. Anticipation Notes Payable

The following summarizes activity in notes payable during fiscal year 2011:

	Balance Beginning of Year	New Issues	Maturities	Balance End of Year
Bond anticipation	\$ 1,483,000	\$ -	\$ (1,483,000)	\$ -
Bond anticipation	-	509,000	(509,000)	-
MWPAT Loan	716,361	95,744	-	812,105
Total	<u>\$ 2,199,361</u>	<u>\$ 604,744</u>	<u>\$ (1,992,000)</u>	<u>\$ 812,105</u>

12. 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 June 30, 2011</u>
MA Water Pollution Abatement Trust	\$ 310,656	Various	06/01/95	02/01/15	\$ 114,249
MA Water Pollution Abatement Trust	91,400	Various	12/09/98	08/01/18	40,800
MA Water Pollution Abatement Trust	243,300	Various	12/09/98	08/01/18	108,600
MA Water Pollution Abatement Trust	1,261,272	Various	12/09/98	08/01/18	614,500
MA Water Pollution Abatement Trust	175,500	Various	12/09/98	08/01/18	78,500
MA Water Pollution Abatement Trust	422,874	Various	12/09/98	08/01/18	236,319
MA Water Pollution Abatement Trust	85,894	Various	12/09/98	08/01/18	42,860
MA Water Resources Authority	257,304	0.00	07/19/01	08/15/11	25,731
Elementary School	14,000,000	3.00 - 4.70	11/01/03	11/01/23	9,100,000
Municipal Purpose FY 2005	12,649,000	3.00 - 4.75	12/01/04	12/01/19	7,325,000
Municipal Purpose FY 2005	6,827,000	3.25 - 4.20	06/01/05	06/01/25	4,025,000
Municipal Purpose FY 2006	3,346,000	3.24 - 3.66	12/15/05	02/15/15	800,000
Municipal Purpose FY 2007	5,525,000	3.75 - 4.50	11/01/06	11/11/19	4,445,000
Municipal Purpose FY 2007	11,970,000	3.75 - 4.50	11/01/06	11/01/26	7,900,000
Municipal Purpose FY 2008	4,470,000	4.05 - 5.00	06/15/07	06/15/12	2,545,000
Municipal Purpose FY 2008	3,205,000	3.25	12/01/07	06/01/12	395,000
Municipal Purpose FY 2009	12,600,000	3.25 - 5.00	06/03/08	12/01/26	10,430,000
Municipal Purpose FY 2009	5,600,000	4.61	11/01/08	08/01/27	4,610,000
Municipal Purpose FY 2010	6,842,000	2.94	06/01/09	06/01/28	5,245,000
Municipal Purpose FY 2010	15,815,000	2.00 - 4.00	12/15/09	08/01/28	14,865,000
Municipal Purpose FY 2010	4,000,000	2.00 - 3.00	06/15/10	12/01/24	3,470,000
MA Water Resources Authority	215,710	0.00	02/22/10	02/15/10	172,568
MA Water Resources Authority	283,305	0.00	05/17/10	05/15/15	226,644
MWRA	57,613	0.00	11/15/10	11/15/15	57,613
Municipal Purpose FY 2011	4,635,000	1.00 - 3.00	10/15/10	04/01/17	2,480,000
Municipal Purpose FY 2011	11,750,000	2.00 - 5.00	05/19/11	10/01/28	11,750,000
					<u>\$ 91,103,384</u>

C. Future Debt Service

The annual payments to retire all general obligation long-term debt outstanding as of June 30, 2011 are as follows:

<u>Governmental</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 7,203,679	\$ 2,628,610	\$ 9,832,289
2013	6,787,979	2,420,250	9,208,229
2014	6,307,979	2,232,555	8,540,534
2015	6,027,612	2,041,584	8,069,196
2016	5,517,525	1,860,174	7,377,699
2017-2021	24,260,105	6,519,851	30,779,956
2022-2026	17,620,000	2,436,268	20,056,268
2027-2030	<u>4,245,000</u>	<u>183,159</u>	<u>4,428,159</u>
Total	<u>\$ 77,969,879</u>	<u>\$ 20,322,451</u>	<u>\$ 98,292,330</u>

<u>Business-Type</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 2,174,589	\$ 440,178	\$ 2,614,767
2013	1,813,454	433,065	2,246,519
2014	1,636,635	330,401	1,967,036
2015	1,431,605	280,278	1,711,883
2016	1,134,122	232,036	1,366,158
2017-2021	4,038,100	516,483	4,554,583
2022-2026	725,000	80,244	805,244
2027-2030	<u>180,000</u>	<u>10,900</u>	<u>190,900</u>
Total	<u>\$ 13,133,505</u>	<u>\$ 2,323,585</u>	<u>\$ 15,457,090</u>

D. Bond Authorizations

Long-term debt authorizations which have not been issued or rescinded as of June 30, 2011 are as follows:

<u>Date Authorized</u>	<u>Purpose</u>	<u>Amount</u>
2001	Rosemary Pool Complex - Design	\$ 72,500
2002	Parking Lot Dedham Avenue	9,500
2003	Sewer Pump Station Richardson Drive	81,290
2003	Water Pump Station Designs	180,000
2004	Library Project	3,043,503
2004	Sewer System Rehab - I/I work	13,000
2006	Ridge Hill Rehabilitation	104,600
2006	Water System Rehabilitation	30,000
2006	Rte 128 Sewer Main Relocation	115,000
2007	Water system Improvements	735,000
2007	Mitchell School Roof Repair	11,400
2008	High Rock and Pollard School Project	284,000
2008	Sewer System Rehab - I/I work	559,083
2009	Municipal Parking Lot Improvements	105,000
2009	Public Safety Building Roof	61,500
2009	Street & Traffic Light Improvements	25,000
2009	Wastewater Pump Station at GPA	33,000
2009	Water Main Improvements	600,294
2009	Water Storage Tank Cleaning & Painting	75,000
2009	Public Services Administration Bldg.	320,000
2010	Stormwater Master Plan Drainage Improvements	165,000
2010	Sewer Pump Station Design	575,497
2010	Town Hall (GF portion)	1,600,000
2010	Town Hall (CPA portion)	3,700,000
2010	Kendrick Street Bridge Design	45,000
2010	RTS Construction Equipment	35,000
2010	Water Distribution System Rehab	80,000
2010	Newman School Extraordinary Repairs	20,269,128
2011	Road, Bridges, Sidewalks and Intersection Improvement	556,300
2011	Kendrick Street Bridge Repair	850,000
2011	Pollard School Roof Remodeling	2,500,000
2011	Senior Center Planning	150,000
2012	Parking and Access Road	55,800
2012	Town Infrastructure Repair	1,100,000
2012	Fire Engine	400,000
2012	School Roof	320,000
2012	Booth Street Reconstruction	125,000
2012	RTS Construction Equipment	86,000
2012	Semi-Tractor Purchase	152,000
	Total	<u>\$ 39,223,395</u>

E. Changes in General Long-term Liabilities

During the year ended June 30, 2011, the following changes occurred in long-term liabilities (in thousands):

	Total Balance 07/01/10	Additions	Reductions	Total Balance 06/30/11	Less Current Portion	Equals Long-Term Portion 06/30/11
<u>Governmental Activities</u>						
Bonds payable	\$ 71,047	\$ 15,350	\$ (8,427)	\$ 77,970	\$ (7,204)	\$ 70,766
Other:						
Accrued employee benefits	2,793	666	-	3,459	(865)	2,594
Landfill closure	1,027	-	(208)	819	(43)	776
Totals	\$ <u>74,867</u>	\$ <u>16,016</u>	\$ <u>(8,635)</u>	\$ <u>82,248</u>	\$ <u>(8,112)</u>	\$ <u>74,136</u>

	Total Balance 7/1/10	Additions	Reductions	Total Balance 6/30/11	Less Current Portion	Equals Long-Term Portion 6/30/11
<u>Business-Type Activities</u>						
Bonds payable	\$ 14,386	\$ 1,093	\$ (2,345)	\$ 13,134	\$ (2,175)	\$ 10,959
Other:						
Accrued employee benefits	100	130	-	230	(230)	-
Totals	\$ <u>14,486</u>	\$ <u>1,223</u>	\$ <u>(2,345)</u>	\$ <u>13,364</u>	\$ <u>(2,405)</u>	\$ <u>10,959</u>

F. 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, 2011, the amount of defeased debt outstanding but removed from the governmental activities and business-type activities was \$ 4,390,000.

13. 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, 2011 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 2011. Actual cost may be higher due to inflation, changes in technology, or changes in regulations.

14. **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.

15. **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.

In fiscal year 2011, the Town implemented GASB Statement No. 54 (GASB 54), *Fund Balance Reporting and Governmental Fund Type Definitions*, which enhances the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying existing governmental fund type definitions.

The following types of fund balances are reported at June 30, 2011:

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, capital reserve funds set aside by Town Meeting vote for future capital acquisitions and improvements (now reported as part of the general fund per GASB 54), 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, 2011:

	General Fund	Community Preservation Fund	Town Hall Renovation Fund	Nonmajor Governmental Funds	Total Governmental Funds
Nonspendable					
Nonexpendable permanent funds	\$ -	\$ -	\$ -	\$ 188,478	\$ 188,478
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 188,478</u>	<u>\$ 188,478</u>
Restricted					
Debt service	\$ 550,990	\$ -	\$ -	\$ -	\$ 550,990
Bonded projects	-	-	1,869,344	6,101,715	7,971,059
Special revenue funds	-	2,718,351	-	5,274,048	7,992,399
Expendable permanent funds	-	-	-	1,672,014	1,672,014
	<u>\$ 550,990</u>	<u>\$ 2,718,351</u>	<u>\$ 1,869,344</u>	<u>\$ 13,047,777</u>	<u>\$ 18,186,462</u>
Committed					
Continuing appropriations articles	\$ 415,679	\$ -	\$ -	\$ -	\$ 415,679
General and capital stabilization	4,798,453	-	-	-	4,798,453
Capital project funds	-	-	-	1,534,534	1,534,534
	<u>\$ 5,214,132</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,534,534</u>	<u>\$ 6,748,666</u>
Assigned					
Encumbrances	\$ 2,388,870	\$ -	\$ -	\$ -	\$ 2,388,870
Reserved for expenditures	3,970,763	-	-	-	3,970,763
	<u>\$ 6,359,633</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,359,633</u>
Unassigned	<u>\$ 8,863,948</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (40,484)</u>	<u>\$ 8,823,464</u>

16. 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.

17. 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.

18. Subsequent Events

Debt

Subsequent to June 30, 2011, 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	\$ 2,460,000	2-3.125%	10/05/11	08/01/26
GOB anticipation note	\$ 5,762,000	1.50%	10/14/11	06/15/12

19. 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 759 retirees and 764 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 2011 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, 2011, the amount actually contributed to the plan, and the change in the Town's net OPEB obligation based on an actuarial valuation as of July 1, 2009.

Annual Required Contribution (ARC)	\$ 3,626,375
Interest on net OPEB obligation	-
Adjustment to ARC	-
Annual OPEB cost	<u>3,626,375</u>
Contributions made	<u>(3,626,375)</u>
Increase in net OPEB obligation	-
Net OPEB obligation - beginning of year	<u>-</u>
Net OPEB obligation - end of year	<u><u>\$ -</u></u>

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 Obligation</u>
2011	\$ 3,626,375	100%	\$ -
2010	\$ 3,446,556	100%	\$ -
2009	\$ 3,102,311	100%	\$ -

The Town's net OPEB obligation as of June 30, 2011 is recorded as a component of the "other long-term liabilities" line item.

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 advanced 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%.

20. **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, 2010:

Retirees and beneficiaries receiving benefits	475
Terminated plan members entitled to but not yet receiving benefits	103
Active plan members	<u>680</u>
Total	<u><u>1,258</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>
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]
1/1/10	\$ 115,772	\$ 148,011	\$ 32,239	78.2%	\$ 30,286	106.4%

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 \$ 32.2 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, 2010, 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 2011, 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 2011 pension expense relating to these employees was approximately \$ 31,484.

21. 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, 2011, the Town's workers compensation fund had a balance of \$ 84,085 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, 2011 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, 2011 are as follows:

	<u>Workers Compensation</u>
Claims liability, beginning of year	\$ 216,118
Claims incurred/recognized in fiscal year 2011	377,032
Claims paid in fiscal year 2011	<u>(404,267)</u>
Claims liability, end of year	<u>\$ 188,883</u>

22. 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.

23. Beginning Fund Balance Reclassification

The Town's major governmental funds for fiscal year 2011, 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 6/30/10 (as previously reported)	Reclassification	Fund Equity 6/30/10 (as reclassified)
General Fund	\$ 14,149,983	\$ 4,320,156	\$ 18,470,139
Community Preservation	1,453,784	-	1,453,784
Town Hall Renovation	-	4,461,254	4,461,254
Nonmajor Governmental Funds	<u>18,540,108</u>	<u>(8,781,410)</u>	<u>9,758,698</u>
Total	<u>\$ 34,143,875</u>	<u>\$ -</u>	<u>\$ 34,143,875</u>

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

June 30, 2011

(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 Percent- age of Covered Payroll [(b-a)/c]
01/01/10	\$ 115,771,921	\$ 148,011,244	\$ 32,239,323	78.22%	\$ 30,285,518	106.4%
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	\$ 128,668,586	\$ 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 Percent- age 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, 2011

	<u>Budget</u>	<u>Adjusted Actual</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Current service charges	\$ 7,728,166	\$ 8,221,179	\$ 493,013
Interest income	10,000	12,377	2,377
Transfers in	-	144,126	144,126
Use of retained earnings	<u>376,000</u>	<u>376,000</u>	<u>-</u>
Total Revenues and Other Sources	8,114,166	8,753,682	639,516
Expenditures:			
Sewer expenditures	1,339,250	1,125,452	213,798
Intergovernmental	5,043,945	5,043,945	-
Debt service	1,250,000	1,242,461	7,539
Transfers out	<u>480,971</u>	<u>480,971</u>	<u>-</u>
Total Expenditures and Other Uses	<u>8,114,166</u>	<u>7,892,829</u>	<u>221,337</u>
Excess of revenues and other sources over expenditures and other uses	<u>\$ -</u>	<u>\$ 860,853</u>	<u>\$ 860,853</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, 2011

	<u>Budget</u>	<u>Adjusted Actual</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Current service charges	\$ 4,819,688	\$ 6,553,922	\$ 1,734,234
Interest income	10,000	15,423	5,423
Other revenue	-	3,100	3,100
Transfers in	-	11,477	11,477
Use of retained earnings	<u>2,065,400</u>	<u>2,065,400</u>	<u>-</u>
 Total Revenues	 6,895,088	 8,649,322	 1,754,234
Expenditures:			
Water expenditures	4,193,105	3,782,482	410,623
Intergovernmental	265,017	265,017	-
Debt service	1,500,000	1,497,133	2,867
Transfers out	<u>936,966</u>	<u>936,966</u>	<u>-</u>
 Total Expenditures and Other Uses	 <u>6,895,088</u>	 <u>6,481,598</u>	 <u>413,490</u>
 Excess of revenues over expenditures and other uses	 \$ <u>-</u>	 \$ <u>2,167,724</u>	 \$ <u>2,167,724</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, 2011

	<u>Budget</u>	<u>Adjusted Actual</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Current service charges	\$ 1,451,010	\$ 1,561,310	\$ 110,300
Interest income	1,500	2,084	584
Transfers in	792,673	792,673	-
Use of retained earnings	<u>235,000</u>	<u>235,000</u>	<u>-</u>
Total Revenues and Other Sources	2,480,183	2,591,067	110,884
Expenditures:			
Transfers station expenditures	2,088,405	1,956,848	131,557
Debt service	150,000	149,673	327
Transfers out	<u>241,778</u>	<u>241,778</u>	<u>-</u>
Total Expenditures and Other Uses	<u>2,480,183</u>	<u>2,348,299</u>	<u>131,884</u>
Excess of revenues and other sources over expenditures and other uses	\$ <u><u>-</u></u>	\$ <u><u>242,768</u></u>	\$ <u><u>242,768</u></u>

See Independent Auditors' Report.



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(Date of Delivery)

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

\$12,244,000
Town of Needham, Massachusetts
General Obligation Municipal Purpose Loan of 2012 Bonds
Dated October 15, 2012

We have acted as bond counsel to the Town of Needham, Massachusetts (the "Town") in connection with the issuance by the Town 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 Town 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 Town 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 Town, 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 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 that portion of the principal and interest payments that the Town 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 Town 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 Town has covenanted to comply with all such requirements. Failure by the Town 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

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**PROPOSED FORM OF
CONTINUING DISCLOSURE CERTIFICATE**

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the Town of Needham, Massachusetts (the “Issuer”) in connection with the issuance of its \$12,244,000 General Obligation Municipal Purpose Loan of 2012 Bonds dated October 15, 2012 (the “Bonds”). The Issuer covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer 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 Issuer 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 Issuer 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 Issuer may be submitted when available separately from the balance of the Annual Report.

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

SECTION 4. Content of Annual Reports. The Issuer'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 Issuer's Official Statement dated October __, 2012 relating to the Bonds regarding (i) the revenues and expenditures of the Issuer relating to its operating budget, (ii) capital expenditures, (iii) fund balances, (iv) property tax information, (v) outstanding indebtedness and overlapping debt of the Issuer, (vi) pension obligations of the Issuer, and (vii) other post-employment benefits liability of the Issuer, and

(b) the most recently available audited financial statements of the Issuer, prepared in accordance with generally accepted accounting principles, with certain exceptions permitted by the Massachusetts Uniform Municipal Accounting System promulgated by the Department of Revenue of the Commonwealth (except for the omission, if any, of a statement of fixed assets). 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 Issuer 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 Issuer shall clearly identify each such other document so incorporated by reference.

SECTION 5. Reporting of Significant Events.

(a) The Issuer 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 Issuer.*
 13. The consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, 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 Issuer 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 Issuer'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 Issuer 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 Issuer may amend this Disclosure Certificate and any provision of this

* 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 Issuer 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 Issuer, 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 Issuer.

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 Issuer), to the effect that such amendment or waiver would not cause the 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 Issuer 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 Issuer to comply with any provision of this Disclosure Certificate any Owner of the Bonds may seek a court order for specific performance by the Issuer 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 Issuer to comply with this Disclosure Certificate shall be an action for specific performance of the Issuer'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: October 15, 2012

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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