

OFFICIAL STATEMENT DATED APRIL 5, 2022

Rating: See "Rating" herein.
S&P Global Ratings: AAA

New Issue

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

TOWN OF NEEDHAM, MASSACHUSETTS
\$10,115,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2022 BONDS

DATED
Date of Delivery

DUE
August 15
(as shown below)

The Bonds are issuable only in fully registered form, registered in the name of Cede & Co., as Bondowner and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form in the denomination of \$5,000, or any integral multiple thereof. (See "THE BONDS- Book-Entry Transfer System" herein.)

Principal of the Bonds will be payable August 15 of the years in which the Bonds mature. Interest on the Bonds will be payable February 15 and August 15, commencing August 15, 2022. Principal and semiannual interest on the Bonds will be paid by U.S. Bank Trust Company 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 will be subject to redemption prior to their stated maturity dates as described herein.

An opinion of Bond Counsel will be delivered with the Bonds to the effect that the Bonds are valid general obligations of the Town of Needham, Massachusetts, and that the principal of and interest on the Bonds are payable from taxes that 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 principal and interest payments the Town has not voted to exempt from that limit.

MATURITIES, AMOUNTS, RATES, YIELDS AND CUSIPS

Due August 15	Principal Amount	Rate	Yields	CUSIP 639846	Due August 15	Principal Amount	Rate	Yields	CUSIP 639846
2022	\$ 3,225,000	5.00 %	1.20 %	6D1	2030	\$ 485,000	5.00 %	2.15 %	6M1
2023	510,000	5.00	1.65	6E9	2031	485,000	5.00	2.20	6N9
2024	510,000	5.00	1.84	6F6	2032	485,000	5.00	2.28	6P4
2025	510,000	3.00	1.95	6G4	2033	480,000	4.00	2.51	6Q2
2026	510,000	5.00	2.00	6H2	2034	480,000	3.00	2.85	6R0
2027	505,000	5.00	2.03	6J8	2035	480,000	3.00	2.95	6S8
2028	485,000	5.00	2.06	6K5	2036	480,000	3.00	3.00	6T6
2029	485,000	5.00	2.12	6L3					

The Bonds are offered subject to the final approving opinion of Locke Lord LLP, Boston, Massachusetts, Bond Counsel, as aforesaid, and to certain other conditions referred to herein and in the Notice of Sale. Hilltop Securities Inc., Boston, Massachusetts 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 April 14, 2022, against payment to the Town in federal funds.

PIPER SANDLER & CO.

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

SUMMARY STATEMENT

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

Date of Sale:	Tuesday, April 5, 2022, 11:00 A.M. (Eastern Time).
Location of Sale:	Hilltop Securities Inc., 54 Canal Street, 3rd Floor, Boston, Massachusetts 02114.
Issuer:	Town of Needham, Massachusetts.
Issue:	\$10,115,000 General Obligation Municipal Purpose Loan of 2022 Bonds, see "THE BONDS Book-Entry Transfer System" herein.
Official Statement Dated:	April 5, 2022.
Dated Date of the Bonds:	As of their date of delivery.
Principal Due:	Serially August 15, 2022 through August 15, 2036 as detailed herein.
Interest Payable:	Semi-annually February 15 and August 15, commencing August 15, 2022.
Purpose and Authority:	The Bonds are authorized by the Town for various municipal purposes under provisions of the Massachusetts General Laws as detailed herein.
Redemption:	The Bonds will be subject to redemption prior to their stated maturity dates as detailed herein.
Security:	The Bonds are general obligations of the Town, and the principal of and interest on the Bonds are payable from taxes that 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 principal and interest payments the Town has not voted to exempt from that limit.
Credit Rating:	S&P Global Ratings has assigned a rating of AAA to 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. <u>BIDS MUST INCLUDE A PREMIUM OF AT LEAST \$80,000.</u>
Tax Exemption:	Refer to "THE BONDS - Tax Exemption" herein and Appendix B, "Proposed Form of Legal Opinion."
Continuing Disclosure:	Refer to "THE BONDS - Continuing Disclosure" herein and Appendix C, "Proposed Form of Continuing Disclosure Certificate."
Bank Qualification:	The Bonds will <u>not</u> 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:	U.S. Bank Trust Company National Association, Boston, Massachusetts.
Legal Opinion:	Locke Lord LLP, Boston, Massachusetts.
Financial Advisor:	Hilltop Securities Inc., 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 April 14, 2022, 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, Managing Director, Hilltop Securities Inc., Boston, Massachusetts Telephone (617) 619-4409.

NOTICE OF SALE

TOWN OF NEEDHAM, MASSACHUSETTS \$10,850,000* GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2022 BONDS

The Town of Needham, Massachusetts (the "Town") will receive sealed and electronic (as described herein) proposals until 11:00 A.M., Eastern Time, Tuesday, April 5, 2022, for the purchase of the following described General Obligation Municipal Purpose Loan of 2022 Bonds of the Town (the "Bonds"):

\$10,850,000* General Obligation Municipal Purpose Loan of 2022 Bonds payable August 15 of the years and in the amounts as follows:

Due August 15	Principal Amount*	Due August 15	Principal Amount*
2022	\$ 3,225,000	2030	\$ 535,000
2023	565,000	2031	535,000
2024	565,000	2032	** 535,000
2025	560,000	2033	** 535,000
2026	560,000	2034	** 535,000
2027	560,000	2035	** 535,000
2028	535,000	2036	** 535,000
2029	535,000		

*Preliminary, subject to change.

**Callable maturities. May be combined into not more than three Term Bonds as described herein.

The Bonds will be dated their date of delivery. Principal of the Bonds will be payable on August 15 of the years in which the Bonds mature. Interest will be payable on February 15 and August 15, until maturity or redemption prior to maturity, commencing August 15, 2022.

The Bonds will be issued by means of a book-entry system with no physical distribution of the Bonds made to the public. One certificate for each maturity of the Bonds will be issued to The Depository Trust Company, New York, New York ("DTC"), and immobilized in its custody. Ownership of the Bonds in principal amounts of \$5,000 or integral multiples thereof, will be evidenced by a book-entry system with transfers of ownership effected on the records of DTC and its Participants pursuant to rules and procedures established by DTC and its Participants. The successful 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 original Bonds to be immobilized at DTC will be approved by Locke Lord LLP, Boston, Massachusetts, whose opinion will be furnished to the purchaser without charge.

The Bonds maturing on and before August 15, 2031 are not subject to redemption prior to their stated maturity dates. Bonds maturing on and after August 15, 2032 are subject to redemption prior to their stated maturity dates, at the option of the Town, on and after August 15, 2031 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.

For Bonds maturing on and after August 15, 2032, 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, two or three term bonds, and shall be subject to mandatory redemption or mature at par, as described above, in each of the years and in the principal amounts specified in the foregoing maturity schedule (which is subject to change as described herein). Each mandatory redemption shall be allocated to the payment of the term bond maturing in the earliest subsequent year. Bidders may specify no more than three term bonds.

Term bonds, if any, shall be subject to mandatory redemption on August 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 (which is subject to change as described herein) at the principal amount thereof plus accrued interest to the redemption date, without premium.

Principal and semiannual interest on the Bonds will be paid by U.S. Bank Trust Company 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.

Bidding Parameters

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, (b) any interest rate which exceeds the interest rate stated for any other Bonds by more than 3 percent or (c) **any coupon in excess of 5.0%. NO BID OF LESS THAN PAR PLUS A PREMIUM OF AT LEAST \$80,000 WILL BE CONSIDERED.**

The Town reserves the right to change the aggregate principal amount of the Bonds after the determination of the winning bid by increasing or decreasing the aggregate principal amount and the principal amount of each maturity by such amounts as may be necessary to (i) restructure the annual principal amortization of the Bonds, after considering the net premium to be received, such that the principal payments mirror the preliminary payments and (ii) comply with Massachusetts General Law. THE SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE ANNUAL PRINCIPAL AMOUNTS WITHIN THESE LIMITS. The dollar amount bid for the Bonds by the successful bidder will be adjusted, if applicable, to reflect changes in the dollar amount of the amortization schedule. Any price that is adjusted will reflect changes in the dollar amount of the underwriter's discount and original issue premium, if any, but will not change the per bond underwriter's discount (net of insurance premium, if any) provided in such bid. Nor will it change the interest rate specified for each maturity. Any such adjustments will be communicated to the successful bidder for the Bonds by 4 P.M. Eastern Time on the day of the sale.

Bids must be submitted 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.

As between proposals which comply with this Notice of Sale, 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 April 14, 2022, discounts semi-annually all future payments on account of principal and interest to the price bid. The award of the Bonds to the winning bidder will not be effective until the bid has been approved by the Select Board and the Treasurer of the Town. In the event that two or more bidders submit the same lowest true interest cost for the Bonds, the Town Treasurer shall determine the winning bidder by lot from among all such proposals.

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 S&P Global Ratings for a rating on the Bonds. Any such fee paid to S&P Global Ratings would be borne by the Town.

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 purposes of Section 265(b)(3) of the Internal Revenue Code of 1986 as amended (the "Code").

It shall be a condition to the obligation of the successful bidder to accept delivery of and pay for the Bonds that it shall be furnished, without cost, with (a) the approving opinion of the firm of Locke Lord LLP, Boston, Massachusetts, substantially in the form appearing as Appendix B of the Preliminary Official Statement dated March 29, 2022, (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 its date and the date of sale the Preliminary Official Statement did not, and as of its date and the date of the delivery of the Bonds, the Final Official Statement did not and does not, contain any untrue statement of a material fact and did not 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 described in the Preliminary Official Statement.

Establishment of Issue Price

The successful bidder shall assist the Town in establishing the issue price of the Bonds and shall execute and deliver to the Town on the Closing Date an “issue price” or similar certificate, substantially in the applicable form set forth in Exhibit 1 to this Notice of Sale, setting forth the reasonably expected initial offering prices to the public or the sales price of the Bonds together with the supporting pricing wires or equivalent communications, or, if applicable, the amount bid, with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the Town and Bond Counsel. All actions to be taken by the Town under this Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the Town by Hilltop Securities Inc. (the “Financial Advisor”) and any notice or report to be provided to the Town may be provided to the Financial Advisor.

Competitive Sale Requirements. If the competitive sale requirements (“competitive sale requirements”) set forth in Treasury Regulation § 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Bonds) have been satisfied, the Town will furnish to the successful bidder on the Closing Date a certificate of the Financial Advisor, which will certify each of the following conditions to be true:

1. the Town has disseminated this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
2. all bidders had an equal opportunity to bid;
3. the Town received bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
4. the Town awarded the sale of the Bonds to the bidder who submitted a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid. Unless a bidder notifies the Town prior to submitting its bid by contacting the Financial Advisor, telephone (617) 619-4400, and affirming in writing via email (peter.frazier@hilltopsecurities.com), or in its bid submitted via Parity, that it will NOT be an “underwriter” (as defined below) of the Bonds, by submitting its bid, each bidder shall be deemed to confirm that it has an established industry reputation for underwriting new issuances of municipal bonds. Unless the bidder has notified the Town that it will not be an “underwriter” (as defined below) of the Bonds, in submitting a bid, each bidder is deemed to acknowledge that it is an “underwriter” that intends to reoffer the Bonds to the public.

In the event that the competitive sale requirements are not satisfied, the Town shall so advise the successful bidder.

Failure to Meet the Competitive Sale Requirements – Option A – The Successful Bidder Intends to Reoffer the Bonds to the Public and the 10% Test to Apply. If the competitive sale requirements are not satisfied and the successful bidder intends to reoffer the Bonds to the public, the successful bidder may, at its option, use the first price at which 10% of a maturity of the Bonds (the “10% test”) is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis, of the Bonds. The successful bidder shall advise the Financial Advisor if any maturity of the Bonds satisfies the 10% test as of the date and time of the award of the Bonds.

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Bonds or all of the Bonds are sold to the public, the successful bidder agrees to promptly report to the Financial Advisor the prices at which the unsold Bonds of each maturity have been sold to the public, which reporting obligation shall continue, whether or not the Closing Date has occurred, until the 10% test has been satisfied for each maturity of the Bonds or until all the Bonds of a maturity have been sold. The successful bidder shall be obligated to report each sale of Bonds to the Financial Advisor until notified in writing by the Town or the Financial Advisor that it no longer needs to do so. If the successful bidder uses Option A the successful bidder shall provide to the Town on or before the Closing Date, the certificate attached to this Notice of Sale as Exhibit 1 – Option A.

By submitting a bid and if the competitive sale requirements are not met, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the successful bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the successful bidder and as set forth in the related pricing wires and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the successful bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public if and for so long as directed by the successful bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

1. “public” means any person other than an underwriter or a related party,

2. “underwriter” means (A) any person, including the Successful Bidder, that agrees pursuant to a written contract with the Town (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the public), and

3. a purchaser of any of the Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other).

Failure to Meet the Competitive Sale Requirements – Option B – The Successful Bidder Intends to Reoffer the Bonds to the Public and Agrees to Hold the Price of Maturities of Bonds for Which the 10% Test in Option A is Not Met as of the Sale Date. The successful bidder may, at its option, notify the Financial Advisor in writing, which may be by email (the “Hold the Price Notice”), not later than 4:00 P.M. Eastern Time on the Sale Date, that it has not sold 10% of the maturities of the Bonds listed in the Hold the Price Notice (the “Unsold Maturities”) and that the successful bidder will not offer the Unsold Maturities to any person at a price that is higher than the initial offering price to the public during the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date or (ii) the date on which the successful bidder has sold at least 10% of the applicable Unsold Maturity to the public at a price that is no higher than the initial offering price to the public. If the successful bidder delivers a Hold the Price Notice to the Financial Advisor, the successful bidder must provide to the Town on or before the Closing Date, in addition to the certification described in Option A above, evidence that each underwriter of the Bonds, including underwriters in an underwriting syndicate or selling group, has agreed in writing to hold the price of the Unsold Maturities in the manner described in the preceding sentence.

The Successful Bidder Does Not Intend to Reoffer the Bonds to the Public – Option C. If the successful bidder has purchased the Bonds for its own account and will not distribute, resell or reoffer the Bonds to the public, then, whether or not the competitive sale requirements were met, the issue price certificate will recite such facts and identify the price or prices at which the purchase of the Bonds was made.

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bond, nor any error with respect thereto, shall constitute a cause for failure or refusal by the purchaser thereof to accept delivery and pay for the Bonds. The Town assumes no responsibility for any CUSIP Service Bureau or other charge that may be imposed for the assignment of such numbers.

Additional information concerning the Town of Needham and the Bonds is contained in the Preliminary Official Statement dated March 29, 2022, 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), delivery date, 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 Hilltop Securities Inc., 54 Canal Street, Boston, Massachusetts 02114 (Telephone: 617-619-4400). Within seven (7) business days following the award of the Bonds in accordance herewith, 15 copies of the Final Official Statement will be available from the Hilltop Securities Inc. to the successful bidder for use in reoffering the Bonds. Upon request, additional copies will be provided at the expense of the requester.

The Bonds in definitive form will be delivered to The Depository Trust Company or its custodial agent on or about April 14, 2022 for settlement in federal funds.

March 29, 2022

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

**Issue Price Certificate for Use If the Competitive
Sale Requirements Are Met
\$10,850,000*
Town of Needham, Massachusetts
General Obligation Municipal Purpose Loan of 2022 Bonds Dated April 14, 2022**

ISSUE PRICE CERTIFICATE AND RECEIPT

The undersigned, on behalf of _____ (the "Successful Bidder"), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the "Bonds") by the Town of Needham, Massachusetts (the "Issuer").

1. Reasonably Expected Initial Offering Prices.

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by the Successful Bidder are the prices listed in Schedule A (the "Expected Offering Prices"). The Expected Offering Prices are the prices for the Maturities of the Bonds used by the Successful Bidder in formulating its bid to purchase the Bonds. Attached as Schedule B is a true and correct copy of the bid provided by the Successful Bidder to purchase the Bonds.

(b) The Successful Bidder was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by the Successful Bidder constituted a firm offer to purchase the Bonds.

2. Defined Terms.

(a) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term "related party" for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is April 5, 2022.

(d) *Underwriter* means (i) any person, including the Successful Bidder, that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

3. Receipt.

The Successful Bidder hereby acknowledges receipt from the Issuer of the Bonds and further acknowledges receipt of all certificates, opinions and other documents required to be delivered to the Successful Bidder, before or simultaneously with the delivery of such Bonds, which certificates, opinions and other documents are satisfactory to the Successful Bidder.

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Successful Bidder's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Locke Lord LLP in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

Dated: _____, 2022

Successful Bidder

By: _____

Name:

Title:

*Preliminary, subject to change.

SCHEDULE A
EXPECTED OFFERING PRICES
(To be Attached)

SCHEDULE B
COPY OF SUCCESSFUL BIDDER'S BID
(To Be Attached)

**Issue Price Certificate for Use If the Competitive Sale Requirements Are
Not Met and the 10% Test to Apply
\$10,850,000*
Town of Needham, Massachusetts
General Obligation Municipal Purpose Loan of 2022 Bonds Dated April 14, 2022
ISSUE PRICE CERTIFICATE AND RECEIPT**

The undersigned, on behalf of _____ (the [Successful Bidder][Representative], on behalf of itself and [NAMES OF OTHER UNDERWRITERS]) hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”) by the Town of Needham, Massachusetts (the “Issuer”).

1. Sale of the Bonds. As of the date of this certificate, [except as set forth in the following paragraph,] for each Maturity of the Bonds, the first price at which at least 10% of such Maturity of the Bonds was sold to the Public is the respective price listed in Schedule A.

[Only use the next paragraph if the 10% test has not been met or all of the Bonds have not been sold for one or more Maturities of Bonds as of the Closing Date.]

For each Maturity of the Bonds as to which no price is listed in Schedule A, as set forth in the Notice of Sale for the Bonds, until at least 10% of each such Maturity of the Bonds is sold to the Public (the “10% Test”) or all of the Bonds are sold to the Public, the [Successful Bidder][Representative] agrees to promptly report to the Issuer’s financial advisor, Hilltop Securities Inc. (the “Financial Advisor”) the prices at which the unsold Bonds of each Maturity have been sold to the Public, which reporting obligation shall continue after the date hereof until the 10% test has been satisfied for each Maturity of the Bonds or until all the Bonds of a Maturity have been sold. The [Successful Bidder][Representative] shall continue to report each sale of Bonds to the Financial Advisor until notified by email or in writing by the Issuer or the Financial Advisor that it no longer needs to do so.

2. Defined Terms.

(a) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) *Underwriter* means (i) any person, including the [Successful Bidder][Representative] that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

3. Receipt. The [Successful Bidder][Representative] hereby acknowledges receipt from the Issuer of the Bonds and further acknowledges receipt of all certificates, opinion and other documents required to be delivered to the Successful Bidder, before or simultaneously with the delivery of such Bonds, which certificates, opinions and other documents are satisfactory to the [Successful Bidder][Representative].

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the [Successful Bidder][Representative]’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Locke Lord LLP in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

Dated: _____ 2022

[SUCCESSFUL BIDDER][REPRESENTATIVE]

By: _____

Name:

Title:

*Preliminary, subject to change.

SALE PRICES
[(Attached)]

SCHEDULE A

**Issue Price Certificate for Use If the Competitive Sale Requirements Are
Not Met and the Hold the Price Rule Is Used
\$10,850,000*
TOWN OF NEEDHAM, MASSACHUSETTS
GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2022 BONDS**

DATED APRIL 14, 2022

ISSUE PRICE CERTIFICATE AND RECEIPT

The undersigned, on behalf of _____ (the (“[Successful Bidder][Representative]”), on behalf of itself and [NAMES OF OTHER UNDERWRITERS] hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”) by the Town of Needham, Massachusetts (the “Issuer).

1. Sale of the Bonds. As of the date of this certificate, [except as set forth in following paragraph,] for each Maturity of the Bonds, the first price at which at least 10% of such Maturity of the Bonds was sold to the Public is the respective price listed in Schedule A.

[Only use the next paragraph if the 10% test has not been met as of the Sale Date.]

For each Maturity of the Bonds as to which no price is listed in Schedule A (the “Unsold Maturities”), as set forth in the Notice of Sale for the Bonds, the [Successful Bidder][Representative] and any other Underwriter did not and will not reoffer the Unsold Maturities to any person at a price that is higher than the initial offering price to the Public until the earlier of (i) _____, 2022 or (ii) the date on which the “Successful Bidder][Representative] or any other Underwriter sold at least 10% of each Unsold Maturity at a price that is no higher than the initial offering price to the Public.

2. Defined Terms.

(a) Maturity means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(b) Public means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) Underwriter means (i) any person, including the [Successful Bidder][Representative], that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

3. Receipt. The [Successful Bidder][Representative] hereby acknowledges receipt from the Issuer of the Bonds and further acknowledges receipt of all certificates, opinions and other documents required to be delivered to the [Successful Bidder][Representative], before or simultaneously with the delivery of the Bonds, which certificates, opinions and other documents are satisfactory to the [Successful Bidder][Representative].

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the [Successful Bidder’s][Representative’s] interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Locke Lord LLP in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

Dated: _____, 2022

[SUCCESSFUL BIDDER] [REPRESENTATIVE]

By: _____

Name:

Title:

*Preliminary, subject to change.

[SCHEDULE A
SALE PRICES
(To be Attached)]

OFFICIAL STATEMENT

TOWN OF NEEDHAM, MASSACHUSETTS

\$10,115,000 GENERAL OBLIGATION MUNICIPAL PURPOSE LOAN OF 2022 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 \$10,115,000 stated principal amount of its General Obligation Municipal Purpose Loan of 2022 Bonds (the "Bonds"). The information contained herein has been furnished by the Town, except information attributed to another source.

THE BONDS

Description of the Bonds

The Bonds will be dated their date of delivery and will bear interest payable semiannually on February 15 and August 15, until maturity or redemption prior to maturity, commencing August 15, 2022. The Bonds shall mature on August 15 of the years and in the principal amounts as set forth on the cover page of this Official Statement (which is subject to change as described herein in the Official Notice of Sale prepared in connection with the sale of the Bonds).

The Bonds are issuable only in fully registered form registered in the name of Cede & Co., as Bondowner and nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form, in the denomination of \$5,000, or any integral multiple thereof. Purchasers will not receive certificates representing their interests 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 Trust Company National Association, Boston, Massachusetts or its successor 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 disbursement 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

Optional Redemption

Bonds maturing on or prior to August 15, 2031 shall not be subject to redemption prior to their stated maturity dates. Bonds maturing on or after August 15, 2032 shall be subject to redemption prior to maturity, at the option of the Town, on or after August 15, 2031, 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

Notice of any redemption of Bonds, prior to their dates of maturity, specifying the Bonds (or the portions thereof) to be redeemed shall be mailed or sent in such other manner acceptable 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 Direct Participants of the redemption or failure on the part of DTC's Participants, Indirect Participants or of a nominee of a Beneficial Owner having received notice from a DTC Participant or otherwise to notify the Beneficial Owners 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 securities 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 is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. 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 rating from S&P Global Ratings 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.

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 DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the securities deposited with DTC; 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.

Redemption notices shall be sent to DTC. If less than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in the Bonds to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to securities deposited with DTC unless authorized by a Direct Participant in accordance with DTC's MMI 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 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

The following table sets forth the purposes, principal amounts, original bond authorizations, bond anticipation notes outstanding, statutory references, dates of approval, and article numbers for the current issue of Bonds.

Purpose	This Issue	Original Bond Authorization	Statutory Reference M.G.L.	Dates of Approval	Article No.
Public Safety Buildings Construction (1)	\$ 9,970,000	\$ 66,245,000	C. 44 s. 7(1)	10/10/2018	10
Sewer Main Replacement	145,000	363,000	C. 44 s. 7(1)	5/1/2021	39
	<u>\$ 10,115,000</u>				

(1) Exempt from the limits of Proposition 2 ½.

Principal Payments by Purpose

Year	Public Safety Buildings Construction	Sewer Main Replacement	Total
2022	\$ 3,200,000	\$ 25,000	\$ 3,225,000
2023	485,000	25,000	510,000
2024	485,000	25,000	510,000
2025	485,000	25,000	510,000
2026	485,000	25,000	510,000
2027	485,000	20,000	505,000
2028	485,000		485,000
2029	485,000		485,000
2030	485,000		485,000
2031	485,000		485,000
2032	485,000		485,000
2033	480,000		480,000
2034	480,000		480,000
2035	480,000		480,000
2036	480,000		480,000
Total	<u>\$ 9,970,000</u>	<u>\$ 145,000</u>	<u>\$ 10,115,000</u>

Tax Exemption

In the opinion of Locke Lord 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, as amended (the “Code”). Bond Counsel is of the further opinion that interest on the Bonds will not be included in computing the alternative minimum taxable income of Bondholders who are individuals. 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 either the reasonably expected initial offering price to the public or the first price at which a substantial amount of such maturity of the Bonds is sold to the public, as applicable. 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 reasonably expected initial offering price or, if applicable, 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.

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.

Risk of Future Legislative Changes and/or Court Decisions

Legislation affecting tax-exempt obligations is regularly considered by the United States Congress and may also be considered by the Massachusetts legislature. Court proceedings may also be filed, the outcome of which could modify the tax treatment of obligations such as the Bonds. There can be no assurance that legislation enacted or proposed, or actions by a court, after the date of issuance of the Bonds will not have an adverse effect on the tax status of interest on the Bonds or the market value or marketability of the Bonds. These adverse effects could result, for example, from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or repeal (or reduction in the benefit) of the exclusion of interest on the Bonds from gross income for federal or state income tax purposes for all or certain taxpayers.

Additionally, Bondholders should be aware that future legislative actions (including federal income tax reform) may retroactively change the treatment of all or a portion of the interest on the Bonds for federal income tax purposes for all or certain taxpayers. In all such events, the market value of the Bonds may be affected and the ability of Bondholders to sell their Bonds in the secondary market may be reduced. The Bonds are not subject to special mandatory redemption, and the interest rates on the Bonds are not subject to adjustment, in the event of any such change in the tax treatment of interest on the Bonds.

Investors should consult their own financial and tax advisors to analyze the importance of these risks.

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 "*Serial Bonds and Notes*" under "INDEBTEDNESS-TYPES OF OBLIGATIONS" below) 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 payments 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.

No Lien. 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 or any other moneys 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 “INDEBTEDNESS-Authorization Procedures and Limitations” 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 fee, 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, 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 “INDEBTEDNESS-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 MWRA, 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 Clean Water 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, however, 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 Locke Lord 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

S&P Global Ratings has assigned a rating of AAA to the Bonds. Such rating only reflects the rating agency's views and is subject to revision or withdrawal, which could affect the price and marketability of the Bonds.

Financial Advisory Services of Hilltop Securities Inc.

Hilltop Securities Inc., 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. Other than the Town, there are no obligated persons with respect to the Bonds within the meaning of the Rule. 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.

In the past five years, the Town believes it has complied, in all material respects, with its 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, Massachusetts 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 32,091 (based on the 2020 Federal Census) and occupies a land area of 12.6 square miles. Established as a town in 1711, Needham is governed by a representative form of town meeting and by a five-member Select Board. School affairs are administered by a seven-member School Committee and a Superintendent of Schools.

PRINCIPAL TOWN OFFICIALS

Title	Name	Selection/Term	Term Expires
Select Board, Chair	Matthew D. Borrelli	Elected	2023
Select Board, Vice Chair	Marianne B. Cooley	Elected	2023
Select Board, Clerk	Marcus Nelson	Elected	2024
Select Board	Daniel P. Matthews	Elected	2022
Select Board	Kevin J. Keane	Elected	2024
Town Manager	Kate Fitzpatrick	Appointed	2025
Director of Finance	David Davison	Appointed	Indefinite
Treasurer/Collector	Evelyn M. Poness	Appointed	Indefinite
Town Accountant	Michelle Vaillancourt	Appointed	Indefinite
Town Clerk	Theodora K. Eaton	Elected	2022
Town Counsel	Miyares and Harrington	Appointed	2022
Superintendent of Schools	Daniel E. Gutekanst	Appointed	2024

Corona Virus (COVID-19) Disclosure

COVID-19 is a respiratory disease caused by a novel coronavirus that has not previously been seen in humans. On March 10, 2020, the Governor of The Commonwealth of Massachusetts declared a state of emergency to support the Commonwealth's response to the outbreak of the virus. On March 11, 2020 the World Health Organization declared COVID-19 a pandemic. On March 13, 2020, the President declared a national emergency due to the outbreak, which has enabled disaster funds to be made available to states to fight the pandemic. The Governor has removed the remaining COVID-19 restrictions and the state of emergency in The Commonwealth expired on June 15, 2021.

Pursuant to M.G.L. Chapter 44, Section 31, the Town can set up a fund specifically related to COVID-19 expenses. This fund can be used to capture all unbudgeted costs related to the COVID-19 pandemic and deficit spending for these costs, including but not limited to, overtime, cleaning and medical supplies, and IT equipment would be allowed, with the approval of the Commonwealth's Department of Revenue. The Town hasn't created a special fund for COVID-19, but rather is working with existing resources to fund expenses. The Town is also seeking reimbursements for certain COVID-19 related expenses from the State and Federal governments.

The virus and the resulting actions by national, state and local governments is altering the behavior of businesses and people in a manner that will have negative impacts on global and local economies. There can be no assurances regarding the extent to which COVID-19 will impact the national and state economies and, accordingly, how it will adversely impact municipalities, including the Town. These negative impacts are likely to include reduced collections of property taxes and other revenues, including local meals and rooms tax revenue, motor vehicle excise taxes and other fees and charges collected by the Town. Additionally, state aid payments to the Town, which are dependent upon collections by the Commonwealth of income, sales, capital gains and other similar taxes, may be adversely impacted by reduced or delayed collections of those revenue streams. The Town adjusted its FY2021 revenue estimate prior to enacting the Town Budget. The Town reduced its state aid assumption for the year by 6%. Based on the Governor's revised FY2021 budget submission state aid is not expected to be reduced in FY2021. The Town reduced its local receipts estimate for FY2021 by 17%. The Town is continuing to monitor for possible revenue shortfalls and is reviewing expenditure requests to determine which could be deferred.

The COVID-19 Pandemic has affected residents, businesses, civic and private foundations, municipal and school operations, and the entire country. The Town implemented additional spending restrictions during the last quarter of fiscal year 2020 in acknowledgement of the downturn in the economy due to COVID-19. The Town postponed or cancelled contracts, reduced hours of operations, and made other changes in response to the work restrictions that were imposed by the state to battle the spread of COVID-19. Some resources were diverted from intended projects to meet costs incurred by the Town to address COVID-19 concerns.

The Town received notice from the Commonwealth of Massachusetts that it is entitled to approximately \$2,755,065 through the federal Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") and to date has drawn down \$2,755,064.06 and has incurred \$2,755,064.06 in CARES Act COVID expenses for the reporting period ending June 30, 2021. The CARES Act funds are restricted in their use; these funds can only be used for direct expenses related to COVID-19 and cannot be used as "revenue replacement" or other similar, unrestricted purposes. Under current federal law, CARES Act funds must be spent for approved costs through December 31, 2021.

Another action at the federal level was the American Rescue Plan Act of 2021 ("ARPA"). Among other provisions, ARPA provides \$350 billion to state and local governments to mitigate the fiscal disruptions created by the pandemic. Such funds may be used to replace revenues lost or reduced as a result of the pandemic and fund COVID-related costs, among other purposes. The Town expects to receive approximately \$3,285,337 in direct ARPA funds.

As a result of COVID-19 the Town experienced a reduction in local receipts for FY2020 and FY2021 but is seeing an uptick in revenue for FY2022. During FY2020 the Town postponed or cancelled contracts, reduced hours of operations, and made other changes in response to the work restrictions that were imposed by the state to battle the spread of COVID-19. Some resources were diverted from intended projects to meet costs incurred by the Town to address COVID-19 concerns. The Town reduced its FY2021 revenue estimates prior to enacting the budget for the year which proved to be a prudent step. The Town also reduced its use of fund balance for FY2021, which allowed it to maintain its reserves to fund one-time expenses resulting from COVID-19, and to ease the impact of lower revenues. The Town received Federal and State grants which helped to defray some of the additional costs the Town incurred to address COVID-19 concerns and protect, citizens, students, and public employees.

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 operates one pre-school, five elementary schools, two middle schools (High Rock and Pollard), and a senior high school. The Town began constructing a new elementary school in the late fall of 2017 which opened in September 2019. The new building replaces one of the existing elementary schools. The debt for the new elementary school is excluded from the limits of Proposition 2 ½ and a portion of the project will be paid by the Massachusetts School Building Authority.

PUBLIC SCHOOL ENROLLMENTS - OCTOBER 1,

	Actual				
	2017	2018	2019	2020	2021
Elementary (Pre-K and K-5)	2,676	2,722	2,658	2,520	2,568
Middle/Junior High(6-8)	1,304	1,283	1,390	1,297	1,278
Senior High(9-12)	1,686	1,716	1,658	1,678	1,669
Totals	5,666	5,721	5,706	5,495	5,515

The Town is a member of the Minuteman Regional Vocational Technical School District, which is located in Lexington, and includes 10 member towns. A new school for the District was recently completed and opened.

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				
	2016	2017	2018	2019	2020
Construction	691	737	816	805	791
Manufacturing	993	994	925	814	788
Trade, Transportation and Utilities	2,254	2,138	2,223	2,702	2,681
Information	1,099	1,374	1,060	885	877
Financial Activities	1,618	1,631	1,549	1,505	1,410
Professional and Business Services	6,118	6,083	6,147	5,435	5,201
Education and Health Services	7,032	7,002	7,261	7,242	6,258
Leisure and Hospitality	1,534	1,584	1,483	1,331	883
Other Services	823	837	785	813	1,062
Total Employment	22,162	22,380	22,249	21,532	19,951
Number of Establishments	1,515	1,503	1,473	1,473	1,548
Average Weekly Wages	\$ 1,740	\$ 1,829	\$ 1,947	\$ 1,880	\$ 2,105
Total Wages	\$ 2,041,358,586	\$ 2,166,747,180	\$ 2,292,193,273	\$ 2,146,027,639	\$ 2,183,370,050

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

Transportation

The principal highways serving the Town are State Routes 9, 135 and 128 (I-95). There are four exits off Interstate 95 that provide direct access to Needham. A project to widen Route 128 through Needham was completed in 2019. 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 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.

Climate Change

The Town has undertaken several ad hoc climate resiliency efforts. These include the lease of land for a solar array at the capped landfill, solar installation at the Sunita Williams School, and proposed solar installation at the Jack Cogswell building. In addition, the Sunita Williams School and Library are LEED certified buildings, and the Town's public services administration building has geothermal heating. The Town's Building Maintenance Division has been implementing energy efficiency measures for more than a decade, and the Town is a designated Green Community. The Select Board established a Climate Action Plan Committee ("CAPC") to guide the Town in developing a plan that meets or exceeds the State's climate mitigation and resilience goals. The Committee will make recommendations to the Select Board on approval of a Climate Action Plan ("CAP"). The CAPC will:

- Review the Town's climate-related data
- Seek guidance and establish a program to create a Green House Gas ("GHG") inventory for the entire Town, including pass through traffic, residential, commercial, and municipal
- Recommend for adoption to the Select Board long-term climate action goals that focus on reducing GHG emissions and building resilience within and across the Town's residential, commercial, and municipal sectors, including roadmaps of steps to achieve goals.
- Recommend for adoption to the Select Board target dates, benchmarks and/or annual/interannual climate mitigation goals to achieve climate action goals.
- Plan and prioritize cross-sector efforts to reduce Town's GHG emissions and build climate resilience.
- Recommend to the Select Board programs and policies to implement GHG reduction goals and climate resilience planning
- Develop a CAP for the Select Board's review

Cybersecurity

The Town recognizes, like so many companies, governments (local, regional, state and federal), and organizations that it is exposed to a variety of operational, transactional, information and technology risks. Information Security frameworks such as ISO, NIST, GDPR, CIS, and many state, and federal requirements have come up with a set of standards surrounding best practices for information security. These standards recommend implementation of a comprehensive written information security program that includes administrative, technical, and physical safeguards appropriate to the size and complexity of the organization and the nature and scope of its activities. This allows a uniform set of information security expectations to be followed throughout the different areas of the organization, and provide a consistent, repeatable set of documentation to create procedures and processes. Town had an information security program review done by outside experts whose work will help shape the Town's technology security policies and procedures.

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

LARGEST EMPLOYERS		
Name	Product/Function	No. of Employees Approximate
Trip Advisor	Travel Agency	640
NBC Universal	Broadcasting	345
Coca Cola Bottling	Beverage Distribution	250-499
Dialogic Inc.	Wireless Communication	250-499
North Hill Living Center	Retirement Center	250-499
SharkNinja	Household Appliances	250-499
WCVB Channel 5	Television	250-499
Charles River Center	Assisted Living	250-499
Beth Israel Deaconess Hospital	Health Care	250-499
Briarwood Healthcare	Health Care	100-250
Olin College of Engineering	Education	100-250
VNA Care Network	Ambulatory Health Care	100-250
Walker Home & School	Mental Health	100-250

SOURCE: Individual Employers listed.

Needham Crossing is a multi-million dollar business park located approximately 3 miles northeast of downtown Needham. The business park offers proximity to both State Routes 9 and 128 (Interstate 95) as well as the natural resources such as Cutler Lake Park and the Charles River. A state highway project to widen Route 95/128 from three lanes to four lanes through Needham was completed in 2019. A new and additional exit ramp from the highway fully opened in late 2017. This exit ramp provides an additional access point to Needham Crossing. The Town anticipates these roadway improvements will have an overall positive economic benefit for Needham Crossing. The business park originally contained primarily warehouses and offices and now, over 30 years later, through land use zoning changes, Needham Crossing is unique in its mix of residential, office and other commercial uses that has generated much interest from businesses to locate there.

The Needham Crossing area boasts long term occupants such as Coca Cola, the Sheraton Hotel, and Trip Advisor which built its new world headquarters in the park, and life science companies such as Verastem. The Marriott Residence Inn hotel opened in the park a few years ago, and Homewood Suites by Hilton opened in 2018. BigBelly Solar Inc., a maker of "green" trash cans has doubled the size of its headquarters since moving to the park a few years ago. Euro-Pro, known for its Shark vacuums and Ninja blenders, has recently located to the park near Trip Advisor's new complex. NBC Universal has opened a \$125 million regional headquarters in the Needham Crossing office park.

Labor Force, Employment and Unemployment

According to the Massachusetts Department of Employment and Training preliminary data, in January 2022, the Town had a total labor force of 16,468 of which 15,957 were employed and 511 or 3.1% were unemployed as compared with 5.0% for the Commonwealth, although it is likely that the COVID-19 pandemic will adversely affect unemployment levels nationwide. The following table sets forth the Town's average labor force and unemployment rates for each of the last five calendar years.

UNEMPLOYMENT RATES

Calendar Year	Town of Needham				Massachusetts		United States	
	Labor Force	Employment	Unemployment Rate		Unemployment Rate		Unemployment Rate	
2021	16,305	15,692	3.8 %		5.7 %			%
2020	15,637	14,742	5.7		8.9		8.1	
2019	16,614	16,273	2.1		2.9		3.7	
2018	16,507	16,096	2.5		3.3		3.9	
2017	15,797	15,360	2.8		3.8		4.4	

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 2017 through 2021. Permits are filed for both private construction as well as for Town projects.

BUILDING PERMITS

Calendar Year	New Construction				Additions/Alterations				Totals	
	Residential		Non-Residential		Residential		Non-Residential		No.	Value
	No.	Value	No.	Value	No.	Value	No.	Value		
2021	106	\$ 83,481,065	-	\$ -	1,353	\$ 59,852,432	118	\$ 26,672,668	1,577	\$ 170,006,165 (1)
2020	67	44,614,400	3	24,578,350	757	40,316,155	62	21,430,214	889	130,939,119
2019	98	75,913,992	3	40,002,650	691	46,154,265	81	66,296,134	873	228,367,041
2018	93	68,599,710	1	24,141,632	734	51,309,734	108	61,735,191	936	205,786,267
2017	73	123,921,579	1	16,764,964	829	41,865,375	98	52,686,816	1,001	235,238,734 (2)

SOURCE: Report of the Building Inspector.

(1) Excludes 100 permits for demolitions with an aggregate value of \$1,143,250.

(2) Excludes 89 permits for demolitions with an aggregate value of \$905,000.

Population and Income

The table below illustrates the Town's changes in median age, median family income, and per capita income and that of the Commonwealth and the Country as a whole for the same period according to the federal census.

POPULATION AND INCOME

	<u>Needham</u>	<u>Massachusetts</u>	<u>United States</u>
Median Age:			
2010	43.0	39.1	37.2
2000	40.8	36.5	35.3
1990	38.6	33.6	32.9
1980	35.1	31.2	30.9
Median Family Income:			
2010	\$114,365	\$81,165	\$51,144
2000	107,570	61,664	50,046
1990	69,515	44,367	35,225
1980	31,793	21,166	19,908
Per Capita Income:			
2010	\$57,716	\$33,966	\$27,334
2000	44,549	25,952	21,587
1990	27,935	17,224	14,420
1980	11,580	7,459	7,313

SOURCE: Federal Bureau of the Census.

POPULATION TRENDS

<u>2020</u>	<u>2010</u>	<u>2000</u>	<u>1990</u>	<u>1980</u>
32,091	28,886	28,911	27,557	27,901

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 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022
Total Appropriations(1)	\$ 190,693,472	\$ 206,353,302	\$ 209,348,682	\$ 212,871,580	\$ 225,645,370
Additions:					
State & County Assessments	1,351,898	1,408,970	1,444,320	1,485,423	1,581,893
Overlay Reserve	2,811,893	1,968,110	2,292,140	1,407,265	2,553,011
Other Additions	290,284	357,264	209,276	336,704	653,450
Total Additions	4,454,075	3,734,344	3,945,736	3,229,392	4,788,354
Gross Amount to be Raised	195,147,547	210,087,646	213,294,417	216,100,972	230,433,724
Deductions:					
Local Estimated Receipts: (2)	34,357,315	39,127,045	34,391,865	30,611,425	32,786,568
State Aid:					
Current Year	11,720,547	12,509,090	13,135,749	13,695,326	13,961,831
Available Funds (3)	16,531,797	16,557,525	14,217,067	9,355,420	12,851,426
Total Deductions	62,609,659	68,193,660	61,744,681	53,662,171	59,599,825
Net Amount to be Raised	\$ 132,537,888	\$ 141,893,986	\$ 151,549,737	\$ 162,438,801	\$ 170,833,899

(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.

A revaluation of all real and personal property in the Town to full and fair cash value was completed for use in fiscal year 2020.

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

Fiscal Year	Real Estate Valuation	Personal Property Valuation	Total Assessed Valuation	Tax Levy	Tax Levy Per Capita(1)
2022	\$10,922,692,504	\$ 388,986,460	\$ 11,311,678,964	\$ 170,833,899	\$ 5,914
2021	10,742,368,779	303,361,700	11,045,730,479	162,438,801	5,623
2020 (2)	10,513,875,793	289,887,680	10,803,763,473	151,549,737	5,246
2019	9,942,091,341	226,725,850	10,168,817,191	141,893,986	4,912
2018	9,657,562,659	228,092,990	9,885,655,649	132,537,888	4,588

(1) 2010 Federal Census.

(2) Revaluation year.

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

Fiscal Year	Tax Rate per \$1,000 Valuation	
	Residential Property	Commercial, Industrial & Personal Property
2022	\$13.37	\$26.43
2021	13.03	25.74
2020	12.49	24.55
2019	12.39	24.42
2018	11.88	23.46

Classification of Property

The following is a breakdown of the Town's assessed valuation in fiscal years 2020, 2021 and 2022.

Property Type	2020 (1)		2021		2022	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Residential	\$9,426,422,597	87.3 %	\$9,589,166,123	84.8 %	\$9,811,162,018	86.7
Commercial	960,182,252	8.9	1,030,129,606	9.1	990,367,136	8.8
Industrial	127,270,944	1.2	123,073,050	1.1	121,163,350	1.1
Personal	289,887,680	2.7	303,361,700	2.7	388,986,460	3.4
Total Real Estate	<u>\$10,803,763,473</u>	<u>100.0 %</u>	<u>\$11,045,730,479</u>	<u>97.6 %</u>	<u>\$11,311,678,964</u>	<u>100.0</u>

(1) Revaluation year.

LARGEST TAXPAYERS

The following table lists the eleven largest taxpayers in the Town based upon assessed valuation for fiscal 2022. All of the largest taxpayers are current in their tax payments to the Town, except as noted below.

Name	Nature of Business	Total Assessed Valuation for Fiscal 2022	% of Total Assessed Value
Digital 128 First Avenue, LLC	Data Storage Facility	\$95,888,000	0.85 %
Lofts at Charles River Landing	Residential Apartments Complex	92,289,800	0.82
Babson College	Education	89,877,200	0.79
Needham Travel Property LLC (1)	Travel Agency	87,940,000	0.78
Needham Residential LLC	Apartments	81,613,600	0.72
BP 140 Kendrick Street Property	Software Design	51,216,800	0.45
MCPF Needham LLC	Real Estate Developer	42,139,200	0.37
MCREF Needham LLC	Apartments	38,841,600	0.34
WCP Needham Cabot LLC	Hotel	34,623,700	0.31
WHC Needham I, LP (1)	Assisted Living and Nursing Home Facility	33,432,700	0.30
Total		<u>\$647,862,600</u>	<u>5.73 %</u>

(1) De minimis amounts due from second quarter of fiscal year 2021 as of December 31, 2020. This is not expected to impact the Town's immediate financial flexibility and is likely to be resolved within the year.

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 a 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
2020	\$11,580,160,100	11.9 %
2018	10,352,941,600	7.0
2016	9,675,551,500	16.7
2014	8,293,426,000	1.9
2012	8,141,495,500	5.3

Abatements and Overlay

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

The following table sets forth the amount of the overlay reserve for the last five fiscal years and the amounts of abatements and exemptions granted as of June 30, 2021.

Fiscal Year	Net Tax Levy (1)	Overlay Reserve		Abatements and Exemptions Granted As of June 30, 2021
		Dollar Amount	As a % of Net Levy	
2021	\$ 161,031,536	\$ 1,407,265	0.87 %	\$ 353,775
2020	149,257,597	2,292,140	1.54	278,608
2019	139,925,876	1,968,110	1.41	412,775
2018	129,725,995	2,811,893	2.17	214,033
2017	122,944,314	1,855,476	1.51	405,976

(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 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 6/30/2021 (2)(3)	
				Dollar Amount	% of Net Levy	Dollar Amount	% of Net Levy
2021	\$ 162,438,801	\$ 1,407,265	\$ 161,031,536	\$ 161,696,759	100.4 %	\$ 161,696,759	100.4 %
2020	151,549,737	2,292,140	149,257,597	148,734,319	99.6	150,613,435	100.9
2019	141,893,986	1,968,110	139,925,876	140,275,654	100.2	141,204,139	100.9
2018	132,537,888	2,811,893	129,725,995	126,073,429	97.2	132,051,586	101.8
2017	124,799,790	1,855,476	122,944,314	123,406,240	100.4	124,045,661	100.9

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

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

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

Tax Titles and Possessions

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

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

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

Fiscal Year	Total Tax Titles and Possessions	Deferred Taxes
2021	\$ 1,447,559	\$ 575,068
2020	1,229,531	546,673
2019	971,141	505,512
2018	955,160	439,572
2018	984,558	464,599

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 high school renovation and expansion, \$21,000,000 principal and the interest thereon for the High Rock and Pollard School projects, \$27,412,128 principal and the interest thereon for the Newman School renovation project, \$762,500, \$7,000,000 and \$57,542,500 principal and the interest thereon for site acquisition and construction of the Sunita L. Williams School, and \$69,995,000 for the design, construction of a new Police/Fire complex and Fire Station #2 (less any applicable MSBA grants).

Unused Levy Capacity (1)

	Fiscal Year				
	2022	2021	2020	2019	2018
Primary Levy Limit (2)	\$ 282,791,974	\$ 276,143,262	\$ 270,094,087	\$ 254,220,430	\$ 247,141,391
Prior Fiscal Year Levy Limit	150,539,475	142,426,994	134,365,725	126,800,315	118,982,082
2.5% Levy Growth	3,763,487	3,560,675	3,359,252	3,170,022	2,974,599
New Growth (3)	4,731,856	4,551,806	4,697,667	4,394,835	4,841,774
Amended New Growth	-	-	4,350	553	1,860
Overrides	-	-	-	-	-
Growth Levy Limit	159,034,818	150,539,475	142,426,994	134,365,725	126,800,315
Debt Exclusions	12,402,899	13,657,093	12,122,344	9,057,029	7,019,086
Capital Expenditure Exclusions	-	-	-	-	-
Other Adjustments	-	-	-	-	-
Tax Levy Limit	171,437,717	164,196,568	154,549,338	143,422,754	133,819,401
Tax Levy	170,833,899	162,438,801	151,549,737	141,893,986	132,537,888
Unused Levy Capacity (4)	603,818	1,757,767	2,999,601	1,528,768	1,281,513
Unused Primary Levy Capacity (5)	\$ 123,757,156	\$ 125,603,787	\$ 127,667,093	\$ 119,854,705	\$ 120,341,076

(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, dedicate revenue (other than state or federal funds), and to receive state matching funds for (i) the acquisition, creation, preservation, rehabilitation and restoration of land for recreational use, open space, and affordable housing and (ii) the acquisition, preservation, rehabilitation and restoration of historic resources. 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% (but not less than 1% under certain circumstances) and may make an additional commitment of funds by dedicating revenue other than state or federal funds, provided that the total funds collected do not exceed 3% of the real property tax levy, less any exemptions adopted (such as 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 or \$100,000 of the value of each taxable parcel of class three, commercial property, and class four, industrial property as defined in Chapter 59, Section 2A of the General Laws, and an exemption for commercial and industrial properties in cities and towns with classified tax rates). In the event that the municipality shall no longer dedicate all or part of the additional funds to community preservation, the surcharge on the real property tax levy of not less than 1% shall remain in effect, provided that any such change must be approved pursuant to the same process as acceptance of the CPA. 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" under "PROPERTY TAXATION" 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, including reducing the surcharge to 1% and committing additional municipal funds as outlined above, 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 and dedication of revenue. 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 and the total state distribution made to any city or town may not exceed 100% of the amount raised locally by the surcharge on the real property tax levy.

The amounts raised by the surcharge on taxes, the dedication of revenue 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 and dedicated 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 is utilizing revenues to pay for a variety of municipal projects.

Community Preservation Fund Revenues

Fiscal Year	Property Tax (1)	State Contribution	Total
2021	\$ 2,827,425	\$ 754,080	\$ 3,581,505
2020	2,609,353	592,379	3,201,732
2019	2,468,833	438,305	2,907,138
2018	2,300,322	368,739	2,669,061
2017	2,136,893	417,408	2,554,301

(1) Reflects actual collections.

The CPA Fund had a balance of \$9,191,623 as of June 30, 2021.

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" under "TOWN FINANCES" 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. Effective for FY2020, the Solid Waste Disposal and Recycling Operations changed from an Enterprise Fund to General Fund appropriation.

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 2018 through 2022, as voted at the town meeting. As such, said budgets reflect neither revenues nor certain mandatory items.

BUDGET COMPARISON (1)

	Fiscal 2018	Fiscal 2019	Fiscal 2020 (5)	Fiscal 2021	Fiscal 2022
General Government	\$4,449,845	\$4,758,257	\$4,966,498	\$5,400,737	\$5,590,044
Land Use and Development	541,943	561,423	587,795	616,651	525,642
Public Safety	15,295,908	15,736,737	16,495,226	17,047,491	17,704,018
Education(2)	69,156,335	72,020,179	77,090,548	81,835,024	84,833,684
Public Works & Facilities	16,056,178	16,667,383	20,198,110	21,417,143	21,994,439
Health & Human Services	1,698,993	1,863,784	2,050,632	2,299,203	2,355,437
Culture & Recreation	2,148,976	2,417,641	2,653,814	2,935,790	3,204,954
Employee Benefits(3)	28,053,212	30,776,911	31,835,123	33,586,497	35,134,466
Other Operating Expenses	866,200	1,153,880	1,462,290	1,920,795	1,616,900
Debt Service(4)	12,573,958	14,904,503	19,038,470	21,111,388	20,764,142
Reserve Fund	1,862,600	1,859,891	1,881,500	2,077,091	2,077,091
Total Expenditures	<u>\$152,704,148</u>	<u>\$162,720,589</u>	<u>\$178,260,006</u>	<u>\$190,247,810</u>	<u>\$195,800,817</u>

(1) Budgets reflect only the amount appropriated by Town Meeting and thus do not include county and state assessments and overlay reserve.

(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) Effective for FY2020, the Solid Waste Disposal and Recycling Operations changed from an Enterprise Fund to General Fund appropriation.

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. The table below sets forth the amount of property tax revenue for the following fiscal years:

<u>Fiscal Year</u>	<u>Property Taxes</u>
2021	\$ 161,136,736
2020	150,192,994
2019	141,090,907
2018	132,578,018
2017	124,311,726

State Aid: The Town's state aid entitlement is based upon a number of different formulas, and while such 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 table below sets forth the amount of state aid revenue for the following fiscal years:

<u>Fiscal Year</u>	<u>State Aid</u>
2021	\$13,599,910
2020	13,088,243
2019	11,813,475
2018	11,081,996
2017	10,475,985

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. The state annually estimates state aid but actual payments may vary from the estimate. The table below sets forth the amount of motor vehicle excise revenue for the following fiscal years:

<u>Fiscal Year</u>	<u>Motor Vehicle Excise</u>
2021	\$ 5,129,306
2020	5,679,213
2019	6,138,951
2018	5,910,555
2017	5,701,557

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 Select Board. The Town has an ascending block rate schedule ranging from \$3.18 to \$5.24 per 100 cubic feet for water and from \$9.08 to \$11.79 per 100 cubic feet for sewer. Water irrigation rates range from \$5.24 to \$8.32 per 100 cubic feet for water. The rates were effective July 1, 2019.

In fiscal year 2020, water and sewer revenues totaled \$15,893,809 which included \$530,467 in general fund receipts, and expenditures totaled \$14,840,568 including debt service, retirement costs and overhead.

In fiscal year 2021, water and sewer revenues totaled \$17,518,712 which included \$544,698 in general fund receipts, and expenditures totaled \$14,279,313 including debt service, retirement costs and overhead.

Local Options Meals Tax: On November 2, 2009, the Town adopted the local meals excise tax to be effective January 1, 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. The table below sets forth the amount of local option meals tax revenue for the following fiscal years:

<u>Fiscal Year</u>	<u>Local Option Meals Tax</u>
2021	\$ 329,495
2020	499,167
2019	543,389
2018	497,446
2017	492,329

As a result the reduction in economic activity associated with the COVID-19 pandemic, the revenues from this source declined in fiscal year 2021.

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. The table below sets forth the amount of room occupancy tax revenue for the following fiscal years:

<u>Fiscal Year</u>	<u>Room Occupancy Tax</u>
2021	\$ 313,986
2020	1,185,706
2019	1,357,713
2018	1,045,862
2017	1,079,169

As a result, the reduction in economic activity associated with the COVID-19 pandemic, the revenues from this source declined in fiscal year 2021.

Interest and Dividends: The table below sets forth the amount of interest and dividends revenue for the following fiscal years:

<u>Fiscal Year</u>	<u>Interest & Dividends</u>
2021	\$ 228,969
2020	834,163
2019	979,649
2018	434,319
2017	278,831

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.

As a result, the reduction in economic activity associated with the COVID-19 pandemic, the revenues from this source declined in fiscal year 2021.

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 maximum of reimbursement rate for new project grant applications submitted to the MSBA on or after July 1, 2007 is 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 1.) term deposits and certificates of deposits of banks and trust companies with a maturity date from date of purchase of up to three years; 2.) obligations issued or unconditionally guaranteed by the federal government or an agency thereof with a maturity of not more than one year; 3.) repurchase agreements with a maturity of not more than 90 days secured by federal or federal agency securities; 4.) participation units in the Massachusetts Municipal Depository Trust ("MMDT"), or; 5) 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 for the fiscal year ended June 30, 2020 are set forth as Appendix A and have been audited by the firm of Melanson, Heath & Company, P.C., Nashua, New Hampshire.

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, 2021, June 30, 2020 and June 30, 2019 and the Statement of Revenues, Expenditures and Changes in Fund Balance for the fiscal year ended June 30, 2021, 2020, 2019, 2018, and 2017. All said financial statements have been extracted from the Town's audited financial statements.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS BALANCE SHEET
AS OF JUNE 30, 2021 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental</u>	<u>Total Governmental</u>
ASSETS					
Cash and short-term investments	\$ 53,791,959	\$ 744,695	\$ 7,272,793	\$ 18,401,729	\$ 80,211,176
Investments	6,901,850	8,455,354	-	3,109,211	18,466,415
Receivables:					
Property taxes	4,264,234	19,279	-	-	4,283,513
Excises	605,661	-	-	-	605,661
Departmental	1,275,414	-	-	372,937	1,648,351
Intergovernmental	1,390,296	-	-	305,387	1,695,683
Other	74,899	-	-	-	74,899
TOTAL ASSETS	\$ 68,304,313	\$ 9,219,328	\$ 7,272,793	\$ 22,189,264	\$ 106,985,698
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES					
Liabilities:					
Warrants and accounts payable	\$ 1,911,699	\$ 8,349	\$ 3,778,054	\$ 1,112,625	\$ 6,810,727
Unearned revenue	-	-	-	3,013,307	3,013,307
Accrued liabilities	4,927,660	77	-	142,079	5,069,816
Refunds payable	543,666	-	-	-	543,666
Other liabilities	1,170,159	-	-	349,826	1,519,985
TOTAL LIABILITIES	8,553,184	8,426	3,778,054	4,617,837	16,957,501
Deferred Inflows of Resources:					
Unavailable revenues	7,103,852	19,279	-	339,646	7,462,777
Taxes paid in advance	270,472	-	-	-	270,472
TOTAL DEFERRED INFLOWS OF RESOURCES	7,374,324	19,279	-	339,646	7,733,249
Fund Balances:					
Nonspendable	-	-	-	188,478	188,478
Restricted	733,044	9,191,623	3,494,739	10,003,111	23,422,517
Committed	9,264,695	-	-	7,947,152	17,211,847
Assigned	14,316,012	-	-	-	14,316,012
Unassigned	28,063,054	-	-	(906,960)	27,156,094
TOTAL FUND BALANCES	52,376,805	9,191,623	3,494,739	17,231,781	82,294,948
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 68,304,313	\$ 9,219,328	\$ 7,272,793	\$ 22,189,264	\$ 106,985,698

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS BALANCE SHEET
AS OF JUNE 30, 2020 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
ASSETS					
Cash and short-term investments	\$ 44,593,304	\$ 4,907,569	\$ 5,095,463	\$ 15,995,069	\$ 70,591,405
Investments	9,417,500	3,681,346	-	2,560,426	15,659,272
Receivables:					
Property taxes	4,765,333	36,578	-	-	4,801,911
Excises	1,149,336	-	-	-	1,149,336
Departmental	1,112,160	-	-	30,884	1,143,044
Intergovernmental	2,085,444	-	-	362,736	2,448,180
Other	56,273	-	-	-	56,273
Deposits	-	-	-	182,226	182,226
TOTAL ASSETS	\$ 63,179,350	\$ 8,625,493	\$ 5,095,463	\$ 19,131,341	\$ 96,031,647
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES					
Liabilities:					
Warrants and accounts payable	\$ 1,654,589	\$ 1,179,025	\$ 3,366,033	\$ 1,293,409	\$ 7,493,056
Unearned revenue	-	-	-	1,138,317	1,138,317
Accrued liabilities	3,892,671	-	-	89,856	3,982,527
Anticipation notes payable	-	-	-	1,200,000	1,200,000
Refunds payable	562,856	-	-	-	562,856
Other liabilities	174,309	-	-	1,615	175,924
TOTAL LIABILITIES	6,284,425	1,179,025	3,366,033	3,723,197	14,552,680
Deferred Inflows of Resources:					
Unavailable revenues	8,014,308	36,578	-	393,620	8,444,506
Taxes paid in advance	211,138	-	-	-	211,138
TOTAL DEFERRED INFLOWS OF RESOURCES	8,225,446	36,578	-	393,620	8,655,644
Fund Balances:					
Nonspendable	-	-	-	188,478	188,478
Restricted	792,826	7,409,890	1,729,430	9,012,981	18,945,127
Committed	7,370,979	-	-	7,665,439	15,036,418
Assigned	11,673,908	-	-	-	11,673,908
Unassigned	28,831,766	-	-	(1,852,374)	26,979,392
TOTAL FUND BALANCES	48,669,479	7,409,890	1,729,430	15,014,524	72,823,323
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 63,179,350	\$ 8,625,493	\$ 5,095,463	\$ 19,131,341	\$ 96,031,647

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS BALANCE SHEET
AS OF JUNE 30, 2019 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Sunita L. Williams School</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
ASSETS						
Cash and short-term investments	\$ 41,606,429	\$ -	\$ 4,583,142	\$ 7,435,741	\$ 16,024,864	\$ 69,650,176
Investments	9,670,699	7,697,896	-	-	2,712,926	20,081,521
Receivables:						
Property taxes	3,294,447	17,395	-	-	-	3,311,842
Excises	943,373	-	-	-	-	943,373
Departmental	612,668	-	-	-	23,110	635,778
Intergovernmental	2,780,592	-	-	-	391,821	3,172,413
Other	10,476	-	-	-	-	10,476
Deposits	-	-	-	-	182,226	182,226
TOTAL ASSETS	\$ 58,918,684	\$ 7,715,291	\$ 4,583,142	\$ 7,435,741	\$ 19,334,947	\$ 97,987,805
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES						
Liabilities:						
Warrants and accounts payable	\$ 906,255	\$ 119,294	\$ 1,666,688	\$ 1,315,493	\$ 2,509,840	\$ 6,517,570
Unearned revenue	-	-	-	-	1,245,683	1,245,683
Accrued liabilities	3,174,950	-	-	-	42,009	3,216,959
Anticipation notes payable	-	-	11,100,000	12,000,000	12,860,000	35,960,000
Refunds payable	371,711	-	-	-	-	371,711
Other liabilities	169,017	-	-	-	1,615	170,632
TOTAL LIABILITIES	4,621,933	119,294	12,766,688	13,315,493	16,659,147	47,482,555
Deferred Inflows of Resources:						
Unavailable revenues	7,112,334	17,395	-	-	597,157	7,726,886
Taxes paid in advance	143,509	-	-	-	-	143,509
TOTAL DEFERRED INFLOWS OF RESOURCES	7,255,843	17,395	-	-	597,157	7,870,395
Fund Balances:						
Nonspendable	-	-	-	-	160,152	160,152
Restricted	897,985	7,578,602	-	-	7,994,743	16,471,330
Committed	13,600,723	-	-	-	7,401,706	21,002,429
Assigned	13,139,002	-	-	-	-	13,139,002
Unassigned	19,403,198	-	(8,183,546)	(5,879,752)	(13,477,958)	(8,138,058)
TOTAL FUND BALANCES	47,040,908	7,578,602	(8,183,546)	(5,879,752)	2,078,643	42,634,855
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 58,918,684	\$ 7,715,291	\$ 4,583,142	\$ 7,435,741	\$ 19,334,947	\$ 97,987,805

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS
STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
AS OF JUNE 30, 2021 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental</u>	<u>Total Governmental</u>
Revenues:					
Property taxes	\$ 161,661,687	\$ 2,827,425	\$ -	\$ -	\$ 164,489,112
Excise taxes	5,129,306	-	-	-	5,129,306
Penalties, interest, and other taxes	1,282,028	6,203	-	-	1,288,231
Charges for services	4,080,388	-	-	4,227,594	8,307,982
Departmental	1,141,220	-	-	-	1,141,220
Licenses and permits	2,068,299	-	-	-	2,068,299
Intergovernmental	24,623,021	754,080	-	11,461,566	36,838,667
Investment income	366,542	111,711	-	682,449	1,160,702
Fines and forfeitures	60,974	-	-	-	60,974
Contributions	-	-	-	794,229	794,229
Other	596,281	-	-	44,321	640,602
Total Revenues	201,009,746	3,699,419	-	17,210,159	221,919,324
Expenditures:					
Current:					
General government	7,716,310	395,952	-	1,615,881	9,728,143
Public safety	21,652,212	-	-	2,447,010	24,099,222
Education	110,087,932	-	-	10,196,625	120,284,557
Public works	25,345,822	-	-	62,409	25,408,231
Building design and construction	576,958	-	-	-	576,958
Health and human services	2,919,012	-	-	291,031	3,210,043
Culture and recreation	3,198,287	3,000	-	470,730	3,672,017
Employee benefits	1,062,733	-	-	-	1,062,733
Other	667,584	-	-	-	667,584
Capital outlay	-	-	20,577,691	5,117,998	25,695,689
Debt service:					
Principal	13,374,000	-	-	-	13,374,000
Interest and fiscal charges	4,625,560	-	-	-	4,625,560
Intergovernmental	1,521,825	-	-	-	1,521,825
Total Expenditures	192,748,235	398,952	20,577,691	20,201,684	233,926,562
Excess (deficiency) of revenues over expenditures	8,261,511	3,300,467	(20,577,691)	(2,991,525)	(12,007,238)
Other Financing Sources (Uses):					
Issuance of bonds	-	-	19,160,000	247,000	19,407,000
Issuance of refunding bonds	-	-	-	4,668,000	4,668,000
Premium on bonds	-	-	1,583,000	10,000	1,593,000
Premium on refunding bonds	-	-	-	687,000	687,000
Deposit to refunding escrow	-	-	-	(5,355,000)	(5,355,000)
Transfers in	3,074,432	-	1,600,000	5,464,633	10,139,065
Transfers out	(7,609,338)	(1,518,734)	-	(27,411)	(9,155,483)
Total Other Financing Sources (Uses)	(4,534,906)	(1,518,734)	22,343,000	5,694,222	21,983,582
Net change in fund balances	3,726,605	1,781,733	1,765,309	2,702,697	9,976,344
Fund Balances, at beginning of year, as reclassified	48,650,200	7,409,890	1,729,430	14,529,084	72,318,604
Fund Balances, at end of year	\$ 52,376,805	\$ 9,191,623	\$ 3,494,739	\$ 17,231,781	\$ 82,294,948

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS
STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
AS OF JUNE 30, 2020 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
Revenues:					
Property taxes	\$ 150,349,498	\$ 2,609,353	\$ -	\$ -	\$ 152,958,851
Excise taxes	5,679,213	-	-	-	5,679,213
Penalties, interest, and other taxes	2,050,592	3,019	-	-	2,053,611
Charges for services	2,812,847	-	-	5,630,247	8,443,094
Departmental	1,585,175	-	-	-	1,585,175
Licenses and permits	2,376,998	-	-	-	2,376,998
Intergovernmental	23,176,245	592,379	-	9,101,388	32,870,012
Investment income (loss)	1,105,210	110,497	-	113,745	1,329,452
Fines and forfeitures	239,211	-	-	-	239,211
Contributions	-	-	-	435,663	435,663
Other	410,840	-	-	64,793	475,633
Total Revenues	189,785,829	3,315,248	-	15,345,836	208,446,913
Expenditures:					
Current:					
General government	6,666,599	1,975,790	-	149,746	8,792,135
Public safety	21,078,179	-	-	466,217	21,544,396
Education	103,940,650	-	-	9,522,074	113,462,724
Public works	21,428,807	-	-	38,624	21,467,431
Building design and construction	800,273	-	-	-	800,273
Health and human services	2,590,784	-	-	835,965	3,426,749
Culture and recreation	3,237,918	-	-	538,078	3,775,996
Employee benefits	790,253	-	-	-	790,253
Other	608,251	-	-	-	608,251
Capital outlay	-	372,853	24,390,818	18,246,084	43,009,755
Debt service:					
Principal	9,542,526	-	-	-	9,542,526
Interest and fiscal charges	3,896,575	-	-	-	3,896,575
Intergovernmental	1,445,490	-	-	-	1,445,490
Total Expenditures	176,026,305	2,348,643	24,390,818	29,796,788	232,562,554
Excess (deficiency) of revenues over expenditures	13,759,524	966,605	(24,390,818)	(14,450,952)	(24,115,641)
Other Financing Sources (Uses):					
Issuance of bonds	-	-	30,105,000	17,508,000	47,613,000
Issuance of refunding bonds	4,990,000	-	-	-	4,990,000
Premium on bonds	-	-	1,895,000	2,907,408	4,802,408
Premium on refunding bonds	874,887	-	-	-	874,887
Deposit to refunding escrow	(5,908,925)	-	-	-	(5,908,925)
Transfers in	3,010,210	50,000	-	15,728,195	18,788,405
Transfers out	(15,771,425)	(1,185,317)	-	(1,320,336)	(18,277,078)
Total Other Financing Sources (Uses)	(12,805,253)	(1,135,317)	32,000,000	34,823,267	52,882,697
Net change in fund balances	954,271	(168,712)	7,609,182	20,372,315	28,767,056
Fund Balances, at beginning of year, as reclassified	47,715,208	7,578,602	(5,879,752)	(5,357,791)	44,056,267
Fund Balances, at end of year	\$ 48,669,479	\$ 7,409,890	\$ 1,729,430	\$ 15,014,524	\$ 72,823,323

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS
STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
AS OF JUNE 30, 2019 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Sunita L. Williams School</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
Revenues:						
Property taxes	\$ 141,476,623	\$ 2,468,833	\$ -	\$ -	\$ -	\$ 143,945,456
Excise taxes	6,138,951	-	-	-	-	6,138,951
Penalties, interest, and other taxes	2,408,784	3,189	-	-	-	2,411,973
Charges for services	1,684,919	-	-	-	7,475,916	9,160,835
Departmental	2,052,584	-	-	-	-	2,052,584
Licenses and permits	2,587,095	-	-	-	-	2,587,095
Intergovernmental	21,724,476	438,305	7,252,591	-	6,405,203	35,820,575
Investment income (loss)	1,223,466	384,021	-	-	174,032	1,781,519
Fines and forfeitures	209,162	-	-	-	-	209,162
Contributions	-	-	-	-	472,767	472,767
Other	<u>356,613</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>36,589</u>	<u>393,202</u>
Total Revenues	179,862,673	3,294,348	7,252,591	-	14,564,507	204,974,119
Expenditures:						
Current:						
General government	6,830,257	2,115	-	-	109,819	6,942,191
Public safety	20,033,593	-	-	-	354,416	20,388,009
Education	98,145,562	-	-	-	12,271,053	110,416,615
Public works	19,923,360	-	-	-	457,303	20,380,663
Building design and construction	645,481	-	-	-	-	645,481
Health and human services	2,461,346	-	-	-	569,605	3,030,951
Culture and recreation	2,987,961	3,480	-	-	548,663	3,540,104
Employee benefits	790,238	-	-	-	-	790,238
Other	556,798	-	-	-	-	556,798
Capital outlay	-	384,506	27,493,314	5,879,752	29,835,802	63,593,374
Debt service:						
Principal	7,722,526	-	-	-	-	7,722,526
Interest	2,282,765	-	-	-	-	2,282,765
Intergovernmental	<u>1,389,486</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,389,486</u>
Total Expenditures	<u>163,769,373</u>	<u>390,101</u>	<u>27,493,314</u>	<u>5,879,752</u>	<u>44,146,661</u>	<u>241,679,201</u>
Excess (deficiency) of revenues over expenditures	16,093,300	2,904,247	(20,240,723)	(5,879,752)	(29,582,154)	(36,705,082)
Other Financing Sources (Uses):						
Issuance of bonds	-	-	18,000,000	-	13,000,000	31,000,000
Bond premium	-	-	1,745,331	-	13,221	1,758,552
Transfers in	2,214,458	-	2,865,000	-	18,050,979	23,130,437
Transfers out	<u>(19,319,938)</u>	<u>(941,494)</u>	<u>-</u>	<u>-</u>	<u>(410,585)</u>	<u>(20,672,017)</u>
Total Other Financing Sources (Uses)	<u>(17,105,480)</u>	<u>(941,494)</u>	<u>22,610,331</u>	<u>-</u>	<u>30,653,615</u>	<u>35,216,972</u>
Net change in fund balances	(1,012,180)	1,962,753	2,369,608	(5,879,752)	1,071,461	(1,488,110)
Fund Balances, at beginning of year, as reclassified	<u>48,053,088</u>	<u>5,615,849</u>	<u>(10,553,154)</u>	<u>-</u>	<u>1,007,182</u>	<u>44,122,965</u>
Fund Balances, at end of year	<u>\$ 47,040,908</u>	<u>\$ 7,578,602</u>	<u>\$ (8,183,546)</u>	<u>\$ (5,879,752)</u>	<u>\$ 2,078,643</u>	<u>\$ 42,634,855</u>

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS
STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
AS OF JUNE 30, 2018 (1)**

	<u>General</u>	<u>Community Preservation</u>	<u>Sunita L. Williams School</u>	<u>Rosemary Recreation Complex</u>	<u>Needham High School Expansion</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
Revenues:							
Property taxes	\$ 132,578,018	\$ 2,300,322	\$ -	\$ -	\$ -	\$ -	\$ 134,878,340
Excise taxes	5,910,555	-	-	-	-	-	5,910,555
Penalties, interest, and other taxes	2,132,175	2,453	-	-	-	-	2,134,628
Charges for services	1,528,075	-	-	-	-	6,967,230	8,495,305
Departmental	1,852,700	-	-	-	-	-	1,852,700
Licenses and permits	2,598,567	-	-	-	-	-	2,598,567
Intergovernmental	20,403,002	368,739	2,017,071	-	-	7,130,486	29,919,298
Investment income (loss)	682,322	(176,907)	-	-	-	154,872	660,287
Fines and forfeitures	192,010	-	-	-	-	-	192,010
Contributions	-	-	-	-	-	429,729	429,729
Other	313,342	-	-	-	-	31,347	344,689
Total Revenues	168,190,766	2,494,607	2,017,071	-	-	14,713,664	187,416,108
Expenditures:							
Current:							
General government	5,617,952	5,182	-	-	-	119,117	5,742,251
Public safety	16,842,201	-	-	-	-	1,180,774	18,022,975
Education	86,532,516	-	-	-	-	11,508,817	98,041,333
Public works	8,860,429	-	-	-	-	1,749,368	10,609,797
Maintenance	9,077,653	-	-	-	-	-	9,077,653
Health and human services	1,837,753	-	-	-	-	557,542	2,395,295
Culture and recreation	2,342,237	-	-	-	-	366,142	2,708,379
Employee benefits	12,616,631	-	-	-	-	-	12,616,631
Other	521,244	-	-	-	-	-	521,244
Capital outlay	-	946,647	11,249,083	11,060,244	4,445,253	9,642,658	37,343,885
Debt service:							
Principal	8,139,526	-	-	-	-	-	8,139,526
Interest	2,461,942	-	-	-	-	-	2,461,942
Intergovernmental	1,333,038	-	-	-	-	-	1,333,038
Total Expenditures	156,183,122	951,829	11,249,083	11,060,244	4,445,253	25,124,418	209,013,949
Excess (deficiency) of revenues over expenditures	12,007,644	1,542,778	(9,232,012)	(11,060,244)	(4,445,253)	(10,410,754)	(21,597,841)
Other Financing Sources (Uses):							
Bond premium	-	-	-	-	-	6,400	6,400
Transfers in	2,007,530	75,000	575,000	1,030,000	2,634,000	6,420,894	12,742,424
Transfers out	(11,262,143)	(1,479,164)	-	-	-	(374,952)	(13,116,259)
Total Other Financing Sources (Uses)	(9,254,613)	(1,404,164)	575,000	1,030,000	2,634,000	6,052,342	(367,435)
Net change in fund balances	2,753,031	138,614	(8,657,012)	(10,030,244)	(1,811,253)	(4,358,412)	(21,965,276)
Fund Balances, at beginning of year, as reclassified	45,300,057	5,477,235	(1,896,142)	3,254,440	-	13,952,651	66,088,241
Fund Balances, at end of year	\$ 48,053,088	\$ 5,615,849	\$ (10,553,154)	\$ (6,775,804)	\$ (1,811,253)	\$ 9,594,239	\$ 44,122,965

(1) Extracted from the audited Financial Statements of the Town.

**TOWN OF NEEDHAM, MA
GOVERNMENTAL FUNDS
STATEMENTS OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
AS OF JUNE 30, 2017 (1)**

	<u>General</u>	<u>Community Preservation Fund</u>	<u>Sunita L. Williams School</u>	<u>Nonmajor Governmental Funds</u>	<u>Total Governmental Funds</u>
Revenues:					
Property taxes	\$ 124,517,284	\$ 2,136,893	\$ -	\$ -	\$ 126,654,177
Excise taxes	5,701,527	-	-	-	5,701,527
Penalties, interest, and other taxes	2,156,902	2,307	-	-	2,159,209
Charges for services	1,094,057	-	-	6,228,684	7,322,741
Departmental	1,674,120	-	-	-	1,674,120
Licenses and permits	4,477,430	-	-	-	4,477,430
Intergovernmental	26,506,734	417,108	-	9,360,566	36,284,408
Investment income	389,769	111,618	-	163,439	664,826
Fines and forfeitures	188,756	-	-	-	188,756
Contributions	-	-	355,277	2,704,043	3,059,320
Other	41,949	-	-	37,035	78,984
Total Revenues	166,748,528	2,667,926	355,277	18,493,767	188,265,498
Expenditures:					
Current:					
General government	5,160,845	6,729	-	137,722	5,305,296
Public safety	16,006,396	-	-	251,212	16,257,608
Education	89,570,046	-	-	10,497,497	100,067,543
Public works	8,044,770	-	-	13,004	8,057,774
Maintenance	9,509,897	-	-	-	9,509,897
Health and human services	1,678,736	-	-	444,252	2,122,988
Culture and recreation	2,270,267	81,435	-	778,792	3,130,494
Employee benefits	11,572,484	-	-	-	11,572,484
Other	532,195	-	-	-	532,195
Capital outlay	-	413,073	2,259,693	11,454,082	14,126,848
Debt service:					
Principal	8,102,006	-	-	-	8,102,006
Interest	2,259,034	-	-	-	2,259,034
Intergovernmental	1,309,161	-	-	-	1,309,161
Total Expenditures	156,015,837	501,237	2,259,693	23,576,561	182,353,328
Excess (deficiency) of revenues over expenditures	10,732,691	2,166,689	(1,904,416)	(5,082,794)	5,912,170
Other Financing Sources (Uses):					
Issuance of bonds	-	-	-	10,480,000	10,480,000
Bond premium	-	-	-	654,769	654,769
Transfers in	2,383,365	-	-	6,017,269	8,400,634
Transfers out	(4,775,217)	(3,426,313)	-	(642,416)	(8,843,946)
Total Other Financing Sources (Uses)	(2,391,852)	(3,426,313)	-	16,509,622	10,691,457
Net change in fund balances	8,340,839	(1,259,624)	(1,904,416)	11,426,828	16,603,627
Fund Balances, at beginning of year, as restated	36,959,218	6,736,859	-	5,788,537	49,484,614
Fund Balances, at end of year	\$ 45,300,057	\$ 5,477,235	\$ (1,904,416)	\$ 17,215,365	\$ 66,088,241

(1) Extracted from the audited Financial Statements of the Town.

Free Cash and Unassigned General 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 Unassigned General Fund balance.

<u>Fiscal Year</u>	<u>Free Cash (July 1)</u>	<u>Unassigned General Fund Balance</u>
2021	\$ 16,952,126	\$ 28,063,054
2020	16,665,406	28,831,766
2019	12,369,898	19,403,198
2018	10,387,871	17,817,111
2017	13,518,622	19,434,334

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>
2021	\$ 4,492,394
2020	4,365,010
2019	4,187,517
2018	4,128,628
2017	4,001,401

Capital Improvement Fund

The Town continues to provide additional funding to its 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. The following table sets forth the trend in Capital Improvement Fund balance.

<u>Fiscal Year</u>	<u>Capital Improvement Fund Balance (June 30)</u>
2021	\$ 1,097,070
2020	1,095,016
2019	910,577
2018	747,227
2017	707,506

Capital Facility Fund

The Capital Facilities Fund exists primarily to fund building improvements. The following table sets forth the trend in Capital Facility Fund balance at June 30.

Fiscal Year	Capital Facility Fund Balance
2021	\$ 1,921,686
2020	1,918,088
2019	1,866,376
2018 (1)	26,767
2017	1,829,877

(1) During fiscal year 2018, \$1,817,000 was drawn from the Capital Facility Fund for the High School Expansion project. At the 2018 Annual Town Meeting a transfer of \$1,817,000 back into the Fund was approved. The transfer was comprised of \$1,386,000 from Free Cash and \$431,000 from the fiscal 2019 tax levy.

Athletic Facility Fund

In fiscal year 2013, the Town created a stabilization fund to cover the costs of the eventual replacement of the Town's artificial turf fields. The following table sets forth the trend in Athletic Facility Fund balance at June 30.

Fiscal Year	Athletic Facility Fund Balance
2021	\$ 270,204
2020 (1)	269,698
2019	2,686,229
2018 (2)	4,409,021
2017	3,051,708

(1) In fiscal 2020 \$2.5 million was appropriated from the Athletic facilities fund to fund synthetic field replacement and related work to various fields throughout Town (Article #38 of the 2019 Annual Town Meeting). \$75,000 was appropriated to the Athletic Facilities Fund from the General Fund (Article # 42 of the 2019 Annual Town Meeting).

(2) In fiscal 2018 \$1.8 million was appropriated from the Athletic Facility Fund for the Memorial Park building construction (article 30 of the 2018 Annual Town Meeting) and \$550,000 for Athletic Facilities improvement (turf field replacement).

Debt Service Stabilization Fund

In fiscal year 2016, the Town created a stabilization fund the purpose of which is to allow the Town by appropriation to reserve funds to pay the debt service for engineering and design, renovation, reconstruction or construction of Town facilities. The following table sets forth the trend in Debt Service Stabilization Fund balance at June 30.

Fiscal Year	Debt Service Stabilization Fund Balance
2021	\$ 2,154,083
2020	2,150,062
2019	2,114,506
2018	2,062,952
2017	1,091,874

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 2 ½, (see "Tax Limitations" under "PROPERTY TAXATION" above.) The Town has not established any such district.

The Town has a TIF agreement with TripAdvisor, 13 years in total, currently at a 76% exemption that will decline to a 1% exemption effective 2021. The Town also has a TIF agreement with NBC Universal, 10 years in total, with a 70% exemption for the first 4 years that declines to 5% in year 5, and then 1% for years 6 through 10. The exemptions apply only on the new growth value.

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 Select Board. 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, bonds for water, gas, electric and telecommunication systems, solid waste disposal facility bonds and economic development bonds supported by tax increment financing; and subject to special debt limits, bonds for housing, urban renewal and economic development (subject to various debt limits). Revenue bonds are not subject to these debt limits. The General Debt Limit applies 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 ten 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 As of June 30, 2021 (1)

Long-Term Debt Outstanding:

Within the General Debt Limit:

Schools	\$ 29,333,000
Sewers & Drains	4,102,369
Other Inside General	81,081,000

Total Within the General Debt Limit	\$ 114,516,369	
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Outside the General Debt Limit:

Schools	\$ 16,560,000
Water	4,780,546
Sewer	443,819
Other Outside General	3,550,000

Total Outside the General Debt Limit	25,334,365	
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This Issue of Bonds dated April 14, 2022	10,115,000	
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Total Long-Term Debt Outstanding	149,965,734	
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Short-Term Debt Outstanding:

New Money Bond Anticipation Notes to be Issued Concurrent with the Bonds (2)	2,761,000	
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Total Direct Debt:	\$ 152,726,734	
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(1) Principal amount only. Excludes lease and installment purchase obligations, overlapping debt, unfunded pension liability and other post-employment benefits liability.

(2) Payable June 15, 2022.

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
2021	\$ 139,850,734	28,886	\$ 11,311,678,964	\$ 4,841	1.24 %
2020	135,780,762	28,886	10,803,763,473	4,701	1.26
2019	99,468,508	28,886	10,168,817,191	3,443	0.98
2018	78,242,389	28,886	9,885,655,649	2,709	0.79
2017	86,146,163	28,886	9,241,074,496	2,982	0.93

Principal Payments by Purpose

The following table sets forth the principal payments by purpose for the Town's outstanding bonds as of June 30, 2021.

GENERAL OBLIGATION BONDS As of June 30, 2021

Year	General	School	Water	Sewer	Total (1)
2022	\$ 8,266,000	\$ 5,388,000	\$ 603,169	\$ 509,816	\$ 14,766,985
2023	5,343,000	4,957,000	598,974	495,117	11,394,091
2024	5,328,000	4,872,000	484,795	395,644	11,080,439
2025	5,023,000	4,237,000	485,633	402,222	10,147,855
2026	4,757,000	3,503,000	446,488	320,942	9,027,430
2027	4,747,000	3,048,000	447,359	327,809	8,570,168
2028	4,397,000	2,638,000	448,248	334,825	7,818,073
2029	4,387,000	2,278,000	236,029	336,993	7,238,022
2030	4,062,000	1,603,000	236,953	344,317	6,246,270
2031	3,992,000	1,603,000	237,898	351,800	6,184,698
2032	3,937,000	1,598,000	190,000	359,446	6,084,446
2033	3,937,000	1,598,000	185,000	367,258	6,087,258
2034	3,765,000	1,045,000	180,000	-	4,990,000
2035	3,395,000	1,045,000	-	-	4,440,000
2036	3,145,000	720,000	-	-	3,865,000
2037	3,145,000	720,000	-	-	3,865,000
2038	3,120,000	720,000	-	-	3,840,000
2039	2,955,000	720,000	-	-	3,675,000
2040	2,720,000	720,000	-	-	3,440,000
2041	1,830,000	720,000	-	-	2,550,000
2042	1,000,000	720,000	-	-	1,720,000
2043	460,000	720,000	-	-	1,180,000
2044	460,000	720,000	-	-	1,180,000
2045	460,000	-	-	-	460,000
TOTAL	\$ 84,631,000	\$ 45,893,000	\$ 4,780,546	\$ 4,546,188	\$ 139,850,734

(1) \$94,075,000 of principal and \$25,760,007 of interest has been voted exempt from Proposition 2½, subject to the limits imposed by Chapter 44, Section 20 of the General Laws.

Debt Service Requirements

The following table sets forth the required principal and interest payments on the outstanding general obligation bonds of the Town as of June 30, 2021, including debt service subsidies expected to be received from the MSBA.

GENERAL OBLIGATION DEBT As of June 30, 2021 (1)

Fiscal Year	Outstanding		Less MSBA	Total	Cumulative % Retired
	Principal	Interest	Subsidies	Net Debt Service	
2022	\$ 14,766,985	\$ 4,672,905	\$ (695,148)	\$ 18,744,742	10.6 %
2023	11,394,091	4,339,137	(695,148)	15,038,079	18.7
2024	11,080,439	3,858,519	-	14,938,958	26.6
2025	10,147,855	3,401,674	-	13,549,529	33.9
2026	9,027,430	2,991,831	-	12,019,261	40.3
2027	8,570,168	2,633,183	-	11,203,351	46.5
2028	7,818,073	2,290,705	-	10,108,778	52.1
2029	7,238,022	1,978,363	-	9,216,385	57.2
2030	6,246,270	1,698,828	-	7,945,098	61.7
2031	6,184,698	1,476,924	-	7,661,622	66.1
2032	6,084,446	1,272,522	-	7,356,968	70.5
2033	6,087,258	1,071,126	-	7,158,384	74.8
2034	4,990,000	902,303	-	5,892,303	78.4
2035	4,440,000	777,559	-	5,217,559	81.6
2036	3,865,000	672,419	-	4,537,419	84.3
2037	3,865,000	573,906	-	4,438,906	87.1
2038	3,840,000	472,794	-	4,312,794	89.8
2039	3,675,000	373,634	-	4,048,634	92.5
2040	3,440,000	280,753	-	3,720,753	94.9
2041	2,550,000	191,225	-	2,741,225	96.8
2042	1,720,000	125,650	-	1,845,650	98.0
2043	1,180,000	72,300	-	1,252,300	98.8
2044	1,180,000	33,300	-	1,213,300	99.7
2045	460,000	6,900	-	466,900	100.0 %
Total	<u>\$ 139,850,734</u>	<u>\$ 36,168,462</u>	<u>\$ (1,390,296)</u>	<u>\$ 174,628,899</u>	

(1) \$94,075,000 of principal and \$25,760,007 of interest has been voted exempt from Proposition 2½, subject to the limits imposed by Chapter 44, Section 20 of the General Laws.

Authorized Unissued Debt and Prospective Financing

Following delivery of the Bonds, the Town will have the following authorized debt which has not been bonded:

Amount	Purpose	Original Authorization
\$ 12,000	Water System Rehabilitation	(1) \$ 635,000
402,504	School Construction	(2) 57,542,500
35,735	Water Distribution System Improvements	(1) 1,300,000
107,500	Recreation Complex	11,000,000
9,500	High School Engineering	950,000
7,550	Sewer Pump Station Improvements	(1) 600,000
84,000	Needham High School Reconstruction & Expansion	11,125,000
128,000	Memorial Park Fieldhouse Construction	2,918,000
5,000	Infrastructure Improvements and Repairs	250,000
2,403,000	Public Works Storage Facility Design & Construction	3,503,000
585,000	RTS Property Repairs	645,000
1,202,000	Public Safety Building & Fire Station #2 Construction	(3) 66,245,000
4,500,000	Water Distribution Improvements	4,500,000
676,700	Mitchell School Restroom Upgrades	676,700
1,400,000	Public Safety Building and Fire Station #2	1,400,000
213,000	Sewer Main Replacement	363,000
1,000,000	Water Service Connections	1,000,000
1,475,000	Emery Grover Building Design and Renovation	1,475,000
<u>\$ 14,246,489</u>		

(1) Debt service on water and sewer authorizations is expected to be paid entirely from the Water and Sewer Enterprise Fund.

(2) The Town voted to exclude debt service on bonds and notes for the Hillside School project, including site acquisition, from the limitations of Proposition 2 ½.

(3) The Town voted to exclude debt service on bonds and notes for the Public Safety Building and Fire Station #2 construction projects from the limitations 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 2022 dollar assessment for each (except as noted below).

Overlapping Entity	Outstanding Debt	Needham's Estimated Share (1)	Fiscal 2022 Dollar Assessment (2)
Norfolk County (3)	\$ 15,505,000	7.000 %	\$ 451,001
Massachusetts Water Resources Authority (4)			
Water	1,960,227,000	0.602	975,751
Sewer	3,153,683,000	1.316	4,338,958
Massachusetts Bay Transportation Authority (5)	5,149,356,000	0.397	710,883
Minuteman Regional Vocational Technical School District (6)	99,245,000	N/A	1,230,287

(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, 2021. County expenses including debt service on county bonds are assessed upon the cities and towns within the county in proportion to their taxable valuation as last equalized by the State Commissioner of Revenue. Amounts shown are based on the most recent equalized valuations. Legislation was enacted in 1997 abolishing the county governments of Franklin and Middlesex Counties as of July 1, 1997, with their assets, functions, debts and other obligations being assumed by the Commonwealth. The legislation also abolished the county governments of Hampden and Worcester counties as of July 1, 1998. Legislation enacted in 1998 abolished the county governments of Hampshire, Essex and

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

- (4) SOURCE: MWRA. Debt as of June 30, 2021. 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, 2021. 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, 2021. 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.

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 with WIN Waste Innovation for transportation and disposal of solid waste expiring June 30, 2028. The tipping fee rate is \$69.82 per ton for fiscal year 2021. The cost of this contract was \$681,798 in fiscal 2021 and the Town budgeted \$641,479 for fiscal 2022.

RETIREMENT PLAN

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

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

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

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

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

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

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

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

Year Ending	Contributory	Non-Contributory
June 30, 2022 (budgeted)	\$ 10,417,439	\$ -
June 30, 2021	9,513,643	-
June 30, 2020	8,688,258	-
June 30, 2019	7,934,482	-
June 30, 2018	7,332,277	-
June 30, 2017	6,706,800	17,700

The unfunded actuarial accrued liability of the System as of January 1, 2020 was approximately \$92,162,000. The System is 65.57% funded according to the January 1, 2020 actuarial study. The Town's current funding schedule amortizes the unfunded actuarial accrued liability to zero by 2033 as shown below.

(1) Fiscal Year Ended June 30	(2) Employer Normal Cost	(3) Amortization of Unfunded Actuarial Accrued Liability (with interest)	(4) Actuarially Determined Contribution (2) + (3)	(5) Unfunded Actuarial Accrued Liability at Beginning of Fiscal Year	(6) Percent Increase in Contribution from Prior Year
2021	\$ 3,358,379	\$ 6,155,264	\$ 9,513,643	\$ 95,110,611	-
2022	3,470,392	6,947,047	10,417,439	94,737,444	9.50 %
2023	3,586,121	7,820,975	11,407,096	93,496,773	9.50
2024	3,705,688	8,785,082	12,490,770	91,244,725	9.50
2025	3,829,220	9,848,173	13,677,393	87,819,520	9.50
2026	3,956,848	11,019,897	14,976,745	83,039,485	9.50
2027	4,088,707	11,674,317	15,763,024	76,700,861	5.25
2028	4,224,937	12,365,646	16,590,583	69,253,269	5.25
2029	4,365,682	13,095,907	17,461,589	60,585,318	5.25
2030	4,511,091	13,867,231	18,378,322	50,576,223	5.25
2031	4,661,317	14,681,867	19,343,184	39,095,076	5.25
2032	4,816,520	15,542,181	20,358,701	26,000,068	5.25
2033	4,976,864	11,137,650	16,114,514	11,137,650	(20.85)
2034	5,142,518	-	5,142,518	-	(68.09)

Notes:

- Actuarially determined contributions are assumed to be paid on July 1.
- Actuarially determined contribution for fiscal 2021 is set equal to the budgeted amount determined with prior valuation.
- Item (2) reflects 3.0% growth in payroll and a 0.15% adjustment to total normal cost to reflect the effects of mortality improvement due to the generational mortality assumption.
- Projected normal cost does not reflect the impact of pension reform for future hires.
- Amortization payments of unfunded actuarial accrued liability calculated to increase at 4.50% per year after phase-in.
- Projected unfunded actuarial accrued liability does not reflect deferred investment gains.

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 twelve years, the Town has been appropriating its Annual Required Cost (ARC) to the OPEB fund and pays the annual healthcare costs from the fund.

The following table sets forth the trend in OPEB appropriations.

Fiscal Year	OPEB Contribution
June 30, 2022 (budgeted)	\$ 7,426,237
June 30, 2021	7,197,713
June 30, 2020	6,906,705
June 30, 2019	6,906,705
June 30, 2018	6,115,455
June 30, 2017	5,568,923

The Governmental Accounting Standards Board ("GASB") Statement Nos. 74 and 75 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 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 unfunded actuarial accrued liability (UAAL) for the Town was \$66,648,482 as of June 30, 2018 (net of the balance in the OPEB Trust Fund). The actuarial assumptions reflect a 7.0% investment rate of return. In fiscal year 2002 the Town began funding its post-retirement health insurance liability. The Town's Actuarially Determined Contribution (ADC) for fiscal year 2020 is \$6,906,705, at an assumed 7.0% discount rate. The balance in the OPEB Trust Fund as of June 30, 2021 was \$60,176,477.

EMPLOYEE RELATIONS

The Town employs approximately 1,400 full-time equivalent employees (FTE), 1,001 FTEs employed by the School Department, 147 by the Public Works Department, 63 by the Police Department, 80 by the Fire Department, 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 1,233 (full and part time) Town employees are represented by unions including public works, general government, police, fire, teachers, and school administrators.

The Building Custodian Tradesman Independent Association (Building Maintenance Division) contract expires on June 30, 2022. The Needham Independent Public Employees Association (Public Works) contract expires June 30, 2022. The contracts with the Needham Firefighters Local 1706 (all units) expired on June 30, 2020. The Needham Police Union contract expired June 30, 2021, and the Needham Police Superior Officers Association contract expired on June 30, 2021. The Needham Independent Town Workers Association (various administrative, professional and technical positions) contract expires June 30, 2024.

The Needham Public Schools have contracts in place with the Needham Education Association Unit A (teachers) through August 31, 2022, with the Needham Education Association Unit B (administrators) through June 30, 2022, with the Needham Education Association Unit C (Non DESE licensed staff) through June 30, 2020, and with the Needham Education Association Unit E (food service workers) through June 30, 2020. The contract with the Needham Education Association Unit D (clerical, secretarial and technical positions) expired June 30, 2020.

Expired contracts are in negotiations.

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, there is no litigation either pending or threatened, that 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, Town Treasurer

April 5, 2022

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TOWN OF NEEDHAM, MASSACHUSETTS

Annual Financial Report
For the Year Ended June 30, 2021

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INDEPENDENT AUDITORS' REPORT

To the Select Board
Town of Needham, Massachusetts

Report on the Financial Statements

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 (the Town), as of and for the year ended June 30, 2021, (except for the Needham Contributory Retirement System which is as of and for the year ended December 31, 2020), and the related notes to the financial statements, which collectively comprise the Town's basic financial statements as listed in the Table of Contents.

Management's Responsibility for the Financial Statements

The Town's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express opinions 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes

Merrimack, New Hampshire
Andover, Massachusetts
Greenfield, Massachusetts
Ellsworth, Maine



evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

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, Massachusetts, as of June 30, 2021, (except for the Needham Contributory Retirement System which is as of and for the year ended December 31, 2020), and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis, the Budgetary Comparison for the General Fund on pages 75 to 76, and the pension and OPEB schedules appearing on pages 77 to 80 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with evidence sufficient to express an opinion or provide any assurance.



Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Town's basic financial statements. The budget and actual comparisons for Sewer and Water funds appearing on pages 81 through 82 are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 17, 2022 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 solely 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 effectiveness of the Town's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Town's internal control over financial reporting and compliance.



Merrimack, New Hampshire
March 17, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of Town of Needham (the Town), we offer readers this narrative overview and analysis of the financial activities of the Town of Needham for the fiscal year ended June 30, 2021.

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 comprise three components: (1) government-wide financial statements, (2) fund financial statements, and (3) notes to financial statements. This report also contains required supplementary information and 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 Position presents information on all assets, liabilities, and deferred outflows/inflows of resources with the difference reported as net position. Over time, increases or decreases in net position 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 position changed during the most recent fiscal year. All changes in net position 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, public works, building design and construction, health and human services, and culture and recreation. The business-type activities include sewer and water 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.

Proprietary Funds

Proprietary fund reporting focuses on the determination of operating income, changes in net position (or cost recovery), financial position, and cash flows. The proprietary fund category includes enterprise and internal service funds.

Enterprise funds are used to report activity for which a fee is charged to external users, and must be used when one of the following criteria are met: (1) activity is financed with debt that is secured solely by a pledge of the net revenues from fees and charges, (2) laws or regulations require the activity's costs of providing services be recovered with fees and charges, and (3) the pricing policies of the activity establish fees and charges designed to recover its costs, including capital costs such as depreciation or debt service. The primary focus on these criteria is on fees charged to external users. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements, only in more detail. Specifically, enterprise funds are used to account for sewer and water 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 and property and casualty insurance. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements.

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, 1471 Highland Avenue, Needham, Massachusetts 02492.

Notes to Financial Statements

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

Required Supplementary 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.

Financial Highlights

- As of the close of the current fiscal year, net position in governmental activities was \$176,707,185, a change of \$4,063,891, and net position in business-type activities was \$62,620,216, a change of \$3,048,969.
- As of the close of the current fiscal year, governmental funds reported combined ending fund balances of \$82,294,948, a change of \$9,976,344 in comparison to the prior year.
- At the end of the current fiscal year, unassigned fund balance for the general fund was \$28,063,054 a change of \$(768,712) in comparison to the prior year.

Government-Wide Financial Analysis

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

	Net Position Summary (000s)					
	Governmental Activities		Business-Type Activities		Total	
	2021	2020	2021	2020	2021	2020
Assets:						
Current and other assets	\$ 107,304	\$ 95,740	\$ 18,355	\$ 16,075	\$ 125,659	\$ 111,815
Capital assets	375,554	364,119	57,853	59,238	433,407	423,357
Total assets	482,858	459,859	76,208	75,313	559,066	535,172
Deferred outflows of resources	31,621	46,026	764	1,283	32,385	47,309
Total assets and deferred outflows of resources	\$ 514,479	\$ 505,885	\$ 76,972	\$ 76,596	\$ 591,451	\$ 582,481
Liabilities:						
Long-term liabilities	\$ 287,512	\$ 291,874	\$ 13,237	\$ 15,904	\$ 300,749	\$ 307,778
Notes payable	-	1,200	-	-	-	1,200
Other liabilities	19,849	16,793	395	454	20,244	17,247
Total liabilities	307,361	309,867	13,632	16,358	320,993	326,225
Deferred inflows of resources	30,411	17,716	720	549	31,131	18,265
Net position:						
Net investment in capital assets	238,173	230,614	48,527	48,642	286,700	279,256
Restricted	19,568	16,889	-	-	19,568	16,889
Unrestricted	(81,034)	(69,201)	14,093	11,047	(66,941)	(58,154)
Total net position	176,707	178,302	62,620	59,689	239,327	237,991
Total liabilities, deferred inflows of resources, and net position	\$ 514,479	\$ 505,885	\$ 76,972	\$ 76,596	\$ 591,451	\$ 582,481

Changes in Net Position Summary (000s)						
	<u>Governmental Activities</u>		<u>Business-Type Activities</u>		<u>Total</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Revenues:						
Program revenues:						
Charges for services	\$ 11,725	\$ 12,912	\$ 16,899	\$ 15,773	\$ 28,624	\$ 28,685
Operating grants and contributions	47,325	39,417	-	-	47,325	39,417
Capital grants and contributions	913	1,936	-	360	913	2,296
General revenues:						
Property taxes	164,611	153,740	-	-	164,611	153,740
Excises	4,925	5,842	-	-	4,925	5,842
Penalties, interest and other taxes	1,278	2,115	-	-	1,278	2,115
Grants and contributions not restricted to specific programs	2,610	2,451	-	-	2,610	2,451
Investment income	1,161	1,329	23	57	1,184	1,386
Other	671	372	-	-	671	372
Total revenues	235,219	220,114	16,922	16,190	252,141	236,304
Expenses:						
General government	11,978	10,793	-	-	11,978	10,793
Public safety	26,327	23,776	-	-	26,327	23,776
Education	148,580	134,011	-	-	148,580	134,011
Public works	30,335	26,059	-	-	30,335	26,059
Building design and construction	659	533	-	-	659	533
Health and human services	3,703	3,719	-	-	3,703	3,719
Culture and recreation	4,339	4,359	-	-	4,339	4,359
Interest on long-term debt	3,574	3,496	-	-	3,574	3,496
Intergovernmental	1,522	1,445	-	-	1,522	1,445
Other unallocated costs	1,122	1,152	-	-	1,122	1,152
Sewer operations	-	-	8,519	8,883	8,519	8,883
Water operations	-	-	4,370	5,092	4,370	5,092
Total expenses	232,139	209,343	12,889	13,975	245,028	223,318
Change in net position before transfers	3,080	10,771	4,033	2,215	7,113	12,986
Transfers	984	795	(984)	(795)	-	-
Change in net position	4,064	11,566	3,049	1,420	7,113	12,986
Net position - beginning of year, as restated	172,643	166,736	59,571	58,269	232,214	225,005
Net position - end of year	\$ 176,707	\$ 178,302	\$ 62,620	\$ 59,689	\$ 239,327	\$ 237,991

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

The largest portion of net position \$286,699,841 reflects our investment in capital assets (e.g., land, buildings and improvements, machinery, equipment and furnishings, infrastructure, works of art, and construction in progress); 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.

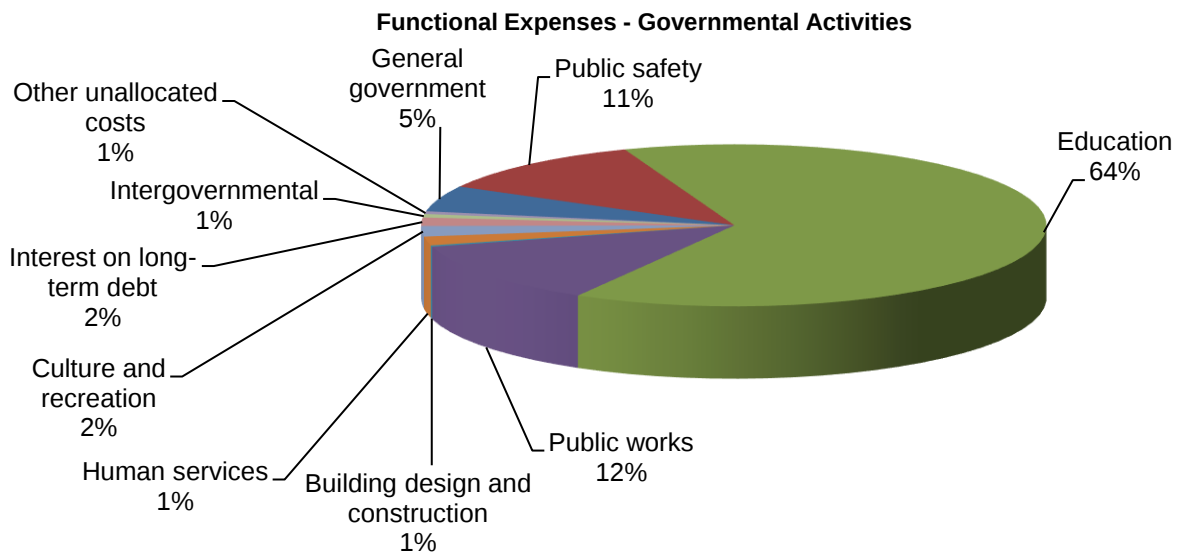
An additional portion of net position \$19,568,168 represents resources that are subject to external restrictions on how they may be used. The remaining balance is a deficit of \$(66,940,608) as a result of our net pension and net OPEB liabilities.

Governmental Activities

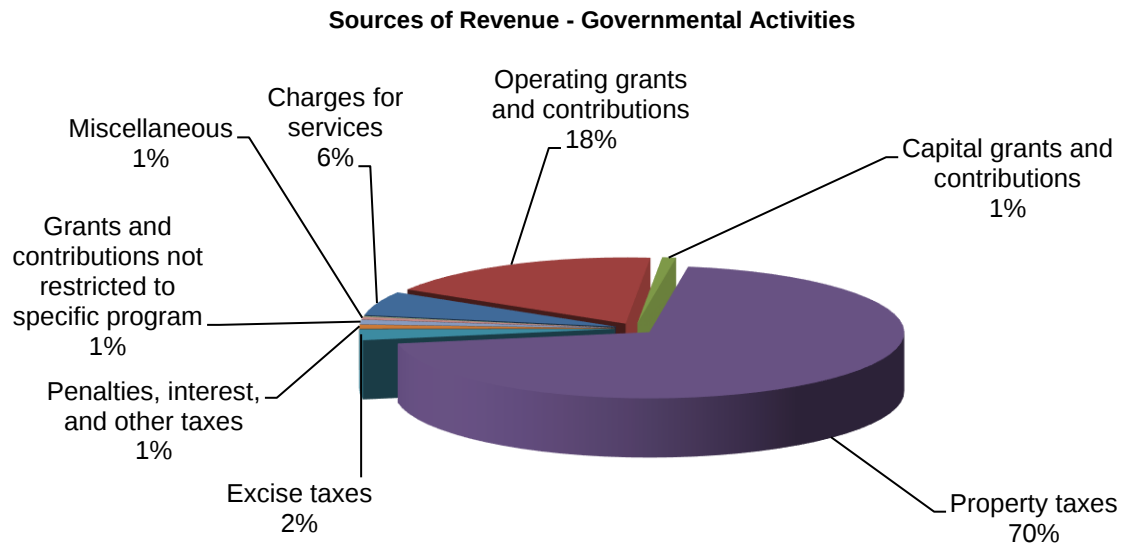
The overall net position of governmental activities increased by \$4,063,891, primarily from the Town's practice of funding capital acquisitions with current year raised revenues. The most notable event that limited this increase resulted from GASB 75. While the adoption of the Gretzen model for projecting healthcare costs had a positive effect on OPEB expense, the following assumption changes contributed to the significant increase of the OPEB expense:

- Decrease in the discount rate from 7.0% to 6.5%
- Implementation of ASOP 6 revising the methodology of calculating expected claims

The following graph presents the users of resources of the governmental activities. The total cost of all governmental programs and services increased by \$22.8 million over the previous year or by 10.9%.



As presented in the following graph, most of the Town's revenue comes from property taxes. Total revenues (excluding transfers) increased by \$15.1 million over the prior year or 6.9%.



Business-Type Activities

Business-type activities for the year resulted in a change in net position of \$3,048,969. The increase in net position is a result of strong budgetary performance in business-type activities and the Town's continued practice of financing some capital improvements with revenues.

Financial Analysis of Funds

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

Governmental Funds

The focus of governmental funds is to provide information on near-term inflows, outflows and balances of spendable resources. Such information is useful in assessing financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, governmental funds reported combined ending fund balances of \$82,294,948 a change of \$9,976,344 in comparison to the prior year. Key elements of this change include favorable results in the general fund, raising of the CPA fund revenues to be spent in future years, and the timing of issuance of long-term debt to finance multi-year projects.

General Fund

The general fund is the chief operating fund. The unassigned fund balance at June 30, 2021 was \$28,063,054 (which includes our general stabilization fund of \$4,492,393) decreased by \$(768,712). The decrease primarily results from favorable budgetary results of \$10,038,837 from revenues and transfers in excess of budget and unspent appropriations (page 75), less the use of free cash for fiscal year 2022 of \$10,688,723 (page 57). 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>6/30/21</u>	<u>6/30/20</u>	<u>6/30/19</u>
Unassigned fund balance:	\$ 28,063,054	\$ 28,831,766	\$ 24,011,463
General Fund*	23,570,661	24,466,756	19,823,947
Stabilization Fund**	4,492,393	4,365,010	4,187,516
Total fund balance*	52,376,805	48,669,479	47,715,208

*General fund balances for 6/30/19 are restated to include the Solid Waste Fund.

**General stabilization fund balance was reclassified to unassigned from committed for 6/30/19.

	<u>6/30/21</u>	<u>6/30/20</u>	<u>6/30/19</u>
Unassigned fund balance as of % of total general fund expenditures	15.4%	17.4%	15.5%
Total fund balance as of % total general fund expenditures	28.8%	29.3%	30.8%

Expenditure amounts used to calculate the above percentages have been adjusted to exclude the on-behalf payment from the Commonwealth to the Massachusetts Teachers Retirement System.

The total fund balance of the general fund changed by \$3,726,605 during the current fiscal year. Key factors in this change are as follows:

Use of free cash, overlay surplus and bond premium used for FY2021 appropriations	\$ (10,302,650)
Revenues and transfers in excess of budget	4,261,216
Expenditures less than budget	6,176,021
Encumbrances and articles carried into fiscal year 2022	3,628,612
Other	(36,594)
Total	\$ <u>3,726,605</u>

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

	<u>6/30/21</u>	<u>6/30/20</u>	<u>Change</u>
Compensated absences	\$ 337,791	\$ 336,952	\$ 839
Continuing appropriations	3,483,861	1,601,174	1,882,687
Capital improvement stabilization	1,097,070	1,095,016	2,054
Capital facility stabilization	1,921,686	1,918,088	3,598
Athletic facility stabilization	270,204	269,698	506
Debt service stabilization	<u>2,154,083</u>	<u>2,150,051</u>	<u>4,032</u>
Total	\$ <u>9,264,695</u>	\$ <u>7,370,979</u>	\$ <u>1,893,716</u>

Other Major Funds

Community Preservation Fund – State legislation allows property taxes and state matching funds to finance projects such as preservation of historical buildings. No significant expenditures occurred in fiscal year 2021.

Public Safety Building – At the October 2018 Special Town Meeting, Article 10 was passed appropriating funds for the renovations of the Public Safety Building and Fire Station #2. In fiscal year 2021, \$20,577,691 was expended for renovation costs.

Nonmajor Governmental Funds – The nonmajor governmental fund balances changed by \$2,702,697, primarily from timing differences between capital costs and funding sources.

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. The Town maintains major funds for sewer and water enterprise fund operations.

Unrestricted net position by enterprise fund at the end of the year in comparison to the prior year is shown below:

	<u>6/30/21</u>	<u>6/30/20</u>	<u>Change</u>
Sewer	\$ 5,777,174	\$ 5,251,659	\$ 525,515
Water	<u>8,316,387</u>	<u>5,795,177</u>	<u>2,521,210</u>
Total	<u>\$ 14,093,561</u>	<u>\$ 11,046,836</u>	<u>\$ 3,046,725</u>

Unrestricted net position of each fund increased from positive budgetary results.

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

General Fund Budgetary Highlights

Most all budgeted appropriations occur at the Annual Town Meeting which is held prior to the start of a fiscal year. Subsequent appropriations and line-item amendments are made at a special town meeting usually held in the fall. Often the subsequent actions are known or expected at the time of the Annual Town Meeting but are not presented or acted upon at that time because additional information or other requisite action is needed. Usually in May, prior to the June 30 fiscal year end, Town Meeting acts on other requests for budget line transfers and reallocation of operating resources to capital, other financial warrant articles, and formal reserves. The operating budget was approved at \$190,247,810 and inclusive of non-appropriated items, state and county charges, and other amounts to be provided totaled \$191,745,733. There were no overall appropriation amendments to the operating budget for the year.

General Fund		
	Original	Final
Town Meeting Operating Budget Appropriation	\$190,247,810	\$190,247,810
State and County Assessments	\$1,485,423	\$1,485,423
Other Amounts to be Provided	<u>\$12,500</u>	<u>\$12,500</u>
Total	\$191,745,733	\$191,745,733

During fiscal year 2021, the Town realized revenue in excess of budget of \$3.9 million and realized budget returns of \$6.2 million. General fund revenue in excess of budget was comparable to the fiscal year 2020 results. The \$6.2 million budget return was lower than the fiscal year 2020 return of approximately \$7.6 million. The revenue surplus was attributable to adjustments made to the revenue estimates in recognition that COVID-19 restrictions and business closures would likely result in lower receipts in several key categories. Many local receipt categories for the year were lower than the prior year. The budget returns, although less than the prior year, were higher than some prior years because some larger than usual budget return was reflective of the steps the Town took to reduce spending in anticipation of declining revenue because of COVID-19. The Town suspended or deferred some contracted work, implemented restrictions on personnel

utilization, and a slow down on hiring for vacant positions all contributed to the higher turnback. The turn back for fiscal year 2020 was 4.3% of budget which compares to a return of 3.0% for fiscal year 2019.

	Actual FY2021	Actual FY2020	Change \$	Actual FY2019
Motor Vehicle Excise	\$5,129,306	\$5,679,213	(\$549,907)	\$6,138,951
Other Taxes and PILOT	\$782,685	\$1,777,874	(\$995,189)	\$2,011,190
Penalties and Interest	\$499,343	\$272,719	\$226,624	\$397,594
Licenses & Permits Income Actual	<u>\$2,068,299</u>	<u>\$2,381,660</u>	<u>(\$313,361)</u>	<u>\$2,590,858</u>
Total	\$8,479,632	\$10,111,466	(\$1,631,834)	\$11,138,593

Motor vehicle excise tax revenue was down 9.7% from prior year's actual receipts (\$5,129,306 for FY2021 vs \$5,679,213 for FY2020) and was lower than the actual receipts for FY2019 (\$6,138,951) and for FY2018 (\$5,910,555). The margin between budgeted and actual revenue was at the lowest spread in many years. The actual receipts for FY2021 were \$0.13 million over budget, which compares to \$0.48 million for FY2020. The FY2019 spread was \$1.24 million and \$1.16 million for FY2018.

Revenue generated from other taxes, penalties, and payments in lieu of tax (PILOT) was approximately \$0.54 million over the budget for fiscal year 2021 which compares to \$0.34 million over the budget for fiscal year 2020. The revenue amount that came in above budget for fiscal year 2019 was \$0.77 million. The higher surplus over budget for FY2021 was not due to more income, but rather a much lower target as local receipt estimates were adjusted downward because of the retraction in the economy because of COVID-19. Comparing the actual revenue from those sources for fiscal year 2021 to fiscal year 2020 shows an overall decline in receipts of \$768,565 (\$1,282,028 for FY2021 compared to \$2,050,593 for FY2020). The total was less than FY2019 as well with total receipts of \$2,408,784.

Revenue from licenses and permits declined approximately 13.2%. The total permit income for fiscal year 2020 was \$2,068,299 compared to \$2,381,660 for fiscal year 2020 and \$2,590,858 for fiscal year 2019.

Overall total actual general fund revenue for fiscal year 2021 (\$189,851,379) was \$10,395,622 more than the total for fiscal year 2020 (\$179,455,757). The increase was due to the growth in property taxes with \$11.31 million more in fiscal year 2021. The increase resulted from the high New Growth tax revenue, and a higher amount of excluded debt which was added to the tax levy, for projects previously approved by the voters of Needham. The total general fund revenue surplus for fiscal year 2021 was \$3,862,816 which was slightly less (\$30,089) than the \$3,892,905 surplus for fiscal year 2020. The combination of motor vehicle excise revenue permit and license revenue, and other local tax receipts contributed approximately 24.3% of the total General Fund surplus for fiscal year 2021, down from the 32.6% that these sources comprised in fiscal year 2020, and the 39.2% in fiscal year 2019.

	Actual FY2021	Budget FY2021	Variance FY2021	Percentage of Total
Motor Vehicle Excise	\$5,129,306	\$5,000,000	\$129,306	3.35%
Other Taxes, Penalties, and PILOT	\$1,282,028	\$740,000	\$542,028	14.03%
Licenses & Permits	\$2,068,299	\$1,800,000	\$268,299	6.95%
All Other Revenues	<u>\$181,371,747</u>	<u>\$178,448,563</u>	<u>\$2,923,184</u>	<u>75.67%</u>
Total	\$189,851,379	\$185,988,563	\$3,862,816	100.00%

The general fund appropriated operating budget, excluding county and state assessments and other amounts to be provided, accounting for most of the expenditures, returned \$6,199,880 or approximately 3.3% of the operating budget appropriation; the return for fiscal year 2020 was \$7,634,782 or approximately 4.3% of the appropriation for that year. The budgetary reserve fund (reserve fund) returned \$1,685,981 which represents 27.2% of the total general fund operating budget return for the fiscal year 2021 and was the highest dollar amount returned. The reserve fund budget amount returned was less than fiscal year 2020 reserve fund budget return (\$1,851,500), which was 24.3% of the total return in that year. The \$1,685,981 return of the reserve fund budget represents approximately 81% of the original voted reserve fund budget of \$2,077,091. There were three draws on the reserve fund during fiscal year 2021. The first was \$12,614 to contribute to the COVID-19 expenses that the Minutemen Regional School incurred. The second transfer request that was approved was \$2,389 for property and casualty insurance expenses that came in over budget for the fiscal year. The third was the transfer to cover snow and ice removal expenses above the base budget. The base budget for snow and ice removal was \$424,604 which required a \$376,107 transfer from the budgetary reserve fund to cover the total expense of \$800,711. The Town usually incurs expenses for snow and ice removal that exceed the annual budgeted amount, and the overage is covered by a transfer from the reserve fund. The snow and ice removal expense for fiscal year 2020 was \$405,172, and the expense for fiscal year 2019 was \$724,024. It was a mild winter season during FY2020 and was the first year since fiscal year 2012 that the total expense was less than budgeted and did not require a reserve fund transfer, hence why the FY2020 budget return was greater than the FY2021 budget return amount.

The second highest dollar turnback was from the Needham Public Schools in the amount of \$1,084,860, which compares to the \$455,091 return for fiscal year 2020. The appropriated school budget for fiscal year 2021 was \$80,735,089. The budget return represents just 1.3% of the budget, but accounts for 17.5% of the total general fund budget return. The School Department received several grants from the State to alleviate COVID-19 related expenses being incurred by the district as it had to conduct remote learning for many of the students during the entire school year. Those funds, in addition to some lower operating expenses because school transportation and school food services were not utilized as much because many students stayed at home, and hence did not need those services.

The Police Department had the third highest budget turnback returning \$790,732 or 10.2% of its budget which compares to \$471,630 or 6.6% of its fiscal year 2020 budget. Approximately 88% of the turn back (\$699,514) was from salary and wages. The department has been experiencing

an ongoing higher vacancy rate as positions have been turning over more often during the last few years, and a backlog in the hiring process, which was only more difficult to navigate with COVID-19 restrictions, has made it difficult to keep all the positions filled for the entire year. The operating expense line returned \$70,091 of which most was attributed to lower fuel expenses during the fiscal year as energy prices, especially gasoline, were much lower due to the slowdown in the economy and less travel in general by the public which lowered the demand for fuel. The balance (\$21,127) was from capital line. The cost for replacement vehicles was less than the estimates provided a year earlier. The department budget turnback represented approximately 12.8% of the total General Fund budget return.

The Needham Electric, Light & Gas Program expense line turnback was \$391,816 or 10% of the fiscal year 2021 budget. This compares to the \$659,653 (17.6%) turnback from the fiscal year 2020 budget. Energy use in the public buildings was higher, which was in part due to measures taken by the Building Maintenance division to increase the flow of air through the buildings, especially the school buildings, to reduce the presence of the COVID-19 virus. However, the Town realized significant energy use reduction with the streetlights because of the changeover to LED lighting the Town had initiated. This resulted in electric cost savings which represents approximately 25% of the total return. Overall, the \$391,816 budget return represents 6.3% of the total general fund budget return and was the fourth highest dollar return.

The fifth highest budget dollar return came from the library, with a return of \$214,143 or 10.6% of the fiscal year 2021 budget. The salary and wage expense line returned \$208,934 or approximately 98% of the total return. The high return was due to restrictions on use of the library that were in place for the fiscal year. Patrons were able to reserve and pickup books and materials from the library at the curb but could not enter the facility. The hours of operations were also reduced for the year. Consequently, the need for part-time and temporary employees was less so the wage expense was lower for the year.

The other 17 departmental budgets returned in total \$1,107,277 or 2.9% of their combined amended budgets for the year. The Town-wide expense budgets (excluding the budgetary reserve fund and electric, light & gas program) returned a combined \$925,072 or approximately 1.7% of their related total amended budgets, which compares to the same budgets last year returning \$1,697,307 or approximately 3.3% of their related total amended budgets.

Capital Asset and Debt Administration

Capital Assets

Total capital assets for governmental and business-type activities at year-end amounted to \$433,407,115 (net of accumulated depreciation), a change of \$10,049,487 from the prior year. This investment in capital assets includes land, buildings and improvements, machinery, equipment and furnishings, vehicles, infrastructure, works of art and construction in progress.

Major capital asset events during the current fiscal year included the following:

Governmental Activities:

Public safety building	\$ 20,201,461
Sunita L. Williams elementary school	\$ 394,501
Ambulance	\$ 335,545
Pollard school gym updates	\$ 252,152
Street sweeper	\$ 247,295
RTS improvements	\$ 221,985

Business-Type Activities:

Sewer vehicles	\$ 428,199
Water distribution system improvements	\$ 186,267

Debt

At the end of the current fiscal year, total long-term bonds and loans outstanding, including unamortized bond premium, were \$150,310,592. The bonds are 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 debt can be found in the Notes to Financial Statements.

Economic Factors and Next Year's Budgets And Rates

COVID-19 negatively impacted fiscal year 2021 revenues, but the combination of proactive steps taken by the Town to reduce expenses, lowering local receipt estimates, and securing Federal and State funds to help defray many of the costs incurred due to the COVID-19 response and for the temporary changes in the method of delivering certain services resulted in a better financial picture than would have otherwise been possible. We do anticipate lingering economic effects from the COVID-19 restrictions that may still be in place through fiscal year 2022. We anticipate that the local economy will improve, as people return to work, businesses operating full-time, and students back in school, be that in person, remote or a combination thereof, and folks seemingly more comfortable being in public and in crowds, a degree of normalcy has returned. Hospitality related revenues will grow. The next few fiscal years will be influenced as COVID-19 transitions from a pandemic to an endemic. However, the cost of providing basic services will increase, as difficulties with the supply chains continue, pressures on wages grow, fear of higher inflation take hold, and turnover in staff in all sectors mount, resulting in new challenges for the foreseeable future.

The total General Fund balance for fiscal year 2021 was higher than fiscal year 2020. Fund balance was \$52.4 million for fiscal year 2021 compared to \$48.7 million for fiscal year 2020,

approximately a 7.6% change. The unassigned portion of the General Fund decreased from the prior fiscal year with a balance of \$28.1 million for fiscal year 2021 compared to \$28.8 million for fiscal year 2020. As noted previously, the unassigned portion is now inclusive of the general stabilization fund (\$4,492,393). The State certified \$16,665,406 available as Free Cash for fiscal year 2021 of which the Town appropriated \$11,526,630 of that amount. Free Cash is essentially the portion of the unassigned General Fund balance that the Massachusetts Department of Revenue will allow the Town to appropriate. The Free Cash certified for prior year was \$12,369,898.

The Town allocated \$6,246,653 of the Free Cash for capital equipment and projects for fiscal year 2022. The Free Cash appropriated for capital included \$2,639,000 for public roads and related infrastructure improvements, \$480,000 for the site improvements at the Town's Recycling and Transfer Station property, \$213,100 for improvements to the Broadmeadow School technology room, \$125,000 for preliminary work to improve the water quality at Walker Pond, and \$16,000 to fund designs to improve the heating system at the former Hillside School building. A total of \$454,000 of Free Cash was appropriated to fund a portion of three projects that were primarily funded by CPA funds, redesign of the Town Common, designs for the renovation of McCloud Field, and sediment removal from the abandoned Town reservoir water body. Free Cash was also used to fund capital equipment which included \$1,135,084 in core fleet and special equipment, \$565,914 in cash capital equipment, furnishings and technology for the Needham Public Schools, \$316,055 for fire personnel self-contained breathing apparatus and personal protective wear gear, police mobile devices, and the purchase of monitor/defibrillators. \$60,000 was appropriated for an assessment of the auditorium theatrical sound & lighting systems at some of the school buildings. \$56,000 will be used for the purchase and installation of an electronic permanent message board, and \$86,500 was directed to other general fund cash capital investments in equipment and technology for Town departments. The balance of the Free Cash for capital of \$100,000 was appropriated for energy efficiency upgrades and improvements in the various municipal and school buildings.

The Town also allocated \$3,527,570 of Free Cash to the fiscal year 2022 operating budget. The Town's use of Free Cash for funding the subsequent fiscal year operating budget (FY2022) was in line with management's guidance of not more than two percent of the previous year's (FY2020) final budget (excluding the budgetary reserve fund) or the actual turn back, whichever is less. Two percent of the fiscal year 2020 operating budget excluding the budgetary reserve fund was 3,527,570; the related budgetary return was \$5,783,282. The amount of Free Cash appropriated for budget purposes was \$3,527,570.

The Town appropriated \$1,000,000 of Free Cash for its ongoing public facilities maintenance program and \$150,000 for Fleet refurbishment so that the Town can extend the life of vehicles and specialty equipment that otherwise would need to be replaced. The Town appropriated Free Cash to fund various studies and outside consultants which includes \$75,000 for services for the Town's network & internet control systems, \$60,000 for the Planning and Community Development Department, \$50,000 for professional consulting services for the Town's Public Health department for health-related studies, and \$30,000 to cover the technical and

professional services costs to decommission the Rosemary Dam. The Town also appropriated \$50,000 to fund a grant program for low-cost repair projects that would allow citizens to continue living in their homes. Town Meeting also approved payment of an unpaid bill from a prior fiscal year which \$407 of Free Cash was used.

Free Cash was also used to fund the Town's workers' compensation reserve pool in the amount of \$337,000. The \$5,138,775 balance in Free Cash was closed out at year end to fund balance. Management continues to recommend that the Free Cash certified be directed to cash capital investment, formal reserves, and other non-recurring expenses and that a limited amount be used for ongoing operating budget expenses. The Select Board endorsed this best practice.

The Town has approved funding for the construction of a new Fire Station #2, a new central Fire Station, and a new Police station. The estimated cost of the public safety projects was \$70 million. However, unexpected soil contamination was found at the Station #2 location, and challenges to continue construction of the facilities resulted from COVID-19. The Town appropriated an additional \$1.4 million debt authorization to complete the three projects. Although the initial appropriation was exempted from the limits imposed under Proposition 2-1/2 by a vote of the citizens at the November 2018 State election, the additional appropriation is funded within the levy limit. The central Fire Station opened in November 2020, and Station #2 and Police Station will open in 2022. The Town will be issuing two more bond issues related to the projects, as well as several Notes. Notes will likely be paid off at maturity and not rolled into a bond issue. The total project is expected to be closed and final financing settled in fiscal year 2023.

The Town approved a borrowing authorization of \$1,475,000 to fund designs for the renovation and upgrade of the historic Emery Grover Building which house the Needham Public School administrative offices. The total project cost is estimated at approximately \$20 million, and the construction phase funding is planned to be presented at the 2022 Annual Town Meeting. Funding for the project is anticipated to a combination of cash and debt financing repaid by the General Fund within the tax levy and Community Preservation Act funds.

The Town is in the early stages of weighing options on how and when to address its middle school space needs and the replacement of the Mitchell Elementary School – the last of the existing elementary schools to be replaced or substantially overhauled.

The Town's water and sewer operations remained solid and the identified capital infrastructure improvements over the next several years are fundable within the current annual revenue stream and financing plan, which includes the use of ARPA funds. Commercial use of water and sewer remains low compared to five years ago, and the residential use that increased during COVID-19 as more people were working from home and staying local, has not yet abated. The Town had planned a multi-year phase in of rate changes to mitigate the revenue loss from the closure of the Coca Cola bottling production in Needham, and did make minor changes for FY2020, but chose not to change the rates for fiscal year 2021 due to COVID-19 and will not change the rates for fiscal year 2022. There will be a need to update the user rates before the end of fiscal year

2023. The Town was looking whether to establish a stormwater fee to raise funds to pay some of the known stormwater infrastructure improvements that are forthcoming. There was a public hearing scheduled for March 2020, but COVID-19 delayed the hearing. The Town will likely take up the issue again for fiscal 2023.

The outlook for the fiscal year 2022 year-end results is positive, and with the additional funds being made available by the federal government to lessen the impact that COVID-19 had on the nation's economy, fiscal year 2023 revenue will be higher than the last couple of years. We anticipate the local building construction activity will remain strong and in high demand for the next 12 to 24 months based on permitted projects. As mentioned earlier there has been upward cost pressure on personnel and contracted services because of the competitive and changing labor market, and new inflationary concerns. 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 year years. However, management will continue its prudent approach with its budget estimates to help buffer a decline in the major local revenue sources should the COVID-19 recovery become stalled.

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
1471 Highland Avenue
Needham, Massachusetts 02492

TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF NET POSITION

JUNE 30, 2021

	<u>Governmental Activities</u>	<u>Business-Type Activities</u>	<u>Total</u>
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES			
Assets:			
Current:			
Cash and short-term investments	\$ 81,723,668	\$ 13,469,067	\$ 95,192,735
Investments	18,466,414	-	18,466,414
Receivables, net:			
Property taxes	1,989,837	-	1,989,837
Excises	338,661	-	338,661
Utilities	-	4,886,011	4,886,011
Departmental	1,493,351	-	1,493,351
Intergovernmental	1,000,535	-	1,000,535
Other	<u>74,898</u>	<u>-</u>	<u>74,898</u>
Total current assets	105,087,364	18,355,078	123,442,442
Noncurrent:			
Receivables, net:			
Property taxes	1,521,676	-	1,521,676
Intergovernmental	695,148	-	695,148
Capital assets:			
Non-depreciable capital assets	104,590,989	4,120,766	108,711,755
Depreciable assets, net of accumulated depreciation	<u>270,962,737</u>	<u>53,732,623</u>	<u>324,695,360</u>
Total noncurrent assets	<u>377,770,550</u>	<u>57,853,389</u>	<u>435,623,939</u>
TOTAL ASSETS	482,857,914	76,208,467	559,066,381
Deferred Outflows of Resources			
Related to pensions	14,023,195	542,334	14,565,529
Related to OPEB	<u>17,598,414</u>	<u>222,006</u>	<u>17,820,420</u>
TOTAL DEFERRED OUTFLOWS OF RESOURCES	<u>31,621,609</u>	<u>764,340</u>	<u>32,385,949</u>
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ <u>514,479,523</u>	\$ <u>76,972,807</u>	\$ <u>591,452,330</u>

(continued)

(continued)

TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF NET POSITION

JUNE 30, 2021

	Governmental <u>Activities</u>	Business-Type <u>Activities</u>	<u>Total</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION			
Liabilities:			
Current:			
Warrants and accounts payable	\$ 6,810,729	\$ 163,415	\$ 6,974,144
Accrued liabilities	7,961,768	74,511	8,036,279
Unearned revenue	3,013,306	-	3,013,306
Refunds payable	553,199	156,867	710,066
Other liabilities	1,510,452	-	1,510,452
Current portion of long-term liabilities:			
Bonds payable	14,558,606	1,112,985	15,671,591
Compensated absences	1,741,621	307,239	2,048,860
Landfill liability	56,415	-	56,415
Total current liabilities	36,206,096	1,815,017	38,021,113
Noncurrent:			
Bonds payable, net of current portion	126,425,252	8,213,749	134,639,001
Net pension liability	70,950,538	2,743,944	73,694,482
Net OPEB liability	68,160,178	859,847	69,020,025
Compensated absences, net of current portion	5,224,864	-	5,224,864
Landfill liability, net of current portion	394,908	-	394,908
Total non-current liabilities	271,155,740	11,817,540	282,973,280
TOTAL LIABILITIES	307,361,836	13,632,557	320,994,393
Deferred Inflows of Resources			
Related to pensions	13,040,164	504,316	13,544,480
Related to OPEB	17,099,866	215,718	17,315,584
Taxes paid in advance	270,472	-	270,472
TOTAL DEFERRED INFLOWS OF RESOURCES	30,410,502	720,034	31,130,536
Net Position:			
Net investment in capital assets	238,173,186	48,526,655	286,699,841
Restricted for:			
Permanent funds:			
Nonexpendable	188,478	-	188,478
Expendable	3,244,678	-	3,244,678
Grants and by enabling legislation	16,135,012	-	16,135,012
Unrestricted	(81,034,169)	14,093,561	(66,940,608)
TOTAL NET POSITION	176,707,185	62,620,216	239,327,401
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION	\$ 514,479,523	\$ 76,972,807	\$ 591,452,330

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2021

		Program Revenues			Net (Expenses) Revenues
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
	<u>Expenses</u>				
Governmental Activities:					
General government	\$ 11,978,037	\$ 741,761	\$ 1,469,767	\$ -	\$ (9,766,509)
Public safety	26,327,302	4,870,288	908,940	-	(20,548,074)
Education	148,580,068	2,278,547	44,506,433	731,439	(101,063,649)
Public works	30,334,530	3,223,430	-	181,092	(26,930,008)
Building design and construction	658,607	1,087	-	-	(657,520)
Health and human services	3,703,344	130,233	303,017	-	(3,270,094)
Culture and recreation	4,338,489	479,821	136,669	-	(3,721,999)
Interest on debt service	3,574,341	-	-	-	(3,574,341)
Intergovernmental	1,521,825	-	-	-	(1,521,825)
Other unallocated costs	<u>1,121,924</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,121,924)</u>
Total Governmental Activities	232,138,467	11,725,167	47,324,826	912,531	(172,175,943)
Business-Type Activities:					
Sewer services	8,519,301	9,398,107	496	-	879,302
Water services	<u>4,370,159</u>	<u>7,500,774</u>	<u>-</u>	<u>-</u>	<u>3,130,615</u>
Total Business-Type Activities	<u>12,889,460</u>	<u>16,898,881</u>	<u>496</u>	<u>-</u>	<u>4,009,917</u>
Total	\$ <u>245,027,927</u>	\$ <u>28,624,048</u>	\$ <u>47,325,322</u>	\$ <u>912,531</u>	(168,166,026)

(continued)

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TOWN OF NEEDHAM, MASSACHUSETTS

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2021

	Governmental <u>Activities</u>	Business- Type <u>Activities</u>	<u>Total</u>
Change in Net Position:			
Net (Expenses) revenue from previous page	(172,175,943)	4,009,917	(168,166,026)
General Revenues and Transfers:			
Property taxes	164,611,360	-	164,611,360
Excise taxes	4,924,631	-	4,924,631
Penalties, interest, and other taxes	1,278,100	-	1,278,100
Grants and contributions not restricted to specific programs	2,610,062	-	2,610,062
Investment income	1,160,702	22,634	1,183,336
Miscellaneous	<u>671,397</u>	<u>-</u>	<u>671,397</u>
Total general revenues	<u>175,256,252</u>	<u>22,634</u>	<u>175,278,886</u>
Excess before transfers	3,080,309	4,032,551	7,112,860
Transfers, net	<u>983,582</u>	<u>(983,582)</u>	<u>-</u>
Change in Net Position	4,063,891	3,048,969	7,112,860
Net Position:			
Beginning of year, as restated	<u>172,643,294</u>	<u>59,571,247</u>	<u>232,214,541</u>
End of year	<u>\$ 176,707,185</u>	<u>\$ 62,620,216</u>	<u>\$ 239,327,401</u>

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

GOVERNMENTAL FUNDS

BALANCE SHEET

JUNE 30, 2021

	<u>General</u>	<u>Community Preservation</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental</u>	<u>Total Governmental</u>
ASSETS					
Cash and short-term investments	\$ 53,791,959	\$ 744,695	\$ 7,272,793	\$ 18,401,729	\$ 80,211,176
Investments	6,901,850	8,455,354	-	3,109,211	18,466,415
Receivables:					
Property taxes	4,264,234	19,279	-	-	4,283,513
Excises	605,661	-	-	-	605,661
Departmental	1,275,414	-	-	372,937	1,648,351
Intergovernmental	1,390,296	-	-	305,387	1,695,683
Other	74,899	-	-	-	74,899
TOTAL ASSETS	\$ 68,304,313	\$ 9,219,328	\$ 7,272,793	\$ 22,189,264	\$ 106,985,698
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES					
Liabilities:					
Warrants and accounts payable	\$ 1,911,699	\$ 8,349	\$ 3,778,054	\$ 1,112,625	\$ 6,810,727
Unearned revenue	-	-	-	3,013,307	3,013,307
Accrued liabilities	4,927,660	77	-	142,079	5,069,816
Refunds payable	543,666	-	-	-	543,666
Other liabilities	1,170,159	-	-	349,826	1,519,985
TOTAL LIABILITIES	8,553,184	8,426	3,778,054	4,617,837	16,957,501
Deferred Inflows of Resources:					
Unavailable revenues	7,103,852	19,279	-	339,646	7,462,777
Taxes paid in advance	270,472	-	-	-	270,472
TOTAL DEFERRED INFLOWS OF RESOURCES	7,374,324	19,279	-	339,646	7,733,249
Fund Balances:					
Nonspendable	-	-	-	188,478	188,478
Restricted	733,044	9,191,623	3,494,739	10,003,111	23,422,517
Committed	9,264,695	-	-	7,947,152	17,211,847
Assigned	14,316,012	-	-	-	14,316,012
Unassigned	28,063,054	-	-	(906,960)	27,156,094
TOTAL FUND BALANCES	52,376,805	9,191,623	3,494,739	17,231,781	82,294,948
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 68,304,313	\$ 9,219,328	\$ 7,272,793	\$ 22,189,264	\$ 106,985,698

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

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

JUNE 30, 2021

Total governmental fund balances	\$ 82,294,948
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	375,553,726
Revenues are reported on the accrual basis of accounting and are not deferred until collection.	6,268,777
Internal service funds are used by management to account for workers' compensation and property and casualty self-insurance. The assets and liabilities of the internal service funds are included in the governmental activities in the Statement of Net Position.	580,042
In the Statement of Activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due.	(1,959,505)
Long-term liabilities, net of related deferred outflows and inflows of resources, are not due and payable in the current period and, therefore, are not reported in the governmental funds.	
Net pension liability, net of related deferred outflows and inflows	(70,950,538)
Pension related deferred outflows of resources	14,023,195
Pension related deferred inflows of resources	(13,040,164)
Net OPEB liability	(68,160,178)
OPEB related deferred outflows of resources	17,598,414
OPEB related deferred inflows of resources	(17,099,866)
Bonds and loans payable, net unamortized premiums	(140,983,858)
Compensated absences payable	(6,966,485)
Estimated liability for landfill postclosure care costs	<u>(451,323)</u>
Net position of governmental activities	<u>\$ 176,707,185</u>

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

GOVERNMENTAL FUNDS

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

FOR THE YEAR ENDED JUNE 30, 2021

	<u>General</u>	<u>Community Preservation</u>	<u>Public Safety Building</u>	<u>Nonmajor Governmental</u>	<u>Total Governmental</u>
Revenues:					
Property taxes	\$ 161,661,687	\$ 2,827,425	\$ -	\$ -	\$ 164,489,112
Excise taxes	5,129,306	-	-	-	5,129,306
Penalties, interest, and other taxes	1,282,028	6,203	-	-	1,288,231
Charges for services	4,080,388	-	-	4,227,594	8,307,982
Departmental	1,141,220	-	-	-	1,141,220
Licenses and permits	2,068,299	-	-	-	2,068,299
Intergovernmental	24,623,021	754,080	-	11,461,566	36,838,667
Investment income	366,542	111,711	-	682,449	1,160,702
Fines and forfeitures	60,974	-	-	-	60,974
Contributions	-	-	-	794,229	794,229
Other	596,281	-	-	44,321	640,602
Total Revenues	201,009,746	3,699,419	-	17,210,159	221,919,324
Expenditures:					
Current:					
General government	7,716,310	395,952	-	1,615,881	9,728,143
Public safety	21,652,212	-	-	2,447,010	24,099,222
Education	110,087,932	-	-	10,196,625	120,284,557
Public works	25,345,822	-	-	62,409	25,408,231
Building design and construction	576,958	-	-	-	576,958
Health and human services	2,919,012	-	-	291,031	3,210,043
Culture and recreation	3,198,287	3,000	-	470,730	3,672,017
Employee benefits	1,062,733	-	-	-	1,062,733
Other	667,584	-	-	-	667,584
Capital outlay	-	-	20,577,691	5,117,998	25,695,689
Debt service:					
Principal	13,374,000	-	-	-	13,374,000
Interest and fiscal charges	4,625,560	-	-	-	4,625,560
Intergovernmental	1,521,825	-	-	-	1,521,825
Total Expenditures	192,748,235	398,952	20,577,691	20,201,684	233,926,562
Excess (deficiency) of revenues over expenditures	8,261,511	3,300,467	(20,577,691)	(2,991,525)	(12,007,238)
Other Financing Sources (Uses):					
Issuance of bonds	-	-	19,160,000	247,000	19,407,000
Issuance of refunding bonds	-	-	-	4,668,000	4,668,000
Premium on bonds	-	-	1,583,000	10,000	1,593,000
Premium on refunding bonds	-	-	-	687,000	687,000
Deposit to refunding escrow	-	-	-	(5,355,000)	(5,355,000)
Transfers in	3,074,432	-	1,600,000	5,464,633	10,139,065
Transfers out	(7,609,338)	(1,518,734)	-	(27,411)	(9,155,483)
Total Other Financing Sources (Uses)	(4,534,906)	(1,518,734)	22,343,000	5,694,222	21,983,582
Net change in fund balances	3,726,605	1,781,733	1,765,309	2,702,697	9,976,344
Fund Balances, at beginning of year, as reclassified	48,650,200	7,409,890	1,729,430	14,529,084	72,318,604
Fund Balances, at end of year	\$ 52,376,805	\$ 9,191,623	\$ 3,494,739	\$ 17,231,781	\$ 82,294,948

The accompanying notes are an integral part of these 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, 2021

Net Changes in Fund Balances - Total Governmental Funds	\$ 9,976,344
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:	
Capital outlay purchases, net of loss on disposal	25,017,143
Depreciation	(13,582,384)
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 (real estate and personal property, motor vehicle excise, etc.) differ between the two statements. This amount represents the net change in deferred revenue and allowance for doubtful accounts.	(692,728)
The issuance of long-term debt 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 affect on the changes in net position:	
Bond premium	(2,280,000)
Bond premium amortization	790,606
Issuance of debt	(19,407,000)
Refunded debt	(4,668,000)
Deposit to refunding escrow	5,355,000
Repayments of debt	13,374,000
In the Statement of Activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due.	260,614
Some expenses reported in the Statement of Activities do not require the use of current financial resources and therefore, are not reported as expenditures in the governmental funds.	
Change in net pension liability and related deferred outflows and inflows of resources	(1,799,947)
Change in net OPEB liability and related deferred outflows and inflows of resources	(8,629,862)
Change in compensated absences	(314,702)
Change in landfill liability	56,415
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.	608,392
CHANGE IN NET POSITION OF GOVERNMENTAL ACTIVITIES	\$ 4,063,891

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF NET POSITION

JUNE 30, 2021

	Business-Type Activities Enterprise Funds			Governmental Activities Internal Service Funds
	<u>Sewer Fund</u>	<u>Water Fund</u>	<u>Total</u>	
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES				
Assets:				
Current:				
Cash and short-term investments	\$ 5,124,668	\$ 8,344,399	\$ 13,469,067	\$ 1,512,491
User fees receivable	<u>2,742,302</u>	<u>2,143,709</u>	<u>4,886,011</u>	<u>-</u>
Total current assets	7,866,970	10,488,108	18,355,078	1,512,491
Noncurrent:				
Land and construction in progress	2,569,426	1,551,340	4,120,766	-
Other capital assets, net of accumulated depreciation	<u>22,963,734</u>	<u>30,768,889</u>	<u>53,732,623</u>	<u>-</u>
Total noncurrent assets	<u>25,533,160</u>	<u>32,320,229</u>	<u>57,853,389</u>	<u>-</u>
TOTAL ASSETS	33,400,130	42,808,337	76,208,467	1,512,491
Deferred Outflows of Resources:				
Related to pensions	213,060	329,274	542,334	-
Related to OPEB	<u>160,920</u>	<u>61,086</u>	<u>222,006</u>	<u>-</u>
TOTAL DEFERRED OUTFLOWS OF RESOURCES	<u>373,980</u>	<u>390,360</u>	<u>764,340</u>	<u>-</u>
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	<u><u>\$ 33,774,110</u></u>	<u><u>\$ 43,198,697</u></u>	<u><u>\$ 76,972,807</u></u>	<u><u>\$ 1,512,491</u></u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND, NET POSITION				
Liabilities:				
Current:				
Accounts payable	\$ 79,045	\$ 84,370	\$ 163,415	\$ -
Accrued liabilities	32,056	42,455	74,511	932,449
Refunds payable	135,095	21,772	156,867	-
Compensated absences	161,863	145,376	307,239	-
Current portion of long-term liabilities:				
Bonds payable	<u>509,816</u>	<u>603,169</u>	<u>1,112,985</u>	<u>-</u>
Total current liabilities	917,875	897,142	1,815,017	932,449
Noncurrent:				
Bonds payable, net of current portion	4,036,372	4,177,377	8,213,749	-
Net pension liability	1,077,978	1,665,966	2,743,944	-
Net OPEB liability	<u>623,254</u>	<u>236,593</u>	<u>859,847</u>	<u>-</u>
Total noncurrent liabilities	<u>5,737,604</u>	<u>6,079,936</u>	<u>11,817,540</u>	<u>-</u>
TOTAL LIABILITIES	6,655,479	6,977,078	13,632,557	932,449
Deferred Inflows of Resources:				
Related to pensions	198,124	306,192	504,316	-
Related to OPEB	<u>156,361</u>	<u>59,357</u>	<u>215,718</u>	<u>-</u>
TOTAL DEFERRED INFLOWS OF RESOURCES	<u>354,485</u>	<u>365,549</u>	<u>720,034</u>	<u>-</u>
Net Position:				
Net investment in capital assets	20,986,972	27,539,683	48,526,655	-
Unrestricted	<u>5,777,174</u>	<u>8,316,387</u>	<u>14,093,561</u>	<u>580,042</u>
TOTAL NET POSITION	<u>26,764,146</u>	<u>35,856,070</u>	<u>62,620,216</u>	<u>580,042</u>
TOTAL LIABILITIES, DEFERRED INFLOW OF RESOURCES AND NET POSITION	<u><u>\$ 33,774,110</u></u>	<u><u>\$ 43,198,697</u></u>	<u><u>\$ 76,972,807</u></u>	<u><u>\$ 1,512,491</u></u>

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET POSITION

FOR THE YEAR ENDED JUNE 30, 2021

	Business-Type Activities Enterprise Funds			Governmental Activities
	Sewer Fund	Water Fund	Total	Internal Service Funds
Operating Revenues:				
Charges for services	\$ 9,398,107	\$ 7,499,669	\$ 16,897,776	\$ -
Other	<u>-</u>	<u>1,105</u>	<u>1,105</u>	<u>634,277</u>
Total Operating Revenues	9,398,107	7,500,774	16,898,881	634,277
Operating Expenses:				
Personnel services	655,530	606,987	1,262,517	25,885
Non-personnel services	377,335	1,120,274	1,497,609	-
Depreciation	992,362	1,407,286	2,399,648	-
Intergovernmental assessments	<u>6,399,895</u>	<u>1,122,902</u>	<u>7,522,797</u>	<u>-</u>
Total Operating Expenses	<u>8,425,122</u>	<u>4,257,449</u>	<u>12,682,571</u>	<u>25,885</u>
Operating Income	972,985	3,243,325	4,216,310	608,392
Nonoperating Revenues (Expenses):				
Intergovernmental revenue	496	-	496	-
Investment income	7,289	15,345	22,634	-
Interest expense	<u>(94,179)</u>	<u>(112,710)</u>	<u>(206,889)</u>	<u>-</u>
Total Nonoperating Revenues (Expenses), Net	<u>(86,394)</u>	<u>(97,365)</u>	<u>(183,759)</u>	<u>-</u>
Income Before Contributions and Transfers	886,591	3,145,960	4,032,551	608,392
Transfers in	544,698	-	544,698	-
Transfers out	<u>(465,865)</u>	<u>(1,062,415)</u>	<u>(1,528,280)</u>	<u>-</u>
Change in Net Position	965,424	2,083,545	3,048,969	608,392
Net Position at Beginning of Year, as restated	<u>25,798,722</u>	<u>33,772,525</u>	<u>59,571,247</u>	<u>(28,350)</u>
Net Position at End of Year	\$ <u><u>26,764,146</u></u>	\$ <u><u>35,856,070</u></u>	\$ <u><u>62,620,216</u></u>	\$ <u><u>580,042</u></u>

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2021

	Business-Type Activities Enterprise Funds			Governmental Activities
	Sewer Fund	Water Fund	Total	Internal Service Fund
Cash Flows From Operating Activities:				
Receipts from customers and users	\$ 9,489,360	\$ 7,434,207	\$ 16,923,567	\$ -
Employer contributions	-	-	-	634,277
Payments of utility assessments	(6,399,895)	(1,122,902)	(7,522,797)	-
Payments to vendors and contractors	(320,713)	(1,233,946)	(1,554,659)	-
Payments of employee salaries, benefits, and related expenses	(886,911)	(1,170,852)	(2,057,763)	(313,349)
Net Cash Provided By (Used For) Operating Activities	1,881,841	3,906,507	5,788,348	320,928
Cash Flows From Noncapital Financing Activities:				
Operating grants received	496	-	496	-
Transfers from other funds	544,698	-	544,698	-
Transfers to other funds	(465,865)	(1,062,415)	(1,528,280)	-
Net Cash Provided by (Used For) Noncapital Financing Activities	79,329	(1,062,415)	(983,086)	-
Cash Flows From Capital and Related Financing Activities:				
Acquisition and construction of capital assets	(828,276)	(186,101)	(1,014,377)	-
Principal payments on bonds and loans	(543,648)	(732,380)	(1,276,028)	-
Interest expense	(94,178)	(112,710)	(206,888)	-
Net Cash (Used For) Capital and Related Financing Activities	(1,466,102)	(1,031,191)	(2,497,293)	-
Cash Flows From Investing Activities:				
Investment income	7,289	15,345	22,634	-
Net Cash Provided By Investing Activities	7,289	15,345	22,634	-
Net Change in Cash and Short-Term Investments	502,357	1,828,246	2,330,603	320,928
Cash and Short-Term Investments, Beginning of Year	4,622,311	6,516,153	11,138,464	1,191,563
Cash and Short-Term Investments, End of Year	\$ 5,124,668	\$ 8,344,399	\$ 13,469,067	\$ 1,512,491
Reconciliation of Operating Income (Loss) to Net Cash Provided by (Used For) Operating Activities:				
Operating income (loss)	\$ 972,985	\$ 3,243,325	\$ 4,216,310	\$ 608,392
Adjustments to reconcile operating income to net cash provided by operating activities:				
Depreciation	992,362	1,407,286	2,399,648	-
Changes in assets, liabilities, and deferred outflows/inflows:				
User fees	115,942	(65,658)	50,284	-
Deferred outflows - related to pensions	127,052	284,359	411,411	-
Deferred outflows - related to OPEB	53,476	53,476	106,952	-
Accounts payable	56,623	(113,671)	(57,048)	-
Accrued liabilities	6,546	16,415	22,961	(287,464)
Refunds payable	(24,690)	(910)	(25,600)	-
Compensated absences	(33,434)	(6,655)	(40,089)	-
Net pension liability	(245,962)	(380,123)	(626,085)	-
Net OPEB liability	(251,611)	(590,008)	(841,619)	-
Deferred inflows - related to pensions	67,772	13,891	81,663	-
Deferred inflows - related to OPEB	44,780	44,780	89,560	-
Net Cash Provided By (Used For) Operating Activities	\$ 1,881,841	\$ 3,906,507	\$ 5,788,348	\$ 320,928

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

FIDUCIARY FUNDS

STATEMENT OF FIDUCIARY NET POSITION

JUNE 30, 2021

	Pension Trust Fund (As of December 31, 2020)	Other Post- Employment Benefit Trust Fund	Private Purpose Trust Funds	Custodial Funds
ASSETS				
Cash and short-term investments	\$ 2,080,090	\$ 262,002	\$ -	\$ 448,979
Investments:				
PRIT - external investment pool	201,497,803	-	-	-
SRBT - external investment pool	-	59,914,476	-	-
Other	-	-	6,627,866	-
TOTAL ASSETS	\$ 203,577,893	\$ 60,176,478	\$ 6,627,866	\$ 448,979
LIABILITIES AND NET POSITION				
Liabilities:				
Accounts payable	\$ 272,853	\$ -	\$ 16,500	\$ 37,421
Accrued liabilities	-	-	-	1,243
TOTAL LIABILITIES	272,853	-	16,500	38,664
Net Position:				
Total net position restricted for pension, other post employment benefits, and other purposes	203,305,040	60,176,478	6,611,366	410,315
TOTAL LIABILITIES AND NET POSITION	\$ 203,577,893	\$ 60,176,478	\$ 6,627,866	\$ 448,979

The accompanying notes are an integral part of these financial statements.

TOWN OF NEEDHAM, MASSACHUSETTS

FIDUCIARY FUNDS

STATEMENT OF CHANGES IN FIDUCIARY NET POSITION

FOR THE YEAR ENDED JUNE 30, 2021

	Pension Trust Fund (For the Year Ended December 31, 2020)	Other Post- Employment Benefit Trust Fund	Private Purpose Trust Funds	Custodial Funds
Additions:				
Contributions:				
Employers	\$ 9,513,643	\$ 8,650,376	\$ -	\$ -
Plan members	4,679,878	-	-	-
Other	<u>344,313</u>	<u>-</u>	<u>45,566</u>	<u>591,948</u>
Total contributions	14,537,834	8,650,376	45,566	591,948
Investment income:				
Earnings and change in fair value of investments	22,651,460	13,820,192	1,248,135	199
Less: management fees	<u>(878,832)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net investment income	<u>21,772,628</u>	<u>13,820,192</u>	<u>1,248,135</u>	<u>199</u>
Total additions	36,310,462	22,470,568	1,293,701	592,147
Deductions:				
Benefit payments to plan members and beneficiaries	14,517,225	5,034,735	-	-
Refunds to plan members	378,534	-	-	-
Administrative expenses	322,127	-	-	-
Other	<u>-</u>	<u>-</u>	<u>122,330</u>	<u>557,587</u>
Total deductions	<u>15,217,886</u>	<u>5,034,735</u>	<u>122,330</u>	<u>557,587</u>
Net increase	21,092,576	17,435,833	1,171,371	34,560
Net position restricted for pensions and other purposes:				
Beginning of year	<u>182,212,464</u>	<u>42,740,645</u>	<u>5,439,995</u>	<u>375,755</u>
End of year	<u>\$ 203,305,040</u>	<u>\$ 60,176,478</u>	<u>\$ 6,611,366</u>	<u>\$ 410,315</u>

The accompanying notes are an integral part of these 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:

Reporting Entity

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

Component unit fiduciary in nature: The Needham Contributory Retirement System (the 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.

Government-Wide and Fund Financial Statements

Government-Wide Financial Statements

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) 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.

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 are 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 Town 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, certain expenditures such as debt service, claims and judgments, compensated absences, OPEB, and pension are recorded only when payment is due.

The Town 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 *Public Safety Building Fund* was created in accordance with Article 10 of the October 2018 Annual Town Meeting for the construction and reconstruction of the public safety building and Fire Station #2. Expenditures in the current year result mainly from the architectural and engineering costs as well as general construction costs.

The proprietary fund financial statements are reported using the *economic resources measurement* focus and the *accrual basis of accounting*. Under this method, revenues are recognized when earned and expenses are recorded when liabilities are incurred.

Proprietary funds distinguish operating revenues and expenses from nonoperating 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.

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

The fiduciary fund financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Under this method, revenues are recognized when earned and expenses are recorded when liabilities are incurred.

The Town reports the following fiduciary funds:

- The *Pension Trust Fund* accounts for the activities of the Needham Retirement System (NRS), which accumulates resources for pension benefit payments to qualified employees.
- The *Other Post-Employment Benefits Trust Fund* is used to accumulate resources for health and life insurance benefits for retired 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 funds, under which principal and investment income exclusively benefit individuals, private organizations, or other governments.
- The *Custodial Funds* account for fiduciary assets held by the Town in a custodial capacity as an agent on behalf of others and are not required to be reported elsewhere on the financial statements. Custodial funds include Student Activity Funds.

Deposits and Investments

A cash and investment pool is maintained that is available for use by all funds, except those required to be segregated by law. 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 cash equivalents.

The Town's short-term investments also include their share of the Massachusetts Municipal Depository Trust (MMDT) cash portfolio, an external investment pool overseen by the Treasurer of the Commonwealth of Massachusetts. The fund is not Securities and Exchange Commission (SEC) registered. In accordance with GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*, MMDT's portfolio securities are valued at amortized cost.

Investments are presented at fair value based on quotations from national securities exchanges, except for investments in state pools that are required to be presented using net asset value (NAV). Investments measured at NAV are not subject to the fair value level classification.

The Town conforms to the municipal finance laws of the Commonwealth of Massachusetts including Massachusetts General Laws chapter 44, Sections 54 and 55, with respect to investments of trust funds and public funds on deposit, limitations, and investments.

Investments in the Needham Retirement System are held in the Pension Reserve Investment Trust Fund (PRIT). Investments in the OPEB Trust Fund are held in the Massachusetts State Retiree Benefits Trust Fund (SBRT). Both are maintained by the Massachusetts Pension Reserves Investment Management Board (PRIM).

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 2021 tax levy reflected an excess capacity of \$1,757,767.

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 Town 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 acquisition value.

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.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

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

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.

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 Position.

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 position".

Fund Balance

Generally, fund balance represents the difference between the current assets/deferred outflows and current liabilities/deferred inflows. 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 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 Town (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 represent the residual classification for the general fund and include all amounts not contained in other classifications. Unassigned amounts are available for any purpose. Temporary fund balance deficits are reported as negative amounts in the unassigned classification in other governmental funds. Positive unassigned amounts are reported only in the general fund.

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 Position

Net position represents the difference between assets/deferred outflows and liabilities/deferred inflows. Net investment in capital assets, consists 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 position is reported as restricted when there are limitations imposed on use either through enabling legislation adopted by the Town or through external restrictions imposed by creditors, grantors, or laws or regulations of other governments. The remaining net position is reported as unrestricted.

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

Budgetary Information

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

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

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

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 or in anticipation of future use of bond anticipation notes or issuance of long-term debt authorized at Town Meetings.

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

The following funds had deficits as of June 30, 2021:

Nonmajor Governmental Funds:	
Special Revenue Funds:	
Police and fire details	\$ 491,904
Capital Project Funds	
RTS property repairs	285,374
Downtown Phase 2 Great Plain	65,390
Other Deficit Funds	64,292
Subtotal Nonmajor Governmental Funds	<u>906,960</u>
Total	<u>\$ 906,960</u>

3. Cash and Short-Term Investments

Custodial Credit Risk – Deposits

Custodial credit risk is the risk that in the event of a bank failure, the Town's deposits may not be returned. Massachusetts General Laws (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 NRS does not have a deposit policy for custodial credit risk.

As of June 30, 2021, the Town (including OPEB fund) had the following cash and short term investments:

Insured by FDIC or DIF	\$ 27,225,436
Collateralized	27,967,007
Held in state pool (MMDT), not subject to disclosure	31,720,902
Exposed to custodial credit risk	<u>10,003,581</u>
Total	<u>\$ 96,916,926</u>

As of December 31, 2020, the NRS bank balance of \$1,797,659 represented deposits of \$250,000 insured by FDIC, \$1,061,586 collateralized by the Federal Home Loan Bank of Pittsburgh, and \$486,073 invested in Pension Reserves Investment Trust (PRIT). PRIT Cash Fund III is measured at amortized cost which approximates fair value and maintains a stable net position value of \$1.00 per unit (NAV) with daily redemption frequency. Amounts invested in the state pools are not subject to custodial credit risk disclosure.

4. Investments

Town

The following is a summary of the Town's investments as of June 30, 2021:

<u>Investment Type</u>	<u>Amount</u>
U.S. Treasury and agencies	\$ 3,574,137
Corporate bonds	7,224,817
Fixed income mutual funds	2,347,946
Corporate equities	8,712,094
Equity mutual funds	326,660
Certificates of deposits	<u>2,908,626</u>
Total investments	<u><u>\$ 25,094,280</u></u>

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 debt related investments of the Town:

<u>Ratings as of Year End</u>						
<u>Investment Type</u>	<u>Amount</u>	<u>AAA</u>	<u>AA + - AA-</u>	<u>A+ - A-</u>	<u>BBB+</u>	<u>Unrated</u>
Federal agencies	\$ 3,574,137	\$ 3,309,612	\$ 264,525	\$ -	\$ -	\$ -
Corporate bonds	7,224,817	-	875,615	2,956,194	3,393,008	-
Fixed income mutual funds	<u>2,347,946</u>	<u>619,394</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,728,552</u>
Total	<u><u>\$ 13,146,900</u></u>	<u><u>\$ 3,929,006</u></u>	<u><u>\$ 1,140,140</u></u>	<u><u>\$ 2,956,194</u></u>	<u><u>\$ 3,393,008</u></u>	<u><u>\$ 1,728,552</u></u>

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, the Town 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. Investments are held in the Town's name.

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 the state pool (MMDT), no more than 10% of the Town's investments shall be invested in a single financial institution.

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

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.

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>Effective Duration (in years)</u>
Debt related:		
U.S. Treasury and agencies	\$ 3,574,137	3.32
Corporate bonds	7,224,817	3.20
Fixed income mutual funds	<u>2,347,946</u>	5.08
Total debt securities	<u>\$ 13,146,900</u>	

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.

Fair Value

The Town categorizes its fair value measurements within the fair value hierarchy established by Governmental Accounting Standards Board Statement No. 72, *Fair Value Measurement and Application* (GASB 72). The hierarchy is based on the valuation inputs used to measure the fair value of the asset and give the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

Level 1 - Unadjusted quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable.

Level 3 – Valuations derived from valuation techniques in which significant inputs are unobservable.

Investments that are measured at fair value using net asset value per share (or its equivalent) as a practical expedient are not classified in the fair value hierarchy.

In instances where inputs used to measure fair value fall into different levels in the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Town's and OPEB Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

Equity securities classified in Level 1 are valued using prices quoted in active markets for those securities.

Debt securities classified in Level 2 are valued using either a bid evaluation or a matrix pricing technique. Bid evaluations may include market quotations, yields, maturities, call features, and ratings. Matrix pricing is used to value securities based on the securities relationship to benchmark quote prices. Level 2 debt securities have non-proprietary information that was readily available to market participants, from multiple independent sources, which are known to be actively involved in the market.

The Town has the following fair value measurements as of June 30, 2021:

<u>Description</u>	Fair Value Measurements Using:			
	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Investments by fair value level:				
Debt securities:				
U.S Treasury and agencies	\$ 3,574,137	\$ 3,574,137	\$ -	\$ -
Corporate bonds	7,224,817	-	7,224,817	-
Fixed income mutual funds	2,347,946	-	2,347,946	-
Equity securities:				
Corporate equities	8,712,094	8,712,094	-	-
Equity mutual funds	326,660	326,660	-	-
Total	\$ <u>22,185,654</u>	\$ <u>12,612,891</u>	\$ <u>9,572,763</u>	\$ <u>-</u>

OPEB Plan

Credit Risk

At June 30, 2021, the OPEB Plan maintained its investments in the Massachusetts Benefits State Retiree Trust Fund (SRBT) with a fair value of \$59,914,475, the same as the value of the pool share. The SRBT fund is an external investment pool that is not registered with the Securities Exchange Commission. This investment type is not rated. SBRT was created under Massachusetts General Laws (MGL), Chapter 32A, Section 24.

Custodial Credit Risk

OPEB Plan's investments were held in the SBRT, which is a pooled investment fund not subject to custodial credit risk disclosure.

Concentration of Credit Risk

MGL limits the amount that may be invested in any one issuer or security type, with the exception of the PRIT fund. All of the OPEB Plan's investments were held in the SBRT, invested by the PRIT fund.

Fair Value

Investments held in the SBRT are valued at net asset value (NAV). There were no unfunded commitments. The redemption frequency is monthly with a 30-day redemption notice period.

Retirement System

Credit Risk

Massachusetts General Laws (MGL), 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, 2020, the System maintained its investments in PRIT with a fair value of \$201,497,803, the same as the value of the pool share. PRIT is an external investment pool that is not registered with the Securities Exchange Commission. This investment type is not rated. PRIT issues separately available financial statements with a year end of June 30. PRIT was created under MGL, Chapter 32, Section 22, in December 1983. PRIT is operated under contract with a private investment advisor, approved by the Pension Reserves Investment Management Board (PRIM). PRIM chooses an investment advisor by requesting proposals from advisors and reviewing such proposals based on criteria adopted under MGL, Chapter 30B.

Custodial Credit Risk

As of December 31, 2020, the System's investments of \$201,497,803 were held in the State investment pool (PRIT) and are not subject to custodial credit risk disclosure.

Concentration of Credit Risk

Massachusetts General Laws 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. NRS invests in the PRIT fund.

Fair Value

Investments held in PRIT are valued at net asset value (NAV). There were no unfunded commitments. The redemption frequency is monthly with a 30-day redemption notice period.

NRS values its investments in good faith at the System's pro-rata interest in PRIT based upon audited financial statements or other information provided by the underlying investment manager (PRIM). The estimated fair value of these investments may differ significantly from values that would have been used had a ready market existed.

5. Receivables

Property Taxes and Excises Receivable

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 Assessors 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 (May 1), 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.

Motor vehicle excise taxes are assessed annually for every motor vehicle and trailer registered in the Commonwealth of Massachusetts. The Registry of Motor Vehicles annually calculates the value of all registered motor vehicles for the purpose of excise assessment. The amount of motor vehicle excise tax due is calculated using a fixed rate of \$25 per \$1,000 of value.

Taxes receivable at June 30, 2021 consist of the following:

	Gross Amount (fund basis)	Allowance for Doubtful Accounts	Net Amount (accrual basis)
<u>Receivables:</u>			
Real estate taxes	\$ 1,361,590	\$ -	\$ 1,361,590
Personal property taxes	873,743	(772,000)	101,743
Tax liens	1,453,833	-	1,453,833
Deferred taxes	575,068	-	575,068
CPA	19,279	-	19,279
Total property taxes	4,283,513	(772,000)	3,511,513
Excises	605,661	(267,000)	338,661
Grand total	\$ 4,889,174	\$ (1,039,000)	\$ 3,850,174

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

Departmental

Departmental receivables are primarily comprised of ambulance and waste removal receivables. Departmental receivables in the accompanying entity-wide financial statements reflect an estimated allowance for doubtful accounts of \$155,000.

Intergovernmental Receivables

This balance represents reimbursements requested from Federal and State agencies for expenditures incurred in fiscal year 2021 and future reimbursements from the Massachusetts School Board Authority (MSBA).

6. Interfund Transfers

The Town reports interfund transfers between many of its funds. The sum of all transfers presented in the table below agrees with the sum of interfund transfers presented in the governmental and proprietary fund financial statements.

<u>Governmental Funds:</u>	<u>Transfers In</u>	<u>Transfers Out</u>
General Fund	\$ 3,074,432	\$ 7,609,338
Community Preservation Fund	-	1,518,734
Public Safety Building Fund	1,600,000	-
Nonmajor Governmental Funds:		
Special Revenue Funds:		
Receipts reserved for appropriation	-	21,390
Capital Project Funds:		
Sunita L. Williams School	1,200,000	-
School Replace Equipment - Technology	586,575	-
NPDES Site Improvement	480,500	-
DPW Boiler Replacement	460,000	-
Other capital project funds	<u>2,737,558</u>	<u>6,021</u>
Subtotal Nonmajor Governmental Funds	5,464,633	27,411
<u>Business-Type Funds:</u>		
Sewer Fund	544,698	465,865
Water Fund	<u>-</u>	<u>1,062,415</u>
Subtotal Business-Type Funds:	<u>544,698</u>	<u>1,528,280</u>
Grand Total	\$ <u><u>10,683,763</u></u>	\$ <u><u>10,683,763</u></u>

The \$1,528,280 from the sewer and water funds were transferred to the general fund to reimburse indirect costs and special articles.

The \$544,698 transfer from the general fund into the enterprise funds represents a subsidy to the sewer fund to cover storm water expenses funded by general revenues. Most of the transfers out of the general fund represent the Town's practice of using *free cash* (available unassigned fund balance as certified by the Massachusetts Department of Revenue) and overlay surplus to the various major and non-major capital project funds.

Transfers out of the general fund represent the Town's practice of funding capital activity with current year revenues as well as paying down some capital projects short-term notes payable with debt service appropriation.

Other transfers are used to (1) move revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them, (2) use unrestricted revenues collected in the general fund to finance various programs accounted for in other funds in accordance with budgetary authorizations.

7. Capital Assets

Capital asset activity for the year ended June 30, 2021 was as follows (in thousands):

	Beginning <u>Balance</u>	<u>Increases</u>	<u>Decreases</u>	Ending <u>Balance</u>
Governmental Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 279,594	\$ 53,021	\$ -	\$ 332,615
Machinery, equipment, and furnishings	19,113	4,556	(1,912)	21,757
Vehicles	8,641	646	(241)	9,046
Infrastructure	<u>48,287</u>	<u>596</u>	<u>-</u>	<u>48,883</u>
Total capital assets, being depreciated	355,635	58,819	(2,153)	412,301
Less accumulated depreciation for:				
Buildings and improvements	(83,454)	(8,721)	-	(92,175)
Machinery, equipment, and furnishings	(14,149)	(2,243)	1,878	(14,514)
Vehicles	(6,923)	(914)	241	(7,596)
Infrastructure	<u>(25,348)</u>	<u>(1,705)</u>	<u>-</u>	<u>(27,053)</u>
Total accumulated depreciation	<u>(129,874)</u>	<u>(13,582)</u>	<u>2,119</u>	<u>(141,338)</u>
Capital assets, being depreciated, net	225,761	45,236	(34)	270,963
Capital assets, not being depreciated:				
Land	37,355	-	-	37,355
Works of art	120	-	-	120
Construction in progress	<u>100,883</u>	<u>25,003</u>	<u>(58,770)</u>	<u>67,116</u>
Total capital assets, not being depreciated	<u>138,358</u>	<u>25,003</u>	<u>(58,770)</u>	<u>104,591</u>
Governmental activities capital assets, net	<u>\$ 364,119</u>	<u>\$ 70,239</u>	<u>\$ (58,805)</u>	<u>\$ 375,554</u>

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Business-Type Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 21,137	\$ -	\$ -	\$ 21,137
Plant	6,600	-	-	6,600
Machinery, equipment, and furnishings	3,010	608	(84)	3,534
Vehicles	1,133	-	(153)	980
Infrastructure	<u>81,160</u>	<u>507</u>	<u>(2)</u>	<u>81,664</u>
Total capital assets, being depreciated	113,040	1,115	(239)	113,915
Less accumulated depreciation for:				
Buildings and improvements	(4,980)	(480)	(73)	(5,532)
Plant	(4,244)	(214)	-	(4,458)
Machinery, equipment, and furnishings	(2,441)	(228)	84	(2,585)
Vehicles	(1,056)	(34)	153	(937)
Infrastructure	<u>(45,139)</u>	<u>(1,443)</u>	<u>(89)</u>	<u>(46,671)</u>
Total accumulated depreciation	<u>(57,860)</u>	<u>(2,399)</u>	<u>76</u>	<u>(60,184)</u>
Capital assets, being depreciated, net	55,180	(1,285)	(164)	53,732
Capital assets, not being depreciated:				
Land	268	-	-	268
Construction in progress	<u>3,791</u>	<u>569</u>	<u>(507)</u>	<u>3,853</u>
Total capital assets, not being depreciated	<u>4,059</u>	<u>569</u>	<u>(507)</u>	<u>4,121</u>
Business-type activities capital assets, net	<u>\$ 59,239</u>	<u>\$ (715)</u>	<u>\$ (671)</u>	<u>\$ 57,853</u>

Depreciation expense was charged to functions of the Town as follows:

Governmental Activities:	
General government	\$ 1,822,823
Public safety	668,786
Education	7,146,694
Public works	3,188,223
Building design and construction	66,732
Health and human services	233,523
Culture and recreation	<u>455,603</u>
Total depreciation expense - governmental activities	<u>\$ 13,582,384</u>
Business-Type Activities:	
Sewer	\$ 992,362
Water	<u>1,407,286</u>
Total depreciation expense - business-type activities	<u>\$ 2,399,648</u>

8. Deferred Outflows of Resources

Deferred outflows of resources represent the consumption of net position by the Town that is applicable to future reporting periods. Deferred outflows of resources have a positive effect on net position, similar to assets. Deferred outflows of resources related to pensions and OPEB, in accordance with GASB Statements No. 68 and 75, are more fully discussed in the corresponding pension and OPEB notes.

9. Accrued Liabilities

Accrued liabilities primarily represent accrued payroll and withholdings. In the government-wide Statement of Net Position, 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. Notes Payable

At year-end, the Town had no general obligation bond anticipation notes outstanding.

The following summarizes activity in notes payable during fiscal year 2021:

<u>Purpose</u>	<u>Balance Beginning of Year</u>	<u>New Issues</u>	<u>Maturities</u>	<u>Balance End of Year</u>
Central Ave. Elementary School	\$ 1,200,000	\$ -	\$ (1,200,000)	\$ -
Central Ave. Elementary School	-	1,200,000	(1,200,000)	-
Public Safety Building and Fire Station #2	-	1,600,000	(1,600,000)	-
Rosemary Recreational Complex	-	20,000	(20,000)	-
High School Expansion Design	-	9,500	(9,500)	-
High School Expansion Construction	-	84,000	(84,000)	-
Memorial Park Building Construction	-	90,000	(90,000)	-
Public Works Infrastructure Program	-	5,000	(5,000)	-
Public Works Storage Facility	-	50,000	(50,000)	-
Mitchell School Restroom Upgrades	-	16,700	(16,700)	-
Wastewater System Rehab	-	7,550	(7,550)	-
Water System Rehabilitation Program	-	12,000	(12,000)	-
Water Distribution System Improvements	-	35,735	(35,735)	-
Water Distribution System Improvements	-	350,000	(350,000)	-
RTS Property Improvements	-	50,000	(50,000)	-
Total	\$ 1,200,000	\$ 3,530,485	\$ (4,730,485)	\$ -

12. Long-Term Debt

General Obligation Bonds and Direct Borrowings

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 and direct borrowings (issuances through the MA Water Resources Authority) currently outstanding are as follows:

	Original Amount	Interest Rate(s) %	Date of Issue	Date of Maturity	Amount Outstanding as of 6/30/21
<u>Governmental Activities</u>					
Public offering bonds:					
Town Hall, Parking and Bridge	\$ 2,460,000	2.00 - 3.125	10/05/11	08/01/26	\$ 705,000
GOB - Refunding FY2012	10,995,000	2.00 - 4.00	06/06/12	11/01/23	1,915,000
Municipal Purpose FY 2013	12,244,000	2.00 - 4.00	10/03/12	07/15/32	6,100,000
Municipal Purpose FY 2013	5,945,000	2.00 - 4.00	06/18/13	11/01/32	3,410,000
Municipal Purpose FY 2014	6,085,000	3.00 - 4.00	12/02/13	07/15/33	3,335,000
Municipal Purpose FY 2014	5,032,000	2.00 - 2.50	06/02/14	05/15/34	905,000
Municipal Purpose FY 2015	13,425,000	2.00 - 4.00	04/01/15	11/15/33	4,175,000
High School, High Rock and Pollard Schools	6,645,000	2.00 - 4.00	06/16/16	08/01/27	4,635,000
Municipal Purpose FY 2017	10,945,000	3.00 - 4.00	01/05/17	01/15/42	7,390,000
Municipal Purpose FY 2018	31,000,000	3.00 - 4.00	07/17/18	07/15/38	26,465,000
Municipal Purpose FY 2020	27,500,000	2.625 - 5.00	10/01/19	08/01/44	24,275,000
Municipal Purpose FY 2020	25,185,000	2.00 - 5.00	06/25/20	02/01/40	23,139,000
Municipal Purpose FY 2021	4,668,000	2.00 - 5.00	04/14/21	06/30/41	4,668,000
Municipal Purpose FY 2021	19,407,000	2.00 - 5.00	04/14/21	06/30/41	19,407,000
Total Governmental Activities					\$ <u>130,524,000</u>
<u>Business-Type Activities</u>					
Public offering bonds:					
Municipal Purpose FY 2014	\$ 5,032,000	2.00 - 2.50	06/02/14	05/15/34	\$ 1,295,000
Municipal Purpose FY 2015	13,425,000	2.00 - 4.00	04/01/15	11/15/33	1,695,000
Municipal Purpose FY 2020	25,185,000	2.00 - 5.00	06/25/20	02/01/28	56,000
Total public offering bonds					<u>3,046,000</u>
Direct borrowings:					
MA Water Resources Authority	765,335	2.00	06/01/12	07/15/30	438,660
MA Water Resources Authority	9,055,822	2.00	05/22/13	01/15/33	3,926,369
MA Water Resources Authority	2,310,813	3.00 - 4.00	05/11/17	01/15/28	1,563,705
MA Water Resources Authority	440,000	0.00	11/26/19	11/15/24	352,000
Total direct borrowings					<u>6,280,734</u>
Total Business-Type Activities					\$ <u>9,326,734</u>

Future Debt Service

The annual payments to retire all general obligation and direct borrowing long-term debt outstanding as of June 30, 2021 are as follows:

<u>Governmental</u>	<u>General Obligation Bonds</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022	\$ 13,654,000	\$ 4,609,471	\$ 18,263,471
2023	10,300,000	4,284,950	14,584,950
2024	10,200,000	3,807,981	14,007,981
2025	9,260,000	3,351,138	12,611,138
2026	8,260,000	2,939,456	11,199,456
2027 - 2031	32,755,000	9,795,535	42,550,535
2032 - 2036	24,185,000	4,642,025	28,827,025
2037 - 2041	17,370,000	1,892,313	19,262,313
2042 - 2046	4,540,000	238,150	4,778,150
Total	<u>\$ 130,524,000</u>	<u>\$ 35,561,018</u>	<u>\$ 166,085,018</u>

<u>Business-Type</u>	<u>General Obligation Bonds</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022	\$ 446,000	\$ 94,175	\$ 540,175
2023	420,000	78,175	498,175
2024	235,000	67,025	302,025
2025	235,000	59,075	294,075
2026	195,000	51,925	246,925
2027 - 2031	960,000	172,150	1,132,150
2032 - 2036	555,000	32,025	587,025
Total	<u>\$ 3,046,000</u>	<u>\$ 554,550</u>	<u>\$ 3,600,550</u>

<u>Business-Type</u>	<u>MWRA Direct Borrowings</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022	\$ 666,985	\$ 86,900	\$ 753,885
2023	674,091	80,293	754,384
2024	645,439	73,544	718,983
2025	652,855	66,649	719,504
2026	572,430	59,606	632,036
2027 - 2031	2,342,231	186,960	2,529,191
2032 - 2036	726,703	21,879	748,582
Total	<u>\$ 6,280,734</u>	<u>\$ 575,831</u>	<u>\$ 6,856,565</u>

Bond Authorizations

Long-term debt authorizations which have not been issued or rescinded as of June 30, 2021 are as follows:

<u>Date Authorized</u>	<u>Purpose</u>	<u>Amount</u>
October 2016	Hillside School Construction	\$ 226,633
May 2017	Rosemary Recreation Complex	87,500
May 2018	RTS Property Repairs	535,000
May 2018	Memorial Park Building	38,000
May 2018	Public Works Storage Facility	2,353,000
October 2018	Public Safety Building & Fire Station #2	11,902,000
May 2019	Water Distribution Improvements	4,150,000
June 2020	Mitchell School Restroom Upgrades	660,000
	Total	<u>\$ 19,952,133</u>

Changes in Long-term Liabilities

During the year ended June 30, 2021, the following changes occurred in long-term liabilities (in thousands):

	Total Balance <u>7/1/20</u>	<u>Additions</u>	<u>Reductions</u>	Total Balance <u>6/30/21</u>	Less Current Portion	Equals Long-Term Portion <u>6/30/21</u>
<u>Governmental Activities</u>						
Bonds payable - public offerings	\$ 125,179	\$ 24,075	\$ (18,729)	\$ 130,525	\$ (13,654)	\$ 116,871
Unamortized bond premium	8,970	2,280	(791)	10,459	(905)	9,554
Subtotal bonds payable	134,149	26,355	(19,520)	140,984	(14,559)	126,425
Net pension liability	81,001	-	(10,050)	70,951	-	70,951
Net OPEB liability	74,720	-	(6,560)	68,160	-	68,160
Accrued employee benefits	6,652	368	(53)	6,967	(1,742)	5,225
Landfill closure	507	-	(56)	451	(56)	395
Totals	<u>\$ 297,029</u>	<u>\$ 26,723</u>	<u>\$ (36,239)</u>	<u>\$ 287,513</u>	<u>\$ (16,357)</u>	<u>\$ 271,156</u>
<u>Business-Type Activities</u>						
Bonds payable - public offerings	\$ 3,662	\$ -	\$ (616)	\$ 3,046	\$ (446)	\$ 2,600
Bonds payable - direct offerings	6,941	-	(660)	6,281	(667)	5,614
Subtotal bonds payable	10,603	-	(1,276)	9,327	(1,113)	8,214
Net pension liability	3,370	-	(626)	2,744	-	2,744
Net OPEB liability	1,702	-	(842)	860	-	860
Accrued employee benefits	347	-	(40)	307	(307)	-
Totals	<u>\$ 16,022</u>	<u>\$ -</u>	<u>\$ (2,784)</u>	<u>\$ 13,238</u>	<u>\$ (1,420)</u>	<u>\$ 11,818</u>

Current Year Refundings

On April 14, 2021 the Town issued general obligation bonds in the amount of \$4,668,000 with a variable interest rate ranging from 2.0 - 5.0% to refund \$5,455,000 of term bonds with an interest rate ranging from 2.625% - 4.0%. The net proceeds on this refunding were \$5,500,615. As a result of the refunding, the Town reduced its total debt service requirement by \$720,714 with a net present value savings of \$529,967 (economic gain).

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, 2021, the amount of defeased debt outstanding but removed from the governmental activities and business-type activities was \$12,435,000.

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 \$451,323 reported as postclosure care liability at June 30, 2021 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 2021. Actual cost may be higher due to inflation, changes in technology, or changes in regulations.

14. Deferred Inflows of Resources

Deferred inflows of resources are the acquisitions of net assets by the Town that are applicable to future reporting periods. Deferred inflows of resources have a negative effect on net position, similar to liabilities. The Town reports three items as deferred inflows of resources: one which is attributable to changes in the net pension liability, changes in OPEB liability, and the other one which arises from the current financial resources measurement focus and the modified accrual basis of accounting in governmental funds. Deferred inflows of resources related to pension and OPEB will be recognized as expense in future years and are more fully described in the corresponding pension and OPEB notes.

The balance of the General Fund *unavailable revenues* account is equal to the total of all June 30, 2021 receivable balances, except real and personal property taxes that are accrued for subsequent 60-day collections.

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.

The following types of fund balances are reported at June 30, 2021:

Nonspendable

This fund balance classification represents nonmajor governmental fund reserves for the principal portion of permanent trust funds.

Restricted

This fund balance classification includes general fund encumbrances funded by bond issuances, community preservation funds, various special revenue funds, and the income portion of permanent trust funds.

Committed

This fund balance classification includes general fund encumbrances for non-lapsing, special article appropriations approved at Town Meeting, and capital project funds funded by cash capital.

Assigned

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, 2021:

	General Fund	Community Preservation Fund	Public Safety Building Fund	Nonmajor Governmental Funds	Total Governmental Funds
Nonspendable					
Permanent funds	\$ -	\$ -	\$ -	\$ 188,478	\$ 188,478
Total Nonspendable	-	-	-	188,478	188,478
Restricted					
Debt service	733,044	-	-	-	\$ 733,044
Community preservation	-	9,191,623	-	-	9,191,623
Bonded projects	-	-	3,494,739	108,579	3,603,318
Special revenue funds:					
Expendable trust funds	-	-	-	3,244,678	3,244,678
Circuit Breaker	-	-	-	1,715,210	1,715,210
School lunch	-	-	-	127,648	127,648
RRFA - parking meter fund	-	-	-	379,224	379,224
RRFA - bond premiums	-	-	-	730,798	730,798
Insurance loss replacement	-	-	-	217,582	217,582
Facility activity use	-	-	-	357,394	357,394
Pupil transportation	-	-	-	225,612	225,612
Parks and recreation revolving	-	-	-	267,696	267,696
Other special revenue funds	-	-	-	2,628,690	2,628,690
Total Restricted	733,044	9,191,623	3,494,739	10,003,111	23,422,517
Committed					
Continuing appropriations articles	3,483,861	-	-	-	3,483,861
Compensated absences	337,791	-	-	-	337,791
Capital improvement stabilization	1,097,070	-	-	-	1,097,070
Capital facility stabilization	1,921,686	-	-	-	1,921,686
Athletic facility stabilization	270,204	-	-	-	270,204
Debt service stabilization	2,154,083	-	-	-	2,154,083
Capital projects	-	-	-	7,947,152	7,947,152
Total Committed	9,264,695	-	-	7,947,152	17,211,847
Assigned					
Encumbrances	3,627,289	-	-	-	3,627,289
For next year's expenditures:					
Primarily for capital	10,688,723	-	-	-	10,688,723
Total Assigned	14,316,012	-	-	-	14,316,012
Unassigned					
General fund	23,570,661	-	-	-	23,570,661
Stabilization fund	4,492,393	-	-	-	4,492,393
Police and fire details	-	-	-	(491,904)	(491,904)
Capital projects	-	-	-	(415,056)	(415,056)
Total Unassigned	28,063,054	-	-	(906,960)	27,156,094
Total Fund Balance	\$ 52,376,805	\$ 9,191,623	\$ 3,494,739	\$ 17,231,781	\$ 82,294,948

Stabilization Fund Arrangements

In accordance with Massachusetts General Laws, Section 5B of Chapter 40, as amended by Section 22 of Chapter 218 of the Acts of 2016, the Town maintains five stabilization funds. Per Chapter 218, balances in the stabilization funds can be expended only upon appropriation at Town Meeting. Additionally, transfers to the stabilization funds are required to be approved at Town Meeting. The Town maintains the following stabilization funds:

- General stabilization – established around 1970, for general purposes.
- Capital improvement stabilization – established in May 2004, to reserve funds for the acquisition of new equipment, and/or the replacement of existing equipment (in both cases relating to equipment for which the Town may borrow for 5 years,

or more), and/or for building/facility improvements with a cost of less than \$250,000.

- Capital facility stabilization – established in May 2007, to reserve funds for design, maintenance, renovation or reconstruction relating to the structural integrity of the capital facilities.
- Athletic facility stabilization – established in May 2012, to reserve funds for the renovation and reconstruction of the Town’s athletic facilities.
- Debt service stabilization – established in November 2015, to reserve funds to pay certain debt obligations, when necessary. The fund is intended to be part of the Town’s overall planning strategy for addressing capital facility needs.

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. Retirement System

The Town follows the provisions of GASB Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27*, with respect to the employees’ retirement funds.

Plan Description

Employees of the Town (except teachers and administrators under contract employed by the School Department) who meet the membership eligibility requirements of Chapter 32 of the Massachusetts General Laws are members of the Needham Contributory Retirement System (the System), a cost-sharing, multiple-employer public employee defined benefit retirement system (PERS). Eligibility includes employees working over twenty hours per week and excludes part-time and seasonal employees. Eligible employees must participate in the System. 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 System, contribution percentages and benefits paid. The System Retirement Board does not have the authority to amend benefit provisions. Additional information is disclosed in the System’s annual financial reports publicly available from the System located at 1471 Highland Avenue, Needham, Massachusetts 02492.

Participant Retirement Benefits

The System provides for retirement allowance benefits up to a maximum of 80% of a member's highest 3-year average annual rate of regular compensation for those hired prior to April 2, 2012 and the highest five-year average annual rate of regular compensation for those first becoming members of the Massachusetts System on or after that date. However, per Chapter 176 of the Acts of 2011, for members who retire on or after April 2, 2012, if in the 5 years of creditable service immediately preceding retirement, the difference in the annual rate of regular compensation between any 2 consecutive years exceeds 100 percent, the normal yearly amount of the retirement allowance shall be based on the average annual rate of regular compensation received by the member during the period of 5 consecutive years preceding retirement. Benefit payments are based upon a member's age, length of creditable service, level of compensation and group classification.

If a participant was a member prior to February 2012, a retirement allowance may be received at any age, upon attaining 20 years of service. The plan also provides for retirement at age 55 if the participant was a member prior to January 1, 1978, with no minimum vesting requirements. If the participant was a member on or after January 1, 1978 and a member of Groups 1 or 2, then a retirement allowance may be received if the participant (1) has at least 10 years of creditable service, (2) is age 55, (3) voluntarily left Town employment on or after that date, and (4) left accumulated annuity deductions in the fund. Members of Group 4 have no minimum vesting requirements, however, must be at least age 55. Groups 2 and 4 require that participants perform the duties of the Group position for at least 12 months immediately prior to retirement.

A participant who became a member on or after April 2, 2012 is eligible for a retirement allowance upon 10 years creditable service and reaching ages 60 or 55 for Groups 1 and 2, respectively. Participants in Group 4 must be at least age 55. Groups 2 and 4 require that participants perform the duties of the Group position for at least 12 months immediately prior to retirement.

A retirement allowance consists of two parts: an annuity and a pension. A member's accumulated total deductions and a portion of the interest they generate constitute the annuity. The difference between the total retirement allowance and the annuity is the pension. The average retirement benefit is approximately 80-85% pension and 15-20% annuity.

Participant Refunds

Employees who resign from service and who are not eligible to receive a retirement allowance are entitled to request a refund of their accumulated total deductions. Members voluntarily withdrawing with at least 10 years of service or involuntarily withdrawing, receive 100% of the regular interest that has accrued on those accumulated total deductions. Members voluntarily withdrawing with less than 10 years of service get credited interest each year at a rate of 3%.

Participants' Contributions

Participants contribute a set percentage of their gross regular compensation annually. Employee contribution percentages are specified in Chapter 32 of the Massachusetts General Laws. The employee's individual contribution percentage is determined by their date of entry into the system. In addition, all employees hired on or after January 1, 1979 contribute an additional 2% on all gross regular compensation 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%

For those members entering a Massachusetts System on or after April 2, 2012 in Group 1, the contribution rate will be reduced to 6% when at least 30 years of creditable service has been attained.

Employer Contributions

Employers are required to contribute at actuarially determined rates as accepted by the Public Employee Retirement Administration Commission (PERAC).

The Town's contribution to the System for the year ended June 30, 2021 was \$9,368,084, which was equal to its annual required contribution.

Summary of Significant Accounting Policies

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the System and additions to/deductions from System's fiduciary net position have been determined on the same basis as they are reported by System. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value.

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred (Inflows) of Resources Related to Pensions

At June 30, 2021, the Town reported a liability of \$73,694,482 for its proportionate share of the net pension liability. The net pension liability was measured as of December 31, 2020, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of January 1, 2020. The Town's proportion of the net pension liability was based on a projection of the Town's long-term share of contributions to the pension plan relative to the projected contributions of all participating employers, actuarially determined. At December 31, 2020, the Town's proportion was 98.47% percent.

For the year ended June 30, 2021, the Town recognized pension expense of \$11,037,864. In addition, the Town reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred (Inflows) of Resources
Differences between expected and actual experience	\$ 168,778	\$ (1,070,327)
Changes of assumptions	14,272,745	-
Changes in proportion	124,006	(156,557)
Net difference between projected and actual earnings on pension plan investments	-	(12,317,596)
Total	<u>\$ 14,565,529</u>	<u>\$ (13,544,480)</u>

Amounts reported as deferred outflows of resources and deferred (inflows) of resources related to pensions will be recognized in pension expense as follows:

Year ended June 30:	Deferred Outflows (Inflows) of Resources
2022	\$ 1,472,398
2023	2,301,683
2024	(758,836)
2025	<u>(1,994,196)</u>
Total	<u>\$ 1,021,049</u>

Actuarial Assumptions

A summary of the actuarial assumptions as of the latest actuarial valuation is shown below:

Valuation date	1/1/2020
Actuarial cost methods	Entry Age Normal
Actuarial assumptions:	
Investment rate of return	6.50%
Projected salary increases	Ranging from 6.00% decreasing to 3.75% for Group 1 Ranging from 6.00% decreasing to 4.00% for Group 2 Ranging from 7.00% decreasing to 4.25% for Group 3
Inflation rate	3.00%
Post-retirement cost-of-living adjustment	3% of the first \$14,000

Actuarial valuation of the ongoing Systems involves estimates of the reported amounts and assumptions about probability of occurrence of events far into the future. Examples include assumptions about future employment mortality and future salary increases. Amounts determined regarding the net pension liability are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Mortality rates were based on:

- Pre-Retirement: RP-2014 Blue Collar Employee Mortality Table projected generationally using Scale MP-2016
- Healthy: RP-2014 Blue Collar Employee and Healthy Annuitant Mortality Tables projected generationally using Scale MP-2016
- Disabled: RP-2000 Healthy Annuitant Mortality Table projected generationally from 2015 with Scale BB2D

Target Allocations

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimates ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for each major asset class included in the System's targeted asset allocation as of June 30, 2021, are summarized in the following table.

<u>Asset Class</u>	<u>Target Asset Allocation</u>	<u>Long-term Expected Real Rate of Return</u>
Domestic equity	22.00%	6.28%
International developed markets equity	12.00%	7.00%
International emerging markets equity	5.00%	8.82%
Core fixed income	15.00%	0.38%
High-yield fixed income	8.00%	2.97%
Real estate	10.00%	3.50%
Timber	4.00%	3.45%
Hedge fund, GTAA, risk parity	10.00%	2.35%
Private equity	14.00%	10.11%
Total	<u>100.00%</u>	

Discount Rate

The discount rate used to measure the total pension liability was 6.50%. The projection of cash flows used to determine the discount rate assumed that the plan member contributions will be made at the current contribution rate and that employer contributions will be made at contractually required rates, actuarially determined. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments to current active and inactive plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following presents the Town's proportionate share of the net pension liability calculated using the discount rate of 6.50%, as well as what the Town's proportionate share of the net pension liability would be if it were calculated using a discount rate that is one percentage-point lower or one percentage-point higher than the current rate:

<u>1% Decrease (5.50%)</u>	<u>Current Discount Rate (6.50%)</u>	<u>1% Increase (7.50%)</u>
\$ 107,468,369	\$ 73,694,482	\$ 47,477,527

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's fiduciary net position is available in the separately issued System financial report.

18. Massachusetts Teachers' Retirement System (MTRS)

Plan Description

The Massachusetts Teachers' Retirement System (MTRS) is a public employee retirement system (PERS) that administers a cost-sharing multi-employer defined benefit plan, as defined in Governmental Accounting Standards Board (GASB) Statement No. 67, *Financial Reporting for Pension Plans*. MTRS is managed by the Commonwealth on behalf of municipal teachers and municipal teacher retirees. The Commonwealth is a nonemployer contributor and is responsible for all contributions and future benefit requirements of the MTRS. The MTRS covers certified teachers in cities (except Boston), towns, regional school districts, charter schools, educational collaboratives, and Quincy College. The MTRS is part of the Commonwealth's reporting entity and does not issue a stand-alone audited financial report.

Management of MTRS is vested in the Massachusetts Teachers' Retirement Board (MTRB), which consists of seven members—two elected by the MTRS members, one who is chosen by the six other MTRB members, the State Treasurer (or their designee), the State Auditor (or their designee), a member appointed by the Governor, and the Commissioner of Education (or their designee), who serves ex-officio as the Chairman of the MTRB.

Benefits Provided

MTRS provides retirement, disability, survivor, and death benefits to members and their beneficiaries. Massachusetts General Laws (MGL) establishes uniform benefit and contribution requirements for all contributory PERS. These requirements provide for superannuation retirement allowance benefits up to a maximum of 80% of a member's highest three-year average annual rate of regular compensation. For employees hired after April 1, 2012, retirement allowances are calculated on the basis of the last five years or any five consecutive years, whichever is greater in terms of compensation. Benefit payments are based upon a member's age, length of creditable service, and group creditable service, and group classification. The authority for amending these provisions rests with the Legislature.

Members become vested after ten years of creditable service. A superannuation retirement allowance may be received upon the completion of twenty years of creditable service or upon reaching the age of 55 with ten years of service. Normal retirement for most employees occurs at age 65. Most employees who joined the system after April 1, 2012 cannot retire prior to age 60.

The MTRS' funding policies have been established by Chapter 32 of the MGL. The Legislature has the authority to amend these policies. The annuity portion of the MTRS retirement allowance is funded by employees, who contribute a percentage of their regular compensation. Costs of administering the plan are funded out of plan assets.

Contributions

Member contributions for MTRS vary depending on the most recent date of membership:

<u>Membership Date</u>	<u>% of Compensation</u>
Prior to 1975	5% of regular compensation
1975 to 1983	7% of regular compensation
1984 to 6/30/1996	8% of regular compensation
7/1/1996 to present	9% of regular compensation
7/1/2001 to present	11% of regular compensation (for teachers hired after 7/1/01 and those accepting provisions of Chapter 114 of the Acts of 2000)
1979 to present	An additional 2% of regular compensation in excess of \$30,000

Actuarial Assumptions

The total pension liability for the June 30, 2020 measurement date was determined by an actuarial valuation as of January 1, 2020 rolled forward to June 30, 2020. This valuation used the following assumptions:

- (a) 7.15% (changed from 7.25%) investment rate of return, (b) 3.50% interest rate credited to the annuity savings fund and (c) 3.00% cost of living increase on the first \$13,000 per year.
- Salary increases are based on analyses of past experience but range from 4.00% to 7.50% depending on length of service.
- Experience study is dated July 21, 2014 and encompasses the period January 1, 2006 to December 31, 2011, updated to reflect post-retirement mortality through January 1, 2017.
- Mortality rates were as follows:
 - Pre-retirement – reflects Pub-2010 Teachers Employees mortality table (headcount weighted) projected generationally with Scale MP-2018 (gender distinct).
 - Post-retirement – reflects Pub-2010 Teachers Retirees mortality table (headcount weighted) projected generationally with Scale MP-2018 (gender distinct).
 - Disability – assumed to be in accordance with the Pub-2010 Teachers Retirees Mortality Table (headcount weighted) projected generationally with Scale MP-2018 (gender distinct).

Target Allocation

Investment assets of the MTRS are with the Pension Reserves Investment Trust (PRIT) Fund. The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future rates of return are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage. Best estimates of geometric rates of return for each major asset class included in the PRIT Fund's target asset allocation as of June 30, 2020 are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return</u>
Global equity	39.00%	4.80%
Core fixed income	15.00%	0.70%
Private equity	13.00%	8.20%
Portfolio completion strategies	11.00%	3.20%
Real estate	10.00%	3.50%
Value added fixed income	8.00%	4.20%
Timber/natural resources	4.00%	4.10%
Total	<u>100.00%</u>	

Discount Rate

The discount rate used to measure the total pension liability was 7.15%. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and the Commonwealth's contributions will be made at rates equal to the difference between actuarially determined contribution rates and the member rates. Based on those assumptions, the net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity Analysis

The following illustrates the sensitivity of the collective net pension liability to changes in the discount rate. In particular, the table presents the MTRS collective net pension liability assuming it was calculated using a single discount rate that is one-percentage-point lower or one-percentage-point higher than the current discount rate (amounts in thousands):

<u>1% Decrease to 6.15%</u>	<u>Current Discount Rate 7.15%</u>	<u>1% Increase to 8.15%</u>
\$ 35,411,955	\$ 28,544,844	\$ 22,908,510

Special Funding Situation

The Commonwealth is a nonemployer contributor and is required by statute to make all actuarial determined employer contributions on behalf of the member employers. Therefore, these employers are considered to be in a special funding situation as defined by GASB Statement No. 68, *Accounting and Financial Reporting for Pensions* (GASB 68) and the Commonwealth is a nonemployer contributing entity in MTRS. Since the employers do not contribute directly to MTRS, there is no net pension liability to recognize for each employer.

Town Proportions

In fiscal year 2020 (the most recent measurement period), the Town's proportionate share of the MTRS' collective net pension liability was \$202,510,698 based on a proportionate share of 0.709448%. As required by GASB 68, the Town has recognized its portion of the Commonwealth's contribution as of \$11,020,792 as both a revenue and expenditure in the general fund, and its portion of the collective pension expense of \$25,012,972 as both a revenue and expense in the governmental activities.

19. Other Post-Employment Benefits (GASB 74 and 75)

GASB Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans (OPEB)*, replaces the requirements of Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. This applies if a trust fund has been established to fund future OPEB costs. In prior years the Town established a single employer defined benefit OPEB Trust Fund to provide funding for future employee health care costs. The OPEB Trust Fund does not issue a stand-alone financial report.

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, replaces the requirements of Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The Statement establishes standards for recognizing and measuring liabilities, deferred outflows of resources, deferred inflows of resources, and expense/expenditures. This Statement identifies the methods and assumptions that are required to be used to project benefit payments, discounted projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service.

All the following OPEB disclosures are based on a measurement date of June 30, 2021.

General Information about the OPEB Plan

Plan Description

The Town provides post-employment healthcare benefits for retired employees through the Town's plan. The Town provides health insurance coverage through a variety of health plans through the West Suburban Health Group, a municipal joint purchase group organized under Massachusetts General Laws Chapter 32B §12. The benefits, benefit

levels, employee contributions, and employer contributions are governed by Chapter 32 of the Massachusetts General Laws.

Benefits Provided

The Town provides medical and prescription drug insurance to retirees and their covered dependents. All active employees who retire from the Town and meet the eligibility criteria will receive these benefits.

Funding Policy

The Town's funding policy includes funding the OPEB fund on a pay-as-you-go basis and making additional contributions based on actuarially determined amounts or annual budget limitations/authorizations.

Plan Membership

At June 30, 2020, the following employees were covered by the benefit terms:

Retirees/Disabled	933
Active employees	<u>1,342</u>
Total	<u><u>2,275</u></u>

Investments

The OPEB trust fund assets are invested with the Commonwealth's State Retirees Benefit Trust Fund.

Rate of Return

For the year ended June 30, 2021, the annual money-weighted rate of return on investments, net of investment expense, was 28.97 percent. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Actuarial Assumptions and Other Inputs

The net OPEB liability was determined by an actuarial valuation as of June 30, 2020, using the following actuarial assumptions, applied to all periods included in the measurement, unless otherwise specified:

Inflation	2.50%
Salary increases	3.00%
Investment rate of return	6.41%
Discount rate	6.50%
Healthcare cost trend rates	4.50% for 2021, based on the SOA Getzen Model of Long-Run Medical Cost Trends
Participation rate	80% of eligible employees
Retirees' share of benefit-related costs	26%-50%, depending on the retiree's plan

Mortality rates were based on:

- RP-2014 Employees Mortality Table projected generationally with scale MP-2016 for males and females, set forward 1 year for females
- RP-2014 Healthy Annuitant Mortality Table projected generationally with scale MP-2016 for males and females, set forward 1 year for females
- RP-2014 Healthy Annuitant Mortality Table projected generationally with scale MP-2016 for males and females, set forward 1 year

The actuarial assumptions used in the valuation primarily reflect the latest experience studies of the Massachusetts PERAC issued in 2014 and their most recent analysis of retiree mortality during 2015 and 2016.

Target Allocations

The long-term expected rate of return on OPEB plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for each major asset class included in the target asset allocation as of June 30, 2020 are summarized in the following table.

<u>Asset Class</u>	<u>Target Asset Allocation</u>	<u>Long-term Expected Real Rate of Return</u>
Domestic equity - Large Cap	14.50%	4.42%
Domestic equity - Small/Mid Cap	3.50%	4.81%
International developed markets equity	16.00%	4.91%
International emerging markets equity	6.00%	5.58%
Domestic Fixed Income	20.00%	1.00%
International Fixed Income	3.00%	1.04%
Alternatives	23.00%	5.98%
Real Estate	14.00%	6.25%
Total	<u>100.00%</u>	

Contributions

The Town's policy is to contribute the ADC.

Discount Rate

The discount rate used to measure the net OPEB liability was 6.5%. The projection of cash flows used to determine the discount rate assumed that contributions from plan members will be made at the current contribution rate.

Based on those assumptions, the OPEB plan fiduciary net position was projected to be available to make all projected future benefit payments of current plan members.

Net OPEB Liability

The components of the net OPEB liability, measured as of June 30, 2021, were as follows:

Total OPEB liability	\$ 129,196,503
Plan fiduciary net position	<u>60,176,478</u>
Net OPEB liability	<u>\$ 69,020,025</u>

The fiduciary net position has been determined on the same basis used by the OPEB Plan. For this purpose, the Plan recognizes benefit payments when due and payable.

Changes in the Net OPEB Liability

	Increase (Decrease)		
	Total OPEB Liability (a)	Plan Fiduciary Net Position (b)	Net OPEB Liability (a) - (b)
Balances, beginning of year	\$ 119,161,758	\$ 42,740,645	\$ 76,421,113
Changes for the year:			
Service cost	3,085,625	-	3,085,625
Interest	8,384,081	-	8,384,081
Contributions - employer	-	8,650,376	(8,650,376)
Net investment income	-	13,820,192	(13,820,192)
Differences between expected and actual experience	(293,339)	-	(293,339)
Changes in assumptions or other inputs	3,893,113	-	3,893,113
Benefit payments	<u>(5,034,735)</u>	<u>(5,034,735)</u>	<u>-</u>
Net Changes	<u>10,034,745</u>	<u>17,435,833</u>	<u>(7,401,088)</u>
Balances, end of year	\$ <u>129,196,503</u>	\$ <u>60,176,478</u>	\$ <u>69,020,025</u>

Sensitivity of the Net OPEB Liability to Changes in the Discount Rate

The following presents the net OPEB liability, as well as what the net OPEB liability would be if it were calculated using a discount rate that is one percentage-point lower or one percentage-point higher than the current discount rate:

1% Decrease	Current Discount Rate	1% Increase
\$ 86,496,704	\$ 69,020,025	\$ 54,679,230

Sensitivity of the Net OPEB Liability to Changes in the Healthcare Cost Trend Rates

The following presents the net OPEB liability, as well as what the net OPEB liability would be if it were calculated using healthcare cost trend rates that are one percentage-point lower or one percentage-point higher than the current healthcare cost trend rates:

1% Decrease	Current Healthcare Cost Trend Rates	1% Increase
\$ 52,965,338	\$ 69,020,025	\$ 88,836,970

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

For the year ended June 30, 2021, the Town recognized an OPEB expense of \$8,272,920. At June 30, 2021, the Town reported deferred outflows and inflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred (Inflows) of Resources
Difference between expected and actual experience	\$ 293,654	\$ (5,321,315)
Change in assumptions	17,090,309	(1,178,714)
Net difference between projected and actual OPEB investment earnings	436,457	(10,815,555)
Total	\$ 17,820,420	\$ (17,315,584)

Amounts reported as deferred outflows and inflows of resources related to OPEB will be recognized in OPEB expense as follows:

<u>Year Ended June 30:</u>	
2022	\$ (547,718)
2023	606,120
2024	810,895
2025	(1,232,995)
2026	546,248
Thereafter	<u>322,286</u>
Total	\$ <u>504,836</u>

20. 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, FutureComp, to process claims, produce workers' compensation vouchers, and conduct follow-up medical case management on individuals receiving workers compensation benefits.

As of June 30, 2021, the Town's workers' compensation fund had a balance of \$580,042 in net position (a component of Total Net Position). This amount is generated from the remainder of the workers compensation budget voted each year by Town Meeting, less accrual for outstanding claims. The Town appropriated \$746,833 for workers' compensation line item in fiscal year 2021. 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 Midwest Employers Casualty Company. Under the terms of its excess workers compensation coverage, the Town is liable for up to \$450,000 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, 2021 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, 2021 are as follows:

	<u>Workers Compensation</u>
Claims liability, beginning of year	\$ 1,219,913
Claims incurred/recognized in fiscal year 2021	25,885
Claims paid in fiscal year 2021	<u>(313,349)</u>
Claims liability, end of year	<u>\$ 932,449</u>

21. Change in Accounting Principle

During the fiscal year 2021, the Town adopted Governmental Accounting Standards Board (GASB) Statement No. 84, *Fiduciary Activities*. This required moving certain items previously recorded as fiduciary funds to the general fund and nonmajor governmental funds, as well as establishing new custodial funds that report additions and deductions.

22. 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.

Abatements

There are several cases pending before the Appellate Tax Board in regard to alleged discrepancies in property assessments. According to the Town's counsel, the probable outcome of these cases at the present time is indeterminable, although the Town expects such amounts, if any, to be immaterial.

Encumbrances

At year-end, the Town's general fund has \$3,627,289 of encumbrances that will be honored in the next fiscal year.

23. Beginning Balance Restatement

The beginning, July 1, 2020, fund balance of the Town has been restated for the new GASB statement and to align OPEB measurement date with the reporting year. The restatements are as follows:

Governmental Funds:	Nonmajor	
	General Fund	Governmental Funds
As previously reported, June 30, 2020	\$ 48,669,479	\$ 15,014,524
Implementation of GASB 84	(19,279)	(485,440)
As restated, July 1, 2020	<u>\$ 48,650,200</u>	<u>\$ 14,529,084</u>

Government-Wide Financial Statements:

	Governmental Activities	Business-Type Activities		
		Sewer Fund	Water Fund	Total
As previously reported, June 30, 2020	\$ 178,302,167	\$ 25,859,070	\$ 33,829,544	\$ 59,688,614
Implementation of GASB 84	(504,719)	-	-	-
OPEB restatement	(5,154,154)	(60,348)	(57,019)	(117,367)
As restated, July 1, 2020	<u>\$ 172,643,294</u>	<u>\$ 25,798,722</u>	<u>\$ 33,772,525</u>	<u>\$ 59,571,247</u>

24. Subsequent Events

Management has evaluated subsequent events through March 17, 2022, which is the date the financial statements were available to be issued.

25. New Pronouncements

The Governmental Accounting Standards Board (GASB) has issued Statement No. 87, *Leases*, effective for the Town beginning with its fiscal year ending June 30, 2022. This statement establishes new reporting and disclosure requirements, including the recording of various operating leases in the financial statements. Management is currently evaluating the impact of implementing this GASB pronouncement.

TOWN OF NEEDHAM, MASSACHUSETTS
REQUIRED SUPPLEMENTARY INFORMATION

GENERAL FUND

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

FOR THE YEAR ENDED JUNE 30, 2021

	Budgeted Amounts			
	Original	Final	Actual	Variance with
	<u>Budget</u>	<u>Budget</u>	<u>Amounts</u>	<u>Final Budget</u>
Revenues:				
Property taxes	\$ 161,031,536	\$ 161,031,536	\$ 161,661,687	\$ 630,151
Excise taxes	5,000,000	5,000,000	5,129,306	129,306
Penalties, interest, and other taxes	740,000	740,000	1,282,028	542,028
Charges for services	2,845,000	2,845,000	4,080,388	1,235,388
Departmental	610,000	610,000	1,141,220	531,220
Licenses and permits	1,800,000	1,800,000	2,068,299	268,299
Intergovernmental	13,646,717	13,646,717	13,602,229	(44,488)
Investment income	264,710	264,710	228,969	(35,741)
Fines and forfeitures	50,000	50,000	60,974	10,974
Other revenue	600	600	596,279	595,679
Total Revenues	185,988,563	185,988,563	189,851,379	3,862,816
Expenditures				
General government	5,400,737	5,452,557	5,293,332	159,225
Land use	616,651	622,945	572,738	50,207
Public safety	17,048,542	17,563,880	16,438,609	1,125,271
Education	81,835,024	81,847,638	80,762,778	1,084,860
Public works	20,859,732	21,293,181	20,729,428	563,753
Building design and construction	544,659	557,616	472,986	84,630
Community services	5,246,694	5,301,936	4,781,012	520,924
Debt service	21,111,388	21,111,388	21,091,658	19,730
Employee benefits	33,586,497	33,586,497	33,237,762	348,735
Other appropriated expenses	3,997,886	2,910,172	667,584	2,242,588
Intergovernmental	1,485,423	1,485,423	1,521,825	(36,402)
Other amounts provided	12,500	12,500	-	12,500
Total Expenditures	191,745,733	191,745,733	185,569,712	6,176,021
Excess (deficiency) of revenues over expenditures	(5,757,170)	(5,757,170)	4,281,667	10,038,837
Other Financing Sources (Uses)				
Transfers in	2,755,058	2,755,058	3,153,458	398,400
Use of free cash primarily for capital	7,856,186	8,856,593	-	(8,856,593)
Use of bond premium	96,057	96,057	-	(96,057)
Use of overlay surplus for operating budget	1,350,000	1,350,000	-	(1,350,000)
Transfers out	(6,300,131)	(7,300,538)	(7,300,546)	(8)
Total Other Financing Sources (Uses)	5,757,170	5,757,170	(4,147,088)	(9,904,258)
Excess of revenues and other sources over expenditures and other uses	\$ -	\$ -	\$ 134,579	\$ 134,579

See Independent Auditors' Report.

Notes to Required Supplementary Information for General Fund Budget

Budgetary Basis

The general fund final appropriation appearing on the previous page represents the final amended budget after all reserve fund transfers and supplemental appropriations.

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)	\$ 201,009,746	\$ 192,748,235
Other financing sources/uses (GAAP Basis)	<u>3,074,432</u>	<u>7,609,338</u>
Subtotal (GAAP Basis)	204,084,178	200,357,573
Reverse beginning of year appropriation carryforwards from expenditures	-	(2,879,279)
Add end-of-year appropriation carryforwards from expenditures	-	3,628,612
To reverse gross up for refunding activity	-	(33,101)
To reverse gross up for MTRS on behalf payment	(11,020,792)	(11,020,792)
Less nonbudgeted funds	<u>(58,549)</u>	<u>2,817,245</u>
Budgetary Basis	<u>\$ 193,004,837</u>	<u>\$ 192,870,258</u>

TOWN OF NEEDHAM, MASSACHUSETTS
REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF PROPORTIONATE SHARE
OF THE NET PENSION LIABILITY
(Unaudited)

Needham Contributory Retirement System

Fiscal Year	Measurement Date	Proportion of the Net Pension Liability	Proportionate Share of the Net Pension Liability	Covered Payroll	Proportionate Share of the Net Pension Liability as a Percentage of Covered Payroll	Plan Fiduciary Net Position Percentage of the Total Pension Liability
June 30, 2021	December 31, 2020	98.47%	\$73,694,482	\$ 43,397,457	169.81%	73.09%
June 30, 2020	December 31, 2019	98.72%	\$84,371,092	\$ 41,193,710	204.82%	68.07%
June 30, 2019	December 31, 2018	98.43%	\$78,768,106	\$ 43,859,715	179.59%	66.48%
June 30, 2018	December 31, 2017	98.48%	\$64,280,887	\$ 44,684,936	143.85%	71.58%
June 30, 2017	December 31, 2016	98.41%	\$68,675,930	\$ 38,860,207	176.73%	67.10%
June 30, 2016	December 31, 2015	98.20%	\$63,877,775	\$ 39,406,655	162.10%	67.43%
June 30, 2015	December 31, 2014	98.27%	\$54,445,695	\$ 35,772,213	152.20%	71.09%

Massachusetts Teachers' Retirement System

Fiscal Year	Measurement Date	Proportion of the Net Pension Liability	Proportionate Share of the Net Pension Liability	Commonwealth of Massachusetts' Total Proportionate Share of the Net Pension Liability Associated with the Town	Total Net Pension Liability Associated with the Town	Covered Payroll	Proportionate Share of the Net Pension Liability as a Percentage of Covered Payroll	Plan Fiduciary Net Position Percentage of the Total Pension Liability
June 30, 2021	June 30, 2020	0.71%	\$ -	\$ 202,510,698	\$ 202,510,698	\$ 48,375,608	0.00%	50.67%
June 30, 2020	June 30, 2019	0.70%	\$ -	\$ 175,678,243	\$ 175,678,243	\$ 50,620,405	0.00%	53.95%
June 30, 2019	June 30, 2018	0.69%	\$ -	\$ 163,330,397	\$ 163,330,397	\$ 44,888,988	0.00%	54.84%
June 30, 2018	June 30, 2017	0.68%	\$ -	\$ 156,266,130	\$ 156,266,130	\$ 46,022,868	0.00%	54.25%
June 30, 2017	June 30, 2016	0.67%	\$ -	\$ 148,771,539	\$ 148,771,539	\$ 44,621,329	0.00%	52.73%
June 30, 2016	June 30, 2015	0.66%	\$ -	\$ 135,373,423	\$ 135,373,423	\$ 39,867,330	0.00%	55.38%
June 30, 2015	June 30, 2014	0.63%	\$ -	\$ 100,708,775	\$ 100,708,775	N/A	0.00%	61.64%

Schedules are intended to show information for 10 years. Additional years will be displayed as they become available.

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS
REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF PENSION CONTRIBUTIONS

(Unaudited)

Needham Contributory Retirement System					
Fiscal Year	Actuarially Determined Contribution	Contributions in Relation to the Actuarially Determined Contribution	Contribution Deficiency (Excess)	Covered Payroll	Contributions as a Percentage of Covered Payroll
June 30, 2021	\$ 9,368,084	\$ 9,368,084	\$ -	\$ 43,397,457	21.59%
June 30, 2020	\$ 8,577,048	\$ 8,577,048	\$ -	\$ 41,193,710	20.82%
June 30, 2019	\$ 7,809,911	\$ 7,809,911	\$ -	\$ 43,859,715	17.81%
June 30, 2018	\$ 7,203,059	\$ 7,203,059	\$ -	\$ 44,684,936	16.12%
June 30, 2017	\$ 6,600,162	\$ 6,600,162	\$ -	\$ 38,860,207	16.98%
June 30, 2016	\$ 6,039,115	\$ 6,039,115	\$ -	\$ 39,406,655	15.33%
June 30, 2015	\$ 5,524,150	\$ 5,524,150	\$ -	\$ 35,772,213	15.44%

Massachusetts Teachers' Retirement System					
Fiscal Year	Actuarially Determined Contribution Provided by Commonwealth	Contributions in Relation to the Actuarially Determined Contribution	Contribution Deficiency (Excess)	Covered Payroll	Contributions as a Percentage of Covered Payroll
June 30, 2021	\$ 11,020,792	\$ 11,020,792	\$ -	\$ 55,875,071	19.72%
June 30, 2020	\$ 10,059,024	\$ 10,059,024	\$ -	\$ 48,375,608	20.79%
June 30, 2019	\$ 9,056,616	\$ 9,056,616	\$ -	\$ 50,620,405	17.89%
June 30, 2018	\$ 8,436,349	\$ 8,436,349	\$ -	\$ 44,888,988	18.79%
June 30, 2017	\$ 7,483,070	\$ 7,483,070	\$ -	\$ 46,022,868	16.26%
June 30, 2016	\$ 6,751,809	\$ 6,751,809	\$ -	\$ 44,621,329	15.13%
June 30, 2015	\$ 5,938,614	\$ 5,938,614	\$ -	\$ 39,867,330	14.90%

Schedules are intended to show information for 10 years. Additional years will be displayed as they become available.

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS
REQUIRED SUPPLEMENTARY INFORMATION
OTHER POST-EMPLOYMENT BENEFITS (OPEB)

Schedule of Changes in the Net OPEB Liability

(Unaudited)

	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Total OPEB liability					
Service cost	\$ 3,085,625	\$ 2,915,612	\$ 2,797,907	\$ 2,573,887	\$ 2,486,847
Interest	8,384,081	7,382,923	6,347,733	6,913,177	6,544,745
Plan amendments	-	-	-	(4,090,587)	-
Differences between expected and actual experience	(293,339)	159,645	(21,193,711)	1,798,808	-
Changes of assumptions	3,893,113	8,438,164	31,054,380	(4,589,355)	-
Benefit payments	<u>(5,034,735)</u>	<u>(4,502,453)</u>	<u>(4,174,262)</u>	<u>(4,463,145)</u>	<u>(3,958,395)</u>
Net change in total OPEB liability	10,034,745	14,393,891	14,832,047	(1,857,215)	5,073,197
Total OPEB liability - beginning	<u>119,161,758</u>	<u>104,767,867</u>	<u>89,935,820</u>	<u>91,793,035</u>	<u>86,719,838</u>
Total OPEB liability - ending (a)	129,196,503	119,161,758	104,767,867	89,935,820	91,793,035
Plan fiduciary net position					
Contributions - employer	8,650,376	8,032,252	7,800,967	7,389,578	6,317,042
Net investment income	13,820,192	873,725	1,831,609	3,117,203	3,020,230
Benefit payments, including refunds of member contributions	<u>(5,034,735)</u>	<u>(4,502,453)</u>	<u>(4,174,262)</u>	<u>(4,463,145)</u>	<u>(3,958,395)</u>
Other	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>257,093</u>
Net change in plan fiduciary net position	17,435,833	4,403,524	5,458,314	6,043,636	5,635,970
Plan fiduciary net position - beginning	<u>42,740,645</u>	<u>38,337,121</u>	<u>32,878,807</u>	<u>26,835,171</u>	<u>21,199,201</u>
Plan fiduciary net position - ending (b)	<u>60,176,478</u>	<u>42,740,645</u>	<u>38,337,121</u>	<u>32,878,807</u>	<u>26,835,171</u>
Net OPEB liability - ending (a-b)	<u>\$ 69,020,025</u>	<u>\$ 76,421,113</u>	<u>\$ 66,430,746</u>	<u>\$ 57,057,013</u>	<u>\$ 64,957,864</u>
 Plan fiduciary net position as a percentage of the total OPEB liability	 46.58%	 35.87%	 36.59%	 36.56%	 29.23%
 Covered employee payroll	 102,654,973	 99,665,022	 93,645,807	 94,042,382	 94,042,382
Net OPEB liability as a percentage of covered employee payroll	67.23%	76.68%	70.94%	60.67%	69.07%

Schedules are intended to show information for 10 years. Additional years will be displayed as they become available.

See notes to the Town's financial statements for summary of significant actuarial methods and assumptions.

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS
REQUIRED SUPPLEMENTARY INFORMATION
OTHER POST-EMPLOYMENT BENEFITS (OPEB)

Schedules of OPEB Contributions and Investment Returns

(Unaudited)

Schedule of Contributions

	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Actuarially determined contribution	\$ 7,197,713	\$ 6,906,705	\$ 6,906,705	\$ 6,072,283	\$ 5,568,923
Contributions in relation to the actuarially determined contribution	<u>7,197,713</u>	<u>6,906,705</u>	<u>6,906,705</u>	<u>6,115,455</u>	<u>5,568,923</u>
Contribution deficiency (excess)	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>(43,172)</u>	\$ <u>-</u>
Covered employee payroll	102,654,973	99,665,022	93,645,807	94,042,382	94,042,382
Contributions as a percentage of covered employee payroll	7.01%	6.93%	7.38%	6.50%	5.92%

Schedule of Investment Returns

	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2018</u>
Annual money weighted rate of return, net of investment expenses	28.97%	4.65%	4.93%	11.62%	14.25%

Schedules are intended to show information for 10 years. Additional years will be displayed as they become available.

See notes to the Town's financial statements for summary of significant actuarial methods and assumptions.

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, 2021

(Unaudited)

	<u>Budget</u>	<u>Adjusted Actual</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Current service charges	\$ 8,373,447	\$ 9,514,050	\$ 1,140,603
Intergovernmental	-	496	496
Interest income	<u>15,000</u>	<u>7,289</u>	<u>(7,711)</u>
Total Revenues	8,388,447	9,521,835	1,133,388
Expenditures:			
Sewer expenditures	1,562,385	1,345,134	217,251
Intergovernmental	6,399,895	6,399,895	-
Debt service	<u>900,000</u>	<u>645,377</u>	<u>254,623</u>
Total Expenditures	<u>8,862,280</u>	<u>8,390,406</u>	<u>471,874</u>
Excess of revenues over expenditures	(473,833)	1,131,429	1,605,262
Other Financing Sources and Uses:			
Transfers in	544,698	544,698	-
Use of retained earnings	918,088	-	(918,088)
Transfers out	<u>(988,953)</u>	<u>(953,953)</u>	<u>35,000</u>
Total Other Financing Sources and Uses	<u>473,833</u>	<u>(409,255)</u>	<u>(883,088)</u>
Excess of revenues and other sources over expenditures and other uses	\$ <u>-</u>	\$ <u>722,174</u>	\$ <u>722,174</u>

See Independent Auditors' Report.

TOWN OF NEEDHAM, MASSACHUSETTS

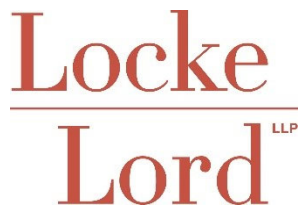
Schedule of Revenues and Other Sources, and
Expenditures and Other Uses -
Water Enterprise Fund Budget vs. Actual Comparison

For the Year Ended June 30, 2021

(Unaudited)

	<u>Budget</u>	<u>Adjusted Actual</u>	Variance Positive (Negative)
Revenues:			
Current service charges	\$ 6,135,530	\$ 7,435,729	\$ 1,300,199
Interest income	18,000	15,345	(2,655)
Other revenue	<u>-</u>	<u>1,105</u>	<u>1,105</u>
Total Revenues	6,153,530	7,452,179	1,298,649
Expenditures:			
Water expenditures	2,644,611	2,188,394	456,217
Intergovernmental	1,126,226	1,122,902	3,324
Debt service	<u>1,250,000</u>	<u>1,242,824</u>	<u>7,176</u>
Total Expenditures	<u>5,020,837</u>	<u>4,554,120</u>	<u>466,717</u>
Excess of revenues over expenditures	1,132,693	2,898,059	1,765,366
Other Financing Sources and Uses:			
Use of retained earnings	43,002	-	(43,002)
Transfers out	<u>(1,175,695)</u>	<u>(1,105,424)</u>	<u>70,271</u>
Total Other Financing Sources and Uses	<u>(1,132,693)</u>	<u>(1,105,424)</u>	<u>27,269</u>
Excess of revenues over expenditures and other uses	\$ <u><u>-</u></u>	\$ <u><u>1,792,635</u></u>	\$ <u><u>1,792,635</u></u>

See Independent Auditors' Report.



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(Date of Delivery)

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

\$10,115,000
Town of Needham, Massachusetts
General Obligation Municipal Purpose Loan of 2022 Bonds
Dated April 14, 2022

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 alternative minimum tax. In rendering the opinions set forth in this paragraph, we have assumed compliance by the Town with all

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requirements of the Internal Revenue Code of 1986, as amended 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.

LOCKE LORD LLP

**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 \$10,115,000 General Obligation Municipal Purpose Loan of 2022 Bonds dated April 14, 2022 (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.

“Obligated Person” shall mean the Issuer.

“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 a timely manner, 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 April 5, 2022 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 (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 Obligated Person.*
 13. The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, 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.
 15. Incurrence of a financial obligation of the Obligated Person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Obligated Person, any of which affect Owners of the Bonds, if material.†
 16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the Obligated Person, any of which reflect financial difficulties.†
- (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

* 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 Obligated Person 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 Obligated Person, 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 Obligated Person.

† For purposes of event numbers 15 and 16 in Section 5(a) of this Disclosure Certificate, the term “financial obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term “financial obligation” excludes municipal securities for which a final official statement has been provided to the MSRB consistent with the Rule.

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 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 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: April 14, 2022

TOWN OF NEEDHAM,
MASSACHUSETTS

By _____
Acting Treasurer

Select Board

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