



FRANKLIN TOWN COUNCIL

March 5, 2014

7:00 PM

- A. APPROVAL OF MINUTES** – *January 15, 2014, January 22, 2014*
- B. ANNOUNCEMENTS** – *This meeting is being recorded by Franklin TV and shown on Comcast channel 11 and Verizon channel 29. This meeting may be recorded by Franklin Matters.*
- C. PROCLAMATIONS/RECOGNITIONS** - *Hillside Nurseries*
- D. CITIZEN COMMENTS**
- E. APPOINTMENTS**
- F. HEARINGS**
- G. LICENSE TRANSACTIONS** - *Application for a new Wine and Malt Package Store license by Jay Gayatri, Inc., dba Old Gold Convenience*
- H. PRESENTATIONS/DISCUSSIONS** –
- *Auditors*
 - *Michael D’Angelo, Director of Facilities*
 - *Zoning Along Rt. 140*
- I. SUBCOMMITTEE REPORTS**
- J. LEGISLATION FOR ACTION**
1. *Resolution 14-09:Appropriation - Sewer – East Central Street Pump Station Study*
 2. *Resolution 14-10:Confirmatory Order of Taking – Land off Cottontail Lane*
 3. *Resolution 14-11:Appropriation – Legal – Other Contractual Services*
 4. *Resolution 14-12:Appropriation – Human Resources – Medical Expenses*
 5. *Resolution 14-13:Authorization to Expend Funds in Excess of Available Appropriations*
- K. TOWN ADMINISTRATOR’S REPORT**
- L. OLD BUSINESS**
- M. NEW BUSINESS**
- N. COUNCIL COMMENTS**
- O. EXECUTIVE SESSION** – *Negotiations, Litigation, Real Property, as May Be Required*
- P. ADJOURN**

**FRANKLIN TOWN COUNCIL
MINUTES OF MEETING
January 15, 2014**

A meeting of the Town Council was held on Wednesday, January 15, 2014 at the Franklin Municipal Building, 355 East Central Street, Franklin, Massachusetts. Councilors present; Andrew Bissanti, Brett Feldman, Glenn Jones, Matt Kelly, Thomas Mercer, Peter Padula, Judith Pond Pfeffer, Robert Vallee, Steve Williams. Administrative personnel in attendance: Jeffrey Nutting; Town Administrator, Mark Cerel; Town Attorney and Maxine Kinhart; Assistant to the Town Administrator. Other officials present: Mike Maglio; Town Engineer, Stephan H. Semerjian; Chief of Police, Robert Cantoreggi; Director of Public Works.

CALL TO ORDER: Chairman Vallee called the meeting to order at 7:00PM and read a statement on behalf of the entire Council, which mourned the loss of two of the Town's youngest citizens and stated the Town was there for the Munroe family in their time of sorrow. Chairman Vallee thanked the Police Department, Fire Department and all first responders for their efforts, actions and dedication. Chairman Vallee paused for a moment of silence and requested all in attendance to keep the Munroe family in their thoughts. The Pledge of Allegiance followed the moment of silence.

APPROVAL OF MINUTES: *November 13, 2013, November 20, 2013, December 4, 2013 Regular Session and Executive Session Minutes of November 13, 2013.* **MOTION** by Councilor Jones to approve all Minutes **SECONDED** by Councilor Mercer. **VOTE to Approve: Yes-9, No-0, Absent-0.**

ANNOUNCEMENTS: Chairman Vallee announced the meeting would be recorded by Franklin TV and available for viewing on Comcast Channel 11 and Verizon Channel 29. Franklin Matters may also have recorded the meeting. Chairman Vallee announced on Friday there would be a candlelight vigil for the Munroe family at 7:00PM at the Town Common, and all would be welcome.

PROCLAMATIONS/RECOGNITIONS: NONE.

CITIZEN COMMENTS: NONE.

APPOINTMENTS: *James P. Dacey Jr. – Treasurer Collector:* **MOTION** by Councilor Pfeffer to ratify the appointment of James P. Dacey Jr. of 345 Lincoln Street to serve as Treasurer Collector **SECONDED** by Councilor Jones. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Judith Pond Pfeffer - Citizen Committee: **MOTION** by Councilor Pfeffer to appoint Judith Pond Pfeffer to serve as a member of the Citizen Committee **SECONDED** by Councilor Kelly. **VOTE to Approve: Yes-9, No-0, Absent-0.**

George Conley – Finance Committee: **MOTION** by Councilor Pfeffer to appoint George Conley of 7 Sherman Avenue to serve as a member of the Finance Committee **SECONDED** by Councilor Mercer. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Note: Presentations/Discussions and Hearings were taken out of order so as to allow the Hearing to begin at the designated time of 7:10PM.

PRESENTATIONS/DISCUSSIONS: *Waste Management* – Robert Cantoreggi; DPW Director and James Acela; Divisional Manager of Waste Management explained the circumstances of the previous week's unannounced disruption of trash/recycling pick-up. Mr. Acela apologized to the citizens of Franklin who experienced a disruption of service and said the initial delay was resultant from a two-day snowstorm, followed by severe cold temperatures, which impacted the performance of the equipment. In addition, DOT regulations restricted the amount of hours his employees can operate the trash removal trucks. Mr. Acela said all of the

collections would be up to date by the close of business on January 16th and Christmas tree collections would begin the following week. Several councilors cited the lack of communication from the vendor as well as from within the Administration as frustrating as residents sought out the Councilors for information and the Councilors did not have any information to offer. Mr. Cantoreggi agreed to issue an “all call” alerting residents that all trash, both in the containers and in trash bags would be picked up by the vendor. Chairman Vallee directed the Administration to immediately alert the Councilors of any future trash/recycling delays or other service disruption.

HEARINGS:

7:10PM

Zoning Bylaw Amendment 13-726: A Zoning Bylaw to Amend the Franklin Town Code at Chapter 185, Attachment 9 – Schedule of Lot, Area, Frontage, Yard and Height Requirements: Councilor Pfeffer read the bylaw which adds Residential VII Zoning District to Chapter 185, Attachment 9. Mr. Nutting provided a brief overview of the proposed zoning change which only affects the Cook Farm property located on East Central Street. Mr. Nutting said the previous Council approved the zoning change and it was just an oversight that the above outlined change to Impervious Coverage was not included in the original set of zoning bylaw changes necessary to re-zone the Cook Farm property. There were no Citizen Comments regarding the proposed zoning change. **RECUSED:** Councilors Bissanti and Mercer recused themselves from discussion and vote.

MOTION by Councilor Jones to close the Hearing **SECONDED** by Councilor Kelly. **VOTE to Approve: Yes-7, No-0, Recused-2, Absent-0.**

PRESENTATIONS/DISCUSSIONS (Continued): Franklin Matters – Steve Sherlock: Mr. Sherlock reviewed the background and content of the website Franklin Matters. Mr. Sherlock recommended the Town form a Communications Committee so the Town can do a better job of communicating and disseminating information to the Franklin community. Mr. Sherlock said he did not believe it would cost the Town a great deal of money to improve communication as most social media outlets are free and the benefit of having a better informed community would allow for more engagement from its residents. Chairman Vallee thanked Mr. Sherlock for the presentation.

LICENSE TRANSACTIONS: NONE.

SUBCOMMITTEE REPORTS: Economic Development Committee: – Councilor Jones reminded everyone of the upcoming “150 Emmons Street” Workshop to be held on January 21st at 7:00PM at the 3rd Floor Training Room.

LEGISLATION FOR ACTION:

Resolution 14-01: Appropriation Spring Valley Estates/Brielle Way – \$77,438: Councilor Pfeffer read the resolution to transfer \$77,438 from the Forfeited Performance Bond Account to the Spring Valley Estates/Brielle Way Account necessary to complete roadwork and related infrastructure work. **MOTION** by Councilor Pfeffer to move Resolution 14-01 **SECONDED** by Councilor Feldman. **DISCUSSION:** Mr. Nutting said this was a failed bond that the Town was taking over in order to complete a road in the subdivision. Town Engineer Mike Maglio said the funds should be sufficient to complete the roadwork and this is the only road in the subdivision requiring completion. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Resolution 14-02: Purchase of Land off Cottontail Lane Authorization and Appropriation: Councilor Pfeffer read the resolution to allow the Town to purchase eighteen and a quarter acres of unimproved land off Cottontail Lane for the sum of \$325,000 for access to abutting Town-owned land. **MOTION** by Councilor Jones to move Resolution 14-02 **SECONDED** by Councilor Mercer. **DISCUSSION:** Mr. Nutting explained the land abuts 30 acres of Town-owned land and abuts another 18 acres the Town plans to take ownership of in order to obtain in excess of 60 acres of land for open space and recreation. Mr. Nutting said the situation provided a unique opportunity to give to future generations a large area for potential recreation. **ROLL CALL: Bissanti-Yes, Feldman-Yes, Jones-Yes, Kelly-Yes, Mercer-Yes, Padula-Yes, Pfeffer-Yes, Vallee-Yes,**

Williams-Yes. VOTE to Approve: Yes-9, No-0, Absent-0 Unanimous.

Resolution 14-03: Support of Bill H1586 – An Act concerning Electronic Publication of Certain Legal Notices: Councilor Pfeffer read the resolution to endorse an Act concerning electronic publication of certain legal notices. **MOTION** by Councilor Jones to move Resolution 14-03 **SECONDED** by Councilor Kelly. **DISCUSSION:** Mr. Nutting said the Town spends over \$25,000 to publish Legal Notices when he believes there is a better way to advertise Legal Notices without the high expense. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Resolution 14-04: Acceptance of Gift – Town of Franklin – Police Department: Councilor Pfeffer read the resolution to gratefully accept from the Digital Federal Credit Union a gift of \$2,000 to be used by the Police Department for children’s programs. **MOTION** by Councilor Mercer to move Resolution 14-04 **SECONDED** by Councilor Kelly. **DISCUSSION:** Police Chief Stephan Semerjian said the very generous gift from DCU would be used for the D.A.R.E. Program. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Bylaw Amendment 13-725: Chapter 170 – Vehicles and Traffic – 2nd Reading: **MOTION** by Councilor Jones to waive the reading **SECONDED** by Councilor Kelly. **VOTE to Approve: Yes-9, No-0, Absent-0.** **MOTION** by Councilor Pfeffer to amend Bylaw Amendment 13-725 by striking the final sentence and adding the bylaw will take place on or after June 30, 2015 **SECONDED** by Councilor Kelly. **VOTE to Approve: Yes-9, No-0, Absent-0.** **MOTION** by Councilor Jones to move Bylaw Amendment 13-725 as Amended **SECONDED** by Councilor Mercer. **ROLL CALL: Bissanti-Yes, Feldman-Yes, Jones-Yes, Kelly-Yes, Mercer-Yes, Padula-Yes, Pfeffer-Yes, Vallee-Yes, Williams-Yes. VOTE to Approve: 9 – 0 – 0 Unanimous.**

Zoning Bylaw Amendment 13-726: Chapter 185, Attachment 9 – Schedule of Lot, Area, Frontage Yard and Height Requirements – 1st Reading: Councilor Pfeffer read the zoning bylaw amendment to add Residential VII Zoning District to Chapter 185, Attachment 9. **RECUSAL:** Councilors Mercer and Bissanti recused themselves from Zoning Bylaw Amendment 13-726. **MOTION** by Councilor Padula to move Zoning Bylaw Amendment 13-726 to a 2nd Reading **SECONDED** by Councilor Jones. **VOTE to Approve: Yes-7, No-0, Recused-2, Absent-0.**

Bylaw Amendment 14-727: Chapter 47 – Alcoholic Beverages – 1st Reading: **MOTION** by Councilor Jones to waive the reading **SECONDED** by Councilor Kelly. **VOTE to Approve: Yes-9, No-0, Absent-0.** **MOTION** by Councilor Kelly to move Bylaw Amendment 14-727 to a 2nd Reading **SECONDED** by Councilor Mercer. **DISCUSSION:** Mr. Nutting said the Bylaw Amendment would provide guidance to this and future Councils regarding penalties for alcohol related violations. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Bylaw Amendment 14-729: Chapter 179, Section 9.1 – Water Map – 1st Reading: Councilor Pfeffer read the bylaw amendment to extend the water system from Uncas Avenue and Ledge Street to Crocker Avenue in order to service a new 9 lot subdivision off Uncas Avenue. **MOTION** by Councilor Jones to move Bylaw Amendment 14-729 to a 2nd Reading **SECONDED** by Councilor Mercer. **DISCUSSION:** Mr. Nutting provided a history of proposed developments for the site. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Bylaw Amendment 14-730: Chapter 139 – Entitled Sewers – 1st Reading: Councilor Pfeffer read the bylaw amendment to extend the sewer system from Crocker Avenue approximately 980 feet off Uncas Avenue to service a new 9 lot subdivision. **MOTION** by Councilor Mercer to move Bylaw Amendment 14-730 to a 2nd Reading **SECONDED** by Councilor Jones. **DISCUSSION:** Mr. Nutting, Mr. Cerel and the attorney for the developers discussed the Memorandum of Understanding and Councilor Kelly inquired about sewer capacity. Mr. Cantoreggi said he did not expect this subdivision to add much to the system. A discussion regarding Town water consumption and savings followed. **VOTE to Approve: Yes-9, No-0, Absent-0.**

TOWN ADMINISTRATOR’S REPORT: ► Mr. Nutting announced the 2nd Reading of Bylaw Amendment 14-730 would take place at the first Council meeting in February. ► Mr. Nutting said the Town had used

\$485,000 of the \$900,000 appropriated for snow and ice removal for the year. ► Work on the Capital Budget would begin in the next couple of weeks. ► Opening bids for the Downtown Project would be on February 4th. ► Mr. Nutting announced the Zoning Workshop would take place on the last Wednesday of the month. Mr. Nutting said the Council, Planning Board and any interested citizens would review potential zoning changes.

OLD BUSINESS: ► Councilor Jones requested the monthly presentations by one of the department heads continue.

NEW BUSINESS: ► Councilor Kelly requested the Facilities Director make a presentation as soon as possible. Councilor Kelly also requested the DPW Director present to the Council the plan for the Downtown Area during the Downtown Project construction. Councilor Kelly's main concern was the Fire Station lawn.

COUNCILOR COMMENTS: ► Councilor Mercer sent his thoughts and prayers to the Munroe family for their tragic loss this week. Councilor Mercer invited the Council to do a walk-through of the New High School project on February 10th at 6:00PM. ► Councilor Jones said he was glad the trash issue had been resolved. Secondly, Councilor Jones sent his prayers and condolences to the Munroe Family and as a note, Councilor Jones said there had been a memorial fund set up in the name of Lexi and Sean Munroe in care of Dean Bank. ► Councilor Bissanti sent his condolences to the Munroe family. Councilor Bissanti also thanked Mr. Nutting and Mr. Cantoreggi and the DPW for sharing flag raising and lowering services with the Elks. ► Chairman Vallee reiterated the need for communication between Administration and the Council and reminded the Administration that they work for the Council and the 32,000 residents of Franklin.

ADJOURN: MOTION by Councilor Jones to adjourn **SECONDED** by Councilor Kelly. **VOTE to Approve: Yes-9, No-0, Absent-0.** Meeting adjourned at 8:23PM.

Respectfully Submitted,

Jan Brecht, Recording Secretary

**FRANKLIN TOWN COUNCIL
MINUTES OF MEETING
January 22, 2014**

A meeting of the Town Council was held on Wednesday, January 22, 2014 at the Franklin Municipal Building, 355 East Central Street, Franklin, Massachusetts. Councilors present; Andrew Bissanti, Brett Feldman, Glenn Jones, Matt Kelly, Thomas Mercer, Peter Padula, Judith Pond Pfeffer, Robert Vallee, Steve Williams. Administrative personnel in attendance: Jeffrey Nutting; Town Administrator, Mark Cerel; Town Attorney and Maxine Kinhart; Assistant to the Town Administrator.

CALL TO ORDER: Chairman Vallee called the meeting to order at 7:00PM with a moment of silence and the Pledge of Allegiance.

APPROVAL OF MINUTES: *December 11, 2013 Regular Session* MOTION by Councilor Padula to approve the minutes **SECONDED** by Councilor Mercer. **VOTE to Approve: Yes-9, No-0, Absent-0.**

ANNOUNCEMENTS: Chairman Vallee announced the meeting would be recorded by Franklin TV and available for viewing on Comcast Channel 11 and Verizon Channel 29. The meeting may also be available on the blog Franklin Matters.

PROCLAMATIONS/RECOGNITIONS: NONE.

CITIZEN COMMENTS: NONE.

APPOINTMENTS: *Doug Newton – Library Board of Directors:* MOTION by Councilor Pfeffer to ratify the appointment of Doug Newton of 3 Stephen Way to serve as a member of the Library Board of Directors with the term set to expire on June 20, 2016 **SECONDED** by Councilor Jones. **VOTE to Approve: Yes-9, No-0, Absent-0.**

HEARINGS: NONE.

LICENSE TRANSACTIONS: NONE.

PRESENTATIONS/DISCUSSIONS: *Franklin Cultural Council* – Claire Griffin presented the Ladybug Project to the Council. Ms. Griffin said the Ladybug Project would consist of 25 2ft X 2ft ladybug statues, which would celebrate the Town's involvement of designating the ladybug as the State Bug. In 1974, Kennedy Elementary School teacher Palma Johnson and her Second Grade class successfully worked with the Legislature to propose and pass a bill declaring the Ladybug the State Bug. The Ladybug project, in collaboration with the Rotary Club would allow citizens and businesses to sponsor a ladybug for \$500. The current plan is to display the 25 Ladybugs on the Town Common during the Feast of Saint Rocco. There would be an honorary board, which would be comprised of students from Ms. Johnson's 1974 Second Grade class. Chairman Vallee thanked Ms. Griffin for the presentation.

Municipal Affordable Housing Trust – Christopher Vericker, a member of the Municipal Affordable Housing Trust, provided a brief overview of two upcoming projects and provided information regarding available funding for the projects. Mr. Vericker said both projects met the mission of the Trust, which is to provide permanent affordable housing to qualified households in Franklin. The first project involves Tri-County Regional Vocational Technical High School to construct a new single-family home on Beaver Court. The home is scheduled to be completed and ready for sale to a qualified household in the Spring of 2015. The second project is to implement a program successful in other communities whereby the Trust would purchase homes priced around \$300,000 and resell them as deed restricted to qualified households for approximately \$150,000 in a lottery system. The difference in purchase price and selling price would be funded by the Trust. The Trust currently has 1.3 million dollars available. The Trust is self-funded and does not have a permanent funding source. The source of the current Trust fund is derived from two developers who did not want to construct

affordable housing in their respective developments and opted to ‘buy-out’. Mr. Nutting said the reason the program was being presented that evening was to notify the Council and area realtors that a Request for Proposal (RFP) was being finalized. Chairman Vallee thanked Mr. Vericker for the presentation.

SUBCOMMITTEE REPORTS: *Economic Development Committee – 150 Emmons Street Workshop* – Councilor Jones reported the workshop scheduled for January 21st was postponed due to a storm and will be rescheduled in the near future.

LEGISLATION FOR ACTION:

Resolution 14-05: Fire Detail Account – Appropriation - \$5,083.47: **MOTION** by Councilor Kelly to TABLE Resolution 14-05 until the Fire Department can provide a list of Accounts **SECONDED** by Councilor Mercer. **VOTE to Approve: Yes-9, No-0, Absent-0.**

Zoning Bylaw Amendment 13-726: Chapter 185, Attachment 9 – Schedule of Lot, Area, Frontage Yard and Height Requirements – 2nd Reading: Councilors Bissanti and Mercer **RECUSED** themselves from Zoning Bylaw Amendment 13-726. Councilor Pfeffer read the zoning bylaw to add Residential VII Zoning District to Chapter 185, Schedule 9. **MOTION** by Councilor Padula to move Zoning Bylaw Amendment 13-726 **SECONDED** by Councilor Kelly. **DISCUSSION:** Mr. Nutting said the zoning bylaw amendment was a correction to the original bylaw that increased the area of impervious coverage to allow for the zoning bylaw to take affect. **ROLL CALL: Bissanti-Recused, Feldman-Yes, Jones-Yes, Kelly-Yes, Mercer-Recused, Padula-Yes, Pfeffer-Yes, Vallee-Yes, Williams-Yes. VOTE to Approve: 8 – 0 –2 – 0 Passed.**

Zoning Bylaw Amendment 14-728: Chapter 185, Section 5 – Change from Industrial to Single-Family III – Referral to the Planning Board: **MOTION** by Councilor Kelly to TABLE Zoning Bylaw Amendment 14-728 until after the Workshop in the first week of April **SECONDED** by Councilor Mercer. **VOTE to Approve: Yes-9, No-0, Absent-0.**

TOWN ADMINISTRATOR’S REPORT: ► Mr. Nutting thanked the DPW for their continued snow removal efforts and said he appreciated the DPW’s hard work. ► The Town was notified the Bond Rating was increased to an AA+, which is its highest level ever. Mr. Nutting said this was a credit to the Council and staff. ► Mr. Nutting said they needed to meet in Executive Session after the conclusion of the regular meeting. ► Mr. Nutting reminded everyone about the Zoning Workshop scheduled to take place the following Wednesday. ► Mr. Nutting thanked Jennifer Gouthro who organized the candlelight vigil for Lexi and Sean Munroe.

OLD BUSINESS: ► Councilor Kelly requested an update on the Snow Removal Budget. Mr. Nutting said he did not have exact numbers as it takes a week or so after a storm to calculate costs. Mr. Nutting estimated the cost of snow removal had reached \$600,000 for the season. Councilor Kelly inquired about a training session, which would include the Council, and all elected officials and said he would like to see the agenda. Mr. Nutting said he would forward the Agenda information to Councilor Kelly. Councilor Kelly also asked when the Facilities Director would be scheduled to provide the Council with the quarterly update on all of the Town facilities. Mr. Nutting said he would schedule the Facilities Director to provide an update in February. ► Councilor Jones inquired about the Remington Jefferson roof. Mr. Nutting said he would have the report ready by Monday. ► Councilor Bissanti asked about a ‘Blight Bylaw’. Mr. Cerel said the Town has a Vacant Property Bylaw in place. Mr. Nutting said he would provide Councilor Bissanti with a copy of the bylaw.

NEW BUSINESS: ► Councilor Feldman asked Mr. Nutting what his thoughts were on the Governor’s budget. Mr. Nutting said there was a very modest local aid increase and would not change the financial position of the Town.

COUNCILOR COMMENTS: ► Councilor Padula said there was great support from the Council and the community for the Munroe family, especially during the wake and funeral. Councilor Padula said the support has meant a lot to the family. Councilor Padula commended Mr. Nutting and the staff for their work leading to

an improved bond rating. Councilor Padula spoke about the trash pick-up and praised the communication from the DPW for their recent efforts to notify residents of any changes to trash pick-up. Councilor Padula said he also supports the Ladybug Project. ► Councilor Kelly said he was pleased with the bond rating and reflected how hard the administration works and the decisions made by past Councils. ► Councilor Jones also commented on Lexi and Sean Munroe's wake. ► Councilor Bissanti praised the Town for its performance during the previous week with the storm and communication regarding a trash pick-up delay. Councilor Bissanti commended the Town for the increased bond rating. Councilor Bissanti also commented on the condition of the Town's roads. ► Chairman Vallee commented on the property located on the corner of Union Street and Cottage Street and inquired about the Recycling Center. Mr. Nutting said all of the money appropriated for the Recycling Center had been spent. Chairman Vallee recommended Mr. Nutting request additional funds to finish the Recycling Center project.

EXECUTIVE SESSION: Chairman Vallee said the Town Council would go into Executive Session for the purpose to discuss strategy with respect to collective bargaining with the Firefighters Union and Chairman Vallee declared that an open meeting may have a detrimental effect on the bargaining position of the public body. Chairman Vallee said Open Session would not reconvene at the conclusion of the Executive Session. **MOTION** by Councilor Pfeffer for the Franklin Town Council to go into Executive Session for the purpose to discuss strategy with respect to collective bargaining with the Firefighters Union as an open meeting may have a detrimental effect on the bargaining position of the public body and as the Chair has so declared, the Open Session will not reconvene at the conclusion of the Executive Session **SECONDED** by Councilor Jones. **ROLL CALL: Bissanti-Yes, Feldman-Yes, Jones-Yes, Kelly-Yes, Mercer-Yes, Padula-Yes, Pfeffer-Yes, Vallee-Yes, Williams-Yes. VOTE to Approve: 9 – 0 – 0 Unanimous.**

The Regular Session of the meeting ended at 7:40PM.

Respectfully Submitted,

Jan Brecht, Recording Secretary

Memorandum

To: Town Council

From: Maxine Kinhart

Date: 2/28/2014

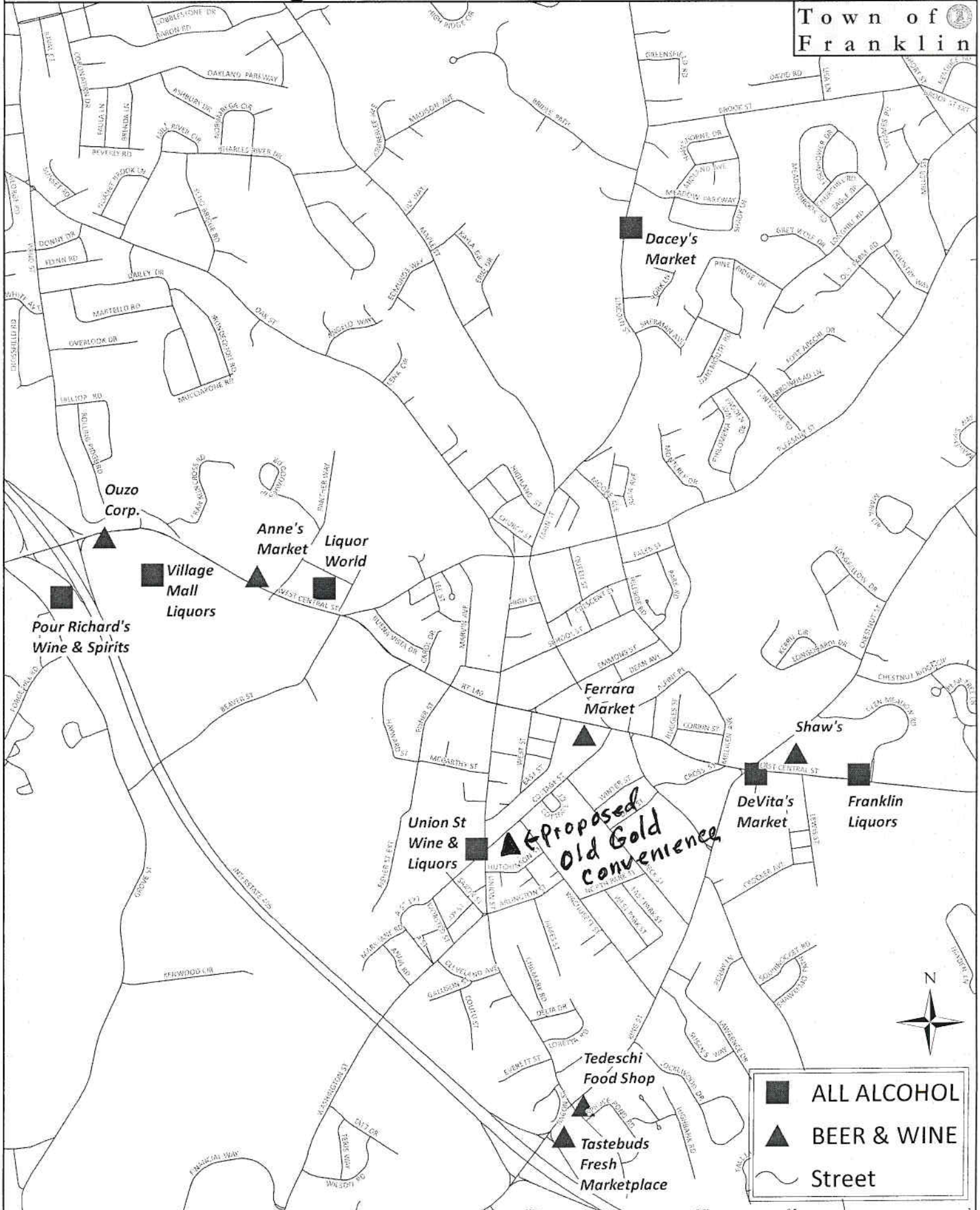
Re: Request for Wine & Malt Package Store License

Included in your Agenda packet is a map of Franklin showing the locations of the existing “wine & malt” and “all alcoholic beverages” package stores.

The general laws allows the local licensing board when presented with an application for a new license to consider whether there is a public need for the license. It is appropriate to consider whether there is a public convenience or necessity when granting this license.

Package Store Locations

Town of Franklin



LICENSE TRANSACTIONS:

Request for a New Wine & Malt Package Store License for Old Gold Convenience located at 326 Union Street, Franklin

Jay Gayatri, Inc. d/b/a Old Gold Convenience is seeking a new Wine & Malt Package store license for their existing establishment at 326 Union Street. It is a standalone building with 3,200 square feet with 2 entrances and exits and separate delivery entrance. Store consists of a merchandise isle in the center, ice and beverage cooler on one side and sales counter on the other.

The Police Department and Treasurer and Town Clerk's Office and Board of Health have signed off on the application.

There will be renovations if this license is approved so the Inspection and Fire Depts. will sign off after the renovations are complete.

MOTION to approve the application by Jay Gayatri, Inc. d/b/a Old Gold Convenience for a new Wine & Malt Package Store license at 326 Union Street and to approve the manager, Arunkumar G. Patel.

DATED: _____, 2014

VOTED:

UNANIMOUS _____

A True Record Attest:

YES _____ **NO** _____

Deborah L. Pellegri
Town Clerk

ABSTAIN _____

ABSENT _____

Judith Pond Pfeffer, Clerk
Franklin Town Council



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

For Reconsideration

FORM 43
MUST BE SIGNED BY LOCAL LICENSING AUTHORITY

ABCC License Number

Franklin
 City/Town

March 5, 2014
 Local Approval Date

TRANSACTION TYPE (Please check all relevant transactions):

- | | | | |
|---------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> New License | <input type="checkbox"/> New Officer/Director | <input type="checkbox"/> Pledge of License | <input type="checkbox"/> Change Corporate Name |
| <input type="checkbox"/> Transfer of License | <input type="checkbox"/> Change of Location | <input type="checkbox"/> Pledge of Stock | <input type="checkbox"/> Seasonal to Annual |
| <input type="checkbox"/> Change of Manager | <input type="checkbox"/> Alteration of Licensed Premises | <input type="checkbox"/> Transfer of Stock | <input type="checkbox"/> Change of License Type |
| <input type="checkbox"/> Cordials/Liqueurs Permit | <input type="checkbox"/> Issuance of Stock | <input type="checkbox"/> New Stockholder | <input type="checkbox"/> Other <input type="text"/> |
| <input type="checkbox"/> 6-Day to 7-Day License | <input type="checkbox"/> Management/Operating Agreement | <input type="checkbox"/> Wine & Malt to All Alcohol | |

Name of Licensee: Jay Gayatri, Inc. EIN of Licensee: 04-3562520

D/B/A: Old Gold Convenience Manager: Arunkumar G. Patel

ADDRESS: 326 Union Street CITY/TOWN: Franklin STATE: MA ZIP CODE: 02038

Annual Wine & Malt Package Store
 Annual or Seasonal Category: (All Alcohol- Wine & Malt Wine, Malt & Cordials) Type: (Restaurant, Club, Package Store, General On Premises, Etc.)

Complete Description of Licensed Premises:

Stand alone building with 3,200 square feet with 2 entrances and exits and separate delivery entrance. Store consist of merchandise isle in the center, ice and beverage cooler on one side and sales counter on the other.

Application Filed: Date & Time Advertiser: Milford Daily News Feb. 5, 2014 Date & Attach Publication Abutters Notified: Yes No

Contact Person for Transaction: Craig A. Ciehanowski, Esq. Phone: (508) 541-3008

ADDRESS: 124 Grove Street CITY/TOWN: Franklin STATE: MA ZIP CODE: 02038

Remarks:

The Local Licensing Authorities
 By: _____

 Judith Pond Pfeffer
 Clerk, Franklin Town

Alcoholic Beverages Control Commission
 Ralph Sacramone
 Executive Director

ABCC Remarks: _____



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

Print Form

**RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
 MONETARY TRANSMITTAL FORM**

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL LICENSING AUTHORITY.

ECRT CODE: RETA

CHECK PAYABLE TO ABCC OR COMMONWEALTH OF MA: \$200.00

(CHECK MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL)

CHECK NUMBER

IF USED EPAY, CONFIRMATION NUMBER

A.B.C.C. LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

LICENSEE NAME

ADDRESS

CITY/TOWN STATE ZIP CODE

TRANSACTION TYPE (Please check all relevant transactions):

- Alteration of Licensed Premises
- Change Corporate Name
- Change of License Type
- Change of Location
- Change of Manager
- Other
- Cordials/Liqueurs Permit
- Issuance of Stock
- Management/Operating Agreement
- More than (3) §15
- New License
- New Officer/Director
- New Stockholder
- Pledge of Stock
- Pledge of License
- Seasonal to Annual
- Transfer of License
- Transfer of Stock
- Wine & Malt to All Alcohol
- 6-Day to 7-Day License

THE LOCAL LICENSING AUTHORITY MUST MAIL THIS TRANSMITTAL FORM ALONG WITH THE CHECK, COMPLETED APPLICATION, AND SUPPORTING DOCUMENTS TO:

**ALCOHOLIC BEVERAGES CONTROL COMMISSION
 P. O. BOX 3396
 BOSTON, MA 02241-3396**

APPLICATION FOR RETAIL ALCOHOLIC BEVERAGE LICENSE

City/Town

Franklin

1. LICENSEE INFORMATION:

A. Legal Name/Entity of Applicant:(Corporation, LLC or Individual) Jay Gayatri, Inc.

B. Business Name (if different): Old Gold Convenience

C. Manager of Record: Arunkumar G. Patel

D. ABCC License Number (for existing licenses only):

E. Address of Licensed Premises: 326 Union Street

City/Town: Franklin

State: MA

Zip: 02038

F. Business Phone: 508-520-0481

G. Cell Phone: 508-641-1345

H. Email: manny0902@gmail.com

I. Website: N/A

J. Mailing address (If different from E.):

City/Town:

State:

Zip:

2. TRANSACTION:

- New License New Officer/Director Transfer of Stock Issuance of Stock Pledge of Stock
 Transfer of License New Stockholder Management/Operating Agreement Pledge of License

The following transactions must be processed as new licenses:

- Seasonal to Annual (6) Day to (7)-Day License Wine & Malt to All Alcohol

IMPORTANT ATTACHMENTS (1): The applicant must attach a vote of the entity authorizing all requested transactions, including the appointment of a Manager of Record or principal representative.

3. TYPE OF LICENSE:

- \$12 Restaurant \$12 Hotel \$12 Club \$12 Veterans Club
 \$12 General On-Premises \$12 Tavern (No Sundays) \$15 Package Store

4. LICENSE CATEGORY:

- All Alcoholic Beverages Wine & Malt Beverages Only Wine or Malt Only
 Wine & Malt Beverages with Cordials/Liqueurs Permit

5. LICENSE CLASS:

- Annual Seasonal

6. CONTACT PERSON CONCERNING THIS APPLICATION (ATTORNEY IF APPLICABLE)

NAME:
ADDRESS:
CITY/TOWN: STATE: ZIP CODE:
CONTACT PHONE NUMBER: FAX NUMBER:
EMAIL:

7. DESCRIPTION OF PREMISES:

Please provide a complete description of the premises to be licensed. Please note that this must be identical to the description on the Form 43.

Total Square Footage: Number of Entrances: Number of Exits:
Occupancy Number: Seating Capacity:

IMPORTANT ATTACHMENTS (2): The applicant must attach a floor plan with dimensions and square footage for each floor & room.

8. OCCUPANCY OF PREMISES:

By what right does the applicant have possession and/or legal occupancy of the premises?

IMPORTANT ATTACHMENTS (3): The applicant must submit a copy of the final lease or documents evidencing a legal right to occupy the premises.

Other:

Landlord is a(n): Other:

Name: Phone:

Address: City/Town: State: Zip:

Initial Lease Term: Beginning Date Ending Date

Renewal Term: Options/Extensions at: Years Each

Rent: Per Year Rent: Per Month

Do the terms of the lease or other arrangement require payments to the Landlord based on a percentage of the alcohol sales?
Yes No

IMPORTANT ATTACHMENTS (4):

1. If yes, the Landlord is deemed a person or entity with a financial or beneficial interest in this license. Each individual with an ownership interest with the Landlord must be disclosed in §10 and must submit a completed Personal Information Form attached to this application.
2. Entity formation documents for the Landlord entity must accompany the application to confirm the individuals disclosed.
3. If the principals of the applicant corporation or LLC have created a separate corporation or LLC to hold the real estate, the applicant must still provide a lease between the two entities.

9. LICENSE STRUCTURE:

The Applicant is a(n):

Corporation

Other :

If the applicant is a Corporation or LLC, complete the following:

Date of Incorporation/Organization:

05/01/2001

State of Incorporation/Organization: MA

Is the Corporation publicly traded? Yes No

10. INTERESTS IN THIS LICENSE:

List all individuals involved in the entity (e.g. corporate stockholders, directors, officers and LLC members and managers) and any person or entity with a direct or indirect, beneficial or financial interest in this license (e.g. landlord with a percentage rent based on alcohol sales).

IMPORTANT ATTACHMENTS (5):

A. All individuals or entities listed below are required to complete a Personal Information Form.

B. All shareholders, LLC members or other individuals with any ownership in this license must complete a CORI Release Form.

Name	All Titles and Positions	Specific # of Stock or % Owned	Other Beneficial Interest
Arunkumar G. Patel	President, Treasurer Secretary, Director	51%	
Manish A. Patel	Director	49%	

*If additional space is needed, please use last page.

11. EXISTING INTEREST IN OTHER LICENSES:

Does any individual listed in §10 have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes No **If yes, list said interest below:**

Name	License Type	Licensee Name & Address
Arunkumar G. Patel	§15 Package Store	56 Yogi Tobacco, Inc., 56 Washington Street, Plainville, MA 02762
	Please Select	
	Please Select	
	Please Select	
	Please Select	
	Please Select	
	Please Select	

*If additional space is needed, please use last page.

12. PREVIOUSLY HELD INTERESTS IN OTHER LICENSES:

Has any individual listed in §10 who has a direct or indirect beneficial interest in this license ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes No If yes, list said interest below:

Name	Licensee Name & Address	Date	Reason Terminated
			Please Select
			Please Select
			Please Select

13. DISCLOSURE OF LICENSE DISCIPLINARY ACTION:

Have any of the disclosed licenses to sell alcoholic beverages listed in §11 and/or §12 ever been suspended, revoked or cancelled? Yes No If yes, list said interest below:

Date	License	Reason of Suspension, Revocation or Cancellation

14. CITIZENSHIP AND RESIDENCY REQUIREMENTS FOR A (§15) PACKAGE STORE LICENSE ONLY :

A.) For Individual(s):

1. Are you a U.S. Citizen? Yes No
2. Are you a Massachusetts Residents? Yes No

B.) For Corporation(s) and LLC(s) :

1. Are all Directors/LLC Managers U.S. Citizens? Yes No
2. Are a majority of Directors/LLC Managers Massachusetts Residents? Yes No
3. Is the License Manager or Principal Representative a U.S. Citizen?

C.) Shareholder(s), Member(s), Director(s) and Officer(s):

- 1.. Are all Shareholders, Members, Directors, LLC Managers and Officers involved at least twenty-one (21) years old? Yes No

15. CITIZENSHIP AND RESIDENCY REQUIREMENTS FOR (§12) RESTAURANT, HOTEL, CLUB, GENERAL ON PREMISE, TAVERN, VETERANS CLUB LICENSE ONLY:

A.) For Individual(s):

1. Are you a U.S. Citizen? Yes No

B.) For Corporation(s) and LLC(s) :

1. Are a majority of Directors/LLC Managers **NOT** U.S. Citizen(s)? Yes No
2. Is the License Manager or Principal Representative a U.S. Citizen? Yes No

C.) Shareholder(s), Member(s), Director(s) and Officer(s):

- 1.. Are all Shareholders, Members, Directors, LLC Managers and Officers involved at least twenty-one (21) years old? Yes No

16. COSTS ASSOCIATED WITH LICENSE TRANSACTION:

A. Purchase Price for Real Property:	\$0.00
B. Purchase Price for Business Assets:	\$0.00
C. Costs of Renovations/Construction:	\$12,000.00
D. Initial Start-Up Costs:	\$8,000.00
E. Purchase Price for Inventory:	\$4,000.00
F. Other: (Specify)	\$0.00
G: TOTAL COST	\$24,000.00
H. TOTAL CASH	\$24,000.00
I. TOTAL AMOUNT FINANCED	\$0.00

IMPORTANT ATTACHMENTS (6): Submit any and all records, documents and affidavits including loan agreements that explain the source(s) of money for this transaction. Sources of cash must include a minimum of three (3) months of bank statements.

The amounts listed in subsections (H) and (I) must total the amount reflected in (G).

17. PROVIDE A DETAILED EXPLANATION OF THE FORM(S) AND SOURCE(S) OF FUNDING FOR THE COSTS IDENTIFIED ABOVE (INCLUDE LOANS, MORTGAGES, LINES OF CREDIT, NOTES, PERSONAL FUNDS, GIFTS):

Jay Gayatri, Inc. \$9,000 - cash on hand
 Arunkumar G. Patel \$10,000 - capital contribution
 Manish A. Patel \$5,000 - capital contribution

*If additional space is needed, please use last page.

18. LIST EACH LENDER AND LOAN AMOUNT(S) FROM WHICH "TOTAL AMOUNT FINANCED" NOTED IN SUB-SECTIONS 16(I) WILL DERIVE:

A.

Name	Dollar Amount	Type of Financing

*If additional space is needed, please use last page.

B. Does any individual or entity listed in §19 as a source of financing have a direct or indirect, beneficial or financial interest in this license or any other license(s) granted under Chapter 138? Yes No

If yes, please describe:

Arunkumar G. Patel is the sole owner of Shree Riya, Inc., which operates a beer and wine license at 56 Washington Street, Plainville, MA 02762

19. PLEDGE: (i.e. COLLATERAL FOR A LOAN)

A.) Is the applicant seeking approval to pledge the license? Yes No

1. If yes, to whom:

2. Amount of Loan: 3. Interest Rate: 4. Length of Note:

5. Terms of Loan :

B.) If a corporation, is the applicant seeking approval to pledge any of the corporate stock? Yes No

1. If yes, to whom:

2. Number of Shares:

C.) Is the applicant pledging the inventory? Yes No

If yes, to whom:

IMPORTANT ATTACHMENTS (7): If you are applying for a pledge, submit the pledge agreement, the promissory note and a vote of the Corporation/LLC approving the pledge.

20. CONSTRUCTION OF PREMISES:

Are the premises being remodeled, redecorated or constructed in any way? If YES, please provide a description of the work being performed on the premises: Yes No

21. ANTICIPATED OPENING DATE:

**IF ALL OF THE INFORMATION AND
ATTACHMENTS ARE NOT COMPLETE
THE APPLICATION WILL BE
RETURNED**

JAY GAYATRI, INC.

Unanimous Written Action of
the Board of Directors in Lieu of A Special Meeting

October 21, 2013

The undersigned, being all the members of the Board of Directors of Jay Gayatri, Inc., a Massachusetts corporation (the "Corporation"), and acting in accordance with Chapter 156D of the Massachusetts General Laws and the By-laws of the Corporation, hereby consent to the following actions and adopt the following votes in lieu of a Special Meeting of the Board of Directors:

VOTED: That the Corporation is authorized to submit an application to the Town of Franklin, Massachusetts for an alcohol license with respect to the premises located at 326 Union Street, Franklin, Massachusetts and, with respect thereto, the Corporation does appoint Arunkumar G. Patel as the Manager of such license.

VOTED: That the President of the Corporation, Arunkumar G. Patel, is hereby authorized, on behalf of the Corporation, to execute and deliver the instruments and documents authorized by the foregoing paragraph with such changes as he, in his sole discretion, may deem necessary or appropriate, his execution and delivery thereto to be conclusive of his authority.

EXECUTED as of the date set forth above.



Arunkumar G. Patel,
Director



Manish A. Patel,
Director



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

PERSONAL INFORMATION FORM

Each individual listed in Section 10 of this application must complete this form.

1. LICENSEE INFORMATION:

A. Legal Name of Licensee	Jay Gayatri, Inc.	B. Business Name (dba)	Old Gold Convenience
C. Address	326 Union Street	D. ABCC License Number (If existing licensee)	
E. City/Town	Franklin	State	MA
		Zip Code	02038
F. Phone Number of Premise	(508) 541-0481	G. EIN of License	

2. PERSONAL INFORMATION:

A. Individual Name	Manish A. Patel	B. Home Phone Number	(508) 641-1345
C. Address	150 McKeon Drive		
D. City/Town	North Attleboro	State	MA
		Zip Code	02760
E. Social Security Number		F. Date of Birth	
G. Place of Employment	Hilltop Stop, 56 Washington Street, Plainville, MA 02762		

3. BACKGROUND INFORMATION:

Have you ever been convicted of a state, federal or military crime? Yes No

If yes, as part of the application process, the individual must attach an affidavit as to any and all convictions. The affidavit must include the city and state where the charges occurred as well as the disposition of the convictions.

4. FINANCIAL INTEREST:

Provide a detailed description of your direct or indirect, beneficial or financial interest in this license.

I own 49% of the issued and outstanding stock in this licensee

IMPORTANT ATTACHMENTS (8): For all cash contributions, attach last (3) months of bank statements for the source(s) of this cash.

*If additional space is needed, please use the last page

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Signature		Date	10-21-13
Title	Director	(If Corporation/LLC Representative)	



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

MANAGER APPLICATION

All proposed managers are required to complete a Personal Information Form, and attach a copy of the corporate vote authorizing this action and appointing a manager.

1. LICENSEE INFORMATION:

Legal Name of Licensee: Business Name (dba):

Address:

City/Town: State: Zip Code:

ABCC License Number: (If existing licensee) Phone Number of Premise:

2. MANAGER INFORMATION:

A. Name: B. Cell Phone Number:

C. List the number of hours per week you will spend on the licensed premises:

3. CITIZENSHIP INFORMATION:

A. Are you a U.S. Citizen: Yes No B. Date of Naturalization: C. Court of Naturalization:

(Submit proof of citizenship and/or naturalization such as US Passport, Voter's Certificate, Birth Certificate or Naturalization Papers)

4. BACKGROUND INFORMATION:

A. Do you now, or have you ever, held any direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages? Yes No
 If yes, please describe:

B. Have you ever been the Manager of Record of a license to sell alcoholic beverages that has been suspended, revoked or cancelled? Yes No
 If yes, please describe:

C. Have you ever been the Manager of Record of a license that was issued by this Commission? Yes No
 If yes, please describe:

D. Please list your employment for the past ten years (Dates, Position, Employer, Address and Telephone):

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Signature Date



The Commonwealth of Massachusetts
 Alcoholic Beverages Control Commission
 239 Causeway Street
 Boston, MA 02114
www.mass.gov/abcc

PERSONAL INFORMATION FORM

Each individual listed in Section 10 of this application must complete this form.

1. LICENSEE INFORMATION:

A. Legal Name of Licensee	Jay Gayatri, Inc.	B. Business Name (dba)	Old Gold Convenience
C. Address	326 Union Street	D. ABCC License Number (If existing licensee)	
E. City/Town	Franklin	State	MA Zip Code 02038
F. Phone Number of Premise	(508) 541-0481	G. EIN of License	

2. PERSONAL INFORMATION:

A. Individual Name	Arunkumar G. Patel	B. Home Phone Number	(508) 643-0315
C. Address	150 McKeon Drive		
D. City/Town	North Attleboro	State	MA Zip Code 02760
E. Social Security Number		F. Date of Birth	
G. Place of Employment	Jay Gayatri, Inc., 326 Union Street, Franklin, MA 02038		

3. BACKGROUND INFORMATION:

Have you ever been convicted of a state, federal or military crime? Yes No

If yes, as part of the application process, the individual must attach an affidavit as to any and all convictions. The affidavit must include the city and state where the charges occurred as well as the disposition of the convictions.

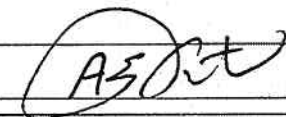
4. FINANCIAL INTEREST:

Provide a detailed description of your direct or indirect, beneficial or financial interest in this license.

I own 51% of the issued and outstanding stock in this licensee

IMPORTANT ATTACHMENTS (8): For all cash contributions, attach last (3) months of bank statements for the source(s) of this cash.
 *If additional space is needed, please use the last page

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Signature  Date 10.21.13

Title PRESIDENT (If Corporation/LLC Representative)

PRESENTATIONS
AND
DISCUSSIONS

1. AUDITORS
2. MICHAEL D'ANGELO, DIRECTOR OF FACILITIES
3. ZONING ALONG RT. 140

TOWN OF FRANKLIN, MASSACHUSETTS

Management Letter

For the Year Ended June 30, 2013

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MELANSON HEATH & COMPANY, PC
CERTIFIED PUBLIC ACCOUNTANTS
MANAGEMENT ADVISORS

To the Town Council
Town of Franklin, Massachusetts

In planning and performing our audit of the basic financial statements of the Town of Franklin, Massachusetts as of and for the year ended June 30, 2013, in accordance with auditing standards generally accepted in the United States of America, we considered the Town's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Town's internal control. Accordingly, we do not express an opinion on the effectiveness of the Town's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

During our audit, we became aware of matters that we believe represent opportunities for strengthening internal controls and operating efficiency. The recommendations that accompany this letter summarize our comments and suggestions concerning those matters.

The Town's written response to our comments and suggestions has not been subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

The purpose of this communication, which is an integral part of our audit, is to describe for management and those charged with governance, including overseeing the financial reporting process, the scope of our testing of internal control and the results of that testing. Accordingly, this communication is not intended to be and should not be used for any other purpose.

After you have had an opportunity to consider our comments and recommendations, we would be pleased to discuss them with you.

Melanson, Heath + Company P.C.

Andover, Massachusetts
February 20, 2014

STATUS OF PRIOR YEAR RECOMMENDATION:

1. Develop a More Formal Risk Assessment Process

Prior Year Issue:

In the prior year, we recommended the Town implement a more formal risk assessment process.

Current Year Status:

In fiscal year 2013, the Comptroller and Treasurer/Collector performed internal audits of three departments and began the process of developing a formal Risk Assessment and Control Activities worksheet to analyze departmental-level and Town-wide risks.

Further Action Needed:

We recommend the Comptroller and Treasurer/Collector continue working towards developing a risk assessment matrix that can be used by all managers to assess the risk factors within their departments and identify controls that have been implemented to mitigate these risks.

Town's Response:

The Comptroller and Treasurer/Collector agree that the risk assessment process is an invaluable tool to ensure that proper internal controls are in place. This is a very large, multi-year project. We will continue to work towards completing this process. We are planning internal audits of several more departments in FY14.

2. Formalize a Fund Balance Policy

Prior Year Issue:

In the prior year, we recommended the Town formalize a fund balance policy to define the Town's desired range of unassigned fund balance and establish policies for other types of governmental fund balances (i.e., nonspendable, restricted, committed, and assigned).

Current Year Status:

It is our understanding that the Town is in the process of drafting a formal fund balance policy.

Further Action Needed:

We continue to recommend the Town formalize a fund balance policy to provide guidance for establishing, classifying and maintaining fund balances in all of the Town's governmental, proprietary, and fiduciary funds.

Town's Response:

The Town agrees with formalizing a Fund Balance Policy. The auditors have given us some examples to facilitate this process.

CURRENT YEAR RECOMMENDATIONS:

3. Analyze Debit Balances in Withholding Accounts

During our review of the Town's payroll withholding accounts, we noted that the Life Insurance, Dental Insurance, and Union Dues withholding accounts had debit balances that did not clear in fiscal year 2013.

We recommend the Town analyze the history in these payroll withholding accounts to determine whether the debit balances are the result of general ledger mispostings or incorrect employee withholdings. We also recommend the Town reconcile all payroll withholding accounts on a monthly or quarterly basis to ensure that activity is correctly posted and that proper amounts are being withheld and credited to these accounts each pay period.

Town's Response:

The Comptroller will do an analysis of all withholding accounts and make any changes and/or corrections required.

4. Modify Departmental Receipt Processes - Library

During our consideration of the Town's departmental receipt internal controls, we noted that the Library does not currently maintain a receipt log. As a result, there is no audit trail from the collection of the receipts to the amount turned over the Treasurer/Collector's office for deposit.

We recommend the Library modify its departmental receipt processes to create an adequate audit trail for all receipts. This will help to ensure that the Library is in full compliance with the Town's established departmental receipt policies and procedures.

Town's Response:

The Comptroller and Treasurer/Collector will make recommendations to the Library staff concerning the departmental receipt process.

TOWN OF FRANKLIN, MASSACHUSETTS

Annual Financial Statements

For the Year Ended June 30, 2013

Town of Franklin, Massachusetts

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MELANSON HEATH & COMPANY, PC
CERTIFIED PUBLIC ACCOUNTANTS
MANAGEMENT ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Town Council
Town of Franklin, 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 Franklin, Massachusetts, as of and for the year ended June 30, 2013, 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.

Auditor's 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 auditor's 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 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 Franklin, Massachusetts, as of June 30, 2013, and the respective changes in financial position and, where applicable, cash flows thereof and the respective budgetary comparison for the general fund 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 and Schedule of Funding Progress 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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 20, 2014 on our consideration of the Town's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on 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.

Melanson, Heath + Company P.C.

Andover, Massachusetts
February 20, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the Town of Franklin we offer readers this narrative overview and analysis of the financial activities of the Town of Franklin for the fiscal year ended June 30, 2013.

A. OVERVIEW OF THE FINANCIAL STATEMENTS

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

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

The Statement of Net Position presents information on all assets and liabilities, with the difference between the two 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 Town'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, health and human services, and culture and recreation. The business-type activities include sewer, water and solid waste activities.

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

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide

financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

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

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

Proprietary funds. Proprietary funds are maintained as follows:

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

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

Fiduciary funds. Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the Town's own programs. The accounting used for fiduciary funds is much like that used for proprietary funds.

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.

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

B. FINANCIAL HIGHLIGHTS

- As of the close of the current fiscal year, the total of assets exceeded liabilities by \$173,594,780 (i.e., net position), a change of \$6,689,787 in comparison to the prior year.
- As of the close of the current fiscal year, governmental activities reported unrestricted net position of \$(12,652,886), a change of \$(4,503,208), in comparison to the prior year. This change is primarily due to an increase in the unfunded other post-employment benefits liability of \$5,231,494.
- As of the close of the current fiscal year, governmental funds reported combined ending fund balances of \$13,057,706, a change of \$(13,956,557) in comparison to the prior year. This change is primarily due to expenditures for the ongoing High School construction project, which is funded by MSBA grant revenues and bond anticipation notes. The Town issued long-term debt in the form of general obligation bonds to pay off the short-term borrowings in August 2013.
- At the end of the current fiscal year, unassigned fund balance for the general fund was \$8,766,981, a change of \$(731,838) in comparison to the prior year.
- Total bonds payable at the close of the current fiscal year was \$47,881,450, a change of \$(4,997,264) in comparison to the prior year.

C. GOVERNMENT-WIDE FINANCIAL ANALYSIS

The following is a summary of condensed government-wide financial data for the current and prior fiscal years. All amounts are presented in thousands.

	<u>NET POSITION</u>					
	<u>Governmental Activities</u>		<u>Business-Type Activities</u>		<u>Total</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Current and other assets	\$ 49,837	\$ 38,458	\$ 13,340	\$ 11,487	\$ 63,177	\$ 49,945
Capital assets	171,188	148,957	57,044	56,681	228,232	205,638
Total assets	221,025	187,415	70,384	68,168	291,409	255,583
Long-term liabilities outstanding	72,446	71,249	9,578	10,376	82,024	81,625
Bond anticipation notes	24,000	2,500	3,000	-	27,000	2,500
Other liabilities	8,446	3,347	344	1,206	8,790	4,553
Total liabilities	104,892	77,096	12,922	11,582	117,814	88,678
Net position:						
Net investment in capital assets	117,879	104,078	46,405	46,869	164,284	150,947
Restricted	10,906	13,972	-	-	10,906	13,972
Unrestricted	(12,652)	(7,731)	11,057	9,717	(1,595)	1,986
Total net position	\$ 116,133	\$ 110,319	\$ 57,462	\$ 56,586	\$ 173,595	\$ 166,905

CHANGES IN NET POSITION

	<u>Governmental</u>		<u>Business-Type</u>		<u>Total</u>	
	<u>Activities</u>		<u>Activities</u>			
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Revenues:						
Program revenues:						
Charges for services	\$ 5,387	\$ 7,352	\$ 12,893	\$ 11,899	\$ 18,280	\$ 19,251
Operating grants and contributions	15,226	14,734	-	-	15,226	14,734
Capital grants and contributions	13,830	972	-	-	13,830	972
General revenues:						
Property taxes	57,864	56,048	-	-	57,864	56,048
Excises	5,104	3,857	-	-	5,104	3,857
Penalties, interest, and other taxes	305	361	-	-	305	361
Grants and contributions not restricted to specific programs	30,048	29,951	-	-	30,048	29,951
Investment income	100	426	23	25	123	451
Miscellaneous	294	1,296	10	-	304	1,296
Total revenues	<u>128,158</u>	<u>114,997</u>	<u>12,926</u>	<u>11,924</u>	<u>141,084</u>	<u>126,921</u>
Expenses:						
General government	12,602	10,066	-	-	12,602	10,066
Public safety	9,971	9,730	-	-	9,971	9,730
Education	72,676	70,575	-	-	72,676	70,575
Public works	6,805	5,308	-	-	6,805	5,308
Human services	834	837	-	-	834	837
Culture and recreation	1,365	1,271	-	-	1,365	1,271
Employee benefits	12,924	14,048	-	-	12,924	14,048
Interest on long-term debt	1,980	1,719	-	-	1,980	1,719
Intergovernmental	4,589	4,458	-	-	4,589	4,458
Sewer	-	-	4,438	3,928	4,438	3,928
Water	-	-	4,253	4,333	4,253	4,333
Sanitation	-	-	1,707	1,887	1,707	1,887
Total expenses	<u>123,746</u>	<u>118,012</u>	<u>10,398</u>	<u>10,148</u>	<u>134,144</u>	<u>128,160</u>
Change in net position before transfers	4,412	(3,015)	2,528	1,776	6,940	(1,239)
Transfers in (out)	1,402	2,050	(1,652)	(2,050)	(250)	-
Change in net position	5,814	(965)	876	(274)	6,690	(1,239)
Net position - beginning of year, as restated	<u>110,319</u>	<u>111,284</u>	<u>56,586</u>	<u>56,860</u>	<u>166,905</u>	<u>168,144</u>
Net position - end of year	<u>\$ 116,133</u>	<u>\$ 110,319</u>	<u>\$ 57,462</u>	<u>\$ 56,586</u>	<u>\$ 173,595</u>	<u>\$ 166,905</u>

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. At the close of the most recent fiscal year, total net position was \$173,594,780, a change of \$6,689,787 from the prior year.

The largest portion of net position \$164,284,320 reflects our investment in capital assets (e.g., land, buildings, machinery and equipment, infrastructure); 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 \$10,906,064 represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net position is \$(1,595,604).

Governmental activities. Governmental activities for the year resulted in a change in net position of \$5,813,370. Key elements of this change are as follows:

General fund revenues and transfers in excess of expenditures and transfers out	\$ 304,765
High School construction fund change in fund balance, net of capital additions	13,285,901
MSBA grants recognized in prior years	(825,934)
Increase in net OPEB obligation	(5,231,494)
Depreciation expense in excess of principal debt service expense	(1,795,952)
Other	<u>76,084</u>
Total	<u>\$ 5,813,370</u>

Business-type activities. Business-type activities for the year resulted in a change in net position of \$876,417. Key elements of this change are as follows:

Sewer operations	\$ (463,786)
Water operations	1,231,547
Solid waste operations	<u>108,656</u>
Total	<u>\$ 876,417</u>

D. FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

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

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

As of the end of the current fiscal year, governmental funds reported combined ending fund balances of \$13,057,706, a change of \$(13,956,557) in comparison to the prior year. Key elements of this change are as follows:

General fund revenues and transfers in excess of expenditures and transfers out	\$ 304,765
High School construction expenditures in excess of revenues	(11,945,545)
Special revenue fund expenditures and transfers out in excess of revenues and transfers in	(2,244,994)
Capital projects fund expenditures	(318,520)
Trust fund revenues in excess of expenditures	<u>247,737</u>
Total	\$ <u>(13,956,557)</u>

The general fund is the chief operating fund. At the end of the current fiscal year, unassigned fund balance of the general fund was \$8,766,981, while total fund balance was \$15,380,602. 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>6/30/13</u>	<u>6/30/12</u>	<u>Change</u>	<u>% of Total General Fund Expenditures</u>
Unassigned fund balance ⁽¹⁾	\$ 8,766,981	\$ 9,498,819	\$ (731,838)	8.1%
Total fund balance	\$ 15,380,602	\$ 15,075,837	\$ 304,765	14.2%

⁽¹⁾ Includes \$4,831,767 in general stabilization and \$1,003,688 in budget stabilization funds.

The total fund balance of the general fund changed by \$304,765 during the current fiscal year. Key factors in this change are as follows:

Use of free cash as a funding source	\$ (3,634,805)
Add back transfers to stabilization funds	<u>1,150,000</u>
Subtotal	(2,484,805)
Revenues in excess of budget	1,294,788
Expenditures less than budget	1,307,775
Other	<u>187,007</u>
Total	\$ <u>304,765</u>

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

	<u>6/30/13</u>	<u>6/30/12</u>	<u>Change</u>
General stabilization	\$ 4,831,767	\$ 5,210,261	\$ (378,494)
Budget stabilization	1,003,688	-	1,003,688
Public works stabilization	276,201	275,602	599
Senior center stabilization	351,301	150,194	201,107
Athletic fields stabilization	351,301	150,194	201,107
Fire truck stabilization	175,650	75,097	100,553
Traffic signal stabilization	<u>4,574</u>	<u>4,563</u>	<u>11</u>
Total	<u>\$ 6,994,482</u>	<u>\$ 5,865,911</u>	<u>\$ 1,128,571</u>

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

Unrestricted net position of the enterprise funds at the end of the year amounted to \$11,057,282, a change of \$921,065 in comparison to the prior year. Other factors concerning the finances of proprietary funds have already been addressed in the entity-wide discussion of business-type activities.

E. GENERAL FUND BUDGETARY HIGHLIGHTS

Differences between the original budget and the final amended budget resulted in an overall change in appropriations of \$5,833,290. Major reasons for these amendments include:

\$ 1,421,730	appropriated for repairs to DelCarte Dam No. 3; funded by hotel taxes, free cash, and a transfer from the Sale of Real Estate - Receipts Reserved for Appropriation account.
27,638	appropriated for a new police cruiser; funded by a transfer from the Insurance Recovery special revenue account.
775,000	appropriated for the Budget Stabilization Fund; funded by taxes.
38,000	appropriated to pay abatement interest; funded by taxes.
25,000	appropriated for consulting services in the fiscal 2013 Technology Budget; funded by free cash.
37,522	appropriated to complete roadwork and related infrastructure at Kensington Estates; funded by a forfeited subdivision bond.
1,598,000	appropriated for the 2013 Capital Improvement Plan; funded by free cash.
1,000	appropriated for the Town Clerk Advertising Budget; funded by free cash.

(continued)

(continued)

35,000	appropriated to install a pedestrian safety signal at Parmenter School; funded by free cash.
12,400	appropriated to pay costs associated with two special elections; funded by free cash.
500,000	appropriated to fund repairs to the roof of the Remington Jefferson School; funded by free cash.
75,000	appropriated to retain appraiser and provide compensation for permanent and temporary easements for the Downtown HHP Project; funded by free cash.
150,000	appropriated for the purchase and demolition of 37 Beaver Street to be used as a parking lot for the Senior Center; funded by free cash.
100,000	appropriated for Fire Department salaries; funded by a transfer from the fiscal year 2012 Employee Benefits encumbrance.
162,000	appropriated for the 2013 Capital Improvement Plan; funded by free cash.
200,000	appropriated for the Senior Center Capital Improvement Stabilization Fund; funded by free cash.
100,000	appropriated for the Fire Truck Stabilization Fund; funded by free cash.
200,000	appropriated for the Athletic Fields Capital Improvement Stabilization Fund; funded by free cash.
225,000	appropriated for the Operating Budget Stabilization Fund; funded by free cash.
150,000	appropriated for the Other Post Employment Benefits Stabilization Fund; funded by free cash.
<u>\$ 5,833,290</u>	Total supplemental appropriations

F. CAPITAL ASSET AND DEBT ADMINISTRATION

Capital assets. Total investment in capital assets for governmental and business-type activities at year-end amounted to \$228,232,385 (net of accumulated depreciation), a change of \$22,594,091 from the prior year. This investment in capital assets includes land, buildings and improvements, machinery and equipment, and infrastructure.

Major capital asset events during the current fiscal year include ongoing construction costs for the new high school, school HVAC improvements, sewer and water system improvements, various street improvements, and the acquisition of vehicles, and equipment for police, fire, public works, and school departments.

Additional information on capital assets can be found in the Notes to the Financial Statements.

Credit rating. During the fiscal year, the Town's Standard & Poor's AA credit rating remained unchanged.

Long-term debt. At the end of the current fiscal year, total bonded debt outstanding was \$47,881,450, all of which was backed by the full faith and credit of the government.

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

G. STABILIZATION FUNDS

In the late 1990s, the Town settled a legal case and received over six million dollars. The funds were paid to the Town over several years. All funds received from the settlement were voted into the general Stabilization Fund, resulting in a balance of over \$9,000,000 in the account. The Stabilization Fund, plus interest, may be appropriated at any Town Council meeting for any municipal purpose. The Town always maintained a "traditional" general fund stabilization account.

At that point, the Town created two new stabilization accounts to set aside funds for known future costs. The Town voted to appropriate \$1,100,000 to pay for the Town's share of Town state-funded road projects and to replace a culvert. The second was a Debt Stabilization account to take the "peak" off the debt schedule the Town adopted in accordance with our fiscal policy on debt. The Debt Stabilization account served its intended purpose and no funds currently remain in the account. In FY11, the Town Council voted to increase the Public Works Stabilization account for future related projects.

The Town Council voted in FY 2004, 2007 and 2008 to use general stabilization funds to balance the annual operating budget. However, once the fund reached the minimum amount established by the Town Council's fiscal policy (\$4.5 million or 5% of general operating budget), no other funds were used until FY2013, when the Town Council voted to use \$350,000 for the annual operating budget.

In FY12, the Town Council voted to establish three additional stabilization funds for future Town appropriations. These funds include the Senior Center Capital Improvements Stabilization Fund, the Athletic Field Capital Improvements Stabilization Fund, and the Fire Truck Stabilization Fund, all of which are reported as "Other Stabilization" in the table below.

In FY13, the Town Council voted to establish a Budget Stabilization Fund for the purpose of stabilizing future Town budgets. This new fund is reported in a separate column in the table below.

The table below sets forth stabilization fund balances at year-end for the last nine fiscal years (in thousands):

<u>As of June 30</u>	<u>Stabilization Fund Balance</u>	<u>Budget Stabilization</u>	<u>Debt Stabilization</u>	<u>Public Works Stabilization</u>	<u>Other Stabilization</u>	<u>Total Stabilization</u>
2013	\$ 4,832	\$ 1,004	\$ -	\$ 276	\$ 882	\$ 6,994
2012	\$ 5,210	\$ -	\$ -	\$ 276	\$ 380	\$ 5,866
2011	\$ 4,779	\$ -	\$ -	\$ 275	\$ 5	\$ 5,059
2010	\$ 4,647	\$ -	\$ 380	\$ 130	\$ -	\$ 5,157
2009	\$ 4,573	\$ -	\$ 403	\$ 738	\$ -	\$ 5,714
2008	\$ 4,137	\$ -	\$ 568	\$ 792	\$ -	\$ 5,497
2007	\$ 5,224	\$ -	\$ 552	\$ 924	\$ -	\$ 6,700
2006	\$ 7,008	\$ -	\$ 535	\$ 1,172	\$ -	\$ 8,715
2005	\$ 6,957	\$ -	\$ 865	\$ 1,124	\$ -	\$ 8,946

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Town of Franklin'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:

Comptroller's Office
355 East Central Street
Franklin, Massachusetts 02038

TOWN OF FRANKLIN, MASSACHUSETTS

STATEMENT OF NET POSITION

JUNE 30, 2013

	Governmental <u>Activities</u>	Business-Type <u>Activities</u>	<u>Total</u>
ASSETS			
Current:			
Cash and short-term investments	\$ 31,640,005	\$ 9,634,057	\$ 41,274,062
Investments	9,583,933	-	9,583,933
Receivables, net of allowance for uncollectibles:			
Property taxes	481,712	-	481,712
Excises	403,511	-	403,511
User fees	837,275	3,395,882	4,233,157
Intergovernmental	4,617,837	-	4,617,837
Betterments	1,652	28,913	30,565
Other assets	44,000	-	44,000
Noncurrent:			
Receivables, net of allowance for uncollectibles:			
Property taxes	559,863	-	559,863
Intergovernmental	1,651,867	-	1,651,867
Betterments	14,867	281,153	296,020
Land and construction in progress	45,744,070	4,348,360	50,092,430
Capital assets being depreciated, net of accumulated depreciation	<u>125,444,284</u>	<u>52,695,671</u>	<u>178,139,955</u>
TOTAL ASSETS	221,024,876	70,384,036	291,408,912
LIABILITIES			
Current:			
Warrants and accounts payable	5,834,668	295,006	6,129,674
Accrued liabilities	1,784,583	48,706	1,833,289
Notes payable	24,000,000	3,000,000	27,000,000
Tax refunds payable	300,600	-	300,600
Other liabilities	526,029	-	526,029
Current portion of long-term liabilities:			
Bonds payable	4,126,637	875,388	5,002,025
Compensated absences	85,308	6,417	91,725
Noncurrent:			
Bonds payable, net of current portion	34,810,486	8,068,939	42,879,425
Compensated absences, net of current portion	1,620,850	121,916	1,742,766
Other post-employment benefits	<u>31,803,179</u>	<u>505,420</u>	<u>32,308,599</u>
TOTAL LIABILITIES	104,892,340	12,921,792	117,814,132
NET POSITION			
Net investment in capital assets	117,879,358	46,404,962	164,284,320
Restricted for:			
Grants and other statutory restrictions	7,318,653	-	7,318,653
Permanent funds:			
Nonexpendable	503,930	-	503,930
Expendable	3,083,481	-	3,083,481
Unrestricted	<u>(12,652,886)</u>	<u>11,057,282</u>	<u>(1,595,604)</u>
TOTAL NET ASSETS	\$ <u>116,132,536</u>	\$ <u>57,462,244</u>	\$ <u>173,594,780</u>

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

TOWN OF FRANKLIN, MASSACHUSETTS

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2013

	Program Revenues			Net (Expenses) Revenues and Changes in Net Position		
	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Total
Governmental Activities:						
General government	\$ 12,601,737	\$ 1,210,556	\$ -	\$ (11,182,798)	\$ -	\$ (11,182,798)
Public safety	9,971,356	927,274	-	(8,100,959)	-	(8,100,959)
Education	72,675,822	12,723,991	13,192,104	(43,292,234)	-	(43,292,234)
Public works	6,804,795	28,657	638,012	(5,978,390)	-	(5,978,390)
Health and human services	834,557	255,031	-	(466,019)	-	(466,019)
Culture and recreation	1,364,667	71,473	-	(798,731)	-	(798,731)
Insurance and benefits	12,923,897	8,548	-	(12,915,349)	-	(12,915,349)
Interest	1,979,514	-	-	(1,979,514)	-	(1,979,514)
Intergovernmental	4,589,317	-	-	(4,589,317)	-	(4,589,317)
Total Governmental Activities	123,745,662	15,225,530	13,830,116	(89,303,311)	-	(89,303,311)
Business-Type Activities:						
Sewer services	4,437,516	-	-	-	206,967	206,967
Water services	4,253,120	-	-	-	2,110,113	2,110,113
Sanitation services	1,707,415	-	-	-	178,204	178,204
Total Business-Type Activities	10,398,051	-	-	-	2,495,284	2,495,284
Total	\$ 134,143,713	\$ 15,225,530	\$ 13,830,116	(89,303,311)	2,495,284	(86,808,027)
General Revenues and transfers:						
Property taxes				57,863,572	-	57,863,572
Excises				5,104,103	-	5,104,103
Penalties, interest and other taxes				305,073	-	305,073
Grants and contributions not restricted to specific programs				30,048,269	-	30,048,269
Investment income				99,578	23,160	122,738
Miscellaneous				293,599	10,460	304,059
Transfers, net				1,402,487	(1,652,487)	(250,000)
Total general revenues				95,116,681	(1,618,867)	93,497,814
Change in Net Position				5,813,370	876,417	6,689,787
Net Position:						
Beginning of year, as restated				110,319,166	56,585,827	166,904,993
End of year				\$ 116,132,536	\$ 57,462,244	\$ 173,594,780

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

TOWN OF FRANKLIN, MASSACHUSETTS

GOVERNMENTAL FUNDS

BALANCE SHEET

JUNE 30, 2013

	General Fund	High School Construction Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS				
Cash and short-term investments	\$ 12,906,349	\$ 11,229,678	\$ 7,503,978	\$ 31,640,005
Investments	5,409,296	-	4,174,637	9,583,933
Receivables:				
Property taxes	1,258,503	-	-	1,258,503
Excises	700,121	-	-	700,121
User fees	1,395,459	-	-	1,395,459
Intergovernmental	-	2,676,365	1,115,538	3,791,903
TOTAL ASSETS	\$ 21,669,728	\$ 13,906,043	\$ 12,794,153	\$ 48,369,924
LIABILITIES				
Warrants and accounts payable	\$ 811,576	\$ 4,503,953	\$ 519,139	\$ 5,834,668
Accrued liabilities	1,461,162	-	-	1,461,162
Notes payable	-	24,000,000	-	24,000,000
Tax refunds payable	300,600	-	-	300,600
Other liabilities	526,029	-	-	526,029
TOTAL LIABILITIES	3,099,367	28,503,953	519,139	32,122,459
DEFERRED INFLOWS OF RESOURCES	3,189,759	-	-	3,189,759
FUND BALANCES				
Nonspendable	-	-	503,930	503,930
Restricted	222,477	-	10,770,351	10,992,828
Committed	5,520,028	-	1,551,498	7,071,526
Assigned	871,116	-	-	871,116
Unassigned	8,766,981	(14,597,910)	(550,765)	(6,381,694)
TOTAL FUND BALANCES	15,380,602	(14,597,910)	12,275,014	13,057,706
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 21,669,728	\$ 13,906,043	\$ 12,794,153	\$ 48,369,924

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

TOWN OF FRANKLIN, MASSACHUSETTS

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

JUNE 30, 2013

Total governmental fund balances	\$ 13,057,706
<ul style="list-style-type: none">• Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	171,188,354
<ul style="list-style-type: none">• Revenues are reported on the accrual basis of accounting and are not reported at the fund level.	2,178,556
<ul style="list-style-type: none">• MSBA reimbursements for contracted assistance projects are not receivable in the current period and, therefore, are not reported in the governmental funds.	2,477,801
<ul style="list-style-type: none">• In the Statement of Activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due.	(323,421)
<ul style="list-style-type: none">• Long-term liabilities, including bonds payable, compensated absences, and other post-employment benefits, are not due and payable in the current period and therefore are not reported in the governmental funds.	<u>(72,446,460)</u>
Net position of governmental activities	<u>\$ 116,132,536</u>

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

TOWN OF FRANKLIN, MASSACHUSETTS

GOVERNMENTAL FUNDS

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

FOR THE YEAR ENDED JUNE 30, 2013

	General Fund	High School Construction Fund	Nonmajor Governmental Funds	Total Governmental Funds
Revenues:				
Property taxes	\$ 57,986,855	\$ -	\$ -	\$ 57,986,855
Excises	4,955,286	-	-	4,955,286
Penalties, interest and other taxes	283,123	-	405	283,528
Special assessments	5,430	-	-	5,430
Charges for services	1,831,338	-	3,845,684	5,677,022
Licenses and permits	924,996	-	-	924,996
Intergovernmental	39,425,903	13,192,104	5,104,517	57,722,524
Fines and forfeitures	143,458	-	39,842	183,300
Contributions	-	-	1,187,710	1,187,710
Investment income	216,848	-	(84,118)	132,730
Miscellaneous	293,598	-	63,825	357,423
Total Revenues	106,066,835	13,192,104	10,157,865	129,416,804
Expenditures:				
Current:				
General government	9,414,781	-	2,701,644	12,116,425
Public safety	9,109,290	-	137,981	9,247,271
Education	62,890,484	-	7,129,924	70,020,408
Public works	4,552,105	-	220,522	4,772,627
Health and human services	508,656	-	162,608	671,264
Culture and recreation	1,029,214	-	47,146	1,076,360
Insurance and benefits	7,687,045	-	5,357	7,692,402
Debt service	6,105,227	-	-	6,105,227
Intergovernmental	4,589,317	-	-	4,589,317
Capital outlay	2,059,936	25,137,649	1,286,962	28,484,547
Total Expenditures	107,946,055	25,137,649	11,692,144	144,775,848
Excess (deficiency) of revenues over expenditures	(1,879,220)	(11,945,545)	(1,534,279)	(15,359,044)
Other Financing Sources (Uses):				
Transfers in	2,539,376	-	105,391	2,644,767
Transfers out	(355,391)	-	(886,889)	(1,242,280)
Total Other Financing Sources (Uses)	2,183,985	-	(781,498)	1,402,487
Change in fund balance	304,765	(11,945,545)	(2,315,777)	(13,956,557)
Fund Balance, at Beginning of Year	15,075,837	(2,652,365)	14,590,791	27,014,263
Fund Balance, at End of Year	\$ 15,380,602	\$ (14,597,910)	\$ 12,275,014	\$ 13,057,706

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

TOWN OF FRANKLIN, 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, 2013

Net changes in fund balances - total governmental funds	\$ (13,956,557)																
<ul style="list-style-type: none"> • Governmental funds report capital outlays as expenditures. However, in the Statement of Activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense: <table border="0" style="margin-left: 40px;"> <tr> <td>Capital outlay purchases</td> <td style="text-align: right;">28,244,600</td> </tr> <tr> <td>Loss on disposition of assets</td> <td style="text-align: right;">(88,216)</td> </tr> <tr> <td>Depreciation</td> <td style="text-align: right;">(5,925,041)</td> </tr> </table> • Revenues in the Statement of Activities that do not provide current financial resources are fully deferred in the Statement of Revenues, Expenditures and Changes in Fund Balances. Therefore, the recognition of revenue for various types of accounts receivable (i.e., real estate and personal property, motor vehicle excise, etc.) differ between the two statements. This amount represents the net change in deferred revenue. <table border="0" style="margin-left: 40px;"> <tr> <td></td> <td style="text-align: right;">(477,923)</td> </tr> </table> • Some revenues reported in the Statement of Activities, such as MSBA reimbursements for contracted assistance, do not provide current financial resources and therefore, are not reported as revenues in the governmental funds. <table border="0" style="margin-left: 40px;"> <tr> <td></td> <td style="text-align: right;">(825,934)</td> </tr> </table> • The issuance of long-term debt (e.g., bonds and leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the financial resources of governmental funds. Neither transaction, however, has any effect on net position: <table border="0" style="margin-left: 40px;"> <tr> <td>Repayments of debt</td> <td style="text-align: right;">4,129,089</td> </tr> </table> • In the Statement of Activities, interest is accrued on outstanding long-term debt, whereas in governmental funds interest is not reported until due. <table border="0" style="margin-left: 40px;"> <tr> <td></td> <td style="text-align: right;">40,224</td> </tr> </table> • Some expenses reported in the Statement of Activities, such as compensated absences and other post-employment benefits, do not require the use of current financial resources and therefore, are not reported as expenditures in the governmental funds. <table border="0" style="margin-left: 40px;"> <tr> <td></td> <td style="text-align: right;"><u>(5,326,872)</u></td> </tr> </table> 		Capital outlay purchases	28,244,600	Loss on disposition of assets	(88,216)	Depreciation	(5,925,041)		(477,923)		(825,934)	Repayments of debt	4,129,089		40,224		<u>(5,326,872)</u>
Capital outlay purchases	28,244,600																
Loss on disposition of assets	(88,216)																
Depreciation	(5,925,041)																
	(477,923)																
	(825,934)																
Repayments of debt	4,129,089																
	40,224																
	<u>(5,326,872)</u>																
Change in net position of governmental activities	\$ <u>5,813,370</u>																

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

TOWN OF FRANKLIN, MASSACHUSETTS

GENERAL FUND

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

FOR THE YEAR ENDED JUNE 30, 2013

	Budgeted Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original Budget	Final Budget		
Revenues and Transfers In:				
Property taxes	\$ 56,981,690	\$ 57,793,616	\$ 57,793,616	\$ -
Motor vehicle excise	3,525,000	3,525,000	3,989,677	464,677
Other excise	380,000	780,000	964,913	184,913
Penalties, interest and other taxes	325,000	325,000	283,123	(41,877)
Charges for services	1,709,500	1,709,500	1,831,338	121,838
Licenses and permits	825,000	825,000	924,996	99,996
Intergovernmental	31,005,397	31,005,397	31,025,374	19,977
Fines and forfeitures	100,000	100,000	143,458	43,458
Investment income	130,000	130,000	238,277	108,277
Miscellaneous	5,500	5,500	299,029	293,529
Transfers in	1,343,000	2,229,890	2,229,890	-
Total Revenues and Transfers In	96,330,087	98,428,903	99,723,691	1,294,788
Expenditures and Transfers Out:				
General government	8,757,407	9,838,874	9,668,846	170,028
Public safety	9,155,717	9,283,355	9,110,960	172,395
Education	54,581,415	55,081,415	55,014,431	66,984
Public works	3,970,832	4,008,354	3,830,471	177,883
Health and human services	518,126	523,471	506,143	17,328
Culture and recreation	1,066,290	1,066,290	1,026,467	39,823
Debt service	5,118,917	5,156,917	5,151,366	5,551
Insurance and benefits	8,331,741	8,210,059	7,809,852	400,207
Capital outlay	-	2,415,000	2,405,564	9,436
Intergovernmental	4,837,457	4,837,457	4,589,317	248,140
Transfers out	-	1,750,000	1,750,000	-
Total Expenditures and Transfers Out	96,337,902	102,171,192	100,863,417	1,307,775
Excess (deficiency) of revenues and transfers in over expenditures and transfers out	(7,815)	(3,742,289)	(1,139,726)	2,602,563
Other Financing Source:				
Use of free cash	-	3,634,805	3,634,805	-
Use of other fund balance reserves	7,815	107,484	107,484	-
Excess of revenues and other financing sources over expenditures and other financing uses	\$ -	\$ -	\$ 2,602,563	\$ 2,602,563

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

TOWN OF FRANKLIN, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF NET POSITION

JUNE 30, 2013

	Business-Type Activities Enterprise Funds			Total
	Sewer Fund	Water Fund	Non-major Solid Waste Fund	
ASSETS				
Current:				
Cash and short-term investments	\$ 2,148,470	\$ 6,948,226	\$ 537,361	\$ 9,634,057
Receivables, net of allowance for uncollectibles:				
User fees	1,369,156	1,830,344	196,382	3,395,882
Betterments	<u>28,763</u>	<u>150</u>	<u>-</u>	<u>28,913</u>
Total current assets	3,546,389	8,778,720	733,743	13,058,852
Noncurrent:				
Receivables, net of allowance for uncollectibles:				
Betterments	281,153	-	-	281,153
Land and construction in progress	679,558	3,621,871	46,931	4,348,360
Other capital assets, net of accumulated depreciation	<u>11,266,588</u>	<u>40,910,331</u>	<u>518,752</u>	<u>52,695,671</u>
Total noncurrent assets	12,227,299	44,532,202	565,683	57,325,184
TOTAL ASSETS	15,773,688	53,310,922	1,299,426	70,384,036
LIABILITIES				
Current:				
Warrants and accounts payable	63,247	229,483	2,276	295,006
Accrued liabilities	10,558	38,148	-	48,706
Notes payable	-	3,000,000	-	3,000,000
Current portion of long-term liabilities:				
Bonds payable	121,727	753,661	-	875,388
Compensated absences	<u>2,305</u>	<u>3,659</u>	<u>453</u>	<u>6,417</u>
Total current liabilities	197,837	4,024,951	2,729	4,225,517
Noncurrent:				
Bonds payable, net of current portion	1,147,707	6,921,232	-	8,068,939
Compensated absences, net of current portion	43,795	69,513	8,608	121,916
Other post-employment benefits	<u>186,371</u>	<u>319,049</u>	<u>-</u>	<u>505,420</u>
Total noncurrent liabilities	1,377,873	7,309,794	8,608	8,696,275
TOTAL LIABILITIES	1,575,710	11,334,745	11,337	12,921,792
NET POSITION				
Net investment in capital assets	10,676,712	35,162,567	565,683	46,404,962
Unrestricted	<u>3,521,266</u>	<u>6,813,610</u>	<u>722,406</u>	<u>11,057,282</u>
TOTAL NET POSITION	\$ 14,197,978	\$ 41,976,177	\$ 1,288,089	\$ 57,462,244

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

TOWN OF FRANKLIN, MASSACHUSETTS
 PROPRIETARY FUNDS
 STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
 FOR THE YEAR ENDED JUNE 30, 2013

	Business-Type Activities Enterprise Funds			Total
	Sewer Fund	Water Fund	Non-major Solid Waste Fund	
Operating Revenues:				
Charges for services	\$ 4,644,483	\$ 6,363,233	\$ 1,885,619	\$ 12,893,335
Total Operating Revenues	4,644,483	6,363,233	1,885,619	12,893,335
Operating Expenses:				
Personnel	603,844	948,460	53,198	1,605,502
Non-personnel	710,567	1,594,770	1,574,409	3,879,746
Depreciation	420,157	1,441,747	79,808	1,941,712
Intergovernmental	2,654,880	-	-	2,654,880
Total Operating Expenses	4,389,448	3,984,977	1,707,415	10,081,840
Operating Income	255,035	2,378,256	178,204	2,811,495
Nonoperating Revenues (Expenses):				
Interest income	4,766	16,892	1,502	23,160
Miscellaneous revenues	-	5,510	4,950	10,460
Interest expense	(48,068)	(268,143)	-	(316,211)
Total Nonoperating Revenues (Expenses)	(43,302)	(245,741)	6,452	(282,591)
Income Before Transfers	211,733	2,132,515	184,656	2,528,904
Transfers:				
Transfers out	(675,519)	(900,968)	(76,000)	(1,652,487)
Total Other Financing Sources (Uses)	(675,519)	(900,968)	(76,000)	(1,652,487)
Change in Net Position	(463,786)	1,231,547	108,656	876,417
Net Position at Beginning of Year, as restated	14,661,764	40,744,630	1,179,433	56,585,827
Net Position at End of Year	\$ 14,197,978	\$ 41,976,177	\$ 1,288,089	\$ 57,462,244

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

TOWN OF FRANKLIN, MASSACHUSETTS

PROPRIETARY FUNDS

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2013

	Business-Type Activities Enterprise Funds			Total
	Sewer Fund	Water Fund	Non-major Solid Waste Fund	
Cash Flows From Operating Activities:				
Receipts from customers and users	\$ 4,524,568	\$ 6,498,282	\$ 1,902,323	\$ 12,925,173
Payments to vendors	(3,448,394)	(1,513,759)	(1,711,203)	(6,673,356)
Payments to employees	(570,095)	(907,265)	(57,953)	(1,535,313)
Net Cash Provided By Operating Activities	506,079	4,077,258	133,167	4,716,504
Cash Flows From Noncapital Financing Activities:				
Miscellaneous revenues	-	5,510	4,950	10,460
Transfer out	(675,519)	(900,968)	(76,000)	(1,652,487)
Net Cash (Used For) Noncapital Financing Activities	(675,519)	(895,458)	(71,050)	(1,642,027)
Cash Flows From Capital and Related Financing Activities:				
Acquisition and construction of capital assets	(103,065)	(2,201,395)	-	(2,304,460)
Proceeds of notes	-	3,000,000	-	3,000,000
Principal payments on bonds	(122,427)	(745,748)	-	(868,175)
Interest expense	(49,237)	(273,417)	-	(322,654)
Net Cash (Used For) Capital and Related Financing Activities	(274,729)	(220,560)	-	(495,289)
Cash Flows From Investing Activities:				
Investment income	4,766	16,893	1,502	23,161
Net Change in Cash and Short-Term Investments	(439,403)	2,978,133	63,619	2,602,349
Cash and Short-Term Investments, Beginning of Year	2,587,873	3,970,093	473,742	7,031,708
Cash and Short-Term Investments, End of Year	\$ 2,148,470	\$ 6,948,226	\$ 537,361	\$ 9,634,057
Reconciliation of Operating Income to Net Cash Provided by (Used For) Operating Activities:				
Operating income	\$ 255,035	\$ 2,378,256	\$ 178,204	\$ 2,811,495
Adjustments to reconcile operating income to net cash provided by operating activities:				
Depreciation	420,157	1,441,747	79,808	1,941,712
Changes in assets and liabilities:				
User fees receivable	(119,915)	135,050	16,704	31,839
Warrants and accounts payable	(82,947)	81,010	(136,794)	(138,731)
Other liabilities	33,749	41,195	(4,755)	70,189
Net Cash Provided By Operating Activities	\$ 506,079	\$ 4,077,258	\$ 133,167	\$ 4,716,504

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

TOWN OF FRANKLIN, MASSACHUSETTS

FIDUCIARY FUNDS

STATEMENT OF FIDUCIARY NET POSITION

JUNE 30, 2013

	Other Post Employment Benefits Trust <u>Fund</u>	Private Purpose Trust <u>Funds</u>	Agency <u>Funds</u>
<u>ASSETS</u>			
Cash and short-term investments	\$ -	\$ -	\$ 472,095
Investments	320,862	97,766	-
Departmental receivable	-	-	27,639
Other assets	<u>-</u>	<u>-</u>	<u>1,529,251</u>
Total Assets	320,862	97,766	2,028,985
<u>LIABILITIES AND NET POSITION</u>			
Warrants payable	-	-	45,281
Other liabilities	<u>-</u>	<u>-</u>	<u>1,983,704</u>
Total Liabilities	<u>-</u>	<u>-</u>	<u>2,028,985</u>
<u>NET POSITION</u>			
Total net position held in trust	\$ <u><u>320,862</u></u>	\$ <u><u>97,766</u></u>	\$ <u><u>-</u></u>

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

TOWN OF FRANKLIN, MASSACHUSETTS
 FIDUCIARY FUNDS
 STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
 FOR THE YEAR ENDED JUNE 30, 2013

	Other Post Employment Benefits Trust Fund	Private Purpose Trust Funds
Additions:		
Contributions	\$ -	\$ 9,570
Investment income	237	363
Total additions	<u>237</u>	<u>9,933</u>
Deductions:		
Scholarship payments	-	10,700
Total deductions	<u>-</u>	<u>10,700</u>
Other financing sources (uses):		
Transfers in	<u>250,000</u>	<u>-</u>
Total other financing sources (uses)	<u>250,000</u>	<u>-</u>
Net increase (decrease)	250,237	(767)
Net position:		
Beginning of year	<u>70,625</u>	<u>98,533</u>
End of year	<u>\$ 320,862</u>	<u>\$ 97,766</u>

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

TOWN OF FRANKLIN, MASSACHUSETTS

Notes to the Financial Statements

1. Summary of Significant Accounting Policies

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

A. Reporting Entity

The Town is a municipal corporation governed by an elected Town Council. As required by generally accepted accounting principles, these financial statements present the government and applicable component units for which the government is considered to be financially accountable. In fiscal year 2013, it was determined that no entities met the required GASB 39 criteria of component units.

B. 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.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function or segment is 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 govern-

mental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

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

Government-wide Financial Statements

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

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

Fund Financial Statements

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the 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, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, 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 *High School Construction Fund* accounts for activity associated with the construction of the new high school.

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

The government reports the following major proprietary funds:

- Sewer Fund
- Water Fund

The *Other Post-Employment Benefits Trust Fund* is used to account for monies the Town is setting aside to fund its future post-retirement health insurance obligations.

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

D. Cash and Short-Term Investments

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

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

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

E. Investments

State and local statutes place certain limitations on the nature of deposits and investments available. Deposits in any financial institution may not exceed certain levels within the financial institution. Non-fiduciary fund investments can be made in securities issued by or unconditionally guaranteed by the U.S. Government or agencies that have a maturity of one year or less from the date of purchase and repurchase agreements guaranteed by such securities with maturity dates of no more than 90 days from the date of purchase.

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

F. Property Tax Limitations

Legislation known as "Proposition 2½" has limited 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 is voted. The actual fiscal year 2013 tax levy reflected an excess capacity of \$34,997.

G. Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (for enterprise funds only), 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 initial individual cost of more than \$15,000 and an estimated useful life in excess of two years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation.

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

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

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

<u>Assets</u>	<u>Years</u>
Buildings	40
Building improvements	20
Infrastructure	30 - 50
Vehicles	5
Office equipment	5
Computer equipment	5

H. Compensated Absences

It is the Town's policy to permit employees to accumulate earned but unused vacation and sick pay benefits. All vested sick and vacation pay is accrued when incurred in the government-wide, proprietary, and fiduciary fund financial statements. A liability for these amounts is reported in governmental funds only if they have matured, for example, as a result of employee resignations and retirements.

I. Long-Term Obligations

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

J. Fund Equity

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

Fund Balance - Generally, fund balance represents the difference between current assets and current liabilities. The Town reserves those portions of fund balance that are legally segregated for a specific future use or which do not represent available, spendable resources and therefore, are not available for appropriation or expenditure. Unassigned fund balance indicates that portion of fund balance that is available for appropriation in future periods.

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

- 1) Nonspendable funds are either unspendable in the current form (i.e., inventory or prepaid items) or can never be spent (i.e., perpetual care).

- 2) Restricted funds are used solely for the purpose in which the fund was established. In the case of special revenue funds, these funds are created by statute or otherwise have external constraints on how the funds can be expended.
- 3) Committed funds are reported and expended as a result of motions passed by the highest decision making authority in the government (i.e., the Town Council).
- 4) Assigned funds are used for specific purposes as established by management. These funds, which include encumbrances, have been assigned for specific goods and services ordered but not yet paid for. This account also includes fund balance (free cash) voted to be used in the subsequent fiscal year.
- 5) Unassigned funds are available to be spent in future periods.

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

Net 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 their use either through the enabling legislation adopted by the Town or through external restrictions imposed by creditors, grantors, or laws or regulations of other governments. The remaining net position is reported as unrestricted.

K. Use of Estimates

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

2. Stewardship, Compliance, and Accountability

A. Budgetary Information

The Town Administrator presents, on behalf of the Finance Committee, an operating and capital budget for the proposed expenditures of the fiscal year commencing the following July 1. The budget, as enacted by Town

Council, 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 Town Council meetings as required by changing conditions.

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. Effective budgetary control is achieved for all other funds through provisions of the Massachusetts General Laws.

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

B. Budgetary Basis

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

C. Budget/GAAP Reconciliation

The budgetary data for the general fund 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)	\$ 106,066,835	\$ 107,946,055
Other financing sources/uses (GAAP Basis)	<u>2,539,376</u>	<u>355,391</u>
Subtotal (GAAP Basis)	108,606,211	108,301,446
Adjust tax revenue to accrual basis	(193,239)	-
Reverse beginning of year appropriation carryforwards from expenditures	-	(4,813,885)
Add end-of-year appropriation carryforwards to expenditures	-	5,362,626
Reverse effect of non-budgeted State contributions for teacher's retirement	(8,400,529)	(8,400,529)
Reverse effect of combining stabilization funds with general fund per GASB 54	371,429	1,500,000
Reclass non-budgeted items	<u>(660,181)</u>	<u>(1,086,241)</u>
Budgetary Basis	<u>\$ 99,723,691</u>	<u>\$ 100,863,417</u>

D. Deficit Fund Equity

The following funds had deficits as of June 30, 2013:

High School Construction Fund	\$ (14,597,910)
Highway Chapter 90	(344,695)
HHP Mass Hwy Franklin Ctr Design Grant	(82,105)
Public Safety E-911 Grant	(62,375)
SPED Program Improvement Grant	(21,074)
Metro-LEC Grant	(12,817)
Emergency Performance Management Grant	(10,000)
Other Grants	<u>(17,699)</u>
	<u>\$ (15,148,675)</u>

The deficits in these funds will be eliminated through future departmental revenues, bond proceeds, and transfers from other funds.

3. Cash and Short-Term Investments

Custodial Credit Risk - Deposits. Custodial credit risk is the risk that in the event of a bank failure, the Town's deposits may not be returned.

Massachusetts General Law Chapter 44, Section 55, limits the Town's 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."

As of June 30, 2013, \$23,349,602 of the Town's bank balance of \$43,279,343 was exposed to custodial credit risk as uninsured or uncollateralized. These exposed funds are primarily held in four high rated banks according to the Veribanc Report. Three are rated GREEN/** and one is rated GREEN/*.

4. Investments

A. Credit Risk

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

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

<u>Investment Type</u>	<u>Fair Value</u>	<u>Rating as of Year-end</u>					<u>Not Rated</u>
		<u>Aaa</u>	<u>A1</u>	<u>A3</u>	<u>Baa</u>		
U.S. Treasury notes	\$ 3,098	\$ 3,098	\$ -	\$ -	\$ -	\$ -	\$ -
Federal agency securities	2,207	1,466	-	-	-	-	741
Corporate bonds	1,151	77	326	198	250	-	300
Certificates of deposits	2,546	-	-	-	-	-	2,546
Mutual funds	1,000	-	-	-	-	-	1,000
Total investments	\$ <u>10,002</u>	\$ <u>4,641</u>	\$ <u>326</u>	\$ <u>198</u>	\$ <u>250</u>	\$ <u>4,587</u>	

B. Custodial Credit Risk

The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. Per the Town's investment policy, the Treasurer will review the financial institution's financial statements and the background of the Advisor. Further, all securities will be held in the Town's name and the tax identification number and held by a third-party custodian.

Of the Town's investments of \$10,002,561, the government has a custodial risk exposure of \$1,040,826 because the related securities are uninsured, unregistered, and/or held by the Town's brokerage firm, which is also the Counterparty to these securities. The Town manages this custodial credit risk with SIPC and excess SIPC.

C. Concentration of Credit Risk

The Town will minimize concentration of credit risk by diversifying the investment portfolio so that the impact of potential losses from any one type of security or issuer will be minimized. Town investments in any one issuer (other than U.S. Treasury securities and mutual funds) that represent 5% or more of total investments are as follows (in thousands):

Federal National Mortgage Association	\$ 1,366
Federal Home Loan Mortgage	<u>537</u>
Total	<u>\$ 1,903</u>

D. Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The Town's investment policy states the Town will manage interest rate risk by managing duration in the account.

Information about the sensitivity of the fair values of the Town's investments to market interest rate fluctuations is as follows (in thousands):

<u>Investment Type</u>	<u>Investment Maturities (in Years)</u>				
	<u>Fair Value</u>	<u>Less Than 1</u>	<u>1-5</u>	<u>6-10</u>	<u>More Than 10</u>
U.S. Treasury notes	\$ 3,098	\$ -	\$ 1,858	\$ 1,240	\$ -
Federal agency securities	2,207	204	1,921	82	-
Corporate bonds	1,151	-	1,073	31	47
Certificates of deposit	<u>2,546</u>	<u>541</u>	<u>2,005</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 9,002</u>	<u>\$ 745</u>	<u>\$ 6,857</u>	<u>\$ 1,353</u>	<u>\$ 47</u>

E. Foreign Currency Risk

Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair value of an investment. The Town's policy for foreign currency risk states the Town will not invest in any investment exposed to foreign currency risk.

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

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

Taxes receivable at June 30, 2013 consist of the following:

Real Estate		
2013	\$ 474,517	
2012	10,293	
Prior	<u>5,771</u>	
		490,581
Personal Property		
2013	20,878	
2012	18,601	
Prior	<u>93,769</u>	
		133,248
Tax Liens		622,070
Deferred Taxes		10,270
Other		<u>2,334</u>
Total		<u>\$ 1,258,503</u>

6. Allowance for Doubtful Accounts

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

	<u>Governmental</u>	<u>Business-Type</u>
Property taxes	\$ 216,929	\$ -
Excises	\$ 296,610	\$ -
User fees	\$ 558,184	\$ -
Sewer	\$ -	\$ 42,055
Water	\$ -	\$ 60,844
Trash	\$ -	\$ 27,661

7. Intergovernmental Receivables

This balance represents Massachusetts School Building Authority grants as well as certain other fiscal year 2013 grant funds. Future receipts are as follows:

	<u>MSBA</u>	<u>Other</u>	<u>Total</u>
2014	\$ 825,934	\$ 3,791,903	\$ 4,617,837
2015	825,934	-	825,934
2016	825,933	-	825,933
	<u>\$ 2,477,801</u>	<u>\$ 3,791,903</u>	<u>\$ 6,269,704</u>

8. Capital Assets

Capital asset activity for the year ended June 30, 2013 was as follows (in thousands):

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Governmental Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 142,473	\$ 1,350	\$ -	\$ 143,823
Machinery, equipment, and furnishings	9,647	1,119	(568)	10,198
Infrastructure	73,268	1,946	-	75,214
Total capital assets, being depreciated	225,388	4,415	(568)	229,235
Less accumulated depreciation for:				
Buildings and improvements	(50,993)	(3,612)	-	(54,605)
Machinery, equipment, and furnishings	(6,416)	(669)	480	(6,605)
Infrastructure	(40,936)	(1,644)	-	(42,580)
Total accumulated depreciation	<u>(98,345)</u>	<u>(5,925)</u>	<u>480</u>	<u>(103,790)</u>
Total capital assets, being depreciated, net	127,043	(1,510)	(88)	125,445
Capital assets, not being depreciated:				
Land	16,515	-	-	16,515
Construction in progress	5,399	25,180	(1,350)	29,229
Total capital assets, not being depreciated	<u>21,914</u>	<u>25,180</u>	<u>(1,350)</u>	<u>45,744</u>
Governmental activities capital assets, net	<u>\$ 148,957</u>	<u>\$ 23,670</u>	<u>\$ (1,438)</u>	<u>\$ 171,189</u>

	Beginning <u>Balance</u>	<u>Increases</u>	<u>Decreases</u>	Ending <u>Balance</u>
Business-Type Activities:				
Capital assets, being depreciated:				
Buildings and improvements	\$ 281	\$ -	\$ -	\$ 281
Machinery, equipment, and furnishings	1,262	185	(84)	1,363
Infrastructure	<u>92,947</u>	<u>2,134</u>	<u>-</u>	<u>95,081</u>
Total capital assets, being depreciated	94,490	2,319	(84)	96,725
Less accumulated depreciation for:				
Buildings and improvements	(99)	(10)	-	(109)
Machinery, equipment, and furnishings	(955)	(97)	84	(968)
Infrastructure	<u>(41,103)</u>	<u>(1,850)</u>	<u>-</u>	<u>(42,953)</u>
Total accumulated depreciation	<u>(42,157)</u>	<u>(1,957)</u>	<u>84</u>	<u>(44,030)</u>
Total capital assets, being depreciated, net	52,333	362	-	52,695
Capital assets, not being depreciated:				
Land	<u>4,348</u>	<u>-</u>	<u>-</u>	<u>4,348</u>
Total capital assets, not being depreciated	<u>4,348</u>	<u>-</u>	<u>-</u>	<u>4,348</u>
Business-type activities capital assets, net	<u>\$ 56,681</u>	<u>\$ 362</u>	<u>\$ -</u>	<u>\$ 57,043</u>

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

Governmental Activities:	
General government	\$ 127
Public safety	696
Education	2,615
Public works	2,038
Health and human services	160
Culture and recreation	<u>289</u>
Total depreciation expense - governmental activities	<u>\$ 5,925</u>
Business-Type Activities:	
Sewer	\$ 420
Water	1,442
Solid waste	<u>95</u>
Total depreciation expense - business-type activities	<u>\$ 1,957</u>

9. Warrants and Accounts Payable

Warrants payable represent 2013 expenditures paid by July 15, 2013, as permitted by law. Accounts payable represent additional 2013 expenditures paid after July 15, 2013.

10. Anticipation Notes Payable

The Town had the following bond anticipation notes outstanding at June 30, 2013:

	Interest Rate	Date of Issue	Date of Maturity	Balance at 6/30/13
High School construction	1.25%	8/16/12	8/16/13	\$ 24,000,000
Water infrastructure improvements	1.25%	8/16/12	8/16/13	<u>3,000,000</u>
Total				<u>\$ 27,000,000</u>

The following summarizes activity in notes payable during fiscal year 2013:

	Balance Beginning of Year	New Issues	Maturities	Balance End of Year
High School feasibility study	\$ 400,000	\$ -	\$ (400,000)	\$ -
High School construction	2,100,000	-	(2,100,000)	-
High School construction	-	24,000,000	-	24,000,000
Water infrastructure improvements	-	3,000,000	-	3,000,000
Total	<u>\$ 2,500,000</u>	<u>\$ 27,000,000</u>	<u>\$ (2,500,000)</u>	<u>\$ 27,000,000</u>

11. Long-Term Debt

A. General Obligation Bonds

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

	Original	Serial	Interest	Amount
	Issue	Maturities	Rate(s) %	Outstanding
<u>Governmental Activities:</u>	<u>Issue</u>	<u>Through</u>	<u>Rate(s) %</u>	<u>as of</u>
				<u>6/30/13</u>
Building remodeling - school	04/01/04	11/15/23	3.72	\$ 270,000
School project - refunding	04/01/04	11/15/15	2.00 - 5.00	2,075,420
Outdoor recreational facility	03/15/05	03/15/19	3.25 - 5.50	500,000
Outdoor recreational facility	03/15/05	03/15/19	3.25 - 5.50	100,000
School project	03/15/05	03/15/25	3.25 - 5.50	730,000
DPW garage	03/15/05	03/15/25	3.25 - 5.50	159,947
School project	03/15/06	03/15/26	3.75 - 5.00	3,510,000
School project	03/15/06	03/15/26	3.75 - 5.00	390,000
DPW garage	03/15/06	03/15/26	3.75 - 5.00	2,275,000
DPW garage	03/15/06	03/15/24	3.75 - 5.00	420,000
DPW garage	04/01/07	04/07/27	3.45 - 4.125	1,974,269
General obligation	01/03/09	03/01/28	2.00 - 5.00	13,520,000
General obligation - refunding 2002	12/15/11	06/30/23	2.00 - 4.00	342,000
General obligation - refunding 2003	12/15/11	06/30/23	2.00 - 4.00	3,909,000
Building repairs - school	05/02/12	06/30/22	2.00 - 4.00	1,800,000
General obligation - refunding 2004	05/02/12	06/30/22	2.00 - 4.00	1,207,000
General obligation - refunding 2005	05/02/12	06/30/22	2.00 - 4.00	5,754,487
Total Governmental Activities:				<u>\$ 38,937,123</u>

	Original	Serial	Interest	Amount
	Issue	Maturities	Rate(s) %	Outstanding
<u>Business-Type Activities:</u>	<u>Issue</u>	<u>Through</u>	<u>Rate(s) %</u>	<u>as of</u>
				<u>6/30/13</u>
MWPAT Title V	09/28/01	08/01/19	4.50 - 5.75	\$ 11,935
Sewer	04/01/04	11/15/23	3.72	100,000
Water	04/01/04	11/15/23	3.72	210,000
Water treatment facility - refunding	04/01/04	11/15/15	2.00 - 5.00	534,580
Water treatment facility DW-02-12	11/15/04	08/01/24	2.50 - 5.25	3,819,514
Water mains	03/15/05	03/15/25	4.26	140,053
Sewer	03/15/06	03/15/26	3.75 - 5.00	325,000
Water treatment plant	04/01/07	04/01/27	3.45 - 4.125	150,000
Water improvements	04/01/07	04/01/27	3.45 - 4.125	660,732
Water - refunding 2002	12/15/11	06/30/23	2.00 - 4.00	769,000
Sewer - refunding 2002	12/15/11	06/30/23	2.00 - 4.00	385,000
Water - refunding 2004	05/02/12	06/30/22	2.00 - 4.00	670,500
Sewer - refunding 2004	05/02/12	06/30/22	2.00 - 4.00	447,500
Water - refunding 2005	05/02/12	06/30/22	2.00 - 4.00	720,513
Total Business-Type Activities:				<u>\$ 8,944,327</u>

B. Future Debt Service

The annual payments to retire all general obligation long-term debt outstanding as of June 30, 2013 are as follows:

<u>Governmental</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	\$ 4,126,637	\$ 1,467,290	\$ 5,593,927
2015	4,013,158	1,316,127	5,329,285
2016	3,495,062	1,167,269	4,662,331
2017	3,183,812	1,039,504	4,223,316
2018	3,141,350	905,617	4,046,967
2019-2023	14,091,444	2,863,170	16,954,614
2024-2028	<u>6,885,660</u>	<u>629,678</u>	<u>7,515,338</u>
Total	<u>\$ 38,937,123</u>	<u>\$ 9,388,655</u>	<u>\$ 48,325,778</u>

The general funds have been designated as the sources to repay the governmental-type general obligation long-term debt outstanding as of June 30, 2013.

<u>Business-Type</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	\$ 875,388	\$ 357,920	\$ 1,233,308
2015	886,808	321,734	1,208,542
2016	874,475	284,703	1,159,178
2017	715,306	246,305	961,611
2018	712,348	215,354	927,702
2019-2023	3,558,783	623,987	4,182,770
2024-2027	<u>1,321,219</u>	<u>51,798</u>	<u>1,373,017</u>
Total	<u>\$ 8,944,327</u>	<u>\$ 2,101,801</u>	<u>\$ 11,046,128</u>

C. Changes in General Long-Term Liabilities

During the year ended June 30, 2013, the following changes occurred in long-term liabilities (in thousands):

	Total Balance <u>7/1/12</u>	<u>Additions</u>	<u>Reductions</u>	Total Balance <u>6/30/13</u>	Less Current Portion	Equals Long-Term Portion <u>6/30/13</u>
<u>Governmental Activities</u>						
Bonds payable	\$ 43,066	\$ -	\$ (4,129)	\$ 38,937	\$ (4,127)	\$ 34,810
Other:						
Compensated absences	1,611	101	(6)	1,706	(85)	1,621
Other post-employment benefits	<u>26,572</u>	<u>7,240</u>	<u>(2,009)</u>	<u>31,803</u>	-	<u>31,803</u>
Totals	<u>\$ 71,249</u>	<u>\$ 7,341</u>	<u>\$ (6,144)</u>	<u>\$ 72,446</u>	<u>\$ (4,212)</u>	<u>\$ 68,234</u>
<u>Business-Type Activities</u>						
Bonds payable	\$ 9,813	\$ -	\$ (868)	\$ 8,945	\$ (875)	\$ 8,070
Other:						
Compensated absences	144	2	(18)	128	(6)	122
Other post-employment benefits	<u>419</u>	<u>114</u>	<u>(28)</u>	<u>505</u>	-	<u>505</u>
Totals	<u>\$ 10,376</u>	<u>\$ 116</u>	<u>\$ (914)</u>	<u>\$ 9,578</u>	<u>\$ (881)</u>	<u>\$ 8,697</u>

12. Deferred Inflows of Resources

Deferred inflows of resources are the acquisition 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 following is a summary of deferred inflow of resources balances as of June 30, 2013:

	<u>Fund Basis</u>
	<u>Governmental Funds</u>
	<u>General</u>
Deferred Revenue - Property Taxes	\$ 1,094,179
Deferred Revenue - Excises	700,121
Deferred Revenue - User Fees	<u>1,395,459</u>
Total	<u>\$ 3,189,759</u>

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

The following types of fund balances are reported at June 30, 2013:

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

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

Committed - Represents amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the Town's highest level of decision-making authority (Town Council). This fund balance classification includes general fund encumbrances for non-lapsing, special

article appropriations approved by Town Council, capital improvement stabilization funds (now reported as part of the general fund per GASB 54), and various special revenue funds.

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

Unassigned – Represents amounts that are available to be spent in future periods. This fund balance classification also includes general and budgetary stabilization funds set aside by Town Council vote for future use (now reported as part of the general fund per GASB 54).

Following is a breakdown of the Town's fund balances at June 30, 2013:

	General Fund	High School Construction Fund	Nonmajor Governmental Funds	Total Governmental Funds
Nonspendable				
Nonexpendable permanent funds	\$ -	\$ -	\$ 503,930	\$ 503,930
Total Nonexpendable	-	-	503,930	503,930
Restricted				
Reserve for excluded debt	222,477	-	-	222,477
Special revenue funds	-	-	7,318,653	7,318,653
Bonded projects	-	-	368,217	368,217
Expendable permanent funds	-	-	3,083,481	3,083,481
Total Restricted	222,477	-	10,770,351	10,992,828
Committed				
Reserved for continuing resolutions	4,361,001	-	-	4,361,001
Capital improvement stabilization funds	1,159,027	-	-	1,159,027
Capital project funds	-	-	142,415	142,415
Expendable insurance reserves	-	-	1,409,083	1,409,083
Total Committed	5,520,028	-	1,551,498	7,071,526
Assigned				
Encumbrances	871,116	-	-	871,116
Total Assigned	871,116	-	-	871,116
Unassigned				
General fund	2,931,526	-	-	2,931,526
General stabilization fund	4,831,767	-	-	4,831,767
Budget stabilization fund	1,003,688	-	-	1,003,688
High School construction fund	-	(14,597,910)	-	(14,597,910)
Special revenue fund deficits	-	-	(550,765)	(550,765)
Total Unassigned	8,766,981	(14,597,910)	(550,765)	(6,381,694)
Total Fund Balance	\$ 15,380,602	\$ (14,597,910)	\$ 12,275,014	\$ 13,057,706

14. Interfund Transfers

The government 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. The following is an analysis of interfund transfers made in fiscal year 2013:

<u>Governmental Funds:</u>	<u>Transfers In</u>	<u>Transfers Out</u>
General fund	\$ 2,539,376	\$ 355,391
Nonmajor Funds:		
Special Revenue Funds:	-	886,889
Capital Project Funds:	-	-
Expendable Trust Funds:	<u>105,391</u>	<u>-</u>
Subtotal Nonmajor Funds	<u>105,391</u>	<u>886,889</u>
Total Governmental Funds	<u>2,644,767</u>	<u>1,242,280</u>
 <u>Business-Type Funds</u>		
Sewer fund	-	675,519
Water fund	-	900,968
Solid waste fund	<u>-</u>	<u>76,000</u>
Subtotal Business-type funds	<u>-</u>	<u>1,652,487 ⁽¹⁾</u>
 <u>Fiduciary Funds</u>		
Other post-employment benefits trust	<u>250,000</u>	<u>-</u>
Subtotal Fiduciary Funds	<u>250,000</u>	<u>-</u>
Grand Total	<u>\$ 2,894,767</u>	<u>\$ 2,894,767</u>

⁽¹⁾ Includes \$993,000 of indirect costs and \$659,487 reimbursement to General Fund for debt service costs for the DPW garage/storage building project.

15. Restricted Net Position

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

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

16. Subsequent Events

Subsequent to June 30, 2013, the Town has incurred the following additional debt:

	<u>Amount</u>	<u>Interest Rate</u>	<u>Issue Date</u>	<u>Maturity Date</u>
General obligation bond	\$ <u>48,990,000</u>	4.00-5.00%	8/15/13	8/15/38

17. Commitments and Contingencies

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

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

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

18. Post-Employment Healthcare and Life Insurance Benefits

Other Post-Employment Benefits

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

A. Plan Description

In addition to providing the pension benefits described, the Town provides post-employment healthcare and life insurance benefits for retired

employees through the Town's plan. The benefits, benefit levels, employee contributions and employer contributions are governed by Chapter 32 of the Massachusetts General Laws. As of June 30, 2013, the actuarial valuation date, approximately 502 retirees and 955 active employees meet the eligibility requirements. The plan does not issue a separate financial report.

B. Benefits Provided

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

C. Funding Policy

Retirees contribute between 32% and 50% of the cost of the health plan, as determined by the Town. The Town contributes the remainder of the health plan costs on a pay-as-you-go basis.

D. Annual OPEB Costs and Net OPEB Obligation

The Town's fiscal 2013 annual OPEB expense is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost per year and amortize the unfunded actuarial liability over a period of thirty years. The following table shows the components of the Town's annual OPEB cost for the year ending June 30, 2013, the amount actually contributed to the plan, and the change in the Town's net OPEB obligation based on an actuarial valuation as of June 30, 2013.

Normal Cost	\$ 4,205,663
Amortization of unfunded actuarially accrued liability	<u>2,968,464</u>
Annual Required Contribution (ARC)	7,174,127
Interest on net OPEB obligation	1,079,634
Adjustment to ARC	<u>(899,695)</u>
Annual OPEB cost	7,354,066
Expected benefit payments (pay as you go)	(1,786,323)
Town contributions to OPEB Trust	<u>(250,000)</u>
Increase in net OPEB obligation	5,317,743
Net OPEB obligation - beginning of year	<u>26,990,856</u>
Net OPEB obligation - end of year	<u>\$ 32,308,599</u>

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

<u>Fiscal Year Ended</u>	<u>Annual OPEB Cost</u>	<u>Percentage of OPEB Cost Contributed</u>	<u>Net OPEB Obligation</u>
2013	\$ 7,354,066	24%	\$ 32,308,599
2012	\$ 7,737,626	23%	\$ 26,990,856
2011	\$ 7,289,909	23%	\$ 21,033,657

The Town's net OPEB obligation as of June 30, 2013 is recorded as a long-term liability on the Statement of Net Position.

E. Funded Status and Funding Progress

The funded status of the plan as of June 30, 2013, the date of the most recent actuarial valuation was as follows:

Actuarial accrued liability (AAL)	\$ 89,053,917
Actuarial value of plan assets	-
Unfunded actuarial accrued liability (UAAL)	<u>\$ 89,053,917</u>
Funded ratio (actuarial value of plan assets/AAL)	<u>0%</u>
Covered payroll (active plan members)	<u>\$ 53,065,851</u>
UAAL as a percentage of covered payroll	<u>167.8%</u>

In fiscal year 2012, the Town established an Other Post-Employment Benefits Trust Fund to accumulate resources to fund future post-employment liabilities. Because of the timing of the Town's contributions, the June 30, 2013 assets of this trust, which are reported in the fiduciary funds Statement of Fiduciary Net Position, are not included in the actuarial results reported in the actuarial valuation as of June 30, 2013.

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

F. Actuarial Methods and Assumptions

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

In the June 30, 2013 actuarial valuation, the projected unit credit cost method was used. The actuarial value of assets was zero. The actuarial assumptions included a 4% investment rate of return and an initial annual healthcare cost trend rate of 7.5% which decreases to a 4.5% long-term rate for all healthcare benefits after eight years. The amortization costs for the initial UAAL is a level percentage of payroll for a period of 30 years, on a closed basis. This has been calculated assuming the amortization payment increases at a rate of 4.0%.

19. **Pension Plan**

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

A. Plan Description

The Town contributes to the Norfolk Retirement System (the "System"), a cost-sharing multiple-employer, defined benefit pension plan administered by a county retirement board. The System provides retirement, disability and death benefits to plan members and beneficiaries. Chapter 32 of the Massachusetts General Laws assigns the System the authority to establish and amend benefit provisions of the plan and grant cost-of-living increases. The System issues a publicly available financial report that can be obtained through the Norfolk Retirement System at 480 Neponset Street, Canton, Massachusetts 02021.

B. Funding Policy

Plan members are required to contribute to the System at rates ranging from 5% to 11% of annual covered compensation. The Town is required to pay into the System its share of the remaining system-wide actuarially determined contribution plus administration costs which are apportioned among the employers based on active covered payroll. The contributions of plan members and the Town are governed by Chapter 32 of the Massachusetts General Laws. The Town's contributions to the System

for the years ended June 30, 2013, 2012, and 2011 were \$3,506,741, \$3,341,223, and \$3,558,923, respectively, which were equal to its annual required contributions for each of these years.

C. Teachers

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

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

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

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

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

The Town's current year covered payroll for teachers and administrators was unknown.

In fiscal year 2013, the Commonwealth of Massachusetts contributed \$8,400,529 to the MTRS on behalf of the Town. This is included in the education expenditures and intergovernmental revenues in the general fund.

20. Risk Management

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

21. Beginning Net Position Restatement

The beginning (July 1, 2012) net position of the Town has been restated as follows:

Government-Wide Financial Statements:

	<u>Business-Type Activities</u>				
	<u>Governmental Activities</u>	<u>Sewer Fund</u>	<u>Water Fund</u>	<u>Solid Waste Fund</u>	<u>Total</u>
As previously reported	\$ 109,899,995	\$ 14,816,330	\$ 41,009,235	\$ 1,179,433	\$ 166,904,993
Reclassify OPEB liability	<u>419,171</u>	<u>(154,566)</u>	<u>(264,605)</u>	<u>-</u>	<u>-</u>
As restated	<u>\$ 110,319,166</u>	<u>\$ 14,661,764</u>	<u>\$ 40,744,630</u>	<u>\$ 1,179,433</u>	<u>\$ 166,904,993</u>

22. Implementation of New GASB Standards

The GASB has issued Statement No. 68 *Accounting and Financial Reporting for Pensions*, which is required to be implemented in fiscal year 2015.

Management's current assessment is that this pronouncement will have a significant impact on the Town's basic financial statements by requiring the Town to recognize, as a liability and expense, the Town's applicable portion of the Norfolk County Retirement System's unfunded actuarially accrued liability.

**TOWN OF FRANKLIN, MASSACHUSETTS
SCHEDULE OF FUNDING PROGRESS
REQUIRED SUPPLEMENTARY INFORMATION**

June 30, 2013

(Unaudited)

Other Post-Employment Benefits

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
06/30/13	\$ -	\$ 89,053,917	\$ 89,053,917	0.0%	\$ 53,065,851	167.8%
06/30/11	\$ -	\$ 84,749,415	\$ 84,749,415	0.0%	\$ 52,999,681	159.9%
06/30/09	\$ -	\$ 79,942,606	\$ 79,942,606	0.0%	\$ 53,737,744	148.8%
06/30/07	\$ -	\$ 116,638,532	\$ 116,638,532	0.0%	N/A	N/A

**NORFOLK COUNTY RETIREMENT SYSTEM
REQUIRED SUPPLEMENTARY INFORMATION
(Unaudited)**

**Employees' Retirement System
Schedule of Funding Progress**

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
01/01/12	\$ 608,235,096	\$ 1,128,960,288	\$ 520,725,192	53.9%	\$ 229,095,409	227.3%
01/01/10	\$ 600,790,835	\$ 1,001,881,055	\$ 401,090,220	60.0%	\$ 223,332,595	179.6%
01/01/08	\$ 596,157,147	\$ 907,719,124	\$ 311,561,977	65.7%	\$ 223,814,977	139.2%

**Employees' Retirement System
Schedule of Employer Contributions**

Plan Year Ended	System Wide			Town of Franklin, MA	
	Annual Required Contributions	Actual Contributions	Percentage Contributed	Actual Contributions	Town Contributions as a % of Actual Contributions
12/31/12	\$ 42,714,639	\$ 42,233,012	98.9%	\$ 3,506,741	8.3%
12/31/11	\$ 41,206,587	\$ 40,292,661	97.8%	\$ 3,341,223	8.3%
12/31/10	\$ 42,794,150	\$ 39,083,814	91.3%	\$ 3,558,923	9.1%

See Independent Auditors' Report.

OFFICE OF THE TOWN ADMINISTRATOR



MEMORANDUM

DATE: February 28, 2014
TO: Town Council
FROM: Jeffrey D. Nutting, Town Administrator
RE: Discussion of Zoning along Route 140

Please find attached a zoning map of Franklin that has a red line indicating Route 140. There are six other maps (three for each zone) for the two areas of Franklin that are still zoned residential along Route 140.

One residential zone is on East Central Street starting at the Wrentham line, up to the Dunkin Donuts on the north side of the street, and up to Stobbarts on the south side of the street.

The other area is between Beaver Street and Union Street. The south side of West Central Street between Beaver Street and the condominiums was outlined in the Master Plan for discussion. There was a discussion at the workshop a few weeks ago about the possibility of rezoning this area, but no conclusion was reached.

I think the issue is whether the south side of the street should be developed as professional office with lower traffic counts than commercial development given the difficult roadway issues of site distance, and heavy AM and PM traffic flows, along with the intersection of Beaver and West Central. Professional office space helps the tax base without the heavy traffic counts, noise, etc. found with commercial development. Professional office use on the south side seems appropriate and is allowed by special permit of the Planning Board.

The north side has very narrow lots and would greatly impact the neighborhood immediately behind it. Further, the site distance on that side of the street is less for northbound traffic.

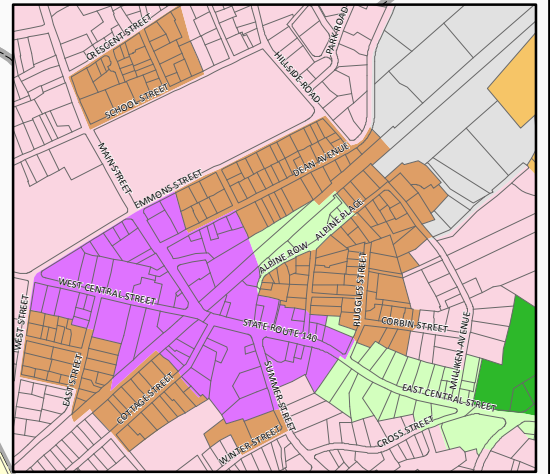
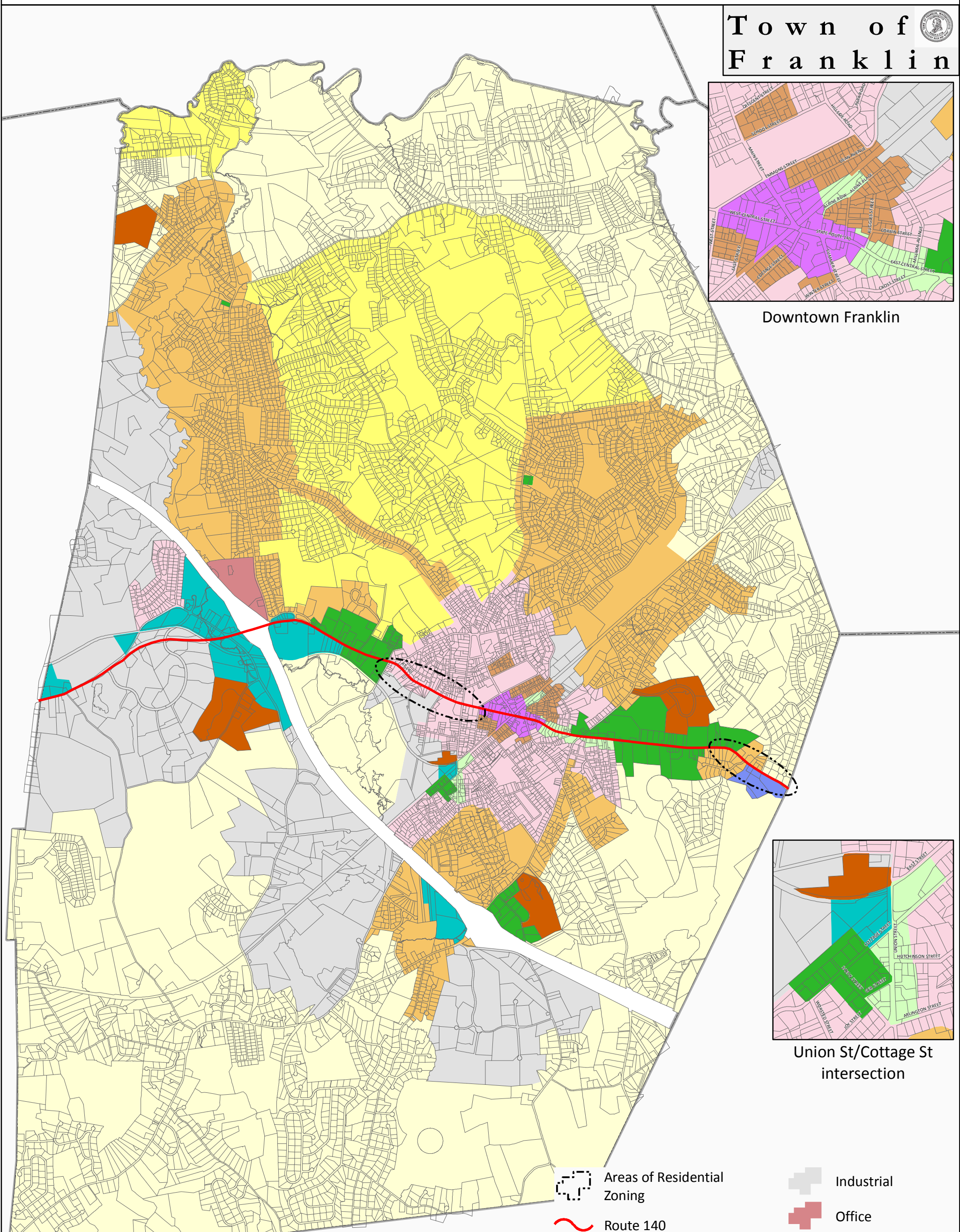
Finally, the residential zone on the north side provides a nice break along Route 140 prior to entering the downtown. This helps designate the downtown and breaks up what could become the perception of one “strip mall” from one end of Franklin to the other.

At the other end of town, the Council recently rezoned the land for multifamily (RVII) use on the south side, up from the Wrentham line to Red Gate Lane. After that is a hill and a curve, until you get to Stobbarts. On the north side of the street, the residential zone is much shorter extending from the Wrentham town line to the Dunkin Donuts.

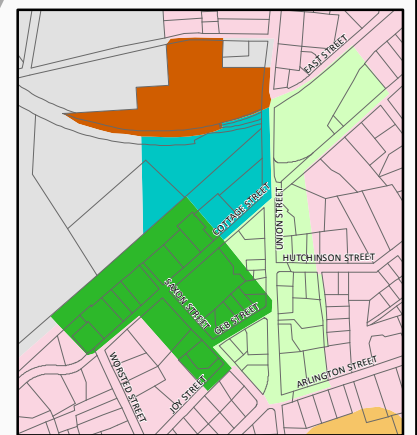
Given the proposed condominium development, a curve, a hill and heavy traffic flows that currently exist; I think it is best to leave the current zoning in place at that end of town.

Z O N I N G M A P

Town of Franklin



Downtown Franklin



Union St/Cottage St intersection

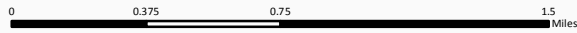
GIS Zoning Map Approved 11-01-2000;
Zoning Bylaw 00-446

- | | |
|-------------------------------|-------------------------------|
| -Amendment 99-414: 07-21-1999 | -Amendment 07-607: 09-05-2007 |
| -Amendment 00-444: 12-06-2000 | -Amendment 07-608: 09-05-2007 |
| -Amendment 00-454: 04-18-2001 | -Amendment 07-609: 09-05-2007 |
| -Amendment 01-469: 07-11-2001 | -Amendment 07-610: 09-05-2007 |
| -Amendment 01-472: 08-01-2001 | -Amendment 08-625: 11-05-2008 |
| -Amendment 01-474: 08-15-2001 | -Amendment 11-652: 07-13-2011 |
| -Amendment 01-475: 08-15-2001 | -Amendment 12-666: 01-04-2012 |
| -Amendment 01-479: 12-05-2001 | -Amendment 12-689: 10-03-2012 |
| -Amendment 02-492: 02-20-2002 | -Amendment 13-705: 05-15-2013 |
| -Amendment 02-500: 07-17-2002 | -Amendment 13-721: 10-16-2013 |
| -Amendment 02-506: 11-20-2002 | |
| -Amendment 03-520: 08-06-2003 | |
| -Amendment 04-539: 06-02-2004 | |
| -Amendment 05-558: 03-23-2005 | |
| -Amendment 05-559: 03-02-2005 | |

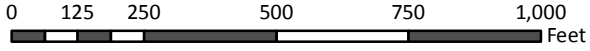
- Areas of Residential Zoning
- Route 140
- Business
- Commercial I
- Commercial II
- Downtown Commercial District
- General Residential V
- Industrial
- Office
- Residential VI
- Residential VII
- Rural Residential I
- Rural Residential II
- Single-Family III
- Single-Family IV

Disclaimer: This information is believed to be correct but is subject to change and is not warranted.

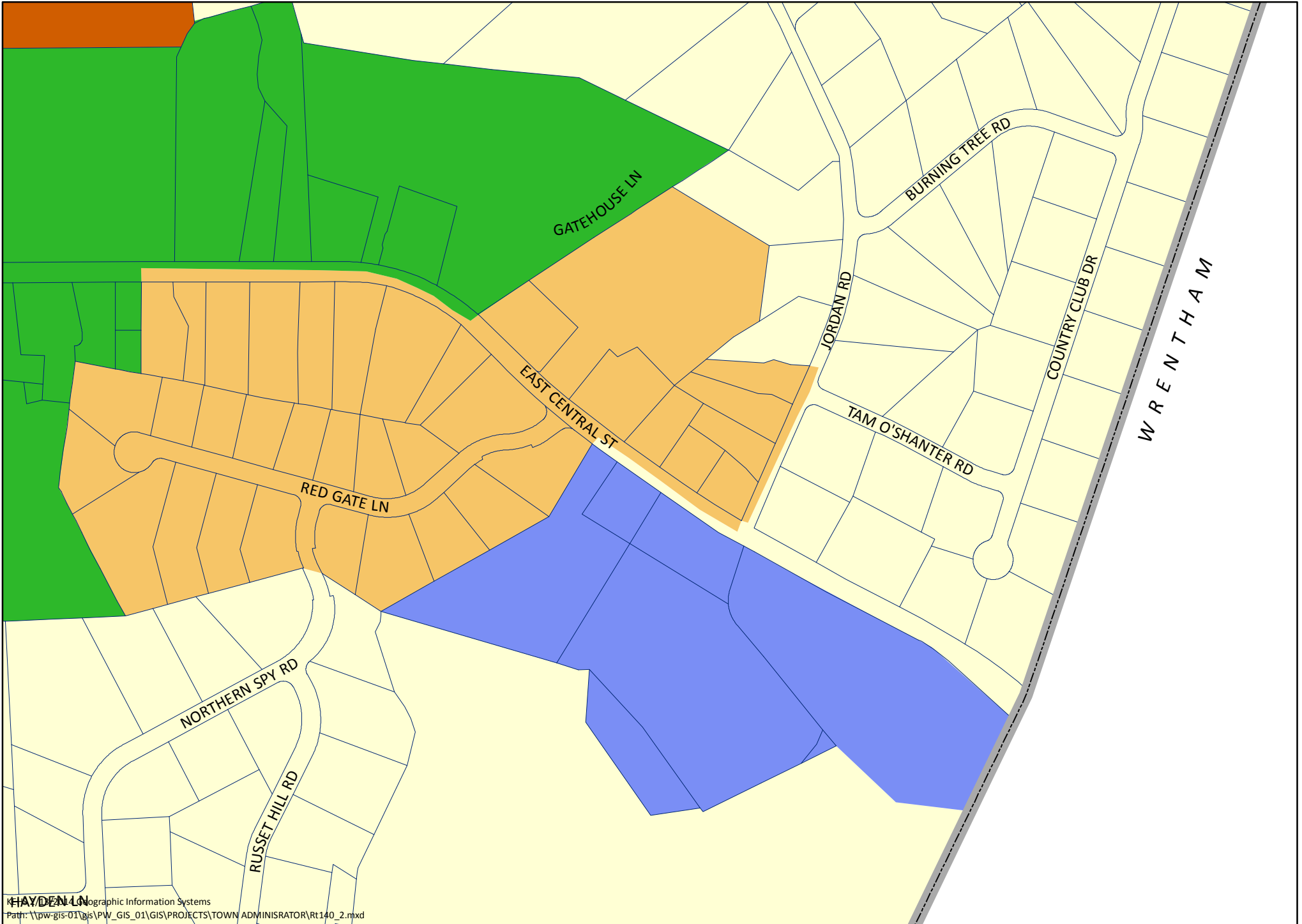
Attested to date 11/19/2013
Signature _____
Deborah L. Pellegri, Town Clerk



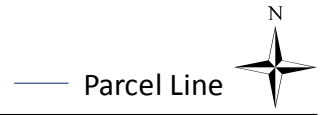
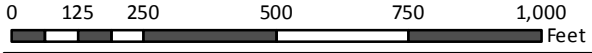
Route 140



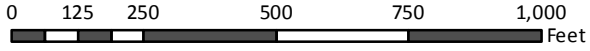
- Commercial II
- Residential VII
- Single-Family III
- Residential VI
- Rural Residential I
- Parcel Line



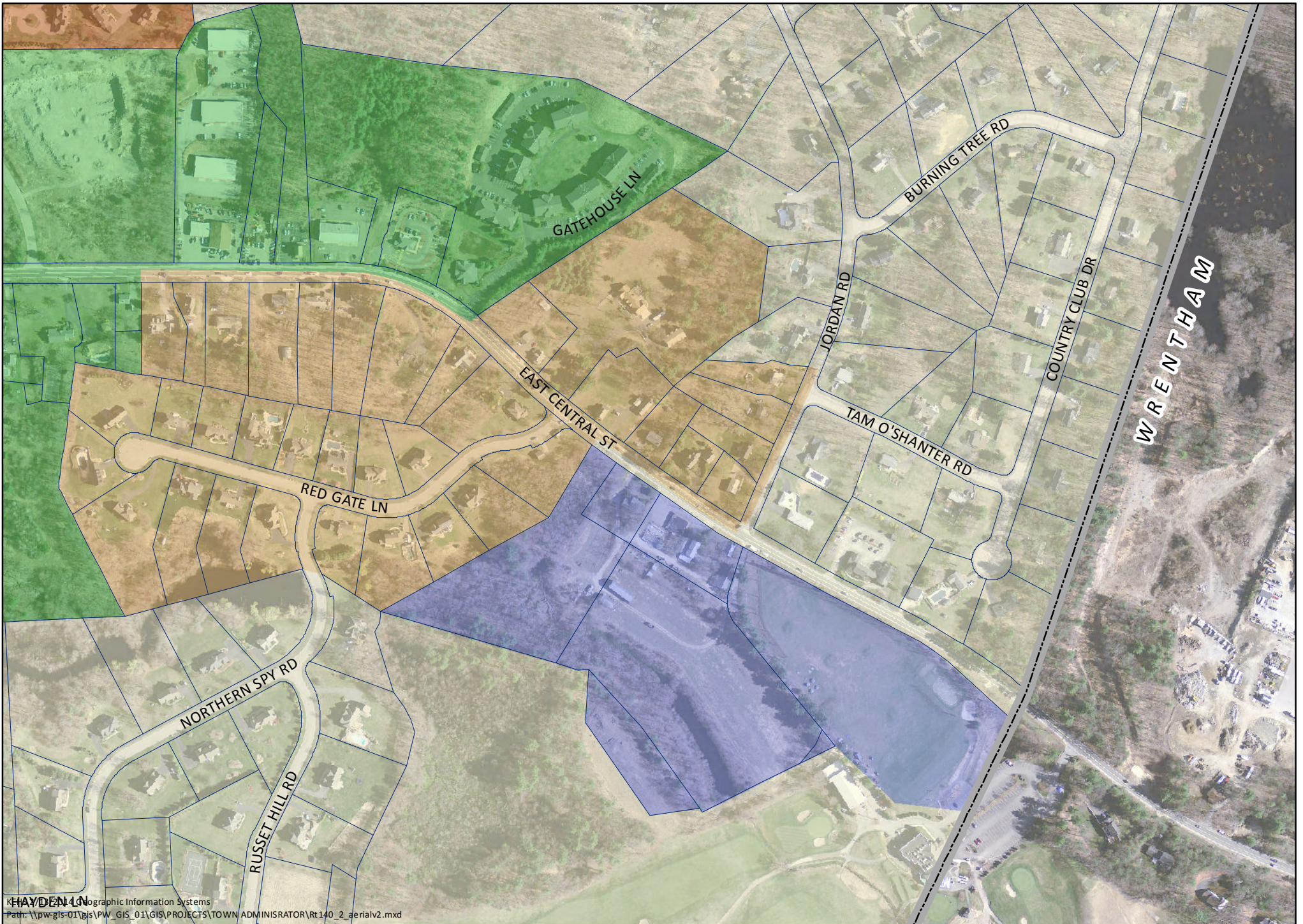
Route 140



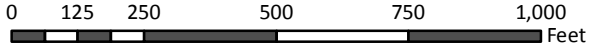
Route 140



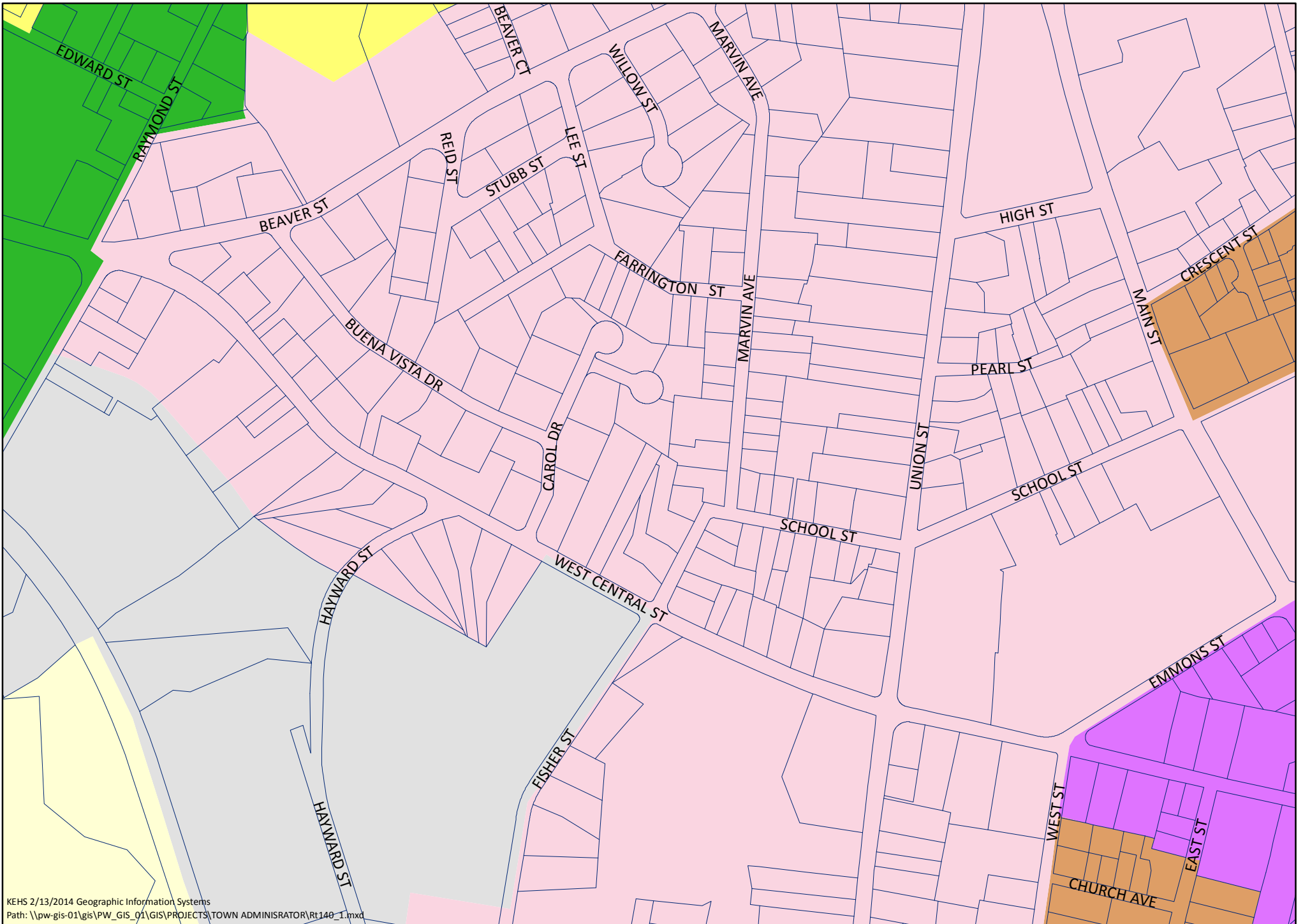
- Commercial II
- Residential VII
- Single-Family III
- Residential VI
- Rural Residential I
- Parcel Line



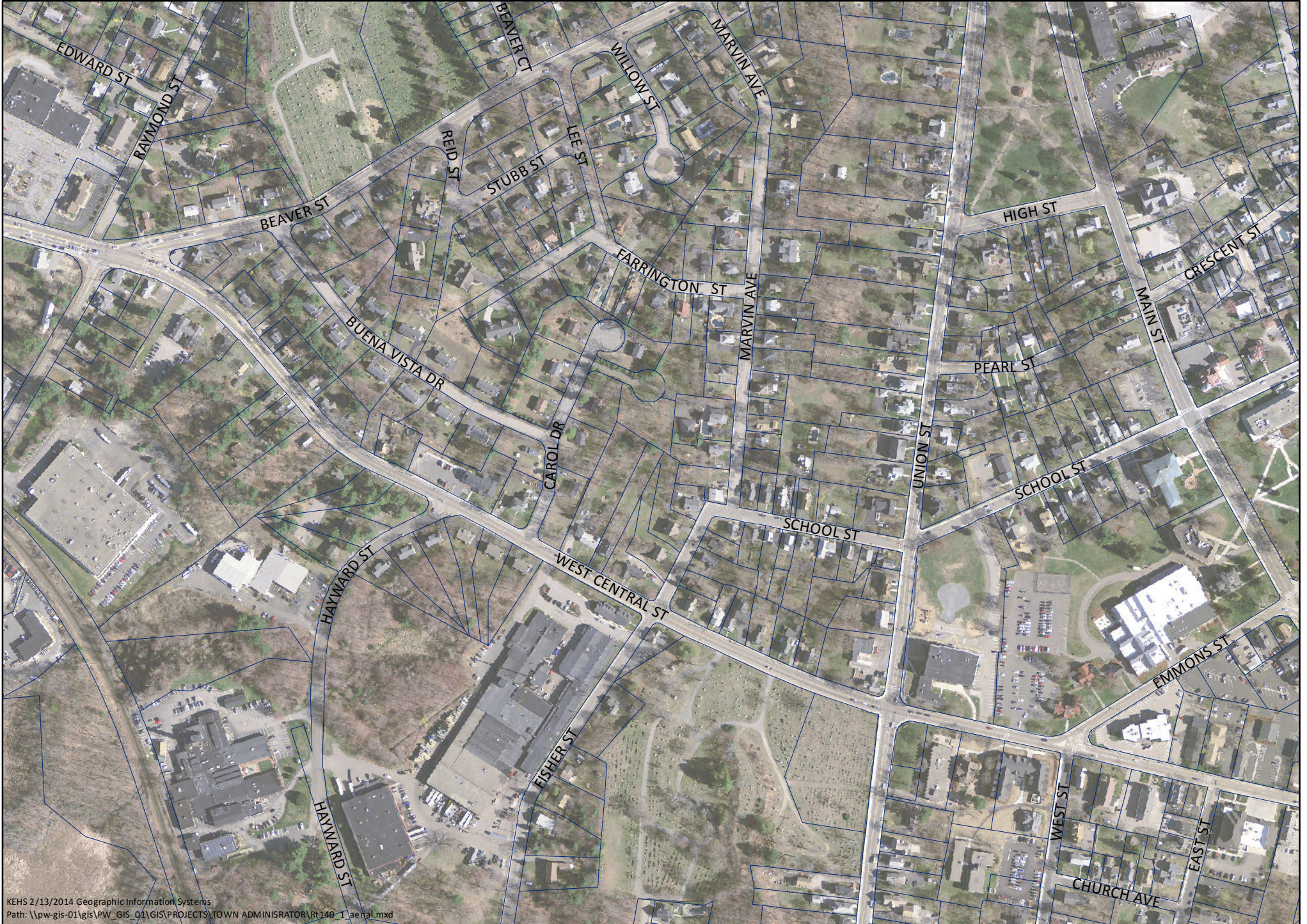
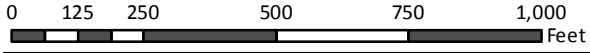
Route 140



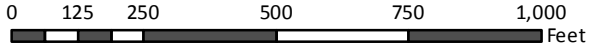
- Commercial II
- General Residential V
- Rural Residential I
- Single-Family IV
- Downtown Commercial District
- Industrial
- Rural Residential II
- Parcel Line



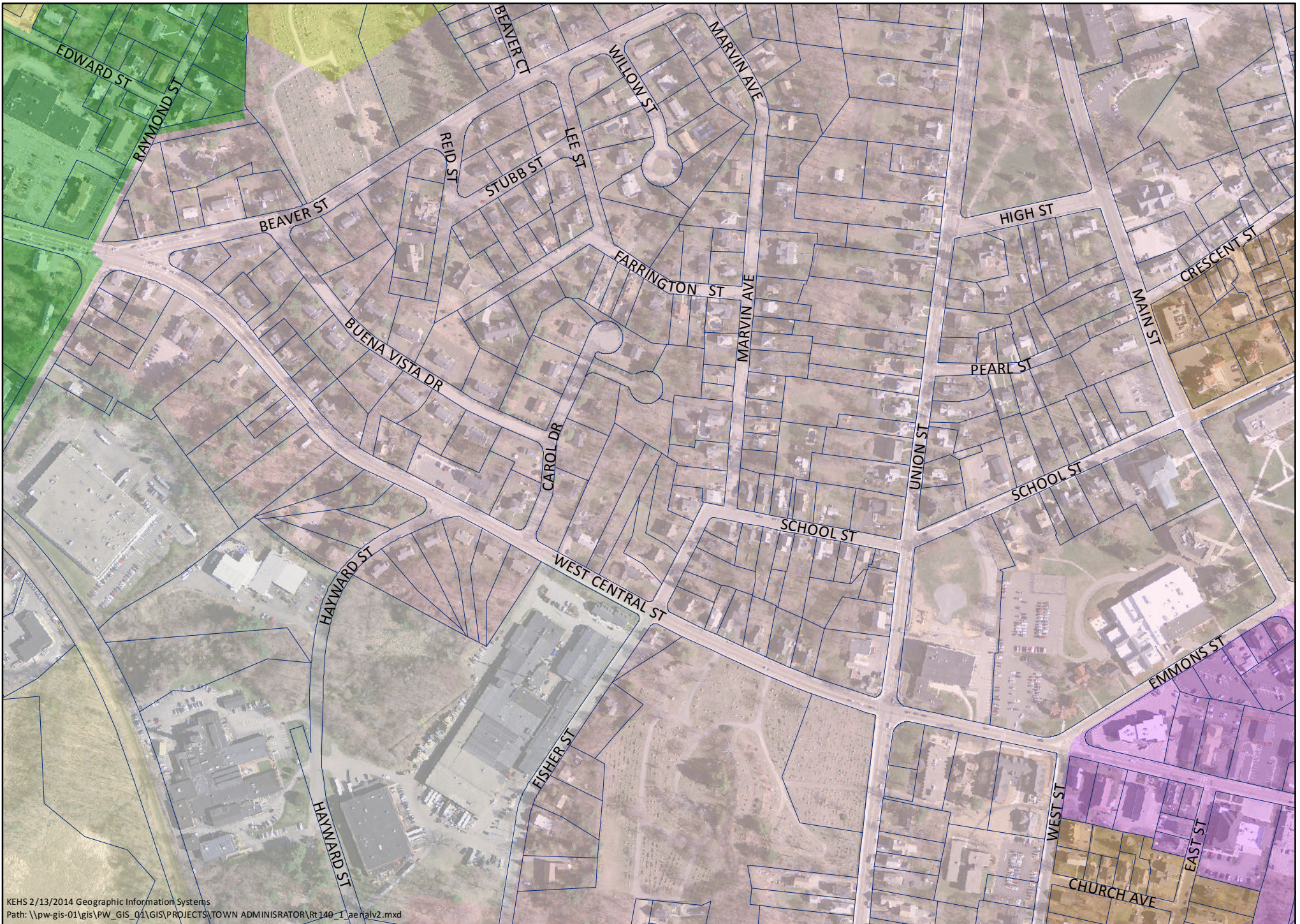
Route 140



Route 140



- Commercial II
- General Residential V
- Rural Residential I
- Single-Family IV
- Downtown Commercial District
- Industrial
- Rural Residential II
- Parcel Line



LEGISLATION

FOR

ACTION

TOWN OF FRANKLIN

RESOLUTION NO.: 14-09

APPROPRIATION: Sewer – East Central Street Pump Station Study

TOTAL REQUESTED: \$ 74,000

PURPOSE: To transfer/appropriate funds for the Sewer East Central Pump Station Study (includes Red Gate Lift station to Milliken Pump Station)

FINANCE COMMITTEE ACTION

Meeting Date: Vote:
Recommended Amount:

MOTION

Be It Moved and Voted by the Town Council that the sum of Seventy-four Thousand Dollars, (\$74,000) be transferred from the following accounts:

\$40,000 transferred from Sewer Pump Trust Fund - 84147870-596030
\$34,000 transferred from Sewer Retained Earnings

To perform a study of the complete sewer system from Red Gate lift station to the Milliken Pump station and East Central St.

DATED: _____, 2014

VOTED:
UNANIMOUS _____

YES _____ **NO** _____

A True Record Attest:

ABSTAIN _____

ABSENT _____

Deborah L. Pellegrini
Town Clerk

Judith Pond Pfeffer, Clerk
Franklin Town Council



TOWN OF FRANKLIN

DEPARTMENT OF PUBLIC WORKS

257 Fisher Street
Franklin, MA 02038

February 13, 2014

Mr. Jeffrey Nutting, Town Administrator
Town of Franklin
355 East Central Street
Franklin, MA 02038

Re: Sewer East Central Street

Dear Jeff,

As you know, Public Works has been evaluating the sewer system, capacity in / and around the East Street Pump Station (located across from Stobbarts Nursery) for last couple of years.

The East Street Pump Station has no wet wells so if there is a pump failure, the sewage spills into the adjacent brook. With the permitting of the new senior housing we were considering installing wet wells on the adjacent property to meet the new demand and improve the overall pump station.

With the potential development of the land and the possible extension of sewer to the Franklin Country Club next to the Red Gate Lift station that feeds the East Central Street lift station, I think it is prudent that Public Works conducts a study of the complete sewer system from Red Gate lift station to Milliken Pump Station.

With this study we will be able to see what the present flow and capacity of the sewer line is, how much more sewer capacity could be added, what improvements are needed, what the estimated costs for improvements are and what increased capacity would be. This study would provide the Town with a blueprint for the safe extension of the sewer system in that area if granted by the Council.

I have contacted and negotiated with the Town's Sewer Consulting Engineer and they have provided me a scope for this work (attached); the cost of the work would be \$74,000.00. I respectfully request that the council approve funds for this endeavor.

Regards,


Robert A. Cantoreggi
Director

CC: Deacon Perrotta, Director of Operations
Mike Maglio, Town Engineer
Laurie Ruzsula, Water and Sewer Superintendent
File

Phone: (508) 520-4910 • Fax: (508) 520-4939 • E-mail: DPW@franklin.ma.us
(508) 553-5500 www.franklin.ma.us



Infrastructure · Water · Environment · Buildings

Mr. Robert Cantoreggi, Director
Mr. Deacon Perrotta, Director of Operations
Franklin Department of Public Works
257 Fisher Street
Franklin, MA 02038

Re: **Master Plan/Capacity Assessment for the
Sanitary Sewer System from Red Gate Lane
to the Milliken Avenue Pump Station**
Letter Proposal for Engineering Services

Gentlemen:

ARCADIS is pleased to submit this letter proposal to assist the Town of Franklin with a Master Plan/Capacity Assessment to determine the available capacity of the sanitary sewer system between the Red Gate Lane area and the Milliken Avenue Pump Station, including the Red Gate Lane and East Central Street Pump Stations.

Background

The Town has long had concerns about the capacity of the collection system in this service area. This project is being undertaken to estimate the current capacity of the sewers and pump stations and their available capacity to handle additional flows in light of planned and potential future developments within the service area.

Scope of Work

This proposal consists of the following engineering tasks:

- 1) Determine the capacity of the existing system from Red Gate Lane to the Milliken Avenue Pump Station
- 2) Meter current flows in the study area
- 3) Estimate the available capacity of the collection system
- 4) Estimate additional flows from three approved or planned developments (Franklin Retirement Residences, Cooks Farm (55 condos) and Franklin Country Club)
- 5) Estimate potential future flows from several parcels within the immediate service area with the highest potential for development
- 6) Determine if the existing system has the capacity to handle flows from currently planned and potential future developments
- 7) Summary Letter Report, including findings and recommendations
- 8) Presentation to the DPW and Town Council

Anticipating a signed contract or Notice to Proceed by early March, we will complete this study within 90 calendar days from commencement.

Imagine the result

ARCADIS U.S., Inc.
200 Harvard Mills Square
Suite 430
Wakefield
Massachusetts 01880
Tel 781 224 4488
Fax 781 224 3033
www.arcadis-us.com

WATER DIVISION

Date:
February 13, 2014

Contact:
Scott Haynes

Phone:
781.213.4905

Email:
scott.haynes@arcadis-us.com

Our ref:
04496043.0000

The following describes the specific work to be completed under each Task.

Task 1 - Determine the capacity of the existing system from Red Gate Lane to the Milliken Avenue Pump Station

- For the 2 pump stations, ARCADIS will review pump catalog cuts, pump nameplate information, O&M manuals and past reports and data
- For gravity sewers, we will review record or design drawings to calculate capacity

Task 2 - Meter current flows in the study area

- Install and monitor three (3) temporary meters in the service area and meter flows for four (4) weeks

Task 3 - Estimate the available capacity of the collection system

Subtract current flows (Task 2) from the capacity of the existing system (Task 1) to estimate the remaining available capacity within the collection system

Task 4 - Estimate additional flows from three approved or planned developments (Franklin Retirement Residences, Cooks Farm (55 condos) and Franklin Country Club)

- Meet with DPW personnel to understand the developments planned within the tributary area
- Estimate future flows from the three developments using industry standard flow estimates (such as Title V)

Task 5 - Estimate potential future flows from several parcels within the immediate service area with the highest potential for development

- Determine which parcels in the immediate, adjacent, tributary area have the highest likelihood of being developed or undergoing a changed use which would increase sewage flows
- Estimate potential future flows from these parcels
- This is not a full build-out analysis. It is anticipated that the Town will identify several parcels for analysis

Task 6 - Determine if the existing system has the capacity to handle flows from currently planned and potential future developments

- Comparing the available capacity determined in Task 3, to the future flows estimated in Tasks 4 and 5, determine if the existing collection system can accept and convey the near-term and long-term future flows

- If the available capacity in the existing system is not sufficient, assess the improvements or additional infrastructure needed convey future flows

Task 7 - Summary Letter Report

- Summarize all information and data from Tasks 1 through 6 in a Letter Report
- Submit Draft Report and meet with the DPW to discuss findings and conclusions
- Incorporate Town comments into Final Letter Report

Task 8 - Presentation to the DPW and Town Council

- Prepare a presentation and present the findings and conclusions of this study to the DPW and, if requested, to the Town Council

Engineering Fee

We propose to complete the work described above for a lump sum fee of **\$74,000**.

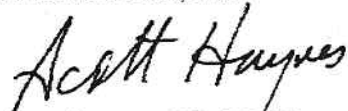
Schedule

We propose to begin this study upon receipt of a signed contract or Notice to Proceed. Anticipating a signed contract or Notice to Proceed by early March, we will complete this study within 90 calendar days from commencement.

We appreciate the opportunity to submit this proposal and look forward to continuing to assist the Town of Franklin DPW with your on-going efforts to investigate, operate, maintain and rehabilitate your sanitary sewer system.

Sincerely,

ARCADIS U.S., Inc.



Scott Haynes, PE, BCEE
Principal Engineer/Project Manager

Copies:

Mr. Michael Maglio, Town Engineer
Ms. Laurie Ruszala, Water & Sewer Superintendent



Sponsor: Administration

**TOWN OF FRANKLIN
RESOLUTION 14-10
CONFIRMATORY ORDER OF TAKING –
LAND OFF COTTONTAIL LANE**

WHEREAS, by virtue of Massachusetts General Laws Chapter 40, Section 14, the Town of Franklin, acting by and through its Town Council, is authorized to take by eminent domain under Massachusetts General Laws Chapter 79, lands, easements and other interests in land for municipal purposes; and

WHEREAS, the acquisition of an improved parcel of land off Cottontail Lane, Franklin, Massachusetts containing approximately 18.24 acres, described more fully below, is recommended by the Town Administrator; and

WHEREAS, the owner of said parcel of land, Lewis Street Realty, LLC, conveyed said parcel of land to the Town of Franklin by Deed dated February 12, 2014 and recorded on February 24, 2014 at Norfolk Registry of Deeds in Book 32084, Pg. 351, and

WHEREAS, the taking by eminent domain of said parcel of land off Cottontail Lane, Franklin, Massachusetts, described below, will vest in the Town of Franklin clear title to said land; and

WHEREAS, no land damages are anticipated; and

WHEREAS, the taking by eminent domain of said parcel off Cottontail Lane, Massachusetts, described below, for municipal purposes, is in the best interests of the Town of Franklin.

NOW, THEREFORE, BE IT ORDERED THAT:

1. The Town Council of the Town of Franklin, by virtue of and in exercise of and in part the execution of the power and authority conferred by said statutes, hereby adjudges that public necessity and convenience require the taking by eminent domain of the parcel of land off Cottontail Lane, Franklin, Massachusetts, described below, for municipal purposes, including but not limited to providing public access to abutting Town-owned land and providing land for public recreation.
2. The Town of Franklin, acting by and through the Town Council, by virtue of and in the exercise of the power and authority conferred by said statutes and in accordance with the provisions of Massachusetts General Laws Chapter 79, and all and every other power and authority it does possess, DOES HEREBY TAKE BY EMINENT DOMAIN the fee in the following described parcel of land for municipal

purposes, including but not limited to providing public access to abutting Town-owned land and providing land for public recreation:

Description of Property

A certain parcel of unimproved land situated off Cottontail Lane described in a deed of ANTMAR Realty LLC dated August 1, 2013 and recorded at Norfolk County Registry of Deeds in Book 31636 at Page 288, and also shown on a Plan recorded at said Registry as Plan No. 71 of 2013 in Plan Book 618 containing 18.24 acres, according to said plan.

3. The Town Treasurer and Town Comptroller are directed and the Town Administrator is directed and authorized to do all things and to execute all documents necessary for the prompt payment of the amount of damages awarded in this Order of Taking so that the same shall be payable within sixty (60) days after the right to damages becomes vested in the persons from whom the above described land was taken. The Town Administrator is further directed to direct the Town Attorney for and on behalf of the Town Council to give notice of this taking and pertinent information to every person entitled thereto in accordance with the provisions of Massachusetts General Laws Chapter 79, Sections 7B, 7C, 7F, 7G, 8A and 8B.
4. This Order of Taking confirms and makes clear the Town of Franklin's title to the above-described parcel of land which was conveyed to the Town of Franklin by Deed of Lewis Street Realty, LLC dated February 12, 2014 and recorded with said Registry of Deeds in Book 32084 at Page 351.

This Resolution shall become effective according to the rules and regulations of the Town of Franklin Home Rule Charter.

DATED: March _____, 2014

VOTED:
UNANIMOUS _____

A True Record Attest:

YES _____ NO _____

ABSTAIN _____

**Deborah L. Pellegrini
Town Clerk**

ABSENT _____

**Judith Pond Pfeffer, Clerk
Franklin Town Council**



TOWN OF FRANKLIN

RESOLUTION NO.: 14-11

APPROPRIATION: Legal - Other Contractual Services

AMOUNT REQUESTED: \$ 20,000

PURPOSE: To transfer funds from 01910200-517155 Employee Benefits to the Legal – Other Contractual Services Budget to pay legal expenses.

FINANCE COMMITTEE ACTION

Meeting Date: **Vote:**

Recommended Amount:

MOTION

Be It Moved and Voted by the Town Council to transfer twenty thousand dollars (\$20,000.00) from 01910200-517155 Employee Benefits to the Legal - Other Contractual Services budget to pay for legal expenses.

DATED: _____, 2014

VOTED:

UNANIMOUS _____

YES _____ **NO** _____

ABSTAIN _____

ABSENT _____

A True Record Attest:

**Deborah L. Pellegri
Town Clerk**

**Judith Pond Pfeffer, Clerk
Franklin Town Council**



TOWN OF FRANKLIN

RESOLUTION NO.: 14-12

APPROPRIATION: Human Resources – Medical Expenses

AMOUNT REQUESTED: \$ 3,000

PURPOSE: To transfer funds from 01910200-517155 Employee Benefits to the Human Resources – Medical Expenses budget.

FINANCE COMMITTEE ACTION

Meeting Date: **Vote:**

Recommended Amount:

MOTION

Be It Moved and Voted by the Town Council to transfer three thousand dollars (\$3,000.00) from 01910200-517155 Employee Benefits to the Human Resources - Medical Expenses budget.

DATED: _____, 2014

VOTED:

UNANIMOUS _____

YES _____ **NO** _____

ABSTAIN _____

ABSENT _____

A True Record Attest:

**Deborah L. Pellegri
Town Clerk**

**Judith Pond Pfeffer, Clerk
Franklin Town Council**



TOWN OF FRANKLIN

RESOLUTION 14-13

Authorization to Expend Funds in Excess of Available Appropriations

NOW THEREFORE BE IT ORDERED that in accordance with M.G.L. Chapter 44 §31D, the Town Council authorizes the expenditure of funds in excess of the available appropriation for snow and ice removal upon approval by the Town Administrator.

This Resolution shall become effective according to the rules and regulations of the Town of Franklin Home Rule Charter.

DATED: _____, 2014

VOTED:
UNANIMOUS _____

A True Record Attest:

YES _____ **NO** _____

Deborah L. Pellegrini
Town Clerk

ABSTAIN _____

ABSENT _____

Judith Pond Pfeffer, Clerk
Franklin Town Council