STATEMENT

OF

ANNUAL FINANCIAL AND OPERATING INFORMATION

TOWN OF SOUTHAMPTON SUFFOLK COUNTY, NEW YORK

DATED: JUNE 27, 2014

TOWN OF SOUTHAMPTON SUFFOLK COUNTY, NEW YORK

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TOWN BOARD

Anna Throne-Holst, Town Supervisor

Bradley Bender Bridget Fleming Stan Glinka Christine P. Scalera

Theresa Kiernan, Receiver of Taxes Alex Gregor, Superintendent of Highway Sundy A. Schermeyer, Town Clerk Tiffany Scarlato, Town Attorney Leonard J. Marchese, CPA, Town Comptroller

* * *

FINANCIAL ADVISOR

MUNISTAT SERVICES, INC.

Municipal Finance Advisory Service

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STATEMENT OF ANNUAL FINANCIAL AND OPERATING INFORMATION

TOWN OF SOUTHAMPTON SUFFOLK COUNTY, NEW YORK

The material set forth herein, including the cover page, has been prepared by the Town of Southampton, Suffolk County, New York (the "Town," the "County," and the "State," respectively) in connection with its obligation to prepare and submit such material in accordance with its Continuing Disclosure Undertakings and its Statements prepared in connection with the sale and issuance of the following bond issues:

\$ 15,569,000	Public Improvement (Serial) Bonds, 2003.
\$ 19,050,000	Open Space Preservation (Serial) Bonds, 2004.
\$ 18,276,500	Public Improvement (Serial) Bonds, 2004.
\$ 5,930,000	Refunding (Serial) Bonds, 2005.
\$ 11,382,540	Public Improvement (Serial) Bonds, 2006.
\$ 16,350,000	Public Improvement (Serial) Bonds, 2007.
\$ 20,000,000	Open Space Preservation (Serial) Bonds, 2009.
\$ 20,000,000	Open Space Preservation (Serial) Bonds, 2009B.
\$ 22,770,000	Public Improvement (Serial) Bonds, 2010.
\$ 9,575,000	Refunding (Serial) Bonds – 2010.
\$ 14,160,000	Public Improvement (Serial) Bonds, 2011.
\$ 2,150,000	Retirement (Taxable) (Serial) Bonds, 2012
\$ 14,870,000	Public Improvement (Refunding) Bonds, 2012
\$ 8,035,000	Public Improvement (Serial) Bonds, 2013
\$ 21,750,000	Erosion Control District (Serial) Bonds, 2013

THE TOWN

There follows in this Official Statement a brief description of the Town, together with certain information concerning its economy and governmental organization, its indebtedness, current major revenue sources and expenditures and general and specific funds.

General Information

The Town encompasses an area of approximately 138 square miles and is located on the south fork of Long Island, in the eastern portion of Suffolk County. Present population is estimated at 56,790 (U.S. Census Bureau - 2010).

The Town is bordered on the north by the Town of Riverhead, the Peconic Bays and Shelter Island Sound; on the east by the Town of East Hampton; on the south by the Atlantic Ocean; and on the west by the Town of Brookhaven. The Town includes the incorporated villages of North Haven, Quogue, Southampton, Westhampton Beach, West Hampton Dunes, and Sagaponack, as well as most of the Village of Sag Harbor.

Located about 70 miles east of Manhattan, the Town is a very popular summer resort area and many of the commercial facilities in the Town - hotels, motels, restaurants and recreational facilities - are associated with this activity. In addition, the Town is historically significant, being the site of the first English settlement (in 1640) in New York State and including the Halsey Homestead, built in 1648 (the oldest English saltbox house in the State); the Windmill at Water Mill, built in 1800; and the Old School House in Quogue, built in 1822. The economy of the Town is augmented by farming and fishing; by the location of the Suffolk County offices at Riverhead (actually situated in the Town); and by being the site of Stony Brook Southampton, a branch of the State University of New York at Stony Brook and the eastern campus of Suffolk County Community College. Suffolk County Community College has an enrollment of about 2,200 full and part-time students in the Town.

Recreational facilities include beaches on the ocean and the bay; various County and Town parks located throughout the Town; and golf courses, tennis courts, swimming pools, etc. Police protection is provided by the Town and fire protection by eight Fire Districts.

Southampton Hospital, the largest employer in the Town, with over 700 employees, provides access to a wide variety of medical specialties for a full range of clinical services.

Rail transportation is provided by the Long Island Railroad with stations at Speonk, Westhampton, Hampton Bays, Southampton and Bridgehampton. Highways include State Routes 27, 27A and 24, as well as County and Town roads.

Government

The Town was established in 1801. Thirteen independently governed school districts are located wholly or partially within the Town. These school districts rely on their own taxing powers granted by the State to raise revenues. The school districts use the Town's assessment roll as their basis for taxation of property located within the Town.

Subject to the provisions of the State Constitution, the Town operates pursuant to the Town Law, the Local Finance Law, other laws generally applicable to the Town, and any special laws applicable to the Town. Under such laws, there is no authority for the Town to have a charter, but pursuant to the Town Law and other laws generally applicable to home rule, the Town may from time to time adopt local laws.

The legislative power of the Town is vested in the Town Board. The Town Board consists of five members, including the Supervisor. The Supervisor is the chief executive officer of the Town and is elected for a term of two years. The four other members of the Town Board are elected to four-year terms, which terms are staggered such that two councilmembers are elected every two years. All the Town Board members are elected at large and there is an eight-year limitation to the number of years that all elected officials may serve.

The Supervisor is also the chief fiscal officer of the Town. Additional Town officers are the Deputy Supervisor, the Town Clerk, (elected at large for a four year term), the Receiver of Taxes, who is responsible for the collection of taxes (elected at large for a four year term), the Superintendent of Highways (elected at large for a four year term), the Assessor, the Town Attorney, the Town Management Services Administrator and the Comptroller, all of whom are appointed by the Town Board.

Utilities and Other Services

Electricity and natural gas is supplied to the Town by PSEG Long Island and National Grid. The Town supplies water to various special assessment water districts and is responsible for the financing and construction of water transmission lines as well as maintenance of the necessary facilities in such areas. The Suffolk County Water Authority also supplies water to various parts of the Town. Police protection is provided by the Town Police Department and various Village Police Departments, and fire protection is provided by eight Fire Districts which serve the entire Town.

Employees

The Town provides services through approximately 17 elected officials, 474 full-time employees and approximately 132 part-time employees. The Town also employs approximately 300 part-time seasonal employees. The Civil Service Employees Association represents approximately 286 employees under a contract which expired on December 31, 2013 and is currently under negotiation. The Police Benevolent Association represents approximately 71 employees under a contract which expired on December 31, 2012 and is currently under negotiations. The Superior Officers Association represents approximately 18 employees under a contract which expires on December 31, 2013 and is currently under negotiations. The Chief of Police is a non-union employee.

ECONOMIC AND DEMOGRAPHIC INFORMATION

Population Characteristics

The population of the Town, County and the State since 1970 is represented below:

Year	<u>Town</u>	Suffolk County	New York State
1970	35,980	1,127,030	18,241,391
	43,146	1,284,231	17,557,288
	45,066	1,321,864	17,990,455
2000	54,712	1,419,369	18,976,457
2010	56,790	1,493,350	19,378,102

Source: U.S. Bureau of the Census and the LIPA Population Survey.

Income Data

	Per Capita Money Income			
•	<u>1990</u>	<u>2000</u>	<u>2010</u>	2012*
Town of Southampton County of Suffolk	\$16,726 18,481	\$31,320 26,577	\$47,111 35,755	\$46,889 36,819
State of New York	16,501	23,389	30,948	32,104
		Median Fami	ly Income	
-	<u>1990</u>	Median Fami	ly Income <u>2010</u>	2012*

Source: United State Bureau of the Census.

*Note: Based on American Community Survey Three-Year Estimates (2010-2012).

Summary of Building Activity

(Number of Building Permits Issued)

The chart below represents the level of building permit activity for the five most recently completed fiscal years. The figures include residential and commercial activity and with most of the activity coming from additions and renovations to existing homes and facilities. It also includes demolitions, installation of fences, swimming pools, fences, accessory buildings, etc. It does not include renewals of previously issued permits.

2009	. 3,241
2010	. 3,820
2011	. 4,574
2012	
2013	

Unemployment Rate Statistics

	Town of Southampton	Suffolk County	New York <u>State</u>
Annual Averages:			
2009	7.4%	7.4%	8.3%
2010	7.8	7.6	8.6
2011	7.6	7.3	8.0
2012	7.8	7.8	8.6
2013	6.8	6.5	7.7
2014 (4 month average)	7.4	5.9	7.1

Source: Department of Labor, State of New York.

Selected Listing of Larger Employers

<u>Name</u>	Type of Business	Number of Employees
Southampton Hospital	Hospital	775
Southampton UFSD	School District	400
Corcoran Group	Real Estate	400
Dominican Sisters Family Health Services	Home Health Agency	350
Bridgehampton National Bank	Commercial Banks	245
Dunn Engineering	Engineering	100
Maran Corporate Risk Associates	Insurance	93
Southampton Press	Newspaper	50
Hampton Coach	Limousine Service	50
Southampton Inn	Hotel	50
Storms Motors	Automotive Dealer	40

INDEBTEDNESS OF THE TOWN

The following tables set forth the computation of debt limit and the calculation of total net indebtedness of the Town in accordance with the constitutional requirements hereinabove described.

Trend of Town Indebtedness^a

	Fiscal Year Ending December 31:				
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
Debt Outstanding End of Year: Subject to Debt Limit:					
Bonds	\$119,541,500	\$129,984,725	\$146,563,440	\$132,457,798	\$145,736,850
Bond Anticipation Notes	24,010,589	7,072,200		6,105,000	
Sub-Total	<u>143,552,089</u>	<u>137,056,925</u>	<u>146,563,440</u>	<u>138,562,798</u>	<u>145,736,850</u>
Not Subject to Debt Limit:					
Bonds	5,473,500	5,235,245	5,349,260	4,674,902	5,415,850
Bond Anticipation Notes	-	-	-	-	-
Other Notes					
Sub-Total	5,473,500	5,235,245	5,349,260	4,674,902	5,415,850
Total Debt Outstanding	<u>\$149,025,589</u>	<u>\$142,292,170</u>	<u>\$151,912,700</u>	<u>\$138,237,700</u>	<u>\$140,321,000</u>

a. Does not include refunded bonds.

Details of Short-Term Indebtedness Outstanding (As of June 23, 2014)

As of the date of this Official Statement, the Town has no short-term debt outstanding.

Debt Service Requirements – All Outstanding Bonds^a

Fiscal Year Ending

December 31:	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	\$18,345,000	\$ 4,931,298	\$ 23,276,298
2015	17,807,700	4,403,524	22,211,224
2016	14,050,000	3,955,415	18,005,415
2017	13,685,000	3,502,101	17,187,101
2018	13,565,000	3,050,558	16,615,558
2019	13,180,000	2,602,302	15,782,302
2020	12,685,000	2,139,037	14,824,037
2021	9,550,000	1,684,225	11,234,225
2022	9,595,000	1,342,416	10,937,416
2023	6,865,000	1,025,700	7,890,700
2024	4,055,000	784,513	4,839,513
2025	3,425,000	653,609	4,078,609
2026	3,275,000	534,812	3,809,812
2027	3,270,000	415,453	3,685,453
2028	2,800,000	295,313	3,095,313
2029	2,800,000	180,250	2,980,250
2030	2,200,000	72,875	2,272,875
Totals	<u>\$151,152,700</u>	\$ 31,573,398	<u>\$182,726,098</u>

a. Includes \$58,137,700 in bonds issued for the preservation of open space. See "Community Preservation Fund" herein. Does not reflect payments made to date.

Southampton Housing Authority

The Southampton Housing Authority (the "Authority"), a body corporate and politic, is a municipal housing authority created and established for the Town under the Public Housing Law of the State for the purpose of providing affordable, decent, safe and sanitary housing for persons of limited income and other related purposes. The Authority is governed by its Board of Directors, which is comprised of five members appointed by the Town.

The Authority's bonds are payable from the revenues received by the Authority from the operation of its facilities. The Authority's bonds do not constitute a debt or liability of the State or of any political subdivision thereof, except the Town with respect to a guarantee by the Town of timely payment of principal and interest on those bonds.

As of December 31, 2013, the Authority had \$3,527,500 in bonds outstanding that are guaranteed by the Town.

$\begin{array}{c} \textbf{Computation of Debt Limit and Calculation of Net Debt Contracting Margin} \\ \textbf{(As of June 23, 2014)} \end{array}$

Fiscal Year Ending December 31:	Assessed Valuation	State Equalization <u>Rate</u>	Full <u>Valuation</u>
2010	\$54,445,058,850 55,860,526,117 55,861,991,485 55,225,278,551 55,022,618,428	100.00% 100.00 100.00 100.00 100.00	\$54,445,058,850 55,860,526,117 55,861,991,485 55,225,278,551 55,022,618,428
Total Five Year Full Valuation			\$276,415,473,431 55,283,094,686 3,869,816,628
Inclusions: Outstanding Bonds: General Purposes¹ Housing Authority² Water Districts			138,506,463 3,4525,000 5,209,150
Sub-TotalBond Anticipation Notes			147,167,613 0
Total Inclusions			147,167,613
Exclusions: Water Debt (Outstanding Bonds) Bond Appropriations			5,209,150 10,581,727
Total Exclusions			15,790,877
Total Net Indebtedness			131,376,736
Net Debt Contracting Margin			\$ 3,738,439,892
Percent of Debt Limit Exhausted			3.39%

^{1.} Includes \$57,237,700 in bonds issued for the preservation of open space. See "Community Preservation Fund" herein.

2. See "Southampton Housing Authority" herein.

Calculation of Estimated Overlapping and Underlying Indebtedness

Overlapping Units	Date of Report	Percentage Applicable	Applicable Total <u>Indebtedness</u>	Applicable Net <u>Indebtedness</u>
County of Suffolk	03-25-2014	21.12%	\$443,031,072	\$276,017,334
Villages	05-31-13 or later	Var.	17,156,485	17,326,485
School Districts ^a	06-30-13 or later	Var.	160,886,310	159,926,860
Fire Districts	12-31-12 or later	Var.	8,325,107	8,325,107
Totals			\$629,398,974	<u>\$461,595,786</u>

a. Does not include refunded bonds.

Sources: Annual Reports of the respective units for the most recently completed fiscal year on file with the Office of the State Comptroller or more recently published Statements.

Debt Ratios

(As of June 23, 2014)

	Amount ^a	Per <u>Capita^b</u>	Percentage Of <u>Full Value^c</u>
Total Direct Debt	\$147,167,613	\$ 2,591	0.27%
Net Direct Debt	131,376,736	2,313	0.24
Total Direct & Applicable Total Overlapping Debt	776,566,587	13,674	1.41
Net Direct & Applicable Net Overlapping Debt	592,972,522	10,441	1.08

a. Include the Bonds

Authorized And Unissued Debt (As of June 23, 2014)

As of the date of this Official Statement, the Town has authorized but unissued debt in the aggregate amount of \$49,042,300 as follows:

Various Public Improvements Open Space Preservation	\$ 6,615,000 ^a 42,427,300
Total	<u>\$49,042,300</u>

a. \$4,350,000 of such amount will be financed by the issuance of Bonds to be issued in July, 2014.

Community Preservation Fund

In 1998, the voters of the five East End towns (East Hampton, Riverhead, Shelter Island, Southampton, and Southold) approved a referendum creating a Community Preservation Fund (the "Fund") for each Town, which is a conservation program to preserve open space and farmland in the five towns. The fund is financed by a 2% tax on most real estate sales. This is a one-time tax that the buyer of real estate is required to pay when purchasing a new or used home or vacant property. In 2006, the voters in all five towns approved a referendum to extend the collection of the tax through 2030.

The Fund facilitates a voluntary program whereby landowners can sell their land or the development rights to the land to the respective towns at fair market value. The towns may issue bonds for purchases to be paid back through the life of the Fund with the 2% tax revenues. When a town finances an acquisition through the issuance of bonds, Section 64-e of Town Law requires the preparation of a report by or on behalf of the Town Supervisor which demonstrates how such indebtedness will be repaid by the Fund. The repayment report must include an estimate of projected revenues of the Fund during the period of indebtedness, an accounting of all other indebtedness incurred against the Fund to be repaid for the same period, and a finding that there will be sufficient revenue to repay such indebtedness in its entirety from the Fund.

b. The current estimated population of the Town is 56,790.

c. The full valuation of taxable real property in the Town for 2013-14 is \$55,022,618,428.

As of the date of this Statement, there are \$57,237,700 in bonds outstanding that have been issued for the preservation of open space and land acquisitions, the Town debt service on which is expected to be paid by the Fund. The expected revenues accruing to the Fund would be sufficient to pay principal and interest on obligations substantially in excess of such amount.

The following represents the annual revenues of the Fund for the five most recently completed fiscal years and the current budget:

Fiscal Year	
Ending December 31:	
December 31:	Total Revenues
2009	\$ 24,805,488
2010	34,225,797
2011	39,218,452
2012	38,064,858
2013	58,058,512
= 0 ± 0	23,020,212

Debt Service Requirements – Community Preservation Fund Only^a

Fiscal Year			
Ending			
December 31:	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	\$7,595,000	\$2,041,756	\$9,636,756
2015	7,187,700	1,900,359	9,088,059
2016	4,275,000	1,754,643	6,029,643
2017	4,325,000	1,590,589	5,915,589
2018	4,510,000	1,418,834	5,928,834
2019	4,535,000	1,238,366	5,773,366
2020	4,710,000	1,050,512	5,760,512
2021	2,000,000	853,063	2,853,063
2022	2,000,000	775,563	2,775,563
2023	2,000,000	695,563	2,695,563
2024	2,000,000	615,563	2,615,563
2025	2,100,000	533,906	2,633,906
2026	2,100,000	447,938	2,547,938
2027	2,200,000	360,250	2,560,250
2028	2,200,000	266,063	2,466,063
2029	2,200,000	170,500	2,370,500
2030	2,200,000	72,875	2,272,875
Totals	\$58,137,700	\$15,786,338	\$73,924,038

a. Such debt service requirements are included in the preceding table. Does not reflect payments made to date.

The Bridgehampton and Sagaponack Beach Erosion Control Districts

The Bridgehampton and Sagaponack Beach Erosion Control Districts ("BECDs") are special taxing districts within the Town. Each BECD has an advisory board which sets the District's annual taxing budget and determines how the funds raised will be spent on erosion control projects. The Town Board must pass a resolution in order to authorize any collection or expenditure of BECD monies. Similar to other special districts, the BECD budget is also subject to permissive referendum.

On November 27, 2012, the Town authorized two resolutions to spend an aggregate amount of \$25,307,850 for a beach erosion control project in and for the BECDs, subject to a mandatory referendum by the qualified voters that live within the respective BECDs. On February 2nd, 2013, a majority of such voters approved the project. The Town issued 10 year Bonds in August of 2013 to finance the project, and the debt service on the bonds will be included in the annual budget of the BECDs for as long as the bonds are outstanding.

Capital Project Plans

The Town is generally responsible for providing certain services to the citizens, as required, on a Townwide basis. The Town maintains a Town road system necessitating a regular road resurfacing and improvement program and the acquisition of machinery and equipment. Additionally, although not a capital expense, such road system requires annual expenditures for snow removal as well as regular general operating maintenance expenses. The Town is also primarily responsible for the financing and construction of surface and storm water drainage improvements, and the Town is regularly acquiring and improving recreation facilities. The Town generally has provided the financing for water facilities for the Hampton Bays Water District and maintains primary responsibility for this function. The Town is also responsible for the disposal of certain solid waste generated within the Town and will upgrade its four transfer stations as deemed necessary and appropriate. Additionally the Town finances park and community center improvements, and technology infrastructure. In general, needs for capital financing for the above described projects for which the Town has responsibility are anticipated to continue in similar amounts that have been issued in the past. The Town maintains a formal capital improvement plan that includes the priority, cost, and method of financing for each project.

FINANCES OF THE TOWN

Independent Audit Procedures

The financial statements of the Town are audited annually by independent accountants. The last such audit made available for public inspection covers the fiscal year ended December 31, 2013, and is attached as Appendix B. In addition, the financial affairs of the Town are subject to periodic compliance review by the Office of the State Comptroller ("OSC") to ascertain whether the Town has complied with the requirements of various State and Federal statutes.

The Statements of Revenues, Expenditures and Changes in Fund Balances presented in Appendix A of this Statement are based on the audited Annual Financial Reports of the Town for the 2009-2013 fiscal years.

Fund Structure and Accounts

The Town utilizes fund accounting to record and report its various service activities. A fund represents both a legal and an accounting entity which segregates the transactions of specific programs in accordance with special regulations, restrictions or limitations.

There are three basic fund types: (1) governmental funds that are used to account for basic services and capital projects; (2) enterprise funds that account for operations of a commercial nature; and, (3) fiduciary funds that account for assets held in a trustee capacity. Account groups, which do not represent funds, are used to record fixed assets and long-term obligations that are not accounted for in a specific fund.

The Town presently maintains the following major governmental funds: General Fund, Police District, Town Outside Village, Community Preservation, Highway, Public Safety and the Capital Projects Fund. Fiduciary funds consist of a Trust and Agency Fund. There are three enterprise funds - golf course, beaches and marinas, and waste management. Account groups are maintained for fixed assets and long-term debt.

Basis of Accounting

The Town's governmental funds are accounted for on a modified accrual basis of accounting. Under the modified accrual basis, revenues are recognized when they become susceptible to accrual - that is, when they become "measurable" and "available" to finance expenditures to the current period. Revenues are susceptible to accrual include real property taxes, intergovernmental revenues (State and Federal aid) and operating transfers.

Expenditures are generally recognized under the modified accrual basis of accounting that is when the related fund liability is incurred. Exceptions to this general rule are (1) payments to employee retirement systems, which are recorded in the General Long-Term Debt Account Group and recognized as an expenditure when due, and (2) un-matured interest on general long-term debt, which is recognized when due.

Budgetary Procedures

The head of each administrative unit of the Town is required to file detailed estimates of revenues (other than real property taxes) and expenditures for the next fiscal year with the budget officer (Supervisor) on or before September 20th. The Town takes a multi-year approach to the budgetary process in order to help with future planning. Estimates for each fire district situated within the Town must also be filed with the budget officer by this date. After reviewing these estimates, the budget officer prepares a tentative budget which includes her recommendations. A budget message explaining the main features of the budget is also prepared at this time. The tentative budget is filed with the Town Clerk not later than the 30th of September. Subsequently, the Town Clerk presents the tentative budget to the Town Board at the regular or special hearing which must be held on or before October 5th. The Town Board reviews the tentative budget and makes such changes as it deems necessary and that are not inconsistent with the provisions of the law. Following this review process, the tentative budget and such modifications as are approved by the Board, if any, become the preliminary budget. A public hearing, notice of which must be duly published in the Town's official newspaper, on the preliminary budget is generally required to be held on the Thursday immediately following the general election. At such hearing, any person may express his or her opinion concerning the preliminary budget; however, there is no requirement or provision that the preliminary budget or any portion thereof be voted on by members of the public. After the public hearing, the Town Board may further change and revise the preliminary budget. The Town Board, by resolution, adopts the preliminary budget as submitted or amended no later than November 20th, at which time the preliminary budget becomes the annual budget of the Town for the ensuing fiscal year. Budgetary control during the year is the responsibility of the Supervisor who is assisted in this area by the Town Comptroller. However, any changes or modifications to the annual budget including the transfer of appropriations among line items must be approved by resolution of the Town Board. A summary of the budgeted revenues and expenditures for the current fiscal year and the previous fiscal year may be found in Appendix A.

Financial Operations

The Town Supervisor functions as the chief fiscal officer as provided in Section 2.00 of the Local Finance Law; in this role, the Supervisor is responsible for the Town's accounting and financial reporting activities, which are delegated to and carried out under the supervision of the Town Comptroller. In addition, the Supervisor is also the Town's budget officer and must therefore prepare the annual tentative budget for submission to the Town Board. During the absence of the Supervisor, the Deputy Supervisor may generally exercise the Supervisor's powers.

The Town Board, as a whole, serves as the finance board of the Town and is responsible for authorizing, by resolution, all material financial transactions such as operating and capital budgets and the issuance of bonded debt. Pursuant to Section 30.00 of the Local Finance Law, the Supervisor has been authorized to issue or renew certain specific types of notes. As required by law, the Supervisor must execute an authorizing certificate which then becomes a matter of public record.

Town finances are operated primarily through the General, Police and Highway Funds. All real property taxes and most of the other Town revenues are credited to these funds. Current operating expenditures are paid from these funds subject to available appropriations. The Town also has water districts, which are accounted for within separate funds. The primary source of income for these districts comes from special assessments levied

against district properties at the same time real estate taxes are levied. Capital projects and equipment purchases are accounted for in special capital projects funds. The Town observes a calendar year (January 1 through December 31) for operating and reporting purposes.

2011 Results of Operations (Audited)

For the fiscal year ended December 31, 2011, the audited financial statements show the total revenue including transfers in the General Fund were \$36,037,498 and the total expenditures, including transfers, were \$37,094,049. The total overall fund balance in the General Fund decreased from \$14,005,683 to \$12,949,132 as planned due to an appropriation of fund balance.

2012 Results of Operations (Audited)

For the fiscal year ending December 31, 2012, the audited financial statements show the total revenue including transfers in the General Fund were \$35,249,760 and the total expenditures, including transfers, were \$34,143,390. The total overall fund balance in the General Fund increased from \$12,949,132 to \$14,573,965.

2013 Results of Operations (Audited)

For the fiscal year ending December 31, 2013, the audited financial statements show the total revenue including transfers in the General Fund were \$37,526,498 and the total expenditures, including transfers, were \$38,130,512. The total overall fund balance in the General Fund decreased from \$14,573,965 to \$13,969,951.

2014 Budget

The 2014 budget calls for further fiscal constraint consistent with the policy, procedures and controls implemented over the past four years. In addition, the Town has also presented a budget model that projects operations for 2015. The 2014 budget calls for an appropriation of approximately \$600,000 in fund balance from its operating funds and a 0% tax levy increase.

Investment Policy

Although investment of money is not, in and of itself, a Town Purpose, the Town is permitted to temporarily invest funds pending their application to the Town purposes. Pursuant to State law, including Sections 10 and 11 of the General Municipal Law, and in accordance with its adopted investment policy, the Town is permitted to deposit moneys in banks or trust companies located and authorized to do business in the State, as authorized by the Town Board. The Chief Fiscal Officer of the Town, the Supervisor, has delegated to the Comptroller of the Town the responsibility of depositing and investing Town moneys. The Town's funds may be invested in certificates of deposit, money market deposit accounts, and N.O.W. accounts. Such investments, as well as any other funds of the Town held by banks, must be secured by collateral held in third party custodial accounts in the Town's name; such collateral is to consist of obligations guaranteed by the United States of America; general obligations of the State or obligations of local governments of the State. Banks must supply the Town at least monthly with written evidence of the collateral pledged, and the market value of such collateral must at all times equal or exceed the principal amount of the investment.

Debt Management Policy

The primary objective of the Town's Debt Management Policy is to establish conditions for the use of debt and to create procedures and policies that minimize the Town's debt service and issuance costs. The Debt Management Policy applies to all general obligations debt issued by the Town, debt guaranteed by the Town, and any other forms of indebtedness.

The Town Board has adopted this policy by resolution. The policy is a guideline for general use and allows for exceptions in extraordinary circumstances. Under the recommendations of the Town's Bond Counsel, Financial Advisor and/or Comptroller, the Town will evaluate its experience under this policy and make changes, if needed, at any time by resolution of the Town Board.

In order to maintain appropriate budgetary controls and to prevent imposing excessive burdens on taxpayers of the Town, it is the intention of the Town Board in any given year to limit debt service expenditures supported by local real property taxes to no more than 15% of aggregate budgetary appropriations from the following funds: General Fund, Police Fund, Highway Fund, Part Town Fund and Emergency Dispatching Fund. The Community Preservation Fund is excluded since the Town does not tax of this revenue.

Fund Balance Policies

In recognition of sound fiscal policy, the Town Board has adopted a local law to make all reasonable efforts to maintain a fund balance in its General Fund at the end of each fiscal year equal to no less than 17% of the total General Fund operating budget. Such fund balance is inclusive of any reserve funds maintained by the Town for tax stabilization purposes pursuant to Chapter 8 of the Southampton Town Code. For special districts including all enterprise funds and the part-town operating funds, the Town Board adopted a local law to maintain a fund balance level of 7% of the total ensuing year's operating budget. Such funds are reliant on property taxes and are less volatile in terms of revenue projections and therefore a lesser fund balance is adequate for purposes of retaining the Town's sound financial position. The Town Board finds that these thresholds represent a reasonable amount of fund balance to achieve at the end of each fiscal year as unanticipated circumstances during the course of a year, shortfalls in projected revenues, and adverse events can have negative effects on non-tax revenues or expenditures or both.

If an emergency or unanticipated need were to occur that necessitated the appropriation of fund balance that would result in reducing the fund balance below and the adopted thresholds, a resolution of the Town Board would be adopted to approve such appropriation. Subsequent to such appropriation, the Town Board will commit to immediately begin the process of reducing expenditures or raising revenues in order to restore the fund balances to adequacy over a reasonable time frame.

Revenues

The Town receives most of its revenues from real property taxes and assessments. A summary of such revenues and other financings sources for the five most recently completed fiscal years for which financial statements are available may be found in the Statements of Revenues, Expenditures and Changes in Fund Balance in Appendix A hereto.

Real Property Taxes

See "Real Property Tax Information," herein.

State Aid

The Town receives financial assistance from the State. If the State should not adopt its budget in a timely manner, municipalities and school districts in the State, including the Town, may be affected by a delay in the payment of State aid. Additionally, if the State should experience difficulty in borrowing funds in anticipation of the receipt of State taxes in order to pay State aid to municipalities and school districts in the State, including the Town, in this year of future years, the Town may be affected by a delay in the receipt of State aid until sufficient State taxes have been received by the State to make State aid payments.

The Town received approximately 20% of its total operating revenue from State aid in 2013 and is expected to receive similar amounts in 2014. There is no assurance, however, that State appropriations for aid to municipalities will continue, either pursuant to existing formulas or in any form whatsoever. The State is not constitutionally obligated to maintain or continue such aid and, in fact, the State has drastically reduced funding to municipalities and school districts in the last several years in order to balance its own budget.

Although the Town cannot predict at this time whether there will be any delays and/or reductions in State aid in the current year or in future fiscal years or whether there will be additional Federal monies made available to pay State aid in future years, the Town may be able to mitigate the impact of any delays or reductions by reducing expenditures, increasing revenues appropriating other available funds on hand, and/or by any combination of the foregoing.

The following table sets forth the percentage of the Town's General Fund revenue comprised of State aid for each of the fiscal years 2009 through 2013 and as budgeted, for 2014.

Year Ended December 31:	Total General Fund <u>Town Revenue</u>	State Aid	State Aid To Revenues (%)
2009	\$33,138,113	\$5,430,095	16.39%
2010	34,917,303	5,936,053	17.00
2011	34,825,845	6,249,172	17.94
2012	34,509,183	6,218,858	18.02
2013	37,218,839	7,613,296	20.45
2014 (Budget)	35,743,267	7,180,000	20.08

Source: Audited financial statements 2009 through 2013 and the adopted budget for 2014.

Pension Systems

Substantially all employees of the Town are members of the State and Local Employees' Retirement System ("ERS") or the State and Local Police and Fire Retirement System ("PFRS" and together with ERS, the "Retirement System"), a cost-sharing multiple public employer retirement systems. The obligation of employers and employees to contribute and the benefit to employees are governed by the State Retirement system and Social Security Law (the "Retirement System Law"). The Retirement System offers a wide range of plans and benefits which are related to years of service and final average salary, vesting of retirement benefits, death and disability benefits and optional methods of benefit payments. All benefits generally vest after ten years of credited service. The Retirement System Law generally provides that all participating employers in each retirement system are jointly and severally liable for any unfunded amounts, which are collected through annual billings to all participating employers. Generally, all full-time employees, participate in the Retirement System. ERS is non-contributory with respect to members hired prior to July 27, 1976. All ERS members hired on or after July 27, 1976, with less than ten years experience, must contribute 3% of gross annual salary toward the cost of retirement programs. The PFRS in non-contributory for all police and fire fighters.

Historically there has been a State mandate requiring full (100%) funding of the annual actuarially required local governmental contribution out of current budgetary appropriations. With the strong performance of the Retirement System in the 1990s, the locally required annual contribution declined to zero. However, with the subsequent decline in the equity markets, the pension system became underfunded. As a result, required contributions increased substantially to 15% to 20% (percentage dependent on tier) of payroll for the ERS and PFRS, respectively. Wide swings in the contribution rate resulted in budgetary planning problems for many participating local governments. While the Town is aware of the potential negative impact on its budget and will take the appropriate steps to budget accordingly for the increase, there can be no assurance that its financial position will not be negatively impacted.

Chapter 49 of the Laws of 2003 amended the Retirement and Social Security Law and the Local Finance Law. The amendments empowered the State Comptroller to implement a comprehensive structural reform program for the ERS and PFRS. The reform program established a minimum contribution for any local governmental employer equal to 4.5% of pensionable salaries for bills which were due December 15, 2003 and for all fiscal years thereafter, as a minimum annual contribution where the actual rate would otherwise be 4.5% or less due to the investment performance of the fund. In addition, the reform program instituted a billing system to match the budget cycle of municipalities and school districts that will advise such employers over one year in advance concerning actual pension contribution rates for the next annual billing cycle. Under the previous

method, the requisite ERS and PFRS contributions for a fiscal year could not be determined until after the local budget adoption process was complete. Under the revised system, a contribution for a given fiscal year is based on the valuation of the pension fund on April 1 of the calendar year preceding the contribution due date instead of the following April 1 in the year of contribution so that the exact amount may now be included in the budget for the ensuing year.

On July 30, 2004, then Governor Pataki signed into law Chapter 260 of the Laws of 2004 ("Chapter 260"). Chapter 260 contains three components which alter the way municipalities and school district contribute to the state pension system: (1) revision of the payment due date, (2) extension of the period of time for pension debt amortization, and (3) authorization to establish a pension reserve fund. Prior to the effective date of the provisions of Chapter 260, the annual retirement bill sent to municipalities and school districts from the state has reflected pension payments due between April 1 and March 31, consistent with the state fiscal year.

Chapter 260 provides for the following changes:

- Contribution Payment Date Change: The law changed the date on which local pension contributions are due to the State. The annual required contribution became due February 1 annually instead of December 15.
- Pension Contributions Reserve Fund: The law created special authorization to create a new category of reserve fund under the General Municipal Law. Municipalities and school districts may now establish a retirement contribution reserve fund that can be funded from other available current government resources.

The investment of monies, and assumptions underlying same, of the Retirement Systems covering the Town's employees is not subject to the direction of the Town. Thus, it is not possible to predict, control or prepare for future unfunded accrued actuarial liabilities of the Retirement Systems ("UAALs"). The UAAL is the difference between total actuarially accrued liabilities and actuarially calculated assets available for the payment of such benefits. The UAAL is based on assumptions as to retirement age, mortality, projected salary increases attributed to inflation, across-the-board raises and merit raises, increases in retirement benefits, cost-of-living adjustments, valuation of current assets, investment return and other matters. Such UAALs could be substantial in the future, requiring significantly increased contributions from the Town, which could affect other budgetary matters. Concerned investors should contract the Retirement Systems administrative staff for further information on the latest actuarial valuations of the Retirement Systems.

On December 10, 2009, then Governor Paterson signed into law pension reform legislation that will provide (according to a Division of the Budget analysis) more than \$35 billion in long-term savings to State taxpayers over the next thirty years. The legislation creates a new Tier 5 pension level, the most significant reform of the State's pension system in more than a quarter-century. Key components of Tier 5 include:

- Raising the minimum age at which most civilian can retire without penalty from 55 to 62 and imposing a penalty of up to 38% for any civilian who retires prior to age 62.
- Requiring employees to continue contribution 3% of their salaries toward pension costs so long as they accumulate additional pension credits.
- Increasing the minimum years of service required to draw a pension from five years to ten years.
- Capping the amount of overtime that can be considered in the calculation of pension benefits for civilians at \$15,000 per year, and for police and firefighters at 15% of non-overtime wages.

Additionally, on March 16, 2012, the Governor signed into law the new Tier 6 pension program, effective for new ERS and PFRS employees hired after April 1, 2012. The Tier 6 legislation provides for increased employee contribution rates of between 3% and 6%, an increase in the retirement age from 62 years to 63 years, a readjustment of the pension multiplier, and a change in the time period for final average salary calculation from 3 years to 5 years. Tier 6 employees will vest in the system after ten years of employment and will continue to make employee contributions throughout employment.

The following table presents the amount of payments by the Town to the New York State Retirement Systems for the past five years.

Contributions to the Retirement Systems

Fiscal Year Ending December 31:	Employees' Retirement System	Policemen's & Firemen's Retirement System	Total
2009	\$1,859,470	\$1,758,638	\$3,618,108
2010	1.872,489	1,783,054	3,655,543
2011	2,564,387	2,094,785	4,659,172
2012	2,820,513	2,455,064	5,275,577
2013	6,909,172	4,161,628	11,070,800

Due to recent poor performance of the investment portfolio of the Retirement System, the employer contribution rates for required pension contribution has increased. To help mitigate the impact of such increases, legislation has been enacted that permits local governments and school districts to amortize a portion of such contributions. The Town has elected to amortize certain contribution costs.

However, due to the significant operating surpluses achieved in 2013, the Town designated a portion of such surpluses to pay down the previously amortized portion of the contribution to the Retirement System. As of December 31, 2013, the Town no longer has amortized amounts due to the Retirement System.

Other Post Employment Benefits

The Town provides post-retirement healthcare benefits to various categories of former employees. These costs may be expected to rise substantially in the future. GASB Statement No. 45 ("GASB 45") of the Governments Accounting Standards Board ("GASB") requires governmental entities, such as the Town, to account for the costs of certain non-pension post-employment benefits as it accounts for vested pension benefits.

OPEB refers to "other post-employment benefits," and refers to benefits other than pensions benefits. OPEB consists primarily of health care benefits, and may include other benefits such as disability benefits and life insurance. Before GASB 45, OPEB costs were generally accounted for and managed as current expenses in the year paid and were not reported as a liability on governmental financial statements.

GASB 45 requires municipalities and school districts to account for OPEB liabilities much like they already account for pension liabilities, generally adopting the actuarial methodologies used for pensions, with adjustments for the different characteristics of OPEB and the fact that most municipalities and school districts have not set aside any funds against this liability. Unlike GASB Statement No. 27, which covers accounting for pensions, GASB 45 does not require municipalities or school districts to report a net OPEB obligation at the start.

Under GASB 45, based on actuarial valuation, an annual required contribution ("ARC") will be determined for each municipality or school district. The ARC is the sum of (a) the normal cost for the year (the present value of future benefits being earned by current employees) plus (b) amortization of the unfunded accrued liability (benefits already earned by current and form employees but not yet provided for), using an amortization period of not more than 30 years. If a municipality or school district contributes an amount less than the ARC, a net OPEB obligation will result, which is required to be recorded as a liability on its financial statements.

GASB 45 does not require that the unfunded liability actually be amortized nor that it be advanced funded, only that the municipality or school district account for its unfunded accrued liability and compliance in meeting its ARC.

As of January 1, 2012, the actuarial accrued liability ("AAL"), the portion of the actuarial present value of the total future benefits based on the employees' service rendered to the measurement date, is \$148.5 million. The actuarial value of the Plan's assets was \$0, resulting in an UAAL of \$148.5 million. For the year ended December 31, 2013, the Town's annual OPEB cost was \$12.6 million and the ARC was \$10.8 million. The Town is on a pay-as-you-go funding basis and paid \$3.7 million for the fiscal year ending December 31, 2013 resulting in a projected year-end Net OPEB obligation of \$54.3 million.

The Town's unfunded actuarial accrued OPEB liability could have a material adverse impact upon the Town's finances and could force the Town to reduce services, raise taxes or both. There is no authority in the State to establish a reserve fund for the liability at this time.

Actuarial Valuation will be required every two years for OPEB plans with more than two hundred members, or every three years if there are less than two hundred members. Additional information about GASB 45 and other accounting rules applicable to municipalities and school districts may be obtained from GASB.

Length of Service Award Program

The Town sponsors four Volunteer Ambulance Workers Service Award Programs (the "Plans"): Westhampton War Memorial Ambulance Corporation, Flanders Northampton Ambulance Corporation, Hampton Bays Ambulance Corporation and Southampton Volunteer Ambulance Corporation. All Plans are single-employer defined benefit plans covering the Town's volunteer ambulance workers.

Any volunteer ambulance worker who completes five years of service and attains age 65 is eligible for normal retirement benefits. Participants acquire a nonforfeitable right to a service award after being credited with five years of ambulatory service or upon attaining the program's entitlement age. In general, an active volunteer ambulance worker is credited with a year of ambulatory service for each calendar year after the establishment of the program in which he or she accumulated fifty points. Points are granted for the performance of certain activities in accordance with a system established by the sponsor on the basis of a statutory list of activities and point values. A participant may also receive credit for five years of service rendered prior to the establishment of the program.

A participant's benefit under the program is the actuarial equivalent of a monthly payment for life equal to \$20 multiplied by the person's total number of years of ambulatory service. The number of years of ambulatory service used to compute the benefit cannot exceed forty. Except in the case of disability or death, benefits are payable when a participant reaches entitlement age. The program provides statutorily mandated death and disability benefits.

The Town is required to retain an actuary to determine the amount of the Sponsor's contributions to the plan.

Pension contributions are determined based on an annual actuarial calculation. Based upon accepted actuarial methods and the assumptions used, it has been determined that the contributions for the Westhampton Ware Memorial Ambulance Corporation of \$59,797, the Flanders Northampton Volunteer Ambulance Corporation of \$63,640, the Hampton Bays Volunteer Ambulance Corporation of \$63,222 and the Southampton Volunteer Ambulance Corporation of \$42,697 for the year ended December 31,2012 were sufficient to satisfy current and future service award obligations upon eligibility for retirement.

REAL PROPERTY TAX INFORMATION

Real Property Taxes

The Town derives a significant portion of its annual revenue through a direct real property tax. By local law adopted in 2001, the Town has restricted itself from raising the overall property tax rate more than 5%annually.

Year Ended December 31:	Total General Fund <u>Town Revenue</u>	Real Property <u>Taxes</u>	Real Property Taxes to Revenues (%)
2008	\$32,905,156	\$19,183,481	58.30%
2009	33,138,113	22,594,894	68.18
2010	34,917,303	22,991,545	66.85
2011	34,825,845	22,983,270	65.99
2012	34,509,183	21,585,771	62.55
2013	37,218,839	21,449,689	57.63

Source: Audited financial statements 2008 through 2013.

The following table presents the total tax levy, by purpose, with adjustments and collection performance for each of the last five fiscal years.

Tax Levy and Collection Record

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
Tax Levy:					
General Town ^a	\$23,471,265	\$24,288,157	\$22,048,728	\$21,907,868	\$21,420,673
Police	19,122,882	18,787,061	19,510,509	19,717,477	20,241,628
Emergency Dispatching - E911	2,163,032	2,163,471	2,154,216	2,056,667	2,061,604
Part Town Outside Villages	1,591,613	907,216	1,757,858	2,170,133	2,132,735
Highway ^b	10,203,992	10,757,440	11,458,980	11,048,231	11,060,920
Special Districts:					
Fire & Fire Protection	12,282,939	12,302,370	12,111,213	12,548,005	12,744,722
Lighting	553,783	564,747	556,046	575,831	602,939
Water	1,111,611	1,082,775	1,132,073	1,122,575	1,181,502
Miscellaneous ^c	4,302,159	4,337,653	4,484,099	5,616,172	7,257,508
School and Library Districts	212,480,335	221,311,943	230,672,394	230,856,616	242,281,065
County	14,148,089	16,688,892	15,869,036	19,211,414	18,906,658
Other Items ^d	518,619	714,871	991,121	819,935	944,029
Total Warrant	\$301,950,319	\$313,906,596	\$322,746,273	\$331,493,841	\$340,495,644
Amount Collected	286,195,281	297,658,185	307,538,277	315,005,317	NA
Returned to County:					
Amount	13,738,137	14,387,403	12,695,891	13,671,438	NA
Percent	4.55%	4.58%	4.13%	4.12%	NA

b.

Includes Parlmand.

Incorporated villages not subject to levies for these items except for Village of North Haven, which pays Police taxes.

Includes Ambulance District, Park Districts, Public Parking District, Street Improvements, Sagaponack Highway and Coastal Erosion Districts.

Includes apportioned exemptions water arrears, unpaid security alarms, omitted assessments, etc.

Tax Collection Procedure

Property taxes for the Town, together with county, fire and school district taxes are collected by the Town Tax Receiver on a single tax bill. Such taxes are due and payable on December 1, but may be paid without penalty in equal installments by January 10 and May 31, respectively. Penalties on unpaid taxes are 1% per month from the date such taxes are due and payable and 10% after May 31.

The Town Receiver distributes the collected tax money to the Town, fire and school districts prior to distributing the balance collected to the County. Uncollected amounts are not segregated by the Receiver and any deficiency in tax collection is the County's liability. The Town thereby is assured of full tax collection.

Tax Rates Per \$100 of Assessed Valuation

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
General Town	\$0.43	\$0.43	\$0.39	\$0.39	0.39
Police	0.52	0.51	0.52	0.54	0.55
Part Town Outside Villages	0.05	0.03	0.05	0.07	0.07
Highway	0.24	0.26	0.36	0.36	0.36
County	0.18	0.21	0.20	0.2	0.20
School and Library Districts ^a	0.03-15.62	0.02-18.34	0.02 - 20.43	0.02 - 21.34	0.02-22.9
Special Districts:					
Fire & Fire Protection ^a	0.10 - 0.82	0.10-1.04	0.10-1.05	0.11-1.04	0.11-1.10
Lighting ^a	0.01 - 0.15	0.01-0.15	0.01 - 0.15	0.01 - 0.17	0.01 - 0.18
Water ^a	0.19-0.36	0.21-0.39	0.22 - 0.42	0.23-0.42	0.24-0.48
Miscellaneous ^a	0.01-0.53	0.01-0.56	0.01-0.6	0.01-0.7	0.01-0.68

a. If more than one rate, indicates range.

Tax Increase Procedural Limitation Legislation

Although the State Legislature is limited by Article VIII, Section 12 of the State Constitution from imposing limitations on the power to raise taxes to pay "interest on or principal of indebtedness theretofore contracted", the State Legislature may from time to time impose additional limitations on the ability to issue new indebtedness or to raise taxes therefor.

On June 24, 2011, Chapter 97 of the Laws of 2011 was signed into law by the Governor (the "Tax Levy Limit Law" or the "Law"). The Tax Levy Limit Law generally applies to local governments and school districts in the State (with certain exceptions) and imposes additional procedural requirements on the ability of municipalities to levy certain year-to-year increases in real property taxes.

The Town is subject to the Tax Levy Limit Law, beginning with the Town's budget for its fiscal year beginning January 1, 2012. Pursuant to the Tax Levy Limit Law, additional procedural requirements are imposed if a municipality seeks to increase the tax levy by more than the lesser of (i) two percent (2%) or (ii) the annual increase in the consumer price index, over the amount of the Town's prior year's tax levy (the "Tax Levy Increase Limit"). In the event the Town seeks to adopt a budget requiring a tax levy exceeding the Tax Levy Increase Limit, a favorable vote of at least three members of the five-member Town Board would be required. The Town Board would also be required to act by Local Law rather than simply by resolution, and a public hearing would be required.

The Law permits certain exceptions to the Tax Levy Increase Limit. The Town may levy taxes exceeding the Tax Levy Increase Limit, if necessary, to support the following expenditures: (i) funds needed to pay judgments arising out of tort actions that exceed five percent of the total tax levied by the Town in the prior fiscal year and (ii) required pension payments (but only that portion of such payments attributable to the average actuarial contribution rate exceeding two percentage points). Taxes necessary for these expenditures will not be included in the calculation of the Tax Levy Increase Limit.

The Law also provides for adjustments to be made to the Town's Tax Levy Increase Limit based upon changes in the assessed value of the taxable real property in the Town. Additionally, the Town will be permitted to carry forward a certain portion of its unused tax levy capacity from the prior year.

Notes or bonds of the Town issued prior to the June 24, 2011 effective date of the Tax Levy Limit Law are payable from real property taxes that can be levied as necessary without regard to any Constitutional or statutory limit. Inasmuch as the Law has no exclusion for principal and interest on notes and bonds, however, levies required to pay principal and interest on notes and bonds will be included in the calculation of the Tax Levy Increase Limit. In the absence of administrative or judicial guidance, and with a lack of any experience operating under the Law, the effect of the Law on the Town's finances and its ability to continue to levy taxes sufficient to both pay debt service on pre June 24, 2011 and post June 24, 2011 notes and bonds and meet its other governmental responsibilities is uncertain.

Selected Listing of Large Taxable Properties

2013 Assessment Roll^a

<u>Name</u>	<u>Type</u>	Assessed Valuation
Blue Turtles, Inc. LIPA Leon D. Black Keyspan Energy Corp Payton Lane Nursing Home, Inc. Stephen Perlbinder Yumi & The Kids LLC. Cheryl G. Krongrad Debra R. Black Kimco Realty	Estate Utility Estate Utility Nursing Home Estate Estate Estate Estate Commercial	\$248,024,100 210,943,222 65,926,800 58,233,140 55,465,000 51,047,400 50,225,100 48,377,500 45,918,700 45,688,700
		\$879,849,662 ^b

a. Assessment Roll established in 2013 for levy and collection of taxes during 2014 Fiscal Year.

LITIGATION

In common with other towns, the Town from time to time receives notices of claim and is party to litigation. In the opinion of the Town Attorney, unless otherwise set forth herein and apart from matters provided for by applicable insurance coverage, there are no significant claims or actions pending in which the Town has not asserted a substantial and adequate defense, nor which, if determined against the Town, would have an adverse material effect on the financial condition of the Town, in view of the Town's ability to fund the same through use of appropriate funding mechanisms provided by the Local Finance Law.

Shinnecock Indian Nation v. Town of Southampton, et al.

In June 2005, the Shinnecock Indian Nation (the "Shinnecocks") commenced an action in the United States District Court, Eastern District of New York, against the Town, the County of Suffolk, the State and several other parties seeking to recover both real property and monetary damages in the amount of fair market value and/or rental value related to various properties in the Town. The Shinnecock Indian Nation claims that such properties, on which the Shinnecocks allegedly had a leasehold interest, were illegally conveyed and that the Shinnecocks should be granted "possessory rights" to such properties including restoration to the Shinnecocks of possession of such land. It is estimated that the property represented by the claim is equal to approximately 3.85% of the total taxable real property in the Town.

By Memorandum and Order dated November 28, 2006, U.S. District Judge Thomas Platt granted the motion of defendants seeking to dismiss the Shinnecocks' complaint in its entirety, pursuant to Fed. R. Civ. P. 12(b)(6), for equitable considerations, including plaintiffs' delay in commencing the action.

b. Represents 1.60% of the total taxable assessed valuation of the Town for 2014.

The Shinnecocks filed a motion for reconsideration of Judge Platt's Memorandum and Order, and also moved for leave to amend their complaint. They also filed a notice of appeal to the U.S. Court of Appeals (Second Circuit).

The Shinnecocks' appeal, as well as their motions for reconsideration and leave to amend, have been held in abeyance pending a decision from the Second Circuit Court of Appeals, in the case of *Oneida Nation of New York v. State of New York*, as the Shinnecocks asserted that a decision in that case could bear heavily on their litigation with the Town.

On August 9, 2010, a decision was rendered by the Second Circuit Court of Appeals in the *Oneida Nation* case, and that decision was forwarded to Judge Platt by defendants, with the advice that in defendants' view, the decision is favorable, and indeed dispositive, of the Shinnecocks' claims against defandants. The Shinnecocks have withdrawn their motion for reconsideration, but have requested that Judge Platt continue the indefinite adjournment of their motion for leave to amend, to accommodate the possibility that the United States might agree to intervene in the action on behalf of the Shinnecocks. Judge Platt has granted successive three-month extensions of the indefinite adjournment. The current extension expires on June 1, 2014.

BOND RATINGS

Moody's Investors Service has assigned a rating of "Aa1" and Standard & Poor's Corporation has assigned a rating of "AAA" to the outstanding bonds of the Town. This rating reflects only the view of such rating agencies and an explanation of the significance of such ratings should be obtained from Moody's Investors Service and Standard & Poor's Corporation. There can be no assurance that such ratings will not be revised or withdrawn, if in the judgment of Moody's Investors Service and Standard & Poor's Corporation circumstances so warrant. Any change or withdrawal of such rating may have an adverse effect on the market price of the outstanding bonds of the Town or the availability of a secondary market for the bonds.

FINANCIAL ADVISOR

Munistat Services, Inc. has acted as the financial advisor to the Town in connection with preparation of this Statement.

OTHER MATTERS

The statutory authority for the power to spend money for the objects or purposes, or to accomplish the objects or purposes, for which the Bonds are to be issued is the Education Law and the Local Finance Law.

The estoppels procedure provided in Title 6 of Article 2 of the Local Finance Law will have been complied with in all material respects by the date of delivery of the Bonds.

There is no bond or note of the Town on which principal or interest is past due.

The fiscal year of the Town is January 1 to December 31.

This Statement does not include the financial data of any political subdivision of the State of New York having power to levy taxes within the Town, except as expressed in the "Calculation of Estimated Overlapping and Underlying Indebtedness."

ADDITIONAL INFORMATION

Additional information may be obtained upon request from the office of Leonard J. Marchese, the Town Comptroller, Town of Southampton, Town Hall, 116 Hampton Road, Southampton, New York 11968, telephone number 631/702-1890, or from the office of Munistat Services Inc., 12 Roosevelt Avenue, Port Jefferson Station, New York 11776, telephone number 631/331-8888.

Any statements in this Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any of such statements will be realized.

This Statement is submitted only in connection with the Town's "Undertaking to Provide Continuing Disclosure" pursuant to Rule 15c2-12 as promulgated by the Securities and Exchange Commission and may not be reproduced or used in whole or in part for any other purpose.

TOWN OF SOUTHAMPTON, NEW YORK

By: s/s ANNA THRONE-HOLST

Town Supervisor

June 27, 2014

APPENDIX A

FINANCIAL INFORMATION

Balance Sheets Governmental Funds Fiscal Year Ending December 31, 2013

ASSETS		<u>General</u>		Police <u>District</u>		<u>Highway</u>	,	Nonmajor Governmental <u>Funds(1)</u>
Cash and Cash Equivalents	\$	9,757,506	\$	1,901,382	\$	3,055,808	\$	12,749,147
Cash - Restricted		7,131,432		1,686,592		1,134,136		7,547,927
Accounts Receivable		778,763		358,387		6,511		843,009
Due from Other Funds				1,061				1,027,537
State and Federal Aid Receivables		259,134		1,980,343		498,882		
Prepaid Charges	_	1,420,951	_	894,507	_	220,614	_	55,841
Total Assets	\$	19,347,786	\$_	6,822,272	\$_	4,915,951	\$	22,223,461
LIABILITIES								
Accounts Payable	\$	470,428	\$	81,856	\$	77,725	\$	3,938,699
Accrued Liabilities		1,587,082		1,488,145		384,224		316,388
Due to Other Governments		216,554						
Due to Other Funds	_	10,224	_		_	7,777	-	49,531
Total Liabilities	_	2,284,288	_	1,570,001	_	469,726	_	4,304,618
Deferred Inflows								
Deferred Property Taxes		3,093,547		2,980,043		1,732,816		1,491,879
		3,093,547		2,980,043		1,732,816	-	1,491,879
Fund Balances (Deficits):								
Nonspendable		1,420,951		894,507		220,614		55,841
Restricted		7,131,432		1,686,592		1,134,136		7,946,025
Assigned		766,818				1,358,659		8,425,098
Unassigned	_	4,650,750	_	(308,871)	_		-	
Total Fund Balances (Deficits)	_	13,969,951		2,272,228	_	2,713,409	_	16,426,964
Total Liabilities and								
Fund Balances (Deficits)	\$_	19,347,786	\$	6,822,272	\$_	4,915,951	\$	22,223,461

Source: Audited Annual Financial Report of the Town. (2013).

⁽¹⁾ Includes Special Grant Fund, Special Fund, Trustees, and Special District Funds.

Balance Sheets Governmental Funds Fiscal Year Ending December 31, 2012

ASSETS		<u>General</u>		Police <u>District</u>		<u>Highway</u>	(Nonmajor Governmental <u>Funds(1)</u>
Cash and Cash Equivalents	\$	10,466,894	\$	2,300,089	\$	3,253,841	\$	3,370,623
Cash - Restricted	Ψ	6,405,740	Ψ	1,579,502	Ψ	1,105,084	Ψ	8,305,708
Accounts Receivable		700,786		396,687		1,465		811,266
Due from Fiduciary Funds		698,356		370,007		6,056		323,942
State and Federal Aid Receivables		243,314		1,951,169		0,030		74,547
Prepaid Charges		1,317,335		850,750		220,793		51,229
Tropara Charges	_	1,517,555	_	030,730	_	220,773	-	31,223
Total Assets	\$_	19,832,425	\$_	7,078,197	\$_	4,587,239	\$_	12,937,315
LIABILITIES								
Accounts Payable	\$	1,484,763	\$	139,743	\$	179,126	\$	444,033
Accrued Liabilities		75,780		494,204		23,526		17,739
Due to Other Governments		44,485						
Due to Fiduciary Funds				4,615				281,904
Deferred Revenues	_	3,653,432	_	3,349,024	_	1,995,112	_	1,222,295
Total Liabilities	_	5,258,460		3,987,586	_	2,197,764	_	1,965,971
Fund Balances (Deficits):								
Nonspendable		1,317,335		850,750		220,793		51,229
Restricted		6,405,740		1,579,502		1,105,084		8,175,398
Assigned		1,064,819		660,359		1,063,598		2,744,717
Unassigned	_	5,786,071	_		_		_	
Total Fund Balances (Deficits)	_	14,573,965		3,090,611	_	2,389,475	_	10,971,344
Total Liabilities and								
Fund Balances (Deficits)	\$_	19,832,425	\$	7,078,197	\$_	4,587,239	\$	12,937,315

⁽¹⁾ Includes Special Grant Fund, Special Fund, Trustees, and Special District Funds.

Source: Audited Annual Financial Report of the Town. (2012)

Statement of Revenues, Expenditures and Changes in Fund Balances General Fund

Fiscal Year Ended December 31: 2010 2013 2009 2011 2012 Revenues: Real Property Taxes 22,594,894 22,991,545 22,983,270 21,585,771 21,449,689 Other Real Property Tax Items 188,612 201,668 196,896 208,216 Non-Property Tax Items 1.013.649 1.350,747 1.424.315 1,431,473 1.530.975 Special Assessments 81,834 62,559 51,209 47,332 47,335 Departmental Income 602,651 798,100 671,802 946,798 794,720 Intergovernmental Charges 45,063 119,989 307,863 113,778 Use of Money & Property 278,014 79,437 34,163 48,157 45,405 Licenses and Permits 38,250 283,346 353,764 357,565 251,435 Fines and Forfeitures 1,617,193 1,835,927 1,784,553 1,857,009 1,813,642 Sale of Property & 31,969 Compensation for Loss 461 132,624 Miscellaneous Local Sources 921,099 920,335 795,310 725,715 648,654 State Aid 5,430,095 5,936,053 6,249,172 7,613,296 6,218,858 Federal Aid 560,434 457,490 341,735 913,576 2,191,794 **Total Revenues** 33,138,113 34,917,303 34,825,845 34,509,183 37,218,839 **Expenditures:** 13,728,555 11,988,464 General Government Support 13,829,002 12,088,942 12,163,259 Public Safety 2,412,336 2,099,468 2,117,152 2,048,923 2,346,882 Health 1.125 Transportation 109,021 767,789 Econ. Assistance & Opportunity 2,333,279 2,106,919 2,692,197 3,122,582 2,967,070 Culture & Recreation 3,670,156 3,594,108 3,419,562 3,822,787 2,706,126 Home & Community Service 1,202,675 581,913 509,561 581,865 534,566 **Employee Benefits** 5,918,212 6,157,175 7,671,505 7,704,465 10,593,823 Debt Service 4,937,183 4,652,495 5,080,850 5,092,460 5,099,743 33,101,965 **Total Expenditures** 34,412,989 33,886,017 33,826,667 37,226,557 Excess (Deficiency) of Revenues over Expenditures 999,178 623,166 (1,274,876)1,815,338 (7,718)Other Sources (Uses) Proceeds from Issuance of Debt 60,000 511,700 Proceeds of Refunding Debt 9,430,000 5,148,530 Premium of Debt Issuance 11,048 1,070,569 105,849 582,787 Payment to Refunded Debt Escrow (10,500,569)(5,724,554)5,511,399 296,611 Operating Transfers In 1,324,756 1,105,804 740,577 Operating Transfers Out (700,695)(903,955)(51,710)(3,267,382)(257,373)Total Other Sources (Uses) 5,459,689 684,061 (2,055,729)1,001,667 (596,296)Excess (Deficiency) of Revenues and Other Sources Over (Under) Expenditures and Other Uses 4,184,813 2,499,399 (604,014)(1,056,551)1,624,833 Fund Balance Beginning of Year 10,575,234 11,634,652 14,005,683 12,949,132 14,573,965 Prior Period Restatement (3,125,395)(128, 368)Fund Balance End of Year 14,005,683 13,969,951 11,634,652 12,949,132 14,573,965

Sources: Audited Annual Financial Reports of the Town. (2009-2013)

Statement of Revenues, Expenditures and Changes in Fund Balances Police District

Fiscal Year Ended December 31: 2009 2010 2012 2013 2011 Revenues: Real Property Taxes \$ 19,805,381 \$ 19,139,406 \$ 18,814,396 \$ 19,521,100 \$ 19,738,896 Other Real Property Tax Items 133,171 128,716 135,560 145,486 Departmental Income 206,739 182,601 395,909 539,699 583,429 Use of Money & Property 31,372 27,621 9,907 21,364 23,781 Licenses and Permits 36,782 62,999 62,201 190,699 Compensation for Loss 15,399 22,388 2,027 17,697 19,884 Miscellaneous Local Sources 144,038 100,993 135,900 74,772 71,712 State Aid 1,871,245 2,085,155 2,286,408 2,016,977 1,944,911 Federal Aid 31,889 54,512 91,667 174,183 118,966 **Total Revenues** 22,106,063 21,944,699 22,556,709 22,827,838 21,782,629 Expenditures: General Government Support **Public Safety** 13,564,566 14,490,428 14,104,920 14,881,727 14,044,870 **Employee Benefits** 6,449,176 6,126,425 6,822,336 7,043,274 8,976,554 Debt Service 73,031 74,898 22,183 40,481 476,656 23,498,080 Total Expenditures 20,086,773 20,691,751 20,949,439 21,965,482 Excess (Deficiency) of Revenues over Expenditures 1,090,878 2,019,290 995,260 591,227 (670,242)Other Sources (Uses) Proceeds From Debt 1,240,550 Premium from Issuance of Debt 12,346 16,397 6,842 Operating Transfers In 2,710 45,017 Operating Transfers Out (200,000)(148,141)Total Other Sources (Uses) 2,710 12,346 1,256,947 Excess (Deficiency) of Revenues and Other Sources Over (Under) **Expenditures and Other Uses** 2,022,000 1,090,878 1,007,606 1,848,174 (818,383) Fund Balance Beginning of Year (2,726,212)(889,720)234,831 1,242,437 3,090,611 Prior Period Restatement (185,508)33,673 Fund Balance End of Year 234,831 \$ 3,090,611 \$ (889,720)\$ 1,242,437 \$ 2,272,228

Sources: Audited Annual Financial Reports of the Town. (2009-2013)

Statement of Revenues, Expenditures and Changes in Fund Balances Highway Fund

Fiscal Year Ended December 31: 2010 2013 2009 2011 2012 Revenues: 8,811,706 10,770,010 Real Property Taxes 10,210,657 11,464,017 11,060,035 Other Real Property Tax Items 31,068 74,604 82,298 75,415 76,359 Intergovernmental Charges 622,237 638,995 754,285 750,362 699,008 Use of Money & Property 13,425 14,812 9,529 18,083 16,589 Sale of Property & Compensation for Loss 876 1,028 Miscellaneous Local Sources 118,982 188,151 281,821 49,994 44,817 Federal Aid 9,562 144,676 842,159 State Aid 956,789 750,552 684,530 704,123 906,178 **Total Revenues** 10,554,207 13,207,698 11,877,771 12,592,911 13,645,145 Expenditures: Transportation 6,337,711 7,025,017 5,887,330 5,821,241 6,648,842 **Employee Benefits** 1,899,644 2,393,320 2,771,944 2,642,272 3,420,040 **Debt Service** 2,682,403 2,362,222 2,414,480 3,310,285 3,756,866 **Total Expenditures** 10,599,577 11,832,817 12,103,189 11,839,887 12,998,147 Excess (Deficiency) of Revenues over Expenditures (45,370)44,954 489,722 1,367,811 646,998 Other Sources (Uses) Proceeds from Debt 210,915 70,992 Premium from Issuance of Debt 243,552 3,033 Operating Transfers In 1,307,952 359,317 8,263 17,607 5,944 Operating Transfers Out (414,179)(1,020,000)(400,000)Total Other Sources (Uses) 1,307,952 359,317 (162,364)(788,445)(323,064)Excess (Deficiency) of Revenues and Other Sources Over (Under) **Expenditures and Other Uses** 1,262,582 404,271 327,358 579,366 323,934 Fund Balance Beginning of Year 11,072 1,106,046 1,482,751 1,810,109 2,389,475 Prior Period Restatement (167,608)(27,566)2,713,409 Fund Balance End of Year 1,106,046 1,482,751 1,810,109 2,389,475

Sources: Audited Annual Financial Reports of the Town. (2009-2013)

Statement of Revenues, Expenditures and Changes in Fund Balances Non-Major Governmental Funds (1)

Fiscal Year Ended December 31: 2009 2010 2011 2012 2013 Revenues: 6,047,848 6,387,244 Real Property Taxes 5,943,884 6,166,245 6,776,087 Other Real Property Tax Items 28,391 129,667 114,319 115,752 110,010 Departmental Income 2,559,422 2,703,281 2,551,849 2,694,774 3,404,486 Use of Money & Property 9,972 323,486 312,844 323,009 343,970 Sale of Property & Compensation for Loss 240,300 4,570 Miscellaneous Local Sources 841,986 2,147,000 320,659 1,012,855 1,286,199 State Aid 32,786 87,446 87,956 12,590 Federal Aid 3,736,283 4,522,045 4,276,935 2,948,382 3,867,386 15,436,112 Total Revenues 13,119,938 16,249,462 13,713,333 13,953,073 Expenditures: General Government Support 300,105 254,109 210,739 123,810 278,361 **Public Safety** 833,070 822,126 783,317 784.534 812,513 Health 2,503,997 2,471,220 2,606,820 2,742,820 2,895,640 Transportation 413,738 419,026 438,430 478,813 511,565 Econ. Assistance & Opportunity 274,126 455 555 420 490 Culture & Recreation 553,035 646,930 721,466 449,462 440,694 Home & Community Service 6,765,997 6,767,924 6,745,261 6,855,300 26,007,195 **Employee Benefits** 425,998 679,202 756,263 770,990 918,584 Debt Service 941,109 948,441 823,906 908,852 1,020,644 **Total Expenditures** 12,889,003 12,777,907 13,226,122 13,456,610 32,758,410 Excess (Deficiency) of Revenues over Expenditures 230,935 3,471,555 487,211 496,463 (17,322,298)Other Sources (Uses) 97,773 Operating Transfers In 384,605 511,873 147,061 1,988,542 Operating Transfers Out (31,650)(2,132,130)(515,272)(124,514)(1,879,127)Premium on Obligations 3,527 918,503 Proceeds From Issuance of Debt 21,750,000 Total Other Sources (Uses) 352,955 (1,620,257)(413,972)22,547 22,777,918 Excess (Deficiency) of Revenues and Other Sources Over (Under) 73,239 519,010 Expenditures and Other Uses 583,890 1,851,298 5,455,620 Fund Balance Beginning of Year 5,107,769 5,986,202 9,879,095 10,452,334 10,971,344 Prior Period Restatement 294,543 2,041,595 500,000 Fund Balance End of Year 5,986,202 9,879,095 10,452,334 10,971,344 16,426,964

Sources: Audited Annual Financial Reports of the Town. (2009-2013)

⁽¹⁾ Includes Special Grant Fund, Special Fund, Trustees, and Special District Funds.

Budget Summaries Governmental and Other Operating Funds

Fiscal Year Ending December 31, 2013

Fund	<u> 1</u>	Appropriations		Estimated Revenues		Application of Surplus		Tax Levy
General Fund	\$	39,611,574	\$	16,711,698	\$	974,548	\$	21,925,328
Police Fund	_	22,186,176	,	2,665,076	_	0	7	19,521,100
Part-Town Fund		5,661,744		3,336,859		0		2,324,885
Part-Town Highway		12,962,476		1,472,024		360,400		11,130,052
Emergency Dispatch - 911		2,324,682		106,500		160,000		2,058,182
Beaches		1,377,686		1,377,686		0		0
Conscience Point Marina		515,239		379,200		0		136,039
East Quogue Marina		16,000		16,000		0		0
Pine Neck Marina		25,000		25,000		0		0
Waste Management		2,288,851		1,949,250		0		339,601
Ambulance Districts		3,137,544		8,300		0		3,129,244
Fire Protection Districts		878,881		6,200		0		872,681
Park Districts		584,731		2,000		0		582,731
Parking Districts		121,956		0		0		121,956
Road Improvement Districts		60,522		0		0		60,522
Street Lighting Districts		578,599		3,195		0		575,404
Water Districts		3,456,899		2,254,484		80,000		1,122,415
CPF Trust	_	33,156,343		33,156,343		0		0
Total	\$_	128,944,903	\$_	63,469,815	\$_	1,574,948	\$	56,959,547

Source: Adopted Budget of the Town of Southampton

Budget Summaries Governmental and Other Operating Funds

Fiscal Year Ending December 31, 2014

	Estimated Appropriations Revenues			Application of Surplus		Tax Levy	
Fund	_						
General Fund	\$	36,315,448	\$	14,802,264	\$ 572,181	\$	20,941,003 x
Police Fund		23,349,209		2,755,521	354,792		20,238,896 x
Part-Town Fund		5,661,744		5,661,744			
Part-Town Highway		13,270,309		1,673,654	536,776		11,059,879 x
Part-Town Land Management (03)		1,734,643		498,854	216,159		1,019,630 x
Part-Town Land Management (22)		4,061,788		2,950,534	0		1,111,254 x
Emergency Dispatch - 911		2,374,913		185,000	130,602		2,059,311 x
Beaches		1,340,500		1,340,500			X
Conscience Point Marina		487,354		364,050			123,304 x
East Quogue Marina		16,000		16,000			X
Pine Neck Marina		32,000		32,000			X
Poxabogue Golf Course		125,900		125,900			X
Waste Management		2,210,913		1,858,698			352,215 x
Ambulance Districts		3,225,671		9,000			3,216,671 x
Erosion Control District		2,701,868		4,950			2,696,918 x
Fire Protection Districts		836,450		6,600			829,850 x
Park Districts		542,502		2,650			539,852 x
Parking Districts		122,277		5,525			116,752 x
Road Improvement Districts		43,624					43,624 x
Street Lighting Districts		605,569		3,195			602,374 x
Water Districts		3,607,787		2,426,418			1,181,369 x
CPF Trust	_	33,620,363	_	33,620,363		_	X
Total	\$_	136,286,832	\$_	68,343,420	\$ 1,810,510	\$_	56,429,973

Source: Adopted Budget of the Town of Southampton

TOWN OF SOUTHAMPTON

APPENDIX B

AUDITED FINANCIAL STATEMENT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013