

DEFERRED COMPENSATION PLAN  
FOR EMPLOYEES OF THE  
TOWN OF BETHLEHEM  
Financial Statements  
December 31, 2011  
(With Independent Auditors' Report Thereon)

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Table of Contents

	<u>Page</u>
Independent Auditors' Report	1
Management's Discussion and Analysis	2 - 5
Financial Statements:	
Statement of Fiduciary Net Assets Available for Plan Benefits	6
Statement of Changes in Fiduciary Net Assets Available for Plan Benefits	7
Notes to Financial Statements	8 - 13

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INDEPENDENT AUDITORS' REPORT

The Deferred Compensation Committee  
Deferred Compensation Plan for Employees  
of the Town of Bethlehem:

We have audited the accompanying statement of fiduciary net assets available for plan benefits of the Deferred Compensation Plan for Employees of the Town of Bethlehem as of December 31, 2011, and the related statement of changes in fiduciary net assets available for plan benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net assets available for plan benefits of the Deferred Compensation Plan for Employees of the Town of Bethlehem as of December 31, 2011, and the changes in its fiduciary net assets available for plan benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 2 through 5 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 sufficient evidence to express an opinion or provide any assurance.

*Toski & Co., CPAs, P.C.*

Williamsville, New York  
June 15, 2012

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Management's Discussion and Analysis

December 31, 2011

This section presents management's discussion and analysis (MD&A) of the Deferred Compensation Plan for Employees of the Town of Bethlehem's (the Plan) financial position and performance for the fiscal year ended December 31, 2011. This section is presented as a narrative overview and analysis. Please read the MD&A in conjunction with the financial statements and notes to financial statements to better understand the financial condition and performance of the Plan during the fiscal year ended December 31, 2011.

**Financial Highlights**

- The Plan's net assets at December 31, 2011 were \$5,750,011, as compared to \$5,314,688 at December 31, 2010. The net assets represent participant contributions and net investment income.
- The Plan's net assets for the year ended December 31, 2011 increased by \$435,323, or approximately 8.2%, from the prior year. The Plan's net assets increased by \$854,814 or approximately 19.2% during the year ended December 31, 2010.
- The Plan had investment losses of \$(41,428) during the year ended December 31, 2011, compared to \$494,455 in investment gains during the year ended December 31, 2010.

**Overview of the Financial Statements**

This discussion and analysis is intended to serve as an introduction to the Plan's financial statements, which comprise the following:

- Statement of Fiduciary Net Assets Available for Plan Benefits
- Statement of Changes in Fiduciary Net Assets Available for Plan Benefits
- Notes to Financial Statements

Statement of Fiduciary Net Assets Available for Plan Benefits - This statement presents information regarding the Plan's assets, liabilities and resulting net assets held in trust for plan benefits. This statement reflects the Plan's investments at fair market value at December 31, 2011.

Statement of Changes in Fiduciary Net Assets Available for Plan Benefits - This statement presents how the Plan's net assets held in trust changed during the year ended December 31, 2011. This statement presents contributions by participants along with net investment income during the period from individual participant-directed investing activities. Deductions for participant benefit payments and administrative expenses are also presented.

Notes to Financial Statements - The notes to financial statements are an integral part of the financial statements and provide additional detailed information and schedules that are essential to better understand the Plan's financial statements.

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM  
Management's Discussion and Analysis, Continued

**Condensed Financial Information**

<u>Description</u>	<b>Net assets</b>		<u>Increase (decrease)</u>	
	<u>2011</u>	<u>2010</u>	<u>Amount</u>	<u>Percentage</u>
Assets:				
Investments, at fair value:				
Pooled separate accounts	\$ 4,044,462	3,974,321	70,141	1.8%
Fixed interest account	<u>1,629,376</u>	<u>1,275,702</u>	<u>353,674</u>	<u>27.7%</u>
Total investments	5,673,838	5,250,023	423,815	8.1%
Notes receivable from participants	<u>76,173</u>	<u>64,665</u>	<u>11,508</u>	<u>17.8%</u>
Total fiduciary net assets available for plan benefits	\$ <u>5,750,011</u>	<u>5,314,688</u>	<u>435,323</u>	<u>8.2%</u>

<u>Description</u>	<b>Changes in net assets</b>		<u>Increase (decrease)</u>	
	<u>2011</u>	<u>2010</u>	<u>Amount</u>	<u>Percentage</u>
Fiduciary net assets available for plan benefits at beginning of year	\$ <u>5,314,688</u>	<u>4,459,874</u>	<u>854,814</u>	<u>19.2%</u>
Additions:				
Contributions	682,478	652,625	29,853	4.6%
Net investment income	<u>(41,428)</u>	<u>494,455</u>	<u>(535,883)</u>	<u>(108.4%)</u>
Total additions	<u>641,050</u>	<u>1,147,080</u>	<u>(506,030)</u>	<u>(44.1%)</u>
Deductions:				
Benefits paid to participants	205,227	291,629	(86,402)	(29.6%)
Administrative expenses	<u>500</u>	<u>637</u>	<u>(137)</u>	<u>(21.5%)</u>
Total deductions	<u>205,727</u>	<u>292,266</u>	<u>(86,539)</u>	<u>(29.6%)</u>
Increase (decrease)	<u>435,323</u>	<u>854,814</u>	<u>(419,491)</u>	<u>(49.1%)</u>
Fiduciary net assets available for plan benefits at end of year	\$ <u>5,750,011</u>	<u>5,314,688</u>	<u>435,323</u>	<u>8.2%</u>

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM  
Management's Discussion and Analysis, Continued

**Investments**

The Plan is entirely participant-directed, which means that each Plan participant decides how his or her contribution is to be allocated among the investment options. Each participant's account is credited with the participant's contributions and the appreciation or depreciation in unit value for the respective investment funds.

Investments consisted of the following at December 31, 2011 and 2010:

	<u>Market value</u>	
	<u>2011</u>	<u>2010</u>
Nationwide Fixed Account	\$ 1,629,376	1,275,702
Fidelity Contrafund	373,162	509,429
Nationwide Inv Destination Moderate Aggressive Fund	465,322	478,172
Nationwide Inv Destination Moderate Fund	346,420	330,504
Dreyfus S&P 500 Index Fund	222,808	232,760
Pimco Total Return Fund	304,322	219,601
Neuberger Berman Genesis Fund	206,878	211,752
Nationwide Large Cap Growth Fund	181,649	180,249
Nationwide International Index Fund	123,309	159,904
Fidelity Equity Income Fund	113,603	145,632
Invesco Van Kampen Growth and Income Fund	208,063	136,978
JPMorgan Mid Cap Value Fund	117,951	119,064
Nationwide Inv Destination Aggressive Fund	140,950	116,653
Oppenheimer Global Fund	82,829	116,021
American Century Value Fund	90,173	107,158
Nationwide International Value Fund	78,936	104,016
T Rowe Price Growth Stock Fund	99,655	93,354
American Century Vista Fund	84,019	93,061
Brown Capital Management Small Co. Fund	48,168	86,095
Federated U.S. Government Fund	83,704	71,280
Janus Fund	47,904	64,221
Nationwide Mid Cap Market Fund	77,840	58,562
Dreyfus Appreciation Fund	62,339	56,473
American Century Growth Fund	49,488	43,269
Nationwide S&P 500 Index Fund	1,215	39,248
Neuberger Berman Socially Resp. Fund	14,955	27,291
Nationwide Inv Destination Moderate Conservative Fund	30,637	25,470
Waddell & Reed High Income Fund	157,677	25,311
Nationwide Destination 2025 Fund	47,315	22,207
Nationwide US Small Cap Value Fund	9,494	16,567
Nationwide Money Market Fund	65,294	13,489

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM  
Management's Discussion and Analysis, Continued

**Investments, Continued**

	<u>Market value</u>	
	<u>2011</u>	<u>2010</u>
Nationwide Bond Index Fund	\$ 16,182	13,300
American Century International Discovery Fund	8,564	10,662
Nationwide Fund D	-	10,381
Nationwide Small Cap Index Fund	1,684	9,408
Nationwide Destination 2035 Fund	12,756	9,233
Nationwide Inv Destination Conservative Fund	10,447	7,610
Nationwide Destination 2040 Fund	2,541	2,683
NVIT Multi Manager Small Company Fund	2,357	2,515
Nationwide Destination 2045 Fund	14,634	2,075
Nationwide Destination 2050 Fund	29,174	1,930
Nationwide Destination 2020 Fund	-	613
Nationwide Destination 2030 Fund	2,402	120
Invesco International Growth	<u>7,642</u>	<u>-</u>
	<u>\$ 5,673,838</u>	<u>5,250,023</u>

**Contributions and Distributions**

The Plan had contributions of \$682,478 during the year ended December 31, 2011 compared to \$652,625 during the year ended December 31, 2010. Increased contributions are attributable to higher elective deferrals per employee in the Plan.

The Plan had benefits paid to participants of \$205,227 during the year ended December 31, 2011 compared to \$291,629 during the year ended December 31, 2010.

**Fiduciary Responsibilities**

The Town of Bethlehem Deferred Compensation Plan Committee and the Plan administrator are co-fiduciaries of the Plan.

The Plan's assets can only be used for the exclusive benefit of the Plan's participants, beneficiaries and alternate payees.

**Request for Information**

This financial report is designed to provide a general overview for those parties interested in the Plan's finances. Questions concerning any of the information provided in this financial report or requests for additional information should be addressed to:

Town of Bethlehem Deferred Compensation Plan  
445 Delaware Avenue  
Delmar, New York 12054

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM  
Statement of Fiduciary Net Assets Available for Plan Benefits  
December 31, 2011

	<u>2011</u>	<u>2010</u>
Assets:		
Investments, at fair value:		
Pooled separate accounts	\$4,044,462	3,974,321
Fixed interest account	<u>1,629,376</u>	<u>1,275,702</u>
Total investments	5,673,838	5,250,023
Notes receivable from participants	<u>76,173</u>	<u>64,665</u>
Fiduciary net assets available for plan benefits	<u>\$5,750,011</u>	<u>5,314,688</u>

See accompanying notes to financial statements.



DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM  
Statement of Changes in Fiduciary Net Assets Available for  
Plan Benefits  
Year ended December 31, 2011

	<u>2011</u>	<u>2010</u>
Additions to net assets attributed to:		
Contributions	\$ 682,478	652,625
Net investment income	(44,898)	486,595
Interest income on notes receivable from participants	<u>3,470</u>	<u>7,860</u>
Total additions to net assets	<u>641,050</u>	<u>1,147,080</u>
Deductions from net assets attributed to:		
Benefits paid to participants	205,227	291,629
Administrative expenses	<u>500</u>	<u>637</u>
Total deductions from net assets	<u>205,727</u>	<u>292,266</u>
Net increase	435,323	854,814
Fiduciary net assets available for plan benefits:		
Beginning of year	<u>5,314,688</u>	<u>4,459,874</u>
End of year	<u>\$5,750,011</u>	<u>5,314,688</u>

See accompanying notes to financial statements.

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Notes to Financial Statements

December 31, 2011

(1) Description of Plan

The following description of the Deferred Compensation Plan for Employees of the Town of Bethlehem (the Plan) is provided for general informational purposes. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan was established to provide a tax sheltered savings and investment opportunity for employees of the Town of Bethlehem, New York (the Town). The Plan is overseen by a committee comprised of four representatives.

The Plan, created in accordance with Internal Revenue Code (IRC) Section 457, is available to all Town employees and permits them to defer a portion of their current salary until future years. The deferred compensation is not available to the employees until termination of employment, retirement, death or unforeseeable financial emergency.

The Plan has entered into a contract with Nationwide Retirement Solutions (Nationwide) to administer the Plan. Nationwide offers several investment options through various financial organizations, and maintains individual accounts for Plan participants.

All amounts of compensation deferred under the Plan, all property and rights purchased with such amounts, and all income attributable to such amounts, property, or rights are held in trust for the exclusive benefit of participants and their beneficiaries and alternate payees pursuant to the trust agreement.

The Plan is exempt from income taxes in accordance with IRC Section 457.

(b) Contributions

Participants may contribute a minimum of \$260 up to the lesser of \$16,500 or 100% of includable compensation. If an employee is age 50 or older, the employee is permitted to contribute up to \$22,000 in a calendar year. A participant may rollover an existing 457 deferred compensation plan, retirement plan, or a traditional IRA into the Plan at any time.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Plan participants are immediately vested in their contributions plus earnings thereon.

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Notes to Financial Statements, Continued

(1) Description of Plan, Continued

(e) Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions into a variety of investment options offered by Nationwide. Participants may change their investment options throughout the Plan year.

(f) Payment of Benefits

Upon termination of service due to death, disability, retirement or separation from service, a participant may elect to receive either a lump-sum payment equal to the value of the unpaid portion of the amount deferred as of the last valuation date, or monthly, quarterly, semi-annual or annual installment payments made over a period which does not exceed the remaining life expectancy of the participant or beneficiary. Additionally, participants may request withdrawals for unforeseeable emergencies subject to certain Federal rules and regulations.

(g) Notes Receivable From Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participants' account and bear interest at the prime rate plus 1% per annum.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis and present fiduciary net assets available for plan benefits and changes therein.

(b) Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

(c) Investment Valuation and Income Recognition

Investments in pooled separate accounts are presented at fair value based on published market prices. Investments in the fixed interest account is presented at contract value, which approximates fair value. See note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income includes both the Plan's realized and unrealized gains and losses incurred during the year.

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Notes to Financial Statements, Continued

(2) Summary of Significant Accounting Policies, Continued

(d) Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

(e) Subsequent Events

The Plan has evaluated events after December 31, 2011, and through June 15, 2012, which is the date the financial statements were available to be issued, and determined that any events or transactions occurring during this period that would require recognition or disclosure are properly addressed in these financial statements.

(3) Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 2011 are as follows:

	<u>2011</u>	<u>2010</u>
Nationwide Fixed Account	\$ 1,629,376	1,275,702
Fidelity Contrafund	373,162	509,429
Nationwide Inv. Destination Moderate Aggressive Fund	465,322	478,172
Nationwide Inv. Destination Moderate Fund	346,420	330,504
Pimco Total Return Fund	<u>304,322</u>	<u>219,601</u>

During the year ended December 31, 2011, the Plan's investments (including securities bought, sold, as well as held during the year) depreciated in value by \$(41,428).

(4) Fair Value Measurements

A framework has been established for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Notes to Financial Statements, Continued

(4) Fair Value Measurements, Continued

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011.

- Pooled separate accounts - Valued at the net asset value of units held by the Plan at year-end.
- Fixed interest account - Valued at fair value (which approximates contract value) by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (note 5).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts:				
Equity:				
Allocated	\$ 993,776	-	-	993,776
International	177,971	-	-	177,971
Large cap	1,588,323	-	-	1,588,323
Mid cap	486,688	-	-	486,688
Small cap	61,703	-	-	61,703
Balanced	108,822	-	-	108,822
Fixed income	561,885	-	-	561,885
Money market	65,294	-	-	65,294
Fixed interest account	-	-	<u>1,629,376</u>	<u>1,629,376</u>
Total investments at fair value	<u>\$ 4,044,462</u>	<u>-</u>	<u>1,629,376</u>	<u>5,673,838</u>

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Notes to Financial Statements, Continued

(4) Fair Value Measurements, Continued

	2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Equity:				
Allocated	\$ 958,409	-	-	958,409
International	390,603	-	-	390,603
Large cap	1,646,443	-	-	1,646,443
Mid cap	482,439	-	-	482,439
Small cap	114,585	-	-	114,585
Balanced	38,861	-	-	38,861
Fixed income	329,492	-	-	329,492
Money market	13,489	-	-	13,489
Fixed interest account	-	-	1,275,702	1,275,702
Total investments at fair value	\$ 3,974,321	-	1,275,702	5,250,023

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

<u>Guaranteed interest account</u>	<u>2011</u>	<u>2010</u>
Balance at beginning of year	\$ 1,275,702	1,066,755
Purchases, sales, issuances and settlements (net)	180,704	126,363
Transfers in	193,105	96,807
Transfers out	(20,135)	(14,223)
Balance at end of year	\$ 1,629,376	1,275,702

Management evaluated the significance of the transfers between fair value levels based upon the nature of the financial instrument and size of the transfer relative to total fiduciary net assets available for benefits. The Plan's policy is to recognize transfers as of the actual date of the event or change in circumstances that caused the transfer.

(5) Nationwide Fixed Account

The Plan maintains a fixed interest account with Nationwide that provides a stable rate of return by investing in a pool of government securities backed by the full faith and credit of the U.S. government and/or its agencies. In advance of each calendar quarter, Nationwide establishes a rate of return for that quarter for the investment. The rate in effect for 2011 and 2010 was 3.55% and 3.50%, respectively.

DEFERRED COMPENSATION PLAN FOR  
EMPLOYEES OF THE TOWN OF BETHLEHEM

Notes to Financial Statements, Continued

(6) Plan Termination

The Town reserves the right to amend, suspend, or terminate the Plan and any deferrals thereunder, the trust agreement and any investment fund, in whole or in part and for any reason and without the consent of any employee, participant, beneficiary, or other person. Upon termination of the Plan, all amounts deferred shall be payable as provided in the Plan.

(7) Risks and Uncertainties

The Plan invests in various investment securities. Investments securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statement of fiduciary net assets available for plan benefits.