

*In the opinion of Bond Counsel, under existing statutes, regulations and judicial decisions, interest on the Bonds is excluded from gross income for purposes of federal income taxation and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, although in the case of corporations (as defined for federal income tax purposes) such interest is taken into account in determining adjusted current earnings for purposes of such alternative minimum tax. This opinion of Bond Counsel is subject to continuing compliance by the School District with its covenants in the Resolution and other documents to comply with requirements of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder.*

*Bond Counsel is also of the opinion that under the laws of the Commonwealth (the "Commonwealth") as presently enacted and construed, the Bonds are exempt from personal property taxes in the Commonwealth and the interest on the Bonds is exempt from the Commonwealth's Personal Income Tax and the Commonwealth's Corporate Net Income Tax.*

*For further information concerning federal and state tax matters relating to the Bonds, see "Tax Exemption and Other Tax Matters" herein.*

## \$42,890,000

### West Chester Area School District

(Chester and Delaware Counties, Pennsylvania)

**\$12,000,000 General Obligation Bonds, Series of 2014**

**\$30,890,000 General Obligation Bonds, Series A of 2014**

**Bonds Dated:** Date of Delivery

**Principal Due:** May 15, as shown on inside front cover

**Interest Due:** May 15 and November 15

**First Interest Payment:** May 15, 2014

The bonds described herein are in the combined aggregate principal amount of \$42,890,000 and consist of \$12,000,000 General Obligation Bonds, Series of 2014 (the "2014 Bonds") and \$30,890,000 General Obligation Bonds, Series A of 2014 (the "2014A Bonds"). The 2014 Bonds and the 2014A Bonds are collectively referred to as the "Bonds". The Bonds will be issued in registered form in denominations of \$5,000 and integral multiples thereof, will be registered in the name of Cede & Co., as the registered owner and nominee of The Depository Trust Company ("DTC"), New York, New York, under its book-entry only system maintained through its brokers and dealers who are, or act through, DTC Participants. The purchasers of the Bonds will not receive physical delivery of the Bonds. A purchaser of the Bonds must maintain an account with a broker or a dealer who is, or acts through, a DTC Participant to receive payment of principal of and interest on the Bonds. See "BOOK-ENTRY ONLY SYSTEM" herein. If, under the circumstances described herein, Bonds are ever issued in certificated form, the Bonds will be subject to registration or transfer, exchange and payment as described herein. The principal of the Bonds will be paid to the registered owners or assigns, when due, upon presentation and surrender of the Bonds to Manufacturers and Traders Trust Company (the "Paying Agent"), acting as paying agent, registrar and sinking fund depository, at its designated corporate trust office. Interest on the Bonds is payable initially on May 15, 2014 and thereafter semiannually on May 15 and November 15 of each year, until the principal sum thereof is paid. DTC Participants and Indirect Participants will be responsible for remitting interest and principal payments to Beneficial Owners of the Bonds.

The Bonds are general obligations of the West Chester Area School District, located in portions of Chester and Delaware Counties, Pennsylvania (the "School District"), payable from its tax and other general revenues. The School District has covenanted that it will provide in its budget in each year, and will appropriate from its general revenues in each such year, the amount of the debt service due on the Bonds for such year and will duly and punctually pay or cause to be paid from the sinking fund established under the Resolution (herein defined) or any other of its revenues or funds the principal of every Bond and the interest thereon on the dates, at the place and in the manner stated in the Bonds, and for such budgeting, appropriation and payment the School District irrevocably has pledged its full faith, credit and taxing power, which taxing power presently includes the power to levy an annual ad valorem tax on all taxable real property within the School District, within the limits provided by law. (See "THE BONDS – "Security" and "TAXING POWERS OF THE SCHOOL DISTRICT" *infra*).

**The Bonds are subject to optional or mandatory redemption prior to maturity.**

Proceeds of the 2014 Bonds will be used to pay the costs of planning, designing, acquiring, constructing, furnishing and equipping additions and improvements to the School District's existing elementary schools and, to the extent of remaining funds, other buildings and facilities of the School District, and pay the costs of issuing the 2014 Bonds.

Proceeds of the 2014A Bonds will be used to (1) advance refund a portion of the School District's outstanding General Obligation Bonds, Series of 2006, (2) advance refund a portion of the School District's outstanding General Obligation Bonds, Series A of 2006, (3) currently refund all of the School District's outstanding General Obligation Bonds, Series of 2009; and (4) pay the costs of issuing the 2014A Bonds.

The Bonds are an authorized investment for fiduciaries in the Commonwealth of Pennsylvania pursuant to the Pennsylvania Probate, Estate and Fiduciaries Code, Act of June 30, 1972, No. 164, P.L. 508, as amended and supplemented.

#### MATURITIES, AMOUNTS, RATES, YIELDS/PRICES AND CUSIPS

{As Shown on Inside Front Cover}

The Bonds are offered when, as and if issued, subject to withdrawal or modification of the offer without notice, and subject to the approving legal opinion of Rhoads & Sinon LLP, Harrisburg, Pennsylvania, Bond Counsel to the School District, to be furnished upon delivery of the Bonds. Certain other legal matters will be passed upon for the School District by Unruh, Turner, Burke & Frees, P.C., of West Chester, Pennsylvania, School District Solicitor. Public Financial Management, Inc., of Harrisburg, Pennsylvania, will serve as the School District's Financial Advisor in connection with the issuance of the Bonds. It is expected that the Bonds will be available for delivery through DTC, on or about January 15, 2014.



**\$42,890,000**

**West Chester Area School District**  
**(Chester and Delaware Counties, Pennsylvania)**

**Bonds Dated:** Date of Delivery  
**Interest Due:** May 15 and November 15

**Principal Due:** May 15, as shown below  
**First Interest Payment:** May 15, 2014

**\$12,000,000 General Obligation Bonds, Series of 2014**

<b>Maturity Date (May 15) Year</b>	<b>Principal Amounts</b>	<b>Interest Rates</b>	<b>Initial Offering Yields*</b>	<b>Initial Offering Prices</b>	<b>CUSIP<sup>(1)</sup></b>
2027**	\$15,000	3.750%	3.750%	100.000%	952030M92
2028	2,010,000	4.000	3.810***	101.606	952030N26
2029	2,345,000	4.000	4.000	100.000	952030N34
2030	2,440,000	4.000	4.070	99.166	952030N42
2031	2,540,000	4.125	4.160	99.566	952030N59
2032	2,650,000	4.250	4.250	100.000	952030N67

**\$30,890,000 General Obligation Bonds, Series A of 2014**

<b>Maturity Date (May 15) Year</b>	<b>Principal Amounts</b>	<b>Interest Rates</b>	<b>Initial Offering Yields*</b>	<b>Initial Offering Prices</b>	<b>CUSIP<sup>(1)</sup></b>
2015	\$5,000	0.300%	0.300%	100.000%	952030N75
2016	5,000	0.500	0.500	100.000	952030N83
2017	4,485,000	1.500	0.750	102.464	952030N91
2018	5,000	2.000	1.090	103.840	952030P24
2019	5,000	2.000	1.500	102.552	952030P32
2020	800,000	2.500	1.920	103.441	952030P40
2021	1,085,000	5.000	2.270	118.343	952030P57
2022	1,185,000	5.000	2.540	118.367	952030P65
2023	14,570,000	5.000	2.750	118.406	952030P73
2024	8,745,000	5.000	2.930	118.336	952030P81

<sup>(1)</sup>The above CUSIP (Committee on Uniform Securities Identification Procedures) numbers have been assigned by an organization not affiliated with the School District or the Underwriter, and such parties are not responsible for the selection or use of the CUSIP numbers. The CUSIP numbers are included solely for the convenience of bondholders and no representation is made as to the correctness of such CUSIP numbers. CUSIP numbers assigned to securities may be changed during the term of such securities based on a number of factors including, but not limited to, the refunding or defeasance of such issue or the use of secondary market financial products. Neither the School District nor the Underwriter has agreed to, and there is no duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers set forth above.

\*Yields to Maturity

\*\*Term Bond

\*\*\*Yield to Optional Redemption Date of May 15, 2024

**WEST CHESTER AREA SCHOOL DISTRICT**  
(Chester and Delaware Counties, Pennsylvania)

**BOARD OF SCHOOL DIRECTORS**

---

Ricky Swalm .....	President
Susan Tiernan .....	Vice President
Joyce Chester.....	Member
Robin Kaliner .....	Member
Vince Murphy .....	Member
Linda Raileanu .....	Member
Maureen Snook.....	Member
Chris McCune .....	Member
Bret Binder .....	Member
Linda Wesley.....	Secretary*
Carol DeLuca .....	Assistant Secretary*
Dr. Suzanne K. Moore.....	Treasurer*

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\*Non-Voting Member

**SUPERINTENDENT**  
DR. JAMES R. SCANLON

**DIRECTOR OF BUSINESS AFFAIRS**  
DR. SUZANNE K. MOORE

**SCHOOL DISTRICT SOLICITOR**  
UNRUH, TURNER, BURKE & FREES, P.C.  
West Chester, Pennsylvania

**BOND COUNSEL**  
RHOADS & SINON LLP  
Harrisburg, Pennsylvania

**FINANCIAL ADVISOR**  
PUBLIC FINANCIAL MANAGEMENT, INC.  
Harrisburg, Pennsylvania

**UNDERWRITER**  
JANNEY MONTGOMERY SCOTT LLC  
Philadelphia, Pennsylvania

**PAYING AGENT**  
MANUFACTURERS AND TRADERS TRUST COMPANY  
Harrisburg, Pennsylvania

**SCHOOL DISTRICT ADDRESS**  
829 Paoli Pike  
West Chester, Pennsylvania

No dealer, broker, salesman or other person has been authorized by the School District to give information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds in any jurisdiction in which it is unlawful to make such offer, solicitation or sale. The information set forth herein has been obtained from the School District and from other sources which are believed to be reliable but the School District does not guarantee the accuracy or completeness of information from sources other than the School District. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in any of the information set forth herein since the date hereof.

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# OFFICIAL STATEMENT

**\$42,890,000**

## **West Chester Area School District (Chester and Delaware Counties, Pennsylvania)**

**\$12,000,000 General Obligation Bonds, Series of 2014**  
**\$30,890,000 General Obligation Bonds, Series A of 2014**

### INTRODUCTION

This Official Statement, including the cover page and inside cover page hereof and Appendices hereto, is furnished by the West Chester Area School District, a public school district that includes portions of Chester and Delaware Counties, Pennsylvania (the "School District"), in connection with the offering of \$42,890,000 combined aggregate principal amount of general obligation bonds, which consist of \$12,000,000 aggregate principal amount of General Obligation Bonds, Series of 2014 (the "2014 Bonds") and \$30,890,000 aggregate principal amount of General Obligation Bonds, Series A of 2014 (the "2014A Bonds"). The 2014 Bonds and the 2014A Bonds are collectively referred to as the "Bonds". The Bonds are being issued pursuant to, and are secured by, a Resolution of the Board of School Directors of the School District to be adopted on December 16, 2013 (the "Resolution"), and in accordance with the Local Government Unit Debt Act, 53 Pa. C.S. Chs. 80-82 (the "Debt Act"), of the Commonwealth of Pennsylvania (the "Commonwealth" or "State").

### PURPOSE OF THE ISSUE

#### **2014 Bonds**

Proceeds of the 2014 Bonds will be used to pay the costs of planning, designing, acquiring, constructing, furnishing and equipping additions and improvements to the School District's existing elementary schools and, to the extent of remaining funds, other buildings and facilities of the School District, and issuing the 2014 Bonds.

#### **2014A Bonds**

Proceeds of the 2014A Bonds will be used to: (1) advance refund \$5,660,000 (the "Refunded 2006 Bonds") of the School District's General Obligation Bonds, Series of 2006 currently outstanding in the principal amount of \$34,965,000 (the "2006 Bonds"), (2) advance refund \$24,775,000 (the "Refunded 2006A Bonds") of the School District's outstanding General Obligation Bonds, Series A of 2006 currently outstanding in the principal amount of \$55,715,000, (3) currently refund all of the School District's \$2,280,000 outstanding General Obligation Bonds, Series of 2009 (the "Refunded 2009 Bonds"); and (4) pay the costs of issuing the 2014A Bonds.

#### **Advance Refunding Escrow Fund**

A portion of the proceeds of the 2014A Bonds, after paying issuance expenses, will be irrevocably deposited into an escrow fund (the "Escrow Fund") maintained by TD Bank, N.A. successor paying agent for the Refunded 2006 Bonds, the Refunded 2006A Bonds and the Refunded 2009 Bonds under the terms of a bond retirement agreement (the "Bond Retirement Agreement"), to be dated as of the date of the Bonds. The amount so deposited will be used to purchase direct obligations of the United States of America, State and Local Government Series (the "Government Obligations") which will mature and earn interest at such rates as will provide sufficient funds to pay all principal of and interest on the Refunded 2006 Bonds, Refunded 2006A Bonds and Refunded 2009 Bonds through March 15, 2014, when the remaining Refunded 2009 Bonds will be redeemed and through November 15, 2015, when the remaining Refunded 2006 Bonds and Refunded 2006A Bonds will be redeemed.

#### **Escrow Verification**

The accuracy of the mathematical computations supporting the adequacy of the maturing principal amounts of, and interest earned on, the Government Obligations deposited pursuant to the Bond Retirement Agreement to pay the principal of, and interest and premium, if any, when due on the Refunded 2006 Bonds and Refunded 2006A Bonds, and the accuracy of certain mathematical computations supporting the conclusion of Bond Counsel that the Bonds will not be "arbitrage bonds" under Section 103(c) of the Internal Revenue Code, will be verified by BondResource Partners, LP, as a condition to the delivery of the 2014A Bonds. BondResource Partners, LP is wholly owned by PFM Asset Management LLC, a member of The PFM Group.

## Sources and Uses of Bond Proceeds

The following is a summary of the sources and uses of the proceeds from the issuance of the Bonds.

<b>Sources:</b>	<b>2014 Bonds</b>	<b>2014A Bonds</b>	<b>Total</b>
Bond Proceeds .....	\$12,000,000.00	\$30,890,000.00	\$42,890,000.00
Net Original Issue Premium.....	907.40	4,840,265.90	4,841,173.30
<b>Total</b> .....	<b>\$12,000,907.40</b>	<b>\$35,730,265.90</b>	<b>\$47,731,173.30</b>
<b>Uses:</b>			
Construction Fund Deposit .....	\$11,822,657.40	\$0.00	\$11,822,657.40
Escrow Fund Deposit for the Refunded 2006 Bonds .....		6,122,906.57	6,122,906.57
Escrow Fund Deposit for the Refunded 2006A Bonds ...		27,011,460.65	27,011,460.65
Amount Required to Redeem the Refunded 2009 Bonds		2,309,054.20	2,309,054.20
Costs of Issuance <sup>(1)</sup> .....	178,250.00	286,844.48	465,094.48
<b>Total</b> .....	<b>\$12,000,907.40</b>	<b>\$35,730,265.90</b>	<b>\$47,731,173.30</b>

<sup>(1)</sup>Includes legal, financial advisor, printing, rating, total bond discount, CUSIP, paying agent, escrow agent, and verification fees, and miscellaneous costs.

## THE BONDS

### Description

The Bonds will be issued in fully registered form in denominations of \$5,000 principal amount and integral multiples thereof, will be in the aggregate principal amount of \$42,890,000, will be dated as of the date of original issuance and delivery thereof for the Underwriter (the "Date of Delivery"), and will bear interest at the rates and mature in the amounts and on the dates set forth on the inside front cover of this Official Statement. Interest on each of the Bonds will be payable initially on May 15, 2014, and, thereafter, semiannually on May 15 and November 15 of each year until the maturity date of such Bond or, if such Bond is redeemable and is called for redemption prior to maturity, until the date fixed for redemption thereof, if payment of the redemption price has been duly made or provided for.

*When issued, the Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York. Purchasers of the Bonds (the "Beneficial Owners") will not receive any physical delivery of Bond certificates, and beneficial ownership of the Bonds will be evidenced only by book entries. See "BOOK – ENTRY ONLY SYSTEM" herein.*

### Payment of Principal and Interest

*So long as Cede & Co., as nominee of DTC, is the registered owner of the Bonds, payments of principal of, redemption premium, if any, and interest on the Bonds, when due, are to be made to DTC, and all such payments shall be valid and effective to satisfy fully and to discharge the obligations of the School District with respect to, and to the extent of, principal, redemption premium, if any, and interest so paid. If the use of the Book-Entry Only System for the Bonds is discontinued for any reason, bond certificates will be issued and payment of principal, redemption premium, if any, and interest on the Bonds shall be made as described in the following paragraphs:*

The principal of certificated Bonds, when due upon maturity or upon any earlier redemption, will be paid to the registered owners of the Bonds, or registered assigns, upon surrender of such Bonds to Manufacturers and Traders Trust Company (the "Paying Agent"), acting as paying agent and sinking fund depository for the Bonds, at its designated corporate trust offices in Harrisburg, Pennsylvania or Buffalo, New York (or to any successor paying agent at its designated office(s)).

Interest on certificated Bonds will be payable to the registered owner of such Bond from the interest payment date next preceding the date of registration and authentication of the Bond, unless: (a) such Bond is registered and authenticated as of an interest payment date, in which event such Bond shall bear interest from said interest payment date, or (b) such Bond is registered and authenticated after a Record Date (hereinafter defined) and before the next succeeding interest payment date, in which event such Bond shall bear interest from such interest payment date, or (c) such Bond is registered and authenticated on or prior to the Record Date preceding May 15, 2014, in which event such Bond shall bear interest from the Date of Delivery, or (d) as shown by the records of the Paying Agent, interest on such Bond shall be in default, in which event such Bond shall bear interest from the date to which interest was last paid on such Bond. Interest on a certificated Bond will be payable by check drawn on the Paying Agent, which shall be mailed to the registered owner whose name and address shall appear, at the close of business on the fifteenth (15<sup>th</sup>) day (whether or not a day on which the Paying Agent is open for business) next preceding each interest payment date (the "Record Date"), on the registration books maintained by the Paying Agent, irrespective of any transfer or exchange of each Bond subsequent to such Record Date and prior to such interest payment date, unless the School District shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the person in whose name the certificated Bond is registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent to the registered owner of such Bond not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the person in whose name such Bond is registered at the close of business on the fifth (5<sup>th</sup>) day preceding the date of mailing.

If the date for payment of the principal or interest on any Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of such principal or interest shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date established for such payment.

### **Transfer, Exchange and Registration of Bonds**

*Subject to the provisions described below under "Book-Entry Only System,"* a certificated Bond is transferable or exchangeable by the registered owner, thereof upon surrender of such Bond to the Paying Agent, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner of such Bond or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of certificated Bonds in the registration books and shall authenticate and deliver at the earliest practicable time in the name of the transferee or transferees a new fully registered Bond or Bonds of authorized denominations of the same maturity and interest rate for the aggregate principal amount which the registered owner is entitled to receive. The School District and the Paying Agent may deem and treat the registered owner of any Bond as the absolute owner thereof (whether or not such Bond shall be overdue) for the purpose of receiving payment of or on account of principal and interest and for all other purposes, and the School District and the Paying Agent shall not be affected by any notice to the contrary.

The School District and the Paying Agent shall not be required (a) to register the transfer or exchange any Bonds then considered for redemption during a period beginning at the close of business on the fifteenth (15<sup>th</sup>) day next preceding any date of selection of Bonds to be redeemed and ending at the close of business on the day on which the applicable notice of redemption is mailed or (b) to register the transfer of or exchange any portion of any Bond selected for redemption until after the redemption date. Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations of the same maturity and interest rate.

### **Security**

The Bonds will be general obligations of the School District, payable from its tax and other general revenues. The School District has covenanted that it will provide in its budget for each year, and will appropriate from its general revenues in each such year, the amount of the debt service on the Bonds for such year, and will duly and punctually pay or cause to be paid from its Sinking Fund, as hereinafter defined, or any other of its revenues or funds, the principal of each of the Bonds and the interest thereon at the dates and place and in the manner stated on the Bonds, and for such budgeting, appropriation and payment the School District irrevocably has pledged its full faith, credit and taxing power, which taxing power includes the power to levy an annual ad valorem tax on all taxable property within the School District, within the limits provided by law (see "TAXING POWERS OF THE SCHOOL DISTRICT" herein). The Debt Act presently provides for enforcement of debt service payments as hereinafter described (see "DEFAULTS AND REMEDIES" herein), and the Public School Code presently provides for the withholding and application of subsidies in the event of failure to pay debt service (See "Commonwealth Enforcement of Debt Service Payments" herein).

## Commonwealth Enforcement of Debt Service Payments

Section 633 of the Pennsylvania Public School Code of 1949, as amended by Act 150 of 1975, and as further amended and supplemented (the "Public School Code"), presently provides that in all cases where the board of school directors of any school district fails to pay or to provide for the payment of any indebtedness on the date of maturity or date of mandatory redemption or on any sinking fund deposit date, or any interest due on such indebtedness on any interest payment date or on any sinking fund deposit date, in accordance with the schedule under which the bonds were issued, the Pennsylvania Department of Education ("PDE") shall notify such board of school directors of its obligation and shall withhold out of any Commonwealth appropriation due such school district an amount equal to the sum of the principal amount maturing or subject to mandatory redemption and interest owing by such school district, or sinking fund deposit due by such school district, and shall pay over the amount so withheld to the bank or other person acting as sinking fund depository for such bond issue. These withholding provisions are not part of any contract with the holders of the Bonds, and may be amended or repealed by future legislation.

There can be no assurance that any payments pursuant to this withholding provision will be made by the date on which such payments are due to the Bondholders. The effectiveness of Section 633 of the Public School Code may be limited by the application of other withholding provisions contained in the Public School Code, such as provisions for withholding and paying over of appropriations for payment of unpaid teachers' salaries, or by statutory interpretation or policies of PDE enforcement may also be limited by bankruptcy, insolvency, or other laws or equitable principles affecting the enforcement of creditors' rights generally.

### Sinking Funds

The sinking funds for the payment of debt service on the Bonds, designated "General Obligation Bonds, Series of 2014 Sinking Fund" and "General Obligation Bonds, Series A of 2014 Sinking Fund" (collectively, the "Sinking Funds"), created under the Resolution shall be held by the Paying Agent as sinking fund depository. The School District shall deposit in the Sinking Funds a sufficient sum not later than the date when interest and/or principal is to become due on the Bonds so that on each payment date the Sinking Funds will contain an amount which, together with any other funds available therein, is sufficient to pay in full interest and/or principal then due on the Bonds.

The Sinking Funds shall be held by the Paying Agent, as sinking fund depository, and funds deposited therein will be invested by the Paying Agent in such securities or shall be deposited in such funds or accounts as are authorized by law, upon direction of the School District. Such deposits and securities shall be in the name of the School District, but subject to withdrawal or collection only by the Paying Agent, as sinking fund depository, and such deposits and securities, together with the interest thereon, shall be a part of the Sinking Funds.

The Paying Agent, as sinking fund depository, is authorized without further order from the School District to pay from the Sinking Funds the principal of and interest on the Bonds, as and when due and payable.

### BOOK-ENTRY ONLY SYSTEM

*The information in this section has been obtained from materials provided by DTC for such purpose. The School District (herein referred to as the "Issuer") and the Underwriter do not guaranty the accuracy or completeness of such information, and such information is not to be construed as a representation of the School District or the Underwriter.*

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Bonds (the "Bonds"). The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC the world's largest securities depository is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).



Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds: DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of Principal, interest and redemption premium, if any, on the Bonds, will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Issuer or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Issuer or the Paying Agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments of Principal, interest and redemption premium, if any, on the Bonds, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the Issuer or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

NEITHER THE ISSUER NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DTC PARTICIPANT, INDIRECT PARTICIPANT OR BENEFICIAL OWNER OR ANY OTHER PERSON WITH RESPECT TO: (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE BONDS; (4) THE DELIVERY TO ANY BENEFICIAL OWNER BY DTC OR ANY DTC PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE ORDINANCE TO BE GIVEN TO BONDHOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (6) ANY OTHER ACTION TAKEN BY DTC AS BONDHOLDER.

*The Issuer and the Paying Agent cannot give any assurances that DTC or the Participants will distribute payments of the principal or redemption price of and interest on the Bonds paid to DTC or its nominee, as the registered owner of the Bonds, or any redemption or other notices, to the Beneficial Owners or that they will do so on a timely basis, or that DTC will serve and act in the manner described in this Official Statement.*

## REDEMPTION OF BONDS

### Optional Redemption – 2014 Bonds

The 2014 Bonds stated to mature on or after May 15, 2025, shall be subject to redemption prior to maturity, at the option of the School District, as a whole or on any date thereafter, or from time to time, in part (and if in part, in any order of maturities designated by the School District and within a maturity by lot) on May 15, 2024, or on any date thereafter, in either case upon payment of a redemption price of 100% of the principal amount to be redeemed, together with accrued interest to the redemption date.

### Mandatory Redemption – 2014 Bonds

The 2014 Bonds stated to mature on May 15, 2027, are subject to redemption prior to maturity as required by the Resolution, in the amounts and on May 15 of the years shown below, from moneys in the Mandatory Sinking Fund created pursuant to the Resolution, upon payment of the principal amount thereof together with interest accrued to the date fixed for redemption.

#### *Bonds stated to mature May 15, 2027:*

2025	\$5,000
2026	5,000
2027	5,000*

\*Final Maturity

In lieu of such mandatory redemption, the Paying Agent, on behalf of the School District, may purchase from money in the Sinking Fund, at a price not to exceed the principal amount plus accrued interest, or the School District may tender to the Paying Agent, all or part of the Bonds subject to being drawn for redemption in any such year.

### Redemption – 2014A Bonds

The 2014A Bonds are not subject to optional or mandatory redemption prior to maturity.

### Notice of Redemption

*So long as Cede & Co., as nominee of DTC, is the registered owner of the Bonds, the School District and the Paying Agent shall send redemption notices only to Cede & Co. See “BOOK-ENTRY ONLY SYSTEM” herein for further information regarding conveyance of notices to Beneficial Owners.*

Notice of any redemption of certificated Bonds shall be given by depositing a copy of a redemption notice in first class mail not less than thirty (30) days prior to the date fixed for redemption, addressed to the registered owners of each of the Bonds to be redeemed, in whole or in part, at the addresses shown on the registration books kept by the Paying Agent as of the day such Bonds are selected for redemption; provided, however, that failure to give such notice by mailing, or any defect therein or in the mailing thereof, shall not affect the validity of any proceeding for redemption of other Bonds called for redemption as to which proper notice has been given.

On the date designated for redemption, notice having been provided as aforesaid, and money for payment of the principal and accrued interest being held by the Paying Agent, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and such Bonds or portions thereof shall cease to be entitled to any benefit or security under the Resolution, and registered owners of such Bonds or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal thereof and accrued interest thereon to the date fixed for redemption.

If at the time of mailing of a notice of redemption the School District shall not have deposited with the Paying Agent, as sinking fund depository, money sufficient to redeem all Bonds or portions thereof called for redemption, the notice of redemption may state that it is conditional, *i.e.*, that it is subject to the deposit of sufficient redemption money with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such money is so deposited. If the Bonds to be called for redemption shall have been refunded, money sufficient to redeem such Bonds shall be deemed to be on deposit with the Paying Agent for the purposes of this paragraph and the notice of redemption need not state that it is conditional, if the redemption money has been deposited irrevocably with another bank or bank and trust company which shall have been given irrevocable instructions to transfer the same to the Paying Agent not later than the redemption date. If sufficient funds are not received, such notice of redemption shall be of no effect.

## **Manner of Redemption**

*So long as Cede & Co., as nominee of DTC, is the registered owner of the Bonds, payment of the redemption price shall be made to Cede & Co. in accordance with the existing arrangements by and among the School District, the Paying Agent and DTC and, if less than all Bonds of any particular maturity of a series are to be redeemed, the amount of the interest of each DTC Participant, Indirect Participant and Beneficial Owner in such Bonds to be redeemed shall be determined by the governing arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. See "BOOK-ENTRY ONLY SYSTEM" herein for further information regarding redemption of Bonds registered in the name of Cede & Co.*

If a Bond is of a denomination larger than \$5,000, a portion of such Bond may be redeemed. For the purposes of redemption, a Bond shall be treated as representing the number of Bonds that is equal to the principal amount thereof divided by \$5,000, each \$5,000 portion of such Bond being subject to redemption. In the case of partial redemption of a Bond, payment of the redemption price shall be made only upon surrender of such Bond in exchange for Bonds of the same maturity and in authorized denominations of the same series, maturity and interest rate in an aggregate principal amount equal to the unredeemed portion of the principal amount thereof.

If the redemption date for any Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of the principal, premium, if any, and interest upon such redemption shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date of redemption.

## **THE SCHOOL DISTRICT**

### **Introduction**

The School District encompasses several communities in central Chester County and one municipality in western Delaware County and covers an area of approximately 75 square miles. The School District's boundaries are coterminous with those of the Borough of West Chester and the Townships of East Bradford, East Goshen, Thornbury, West Goshen, Westtown and West Whiteland, all located in Chester County, and the Township of Thornbury in Delaware County. The Borough of West Chester, located in the geographic center of the School District and county seat of Chester County, is approximately 25 miles west of metropolitan Philadelphia, 15 miles north of Wilmington, Delaware, and 15 miles south of King of Prussia and Valley Forge. Many well-known unincorporated communities are located within the School District and these include: Exton in West Whiteland Township, Goshenville in East Goshen Township, Chatwood in West Goshen Township, Cheney and Glen Mills in Thornbury Township, Delaware County, and Darlington Corners in Westtown Township.

West Chester Area School District is characterized by rolling hills and fertile valleys flanking the east branch of the Brandywine Creek and the tributaries of the Chester Creek. The Borough of West Chester is the financial and professional center for the surrounding area. The Townships encompassed within the School District are principally residential in character, with regional shopping centers and industrial parks. Four major public institutions are within the School District: West Chester University; Cheney University; Chester County Courthouse; and Chester County Hospital.

### **Administration**

The School District is governed by a nine member Board of School Directors (the "School Board") who are elected for four-year terms. The Superintendent is the chief administrative officer of the School District, with overall responsibility for all aspects of operations, including education. The Director of Business Affairs is responsible for budget and financial operations. Both of these officials are appointed by the School Board.

**School Facilities**

The School District operates ten elementary schools, three middle schools and three high schools, all as described on the following table. A fourth high school is presently under construction. Students at the secondary level also attend the Central Chester County Area Vocational Technical School.

**TABLE 1  
WEST CHESTER AREA SCHOOL DISTRICT FACILITIES**

<b>Building</b>	<b>Original Construction Date</b>	<b>Addition and/or Renovation Date</b>	<b>Grades</b>	<b>2013-14 Enrollment*</b>
B. Rustin High School .....	2003-06	---	9-12	1,297
East High School .....	1973	1976/92/93/2004	9-12	1,325
East/Fugett Athletic Fields.....	2004	---	---	
Henderson High School .....	1951	1956/64/76/94/98/2004	9-12	1,279
Henderson-North Campus Athletics .....	2006	---	---	
E. N. Peirce Middle School .....	1963	1998/2001/03	6-8	829
G. A. Stetson Middle School .....	1959	1961/98/2003/07	6-8	917
J. R. Fugett Middle School .....	1969	2009	6-8	941
East Bradford Elementary.....	1958	1966/70/89	K-5	347
East Goshen Elementary.....	1955	1960/64/67/95/2001	K-5	424
Exton Elementary .....	1940	1953/57/91/92/93/2000	K-5	512
Fern Hill Elementary .....	1955	1960/89	K-5	496
Glen Acres Elementary.....	1966	1997	K-5	541
Hillsdale Elementary .....	1976	2007	K-5	594
Mary C. Howse Elementary.....	1962	1965/97	K-5	538
Penn Wood Elementary .....	1966	1970/89/2001/13	K-5	560
Sarah W. Starkweather Elementary .....	1991	1998/2013	K-5	618
Westtown-Thornbury Elementary.....	1954	1956/89	K-5	448
Facilities & Operations Center.....	1999	---	---	
Spellman Administration .....	1924	1952/55/77/99	Admin./Gifted	
			<b>Totals</b>	<b>11,666</b>

\*Projected for September 30, 2013 enrollment.

Source: School District Officials. Enrollments do not include vo-tech students and excludes portable classrooms.

**Enrollment Trends**

The following table presents recent trends in school enrollment and projections of enrollment for the next 4-5 years, as prepared by the School District's administrative officials.

**TABLE 2  
WEST CHESTER AREA SCHOOL DISTRICT ENROLLMENT TRENDS**

<b>Actual Enrollments</b>					<b>Projected Enrollments</b>				
<b>School Year</b>	<b>K-5</b>	<b>6-8</b>	<b>9-12</b>	<b>Total</b>	<b>School Year</b>	<b>K-5</b>	<b>6-8</b>	<b>9-12</b>	<b>Total</b>
2009-10	5,024	2,801	3,985	11,810	2014-15	5,037	2,754	3,824	11,615
2010-11	5,036	2,819	3,970	11,825	2015-16	4,915	2,790	3,811	11,516
2011-12	5,085	2,790	3,947	11,822	2016-17	4,835	2,855	3,784	11,474
2012-13	5,069	2,763	3,855	11,687	2017-18	4,736	2,864	3,793	11,393
2013-14	5,078	2,687	3,901	11,666	2018-19	4,673	2,831	3,869	11,373

Source: School District officials.

## **SCHOOL DISTRICT FINANCES**

### **Introduction**

The School District budgets and expends funds according to procedures mandated by the Pennsylvania Department of Education. An annual operating budget is prepared by the Superintendent and Director of Business Affairs and submitted to the School Board for approval prior to the beginning of the fiscal year on July 1.

### **Financial Reporting**

The School District keeps the books and prepares the financial reports for the General Fund according to a modified accrual basis of accounting. Major accrual items are payrolls, payroll taxes and pension fund contributions payable, loans receivable from other funds, and revenues receivable from other governmental units. Taxes are credited when received.

As of July 1, 2001, the School District adopted provisions of Governmental Accounting Standards Board Statement No. 34, Basic Financial Statements-and Management's Discussion and Analysis - For State and Local Governments, Statement No. 37, Basic Financial Statements – and Management Discussion and Analysis - For State and Local Governments: Omnibus, and Interpretation No. 6, Recognition and Measurement of Certain Liabilities and Expenditures in Governmental Fund Balance Statements.

The School District financial statements are audited annually by an independent certified public accountant, as required by Commonwealth law. The firm of Barbacane, Thornton & Company LLP, Wilmington, Delaware, currently serves as the School District's auditor.

The School District's auditor has not been engaged to perform, and has not performed, since the date of its report included in an Appendix to this Official Statement, any procedure on the financial statements addressed in that report. Such auditor also has not performed any procedures relating to this Official Statement.

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## **Budgeting Process as modified by Act 1 of 2006 (Taxpayer Relief Act)**

In General. School districts budget and expend funds according to procedures mandated by the Pennsylvania Department of Education. An annual operating budget is prepared by school district administrative officials on a uniform form furnished by such Department and submitted to the board of school directors for approval prior to the beginning of the fiscal year on July 1.

Procedures for Adoption of the Annual Budget. Under Pennsylvania Act No. 1 of the Special Session of 2006, as amended by Act 25 of 2011 (the "Taxpayer Relief Act" or "Act 1"), all school districts of the first class A, second class, third class and fourth class (except as described below) must adopt a preliminary budget proposal (which must include estimated revenues and expenditures and proposed tax rates) no later than 90 days prior to the date of the election immediately preceding the fiscal year. The preliminary budget proposal must be printed and made available for public inspection at least 20 days prior to its adoption; the board of school directors may hold a public hearing on the budget; and the board must give at least 10 days public notice of its intent to adopt the final budget.

If the adopted preliminary budget includes an increase in the rate of any tax levy, the preliminary budget must be submitted to the Pennsylvania Department of Education (PDE) no later than 85 days prior to the date of the election immediately preceding the fiscal year. PDE is to compare the proposed percentage increase in the rate of any tax with the school district's Index (see "The Taxpayer Relief Act" herein) and within 10 days, but not later than 75 days prior to the upcoming election, inform the school district whether the proposed percentage increase is less than or equal to the Index. If PDE determines that a proposed tax increase will exceed the Index, the school district must reduce the proposed tax increase, seek voter approval for the tax increase at the upcoming election, or seek approval to utilize one of the referendum exceptions authorized under The Taxpayer Relief Act.

With respect to the utilization of any of the Taxpayer Relief Act referendum exceptions for which PDE approval is required (see "The Taxpayer Relief Act (Act 1)" herein), the school district must publish notice of its intent to seek PDE approval not less than one week before submitting its request for approval to PDE and, if PDE determines to schedule a public hearing on the request, a notice of the date, time and place of such hearing. PDE is required by the Taxpayer Relief Act to rule on the school district's request and inform the school district of its decision no later than 55 days prior to the upcoming election so that, if PDE denies the school district's request, the school district may submit a referendum question to the local election officials at least 50 days before the upcoming election, if it so chooses.

If a school district seeks voter approval to increase taxes at a rate higher than the applicable Index, whether or not it first seeks approval to utilize one of the referendum exceptions available under the Taxpayer Relief Act, and the referendum question is not approved by a majority of the voters voting on the question, the board of school directors may not approve an increase in the tax rate greater than the applicable Index.

Simplified Procedures in Certain Cases. The above budgetary procedures will not apply to a school district if the board of school directors adopts a resolution no later than 110 days prior to the election immediately preceding the upcoming fiscal year declaring that it will not increase any tax at a rate that exceeds the Index and that a tax increase at or below the rate of the Index will be sufficient to balance its budget. In that case, the Taxpayer Relief Act requires only that the proposed annual budget be prepared at least 30 days, and made available for public inspection at least 20 days, prior to its adoption, and that at least ten (10) days' public notice be given of the board's intent to adopt the annual budget. No referendum exceptions are available to a school district adopting such a resolution.

Status of 2013-14 Budget Under Act 1. The School District's budget for fiscal year 2013-14 included an increase to the Chester County tax rate of 1.7% which was the Index cap.

## Summary and Discussion of Financial Results

A summary of the comparative governmental fund balance sheets is presented in Table 3 and Table 4 shows historic changes in the general fund balances of the School District. Table 5 summarizes revenues and expenditures for the past four years, unaudited 2012-13 and budgeted 2013-14.

**TABLE 3**  
**WEST CHESTER AREA SCHOOL DISTRICT**  
**SUMMARY OF COMPARATIVE GOVERNMENTAL FUND BALANCE SHEET**  
**(Years ending June 30)**

<u>ASSETS</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
<b>Current:</b>					
Cash and Cash Equivalents .....	\$139,792	\$2,957,533	\$1,648,635	\$21,186,043	\$21,056,456
Investments.....	61,158,971	39,037,667	44,954,112	29,800,981	29,986,905
Property Taxes Receivable, Net .....	3,734,467	4,218,520	4,343,853	5,038,789	5,130,823
Other Current Assets .....	0	0	0	0	1,892,658
Due from other Governments .....	1,639,867	2,142,890	1,318,393	1,738,483	1,232,213
Other Receivables.....	724,148	861,157	1,278,270	665,398	1,461,604
Prepaid Expenditures.....	1,878,005	1,282,063	1,771,912	1,966,173	1,277,682
Interest Receivables.....	58,012	16,758	80	0	0
<b>TOTAL CURRENT ASSETS.....</b>	<b>\$69,333,262</b>	<b>\$50,516,588</b>	<b>\$55,315,255</b>	<b>\$60,395,867</b>	<b>\$62,038,341</b>
<b>Noncurrent Assets</b>					
<b>Capital Assets:</b>					
Bond issuance costs.....	\$2,601,171	\$2,380,768	\$1,936,944	\$2,099,265	\$2,089,774
Other post-employment benefits .....	0	0	0	141,479	0
Land .....	33,139,690	33,139,690	33,139,690	33,159,800	33,159,800
Land Improvements.....	3,620,995	3,640,914	9,245,746	14,452,651	14,452,651
Buildings .....	322,293,771	330,482,462	332,513,388	360,129,654	361,025,298
Construction in Progress.....	22,795,600	30,425,849	31,741,721	1,715,107	5,946,351
Furniture and Equipment .....	30,396,670	31,470,384	31,886,521	31,713,443	31,878,086
<b>TOTAL CAPITAL ASSETS,</b>					
<b>NET OF DEPRECIATION .....</b>	<b>\$414,847,897</b>	<b>\$431,540,067</b>	<b>\$440,464,010</b>	<b>\$443,411,399</b>	<b>\$448,551,960</b>
Less: Accumulated depreciation.....	(\$106,328,299)	(\$118,140,588)	(\$129,565,362)	(\$141,049,710)	(\$152,666,816)
<b>TOTAL ASSETS .....</b>	<b>\$377,852,860</b>	<b>\$363,916,067</b>	<b>\$366,213,903</b>	<b>\$362,757,556</b>	<b>\$357,923,485</b>
<b>LIABILITIES</b>					
<b>Current:</b>					
Accounts Payable and Accrued Liabilities .....	\$22,682,922	\$18,659,547	\$18,492,209	\$18,041,988	\$18,586,164
Bond and Notes Payable Due Within One Year ....	11,216,000	12,017,000	11,474,000	12,559,000	13,107,000
Accrued Interest .....	2,703,714	2,514,287	2,364,938	2,252,622	2,053,135
Deferred Revenues .....	29,780	42,210	21,267	19,317	44,571
<b>TOTAL CURRENT LIABILITIES .....</b>	<b>\$36,632,416</b>	<b>\$33,233,044</b>	<b>\$32,352,414</b>	<b>\$32,872,927</b>	<b>\$33,790,870</b>
<b>Long-Term:</b>					
Bonds and Notes Payable Due After One Year ....	\$308,921,328	\$297,063,946	\$296,385,633	\$286,412,199	\$273,424,676
Accrued Severance and Compensated Absences...	4,182,675	6,059,646	6,194,871	6,277,128	6,509,029
Other post-employment benefits .....	0	0	0	0	41,873
<b>TOTAL LONG-TERM LIABILITIES.....</b>	<b>\$313,104,003</b>	<b>\$303,123,592</b>	<b>\$302,580,504</b>	<b>\$292,689,327</b>	<b>\$279,975,578</b>
<b>TOTAL LIABILITIES .....</b>	<b>\$349,736,419</b>	<b>\$336,356,636</b>	<b>\$334,932,918</b>	<b>\$325,562,254</b>	<b>\$313,766,448</b>
<b>NET ASSETS</b>					
Invested in Capital Assets, Net of Related Debt....	\$6,429,491	\$8,903,159	\$9,418,873	\$7,083,089	\$8,057,190
Capital Project Fund.....	16,378,062	14,641,919	13,811,178	14,506,078	14,329,759
Unrestricted .....	5,308,888	4,014,353	8,050,934	15,606,135	21,770,088
<b>TOTAL FUND EQUITIES .....</b>	<b>\$28,116,441</b>	<b>\$27,559,431</b>	<b>\$31,280,985</b>	<b>\$37,195,302</b>	<b>\$44,157,037</b>
<b>TOTAL LIABILITIES AND</b>					
<b>FUND EQUITIES/NET ASSETS.....</b>	<b>\$377,852,860</b>	<b>\$363,916,067</b>	<b>\$366,213,903</b>	<b>\$362,757,556</b>	<b>\$357,923,485</b>

Source: School District's Annual Financial Reports.

**TABLE 4**  
**WEST CHESTER AREA SCHOOL DISTRICT GENERAL FUND**  
**SUMMARY OF CHANGES IN GENERAL FUND BALANCE\***  
**(For years ending June 30)**

	Actual				Unaudited 2013 <sup>(1)</sup>	Budgeted 2014 <sup>(2)</sup>
	2009	2010	2011	2012		
<b>Beginning Fund Balance</b> .....	\$7,494,321	\$7,861,941	\$11,995,399	\$18,462,684	\$25,376,004	\$32,371,890
Revenues over (under) Expenditure.....	367,620	4,133,458	6,391,680	6,913,320	6,995,886	(4,580,254)
Prior Period Adjustment.....	0	0	75,605	0	0	0
<b>Ending Fund Balance</b> .....	<u>\$7,861,941</u>	<u>\$11,995,399</u>	<u>\$18,462,684</u>	<u>\$25,376,004</u>	<u>\$32,371,890</u>	<u>\$27,791,636</u>

\*Totals may not add due to rounding.

<sup>(1)</sup>Unaudited, subject to change and final audit.

<sup>(2)</sup>Budget, as adopted May 28, 2013.

Source: School District Annual Financial Reports and Budget.

**Revenue**

The School District anticipates receiving \$205,130,193 in total revenue in 2012-13 (unaudited) and has projected total revenue of \$203,828,404 in 2013-14 (budgeted). Local sources increased as a share of total revenue in the past five years, from 82.5% in 2008-09 to 84.3% in 2012-13 (unaudited). Revenue from Commonwealth sources decreased slightly as a share of the total revenue from 15.8% to 14.4% (unaudited) over this period. Federal and other revenue decreased as a share of the total revenue from 1.7% to 1.4% (unaudited) over this period.

**TABLE 5**  
**WEST CHESTER AREA SCHOOL DISTRICT**  
**SUMMARY OF SCHOOL DISTRICT GENERAL FUND**  
**REVENUES\***  
**(For years ending June 30)**

REVENUE:	Actual				Unaudited 2013 <sup>(1)</sup>	Budgeted 2014 <sup>(2)</sup>
	2009	2010	2011	2012		
<b>Local Sources:</b>						
Real Estate Taxes (Current) .....	\$128,291,632	\$136,999,771	\$140,160,462	\$139,648,021	\$141,839,871	\$141,813,331
Interim Real Estate Taxes .....	1,503,635	1,331,749	1,060,391	1,070,637	1,573,196	1,318,100
Total Act 511 Taxes.....	19,430,906	19,164,815	19,546,706	21,356,508	22,165,152	20,944,800
Public Utility Realty Tax .....	188,615	208,431	218,264	225,339	223,786	145,000
Delinquencies on Taxes Levied .....	2,944,871	3,316,209	2,805,694	3,816,141	4,069,877	3,008,800
Earnings from Temporary Deposits & Investments ....	1,674,788	287,977	118,422	173,608	129,835	174,300
PA Revenue Rec'd.-Other Intermediate Sources .....	98,243	0	119,445	123,369	413,737	0
Fed. Rev. Rec'd.-Other Intermediate/PA Sources.....	1,308,898	1,296,294	1,235,639	1,290,509	1,264,456	1,246,700
Tuition from Patrons .....	163,252	152,746	150,097	122,725	143,171	610,867
Rentals .....	0	0	199,984	220,596	298,044	303,096
Contributions and Donations.....	39,178	51,545	23,374	11,841	6,500	0
Receipts from Other LEAs.....	267,641	363,945	609,854	723,990	583,741	906,344
Refund of Prior Years' Expenditures.....	9,646	0	1,648	26,220	24,824	0
All Other Local Revenues Not Specified .....	25,714	26,160	33,589	70,981	20,944	0
Other Sources .....	32,844	38,933	10,912	36,453	74,943	157,393
<b>Total Local Sources</b> .....	<u>\$155,979,862</u>	<u>\$163,238,575</u>	<u>\$166,294,480</u>	<u>\$168,916,938</u>	<u>\$172,832,076</u>	<u>\$170,628,731</u>
<b>State Sources:</b>						
<b>Total State Sources</b> .....	<u>\$29,959,702</u>	<u>\$28,990,224</u>	<u>\$28,254,872</u>	<u>\$28,615,828</u>	<u>\$29,520,370</u>	<u>\$31,607,473</u>
<b>Federal Sources:</b>						
<b>Total Federal Sources</b> .....	<u>\$3,130,016</u>	<u>\$4,604,950</u>	<u>\$5,630,838</u>	<u>\$2,811,424</u>	<u>\$2,776,774</u>	<u>\$1,592,200</u>
<b>Other Sources:</b>						
<b>Total Other Sources</b> .....	<u>\$10,364</u>	<u>\$5,057</u>	<u>\$15,212</u>	<u>\$0</u>	<u>\$973</u>	<u>\$0</u>
<b>TOTAL REVENUE</b> .....	<u>\$189,079,944</u>	<u>\$196,838,807</u>	<u>\$200,195,402</u>	<u>\$200,344,190</u>	<u>\$205,130,193</u>	<u>\$203,828,404</u>

\*Totals may not add due to rounding.

<sup>(1)</sup>Unaudited, subject to change and final audit.

<sup>(2)</sup>Budget, as adopted May 28, 2013.

Source: School District Annual Financial Reports and Budget.



**TABLE 5**  
**WEST CHESTER AREA SCHOOL DISTRICT**  
**SUMMARY OF SCHOOL DISTRICT GENERAL FUND**  
**EXPENDITURES\***  
**(For years ending June 30)**

<b>EXPENDITURES:</b>	<b>Actual</b>				<b>Unaudited</b>	<b>Budgeted</b>
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013<sup>(1)</sup></b>	<b>2014<sup>(2)</sup></b>
Instruction.....	\$104,030,587	\$105,860,030	\$108,712,731	\$109,620,874	\$113,035,856	\$116,093,722
Pupil Personnel .....	6,665,150	6,726,085	7,169,537	7,160,311	7,296,705	7,784,036
Instructional Staff .....	5,162,993	5,388,795	5,601,386	5,081,062	4,921,268	5,538,249
Support Services - Administration .....	10,729,281	10,307,181	9,970,175	9,344,250	9,887,950	10,549,885
Support Services - Pupil Health .....	1,890,052	1,862,075	1,950,128	1,808,091	1,907,607	1,936,984
Business .....	1,565,788	1,477,726	1,433,614	1,500,459	1,382,290	1,466,561
Operation & Maintenance.....	17,212,299	15,945,427	15,320,913	14,027,496	14,582,011	16,331,140
Pupil Transportation .....	13,219,823	12,732,134	12,970,008	12,873,828	12,849,133	13,330,549
Central Support Services.....	2,196,114	2,136,444	1,936,078	2,089,509	2,136,470	2,223,695
Support Services - Other.....	129,191	130,520	135,507	126,387	125,729	126,149
Community Services.....	122,164	0	89,122	0	0	0
Non-instructional Services.....	4,013,798	3,967,454	3,909,060	4,050,253	4,159,666	4,775,226
Facilities Acquisition, Construction and Improvement	0	0	687,509	426,521	650,293	0
Capital Outlay.....	148,832	389,873	0	0	0	0
Debt Service .....	21,626,252	24,436,770	21,239,393	23,785,540	21,896,024	24,976,962
Refund Prior Year Expenditures .....	0	4,813	1,760	36,289	(390,690)	0
Budgetary Reserves & Transfers.....	0	1,340,022	2,676,801	1,500,000	3,693,995	3,275,500
<b>TOTAL EXPENDITURES</b> .....	<b>\$188,712,324</b>	<b>\$192,705,349</b>	<b>\$193,803,722</b>	<b>\$193,430,870</b>	<b>\$198,134,307</b>	<b>\$208,408,658</b>
<b>SURPLUS (DEFICIT) OF REVENUES</b>						
<b>OVER EXPENDITURES</b> .....	<b>\$367,620</b>	<b>\$4,133,458</b>	<b>\$6,391,680</b>	<b>\$6,913,320</b>	<b>\$6,995,886</b>	<b>(\$4,580,254)</b>

\*Totals may not add due to rounding.

<sup>(1)</sup>Unaudited, subject to change and final audit.

<sup>(2)</sup>Budget, as adopted May 28, 2013.

Source: School District Annual Financial Reports and Budget.

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## TAXING POWERS OF THE SCHOOL DISTRICT

### In General

*Subject to statutory limitations imposed by the Taxpayer Relief Act, Act No. 1 of the Special Session of 2006, as amended (see “The Taxpayer Relief Act (Act 1)” herein), the School District is empowered by the School Code and other statutes to levy the following taxes:*

1. A basic annual tax on all real property taxable for school purposes, not to exceed 25 mills on each dollar of assessed valuation, to be used for general school purposes.
2. An unlimited ad valorem tax on the property taxable for school purposes to provide funds:
  - a. for minimum salaries and increments of the teaching and supervisory staff;
  - b. to pay rentals due any municipality authority or non-profit corporation or due the State Public School Building Authority;
  - c. to pay interest and principal on any indebtedness incurred pursuant to the Local Government Unit Debt Act, or any prior or subsequent act governing the incurrence of indebtedness of the school district; and
  - d. to pay for the amortization of a bond or note issue which provided a school building prior to the first Monday of July, 1959.
3. An annual per capita tax on each resident or inhabitant over 18 years of age of not more than \$5.00.
4. Additional taxes subject to division with other political subdivisions authorized to levy similar taxes on the same person, subject, business, transaction or privilege, under Act No. 511, enacted December 31, 1965, as amended (“The Local Tax Enabling Act”). These taxes, which may include, among others, an additional per capita tax, a wage and other earned income tax, a real estate transfer tax, a gross receipts tax, a local services tax and an occupation tax, shall not exceed, in the aggregate, an amount equal to the product of the market valuation of real estate in the School District (as certified by the State Tax Equalization Board of the Commonwealth – “STEB”) multiplied by twelve mills. All local taxing authorities are required by the Local Tax Enabling Act to exempt disabled veterans and members of the armed forces reserve who are called to active duty at any time during the tax year from any local services tax and to exempt from any local services tax levied at a rate in excess of \$10 those persons whose total income and net profits from all sources within the political subdivision is less than \$12,000 for the tax year. The Local Tax Enabling Act also authorizes, but does not require, taxing authorities to exempt from per capita, occupation, and earned income taxes and any local services tax levied at a rate of \$10 or less per year, any person whose total income from all sources is less than \$12,000 per year.

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## The Taxpayer Relief Act (Act 1)

Under Act 1, a school district may not levy any new tax for the support of the public schools which was not levied in the previous fiscal year, raise the rate of any earned income and net profits tax if already imposed under the authority of the Local Tax Enabling Act (Act 511), or increase the rate of any tax for school purposes by more than the Index (defined below), unless in each case either (a) such increase is approved by the voters in the school district at a public referendum or (b) one of the exceptions summarized below is applicable and the use of such exception is approved by the Pennsylvania Department of Education (PDE):

1. to pay interest and principal on indebtedness “incurred” (i) prior to September 4, 2004, in the case of a school district which had elected to become subject to the provisions of the prior Homeowner Tax Relief Act, Act 72 of 2004, or (ii) *prior to June 27, 2006, in the case of a school district which had not elected to become subject to Act 72 of 2004*; to pay interest and principal on any indebtedness approved by the voters at referendum (electoral debt); and to pay interest and principal on debt refunding or refinancing debt for which one of the above exceptions is permitted, as long as the refunding or refinancing incurs no additional debt other than for costs and expenses related to the refunding or refinancing and the funding of appropriate debt service reserves;
2. to pay costs incurred in providing special education programs and services to students with disabilities, under specified circumstances; and
3. to make payments into the State Public School Employees’ Retirement System when the increase in the estimated payments between the current year and the upcoming year is greater than the Index, as determined by PDE in accordance with the provisions of Act 1.

Any revenue derived from an increase in the rate of any tax allowed under the exception numbered 1 above may not exceed the anticipated dollar amount of the expenditure, and any revenue derived from an increase in the rate of any tax allowed pursuant to any other exception enumerated above may not exceed the rate increase required, as determined by PDE. If a school district’s petition or request to increase taxes by more than the Index pursuant to one or more of the allowable exceptions is not approved, the school district may submit the proposed tax increase to a referendum.

The Index (to be determined and reported by PDE by September of each year for application to the following fiscal year) is the average of the percentage increase in the statewide average weekly wage, as determined by the State Department of Labor and Industry for the preceding calendar year, and the employment cost index for elementary and secondary schools, as reported by the federal Bureau of Labor Statistics for the preceding 12-month period beginning July 1 and ending June 30. If and when a school district has a Market Value/Income Aid Ratio greater than 0.40 for the prior school year, however, the Index is adjusted upward by multiplying the unadjusted Index by the sum of 0.75 and such Aid Ratio.

The Act 1 Index applicable to the School District in the current and prior fiscal years are as follows:

<u>Fiscal Year</u>	<u>Index</u>
2014-15	2.1%
2013-14	1.7%
2012-13	1.7
2011-12	1.4
2010-11	2.9

Source: Pennsylvania Department of Education website.

In accordance with Act 1, the School District put a referendum question on the ballot at the May, 15, 2007, primary election seeking voter approval to levy (or increase the rate of) an earned income and net profits tax (“EIT”) or a personal income tax (“PIT”) and use the proceeds to reduce local real estate taxes by a homestead and farmstead exclusion. This referendum question was not approved by the voters. A board of school directors may submit, but is not required to submit, a referendum question to the voters at the municipal election in any later year seeking approval to levy or increase the rate of an EIT or a PIT for the purpose of funding homestead and farmstead exclusions, but the proposed rate of the EIT or PIT shall not exceed the rate that is required to provide the maximum homestead and farmstead exclusions allowable under law.

### The 2014 Bonds are Not Expected to be Eligible for Act 1 Exceptions

The 2014 Bonds constitute indebtedness incurred after the effective date of Act 1 and, therefore, no exception to the referendum requirement is expected for new taxes to pay the debt service on the 2014 Bonds if a tax increase greater than the Index is required. The School District believes that it has included sufficient new tax millage in its 2013/14 budget to cover the full amount of the debt service on the 2014 Bonds without exceeding the 2013/14 Index (although the actual tax increase may exceed the 2013/14 Index as a result of the other available and approved (non-debt related) exceptions to the Index).

### Status of the 2014A Bonds Under Act 1

The 2006 Refunded Bonds, the 2006A Refunded Bonds and the 2009 Refunded Bonds, were incurred, or they refunded debt that was originally incurred prior to the effective date of Act 1. Consequently, the School District believes it is entitled by Act 1 to apply to the Pennsylvania Department of Education (PDE) for approval to utilize an Act 1 referendum exception, if and to the extent a tax increase greater than the Index is needed to pay an increase in the principal and interest due on the 2014A Bonds in any particular fiscal year (see “**The Taxpayer Relief Act**” and “**Budgeting Process in School Districts under the Taxpayer Relief Act**” herein). Act 1 provides that PDE shall approve a school district’s request if a review of the data demonstrates that the school district qualifies for the exception sought and the sum of the dollar amounts of all exceptions for which the school district qualifies is not more than what is necessary to balance the budget after giving effect to the revenue to be raised by the allowable tax increase under the Index. There can be no assurance; however, that approval will be given by PDE to utilize a referendum exception in any future fiscal year or years.

### Legislation Limiting Unreserved Fund Balances

Pennsylvania Act No. 2003-48 (enacted December 23, 2003) prohibits a school district from increasing real property taxes, unless the school district has adopted a budget for such school year that includes an estimated ending unreserved undesignated fund balance which is not more than a specified percentage of the total budgeted expenditures, as set forth below:

<u>Total Budgeted Expenditures</u>	<u>Estimated Ending Unreserved Undesignated Fund Balance as a Percentage of Total Budgeted Expenditures</u>
Less than or equal to \$11,999,999	12.0%
Between \$12,000,000 and \$12,999,999	11.5%
Between \$13,000,000 and \$13,999,999	11.0%
Between \$14,000,000 and \$14,999,999	10.5%
Between \$15,000,000 and \$15,999,999	10.0%
Between \$16,000,000 and \$16,999,999	9.5%
Between \$17,000,000 and \$17,999,999	9.0%
Between \$18,000,000 and \$18,999,999	8.5%
Greater than or equal to \$19,000,000	8.0%*

“Estimated ending unreserved fund balance” is defined in Act 2003-48 as that portion of the fund balance which is appropriate for expenditure or not legally or otherwise segregated for a specific or tentative future use, projected for the close of the school year for which a school district’s budget was adopted and held in the general fund accounts of the school district.

\*Applicable to the School District.

**Tax Levy Trends**

Table 6 which follows shows the recent trend of tax rates levied by the School District. Table 7 shows the comparative trend of real property tax rates for the School District, the Borough, Townships, and the County.

**TABLE 6  
WEST CHESTER AREA SCHOOL DISTRICT TAX RATES**

<b>Fiscal Year</b>	<b>Chester County (mills)</b>	<b>Delaware County (mills)</b>	<b>Real Estate Transfer<sup>(1)</sup> (%)</b>	<b>Wage and Income<sup>(1)</sup> (%)</b>
2009-10.....	17.85	14.16	1.00	1.00
2010-11.....	18.36	14.25	1.00	1.00
2011-12.....	18.36	14.22	1.00	1.00
2012-13.....	18.67	13.78	1.00	1.00
2013-14.....	18.67	13.62	1.00	1.00

<sup>(1)</sup>Subject to sharing providing the municipality levies the tax.  
Source: School District officials.

**TABLE 7  
WEST CHESTER AREA SCHOOL DISTRICT  
COMPARATIVE REAL PROPERTY TAX RATES  
(Mills on Assessed Value)**

<b>School District</b>	<b>2009-10 (mills)</b>	<b>2010-11 (mills)</b>	<b>2011-12 (mills)</b>	<b>2012-13 (mills)</b>	<b>2013-14 (mills)</b>
Chester County .....	17.850	18.360	18.360	18.670	18.670
Delaware County .....	14.160	14.250	14.220	13.780	13.620
East Bradford Township .....	0.071	0.071	0.071	0.340	0.340
East Goshen Township .....	1.250	1.250	1.250	1.250	1.250
Thornbury Township .....	0.840	0.840	0.840	0.840	0.840
Thornbury Township (Delaware County) .....	0.000	0.000	0.000	0.000	0.000
West Chester Borough .....	5.600	5.600	6.960	6.960	6.960
West Goshen Township .....	1.500	1.500	2.000	2.000	2.000
West Whiteland Township .....	0.600	0.600	0.600	0.600	0.719
Westtown Township .....	2.000	2.000	2.500	2.500	3.500
Chester County .....	3.965	3.965	3.965	3.965	4.163

Source: Chester County and Delaware County websites.

## Real Property Tax

The real property tax including interim collections (excluding delinquent collections) is estimated to produce \$141,839,871 in 2012-13 (unaudited), approximately 68.1% of overall revenue.

The following tables summarize trends of assessed and market valuations of real property. For the 2008-09 fiscal year, eligible taxpayers could opt into the installment method of payment for their school taxes. Installment payments are based upon three (3) one-third payments of the base tax amount.

Table 8 shows real property assessment data for the School District, Table 9 shows assessment by municipality and Table 10 shows assessment by land use. Table 11 summarizes recent trends in real property tax collection. The last countywide reassessment in Chester County was in 1998 and for Delaware County it was in 2000.

**TABLE 8  
WEST CHESTER AREA SCHOOL DISTRICT  
REAL PROPERTY ASSESSMENT DATA**

<b>Year</b>	<b>Market Value<sup>(1)</sup></b>	<b>Assessed Value<sup>(2)</sup></b>
2012-13.....	\$11,334,739,000	\$8,271,805,460
2011-12.....	10,480,758,000	8,268,621,635
2010-11.....	10,393,941,000	8,286,028,290
2009-10.....	9,697,034,000	8,304,222,582
2008-09.....	9,590,187,000	8,245,233,294

<sup>(1)</sup>Market Value as reported in the School District's Fact Book.

<sup>(2)</sup>Assessed Value as reported by the Pennsylvania State Tax Equalization Board.

Source: As reported by School District officials.

**TABLE 9  
WEST CHESTER AREA SCHOOL DISTRICT  
REAL PROPERTY ASSESSMENT DATA BY MUNICIPALITY**

	<b>2011-12 Market Value</b>	<b>2011-12 Assessed Value</b>	<b>2012-13 Market Value</b>	<b>2012-13 Assessed Value</b>
<i>School District</i> .....	\$11,993,394,603	\$ 8,268,621,635	\$12,536,540,440	\$ 8,271,805,460
<i>Chester County</i> .....	53,338,147,230	37,104,385,376	55,170,957,331	37,055,309,471
East Bradford Township.....	1,171,528,468	819,697,134	1,210,726,086	813,995,714
East Goshen Township.....	2,383,294,551	1,642,311,226	2,460,939,292	1,628,940,936
Thornbury Township.....	423,816,219	303,540,859	432,892,111	305,708,969
Thornbury Township (Delaware County)..	682,224,591	636,865,594	706,387,641	637,926,109
West Chester Borough.....	1,211,468,666	656,042,220	1,351,845,502	682,467,120
West Goshen Township.....	2,640,841,038	1,750,817,197	2,741,813,516	1,752,613,703
West Whiteland Township.....	2,336,913,970	1,708,630,475	2,445,784,772	1,700,962,022
Westtown Township.....	1,143,307,102	750,716,930	1,186,151,520	749,190,887

Source: Pennsylvania State Tax Equalization Board.

**TABLE 10  
WEST CHESTER AREA SCHOOL DISTRICT  
ASSESSMENT BY LAND USE**

	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Residential.....	\$6,175,286,127	\$6,236,574,475	\$6,244,217,402	\$6,251,775,095	\$6,246,647,821
Lots.....	53,744,016	46,386,121	41,242,822	33,333,358	30,550,302
Industrial.....	165,446,720	152,694,010	152,724,350	152,354,560	150,608,660
Commercial.....	1,819,890,888	1,844,995,276	1,824,373,666	1,806,207,942	1,817,913,317
Agriculture.....	30,865,543	23,572,700	23,470,050	22,861,940	22,769,440
Trailers.....	0	0	0	1,446,400	1,442,150
Land.....	0	0	0	642,340	1,873,770
<b>Total</b> .....	<b>\$8,245,233,294</b>	<b>\$8,304,222,582</b>	<b>\$8,286,028,290</b>	<b>\$8,268,621,635</b>	<b>\$8,271,805,460</b>

Source: Pennsylvania State Tax Equalization Board.

**TABLE 11**  
**WEST CHESTER AREA SCHOOL DISTRICT**  
**REAL PROPERTY TAX COLLECTION DATA**

<u>Year</u>	<u>Assessed Valuation</u>	<u>Mills</u>	<u>Adjusted Levied<sup>(1)</sup></u>	<u>Current Collections Amount</u>	<u>Current Year Collections as Percent</u>	<u>Total Collections Amount<sup>(2)</sup></u>	<u>Total Collections as Percent</u>
2008-09.....	\$8,235,714,280	16.85	\$136,273,669	\$128,318,365	94.16%	\$131,262,662	96.32%
2009-10.....	8,305,191,010	17.85	146,756,868	140,880,800	95.99%	143,857,600	98.02%
2010-11.....	8,255,798,912	18.36	148,965,204	140,166,559	94.09%	142,972,253	95.98%
2011-12.....	8,267,705,393	18.36	149,159,276	143,252,119	96.04%	147,068,533	98.59%
2012-13.....	8,228,527,694	18.67	150,509,123	144,033,647	95.70%	148,103,524	98.40%

<sup>(1)</sup>Plus penalties, less discounts and exonerations.

<sup>(2)</sup>Includes real property assessments plus delinquent collections.

Source: School District officials.

The ten largest real property taxpayers, together with 2013 assessed values, are shown on Table 12 which follows. The aggregate assessed value of these ten taxpayers totals approximately 3.30% of total assessed value.

**TABLE 12**  
**WEST CHESTER AREA SCHOOL DISTRICT**  
**TEN LARGEST REAL PROPERTY TAXPAYERS, 2013-14**

<u>Owner</u>	<u>Property</u>	<u>2013 Assessed Value</u>
Exton Square, Inc.	Shopping Mall	\$70,993,120
QVC Realty, Inc.	Industrial Bldg./ TV Shopping	37,486,400
Main Street at Exton	Shopping Center	28,553,560
TRC Valley Creek Assoc.	Business Complex	28,500,000
Exton Crossing Apts.	Apartment Complex	21,023,480
Whiteland Investors, LP	Shopping Center	19,320,000
Comcast Cable	Telecommunication	17,636,080
Westtown Apt., Inc.	Apartment Complex	16,636,690
Fern Hill LLC	Medical Complex	16,617,370
Hankin Group	Apartment Complex	16,216,110
<i>Total</i>		<u>\$272,982,810</u>

Source: School District officials.

**Other Taxes**

Under Act 511, the School District collected \$22,165,152 in taxes in 2012-13 (unaudited). Among the taxes authorized by Act 511, the Real Estate Transfer Tax and Wage and Income Taxes are levied by the School District. The Act 511 limit, equal to 12 mills on the market value of real property, was approximately \$1,360,168,680.

*Real Estate Transfer.* The School District levies a tax of 0.5% of the value of real estate transfers. In 2012-13 (unaudited) the School District's collected portion of this tax is anticipated to yield \$3,473,603 or 1.7% of total revenue.

*Wage and Income Tax.* The School District levies a tax of 0.5% of the earned income of residents. In 2012-13 (unaudited) the School District's collected portion of this tax is anticipated to yield \$18,691,549 or 9.1% of total revenue.

**Commonwealth Aid to School Districts**

Pennsylvania school districts receive financial assistance from the Commonwealth in a number of forms, all subject to statutory provisions and annual appropriation by the Pennsylvania General Assembly.

The largest subsidy, basic instructional subsidy, is allocated to all school districts based on factors such as: (1) the per pupil market value of assessable real property in the school district; (2) the per pupil earned income in the school district; (3) the school district's tax effort, as compared with the tax effort of other school districts in the Commonwealth; and (4) student count. School districts also receive subsidies for special education, pupil transportation, health service and debt service.

Commonwealth law presently provides that the School District will receive reimbursement from the Commonwealth for a portion of debt service on the Bonds after the Bonds financed have received final approval of the Department of Education. Commonwealth reimbursement is based on the "Reimbursable Percentage" assigned to the Bonds and the School District's Capital Account Reimbursement Fraction ("CARF"). The 2014 Bonds debt service is not expected to be reimbursable due to the nature of the projects financed. The School District officials have estimated that the blended "Project Reimbursable Percentage" of the projects originally financed and refinanced by the 2014A Bonds will be a maximum of 9.97%. The School District CARF for the 2013-14 school year is currently 27.54%. The product of these two factors is 2.75% which is the estimated maximum percentage of debt service which will be reimbursed by the Commonwealth on the 2014A Bonds. In future years, this percentage may change as the School District's CARF changes, or by future legislation. CARF is a function of the market value per weighted average daily membership of the School District relative to the other School Districts and the Commonwealth.

**DEBT AND DEBT LIMITS**

**Debt Statement**

Table 13 which follows shows the debt of the West Chester Area School District as of December 16, 2013 and the Bonds.

**TABLE 13**

**WEST CHESTER AREA SCHOOL DISTRICT  
DEBT STATEMENT  
(As of December 16, 2013) \***

<b>NET NONELECTORAL DEBT</b>	<b>Gross Outstanding</b>
General Obligation Bonds, Series A of 2014 (last maturity 2024) .....	\$30,890,000
General Obligation Bonds, Series of 2014 (last maturity 2032) .....	12,000,000
General Obligation Bonds, Series of 2013 (last maturity 2020) .....	6,770,000
General Obligation Bonds, Series AA of 2012 (last maturity 2022) .....	39,330,000
General Obligation Bonds, Series A of 2012 (last maturity 2032) .....	21,000,000
General Obligation Bonds, Series of 2011 (last maturity 2029) .....	9,420,000
General Obligation Bonds, Series AA of 2010 (last maturity 2022) .....	24,245,000
General Obligation Bonds, Series A of 2010 (last maturity 2022) .....	6,240,000
General Obligation Bonds, Series of 2010 (last maturity 2017) .....	11,195,000
General Obligation Note, Series of 2009 (last maturity 2027) .....	9,980,000
General Obligation Bonds, Refunding Series A of 2006 (last maturity 2027) .....	37,130,000
General Obligation Bonds, Refunding Series of 2006 (last maturity 2024) .....	20,350,000
General Obligation Bonds, Series A of 2006 (last maturity 2027)(remaining portion) .....	30,940,000
General Obligation Bonds, Series of 2006 (last maturity 2030)(remaining portion) .....	29,305,000
General Obligation Note, Series B of 2000 (last maturity 2015) .....	
Delaware Valley Regional Finance Authority .....	2,431,000
<b>GROSS NONELECTORAL DEBT</b> .....	<u>\$291,226,000</u>
<b>LEASE RENTAL DEBT</b>	
<b>NET LEASE RENTAL DEBT</b> .....	<u>\$ 0</u>
<b>TOTAL NET NONELECTORAL AND LEASE RENTAL DEBT</b> .....	<u><u>\$291,226,000</u></u>

\*Includes the Bonds offered through this Official Statement. Excludes the Refunded 2006 Bonds, the Refunded 2006A Bonds and the Refunded 2009 Bonds.



Table 14 presents the overlapping indebtedness and debt ratios of the School District. After the issuance of the Bonds, the principal of direct debt of the School District will total \$291,226,000. After adjustment for available funds and estimated Commonwealth aid, the local effort of direct debt will total \$281,786,394.

**TABLE 14**  
**WEST CHESTER AREA SCHOOL DISTRICT**  
**BONDED INDEBTEDNESS AND DEBT RATIOS\***  
**(As of December 16, 2013)**

	<b>Gross Outstanding</b>	<b>Local Effort or Net of Available Funds and Estimated Commonwealth Aid<sup>(1)</sup></b>
<b>DIRECT DEBT</b>		
Nonelectoral Debt .....	\$291,226,000	\$281,786,394
Lease Rental Debt .....	0	0
<b>TOTAL DIRECT DEBT</b> .....	<b>\$291,226,000</b>	<b>\$281,786,394</b>
<b>OVERLAPPING DEBT</b>		
Chester County, General Obligation <sup>(2)</sup> .....	\$116,508,954	\$116,508,954
Delaware County, General Obligation <sup>(3)</sup> .....	110,556,228	110,556,228
Municipal Debt.....	109,688,352	109,688,352
<b>TOTAL OVERLAPPING DEBT</b> .....	<b>\$336,753,534</b>	<b>\$336,753,534</b>
<b>TOTAL DIRECT AND OVERLAPPING DEBT</b> .....	<b>\$627,979,534</b>	<b>\$618,539,929</b>
<b>DEBT RATIOS</b>		
Per Capita (2010) .....	\$5,790.98	\$5,703.93
Percent 2012-13 Assessed Value.....	7.59%	7.48%
Percent 2012-13 Market Value.....	5.54%	5.46%

\*Includes the Bonds offered through this Official Statement. Excludes the Refunded 2006 Bonds, the Refunded 2006A Bonds and the Refunded 2009 Bonds.

<sup>(1)</sup>Gives effect to expected future Commonwealth Reimbursement of School District sinking fund payments based on current CARF. See "Commonwealth Aid to School Districts".

<sup>(2)</sup>Pro rata 22.7% share of \$512,734,000 principal outstanding, including self-supporting debt of the County or local municipalities.

<sup>(3)</sup>Pro rata 31.3% share of \$353,525,000 principal outstanding, including self-supporting debt of the County or local municipalities.

**Debt Limit and Remaining Borrowing Capacity**

The statutory borrowing limit of the School District under the Debt Act is computed as a percentage of the School District's "Borrowing Base". The "Borrowing Base" is defined as the annual arithmetic average of "Total Revenues" (as defined by the Debt Act), for the three full fiscal years ended next preceding the date of incurring debt. The School District calculates its present borrowing base and borrowing capacity as follows:

Total Revenues for 2010-11 .....	\$199,120,706
Total Revenues for 2011-12 .....	199,166,633
Total Revenues for 2012-13 (unaudited) .....	203,978,067
<i>Total Revenues, All Three Years</i> .....	<u>\$602,265,406</u>
Annual Arithmetic Average (Borrowing Base) .....	<u>\$200,755,135</u>

Under the Debt Act as presently in effect, no school district shall incur any nonelectoral debt or lease rental debt, if the aggregate net principal amount of such new debt together with any other net nonelectoral debt and lease rental debt then outstanding, would cause the net nonelectoral debt plus net lease rental debt to exceed 225% of the Borrowing Base. The application of the aforesaid percentage to the School District's Borrowing Base produces the following product:

	<b><u>Legal Limit</u></b>	<b><u>Net Debt Outstanding*</u></b>	<b><u>Remaining Borrowing Capacity</u></b>
Net Nonelectoral Debt Limit:			
225% of Borrowing Base .....	\$451,699,055	\$291,226,000	\$160,473,055

\*Includes the Bonds described herein; does not reflect credits against gross indebtedness that may be claimed for a portion of principal of debt estimated to be reimbursed by Commonwealth aid. Excludes the Refunded 2006 Bonds, the Refunded 2006A Bonds and the Refunded 2009 Bonds.

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## Debt Service Requirements

Table 15 presents the debt service requirements on the School District's outstanding general obligation indebtedness including debt service on the Bonds.

Table 16 presents data on the extent to which Commonwealth Aid provides coverage for debt service requirements.

The School District has never defaulted on the payment of debt service.

**TABLE 15**

**WEST CHESTER AREA SCHOOL DISTRICT  
DEBT SERVICE REQUIREMENTS\***

Year	Other General Obligation Debt	Series of 2014			Series A of 2014			Total Requirements
		Principal	Interest	Subtotal	Principal	Interest	Subtotal	
2013-14	\$23,462,238	\$0	\$163,254	\$163,254	\$0	\$455,588	\$455,588	\$24,081,081
2014-15	23,492,419	0	489,763	489,763	5,000	1,366,765	1,371,765	25,353,946
2015-16	22,534,264	0	489,763	489,763	5,000	1,366,750	1,371,750	24,395,776
2016-17	18,643,880	0	489,763	489,763	4,485,000	1,366,725	5,851,725	24,985,368
2017-18	23,551,532	0	489,763	489,763	5,000	1,299,450	1,304,450	25,345,744
2018-19	23,516,882	0	489,763	489,763	5,000	1,299,350	1,304,350	25,310,994
2019-20	22,682,617	0	489,763	489,763	800,000	1,299,250	2,099,250	25,271,629
2020-21	22,401,827	0	489,763	489,763	1,085,000	1,279,250	2,364,250	25,255,839
2021-22	22,302,614	0	489,763	489,763	1,185,000	1,225,000	2,410,000	25,202,377
2022-23	8,810,039	0	489,763	489,763	14,570,000	1,165,750	15,735,750	25,035,552
2023-24	15,471,776	0	489,763	489,763	8,745,000	437,250	9,182,250	25,143,789
2024-25	24,622,814	5,000	489,763	494,763				25,117,577
2025-26	24,617,808	5,000	489,575	494,575				25,112,383
2026-27	24,387,808	5,000	489,388	494,388				24,882,196
2027-28	19,651,221	2,010,000	489,200	2,499,200				22,150,421
2028-29	13,942,783	2,345,000	408,800	2,753,800				16,696,583
2029-30	13,210,213	2,440,000	315,000	2,755,000				15,965,213
2030-31	4,582,950	2,540,000	217,400	2,757,400				7,340,350
2030-32	4,578,350	2,650,000	112,625	2,762,625				7,340,975
<b>Total</b>	<b>\$356,464,034</b>	<b>\$12,000,000</b>	<b>\$8,072,629</b>	<b>\$20,072,629</b>	<b>\$30,890,000</b>	<b>\$12,561,128</b>	<b>\$43,451,128</b>	<b>\$419,987,791</b>

\*Totals may not add due to rounding.

**TABLE 16**

**WEST CHESTER AREA SCHOOL DISTRICT  
COVERAGE OF DEBT SERVICE  
REQUIREMENTS BY COMMONWEALTH AID\***

2012-13 Unaudited Commonwealth Aid Received.....	\$29,520,369.51
2012-13 Unaudited Debt Service Requirements .....	21,896,024.00
Maximum Future Debt Service Requirements after Issuance of Bonds.....	25,353,946.00
Coverage of 2012-13 Unaudited Debt Service Requirements.....	1.35 times
Coverage of Maximum Future Debt Service Requirements after Issuance of Bonds .....	1.16 times

\*Assumes current Commonwealth Aid Ratio. See "Commonwealth Aid to School Districts."

### Future Financing

The School District anticipates issuing additional long-term debt of approximately \$20,000,000 within the next three years to complete its capital improvement program.

## LABOR RELATIONS

### School District Employees

There are approximately 1,457 employees of the School District.

The School District has a contract which expired on June 30, 2012 with the West Chester Education Association (the "Association"), which is affiliated with the Pennsylvania State Education Association (PSEA), covering the professional employees of the School District other than administrators. The PSEA acts as a bargaining agent for such employees under the conditions of Pennsylvania Law (Act 195) providing for collective bargaining. The School District and the Association are currently negotiating a new three-year contract. Secretarial and clerical personnel are represented by the Pennsylvania Education Association (ESPA-PSEA-NEA) under a contract which expires June 30, 2015. Custodial and maintenance personnel are represented by ESPA-PSEA under a contract which expires June 30, 2015.

### Pension Program

School Districts in Pennsylvania are required to participate in a statewide pension program administered by the Public School Employees Retirement System (PSERS). All of the School District's full-time employees, part-time employees who work more than 80 days in a school year, and hourly employees who work over 500 hours a year participate in the program. However, please note a Pennsylvania Supreme Court decision has removed the hourly de minimis requirement for current members of PSERS regarding the purchase of credit for their part-time school service rendered prior to their being members of PSERS, for purposes of increasing their pension benefits.

The PSERS Board of Trustees has set the fiscal year 2013-14 employer retirement contribution rate at 16.93 percent of payroll. Both the School District and the Commonwealth are responsible for paying a portion of the employer's share. Employers are divided into two groups; school entities and non-school entities. School entities are responsible for paying 100 percent of the employer share of contributions to PSERS. The Commonwealth reimburses the employer for one-half the payment for employees. Recent School District payments have been as follows:

2008-09	\$ 4,127,324
2009-10	4,231,400
2010-11	5,067,702
2011-12	7,345,700
2012-13	10,373,600
2013-14 (budgeted)	14,508,800

The School District is current in all payments. Future projections are indicating increases in the contribution rate for future years. The PSERS complete report is available on its website on the Internet: [www.psers.state.pa.us](http://www.psers.state.pa.us).

### Other Post-Employment Benefits ("OPEB")

The School District is obligated under certain professional employees' collective bargaining agreements and certain Pennsylvania legal provisions to provide medical and prescription benefits coverage for retired employees for a period following retirement as stipulated in such bargaining unit or legal requirements. The School District's annual other Post-employment benefit (OPEB) cost (expense is calculated based on the annual required contribution of the employer (ARC). The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and to amortize any unfunded actuarial liabilities over a period not to exceed thirty years. The following table shows the components of the School District's annual OPEB cost for the year, the amount actually contributed to the plan and the changes in the School District's net OPEB obligation.

<b>Annual OPEB Cost:</b>	
Normal Cost .....	\$898,916
Amortization of unfunded actuarial accrued liability .....	1,108,125
Interest on Net OPEB Obligation .....	1,884
Funding Adjustment .....	(2,428)
ANNUAL OPEB COST .....	\$2,006,497
 <b>Net OPEB Obligation (Asset):</b>	
Normal OPEB Obligation July 1, 2011 .....	\$41,873
OPEB Cost for the year ended June 30, 2012 .....	2,006,497
Contributions for year ended June 30, 2012 .....	(2,011,190)
NET OPEB OBLIGATION (ASSET) .....	\$37,180

Source: School District 2013 Actuary Report.

## LITIGATION

The School District will certify and its Solicitor will opine, at closing, that there is no litigation pending or to their knowledge threatened with respect to the Bonds, the Resolution or the power of the School District to issue the Bonds.

## DEFAULTS AND REMEDIES

In the event of failure of the School District to pay or cause to be paid the interest on or principal of the Bonds, the holders of the Bonds shall be entitled to certain remedies provided by the Debt Act. Among the remedies, if the failure to pay shall continue for 30 days, holders of the Bonds shall have the right to recover the amount due by bringing actions in assumpsit in the Court of Common Pleas of Chester and Delaware Counties. The Debt Act provides that any judgment shall have an appropriate priority upon the funds next coming into the treasury of the School District. The Debt Act also provides that upon a default of at least 30 days, holders of at least 25 percent of the Bonds may appoint a trustee to represent them. The Debt Act provides certain other remedies in the event of default, and further qualifies the remedies hereinbefore described.

## TAX EXEMPTION AND OTHER TAX MATTERS

### Federal Income Tax Matters

On the date of delivery of the Bonds, Rhoads & Sinon LLP, Harrisburg, Pennsylvania, as Bond Counsel to the School District, will issue an opinion to the effect that under existing statutes, regulations and judicial decisions, interest on the Bonds is excluded from gross income for purposes of federal income taxation and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, but that in the case of corporations (as defined for federal income tax purposes) such interest is taken into account in determining adjusted current earnings for purposes of such alternative minimum tax. This opinion of Bond Counsel will assume the accuracy of certifications made by the School District and will be subject to the condition that the School District will comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that the interest thereon be, and continue to be, excluded from gross income for federal income tax purposes. See the proposed text of the Opinion of Bond Counsel appended to this Official Statement. The School District has covenanted to comply with all such requirements, which include, among others, restrictions upon the yield at which proceeds of the Bonds and other money held for the payment of the Bonds and deemed to be "proceeds" thereof may be invested and the requirement to calculate and rebate any arbitrage that may be generated with respect to investments allocable to the Bonds. Failure to comply with such requirements could cause the interest on the Bonds to be included in gross income retroactive to the date of issuance of the Bonds.

Certain maturities of the Bonds may be sold to the public in the initial offering at a price less than the stated redemption price of such Bonds at maturity (that is, at less than par or the stated principal amount), the difference being "original issue discount". Generally, original issue discount accruing on a tax-exempt obligation is treated as interest excludable from gross income for federal income tax purposes. In addition, original issue discount that has accrued on a tax-exempt obligation is treated as an adjustment to the issue price of the obligation for the purpose of determining taxable gain upon sale or other disposition of such obligation prior to maturity. The Internal Revenue Code of 1986, as amended, provides specific rules for the accrual of original issue discount on tax-exempt obligations for federal income tax purposes. Prospective purchasers of Bonds being sold with original issue discount should consult their tax advisors for further information.

Ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain subchapter S corporations with substantial passive income and Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the Bonds. Bond Counsel will express no opinion as to such collateral tax consequences, and prospective purchasers of the Bonds should consult their tax advisors.

No representation is made or can be made by the School District or any other party associated with the issuance of the Bonds as to whether or not any legislation now or hereafter introduced and enacted will be applied retroactively so as to subject interest on the Bonds to inclusion in gross income for Federal income tax purposes or so as to otherwise affect the marketability or market value of the Bonds. Enactment of any legislation that subjects the interest on the Bonds to inclusion in gross income for federal income tax purposes or otherwise imposes taxation on the Bonds or the interest paid thereon may have an adverse effect on the market value or marketability of the Bonds.

### Proposed Changes in Federal Tax Laws

From time to time, there are Presidential proposals, proposals of various federal committees, and legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to herein or adversely affect the marketability or market value of the Bonds or otherwise prevent holders of the Bonds from realizing the full benefit of the tax exemption of interest on the Bonds. Further, such proposals may impact the marketability or market value of the Bonds simply by being proposed. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value, marketability or tax status of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds would be impacted thereby.

Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The disclosures and opinions expressed herein are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and no opinion is expressed as of any date subsequent thereto or with respect to any proposed or pending legislation, regulatory initiatives or litigation.

### **Pennsylvania Tax Matters**

On the date of delivery of the Bonds, Bond Counsel will issue an opinion to the effect that under the laws of the Commonwealth of Pennsylvania (the "Commonwealth") as presently enacted and construed, the Bonds are exempt from personal property taxes within the Commonwealth and the interest on the Bonds is exempt from the Commonwealth's Personal Income Tax and the Commonwealth's Corporate Net Income Tax. See the proposed text of the Opinion of Bond Counsel appended to this Official Statement.

Profits, gains or income derived from the sale, exchange or other disposition of the Bonds are subject to state and local taxation within the Commonwealth, in accordance with Pennsylvania Act No. 1993-68.

Certain maturities of the Bonds may be sold to the public in the initial offering at a price less than their stated redemption price at maturity (that is, at an "original issue discount"). For Pennsylvania Personal Income Tax purposes, original issue discount on publicly offered obligations is treated under current regulations of the Pennsylvania Department of Revenue as interest and, for purposes of determining taxable gain upon sale or other distribution of an obligation, the interest on which is exempt from income taxation by the Commonwealth, as an adjustment to basis. For Pennsylvania Corporate Net Income Tax purposes, original issue discount is to be accorded similar treatment, according to a Private Letter Ruling issued by the Office of the Chief Counsel of the Pennsylvania Department of Revenue dated December 2, 1993, but such Private Letter Ruling may be relied upon only by the taxpayer to whom it was addressed.

Prospective purchasers of Bonds issued with original issue discount should consult their tax advisors for further information and advice concerning the reporting of profits, gains or other income related to a sale, exchange or other disposition of such Bonds for Pennsylvania tax purposes.

No representation is made or can be made by the School District, or any other party associated with the issuance of the Bonds, as to whether or not any legislation now or hereafter introduced and enacted in the Commonwealth will be applied, either prospectively or retroactively, so as to subject interest on such Bonds to taxation in the Commonwealth or so as to otherwise affect the marketability or market value of such bonds. Enactment of any legislation that subjects the interest on such bonds to state or local taxes in the Commonwealth or otherwise imposes taxation on such Bonds may have an adverse effect on the market value or marketability of such bonds.

### **Federal Income Tax Interest Expense Deductions for Financial Institutions**

Under the Internal Revenue Code of 1986, as amended (the "Code"), financial institutions are disallowed 100 percent of their interest expense deductions that are allocable, by a formula, to tax-exempt obligations acquired after August 7, 1986. An exception, which reduces the amount of the disallowance is provided for certain tax-exempt obligations that are designated or "deemed designated" by the issuer as "qualified tax-exempt obligations" under Section 265 of the Code.

*The Bonds have **not** been designated as a "qualified tax-exempt obligation" for purposes and effect contemplated by Section 265 of the Code (relating to expenses and interest relating to tax-exempt income of certain financial institutions).*

Financial institutions intending to purchase Bonds should consult with their professional tax advisors to determine the effect of the interest expense disallowance on their federal income tax liability.

## CONTINUING DISCLOSURE UNDERTAKING

In accordance with the requirements of the Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "SEC"), the School District (being an "obligated person" with respect to outstanding securities, including the Bonds, within the meaning of the Rule), will agree to provide the following to the Municipal Securities Rulemaking Board (the "MSRB") in an electronic format as prescribed by the MSRB, either directly or indirectly through a designated agent:

- (A) Annually, not later than 270 days following the end of each fiscal year, beginning with the fiscal year ending June 30, 2014, the following financial information and operating information for the School District:
- financial statements for the most recent fiscal year, prepared in accordance with generally accepted accounting principles for local government units
  - a summary of the budget for the then current fiscal year
  - the total assessed value and aggregate market value of all taxable real estate for the then current fiscal year
  - the taxes and millage rates imposed for the then current fiscal year
  - the real property tax collection results for the most recent fiscal year, including (1) the real estate levy imposed (expressed both as a millage rate and an aggregate dollar amount), (2) the dollar amount of real estate taxes collected that represented current collections (expressed both as a percentage of such fiscal year's levy and as an aggregate dollar amount), (3) the amount of real estate taxes collected that represented taxes levied in prior years (expressed as an aggregate dollar amount), and (4) the total amount of real estate taxes collected (expressed both as a percentage of the current year's levy and as an aggregate dollar amount)
  - a list of the ten (10) largest real estate taxpayers and, for each, the total assessed value of real estate for the then current fiscal year
  - pupil enrollment figures, including enrollment at the end of the most recent fiscal year, current enrollment and projected enrollment for the beginning of the next fiscal year, including a breakdown between elementary and secondary enrollment (to the extent reasonably feasible);
- (B) If not submitted as part of the annual financial information, then when and if available, audited financial statements for the School District;
- (C) In a timely manner not in excess of ten (10) business days after the occurrence of the event, notice of the occurrence of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other material events affecting the tax-exempt status of the Bonds; (7) modifications to rights of holders of the Bonds, if material; (8) bond and note calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the School District; (13) the consummation of a merger, consolidation, or acquisition involving the School District or the sale of all or substantially all of the assets of the School District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; and
- (D) in a timely manner, notice of a failure of the School District to provide the required annual financial information specified above, on or before the date specified above.

With respect to the filing of annual financial and operating information, the School District reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information to the extent necessary or appropriate as a result of a change in legal requirements or a change in the nature of the School District or its operations or financial reporting, but the School District will agree that any such modification will be done in a manner consistent with the Rule.

The events listed in (C) above are those specified in the Rule, not all of which may be relevant to the Bonds. The School District may from time to time choose to file notice of the occurrence of other events, in addition to the events listed in (C) above, but the School District does not commit to provide notice of the occurrence of any events except those specifically listed in (C) above.

The School District acknowledges that its undertaking pursuant to the Rule described herein is intended to be for the benefit of the holders and beneficial owners of the Bonds and shall be enforceable by the holders and beneficial owners of the Bonds, but the right of the holders and beneficial owners of the Bonds to enforce the provisions of the School District's continuing disclosure undertaking shall be limited to a right to obtain specific enforcement, and any failure by the School District to comply with the provisions of the undertaking shall not be an event of default with respect to the Bonds.

The School District's obligations with respect to continuing disclosure described herein shall terminate upon the prior redemption or payment in full of all of the Bonds or if and when the School District is no longer an "obligated person" with respect to the Bonds, within the meaning of the Rule.

The MSRB has been designated by the SEC to be the central and sole repository for continuing disclosure information filed by issuers of municipal securities since July 1, 2009. Information and notices filed by municipal issuers (and other "obligated persons" with respect to municipal securities issues) are made available through the MSRB's Electronic Municipal Market Access (EMMA) System, which may be accessed on the internet at <http://www.emma.msrb.org>.

A copy of the Continuing Disclosure Certificate of the School District to be signed in connection with the Bonds is attached hereto as Appendix "C".

The School District failed to file in a timely manner some of their Annual Reports at various times during the past (5) five years. For fiscal years ending June 30, 2007 and 2008 the School District's Audits were filed through DisclosureUSA.org on January 2, 2008 and January 16, 2009, respectively. The Annual Reports for fiscal year's ending June 30, 2009, 2010 and 2011 were filed with EMMA by the School District on February 8, 2010, October 20, 2011 and January 18, 2012, respectively. The School District is currently in filing compliance of their Annual Reports for all of these fiscal years. For its fiscal year ending June 30, 2012 the School District filed its unaudited State Form PDE 2057 AFR as an interim filing on December 6, 2012 followed by the audited financial statement on July 8, 2013. The School District has adopted post-issuance compliance procedures intended to make future filings timely.

#### **RATING**

Moody's Investors Service has assigned an underlying municipal Bond rating of "Aaa" to the Bonds. Such rating reflects only the view of such organization and any desired explanation of the significance of such rating should be obtained from the rating agency furnishing the same, at the following address: Moody's Investors Service, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance that any such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by the rating agency, if circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

#### **UNDERWRITING**

The Underwriter has agreed to purchase the Bonds for a purchase price of \$47,409,555.80, equal to the par value of the Bonds less an underwriters' discount of \$321,617.50, plus a net original issue premium of \$4,841,173.30, plus accrued interest from the dated date to the date of delivery of the Bonds.

#### **LEGAL OPINION**

The Bonds are offered when, as and if issued, subject to withdrawal or modification of the offer without notice, and subject to the approving legal opinion of Rhoads & Sinon LLP, Harrisburg, Pennsylvania, Bond Counsel to the School District, to be furnished upon delivery of the Bonds. Certain other legal matters will be passed upon for the School District by Unruh, Turner, Burke & Frees, P.C., of West Chester, Pennsylvania, School District Solicitor.

#### **FINANCIAL ADVISOR**

The School District has retained Public Financial Management, Inc., Harrisburg, Pennsylvania, as financial advisor (the "Financial Advisor") in connection with the preparation, authorization and issuance of the Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement. Public Financial Management, Inc. is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.



**MISCELLANEOUS**

This Official Statement has been prepared under the direction of the School District by Public Financial Management, Inc., Harrisburg, Pennsylvania, in its capacity as Financial Advisor to the School District. The information set forth in this Official Statement has been obtained from the School District and from other sources believed to be reliable. Insofar as any statement herein includes matters of opinion or estimates about future conditions, it is not intended as representation of fact, and there is no guarantee that it is, or will be, realized. Summaries or descriptions of provisions of the Bonds, the Resolution, and all references to other materials not purporting to be quoted in full are only brief outlines of some of the provisions thereof. Reference is hereby made to the complete documents, copies of which will be furnished by the School District or the Financial Advisor upon request. The information assembled in this Official Statement is not to be construed as a contract with holders of the Bonds.

The School District has authorized the distribution of this Official Statement.

WEST CHESTER AREA SCHOOL DISTRICT  
Chester and Delaware Counties, Pennsylvania

By: /s/ Ricky Swalm  
President, Board of School Directors

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**APPENDIX A**  
**Demographic and Economic Information**  
**Relating to the West Chester Area School District**

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**Introduction**

The School District encompasses several communities in central Chester County and one municipality in western Delaware County and covers an area of approximately 75 square miles. The School District’s boundaries are coterminous with those of the Borough of West Chester and the Townships of East Bradford, East Goshen, Thornbury, West Goshen, Westtown and West Whiteland, all located in Chester County, and the Township of Thornbury in Delaware County. The Borough of West Chester, located in the geographic center of the School District and county seat of Chester County, is approximately 25 miles west of metropolitan Philadelphia, 15 miles north of Wilmington, Delaware and 15 miles south of King of Prussia and Valley Forge. Many well-known unincorporated communities are located within the School District and these include: Exton in West Whiteland Township, Goshenville in East Goshen Township, Chatwood in West Goshen Township, Cheyney and Glen Mills in Thornbury Township, Delaware County and Darlington Corners in Westtown Township.

West Chester Area School District is characterized by rolling hills and fertile valleys flanking the east branch of the Brandywine Creek and the tributaries of the Chester Creek. The Borough of West Chester is the financial and professional center for the surrounding area. The Townships are principally residential in character, with regional shopping centers and industrial parks. Four major public institutions are within the School District: West Chester University; Cheyney University; Chester County Courthouse; and Chester County Hospital.

Table A-1 which follows shows recent population trends for the School District, Chester County and the Commonwealth of Pennsylvania. Table A-2 shows 2000 age composition and average number of persons per household in Chester County and for the Commonwealth. Average household size was higher for Chester County than the statewide average.

**TABLE A-1  
RECENT POPULATION TRENDS**

<u>Area</u>	<u>2000</u>	<u>2010</u>	<u>Compound Average Annual Percentage Change 2000-2010</u>
School District .....	101,207	108,441	0.77%
Chester County .....	376,396	433,501	1.58%
Pennsylvania .....	11,881,643	12,281,054	0.37%

Source: U.S. Census Bureau, Census 2000 & 2010 Redistricting Data (Public Law 94-171) Summary File and the Pennsylvania State Data Center.

**TABLE A-2  
AGE COMPOSITION**

	<u>0-17 Years</u>	<u>65+ Years</u>	<u>Persons Per Household</u>
Chester County .....	26.2%	11.7%	2.7
Pennsylvania .....	23.8%	15.6%	2.5

Source: Pennsylvania State Data Center, 2000 General Population and Housing Characteristics: Pennsylvania.

**Employment**

Overall employment data are not compiled for the School District or the municipality within it, but such data are compiled for the Philadelphia Primary Metropolitan Statistical Area (“PMSA”).

**TABLE A-3  
DISTRIBUTION OF EMPLOYMENT BY INDUSTRY  
PHILADELPHIA, PA METROPOLITAN DIVISION  
(Bucks, Chester, Delaware, Montgomery, and Philadelphia – PA Counties)**

**NONFARM JOBS  
(August 2013)**

<b>ESTABLISHMENT DATA</b>	<b>Industry Employment</b>				<b>Net Change From:</b>	
	<b>Aug. 2013</b>	<b>July 2013</b>	<b>June 2013</b>	<b>Aug. 2012</b>	<b>July 2013</b>	<b>Aug. 2012</b>
<b>Total Nonfarm</b> .....	<b>1,893,500</b>	1,894,300	1,917,500	1,872,000	-800	21,500
<b>Total Private</b> .....	<b>1,707,100</b>	1,707,200	1,710,300	1,679,100	-100	28,000
<b>Goods Producing</b> .....	<b>198,500</b>	197,300	196,100	196,200	1,200	2,300
Mining, Logging, and Construction .....	<b>70,300</b>	69,700	68,500	67,000	600	3,300
<b>Manufacturing</b> .....	<b>128,200</b>	127,600	127,600	129,200	600	-1,000
Durable Goods.....	<b>68,200</b>	68,300	68,400	67,900	-100	300
Transportation equipment mfg. ....	<b>14,700</b>	14,700	14,800	14,700	0	0
Non-Durable Goods .....	<b>60,000</b>	59,300	59,200	61,300	700	-1,300
Chemical mfg. ....	<b>22,300</b>	22,300	22,300	22,700	0	-400
Pharmaceutical and medicine mfg. ....	<b>13,900</b>	14,000	13,900	14,000	-100	-100
<b>Service-Providing</b> .....	<b>1,695,000</b>	1,697,000	1,721,400	1,675,800	-2,000	19,200
<b>Private Service-Providing</b> .....	<b>1,508,600</b>	1,509,900	1,514,200	1,482,900	-1,300	25,700
<b>Trade, Transportation, and Utilities</b> .....	<b>328,500</b>	328,200	332,700	330,000	300	-1,500
Wholesale Trade.....	<b>80,100</b>	79,900	81,100	82,900	200	-2,800
Retail trade .....	<b>190,400</b>	190,600	190,800	190,400	-200	0
Building material and supplies dealers .....	<b>10,400</b>	10,600	10,800	10,400	-200	0
Food and beverage stores .....	<b>48,600</b>	48,100	48,200	48,000	500	600
Grocery stores.....	<b>43,700</b>	43,200	43,200	42,800	500	900
Health and personal care stores .....	<b>15,700</b>	15,900	15,700	15,600	-200	100
Clothing and clothing accessories stores .....	<b>21,200</b>	21,300	21,400	22,200	-100	-1,000
General merchandise stores .....	<b>27,600</b>	27,800	28,000	28,600	-200	-1,000
Department stores.....	<b>19,000</b>	19,300	19,500	19,500	-300	-500
Transportation, Warehousing, and Utilities .....	<b>58,000</b>	57,700	60,800	56,700	300	1,300
Transportation and Warehousing.....	<b>51,700</b>	51,500	54,400	51,500	200	200
Trucking, couriers & messengers, and warehousing .....	<b>25,800</b>	25,600	25,600	24,300	200	1,500
<b>Information</b> .....	<b>37,500</b>	37,000	37,300	37,800	500	-300
Telecommunications.....	<b>11,800</b>	11,800	11,800	12,400	0	-600
<b>Financial Activities</b> .....	<b>132,900</b>	132,600	131,700	132,900	300	0
Finance and insurance .....	<b>108,400</b>	107,900	107,100	108,500	500	-100
Credit intermediation and related activities .....	<b>29,700</b>	29,900	29,900	30,500	-200	-800
Depository credit intermediation .....	<b>20,900</b>	21,000	21,100	21,600	-100	-700
Insurance carriers and related activities .....	<b>48,800</b>	48,800	48,600	48,900	0	-100
Real estate and rental and leasing .....	<b>24,500</b>	24,700	24,600	24,400	-200	100

Source: Pennsylvania Department of Labor and Industry – [www.paworkstats.state.pa.us](http://www.paworkstats.state.pa.us)

**TABLE A-3**  
**DISTRIBUTION OF EMPLOYMENT BY INDUSTRY**  
**PHILADELPHIA, PA METROPOLITAN DIVISION**  
**(Bucks, Chester, Delaware, Montgomery, and Philadelphia – PA Counties)**

**NONFARM JOBS**  
**(August 2013)**

Continued

ESTABLISHMENT DATA	Industry Employment			Net Change From:		
	Aug. 2013	July 2013	June 2013	Aug. 2012	July 2013	Aug. 2012
<b>Professional and Business Services</b> .....	<b>309,500</b>	311,000	310,600	304,000	-1,500	5,500
Professional and technical services .....	<b>153,400</b>	155,300	153,600	156,900	-1,900	-3,500
Legal Services .....	<b>25,500</b>	25,900	25,800	25,900	-400	-400
Architectural and engineering services .....	<b>18,100</b>	18,200	18,100	18,700	-100	-600
Computer systems design and related services .....	<b>34,500</b>	34,600	34,400	34,500	-100	0
Scientific research and development services .....	<b>18,600</b>	18,800	18,700	19,100	-200	-500
Management of companies and enterprises .....	<b>43,900</b>	43,900	44,200	44,400	0	-500
Administrative and waste services .....	<b>112,200</b>	111,800	112,800	102,700	400	9,500
Administrative and support services .....	<b>106,900</b>	106,300	107,500	97,900	600	9,000
Employment services .....	<b>28,600</b>	27,600	28,700	28,300	1,000	300
<b>Education and Health Services</b> .....	<b>435,700</b>	437,100	440,100	420,500	-1,400	15,200
Educational services .....	<b>106,300</b>	109,200	109,800	100,800	-2,900	5,500
Colleges and universities .....	<b>60,600</b>	62,500	62,900	61,900	-1,900	-1,300
Health care and social assistance .....	<b>329,400</b>	327,900	330,300	319,700	1,500	9,700
Ambulatory health care services .....	<b>97,500</b>	97,200	99,300	94,800	300	2,700
Offices of physicians .....	<b>34,500</b>	34,500	34,400	34,300	0	200
Hospitals .....	<b>98,800</b>	98,900	99,200	98,200	-100	600
General medical and surgical hospitals .....	<b>78,900</b>	79,000	79,300	78,800	-100	100
Nursing and residential care facilities .....	<b>66,700</b>	66,000	66,400	66,800	700	-100
Residential mental health facilities .....	<b>19,100</b>	19,000	19,000	18,800	100	300
Social assistance .....	<b>66,400</b>	65,800	65,400	59,900	600	6,500
<b>Leisure and Hospitality</b> .....	<b>177,800</b>	177,000	174,600	171,900	800	5,900
Accommodation and food services .....	<b>137,700</b>	135,200	136,400	133,200	2,500	4,500
Food services and drinking places .....	<b>121,700</b>	119,600	121,800	118,100	2,100	3,600
Full-service restaurants .....	<b>58,800</b>	58,500	58,200	57,300	300	1,500
Limited-service eating places .....	<b>43,000</b>	43,100	43,300	42,000	-100	1,000
<b>Other Services</b> .....	<b>86,700</b>	87,000	87,200	85,800	-300	900
<b>Government</b> .....	<b>186,400</b>	187,100	207,200	192,900	-700	-6,500
Federal Government .....	<b>38,900</b>	38,900	39,300	39,800	0	-900
State Government .....	<b>22,000</b>	22,300	22,300	22,200	-300	-200
Local Government .....	<b>125,500</b>	125,900	145,600	130,900	-400	-5,400
Local government educational services .....	<b>60,100</b>	59,600	79,100	65,700	500	-5,600
Local government excluding educational services .....	<b>65,400</b>	66,300	66,500	65,200	-900	200

Source: Pennsylvania State Employment Service: [www.paworkstats.state.pa.us](http://www.paworkstats.state.pa.us).

The largest employers located within the School District include:

<u>Name</u>	<u>Product or Service</u>	<u>Employment</u>
QVC Network, Inc.	Home Shopping Network	3,682
Chester County	County Government	2,620
United Parcel Service, Inc.	Delivery Services	2,593
Chester County Hospital	Health Care Services	2,111
Therakos	Health Care Products	1,690
West Chester Area School District	Education	1,489
West Chester University	Education	1,457
Synthes Spine Co. LP	Medical Technology	1,332
A. Duie Pyle, Inc.	Trucking	874
Communication Test Design	Communications Hardware	844

Source: School District officials

Industries located in nearby communities include:

<b>Name</b>	<b>Community</b>
DuPont Corporation	Wilmington
Hercules Corporation	Wilmington
S.M.S. Corporation	Great Valley
Lockheed Martin	Valley Forge
S.E.I. Corporation	Valley Forge
Vanguard Group	Great Valley

Source: School District officials.

Table A-4 shows trends in labor force, employment and unemployment for Chester County and the State.

**TABLE A-4**

**RECENT TRENDS IN LABOR FORCE, EMPLOYMENT AND UNEMPLOYMENT**

	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013<sup>(1)</sup></b>	<b>Compound Average Annual % Rate</b>
<b><i>Chester County</i></b>							
Civilian Labor Force (000)	269.4	271.6	264.2	261.1	270.9	271.8	0.18%
Employment (000) .....	258.7	254.8	246.3	244.3	254.2	255.4	-0.26%
Unemployment (000) .....	10.7	16.9	17.8	16.8	16.7	16.4	8.92%
Unemployment Rate .....	4.0	6.2	6.7	6.4	6.1	6.0	
<b><i>Pennsylvania</i></b>							
Civilian Labor Force (000)	6,395.0	6,414.0	6,303.0	6,340.0	6,487.0	6,512.0	0.36%
Employment (000) .....	6,051.0	5,895.0	5,808.0	5,791.0	5,973.0	6,011.0	-0.13%
Unemployment (000) .....	344.0	519.0	494.0	549.0	513.0	501.0	7.81%
Unemployment Rate .....	5.4	8.1	7.8	8.7	7.9	7.7	

<sup>(1)</sup>As of August 2013.

Source: Pennsylvania State Employment Service: [www.paworkstats.state.pa.us](http://www.paworkstats.state.pa.us).



**Income**

The data on Table A-5 shows recent trends in per capita income for the School District, Chester County and the Commonwealth of Pennsylvania over the 2000-2009 period.

**TABLE A-5  
RECENT TRENDS IN PER CAPITA INCOME\***

	<u>2000</u>	<u>2009</u>	<u>Percentage Change 2000-2009</u>
School District .....	\$35,713	\$41,433	1.66%
Chester County .....	20,601	31,627	4.88%
Pennsylvania .....	14,068	20,880	4.49%

\*Income is defined by the Bureau of the Census as the sum of wage and salary income, non-farm self-employment income, net self-employment income, Social Security and Railroad retirement income, public assistance income, interest, dividends, pensions, etc. before deductions for personal income taxes, Social Security, etc. School District income is the population-weighted average for political subdivisions.

Source: 2000: U.S. Census Bureau, Summary File 1 (SF 1) and Summary File 3 (SF 3) & 2009: U.S. Census Bureau, 2005-2009 American Community Survey.

**Commercial Activity**

Commercial activity within the School District is centered in the Borough of West Chester and in large shopping centers, including Exton Square and the West Goshen Shopping Center.

Exton Square, a large shopping mall, includes many major shops and the Chester County Library centered around four anchored major retail stores. The enclosed mall is situated four miles north of the Borough of West Chester at the intersection of U.S. Route 30 and 100. Other large shopping centers include: Fairfield Place and Whiteland Towne Center.

Table A-6 shows retail sales for the 2010-2014 period for the County and the Commonwealth.

**TABLE A-6  
TOTAL RETAIL SALES  
(000)**

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
Chester County .....	\$ 11,660,539	\$ 12,218,832	\$ 12,210,801	\$ 8,705,297	\$ 12,708,571
PMSA .....	89,183,335	94,935,061	94,890,513	89,309,763	91,259,939
Pennsylvania.....	174,483,292	188,193,104	188,149,727	187,412,600	199,975,257

Source: Sales and Marketing Management Magazine

**Housing**

Housing construction has progressed in an orderly fashion during the past decade as former agricultural land has been developed in accordance with strict zoning guidelines. The School District contains some of the finest single-family residential housing in the greater Delaware Valley area. Most new home construction taking place in the School District is in the \$555,000 median price range. The median selling price of all housing within the School District during 2007 was \$319,000, as compared with Chester County as a whole of \$312,500, according to the Chester County Planning Commission.

**Educational Institutions**

West Chester University and Cheyney University are located within the School District. Both universities are run by the Commonwealth of Pennsylvania. West Chester University, which is located in the Borough and West Goshen Township, is a multi-purpose university. Cheyney University is located in Thornbury Township, Delaware and Chester Counties. Both universities provide a liberal arts education.

## **Medical Facilities**

Medical care facilities are provided by Chester County Hospital (the “Hospital”) in West Chester. The Hospital provides complete professional, medical and surgical treatment to the central and eastern portions of Chester County. Paoli Memorial Hospital, while outside the School District, is within easy reach.

## **Transportation**

The School District’s economic position has been bolstered by a network of federal and state highways and has realized further growth due to the opening of the Exton Bypass. The School District is served by over eighty motor freight companies. U.S. 202 passes through the School District in a north-south direction connecting the area with Valley Forge to the north and Wilmington, Delaware to the south. U.S. 30 crosses the area in an east-west direction connecting the area with Lancaster via Coatesville to the west and Philadelphia via Paoli to the east. State Route 100 connects the School District with the Pennsylvania Turnpike (Downingtown Interchange) which is approximately 2 miles north of the School District. Other major highways include: U.S. 1 and 322 and State Routes 3 (West Chester Pike), 29, 52, 162, 352, 842, and 926.

Passenger railroad service is provided by one line, Main Line, by Southeastern Pennsylvania Transportation Authority (SEPTA). Freight services are provided by two branch lines of Conrail.

Bus service to Philadelphia and Wilmington is provided by SEPTA. Light plane air service is available at West Chester Airport, established in 1959, which has single and multiple engine aircraft available for charter flights with licensed pilots, and student flight training.

## **Recreation**

School District residents have access to a variety of recreational facilities through public, private and quasi-public agencies. There are four private and several public golf courses located in the School District. The Borough of West Chester, East Bradford, East Goshen, West Goshen and West Whiteland Townships provide recreational parks throughout the area for use by their residents.

## **Utilities**

Sewer: Resident of portions of East Goshen Township, portions of East Bradford Township portions of West Goshen Township, portions of West Whiteland Township, West Chester Borough and portions of Westtown Township are provided with sewer service by either various municipal authorities or the municipality. Some of the less developed portions of these areas are served by on-site systems. All other Townships are served by on-site systems.

Water: Aqua Pennsylvania, Inc. and other private water companies supply water service to the Borough and developed portions of the various Townships. Other residents of the Townships are served by on-site wells.

Electricity and Gas: PECO provides both electricity and natural gas to users within the School District.

Telephone: Verizon supplies telephone service to residents of the School District.

## **Municipal Services**

All Townships and the Borough have full-time protection from either the state police or local police departments. The Embreeville State Police is located just outside the School District. All communities support their local volunteer fire companies.

**APPENDIX B**  
Opinion of Bond Counsel

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[Date of Closing]

**Re: WEST CHESTER AREA SCHOOL DISTRICT,  
Chester and Delaware Counties, Pennsylvania  
\$12,000,000 Aggregate Principal Amount of  
General Obligation Bonds, Series of 2014  
Dated the Date of Delivery**

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**OPINION**

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We have acted as Bond Counsel, in connection with the issuance of the General Obligation Bonds, Series of 2014, in the aggregate principal amount of Twelve Million Dollars (\$12,000,000) (the “Bonds”), by West Chester Area School District, in Chester and Delaware Counties, Pennsylvania (the “School District”), a public school district of the Commonwealth of Pennsylvania (the “Commonwealth”).

The Board of School Directors of the School District, by a resolution (the “Resolution”), has authorized and secured the issuance of the Bonds. The Resolution provides that the proceeds of the Bonds are to be used for capital projects which consist of planning, designing, acquiring, constructing, furnishing and equipping additions and improvements to existing elementary schools and, to the extent of remaining funds, other buildings and facilities of the School District, and to pay the costs of issuing the Bonds, all in accordance with the Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the “Act”), of the Commonwealth.

The Resolution contains covenants of the School District to comply with the Internal Revenue Code of 1986, as amended (the “Code”), and applicable regulations promulgated thereunder, to preserve the Federal income tax exemption of the interest on the Bonds.

As Bond Counsel, we have examined, among other things: the proceedings related to the issuance and delivery of the Bonds, as filed with the Department of Community and Economic Development; an executed counterpart of the Resolution; a certificate of no litigation; a non-arbitrage and rebate compliance certificate of the School District; and usual closing certificates and documents. We have also examined the executed Bonds, and assume that the Bonds, and any separate Bonds that may, from time to time, be issued in exchange therefor, will at all times be issued in registered form as required by the Resolution.

As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify such facts by independent investigation.

Based on the foregoing, we are of the opinion that:

1. The Bonds are valid and binding general obligations of the School District enforceable in accordance with its terms.

2. The School District has covenanted, in the Resolution, to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to the Resolution, that the School District: (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the School District in which such sum is payable, in its budget for that year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid from the sinking fund established under the Resolution or any other of its revenues or funds the principal of and interest on the Bonds at the dates and place and in the manner stated in the Bonds, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the School District has pledged, irrevocably, its full faith, credit, and taxing power.

3. Under the laws of the Commonwealth as presently enacted and construed, the Bonds are exempt from personal property taxes in the Commonwealth and the interest on the Bonds is exempt from the Commonwealth's Personal Income Tax and the Commonwealth's Corporate Net Income Tax.

4. Assuming investment and application of the proceeds of the Bonds as set forth in the Resolution and the aforementioned non-arbitrage and rebate compliance certificate, the Bonds are not presently an "arbitrage bonds" as described in Section 103(b)(2) and Section 148 of the Code and applicable regulations promulgated thereunder.

5. Under present statutes, regulations and judicial decisions, interest on the Bonds is excluded from gross income for purposes of federal income taxation and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, although it should be noted that in the case of corporations (as defined for federal income tax purposes) such interest is taken into account in determining adjusted current earnings for purposes of such alternative minimum tax. The opinions expressed in this paragraph are subject to the condition that the School District comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that the interest thereon be, or continue to be, excluded from gross income for federal income tax purposes, as the School District has covenanted to do in the Resolution and other aforementioned documents. Failure to comply with certain of such requirements may cause the inclusion of interest on the Bonds in gross income retroactive to the date of issuance of the Bonds.

We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

[Date of Closing]  
Page 3

It is to be understood that rights of holders of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

Very truly yours,

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[Date of Closing]

**Re: WEST CHESTER AREA SCHOOL DISTRICT,  
Chester and Delaware Counties, Pennsylvania  
\$30,890,000 Aggregate Principal Amount of  
General Obligation Bonds, Series A of 2014  
Dated the Date of Delivery**

---

**OPINION**

---

We have acted as Bond Counsel, in connection with the issuance of the General Obligation Bonds, Series A of 2014, in the aggregate principal amount of Thirty Million Eight Hundred Ninety Thousand Dollars (\$30,890,000) (the “Bonds”), by West Chester Area School District, in Chester and Delaware Counties, Pennsylvania (the “School District”), a public school district of the Commonwealth of Pennsylvania (the “Commonwealth”).

The Board of School Directors of the School District, by a resolution (the “Resolution”), has authorized and secured the issuance of the Bonds. The Resolution provides that the proceeds of the Bonds are to be used to: (A) advance refund portions of the School District’s General Obligation Bonds, Series of 2006, and Series A of 2006, (B) currently refund the School District’s General Obligation Bonds, Series of 2009, and (C) pay the costs of issuing the Bonds, all in accordance with the Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the “Act”), of the Commonwealth.

The Resolution contains covenants of the School District to comply with the Internal Revenue Code of 1986, as amended (the “Code”), and applicable regulations promulgated thereunder, to preserve the Federal income tax exemption of the interest on the Bonds.

As Bond Counsel, we have examined, among other things: the proceedings related to the issuance and delivery of the Bonds, as filed with the Department of Community and Economic Development; an executed counterpart of the Resolution; a certificate of no litigation; a non-arbitrage and rebate compliance certificate of the School District; and usual closing certificates and documents. We have also examined the executed Bonds, and assume that the Bonds, and any separate Bonds that may, from time to time, be issued in exchange therefor, will at all times be issued in registered form as required by the Resolution.

As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify such facts by independent investigation.

Based on the foregoing, we are of the opinion that:

1. The Bonds are valid and binding general obligations of the School District enforceable in accordance with its terms.

2. The School District has covenanted, in the Resolution, to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to the Resolution, that the School District: (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the School District in which such sum is payable, in its budget for that year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid from the sinking fund established under the Resolution or any other of its revenues or funds the principal of and interest on the Bonds at the dates and place and in the manner stated in the Bonds, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the School District has pledged, irrevocably, its full faith, credit, and taxing power.

3. Under the laws of the Commonwealth as presently enacted and construed, the Bonds are exempt from personal property taxes in the Commonwealth and the interest on the Bonds is exempt from the Commonwealth's Personal Income Tax and the Commonwealth's Corporate Net Income Tax.

4. Assuming investment and application of the proceeds of the Bonds as set forth in the Resolution and the aforementioned non-arbitrage and rebate compliance certificate, the Bonds are not presently an "arbitrage bonds" as described in Section 103(b)(2) and Section 148 of the Code and applicable regulations promulgated thereunder.

5. Under present statutes, regulations and judicial decisions, interest on the Bonds is excluded from gross income for purposes of federal income taxation and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, although it should be noted that in the case of corporations (as defined for federal income tax purposes) such interest is taken into account in determining adjusted current earnings for purposes of such alternative minimum tax. The opinions expressed in this paragraph are subject to the condition that the School District comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that the interest thereon be, or continue to be, excluded from gross income for federal income tax purposes, as the School District has covenanted to do in the Resolution and other aforementioned documents. Failure to comply with certain of such requirements may cause the inclusion of interest on the Bonds in gross income retroactive to the date of issuance of the Bonds.

We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

[Date of Closing]  
Page 3

It is to be understood that rights of holders of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

Very truly yours,

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**APPENDIX C**  
Continuing Disclosure Certificate

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## CONTINUING DISCLOSURE CERTIFICATE

Re: WEST CHESTER AREA SCHOOL DISTRICT,  
Chester and Delaware Counties, Pennsylvania  
\$42,890,000 Combined Aggregate Principal Amount Consisting of  
\$12,000,000 General Obligation Bonds, Series of 2014 and  
\$30,890,000 General Obligation Bonds, Series A of 2014  
Dated the Date of Delivery

\_\_\_\_\_, 2014

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by West Chester Area School District, Chester and Delaware Counties, Pennsylvania (the “School District”), in connection with the issuance of its General Obligation Bonds, Series of 2014 and General Obligation Bonds, Series A of 2014 (collectively, the “Bonds”), dated the date of delivery of the Bonds. The Bonds are being issued pursuant to a resolution duly adopted by the Board of School Directors of the School District on December 16, 2013 (the “Resolution”). The School District makes the following certifications and representations as an inducement to the Participating Underwriter and others to purchase the Bonds:

**SECTION 1. Purpose of the Disclosure Certificate.** This Disclosure Certificate is being executed and delivered by the School District for the benefit of the holders of the Bonds and in order to assist the Participating Underwriter in complying with Securities and Exchange Commission Rule 15c2-12(b)(5).

**SECTION 2. Definitions.** In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report filed by the School District pursuant to, and as described in, Section 3 of this Disclosure Certificate.

“Bondholder” shall mean any registered owner of the Bonds or any person who (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any of the Bonds (including persons holding through any nominee, securities depository or other intermediary) or (ii) is treated as the holder of any Bonds for federal income tax purposes.

“Business Day” shall mean a day other than a Saturday, a Sunday, or a day on which the New York Stock Exchange is closed or a day on which banks located in the Commonwealth are authorized or required by law or executive order to close.

“Commonwealth” shall mean the Commonwealth of Pennsylvania.

“Listed Events” shall mean any of the events listed in Section 5 of this Disclosure Certificate.

“MSRB” shall mean the Municipal Securities Rulemaking Board.

“Official Statement” shall mean the final official statement relating to the Bonds prepared by or on behalf of the School District and distributed in connection with the offering and sale of the Bonds by the Participating Underwriter.

“Participating Underwriter” shall mean any of the original underwriter of the Bonds required to comply with the Rule in connection with the primary offering of the Bonds.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“SEC” shall mean the United States Securities and Exchange Commission.

SECTION 3. Filing of Annual Reports. The School District agrees to file with the MSRB:

(a) *Financial Information.* Annually, within 270 days following the close of each of the School District’s fiscal years, beginning with its fiscal year ending June 30, 2014 the following financial information and operating information for the School District:

(1) financial statements for the most recent fiscal year, prepared in accordance with generally accepted accounting principles for local government units;

(2) a summary of the budget for the then current fiscal year

(3) the total assessed value and aggregate market value of all taxable real estate for the then current fiscal year

(4) the taxes and millage rates imposed for the then current fiscal year

(5) the real property tax collection results for the most recent fiscal year, including (1) the real estate levy imposed (expressed both as a millage rate and an aggregate dollar amount), (2) the dollar amount of real estate taxes collected that represented current collections (expressed both as a percentage of such fiscal year's levy and as an aggregate dollar amount), (3) the amount of real estate taxes collected that represented taxes levied in prior years (expressed as an aggregate dollar amount), and (4) the total amount of real estate taxes collected (expressed both as a percentage of the current year's levy and as an aggregate dollar amount)

(6) a list of the ten (10) largest real estate taxpayers and, for each, the total assessed value of real estate for the current fiscal year

(7) pupil enrollment figures, including enrollment at the end of the most recent fiscal year, current enrollment and projected enrollment for the beginning of the next fiscal year, including a breakdown between elementary and secondary enrollment (to the extent reasonably feasible; and

(b) *Audited Financial Statements.* If not submitted as part of the annual financial information of the School District in accordance with subparagraph (a) above,



then when and if available, audited financial statements of the School District for the most recent fiscal year.

Each Annual Report may be submitted as a single document or as separate documents comprising a package. Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the Issuer or related public entities which have been filed with MSRB or with the SEC. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer shall clearly identify each other document so incorporated by reference.

**SECTION 4. Notices of Late Filing of Annual Information.** If the School District has failed to file, or is unable to file, an Annual Report with the MSRB within the time set forth in Section 3 above, the School District will file, in a timely manner, a notice with the MSRB stating such fact and, if appropriate, the date by which the School District expects to file the Annual Report.

**SECTION 5. Reporting of Listed Events.** In a timely manner not in excess of ten (10) Business Days after the occurrence of the event, the School District will file with the MSRB notice of the occurrence of any of the following events with respect to the Bonds:

- (a) principal and interest payment delinquencies;
- (b) non-payment related defaults, if material;
- (c) unscheduled draws on debt service reserves reflecting financial difficulties;
- (d) unscheduled draws on credit enhancements reflecting financial difficulties;
- (e) substitution of credit or liquidity providers, or their failure to perform;
- (f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other material events affecting the tax-exempt status of the Bonds;
- (g) modifications to rights of holders of the Bonds, if material;
- (h) bond calls, if material, and tender offers;
- (i) defeasances;
- (j) release, substitution, or sale of property securing repayment of the Bonds, if material;
- (k) rating changes;
- (l) bankruptcy, insolvency, receivership or similar event of the School District;
- (m) the consummation of a merger, consolidation, or acquisition involving the School District or the sale of all or substantially all of the assets of the School District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (n) appointment of a successor or additional trustee, or the change of name of a trustee, if material.

The School District may from time to time choose to provide notice of the occurrence of certain other events affecting the Bonds or the School District, in addition to those listed above, if, in the judgment of the School District, such other event is material with respect to the Bonds, but the School District does not undertake to commit to provide any such notice of the occurrence of any material event except those events listed above.

SECTION 6. Manner of Filing. All filings to be made with the MSRB in accordance with this Disclosure Certificate are to be filed in such electronic format as is prescribed by the MSRB and accompanied by such identifying information as is prescribed by the MSRB.

As of the date of this Disclosure Certificate, the rules of the MSRB require all such filings to be made using the MSRB's Electronic Municipal Market Access System ("EMMA") at <http://emma.msrb.org>.

SECTION 7. Dissemination Agent. The School District may, at any time and from time to time, appoint or engage another person (the "Dissemination Agent") to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge such Dissemination Agent, with or without appointing a successor and without notice to Bondholders.

SECTION 8. Termination of Disclosure Obligation. The School District's obligations under this Disclosure Certificate shall terminate upon the prior redemption or payment in full of all of the Bonds or if and when the School District no longer remains an "obligated person" with respect to the Bonds, within the meaning of the Rule.

SECTION 9. Default. In the event of a failure of the School District to comply with any provision of this Disclosure Certificate, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the School District to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default with respect to the Bonds, and the sole remedy under this Disclosure Certificate in the event of any failure of the School District to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 10. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the School District, the Participating Underwriters and Bondholders, and shall create no rights in any other person or entity.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, The School District causes this Continuing Disclosure Certificate to be executed on its behalf by the President of the Board of School Directors all as of the date set forth above.

WEST CHESTER AREA SCHOOL DISTRICT,  
Chester and Delaware Counties, Pennsylvania

By: \_\_\_\_\_  
President of the Board of  
School Directors

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**APPENDIX D**  
Financial Statements  
West Chester Area School District  
West Chester, Pennsylvania  
June 30, 2012

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WEST CHESTER AREA SCHOOL DISTRICT  
WEST CHESTER, PENNSYLVANIA

AUDIT REPORT

JUNE 30, 2012

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WEST CHESTER AREA SCHOOL DISTRICT

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WEST CHESTER AREA SCHOOL DISTRICT

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INDEPENDENT AUDITORS' REPORT

Barbacane, Thornton & Company LLP  
200 Springer Building  
3411 Silverside Road  
Wilmington, Delaware 19810

T 302.478.8940  
F 302.468.4001  
www.btcpa.com

November 29, 2012

Board of School Directors  
West Chester Area School District  
West Chester, Pennsylvania

We have audited the accompanying financial statements of the governmental activities, the business-type activities, each major fund and the aggregate remaining fund information of West Chester Area School District (the "District"), West Chester, Pennsylvania, as of and for the year ended June 30, 2012, which collectively comprise the District's basic financial statements as listed in the table of contents. These financial statements are the responsibility of West Chester Area School District's management. Our responsibility is to express opinions on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund and the aggregate remaining fund information of West Chester Area School District, West Chester, Pennsylvania, as of June 30, 2012, and the respective changes in financial position and cash flows, where applicable, thereof and the budgetary comparisons for the general fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated November 29, 2012 on our consideration of West Chester Area School District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Board of School Directors  
West Chester Area School District

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 13 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise West Chester Area School District's financial statements as a whole. The accompanying schedule of expenditures of federal awards and certain state grants is presented for purposes of additional analysis as required by the U.S. Office of Management and Budget Circular A-133, "Audits of States, Local Governments and Nonprofit Organizations," and is not a required part of the financial statements. The schedule of expenditures of federal awards and certain state grants is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

*Barbacane, Thornton & Company LLP*  
BARBACANE, THORNTON & COMPANY LLP

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED**  
**June 30, 2012**

**INTRODUCTION**

The discussion and analysis of the financial performance of West Chester Area School District (the "District") provides an overall review of the District's financial activities for the fiscal year ended June 30, 2012. The intent of this discussion and analysis is to look at the District's financial performance as a whole. Readers also should review the financial statements and the notes to the financial statements.

Management's Discussion and Analysis (MD&A) is an element of the reporting model adopted by the Governmental Accounting Standards Board (GASB) in its Statement Number 34, "Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments," issued June 1999. Comparative information between the current year and the prior year is required to be presented in the MD&A.

**FINANCIAL HIGHLIGHTS**

- Revenues in 2011-12 remained at historical low levels. In response, the District continued cost-cutting measures to offset increases in expenses. The largest of these cost-cutting measures was a freeze on all salary increases in 2011-12. As a result of these and other cost-cutting measures, including savings achieved through debt refinancing, revenues exceeded expenses at year end. The resulting increase in fund balance was committed and assigned to help the District address future projected budget gaps.
- In 2011-12, the Board of School Directors did not raise the real estate tax rate to balance the budget. The taxpayers within Chester County continued to be assessed for real estate taxes at 18.36 mills. (Please note that one mill is equal to one-tenth of a cent, or \$0.001 of assessed value.) The Chester County tax rate was assessed based upon the equalized millage calculation, which resulted in a reduction from 14.25 mills to 14.22 mills in 2011-12.
- On an entity-wide basis, the District's total net position was \$45,484,939 at June 30, 2012. This represented an increase of \$7,087,505 from the prior year.
- On a fund level reporting basis, the District's General Fund total revenues, excluding other financing sources, were relatively flat. Increases in earned income tax, transfer tax and delinquent real estate collections were offset by the elimination of all American Reinvestment and Relocation Act (ARRA) funding and the state charter subsidy.
- On a fund level reporting basis, compared to the prior year, the District's General Fund expenditures increased \$446,722, or 0.2 percent. The largest cost for the District is salary and benefits for over 1,400+ employees. The 2011-12 salary costs decreased over prior years as result of salary freezes, attrition, staffing reductions and vacant positions. Employee benefit costs rose 10.3 percent, with the largest increase occurring in pension expenses. Increases also were seen in special education, alternative education tuitions, charter school tuitions and debt service. Savings were seen in Facilities and Operations expenses, utility expenses and transportation costs.

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**

June 30, 2012

**OVERVIEW OF FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared in accordance with GASB Statement Number 34 and present both entity-wide and fund level financial statements using both the accrual basis and modified accrual basis of accounting, respectively.

**Entity-wide Financial Statements**

The first two statements are entity-wide financial statements - the Statement of Net Position and the Statement of Activities. These provide both long-term and short-term information about the District's overall financial status.

The entity-wide statements report information about the District as a whole using accounting methods similar to those used by private-sector companies. The Statement of Net Position includes all of the government's assets and liabilities. All of the current year's revenues and expenses are accounted for in the Statement of Activities regardless of when cash is received or paid.

The two entity-wide statements report the District's net position and how it has changed. Net position, the difference between the District's assets and liabilities, is one way to measure the District's financial health or position.

Over time, increases or decreases in the District's net position are an indication of whether its financial health is improving or deteriorating, respectively.

To assess the overall health of the District, the reader needs to consider additional nonfinancial factors, such as changes in the District's property tax base and the performance of the students.

The entity-wide financial statements of the District are divided into two categories:

- **Governmental Activities** - All of the District's basic services are included here, such as instruction, administration and community services. Property taxes and state and federal subsidies and grants finance most of these activities.
- **Business-type Activities** - The District operates a food service operation and charges fees to staff and students to cover the costs of the food service operation.

**Fund Level Financial Statements**

The remaining statements are fund financial statements that focus on individual parts of the District's operations in more detail than the entity-wide statements. The governmental funds statements tell how the District's general services were financed in the short term as well as what remains for future spending. Proprietary fund statements offer short-term and long-term financial information about the activities that the District operates like a business. For this District, this is our Food Service Fund. Fiduciary fund statements provide information about financial relationships for which the District acts solely as a trustee or agent for the benefit of others.

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**

June 30, 2012

- **Governmental Funds** - Most of the District's activities are reported in governmental funds, which focus on the determination of financial position and change in financial position, not on income determination. The District's major governmental funds are the General Fund, the Capital Projects Fund and the Capital Reserve Fund. Governmental funds are reported using the modified accrual accounting method, which measures cash and all other financial assets that can readily be converted to cash. The governmental fund statements provide a detailed short-term view of the District's operations and the services it provides. Governmental fund information helps the reader determine whether there are more or fewer financial resources that can be spent in the near future to finance the District's programs. The relationship (or differences) between governmental activities (reported in the Statement of Net Position and the Statement of Activities) and governmental funds is reconciled in the financial statements.
- **Proprietary Funds** - These funds are used to account for District activities that are similar to business operations in the private sector; or where the reporting is on determining net income, financial position, changes in financial position and a significant portion of funding through user charges. When the District charges customers for services it provides - whether to outside customers or to other units in the District - these services generally are reported in proprietary funds. The Food Service Fund is the District's proprietary fund and is the same as the business-type activities reported in the entity-wide statements.
- **Fiduciary Funds** - The District is the trustee, or fiduciary, for some scholarship funds. All of the District's fiduciary activities are reported in a separate Statement of Fiduciary Net Position. These activities are excluded from the District's other financial statements because the District cannot use these assets to finance its operations.

The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data.

**FINANCIAL ANALYSIS OF THE DISTRICT - ENTITY-WIDE STATEMENTS**

The District's total net position was \$45,484,939 at June 30, 2012. This represents an increase of \$7,087,505 over the prior year. The table below and on the following page presents condensed financial information for the net position of the District as of June 30, 2012 and 2011.

**Statement of Net Position**  
**June 30, 2012 and 2011**

	Governmental Activities		Business-type Activities		Totals	
	2012	2011	2012	2011	2012	2011
Current and other assets	\$ 64,128,115	\$ 62,636,611	\$ 1,422,543	\$ 1,317,309	\$ 65,550,658	\$ 63,953,920
Capital assets	293,795,370	300,120,945	171,996	184,236	293,967,366	300,305,181
<b>TOTAL ASSETS</b>	<u>357,923,485</u>	<u>362,757,556</u>	<u>1,594,539</u>	<u>1,501,545</u>	<u>359,518,024</u>	<u>364,259,101</u>
Current liabilities	33,790,870	32,872,927	266,637	299,413	34,057,507	33,172,340
Noncurrent liabilities	279,975,578	292,689,327	-	-	279,975,578	292,689,327
<b>TOTAL LIABILITIES</b>	<u>313,766,448</u>	<u>325,562,254</u>	<u>266,637</u>	<u>299,413</u>	<u>314,033,085</u>	<u>325,861,667</u>

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**  
**June 30, 2012**

**Statement of Net Position**  
**June 30, 2012 and 2011**

(cont'd)	Governmental Activities		Business-type Activities		Totals	
	2012	2011	2012	2011	2012	2011
Net Position:						
Invested in capital assets, net of related debt	8,057,190	7,083,089	171,996	184,236	8,229,186	7,267,325
Restricted for capital projects	14,329,759	14,506,078	-	-	14,329,759	14,506,078
Unrestricted	21,770,088	15,606,135	1,155,906	1,017,896	22,925,994	16,624,031
<b>TOTAL NET POSITION</b>	<b>\$ 44,157,037</b>	<b>\$ 37,195,302</b>	<b>\$ 1,327,902</b>	<b>\$ 1,202,132</b>	<b>\$ 45,484,939</b>	<b>\$ 38,397,434</b>

The governmental activities restricted net position in the amount of \$14,329,759 is available to fund the capital improvements, the replacement of and additions to public works and improvements, and for deferred maintenance. The total unrestricted net position in the amount of \$22,925,994 included \$1,155,906 which could be used for capital and other expenditures within the District's food service program. The unrestricted net position was available to fund any unforeseen financial issues.

The results of this year's operations as a whole are reported in the Statement of Activities. All expenses are reported in the first column. Specific charges, grants, revenues and subsidies that relate directly to specific expense categories are presented to determine the final amount of the District's activities that are supported by other general revenues. The largest revenues are property taxes, local taxes and the state basic education subsidy.

The table on the following page presents condensed financial information for the Statement of Activities in a different format so that the reader can see the total revenues for the year. Compared to the prior year, the District's total revenues decreased by \$928,841, or 0.5 percent. The largest change in revenue occurred in grants, subsidies and contributions that were not restricted. This grouping includes state and federal subsidies and it dropped \$1,919,435, or 15.27 percent. Changes in tax collection also impacted the revenue flows. While property taxes experienced a decrease of \$997,956, or 0.7 percent, other taxes, primarily earned income taxes, increased \$1,816,877, or 9.2 percent.

Expenses decreased by \$2,027,223, or one percent. While increases of \$1,969,179, or 1.7 percent, occurred in instructional spending, these were completely offset by a decrease of \$2,200,616 (12.4 percent) in operation and maintenance of plant services and a decrease of \$1,143,701 (7.3 percent) in instructional student support. These decreases were made possible by District-wide agreements with all employees and bargaining units to forgo any salary increases in the 2011-12. These agreements were made in response to the tight fiscal conditions at the District and throughout the state of Pennsylvania. In addition to this action, nonessential positions were eliminated through attrition and utility savings were achieved through effective energy management initiatives.

**WEST CHESTER AREA SCHOOL DISTRICT  
MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**

**June 30, 2012**

**Statement of Activities  
For the Years Ended June 30, 2012 and 2011**

	Governmental Activities		Business-type Activities		Totals	
	2012	2011	2012	2011	2012	2011
<b>REVENUES</b>						
Program services:						
Charges for services	\$ 1,190,680	\$ 1,079,373	2,604,560	\$ 2,511,962	\$ 3,795,240	\$ 3,591,335
Operating grants and contributions	22,238,269	22,377,251	832,383	786,659	23,070,652	23,163,910
General revenues:						
Property taxes	144,010,689	145,008,645	-	-	144,010,689	145,008,645
Other taxes	21,581,847	19,764,970	-	-	21,581,847	19,764,970
Grants, subsidies and contributions not restricted	10,654,228	12,573,663	-	-	10,654,228	12,573,663
Other revenue	297,937	238,478	2,269	702	300,206	239,180
<b>TOTAL REVENUES</b>	<u>199,973,650</u>	<u>201,042,380</u>	<u>3,439,212</u>	<u>3,299,323</u>	<u>203,412,862</u>	<u>204,341,703</u>
<b>EXPENSES</b>						
Instruction	119,941,565	117,972,385	-	-	119,941,564	117,972,385
Instructional student support	14,597,033	15,740,734	-	-	14,597,033	15,740,734
Administrative/financial support	14,211,207	13,956,105	-	-	14,211,207	13,956,105
Operation and maintenance of plant services	15,529,375	17,729,991	-	-	15,529,375	17,729,991
Pupil transportation	13,365,853	13,469,612	-	-	13,365,853	13,469,612
Student activities	4,095,132	4,055,872	-	-	4,095,132	4,055,872
Community services	115,730	127,041	-	-	115,730	127,041
Interest on long-term debt	11,156,020	12,076,323	-	-	11,156,020	12,076,323
Food service	-	-	3,313,442	3,224,517	3,313,442	3,224,517
<b>TOTAL EXPENSES</b>	<u>193,011,915</u>	<u>195,128,063</u>	<u>3,313,442</u>	<u>3,224,517</u>	<u>196,325,357</u>	<u>198,352,580</u>
<b>CHANGE IN NET POSITION</b>	6,961,735	5,914,317	125,770	74,806	7,087,505	5,989,123
<b>BEGINNING NET POSITION</b>	<u>37,195,302</u>	<u>31,280,985</u>	<u>1,202,132</u>	<u>1,127,326</u>	<u>38,397,434</u>	<u>32,408,311</u>
<b>ENDING NET POSITION</b>	<u>\$44,157,037</u>	<u>\$37,195,302</u>	<u>\$1,327,902</u>	<u>\$ 1,202,132</u>	<u>\$45,484,939</u>	<u>\$ 38,397,434</u>

**EXPENSES**

The table on the following page presents condensed financial information on the expenses of the District by function. The table illustrates both the gross and net costs of services. Unrestricted grants, subsidies and contributions are deducted to reflect the amount needed to be funded by other revenue sources. The amount needed to be funded by other revenue sources decreased by \$169,038, or 0.1 percent from the prior year. The table for business-type activity reflects condensed financial activities of the food service program, the only business-type activity of the District.



**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**  
**June 30, 2012**

	<u>Total Cost of Services</u>		<u>Net Cost of Services</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
<b><u>Governmental-type Activities</u></b>				
Expenses - Governmental Activities:				
Instruction	\$119,941,565	\$117,972,385	\$103,573,468	\$101,389,094
Instructional student support	14,597,033	15,740,734	13,550,028	14,695,954
Administrative and financial support	14,211,207	13,956,105	14,211,207	13,956,105
Operation and maintenance of plant services	15,529,375	17,729,991	13,933,967	16,455,311
Pupil transportation	13,365,853	13,469,612	9,070,783	9,035,177
Student activities	4,095,132	4,055,872	3,971,763	3,936,434
Community services	115,730	127,041	115,730	127,041
Interest on long-term debt	<u>11,156,020</u>	<u>12,076,323</u>	<u>11,156,020</u>	<u>12,076,323</u>
<b>TOTAL EXPENSES</b>	<b><u>\$193,011,915</u></b>	<b><u>\$195,128,063</u></b>	<b>169,582,966</b>	<b>171,671,439</b>
Less: Grants, subsidies and contributions not restricted			<u>(10,654,228)</u>	<u>(12,573,663)</u>
<b>AMOUNT NEEDED TO BE FUNDED BY OTHER REVENUE SOURCES</b>			<b><u>\$158,928,738</u></b>	<b><u>\$159,097,776</u></b>
<b><u>Business-type Activities</u></b>				
Expenses - Business-type Activities:				
Food services	<u>\$ 3,313,442</u>	<u>\$ 3,224,517</u>	<u>\$ (123,501)</u>	<u>\$ (74,104)</u>

**THE DISTRICT FUNDS**

**General Fund**

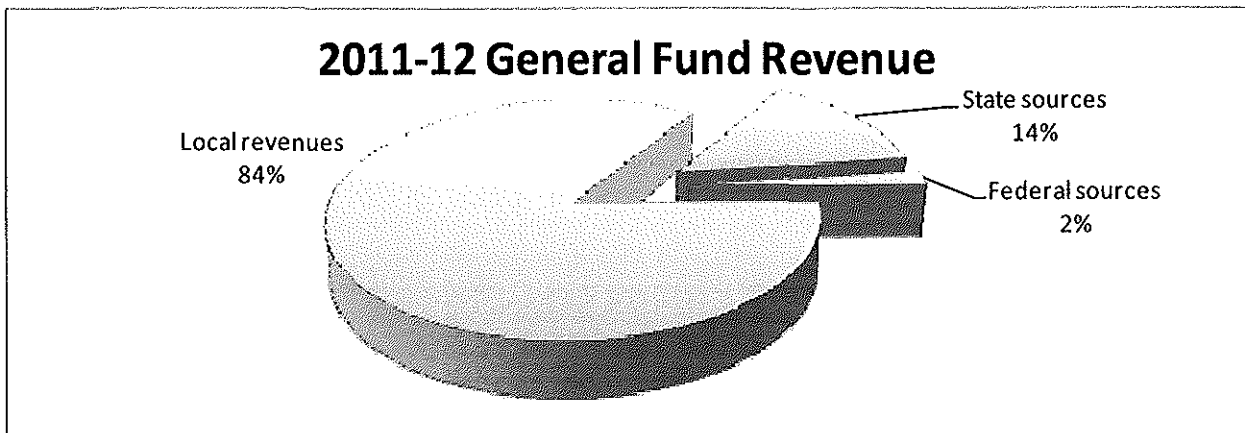
At June 30, 2012, the District reported a General Fund fund balance of \$25,376,004, which represents 13.2 percent of total expenditures and was an increase of \$6,913,320 over the prior year. Of this amount, the District committed \$2,677,700 for the purpose of healthcare rate stabilization. Due to the nature of self-insuring health insurance claims, the District experiences volatility in annual health insurance costs. To smooth these expenditures, the District established a health insurance rate stabilization fund last year and increased this commitment by \$1,119,600 to bring the balance of the commitment to \$2,677,700. The District also added to the commitment for future pension costs. The District added another \$2,500,000 to the previous commitment of \$1,200,000 for PSERS costs, bringing the total commitment balance to \$3,700,000. Lastly, the District assigned \$3,473,360 of the fund balance toward Tax Rate Stabilization. These funds will be used to offset the 2013-14 budget gap and eliminate the need for future tax increases. The School Board of West Chester Area School District manages the fund balance to respond to unforeseen contingencies and economic conditions. This philosophy was established during a healthy and growing economy within the District and accurate and timely forecasting which allows the District to constantly monitor economic trends within its community. This philosophy conforms to the Board's belief that the tax burden should be aligned with the current funding needs of the District.

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**  
**June 30, 2012**

**REVENUE**

General Fund revenues, excluding other financing sources, total \$200,317,970, which is in line with the collections in the prior year. The table below reflects a comparison of current year revenues to prior year revenues:

	<u>G/F Revenue 2012</u>	<u>Percentage of Total</u>	<u>Increase from 2011</u>	<u>Percentage Change</u>
Local revenues	\$ 167,580,433	83.7%	\$ 2,508,033	1.5%
State sources	28,615,828	14.3%	360,956	1.3%
Federal sources	4,121,709	2.0%	(2,744,767)	-40.0%
	<u>\$ 200,317,970</u>	<u>100.0%</u>	<u>\$ 124,222</u>	<u>0.1%</u>



The largest change in annual revenue collections occurred in federal sourced revenues. As the budgetary comparison statement for the General Fund shows, this was a planned budgeted reduction in federal revenue. Most of this reduction was the result of the elimination of American Reinvestment and Recovery Act (ARRA) funding. The District lost \$820,721 in ARRA IDEA funding due to the elimination of the program. The District had a \$560,198 reduction of federal pass-through spending to the Glen Mills School as a result of the elimination of the ARRA Title I program as well as changing spending patterns in Title I spending. In 2010-11, when the ARRA funding was introduced, the Governor's budget used this funding to reduce the state Basic Education Subsidy as a means to balance the state budget. Although the elimination of the ARRA funding in 2011-12 led to a reduction in federal funding of \$1,320,861, the Governor's 2011-12 budget reinstated the Basic Education subsidy to the 2010-11 levels to adjust for this loss.

The increase in the state Basic Education Subsidy as a result of ARRA elimination is difficult to see because there were a number of other changes in state revenues. While basic education subsidies increased \$1,020,603, retirement subsidy revenue increased as well. The state reimburses the District for 50 percent of the District's pension cost. The dramatic increase in the state pension rates caused

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**  
**June 30, 2012**

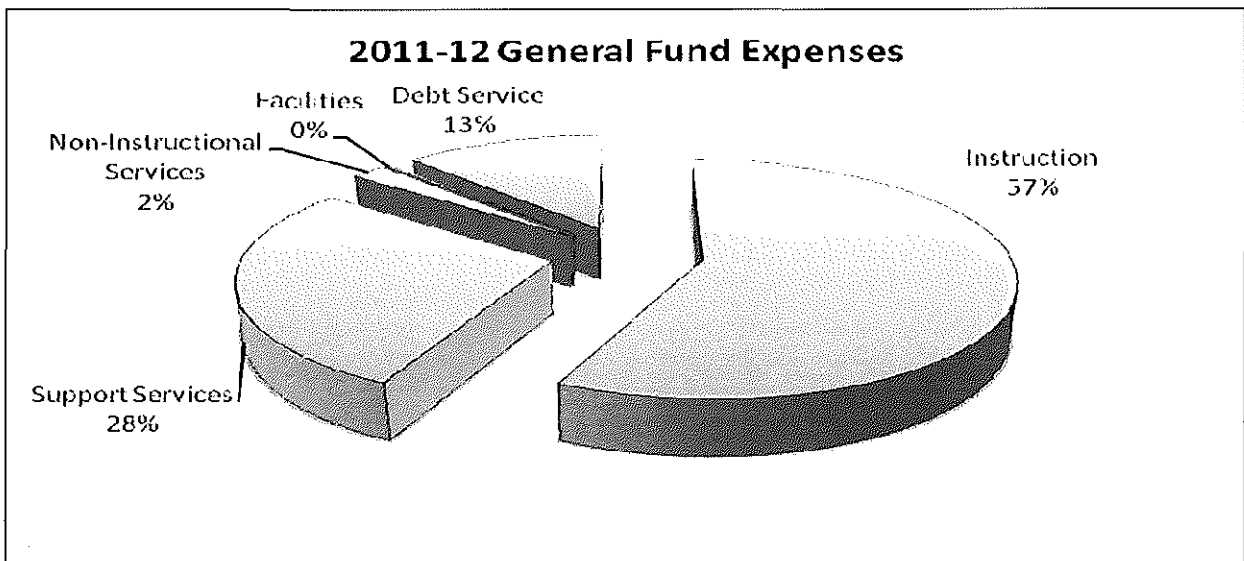
both an increase in the annual pension costs and an increase of \$1,177,164 in the related retirement subsidy reimbursement. Offsetting these increases, the State eliminated the Charter School subsidies in 2011-12 which caused a drop of \$1,478,920 in state revenues. These added with a number of smaller decreases in state subsidies led to a total increase in state subsidies of \$360,956.

Local revenues increased \$2,508,033 even with no increase in real estate tax millage rate. Instead, earned income taxes grew \$1,030,232, transfer taxes increased \$794,727 and delinquent real estate tax collection increased \$1,010,447.

**EXPENDITURES**

General Fund expenditures, excluding transfers to other governmental funds, totaled \$191,894,582. This was a small increase of \$446,722, or 0.2 percent, over the 2010-11 expenditures, and it was \$8,150,706 under the approved budget. The expenditures were segregated into various programs depending on the functions of the activity. These programs and the costs associated with each, as well as comparison to the costs incurred in the prior year and the final 2011-12 budget, are as follows:

	G/F Expenditures 2012	Percentage of Total	Increase from 2011	Variance with Final Budget
Instruction	\$ 109,607,376	57.1%	\$ 894,645	\$ 4,040,039
Support services	54,024,947	28.2%	(2,462,399)	3,200,540
Noninstructional services	4,050,198	2.1%	52,016	605,386
Facilities acquisition and construction	426,521	0.2%	(583,687)	304,679
Debt service	23,785,540	12.4%	2,546,147	62
<b>TOTAL EXPENDITURES BY FUNCTION</b>	<b>\$ 191,894,582</b>	<b>100.0%</b>	<b>\$ 446,722</b>	<b>\$ 8,150,706</b>



**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**

June 30, 2012

The District was able to keep the 2011-12 personnel spending at prior year levels as a result of a District-wide agreement with all employees and bargaining units to forgo any salary increases in 2011-12. Another factor that impacted all cost centers with personnel costs was the increase in the pension contribution rate. In 2011-12, the State increased the employer pension contribution rate from 5.64 percent to 8.65 percent. There were a number of other factors that also impacted the changes in spending over the prior year. Support service spending dropped due to changes in Facility and Operating staffing (\$866,400 in savings), utility savings from an effective energy management plan (\$678,236 in savings), student transportation savings due to rerouting initiatives (\$230,186) and attrition. Offsetting these savings were planned increases in debt service payments which increased debt service payments by \$2,546,147 over the prior year.

**Capital Projects Fund**

At June 30, 2012, the District reported a fund balance of \$793,496, which was a decrease of \$5,139,847 from June 30, 2011. The Capital Projects Fund was funded by bond funds. The District was in the process of spending down the bond funds procured in previous years to fund the design costs of the elementary school renovations, the initial renovation costs for the elementary school renovations and various other capital improvements. The fund received some minor cash inflows which were interest proceeds from bond escrow funds and a federal grant. These cash inflows were offset by \$5,299,313 in cash outflows primarily for the design costs and initial construction costs of the elementary school renovations.

**Capital Reserve Fund**

The Capital Reserve Fund had a fund balance of \$14,329,759 at June 30, 2012, which was a \$176,319 decrease from the prior year. The Capital Reserve Fund is funded by transfers from the General Fund. In 2011-12, the capital outflows from the Capital Reserve Fund were spent on technology replacements. The Capital Reserve Fund received a transfer in of \$1,500,000 from the General Fund. This transfer represented the transfer of savings from general fund maintenance projects, funding for the time and attendance system project, and debt service savings achieved by refinancing an existing bond issue.

**GENERAL FUND BUDGET**

During the fiscal year, the Board of School Directors authorizes revisions to the original budget to accommodate differences from the original budget to the actual expenditures of the District. All adjustments are confirmed again at the time the annual audit is accepted. This is done after the end of the fiscal year in accordance with state law. A schedule showing the District's original and final budget amounts compared with amounts actually paid and received is provided in the financial statements.

Due to legislative restrictions, the District must adopt a preliminary budget six months before the start of the fiscal year. Subsequent to the start of the fiscal year, the District's projections indicated that future budget years would experience a budgetary shortfall due to rising pension rates and limited local revenue increases. In reaction to this anticipated gap, the District scaled back spending on all areas when possible. This is evident when reviewing the District's actual expenditures versus the approved budget. Total revenues were collected near budgeted amounts at \$1,899,031 over budget, or 1.0 percent. Total expenditures were under budget by \$8,150,706, or 4.1 percent.

**WEST CHESTER AREA SCHOOL DISTRICT**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**  
**June 30, 2012**

**CAPITAL ASSETS**

At June 30, 2012, the District had \$447,021,493 invested in a broad range of governmental capital assets, including land, buildings, and furniture and equipment. This amount represents a net decrease (including additions, deletions and depreciation) of \$6,337,815, or 2.1 percent from the prior year.

The following schedule depicts the capital assets as of June 30, 2012. More detailed information about fixed assets is included in Note 6 to the financial statements.

	Governmental Activities	Business-Type Activities	Total Assets
Capital assets:			
Land	\$ 33,159,800	\$ -	\$ 33,159,800
Land improvements	14,452,651	-	14,452,651
Buildings	361,025,298	-	361,025,298
Construction-in-progress	5,946,351	-	5,946,351
Furniture and equipment	31,878,086	559,307	32,437,393
<b>TOTAL CAPITAL ASSETS</b>	<b>446,462,186</b>	<b>559,307</b>	<b>447,021,493</b>
TOTAL ACCUMULATED DEPRECIATION	152,666,816	387,311	153,054,127
CAPITAL ASSETS, NET	\$ 293,795,370	\$ 171,996	\$ 293,967,366

**DEBT ADMINISTRATION**

As of June 30, 2012, the District had total outstanding bonds and related charges of \$286,531,676, a decrease of \$12,439,523 over the prior year. During 2011-12, the District refinanced \$9,585,000 in outstanding debt to take advantage of the favorable financing market conditions. The District incurred no new debt in 2011-12. Based upon a projection of future debt margins, the retirement of principal on current issues and estimated future borrowing, the District is certain that it will not exceed its debt limit.

**Debt Service Schedule**  
**June 30, 2012**

	Principal Outstanding July 1, 2011	Maturities	Additions	Principal Outstanding June 30, 2012
General obligation bonds and notes	\$ 291,539,000	\$ 21,494,000	\$ 9,585,000	\$ 279,630,000
<i>Deferred amounts:</i>				
Issuance (discounts) premium	7,324,201	577,029	76,310	6,823,482
Refunding deferred charge	107,998	29,804	-	78,194
<b>LONG-TERM DEBT</b>	<b>\$ 298,971,199</b>	<b>\$ 22,100,833</b>	<b>\$ 9,661,310</b>	<b>\$ 286,531,676</b>

**WEST CHESTER AREA SCHOOL DISTRICT  
MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED (CONT'D)**

June 30, 2012

**OTHER LONG-TERM LIABILITIES**

Other obligations include accrued vacation pay and severance for specific employees of the District. More detailed information about long-term liabilities is included in the notes to the financial statements.

**THE DISTRICT'S FUTURE**

The challenges that the District encountered in 2011-12 continued into the 2012-13 fiscal year. The District's largest revenue stream, local revenue, is forecast with little growth over the prior year. Declining property values led to the reassessment of numerous commercial and residential properties, reducing the future real estate tax collections. The sluggish economy continues to be a concern in regard to real estate tax revenues though the District is optimistic about earned income tax projections. These projected low revenues coupled with expenses growing at cost-of-living indexes resulted in a projected budget gap in the preliminary 2012-13 budget process. In response, the District conducted its second Community Budget Task Force to develop cost-cutting initiatives to help close the projected budget gap. The Community Budget Task Force group efforts led to \$1 million in expenditure reductions or revenue increases. In addition to the Budget Task Force efforts, the District was able to reduce the expenditure budgets further through debt refinancing opportunities and the reduction of 12 District positions in 2012-13, which brings the total number of positions eliminated through attrition to 55. These initiatives allowed the Board to close the budget gap for 2012-13. In 2012-13, the budget utilizes only \$500,000 from the general fund budgetary reserves to balance the budget.

Going forward, the District has taken into consideration the impending increased pension contribution rates imposed by the state pension system, other anticipated expenditure growth and conservative revenue growth into the five-year budget projections. While currently, the District is showing a deficit in at least one of the forecasted years, the District Board and staff are working hard to develop methods to address these shortfalls and eliminate the need to draw from reserves.

Within the District's capital funds, the District initiated its 14-year long-term elementary school master plan which includes renovations and/or additions to each of its 10 elementary schools. This project was the continuation of the District's secondary school renovation program that was completed. The District has plans to renovate three elementary school buildings, with the first commencing in the summer of 2012. As for the balance of the plan, the District is cautious due to the current financial environment. The District has always exercised caution in a conservative approach to borrowing, including waiting until long-term bonds (20-year notes) were capable of being sold at advantageous, fixed rates of interest.

**FINANCIAL MANAGEMENT**

Our financial report is designed to provide our citizens, taxpayers, parents, students, investors and creditors with a general overview of the District's finances and to show the Board's accountability for the money it receives. If you have questions about this report or wish to request additional financial information, please contact Dr. Suzanne K. Moore, Director of Business Affairs at The West Chester Area School District, 829 Paoli Pike, West Chester, PA 19380, (484) 266-1020.

**WEST CHESTER AREA SCHOOL DISTRICT**  
**STATEMENT OF NET POSITION**  
**JUNE 30, 2012**

	Primary Government		Total
	Governmental Activities	Business-type Activities	
<b>ASSETS</b>			
<b>Current Assets:</b>			
Cash and cash equivalents	\$ 21,056,456	\$ 179,245	\$ 21,235,701
Investments	29,986,905	1,212,929	31,199,834
Investments - restricted	1,892,658	-	1,892,658
Due from other governments	1,232,213	12,786	1,244,999
Other receivables	1,461,604	7,468	1,469,072
Taxes receivable	5,130,823	-	5,130,823
Prepaid expenses	1,277,682	-	1,277,682
Inventories	-	10,115	10,115
<b>Total Current Assets</b>	<b>62,038,341</b>	<b>1,422,543</b>	<b>63,460,884</b>
<b>Noncurrent Assets:</b>			
Deferred charges	2,089,774	-	2,089,774
Capital assets			
Land	33,159,800	-	33,159,800
Construction-in-progress	5,946,351	-	5,946,351
Land improvements	14,452,651	-	14,452,651
Buildings	361,025,298	-	361,025,298
Furniture and equipment	31,878,086	559,307	32,437,393
Less: Accumulated depreciation	(152,666,816)	(387,311)	(153,054,127)
<b>Total Noncurrent Assets</b>	<b>295,885,144</b>	<b>171,996</b>	<b>296,057,140</b>
<b>TOTAL ASSETS</b>	<b>\$ 357,923,485</b>	<b>\$ 1,594,539</b>	<b>\$ 359,518,024</b>
<b>LIABILITIES AND NET POSITION</b>			
<b>LIABILITIES</b>			
<b>Current Liabilities:</b>			
Accounts payable and other current liabilities	\$ 18,586,164	\$ 191,334	\$ 18,777,498
Accrued interest	2,053,135	-	2,053,135
Deferred revenues	44,571	75,303	119,874
Bonds and notes payable	13,107,000	-	13,107,000
<b>Total Current Liabilities</b>	<b>33,790,870</b>	<b>266,637</b>	<b>34,057,507</b>
<b>Noncurrent Liabilities:</b>			
Bonds and notes payable	273,424,676	-	273,424,676
Accrued severance and compensated absences	6,509,029	-	6,509,029
Other post-employment benefits	41,873	-	41,873
<b>Total Noncurrent Liabilities</b>	<b>279,975,578</b>	<b>-</b>	<b>279,975,578</b>
<b>TOTAL LIABILITIES</b>	<b>313,766,448</b>	<b>266,637</b>	<b>314,033,085</b>
<b>NET POSITION</b>			
Invested in capital assets, net of related debt	8,057,190	171,996	8,229,186
Restricted	14,329,759	-	14,329,759
Unrestricted	21,770,088	1,155,906	22,925,994
<b>TOTAL NET POSITION</b>	<b>44,157,037</b>	<b>1,327,902</b>	<b>45,484,939</b>
<b>TOTAL LIABILITIES AND NET POSITION</b>	<b>\$ 357,923,485</b>	<b>\$ 1,594,539</b>	<b>\$ 359,518,024</b>

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

**WEST CHESTER AREA SCHOOL DISTRICT  
STATEMENT OF ACTIVITIES  
FOR THE YEAR ENDED JUNE 30, 2012**

	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Assets		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	Totals
<b>PRIMARY GOVERNMENT</b>							
<b>GOVERNMENTAL ACTIVITIES:</b>							
Instruction	\$119,941,565	\$ 846,715	\$ 15,521,382	\$ -	\$(103,573,468)	\$ -	\$(103,573,468)
Instructional student support	14,597,033	-	1,047,005	-	(13,550,028)	-	(13,550,028)
Administrative and financial support services	14,211,207	-	-	-	(14,211,207)	-	(14,211,207)
Operation and maintenance of plant services	15,529,375	220,596	1,374,812	-	(13,933,967)	-	(13,933,967)
Pupil transportation	13,365,853	-	4,295,070	-	(9,070,783)	-	(9,070,783)
Student activities	4,095,132	123,369	-	-	(3,971,763)	-	(3,971,763)
Community services	115,730	-	-	-	(115,730)	-	(115,730)
Interest on long-term debt	11,156,020	-	-	-	(11,156,020)	-	(11,156,020)
<b>TOTAL GOVERNMENTAL ACTIVITIES</b>	<b>193,011,915</b>	<b>1,190,680</b>	<b>22,238,269</b>	<b>-</b>	<b>(169,582,966)</b>	<b>-</b>	<b>(169,582,966)</b>
<b>BUSINESS-TYPE ACTIVITIES:</b>							
Food service	3,313,442	2,604,560	832,383	-	-	123,501	123,501
<b>TOTAL PRIMARY GOVERNMENT</b>	<b>\$196,325,357</b>	<b>\$ 3,795,240</b>	<b>\$ 23,070,652</b>	<b>\$ -</b>	<b>(169,582,966)</b>	<b>123,501</b>	<b>(169,459,465)</b>
<b>GENERAL REVENUES</b>							
Property taxes, levied for general purposes					144,010,689	-	144,010,689
Taxes levied for specific purposes					21,581,847	-	21,581,847
Grants, entitlements and contributions not restricted to specific programs					10,654,228	-	10,654,228
Investment earnings					194,070	2,269	196,339
Gain on sale of asset					9,929	-	9,929
Other					93,938	-	93,938
<b>TOTAL GENERAL REVENUES</b>					<b>176,544,701</b>	<b>2,269</b>	<b>176,546,970</b>
<b>CHANGE IN NET POSITION</b>					<b>6,961,735</b>	<b>125,770</b>	<b>7,087,505</b>
<b>NET POSITION, BEGINNING OF YEAR</b>					<b>37,195,302</b>	<b>1,202,132</b>	<b>38,397,434</b>
<b>NET POSITION, END OF YEAR</b>					<b>\$ 44,157,037</b>	<b>\$1,327,902</b>	<b>\$ 45,484,939</b>

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



**WEST CHESTER AREA SCHOOL DISTRICT  
BALANCE SHEET - GOVERNMENTAL FUNDS  
JUNE 30, 2012**

	<u>General Fund</u>	<u>Capital Projects Fund</u>	<u>Capital Reserve Fund</u>	<u>Other Governmental Fund</u>	<u>Totals</u>
<b>ASSETS</b>					
Cash and cash equivalents	\$ 17,356,041	\$ 638,242	\$ 3,062,173	\$ -	\$ 21,056,456
Investments	17,028,638	3,182,717	9,775,550	-	29,986,905
Investments - restricted	1,892,658	-	-	-	1,892,658
Taxes receivable	5,130,823	-	-	-	5,130,823
Due from other funds	-	-	1,500,000	-	1,500,000
Due from other governments	1,232,213	-	-	-	1,232,213
Other receivables	1,420,796	40,808	-	-	1,461,604
Prepaid expenses	1,277,682	-	-	-	1,277,682
<b>TOTAL ASSETS</b>	<b><u>\$ 45,338,851</u></b>	<b><u>\$ 3,861,767</u></b>	<b><u>\$ 14,337,723</u></b>	<b><u>\$ -</u></b>	<b><u>\$ 63,538,341</u></b>
<b>LIABILITIES AND FUND BALANCES</b>					
<b>LIABILITIES:</b>					
Accounts payable and accrued liabilities	\$ 4,103,124	\$ 3,066,925	\$ 7,964	\$ -	\$ 7,178,013
Due to other funds	1,498,654	1,346	-	-	1,500,000
Payroll accruals and withholdings	11,408,151	-	-	-	11,408,151
Deferred revenue	2,952,918	-	-	-	2,952,918
<b>TOTAL LIABILITIES</b>	<b><u>19,962,847</u></b>	<b><u>3,068,271</u></b>	<b><u>7,964</u></b>	<b><u>-</u></b>	<b><u>23,039,082</u></b>
<b>FUND BALANCES:</b>					
Nonspendable	1,277,682	-	-	-	1,277,682
Restricted	1,892,658	793,496	14,329,759	-	17,015,913
Committed	6,377,700	-	-	-	6,377,700
Assigned	3,473,360	-	-	-	3,473,360
Unassigned	12,354,604	-	-	-	12,354,604
<b>TOTAL FUND BALANCES</b>	<b><u>25,376,004</u></b>	<b><u>793,496</u></b>	<b><u>14,329,759</u></b>	<b><u>-</u></b>	<b><u>40,499,259</u></b>
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b><u>\$ 45,338,851</u></b>	<b><u>\$ 3,861,767</u></b>	<b><u>\$ 14,337,723</u></b>	<b><u>\$ -</u></b>	<b><u>\$ 63,538,341</u></b>

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

**WEST CHESTER AREA SCHOOL DISTRICT  
RECONCILIATION OF BALANCE SHEET - GOVERNMENTAL FUNDS  
TO STATEMENT OF NET POSITION  
JUNE 30, 2012**

TOTAL FUND BALANCES FOR GOVERNMENTAL FUNDS		\$ 40,499,259
<p>Amounts reported for governmental activities in the statement of net position are different because:</p>		
<p>Capital assets used in governmental activities are not financial resources and therefore are not reported as assets in the governmental funds. The cost of assets was \$446,462,186 and the accumulated depreciation was \$152,666,816.</p>		293,795,370
<p>Some of the District's revenues will be collected after year end but are not available soon enough to pay the current year's expenditures and therefore are reported as deferred revenue in the governmental funds.</p>		2,908,347
<p>Debt issuances resulted in deferred charges which will be amortized over the life of new debt but do not represent current rights and/or obligations. These assets and liabilities consist of:</p>		
Unamortized bond issuance costs		2,089,774
<p>Other post-employment benefits (OPEB) are not financial resources and therefore are not reported in the governmental funds.</p>		(41,873)
<p>Long-term liabilities applicable to the governmental activities are not due and payable in the current period and therefore are not reported in the governmental funds.</p>		
Accrued interest	\$ (2,053,135)	
Bonds and notes payable in future years	(286,531,676)	
Accumulated compensated absences	(6,509,029)	<u>(295,093,840)</u>
 TOTAL NET POSITION OF GOVERNMENTAL ACTIVITIES		 <u><u>\$ 44,157,037</u></u>

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

**WEST CHESTER AREA SCHOOL DISTRICT**  
**STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS**  
**FOR THE YEAR ENDED JUNE 30, 2012**

	General Fund	Capital Projects Fund	Capital Reserve Fund	Other Governmental Fund	Totals
<b>REVENUES</b>					
Local sources	\$ 167,580,433	\$ -	\$ 20,462	\$ -	\$ 167,600,895
State sources	28,615,828	-	-	-	28,615,828
Federal sources	4,121,709	149,992	-	-	4,271,701
<b>TOTAL REVENUES</b>	<u>200,317,970</u>	<u>149,992</u>	<u>20,462</u>	<u>-</u>	<u>200,488,424</u>
<b>EXPENDITURES</b>					
Current:					
Instruction	109,607,376	-	1,015,256	-	110,622,632
Support services	54,024,947	-	691,454	177,113	54,893,514
Operation of noninstructional services	4,050,198	-	-	-	4,050,198
Debt service:					
Principal	11,591,540	-	-	-	11,591,540
Interest	12,063,488	-	-	-	12,063,488
Fiscal agent fees	130,512	-	-	-	130,512
Capital outlays	426,521	5,299,313	-	-	5,725,834
<b>TOTAL EXPENDITURES</b>	<u>191,894,582</u>	<u>5,299,313</u>	<u>1,706,710</u>	<u>177,113</u>	<u>199,077,718</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>8,423,388</u>	<u>(5,149,321)</u>	<u>(1,686,248)</u>	<u>(177,113)</u>	<u>1,410,706</u>
<b>OTHER FINANCING SOURCES (USES)</b>					
Refund of prior year revenues	(36,146)	-	-	-	(36,146)
Refund of prior year expenditures	26,078	9,474	-	-	35,552
Proceeds from long-term debt	-	-	-	9,585,000	9,585,000
Payment to refund bonds	-	-	-	(9,484,197)	(9,484,197)
Premiums on bonds issued	-	-	-	76,310	76,310
Proceeds from sale of assets	-	-	9,929	-	9,929
Transfers in	-	-	1,500,000	-	1,500,000
Transfers out	(1,500,000)	-	-	-	(1,500,000)
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>(1,510,068)</u>	<u>9,474</u>	<u>1,509,929</u>	<u>177,113</u>	<u>186,448</u>
<b>NET CHANGE IN FUND BALANCES</b>	6,913,320	(5,139,847)	(176,319)	-	1,597,154
<b>FUND BALANCES, BEGINNING OF YEAR</b>	<u>18,462,684</u>	<u>5,933,343</u>	<u>14,506,078</u>	<u>-</u>	<u>38,902,105</u>
<b>FUND BALANCES, END OF YEAR</b>	<u>\$ 25,376,004</u>	<u>\$ 793,496</u>	<u>\$ 14,329,759</u>	<u>\$ -</u>	<u>\$ 40,499,259</u>

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

**WEST CHESTER AREA SCHOOL DISTRICT  
RECONCILIATION OF STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN  
FUND BALANCES - GOVERNMENTAL FUNDS TO STATEMENT OF ACTIVITIES  
FOR THE YEAR ENDED JUNE 30, 2012**

NET CHANGE IN FUND BALANCES - TOTAL GOVERNMENTAL FUNDS \$ 1,597,154

Amounts reported for governmental activities in the statement of activities are different because:

Capital outlays are reported in governmental funds as expenditures. However, in the statement of activities, the cost of those assets is capitalized and allocated over their estimated useful lives as depreciation expense. In the current period, these amounts are:

Capital outlays	\$ 5,905,677	
Depreciation expense	(12,206,758)	
Dispositions	<u>(24,494)</u>	(6,325,575)

Because some amounts will not be collected for several months after the District fiscal year ends, they are not considered as "available" revenues in the governmental funds.

Deferred tax revenues	(524,110)	
Other post-employment benefits	<u>(183,352)</u>	(707,462)

The issuance of long-term debt (e.g. bonds, notes) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes current financial resources of governmental funds. Neither transaction, however, has any effect on net position. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Debt issuance	(9,585,000)	
Refunded debt	9,300,000	
Principal repayments	<u>12,194,000</u>	11,909,000

Governmental funds report issuance costs as expenditures, bond discounts as other financing uses and bond premiums as other financing sources. However, these amounts are reported on the statement of net position as deferred charges and credits and are amortized over the life of the debt.

521,032

In the statement of activities, certain operating expenses--compensated absences (vacations and sick leave) and special termination benefits (early retirement)--are measured by the amounts earned during the year. In the governmental funds, however, expenditures for these items are measured by the amount of financial resources used (essentially, the amounts actually paid). This is the amount by which current period amounts earned exceeded current period compensated absences paid.

(231,901)

Interest on long-term debt in the statement of activities differs from the amount reported in the governmental funds because interest is recognized as an expenditure in the funds when it is due and thus requires the use of current financial resources. In the statement of activities, however, interest expense is recognized as the interest accrues, regardless of when it is due.

199,487

CHANGE IN NET POSITION OF GOVERNMENTAL ACTIVITIES

\$ 6,961,735

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

**WEST CHESTER AREA SCHOOL DISTRICT  
BUDGETARY COMPARISON STATEMENT - GENERAL FUND  
FOR THE YEAR ENDED JUNE 30, 2012**

	Budgeted Amounts		Actual	Variance With Final Budget Positive (Negative)
	Original	Final		
<b>REVENUES</b>				
Local sources	\$ 164,855,362	\$ 164,855,362	\$ 167,580,433	\$ 2,725,071
State sources	29,291,308	29,291,308	28,615,828	(675,480)
Federal sources	4,272,269	4,272,269	4,121,709	(150,560)
<b>TOTAL REVENUES</b>	<u>198,418,939</u>	<u>198,418,939</u>	<u>200,317,970</u>	<u>1,899,031</u>
<b>EXPENDITURES</b>				
Current:				
Instruction				
Regular programs, elementary/secondary	79,752,198	80,063,866	76,997,033	3,066,833
Special programs, elementary/secondary	26,969,826	27,975,189	27,248,910	726,279
Vocational education programs	4,747,639	4,742,593	4,543,897	198,696
Other instructional programs	626,785	804,810	767,512	37,298
Nonpublic school programs	32,269	25,150	21,055	4,095
Adult education programs	30,124	35,807	28,969	6,838
Total Instruction	<u>112,158,841</u>	<u>113,647,415</u>	<u>109,607,376</u>	<u>4,040,039</u>
Support services				
Pupil personnel	7,402,453	7,325,909	7,160,311	165,598
Instructional staff	5,864,741	5,753,725	5,081,062	672,663
Administration	10,038,207	10,041,709	9,357,804	683,905
Pupil health	2,046,740	2,062,217	1,808,091	254,126
Business	1,479,372	1,555,418	1,500,459	54,959
Operation and maintenance of plant services	16,707,075	15,156,482	14,027,496	1,128,986
Student transportation services	12,941,415	12,949,167	12,873,828	75,339
Central	2,300,930	2,233,860	2,089,509	144,351
Other support services	147,000	147,000	126,387	20,613
Total Support Services	<u>58,927,933</u>	<u>57,225,487</u>	<u>54,024,947</u>	<u>3,200,540</u>
Operation of noninstructional services				
Student activities	4,418,899	4,528,131	3,943,765	584,366
Community services	106,099	127,453	106,433	21,020
Total Operation of Noninstructional Services	<u>4,524,998</u>	<u>4,655,584</u>	<u>4,050,198</u>	<u>605,386</u>
Facilities acquisition				
Site acquisition	731,200	731,200	426,521	304,679
Debt service				
Principal, interest and fiscal agent fees	24,940,962	23,785,602	23,785,540	62
<b>TOTAL EXPENDITURES</b>	<u>201,283,934</u>	<u>200,045,288</u>	<u>191,894,582</u>	<u>8,150,706</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>(2,864,995)</u>	<u>(1,626,349)</u>	<u>8,423,388</u>	<u>10,049,737</u>
<b>OTHER FINANCING SOURCES (USES)</b>				
Refund of prior year revenues	-	(65,000)	(36,146)	28,854
Refund of prior year expenditures	-	-	26,078	26,078
Budgetary reserve	-	(41,576)	-	41,576
Transfers out	(367,932)	(1,500,002)	(1,500,000)	2
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>(367,932)</u>	<u>(1,606,578)</u>	<u>(1,510,068)</u>	<u>96,510</u>
<b>NET CHANGE IN FUND BALANCE</b>	(3,232,927)	(3,232,927)	6,913,320	10,146,247
<b>FUND BALANCE, BEGINNING OF YEAR</b>	<u>18,462,684</u>	<u>18,462,684</u>	<u>18,462,684</u>	<u>-</u>
<b>FUND BALANCE, END OF YEAR</b>	<u>\$ 15,229,757</u>	<u>\$ 15,229,757</u>	<u>\$ 25,376,004</u>	<u>\$ 10,146,247</u>

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

**WEST CHESTER AREA SCHOOL DISTRICT  
STATEMENT OF NET POSITION - PROPRIETARY FUND  
JUNE 30, 2012**

	<u>Food Service Fund</u>
<b>ASSETS</b>	
<b>CURRENT ASSETS:</b>	
Cash and cash equivalents	\$ 179,245
Investments	1,212,929
Due from other governments	12,786
Other receivables	7,468
Inventories	<u>10,115</u>
<b>TOTAL CURRENT ASSETS</b>	<u>1,422,543</u>
 <b>CAPITAL ASSETS:</b>	
Furniture and equipment, net	<u>171,996</u>
 <b>TOTAL ASSETS</b>	 <u><u>\$ 1,594,539</u></u>
 <b>LIABILITIES AND NET POSITION</b>	
<b>CURRENT LIABILITIES:</b>	
Accounts payable and accrued liabilities	\$ 191,334
Deferred revenue	<u>75,303</u>
<b>TOTAL LIABILITIES</b>	<u>266,637</u>
 <b>NET POSITION:</b>	
Invested in capital assets	171,996
Unrestricted	<u>1,155,906</u>
<b>TOTAL NET POSITION</b>	<u>1,327,902</u>
 <b>TOTAL LIABILITIES AND NET POSITION</b>	 <u><u>\$ 1,594,539</u></u>

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

**WEST CHESTER AREA SCHOOL DISTRICT**  
**STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION -**  
**PROPRIETARY FUND**  
**FOR THE YEAR ENDED JUNE 30, 2012**

	<u>Food Service Fund</u>
OPERATING REVENUES	
Food service revenues	\$ 2,604,560
TOTAL OPERATING REVENUES	<u>2,604,560</u>
OPERATING EXPENSES	
Professional and contract services	3,217,295
Depreciation	43,048
Other operating costs	53,099
TOTAL OPERATING EXPENSES	<u>3,313,442</u>
OPERATING LOSS	<u>(708,882)</u>
NONOPERATING REVENUES	
State sources	69,678
Federal sources	760,073
Local sources	2,632
Interest income	2,269
TOTAL NONOPERATING REVENUES	<u>834,652</u>
CHANGE IN NET POSITION	125,770
NET POSITION, BEGINNING OF YEAR	<u>1,202,132</u>
NET POSITION, END OF YEAR	<u><u>\$ 1,327,902</u></u>

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

**WEST CHESTER AREA SCHOOL DISTRICT  
STATEMENT OF CASH FLOWS - PROPRIETARY FUND  
FOR THE YEAR ENDED JUNE 30, 2012**

	<u>Food Service Fund</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Receipts from customers	\$ 2,612,606
Payments to suppliers	<u>(3,188,700)</u>
<b>NET CASH USED BY OPERATING ACTIVITIES</b>	<u>(576,094)</u>
<b>CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:</b>	
State sources	71,895
Federal sources	659,157
Local sources	<u>2,632</u>
<b>NET CASH PROVIDED BY NONCAPITAL FINANCING ACTIVITIES</b>	<u>733,684</u>
<b>CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:</b>	
Purchase of capital assets	<u>(30,808)</u>
<b>NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES</b>	<u>(30,808)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	
Purchase of investment securities and deposits to investment pools	(5,568)
Interest income	<u>2,269</u>
<b>NET CASH USED BY INVESTING ACTIVITIES</b>	<u>(3,299)</u>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	123,483
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<u>55,762</u>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<u>\$ 179,245</u>
<b>RECONCILIATION OF OPERATING LOSS TO NET CASH USED BY OPERATING ACTIVITIES</b>	
Operating loss	\$ (708,882)
Adjustments to reconcile operating loss to net cash used by operating activities:	
Depreciation	43,048
Commodities usage	117,678
Changes in assets and liabilities:	
Decrease in other receivables	933
Decrease in inventories	3,905
(Decrease) in accounts payable and accrued liabilities	(35,984)
Increase in deferred revenue	<u>3,208</u>
<b>NET CASH USED BY OPERATING ACTIVITIES</b>	<u>\$ (576,094)</u>
<b>SUPPLEMENTAL DISCLOSURE:</b>	
<b>NONCASH NONCAPITAL FINANCING ACTIVITY:</b>	
USDA donated commodities	<u>\$ 113,773</u>

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



**WEST CHESTER AREA SCHOOL DISTRICT  
STATEMENT OF NET POSITION - FIDUCIARY FUNDS  
JUNE 30, 2012**

	<u>Student Activity Funds</u>	<u>Other Agency Fund</u>	<u>Total Agency Funds</u>	<u>Private- Purpose Trust</u>
<b>ASSETS</b>				
Cash and cash equivalents	\$ 318,771	\$ 58,177	\$ 376,948	\$ 586,215
Other receivables	<u>-</u>	<u>24,780</u>	<u>24,780</u>	<u>-</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 318,771</u></u>	<u><u>\$ 82,957</u></u>	<u><u>\$ 401,728</u></u>	<u><u>\$ 586,215</u></u>
<b>LIABILITIES AND NET POSITION</b>				
<b>LIABILITIES:</b>				
Other current liabilities	\$ 318,771	\$ 82,957	\$ 401,728	\$ -
<b>TOTAL LIABILITIES</b>	<u><u>318,771</u></u>	<u><u>82,957</u></u>	<u><u>401,728</u></u>	<u><u>-</u></u>
<b>NET POSITION:</b>				
Restricted	<u>-</u>	<u>-</u>	<u>-</u>	<u>586,215</u>
<b>TOTAL NET POSITION</b>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>586,215</u></u>
<b>TOTAL LIABILITIES AND NET POSITION</b>	<u><u>\$ 318,771</u></u>	<u><u>\$ 82,957</u></u>	<u><u>\$ 401,728</u></u>	<u><u>\$ 586,215</u></u>

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

**WEST CHESTER AREA SCHOOL DISTRICT  
STATEMENT OF CHANGES IN NET POSITION - FIDUCIARY FUNDS  
FOR THE YEAR ENDED JUNE 30, 2012**

	<u>Private- Purpose Trust</u>
<b>ADDITIONS</b>	
Gifts and contributions	<u>\$ 957,257</u>
<b>TOTAL ADDITIONS</b>	<u>957,257</u>
<b>DEDUCTIONS</b>	
Grants	<u>947,597</u>
<b>TOTAL DEDUCTIONS</b>	<u>947,597</u>
<b>CHANGE IN NET POSITION</b>	9,660
<b>NET POSITION, BEGINNING OF YEAR</b>	<u>576,555</u>
<b>NET POSITION, END OF YEAR</b>	<u><u>\$ 586,215</u></u>

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

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The District's financial statements are prepared in accordance with generally accepted accounting principles ("GAAP"). The Governmental Accounting Standards Board ("GASB") is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). The more significant accounting policies established in GAAP and used by the District are discussed below.

Reporting Entity

The District is governed by an elected Board of Directors. Generally accepted accounting principles require that the financial statements present the District and its component units, entities for which the District is considered to be financially accountable. Blended component units, although legally separate entities, are, in substance, part of the school district's operations and, therefore, data from these units are required to be combined with data of the primary school district. Each discretely presented component unit, on the other hand, is required to be reported in a separate column in the entity-wide financial statements to emphasize it is legally separate from the school district. Based on the application of these principles, there are no component units presented in the District's financial statements.

Entity-wide and Fund Financial Statements

The entity-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the nonfiduciary activities of the District and its component units. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services or privileges provided by a given function or segment; and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for governmental funds, proprietary funds and fiduciary funds even though the latter are excluded from the entity-wide financial statements. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Property taxes, franchise taxes, licenses and interest associated with the current fiscal period are all considered to be susceptible to accrual and, therefore, have been recognized as revenues of the current fiscal period. Only a portion of special assessments receivable due within the current fiscal period is considered to be susceptible to accrual as revenue of the current period. All other revenue items are considered to be measurable and available only when cash is received by the District.

The District reports the following major government funds:

**General Fund** - The General Fund is the District's primary operating fund. It accounts for all financial resources, except those required to be accounted for in another fund.

**Capital Projects Fund** - The Capital Projects Fund is used to account for financial resources to be used for the acquisition or construction of major capital assets other than those financed by enterprise operations.

**Capital Reserve Fund** - This capital reserve fund is used for funds set aside that are legally restricted to expenditures for specific purposes.

The District reports one nonmajor fund (debt service) which is used to record certain debt activity.

The District reports the following major proprietary fund:

**Food Service Fund** - The Food Service Fund (an Enterprise Fund) is used to account for the operations of the District's school cafeterias that are financed and operated in a manner similar to a private business enterprise wherein the intent of the governing body is that the cost of providing goods or services to the school population on a continuing basis will be recovered or financed primarily through user charges.

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Additionally, the District reports the following fund types:

***Fiduciary Funds*** - Fiduciary Funds are used to account for assets held by the District in a trustee capacity or as an agent for individuals, private organizations or other governments. These include private-purpose trust funds and agency funds. Private-purpose trust funds account for resources, including both principal and earnings, which must be expended in accordance with a trust agreement and are accounted for in essentially the same manner as proprietary funds. Agency funds are purely custodial and thus do not involve measurement of the results of operations.

For purposes of the statement of cash flows of proprietary funds, cash equivalents include all highly liquid debt instruments with original maturities of three months or less.

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed.

Assets, Liabilities and Net Position or Equity

***Deposits and Investments***

Under Section 440-1 of the Public School code of 1949, as amended, the District is permitted to invest funds consistent with sound business practices in the following types of investments:

- Obligations of (a) the United States of America or any of its agencies or instrumentalities backed by the full faith and credit of the United States of America; (b) the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by the full faith and credit of the Commonwealth; or (c) any political subdivision of the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by the full faith and credit of the political subdivision.
- Deposits in savings accounts or time deposits or share accounts of institutions insured by the Federal Deposit Insurance Corporation ("FDIC") or the Federal Savings and Loan Insurance Corporation ("FSLIC") to the extent that such accounts are so insured and, for any amounts above the insured maximum, provided that approved collateral as provided by law therefore shall be pledged by the depository.

***Receivables and Payables***

Activity between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year is referred to as either "due to/from other funds" (i.e., the current portion of interfund loans) or "advances to/from other funds" (i.e., the noncurrent portion of interfund loans). All other outstanding balances between funds are reported as "due to/from other funds." Any residual balances outstanding between the governmental activities and business-type activities are reported in the entity-wide financial statements as "internal balances."

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

All trade and property tax receivables are shown net of any allowance for uncollectibles. There are no allowances at June 30, 2012.

Taxes are levied on July 1 and payable in the following periods:

Discount Period	-	July 1 to August 31	-	2% of gross levy
Flat Period	-	September 1 to October 31		
Penalty Period	-	November 1 to collection	-	10% of gross levy
Lien Date	-	January 15		

***Prepaid Items***

Certain payments to vendors reflect costs applicable to future accounting periods and are reported as prepaid items in both entity-wide and fund financial statements.

***Capital Assets***

Capital assets, which include property, plant and equipment, are reported in the applicable governmental or business-type activities columns in the entity-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend assets' lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during construction is not capitalized.

Property, plant and equipment is depreciated using the straight-line method over the following estimated useful lives:

Buildings	20-40 years
Land improvements	20 years
Furniture and equipment	3-10 years

***Compensated Absences***

It is the District's policy to permit employees to accumulate earned but unused vacation and sick pay benefits. The liability for unpaid accumulated sick leave is accounted for in the accrued severance pay. This time is paid out only through severance pay calculations.

District employees who are required to work on a 12-month schedule are credited with vacation at rates which vary with length of service or job classification. Vacation must be taken in the year subsequent to when it was earned. If separation of service occurs in the year subsequent to

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

earning, then the unused balance of the amount earned in the prior year is paid at separation. The liability at June 30 represents vacation earned at that date that will be taken in the subsequent year.

*Accrued Severance Pay*

Administrative, instructional, secretarial and support personnel who have completed at least 15 years of credited District service and retire under the normal PSERS guidelines, receive severance pay in the form of compensation. Administrative personnel receive \$45 - \$80 per day for every day of accumulated sick and personal days at retirement. Instructional personnel receive \$45 - \$80 per day. Secretarial and support personnel receive \$75 per day for every day of accumulated sick and personal days at retirement to a maximum \$10,000 of compensation. Severance pay generally is liquidated by the General Fund.

*Long-term Obligations*

In the entity-wide financial statements and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities or proprietary fund type statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the straight-line method which approximates the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

*Early Implementation of GASB Statements*

During the current year, the District elected to implement GASB Statement No. 61, "The Financial Reporting Entity: Omnibus." This new guidance affects the treatment of component units within the financial statements. The implementation of this new Statement did not have an effect on the District's current year financial statements.

During the current year, the District elected to implement GASB Statement No. 62, "Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements." This new guidance codifies pre-1989 standards set by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants (AICPA), which are followed for proprietary fund and entity-wide reporting. The District's notes to the financial statements have been revised to reflect the level of disclosure required by the new Statement.

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

During the current year, the District elected to implement GASB Statement No. 63, "Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position." This new guidance creates two sections to the balance sheet (deferred outflows and deferred inflows) and revises other proprietary fund and entity-wide terminology as a result of this change. The District's proprietary fund and entity-wide balance sheets have been revised to reflect the new terminology. At June 30, 2012, the District had no deferred inflows or deferred outflows.

*Fund Equity*

Fund balance will be displayed in the following classification (if applicable) depicting the relative strength of the spending constraints placed on the purposes for which resources can be used:

*Nonspendable* – that portion of the fund balance that cannot be spent because it is either in a nonspendable form or legally or contractually required to be maintained intact.

*Restricted* – that portion of the fund balance that is constrained to be used for a specific purpose as per an external party or law.

*Committed* – that portion of the balance that is to be used for a specific purpose as per School Board motion. These constraints can be removed or changed by equal level action. Action to constrain resources should occur prior to the fiscal year end. Direction from the School Board can commit specific dollar amounts, percentages or funds related to a specific activity.

*Assigned* – that portion of the fund balance that is intended to be used for a specific purpose as per the Property and Finance Committee, the Superintendent or the Business Manager.

*Unassigned* – that portion of the fund balance that represents expendable available financial resources. It is the residual after the nonspendable, restricted, committed and assigned portions are deducted from the total fund balance.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balances are available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds and, finally, unassigned funds, as needed, unless the Board has provided otherwise in its commitment or assignment actions.

NOTE 2 BUDGETARY INFORMATION

Budgets are adopted on a basis consistent with generally accepted accounting principles. An annual appropriated budget is adopted for the general fund. All annual appropriations lapse at fiscal year end. Project-length financial plans are adopted for all capital projects funds.



WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 2 BUDGETARY INFORMATION

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

1. The business manager submits to the School Board a proposed operating budget for the fiscal year commencing the following July 1. The operating budget includes proposed expenditures and the means of financing them.
2. Public hearings are conducted at the District offices to obtain taxpayer comments.
3. Prior to July 1, the budget is legally enacted through passage of an ordinance.
4. Formal budgetary integration is employed as a management control device during the year for the general fund.
5. Budgeted amounts are as originally adopted, or as amended by the School Board.

NOTE 3 DEPOSITS

Statutes authorize the District to invest in U.S. Treasury bills; short-term obligations of the U.S. government or its agencies; deposits in savings accounts or time deposits insured by the FDIC or the National Credit Union Share insurance fund, and for any amounts above the insured maximum, provided that approved collateral is pledged by the depository; obligations of the United States of America, the Commonwealth of Pennsylvania, any of its agencies or instrumentalities or any of its political subdivisions backed by the full faith and credit of the political subdivision; or approved local government investment pools or mutual funds.

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned. The District does not have a policy for custodial credit risk but operates under the provisions of Commonwealth laws (Act 72). At June 30, 2012, the carrying amount of the District's deposits was \$22,198,864 and the bank balance was \$23,902,387. Of the bank balance, \$250,000 was covered by federal depository insurance. The remaining balance was fully collateralized. This collateral was held by the depository's agent on a pooled basis not in the District's name.

NOTE 4 INVESTMENTS

Statutes authorize the District to invest in U.S. Treasury bills; short-term obligations of the U.S. government or its agencies; deposits in savings accounts or time deposits insured by the FDIC or the National Credit Union Share insurance fund, and for any amounts above the insured maximum, provided that approved collateral is pledged by the depository; obligations of the United States of America, the Commonwealth of Pennsylvania, any of its agencies or instrumentalities or any of its political subdivisions backed by the full faith and credit of the political subdivision; or approved local government investment pools or mutual funds.

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 4 INVESTMENTS (cont'd)

As of June 2012, the District had the following investments.

Investments held in the District's Name:

<u>Money Market</u>	
General fund accounts	\$ 152,908
Capital reserve fund account	<u>65,942</u>
Total Money Market	<u>218,850</u>
<u>Agencies and CDs</u>	
General fund accounts	10,007,320
Capital reserve fund account	<u>9,693,986</u>
Total Agencies and CDs	<u>19,701,306</u>
Total Investments held in the District's Name	<u>\$ 19,920,156</u>

The District purchases money market holdings, certificates of deposit ("CDs") and agencies through Fulton Financial Advisors. The money market is a federal money market fund and maintains a stable net asset value of \$1 per share, is rated by a nationally recognized statistical rating organization and is subject to an independent annual audit. As of June 30, 2012, it was rated AAA by a nationally recognized statistical rating agency. Fulton Financial Advisors is a registered member of the Securities and Exchange Commission and subject to the Commission's oversight. Investments are in short-term securities in accordance with the District's investment policy and school district code. All agencies purchased are highly rated by a nationally recognized rating agency. All CDs are purchased at values to stay within the FDIC insurance limits.

Pooled Investments:

<u>Pennsylvania School District Liquid Asset Fund ("PSDLAF")</u>	
General fund accounts	\$ 1,991,498
Capital reserve fund account	<u>778</u>
Total Pennsylvania School District Liquid Asset Fund	<u>1,992,276</u>
<u>Pennsylvania Local Government Investment Trust ("PLGIT")</u>	
Capital project fund account	3,182,717
Capital reserve fund account	<u>14,843</u>
Total Pennsylvania Local Government Investment Trust	<u>3,197,560</u>
<u>Pennsylvania Treasurer's Investment Program ("PTIP")</u>	
General fund account	6,769,570
Capital reserve fund account	1
Food service fund account	<u>1,212,929</u>
Total Pennsylvania Treasurer's Investment Program	<u>7,982,500</u>
TOTAL POOLED INVESTMENTS	<u>\$ 13,172,336</u>

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 4 INVESTMENTS (cont'd)

Although not registered with the Securities and Exchange Commission and not subject to regulatory oversight, PSDLAF, PLGIT and PTIP act like money market mutual funds in that its objective is to maintain a stable net asset value of \$1 per share, is rated by a nationally recognized statistical rating organization and is subject to an independent annual audit. As of June 30, 2012, each was rated as AAA by a nationally recognized statistical rating agency.

NOTE 5 TAXES RECEIVABLE

Taxes receivable as of year end for the District, in the aggregate, are as follows:

	<u>General Fund</u>
Real estate taxes	\$ 3,285,357
Transfer taxes	299,500
Earned income taxes	<u>1,545,966</u>
Net Taxes Receivable	<u>\$ 5,130,823</u>

The District's evaluation of taxes resulted in no allowance for uncollectible accounts, as all taxes are deemed to be collectible through tax liens.

Governmental funds report deferred revenue in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period. Governmental funds also defer revenue recognition in connection with resources that have been received but not yet earned. At the end of the current fiscal year, the various components of deferred revenue and unearned revenue reported in the governmental funds were as follows:

Delinquent real estate taxes	\$ 2,908,347
Other deferred revenue	<u>44,571</u>
TOTAL	<u>\$ 2,952,918</u>

NOTE 6 CAPITAL ASSETS

Capital asset activity for the year ended June 30, 2012 was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Transfers</u>	<u>Ending Balance</u>
GOVERNMENTAL ACTIVITIES					
Capital assets not being depreciated:					
Land	\$ 33,159,800	\$ -	\$ -	\$ -	\$ 33,159,800
Construction-in-progress	<u>1,715,107</u>	<u>4,805,966</u>	<u>24,494</u>	<u>(550,228)</u>	<u>5,946,351</u>
Total Capital Assets Not Being Depreciated	<u>34,874,907</u>	<u>4,805,966</u>	<u>24,494</u>	<u>(550,228)</u>	<u>39,106,151</u>

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 6 CAPITAL ASSETS (cont'd)

	Beginning Balance	Increases	Decreases	Transfers	Ending Balance
(cont'd)					
Capital assets being depreciated:					
Land improvements	14,452,651	-	-	-	14,452,651
Buildings	360,129,654	412,606	-	483,038	361,025,298
Furniture and equipment	31,713,443	687,105	589,852	67,190	31,878,086
Total Capital Assets Being Depreciated	<u>406,295,748</u>	<u>1,099,711</u>	<u>589,852</u>	<u>550,228</u>	<u>407,356,035</u>
Accumulated depreciation for:					
Land improvements	2,981,571	720,534	-	-	3,702,105
Buildings	110,781,751	9,545,291	-	-	120,327,042
Furniture and equipment	27,286,388	1,940,933	589,852	-	28,637,669
Total accumulated depreciation	<u>141,049,710</u>	<u>12,206,758</u>	<u>589,852</u>	<u>-</u>	<u>152,666,816</u>
Total Capital Assets Being Depreciated, Net	<u>265,246,038</u>	<u>(11,107,047)</u>	<u>-</u>	<u>550,228</u>	<u>254,689,219</u>
Governmental Activities, Net	<u>\$300,120,945</u>	<u>\$ (6,301,081)</u>	<u>\$ 24,494</u>	<u>\$ -</u>	<u>\$293,795,370</u>
BUSINESS-TYPE ACTIVITIES					
Capital assets:					
Furniture and equipment	<u>\$ 528,499</u>	<u>\$ 30,808</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 559,307</u>
Total Capital Assets	<u>528,499</u>	<u>30,808</u>	<u>-</u>	<u>-</u>	<u>559,307</u>
Accumulated depreciation for:					
Furniture and equipment	<u>344,263</u>	<u>43,048</u>	<u>-</u>	<u>-</u>	<u>387,311</u>
Total Accumulated Depreciation	<u>344,263</u>	<u>43,048</u>	<u>-</u>	<u>-</u>	<u>387,311</u>
Business-type Activities					
Capital Assets, Net	<u>\$ 184,236</u>	<u>\$ (12,240)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 171,996</u>

Depreciation expense was charged to functions/programs of the District as follows:

Governmental activities:

Instruction	\$ 7,766,878
Instructional student support	997,873
Administrative and financial support services	970,859
Operation and maintenance of plant services	1,277,213
Pupil transportation	907,969
Student activities	278,082
Community services	7,884

Total Depreciation Expense - Governmental Activities \$ 12,206,758

Business-type Activities - Food Service \$ 43,048

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 7 INTERFUND RECEIVABLES, PAYABLES AND TRANSFERS

The composition of interfund balances as of June 30, 2012 is as follows:

	<u>Interfund Receivables</u>	<u>Interfund Payables</u>
General fund	\$ -	\$ 1,498,654
Capital reserve fund	1,500,000	-
Capital projects fund	-	1,346
<b>TOTAL</b>	<u>\$ 1,500,000</u>	<u>\$ 1,500,000</u>

Interfund receivables and payables exist as a result of a time lag between dates when goods and services were provided and payments between funds were made. All will be paid within one year. The general fund transferred \$1,500,000 to the capital reserve fund for the year ended June 30, 2012 to fund future planned capital expenditures.

NOTE 8 LONG-TERM DEBT

The following summarizes the changes in the long-term liabilities of governmental activities for the year ended June 30, 2012:

	<u>Principal Outstanding July 1, 2011</u>	<u>Maturities</u>	<u>Additions</u>	<u>Principal Outstanding June 30, 2012</u>	<u>Due on One Year</u>
General obligation note, Series B of 2000	\$ 5,649,000	\$1,019,000	\$ -	\$ 4,630,000	\$1,072,000
General obligation bonds, Series of 2002	1,265,000	1,265,000	-	-	-
General obligation bonds, Series of 2006	34,975,000	5,000	-	34,970,000	5,000
General obligation bonds, Series A of 2006	98,870,000	1,910,000	-	96,960,000	1,970,000
General obligation bonds, Series AA of 2006	11,820,000	1,705,000	-	10,115,000	1,765,000
General obligation bonds, Refunding Series of 2006	21,905,000	115,000	-	21,790,000	1,440,000
General obligation bonds, Refunding Series A of 2006	37,415,000	140,000	-	37,275,000	145,000
General obligation bonds, Series of 2007	9,300,000	9,300,000	-	-	-
General obligation bonds, Refunding Series of 2009	4,400,000	695,000	-	3,705,000	705,000
General obligation note, Series of 2009	9,995,000	5,000	-	9,990,000	5,000
General obligation bonds, Refunding Series of 2010	20,265,000	2,950,000	-	17,315,000	3,025,000
General obligation bonds, Refunding Series A of 2010	7,460,000	605,000	-	6,855,000	615,000

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 8 LONG-TERM DEBT (cont'd)

(continued)	Principal Outstanding July 1, 2011	Maturities	Additions	Principal Outstanding June 30, 2012	Due in One Year
General obligation bonds, Refunding Series AA of 2010	28,220,000	1,780,000	-	26,440,000	2,195,000
General obligation bonds, Refunding Series of 2011	-	-	9,585,000	9,585,000	165,000
	<u>291,539,000</u>	<u>21,494,000</u>	<u>9,585,000</u>	<u>279,630,000</u>	<u>\$13,107,000</u>
Deferred amounts:					
Issuance (discounts) premium	7,324,201	577,029	76,310	6,823,482	
Refunding deferred charge	<u>107,998</u>	<u>29,804</u>	<u>-</u>	<u>78,194</u>	
<b>LONG-TERM DEBT</b>	<u><b>\$298,971,199</b></u>	<u><b>\$22,100,833</b></u>	<u><b>\$9,661,310</b></u>	<u><b>\$286,531,676</b></u>	

*General Obligation Bonds*

Series of 2006, original principal amount of \$35,000,000, maturing May 15, 2007 through May 15, 2030, bearing interest ranging from 3.25% to 5.00%, interest payable semi-annually on May 15 and November 15. \$ 34,970,000

Series A of 2006, original principal amount of \$100,810,000, maturing May 15, 2007 through May 15, 2030, bearing interest ranging from 3.50% to 5.00%, interest payable semi-annually on May 15 and November 15. 96,960,000

Series AA of 2006, original principal amount of \$18,390,000, maturing October 1, 2006 through October 1, 2020, bearing interest ranging from 3.75% to 4.00%, interest payable semi-annually on April 1 and October 1. 10,115,000

Refunding Series of 2006, original principal amount of \$22,245,000, maturing April 15, 2007 through April 15, 2024, bearing interest ranging from 4.00% to 4.25%, interest payable semi-annually on April 15 and October 15. 21,790,000

Refunding Series A of 2006, original principal amount of \$37,935,000, maturing February 1, 2007 through February 1, 2027, bearing interest ranging from 3.50% to 4.50%, interest payable semi-annually on February 15 and August 15. 37,275,000

Series of 2009, original principal amount of \$10,700,000, maturing September 15, 2009 through September 15, 2016, bearing interest ranging from 1.75% to 3.00%, interest payable semi-annually on March 15 and September 15. 3,705,000

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 8 LONG-TERM DEBT (cont'd)

Refunding Series of 2010, original principal amount of \$22,330,000, maturing November 15, 2010 through November 15, 2017, bearing interest ranging from 1.25% to 2.625%, interest payable semi-annually on May 15 and November 15. 17,315,000

Refunding Series A of 2010, original principal amount of \$7,510,000, maturing May 15, 2011 through May 15, 2022, bearing interest ranging from 2.00% to 4.00%, interest payable semi-annually on May 15 and November 15. 6,855,000

Refunding Series AA of 2010, original principal amount of \$28,220,000, maturing March 15, 2012 through March 15, 2022, bearing interest ranging from 2.00% to 5.00%, interest payable semi-annually on March 15 and September 15. 26,440,000

Refunding Series of 2011, original principal amount of \$9,585,000, maturing February 15, 2013 through February 15, 2029, bearing interest ranging from 2.00% to 3.20%, interest payable semi-annually on February 15 and August 15. This current refunding was undertaken to reduce total debt payments and resulted in an economic gain of \$822,959. 9,585,000

TOTAL BONDS 265,010,000

*General Obligation Notes*

Series B of 2000, original principal amount of \$13,461,000, maturing November 25, 2001 through November 25, 2015, bearing interest at a rate not to exceed 15%. Interest to be paid monthly. 4,630,000

Series of 2009, original principal amount of \$10,000,000, maturing September 15, 2010 through March 15, 2015, bearing interest at a rate not to exceed 25%. Interest to be paid monthly. 9,990,000

TOTAL NOTES 14,620,000

TOTAL BONDS AND NOTES \$279,630,000

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 8 LONG-TERM DEBT (cont'd)

Presented below is a summary of the bonds and notes debt service requirements to maturity by year:

<u>Year Ending June 30,</u>	<u>Principal Maturities</u>	<u>Interest Maturities</u>	<u>Total Maturities</u>
2013	\$ 13,107,000	\$ 11,568,931	\$ 24,675,931
2014	13,867,000	11,144,881	25,011,881
2015	14,335,000	10,682,071	25,017,071
2016	13,851,000	10,222,054	24,073,054
2017	14,310,000	9,768,486	24,078,486
2018-2022	80,480,000	39,876,679	120,356,679
2023-2027	99,070,000	20,365,048	119,435,048
2028-2030	30,610,000	2,446,191	33,056,191
	<u>\$279,630,000</u>	<u>\$116,074,341</u>	<u>\$395,704,341</u>

NOTE 9 CHANGES IN OTHER LONG-TERM LIABILITIES

Other long-term liabilities are summarized as follows:

	<u>Balance July 1, 2011</u>	<u>Additions (Deletions)</u>	<u>Balance June 30, 2012</u>
Accrued compensated absences	\$ 1,472,603	\$ (81,973)	\$ 1,390,630
Accrued severance	4,804,525	313,874	5,118,399
	<u>\$ 6,277,128</u>	<u>\$ 231,901</u>	<u>\$ 6,509,029</u>

NOTE 10 CONTINGENT LIABILITIES

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



WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 11 CONSTRUCTION COMMITMENTS

As of June 30, 2012, the District had construction projects yet to be completed. The commitments and amounts completed to date are as follows:

	<u>Contract Amount</u>	<u>Completed as of 06/30/2012</u>	<u>Commitments</u>
Renovations	<u>\$ 20,805,526</u>	<u>\$ 4,517,897</u>	<u>\$ 16,287,629</u>

In addition, the District has incurred costs totaling \$1,428,454 for project costs that were not under a formal contract as of June 30, 2012.

NOTE 12 RISK MANAGEMENT

The District self-insures worker's compensation through its Insurance Consortium. The District's Insurance Consortium is an association consisting of school districts, intermediate units and vocational-technical schools of the Commonwealth of Pennsylvania. The District obtained a self-insurance exemption from the Commonwealth of Pennsylvania, Department of Labor and Industry, Bureau of Worker's Compensation, which allows the District to self-insure workers' compensation.

Each year the District is required to deposit funds into the central fund. The District then is billed monthly for actual claims for the current year paid during the previous month up to the level of retention. After the level of retention is reached, claim payments are made from the central fund. At the end of each fiscal year, reserves are established or adjusted on all outstanding claims. Funds in the central fund at the end of the fiscal year are not refunded.

Additionally, the District self-insures group dental, vision and prescription coverage. The District has accrued a three-month value for potential claims under dental, vision and prescription coverage.

NOTE 13 EMPLOYEE RETIREMENT SYSTEMS AND PENSION PLANS

School districts in the Commonwealth of Pennsylvania participate in a state-administered pension program. Under the program, contributions are made by each of three parties - the school district, the state and the employee. All full-time employees of the District, and part-time employees who meet certain minimum employment requirements, participate in the program.

The District's contributions for the years ended June 30, 2012, 2011 and 2010 totaled \$7,377,780, \$5,035,278 and \$4,203,795, respectively. Total covered payroll was \$85,292,259, and total payroll was \$86,232,489 for the current year. Shown on the following page is a summary of plan benefit and asset information:

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 13 EMPLOYEE RETIREMENT SYSTEMS AND PENSION PLANS (cont'd)

Plan Description

**Name of Plan** - The Public School Employees' Retirement System of Pennsylvania (the "System").

**Type of Plan** - Governmental cost-sharing multiple-employer defined-benefit plan.

**Benefits** - Retirement and disability, legislative mandated *ad hoc* cost-of-living adjustments, health care insurance premium assistance to qualified annuitants.

**Authority** - The Public School Employee's Retirement Code (Act No. 96 of October 2, 1975, as amended), 24 Pa. C.S. 8101-8535.

**Annual Financial Report** - The System issues a comprehensive annual financial report that includes financial statements and required supplementary information for the plan. A copy of the report may be obtained by writing to Public School Employees' Retirement System, P.O. Box 125, Harrisburg, PA 17108-0123.

Funding Policy

**Authority** - The contribution policy is established in the Public School Employee's Retirement Code and requires contributions by active members, employers and the Commonwealth.

**Contribution Rates** - Members contribute from 5.25 to 7.50 percent of their qualifying compensation, depending on when their employment began.

Contributions required of employers are based upon an actuarial valuation. For the fiscal year ended June 30, 2012, the rate of employer contribution was 8.65 percent of covered payroll.

NOTE 14 OTHER POST-EMPLOYMENT BENEFITS

Plan Description

The District provides a defined-benefit post-employment healthcare benefit, which provides medical benefits to eligible retirees and their spouses. The District has four bargaining units which participate in this plan: the West Chester Education Support Personnel, the Custodial Bargaining Unit, the teachers and the administrators. In addition, the nonbargaining staff members participate in the plan. All except administrators are eligible to receive post-retirement benefits at age 50 with 15 years of service in the District. For administrators, the eligibility requirements are age 50 with 10 years of service in the District and at least five years of service as an administrator. The employee must retire from service to receive the post-employment benefits and not work for another school district.

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 14 OTHER POST-EMPLOYMENT BENEFITS (cont'd)

The health insurance plan is a single-employer, defined-benefit OPEB plan. The medical, prescription drug, dental and vision benefits are self-insured. Only the PC-65 product is fully insured. The medical benefits are administered through Blue Cross and the prescription drug benefits through Caremark. Separate financial statements are not issued for the plan. The term life insurance is purchased from U.S. Life; the Universal Life coverage is purchased from Genworth Financial.

Funding Policy

As established by either collective bargaining or school policy, all groups except for administrators are entitled to receive, at retirement, the single coverage provided to active employees in the Personal Choice 10/20/70 plan. Administrators receive both retiree and spousal coverage. For all other eligible retirees, the coverage is provided for the retiree only. A retiree can elect a higher coverage but the retiree must pay the difference in the premium cost. The District is responsible for funding the balance of the benefits. Teachers hired after July 1, 2003 do not receive post-retirement healthcare coverage but instead receive a \$20,000 credit to a Health Reimbursement Account at retirement.

As of July 1, 2010, the most recent valuation, the District has no segregated assets to fund this liability. It is the intention of the District to pay the premium each year as it comes due.

Funding Progress

The schedule of funding progress of OPEB is as follows:

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
7/1/2010	\$ -	\$26,658,307	\$26,658,307	0.00%	\$86,718,957	30.74%
7/1/2008	\$ -	\$34,304,681	\$34,304,681	0.00%	\$87,772,879	39.08%

The actuarial valuation of an ongoing plan involves estimates of the value of reported amounts and assumptions about the probability of occurrences of events far into the future. Examples include assumptions about future employment and mortality. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revisions as actual results are compared with past expectations and new estimates are made into the future. The schedule of funding progress, presented as required supplemental information following the notes to the financial statements, presents information about the actuarial value of the plan assets. In subsequent years, this schedule will present multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 14 OTHER POST-EMPLOYMENT BENEFITS (cont'd)

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan and include the types of benefits provided at the time of each valuation and the historical sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actual value of assets, consistent with the long-term perspective of the calculations. In the July 1, 2010 actuarial valuation, the following actuarial assumptions were used:

Interest	-	4.5% compounded annually net of investment expenses
Amortization method	-	Level dollar method at the valuation interest rate
Amortization period	-	30 years
Salary increases	-	4% cost of living + merit 0.25% to 3% per year
Actuarial valuation cost method	-	Entry age normal

Annual OPEB Cost and Net OPEB Obligations

The District's annual other post-employment benefit ("OPEB") cost (expense) is calculated based on the annual required contribution ("ARC") of the employer. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and to amortize any unfunded actuarial liabilities over a period not to exceed 30 years. The following table shows the components of the District's annual OPEB cost for the year, the amount actually contributed to the plan and the changes in the District's net OPEB obligation.

Annual OPEB Cost:		
Normal cost		\$ 1,450,855
Amortization of unfunded actuarial accrued liability		1,103,119
Interest on net OPEB obligation		(6,367)
Funding adjustment		5,854
		<u>5,854</u>
<b>ANNUAL OPEB COST</b>		<b>\$ 2,553,461</b>
		<u>2,553,461</u>
Net OPEB Obligation (Asset):		
Normal OPEB obligation (asset) July 1, 2011		\$ (141,479)
OPEB cost for year ended June 30, 2012		2,553,461
Contribution for year ended June 30, 2012		(2,370,109)
		<u>(2,370,109)</u>
<b>NET OPEB OBLIGATION</b>		<b>\$ 41,873</b>
		<u>41,873</u>

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO FINANCIAL STATEMENTS

NOTE 15 FUND BALANCES

As of June 30, 2012, fund balances are composed of the following:

	<u>General Fund</u>	<u>Capital Projects Fund</u>	<u>Capital Reserve Fund</u>	<u>Total Governmental Funds</u>
Nonspendable	\$ 1,277,682	\$ -	\$ -	\$ 1,277,682
Restricted:				
Capital projects	-	793,496	14,329,759	15,123,255
Healthcare	1,892,658	-	-	1,892,658
Committed:				
PSERS	3,700,000	-	-	3,700,000
Healthcare	2,677,700	-	-	2,677,700
Assigned:				
Tax stabilization	3,349,200	-	-	3,349,200
Gate receipts	124,160	-	-	124,160
Unassigned	<u>12,354,604</u>	<u>-</u>	<u>-</u>	<u>12,354,604</u>
Total fund balances	<u>\$ 25,376,004</u>	<u>\$ 793,496</u>	<u>\$ 14,329,759</u>	<u>\$ 40,499,259</u>

NOTE 16 ON-BEHALF PAYMENTS FOR FRINGE BENEFITS

The District recognizes as revenue and expenses contributions made by the Commonwealth of Pennsylvania to be used for District employees' social security and pension contributions. On-behalf payments to the District totaled \$3,172,963 and \$3,688,225 for social security and retirement contributions, respectively. These contributions are recorded in the General Fund as revenue and expenditures.

NOTE 17 SUBSEQUENT EVENTS

On July 23, 2012, the District issued \$60,330,000 of General Obligation bonds at interest rates between 0.50 and 3.03 percent. Interest is payable semi-annually beginning November 15, 2012. The bonds mature beginning May 15, 2013 and continuing through May 15, 2032. The proceeds of the bonds were used to refund a portion of the District's outstanding General Obligation bonds, Series 2006 A and to provide \$21,000,000 in new capital funding. The debt service savings achieved through the refinancing portion of this bond issue totaled \$3,677,738.

The District has evaluated all subsequent events through November 29, 2012, the date the financial statements were available to be issued.

**SINGLE AUDIT**

**REPORT ON INTERNAL CONTROL  
OVER FINANCIAL REPORTING AND ON  
COMPLIANCE AND OTHER MATTERS BASED  
ON AN AUDIT OF FINANCIAL STATEMENTS  
PERFORMED IN ACCORDANCE WITH  
GOVERNMENT AUDITING STANDARDS**

November 29, 2012

Board of School Directors  
West Chester Area School District  
West Chester, Pennsylvania

We have audited the financial statements of the governmental activities, the business-type activities, each major fund and the aggregate remaining fund information of West Chester Area School District, West Chester, Pennsylvania as of and for the year ended June 30, 2012, which collectively comprise West Chester Area School District's basic financial statements, and have issued our report thereon dated November 29, 2012.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

Management of West Chester Area School District, West Chester, Pennsylvania, is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered West Chester Area School District, West Chester, Pennsylvania's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of West Chester Area School District, West Chester, Pennsylvania's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the District's internal control over financial reporting.

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

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Board of School Directors  
West Chester Area School District

Compliance and Other Matters

As part of obtaining reasonable assurance about whether West Chester Area School District's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion.

The results of our tests disclosed no instances of noncompliance that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the Board of School Directors, management and federal awarding agencies and pass-through entities; and is not intended to be and should not be used by anyone other than these specified parties.

*Barbacane, Thornton & Company LLP*  
BARBACANE, THORNTON & COMPANY LLP



REPORT ON COMPLIANCE  
WITH REQUIREMENTS THAT COULD HAVE A  
DIRECT AND MATERIAL EFFECT ON EACH  
MAJOR PROGRAM AND ON INTERNAL CONTROL  
OVER COMPLIANCE IN ACCORDANCE  
WITH OMB CIRCULAR A-133

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November 29, 2012

Board of School Directors  
West Chester Area School District  
West Chester, Pennsylvania

Compliance

We have audited the compliance of West Chester Area School District, West Chester, Pennsylvania, with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2012. West Chester Area School District's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and recommendations. Compliance with the requirements of laws, regulations, contracts and grants applicable to each of its major federal programs is the responsibility of West Chester Area School District's management. Our responsibility is to express an opinion on West Chester Area School District's compliance based on our audit.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about West Chester Area School District's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on West Chester Area School District's compliance with those requirements.

In our opinion, West Chester Area School District complied, in all material respects, with the requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2012.

Internal Control Over Compliance

The management of West Chester Area School District, West Chester, Pennsylvania, is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contracts and grants applicable to federal programs. In planning and performing our audit,

To the Board of School Directors  
West Chester Area School District

we considered West Chester Area School District's internal control over compliance with requirements that could have a direct and material effect on a major federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of West Chester Area School District's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses as defined above.

This report is intended solely for the information and use of the Board of School Directors, management and federal awarding agencies and pass-through entities; and is not intended to be and should not be used by anyone other than these specified parties.

*Barbacane, Thornton & Company LLP*  
BARBACANE, THORNTON & COMPANY LLP

WEST CHESTER AREA SCHOOL DISTRICT

SCHEDULE OF FINDINGS AND RECOMMENDATIONS

**PART A - SUMMARY OF AUDITORS' RESULTS**

*Financial Statements*

Type of auditors' report issued [unqualified, qualified, adverse or disclaimer]:

Unqualified

Internal control over financial reporting:

- Material weakness(es) identified?  Yes  No
- Significant deficiency(ies) identified?  Yes  None reported
- Noncompliance material to financial statements noted?  Yes  No

*Federal Awards*

Internal control over major programs:

- Material weakness(es) identified?  Yes  No
- Significant deficiency(ies) identified?  Yes  None reported

Type of auditors' report issued on compliance for major programs [unqualified, qualified, adverse or disclaimer]:

Unqualified

Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133?

Yes  No

Identification of major programs:

CFDA Number(s)

84.010, 84.389  
84.027, 84.173  
93.778

Name of Federal Program or Cluster

Title I, Part A Cluster  
Special Education Cluster (IDEA)  
Medical Assistance Program

Dollar threshold used to distinguish between Type A and Type B programs:

\$ 300,000

Auditee qualified as low-risk auditee?

Yes  No

WEST CHESTER AREA SCHOOL DISTRICT

SCHEDULE OF FINDINGS AND RECOMMENDATIONS

PART B - FINDINGS RELATED TO FINANCIAL STATEMENTS

STATUS OF PRIOR YEAR FINDINGS

PERSONNEL FILES

11-1 Finding

Condition

During our prior year audit, we sampled 40 personnel files to ensure that proper documentation was being maintained for existing employees. We noted that nine individuals selected in our sample did not have Form I-9, "Employment Eligibility Verification."

Criteria

In accordance with federal law, employers are required to have employees verify his or her identity and employment authorization through completion of Form I-9, "Employment Eligibility Verification." Employers are required to maintain these forms for employees hired after November 6, 1986.

Effect

The District was noncompliant with federal law and may have hired individuals who are not authorized to work in the United States.

Cause

Inconsistent implementation of Human Resources policies during the hiring process.

Recommendation

We recommended that the District review all personnel records for existing employees to ensure that appropriate documentation is completed and maintained.

Status

During our current year audit, we noted that the District completed its review of personnel records and obtained Form I-9 for employees for whom documentation had been missing. This finding is no longer applicable.

CURRENT YEAR FINDINGS AND RECOMMENDATIONS

None.

WEST CHESTER AREA SCHOOL DISTRICT

SCHEDULE OF FINDINGS AND RECOMMENDATIONS (cont'd)

**PART C - FINDINGS RELATED TO FEDERAL AWARDS**

STATUS OF PRIOR YEAR FINDINGS

None.

CURRENT YEAR FINDINGS AND RECOMMENDATIONS

None.

**WEST CHESTER AREA SCHOOL DISTRICT**  
**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS AND CERTAIN STATE GRANTS**  
**FOR THE YEAR ENDED JUNE 30, 2012**

Federal Grantor/Pass-Through Grantor/Program or Cluster Title	Source Code	Federal CFDA Number	Pass-Through Grantor's Number	Grant Period Beginning - Ending	Program or Award Amount	Total Received for Year	Accrued (Deferred) Revenue 07/01/11	Revenue Recognized	Expenditures	Accrued (Deferred) Revenue 06/30/12
<b>U.S. Department of Education</b>										
<b>Passed through PA Department of Education</b>										
Adult Education - Basic Grants to States	I	84.002	041-119101	07/01/10-06/30/11	\$ 18,792	\$ 10,962	\$ 10,962	\$ -	\$ -	\$ -
Title I Grants to Local Education Agencies	I	84.010	013-110470	07/01/10-09/30/11	457,663	116,516	104,689	11,827	11,827	-
Title I Grants to Local Education Agencies	I	84.010	013-120470	07/01/11-09/30/12	441,244	360,993	-	429,148	429,148	68,155
Title I Grants to Local Education Agencies	I	84.010	077-110470	07/01/10-09/30/11	5,000	5,000	-	5,000	5,000	-
Title I Grants to Local Education Agencies	I	84.010	107-110470	07/01/10-09/30/11	1,318,080	885,718	123,856	761,862	761,862	-
Title I Grants to Local Education Agencies	I	84.010	107-110470	07/01/10-09/30/11	1,035,712	343,798	-	133,550	133,550	(210,248)
Total CFDA #84.010						1,712,025	228,545	1,341,387	1,341,387	(142,093)
English Language Acquisition Grants	I	84.365	010-110470	07/01/10-09/30/11	96,827	67,034	13,072	53,962	53,962	-
English Language Acquisition Grants	I	84.365	010-120470	07/01/11-09/30/12	109,053	28,318	-	50,817	50,817	22,499
Total CFDA #84.365						95,352	13,072	104,779	104,779	22,499
Improving Teacher Quality State Grants	I	84.367	020-110470	07/01/10-09/30/11	344,610	229,290	52,841	176,449	176,449	-
Improving Teacher Quality State Grants	I	84.367	020-120470	07/01/11-09/30/12	292,642	98,058	-	134,770	134,770	36,712
Total CFDA #84.367						327,348	52,841	311,219	311,219	36,712
Title I Grants to Local Education Agencies, Recovery Act	I	84.389	133-100470	07/01/09-09/30/11	1,011,451	120,108	(129,224)	249,332	249,332	-
State Fiscal Stabilization Fund - Education State Grants, Recovery Act	I	84.394	126-100470	07/01/10-06/30/11	834,020	139,003	139,003	-	-	-
ARRA Education Jobs Fund	I	84.410	140-119403	07/01/11-06/30/12	7,302	-	-	7,302	7,302	7,302
Adult Literacy	S	N/A	059-110095	07/01/10-06/30/11	3,895	2,272	2,272	-	-	-
<b>Passed through Chester County O.I.C.</b>										
Adult Education - Basic Grants to States	I	84.002	041-129101	07/01/11-06/30/12	24,000	22,000	-	24,000	24,000	2,000
Total CFDA #84.002						32,962	10,962	24,000	24,000	2,000
Adult Literacy	S	N/A	059-120095	07/01/11-06/30/12	4,969	4,555	-	4,969	4,969	414
<b>Passed through Chester County I.U.</b>										
IDEA Special Education - Grants to States	I	84.027	N/A	07/01/10-06/30/11	1,235,639	104,140	104,140	-	-	-
IDEA Special Education - Grants to States	I	84.027	N/A	07/01/11-06/30/12	1,234,363	1,065,040	-	1,290,509	1,290,509	225,469
Total CFDA #84.027						1,169,180	104,140	1,290,509	1,290,509	225,469
IDEA Special Education - Preschool Grants	I	84.173	N/A	07/01/11-06/30/12	19,775	19,775	-	19,775	19,775	-
IDEA Special Education - Grants to States Recovery Act	I	84.391	030-098911	02/17/09-09/30/11	1,907,771	467,232	467,232	-	-	-
<b>TOTAL U.S. DEPARTMENT OF EDUCATION</b>						<b>4,089,812</b>	<b>888,843</b>	<b>3,353,272</b>	<b>3,353,272</b>	<b>152,303</b>
<b>U.S. Dept of Health and Human Services</b>										
<b>Passed through PA Dept of Public Welfare</b>										
Title XIX Medical Assistance Program	I	93.778	N/A	07/01/11-06/30/12	205,481	205,481	39,000	166,481	166,481	-
<b>TOTAL U.S. DEPARTMENT OF HEALTH AND HUMAN SERVICES</b>						<b>205,481</b>	<b>39,000</b>	<b>166,481</b>	<b>166,481</b>	<b>-</b>
<b>U.S. Environmental Protection Agency</b>										
Climate Showcase Communities Grant	D	66.041	N/A	01/01/10-01/31/12	149,992	149,992	-	149,992	149,992	-
<b>TOTAL U.S. ENVIRONMENTAL PROTECTION AGENCY</b>						<b>149,992</b>	<b>-</b>	<b>149,992</b>	<b>149,992</b>	<b>-</b>

Continued on next page.

**WEST CHESTER AREA SCHOOL DISTRICT  
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS AND CERTAIN STATE GRANTS  
FOR THE YEAR ENDED JUNE 30, 2012**

Federal Grantor/Pass-Through Grantor/Program or Cluster Title	Source Code	Federal CFDA Number	Pass- Through Grantor's Number	Grant Period Beginning - Ending	Program or Award Amount	Total Received for Year	Accrued (Deferred) Revenue 07/01/11	Revenue Recognized	Expenditures	Accrued (Deferred) Revenue 06/30/12
<b>U.S. Department of Agriculture</b>										
<u>Passed through PA Department of Agriculture</u>										
Value of USDA Donated Commodities	I	10.555	N/A	07/01/10-06/30/11	N/A	-	(14,020)	14,020	14,020	-
Value of USDA Donated Commodities	I	10.555	N/A	07/01/11-06/30/12	N/A	113,773	-	103,658	103,658	(10,115)
<u>Passed through PA Department of Education</u>										
National School Lunch Program	I	10.555	362	07/01/11-06/30/12	N/A	547,038	22,221	533,061	533,061	8,244
Total CFDA #10.555						<u>660,811</u>	<u>8,201</u>	<u>650,739</u>	<u>650,739</u>	<u>(1,871)</u>
School Breakfast Program	I	10.553	365	07/01/11-06/30/12	N/A	90,900	4,442	89,137	89,137	2,679
School Breakfast Program	I	10.553	367	07/01/11-06/30/12	N/A	21,219	1,623	20,197	20,197	601
Total CFDA #10.553						<u>112,119</u>	<u>6,065</u>	<u>109,334</u>	<u>109,334</u>	<u>3,280</u>
School Breakfast Program	S	N/A	510	07/01/11-06/30/12	N/A	62,343	2,934	60,397	60,397	988
National School Lunch Program	S	N/A	511	07/01/11-06/30/12	N/A	9,552	545	9,281	9,281	274
Subtotal						<u>71,895</u>	<u>3,479</u>	<u>69,678</u>	<u>69,678</u>	<u>1,262</u>
<b>TOTAL U.S. DEPARTMENT OF AGRICULTURE</b>						<u>844,825</u>	<u>17,745</u>	<u>829,751</u>	<u>829,751</u>	<u>2,671</u>
<b>TOTAL FEDERAL AWARDS AND CERTAIN STATE GRANTS</b>						<u>\$ 5,290,110</u>	<u>\$ 945,588</u>	<u>\$ 4,499,496</u>	<u>\$ 4,499,496</u>	<u>\$ 154,974</u>
TOTAL FEDERAL AWARDS						\$ 5,211,388	\$ 939,837	\$ 4,424,849	\$ 4,424,849	\$ 153,298
TOTAL STATE GRANTS						78,722	5,751	74,647	74,647	1,676
TOTAL FEDERAL AWARDS AND CERTAIN STATE GRANTS						<u>\$ 5,290,110</u>	<u>\$ 945,588</u>	<u>\$ 4,499,496</u>	<u>\$ 4,499,496</u>	<u>\$ 154,974</u>
TITLE I PART A CLUSTER						<u>\$ 1,832,133</u>	<u>\$ 99,321</u>	<u>\$ 1,590,719</u>	<u>\$ 1,590,719</u>	<u>\$ (142,093)</u>
SPECIAL EDUCATION CLUSTER (IDEA)						<u>\$ 1,656,187</u>	<u>\$ 571,372</u>	<u>\$ 1,310,284</u>	<u>\$ 1,310,284</u>	<u>\$ 225,469</u>
CHILD NUTRITION CLUSTER						<u>\$ 772,930</u>	<u>\$ 14,266</u>	<u>\$ 760,073</u>	<u>\$ 760,073</u>	<u>\$ 1,409</u>

Source Codes:

I - Indirect Funding  
D - Direct Funding  
S - State Share

WEST CHESTER AREA SCHOOL DISTRICT

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS AND CERTAIN STATE GRANTS

NOTE A BASIS OF PRESENTATION

The Schedule of Expenditures of Federal Awards and Certain State Grants reflects federal expenditures for all individual grants which were active during the fiscal year. Additionally, the Schedule reflects expenditures for certain state grants.

NOTE B BASIS OF ACCOUNTING

The District uses the modified accrual method of recording transactions except as noted for the accounting of donated commodities in Note C. Revenues are recorded when measurable and available. Expenditures are recorded when incurred.

NOTE C NONMONETARY FEDERAL AWARDS - DONATED COMMODITIES

The Commonwealth of Pennsylvania distributes federal surplus food to institutions (schools, hospitals and prisons) and to the needy. Expenditures reported in the Schedule of Expenditures of Federal Awards and Certain State Grants under CFDA #10.555 (Value of USDA Commodities) represent surplus food consumed by the District during the 2011-2012 fiscal year. The District has food commodities totaling \$10,115 in inventory as of June 30, 2012.

NOTE D ACCESS PROGRAM

The ACCESS Program is a medical assistance program that reimburses local educational agencies for direct eligible health-related services provided to enrolled special needs students. Reimbursements are federal source revenues but are classified as fee-for-service and are not considered federal financial assistance. The amount of ACCESS funding recognized for the year ended June 30, 2012 was \$606,925.



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