



*Dale R. Folwell, CPA*

STATE AND LOCAL GOVERNMENT FINANCE DIVISION  
AND THE LOCAL GOVERNMENT COMMISSION

SHARON EDMUNDSON  
DEPUTY TREASURER

**Memorandum # 2022 - 08**

**To: Finance Officers of North Carolina Local Governments and Public Authorities**  
**From: Susan McCullen, Director, Fiscal Management Section**  
**Subject: Continuing Disclosure Requirements of Rule 15c2-12**  
**Date: December 22, 2021**

The 2021 deadline is approaching for filing annual secondary market disclosures to the Municipal Securities Rule Making Board (MSRB) for outstanding debt subject to the continuing disclosure requirements under Rule 15c2-12 of the Securities and Exchange Commission (SEC). There have been no changes to this filing process during this year; however, please be reminded that filing can only be done electronically through the Electronic Municipal Market Access (EMMA), an electronic filing medium of the MSRB. EMMA is serving as an electronic central post office with the approval of the SEC. EMMA is completely web-based and free of charge to issuers submitting continuing disclosures. The EMMA webpage is located at <https://emma.msrb.org>.

For units of government with a fiscal year end of June 30, please note that the annual filing is due January 31, 2022, **which is a MONDAY. The January 31<sup>st</sup> date is a contractual date and cannot be extended.** Failure to file has the following consequences: 1) *the MSRB must be notified timely of failure to file*, 2) **the failure to file must be reported in final official statements for the next five years**, and 3) **the failure to file is a breach of contract and as such is a violation that must be reported in your annual financial statements.** This failure to file notification could potentially affect future bond sales and ratings. We encourage you to file your submission to EMMA soon after your audited financial statements are available for distribution. **There is no need to wait until January to file.** If there are names you would like to have added to our distribution list for continuing disclosure correspondence, please email [ContinuingDisclosure@nctreasurer.com](mailto:ContinuingDisclosure@nctreasurer.com) for assistance.

The information required to be filed for continuing disclosure is detailed in an agreement that is part of the official statement. It is important to review these requirements annually prior to making your filing. To assist in the filing process, sample filings have been prepared from the Carolina County sample financial statements for its General Obligation bonds. Please view sample filings on our Secondary Market Disclosure page at <https://www.nctreasurer.com/state-and-local-government-finance-division/local-government-commission/local-debt-management/continuing-disclosure>.

For general obligation debt, the following information is required to be submitted. Sample disclosures are available on our website.

- Annual Requirements – Debt Information and Tax Information
  - Form MB080G – Annual Debt Service Requirements and Debt Limitation
- To generate the MB080G, from

<https://www.nctreasurer.com/state-and-local-government-finance-division/local-government-commission/local-debt-management/continuing-disclosure> and select “Bond Link Information” from the drop-down menu in the center of the page. The form can be generated by clicking the Annual Requirements MB080 link in column M. A password is NOT required to launch the spreadsheet.

- Compiled Combined Budget for the Current Fiscal Year (July 1, 2021 - June 30, 2022)

In addition to the above information, a copy of the unit’s audited financial statements, which have been approved and accepted by the State and Local Government Finance Division (SLGFD), should be submitted to EMMA. **If you must submit DRAFT financial statements as a component of your annual submission, please note that once audited financial statements are available for distribution, they must be published on EMMA.** In most cases, this must be done within ten (10) business days of the audited financial statements becoming available. Failure to file audited financial statements is a material event that must be disclosed in official statements for the following five (5) years.

If a unit has issued fixed or variable non-general obligation debt (such as revenue bonds, certificates of participation, limited obligation bonds or special obligation bonds) that is subject to continuing disclosure requirements, the unit should determine the specific bond’s annual disclosure requirements for this debt. While the disclosures for general obligation issues are substantially standardized among issuers, requirements for other debt may vary from one issue to another (including the deadlines for submitting disclosures to the MSRB). Keep in mind that the information on the State Treasurer’s website relates to disclosure requirements for general obligation issues only. Please refer to your official statement(s) for specific disclosure requirements.

**We are only requesting that two items be sent to us again this year:**

- **A copy of the email confirmation(s) received from EMMA**
- **The Material Events Certificate.**

To assure us that your unit is aware of the eighteen (18) events that require disclosure and that none of the events have occurred, please use the material events certificate to notify the LGC. Please modify this as necessary, including indicating whether final or draft financials were filed in the last paragraph. **The material events certificate is for Local Government Commission use only and is not required by the MSRB.** We will only accept a version that has been **signed by the finance officer or other authorized person.** It may be scanned, emailed, or mailed. **Word files will not be accepted.** The SLGFD does not require a copy of the entire EMMA submission. **Please submit the copy of the confirmation email(s) and the properly signed material events certificate to [ContinuingDisclosure@nctreasurer.com](mailto:ContinuingDisclosure@nctreasurer.com).** Once you submit the paperwork you will receive an automated response indicating that we received your email. Staff will then review what you submitted and send you a second email once the review is complete. If you would like for us to review your unit’s disclosures prior to sending the required information to EMMA, please send a draft copy to us by Friday, January 7, 2022. For further information, please view our video on reporting requirements for debt holders that can be found on our website.

**Early filing is encouraged.** Filing well before January 31 will mitigate delays in submission that result from increased traffic to the EMMA site. Also please consider that SLGFD staff resources are limited and staff may not be immediately available to provide aid as the deadline approaches.

**Summary of Important Points:**

- Please notify [ContinuingDisclosure@nctreasurer.com](mailto:ContinuingDisclosure@nctreasurer.com), of any names you would like to be added to our email notification list for continuing disclosure correspondence.

- We will only need a **signed** copy of the **material events certification** and the **email confirmation** from EMMA this year. We **are not requesting** a copy of the entire EMMA submission.
- Please note that if a draft of the financial statements must be submitted, a copy of the final audited financial statements should be filed on EMMA once available for distribution.
- You should receive acknowledgement that we received your email shortly after you send it. If you do not receive an automated confirmation, please resend your email. Staff will review what you submit and send you a second email once their review is complete. Again, the email address for submitting your documents is [ContinuingDisclosure@nctreasurer.com](mailto:ContinuingDisclosure@nctreasurer.com).
- Early filing is encouraged.

Should you have questions or need assistance, please contact Tony Blalock via email at [tony.blalock@nctreasurer.com](mailto:tony.blalock@nctreasurer.com).