



NORTH CAROLINA
DEPARTMENT OF STATE TREASURER
STATE AND LOCAL GOVERNMENT FINANCE DIVISION
AND THE LOCAL GOVERNMENT COMMISSION

JANET COWELL
TREASURER

T. VANCE HOLLOMAN
DEPUTY TREASURER

Memorandum #2012-10

To: Finance Officers of North Carolina Local Governments and Public Authorities

From: Sharon Edmundson, Director, Fiscal Management Section

Subject: Continuing Disclosure Requirements of Rule 15c2-12

Date: December 9, 2011

The 2011 filing deadline is fast 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 past 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 <http://emma.msrb.org>.

For most units of government with a fiscal year end of June 30, please note that annual filing has to be done by the January 31, 2012 deadline, which is on a Tuesday. *The January 31st date is a contractual date and there is no extension.* Failure to file has the following consequences: 1) the MSRB must be notified timely that you failed to file; 2) the failure to file must be reported in future 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 statement. Overall, this negative failure to file notification could affect future bond sales and rating.

The information 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 illustrative financial statements for Carolina County for only its General Obligation bonds per the following exhibits at:

<http://www.nctreasurer.com/DSTHome/StateAndLocalGov/AuditingAndReporting/SampleSecondaryMarketDisclosures.htm>

Exhibit # 3a and 3b -Annual Requirements – Debt Information and Tax Information

Exhibit # 4 - Form MB080G – Annual Debt Service Requirement and Debt Limitation-
available on the Treasurer's website to be retrieved by each unit, and

Exhibit # 5 - Compiled Combined Budget for The Current Fiscal Year (July 1, 2011-June 30, 2012).

In addition to the above information, a copy of the unit's audited financial statements, which has been approved and accepted by the State and Local Government Finance Division (SLGFD) also should be submitted to EMMA.

If a unit has issued fixed or variable non-general obligation debt (such as revenue bonds, certificates of participation, or special obligation bonds) that is subject to continuing disclosure requirements, the unit should determine the specific 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). Please keep in mind that the information on the State Treasurer's website relates to disclosure requirements for general obligation issues only.

Please submit a copy of the required information to the SLGFD at the same time it is submitted to EMMA. The copy submitted to the SLGFD does **not** need to include a copy of your unit's audited financial statements. Additionally, if you would like for us to review your unit's disclosures prior to your sending the required information to EMMA, please send a draft copy to us by January 12, 2012.

To assure our office that your unit is aware of the sixteen events that require disclosure, that none of the events have occurred, and that your unit has timely submitted the required disclosures to EMMA, please use Exhibits #6 and #7 to notify the SLGFD. Please modify these exhibits if you need to. These certifications are for the SLGFD use only and are not required by the MSRB.

Should you have questions or need assistance, please contact Yusador Gaye at (919) 807-2394 or via email at yusador.gaye@nctreasurer.com.

**LETTER ONLY REQUIRED IF YOU HAVE NOT REGISTERED
WITH THE MSRB**

Exhibit 1a

December 09, 2011

Municipal Securities Rulemaking Board
Attention: Market Information Department
1900 Duke Street
Alexandria, VA 22314

Dear Sir or Madam:

Please grant County/City/Authority's authorized filer (MSRB ID: XXXXXID) access on the EMMA system to make secondary market disclosure filings and notice of material events filings on behalf of the (County/City/Authority for whom you are authorized to file debt issues for). Attached, please find the required manual confirmation document. **(See Exhibit 1b, confirmation document from the online registration that must be sent along with this letter to complete the registration process and Exhibit 1c for contact information.)**

Should you have any questions, please do not hesitate to contact us.

Sincerely,

City/County /Authority Manager or Administrator

Other Resources

MSRB Website: www.msrb.org

EMMA Website: www.emma.MSRB.org

Contact Information

MSRB Market Information Department
703-797-6668
emmaonline@msrb.org

Municipal Securities Rulemaking Board
1900 Duke Street, Suite 600
Alexandria, VA 22314
Tel: 703-797-6600
Fax: 703-797-6700

(NOT REQUIRED - USED ONLY AS TRANSMITTAL LETTER)

CAROLINA COUNTY
DOGWOOD, NORTH CAROLINA

December 9, 2011

From: Carolina County
Dogwood, North Carolina
Reporting for the fiscal year ended June 30, 2011

Information relates to the following securities issued by the issuer having the six digits CUSIP numbers XXXXXX and XXXXXX:

\$7,370,000 School Facility Serial Bonds, dated July 1, 19XX
\$3,365,000 Advance Refunding Bonds, dated February 1, 20XX
\$2,500,000 Community College Improvement Serial Bonds, dated September 1, 19XX
\$2,340,000 Hospital Improvement Serial Bonds, dated May 1, 19XX
\$2,350,000 Water Serial Bonds, Dated December 1, 19XX

Number of pages of attached information: THREE

Enclosed herewith is information the County of Carolina has undertaken to provide to purchasers on the above referenced bonds in accordance with Rule 15c2-12 of the Securities and Exchange Commission, consisting of the following items:

1. Comprehensive Annual Financial Report for year ended June 30, 2011.
2. Information required in the Undertaking, i.e. Combined Budget for the Current Fiscal Year, Debt Information and Tax Information.

Finance Officer
Carolina County
Dogwood, North Carolina
(919) 807-2394

Carolina County, North Carolina**Debt Information****LEGAL DEBT LIMIT**

Please refer to page(s) 35-J-83 of the Carolina County, North Carolina Audit Report/CAFR dated June 30, 2011.

OUTSTANDING GENERAL OBLIGATION DEBT

Please refer to page(s) 35-J-82 to 35-J-86 of the Carolina County, North Carolina Audit Report/CAFR dated June 30, 2011.

Latest Bonds Issued:

19XX-19XX \$3,365,000 School Facility Serial Bonds, Series 2011, 3.33 years
average maturity, interest at 3.75 percent

GENERAL OBLIGATION DEBT RATIOS

Please refer to the report “Analysis of Debt of North Carolina Counties, Municipalities and Districts at June 30, 2011” filed with the MSRB by the North Carolina Department of State Treasurer, Division of State and Local Government Finance.

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

See Schedule MB080G attached (does not include refunded bonds).

GENERAL OBLIGATION BONDS AUTHORIZED AND UNISSUED

<u>Purpose</u>	<u>Date</u> <u>Approved</u>	<u>Balance</u> <u>Authorized</u> <u>and Unissued</u>
Streets Improvements	11/7/19XX	\$1,250,000

GENERAL OBLIGATION DEBT INFORMATION FOR UNDERLYING UNITS AS OF JUNE 30, 2011

Please refer to the report “Analysis of Debt of North Carolina Counties, Municipalities and Districts at June 30, 2011” filed with the MSRB by the North Carolina Department of State Treasurer, Division of State and Local Government Finance.

OTHER LONG TERM COMMITMENTS

Please refer to page(s) 35-J-80 to 35-J-86 of the Carolina County, North Carolina Audit Report/CAFR dated June 30, 2011.

Carolina County, North Carolina

Tax Information

GENERAL INFORMATION

Please refer to page(s) 35-J-143
of the Carolina County, North Carolina Audit Report/CAFR dated June 30, 2011.

TAX COLLECTIONS

Please refer to page(s) 35-J-144 to 35-J-145 of the Carolina County, North Carolina
Audit Report/CAFR dated June 30, 2011.

TEN LARGEST TAXPAYERS FOR THE FISCAL YEAR ENDED JUNE 30, 2011

Please refer to page(s) 35-J-146 of the Carolina County, North Carolina Audit
Report/CAFR dated June 30, 2011.

CAROLINA COUNTY
DOGWOOD, NORTH CAROLINA

December 9, 2011

Ms. Yusador Gaye
State and Local Government Finance Division
N.C. Department of State Treasurer
325 N. Salisbury Street
Raleigh, North Carolina 27603-1385

Dear Ms. Gaye:

Rule 15c2-12(b) (5) (iii) requires an Issuer or Obligated Person(s) to provide notice of any of the following eleven events with respect to the offered securities:

- 1) Principal and interest payment delinquencies
- 2) Non-payment related defaults
- 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) Tax-exempt issues
- 7) Modifications to rights of security holders
- 8) Bond calls
- 9) Defeasances
- 10) Release, substitution, or sale of property securing repayments of the securities
- 11) Rating changes
- 12) Tender offers
- 13) Bankruptcy, insolvency, receivership or similar proceeding of the obligated person
- 14) Consummation of a merger, consolidation, or acquisition involving an obligated person, or
Sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of
business, the entry of a definitive agreement to undertake such an action or the termination of a
definitive agreement relating to any such action, other than pursuant to its terms
- 15) Appointment of a successor or additional trustee or the change of name of a trustee
- 16) Failure to file continuing annual information disclosure by deadline

I hereby certify that there have been no occurrences or no unreported occurrences of the events listed above during the reporting period (fiscal year ended June 30, XXXX) or subsequent thereto, through the filing date of this notice. I am duly authorized by the Issuer and have sufficient information available to make this certification.

Finance Officer
Carolina County
Dogwood, North Carolina
(919) 807-2394

CAROLINA COUNTY
DOGWOOD, NORTH CAROLINA

Notice of Filing of Annual Information

December 9, 2011

Ms. Yusador Gaye
State and Local Government Finance Division
N.C. Department of State Treasurer
325 N. Salisbury Street
Raleigh, North Carolina 27603-1385

Dear Ms. Gaye:

As required by the Undertaking, the Issuer hereby certifies that the required annual financial information, as set forth in the final official statement(s), has been provided in a timely manner to each Municipal Securities Rulemaking Board (MSRB). I am duly authorized by the Issuer and have sufficient information available to make this certification.

Finance Officer
Carolina County
Dogwood, North Carolina
(919) 807-2394