



CALIFORNIA DEBT AND INVESTMENT ADVISORY COMMISSION

# **MUNICIPAL MARKET DISCLOSURE: Fundamentals and Evolving Practices**



**MUNICIPAL MARKET DISCLOSURE**  
APRIL 8-9, 2025 | COSTA MESA, CALIFORNIA

**Tuesday, April 8 – Wednesday, April 9, 2025**

Crowne Plaza Costa Mesa Orange County  
3131 Bristol Street, Costa Mesa, CA 92626

Public agency disclosure is critical to promoting transparency in the municipal securities market. Investors must be informed of the risks related to an agency's revenues and financial condition, but disclosure obligations are expanding to include emerging economic and regulatory risks. This seminar seeks to assist public agency officials and other market professionals in improving their understanding of the policy and regulatory environment surrounding municipal disclosure and how that environment may change in the future.

Day one of this seminar will focus on the fundamentals of disclosure, covering current rules for primary and continuing disclosure practices by public agencies including reporting requirements to CDIAC. Day two will focus on navigating evolving disclosure best practices in various areas of risk, including cyber and climate, through the lens of maintaining an effective disclosure team for risk assessment. Also, day two will bring participants current with the implementation of the Federal Data Transparency Act.



# AGENDA

## DAY 1 | April 8, 2025

**8:00 AM**      **Registration**  
Complimentary continental breakfast

**8:30 AM**      **Welcome and Opening Remarks**  
*Robert Berry, Executive Director, CDIAC*

### SESSION ONE

**8:35 AM**      **Why is Disclosure Important?**  
This session will discuss why transparency and disclosure are fundamental to a well-functioning and efficient municipal market as well as provide an overview of federal regulation that has served as the foundation for disclosure practices. This session will cover the priorities of the Securities and Exchange Commission (SEC), the ramifications of poor practices, and the extent of agency and personal liability through the presentation of several case studies of relevant enforcement actions. After completing this session, a successful learner will be able to:

- Define federal disclosure rules including SEC Rules 17a, 15c2-12 and 10b-5
- Understand the risks and consequences of not meeting federal disclosure law and implications for agency officials
- Explain why good disclosure is critical to maintaining access to the municipal market

*Brian Garzione, Partner, Hawkins Delafield & Wood LLP*

*Sean Tierney, Partner, Hawkins Delafield & Wood LLP*

MCLE: 1.25 credits

**9:45 AM**      **Break**

### SESSION TWO

**10:00 AM**      **Steps and Considerations in Crafting the Initial Disclosure Documents**  
This session will focus on good policies, processes, and practices for initial disclosure documents. It will provide information on crafting the preliminary official statement, which is the initial disclosure document used to communicate to market participants and investors when issuing municipal securities in a public offering. Presenters will also discuss the sources of information and data used to ensure accurate and complete disclosure and how to prevent misleading statements to the market. After completing this session, a successful learner will be able to:

- Ascertain the importance of accuracy and completeness in the preliminary official statement
- Recognize the elements of the preliminary official statement and the importance of its role in the issuance process
- Employ good policies and practices for initial disclosure

*Jacquelynne (Jacqui) Jennings, Partner, ArentFox Schiff LLP*

*Samuel (Sam) Smalls, Treasury and Debt Manager, Metropolitan Water District of Southern California*

MCLE: 1.25 credits



## SESSION THREE

**11:15 AM**

### **Federal Continuing Disclosure Requirements**

This session examines strategies and considerations for how an issuer can meet the continuing disclosure obligations undertaken when issuing debt. The continuing disclosure agreement (CDA) contains an agency's annual reporting requirements and is a legally required component of all publicly issued debt. Panelists will discuss how to satisfy these ongoing requirements through annual financial reporting disseminated through the Municipal Securities Rulemaking Board's (MSRB) Electronic Municipal Market Access (EMMA). The panel will discuss best practices regarding how to set, maintain, and deliver on the long-term continuing disclosure commitments made at the time of issuance. After completing this session, a successful learner will be able to:

- Understand the issuer's role and responsibility in the development of the CDA
- Recognize reportable events under Rule 15c2-12
- Implement and improve practices to meet continuing disclosure obligations
- Know what to include in both continuing disclosure and event notices as well as how and when to post them

*Marc Bauer, Partner, Orrick, Herrington & Sutcliffe, LLP*

*David Song, Associate, Nixon Peabody LLP*

*Daniel (Dan) Wiles, Board Member, Municipal Securities Rulemaking Board*

MCLE: 1.25 credits

**12:30 PM**

### **Luncheon Keynote**

*Dave Sanchez, Director, Office of Municipal Securities, U.S. Securities and Exchange Commission*

## SESSION FOUR

**1:30 PM**

### **Agency Approaches to Disclosure Management**

During this session, public agency representatives explain how they manage their initial and ongoing disclosure responsibilities, including the roles of internal and external participants in the disclosure process. Speakers will discuss their use of disclosure management tools such as formal disclosure policies, disclosure working groups, staff training, investor relations procedures, and websites to ensure timely, accurate, and consistent disclosure. After completing this session, a successful learner will be able to:

- Identify the important elements of a disclosure policy
- Understand the key roles of a public agency's disclosure team
- Recognize disclosure risks and the application of mitigation strategies
- Apply the different approaches to effective disclosure management

*Nikolai Sklaroff, Capital Finance Director, San Francisco Public Utilities Commission*

*Sean Tierney, Partner, Hawkins Delafield & Wood LLP*

*Amanda Trussell, Principal Administrative Analyst, County of San Bernardino*

*Matthew Wingert, Budget Manager, Los Angeles County Metropolitan Transportation Authority*

**3:00 PM**

### **Break**



## SESSION FIVE

**3:15 PM**

### **Complying with California's Disclosure Requirements**

This session will discuss the requirements for reporting information to CDIAC upon the proposal and issuance of debt by a public agency and annually until the debt is redeemed. The session will include a guided tour of CDIAC's Data Portal, which will provide instruction on user access, building a dashboard, and submitting both issuance and annual reports. After completing this session, a successful learner will:

- Understand pre- and post-issuance reporting requirements to CDIAC
- Understand how to access and navigate CDIAC's Data Portal
- Learn the procedures for submitting issuance and annual report information

*Robert Berry, Executive Director, CDIAC*

*Tara Dunn, Manager, Policy Research Unit, CDIAC*

**5:00 PM**

### **Closing Remarks and Evaluation**

## DAY 2 | April 9, 2025

**8:00 AM**

### **Registration**

Complimentary continental breakfast

**8:30 AM**

### **Welcome and Opening Remarks**

*Robert Berry, Executive Director, CDIAC*

## SESSION ONE

**8:35 AM**

### **The Evolving Landscape of Municipal Disclosure**

This session will go over the dynamics of disclosure in the municipal market, in what aspects issuers are meeting market expectations, where the SEC expects there to be continued regulatory scrutiny, and the elements of disclosure that warrant continuous observation by issuers. Additionally, the speaker will discuss the importance of having the ability to assemble and convene a disclosure team that includes members that are equipped with the required insight and information to actively participate in the various instances of initial and continuing disclosure that an issuer will face. After completing this session, a successful learner will:

- Understand regulatory and market expectations for continuing disclosure
- Recognize areas of continuous improvement for both initial and continuing disclosure practices
- Recognize the roles of various internal and external team members throughout the disclosure process
- Learn best practices for organizational governance that leads to a disclosure process that thoroughly identifies and evaluates relevant risks

*Daniel Deaton, Partner, Nixon Peabody LLP*

**9:45 AM**

### **Break**



## SESSION TWO

### **10:00 AM      Assessment and Disclosure of Changes in Long-Range Financial and Operational Conditions and Challenges**

Agencies across the credit spectrum are facing unrelenting fundamental shifts to their financial conditions that may be permanent. Persistent tax and revenue challenges, expansive regulatory requirements, and changing infrastructure demands accompanied by the consistent advance of operational costs are beginning to create structural gaps that present risks to bondholders. This session will explore how issuers have modified their approach to the assessment and disclosure of long-term structural risks that may not have been disclosed in the past. Speakers will discuss considerations and best practices for the disclosure of structural financial conditions that are borne of thorough long-range sustainability analysis and adherence to materiality standards. After completing this session, a successful learner will:

- Identify best practices for assessing long-range financial condition
- Understand when fiscal sustainability becomes material
- Recognize the elements of disclosure that inform the investment decisions and protect an agency from legal action

*Margaret (Margie) Backstrom, Managing Director, Morgan Stanley*

*Jay Goldstone, Financial Services Advisor, Self-employed*

*Anna Van Degna, Public Finance Director, City and County of San Francisco*

### **11:45 AM      Luncheon**

## SESSION THREE

### **12:45 PM      Technology Topics: Disclosable Risks and Opportunities**

Technology is evolving rapidly and, with it, so have the implications for initial and continuing disclosure. During this session, speakers will discuss current and developing cybersecurity risks affecting municipal governments including the importance of risk assessment, policies and procedures, and incident response. This session will also explore investor expectations for full cybersecurity incident and mitigation strategy disclosure versus the inherent disclosure conflicts for issuers presented by prospect of “saying too much.” Additionally, speakers will provide an update on the Federal Data Transparency Act with focus on GASB’s work to develop a reporting taxonomy for the municipal market. After completing this session, a successful learner will:

- Recognize the magnitude of cyber risks, how they are evolving, and their impact on municipal finance operations
- Learn how to balance investors’ rights and expectations while avoiding cybersecurity disclosure conflicts
- Learn how materiality is applied to aid in the evaluation of cybersecurity incidents and mitigation strategy for disclosure
- Learn how the FDITA’s municipal market standards are likely to unfold

*Paulina Haro, Senior Project Advisor, Governmental Accounting Standards Board*

*Donald Hester, CISSP, CISA, CGRC, CRISC, Cybersecurity Advisor, Cybersecurity and Infrastructure Security Agency*

*Diane Quan, Partner, Hawkins Delafield & Wood LLP*

*Krystal Tena, Associate Director, S&P Global Ratings*



**2:30 PM Break**

## SESSION FOUR

**2:45 PM Climate Change and Natural Hazard Risk Assessment and Disclosures**

This session will discuss an issuer's responsibility to discover what is known of an agency's risks presented by climate change. Panelists will address how the materiality lens may be applied to the different types of climate risk and how those risks should be disclosed. Additionally, the session will cover investor demand for climate risk disclosure and their expectations both for initial and continuing disclosure, including the disclosure of material events. After completing this session, a successful learner will:

- Recognize the agency's responsibility to engage in a reasonable assessment of the variety of climate change risks to an issuer's credit and repayment ability
- Understand investor's expectations for climate risk disclosure and how it varies based on location, risk type, and type of credit
- Identify whether disclosure of climate risks initially, or on a continuing or voluntary basis is necessary or advantageous

*Daniel Deaton, Partner, Nixon Peabody LLP*

*Renee Dougherty, CFA, Director, Municipal Research, Charles Schwab Asset Management*

*Brian McCartan, Senior Fellow, Ceres, Inc.*

*Jan Whittington, PhD, Associate Professor of the Department of Urban Design and Planning,  
University of Washington, Seattle*

**4:30 PM Closing Remarks and Evaluation**