



September 17, 2018

Mr. Ronald W. Smith, Corporate Secretary
Municipal Securities Rulemaking Board
1300 I Street NW
Washington, DC 20005

Re: MSRB Regulatory Notice 2018-15

Dear Mr. Smith:

The National Federation of Municipal Analysts (NFMA) appreciates the opportunity to respond to the Municipal Securities Rulemaking Board's (MSRB or Board) Request for Comment on Draft Amendments to MSRB Rules on Primary Offering Practices.

The NFMA is a not-for-profit association with nearly 1,400 members in the United States, and is primarily a volunteer-run organization. The NFMA's goals are to promote professionalism in municipal credit analysis, to conduct educational programs for members and other interested parties, to promote better disclosure by issuers and to advocate for good practices in the municipal marketplace. The NFMA seeks to educate its members, and by extension, the public at large, about municipal bonds. Annual conferences are open to anyone wishing to attend and our Recommended Best Practices in Disclosure and White Papers are available on our website, www.nfma.org.

The NFMA's membership is diverse and consists of individuals who work for mutual funds, trust banks, wealth management companies, rating agencies, credit providers, independent research groups and broker-dealer firms. NFMA membership is open to all analysts because we believe we can learn from one another and share a common interest in promoting good practices in the municipal market. The NFMA is not an industry interest group and does no political lobbying. NFMA board members, although generally employed within the financial services industry, do not represent their firms during their tenure on the board.

Thank you for giving the NFMA an opportunity to comment on Regulatory Notice 2018-15. Our comments pertain primarily to the discussion in Part II, Rule G-32 - Disclosures in Connection with Primary Offerings, specifically regarding Refunded CUSIPS, Preliminary Official Statement (POS) Disclosure and Additional Data Fields on Form G-32.

In all of these areas, the NFMA supports the full disclosure of all credit and security information to all market participants at the same time to ensure a level playing field. We also support the submission



of a POS to EMMA prior to bond pricing to so that all market participants, including holders of parity bonds, have equal access to the most recent disclosure document of an issuer.

Regarding Part A, Disclosure of the CUSIPs Refunded, and the Percentages

Thereof, the following responses reflect the NFMA's views on the specific questions posed in the release:

1. We support the disclosure to EMMA of CUSIPs being refunded to all market participants concurrently, immediately following the pricing of the refunding bonds and the execution of the escrow agreement.
2. Information regarding refunded CUSIPs should be included in the POS and Final OS and submitted to EMMA as soon as the information becomes available.
3. Our view is that there should be a requirement to provide all the CUSIP information concurrently to market participants.
4. Our view is that the MSRB should require underwriters to provide information on Form G-32 for partial current refunding by CUSIP number and the percentage of each bond to be refunded.
5. Our view is that a list of partial refunding candidates should be made available to all market participants on EMMA, so as to ensure equal access to all market participants.

Regarding Part B, Submission of Preliminary Official Statements to EMMA, the following are our responses:

1. The NFMA supports the filing of a POS to EMMA by the underwriter or municipal advisor prior to the pricing of a bond issue. It is important to the NFMA that a transaction participant that the MSRB has jurisdiction over be required to make such filing. The delivery of the POS to the market for competitive issues may inadvertently exclude other investors who may also be interested in bidding on the transaction, to the detriment of both the issuer and the potential investor. Additionally, the information contained in the document is likely to be the most current disclosure for the issuer or obligated person. If there are outstanding bondholders, this information is of critical importance to them as well. Providing timely access to the POS will help ensure that investors have equal access to information in both the primary and secondary markets.
2. Market transparency and fairness would be enhanced by the inclusion of non-dealer municipal advisors in this Rule.



Regarding Part D - Additional Data Fields on Form G-32 Not Auto-Populated:

From NIIDS

1. We recommend the inclusion of the following information: 1) denomination changes; 2) full call schedule; 3) LEI's; 4) name of obligated persons and 5) name of municipal advisor.
2. We recommend the required disclosure of LEI's in order to encourage market participants to obtain them.
3. We believe that the usage of flags that indicate certain restrictions, including the limitation of sales to a qualified institutional buyer, would be useful to the market.

The NFMA believes that these initiatives will promote increasing transparency and fairness to the market. We continue to be concerned about the selective disclosure of information by an issuer to an investor or group of investors that enables one (or some) investors to have an advantage when making an investment decision. We are also concerned when Rating Agencies receive non-public information in advance and utilize it in their rating actions, putting investors at risk of a sudden loss in the value or liquidity of their investments. The NFMA urges the MSRB to address all issues of unequal and unfair disclosure in the municipal bond market.

Sincerely,

/s/

Julie Egan
NFMA Industry Practices & Procedures Chair

/s/

Lisa Washburn
NFMA Industry Practices & Procedures
Co-Chair

