

STATE OF NORTH CAROLINA  
**Office of the State Auditor**

BETH A. WOOD, CPA  
STATE AUDITOR

20601 Mail Service Center  
Raleigh, NC 27699  
Telephone: (919) 807-7500  
[www.auditor.nc.gov](http://www.auditor.nc.gov)

October 19, 2023

State of North Carolina  
Chief Executive Officers  
Chief Financial Officers

Dear Sir/Madam:

State agencies are required by *North Carolina General Statutes* §147-64.7(b)(2) to obtain prior approval from the State Auditor of all contracts for auditing services that may impact the State's financial statements. Further, the law provides that the State Auditor will prescribe policy and establish guidelines containing criteria for selecting auditors.

The procedures that state entities should follow when procuring auditing services are described below. The procedures apply whenever an organization is required to be included in the State's *Annual Comprehensive Financial Report* (ACFR) either as part of the primary government or as a component unit. Component units are legally separate organizations that are required by generally accepted accounting principles to be included in a government's financial statements.

The Office of State Controller determines which organizations are included in the ACFR. However, if organizations are technically required to be included in the ACFR, but the Office of State Controller does not include them based on their relative immateriality, those organizations still must comply with the requirements presented below.

Therefore, the requirements apply to all state agencies, universities, community colleges, public authorities, not-for-profit organizations, foundations included in university or college financial statements, licensing boards, or any other entities that are supposed to be included in the State's ACFR. If you have affiliated organizations that are part of your reporting entity (e.g., university and college foundations), please share this letter with those organizations.

**This letter serves to outline the process for contracting for audit services and lists the required provisions for those contracts. It does not authorize state agencies or universities to contract with private CPA firms to complete their Single Audit work or their portion of the State's Annual Comprehensive Financial Report. Authorization to contract with a private CPA firm for this work can only come from state statute or from specific authorization from the Office of the State Auditor.**



Required Procedures for Procuring Auditing Services from Private Certified Public Accountants

1. Contracts should be awarded for one year with the option to renew by the audited organization each year for up to two additional years. Therefore, the following procedures should be employed at least once every three years. After a contract is awarded, organizations can renew the contract without soliciting bids until the three-year term has expired. After three years, audits must be re-bid and submitted for approval from the State Auditor's Office.
2. The organization should solicit proposals for auditing services in two parts: a technical proposal and a cost proposal. The bid solicitation document (i.e., requests for proposals) should include all the required contract provisions listed in the section below.
3. The technical proposal should describe the scope of services to be provided under the contract (see contract requirements below) and the auditor's experience and qualifications to perform the audit. At a minimum, the technical proposal should include: (a) a list of key personnel who will perform the audit and their qualifications; (b) the anticipated staff hours to be used in conducting the audit; (c) a list of similar clients audited by the firm and the length of time that the firm has audited each; (d) the firm's most recent peer review report; and (e) a description of any regulatory actions taken against the firm or key personnel in the last three years.
4. The cost proposal should itemize the amount expected to be billed for the audit, describe the billing arrangements, and contain a maximum not to exceed amount for the total term of the contract.
5. The technical proposals should be reviewed and evaluated before considering cost proposals. Organizations should identify the firms that are most qualified to perform the audit and then consider cost proposals from those firms. The first priority in evaluating proposals must be obtaining a quality audit. When evaluating proposals that will produce quality audit reports, the organization should consider the information in the technical proposal (including the anticipated staff hours to be used in conducting the audit), as well as the firm's reputation and history of providing quality auditing services to the organization or similar clients.
6. When identifying firms as most qualified, the organization should consider deficiencies disclosed in proposing firms' most recent peer review reports. Unless there are no alternatives, organizations should not contract with firms whose most recent peer review report contains a "Fail" rating. Organizations should eliminate from consideration any firm that has not had a peer review covering one of the past three years (note that there may be a time lag between the review period and issuance of the report). Caution should be exercised if contemplating contracting with a firm under review by the North Carolina Board of CPA Examiners.<sup>1</sup>
7. Organizations should select the firm that provides the best **overall** value, which may not necessarily be the least expensive choice. Before accepting a bid with a cost that is substantially

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<sup>1</sup> You can search the public records portion of the North Carolina Board of CPA Examiners' database for CPA firms at: <https://ncboaproduct.glsuite.us/GLSuiteWeb/Clients/NCBOA/ASPX/FirmSearch.aspx>

lower than the average price of all bids received or a price quoted by the Office of the State Auditor (if applicable), organizations must specifically consider whether there is a reasonable justification for the price differential, document the consideration, and submit the documentation to the Office of the State Auditor for review.

8. The provisions above are in addition to any other requirements that must be complied with by the audited organization. Whenever there is a conflict between the above provisions and other requirements, the more restrictive requirement shall take precedence.

#### Required Contract Provisions

1. The financial statements will be audited in accordance with auditing standards generally accepted in the United States of America. If the organization spends more than \$500,000 in combined federal and/or state financial assistance (e.g., contracts and grants), the audit must also be conducted in accordance with the standards applicable to financial audits contained in the *Government Auditing Standards*, issued by the Comptroller General of the United States.
2. The audit scope will include a determination as to whether the financial statements are presented in accordance with the appropriate accounting principles for the organization (i.e., GASB or FASB). The contract shall also acknowledge that statewide accounting policies are established by the Office of State Controller, and thus, apply to the organization.
3. Audit contracts **will** include the following requirement from *North Carolina General Statutes* §147-64.6D:

**“Each audit report prepared for a State agency by a Certified Public Accountant shall itemize the number of hours used in conducting the audit and in preparation of the audit report and the total cost of conducting the audit and preparing the audit report.”**

For purposes of consistency, this cost disclosure must be presented on the last page and **not as the final note in the Notes to the Financial Statement section** of the audit report. It must be in the following format:

**“This audit required \_\_\_\_\_ audit hours at a cost of \$ \_\_\_\_\_.”**

Additional information may be provided in the hours/cost disclosure so long as the above sentence is included.

4. The Office of State Auditor will be permitted to review the audit documentation for the engagement and such audit documentation will be retained for a period of at least three years after completion, termination, or expiration of the contract, or other record retention requirements set by State Archives of North Carolina in the North Carolina Department of Natural and Cultural Resources.
5. An electronic copy of all audit reports will be submitted to the Office of the State Auditor at [osa.reportssubmission@ncauditor.gov](mailto:osa.reportssubmission@ncauditor.gov) and an additional electronic copy will be submitted to the Office of State controller (hard copies are no longer required). The Office of State Controller’s

policy on *Submission of Audit Reports* is available at: <https://www.osc.nc.gov/1054-statewide-accounting-policy-submission-audit-reports>.

6. Audit contracts will specify all applicable report issuance deadlines.

- If the Office of the State Auditor needs the report to support the opinion rendered in the *Annual Comprehensive Financial Report* or another audit report, the affected organization will be informed on an individual basis of this fact and of the required reporting deadlines.
- State organizations may have other audit report issuance deadlines imposed by governing boards, grant providers, debt covenants, etc.

#### This Letter May Be Considered as Prior Approval of Contracts for Some Entities

Except for the entities specifically identified below, this letter acts as prior approval for you to enter into contracts for auditing services affecting the State's financial statements. If you are not one of the listed organizations, you do not have to submit your contract to the Office of the State Auditor for review. **Please note, this paragraph does not apply to Council of State or Cabinet departments or agencies.**

This approval is only valid so long as the required procurement procedures and contract provisions described above are used. The Office of the State Auditor may request evidence that you have met these requirements.

#### Contracts Requiring Advance Approval

Audit contracts for the following entities must be specifically approved in advance and prior to execution of a contract by the Office of the State Auditor:

- a. Community Colleges (excluding foundations if they are audited under separate contracts)
- b. 401K Supplemental Retirement Income Plan
- c. N.C. Deferred Compensation Plan
- d. N.C. Railroad Company
- e. Individual entities that comprise the UNC Health Care System (Rex Healthcare, Chatham Hospital, UNC Hospitals Liability Insurance Trust Fund, etc.)
- f. Golden LEAF, Inc.
- g. N.C. Housing Finance Agency
- h. State Education Assistance Authority
- i. N.C. Biotechnology Center
- j. Centennial Authority
- k. N.C. Turnpike Authority
- l. Economic Development Partnership of North Carolina
- m. N.C. Department of State Treasurer Investment Programs

For these entities, an audit should not be started before the contract is approved by this Office.

Prior to executing a contract for auditing services, you must submit to us: (a) any new contract(s) or contract amendment(s); and (b) a copy of the contract auditor's most recent peer review report. You do not have to submit to us the contract extensions executed during the three-year period covered by the contract unless the extensions also significantly alter the contract terms. We will provide contract approval by correspondence.

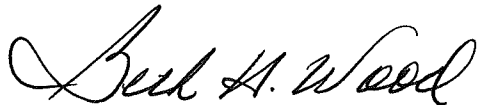
All contracts and other information required by this letter should be submitted to the attention of Judy Estevez, General Counsel, Office of the State Auditor. Please contact Ms. Estevez at (919) 807-7670 or [Judy\\_Estevez@ncauditor.net](mailto:Judy_Estevez@ncauditor.net) if you have any questions regarding these procedures. If you have any questions regarding any Office of State Controller's reporting requirements, please contact Laura Klem at (919) 707-0529 or [Laura.Klem@osc.nc.gov](mailto:Laura.Klem@osc.nc.gov).

*Disclaimer: Please be aware that the North Carolina Office of the State Auditor is only reviewing your materials for the contracted audit services to ensure that the procurement and the contract comply with the terms in this letter. This review does not address any other requirements with which the audited organization must comply. If you have any concerns about the legality of any other contract procedure or provision, please consult your organization's legal counsel.*

Submission of Audit Reports to OSA

Please submit the completed audit reports to [osa.reportsubmission@ncauditor.gov](mailto:osa.reportsubmission@ncauditor.gov).

Sincerely,

A handwritten signature in cursive script that reads "Beth A. Wood".

Beth A. Wood, CPA  
State Auditor