

**CITRUS COUNTY HOSPITAL BOARD  
SOUTHEAST VOLUSIA HOSPITAL DISTRICT  
WEST ORANGE HEALTHCARE DISTRICT  
c/o LOWNDES, DROSDICK, DOSTER,  
KANTOR & REED, P.A.  
215 North Eola Drive  
Orlando, FL 32801  
407-843-4600**

February 14, 2011

Ms. Elizabeth M. Murphy, Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

**Re: File No. S7-45-10**

Secretary Murphy:

The following comments are submitted to the Securities and Exchange Commission on behalf of the Citrus County Hospital Board, the Southeast Volusia Hospital District, and the West Orange Healthcare District in response to the Commission's solicitation for comments. Specifically, these hospital and district boards within the state of Florida wish to express their concern over the exclusions made under the definition of "municipal advisors" and the negative implications that will result if such exclusions are not expanded.

The Citrus County Hospital District is an independent special district of the State of Florida that was created as a public nonprofit corporation governed by a board of five trustees appointed by the Governor. The District was incorporated for the purpose of operating hospitals, medical nursing homes, and convalescent homes for the benefit of the citizens and residents of Citrus County. The trustees receive no compensation for their services on the board, yet they are required to execute a bond conditioned upon the faithful performance of their duties as an officer. The board has the authority to issue bonds, subject to approval by a referendum of the voters of the county, to equip, build, operate, and repair the hospitals, medical nursing homes, and convalescent homes under their purview. Each fiscal year, the board is required to file a full, complete and detailed accounting of their financial activities.

The Southeast Volusia Hospital District is a special tax district of the State of Florida that consists of seven commissioners appointed by the Governor. Along with the ability to appoint, the Governor has the power to remove any member of the board of commissioners for cause. Although the commissioners receive no compensation for their service, all commission members are required to give a surety bond to the Governor for the faithful performance of their duties. The board has the authority to establish and maintain hospitals, clinics, or nursing homes for use by the members of the district with the goal of preserving the public health and public good. One of the main goals of the district is to assure that these facilities and services are available to the

poor and indigent in the area. The board is authorized to issue bonds for the payment of the cost of the hospital facilities. Once the board determines that a bond issuance is needed, that decision is presented to the Volusia County Commission to schedule and conduct an election for approval of the issuance by the district voters. The board is also required to publish a complete detailed statement of all moneys received and dispersed by them over the course of a given year.

The West Orange Healthcare District is a special hospital district of the State of Florida governed by a board of sixteen trustees appointed by the Governor to establish, construct, operate, and maintain hospitals necessary for the preservation of the public health and public good of the district. Any member of the board of trustees may be removed by the Governor at any time for cause. The trustees all serve without pay, and each provides a bond to the Governor for the faithful performance of their duties. The West Orange Healthcare District board is authorized to issue bonds to raise funds for the continued construction, operation, and maintenance of the district hospitals. The board's proposed issuance of bonds must be approved through a majority vote of the district electors. The board of trustees is also required to file a financial statement at the end of each year providing a complete statement of the financial condition of the district.

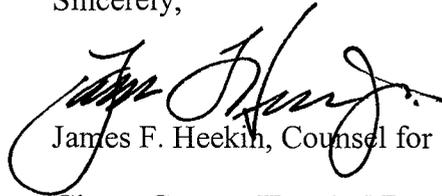
Each of these boards rely on the service of uncompensated, appointed community members to carry out their mission of providing needed hospital facilities and services to the citizens of the communities in which they are located. Each district board member is appointed by the Governor and is subject to removal at any time for failing to faithfully perform their duties. The issuance of any bonds by these board members is subject to a vote by the electors of their district, and they are required to comply with yearly financial disclosure requirements. In addition, each board is subject to Florida's "Government in the Sunshine" law which sets forth requirements for holding public meetings when a board conducts district business.

Despite the layers of accountability to which these board members are subjected and the ability for the Governor to immediately remove them from their positions, the current Proposed Rule would require that these members be included in the definition of "municipal advisors" since they are "appointed members of a governing body of a municipal entity that are not elected ex officio members." The Commission states that the reasoning behind this inclusion is that appointed members "are not directly accountable for their performance to the citizens of the municipal entity." Not only are the board members in these three districts subject to removal by the Governor, their issuance of bonds is also subject to a direct vote by the electorate. As such, they are clearly, directly accountable to the citizens of their districts and to officials of the state.

A failure by the Securities and Exchange Commission to exclude the appointed board members of the Citrus County Hospital Board, the Southeast Volusia Hospital District, and the West Orange Healthcare District, would subject these individuals to extensive and burdensome registration requirements and costs, while also opening them up to potential liability. The additional requirements would result in no clear increase in accountability to the citizens, and there is a strong possibility that these increased obligations would prompt current board members to resign from their positions. Moreover, these registration requirements and the possible exposure to liability are likely to create a diminishing pool of volunteers willing to subject themselves to the burden necessary in taking a non-paying civic job.

For these reasons, we respectfully request that the Commission exclude these appointed members of a municipal entity's governing body from the definition of "municipal advisors."

Sincerely,

A handwritten signature in black ink, appearing to read "James F. Heekin". The signature is fluid and cursive, with a large initial "J" and "H".

James F. Heekin, Counsel for

**Citrus County Hospital Board  
Southeast Volusia Hospital District  
West Orange Healthcare District**