

MEMORANDUM

TO: File Nos. S7-22-19 and S7-23-19

FROM: Katherine Kelly

RE: Meeting with New York City Comptroller's Office

DATE: December 26, 2019

On November 6, 2019, Commissioner Allison Herren Lee and Katherine Kelly met with Michael Garland of the New York City Comptroller's Office. Among the topics discussed were the SEC's proxy voting proposals: Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice and Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8.