



CBRE Clarion Securities  
201 King of Prussia Road  
Suite 600  
Radnor, PA 19087

February 3, 2020

Vanessa A. Countryman  
Secretary, Securities and Exchange Commission  
100 F. Street NE  
Washington, D.C. 20549-1090

Dear Ms. Countryman,

CBRE Clarion Securities is a global investment manager specializing in listed real assets equities. We manage global and regionally focused portfolios of real estate securities, listed infrastructure securities, and midstream energy, and MLPs for institutional investors representing retail investors, such as public pension plans, and retail mutual funds. We are writing to you to provide comment to the SEC proposal, Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice [Release No. 34-87457; File No. S7-22-19].

As a large institutional active money manager, CBRE Clarion votes on proxy items as part of our fiduciary duty to our clients. We vote based on our own internal guidelines, which are reviewed and updated annually to ensure our votes reflect the principles for responsible long-term value. Even with this self-sufficiency, CBRE Clarion uses third-party proxy advisory firms for two critical functions: we subscribe to proxy research to assist us in our research, and we use a proxy advisory firm in the administration of submitting the votes.

We have two concerns with the current SEC proposal are as follows:

1.) Independence:

We believe that proxy advisory firms serve an important purpose with independent reporting, providing an impartial viewpoint on the issues up for vote. Allowing the public company which is the subject of the proxy advisory report to comment as part of the report formation could influence the outcome of the research, thereby causing the review to not be fully independent. Shareholders and their fiduciaries, such as CBRE Clarion, who subscribe to third-party research are looking for an unbiased view, one which is separate from the company's view. We do not believe that the public companies should be permitted to intervene with an independent review and deprive shareholders from access to independent research. The proposed rule compromises independence and is unnecessary; if the company finds issues with the report released by the proxy advisory firm which need to be clarified, the company can release a statement after a report is issued and engage with shareholders.

2.) Timeliness:

The proposed timeline, which adds a comment period window by the public companies, cuts into valuable research time necessary for shareholders and fiduciaries to review and consider important research prior to vote deadlines. By adding in the comment period, third-party proxy firms would have less time to prepare and submit their research. In turn, subscribers, such as CBRE Clarion, would receive the report later, and closer to the date of the annual meeting; thus, we would have less time to view the report as part of our due diligence in arriving at a voting decision.

We believe that the proposed amendments would dramatically change the dynamic, purpose, and value of independent proxy research. In addition, the amendments would impose time constraints on shareholders who subscribe to independent third-party proxy research as part of the proxy voting process, which could impact votes. For these reasons, we are against the proposed amendments. The proposed amendments are contrary to the interest of shareholders and fiduciaries who vote their shares to support initiatives and principles that create responsible long-term value.

Sincerely,



Diane Wade, CFA  
Head of ESG | Principal