

The Honorable Jay Clayton
Chairman
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

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

Via Electronic Submission

Re: Comments on Proposed Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice (File No.: S7-22-19) and Proposed Amendments to Procedural Requirements and Resubmission Thresholds Under Exchange Act Rule 14a-8 (File No: S7-23-19)

Dear Chairman Clayton and Secretary Countryman:

Harold Erdman submits the following comments in response to the Securities and Exchange Commission's proposed rulemakings published in the federal register on December 4, 2019 (84 FR 66518 and 84 FR 66458).

As an investor, I am greatly disturbed by the proposed changes. The SEC was founded during the New Deal to PROTECT investors, given the abuses that led to the Great Depression. The proposed rules will remove protections for investors. This is the exact opposite of why your agency was created. The Great Recession beginning in 2008 showed that the need for protecting investors from the abuses of large corporations and financial institutions needs to be strengthened, not weakened as you are proposing. Shareholder resolutions are a powerful way to encourage corporate responsibility and discourage practices that are unsustainable, unethical, and increase a company's exposure to legal and reputational risk.

Many Main Street investors will never own enough shares to file a resolution under your proposed rules. I believe the SEC's responsibility is to protect the average American, and not just the wealthy. Your proposed changes discriminate against small investors without justification.

Proposals from small shareholders have resulted in significant advancements in environmental policies and climate change, which is of great concern to me. It is clear that climate change will cost trillions of dollars in economic damage if nothing is done. It is essential that corporations address this challenge immediately. Shareholder resolutions are an important method for achieving that goal. For example, it was a shareholder resolution that made Exxon Mobil do a more detailed analysis of the financial impact of climate change on the company. While very large institutional investors were needed to get this ultimately passed, very often it is small shareholders who begin the process that will come to fruition many years later.

The proposed amendments create burdensome and unequal requirements on shareholders who wish to be represented by agents. Average shareholders with valid concerns about their company's actions do

not have the expertise to file resolutions so they need to be represented by an agent under the same rules as other filers in order to protect the rights.

The existing rules work; there is no reason to change them. Shareholder proposals have not increased and the majority of issues raised by shareholder proposals have helped to reduce risk to companies and increase shareholder value. The proposed rules are arbitrary and damage the rights of shareholders. I urge the SEC to withdraw the proposed rules.

Sincerely,

Harold Erdman
San Francisco, California