



NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

February 15, 2011

**Via Email and Regular Mail**

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

RE: File Number S7-45-10  
Registration of Municipal Advisors

Dear Ms. Murphy:

On behalf of the New Jersey Economic Development Authority (EDA), I am writing regarding the above-referenced proposed rule which would require certain appointed board members of State and local entities issuing bonds to register as “municipal advisors” with both the U.S. Securities and Exchange Commission (SEC) and the Municipal Securities Rulemaking Board.

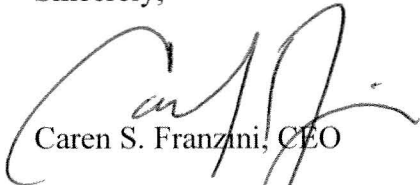
Under the proposed rule, elected and ex officio board members would be excluded from the definition of “municipal advisors,” but not appointed board members. The EDA, along with the Council of Development Finance Agencies, is concerned that the proposed rule will have a chilling effect on the ability of State and local officials to find volunteers willing to serve on the boards of bond issuing authorities. Of the EDA’s 13-member board, a clear majority of eight members are appointed by the Governor.

The SEC’s reason for not excluding appointed board members is that elected members are accountable to the municipal entity as opposed to appointed members, who are not directly accountable “for their performance to the citizens of the municipal entity.” The EDA believes that this rationale is faulty and would subject volunteer board members to costly and cumbersome registration requirements. In addition to a fee, the registration requirement includes having appointed members submit onerous information despite their having fiduciary responsibilities to uphold as representatives on public finance boards.

As CEO of a State-wide bond financing agency, I observe first-hand the seriousness which our members fulfill their obligations. In order to enable the EDA and State and local financing agencies across the county to continue their effective operations and attract individuals to volunteer their time, we urge the SEC to exclude appointed board members of State and local elected officials from the registration requirement.

Thank you for your attention and consideration in this matter.

Sincerely,



Caren S. Franzini, CEO

- c. Donna DeLeon, Director, New Jersey Governor Christie's DC Office  
Toby Ritner, President, Council of Development Finance Agencies