



February 17, 2011

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

Re: Comments to file number S7-45-10

Ms. Murphy:

As City Manager of the City of League City, Texas, I am responding to your request for comments to file number S7-45-10, the proposed rule which gives effect to provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act"). My comments relate to the Securities and Exchange Commission's (the "Commission") decision to include appointed members of the governing body of a municipal entity in the statutory definition of municipal advisors.

The City of League City, Texas, is located in Galveston and Harris Counties, Texas, with a 2009 population estimate of 71,722. The city is ultimately governed by a city council, which in turn appoints members of a variety of boards and commissions. Some of these boards and commissions may invest and hold public funds and may have direct authority to issue debt. Some may advise the City on the issuance of debt on their behalf. These citizen boards are an important governance tool for the City, under authority granted to them by the state, and provide valuable citizen leadership and guidance on critical government functions. Many of our citizen appointees have unique professional or business experience which gives them special knowledge; many are average citizens who bring valuable community insight. All are volunteering valuable time as an exercise of their civic responsibility.

If the rule is adopted as drafted, appointed citizen board members who deliberate on investments or the issuance of debt would apparently be required to register with the Commission. These deliberations are routinely performed by many of our citizen board members in connection with their duties. If these appointed officials are required to register with the Commission, disclose business and background information, and expend effort to comply with MSRB rules and regulations governing municipal advisors, many desirable board candidates will find the requirements too burdensome, reducing citizen participation in the City.

The Commission should exclude appointed members of a municipal entity's governing body from the definition of municipal advisor. The mayor and City Council determine whether an appointee is qualified to serve, and sufficient accountability for their performance exists through the council. Further, as with elected officials, there is no effective difference between the governing body of a government entity acting within the scope of his or her official capacity and the government entity, which is already expressly excluded under the Act.

The proposed Rule will substantially adversely affect the City's ability to attract board appointees with sufficient experience to govern boards and commissions essential to League City, and it will unnecessarily and unwisely restrict citizen participation. I urge you to consider the revisions and requested guidance described herein.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcus Jahns', with a long horizontal line extending to the right.

Marcus Jahns, City Manager