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January 20, 2011

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

RE: File Number S7-45-10 (Proposed rule regarding municipal advisors)

Ms. Murphy:

With regards to the Securities and Exchange Commission's proposed rule regarding registration of municipal advisors, I respectfully and strenuously disagree with the suggestion that appointed members of public boards be required to register as municipal advisors. I request that the Commission maintain an exemption for individuals serving on public boards as unpaid appointees.

For the Commission to impose onerous requirements upon these volunteers would have a chilling effect on the state's ability to find citizens willing to volunteer their time and assistance to these efforts. The obvious consequence would be that individuals willing to serve on such boards would be those professionals who already register as municipal advisors in another capacity. This would have the unintended effect of placing industry professionals in control of such state and municipal entities. Such a scenario runs counter to Oregon's traditions of transparency and public involvement as well as the Commission's objective of mitigating undue influence over these public boards.

Oregon, like many states, relies on various public boards to advise elected entities on bonding, investments, and other financial issues. Such boards include most of our department commissions (such as the State Board of Education) as well as many peripheral boards (such as the Oregon Facilities Authority). This has allowed our state to bring many of these processes closer to the public's eye and maintain a maximum level of transparency. However, many of these boards do not even have final authority over these decisions, but instead formally advise elected entities such as the State Treasurer.

For example, the Oregon State Treasurer authorizes the use of conduit bonds allocated by the Legislature. Legally, the State Treasurer – as an individual – may perform this action without a public

hearing. Setting up an advisory board in the form of the Oregon Facilities Authority allows for open hearings and a greater opportunity for public involvement and input. To press forward with these rules simply encourages these decisions to be made at the level of elected officials alone. This sacrifices the transparency of the decision making process itself in a misguided pursuit of accountability that is not much different than Oregon's current reporting requirements.

Further, for the Commission to state that volunteer members are "not directly accountable" for their performance reveals a fundamental misunderstanding of how such entities are organized. If this is indeed the Commission's opinion, I would request that the Commission exempt *any public board members who are* – by the rules or statute governing their board – subject to dismissal by their appointing authority.

Alternatively, I ask that an exemption be granted to any such board members who are already required – by virtue of their appointment – to register a publicly-available disclosure of income sources and other possible conflicts of interest.

In sum, I believe that the Commission's recommendation will lead to a shortage of qualified individuals willing to serve on such public boards and ultimately result in such decision making becoming less transparent and less accountable. I request that the Commission maintain an exemption for individuals serving on public boards as unpaid appointees, even if that exemption is predicated upon a board's governance structure or existing disclosure requirements.

With regards,

A handwritten signature in black ink, consisting of several overlapping, slanted lines that form the name 'Ted Wheeler'.

Ted Wheeler
Oregon State Treasurer

Cc: Oregon Congressional delegation
Oregon Senate President Peter Courtney
Oregon Co-Speaker Bruce Hanna
Oregon Co-Speaker Arnie Roblan
Congressman Barney Frank