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Submit Comments on File No. S7-45-10 Registration of Municipal Advisors

February 2, 2011

We urge the SEC to reverse its position on the registration of municipal advisors by stating clearly in the final Rules that all governing board members are exempt under the Rules and all statements made or positions taken by any governing member of the municipal entity will not be considered to be advice if the statements are made or actions are taken as a part of a fact-finding, deliberative, or decision-making process of the governing board. Additionally, excluded from the reach of these proposed Rules should be any casual statements made or opinions offered to a municipal entity by any person who is not acting in a professional advisory capacity.

Being required to register with the SEC as a municipal advisory has significant consequences, including time, money and legal obligations. This registration requires certification of qualifications and training, as well as knowledge of regulatory obligations for municipal issuers. The record-keeping requirements, potential fines and sanctions (including criminal penalties), will overwhelm municipal issuers like ours that operate on small budgets with lean staffing.

In Ohio, we have 50+ port authorities that would be subject to these proposed Rules. Each port authority has boards which must approve the business of the port. The vast majority of these boards are comprised solely of volunteers. The ability to attract strong board members will be greatly hindered by this rule. We rely on legal counsel and financial advisors, who are paid for this service, to provide guidance and feedback on any bond issuance or other financing that we undertake. To ask our board members to register with the SEC, with all of its attendant requirements, would be so onerous as to discourage talented individuals in our community from serving on our boards. This in effect could shut down a series of programs that offers critical financing tools in the State of Ohio.

We urge the SEC to reconsider its proposed ruling which would require board members of municipal issuers to register as municipal advisors.

Sincerely,

Steven J. Williams
Chairman, Board of Directors
Cleveland-Cuyahoga County Port Authority