



City of Fairfax

**10455 Armstrong Street
Fairfax, Virginia 22030-3630**

February 21, 2011

Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

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

Dear Ms. Murphy:

I am writing on behalf of the Planning Commission of the City of Fairfax, Virginia (the "City Planning Commission"), to comment on certain provisions contained within Release 34-63576, concerning registration of municipal advisors. Please forward this letter to the Chairman and the Commissioners.

In reviewing online the many comments that you have already received, it is apparent that there is significant opposition to the definition of "municipal advisor" as currently proposed. The City Planning Commission joins in this opposition for a number of reasons, but primarily to object to the fact that the definition as proposed does not exempt appointed local government officials and volunteers. Essentially, it fails to recognize the peculiar nature of many local government boards and commissions, who are either appointed by the local governing body or, in some instances, by court action following recommendation from the local governing body.

Local governments, particularly in times of difficult budgetary constraints, increasingly rely upon members of the community to assist in the daily functioning of government, and the vast majority of those individuals undertake this work in a volunteer capacity. If the proposed rule is enacted without change, this would have a chilling effect on the ability of local officials to find individuals willing to serve on entities such as the City Planning Commission (and other authorities, including, by way of illustration, the City Economic Development Authority and other boards and commissions). In addition, the proposed rules make no logical sense: they only would require registration for appointed, not elected, members and they also fail to recognize that the boards and commissions are in fact the clients of municipal advisors, not advisors themselves.



For the above reasons, and for the many cogent and insightful reasons articulated by the numerous other individuals, municipalities, boards and commissions that have already tendered comments, the City Planning Commission urges that the Securities and Exchange Commission expand the exclusion for local government officials and employees (including, but not limited to, volunteers, elected and appointed officials that may advise municipal entities) from the requirement to register as municipal advisors.

Please contact me if you have any questions.

Sincerely,

Handwritten signature of William G. Foster, Jr. in black ink, written in a cursive style. The signature is followed by the initials "BJT" written in a similar cursive style.

William G. Foster, Jr., Chair
City of Fairfax Planning Commission

cc: Members of the City Planning Commission
Robert L. Sisson, City Manager
Brian J. Lubkeman, City Attorney