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February 22, 2011

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

RE: FILE NUMBER: S7-45-10

Thank you for the opportunity to comment on the proposed permanent rule governing the registration of municipal advisors.

As the Executive Director of the Washington Economic Development Finance Authority, I am writing to object to the provisions that apply to registration of appointed board members as municipal advisors. This organization is one of five Washington State conduit financing authorities, and a majority of its board consists of members appointed by the State's Governor.

The Dodd-Frank Act recently enacted by Congress contains a definition of "municipal advisor" which expressly excludes "a municipal entity or an employee of a municipal entity." However, in Release No. 34-63576, the SEC chose to apply the employee exclusion only to elected members of a governing body and not to non-elected members.

Comments from the public and legal community regarding the proposed registration of unelected board members of conduit financing entities has, to my knowledge, been unanimous in its opposition. The reasons for objection are numerous, and I will not try to repeat them. The following are a few of the reasons why the proposed requirement would be problematic for the Washington Economic Development Finance Authority:

- Our appointed board members are highly accountable, which runs against the theme of the Proposing Release. Among other things, these board members are subject to numerous ethics and disclosure rules under state law, and are appointed and subject to removal by Washington's Governor.
- Board member recruitment would likely become significantly more challenging. Board members of this authority are already uncompensated and serve in the public interest. It is difficult to see why they would wish to serve if they were personally subjected to an additional layer of process and potential liability created by new federal securities laws.
- The priorities for board appointment would almost certainly shift towards new and evolving federal standards for municipal advisors, diminishing the weight of the State's established priorities for board membership. It is hard to see how that would improve democratic accountability.

I respectfully request that you amend the proposed rule to exclude appointed board members from the definition of municipal advisor.

If you would like to speak with me about this, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Rodney G. Wendt", with a long, sweeping horizontal line extending to the right.

Rodney G. Wendt,
Executive Director