



February 21, 2011

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

RE: **SEC Proposed Regulations on Municipal Advisor Registration - File Number S7-45-10**  
**(Published in the Federal Register 01-06-11; Volume 76 No. 4, Pages 824-969)**

Dear Ms. Murphy,

The following correspondence is being sent to express the City's opposition to a proposal by the Securities and Exchange Commission (SEC) of certain proposed rules that would require appointed board members of municipal entities to register with both the SEC and the Municipal Securities Rule Making Board (MSRB) if they provide "advice" on the issuance of municipal securities or the investment of public funds.

The City of Rosenberg has already established certain safeguards for qualifications and duties performed by what the regulations refer to as a "municipal advisor", not to mention the stringent requirements imposed by the State of Texas regarding the issuance of municipal securities and other associated functions. In addition, the proposed rules would place an inordinate burden on the organizations and their affiliated entities by requiring additional registration that exceeds requirements already established by the State of Texas for board members of 501(c)(3)s and other obligated persons.

The proposed rules and terminology appear to be broad with regard to their actual interpretation and implementation; thus, making compliance a matter of nebulous interpretation by our City and others, along with the potential of redundancy regarding the already established regulations required to maintain accountability by members of the governing body. Such action will surely create a chilling effect regarding the participation of thousands of citizens that volunteer their time in service to their City and State – particularly, due to additional potential civil and criminal liability that might be imposed. Such volunteerism is pivotal to municipal entities that depend on these volunteers to assist with municipal governance.

Again, please note that the City of Rosenberg stands in opposition to the SEC Proposed Regulations on Municipal Advisor Registration (File Number S7-45-10). Should you have any questions or require additional information, please do not hesitate to contact Finance Director Joyce Vasut at 832-595-3350.

Joe M. Gurecky, Mayor

Jack Hamlett, City Manager

JMG/JSH/kes

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