



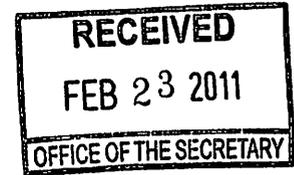
## HOUSTON INDEPENDENT SCHOOL DISTRICT

HATTIE MAE WHITE EDUCATIONAL SUPPORT CENTER  
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# 721

**TERRY B. GRIER, Ed.D.**  
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February 17, 2011

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

Dear Ms. Murphy:

The purpose of my letter is to provide comment on the Securities and Exchange Commission (SEC) proposed regulations on Municipal Registration: File S7-45-10.

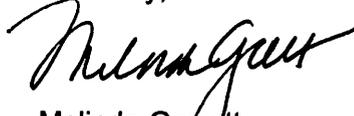
Let me start by providing an overview of the Houston Independent School District's Public Facility Corporation (HISDPFC). The HISDPFC was created in 1999 for the sole purpose of providing needed capital for rebuilding of public school facilities which were not being funded by the Houston Independent School District through the issuance of voter authorized debt. The advantage of using the HISDPFC is to have the ability to provide educational facilities that arise between bond issues. The HISDPFC is an infrequent issuer with a three person board of directors. The board members serve without compensation and generally meet on average of once a year. Since 1999, the HISDPFC has had four bond issues for education facilities.

The approval of these regulations would affect the district's ability to operate the public facility corporation as it is unlikely that we would be able to find unpaid board members who would serve if they have to pay registration fees as an advisor or have to go through an extensive registration process for a board that only meets once a year. It is important that we maintain flexibility to find board members who can fulfill this role for the benefit of the children of the Houston Independent School District.

Another important point to note is that proceeds from HISDPFC issues are governed by the Cash Management and Investment Policy of the Houston Independent School District which in turn is governed by the Public Funds Investment Act of the State of Texas. These policies significantly reduce risk and increase transparency in the investment of the bond proceeds. Finally, the debt policy of the Houston Independent School District and the HISDPFC do not allow for certain risky activities such as interest rate swap agreements.

I urge the Commission to make the necessary changes so that board members such as ours are not subject to the new proposed rules.

Sincerely,

  
Melinda Garrett  
Chief Financial Officer