



February 22, 2011

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

Re: SEC Release No. 34-63576  
File No. S7-45-10

Dear Ms. Murphy:

This letter is submitted by the Nampa Development Corporation (NDC) to provide comments on the proposal to require certain members of public boards to register as municipal advisors. NDC is concerned that registration requirements as proposed will negatively impact the willingness of its current and potential commissioners to serve in this volunteer capacity.

NDC is an urban renewal agency created pursuant to Idaho statute. As such, NDC is deemed an independent public body corporate and politic. It is governed by a seven member board of commissioners appointed by the Mayor of the City of Nampa, Idaho, and confirmed by the City Council. Commissioners receive no compensation for their services. Our current commission consists of four city council members, an elected county commissioner, a college professor that is a former local school board member, and a retired contractor.

Statutes governing NDC (Idaho Code § 50-2017) expressly prohibit commissioners and employees of NDC from acquiring interests in property included in or contracts related to an urban renewal project. Additionally, commissioners of NDC are subject to Idaho state laws governing conflicts of interest, financial audits, the ethics in government act, open meetings, and public records. The proposed registration requirements for NDC commissioners, the duties assigned to these commissioners following registration, and the enforcement authority of the Securities and Exchange Commission (the "Commission") against registered commissioners of NDC will unnecessarily deter potential commissioners from accepting appointment and limit the ability of current commissioners to effectively conduct the business of NDC.

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In an attempt to protect the entities being advised, the Release broadly defines "Municipal Advisors" in such a way that includes commissioners of NDC. However, entities such as NDC are governed by, and act through, their boards, thus it is not reasonable to assert that board members are "advising" the entity. NDC and its commissioners receive advice regarding municipal finance issues from qualified experts. Commissioners do not give advice, but rather perform their duties in reliance on the advice of experts. By way of example, in a tax increment bond financing that closed in the fall of 2010, the NDC commissioners were advised by registered experts in municipal financing and nationally recognized bond counsel.

The Release identifies the justification for the proposal as a lack of accountability of board members to the citizens. However, NDC commissioners are held accountable and can be removed for inefficiency, neglect of duty or misconduct in office. Further, an entire appointed board may be removed and replaced by the governing body that sponsored the urban renewal agency. Under Idaho law appointed officials are held to the same standards as elected officials regarding standards of care, ethics, conflicts of interest requirements, open meeting requirements, or public records disclosure requirements. NDC commissioners are required to act in the best interests of the NDC at a properly noticed and open public meeting, disclose all conflicts and potential conflicts of interest, and refrain from taking action as a commissioner in the case of a conflict. In the event that an NDC commissioner fails in one of these requirements, Idaho law provides a remedy for that failure.

Imposing an additional registration requirement and creating enforcement authority in the Commission will not improve the performance of appointed NDC commissioners and will deter future nominees from accepting appointment as a commissioner. Our commissioners take time away from their families, jobs, and businesses to serve their community. Idaho law, specifically Idaho Code §50-2006(c), requires that they serve without compensation. The additional burden of complying with complex regulatory requirements, paying registration fees, and disclosing information to the Commission each year will discourage participation of future volunteers and will not improve the performance of commissioners. This will also add expense and increase demand on staff time which will take away from the funds that are used to rehabilitate deteriorated areas and improve economic development.

NDC respectfully requests that the Commission exclude appointed public board members, such as NDC commissioners, from the definition of Municipal Advisor now currently included in the Release.

Sincerely,

A handwritten signature in blue ink that reads "Soyla Reyna". The signature is written in a cursive, flowing style.

Soyla Reyna, Secretary of the Board