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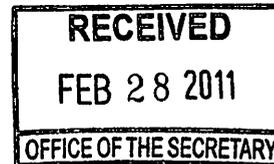
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Arizona State University

Northern Arizona University

University of Arizona

February 22, 2011



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

RE: **SEC Proposal to Require Officers of Governmental Entities to Register as "Municipal Advisors" Release 34-63576**

Dear Secretary Murphy:

On behalf of the Arizona Board of Regents, I am writing to urge the exemption of appointed members of a government body, including appointed members of public and private university boards, from the requirement to register as "municipal advisors" under the proposed regulations of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Municipal employees and elected members of municipal governing boards are appropriately exempted from the registration requirement. The Arizona Board of Regents joins our colleagues represented by the Association of Governing Boards, the National Association of College and University Business Officers, and other public and private university boards across the country, to seek the same protection for appointed members of university boards. The proposed rules do not provide this necessary protection:

... The Commission does not believe that appointed members of a government body of a municipal entity that are not elected *ex officio* members should be excluded from the definition of a "municipal advisor." [Footnote omitted.]

*Municipal Advisors*. 76 Fed. Reg. 834 January 6, 2011.

The Arizona Board of Regents is a constitutionally created body corporate under the laws of Arizona, and its members are appointed by the Arizona Governor. Like other public boards, we depend upon our volunteer Regents for extensive public service without compensation beyond a *de minimus per diem* and travel reimbursement. We seek clarification of the rules to protect these volunteers from both the unnecessary expense and the potential liability that will inevitably deter qualified individuals from agreeing to provide this important public volunteer service.

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Board Members: Chair Anne Mariucci, Phoenix Ernest Calderón, Phoenix Dennis DeConcini, Tucson  
Fred P. DuVal, Phoenix Mark Killian, Mesa LuAnn H. Leonard, Polacca  
Bob J. McLendon, Yuma Rick Myers, Tucson  
Governor Janice K. Brewer Superintendent of Public Instruction John Huppenthal  
Student Regents: Jennifer Ginther, NAU William R. Holmes, UA  
President Thomas K. Anderes, PhD

Elizabeth M. Murphy  
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This protection for appointed members is consistent with the intent expressed by Congress when it exempted municipal entities and their employees from the definition of "municipal advisor." This exception should also include the Board itself and its volunteer Board members. When our Board members engage in meaningful discussion regarding university and system investment objectives and prospective bond issuances, they are indeed the municipal entity and should not be deemed to be "advisors" on these issues or "advisors" to themselves. Board members do not provide "advice" on these transactions as intended in the legislation, instead they receive advice from municipal advisors to assist them in making their final determination. Current regulations are sufficient to protect the public without the chilling effect of requiring Board members to register as "advisors."

To the extent that our Board will be required to bear the expense of registration for Board members and presidents, this imposes a significant cost on our already devastated budgets with no benefit to the Board or to the public. Indeed, the quality of discussion by the Board and our ability to retain qualified Board members will be harmed by the imposition of this requirement. Current law provides for accountability of Arizona Regents in their exercise of authority.

We respectfully request that the Commission exclude appointed Board members from the requirement to register as "municipal advisors." Thank you for your consideration.

Sincerely,



Anne Mariucci, Chair  
Arizona Board of Regents

C: Congressional Delegation  
Members of the Arizona Board of Regents