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February 22, 2011

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

Re: File Number S7-45-10, SEC Proposed Rule 34-63576

Dear Ms. Murphy:

We are writing to oppose the SEC's proposed Rule 34-63576, and most specifically, to oppose the definition of "municipal financial advisor" as proposed. We oppose the broad reach of the proposed rule as overly burdensome and highly detrimental to bodies such as the Blue Valley School District #229 (BVUSD).

The Blue Valley School District we formed in 1966 as part of the Kansas School Unification Program. Every unified school district in Kansas possesses the usual powers of a corporation for public purposes (K.S.A 72-8201). The district is governed by a seven-member Board of Education, the members of which are elected to four-year terms. These elected members would not be subject to the changes to SEC Proposed Rule 34-63576. However, the Blue Valley Board of Education believes in the active involvement and participation of the Blue Valley community in the affairs of the district. Board of Education Advisory Committees are formed by the Board for the purpose of seeking advice and providing widespread involvement in issues affecting the district. As the district grows and changes, these advisory committees allow the Board to increase involvement in the school district and receive input from the community on key issues on the operation of the school district. One of these advisory committees is the Finance committee and their purpose is to review business activity and financial reports for the school district. They are also responsible for the oversight of all operating, special revenue, capital projects and bond funds.

The SEC's proposed rule correctly exempts elected members, elected ex-officio, and employees of a municipal entity's governing board from the definition; however, under the proposed rule, non-elected (appointed) members of a governing board would have to register with the SEC and meet various regulatory requirements set forth by both the SEC and the MSRB, including registration requirements and fees, federal fiduciary standards, federal securities law liabilities, and federal financial disclosure standards. These requirements impose undue and unreasonable burdens upon volunteers.

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The proposed rule does not make sense when applied in the context of the district's Finance advisory committee members. The district's financial advisor provides advice as to the issuance of bonds, and/or investment strategies for the bond proceeds. We oppose the proposed rule to consider appointed members of state and local government governing bodies as municipal financial advisors. The oversight by the Finance advisory committee appears to be considered advice under the proposed rule. If that is the case, those unpaid volunteers become exposed to liability and regulations through testing, licensing and substantial annual fees. That kind of regulation would greatly inhibit the desire of those who want to serve and better their community. Why would anyone undertake those risks, responsibilities and costs?

The proposed rule reflects a misunderstanding of the role of appointed members. Such members do not "provide advice" in the sense that they are acting in a professional capacity providing knowledge and expertise in municipal financial matters. Rather they rely on such advisors for guidance on bond issuance and bond financings. The function of the appointed member is to participate in the deliberative process, expressing views on matters relating to municipal bond issues, and to discuss, in conjunction with other members, on a course of action. To suggest that this function is akin to that of a "municipal advisor" is simply incorrect.

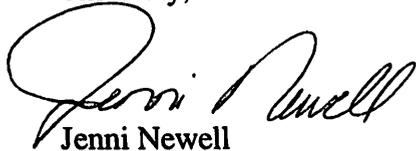
The registration requirement will, at a minimum, thwart deliberative discussions regarding the issuance of bonds, financings and investments by appointed finance committee members; a result at odds with the goals of transparency, accountability and a sound decision-making process. More likely, citizens willing to serve as advisory board members out of a sense of civic obligation with little or no compensation will find the burdens, financial and otherwise, of registration a critical impediment to such service. These members bring a diverse background, experience, and expertise to board deliberations and there is a significant public policy benefit derived from that diversity. By this requirement the SEC will dilute the concept of full citizenship participation and narrow the scope of knowledge, advice and judgment available to our district.

We ask respectfully that you consider expanding the exclusion for local government officials, including among them, appointed board members and other elected and appointed volunteers that may advise "municipal entities" from the requirement to register as "municipal advisors" by including them within the definition of "municipal employee". Further, we believe that if Congress had intended for appointed members of governing bodies to be included within the municipal financial advisor definition, it would have made this point clear in the statute.

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Thank you for the opportunity to comment on the SEC's Proposed Rule 34-63576.

Sincerely,

A handwritten signature in black ink, appearing to read "Jenni Newell". The signature is written in a cursive style with a large, looping initial "J".

Jenni Newell
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