

# STATE OF COLORADO

## OFFICE OF THE GOVERNOR

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John W. Hickenlooper  
Governor



February 18, 2011

Via E-Mail: rule-comments@sec.gov

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

**Re: Registration of Municipal Advisors (RIN 3235-AK86) (File Number S7-45-10)**

Dear Ms. Murphy:

This letter is in response to the Securities and Exchange Commission (the "SEC") Release No. 34-63576 (the "Proposing Release") in which the SEC solicits comments generally on certain proposed new rules relating to the registration with the SEC of "municipal advisors." In particular, the SEC has requested comments on whether it is appropriate to exclude from the definition of "municipal advisor" elected members of a governing body of a municipal entity, but to include appointed members of a municipal entity's governing body (which would include the governing bodies of various State authorities, boards and commissions) unless such appointed members are *ex officio* members of the governing body by virtue of holding an elective office.

As the highest elected official of the State of Colorado (the "State") charged with appointing board members to serve on various boards and commissions that constitute political subdivisions of the State, I am writing to express my concern with the SEC's attempt to classify the unelected board members of such entities as municipal advisors.

State authorities and other entities created by State statutes exercise the vital governmental functions of promoting public health, education, housing and other important interests of the citizens of the State through the issuance of tax-exempt municipal securities to finance qualified projects. As a practical matter, the leadership required to carry out these critical functions cannot come exclusively from elected officials. Of necessity, many of the governing boards must consist in whole or in part of appointed members. For this reason, it is crucial to have a pool of qualified volunteers from the community available to serve on the governing boards of state and municipal entities. Such volunteers bring practical experience, judgment and leadership skills to the exercise of their duties as decision-makers and the performance of their responsibilities as board members. Requiring such volunteers to register as "municipal advisors" would have the unintended, chilling effect on their necessary involvement. This in turn could hinder my ability to fulfill my duties as Governor to appoint qualified individuals to serve on the boards of State authorities and other entities. In addition, since the appointment process is taken very seriously and State rules of conduct and ethics apply to appointed and elected board members, I do not believe further regulation of these public servants is necessary or desirable.

Furthermore, as the representatives of State authorities, members of the governing bodies, including appointed members, are the recipients of advice, not advisors themselves, and they should not be considered "municipal advisors" for purposes of the Proposing Release.

Sincerely,

A handwritten signature in black ink, appearing to read "John W. Hickenlooper". The signature is fluid and cursive, with a large initial "J" and a long horizontal stroke at the end.

John W. Hickenlooper  
Governor