

BETHLEHEM AUTHORITY

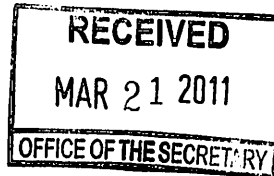
BOARD OF DIRECTORS

JOHN J. TALLARICO
CHAIRMAN
VAUGHN C. GOWER
VICE-CHAIRMAN
RICHARD L. MASTER
SECRETARY
MARK P. JOBES
TREASURER
VAUGHN C. GOWER
ASSISTANT SECRETARY/TREASURER

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CONSULTING ENGINEERS
DANIEL L. MEIXELL
POLICE – SPECIAL OFFICER



March 16, 2011

Ms. Elizabeth Murphy
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609

Re: S.E.C. Release No. 34-63576: File No. S7-45-10 (Dec. 20, 2010)
Proposed Regulations: Registration of Municipal Advisors

Dear Ms. Murphy;

I am the Executive Director of the Bethlehem Authority. The Authority is the financing arm of the City of Bethlehem water system which serves over 115,000 customers in eastern Pennsylvania. The Authority is governed by a five member Board of Directors, who are appointed by Bethlehem City Council to five year terms upon recommendation of the Mayor of the City. The Board members are citizens of the City with expertise in various forms of private business enterprise. They provide oversight and direction to the Authority and are aided in their responsibilities by legal, engineering and financial advisers. They devote approximately 3 to 6 hours monthly to Authority activities. Occasionally the Authority Board, management and advisers develop municipal bonds for water infrastructure projects. Such bonds are issued upon approval of Bethlehem City Council.

From this description of Authority operations you can see that several negative consequences, itemized below, will occur if the proposed regulations regarding registration of municipal advisers becomes effective.

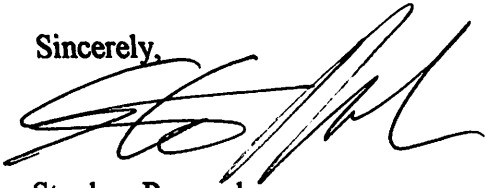
1. The Authority Board members would become advisers to the Authority which makes no sense and which may create convoluted legal impediments. The Authority Board members receive advice from others. They don't give advice to themselves.
2. Authority Board member responsibilities do not include providing professional financial advisory services.
3. Authority Board members are community volunteers who may not wish to accept the burdens of registration and complying with ongoing requirements under the proposed rule. To avoid these burdens, some Board members may resign and their successors may

not be attainable due to the same burdens. Thus the Authority would be deprived of valuable leadership and guidance from skilled and interested citizens.

4. The Authority's approval of new or refinanced municipal bonds does not constitute final approval or issuance of such bonds. The Authority effectively recommends approval while City Council actually approves issuance of bonds. It is not appropriate to hold an Authority Board member to financial adviser requirements when the Authority Board does not actually provide final approval to issue bonds.

For the reasons described above the Bethlehem Authority respectfully requests the proposed rules be revised to EXCLUDE appointed board members from the definition of municipal advisers.

Sincerely,

A handwritten signature in black ink, appearing to read 'Stephen Repasch', written in a cursive style.

Stephen Repasch
Executive Director