

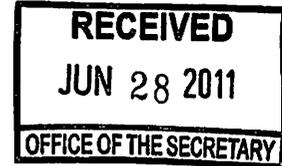
# City of Takoma Park, Maryland

57-45-10  
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Office of the Mayor  
Telephone: (301) 891-7230  
Fax: (301) 270-8794  
[BruceW@takomagov.org](mailto:BruceW@takomagov.org)



7500 Maple Avenue  
Takoma Park, MD  
20912



*The Honorable Bruce R. Williams*  
*Mayor*

Elizabeth M. Murphy, Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

VIA FIRST CLASS MAIL

**Re: SEC File No. S7-45-10**  
**Release No. 34-63576**  
**City of Takoma Park**

June 23, 2011

Dear Ms. Murphy:

This letter includes the comments of the City of Takoma Park relative to the proposed definitions of *municipal entity* and *municipal advisor* in Release No. 34-63576 (the "Release"). On page 51 of the Release, the Commission asked for comments on the following issue:

The Commission is proposing to exclude from the definition of "municipal entity" elected members of a governing body of a municipal entity, but to include appointed members unless such appointed members are ex officio members by reason of holding an elective office. Are these distinctions appropriate? Please explain. Are there other persons associated with a municipal entity that the Commission should exclude from the definition of a "municipal advisor"?

For the reasons set forth below, we respectfully urge the Commission to provide that all members of the governing board of a municipal retirement fund who are elected or appointed as provided by the statute or ordinance governing the retirement fund shall be excluded from the definition of *municipal advisor*.

The City of Takoma Park (the "City") is located in Montgomery County, Maryland, immediately adjacent to Washington, D.C. The City was founded in 1883 and was incorporated in 1890. The City is governed by a City Council with a Mayor and six council members. The City has approximately 17,000 residents.

In 2001, the City Council adopted the Police Employees Retirement Plan (the "Plan") for the benefit of approximately thirty-five police officers employed by the City. As of December 31, 2010, the Plan had assets of \$6.6 million which are invested, based on the advice of the Plan's investment consultant, in seven institutional mutual funds.

The ordinance establishing the Plan established a Retirement Plan Committee (the "Committee") with seven members. The Committee is required to administer the Plan consistent with the fiduciary standards set forth in the Plan. The members of the Committee include the City Administrator, the City Treasurer; the Chief of Police and a representative of the City Police Department supervisory employees, all of whom are employees of the City. The other members of the Committee are a representative of Local 400 of the United Food and Commercial Workers (the "Police Union") and two citizens of the City who appointed by the City Council. The current representative of the Police Union and the two citizens are not City employees.

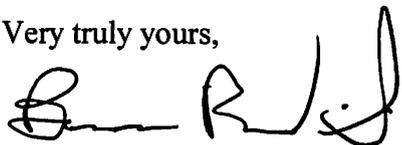
The members of the Committee are not advisors in any sense; the Committee, acting collectively, makes administrative decisions regarding the Plan, based on the advice of the Plan's actuary and counsel. The Committee also makes investment decisions regarding the Plan based on the advice of the Plan's investment consultant. Moreover, all members of the Committee have equal standing. It makes no sense to exclude some, but not all, members of the Committee from the definition of municipal advisor.

There is a real detriment to treating the citizen members of the Committee as municipal advisors. Finding and recruiting citizens who are willing to assume the current obligations of Committee members is already challenging. The City is concerned that citizens will be deterred from service on the Committee if they are required to register with the Commission.

The City of Takoma Park proposes that the SEC adopt a final rule which would permit participation by our citizens appointed by the City Council and to representatives of the collective bargaining unit.

Thank you for your consideration.

Very truly yours,



Bruce R. Williams  
Mayor