



**National Association of Municipal Advisors**  
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December 7, 2015

Mr. Brent Fields, Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**RE: SR-MSRB-2015-03**

Dear Mr. Fields:

The National Association of Municipal Advisors (NAMA) urges the Securities and Exchange Commission (“SEC”) to approve Municipal Securities Rulemaking Board (“MSRB”) Rule G-42 (the “Rule”), including the recent proposed amendments (SR-MSRB-2015-03) substantially in its current form.

It is clear that members of the SEC and the MSRB, the respective representatives of the various interests within the greater municipal marketplace, and issuers of municipal securities themselves, have all undertaken thorough consideration of this Rule throughout the extensive public comment process undertaken to develop a comprehensive Rule. The deliberations surrounding the very complex issues introduced by the Rule merit a balanced resolution of the central concerns affecting the integrity and protections intended to all acting within the municipal securities market as outlined under the *Dodd-Frank Act*. We believe the proposed amendments are sufficiently composed to still accomplish the Rule’s objective in light of the difficulties principal transactions raise.

As an organization, NAMA is dedicated to ensuring that municipal advisors (MAs) are held to the highest standards of ethics, qualifications, education, training and regulatory compliance. These principles represent the framework for our overall approval of the Revised Proposed Rule proceeding forward, and the ability for the Rule as now proposed to afford a functional outcome in support of the underpinning intentions of the initial drafting.

The Revised Proposed Rule also conforms to NAMA’s staunch belief in the importance of the duties and obligations afforded within the relationship between a registered MA and their issuer client, and the inherent distinction in rigorously upholding the congruent fiduciary obligation. Further delaying the Rule’s implementation goes against the very nature and intended outcome of the Rule: to ensure that clear lines are in place, Municipal Advisors are properly serving their clients in accordance with their fiduciary duty, and maintaining the MSRB’s overall mission to protect issuers.

All the market participants impacted by the proposed Rule, including NAMA, have issues with various aspects of it. For the record, NAMA is still opposed to the recent amendments made to proposed Rule G-42 that would ease the ban on principal transactions. The disclosure and consent model proposed by the MSRB has already proven ineffective in the context of MSRB Rule G-23 and we believe it will also ultimately prove ineffective here. Nevertheless, NAMA supports the current proposed Rule and urges the SEC to approve it in its current form without further erosion of the important principal transaction ban that is in place to protect issuers.

Please do not hesitate to contact me if you would like to further discuss this issue.

Sincerely,

A handwritten signature in black ink that reads "Terri Heaton". The signature is written in a cursive style with a large, looping initial "T".

Terri Heaton, CIPMA  
President