

## Ernie Lanza

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**From:** Eric Pehrson  
**Sent:** Friday, September 08, 2006 5:08 PM  
**To:** Ernie Lanza  
**Cc:** Carl Empey; Jon Bronson  
**Subject:** Comments to MSRB Notice 2006-19 (July 27, 2006)

Dear Mr. Lanza:

For over 90 years, Zions Bank Public Finance (and its predecessors) has been a financial advisor, underwriter or purchaser of municipal bonds, to local government entities in the State of Utah.

We support MSRB's efforts in seeking standards for "access equals delivery" in the municipal securities market. In our support we make the following comments.

### 1. Electronic Format.

We agree that all submissions to MSRB should be done in electronic format. We support Adobe's Portable Document Format ("PDF") as the current "universal" electronic standard and any future electronic formats that provide users with the ability to prepare, print, read and distribute "universal" electronic documents, with no additional costs or fees.

Currently, we see no additional burden or extra costs to state and local governments in complying with current electronic formats. However, if other electronic formats are used, such as "HTML" or "ASCII," and additional specific formatting is required, we would view these formats as unacceptable.

### 2. Central Assess to Electronic Official Statements.

We support a "free" centralized website (to be either owned/operated or governed by MSRB). The MSRB website could be operated under the same theory as the EDGAR/Securities and Exchange Commission website.

In addition, we proposed that MSRB also make electronic Preliminary Official Statements ("POS") available on the centralized website. The centralized website would include all POS related to competitive and negotiated municipal deals.

The majority of the discussion of MSRB Notice 2006-19 is in regards to final Official Statements ("OS") and the delivery and distribution thereof. There is currently no centralized process for the access and distribution of POS to the municipal market. Many of our issuers would welcome the ability to place their POS on a centralized web site, whereby interested underwriters, dealers and investors know "where to go" to get information. Corporate "preliminary" prospectuses are available on the "EDGAR/SEC" website and then are eventually replaced with the "final" prospectus. We propose that MSRB follow this SEC concept. Provide the POS on the centralized website and replace the POS with the final OS.

MSRB should charge a "reasonable service fee" for hosting the POS and final delivery/notice of the OS. Currently, most Utah municipal issuers produce and distribute a PDF POS and then hard print the OS. With electronic delivery/notification of the OS, Utah issuers will save several thousand dollars of printing/ mailing costs.

We support "free centralized access" of the OS until the final maturity date of the issue.

### 3. Potential MSRB Rule Changes to Implement the . . . Model.

We support "access equals delivery" for **all** taxable and tax-exempt offerings of municipal bonds. Municipal bond issuers exempt from Exchange Act Rule 15c2-12 should be treated the same as those subject to Rule 15c2-12.

With electronic OS, we see no reason why MSRB Rule G-32 couldn't be changed to match SEC Rule 173 (two-day post-settlement deadline for electronic delivery notices regarding final OS to customers).

We believe that the electronic OS should be available on or prior to the bond closing date. With electronic delivery of

the OS, Rule G-36 should be amended accordingly.

If a financial advisor (or disclosure counsel or underwriter's counsel) prepares the POS and OS, the financial advisor should assume the responsibility of sending the OS to MSRB. If no financial advisor is involved, the underwriter should be responsible for this filing.

Thanks to MSRB's efforts in these matters. If you have any questions please contact me.

Sincerely,

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