

September 17, 2018

Submitted Electronically

Ronald W. Smith
Corporate Secretary
Municipal Securities Rulemaking Board
1300 I Street NW
Washington, DC 20005

**RE: Request for Comment on Draft Amendments to MSRB Rules
on Primary Offering Practices**

Dear Mr. Smith:

On behalf of the Bond Dealers of America (“BDA”), I am pleased to submit this letter in response to the MSRB’s Notice 2018-14 (the “Notice”): Request for Comment on Draft Amendments to MSRB Rules on Primary Offering Practices. BDA is the only DC-based group representing the interests of securities dealers and banks exclusively focused on the U.S. fixed income markets. We welcome this opportunity to present our comments.

We have organized our comments in the order of the Notice.

Rule G-11 Primary Offering Practices

- *Free-to-Trade Wire*

As we discussed in our comments to the Concept Proposal (as defined in the Notice), the BDA supports the MSRB’s change to Rule G-11 to require a notification to all members of the syndicate that trading restrictions have been lifted. The BDA suggests, though, that the Rule not prescribe a free-to-trade wire, as industry custom changes from time and time. Accordingly, the BDA suggests that the MSRB change the wording of the Rule amendment to require such notification in any reasonable manner accepted and customary within the industry that notifies all syndicate members simultaneously.

- *Additional Information for the Issuer*

As in our comments in response to the Concept Proposal, the BDA encourages the MSRB to require the additional information to be provided to issuers upon request. The BDA also encourages the MSRB, the GFOA and others to provide education to issuers concerning the additional information that is available to them upon request. Many issuers do not need or want this information.

- *Alignment of the Timeframe for the Payment of Group Net Sales Credits with the Payment of Net Designation Sales Credits*

As we did in our comments to the Comment Proposal, the BDA supports this Rule change.

Rule G-32 – Disclosures in Connection with Primary Offerings

- *Equal Access to the Disclosure of the CUSIP Numbers Refunded and the Percentages Thereof*

As in our comments to the Concept Proposal, the BDA supports the proposed changes to Rule G-32(b)(ii) to require access to this information by all market participants at the same time. We do note, however, that this requirement will be of less significance than it was at the time of the Concept Proposal given the tax law changes that eliminated advance refundings.

- *Whether Non-Dealer Municipal Advisors Should Make the Official Statement Available to the Managing or Sole Underwriter After the Issuer Approves it for Distribution*

As in our comments to the Concept Proposal, the BDA supports this rule change.

- *Additional Data Fields on Form G-32 Auto-Populated From NIIDS*

The BDA does not object to any of the data fields proposed to be auto-populated from NIIDS. The BDA does not recommend that the MSRB auto-populate any additional information from NIIDS into Form G-32.

- *Additional Data Fields on Form G-32 Not Auto-Populated From NIIDS*

The BDA objects to some of the new data fields as either unnecessary or overly burdensome. Here are our views of the various new proposed data fields:

- Ability for minimum denomination to change. The BDA supports this new data field because it will prevent the perception that municipal

securities trading at a minimum denomination at the time of the issuance of the municipal securities is necessarily lower than the then-effective minimum denomination.

- Additional syndicate managers. The BDA objects to this new data field. This new information would not assist any market participant and, especially for large issuances, can impose new burdens on underwriters.
- Full call schedule. The BDA objects to this new data field because it is unnecessary and will add burdens to underwriters. The call terms of a municipal security are part of the information that dealers communicate to investors at the time of trade. A full call schedule will not assist market participants and will just require underwriters to complete more information, which for some issuances is a significant amount of data.
- Legal entity identifiers. The BDA objects to this new data field because it is not easily obtainable in almost all instances. Right now, underwriters do not have public access to information that would readily reveal this information and would require underwriters to spend the time to determine if the municipal issuer or borrower has an LEI and confirm the number. We do not believe that the market benefits from access to this number and, in any event, any benefits would not outweigh the burdens to underwriters.
- Name of obligated person(s). The BDA supports the inclusion of this data field.
- Percentage of CUSIP numbers refunded. The BDA objects to the inclusion of the data field as this information is both unnecessary and not meaningful. For holders of refunded bonds, what is important is what portion of a particular CUSIP has been refunded. The percentage of CUSIPs across an issuance of municipal securities is of no value to investors and other market participants. This will require a unique calculation to be performed on each partial refunding and thus would present a new burden to underwriters.
- Name of municipal advisor. The BDA objects to this data field. The information is obtainable from the final official statement and does not represent valuable information in the secondary market trading of municipal securities.

Thank you for the opportunity to provide these comments.

Sincerely,

A handwritten signature in blue ink that reads "Nicholas". The signature is written in a cursive style with a prominent initial "N".

Mike Nicholas
Chief Executive Officer