



June 17, 2021

Mr. Ronald Smith, Corporate Secretary
Municipal Securities Rulemaking Board
1300 I Street, NW, Suite 1000
Washington, DC 20004

RE: MSRB Notice 2021-07; proposed MSRB Rule G-46

Dear Mr. Smith:

The National Association of Municipal Advisors (NAMA) appreciates the opportunity to comment on MSRB Notice 2020-07 regarding proposed MSRB Rule G-46, Fair Dealing Solicitor Municipal Advisor Obligations. NAMA represents independent municipal advisory firms and municipal advisors (MA) from around the country and serves to represent and educate municipal advisors on regulatory and market matters.

We support MSRB's efforts to clarify the obligations of solicitor MAs. The extensive proposed rule, however, could create confusion instead of fulfilling its intended purpose of clarifying to solicitor MAs, non-solicitor MAs, issuers, and other market participants, the obligations of these professionals. Because they do not have a fiduciary duty to issuers, the phrase "solicitor MAs" is itself confusing. But, as that bridge has been crossed, we believe that the MSRB's intent of clarifying solicitor MA obligations could be improved and offer the following suggestions.

As part of the rule text, the MSRB should require solicitor MAs to disclose to the municipal entities that they are soliciting that they do not have a fiduciary duty to them. A similar disclosure should be required when a solicitor MA solicits an obligated person. This is vitally important as a) solicitor MAs do not have the same heightened obligations to municipal entities and obligated persons despite using the term "municipal advisor" in their profession and b) to best protect municipal entities, such clarification would help ensure that municipal entities are aware that if approached by a solicitor MA that these professionals do NOT and are not required to act in their best interest as is the case with "municipal advisors." Requiring solicitor MAs to accurately disclose their objectives and duties straight away would benefit the Rule and the marketplace as a whole.

The MSRB should also conform the "fair dealing," language used in the proposed rule with that of Rule G-17. To avoid confusion and to be clear on the solicitor MA obligations, we suggest that the MSRB follow the language of G-17 within this new Rule.

Further, the sections in proposed Rule G-46 related to required disclosures, prohibited conduct, and the accuracy of representations, for example, would benefit from conforming to Rule G-42 language, where applicable, so that an issuer would receive disclosures in a format with which they may already be familiar. Disclosures and rule text that unnecessarily includes new language that is similar but not the same as current

rules creates confusion among issuers, other market participants and entities trying to comply with a rule. Similarly, recordkeeping requirements associated with the proposed rule should align with and be included in Rule G-8. Again, most importantly, these responsibilities should also be required to contain language requiring the solicitor MA to disclose to a solicited entity that it is NOT a fiduciary to the municipal entity.

We would be happy to answer any questions that the Board or staff may have about our comments.

Sincerely,

A handwritten signature in cursive script that reads "Susan Gaffney".

Susan Gaffney
Executive Director