



October 21, 2024

Venessa Countryman  
Secretary  
Securities and Exchange Commission  
100 F Street, NW  
Washington, DC 20549

Chief Counsel's Office  
ATTN: Comment Processing  
Office of Financial Research  
Department of the Treasury  
717 14<sup>th</sup> Street, NW  
Washington, DC 20220

**RE: File Number S7-2024-05**

**RIN 1505-AC86**

Dear Secretary Countryman and Office of the Treasury's Chief Counsel Office:

The National Association of Municipal Advisors ("NAMA") is a professional organization representing independent municipal advisory firms (Firms) and municipal advisors from across the country. Municipal advisors (MA) became regulated entities in the *Dodd Frank Act* and must comply with a suite of Securities and Exchange Commission (SEC) and Municipal Securities Rulemaking Board (MSRB) regulations. Our mission is to educate and represent our members on regulatory and compliance policies, as well as general municipal market practices.

Our members are particularly interested in the requirement for information submitted to the MSRB be in a structured data format.<sup>1</sup>

Currently municipal advisors have a requirement to submit Form A-12 annually and Form G-37 quarterly to the MSRB. Many fields in these Forms are already in a structured data format that the MSRB has created within the Forms themselves. However, there are other fields that currently may not have that capability. This is especially true for required information of client lists and political contributions in Form G-37.

NAMA believes that the systems already in place at the MSRB can meet forthcoming structured data requirements that will be in this and future Rulemaking. Additionally, for areas where information completed in Forms is not already available in a structured data format, we are confident that the MSRB, working with market participants, can propose ways to allow for additional information uploaded in MSRB Forms to become structured data within their systems. For instance, for client information or political contributions information, if a uniform entity identifier is more broadly in place due to requirements in the overall Final Rules, those identifiers can be used within a Form, possibly through a drop-down box naming the entity which then ties it to an identifier. For other information, or until an entity identifier system is in place, the MSRB could develop a uniform template for MAs to use that would meet structured data requirements.

With the MSRB having undertaken extensive work to have information submitted on MA Forms already available as structured data, it appears that significant steps have already been made that are in a position to meet or be recognized by forthcoming requirements. As this proposed rulemaking moves through the process, and the second set of prescribed rules are proposed by the SEC, it will be important to ensure that the way the MSRB currently

stores structured data from Forms will meet any new, forthcoming requirements. Also, as additional components of Form submissions will need to be within structured data format, we encourage SEC rulemaking to allow this to be done in a manner consistent with the MSRB's existing systems without great costs to the MSRB and, thus, without additional financial burdens on regulated entities.

We do, however, call on the SEC and the MSRB to meet with MAs and have an extensive rulemaking comment period and testing period as it moves forward with rules that directly impact municipal advisors.

The proposed rule also addresses many matters related to broader municipal market information that will need to be submitted to the MSRB in a structured data format. A key question is if and how the mandate for "financial entities" to meet structured data requirements applies to issuers of municipal securities who provide disclosures to the MSRB's EMMA system. The SEC will need to be keenly aware of the vast differences across the 50,000+ issuers within the municipal market, some with large and sophisticated staffs with access to modern information technologies and some with part-time city clerks who use cash-based accounting systems on Excel spreadsheets. Additionally, an essential element that regulators must adopt is that this and future rulemakings allow for flexibility with any imposed mandates. This is necessary to ensure that the wide variety of types of entities that will have to report information in structured data format can do so without great financial, staff time and training burdens all without disruptions to themselves or the municipal market.

NAMA also points to extensive comments submitted by other groups, including GFOA, NASACT, NABL, and NAHEFFA, that deserve consideration by regulators. The various viewpoints of issuers and borrowers of municipal securities is essential, and these comments underscore the challenges a one-size-fits-all regulatory regime could pose to state and local governments.

We look forward to meaningful engagement with the SEC and other regulators as the rulemaking process proceeds. Many of these topics do not lend themselves well to specific written comments at this stage since the proposed rule is vague in many areas and it is unclear how extensive the structured data mandates will be on issuer information. Both for implications directly on municipal advisors, and since municipal advisors serve as fiduciaries to governmental issuers who will be involved in discussions with their issuing and borrowing clients who will be looking for ways to address any new reporting requirements, these conversations are essential.

Thank you for the opportunity to comment.

Sincerely,



Susan Gaffney, Executive Director

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<sup>i</sup> Footnote 17 of the Proposed Rule.