



**Government Finance Officers Association**  
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September 19, 2018

Mr. Ronald W. Smith  
Corporate Secretary  
Municipal Securities Rulemaking Board  
1300 I Street, N.W. Suite 1100  
Washington, D.C. 20005

RE: MSRB Notice 2018-15: Primary Offering Practices

Dear Mr. Smith:

The proposed amendments to MSRB Rules G-11 and G-32 are of interest to issuers of municipal securities, as they are related to a key tenet of the MSRB's mission – to protect issuers from unfair market practices through Rulemaking. The Government Finance Officers Association, representing over 19,000 state and local government public finance professionals, appreciates the opportunity to comment on the MSRB's proposed amendments to these rules.

We provided comments on the MSRB's Concept Proposal on many of these issues last year. We note that the MSRB has abandoned efforts to mandate posting of preliminary offering statements (POS) on EMMA, which was our key concern in the MSRB's past initiative. We also expressed concern with having other parties – underwriters and municipal advisors – posting POSs without the explicit permission of the issuer. GFOA strongly supports, and notes in our own best practices, that issuers should post their POS on EMMA, however we continue to advocate against federal regulation thereof. We are glad to see that the issue is not part of this Notice.

There are two key areas of the current proposed amendments where we wish to comment.

1. Issuer Receiving Information from Senior Syndicate Manager of Designation and Allocation Information

GFOA supports having the senior syndicate manager provide the issuer, at all times, information about order designations and allocations. As the senior syndicate manager is acting on the issuer's approved designations and allocations, information should be given to issuers in order to confirm transparent market practices, and that the issuer's instructions were executed properly.

We do not believe that it is adequate for the senior syndicate manager to “educate” the issuer on where this information may be found on third party platforms nor should education replace the task of providing this information.

## 2. Information Available to the Market About Refundings

We do not object to the MSRB's proposal to have information about refundings available to market participants at the same time nor do we object to additional information about refundings provided on Form G-32. We do, however, wish that the MSRB would require the timeframe to be shorter than the current five business days.

The MSRB asks if a list of "potential" refundings that may be produced by the syndicate before or at the time of pricing should be shared with market participants, or be required or voluntarily posting on EMMA. We believe that this information should only be provided once the refunded maturities information is final. By including potential refunding information, the underwriter (and issuer) could be entangled in providing misleading information, if indeed those refundings are not part of the final transaction. Therefore, only final information about the refundings should be disseminated to everyone at the same time.

We would also point out, as we did in our November letter, that the MSRB language about free to trade wire, does not account for new IRS rules on the issue price of bonds. We suggest that the MSRB include language that trades may not be allowable at any price if certain issue price restrictions (e.g., hold the price), are in place.

We would be pleased to have further discussions with the MSRB Board and/or staff about our comments and the MSRB's efforts related to primary offering practices. Thank you again for the opportunity to comment on these important issues.

Sincerely,

Sincerely,

A handwritten signature in black ink that reads "Emily S. Brock". The signature is written in a cursive, flowing style.

Emily S. Brock  
Director, Federal Liaison Center