

Texas Local Government Investment Pool Prime

Annual Financial Report
August 31, 2019 and 2018

Texas Local Government Investment Pool Prime

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Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With <i>Government Auditing Standards</i>	19-20



RSM US LLP

Independent Auditor's Report

To the Honorable Glenn Hegar
Comptroller of Public Accounts of the State of Texas
Texas Local Government Investment Pool Prime

Report on the Financial Statements

We have audited the accompanying financial statements of Texas Local Government Investment Pool Prime (TexPool Prime), an investment trust fund of the State of Texas, as of and for the years ended August 31, 2019 and 2018, and the related notes to the financial statements, which collectively comprise TexPool Prime's basic financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Texas Local Government Investment Pool Prime investment trust fund as of August 31, 2019 and 2018, and the changes in its financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As described in Note 1 to the financial statements, these financial statements present only the TexPool investment trust fund and do not purport to, and do not, present fairly the financial position of the State of Texas as of August 31, 2019 and 2018, and the changes in its financial position for the years then ended, in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter***Required Supplementary Information***

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 5, 2019, on our consideration of TexPool's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of TexPool's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering TexPool's internal control over financial reporting and compliance.

RSM US LLP

Austin, Texas
November 5, 2019

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis Years Ended August 31, 2019 and 2018

The Texas Local Government Investment Pool Prime's (TexPool Prime) management's discussion and analysis is designed to assist the reader in focusing on significant financial issues and provide a performance overview of TexPool Prime's operations for the years ended August 31, 2019 and 2018.

Overview of the Financial Statements and Condensed Financial Information

This annual financial report consists of two parts:

- Management's discussion and analysis
- Basic financial statements
 - Statements of Pool Net Position
 - Statements of Changes in Pool Net Position
 - Notes to the Financial Statements

The Statement of Pool Net Position presents the financial position of TexPool Prime at the end of the fiscal year and includes all assets and liabilities of TexPool Prime. The difference between total assets and total liabilities—net position—equals the sum of all participants' interest in TexPool Prime. At August 31, net position was calculated as follows:

	2019	2018	2017
Total assets	\$ 6,214,638,885	\$ 4,981,000,949	\$ 4,112,137,765
Total liabilities	(110,579,149)	(8,987,257)	(7,798,553)
Net position held in trust for pool participants	\$ 6,104,059,736	\$ 4,972,013,692	\$ 4,104,339,212

As additional investment opportunities became available to TexPool Prime, and in combination with the increase in the Federal Reserve's Fed Funds rate, the yield in TexPool Prime increased over prior years. This higher yield made TexPool Prime a more attractive investment opportunity, which led to an increase in total assets under management.

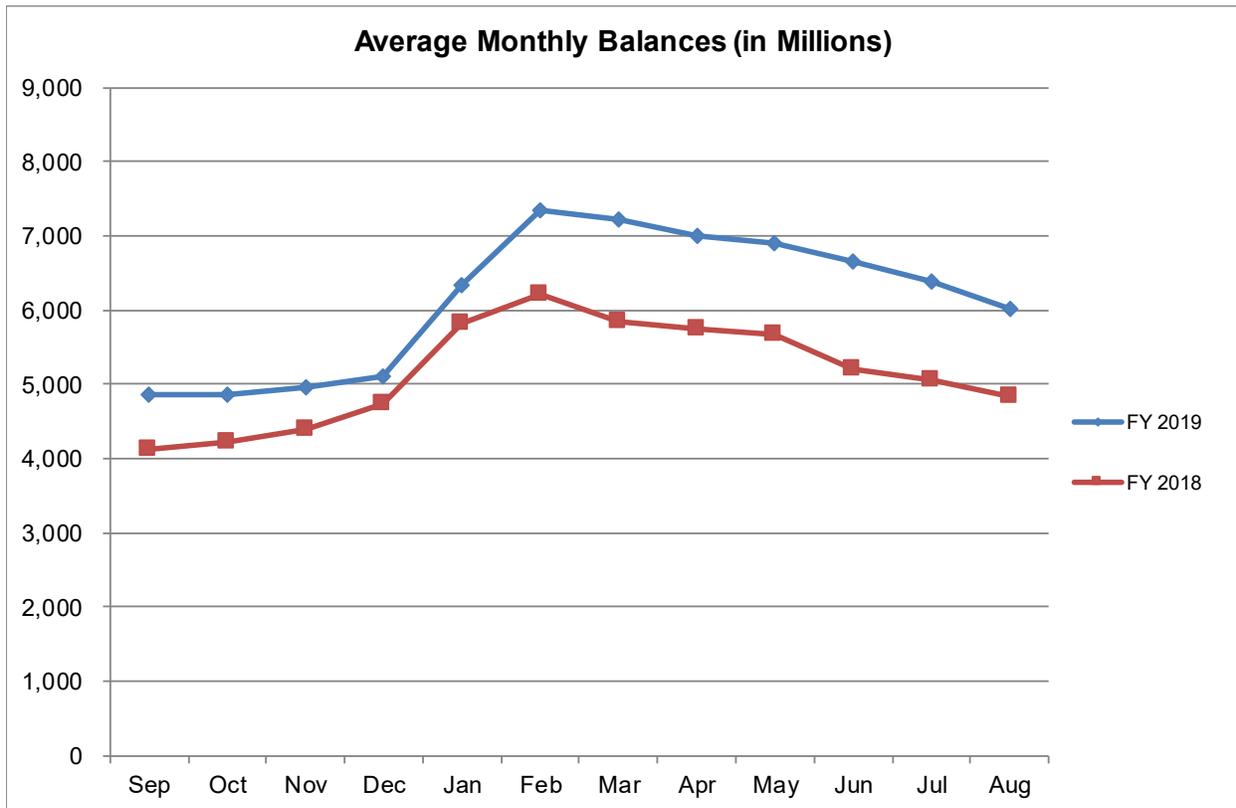
The Statement of Changes in Pool Net Position presents the activity within the net position balance for the year ended. Significant activity accounts include net investment income, earnings distributions and net contributions/withdrawals by participants. The changes in net position for the years ended August 31, were as follows:

	2019	2018	2017
Net investment income	\$ 152,657,386	\$ 88,548,144	\$ 34,853,904
Earnings paid to investors from net investment income	(152,657,386)	(88,548,144)	(34,853,904)
Net increase in participant investments	1,132,046,044	867,674,480	1,943,210,836
Net increase in net position	\$ 1,132,046,044	\$ 867,674,480	\$ 1,943,210,836

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis Years Ended August 31, 2019 and 2018

The average monthly balance in TexPool Prime grew to \$7.3 billion in February 2019 up from \$4.9 billion in September 2018. The average monthly balance as of August 31, 2019 was approximately \$6.0 billion.



During fiscal year 2018 and 2019 prior to March 29, 2019, management and administrative fees to operate TexPool Primewere set at 6.38 basis points (0.0638%). Effective March 29, 2019, a new contract was executed and the fees were set at 5.5 basis points (0.055%). During both fiscal years 2019 and 2018, management fees were rebated on various occasions. During fiscal year 2019, the average net monthly fee ranged from a high of 5.88 basis points (0.0588%) to a low of 4.84 basis points (0.0484%). During fiscal year 2018, the average net monthly fee ranged from a high of 6.07 basis points (0.0607%) to a low of 5.06 basis points (0.0506%).

The notes to the financial statements provide narrative explanations of accounting policies and additional data needed for full disclosure as required by accounting principles generally accepted in the United States of America.

Fiscal Year 2019 Performance

The 12-month reporting period was marked by a major shift in United States (U.S.) monetary policy. In the first half, the U.S. Federal Reserve (Fed) continued on a path of normalizing interest rate policy by hiking the federal funds rate; in the second half, it reversed course by cutting it. The Fed primarily made this reversion to boost low inflation, but worsening trade conflicts and an inverting yield curve played a role.

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis Years Ended August 31, 2019 and 2018

In September 2018, the Fed raised the target range of the fed funds rate to 2.00-2.25%. The move tracked the solid domestic economy that was fueled by job growth, consumer confidence, retail sales and more. Policymakers were more cautious in the fourth quarter amid heightened equity market volatility, increasing signs of a global slowdown and the U.S. government's escalating tariffs on Chinese imports. They enacted another 25 basis-point hike but lowered expectations for rates and growth for 2019. The discrepancy unsettled investors and businesses as it seemed at odds with the constructive, if slowing, state of the domestic economy.

In the second half of the reporting period, increased signs of a U.S. economic slowdown, a federal government shutdown, drawn-out Chinese trade negotiations, uncertain Brexit process and other issues put interest rates in a holding pattern. The Fed said it expected the economy to continue to grow, only at a very modest pace. Consumer confidence dropped after poor holiday retail sales, but recovered to moderate levels. Leading economic indicators treaded water and manufacturing and service readings were volatile but still expansionary. Only the robust labor market was unequivocal.

The environment changed in May when the U.S. and China failed to resolve the trade dispute after U.S. negotiators pulled a nearly finished deal off the table, claiming China had renegeed on several key points. This shocked the markets, cooled business confidence and raised expectations that the U.S. economy would stall. Seeming to support this notion was the inversion of the U.S. Treasury yield curve—often indicative of a coming recession. In July, the Fed enacted its first rate cut in more than a decade, moving the fed funds target range back to 2.00-2.25%. But as the reporting period came to a close, the majority of economic indicators, while moderating, did not point to a contraction.

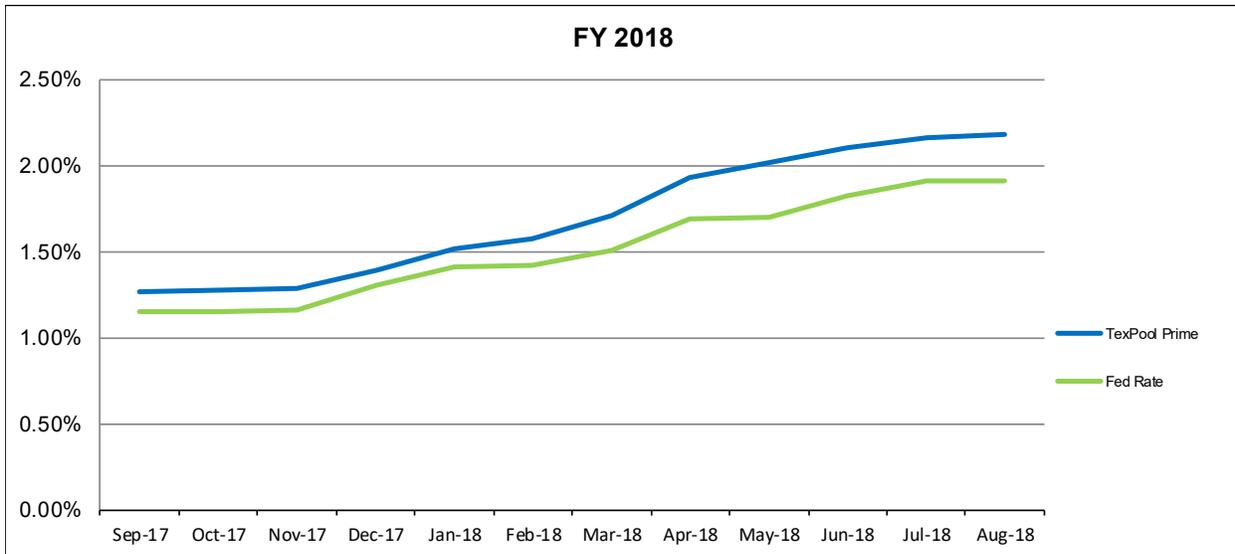
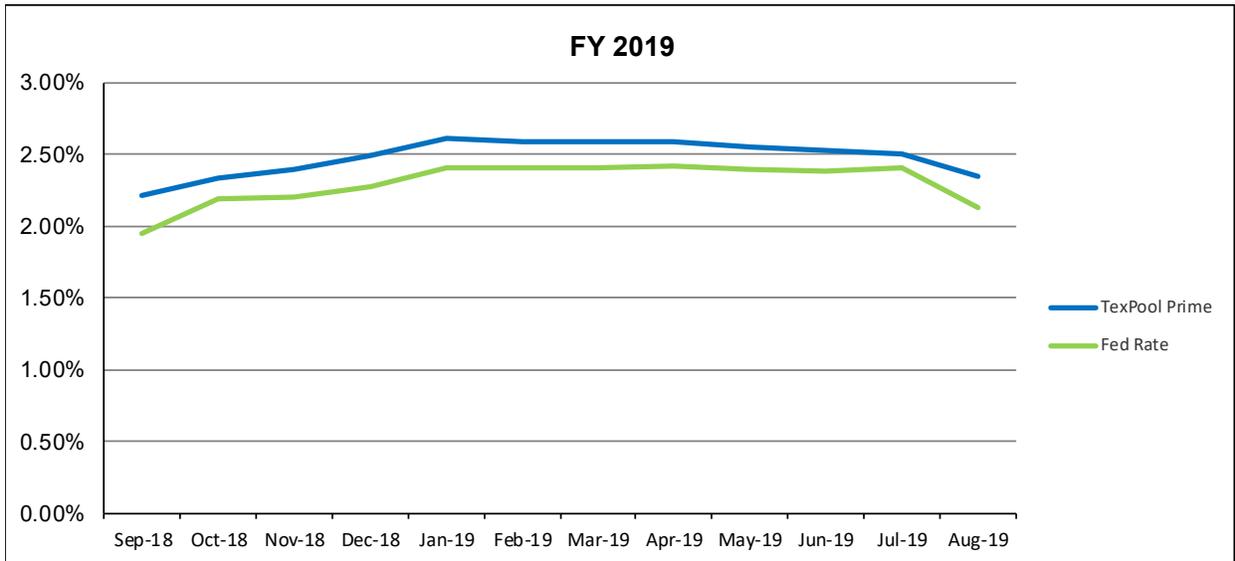
TexPool Prime's average maturity increased from 27 days to 31 days, assets under management increased from \$5.0 billion to \$6.1 billion and the average monthly yield rose from 2.18% to 2.35%. TexPool Prime had a 1-year return of 2.50%, compared with 2.24% for the iMoneyNet First Tier Institutional Category Average. During the reporting period, short-term Treasury yields moved in different directions: 1-month Treasuries rose from 1.93% to 2.07%; 3-month fell from 2.08% to 1.98%; and 6-month decreased from 2.21% to 1.88%. Overnight Treasury and mortgage-backed repo rates rose from 1.96% and 1.97% to 2.15% and 2.16%, respectively. Libor ended August with 1-month at 2.14%, 3-month at 2.14%, 6-month at 2.08% and 12-month at 2.03%.

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis Years Ended August 31, 2019 and 2018

TexPool Prime vs. Fed Funds Rate

The following graphs depict the TexPool Prime yield and the Fed rate for 2019 and 2018:



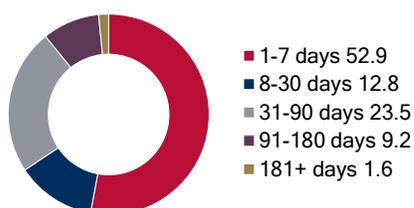
Texas Local Government Investment Pool Prime

Management's Discussion and Analysis Years Ended August 31, 2019 and 2018

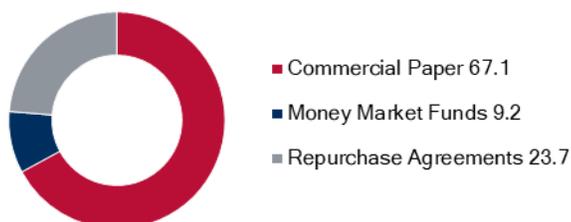
TexPool *Prime* Information as of August 31, 2019

Additional information on the TexPool *Prime* portfolio is reflected in the following graphics, which are available at www.texpool.com:

Portfolio by Maturity As of August 31, 2019



Portfolio by Type of Investment As of August 31, 2019



Participant Summary		
	Number of Participants	Balance
School District	124	\$2,111,061,530
Higher Education	19	\$622,612,115
Healthcare	16	\$261,345,472
Utility District	46	\$361,243,324
City	78	\$1,402,776,342
County	41	\$480,911,753
Other	76	\$864,109,200

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis Years Ended August 31, 2019 and 2018

Fiscal Year 2018 Performance

The U.S. economy took a slow but steady climb over the 12-month period, exhibiting stronger growth that led the Fed to unwind its expansionary monetary policy.

As the reporting period opened, hurricanes struck Texas, Florida and the Caribbean and rhetoric from North Korea dominated the news. But as it became clear the storms' impact on the economy would be temporary and as the geopolitical tumult subsided, markets got a further boost when data showed that gross domestic product (GDP) had grown at around 3% in the July-September period. In October, the Fed began to withdraw its accommodation through quantitative tightening. The latter was a commitment to slowly reduce its balance-sheet by allowing \$30 billion to roll off its books in the fourth quarter of 2017, increasing that amount by \$30 billion in each subsequent quarter of the reporting period. The markets then turned their attention to the debate over a reworking of the federal tax code pushed by President Trump. In December, Congress passed a bill with significant changes, highlighted by a cut in the corporate tax rate from 35% to 21%. Because the effects of tax reform would not be felt immediately, the market reacted with volatility in early 2018 in part on inflation fears and moves by the Fed. There were three 25-basis-point rate hikes in the reporting period: in December, and then in March and June under the new leadership of Jerome Powell.

Constructive economic data refuted this investor anxiety, as the U.S. experienced robust employment, elevated consumer spending, accelerating manufacturing activity and solid GDP growth, all while inflation remained relatively modest. However, the housing market faltered over the summer as the combination of tight supply, higher prices and rising mortgage rates slowed activity. On the jobs front, reports characterized the labor market as having reached decades-old positive watermarks, although wage gains were muted. The tax overhaul forced the U.S. Treasury to greatly increase issuance of short-term bills, which, paired with the Fed not reinvesting maturing securities, flooded the market with government debt, raising yields. Other developments were the strengthening dollar, which put pressure on emerging markets currencies, and the potential of a global trade war. Both situations exacerbated financial and political environments in countries such as Argentina and Turkey, but seemed to fall short of a multi-nation crisis. As the reporting period closed, the Fed again hiked rates, putting the target range at 1.75% to 2.00%.

TexPool Prime's average maturity decreased from 47 days to 27 days, assets under management increased from \$4.1 billion to \$5.0 billion and the average monthly yield rose from 1.24% to 2.18%. During the 12-month reporting period, LIBOR rose across the spectrum: 1-month rose 86 basis points, from 1.24% to 2.10%, 3-month rose 100 basis points, from 1.32% to 2.32%, and 6-month rose 108 basis points from 1.45% to 2.53%.

Texas Local Government Investment Pool Prime

**Statements of Pool Net Position
August 31, 2019 and 2018**

	2019	2018
Assets:		
Investments, at amortized cost:		
Securities purchased under agreement to resell	\$ 1,471,217,000	\$ 949,746,000
Commercial paper	4,166,383,727	3,081,573,703
Money market mutual funds	572,126,954	497,099,999
United States government agency securities	-	99,877,014
United States government treasury securities	-	349,098,868
	<u>6,209,727,681</u>	<u>4,977,395,584</u>
Accrued interest receivable	4,911,204	3,605,365
Total assets	<u>6,214,638,885</u>	<u>4,981,000,949</u>
Liabilities:		
Trades pending settlement	98,608,750	-
Amounts payable to participants	11,954,085	8,978,283
Accounts payable and accrued expenses	16,314	8,974
Total liabilities	<u>110,579,149</u>	<u>8,987,257</u>
Net position held in trust for pool participants	<u><u>\$ 6,104,059,736</u></u>	<u><u>\$ 4,972,013,692</u></u>

See accompanying notes to financial statements.

Texas Local Government Investment Pool Prime

**Statements of Changes in Pool Net Position
Years Ended August 31, 2019 and 2018**

	2019	2018
Additions:		
Investment income:		
Interest income	\$ 155,972,820	\$ 91,462,959
Expenses:		
Management fees and expenses	<u>(3,315,434)</u>	<u>(2,914,815)</u>
Net investment income	152,657,386	88,548,144
Earnings paid to investors from net investment income	(152,657,386)	(88,548,144)
Net increase in participant investments	<u>1,132,046,044</u>	<u>867,674,480</u>
Net increase in net position	1,132,046,044	867,674,480
Net position at beginning of year	<u>4,972,013,692</u>	4,104,339,212
Net position at end of year	<u><u>\$ 6,104,059,736</u></u>	<u>\$ 4,972,013,692</u>

See notes to financial statements.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies

Background and reporting entity: On September 1, 1989, local government investment pools became authorized investments for the majority of public entities in Texas. The Interlocal Cooperation Act was amended by the 71st Texas Legislature to facilitate the creation of local government investment pools in Texas. This act permits the creation of investment pools to which any political subdivision (local government) in Texas may delegate, by contract, the authority to make investments purchased with local investment funds and to hold legal title as custodian of the investment securities.

The Texas Legislature authorized the State Treasurer to incorporate a special-purpose trust corporation in 1986 called the Texas Treasury Safekeeping Trust Company (Texas Trust). The Texas Trust has direct access to the services of the Federal Reserve Bank and performs other activities. It is specifically authorized to manage, disburse, transfer, safe keep and invest public funds and securities. On September 1, 1996, the operations of the State Treasury, including the Texas Trust, were merged with the State Comptroller of Public Accounts (State Comptroller).

The Texas Trust created the Texas Local Government Investment Pool Prime (TexPool Prime) as a public funds investment pool. Eligible participants include, but may not be limited to, incorporated cities, counties, villages, certain types of water districts, school districts, junior college districts, community college districts and certain other special districts in the State of Texas. TexPool Prime began operations on December 27, 2002.

The administrative and investment services to TexPool Prime are provided by Federated Investors, Inc. (Federated) under an agreement with the Texas Trust effective April 8, 2002. The previous contract, which was effective through 2018, was renewed on September 1, 2018, and the terms of the agreement were extended through March 31, 2019. The current contract was executed on March 29, 2019, effective through December 31, 2024.

Federated is the investment manager and State Street Bank and Trust is the custodian for TexPool Prime. Federated provides fund accounting and transfer agency services to TexPool Prime. Effective July 1, 2004, Federated outsourced the transfer agent function to DST Asset Manager Solutions, Inc. Federated is the administrator for the TexPool Prime program providing Participant Services and Marketing functions to TexPool Prime participants. Federated is the participant contact point for account maintenance, assistance with transactions and other administrative information.

TexPool Prime is established as an investment trust fund with the Texas Trust as trustee, segregated from all other trustors, investments and activities of the Texas Trust. Only local governments having contracted to participate in TexPool Prime (Participants) have an undivided beneficial interest in its pool of assets. TexPool Prime is not registered with the Securities and Exchange Commission (SEC) as an investment company.

These financial statements include only the operations of TexPool Prime. The State Comptroller has established an eight member TexPool Advisory Board (Advisory Board) composed equally of Participants in the TexPool portfolios (TexPool and TexPool Prime) and other persons who do not have a business relationship with TexPool Prime. Advisory Board members review TexPool Prime's investment policy and management fee structure.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

The State Comptroller exercises oversight responsibility over all other aspects of TexPool Prime, including investment and accounting activity, development plans, etc. Oversight responsibility is demonstrated by financial interdependency, ability to significantly influence operations, designation of management and accountability for fiscal matters. As a result, the financial statements of TexPool Prime are included in the financial statements of the Texas Trust as an investment trust fund, which are ultimately included in the financial statements of the State of Texas.

Basis of accounting: The accounting and reporting policies of TexPool Prime relating to the accompanying financial statements conform to accounting principles generally accepted in the United States of America applicable to state and local governments. Accounting principles generally accepted in the United States of America for state and local governments include those principles prescribed by the Governmental Accounting Standards Board (GASB) in its publication *Codification of Governmental Accounting and Financial Reporting Standards* (the Codification).

The financial statements of TexPool Prime are presented as an investment trust fund (a type of fiduciary fund) using the economic resources measurement focus and accrual basis of accounting. Investment income is recorded when earned and expenses are recorded when incurred. Net investment income is allocated to Participant accounts monthly on a pro-rata basis. All gains and losses from the sale of securities are distributed among Participants, and will be amortized over the remaining term to maturity of the liquidated securities. Participants may redeem their accounts at any time based on the previous day's balance of their account. Unrealized gains or losses are not allocated to Participant accounts.

In accordance with GASB requirements applicable to investment pools, investments are carried at amortized cost, which approximates fair value, as provided for by the Codification. Investments are priced daily and compared to TexPool Prime's carrying value. If the ratio of the fair value of the portfolio of investments to the carrying value of investments is less than 0.995 or greater than 1.005, TexPool Prime will sell investment securities, as required, to maintain the ratio at a point between 0.995 and 1.005.

Expenses: Expenses applicable to all Participants, paid in the form of a management fee to Federated, were allocated between all Participants as an adjustment to the daily investment yield so that only net investment income is credited to Participants accounts. The Advisory Board has the responsibility under the provisions of the TexPool Prime Participation Agreement to approve any modifications or other amendments of the management fee structure.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and fund net position at the date of the financial statements. Actual results could differ from those estimates.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 2. Management Fees and Other Transactions With Affiliates

The Texas Trust, in order to recover its costs of operating TexPool Prime, established a management fee for basic services provided to the Participants. During fiscal year 2018 and 2019 prior to March 29, 2019, the total fee was 6.38 basis points which consist of 5.88 basis points (0.0588%) for Federated's management fee and one-half basis point (0.0050%) for Texas Trust's administrative fee. Effective March 29, 2019 (at the execution of a new contract) through August 31, 2019, the total fee rate was 5.5 basis points (0.055%), including one-half basis point (0.0050%) of Texas Trust's administrative fee. Under the current contract with Federated, the management fee may not be raised for the duration of the contract. The current contract was executed March 29, 2019, and is effective through December 31, 2024.

During fiscal years 2019 and 2018, fees were reduced from the maximum allowed under the contract on various occasions. Fees are rebated when TexPool Prime is invested in an affiliated money market product. During fiscal year 2019, the average monthly fee ranged from a high of 5.88 basis points (0.0588%) to a low of 4.84 basis points (0.0484%). During fiscal year 2018, the average monthly fee ranged from a high of 6.07 basis points (0.0607%) to a low of 5.06 basis points (0.0506%).

Note 3. Investments

Investments of TexPool Prime are only those authorized by the Texas Public Funds Investment Act governing pools for local governments, which was in effect as of and prior to August 31, 2019 and 2018, respectively. The portfolio may include the following;

1. Obligations of the United States or its agencies and instrumentalities;
2. Direct obligations of the State of Texas or its agencies and instrumentalities;
3. Collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States;
4. Other obligations, for which the principal and interest are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State of Texas or the United States or its agencies and instrumentalities;
5. Obligations of states, agencies, counties, cities and other political subdivisions of any state having been rated as to investment quality by nationally recognized investment rating firms and having received a rating of not less than "A" or its equivalent;
6. Bonds issued, assigned, or guaranteed by the State of Israel;
7. Certificates of deposit issued by state and national banks domiciled in the State of Texas, a savings bank domiciled in the State of Texas or a state or federal credit union domiciled in the State of Texas that are:
 - a. Guaranteed or insured by the Federal Deposit Insurance Corporation or its successor or the National Credit Union Share Insurance Fund or its successor;

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 3. Investments (Continued)

- b. Secured by obligations as described in items 1-4 above, which are intended to include all direct federal agency or instrumentality issued mortgage-backed securities that have a market value of not less than the principal amount of the certificates, but excluding mortgage-backed securities described by Section 2256.009(b) of the Texas Public Funds Investment Act; and
 - c. Secured in any other manner and amount provided by law for deposits of the investing entity.
8. Fully collateralized direct repurchase agreements having a defined termination date, secured by obligations described by item 1 above, pledged with a third party selected or approved by TexPool Prime, and placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State of Texas; and
 9. Such other investments as may be authorized by the Texas Public Funds Investment Act, Chapter 2256.

The above investments are the legally permitted investments; however, the TexPool Advisory Board has ratified an investment policy which further limits TexPool Prime's portfolio to certain of the investments listed above. The investment policy does not allow for derivative securities.

The State Comptroller approved the current TexPool Prime investment policy effective August 2018, which has been reviewed by the TexPool Advisory Board. Under this investment policy, the following are authorized investments:

- Obligations of the United States, its agencies or instrumentalities, including the Federal Home Loan Banks, except for:
 - Obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal;
 - Obligations whose payments represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest;
 - Collateralized mortgage obligations that have a stated final maturity date of greater than 10 years; and
 - Collateralized mortgage obligations, the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.
- Fully collateralized repurchase and reverse repurchase agreements having a defined termination date, secured by any obligation of the United States, its agencies or its instrumentalities, to include certain mortgage-backed securities of the United States. The repurchase and reverse repurchase agreements are placed only with a primary government securities dealer, or a state or national bank doing business in the State of Texas.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 3. Investments (Continued)

- Money market mutual funds which are no-load, registered with and regulated by the SEC, which provide a prospectus and other information required by the Securities Exchange Act of 1934 or the Investment Company Act of 1940, complies with federal Securities and Exchange Commission rule 2a-7, as promulgated under the Investment Company Act of 1940, maintain a dollar-weighted average stated maturity of 90 days or fewer, and which include in its investment objectives the maintenance of a stable net asset value (NAV) of \$1.00 for each share.
- Certificates of deposit issued by national or state banks or credit unions, including savings banks, provided that such bank or credit union is domiciled in Texas. The certificates of deposit must be guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund and secured by obligations of the United States, its agencies or instrumentalities or as otherwise required by law.
- Commercial paper that matures in 270 days or less from the date of its issuance, rated at least A-1 or P-1 (or the equivalent thereof) by either two nationally recognized statistical rating organizations (NRSRO) or one NRSRO and is fully secured by an irrevocable letter of credit by a national or state bank.

TexPool Prime is designed to be highly liquid in order to give Participants immediate access to their account balance. Therefore, the weighted average maturity of the investments (calculated using the reset date for variable rate notes) of TexPool Prime cannot exceed sixty days. At August 31, 2019 and 2018, the approximate weighted average maturity of the portfolio was 31 days and 27 days, respectively.

Securities transactions are recorded on a trade date basis. Interest income, adjusted for amortization of premiums and accretion of discounts on investments, is accrued daily. Income to Participants is accrued daily and distributions or reinvestment of the income is made monthly.

Securities purchased under agreements to resell (repurchase agreements) are treated as investments, are collateralized by negotiable and eligible government securities and are carried at the amounts at which the securities were purchased as specified in the respective agreements.

Collateral on repurchase agreements is maintained in a segregated account by a third-party custodian upon entering into the repurchase agreement. The collateral is marked to market daily to ensure its market value as being at least equal to 100% of the resale price of the repurchase agreement. The August 2018 investment policy states that collateral on repurchase agreements will be equal to at least 102% of the total market value of the repurchase agreements, including accrued interest.

In accordance with GASB requirements applicable to investment pools, investments are carried at amortized cost, which approximates fair value, as provided for by the Codification. However, GASB also requires fair value measurement disclosures. TexPool Prime categorizes its fair value measurement disclosures within the fair value hierarchy established by generally accepted accounting principles. The hierarchy prioritizes valuation inputs used to measure the fair value of the asset or liability in three broad categories. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. Levels 1, 2 and 3 (lowest priority level) of the fair value hierarchy are defined as follows:

Level 1: Inputs using unadjusted quoted prices in active markets or exchanges in identical assets or liabilities.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 3. Investments (Continued)

Level 2: Significant other observable inputs, which may include, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in non-active markets; and inputs other than quoted prices that are observable for the assets or liabilities, either directly or indirectly.

Level 3: Valuations for which one or more significant inputs are unobservable and may include situations where there is minimal, if any, market activity for the asset or liability.

If the fair value is measured using inputs from different levels in the fair value hierarchy, the measurement should be categorized based on the lowest priority level input that is significant to the valuation. TexPool's assessment of significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

TexPool Prime has the following recurring fair value measurements as of August 31, 2019 and 2018:

2019	Principal Value	Carrying Value	Fair Value	Fair Value Measurements Using		
				Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level:						
Debt securities:						
Securities purchased under agreement to resell	\$ 1,471,217,000	\$ 1,471,217,000	1,471,217,000	\$ -	\$ 1,471,217,000	\$ -
Commercial paper	4,177,000,000	4,166,383,727	4,167,370,090	-	4,167,370,090	-
United States government agency securities	-	-	-	-	-	-
United States treasuries	-	-	-	-	-	-
Money market mutual funds	572,052,004	572,126,954	572,052,004	572,052,004	-	-
Total investments by fair value level	<u>\$ 6,220,269,004</u>	<u>\$ 6,209,727,681</u>	<u>\$ 6,210,639,094</u>	<u>\$ 572,052,004</u>	<u>\$ 5,638,587,090</u>	<u>\$ -</u>

2018	Principal Value	Carrying Value	Fair Value	Fair Value Measurements Using		
				Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level:						
Debt securities:						
Securities purchased under agreement to resell	\$ 949,746,000	\$ 949,746,000	\$ 949,746,000	\$ -	\$ 949,746,000	\$ -
Commercial paper	3,087,290,000	3,081,573,703	3,082,396,790	-	3,082,396,790	-
United States government agency securities	100,000,000	99,877,014	99,892,200	-	99,892,200	-
United States treasuries	350,000,000	349,098,868	349,155,980	-	349,155,980	-
Money market mutual funds	497,052,004	497,099,999	497,052,004	497,052,004	-	-
Total investments by fair value level	<u>\$ 4,984,088,004</u>	<u>\$ 4,977,395,584</u>	<u>\$ 4,978,242,974</u>	<u>\$ 497,052,004</u>	<u>\$ 4,481,190,970</u>	<u>\$ -</u>

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants. Debt securities and repurchase agreements classified as Level 2 of their fair value hierarchy are valued using other observable significant inputs, including but not limited to, quoted prices for similar securities, interest rates and a fixed-income pricing model. Money market mutual funds classified as Level 1 of the fair value hierarchy are valued using a published net asset value per share of \$1.00.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 3. Investments (Continued)

The following table provides additional information about TexPool Prime's investment portfolio as of August 31, 2019 and 2018:

	August 31, 2019	
	Ranges of	
	Interest Rates	Maturity Dates
Securities purchased under agreement to resell	2.15% to 2.16%	09/03/2019
Commercial paper	0.00% to 2.59%	09/02/2019-05/26/2020
Money market mutual funds	1.97% to 2.20%	09/03/2019
	August 31, 2018	
	Ranges of	
	Interest Rates	Maturity Dates
Securities purchased under agreement to resell	1.95% to 1.97%	09/04/2018
Commercial paper	0.00% to 2.54%	09/03/2018-04/26/2019
United States government agency securities	0.00% to 0.00%	09/24/2018
United States treasuries	0.01% to 0.01%	09/20/2018-12/20/2018
Money market mutual funds	1.85% to 2.09%	09/04/2018

Custodial credit risk: For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, TexPool Prime would not be able to recover the loss of its investments or collateral securities that are in possession of an outside entity. As of August 31, 2019 and 2018, all of TexPool Prime's investments are held by the Federal Reserve or the custodian in TexPool Prime's name. TexPool Prime's bank balances are fully collateralized by Federal depository insurance. The amounts that exceed the Federal depository insurance coverage are collateralized by the institution holding the funds. At August 31, 2019 and 2018, TexPool Prime had a cash balance of \$0.

Credit risk: The TexPool Prime portfolio is designed and managed to ensure that it maintains its AAAM rating (or the equivalent) by a nationally recognized statistical rating organization (NRSRO). As of August 31, 2019 and 2018, TexPool Prime investments in U.S. government securities, commercial paper and the underlying securities of the majority of Repurchase Agreements were rated A-1 by Standard & Poor's, P-1 by Moody's Investors Service and F-1 by Fitch ratings. However, one Repurchase Agreement in the amount of \$300,000,000 was rated A-2 by Standard & Poor's, P-2 by Moody's Investors Service, and F-1 by Fitch ratings. As of August 31, 2019 and 2018, money market mutual funds were rated AAA by Standard & Poor's, A by Moody's and AAA by Fitch.

Texas Local Government Investment Pool Prime

Notes to Financial Statements

Note 3. Investments (Continued)

Concentration of credit risk: Up to 100% of TexPool Prime assets may be invested in government obligations of the United States, its agencies or instrumentalities. However, no more than 60% of the portfolio may be invested in variable rate notes. Up to 100% of TexPool Prime assets may be invested in direct repurchase agreements. The term of a reverse repurchase agreements may not exceed 90 days after the date of delivery. Up to 75% of TexPool Prime assets may be invested in commercial paper. No more than 25% of TexPool Prime assets may be invested in a single industry or business sector, provided that this limitation does not apply to securities issued or guaranteed by companies in the financial services industry. No more than 5% of TexPool Prime assets at the time of purchase may be invested in a single corporate entity. Up to 15% of the TexPool Prime assets may be invested in money market mutual funds that do not seek to maintain a stable net asset value per share. However, TexPool Prime may not acquire shares of a money market mutual fund that represent more than 10% of and outstanding shares of that fund at the time of purchase.

As of August 31, 2019, commercial paper investments in Toronto Dominion Bank were 5.06% exceeding the 5.00% policy limit. However, at the time of the last purchase, these investments were under 5.00% of total investments. As of August 31, 2018, commercial paper investments per issuer and government agencies were less than 5.00% of the pool's investments.

Interest rate risk: The weighted-average maturity of the portfolio is limited to 60 days calculated using the reset date for variable rate notes (VRNs) and 90 days or fewer using the final maturity date for VRNs, with the maximum maturity for any individual security in the portfolio not exceeding 397 days for fixed rate securities and 24 months for VRNs. The following schedule reflects the weighted-average maturity by investment type and TexPool Prime's portfolio as a whole:

	Weighted-Average Maturity (Days)	
	2019	2018
Investment type:		
Securities purchased under agreement to resell	4	4
Commercial paper	45	36
Money market mutual funds	4	4
United States government agency securities	-	24
United States government treasury securities	-	47
TexPool Prime's weighted-average maturity	31	27

**Report On Internal Control Over Financial Reporting and
on Compliance and Other Matters Based on an Audit of
Financial Statements Performed In Accordance With
Government Auditing Standards**

Independent Auditor's Report

To the Honorable Glenn Hegar
Comptroller of Public Accounts of the State of Texas
Texas Local Government Investment Pool Prime

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of Texas Local Government Investment Pool Prime (TexPool Prime) as of and for the year ended August 31, 2019, and the related notes to the financial statements, which collectively comprise TexPool Prime's basic financial statements, and have issued our report thereon dated November 5, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered TexPool Prime's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of TexPool Prime's internal control. Accordingly, we do not express an opinion on the effectiveness of TexPool Prime's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of TexPool Prime's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether TexPool's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of TexPool's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering TexPool's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

RSM US LLP

Austin, Texas
November 5, 2019

