

**Texas Local Government
Investment Pool Prime**

Basic Financial Statements

August 31, 2016 and 2015

Texas Local Government Investment Pool Prime

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Independent Auditor's Report

To the Honorable Glenn Hegar
Comptroller of Public Accounts of the State of Texas
Austin, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the 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, 2016 and 2015, 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. 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.

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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, 2016 and 2015, 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 Prime 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, 2016 and 2015, 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.

As described in Note 1 to the financial statements, effective September 1, 2015, TexPool Prime implemented Governmental Accounting Standards Board (GASB) Statement No. 72, *Fair Value Measurement and Application*, and GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*. Our opinion is not modified with respect to these matters.

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.

Padgett, Statemann + Co., L.L.P.

Austin, Texas
October 26, 2016

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis

Years Ended August 31, 2016 and 2015

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, 2016 and 2015.

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:

	<u>2016</u>	<u>2015</u>
Total assets	\$ 2,172,149,245	\$ 1,006,849,300
Total liabilities	<u>(11,020,869)</u>	<u>(25,167,312)</u>
Net position held in trust for pool participants	<u>\$ 2,161,128,376</u>	<u>\$ 981,681,988</u>

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.

Texas Local Government Investment Pool Prime

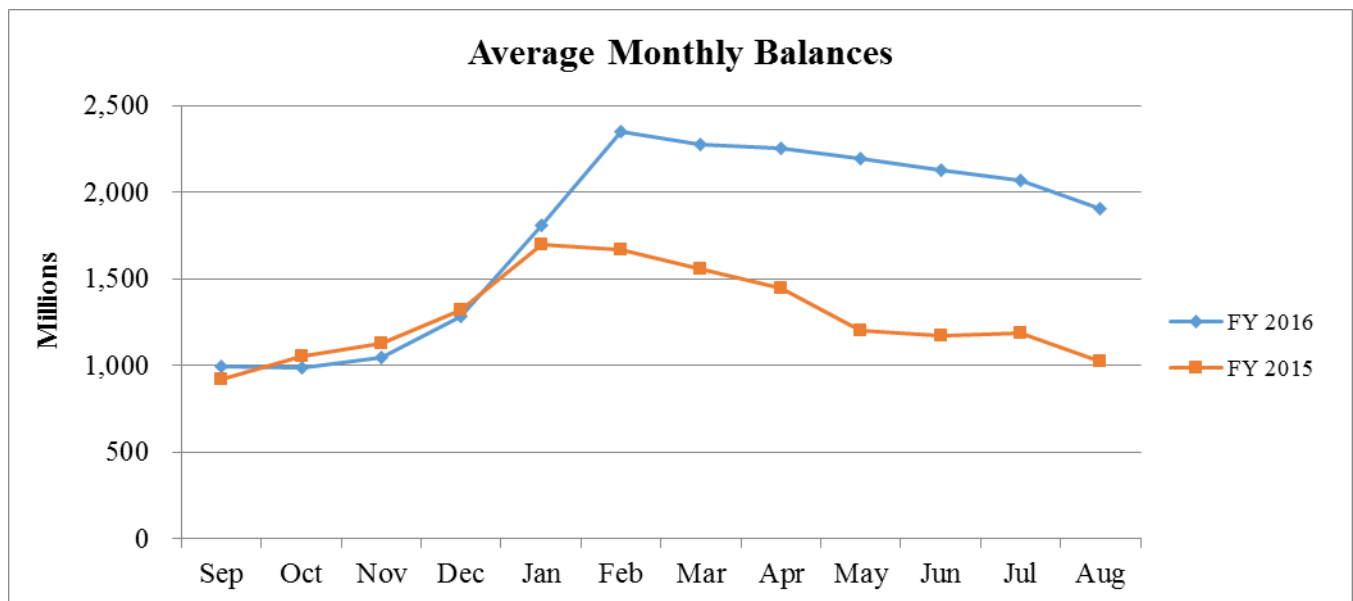
Management's Discussion and Analysis

Years Ended August 31, 2016 and 2015

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, 2016, 2015, and 2014 were as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net investment income	\$ 8,137,449	\$ 1,134,242	\$ 680,748
Earnings paid to investors from net investment income	(8,137,449)	(1,134,242)	(680,748)
Net increase (decrease) in participant investments	<u>1,179,446,388</u>	<u>139,023,582</u>	<u>(214,290,864)</u>
Net increase (decrease) in net position	<u>\$ 1,179,446,388</u>	<u>\$ 139,023,582</u>	<u>\$ (214,290,864)</u>

The average monthly balance in TexPool Prime grew to \$2.4 billion in February 2016 up from \$1.0 billion in September 2015. The average monthly balance as of August 31, 2016 was approximately \$1.9 billion.



Management and administration fees to operate TexPool Prime are set at 6.38 basis points (0.0638%). During fiscal years 2016 and 2015, the fees were rebated on various occasions. During fiscal year 2016, the average monthly fee ranged from a high of 5.49 basis points (0.0549%) to 4.20 basis points (0.0420%). During fiscal year 2015, the average monthly fee ranged from a high of 6.35 basis points (0.0635%) to 5.14 basis points (0.0514%).

Texas Local Government Investment Pool Prime

Management's Discussion and Analysis

Years Ended August 31, 2016 and 2015

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 2016 Performance

The U.S. experienced several economic developments during the one-year reporting period. The most significant came in December, when the Federal Reserve (Fed) raised interest rates from near zero for the first time since late 2008. Policymakers had previously declined to raise rates due to an assortment of reasons, including concerns about low inflation and a labor market that, while improving, failed to produce the expected wage pressure. The increase to the target range of 0.25%-0.50% pushed up yields for money markets.

As the reporting period progressed, policymakers identified volatile oil prices, a strong dollar and lower global demand as major factors hurting business investment, manufacturing and exports, which kept them from implementing an additional increase in the target rate. Other global concerns also weighed on Fed decision-making, such as potential financial crises in emerging markets, especially China, multiple acts of terror and the decision by United Kingdom voters to leave the European Union (referred to as "Brexit"). Tailwinds came in the form of the firming of housing market sales and prices, improving retail sales and growing consumer confidence, and the tightening of the labor market, with record lows in initial jobless claims. While the Fed's long view of the United States economy is one of steady, if slow, improvement, it did not see enough evidence of growth in the short term to raise rates again in the reporting period. Market expectation was that another small hike would occur before the end of 2016.

These economic events affected TexPool Prime in so far as they influenced Fed decision-making. But a more pertinent influence came from another regulator, the Securities and Exchange Commission (SEC). While the SEC reforms to money markets do not directly affect TexPool Prime because Local Government Investment Pools (LGIPs), such as TexPool Prime, are not money market mutual funds, TexPool Prime is able to benefit from the steady rise of the London interbank offered rate (Libor) over the reporting period. Certain institutional money funds facing the new rules had to maintain excessive liquidity to handle redemptions. However, TexPool Prime has a steady asset base and was not at risk of losing participants because of the reforms. Yield was enhanced by purchasing bank and commercial paper out beyond the October 14, 2016, reform implementation date. This led to a 47 basis-point increase in TexPool Prime's yield across the period.

During the one-year reporting period, one-month Libor rose from 20 basis points to 51 basis points, 3-month from 33 basis points to 81 basis points and 6-month from 53 basis points to 120 basis points, respectively.

Short-term Treasury bills rose over the period, with 1-month rising from 5 basis points to 26 basis points, 3-month from 10 basis points to 34 basis points and 6 month from 27 basis points to 48 basis points. Overnight Treasury and mortgage-backed repo rates jumped from 8 and 10 basis points to 32 and 34 basis points, respectively.

From the beginning of the reporting period through the end of August 2016, TexPool Prime's average maturity increased from 25 days to 37 days, assets under management increased from \$982 million to \$2.2 billion and the average monthly yield rose from 0.14% to 0.61%.

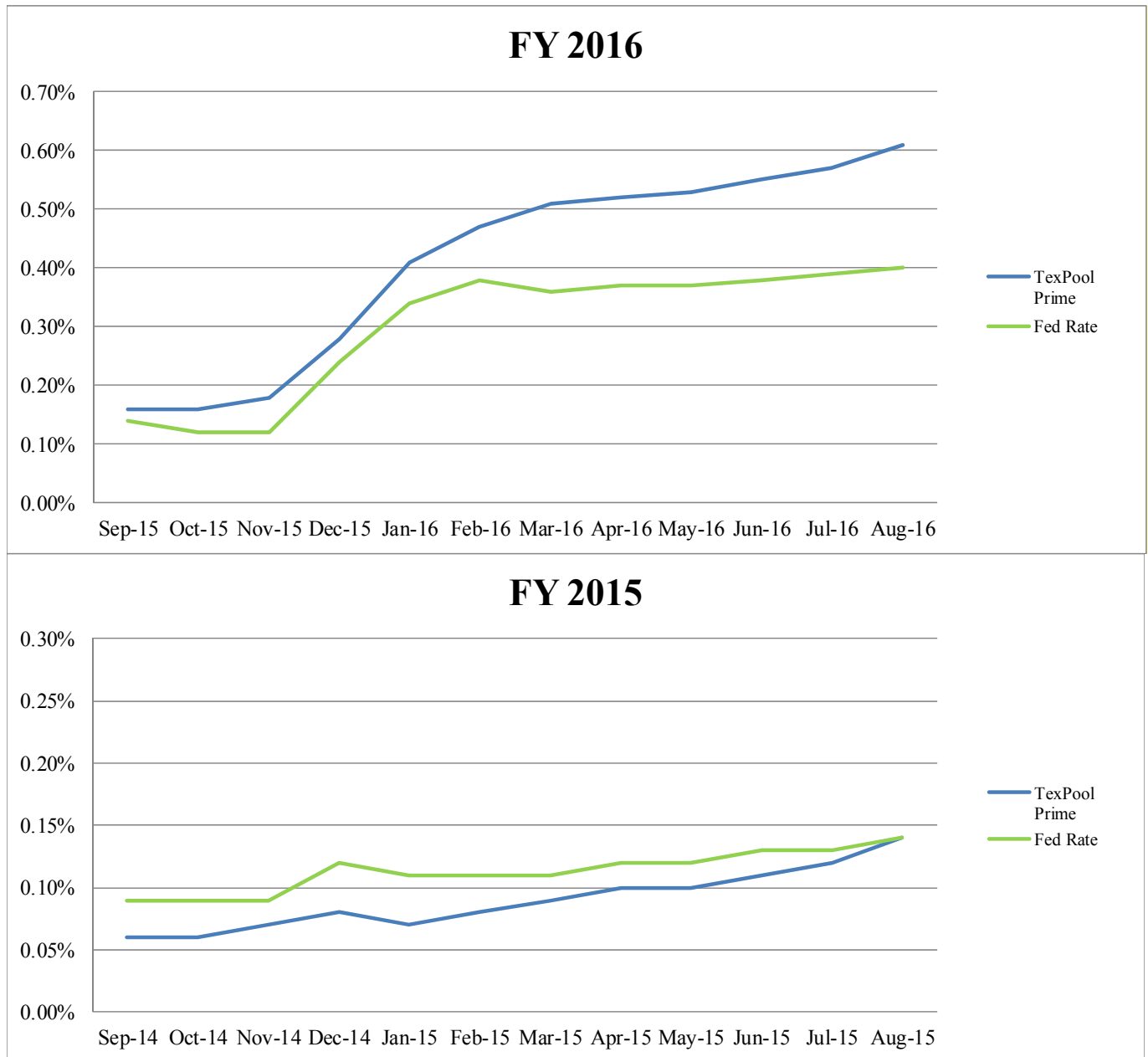
Texas Local Government Investment Pool Prime

Management's Discussion and Analysis

Years Ended August 31, 2016 and 2015

TexPool Prime vs. Fed Funds Rate

The following graphs depict the TexPool Prime yield and the Fed rate for 2016 and 2015:



Texas Local Government Investment Pool Prime

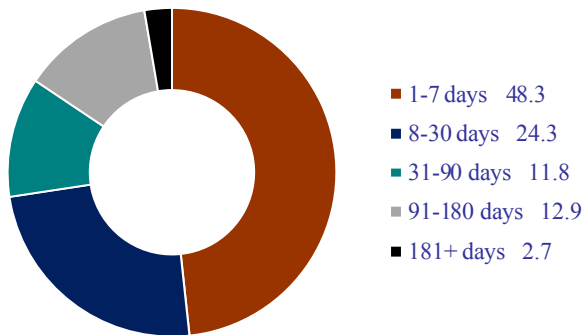
Management's Discussion and Analysis

Years Ended August 31, 2016 and 2015

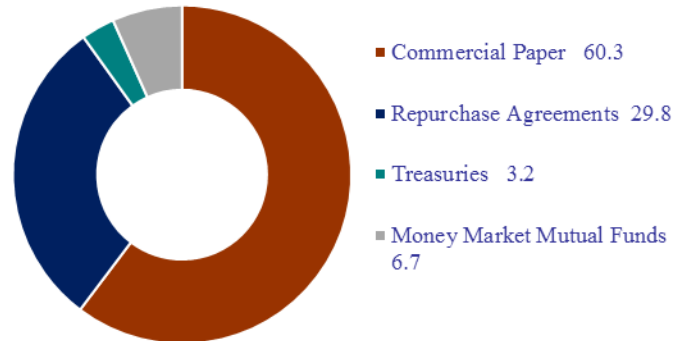
TexPool Prime Information as of August 31, 2016

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

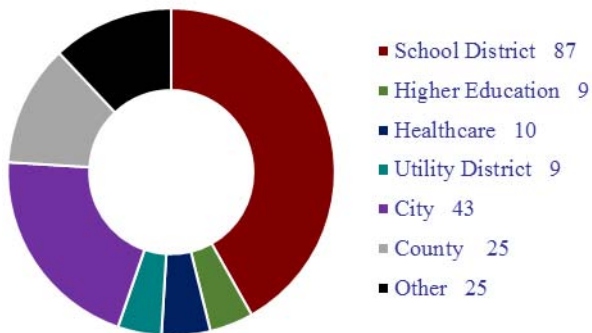
Portfolio by Maturity (%)



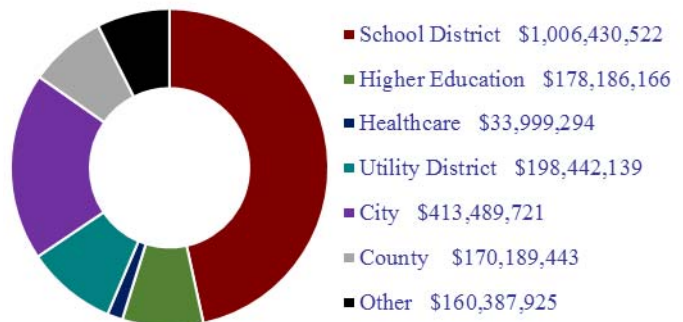
Portfolio by Maturity (%)



Number of Participants by Account Type



Participant Balances by Account Type



Texas Local Government Investment Pool Prime

Management's Discussion and Analysis

Years Ended August 31, 2016 and 2015

Fiscal Year 2015 Performance

The reporting period opened with the beginning of what would become a downward trend in crude oil prices. Per-barrel prices dropped more than 60% before stabilizing. The decrease dampened U.S. inflation and expectations for the Federal Reserve to raise rates, despite the fact that the Federal Reserve ended its \$85 billion in monthly purchases of government and agency bonds, known as quantitative easing (QE), in October and that the domestic economy was beginning to improve modestly.

Significant snowfall and colder than average temperatures impacted the economy of much of the northern U.S. at the beginning of 2015. Several factors slowed the expected economic rebound from the difficult winter: a strengthening dollar, a West Coast port strike, geopolitical conflicts, and the threat of a Greek debt default. While the London interbank offered rates (Libor) generally rose throughout the year, these issues—along with the persistently low inflation and uneven domestic economic data—pushed the Fed to take a more cautious approach to raising the target federal funds rate for the first time since late 2008. A rebound arrived in late spring based in large part by the pent-up demand. As employment, consumer confidence, the housing market, and retail sales improved, the economy once again gained momentum, though inflation remained low.

As the reporting period came to an end, concerns over a major slowdown in China, further decline in the price of oil and new geopolitical events in the Middle East led to volatility in the markets that threatened to be the latest issue to postpone a Fed move that many had expected to occur in September.

Over the course of the reporting period, money markets benefited from the modifications that the New York Fed did to its reverse repurchase program. Created to establish a floor for overnight short-term rates, the facility allows approved counterparties to engage in Treasury repurchase agreements with the Fed instead of with the market. As the period progressed, the Fed experimented with adding term repo at month and quarter-ends to the process, which helped to better match supply to cash managers' needs.

During the one-year reporting period, the Libor rose across the spectrum. One-month Libor rose from 16 basis points to 20 basis points, 3-month from 23 basis points to 33 basis points and 6-month from 33 basis points to 53 basis points, respectively.

Short-term Treasury bills rose over the period, with 1-month rising from 3 basis points to 5 basis points, 3-month from 3 basis points to 10 basis points and 6 month from 5 basis points to 27 basis points. Overnight Treasury and mortgage-backed repo rates moved from 5 and 6 basis points to 8 and 10 basis points, respectively.

From the beginning of the reporting period through the end of August 2015, the average maturity of the pool decreased from 41 days to 25 days, assets under management increased from \$843 million to \$982 million and the average monthly yield rose from 0.06% to 0.14%.

Texas Local Government Investment Pool Prime

Statements of Pool Net Position

August 31, 2016 and 2015

Assets	<u>2016</u>	<u>2015</u>
Investments, at amortized cost (fair value of \$2,171,899,738 in 2016 \$981,770,782 in 2015):		
Securities purchased under agreement to resell	\$ 645,997,000	\$ 171,655,000
Commercial paper	1,309,453,578	649,613,742
Money market mutual funds	146,014,193	95,014,193
United States government agency securities	-	39,997,401
United States government treasury securities	<u>70,180,455</u>	<u>25,481,561</u>
	2,171,645,226	981,761,897
Trades pending settlement	-	25,005,471
Accrued interest receivable	408,383	81,932
Cash	<u>95,636</u>	<u>-</u>
Total assets	<u><u>2,172,149,245</u></u>	<u><u>1,006,849,300</u></u>
Liabilities		
Trades pending settlement	9,934,550	25,000,000
Amounts payable to participants	988,767	121,807
Accounts payable	-	45,505
Accrued expenses	<u>97,552</u>	<u>-</u>
Total liabilities	<u><u>11,020,869</u></u>	<u><u>25,167,312</u></u>
Net position held in trust for pool participants	<u><u>\$ 2,161,128,376</u></u>	<u><u>\$ 981,681,988</u></u>

Notes to the financial statements form an integral part of these statements.

Texas Local Government Investment Pool Prime

Statements of Changes in Pool Net Position

Years Ended August 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Additions:		
Investment income:		
Interest income	\$ 9,013,382	\$ 1,844,343
Expenses:		
Management fees and expenses	<u>(875,933)</u>	<u>(710,101)</u>
Net investment income	<u>8,137,449</u>	<u>1,134,242</u>
Earnings paid to investors from net investment income	(8,137,449)	(1,134,242)
Net increase in participant investments	<u>1,179,446,388</u>	<u>139,023,582</u>
Net increase in net position	1,179,446,388	139,023,582
Net position at beginning of year	<u>981,681,988</u>	<u>842,658,406</u>
Net position at end of year	<u>\$ 2,161,128,376</u>	<u>\$ 981,681,988</u>

Notes to the financial statements form an integral part of these statements.

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(1) Summary of Significant Accounting Policies

(a) *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 Texas Trust effective April 8, 2002. The current contract was executed on September 1, 2012 effective through August 31, 2015. The contract was renewed on September 1, 2015 and is renewable annually one year at a time for two years through August 31, 2018.

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 Boston Financial Data Services. 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.

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(1) Summary of Significant Accounting Policies (continued)

(a) Background and Reporting Entity (continued)

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.

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.

(b) 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 (GAAP) applicable to state and local governments. GAAP for local governments include those principles prescribed by the Governmental Accounting Standards Board (GASB) in its publication Codification of Governmental Accounting and Financial Reporting Standards (Codification).

The financial statements of TexPool Prime are presented as a fiduciary fund type-investment trust fund using the economic resources measurement focus and accrual basis of accounting.

TexPool Prime accounts for its operations on the 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 TexPool Prime 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.

Effective September 1, 2015, TexPool Prime implemented GASB Statement No. 72, *Fair Value Measurement and Application* (Statement No. 72), and GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*, (Statement No. 79). Statement No. 72 addresses the accounting and reporting issues related to fair value measurement. Statement No. 79 established criteria for an external investment pool to qualify for making the election to measure all of its investments at amortized cost for financial reporting purposes. The adoption of these standards did not have a significant impact on TexPool Prime's financial statements.

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(1) Summary of Significant Accounting Policies (continued)

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 carry 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.

(c) 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.

(d) Use of Estimates

The preparation of financial statements in conformity with GAAP 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.

(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. Effective January 1, 2007, the fee was set at six and one-half basis points (0.065%). Effective October 18, 2008, the fee was amended to 6.38 basis points (0.0638%). Federated earns 5.88 basis points (0.0588%) as its management fee and the Texas Trust earns one-half basis points (0.005%) as its management fee.

Under the current contract with Federated, the management fee may not be raised for the duration of the contract, which has an initial term effective September 1, 2012 through August 31, 2015, was renewed on September 1, 2015 and is renewable annually one year at a time for two years through August 31, 2018.

During fiscal years 2016 and 2015, 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 the 2016 fiscal year, the monthly average fee ranged from a high of 5.49 basis points (0.0549%) to 4.20 basis points (0.0420%). During the 2015 fiscal year, the monthly average fee ranged from a high of 6.35 basis points (0.0635%) to 5.14 basis points (0.0514%).

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(3) Investments (continued)

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, 2016 and 2015, 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 (FDIC) or its successor or the National Credit Union Share Insurance Fund or its successor;
 - 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.

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(3) Investments (continued)

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 September 2014, 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, 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;
- Money market mutual funds which are no-load, registered with and regulated by the Securities and Exchange Commission, which provide a prospectus and other information required by the Securities Exchange Act of 1934 or 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 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 (NRSROS) or one NRSRO and is fully secured by an irrevocable letter of credit by a national or state bank.

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(3) Investments (continued)

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, 2016 and 2015, the approximate weighted average maturity of the portfolio was 37 days and 25 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 percent of the resale price of the repurchase agreement. The September 2014 investment policy states that collateral on repurchase agreements will be equal to at least 102 percent of the total market value of the repurchase agreements, including accrued interest.

TexPool Prime categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. TexPool Prime has the following recurring fair value measurements as of August 31, 2016 and 2015:

2016	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	\$ 645,997,000	\$ 645,997,000	\$ -	\$ 645,997,000	\$ -
Commercial Paper	1,309,453,578	1,309,680,830	-	1,309,680,830	-
Money market mutual funds	146,014,193	146,014,193	146,014,193	-	-
United States treasuries	70,180,455	70,207,715	-	70,207,715	-
Total debt securities	<u>2,171,645,226</u>	<u>2,171,899,738</u>	<u>146,014,193</u>	<u>2,025,885,545</u>	<u>-</u>
Total investments by fair value level	<u>\$ 2,171,645,226</u>	<u>\$ 2,171,899,738</u>	<u>\$ 146,014,193</u>	<u>\$ 2,025,885,545</u>	<u>\$ -</u>

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(3) Investments (continued)

2015	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	\$ 171,655,000	\$ 171,655,000	\$ -	\$ 171,655,000	\$ -
Commercial Paper	649,613,742	649,623,136	-	649,623,136	-
Money market mutual funds	95,014,193	95,014,193	95,014,193	-	-
United States government agency securities	39,997,401	39,999,928	-	39,999,928	-
United States treasuries	25,481,561	25,478,525	-	25,478,525	-
Total debt securities	981,761,897	981,770,782	95,014,193	886,756,589	-
Total investments by fair value level	\$ 981,761,897	\$ 981,770,782	\$ 95,014,193	\$ 886,756,589	\$ -

Debt securities classified as Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Shares of mutual funds are valued based upon their reported net asset value. The money market fund's price is a quoted or publicly available price. Debt securities 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, prepayment speeds, and credit risk.

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, 2016 and 2015, 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. At August 31, 2016 and 2015, TexPool Prime had a cash balance of \$95,636 and \$0, respectively.

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. As of August 31, 2016 and 2015 TexPool Prime investments in U.S. government securities, commercial paper and the underlying securities of the Repurchase Agreements were rated A-1 by Standard & Poor's, P-1 by Moody's Investors Service, and F-1 by Fitch ratings. Money market mutual funds were rated AAA by Standard and Poor's, Aaa by Moody's and AAA by Fitch ratings as of August 31, 2016 and 2015.

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. However, no more than 25% of TexPool Prime assets may be invested in term repurchase agreements and no more than 5% of TexPool Prime assets may be invested in term repurchase agreements with maturities exceeding 90 days. Up to 75% of TexPool Prime assets may be invested in commercial paper. However, 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 approved money market mutual funds. However, no more than 10% of the TexPool Prime assets may be invested in a single money market mutual fund.

Texas Local Government Investment Pool Prime

Notes to the Financial Statements

(3) Investments (continued)

As of August 31, 2016, commercial paper investments per issuer were less than 5% of net position held in trust for pool participants. As of August 31, 2015, the following commercial paper investments represented more than 5% of net position held in trust for pool participants:

	2015
BMW US Capital	5.09%
Fairway Finance Company	5.04%
General Electric Corp.	5.09%
Manhattan Asset Fdg.	5.09%
Toyota Motor Credit	5.00%

The percentage of ownership of each was below 5.00% at the time of purchase.

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)	
	2016	2015
Investment Type		
Securities purchased under agreement to resell	1	1
Commercial paper	55	29
Money market mutual funds	1	1
United States government agency securities	-	29
United States government treasury securities	120	168
TexPool Prime's weighted-average maturity	37	25