ORDINANCE NO. 598

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF HELOTES, TEXAS ADOPTING AN INVESTMENT POLICY AND STRATEGY FOR PUBLIC INVESTMENT PURPOSES AND REPEALING ORDINANCE NO. 575.

WHEREAS, Chapter 2256 of the Government Code, commonly known as the "Public Funds Investment Act," (the "Act") requires the City of Helotes (the "City") to, at least annually, adopt an Investment Policy by rule, order, ordinance, or resolution; and

WHEREAS, the goal of the City is to create an Investment Policy to insure the safety of all funds entrusted to the City, while making available those funds for the payment of all necessary obligations of the City and providing for the investment of funds not immediately required; and

WHEREAS, the safety of principal invested shall always be the primary concern of the City; and

WHEREAS, the attached Investment Policy and incorporated Strategy comply with the Act and authorize the investment of City funds in safe and prudent investments; and

WHEREAS, the City Council of the City has reviewed the current Investment Policy and made the changes summarized below and shown on the attached Policy and does hereby approve the Investment Policy, effective immediately. Changes made were: None.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HELOTES, TEXAS:

SECTION ONE. ***Repealer***. That City of Helotes Ordinance No. 575 is hereby repealed in its entirety.

SECTION TWO. ***Approval***. That the City has complied with the requirements of the Act, and the Investment Policy and Strategy for Fiscal Year Ending 2017, attached hereto, is hereby adopted effective immediately.

PASSED, ADOPTED, AND APPROVED by the City Council of the City of Helotes, Texas this the 27th day of October 2016.

APPROVED:

Thomas A. Schoolcraft
Mayor

ATTEST:

Grace Tamez
City Secretary

CITY OF HELOTES ★ COUNTY OF BEXAR ★ INCORPORATED 1961 ★

CITY OF HELOTES, TEXAS
INVESTMENT POLICY AND STRATEGY

Adopted October 27, 2016

PURPOSE

The Investment Policy of the City of Helotes, Texas (the "City") is established to provide specific policy and strategy guidelines for the investment of the City's funds in order to achieve the City's goals of safety, liquidity, diversification, and yield. Investments shall be made in a manner which will provide for reasonable yield and maximum security, while meeting the daily cash flow demands of the City and conforming to all state and local statutes governing the investment of public funds. It sets forth policies and procedures to enhance opportunities for prudent investment of assets. The Policy is undertaken and implemented to assure municipal residents of the City's ability to meet its financial obligations in the near, short, and long term and to assure the public's trust in the City as a steward of its public funds.

This Policy satisfies the statutory requirements of the Texas Government Code, Chapter 2256, the Public Funds Investment Act (the "Act").

SCOPE

The Investment Policy applies to all financial assets and investment transactions of the City and all funds under the control of the City. These funds are reported in the City's Comprehensive Annual Financial Report (CAFR) and include:

Operating Funds;
Capital Improvement and Bond Funds;
Specific Purpose Funds;
Debt Service Funds;
Debt Service Reserve Funds;

and all other funds which may be created are included under this Policy, unless specifically excluded by the City Council.

OBJECTIVES

The primary objectives, in priority order, of the City's investment activities are:

1. **Safety**. Preservation and safety of principal is the City's primary objective. Investments shall be made in a manner that seeks to ensure the preservation of capital in the overall portfolio, whether from security defaults or erosion of market value.

2. **Liquidity**. The City's investment portfolio shall remain sufficiently liquid to enable the City to meet all operating requirements which might be reasonably anticipated. This shall be achieved by matching investment maturities with forecasted cash flow liabilities and maintaining additional liquidity for unexpected liabilities.

3. **Diversification.** The portfolio shall be diversified by market sector and maturity in order to avoid market risk.

4. **Yield.** The City's investment portfolio will be designed with the objective of attaining a yield commensurate with the City's investment risk constraints and the cash flow operating requirements. Yield is of secondary importance to the safety and liquidity objectives described above.

BENCHMARK

The benchmark for the City's total portfolio shall be the six-month Treasury Bill, designated for its comparability to the City's expected average cash flow pattern. The investment program shall seek to augment returns above this threshold consistent with risk limitations identified herein and prudent investment policies.

STANDARD OF CARE

The standard of care governing the investment process shall be the "prudent person" standard and shall be applied in the context of managing the overall portfolio, rather than a consideration as to the prudence of a single investment:

> *Investments will be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion, and intelligence would exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.*

Investment Officers acting in accordance with this Policy and written procedures and exercising due diligence shall be relieved of personal liability for any individual security's credit risk or market price change, provided deviations from expectations are reported in a timely fashion to the City Council and the liquidity and the sale of securities are carried out in accordance with the terms of this Policy.

STRATEGY

The City may maintain one commingled portfolio for investment purposes which incorporates the specific investment strategy considerations and the unique characteristics of the fund groups represented in the portfolio.

A. Operating Funds. The investment strategy for the operating (enterprise and special revenue) and special purpose funds has as its primary objective assurance that anticipated liabilities are matched and adequate investment liquidity provided. This may be accomplished by purchasing high quality, short- to medium-term maturity securities (0-2 years) which will complement each other in a laddered maturity structure permitting some extension for yield enhancement. The dollar weighted average maturity of the portfolio will be calculated using the stated final maturity date of each security.

B. Capital Projects. The investment strategy for capital project funds will have as its primary objective assurance that anticipated cash flows are matched and provide adequate investment liquidity. At least 10% total liquidity is planned to provide flexibility and for unanticipated project outlays. The stated final maturity dates of securities held may not exceed two years or the estimated project completion date.

C. Debt Service Funds. The investment strategy for debt service funds shall have as its primary objective the assurance of available funds adequate to fund the debt service obligations on a timely basis. Successive debt service dates will be fully funded before any investment extension. Since payment of debt is one of the highest priorities of the City, safety of principal should be of the highest priority when selecting an investment. The stated final maturity dates of securities held may not exceed six months.

D. Debt Service Reserve Funds. The investment strategy for debt service reserve funds shall have as its primary objective the ability to generate a revenue stream to the debt service funds from high quality securities with a low degree of volatility. Securities should be high credit quality and, except as may be required by the bond ordinance specific to an individual issue, of short to intermediate-term maturities. The stated final maturity dates of securities held may not exceed six months.

The City intends to match investments with projected cash flow and liquidity needs of the City. In no case will the average weighted maturity of the total portfolio exceed six (6) months. The maximum final stated maturity of any investment shall not exceed two years. The six-month Treasury Bill for the comparable reporting time period will be used as the benchmark for the overall portfolio reflecting the City's primary market and the cash flow objectives of the portfolio.

The City shall pursue a conservative portfolio management strategy. Securities may be sold before they mature if market conditions present an opportunity for the City to benefit from the trade, but the strategy will be primarily buy-and-hold. The Investment Officers will continuously monitor the contents of the portfolio, the available markets, and the relative value of competing instruments to adjust the portfolio in response to market conditions.

DELEGATION OF AUTHORITY AND RESPONSIBILITIES

Investment Officers

Authority to manage the City's investment program is derived from state statutes and City ordinance. The City Council will, by ordinance, designate the City Administrator and City Treasurer as the Investment Officers to invest and reinvest funds of the City in accordance with the City's Investment Policy, the Act, and the Public Funds Collateral Act (Government Code 2257). Responsibility for the operation of the investment program is hereby delegated to the Investment Officers. The City Administrator and City Treasurer shall establish written procedures and controls for the operation of the program and Investment Officers shall act in accordance with the established written procedures and internal controls.

Investment Officers shall be familiar with this Policy and may not engage in an investment transaction except as provided under the terms of this Policy and the procedures established. The Investment Officers shall be responsible for all transactions undertaken and shall regulate the

activities of subordinate officials. Investment Officers will review the Investment Policy annually to suggest any changes necessary to the Council, will monitor all counterparties, and will prepare quarterly reports for the City Council.

The City will provide investment training required by the Act (Sec. 27.56.008) for the City's Investment Officers. The Investment Officers shall attend at least one, ten (10) hour training session within twelve months after taking office or assuming duties. Training includes education in investment controls, security risks, strategy risks, market risks, and compliance with the Act. Investment Officers must complete ten (10) hours of investment training in each succeeding two year period.

Conflicts of Interest

An Investment Officer who has any personal or business relationship with any entity seeking to sell an investment to the City will file a statement disclosing that personal or business interest. The Investment Officer shall file a statement disclosing that relationship, as required by Texas Local Government Code Chapters 171 and 176, as applicable. These statements must be filed with the City Secretary, disclosed to the City Council, and approved by the City Council before any business is transacted with said entity or individual. Investment Officers shall not undertake personal investment transactions with the same individual with which business is conducted on behalf of the City.

City Council Responsibilities

The City Council retains ultimate fiduciary responsibility for the investment program. The Council will annually adopt the Investment Policy and Strategy, designate Investment Officers, approve authorized broker/dealers, provide for training, and quarterly receive and review investment reports.

INTERNAL CONTROLS

The Investment Officers are responsible for establishing and maintaining an internal control structure that will be reviewed annually with the City's auditor. The internal control structure will be designed to ensure that City assets are protected from loss, theft, or misuse and to provide reasonable assurance that these objectives are met. The consent of reasonable assurance recognizes that (1) the cost of control should not exceed the benefits likely to be derived and (2) the valuation of costs and benefits requires estimates and judgments by the Investment Officers.

Internal controls will address the following points at a minimum:

i. Control of collusion;
ii. Separation of transaction authority from accounting and record keeping;
iii. Safekeeping;
iv. Clear delegation of authority; and
v. Written confirmation of all transactions for investments and wire transfers.

Procedures should be developed to support the internal control objectives and should include: safekeeping, delivery vs. payment, investment accounting, and collateral / depository agreements.

Change in Ratings
The Investment Officer or investment adviser shall monitor, on no less than a weekly basis, the credit rating on all authorized investments in the portfolio based upon independent information from a nationally-recognized rating agency. If any security falls below the minimum rating required by the Policy, the Investment Officer shall notify the City Council of the loss of rating, conditions affecting the rating, and possible loss of principal with liquidation options available, within two weeks after the loss of the required rating.

Monitoring Insurance Coverage
The Investment Officer or investment advisor shall monitor, on no less than a weekly basis, the status and ownership of all banks issuing brokered certificates of deposit owned by the City based upon information from the FDIC / NCUA. If any bank has been acquired or merged with another bank in which brokered certificates of deposit are owned, the Investment Officer shall immediately liquidate any brokered certificate of deposit which places the City above the FDIC / NCUA insurance level.

Delivery versus Payment
All security transactions will be executed on a Delivery versus Payment (DVP) basis which ensures that securities are deposited in safekeeping prior to the release of City funds. All securities shall be registered in the name of the City, safekept by the City's primary depository or an independent custodian approved by the City, and evidenced by safekeeping receipts.

Cash Flow Analysis
Cash flow analysis is a control designed to protect and sustain cash flow requirements of the City. The Investment Officers will maintain a cash flow analysis process designed to monitor and forecast cash balances for investment purposes.

INVESTMENT POLICY CERTIFICATION

A written copy of the City's Investment Policy shall be presented to any person or firm seeking to sell to the City an authorized investment (broker/dealers, banks, and pools). The authorized representative of the firm seeking to sell an authorized investment shall execute a written instrument substantially to the effect that:

- The firm has received and thoroughly reviewed the Investment Policy of the City; and
- Acknowledges that the firm has implemented reasonable procedures and controls in an effort to preclude transactions conducted between the firm and the City that are not authorized by the City's Investment Policy, except to the extent that authorization is dependent on an analysis of the makeup of the entire portfolio or requires an interpretation of subjective investment standards.

The Investment Officers of the City may not buy any securities from a person who has not delivered a Policy Certification to the City.

AUTHORIZED FINANCIAL COUNTERPARTIES AND INSTITUTIONS

The Investment Officers will provide a list of no less than three brokers / dealers for City Council approval at least annually. Brokers / dealers must be authorized before transactions are

made. All brokers / dealers who desire to become qualified for investment transactions will be required to supply the following information which will be maintained by the Investment Officers:

i. Annual audited financial statements;
ii. Proof of Financial Industry Regulatory Authority (FINRA) certification;
iii. FINRA CRD registration number;
iv. Proof of Texas state registration;
v. Policy Certification; and
vi. A completed City questionnaire.

The Investment Officers will at least annually review the service, financial condition, and registration of brokers / dealers for recommendations to the Council.

An expanded list of counterparties, including local government pools and financial institutions authorized to provide investment transactions, will be maintained by the Investment Officers. This list need not be approved by the City Council because of frequency in bank changes resulting from competitive bids. All pools require specific action by the Council for participation.

The City is under no obligation to transact business with any financial institution or firm.

DEPOSITORIES

City Banking Services Depository

At least every five years, a City banking services depository shall be selected through a competitive request for proposal (RFP) process in accordance with the Texas Government Code 105.017. In selecting this depository, the services, cost of services, credit worthiness, earnings potential, and collateralization by the institution shall be considered. The City may utilize a depository outside the City limits for this purpose. This primary banking services depository will safe-keep securities owned by the City and will not be authorized as a broker for the City in order to perfect delivery versus payment settlement.

Additional Depositories

Time and demand deposits may be purchased from any bank in Texas. Banks seeking to establish eligibility for the City's competitive certificate of depository or demand deposit programs shall submit for review annual financial statements, evidence of federal insurance, and other information as required by the Investment Officers. Deposits exceeding FDIC / NCUA insurance coverage will require a written depository agreement and collateralization in accordance with this Policy.

COLLATERALIZATION

Time and Demand Bank Deposits – Pledged Collateral

All time and demand deposits shall be collateralized above FDIC / NCUA coverage in accordance with this Policy. The total of FDIC / NCUA insurance and the market value of collateral must be at least 102% of the total principal and accrued interest on deposit daily. The depository is responsible for monitoring and maintaining margins daily.

All pledged securities must be safekept at an independent institution outside the holding company of the pledging bank. Depository institutions pledging collateral against deposits must, in conjunction with the custodial agent, furnish the necessary collateral before deposits are made and receipts provided within one business day. The City's depository will be responsible for monitoring and maintaining collateral levels daily. The independent custodian will provide the City with a monthly report on the collateral pledged. City representatives will have the right to inspect the records for pledged collateral at any time. Collateral may be substituted; however, any substitution of collateral must be approved in writing by the City.

The City shall have a depository / collateral contract with each bank and that agreement will comply with the Financial Institutions, Reform, Recovery, and Enforcement Act of 1989 (FIRREA) to ensure that the City's security interest in collateral pledged to secure deposits is enforceable against the receiver of a failed financial institution.

Collateral Owned under Repurchase Agreements
Collateral is owned under a repurchase agreement. In order to anticipate market changes and provide a level of security for all funds, the collateralization level will be 102% of market value of principal and accrued interest on the transaction, and such collateral must be in place before the transaction takes place. The collateral shall be held by an independent third party financial institution approved by the City. The counter-party is liable for monitoring and maintaining the collateral and margin daily. A Bond Market Association Master Repurchase Agreement shall be executed for the transaction.

Authorized Collateral
City funds must be secured only by:

- Obligations of the United States Government, its agencies and instrumentalities including mortgage backed securities and CMOs passing the bank test; and
- Obligations issued by any state, its agencies, or political subdivisions rated A or above by two nationally recognized rating agencies.

If a depository offers collateral pooling as collateral for deposits, the Investment Officers will analyze the costs and risks of such program to the City. Before entering into a pooled collateral program, the Investment Officers must receive approval from the City Council.

SAFEKEEPING

The laws of Texas, this Policy, and prudent treasury management requires that all securities be settled on a delivery versus payment basis and held in safekeeping by an independent third party financial institution approved by the City.

All safekeeping arrangements shall be approved by the Investment Officers and an agreement of the terms executed in writing. The third party safekeeping agent shall be required to issue safekeeping receipts to the City clearly indicating the ownership by or pledge to the City.

AUTHORIZED INVESTMENTS

City funds may be invested only in the following instruments, as further defined by the Act. If changes are made to the authorized investments in the Act, they will not be authorized for City use until this Policy is amended and adopted by the City Council.

All investments will be made on a competitive basis. To the extent possible, the City will attempt to match its investments with anticipated cash flow requirements. The City portfolio will have a maximum weighted average maturity of six (6) months. At all times, liquid funds will represent no less than 10% of the portfolio to meet unanticipated liabilities.

1. Obligation of the United States, its agencies and instrumentalities, excluding mortgage backed securities and with a final stated maturity not to exceed two years.

2. Fully insured or collateralized certificates of deposit or term share certificate of any bank or credit union doing business in Texas with a stated maturity date not to exceed eighteen (18) months. Certificates of deposit may be purchased through the CDARS program with a bank in Texas.

3. AAA-rated, constant dollar local government investment pools which strive to maintain a stable $1.00 net asset value.

4. Fully collateralized repurchase agreements purchased through a primary government securities dealer, as defined by the Federal Reserve, with a stated maturity not to exceed six (6) months. A "flex" repurchase agreement may be used for bond proceeds beyond six (6) months but must not exceed the expenditure plan of the funds.

5. AAA-rated SEC registered money market mutual funds which strive to maintain a $1 net asset value.

6. Interest bearing accounts in any bank or credit union in Texas fully insured by FDIC / NCUA or collateralized in accordance with this Policy.

7. Fully FDIC-insured / NCUA-insured brokered certificate of deposit securities from banks in any state within the United States of America delivered versus payment to the City's safekeeping depository, not to exceed one (1) year to maturity. Investment Officers must verify the FDIC / NCUA status of the bank on www.2fdic.gov/idasp/main_bankfind.asp or www.ncua.gov to assure that the bank is FDIC / NCUA insured.

Any investment that requires a minimum rating by this Policy will not qualify as authorized during the period the investment does not have that minimum rating. Investment Officers shall inform the Council and take all prudent measures to liquidate the downgraded investment in a reasonable time period if ratings have dropped.

Any investment purchased when the investment type was authorized by Policy need not be liquidated if the Policy is modified to un-authorize the investment. The Investment Officers will review the investment and act in a reasonable manner for the overall good of the portfolio(s).

Diversification
The City's investments shall be diversified to eliminate risk of loss resulting from over-concentration of assets in a specific maturity, a specific issuer, or a specific class of securities. Maturities shall be staggered to avoid undue concentration of assets in a specific maturity sector and maturities selected shall provide for stability of income and reasonable liquidity. Laddered maturities shall be used based on the anticipated cash flow of funds.

INVESTMENT RESTRICTIONS AND PROHIBITED TRANSACTIONS

To provide for the safety and liquidity of the City's funds, the following transactions are not authorized:

a. Borrowing for re-investment purposes ("Leverage") .
b. Investment in any mortgage backed security, including inverse floaters, principal only securities, interest only securities, and floaters.
c. Investment in any equity linked securities.
d. Investment in options, futures, swaps, caps, floors, and collars.
e. "When-issued" transactions in which securities not yet issued or acquired and sold for speculation purposes.

INVESTMENT REPORTING

No less than quarterly, the Investment Officers shall jointly prepare, sign, and submit to the City Council a written quarterly investment report in accordance with the Act (2256.023). The report must include at a minimum:

- A detailed description of the investment position of the City on the date of the report;
- The book value and market value of each separately invested asset at the beginning and end of the reporting period by the type of asset and fund type invested;
- A summary statement of each portfolio stating:
    - Beginning and ending market value for the period,
    - Beginning and ending amortized book value for the period,
    - Change in market value for the period,
    - The overall yield of the portfolio and the comparable period yield of the benchmark;
    - The weighted average maturity, and
    - The earnings for the period recognizing both accrued interest and net amortization;
- The maturity date of each separately invested asset;
- The maturity date of each separately invested asset that has a maturity date;
- The portfolio/fund for which each individual investment was acquired; and
- A statement of compliance to the Investment Policy and Strategy and the Act.

Market prices will be obtained from independent sources for the reports.

AUDIT

The City, in conjunction with its annual financial audit, shall perform a compliance audit of management controls on investments and adherence to the City's Investment Policy.

If the City has invested in other than money market funds, investment pools, and certificates of deposit, the quarterly investment reports shall be formally reviewed by the City's independent auditor. The result of this review shall be submitted to the City Council with the annual financial audit.

POLICY ADOPTION

The City of Helotes Investment Policy and Investment Strategy shall be reviewed and adopted by the City Council no less than annually. Any changes to the Policy or Strategy shall be recorded in the adopting ordinance / resolution.

CITY OF HELOTES, TEXAS

BROKER / DEALER QUESTIONNAIRE

Name of Firm: _____
CRD #: _____

Address:

_____
_____

Primary Representative on account: _____
Telephone: _____
Fax: _____
E-Mail: _____
CRD# _____

Backup representative or trading assistant: _____
Telephone: _____
E-mail: _____

Branch Manager: _____
Telephone: _____
Fax: _____
E-Mail: _____

Is the firm designated as a Primary Dealer by the Federal Reserve?
Yes _____ No _____

Is the firm registered with the Texas State Securities Board?
Yes _____ No _____

Is the firm and representative registered with FINRA?
Yes _____ No _____

How long has the designated representative been an institutional fixed income broker at this firm? _____ Years in total? _____

What market sectors does the account representative specialize in?

_____
_____

Delivery instructions: _____
_____

All transactions will be completed delivery versus payment.

BROKER / DEALER QUESTIONNAIRE

Page 2 – To be completed only by Non-Primary Dealers

Name of Firm: _____
CRD #: _____

Years in business at this location: _____
Total years in business: _____

Indicate the approximate sales volume in the following sectors for the previous year:

US Treasuries - _____
Repo - _____
US Agencies - _____
MBS - _____
CP - _____
Other? - _____

Has your firm, or this account representative, been subject to a regulatory agency, state of _____, or federal investigation for alleged improper, disreputable, unfair, [or] fraudulent activities related to the sale of securities or money market instruments in the past five years? Are there any outstanding claims? If yes, please explain:

Please attach a sample of your standard confirmation to be provided to clients. Please provide the firm's most recent audited financial statements (Required annually).

What portfolio information do you require from your clients?

_____

_____

What research information will you be providing on a regular basis?

_____

_____

Attached is our Investment Policy. The representatives assigned to the account must acknowledge that they have received, read, and understood the Policy by completing the attached Policy Certification form.

POLICY CERTIFICATION FORM
as required by Texas Government Code 2256.005 (k)

CITY OF HELOTES, TEXAS

_____ (the "Firm")

I, as an authorized representative for the Firm named above, hereby certify that I, and the broker covering this account, have received and reviewed the Investment Policy of the City of Helotes.

We acknowledge that this firm has implemented reasonable internal procedures and controls in an effort to preclude investment transactions conducted between this Firm and the City of Helotes that are not authorized by the City's Investment Policy, except to the extent that this authorization is dependent on an analysis of the makeup of the City's entire portfolio or requires an interpretation of subjective investment standards.

Firm: _____

Signature _____

Name: _____

Title: _____

Date: _____