



Texas
CLASS[®]

Pool Participants

Texas CLASS[®]



Texas CLASS is a pooled investment program featuring safety, liquidity, convenience and competitive yield.

Texas CLASS, a full-service cash management and investment program, is designed to make the job of managing public funds safer and simpler while providing competitive investment returns. Since its inception, Texas CLASS has been able to assist state and local governments with effective management and investment of their funds.

The Texas CLASS program administrator is Cutwater Investor Services Corp. serves as Program Administrator. Cutwater Investor Services Corp. is a subsidiary of Cutwater Asset Management one of the nation's largest providers of administrative and portfolio management services for local government investment pools. Cutwater Asset Management, with over \$42 billion in assets under management, has extensive experience in all aspects of fixed-income investing and has been managing short-term government investment pools for nearly 20 years. Cutwater Asset Management manages and administers 14 public sector cash investment programs with total assets of \$15 billion for 4,700 clients in 22 states and the Commonwealth of Puerto Rico. Cutwater Asset Management invests the Texas CLASS portfolio to emphasize safety, liquidity and yield, the hallmarks of effective public sector investment practices.

Safety & Liquidity

Texas CLASS invests public sector funds only in securities allowed by the Texas Public Funds Investment Act. Texas CLASS offers the additional strength of its AAAM rating by Standard and Poor's Rating Services, as well as the security of an annual audit by an independent audit firm. As a further safety measure, Texas CLASS carries a letter of credit that ensures the integrity of the fund, making it the only investment pool in Texas backed by a letter of credit.

To further ensure safety, funds are held separately in a third-party bank custody account and the pool is governed by a Texas CLASS participant board of directors. Participants of the pool may access their funds on any business day, providing them with liquidity for everyday operational needs.

Competitive Yield

Texas CLASS is actively managed and seeks to achieve the highest yield available, and your Texas CLASS portfolio managers are experts in public-sector investing. Interest is calculated and paid daily for enhanced investment returns.

Convenience

Deposits, withdrawals and transfers can be made each business day by toll-free phone, fax, or secure internet access. There are no minimum balance or transaction requirements and no withdrawal penalties or hidden fees. Participants have online access to account information via "Client Connection," and can have monthly statements delivered electronically.

For more information on the Texas CLASS Program, please visit www.texasclass.com or call 800-707-6242.

Cities & Towns

Austin, City of
Balch Springs, City of
Bedford, City of
Bee Cave, Village of
Boerne, City of
Brownsville, City of
Buda, City of
Bulverde, City of
Burleson, City of
Burnet, City of
Castle Hills, City of
Cedar Hill, City of
Cleburne, City of
Columbus, City of
Commerce, City of
Conroe, City of
Converse, City of
DeSoto, City of
El Campo, City of
El Paso, City of
Floresville, City of
Friendswood, City of
Fulshear, City of
Garland, City of
Goliad, City of
Greenville, City of
Haltom City, City of
Harker Heights, City of
Highland Village, City of
Hill Country Village, City of
Huntsville, City of
Jacksonville, City of
Kingsville, City of
Kyle, City of
Lancaster, City of
Laredo, City of
Leander, City of
Levelland, City of
Lockhart, City of
Longview, City of
Mansfield, City of
McKinney, City of
Mercedes, City of
New Braunfels, City of
North Richland Hills, City of
Pasadena, City of
Rosenberg, City of
Schertz, City of
Shavano Park, City of
Sherman, City of
South Houston, City of
Southlake, City of
Taylor, City of

Temple, City of
Tomball, City of
Troup, City of
White Oak, City of
Whitehouse, City of
Waco, City of
Woodcreek, City of

Counties

Bastrop, County of
Bell, County of
Bexar County Tax Assessor
Collector
Brazoria, County of
Burleson, County of
Burnet, County of
Caldwell County Appraisal
District
Caldwell, County of
Carson, County of
Coke, County of
Collin, County of
Colorado, County of
Denton, County of
Denton County District Clerk
Ector, County of
El Paso County
Ellis, County of
Fort Bend, County of
Fort Bend County District Clerk
Franklin, County of
Galveston, County of
Guadalupe, County of
Harrison, County of
Hays, County of
Hidalgo, County of
Hill, County of
Hopkins, County of
Howard, County of
Jackson, County of
Johnson, County of
Lee, County of
Limestone, County of
McLennan, County of
Medina, County of
Midland, County of
Montgomery, County of
Navarro, County of
Nueces, County of
Polk, County of
Refugio Co. Appraisal District
Rockwall, County of
San Patricio, County of
Smith, County of

Tarrant, County of
Taylor, County of
Tom Green County Clerk
Tom Green, County of
Van Zandt, County of
Waller, County of
Washington, County of
Webb, County of
Willacy, County of

School Districts

Alamo Heights I.S.D.
Alice I.S.D.
Allen I.S.D.
Alvin I.S.D.
Anahuac I.S.D.
Angleton I.S.D.
Aransas County I.S.D.
Arlington I.S.D.
Athens I.S.D.
Atlanta I.S.D.
Bandera I.S.D.
Beckville I.S.D.
Birdville I.S.D.
Blinn College
Brenham I.S.D.
Brownsville I.S.D.
Caldwell I.S.D.
Calhoun County I.S.D.
Canutillo I.S.D.
Carroll I.S.D.
Celina I.S.D.
Central Texas College Districts
Channelview I.S.D.
Chapel Hill I.S.D.
Clear Creek I.S.D.
Coastal Bend College
Columbia-Brazoria I.S.D.
Columbus I.S.D.
Connally I.S.D.
Conroe I.S.D.
Coppell I.S.D.
Corpus Christi I.S.D.
Crosbyton I.S.D.
Dallas I.S.D.
Dallas County Schools
Deer Park I.S.D.
DeSoto I.S.D.
Devers I.S.D.
Dickinson I.S.D.
Duncanville I.S.D.
Eanes I.S.D.
East Central I.S.D.
East Texas Schools CO-OP

Edgewood I.S.D.
Edinburg C.I.S.D.
El Paso I.S.D.
Ennis I.S.D.
Everman I.S.D.
Farmersville I.S.D.
Forney I.S.D.
Fort Hancock I.S.D.
Fort Sam Houston I.S.D.
Fort Worth I.S.D.
Frankston I.S.D.
Fredericksburg I.S.D.
Frenship I.S.D.
Friendswood I.S.D.
Galveston I.S.D.
Georgetown I.S.D.
Goliad I.S.D.
Gonzales I.S.D.
Grand Prairie I.S.D.
Greenville I.S.D.
Groesbeck I.S.D.
Gunter I.S.D.
Harlandale I.S.D.
Harlingen C.I.S.D.
Hays Consolidated I.S.D.
Hereford I.S.D.
Hitchcock I.S.D.
Hurst, Eules, Bedford I.S.D.
Hutto I.S.D.
Industrial I.S.D.
Irving I.S.D.
Jacksonville I.S.D.
Kaufman I.S.D.
Kemp I.S.D.
Kenedy I.S.D.
Kilgore I.S.D.
Killeen I.S.D.
La Vega I.S.D.
La Vernia I.S.D.
Lake Dallas I.S.D.
Lake Travis I.S.D.
Lake Worth I.S.D.
Lamar C.I.S.D.
Lancaster I.S.D.
LaPorte I.S.D.
Laredo I.S.D.
Leander I.S.D.
Leveretts Chapel I.S.D.
Little Cypress-Mauriceville
C.I.S.D.
Little Elm I.S.D.
Lockhart I.S.D.
Longview I.S.D.
Lorenzo I.S.D.

Lovejoy I.S.D.
Mabank I.S.D.
Magnolia I.S.D.
Marshall I.S.D.
McKinney I.S.D.
Mercedes I.S.D.
Meyersville I.S.D.
Midland I.S.D.
Midway I.S.D.
Millsap I.S.D.
Mission C.I.S.D.
Mt. Pleasant I.S.D.
Nacogdoches I.S.D.
New Braunfels I.S.D.
North East I.S.D.
North Forest I.S.D.
Northside I.S.D.
Overton I.S.D.
Palestine I.S.D.
Palmer I.S.D.
Paris I.S.D.
Pettus I.S.D.
Pflugerville I.S.D.
Pharr-San Juan-Alamo I.S.D.
Pine Tree I.S.D.
Prosper I.S.D.
Queen City I.S.D.
Randolph Field I.S.D.
Raymondville I.S.D.
Red Oak I.S.D.
Redwater I.S.D.
Refugio I.S.D.
Region 19 E.S.C.
Region One E.S.C.
Region Two E.S.C.
Rice Consolidated I.S.D.
Richardson I.S.D.
Rio Grande City C.I.S.D.
Rockwall I.S.D.
Rogers I.S.D.
Roma I.S.D.
Roosevelt I.S.D.
S & S C.I.S.D.
Sabine I.S.D.
Salado I.S.D.
San Angelo I.S.D.
San Benito Consolidated I.S.D.
San Felipe-Del Rio C.I.S.D.
Santa Fe I.S.D.
Schertz Cibolo Universal
City I.S.D.
Scurry-Rosser I.S.D.
Sealy I.S.D.
Sequin I.S.D.

Sharyland I.S.D.
Sherman I.S.D.
Sinton I.S.D.
South San Antonio I.S.D.
Spring I.S.D.
Stafford M.S.D.
Stamford I.S.D.
Sweeny I.S.D.
Taft I.S.D.
Tatum I.S.D.
Taylor I.S.D.
Temple College
Temple I.S.D.
Terrell I.S.D.
Texarkana I.S.D.
Texas School for the Blind
Texas School for the Deaf
Thorndale I.S.D.
Tom Green County Clerk
Troup I.S.D.
Tuloso-Midway I.S.D.
Tyler I.S.D.
United I.S.D.
Victoria I.S.D.
Vidor I.S.D.
Waco I.S.D.
Waller I.S.D.
Waxahachie I.S.D.
Weatherford I.S.D.
Weslaco I.S.D.
West I.S.D.
Whitehouse I.S.D.
Whitesboro I.S.D.
White Oak I.S.D.
Wylie I.S.D.
Yorktown I.S.D.
Ysleta I.S.D.
Zapata I.S.D.

Utility Districts

Baker Road M.U.D.
Barker Cypress M.U.D.
Beechnut M.U.D.
Bissonnet M.U.D.
Blue Ridge M.U.D.
Brazoria Co. M.U.D. # 1
Brazoria Co. M.U.D. # 2
Brazoria Co. M.U.D. # 3
Brazoria Co. M.U.D. # 6
Brookshire M.U.D.
Castlewood M.U.D.
Chelford One M.U.D.
Cinco M.U.D. # 9
Cypress Forest P.U.D.

Dallas Co. Util. & Recl. District
 Eldridge Road M.U.D.
 Encanto Real M.U.D.
 First Colony Levy
 Improvement Dist.
 Fort Bend Co. M.U.D. # 2
 Fort Bend Co. M.U.D. # 25
 Fort Bend Co. M.U.D. # 34
 Fort Bend Co. M.U.D. # 35
 Fort Bend Co. M.U.D. # 41
 Fort Bend Co. M.U.D. # 94
 Fort Bend Co. M.U.D. # 111
 Fort Bend Co. M.U.D. # 140
 Fort Bend M.U.D. # 66
 Galveston Co. M.U.D. # 14
 Galveston Co. M.U.D. # 15
 Galveston County M.U.D. # 29
 Grand Lakes M.U.D. # 1
 Grand Lakes M.U.D. # 2
 Grand Lakes M.U.D. # 4
 Grand Lakes WC & ID
 Green Trails M.U.D.
 Harris Co. E.S.D. # 48
 Harris Co. M.U.D. # 9
 Harris Co. M.U.D. # 16
 Harris Co. M.U.D. # 36
 Harris Co. M.U.D. # 46
 Harris Co. M.U.D. # 49
 Harris Co. M.U.D. # 70
 Harris Co. M.U.D. # 81
 Harris Co. M.U.D. # 96
 Harris Co. M.U.D. # 118
 Harris Co. M.U.D. # 148
 Harris Co. M.U.D. # 149
 Harris Co. M.U.D. # 150
 Harris Co. M.U.D. # 151
 Harris Co. M.U.D. # 153
 Harris Co. M.U.D. # 166
 Harris Co. M.U.D. # 180
 Harris Co. M.U.D. # 183
 Harris Co. M.U.D. # 200
 Harris Co. M.U.D. # 205
 Harris Co. M.U.D. # 215
 Harris Co. M.U.D. # 238
 Harris Co. M.U.D. # 239
 Harris Co. M.U.D. # 249
 Harris Co. M.U.D. # 257
 Harris Co. M.U.D. # 264
 Harris Co. M.U.D. # 276
 Harris Co. M.U.D. # 278

Harris Co. M.U.D. # 280
 Harris Co. M.U.D. # 281
 Harris Co. M.U.D. # 284
 Harris Co. M.U.D. # 286
 Harris Co. M.U.D. # 290
 Harris Co. M.U.D. # 304
 Harris Co. M.U.D. # 316
 Harris Co. M.U.D. # 341
 Harris Co. M.U.D. # 342
 Harris Co. M.U.D. # 344
 Harris Co. M.U.D. # 345
 Harris Co. M.U.D. # 359
 Harris Co. M.U.D. # 360
 Harris Co. M.U.D. # 370
 Harris Co. M.U.D. # 373
 Harris Co. M.U.D. # 383
 Harris Co. M.U.D. # 389
 Harris Co. M.U.D. # 390
 Harris Co. Utility District # 6
 Harris Co. Utility District # 14
 Harris Co. Utility District # 15
 Harris Co. W.C.I.D.
 Harris Co. W.C.I.D. # 89
 Harris Co. W.C.I.D. # 119
 Harris Co. W.C.I.D. # 132
 Harris-Fort Bend M.U.D. # 3
 Harris-Fort Bend M.U.D. # 5
 Jackrabbit Road P.U.D.
 Langham Creek Utility District
 Lomhorn Town Utility District
 Mission Bend M.U.D. # 2
 Montgomery Co. M.U.D. # 6
 Montgomery Co. M.U.D. # 7
 Montgomery Co. M.U.D. # 18
 Montgomery Co. M.U.D. # 36
 Montgomery Co. M.U.D. # 40
 Montgomery Co. M.U.D. # 46
 Montgomery Co. M.U.D. # 47
 Montgomery Co. M.U.D. # 60
 Montgomery Co. M.U.D. # 67
 Montgomery Co. M.U.D. # 84
 Northpointe W.C.I.D.
 Northwest Frwy M.U.D.
 Northwest Harris Co. M.U.D. # 16
 Northwest Harris Co. M.U.D. # 21
 Palmer Plantation M.U.D. # 1
 Palmer Plantation M.U.D. # 2
 Pecan Grove M.U.D.
 Plantation M.U.D.
 Reid Road M.U.D. # 2

Remington M.U.D. # 1
 Rockette Special Utility District
 Sagemeadow Utility District
 San Patricio Co. Drain
 District (U.D.)
 Schertz/Seguin Local Gov. Corp.
 Spencer Road Public Utility
 District
 Tropical Texas Ctr. for M.H.M.R.
 West Harris Co. M.U.D. # 11
 West Park M.U.D.
 Westador M.U.D.
 Westlake M.U.D.
 Williamson Co. M.U.D. # 9
 Willow Fork Drainage
 District (U.D.)
 Woodlands, The, M.U.D. # 2

Other Participants

Bulverde Area Rural Library
 District
 Canyon Lake Community
 Library District
 Coastal Plains M.H.M.R.
 Converse Economic
 Development Corp.
 Dallas Housing Authority
 DeWitt Medical District
 El Paso County, 911 District
 Floresville 4A Corporation
 Fort Bend Emergency Service
 District # 2
 Guadalupe Blanco River
 Authority
 Hildalgo County Drainage
 District # 1
 Levelland Economic
 Development Corp.
 North Texas Tollway Authority
 Nueces Co. Hospital District
 Paris Economic Development
 Corp.
 Salado Public Library District
 Seguin Economic Development
 Corp.



Texas CLASS

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Form of Resolution

WHEREAS, the Public Funds Investment Act, Texas Government Code, Section 2256.001 *et seq.* (the "Act"), requires the governing body of each local government in this State to adopt investment policies in accordance with the terms of the Act; and

WHEREAS, pursuant to the requirements of the Act, the Board of Trustees (the "Governing Body") of the Beville T.S.D. (the "Local Government") has previously reviewed and adopted an investment policy (the "Policy") that provides in part that the funds of the local government will be invested in investments permitted by the Act in order to: (i) invest only in investments legally permitted under Texas law; (ii) minimize risk by managing portfolio investments so as to preserve principal and maintain a stable asset value; (iii) manage portfolio investments to ensure that cash will be available as required to finance operations; and (iv) maximize current income to the degree consistent with legality, safety and liquidity; and

WHEREAS, pursuant to the Policy and the Act, the Local Government has appointed Linda O'Connell to act as the investment officer of the Local Government (the "Investment Officer"); and

WHEREAS, the Act provides that funds under the control of a Local Government may be invested through investment pools meeting the standards of Section 2256.016 of the Act; and

WHEREAS, the Local Government has received and reviewed the Information Statement, dated March 3, 1996 (the "Information Statement"), of Texas Cooperative Liquid Assets Securities System, an investment pool administered by Cutwater Investor Services Corp. (the "Program"), which sets forth the information required by Section 2256.016(b) of the Act; and

WHEREAS, the Local Government has determined that the investments proposed to be acquired by the Program are of a type that are permitted by the Act and are consistent with the Policy; and

WHEREAS, the Local Government has determined that an investment in the Program will assist the Local Government in achieving the goals set forth in the Policy, and will tend to preclude imprudent investment activities arising out of investment transactions conducted between the Local Government and the Program; and

WHEREAS, the Local Government understands that the Program is to be created through a trust agreement, dated as of January 1, 1996 (the "Trust Agreement"), which provides the terms on which the Program will operate and the rights of the participants in the Program and sets forth the responsibilities of Cutwater Investor Services Corp. as the administrator of the Program (the "Administrator"), and of Wells Fargo Bank as custodian (the "Custodian");

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE LOCAL GOVERNMENT:

That the form, terms and provisions of the Trust Agreement, a draft of which was presented and reviewed at this meeting, providing for the creation of the Program and for the rights of the Program participants and the duties and responsibilities of the Administrator, be and the same are hereby approved and adopted; and that the Investment Officer be and he is hereby authorized and directed to execute



Form of Resolution

and deliver to the Administrator and the Custodian in the name and on behalf of the Local Government, a participation certificate evidencing the agreement of the Local Government to be bound by the Trust Agreement substantially in the form of the Trust Agreement reviewed and approved at this meeting, together with such changes therein as may be approved by the said officer, such approval to be conclusively evidenced by the execution thereof; and be it further

Resolved, that the investment program established by the Trust Agreement is hereby found and determined to be consistent with the Policy, and to preclude imprudent investment activities arising out of investment transactions conducted between the Local Government and the Program; and be it further

Resolved, that the Governing Body hereby officially finds and determines that the facts and recitations contained in the preamble of this Resolution are true and correct; and be it further

Resolved, that the Governing Body hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Resolution was adopted was posted for the time required by law preceding this meeting, and that such meeting was open to the public as required by law at all times during which this Resolution and the subject matter thereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended, and the Act; and be it further

Resolved, that the officers of the Local Government, and each of them, shall be and each is expressly authorized, empowered and directed from time to time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal and on behalf of the Local Government all certificates, instruments and other papers, whether or not herein mentioned, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution and of the Trust Agreement hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such certificate, financing statement, instrument or other paper; and be it further

Resolved, that this Resolution shall take effect and be in full force and effect upon and after its passage.

Board President:

Board Secretary:

Print Name _____

Print Name _____

Signature _____

Signature _____

Date _____