

Texas State Securities Board



ANNUAL FINANCIAL REPORT TO THE GOVERNOR

For The
FISCAL YEAR
SEPTEMBER 1, 2019 – AUGUST 31, 2020

Texas State Securities Board

ANNUAL FINANCIAL REPORT

For the Year Ended August 31, 2020

TRAVIS J. ILES
SECURITIES COMMISSIONER



CLINTON EDGAR
DEPUTY SECURITIES COMMISSIONER

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Texas State Securities Board

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E. WALLY KINNEY
CHAIR

MIGUEL ROMANO, JR.
MEMBER

KENNY KONCABA
MEMBER

ROBERT BELT
MEMBER

MELISSA TYROCH
MEMBER

November 12, 2020

Honorable Greg Abbott, Governor
Honorable Glenn Hegar, Texas Comptroller
John McGeady, Director, Legislative Budget Board
Lisa Collier, First Assistant State Auditor

Ladies and Gentlemen:

We are pleased to submit the annual financial report of the Texas State Securities Board for the year ended August 31, 2020, in compliance with Texas Government Code Annotated, Section 2101.011, and in accordance with the requirements established by the Comptroller of Public Accounts.

Due to the statewide requirements embedded in Governmental Accounting Standards Board (GASB) Statement No. 34, the Comptroller of Public Accounts does not require the accompanying annual financial report to comply with all the requirements in this statement. The financial report will be considered for audit by the state auditor as part of the audit of the State of Texas *Comprehensive Annual Financial Report (CAFR)*; therefore, an opinion has not been expressed on the financial statements and related information contained in this report.

If you have any questions, please contact Derek Lauterjung, at (512) 305-8321. Thank you for your time, consideration, and service.

Sincerely,

A handwritten signature in blue ink, appearing to read "T.J. Iles".

Travis J. Iles
Securities Commissioner

Enclosure
TI/dl

Texas State Securities Board

ANNUAL FINANCIAL REPORT

For the Year Ended August 31, 2020

MEMBERS OF THE BOARD

August 31, 2020

E. Wally Kinney, Chair.....	Comfort
Miguel Romano, Jr., Member.....	Austin
Kenny Koncaba, Member.....	Friendswood
Robert R. Belt, Member.....	Houston
Melissa Tyroch, Member.....	Belton

STATE SECURITIES BOARD

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IV. ADDENDA

I. COMBINED FINANCIAL STATEMENTS

A. Exhibit I: Combined Balance Sheet/Statement of Net Assets - Governmental Funds

B. Exhibit II: Combined Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities - Governmental Funds

C. Exhibit VI: Combined Statement of Fiduciary Net Assets

STATE SECURITIES BOARD (312)**Exhibit I – Combined Balance Sheet/Statement of Net Assets – Governmental Funds**

August 31, 2020

General
Funds**ASSETS**

Current Assets:	
Cash and Cash Equivalents:	
Legislative Appropriations	1,379,314.95
Total Current Assets	<u>1,379,314.95</u>
Non-Current Assets:	
Capital Assets Note 2:	
Depreciable:	
Furniture and Equipment	
Less Accumulated Depreciation	
Amortizable:	
Computer Software-Intangible	
Less Accumulated Amortization	
Total Non-Current Assets	0.00
Total Assets	<u>1,379,314.95</u>

LIABILITIES AND FUND BALANCES

Liabilities:	
Current Liabilities:	
Payables From:	
Payroll	662,299.07
Due to Other Agencies	<u>0.00</u>
Employees Compensable Leave (Note 5)	
Total Current Liabilities	<u>662,299.07</u>
Non-Current Liabilities:	
Employees Compensable Leave (Note 5)	
Total Non-Current Liabilities	0.00
Total Liabilities	<u>662,299.07</u>

FUND FINANCIAL STATEMENT

Fund Balances (Deficits)	
Nonspendable	0.00
Assigned	0.00
Unassigned	317,552.44
Other Changes	<u>399,463.44</u>
Total Fund Balances	<u>717,015.88</u>
Total Liabilities and Fund Balances	<u>1,379,314.95</u>

GOVERNMENT-WIDE STATEMENT OF NET ASSETS

Net Assets:	
Invested in Capital Assets, Net of Related Debt	
Unrestricted	
Total Net Assets	

STATE SECURITIES BOARD (312)

Exhibit I – Combined Balance Sheet/Statement of Net Assets – Governmental Funds

August 31, 2020

<u>Capital Assets Adjustments</u>	<u>Long-Term Liabilities Adjustments</u>	<u>Other Adjustments</u>	<u>Statement Of Net Assets</u>
			<u>1,379,314.95</u>
			<u>1,379,314.95</u>
82,138.64			82,138.64
(71,315.79)			(71,315.79)
9,073.80			9,073.80
<u>(9,073.80)</u>			<u>(9,073.80)</u>
<u>10,822.85</u>			<u>10,822.85</u>
<u>10,822.85</u>			<u>1,390,137.80</u>
			662,299.07
			0.00
	<u>525,755.96</u>		<u>525,755.96</u>
	<u>525,755.96</u>		<u>1,188,055.03</u>
	<u>399,197.02</u>		<u>399,197.02</u>
	<u>399,197.02</u>		<u>399,197.02</u>
	<u>924,952.98</u>		<u>1,587,252.05</u>
			0.00
			0.00
			317,552.44
			<u>399,463.44</u>
			<u>717,015.88</u>
10,822.85			10,822.85
	(924,952.98)		(924,952.98)
			<u>(197,114.25)</u>

STATE SECURITIES BOARD (312)

Exhibit II – Combined Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities – Governmental Funds

For the Fiscal Year Ended August 31, 2020

	General <u>Funds</u>
REVENUES	
Legislative Appropriations:	
Original Appropriations (GR)	7,742,826.00
Additional Appropriations	1,691,525.94
Licenses, Fees and Permits	1,070.10
Sales of Goods and Services	23.79
Other (GR)	0.00
Total Revenues	<u>9,435,445.83</u>
EXPENDITURES	
Salaries and Wages	6,166,730.30
Payroll Related Costs	1,784,902.80
Professional Fees and Services	52,309.12
Travel	67,546.02
Materials and Supplies	149,455.39
Communication and Utilities	175,358.37
Repairs and Maintenance	23,388.13
Rentals and Leases	170,070.62
Printing and Reproduction	9,894.70
Other Expenditures	70,542.26
Capital Outlay	0.00
Depreciation Expense	0.00
Total Expenditures/Expenses	<u>8,670,197.71</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	<u>765,248.12</u>
OTHER FINANCING SOURCES (USES)	
Gain (Loss) on Sale of Capital Assets	
Total Other Financing Sources (USES)	
Net Change in Fund Balances/Net Position	<u>765,248.12</u>
FUND FINANCIAL STATEMENT - FUND BALANCES	
Fund Balances, September 1, 2019	317,552.44
Appropriations Lapsed	<u>(365,784.68)</u>
Fund Balances, August 31, 2020	<u>717,015.88</u>
GOVERNMENT-WIDE STATEMENT - NET POSITION	
Net Position/Net Change in Net Position	
Net Position, September 1, 2019	
Net Position, August 31, 2020	<u>717,015.88</u>

STATE SECURITIES BOARD (312)

Exhibit II- Combined Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities – Governmental Funds

For the Fiscal Year Ended August 31, 2020

<u>Capital Assets Adjustments</u>	<u>Long-Term Liabilities Adjustments</u>	<u>Statement Of Activities</u>
		7,742,826.00
		1,691,525.94
		1,070.10
		23.79
		<u>0.00</u>
<u>0.00</u>	<u>0.00</u>	<u>9,435,445.83</u>
	118,902.53	6,285,632.83
		1,784,902.80
		52,309.12
		67,546.02
		149,455.39
		175,358.37
		23,388.13
		170,070.62
		9,894.70
		70,542.26
		0.00
<u>3,693.72</u>		<u>3,693.72</u>
<u>3,693.72</u>	<u>118,902.53</u>	<u>8,792,793.96</u>
<u>(3,693.72)</u>	<u>(118,902.53)</u>	<u>642,651.87</u>
<u>0.00</u>		<u>0.00</u>
<u>0.00</u>		<u>0.00</u>
		<u>765,248.12</u>
		317,552.44
		<u>(365,784.68)</u>
		<u>717,015.88</u>
<u>(3,693.72)</u>	<u>(118,902.53)</u>	<u>(122,596.25)</u>
<u>14,516.57</u>	<u>(806,050.45)</u>	<u>(791,533.88)</u>
<u>10,822.85</u>	<u>(924,952.98)</u>	<u>(197,114.25)</u>

STATE SECURITIES BOARD (312)
Exhibit VI – Combined Statement of Fiduciary Net Assets
Fiduciary Funds
 August 31, 2020

	Agency Funds (Ex J-1)
ASSETS	
Cash in State Treasury	840.00
Total Assets	<u>840.00</u>
LIABILITIES	
Funds Held for Others	840.00
Total Liabilities	<u>840.00</u>
NET ASSETS	
Total Net Assets	<u><u>0.00</u></u>

II. NOTES TO THE FINANCIAL STATEMENTS

STATE SECURITIES BOARD (312)**NOTES TO THE FINANCIAL STATEMENTS****NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A. ENTITY**

The State Securities Board is an agency of the State of Texas and its financial records comply with state statutes and regulations. This includes compliance with the Texas Comptroller of Public Accounts' *Reporting Requirements for Annual Financial Reports of State Agencies and Universities*.

The State Securities Board was created in 1957 pursuant to "The Securities Act" passed by the 55th Legislature. This Act provides for the regulation of the sale of securities and the regulation of dealers, investment advisers, and their agents and representatives who sell securities or render investment advice. The State Securities Board is responsible for administering and enforcing the provisions contained in the Act. (For detailed information about the Board, refer to Section IV of this report.)

Due to the statewide requirements embedded in Governmental Accounting Standards Board Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, the Comptroller of Public Accounts does not require the accompanying annual financial report to comply with all the requirements in this Statement. The financial report is considered for audit by the State Auditor as part of the audit of the State of *Texas Comprehensive Annual Financial Report*, therefore, an opinion has not been expressed on the financial statements and related information contained in this report.

B. FUND STRUCTURE

The accompanying financial statements are presented on the basis of fund type, each of which is considered a separate accounting entity.

GOVERNMENTAL FUND TYPESGeneral Fund (GAAP Fund Type 01)

The General Revenue Fund is used to account for all financial resources of the state except those required to be accounted for in another fund.

STATE SECURITIES BOARD (312)

Capital Asset Adjustment Fund Type

The Capital Assets Adjustment fund is used to convert governmental fund types' capital assets from modified accrual to full accrual.

Long-Term Liabilities Adjustment Fund Type

Long-Term Liabilities Adjustment fund is used to convert governmental fund types' debt from modified accrual to full accrual.

FIDUCIARY FUND TYPES

Agency Funds (GAAP Fund Type 09)

Agency funds are used to account for assets the government holds on behalf of others in a purely custodial capacity. Agency funds involve only the receipt, temporary investment, and remittance of fiduciary resources to individuals, private organizations, or other governments.

COMPONENT UNITS

The State Securities Board has no component units.

C. BASIS OF ACCOUNTING

The basis of accounting determines when revenues and expenditures or expenses are recognized in the accounts reported in the financial statements. The accounting and financial reporting treatment applied to a fund is determined by its measurement focus.

Governmental fund types that build the fund financial statements are accounted for using the modified accrual basis of accounting. Under the modified accrual basis, revenues are recognized in the period that they become both measurable and available to finance operations of the fiscal year or liquidate liabilities existing at fiscal year-end.

The State of Texas considers receivables collected within 60 days after year-end to be available and recognizes them as revenues of the current year for Fund Financial statements prepared on the modified accrual basis. Expenditures and other uses of financial resources are recognized when the related liability is incurred.

Governmental adjustment fund types that will build the government-wide financial statements are accounted for using the full accrual basis of accounting. The following activities are recognized in these fund types:

- Capital assets
- Accumulated depreciation
- Unpaid employee compensable leave

STATE SECURITIES BOARD (312)

- The unmatured debt service on general long-term liabilities
- Long-term capital leases
- Long-term claims and judgments
- Full accrual revenues and expenses

D. BUDGETS AND BUDGETARY ACCOUNTING

The budget is prepared biennially and represents appropriations authorized by the Legislature and approved by the Governor (*the General Appropriations Act*).

Unencumbered appropriations are generally subject to lapse 60 days after the end of the fiscal year for which they were appropriated.

E. ASSETS, LIABILITIES, AND FUND BALANCES/NET ASSETS**ASSETS**Capital Assets

Assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year are capitalized. These assets are capitalized at cost or, if any are purchased, as appraised fair value as of the date of acquisition. Purchases of assets by governmental funds are reported as expenditures. Depreciation is reported on all "exhaustible" assets. Assets are depreciated over the estimated useful life of the asset using the straight-line method.

LIABILITIESAccounts Payable

Accounts Payable represents the liability for the value of assets or services received at the balance sheet date for which payment is pending.

Employees' Compensable Leave Balances

Employees' Compensable Leave Balances represent the liability that becomes "due" upon the occurrence of relevant events such as resignations, retirements, and uses of leave balances by covered employees. Liabilities are reported separately as either current or non-current in the statement of net assets.

STATE SECURITIES BOARD (312)**FUND BALANCE/NET ASSETS**

The difference between fund assets and liabilities is “Net Assets” on the government-wide, proprietary and fiduciary fund statements, and the “Fund Balance” is the difference between fund assets and liabilities on the governmental fund statements.

Fund Balance Components

Fund balances for governmental funds are classified as nonspendable, restricted, committed, assigned or unassigned in the fund financial statements.

Nonspendable Fund Balance Component

The nonspendable fund balance includes amounts not available to be spent because they are either not in spendable form or legally or contractually required to be maintained intact.

Restricted Fund Balance Component

The restricted fund balance includes those resources that have constraints placed on their use through external parties or by law through constitutional provisions.

Committed Fund Balance Component

The committed fund balance can be used only for specific purposes pursuant to constraints imposed by a formal action of the Texas Legislature, the state’s highest level of decision making authority.

Assigned Fund Balance Component

The assigned fund balance includes amounts constrained by the state’s intent to be used for specific purposes, but are neither restricted nor committed. Intent is expressed by the Texas Legislature or a body (for example, a budget or finance committee) or official to which the governing body has delegated the authority to assign amounts to be used for specific purposes.

Unassigned Fund Balance Component

The unassigned fund balance is the residual classification for the general fund. This classification represents fund balance that was not assigned to other funds and was not restricted, committed or assigned to specific purposes within the general fund.

INTERFUND ACTIVITIES AND TRANSACTIONS

The Agency has the following types of transactions between funds:

1. Transfers: Legally required transfers that are reported when incurred as ‘Transfers In’ by the recipient fund and ‘Transfers Out’ by the disbursing fund.

STATE SECURITIES BOARD (312)

2. Reimbursements: Reimbursements are repayments from funds responsible for expenditures or expenses to funds that made the actual payment. Reimbursements of expenditures made by one fund to another are recorded as expenditures in the reimbursing fund and as a reduction of expenditures in the reimbursed fund. Reimbursements are not displayed in the financial statements.
3. Interfund receivables and payables: Interfund loans are reported as interfund receivables and payables. If repayment is due during the current year or soon thereafter it is classified as "Current"; repayment for two (or more) years is classified as "Non-Current."
4. Interfund Sales and Purchases: Charges or collections for services rendered by one fund to another that are recorded as revenues of the recipient fund and expenditures or expenses of the disbursing fund. The composition of the Agency's interfund activities and balances are presented in Note 12.

NOTE 2: CAPITAL ASSETS

Changes in Capital Assets for the year ended August 31, 2020:

Governmental Activities

Depreciable/Amortizable Asset Type	Balance 9/1/19	Adjustments	Additions	Deletions	Balance 8/31/20
Furniture and Equipment	\$93,575.79	-	-	(\$11,437.15)	\$82,138.64
Less Accumulated Depreciation	(\$79,059.22)	-	(\$3,693.72)	\$11,437.15	(\$71,315.79)
Computer Software	\$9,073.80	-	-	-	\$9,073.80
Less Accumulated Amortization	(\$9,073.80)	-	-	-	(\$9,073.80)
Governmental Activities, Capital Assets	<u>\$14,516.57</u>	=	<u>(\$3,693.72)</u>	=	<u>\$10,822.85</u>

NOTE 3: DEPOSITS, INVESTMENTS, AND REPURCHASE AGREEMENTS

(Not applicable to this Agency.)

NOTE 4: SHORT-TERM DEBT

(Not applicable to this Agency.)

STATE SECURITIES BOARD (312)

NOTE 5: LONG-TERM LIABILITIES

The Agency has no long-term notes or loans payable, claims or judgments outstanding or pending, pollution remediation obligations, or liabilities payable from restricted assets.

Employees Compensable Leave

If a state employee has had continuous employment with the state for at least six months, the state employee is entitled to be paid for all unused vacation time accrued in the event of the employee's resignation, dismissal, or separation from State employment. Expenditures for accumulated annual leave balances are recognized in the period paid or taken in governmental fund types. For these fund types, the liability for unpaid benefits is recorded in the Statement of Net Assets. Both an expense and a liability for business-type activities are recorded in the proprietary funds as the benefits accrue to employees. No liability is recorded for non-vesting accumulating rights to receive sick pay benefits. This obligation is usually paid from the same funding source(s) from which the employee's salary or wage compensation was paid.

The Agency's monetary liability for compensable future absences as of August 31, 2020, as computed by multiplying the ending balances by the year-end average hourly salary rate for all employees, were as follows:

	<u>Balance</u> <u>8-31-19</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance</u> <u>8-31-20</u>	<u>Due Within</u> <u>One Year</u>	<u>Due</u> <u>Thereafter</u>
Compensable Leave:	\$806,050.45	\$702,560.18	(\$583,657.65)	\$924,952.98	\$525,755.96	\$399,197.02

NOTE 6: BONDED INDEBTEDNESS

(Not applicable to this Agency.)

NOTE 7: DERIVATIVES

(Not applicable to this Agency.)

STATE SECURITIES BOARD (312)

NOTE 8: LEASES

OPERATING LEASES

Included in the expenditures reported in the financial statements are the following amounts of rent paid or due under operating lease obligations:

Fund Type	Amount
General Revenue	\$136,721.13

Future minimum lease rental payments under non-cancelable operating leases having an initial term in excess of one year are as follows:

Year Ended	August 31, 2021	125,417.76
Year Ended	August 31, 2022	121,437.96
Year Ended	August 31, 2023	94,060.18
Year Ended	August 31, 2024	53,951.88
Year Ended	August 31, 2025	53,951.88
5 Year Increment	September 1, 2025 to August 31, 2030	13,487.97
Total Minimum Future Lease Rental Payments:		<u>\$462,307.63</u>

- The Agency has multiple lease obligations. As of August 31, 2020, the Agency's longest lease obligation is set to expire on November 30, 2025.

CAPITAL LEASES

The Agency has no current long-term capital leases.

NOTE 9: PENSION PLANS AND DEFINED CONTRIBUTION PLAN

The State has joint contributory retirement plans for a vast majority of its employees. The Agency participates in the plans administered by the Employees Retirement System of Texas. Future pension costs are the liabilities of the Retirement System. The System does not account for each state agency separately. Annual financial reports prepared by the System include audited financial statements and actuarial assumptions and conclusions.

NOTE 10: DEFERRED COMPENSATION

State employees may elect to defer a portion of their earnings for income tax and investment purposes pursuant to authority granted in the TEX. GOV'T CODE ANN., Chapter 609. Two plans are available for employees' deferred compensation plans. Each plan is administered by the Employees Retirement System.

STATE SECURITIES BOARD (312)**NOTE 11: POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS**

(Not applicable to this Agency.)

NOTE 12: INTERFUND ACTIVITY AND TRANSACTIONS

As explained in Note 1, in the portion titled, Interfund Activities and Balances, there are numerous transactions between funds and agencies. At year-end, amounts to be received or paid, relative to this agency, are reported as:

- Interfund Receivables or Interfund Payables
- Due from other Agencies or due to other Agencies
- Legislative Transfers In or Legislative Transfers Out

Individual balances and activity at August 31, 2020:

Current Portion	Current Interfund Receivable	Current Interfund Payable
GENERAL (01)	-0-	-0-
Non-Current Portion	Non-Current Interfund Receivable	Non-Current Interfund Payable
GENERAL (01)	-0-	-0-
GENERAL (01)	Due From Other Agencies	Due To Other Agencies
	-0-	-0-

NOTE 13: CONTINUANCE SUBJECT TO REVIEW

Pursuant to the Texas Sunset Act, the Agency will be abolished effective September 1, 2031 unless continued in existence as provided by the Act. If abolished, the Agency may continue until September 1, 2032 to close out its operations.

NOTE 14: ADJUSTMENTS TO FUND BALANCES AND NET POSITION

(Not applicable to this Agency.)

NOTE 15: CONTINGENCIES AND COMMITMENTS

(Not applicable to this Agency.)

STATE SECURITIES BOARD (312)

NOTE 16: SUBSEQUENT EVENTS

(Not applicable to this Agency.)

NOTE 17: RISK MANAGEMENT

The State Securities Board is exposed to a variety of potential civil claims resulting from the performance of its duties. The Agency assumes substantially all risks associated with tort and liability claims due to the performance of its duties. Currently there is no purchase of commercial insurance nor is the Agency involved in any risk pools with other government agencies. The agency does participate in the Statewide Automobile Insurance Program and Statewide Property Insurance Program facilitated by the State Office of Risk Management.

The Agency's liabilities are reported when it is both probable that a loss has occurred, and the amount of that loss can be reasonably estimated.

NOTE 18: MANAGEMENT'S DISCUSSION AND ANALYSIS

This Agency has no special or extraordinary items to report.

NOTE 19: THE FINANCIAL REPORTING ENTITY

(Not applicable to this Agency.)

NOTE 20: STEWARDSHIP, COMPLIANCE AND ACCOUNTABILITY

(Not applicable to this Agency.)

NOTE 21: N/A

NOTE 22: DONOR RESTRICTED ENDOWMENTS

(Not applicable to this Agency.)

NOTE 23: EXTRAORDINARY AND SPECIAL ITEMS

This Agency has no special or extraordinary items to report.

STATE SECURITIES BOARD (312)

NOTE 24: DISAGGREGATION OF RECEIVABLE AND PAYABLE BALANCES

(Not applicable to this Agency.)

NOTE 25: TERMINATION BENEFITS

(Not applicable to this Agency.)

NOTE 26: SEGMENT INFORMATION

(Not applicable to this Agency.)

NOTE 27: SERVICE CONCESSION ARRANGEMENTS

(Not applicable to this Agency.)

NOTE 28: DEFERRED OUTFLOWS OF RESOURCES AND DEFERRED INFLOWS OF RESOURCES

(Not applicable to this Agency.)

NOTE 29: TROUBLED DEBT RESTRUCTURING

(Not applicable to this Agency.)

NOTE 30: NON-EXCHANGE FINANCIAL GUARANTEES

(Not applicable to this Agency.)

NOTE 31: TAX ABATEMENTS

(Not applicable to this Agency.)

NOTE 32: GOVERNMENTAL FUND BALANCES

(Not applicable to this Agency.)

III. COMBINING STATEMENTS

STATE SECURITIES BOARD (312)**Exhibit J-1 – Combining Statement of Changes in Assets and Liabilities****Agency Funds**

August 31, 2020

	<u>Beginning Balance</u> <u>September 1, 2019</u>	<u>Additions</u>	<u>Deductions</u>	<u>Ending Balance</u> <u>August 31, 2020</u>
UNAPPROPRIATED RECEIPTS				
<u>Child Support Deduction (0807)</u>				
<u>U/F (0807)</u>				
ASSETS				
Cash in Treasury	\$840.00	\$10,080.00	\$10,080.00	\$840.00
Total Assets	<u>\$840.00</u>	<u>\$10,080.00</u>	<u>\$10,080.00</u>	<u>\$840.00</u>
LIABILITIES				
Funds Held for Others	\$840.00	\$10,080.00	\$10,080.00	\$840.00
Total Liabilities	<u>\$840.00</u>	<u>\$10,080.00</u>	<u>\$10,080.00</u>	<u>\$840.00</u>
TOTALS – ALL AGENCY FUNDS				
ASSETS				
Cash in State Treasury	\$840.00	\$10,080.00	\$10,080.00	\$840.00
Total Assets	<u>\$840.00</u>	<u>\$10,080.00</u>	<u>\$10,080.00</u>	<u>\$840.00</u>
LIABILITIES				
Funds Held for Others	\$840.00	\$10,080.00	\$10,080.00	\$840.00
Total Liabilities	<u>\$840.00</u>	<u>\$10,080.00</u>	<u>\$10,080.00</u>	<u>\$840.00</u>

IV. ADDENDA

I. Agency Overview

Governing Board

The Securities Board was created with the Texas Securities Act by the 55th Legislature in 1957. The agency is overseen by a governing board comprised of five members appointed by Governor Abbott, with the advice and consent of the Senate, for six-year staggered terms. The Board establishes the policies of the agency and meets periodically to update agency rules to ensure that investors remain adequately protected while preventing unreasonable burdens or barriers on legitimate capital formation.

The Board appoints a Securities Commissioner who serves at the pleasure of the Board and is charged with the administration of the Act and management of the day-to-day operations of the agency. Travis J. Iles was appointed to the position of Securities Commissioner in 2017 and has served Texas investors and businesses in various capacities across agency programs for the past 19 years.

Members of the Board serving Texas as of August 31, 2020:

Board Member	City	Term Expiry
E. Wally Kinney, Chair	Comfort	January, 2025
Miguel Romano, Jr.	Austin	January, 2021
Kenny Koncaba	Friendswood	January, 2023
Robert R. Belt	Houston	January, 2023
Melissa Tyroch	Belton	January, 2025

Statute

Under the requirements of The Securities Act, Tex. Rev. Civ. Stat. Ann. arts. 581-1 to 581-45, the mission of the State Securities Board is to protect investors. Consistent with that mission, The Securities Act is construed and implemented to encourage capital formation, job formation, free and competitive securities markets and to minimize burdens on issuers and persons subject to the Act, especially small businesses.

A healthy and productive capital market requires the agency maintain a carefully balanced and measured regulatory approach. A harsh and unyielding regulatory system limits incentives for businesses to raise capital in Texas and creates barriers for Texas businesses to access funds necessary to grow their businesses and create new jobs. Conversely, an overly lenient regulatory system fosters an environment in which actions by unscrupulous promoters can damage investor confidence, thereby inhibiting investments, and eroding legitimate businesses’ access to needed capital.

Texas is an exceptionally large and robust market for securities issuers, securities dealers, agents, and investment advisers. Long-term customer demands for the services provided by the State Securities Board continue to increase, due to the strength of the Texas economy and population growth. The public’s dependence on the securities markets to meet personal financial goals is creating a trend of increasing numbers of firms and individuals seeking registration. The majority

of firm and individual registrants are not in Texas but seek registration to access Texas’ vibrant economy.

The strong Texas economy also makes Texas investors an attractive target for promoters of fraudulent investment schemes. These schemes divert capital that would otherwise be available for legitimate economic development and threaten public confidence in securities markets and securities professionals. As Comptroller Hegar reported to the Legislature in June, 2020 events, particularly “[t]he economic contraction associated with the spread of COVID-19 and recent volatility in oil markets” present “an unprecedented amount of uncertainty.” What is certain, Texas investors face a direct and increased threat. This threat will likely continue as Texas leads the nation in the economic recovery.

Banks are robbed because that is where the money is and the same holds true to explain why so many criminal opportunists flock to the Lone Star State to prey upon Texas investors. The ability of legitimate Texas businesses seeking capital to grow their businesses and create Texas jobs is hindered by such criminal activity. Unscrupulous promoters have recognized economic uncertainty and market losses as an opportunity to entice many investors to their schemes.

Programs

To implement the Securities Act, the State Securities Board maintains strategies for: 1) Law enforcement; 2) Registration of securities; 3) Registration of securities dealers, agents, investment advisers, and investment adviser representatives; and 4) Inspections of registered dealers and investment advisers.

The agency’s registration and inspections and compliance programs provide key gatekeeper and ongoing oversight functions for our registered community. The Texas Department of Public Safety and the Federal Bureau of Investigation has long recognized the law enforcement program as a “criminal justice agency,” which maintains a primary focus on investigating unregistered criminal opportunists who all too often stalk vulnerable populations, including our retirees and elderly.

The Law Enforcement Program

Since 1957, the State Securities Board has placed a premium on proactive efforts to detect and prevent violations of the Act, including fraud committed in connection with the sale of securities by unregistered dealers. The agency aggressively pursues administrative, civil, or criminal actions against firms or individuals who have violated provisions of the Act.

In assessing the need for and type of enforcement action, consideration is given to several factors, including the severity of the offense, violation, or deficiency; extent and persistence of the conduct; harm to the public; cooperation received in resolving the matter; efforts undertaken to mitigate harm; history of previous violations; need to deter similar conduct; and ability to make harmed investors whole and provide justice.

The agency allocates significant resources to the criminal prosecution of individuals who engage in fraud in connection with the sale of securities, while continuing to effectively execute its other regulatory responsibilities. In the Sunset Advisory Commission’s Staff Report for the 86th Legislature, the agency was found to dedicate “appropriated resources in a responsible manner that supports prosecution of securities crimes while being mindful of its other statutory responsibilities.”

The agency refers criminal matters to district attorneys and United States attorneys in Texas. Agency attorneys are routinely appointed as special prosecutors to assist in drafting indictments, presenting cases to grand juries, and conducting felony trials for securities fraud and related penal offenses. Agency financial examiners and accountants regularly perform source and use analyses of voluminous and complex financial records and proceed to testify as fact, expert, and summary witnesses in these prosecutions. But for the work of the law enforcement program, many criminal opportunists would never be brought to justice.

The Registration Program

The agency’s registration staff reviews all applications to register securities for sale in Texas. The primary function of this review is to ensure that investors have access to full and fair disclosure of all material investment information to inform the investor’s decision-making process; the issuer and investor share in the results of the venture; prices being asked for the securities are reasonable; conflicts of interest are minimized; and promotional expenses are reasonable. For issuers seeking a multi-state registration of securities, the agency participates in a coordinated review program administered by the North American Securities Administrators Association (NASAA). Besides establishing uniform review standards, coordinated review expedites the registration process, saving the issuer time and money. The agency also processes a much larger volume of filings to permit securities to be sold in Texas where registration is not required under the Act. Throughout agency programs, staff provide leadership roles within NASAA and the agency maximizes resources through its active participation in the association, which provides numerous training and educational opportunities for agency staff at little to no taxpayer cost.

Besides reviewing securities registrations and filings, the registration program also reviews and processes the applications for registration and renewal for firms and individuals selling securities or rendering investment advice in Texas. This process includes a thorough examination of each application with an emphasis on the proposed plan of business, financial condition, and disciplinary history of the applicants. For the agency to maintain proper oversight, each registrant must timely amend its registration information when an event occurs that causes a previous response provided on the application to become inaccurate. The agency participates in the Central Registration Depository (CRD) and Investment Adviser Registration Depository (IARD) systems. Together, these systems, developed by NASAA, the U.S. Securities and Exchange Commission, and the Financial Industry Regulatory Authority (FINRA), allow dealers and investment advisers to apply electronically for registration of their agents and representatives in all desired states via a single form filed at a central location. Texas was a leader in developing these systems and Texas

registrants benefit greatly by having access to the systems, including the ability to both submit uniform standardized application forms and pay registration and renewal-related fees electronically.

The Inspections & Compliance Program

Financial examiners in the agency’s inspections program conduct periodic compliance examinations of the activities and books and records of registered firms. The primary focus of this important work is conducted on firms not subject to oversight by other regulatory authorities, which are approximately 1,500 state-registered investment advisers (those having up to \$100 million in investor assets under management), with main offices in Texas, and securities dealers who are not members of FINRA. The importance of the compliance examination program was highlighted in fiscal 2020/2021 with two agreed orders entered by the Securities Commissioner that revoked investment adviser registrations and eliminated their ability to provide investment advisory services to Texas investors. One now former adviser made Ponzi payments with investor funds, used investor funds for personal purposes, and concealed the receipt of commissions for products recommended to his clients.¹ The other relinquished her license after habitually selling unregistered products to unsuspecting clients in what has been alleged to be a Ponzi scheme.²

Agency Performance - Fiscal Year 2020:

Enforcement	462 law enforcement investigations opened 100% of law enforcement actions successful
Registration	63,496 securities registration and notice filings reviewed 493,397 securities dealer, agent, investment adviser, and investment adviser representative registration and notice filings reviewed
Inspections	314 registered securities dealers and investment advisers examined of the 1,500+ securities dealers and investment advisers examined solely by agency [as of September 2020]
Deposits made to General Revenue Fund	~\$177,504,220.34 [+ \$13.5M from fiscal 2019]
Expenditures in administering and enforcing the Act	~\$7,202,447.84

Licensing Structure & Fees

While the agency deposits substantial funds to the General Revenue Fund yearly, its Board has been ever diligent in monitoring and reducing the fees assessed to its registrants. The Act’s five Section 35.A fees must offset funds appropriated for the administration and enforcement of the Act. Texas Gov’t Code, Section 316.045.

¹ <https://www.ssb.texas.gov/news-publications/austin-investment-adviser-revoked-fraud>.

² <https://www.ssb.texas.gov/news-publications/small-town-big-problem-commissioner-revokes-investment-adviser-representative-mt>.

Since 2015, the Board has been proactive in reducing fees paid by its occupational licensees. The 35.A.(2), (3), (4), and (5) fees, which affect registered dealers, investment advisers, and their agents and representatives, are at their statutory minimums. The remaining 35.A.(1) fee was reduced by Board action in May 2018 by 30%.

Occupational Licensing Original & Renewal Fees

Fee Description / Registrant Type / Statutory Citation	Current Fee / Statutory Maximum	Fee Revenue Deposit – 100%
<i>Original Dealer/Investment Adviser Application: Act § 35.A.(2)</i>	\$75 / \$100	General Revenue Fund
<i>Dealer/Investment Adviser Renewal: Act § 35.A.(3)</i>	\$40 / \$100	General Revenue Fund
<i>Original Agent / Investment Adviser Representative Application: Act § 35.A.(4)</i>	\$35 / \$100	General Revenue Fund
<i>Agent / Investment Adviser Representative Renewal: Act § 35.A.(5)</i>	\$20 / \$100	General Revenue Fund

Each of these occupational licensing fees, reflected in the table above, are not only at their statutory minimum, as set by the 77th Legislature in 2001, but also reflect 1991 registrant fee levels.

Comparison of Texas Occupational Licensing Fees & Corresponding Non-Texas, State Fees

Non-Texas Fees Corresponding to Act	National Average	Current Texas Fee
<i>Original Dealer/Investment Adviser Application: Act § 35.A.(2)</i>	\$263 - Dealer \$220 - IA	\$75
<i>Dealer/Investment Adviser Renewal: Act § 35.A.(3)</i>	\$245 – Dealer \$207 - IA	\$40
<i>Original Agent / Investment Adviser Representative Application: Act § 35.A.(4)</i>	\$68 – Agent \$80 - IAR	\$35
<i>Agent / Investment Adviser Representative Renewal: Act § 35.A.(5)</i>	\$65 – Agent \$75 - IAR	\$20

The agency is proud to count its fees for securities industry professionals amongst the lowest in the country. Each of the agency’s securities industry professional fees is set at an amount *less than* 75% of the national average for equivalent occupational licensees. Increases to these fees could be

made while remaining at an amount *less than 75%* of the national average for equivalent occupational licensees.

Turnover

The State Auditor’s Office has prepared turnover analyses on the agency for the fiscal years of 2016 and 2018. During those years, the agency’s turnover rate was 20.8% and 19.6%, respectively. During fiscal year 2020, the agency lost 13 staff members and expects the effective turnover rate to be approximately 14%. Current staffing levels are at approximately 80 full-time employees (staffing levels comparable to 1998/1999 levels – actual agency FTEs of 80 as of August 31, 1998). Governor Abbott’s office and the 86th Legislature took meaningful first steps to address employee attrition.

Aside from turnover difficulties, the agency will be challenged in the next five years as seasoned team members become eligible for retirement. The agency’s succession planning focuses on cross-training employees to ensure an appropriate redundancy of experience and skills. However, the success of this effort will depend in large part on the agency’s ability to retain younger, experienced professionals that can develop institutional knowledge to move into leadership positions. Compensation resources are a central component in the agency’s success in managing employee attrition.

Sunset Advisory Commission

Work began on the agency’s Sunset Advisory Commission review in 2017. The agency is pleased to report fulsome implementation of Sunset management action items and statutory changes.

The agency’s need for increased funding and the importance of the agency’s work was recognized by Sunset Advisory Commission Staff in their report to the 86th Legislature:

- *[T]he State Securities Board plays a critical role in protecting Texas residents from fraudulent or negligent practices by securities professionals and criminal opportunists.*
- *The agency is the state’s expert on enforcing state and federal securities laws and it cannot easily or quickly replace the expertise of seasoned financial examiners and attorneys.*
- *[A]s the agency’s workload increases and criminals constantly create new schemes to defraud the public, the agency and the state could feel the effects of the agency’s struggle to retain qualified staff.*
- *While the board is a well-run agency that contributes \$150 million in excess fee revenue to the state through its regulation, its greatest long-term challenge is...the loss of the staff’s cultivated expertise to higher paying national regulators.*

- *[T]he State Securities remains a needed agency that effectively carries out its mission to protect investors and ensure a healthy and productive securities market.*³

As part of the Sunset Advisory Commission review, Sunset staff considered, among other things: whether the licensing requirements provided the least restrictive form of regulation that will adequately protect the public; the extent to which the regulatory objective could be achieved through market forces, private or industry certification and accreditation programs or enforcement of other law; and the extent licensing criteria ensure applicants have requisite skill sets and competencies that correlate with the public interest and the impact of those criteria on applicants including those with moderate or low incomes. See generally, Section 325.0115, Texas Government Code, *Criteria for Review of Certain Agencies*.

The agency submitted a status report on implementation efforts on March 15, 2019. Agency staff and the Board continued extensive efforts to implement the statutory changes and management action items after its March 15, 2019, report. Sunset Advisory Commission directives have been implemented in full, with one exception.

Management action item no. 1.8 directed the agency to accept online submissions of applications and fees. The Board unanimously adopted new Sections 115.22 and 116.22 to its Rules during its October 2019 meeting to allow for the dealer, agent, investment adviser and investment adviser representative electronic submission of documents related to the applications required to be submitted in paper form.

However, the online fee receipt component of the recommendation has not been implemented. The agency received a cost quote of \$225,001.60 for implementation of electronic fee receipt. Based upon fiscal year 2017 figures, 246,000+ registrants already pay required fees electronically through CRD/IARD systems maintained at no cost to the agency and only 113 applications and fees were submitted directly to the agency (on average over fiscal 2016 – 2018). The agency has advised Governor Abbott’s office of its intention to seek further guidance as to this component of the recommendation given cost and limited benefit to the registered population. The third-party vendor responsible for the fee pay framework also indicated the framework is under redevelopment and the new framework would decrease cost. It should be noted the cost component was not available to staff or the Sunset Advisory Commission at the time of the recommendation.

The agency will submit an implementation status report to the State Auditor’s Office on September 21, 2020.

³ *State Securities Board Staff Report – June 2019*, Summary of Sunset Staff Recommendations, Page 1 (pdf pg. 17) <https://www.sunset.texas.gov/public/uploads/files/reports/State%20Securities%20Board%20Staff%20Report%20with%20Final%20Results.pdf>.

II. Adjusted 2020/2021 Baseline Reconciliation (-5% Limitation Exceptions)

The SSB maintains no programs meeting a baseline request exception in the LBB August 18, 2020, policy letter.

III. Significant Changes to SSB Policy

The agency is pleased to report there have been no significant changes to policy. Although significant change in the agency’s Board composition occurred during 2019, policy-making has continued with its traditional thoughtful, measured, and fair regulatory approach.

In 2019, Chair Beth Ann Blackwood and Members Alan Waldrop and David Appleby concluded their quality service to the agency and Texas. Their responsibilities were assumed by Messrs. Kenny Koncaba and Robert Belt and Ms. Melissa Tyroch. Mr. E. Wally Kinney was reappointed by Governor Abbott and undertook agency responsibilities as its Chair.

IV. Significant Changes in Service Delivery

The SSB gratefully reports no substantive changes to its performance of statutory responsibilities. Day-to-day operations have however been flexible in response to the unique times 2020 has presented as described in sections *I. Agency Overview* and *V. COVID-19*.

V. COVID-19

Initial Response

The agency monitored and assessed the COVID-19 pandemic beginning in the early stages of the outbreak – January 2020. The agency has relied on resources and information provided by Governor Abbott’s Office, the Texas Department of State Health Services, the Centers for Disease Control and Prevention, the Texas Department of Emergency Management, and the Texas Department of Public Safety, among other resources.

With Governor Abbott’s pandemic disaster declaration on Friday, March 13, 2020, the agency finalized its *COVID-19 – Agency Assessment, Response & Mitigation Efforts – March 13, 2020 Report* which became effective on March 16, 2020.

As of close of business March 17, 2020, the State Securities Board was effectively operating at on-site ‘skeleton’ staffing levels in Austin with a near-maximum telework footing all across agency functions and responsibilities. The agency’s initial focus was on risk mitigation for team members falling into ‘high risk’ categories. This focus changed during the evening of March 16th based upon new information received from external state offices.

All agency offices were closed to the public March 16, 2020. The Houston and Dallas field offices were closed and transitioned to remote work arrangements on March 16th and 17th, respectively.

Pandemic Impact on Agency Duties and Responsibilities

All agency clients and stakeholders have been served with minimal disruption and the agency continued efforts to provide resources and accommodations to financial industry participants and

Texas investors.⁴ While the pandemic has changed how certain agency programs and responsibilities are delivered, it has not hurt the performance of these duties or required a reallocation of agency resources or funding.

On-Site Staffing Levels

Agency on-site staffing levels have varied during the course of the pandemic. After the initial transition to remote work arrangements, the agency was operating with a daily Austin, on-site presence of +/-10% and approximately 90+% remote staffing levels agency-wide. Over the past months the Austin office has seen on-site staff percentages of approximately 20-35%.⁵

Workload

While the agencies deposits to General Revenue during the pandemic are fairly described as elevated and its fiscal 2020 General Revenue deposits reached a high-water mark as compared to fiscal 2016 to present, the agency’s law enforcement program workload similarly outpaced performance measures with a marked increase. Economic uncertainty and market losses have made many investors more susceptible to bad actors and their nefarious schemes.

From March 2020 to September 11, 2020, the law enforcement programs’ administrative output has been unprecedented. The agency has entered 27 administrative orders across programs, many to deter fraudulent conduct and schemes.⁶ Even while criminal courts have been largely shuttered during the pandemic, the law enforcement program’s criminal work continued with an indictment, two arrests, and a 25-year, state prison sentence.⁷

VI. Other Significant Externalities

A continued increase in long-term customer demands for the State Securities Board’s services are expected, driven by the strength of the Texas economy and population and the increasing public participation in the securities markets to help meet personal savings, retirement, or other financial goals.

In every region of Texas, the State Securities Board provides services to investors, applicants, registrants, and issuers seeking to raise capital to expand their businesses. To effectively meet the service requirements of these customers and to help facilitate the law enforcement and inspections strategies of the agency, the State Securities Board maintains offices in Austin, Dallas, Houston, Corpus Christi, and Lubbock. It continues to maintain a San Antonio field presence at no-state cost after prior restructuring initiatives.

⁴ See generally - <https://www.ssb.texas.gov/state-securities-board-response-coronavirus-covid-19>.

⁵ The agency utilized remote work authorizations with date certain end dates pursuant to Tex. Gov’t Code Section 658.010. The Securities Commissioner is responsible for reviewing telecommuting authorizations and extending the date of applicability as appropriate.

⁶ See generally - <https://www.ssb.texas.gov/news-publications/enforcement-actions-administrative> & <https://www.ssb.texas.gov/news-publications/news-releases>.

⁷ See generally - <https://www.ssb.texas.gov/news-publications/enforcement-actions-criminal-civil>.

Approximately 80% of the staff of the State Securities Board are attorneys, financial examiners, accountants, information technology specialists, and other professionals. To effectively protect Texas investors without unduly inhibiting the ability of legitimate issuers and dealers to raise capital, agency employees must be well-educated, knowledgeable, and adequately trained to make prompt and accurate assessments and recommendations about complex plans of business, illegal sales practices, and compliance with regulatory requirements. The agency ensures that employees receive targeted training and have ongoing support to effectively perform the agency’s work.

Securities regulation in the United States comprises federal, state, and self-regulatory entities employing legal, analytical, inspection, and investigation professionals. This regulatory structure lends itself to movement of staff to positions in the industry and between regulators based on compensation packages. Although salaries for professional positions at the State Securities Board are not competitive with those of individuals performing related work in the private sector, the agency seeks to maintain a salary structure that is more competitive with similar positions at other state and federal financial regulators. The agency loses qualified, experienced staff to other regulators and industry based on salary levels. This is directly attributable to deficiencies in the agency’s appropriations, making it impossible for it to compete with the salaries offered by other regulators with a presence in Texas such as the U.S. Securities and Exchange Commission and the Financial Industry Regulatory Authority.

Continued growth in the workload of the State Securities Board and the increasing complexity of investment schemes offered to the public will require the agency to continue to improve its methods of processing and evaluating information. Because much of the information received by the State Securities Board, including evidence obtained with investigations and inspections, is in electronic format, the agency must maintain modern equipment, software, and methodologies to effectively process and analyze this information. The State Securities Board continuously seeks to take advantage of new technologies to enhance workplace productivity and collaboration, reduce technology operating costs, and improve redundancy of critical information.

The Law Enforcement and Inspections strategies account for approximately 65% of the State Securities Board’s cost of operations. Unlike other strategies of the agency, the Law Enforcement and Inspections strategies employ a range of methodologies and incur case-dependent variable expenses as part of the complex work necessary to accomplish their objectives – providing somewhat greater management flexibility in reducing costs, but at a cost to the agency’s mission.

Governor Abbott and the 85th Legislature enacted important legislation establishing Section 45 of the Securities Act, effective September 1, 2017, designed to enhance protections for vulnerable victims. It was widely supported by industry stakeholders and their regulatory counterparts. Implementing this legislation has, however, strained agency resources in unanticipated ways. The number of reports submitted in 2018 – 128; 2019 – 212; 2020 – 332.

Fraudulent securitized cryptocurrency schemes promoted to the Texas investing public first emerged in significant fashion during fiscal 2018 and required a heightened re-direction of the agency’s limited resources towards this new threat to Texas investors. This threat has been re-invigorated by the economic disruption arising from the pandemic and other economic

uncertainties. The convergence of this illegal market and the successful implementation of vulnerable victim reporting requirements have taxed agency resources.⁸

Reported changes in federal law have preempted state securities registration requirements for certain offerings and enabled securities issuers to make unregistered sales to the public through general solicitation. A continuing result is that the agency must expend additional resources to promptly identify fraudulent offerings made to the public through its market surveillance initiatives.

VII. New Funding Requested

The agency absorbed the 5% adjustment to Fiscal 2020/2021 appropriations. Given the economic disruption arising from the pandemic and fluctuations in the energy sector, the agency has been reticent to request additional funding.

The agency appreciates Governor Abbott and the 86th Legislature’s work in taking meaningful steps towards improving the agency’s budgetary posture by appropriating much needed increases. The SSB also understands the 87th Legislative Session requires ‘all hands-on deck.’

The agency respectfully submits the following exceptional item requests:

Item No.1 – Recover of 40% of its 5% reduction for the upcoming biennium. This amount represents a portion of the agency’s resources dedicated to its law enforcement program. \$310,802.

Item No. 2 – Funding to support an additional FTE for the General Counsel Office, which provides support across agency programs. The position will provide much needed resources for completing public information requests which have been increasingly burdensome and abusive to staff and taxpayer funds. The position would also enable the agency to transition as institutional knowledge departs the agency by retirement. \$87,975.

Item No. 3 – Contingent funding for lump sum payments as employees separate from the agency. \$285,000.

VIII. SSB Approach towards 5% Budget Reduction

On the evening of May 20, 2020, our CFO and commissioner penciled a plan to meet the 5% reduction to avoid adverse impact to staffing levels and agency performance of responsibilities across programs. The plan was formalized and submitted to the LBB and Governor Abbott’s office on June 12, 2020.

⁸ <https://www.ssb.texas.gov/news-publications/texas-state-securities-board-update-north-american-response-covid-19-and-its>.

The agency has avoided non-specific, across-the-board reductions and instead relied upon targeted taxpayer savings derived from a freeze on hiring; travel reductions, including a prohibition on non-essential travel; and careful reconsideration of capital expenditures.

5% Reduction per GAA, 86th Legislature

FY20 Appropriations	\$ 7,742,826.00
FY21 Appropriations	\$ 7,797,290.00
Total Biennial Appropriation	\$ 15,540,116.00
5% of Total	\$ 777,005.80

SSB Funds to Reduce Appropriations by 5%

FY20 Spending Reduction Efforts (employee attrition, travel reductions, etc.)	\$ 288,509.00
Rider 2 Remaining in FY20	\$ 112,450.00
Rider 2 FY21	\$ 125,214.00
Cybersecurity Excep. Item Remaining FY20	\$ 79,000.00
Cybersecurity Excep. Item Remaining FY21	\$ 22,000.00
Open Positions (GC & Atty) FY20	\$ 34,333.00
Open Positions (GC & Atty) FY21	\$ 115,500.00
Total	\$ 777,006.00

The foregoing reduction proposal does *not* adversely affect the agency’s budget strategies or FTE cap for the current biennium. The agency will incur no loss of federal funds due to the proposed reductions. Revenue for deposit to General Revenue will *not* be reduced because of the agency reduction proposal, however, general financial industry market conditions outside the proposal and beyond agency control may affect General Revenue deposits going forward. It can be noted the agency has exceeded General Appropriations Act revenue expectations and Comptroller of Public Accounts revenue estimates for fiscal 2020. The agency’s goal is to absorb the appropriation reduction with *no* changes to the agency’s key performance measures and indicators.

IX. Administrator Statement Miscellanea Items

Background Checks

Under the authority of the Texas Government Code, Section 411.139, the State Securities Board is entitled to obtain criminal history record information to evaluate the qualifications of applicants for registration under the Texas Securities Act, evaluate the conduct of persons registered under the Texas Securities Act, and evaluate the qualifications of applicants for employment.

The agency obtains such information directly from the Texas Department of Public Safety (DPS) through a secure DPS website using usernames and passwords assigned by DPS. Access is restricted to certain employees within the agency having specific job duties related to evaluating application and registration information. Information obtained under this procedure is protected from disclosure to unauthorized personnel or to the public under state law.

Pursuant to changes to Chapter 53, Texas Occupations Code (Consequences of Criminal Conviction) arising from the 86th Legislature and HB 1342, agency rules were amended, internal procedures updated, and a link was placed on the agency’s website for the SAO Applicant Best Practices Guide.⁹

Special Provisions Relating to Military Applicants

Pursuant to additions to Chapter 55 , Texas Occupations Code, (Special Provisions Relating to Military Applicants) arising from the 86th Legislature and SB 1200, the agency conformed applicable rule sections and created two new forms for qualifying individuals to use to implement the statutory requirements.

Statewide ERP (CAPPS) System

The Comptroller of Public Accounts identified the State Securities Board as an agency that will transition to the Centralized Accounting and Payroll/Personnel System (CAPPS) and the agency did so beginning September 1, 2018. The agency intends to absorb costs associated with this CAPPS conversion and has requested no additional appropriations.

X. Section 3.F Report for Attorney General Review

Effective administration and enforcement of The Securities Act dictates that the agency’s law enforcement program provide assistance to prosecutorial offices. The agency only investigates and provides assistance in matters within its jurisdictional authority under the Act. The agency’s law enforcement program has long been recognized as a “criminal justice agency” by the Texas Department of Public Safety and the Federal Bureau of Investigation.

Without the agency’s work, criminal opportunists would not be held accountable for their crimes and their victims would not receive their day in court. Sadly, these crimes frequently wipe out Texas investors’ life savings, college funds, and nest eggs. All too often the victims of these predators are retirees and elderly Texans with limited opportunities to recoup their losses.

As a result of the Sunset Advisory Commission’s review of the agency for the 86th Legislature, new agency reporting requirements related to the agency’s provision of prosecutorial assistance. These statutory changes may be found in Sections 2.J and 3 of the Act. The agency is responsible for providing information necessary for the Attorney General to review, at least biennially, the assistance to state prosecutorial offices by the agency.

⁹ <https://www.ssb.texas.gov/securities-professionals/dealer-adviser-registration>.

The agency began reporting this information to General Paxton’s office for fiscal year 2019. This year’s report is designed to continue previous preliminary reporting efforts. The spreadsheet to follow is designed to reflect the universe of cases pending during fiscal 2020, resolved during the fiscal year, or newly initiated for all matters in which the agency is providing assistance. We have included our assistance in state and federal prosecutions to complete the case roster.

For prosecutorial assistance provided in new criminal matters initiated or commenced after August 31, 2019, assistance provided by the agency’s law enforcement program was done in conformity with Section 3 of the Act. Agency assistance in prosecutions during the most recently concluded fiscal year was done in a manner to ensure the agency had requisite resources to initiate or continue assistance in the criminal matter with respect to staffing levels and other resources.

The law enforcement program has implemented a process to make resource assessments at the time a decision to provide prosecutorial assistance is made and documents this determination as well as any change in circumstances dictating a reconsideration of the original resource assessment.

As the Sunset Advisory Commission report to the 86th Legislature found, the new reporting requirement ‘would ensure the agency continues to use its appropriated resources in a responsible manner that supports prosecution of securities crimes while being mindful of its other statutory responsibilities.’”

A general overview of the law enforcement program’s effective use of appropriated funds in pursuit of its execution of administrative, civil, and criminal redress for Texas victims can be found at - <https://www.ssb.texas.gov/news-publications/news-releases>, <https://www.ssb.texas.gov/news-publications/enforcement-actions-administrative>, and <https://www.ssb.texas.gov/news-publications/enforcement-actions-criminal-civil>.

The agencies application of resources in its law enforcement program is also determined by the General Appropriations Act allocations of funds across agency strategies and programs in furtherance of its performance goal of protecting Texas investors and ensuring access to capital for legitimate Texas business.

The law enforcement program’s good work has been a major contributor in Texas being considered a preeminent state securities regulator by fellow state securities agencies.

XI. Coda

The agency appreciates the time, consideration, and service of state leadership during these unprecedented, extraordinary, and interesting times and remains committed to serving our Texas investors, businesses and registered financial professionals. We share leadership’s optimism the Texas economy will recover and continue leading the nation. Our intention is to continue the work necessary to maintain Texas’ reputation as a preeminent state regulator in the country. The agency continues to need additional resources but understands the present economic environment. Capital

formation and stern but measured and fair regulatory oversight will be integral as Texas continues to re-start the country’s economy.

The State Securities Board’s key functions continue to be necessary for the long-term health and viability of the capital markets in Texas. Each of the agency’s programs is inter-related and fulfills an integral component of the regulatory structure that protects investors and facilitates transparency, efficiency, and the integrity of the capital markets in Texas. The agency’s measured regulatory approach maintains investor confidence, promotes capital formation, and makes Texas and the State Securities Board an exemplar for sister securities regulators.

For additional information:

Travis J. Iles
Securities Commissioner
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Addenda to Addenda Follows – Section 2.J & 3 – Agency Case Roster of Criminal Matters Assisted – Fiscal 2020.

DEFENDANT	INDICTMENT DATE(S)	CONVICTION DATE	DOLLAR AMOUNT PROSECUTED	COUNTY	NUMBER OF SP APPOINTED	NUMBER OF FE ASSISTING	NUMBER OF ATTORNEYS ASSISTING	PENALTY/NOTES
Derrick R. Trussell	05/22/19	TBD	N/A	Bexar	2	1	1	REPORTED LATE. ACTUAL DATE 05/22/19. Cause Number 2019CR-5767B in the 175th District Court of Bexar County on 1 aggregated count of Securities Fraud including 13 transactions, 1 aggregated count of Securing Execution of Documents by Deception including 7 transactions, 1 aggregated count of Misapplication of Fiduciary Property including 2 transactions.
Reynaldo J. Perales	12/05/16	TBD	N/A	Bexar	0	0	0	Cause No. 2016-CR-11165 in the 437th District Court of Bexar County on 5 counts of Securing the Execution of Documents by Deception.
Tom Carter aka Tommie Carter Jr.	05/21/19	TBD	N/A	Bexar	2	1	1	REPORTED LATE. ACTUAL DATE 05/22/19. Cause Number 2019CR-5767A in the 175th District Court of Bexar County on 1 aggregated count of Securities Fraud including 39 transactions, 1 aggregated count of Theft including 39 transactions, 1 aggregated count of Misapplication of Fiduciary Property including 39 transactions, and 1 aggregated count of Money Laundering including 2 transactions.
Sanders, Dennis Keith	05/16/19	TBD	N/A	Brazos	2	0	1	Cause Numbers 19-002538, 19-002539 and 19-002540 in the 272nd District of Brazos County on 1 aggregated count of Money Laundering including 2 transactions, 1 aggregated count of Theft including 3 transactions and 1 aggregated count of Securities Fraud including 2 transactions.
Richard Leal Ferguson	05/116/16	TBD	N/A	Cameron	1	0	0	Cause Number 2016-DCR-00891 in the 107th District Court of Cameron County on 11 counts of Securities Fraud and 11 counts of Theft.
Donald L. James	02/26/15	TBD	N/A	Collin	5	1	0	Cause Numbers 380-80429-2015 through 380-80432-2015 in the 380th Dist Crt of Collin co. Indicted on 55 counts of Securities Fraud, 55 counts of Theft, 1 count of Money Laundering, 1 count of Engaging in Organized Criminal Activity.
Charles Anthony Miller	12/07/17	TBD	N/A	Collin	5	1	0	Cause No. 219-83973-2017 - 219-83974-2017 in the 219th District Court of Collin County on 1 count of Money Laundering and 1 count of aggregated Theft including 6 transactions.
Michael Charles McDermott	02/26/15	TBD	N/A	Collin	5	1	0	Cause Numbers 380-80437-2015 and 380-80439 through 380-80441-2015 in the 380th Dist Crt of Collin co. Indicted on 55 counts of Securities Fraud, 55 counts of Theft, 1 count of Money Laundering, 1 count of Engaging in Organized Criminal Activity.
Michael T. Beste	03/16/17	TBD	N/A	Collin	5	1	0	Cause Numbers 380-80729-2017 - 380-80730-2017 in the 380th District Court of Collin County on 1 count of Money Laundering and 1 count of Engaging in Organized Crime Activity.
Phillip Michael Carter	11/06/18	TBD	N/A	Collin	4	1	0	Cause Numbers 296-83865-2018 through 296-83870-2018 in the 296th District Court of Collin County on 1 aggregated count of Securities Fraud including 132 transactions, 1 aggregated count of Money Laundering including 5 transactions, 1 aggregated count of Misapplication of Fiduciary Property (tax) including 100 transactions, 1 aggregated count of Misapplication of Fiduciary Property (CPIF) including 132 transactions, 1 count of Unregistered Securities Article 581 Section 29B Texas Securities Act including 44 transactions, and 1 count of Unregistered Agent or Dealer Article 581 Section 29A Texas Securities Act including 44 transactions,
Richard Gregory Tilford	06/21/18	TBD	N/A	Collin	4	1	0	Cause Number 296-81936-2018 through 296-81938-2018 in the 296th District Court of Collin County on 1 aggregated count of Securities Fraud including 14 transactions, 1 aggregated count of Sale of an Unregistered Securities including 13 transactions, 1 aggregated count of an Unregistered Agent or Dealer including 13 transactions.
Richard Gregory Tilford	11/06/18	TBD	N/A	Collin	4	1	0	Cause Numbers 296-83873-2018 through 296-83875-2018 in the 296th District Court of Collin County on 1 aggregated count of Securities Fraud including 55 transactions, 1 count of Unregistered Securities Article 581 Section 29B Texas Securities Act including 20 transactions, and 1 count of Unregistered Agent or Dealer Article 581 Section 29A Texas Securities Act including 20 transactions.
Richard Hubert Gray	02/26/15	TBD	N/A	Collin	5	1	0	Cause Numbers 380-80425-2015 through 380-80428-2015 in the 380th Dist Crt of Collin co. Indicted on 55 counts of Securities Fraud, 55 counts of Theft, 1 count of Money Laundering, 1 count of Engaging in Organized Criminal Activity.
Robert Joseph Mangiafco Jr.	06/30/20	TBD	N/A	Collin	3	1	0	Cause Numbers 296-81865-2020 - 296-81868-2020 in the 296th District Court of Collin County on 1 aggregated count of Securing Execution of Document by Deception including 8 transactions, 1 aggregated count of Securities Fraud including 12 transactions, 1 count of Money Laundering, and 1 aggregated count of Theft including 12 transactions.
Ronald Llewellyn James	02/26/15	TBD	N/A	Collin	5	1	0	Cause Numbers 380-80433-2015 through 380-80436-2015 in the 380th Dist Crt of Collin co. Indicted on 55 counts of Securities Fraud, 55 counts of Theft, 1 count of Money Laundering, 1 count of Engaging in Organized Criminal Activity.
Shelley Noel Carter	11/06/18	TBD	N/A	Collin	4	1	0	Cause Numbers 296-83871-2018 through 296-83872-2018 in the 296th District Court of Collin County on 1 aggregated count of Misapplication of Fiduciary Property (Tax) including 100 transactions, and 1 aggregated count of Money Laundering including 5 transactions.
Wendy L. Rogers	02/26/15	TBD	N/A	Collin	5	1	0	Cause Numbers 380-80442-2015 through 380-80445-2015 in the 380th Dist Crt of Collin co. Indicted on 55 counts of Securities Fraud, 55 counts of Theft, 1 count of Money Laundering, 1 count of Engaging in Organized Criminal Activity.
Ronald Erik Lewis	05/11/16	TBD	N/A	Comal	0	1	0	Cause Number CR2016-350 in the 207th District Court of Comal County on 43 counts of Theft; 43 counts of Securities Fraud; and 2 counts of Money Laundering.
Bobby Lynn Teddlie JR.	08/29/19	TBD	N/A	Coryell	0	1	0	*REPORTED LATE. ACTUAL DATE 08/29/19* Cause No. 19-25650 in the 440th District Court of Coryell County on 1 aggregated count of Misapplication of Fiduciary Property including 6 transactions.

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Darla Denise Tulasosopo	08/29/19	TBD	N/A	Coryell	0	1	0	*REPORTED LATE. ACTUAL DATE 08/29/19* Cause No. 19-25647 in the 440th District Court of Coryell County on 1 aggregated count of Misapplication of Fiduciary Property including 6 transactions.
Jeffery Holbrook Tulasosopo	08/29/19	TBD	N/A	Coryell	0	1	0	*REPORTED LATE. ACTUAL DATE 08/29/19* Cause No. 19-25646 in the 440th District Court of Coryell County on 1 aggregated count of Misapplication of Fiduciary Property including 6 transactions.
Raymond Michael Malone	11/19/18	TBD	N/A	Dallas	0	0	0	Cause Number F-1800731 and F-1800732 in the 195th District Court of Dallas County on 1 count of Theft and 1 count of Securities Fraud.
William Neil Gallagher aka Doc Gallagher	3/4/2019 & 4/8/2019	3/27/2020	\$10,336,816.68	Dallas	0	0	2	Cause Numbers F1900223, F1900224, and F1900138 in the 194th District of Dallas County pleaded guilty and convicted on 1 aggregated count of Securities Fraud including 88 transactions; 1 aggregated count of Theft including 86 transactions; and 1 count of Money Laundering. Sentenced to serve 25 years TDCJ confinement and ordered to pay \$10,336,816.68 in restitution.
Charles McAllister	01/26/18	2/18/2020	\$24,052,014.60	Fed/Austin	0	1	0	Cause Number 1-18-CR-16-(1)-LY in the United States District Court, Western District of Texas, Austin Division convicted on 1 aggregated count of Wire Fraud including 2 transactions, and 1 count of Engaging in Monetary Transaction in Criminally Derived Property. Sentenced to serve 120 months confinement in the Bureau of Prisons and ordered to pay \$16,186,212.56 in restitution.
Christopher Matthew Meredith	12/18/18	TBD	N/A	Fed/Austin	0	1	0	Cause No. A19CR-039RP in the United States District Court of Texas, Western District on 1 aggregated count of Securities Fraud including 3 transactions and 1 aggregated count of Wire Fraud including 3 transactions.
Ekeoma Jerry Onyeukwu aka Jerry Ekeoma Onyeukwu	12/17/19	TBD	N/A	Fed/Austin	0	1	0	Cause Number A19CR 324LU in the United States District Court, Western District of Texas, Austin Division on 2 counts of Wire Fraud.
Nathaniel Brooks	10/02/18	12/20/2019	\$120,000.00	Fed/Austin	0	1	0	Cause Number 1:18-CR-00344-LY in the United States District Court, Western District of Texas pleaded guilty and convicted on 1 count of Monetary Transaction in Criminally Derived Property and was sentenced to serve 1 year and 1 day in United States Bureau of Prisons and serv 3 years supervised release along with being ordered to pay \$457,889.00 in restitution.
Alan H. Paull	08/12/20	TBD	N/A	Fed/Houston	0	1	0	Cause Number 4:20-CR-349 in the United States District Court, Southern District of Texas, Houston Division on 1 count of Wire Fraud including 3 transactions.
Brian Keith Alfaro	11/28/18	TBD	N/A	Fed/San Antonio	0	0	1	Cause Number SA 18-CR-0879 in the United States District Court, Western District of Texas on 8 counts of Mail Fraud.
Edward C. Wagner	03/20/19	TBD	N/A	Fed/San Antonio	0	1	0	Cause Number SA 19CR0190XR in the Western District of Texas on 11 counts of Engaging in Monetary Transactions in Property Derived from Specified; 2 counts of Unlawful Activity; and 6 counts of Tax Evasion.
Mejdi Mahmoud Abousaoui	11/04/19	TBD	N/A	Fort Bend	2	1	0	Cause numbers 19-011951 - 19-011954 in the 458th District Court of Fort Bend County on 1 aggregated count including 3 transactions of Money Laundering, 1 aggregated count including 81 transactions of Misapplication of Fiduciary Property, 1 aggregated count including 242 transactions of Securities Fraud, 1 aggregated count including 81 transactions of Theft.
Sean Patrick Riley	03/26/18	12/9/2019	\$53,500.00	Gregg	2	1	0	Cause Numbers 47368-A in the 188th District Court of Gregg County. Plead guilty on 1 aggregated count of Securities Fraud including 2 transactions. Ordered to serve 10 years Deferred Adjudication and to pay \$53,500.00 in Restitution of which \$5,000.00 was paid upfront.
Bruce Pollock	08/28/20	TBD	N/A	Harris	0	0	0	Cause Numbers 1687907 and 167909 in the 351st District Court of Harris County on 1 aggregated count of Misapplication of Fiduciary property including 2 transactions and 1 aggregated count of Securing Execution of Document by Deception including 1 transaction.
Daniel Christopher Walsh	07/17/19	TBD	N/A	Harris	0	1	0	Cause Numbers 1639142, 1639143, and 1639145 in the 232nd District Court of Harris County on 1 count Money Laundering, 1 aggregated count of Securities Fraud including 17 transactions, 1 aggregated count of Theft including 8 transactions.
David Shand	2/16/2018 & 3/27/2020	4/8/2020	\$188,709.00	Harris	0	1	0	Cause Number 1669635 in the 178th District Court of Harris County. Plead guilty and convicted on 1 aggregated count of Sale of Securities as an Unlicensed Dealer or Agent including 8 transactions. Ordered to serve 25 years TDCJ confinement and pay \$187,387.88 in restitution. Note: All other cause numbers were dismissed per plea agreement.
Hermilia Flores	02/16/18	8/28/2020	\$1,563,290.47	Harris	0	1	0	Cause No. 1580438 & 1580439 in the 178th District Court of Harris County on 1 aggregated count of Securities Fraud including 37 transactions and 1 aggregated count of Money Laundering containing 2 transactions.
Lisa Melanie Jackson	08/31/20	TBD	N/A	Harris	0	0	1	REPORTED DATE. ACTUAL DATE 05/27/20. Cause Numbers 1677162, 1677168, and 1677169 in the 339th District Court of Harris County on 1 aggregated count of Theft including 2 transactions, 1 aggregated count of Money Laundering including 2 truncations, and 1 aggregated count of Securities Fraud including 2 transactions.
Martha Pollock	08/28/20	TBD	N/A	Harris	0	0	0	Cause Numbers 1687905 and 167906 in the 351st District Court of Harris County on 1 aggregated count of Misapplication of Fiduciary property including 2 transactions and 1 aggregated count of Securing Execution of Document by Deception including 1 transaction.
Joseph Seth Foster	04/20/16	TBD	N/A	Midland	0	1	2	REPORTED LATE. ACTUAL DATE 04/20/16. Cause No. CR46899 in the 441st District Court of Midland County indicted on 5 counts of Securities Fraud and 5 counts of Theft. Note: Stats were reported late since the indictment was sealed until late August 2017. EAR date shows 8/23/17, however, the action took place in Fiscal Year 16.

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Danny Ray Digman	05/01/19	TBD	N/A	Randall	0	1	0	Cause Numbers 29509B, 29507B, 25910B and 29511B in the 181st District Court of Randall County on 1 aggregated count of Securities Fraud including 14 transactions, 1 count of Theft including 2 transactions, 1 aggregated count of Dealer or Agent with out Registration including 8 transactions, and 1 aggregated count of Securities with out Registration including 8 transactions.
Donald Gregg Titus	05/01/19	TBD	N/A	Randall	0	1	0	Cause Number 29508b in the 181st District Court of Randall County on 1 count of Theft including 2 transactions.
Timothy Eugene White	06/29/17	TBD	N/A	Tom Green	0	0	0	Cause No. C-17-0777-SB in the 340th District Court of Tom Green County on 7 counts of Theft.
Brett Pittsenbarger	02/04/20	TBD	NA	Travis	3	1	0	Cause Numbers D1DC19900151 - D1DC19900153 in the 174th District Court in Travis County on 1 aggregated count of Money Laundering including 3 transactions, 1 aggregated count of Securities Fraud including 101 transactions, and 1 aggregated count of Theft including 101 transactions.
James A. Reid	12/17/19	1/16/2020	\$169,000.00	Travis	2	0	0	Cause No. D-1-DC-18-900223 in the 331st District Court of Travis County pleaded guilty on 1 aggregated count of Securities Fraud including 6 transactions; 1 aggregated count of Theft including 6 transactions; and 1 count of Money Laundering. Ordered to serve 6 years deferred adjudication and pay \$93,500.00 in restitution of which \$75,000.00 was paid upfront.