

SUPPLEMENTAL SCHEDULE D.

Agency Workforce Plan

I. Overview

Pursuant to the requirements of The Securities Act, Tex. Rev. Civ. Stat. Ann. arts. 581-1 to 581-44, the mission of the State Securities Board is to protect investors. The agency's strategic goal is to pursue that mission through efficient and effective regulation that increases investor confidence and encourages capital formation, job formation and free and competitive securities markets in Texas. The objectives to achieve the goal are to bring law enforcement actions against those who violate the Securities Act, guarantee that registered securities offerings are in compliance with the Act, guarantee that persons registered or authorized are qualified to deal with the public, and inspect dealers and investment advisers.

Through the State Securities Board's law enforcement strategy, the agency investigates suspected violations of the Act and, when appropriate, pursues administrative enforcement actions or refers matters for civil action or criminal prosecution. The agency also provides investigative, trial, and appellate assistance to prosecutors upon request for the matters referred for criminal action. The securities registration strategy analyzes applications for registration of securities and processes notice filings for offerings in Texas to ensure that they are made in compliance with the Act and Board Rules. The agency also reviews applications for registration of dealers, agents, investment advisers, and investment adviser representatives filed with the agency and processes notice filings of investment advisers and investment adviser representatives doing business in the state to ensure that only qualified firms and individuals are authorized to deal with the investing public in Texas. Through the inspections and compliance strategy, the agency inspects the records of registered dealers and investment advisers to ensure that these registrants are acting in compliance with the Act and Board Rules and, in appropriate circumstances, pursues actions to sanction registrants found to have violated those requirements.

There are no anticipated changes to the mission, strategies, or goals of the agency over the next five years.

Nearly 80% of the staff of the State Securities Board are attorneys, financial examiners, accountants, information technology specialists, and other professionals. In order to effectively protect Texas investors without restraining capital formation efforts by legitimate issuers and dealers, agency employees must be well-educated, knowledgeable, and adequately trained to make prompt and accurate recommendations and decisions concerning complex fraudulent schemes, illegal sales practices,

compliance with regulatory requirements, and plans of business for firms and individuals dealing in securities and rendering investment advice. The agency expends significant resources to ensure that employees receive adequate training and have the necessary support to effectively perform this important work.

As with other financial regulatory agencies, the State Securities Board is competing not only against private industry, but also with other regulators in this region. Securities regulation in the United States is comprised of federal, state, and self-regulatory entities employing legal, analytical, inspection, and investigation professionals. This regulatory structure lends itself to movement of staff between the regulators based on compensation packages.

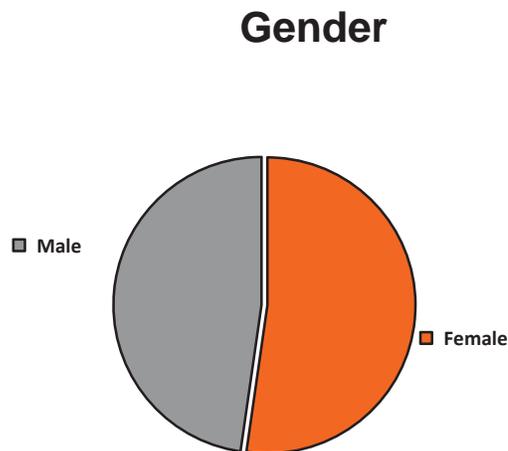
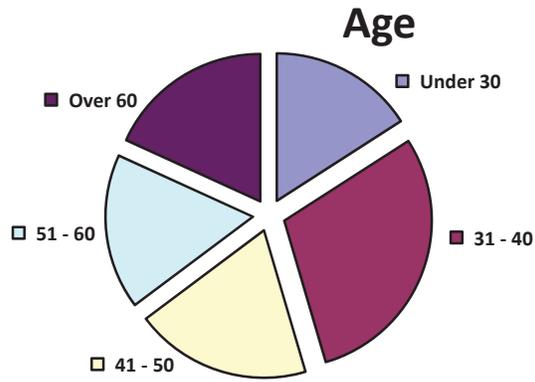
Although the State Securities Board is authorized under the General Appropriations Act for 104 FTEs, the agency currently employs less than 90 FTEs, primarily as a result of turnover in professional positions and a lack of sufficient appropriations to adequately fund a career ladder for those positions. The appropriations process has failed in recent years to provide adequate funds to permit the State Securities Board to make appropriate use of the existing state salary structure for financial examiners and attorneys based on years of experience, advanced training, and higher levels of competence and responsibility.

Losing experienced and well-trained professionals represents not only a significant loss of investment in time and money to the agency and the State, but a loss to taxpayers and to the applicants, registrants and the industry as well -- who would have otherwise benefitted from the efficiency an experienced and well-trained professional can bring to an inspection, investigation, or analysis of a complex filing.

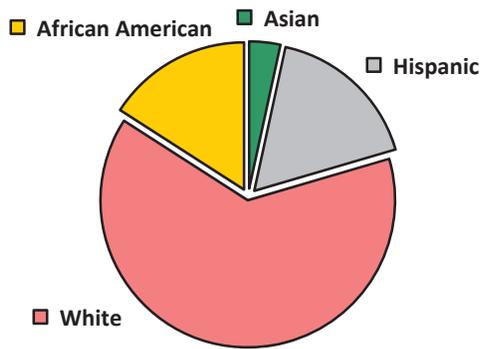
Although the salaries of the agency cannot be expected to compete favorably with those of the private sector, the significant pay disparities that exist between the salaries paid by the agency and those of other regulators performing the same or similar work should be corrected to maintain an effective workforce into the future.

II. Current Workforce Profile

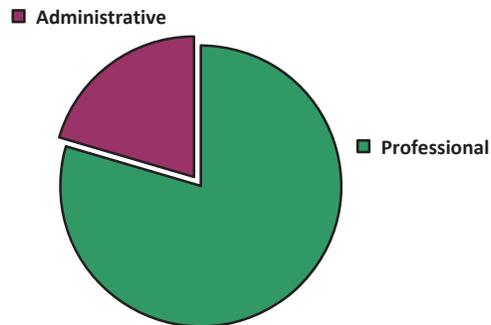
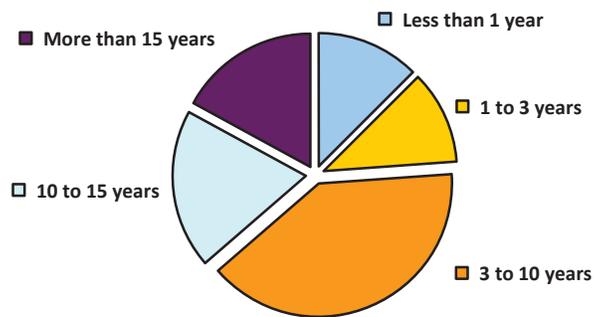
Information relating to the proportional composition of the staff of the State Securities Board as of June, 2016 is set forth in the following charts:



Ethnicity



Length of Service



The agency will be challenged in the next five years as approximately 20% of its workforce becomes eligible for retirement. The agency's succession planning focuses on cross-training of employees to ensure an appropriate redundancy of experience and skills.

The State Securities Board had an overall turnover rate of approximately 11% in fiscal year 2015 although the turnover rate among certain professional positions was substantially higher. Based on a five-year average, the employee turnover rate in the next five years is estimated to be at least 13% annually. This includes employees who are eligible to retire during the period. The expected turnover rate could be greater than expected if the agency cannot maintain sufficient funding to address salary issues as noted above.

III. Future Workforce Profile

The professional workforce skills that are critical to the mission and goals of the agency in Enforcement include: education in law or accounting; extensive knowledge of securities laws and regulations; demonstrated legal and financial analytical abilities; excellent written and oral communication skills; experience in administrative, civil, or criminal litigation and proceedings; and experience in complex financial investigations and audits. The professional skills necessary in Inspections and Compliance include: excellent written and oral communication skills; experience in financial auditing; extensive knowledge of securities laws and regulations; litigation experience in an administrative forum and ability to travel extensively throughout the state. The professional skills necessary in Registration include: education in law, accounting, or finance; extensive knowledge of securities laws and regulations; excellent oral and written communication skills; experience in analysis of registration applications, complex disclosure documents, balance sheets, income statements and sources and uses of capital; and expertise in negotiating with issuers, underwriters, and legal counsel to create disclosure language in materials distributed to prospective investors. The workforce for each of the agency's strategies must also be proficient in using current technologies including computer hardware and software.

Continued increases in population, registration filings, matters requiring law enforcement action, and other components of the workload of the agency may require an increase in the number of employees needed to do the work.

The critical functions that must be performed to achieve the strategic plan are law enforcement, registration of securities, registration of securities dealers, investment advisers, and their agents, and inspections of dealers and investment advisers.

IV. Gap Analysis

The Agency relies heavily on attorneys and financial professionals. These positions have historically been difficult to recruit and that is expected to continue unless the Agency can implement a plan to move closer to salary parity with like organizations.

V. Strategy Development

The agency's goal is to retain its professional workforce and to meet the special needs described above. Future changes in the organizational structure may be necessary to respond to changing workloads or new initiatives to ensure that the mission of the agency is accomplished efficiently. The agency will continue to utilize a wide range of recruiting sources to secure the maximum number of qualified applicants, including minorities and women, for positions within all classifications.

The securities industry is technologically advanced and dynamic. Substantial training is required to maintain the necessary knowledge related to this industry. Training for employees on current technological enhancements is a critical component in enabling the agency to remain current on ways to counter new, innovative methods of committing securities fraud.

The agency will also continue to sponsor formal and informal on-the-job training and in-house programs for employees and, when possible, provide funding for workshops, seminars, and other programs offered by universities, other agencies, and private entities to develop leadership and career development.

Succession planning will remain an ongoing process of recruitment, retention, methodical development of required skills through training and experience, cross-training, and careful evaluation of individual job performance. This will maintain the depth of skilled personnel at key positions on the agency's career ladder to ensure continuation of the efficiency and effectiveness of the agency.