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***INDEPENDENT ACCOUNTANTS' REPORT  
ON APPLYING AGREED-UPON PROCEDURES***

Mr. John Osborne  
Chief Executive Officer  
Lubbock Economic Development Alliance, Inc.  
1500 Broadway, Suite 600  
Lubbock, TX 79401

Dear Mr. Osborne:

We have performed the procedures enumerated in the attached supplement, which were agreed to by you, the specified user, solely to assist you with respect to determining the amounts payable pursuant to the Economic Development Grant Contracts with regard to job creation incentives only, for Smartfield, Inc. This engagement to apply agreed-upon procedures was performed in accordance with standards established by the American Institute of Certified Public Accountants. The sufficiency of the procedures is solely the responsibility of the specified user of the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures we performed and the findings as a result thereof, are enumerated in the attached supplement which is an integral part of this report.

We were not engaged to, and did not, perform an audit, the objective of which would be the expression of an opinion on the specified elements, accounts, or items. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the use of the specified user listed above and should not be used by those who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes.

  
Lubbock, Texas  
December 7, 2011

**Lubbock Economic Development Alliance, Inc. Agreement with  
Smartfield, Inc.  
For the period from November 15, 2010 through November 14, 2011**

**Background:**

The Lubbock City Council established the Lubbock Economic Development Alliance, Inc. (hereinafter referred to as LEDA) to promote local economic development and stimulate business and commercial activity in Lubbock and the surrounding area. To this end, LEDA entered into a performance agreement with Smartfield, Inc. (hereinafter referred to as Smartfield) on January 25, 2010.

The terms of the agreement provide incentives to Smartfield for the creation of new jobs. The general terms of the agreement allow Smartfield to receive up to \$71,000 for the creation and maintenance of eleven (11) new full-time jobs by November 14, 2014. More specifically, Smartfield will earn incentives ranging from \$2,500 to \$10,000 for each job created according to an annual compensation schedule, and these incentives will be earned in one-fifth (1/5) increments as of each annual measurement date.

**Objective, Scope and Procedures Performed:**

Our objective was to determine if Smartfield met the job creation requirements of their agreement with LEDA. A summary of the procedures used is as follows:

- Reviewed the pertinent contract.
- Reviewed employee census data indicating names, dates of hire, dates of termination, work locations and compensation as of 11-14-10, and 11-14-11.
- Obtained the Texas Workforce Commissions (TWC) reports for quarters ending 12-31-10 through 9-30-11, and payroll reports for the period 10-1-11 through 11-14-11.
- Reviewed wages reported on the TWC and payroll reports to verify annual compensation levels and to corroborate dates of hire and/or termination.
- Discussed questions and issues raised as a result of the above steps with Smartfield personnel.
- Discussed agreement interpretations with LEDA personnel.

Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

**Results and Conclusions:**

Per our review of the above data:

- Smartfield had thirteen (13) full-time Lubbock employees and eleven (11) part-time Lubbock employees as of November 14, 2009.

- Smartfield had ten (10) full-time Lubbock employees and three (3) part-time Lubbock employees as of November 14, 2010.
- Smartfield had twelve (12) full-time Lubbock employees and one (1) part-time Lubbock Employees as of November 14, 2011.

Based on the above, Smartfield did not exceed the baseline employee level of thirteen (13) full-time Lubbock employees. Accordingly, Smartfield is not entitled to receive any first year incentive payment.