

**Robinson  
Burdette  
Martin &  
Seright, L.L.P.**

a professional services firm of  
certified public accountants

9816 Slide Road  
Suite 301  
Lubbock, TX 79424

telephone (806) 744-3333  
fax (806) 747-2106  
www.rbmsllp.com

***INDEPENDENT ACCOUNTANT'S 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 Sungold Foods, Inc. This agreed-upon procedures engagement was performed in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these 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.

*Robinson Burdette Martin & Seright, L.L.P.*

Lubbock, Texas  
June 10, 2014

**Lubbock Economic Development Alliance, Inc. Agreement with  
Sungold Foods, Inc.  
For the period from February 1, 2013 through January 31, 2014**

**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 Sungold Foods, Inc. (hereinafter referred to as "the Company") on January 23, 2012.

The terms of the agreement provide incentives to the Company for the creation of new jobs. The general terms of the agreement allow the Company to receive up to \$317,000 for the creation of one hundred and five (105) new full-time jobs by January 31, 2013, and the maintenance of these jobs through January 31, 2017. The Company 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 the Company 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 1-31-14.
- Obtained summaries of the Company's Texas Workforce Commission (TWC) reports for quarters ending 3-31-13 through 12-31-13, and payroll reports for the month of January 2014.
- Reviewed wages reported on the TWC 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 the Company's 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:

- The Company had zero (0) full-time Lubbock employees as of February 1, 2012.
- The Company had thirty-seven (37) full-time Lubbock employees as of January 31, 2013.
- The Company had thirty-five (35) full-time Lubbock employees as of January 31, 2014. The thirty-five full-time Lubbock employees had total compensation of \$1,219,571 for the twelve months ended January 31, 2014.
  - Of the net increase of thirty-five (35) full-time positions in the Lubbock office, the following met the specific compensation requirements for the various levels of incentives:

<u>Number of Employees</u>	<u>Incentive per Employee</u>	<u>Total Incentive</u>
4	\$ 7,500	\$ 30,000
2	\$ 5,000	\$ 10,000
2	\$ 4,000	\$ 8,000
10	\$ 3,000	\$ 30,000
8	\$ 2,500	\$ 20,000
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26		\$ 98,000
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Based on the above, the Company is currently entitled to receive one-fifth (1/5) of the total second-year earned incentives of \$98,000, or \$19,600.