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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 HPHG, LLC. 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  
February 18, 2014

## **Lubbock Economic Development Alliance, Inc. Agreement with HPHG, LLC.**

**For the period from January 1, 2013 to December 31, 2013**

### **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 HPHG, LLC (hereinafter referred to as HPHG) on February 8, 2012.

The terms of the agreement provide incentives to HPHG for the creation of new jobs. The general terms of the agreement allow HPHG to receive up to \$145,000.00 for the creation and maintenance of thirty-four (34) new full-time jobs in the City of Lubbock from January 1, 2011 through December 31, 2015. HPHG will earn incentives ranging from \$2,500 to \$10,000 for each job created according to LEDA's sliding scale. The earned incentives are to be paid out in five annual installments.

### **Objective, Scope and Procedures Performed:**

Our objective was to determine if HPHG met the job creation and maintenance 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, job titles, and compensation as of December 31, 2013 for all Lubbock employees.
- Obtained Texas Workforce Commission quarterly reports for the quarters ending 3-31-13, 6-30-13, 9-30-13, and 12-31-13.
- Reviewed wages reported on the TWC quarterly 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 HPHG 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:

- HPHG had twenty (20) full-time Lubbock employees and one (1) part-time Lubbock employees as of January 1, 2011 (baseline).
- HPHG had twenty-six (26) full-time Lubbock employees and two (2) part-time Lubbock employees as of December 31, 2011.
- HPHG had thirty-three (33) full-time Lubbock employees and two (2) part-time Lubbock employees as of December 31, 2012.
- HPHG had thirty-four (34) full-time Lubbock employees and three (3) part-time Lubbock employees as of December 31, 2013.
- Of the net increase of fourteen (14) full-time positions in the Lubbock office, we selected the employees with the highest levels of compensation for purposes of calculating the total incentive for the period ending December 31, 2013.

<u>Number of Employees</u>	<u>Incentive per Employee</u>	<u>Total Incentive</u>
4	\$ 10,000	\$ 40,000
4	\$ 7,500	\$ 30,000
1	\$ 4,000	\$ 4,000
5	\$ 3,000	\$ 15,000
<u>-----</u> 14		<u>-----</u> \$ 89,000 <u>=====</u>

Based on the above, HPHG is currently entitled to receive one-fifth (1/5) of the total third-year earned incentives of \$89,000, or \$17,800.