

LUBBOCK ECONOMIC DEVELOPMENT ALLIANCE

PERFORMANCE AGREEMENT WITH HPHG, LLC

AGREED-UPON PROCEDURES REPORT

FOR THE PERIOD BEGINNING JANUARY 1, 2014 AND ENDING DECEMBER 31, 2014

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Independent Accountant's Report

To the Board of Directors and
Management of
Lubbock Economic Development Alliance

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 Performance Agreement 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 information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

Bolinger, Segars, Gilbert & Moss LLP

Certified Public Accountants

Lubbock, Texas

July 7, 2015

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Procedures and Results

Background:

The Lubbock City Council established the Lubbock Economic Development Alliance, Inc. (hereinafter referred to as LEDA) to stimulate and foster economic activity in Lubbock and the surrounding area. To this end, LEDA entered into a contract with HPHG, LLC (hereinafter referred to as HPHG) on February 8, 2012.

The general terms of the contract allow HPHG to receive incentives for Job Creation. Specifically, HPHG will receive Job Creation Incentives of \$145,000 for the creation and maintenance of thirty-four (34) new full-time jobs in Lubbock with an annual aggregate salary of \$1,478,980 within the period from January 1, 2011 through December 31, 2015. HPHG will earn Job Creation Incentives ranging from \$2,500 to \$10,000 for each job created according to LEDA's incentive sliding scale schedule. 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 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 December 31, 2014.
- Obtained the Texas Workforce Commissions (TWC) reports for quarters ending March 31, 2014 through December 31, 2014.
- Reviewed wages reported on the TWC to verify annual compensation levels and to corroborate dates of hire and/or termination while comparing to employee census.
- 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 and prior year agreed-upon procedure reports:

- HPHG had twenty (20) full-time Lubbock employees as of January 1, 2011 (baseline).
- HPHG had twenty-six (26) full-time Lubbock employees as of December 31, 2011.
- HPHG had thirty-three (33) full-time Lubbock employees as of December 31, 2012.
- HPHG had thirty-four (34) full-time Lubbock employees as of December 31, 2013.
- HPHG had thirty-eight (38) full-time Lubbock employees as of December 31, 2014.

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Based on the net increase of eighteen (18) full-time employees since the beginning of the contract period, the following employees with the highest levels of compensation were selected for purposes of calculating the total incentive for the period December 31, 2014:

Number of Employees	Incentive per Employee	Total Incentive
7	\$ 10,000.00	\$ 70,000.00
2	\$ 7,500.00	\$ 15,000.00
1	\$ 5,000.00	\$ 5,000.00
5	\$ 4,000.00	\$ 20,000.00
3	\$ 3,000.00	\$ 9,000.00
18		\$ 119,000.00

Based on the above, HPHG is currently entitled to receive one-fifth (1/5) of the fourth-year earned incentives of \$119,000, or \$23,800.

Based on procedures performed, there were no questions or issues raised that needed to be discussed with HPHG personnel.