LUBBOCK ECONOMIC DEVELOPMENT ALLIANCE

PERFORMANCE AGREEMENT WITH TFORGE INVESTMENTS, LLC

AGREED-UPON PROCEDURES REPORT

FOR THE PERIOD BEGINNING FEBRUARY 1, 2015 AND ENDING JANUARY 31, 2016

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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 Tforge Investments, 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

May 17, 2016

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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 Tforge Investments, LLC (hereinafter referred to as "the Company") on April 23, 2014.

The general terms of the contract allow the Company to receive incentives for Job Creation. Specifically, the Company will receive Job Creation Incentives up to $124,500 for the creation and maintenance of twenty-five (25) new full-time jobs in Lubbock over a five year period from February 1, 2014 through January 31, 2019. The incentive payout per job will be $4,980 and will be paid out only for the year the job is created. Thus, the Company will be able to earn the following incentives based on the projected job creation timeline:

- Year 1 – seven (7) jobs created = $34,860 incentive payout
- Year 2 – four (4) jobs created = $19,920 incentive payout
- Year 3 – six (6) jobs created = $29,880 incentive payout
- Year 4 – four (4) jobs created = $19,920 incentive payout
- Year 5 – four (4) jobs created = $19,920 incentive payout

Should the Company fail to attain the Target Job Positions on any measurement date, the incentive payout will be reduced by $4,980 per job not created. Should the Company exceed the projected Target Job Positions on any measurement date, the incentive payout will be increased by $4,980 per job created. Total five year payout will not exceed $124,500.

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 January 31, 2016.
- Obtained the Texas Workforce Commissions (TWC) reports for quarters ending March 31, 2015 through December 31, 2015.
- 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.

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

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Results and Conclusions:

- The Company had three (3) full-time Lubbock employees as of the January 31, 2014 baseline measurement date.
- The Company had thirteen (13) full-time Lubbock employees as of January 31, 2015.
- The Company had fourteen (14) full-time Lubbock employees as of January 31, 2016.

Based on the above, the Company maintained the baseline employment level, and created one (1) new Target Position in the second measurement period. In accordance with the performance agreement, the Company earns $4,980 for each new Target Position; thus, the Company has earned $4,980 in year two incentives.

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