

**LUBBOCK ECONOMIC DEVELOPMENT ALLIANCE
PERFORMANCE AGREEMENT WITH X-FAB TEXAS, INC.**

AGREED-UPON PROCEDURES REPORT

FOR THE PERIOD BEGINNING MARCH 1, 2015 AND ENDING FEBRUARY 29, 2016

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BOLINGER, SEGARS, GILBERT & MOSS, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS

PHONE: (806) 747-3806

FAX: (806) 747-3815

8215 NASHVILLE AVENUE

LUBBOCK, TEXAS 79423-1954

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 X-Fab Texas, 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 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

March 30, 2016

**LUBBOCK ECONOMIC DEVELOPMENT ALLIANCE
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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 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 X-Fab Texas, Inc. (hereinafter referred to as X-Fab) on December 13, 2010.

The terms of the agreement provide incentives to X-Fab for the creation of new jobs. The general terms of the agreement allow X-Fab to receive up to \$337,500 for the creation and maintenance of seventy seven (77) new full-time jobs from March 1, 2011 through February 29, 2016. X-Fab 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 one-fifth (1/5) increments as of each annual measurement date.

Objective, Scope and Procedures Performed:

Our objective was to determine if X-Fab 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 February 29, 2016.
- Obtained the Texas Workforce Commissions (TWC) reports for quarters ending March 31, 2015 through December 31, 2015, and obtained payroll registers from March 1, 2015 through February 29, 2016.
- Reviewed wages reported on payroll registers and TWC reports 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.

Results and Conclusions:

Per our review of the above data and prior year agreed-upon procedure reports:

- X-Fab had three hundred eighty-three (383) full-time Lubbock employees as of March 1, 2011 (baseline).
- X-Fab had three hundred seventy-one (371) full-time Lubbock employees as of February 29, 2012.
- X-Fab had three hundred sixty-five (365) full-time Lubbock employees as of February 28, 2013.
- X-Fab had three hundred sixty-one (361) full-time Lubbock employees as of February 28, 2014.
- X-Fab had three hundred seventy-three (373) full-time Lubbock employees as of February 28, 2015.

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- X-Fab had three hundred eighty-seven (387) full-time Lubbock employees as of February 29, 2016.

Based on the above, X-Fab exceeded the baseline employment level of three hundred eighty-three (383) full-time Lubbock employees during year five of the Agreement. Of the net increase of four (4) employees, the four highest compensated individuals were selected for purposes of calculating the eligible incentive for the February 29, 2016 incentive period.

<u>Number of Employees</u>	<u>Incentive per Employee</u>	<u>Total Incentive</u>
3	\$ 10,000.00	\$ 30,000.00
1	\$ 7,500.00	\$ 7,500.00
<u>4</u>		<u>\$ 37,500.00</u>

Accordingly, X-Fab is entitled to receive one-fifth (1/5) of the total fifth year earned incentive of \$37,500, or \$7,500.

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