

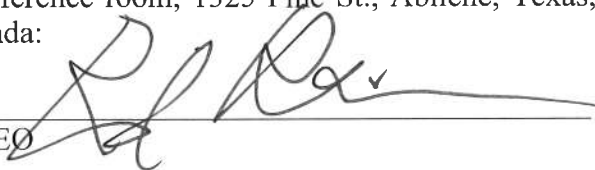
PUBLIC NOTICE

DEVELOPMENT CORPORATION OF ABILENE, INC.

A regular meeting of the Development Corporation of Abilene, Inc. will be held on Tuesday, June 10, 2014, at Abilene Laboratories conference room, 1325 Pine St., Abilene, Texas, commencing at 1:30 p.m. to consider the following agenda:

SIGNED:

Richard Burdine, CEO



AGENDA

June 10, 2014
1:30 p.m.

Abilene Laboratories
1325 Pine St.

1. Call the meeting to order.
2. Approval of minutes from the May 27, 2014, board meeting.
3. Executive Session:
The DCOA reserves the right to adjourn into executive session at any time during the course of this meeting to discuss any item on the agenda, as authorized by Texas Government Code Sections 551.071 (Consultation with Attorney), 551.072 (Deliberations about Real Property), 551.074 (Personnel Matters) see list below, and 551.087 (Business Prospect/Economic Development). After discussion in executive session, any action or vote will be taken in public.

(Personnel) Section 551.074
The DCOA, pursuant to the adopted Bylaws, may consider the appointment, employment and duties of certain positions as well as membership of certain committees.
4. Discussion and possible approval of a resolution authorizing assistance for Project BW.
5. Discussion and possible approval of a resolution authorizing assistance for Project KW.
6. Appointment by President Copeland of the Project Evaluation and Budget & Finance Committees for 2014.
7. Adjournment.

CERTIFICATE

I hereby certify that the above notice of meeting was posted on the bulletin board at the City Hall of Abilene, Texas, on the _____ day of _____, 2014, at _____.

City Secretary

NOTICE

Persons with disabilities who would like special assistance or need special accommodations to participate in this meeting should contact Department of Economic Development, (325) 676-6390, at least forty-eight (48) hours in advance of this meeting. Telecommunication device for the deaf is (325) 676-6360.

DEVELOPMENT CORPORATION OF ABILENE, INC.
BOARD MEETING MINUTES
May 27, 2014

MEMBERS PRESENT:	Dave Copeland Scott Senter	Marelyn Shedd Dani Ramsay
MEMBER ABSENT:	John Beckham	
STAFF PRESENT:	Richard Burdine Stan Smith	Kim Tarrant
GUESTS PRESENT:	Jason Smith Gray Bridwell John Brogan Judy Wilhelm Gary Robinett Justin Jaworski Don Green Kate Alvarez	Abilene Chamber of Commerce/ Abilene Industrial Foundation Military Affairs Committee Military Affairs Committee Small Business Development Center Abilene Industrial Foundation Abilene Industrial Foundation Abilene Regional Airport Abilene Regional Airport

1. **CALL THE MEETING TO ORDER:** President Dave Copeland called the meeting to order at 1:32 p.m. at Abilene Laboratories, 1325 Pine St., Abilene Texas.
2. **APPROVAL OF MINUTES FROM THE APRIL 29, 2014, BOARD MEETING:** Marelyn Shedd moved to approve the minutes from the April 29, 2014 board meeting. Scott Senter seconded and the motion carried.
4. **PRESENTATION OF SEMI-ANNUAL REPORTS FOR 6 MONTHS ENDED MARCH 31, 2014 BY CITY OF ABILENE AIRPORT BUSINESS DEVELOPMENT MANAGEMENT PROGRAM, ABILENE INDUSTRIAL FOUNDATION, AND TTU SMALL BUSINESS DEVELOPMENT CENTER:** Kate Alvarez, Marketing and Development Manager of the Abilene Regional Airport (ABI) reported its activities from October 1, 2013 to March 31, 2014. ABI has had a contract with Pink Goose Media since 2013. They have produced commercials starring Aaron Watson, which have produced positive responses. ABI sponsored five events in order to connect with the community, and are looking forward to sponsoring future events to show their presence in Abilene and the surrounding area. As of March 2014, revenues at ABI were up 22% due to the price advantage of flying from Abilene and an increased number of businesses using ABI. In 2013, average pricing from ABI to DFW was \$444 and MAF (Midland) to DFW was an average of \$412. As of April 2014, the average price from ABI to DFW stayed close to the prior year's price of \$445 compared to MAF to DFW where the average cost jumped to \$500.

Gary Robinett of the Abilene Industrial Foundation (AIF) presented its semi-annual report. One of the AIF's major projects for FY14 is to update Abilene's labor study in order to determine Abilene's workforce strength and possible areas of improvement. Mr. Robinett mentioned that this is the DCOA's 25th year since Abilene adopted the ½ cent sales tax increase for economic development, which is a great opportunity for AIF to celebrate the long history of Abilene's development. He hopes to locate a national media outlet in which to advertise Develop Abilene and showcase Abilene's capabilities. Staff continues visiting local companies as well as building relationships with new potential clients.

Texas Tech University Small Business Development Center (SBDC)'s semi-annual report was presented by the Director Judy Wilhelm. During the reporting period SBDC assisted 111 new and 53 existing businesses. Ms. Wilhelm reported they have had many established businesses return for assistance and that assisting existing businesses is as important as assisting new businesses. SBDC's clientele is not limited to Abilene but also the surrounding 16 counties. SBDC continues to give workshops and presentations at Dyess AFB. While helping a business bid on a Dyess project, the business won a \$5.1 million contract, and the U.S. Small Business Administration (SBA) Person of the year award in the female-owned business category. Staff recently moved its offices to space on Loop 322, but they are looking to move back to the downtown area.

- 5. DISCUSSION AND POSSIBLE APPROVAL OF THE DCOA'S SEMI-ANNUAL REPORT OF ACTIVITIES ENDING MARCH 31, 2014:** Richard Burdine presented the DCOA's semi-annual report. During the last six months the DCOA has approved seven projects and total funding of \$8,487,377. The return on the DCOA's investments includes commitments from all seven companies of 139.7 job creation, generating about \$4,134,049 in annual payroll. In addition, these companies will be spending an estimated \$46,270,480 in capital. The DCOA is proud to announce that all seven of these companies are Abilene-based and are creating jobs in Abilene with revenue back into the community.

Scott Senter moved to approve the DCOA's Semi-Annual Report of Activities through March 31, 2014 as presented. Marelyn Shedd seconded and the motion carried.

- 3. SALES TAX REPORT FOR MAY 2014 AND STATUS OF FUNDS REPORT FOR APRIL 2014:** Richard Burdine presented the May 2014 sales tax rebate report. The total sales tax rebate received was \$3,925,634.43, which represents March 2014 sales. The breakdown of the rebate is \$2,944,225.82 to the General Fund and \$981,408.61 to Economic Development. The total rebate is 1.67% below last year and .30% below the projected FY 14 budget. For October through May, sales tax is 1.67% below last year and 3.6% below the projected budget.

On the April 2014 Statement of Net Position, Cash and Cash Investments were \$18,513,385. The total Year-to-date revenue for is \$6,806,464. Expenses for April include 18 projects totaling \$540,749. The total amount of the three projects approved by the DCOA without signed contracts is \$1,087,850.

- 6. EXECUTIVE SESSION NO. 1:** I hereby announce we are going into Executive Session pursuant to Texas Government Code Sections 551.071, 072, 074 and 087 to consult with our legal counsel, discuss real property transactions, personnel matters, and discuss economic development negotiations involving a business prospect, as set forth on the agenda. Any vote or action will be taken in open session. President Dave Copeland announced the date is May 27, 2014, and the time is 2:20 p.m. Later, President Copeland announced the date is still May 27, 2014, and the time is 2:35 p.m. No vote or action was taken in Executive Session.

- 7. DISCUSSION AND POSSIBLE APPROVAL OF A RESOLUTION AUTHORIZING FUNDING FOR DYESS AFB TELECOMMUNICATIONS & INTERNET IMPROVEMENTS:** Richard Burdine presented the Abilene Chamber of Commerce Military Affairs Committee's (MAC) needs for funding to improve telecommunications and internet connection at Dyess Air Force Base (Dyess). MAC has identified these needs in response to a future Base Realignment and Closure (BRAC) being debated in Congress. MAC knows many of the evaluation factors that would be used in a BRAC process and work to eliminate Dyess' deficiencies. Only one connection for telecommunications and one for high-speed data transmission and Internet serve the Base. Both of these connections need a second, independent connection to provide the required redundancy. The cost to provide a second

telecommunications connection is approximately \$21,000. The cost to provide a second high-speed data transmission and Internet connection will be forthcoming after installation of the telecommunications connection. The preliminary cost estimate is \$25,000 but it will be refined before it comes to the Board. Mr. Burdine recommended the DCOA assist in improving the long-term viability of Dyess, Abilene's biggest employer, by providing up to \$23,000 (including a 10% contingency) for a second telecommunications connection.

Dani Ramsey moved to approve Resolution No. DCOA-2014.32. Marelyn Shedd seconded and the motion carried.

6. **EXECUTIVE SESSION NO. 2:** I hereby announce we are going into Executive Session pursuant to Texas Government Code Sections 551.071, 072, 074 and 087 to consult with our legal counsel, discuss real property transactions, personnel matters, and discuss economic development negotiations involving a business prospect, as set forth on the agenda. Any vote or action will be taken in open session.

President Dave Copeland announced the date is May 27, 2014, and the time is 2:40 p.m. Later, President Copeland announced the date is still May 27, 2014, and the time is 3:40 p.m. No vote or action was taken in Executive Session.

8. **ADJOURNMENT:** The next meeting is scheduled for June 10, 2014. There being no further business the meeting was adjourned.

Dave Copeland, President

DEVELOPMENT CORPORATION OF ABILENE, INC.

BOARD AGENDA

MEETING DATE: June 10, 2014

PROJECT: Project BW

STAFF: Richard Burdine, CEO

THE COMPANY

Project BW has been operating in Abilene since 1996, was incorporated in 1998 and began steel fabrication in 2000. The company currently has 24 employees with headquarters on East US Hwy 80 on a 63 acre site. The company's steel fabrication work for another Abilene manufacturer and other clients has grown to the point where more space is needed.

THE REQUEST

Project BW is currently designing a new 30,000 s.f. building on their site and plan to house a number of pieces of capital equipment there. The total anticipated capital investment is \$3 million. The building will provide working space for 20 new employees.

I propose an incentives package for Project BW of \$539,000 as follows:

Job Creation Incentive – \$114,000 paid for 20 new positions in excess of the existing 24 jobs over 5 years, 75% of which are in the \$20,000-\$30,000/annual salary range.

Job Creation Incentives - Project BW

Annual Salary Level*	Number of Jobs	Incentives per Job	Incentives Total
Under \$15,000	0	\$ 1,000	\$ -
\$15 to \$20,000	0	\$ 2,000	\$ -
\$20 to \$30,000	15	\$ 4,000	\$ 60,000
\$30 to \$40,000	3	\$ 10,000	\$ 30,000
\$40 to \$50,000	2	\$ 12,000	\$ 24,000
\$50 to \$60,000	0	\$ 15,000	\$ -
Over \$60,000	0	35%	\$ -
Total:	20		\$ 114,000

* Calculations based on salaries provided without non-mandatory benefits.

Capital Investment Incentive – Total incentive of \$425,000; 1) \$50,000 based on 10% of projected capital equipment costs of \$500,000, and 2) \$375,000 based on 15% of investment for land and buildings of up to \$2.5 MM. The incentives will be paid over 5 years, up to \$75,000/year, upon receipt of proof of actual costs.

Capital Investment Incentives - Project BW			
Investment:		Incentives %	Incentives Total
Land and/or Building	\$ 2,500,000	15%	\$ 375,000
Capital Equipment	\$ 500,000	10%	\$ 50,000
Total:	\$ 3,000,000		\$ 425,000

FISCAL IMPACT

Job Creation incentive	\$114,000
Capital Investment incentive	<u>\$425,000</u>
TOTAL	\$539,000

STAFF RECOMMENDATION

I recommend approval of resolution DCOA-2014.33 authorizing an incentive package for Project BW totaling \$539,000 paid over 5 years in exchange for new job creation of 20 and capital investment of \$3,000,000.

ATTACHMENTS

Resolution DCOA-2014.33

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RESOLUTION NO. DCOA-2014.33

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (DCOA), ABILENE, TEXAS, AUTHORIZING ASSISTANCE FOR PROJECT BW.

WHEREAS, Project BW has been operating in Abilene since 1996, was incorporated in 1998 and began steel fabrication in 2000; and,

WHEREAS, the company currently has 24 employees with headquarters on East US Hwy 80 on a 63 acre site; and,

WHEREAS, the company's steel fabrication work for another Abilene manufacturer and other clients has grown to the point where more space is needed; and,

WHEREAS, Project BW is currently designing a new 30,000 s.f. building on their site and plan to house a number of pieces of capital equipment there with a total anticipated capital investment is \$3 million; and,

WHEREAS, the building will provide working space for 20 new employees; and,

WHEREAS, staff requests the DCOA authorize an assistance package totaling \$539,000 for Project BW for new job creation and capital investment.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

PART 1. DCOA hereby authorizes financial assistance for Project BW in the amount of Five Hundred Thirty-Nine Thousand and no/100's Dollars (\$539,000) as follows:

Job Creation Incentive – \$114,000 paid for 20 new positions in excess of the existing 24 jobs over 5 years, 75% of which are in the \$20,000-\$30,000/annual salary range.

Job Creation Incentives - Project BW			
Annual Salary Level*	Number of Jobs	Incentives per Job	Incentives Total
Under \$15,000	0	\$ 1,000	\$ -
\$15 to \$20,000	0	\$ 2,000	\$ -
\$20 to \$30,000	15	\$ 4,000	\$ 60,000
\$30 to \$40,000	3	\$ 10,000	\$ 30,000
\$40 to \$50,000	2	\$ 12,000	\$ 24,000
\$50 to \$60,000	0	\$ 15,000	\$ -
Over \$60,000	0	35%	\$ -
Total:	20		\$ 114,000
* Calculations based on salaries provided without non-mandatory benefits.			

Capital Investment Incentive – Total incentive of \$425,000; 1) \$50,000 based on 10% of projected capital equipment costs of \$500,000, and 2) \$375,000 based on 15% of investment for land and buildings of up to \$2.5 MM. The incentives will be paid over 5 years, up to \$75,000/year, upon receipt of proof of actual costs.

Capital Investment Incentives - Project BW			
Investment:		Incentives %	Incentives Total
Land and/or Building	\$ 2,500,000	15%	\$ 375,000
Capital Equipment	\$ 500,000	10%	\$ 50,000
Total:	\$ 3,000,000		\$ 425,000

PART 2. Funding under this resolution is contingent upon execution of all necessary agreements. The funding commitment authorized under this resolution shall expire without notice 180 days from the date of adoption of same unless all required documents and agreements are executed prior to that expiration date or the commitment herein is extended in writing by the DCOA.

PART 3. The Chief Executive Officer of the Development Corporation of Abilene, Inc. is hereby authorized to negotiate, enter into and execute a final contract and all other related documents on behalf of the DCOA.

ADOPTED this the 10th day of June, 2014.

ATTEST:

Dani Ramsay
Secretary/Treasurer

Dave Copeland
President

APPROVED:

T. Daniel Santee, City Attorney

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DEVELOPMENT CORPORATION OF ABILENE, INC.

BOARD AGENDA

MEETING DATE: June 10, 2014

PROJECT: Project KW

STAFF: Richard Burdine, CEO

THE COMPANY

Since 2004, Project KW has provided network assessments for voice, video & data, full service I.T. outsourcing, security solutions, advanced solutions for LAN/WAN and server monitoring, optimization and compression, network monitoring, SCADA solutions, VoIP, video conferencing, storage solutions and virtualization. The company has been hired to work on projects in network analysis, network security, advanced routing, switching, application optimization and resolving other networking companies' failed VOIP installations all across the United States. They have offices in Abilene, Dallas/Ft Worth and Midland/Odessa employing 10 in Abilene with most earning over \$40,000/year.

THE REQUEST

Project KW is planning for growth and has matured to the point that the owners wish to own their own building, rather than leasing as they do now. The company is under contract to purchase a downtown building with a second floor and basement. The former occupant used the second floor for storage so they weren't required to install an elevator; however, Project KW plans to use the second floor for offices so an elevator will be required and is a major cost of renovation.

The company has an eligible North American Industry Classification System (NAICS) code of 541512 (Computer Systems Design Services) and qualifies for DCOA assistance because a majority of their products and services are sold outside the Abilene region. According to the company, based on 2013 statistics more than 54% of its total income was from companies outside of Abilene by 70 miles or more.

I propose an incentives package totaling \$280,750 as follows:

Job Creation Incentive – \$133,000 paid over 3 years for 10 new positions in addition to the existing 10 jobs as follows:

Job Creation Incentives - Project KW

Annual Salary Level*	Number of Jobs	Incentives per Job	Incentives Total
Under \$15,000	0	\$ 1,000	\$ -
\$15 to \$20,000	0	\$ 2,000	\$ -
\$20 to \$30,000	1	\$ 4,000	\$ 4,000
\$30 to \$40,000	2	\$ 10,000	\$ 20,000
\$40 to \$50,000	3	\$ 12,000	\$ 36,000
\$50 to \$60,000	3	\$ 15,000	\$ 45,000
Over \$60,000 (below)	1	35%	\$ 28,000
Total:	10		\$ 133,000

Management Positions	Annual Salary Level*
Over \$60,000	
2nd Manager @ \$80k/year	\$80,000
	\$0
Total Salaries:	\$80,000

* Calculations based on salaries provided without non-mandatory benefits.

Project KW provides employee health and dental insurance coverage and contributes to an IRA for employees. They pay for half of a family YMCA membership for employees, pay for cell phones, and provide two weeks of paid vacation the first year and sick days.

Capital Investment Incentive – up to \$147,750 paid over 3 years at 15% of company's actual costs estimated at \$935,000 for facility purchase and other improvements including installation of an elevator at \$250,000. Also included is 10% of actual costs for equipment purchases estimated to be \$75,000:

Capital Investment Incentives - Project KW			
Investment:		Incentives %	Incentives Total
Land and/or Building Purchase	\$ 385,000	15%	\$ 57,750
Building Improvements	\$ 550,000	15%	\$ 82,500
Capital Equipment	\$ 75,000	10%	\$ 7,500
Site Development Costs	\$ -	10%	\$ -
Total:	\$ 1,010,000		\$ 147,750

FISCAL IMPACT

Job Creation incentive	\$133,000
Capital Investment incentive	<u>\$147,750</u>
TOTAL	\$280,750

STAFF RECOMMENDATION

Staff recommends approval of resolution DCOA-2014.34 authorizing an incentive package Project KW totaling \$280,750 paid over 3 years in exchange for new job creation of 10 and capital investment of up to \$1,010,000.

ATTACHMENTS

Resolution DCOA-2014.34

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RESOLUTION NO. DCOA-2014.34

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (DCOA), ABILENE, TEXAS, AUTHORIZING ASSISTANCE FOR PROJECT KW.

WHEREAS, since 2004, Project KW has provided network assessments for voice, video & data, full service I.T. outsourcing, security solutions, advanced solutions for LAN/WAN and server monitoring, optimization and compression, network monitoring, SCADA solutions, VoIP, video conferencing, storage solutions and virtualization; and,

WHEREAS, the company has offices in Abilene, Dallas/Ft Worth and Midland/Odessa employing 10 in Abilene with most earning over \$40,000/year; and,

WHEREAS, Project KW is planning for growth, wishes to own its own building, and is under contract to purchase a downtown building with a second floor and basement; and,

WHEREAS, the former occupant used the second floor for storage so they weren't required to install an elevator; however, Project KW plans to use the second floor for offices so an elevator will be required and is a major cost of renovation; and,

WHEREAS, the company has an eligible North American Industry Classification System (NAICS) code of 541512 (Computer Systems Design Services) and qualifies for DCOA assistance because a majority of their products and services are sold outside the Abilene region; and,

WHEREAS, staff requests the DCOA authorize an assistance package totaling \$280,750 for Project KW for new job creation and capital investment.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

PART 1. DCOA hereby authorizes financial assistance for Project KW in the amount of Two Hundred Eighty Thousand Seven Hundred Fifty and no/100's Dollars (\$280,750) as follows:

Job Creation Incentive – \$133,000 paid over 3 years for 10 new positions in addition to the existing 10 jobs as follows:

Annual Salary Level*	Number of Jobs	Incentives per Job	Incentives Total
Under \$15,000	0	\$ 1,000	\$ -
\$15 to \$20,000	0	\$ 2,000	\$ -
\$20 to \$30,000	1	\$ 4,000	\$ 4,000
\$30 to \$40,000	2	\$ 10,000	\$ 20,000
\$40 to \$50,000	3	\$ 12,000	\$ 36,000
\$50 to \$60,000	3	\$ 15,000	\$ 45,000
Over \$60,000 (below)	1	35%	\$ 28,000
Total:	10		\$ 133,000

Management Positions	Annual Salary Level*
Over \$60,000	
2nd Manager @ \$80k/year	\$80,000
	\$0
Total Salaries:	\$80,000

* Calculations based on salaries provided without non-mandatory benefits.

Project KW provides employee health and dental insurance coverage and contributes to an IRA for employees. They pay for half of a family YMCA membership for employees, pay for cell phones, and provide two weeks of paid vacation the first year and sick days.

Capital Investment Incentive – up to \$147,750 paid over 3 years at 15% of company's actual costs estimated at \$935,000 for facility purchase and other improvements including installation of an elevator at \$250,000. Also included is 10% of actual costs for equipment purchases estimated to be \$75,000:

Investment:		Incentives %	Incentives Total
Land and/or Building Purchase	\$ 385,000	15%	\$ 57,750
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Site Development Costs	\$ -	10%	\$ -
Total:	\$ 1,010,000		\$ 147,750

PART 2. Funding under this resolution is contingent upon execution of all necessary agreements. The funding commitment authorized under this resolution shall expire without notice 180 days from the date of adoption of same unless all required documents and agreements are executed prior to that expiration date or the commitment herein is extended in writing by the DCOA.

PART 3. The Chief Executive Officer of the Development Corporation of Abilene, Inc. is hereby authorized to negotiate, enter into and execute a final contract and all other related documents on behalf of the DCOA.

ADOPTED this the 10th day of June, 2014.

ATTEST:

 Dani Ramsay
 Secretary/Treasurer

 Dave Copeland
 President

APPROVED:

 T. Daniel Santee, City Attorney

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DEVELOPMENT CORPORATION OF ABILENE, INC.

BOARD AGENDA

MEETING DATE: June 10, 2014

PROJECT: 2014 Standing Committee Appointments

STAFF: Dave Copeland, President

GENERAL INFORMATION:

Each year, the DCOA President appoints standing committee members to serve for one-year terms. The standing committees include the Project Evaluation Committee, which reviews performance reports on the DCOA's contract agencies, and the Budget & Finance Committee, which recommends a budget for the DCOA.

SPECIAL CONSIDERATIONS:

The two committees being reappointed today typically meet one time each year during the budget process (July or August).

FUNDING/FISCAL IMPACT:

None.

STAFF RECOMMENDATION:

None.

ATTACHMENT:

Committee chart for 2014

DEVELOPMENT CORPORATION OF ABILENE, INC.

STANDING COMMITTEES

(Committees appointed by Dave Copeland on 6-10-14)

(Revised on 6-04-14)

BUDGET & FINANCE COMMITTEE

	2013	2014
1	Board Member (Dani Ramsay)*	Board Member (Marelyn Shedd)*
2	Board Member (Dave Copeland)*	Board Member (John Beckham)*
3	Ron Butler First Financial Bank-Abilene	Yvonne Batts Batts Communication
4	John Stearns Quail Well Service	John Stearns Quail Well Service
5	Ray Ferguson Condley and Company	Ray Ferguson Condley and Company
6	Tucker Bridwell Mansefeldt Investment Corp.	Tucker Bridwell Mansefeldt Investment Corp.
7	Mike Schweikhard Atmos Energy	Mike Schweikhard Atmos Energy

PROJECT EVALUATION COMMITTEE

	2013	2014
1	Board Member (Dani Ramsay)*	Board Member (Marelyn Shedd)*
2	Board Member (Dave Copeland)*	Board Member (John Beckham)*
3	Ron Butler First Financial Bank-Abilene	Yvonne Batts Batts Communication
4	John Stearns Quail Well Service	John Stearns Quail Well Service
5	Ray Ferguson Condley and Company	Ray Ferguson Condley and Company
6	Tucker Bridwell Mansefeldt Investment Corp.	Tucker Bridwell Mansefeldt Investment Corp.
7	Mike Schweikhard Atmos Energy	Mike Schweikhard Atmos Energy

* Dani Ramsay and Scott Senter will serve as a backup to Marelyn Shedd and John Beckham as board members.

Rev. 6-4-14