



**MICHIGAN BUSINESS DEVELOPMENT PROGRAM
Performance Based Grant - Term Sheet**

The following is a summary of the highlights of the project and basic terms for which the Company desires grant support from the Michigan Strategic Fund ("MSF") under the Michigan Business Development Program ("MBDP"). While the MBDP is operated and funded through the MSF, recommendation for approval of an MBDP incentive award is presented by the Michigan Economic Development Corporation ("MEDC") to the MSF.

Date: 5/23/2012 (replaces Terms Sheet dated February 14, 2012)

- 1. Company Name:** A.G. Simpson (USA), Inc. ("Company" or "Applicant")

- 2. Company Address:** 6640 Sterling Drive South
Sterling Heights, Michigan 48312
www.agsautomotive.com

- 3. Project Address ("Project"):** 6700 18 ½ Mile Road, City of Sterling Heights, Michigan
if different than above 6640 Sterling Drive South, Sterling Heights, Michigan
6690 Sterling Drive North, Sterling Heights, Michigan
6710 Sterling Drive North, Sterling Heights, Michigan

- 4. MBDP Incentive Type:** Performance Based Grant

- 5. Maximum Amount of MBDP Incentive:** Up to \$900,000 ("MBDP Incentive Award")

- 6. Base Employment Level** 51 The number of jobs currently maintained in Michigan by the Company based on data submitted by the Company to the MEDC reflecting the Company's statewide employment level in Michigan prior to the proposed project. The Base Employment Level, including identification of the Company data used to establish this level, shall be included in the final MBDP Incentive Award agreement ("Agreement") between the MSF and the Company.

- 7. Total Qualified New Job Creation:** 90 The minimum number of total Qualified New Jobs the Company shall be required to create in Michigan (above the Base Employment Level), in addition to satisfying other milestones if applicable, to be minimally eligible to receive the full amount of the MBDP Incentive Award. Each Qualified New Job must be performed for consideration by a Michigan resident (whose Michigan income taxes are withheld as required), and each Qualified New Job must be in excess of
(above Base Employment Level)

Michigan Economic Development Corporation

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the Base Employment Level. The final terms and conditions of the requirements for the minimum number of Qualified New Jobs that must be created, including provisions addressing disbursements of portions of the MBDP Incentive Award, and the effects of short term layoffs, furloughs, or similar gaps in employment on the required minimum hours per week, shall be included in the final Agreement.

a. **Start Date for Measurement of Creation of Qualified New Jobs:** January 1, 2012

8. **Company Investment:** Up to \$21.2 million in the purchase of a building, machinery & equipment, pollution control equipment, renovations and other expenses.

9. **Municipality supporting the Project:** City of Sterling Heights

a. **Municipality Support.** One of the conditions of execution of the final Agreement is the requirement that the municipality shall have committed to provide: a property tax abatement. The final terms and conditions demonstrating this support shall be included in the final Agreement.

10. Disbursement Milestones:

The final terms and conditions of each of the disbursements of any portion of the MBDP Incentive Award shall be included in the final Agreement, including that before any disbursement is made to the Company, the Company must have maintained: (i) the Base Employment Level (exclusive of the number of Qualified New Jobs then created) and (ii) any Qualified New Jobs created for which disbursements by the MSF have been made, and must otherwise be in compliance with all terms and conditions of the final Agreement, and further shall include:

a. **Disbursement Milestone 1:** Up to \$150,000 Upon demonstrated creation of 15 Qualified New Jobs above the Base Employment Level and verification of final approval of municipality support, by no later than June 30, 2013.

b. **Disbursement Milestone 2:** Up to \$250,000 Upon completion of Disbursement Milestone 1, and upon demonstrated creation of 25 additional Qualified New Jobs above the Base Employment Level, by no later than December 31, 2013.

c. **Disbursement Milestone 3:** Up to \$200,000 Upon completion of Disbursement Milestone 1 and Disbursement Milestone 2, and upon demonstrated creation of 20 additional Qualified New Jobs above the Base Employment Level, by no later than June 30, 2014.

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| d. Disbursement Milestone 4: | Up to \$150,000 | Upon completion of Disbursement Milestone 1, Disbursement Milestone 2, and Disbursement Milestone 3, and upon demonstrated creation of 15 additional Qualified New Jobs above the Base Employment Level, by no later than September 30, 2014. |
| e. Disbursement Milestone 5: | Up to \$150,000 | Upon completion of Disbursement Milestone 1, Disbursement Milestone 2, Disbursement Milestone 3, and Disbursement Milestone 4, and upon demonstrated creation of 15 additional Qualified New Jobs above the Base Employment Level, by no later than December 31, 2014. |

11. **Term of Agreement:** Execution of Agreement to December 31, 2016

12. **Repayment Provisions:**

Repayment provisions are required by law. The Repayment terms and conditions will be effective through the Term of the Agreement and shall be defined in the final Agreement. The final repayment provisions may require repayment of some or all of the disbursements made by the MSF, including if the Company moves 25% or more of their employees or operations for the Project out of Michigan, if the Company fails to maintain the Base Employment Level in Michigan, if the Company fails to maintain the Qualified New Jobs incented by this Award.

13. **Reporting Requirements:**

Periodic reporting will be required with this program. The detailed information needed from the Company will be included in the final Agreement, but will include Project reporting for such things as: amount of proposed incentive, amount of actual incentive received by Company; amount of proposed and actual investment made by Company for Project; the committed number of new jobs and the actual number of new jobs created as a result of the Project; the educational attainment of the employees hired; the number of new patents, copyrights, or trademarks applied for and issued to the Company; the number of licensing agreements by the Company and the number of such licensing agreements entered into by the Company with Michigan based firms; and any products commercialized by the Company.

14. **Public Announcements:**

The Company shall not make, or cause, any announcement of the proposed MBDP Incentive Award parameters outlined in this letter before the date of approval by the MSF of the MBDP Incentive Award, unless prior authorized and coordinated with the MEDC.

Any final MBDP Incentive Award is contingent upon several factors, including: (i) submission by the Company of a completed application and all other documentation required under the MBDP (ii) satisfactory municipality support (iii) available MSF funding (iv) completion of financial review, business integrity review, required background checks, and other business and legal review and due diligence as required, and the results of which must be satisfactory the MEDC, the MSF, and as applicable, the Chief Compliance Officer, (v) approval of an award by the MSF, and (vi) execution of a final Agreement containing the established milestones, repayment terms, reporting requirements, and all other detailed terms and conditions, required by the MSF.

If the Company is interested in the MEDC pursuing a recommendation to the MSF for a possible MBDP Incentive Award for the Company along the above parameters, please sign and date this Term Sheet. If the MEDC does not receive the signed Term Sheet from the Company by May 24, 2012, the MEDC may not be able to proceed with any recommendation to the MSF. Further, the Company understands that this Project will not be recommended to the MSF until the Project location is secured.

A.G. Simpson (USA), Inc.

By: Mirville Serr

Its: DIRECTOR FINANCE

Dated: MAY 23, 2012

Acknowledged as received by:

Michigan Economic Development Corporation

By: Stacy Boneman

Its: Regional Project Manager

Dated: May 23, 2012