

# KENTUCKY ECONOMIC DEVELOPMENT FINANCE AUTHORITY

## BOARD MEETING

July 27, 2023

## MINUTES

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### Call to Order

The Kentucky Economic Development Finance Authority (KEDFA) convened in person and virtually at 10:00 a.m. on July 27, 2023, at the Cabinet for Economic Development, Old Capitol Annex, Board of Directors Conference Room, 300 West Broadway in Frankfort, Kentucky.

### Notification of Press

Jean R. Hale, Chairman, received verification that the media had been notified of the KEDFA regular monthly board meeting.

### Roll Call

Jean R. Hale, J. Don Goodin, Secretary Holly Johnson Proxy Geri Grigsby, Tucker Ballinger, Chad Miller and Mike Cowles

**Staff Present:** Raven Aiken, Tim Back, Tim Bates, David Brock, Phyllis Bruning, John Buchanan, Ashlee Chilton, Brandon Combs, Michael Crabtree, Rachael Dever, Colin Dodd, Danielle Dunmire, Michelle Elder, Ellen Felix, Joseph Gearon, Jansen Hammock, William Henderson, Malcolm Jollie, Matthew Jordan, Marilyn LeBourveau, Jacob Leigh, Keaton Lowe, Andy Luttner, Brandon Mattingly, Donald McDowell, Gabrielle McGee, Craig McKinney, Camryn McManis, Kristine McNeil, Danielle Milbern, Amy Mills, Sydney Montgomery, Scott Moseley, Nasim Moula, Jeff Noel, Kylee Palmer, Cate Prather, Jenny Schenkenfelder, Kristina Slattery, Katie Smith, Christopher Snyder, Beth Sturm, Connor Wall, Matthew Wingate, Dan Wood, Tori Wood, and Ashiq Zaman

**Others Present:** Michael Kalinyak, Hurt, Deckard & May; Mike Herrington, Stites & Harbison; Jamie Brodsky, Stoll Keenon Ogden; Natalie Grubbs, Greater Louisville, Inc.; Jason Slone, Morehead-Rowan County Chamber of Commerce; Stuart Seltman, Matrix Pack North America; Reid Pittard, Augusta Distillery Rickhouses LLC; Melissa Perry and Kaitlin Craigmyle, Office of Financial Management; Christian Howard and Ron Bunch, Bowling Green Chamber of Commerce; Soozie Eastman, 502Film; Amy Kennedy, Buffalo Trace Area Development District; Devon Stansbury, BE NKY; Lucas Witt, Jeff Hodges, Rick Smith, August Boden, Andrew Belcher, and Falon McFarland

### Approval of Minutes

Chairman Hale entertained a motion to approve the minutes from the June 29, 2023 regular KEDFA board meeting.

Chad Miller moved to approve the minutes, as presented; Mike Cowles seconded the motion. Motion passed; unanimous.

### Approved/Undisbursed Report

Chairman Hale called on Katie Smith to review the approved/undisbursed report. After review, the Authority accepted the report as presented.

## **Financial Statements and Monitoring Reports**

Chairman Hale called on Katie Smith to review the financial statements and monitoring reports. After review, the Authority accepted the statements and reports as presented.

## **Kentucky Product Development Initiative (KPDI-EDF)**

Chairman Hale called on Staff to present the KPDI-EDF projects to the Authority.

### **City of Madisonville Hopkins County**

**Ashlee Chilton  
Raven Aiken**

Ashlee Chilton stated the Hopkins County Fiscal Court on behalf of the City of Madisonville is seeking to transform a 72-acre property on Rose Creek Road into the largest shovel-ready site in Hopkins County. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Raven Aiken stated the Hopkins County Fiscal Court requested the use of \$1,104,013 in KPDI-EDF program funds for the benefit of the City of Madisonville. The project investment is \$21,791,460 and the proposed KPDI-EDF funds will be used to offset costs associated with this project.

In accordance with KRS 154.12-100, KEDFA's approval of this grant is subject to CED's receipt of the Secretary of the Kentucky Finance and Administration Cabinet's concurrence to CED's use of the funds for this project. Raven Aiken stated the Secretary's concurrence had been received.

Chad Miller moved to approve the staff recommendation, as presented; Mike Cowles seconded the motion. Motion passed; unanimous.

### **Augusta-Brooksville-Bracken County Industrial Development Authority Bracken County**

**Ashlee Chilton  
Raven Aiken**

Ashlee Chilton stated the Bracken County Fiscal Court on behalf of the Augusta-Brooksville-Bracken County Industrial Development Authority is seeking to improve water lines on property within the Bracken County Industrial Park. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Raven Aiken stated the Bracken County Fiscal Court requested the use of \$204,163 in KPDI-EDF program funds for the benefit of the Augusta-Brooksville-Bracken County Industrial Development Authority. The project investment is \$408,326 and the proposed KPDI-EDF funds will be used to offset costs associated with this project.

In accordance with KRS 154.12-100, KEDFA's approval of this grant is subject to CED's receipt of the Secretary of the Kentucky Finance and Administration Cabinet's concurrence to CED's use of the funds for this project. Raven Aiken stated the Secretary's concurrence had been received.

Don Goodin moved to approve the staff recommendation, as presented; Mike Cowles seconded the motion. Motion passed; unanimous.

### **Flemingsburg-Fleming County Industrial Development Authority Fleming County**

**Colin Dodd  
Michelle Elder**

Colin Dodd stated the Fleming County Fiscal Court on behalf of the Flemingsburg-Fleming County Industrial Development Authority will assist in site preparation of a Build Ready Pad and road improvements with Industrial Park. KU/LGE and FFCIA Funds will be used to

provide match to the KPDI Funds. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Michelle Elder stated the Fleming County Fiscal Court requested the use of \$366,570 in KPDI-EDF program funds for the benefit of the Flemingsburg-Fleming County Industrial Development Authority. The project investment is \$733,140 and the proposed KPDI-EDF funds will be used to offset costs associated with this project.

In accordance with KRS 154.12-100, KEDFA's approval of this grant is subject to CED's receipt of the Secretary of the Kentucky Finance and Administration Cabinet's concurrence to CED's use of the funds for this project. Michelle Elder stated the Secretary's concurrence had been received.

Don Goodin moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

**Somerset Pulaski Economic Development Authority, Inc.  
Pulaski County**

**John Buchanan  
Joseph Gearon**

John Buchanan stated the City of Somerset on the behalf of the Somerset Pulaski Economic Development Authority is performing due diligence, infrastructure extensions, site preparation, and road improvements to attract industry. The Somerset Pulaski Economic Development Authority will provide the match to the KPDI funds. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Joseph Gearon stated the City of Somerset requested the use of \$1,580,662 in KPDI-EDF program funds for the benefit of the Somerset Pulaski Economic Development Authority, Inc. The project investment is \$11,832,527 and the proposed KPDI-EDF funds will be used to offset costs associated with this project.

In accordance with KRS 154.12-100, KEDFA's approval of this grant is subject to CED's receipt of the Secretary of the Kentucky Finance and Administration Cabinet's concurrence to CED's use of the funds for this project. Joseph Gearon stated the Secretary's concurrence had been received.

Mike Cowles moved to approve the staff recommendation, as presented; Don Goodin seconded the motion. Motion passed; unanimous.

**MMRC Regional Industrial Development Authority  
Rowan County**

**Scott Moseley  
Joseph Gearon**

Scott Moseley stated Menifee County Fiscal Court on behalf of MMRC Regional Industrial Development Authority is performing infrastructure improvements to attract industry at the MMRC Regional Industrial Park. This is a regional project with support from Menifee, Morgan and Rowan counties and the MMRC Regional Industrial Development Authority will provide the matching funds. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Joseph Gearon stated the Menifee County Fiscal Court requested the use of \$148,578 in KPDI-EDF program funds for the benefit of the MMRC Regional Industrial Development Authority. The project investment is \$404,810 and the proposed KPDI-EDF funds will be used to offset costs associated with this project.

In accordance with KRS 154.12-100, KEDFA's approval of this grant is subject to CED's receipt of the Secretary of the Kentucky Finance and Administration Cabinet's concurrence to CED's use of the funds for this project. Joseph Gearon stated the Secretary's concurrence had been received.

Chad Miller moved to approve the staff recommendation, as presented; Mike Cowles seconded the motion. Motion passed; unanimous.

### **Kentucky Reinvestment Act (KRA) Project (Amendment)**

Chairman Hale called on Staff to present a KRA preliminary project to the Authority.

#### **Saputo Cheese USA Inc. Calloway County**

**Danielle Dunmire**

Danielle Dunmire stated Saputo Dairy Foods USA, LLC received final approval for KRA project #20951 on September 27, 2018. On March 27, 2023, pursuant to a Certificate of Merger filed with the Delaware Secretary of State, Saputo Dairy Foods USA, LLC merged into Saputo Cheese USA Inc. effective on March 31, 2023 at 11:59pm. In accordance with the Merger, the Company has requested that Saputo Cheese USA Inc. be designated as the Approved Company under the Program. All other aspects of the Project remain the same..

Staff recommended approval of the KRA amendment request.

Don Goodin moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

### **Kentucky Business Investment (KBI) Projects (Amendment)**

Chairman Hale called on Staff to present the KBI project amendments to the Authority.

#### **EBY-Brown Company, LLC Bullitt County**

**Donald McDowell**

Donald McDowell stated EBY-Brown Company, LLC is requesting an Amended and Restated Tax Incentive Agreement to reflect the new "full-time" employee definition (KEDFA resolution 2021-0624) regarding remote employees and inclusion of an "Affiliate" CME Transco, LLC for the purposes of KBI job creation and KBI wage assessments retroactively to January 1, 2023.

Staff recommended approval of the KBI amendment request.

Chad Miller moved to approve the staff recommendation, as presented; Don Goodin seconded the motion. Motion passed; unanimous.

#### **HDT Expeditionary Systems, Inc. Boone County**

**Beth Sturm**

Beth Sturm stated HDT Expeditionary Systems, Inc. received final approval on March 25, 2021 for a project to expand its engineering and manufacturing facility in Florence. The project activated March 25, 2023. The company's employees are paid through an affiliated entity, Hunter Defense Technologies, Inc. (Hunter Defense), and the company has requested that Hunter Defense be added as an Approved Affiliate to enable the employees to be included in the project. The company also wishes to adopt the revised definition of "Full-time job" as approved by KEDFA Resolution 2021-0624. All other aspects of the project remain the same.

Staff recommended approval of the KBI amendment request.

Chad Miller moved to approve the staff recommendation, as presented; Tucker Ballinger seconded the motion. Motion passed; unanimous.

### **Kentucky Enterprise Initiative Act (KEIA) Projects (Extension)**

Chairman Hale called on Staff to present the KEIA extension requests to the Authority.

Rachael Dever stated 5 companies requested additional time to complete the projects and asked that all 5 be presented as one motion.

<b><u>Company</u></b>	<b><u>County</u></b>	<b><u>Extension</u></b>
Tyson Processing Services, Inc.	Warren	3 Months
Campari America LLC	Anderson	12 Months
Harbor Steel & Supply Corp	Warren	12 Months
HHO Carbon Clean Systems, LLC	McCracken	12 Months
Orchard Place, LLC	Jefferson	12 Months

Staff recommended approval of the KEIA extension requests.

Don Goodin moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

### **KEIA Projects**

Chairman Hale called on Staff to present the KEIA projects to the Authority.

#### **DHL Express (USA), Inc Boone County**

**Malcolm Jollie  
Raven Aiken**

Malcolm Jollie stated DHL Express (USA), Inc provides reliable and punctual door-to-door deliveries of time-critical documents and goods in more than 220 countries and territories. The company is considering a new aircraft maintenance facility in Erlanger on a site adjacent to the DHL hub at CVG airport.

Raven Aiken stated the project investment is \$174,812,000 of which \$90,938,100 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$1,000,000 for construction materials and building fixtures.

Tucker Ballinger moved to approve the staff recommendation, as presented; Mike Cowles seconded the motion. Motion passed; unanimous.

#### **Toyota Boshoku Kentucky, LLC Marion County**

**Malcolm Jollie  
Raven Aiken**

Malcolm Jollie stated Toyota Boshoku Kentucky, LLC, established in 2011, is a manufacturer of automotive door trim and injection molded parts. The company is considering expanding its Lebanon location to create additional space to install crane and die-moving machines in order to meet customer demand.

Raven Aiken stated the project investment is \$5,062,172 of which \$2,641,016 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$100,000 for construction materials and building fixtures.

Don Goodin moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

**Buffalo Trace Distillery, Inc.  
Franklin County**

**John Buchanan  
Michelle Elder**

John Buchanan stated Buffalo Trace Distillery, Inc. has been making bourbon whiskey for more than 200 years. The project would include the expansion of its location in Franklin County. The company is considering adding a new boiler and fermenter on site in order to keep up with increased demand.

Michelle Elder stated the project investment is \$38,000,000 of which \$8,500,000 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$250,000 for construction materials and building fixtures.

Mike Cowles moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

**Augusta Distillery Rickhouses LLC  
Bracken County**

**William Henderson  
Michelle Elder**

William Henderson stated Augusta Sweet Water Holdings LLC dba Augusta Distillery LLC located in Bracken County in 2022, at that time the company outsourced its bourbon barrels with hopes of one day being able to own a distillery, to be able to generate its own products. Augusta Distillery Rickhouses LLC is considering constructing several rickhouses to help provide a high-end, Kentucky-sourced bourbon.

Michelle Elder stated the project investment is \$19,415,000 of which \$9,200,000 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$150,000 for construction materials and building fixtures.

Don Goodin moved to approve the staff recommendation, as presented; Tucker Ballinger seconded the motion. Motion passed; unanimous.

**Kentucky Eagle, Inc.  
Fayette County**

**Colin Dodd  
Raven Aiken**

Colin Dodd stated Kentucky Eagle, Inc., established in 1948, is a family-owned business. The company is considering increasing the size of its headquarters to better fulfill the needs of clients and communities served.

Raven Aiken stated the project investment is \$2,949,500 of which \$1,000,000 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$60,000 for construction materials and building fixtures.

Mike Cowles moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

## **KBI (Preliminary) and KEIA Projects**

Chairman Hale called on Staff to present the KBI preliminary and KEIA projects to the Authority.

### **TKC Distilling Co LLC Woodford County**

**Ashlee Chilton  
Raven Aiken**

Ashlee Chilton stated TKC Distilling Co LLC plans to create and launch a new bourbon brand portfolio, including a distillery and warehousing, in Woodford County. The upstart will be guided by three members of the Kentucky Bourbon Hall of Fame that plan to create a unique Kentucky distillery.

Raven Aiken stated the project investment is \$57,119,975 of which \$33,179,975 qualifies as KBI eligible costs and \$11,904,750 qualifies as KEIA eligible costs. The highest job target over the term of the agreement is 43 with an average hourly wage of \$38.52 including benefits. The state wage assessment participation is 2.7% and the City of Versailles and Woodford County will each participate at 0.45%.

Staff recommended preliminary approval of the KBI negotiated tax incentive amount of \$750,000 and the KEIA approved recovery amount of \$300,000 for construction materials and building fixtures.

Tucker Ballinger moved to approve the staff recommendation, as presented; Don Goodin seconded the motion. Motion passed; unanimous.

### **Thai Summit Kentucky Corporation Nelson County**

**Cate Prather  
Michelle Elder**

Cate Prather stated Thai Summit Kentucky Corporation (TSK) has seen growth in its operations since the company's inception in Bardstown in 2016. TSK is considering the expansion of its current manufacturing footprint to help accommodate a newly formed contract with major automotive makers.

Michelle Elder stated the project investment is \$131,137,643 of which \$42,557,643 qualifies as KBI eligible costs and \$23,440,654 qualifies as KEIA eligible costs. The highest job target over the term of the agreement is 78 with an average hourly wage of \$39.60 including benefits. The state wage assessment participation is 1.50% and the City of Bardstown will participate at .50%.

The Company will be required to maintain a base employment equal to the greater of the number of full-time employees subject to Kentucky income tax as of the date of preliminary approval or 216 full-time employees subject to Kentucky income tax, which number is based on the job requirement for the Company's previous KBI project #20970.

Staff recommended preliminary approval of the KBI negotiated tax incentive amount of \$1,500,000 and the KEIA approved recovery amount of \$500,000 for construction materials and building fixtures.

Mike Cowles moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

## **KBI Projects (Preliminary)**

Chairman Hale called on staff to present the KBI preliminary projects to the Authority.

**BeingAI Corporation  
Warren County**

**Colin Dodd  
Raven Aiken**

Colin Dodd stated BeingAI Corporation creates autonomous virtual beings that build long-term engagement and trust with people across devices and media platforms. The company is considering opening a new facility to develop artificial intelligence technologies.

Raven Aiken stated the project investment is \$550,000 of which \$400,000 qualifies as KBI eligible costs. The highest job target over the term of the agreement is 28 with an average hourly wage of \$44.89 including benefits. The state wage assessment participation is 4.5%.

Staff recommended preliminary approval of the KBI negotiated tax incentive amount of \$400,000.

Tucker Ballinger moved to approve the staff recommendation, as presented; Mike Cowles seconded the motion. Motion passed; unanimous.

**Matrix Pack North America LLC  
Boone County**

**Colin Dodd  
Raven Aiken**

Colin Dodd stated Matrix Pack North America is a manufacturer of sustainable and environmentally conscious paper products. The company is considering locating in a new facility in Florence to expand upon production of bio resin and paper straws, cutlery, and to go containers due to increased demand in the market.

Raven Aiken stated the project investment is \$47,900,000 of which \$4,575,000 qualifies as KBI eligible costs. The highest job target over the term of the agreement is 144 with an average hourly wage of \$23.86 including benefits. The state wage assessment participation is 1.2% and Boone County will participate at 0.4%.

The company will be required to maintain a base employment equal to the number of full-time employees subject to Kentucky income tax as of the date of preliminary approval.

Staff recommended preliminary approval of the KBI negotiated tax incentive amount of \$1,000,000.

Chad Miller moved to approve the staff recommendation, as presented; Tucker Ballinger seconded the motion. Motion passed; unanimous.

**KBI Projects (Extension)**

Chairman Hale called on Staff to present the KBI extension requests to the Authority.

Michelle Elder stated 5 companies requested additional time to complete the projects and asked that all 5 be presented as one motion.

<b>Company</b>	<b>County</b>	<b>Extension</b>
Atlas Air, Inc.	Kenton	12 Months
PatienTech LLC	Mason	12 Months
Resonate Foods Limited Liability Company	Lyon	12 Months
Taz Trucking, Inc.	Warren	12 Months
TPB Services, LLC	Bullitt	12 Months

Staff recommended approval of the KBI extension requests.



Tucker Ballinger moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

### **KBI Projects (Final)**

Chairman Hale called on Staff to present the KBI final projects to the Authority.

Raven Aiken stated 2 companies requested KBI final approval, both of which have modifications since preliminary approval.

#### **Modifications:**

##### **Chapin International, Inc.**

##### **Rockcastle**

##### **Manufacturing**

The statewide maintenance requirement has been removed. State wage assessment has been updated to reflect the current rate. All other aspects of the project remain the same.

Staff recommended final approval of the KBI resolutions and tax incentive agreements and the authorization to execute and deliver the documents.

Tucker Ballinger moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed, unanimous.

##### **Fort Dearborn Company**

##### **Jefferson**

##### **Manufacturing**

State wage assessment has been updated to reflect the current rate. All other aspects of the project remain the same.

Staff recommended final approval of the KBI resolutions and tax incentive agreements and the authorization to execute and deliver the documents.

Mike Cowles moved to approve the staff recommendation, as presented; Tucker Ballinger seconded the motion. Motion passed, unanimous.

### **Kentucky Entertainment Incentive (KEI) Projects (Final)**

Chairman Hale called on Staff to present KEI projects to the Authority.

#### **ALBERT PRODUCTIONS LLC**

#### **Tim Bates**

##### **Albert**

Tim Bates stated that ALBERT PRODUCTIONS LLC plans to produce a Feature-Length Film, Albert, in Fayette, Jefferson and Nelson Counties. Production is set to begin as early as August 1, 2023 and is anticipated to end by October 27, 2023. The Company anticipates \$4,204,195 in qualifying payroll expenditures and \$1,816,016 in qualifying non-payroll expenditures for a total of \$6,020,211. The company also anticipates employing 574 Kentucky resident crew members and 34 Non-Kentucky resident crew members for a total production crew of 608.

Staff recommended a total negotiated tax incentive amount of \$1,937,752.

Chad Miller moved to approve the staff recommendation, as presented. Don Goodin seconded the motion. Motion passed; unanimous.

#### **BORN TO LOSE LIMITED PARTNERSHIP**

#### **Tim Bates**

##### **Born To Lose**

Tim Bates stated that BORN TO LOSE LIMITED PARTNERSHIP plans to produce a Feature-Length Film, Born to Lose, in Ballard, Marshall and McCracken Counties.

Production is set to begin as early as September 12, 2023 and is anticipated to end by November 10, 2023. The Company anticipates \$507,605 in qualifying payroll expenditures and \$186,531 in qualifying non-payroll expenditures for a total of \$694,136. The company also anticipates employing 232 Kentucky resident crew members and 25 Non-Kentucky resident crew members for a total production crew of 257.

Staff recommended a total negotiated tax incentive amount of \$242,948.

Don Goodin moved to approve the staff recommendation, as presented. Chad Miller seconded the motion. Motion passed; unanimous.

**FAV FILMS LLC**  
**Brut Force**

**Tim Bates**

Tim Bates stated that FAV FILMS LLC plans to produce a Feature-Length Film, Brut Force, in Jefferson County. Production is set to begin as early as July 27, 2023 and is anticipated to end by February 7, 2024. The Company anticipates \$14,595,246 in qualifying payroll expenditures and \$4,018,416 in qualifying non-payroll expenditures for a total of \$18,613,662. The company also anticipates employing 335 Kentucky resident crew members and 80 Non-Kentucky resident crew members for a total production crew of 415.

Staff recommended a total negotiated tax incentive amount of \$5,719,335.

Mike Cowles moved to approve the staff recommendation, as presented. Tucker Ballinger seconded the motion. Motion passed; unanimous.

**Horntak Valley LLC**  
**Horntak**

**Joseph Gearon**

Joseph Gearon stated that Horntak Valley LLC plans to produce a Feature-Length Film, Horntak, in Barren, Edmonson, Hart and Warren Counties. Production is set to begin as early as September 18, 2023 and is anticipated to end by September 17, 2025. The Company anticipates \$216,982 in qualifying payroll expenditures and \$132,398 in qualifying non-payroll expenditures for a total of \$349,380. The company also anticipates employing 70 Kentucky resident crew members and 30 Non-Kentucky resident crew members for a total production crew of 100.

Staff recommended a total negotiated tax incentive amount of \$122,283.

Don Goodin moved to approve the staff recommendation, as presented. Chad Miller seconded the motion. Motion passed; unanimous.

**War Movie LLC**  
**Murder Company**

**Joseph Gearon**

Joseph Gearon stated that War Movie LLC plans to produce a Feature-Length Film, Murder Company, in Bracken, Harrison, Nicholas, Pendleton and Robertson Counties. Production is set to begin as early as September 15, 2023 and is anticipated to end by November 30, 2023. The Company anticipates \$257,257 in qualifying payroll expenditures and \$79,750 in qualifying non-payroll expenditures for a total of \$337,007. The company also anticipates employing 48 Kentucky resident crew members and 16 Non-Kentucky resident crew members for a total production crew of 64.

Staff recommended a total negotiated tax incentive amount of \$117,952.

Tucker Ballinger moved to approve the staff recommendation, as presented. Mike Cowles seconded the motion. Motion passed; unanimous.

**Whispers Movie LLC**

**Joseph Gearon**

**Whispers In The Walls**

Joseph Gearon stated that Whispers Movie, LLC plans to produce a Feature-Length Film, Whispers In The Walls, in Boyle, Breckinridge, Meade Pendleton and Pulaski Counties. Production is set to begin as early as July 28, 2023 and is anticipated to end by October 1, 2023. The Company anticipates \$200,050 in qualifying payroll expenditures and \$95,925 in qualifying non-payroll expenditures for a total of \$295,975. The company also anticipates employing 59 Kentucky resident crew members and 18 Non-Kentucky resident crew members for a total production crew of 77.

Staff recommended a total negotiated tax incentive amount of \$103,591.

Chad Miller moved to approve the staff recommendation, as presented. Don Goodin seconded the motion. Motion passed; unanimous.

**Kentucky Small Business Tax Credit (KSBTC) Projects**

Chairman Hale called on Staff to present the KSBTC projects to the Authority.

Tim Back stated there are 4 Kentucky small businesses, from 3 counties with qualifying tax credits of \$14,000. The 4 businesses created 4 jobs and invested \$47,630 in qualifying equipment and/or technology.

Mr. Back requested the following tax credits be presented as one motion:

<b>Small Business</b>	<b>County</b>	<b>Beginning Employment</b>	<b>Eligible Positions</b>	<b>Average Hourly Wage</b>	<b>Qualifying Equipment/Technology</b>	<b>Tax Credit Amount</b>
CKF Enterprises, Inc.	Fayette	7	1	\$21.63	\$14,611	\$3,500
Corvin's Furniture & Carpet, LLC	Nelson	25	1	\$29.71	\$6,401	\$3,500
Jay's Electric, Inc.	Marshall	13	1	\$15.00	\$20,000	\$3,500
La Petite Delicat LLC	Fayette	1	1	\$15.00	\$6,618	\$3,500

Staff recommended approval of the tax credits.

Chad Miller moved to approve the staff recommendation, as presented; Tucker Ballinger seconded the motion. Motion passed; unanimous.

**Kentucky Angel Investment Act Projects**

Chairman Hale called on Staff to present the Kentucky Angel Investment Act projects to the Authority.

Tim Back stated there is 1 Kentucky Angel Investment Act project representing 1 Kentucky business and 1 investor for a total projected investment of \$50,000 with eligible tax credits of

\$12,500. The investor will have 80 calendar days in which to make the planned investment and submit proof of the investment before receiving the tax credit.

Tim Back requested the following proposed Kentucky Angel Investment tax credits be presented as one motion:

<b>Qualified Investor</b>	<b>Qualified Small Business</b>	<b>County</b>	<b>Projected Investment</b>	<b>Potential Tax Credit</b>
Nathaniel John Simon	Experience Tech, LLC	Jefferson	\$50,000	\$12,500

Staff recommended approval of the proposed Angel Investment tax credits.

Don Goodin moved to approve the staff recommendation, as presented; Chad Miller seconded the motion. Motion passed; unanimous.

### **Closed Session**

Pursuant to KRS Section 61.810 (1) (c) and (g), Chairman Hale entertained a motion to go into closed session to discuss proposed or pending litigation against or on behalf of the public agency and also to discuss a specific business proposal relating to an existing Grant, the open discussion of which would jeopardize the site, retention, expansion or upgrade of the business.

Tucker Ballinger moved to enter closed session; Chad Miller seconded the motion. Motion passed; unanimous.

The board entered closed session at 10:51 a.m.

### **Regular Session**

Chairman Hale entertained a motion to return to Regular Session.

Don Goodin moved to return to regular session; Mike Cowles seconded the motion. Motion passed; unanimous.

The board returned to regular session at 11:21 a.m.

### **Other Business**

#### **Quarterly Report - Kentucky Small Business Credit Initiative (KSBCI)**

Chairman Hale called on Matt Jordan to review the KSBCI Quarterly Funding Reports for the period ending June 30, 2023. After review, the Authority accepted the reports as presented.

#### **KEI Program Guideline Update**

Chairman Hale called on Kylee Palmer to review the KEI Program Guideline updates.

Kylee Palmer stated House Bill 303 was signed into law during the 2023 Regular Session of the General Assembly updating the KEI program. Staff incorporated the changes into the proposed updated guidelines and recommended approval.

Don Goodin moved to approve the staff recommendation, as presented; Tucker Ballinger seconded the motion. Motion passed; unanimous.

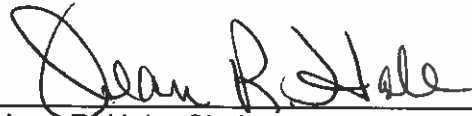
### **Adjournment**

There being no further business, Chairman Hale entertained a motion to adjourn.

Chad Miller moved to adjourn the July KEDFA board meeting; Mike Cowles seconded the motion. Motion passed; unanimous.

The meeting adjourned at 11:27 a.m.

**APPROVED  
PRESIDING OFFICER:**

A handwritten signature in cursive script that reads "Jean R. Hale". The signature is written in black ink and is positioned above a horizontal line.

Jean R. Hale, Chairman