

KENTUCKY ECONOMIC DEVELOPMENT FINANCE AUTHORITY

BOARD MEETING

October 26, 2023

MINUTES

Call to Order

The Kentucky Economic Development Finance Authority (KEDFA) convened in person and virtually at 10:00 a.m. EDT on October 26, 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, Chad Miller, Mike Cowles and Naashom Marx

Staff Present: Raven Aiken, Tim Back, Tim Bates, David Brock, John Buchanan, Sarah Butler, Brandon Combs, Michael Crabtree, Rachael Dever, Colin Dodd, Danielle Dunmire, Michelle Elder, Ellen Felix, Joseph Gearon, Jansen Hammock, Krista Harrod, William Henderson, Matt Jordan, Craig Kelly, Molly Lancaster, Jacob Leigh, Shannon MacDonald, Brandon Mattingly, Gabrielle McGee, Camryn McManis, Danielle Milbern, Sydney Montgomery, Nasim Moula, Jeff Noel, Kylee Palmer, Corky Peek, Bradley Popp, Cate Prather, Jennifer Schenkenfelder, Kristina Slattery, Katie Smith, Christopher Snyder, Beth Sturm, Maurice Walker, Connor Wall, Matthew Wingate, Dan Wood, Victoria Wood, Colin Wright, Michael Yoder and Ashiq Zaman

Others Present: Michael Kalinyak, Hurt, Deckard & May; Mike Herrington, Stites & Harbison; Alex Staffieri, Stoll Keenon Ogden; Robby Burgan, Crowe; Caroline Oyler, Papa John's International; Dan Kanabroski, Warren Technology; Susan van de Merwe, Bosch Berries; Jeff VanHook, Rockcastle County Industrial Development Authority; Matt Zoellner, Scott, Murphy and Daniel; Shannon Wright, Brothers Wright Distilling Co; Casner Wheelock, Grey Ice Higdon, PLLC; Brooklyn Leep, Marion County Economic Development; Niki Goldey, Commerce Lexington; Charles Mims and Casey Dunn

Approval of Minutes

Chairman Hale entertained a motion to approve the minutes from the September 28, 2023 regular KEDFA board meeting.

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

Approved/Undisbursed Report

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

Financial Statements and Monitoring Reports

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

Kentucky Investment Fund Act (KIFA) Project

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

Awesome Fund I LLC Fayette County

Joseph Gearon

Joseph Gearon stated the Awesome Fund I LLC is a venture capital firm focused on investing in pre-seed and seed stage startups located in Kentucky. The Awesome Fund I LLC's mission is to identify and support innovative and promising early-stage companies that have the potential to drive economic growth and create lasting impact in their region.

The proposed fund manager, Keith McMunn, is currently the Director of Entrepreneurship at Awesome Inc and Managing Partner of the Awesome Fund I LLC.

KIFA limits the maximum allowable tax credit up to 25% of cash contributions to the fund. To date, the fund manager has secured \$1,300,000 in committed cash contributions from 9 investors and expects a maximum committed cash contribution amount of \$8,000,000.

KIFA requires no less than four investors, none of which may have a capital interest in more than 40 percent of the investment fund's total capitalization, and no less than \$500,000 in committed cash contributions.

Awesome Fund I LLC meets the minimum requirements of the KIFA Program for presentation and consideration for approval by KEDFA for tax credits under the program. The tax credits are allocated to individual investors based upon evidence that the fund has made eligible investments as defined by statute.

Staff recommends Mr. McMunn for approval as Fund Manager and that a maximum of \$1,000,000 in KIFA tax credits be allocated to the fund.

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

Kentucky Product Development Initiative (KPDI-EDF)

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

West Kentucky Regional Riverport Authority, Inc. Ballard County

**Corky Peek
Michelle Elder**

Corky Peek stated the Ballard County Fiscal Court on behalf of the West Kentucky Regional Riverport Authority, Inc. is seeking to develop acreage on the riverport property for a new Kentucky riverport. This is a regional project with support from Ballard and Carlisle counties. 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 Ballard County Fiscal Court requested the use of \$300,000 in KPDI-EDF program funds for the benefit of the West Kentucky Regional Riverport Authority, Inc. The project investment is \$600,000 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.

Staff recommended approval of the KPDI-EDF request.

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

**Paducah McCracken County Industrial Development Authority
McCracken County**

**Corky Peek
Michelle Elder**

Corky Peek stated the McCracken County Fiscal Court on behalf of the Paducah McCracken County Industrial Development Authority is seeking to extend sewers to the Ohio River Triple Rail Site. 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 McCracken County Fiscal Court requested the use of \$500,000 in KPDI-EDF program funds for the benefit of the Paducah McCracken County Industrial Development Authority. The project investment is \$2,551,300 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.

Staff recommended approval of the KPDI-EDF request.

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

**Rockcastle County Industrial Development Authority
Rockcastle County**

**Cate Prather
Brandon Combs**

Cate Prather stated the Rockcastle County Fiscal Court on behalf of the Rockcastle County Industrial Development Authority plans to complete a due diligence study and acquire land to create a regional industrial park. Funds will be provided by Rockcastle and Garrard Counties and Lincoln County is supportive of the project. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Brandon Combs stated the Rockcastle County Fiscal Court requested the use of \$801,000 in KPDI-EDF program funds for the benefit of the Rockcastle County Industrial Development Authority. The project investment is \$1,602,000 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. Brandon Combs stated the Secretary's concurrence had been received.

Staff recommended approval of the KPDI-EDF request.

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

**Marion County Industrial Foundation
Marion County**

**Cate Prather
Brandon Combs**

Cate Prather stated the Marion County Fiscal Court on behalf of the Marion County Industrial Foundation is seeking to build an access road, perform site grading, and complete utility buildout at the industrial park located in Lebanon. Matching funds for this project will be provided by the Marion County Industrial Foundation. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Brandon Combs stated the Marion County Fiscal Court requested the use of \$475,919 in KPDI-EDF program funds for the benefit of the Marion County Industrial Foundation. The project investment is \$1,500,000 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. Brandon Combs stated the Secretary's concurrence had been received.

Staff recommended approval of the KPDI-EDF request.

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

**Stanford-Lincoln County Industrial Development Authority
Lincoln County**

**John Buchanan
Brandon Combs**

John Buchanan stated the Lincoln County Fiscal Court on behalf of Stanford-Lincoln County Industrial Development Authority is seeking to fund two Rowland Industrial Park Build Ready Sites in Lincoln County. The project was identified by an independent site selection consultant as having the potential for future investment/location of an economic development project.

Brandon Combs stated the Lincoln County Fiscal Court requested the use of \$590,008 in KPDI-EDF program funds for the benefit of the Stanford-Lincoln County Industrial Development Authority. The project investment is \$1,231,483 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. Brandon Combs stated the Secretary's concurrence had been received.

Staff recommended approval of the KPDI-EDF request.

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

**Green River Regional Industrial Development Authority, Inc.
Ohio County**

**William Henderson
Joseph Gearon**

William Henderson stated the Ohio County Fiscal Court on behalf of the Green River Regional Industrial Development Authority, Inc. is extending an access road, water, sewer and electric to a site to attract industry. 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 Ohio County Fiscal Court requested the use of \$222,500 in KPDI-EDF program funds for the benefit of the Green River Regional Industrial Development Authority, Inc. The project investment is \$445,000 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.

Staff recommended approval of the KPDI-EDF request.

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

**Danville Boyle County Economic Development Authority
Boyle County**

**John Buchanan
Joseph Gearon**

John Buchanan stated the City of Danville in partnership with the Danville Boyle County Economic Development Authority (DBCEDA) is acquiring land, site improvements, extending a water line extension and road improvements to the Norfolk Southern Site. The City of Danville, Boyle County Fiscal Court and the DBCEDA will provide 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 City of Danville requested the use of \$744,078 in KPDI-EDF program funds for the benefit of the Danville Boyle County Economic Development Authority. The project investment is \$4,510,000 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.

Staff recommended approval of the KPDI-EDF request.

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

**Paradise Park Regional Industrial Development Authority, Inc.
Muhlenberg County**

**John Buchanan
Joseph Gearon**

John Buchanan stated the Muhlenberg County Fiscal Court on behalf of the Paradise Park Regional Industrial Development Authority, Inc. is seeking to further develop the Paradise Regional Industrial Park by acquiring two adjacent properties, as well as develop infrastructure and enhance the appearance of the park to attract business and industry. This is

a regional project with support from Daviess, Hopkins, McLean, Muhlenberg and Ohio counties. 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 Muhlenberg County Fiscal Court requested the use of \$745,000 in KPDI-EDF program funds for the benefit of the Paradise Park Regional Industrial Development Authority, Inc. The project investment is \$1,490,000 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.

Staff recommended approval of the KPDI-EDF request.

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

Local Industrial Bond (IRB) Project

Chairman Hale called on Staff to present the Local IRB project to the Authority.

Sharp Carts LLC Barren County

**Colin Dodd
Michelle Elder**

Michelle Elder stated in accordance with KRS 103.210, the City of Glasgow requested KEDFA review and approve a one hundred percent (100%) reduction in the state ad valorem tax rate on the new location which Sharp Carts LLC proposes to be financed through the issuance of industrial revenue bonds by the City of Glasgow. The company proposed a new location to meet the needs of its clients in Glasgow. The principal amount of the IRB authorization is up to \$15,000,000 for a term of 10 years. A Payment in Lieu of Tax Agreement will be required with the school district.

Staff recommended approval of the requested percentage reduction in the state ad valorem tax rate on the industrial building and equipment proposed to be financed through the issuance of the industrial revenue bonds.

The KEDFA board did not make any type of determination as to the legality of the bonds to be issued by the City of Glasgow, but only approved the reduction on the ad valorem tax rate as provided by KRS 103.200 and KRS 132.020.

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

Local Industrial Bond (IRB) Project (Amendment)

Chairman Hale called on Staff to present the Local IRB project amendment to the Authority.

Lotte Aluminum Materials USA LLC Hardin County

Michelle Elder

On October 27, 2022, Lotte Aluminum Materials USA LLC received final approval for a \$250,000,000 Local Industrial Revenue Bond (LIRB) to construct a facility to manufacture ultra-thin aluminum films used in EV batteries in Elizabethtown, Hardin County.

Subsequent to final approval and prior to bond issuance, the capital investment estimates increased from \$250,000,000 to \$450,000,000.

The company requests an amendment to increase the LIRB amount from \$250,000,000 to \$450,000,000, to reduce the state ad valorem tax rate on the industrial building and equipment proposed to be financed through the issuance of the LIRB.

Staff recommended approval.

Don Goodin moved to approve the staff recommendation, as presented; Naashom Marx 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.

Transport Logistics International, Inc. Ballard County

Rachael Dever

Rachael Dever stated Transport Logistics International, Inc. received Final Approval on August 28, 2014, for a KBI project for this Louisville based transportation management company specializing in cylinder service, storage, and transport. The project was activated on August 17, 2016. Effective February 4, 2022, the Company changed its corporate name to Orano TLI Inc. Subsequently, the Company merged with TN Americas LLC, a Delaware limited liability company, with TN Americas LLC as the surviving entity, effective January 1, 2023.

Also, effective January 1, 2023, the company wishes to adopt the revised definition of full-time job as approved by KEDFA Resolution 2021-0624.

This amendment recognizes TN Americas LLC as the Approved Company for the project and adopts the new full-time job definition. All other aspects of the project remain the same.

Staff recommended approval of the KBI amendment request.

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

Payment Alliance International, Inc. Jefferson County

Beth Sturm

Beth Sturm stated Payment Alliance International, Inc. received Final Approval on October 31, 2013, for a KBI project assisting with the Company's expansion and relocation of its existing headquarters operation in Louisville. The project was activated on January 1, 2014. The Company outgrew its original expansion site and amended its project location in 2017 to a larger leased space at High Wickham Place. Subsequently, effective May 1, 2022, the Company relocated its operations again, to a new leased location at Triton Park Boulevard in Louisville.

This amendment documents the most recent change of the project site and incorporates the new lease in the Tax Incentive Agreement. All other aspects of the project remain the same.

Staff recommended approval of the KBI amendment request.

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

KRA Project (Amendment)

Chairman Hale called on Staff to present the KRA project amendment request to the Authority.

Kellanova USA LLC Pike County

Danielle Dunmire

Kellogg USA Inc. received final approval for KRA project #20013 on June 29, 2017 and on July 26, 2018 KEDFA approved a letter amendment, dated June 12, 2018, changing the Company name to Kellogg USA LLC. On September 27, 2023, pursuant to the terms of a Contribution Agreement, Kellogg USA LLC undertook an internal reorganization resulting in the transfer of the KRA project from Kellogg USA LLC to Kellanova USA LLC. In accordance with the Contribution Agreement, the Company has requested that Kellanova USA LLC be designated as the Approved Company under the Program. All other aspects of the Project remain the same.

Staff recommended approval.

Chad Miller moved to approve the staff recommendation, as presented; Mike Cowles 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.

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

Company	County	Extension
SMS Group, Inc	Meade	3 months
ANP ENERTECH, Inc.	Hardin	12 months
Covenant Manufacturing, LLC	Owen	12 months
Nova Steel, Inc.	Warren	12 months
Post Glover Lifelink, Inc.	Boone	12 months

Staff recommended approval of the KEIA extension requests.

Naashom Marx 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.

Papa John's International, Inc. Jefferson County

**Danielle Milbern
Michelle Elder**

Danielle Milbern stated Papa John's International, Inc. is an international food and restaurant company. The company supplies, services, supports, and operates a company-owned and franchised pizza delivery and carryout restaurants. Papa John's current facility in Jeffersontown includes three buildings. Having shifted to remote or hybrid during the COVID-19 Pandemic, the company began the process of evaluating the need for this facility. This led to the company's evaluation and decision to commit to maintain its presence in the Louisville Metro.

Michelle Elder stated the project investment is \$6,000,000 of which \$3,000,000 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$180,000 for construction materials and building fixtures.

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

**Balluff, Inc.
Kenton County**

**Colin Dodd
Raven Aiken**

Colin Dodd stated that Balluff, Inc. is a manufacturer of automation products for electronic-based devices. To increase efficiency in local operations, the company is considering expanding operations at its Kenton County location.

Raven Aiken stated the project investment is \$2,621,000 of which \$146,640 qualifies as KEIA eligible costs.

Staff recommended the KEIA approved recovery amount of \$75,000 for R&D and/or Electronic Processing Equipment.

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

KBI (Preliminary) and KEIA Project

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

**Brothers Wright Distilling Co LLC
Pike County**

**Cate Prather
Michelle Elder**

Cate Prather stated Brothers Wright Distilling Co LLC is considering opening a distillery in Pike County as well as the addition of barrel storage warehouses. The company hopes to be the world's first Coal Mine Aged bourbon.

Michelle Elder stated the project investment is \$37,889,000, all of which qualifies as KBI eligible costs and \$24,923,000 qualifies as KEIA eligible costs. The highest job target over the term of the agreement is 28 with an average hourly wage of \$30.50 including benefits. The state wage assessment participation is 4.5%.

Staff recommended preliminary approval of the KBI negotiated tax incentive amount of \$850,000 and the KEIA approved recovery amount of \$150,000 for construction materials and building fixtures.

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

KBI Projects (Preliminary)

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

**Chism Machine and Gage, Inc. dba Chism Automation
Pulaski County**

**John Buchanan
Brandon Combs**

John Buchanan stated Chism Machine and Gage, Inc. dba Chism Automation provides robotic and automation machinery for the automotive industry. The company is considering expanding operations in Pulaski County.

Brandon Combs stated the project investment is \$800,000, all of which qualifies as KBI eligible costs. The highest job target over the term of the agreement is 10 with an average hourly wage of \$36.10 including benefits. The state wage assessment participation is 4.5%.

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 \$200,000.

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

**Crown Verity USA Inc.
Warren County**

**Corky Peek
Michelle Elder**

Corky Peek stated Crown Verity USA Inc. is a Canadian-based company that is a leading manufacturer of high-performing outdoor commercial and residential grills and cooking equipment. The company is considering rebuilding its Warren County location and consolidating all company operations to this location.

Michelle Elder stated the project investment is \$9,700,000, all of which qualifies as KBI eligible costs. The highest job target over the term of the agreement is 73 with an average hourly wage of \$44.00 including benefits. The state wage assessment participation is 4.5%.

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 \$1,500,000.

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

**Bosch Berries Kentucky Operations Corp.
Pulaski County**

**Danielle Milbern
Raven Aiken**

Danielle Milbern stated Bosch Berries Kentucky Operations Corp. is a sustainable year-round agribusiness specializing in production of berries in greenhouses. The company is considering locating to a new facility in Pulaski County.

Raven Aiken stated the project investment is \$49,500,000 all of which qualifies as KBI eligible costs. The highest job target over the term of the agreement is 30 with an average hourly wage of \$29.90 including benefits. The state wage assessment participation is 4.5%.

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

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

**Rip Technologies LLC
Clark County**

**William Henderson
Raven Aiken**

William Henderson stated Rip Technologies LLC is a company specializing in the print, manufacturing, and production of art pieces and picture frames. The company is considering locating to a new facility in Clark County.

Raven Aiken stated the project investment is \$3,920,000 of which \$3,820,000 qualifies as KBI eligible costs. The highest job target over the term of the agreement is 50 with an average hourly wage of \$26.00 including benefits. The state wage assessment participation is 2.7% and The City of Winchester will participate at 1%.

Staff recommended preliminary approval of the KBI negotiated tax incentive amount of \$650,000.

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

**Infineon Technologies LLC
Fayette County**

**Colin Dodd
Raven Aiken**

Colin Dodd stated Infineon Technologies LLC is a major supplier of communications, memory, and automotive semiconductors. The company is considering expanding operations in its Fayette County location.

Raven Aiken stated the project investment is \$5,520,000 of which \$3,020,000 qualifies as KBI eligible costs. The highest job target over the term of the agreement is 54 with an average hourly wage of \$65.00 including benefits. The state wage assessment participation is 2.7% and Fayette County will participate at 1%.

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 \$1,250,000.

Don Goodin moved to approve the staff recommendation, as presented; Chad Miller 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 6 companies requested additional time to complete the projects and asked that all 6 be presented as one motion.

Company	County	Extension
Busche Industries Co dba Xtreme Fabrication Retroactive to September 30, 2023	Grayson	12 months
ARGI Financial Group LLC	Jefferson	12 months
Nova Steel USA, Inc.	Warren	12 months
Post Glover Resistors Inc.	Boone	12 months
Post Glover Lifelink Inc.	Boone	12 months
Pounds of Plastic, Inc.	Owen	12 months

Staff recommended approval of the KBI extension requests.

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

KBI Projects (Final)

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

Brandon Combs stated 2 companies requested KBI final approval, both of which have modifications since preliminary approval. Brandon Combs asked that both be presented as one motion.

Modifications:

Danimer Scientific Kentucky, Inc.

Clark

Manufacturing

Total investment and eligible costs have been updated based on the current projections. State wage assessment has been updated to reflect the current rate. All other aspects of the project remain the same.

Setco Sales Company

Boone

Manufacturing

Total investment and eligible costs have been updated based on the current projections. 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, tax incentive agreements and the authorization to execute and deliver the documents.

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

Kentucky Reinvestment Act (KRA) Project (Final)

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

Brown-Forman Distillery, Inc.

Michelle Elder

Jefferson County

Michelle Elder stated Brown-Forman Distillery, Inc. requested final approval of its manufacturing project. There were no modifications to the project since preliminary approval.

The company currently has 44 full-time employees and has expended approximately \$94,218,537 in equipment and related costs of which \$47,109,269 are eligible costs. Brown-Forman Distillery, Inc. is eligible to receive the \$5,000,000 negotiated tax incentive amount as preliminarily approved.

Staff recommended final approval of the KRA resolution, revitalization agreement and the authorization to execute and deliver the documents.

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

Kentucky Entertainment Incentive (KEI) Projects (Final)

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

A Mother's Love Productions, LLC

Tim Bates

A Mother's Love

Mr. Bates stated that A Mother's Love Productions, LLC plans to produce a Feature-length Film, A Mother's Love, in Fayette, Jefferson and Oldham Counties. Production is set to begin as early as October 26, 2023 and is anticipated to end by December 31, 2023. The Company anticipates \$428,650 in qualifying payroll expenditures and \$453,301 in qualifying non-payroll expenditures for a total of \$881,951. The company also anticipates employing 71 Kentucky resident crew members and 11 Non-Kentucky resident crew members for a total production crew of 82.

Staff recommended a total negotiated tax incentive amount of \$ 275,725.

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

Sassy Maids LLC

Raven Aiken

Sassy Maids

Ms. Aiken stated that Sassy Maids LLC plans to produce a Television Program, Sassy Maids, in Oldham, Shelby and Trimble Counties. Production is set to begin as early as November 27, 2023 and is anticipated to end by April 30, 2024. The Company anticipates \$3,392,113 in qualifying payroll expenditures and \$6,291,333 in qualifying non-payroll expenditures for a total of \$9,683,446. The company also anticipates employing 72 Kentucky resident crew members and 68 Non-Kentucky resident crew members for a total production crew of 140.

Staff recommended a total negotiated tax incentive amount of \$3,387,881.

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

Sassy Maids 2 LLC

Raven Aiken

Sassy Maids (Season 2)

Ms. Aiken stated that Sassy Maids 2 LLC plans to produce a Television Program, Sassy Maids (Season 2), in Oldham, Shelby and Trimble Counties. Production is set to begin as early as November 27, 2023 and is anticipated to end by April 30, 2024. The Company anticipates \$3,385,451 in qualifying payroll expenditures and \$6,291,333 in qualifying non-payroll expenditures for a total of \$9,676,784. The company also anticipates employing 69 Kentucky resident crew members and 67 Non-Kentucky resident crew members for a total production crew of 136.

Staff recommended a total negotiated tax incentive amount of \$ 3,385,549.

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

Web Design LLC

Joseph Gearon

Revenger: Revisited

Mr. Gearon stated that Web Design LLC plans to produce a Television Program, Revenger: Revisited, in Oldham, Shelby and Trimble Counties. Production is set to begin as early as

December 4, 2023 and is anticipated to end by May 30, 2024. The Company anticipates \$3,385,114 in qualifying payroll expenditures and \$6,242,131 in qualifying non-payroll expenditures for a total of \$9,627,245. The company also anticipates employing 65 Kentucky resident crew members and 68 Non-Kentucky resident crew members for a total production crew of 133.

Staff recommended a total negotiated tax incentive amount of \$ 3,368,288.

Naashom Marx moved to approve the staff recommendation, as presented. Secretary Holly Johnson 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 15 Kentucky small businesses, from 8 counties with qualifying tax credits of \$112,000. The 15 businesses created 32 jobs and invested \$390,100 in qualifying equipment and/or technology.

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

Small Business	County	Beginning Employment	Eligible Positions	Average Hourly Wage	Qualifying Equipment/ Technology	Tax Credit Amount
Anne-Marie Hogan, CPA, PLLC	Jefferson	5	1	\$19.23	\$7,973	\$3,500
Austin Insurance, Incorporated	McCracken	6	1	\$15.00	\$21,331	\$3,500
BGS Kentucky, LLC	Fayette	2	1	\$17.31	\$5,128	\$3,500
Carpet Specialists, Inc.	Jefferson	28	7	\$27.29	\$29,995	\$24,500
CE Holdings, LLC	Marshall	2	1	\$19.00	\$21,990	\$3,500
Dawn C. Stratton, O.D., P.S.C.	Fayette	4	2	\$15.90	\$70,995	\$7,000
Dental Care By Gretchen E. Kinchen, DMD, PLLC	Fayette	5	1	\$28.00	\$7,747	\$3,500
Dynamic Directions - D2, Inc.	Daviess	7	2	\$41.94	\$7,502	\$7,000
JBK, Inc.	Laurel	10	2	\$16.50	\$44,295	\$7,000
Mansion II Go, Inc.	McCracken	3	1	\$12.00	\$28,990	\$3,500
McCoy Exterminating, Inc.	Daviess	5	2	\$16.50	\$22,950	\$7,000
Slate Creek Contracting Services LLC	Bath	6	2	\$19.47	\$13,500	\$7,000
Sturgeon Collins CPAs, PLLC	Laurel	0	3	\$17.74	\$10,684	\$10,500
Thermal Equipment Sales, Inc.	Fayette	29	4	\$32.65	\$45,350	\$14,000
Wade Flowers Insurance Agency, Inc.	Taylor	5	2	\$18.94	\$51,670	\$7,000

Staff recommended approval of the tax credits.

Naashom Marx moved to approve the staff recommendation, as presented; Mike Cowles 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 are 6 Kentucky Angel Investment Act projects representing 5 Kentucky businesses and 6 investors for a total projected investment of \$300,000 with eligible tax credits of \$75,000. The investor will have 80 calendar days or until December 31, whichever comes first, 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:

Qualified Investor	Qualified Small Business	County	Projected Investment	Potential Tax Credit
Melinda J. Herrera	borderless LLC	Jefferson	\$25,000	\$6,250
Stephen H. Pottinger	Guide Book Outdoors, Inc.	Jefferson	\$50,000	\$12,500
Timothy Michael State	Kyndly Technologies Inc	Jefferson	\$100,000	\$25,000
Salim E. Srouji	Kyndly Technologies Inc	Jefferson	\$50,000	\$12,500
Carlo O. Cruz	ToddCares, Inc	Kenton	\$25,000	\$6,250
Brian T. McDermott	Wendal Inc	Kenton	\$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.

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 September 30th. After review, the Authority accepted the 1.0 and 2.0 reports as presented.

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

Quarterly Report – Letter Amendments / Resolutions

Chairman Hale called on Matthew Wingate to review the Quarterly Amendment Report ending September 30, 2023.

Matthew Wingate stated the Bylaws of the Board of Directors of KEDFA grant authority to the Commissioner of the Department for Financial Services to effectuate minor changes or

modifications to existing agreements with approved companies that do not substantively modify contract terms.

Matthew Wingate noted the following amendments have been executed.

KBI

Douglas Autotech Corporation

Letter Amendment to KBI agreement for company name change

Angel Tax Credit Program

Personal Medicine Plus LLC

Letter Amendment for company change from a limited liability company to a corporation.

Staff recommended the authority accept the amendment report and adopt the resolution to ratify the amendment.

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

Katie Smith stated the combined November/December meeting was scheduled for December 7, 2023.

Adjournment

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

Don Goodin moved to adjourn the October KEDFA board meeting; Secretary Holly Johnson seconded the motion. Motion passed; unanimous.

The meeting adjourned at 11:11 a.m.

**APPROVED
PRESIDING OFFICER:**



Jean R. Hale, Chairman