



CABINET FOR ECONOMIC DEVELOPMENT

Andy Beshear
GOVERNOR

Old Capitol Annex
300 West Broadway
Frankfort, Kentucky 40601

Jeff Noel
SECRETARY

MEMORANDUM

TO: KFLC Members

FROM: Kylee Palmer, Deputy Commissioner
Department for Financial Services

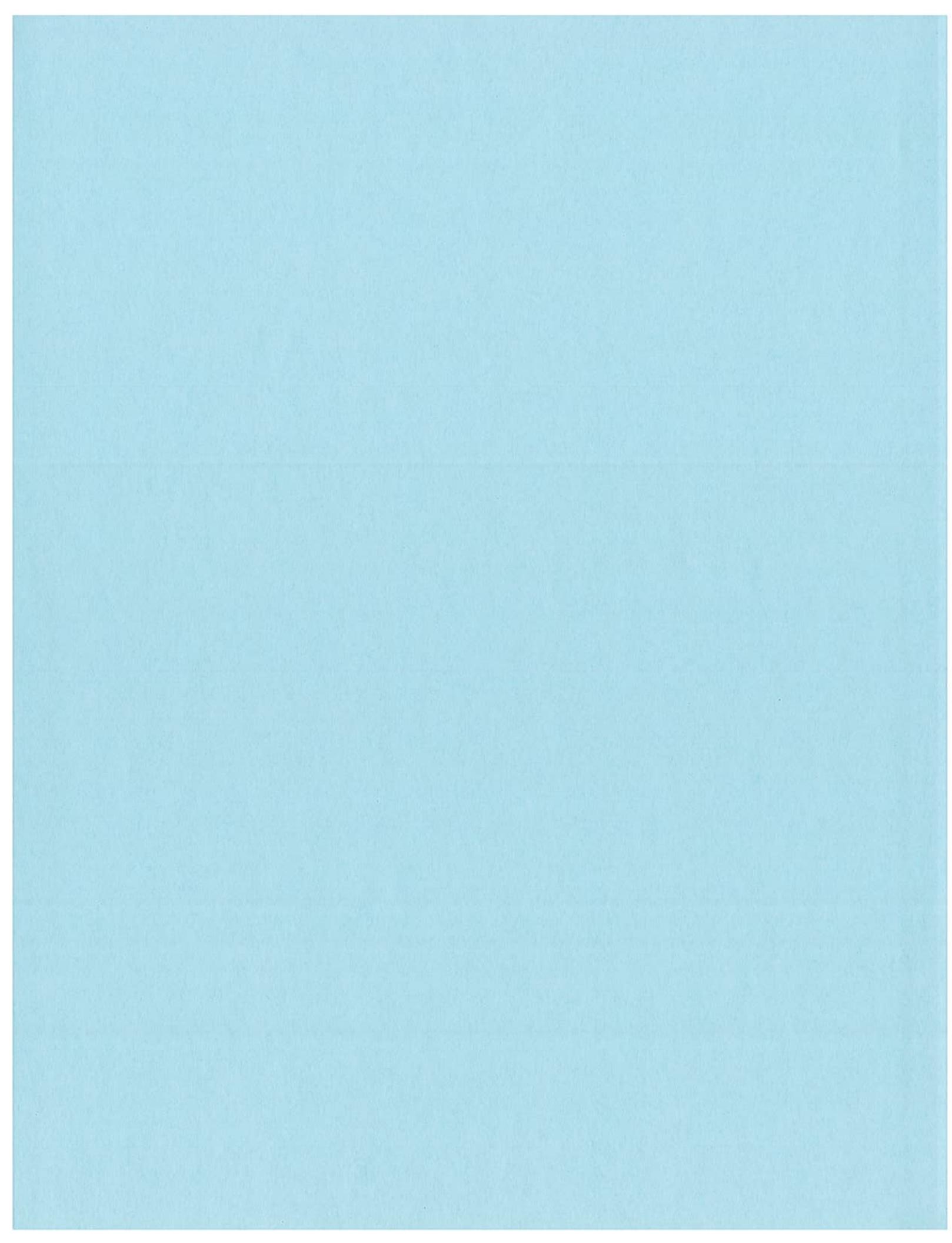
DATE: January 23, 2026

SUBJECT: KFLC Regular Meeting

The Kentucky Film Leadership Council's meeting is scheduled for **January 29, 2026**, at 3:00 p.m. (ET) through both in person attendance and video conference. The primary location for the meeting where all members can be seen and heard and the public may attend in accordance with KRS 61.826 and 61.810 will be in COT Conf Room MUB547CE on the 5th floor at the Cabinet for Economic Development, Mayo Underwood Building, 500 Mero Street in Frankfort. While participants, media and members of the public may attend the board meeting in person at the primary location, attendees are also encouraged to join the meeting virtually and can access the video teleconference at the following link:

<https://ky-gov-cot.zoom.us/j/87085989336>

If you have any questions, please feel free to contact our office at any time.



**KENTUCKY FILM LEADERSHIP COUNCIL
AGENDA
January 29, 2026**

PRIMARY LOCATION:

Where all members can be seen and heard and the public may attend in accordance with KRS 61.826 & 61.840

COT Conference Room MUB 547CE

Mayo Underwood Building

500 Mero Street

Frankfort, Kentucky

ALSO AVAILABLE VIA ZOOM:

<https://ky-gov-cot.zoom.us/j/87085989336>

Call to Order

Notification of Press

Roll Call

Opening Comments

Minutes

Minutes from December 19, 2025 Special Meeting

Report

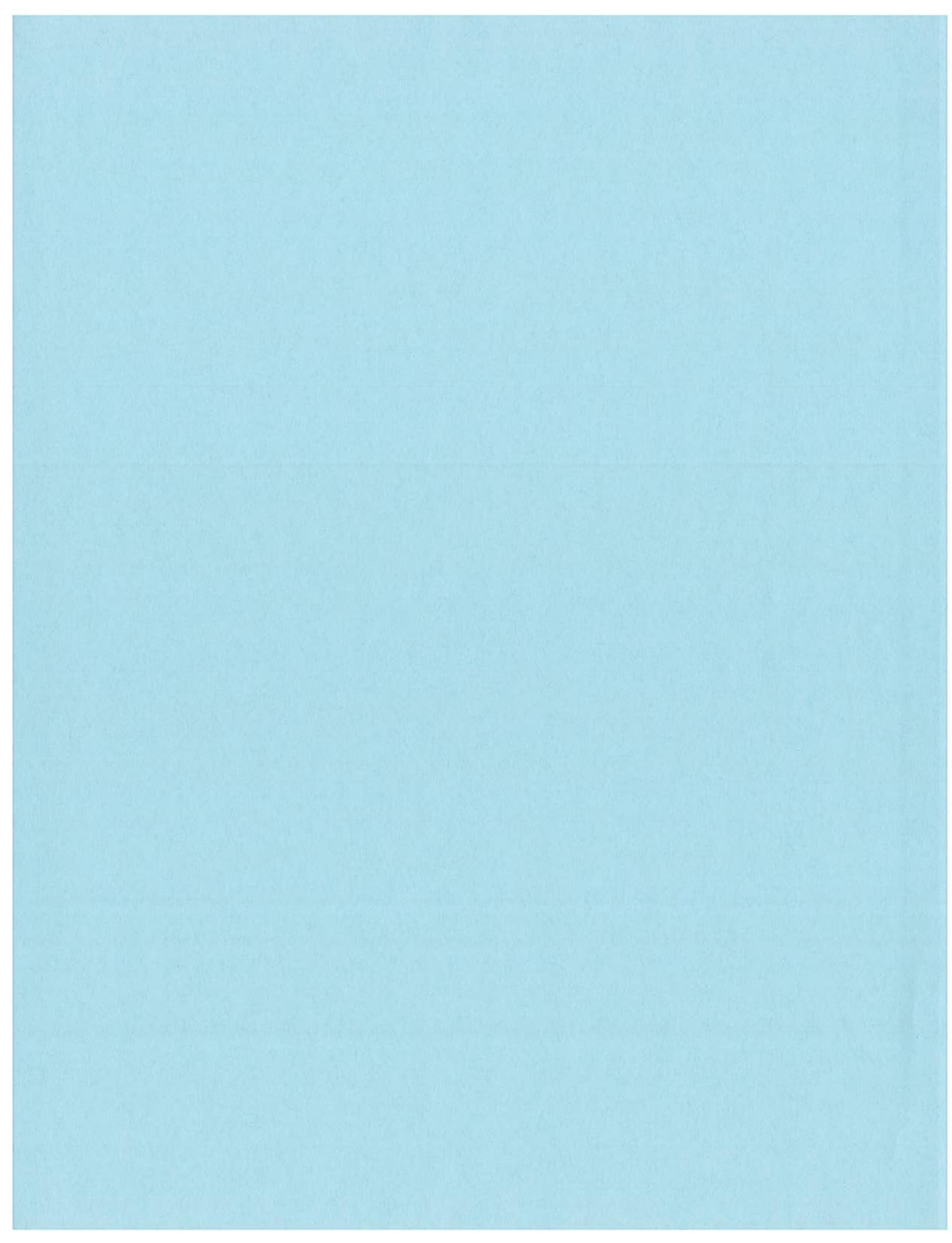
Monitoring Report

Kylee Palmer

New Business

Once Upon A Time Film KY, LLC	Bullitt, Jefferson	Joseph Gearon
Topaz Productions, LLC	Fayette	Joseph Gearon
Skinnerwork LLC	Daviess, Fayette, Jefferson, Oldham	Peyton McElmurray
CW Productions LLC	Bourbon, Clark, Garrard, Fayette, Jessamine, Madison, Scott, Woodford	Peyton McElmurray
The Christmas Letter LLC	Jackson, Trimble	Peyton McElmurray
COLD METAL, LLC	Fayette	Peyton McElmurray
Holly Jolly Movie LLC	Hopkins	Launa King

Adjournment



**KENTUCKY FILM LEADERSHIP COUNCIL
SPECIAL MEETING
THURSDAY, DECEMBER 19, 2025
MINUTES**

A special meeting of the Kentucky Film Leadership Council (KLFC) convened on Friday, December 19, 2025, at 2:02pm through both in person attendance and video conference. The primary location for the meeting where all members could be seen and heard and the public was able to attend in accordance with KRS 61.826 and 61.840 was the Conference Room, 547CE, at 500 Mero Street, Mayo-Underwood Bldg., 5th Fl, Frankfort, Kentucky. While participants, media and members of the public were able to attend the council meeting in person at the primary location, space was limited, and attendees were encouraged to join the meeting virtually and provided a link for a video teleconference.

CALL TO ORDER AND ROLL CALL

Soozie Eastman, Chair of KFLC, called the meeting to order and verified press notification. Kayla Smith called the roll.

MEMBERS PRESENT

Soozie Eastman (via zoom), Jeremy Winton (via zoom), Secretary Jeff Noel, Secretary Lindy Casebier (via zoom), and Secretary Jamie Link (via zoom).

MEMBERS ABSENT

Misdee Wrigley Miller, Steve Zahn

OTHERS PRESENT

Kylee Palmer, Kayla Smith, Shannon MacDonald, Ashiq Zaman, Jason Harley, Chad Zimlich, Matthew Wingate, Michelle Elder, Tim Bates, and Breanna Dolan

APPROVAL OF MINUTES

Secretary Jamie Link made a motion to approve the minutes of the Kentucky Film Leadership Council meeting held on Thursday, December 11, 2025. The motion was seconded by Jeremy Winton. The motion passed without opposition.

Secretary Jeff Noel made a motion pursuant to KRS Section 61.810 (1)(f) to go into closed session to discuss personnel matters regarding the Executive Director of the Kentucky Film Office. The motion was seconded by Jeremy Winton. The motion passed without opposition.

---CLOSED SESSION---

After discussion, Secretary Jeff Noel made a motion to return to open session with a second by Jeremy Winton. The motion passed without opposition.

The council returned to open session at 2:08pm. Chair Soozie Eastman noted that no action was taken in closed session.

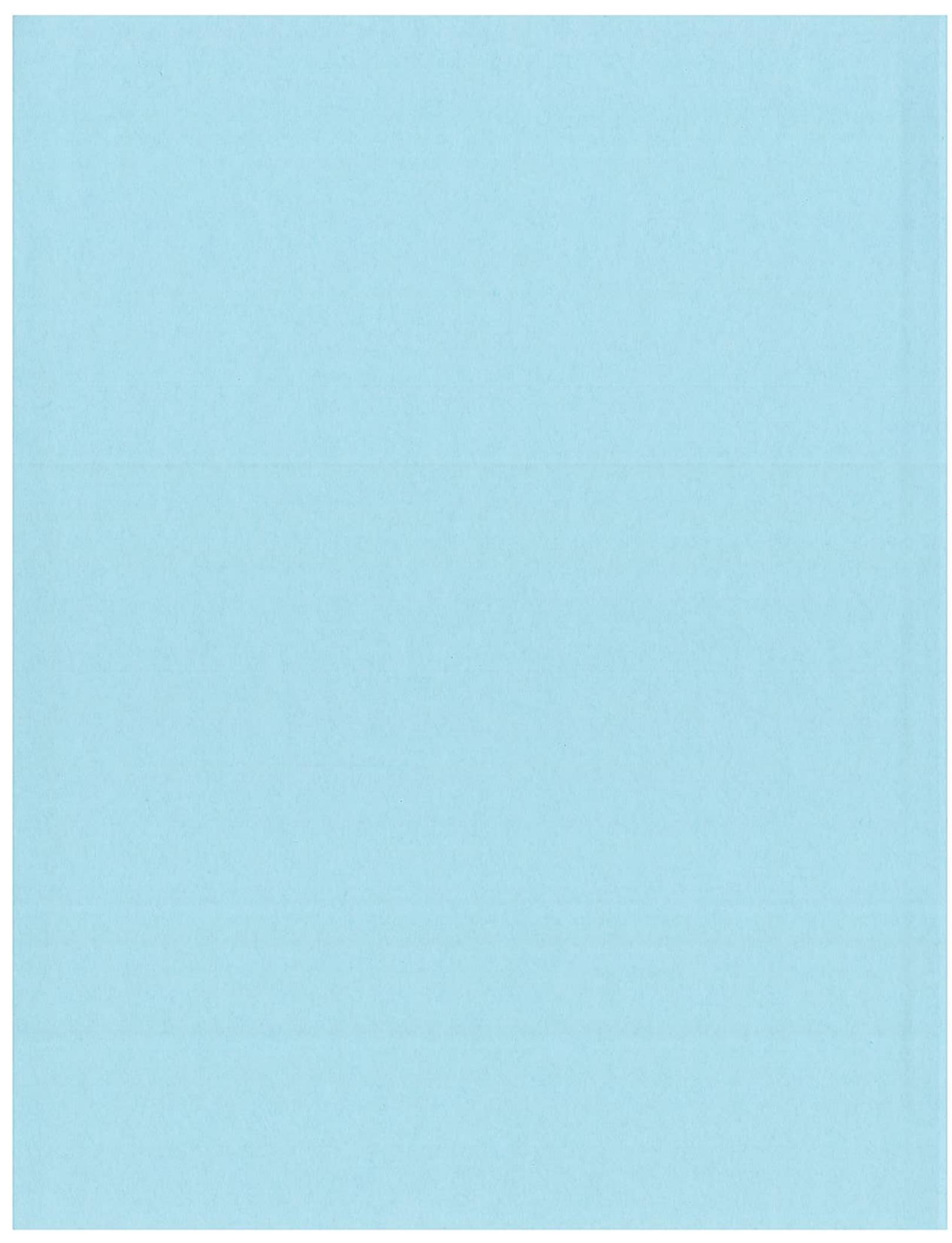
Chairman Soozie Eastman entertained a motion to make an offer to the candidate for the Executive Director position within the Kentucky Film Office. Secretary Jeff Noel moved to approve the candidate offer with a second by Secretary Jamie Link.

The next meeting of the Kentucky Film Leadership Council will be held on Thursday, January 29, 2026, at 3:00pm .

ADJOURNMENT

Secretary Jamie Link made a motion to adjourn with a second by Secretary Jeff Noel. The motion passed without opposition. Meeting ended at 2:12pm.

Soozie Eastman, Chair
Kentucky Film Leadership Council



**Kentucky Entertainment Incentive (KEI) Projects
Calendar Year 2026**

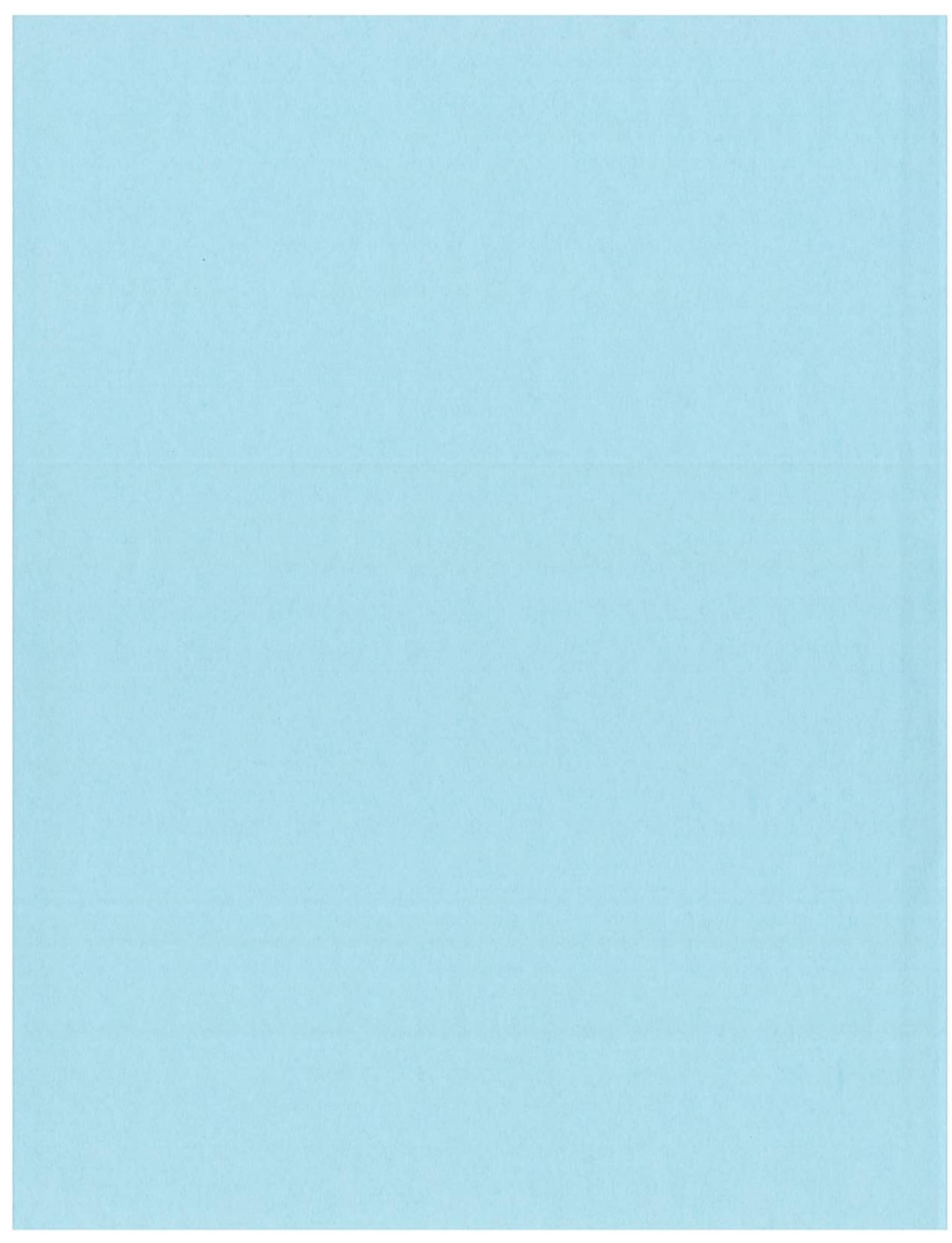
KFLC Meeting date	1/29/2026
Total Projects Approved Calendar Year-to-Date	0
Number of Proposed Projects for Current Month	7

Motion Picture or Entertainment Production / Continuous Film Production

Calendar Year Cap	\$50,000,000
Approved Calendar Year-to-Date	\$0
Recaptured Funds Calendar Year-to-Date	\$0
Balance Available for Current Month	\$50,000,000
Proposed Approval for Current Month	<u>\$5,747,269</u>
Balance Available for Remainder of Calendar Year	<u>\$44,252,731</u>

Continuous Film Production

Calendar Year Cap	\$25,000,000
Approved Calendar Year-to-Date	\$0
Committed Amount	<u>\$0</u>
Balance Available for Current Month	\$25,000,000
Proposed Approval for Current Month	<u>\$0</u>
Balance Available for Remainder of Calendar Year	<u>\$25,000,000</u>



KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT

Date: January 29, 2026 **FI Number:** 120425

Approved Company: Once Upon A Time Film KY, LLC

Project Name: Downfall

Counties Where Filming

or Production Will Occur: Bullitt, Jefferson

Activity: Feature-length Film

DFS Staff: T. Bates

Project Description: Once upon A Time Film KY, LLC is a single purpose entity created to produce the feature-film "Downfall"

The film is a folkloric horror tale, about a veteran named James Clifford, who is struggling with his faith and to keep his wife, Beth Whitman, fed during a particularly nasty winter. Their already difficult lives are turned upside down when a mysterious Stranger arrives at their cabin.

Production is set to begin February 16, 2026 and wrap by March 6, 2026.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew			\$0
Non-KY Resident, Above-the-line Production Crew	\$10,187	\$27,585	\$37,772
KY Resident, Below-the-line Production Crew	\$40,246	\$93,906	\$134,152
Non-KY Resident, Below-the-line Production Crew	\$6,525	\$15,225	\$21,750
Total Qualifying Payroll Expenditures	\$56,958	\$136,716	\$193,674
Total Qualifying Non-payroll Expenditures	\$16,375	\$196,475	\$212,850
TOTAL	\$73,333	\$333,191	\$406,524

Minimum Required Qualifying Project Expenditures: \$125,000

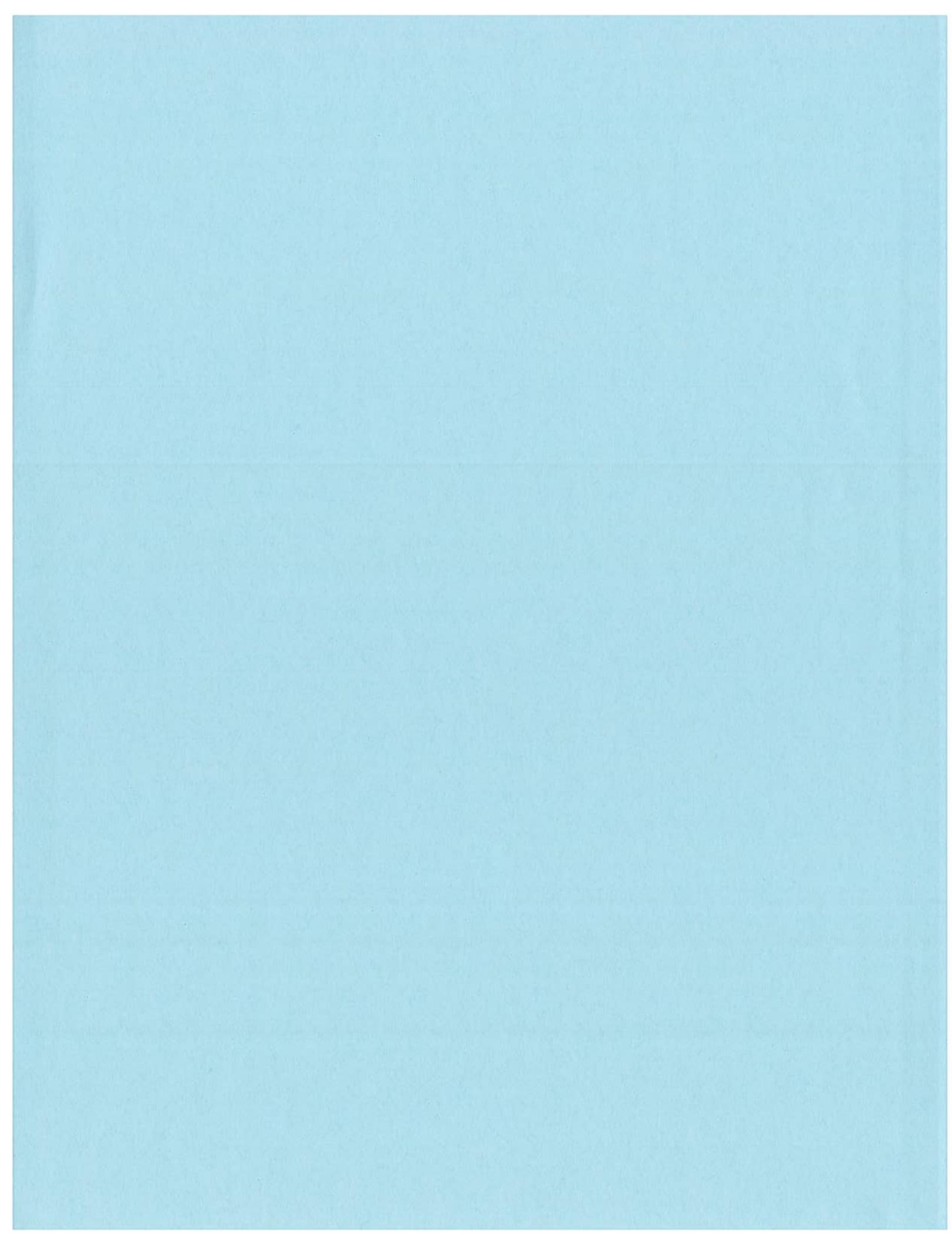
Anticipated Production Crew:

	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew		2	2
Below-the-line Production Crew	4	22	26
Total Production Crew Members	4	24	28

Ownership (20% or more):**Other State Participation:**

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
None			

TOTAL ELIGIBLE TAX INCENTIVE AMOUNT:**\$130,319**



**KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT**

Date: January 29, 2026 **FI Number:** 120424
Approved Company: Topaz Productions, LLC
Project Name: Unorthodox PD
Counties Where Filming or Production Will Occur: Fayette
Activity: Television Program
DFS Staff: **DFS Staff:** T. Bates
Project Description: Topaz Productions, LLC has been created to produce "Unorthodox PD".

For the first time ever, cameras enter the closed world of the Shomrim, an Orthodox Jewish patrol force in Brooklyn who are the first to arrive when crime strikes, even before the NYPD. Every call is an act of faith and a pursuit of justice in the name of G-d.

Production is set to begin February 1, 2026 and will wrap by September 30, 2026.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew		\$100,000	\$100,000
Non-KY Resident, Above-the-line Production Crew		\$0	\$0
KY Resident, Below-the-line Production Crew		\$130,000	\$130,000
Non-KY Resident, Below-the-line Production Crew		\$0	\$0
Total Qualifying Payroll Expenditures	\$0	\$230,000	\$230,000
Total Qualifying Non-payroll Expenditures		\$450,000	\$450,000
TOTAL	\$0	\$680,000	\$680,000

Minimum Required Qualifying Project Expenditures: \$125,000

Anticipated Production Crew:

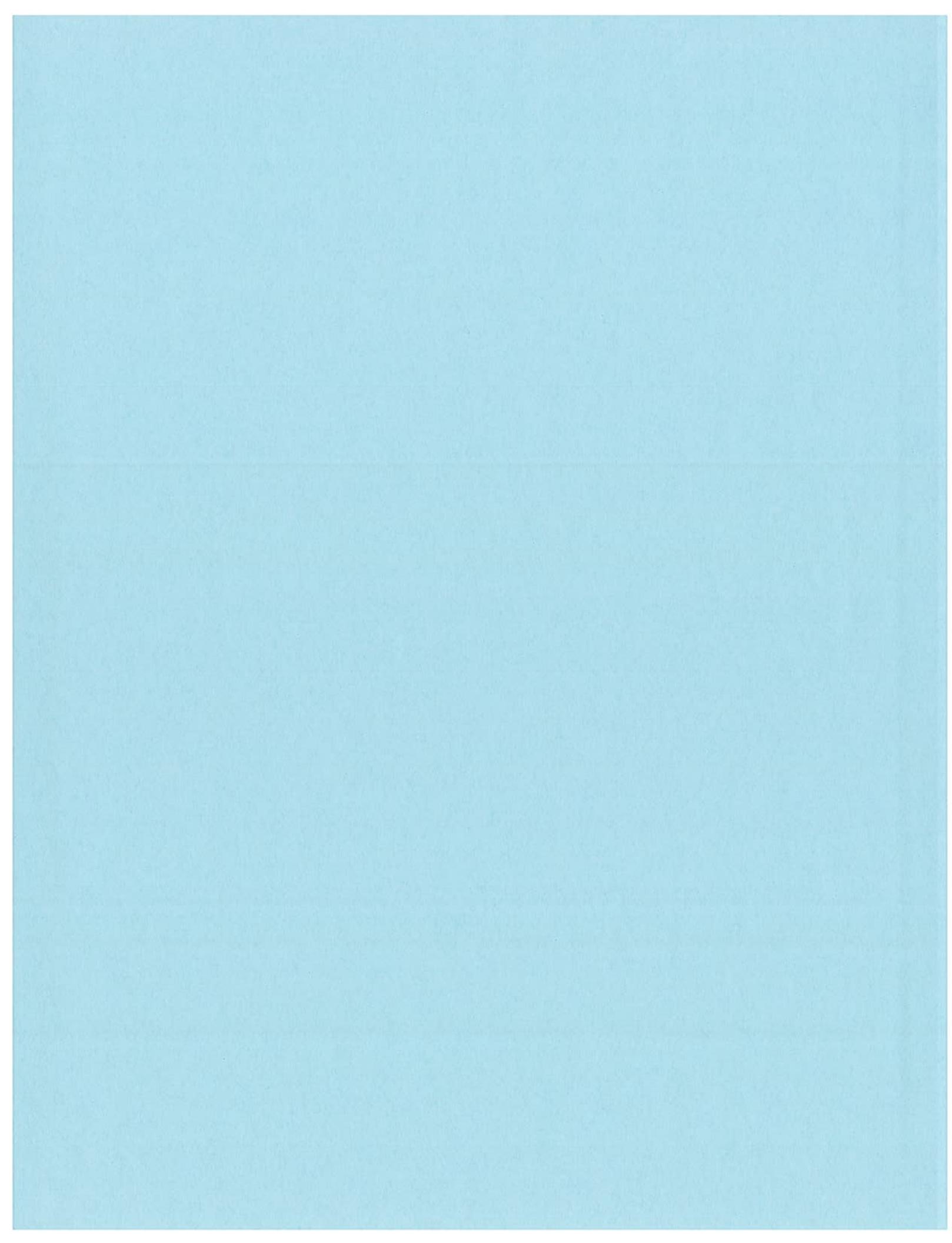
	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew	3	8	11
Below-the-line Production Crew	10	12	22
Total Production Crew Members	13	20	33

Ownership (20% or more): Wrigley Media Group 99%

Other State Participation:

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
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TOTAL ELIGIBLE TAX INCENTIVE AMOUNT: \$215,500



KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT

Date: January 29, 2026 **FI Number:** 120450

Approved Company: Skinnerwork LLC

Project Name: 2GENTS

Counties Where Filming or Production Will Occur: Daviess, Fayette, Jefferson, Oldham

Activity: Documentary

DFS Staff: P. McElmurray

Project Description: Skinnerwork LLC is producing the Documentary titled "2GENTS."

What does a painting on a wall say about a time, place, and the people it was made for and who made it happen? This documentary "2GENTS" explores an overlooked Kentucky and American story about the lives of two 20th-century men who met one another after World War II in 1946. During this post war time, each of them thrived in 20th century Kentucky and throughout America.

Production is set to begin as early as February 6, 2026, and is anticipated to end by December 31, 2027.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew		\$71,500	\$71,500
Non-KY Resident, Above-the-line Production Crew		\$48,500	\$48,500
KY Resident, Below-the-line Production Crew			
Non-KY Resident, Below-the-line Production Crew			
Total Qualifying Payroll Expenditures		\$120,000	\$120,000
Total Qualifying Non-payroll Expenditures		\$123,000	\$123,000
TOTAL	\$0	\$243,000	\$243,000

Minimum Required Qualifying Project Expenditures: \$10,000

Anticipated Production Crew:

	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew	1	1	2
Below-the-line Production Crew	5	0	5
Total Production Crew Members	6	1	7

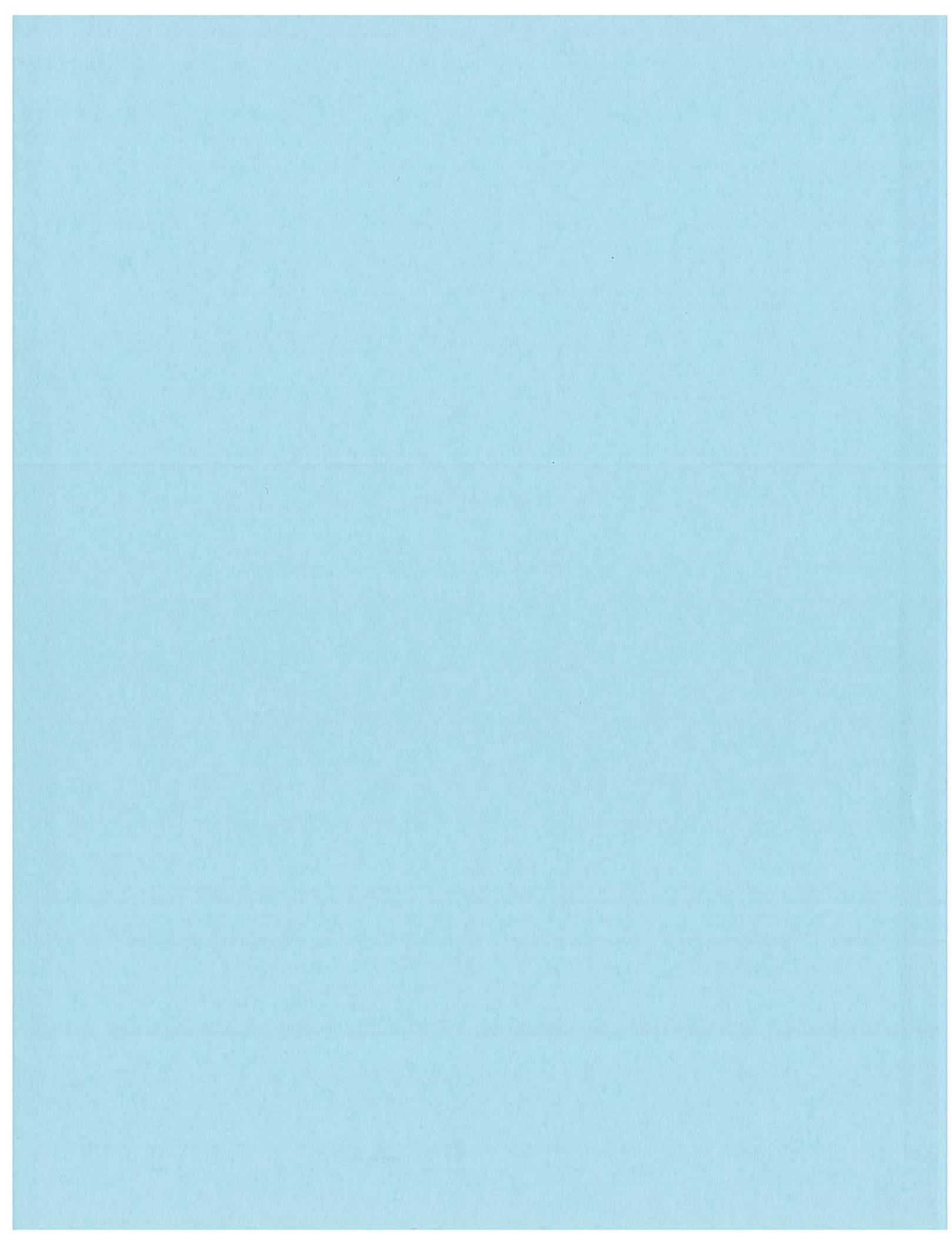
Ownership (20% or more):

Bruce Skinner 100%

Other State Participation:

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
None			

TOTAL ELIGIBLE TAX INCENTIVE AMOUNT:**\$76,475**



KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT

Date: January 29, 2026 **FI Number:** 120444

Approved Company: CW Productions LLC

Project Name: Cody's Wish

Counties Where Filming

or Production Will Occur: Bourbon, Clark, Fayette, Garrard, Jessamine, Madison, Scott, Woodford

Activity: Feature-length Film

DFS Staff: P. McElmurray

Project Description: CW Productions LLC is producing the feature-length film titled "Cody's Wish."

Inspired by the incredible true story, in the rolling hills of Kentucky, where racehorses are born to run, and destinies are written in bloodlines, comes a deeply moving story about a boy who couldn't speak—and the horse who heard him.

Production is set to begin as early as February 2, 2026, and is anticipated to end by December 1, 2026.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew		\$550,181	\$550,181
Non-KY Resident, Above-the-line Production Crew		\$5,802,522	\$5,802,522
KY Resident, Below-the-line Production Crew		\$2,445,194	\$2,445,194
Non-KY Resident, Below-the-line Production Crew		\$1,324,703	\$1,324,703
Total Qualifying Payroll Expenditures		\$10,122,600	\$10,122,600
Total Qualifying Non-payroll Expenditures		\$2,967,456	\$2,967,456
TOTAL	\$0	\$13,090,056	\$13,090,056

Minimum Required Qualifying Project Expenditures: \$250,000

Anticipated Production Crew:

	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew	36	19	55
Below-the-line Production Crew	835	10	845
Total Production Crew Members	871	29	900

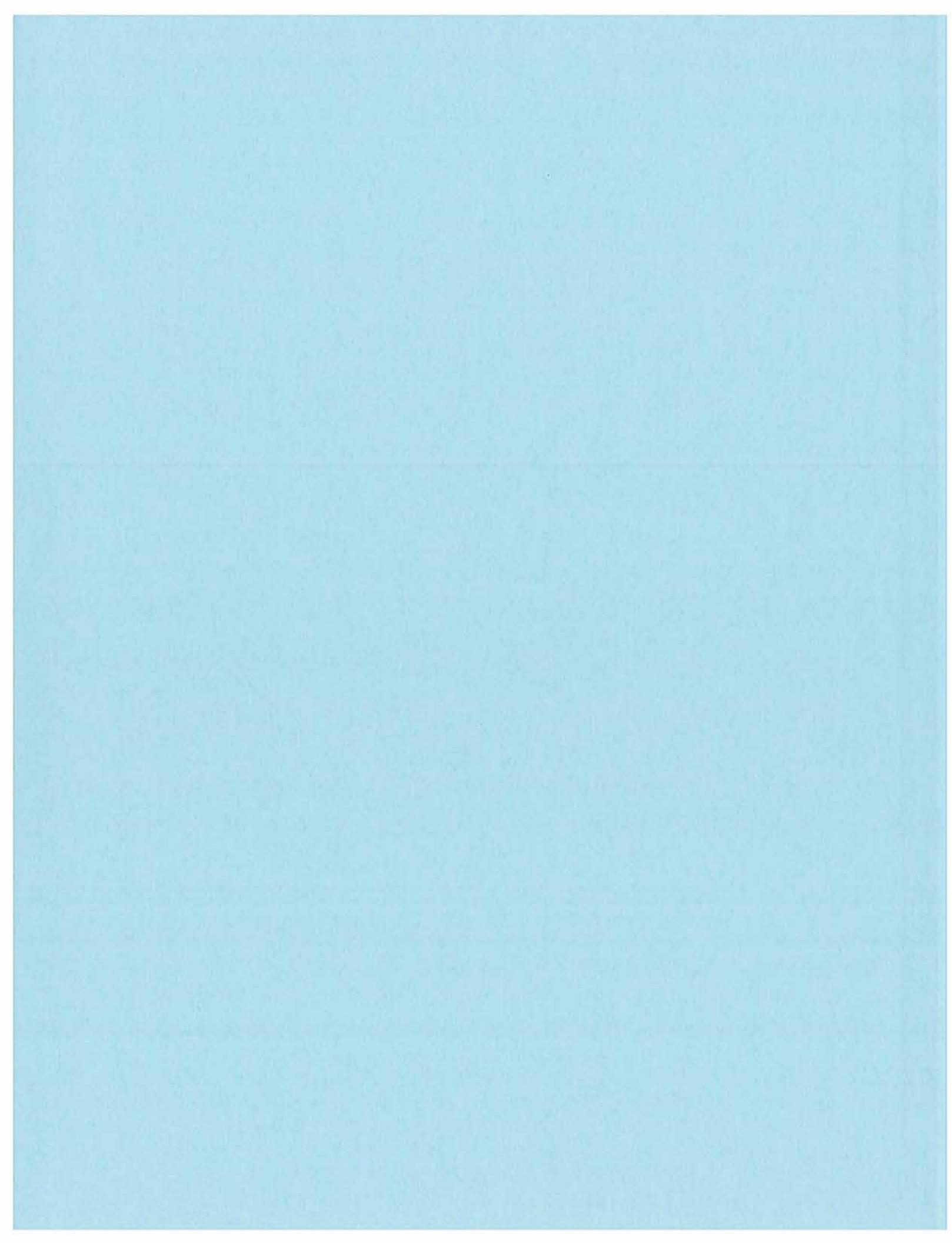
Ownership (20% or more):

CW Movie LLC 100%

Other State Participation:

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
None			

TOTAL ELIGIBLE TAX INCENTIVE AMOUNT:**\$4,076,786**



**KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT**

Date: January 29, 2026 **FI Number:** 120443

Approved Company: The Christmas Letter LLC

Project Name: The Christmas Letter

Counties Where Filming

or Production Will Occur: Jackson, Trimble

Activity: Feature-length Film

DFS Staff: P. McElmurray

Project Description: The Christmas Letter LLC is producing the feature-length film "The Christmas Letter."

Grace Bennett is a talented journalist who's lost her faith in love after a painful breakup. Focused on proving herself and landing a long-overdue promotion, Grace stumbles upon a forgotten love letter hidden inside a vintage Christmas tin. Encouraged by her ever-hopeful best friend, she travels to the picturesque town of Springton to uncover the mystery behind the letter, and maybe turn it into the story of her career.

Production is scheduled to begin as early as February 10, 2026, and is expected to conclude by February 28, 2026.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew	\$115,602		\$115,602
Non-KY Resident, Above-the-line Production Crew	\$689,630		\$689,630
KY Resident, Below-the-line Production Crew	\$497,210		\$497,210
Non-KY Resident, Below-the-line Production Crew	\$149,341		\$149,341
Total Qualifying Payroll Expenditures	\$1,451,783		\$1,451,783
Total Qualifying Non-payroll Expenditures	\$530,049		\$530,049
TOTAL	\$1,981,832	\$0	\$1,981,832

Minimum Required Qualifying Project Expenditures:

\$125,000

Anticipated Production Crew:

	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew	28	12	40
Below-the-line Production Crew	172	6	178
Total Production Crew Members	200	18	218

Ownership (20% or more):

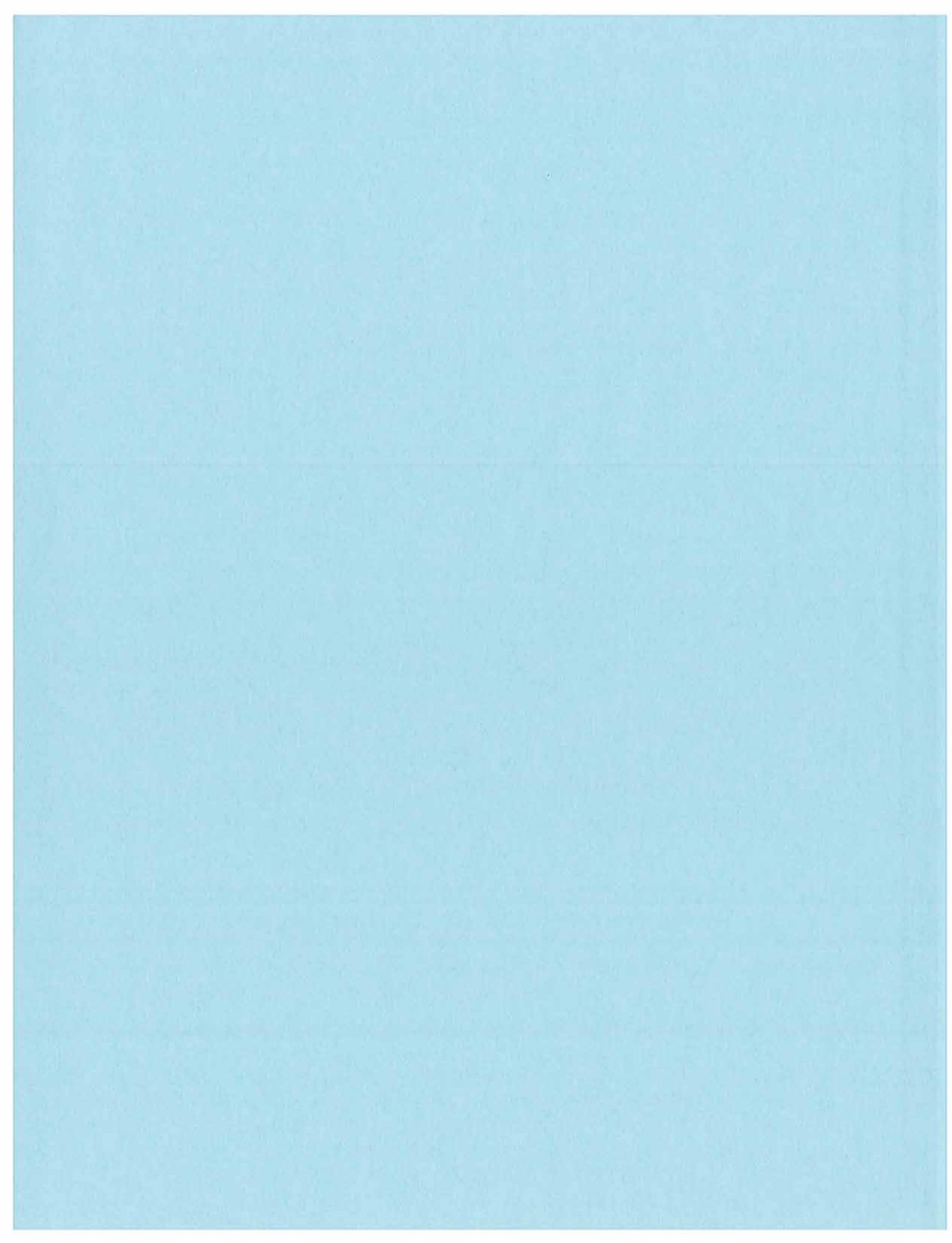
Dawn Krantz 100%

Other State Participation:

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
None			

TOTAL ELIGIBLE TAX INCENTIVE AMOUNT:

\$693,641



**KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT**

Date: January 29, 2026 **FI Number:** 120441
Approved Company: COLD METAL LLC
Project Name: Hotwired for Heat
Counties Where Filming or Production Will Occur: Fayette

Activity: Feature-length Film
DFS Staff: P. McElmurray
Project Description: COLD METAL LLC is producing the feature-length film "Hotwired for Heat."
Set against a rain-slick, neon-soaked city where desire is as dangerous as the streets themselves, Hotwired for Heat is an erotic noir crime romance about two people pulled toward each other by history, hunger, and opposite sides of the law.
Production is set to begin as early as February 10, 2026, and is anticipated to end by February 28, 2026.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew		\$24,380	\$24,380
Non-KY Resident, Above-the-line Production Crew		\$8,700	\$8,700
KY Resident, Below-the-line Production Crew		\$82,890	\$82,890
Non-KY Resident, Below-the-line Production Crew		\$3,850	\$3,850
Total Qualifying Payroll Expenditures		\$119,820	\$119,820
Total Qualifying Non-payroll Expenditures		\$25,750	\$25,750
TOTAL	\$0	\$145,570	\$145,570

Minimum Required Qualifying Project Expenditures: \$125,000

Anticipated Production Crew:

	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew	2	2	4
Below-the-line Production Crew	13	1	14
Total Production Crew Members	15	3	18

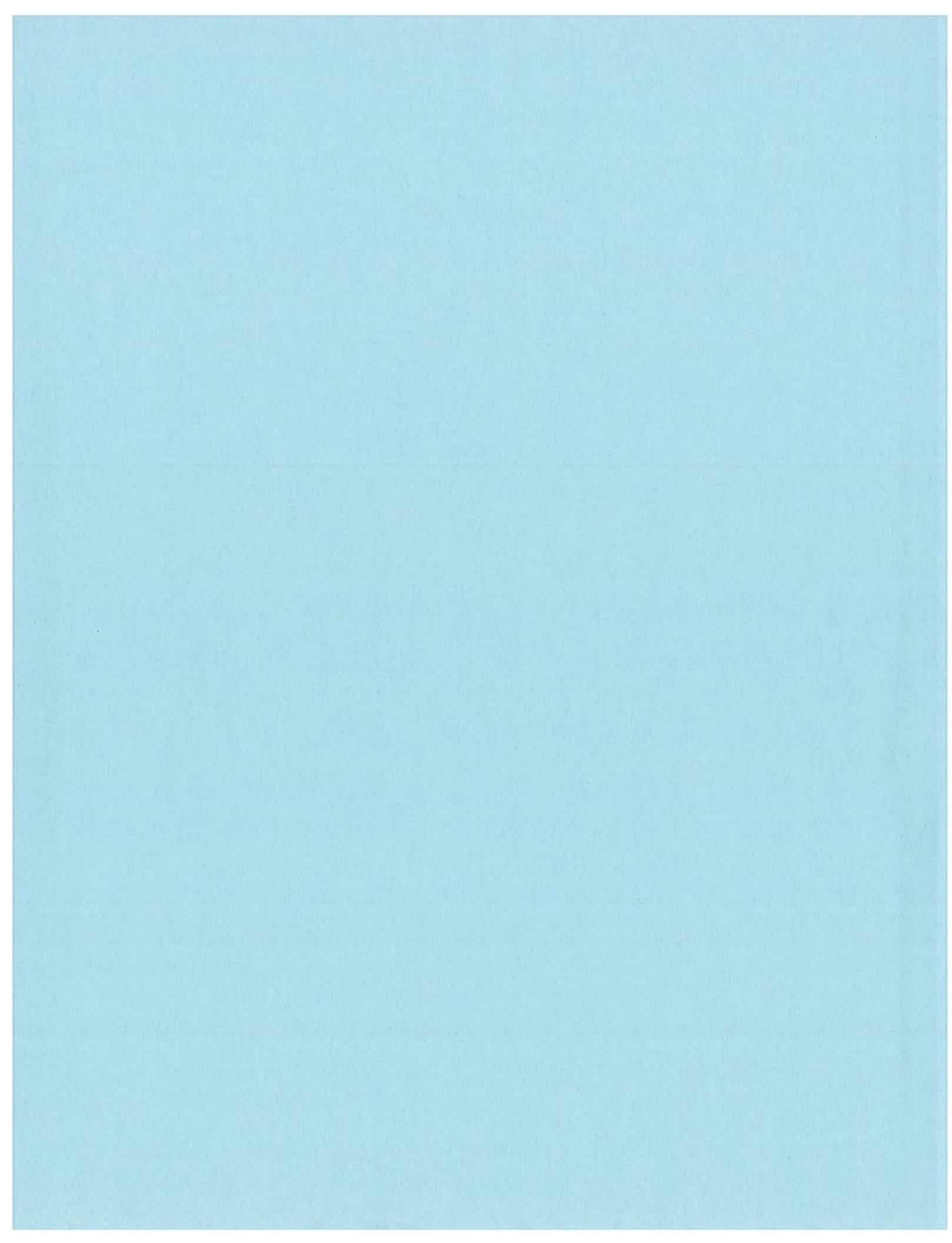
Ownership (20% or more):

None

Other State Participation:

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
None			

TOTAL ELIGIBLE TAX INCENTIVE AMOUNT:**\$49,020**



KENTUCKY FILM LEADERSHIP COUNCIL
KEI REPORT

Date: January 29, 2026 **FI Number:** 120451
Approved Company: Holly Jolly Movie LLC
Project Name: Holly Jolly

**Counties Where Filming
or Production Will Occur:** Hopkins

Activity: Feature-length Film

DFS Staff: L. King

Project Description: Holly Jolly Movie LLC is a single-purpose production company established for the specific purpose of production and post production of the feature-length film, Holly Jolly.

The film is a comedic and heartfelt Christmas movie about a hyper-organized psychologist and her family who relocate from the city in search of a quieter life. The family encounters a Christmas-obsessed neighbor whose love for the holiday challenges the boundaries and rigid worldview of psychologist Dr. Dobkin. Holly Jolly explores the tension between order and openness, intellect and emotion, and isolation versus community.

Production is set to begin January 29, 2026 and wrap up by March 31, 2026.

Anticipated Qualifying Project Expenditures:

	Enhanced Incentive County Expenditures	Other County Expenditures	Total Expenditures
KY Resident, Above-the-line Production Crew	\$141,400		\$141,400
Non-KY Resident, Above-the-line Production Crew	\$235,000		\$235,000
KY Resident, Below-the-line Production Crew	\$246,611		\$246,611
Non-KY Resident, Below-the-line Production Crew	\$185,000		\$185,000
Total Qualifying Payroll Expenditures	\$808,011	\$0	\$808,011
Total Qualifying Non-payroll Expenditures	\$636,356		\$636,356
TOTAL	\$1,444,367	\$0	\$1,444,367

Minimum Required Qualifying Project Expenditures: \$125,000

Anticipated Production Crew:

	Kentucky Resident Crew Members	Non-Kentucky Resident Crew Members	Total Production Crew Members
Above-the-line Production Crew	10	22	32
Below-the-line Production Crew	37	20	57
Total Production Crew Members	47	42	89

Ownership (20% or more):

Goldenrod Film and Television 100%

Other State Participation:

<u>Date</u>	<u>Program</u>	<u>Status</u>	<u>Amount</u>
None			

TOTAL ELIGIBLE TAX INCENTIVE AMOUNT:

\$505,528