

ORDINANCE NO. _____, SERIES 2017

AN ORDINANCE ESTABLISHING A DEVELOPMENT AREA PURSUANT TO PROVISIONS OF KRS 65.7041- 65.7083 TO BE KNOWN AS THE BUTCHERTOWN STADIUM DISTRICT DEVELOPMENT AREA, DESIGNATING THE METRO DEVELOPMENT AUTHORITY, INC. AS AN "AGENCY", ADOPTING A DEVELOPMENT PLAN, APPROVING ENTERING INTO A LOCAL PARTICIPATION AGREEMENT, AUTHORIZING THE PAYMENT OF THE "RELEASED AMOUNT" PURSUANT TO THE TERMS AND CONDITIONS OF THE LOCAL PARTICIPATION AGREEMENT, REQUIRING THE SUBMISSION OF REGULAR REPORTS TO LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AND AUTHORIZING THE EXECUTION AND DELIVERY OF ANY OTHER DOCUMENTS AND THE TAKING OF ANY OTHER ACTIONS NECESSARY TO ACCOMPLISH THE PURPOSES AUTHORIZED BY THIS ORDINANCE.

SPONSORED BY: COUNCIL MEMBER SEXTON SMITH

WHEREAS, the Kentucky General Assembly enacted KRS 65.7041- 65.7083 and KRS 154.30.010-154.30.090 (the "Act") relating to tax increment financing and urban redevelopment, which Act also authorizes certain State Participation Programs to encourage private investment in the development of major projects that will have a significant impact in the Commonwealth of Kentucky by establishing development areas to increase property values, increase employment opportunities, and increase economic activity;

WHEREAS, Louisville City Stadium, LLC, a Kentucky limited liability company, and Butchertown Development District, LLC, a Kentucky limited liability company (collectively, the "Developer") plan to undertake a major project within the Butchertown Stadium District Development Area (the "Development Area") to complete the Butchertown Stadium District Redevelopment Project (the "Project"), as more particularly described in the Development Plan attached hereto as Exhibit A;

WHEREAS, the Project, when fully developed, will involve new capital

investment in excess of \$100 million, meets the definition of a mixed-use project under the Act, qualifies as a development area, and therefore qualifies for a pledge of state incremental revenues under one of the State Participation Programs as provided in the Act;

WHEREAS, in accordance with the provisions of the Act, a Development Plan for the Development Area has been prepared and a public hearing has been conducted to seek public comment on the Development Plan;

WHEREAS, the Legislative Council of the Louisville/Jefferson County Metro Government (the “Council”) finds that the Project to be undertaken in the Development Area by the Developer will further the public purposes identified in the Act by increasing the value of property located in the Development Area, increasing employment within the Development Area, Louisville and the region and increasing the tax base of Louisville;

WHEREAS, it is therefore in the interest of Louisville/Jefferson County Metro Government (“Louisville Metro”) and Metro Development Authority, Inc. (the “Authority”) that there be a plan for the optimal revitalization and development of the Development Area in a most efficient manner;

WHEREAS, the redevelopment of previously developed land as a “Mixed-Use Project”, within the meaning of the Act and as presented by the Developer and the Authority, which enables Louisville Metro and the Commonwealth to use tax increment financing to encourage major economic development projects, is a worthy public purpose;

WHEREAS, Louisville Metro is authorized under the Act to execute a local participation agreement with an agency in acknowledgement of benefits to be derived by Louisville Metro within a development area in order to promote the public purpose of Louisville Metro;

WHEREAS, the Authority is organized and incorporated as a nonprofit, nonstock corporation pursuant to KRS Chapters 58 and 273 to act as an “Agency” under the Act; and

WHEREAS, Louisville Metro has determined that based on the benefits to be derived from the Project that it is in furtherance of its public purposes to assist with the costs of the Project and agrees to enter into the Local Participation Agreement in order to pay to the Authority the Released Amount (as hereinafter defined) for use solely for purposes of the Project.

NOW, THEREFORE, BE IT ORDAINED BY THE LEGISLATIVE COUNCIL OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AS FOLLOWS:

SECTION I. The Development Plan, attached hereto as Exhibit A, is hereby adopted.

SECTION II. That the Council finds as follows:

- A. All statements of fact set forth in the recitals to this Ordinance are found true and correct and are incorporated herein by reference.
- B. The Development Area, as depicted in Exhibit B, is a contiguous parcel of property, approximately 37 acres in size, and is less than three (3) square miles in area as required by the Act.
- C. The Development Area constitutes previously developed land as required by KRS 65.7043(2).
- D. The establishment of the Development Area shall not cause the assessed

value of taxable real estate in all development areas located in Louisville Metro to exceed 20% of the assessed value of all taxable real property in Louisville. To date Louisville Metro has established several other development areas with a combined taxable real property assessment at the time they were established of approximately \$1.509 billion. The taxable real property assessment of the Development Area for calendar year 2016 is approximately \$9,141,120, and that amount combined with the previous development areas established by Louisville Metro totals \$1.518 billion, while the total taxable real property assessment for Louisville exceeds \$53 billion, 20% of which is \$10.6 billion.

E. The conditions within the Development Area meet three (3) of the seven (7) factors of blight as set forth in KRS 65.7049 and are as follows:

1. **A substantial loss of residential, commercial, and industrial activity or use has occurred within the Development Area.** The Development Area includes a former above-ground oil tanks facility that has sat vacant for years. One parcel has been vacant since early 2016 following the relocation of a manufacturer. Another parcel on the site is used for the storage of cars for an auto parts dealer.
2. **There are inadequate improvements or substantial deterioration of public infrastructure to support the proposed new development within the Development Area.** In order to develop the proposed Project, parking and other public

infrastructure, including utilities and storm water retention, will be needed to support the site, which improvements will facilitate further development within this area. Those infrastructure improvements cannot be reasonably be funded through private investment alone.

3. **A combination of factors substantially impairs or arrests the growth and economic development of the city or county and impedes the development of commercial or industrial property due to the Development Area's present condition and use.**

Development of the Project site without assistance as provided by the Act is not feasible due to the large scale costs associated with the redevelopment of the proposed Project, including the site redevelopment costs, public infrastructure costs, and cost of the soccer stadium. Potential revenue alone cannot underwrite the costs of the proposed improvements. No other adequate funding mechanism affords the proposed improvements absent the incentives provided under the Act. These improvements cannot be facilitated with private investment alone. The aesthetic improvement resulting from the development of the proposed Project will have a positive effect on Louisville Metro and surrounding area, especially the impact on the Butchertown neighborhood and Waterfront Park.

- F. The Development Area will not reasonably be developed without public assistance, including incentives as provided by the Act. The high cost of site development expenses needed for the Project, when compared with low potential revenue generated by these improvements, makes public incentives critical to the financing of the Project.
- G. The public benefits of redeveloping the Development Area justify the proposed public costs. The investment in the Development Area will result in significant returns through increased employment and increased property valuations for the surrounding area, facilitate secondary and tertiary re-development within the area, and bring additional residents, diners and other visitors to Louisville Metro. The Development Area has a 2016 taxable assessment of approximately \$9,141,420 and annually generates \$43,723 in ad valorem real property taxes to Louisville Metro. The Project will increase capital investment by more than \$100,000,000, which will provide significant new taxes to Louisville Metro and the other taxing districts. While Louisville Metro will pledge 100% of the incremental increase of the local ad valorem real property taxes from the Development Area, expected to be \$12.8 million, to reimburse itself for a portion of the initial redevelopment assistance it provided to the Project (approximately \$25 million for site acquisition, clearing and site preparation costs and contributing approximately \$5 million towards a portion of the public infrastructure costs required to support the Development Area, plus financing costs associated with the \$30 million – the “Metro Contribution”),

even with this offset, which would not go to the Developer, Louisville Metro's participation would be \$17.2 million. Further, the existing ad valorem real property taxes and the increase in any other taxes, such as local occupational taxes, will be retained by Louisville Metro. Therefore, even when considering the requested incentives for the Project from Louisville Metro, the Project will be financially beneficial to Louisville Metro. The Project will also serve as a catalyst for additional development in the area surrounding the Development Area, and without the Project, the existing soccer team will be unable to remain in Louisville, as the United Soccer League requires all teams to be in a stand-alone stadium by 2020, which would have a negative economic impact on both Louisville Metro and the Commonwealth.

- H. The area immediately surrounding the Development Area has not been subject to growth and development by private investment. The proposed improvements within the Development Area will have a positive effect on the surrounding area, which faces stagnation in development without them.
- I. The pledge and use of a portion of Louisville Metro's incremental revenues, as defined in the Local Participation Agreement, derived from the Development Area to provide redevelopment assistance to the Project and the Development Area will increase capital investment and employment in Louisville Metro, and therefore constitutes a public purpose.

SECTION III. The Development Area as illustrated and described in Exhibit B is designated as a development area pursuant to the Act and shall be named the Butchertown Stadium District Development Area. The Development Area shall be established as of the effective date of this Ordinance and shall terminate on the earlier of (a) the termination of the Local Participation Agreement, attached hereto as Exhibit C, or (b) 25 years from the date hereof, provided that in no case the termination date will be more than twenty (20) years from the activation date.

SECTION IV. That the Metro Development Authority, Inc., a Kentucky nonprofit, nonstock corporation (the "Authority"), (a) is designated as the Agency, pursuant to the terms of the Act, (b) shall be the recipient of the Released Amount under the Local Participation Agreement and (c) shall be required to oversee and administer the implementation of the Project within the Development Area. No less than annually, the Authority shall (a) submit a report to the Kentucky Economic Development Finance Authority (i) certifying the use of the Released Amount for the payment of approved project costs within the Development Area, and (ii) providing an accounting of the receipt and use of the Released Amount, and (b) submit the report to the Office of Management and Budget required pursuant to the Local Participation Agreement. All such reports shall be prepared at the sole expense of the Developer.

SECTION V. That the Mayor is authorized to negotiate and enter into a Local Participation Agreement, substantially in the form attached hereto as Exhibit C, with the Authority for the release to the Authority of a portion of the new ad valorem real property taxes expected to be derived by Louisville Metro from the Project to be constructed in the Development Area ("Released Amount").

SECTION VI. That the Office of Management and Budget is designated as the department in Louisville Metro to oversee the payment of the Released Amount and to review all documentation concerning the Project, its progress, costs and development. The Office of Management and Budget shall annually submit to the Council a report concerning the Development Area ("Report"). The Developer shall provide to the Office of Management and Budget, on a timely basis, all information required by the Office of Management and Budget to prepare the Report. The Report shall include but not be limited to:

- A. An accounting of all payments made to the Authority pursuant to the Local Participation Agreement;
- B. An analysis and review of development activity within the Development Area;
- C. The progress made toward meeting the stated goals of the Development Area;
- D. An accounting of the Approved Public Infrastructure Costs, Approved Project Costs and other Project Costs incurred by the Developer.

SECTION VII. That the Council authorizes Louisville Metro to pay annually to the Authority, the Released Amount which shall be calculated as provided in the Local Participation Agreement, not to exceed a sum equal to 100% of the Louisville Metro Ad Valorem Real Property Tax Increment, as that term is defined in the Local Participation Agreement to reimburse itself for a portion of the Metro Contribution, subject to the following condition: Louisville Metro shall have no obligation to pay the Released

Amount to the Authority until the Commonwealth and the Authority have entered into a tax incentive agreement pursuant to the Act.

SECTION VIII. That the Authority shall establish a Special Fund pursuant to the Act for the Development Area as set forth in the Local Participation Agreement.

SECTION IX. That the Mayor and other appropriate Louisville Metro officials, and each of them, for and on behalf of Louisville Metro, are hereby authorized, empowered and directed to do and perform any and all things necessary to effect the execution of the Local Participation Agreement, the performance of all obligations of Louisville Metro under and pursuant to the Local Participation Agreement and related documents, and the performance of all other actions of whatever nature necessary to effect and carry out the authority conferred by this Ordinance and the Local Participation Agreement. The Mayor and other appropriate Louisville Metro officials, and each of them, are hereby further authorized, empowered and directed for and on behalf of Louisville Metro to execute all papers, letter, documents, undertakings, certificates, assignments, forms, instruments and closing papers that may be required for the carrying out and effectuation of the authority conferred by and for the purposes of this Ordinance and the Local Participation Agreement, or to evidence said authority and purposes, and to exercise and otherwise take all action necessary to the full realization of the rights and purposes of Louisville Metro under the Local Participation Agreement and related documents and to perform all of the obligations of Louisville Metro under the Local Participation Agreement and related documents, as well as filling out all documents and taking all action necessary to request a pledge of Commonwealth incremental tax

revenues pursuant to the Commonwealth Participation Program for Mixed-Use Redevelopment in Blighted Urban Areas as specified in the Act.

SECTION X. The provisions of this Ordinance are hereby declared to be severable, and if any section, phrase or provision shall for any reason be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Ordinance.

SECTION XI. This Ordinance shall take effect upon its passage and approval.

H. Stephen Ott
Metro Council Clerk

David Yates
President of the Council

Greg Fischer
Mayor

Approval Date

APPROVED AS TO FORM AND LEGALITY:

Michael J. O'Connell
Jefferson County Attorney

By: _____

Exhibits

- A. Development Plan
- B. Map of Development Area
- C. Local Participation Agreement

EXHIBIT A
DEVELOPMENT PLAN

EXHIBIT B
MAP OF DEVELOPMENT AREA

LEGAL DESCRIPTION

Tract 1

A tract of land located on the southwest side of North Campbell Street, southeast side of East Witherspoon Street, and the northeast side of North Shelby Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the south right of way line of Adams Street and west right of way line of North Campbell Street; thence with the southwest right of way of North Campbell Street S 31°19'48" E a distance of 649.12 feet (record 649.19) to an iron pin set; thence continuing with North Campbell Street right of way S 16°42'02" E a distance of 53.10 feet to an iron pin set at the north property line of CSX Transportation Company (DB 233, P 315); thence leaving North Campbell Street right of way and following the north property line of CSX Transportation Company S 84°48'43" W a distance of 584.72 feet (record 583.77) to an iron pin set at the northeast right of way line of North Shelby Street; thence with North Shelby Street right of way N 31°36'17" W a distance of 238.93 feet (record 239.65) to an iron pin set at the south corner of Ace Savage Company (DB 6733, P 967); thence leaving North Shelby right of way and following the southeast property line of Ace Salvage Company N 50°12'43" E a distance of 120.65 feet (record 118.59) to a point; thence N 47°36'43" E a distance of 33.57 feet to a point; thence N 45°04'43" E a distance of 10.03 feet to a point; thence N 45°04'28" E a distance of 25.36 feet to an iron pin set at the south corner of George F. and Virginia Oakleaf (DB 5838, P 571); thence with the southwest property line of said Oakleaf property and being the northeast property line of said Ace Salvage Company N 33°46'27" W a distance of 41.34 feet to an iron pin set at the southeast right of way of East Witherspoon Street; thence with the southeast right of way line of East Witherspoon Street N 37°41'32" E a distance of 200.04 feet to an iron pin set; thence N 58°09'48" E a distance of 58.32 feet to a point being the south property corner of Outdoor Systems, Inc. (DB 6234, P 662); thence continuing with said Oakleaf property and southeast property line of Outdoor, Systems Inc. N 58°09'48" E a distance of 22.40 feet to an iron pin set, having an iron pin found at N 01°54'42" W, 6.00 feet; thence N 25°53'18" E a distance of 20.25 feet to a point; thence N 26°33'10" E a distance of 22.18 feet to a point; thence N 24°25'43" E a distance of 42.10 feet to an iron pin set at the north property corner of said Outdoor Systems, Inc.; thence N 24°00'37" E a distance of 19.98 feet to the point of beginning.

Tract 2

A tract of land located on the northeast side of North Campbell Street, south side of Adams Street, and the southwest side of Mill Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the south right of way of Adams Street and east right of way of North Campbell Street; thence with south right of way of Adams Street N 58°37'06" E a distance of 60.07 feet to an iron pin set; thence continuing with Adams Street right of way N 84°47'32" E a distance of 44.57 feet to an iron pin set; thence N 58°37'06" E a distance of 29.85 feet to an iron pin set; thence N 79°30'41" E a distance

of 343.25 feet to an iron pin set at the intersection of Adams Street and southwest right of way of Mill Street; thence with southwest right of way of Mill Street; thence S 31°41'15" E a distance of 19.54 feet to a point at the northwest right of way line of an alley being 12 (twelve) feet in width; thence with northwest right of way of said alley S 58°14'01" W a distance of 100.00 feet to a point at the southwest end of said alley; thence along southwest end of said alley S 31°43'01" E a distance of 12.00 feet to a point at the southeast right of way line of said alley; thence with southeast right of way line of said alley N 58°14'01"E a distance of 100.00 feet to a point at the southwest right of way line of Mill Street; thence along southwest right of way line of Mill Street S 31°43'01" E a distance of 668.63 feet to an iron pin set at the north property corner of CSX Transportation Company (DB 233, P 315 and DB 1364, P 157); thence with north property line of CSX Transportation Company S 84°52'24" W a distance of 396.58 feet to an iron pin set; thence N 31°09'14" W a distance of 118.64 feet to an iron pin set at the east property corner of Waterfront Development Corporation (DB 6310, P 042); thence with northeast property line of Waterfront Development Corporation N 31°19'48" W a distance of 40.00 feet to an iron pin set; continuing with Waterfront Development Corporation northwest property line S 58°40'12" W a distance of 100.00 feet to an iron pin set at the northeast right of way line of North Campbell Street; thence with northeast right of way line of North Campbell Street N 31°19'48" W a distance of 508.07 feet to the point of beginning.

Tract 3

A tract of land located on the northeast side of Mill Street and south side of Adams Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the south right of way line of Adams Street and northeast right of way line of Mill Street; thence with south right of way of Adams Street S 79°30'41" W a distance of 20.25 feet to an iron pin set; thence continuing with south right of way of Adams Street with a curve to the right with an arc length of 88.77 feet, with a radius of 948.00 feet, with a chord of S 82°11'41" W, 88.74 feet to an iron pin set at the northwest corner of ESS PRISA LLC (DB 8669, P 393); thence leaving the right of way of Adams Street with the southwest property line of ESS PRISA LLC S 31°43'03" W a distance of 491.24 feet to an iron pin set at the property corner of Meadowlands 2, LLC (DB 9638, P 691); thence leaving the property line of ESS PRISA LLC and with the northwest property line of Meadowlands 2, LLC N 58°10'28" E a distance of 100.00 feet to an iron pin set at northeast right of way line of Mill Street; thence with northeast right of way line of Mill Street N 31°43'03" W a distance of 534.73 feet to the point of beginning.

Tract 4

A tract of land located on the South side of Adams Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the south right of way line of Adams Street and being a common property corner to Marshall's Auto Parts, Inc. (DB 6521, P 505); thence with

right of way of Adams street with a curve to the right with an arc length of 110.52 feet, with a radius of 948.00 feet, having a chord of N 88°13'03" E, 110.47 feet to an iron pin set; thence continuing with Adam Street right of way S 88°26'31" E a distance of 247.75 feet to a point an iron pin set at the northwest property corner of Meadowlands 2, LLC (DB 9638, P 691); thence leaving Adams Street right of way and with the southwest property line of Meadowlands 2, LLCS 32°06'31" E a distance of 411.06 feet to an iron pin set; thence S 68°59'06" W a distance of 12.23 feet to and iron pin set; thence N 32°06'31" W a distance of 14.10 feet to an iron pin set; thence S 68°24'08" W a distance of 95.61 (record 95.97') feet to a point; thence S 78°57'35" W a distance of 213.17 feet to an iron pin set; thence N 31°33'41" W a distance of 2.42 feet to an iron pin set at the east property corner of Marshall's Auto Parts, Inc, (DB 6521, P 505); thence with the northeast property line of Marshall's Auto Parts, Inc. N 31°43'03" W a distance of 491.24 feet to the point of beginning.

Tract 5

A tract of land located on the south side of Adams Street and southwest side of Cabel Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the south right of way line of Adams Street and being a common property corner to ESS PRISA LLC (DB 8669, P 393); thence with Adams right of way line S 88°26'31" E a distance of 106.52 feet to an iron pin set; thence with a curve to the right with an arc length of 264.36 feet, with a radius of 4968.00 feet, having a chord of S 86°55'03" E, 264.33 feet to an iron pin set; thence with a curve to the right with an arc length of 32.71 feet, with a radius of 38.00 feet, having a chord of S 60°43'58" E, 31.71 feet to an iron pin set on the southwest right of way line of Cabel Street; thence with Cabel Street right of way S 32°31'09" E a distance of 499.22 feet to an iron pin set at the north property corner of Louisville Gas and Electric Company (DB 1369, P 365); thence leaving Cabel Street right of way and with the north property line of Louisville Gas and Electric Company S 70°29'19" W a distance of 337.53 (record 351.21) feet to an iron pin set; thence continuing with Louisville Gas and Electric Company S 32°06'31" E a distance of 80.00 (record 72.03) feet to an iron pin set; thence N 76°47'25" E a distance of 347.74 feet to an iron pin set at the southwest right of way line of Cabel Street; thence continuing with Cabel Street right of way S 32°58'20" E a distance of 358.93 feet to an iron pin set at the northwest right of way line of Franklin Street, having an iron pin found at N 50°02'28" E, 2.42 feet; thence with Franklin Street right of way S 57°51'46" W a distance of 261.09 (record 264.00) feet to an iron pin set at the east property line of CSX Transportation Company (DB 1364, P 157 and DB 233, P 315); thence with CSX Transportation Company property line with a curve to the left with an arc length of 297.60 feet, with a radius of 602.96 feet, having a chord of N 43°59'58" W, 294.59 feet to an iron pin set; thence continuing with CSX Transportation Company property line N 31°51'40" E a distance of 30.00 feet to an iron pin set; thence with a curve to the left with an arc length of 438.02 feet, with a radius of 632.96 feet, with a chord of N 77°57'50" W, 429.33 feet to an iron pin set; thence S 82°12'40" W a distance of 41.05 (record 39.75) feet to an iron pin set; thence N 31°46'38" W a distance of 72.24 (record 66.00) feet to a point; thence S 82°12'40" W a

distance of 103.92 (record 109.16) feet to an iron pin set at the northeast right of way line of Mill Street; thence N 31°43'03" W a distance of 186.47 (record 198.03) feet to an iron pin set at the corner of Marshall's Auto Parts, Inc. (DB 6521, P 505); thence with Marshall's Auto Parts, Inc. property line N 58°10'28" E a distance of 100.00 feet to an iron pin set at the southwest property line of ESS PRISA LLA (DB 8669, P 393); thence continuing with ESS PRISA LLC south property line S 31°33'41" E a distance of 2.42 feet to an iron pin set; thence N 78°57'35" E a distance of 213.17 feet to an iron pin set; thence N 68°24'08" E a distance of 95.61 (record 95.97) feet to an iron pin set; thence S 32°06'31" E a distance of 14.10 feet to an iron pin set; thence N 68°59'06" E a distance of 12.23 feet to an iron pin set; thence with the northeast property line of ESS PRISA LLC N 32°06'31" W a distance of 411.06 feet to the point of beginning.

Tract 6

A tract of land located on the northeast side of Cabel Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the northeast right of way line of Cabel Street being the south property corner to SML Development LLC (DB 10778, P 016), having an iron pin found at N 40°52'16" E, 3.56 feet; thence leaving Cabel Street right of way and with the southeast property line of SML Development LLC N 63°29'43" E a distance of 323.29 (record 320+/-) feet to an iron pin set on the southwest line of Outdoor Systems, Inc. (DB 6234, P 662); thence with Outdoor Systems, Inc. property line S 32°19'55" E a distance of 144.07 (record 142+/-) feet to an iron pin set; thence continuing with Outdoor Systems, Inc. property line N 59°11'38" E a distance of 362.25 (record 372+/-) feet to an iron pin found at the south right of way line of Adams Street; thence with Adams Street right of way line N 81°40'54" E a distance of 22.10 feet to an iron pin set; thence with a curve turning to the right with an arc length of 243.72 feet, with a radius of 369.26 feet, having a chord of S 79°03'43" E, 239.32 feet to an iron pin found at the north corner of Louisville Gas and Electric Company (DB 1369, P 365); thence leaving Adams Street right of way and with Louisville Gas and Electric Company property line S 55°09'38" W a distance of 123.89 feet to a an iron pin set; thence continuing with Louisville Gas and Electric Company property line with a curve to the right with an arc length of 366.99 feet, with a radius of 1146.28 feet, having a chord of S 59°58'54" W, 365.42 feet to an iron pin set; thence S 71°03'44" W a distance of 272.00 feet to an iron pin set at the northeast right of way line of Cabel Street; thence with Cabel Street right of way line N 32°31'09" W a distance of 285.11 (record 286+/-) feet to the point of beginning.

Tract 7

A tract of land located on the southeast side of East Witherspoon Street and northeast side of North Shelby Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the southeast right of way line of East Witherspoon Street and northeast right of way line of North Shelby Street; thence with the southeast right of way of East Witherspoon Street S 46°54'05" W a distance of 189.06 feet to an iron pin

set at the southwest property corner of George and Virginia Oakleaf (DB 5838, p 571); thence leaving East Witherspoon Street right of way and with Oakleaf property line S 33°46'27" E a distance of 41.34 feet to an iron pin set at the northwest property line of George and Virginia Oakleaf (DB 5874, P 373); thence with northwest property line of Oakleaf S 45°04'28" W a distance of 25.36 feet to a point; thence S 45°04'43" W a distance of 10.03 feet to a point; thence S 47°36'43" W a distance of 33.57 feet to a point; thence S 50°12'43" W a distance of 120.65 feet to an iron pin set at the northeast right of way line of North Shelby Street; thence with North Shelby Street right of way N 31°36'17" W a distance of 35.25 feet to the point of beginning.

Tract 8

A tract of land located on the southeast side of East Witherspoon Street and south side of Adams Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the southeast right of way line of East Witherspoon Street and being on the northwest property line of George and Virginia Oakleaf (DB 5874, P 373); thence leaving East Witherspoon Street right of way line and with Oakleaf property line S 24°25'43" W a distance of 42.10 feet to a point; thence S 26°33'10" W a distance of 22.18 feet to a point; thence S 25°53'18" W a distance of 20.25 feet to an iron pin set at the north property corner of George and Virginia Oakleaf (DB 5838, P 571) having an iron pin found at N 01°54'42" W, 6.00 feet; thence with Oakleaf property line S 58°09'48" W a distance of 22.40 feet to an iron pin set at the southeast right of way line of East Witherspoon Street; thence with East Witherspoon Right of way N 30°16'03" W a distance of 41.13 feet to an iron pin set; thence continuing with East Witherspoon Street right of way N 26°49'01" E a distance of 11.50 feet to an iron pin set; thence N 59°03'35" E a distance of 82.48 feet to the point of beginning.

Tract 9

A tract of land located on the northeast side of North Campbell Street in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the northeast right of way line of North Campbell Street and being property corner of Marshall's Auto Parts, Inc. (DB 9669, P 242); thence leaving North Campbell Street right of way line and with Marshall's Auto Parts, Inc. property line N 58°40'12" E a distance of 100.00 feet to an iron pin set at a property corner of Marshall's Auto Parts, Inc. (DB 6521, P 505); thence with Marshall's Auto Parts, Inc. property line S 31°19'48" E a distance of 40.00 feet to an iron pin set at the north property corner of CSX Transportation Company (DB 1364, P 157 and DB 233, P 315); thence with CSX Transportation property line S 58°40'12" W a distance of 100.00 feet to an iron pin set at the northeast right of way line of North Campbell Street; thence with North Campbell Street right of way line N 31°19'48" W a distance of 40.00 feet to the point of beginning.

Tract 10

A tract of land located on the southwest side of Cabel Street in Louisville, Jefferson

County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the southwest right of way line of Cabel Street and being property corner of Meadowlands 2, LLC (DB 9638, P 691); thence leaving Meadowlands 2, LLC property line and with Cabel Street right of way line S 31°54'29" E a distance of 119.02 feet to an iron pin found; thence leaving Cabel Street right of way and with Meadowlands 2, LLC property line S 76°47'25" W a distance of 347.74 feet to an iron pin set; thence continuing with Meadowlands 2, LLC property line N 32°06'31" W a distance of 80.00 feet to an iron pin set; thence N 70°29'19" E a distance of 337.53 feet to the point of beginning.

Tract 11

A tract of land located on the south side of Adams Street and being the Mill Street Roadway Right of Way being 57.33 feet (fifty seven and thirty three one hundredths) feet in width and Alley being 12 (twelve) feet in width in Louisville, Jefferson County, Kentucky and being more particularly described as follows:

Beginning at an iron pin set at the south right of way line of Adams Street and being a property corner of Marshall's Auto Parts, Inc. (DB 6521, P 505); thence leaving Adams Street right of way line and with the northeast right of way line of Mill Street having Marshall's Auto Parts, Inc. (DB 6521, P 505, DB 9647, P 274, DB 9669, P 246) and Challenger Lifts, Inc. (DB 9638, P 691) fronting said right of way S 31°43'03" E a distance of 721.20 feet to an iron pin set at the north property line of CSX Transportation Company (DB 1364, P 157 and DB 233, P 315); thence with CSX Transportation Company property line at the south end of Mill Street right of way S 82°12'40" W a distance of 62.72 feet to an iron pin set; thence with southwest right of way line of Mill Street having CSX Transportation Company, Inc. and Marshall's Auto Parts, Inc. (DB 6521, P 505) fronting said right of way N 31°43'01" W a distance of 686.49 feet to a point at the southeast right of way line of Alley being 12 (twelve) feet in width; thence with Alley right of way S 58°14'01" W a distance of 100.00 feet to a point at the west end of Alley right of way; thence N 31°43'01" W a distance of 12.00 feet to a point at the northwest right of way line of Alley; thence N 58°14'01" E a distance of 100.00 feet to a point at the southwest right of way line of Mill Street; thence N 31°41'15" W a distance of 19.54 feet to an iron pin set at south right of way liner of Adams Street; thence with Adams Street right of way line N 79°30'41" E a distance of 61.50 feet to the point of beginning.

EXHIBIT C
LOCAL PARTICIPATION AGREEMENT