

RESOLUTION NO. 072, SERIES 2015

**A RESOLUTION DETERMINING THAT CERTAIN PARCELS OF REAL PROPERTY OWNED BY LOUISVILLE METRO ARE SURPLUS AND NO LONGER NEEDED FOR A GOVERNMENTAL PURPOSE AND AUTHORIZING THEIR CONVEYANCE TO KINDRED HEALTHCARE OPERATING, INC. IN EXCHANGE FOR THE CONVEYANCE BY KINDRED HEALTHCARE OPERATING, INC. TO LOUISVILLE METRO OF CERTAIN PARCELS OF REAL PROPERTY OWNED BY KINDRED HEALTHCARE OPERATING, INC. PURSUANT TO THE TERMS OF A CERTAIN REAL ESTATE EXCHANGE AGREEMENT**

**SPONSORED BY:** President David Tandy

**WHEREAS**, Executive Order No. 3, Series 2007, as reenacted by Executive Order No 2, Series 2011, provides that a fee interest in real property may be purchased or sold with the approval of the Metro Council; and

**WHEREAS**, KINDRED HEALTHCARE OPERATING, INC. (“Kindred”) is constructing, adjacent to its current headquarters building located at 680 South Fourth Street, a new building to house an expansion of its workforce in Louisville (“Expansion Project”); and

**WHEREAS**, Louisville Metro owns property near the location of the Expansion Project, upon which is located a public plaza known as Theatre Square and an unnamed alley); and

**WHEREAS**, in order to construct the Expansion Project, Kindred needs to acquire portions of the Louisville Metro Properties as illustrated on Exhibit A, attached hereto (“Surplus Properties”); and

**WHEREAS**, in consideration for the conveyance of the Surplus Properties, Kindred shall convey to Louisville Metro certain properties owned by it, as illustrated on Exhibit A (“Kindred Properties”), and at its sole expense, construct a new alley, as illustrated on Exhibit A and construct a new public plaza substantially as shown on Exhibit B, attached hereto; and

**WHEREAS**, Louisville Metro and Kindred have entered into a certain Real Estate Exchange Agreement dated May 18, 2015, as attached hereto as Exhibit C (“Agreement”), setting out the duties and obligations of the parties concerning the construction of the Expansion Project, the new alley and the new plaza and the conveyance of the Surplus Properties and the Kindred Properties; and

**WHEREAS**, the various transactions authorized by the Agreement are in furtherance of the public purposes of Louisville Metro in that they will enable Kindred to construct the Expansion Project which will create new jobs, increase the tax base of Louisville and further the growth and development of the Central Business District.

**NOW, THEREFORE, BE IT RESOLVED BY THE METRO COUNCIL AS FOLLOWS:**

**SECTION 1.** That the Council determines that the Surplus Properties are surplus and no longer needed to carry out the governmental functions of Louisville Metro.

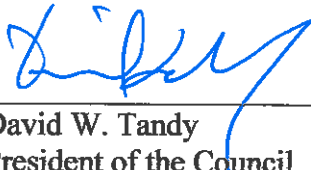
**SECTION 2.** That the Mayor or other appropriate officers or employees of Louisville Metro are authorized to convey the Surplus Properties to Kindred by deed of special warranty and to acquire fee simple title from Kindred to the Kindred Properties in accordance with the terms and conditions of the Agreement.

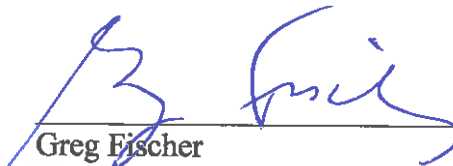
**SECTION 3.** That the Mayor and other officials and employees of Louisville Metro are authorized and directed to execute and deliver all deeds, affidavits, certificates or other appropriate documents and to perform all necessary or convenient acts to undertake and complete the transactions authorized by this Resolution and the Agreement.


**SECTION 4.** That this Resolution shall take effect upon its passage and approval.

  
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H. Stephen Ott  
Metro Council Clerk

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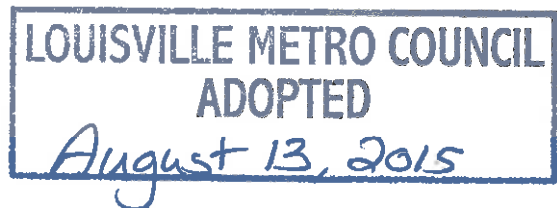
  
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David W. Tandy  
President of the Council

  
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Greg Fischer  
Mayor

  
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Approved Date

**APPROVED AS TO FORM AND LEGALITY:**

Michael J. O'Connell  
Jefferson County Attorney



By:   
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