

RESOLUTION NO. 136 SERIES 2014

**A RESOLUTION OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AMENDING RESOLUTION NO. 193, SERIES 2012 RELATING TO THE AUTHORIZATION OF THE EXECUTION OF A MEMORANDUM OF AGREEMENT BETWEEN THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AND MAINSTREET VENTURES, LLC, AND AMENDING THE MEMORANDUM OF AGREEMENT BY AND BETWEEN THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AND MAINSTREET VENTURES, LLC, RELATING TO AN INDUSTRIAL BUILDING PROJECT UNDERTAKING THE ISSUANCE OF INDUSTRIAL BUILDING REVENUE BONDS TO REFLECT THE TRANSFER OF OWNERSHIP OF THE PROPERTY TO HEAVEN HILL DISTILLERIES, INC.**

**Sponsored by:** Council President Jim King, Councilmember David Tandy,  
Councilmember Kelly Downard

**WHEREAS,** Heaven Hill Distilleries, Inc. (the “Company”), is a Kentucky corporation duly organized and in good standing under the laws of the Commonwealth of Kentucky.

**WHEREAS,** pursuant to the Louisville/Jefferson County Metro Government Application for the Issuance of Industrial Revenue Bonds (the “Local IRB Application”), dated as of November 7, 2012, Mainstreet Ventures, LLC (“Original Applicant”) made an application to the Louisville/Jefferson County Metro Government (the “Issuer”) regarding the proposed issuance of industrial revenue bonds relating to the development of certain real property, and the building and improvements thereon, located in the Heaven Hill Building at 528 West Main Street, Louisville, Kentucky (the “Property”) to establish a distillery for the production and manufacture of Evan Williams Bourbon and other products (the “Project”).

**WHEREAS,** pursuant to Metro Council Resolution 193, Series 2012 (the “Resolution”) Issuer previously authorized the execution of a Memorandum of Agreement between Issuer and Original Applicant relating to an industrial building project undertaking, agreeing to the issuance of industrial building revenue bonds in an amount not to exceed \$10,000,000 at the appropriate time to finance the costs of the Project, and taking other preliminary action.

**WHEREAS,** on August 8, 2013, Original Applicant conveyed by General Warranty Deed ownership of the Property to its parent entity, the Company.

**WHEREAS,** Issuer now desires to amend the Resolution and Memorandum of Agreement to reflect Company as the owner of the Property and as the developer of the Project.

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

**Section 1.** Resolution No. 193, Series 2012 is hereby amended to merely change the name of the Original Applicant contained in said Resolution to the Company, HEAVEN HILL DISTILLERIES, INC. Except as set forth immediately, above, all other clauses and provisions of Resolution No. 193, Series 2012 shall remain unchanged.

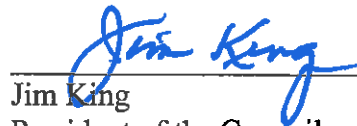
**Section 2.** This resolution shall take effect upon its passage and approval.

*[Signatures Appear on the Following Page]*

INTRODUCED, SECONDED, READ AND ADOPTED at a duly convened meeting of the Legislative Council of Louisville/Jefferson County Metro Government, held on the 11<sup>th</sup> day of DECEMBER, 2014, on the same occasion signed in open session by the Mayor and President of the Council, attested under seal by the Metro Council Clerk, ordered to be filed and indexed as required by law, and declared to be in full force and effect according to law.



H. Stephen Ott  
Metro Council Clerk



Jim King  
President of the Council



Greg Fischer, Mayor



Approval Date

APPROVED AS TO FORM AND LEGALITY

Michael J. O'Connell

Jefferson County Attorney

By:



Assistant County Attorney



## CERTIFICATE OF THE CLERK

I, H. Stephen Ott, Metro Council Clerk, hereby certify that I am the duly qualified and acting Metro Council Clerk of the Louisville/Jefferson County Metro Government, that the foregoing Resolution is a true copy of said Resolution duly adopted by the Metro Council of said Metro Government, signed by the Mayor and President of the Council of said Metro Government, and attested under seal by me as Metro Council Clerk of the Metro Government, at a properly convened term and session of said Metro Council held on DECEMBER 11, 2014, as shown by the official records in my custody and under my control; that attached hereto are true copies of the documents approved therein, and that copies of such documents have also been duly filed and recorded in the official records of the Metro Government.

**IN WITNESS WHEREOF**, I have hereunder set my hand as Metro Council Clerk of the Louisville/Jefferson County Metro Government and the seal of the Metro Government this 18<sup>th</sup> day of December, 2014.



H. Stephen Ott, Clerk

[SEAL]