

**NEIGHBORHOOD DEVELOPMENT FUND  
Not-for-Profit Transmittal and Approval Form**

**Applicant/Program:** Waterfront Development Corporation  
**Applicant Requested Amount:** \$26,000  
**Appropriation Request Amount:** \$6,500

**Executive Summary of Request**  
The Louisville Waterfront 4th of July is the community's celebration of our national holiday. The event is free and open to the public and features live music, family activities and fireworks! Louisville has a long history of gathering at the river's edge and the festival is attended by ten of thousands. The funds requested will support services such as portable restrooms, fencing, generators, shade structures, security, etc.

Is this program/project a fundraiser?  Yes  No  
Is this applicant a faith based organization?  Yes  No  
Does this application include funding for sub-grantee(s)?  Yes  No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

4 District #      Barbara S. Smith Primary Sponsor Signature      \$1000 Amount      2-4-19 Date

**Primary Sponsor Disclosure**  
List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

**Approved by:**  
\_\_\_\_\_  
Appropriations Committee Chairman      Date  
Final Appropriations Amount: \_\_\_\_\_

**Applicant/Program:**

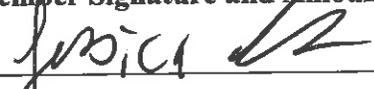
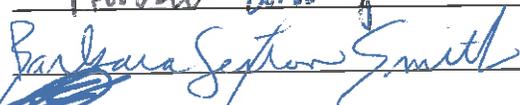
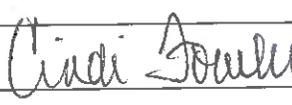
Waterfront Development Corporation The Louisville Waterfront 4th of July

**Additional Disclosure and Signatures**

**Additional Council Office Disclosure**

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

**Council Member Signature and Amount**

District 1		\$ 500.00
District 2		\$ 1,000
District 3		\$ 500.00
District 4		\$ 1000-
District 5		\$
District 6		\$ 500.00
District 7		\$
District 8		\$
District 9		\$
District 10		\$
District 11		\$
District 12		\$
District 13		\$
District 14		\$ 250.00
District 15		\$

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**Legal Name of Applicant Organization** Waterfront Development Corporation

**Program Name and Request Amount** The Louisville Waterfront 4th of July

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	No
Is the funding proposed by Council Member(s) less than or equal to the request amount?	No
Is the proposed public purpose of the program viable and well-documented?	Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	Yes
Has prior Metro Funds committed/granted been disclosed?	Yes
Is the application properly signed and dated by authorized signatory?	Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	Yes
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	N/A
Is the entity in good standing with: <ul style="list-style-type: none"> <li>▶ Kentucky Secretary of State?</li> <li>▶ Louisville Metro Revenue Commission?</li> <li>▶ Louisville Metro Government?</li> <li>▶ Internal Revenue Service?</li> <li>▶ Louisville Metro Human Relations Commission?</li> </ul>	Yes
Is the current Fiscal Year Budget included?	Yes
Is the entity's board member list (with term length/term limits) included?	Yes
Is recommended funding less than 33% of total agency operating budget?	Yes
Does the application budget reflect only the revenue and expenses of the project/program?	Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	Yes
Is the most recent annual audit (if required by organization) included?	N/A
Is a copy of Signed Lease (if rent costs are requested) included?	N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	N/A
Are the Articles of Incorporation of the Agency included?	Yes
Is the IRS Form W-9 included?	Yes
Is the IRS Form 990 included?	N/A
Are the evaluation forms (if program participants are given evaluation forms) included?	N/A
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	N/A
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	N/A
Prepared by: <u>Christa Robinson</u>	Date: <u>2/1/15</u>

**Applicant/Program:**

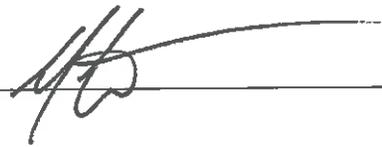
Waterfront Development Corporation The Louisville Waterfront 4th of July

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District 16 \_\_\_\_\_ \$ \_\_\_\_\_

District 17  \_\_\_\_\_ \$ 250

District 18 \_\_\_\_\_ \$ \_\_\_\_\_

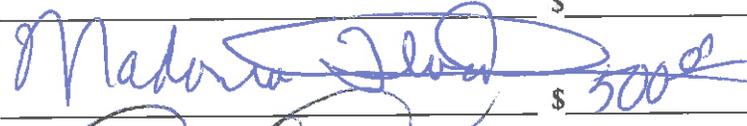
District 19  \_\_\_\_\_ \$ 500

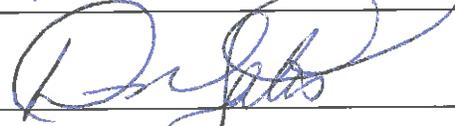
District 20 \_\_\_\_\_ \$ \_\_\_\_\_

District 21 \_\_\_\_\_ \$ \_\_\_\_\_

District 22 \_\_\_\_\_ \$ \_\_\_\_\_

District 23 \_\_\_\_\_ \$ \_\_\_\_\_

District 24  \_\_\_\_\_ \$ 500<sup>00</sup>

District 25  \_\_\_\_\_ \$ 500.00

District 26  \_\_\_\_\_ \$ 1000.00

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
<b>Legal Name of Applicant Organization:</b> Waterfront Development Corporation <i>(as listed on: <a href="http://www.sos.ky.gov/business/records">http://www.sos.ky.gov/business/records</a>)</i>			
<b>Main Office Street &amp; Mailing Address:</b> 129 River Rd Louisville, KY 40202			
<b>Website:</b> www.louisvillewaterfront.com			
<b>Applicant Contact:</b>	Kelley Runyon	<b>Title:</b>	Assistant Finance Director
<b>Phone:</b>	502-574-3768	<b>Email:</b>	kelley.runyon@louisvilleky.gov
<b>Financial Contact:</b>	Kelley Runyon	<b>Title:</b>	Assistant Finance Director
<b>Phone:</b>	502-574-3768	<b>Email:</b>	kelley.runyon@louisvilleky.gov
<b>Organization’s Representative who attended NDF Training:</b> Kelley Runyon			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
<b>Program Facility Location(s):</b>	Waterfront Park		
<b>Council District(s):</b>	4	<b>Zip Code(s):</b>	40202
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
<b>PROGRAM/PROJECT NAME:</b> Louisville Waterfront 4th			
<b>Total Request: (\$)</b>	26,000	<b>Total Metro Award (this program) in previous year: (\$)</b>	12750
<b>Purpose of Request (check all that apply):</b>			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency’s total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
<b>The Following are Required Attachments:</b>			
IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) <input checked="" type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input checked="" type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) Faith Based Organization Certification Form, if applicable	
<b>For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.</b>			
<b>Source:</b>	General Operations Budget	<b>Amount: (\$)</b>	1,007,000
<b>Source:</b>	NDF	<b>Amount: (\$)</b>	12,750
<b>Source:</b>	NDF	<b>Amount: (\$)</b>	8,895
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 3 – AGENCY DETAILS

**Describe Agency's Vision, Mission and Services:**

The mission and goals of the Waterfront Development Corporation are to oversee development of Louisville's waterfront; to establish and maintain public access to th waterfront through development, maintenance, and programming; and to provide a beautiful and enjoyable gathering space for people from all parts of the community and beyond. Waterfront Park hosts more than 2 million visitors per year by people attending events and casual park users.

WDC has a 9-person maintenance crew that has a presence in Waterfront Park 364 days per year. Park staff program both the park and the Belvedere with more than 120 events per year, including 2 big events that are the park's signature events - the Louisville Waterfront Fourth and the WFPK Waterfront Wednesday concert series. WDC also manages the Belle of Louisville on behalf of Louisville Metro, and developed the master plans for Riverview Park in Southwest Jefferson County and Phase IV of Waterfront Park. WDC has design review authority in the Waterfront District and oversees the RiverPark Place development. Going forward, WDC will oversee development of Waterfront Park's Phase IV.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
Scott Brinkman	Term of Office
Christopher Jones	Jul 31, 2022
Robert Banks	Jul 31, 2020
Oliver Barber, Vice Chair	Jul 31, 2022
Carter Vance, Treasurer	Jul 31, 2022
Mayor Greg Fischer	Term of Office
President David James	Term of Office
Ted Nixon	Jul 31, 2020
Frank Ward	Jul 31, 2021
Cathy Shannon	Jul 31, 2022
Jaleigh White	Jul 31, 2022
Carmen Miller	Jul 31, 2020
Susan Moss, Chair	Jul 31, 2020
Nicole Walton, Secretary	Jul 31, 2022

**Describe the Board term limit policy:**

Each Board Member serves a 4 year term and may be reappointed by the appropriate appointing authority.

Three Highest Paid Staff Names	Annual Salary
David K. Karem	143,652.6
Deborah A. Bilitski	116,733.08
Cordell G. Lawrence	111,460.91

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 5 – PROGRAM/PROJECT NARRATIVE

**A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):**

The Louisville Waterfront 4th of July is the community's celebration of our national holiday. The event is free and open to the public and features live music, family activities and fireworks. It provides significant quality of life value for Louisville residents as well as a reason for tourists to visit Louisville. The festival is attended by tens of thousands, year after year. Louisville has a long tradition of gathering at the river's edge to celebrate the Fourth of July with music and fireworks. Metro Council support will allow us to continue to offer this event to the community, in the heart of downtown in Louisville's award winning Waterfront Park. The 2018 event was a huge success by all accounts. It was an inclusive celebration designed to appeal to a wide demographic. The event featured music by four performing artists, upscale festival cuisine, a patriotic display of 15,000 US by Flags 4 Vets, family arts and cultural activities produced by 10 partnering organizations, and fireworks over the Ohio River!

July 4, 2019 will feature musical entertainment by 4 or more entertainers in a diverse range of genres. The Louisville Fire Department and Louisville Metro Police Department will participate with a community outreach display. Flags 4 Vets will return with a patriotic installation, and family activities will include visual art, music education, science and nature activities as produced many different arts and cultural attractions. The whole celebration will conclude with a fireworks display over the Ohio River, offering a safe place for the community to enjoy fireworks administered by professionals.

**B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):**

WDC plans to utilize the Neighborhood Development Fund grant to fund event infrastructure and support services such as portable restrooms, fencing, generators, bicycle rack for bicycle parking, tents for activities, shade structures, event security and arts & cultural activities geared toward families.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**C: If this request is a fundraiser, please detail how the proceeds will be spent:**

This request is not for a fundraiser.

**D: For Expenditure Reimbursement Only** – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

Reimbursements should not be made before application date unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:**

The Louisville Waterfront 4th of July Celebration provides a safe and welcoming venue for citizens from every Metro Council District\* and the surrounding region to come together to safely enjoy family activities and a professional fireworks display over the Ohio River. The entertainment is high quality, inclusive and free. Families can enjoy a dozen or more arts and cultural activities, including visual arts, music, science, a petting zoo and pony rides. Citizens can enjoy antique military equipment and fire equipment, as well as interact with our Louisville Fire Department and Metro Police Department through their community outreach displays. Fireworks are a leading cause of injury during the July 4th holiday, and this celebration provides a celebration provides and opportunity to enjoy fireworks in a safe environment. Many children are able to enjoy new and different experiences through the family activity area that they may otherwise not have an opportunity to experience. This is a wonderful opportunity for our community to come together in the heart of downtown in our beautiful Waterfront Park.

\*The Waterfront Park Visitor Profile & Economic Impact Study compiled by IQS Research in 2017 demonstrates that 76% of Waterfront Park visitors are local, coming from every Metro Council district, as well as the seven county metropolitan area. Out of town visitors represent 35 states and several countries. More than 2 million people visited Waterfront Park in 2018. The visitor profile indicates a diversity of park users of all ages and income levels.

**F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.**

Waterfront Development Corporation collaborates with many organizations to produce the event including: The Kentucky Science Center (science activities), The National Jug Band Jubilee (music activities), WUOL (music education), Steam Exchange (visual art activities), Louisville Folk School (music activities), Waterfront Botanical Garden (science/ nature activities), Louisville Visual Art (art activities), DrumSmart (music education), Flags 4 Vets (patriotic art installation and education activities), Killroy Antique Military Equipment Enthusiasts (antique military display), Louisville Fire Department (antique and modern fire equipment community outreach), Louisville Metro Police Department (community outreach and safety), Louisville Water Company and WaterStep (Pure Tap To Go), Bicycling for Louisville (bicycle parking), Mayor's Office for Community Events (volunteer engagement).

We are still actively coordinating and engaging additional partnerships for the production of the event.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 6 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non- Metro Funds	Total Funds
<b>A: Personnel Costs Including Benefits</b>			
<b>B: Rent/Utilities</b>			
<b>C: Office Supplies</b>			
<b>D: Telephone</b>			
<b>E: In-town Travel</b>			
<b>F: Client Assistance (See Detailed List on Page 8)</b>			
<b>G: Professional Service Contracts</b>			
<b>H: Program Materials</b>			
<b>I: Community Events &amp; Festivals (See Detailed List on Page 8)</b>	26,000	159,245	185,245
<b>J: Machinery &amp; Equipment</b>			
<b>K: Capital Project</b>			
<b>L: Other Expenses (See Detailed List on Page 8)</b>			
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	26,000	159,245	185,245
<b>% of Program Budget</b>	14 %	86 %	<b>100%</b>

**List funding sources for total program/project costs in Column 2, Non-Metro Funds:**

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	52,700
Fees Collected from Program Participants	
Other (please specify)	106,545
<b>Total Revenue for Columns 2 Expenses **</b>	<b>159,245</b>

*\*Total of Column 1 MUST match "Total Request on Page 1, Section 2"*

*\*\*Must equal or exceed total in column 2.*

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
Bearno's - Hospitality Tent Labor		300	300
Event Infrastructure	16,700		16,700
Support Services	9,300	1,750	11,050
Committee/ volunteer lunch		300	300
Fireworks		20,000	20,000
Golf carts		600	600
Miscellaneous expenses		2,500	2,500
Musicians, Stage, Sound, and Lighting		35,250	35,250
LMPD off duty overnight security		600	600
Flags 4 Vets		500	500
In Kind Services		97,445	97,445
<b>Total</b>	26,000	159,245	185,245

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**Detail of In-Kind Contributions for this PROGRAM only:** Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
see attached		
<p align="center"><i>Total Value of In-Kind</i>                      (to match Program Budget Line Item.                      Volunteer Contribution &amp; Other In Kind)</p>	97,445	market value

**\* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK**

**Agency Fiscal Year Start Date:** July 1, 2018

**Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year?** NO  YES

**If YES, please explain:**

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 7 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

#### Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked and the funds will not be disbursed to our organization.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.

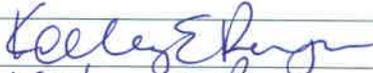
#### Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

**Relationship Disclosure:** List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

### SECTION 8 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

<b>Signature of Legal Signatory:</b>		<b>Date:</b>	6-4-19
<b>Legal Signatory: (please print):</b>	Kelley E. Runyon	<b>Title:</b>	Assistant Financial Director
<b>Phone:</b>	574-3768	<b>Extension:</b>	
<b>Email:</b>	kelley.runyon@louisvilleky.gov		

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Signature of Legal Signatory:

*Kelley E Runyon*

Date: 5-17-19

Legal Signatory: (please print):

*Kelley E Runyon*

Title: Assistant Finance Director

Phone: 574-3708

Extension:

Email:

*Kelley.runyon@louisvilleky.gov*

*Kelley E Runyon*  
5-17-19

Applicant's Initials *ker*

*Kelley E Runyon*

*ker*

**Donated Services****Estimated Value**

Bearnos Pizza	\$	10,000.00
Simon Signs - banners	\$	8,000.00
WHAS-11 Marketing	\$	35,000.00
Louisville Public Media	\$	6,445.00
Rent & Rave	\$	3,000.00
Nugent Sand Company Barge	\$	10,000.00
Arts & Cultural Attractions Activities	\$	25,000.00
<b>Subtotal Estimated Value of Donated Services</b>	<b>\$</b>	<b>97,445.00</b>

# Request for Taxpayer Identification Number and Certification

**Give Form to the  
requester. Do not  
send to the IRS.**

▶ Go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9) for instructions and the latest information.

See Specific Instructions on page 3.

<b>1</b> Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. <b>Waterfront Development Corporation</b>	
<b>2</b> Business name/disregarded entity name, if different from above	
<b>3</b> Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only <b>one</b> of the following seven boxes.	<b>4</b> Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
<input type="checkbox"/> Individual/sole proprietor or single-member LLC	<input type="checkbox"/> C Corporation
<input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____	<input type="checkbox"/> S Corporation
<input checked="" type="checkbox"/> Other (see instructions) ▶ <b>quasi-governmental agency</b>	<input type="checkbox"/> Partnership
<input type="checkbox"/> Trust/estate	<input type="checkbox"/> Trust/estate
<b>Note:</b> Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is <b>not</b> disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.	
<b>5</b> Address (number, street, and apt. or suite no.) See instructions. <b>129 E River Rd</b>	Exempt payee code (if any) <b>3</b>
<b>6</b> City, state, and ZIP code <b>Louisville, KY 40202</b>	Exemption from FATCA reporting code (if any) _____
<b>7</b> List account number(s) here (optional)	(Applies to accounts maintained outside the U.S.)
Re requester's name and address (optional)	

## Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

**Note:** If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

<b>Social security number</b>									
<b>OR</b>									
<b>Employer identification number</b>									
3	7	-	1	6	4	2	2	0	4

## Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

<b>Sign Here</b>	Signature of U.S. person ▶ <i>Kelley E Ringer</i>	Date ▶ <i>5-20-19</i>
------------------	---	-----------------------

## General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9).

### Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
  - Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
  - Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
  - Form 1099-S (proceeds from real estate transactions)
  - Form 1099-K (merchant card and third party network transactions)
  - Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
  - Form 1099-C (canceled debt)
  - Form 1099-A (acquisition or abandonment of secured property)
- Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

*If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.*



Department of the Treasury  
Internal Revenue Service

P.O. Box 2508  
Cincinnati OH 45201

In reply refer to: 0248222119  
Sep. 30, 2011 LTR 4076C E0  
37-1642204 000000 00

00013632  
BODC: TE

WATER FRONT DEVELOPMENT CORPORATION  
% DAVID K KAREM  
129 E RIVER RD  
LOUISVILLE KY 40202-1335



016639

Federal Identification Number: 37-1642204  
Person to Contact: Kaye Keyes  
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This responds to your request for information about your federal tax status. Our records do not specify your federal tax status. However, the following general information about the tax treatment of state and local governments and affiliated organizations may be of interest to you.

#### GOVERNMENTAL UNITS

Governmental units, such as States and their political subdivisions, are not generally subject to federal income tax. Political subdivisions of a State are entities with one or more of the sovereign powers of the State such as the power to tax. Typically they include counties or municipalities and their agencies or departments. Charitable contributions to governmental units are tax-deductible under section 170(c)(1) of the Internal Revenue Code if made for a public purpose.

#### ENTITIES MEETING THE REQUIREMENTS OF SECTION 115(1)

An entity that is not a governmental unit but that performs an essential government function may not be subject to federal income tax, pursuant to Code section 115(1). The income of such entities is excluded from the definition of gross income as long as the income (1) is derived from a public utility or the exercise of an essential government function, and (2) accrues to a State, a political subdivision of a State, or the District of Columbia. Contributions made to entities whose income is excluded income under section 115 may not be tax deductible to contributors.

#### TAX-EXEMPT CHARITABLE ORGANIZATIONS

An organization affiliated with a State, county, or municipal government may qualify for exemption from federal income tax under section 501(c)(3) of the Code, if (1) it is not an integral part of the government, and (2) it does not have governmental powers inconsistent with exemption (such as the power to tax or to exercise enforcement or regulatory powers). Note that entities may meet the requirements of both sections 501(c)(3) and 115 under certain circumstances. See Revenue Procedure 2003-12, 2003-1 C.B. 316.

0248222119  
Sep. 30, 2011 LTR 4076C E0  
37-1642204 000000 00  
00013633

WATER FRONT DEVELOPMENT CORPORATION  
% DAVID K KAREM  
129 E RIVER RD  
LOUISVILLE KY 40202-1335

Most entities must file a Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, to request a determination that the organization is exempt from federal income tax under 501(c)(3) of the Code and that charitable contributions are tax deductible to contributors under section 170(c)(2). In addition, private foundations and other persons sometimes want assurance that their grants or contributions are made to a governmental unit or a public charity. Generally, grantors and contributors may rely on the status of governmental units based on State or local law. Form 1023 and Publication 4220, Applying for 501(c)(3) Tax-Exempt Status, are available online at [www.irs.gov/eo](http://www.irs.gov/eo).

We hope this general information will be of assistance to you. This letter, however, does not determine that you have any particular tax status. If you are unsure of your status as a governmental unit or state institution whose income is excluded under section 115(1) you may seek a private letter ruling by following the procedures specified in Revenue Procedure 2007-1, 2007-1 I.R.B. 1 (updated annually).

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,



S. A. Martin, Operations Manager  
Accounts Management Operations

Financial Statements  
and Related Information

2018

**Waterfront Development Corporation**

June 30, 2018



Financial Statements  
and Related Information

**Waterfront Development Corporation**

June 30, 2018

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## **Independent Auditors' Report**

To the Board of Directors  
Waterfront Development Corporation  
Louisville, Kentucky

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the governmental activities, the discretely presented component unit, and each major fund of Waterfront Development Corporation (the "Corporation"), a component unit of Louisville/Jefferson County Metro Government ("Metro Government"), as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Corporation's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

### **Opinions**

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the discretely presented component unit, and each major fund of the Corporation, as of June 30, 2018, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Change in Accounting Principle – Adoption of Postemployment Benefits Other Than Pensions Accounting Standard**

As discussed in Note B to the financial statements, the Organization adopted Government Accounting Standards Board Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, effective as of July 1, 2017. The implementation of this accounting standard resulted in a restatement of prior year net position. Our opinion is not modified with respect to this matter.

### **Other Matters**

#### *Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis (pages 4 through 10), the required supplemental information including the budgetary comparison information on page 44, the Schedule of Proportionate Share of the Net Pension Liability – CERS Pension (page 45) Schedules of Contributions-CERS Pension (page 46), Schedule of Proportionate Share of the Net OPEB Liability (page 47), and Schedule of Employer Contributions – OPEB (page 48) be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements.

We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

#### *Other Information*

Our audit was conducted for the purpose of forming opinions on the financial statements referred to in the first paragraph. The Agency Funds Statement of Changes in Net Position on page 49 is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The Agency Funds Statement of Changes in Net Position is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statement. Such information has been subjected to the auditing procedures applied in the audit of the financial statements referred to in the first paragraph and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to

prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

**Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated October 16, 2018, on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

*STROTHMAN AND COMPANY*

Louisville, Kentucky  
October 16, 2018

**Management's Discussion and Analysis (Unaudited)**

## Management's Discussion and Analysis (Unaudited)

### Waterfront Development Corporation

June 30, 2018

The Waterfront Development Corporation (the "Corporation"), founded in 1986, is a component unit of Louisville/Jefferson County Metro Government ("Metro Government"). The Corporation manages Louisville Waterfront Park (the "Park").

Prior to the fiscal year ended June 30, 2012, the Corporation was included as a department of Metro Government and was reflected in its Comprehensive Financial Annual Report in this manner. For fiscal year 2012, the management of both Metro Government and the Corporation determined that accounting for the Corporation as a separate component unit would be more appropriate. As such, the Corporation issued its first stand-alone financial statements as of and for the year ended June 30, 2012.

The Corporation's Board of Directors includes representatives appointed by Metro Government and the Commonwealth of Kentucky (the "Commonwealth"). Historically, both Metro Government and the Commonwealth have provided financial support to the Corporation. For fiscal year 2015 and thereafter, the Commonwealth ceased operating funding to the Corporation. The Corporation is reflected as a component unit of Metro Government because they have a majority of Board member appointments.

The Corporation is also related to The Waterfront Park Foundation, Inc. (the "Foundation"). The purpose of the Foundation is to provide supplemental support for the capital construction and maintenance of the Park. The Foundation is included as a component unit in the Corporation's financial statements.

This section of the Corporation's basic financial statements presents a narrative overview and analysis of the financial activities of the Corporation for the fiscal year ended June 30, 2018.

### Financial Highlights

The Corporation's principal revenue sources are rental and event income, and support from Metro Government.

In 2018, the Corporation adopted Government Accounting Standards Board ("GASB") Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*.

### Overview of the Basic Financial Statements

This discussion and analysis is intended to serve as an introduction to the Corporation's basic financial statements. The Corporation's basic financial statements comprise four components: (1) government-wide financial statements; (2) fund financial statements; (3) statement of fiduciary net position; and (4) notes to the financial statements.

#### Government-Wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the Corporation's finances in a manner similar to a private-sector business.

Continued

The Statement of Net Position presents information on all of the Corporation's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Corporation is improving or deteriorating.

The Statement of Activities presents information showing how the Corporation's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods, such as expenses pertaining to earned but unused vacation and sick leave.

#### Fund Financial Statements

The fund financial statements are designed to report information about groupings of related accounts, which are used to maintain control over resources that have been segregated for specific activities or objectives. The Corporation, like other governmental units, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in determining what financial resources are available in the near future to finance the Corporation's programs.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The Corporation has two individual governmental funds. Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures and changes in fund balances for the general fund and the capital projects fund.

The Corporation adopts an annual appropriated budget for its general fund. A budgetary comparison statement has been provided for this fund to demonstrate compliance with budget.

Fiduciary funds are used to account for resources held for the benefit of parties outside the Corporation. Since the resources of these funds are not available to support the Corporation's own programs, they are not reflected in the government-wide financial statements.

#### Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Continued

Other Information

The Corporation implemented GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. This Statement was issued to improve accounting and financial reporting by state and local governments for postemployment benefits other than pensions. This Statement on Other Postemployment Benefits or "OPEB" provides guidance for measuring the present value of the projected benefits to be provided to employees that is attributed to those employees' past periods of service. Statement No. 75 required the Corporation to recognize long-term obligations for postemployment benefits other than pensions for the first time. In addition, as a participant in a cost-sharing plan, the Corporation is reporting a net OPEB liability and OPEB-related deferred inflows and outflows based on the proportionate share of the collective amounts. The effect of the restatement due to implementation is as follows:

<u>Statement of Net Position</u>	<u>June 30, 2017</u>	<u>Changes</u>	<u>July 1, 2017, as Restated</u>
Deferred Outflow - Other Postemployment Benefit Related	-	\$ 51,778	\$ 51,778
Net Other Postemployment Benefit Liability	-	402,413	402,413
Net Position	<u>\$ 10,861,546</u>	<u>\$ (350,635)</u>	<u>\$ 10,510,911</u>

## Government-Wide Financial Analysis

The Corporation has presented its financial statements under the reporting model required by GASB Statement No. 34, *Basic Financial Statements and Management's Discussion and Analysis ("MD&A") for State and Local Governments*.

### Analysis of Net Position – Government-Wide Activities

A summary of government-wide net position follows:

	June 30	
	2018	2017
<b>Assets</b>		
Current and other assets	\$ 2,626,650	\$ 3,569,079
Capital assets	9,026,715	8,761,756
<b>Total Assets</b>	11,653,365	12,330,835
<b>Deferred Outflows of Resources</b>	872,689	376,846
<b>Liabilities</b>		
Current and other liabilities	4,067,938	2,187,454
<b>Deferred Inflows of Resources</b>	107,533	9,316
<b>Net Position</b>		
Net investment in capital assets	9,026,715	8,761,756
Unrestricted	(676,132)	1,749,155
<b>Total Net Position</b>	<u>\$ 8,350,583</u>	<u>\$ 10,510,911</u>

The Corporation's assets exceed its liabilities by \$8,350,583 as of June 30, 2018 as compared to \$10,510,911 as of June 30, 2017. The decrease from 2017 to 2018 was \$2,160,328.

Current and other assets as of June 30, 2018 decreased \$942,429, or 26.4%, as compared to June 30, 2017, due primarily to decreases in investments and accounts receivable. Capital assets increased by \$264,959, due primarily to purchases of park maintenance equipment. Current and other liabilities increased \$1,880,484, or 86.0%, due in large part to an increase in the net pension liability and other postemployment benefit liability.

Continued

Government-Wide Statement of Activities

A summary of the changes in net position follows:

	June 30	
	2018	2017
<b>Revenues</b>		
Rental and event income	\$ 1,073,070	\$ 1,111,239
General revenues and transfers		
Transfers and other revenues	602,158	1,898,672
Capital contributions	669,302	110,880
<b>Total Revenues</b>	<b>2,344,530</b>	<b>3,120,791</b>
<b>Expenses</b>		
General government	3,504,737	2,226,529
Public works	1,000,121	888,041
<b>Total Expenses</b>	<b>4,504,858</b>	<b>3,114,570</b>
<b>Change in Net Position</b>	<b>(2,160,328)</b>	<b>6,221</b>
<b>Beginning Net Position, as previously reported</b>	<b>10,510,911</b>	<b>10,855,325</b>
Prior period adjustment - GASB 75 implementation		(350,635)
<b>Ending Net Position, as restated</b>	<b>\$ 8,350,583</b>	<b>\$ 10,510,911</b>

Rental and event income revenues decreased \$38,169 from 2017 to 2018. Transfers and other revenues decreased \$1,296,514, or 68.3% from 2017 to 2018, primarily due to funds received in the prior year by the Capital Projects Fund for special park projects that were not repeated in the current year. Contributions increased \$558,422, or 503.6%, from 2017 to 2018. This was due to funding provided for the replacement of another section of the Limestone Wall that runs along the bank of the river and conversion of the Great Lawn High Mast lighting to LED fixtures with a digital app operating system in addition to the acquisition of various new pieces of water playground equipment and refurbishment of the existing equipment.

Operating expenses for fiscal 2018 increased \$1,278,208 or 57.4% from 2017, primarily due to pension and other postemployment benefit expenses. Public works expenses increased \$112,080, or 12.6%, due to Limestone repair work for the Overlook.

**Financial Analysis of the Corporation's Governmental Funds**

The focus of the Corporation's governmental funds is to provide information on near-term inflows, outflows and balances of resources that are available for spending. Such information is useful in assessing the Corporation's financing requirements. In particular, unreserved fund balances may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

Continued

As of June 30, 2018, the governmental funds balance sheet reflected total assets of \$2,626,650 as compared to \$3,569,079 as of June 30, 2017. Liabilities as of June 30, 2018 were \$824,804 as compared to \$405,000 as of June 30, 2017. Fund balance at June 30, 2018 was \$1,801,846 as compared to \$3,164,079 at June 30, 2017, which represented a decrease of \$1,362,233.

During the year ended June 30, 2018, the Corporation realized revenues from Park event income and rentals of \$1,073,070 as compared to \$1,111,239 last year. During the years ended June 30, 2018 and 2017, Metro Government supplied \$987,000 and \$1,197,000, respectively, of operating support.

The Commonwealth of Kentucky supplied no operating support for fiscal years 2018, 2017, 2016, and 2015.

For fiscal years 2018, 2017, 2016 and 2015, the Commonwealth of Kentucky eliminated our Biennial Appropriation that had previously been authorized since our inception through the Cabinet for Economic Development. This has a total negative impact of \$1,683,200 of our operating resources for all four years. As a result, we implemented the necessary expense reductions and used some of our capital project reserves to fulfill our responsibilities to develop and maintain the park.

Operating expenditures of the Corporation for years ended June 30, 2018 and 2017 were \$2,706,642 and \$2,190,501, respectively.

The capital projects fund accounts for resources used for the purpose of constructing Park improvements and infrastructure. For the year ended June 30, 2018, total receipts from other financing sources in this fund were \$828,893, with total expenditures of \$1,000,121 for the year. For the year ended June 30, 2017, total receipts and expenditures were \$755,092 and \$888,041, respectively.

The improving economy has helped drive two major sources of revenue which are derived from rentals and events. However, in contrast to this trend we experienced a setback with one of our primary tenant's, due to their inability to successfully operate a restaurant in our park, and incurred a loss of revenues as a result.

### Capital Assets

The Park encompasses a total of 85 acres. Park land and improvements were paid for and are owned by three entities: the Corporation, Metro Government and the Commonwealth. Only land owned by the Corporation is reflected on its books and records. A majority of Park development costs were not paid by the Corporation and are not reflected on its financial statements.

A summary of the Corporation's capital assets as of June 30, 2018 are as follows:

Land	\$ 8,580,673
Park maintenance equipment	769,871
Less accumulated depreciation	<u>(323,828)</u>
	<u>\$ 9,026,716</u>

Continued

### **Financial Analysis of the Foundation**

The Foundation had total cash and investments of \$15,161,325 as of June 30, 2018, as compared to \$13,335,111 at June 30, 2017. During the year ended June 30, 2018, the Foundation's investments generated net investment income of \$1,031,663 as compared to \$1,269,158 last year. Investment fees for the year were \$44,764 as compared to \$47,749 last year. The Corporation transferred \$839,315 to the Foundation for River Park Place project. In the prior year the Corporation received a transfer from the Foundation of \$205,000, which included a direct pass through gift of \$100,000 for an economic impact study.

### **Request for Information**

These financial statements are intended to provide the reader with a general overview of the Corporation's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be directed to Waterfront Development Corporation, Chief Financial Officer, 129 River Road, Louisville, Kentucky 40202.

**Government-Wide Financial Statements**

Statement of Net Position

**Waterfront Development Corporation**

June 30, 2018

	<b>Primary Government - Governmental Activities</b>	<b>Component Unit - Foundation</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 91,473	\$ 696,836
Investments	2,443,118	14,464,489
Accounts receivable, net	41,539	
Other assets	50,520	
Capital assets		
Land	8,580,673	
Other capital assets, net of depreciation	446,042	
	<u>11,653,365</u>	<u>15,161,325</u>
<b>Total Assets</b>		
<b>Deferred Outflows of Resources</b>		
Pension related	638,395	
Other postemployment benefit related	234,294	
	<u>872,689</u>	
<b>Total Deferred Outflows of Resources</b>		
<b>Liabilities</b>		
Accounts payable and accrued costs	510,065	
Accounts payable to Metro Government	122,662	
Deferred revenues and deposits	192,077	
Compensated absences accrual	120,626	
Net pension liability	2,324,578	
Other postemployment benefit liability	797,930	
	<u>4,067,938</u>	
<b>Total Liabilities</b>		
<b>Deferred Inflows of Resources</b>		
Pension related	65,756	
Other postemployment benefit related	41,777	
	<u>107,533</u>	
<b>Total Deferred Outflows of Resources</b>		
<b>Net Position</b>		
Net investment in capital assets	9,026,715	
Restricted		15,161,325
Unrestricted	(676,132)	
	<u>\$ 8,350,583</u>	<u>\$ 15,161,325</u>
<b>Total Net Position</b>		

See Accompanying Notes to the Financial Statements

Statement of Activities

Waterfront Development Corporation

Year Ended June 30, 2018

Functions/Programs	Expenses	Program Revenues		Net (Expense) Revenue and Changes in Net Assets
		Charges for Services	Investment Income	
<b>Governmental Activities</b>				
General government	\$ 3,504,737	\$ 1,073,070		\$ (2,431,667)
Public works	1,000,121			(1,000,121)
<b>Total Governmental Activities</b>	<u>\$ 4,504,858</u>	<u>\$ 1,073,070</u>		<u>(3,431,788)</u>
<b>Component Unit - Foundation</b>				
Investment fees	\$ 44,764			(44,764)
Investment loss - unrealized			\$ (262,055)	(262,055)
Investment gain - realized			768,311	768,311
Dividends and interest income			525,407	525,407
<b>Total Component Unit</b>	<u>\$ 44,764</u>		<u>\$ 1,031,663</u>	<u>986,899</u>
<b>Net Expense</b>				<u>\$ (2,444,889)</u>
		<b>Primary Government</b>	<b>Component Unit-Foundation</b>	<b>Total</b>
<b>Net Revenue (Expense) from above</b>		\$ (3,431,788)	\$ 986,899	\$ (2,444,889)
<b>General Revenues and Transfers</b>				
Operating transfers from:				
Metro Government		987,000		987,000
Commonwealth of Kentucky		0		0
Transfers, net		(839,315)	839,315	
Special park projects		101,333		101,333
KEDFA grant		298,424		298,424
Other revenues		54,716		54,716
Contributions		669,302		669,302
<b>Change in Net Position</b>		(2,160,328)	1,826,214	(334,114)
<b>Beginning Net Position, as restated</b>		10,510,911	13,335,111	23,846,022
<b>Ending Net Position</b>		<u>\$ 8,350,583</u>	<u>\$ 15,161,325</u>	<u>\$ 23,511,908</u>

See Accompanying Notes to the Financial Statements

## **Fund Financial Statements**

Governmental Funds  
Balance Sheet

Waterfront Development Corporation

June 30, 2018

	<u>General Fund</u>	<u>Capital Project Fund</u>	<u>Total Governmental Funds</u>
<b>Assets</b>			
Cash and cash equivalents	\$ 91,473		\$ 91,473
Investments	625,833	\$ 1,817,285	2,443,118
Accounts receivable, net	41,539		41,539
Other assets	50,520		50,520
	<u>50,520</u>		<u>50,520</u>
<b>Total Assets</b>	<u>\$ 809,365</u>	<u>\$ 1,817,285</u>	<u>\$ 2,626,650</u>
<b>Liabilities and Fund Balances</b>			
<b>Liabilities</b>			
Accounts payable and accrued costs	\$ 510,065		\$ 510,065
Accounts payable to Metro Government	122,662		122,662
Deferred revenues and deposits	192,077		192,077
	<u>192,077</u>		<u>192,077</u>
<b>Total Liabilities</b>	824,804		824,804
<b>Fund Balances</b>			
Restricted		\$ 1,817,285	1,817,285
Unassigned	(15,439)		(15,439)
	<u>(15,439)</u>		<u>(15,439)</u>
<b>Total Fund Balances (Deficit)</b>	<u>(15,439)</u>	<u>1,817,285</u>	<u>1,801,846</u>
<b>Total Liabilities and Fund Balances</b>	<u>\$ 809,365</u>	<u>\$ 1,817,285</u>	

Amounts reported for Governmental Activities in the Statement of Net Position are different from those reported in the Governmental Funds Balance Sheet above because of the following:

<b>Capital Assets</b> --Capital assets used in Governmental Activities are not current assets or financial resources and therefore are not reported as assets in the Governmental Funds Balance Sheet	9,026,715
<b>Pension Activity</b> --Pension activity is not current assets or current liabilities and therefore is not reported in the Governmental Funds Balance Sheet	(1,751,939)
<b>Other Postemployment Benefit Activity</b> --Other postemployment benefit activity is not current assets or current liabilities and therefore is not reported in the Governmental Funds Balance Sheet	(605,413)
<b>Compensated Absences</b> --Compensated absences are not current liabilities and therefore are not reported in the Governmental Funds Balance Sheet	<u>(120,626)</u>
<b>Total Net Position of Governmental Activities</b>	<u>\$ 8,350,583</u>

See Accompanying Notes to the Financial Statements

Governmental Funds  
Statement of Revenues, Expenditures and Changes in Fund Balances

**Waterfront Development Corporation**

Year Ended June 30, 2018

	<u>General Fund</u>	<u>Capital Project Fund</u>	<u>Total Governmental Funds</u>
<b>Revenues</b>			
Rental and event income	\$ 1,073,070		\$ 1,073,070
<b>Expenditures</b>			
General government	2,706,642		2,706,642
Public works		\$ 1,000,121	1,000,121
<b>Total Expenditures</b>	<u>2,706,642</u>	<u>1,000,121</u>	<u>3,706,763</u>
<b>Expenditures in Excess of Revenues</b>	(1,633,572)	(1,000,121)	(2,633,693)
<b>Other Financing Sources</b>			
Operating transfers from:			
Metro Government	987,000		987,000
Commonwealth of Kentucky	0		0
Net transfers to Component Unit			
-Foundation		(839,315)	(839,315)
Equipment Maintenance and Replacement		13,000	13,000
Property Fund		12,520	12,520
Limestone Replacement		19,399	19,399
Walsh Bridge Project Fund		31,903	31,903
Bridge lighting		24,511	24,511
KEDFA grant		298,424	298,424
Other revenues	33,206	21,510	54,716
Contributions	261,676	407,626	669,302
<b>Total Other Financing Sources</b>	<u>1,281,882</u>	<u>(10,422)</u>	<u>1,271,460</u>
<b>Net Change in Fund Balances</b>	(351,690)	(1,010,543)	(1,362,233)
<b>Beginning Fund Balances</b>	<u>336,251</u>	<u>2,827,828</u>	<u>3,164,079</u>
<b>Ending Fund Balances (Deficit)</b>	<u>\$ (15,439)</u>	<u>\$ 1,817,285</u>	<u>\$ 1,801,846</u>

See Accompanying Notes to the Financial Statements

Reconciliation of the Net Change in Fund Balances  
Total Governmental Funds with the Change in Net Position – Governmental Activities

**Waterfront Development Corporation**

Year Ended June 30, 2018

The schedule below reconciles the net changes in fund balances reported on the governmental funds statement of revenues, expenditures and changes in fund balances, which measures only changes in current assets and current liabilities on the modified accrual basis, with the change in net position of governmental activities reported in the Statement of Activities, which is prepared on the full accrual basis.

**Total Net Change in Fund Balances - Total Governmental Funds** \$ (1,362,233)

Amounts reported for governmental activities in the Statement of Activities are different because of the following:

**Capital Asset Transactions**

Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is capitalized and allocated over their estimated useful lives and reported as depreciation expense.

Depreciation expense is deducted from the fund balance	(49,517)
Capital asset expenditure	314,476

**Accrual of Non-Current Items**

The amounts below included in the statement of activities do not provide or require the use of current financial resources and therefore are not reported as revenues or expenditures in governmental funds (net change):

Change in compensated absences accrual	20,665
Pension Related Expenses	(882,941)
OPEB Related Expenses	<u>(200,778)</u>

**Total Change in Net Position of Governmental Activities** \$ (2,160,328)

See Accompanying Notes to the Financial Statements

## **Fiduciary Funds**

Statement of Fiduciary Net Position

Waterfront Development Corporation

June 30, 2018

	<u>Agency Funds</u> <u>Belvedere</u> <u>Fund</u>
<b>Assets</b>	
Cash	\$ 26,397
Investments	<u>100,000</u>
<b>Total Assets</b>	<b><u>\$ 126,397</u></b>
<b>Liabilities</b>	
Damage deposit liability	\$ 3,550
Other	2,437
Held for the Belvedere	<u>120,410</u>
<b>Total Liabilities</b>	<b><u>\$ 126,397</u></b>

See Accompanying Notes to the Financial Statements

## **Notes to the Financial Statements**

## Notes to the Financial Statements

### Waterfront Development Corporation

June 30, 2018

#### Note A—Description of the Corporation

Established in 1986, the Waterfront Development Corporation (the "Corporation") plans, coordinates and implements strategies to revitalize Louisville's Waterfront. The Corporation was created by an interlocal agreement between Jefferson County, the City of Louisville, and the Commonwealth of Kentucky (the "Commonwealth") to oversee redevelopment of Louisville's waterfront from a blighted and underutilized area into a vibrant, active area. In 2003, Jefferson County and the City of Louisville merged to create Louisville/Jefferson County Metro Government ("Metro Government").

The Corporation is considered a component unit of Metro Government. Metro Government appoints nine out of fifteen of the Corporation's board members and the Commonwealth appoints the other six. Metro Government also supplies a significant portion of the Corporation's operating funding and performs certain administrative functions for it.

The primary project of the Corporation is Louisville Waterfront Park (the "Park"), which management believes has improved the quality of life of Louisville residents and been a catalyst for business and residential redevelopment in the Waterfront District and connecting areas of downtown Louisville. The Corporation is responsible for the maintenance and operation of this 85-acre park.

The Corporation is also related to The Waterfront Park Foundation, Inc. (the "Foundation"). The purpose of the Foundation, incorporated in 1995, is to provide supplemental support for the capital construction and maintenance of the Park. The Foundation is included as a component unit in these financial statements.

#### Note B—Summary of Significant Accounting Policies

The Corporation is a component unit of Metro Government. Prior to the fiscal year ended June 30, 2012, the Corporation was included as a Department of Metro Government and reflected in its Comprehensive Financial Annual Report in this manner. For fiscal year 2012, the management of both Metro Government and the Corporation determined that accounting for the Corporation as a separate component unit was more appropriate. As such, the Corporation issued its first stand-alone financial statements as of and for the year ended June 30, 2012.

Because the Foundation is so closely related to the Corporation, its financial statements are included within the government-wide financial statements of the Corporation as a component unit. This is because the Corporation Board elects the board of the Foundation and because the Foundation's sole financial purpose is to support the activities of the Corporation. Separate financial statements for the Foundation are not issued.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note B--Summary of Significant Accounting Policies--Continued**

The following is a summary of significant accounting policies:

**Basis of Presentation**--The Corporation's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. The Government Accounting Standards Board ("GASB") is the acknowledged standard setting body for establishing accounting and financial reporting standards followed by governmental entities in the U.S.

These standards require that the financial statements described below be presented.

**Government-Wide Financial Statements**--The Corporation's basic financial statements include both the government-wide and component unit financial statements.

**Statement of Net Position**--In the Statement of Net Position, both the governmental and component unit's columns are presented on a consolidated basis by column and are reported on a full accrual, economic resources basis, which recognizes all long-term assets and receivables as well as long-term obligations, except for fiduciary activities.

**Statement of Activities**--The Statement of Activities presents a comparison between direct expenses and program revenues for each function of the Corporation's and Foundation's activities. Direct expenses are those that are specifically associated with a program or function and, therefore, are clearly identifiable to a particular function. Program revenues include charges paid by the recipients of goods or services offered by the programs. Revenues that are not classified as program revenues are presented as general revenues.

**Fund Financial Statements**--The fund financial statements provide information about the Corporation's funds, including fiduciary funds. Separate statements for each fund category - *governmental* and *fiduciary*, are presented. The emphasis of fund financial statements is on major individual funds, each of which is displayed in a separate column.

The focus of the governmental funds' measurement is upon determination of financial position and changes in financial position rather than upon net income. The activities reported in these funds are reported as governmental activities in the government-wide financial statements. The Corporation reports the following governmental funds in the accompanying governmental fund financial statements:

**General Fund**--The general fund accounts for inflows of revenues, which are primarily from governmental sources, contributions, and lease and event income. Expenditures relate to the operation and maintenance of the Park.

**Capital Projects Fund**--This fund accounts for resources used for the purpose of constructing Park improvements and infrastructure. Revenues are obtained primarily from governmental sources and from private contributions.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note B--Summary of Significant Accounting Policies--Continued**

**Fiduciary Funds**--The Corporations' fiduciary funds are presented in the fiduciary fund financial statements by type. Because by definition these assets are being held for the benefit of a third party and cannot be used to address activities or obligations of the Corporation, these funds are not incorporated into the government-wide financial statements.

- **The Belvedere Fund.** The Corporation has an agreement whereby it manages event space at a park (the "Belvedere") owned by Metro Government. Under the agreement, any net income derived from event rentals is put into an agency fund. Such funds can only be spent for the maintenance and other expenses the Corporation incurs related to Belvedere Park.

**Basis of Accounting**--The government-wide financial statements are reported using the economic resources measurement focus and the full accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place.

Governmental funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, revenues are recognized when measurable and available. The Corporation considers all revenues reported in the governmental funds to be available if the revenues are collected within sixty days after fiscal year-end. Expenditures are recorded when the related fund liability is incurred. General capital asset acquisitions are reported as expenditures in governmental funds.

Non-exchange transactions, in which the Corporation gives or receives value without directly receiving or giving equal value in exchange, include contributions. Revenues from contributions are recognized in the fiscal year in which all eligibility requirements have been satisfied.

Equity Classifications

*Government-Wide Financial Statements*

Net position is the excess of the Corporation's assets over its liabilities, regardless of fund. Net position is divided into three captions on the Statement of Net Position. These captions apply only to net position, which is determined at the government-wide level and is discussed below:

**Net Investment in Capital Assets**--the portion of net position which is represented by the net book value of the Corporation's capital assets.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note B--Summary of Significant Accounting Policies--Continued**

**Restricted Net Position**--the portion of net position which is restricted as to use by the terms and conditions of agreements with outside parties, government regulations, laws, or other restrictions which the Corporation cannot unilaterally alter.

**Unrestricted Net Position**--the portion of net position which is not restricted as to use.

*Fund Financial Statements*

Under GASB Statement No. 54, fund balance is separated into five categories, as follows:

**Nonspendable**--Permanently nonspendable by decree of the donor, such as an endowment, or items which may not be used for another purpose, such as amounts used to prepay future expenses.

**Restricted**--Legally restricted under federal or state law, bond authority, or grantor contract.

**Committed**--Commitments passed by the Board.

**Assigned**--Funds assigned to management priority including issued encumbrances.

**Unassigned**--Funds available for future operations.

The accompanying government funds balance sheet classifies the general fund balances as unassigned and the capital project fund balance as restricted.

Deferred Inflows of Resources and Deferred Outflows of Resources--For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources, and pension expense, information about the Corporation's participation in the County Employees Retirement System ("CERS") of the Kentucky Retirement Systems ("KRS") has been determined on the same basis as they are reported by the KRS for the CERS plan. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. The liability was measured at June 30, 2017.

The Statement of Net Position includes deferred inflows of resources and deferred outflows of resources when appropriate. Deferred outflows of resources represent a consumption of net position that applies to a future period(s). Deferred inflows of resources represent an acquisition of net position that applies to a future period(s). These amounts will not be recognized as expense or revenue until the applicable period.

Use of Estimates--The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Continued

Notes to the Financial Statements—Continued

**Waterfront Development Corporation**

June 30, 2018

**Note B—Summary of Significant Accounting Policies—Continued**

Change in Accounting Principle—Effective July 1, 2017, the Corporation adopted GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. This Statement was issued to improve accounting and financial reporting by state and local governments for postemployment benefits other than pensions. This Statement on postemployment benefits or “OPEB” provides guidance for measuring the present value of the projected benefits to be provided to employees that is attributed to those employees’ past periods of service. Statement No. 75 required the Corporation to recognized long-term obligations for OPEB for the first time.

The Corporation’s beginning net position for fiscal year 2017 has been restated to reflect the inclusion of the net OPEB liability required by GASB Statement No. 75 as follows.

<b>Ending Net Position, June 30, 2017, as previously reported</b>	<b>\$ 10,861,546</b>
Prior Period Adjustment:	
Implementation of GASB Statement No. 75	<u>(350,635)</u>
<b>Beginning Net Position, July 1, 2017, as restated</b>	<b><u>\$ 10,510,911</u></b>

Subsequent Events—In preparing these financial statements, management of the Corporation has evaluated events and transactions for potential recognition or disclosure through October 16, 2018, the date the financial statements were available to be issued.

**Note C—Budgets and Budgetary Accounting**

The Corporation submits an annual budget to Metro Government on or before June 30 for the ensuing fiscal year for the general fund. This budget is reviewed by the Mayor and the Metro Council, and is generally revised by them before being finalized.

Budget appropriations become effective each July 1. The Corporation may amend the budget during the fiscal year. The legal level of budgetary control has been established at the fund level. Appropriations generally lapse at the end of the fiscal year to the extent they have not been expended or encumbered.

The general fund’s annual budget is presented on the modified accrual basis of accounting consistent with the governmental funds financial statements.

Budgeted revenue amounts represent the original budget modified by adjustments authorized during the fiscal year. Budgeted expenditure amounts represent original appropriations adjusted for supplemental appropriations during the fiscal year.

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note D--Cash and Investments**

Cash equivalents include short-term, highly liquid investments which are readily convertible to cash and have an original maturity date of 90 days or less.

The following is a summary of cash and cash equivalents as of June 30, 2018:

<b>Corporation</b>	
Cash and cash equivalents - unrestricted	\$ 91,473
<b>Foundation</b>	
Cash and cash equivalents - restricted	<u>696,836</u>
<b>Total Cash and Cash Equivalents</b>	<u>\$ 788,309</u>

The Corporation and Foundation had cash and cash equivalents in excess of Federal Deposit Insurance Corporation coverage of approximately \$3,900 and \$188,000 respectively, as of June 30, 2018. However, the excess above the customary \$250,000 limit was collateralized by securities held by a third-party custodian, the Bank of New York.

Interest Rate Risk--Interest rate risk is the risk that the changes in interest rates of investments will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates; therefore, short term maturities reduce the Corporation and Foundation's exposure to interest rate risk.

Credit Risk--Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. The Corporation and Foundation's general Investment Policy is to apply the prudent investors standard in managing the overall portfolio. This policy states that assets shall be invested with the care, skill, prudence, and diligence under the circumstances prevailing from time to time that a prudent person acting in a like capacity and familiar with such matters would use in the investment of a fund of like character and aims.

Concentration of Credit Risk--Concentration of credit risk is the risk of loss that may arise in the event of default by a single issuer. The Corporation and Foundation's investment policy requires diversification of the overall portfolio to eliminate the risk of loss from an over-concentration of assets in a specific class of security, a specific maturity, and/or a specific issue. The Foundation is required by state law to invest a minimum of 35% of monies received from government sources in U.S. Government and/or Agency obligations.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note D--Cash and Investments--Continued**

The investment mixture objective of the portfolio permitted in each eligible security is as follows:

	<u>Target</u>	<u>Range</u>
Equity	57%	47 - 67%
Large Company Domestic	33%	
Mid/Small Cap Domestic	6%	
International Developed	12%	
International Emerging	6%	
Fixed Income	20%	10 - 30%
Domestic	13%	
International	3%	
High-Yield	2%	
Inflation-Indexed	2%	
Real Estate - Domestic/International	8%	0 - 10%
Alternatives	12%	0 - 25%
Cash	3%	0 - 13%

The Corporation and Foundation categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. This hierarchy is based on the valuation inputs used to measure the fair value of the asset.

*Level 1* - Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

*Level 2* - Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

*Level 3* - Significant unobservable inputs that reflect the reporting entity's own assumptions about the fair value of an asset or liability.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note D--Cash and Investments--Continued**

The Corporation and Foundation have the following fair value measurements as of June 30, 2018:

	<u>Fair Value Measurements Using:</u>		<u>Total</u>
	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	
Investments by fair value level:			
<b>Corporation</b>			
Certificates of deposit	\$ 2,243,118		\$ 2,243,118
Debt securities			
U.S. Agency Mortgage bonds		\$ 100,000 *	100,000
Local government bonds		100,000 *	100,000
Total for the Corporation	2,243,118	200,000	2,443,118
<b>Foundation</b>			
Fixed income	2,852,206 *		2,852,206
Equities	9,951,478 *		9,951,478
Alternative strategies	480,307 *		480,307
Real estate equities and trusts	1,180,498 *		1,180,498
Total for the Foundation	14,464,489		14,464,489
<b>Total</b>	<u>\$ 16,707,607</u>	<u>\$ 200,000</u>	<u>\$ 16,907,607</u>

\* Denotes actively traded investments

Notes to the Financial Statements—Continued

**Waterfront Development Corporation**

June 30, 2018

**Note E—Capital Assets**

The Park encompasses a total of 85 acres. Park land and improvements were paid for and are owned by three entities: the Corporation, Metro Government and the Commonwealth. Only land owned by the Corporation is reflected on its books and records. A majority of the Park's development costs were not paid by the Corporation and are not reflected on its financial statements.

All capital assets owned by the Corporation are valued at historical cost or estimated historical cost if actual historical cost is not available. Contributed capital assets are valued at their estimated fair market value on the date contributed. The Corporation defines capital assets as assets with an initial individual cost of more than \$5,000 and an estimated useful life in excess of one year.

Depreciation is provided using the straight line method, which means the cost of the asset is divided by its expected useful life in years and the result is charged to expense each fiscal year until the asset is fully depreciated.

The Corporation has assigned the useful lives listed below to capital assets.

Land improvements	20 years
Buildings and improvements	25 to 40 years
Machinery and equipment	3 to 12 years
Vehicles	4 to 10 years
Infrastructure	10 to 40 years

Major outlays for capital assets and improvements are capitalized in the government-wide Statement of Net Position as projects are constructed.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note E--Capital Assets--Continued**

Capital assets activity for the fiscal year ended June 30, 2018 is as follows:

	<u>Balance at June 30, 2017</u>	<u>Increases</u>	<u>Decreases</u>	<u>Balance at June 30, 2018</u>
<b>Governmental Activities</b>				
Capital assets not being depreciated				
Land	\$ 8,580,673			\$ 8,580,673
Capital assets being depreciated				
Park maintenance equipment	<u>503,935</u>	<u>\$ 314,476</u>	<u>\$ 48,540</u>	<u>769,871</u>
<b>Total Capital Assets Being Depreciated</b>	<b>503,935</b>	<b>314,476</b>	<b>48,540</b>	<b>769,871</b>
Less accumulated depreciation for:				
Park maintenance equipment	<u>322,852</u>	<u>47,413</u>	<u>46,436</u>	<u>323,829</u>
<b>Total Accumulated Depreciation</b>	<b>322,852</b>	<b>47,413</b>	<b>46,436</b>	<b>323,829</b>
<b>Net Capital Assets Being Depreciated</b>	<b>181,083</b>	<b>267,063</b>	<b>2,104</b>	<b>446,042</b>
<b>Governmental Activity Net Capital Assets</b>	<b><u>\$ 8,761,756</u></b>	<b><u>\$ 267,063</u></b>	<b><u>\$ 2,104</u></b>	<b><u>\$ 9,026,715</u></b>

Depreciation expense was charged to functions and programs based on their usage of the related assets. The amounts allocated to the governmental activities for park maintenance equipment was \$49,517 for the fiscal year ended June 30, 2018.

**Note F--Lease Revenue**

The Corporation is the lessor in various leases relating to two restaurant properties, signage, parking and miscellaneous vendors. For the year ended June 30, 2018, lease revenue was approximately \$433,000. One of the restaurant tenants has been continually behind on payments. This tenant has continued to pay a portion of the annual base rent of \$102,000; however, they were approximately \$63,000 past due as of June 30, 2018. An allowance has been booked for the full amount. A new restaurant has not yet reopened on this site.

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note G--Risk Management**

The Corporation obtains a majority of its insurance through Metro Government's insurance program. The Corporation receives the same coverage as other Metro Government departments and divisions. The Metro Government is exposed to various risks of loss related to torts, errors and omissions, injuries to employees or others, unemployment and certain health care benefits of employees. The Metro Government has established various self-insurance programs to account for and finance its uninsured risks of loss. Under the self-insurance programs, the Metro Government retains the risk of loss up to a maximum of \$7,000,000 for general liability claims, \$2,000,000 for workers' compensation claims with statutory excess insurance, and actual costs incurred for unemployment and certain health care benefits.

**Note H--Litigation**

The Corporation is subject to legal actions which are handled by Metro Government's Risk Management Department and the Jefferson County Attorney's Office. Claims that are less than \$500,000 are paid by Metro Government and claims in excess of \$500,000 are paid out of the Louisville Area Government Insurance Trust. In one such claim, a restaurant sub-tenant alleged that it mistakenly overpaid rent to the Corporation and its sub-landlord. The sub-landlord had previously filed a lawsuit to evict the sub-tenant, who has vacated the premises. The Corporation intends to vigorously defend all legal actions and believes that the resolution of such claims would not have a material effect on the financial position of the Corporation or its results of operations.

**Note I--Recent GASB Pronouncements**

Accounting Pronouncements Adopted July 1, 2017

In June 2015, the GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. This statement was issued to improve accounting and financial reporting by state and local governments for postemployment benefits other than pensions (other postemployment benefits or "OPEB"), and to provide guidance for measuring the present value of the projected benefits to be provided to employees that is attributed to those employees' past periods of service. This Statement was adopted during the current year and the impact is reflected on the Statement of Net Position. See Note J

Statement No. 81, *Irrevocable Split-Interest Agreements*, establishes accounting and financial reporting standards for irrevocable split-interest agreements created through trusts, or other legally enforceable agreements. This primarily affects colleges. This Statement did not apply to the Organization.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note I--Recent GASB Pronouncements--Continued**

Statement No. 86, *Certain Debt Extinguishment Issues*, this Statement is to improve consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets acquired with only existing resources are placed in an irrevocable trust for the sole purpose of extinguishing debt. This Statement is applicable to advanced refundings using only existing resources. The Statement did not apply to the Organization.

Accounting Pronouncements That Will Become Effective for FY 2019 and Later Year Financial Statements

The GASB has issued several reporting standards or statements that will become effective for FY 2019 and later year financial statements.

Statement No. 83, *Certain Asset Retirement Obligations*, addresses accounting and financial reporting for certain asset retirement obligations. (FY 2019)

Statement No. 84, *Fiduciary Activities*, establishes criteria for identifying fiduciary activities of all state and local governments. (FY 2020)

Statement No. 87, *Leases*, the objective of which is to better meet the information needs financial statement users by improving accounting and financial reporting for leases by governments. (FY 2021)

Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*, the objective of this Statement is to improve the information that is disclosed in the notes to the financial statements relating to debt. (FY2019)

Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*, this Statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statements prepared using the economic resources measurement focus. Thus, interest cost incurred before the end of a construction period will not be included in the historical cost of a capital asset reported in a business-type activity or enterprise fund. (FY 2021)

The Corporation has not yet determined the effect, if any, that the adoption of these Statements may have on its financial statements.

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J—Other Postemployment Benefits**

Introduction

GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* ("GASB 75"), was effective for the fiscal year ended June 30, 2018. GASB 75 requires governments providing other postemployment benefits to recognize their long-term obligation for the postemployment benefits as a liability. It also requires cost-sharing governmental employers to report a net postemployment benefits liability, postemployment benefits expense and postemployment benefits-related assets and liabilities based on their proportionate share of the collective amounts for all governments in the plan.

Plan Description

CERS hazardous and nonhazardous insurance funds, along with KERS hazardous and nonhazardous funds, operated by Kentucky Retirement Systems ("KRS") is a cost-sharing multiple-employer defined benefit retiree healthcare plan for members that cover all regular full-time members employed in hazardous and nonhazardous duty positions at the Corporation. The plans provide for hospital and medical insurance benefits to eligible plan members. OPEB may be extended to beneficiaries of plan members under certain circumstances. All eligible retired Corporation employees receive health care benefits after retirement. The benefits offered are dependent on the length of service of the employee and the retirement system in which they participate.

The Corporation only has the classification of nonhazardous employees. As of this date, there are no hazardous employee classifications.

Employer contribution rates are established annually by the KRS Board of Trustees. KRS issues separate stand-alone financial statements for the statewide multiple employer cost-sharing plan that provides other post-employment benefits for local government employees participating in CERS. The Corporation has employees that participate in the CERS nonhazardous plan.

Under the provisions of Kentucky Revised Statute Section 61.701, the board of trustees of KRS administers the KRS Insurance Fund. The KRS Insurance Fund was established as a single insurance fund to provide group hospital and medical benefits to retirees drawing a benefit from the three pension funds administered by KRS: (1) KERS; (2) CERS; and (3) SPRS. The assets of the KRS Insurance Fund are commingled for investment purposes.

Benefits Provided

The employer rates allocable to health insurance benefits were 4.70% in 2018 and 4.73% in 2017 for nonhazardous employees and 9.35% for hazardous employees in 2018 and 2017. The contribution rates are created by statute and were 100% funded during 2018, 2017, and 2016.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

At the time of completion of these financial statements, KRS has not yet released their Comprehensive Annual Financial Report ("CAFR") for the fiscal year ended June 30, 2018. The following information was extracted from the KRS CAFR for the fiscal year ended June 30, 2017.

The KRS Insurance Fund pays a prescribed contribution for whole or partial payment of required premiums to purchase hospital and medical insurance. The KRS Insurance Fund pays the same proportion of hospital and medical insurance premiums for the spouse and dependents of retired hazardous members killed in the line of duty. The amount of contribution paid by the funds is based on years of service. The plan provides the following benefits based on the employees starting participation date:

Insurance Tier 1 - For members participating prior to July 1, 2003 and before September 1, 2018, the insurance fund contributes a percentage of a single monthly plan based on years of service as follows:

<u>Years of Service</u>	<u>Portion Paid by KRS Insurance Fund</u>
Less than 4 years	0%
4-9 years	25%
10-14 years	50%
15-19 years	75%
20+ years	100%

Insurance Tier 2 - For members participating on or after July 1, 2003 and before September 1, 2008, participants with at least 120 months of service at retirement earn \$10 per month for each year of earned service. This dollar amount is subject to an annual adjustment with is currently 1.50% on each July 1.

Insurance Tier 3 - For members participating on or after September 1, 2008, insurance benefits are identical to Tier 2, except Tier 3 participants are required to have at least 180 months of service in order to be eligible.

Continued

Notes to the Financial Statements—Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

Funding Policy

Plan members are required to contribute 5% for participants in the nonhazardous plan and 8% for participants in the hazardous plan of creditable compensation if hired before September 1, 2008. Plan members who began participating, on or after, September 1, 2008, are required to contribute an additional 1% of creditable compensation. This amount is credited to the Insurance Fund and is non-refundable to the member. Employers are required to contribute at an actuarially determined rate by the board to be necessary for the actuarial soundness of the systems, as required by Kentucky Revised Statute 61.565 and 61.752. The rate for the fiscal year ended June 30, 2018 is 19.18% (of which 4.70% is for the Insurance Fund) for employees in the nonhazardous plan and 31.55% (9.55% for the Insurance Fund) for employees in the hazardous plan.

The contribution requirements of employers and plan members are established and may be amended by the Board of Trustees. The Corporation was required to contribute at an actuarially determined rate determined by Statute. Per Kentucky Revised Statute Section 78.545(33) normal contribution and past service contribution rates shall be determined by the KRS Board on the basis of an annual valuation last preceding July 1 of a new biennium. The KRS Board may amend contribution rates as of the first day of July of the second year of a biennium, if it is determined on the basis of a subsequent actuarial valuation that amended contribution rates are necessary to satisfy requirements determined in accordance with actuarial bases adopted by the KRS Board.

The Corporation's contributions to the CERS for the years ended June 30, 2018 and 2017 are outlined in the table below:

<u>Fiscal Year Ended</u>	<u>Total Contributions</u>	<u>Non-Hazardous Contribution Rate</u>
06/30/18	\$ 50,918	4.70%
06/30/17	46,771	4.73%

OPEB Liabilities, OPEB Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources

At June 30, 2018, the Organization reported a net OPEB liability of \$797,930 (non-hazardous employees) for its proportionate share of the CERS' net OPEB liability.

The net OPEB liability is calculated by KRS and Metro Louisville provides the Corporation's proportionate share. The total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation as of June 30, 2017. No updated procedures were used to determine the total OPEB liability.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

The Corporation's proportion of the net OPEB liability was based on its contributions relative to the contributions of all participants. At June 30, 2018, the Corporation's proportional share of CERS was 0.047% for non-hazardous employees, and there are no expected changes in proportion for the current year.

For the year ended June 30, 2018, the Organization recorded an OPEB expense of \$315,448.

The deferred outflow of resources and deferred inflows of resources related to OPEB for FY2018 from the following sources are reflected below:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Difference between expected and actual liability experience		\$ 2,216
Change of assumptions	\$ 173,624	
Difference between expected and actual investment experience		37,710
Net difference between projected and actual earnings on OPEB plan investments		1,851
	<u>173,624</u>	<u>41,777</u>
Contributions subsequent to the measurement date	<u>60,670</u>	
Total	<u>\$ 234,294</u>	<u>\$ 41,777</u>

The net pension liability as of June 30, 2018, is based on the June 30, 2017 accounting valuation. The amount of \$60,670 reported as deferred outflows of resources related to OPEB resulting from the Corporation's contributions subsequent to the measurement date will be recognized as a reduction to the net OPEB liability in the year ending June 30, 2019.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

Actuarial Assumptions – Total Liability and Net Liability

The total OPEB liability, net OPEB liability, and sensitivity information were based on an actuarial valuation date of June 30, 2017:

Inflation	2.30%
Payroll Growth Rate	2.00% for CERS nonhazardous and hazardous
Salary Increase	3.05% average
Investment rate of return	6.25%
Inflation	3.25%
Healthcare Trend Rates Pre - 65	Initial trend starting at 7.25% at January 1, 2019 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 13 years
Healthcare Trend Rates Post – 65	Initial trend starting at 5.10% at January 1, 2019 and gradually decreasing to an ultimate trend rate of 4.05% over a period of 11 years

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set-back for one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

Actuarial Assumptions – Contributions

The following were the actuarial methods and assumptions used for the actuarially determined contributions:

Valuation Date	June 30, 2015
Experience Study	July 1, 2008 – June 30, 2013
Actuarial Cost Method	Entry Age Normal
Amortization Method	Level percent of pay
Remaining Amortization Period	28 years, Closed
Asset Valuation Method	20% of the difference between the market value of assets and the expected actuarial value of assets recognized
Inflation	3.25%
Salary Increase	4.00%, average

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

Investment Rate of Return	7.50%
Healthcare Trend Rates Pre - 65	Initial trend starting at 7.50% and gradually decreasing to an ultimate trend rate of 5.00% over a period of 5 years
Healthcare Trend Rates Post – 65	Initial trend starting at 5.50% and gradually decreasing to an ultimate trend rate of 5.00% over a period of 2 years

The mortality table used for active members is RP-2000 Combined Mortality Table projected with Scale BB to 2013 (multiplied by 50% for males and 30% for females). For healthy retired members and beneficiaries, the mortality table used is the RP-2000 Combined Mortality Table projected with Scale BB to 2013 (set-back for one year for females). For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 (set back four years for males) is used for the period after disability retirement. There is some margin in the current mortality tables for possible future improvement in mortality rates and that margin will be reviewed again when the next experience investigation is conducted.

The long-term expected return on OPEB plan assets is reviewed as part of the regular experience studies prepared every five years for KRS. The most recent analysis, performed for the period covering fiscal years 2009 through 2013, is outlined in KRS FY2017 CAFR.

Several factors are considered in evaluating the long-term rate of return assumption including long term historical data, estimates inherent in current market data, and a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected return, net of investment expense, and inflation) were developed by the investment consultant for each major asset class.

These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and then adding expected inflation.

The capital market assumptions developed by the investment consultant are intended for use over a 10-year horizon and may not be useful in setting the long-term rate of return for funding pension plans that covers a longer timeframe. The assumption is intended to be a long-term assumption and is not expected to change absent a significant change in the asset allocation, a change in the inflation assumption, or a fundamental change in the market that alters expected returns in future years.

Continued

Notes to the Financial Statements—Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

The target allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return</u>
Combined equity	44.00%	5.40%
Combined fixed income	19.00%	1.50%
Real return (diversified inflation strategies)	10.00%	3.50%
Private equity	10.00%	8.50%
Real estate	5.00%	4.50%
Absolute return (diversified hedge funds)	10.00%	4.25%
Cash	2.00%	-0.25%
<b>Total</b>	<u>100.00%</u>	

The long-term expected rate of return on OPEB plan investments was established by the KRS Board of Trustees as 6.56% based on a blending of the factors described above.

Discount Rate

The projection of cash flows used to determine the discount rate of 5.84% for CERS nonhazardous and 5.96% for CERS hazardous assumed that local employers would contribute the actuarially determined contribution rate of projected compensation over the remaining 26 years (closed) amortization period of the unfunded actuarial accrued liability. The discount rate determination used an expected rate of return of 6.25% and a municipal bond rate of 3.56%, as reported in Fidelity Index's "20-year Municipal GO AA Index" as of June 30, 2017. However, the cost associated with the implicit employer subsidy was not included in the calculation of the actuarial determined contributions, and any cost associated with the implicit subsidy will not be paid out of the trust. Therefore, the municipal bond rate was applied to future expected benefit payments associated with the implicit subsidy. The target asset allocation and best estimates of arithmetic nominal rates of return for each major asset class are summarized in the KRS FY17 CAFR.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note J--Other Postemployment Benefits--Continued**

Changes Since Measurement Date

There were no changes between the measurement date of the collective net OPEB liability and the employer's reporting date.

Sensitivity of the Net OPEB Liability to Changes in the Discount Rate

The following presents the Organization's proportionate share of the net OPEB liability calculated using the discount rate of 5.84%, as well as what its proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1% lower or 1% higher than the current rate:

	<b>1% Decrease (4.84%)</b>	<b>Current Discount Rate (5.84%)</b>	<b>1% Increase (6.84%)</b>
Proportionate Share of the Net OPEB Liability	<u>\$ 1,015,321</u>	<u>\$ 797,930</u>	<u>\$ 617,026</u>

Sensitivity of the Net OPEB Liability to Changes in the Healthcare Cost Trend Rates

The following presents the Organization's proportionate share of the net OPEB liability calculated using the healthcare cost trend rate as well as what its proportionate share of the net pension liability would be if it were calculated using a discount rate that is a 1% decrease or 1% increase than the current rate:

	<b>Health Care Trend Rate 1% Decrease</b>	<b>Current Discount Rate (5.84%)</b>	<b>Health Care Trend Rate 1% Increase</b>
Proportionate Share of the Net OPEB Liability to the Changes in the Healthcare Cost Trend Rates	<u>\$ 612,053</u>	<u>\$ 797,930</u>	<u>\$ 1,039,558</u>

OPEB Plan Fiduciary Net Position

Detailed information about the OPEB plan's fiduciary net position is available in the separately issued KRS financial report. This report may be obtained on the Internet at [www.kyret.ky.gov](http://www.kyret.ky.gov).

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan**

Introduction

GASB Statement No. 68, *Accounting and Financial Reporting for Pensions* ("GASB 68"), requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability. It also requires cost-sharing governmental employers to report a net pension liability, pension expense and pension-related assets and liabilities based on their proportionate share of the collective amounts for all governments in the plan.

The Corporation does not have its own employees. Rather, all individuals who work for the Corporation are actually employees of Metro Government.

Plan Description

The Corporation, through Metro Government, contributes to the County Employees Retirement System ("CERS") which is a cost-sharing multiple-employer defined benefit pension plan administered by Kentucky Retirement Systems ("KRS"), an agency of the Commonwealth. The KRS Board was created by state statute under Kentucky Revised Statute Section 61.645. The Board of Trustees is responsible for the proper operation and administration of the KRS.

The KRS issues a publicly available financial report that includes financial statements and required supplemental information for CERS. That report may be obtained by writing to the KRS, 1260 Louisville Road, Frankfort, Kentucky 40601-6124.

Contributions

Contributions for employees established in the statutes governing the KRS may only be changed by the Kentucky General Assembly. Employees contribute 5% of salary if they were a plan member prior to September 1, 2008. For employees that entered the plan after September 1, 2008, they are required to contribute 6% of their annual creditable compensation. Five percent of the contribution was deposited to the member's account while one percent was deposited to an account created for the payment of health insurance benefits under 26 USC Section 401(h) in the Pension Fund (see Kentucky Administrative Regulation 105 KAR 1:420E). The Corporation makes employer contributions at the rate set by the Board of Trustees as determined by an actuarial valuation.

For the year ended June 30, 2018, employer contributions for the Corporation were \$207,788 based on a rate of 19.18% of covered payroll. By law, employer contributions are required to be paid. The KRS may intercept the Corporation's state shared taxes if required employer contributions are not remitted. The employer's actuarially determined contribution ("ADC") and member contributions are expected to finance the costs of benefits earned by members during the year, the cost of administration, as well as an amortized portion of the unfunded liability.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan--Continued**

The Corporation has met 100% of the pension contribution funding requirement for the fiscal years ended June 30, 2018, 2017 and 2016, which were \$207,788, \$184,713, and \$163,963, respectively.

Benefits Provided-General

The plan provides for retirement, disability, and death benefits to plan members. Retirement benefits may be extended to beneficiaries of plan members under certain circumstances. Kentucky Revised Statute Section 61.645 establishes the benefit terms and can be amended only by the Kentucky General Assembly. The chief legislative body may adopt the benefit terms permitted by statute.

The information below summarizes the major retirement benefit provisions of CERS Non-Hazardous employees. It is not intended to be, nor should it be interpreted as, a complete statement of all benefit provisions.

- **Benefits Provided - Tier 1 - Final Compensation X Benefit Factor X Years of Service**

For members whose participation began before August 1, 2004, the age and service requirement is as follows: Age 65 with at least one month of Non-Hazardous duty service credit, or at any age with 27 or more years of service credit.

If such member has at least 48 months of service, the monthly benefit is 2.2% times final average compensation times years of service depending on participation and retirement dates. Final compensation is calculated by taking the average of the highest five fiscal years of salary. If the number of months of service credit during the five-year period is less than forty-eight, one or more additional fiscal years should be used. If a member has less than 48 months of service, the monthly benefit is the actuarial equivalent of two times the member's contributions with interest.

- **Benefits Provided - Tier 2 - Final Compensation X Benefit Factor X Years of Service**

For members whose participation began on or after August 1, 2004, but before September 1, 2008, the age and service requirement is as follows: Age 65 with at least one month of Non-Hazardous duty service credit, or at any age with 27 or more years of service credit.

If such member has at least 48 months of service, the monthly benefit is 2% multiplied by final average compensation, multiplied by years of service. Final compensation is calculated by taking the average of the highest five fiscal years of salary. If the number of months of service credit during the five year period is less than forty-eight, one or more additional fiscal years shall be used. If a member has less than 48 months of service, the monthly benefit is the actuarial equivalent of two times the member's contributions with interest.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan--Continued**

For members whose participation began on or after September 1, 2008, but before January 1, 2014, the age and service requirement is as follows: Age 65 with 60 months of Non-Hazardous duty service credit, or age 57 if age plus service equals at least 87.

For such members, the monthly benefit is the following benefit factor based on service credit at retirement plus 2% for each year of service greater than 30 years, multiplied by final average compensation, multiplied by years of service.

<u>Service Credit</u>	<u>Benefit Factor</u>
10 years or less	1.10%
10+ -20 years	1.30%
20+ -26 years	1.50%
26+ -30 years	1.75%

Final compensation is calculated by taking the average of the last (not highest) five complete fiscal years of salary. Each fiscal year used to determine final compensation must contain twelve months of service credit.

- **Benefits Provided - Tier 3 - Cash Balance Plan**

For members whose participation began on or after January 1, 2014, the age and service requirement is as follows: Age 65 with 60 months of Non-Hazardous duty service credit, or age 57 if age plus service equals at least 87.

For such members, each year that a member is an active contributing member to the KRS, the member contributes 5% of creditable compensation, and the member's employer contributes 4% of creditable compensation, which is a portion of the total employer contribution, into a hypothetical account. The hypothetical account will earn interest annually on both the member's and employer's contribution at a minimum rate of 4%. If the KRS's geometric average net investment return for the previous five years exceeds 4%, then the hypothetical account will be credited with an additional amount of interest equal to 75% of the amount of the return which exceeds 4%. All interest credits will be applied to the hypothetical account balance on June 30 based on the account balance as of June 30 of the previous year. Upon retirement the hypothetical account which includes member contributions, employer contributions and interest credits can be withdrawn from the KRS as a lump sum or annuitized into a single life annuity option.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan--Continued**

Contribution Rates

- Tier 1 - For members whose participation began before September 1, 2008, Non-Hazardous employee contributions equal 5% of all creditable compensation. Interest paid on the members' accounts is currently 2.5%; and per statute shall not be less than 2%. Members are entitled to a full refund of contributions with interest.
- Tier 2 - For members whose participation began on or after September 1, 2008, but before January 1, 2014, Non-Hazardous contributions equal to 6% of all creditable compensation, with 5% being credited to the member's account and 1% deposited to the KRS 401(h) account. Interest paid on the members' accounts will be set at 2.5%. Member is entitled to a full refund of contributions and interest in their individual account, however, the 1% contributed to the insurance fund is non-refundable.
- Tier 3 - For members whose participation began on or after January 1, 2014, the Non-Hazardous contribution is equal to 6% of all creditable compensation, with 5% being credited to the member's account and 1% deposited to the KRS 401(h) account. Members are entitled to a full refund of contributions and interest on the members' portion of the hypothetical account, however, the 1% contributed to the insurance fund in non-refundable.

Net Pension Liability

The Corporation's net pension liability was measured as of June 30, 2017. The total pension liability used to calculate net pension liability was determined by an actuarial valuation as of that date.

Actuarial Assumptions

The total pension liability as of the June 30, 2017 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement.

Actuarial cost method	Entry age normal
Amortization method	Level percent of pay
Remaining amortization period	28 years, closed
Asset valuation method	20% of the difference between the market value of assets and The expected actuarial value of assets is recognized
Investment rate of return	7.50%
Inflation	3.25%
Salary Increase	4.00% average

The mortality table used for active, healthy, retired members, and beneficiaries is RP-2000 Combined Mortality Table projected with Scale BB to 2013. For disabled members, the RP-2000 Combined Disabled Mortality Table projected with Scale BB to 2013 is used for the period after disability retirement.

Continued

Notes to the Financial Statements—Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan--Continued**

The actuarial assumptions used in the June 30, 2017 actuarial valuation were based on the results of an actuarial experience study for the period July 1, 2008 through June 30, 2013.

The long-term expected return on plan assets is reviewed as part of the regular experience studies prepared every five years for KRS. The most recent analysis, performed for the period covering fiscal years 2008 through 2013, is outlined in a report dated April 30, 2014. Several factors are considered in evaluating the long-term rate of return assumption including long term historical data, estimates inherent in current market data, and a log-normal distribution analysis in which best-estimate ranges of expected future real rates of return (expected return, net of investment expense, and inflation) were developed by the investment consultant for each major asset class (See chart below). These ranges were combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and then adding expected inflation.

The capital market assumptions developed by the investment consultant are intended for use over a 10-year horizon and may not be useful in setting the long-term rate of return for funding pension plans which covers a longer timeframe. The assumption is intended to be a long term assumption and is not expected to change absent a significant change in the asset allocation, a change in the inflation assumption, or a fundamental change in the market that alters expected returns in future years.

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return</u>
Combined equity	44.00%	5.40%
Combined fixed income	19.00%	1.50%
Real return (diversified inflation strategies)	10.00%	3.50%
Real estate	5.00%	4.50%
Absolute return (diversified hedge funds)	10.00%	4.25%
Private equity	10.00%	8.50%
Cash equivalent	2.00%	-0.25%
	<u>100.00%</u>	

The long-term expected rate of return on pension plan investments was established by the KRS Board of Trustees as 7.5% based on a blending of the factors described above.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan--Continued**

Discount Rate

The discount rate used to measure the total pension liability was 6.25%. The projection of cash flows used to determine the discount rate assumed that employee contributions will be made at the current rate and that contributions from the Corporation will be made at the actuarially determined contribution rate pursuant to an actuarial valuation in accordance with the funding policy of the KRS Board of Trustees and as required to be paid by state statute. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make projected future benefit payments of current active and inactive members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the Corporation calculated using the discount rate of 6.25%, as well as what the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point-lower (5.25%) or 1-percentage-point higher (7.25%) than the current rate:

	<b>1% Decrease (5.25%)</b>	<b>Current Discount Rate (6.25%)</b>	<b>1% Increase (7.25%)</b>
Proportionate Share of the Net Pension Liability	<u>\$ 2,931,796</u>	<u>\$ 2,324,578</u>	<u>\$ 1,816,645</u>

Changes in Actuarial Assumptions

Since the prior measurement date, the demographic and economic assumptions that affect the measurement of the total pension liability have been updated as follows:

- The assumed investment rate of return was decreased from 7.5% to 6.25%.
- The assumed rate of inflation was reduced from 3.25% to 2.30%, which resulted in a 0.95% decrease in the salary increase assumption at all years of service.
- Payroll growth assumption was reduced from 4% to 2%.

Pension Expense

For the year ended June 30, 2018, the Corporation recognized pension expense of \$828,940.

Continued

Notes to the Financial Statements--Continued

**Waterfront Development Corporation**

June 30, 2018

**Note K--Defined Benefit Pension Plan--Continued**

Deferred Outflows of Resources and Deferred Inflows of Resources

For the year ended June 30, 2018, the Corporation reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Difference between expected and actual experience	\$ 2,883	\$ 59,008
Net difference between projected and actual earnings on plan investments	28,753	
Change in assumptions	428,948	
Change in proportionate share of contributions	<u>20,942</u>	<u>6,748</u>
	481,526	65,756
Contributions subsequent to the measurement date	<u>156,870</u>	
<b>Total</b>	<u><u>\$ 638,396</u></u>	<u><u>\$ 65,756</u></u>

The amount shown for "Contributions subsequent to the measurement date", will be recognized as a reduction to net pension liability in the following measurement period.

Amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be amortized and recognized in pension expense as follows:

<u>Year Ending June 30</u>	
2019	\$ 180,581
2020	182,868
2021	82,169
2022	<u>(29,848)</u>
	<u><u>\$ 415,770</u></u>

In the table shown above, positive amounts will increase pension expense.

Payable to the Pension Plan

Per Metro Government, at June 30, 2018, there were no outstanding contributions to the pension plan owed by the Corporation.

**Required Supplemental Information**

General Fund Statement of Revenues, Expenditures and  
Changes in Fund Balances - Budget and Actual

**Waterfront Development Corporation**

Year Ended June 30, 2018

	<u>Budgeted Amounts</u>	<u>Actual Amounts</u>	<u>Variance with Budget</u>
<b>Revenues</b>			
Rental and event income	\$ 1,050,000	\$ 1,073,070	\$ 23,070
<b>Expenditures</b>			
General government	<u>2,325,000</u>	<u>2,706,642</u>	<u>(381,642)</u>
<b>Expenditures in Excess                     of Revenues</b>	(1,275,000)	(1,633,572)	(358,572)
<b>Other Financing Sources</b>			
Operating transfers from:			
Metro Government	987,000	987,000	
Commonwealth of Kentucky	0	0	0
Other revenues	30,000	33,206	3,206
Contributions	<u>258,000</u>	<u>261,676</u>	<u>3,676</u>
<b>Total Other Financing Sources</b>	<u>1,275,000</u>	<u>1,281,882</u>	<u>6,882</u>
<b>Net Change in Fund Balances</b>	<u>\$ -</u>	<u>\$ (351,690)</u>	<u>\$ (351,690)</u>

See Independent Auditors' Report

Schedules of Proportionate Share of the Net Pension Liability - CERS Pension

**Waterfront Development Corporation**

Last Four Fiscal Years Ended June 30

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Corporations' proportion of the net pension liability	\$ 2,324,578	\$ 1,238,750	\$ 1,086,734	\$ 854,942
Corporation's proportionate share of the net pension liability	0.040%	0.025%	0.025%	0.026%
Covered payroll	\$ 1,045,718	\$ 1,075,393	\$ 954,152	\$ 994,261
Corporation's share of the net pension liability as a percentage of its covered payroll	222.29%	115.19%	113.90%	85.99%
Total Plan fiduciary net position as a percentage of the total pension liability	52.40%	81.45%	68.49%	51.61%

Note 1--This schedule is presented to illustrate the requirement to show information for 10-years. However, until a full 10-year trend is compiled, the Corporation is presenting information for those years for which information is available.

Note 2--The amounts presented for each fiscal year were determined as of the year-end of that occurred one year prior.

See Independent Auditors' Report

Schedules of Contributions - CERS Pension

**Waterfront Development Corporation**

Last Four Fiscal Years Ended June 30

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2016</u>
Contractually required contribution	\$ 156,870	\$ 137,941	\$ 119,368	\$ 116,981
Contributions in relation to the contractually required contribution	<u>(156,870)</u>	<u>(137,941)</u>	<u>(119,368)</u>	<u>(116,981)</u>
Contribution deficiency (excess)	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
Covered payroll	\$ 1,045,718	\$ 1,075,393	\$ 954,152	\$ 994,261
Contributions as a percentage of covered payroll	15.00%	12.83%	12.51%	11.77%

**Note—**This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Corporation is presenting information for those years for which information is available.

See Independent Auditors' Report

Schedule of Proportionate Share of the Net OPEB Liability

**Waterfront Development Corporation**

Last Fiscal Year Ended June 30, 2018

Corporations' proportionate of the net OPEB liability	\$ 797,930
Corporations' proportionate share of the net OPEB liability	0.040%
Total Plan fiduciary net position as a percentage of the total OPEB liability	54.524%

Note--This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Corporation is presenting information for those years for which information is available.

See Independent Auditors' Report

Schedule of Employer Contributions - OPEB

**Waterfront Development Corporation**

Last Fiscal Year Ended June 30, 2018

Statutorily required contribution	\$ 60,670
Contributions in relation to the contractually required contribution	<u>(60,670)</u>
Contribution deficiency (excess)	<u>\$ -</u>

Note--This schedule is presented to illustrate the requirement to show information for 10 years. However, until a full 10-year trend is compiled, the Corporation is presenting information for those years for which information is available.

See Independent Auditors' Report

## **Other Supplemental Information**

Agency Fund  
 Statements of Changes in Net Position

**Waterfront Development Corporation**

Year Ended June 30, 2018

Belvedere Fund

	<b>Balance</b>				<b>Balance</b>
	<b>June 30, 2017</b>	<b>Additions</b>	<b>Deductions</b>	<b>Transfers</b>	<b>June 30, 2018</b>
<b>Assets</b>					
Cash	\$ 124,466	\$ 16,462	\$ (14,531)	\$ (100,000)	\$ 26,397
Investments				100,000	100,000
	<u>\$ 124,466</u>	<u>\$ 16,462</u>	<u>\$ (14,531)</u>	<u>\$</u>	<u>\$ 126,397</u>
<b>Liabilities</b>					
Damage deposit liability	\$ 8,200	\$ 6,130	\$ (10,780)		\$ 3,550
Other	6,188		(3,751)		2,437
Held for the Belvedere	110,078	10,332			120,410
	<u>\$ 124,466</u>	<u>\$ 16,462</u>	<u>\$ (14,531)</u>	<u>\$</u>	<u>\$ 126,397</u>

See Independent Auditors' Report

**Independent Auditors' Report on Internal Control  
over Financial Reporting and on Compliance  
and Other Matters Based on an Audit of  
Financial Statements Performed in Accordance  
with *Government Auditing Standards***



**Independent Auditors' Report on Internal Control  
over Financial Reporting and on Compliance  
and Other Matters Based on an Audit of  
Financial Statements Performed in Accordance  
with *Government Auditing Standards***

To the Board of Directors  
Waterfront Development Corporation  
Louisville, Kentucky

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the discretely presented component unit, and each major fund of the Waterfront Development Corporation (the "Corporation"), a component unit of Louisville/Jefferson County Metro Government ("Metro Government"), as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated October 16, 2018.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Corporation's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

#### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether the Corporation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

#### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Corporation's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*STROTHMAN AND COMPANY*

Louisville, Kentucky  
October 16, 2018

**Waterfront Development Corporation  
Budget  
For the Twelve Months Ending June 30, 2019**

	<b>Mayor's Budget</b>				
	<b>FY 2019</b>		<b>FY 2018</b>		
<b><u>Revenues</u></b>					
LMG Operation Funding	\$ 1,037,000	44%	987,000	42%	\$ 50,000
Commonwealth of Kentucky	0	0%	0	0%	0
Operating Revenue (Agency Receipts)	1,163,000	49%	1,173,000	50%	(10,000)
Agency Reserves	175,000	7%	165,000	7%	10,000
	<hr/>		<hr/>		
Total Revenues	2,375,000	100%	2,325,000	100%	50,000
<b><u>Expenses</u></b>					
Salary & Benefits	1,576,000	66.36%	1,566,000	67.35%	10,000
Contract Labor	36,000	1.52%	36,000	1.55%	0
Repairs & Maintenance	172,600	7.27%	172,800	7.43%	(200)
Utilities & Telephone	136,500	5.75%	136,500	5.87%	0
Horticulture & Landscaping	24,000	1.01%	24,000	1.03%	0
Security Services	36,000	1.52%	36,000	1.55%	0
Donations Expense	1,000	0.04%	1,000	0.04%	0
Depreciation	37,200	1.57%	48,000	2.06%	(10,800)
Insurance	20,000	0.84%	20,000	0.86%	0
Automotive/Mower Fuel/Tires	35,000	1.47%	39,000	1.68%	(4,000)
Plumbing / Irrigation	12,000	0.51%	12,000	0.52%	0
Administrative & Office Expenses	20,700	0.87%	20,700	0.89%	0
Professional Fees	25,400	1.07%	25,400	1.09%	0
Meeting Expenses	3,000	0.13%	3,000	0.13%	0
Computer & Software Expense	9,800	0.41%	4,800	0.21%	5,000
Travel & Public Relations	4,800	0.20%	4,800	0.21%	0
Waterfront Independence Festival	90,000	3.79%	60,000	2.58%	30,000
Waterfront Wednesday Expense	120,000	5.05%	100,000	4.30%	20,000
Other Expense	15,000	0.63%	15,000	0.65%	0
	<hr/>		<hr/>		
Total Expenses	2,375,000	100%	2,325,000	100%	50,000
	<hr/>		<hr/>		
Operating Excess/(Deficit)	0		0		



**Communication of Audit Matters To  
Those Charged With Governance**

Board of Directors  
Waterfront Development Corporation  
Louisville, Kentucky

We have audited the financial statements of the governmental activities, the aggregate discretely presented component unit, each major fund, and the aggregate remaining fund information of Waterfront Development Corporation (the "Corporation") for the year ended June 30, 2018. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated May 18, 2018. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

*Qualitative Aspects of Accounting Practices*

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Corporation are described in Note B to the financial statements.

As discussed in Note B to the financial statements, the Corporation adopted Government Accounting Standards Board ("GASB") Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, effective as of July 1, 2017. This standard required the Corporation to recognize long-term obligations for postemployment benefits other than pensions for the first time. As a participant in a cost-sharing pension, the Corporation is reporting a net pension liability and pension-related deferred inflows and outflows based on the proportionate share of the collective amounts. Accordingly, the cumulative effect of the accounting change as of the beginning of the year is reported on the Statement of Net Position.

No other new accounting policies were adopted and the application of existing policies was not changed during 2018.

We noted no transactions entered into by the Corporation during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the Corporation's financial statements were:

- Management's estimate of the useful lives assigned to various property and equipment is based on historical and expected economic lives of various asset classes.
- Securities are valued based on quoted net asset values of the shares held by the Corporation.
- Compensated Absences – this estimate was provided by Louisville/Jefferson County Metro Government ("Metro Government") and was reviewed for reasonableness.
- Net Pension Liability – This represents the estimated excess of the total pension liability over the fiduciary net position of the pension plan as a net pension liability. This estimate was provided by Metro Government and was reviewed for reasonableness.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosure affecting the financial statements was:

- Note J – Other Postemployment Benefits
- Note K – Defined Benefit Pension Plan

The financial statement disclosures are neutral, consistent, and clear.

#### Difficulties Encountered in Performing the Audit

We encountered no difficulties in dealing with management in performing and completing our audit.

#### Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

#### Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

#### Management Representations

We have requested certain representations from management that are included in the management representation letter dated October 16, 2018.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Corporation's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Corporation's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

We applied certain limited procedures to Management's Discussion and Analysis, budgetary comparison information, the schedule of proportionate share of the net pension liability, schedule of contributions – CERS Pension, Schedule of proportionate share of the net OPEB liability, and schedule of employer contributions - OPEB, which are required supplementary information ("RSI") that supplements the basic financial statements. Our procedures consisted of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit. We did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

Restriction on Use

This information is intended solely for the use of the Board of Directors and management of the Corporation and is not intended to be and should not be used by anyone other than these specified parties.

*STROTHMAN AND COMPANY*

Louisville, Kentucky  
October 16, 2018

**Waterfront Development Corporation**  
**Income Statement**  
**For the Three Months Ending September 30, 2018**

	YTD Actual	YTD Budget	Variance	YTD Last Year Actual	YTD Last Year Budget	Variance	Actual YoY Variance
<b>Revenues</b>							
LMG Operation Funding	\$ 259,250	\$ 259,250	0	246,750	246,750	0	\$ 12,500
Rental Revenue	94,383	66,000	28,383 a	89,405	90,000	(595)	4,978
Other Revenue	4,311	43,750	(39,439) b	959	41,250	(40,291)	3,352
Waterfront Independence Fe	100,439	90,000	10,439 c	90,698	90,000	698	9,741
Waterfront Wednesday	45,645	62,500	(16,855) d	66,982	42,500	24,482	(21,337)
Event Income	134,453	100,000	34,453 e	131,007	100,000	31,007	3,446
Donations	67,780	0	67,780 f	1,658	0	1,658	66,122
Interest Income	10,456	11,000	(544)	7,746	7,500	246	2,710
Unrealized Gain/(Loss) Invest	2,558	0	2,558	233	0	233	2,325
<b>Total Revenues</b>	<b>719,275</b>	<b>632,500</b>	<b>86,775</b>	<b>635,438</b>	<b>618,000</b>	<b>17,438</b>	<b>83,837</b>
<b>Expenses</b>							
Salary & Benefits	389,738	394,000	4,262	391,469	391,500	31	(1,731)
Contract Labor	8,750	9,000	250	8,750	9,000	250	0
Repairs & Maintenance	54,143	44,900	(9,243) g	42,472	46,950	4,478	11,671
Utilities & Telephone	28,977	34,125	5,148 h	36,784	34,125	(2,659)	(7,807)
Horticulture & Landscaping	915	6,000	5,085 i	2,255	6,000	3,745	(1,340)
Security Services	8,764	9,000	236	8,142	9,000	858	622
Donations Expense	0	250	250	0	250	250	0
Depreciation	9,804	9,300	(504)	16,588	12,000	(4,588)	(6,784)
Insurance	5,053	5,000	(53)	4,789	5,000	211	264
Automotive/Mower Fuel/Tires	11,152	8,750	(2,402)	7,924	9,750	1,826	3,228
Plumbing / Irrigation	4,411	3,000	(1,411)	5,595	3,000	(2,595)	(1,184)
Admin & Office Expenses	4,094	5,175	1,081	3,676	5,175	1,499	418
Professional Fees	10,633	6,600	(4,033)	5,900	6,600	700	4,733
Computer & Software Expens	4,676	2,450	(2,226)	2,869	1,200	(1,669)	1,807
Meeting Expenses	670	750	80	742	750	8	(72)
Advertising	0	0	0	0	0	0	0
Travel & Public Relations	2,205	1,200	(1,005)	554	1,200	646	1,651
Waterfront Independence Fe	76,896	90,000	13,104 j	63,723	60,000	(3,723)	13,173
Waterfront Wednesday Exper	51,197	65,000	13,803 k	47,207	55,000	7,793	3,990
Damage Deposit & Other Exp	9,635	3,750	(5,885) l	1,819	3,750	1,931	7,816
<b>Total Expenses</b>	<b>681,713</b>	<b>698,250</b>	<b>16,537</b>	<b>651,258</b>	<b>660,250</b>	<b>8,992</b>	<b>30,455</b>
<b>Operating Income</b>	<b>\$ 37,562</b>	<b>(\$65,750)</b>	<b>103,312</b>	<b>(15,820)</b>	<b>(42,250)</b>	<b>(26,430)</b>	<b>53,382</b>
<b>Capital Project Funds</b>							
Capital Funds Revenues	169,140			59,371			109,769
Capital Funds Expenses	120,620			215,247			(94,627)
<b>Net Income</b>	<b>\$ 86,082</b>			<b>(171,696)</b>			<b>257,778</b>

**Waterfront Development Corporation**  
**Balance Sheet**  
**September 30, 2018**

<b>ASSETS</b>	<b>Current Year</b>	<b>Prior Year</b>	<b>YoY Variance</b>
<b>Current Assets</b>			
Cash - Fifth Third 7142344758	\$ 48,544	145,270	(\$ 96,726)
Cash - PNC MMA 30-1511-2105	43,066	27,608	15,458
Short Term Investment	2,045,333	3,048,762	(1,003,429)
Accounts Receivable - General	59,069	19,941	39,128
Accounts Receivable - Events	(28,640)	(39,236)	10,596
Prepaid - Insurance	4,890	4,789	101
<b>Total Current Assets</b>	<b>2,172,262</b>	<b>3,207,134</b>	<b>(1,034,872)</b>
<b>Property and Equipment</b>			
WDC Land	6,680,674	6,680,674	0
WDC Buildings	1,900,000	1,900,000	0
Park Maintenance Equipment	775,346	464,686	310,660
Park Equip/Capital (KEDFA)	3,049	145,259	(142,210)
Accumulated Depreciation-Park	(334,142)	(290,899)	(43,243)
<b>Total Property and Equipment</b>	<b>9,024,927</b>	<b>8,899,720</b>	<b>125,207</b>
<b>Other Assets</b>			
<b>Total Other Assets</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Assets</b>	<b>\$ 11,197,189</b>	<b>12,106,854</b>	<b>(\$ 909,665)</b>
<b>LIABILITIES AND CAPITAL</b>			
<b>Current Liabilities</b>			
Accounts Payable	\$ 72,968	180,025	(\$ 107,057)
LMG Liability	116,671	129,787	(13,116)
Damage Deposit Liability	37,400	26,600	10,800
Payable - Belvedere	0	1,300	(1,300)
<b>Total Current Liabilities</b>	<b>227,039</b>	<b>337,712</b>	<b>(110,673)</b>
<b>Long-Term Liabilities</b>			
Deferred Revenue - Gov't Appr	0	15,000	(15,000)
<b>Total Long-Term Liabilities</b>	<b>0</b>	<b>15,000</b>	<b>(15,000)</b>
<b>Total Liabilities</b>	<b>227,039</b>	<b>352,712</b>	<b>(125,673)</b>
<b>Capital</b>			
Capital Project Funds	1,502,807	2,897,863	(1,395,056)
Beginning Balance Equity	8,896,675	8,896,675	0
* Retained Earnings	484,586	131,298	353,288
Net Income	86,082	(171,694)	257,776
<b>Total Capital</b>	<b>10,970,150</b>	<b>11,754,142</b>	<b>(783,992)</b>
<b>Total Liabilities &amp; Capital</b>	<b>\$ 11,197,189</b>	<b>12,106,854</b>	<b>(\$ 909,665)</b>

LAW OFFICES  
**CONLIFFE, SANDMANN & SULLIVAN**  
PROFESSIONAL LIMITED LIABILITY COMPANY

CHARLES I. SANDMANN (1936-1992)  
KARL N. VICTOR, JR. +  
F. CHRIS GORMAN  
RICHARD M. SULLIVAN  
JACK R. UNDERWOOD, JR.  
E. BRUCE NEIKIRK  
GORDON GALLAGHER + + +  
STEVEN J. KRIEGSHABER + +  
EDWIN J. LOWRY, JR.  
JAMES A. BABBITZ  
KENNETH A. BOHNERT  
JAMES T. MITCHELL  
EDWARD F. BUSCH  
PAMELA M. WORKHOVEN  
WENDELL L. JONES + + + +  
EDWARD L. LASLEY  
JENNIFER FUST-RUTHERFORD  
SCOTT A. JOHNSON

+ Also Admitted in Indiana  
+ + Also Admitted in Ohio  
+ + + Also Admitted in Colorado  
+ + + + Also Admitted in Tennessee

2000 WATERFRONT PLAZA  
325 WEST MAIN STREET  
LOUISVILLE, KENTUCKY 40202  
PHONE (502) 587-7711  
FAX (502) 587-7756

OF COUNSEL  
I.G. SPENCER, JR.  
MICHAEL E. CONLIFFE  
DODD AND DODD ATTORNEYS, PLLC

COLORADO OFFICE  
75 East Second Street  
P.O. Box 2045  
Nederland, CO 80466  
(303) 258-8081 Phone  
(303) 258-8107 Fax

SUBURBAN OFFICE  
4169 Westport Road, Suite 111  
St. Matthews, Kentucky 40207  
(502) 896-2966 Phone  
(502) 896-0396 Fax

**To Whom It May Concern:**

I am an assistant county attorney with the Office of the Jefferson County Attorney and serve as counsel to the Waterfront Development Corporation (WDC). I have been asked by the WDC to clarify for you the status of the WDC. The WDC is a nonstock, nonprofit corporation established pursuant to KRS Chapter 58 by the Commonwealth of Kentucky and the Louisville/Jefferson County Metro Government. In its Articles of Incorporation, it is established as an agency, instrumentality and constituted authority of those two governmental entities for the sole purpose of accomplishing public purposes of the governmental entities.

The WDC is not a nonprofit corporation certified as a nonprofit entity under Section 501(c)(3) of the Internal Revenue Code, but rather is eligible to receive donations which are deductible by the donor as charitable contributions, provided such contributions otherwise qualify, pursuant to Section 170(c)(1) of the Internal Revenue Code which defines a deductible charitable contribution as "a contribution or gift to any state or political subdivision of the state where such gift is to be used for a public purpose". Unlike for 501(c)(3) corporations, no certificate is issued by the Internal Revenue Service to governmental subdivisions.

Please note that this is not an opinion concerning the deductibility or nondeductibility of or specific contribution to WDC but is merely a general opinion that entities such as WDC may qualify to receiver charitable contributions. You are advised to obtain an opinion from your counsel concerning the qualification of any specific contribution. If you have any questions concerning this letter or desire additional information concerning the WDC, please do not hesitate to call me at (502) 587-7711.

Sincerely,  
  
EDWIN J. LOWRY, JR.

APR 11 2003

AMENDED  
ARTICLES OF INCORPORATION  
OF  
WATERFRONT DEVELOPMENT CORPORATION  
(As of January 1, 2003)

\*\*\*\*\*

ARTICLE I

Name

The Corporation shall be named and known as Waterfront Development Corporation.

ARTICLE II

Perpetual Existence

The Corporation shall have perpetual existence, subject to the dissolution provisions of Chapter 273 of the Kentucky Revised Statutes.

ARTICLE III

Purposes

The purpose for which this Corporation is formed is to act as an agency, instrumentality, and constituted authority of the Commonwealth of Kentucky and the Louisville/Jefferson County Metro Government, in the acquisition, implementation, and financing of public projects pursuant to Kentucky law, and in particular KRS 58.180, to accomplish a public purpose of the State and the Louisville/Jefferson County Metro Government. (Amended 1/1/2003)

## ARTICLE IV

### Corporate Powers

The Corporation shall have and exercise all of the powers available to non-profit corporations in Kentucky under Section 273.171 and Section 58.180 of the Kentucky Revised Statutes, all the powers granted to the Corporation by the Council of the Louisville/Jefferson County Metro Government, and all the powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized. (Amended 2/17/1993 and 1/1/2003)

## ARTICLE V

### Nonprofit

The Corporation shall have no capital stock, shall have no power to issue certificates of stock or to declare dividends, and is not formed for and shall not be operated for profit, but is created to carry out the purposes and exercise the powers set out above.

## ARTICLE VI

### Limitation on Use of Assets - Disposition of Assets on Dissolution

All of the assets and earnings of the Corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of any net revenues of this Corporation beyond those necessary for retirement of the Corporation's indebtedness or implementation of the public purposes of the Corporation shall inure to the benefit of any person or Director. Nor shall the Corporation engage in any activity which may affect the status of the Corporation as a non-profit, non-stock corporation exempt from Federal and State income taxes within the meaning of the Internal Revenue Code and the Kentucky Revised Statutes, and with interest on its obligations being exempt from Federal and State income taxes under said Code and Statutes. In the event of dissolution of the Corporation, all of the then remaining assets of the Corporation shall vest in and be distributed between the Commonwealth of Kentucky and the Louisville/Jefferson County Metro Government, after satisfaction of all then-existing legal obligations, in the same proportions as do those parties who contributed funds and other assets to the Corporation and with due consideration given to private donations. In the event that the assets are insufficient to satisfy the legal obligations, each of the two governments shall be responsible for its proportionate share of the remaining obligations. The assets of any endowment fund created by the Board of Directors

pursuant to Article XX shall not constitute assets of the Corporation for purposes of this Article, but shall constitute a legal obligation of the Corporation. Upon dissolution of the Corporation, all assets of any endowment fund shall be distributed to and paid over to the Louisville Community Foundation, its successor or a private entity which qualifies as a tax-exempt entity under Internal Revenue Code §501(c)(3).  
(Amended 5/4/1995 and 1/1/2003)

## ARTICLE VII

### Incorporators

The names and addresses of the Incorporators are as follows:

<u>Name</u>	<u>Address</u>
Martha Layne Collins	Office of the Governor State Capitol Building Frankfort, KY 40601
Bremer Ehrler	County Courthouse Fifth & Jefferson Streets Louisville, KY 40202
Harvey I. Sloane	City Hall Sixth & Jefferson Streets Louisville, KY 40202

## ARTICLE VIII

### Principal Office: Process Agent

The address of the registered office of the Corporation in this State is as follows:

City Hall, Mayor's Office  
601 West Jefferson Street  
Louisville, Kentucky 40202

The name and address of the registered agent of the Corporation for service of process, until changed by action of the Board of Directors, shall be:

Harvey I. Sloane  
City Hall, Mayor's Office  
601 West Jefferson Street  
Louisville, Kentucky 40202

## ARTICLE IX

### Members

The Members of the Corporation shall be the Commonwealth of Kentucky, acting by and through its Governor, and the Louisville/Jefferson County Metro Government, acting by and through its Mayor.

(Amended 1/1/2003)

## ARTICLE X

### Chairperson

The Corporation shall have a chairperson who will be selected by the Governor from among two designees who are members of the Board of Directors and whose names shall be submitted by the Mayor. The chairperson of the organization will serve a two-year term; however, that service will be limited to no more than four consecutive two-year terms before the chair is changed.

(Amended 2/17/1993 and 1/1/2003)

## ARTICLE XI

### Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fifteen, with the State appointing six (6) Directors and the Louisville/Jefferson County Metro Government appointing nine (9) Directors. The Board of Directors will include one representative of the Governor's Office and five (5) other Directors appointed by the Governor, the Mayor of the Louisville/Jefferson County Metro Government, and one council member of the Metro Council appointed by the Metro Council in accordance with its rules, and seven (7) other Directors appointed by the Mayor and approved by Metro Council, provided that one (1) of such Directors shall represent the Friends of the Waterfront. The Directors other than the ex-officio Directors shall be drawn from the private sector, including the business community, labor organizations, civic groups, and neighborhood organizations; and respecting proper minority representation. The ex-officio Directors shall serve for the lengths of their respective terms of office; the other Directors for four-year terms. Also, the appointed Directors shall serve subject to the pleasure of the elected official by whom they were appointed. All Directors appointed by the Governor shall be residents of the Commonwealth. All Directors appointed by the Mayor shall be residents of Jefferson County.

The Board of Directors shall have full powers to make by-laws and rules for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of the Articles of Incorporation and the laws of the Commonwealth of Kentucky and the Ordinances of the Louisville/Jefferson County Metro Government; or, the Directors may act without by-laws.

The Board of Directors shall have the right to transact business on behalf of the Corporation immediately after these Articles of Incorporation have been filed in the office of the Secretary of State of Kentucky and in the office of the County Clerk of Jefferson County, Kentucky.

All Directors serving as of January 1, 2003 shall serve out the terms to which they were appointed. As those terms expire, the Governor shall appoint Directors to fill the seats previously held by the Jefferson County Judge/Executive and the Directors previously appointed by the Governor. The Mayor shall appoint Directors to fill the seats previously held by the Jefferson County Commissioner, the four (4) Directors previously appointed by the Mayor of the City of Louisville and the four (4) Directors previously appointed by the Jefferson County Judge/Executive.  
(Amended 2/17/1993 and 1/1/2003)

## ARTICLE XII

### Officers

The Board of Directors shall elect from among the members a Vice-Chairman, a Secretary, and a Treasurer. These three officers shall serve for a two-year term and may serve consecutively; the election shall be held at the annual meeting of the Board of Directors.  
(Amended 6/24/1987)

## ARTICLE XIII

### Corporate Seal

The Seal of the Corporation shall be and is substantially the following wording impressed by a metallic instrument:

Waterfront Development Corporation  
Corporate Seal  
Commonwealth of Kentucky

## ARTICLE XIV

### Meetings: Notices.

The annual and other meetings of the Board of Directors of the Corporation shall be had at such time and place and upon such notice (if any) as shall, in accordance with applicable law, be prescribed by Resolution of the Board of Directors or as may be prescribed in the By-Laws of the Corporation; provided that the initial meeting shall be called by the Incorporators upon at least three days' notice by mail to each Director, which notice shall state the time and place of the meeting; any subsequent meetings may be held at such time(s) and place(s) as may be agreed upon by the then Directors.

Special meetings of the Board of Directors of the Corporation may be called upon 24-hours' written notice by the Chairperson.

Notice of any meetings need not be given or waived by any Director when all are present at a meeting, and the signing by a Director of the minutes of a meeting shall constitute approval by said Director of all proceedings contained in such minutes, regardless of whether said Director attended said meetings, unless otherwise required by law.

(Amended 2/17/1993)

## ARTICLE XV

### Amendments

These Articles of Incorporation shall not be amended or modified without unanimous approval of the Members.

## ARTICLE XVI

### Indebtedness: Security

The maximum indebtedness or liability which the Corporation may incur at any time is unlimited, and its property shall not be used or applied except for the payment of debts lawfully incurred. The Corporation shall incur no indebtedness or liability without the direction and/or approval of the Council of the Louisville/Jefferson County Metro Government and the State Finance Cabinet, given not more than sixty days prior to the date of incurring such indebtedness or liability in accordance with KRS 58.180(3) or other applicable statutory provision, if any, plus a majority vote of the Board of Directors of the Corporation. The Corporation may issue bonds and other evidences of indebtedness from time to time, secured by different properties, with the holders of the bonds of each bond issue or of other evidences of indebtedness having a mortgage only upon the particular property or properties mortgaged to secure the particular issue of bonds or evidence of indebtedness.

As and when any indebtedness incurred by the Corporation is for the purpose of acquiring and/or improving a particular property or a single parcel of real estate is repaid or when any indebtedness incurred by the Corporation for the purpose of financing a new project or refinancing an existing project is repaid, such property, parcel, or project, as the case may be, shall, regardless of the status of any other indebtedness of the Corporation, immediately be conveyed by the Corporation to the State and the Louisville/Jefferson County Metro Government in shares, proportionate to each party's respective contribution toward that particular property, parcel, or project.

The sale, lease or mortgage of the property of the Corporation or the granting of a security interest therein shall require approval by a two-thirds vote of the Board of Directors.

The provisions of this Article shall be effective if and to the extent that such effectiveness is consistent with the effect that the interest on the obligations of the Corporation shall be exempt from federal and state income taxation: any provision contained in this Article which would adversely affect such exemption, shall be void.  
(Amended 1/1/2003)

#### ARTICLE XVII

##### No Personal Liability

The private property of the Incorporators or Directors shall not be subject to or in any way liable for any debt or contract of this Corporation.

#### ARTICLE XVIII

##### Executive Director/President

The Board of Directors shall select an Executive Director for the Corporation. The Executive Director shall not be a member of the Board of Directors. The Executive Director shall be a resident of Jefferson County. The Executive Director shall serve as the President of the Corporation. The President shall have the power to make and enter into contracts on behalf of the Corporation and to transact other business on behalf of the Corporation in its daily activities.  
(Added 6/24/1987)

#### ARTICLE XIX

##### Deputy Director

The President/Executive Director may appoint a Deputy Director who shall perform such duties as required by the President/Executive Director. The Deputy

Director, in the absence of the President/Executive Director, shall have the power to execute contracts, deeds and agreements on behalf of the Corporation.  
(Added 2/17/1993)

#### ARTICLE XX

The Board of Directors of the Corporation may establish endowment funds as fiduciary funds of the Corporation for the purpose of funding in whole or in part any activity which constitutes a public purpose of the Corporation. Any such endowment fund shall be established by amendment of the by-laws of the Corporation as provided in Article XI and shall provide that the income from such endowment fund shall be used exclusively to fund in whole or in part the activity for which the fund was established. All assets of the fund shall be managed and invested in accordance with KRS 273.510-273.590 and KRS 66.480.

(Added 5/4/1995)

WDCAMAJ

**BY-LAWS**  
**OF**  
**WATERFRONT DEVELOPMENT CORPORATION**

\*\*\*\*\*

**ARTICLE I**

The Corporation shall be named and known as Waterfront Development Corporation.

**ARTICLE II**

The principal offices of the Corporation shall be at 129 East River Road, Louisville, Kentucky 40202.

**ARTICLE III**

The Corporation shall be a non-profit corporation and shall have no capital stock.

**ARTICLE IV**

The Corporation is formed for the purposes set forth in its Articles of Incorporation, and more specifically, to act as an agency, instrumentality, and constituted authority of the Commonwealth of Kentucky ("State") and the Louisville/Jefferson County Metro Government ("Metro"), in the acquisition, implementation, and financing of public projects pursuant to Kentucky law and in particular KRS 58.180 to accomplish a public purpose of the State and Metro.

**ARTICLE V**

The Corporation shall have a Board of Directors to conduct the affairs and business of the Corporation. The directors of the Board shall be as set forth in the Articles of Incorporation of the Corporation.

The directors who serve by virtue of their office shall serve for the lengths of their respective terms in office. At the death, resignation, expiration of term of office, or vacation of office in any other manner by any director who serves by virtue of his/her office, then such director's membership shall immediately terminate and such director's successor in office shall immediately succeed to the position as director.

The Directors other than those who serve by virtue of their office shall be drawn from the private sector, including the business community, labor organizations, civic groups and neighborhood organizations; and respecting proper minority representation. The appointed Directors shall serve subject to the pleasure of the elected official by whom they were appointed.

## ARTICLE VI

The annual and other meetings of the Board of Directors of the Corporation shall be held at such time and place and upon such notice (if any) as shall, in accordance with applicable law, be prescribed by Resolution of the Board of Directors. Special meetings may be called upon 24 hours' written notice by the Chairman. All meetings shall be conducted in conformity with KRS 61.800.

## ARTICLE VII

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

If any director has a conflict of interest concerning any matter before the Board of Directors, he shall not vote, shall refrain from debate and shall publicly disclose the existence and nature of the conflict.

Written minutes of each meeting of the Board of Directors shall be prepared by the staff of the Corporation and approved at the following meeting of the Board of Directors.

No director shall receive compensation for his services as director, however, any expenses incurred by any director by reason of his duties or responsibilities as such may be paid by the Corporation.

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. There shall be an executive committee consisting of the Chairperson, Vice-Chairperson, Secretary and Treasurer, which shall act in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

The Corporation shall have a Chairperson who will be selected by the Governor from among two designees who are directors of the Board of Directors, two of whose names are submitted by the Mayor. The Chairperson of the organization will serve a two-year term; however, that service will be limited to no more than four consecutive two-year terms before the chair is changed. The Chairperson shall preside over meetings of the Board of Directors, shall enforce order and exercise such other authority or duties as the Board of Directors may so delegate.

## ARTICLE VIII

The Board of Directors shall, at its annual meeting, elect from among its directors a Vice-Chairman, a Secretary, and a Treasurer. These officers shall serve two-year terms and may serve consecutive terms. The Vice-Chairman shall act in the absence of the President. The Secretary shall keep a complete and permanent record of all proceedings of the Board of Directors and have charge of the Corporate Seal. The Treasurer shall review books of account and shall regularly report to the Board of Directors. These duties may be altered by resolution of the Board of Directors.

## ARTICLE IX

The Board of Directors may, from time to time, by vote of a majority, make, alter, amend or rescind any or all of the By-Laws of the Corporation, consistent with the creating Interlocal Agreement and the Articles of Incorporation.

## ARTICLE X

The Board of Directors shall appoint an Executive Director. The Executive Director shall not be a director of the Board and shall be a resident of Jefferson County. The Executive Director shall be the President of the Corporation and shall in general supervise and control all of the day-to-day business and affairs of the Corporation and such other duties as from time to time may be prescribed by the Board. The President/Executive Director shall have the power to execute contracts, agreements and deeds on behalf of the Corporation and may employ such employees, contractors or agents as necessary to conduct the business and affairs of the Corporation.

The President/Executive Director shall enter into a contract with the Corporation for a definite term and shall receive such compensation and benefits as the Board of Directors may determine.

The President/Executive Director may employ a Deputy Director who shall perform such duties as required by the Executive Director/President and who shall have the power to execute contracts, deeds and agreements on behalf of the Corporation in the absence of the President/Executive Director.

## ARTICLE XI

The Louisville/Jefferson County Metro Government shall be the fiscal agent of the Corporation and the Corporation shall comply with the accounting practices, policies, procedures and ordinances of Metro relating to the budget, personnel, classification and compensation unless otherwise agreed to by the Corporation and the Mayor.

## ARTICLE XII

There is established as a fiduciary fund of the Corporation the "Waterfront Park Maintenance Endowment Fund". The principal of the Fund shall be held in trust in perpetuity and managed and invested as provided in this Article. The income of the Fund shall be expended, as provided in this Article, exclusively for the public purpose of maintenance, repair, upkeep and rehabilitation of Waterfront Park, its grounds, buildings, structures, infrastructure, equipment and fixtures.

The control, management, investment and disposition of the assets of the Fund for purpose of earning income therefrom shall be vested in the Waterfront Park Maintenance Endowment Fund Finance Committee composed of two (2) directors of the Board of Directors and three (3) non-directors who shall be selected on the basis of their recognized expertise in finance, business or banking. The members of the investment committee shall be appointed by the Chairperson and shall serve at the pleasure of the Chairperson. A majority of the members of the Committee shall constitute a quorum, and a majority of the members present at a meeting at which a quorum is present shall be necessary for acts of the Committee. The Committee may hold regular meetings, or special meetings at the call of the Chairman. All meetings shall be open to the public in accordance with KRS 61.800 *et seq.*

The Committee shall prepare and maintain correct and complete books and records of account for the Fund and shall keep minutes of the meetings of the Committee. The Committee shall report no less than quarterly to the Board of Directors on the financial condition of the Fund and may cause an annual audit of the Fund to be performed by a certified public accounting firm or the internal auditor of Metro.

The Committee shall have the following powers and responsibilities:

- (1) Accept on behalf of the Corporation any contribution, gift, bequest or devise of any type of property for the purposes of the Fund;
- (2) Hold such property in the name of the Fund and manage and invest such property in accordance with KRS 273.510-273.590 and KRS 66.480;
- (3) Collect and receive the income from such property;
- (4) Make disbursements to the Corporation out of the income from the Fund to be used exclusively for the purposes stated herein.

All property of the Fund shall be deposited from time to time to the credit of the Fund in such banks, trust companies or other depositories as the Committee may select.

No part of the income, properties or assets of the Fund, on dissolution of the Corporation, or otherwise, shall inure to the benefit of any private person, corporation or any governmental entity for use other than for the maintenance of Waterfront Park as provided herein. On

liquidation of the Corporation, all properties and assets of the Fund remaining after paying all debts and obligations of the Fund, shall be distributed to and paid over to the Louisville Community Foundation, its successor or a private entity which qualifies as a tax-exempt entity under Internal Revenue Code §501(c)(3) which has responsibility for the management of Waterfront Park and such funds shall be used by such entity solely for the maintenance of Waterfront Park as provided herein.

#### CERTIFICATE

It is hereby certified that on this date I am the duly appointed and qualified Chairman of the Waterfront Development Corporation, and that at a regular meeting of the Corporation held at the offices of the Corporation on \_\_\_\_\_, a quorum of the directors being present, the foregoing Bylaws were adopted by a unanimous vote of the Board of Directors and such Bylaws shall immediately be in effect and shall supercede any previous bylaws adopted by the Corporation.

---

Charles L. McCarty  
Chairman  
Board of Directors



IRV MAZE  
JEFFERSON COUNTY ATTORNEY



Julie Lott Hardesty  
First Assistant

WATERFRONT DEVELOPMENT  
CORPORATION

APR 11 2003

MEMORANDUM

**TO: DAVID K. KAREM**  
**PRESIDENT/EXECUTIVE DIRECTOR**

**FROM: J. DAVID MORRIS**  
**ASSISTANT COUNTY ATTORNEY** *JDM*

**DATE: APRIL 9, 2003**

**RE: ARTICLES OF INCORPORATION**

As you requested, enclosed are the various documents comprising the Articles of Incorporation of the Waterfront Development Corporation:

- (1) Original Articles filed on 3/11/1986
- (2) First Amendment filed on 8/20/1887
- (3) Second Amendment filed on 3/24/1993
- (4) Third Amendment filed on 5/1/1995
- (5) Fourth Amendment filed on 1/1/2003

I also enclose a copy of the Articles of Incorporation incorporating the above referenced amendments for easy reference.

In reviewing the Amended Articles of Incorporation I note that the By-Laws currently in existence do not conform to the Amended Articles. I therefore have revised the By-Laws and enclose a draft of such revision of the By-Laws for your review. If the By-Laws are acceptable to you, I would propose submitting them to the Board of Directors of the WDC at the April Board meeting. If you have any questions concerning any of the enclosed materials, please do not hesitate to call me.

JDM:mc  
Enclosures

[WDCOR]  
DK Memo

## Mitchell-Smith, Wanda D.

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**From:** McQuillen, Liz  
**Sent:** Tuesday, May 14, 2019 9:04 AM  
**To:** Mitchell-Smith, Wanda D.  
**Cc:** Bilitski, Deborah  
**Subject:** WDC 4th of July NDF

Good Morning Wanda –

I understand District 4 is handling the paperwork for WDC's July 4<sup>th</sup> NDF application. Councilman Blackwell will contribute \$500 from District 12 for the event.

Thank you,  
Liz McQuillen



**Liz McQuillen** | Legislative Aide  
Office of Councilman Rick Blackwell  
601 W. Jefferson Street | Louisville, KY 40202  
☎ (502) 574-1112 | 📠 (502) 574-3363  
[www.RickBlackwell.com](http://www.RickBlackwell.com)

## Mitchell-Smith, Wanda D.

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**From:** Smith, Ashley  
**Sent:** Thursday, May 16, 2019 2:39 PM  
**To:** Mitchell-Smith, Wanda D.  
**Cc:** Bilitski, Deborah  
**Subject:** RE: July 4 NDF

Yes, I emailed it last week. I'll send it again now.

**From:** Mitchell-Smith, Wanda D. <Wanda.Mitchell-Smith@louisvilleky.gov>  
**Sent:** Thursday, May 16, 2019 2:34 PM  
**To:** Smith, Ashley <Ashley.Smith@louisvilleky.gov>  
**Cc:** Bilitski, Deborah <Deborah.Bilitski@louisvilleky.gov>  
**Subject:** RE: July 4 NDF

Ashley,

Am I missing something. The NDF, have you completed it and turned it in? If so, I haven't seen it. Please advise. Thanks.

**From:** Smith, Ashley <[Ashley.Smith@louisvilleky.gov](mailto:Ashley.Smith@louisvilleky.gov)>  
**Sent:** Thursday, May 16, 2019 2:10 PM  
**To:** Mitchell-Smith, Wanda D. <[Wanda.Mitchell-Smith@louisvilleky.gov](mailto:Wanda.Mitchell-Smith@louisvilleky.gov)>  
**Cc:** Bilitski, Deborah <[Deborah.Bilitski@louisvilleky.gov](mailto:Deborah.Bilitski@louisvilleky.gov)>  
**Subject:** RE: July 4 NDF

Green \$500  
Shanklin \$1000  
Sexton Smith \$1000  
Blackwell \$500  
Benson \$1000  
Yates – we think so, Brian is checking and he indicated that he would connect with you all.

Deborah (who I've copied) is doing most of the heavy lifting, but we have calls into many and emails out to many and are awaiting confirmation.

I wanted to just triple-check to ensure you have all the paperwork you need from us with signatures and initials in all the correct places?

Also, I wanted to check to see if Councilwoman Sexton Smith would be available to join us for a press conference to announce the July 4<sup>th</sup> event during the first week of June? June 3-7?

Thanks so much for all of your help Wanda.  
Ashley

**From:** Mitchell-Smith, Wanda D. <[Wanda.Mitchell-Smith@louisvilleky.gov](mailto:Wanda.Mitchell-Smith@louisvilleky.gov)>  
**Sent:** Monday, May 13, 2019 5:28 PM  
**To:** Smith, Ashley <[Ashley.Smith@louisvilleky.gov](mailto:Ashley.Smith@louisvilleky.gov)>  
**Subject:** RE: July 4 NDF

Please send to me as soon as it has been completed.

**From:** Smith, Ashley <[Ashley.Smith@louisvilleky.gov](mailto:Ashley.Smith@louisvilleky.gov)>  
**Sent:** Monday, May 13, 2019 2:14 PM  
**To:** Mitchell-Smith, Wanda D. <[Wanda.Mitchell-Smith@louisvilleky.gov](mailto:Wanda.Mitchell-Smith@louisvilleky.gov)>  
**Subject:** RE: July 4 NDF

Good afternoon Wanda,

Deborah Bilitski and I just connected on this moments ago. If possible, we would like to see this submitted by the Monday filing deadline for the May 23<sup>rd</sup> meeting.

We are working now on re visiting commitments from various Councilmembers and will provide an update as soon as possible on those firm commitments.

Did you have any questions on the below and did we complete everything appropriately?

Thanks so much for your help.

Ashley

**From:** Smith, Ashley  
**Sent:** Tuesday, May 7, 2019 2:10 PM  
**To:** Mitchell-Smith, Wanda D. <[Wanda.Mitchell-Smith@louisvilleky.gov](mailto:Wanda.Mitchell-Smith@louisvilleky.gov)>  
**Subject:** FW: July 4 NDF

Wanda, please see the attached documents for the July 4<sup>th</sup> NDF request.

Please let us know if we are missing anything.

Thank you very much for your assistance!

Sincerely,  
Ashley

Ashley C. Smith  
Waterfront Development Corporation  
129 River Road  
Louisville, Kentucky 40202  
502.574.3768  
[www.LouisvilleWaterfront.com](http://www.LouisvilleWaterfront.com)



**Louisville Waterfront Park is a donor supported Public Park**



**From:** Runyon, Kelley <[Kelley.Runyon@louisvilleky.gov](mailto:Kelley.Runyon@louisvilleky.gov)>  
**Sent:** Tuesday, May 7, 2019 1:53 PM  
**To:** Smith, Ashley <[Ashley.Smith@louisvilleky.gov](mailto:Ashley.Smith@louisvilleky.gov)>  
**Cc:** Bilitski, Deborah <[Deborah.Bilitski@louisvilleky.gov](mailto:Deborah.Bilitski@louisvilleky.gov)>  
**Subject:** FW: July 4 NDF

Ashley,  
I've updated the NDF and attached it here with the rest of the documents.

Kelley

**From:** Smith, Ashley <[Ashley.Smith@louisvilleky.gov](mailto:Ashley.Smith@louisvilleky.gov)>  
**Sent:** Tuesday, May 7, 2019 1:24 PM  
**To:** Runyon, Kelley <[Kelley.Runyon@louisvilleky.gov](mailto:Kelley.Runyon@louisvilleky.gov)>; Bilitski, Deborah <[Deborah.Bilitski@louisvilleky.gov](mailto:Deborah.Bilitski@louisvilleky.gov)>  
**Subject:** FW: July 4 NDF

I spoke to Wanda Mitchell-Smith regarding picking this back up moments ago. She has requested that we forward this information to her, but re-sign the last page with today's signature. She also asked that we ensure that the bottom of each page has initials, not electronic initials but signed initials.

Deborah, she has asked that we go back and figure out who is still on board and let her know that too.

Thanks and please let me know if any of this doesn't make sense.

**From:** Smith, Ashley  
**Sent:** Thursday, January 17, 2019 4:40 PM  
**To:** Robinson, Christa <[Christa.Robinson@louisvilleky.gov](mailto:Christa.Robinson@louisvilleky.gov)>  
**Cc:** Kelley Runyon ([Kelley.Runyon@louisvilleky.gov](mailto:Kelley.Runyon@louisvilleky.gov)) <[Kelley.Runyon@louisvilleky.gov](mailto:Kelley.Runyon@louisvilleky.gov)>; Bilitski, Deborah <[Deborah.Bilitski@louisvilleky.gov](mailto:Deborah.Bilitski@louisvilleky.gov)>  
**Subject:** FW: July 4 NDF

Hello Christa,

Kelley has prepared the NDF Application which is attached.

Please let us know if you need anything additional at this time. Unless we hear otherwise, we will tentatively plan for a February 21<sup>st</sup> reading.

Thank you so very much for your support and help with this! We are extremely grateful for the support.

Warm regards,  
Ashley

Ashley C. Smith  
Waterfront Development Corporation  
129 River Road  
Louisville, Kentucky 40202  
502.574.3768  
[www.LouisvilleWaterfront.com](http://www.LouisvilleWaterfront.com)



**From:** Runyon, Kelley <[Kelley.Runyon@louisvilleky.gov](mailto:Kelley.Runyon@louisvilleky.gov)>  
**Sent:** Thursday, January 17, 2019 3:47 PM  
**To:** Smith, Ashley <[Ashley.Smith@louisvilleky.gov](mailto:Ashley.Smith@louisvilleky.gov)>  
**Subject:** July 4 NDF

Ashley,  
This should be everything you need to submit the NDF to Christa. Let me know if you're missing anything.  
Kelley

Kelley Runyon, MBA  
Assistant Finance Director  
Waterfront Development Corporation  
502-574-3768



212705

**CONSENT OF MEMBERS OF  
WATERFRONT DEVELOPMENT CORPORATION # 212705 gdst.  
TO AMENDMENT OF ARTICLES OF INCORPORATION**

\*\*\*\*\*

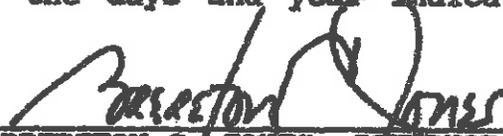
We, the undersigned, constituting all of the members of the Waterfront Development Corporation, do hereby consent to the adoption of the amendments to the Articles of Incorporation as provided in the attached Minutes of the Board of Directors of the Corporation.

The Executive Director/President of the Corporation is authorized to file the necessary documents with the Secretary of State to effect the amendment as provided herein.

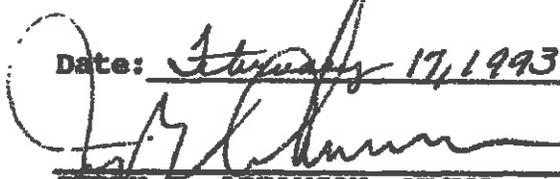
706121

This consent shall be effective at such time as the last of us shall sign this Consent of Members and shall be binding upon the Corporation to the same extent and effect as if duly adopted by us at a meeting of the members of the Waterfront Development Corporation duly and properly called and held as of such time.

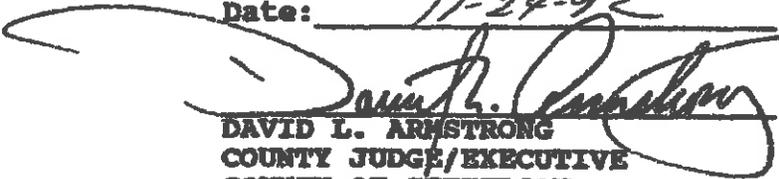
WITNESS our signatures as of the days and year indicated below.

  
BRERETON C. JONES, GOVERNOR  
COMMONWEALTH OF KENTUCKY

Date: February 17, 1993

  
JERRY E. ABRAMSON, MAYOR  
CITY OF LOUISVILLE

Date: 11-24-92

  
DAVID L. ARMSTRONG  
COUNTY JUDGE/EXECUTIVE  
COUNTY OF JEFFERSON

Date: 12/17/92

RECEIVED & FILED  
*ok*

Mar 24 8 58 AM '93

REGISTRATION  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY  
*by [Signature]*

**MINUTES OF MEETING  
OF  
BOARD OF DIRECTORS  
OF  
WATERFRONT DEVELOPMENT CORPORATION**

\* \* \* \* \*

A regular meeting of the Board of Directors of Waterfront Development Corporation was held at the offices of the Corporation located at 129 East River Road, Louisville, KY 40202 on October 28, 1992, notice having been duly given. A quorum was present.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

**RESOLVED**, that the following articles of the Articles of Incorporation of the Corporation be amended to read as follows, and that a new article be established as follows, and that such amendments and new article be submitted to the members of the Corporation for their approval, which approval is recommended:

**ARTICLE IV**

**Corporate Powers**

The Corporation shall have and exercise all of the powers available to non-profit corporations in Kentucky under Section 273.171 and Section 58.180 of the Kentucky Revised Statutes, all the powers granted to the Corporation by the Board of Aldermen of the City of Louisville, all the powers granted to the Corporation by the Fiscal Court of Jefferson County and all the powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

**ARTICLE X**

**Chairperson**

The Corporation shall have a chairperson who will be selected by the Governor from among four designees

who are members of the Board of Directors; half of whose names are submitted by the Mayor and the other half by the County Judge/Executive. In no instance will fewer than two nominees be provided to the Governor by the Mayor and County Judge/Executive together. The chairperson of the organization will serve a two-year term and will be permitted to serve up to eight years in a lifetime; however, that service will be limited to no more than two four consecutive two-year terms before the chair is changed.

## ARTICLE XI

### Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fifteen, with the State, City, and County each appointing five. The Board of Directors will include one representative of the Governor's Office and four other members appointed by the Governor; the Mayor and the President of the Board of Aldermen of the City of Louisville, or another Alderman designated by the President of the Board, and three other members appointed by the Mayor and approved by the Board of Aldermen; the County Judge/Executive and a member of the Fiscal Court to be designated by the County Judge/Executive and three other members appointed by the County Judge/Executive and approved by Fiscal Court. The Directors other than the ex-officio members shall be drawn from the private sector, including the business community, labor, organizations, civic groups, and neighborhood organizations; and respecting proper minority representation. The ex-officio Directors shall serve for the lengths of their respective terms of office; the other Directors shall serve for four-year terms except that two each of the State's, City's, and County's original appointments shall be to a two-year term to provide continuity. Also, the appointed Directors shall serve subject to the pleasure of the elected official by whom they were appointed. All Directors appointed by the Governor shall be residents of the Commonwealth. All Directors appointed by the County Judge/Executive shall be residents of Jefferson County. [~~with the exception of the representative of the Governor's office, shall be residents of Jefferson County.~~] All Directors appointed by the Mayor shall be residents of the City of Louisville.

The Board of Directors shall have full powers to make by-laws and rules for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of the Articles of

Incorporation and the laws of the Commonwealth of Kentucky and the Ordinances of Jefferson County and the City of Louisville; or, the Directors may act without by-laws.

The Board of Directors shall have the right to transact business on behalf of the Corporation immediately after these Articles of Incorporation have been filed in the office of the Secretary of State of Kentucky and in the office of the County Clerk of Jefferson County, Kentucky.

#### ARTICLE XIV

##### Meetings: Notices

The annual and other meetings of the Board of Directors of the Corporation shall be had at such time and place and upon such notice (if any) as shall, in accordance with applicable law, be prescribed by Resolution of the Board of Directors or as may be prescribed in the By-Laws of the Corporation; provided that the initial meeting shall be called by the Incorporators upon at least three days' notice by mail to each Director, which notice shall state the time and place of the meeting; any subsequent meetings which may be held at such time(s) and place(s) as may be agreed upon by the then Directors.

Special meetings of the Board of Directors of the Corporation may be called upon 24-hours written notice by the Chairperson. [~~Governor's representative, the Mayor, or the County Judge/Executive or in the manner prescribed in the By-Laws or as may otherwise be required by law.~~]

Notice of any meetings need not be given or waived by any Director when all are present at a meeting, and the signing by a Director of the minutes of a meeting shall constitute approval by said Director of all proceedings contained in such minutes, regardless of whether said Director attended said meetings, unless otherwise required by law.

#### ARTICLE XIX

##### Deputy Director

The President/Executive Director may appoint a Deputy Director who shall perform such duties as required by the President/Executive Director. The Deputy Director, in the absence of the

President/Executive Director, shall have the power to execute contracts, deeds and agreements on behalf of the Corporation.

Following discussion of other matters of the Corporation, there being no further business to come before the meeting, upon motion duly made, seconded and adopted, the meeting was adjourned.

*Charles I. McCarty*  
\_\_\_\_\_  
Charles I. McCarty, Chairman  
Board of Directors

140CH118



# City of Louisville

## DEPARTMENT OF LAW

Room 200, City Hall • Louisville, KY 40202-2771  
(502) 574-3511

JERRY E. ABRAMSON  
MAYOR

CHRISTINA HEAVRIN  
DIRECTOR OF LAW

March 23, 1993

Mr. Bob Babbage  
Secretary of State  
Capitol Building  
Frankfort, Kentucky 40601

Dear Secretary Babbage:

Enclosed please find one original and two exact copies of Articles of Amendment of the Waterfront Development Corporation as executed by the appropriate officers of the Corporation. Please file the original in your office and return the two exact copies to me stamped that they have been filed. I enclose a check in the amount of \$8.00 for the filing fee.

If you have any questions concerning the documents, please call me immediately at the above listed phone number.

Sincerely,

J. David Morris  
Assistant Director of Law

JDM:mc  
Enclosures

:24L-BB

**A RESOLUTION OF THE MEMBERS OF THE  
WATERFRONT DEVELOPMENT CORPORATION  
ADOPTING VARIOUS AMENDMENTS TO THE  
ARTICLES OF INCORPORATION OF THE  
CORPORATION.**

**0212705.09**  
John Y. Brown III  
Secretary of State  
Received and Filed  
10/23/2002 08:58 AM  
Fee Receipt: \$8.00

Pcraime  
NAOA

**WHEREAS**, the Waterfront Development Corporation (Corporation), is a Kentucky nonprofit, nonstock corporation organized pursuant to KRS Chapter 273 and was incorporated on March 11, 1986; and

**WHEREAS**, KRS 273.267(3) authorizes the members of such corporations to amend the articles of incorporation of such corporations and Article XV of the Articles of Incorporation of the Corporation ("Articles") provide that the Articles shall not be amended without unanimous approval of the members; and

**WHEREAS**, the Corporation currently has three members (collectively "Members"), the City of Louisville ("City"), the County of Jefferson ("County"), and the Commonwealth of Kentucky ("Commonwealth"); and

**WHEREAS**, two of the Members, the City and the County, are merging into one governmental entity as of January 1, 2003, such entity to be known as the Louisville/Jefferson County Metro Government; and

**WHEREAS**, because of the changes to the Members, the Board of Directors of the Corporation, by motion passed at a regular meeting of the Board of Directors on June 26, 2002 recommended to the Members that Article XI of the Articles be amended to restructure the Board of Directors in anticipation of the merger of the two Members; and

**WHEREAS**, several other articles also need amendment to conform to the changes made to Article XI and to reflect the change to the Members; and

**WHEREAS**, the Members have considered the recommendation of the Board of Directors of the Corporation and agree with such recommendation;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE  
WATERFRONT DEVELOPMENT CORPORATION BY UNANIMOUS  
CONSENT OF THE MEMBERS:**

**Section 1.** That, effective January 1, 2003, the following provisions of the Articles shall be amended to read as follows:

## **ARTICLES OF AMENDMENT**

### **WATERFRONT DEVELOPMENT CORPORATION**

#### **ARTICLE III**

##### **Purposes**

The purpose for which this Corporation is formed is to act as an agency, instrumentality, and constituted authority of the Commonwealth of Kentucky, and the Louisville/Jefferson County Metro Government, in the acquisition, implementation, and financing of public projects pursuant to Kentucky law, and in particular KRS 58.180, to accomplish a public purpose of the State, the County, and the City Louisville/Jefferson County Metro Government.

#### **ARTICLE IV**

##### **Corporate Powers**

The Corporation shall have and exercise all of the powers available to non-profit corporations in Kentucky under Section 273.171 and Section 58.180 of the Kentucky Revised Statutes, all the powers granted to the Corporation by the Council Board of Aldermen of the City of Louisville/Jefferson County Metro Government, all the powers granted to the Corporation by the Fiscal Court of Jefferson County and all the powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

#### **ARTICLE VI**

##### **Limitation on Use of Assets - Disposition of Assets on Dissolution**

All of the assets and earnings of the Corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of any net revenues of this Corporation beyond those necessary for retirement of the Corporation's indebtedness or implementation of the public purposes of the Corporation shall inure to the benefit of any person or Director. Nor shall the Corporation engage in any activity which may affect the status of the Corporation as a non-profit, non-stock corporation exempt from Federal and State income taxes within the meaning of the Internal Revenue Code

and the Kentucky Revised Statutes, and with interest on its obligations being exempt from Federal and State income taxes under said Code and Statutes. In the event of dissolution of the Corporation, all of the then remaining assets of the Corporation shall vest in and be distributed between among the Commonwealth of Kentucky, the City of Louisville, and the Louisville/Jefferson County Metro Government, after satisfaction of all then-existing legal obligations, in the same proportions as do those parties who contributed funds and other assets to the Corporation and with due consideration given to private donations. In the event that the assets are insufficient to satisfy the legal obligations, each of the two three governments shall be responsible for its proportionate share of the remaining obligations. The assets of any endowment fund created by the Board of Directors pursuant to Article XX shall not constitute assets of the Corporation for purposes of this Article, but shall constitute a legal obligation of the Corporation. Upon dissolution of the Corporation, all assets of any endowment fund shall be distributed to and paid over to the Louisville Community Foundation, its successor or a private entity which qualifies as a tax-exempt entity under Internal Revenue Code §501(c)(3).

## **ARTICLE IX**

### **Members**

The Members of the Corporation shall be the Commonwealth of Kentucky, acting by and through its Governor, and the City of Louisville/Jefferson County Metro Government, acting by and through its Mayor, and Jefferson County, acting by and through its County Judge/Executive.

## **ARTICLE X**

### **Chairperson**

The Corporation shall have a chairperson who will be selected by the Governor from among two four designees who are members of the Board of Directors and whose names shall be ; half of whose names are submitted by the Mayor and the other half by the County Judge/Executive. In no instance will fewer than two nominees be provided to the Governor by the Mayor and County Judge/Executive together. The chairperson of the organization will serve a two-year term; however, that service will be limited to no more than four consecutive two-year terms before the chair is changed.

## ARTICLE XI

### Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fifteen, with the State appointing six (6) Directors and the Louisville/Jefferson County Metro Government appointing nine (9) Directors. The Board of Directors will include one representative of the Governor's Office and five (5) other Directors appointed by the Governor; the Mayor of the Louisville/Jefferson County Metro Government, and one council member of the Metro Council appointed by the Metro Council in accordance with its rules, and seven (7) other Directors appointed by the Mayor and approved by Metro Council, provided that one(1) of such Directors shall represent the Friends of the Waterfront. The Directors other than the ex-officio Directors shall be drawn from the private sector, including the business community, labor organizations, civic groups, and neighborhood organizations; and respecting proper minority representation. The ex-officio Directors shall serve for the lengths of their respective terms of office; the other Directors for four-year terms. Also, the appointed Directors shall serve subject to the pleasure of the elected official by whom they were appointed. All Directors appointed by the Governor shall be residents of the Commonwealth. All Directors appointed by the Mayor shall be residents of Jefferson County.

The Board of Directors shall have full powers to make by-laws and rules for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of the Articles of Incorporation and the laws of the Commonwealth of Kentucky and the Ordinances of the Louisville/Jefferson County Metro Government; or, the Directors may act without by-laws.

The Board of Directors shall have the right to transact business on behalf of the Corporation immediately after these Articles of Incorporation have been filed in the office of the Secretary of State of Kentucky and in the office of the County Clerk of Jefferson County, Kentucky.

All Directors serving as of January 1, 2003 shall serve out the terms to which they were appointed. As those terms expire, the Governor shall appoint Directors to fill the seats previously held by the Jefferson County Judge/Executive and the Directors previously appointed by the Governor. The Mayor shall appoint Directors to fill the seats previously held by the Jefferson County Commissioner, the four (4) Directors previously appointed by the Mayor of the City of Louisville and the four (4) Directors previously appointed by the Jefferson County Judge/Executive.

## **ARTICLE XVI**

### **Indebtedness: Security**

The maximum indebtedness or liability which the Corporation may incur at any time is unlimited, and its property shall not be used or applied except for the payment of debts lawfully incurred. The Corporation shall incur no indebtedness or liability without the direction and/or approval of the Council Board of Aldermen of the City of Louisville/Jefferson County Metro Government, Jefferson County Fiscal Court and the State Finance Cabinet, given not more than sixty days prior to the date of incurring such indebtedness or liability in accordance with KRS 58.180(3) or other applicable statutory provision, if any, plus a majority vote of the Board of Directors of the Corporation. The Corporation may issue bonds and other evidences of indebtedness from time to time, secured by different properties, with the holders of the bonds of each bond issue or of other evidences of indebtedness having a mortgage only upon the particular property or properties mortgaged to secure the particular issue of bonds or evidence of indebtedness.

As and when any indebtedness incurred by the Corporation is for the purpose of acquiring and/or improving a particular property or a single parcel of real estate is repaid or when any indebtedness incurred by the Corporation for the purpose of financing a new project or refinancing an existing project is repaid, such property, parcel, or project, as the case may be, shall, regardless of the status of any other indebtedness of the Corporation, immediately be conveyed by the Corporation to the State, the City, and the Louisville/Jefferson County Metro Government County in shares, proportionate to each party's respective contribution toward that particular property, parcel, or project.

The sale, lease or mortgage of the property of the Corporation or the granting of a security interest therein shall require approval by a two-thirds vote of the Board of Directors.

The provisions of this Article shall be effective if and to the extent that such effectiveness is consistent with the effect that the interest on the obligations of the Corporation shall be exempt from federal and state

income taxation: any provision contained in this Article which would adversely affect such exemption, shall be void.

**Section 2.** That the Board of Directors of the Corporation is directed to amend the bylaws of the Corporation to conform with the above amendments to the Articles of Incorporation.

**Section 3.** That this Resolution shall be effective upon the signing of the following Consent of Members by all members of the Corporation and the recordation of this instrument pursuant to KRS 273.252.

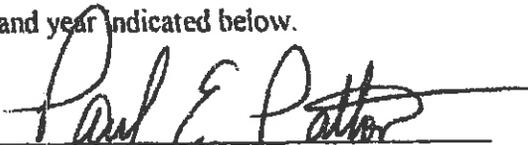
**Consent of Members**

We, the undersigned, constituting all of the Members of the Waterfront Development Corporation, do consent to the adoption of the amendments set out above to the Articles of Incorporation of the Corporation.

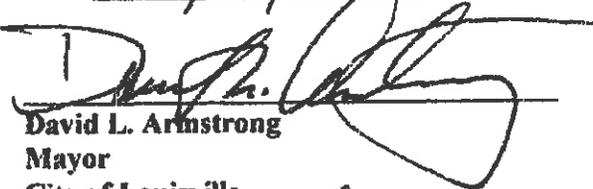
The Executive Director/President of the Corporation is authorized to file the necessary documents with the Secretary of State to effect the amendments as provided herein.

This consent shall be effective at such time as the last of us shall sign this Consent of Members and shall be binding upon the Corporation to the same extent and effect as if duly adopted by us at a meeting of the Members of the Waterfront Development Corporation duly and properly called and held as of such time.

WITNESS our signatures as of the days and year indicated below.

  
\_\_\_\_\_  
Paul E. Patton  
Governor  
Commonwealth of Kentucky

Date: 8/13/02

  
\_\_\_\_\_  
David L. Armstrong  
Mayor  
City of Louisville

Date: 8/27/02



Rebecca Jackson  
County Judge/Executive  
County of Jefferson

Date: 8/26/12

This Instrument Prepared By:



J. David Morris  
Senior Attorney  
City of Louisville  
Department of Law  
Room 200 City Hall  
601 West Jefferson Street  
Louisville, KY 40202  
(502) 574-3511



David K. Karen  
President/Executive Director  
Waterfront Development Corporation

Date: 10/21/02

2002RES-AM A[WDC][WDCCOR]



# City of Louisville

DEPARTMENT OF LAW

Room 200, City Hall  
Louisville, Kentucky 40202-2771  
(502) 574-3511 • Fax (502) 574-4215  
www.louky.org

DAVID L. ARMSTRONG  
MAYOR

WILLIAM C. STONE  
DIRECTOR OF LAW



October 22, 2002

Office of the Secretary of State  
Post Office Box 718  
Frankfort, Kentucky 40602-0718

Attn: Corporate Filings

Dear Sir or Madam:

I previously sent you the enclosed Articles of Amendment of the Articles of Incorporation for the Waterfront Development Corporation. Those Articles of Amendment were returned to me pursuant to a cover memo dated 9/25/2002 requesting certain changes to be made to the form of the Articles.

I have made the changes suggested by that memo and enclose one original and two exact copies of the corrected Articles of Amendment.

Please file the original in your office and stamp and return the two copies to me.

I enclose a check in the amount of \$8.00 in payment of the filing fee for the Articles of Amendment. If you have any questions concerning any of the enclosed, please call me at 502-574-3348.

Sincerely,

J. David Morris  
Senior Attorney

JDM:mc

Enclosures

cc: David K. Karem

[WDC]12-ss wdc amai

**CONSENT OF MEMBERS OF  
WATERFRONT DEVELOPMENT CORPORATION  
TO AMENDMENT OF ARTICLES OF INCORPORATION**

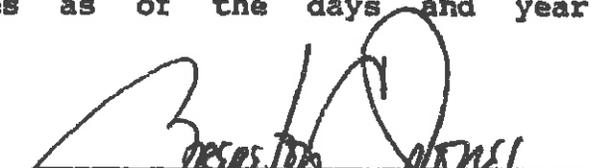
\*\*\*\*\*

We, the undersigned, constituting all of the members of the Waterfront Development Corporation, do hereby consent to the adoption of the amendments to the Articles of Incorporation as provided in the attached Minutes of the March 22, 1995 meeting of the Board of Directors of the Corporation.

The Executive Director/President of the Corporation is authorized to file the necessary documents with the Secretary of State and the County Clerk of Jefferson County to effect the amendment as provided herein.

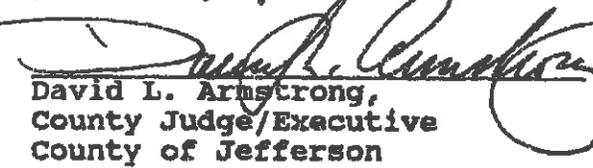
This consent shall be effective at such time as the last of us shall sign this Consent of Members and shall be binding upon the Corporation to the same extent and effect as if duly adopted by us at a meeting of the members of the Waterfront Development Corporation duly and properly called and held as of such time.

WITNESS our signatures as of the days and year indicated below.

  
\_\_\_\_\_  
Brereton C. Jones, Governor  
Commonwealth of Kentucky

Date: 4/25/95  
\_\_\_\_\_  
Jerry E. Abramson, Mayor  
City of Louisville

Date: 4/6/95  
\_\_\_\_\_  
David L. Armstrong,  
County Judge/Executive  
County of Jefferson

  
\_\_\_\_\_  
David L. Armstrong,  
County Judge/Executive  
County of Jefferson

Date: 4-19-95  
\_\_\_\_\_

RECEIVED & FILED  
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STATE OF KENTUCKY  
Jefferson County

**MINUTES OF MEETING  
OF  
BOARD OF DIRECTORS  
OF  
WATERFRONT DEVELOPMENT CORPORATION**

\*\*\*\*\*

A regular meeting of the Board of Directors of the Waterfront Development Corporation was held at the offices of the Corporation located at 129 East River Road, Louisville, Kentucky 40202 on March 22, 1995, notice having been duly given. A quorum of the Board was present.

Upon motion duly made and seconded, the following Resolution was unanimously adopted:

**RESOLUTION OF THE WATERFRONT DEVELOPMENT CORPORATION RELATING TO THE ESTABLISHMENT OF AN ENDOWMENT FUND FOR THE MAINTENANCE OF WATERFRONT PARK.**

**WHEREAS, Waterfront Park, currently being constructed, is intended to be a valuable asset and resource for this community for many years to come; and**

**WHEREAS, in order to protect and preserve that resource for the benefit of future generations it is critical that the park always be maintained in a first class manner; and**

**WHEREAS, in order to ensure that adequate funding for maintenance of the park is always available, this Board believes that an endowment fund should be established and that the principal of such fund should be held in trust, invested prudently and the income only of such endowment fund expended for the sole purpose of maintenance and upkeep of Waterfront Park.**

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WATERFRONT DEVELOPMENT CORPORATION:**

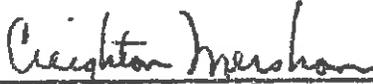
**Section 1.** That Article VI of the Articles of Incorporation of the Corporation be amended, and a new Article XX of the Articles of Incorporation be established to read as provided

in Exhibit A attached hereto and made a part of this Resolution as if set out fully herein and that such amendment and new Article be submitted to the members of the Corporation for their approval, which approval is recommended.

Section 2. That Article XI of the By-laws of the Corporation be amended and that a new Article XII of the By-laws of the Corporation be established, both to read as set out in Exhibit B attached hereto and made a part of this Resolution as if set out fully herein.

Section 3. That the President/Executive Director of the Corporation and staff of the Corporation be authorized to perform any and all necessary acts in order to carry out the purposes of this Resolution.

Following discussion of other matters of the Corporation, there being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

  
\_\_\_\_\_  
Creighton Mershon  
Vice Chairman  
Board of Directors

WDC-BDM

EXHIBIT A

ARTICLES OF INCORPORATION

ARTICLE VI

Limitation on Use of Assets -  
Disposition of Assets on Dissolution

All of the assets and earnings of the Corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of any net revenues of this Corporation beyond those necessary for retirement of the Corporation's indebtedness or implementation of the public purposes of the Corporation shall inure to the benefit of any person or director. Nor shall the Corporation engage in any activity which may affect the status of the Corporation as a non-profit, non-stock corporation exempt from Federal and State income taxes within the meaning of the Internal Revenue Code and the Kentucky Revised Statutes, and with interest on its obligations being exempt from Federal and State taxes under said Code and statutes. In the event of dissolution of the Corporation, all of the then remaining assets of the Corporation shall vest in and be distributed among the Commonwealth of Kentucky, the City of Louisville, and Jefferson County, after satisfaction of all then-existing legal obligations, in the same proportions as do those parties who contributed funds and other assets to the Corporation and with due consideration given to private donations. In the event that the assets are insufficient to satisfy the legal obligations, each of the three governments shall be responsible for its proportionate share of the remaining

obligations. The assets of any endowment fund created by the Board of Directors pursuant to Article XX shall not constitute assets of the Corporation for purposes of this Article, but shall constitute a legal obligation of the Corporation. Upon dissolution of the Corporation, all assets of any endowment fund shall be distributed to and paid over to the Louisville Community Foundation, its successor or a private entity which qualifies as a tax-exempt entity under Internal Revenue Code §501(c)(3).

**ARTICLE XI**

The Board of Directors of the Corporation may establish endowment funds as fiduciary funds of the Corporation for the purpose of funding in whole or in part any activity which constitutes a public purpose of the Corporation. Any such endowment fund shall be established by amendment of the by-laws of the Corporation as provided in Article XI and shall provide that the income from such endowment fund shall be used exclusively to fund in whole or in part the activity for which the fund is established. All assets of the fund shall be managed and invested in accordance with KRS 273.510-273.590 and KRS 273.510-273.590.

**EXHIBIT B**

**BY-LAWS OF THE CORPORATION**

**ARTICLE XI**

Except as otherwise provided in Article XII, the City of Louisville shall be the fiscal agent of the Corporation and the Corporation shall comply with the accounting practices, policies, procedures and ordinances of the City of Louisville relating to the budget, personnel, classification and compensation unless otherwise agreed to by the Corporation and the Mayor of the City of Louisville.

## ARTICLE XII

There is established as a fiduciary fund of the Corporation the "Waterfront Park Maintenance Endowment Fund". The principal of the Fund shall be held in trust in perpetuity and managed and invested as provided in this Article. The income of the Fund shall be expended, as provided in this Article, exclusively for the public purpose of maintenance, repair, upkeep and rehabilitation of Waterfront Park, its grounds, buildings, structures, infrastructure, equipment and fixtures.

The control, management investment and disposition of the assets of the Fund for purpose of earning income therefrom shall be vested in the Waterfront Park Maintenance Endowment Fund Finance Committee composed of two (2) members of the Board of Directors and three (3) non-members who shall be selected on the basis of their recognized expertise in finance, business or banking. The members of the investment committee shall be appointed by the Chairman and shall serve at the pleasure of the Chairman. A majority of the members of the Committee shall constitute a quorum, and a majority of the members present at a meeting at which a quorum is present shall be necessary for acts of the Committee. The Committee may hold regular meetings, or special meetings at the call of the Chairman. All meetings shall be open to the public in accordance with KRS 61.800 et. seq.

The Committee shall prepare and maintain correct and complete books and records of account for the Fund and shall keep

minutes of the meetings of the Committee. The Committee shall report no less than quarterly to the Board of Directors on the financial condition of the Fund and shall cause an annual audit of the Fund to be performed by a certified public accounting firm or the internal auditor of the City of Louisville.

The Committee shall have the following powers and responsibilities:

- (1) Accept on behalf of the Corporation any contribution, gift, bequest or devise of any type of property for the purposes of the Fund;
- (2) Hold such property in the name of the Fund and manage and invest such property in accordance with KRS 273.510-273.590 and KRS 66.480;
- (3) Collect and receive the income from such property;
- (4) Make disbursements to the Corporation out of the income from the Fund to be used exclusively for the purposes stated herein.

All property of the Fund shall be deposited from time to time to the credit of the Fund in such banks, trust companies or other depositories as the Committee may select.

No part of the income, properties or assets of the Fund, on dissolution of the Corporation, or otherwise, shall inure to the benefit of any private person, corporation or any governmental entity for use other than for the maintenance of Waterfront Park as provided herein. On liquidation of the Corporation, all properties and assets of the Fund remaining after paying all debts and obligations of the Fund, shall be distributed to and

paid over to the Louisville Community Foundation, its successor or a private entity which qualifies as a tax-exempt entity under Internal Revenue Code §501(c)(3) which has responsibility for the management of Waterfront Park and such funds shall be used by such entity for the maintenance of Waterfront Park as provided herein.



# City of Louisville

## DEPARTMENT OF LAW

Room 200, City Hall • Louisville, KY 40202-2771  
(502) 574-3511

LARRY E. ABRAMSON  
MAYOR

CHRISTINA HEAVRIM  
DIRECTOR OF LAW

April 27, 1995

Honorable Bob Babbage  
Secretary of State  
Commonwealth of Kentucky  
Capitol Building  
Frankfort, Kentucky 40601

Dear Secretary Babbage:

Enclosed please find one original and two exact copies of Articles of Amendment to the Articles of Incorporation of the Waterfront Development Corporation, a nonprofit, nonstock corporation organized pursuant to KRS Chapter 273. Also enclosed is a copy of the Minutes of the Board of Directors of the Corporation adopting and recommending to the members adoption of the Articles of Amendment and the Unanimous Consent of the three members of the Corporation. Please file the original in your office and return the two exact copies stamped that they have been filed in your office. I enclose a check in the amount of \$8.00 for the filing fee.

If you have any questions concerning the Articles, call me immediately at the above listed phone number.

Sincerely,

J. David Morris  
Senior Attorney

JDM:mc  
Enclosures

NLS

MAY 1

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

**DREXELL R. DAVIS**  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

*I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Amended Articles of Incorporation of*

WATERFRONT DEVELOPMENT CORPORATION

*amended pursuant to Kentucky Revised Statutes, 202A, (273) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.*



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State,  
at Frankfort, Kentucky, this 20TH  
day of AUGUST, 1987.

*Drexell R. Davis*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

**ARTICLES OF AMENDMENT OF  
WATERFRONT DEVELOPMENT CORPORATION**

ORIGINAL COPIES

FILED

OFFICE OF THE CLERK OF COURTS  
JEFFERSON COUNTY, KENTUCKY

AUG 20 1987

*Joseph P. Davis*

SECRETARY

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned President and Secretary respectively of Waterfront Development Corporation, a non-profit corporation organized under the laws of the Commonwealth of Kentucky, being first duly sworn, do hereby certify that the following Amendments to the Articles of Incorporation of Waterfront Development Corporation were adopted by affirmative vote of a majority of the Board of Directors at a meeting on the 24th day of June, 1987, duly called and held pursuant to due and proper notice of the time, place, and purposes thereof; and do further certify that the following Amendments to the Articles of Incorporation of Waterfront Development Corporation were unanimously approved by the Members of the Corporation by consent in writing signed by all the Members.

**ARTICLE XII  
OFFICERS**

150772

The Board of Directors shall elect from among the members a Vice-Chairman, a Secretary, and a Treasurer. These three officers shall serve for a two-year term and may serve consecutively; the election shall be held at the annual meeting of the Board of Directors.

**ARTICLE XVIII  
EXECUTIVE DIRECTOR/PRESIDENT**

The Board of Directors shall select an Executive Director for the Corporation. The Executive Director shall not be a member of the Board of Directors. The Executive Director shall be a resident of Jefferson County.

The Executive Director shall serve as the President of the Corporation. The President shall have the power to make and enter into contracts on behalf of the Corporation and to transact other business on behalf of the Corporation in its daily activities.

IN TESTIMONY WHEREOF, witness our signatures this 24<sup>th</sup> day of June, 1987.

David F. Kuan  
PRESIDENT

Joseph B. Warner  
SECRETARY

STATE OF KENTUCKY )  
 )SS.  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this  
6/24/87 by David K. Kalam, Pres. and Joseph B. Warren, Sec. of  
Walden Point Development a Kentucky Corporation, on behalf of  
the corporation.

Mary Wilson  
NOTARY PUBLIC

My Commission expires: Aug 15, 1987

THIS INSTRUMENT PREPARED BY:

  
CHRISTINE GRONER  
ASSISTANT DIRECTOR OF LAW  
Room 200 City Hall  
601 West Jefferson Street  
Louisville, Kentucky 40202  
(502) 587-3511

**A RESOLUTION OF THE BOARD OF DIRECTORS  
OF WATERFRONT DEVELOPMENT CORPORATION  
AMENDING THE ARTICLES OF INCORPORATION**

WHEREAS, the Articles of Incorporation of Waterfront Development Corporation provide for the Chairperson of the Board of Directors to be the President of the Corporation; and,

WHEREAS, Waterfront Development Corporation is now to hire an Executive Director to serve as the President of the Corporation; NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF WATERFRONT DEVELOPMENT CORPORATION:

Section 1. That Article XII (Officers) of the Articles of Incorporation of the Waterfront Development Corporation is hereby amended to read in its entirety as follows:

**ARTICLE XII**  
**OFFICERS**

The Board of Directors shall elect from among the members a Vice-Chairman, a Secretary, and a Treasurer. These three officers shall serve for a two-year term and may serve consecutively; the election shall be held at the annual meeting of the Board of Directors.

Section 2. That a new Article XVIII (Executive Director/President) is hereby added to the Articles of Incorporation of the Waterfront Development Corporation to read in its entirety as follows:

**ARTICLE XVIII**  
**EXECUTIVE DIRECTOR/PRESIDENT**

The Board of Directors shall select an Executive Director for the Corporation. The Executive Director shall not be a member of the Board of Directors. The Executive Director shall be a resident of Jefferson County.

The Executive Director shall serve as the President of the Corporation. The President shall have the power to make and enter into contracts on behalf of the Corporation and to transact other business on behalf of the Corporation in its daily activities.

Section 3. That these amendments be submitted to the Members for approval.

*G. Stum Miles*  
CHAIRMAN

Date: *6/24/87*

*Joseph B. Warner*  
SECRETARY

Date: *6-24-87*

**AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF WATERFRONT DEVELOPMENT CORPORATION**

WHEREAS, the Articles of Incorporation of Waterfront Development Corporation provide for the Chairperson of the Board of Directors to be the President of the Corporation; and,

WHEREAS, Waterfront Development Corporation is now to hire an Executive Director to serve as the President of the Corporation; NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF WATERFRONT DEVELOPMENT CORPORATION:

Section 1. That Article XII (Officers) of the Articles of Incorporation of the Waterfront Development Corporation is hereby amended to read in its entirety as follows:

**ARTICLE XII  
OFFICERS**

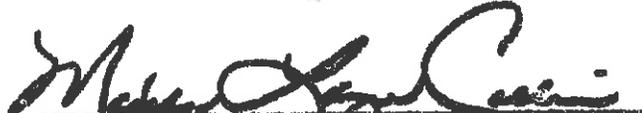
The Board of Directors shall elect from among the members a Vice-Chairman, a Secretary, and a Treasurer. These three officers shall serve for a two-year term and may serve consecutively; the election shall be held at the annual meeting of the Board of Directors.

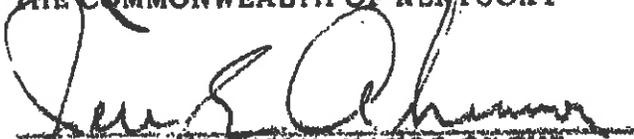
Section 2. That a new Article VIII (Executive Director/President) is hereby added to the Articles of Incorporation of the Waterfront Development Corporation to read in its entirety as follows:

**ARTICLE XVIII  
EXECUTIVE DIRECTOR/PRESIDENT**

The Board of Directors shall select an Executive Director for the Corporation. The Executive Director shall not be a member of the Board of Directors. The Executive Director shall be a resident of Jefferson County.

The Executive Director shall serve as the President of the Corporation. The President shall have the power to make and enter into contracts on behalf of the Corporation and to transact other business on behalf of the Corporation in its daily activities.

  
MARTHA LAYNE COLLINS, GOVERNOR OF  
THE COMMONWEALTH OF KENTUCKY

  
JERRY E. ABRAMSON, MAYOR OF THE  
CITY OF LOUISVILLE

  
HARVEY I. SLOANE, JUDGE EXECUTIVE  
OF THE COUNTY OF JEFFERSON



# City of Louisville

DEPARTMENT OF LAW

Room 200, City Hall • Louisville, KY 40202-2771  
(502)587-3511

JERRY E. ABRAHAMSON  
MAYOR

FRANK X. QUINN, JR.  
DIRECTOR OF LAW

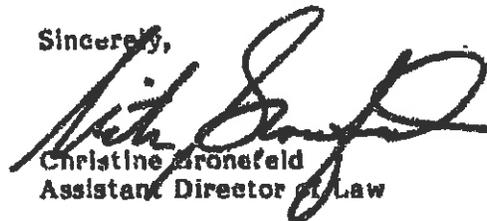
August 18, 1987

Ms. Sandra Perry  
Principal Corporation Clerk  
Office of Secretary of State  
Frankfort, Kentucky 40401.

Dear Ms. Perry:

Enclosed please find the Articles of Amendment of the Waterfront Development Corporation, which I am returning to you with a check for eight dollars (\$8.00). Please return them to me at the above address when they have been filed with your office. Thank you.

Sincerely,



Christine Bronfeld  
Assistant Director of Law

CG/kv  
Enclosure

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, certify that there has been delivered to my office articles of incorporation of

Waterfront Development Corporation

The name and address of the registered agent of this corporation is

Jerry E. Abrahamson

NAME

City Hall, Mayor's Office, 601 West Jefferson Street

STREET ADDRESS

Louisville, Kentucky

CITY, STATE

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, DREXELL R. DAVIS, Secretary of State, issue this Certificate of Incorporation.



Issued this 11th day of March, 19 86,  
at Frankfort, Kentucky.

*Drexell R. Davis*

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**WATERFRONT DEVELOPMENT CORPORATION**

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

MAR 11 1986 AU

*Duffell R. Davis*  
SECRETARY OF STATE  
\$4.00

**ARTICLE I**

**Name**

The Corporation shall be named and known as Waterfront Development Corporation. ✓

**ARTICLE II**

433105

**Perpetual Existence**

This Corporation shall have perpetual existence, subject to the dissolution provisions of Chapter 273 of the Kentucky Revised Statutes.

**ARTICLE III**

**Purposes**

The purpose for which this Corporation is formed is to act as an agency, instrumentality, and constituted authority of the Commonwealth of Kentucky, the City of Louisville, and Jefferson County, in the acquisition, implementation, and financing of public projects pursuant to Kentucky law, and in particular KRS 58.180, to accomplish a public purpose of the State, the County, and the City.

**ARTICLE IV**

**Corporate Powers**

The Corporation shall have and exercise all of the powers available to non-profit corporations in Kentucky under Section 273.171 and Section 58.180 of the Kentucky Revised Statutes and all the powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

**ARTICLE V**

**Nonprofit**

The Corporation shall have no capital stock, shall have no power to issue certificates of stock or to declare dividends, and is not formed for and shall not be operated for profit, but is created to carry out the purposes and exercise the powers set out above.

**ARTICLE VI**

**Limitation on Use of Assets -  
Disposition of Assets on Dissolution**

All of the assets and earnings of the Corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of any net revenues of this Corporation beyond those necessary for retirement of the Corporation's indebtedness or implementation of the public purposes of the Corporation shall inure to the benefit of any person or Director. Nor shall the Corporation engage in any activity which may affect the status of the Corporation as a non-profit, non-stock corporation exempt from Federal and State income taxes within the meaning of the Internal Revenue Code and the Kentucky Revised Statutes, and with interest on its obligations being exempt from Federal and State income taxes under said Code and Statutes. In the event of dissolution of the Corporation, all of the then-remaining assets of the Corporation shall vest in and be distributed among the Commonwealth of Kentucky, the City of Louisville, and Jefferson County, after satisfaction of all then-existing legal obligations, in the same proportions as do those parties contributed funds and other assets to the Corporation and with due consideration given to private donations. In the event that the assets are insufficient to satisfy the legal obligations, each of the three governments shall be responsible for its proportionate share of the remaining obligations.

**ARTICLE VII**

**Incorporators**

The name and address of the Incorporators are as follows:

**Name**

**Address**

Martha Layne Collins

Office of the Governor  
State Capitol Building  
Frankfort, KY 40601

Harvey I. Sloane

County Courthouse  
Fifth & Jefferson Streets  
Louisville, KY 40202

Jerry E. Abramson

City Hall  
Sixth & Jefferson Streets  
Louisville, KY 40202

The Incorporators will constitute the initial Board of Directors.

**ARTICLE VIII**

**Principal Officer: Process Agent**

The address of the registered office of the Corporation in this State is as follows:

City Hall, Mayor's Office  
601 West Jefferson Street  
Louisville, Kentucky 40202

The name and address of the registered agent of the Corporation for service of process, until changed by action of the Board of Directors, shall be:

Jerry E. Abramson  
City Hall, Mayor's Office  
601 West Jefferson Street  
Louisville, Kentucky 40202

**ARTICLE IX**

**Members**

The Members of the Corporation shall be the Commonwealth of Kentucky, acting by and through its Governor, the City of Louisville, acting by and through its Mayor, and Jefferson County, acting by and through its County Judge Executive.

**ARTICLE X**

**Chairperson**

The Corporation shall have a chairperson who will be selected by the Governor from among four designees who are members of the Board of Directors; half of whose names are submitted by the Mayor and the other half by the County Judge Executive. In no instance will fewer than two nominees be provided to the Governor by the Mayor and County Judge Executive together. The chairperson of the organization will serve a two-year term and will be permitted to serve up to eight years in a lifetime; however, that service will be limited to no more than two consecutive two-year terms before the chair is changed.

**ARTICLE XI**

**Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fifteen, with the State, City, and County each appointing five. The Board of Directors will include one representative of the Governor's Office and four other members appointed by the Governor; the Mayor and the President of the Board of Aldermen of the City of Louisville, or another

Alderman designated by the President of the Board, and three other members appointed by the Mayor and approved by the Board of Aldermen; the County Judge Executive and a member of the Fiscal Court to be designated by the County Judge Executive and three other members appointed by the County Judge Executive and approved by Fiscal Court. The Directors other than the ex-officio members shall be drawn from the private sector, including the business community, labor organizations, civic groups, and neighborhood organizations; and respecting proper minority representation. The ex-officio Directors shall serve for the lengths of their respective terms of office; the other Directors shall serve for four-year terms except that two each of the State's, City's, and County's original appointments shall be to a two-year term to provide continuity. Also, the appointed Directors shall serve subject to the pleasure of the elected official by whom they were appointed. All Directors, with the exception of the representative of the Governor's office, shall be residents of Jefferson County. All Directors appointed by the Mayor shall be residents of the City of Louisville.

The Board of Directors shall have full powers to make by-laws and rules for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of the Articles of Incorporation and the laws of the Commonwealth of Kentucky and the Ordinances of Jefferson County and the City of Louisville; or, the Directors may act without by-laws.

The Board of Directors shall have the right to transact business on behalf of the Corporation immediately after these Articles of Incorporation have been filed in the office of the Secretary of State of Kentucky and in the office of the County Clerk of Jefferson County, Kentucky.

#### **ARTICLE XII**

##### **Officers**

The chairperson shall be the President of the Corporation. The Board of Directors shall elect from among the members a Vice-President, a Secretary, and a Treasurer. These three officers shall serve for two-year terms and may serve consecutively; the election shall be held at the annual meeting of the Board of Directors.

#### **ARTICLE XIII**

##### **Corporate Seal**

The Seal of the Corporation shall be and is substantially the following wording impressed by a metallic instrument:

Waterfront Development Corporation  
Corporate Seal  
Commonwealth of Kentucky

## ARTICLE XIV

### Meetings; Notices.

The annual and other meetings of the Board of Directors of the Corporation shall be had at such time and place and upon such notice (if any) as shall, in accordance with applicable law, be prescribed by Resolution of the Board of Directors or as may be prescribed in the By-Laws of the Corporation; provided that the initial meeting shall be called by the Incorporators upon at least three days' notice by mail to each Director, which notice shall state the time and place of the meeting; any subsequent meetings may be held at such time(s) and place(s) as may be agreed upon by the then Directors.

Special meetings of the Board of Directors of the Corporation may be called upon 24-hours written notice by the Governor's representative, the Mayor, or the County Judge Executive or in the manner proscribed in the By-Laws or as may otherwise be required by law.

Notice of any meetings need not be given or waived by any Director when all are present at a meeting, and the signing by a Director of the minutes of a meeting shall constitute approval by said Director of all proceedings contained in such minutes, regardless of whether said Director attended said meetings, unless otherwise required by law.

## ARTICLE XV

### Amendments

These Articles of Incorporation shall not be amended or modified without unanimous approval of the Members.

## ARTICLE XVI

### Indebtedness; Security

The maximum indebtedness or liability which the Corporation may incur at any time is unlimited, and its property shall not be used or applied except for the payment of debts lawfully incurred. The Corporation shall incur no indebtedness or liability without the direction and/or approval of the Board of Aldermen of the City of Louisville, Jefferson County Fiscal Court and the State Finance Cabinet, given not more than sixty days prior to the date of incurring such indebtedness or liability in accordance with KRS 58.180(3) or other applicable statutory provision, if any, plus a majority vote of the Board of Directors of the Corporation. The Corporation may issue bonds and other evidences of indebtedness from time to time, secured by different properties, with the holders of the bonds of each bond issue or of other evidences of indebtedness having a mortgage only upon the particular property or properties mortgaged to secure the particular issue of bonds or evidence of indebtedness.

As and when any indebtedness incurred by the Corporation for the purpose of acquiring and/or improving a particular property or a single parcel of real estate is repaid or when any indebtedness incurred by the Corporation for the purpose of financing a new project or refinancing an existing project is repaid, such property, parcel, or project, as the case may be, shall, regardless of the status of any other indebtedness of the Corporation, immediately be conveyed by the Corporation to the state, the city, and the county in shares, proportionate to each party's respective contribution toward that particular property, parcel, or project.

The sale, lease or mortgage of the property of the Corporation or the granting of a security interest therein shall require approval by a two-thirds vote of the Board of Directors.

The provisions of this Article shall be effective if and to the extent that such effectiveness is consistent with the effect that the interest on the obligations of the Corporation shall be exempt from Federal and State income taxation: any provision contained in this Article which would adversely affect such exemption, shall be void.

#### ARTICLE XVII

##### No Personal Liability

The private property of the Incorporators or Directors shall not be subject to or in any way liable for any debt or contract of this Corporation.

IN TESTIMONY WHEREOF, witness my signature this 18<sup>th</sup> day of Feb., 1986.

  
Martha Layne Collins

STATE OF KENTUCKY )  
FRANKLIN (SS  
COUNTY OF JEFFERSON )

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the Waterfront Development Corporation were on this day produced to me in said County and State by Martha Layne Collins, personally known to me and personally known by me to be the party mentioned in the foregoing Articles of Incorporation, and said party duly acknowledged before me the execution of said instrument to be her free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this 18<sup>th</sup> day of February, 1986.

My Commission expires: 11/24/86.

Henrietta Crume  
Notary Public

[SEAL]

IN TESTIMONY WHEREOF, witness my signature this 3rd day of February 1986.

Harvey I. Sloane  
Harvey I. Sloane

STATE OF KENTUCKY )  
(SS  
COUNTY OF JEFFERSON )

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the Waterfront Development Corporation were on this day produced to me in said County and State by Harvey I. Sloane personally known to me and personally known by me to be the party mentioned in the foregoing Articles of Incorporation, and said party duly acknowledged before me the execution of said instrument to be his free act and deed.

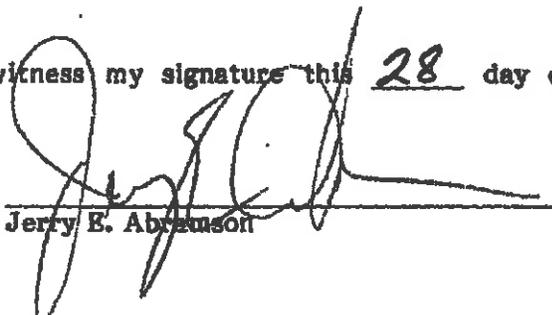
IN TESTIMONY WHEREOF, witness my signature and notarial seal this 3rd day of February, 1986.

My Commission expires: 4-9-88.

Brenda K Stout  
Notary Public

[SEAL]

IN TESTIMONY WHEREOF, witness my signature this 28 day of Jan., 1986.

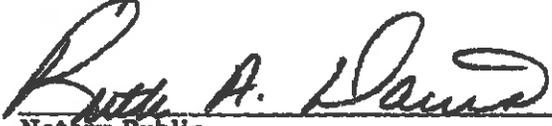
  
Jerry E. Abramson

STATE OF KENTUCKY )  
(SS:  
COUNTY OF JEFFERSON )

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the Waterfront Development Corporation were on this day produced to me in said County and State by Jerry E. Abramson, personally known to me and personally known by me to be the party mentioned in the foregoing Articles of Incorporation, and said party duly acknowledged before me the execution of said instrument to be his free act and deed.

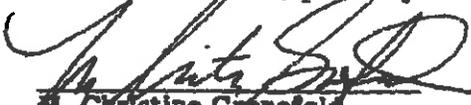
28 IN TESTIMONY WHEREOF, witness my signature and notarial seal this day of Jan., 1986.

My Commission expires: August 9, 1989.

  
Notary Public

[SEAL]

This Instrument Prepared By:



M. Christine Gronefeld  
Assistant Director of Law  
City of Louisville  
Department of Law  
City Hall - Rm. 200  
601 W. Jefferson Street  
Louisville, KY 40202-2771  
(502) 587-3511



SECRETARY OF STATE  
RECEIVED

Commonwealth of Kentucky

# City of Louisville

## DEPARTMENT OF LAW

Room 200, City Hall • Louisville, KY 40202-2771  
(502)587-3511

March 10, 1986

JERRY E. ABRAMSON  
MAYOR

FRANK X. QUICKERT, JR.  
DIRECTOR OF LAW

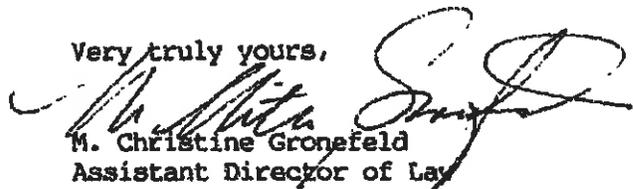
Drexell R. Davis  
Secretary of State  
Capitol Building  
Frankfort, Kentucky 40601

Dear Mr. Davis:

Enclosed please find the Articles of Incorporation of the Waterfront Development Corporation for filing in your office. Included is City of Louisville check number 197093 in the amount of four dollars to cover the filing fee for a non-profit corporation. The triplicate originals may be returned to the above address for my attention.

Thank you.

Very truly yours,

  
M. Christine Gronfeld  
Assistant Director of Law

MCG/kv  
Enclosure

# WATERFRONT DEVELOPMENT CORPORATION

## General Information

<b>Organization Number</b>	0212705
<b>Name</b>	WATERFRONT DEVELOPMENT CORPORATION
<b>Profit or Non-Profit</b>	N - Non-profit
<b>Company Type</b>	KCO - Kentucky Corporation
<b>Status</b>	A - Active
<b>Standing</b>	G - Good
<b>State</b>	KY
<b>File Date</b>	3/11/1986
<b>Organization Date</b>	3/11/1986
<b>Last Annual Report</b>	5/21/2019
<b>Principal Office</b>	129 E. RIVER RD., 3RD. FL. LOUISVILLE, KY 40202
<b>Registered Agent</b>	DAVID K. KAREM 129 E. RIVER RD., 3RD. FL. LOUISVILLE, KY 40202

## Current Officers

<b>Chairman</b>	<a href="#">Susan Moss</a>
<b>President</b>	<a href="#">David K Karem</a>
<b>Vice Chalmrman</b>	<a href="#">Oliver Barber</a>
<b>Vice President</b>	<a href="#">Deborah A Bilitski</a>
<b>Secretary</b>	<a href="#">Nicole Walton</a>
<b>Treasurer</b>	<a href="#">Carter Vance</a>
<b>Director</b>	<a href="#">Susan Moss</a>
<b>Director</b>	<a href="#">CATHY SHANNON</a>
<b>Director</b>	<a href="#">Robert Banks</a>
<b>Director</b>	<a href="#">Oliver H Barber, Jr</a>
<b>Director</b>	<a href="#">Scott Brinkman</a>
<b>Director</b>	<a href="#">Greg Fischer</a>
<b>Director</b>	<a href="#">Carmen Miller</a>
<b>Director</b>	<a href="#">Carter Vance</a>
<b>Director</b>	<a href="#">Nicole Walton</a>
<b>Director</b>	<a href="#">Christopher Jones</a>
<b>Director</b>	<a href="#">David James</a>
<b>Director</b>	<a href="#">Ted Nixon</a>
<b>Director</b>	<a href="#">Frank Ward</a>
<b>Director</b>	<a href="#">Jaleigh White</a>
<b>CFO</b>	<a href="#">Cordell G Lawrence</a>

## Individuals / Entities listed at time of formation

<b>Director</b>	<a href="#">MARTHA LAYNE COLLINS</a>
<b>Director</b>	<a href="#">HARVEY I SLOANE</a>

Director	<a href="#">JERRY E ABRAMSON</a>
Incorporator	<a href="#">MARTHA LAYNE COLLINS</a>
Incorporator	<a href="#">HARVEY I SLOANE</a>
Incorporator	<a href="#">JERRY E ABRAMSON</a>

## Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

<a href="#">Annual Report</a>	5/21/2019	1 page	<a href="#">PDF</a>	
<a href="#">Certificate of Assumed Name</a>	11/27/2018	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	11/27/2018	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	4/16/2018	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	4/20/2017	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	3/9/2016	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	4/6/2015	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	1/22/2014	1 page	<a href="#">PDF</a>	
<a href="#">Name Renewal</a>	2/28/2013 10:46:10 AM	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	1/15/2013	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report Amendment</a>	9/4/2012	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	2/17/2012	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	2/16/2011	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	3/31/2010	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/30/2009	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	10/24/2008	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	3/14/2008	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
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<a href="#">Annual Report</a>	4/18/2005	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/12/2004	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	9/3/2003	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	8/14/2003	3 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Articles of Correction</a>	4/16/2003	13 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amendment</a>	10/23/2002	8 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/19/2002	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/26/2001	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/20/2000	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/21/1999	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/29/1998	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1997	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1996	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amendment</a>	5/1/1995	11 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1993	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amendment</a>	3/24/1993	6 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1992	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1990	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1989	3 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amendment</a>	8/20/1987	9 pages	<a href="#">tiff</a>	<a href="#">PDF</a>

**Assumed Names**[FOREVER KENTUCKY](#)

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[LOUISVILLE WATERFRONT DEVELOPMENT CORPORATION](#)

Inactive

**Activity History**

Filing	File Date	Effective Date	Org. Referenced
Annual report	5/21/2019 2:10:05 PM	5/21/2019 2:10:05 PM	
Added assumed name	11/27/2018 11:26:43 AM	11/27/2018	<a href="#">FOREVER KENTUCKY</a>
Added assumed name	11/27/2018 11:26:21 AM	11/27/2018	<a href="#">KENTUCKY FOREVER</a>
Annual report	4/16/2018 10:59:29 AM	4/16/2018 10:59:29 AM	
Annual report	4/20/2017 2:54:27 PM	4/20/2017 2:54:27 PM	
Annual report	3/9/2016 10:57:03 AM	3/9/2016 10:57:03 AM	
Annual report	4/6/2015 4:51:42 PM	4/6/2015 4:51:42 PM	
Annual report	1/22/2014 11:51:22 AM	1/22/2014 11:51:22 AM	
Annual report	1/15/2013 2:37:31 PM	1/15/2013 2:37:31 PM	
Amendment to annual report	9/4/2012 12:05:04 PM	9/4/2012 12:05:04 PM	
Annual report	2/17/2012 9:35:16 AM	2/17/2012	
Annual report	2/16/2011 7:56:28 AM	2/16/2011	
Annual report	3/31/2010 12:18:33 PM	3/31/2010	
Annual report	6/30/2009 12:04:19 PM	6/30/2009	
Annual report	10/24/2008 10:21:16 AM	10/24/2008	
Annual report	5/16/2007 11:33:26 AM	5/16/2007 11:33:26 AM	
Annual report	3/14/2006 3:29:44 PM	3/14/2006	
Added assumed name	8/14/2003 3:01:30 PM	8/14/2003	<a href="#">LOUISVILLE WATERFRONT DEVELOPMENT CORPORATION</a>
Articles of Correction	4/16/2003 3:04:56 PM	4/16/2003	
Amendment - Miscellaneous amendments	10/23/2002 8:58:00 AM	1/1/2003	
Amendment - Miscellaneous amendments	5/1/1995	5/1/1995	

Amendment - Miscellaneous amendments 3/24/1993 3/24/1993  
Amendment - Miscellaneous amendments 8/20/1987 8/20/1987

## **Microfilmed Images**

Microfilm images are not available online. They can be ordered by faxing a [Request For Corporate Documents](#) to the Corporate Records Branch at 502-564-5687.

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Annual Report	7/1/1990	1 page
Annual Report	7/1/1989	3 pages
Amendment	8/20/1987	8 pages
Articles of Incorporation	3/11/1986	8 pages