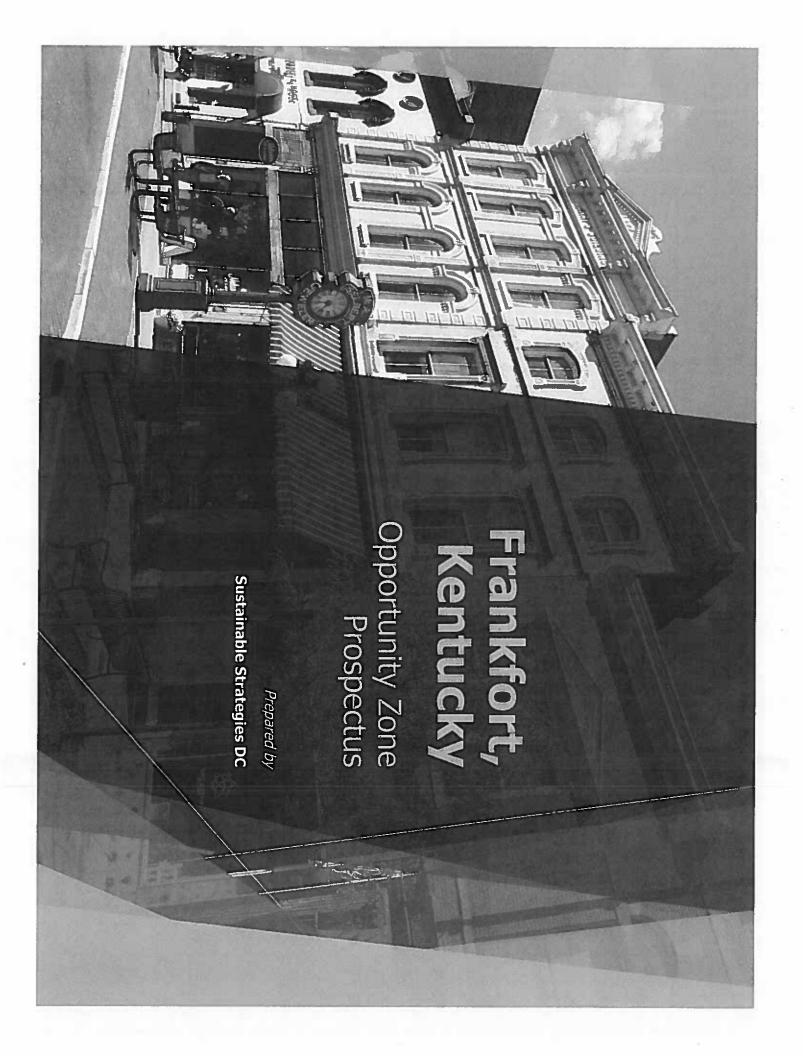
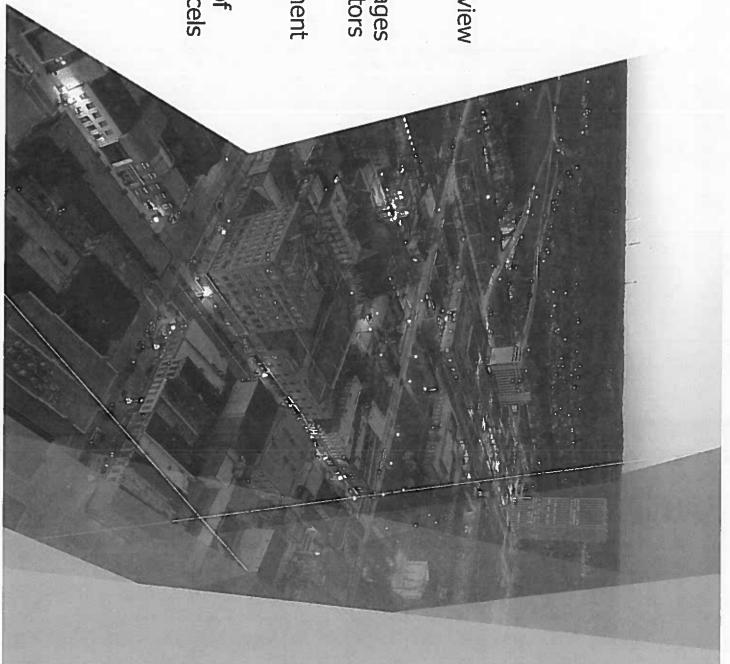
REVISED EXHIBIT G



Contents

- Introduction
- I. Community Overview
- Why Frankfort?Strategic Advantages& Risks for Investors
- Priority Development
 Project 11 Acre
 Surplus &
 Redevelopment of
 State-Owned Parcels
 "B" & "C"



Introduction

Purpose of Document

- Provide a community profile, showcasing the promise for successful development in Frankfort
- Articulate the opportunities and risks of Frankfort's Opportunity Zone to help investors make informed decisions
- Identify and highlight a specific investment priority located in Frankfort's designated Opportunity Zone

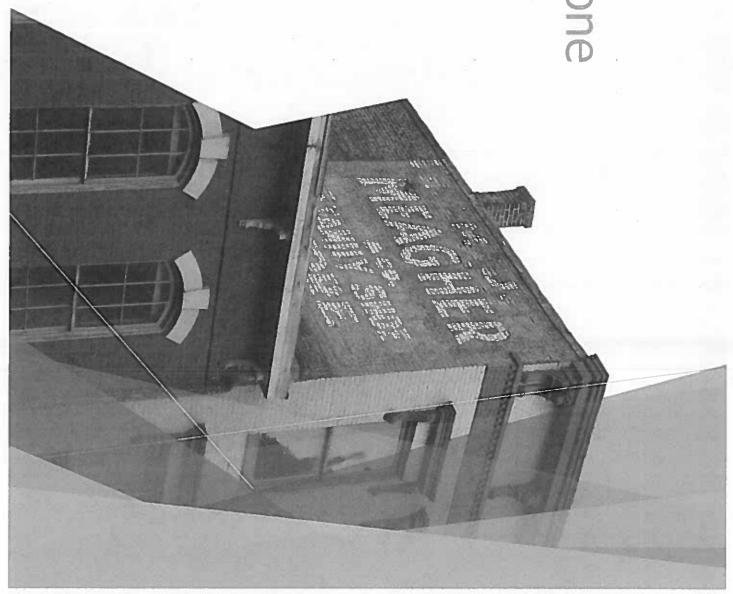


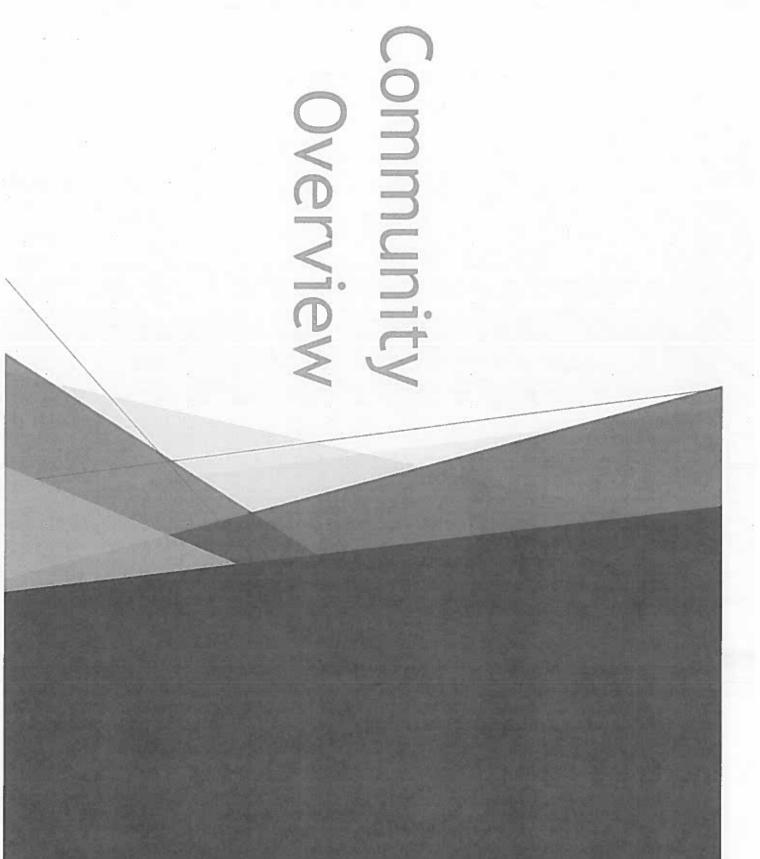
Frankfort's Opportunity Zone in a Nutshell...

Opportunity Zone (Franklin County Census Tract 712) with unique, unrealized potential for economic growth.

Ripe for Investment:
Growing demand for tourism,
downtown housing, and mixeduse development.

Significant Leverage: City and partners ready to leverage significant federal, state, local, and private sector resources and incentives to support new development with a vibrant downtown, walkable streets, and a skilled workforce.





Frankfort, Kentucky Population: 27,453*

- Capital of Kentucky
- Located along the Kentucky River
- County seat of Franklin County
- Within one day's drive of 65% of the nation's population



Basic Data - Frankfort*

MEDIAN HOUSEHOLD INCOME: \$45,471

POVERTY RATE: 16.8%

TOTAL HOUSEHOLDS: 11,961

MEDIAN PROPERTY VALUE: \$126,700

MEDIAN AGE: 38.2

Airports Proximity to Other Cities,

Cities

- Lexington 25.7 miles
- Louisville 54.8 miles
- Cincinnati 79.2 miles



Airports

- Bluegrass Airport (LEX), Lexington 22.5 miles
- Louisville International Airport (SDF) 53.5 miles
- Cincinnati/Northern Kentucky Int. Airport (CVG) 74.6 miles



Frankfort Economy by the

Numbers	Numbers	9 4110
Key Drivers		
LARGE LABOR FORCE	Labor market area	Population 1,640,824
AFFORDABLE	Cost of living	18% below the national average and 7.5% lower than Kentucky average
LOW WORKER WAGES	Average weekly wage	\$805 in Franklin County, \$933 across labor market area
LOW ENERGY COSTS	Industrial electric cost per KWH	\$0.0558

Estimated 38,500 employees in Frankfort and Franklin County

64.5% of citizens over the age of 16 employed

Basic

Data

Local

Unemployment rate below the state and national average - 3.7%

Economy

Top Industries

Public Administration 28%

Education,
Health, and
Social Services
15.5%

Manufacturing 12.4%

Retail Trade 10.5%

Current Trends



Population and income are growing steadily



downtown revitalization

Age distribution has shifted toward young professionals (25-34 year olds), key groups for



Retail and service sectors are the fastest growing segments of the economy



decade Private investment seeing exponential growth over the past



Health care especially is growing quickly

Basic Data - Housing

	Kentucky	Frankfort	Opportunity Zone
Units	1,965,202	13,674	1,648
Median Home Value	\$130,000	\$126,700	\$76,400
Occupancy Rate	87.8%	87.5%	80.1%
Homeowner Vacancy/ Renter Vacancy	1.8%/6.1%	2.9%/6.4%	3.7%/10.4%

- Forecasted housing demands suggest the need for and additional 831 single and multi-family units, consuming 175 acres of City land
- Aging housing in the Opportunity Zone suggest a need for new development to encourage infill with more housing and a range of housing options
- 85% of units built before 1970
- 43% built of units before 1950

Basic Data -Anchor Institutions

Government

- Frankfort is the seat of Kentucky and Franklin County governments
- State 11,210 employees
- County 246 employees

Kentucky State University

- The only public Historically Black College and University and liberal arts institution in the state of Kentucky
- 2,408 total enrollment
- 130 full-time instructional faculty members
- 790 employees

Frankfort Regional Medical Center

- Acute care facility, accredited Chest Pain Center with Primary PCI and Level III Trauma Center that serves Franklin and surrounding counties
- 173 beds
- 800 Employees

Basic Data -Opportunity Zone

Franklin County Census
Tract 712

- Downtown, the Downtown, the former Capital Plaza area, Buffalo Trace Distillery, and the Holmes Street Corridor
- Population: 1,579
- Median Age: 35.6
- Poverty Rate: 33.7%
- Median Household Income: \$35,597

"This designation will give Frankfort the chance to attract new businesses and investors to some of our most distressed areas and give opportunities to our most vulnerable citizens. This will be just one tool the City can use to improve and grow our community,"

Mayor William I. May, Jr.



Frankfort

- Strategic Advantages Opportunities for Growth
- Economic Development Strategy
- Leveraging Potential

Why Frankfort? Strategic Advantages

- Rich history with existing assets including retail, arts, culture, and tourism opportunities
- Favorable tax environment
- State and County seat of government
- Forward-thinking team of public and private partners with clear vision for downtown development

Tax	Local	State
Income Tax - Personal \$8,001 to \$75,000	1.95%	5.8%
Income Tax - Personal \$75,001 and above	1.95%	6%
Income Tax - Corporate \$100,001+	1.95%	6%
Property Tax	2.906%	0%
Sales Tax	0%	6%
Lodging(includes Local & State sales tax)	4%	7%

Community Engagement/Master Planning Process Downtown Frankfort



The Spirit of Downtown Fran

GOMPREHENSIVE PLAN UPDA FRANKFORT/FRANKLIN CO





SMALL URBAN AREA STUDY Franklin County, KY FRANKFORT



expert consultants to complete Why Frankfort? The City of Frankfort has brought in We've done our research

studies and planning in order to maximize resources and understand the viability of key projects. thorough and extensive feasibility

- Frankfort/Franklin County Comprehensive Plan
- Downtown Frankfort Master Plan
- Frankfort Small Urban Area Transportation Study
- Holmes Street Redevelopment Plan
- The Kentucky Riverfront Development Plan
- Resource Roadmap

Community Growth Strategy Why Frankfort?

and implement smart growth principles in its community development and planning initiatives. fabric, explore opportunities for art, culture, and recreation, network and transit network, maintain and restore its historic downtown, activate its riverfronts, improve the bike lane public-private partnerships to revitalize its historic Frankfort is making strategic public investments and forming maintain infrastructure, foster neighborhood excellence

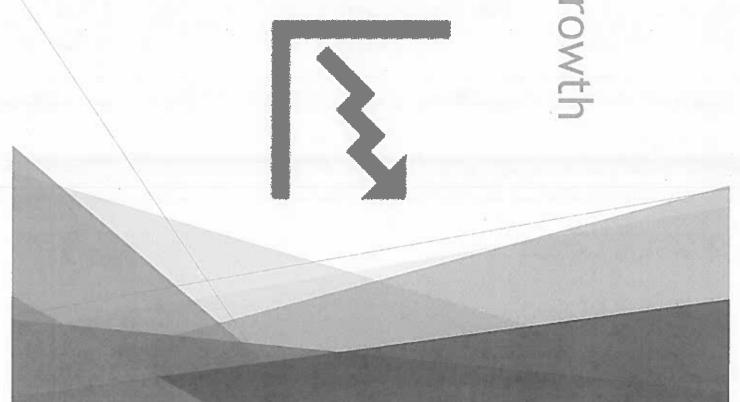


Why Frankfort? Highly-Rated

- Ranked in Top Micropolitans for Job Creation and Investment for last 5 years -Site Selection Magazine
- Among top 20 small cities The New Rating Guide to Life in America's Small Cities
- Ranked Fifth Most Affordable City in Kentucky livability.com
- Suppliers Southern Business & Development Magazine Named one of the Best Locations in the Louisville Area for Automotive
- Among Top 10 Cities for African Americans Livability.com
- Ranked 8th Best City Where Social Security Goes Furthest SmartAsset.com
- Ranked 5th Most Magical Christmas Town Only in Your State
- Named one of the Top Best Places for Manufacturing Southern Business & Development Magazine
- Ranked #8 in Top Destinations: Diamonds in the Rough Conde Nast
- Named a "Place You Won't Want to Miss" Hip Green Scene
- Frankfort Regional Medical Center is only hospital in Central Kentucky to Receive Leapfrog Hospital Safety Grade A for 8 Consecutive Years
- "Frankfort blends warm Southern hospitality with a vibrant entrepreneurial spirit, making this a city on the rise. "- The Gazette
- Named Top 30 Most Diverse Places to Live in Kentucky-Niche.com

Unique Potential for Growth Why Frankfort?

- Frankfort and Franklin County named among the top 10 micropolitan statistical areas for new and expanding business project in the March edition of Site Selection Magazine
- Based on recent projects that involve capital investment of at least \$1 million
- Continued growth in private investment
- \$167 million in 2017; among the largest employers in the City
- Buffalo Trace Distillery 352 employees
- Hayashi Telempu 200 employees
- Topy 300 employees
- 5 times the previous year and over twenty times 2015 private investment of \$7.6 million



Why Frankfort? Active Support for Project Development



Due diligence

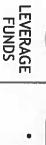
Our role: Investment Prospectus, make studies & reports available to allies to promote project success fund managers & developers; engage community organizations and



Zoning

REDUCE RISK

Our role: Streamline zoning, permitting, & approval process



Pre-Development

 Our role: Undertake marketing & feasibility studies; design & engineer site prep & infrastructures; address brownfields challenges; secure grant funding



PROMOTE SUCCESS

Site Preparation & Infrastructure:

 Our role: Layer public investments to ensure availability of high quality infrastructure and utilities to meet performance & sustainability standards; secure grant funding

Development

 Our role: Support traffic & construction needs; make skilled labor available; provide maintenance

Frankfort? Skilled Workforce

- Located in the heart of Central Kentucky, Frankfort can draw graduates from numerous institutions within a 60-mile radius of the city including:
- 41 four-year colleges and universities
- 27 two-year colleges and universities
- 18 technical schools
- Through the Cabinet for Economic Development and the Kentucky Community and Technical College System (KCTCS), the Kentucky Skills Network administers the following training programs for new and expanding industry:
- Grant-in-Aid (GIA) The GIA program provides up to 50 percent reimbursement of eligible costs to companies/consortia for approved training activities.
- Skills Training Investment Credit (STIC) The STIC program provides tax credits to companies for up to 50 percent of company specific training activities.
- KCTCS Workforce Solutions Through the Kentucky Community and Technical College System, Workforce Solutions provides companies with grant funding to assist with the cost of KCTCS workforce training and assessment services to current, as well as, potential employees. Workforce Solutions funding is divided into incumbent worker and location/expansion projects.
- Kentucky Federation for Advanced Manufacturing Education (KY FAME) offers a company-sponsored partnership of regional employees creating a pipeline of highly skilled workers through a dual-track apprenticeship-style training program. Participants receive hands-on and classroom training that gives them access to high-paying advanced manufacturing jobs.

Incentives & Resources Available Why Frankfort?

- Frankfort Historic Preservation Grant
- City of Frankfort Property Tax Moratorium
- Franklin County Property Assessment/Reassessment Moratorium
- Frankfort Downtown Reinvestment Grant
- Energy Project Assessment District (EPAD) Designation
- Kentucky Small Business Credit Initiative
- KEDFA Small Business Loan Program
- Tax Increment Financing
- Historic Tax Credits
- The Kentucky Historic Preservation Tax Credit
- Kentucky Low Income Housing Credit Program
- Bluegrass Trust for Historic Preservation Paint Partnership

Why Frankfort? Arts, Cultural, & Tourism Hub



一馬

The Frankfort Public Art Tour offers more than twenty stops to explore community artworks and the chance to hear from the artists themselves.



Bourbonanza, Sippin' Sundays in September, Bourbon and Browns, and Bourbon tours allow visitors to experience and learn the history of Kentucky's best-known commodity



The historic Grand Theater reopened in 2009 after a \$5-million renovation, 428-seat performing and visual arts theatre offers opportunities for social engagement, civic participation, and education



The Capital City Museum, Liberty Hall Historic Site, Kentucky Military History Museum, and numerous historic landmarks and sites chronicle the history and heritage of Frankfort and the State of Kentucky

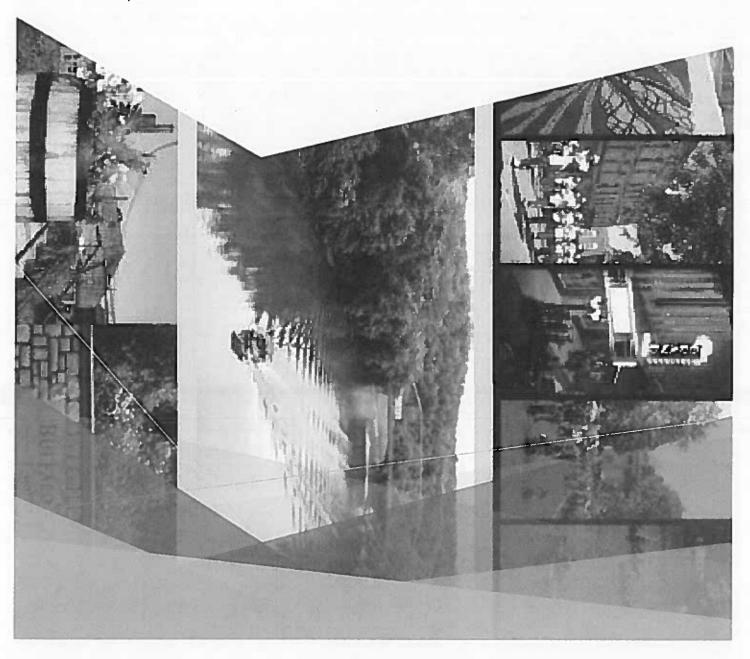


Downtown Frankfort is home to a thriving community of artists and artisans. From woodworking to fine jewelry, from sculpture to painting, talent and creativity is overflowing in the Capital City



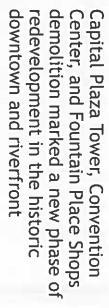
Why Frankfort? Downtown Resurgence

- Capital Plaza Redevelopment
- Historic neighbor with Southern charm
- Rich historic fabric and local character
- Accessible waterfronts
- Tourism, especially bourbon
- Numerous downtown events
- Growing arts scene
- Local and unique retail shops and opportunities for residential and retail



"A New Spirit Infusing Downtown Frankfort" Why Frankfort? Capital Plaza Redevelopment -





Public-private partnership redeveloped and replaced the outdated and inefficient Capital Plaza Tower

Major catalyst for downtown renewal

Construction of a new state-ofthe-art office building nearly complete

- 388,000 SF facility
- 1,081-space parking garage
- 1,500 future employees
- Fall 2019 anticipated completion

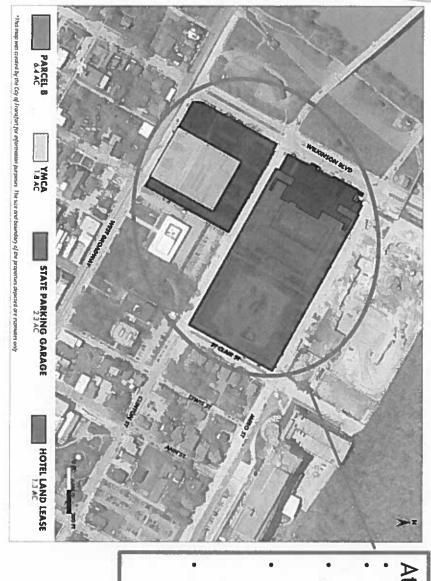




Projects

Former Frankfort Convention Center & Capital Plaza Tower

Former Convention Center & Capital Plaza Tower Priority Property



At a Glance:

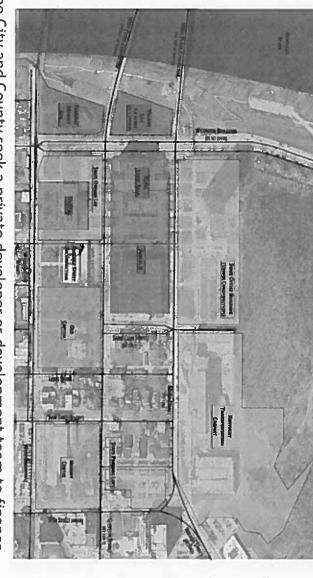
- 11+ acres Undeveloped land
- Zone" "Opportunity Current

Within an

Downtown Frankfort of Kentucky Location:

Commonwealth Ownership:

The Site: A Downtown Frankfort atalytic investment



the real property at the former Frankfort Convention Center Complex Site. design, develop, construct, maintain and operate a mixed-use development upon The City and County seek a private developer or development team to finance,

single deed to a private developer. of Kentucky currently owns the property and intends to transfer the property as a The Site and the surrounding area are prime for revitalization. The Commonwealth

between Mero Street and Clinton Street. Located directly adjacent to Frankfort's historic central business district nestled

Kentucky employees when the new building is complete no later than April 20th building, as well as the new state office building being constructed on Mero Street. Directly adjacent to both the Kentucky Transportation Cabinet Central Office These two office buildings alone will house approximately 2,500 Commonwealth of

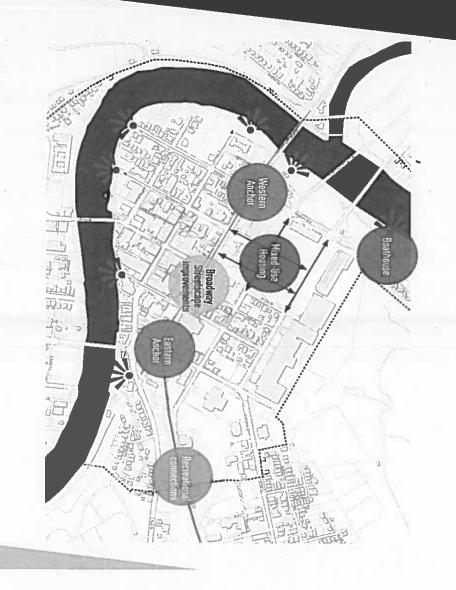


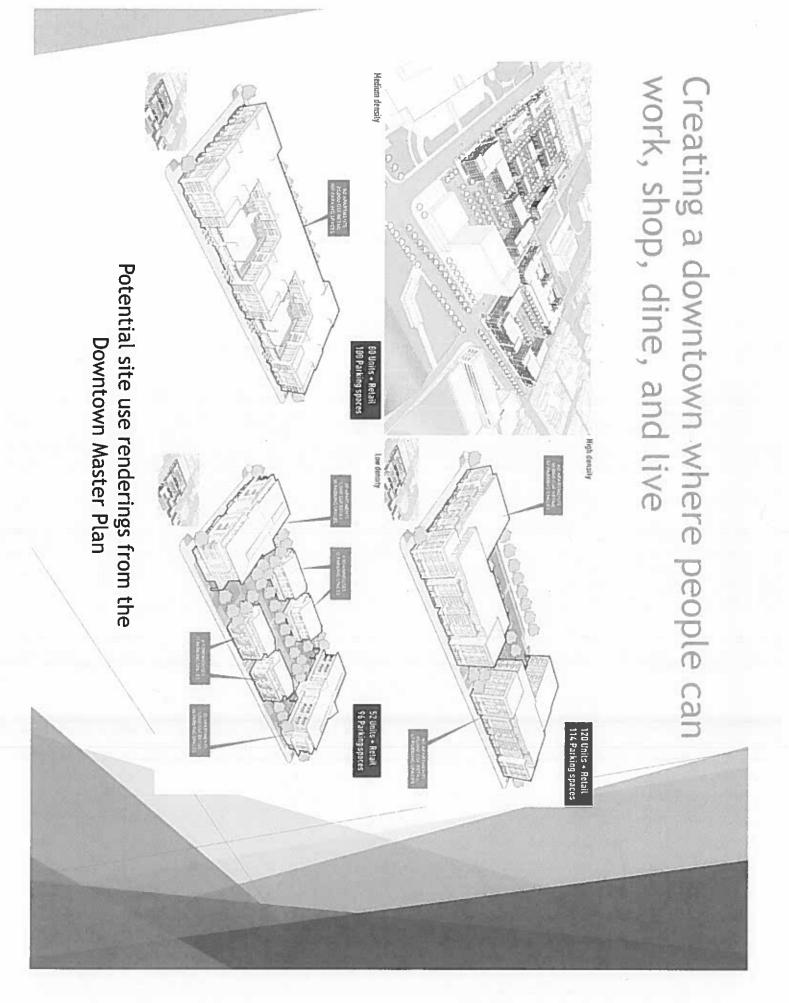
The Site: "A New Spirit Infusing Downtown Frankfort"

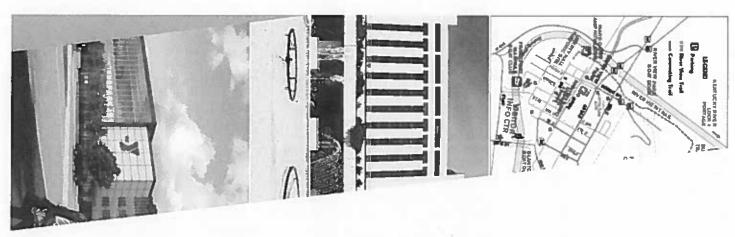
- Approximately 11+ acre vacant tract that is part of the overall Capital Plaza redevelopment in Downtown Frankfort, Kentucky.
- The site of the former Frankfort Convention Center, which was demolished and cleared by the Commonwealth of Kentucky in early 2018 (6.4 acres)
- The site of YMCA and parking garage (part of former Capital Plaza Development) (4.1 acres)
- The Capital Plaza Hotel (1.3 acres)
- City and County employed a consultant to perform community engagement, seek input, perform analysis and ultimately help the local governments prepare a recommendation for development of the site as part of a comprehensive Downtown Master Plan.

Former Convention Center & Capital Plaza Tower Development Recommendations:

- The recommended development program is a mixed-use development scenario that reflects patterns of growth of downtown Frankfort and the input of residents and businesses in the Downtown Master Plan:
- primarily downtown and neighborhood retail/commercial uses at ground floor
- residential usage on upper floors, in buildings that also reflect the scale of its surroundings
- two, three, and/or four-five story structures
- the creation of a series of blocks allows for a significant number of on-street parking spaces to be created







Synergies & Potential Tenants

- Involves the integration of adjacent parcels and local partners that may have incentives to participate in the redevelopment and support new development as a high-impact intermediary allowing for diverse investment in the Downtown.
- Potential Tenants:
- Capital Plaza Hotel.
- Frankfort YMCA
- High demand for a meeting and event space to replace the Frankfort Convention Center with benefits of adjacent hotel resources
- Local interest in professional office

Site Proposed Redevelopment

Location:

Wilkinson, Clinton & Mero Street

Neighborhood:

Frankfort, KY 40601

Downtown Frankfort

Building Type:

Undeveloped land; preferably residential focused

mixed

Site Size:

11+ acres

International Airport:

Bluegrass Airport (LEX), Lexington - 22.5 miles

Louisville International Airport (SDF), Louisville – 53.5 miles

Cincinnati/Northern Kentucky International Airport (CVG) -

Opportunity Zone

21073071200

Census Tract:

County:

Franklin

Downtown Frankfort, former Capital Plaza area, and the Holmes

Street Corridor

Area: