



Contents

Your Partners in Paducah	
The River City	
A City Rooted in Art	;
About Opportunity Zones	1
Our Deal Flow	1
The Columbia Theatre	1
The Kresge Site	1
Northside Neighborhood Single-Family Housing	18
Northside Neighborhood Multi-Family Housing	2
Rivertown District	2:
Showroom Project	24
Zone 1 Tract 21145030300	2
Zone 2 Tract 21145030400	2
Regional Assets	3
Paducah Riverfront Commons	3:
Paducah Riverfront Master Plan	3-
Container Transfer Yard Development Project	3
Economic Data and GDP	3





Your Partners in Paducah

Brandi Harless

Mayor

Paducah citizens elected Brandi Harless as mayor in November 2016 with her term beginning January 1, 2017. Mayor Harless has experience in community development, grant writing, research, and executive management with organizations including Rocketown in Nashville TN, Harvard University in Sierra Leone West Africa, Management Sciences for Health in Washington, D.C., and locally at Heartland CARES, EntrePaducah, and St. Nicholas Family Clinic.

Katie Axt

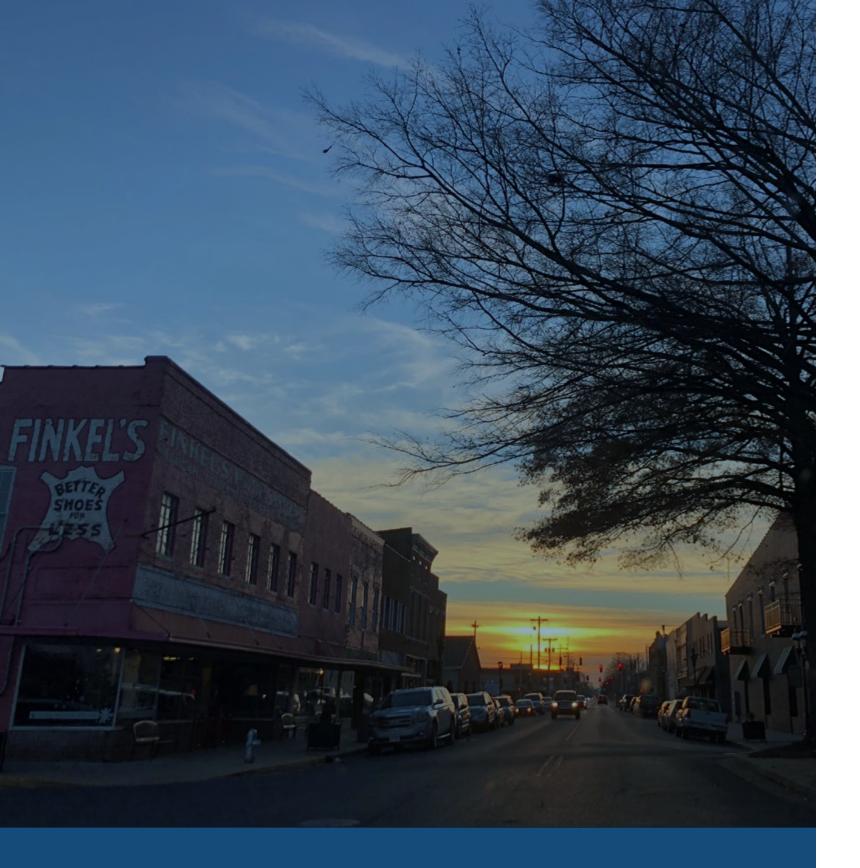
Principal Planner/Downtown Redevelopment and Revitalization

Katie oversees the City of Paducah's economic development strategy, focusing on growing local businesses and making them stronger. In her current role, she leads Downtown redevelopment and community revitalization, including administering the Downtown Development Incentive Program and facilitating Opportunity Zone investments. Katie is also the Director of Paducah Main Street, a city funded program that utilizes historic preservation for economic development, creative place-making, and community revitalization.

Paducah is a thriving community, which is why we want you to start your investment process as soon as possible. If you're ready to get the discussion going, please contact one of these community leaders, and we'll take you through everything you need to know about our Opportunity Zones and the culture of our bustling community.

Are you ready to join our family here in Paducah?

Give us a call. 270.444.8601



The River City

Paducah enjoys a rich river heritage. Paducah is located at the confluence of the Ohio and Tennessee Rivers.



A City Like No Other. A City Striving to Be The Best.

Best streetscapes, best place to visit in Kentucky, or maybe even Kentucky's best kept secret — no matter what the acclaim, we're always striving to **be the best.**

At the heart of America's inland waterways, you'll find a sophisticated rivertown that inspires. Paducah, Kentucky is a confluence of cultural heritage and creativity; where art goes beyond something to appreciate — it's a way of life. A designated UNESCO Creative City, Paducah is gaining acclaim as a destination for those who crave rich, authentic cultural experiences.

These rich, cultural experiences are why we call Paducah 'home'. Paducah boasts a tremendous arts culture, fabulous historical architecture, endless opportunities for outdoor adventure, and a local flavor and food scene like no other.

If you've taken a walk through our beautiful streets, you've likely noticed the personality brought forth by our local art galleries, studios, specialty shops, and restaurants that are the threads that make the fabric of our community. Shopaholics beware: once you stop in, you may never want to leave.

Paducah also claims a rich historical heritage, traced back to the city's strategic location. Founded in 1827 by William Clark, of the famous Lewis & Clark duo, Paducah played a pivotal role in American history since its inception: From riverway to railroad transportation, from the Civil War to civil rights, and beyond. Markers of these historically signifi-

cant times and events can be found scattered throughout the city, where visitors may explore using our Cell Phone Walking Tour.

But what truly gives Paducah its heart and soul are the people who call it 'home'. Our blend of artists, entrepreneurs, restauranteurs, leaders, and hard workers have created a community like no other. A community that we're proud to call our own, and a community that we hope to see you join soon.

So, what are you waiting for?

It's time to be the best.





Major defining feature of Paducah: Our People.

A City Rooted in Art

PADUCAH

City of Crafts & Folk Art

UNESCO CREATIVE CITY

Communities that invest in the arts reap the additional benefit of jobs, economic growth, and a quality of life that positions those communities to compete in a 21st century creative economy. Paducah has discovered what communities throughout the United States and around the globe have discovered - the greatest natural resources for a community are the artists and crafts persons who are part of the creative industries sector of the economy. Paducah has built an entire economic sector around artists, craft persons, performing artists, writers, and the culture they create.

The nonprofit arts and culture are a \$39.9 million industry in Greater Paducah—one that supports 819 full-time equivalent jobs and generates \$3.6 million in local and state government revenue. Nonprofit arts and culture organizations, which spend \$10.9 million, leverage a remarkable \$27.8 million in additional spending by arts and culture audiences—spending that pumps vital revenue into local restaurants, hotels, retail stores, parking garages, and other

businesses. Paducah's individual artists account for an additional \$1.1 million in industry spending. To incentivize this engine of the economy, Paducah offered an artist relocation program inviting artists to turn homes needing attention into studios and living spaces. The program resulted in a breeding ground for creative concepts as neighbors create synergies that optimize their potential. These 84 artists and entrepreneurs not only impact Paducah's local cultural industries but also serve as gateways to national and international markets

The cultural spirit of the community is evident in its downtown revitalization efforts, where buildings reflecting restored 19th century architecture house museums, urban boutiques, and unique eateries. Also, a once concrete gray floodwall is now the canvas for more than 50 life-size Dafford murals depicting Paducah's colorful past. Furthermore, Paducah is home to the National Quilt Museum of the United States and the American Quilters' Society AQS annual QuiltWeek – an annual show that brings people from across the world to Paducah to view fiber arts at its best. Known as Quilt City USA, Paducah is recognized worldwide as a mecca for quilters and fiber artists. The achievements in the arts for Paducah do not stop at quilts. In 2013, Director-General of the United Nations Educational, Scientific and Cultural



PADUCAH ARTIST RELOCATION PROGRAM

Organization (UNESCO) announced Paducah's designation as the world's seventh City of Crafts and Folk Art, making the city a member of the UNESCO **Creative Cities Network.** The Network includes cities from all regions of the world recognized as cultural centers in the creative industry fields of Crafts and Folk Arts, Literature, Film, Music, Design, Media Arts, and Gastronomy. Paducah's creative community inspires, educates, and fosters connection through the arts. In the spirit of the UNESCO Creative Cities Network, Paducah venues spotlight local creators and welcome the world to share culture and craft through exhibitions, workshops, and performances.

Moreover, the Yeiser Art Center, Maiden Alley Cinema and Gallery, Market House Theatre, Clemens Fine Art Center and the Carson Center facilitate Paducah's rich diversity of ongoing cultural offerings. Events include live theatre, exhibitions, art films, and classical performances by the Paducah Symphony Orchestra. The convergence of cultural heritage and creativity allows art to go beyond something to appreciate – it becomes a way of life. Accordingly, Paducah is the go to destination for those who crave a rich authentic cultural experience.



Robert Dafford's "Wall to Wall" murals on Paducah's floodwall. These panoramic "portraits from Paducah's Past" overlook the confluence of the Ohio and Tennessee Rivers and illustrate Paducah's historical significance and creative connection.



TripAdvisor, 2014



About Opportunity Zones

Opportunity Zones are economic development tools promoting investment in distressed census tracts through legislation enacted by the Federal Tax Cuts and Jobs Act of 2017. 8,700 Census tracts across the United States have been designated as Opportunity Zones by the U.S. Department of Treasury, incentivizing investments in these distressed census tracts to better address local needs in areas such as business growth, improvements to housing, and improvements to infrastructure.

A Vehicle for **Economic Growth**



Opportunity Zones in the United States

U.S. investors will potentially generate an estimated \$6.1 trillion in unrealized capital gains. Opportunity Zones leverage this pool of money to promote economic development by providing federal capital gains tax advantages for investments made in these areas. Investors can realize deferral and reduction of capital gains taxes in investments held for at least 5 years with additional incentives available for investments maintained in Opportunity Zones for 7 and 10 years. To be eligible, investments must be made through Qualified Opportunity Funds, which are vehicles formed for investing in Qualified Opportunity Zone property (QOZP). There are thousands of Opportunity Zones throughout the United States creating competition among communities to attract investment.

Paducah's Opportunity Zones stand out due to its pro-investment market conditions. Paducah's civic leaders are engaged in strategically linking together inclusive, sustainable growth projects that truly transform the community.

While each Opportunity Zone offers investors the same federal capital gains tax advantages, all Zones are not created equal. Paducah offers two zones, which seek to leverage different strengths and opportunities within their respective areas. Census tract 0400, which includes a large predominantly single-family residential neighborhood, is projected to see significant investment and growth in coming years as the market for singlefamily homes moves west and expands from Lowertown. Census tract 0400 also includes some commercial and industrial development in the northwestern portion of this Opportunity Zone. Older industrial and commercial buildings in this tract present redevelopment opportunities for a mix of uses that include commercial and multi-family development.

Census Tract 0300 includes Paducah's downtown, central business district, and a variety of cultural assets, such as the Carson Four Rivers Center, Market House Theatre, and the National Quilt Museum. Paducah is a city known for the arts and this rich history is emanates from this Opportunity Zone making it one of the most attractive places in the City to live, work, and play. Development opportunities in this zone are predominantly commercial, multi-family residential, or mixed-use projects. Projects in this zone will tend to be redevelopment-oriented as there is limited space for new development.

All Opportunity Zones will compete for the large pool of investment, but some Zones will stand out immediately due to obvious pro-investment market conditions. For Paducah, pro-investment market conditions make the community stand out among others. Because of Paducah's committed local leadership, favorable business environment, and rich history, the community offers a stable framework for sustainable and collaborative capital investment.

Most Zones given their designation as "distressed," will have to strategically position themselves to attract investors. Paducah has done just that through an extensive planning process that culminated in this prospectus. What follows is a strategic vison that positions the City of Paducah to leverage its unique cultural offerings, strengths, and macroeconomic opportunities.

"The typical profile of an OZ real estate investor is someone who is interested in tax savings, wealth-building, and preservation with a medium- to long-term hold period."

-Meg Epstein, Forbes Councils

"The reality is that this is one of the best tax things that has passed in the last decade, if not our lifetime,"

Matt Chancey, CFP

Opportunity Funds allow investors to capitalize on three primary benefits of the program. These include payment deferral, reduction on owed taxes, and tax-free capital gains earned through the Fund.



DEFER PAYMENT

Opportunity Funds allow investors to defer payment of their capital gains until December 31st, 2026.



REDUCE OWED TAXES

Opportunity Fund investing reduces the tax investors owe by up to 15% after seven years.



PAY ZERO TAX ON GAINS

Investors can enjoy tax-free capital gains earned from investments through the opportunity fund.

Not your average investment vehicle.

Opportunity Funds are investment vehicles set up for the purpose of investing in Qualified Opportunity Zone Property (QOZP). To be eligible for related incentives, reductions, and deferrals, investments must be made in Qualified Opportunity Funds. Any taxpayer can create an Opportunity Fund through a selfcertification process, which can be satisfied by accurately completing tax form 8996 and filing this form as an attachment to their Federal income tax returns for the taxable year in which the gain would have been recognized if it had not been deferred. Completing the selfcertification process allows funds to make eligible investment in any of the nation's 8,700+ Opportunity Zones though all funds are required to hold at least 90% of assets in QOZP. QOZP may include stock, partnership interests, and business property. It should be noted that investments made in Opportunity Zones are limited to equity investments in the three types of QOZP.



The Columbia Theatre

The historic Columbia Theatre, located on downtown Paducah's primary commercial corridor, Broadway, remains an iconic building in Paducah. The theatre opened its doors on April 18, 1927 and continued to show films until it ceased operation in 1987.

The Project Goal is to restore the Columbia Theatre as an active mixed-use community gathering place for the greater Paducah area with cinema as an anchor use.

Approximately \$1.5 million has already been invested to preserve and restore the building's historic façade and roof. Funding has also been used for restoration of original theatre features and asbestos abatement. An additional estimate of \$10-\$12,000,000 in improvements are still needed to restore the building's interior and exterior.

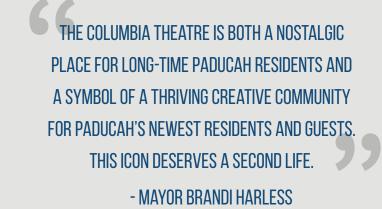
Preliminary plans have been prepared with a focus on establishing the Theatre as a multi-purpose entertainment venue, learning center and downtown gathering place. Current plans propose the Theatre to include four event spaces/movie screens allowing films, special events, rentals, and

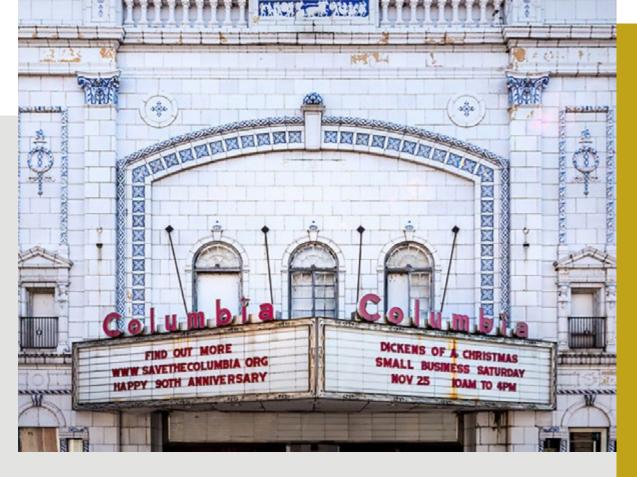
live music to happen simultaneously. An adjacent property, the MTA Building is likely to be included as part of the development program providing more arts programming and commercial opportunity. The 7,000 square foot MTA Building lies east of the Columbia Theatre on 5th Street with the buildings sharing a common wall.

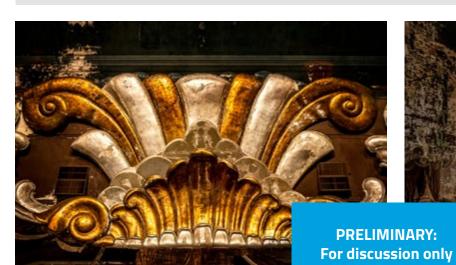
The Paducah Art House Alliance (PAHA), a 501 (c) 3, seeks a partner to participate in final building and site planning, programming and financing of the Columbia and MTA buildings. The PAHA will contribute all design and engineering studies completed to date. It will also facilitate a partnership

with local public and institutional partners.

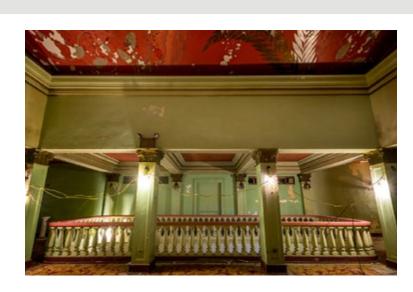
PAHA will contribute \$100,000 in seed money to the partnership to engage in predevelopment activities including; market studies, architectural and engineering, financial packaging (historic and NMTC tax credits etc.). It is proposed that the OZ partner work with a team of local professionals (public and private) to establish a development and program plan for long term viability. It is believed that a 6 month process will be required to complete pre-development activities to be overseen by this group.











Financing the Project

The renovation and initial programming of the Columbia Theatre and adjacent properties is estimated to range between \$15,000,000-\$20,000,000 subject to final project configuration. The project cost estimate will include design, property acquisition, construction, financing costs, operating reserve and a 10% contingency allowance.

The capital stack will be complex, utilizing historic and new market tax credits, opportunity zone funds, and other public investment. During the first ten years of the project, revenues will be dedicated to interest payment and to satisfy the OZ investment terms. A locally supported operating fund will be pre-established for the first five years of operations of the Columbia Theatre.

It will be the goal of the PAHA to secure a mission-driven OZ Fund that will support some level of investment/donation model that provides modest benefit to the investor and helps to support the long term viability of the Columbia Theatre and its programming.

USES		
Acquisition and Construction	\$14,750,000	69%
A&E	\$500,000	2%
Financial Packaging	\$750,000	3%
Operating Reserve	\$2,000,000	9%
Contigency	\$2,000,000	9%
5 Year Program Support	\$1,500,000	7%
TOTAL	\$21,500,000	100%

SOURCES		
OZ Investment	\$7,500,000	35%
NMTC	\$8,630,000	40%
Historic Tax Credits	\$2,560,000	12%
Public Investment	\$2,810,000	13%
TOTAL	\$21,500,000	100%

The Kresge Site

This parcel used to be the site of a Kresge retail store that opened in 1914 and continued business until 1980. After closing, the building fell into disrepair and the roof collapsed. The former retail building was demolished in 2019 leaving a vacant parcel of developable land in the heart of downtown Paducah.

The Project Goal is to incorporate mixed use design with first floor commercial space and 3-4 additional stories of multifamily residential spaces.

Owner: City of Paducah **Size:** 17,008 sq. ft.

Current Land-use: Substantial parcel of developable land in Downtown

The City is seeking a developer that would purchase and develop the property in a manner that aligns with existing buildings downtown. The Kresge site sits on a block that is comprised of primarily commercial uses including restaurants, retail, and office buildings. This section of the Broadway corridor is anchored by a U.S. Bank office building as well as a Regions Bank

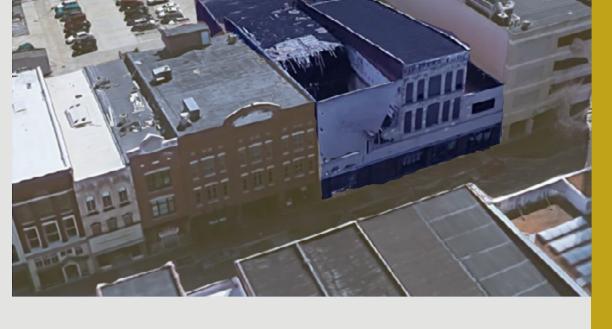
office building. This block also supports substantial successful retail establishments and professional offices. There are some multi-family residential developments on surrounding blocks, but additional residential developments would fill an identified demand for additional downtown housing.

The Kresge site parcel is about three times bigger than the typical parcel on Broadway which creates unique opportunities for development on this site. Site dimensions are 98.75 ft² x 173.25 ft², for a total area of 17,108 ft². There are no restrictions on

building height, but new developments should stay in the range of 3-5 stories to align with the current character of downtown Paducah and other development along the Broadway corridor.

The most appropriate project would likely incorporate multiple uses including first floor retail or restaurant space and upper story office space, residential, or a mix of both. A mixed-use development would align best with the City's vision for a thriving downtown and complement current downtown businesses and living options.

tract. The City views housing diversity as a key factor for attracting a workforce that desires to live and raise families in Paducah. However, Paducah has experienced a shortage of affordable rental units which is contributing to the challenge of attracting young professionals. Historically, parking has been limited in downtown making project feasibility difficult at times. However, the Kresge site does not lack for parking. There are 64 spaces directly behind the site and an additional 110



Financing the Project

The Kresge site can be configured to promote desirable and diverse housing options and to enhance quality of life amenities. The Kresge site provides a unique opportunity to accomplish this configuration due to its location downtown and large size of the parcel. The site has the potential to support two adjoining buildings to create two separate store fronts on the lower level. Two store fronts could support multiple commercial establishments allowing an additional revenue stream for the building's owner as opposed to developing the building in a more traditional mixeduse sense with only one commercial tenant on the lower level. The upper level could then support residential units. There are also opportunities on this site to develop residential space in unique ways such incorporating step backs with the upper stories from the front of the building because the parcel is so deep.

Paducah has seen a resurgence in activity with new residences, shops, restaurants, and a boutique hotel, but even with this new investment downtown, Paducah has not reached its full potential. The Kresge site creates an opportunity for developers and investors to capitalize on downtown's resurgence.

DEVELOPMENT PARTNER: The City of Paducah is willing to partner with developers with quality proposals for this site. Because this is a priority development site that currently sits vacant, the City could transfer ownership to a developer with plans that align with the City's vision for this site. The City is willing to provide TIF funding for aligning projects and will assist with entitlement of the property including any rezoning that needs to be completed.

USES		
Project Development	\$334,080	3%
Construction	\$9,180,000	82%
A/E/C Design	\$760,960	7%
Legal/Finance	\$760,960	7%
TOTAL	\$11,036,000	100%

SOURCES		
Developer Equity	\$1,986,323	18%
Conventional Debt	\$4,634,753	42%
OZ/Opp Fund Equity	\$2,528,602	23%
Public/Inst. Investment	\$1,886,322	17%
TOTAL	\$11,036,000	100%





This development will capitalize on demand for downtown housing and

add to successful commercial development in downtown Paducah. The

average list price for housing in downtown Paducah is \$76,000 more than

listings in the rest of the Paducah MSA. Downtown housing predominantly

consists of condominiums and there is a market void in terms of multi-

family rental units. Paducah's downtown Opportunity Zone has strong

demand for rental housing as it comprises 67% of housing in this census

publicly available spaces across the street for a total of 174 space which

would be available to building tenants or customers.

Northside Neighborhood Single-Family Housing

The Northside Neighborhood's eastern boundary is downtown Paducah and its northern boundary is the Ohio River – both serving as major neighborhood amenities. It hosts a variety of land uses including over 800 single-family homes and land parcels, numerous light industrial businesses, and several small commercial establishments.

The Project Goal is to rehabilitate and build housing stock to create one of the most walkable, sustainable, and consequently desirable neighborhoods in Paducah to live, work and play.

The neighborhood has seen little new investment over the past 3 decades. Its "small single-family only" housing stock is aging, with significant pockets in need of rehabilitation. There are approximately 100 vacant single-family lots available for new construction of homes. The Midtown Alliance of Neighbors has identified this neighborhood as its primary focus for rehabilitating and building housing stock that prioritizes efficient and envionmentally friendly properties with the goal of creating one of the most desirable neighborhoods in Paducah to live and raise a family.

Midtown Alliance of Neighbors

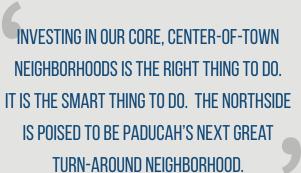
- Engage Market/Buyers
- Developer
- **Housing Counseling**
- Homebuyer Finance Programs
- General Contractor
- Property Management (pre-construction)

City of Paducah

- Land Aguistion/Property Ownership
- Public Investment & Incentives
- Infrastructure/Sidewalks
- Streamline Permits

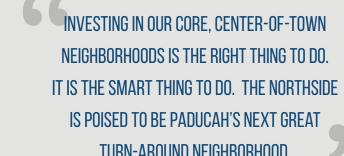
Local Builder(s)

- Single-Family Construction and Sales
- Single-Family Renovation and Sales
- Construction Financing



Convention Center

- SHARON POAT, DIRECTOR, MAN



Public Boat Launch





Midtown Alliance of Neighbors (MAN)

The MAN is a not-for-profit housing development organization operating in Paducah, Kentucky neighborhoods. Its current focus is the Fountain Avenue area and more recently the Northside Neighborhood which is in an Opportunity Zone.

MAN works closely with the City of Paducah Planning Department, local developers, and neighborhood residents to rehabilitate existing housing stock and to encourage new housing production. Over the next 10 years, it has set as its goal to rehabilitate and build 125 homes or more in the Northside Neighborhood Opportunity Zone. It also intends to sponsor 5 multi-family developments (see Northside Neighborhood Multi-family Project Sheet).

Local Builder(s) (selected and negotiated)

Midtown Alliance of Neighbors will interview and select up to three home builders and rehabbers. These construction partners will serve with Midtown Alliance of Neighbors and the City of Paducah as a housing development project team. A development work program will be established in concert with the OZ investor, with well-defined project and operational protocols for each of the project team members to follow.

USE	S	
S.F. Lot and Distressed Home Acquisition/Construction	2,625,000	16%
S.F. Development	\$7,500,000	47%
Home Renovation	\$6,000,000	37%
TOTAL	\$16,125,000	100%

SOURCES		
OZ Investment	\$8,250,000	50%
Conventional Debt	\$4,125,000	25%
Developer Equity	\$825,000	5%
Public/Institutional	\$3,300,000	20%
TOTAL	\$16,500,000	100%



Northside Neighborhood Multi-Family Housing

The Northside Neighborhood's eastern boundary is downtown Paducah and its northern boundary is the Ohio River - both serve as major neighborhood amenities. The neighborhood is comprised primarily of single-family homes. It does, however, contain pockets of distressed commercial and light industrial properties. The neighborhood's adjacency to Paducah's growing central business district provides an opportunity to convert the transitioning commercial/industrial properties into mixed-use developments anchored by new multi-family residential product.

The Project Goal is to rehabilitate and build attached housing units for students, millenials, and empty nesters that complement the neighborhoods single-family homes in order to create one of Paducah's most desirable neighborhoods.

The proximity of the neighborhood to downtown, the Paducah School of Art and Design, and numerous employers, combined with a lack of quality multifamily product provides an excellent market opportunity.

Midtown Alliance in partnership with the City of Paducah wishes to introduce to the near downtown market, quality mixed-income housing opportunities with an emphasis on green features (water and energy conservation, walk-bike culture, etc.). It is possible that 1 or more of the housing developments will be designed to include commercial spaces that encourage business development and innovation building off the local arts and design eco-system.

Midtown Alliance of Neighbors

- Engage Market/Buyers
- Property Management (post-construction)

City of Paducah

- Land Aguistion/Property Ownership
- Public Investment & Incentives
- Infrastructure/Sidewalks
- Streamline Permits

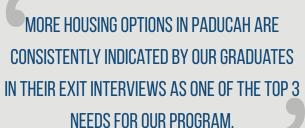
Local Builder(s)

- Construction
- Construction Financing



Convention Center

- DAVID SILVERSTEIN. PH.D. UNIVERSITY OF KENTUCKY. COLLEGE OF ENGINEERING





Multi-Family Development Partners

Midtown Alliance of Neighbors (MAN)

The MAN is a not-for-profit housing development organization operating in Paducah, Kentucky neighborhoods. Its current focus is the Fountain Avenue area and more recently the Northside Neighborhood which is located in an Opportunity

MAN works closely with the City of Paducah Planning Department, local developers, and neighborhood residents to rehabilitate existing housing stock and to encourage new housing production. Over the next 10 years it has set as its goal to sponsor up to 5 new multi-family housing developments resulting in 250 new units in the Northside Neighborhood. Some development may also include a mixed-use component (i.e. community sponsored commercial). A complementary program includes the rehabilitation and building of up to 125 homes in the Northside Neighborhood Opportunity Zone.

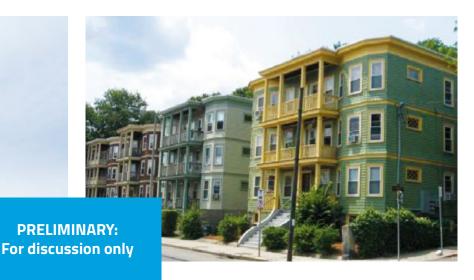
Local Builder(s) (selected and negotiated)

MAN will work with the OZ Fund to select a builder for each of the undertaken developments. The chosen builders will partner with MAN and the City of Paducah to serve as a housing development project team. A development work program will be established in concert with the OZ investor, with well-defined project and operational protocols for each of the project team members to follow.

USES		
Construction and Acquisition	\$35,250,000	97%
Development	\$100,000	0.3%
Site Preperation	\$1,000,000	3%
TOTAL	\$36,350,000	100%

SOURCES		
OZ Investment	\$18,175,000	50%
Conventional Debt	\$9,087,500	25%
Developer Equity	\$1,817,500	5%
Public/Institutional	\$7,270,000	20%
TOTAL	\$36,350,000	100%





Rivertown District

Downtown Paducah's Rivertown District is an area positioned for redevelopment. The area brings residential, entertainment, and hospitality uses together – which are anchored by the city's convention center, a recently built 123-room Holiday Inn, and the Ohio River.

The Project Goal is to utilize resources such as tax increment financing, local fee revenues, and other available tools to assist in redeveloping the Rivertown District.

The City has identified Rivertown as an area positioned to bridge an active downtown to its growing neighborhoods to the west and north while hosting visitors to the Ohio River, the Quilt Museum, and the Convention Center. In 2017, Paducah visitors generated approximately \$234 million in revenue. Cultural activities attracted over 50,000 visitors to Paducah's downtown.

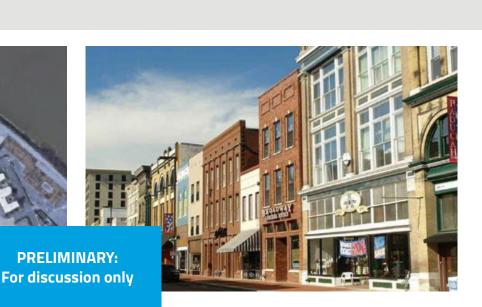
Rivertown will have 20+ acres of property available for redevelopment. Existing uses include low density residential, light industrial and commercial properties as well as vacant ground. The City of Paducah is working with existing property owners to assemble the property as part of a 3-5-year investment program. The subject properties represent prime sites for medium density residential, active recreational including possibly an aquatic center, commercial uses and hospitality and entertainment. Existing infrastructure will be reconfigured to increase the amount of developable property. Rivertown will have a direct link to the popular 4.6-mile Greenway Trail. Over the next 5 years the community desires to fully redevelop the Rivertown District attracting in excess of \$250 million in investment.

The City currently owns property in the Rivertown District and is considering

additional acquisition subject to investor owners willing to make property available for redevelopment. It is the City's desire to joint venture a Rivertown Masterplan and Development Program. The City is willing to contribute resources to such a planning and development effort subject to a firm proposal outlining a process and timetable several communities gathering activities accomplished through well designed of active and passive open spaces on and adjacent to the Ohio River.

interest. There are several friendly property for such activity. Development will embrace place-making and an innovative framework

THE RIVERTOWN DISTRICT WILL MELD THE SPACE BETWEEN PADUCAH'S BUSTLING DOWNTOWN AND RAPIDLY DEVELOPING MIDTOWN NEIGHBORHOOD. RIVERTOWN WILL OFFER EXCITING OPPORTUNITIES FOR RESIDENTIAL. RECREATIONAL. AND COMMERCIAL DEVELOPMENTS — A POSITIVE FOR THE COMMUNITY, RESIDENTS, AND INVESTORS.







The City of Paducah will utilize resources such as tax increment financing (TIF), local fee revenues, and other available tools to assist in redeveloping the Rivertown District. The City will negotiate a final project and financial participation agreement upon acceptance of a development proposal and project team.

Two blocks of the Rivertown development area are included in the City's TIF boundary. These two blocks make-up six acres of developable property in close proximity to a newly developed Holiday Inn Express, the Ohio River, and the Paducah Convention & Expo Center. In addition to TIF funding, New Market Tax Credits (NMTC) could also be used to fund projects in this district. Housing projects in the Rivertown area could capitalize on Low-Income Housing Tax Credits (LIHTC) to finance medium density housing developments that align with the vision for future development in this area. OZ funding could also be added to the capital stack as the entire Rivertown area is in an Opportunity Zone. The exact make-up of the capital stack for Rivertown developments will vary depending on project type.

Rivertown – A True Opportunity Site

- Downtown-Convention Center-Midtown Neighborhood
- Mixed-use Development including Residential and Hospitality
- Serving multiple markets residents-tourists-downtown workers/visitors
- Ohio River vistas and access
- Large development parcels support well-designed density
- Multi-modal (walking, bus, car, bike) access to services and amenities



Showroom Project

Located in the Rivertown District, the Showroom Lounge and Gourmet Dining Room was constructed in the 1980s and features a unique architectural opporutnity since it is elevated over the Ohio River. Striking one-of-a-kind river views are possible for new commercial uses related to entertainment, dining, and hospitality as well as new residential development.

The Project Goal is to sell or transfer the property to a redeveloper/investor who will turn the space into an entertainment venue or restaurant. Other proposals that creatively reuses the site with some level of public access are a possibility as well.

If redeveloped properly, this property could be one of the most unique spaces in Paducah due to its relationship to the Ohio River. There are no other structures in the City that offer the potential of an entertainment venue elevated directly above and overlooking the Ohio River. The building is already configured as an entertainment venue with separate lounge and dining room areas. The missing pieces for the project are a unique vision for how to best incorporate and reuse the building site with the ability to move the project forward.

Paducah's Central Business District is 6 blocks to the southeast, the revitalized

Lowertown neighborhood to the southwest, the Ohio River to the east and the Northside Neighborhood to the northwest. The City views the Rivertown District as an area that will serve as a transition between its Central Business District and its growing neighborhoods.

The Showroom site is attached to the convention center but is a separate property owned by the City of Paducah. Future redevelopment could align with potential projects in other portions of Rivertown District and/or function in partnership with the convention center.

The Showroom property is unused and does

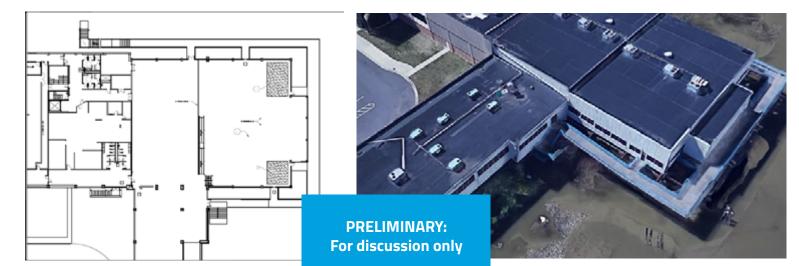
not have regular maintenance performed. It is approximately 10,000 ft² and is constructed from corrugated metal roof panels, steel joists, metal wall panels with steel studs, structural steel framing, prestressed concrete hollow core floor beams, and steel pipe piles. The interior has been stripped to its essential structural members providing a clean slate for renovation of the building, but degradation has not made the property unsalvageable from a redevelopment standpoint. Deterioration to the interior includes moisture accumulation on building walls and adjacent floor and ceiling construction, and deterioration of interior wall, floor, and ceiling finishes.

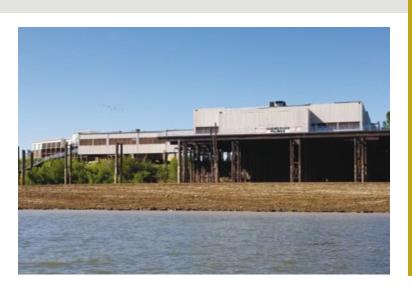


For the building to be reused, the following should be considered:

- The structure's envelope should be upgraded to today's
- Additional features and amenities that might need to be incorporated into the building that are not currently present
- Mechanical, electrical, and plumbing requirements for the
- Structural upgrades to meet current seismic requirements
- Address the entrances and ADA deficiencies
- Monitoring program for steel pipe piles in the Ohio River

It should be noted that overall, the structural components of the building appear to be in satisfactory or better conditions.





Project Partners

City of Paducah

The City of Paducah is willing to partner with developers/ investors that share its vision for this site. The City could be willing to discount or transfer the property to a developer/ investor that has a well-conceived plan for redevelopment of

Paducah Convention & Expo Center

The Julian Carroll Convention Center operates the Paducah Convention & Expo Center (PCC) and could be another potential partner on this project as it owns the convention center facility that adjoins the Showroom property. The PCC may have an interest in partnering with Opportunity Funds looking at the showroom property in order to create a more transformative investment project that enhances both the showroom and attached convention center. This type of partnership would have a more significant impact on development in the Rivertown District as a whole.

USES			
Project Development	\$80,250	3%	
Construction	\$2,220,250	83%	
A/E/C Design	\$187,250	7%	
Legal/Finance	\$187,250	7%	
TOTAL	\$2,675,000	100%	

SOURCES		
Developer Equity	\$267,500	10%
Conventional Debt	\$1,337,500	50%
OZ / Opp Fund Equity	\$1,070,000	40%
TOTAL	\$2,675,000	100%

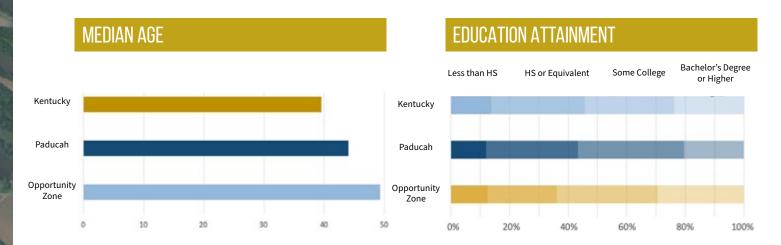
ZONE 1

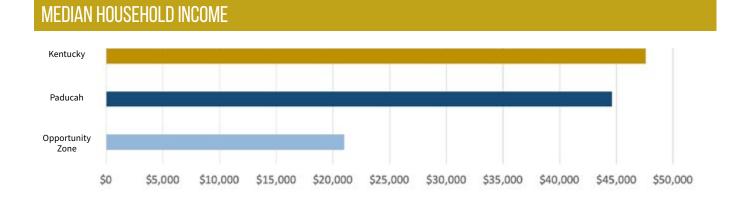
CENSUS TRACT 21145030300

KEY HIGHLIGHTS:

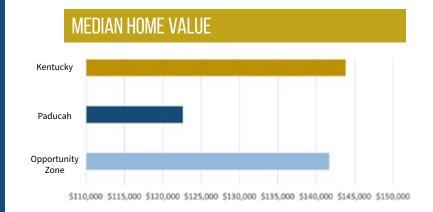
- Includes Central Business District which is an economic driver for the City of Paducah. Paducah's historic Lowertown Neighborhood is also in this tract and is the epicenter for the City's artist relocation program, a major driver for the City's creative culture.
- This census tract has a higher percentage of residents with a bachelors degree or higher compared to the City of Paducah, State of Kentucky, and is much higher than what would be expected from a distressed census tract. This is tied to the large number of artists residing in the Lowertown Neighborhood.
- This census tract has a significant amount of renter-occupied housing. Approximately 82% of housing units in this tract are renter occupied suggesting high demand for quality rental units.

Overview for Census Tract 21145030300









Largest Industries by Employment

- **Public Administration**
- Transportation/Warehouse
- Professional/Scientific/Tech Services
- Health Care/Social Services
- Information

Major Institutions and Assets

- Lloyd Tilghman House & Civil War Museum
- Paducah Railroad Museum
- The National Quilt Museum
- William Clark Market House Museum
- Walker Hall Event Center
- Carson Center for the Performing Arts
- McCracken County Public Library
- Paducah Convention Center
- **US Bank**
- **Regions Bank**
- Paducah Bank
- City Hall & Dolly McNutt Plaza
- Federal Courthouse
- **US Postal Office**
- Transient Boat Dock & Greenway
- Wilson Stage on the Ohio River
- Floodwall Murals
- **River Discovery Center**
- Seaman's Church Insititute



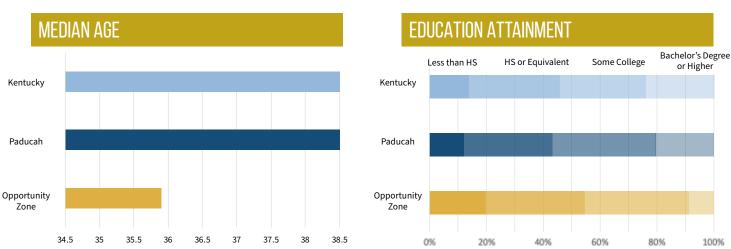
ZONE 2

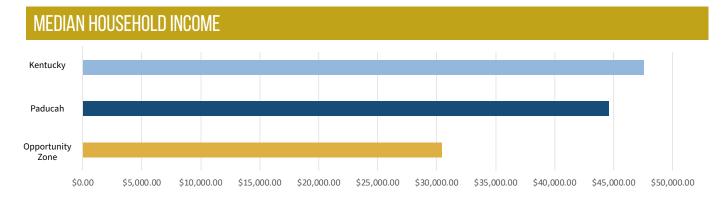
CENSUS TRACT 21145030400

KEY HIGHLIGHTS:

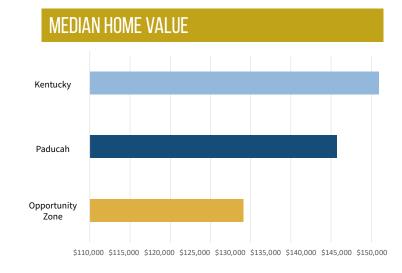
- 72% of housing units in this census tract fall into the category of single family homes. Many of these homes are in need of improvement and are mixed with commercial and industrial land-uses. There is a significant opportunity for redevelopment of existing single-family homes.
- This census tract is much younger than the City of Paducah and the State of Kentucky with a median age of 35.9. This is approximately 2.5 years less than the median age of the City and the State.
- This census tract supports recreational opportunities for the City as it includes a greenway trail, Bob Noble Park, and access to the Ohio River through the City's public boat launch.

Overview for Census Tract 21145030400









Largest Industries by Employment

- Transportation/Warehouse
- . Manufacturing
- B. Public Administration
- 4. Wholesale Trade
- Real Estate/Rental/Leasing

Major Institutions and Assets

- Maplelawn Park Cemetery & Mausoleum
- Bob Noble Park
- Noble Park Pool
- City of Paducah Ohio River Boat Launch
- Ohio River
- Historic Oak Grove Cemetery
- Atlas Door
- Darling Industries
- Municipal Compost Facility
- Paducah Water
- Greenway Trail

A designated UNESCO Creative City, Paducah is gaining acclaim as a destination for those who crave rich, authentic cultural experiences.

Regional Assets

Paducah is a regional economic driver for Western Kentucky. With access to multi-modal transportation, the City is well-positioned as a regional hub.

Paducah's leadership envisions a city where people strive to reach their full potential through lifelong learning, creativity, culture, and compassion for another. Complementing that vision, the city adheres to driving effective solutions, all while providing an excellent, inclusive environment to residents and tourists. Paducah has effectively leveraged these values and vision to offer an exciting list of community assets. The list features numerous cultural locations (e.g. museums, live performance venues, art centers), transportation infrastructure, and features two hospitals vital to the local economy. The hospitals, Mercy Health – Lourdes Hospital and Baptist Health Paducah, provide care and service to the region, while the facilities also make available 3,000 jobs.

Additionally, Paducah's location is served by major interstates and U.S. Highways. I-69, following the route of the existing Purchase Parkway to the south and east of Paducah, joins I-24 and I-66 approximately 15 minutes east of Paducah. This route connects Paducah to Indianapolis to the north and Memphis to the south. Further, I-24 routes west to St. Louis and east to Nashville – while also offering a business loop that runs through downtown Paducah. Major highways include:

- U.S. 60, which runs east to west and runs through the Paducah CBD;
- U.S. 45, which enters the city north and runs south to Mayfield, and;
- U.S. 62, which connects to Cairo, Illinois to the west and Calvert City to the east.

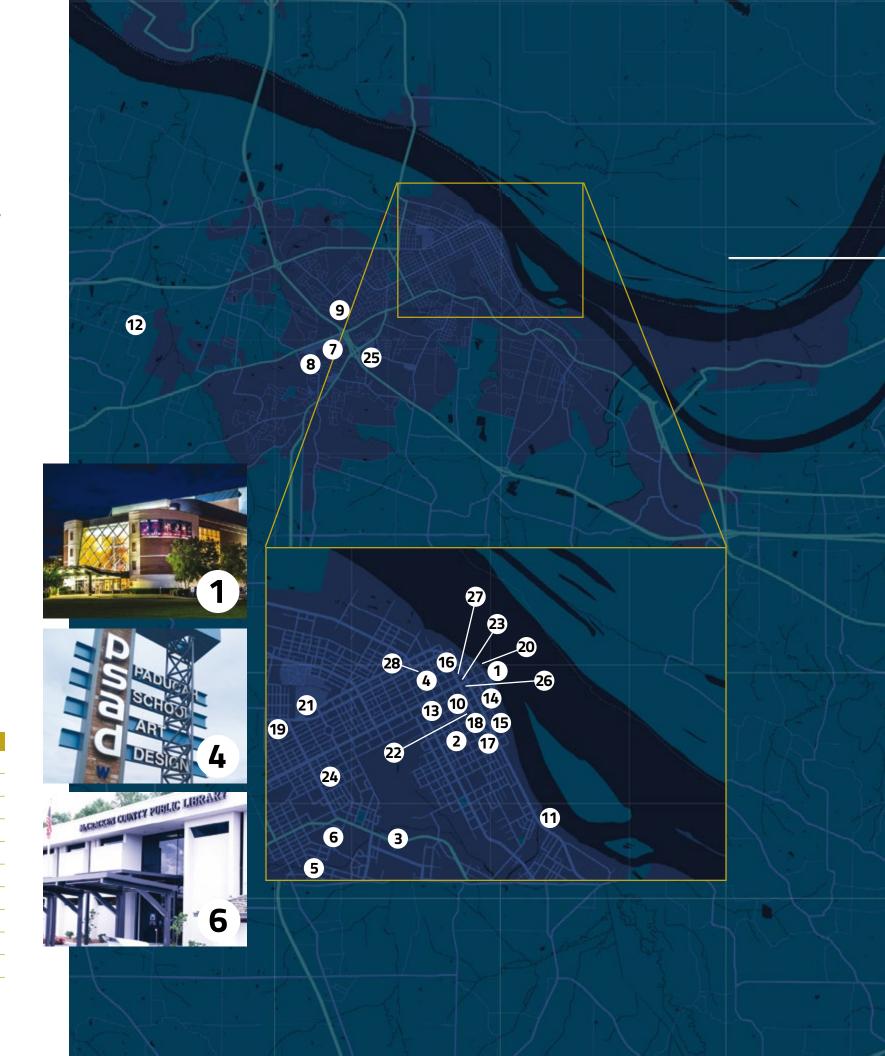
The region's transportation infrastructure connects the pulse of the Paducah economy, your investment, and the rest of the Midwest. Utilitzing it extensive rail lines, Paducah is ready for the container-on-barge transportation shift; moving freight off the highways onto more economical waterways. The following metropolitan area locations offer a glimpse into the connectivity of Paducah with the rest of Kentucky and the Midwest:

- 118 miles to Nashville, Tennessee;
- 127 miles to Owensboro, Kentucky;
- 138 miles to St. Louis, Missouri;
- 147 miles to Bowling Green, Kentucky;
- 216 miles to Louisville, Kentucky;
- 255 miles to Lexington, Kentucky, and;
- 300 miles to Indianapolis, Indiana.

Paducah is also home to the Barkley Regional Airport, which serves the area by offering jet service to Chicago-O'Hare with three round trips daily connecting Paducah to 150 domestic and 19 international destinations. Moreover, Paducah's proximity to the Ohio River offers a compelling tourist destination featuring riverboat tours and recreational boating opportunities. Alongside tourist opportunities, the Ohio River presents an unbounded prospect for commercial and logistical activity. Paducah is the northern-most freeze-free port in the U.S. inland waterway system. Consequently, four of the largest U.S. barge companies call Paducah home.

LOCAL ASSETS		
1. Carson Center for the Performing Arts	11. River Port Authority	21. Bob Noble Park & Pool
2. Hotel Metropolitan Museum	12. Barkley Regional Airport	22. Market House Theatre
3. J. Polk Brooks Stadium	13. Lloyd Tilghman House and Civil War Museum	23. Maiden Alley Cinema
4. Paducah School of Art & Design	14. Paducah Railroad Museum	24. Baptist Health Paducah
5. Paducah Public Schools	15. River Discovery Center	25. Mercy Health - Lourdes Hospital
6. McCracken County Public Schools	16. National Quilt Museum of the United States	26. Floodwall Murals of Robbert Dafford
7. West Kentucky Community and Technical College*	17. William Clark Market House Museum	27. Seaman's Church Institute
8. University of Kentucky College of Engineering (Paducah Campus)	18. Yeiser Art Center	28. PATS**
9. Murray State University (Paducah Campus)	19. Stuart Nelson Park	
10. McCracken County Public Library	20. Transient Dock	

^{*}WKCTC focuses on workforce development and has been named a top 10 community college in the U.S. four years in a row by Aspen Institute.



^{**}Paducah Area Transit Service (PATS) provides bus service for employees as well as trolley service for downtown tourists



The Riverfront Commons project is focused on improving the accessibility and safety of the riverfront area. The need for the project derived from an increasing amount of annual tourism, many of whom visit by boat (i.e. riverboat cruises and travelers docking at our Transient Boat Dock) or by land/air for conventions and festivals. Paducah's riverfront is the center of tourism, convention, and festival activity. Also, the west-end riverfront is adjacent to historic downtown Paducah and attractions such as: The National Quilt Museum, the Carson Center for the Performing Arts, the Paducah Convention and Exposition Center, the River Heritage Museum and Seaman's Church Institute. Every year, conventions, festivals, and riverboat excursions bring in more than 50,000 visitors to Paducah, doubling the city's population.

Riverboat tourism alone generates \$1.4 million in local spending annually. Recognizing the growth in the local and regional tourism industry, the City of Paducah initiated a Downtown Revitalization Plan in 1992, the Riverfront Redevelopment Master Plan in 2007, the Renaissance Area Master Plan in 2013, and the 2014 PRDA Riverfront Development Report.

Paducah has made significant investments to implement components of these plans.

The City and private partners (whose investments amount to \$21.8 million) and \$14.1 million in federal funds, have realized many components of the Downtown Revitalization and Riverfront Redevelopment plans, including:

- \$9.6 million toward design and construction of the Transient Boat Dock and riverfront expansion and bank stabilization (of which \$9.3 million came from Federal sources);
- \$2.0 million for the design and construction of the first four phases of the Greenway Trail, connecting west Paducah to the Riverfront (of which \$1.6 million came from Federal sources):
- \$19.9 million in private investment to design, permit and build a 123-room Holiday Inn near the Paducah Convention Center;
- \$25,000 for wayfinding (of which \$15,000 was from non-Federal sources), and;
- \$1.0 million in investments to attract new businesses and redevelopment in

Downtown Paducah, all of which were from non-Federal sources.

All thepro above investments have improved connectivity between downtown Paducah and the Riverfront, but additional investments are required to ensure the area is inclusive and all prior investments are fully leveraged. The new proposed investments as part of the Riverfront Commons project include:

- An excursion pier and plaza where riverboats can dock, and passengers can make easier, safer, and more comfortable connections to downtown Paducah;
- A transient dock landing that connects the Transient Boat Dock built in 2017 to the riverfront and Schultz Park to the Excursion Plaza, allowing visitors who visit Paducah by boat to safely and more comfortably enjoy the City's waterfront, and:
- Four intersection improvements and a multi-use pathway that improve pedestrian comfort and safety between the riverfront and downtown and between major downtown destinations.

Together, the above proposed improvements support the growing tourism industry and local multi-modal access. Ultimately, this infrastructure improvement would allow Paducah to provide greater transportation options to local, national, and international tourists and residents. With the Riverfront Commons also in an Opportunity Zone, this project could bring significant economic, environmental, safety, and quality of life benefits to Paducah and the region. Moreover, the area offers a viable investment opportunity in a vibrant community and robust local economy.

Existing Elements Paducah BUILD Program Elements

Historic Downtown District
 Riverport Authority Lands

Greenway Trail (completed)

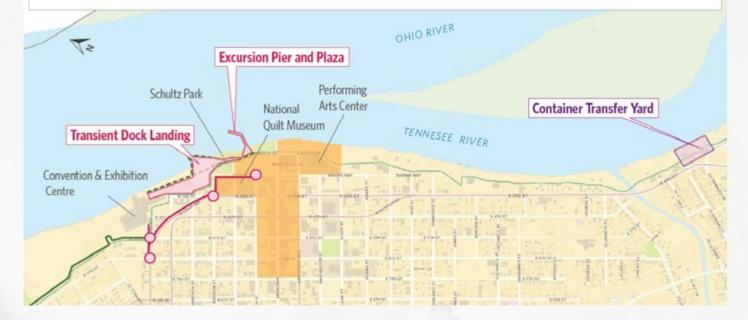
--- Greenway Trail (figure completed)

Riverfront Commons

- Intersection Improvements
- Multi-Use Pathway
- Riverboat Excursion Pier & Plaza Transient Dock Landing Sites

Riverport Container Transfer Yard

Container Transfer Yard Site





33

PADUCAH RIVERFRONT MASTER PLAN





CONTAINER TRANSFER YARD DEVELOPMENT PROJECT



INCREASED AVAILABILITY OF SAFER TRANSPORTATION

The rate of fatalities by waterborne transportation is four times lower than that of truck transportation on a per ton basis (0.10 vs. 0.38 fatalities per million tons), and the rate of injuries is 20 times lower (0.44 vs. 10.98 injuries per million tons). Waterborne transportation is also safer than rail transportation on a per ton shipped basis, with 0.10 fatalities and 0.44 injuries per million tons shipped compared to 0.34 fatalities and 2.81 injuries per million tons shipped.



MULTI-MODAL ACCESS TO REGIONAL ANCHORS

The Northern-most freeze-free port facility is also located to provide easy access to I-24, which follows a northwest to southeast route, from Marion, Illinois to Chattanooga, Tennessee. The I-24 corridor makes up the majority of traffic between St. Louis and Atlanta, and connects with I-69, I-57, I-75, I-65 and I-40.

The PMCRA is the grantee of Foreign Trade Zone #294



EXPANSION OF RIVERPORT CONTAINER CAPACITY

The proposed project is a two-acre container transfer yard, on the dry side of the floodwall, which includes the following elements: a concrete pad, automated yard entrance, truck scales, restroom and shelter, lighting, and security fencing. The container transfer yard will enable the PMCRA to serve as an economic engine for the region, and has the potential to attract manufacturing and distribution centers due to the direct blue water port access.



PROJECT ESTIMATE

According to estimates crafted by the Paducah-McCracken County Riverport Authority and the engineers at Bacon Farmer and Workman (BFW), the project is estimated to cost just over \$5.3M, inclusive of the following expenes:

CONSTRUCTION

\$4,835,600

ENGINEERING & PERMITTING

OTAL EST. \$5,319,200

PROJECT TOTAL EST.



PROPERTY BOUNDARY

EXISTING RAILSPUR





Paducah offers a full-service inland port facility at the confluence of the Ohio and Tennessee Rivers. The port presents viable opportunity for manufacturing and shipping commercially, in addition to already offering Opportunity Zone benefits for relocated capital in the area. The facilities can handle a wide range of commodities, including containerized, break-bulk, and bulk cargoes, as well as storing cargoes on terminal or in terminal warehouse facilities. The moderate Western Kentucky climate allows for year-round service and operations without fear of supply chain interruption.

As the hub of the U.S. Inland Waterways, the Central U.S. location near the confluences of four major Eastern U.S. river systems allows shippers to move their goods to over 65% of the U.S. population and Canadian border within one day's drive. There is direct access to multiple blue water Gulf ports and Foreign Trade Zone #294, which allows goods to be brought into the area duty-free and

without formal Customs entry. Additionally, the Paducah-McCracken County Riverport Authority is a U.S. Department of Transportation – Maritime Administration Marine Highway Designated Port. The port was also awarded the Marine Highway Leadership Award in 2016 for commitment to service and model practices.

Moreover, the inland port facility has served as the economic engine for the regional economy for over 50 years. The port holds a unique location - presenting a strategic benefit to customers while offering the largest concentration of navigable rivers in the world. In Downtown Paducah, the Tennessee River joins the Ohio River just outside the city's flood wall, and the Cumberland enters the Ohio just upstream at Smithland. Forty miles downstream, the Ohio enters the Mississippi at Cairo, IL. The strategic geographic location has enabled the City of Paducah and surrounding region to become the major hub for inland river activity. The port is currently active, including

twenty-three barge companies that operate or have corporate headquarters in the area. There are also five major inland shipyards in the region that service most of the nation's inland river towboats and barge fleets.

The operating port facility is located between river mile 1.3 and 2.0 on the left descending bank of the Tennessee River, near its confluence with the Ohio River. The property is in the City of Paducah and in McCracken County. The operating port facilities are located on approximately 48 acres of land owned by the City of Paducah and McCracken County. Approximately 38 of these acres are utilized for operations with 10 acres available for development. The acreage is divided by South Fourth Street which connects with Wayne Sullivan Drive in two locations. Furthermore, land areas in the vicinity of the port are fully developed with primarily industrial facilities.

Economic Data and GDP

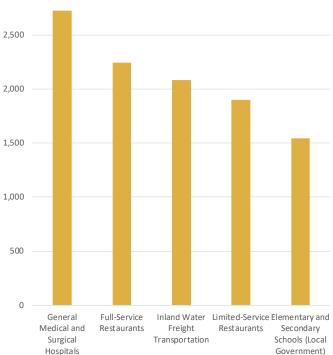
Within Paducah's firing economic engine, there are industries growing faster than the rest. The industries include engineering services, elderly and disabled people services, contact centers, and inland water freight transportation. The growth of these industries show Paducah has specific in-demand occupations, supplementing its already robust and viable economy.

Paducah features a robust economy with a \$6.2 million GDP and hosts a talented labor pool The impressive GDP shows Paducah is moving forward, creating an economy for the future.

Top occupations in the region center around hospitals, fullservice restaurants, and inland water freight transportation. Additionally, the concentrated employment in local government and schools along with physicians' offices, offer a glimpse into the backbone of the economy. The top occupations in the area also include a broad mix of training and educational requirements.

24.94% of workers commute from outside Paducah **75.06%** of workers live and work within Paducah

Largest 5 Industries in Paducah



What are Paducah's most prevalent economic drivers?



General Medical and Surgical Hospitals

NAICS: 622110 2018 Jobs: 2,727



Full-Service Restaurants

NAICS: 722511 2018 Jobs: 2,245



Inland Water Freight Transportation

NAICS: 483211 2018 Jobs: 2,080



Limited-Service Restaurants

NAICS: 722513 2018 Jobs: 1,901

in Paducah

Employer	Jobs
Baptist Health Hospital	1,710
Lourdes Hospital	1,450
Walmart	925
Paducah Public Schools	546
West Kentucky Community and Technical College	490
City of Paducah	395
Commonwealth of Kentucky	340
Computer Services, Inc.	275
Parkview Convalescent Center	250
Paxton Media Group	190



Baptist Health Hospital - Paducah's Largest Employer

Occupations by the Numbers in Paducah (2018) Top Growing Industries in Paducah (2013-2018)

Occupation	Jobs	Occupation	Jobs
General Medical and Surgical Hospitals	2,727	Engineering Services	509
Full-Service Restaurants	2,245	Services for the Elderly and Persons with Disabilities	288
nland Water Freight Transportation	2,080	Telemarketing Bureaus and Other Contact Centers	214
Limited-Service Restaurants	1,901	All Other General Merchandise Stores	180
Elementary and Secondary Schools (Local Government)	1,542	Inland Water Freight Transportation	177
Offices of Physicians (except Mental Health Specialists)	1,514	Offices of Physicians (except Mental Health Specialists)	177
Local Government, Excluding Education and Hospitals	902	Full-Service Restaurants	177
Engineering Services	796	Other Fabricated Wire Product Manufacturing	175
Temporary Help Services	766	Collection Agencies	137
Nursing Care Facilities (Skilled Nursing Facilities)	750	Outpatient Mental Health and Substance Abuse Centers	137

PADUCAH GDP: \$4,206,318,397.00

PERCENTAGE OF KENTUCKY GDP: 2.4%

Fun Fact: If Paducah's GDP were ranked globally, we'd place just behind the Commonwealth of Barbados (\$4.6B)

