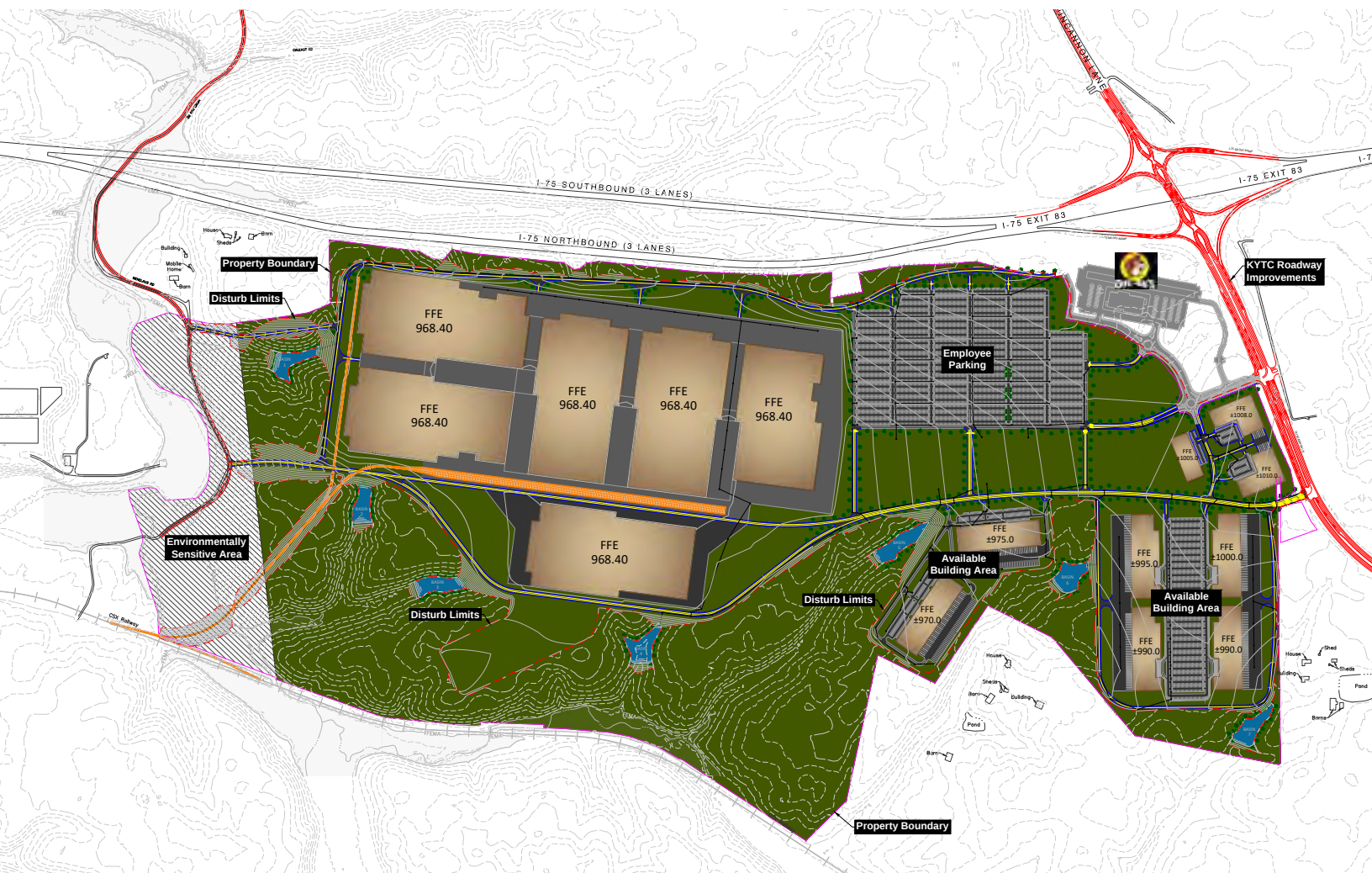


PROJECT NORA



Submitted to:

**TEAM
KENTUCKY.**
CABINET FOR
ECONOMIC DEVELOPMENT

Submitted by:

**East Kentucky Power Cooperative
Qk4, Inc.
Palmer Engineering
Solid Ground Consulting Engineers**

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EXHIBITS 1 - 18

RFP RESPONSE SUMMARY

SITE BOUNDARY LAYOUT

The site boundary shown below was used to complete the re-view and calculation for a pad-ready site on this property. The layout shown below meets the required vehicle and truck access points along with avoiding the sensitive area of the south portion of the project.

SITE REQUIREMENTS

Team Kentucky Site Meets Schedule Requirements

Team Kentucky is pleased to present our plan to deliver a pad-ready site that meets your requirements and is on schedule. Our team has prepared the documents requested and required by the RFP in the timeframe requested and is prepared to have full site control by October 15, 2023 with the permitting tasks and design for the improvements underway.



Qk4 9920 Corporate Campus Drive Suite 1200 Louisville, KY 40223				Project Estimate	
Job Name	PROJECT NORA	Estimator:	RBC	Job No.	16500.054
Summary		25%		Total Cost	
		Total Cost	Contingency		
Offsite Roadway Improvement Costs		\$36,500,000	\$9,125,000	\$45,625,000	
Cultural Historic Investigation and Reporting		\$4,390,000	\$1,097,500	\$5,487,500	
Mitigation Fees		\$35,738,000	\$8,934,500	\$44,672,500	
Pad Ready On Site Construction Cost		\$76,690,392	\$19,172,598	\$95,862,990	
Electric Expansion Cost EKPC		\$120,500,000		\$120,500,000	
		\$273,818,392	\$38,392,598	\$312,147,990	
Total Roadway and Electric Costs				\$166,125,000	
Total Pad Ready and Permitting Costs				\$146,022,990	

Team Kentucky's coordination with the client, its representatives and critical facilitators will start immediately upon selection. This includes coordination with the prospective battery manufacturer regarding desired building layout and refining the grading plan to reach a pad ready site customized to the needs of the manufacturer.

Kentucky has committed over 300 million (shown in chart below) in preparation for the new industry via pad ready site, utility upgrades and relocations, power delivery via a new substation on site, and the full site clearing and permitting necessary for construction to move unimpaired in November of 2025. The schedule below gives an outline of the path that is planned for Team Kentucky and the battery manufacturer. Our team of designers are

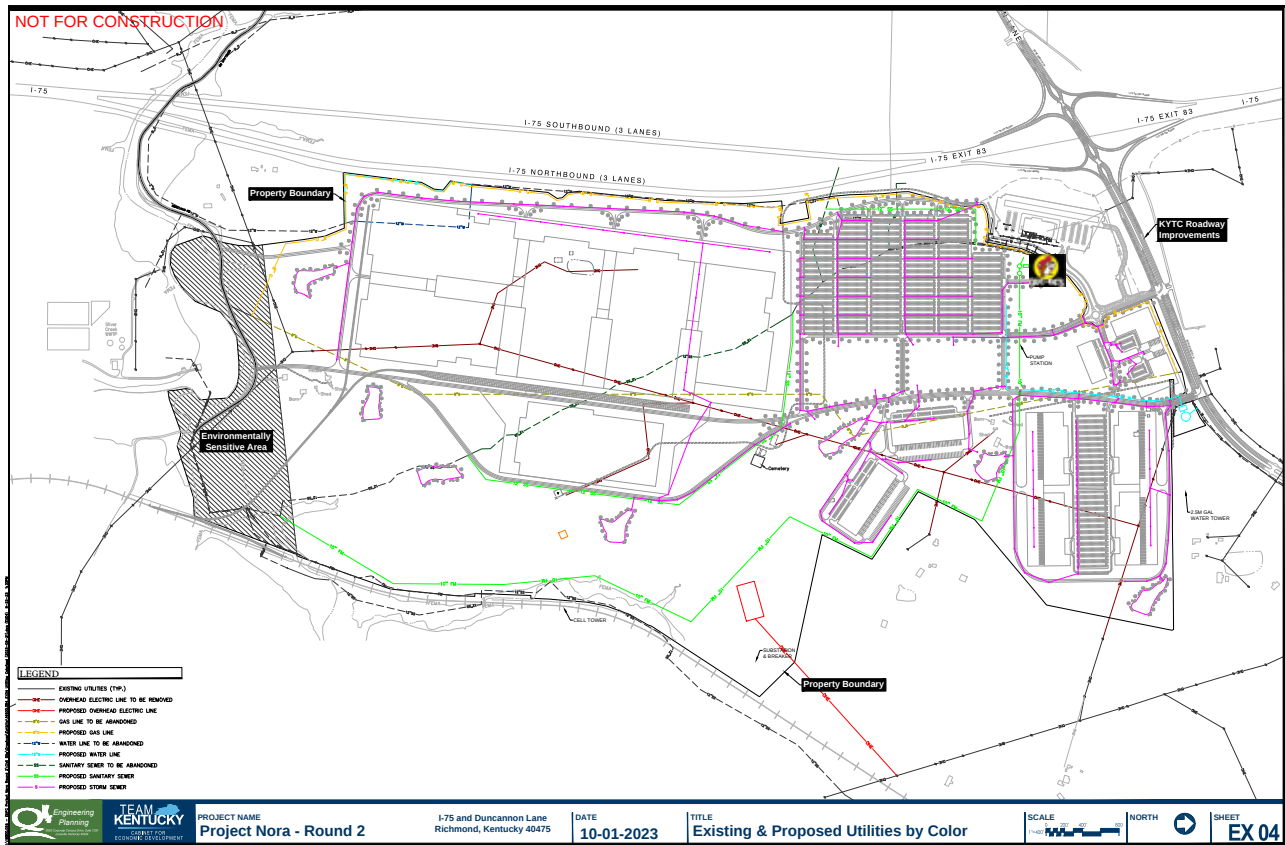
immediately available to execute this plan and hit the ground running based on the work that has been completed over the previous several weeks. (See Gantt schedule on page 5).

Site Utilities Provided on Schedule

Utilities

General Discussion on Relocations and Expansions

The property currently has water, sewer, distribution electric, gas, and cell tower on site. All the utilities have guaranteed that the required service will be available on or before the required timeline. Each of the abandonments and relocations can proceed separately from and ahead of the mass grading since the permitting necessary for those activities are routine in nature. The details of each individual utility relocation, abandonment, and expansion are discussed in the following paragraphs. The map below on page 4 (also shown in the appendices as Exhibit #1) shows all existing and proposed utilities and the following text outlines the utilities work that will be completed.



Richmond Utilities Sewer – RU has provided a “Will Serve Letter” confirming their commitment to meet the wastewater demands for this critical project. Currently there is an existing 12-inch gravity sewer that traverses the property through the middle of the property and continues under the interstate. Along with the 12-inch gravity, an 8-inch gravity and 18-inch force main are also on site as shown in the map, Exhibit #1 in the appendices.

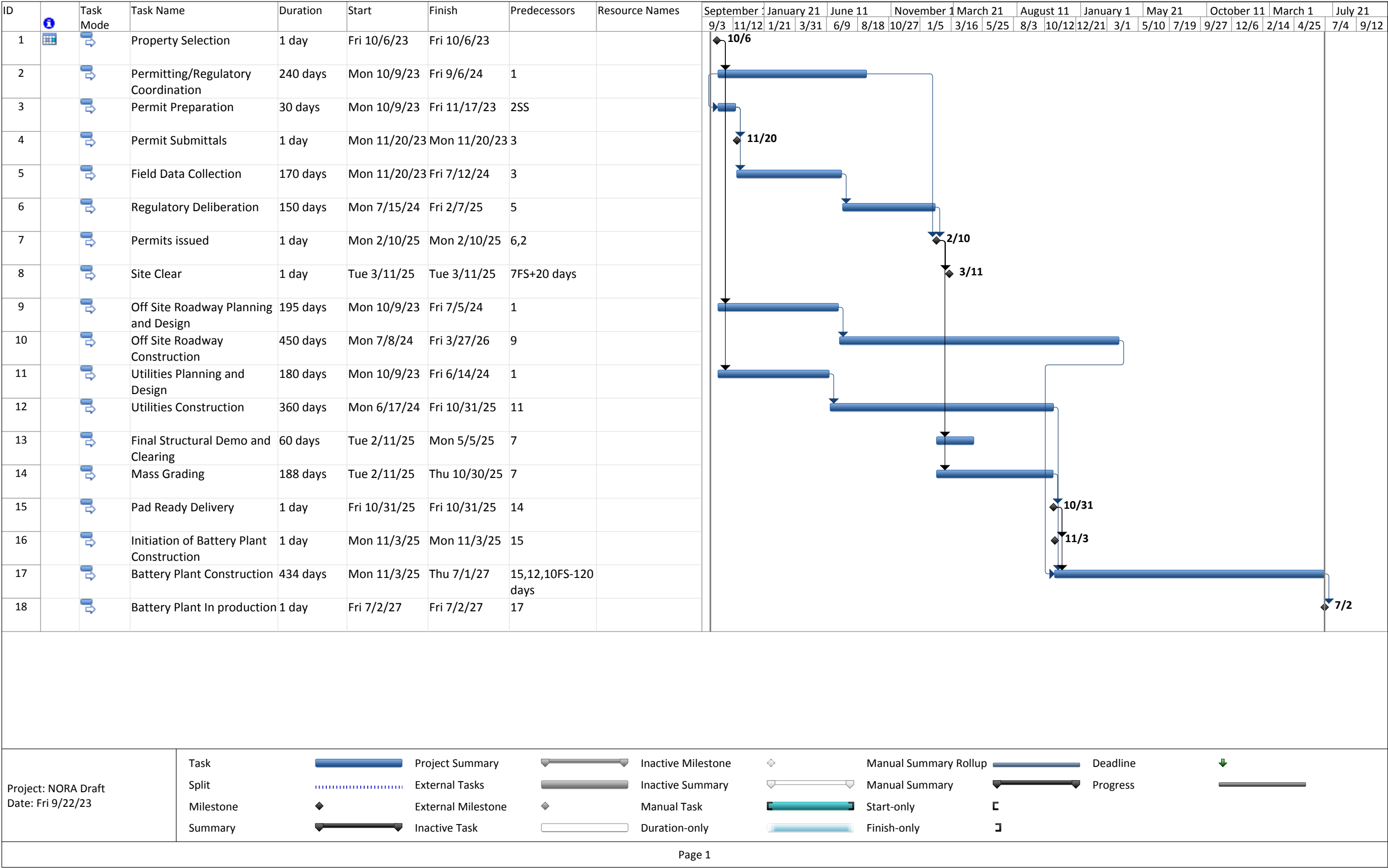
The existing 12-inch force main follows Hart’s Fork creek along the eastern boundary of the property, as shown in exhibit EX03d. A portion of sewer extends from that line to serve the Buc-ee’s. Prior to mass grading, a new sanitary pump station will be constructed to serve the area on the west side of the interstate along with the Buc-ee’s. The force main would be constructed along the north and east disturbed limits of the mass grading area and eventually tie into the existing sewers in the southeast of the property.

After pump station and force main installation and abandoning/safe loading the sewer to be in proposed cut and fill, the remaining portion of the 12-inch gravity sewer will remain in place and will be available for connection to the new industry. The 12-inch sewer has the capacity to serve the project’s 1,000,000 gpd flow. Additionally, suppliers that move in adjacent to the property will tie into the pump station and/or connect by extension of the gravity sewers in the future.

Richmond Utilities Water – RU has provided a “Will Serve Letter” confirming their commitment to meet the water demands for this critical project. The existing transmission water that will serve industry is in and near Duncannon Road right of way on the northern side of the property. There is also an existing 12-inch main along the western boundary of the property. See the existing water map, Exhibit #1 shown in the appendices.

The existing 16-inch line currently has an excess capacity of 2,000,000 gallons per day and Richmond Utilities is planning to further increase its capacity to serve with the addition of a 2,000,000-gallon water tank and booster pump station. The additional storage and pump add to the ability to serve the project and its required water use of 2,500,000 gpd at a continuous pressure of 75 psi on the industry side of the waterline. A tank location has been selected on one of the highest points on the property adjacent to Duncannon. The new tank will allow for enough storage to create a buffer of need for the new industry. The water company plans to initiate design and construction immediately upon notification of the property selection and can complete the project within 18-months of selection.

There are additional distribution water mains on the property. A 12-inch main runs from Duncannon behind the Buc-ee’s and along the western property line. Approximately 1,835 linear feet of the main will need to be relocated to be removed from the area of proposed grading. The 12-inch main will remain in service.



Delta Natural Gas – Currently, the existing 8–inch gas transmission main traverses the property diagonally from the south central/ southeastern portion of the property to the northcentral portion. The main will need to be abandoned and relocated to the western property line out of the area of mass grading and will be available for supply as necessary for the industry and any other subsidiary industry that is desired. The relocation can commence immediately upon site selection preemptively ahead of the mass grading. The main has redundant feeds and a pressure of 400 psi.

Electric Sub-Station and service to the property – The existing transmission line is near the eastern property line. This site would receive a new 138 kv transmission service approximately 4,000 feet from Parrish Road that would cross a short stretch of adjacent property to a new sub-station to be in an appropriate area outside of the proposed grading. East Kentucky Power will serve the property and provide the new service and sub-station and breaker station in parallel to the site grading work necessary for pad ready status. Power necessary for the construction office yard and laydown area will be available on site. Extension of that power as necessary to the contractor office area will be completed at the end of the permitting phase before mass grading activities. At a total cost to East Kentucky Power Corporation of \$120,500,000, power requirements necessary for the site will be met.

The following will be delivered on the schedule shown below:

- 15MW by 8/1/2025
- 40MW 7/1/2026
- 120MW by 9/1/2027
- 220MW by 9/1/2028

Project expenditure includes transmission Line Cost of \$56M, substation cost of \$64M, and breaker cost of \$500k. The service plan projects for the 220-megawatt load level include:

- New 138 KV distribution substation on the Begley site installed by 8/1/2025
- New Begley 138 KV breaker station
- Terminate the new 138 KV portion of the Fawkes-Duncannon Lane Tap at the new Begley breaker station
- Loop in the existing Fawkes-West Berea 138 KV line into new Begley breaker station
- New JK Smith-Fawkes 138 KV line
- New Madison County 138/69 KV substation

Communication services – Currently the available communication connection point is Duncannon Lane.

AT&T/ALLTEL will work with the industry to provide the required dual 10 Giga Bit service. Determination of the provider and the service entry location point will be negotiated as needed upon selection of the property. Plans for the location of the communication lines on site will be determined by the industry and its engineers during the initial stages of the project with installation occurring following permitting and mass grading.

Existing Rail

The existing rail bounds the eastern property line and is available as access for an industry spur. The elevation of the connecting point is approximately 892.64. A connection to the rail would start at this elevation and gradually increase at $\pm 2.5\%$ until reaching the proposed pad grade of 964.40. This would require 3,870 linear feet of rail and would allow for as much rail car storage and building connectivity as necessary for the industry. The cost of the spur would vary based on the number of tracks needed on the terminating end and the method of connection at the low end. The schedule necessary for rail installation is only impacted by material availability and mass grading completion.

Stormwater

The calculations per local and state stormwater requirements have been completed. The development will require approximately 3,100,000 cubic feet of detention ponds to meet the local requirements of 10-year 24-hour, 25-year 24-hour, 100-year 6-hour, and 100-year 24-hour storms. The determination and location of the proposed detention/retention are shown on Exhibit EX03e and fall directly in the existing tributaries. The basins will be constructed with mass grading phase of the project and can be utilized as sediment basins during construction until ground surfaces are complete. After that time, the basins will be cleaned out and final graded/restored for final use. Basins will also meet the City of Richmond's requirement for water quality.

- Utilities Map (Exhibit 2) attached in Appendices
- Support/will-serve letters are attached in Appendices from all necessary utilities.

PAGE	DUE DILIGENCE ITEM NO.
7	1. Title commitment and copies of all exception documents
7	2. ALTA/NSPS Land Title Survey meeting 2021 minimum detail requirements with Table A Items 1-5, 6(b), 11-18
7	3. Phase I ESA (and Phase II as needed)
8	4. Biological assessment including threatened and endangered species survey
9	5. Archeological/Cultural resources study
13	6. Wetland delineation report;
16	7. Utility map and will-serve letters
16	8. Geotechnical report
20	9. Topographical Report
20	10. Seismic refraction report

1. Title Commitment and Copies of all Exception Documents

This survey conducted based on American Land Title Association and National Society of Professional Surveyors 2021 Minimum Standard Detail Requirements for ALTA/NSPS Land Title Surveys. This survey includes Table A Optional Survey Responsibilities and Specifications Items 1-6, 11-18 Title commitment is complete to 60 years of history and will be complete to 100 years prior to property transfer.

2. ALTA/NSPS Land Title Survey Meeting 2021 Minimum Detail Requirements with Table A Items 1-5, 6(b), 11-18

Property located in Madison County Kentucky east of Interstate 75, south of Duncannon Lane, west of CSX railroad and north of Silver Creek, being property valuation administrator parcels 0057-0000-0035; 0057-0000-0036; 0057-0000-0035-1(Sturm-Black Farm); 0058-0000-0008(Ross Farm); 0058-0000-0007(Deaton Farm); 0058-0000-0005(Stagner Farm); 0058-0000-0020(Ramsey Farm); current title vested in Begley Properties, LLC. Two parcels, northwest and west portions of the Ramsey Farm conveyed to Buc-ee's Kentucky LLC by Begley Properties LLC as shown on the plat. Complete ALTA Land Title Survey meeting the above criteria can be found in the Exhibit #4 in the appendices. The following observations should be noted:

- One cemetery observed during this survey as shown on the plat (Deaton Farm).
- Various utility easement alignments exist throughout the property as is customary for rural properties in the region.
- One cellular telephone tower is located as shown on the plat (Deaton Farm).
- No survey issues of significance observed as part of this survey.
- Unless noted otherwise, all iron pins set (IPS) and as corner monuments and reference iron pins set (RIPS) this survey are five eights inch diameter concrete reinforcement rods eighteen inches in length with a yellow plastic identification cap marked, "CARR 3812" and "REFERENCE MON CARR 3812" respectively.

3. Phase I ESA (and Phase II As Needed)

PHASE I ENVIRONMENTAL SITE ASSESSMENT

Work Completed

As part of the environmental review for nearly 600 southern acres of the Project Property in early 2023, Phase I Site Assessment Begley Properties (CETCO, March 27, 2023) was conducted to identify the presence or likely presence, use, or release on the property of hazardous substances or petroleum products as defined in ASTM Practice E1527 as a recognized environmental condition (REC). The review also assessed the potential for RECs to be present on adjacent property parcels. The assessment included a records review, property reconnaissance and interview with the current property owner regarding the historical use of the property. Due to the passage of time, the report was updated in September 2023.

In order to provide a Phase I Environmental Site Assessment for the entire Project Property, a similarly scoped Phase I Environmental Site Assessment (Linebach Funkhouser, September 21 2023) was completed, documenting review of the northern approximately 400 acres of the site. In combination with the CETCO assessment, a Phase I ESA has been completed for the entire Project Property. The two studies are provided in Attachment A of the ESA report. The full report is attached in the appendices.

Findings and Conclusions

The CETCO ESA concluded that there were no historical recognized environmental conditions or de minimis conditions on the property or adjoining properties. No recognized environmental conditions were identified from the search of available environmental databases or during the site reconnaissance. The report concluded that, "based on our experience, the information reviewed, and our observations, no further action is required pertaining to ASTM E1527."

Linebach Funkhouser's review of the northern 400 acres documents similar conclusions for that part of the Project Property. There were no historical recognized environmental conditions or de minimis conditions on the property or adjoining properties. No recognized environmental conditions were identified from the search of available environmental databases or during the site reconnaissance. The report concluded that, "based on our experience, the information reviewed, and our observations, no further action is required pertaining to ASTM E1527."

Based on the findings of these two studies, no additional environmental site assessment activities are recommended. However, based on planned site development, numerous structures on the property will be demolished. A lead-based paint survey should be completed on any structure constructed before 1980 prior to any sanding or grinding of painted surfaces. Asbestos survey and abatement of any identified materials is required prior to demolition. Asbestos abatement costs are unknown at this time and will be dependent on materials the materials identified. For budgeting purposes, \$150,000 is estimated for survey and abatement of these structures.

- Phase 1 Environmental Site Assessment attached in Appendices (Exhibit #5).

4. Biological Assessment including Threatened and Endangered Species Survey

ENDANGERED SPECIES SURVEY

The CETCO ESA concluded that there were no historical recognized environmental conditions or de minimis conditions on the property or adjoining properties. No recognized environmental conditions were identified from the search of available environmental databases or during the site reconnaissance. The report concluded that, "based on our experience, the information reviewed, and our observations, no further action is required pertaining to ASTM E1527."

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Work Completed

The species identified by the IPaC include: Indiana bat, gray bat, northern long-eared bat, Virginia big-eared bat, and Short's bladderpod, all of which are listed as endangered. The species list also includes salamander mussel, which is proposed for listing as endangered, and the monarch butterfly, which is listed as a candidate species.

Available desktop resources were reviewed to document the ecological condition of the study area and inform subsequent field reconnaissance. A field review was conducted to determine habitat suitability for use by each of the listed species.

Findings and Conclusions

Habitat characteristics suitable to each of the listed species were assessed during field reconnaissance. A summary of the findings is presented in Table ES - 1.

Table ES - 1: Habitat Availability for USFWS IPaC Listed Species

Common Name	Scientific Name	Status	Habitat Potential
Gray bat	<i>Myotis grisescens</i>	LE	Potential foraging
Indiana bat	<i>Myotis sodalis</i>	LE	Potential summer roosting & foraging
Northern long-eared bat	<i>Myotis septentrionalis</i>	LE	Potential summer roosting & foraging
Virginia big-eared bat	<i>Corynorhinus townsendii virginianus</i>	LE	Potential foraging
Salamander mussel	<i>Simpsonaias ambigua</i>	PE	No potential habitat present
Monarch butterfly	<i>Danaus plexippus</i>	C	Potential habitat present
Short's bladderpod	<i>Physaria globosa</i>	LE	No potential habitat observed
Federal Status: LE = Listed Endangered, LT = Listed Threatened, C = Candidate, PE = Proposed Endangere			

Based on the research of existing data sources and field reconnaissance, it was determined that the habitat for the salamander mussel and Short's bladderpod is not present at the Project Property and the project will have No Effect on these species. Habitat is present for the monarch butterfly; however, the species is currently only listed as a candidate and is not expected to be upgraded to threatened or endangered before the project is complete. No further analysis for this species was undertaken.

Winter habitat for listed bat species is not present within the Project Property. The project will impact summer roosting and foraging habitat for listed bat species. Approximately 208 acres of forested and riparian habitat would be removed by the project (see Figure ES-3). With concurrence from the US Fish and Wildlife Service, these habitat losses can be mitigated with a contribution to the Imperiled Bat Conservation Fund. Mitigation costs are estimated at \$1,040,000.

See Figure ES-3: Endangered Bat Habitat on page 11.

- Threatened & Endangered Species Survey report attached in Appendices, Exhibit #5.

5. Archeological/Cultural Resources Study

ARCHAEOLOGY

Work Completed

A Phase I Archaeological Survey has been completed for the entire property. The southern part of the property (approximately 600 acres) was surveyed by the Kentucky Archaeological Survey in the summer and fall of 2023 and resulted in the identification of 22 archaeological sites. The northern part of the property was surveyed in September 2023 by Waypoint, who revisited six previously recorded sites and identified eight new sites. For each of the sites identified, the site boundaries were defined and the potential eligibility for the National Register of Historic Places was assessed. Findings of the Phase I field surveys have been documented in Management Summaries, suitable for coordinating with the SHPO, that summarize the work completed and findings. Due to the sensitivity of the data, locations for archaeological sites are not included within the Summaries. Copies of the Management Summaries, excluding location mapping, are provided in Attachment D of the ESA report. The full report is attached in the appendices.

Findings and Conclusions

The Phase I Archaeological Surveys of the property identified 41 archaeological sites within the Project Property. Of the sites identified, 33 were determined not to be eligible for listing on the NRHP. The remaining eight sites are recommended for additional Phase II Testing to further assess potential eligibility. A summary of the sites and eligibility determinations is presented in Table ES - 3.

Table ES - 3: Archaeological Sites Located in Project Property

Site No.	Component	Site Type	NRHP*
15Ma200	Native American / Historic	Open habitation / Historic House	PE
15Ma283	Historic	Tenant House	PE ¹
15Ma286	Historic	John Mason Farmstead	PE ¹
15Ma339	Native American and Historic	Open habitation and Farmstead	PE ²
15Ma349	Native American (Fort Ancient) and Historic	Open Habitation, Historic House, Historic Cemetery	PE ³
15Ma607	Native American (Woodland and Fort Ancient)	Open habitation	PE
15Ma200	Native American / Historic	Open habitation / Historic House	PE
FS5	Native American	Open habitation	PE
*PE – Potentially Eligible; 1 NE – Not Eligible. Omalley and Davis 1998; 2Begley and Farmer; 3Fiegel			

Three sites identified along the southern boundary surveyed by Waypoint extend into the southern area surveyed by Kentucky Archaeological Survey (15Ma336, 15Ma349, and 15Ma607). Sites 15Ma336 and 15Ma339 are recommended as potentially eligible for the NRHP. Due to the expansive nature of the preliminary site boundaries for sites 15Ma339 and 15Ma349, strips were plowed through these areas and information was gathered from a surface reconnaissance following rainfalls. This resulted in a significant reduction of the area recommended for additional Phase II Testing.

Discussions with Dr. David Pollack, who managed the assessment of the properties in the southern 600 acres of the property, revealed his expectation that several of these sites will be determined eligible for the NRHP and require Phase III Data Recovery prior to disturbance by the project. This includes Site 15Ma349 and the Hockaday Cemetery where there are 44 marked graves and an estimated 100 total interments.

Strategies for timely completion of the archaeological investigations will include regular and frequent coordination with the SHPO and US Army Corps of Engineers to expedite the Section 106 consultation process. Typically, Phase II Testing results are documented in a report, coordinated with SHPO, and concurrence with findings is secured before initiating Phase III Data Recovery. To minimize time required to complete the work, Phase II Testing will be documented with Management Summaries and field assessment of sites recommended for Data Recovery will begin as immediately thereafter as practicable. This will be accomplished with timely consultation among the USACE, SHPO, and Advisory Council for Historic Properties. It is also expected that multiple consultants will be mobilized for both the Phase II Testing and Phase III Data Recovery, in order to investigate multiple sites simultaneously. The cost of additional Phase II and Phase III archaeological work is estimated to be \$1,700,000.

CULTURAL RESOURCES

Work Completed

An architectural historic properties survey was completed for the Project Property and immediately surrounding area in September 2023. The purpose of the survey was to identify any properties listed on the National Register of Historic Places (NRHP) or having characteristics that would make them eligible for listing in such. Prior to conducting fieldwork, available records were reviewed to identify previous surveys and listed properties. All properties greater than 50 years old were surveyed. The results of the survey are documented in the Cultural Historic Assessment of 1,000 Acres South of Richmond, Madison County, Kentucky, NORA Project included as Attachment C of the ESA report. The full report is attached in the appendices.

Findings and Conclusions

One property within the Project Property was identified as listed on the National Register. Two additional properties immediately adjacent to the Project Property were also identified as listed on the NRHP. Survey included five properties within the proposed project limits. A summary of the survey results is provided in Table ES - 1. The location of surveyed properties can be seen in *Figure ES-4*; listed and eligible properties are shown in *Figure ES-5*.

Figure ES-3: Endangered Bat Habitat

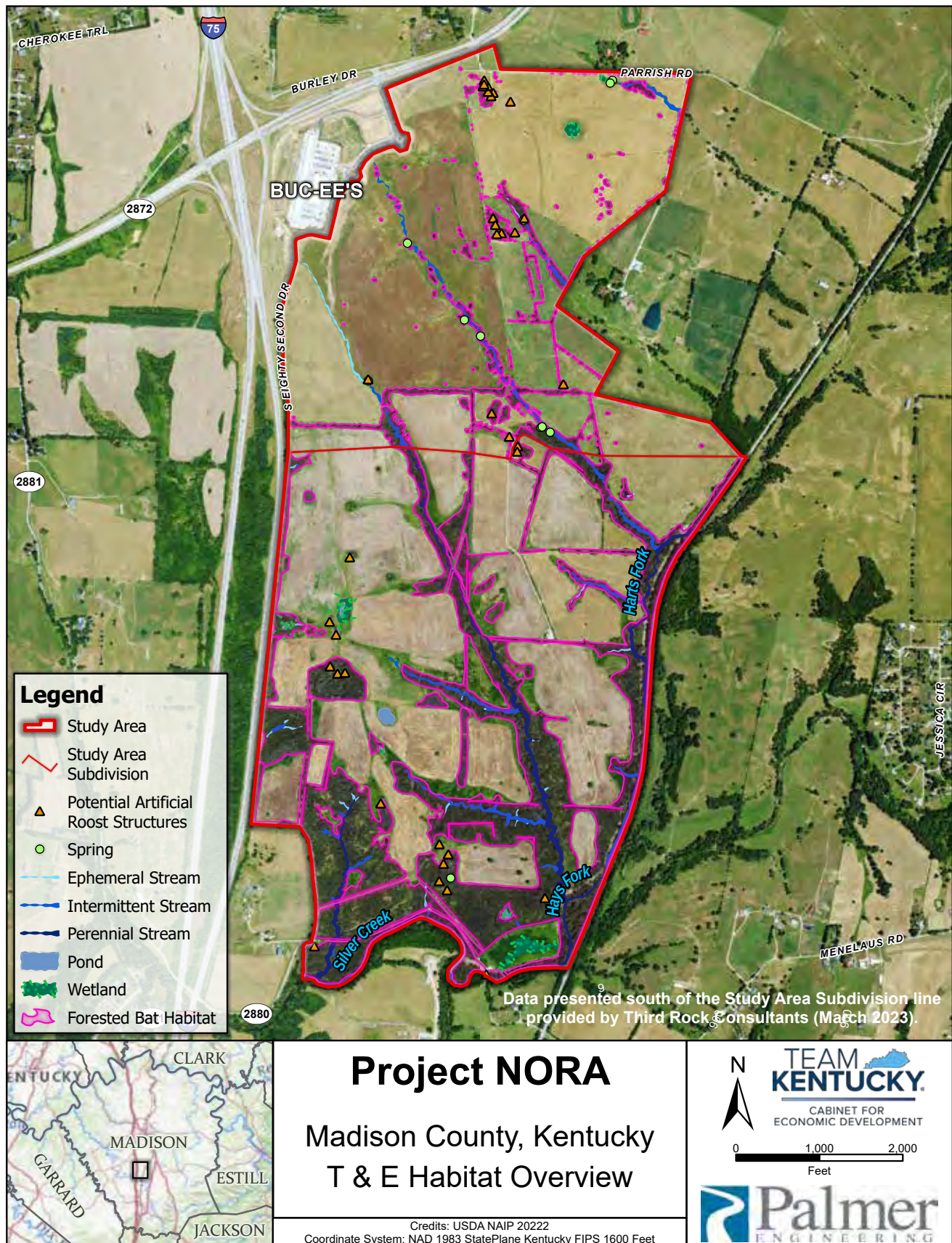


Table ES - 2: Historic Properties Surveyed

Field Site No.	KHC Site No.	Name	Location	Status
1	None	Rankin & May Mason Farm	1029 Parrish Road	Eligible
2	None	Stagner/Galloway Farm	1023 Parrish Road	Not Eligible
3	None	J.S. Hockaday Farm	Robinson Road	Not Eligible
4	MA-86	John & Sally Duncan Mason House	Menelaus Road	Eligible
5	MA-131	James Rankin Mason House and Farm	Menelaus Road	Listed
NA	MA 130	William Miller House	1068 Parrish Road	Listed
NA	MA 114	Duncannon	1099 Parrish Road	Listed

The survey identified an area within the Project Property identified as the James Rankin Mason House and Farm (Field Site #5; MA131). The property was listed on the National Register of Historic Places in 1988. The boundary listed in the nomination is constrained to approximately five acres immediately surrounding the residence. Consistent with current practice, the boundary is proposed for expansion to include the entire property as it existed during the period of significance. Proposed construction would have an adverse effect on the property.

Two additional listed properties were identified on parcels adjoining the Project Property. Duncannon (MA-114) is located north of the Project Property and north of Parrish Road. Although the original 1980 nomination only includes the house and the domestic yard within the NRHP boundary, a more accurate boundary would include the landscape and many historic agricultural buildings.

Located east of the Project Property, the William Miller House (MA-130) is a working farm with a boundary that incorporates the entire property parcel. Construction of a manufacturing facility would present an adverse effect to the setting of both of these listed properties.

The survey also identified two additional parcels within the Project Property that are recommended as eligible for the National Register of Historic Places. The Rankin & May Mason Farm (Field Site 1) is located on approximately 94 acres in the northeastern corner of the Project Property. The property is recommended as eligible under Criterion A for its association with agriculture in Madison County during the early 20th century and is an excellent example of a small farm, with an array of domestic and agricultural buildings. Construction of a manufacturing facility would likely require removal of the residence and farm buildings and would have an adverse effect to the property.

The John & Sally Duncan Mason House (Field Site 4) is located in the southeastern part of the Project Property. The farm is recommended as eligible under Criterion A for its association with agriculture and under Criterion C for architecture. Construction of a manufacturing facility would likely require removal of the residence and farm buildings and would have an adverse effect to the property.

The project would have an adverse effect directly impacting Field Sites 1, 4, and 5. The project would also have an adverse effect by altering the setting of the two adjacent properties listed on the National Register of Historic Places. Coordination of the historic properties assessment report with the State Historic Preservation Office (Kentucky Heritage Council) and the US Army Corps of Engineers should be initiated as early as practicable. Regular and frequent meetings among the parties should be established to provide for a smooth and timely Section 106 consultation process. Adverse effects would be mitigated through strategies negotiated among the parties and documented in a Memorandum of Agreement. For the purpose of project budgeting, mitigation costs are estimated to be \$1,500,000.

6. Wetland Delineation Report

STREAMS AND WETLANDS

In spring 2023, Third Rock Consultants was engaged by CETCO to delineate waters of the US (WOTUS) for the purpose of making a US Army Corps of Engineers (USACE) jurisdictional determination. The assessment addressed approximately 600 acres in the southern part of the Project Property. To provide analysis of the entire Project Property, Palmer conducted a similar assessment in September 2023 for approximately 400 acres lying within the Project Property north of the area assessed by Third Rock. A consistent approach, in keeping with USACE and Kentucky Division of Water KDOW requirements, was taken by Third Rock and Palmer to conduct the work and document results and conclusions. Copies of the assessment reports are included as Attachment E of the ESA report. The full report is attached in the appendices.

Work Completed

Desktop review and analysis of available public resource data was conducted to determine the ecological condition of the study area and inform subsequent field reconnaissance. Areas identified by the research that contained potential streams and wetlands were the focus of initial field assessment. The entire Project Property was investigated to locate and characterize any streams or wetlands that exist on the Project Property. Features were mapped using GPS equipment. Water and habitat quality data were collected as needed to appropriately assess impacts in accordance with KDOW and USACE requirements. The features identified are shown in *Figure ES-6*.

Findings and Conclusions

Wetlands

A summary of the wetlands identified as jurisdictional during the field reconnaissance is provided in Table ES - 4. The wetlands are scattered across the Project Property with most occurring in the southern half of the study area. With the exception of Wetland A and WET-1, all wetland impacts are no greater than 0.1 acre. Wetland A, Wetland D, and Wetland E are located along Silver Creek near the southern boundary of the Project Property identified by the Request for Proposal as beyond the area “to be improved to development ready condition at no cost to Project Nora.” These wetlands would presumably not be impacted by the project.

Table ES - 4: Jurisdictional Wetlands

WOTUS ID	Area (acres)	Wetland Type	Cowardin Class	Coordinates	
				Latitude	Latitude
WET-1	0.08	Emergent	PEM	37.67645	-84.29632
Wetland A	1.90	Scrub-Shrub	PSS	37.64767	-84.30042
Wetland C	0.02	Emergent	PEM	37.65735	-84.30514
Wetland D	0.07	Emergent	PEM	37.64732	-84.30100
Wetland G	0.02	Forested	PFO	37.65872	-84.30950
Wetland H	0.10	Emergent	PEM	37.65871	-84.30952
Wetland Totals	2.19				

Streams

Drainage across the Project Property generally flows from northwest to south east in three intermittent and two perennial channels that are tributaries to Harts Fork and Hays Fork to the east, both perennial streams, and Silver Creek to the south, which is also a perennial stream. Tributary streams crossing the property are fed by more shallow ephemeral channels. All or parts of Streams 9, 28, 29, 30, 39, 46, 47 and 49 are located along Silver Creek near the southern boundary of the Project Property identified by the Request for Proposal as beyond the area “to be improved to development ready condition at no cost to Project Nora.” These wetlands would presumably not be impacted by the project. A summary of the streams within the Project Property is provided in Table ES - 5.

Table ES - 5: Jurisdictional Streams

Feature	Impact Length (ft)	Water Quality
Ephemeral Streams	4,889	Poor - Fair
Intermittent Streams	17,361	Poor - Fair
Perennial Streams	13,765	Poor - Fair
TOTAL	36,015	

Mitigation

Mitigation is required for impacts to streams and wetlands as determined by the USACE permitting of Section 404 impacts under the Clean Water Act. Streams and wetlands identified within the area described in the RFP (Figure 1) as “to be improved to development ready condition at no cost to Project Nora” were assumed to be impacted. Resources south of the described area were assumed to be avoided, with the exception of potential impacts associated with two access connections to Menelaus Road and a potential rail spur connection.

Figure ES-4: Surveyed Historic Properties

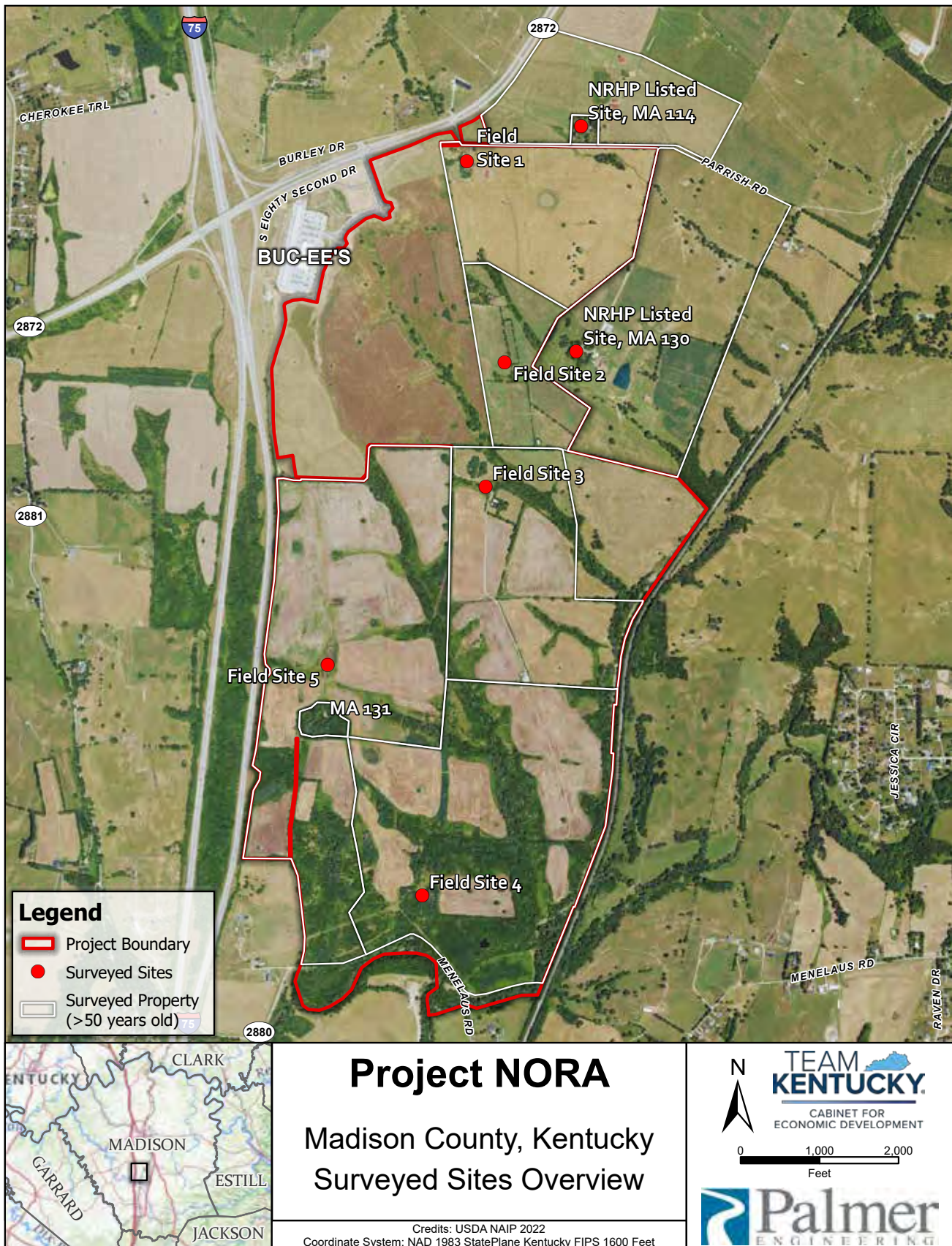
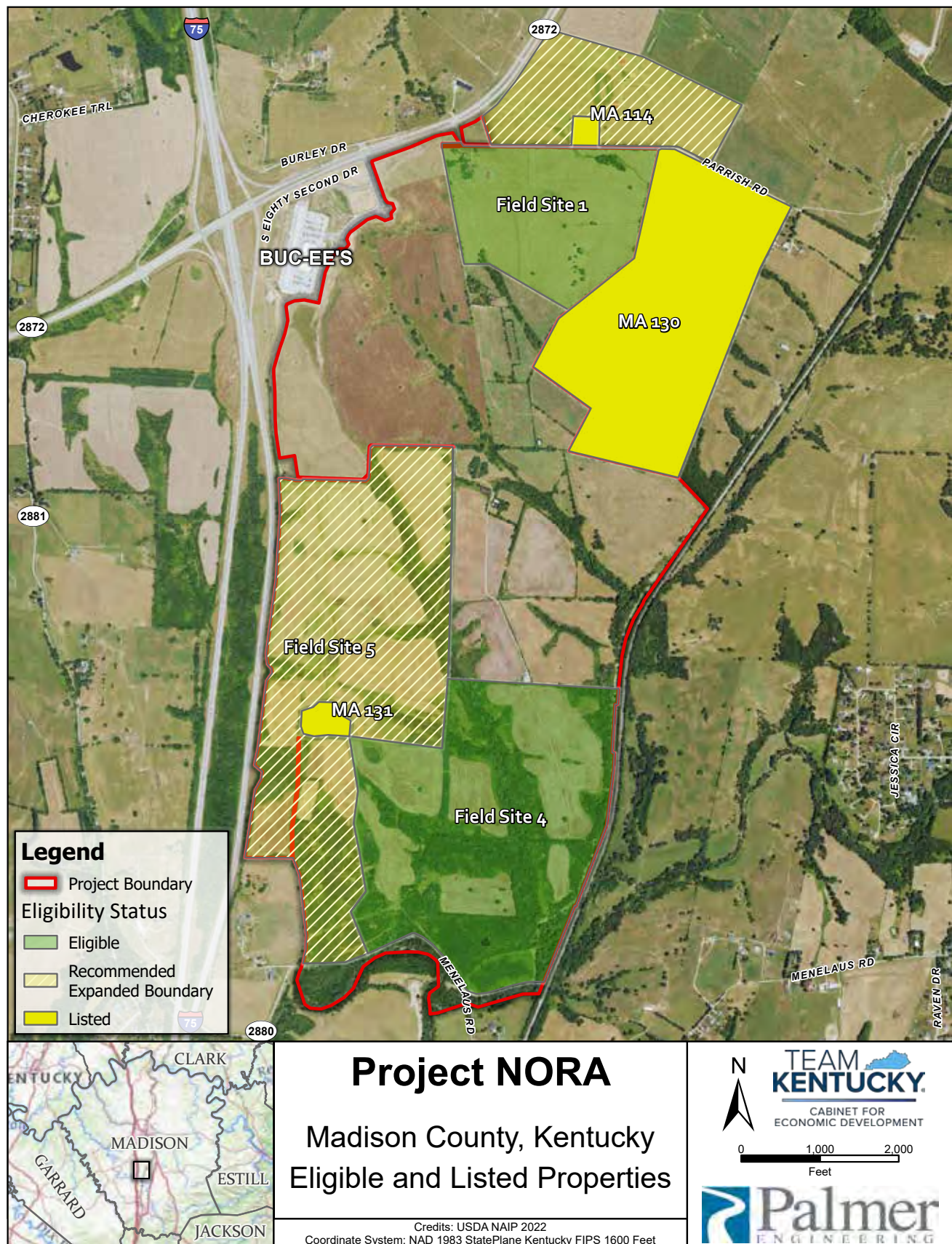


Figure ES-5: Eligible and Listed Historic Properties



Mitigation will presumably be addressed through payment to the Kentucky Department of Fish and Wildlife Resources (KDFWR) Fee In Lieu Of (FILO) program. According to the fee schedule currently available on the KDFWR webpage, wetland credits cost \$78,000 per AMU and stream credits are sold at a cost of \$395 per AMU. Wetland impacts are assumed to be mitigated at a 2:1 ratio. A 20% temporal loss is assessed for both stream and wetland mitigation credits purchased through the FILO program. A 15% contingency has been added to account for potential increases in the FILO fee schedule prior to credit purchase.

Impacts are anticipated to require the purchase 74,610 stream mitigation credits and 0.5 wetland mitigation credits. Mitigation costs for purchase of stream and wetland credits are estimated as \$34,938,000.

- Wetland and Stream Survey Report attached via Due Diligence attached in Appendices, Exhibit #5
- Property Flood Zone Information attached in Appendices, Exhibit #6

7. Utility map and will-serve letters

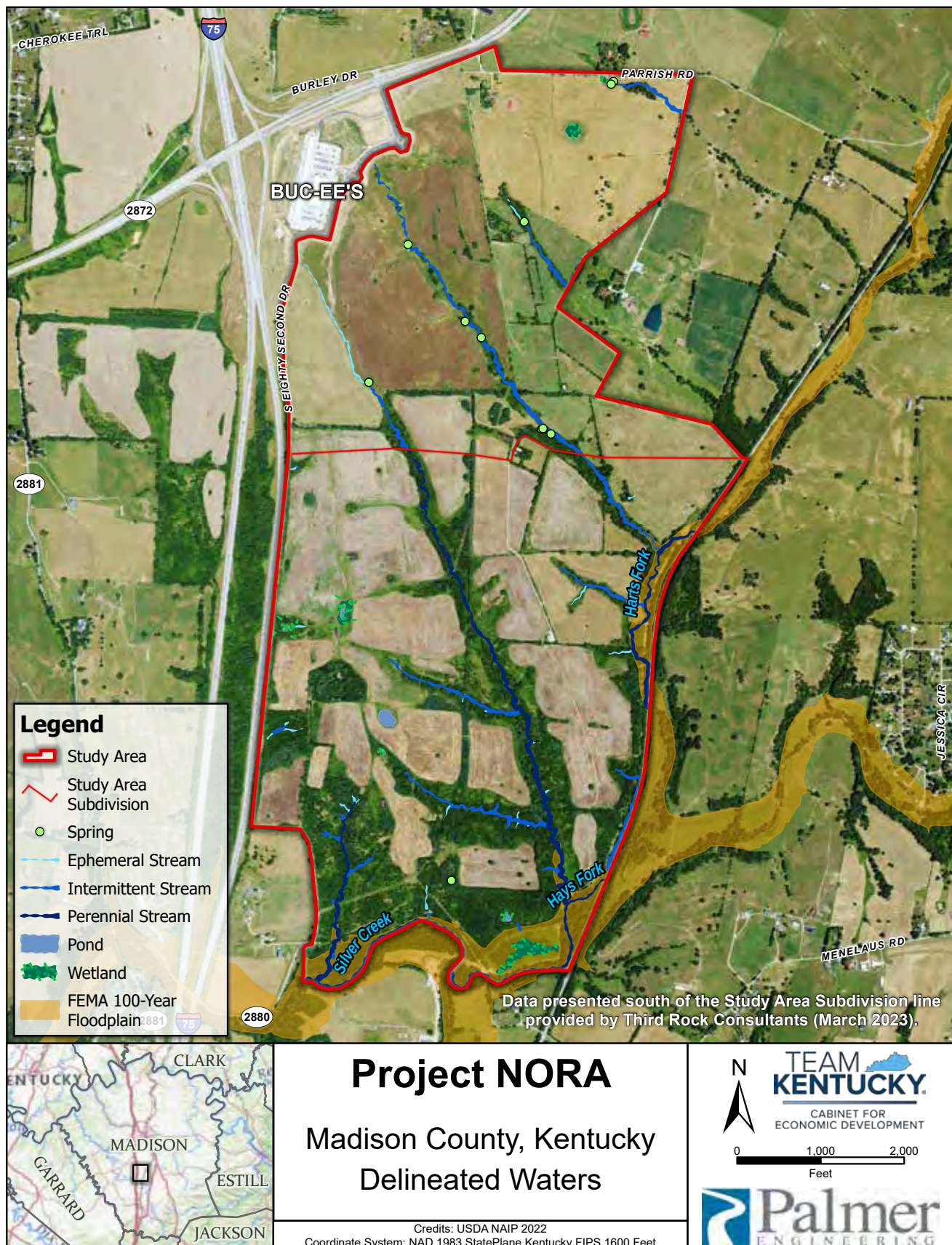
Map and letters are included in the appendices, Exhibits 1 and 3.

8. Geotechnical report (consistent with the scope reflected on the enclosed Exhibit A)

This Executive Summary serves as a reference to our Preliminary Report of Geotechnical Exploration and outlines specific client requested information that has been provided in our report. Please note that this document was created prior to finalizing our recommendations and is subject to change.

1. We were provided with a preliminary site plan for the project and have provided forty-six (46) soil test borings for the project. Soil boring locations can be found in Section 3.3 in our report. At the time of our report, maximum design loads were unknown.
 - a. All borings were advanced to auger refusal at the bedrock surface with the exception of boring B-101 which was terminated at a depth of 16.5 feet.
 - b. Eight (8) of the borings had bedrock cores taken within the upper 10 feet of the bedrock.
2. Based on the assumed end use of the site, we have developed several potential foundation systems that may be appropriate for the development.
 - a. Shallow spread footings may be appropriate for the development. Soil bearing footings may have a maximum net allowable bearing capacity of 1,500 to 2,5 PSF (pounds per square foot). Rock bearing footings may have a maximum net allowable bearing capacity of 5,000 to 10,000 PSF.
 - b. Shallow continuous footings would have the same maximum net allowable bearing as shallow spread footings and should have a minimum width of 18 inches.
 - c. Center to center spacing and pile group reductions for deep foundations is outlined in Sections 5.2.2 and 5.2.3 of our report for drilled piers and micro piles respectively.
 - d. Drilled Piers (caissons) can have a combination of end bearing and skin friction. Maximum net allowable bearing capacity for end bearing in competent limestone bedrock may be 50,000 to 100,000 PSF, skin friction capacity may be 3,000 to 20,000 PSF, and lateral capacity may be 500 to 1000 PSF. All shafts should be a minimum of 24 inches with a minimum of 2 feet rock socket.
 - e. We do not recommend auger cast piles.
 - f. We do not recommend driven piles.
 - g. Drilled shafts should have 1.5-inch test holes in each shaft a minimum of 5 to 20 feet. The bottom of each shaft should be observed by Solid Ground prior to concreting.
 - h. At the time of this report, there is insufficient information to develop soil interaction curves for drilled shafts as size, spacing, and loading information is unknown. Section 5.2.2 contains approximate material values.
 - i. Sign and Light pole bases should be designed as skin friction bearing shafts with a skin friction of 500 to 1,500 PSF and a lateral capacity of 200 to 500 PSF varying significantly based on the use of in situ soils or imported fill.
3. We do not recommend proprietary foundation systems.
4. Shallow soil bearing footings should have immediate settlement of less than 1 inches, long-term settlement of less than 10 inches, and differential settlement of less than 6 inches varying significantly with height of fill placed below

Figure ES-6: Delineated Streams and Wetlands



the footings to achieve proposed grades. Shallow rock bearing footings should have immediate settlement of less than 0.25 inches, long-term settlement of less than 0.5 inches, and differential settlement of less than 0.5 inches. Drilled shafts should have immediate settlement of less than 0.25 inches, long-term settlement of less than 0.5 inches, and differential settlement of less than 0.5 inches. We recommend wick drains and settlement monitoring stations be placed within fills greater than 10 feet.

5. In accordance with the 2010 ASCE-7 standard and the geology of the area, we assign a site seismic classification of "C".
 - a. Slope stability is a potential hazard associated with earthquake motions with an increased risk associated with tall unreinforced/non-stabilized slopes with a natural low factor of safety for global stability. All slopes and walls should be evaluated for the effects of seismic conditions. Liquefaction and surface rupture are considered to have a low potential at this site location.
6. Lateral pressures on basement and retaining walls due to earthquake motions will vary significantly with fill heights, wall heights, and fill type. Adding fill to the site may alter the seismic classification influencing the seismic design criteria.
 - a. Liquefaction associated with earthquake motions is considered to have a low potential at this site location. Basement and retaining wall design should be evaluated for seismic conditions once final fill height and structure locations are determined to accurately evaluate seismic loads.
 - b. Deep foundations should be analyzed for seismic loads, but the seismic condition is not anticipated to control the deep foundation design. Lateral loads (if any) are likely to control the flexural design of deep foundation elements.
7. Seismic recommendations are based on:
 - a. A Shear Wave Velocity Refraction Microtremor (ReMI) analysis was performed, and a Site Seismic Classification of B is warranted based on an average velocity of three (3) runs of 3,208.3 ft/sec.
 - b. In accordance with the 2010 ASCE-7 standard and the geology of the area, we assign a site seismic classification of "C".
8. The site is located in a known karst geology and is rated as being karst prone by the Kentucky Geological Survey (KGS). Sinkhole risk and abatement information can be found in Sections 3.2 and 4.9 of our report.
9. Subgrade treatment with respect to swelling, heave, and expansive soils are outlined in Section 4.15 of our report.
10. The site should be stripped of all topsoil, organics, and other deleterious material prior to construction. All areas to receive fill or site improvements should be proof rolled by a loaded tandem axle dump truck. Further information can be found in Sections 4.2 and 5.1.1 of our report.
11. Fill should contain less than 2% (by weight) organic material with a maximum liquid limit of 50 and a maximum plasticity index of 30. All of the soil on site can be re-used on the site. Certain materials, however, is not appropriate for all areas.
12. Maximum dry density and Optimum Moisture content of fill material should be determined via the Standard Proctor Compaction Test (ASTM D698).
13. Each lift of structural fill should be limited to a maximum thickness of 8 inches for soil and 24 inches for shot rock. Further requirements can be found in Section 5.1.2 and 5.1.3 of our report.
14. All areas to receive fill or site improvements should be proof rolled with a loaded tandem axle dump truck. Fill should be placed per Section 5.1.2 and 5.1.3 of our report. Structural fill should be compacted to a minimum of 98% of its maximum dry density per ASTM D698.
15. Structural fill should be tested at each lift and at a rate of 1 test per 5,000 square feet.
16. Structural fill should be compacted to a minimum of 98% of its maximum dry density per ASTM D698.
17. A conservative compaction factor for earthwork of 0.8-0.9 is appropriate for the on-site soil. A range of compaction factors is presented in Section 5.5.1 of our report.
18. All samples have been inspected for odors, visual characteristics, debris, etc. and details of each have been provided on the boring logs and laboratory analysis reports in our report. At the time of this summary, we do not believe that cathodic protection is necessary for underground metallic pipes and/or structures. We recommend further testing of corrosion, soil resistivity, and pH as design of the development continues.

19. Groundwater was encountered within 6 of our 46 soil borings during drilling and within 2 of our 46 soil borings 24 hours after drilling.
20. Lean clay, fat clay, silty clay, silt, and elastic silt were all encountered within our samples.
21. The groundwater table will sit within 2 feet of the surface of bedrock.
22. Retaining walls should be backfilled with an open graded gravel in a 1:2 (H:V) starting two (2) feet from the base of each wall. We recommend all retaining walls be in a “drained” condition and do not recommend undrained walls. Drainage should consist of a vertical section of crushed stone or gravel approximately 18 inches wide behind the wall with perforated drainpipe located at the foundation level. The granular wall backfill material should be capped with 12 to 24 inches of low plasticity clay to minimize infiltration of surface water runoff behind below grade walls. Table 1 shows equivalent fluid pressures for a drained condition.

Table 1: Equivalent Fluid Pressures

Backfill Material	At Rest (PCF) Drained Condition	Active (PCF) Drained Condition	Passive (PCF) Drained Condition
Anticipated Bedrock sloping towards the wall ($\Phi = 38^\circ$)	50	30	500
Anticipated Well Graded Gravel sloping towards the wall ($\Phi = 38^\circ$)	50	30	600
Anticipated Clay soil sloping towards the wall ($\Phi = 25^\circ$)	70	50	300
Anticipated Silt soil sloping towards the wall ($\Phi = 30^\circ$)	60	40	350

23. A slab subgrade modulus of 80 to 100 PCI (pounds per cubic inch) may be appropriate for the development.
24. A friction coefficient of 0.45 may be appropriate for concrete and limestone and a friction coefficient of 0.3 may be appropriate for concrete and clay.
25. All permanent slopes should have a maximum slope of 2 to 1 (H:V).
26. Two California Bearing Ratio (CBR) tests were performed on soils from the site with values ranging from 5 to 9%.
27. An assumed ESAL value of 75,000 for light duty paving and 1,500,000 for heavy duty paving. A light duty flexible paving section of 4 inches of asphalt over 6 inches of DGA (dense graded aggregate) may be appropriate. A heavy-duty flexible paving section of 5 inches of asphalt over 10 inches of DGA (dense graded aggregate) may be appropriate. A heavy-duty rigid paving section of 10 inches of 4,000 PSI (pounds per square inch) reinforced concrete over 10 inches of DGA (dense graded aggregate) may be appropriate. Further requirements can be found in Section 5.6 of our report.
28. We recommend that all asphaltic concrete, Portland cement concrete, and prime and tack coats meet the requirements of the Kentucky Transportation Cabinet (KTC) standard specifications (Section 400). All pavement subgrade should be proof rolled prior to placing stone base, the stone base should be tested for density at a rate of one (1) test per 5,000 square feet, asphaltic concrete should be tested for density at a rate of one (1) test per 5,000 square feet, and Portland cement concrete should be tested for slump, air content, and compressive strength at a rate of one (1) test per 100 cubic yards. Further requirements can be found in Section 5.6.4 of our report.
29. We do not recommend the use of unreinforced concrete slabs within the development. For slabs with loads less than 250 PSF, a slab section may consist of 8 inches of open graded stone overlain by 5 inches of concrete. For slabs with loads less than 500 PSF, a slab section may consist of 10 inches of open graded stone overlain by 7 inches of concrete. Further requirements can be found in Section 5.3 of our report.
30. We have provided four (4) soil permeability tests, two (2) utilizing in-situ conditions, and two (2) utilizing 98% compacted and moisture conditioned conditions. The hydraulic conductivity can be found Section 4.16.
31. Soil resistivity was tested utilizing the Wenner Array method.
 - a. Two locations were tested with two sets of measurements taken per perpendicular direction providing four sets of measurements.

- b. At each test orientation, five different electrode spacings were utilized c. Table 2 shows the average resistance and effective soil resistivity of each line tested.

- c. Table 2 shows the average resistance and effective soil resistivity of each line tested.

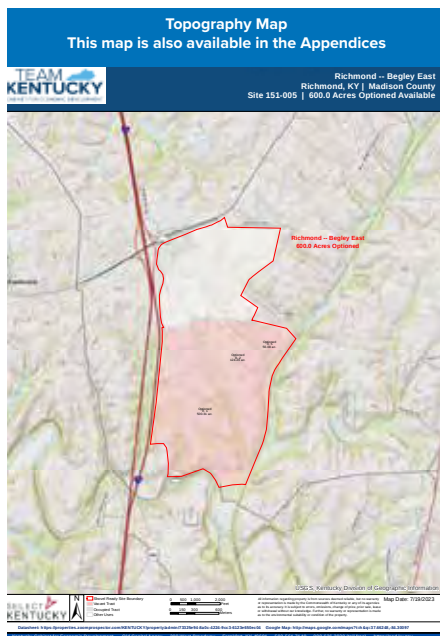
32. Our report also contains:

- A description of the boring procedures and laboratory tests.
 - A discussion and recommendations concerning soil organic content, density, consolidation, moisture, permeability, and resistivity.
 - A discussion and recommendations concerning sodium, potassium, sulfates, sulfites, and gypsum.
 - A description of surface and subsurface conditions, with a complete and detailed log of each boring. The borings indicate elevation of grade based on the Kentucky South GPS Datum, depth of boring, water level notes, changes in soil strata with depths at each change, any unusual action of borings including drops, resistance, squeezing, or sloughing of boring walls, and influx of water affecting the boring walls.
 - All samples will be kept at our office for a period of 1 year or until soil and foundation construction are completed, whichever occurs first.
 - A Boring Location Plan with surveyed boring locations is provided in Section 3.3 of our report. In addition, each boring log has top of boring elevation and the latitude/longitude of each boring contained on its respective log.
- Updated GeoTech Report (April 2023) attached in Appendices, Exhibit #7
 - GeoTechnical Report – Boring Locations attached in Appendices, Exhibit #7

Table 2

		Area 1					Area 2				
A=		5	10	20	30	40	5	10	20	30	40
Line 1	R (Ω)	12.64	4.63	2.91	2.40	1.90	7.84	4.42	4.12	3.25	2.95
	ρ	12103	8866	11145	13788	14554	7507	8464	15780	18671	22597
Line 2	R (Ω)	11.20	4.58	3.28	3.15	2.86	9.10	4.92	4.02	3.12	2.86
	ρ	10724	8771	12562	18097	21908	8713	9422	15397	17924	21908
Avg Resistance		11.92	4.61	3.10	2.78	2.38	8.47	4.67	4.07	3.19	2.91
Effective Soil Resistivity		11413	8819	11854	15942	18231	8110	8943	15588	18299	22252

the calculation $\rho = 191.5(A/R)$



9. Topographical Report

This site consists of rolling farmland with 3 primary drainage paths leaving the site. The valleys start at higher elevations on the North and West sides of the property and fall to their outlets on the East and South portions of the property. The property is bounded by a creek to the south and a creek and railroad to the east. The north and west boundaries parallel Interstate 75, Bucees and Duncannon Lane. The elevations on the property range from 1100 to 900, with ground slopes ranging from flat to 30% as shown on the project topography map. The map to the left (also included in the appendices, Exhibit 8) shows the existing topography in a colored form with a legend to delineate the slopes, range of the slopes and areas that are flattest and steepest.

- Topography Map attached in Appendices, Exhibit 8
- Slope Analysis Map attached in Appendices, Exhibit 9

10. Seismic refraction report

- Seismic refraction report has been completed and can be found in the appendices, Exhibit 10

DEVELOPMENT READY CONDITION/PAD READY SITE

In order to achieve “Development Ready Condition/Pad Ready Site” by November 1, 2025, professionals who are intimately familiar with large scale site development and this specific site will be utilized. The effort will be initiated as follows:

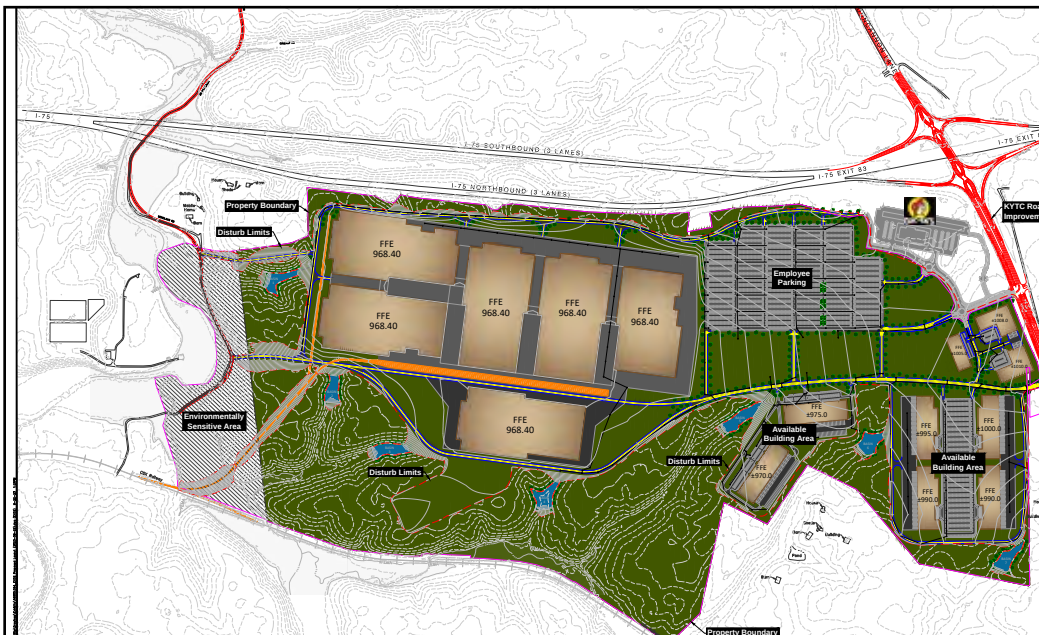
Completion of subsequent phases of assessment will be initiated and followed by final clearing of historical and archeological items as described in this report and its appendices. Utilities will begin relocations and upgrades/expansion simultaneously along with roadway improvements. Culminating in utility service being available by the time that full pad ready grading has been completed. If any hazardous materials were discovered, they would be properly removed, and disposed of in time for construction to meet its schedule. Other items that will be removed include: easements, ceme-

tery, homes, barns, out buildings, a cell tower, historical sites, and existing utilities that are not necessary. During these initial stages, final platting of the cleared consolidated property will be completed. The boundary is included in this response appendices.

During the permitting and site clearing efforts the mass grading, roadway, and utilities plans will be refined to align perfectly with the desired site layout prior to their installation. Upon completion of each of these tasks, the connectivity necessary for the new battery plant will be in place. The site will be cleared of all structures, utilities, and vegetation. Per the RFP no burning will take place and mulching will be handled as required. The stormwater planning for the site discharge will be completed with the permitting in hand and the site fully graded. Properly sized detention basins will be in place and set up for use as siltation basins during the completion of the construction of the detailed site plans for the plant. Stormwater BMP's will be in place around the entire perimeter of the site and maintenance plans for the BMP's will be on hand.

The mass grading ground surfaces will be graded such that they have positive drainage throughout construction. All disturbed areas will be stabilized. Upon taking the site over, the battery plant will be able to move in and immediately start any finish grading, stormwater pipe installation, foundations, and on site utilities. Vertical building construction will progress as the site it finished. Permitting documentation will be shared as it is acquired so that proper documentation is on hand for any interested parties, inspectors, or regulators.

To complete planning and costing for the next steps and to provide the responses required, the Team has utilized the layout shown below (also included in the appendices, Exhibit #1).



This layout considered 6 buildings of 1,000,000 square feet each along with parking to serve the employee population projected. Truck and employee entrances as requested are included along with proper access to utilities. A model was built of the proposed surface and compared to the existing surface along with the surface of the rock face based on the geotechnical reporting that was completed. The models yielded a balanced site with 1.6 million yards of rock blasting and replacement,

and nearly 9 million total yards of material being moved on site. A map of the projected cuts and fills is shown below and in the appendices, Exhibit 11. The darker shades of red are larger cuts and lighter shades shallower. Similarly the darker shades of green are larger fills and the lighter shades shallower. The model was created in AutoCAD and is included with the submittal.

Gantt Chart (page 5) covers Item Nos. 1-11 above.

- Attached Development Ready Condition Narrative Letter from Cabinet Secretary can be found in the Appendices, Exhibit #12.

ROAD INFRASTRUCTURE; TRAFFIC STUDY

The proposed site of Project NORA is along the south side of Duncannon Lane in Richmond, KY and is strategically located for transportation logistics. A new access road that will be constructed to provide direct access to Duncannon Lane, a four lane minor arterial with 160 foot to 400 foot wide right-of-way providing capacity for improvements to the existing infrastructure without the need to purchase more right-of-way. The proposed site has direct access to Republic Way, a local road with an existing signalized intersection at Duncannon Lane. Both points of access in which the site can access Duncannon Lane are within a mile of the I-75 interchange with Duncannon Lane. The Duncannon Lane interchange is within 28 miles of the southern split of I-75 and I-64 or 35 miles of the northern split of I-75 and I-64. State and federal law does not allow for trucks to haul more than 80,000 pounds of gross weight. Increases beyond this limit reduces safety and leads to more damage to the roadway infrastructure. If the cargo being hauled by the truck is a divisible load, capable of being broken into smaller loads, then there is no current permit that would allow trucks to haul weights beyond the 80,000 pound limit, rather a legislative change would be required. Lexington, KY is located adjacent to the I-75/I-64 splits and provides access to the Blue Grass Airport (LEX) equipped with an 8,000 foot runway. Located more closely to the site is Central Kentucky Regional Airport. Central Kentucky Regional Airport is located less than 4 miles from the Project NORA site and is equipped with a 5,000 foot runway. A rail line runs along the southeast border of the property; however, a rail spur to the site does not currently exist.

Project NORA is expected to generate large volumes of traffic during shift changes at peak hours. After performing traffic analyses utilizing traffic evaluation software several infrastructure improvements were identified that would need to be constructed or implemented in order for traffic to operate under acceptable conditions. Duncannon Lane will need to be converted from a four lane divided highway with a depressed, grass median to a six lane highway with a paved median. The additional eastbound lane will be added at the intersection with the I-75 Northbound Ramps and then drop the added lane in the form of a right turn lane at the intersection with the new access road (approximately the location of Parrish Road). The third westbound lane will pick up at the intersection with the new access road and later be dropped in the form of a left turn lane at the intersection with the I-75 Southbound Ramps.

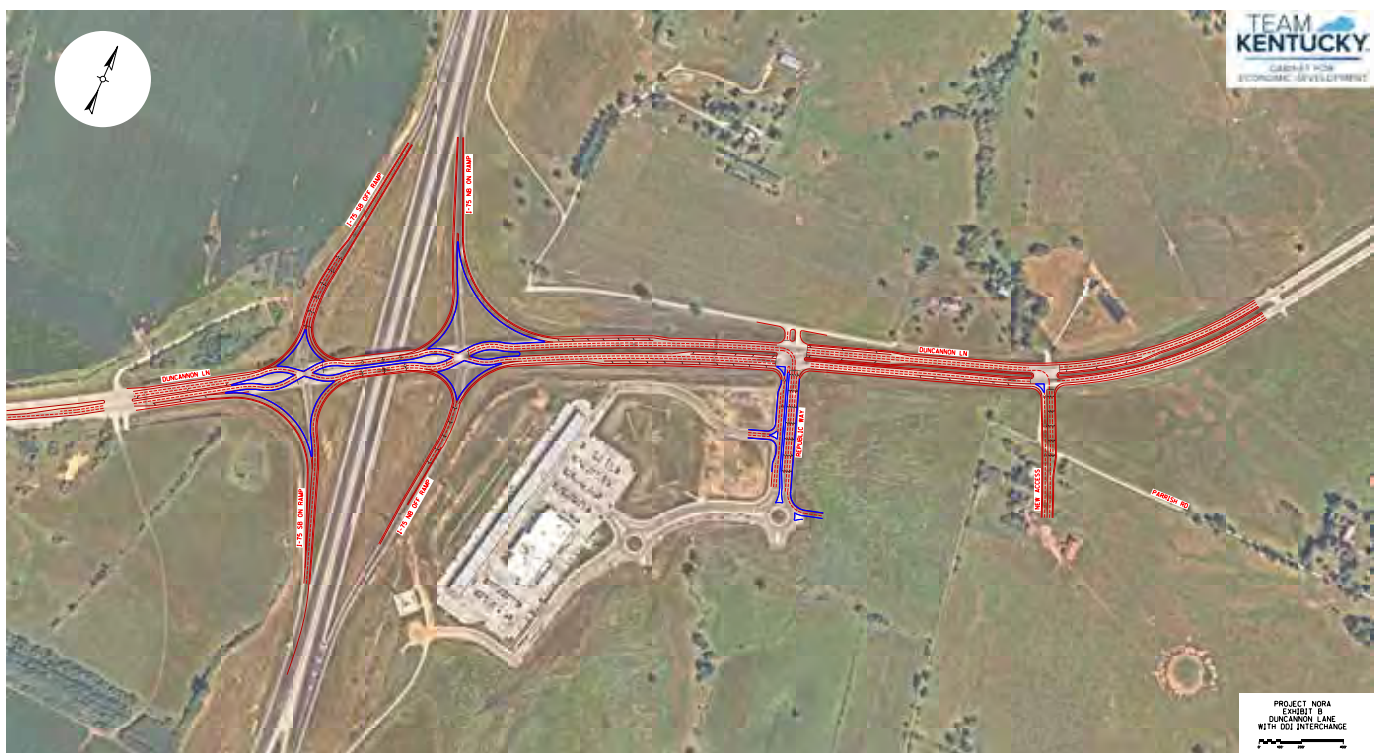
In addition to the Duncannon Lane corridor improvements, improvements at individual intersections will be required. The intersection of Duncannon Lane and the new access road is recommended to operate as a signalized intersection with a single westbound left turn lane from Duncannon Lane into the site and a single eastbound right turn lane from Duncannon Lane into the site. These two turn lanes will feed into two separate lanes inbound to the site. Outbound from the site will be three lanes, two left turn lanes and one right turn lane. The intersection of Duncannon Lane and Republic way currently operates as a signalized intersection with a single westbound left turn lane into the site, a single eastbound right turn lane into the site, a dual northbound left turn lane exiting the site and a single northbound right turn lane exiting the site. In addition to the added through lanes along Duncannon Lane this intersection will require a third northbound left turn lane exiting the site that will turn into the added westbound through lane.

The interchange of I-75 and Duncannon Lane operates as a conventional diamond interchange with the southbound ramps being signalized with Duncannon Lane and the northbound ramps operating as an unsignalized, two-way stop controlled intersection. The capacity analysis determined that improvements to the interchange will be required to allow traffic to operate at an acceptable level. Four alternatives were considered to improve the operation of the interchange; first, an additional westbound left turn lane onto the southbound on-ramp, a second northbound right turn lane from the northbound off ramp, and additional through lanes as described earlier could be constructed. This alternative improved the operations but not to the point of acceptable conditions for the intersection with the southbound ramps. The second alternative considered the reconfiguration of the interchange to a diverging diamond interchange (DDI), which improved efficiency along Duncannon Lane to acceptable levels of service for all movements without impacts to the bridge overpass. The third alternative considered was a loop ramp in the southwest quadrant to allow traffic travelling southbound on I-75 to exit the interstate via the loop ramp and enter the eastbound through traffic along Duncannon Lane in a free flow movement and bypassing the signalized intersection of Duncannon Lane and the southbound ramps. Lastly, a loop ramp was considered in the northwest quadrant of the interchange to allow traffic travelling westbound along Duncannon Lane to take the ramp and enter the I-75 southbound traffic and bypass the signalized intersection of Duncannon Lane and the southbound ramps. The capacity analysis determined that the loop ramp in the southwest quadrant allowed traffic to operate under acceptable conditions whereas the loop in the northwest quadrant allowed the intersection of Duncannon Lane and the southbound ramps to operate under unacceptable conditions.

The exhibits below detail the changes to Duncannon Road, Republic Way, and the Access to the development and the different alternatives considered for interchange improvements.

Traffic study utilized for this analysis is included in the appendices, Exhibit #13.

The KYTC currently has a project along Duncannon Road, west of I-75, in the design phase that will parallel Calest Road and Ballard Road. This project will provide a new connection from Duncannon Lane to the Central Kentucky Regional Airport. In addition to the roundabout intersection being proposed at Ballard Road, an additional roundabout intersection could be constructed that will provide connection from the proposed corridor to Menelaus Road. The exhibit below illustrates the new road (KY 2881) being proposed and the recommended roundabout and connection road that will provide access from KY 2881 to Menelaus Road and the back of the NORA property.





The KYTC currently has a project along Duncannon Road, west of I-75, in the design phase that will parallel Caleast Road and Ballard Road. This project will provide a new connection from Duncannon Lane to the Central Kentucky Regional Airport. In addition to the roundabout intersection being proposed at Ballard Road, an additional roundabout intersection could be constructed that will provide connection from the proposed corridor to Menelaus Road. The exhibit below illustrates the new road (KY 2881) being proposed and the recommended roundabout and connection road that will provide access from KY 2881 to Menelaus Road and the back of the NORA property.



Menelaus Road will be widened beginning at the intersection with Caleast Road and ending at the southeast property line of the Project NORA site. In addition to the widening the sharp curves along Menelaus Road will be flattened, radii increased, as to allow for a design speed of 35 mph to 40 mph. Through these improvements, access capable of accommodating heavy truck traffic and Team Members will be provided to the rear of the Project NORA site. The exhibit below details the path of Menelaus Road and the widening.



Menelaus Road is a state road (KY 2880) that winds along the southern border of the NORA property. Widening Menelaus Road will provide adequate width for truck traffic and Team Members to reach access points along the back of the site; however, the tight curvature and being located in the Silver Creek flood plain could make this road unsuitable for travel under abnormal circumstances (i.e. snow, ice, flooding, etc.) to account for these possibilities the traffic study provided as an appendix to this document details that the improvements recommended to Duncannon Lane will allow Duncannon Lane to accommodate all traffic generated by Project NORA and continue to operate under acceptable conditions.

SITE QUESTIONS

I. PROPOSED SITE

A. Ownership and Occupancy

i. **Who owns the site right now? What would be involved in conveying the site to Project Nora?**

Single landowner; Begley Properties, LLC – with option on 600 acres and 417 acres tracts with the City of Richmond on behalf of Project Nora.

All parcels adjoin to form a contiguous property with the exception of one small tract at the northeast corner, south of Duncannon Lane and east Parrish Road. The legal description for consolidation and conveyance is available in the appendices.

ii. **Do you have a title report and exception documents for the site?**

A Proforma ALTA Owners Policy of Title Insurance is available and a part of this report. Exception documents for the title are attached in the appendices.

iii. **Do you have an ALTA (American Land Title Association) survey of the property?**

Yes. A Proforma ALTA/NSPS Land Title Survey is attached as part of this report.

iv. **Are there any deed restrictions or other title encumbrances that would prohibit or limit development for heavy industrial manufacturing facilities?**

The 80 acres immediately adjacent to the Buc-ee's contains restrictive covenants including manufacturing and industrial. Covenant area is shown on the ALTA survey. The client may still be able to use this land for access roads, parking, fire safety, childcare, etc.

All existing easements are shown on the ALTA survey in the appendices. All existing easements that will no longer be needed after utility relocations are complete will be released.

v. **Are there any parties occupying all or any portion of the site?**

Buc-ee's owns two parcels, formerly owned by Begley Properties, LLC, one that abuts the site at the junction of I-75 and Duncannon Lane, the other located on South Eighty Second Drive, east of the I-75 ROW. There is also an AT&T cell tower on the site that may be removed upon commitment from the Project.

vi. **What improvements (buildings, fences, other structures, overhead utilities, etc.) are located on the site right now?**

Greenfield, no improvements. Any ancillary items will be removed as part of the site preparation. Typical rural residential improvements and utilities are located throughout the property, as shown on the ALTA survey. One cemetery was located on the property as shown on the survey.

B. Environmental

i. **Do you have a Phase I ESA for the site or any surrounding areas? Any other environmental reports or documents (Phase II, no further action letters, Environmental Justice, etc.)?**

- Phase 1 Environmental Site Assessment (south property) – March 27, 2023
- Updated Phase I Environmental Site Assessment (South property). Phase I Environmental Site Assessment (north property) (9/21/23). See Exhibit #5.
- Phase II Environmental Site Assessment – No environmental conditions; Not required.

ii. **What can you tell us about the environmental history of the site and of the surrounding areas?**

Currently most of the property is farmed or formerly farmed. As described in the historic and archeological review, there are some homes and barns remaining on and around the property. Only small areas of forest remain in and around the tributary waters on the property. The map below shows the current zoning which will be changed to I-2 within the first 90 days (about 3 months) after property selection. Local authorities have provided a letter of commitment to the

project. The Begley site was previously farmland. The surrounding areas are commercial & interstate highways.

iii. What have been prior uses of the site and the surrounding areas?

The Begley site was previously farmland. The site is within close proximity of an industrial park along with the Blue Grass Army Depot (3 miles).

iv. Are there any USTs or ASTs at the site?

- Underground Storage Tanks – no knowledge of USTs
- Aboveground Storage Tanks – no knowledge of ASTs

v. What state and local permits are required for Project Nora? Can a comprehensive list be provided?

- KY General KYR10 Stormwater Construction Permit
- KY 401 Individual Water Quality Certification
- US Army Corps Section 404 Individual Permit
- KY Floodplain Permit (depends upon impacts)
- KY Dam Safety permit (for any retention basin or basin in combination that are greater than 50-acre feet of storage capacity or if the embankment is greater than 25 feet in height)
- KY General (KYR00) or Individual (KY00) Stormwater Operational Permit
- Hazardous Waste Generator Registration (registration type is based on amount of material generated)
- Kentucky Air Permit (permit type will depend upon emissions)

**A copy of DEP permits, timelines, and any fees is included in Appendices, Exhibit #14*

vi. Are there any mandated waste disposal/handling facilities under state/local legal requirements?

Kentucky does not operate or regulate any hazardous waste disposal landfills within the state. All waste generated and disposed of from an industry will need to have a waste disposal determination made and then comply with the appropriate waste (solid, hazardous, beneficial) regulatory requirements. For EV related waste disposal, the state has identified exemptions a company can apply for to manage waste under the recycling processes per 40 CFR 261.6(c)(1).

See attached guidance located in the in Appendices, Exhibit #14

vii. Are there any state legal requirements regarding air permitting that exceed federal requirements?

Kentucky has delegated authority under the Federal Clean Air Act to implement and regulate an air permitting program. This is required by statute to comply with all federal requirements.

C. Zoning

i. Please describe the existing uses within, and the density of, the 1.5-mile radius surrounding the site.

- Buc-ee's (owns 35 acres at the junction of I-75 & Duncannon Lane) a national chain of country stores, gas stations, and electric vehicle chargers, is the only occupant surrounding the site.
- Existing zoning is highway business and agriculture surrounding the site.
- Entire site is currently within the city limit boundaries of Richmond, Kentucky.

ii. Can a 1.5-mile buffer be established around the site to restrict further residential and commercial development within that buffer? What steps would need to be taken to institute that buffer?

Accept as noted above, the site is bordered by Interstate 75, Duncannon Lane, and CSX Railroad. Beyond the perimeter of the site is privately owned farmland.

iii. What government authorities have jurisdiction over the site and the areas within 1.5 miles of the site?

The City of Richmond and Kentucky Transportation Cabinet (KYTC).

iv. Is the site currently zoned for heavy industrial use?

The site will need to be re-zoned to I-2 Heavy Industrial and the process typically takes approximately 90 days (can be expedited locally if project locates at site).

** Note: Please see the attached Letter of Support from Richmond Zoning found in the in Appendices, Exhibit #3*

v. Have all neighbors been informed of the potential use of the site?

The neighbors and public have been informed regarding the city purchase option and it's intended as an industrial park. City order can be provided as necessary.

vi. What are applicable state and local nuisance laws and regulations regarding light, noise, vibration, odor, hours of activity, etc.?

None in place.

vii. Please detail all applicable height restrictions and identify any existing flight paths impacting the property or Project Nora's intended use.

- Richmond Development Ordinance: Building structures 100' and accessory stacks/towers 200'.
- Local airport (approx. 7 miles away) will be informed if the project locates at the site.

D. Development

i. Do you know of any threatened or endangered species at or near the site? Do you have any reports?

Yes see Exhibit #5 in the Appendices.

ii. Is any portion of the site located in a flood zone? Are there any wetlands on or around the site? If so, how would wetlands or flood zone impact the above Site Boundary Layout. Would compensatory or other mitigation be required?

No significant portion of the site that is being utilized will be in the floodplain. Floodplain crossing and utility work will require permits, but no compensation.

See Exhibits #5 and #6 in the Appendices.

iii. Are there any burial grounds or known archeological artifacts on or around the site? Do you have a cultural resources report?

- Updated reports are progress at present time for all 1,017 acres; awaiting results (10/1/2023)

** Note: Last report from August 2017 included the following conclusion and recommendations:*

A Phase I Archaeological Survey has been conducted for the entire property. Eight (8) sites have been identified as potentially eligible for the National Register of Historic Places and recommended for additional testing. The sites are not considered of such importance to warrant preservation in place. Management Summaries documenting the findings and recommendations of the Phase I Surveys have been developed. Additional Phase II Testing is needed in order to determine eligibility of the sites. A cemetery is also present on the property and would be further investigated prior to relocation. (10/1/2023)

A cultural resources study has also been prepared. Three properties within the Project NORA site are listed or eligible for listing on the National Register of Historic Places. Effects of the project on these above-ground and archaeological resources will be considered as part of Section 106 review, with the US Army Corps of Engineers likely managing the process as the lead federal agency.

If the site retains the NHRP status a mitigation plan of a sort may be developed. For inclusion into this report of what a mitigation plan may look like for the resources mentioned, it has been difficult to obtain one from state officials. Ultimately without fully understanding what the planned use of the land is, and what Federal agencies, are involved a mitigation plan could not be developed. Depending on the project and agency a variety of mitigation plans may be permitted. Such examples of a mitigation plan is a full Phase III survey, the creation of a buffer zone, the possibility of an interpretive exhibit on the resource, a community outreach program, etc. Unfortunately given the information to carry out this study at this time it was not possible to identify a more definitive approach.

If all other options, especially for the NHRP sites, have been exhausted, cutting the parcel of land with the resource out of the Area of Project Effect may be the only option left. Though this action reduces the land available for construction, this reduces the issues dealing with a listed site.”

The Section 106 consultation would identify appropriate measures to mitigate for any adverse effects to historic properties. Since the archaeological sites are not recommended for preservation in place, this would likely take the form of data recovery (archaeologically excavating the sites.) Mitigation for the above-ground resources could take many forms but would certainly include detailed documentation of the structures prior to removal for placement in historic archives. Additional measures would be determined in consultation with the State Historic Preservation Office and the lead federal agency. These might include establishing buffers, developing interpretive signage, creating archaeological educational programs or other measures that would be considered beneficial to area historic properties.

Report from 2017 attached and can be found in the in Appendices, Exhibit #5

iv. What is the process for getting an industrial wastewater permit?

All discharges to waters of the Commonwealth require a permit through the Kentucky Pollutant Discharge Elimination System (KPDES). Such permits include effluent limitations that are developed from technology-based and water quality-based criteria. The Kentucky Division of Water issues individual industrial permits for all process wastewater and or combined with sanitary from manufacturing operations that do not send their flow to a municipality for treatment. See link below for additional guidance:

<https://eec.ky.gov/Environmental-Protection/Water/PermitCert/KPDES/Documents/Instructions.pdf>

To apply for a wastewater permit, a company must be registered with the Secretary of State and establish an online user account on KY Online Gateway. All permit forms are now located electronically and will be submitted through the EForms portal.

Completion of the following forms are required for all individual wastewater discharge permits:

[Form 1](#)

[Form C](#)

[Socioeconomic Demonstration and Alternatives Analysis \(SDAA\)](#)

[Stormwater Pollution Prevention Plan \(SWPPP\)](#)

Upon successful completion of an application, the agency has a statute mandated timeframe to issue all complete applications a permit to operate within 180 days.

v. Can you confirm the site is not subject to any open violations?

DEP has no records for this location.

vi. What expediting opportunities are available for applicable state and local permits? Do you offer special assistance for economic development projects?

- A liaison to the Cabinet’s permitting team will assist the company from day 1 of the project.
- Technical teams will be assigned to facilitate the permit application process, who have direct knowledge of the industry type of operation.
- Pre-application meetings are recommended and highly suggested for all permit programs.
- Routine status meetings with the permit programs shall be provided to the company, the leadership of the Cabinet for Economic Development, and the Governor’s office.
- A courtesy copy of all draft permits are provided to the company/consultants for review prior to public notice.

- vii. **Please provide a history of natural disasters (including hurricane, tornado, flooding, earthquake, drought, wildfire, landslide, etc.) over the past 20 years.**

There is no history of Natural Disasters on site within the last 20 years.

- viii. **Is the site currently subject to agricultural, homestead, or other exemptions that would lead to roll back taxes upon development for an industrial facility?**

No.

- ix. **What groundwater rights and usage would be available with this site?**

Any groundwater withdrawal greater than 10,000 GPD is required to obtain authorization from the KY Division of Water

- x. **Please provide a list of large capital investment (>\$250M) construction projects active or committed within 75 miles of the site.**

- Sazerac Distilleries
- Toyota Motor Manufacturing Kentucky
- Maker's Mark Distillery
- Beam Suntory
- EnerVenue, Inc.

Attached list found in the Appendices, Exhibit #15.

- xi. **Are there local/regional mandated stormwater management fee programs?**

The KY Division of Water will require a general stormwater construction permit which includes best management practices (BMPs) be implemented for both construction and operational activities. This is a requirement under the general stormwater construction permit and operational permit. Permit requirements include maintaining a Stormwater Pollution Prevention Plan (SWPP).

Local fees are determined by the local stormwater coordinator.

II. INFRASTRUCTURE

A. Utilities

i. **What utilities are currently available at the site?**

All utilities at the site.

ii. **What work is entailed in getting the following utilities to the site: electric, water, wastewater, fiber, gas? By what date will you stub the utilities to future buildings as shown in the below section entitled “Utilities Specifications, Location and Requirements?”**

All utilities at the site.

iii. **What is the existing and planned capacity of each utility?**

- **Electricity:** Electric Service is currently available to the site but will need to be extended to the specific location for the Project’s needs above 180 MW (available by Q4 of 2024).
- **Water:** Water service is currently available to site. Service capacity upgrade required to meet 2.5 MGD, however, timeline of upgrade can be completed within the outlined requirements (7/1/2027).
- **Wastewater/Sewer:** Wastewater service of 1 MGD is currently available to site & no upgrades have been identified at this time to serve project needs.
- **Telecommunication:** Telecom service is currently available to site & can meet project requirements
- **Gas** was not outlined in the RFP – gas service is currently available to site, relocation of 8” gas line will potentially be required based on clients final site design & layout.

Note: Utilizing the site requirements contained here in the RFP, our engineering firm has developed an estimated cost budget to address the needs. The \$130 million site preparation budget includes a 25% contingency; therefore, the contingency may be available to help cover costs such as these.

iv. **Please provide details for the installation and usage costs for each of these utilities. Please include industrial usage cost, deposits, impact fees, assessments, installation, and other charges, whether one- time or ongoing.**

- **Electricity:** *Electric Rate Narrative Attached from Bluegrass Energy and found in the Appendices, Exhibit #16.
- **Water:** Water service is currently available to the site; any upgrades on site will be the responsibility of the client. Richmond Utilities will work with the project team to see what state and federal funds will be available to offset any infrastructure costs the client may bear.
- **Wastewater/Sewer:** Wastewater service is currently available to the site; any upgrades on site will be the responsibility of the client. Richmond Utilities will work with the project team to see what state and federal funds will be available to offset any infrastructure costs the client may bear.
- **Telecommunication:** Telecom service is currently available to the site; any upgrades on site will be the responsibility of the client. AT&T and/or Spectrum will work with the project team to see what state and federal funds will be available to offset any infrastructure costs the client may bear.
- **Gas (not outlined in the RFP):** Gas service is currently available to the site; any upgrades on site will be the responsibility of the client. Delta Natural Gas Company will work with the project team to see what state and federal funds will be available to offset any infrastructure costs the client may bear.

v. **What renewable energy options are available to the site? Are there any restrictions on using solar power?**

Tariff Schedule Rate H provides two (2) options for commercial or industrial retail members regarding renewable energy alternatives.

Under Rate H Option B, Project Nora will determine the amount and type of renewable energy to be provided. Project Nora can choose to fulfill the renewable energy utilizing a purchased power agreement (PPA) or work with EKPC and the Owner-Member Cooperative (owner-member) to build renewable assets on-site. EKPC will increase Project Nora’s monthly power bill by the negotiated and contracted renewable energy. EKPC will, in turn, provide a credit for the avoided cost of base fuel per MWh of

renewable energy delivered and capacity credits when applicable. The total credit will be the sum of the avoided costs from base fuel, the fuel adjustment clause, capacity credits when applicable, and the environmental surcharge. The total credit will be limited to the lesser of the total credit as described in the Fuel Adjustment Clause and Environmental Surcharge or the PJM Locational Marginal Cost ("LMP").

Under Rate H Option C, Project Nora will determine the type of renewable resource and amount of Renewable Energy credit (RECs) the owner-member and EKPC will purchase monthly on behalf of Project Nora. Project Nora will pay the market value of the RECs purchased on their behalf without markup from the owner-member or EKPC. They will have the option to instruct the owner-member and EKPC to purchase: (i) RECs covering a set percentage of their energy consumption each month; (ii) a set dollar amount of RECs per month; or (iii) a set number of MWhs. Project Nora can set a REC price that requires additional approvals for EKPC to purchase RECs per the Agreement. EKPC will act as the participating retail member's REC purchasing agent including settling the REC market transactions and REC retirements. EKPC will increase the Project Nora's monthly bill for the RECs purchased at the market price plus a monthly transactional fee of \$100. For any agreement instructing EKPC to purchase REC's in advance of the billing cycle, a monthly carrying charge equal to 1/12 of the annual short-term borrowing rate will be added to the bill.

A combination of Options B and C is also possible, however the sum of renewable energy purchased under Option B and RECs purchased and retired under Option C shall not exceed Project Nora's annual energy usage.

There are no restrictions on using solar.

vi. Are there any nearby water towers?

- 3.5 miles away – AGC's/Richmond Water Tower (Coordinates: 37.696141, -84.268808)
- 4.5 miles away – Richmond Water Tower/Madison County (Coordinates: 37.691837, -84.263292)

vii. What emergency services are located near the site?

- 4 miles away – County Fire Station
- 7 miles away – City Fire Station
- 5 miles away – Hospital/ER Services
- 3 miles away (Industrial Park) – Ambulance Service

**The community is currently considering the opportunity to locate a new fire station on or near the site.*

viii. Please detail all utility rate constructs available to Project Nora.

- Blue Grass Energy:

Project Nora rate eligibility under standard tariff schedules will vary with the demand levels indicated by each phase. The utility rate construct is regulated by the Kentucky Public Service Commission ("Commission") and is generally described as several similar rate schedule options, each having a per kWh energy rate and per kW demand rate. For larger industrial loads, several rate schedules are offered in increasing demand per kW levels tend to have decreasing per kWh energy rates. All standard rate schedules are available on the Commission website. Given the unique properties of the Project Nora and the ultimate demand level indicated, which greatly exceeds demand levels in existing rate schedules, a special contract will be negotiated which will cover each Phase of the project. The special contract will establish the appropriate per kWh rate based on the very large demand level indicated for Project Nora.

- Richmond Utilities (water & wastewater)
- Alltel/AT&T
- Delta Natural Gas

B. Roadwork

i. To what public roads does the site have access and what major roads are near the site?

Site is directly off Duncannon Lane (2872/4 lane road); Site is adjacent to I-75 at Duncannon Lane at Exit 83. Site is 25 miles to I-75/I-64 split.

A new access road that will be constructed to provide direct access to Duncannon Lane, a four lane minor arterial. The proposed site has direct access to Republic Way, a local road with an existing signalized intersection at Duncannon Lane. Both points of access in which the site can access Duncannon Lane are within a mile of the I-75 interchange with Duncannon Lane. The Duncannon Lane interchange is within 28 miles of the southern split of I-75 and I-64 or 35 miles of the northern split of I-75 and I-64.

ii. What road improvements would be necessary to support Project Nora at this site?

Duncannon Lane will need to be converted from a four lane divided highway with a depressed, grass median to a six lane highway with a paved median. The additional eastbound lane will be added at the intersection with the I-75 Northbound Ramps and then dropped in the form of a right turn lane at the intersection with the new access road (approximately the location of Parrish Road). The third westbound lane will pick up at the intersection with the new access road and later be dropped in the form of a left turn lane at the intersection with the I-75 Southbound Ramps.

In addition to the Duncannon Lane corridor improvements, improvements at individual intersections will be required. The intersection of Duncannon Lane and the new access road is recommended to operate as a signalized intersection with a single westbound left turn lane from Duncannon Lane into the site and a single eastbound right turn lane from Duncannon Lane into the site. These two turn lanes will feed into two separate lanes inbound to the site. Outbound from the site will be three lanes, two left turn lanes and one right turn lane. The intersection of Duncannon Lane and Republic way currently operates as a signalized intersection with a single westbound left turn lane into the site, a single eastbound right turn lane into the site, a dual northbound left turn lane exiting the site and a single northbound right turn lane exiting the site. In addition to the added through lanes along Duncannon Lane this intersection will require a third northbound left turn lane exiting the site that will turn into the added westbound through lane.

The interchange of I-75 and Duncannon Lane operates as a conventional diamond interchange with the southbound ramps being signalized with Duncannon Lane and the northbound ramps operating as an unsignalized, two-way stop controlled intersection. The capacity analysis determined that improvements to the interchange will be required to allow traffic to operate at an acceptable level. Four alternatives were considered to improve the operation of the interchange; first, an additional westbound left turn lane onto the southbound on-ramp, a second northbound right turn lane from the northbound off ramp, and additional through lanes as described earlier could be constructed. This alternative improved the operations but not to the point of acceptable conditions for the intersection with the southbound ramps. The second alternative considered the reconfiguration of the interchange to a diverging diamond interchange (DDI), which improved efficiency along Duncannon Lane to acceptable levels of service for all movements without impacts to the bridge overpass. The third alternative considered was a loop ramp in the southwest quadrant to allow traffic travelling southbound on I-75 to exit the interstate via the loop ramp and enter the eastbound through traffic along Duncannon Lane in a free flow movement and bypassing the signalized intersection of Duncannon Lane and the southbound ramps. Lastly, a loop ramp was considered in the northwest quadrant of the interchange to allow traffic travelling westbound along Duncannon Lane to take the ramp and enter the I-75 southbound traffic and bypass the signalized intersection of Duncannon Lane and the southbound ramps. The capacity analysis determined that the loop ramp in the southwest quadrant allowed traffic to operate under acceptable conditions whereas the loop in the northwest quadrant allowed the intersection of Duncannon Lane and the southbound ramps to operate under unacceptable conditions.

Menelaus Road (KY 2880) runs along the southern edge of the Project NORA site. The roadway is narrow and winding with radii unsuitable for truck traffic. Menelaus Road will be widened to allow a twelve foot driving lane and four foot paved shoulders to accommodate larger vehicles and the curvature of the road will be adjusted to accommodate 40 mile per hour design speeds. A connection will be constructed

from the intersection of Menelaus Road and Caleast Road to a proposed corridor (KY 2881) that will provide adequate access for truck traffic and larger volumes of vehicles. Through this connection and improvements to Menelaus Road large vehicles and Team Members will have direct access to the southern border of the project site.

iii. How far away is the nearest airport, and what size is that airport?

- KRGA – Central Kentucky Regional Airport
 - » 7 miles from site
 - » 5,000 ft. runway
- LEX – Bluegrass Airport
 - » 40.2 miles from site
 - » Offers 15 non-stop flight destinations in US
 - » 8,000 ft. runway
- SDF – Louisville Muhammad Ali Airport
 - » 106 miles from site
 - » Offers 38 non-stop flight destinations in US
- CVG – Cincinnati/Northern Kentucky International Airport
 - » 108 miles from site
 - » Offers 50+ non-stop flight destinations, Domestic & International

iv. Describe any anticipated need for eminent domain to secure right of way and regional road improvements contemplated by the Road Infrastructure; Traffic Study requirement above.

Duncannon Lane provides 160 foot to 400 foot wide right-of-way accommodating any improvements required without the purchase of ROW. Depending on the interchange improvement selected minor amounts of ROW purchasing will be required along the west side of I-75. Some purchasing of right of way will be required for the widening of Menelaus Road and the connection between Menelaus Road and the proposed KY 2880.

v. Supply chain logistics for batteries is important for the success of this project. Assembled batteries need to be transported from the proposed battery facility location to established vehicle assembly facilities across the U.S. and in Canada in full truckload quantities in standard-length trailers. If not already allowed on Federal Interstate Highways, would the state support increasing the allowed gross truck weight on a new, eight axle truck/trailers that allows for up to 120,000 lbs. gross weight (lower weight/axle) on appropriate state roads and bridges with a special permit process?

State and federal law does not allow for trucks to haul more than 80,000 pounds of gross weight. Increases beyond this limit reduces safety and leads to more damage to the roadway infrastructure. If the cargo being hauled by the truck is a divisible load, capable of being broken into smaller loads, then there is no current permit that would allow trucks to haul weights beyond the 80,000 pound limit, rather a legislative change would be required. If there are concerns over specific weight limits for delivery to Kentucky based suppliers, our liaison will discuss and handle on a case-by-case basis.

vi. Can the state administer a state specific truck weight permit system for the above-mentioned process at the agency level or would legislative action be required?

There is no current permit that would allow trucks to haul weights beyond the 80,000 pound limit, rather a legislative change would be required.

C. Rail

i. Is there rail at or near the site? Is there a rail spur to the site?

Yes – CSX operates an active rail line that runs along the west boundary of the site (no spur).

A rail line runs along the southeast border of the property; however, a rail spur to the site does not currently exist.

III. INCENTIVES

- A. What incentive options are available in this state, county, and city (not necessarily just for Project Nora)? Of these, which might be available for Project Nora? Please list the corresponding granting/administering authorities and the duration and potential amount of each incentive.**
- i. **What taxes can be abated, refunded, or replaced in full or part with a grant?**
See Exhibit B
- ii. **Are you able to convey the site prepared consistent with the above Site Boundary Layout without cost to Project Nora as part of an incentive package?**
See Exhibit B
- iii. **Are you able to waive development costs such as permitting fees, sales tax on construction and equipment, etc.?**
See Exhibit B
- B. What are the steps and timeline to have a final incentives package approved at each of the state, county, and city (as applicable) levels? Will any government officials be required to convene to approve any portion of the incentive package? – See Exhibit B**
- Points A & B under the Incentives Section of the RFP – Please reference Exhibit B Incentives Spreadsheet found in the Appendices, Exhibit #17.*
- C. Do you have a centralized company/government liaison for incentive administration and permitting (between state, county, city) and to shepherd the project from inception to start of production? If not, are you willing to provide/appoint someone?**
- Yes, Colin Dodd (Project Manager) along with the Executive Team from the Kentucky Cabinet for Economic Development will act as the client's liaison for incentive administration from the beginning of the project until completion.
 - The Kentucky Energy and Environment Cabinet's team will act as the client's liaison for permitting from the beginning of the project until completion.
- D. Please describe how new legislation to create or expand legislation programs has been addressed in the past or the process involved to do so.**

As outlined in the Exhibit B Incentives Spreadsheet, some of the Incentives offered for this project, require legislative approval. Section 80 of the Kentucky Constitution allows the Governor to call legislative members into a "Special Session" to consider legislation that is important to the Commonwealth. Since 1940, over 50 such special sessions have been called in Kentucky.

A special session to consider and successfully approve benefits for a new economic development project occurred in September 2021. Depending upon the timing of a decision by the company and if Kentucky is chosen as the preferred site pending ratification of an agreed-upon incentive package between the company and state economic development officials, Governor Andy Beshear is prepared to call a special session of the Kentucky General Assembly. Timing may also allow for Governor Beshear to work with the legislature to approve an incentive package as part of the regularly scheduled session of the General Assembly set to convene in January of 2024.

Governor Beshear will lead all steps in facilitating an incentive package with the company working through his Economic Development leadership team. Once a final package is approved in a manner mutually agreed upon by both parties, he will work with legislative leadership within both the Senate and House chambers to support the package, whereupon if a special session is needed shall be called, or if the General Assembly is in session, introduce a bill with multiple sponsors for expeditious consideration. Company leadership will also be included in meeting(s) with legislative leadership to overview the opportunity.

The process for calling such a session, or in introducing legislation to ratify an incentive package, shall be fully explained, with timing of each step coordinated with the company. The Kentucky Cabinet for Economic Development staff will create a project management team of appropriate legal and legislative team members within the Governor's office to coordinate this process with the company.

IV. WORKFORCE/JOB TRAINING

A. Please provide an overview of any training opportunities at a state or local level

i. Who provides the training?

The Kentucky Career Center, within the Education and Labor Cabinet, provides a one-stop delivery system offering various resources to help people find jobs and achieve their career goals while also providing companies with resources to find, train, and retain a skilled workforce. Kentucky Career Center maintains local offices across the state, including in Madison County, to support companies with training and recruitment. The Kentucky Career Center partner organizations include the Local Workforce Development Boards, Cabinet for Economic Development, Labor Cabinet, Public Protection Cabinet, Department of Education, Kentucky Community and Technical College System (KCTCS), and the Council on Postsecondary Education.

In addition to training opportunities within the Kentucky Career Center, Kentucky Community & Technical College System (KCTCS) delivers high-quality, cost-effective customized training and assessment services that are designed to improve the performance and efficiency of companies. KCTCS Workforce Solutions staff will work with you to design training programs to meet the specific needs of your company and bring them directly to your location at a time convenient for you. In addition, KCTCS colleges offer open enrollment classes for hundreds of topics to help individuals and companies meet their workforce training goals.

With a track record of success in providing workforce solutions to 5,300 Kentucky companies annually, KCTCS colleges provide training in multiple formats, making it easy to find the solutions that work for you. Additionally, through the KCTCS-TRAINS program, KCTCS can provide funding for companies to offset the cost of training their employees.

Madison County is home to Eastern Kentucky University, a public university with an enrollment of 14,000 students, and Berea College, a private college with an enrollment of 1,500 students. There are more than 3,500 postsecondary graduates annually in Madison County. In addition to these two education institutions, the University of Kentucky, Bluegrass Community & Technical College, Somerset Community College, Kentucky State University, Centre College, Midway University, Morehead State University, Georgetown College, Asbury University and Transylvania University, are all within the labor market area.

ii. Is any curriculum already developed and implemented related to this industry?

Curriculum is typically developed and implemented by working with local industry and their needs. Kentucky and the education system is historically rich in Automotive curriculum throughout the state, and we feel that this project would benefit from the curriculums locally and be willing to custom develop as needed. There is also the Academy for Continuing Career Employability and Soft Skills ACCESS, Computer Training, Virtual Reality Training, and Career Exploration.

Eastern Kentucky University, along with nearby University of Kentucky, offer degree and training opportunities in engineering, chemicals, and other manufacturing-related programs.

iii. Willing to develop any new training programs for Project Nora at no cost?

Through the local 1) Workforce Solutions associated with the Bluegrass Community and Technical College and 2) Workforce Development and Community Engagement through Eastern Kentucky University, we have developed and offered numerous trainings for employers in Kentucky. We typically rely on assistance from state and local partners in efforts to reduce the cost of these trainings to employers throughout the state.

B. How can the state / local partners assist with recruitment, retraining and training of talent?

The Kentucky Career Center – Bluegrass, looks forward to providing the assistance with recruitment both online and in person with job fairs, hiring events, social media promotions of position availability, and employer highlights. The KCC- Bluegrass also has several trainings both online and in person that can assist individuals in transitioning from one work environment to another as well as develop skills that may be needed. KCC-Bluegrass on a limited basis, Occupational Skills Training for individuals who are a degree or certification in a high demand field and customized training for employees who need to learn new skills or improve on their current skills to ensure the success of business.

There will be approximately 1,800 skilled workers, including engineers, quality assurance/control analysts, and plant operators available over the next 3-4 years from the decommissioning of the Bluegrass Army Depot in Madison County.

i. Are there any funds to develop or build a training center on-site or at a local college?

Given the importance of workforce and childcare for Project Nora, the Governor and his Economic Development Leadership team are prepared to request approval of an appropriation from the Kentucky General Assembly, of \$20 million for the company, or the local Industrial Development Corporation, as determined by the company. These funds may be used at the sole discretion of the company for any workforce-related endeavor not covered by any other training incentive, construction of an onsite training facility, and/or use for construction and operation of a childcare facility. The Kentucky Cabinet for Economic Development shall receive notice from the company as to the intended use of the funds and a follow-up notice once said funds have been fully utilized confirming how they were used and describing the benefits that were derived for the facility workforce.

ii. Will the state / local partners assist with the recruitment of employees and help bring qualified candidates to the HR (human resources) team?

Yes, the Kentucky Career Center – Bluegrass are local experts in recruitment of employees through job fairs, hiring events, social media, and identifying custom hiring needs.

iii. Who coordinates the workforce development and training at the state, regional, and local levels? Do they operate in a unified manner with a designated window person or agency?

The Education and Workforce Development Cabinet (state level) works closely with the 10 workforce areas across the state of Kentucky. In the 17-counties of central Kentucky, this is through the Bluegrass Workforce Innovation Board who oversees the Kentucky Career Center – Bluegrass. These groups work cohesively to promote workforce development in the Bluegrass area.

iv. Are there any specialty programs to connect students with employers such as FAME or other maintenance programs?

- Yes, FAME is available in the Bluegrass area. Once a student is accepted into KY FAME, they will begin work on a combination education/training program to earn certification as an Advanced Manufacturing Technician (AMT). They will attend classes at a local community college two days a week and work 24 hours a week for a local employer – all while being paid a competitive wage for your work. After five semesters, they will have earned an associate degree in applied science in Industrial Maintenance Technology-Advanced Manufacturing Technician Track, 68 to 71 college credit hours, two years of work experience, and the AMT certification.
- The Kentucky Career Center's Office of Employer and Apprenticeship Services is the state's approving agency for the Registered Apprenticeship Program. The program helps businesses develop their workforce, serving the critical need of increasing employee retention and finding qualified candidates for hard-to-fill jobs. It grows talent through work-based training initiatives, combining on-the-job training with first-hand experience. As Registered Apprenticeships align with community college courses, this innovative program offers an alternative path to postsecondary education that drives Kentucky's growth and competitiveness.
- The Tech Ready Apprentices for Careers in Kentucky (TRACK) youth apprenticeship program is a partnership between the Kentucky Department of Education's Office of Career and Technical Education and the Kentucky Office of Apprenticeship to provide secondary students with career pathway opportunities into Registered Apprenticeship program. Employers tailor the program

for their specific needs and select the Career and Technical Education (CTE) courses for the apprenticeship pathway.

- Kentucky Community & Technical College (KCTCS) connects students to employers through Apprenticeships in a variety of areas including welding, electrician, industrial maintenance technician, maintenance mechanic, mechatronics technician, tool and die maker, electronics technician, production technologist, and others. In addition, KCTCS recently launched the Education First Employers program. This network of Kentucky companies offers benefits to students, helping them to complete their educational credentials and flourish in the workplace. The benefit to students includes tuition assistance, flexible schedule, access to jobs with competitive wages, connection to a network of companies, inclusive work environment, mentorship and career development preparation, assistance with transportation, housing, and other needs, and jobs aligned with chosen program of study.

V. CHILD CARE

- A. Childcare is a critical component to the facility, and Project Nora is considering building an onsite childcare facility. What programs are currently available or being developed to address childcare availability, accessibility, affordability, and quality for multi-shift manufacturing operations for a regional labor force? If there are currently no incentives applicable to childcare, please provide any details about the availability of new legislation to create an incentive program.**

Given the importance of workforce and childcare for Project Nora, the Governor and his Economic Development Leadership team are prepared to request approval of an appropriation from the Kentucky General Assembly, of \$20 million for the company, or the local Industrial Development Corporation, as determined by the company. These funds may be used at the sole discretion of the company for any workforce-related endeavor not covered by any other training incentive, construction of an onsite training facility, and/or use for construction and operation of a childcare facility. The Kentucky Cabinet for Economic Development shall receive notice from the company as to the intended use of the funds and a follow-up notice once said funds have been fully utilized confirming how they were used and describing the benefits that were derived for the facility workforce.

Employee Child Care Assistance Program (ECCAP) Information:

https://kynect.ky.gov/benefits/s/eccap-program?language=en_US

See attachment in the Appendices, Exhibit 18 regarding House Bill 499

VI. PRODUCTION & MANUFACTURING ANNOUNCEMENTS

- A. Please describe all new production and manufacturing investments announced within the last year creating in excess of 500 jobs and within a 100-mile radius of the site.**

- Toyota Motor Manufacturing Kentucky
- Ford Motor Company KTP
- Congo LLC

- B. Please detail all known construction related activity exceeding \$200 million occurring within a 100-mile radius of the site occurring within the Project Nora timeline.**

- BlueOval SK
- Amazon Air
- EnerVenue, Inc
- Pernod Ricard S.A.
- Lotte Aluminum Materials USA, LLC
- Martin County Solar, LLC
- IJW Whiskey Company, LLC

Attached lists for questions A & B can be found in the Appendices, Exhibit #15.

