

**MARK E. YONTS**

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April 3, 2017

**COMMONALITY OF APPLICANTS' OWNERSHIP**

LFUCG Planning Commission  
Phoenix Building  
101 E. Vine Street, 7th Floor  
Lexington, Kentucky 40507

Re: ABD Holdings, LLC & Earthman, LLC - Applicants  
Commonality of Ownership

Dear Sir/Madam:

Please accept this letter as explanation of the commonality of ownership for the Applicants in our zone change request. Currently, the record title owners of the eleven (11) relevant properties in our request are held by the two Applicants, namely ABD Holdings, LLC and Earthman, LLC. These companies are owned, operated, and controlled solely by Dr. Thomas Pearse Lyons in the following manner:

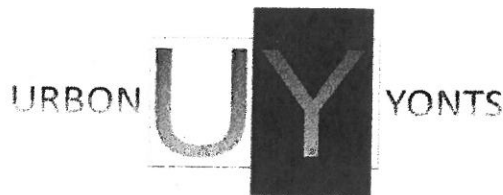
- 1) **ABD Holdings, LLC** is a Kentucky limited liability company owned by its single member, Alltech Beverage Division, LLC, a Kentucky limited liability company, which in turn is owned by its single member, Alltech, Inc., a Kentucky corporation. Alltech, Inc. is owned and operated by its current President and majority shareholder, Dr. Thomas Pearse Lyons.
- 2) **Earthman, LLC** is a Kentucky limited liability company owned and operated by its sole member, Dr. Thomas Pearse Lyons.

If you have any questions or concerns, please feel free to contact me regarding this matter. I look forward to hearing from you.

Sincerely,

*Mark E. Yonts*

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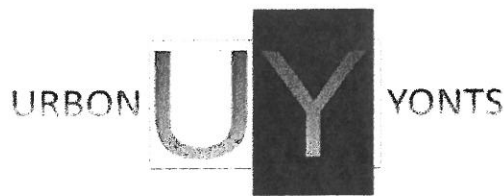
LFUCG Planning Commission  
Phoenix Building  
101 E. Vine Street, 7th Floor  
Lexington, Kentucky 40507

Re: ABD Holdings, LLC & Earthman, LLC  
Rezoning Application for: a) 834 W. Maxwell, 838 W. Maxwell, & 412 Cross Street from R-2 Zone with Historic District Overlay (H-1) to B-1 Zone; and b) 701 Pine Street, 707 Pine Street, 711 Pine Street, 715 Pine Street, 721 Pine Street, 725 Pine Street, 731 Pine Street, & 420 Cross Street (a portion of) from R-4 Zone to B-1 Zone

Dear Sir/Madam:

I represent ABD Holdings, LLC and Earthman, LLC (hereinafter "Applicants") which are owned, managed, and controlled by Dr. Thomas Pearse Lyons of Alltech, Inc. Dr. Lyons acquired the above-referenced properties through the Applicants to provide supporting uses and necessary infrastructure for Alltech's Town Branch Distillery and Brewery which are located adjacent to the relevant tracts of land. As the Commission is aware, Alltech's distillery and brewery are a unique stop on the world-famous Kentucky Bourbon Trail and one of only a handful of joint brewing and distilling operations in the world. It is the intent of Dr. Lyons to seek a zone change for the identified properties to create coordinated business uses for all of the Alltech related properties in this locale. Currently, the eleven (11) properties in question are located within two existing zones, namely the Two-Family Residential (R-2) Zone (with Historic District Overlay (H-1)) and the High Density Apartment (R-4) Zone.

The R-2 properties consist of three (3) contiguous lots containing 0.369 acres located on the corner of Maxwell and Cross Streets. The properties fronting Maxwell Street (834 Maxwell and 838 Maxwell) each contain residential structures, while the property located at 412 Cross Street contains an existing structure which serves as Alltech's Visitor Center. The R-2 properties are directly abutting the existing Light Industrial (I-1) Zone to the west and the Wholesale and

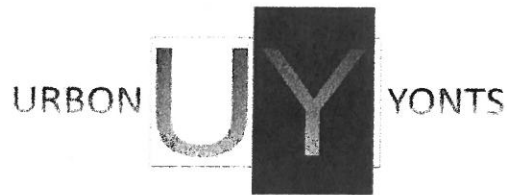


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Warehouse Business (B-4) Zone to the south. The proposed use of the properties will be in conformity with the principal uses allowed in the B-1 Zone, including business offices, retail sales, and commercial activities related to the operation Alltech's Visitor Center for visitors, tour groups, and business meetings. The external façade of the properties will be retained to compliment the residential nature of the surrounding properties, and will provide a transition buffer for the R-2 properties lying to the east on Maxwell Street, while remaining compliant with the Historic Overlay (H-1) District to the north containing Historic Woodward Heights subdivision.

Accordingly, the proposed zone change of the R-2 properties to the Neighborhood Business (B-1) Zone is justified and in compliance with the 2013 Comprehensive Plan in that it provides an opportunity for infill, redevelopment, and adaptive reuse that respects the areas context and historical features. By retaining the structures, the proposed change will not impair the residential character of the area, and in fact, it will enhance the stability of the neighborhood by allowing new uses which are appropriate in scale and intensity to existing uses. Further, the zone change will promote economically sound planning and commercial uses that are in close proximity to supporting and/or similar uses. Additionally, the properties will promote and encourage tourism, creates jobs, and thereby improve the economic base and tax structure of the Lexington Metropolitan Area.

Similarly, the R-4 properties consist of seven (7) contiguous lots located on empty, undeveloped land on Pine Street, and part of one (1) adjacent lot located at 420 Cross Street (the remainder of which lies within the B-4 zone containing Alltech's new distillery). These tracts contain approximately 1.527 acres. As above, the lots will be developed to provide new and supporting uses in conformity with the B-1 zone without disrupting the residential character of the area. Specifically, the R-4 properties will be used in support of the adjacent Alltech distillery and brewery business by providing appropriate accessory uses, including retail sales for visitors and business partners. It is contemplated by the submitted preliminary development plan that a single, open-air plaza structure, designed to fit in with the residential nature of the area, will be built upon the lots. As with the R-2 properties, the principal uses of the R-4 properties will not be open to the public, rather they will support and serve the existing visitor and business traffic for Alltech's existing facilities. Accordingly, the traffic impact to the surrounding area will be nominal.



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The proposed zone change of the R-4 properties to the Neighborhood Business (B-1) Zone is justified and in compliance with the 2013 Comprehensive Plan as it provides an opportunity for infill, redevelopment, and adaptive reuse that respects the areas context and historical features. The proposed uses under the B-1 Zone as contemplated by the Applicants are appropriate in scale, intensity, and type to the adjacent uses, and will in fact, provide a perfect transition from the contiguous Wholesale and Warehouse Business (B-4) Zone to the adjacent residential areas.

For the reasons set forth above, the Applicants respectfully request the following:

- a) Approval of their zone change request for the subject properties from their current Two-Family Residential (R-2) Zone with Historic District (H-1) Overlay and High Density Apartment (R-4) Zone to the Neighborhood Business (B-1) Zone; and
- b) Approval of the associated Preliminary Development Plan also submitted.

I am honored to represent the Applicants in this matter, which if approved, will further augment and enhance a great success story within our city. Thank you for consideration of this request. If you have any questions or concerns, I will be available, along with the Applicant's other representatives, at the Commission's committee meetings and the hearing on May 25<sup>th</sup> to answer questions and present more information in support of this request.

Sincerely,

*Mark E. Yonts*

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