


<p>At Large Members</p> <p>Meri McGlone, 6/30/2024</p> <p>Steve Tostenrud, 6/30/2024</p> <p>Steve Wahrlich, 6/30/2024</p> <p>James “Andy” Patten, 6/30/2025</p> <p>David Fishbaugh, 6/30/2025</p> <p>Mary Walks Over Ice, 6/30/2025</p> <p>Chris Montague, 6/30/2026</p> <p>Ethan Kanning, 6/30/2026</p> <p>Sean Lynch, 6/30/2026</p>	 <p>Downtown Billings Partnership</p> <p>Sean Lynch, President</p> <p>Ethan Kanning, Vice-Pres.</p> <p>Meri McGlone, Treasurer</p> <p>Mary Walks Over Ice, Secretary</p>	<p>Partners</p> <p>City of Billings: Chris Kukulski</p> <p>Yellowstone County: Erika Guy</p> <p>School District 2: Janna Hafer</p> <p>Big Sky EDA: Steve Arveschoug</p> <p>Downtown Billings Association: Matt Blakeslee</p> <p>Business Improvement District: Blake Wahrlich</p> <p>Billings Cultural Partners: Matt Blakeslee, Katy Easton</p> <p>Parking Advisory Board: Brandon Scala</p> <p>Downtown Billings Property Owners Association: Jock West</p>
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DBP Board Agenda - February 23, 2024

Billings Community Foundation - 404 N 30th St

Regular Business Meeting - 7:30 - 9:00 a.m.

- 1) Call to Order – Introductions, Courtesies, and Public Comments (3 min. limit)
 - a. Billings Community Foundation – Zack Terakedis
- 2) Consent Agenda:
 - a. Minutes – January 26, 2024 meeting minutes - vote to approve minutes
- 3) Staff updates/discussion
 - a. Board of Directors Report (attached)
 - b. Financial P&L (attached)
 - c. Rockman Project Update – Chris Kukulski/Katy Easton
 - i. Fund 203 TIF Forecast (attached)
- 4) Old Business
 - a. Proposed Organizational Structure Discussion
 - i. Organizational Chart (attached)
 - ii. Operations MOU (attached)
- 5) New Business
- 6) Partner Reports

<ol style="list-style-type: none"> a. Big Sky Economic Development c. Billings Parking Board e. City of Billings g. Downtown Billings Property Owners Association i. Yellowstone County 	<ol style="list-style-type: none"> b. Billings Cultural Partners d. Business Improvement District f. Downtown Billings Association h. School District #2
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- 8) Adjourn by 9:00 a.m.

March DBP Board Meeting - 3/22/2024



Present:	Brandon Scala	Matt Blakeslee	Wyeth Friday
Steve Arveschoug	David Fishbaugh	Steve Tostenrud	Tom Rupsis
Ethan Kanning	Blake Wahrlich	Chris Kukulski	Andy Patten
Chris Montague	Katy Easton	Meri McGlone	James Chandler
Mehmet Casey	Erika Guy	Megan Zimmerman	Guests: Kim Kaiser
Brad Sperry	Ed Garding	Carol Beam	
Absent: Steve Wahrlich	Sean Lynch	Janna Hafer	Mary Walks Over Ice
Jock West			

1) Call to Order – Introductions, Courtesies, and Public Comments (3 min. limit)- Mr. Kanning called the meeting to order at 7:31 am.

2) Regular Agenda:

a. Minutes – November 17, 2023 meeting minutes - Mr. Patten made a motion to approve the November 17th 2023 minutes. Mr. Scala seconded his motion, all were in favor, none were opposed.

3) Presentation

a. YMCA Master Plan -

- The YMCA Board members hired the consulting group ‘Grow’ to assess the property and membership. Grow believes that if the YMCA is updated, they should remain in the current location which is the most beneficial area of town to the Billings community. Additionally, they believe the current facility is often at capacity and out of date. Grow and the YMCA believe that the current property is 100,000 sq ft, and unfortunately only about half of it is utilized efficiently.
- The goal of the YMCA’s board of directors in response to Grow’s opinion is to build a new YMCA. However, the most feasible option is to continue with an add-on to the existing facility. For example, the corner of division and fourth, or across 33nd where the current parking lot is located. The YMCA hopes to expand services such as social meeting spaces, child care, better pool maintenance which would require additional space to meet their current and future demands.

- The next steps of the YMCA are to find partners for funding, and developers to create different realistic and affordable concept ideas.
- A secondary goal is to expand to the west end to provide an additional smaller facility with field-space; however, the YMCA downtown would still be the primary location.
- Discussion amongst the board was had regarding the presented YMCA Master Plan. Mr. Arveschoug inquired about the expansion or creation of a new TIF district on the west end to Mr. Rupsis and Mr. Kukulski. Discussion was had amongst Mr. Rupsis and Mr. Kukulski that there isn't a good reason for the lack of a TIF district in that area. Discussion was had regarding TIF Districts inclusive of political and public resistance, and property owners not being educated on the definition of blight in regard to TIF.

b. DBA Restructuring Proposal - Matt Blakeslee and Katy Easton:

- Mr. Blakeslee and Ms. Easton proposed having a face or unified identity under the name of the Downtown Billings Association in an effort to clarify the relationships between the different organizations within Downtown Billings. The intention of the board is to provide a common space to be able to propose and discuss ideas holistically amongst the members, business owners, property owners, and mutual boards.
- The Downtown Billings Association will act as a spokesman or advisory role for all of the boards, members, business owners, and property owners and create an overlap of interest in all four programs that make up the DBA.
- Mr. Blake Wahrlich suggested they move the "Vote of Confidence" for the restructuring of the DBA to the February 26th meeting.

4) Staff updates/discussion:

- Mr. Casey is currently consulting with Mr. Kanning and Mr. Zoller on a TIF Forecast for the next quarter.
- Mr. Casey updated the board regarding the two-way street conversion bond request which passed city council's approval.

5) Old Business - No old business was discussed at this time.

6) New Business - No new business was discussed at this time.

7) Partner Reports

- a. Big Sky Economic Development - none.
- b. Billings Cultural Partners - Mr. Blakeslee updated the board that meetings moved to Tuesdays.
- c. Billings Parking Board - Mr. Scala informed the board that back in parking is confirmed for the two-way street conversion project and updated the board briefly on the city parking garage development.

- d. Business Improvement District- Mr. Blake Wahrlich provided a brief update to the board on the DBA restructuring discussion that was had amongst the BID board, the new Alive After 5 application process, as well as an update on the Portland Loo.
 - e. City of Billings - Mr. Kukulski shared that orientation is to be scheduled for new council members, Mr. Friday went to an Urban Renewal committee panel in Helena and discussed TIF, blight, and other funding mechanisms.
 - f. Downtown Billings Association - Mr. Blakeslee discussed the marketing RFP, as well as the restructuring of the DBA.
 - g. Downtown Billings Property Owners Association - Mr. Casey met with Mr. West, and the Property Owners Associations (POA) officers to try to get the POA more involved in the DBP.
 - h. School District #2 - none.
 - i. Yellowstone County - Ms. Guy shared that architects have drawn up some proposed detention facility designs.
- 8) Mr. Kanning adjourned at 9:01 AM.

Created for the following Board Meetings:

Downtown Billings B.I.D. - February 26
Downtown Billings Association - February 28

Downtown Billings Partnership- February 23
Community Innovations - TBD



Downtown Billings Board of Directors Report

CEO Report

Katy Easton, keaston@downtownbillings.com, 970-208-7020

“Creating engagement around a clear, simple set of priorities can function as a lighthouse, orienting behavior and providing a path toward a goal.”

— Daniel Coyle, *The Culture Code: The Secrets of Highly Successful Groups*

As I enter into planning and budgeting season, the DBA team is being pulled in a dozen different directions this spring. Event planning, snow removal, development projects, Battle of the Plans, grant opportunities, sidewalks, signage, and skateparks are keeping us on our toes. And though we are busier than ever, we remain focused on the greater mission of making downtown Billings a great place to be.

We are truly excited to release the 3rd iteration of Battle of the Plans on March 1. In this fun and educational pitch competition, two business plans will be awarded prizes valued at over \$45,000, including funds previously allocated in the FY23 TIF budget. If you know someone who has a great business idea that would succeed in downtown Billings, please send them our way! If your business or organization would like to participate as a sponsor, mentor, property owner, or evaluator, please let me know.

Staff Planning will take place on March 21, with the team leaving downtown for the day to work on our organizational, team, and individual priorities for the upcoming fiscal year. One goal is to create a mission statement for the DBA - do you have any ideas for a DBA mission statement? We look forward to taking board planning results into this staff session and bringing the results back to you and our community.

Events

Lexie Mann, lexiem@downtownbillings.com, 978-979-3732

- Mug Crawl took place on Saturday, February 10th and was a big success! We had 4 new participating businesses this year: Sassy Biscuit, Proof Donuts, Stella's Kitchen & Bakery, and Stomping Grounds Book Cafe. We have received excellent feedback from both businesses and participants.
- Alive After 5 applications are due February 14th and have had great feedback on the changes.
- St. Patrick's Day Parade & Celtic Fair applications are due February 21st.

Business Improvement District

Joe Stout, joes@downtownbillings.com, 406-672-1057

- New hire Robert is doing well. Will work Wednesday through Saturday.
- Attended International CPTED Conference in Tampa and learned a lot. I also renewed my professional designation.
- By the time you read this, the decorations will either be down or coming down very soon depending on the weather.
- Broke and repaired the bobcat plow, ready if we ever get snow. *Spoiler - we got more snow!*
- CPTED program continues along.

Partnership

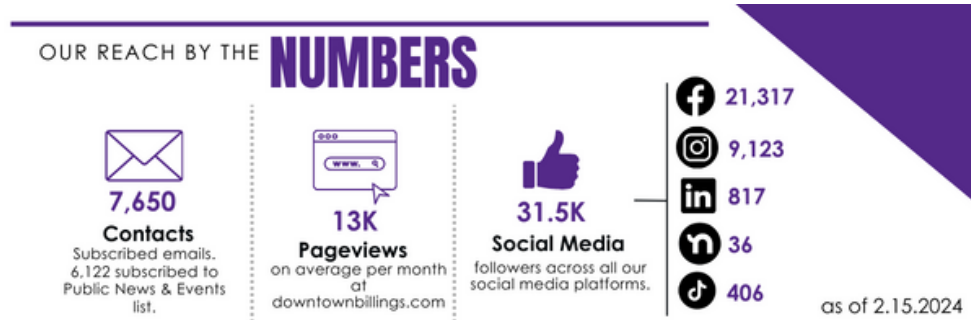
Mehmet Casey, mehmetc@downtownbillings.com, 207-749-1144

- Yesteryears began their moving efforts to relocate from 102 N 29th St to 208 N Broadway. Grand Opening on March 1.
- The city did not receive any bids for the 2-way street conversion project. City staff is discussing options in the next two weeks and if all fails, the project may be pushed from summer of 2024 to summer of 2025.
- Met with the Kilbourne Group of Fargo, ND; a mixed-use developer scouting downtown Billings for potential sites.
- DBP staff began meeting with Founders District business owners who were opposed to TIF in 2020.
- The Historic Montana Avenue Association is inquiring about whether or not TIF could pay for private security in addition to the cooperative safety program we have in place with the BPD.
- The Art House Cinema is finalizing steps to receive its TIF award.
- DBP staff is scheduled to present the Rockman's project at City Council now in March.
- DBP staff is working with City staff to attend a future Council meeting to present about Battle of the Plans.

Communication and Outreach

Lindsay Richardson, lrichardson@downtownbillings.com, 408-674-7158

- Released March 1st Battle of the Plans Kickoff event info.
- 5,000 LightBike Trail maps printed, next up we plan to distribute to local hotels and convention groups.
- MariMint increased their sponsorship commitment in 2024 and committed \$8,750 in event and program sponsorships.
- Visit Billings committed to \$3,100 in sponsorships for 2024. Notably they committed to be the presenting Strawberry Festival sponsor with the DBA.
- Met with KULR & KTVQ news teams to strengthen our connections with those media sources.



Community Resource

Kody Christensen, kody@downtownbillings.com, 406-661-6739

I am working with Chantel Anderson, Assistant City Attorney, to update our current forms for the MAAP Program to be more efficient. We will also be updating our current MOU's with partners to reflect the changes in the forms we will be utilizing going forward. We completed the annual Point in Time count and had over 45 volunteers including the DBA Staff. We will have the final numbers from the count in May when the state Coordinated Entry Support representative provides the final report. I was nominated to be the Chair of the Yellowstone County Continuum of Care. This will provide the opportunity to collaborate with partners and potentially bring more funding to Yellowstone County. We have also moved to partner with Substance Abuse Connect to have more collaborative asks going to city council and the county commissioners. The new COC board is working with new committees to explore the option of breaking off of the statewide COC. We have found funding to hire a COC director which will be needed prior to separating from the statewide COC.

Association

Focused organizational planning continues to move forward in the Association Board. A new budget structure that eliminates the many, many... many pages of the budget you've all seen will be workshopped by the board this month. The revised format condenses the information into one, easy to read and understand budget, and will be coming your way very soon! The Association Board continues to finesse a formal proposal to downtown membership and the BID, DBP, and CI boards that will recommend new efficiencies and a less complex structure. The Board Chairs of the Partnership (Sean Lynch), BID (Blake Wahrlich), and Association (Matt Blakeslee) will be attending the board meeting of each organization to begin the conversations about this proposal.

The Association Board will also be approving the long awaited Request for Proposals (RFP) for a marketing firm to work with the DBA to create a downtown campaign, style guides, and business recruitment package in 2024.

Upcoming Dates

- February 21 - St Patrick's Day Parade Applications Due
- February 26 - Rockman TIF application at City Council
- March 1 - Battle of the Plans Open House, Rock 31
- March 1 - Downtown Billings First Friday Events
- March 1 - Yesteryears grand opening in Hart Albin
- March 5 - City Council TIF Orientation
- March 16 - St. Patrick's Day Parade and Celtic Fair



Downtown Billings Partnership

Profit and Loss by Month

July 1, 2023 - February 20, 2024

	JUL 2023	AUG 2023	SEP 2023	OCT 2023	NOV 2023	DEC 2023	JAN 2024	FEB 1-20, 2024	TOTAL
Income									
4200 Sponsor Pledges-Donations			1,305.00		2,500.00				\$3,805.00
4400 Service Fee from City	25,615.42	25,615.42	25,615.42			76,846.26	25,615.42		\$179,307.94
4410 Property Management		6,500.00	6,500.00	6,500.00	6,500.00	6,500.00	6,500.00	6,500.00	\$45,500.00
4430 Grant Revenues				3,951.25	1,500.00				\$5,451.25
4440 TIF Grant Revenues						152,500.00			\$152,500.00
Total Income	\$25,615.42	\$32,115.42	\$33,420.42	\$10,451.25	\$10,500.00	\$235,846.26	\$32,115.42	\$6,500.00	\$386,564.19
GROSS PROFIT	\$25,615.42	\$32,115.42	\$33,420.42	\$10,451.25	\$10,500.00	\$235,846.26	\$32,115.42	\$6,500.00	\$386,564.19
Expenses									
6000 Advertising & Marketing									\$0.00
6001 Internet Advertising	31.05	31.05	31.05	36.45	99.09	35.64	35.64		\$299.97
6002 Print Advertising	0.00	0.00	0.00	0.00	0.00	0.00	0.00		\$0.00
6003 Other Advertising & Marketing	948.07	90.99	101.25	4.32	0.00	0.00	0.00	135.00	\$1,279.63
Total 6000 Advertising & Marketing	979.12	122.04	132.30	40.77	99.09	35.64	35.64	135.00	\$1,579.60
6010 Bank Service Charges	53.30	5.02	5.99	87.48	7.61	29.81	4.54		\$193.75
6040 Dues & Memberships	312.22	1,087.54	48.51	750.83	242.11	348.30	289.01		\$3,078.52
6060 Event Costs & Supplies			168.00						\$168.00
6065 Gifts	0.00	0.00	0.00	0.00	0.00	0.00	0.00		\$0.00
6070 Insurance									\$0.00
6071 Liability	87.62	1,126.04	2,102.09	605.75	175.23	1,123.88	518.13		\$5,738.74
6072 Property	1,119.01	1,119.01	1,119.00	1,119.00	1,119.00	1,119.00	1,119.00		\$7,833.02
6073 Workers' Compensation	-965.60	0.00	423.95	0.00	-181.17	423.95	0.00		\$ -298.87
Total 6070 Insurance	241.03	2,245.05	3,645.04	1,724.75	1,113.06	2,666.83	1,637.13		\$13,272.89
6080 Internet & Telephone	86.38	86.38	86.38	90.43	90.43	90.43	90.43		\$620.86
6090 License & Permits	0.00	0.00	4.59	38.88	0.00	0.00	14.85		\$58.32
6110 Meetings	77.06	103.45	15.70	140.00	3.32	65.55	81.83		\$486.91
6130 Merchant Processing Fees	74.11	63.30	40.37	30.48	37.01	140.93	199.39		\$585.59
6140 Office Costs									\$0.00
6141 Office Maintenance	28.76	26.42	20.84	36.82	35.63	13.81	13.28		\$175.56
6142 Office Supplies	297.11	509.21	157.87	180.23	121.74	72.86	151.24		\$1,490.26
6143 Copier Lease	48.33	48.33	48.33	52.16	48.33	44.50	48.33		\$338.31
Total 6140 Office Costs	374.20	583.96	227.04	269.21	205.70	131.17	212.85		\$2,004.13
6150 Parking Expenses	74.37	74.71	2.38	149.80	77.17	75.60	78.73		\$532.76
6200 Payroll Expenses									\$0.00
6201 Benefits	1,156.19	1,156.19	1,156.19	1,156.19	2,312.38	1,156.19	1,156.19		\$9,249.52
6202 Cell Phone Stipend	32.32	32.32	32.32	32.32	32.32	48.48	32.32		\$242.40
6204 P/R Services	85.00	115.00	85.00	57.00	115.00		198.33	173.33	\$828.66
6205 P/R Taxes	921.16	925.95	899.19	980.81	1,051.07	1,778.07	1,062.66		\$7,618.91
6206 Retirement	371.78	371.78	371.78	371.78	371.78	771.23	404.64		\$3,034.77
6207 Wages	11,816.39	11,892.05	11,651.54	12,852.88	13,782.57	23,364.72	13,636.68		\$98,996.83
Total 6200 Payroll Expenses	14,382.84	14,493.29	14,196.02	15,450.98	17,665.12	27,118.69	16,490.82	173.33	\$119,971.09
6320 Professional Services	0.00	0.00	0.00	0.00	0.00	0.00	0.00		\$0.00
6321 Accounting & Bookkeeping	793.00	700.00	887.00	746.00	793.00		863.33	466.67	\$5,249.00
6322 Legal Fees				675.00					\$675.00
6323 Technology	183.38	183.38	196.27	196.27	196.27	196.27	187.05		\$1,338.89
Total 6320 Professional Services	976.38	883.38	1,083.27	1,617.27	989.27	196.27	1,050.38	466.67	\$7,262.89
6330 Property Taxes					15,560.68				\$15,560.68
6340 Rent & Lease	1,401.71	1,401.71	1,401.71	1,401.71	1,590.71	1,212.71	1,401.71		\$9,811.97
6350 Repairs & Maintenance	8,985.00	-10,886.44	0.00	598.53	0.00	0.00	0.00		\$ -1,302.91
6400 Special Project Expenses			1,305.00						\$1,305.00
6406 Grant Expenditures					2,451.25	320.98			\$2,772.23
6412 Yesteryears Relocation						2,325.18	74,807.17		\$77,132.35
Total 6400 Special Project Expenses			1,305.00		2,451.25	2,646.16	74,807.17		\$81,209.58
6500 Sponsorships & Donations	0.00	0.00	0.00				54.00		\$54.00
6520 Training & Development	162.00	229.50	1,219.16	665.98	0.00	0.00	16.88		\$2,293.52

Downtown Billings Partnership

Profit and Loss by Month

July 1, 2023 - February 20, 2024

	JUL 2023	AUG 2023	SEP 2023	OCT 2023	NOV 2023	DEC 2023	JAN 2024	FEB 1-20, 2024	TOTAL
6530 Travel expenses				412.18	50.76	0.00			\$462.94
6550 Utilities	1,983.00	2,152.95	2,856.33	1,858.43	1,823.41	1,576.57	2,170.60	304.55	\$14,725.84
Total Expenses	\$30,162.72	\$12,645.84	\$26,437.79	\$25,327.71	\$42,006.70	\$36,334.66	\$98,635.96	\$1,079.55	\$272,630.93
NET OPERATING INCOME	\$ -4,547.30	\$19,469.58	\$6,982.63	\$ -14,876.46	\$ -31,506.70	\$199,511.60	\$ -66,520.54	\$5,420.45	\$113,933.26
Other Income									
7100 Interest Earned	25.89	25.50	15.53	9.51	4.72	5.15	25.42		\$111.72
Total Other Income	\$25.89	\$25.50	\$15.53	\$9.51	\$4.72	\$5.15	\$25.42	\$0.00	\$111.72
NET OTHER INCOME	\$25.89	\$25.50	\$15.53	\$9.51	\$4.72	\$5.15	\$25.42	\$0.00	\$111.72
NET INCOME	\$ -4,521.41	\$19,495.08	\$6,998.16	\$ -14,866.95	\$ -31,501.98	\$199,516.75	\$ -66,495.12	\$5,420.45	\$114,044.98

	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY31	FY32
Beginning Cash Balance	\$ 248,789.00	\$ 795,720.89	\$ 1,197,841.30	\$ 1,335,023.59	\$ 611,351.97	\$ (18,725.31)	\$ (230,267.31)	\$ (141,034.83)	\$ 494,454.94

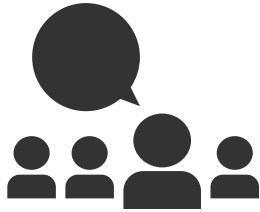
Revenues:									
Tax Revenue EXPECTED	\$ 2,651,475.00	\$ 2,784,048.75	\$ 2,923,251.19	\$ 3,069,413.75	\$ 3,222,884.43	\$ 3,384,028.66	\$ 3,553,230.09	\$ 3,730,891.59	\$ 3,917,436.17
Interest	\$ 25,000.00	\$ 37,700.00	\$ 37,700.00	\$ 37,700.00	\$ 37,700.00	\$ 37,700.00	\$ 37,700.00	\$ 37,700.00	\$ 37,700.00
Entitlements	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00	\$ 266,796.00
Bonding Two Way Conversion	\$ 4,200,000.00								\$ -
Bonding 25th Street Bridge	\$ 500,000.00								\$ -
Estimated Total Revenue	\$ 7,643,271.00	\$ 3,088,544.75	\$ 3,227,747.19	\$ 3,373,909.75	\$ 3,527,380.43	\$ 3,688,524.66	\$ 3,857,726.09	\$ 4,035,387.59	\$ 4,221,932.17

Operating Expenditures									
Debt Service (Empire Garage, 2-Way Conv. #1)	\$ 1,083,865.01	\$ 1,087,958.13	\$ 1,089,648.75	\$ 1,084,789.38	\$ 1,087,070.01	\$ 1,091,045.63	\$ 1,093,200.00	\$ 1,100,080.00	\$ 1,100,080.00
Downtown 2-way conversion Bond #2 Debt Svc		\$ 397,553.00	\$ 397,551.00	\$ 397,551.00	\$ 631,829.00	\$ 629,954.00	\$ 632,060.00	\$ 628,125.00	\$ 628,125.00
Bonding 25th Street Bridge		\$ 35,779.00	\$ 35,779.00	\$ 35,779.00	\$ 56,864.61	\$ 56,695.86	\$ 56,885.40	\$ 56,531.25	\$ 56,531.25
DBP Operating Agreement	\$ 307,385.10	\$ 316,606.65	\$ 326,104.85	\$ 335,888.00	\$ 345,964.64	\$ 356,343.58	\$ 367,033.88	\$ 378,044.90	\$ 378,044.90
Cost Allocation	\$ 65,752.00	\$ 67,724.56	\$ 69,756.30	\$ 71,848.99	\$ 74,004.46	\$ 76,224.59	\$ 78,511.33	\$ 80,866.67	\$ 83,292.67
Downtown Cooperative Safety	\$ 62,500.00	\$ 56,250.00	\$ 56,250.00	\$ 56,250.00	\$ 56,250.00	\$ 56,250.00	\$ 56,250.00	\$ 56,250.00	\$ 56,250.00
Transfer to Parking	\$ 130,000.00	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00
Total Oper EXP	\$ 1,649,502.11	\$ 2,061,871.34	\$ 2,075,089.90	\$ 2,082,106.36	\$ 2,351,982.71	\$ 2,366,513.66	\$ 2,383,940.61	\$ 2,399,897.82	\$ 2,402,323.82

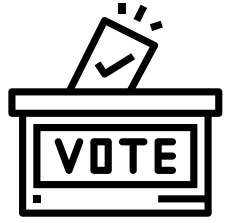
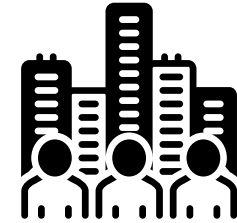
Prior Year Development Incentives Approved									
Arthouse Cinema Phase II	\$ 350,000.00								
ABT FY22 PO 22-000035	\$ 250,000.00								
Stone Building			\$ 221,922.00	\$ 221,922.00	\$ 221,922.00				
Kibler & Kirch									
Sign Program FY25		\$ 21,000.00							
CPTED Program FY24		\$ 20,000.00							
MJShanks LLC	\$ 110,200.00								
Skypoint Project PO 22-000032	\$ 130,000.00								
Montana Rescue Mission		\$ -	\$ 210,000.00	\$ 210,000.00					
Battle of the Plans	\$ 75,000.00								
Yesteryears Relocation	\$ 152,500.00								
Old Town Flats		\$ 384,553.00	\$ 384,553.00	\$ 384,553.00	\$ 384,553.00	\$ 384,553.00	\$ 384,553.00	\$ 384,553.00	
Lincoln Apartments	\$ 50,000.00	\$ 50,000.00	\$ 50,000.00	\$ 50,000.00	\$ 50,000.00				
Old Billings Hardware		\$ 149,000.00	\$ 149,000.00	\$ 149,000.00	\$ 149,000.00	\$ 149,000.00			
Rockman Project				\$ 1,000,000.00	\$ 1,000,000.00	\$ 1,000,000.00	\$ 1,000,000.00	\$ 1,000,000.00	
CIP 2 way conversion	\$ 3,800,000.00								
CIP 5th Avenue Corridor	\$ 29,137.00								
CIP 25th Street Bridge	\$ 500,000.00								
Total Approved Incentives	\$ 5,446,837.00	\$ 624,553.00	\$ 1,015,475.00	\$ 2,015,475.00	\$ 1,805,475.00	\$ 1,533,553.00	\$ 1,384,553.00	\$ 1,000,000.00	

Estimated Available Cash For Projects	\$ 795,720.89	\$ 1,197,841.30	\$ 1,335,023.59	\$ 611,351.97	\$ (18,725.31)	\$ (230,267.31)	\$ (141,034.83)	\$ 494,454.94	\$ 2,314,063.30
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Revenue Growth Estimate 5.00%



DOWNTOWN BILLINGS ASSOCIATION



Business Owners

Community

501(c)(6) Established 1985

Membership Dues

Property Owners

Electeds

Employer

Lease Holder

Finance Committee

Communications

Membership

BUSINESS IMPROVEMENT DISTRICT

501(c)(3) Established 2005

BID Property Assessment

CLEAN

SAFE

EVENTS

- Sidewalks
- Trashcans
- Graffiti
- Flowers
- Loo
- Public Art

- Officers
- CPTED

- Parades
- Festivals
- AA5
- Microevent
- Consulting

DOWNTOWN BILLINGS PARTNERSHIP

501(c)(4) Established 1998

TIF Operating Agreement

TIF

BUS. DEV.

- TIF Apps
- URD
- CIP Planning
- CPTED

- Recruitment
- Property Inventory
- Battle of the Plans

COMMUNITY INNOVATIONS

501(c)(3) Established 2017

Grant Funding

MAAP

SCRC

HOT

- Outreach
- Jail Diversion
- Impact Statement

- Micro Grants
- Education
- Purple 5k

- Grant Partner
- Outreach
- Office Space

Operations Memorandum of Understanding (MOU) of the Downtown Billings Organizations

PARTIES

This MOU, dated as of _____, is among the following parties:

1. Downtown Billings Partnership, Inc. (DBP), a Montana nonprofit 501(c)(4) corporation, 116 N 29th St, Billings, MT 59101
2. Downtown Billings Business Improvement District, Inc. (BID), a Montana nonprofit 501(c)(3) corporation, 116 N 29th St, Billings, MT 59101
3. Downtown Billings Association, Inc. (DBA), a Montana nonprofit 501(c)(6) corporation, 116 N 29th St, Billings, MT 59101
4. Community Innovations, Inc. (CI), a Montana nonprofit 501(c)(3) corporation, 116 N 29th St, Billings, MT 59101

DBP, BID, DBA, and CI hereinafter will be referred to as “Downtown Billings”.

BACKGROUND

In June of 2008, all members of Downtown Billings had taken action and agreed to consolidate office operations, staffing and payroll functions, and employee benefits management under one operating entity (OE) and assign all responsible duties to BID. In 2014, an Operations Memo was executed by the DBP, BID, and DBA creating “The Alliance”. In 2024, the 2014 Operations Memo was terminated by all members of Downtown Billings. In March of 2024, all members of Downtown Billings have taken action and agreed to consolidate office operations, staffing and payroll functions, and employee benefits management under one operating entity (OE) and assign all responsible duties to DBA.

TERMS AND CONDITIONS

Section 1 Preliminary Provisions

- 1.1 Effective date. The effective date of this MOU (Effective Date) shall be _____.
- 1.2 Enforceability. On the Effective Date and thereafter until Downtown Billings amends or terminates the MOU, all rights, duties and liabilities of the MOU shall be enforceable in accordance with the terms of the MOU.
- 1.3 Purpose. The purpose of the MOU and Downtown Billings is to provide operational and administrative services and support for Downtown Billings. The OE, through the mutual agreement of the separate Boards of Directors, also provides a forum and means for coordinating Downtown Billings joint efforts, all for the purpose of improving, strengthening, and advocating for the interests of

downtown Billings.

- 1.4 Principal Place of Business. The principle place of business shall be 116 N 29th St, Billings, MT 59101
- 1.5 Annual Accounting Period. The annual accounting period of Downtown Billings shall be a fiscal year beginning July 1 and ending on the following June 30.
- 1.6 Annual Review of MOU. There shall be conducted an annual review of the MOU at the end of each fiscal year.

Section 2 Records and Books of Account

- 2.1 Books of Account. Proper and complete records and books of account related to this MOU shall be kept or cause to be kept by the OE by the managers in which shall be entered fully and accurately all transactions and other matters relating to Downtown Billings's business in such detail and completeness as is customary and usual for businesses of the type and size engaged in by Downtown Billings. The managers may manage the books of account related to this MOU on a tax basis or by any other method that the managers reasonably determine to be in the best interests of Downtown Billings.
- 2.2 Reports to Downtown Billings. Through the provision of written financial reports or other appropriate measures, the OE shall advise Downtown Billings on a quarterly basis concerning the financial and business condition of Downtown Billings.
- 2.3 Payments to the Operations Fund. The OE shall establish and manage a separate checking account to hold, collect and distribute via operations accounts payable the payments made to this account by the DBP, BID, DBA, CI, and any future party that may be added by amendment to this MOU as established by an annual Joint Operations Budget (JOB) through the mutual agreement of the separate Boards of Directors at their final meeting each fiscal year. The DBP, BID, DBA, Community Innovations mutually agree to pay into the annual Operations fund in the amounts and method detailed in that JOB.

Section 3 General Provisions

- 4.1 Entire Agreement. This MOU contains the entire agreement among the members of Downtown Billings concerning its subject matter and it replaces all earlier agreements among them, whether written or oral, concerning its subject matter.
- 4.2 Amendments. No amendments of this MOU shall be valid unless set forth in writing and signed by all members of Downtown Billings.
- 4.3 Governing Law. The validity, interpretation and performance of this MOU and any amendment to this MOU shall be governed exclusively by the laws prevailing in the State of Montana without reference to principles or laws relating to conflicts or choice of laws.

- 4.4 Payroll. All employees shall be employees of the OE for any and all payroll and payroll related purposes. Each employee shall abide by and have his or her activities directed by an employee manual and a published job description. The DBA Employee Handbook shall be adopted by all employees of Downtown Billings. The DBA Employee Handbook supersedes and replaces all previous policy statements. Each job description shall clearly state who the employee reports to and is evaluated by. Each member of Downtown Billings shall pay to the OE, monthly or quarterly, in advance the full amount of payroll, payroll expenses and benefit expenses of all OE employees who, as defined by the employee's job descriptions, report to that individual member of Downtown Billings. The OE may, from time to time, agree to accept an alternative payment method as it relates to this section regarding members of Downtown Billings.
- 4.5 Office Operations. The OE shall manage and be responsible for all shared expenses related to the operations of the jointly occupied office of Downtown Billings. Each member of Downtown Billings shall pay, monthly or quarterly in advance, their calculated share of these expenses as mutually agreed upon by Downtown Billings. The OE may, from time to time, agree to accept an alternative payment method as it relates to this section regarding members of Downtown Billings.
- 4.6 Insurance. Each member of Downtown Billings shall retain such insurance coverage as it deems appropriate. The OE agrees to maintain insurance coverage as deemed appropriate by Downtown Billings and Downtown Billings shall mutually agree to share the cost of shared insurance and consider such expenses to be part of the Office Operations as noted in Section 3.5, above.
- 4.7 Memberships. The OE agrees to maintain membership in professional organizations under the corporate name of the OE as mutually agreed upon by Downtown Billings. The cost of such memberships shall be considered to be part of the Office Operations as noted in Section 3.5. above.

We, the undersigned, mutually agree to all of the provisions and amendments to this MOU.

X _____
 President of the DBP Date

X _____
 President of the BID Date

X _____
 President of the DBA Date

X _____
 President of Community Innovations Date