



## **DBP Board Agenda - June 26, 2020**

### **Remote meeting via Zoom**

#### **Regular Business Meeting**

- 1) Call to Order – Introductions, Courtesies, and Public Comments (3 min. limit)
- 2) Regular Agenda:
  - a. Minutes – May 22, 2020 meeting minutes, vote to approve minutes
  - b. Presentation: Big Sky Economic Development
  - b. DBP staff update
  - d. Financials & TIF Forecast
- 3) Old Business
- 4) New Business
- 5) Action Items
  - a. Amendment of bylaws
  - b. Board Election
- 6) Partner reports (if time permits)
  - a. City of Billings
  - b. Yellowstone County
  - c. SD#2
  - d. Big Sky Economic Development
  - e. Downtown Billings Association
  - f. Business Improvement District
  - g. Billings Cultural Partners
  - h. Parking Advisory Board
  - i. Downtown Billings Property Owners Association
- 7) Adjourn by 9:00 a.m.

**Next scheduled meeting – July 24, 2020**

DBP Board Meeting  
 May 22, 2020 – 7:30 am  
 Zoom Video Conference

<b>ATTENDED:</b>	Andy Patten	Sean Lynch	Dave Fishbaugh	Sam Merrick	Joni Harman	Norman Miller	Steve Arveschoug
	Ignacio Barrón Viela	Zach Dunn	Jock West	Chris Montague	Jana Hafer	Steve Wahrlich	Denis Pitman
	Kim Olsen	Wyeth Friday	Chris Kukulski	Katy Easton	Mehmet Casey	James Chandler	Emily Meick
<b>GUESTS:</b>	Bill Cole	Pam Purinton	Dusty Eaton	Brad Constantine	Joshua Toneyes	Zack Terakedis	
<b>ABSENT:</b>	Marguerite Jodry	Steve Tostenrud	Penny Ronning				

1. **Call to Order** – Mr. Patten called the meeting to order at 7:32 am.
2. **Regular Agenda**
  - a. **Minutes** – April 24, 2020 – Mr. Lynch motioned to approve minutes and seconded by Mr. Merrick. Approved by all.
  - b. **DBP Staff Update**
    - i. **Development Director** - Mr. Casey provided an update on Covid-19 community restart efforts to support downtown businesses. The TIF applications that went through Council have agreements to share with entities and then acquire signatures. He provided a memo from the attorney about handling occupancy and ownership requirements on development agreements moving forward and welcomes board feedback. The City approved moving forward with the first phase of the Founders District to provide a third-party assessment. Mr. Casey has received feedback from 20 of 30 property owners regarding the street conversions, over half of which were positive; however, N. 30<sup>th</sup> Street remains an issue. He'll send a list for the board to reach out. He's been meeting with Council members and he plans to streamline communications and TIF project presentations with Council, Mayor, and City staff.
      1. Mr. Patten asked if it's practical to have a draft development agreement available so the board can see the entire agreement.
        - a. Mr. Casey said yes, it will be the practice moving forward with the established template.
      2. Ms. Purinton said Mr. Schmidt at Army Navy opposed the two-way street conversions.
      3. Ms. Easton said that Council will be taking the street conversion up on the agenda to move forward selling bonds. She'll be available for the next Council meeting. She and Mr. Casey will be reaching out for letters of support from property owners.
      4. Mr. Cole thanked Mr. Casey for reaching out. He said that Council is on the fence regarding the Founders District without projects that require TIF districts for success.
    - ii. **CEO** - Ms. Easton updated about the economic recovery group. The Yellowstone Valley Economic Recovery website is a one-stop shop for up-to-date information. They will be holding additional round-table conversations with John Felton about guidelines for Phase Two. There are two new water-based handwashing stations downtown, which will be maintained by the BID Team. They are also working on designing and implementing pedlets in several downtown locations through a \$7,000 grant from Healthy by Design.
  - c. **Financials and TIF Forecast** – Mr. Casey reviewed the profit and loss. Ms. Easton said April's rent for the Yesteryears building was forgiven due to the circumstances. Generally, the Partnership is on track, but there will be an increase in legal expenses for development agreements. Property Management costs are related to maintenance on the Yesteryears building, including significant work on the air conditioner last summer. She's negotiating with the adjuster on a hail claim for the roof, which has been budgeted for and is ready to be addressed.
    - i. Mr. Patten asked if unused Business Development funds would go back into that line item.
      1. Ms. Easton said she submitted the same budget for this year and the amount can be amended to show that all funds were not expended during the fiscal year. That work in

business development will be very important in the budget process, but she would generally have expected to have used the amount on marketing.

### 3. Old Business

### 4. New Business

### 5. Action Items

- a. **Amendment of Bylaws** – Mr. Casey reviewed the proposed amendments to the bylaws indicated by highlights, including a change of address, the conflict of interest (COI) statement, and Article 4 – Meetings on attendance, video conferencing, and action by written consent.
  - i. Mr. Patten asked about excused absences within the attendance policy.
    1. Mr. Casey is willing to amend the language.
      - a. Mr. Wahrlich expressed worry about excused versus non-excused language and how it might place DBP staff in a difficult position. Board members don't have to be present to participate in meetings.
    2. Mr. Wahrlich made a motion to approve the proposed amendments. Seconded by Mr. Montague. Discussion followed.
      - a. Mr. Arveschoug suggested changes to the COI language to have board members disclose conflicts before board discussion and an annual statement to declare a conflict of interest.
      - b. Mr. West expressed discomfort in adopting a motion without final wording.
        - i. Mr. Wahrlich and Mr. Montague withdrew the motion and the second.
- b. **Sign Incentive Grant Recommendation** – Bethany Joy Pilates
  - i. DBP staff and the Development Committee recommend the approval of the project by the Board of Directors with the following contingencies: (1) The Applicant shall receive a reimbursement grant of up to \$3,000 as long as their private investment is of equal or greater value; (2) This TIFD reimbursement is the maximum that can be received pending satisfactory submission of all paid invoices showing the completion of expenditures related to this project; and (3) If funds are not available, reimbursement can be carried over to the next fiscal year.
    1. Mr. Casey reviewed the application for Bethany Joy Pilates with the board.
      - a. Mr. Wahrlich motioned to approve the recommendation of DBP staff and the Development Committee to award this applicant a reimbursement grant of up to \$3,000, so long as the conditions above are met. Motion seconded by Ms. Olsen and approved by all.
- c. **Large Project Incentive Grant Recommendation** – Billings Symphony Orchestra and Chorale
  - i. DBP staff and the Development Committee recommend the approval of the project by the Board of Directors with the following contingencies: (1) The Applicant shall sign a development contract with the City of Billings and DBP within 90 days of City Council's approval; (2) This TIFD reimbursement is the maximum that can be received pending satisfactory submission of all paid invoices showing the completion of expenditures related to this project; and (3) If funds are not available, reimbursement can be carried over to the next fiscal year.
    1. Mr. Casey reviewed the application for the Billings Symphony Orchestra and Chorale with the board.
      - a. Mr. Patten asked if the building will be subject to property tax if the Billings Symphony is a non-profit organization.
        - i. Mr. Casey said it was addressed by the Development Committee and he can provide the memo. One of the terms to fulfill the agreement was that a private organization must maintain ownership. The building will remain on the tax rolls because it's owned by the Billings Symphony Society, a private organization.
      - b. Mr. Wahrlich asked if Mr. Casey had seen the building appraisal. He expressed concerns regarding the DBP perspective of valuing a 5:1 match on a building that was donated. He doesn't see the closing cost as part of the valuation of a project. He wants to find a way to make it work, but expressed concern over the funding method.

- i. Mr. Montague said that valuing appraisal in closing cost into the match is difficult and requires board discussion. He believes the 5:1 match should be against project cost and not building cost.
  1. Mr. Casey said the appraisal can be requested and current DOR assessment values can be found on the application. The application is a working document. The board agreed that TIF dollars would go toward development and not to property or land, but this is a different case. The Development Committee wanted to push for the amount asked, with expenses going to the visible/public piece.
  2. Ms. Easton said the board is welcome to make a motion to grant up to a certain amount should the board choose to remove the building/land equity. She stressed that the building will remain on tax rolls, which makes the application different from ABT or other non-profit ownership.
    - a. Mr. Friday said that policy does allow for non-profits and Council has the discretion to separate from a 5:1 match. There have been challenging discussions among Council surrounding the value of property across all three districts. There is flexibility in the policy.
- c. Mr. Wahrlich made a motion to approve the recommendation of DBP staff and the Development Committee to award this applicant a reimbursement grant of up to \$181,340 (predicated on a total amount that doesn't meet the 5:1 match) so long as the conditions above are met. Motion seconded by Mr. Lynch and approved by all.

## 6. Partner Reports

- a. **City of Billings** – Mr. Cole said the Rescue Mission campus project and the Garfield School advanced through for redevelopment tax fund credits. Both must go through the next round of selection, but both with benefit downtown greatly. He spoke of interest in a street music program as a great opportunity to have safe outdoor music and entertainment.
  - i. Ms. Easton said Ms. Richardson is currently working toward that idea.
- b. **Yellowstone County**
- c. **School District #2**
- d. **Big Sky EDA**
- e. **Downtown Billings Alliance**
- f. **Business Improvement District**
- g. **Billings Cultural Partners**
- h. **Parking Advisory Board**
- i. **Downtown Billings Property Owners Association**

7. **Adjournment** – Meeting adjourned at 9:03 am. Next meeting scheduled: June 26, 2020

	FY20	FY21	FY22	FY23	FY24	FY25	FY26
<b>FY20 Beginning Cash Balance</b>	<b>1,912,598</b>	<b>2,833,829</b>	<b>1,987,708</b>	<b>2,426,057</b>	<b>3,035,696</b>	<b>3,381,777</b>	<b>4,462,124</b>
<b>FY19 Expenditures</b>							
Debt Service	949,201	952,567	942,773	942,433	945,290	950,000	950,000
DBP Operating Agreement	279,441	287,824	296,459	305,353	314,513	323,949	333,667
Cost Allocation	40,694	48,426	49,879	51,375	52,916	54,504	56,139
Downtown Cooperative Safety	41,200	41,200	41,200	41,200	41,200	41,200	41,200
Transfer to Parking	100,000	147,000	100,000	100,000	100,000	100,000	100,000
<b>Total FY19 EXP</b>	<b>1,410,536</b>	<b>1,477,017</b>	<b>1,430,311</b>	<b>1,440,361</b>	<b>1,453,920</b>	<b>1,469,652</b>	<b>1,481,006</b>
<b>Prior Year Development Incentives Approved</b>							
Wendy's Building / 124 Group LLC	233,333	233,333					
Battle of the Plans 2017	24,900						
Arthouse Cinema Phase II		350,000					
ABT		750,000	750,000	750,000	1,000,000	250,000	
Griffin Sawyer Building	210,000						
One Big Sky - Yesteryears <i>Building Payments</i>		400,000	-				
Wise Wonders		100,000					
Lou Taubert		196,771					
Clock Tower Inn		116,000					
Billings Symphony Orchestra & Chorale			181,340				
Bethany Joy Pilates		3,000					
CPTED		20,000					
<b>Total Approved Incentives</b>	<b>468,233</b>	<b>2,169,104</b>	<b>931,340</b>	<b>750,000</b>	<b>1,000,000</b>	<b>250,000</b>	<b>-</b>
<b>Estimated Revenue</b>	<b>2,800,000</b>						
<b>Estimated Available Cash For Projects</b>	<b>2,833,829</b>	<b>1,987,708</b>	<b>2,426,057</b>	<b>3,035,696</b>	<b>3,381,777</b>	<b>4,462,124</b>	<b>5,781,118</b>
<b>Revenue Growth Estimate</b>	<b>0.0%</b>						

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**BY-LAWS**  
**OF**  
**DOWNTOWN BILLINGS PARTNERSHIP, INC.**

**Approved on**  
February 27, 2015

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**DOWNTOWN BILLINGS PARTNERSHIP, INC.**

**BY-LAWS**

**Article I**

Section 1. Name. The name of the organization shall be "Downtown Billings Partnership, Inc."

Section 2. Principal Office and Registered Office. The principal office of Downtown Billings Partnership, Inc. shall be located in Downtown Billings at such a place as the Board of Directors shall by resolution, determine. The address of the registered office of the Corporation shall be **116 N 29<sup>th</sup> Street, Suite A**, Billings, Montana. The registered office of the Corporation as required by the Montana Nonprofit Corporation Act may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office and registered agent may be changed from time to time by the Board of Directors.

Commented [M1]: Updated address

Section 3. Powers. The Corporation may engage in any activity consistent with its Articles of Incorporation and these By-Laws, provided that the Board of Directors determines that the activity is in furtherance of the purposes for which the Corporation was formed.

Section 4. Exempt Activities Limitation. Notwithstanding any other provision of these By-Laws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) of the Internal Revenue Code and its regulations.

**Article II**

**Directors and Officers**

Section 1. A. Board of Directors. All corporate powers shall be exercised by or under authority of and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation except as may be otherwise provided in the Articles of Incorporation, these By-Laws or by law. The Board's responsibilities shall include, without limitation, (1) establishment of goals and policies for the Corporation, (2) long range and strategic planning, (3) election of Directors and officers of the Corporation, (4) approval of projects, budgets and programs to be undertaken or administered by the Corporation, and (5)

Implementation and annual review of the approved Urban Renewal Plan for Downtown Billings.

**B. Number of Directors.** There shall be a minimum of 9 and maximum of 19 directors on Downtown Billings Partnership, Inc. Board of Directors. By majority vote of the Board of Directors, the Board may increase or decrease the number of directors, provided the number is within the range specified in these By-Laws.

**C. Qualifications of Directors.** Candidates for Board membership should meet the following criteria: (1) committed to the well-being of Downtown Billings as the heart and soul of our City, (2) hold knowledge of the Corporation and plans to secure and support the well-being of Downtown Billings, (3) respected citizen or leader, (4) able to work effectively as part of a group, (5) competent in some area of value in achieving objectives of the Corporation, (6) able to maintain a commitment for the term of appointment, and (7) familiar with the Urban Renewal Plan, **the Framework Plan, Downtown Billings Strategic Plan, and Downtown Billings.**

Commented [M2]: Added "Downtown Billings Strategic Plan"

**D. Election and Appointment of Directors.**

**(1). Method.** Except as otherwise provided for herein, members of the Board shall be elected or appointed by the Board at the last regular meeting of the Corporation's fiscal year for the terms provided for herein.

**(2). Board Membership**

**(a) Governing Body Membership.** Each of the following governing bodies shall appoint one primary, voting, representative to the Board pursuant to the policies or procedures of that governing body. Each governing body may also designate one alternate representative to the Board, who will not be entitled to vote unless serving in the absence of the primary representative. Any vote made by a primary or alternate governing body representative at a meeting of the Board of the Corporation shall not bind the representative or the governing body in the conduct of any of their official government business or decisions whether related to the matter voted upon or any other official business or decision.

(1). City of Billings. The primary representative shall be designated by the Billings City Council. The Billings City Council may designate one alternate to serve in the absence of the primary representative.

(2). Yellowstone County. The primary representative shall be designated by the Board of Commissioners. The Board of Commissioners may designate one alternate to serve in the absence of the primary representative.

(3). Billings School District #2. The primary representative shall be designated by the Board of Trustees. The Board of Trustees may also designate one alternate to serve in the absence of the primary representative.

(4). Big Sky Economic Development Authority. The primary representative shall be designated by the Board of Directors of the Big Sky Economic Development Authority. The Big Sky Economic Development Authority Board may also designate one alternate to serve in the absence of the primary representative.

**(b) Representative Membership.** Each of the following representative organizations shall appoint one primary, voting, representative to the Board pursuant to the policies or procedures of each organization. Each organization may designate one alternate representative to serve in the absence of the primary representative, who will not be entitled to vote unless serving in the absence of the primary representative. Each representative organization shall post public notice of all meetings where business to be conducted involves the Downtown Billings Partnership. Public Notice requirement shall mean posting the day, time and place of a meeting on the official website of Downtown Billings at least 24 hours before the noticed meeting. Representative organizations shall be required to submit to the DBP Board of Directors and make public the minutes, including attendance, where any action is taken regarding appointment of the representative and/or alternate to the DBP Board of Directors.

- (1). The Downtown Billings Property Owners' Association, Inc.
- (2). Downtown Billings Association, Inc.
- (3). The Parking Advisory Board
- (4). The Business Improvement District, Inc. #0001
- (5). The Billings Cultural Partners

All representative members shall serve on the Board pursuant to the policies and procedures of her or his particular organization, unless the Director sooner resigns or is removed as provided in these By-Laws.

**c. At-Large Membership.** The Board shall include at least three (3) at-large seats.

The Board may elect at-large Board members and each elected at-large member shall have one vote. There shall not be any alternate at-large Board members.

**(1). Term.** All at-large Board members shall be elected for terms of three (3) years and shall serve until his or her successor is duly elected, unless the at-large Director sooner resigns or is removed as provided in these By-Laws. The

terms of the at-large Board members shall be staggered so that approximately one-third (1/3) of the at-large Board members shall be elected each year.

- Section 2. Board Vacancy and Resignation. A vacancy on the Board occurs when a Director resigns, is removed from office as provided in the By-Laws, or dies. The Board of Directors may remove a Director at any time with or without cause by a two-thirds vote. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall be accepted by the Board and shall take effect on the date of receipt or at any other later time as reasonably specified in the written notice.
- Section 3. Filling Board Vacancies. A vacancy on the Board may be filled by the Board, provided that governing bodies and representative organizations shall appoint their own primary and alternate representatives. If the Directors remaining in office constitute fewer than the number of Directors required herein, then the remaining Directors shall fill the vacancies by the affirmative vote of a majority of the remaining Directors.
- Section 4. Officers. There shall be a president, a vice president, a secretary, and a treasurer of the Board who shall be the officers of Downtown Billings Partnership, Inc. In the absence of the president the vice president shall act as president. The Board may appoint an assistant secretary who need not be a member of the Board.
- Section 5. Election of Officers. Officers shall be elected from the Board annually by the Board at the last regular meeting of the fiscal year. Any officer may sign all official documents on behalf of Downtown Billings Partnership, Inc. upon approval by the Board, and shall have such other duties as the Board may direct.
- Section 6. President. The president shall preside at all meetings of the Board and at any other meetings of Downtown Billings Partnership, Inc. The president shall appoint members to such committees and task forces as are created by the Board of Directors.
- Section 7. Vice President. The vice president shall perform the duties and exercise the powers of the president in the absence or disability of the president and shall perform any other duties as prescribed by the Board of Directors.
- Section 8. Secretary. The secretary shall keep a record of all proceedings, minutes of meetings, certificates, contracts and corporate acts of the Board.
- Section 9. Treasurer. The treasurer shall be responsible for oversight of the financial records of Downtown Billings Partnership, Inc.

Section 10. Immediate Past President. In his or her discretion, the immediate past president may serve on the Board and on the Executive Committee in an advisory, non-voting capacity. The immediate past president shall not be considered an officer of the Corporation.

Section 11. Other Officer Duties. The Board may provide such additional duties for any officer as it deems necessary.

Section 12. Officer Vacancy. A vacancy in any office shall be filled by the Board at its next regular meeting for the remainder of the unexpired term.

Section 13. Director and Officer Compensation. Directors and officers shall receive no compensation for their services but may be reimbursed for expenses incurred in the performance of their duties in the manner provided by the Board by resolution.

Section 14. Conflict of Interest. A conflict of interest transaction is a transaction with the DBP in which a director of the DBP has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the interested director if the transaction was fair at the time it was entered into or is approved pursuant to Mont. Code Ann. 35-2-418. However, in no event shall the interested director vote on the decision to enter into such a transaction or modification to any Development Agreement executed regarding said transaction. Any director having an interest or conflict in a transaction presented to the DBP Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the DBP's interest. The Board shall thereupon determine by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such director shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, nor shall the director be counted in determining the quorum for the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

Commented [M3]: Updated the language to ask directors to disclose a conflict.

Section 15. Executive Committee. The Executive Committee of the Board shall consist of the officers of the Corporation. The Executive Committee shall act as a steering committee for the Board,

shall set the agenda for Board meetings, and shall oversee the operation and functions of the Corporation between Board meetings. The vice president shall serve as the chairperson of the Executive Committee.

### **Article III**

#### **Personnel and Management**

Section 1. Downtown Billings Partnership, Inc. may employ such personnel or contract for such services as it deems necessary to exercise its powers and perform its duties and functions. The terms and conditions of such employment or contracts, together with the duties to be performed, shall be determined by the Board in conformance with the law.

### **Article IV**

#### **Meetings**

Section 1. Regular Board Meetings. The regular meetings of the Board shall be held at a time and location determined by the Board. The Board may permit any or all directors to participate in an annual, regular, or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Notice of meetings shall be provided by telephone, telefax, U.S. mail, E-mail, or other communication and posted on [www.downtownbillings.com](http://www.downtownbillings.com) website for public notice as may be required by law, at least twenty-four hours before the regular meeting is to occur.

Commented [M4]: Language now includes allowing remote meetings such as Zoom

Section 2. Special Board Meetings. Any officer and two members of the Board may call a special meeting of the Board upon at least twenty-four hours notice as provided in Section I, Article IV to each member of the Board. Such notice shall state the purpose for which such special meeting is called.

Section 3. Attendance. If, within a period of twelve (12) consecutive months, any director is absent from three (3) or more regular meetings, notice of which has been given to the director at the director's usual place of work or residence, or by announcement at a meeting attended by the director, the President may call such absences to the attention of the Board who may then recommend to the Nominating Committee that such director be removed and that another

person be appointed to serve the remainder of the unexpired term. Exceptions can be made due to uncontrollable extenuating circumstances at the Board's discretion.

Commented [M5]: Newly added section

Section 4. Quorum. A simple majority of the Board shall constitute a quorum of the Board for the purpose of conducting its business. Directors may be in attendance at any meeting in person, or by electronic device connection, but any such connection shall permit any director not attending in person to hear all discussion concerning any item upon which action is to be taken, and shall permit all persons in attendance to hear the director attending by electronic device.

Section 5. Board Action. When a quorum is in attendance, action may be taken by the Board upon consensus being reached among those in attendance as to such action. Lack of consensus on a specific issue shall not preclude taking action on other items of business. Except as otherwise required by law or by the Articles of Incorporation or by these By-Laws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The following actions shall be taken upon an affirmative vote by a majority of the total present Board of Directors: approval of annual budget and operating plan; election of officers; amendment of By-Laws; and approval of any contracts or agreements pursuant to these By-Laws. Selection of officers may be by consensus or by secret ballot.

Section 6. Action by Written Consent. Any action of the Board may be taken without a meeting and may be in the form of fax, or email. A 2/3 majority of the voting members of the Board are required to pass a written motion. A written consent to such action is signed or transmitted electronically by a majority of the voting members of the Board, and such written consent is filed with the minutes of the Board. A consent signed under this section has the effect of a meeting vote and may be described as such. The Board shall take such steps as it deems appropriate under the circumstances to assure itself that communications by electronic mail are authentic.

Commented [M6]: A newly added section

Section 5. Votes Recorded. Consensus agreements and/or votes taken on all questions except the selection of officers shall be recorded into the minutes of the meetings.

Section 6. Proxy Prohibition. No proxy voting shall be permitted.

Section 7. Motions and Resolutions. Action on any item shall be taken only at a regular or special meeting by motion or by resolution. Resolution shall be used for all actions of a general and permanent nature, and shall be in writing. All resolutions and motions shall be set forth in the

minutes of the meetings. Resolutions and motions shall become effective on the day of adoption unless otherwise stated.

Section 8. Committees. The Board of Directors shall empower an executive committee and any other committees deemed necessary to act on behalf of the Board provided actions of the committees adhere to policies set forth by the Board. Committee members shall be appointed by the President of the Board and approved by a simple majority vote of the Board of Directors.

#### Article V

##### **Fiscal Matters**

Section 1. Fiscal Year. The fiscal year of Downtown Billings Partnership, Inc. shall be July 1 - June 30.

Section 2. Check Writing Authority. The Board shall establish limits on the check writing authority of officers, employees, and agents of Downtown Billings Partnership, Inc.

Section 3. Contracting.

A. Board Authority. As provided for herein, the Board may authorize an officer, employee, or agent of Downtown Billings Partnership, Inc. to enter into any contract or execute and deliver any instrument in the name of, and on behalf of Downtown Billings Partnership, Inc. Any such authorization shall specify the particular contract or instrument or the category of contracts or instruments so authorized. The President may appoint a selection or negotiation committee to assist the Board with the requirements of this Section. Nothing in this Section shall prevent the Board of the Corporation's staff from using a more comprehensive method of purchasing property or services to obtain the best possible quality and price for goods and services for the Corporation. Nothing in this Section shall prevent the Board from exercising a reasonable preference for businesses located in Downtown Billings. By an affirmative two-thirds (2/3) vote of the Board, the Board may temporarily suspend the requirements of this Section to address a particular contract.

B. Purchasing Methods and Approvals. The method used by the Board to purchase a service or property shall be based on the anticipated or actual cost of the service or property, as outlined below:

<b>by</b>	<b>Items in the Amount of</b>	<b>Shall be purchase by</b>	<b>Approved</b>
\$0 - \$100	Petty cash or corporate check		The Executive Director
\$101 to \$500	Requisition		The Executive Director And Any Officer
\$501 to \$1,500	Three (3) Telephone Quotes		Same as above
\$1,501 to \$5,000	Three Written Quotes		Same as above
\$5,000 and over	Request for Proposals		The Board

Section 4. Indebtedness. No loan or advance shall be made or contracted on behalf of Downtown Billings Partnership, Inc. and no note, bond, or other evidence of indebtedness shall be executed or delivered in its name except in the manner provided by law and as authorized by the Board.

Section 5. Lending. No loan shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 6. Donations. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored to the extent possible. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure, or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 7. Fiscal Policy. To implement its fiscal policy, the Corporation has instituted the following procedures:

A. The Corporation shall establish its budget on an annual basis, allocating a certain sum to define administrative purposes. The balance of its allocation from the City of Billings Tax Increment funds is then available to fund projects.

- B. The budget shall be reviewed on at least a quarterly basis to assure that funds are being expended as allocated and to determine if any reallocation of resources is needed.  
Treasurer's reports giving running balances of both cash and project accounts shall be presented at least monthly at meetings of the organization.
- C. If any administrative costs of other organizations, other than payment for services rendered to the Corporation, are paid through the administrative budget, they shall be subject to quarterly review by the Board to assure that sums are being expended as represented.
- D. During the course of its operating year, the Board shall pre-approve non-emergency expenditures from within its annual administrative budget for professional services, travel, subscriptions and memberships. It shall also make recommendations to the City Council regarding expenditures from the project budget and keep a fiscal record of expenditure of those funds. Anyone who travels or attends an event at Corporation expense shall be required to provide a written report of the information gained from their activities.
- E. Requests for funds from or controlled by the Corporation shall be in writing and shall be in sufficient detail to allow the Board to determine what funds will be spend on capital, goods, services and/or personnel. Any organization or individual receiving funds from the Corporation must willingly provide additional information and/or record of expenditures as the Corporation deems necessary to meet its contractual obligations with its funding sources.
- F. Board approval of funding requests shall be clearly reflected in the minutes of the organization and shall include the amount of the request approved, a description of the project, good or service funded and any restrictions or special conditions the Board has placed on the funding request or the requestor.
- G. For all items paid from Corporation accounts, written invoices or requests for reimbursement must be presented and shall require approval for payment by an officer of the Corporation. All checks shall be signed by two authorized signatories. All documentation regarding fiscal matters shall be reviewed by the treasurer and retained in a locked file in the Corporation offices.
- H. The Corporation shall make arrangements for an independent review or audit of its financial affairs once every two fiscal years. All financial records of the Corporation are

public documents and shall be made available to any member of the public who wishes to see them, provided arrangements are made in advance to review said records in the office of the Corporation during regular office hours. Approval of a majority of the Board shall be required to remove any financial record of the Corporation from the public file.

#### **Article VI**

##### **Amendments**

Section 1. These By-Laws may be amended or repealed and new By-Laws adopted by the Board at any regular or special meeting subject to the requirements of Article IV, Section 5, of these By-Laws, and by majority of the total Board of Directors.

#### **Article VII**

##### **Indemnification**

Section 1. Indemnification. Downtown Billings Partnership, Inc. shall indemnify any director, officer, employee or agent or any former director, officer, employee or agent for any expense actually incurred in connection with any action, suit or proceeding or for any loss or claim resulting from any such action, suit, or proceeding in which such person has been made a party by reason of being or having been such director, officer, employee, or agent, including any matter as to which such person is adjudged to be liable in such action, suit, or proceeding provided such party conducted himself or herself in good faith, and such party reasonably believes that, (a) they are acting in accordance with the policies and actions of the Board, (b) in the case of a director acting in his or her official capacity, that his or her conduct was in the Corporation's best interest, or (c) in all other cases, that such party's conduct was at least not opposed to the Corporation's best interest, and in the case of criminal proceeding, such party has no reasonable cause to believe his or her conduct was unlawful. Indemnification shall not be provided in connection with a proceeding by the Corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the proceeding charging improper personal benefit to the party (even if the Corporation was not thereby damaged)

Section 2. Insurance. Downtown Billings Partnership, Inc. is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification and for such other purposes as the Board deems necessary.

**Article VIII**

**Procedural Matters**

Section 1. In the absence of rules adopted by the Board or stated in these By-Laws, the latest revised edition of Robert's Rules of Order shall be followed with respect to the procedure for meetings of the Board.

**Article IX**

**Dissolution**

Section 1. At such time as the Corporation shall cease to exist all of its assets shall be disbursed to another non-profit corporation or to the City of Billings pursuant to Montana law.

**Certificate**

The undersigned, Secretary of the Corporation named in the foregoing By-Laws, does hereby certify that the said By-Laws were adopted by the Board of Directors of the Corporation on March 28, 2014, are true and complete and are presently in full force and effect.

Dated effective February 27, 2015

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**Joni Harman, Secretary**

**DOWNTOWN BILLINGS PARTNERSHIP, Inc. Board of Directors  
FY 20 (July 1, 2019 - June 30, 2020)**

**Officers/Executive Committee**

- **President – James (Andy) Patten**
- **Vice President – Jock West**
- **Secretary – Joni Harman**
- **Treasurer - Steve Tostenrud**

**BOARD OF DIRECTORS**

19 current, voting board members (maximum is 19, minimum is 9)  
Currently, 10 minimum, for a quorum  
1 alternate voting board member  
1 ex-officio member (City Council Member, appointed)

*Note “\*” Denotes URD Property Owner*

**Representative Members Appointed by  
each entity or board - these folks are on the board  
as long as they are affiliated with the  
representative organization they serve**

**\*Sean Lynch – BID**  
[sean@1111presents.com](mailto:sean@1111presents.com)

**David Fishbaugh - Parking Board**  
[davefishbaugh@gmail.com](mailto:davefishbaugh@gmail.com)

**Zack Dunn – DBA**  
[zdunn@yellowstonebank.com](mailto:zdunn@yellowstonebank.com)

**Steve Arveschoug - Big Sky ED**  
[stevea@bigskyeda.org](mailto:stevea@bigskyeda.org) - (406) 869-8401

**Chris Kukulski- City of Billings**  
[kukulskic@billingsmt.gov](mailto:kukulskic@billingsmt.gov) - (406) 657-8222

**Janna Hafer - Billings Public Schools**  
[jhafer@highplainsarchitects.com](mailto:jhafer@highplainsarchitects.com)

**Denis Pitman - Yellowstone County Commission**  
[dpitman@co.yellowstone.mt.us](mailto:dpitman@co.yellowstone.mt.us) - (406) 256-2701

**\*Kim Olsen - Downtown Prop. Own. Assn., Inc**  
[kimo@o2architects.net](mailto:kimo@o2architects.net) - (406) 259-7123

**Ignacio Barron Viela - Billings Cultural Partners, Inc.**  
[ignacio@billingsymphony.org](mailto:ignacio@billingsymphony.org) - (406) 294-3711

**At Large Members Chosen by Board Election**

**\*Jock West – at Large Member (06/30/2020)**  
[jock@westlawfirm.pro](mailto:jock@westlawfirm.pro) - (406) 252-3858

**Ethan Kanning - at Large Member (6/30/2020)**  
[ekanning@naibusinessproperties.com](mailto:ekanning@naibusinessproperties.com)

**Chris Montague – at Large Member (6/30/2020)**  
[chrismontaguemt@gmail.com](mailto:chrismontaguemt@gmail.com)

**Stephen Wahrlich - at Large Member (6/30/2021)**  
[sw@bwclocktowerinn.com](mailto:sw@bwclocktowerinn.com)

**Steve Tostenrud - at Large Member (6/30/2021)**  
[Steve.Tostenrud@fib.com](mailto:Steve.Tostenrud@fib.com)

**Sam Merrick - at Large Member (6/30/2021)**  
[smerrick@metrapark.com](mailto:smerrick@metrapark.com) – (406) 256-2465

**\*Joni Harman - at-Large Member (6/30/2022)**  
[joni@swiftlodging.com](mailto:joni@swiftlodging.com) - (406) 690-2002

**\*James A. Patten - at Large Member (6/30/2022)**  
[japatten@ppbglaw.com](mailto:japatten@ppbglaw.com)

**\*Norman Miller - at Large Member (6/30/2022)**  
[NLZM2000@yahoo.com](mailto:NLZM2000@yahoo.com) - (406) 651-9260

**Marguerite Jodry - at Large Member (6/30/2022)**  
[marguerite.jodry@gmail.com](mailto:marguerite.jodry@gmail.com)

**Board Alternates**

**Katy Easton – BID, DBA and/or BCP**  
[keaston@downtownbillings.com](mailto:keaston@downtownbillings.com) - (406) 294-5060

**Ex-Officio & Affiliates**

**Penny Ronning – City Council Appointee**  
[ronningp@billingsmt.gov](mailto:ronningp@billingsmt.gov)