

<p><b>At Large Members</b></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><b>downtown</b> <i>Billings</i></p> <p><b>Partnership</b></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><b>Partners</b></p> <p><b>City of Billings:</b> Chris Kukulski, Wyeth Friday, Andy Zoeller</p> <p><b>Yellowstone County:</b> Erika Guy</p> <p><b>School District 2:</b> Janna Hafer</p> <p><b>Big Sky EDA:</b> Steve Arveschoug</p> <p><b>Downtown Billings Association:</b> Matt Blakeslee, Braondon Scala, Katy Easton</p> <p><b>Business Improvement District:</b> Blake Wahrlich, Katy Easton, James Chandler</p> <p><b>Billings Cultural Partners:</b> Matt Blakeslee, Katy Easton</p> <p><b>Parking Advisory Board:</b> Brandon Scala</p> <p><b>Downtown Billings Property Owners Association:</b> Jock West, Janna Hafer</p>
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## DBP Board Agenda - September 22, 2023

### Big Sky Economic Development - Zoot Training & Event Center - 201 N Broadway

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

- 1) Call to Order – Introductions, Courtesies, and Public Comments (3 min. limit)
- 2) Regular Agenda:
  - a. Minutes – August 25, 2023 meeting minutes - vote to approve minutes
- 3) Staff Updates
- 5) Action Items
  - a. Bylaws (pages 4-5) - term limits language approval
  - b. TIF Request - Relocation of Yesteryears
- 6) Old Business
- 7) New Business
- 8) Partner Reports
 

a. Big Sky Economic Development	b. Billings Cultural Partners
c. Billings Parking Board	d. Business Improvement District
e. City of Billings	f. Downtown Billings Association
g. Downtown Billings Property Owners Association	h. School District #2
i. Yellowstone County	
- 7) Adjourn by 9:00 a.m.

**October DBP Board Meeting - 10/27/2023**



<b>Present:</b> Chris Montague	Steve Arveschoug	Wyeth Friday	James Chandler
Brandon Scala	Andy Patten	Dave Fishbaugh	Steve Wahrlich
Mary Walks Over Ice	Sean Lynch	Matt Blakeslee	Meri McGlone
Mehmet Casey	Jenny Milu	Councilman Tom Rupsis	Steve Tostenrud
Chris Kukulski			
<b>Absent:</b> Ethan Kanning	Katy Easton	Janna Hafer	Jock West
Blake Wahrlich			

1. **Call to Order – Introductions, Courtesies, and Public Comments** – Mr. Lynch called the meeting to order at 7:32 AM.
2. **Regular Agenda:**
  - a. Minutes – Mr. Patten made a motion to approve the July 28, 2023 meeting minutes, this was seconded by Mr. Tostenrud, all were in favor, none opposed.
3. **Presentation:**
  - a. Vistity – Mr. Casey provided the board with a synopsis of Vistity and played a recorded presentation for the board. The video was of a software that provided a virtual drone tour of a city as well as the ability to embed historic photos, future projects, tourism hotspots, and other features. The intention of the software is to help downtowns, BIDs, economic developers, elevate their towns in a digital format. On the pre-recorded video, the board was walked through an example of downtown LA. The intention is to bring an immersive experience to provide context of a place. Mr. Schwartzman, the presenter, demonstrated the software in several different communities across the United States. Mr. Schwartzman demonstrated an aspect of the software to be able to envision current spaces into future developments, he also pitched that this is an all-inclusive service. Mr. Schwartzman covered the pricing and provided next steps should there be any interest in the program. Mr. Casey shared his ideas on how some of Vistity’s aspects can be leveraged for potential and prospective future developments. Discussion was had regarding the potential partners, use of the software, duration of potential and future commitments, the priority of data vs visuals, the additional apps that would connect and the potential opportunity to gain data. Further discussion was had regarding how this software could be included or useful to the business development RFP.

#### 4. Staff Updates

- a. Previous TIF Projects – Mr. Casey reviewed questions he received via email by various board members prior to the meeting.
  1. Stone building - Mr. Casey shared that they are awaiting tenants to move in, limitations that are present given the railroad land leases, and further context on this project. Discussion was had regarding the railroad, the national housing crisis, efforts the board is wanting to take based on the need identified within our community.
  2. Skypoint – Mr. Casey reported the DBA just met with the Parks and Rec department, Mr. Chandler shared the anticipated time for the need to complete the facelift project. Discussion was had amongst the board regarding the preferred timeline of street closures, and the ability to use City owned parking garages to allow people to park. Mr. Scala shared that he is willing to bring this up at the next Parking Board meeting. Discussion was had regarding the paint color, the historic color, the previous partnership with A&E, the anticipated timeline to start the project, street closures, parking accommodations for businesses.
  3. Two way conversion and 25<sup>th</sup> street bridge are slated to come out of FY 24 in the form of a bond, Mr. Casey provided context that the TIF bond is funding the 2-way street elements of the project while the City is funding the ongoing maintenance of the streets. Discussion was had regarding the financial outlook and timeline of borrowing money.
  4. Montana Rescue Mission – Mr. Casey reviewed the current state of the project, he provided a review of the expenses and potential reimbursement as well as his conversation with the DBP attorney, Mr. Ben Sather, regarding the language of future development agreements. Mr. Warhlich encouraged Mr. Casey to have a conversation with Montana Rescue Mission on their current status of their project and the financial status in relation to TIF reimbursement.
  5. Mr. Lynch inquired about The Burger Dive and the current status of that project. Discussion was had amongst the board regarding the project as well as TIF funding in relation to this project.
- b. TIF Policy – Mr. Casey provided an update from his visit with the City Council on the policy language regarding specific parts of the current policy that is applicable to all TIF districts.
- c. Futurity Tower – Mr. Casey reported that Mr. Sather is drafting an engagement letter on behalf of the DBP and Mr. Casey is expecting to receive this letter next week with hopes to get it to the developer shortly after receipt in order to produce a small press release.

#### 5. Partner Reports

- a. Big Sky Economic Development - Mr. Arveschoug- Provided an update on a meeting at the Billings Gazette regarding the potential development of that property and the importance that it brings to a location at the heart of our community.
  - b. Parking - Mr. Scala shared that the department is down a couple of employees, and rate increases for parking are in the future.
  - c. Cultural patterns – Mr. Blakeslee did not have a report at this time.
  - d. DBA - Mr. Blakeslee reported that there are conversations being had on how to best serve members.
  - e. City – Mr. Kukulski reported that education efforts are at hand, and several larger items will be discussed at the September 11th meeting. Mr. Friday shared that the CIP project is coming up and provided further context on the progress of the CIP as well as TIF conversations at the state level. Mr. Friday shared an update regarding code enforcement that has been trying to address the graffiti pretty hard as well as measures that are being taken to try to help reduce graffiti and the success of their new process.
6. Mr. Lynch adjourned the board meeting at 9:00 AM

# Downtown Billings Partnership

## Profit and Loss by Month

July 1 - September 14, 2023

	JUL 2023	AUG 2023	SEP 1-14, 2023	TOTAL
<b>Income</b>				
4400 Service Fee from City	25,615.42	25,615.42		\$51,230.84
4410 Property Management		6,500.00		\$6,500.00
<b>Total Income</b>	<b>\$25,615.42</b>	<b>\$32,115.42</b>	<b>\$0.00</b>	<b>\$57,730.84</b>
<b>GROSS PROFIT</b>	<b>\$25,615.42</b>	<b>\$32,115.42</b>	<b>\$0.00</b>	<b>\$57,730.84</b>
<b>Expenses</b>				
6000 Advertising & Marketing				\$0.00
6003 Other Advertising & Marketing	717.50			\$717.50
<b>Total 6000 Advertising &amp; Marketing</b>	<b>717.50</b>			<b>\$717.50</b>
6040 Dues & Memberships	1.40	1.40		\$2.80
6060 Event Costs & Supplies			168.00	\$168.00
6070 Insurance				\$0.00
6072 Property	1,119.01	1,119.01		\$2,238.02
<b>Total 6070 Insurance</b>	<b>1,119.01</b>	<b>1,119.01</b>		<b>\$2,238.02</b>
6110 Meetings	32.40	75.00		\$107.40
6140 Office Costs				\$0.00
6142 Office Supplies	40.00			\$40.00
<b>Total 6140 Office Costs</b>	<b>40.00</b>			<b>\$40.00</b>
6200 Payroll Expenses				\$0.00
6202 Cell Phone Stipend	32.32	32.32		\$64.64
6204 P/R Services	85.00	115.00		\$200.00
6205 P/R Taxes	921.16	925.95		\$1,847.11
6206 Retirement	371.78	371.78		\$743.56
6207 Wages	11,816.39	11,892.05		\$23,708.44
<b>Total 6200 Payroll Expenses</b>	<b>13,226.65</b>	<b>13,337.10</b>		<b>\$26,563.75</b>
6320 Professional Services				\$0.00
6321 Accounting & Bookkeeping	793.00	700.00		\$1,493.00
<b>Total 6320 Professional Services</b>	<b>793.00</b>	<b>700.00</b>		<b>\$1,493.00</b>
6350 Repairs & Maintenance	8,985.00	4,856.23		\$13,841.23
6550 Utilities	1,983.00	2,152.95		\$4,135.95
<b>Total Expenses</b>	<b>\$26,897.96</b>	<b>\$22,241.69</b>	<b>\$168.00</b>	<b>\$49,307.65</b>
<b>NET OPERATING INCOME</b>	<b>\$ -1,282.54</b>	<b>\$9,873.73</b>	<b>\$ -168.00</b>	<b>\$8,423.19</b>
<b>Other Expenses</b>				
9000 Suspense		-15,742.67		\$ -15,742.67
<b>Total Other Expenses</b>	<b>\$0.00</b>	<b>\$ -15,742.67</b>	<b>\$0.00</b>	<b>\$ -15,742.67</b>
<b>NET OTHER INCOME</b>	<b>\$0.00</b>	<b>\$15,742.67</b>	<b>\$0.00</b>	<b>\$15,742.67</b>
<b>NET INCOME</b>	<b>\$ -1,282.54</b>	<b>\$25,616.40</b>	<b>\$ -168.00</b>	<b>\$24,165.86</b>



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**BY-LAWS**

**OF**

**DOWNTOWN BILLINGS PARTNERSHIP, INC.**

**Amended by majority vote on**  
**Sep 22, 2023**

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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 29th 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.
- 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, Framework Plan, Downtown Billings Strategic Plan, and Downtown Billings.

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 may serve a maximum of two (2) consecutive full terms in addition to the partial term being filled. Each at-large Board member 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. At 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.

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.

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.

- 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. All Board members will be notified and 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 2/3 majority of the voting members of the Board, and such written consent is filed with the minutes of the Board present. 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.
- 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:

<u>by</u>	<u>Items in the Amount of</u>	<u>Shall be purchase by</u>	<u>Approved</u>
\$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 **September 22, 2023**

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**Mary Walks Over Ice, Secretary**

## Action Item - b

*RE: Relocation of Yesteryears TIFD Assistance*

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### Background:

With the help of the Development Committee, the Downtown Billings Partnership Board is moving forward with the one proposal received from Urban Frontier Development Services to redevelop 102 N 29th Street. The DBP will furnish the developer with a letter of intent to begin their steps in studying the project, establishing partnerships, securing funding, and ultimately executing a development agreement. This will require relocating the Yesteryears Antique Mall; therefore, DBP staff has worked diligently with the owners of the business and the owners of their future home. DBP staff is seeking TIF funding to assist in the relocation of the Yesteryears Antique Mall from 102 N 29th Street to 208 N Broadway, the lower level of the Hart Albin building. Zoot Enterprises is the property owner of the Hart Albin building and is excited to welcome retail activity back into the building. The hope is to obtain approval, implement improvements to the future space, and relocate the business in February of 2024. The lower level of the Hart Albin building had not been occupied since the 1990s when Zoot Enterprises acquired the building. There's roughly 20,000+ square feet of usable space. MCA 7-15-4288 (3) permits relocation of occupants and the City's current TIF policy supports this use. Coincidentally, this may be Billings's first use of TIF dollars to relocate an occupant. The only other examples staff was able to find were in Butte. Due to the unique nature of this request, it will not look like a regular TIF request in which an applicant applies and presents to a review committee. This request is coming before the Board as the first step and if recommended, it will go to Council as a second step and final step. In anticipation of this, DBP staff had allocated adequate funding in the FY24 budget. Below is a breakdown of the DBP's staff recommendation:

Eligible expenses/categories	Recommended	Eligibility	Percentage of Recommendation
		MCA 7-15-4288	
Demo	\$10,000	\$10,000	100%
Utilities (electrical)	\$10,000	\$10,000	100%
ADA Restrooms	\$22,000	\$22,000	100%
Utilities (HVAC)	\$25,000	\$25,000	100%
Moving Expenses	\$63,000	\$63,000	100%
Business Operations	\$0		0%
Lost Revenue	\$0		0%
Relocation Advertising	\$0		0%
Total	\$130,000	\$130,000	

**Proposal:**

This award will also be dispersed differently than usual TIF projects in which the disbursement ought to be processed faster to pay for the services rendered for the site improvements and relocation of the business.

**Financials:**

If approved, reimbursement is available in FY24. City Council has final authority in approval, disapproval, or modification then approval of DBP recommendation.

