



EDA/EDC – Joint Board Meeting
Thursday, February 12, 2026
7:30 A.M. to 9:00 A.M.
Rock31/BSED Building
Zoot Training & Event Space (2nd Floor)

BIG SKY ED Mission Statement: - Focused on sustaining and growing our region's vibrant economy and outstanding quality of life, **Big Sky Economic Development** provides leadership and resources for business creation, expansion, retention, new business recruitment and community development.

Agenda items may be rearranged unless an item is listed as having a "time certain". Action may be taken on any item listed on the Board Agenda.

Agenda

- 7:30 A.M. Call to Order/Pledge of Allegiance/Roll Call** – Lucy Aspinwall, EDA Chair
- 7:32 A.M. Public Comment/Introductions & Special Guest Presentations**
- 7:35 A.M. Changes to Today's Agenda**
- 7:37 A.M. Consent Items for Board Action** (Action)
 - EDA/EDC Joint meeting Minutes- January 8, 2026 (Attachment A) (EDA & EDC)
 - EDA/EDC FY'26 November/December Financial Statements (Attachment B) (EDA & EDC)
 - Board Resolution – Signer Update (Attachment C) (EDA & EDC)
- 7:45 A.M. Executive Director Report – Brandon**
 - BSED Staffing Update (Handout) (Info)
 - 2026 Committees (Attachment D) (Info)
 - Org Calendar 2026 (Attachment E) (Info)
 - Search Committee Update (Info)
 - Conflict of Interest (Attachment F) (Info)
- 8:15 A.M. Program Action Items/Reports**
 - Big Sky Finance – Brandon
 - Annual Board Certification (Attachment G) (Info)
 - Loan Approvals (Attachment H) (EDC Only)
 - Member Investor Update – Tyler (Info)
- 8:45 A.M. Adjourn**

Next EDA/EDC Joint Board Meeting – March 12, 2026 (7:30 A.M. to 9:00 A.M.) Location-Zoot Training & Event Space, BSED Building, 2nd Floor.
Big Sky Economic Development Board of Directors will make reasonable accommodations for known disabilities that may interfere with an individual's ability to participate. Persons requiring such accommodations should make their requests to Big Sky Economic Development as soon as possible before the meeting day. Please email Reann Keller, reann@bigskyeda.org, or call Big Sky Economic Development at 406-256-6871.

ATTACHMENT A

Big Sky EDA/EDC Joint Board Meeting Minutes
January 8th, 2026 - 7:30 A.M. to 9:30 A.M.
Zoot Training & Event Space (2nd Floor)

BIG SKY ED Mission Statement: - Focused on sustaining and growing our region's vibrant economy and outstanding quality of life, **Big Sky Economic Development** provides leadership and resources for business creation, expansion, retention, new business recruitment and community development.

Committee Members Present: **EDA** – Lucy Aspinwall, Bryan Wood, Kate Vogel, Aaron Redland, Vince Mistretta, Riley Bennett, Stefan Cattarin, Zachary Dunn, Austin Stacey, Turk Stovall, Darin Uselman

Ex-officio – Mike Waters, Dr. Erwin Garcia, John Brewer, Katy Schreiner, Mike Boyett, Kurt Markegard

EDC – Jennifer Kobza, Nick Panchau, Debbie Desjarlais, Dave Ballard, Shannon Christensen, Keagan Harsha, Kim Jakub, John Pearson, Michael Phillips, Matt Robertson, Molly Schwend, Jerry Simonson, Tyler Wiltgen

Committee Members Absent: **EDA** –
Ex-officio –

EDC – Jennifer Weaver Kondracki, Nichole Mehling, DJ Clark, Cole Derks, Spencer Frederick, Dr. Stefani Hicswa, Mark Morse, George Warmer

Staff and Others Present: Reann Keller, Brandon Berger, Tereza Brownell, Rick Brown, Lorene Hintz, Tami Fleetwood, Dianne Lehm, Tyler Wink

Call to Order:

Jen Kobza, EDC Chair, called the meeting to order at 7:30 A.M.

Public Comment/Introductions & Special Guest Presentation:

- Introduction- welcomed new EDA Board members Austin Stacey and Stefan Catarin and new EDC Board members John Pearson and Shannon Christensen.
- Staff Celebration- recognized Tereza Brownell who is celebrating her 5-year anniversary with BSED.

Agenda Changes for Today's Meeting:

None

REGULAR AGENDA

Executive Director Report **Big Sky Finance Loan Considerations**

SSBCI Loan Request – Big Sky EDC Finance Department is requesting approval for the following Big Sky EDC SSBCI loan request. The Big Sky Loan Committee has reviewed the request and recommends approval to the full EDC Board. The request meets all the underwriting and eligibility requirements of the program.

MT GEMS, Inc. – Request is for the use of new SSBCI 2.0 (3rd tranche) loan funds to assist MT GEMS, Inc. with the refinance and expansion of their existing assisted living facilities. MT GEMS is in Great Falls, MT. The property consists of two different assisted living homes on the same property. The financing will refinance the existing debt used for the construction of one of the homes. The expansion/renovations will be to the other home and to connect the two buildings with a common kitchen and dining area. Robin and Roger Fleek have owned and operated the facility since its inception in 2003. Robin is actively involved in the daily business operations.

This will be a bifurcated note in participation with Opportunity Bank of Great Falls. The note will be a 10-year note amortized over 20 years. Big Sky's portion will be \$952,800 (40% of total financing) with a fixed rate of 3.5%. Big Sky will be in a shared 1st lien position on commercial real estate. These will be new SSBCI funds requested from the state as part of the 3rd tranche of financing. Currently, no existing funds will be used. The Big Sky EDC Loan Committee has reviewed and approved the request as presented.

NOTE: Current request is for SSBCI funding. If the loan is not approved by the State, the financing request will be brought back to the Board for approval as an SBA 504 loan. Loan Committee has approved both structures.

Motion: **Jerry Simonson** to approve the SSBCI loan request for MT Gems in the amount of \$952,800 as presented to the Board.

Second: **Nick Pancheau**

Discussion: None

Motion: Carried

SBDC Agreement – Lorene gave an overview of the SBDC cooperative agreement and shared the changes between this years agreement compared to prior years when there were two SBDC Advisors.

Motion: **Darin Uselman** to approve the SBDC Agreement as presented to the Board.

Second: **Vince Mistretta**

Discussion: None

Motion: Carried

Consent Agenda Items for Board Action

Approval to December 11, 2025, EDA/EDC- Joint Board Meeting Minutes

Motion: **Nick Pancheau** to approve the December 11th, 2025, EDA/EDC Joint Board Meeting minutes as presented to the Board.

Second: **Kate Vogel**

Discussion: None

Motion: Carried

Board Round Table – A Year in Review

The Board was invited to share two of their successes and their biggest challenge of prior year and what they are looking forward to in 2026.

Public Comment

- Yellowstone Airshow in August
- AG Labor Summit at the Northern Hotel on January 21-22. Invite extended to the Board.
- Appreciation shared with the Executive Committee for their efforts this year.

Adjourn

Motion: **Nick Pancheau** to adjourn the meeting.

Jen Kobza adjourned the meeting at 9:20 A.M.

Next Meeting – February 12, 2026

Respectfully submitted,

Kate Vogel, EDA Secretary/Treasurer

Nichole Mehling, EDC Secretary/Treasurer

ATTACHMENT B



Big Sky Economic Development Authority (BSEDA)
Financial Summary for Board of Directors
FY25 - As of and for the period ended December 31, 2025

Statement of Operations

Net Operating Revenue: \$52,951

Factors Driving Net Operating Revenue:

The net operating revenue for the fiscal year to date through December 31, 2025 resulted in an increase over budgeted net operating expense by approximately \$87K. Total revenues are less than budget by \$170K and total operating expenses are less than budget by \$258K. See below for factors contributing to the variances:

Revenue

- Brownfields revenue for Assessment and RLF grants are less than YTD budget by approximately \$76K due to amount of activity during the reporting period. Note that Brownfields is a reimbursement based grant, so revenues are entirely offset by Brownfields expenses.
- APEX revenue is less than YTD budget by approximately \$70K. APEX is a reimbursement based grant based on actual activity for the reporting period, so revenues are offset by expenses. BSEDA's portion of the cost sharing is approximately 28% while Federal portion is approximately 72%.
- SBDC revenue is less than YTD budget by approximately \$15K due to a contract amendment that took place July 1, 2025 to reduce the 2025 annual amount. The SBDC performance period is calendar year, so the first six months of the performance period were under the original contract that was higher and more of the contract was reimbursed during that period leaving less for the last six months of the year.
- VBOC revenue is less than YTD budget by approximately \$17K. VBOC is a reimbursement based grant based on actual activity for the reporting period, so revenues are offset by expenses.

Expense

- Salaries and employer contributions are underspent by approximately \$31K compared to budget since the annual budget has been allocated equally over 12 months. The budget includes a contingency amount for staffing changes and overtime that has not been utilized YTD. Additionally, BSEDA lost several team members due to voluntary termination since 7/1/25.
- Brownfields expenses are less than YTD budget due to amount of activity during the reporting period.
- Contingency has not been used, so underspent by amounts allocated to this reporting period.
- Federal cooperative agreements are reimbursement based, so underspent by the amount of revenues noted above
- Other expense category variances are reasonable with slight variations over and under

Non-operating income consists of interest income earned on Opportunity Fund CDs, Money Market, and Savings accounts. Non-operating expense consists of Depreciation and Amortization and immaterial bank fees.



Statement of Financial Position

Cash available for operations: \$1,487,592
Opportunity Fund cash and CDs: \$3,405,372
Accounts receivable: \$520,940
Due from EDC: \$49,133

Operating cash is deemed to be all of the checking/savings line items on the Statement of Financial Position aside from the opportunity fund bank accounts and CDs. A portion of the operating cash has been set aside as reserves for operations and reserves for repair and replacement. The amount set aside as reserves is \$543,824. BSEDA's cash position is good and sufficient to meet the needs of the organization.

The accounts receivable balances outstanding at December 31, 2025 include two customer balances that are aged more than 60 days (APEX and VBOC). With the government shutdown that occurred for several months, payments were behind. As of 1/31/26, BSEDA received all but one month of outstanding APEX receivables from Department of Defense, so they are now current. The Federal monies for VBOC from SBA have all been committed, so there is no concern that we won't get paid. The amount owed from Big Sky EDC is for costs of salaries/wages/fringe benefits and building operations/maintenance for the month of February and is included on the Due to/Due from EDC line.

Big Sky Economic Development Authority
Statements of Operations - Budget vs. Actual
For the Months of November and December 2025 and YTD Ended December 31, 2025

	Nov-25			Dec-25			YTD			Fiscal Year
	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Annual Budget
Income										
40000 County Taxes Mill Levy Revenue	\$ 35	\$ -	\$ 35	\$ 47	\$ -	\$ 47	\$ 34,735	\$ -	\$ 34,735	\$ -
40001 Yellowstone County MOU	108,333	108,333	-	108,333	108,333	-	650,000	650,000	-	1,300,000
40020 Health Ins Mill Levy Revenue	5,300	7,818	(2,518)	4,770	7,818	(3,048)	39,220	46,905	(7,685)	93,810
40030 Recovery of Protested Taxes	-	83	(83)	-	83	(83)	6,683	500	6,183	1,000
40050 Department of Defense - APEX	60,843	81,413	(20,570)	62,000	81,413	(19,413)	418,668	488,477	(69,809)	976,954
40060 EDC Reimbursement	50,855	57,603	(6,748)	51,002	57,603	(6,601)	328,113	345,617	(17,504)	691,233
40070 EPA Brownfields - Assessment	6,002	16,667	(10,665)	14,845	16,667	(1,822)	42,662	100,000	(57,338)	200,000
40080 EPA Brownfields - Project Mgmt	-	2,500	(2,500)	4,680	2,500	2,180	8,983	15,000	(6,017)	30,000
40090 EPA Brownfields - RLF	395	16,667	(16,272)	85,023	16,667	68,356	86,974	100,000	(13,026)	200,000
40100 APEX Advisor Agreement Support	2,000	2,000	-	2,000	2,000	-	12,000	12,000	-	24,000
40110 MT Dept of Commerce - SBDC	6,217	8,792	(2,575)	6,217	8,792	(2,575)	37,301	52,750	(15,449)	105,500
40120 SBDC Program Income	-	-	-	-	-	-	30	-	30	-
40130 SBA - VBOC	34,005	30,000	4,005	24,484	30,000	(5,516)	162,628	180,000	(17,372)	360,000
40140 Rock31 Membership Revenue	7,218	8,417	(1,199)	7,791	8,417	(626)	47,454	50,500	(3,046)	101,000
40150 Zoot/Other Room Rent Revenue	620	667	(47)	565	667	(102)	3,673	4,000	(327)	8,000
40160 Rock31 Barista Rent Revenue	-	700	(700)	-	700	(700)	-	4,200	(4,200)	8,400
Total Income	281,823	341,660	(59,837)	371,757	341,660	30,097	1,879,124	2,049,949	(170,825)	4,099,897
Expenses										
50100 Salaries/Wages	179,254	149,907	29,347	125,661	149,907	(24,246)	941,718	899,442	42,276	1,798,883
50110 Employer Contributions	26,266	47,946	(21,680)	8,336	47,946	(39,610)	214,556	287,675	(73,119)	575,349
50140 Advertising	-	250	(250)	-	250	(250)	-	1,500	(1,500)	3,000
50150 Barista Equipment Maintenance	-	208	(208)	-	208	(208)	-	1,250	(1,250)	2,500
50160 Barista Supplies	-	42	(42)	-	42	(42)	-	250	(250)	500
50170 Board Expenses	1,190	500	690	-	500	(500)	1,933	3,000	(1,067)	6,000
50180 Brownfields Assessment Expense	6,002	16,667	(10,665)	14,842	16,667	(1,825)	42,842	100,000	(57,158)	200,000
50190 Brownfields Project Mgmt Exp	-	2,500	(2,500)	4,680	2,500	2,180	8,983	15,000	(6,017)	30,000
50200 Brownfields RLF Expense	395	16,667	(16,272)	245	16,667	(16,422)	2,196	100,000	(97,804)	200,000
50210 Building Art and Decor	90	417	(327)	-	417	(417)	90	2,500	(2,410)	5,000
50220 Building Operations/Maintenance	9,021	8,879	142	9,878	8,879	999	51,603	53,275	(1,672)	106,550
50240 Community Development Projects	-	4,583	(4,583)	-	4,583	(4,583)	7,443	27,500	(20,057)	55,000
50250 Community Partner Projects	-	292	(292)	-	292	(292)	462	1,750	(1,288)	3,500
50260 Conferences	650	1,333	(683)	99	1,333	(1,234)	4,969	7,995	(3,026)	15,990
50270 Contingency	-	3,333	(3,333)	-	3,333	(3,333)	-	20,000	(20,000)	40,000
50870 Contribution Expense	-	292	(292)	-	292	(292)	-	1,750	(1,750)	3,500
50300 Dues/Subscriptions/Memberships	20,121	9,612	10,509	6,979	9,612	(2,633)	62,044	57,673	4,371	115,345
50400 Event Expense	510	383	127	13	383	(370)	3,887	2,300	1,587	4,600
50410 Hosted Meetings	253	821	(568)	163	821	(658)	3,055	4,925	(1,870)	9,850
50430 Insurance	4,796	4,670	126	4,796	4,670	126	30,688	28,018	2,670	56,035
50440 Marketing	3,899	583	3,316	2,659	583	2,076	23,059	3,500	19,559	7,000
50450 Office Equip & Furn < \$5000	-	1,167	(1,167)	1,109	1,167	(58)	1,385	7,000	(5,615)	14,000
50460 Office Expense and Supplies	1,270	2,861	(1,591)	1,140	2,861	(1,721)	9,810	17,166	(7,356)	34,331
50470 Payroll Processing Expense	2,888	1,835	1,053	1,298	1,835	(537)	11,174	11,009	165	22,017
50480 Professional Development	(2,575)	1,875	(4,450)	692	1,875	(1,183)	(2,097)	11,250	(13,347)	22,500
50490 Professional Fees	20,075	5,417	14,658	4,191	5,417	(1,226)	47,242	32,500	14,742	65,000
50510 Programming - Workforce	-	-	-	-	-	-	305	-	305	-
50520 Property Tax Protests	-	-	-	-	-	-	1,921	-	1,921	-
50530 APEX Subcenter	43,772	43,765	7	40,750	43,765	(3,015)	264,344	262,592	1,752	525,183
50540 Rent	498	876	(378)	425	876	(451)	4,992	5,256	(264)	10,511
50550 Repairs	600	1,333	(733)	1,644	1,333	311	6,587	8,000	(1,413)	16,000
50560 Rock31 Programming	83	250	(167)	-	250	(250)	779	1,500	(721)	3,000
50570 SBDC Program Expense	-	-	-	-	-	-	51	-	51	-
50580 Special Assessments BID	2,144	375	1,769	-	375	(375)	2,144	2,250	(106)	4,500
50590 Sponsorships	500	1,333	(833)	-	1,333	(1,333)	4,250	8,000	(3,750)	16,000
50600 Staff Expenses	83	842	(759)	477	842	(365)	1,240	5,050	(3,810)	10,100
50610 Strategic Priorities	-	1,250	(1,250)	-	1,250	(1,250)	-	7,500	(7,500)	15,000
50630 TEDD	-	50	(50)	79	50	29	79	300	(221)	600
50640 Telecommunications	4,944	5,025	(81)	4,729	5,025	(296)	30,285	30,153	132	60,305
50650 Travel	6,843	8,705	(1,862)	984	8,705	(7,721)	38,144	52,229	(14,085)	104,458
50670 Miscellaneous	1,847	542	1,305	558	542	16	4,010	3,250	760	6,500
Total Expenses	335,419	347,386	(11,967)	236,427	347,386	(110,959)	1,826,173	2,084,308	(258,135)	4,168,607
Net Operating Income	(53,596)	(5,726)	(47,870)	135,330	(5,726)	141,056	52,951	(34,359)	87,310	(68,710)

Big Sky Economic Development Authority
Statements of Operations - Budget vs. Actual
For the Months of November and December 2025 and YTD Ended December 31, 2025

	Nov-25			Dec-25			YTD			Fiscal Year
	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Annual Budget
Other Income										
70000 Non-Operating Income	4,294	12,500	(8,206)	8,773	12,500	(3,727)	40,340	75,000	(34,660)	150,000
Total Other Income	4,294	12,500	(8,206)	8,773	12,500	(3,727)	40,340	75,000	(34,660)	150,000
Other Expenses										
80000 Non-Operating Expense	22,079	22,080	(1)	22,079	22,080	(1)	132,487	132,477	10	264,954
Total Other Expenses	22,079	22,080	(1)	22,079	22,080	(1)	132,487	132,477	10	264,954
Net Other Income	(17,785)	(9,580)	(8,205)	(13,306)	(9,580)	(3,726)	(92,147)	(57,477)	(34,670)	(114,954)
Net Income	\$ (71,381)	\$ (15,306)	\$ (56,075)	\$ 122,024	\$ (15,306)	\$ 137,330	\$ (39,196)	\$ (91,836)	\$ 52,640	\$ (183,664)

Big Sky Economic Development Authority
Statements of Financial Position - Comparison to Previous Year
As of December 31, 2025

	As of Dec 31, 2025	As of Dec 31, 2024 (PY)	Change	% Change
ASSETS				
Current Assets				
Bank Accounts				
10000 Main Operating - FIB	\$ 857,353	\$ 340,855	\$ 516,498	151.53%
10010 Recovered Property Taxes - FIB	627	627	0	0.05%
10020 Operating Reserve - FIB	358,814	354,099	4,715	1.33%
10030 Reserve for Replacement - FIB	185,010	184,839	170	0.09%
10040 Pass-through - Cabelas Conduit	4,899	4,898	2	0.03%
10050 Opportunity Fund Savings Accounts	1,187,746	1,158,730	29,016	2.50%
10060 Opportunity Fund CDs-current	2,217,626	2,121,006	96,619	4.56%
10080 Yellowstone County Funds	80,889	900,470	(819,581)	-91.02%
10090 Clearing Account	25	-	25	
Total Bank Accounts	4,892,989	5,065,524	(172,536)	-3.41%
Accounts Receivable				
10100 Accounts Receivable	63,077	82,117	(19,040)	-23.19%
10110 Accounts Receivable - APEX	340,556	160,982	179,574	111.55%
10120 Accounts Receivable - SBDC	12,434	23,281	(10,847)	-46.59%
10130 Accounts Receivable - VBOC	84,991	99,337	(14,346)	-14.44%
10140 Accounts Receivable - Brownfields	19,883	13,472	6,411	47.59%
Total Accounts Receivable	520,940	379,188	141,752	37.38%
Other Current Assets				
10210 Due To/Due From EDC	49,133	70,369	(21,237)	-30.18%
10225 Accrued Interest Receivable	10,216		10,216	
10230 Tax Levy Receivable	28,898	666,813	(637,916)	-95.67%
10240 Tax Levy Receivable - Protested	16,856	18,057	(1,201)	-6.65%
10241 Allowance for Doubtful Accts - Protested Taxes	(16,856)	(18,057)	1,201	6.65%
10260 American Airlines Rev Guarantee	6,887	6,887	-	0.00%
10270 Prepaid Expenses	58,227	65,706	(7,479)	-11.38%
10299 Undeposited Funds	-	65,624	(65,624)	-100.00%
Total Other Current Assets	153,361	875,400	(722,039)	-82.48%
Total Current Assets	5,567,289	6,320,113	(752,824)	-11.91%
Fixed Assets				
10410 Bank Building - Land	301,750	301,750	-	0.00%
10420 Bank Building - Building	6,303,890	6,303,890	-	0.00%
10430 Furniture	227,169	227,169	-	0.00%
10440 Equipment	6,700	6,700	-	0.00%
10450 Barista Equipment	12,500	12,000	500	4.17%
10460 Accumulated Depreciation	(910,718)	(649,343)	(261,375)	-40.25%
Total Fixed Assets	5,941,291	6,202,166	(260,875)	-4.21%
Other Assets				
10600 Deferred Outflow of Resources	293,982	89,782	204,199	227.44%
10630 Deposit	173	173	-	0.00%
10660 Right of Use Asset	9,354	4,430	4,924	111.15%
10700 Notes Receivable - Brownfields/EDC	70,447		70,447	
Total Other Assets	373,956	94,386	279,570	296.20%
TOTAL ASSETS	\$ 11,882,537	\$ 12,616,664	\$ (734,128)	-5.82%

LIABILITIES AND EQUITY

Liabilities

Current Liabilities

Total Accounts Payable	\$	126,359	\$	106,924	\$	19,436	18.18%
Total Credit Cards		1,446		8,548		(7,103)	-83.09%

Other Current Liabilities

20200 Accrued Expenses		105,633		131,278		(25,645)	-19.53%
20220 Compensated Absences		122,420		215,391		(92,971)	-43.16%
20230 Payroll Liabilities		(452)		150		(602)	-401.58%
20300 Deferred Revenues		12,000		812,021		(800,021)	-98.52%

Total Other Current Liabilities		239,601		1,158,839		(919,238)	-79.32%
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Total Current Liabilities

		367,406		1,274,311		(906,905)	-71.17%
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Long-Term Liabilities

20500 Deferred Inflow of Resources		20,034		69,377		(49,343)	-71.12%
20600 Pension Liability		900,910		626,208		274,702	43.87%
20700 Lease Liability		9,354		4,430		4,924	111.15%

Total Long-Term Liabilities

		930,298		700,015		230,283	32.90%
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Total Liabilities

		1,297,704		1,974,326		(676,622)	-34.27%
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Equity

30100 Net Assets		7,912,919		7,908,005		4,914	0.06%
30200 Contributed Capital		3,193,580		3,193,580		-	0.00%
30300 Prior Period Adjustment		(482,470)		(482,470)		-	0.00%
Net Income		(39,196)		23,223		(62,419)	-268.78%

Total Equity

		10,584,833		10,642,338		(57,505)	-0.54%
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TOTAL LIABILITIES AND EQUITY

	\$	11,882,537	\$	12,616,664	\$	(734,127)	-5.82%
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Big Sky Economic Development Corporation (BSEDC)
Financial Summary for Board of Directors
FY25 - As of and for the period ended December 31, 2025

Statement of Operations

Net Operating Revenue: \$90,079

Factors Driving Net Operating Revenue:

The net operating revenue for the fiscal year to date through December 31, 2025 is more than the budgeted net operating revenue by approximately \$81K. Total revenues are less than budget by approximately \$38K and total operating expenses are less than budget by approximately \$119K. See below for factors contributing to the variances:

Revenue

- 504 Loan Servicing and Origination are behind YTD budget by approximately \$17K due to timing of closings for loans in progress. The pipeline for 504 loans includes additional processing fees of approximately \$153K yet to fund this fiscal year.
- Member Investment Pledges are behind YTD budget by \$38K primarily due to the manner in which the budget has been allocated evenly over 12 months. The first 2 quarters of the year invoice less than the last 2 quarters. A comparison of member investment pledges YTD through 12/31/25 and the same period last year show that pledges are behind by approximately \$4K. BSEDC has realized some write-offs due to Members indicating budgetary constraints, among other reasons. Intentional efforts are being made to reach out to Members and maintain good relations.
- Interest earned from Big Sky Finance loan programs is ahead of YTD budget by approximately \$15K

Expense

- Event expenses are less than YTD budget by approximately \$20K due to timing of when expenses occur as compared to allocating the full year budget equally over 12 months. Additionally, the Annual Meeting is typically a significant expense for the organization. Due to the cancellation of the Annual Meeting, event expenses are expected to remain under budget this fiscal year.
- Other operating expenses variances are reasonable with slight variations over and under resulting in net underspending of approximately \$119K.

Non-operating income consists primarily of interest income. Non-operating expense consists of bad debt expense.

Statement of Financial Position

Cash available for general operations: \$374,601
Cash designated for loan programs: \$1,665,362
Cash designated for Coulson Park and Opportunity Funds: \$204,109
Accounts receivable: \$88,501
Loan portfolios, net of allowance for loan losses: \$4,199,305
Notes receivable Brownfields RLF: \$70,447 (new in December 2025)
Accounts payable: \$85,888
Due to EDA: \$49,133



Cash available for general operations consists of FIB main operating checking and long term reserve bank accounts. BSEDC has a management services agreement in which it reimburses BSEDA for the cost of BSEDC employee salaries and building operations and maintenance. The amounts owed to BSEDA are reflected as liabilities on the Statement of Financial Position on the Due to/Due from EDA line and consists of amounts owed for December 2025. The average monthly cost to BSEDC for the management services agreement is approximately \$45,000-\$60,000.

BSEDC has issued its first loan using the Brownfields RLF funds that were awarded to the organization. The loan was funded by Brownfields to BSEDC to pass along to the borrower, so there is no cash effect to BSEDC. The principal amount of the loan will remain on BSEDC's balance sheet as a Note Receivable during repayment.

Big Sky Economic Development Corporation
Statement of Operations - Budget vs. Actual
For the Months of November and December 2025 and YTD Ended December 31, 2025

	Nov-25			Dec-25			YTD			Fiscal Year
	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Annual Budget
Revenue										
40010 504 Loan Servicing	\$ 32,183	\$ 35,900	\$ (3,717)	\$ 32,596	\$ 35,900	\$ (3,304)	\$ 195,266	\$ 215,400	\$ (20,134)	\$ 430,800
40020 504 Loan Origination	-	12,375	(12,375)	-	12,375	(12,375)	48,686	74,250	(25,564)	148,500
40040 504 Loan Closing Attorney Fees	-	2,083	(2,083)	-	2,083	(2,083)	12,500	12,500	-	25,000
40050 504 Float Income	53,124	-	53,124	-	-	-	53,124	25,000	28,124	50,000
41010 Member Investment Pledges	1,500	24,954	(23,454)	-	24,954	(24,954)	115,502	149,725	(34,223)	299,450
41020 Member Investment - Trades	1,557	2,083	(526)	1,557	2,083	(526)	8,436	12,500	(4,064)	25,000
42010 Federal EDA RLF Loan Interest	7,508	8,298	(790)	7,885	8,298	(413)	57,213	49,788	7,425	99,575
42020 RLF Loan Interest	1,993	3,364	(1,371)	1,937	3,364	(1,427)	12,241	20,182	(7,941)	40,364
42025 RLF Origination Fees	-	-	-	-	-	-	257	-	257	-
42030 MT RLF Loan Interest	330	350	(20)	325	350	(25)	2,032	2,100	(68)	4,200
42040 SSBCI Loan Interest	3,017	378	2,639	3,073	378	2,695	18,252	2,271	15,981	4,541
42050 SSBCI 2.0 Loan Interest	1,184	1,100	84	1,045	1,100	(55)	6,671	6,600	71	13,200
43010 Donation Income	-	-	-	1,900	-	1,900	1,900	125	1,775	250
Total Revenue	102,396	90,885	11,511	50,318	90,885	(40,567)	532,080	570,441	(38,361)	1,140,880
Expenditures										
50140 Advertising	2,005	750	1,255	165	750	(585)	2,830	4,500	(1,670)	9,000
50170 Board Expenses	-	83	(83)	387	83	304	-	500	(500)	1,000
50240 Business Development Outreach	-	125	(125)	-	125	(125)	465	750	(285)	1,500
50250 Business Recruitment and Expans	-	1,250	(1,250)	-	1,250	(1,250)	5,200	7,500	(2,300)	15,000
50259 Community Recruitment Projects	-	250	(250)	-	250	(250)	-	1,500	(1,500)	3,000
50260 Conferences	-	1,131	(1,131)	-	1,131	(1,131)	1,070	6,788	(5,718)	13,575
50270 Contingency	-	1,667	(1,667)	-	1,667	(1,667)	-	10,000	(10,000)	20,000
50300 Dues/Subscriptions/Memberships	2,860	2,014	846	2,985	2,014	971	17,227	12,082	5,145	24,163
50330 EDA Reimbursement	50,855	57,603	(6,748)	51,002	57,603	(6,601)	328,113	345,617	(17,504)	691,233
50340 Event Expense	-	3,792	(3,792)	1,580	3,792	(2,212)	2,521	22,750	(20,229)	45,500
50360 Hosted Meeting Expense	-	667	(667)	41	667	(626)	2,689	4,000	(1,311)	8,000
50380 Insurance	1,974	2,000	(26)	2,026	2,000	26	11,914	12,000	(86)	24,000
50390 Loan Expenses	(2,350)	833	(3,183)	4,860	833	4,027	(518)	5,000	(5,518)	10,000
50400 Marketing	1,145	7,167	(6,022)	1,830	7,167	(5,337)	7,007	43,000	(35,993)	86,000
50410 Membership Development	113	708	(595)	-	708	(708)	171	4,250	(4,079)	8,500
50420 Member Investor Trades	1,557	2,083	(526)	1,557	2,083	(526)	8,436	12,500	(4,064)	25,000
50450 Office Expense and Supplies	-	42	(42)	-	42	(42)	215	250	(35)	500
50460 Postage	-	15	(15)	-	15	(15)	20	88	(68)	175
50470 Professional Development	-	667	(667)	-	667	(667)	2,825	4,000	(1,175)	8,000
50480 Professional Fees	2,941	5,667	(2,726)	2,868	5,667	(2,799)	40,452	34,000	6,452	68,000
50500 Rent	239	280	(41)	239	280	(41)	1,441	1,680	(239)	3,360
50510 Rock31 Business Accelerator	-	667	(667)	-	667	(667)	-	4,000	(4,000)	8,000
50520 Rock31 Business Incubation	-	-	-	-	-	-	-	-	-	-
50530 Rock31 Member Appreciation	-	83	(83)	-	83	(83)	70	500	(430)	1,000
50540 Rock31 Programming	-	83	(83)	-	83	(83)	-	500	(500)	1,000
50550 Sponsorships	-	83	(83)	-	83	(83)	850	500	350	1,000
50555 SSBCI Servicing Fee	-	321	(321)	-	321	(321)	-	1,925	(1,925)	3,850
50560 Staff Expenses	-	100	(100)	78	100	(22)	93	600	(507)	1,200
50570 Telecommunications	140	190	(50)	140	190	(50)	840	1,140	(300)	2,280
50580 Travel	309	3,100	(2,791)	94	3,100	(3,006)	7,027	18,600	(11,573)	37,200
50610 Miscellaneous	209	146	63	157	146	11	1,043	875	168	1,750
Total Expenditures	61,997	93,567	(31,570)	70,009	93,567	(23,558)	442,001	561,395	(119,394)	1,122,786
Net Operating Revenue	40,399	(2,682)	43,081	(19,691)	(2,682)	(17,009)	90,079	9,046	81,033	18,094

Big Sky Economic Development Corporation
Statement of Operations - Budget vs. Actual
For the Months of November and December 2025 and YTD Ended December 31, 2025

	Nov-25			Dec-25			YTD			Fiscal Year
	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Actual	Budget	over (under) Budget	Annual Budget
Other Revenue										
70000 Non-Operating Income	337	100	237	318	100	218	219,477	6,037	213,440	12,073
Total Other Revenue	337	100	237	318	100	218	219,477	6,037	213,440	12,073
Other Expenses										
80000 Non-Operating Expense	-	833	(833)	-	833	(833)	7,672	5,000	2,672	10,000
Total Other Expenses	-	833	(833)	-	833	(833)	7,672	5,000	2,672	10,000
Net Other Revenue	337	(733)	1,070	318	(733)	1,051	211,805	1,037	210,768	2,073
Net Revenue	\$ 40,736	\$ (3,415)	\$ 44,151	\$ (19,373)	\$ (3,415)	\$ (15,958)	\$ 301,884	\$ 10,083	\$ 291,801	\$ 20,167

Big Sky Economic Development Corporation
Statements of Financial Position - Comparison to Previous Year
As of December 31, 2025

	As of Dec 31, 2025	As of Dec 31, 2024 (PY)	Change	% Change
ASSETS				
Current Assets				
Bank Accounts				
10000 Main Operating - FIB	\$ 124,601	\$ 161,010	\$ (36,409)	-22.61%
10020 Long Term Reserve - FIB	250,000	250,000	-	0.00%
10030 Coulson Park - FIB x0594	143,110	153,699	(10,589)	-6.89%
10050 Opportunity Fund Savings - FIB	60,999	60,969	31	0.05%
10060 RLF Principal - FIB	620,004	622,804	(2,800)	-0.45%
10070 SSBCI Principal - FIB/Stockman	712,095	593,417	118,678	20.00%
10080 Federal EDA RLF Principal - FIB	333,263	124,069	209,194	168.61%
Total Bank Accounts	2,244,073	1,965,968	278,105	14.15%
Accounts Receivable				
10100 Accounts Receivable	88,501	49,750	38,751	77.89%
Total Accounts Receivable	88,501	49,750	38,751	77.89%
Other Current Assets				
10199 Undeposited Funds	-	1,500	(1,500)	-100.00%
10200 Fed EDA RLF Portfolio - Current	311,590	154,879	156,710	101.18%
10240 Traditional RLF Portfolio - Current	48,225	36,002	12,224	33.95%
10270 MT RLF Portfolio - Current	5,893	4,593	1,300	28.30%
10300 SSBCI Portfolio - Current	27,063	28,815	(1,752)	-6.08%
10330 SSBCI 2.0 Portfolio - Current	76,995	77,286	(291)	-0.38%
10370 Prepaid Expenses	26,718	26,428	291	1.10%
Total Other Current Assets	496,484	329,502	166,982	50.68%
Total Current Assets	2,829,058	2,345,220	483,837	20.63%
Other Assets				
10600 Fed EDA RLF - Non-Current	1,376,442	1,725,849	(349,407)	-20.25%
10640 Traditional RLF Portfolio - Non-Current	379,660	321,982	57,678	17.91%
10670 MT RLF Portfolio - Non-Current	48,824	60,407	(11,583)	-19.18%
10700 SSBCI Portfolio - Non-Current	717,913	825,327	(107,414)	-13.01%
10730 SSBCI 2.0 Portfolio - Non-Curre	1,206,701	965,293	241,408	25.01%
10790 Allowance for Loan Losses	(212,808)	(143,132)	(69,676)	-48.68%
10800 Notes Receivable - Brownfields	70,447	70,447		
Total Other Assets	3,587,178	3,755,725	(168,547)	-4.49%
TOTAL ASSETS	\$ 6,416,236	\$ 6,100,946	\$ 315,290	5.17%

LIABILITIES AND EQUITY

Liabilities

Current Liabilities

Total Accounts Payable	\$ 85,888	\$ 92,955	\$ (7,067)	-7.60%
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Total Credit Cards	2,400	2,589	(189)	-7.31%
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Other Current Liabilities

20150 Due to/Due From EDA	49,133	70,369	(21,237)	-30.18%
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20200 Accrued Expenses	10,888	-	10,888	
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Total Other Current Liabilities	60,021	70,369	(10,349)	-14.71%
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Total Current Liabilities	148,308	165,914	(17,606)	-10.61%
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Long-Term Liabilities

20800 Notes Payable - Brownfields/EDA	70,447		70,447	
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Total Long-Term Liabilities	70,447	-	70,447	
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Total Liabilities	218,755	165,914	52,841	31.85%
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Equity

30100 Retained Earnings	5,895,597	5,123,364	772,233	15.07%
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Net Revenue	301,884	811,668	(509,784)	-62.81%
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Total Equity	6,197,481	5,935,032	262,449	4.42%
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TOTAL LIABILITIES AND EQUITY	\$ 6,416,236	\$ 6,100,946	\$ 315,291	5.17%
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ATTACHMENT C

Resolution of Board of Directors:

The Big Sky EDA/EDC Board of Directors hereby authorizes Brandon Berger (Interim Executive Director) and Tami Fleetwood (Senior Director of Finance) to manage all financial accounts. This authorization includes but is not limited to the removal of Nick Pancheau and Debbie Desjarlais and the addition of Nichole Mehling and Kate Vogel to the signature cards on file at First Interstate Bank where Big Sky EDA/EDC holds main operating checking accounts. With this change, signers on the three main operating accounts at First Interstate Bank will include Brandon Berger, Jen Kobza, Lucy Aspinwall, Bryan Wood, Jennifer Weaver Kondracki, Nichole Mehling, and Kate Vogel. Signers on the other twelve accounts at First Interstate Bank will include Brandon Berger, Jen Kobza, Lucy Aspinwall, Nichole Mehling and Kate Vogel. For all other financial institutions in which Big Sky EDA/EDC has checking/savings/CDs/money market accounts, Tami Fleetwood and Brandon Berger will remain listed as signers. All changes are authorized to become effective immediately.

Dated this ____ day of _____, 2026

Lucy Aspinwall, EDA Chair

Jen Kobza, EDC Chair

Attested By:

Kate Vogel, EDA Secretary/Treasurer

Nichole Mehling, EDC Secretary/Treasurer

ATTACHMENT D

GOVERNANCE COMMITTEES**EDA/EDC Joint Executive Committee**

The Executive Committee provides the initial governance and guidance for EDA/EDC policies, strategic priorities, and budget. It also functions as the Planning Committee for purposes of setting expectations for the Boards' Strategic Planning processes. Membership is set by a vote of a board.

EDA

Lucy Aspinwall
Bryan Wood
Kate Vogel
Aaron Redland
Vince Mistretta

EDC

Jennifer Kobza
Jennifer Weaver-Kondracki
Nichole Mehling
Nick Pancheau
Debbie Desjarlais

MEETING SCHEDULE: First Wednesday of each Month.

Staff Contact: Brandon Berger – brandon@bigskyeda.org

EDA/EDC Joint Nominating Committee

The Joint Nominating Committee provides recommendations for the appointment or election of the EDA and EDC Board Members and recommendations for the nomination and election of officers. During the EDA board member selection process, this Committee will screen applicants and make recommendations concerning the appointment of EDA Board members. That process includes Community Representatives as prescribed by Yellowstone County resolution. EDA and EDC Boards must annually confirm the Nominating Committee Membership.

**Community Representatives are only needed for the EDA process.*

EDA

Kate Vogel
OPEN
OPEN

EDC

Stefani Hicswa
Kim Jakub
Spencer Frederick
OPEN

Community Representatives

Yellowstone County-Mark Morse
City of Laurel- Kurt Markegard
City of Billings- Denis Pittman

MEETING SCHEDULE: The committee convenes in late Summer and meets periodically throughout the remainder of the year to run the nomination process. The committee will convene as needed if a seat becomes open outside of this nomination process.

Staff Contact: Brandon Berger – brandon@bigskyeda.org

Ad Hoc Legislative Committee

The Ad Hoc Legislative Committee develops the legislative agenda for Board consideration and then provides guidance during the state legislative session.

EDA

Bryan Wood
Turk Stovall
OPEN

EDC

Mike Phillips
OPEN
OPEN

Member Investors/Community

Daniel Brooks, Billings Chamber
Adam Schafer
Katy Schreiner

MEETING SCHEDULE: As needed

Staff Contact: Brandon Berger - brandon@bigskyeda.org

Opportunity Fund Committee

The Opportunity Fund Committee Serves to make strategy and funding recommendations on the development of the Opportunity Fund. They also serve as the Committee that evaluates and recommends projects that are intended to benefit from the Opportunity Fund.

EDA

*Riley Bennett
Darin Uselman
George Warmer
OPEN
OPEN

EDC

Matt Robertson
Tyler Wiltgen
Jennifer Weaver Kondracki
Nicole Mehling
DJ Clark

*Committee Chair

MEETING SCHEDULE: As needed

Staff Contact: Keith Hart - keith@bigskyeda.org

Big Sky Finance Loan Committee

The Loan Committee reviews and approves or disapproves SBA 504 and Revolving Loan requests.

EDA

Darin Uselman
Zack Dunn
OPEN

EDC

Dave Ballard
Jerry Simonson
Mike Phillips

Community Members

Anne DeBoo—RiverMountain LLC
Darrin Maas—Stockman
Dennen Gamradt—Eide Bailly LLP
OPEN

MEETING SCHEDULE: As needed

Staff Contact: Brandon Berger - brandon@bigskyeda.org

SBDC Advisory Council

The mission of the SBDC Advisory Council is to collaboratively offer guidance, market insight, and support for the enhancement of services that help small businesses start, grow, or expand their business. The vision is for our regional service center (supporting a 9-county area) to be a strong and dynamic community for the growth and success of small business.

EDA

Lucy Aspinwall
Zack Dunn
OPEN

EDC

Jerry Simonson
OPEN
OPEN

Community Partners

Kyle Jordan	Michael Morrison
James Smith	Cathy Grider
Lane Gobbs	Mehmet Casey
Joel Bertolino	Madison Wilhite
Martin DeWitt	Andy Gott
Tyson Kuntz	Brad Eli

MEETING SCHEDULE: Two times a year in January and July

Staff Contact: Lorene Hintz - lorene@bigskyeda.org

Membership Committee

The Membership Committee works with the Member Investor Program Director to retain and build the number of EDC Member Investors.

EDA

Lucy Aspinwall
Vince Mistretta
OPEN

EDC

OPEN
OPEN
OPEN

MEETING SCHEDULE: Quarterly meetings

Staff Contact: Tyler Wink – tylerw@bigskyeda.org

Recruitment Committee

The Recruitment Committee serves as a resource for the Director of Business Recruitment & Outreach.

EDA

Kate Vogel
Vince Mistretta
OPEN

EDC

Stefani Hicswa
Nick Pancheau
Molly Schwend

Community Partners

Mike Waters
OPEN
OPEN

MEETING SCHEDULE: Quarterly

Staff Contact: Keith Hart – keith@bigskyeda.org

Brownfields Advisory Council

The Brownfields Advisory Committee reviews potential Brownfield projects regarding expansion, reuse, and development in our community.

EDA

Zack Dunn

Vince Mistretta

OPEN

EDC

DJ Clark

George Warmer

OPEN

Community Partners

Wyeth Friday

Katy Schreiner

OPEN

MEETING SCHEDULE: As needed, approximately 6 times per year, generally via email.

Staff Contact: Dianne Lehm – dianne@bigskyeda.org

Space2Place Micro Grants Committee

The Space2Place Micro Grants Committee serves as the selection committee who reviews Space2Place grant applications made available by the Community Development Team.

EDA

Aaron Redland

OPEN

OPEN

EDC

DJ Clark

Kim Jakub

Molly Schwend

MEETING SCHEDULE: Generally, the first quarter of the year, approximately four, 2-hour meetings.

Staff Contact: Dianne Lehm – dianne@bigskyeda.org

ATTACHMENT E

Board Calendar – 2026

A full calendar showing all BSED events is available on our website at bigskyeconomicdevelopment.org

JANUARY

7th – Executive Committee Meeting
8th – Board Meeting/Annual Board Member Roundtable

FEBRUARY

4th – Executive Committee Meeting
TBD – New Board Member Orientation
12th – Board Meeting

- Mid-Year Budget Review
- Progress Report to the Board

13th – Big Sky Finance Lender Appreciation Breakfast
18th – Behind the Build at Wood's Powr-Grip

MARCH

4th – Executive Committee Meeting
12th – Board Meeting

- Big Sky Finance Semi-Annual report on SBA 504 loan program

18th – National SBDC Day (FYI)

Board Strategic Planning postponed until later date TBD

APRIL

1st – Executive Committee Meeting

- Budget Workshop

9th – Board Meeting
Staff Performance Evaluations Conducted (FYI)
7th – 9th MEDA Spring Conference (FYI)
23rd – Space2Place Event

MAY

6th – Executive Committee Meeting

14th – Board Meeting

- Preliminary Budget Presentation

TBD – Economic Development Week
TBD – Behind the Build

JUNE

3rd – Executive Committee Meeting
12th – Board Meeting

- Board Consideration of Preliminary Final Budget

TBD – EDA Budget Presentation to Commissioners (FYI)

JULY

2nd – Executive Committee Meeting
11th – Board Meeting

- End of Year Program Goals and Strategic Priorities Progress Report

FY 2026 begins July 1st

AUGUST

5th – Executive Committee Meeting
Breakfast/Dialogue with Executive Director
TBD – Annual MI Impact Bus Tour

No Board Meeting

Joint EDA/EDC Nominating Committee starts Board Member election process (FYI)

SEPTEMBER

2nd – Executive Committee Meeting
10th – Board Meeting

- Annual Report Issued (FYI)
- Finalize Preliminary FY '26 Budget
- Big Sky Finance Semi-Annual report on SBA 504 loan program
- EDC Board Elections

22-24 – MEDA Fall Conference (FYI)

OCTOBER

1st – BSED Annual Meeting
7th – Executive Committee Meeting
8th – Board Meeting

TBD – Nominating Committee Kickoff EDA Board Appointment Process

NOVEMBER

4th – Executive Committee Meeting
12th – Board Meeting
28th – Small Business Saturday
TBD – National Veterans Small Business Week (FYI)
TBD – Nominating Committee Meeting to Consider Officers/EDA Applications
TBD – Behind the Build

DECEMBER

2nd – Executive Committee

- FY2025 Audit Presentation

10th – Board Meeting/Holiday Breakfast/

- Outgoing Board Member/Chair Recognition
- Elect EDA/EDC Officers

4th – Youth Market Day – Billings Holiday Stroll

ATTACHMENT F

Rules of Conduct Conflict of Interest Policy Resolution

Big Sky EDA and Big Sky EDC

This Conflict of Interest policy supersedes all previous Conflict of Interest policies and amendments.

WHEREAS, Big Sky Economic Development Authority is a duly organized and existing port authority under the laws of the State of Montana, pursuant to Resolution no. 89-82 adopted December 4, 1989, by the Board of City Commissioners of Yellowstone County, Montana together with all amendments and modifications thereto, the Authorizing Resolution”); and

WHEREAS, Big Sky Economic Development Corporation is organized and shall operate within the meaning of Code Section 501 (c) (3) and is dedicated to attracting, retaining and growing jobs and business throughout Yellowstone County and the State of Montana; and

WHEREAS, the Board of Commissioners of Big Sky EDA/EDC desires to adopt formal rules of conduct regarding conflicts of interest that may arise with respect to individual Commissioners, as well as any officers, employees and agents of Big Sky EDA/EDC.

BE IT RESOLVED by the Commission as follows:

Section 1. Definitions. The terms used in this Resolution are defined as follows:

- (a) **Big Sky EDA/EDC Body** shall mean any agency, board, body, commission, committee, department or office of Big Sky EDA/EDC.
- (b) **Financial Interest** shall mean any interest which shall yield, directly or indirectly, a monetary or other material benefit (other than the duly authorized salary or compensation for his or her services to Big Sky EDA/EDC) to the Official or to any Person employing or retaining the services of the Official, provided, that a Financial Interest shall not include a direct or indirect benefit derived through corporation, partnership, limited liability company or other similar entity in which the Official owns less than five percent (5%) of the stock or of the interest in the capital, profits and losses of said corporation, partnership, limited liability company or other similar entity.
- (c) **Official** shall mean any natural person elected or appointed to the Commission or a Big Sky EDA/EDC office, or employed by Big Sky EDA/EDC Body, whether paid or unpaid and whether part-time or full-time.
- (d) **Person** shall mean any individual, corporation, partnership, joint venture, limited liability company, limited liability partnership, association, joint stock company, trust, unincorporated association or any state, county or city government or agency or political subdivision thereof other than Big Sky EDA/EDC.
- (e) **Personal Interest** shall mean any interest arising from blood or marriage relationships or from close business or political association whether or not any Financial Interest is involved; provided that the term “blood and marriage relationships” shall mean any current or former spouse of the Official (collectively a “Spouse”), any direct ancestors of the Official or a Spouse, any children or grandchildren of the Official or a Spouse, any brothers or sisters of the Official or a Spouse, and any children or grandchildren of such brothers and sisters of the Official or a Spouse, including within each category an such relationships arising or created through adoption.

- (f) **Special Interests** shall mean any direct or indirect interest of a Person in any public or private organization in which Big Sky EDA/EDC is affiliated.

Section 2. Conflicts of Interest

- (a) **Knowledge Gained.** No Official shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interest of Big Sky EDA/EDC or any of its affiliates and his or her personal interest arises.
- (b) **Financial or Personal Interest.** No Official, either on his or her own behalf or on behalf of any other Person, shall have any Financial Interest or Personal Interest in any business or transaction with Big Sky EDA/EDC or any Big Sky EDA/EDC Body unless the Official first makes full public disclosure of the nature and extent of such interest.
- (c) **Disclosure and Disqualification.** Whenever the performance of his or her official duties shall require any Official to deliberate and vote on any matter involving the Official's Financial Interest or Personal Interest, the Official shall publicly disclose the nature and extent of such interest and disqualify himself or herself from participating in the deliberation as well as in the voting.
- (d) **Incompatible Employment.** No Official shall engage in private employment with, or render services for, any Person who has business transactions with Big Sky EDA/EDC or any Big Sky EDA/EDC Body unless the Official shall first makes full public disclosure of the nature and extent of such employment or services.

Section 3. Representing Special Interests.

- (a) **Prohibited Appearances and Representation.** No Official, whether paid or unpaid, shall appear on behalf of any Special Interests before Big Sky EDA/EDC or any Big Sky EDA/EDC Body. An Official shall not represent Special Interests in any action or proceeding against the interests of Big Sky EDA/EDC or any Big Sky EDA/EDC Body, or in any proceedings to which Big Sky EDA/EDC Body is a party.
- (b) **Permitted Inquiries, Investigations and Appearances.** The foregoing prohibitions shall not be construed to prevent an Official from making inquiries and investigations as provided for in the Authorizing Resolution, nor shall it prevent an Official from appearing before Big Sky EDA/EDC or any Big Sky EDA/EDC Body to express the Official's personal views as a private citizen.

Section 4. Gifts and Favors.

- (a) **No Official shall accept any gift,** whether in the form of money, thing, favor, loan or promise that would not be offered or given if the Official were not an Official. Notwithstanding the foregoing, an Official may accept a gift that entails trivial benefits incidental to personal, professional or business contacts and involving no substantial risk of undermining the Official's impartiality and such gifts may include but not necessarily limited to (a) food or beverage consumed at a single meal or event, provided the value is reasonable under the circumstances, but in no event that exceeds \$100 per person and (b) flowers, plants, food items, calendars, disk novelties, or similar items of less than \$50.00 in value.

Section 5. Nepotism.

- (a) **No Official shall appoint or vote for appointment** of any individual related to the Official by blood or marriage to any clerkship, office, position, employment or duty, when the salary, wages, pay or compensation is to be paid out of funds of Big Sky EDA/EDC or any Big Sky EDA/EDC Body.

Section 6. Duty.

- (a) **Each Official has a duty to place the interest of Big Sky EDA/EDC** foremost in any dealings with the Big Sky EDA/EDC Body and has a continuing responsibility to comply with the requirements of this Resolution.

Section 7. Repeal.

- (a) **All provisions of ordinances, resolutions and other actions and proceedings** of Big Sky EDA/EDC relating to the rules of conduct for conflicts of interest set forth herein which are in any way inconsistent with the terms of provisions of this Resolution are hereby repealed, amended and rescinded to the full extent necessary to give full force and effect to the provisions of this Resolution.

Passed and adopted by the Board of Big Sky Economic Development Authority this 12 Day of December, 2008.

Signature on File

Ted White, Chairman of the Commission of
Big Sky Economic Development Authority

Signature on File

Todd Sherman Chairman of the Commission
Big Sky Economic Development Corporation

Attest: _____ Signature on File

Steve Arveschoug, Executive Director
Big Sky Economic Development Authority/Corporation

Approved 11-19-03 Revised and Approved: 12/11/2008

Big Sky EDA/EDC Conflict of Interest Policy Statement of Understanding

Big Sky EDA/EDC is made up of community business and government individuals with the mission:

"Focused on sustaining and growing our region's vibrant economy and outstanding quality of life, Big Sky Economic Development provides leadership and resources for business creation, expansion, retention, new business recruitment and community development."

In doing so we must be aware of conflicts of interest that may arise. Attached is a statement of understanding that all Big Sky EDA/EDC Board members are asked to sign and annually confirm when they accept a seat on one of these Boards of Directors.

I affirm, have read and understand the Big Sky EDA/EDC Conflict of interest Policy as written and approved December 11, 2008.

Signature_____Date:_____

Printed Name_____

ATTACHMENT G

**BIG SKY ECONOMIC DEVELOPMENT CORPORATION
BOARD OF DIRECTORS ANNUAL CERTIFICATION
OF 13 C.F.R. § 120.823
FOR CALENDAR YEAR 2026**

We, as all the Directors of Big Sky Economic Development Corporation ("CDC"), hereby certify that we have read and understand 13 C.F.R. § 120.823 CDC Board of Directors, which is set forth below:

§120.823 CDC Board of Directors.

(a) The CDC, whether for-profit or non-profit, must have a Board of Directors with at least seven (7) voting directors who live or work in the CDC's State of incorporation or in an area that is contiguous to that State that meets the definition of a Local Economic Area for the CDC. The Board must be actively involved in encouraging economic development in the Area of Operations. The initial Board may be created by any method permitted by applicable State law. At a minimum, the Board must have directors with background and expertise in internal controls, financial risk management, commercial lending, legal issues relating to commercial lending, corporate governance, and economic, community or workforce development. Directors may be either currently employed or retired.

(b) At least two voting members of the Board of Directors, other than the CDC manager, must possess commercial lending experience satisfactory to SBA. When the Board votes on SBA loan approval or servicing actions, at least two voting Board members, with such commercial lending experience, other than the CDC manager, must be present and vote.

(c) The Board of Directors must meet at least quarterly and shall be responsible for the actions of the CDC and any committees established by the Board of Directors. In addition, the Board of Directors is subject to the following requirements:

- (1) Except for the CDC manager, no person on the CDC's staff may be a voting director of the Board;
- (2) A quorum must be present to transact business. The quorum shall be set by the CDC but shall be no less than 50% of the voting members of the Board of Directors;
- (3) Attendance at meetings may be through any format permitted by State law;
- (4) No CDC Board member may serve on the Board of another CDC.

(d) The Board shall have and exercise all corporate powers and authority and be responsible for all corporate actions and business. There must be no actual or appearance of a conflict of interest with respect to any actions of the Board. The Board is responsible for ensuring that the structure and operation of the CDC, as set forth in the Bylaws, comply with SBA's Loan Program Requirements. The responsibilities of the Board include, but are not limited, to the following:

- (1) Approving the mission and the policies for the CDC;
- (2) Hiring, firing, supervising and annually evaluating the CDC manager;
- (3) Setting the salary for the CDC manager and reviewing all salaries;
- (4) Establishing committees, at its discretion, including the following:

(i) *Executive Committee.* To the extent authorized in the Bylaws, the Board of Directors may establish an Executive Committee. The Executive Committee may exercise the authority of the Board; however, the delegation of its authority does not relieve the Board of its responsibility imposed by law or Loan Program Requirements. No further delegation or redelegation of this authority is permitted. If the Board establishes an Executive Committee and delegates any of its authority to the Executive Committee as set forth in the Bylaws of the CDC, the Executive Committee must:

- (A) Be chosen by and from the Board of Directors from the Board; and
- (B) Meet the same organizational and representational requirements as the Board of Directors, except that the Executive Committee must have a minimum of four voting members who must be present to conduct business.

(ii) *Loan Committee.* The Board of Directors may establish a Loan Committee. The Loan Committee may exercise the authority of the Board only as set forth below; however, the delegation of its authority does not relieve the Board of its responsibility imposed by law or Loan Program Requirements. If the Board of Directors chooses to establish a Loan Committee, no CDC staff or manager may serve on the Loan Committee. The Loan Committee must:

(A) Be chosen by the Board of Directors, and consist of individuals with a background in either financial risk management, commercial lending, or legal issues relating to commercial lending who are not associated with another CDC;

(B) Have a Quorum of at least four Loan Committee members authorized to vote;

(C) Have at least two (2) Loan Committee members with commercial lending experience satisfactory to SBA;

(D) Have no actual or appearance of a conflict of interest, including for example, a Loan Committee member participating in deliberations on a loan for which the Third Party Lender is the member's employer or the member is otherwise associated with the Third Party Lender; and

(E) Consist only of Loan Committee members who live or work in the CDC's State of incorporation or in an area that meets the definition of a Local Economic Area for the CDC, except that, for Projects that are financed under a CDC's Multi-State authority, the CDC must satisfy the requirements of either §120.835(c)(1) or (2) when voting on that Project.

(5) Ensuring that the CDC's expenses are reasonable and customary;

(6) Hiring directly an independent auditor to provide the financial statements in accordance with Loan Program Requirements;

(7) Monitoring the CDC's portfolio performance on a regular basis;

(8) Reviewing a semiannual report on portfolio performance from the CDC manager, which would include, but not be limited to, asset quality and industry concentration;

(9) Ensuring that the CDC establishes and maintains adequate reserves for operations;

(10) Ensuring that the CDC invests in economic development in each of the States in its Area of Operations in which it has a portfolio, and approving each investment. If the investment is included in the CDC's budget, the Board's approval of the budget may be deemed approval of the investment. If the investment is not included in the budget, the Board must separately approve the investment;

(11) Establishing a policy in the Bylaws of the CDC prohibiting an actual conflict of interest or the appearance of same, and enforcing such policy (see §120.140 and §120.851);

(12) Retaining accountability for all of the actions of the CDC;

(13) Establishing written internal control policies, in accordance with §120.826;

(14) Establishing commercially reasonable loan approval policies, procedures, and standards. The Bylaws must include any delegations of authority to the Loan Committee and Executive Committee, if either Committee has been established. In addition, the CDC must establish and set forth in detail in a policy manual its credit approval process. All 504 loan applications must have credit approval prior to submission to the Agency. The Loan Committee, if established, may be delegated the authority to provide credit approval for loans up to \$2,000,000 but, for loans of \$1,000,000 to \$2,000,000, the Loan Committee's action must be ratified by the Board or Executive Committee prior to Debenture closing. Only the Board or Executive Committee, if authorized by the Board, may provide credit approval for loans greater than \$2,000,000.

(15) All members of the Board of Directors must annually certify in writing that they have read and understand this section, and copies of the certification must be included in the Annual Report to SBA.

(e) The Board of Directors shall maintain Directors' and Officers' Liability and Errors and Omissions insurance in amounts established by SBA that are based on the size of the CDC's portfolio and other relevant factors.

[79 FR 15649, Mar. 21, 2014, as amended at 82 FR 39504, Aug. 21, 2017; 84 FR 66294, Dec. 4, 2019]

Name of Director:

Date

ATTACHMENT H

SBA 504 Loan Request

- I. Big Sky EDC is requesting approval to submit to the US Small Business Administration the following SBA 504 loan request. The Big Sky EDC Loan Committee has reviewed the request and recommends approval to the full EDC Board for submission to the SBA for final approval. The request meets all the underwriting and eligibility requirements of EDC.
 1. **ZATO, LLC (BHive, LLC)**.– The purpose of this request is for the purchase of a commercial real estate for ZATO, LLC located in Billings, MT. ZATO was originally established in 2013 as K.E. Creative, and later changed its name to ZATO, LLC in 2017. The company was founded by Kirk Williams who is the 100% owner and operator of the business. The firm is a Pay-Per-Click marketing company whose focus is the optimization of marketing for their clientele on a month-to-month basis. There are projected to be two new positions hired over the next two years, adding to the 6 FT and 3 PT employees.

The total SBA debenture will be \$278,000 on a 25-year note comprising 40% of the total project. Big Sky EDC and the SBA will be in a 2nd lien position on the real property behind Western Security Bank. The project meets a Community Development goal being located in an Opportunity Zone.

Big Sky SSBCI Loan Request

- I. Big Sky EDC Finance Department is requesting approval for the following Big Sky EDC SSBCI loan request. The Big Sky Loan Committee has reviewed the request and recommends approval to the full EDC Board. The request meets all the underwriting and eligibility requirements of the program.
 1. **The Shack** – Request is for the use of new SSBCI 2.0 (3rd tranche) loan funds to assist The Shack restaurant with the purchase of commercial real estate located in Twin Bridges, MT. The purchase includes the real estate located at 301 N. Main Street along with FF&E. Borrowers are Paul and Hadley Grguric who are relocating to Twin Bridges from Pennsylvania where Paul is part owner in a restaurant. The Shack has been a long-time restaurant/diner in Twin Bridges which closed in August 2025 when the owners retired. This was the only restaurant in town prior to closure and had been in operation since 1997. The new owners are resurrecting the hometown diner, offering local favorites along with new menu items. Two FT and two PT employees will be hired, some of which are former employees. This project is a focus of the SSBCI program as it benefits a rural community, creates jobs and contributes a needed service to the community.

Note will be a 10-year term amortized over 20 years at fixed rate of 3.50% (SSBCI portion). Big Sky EDC will be participating in the overall financing with Opportunity Bank (Billings). Big Sky's portion utilizing the SSBCI funds will be 25% of the total project for a total of \$121,800. We will be in a shared 1st lien position on commercial real estate. The Big Sky EDC Loan Committee has reviewed and approved the request as presented.