

PUBLIC IMPROVEMENTS USE FEE AGREEMENT

THIS PUBLIC IMPROVEMENTS USE FEE AGREEMENT, dated as of August 11, 2009, between **BIG SKY ECONOMIC DEVELOPMENT AUTHORITY**, a duly organized and existing local port authority under the laws of the State of Montana (as hereinafter defined, "BSEDA"), and **CABELA'S WHOLESALE, INC.**, a Nebraska corporation (as hereinafter defined, the "Company").

WITNESSETH:

WHEREAS, the Board of County Commissioners of Yellowstone County, Montana (the "County"), by Resolution No. 89-82 adopted December 4, 1989, as amended from time to time, created BSEDA (formerly known as the Montana Tradeport Authority), a public body, corporate and politic, pursuant to and in accordance with Title 7, Chapter 14, Part 11, Montana Code Annotated, as amended (the "Port Authority Act"); and

WHEREAS, the Port Authority Act authorizes BSEDA to plan, acquire, develop, construct, purchase, enlarge, improve, maintain, equip, operate, regulate, and protect transportation, storage or other facilities, and authorizes BSEDA to purchase, lease or otherwise acquire real or personal property or any interest in property, including easements, for such purposes; and

WHEREAS, the Port Authority Act authorizes BSEDA to borrow money and issue bonds for any of its corporate purposes, and to accept, receive and spend federal or state money made available by grant or loan to accomplish any of its purposes; and

WHEREAS, Montana Code Annotated §§ 17-6-309 and 17-6-316 (the "Board of Investments Loan Act") authorizes the Board of Investments of the State of Montana (the "Board of Investments") to make a loan to a local government entity for the purpose of financing infrastructure improvements to enhance economic development and create jobs in the basic sector of the economy, if the loan will result in the creation or expansion of a business estimated to employ at least 15 people in Montana on a permanent, full-time basis and further authorizes such local government entity to charge infrastructure use fees and to pledge such fees to the repayment of such loan; and

WHEREAS, the Company proposes to undertake the construction, installation and operation of a Cabela's retail store and facility (the "Project") in the City of Billings (the "City"), Yellowstone County, Montana, as further provided herein; and

WHEREAS, BSEDA proposes to undertake the construction and installation of certain public improvements associated with an off-parking facility and other related public infrastructure improvements at the Project (the "Public Improvements"), which are to be located upon an easement granted by the Company to BSEDA pursuant to an agreement to be executed concurrently herewith (the "Easement Agreement"); and

MONTANA BOARD OF INVESTMENTS

Department of Commerce

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January 14, 2011

Steve Arveschoug, Executive Director
Big Sky Economic Development Authority
222 North 32nd Street, Suite 200
Billings, MT 59101

Re: Big Sky Economic Development
Infrastructure Loan 724 - 8949

Dear Mr. Arveschoug:

Section 17-6-316 (3), MCA, states "a business that is created or expanded as the result of a loan made pursuant to 17-6-309 (2), MCA and subsection (1) of this section is entitled to a credit against taxes due under Title 15, chapter 30 or 31, for the portion of the fees attributable to the use of the infrastructure. The total amount of the tax credit claimed may not exceed the amount of the loan. The credit may be carried forward for 7 tax years or carried back for 3 tax years."

In accordance with the above provision, the principal and interest paid, by calendar year, on the above infrastructure loan, is listed below:

<u>Year</u>	<u>Interest</u>	<u>Principal</u>	<u>Total</u>
2010	\$ 44,771.78	\$ 11,514.83	\$ 56,286.61

If you need further information please contact Herb Kulow, Senior Portfolio Manager, Infrastructure Loan Program at 406-444-1218 (email: hkulow@mt.gov).

Sincerely,

A handwritten signature in cursive script, appearing to read "Gayle Moon".

Gayle Moon
Accounting Fiscal Manager

cc: Herb Kulow, Board of Investments
Brian Staley, Corporation Tax, Montana Department of Revenue
Jim Tevlin, Controller, Big Sky Development Authority
Cabela's; Jeff Ellwanger; 1 Cabela Dr; Sidney, NE 69601
Cabela's; Tim Meier; 1 Cabela Dr; Sidney, NE 69601