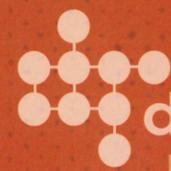




WE ARE

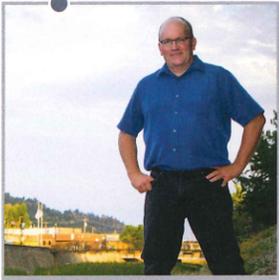
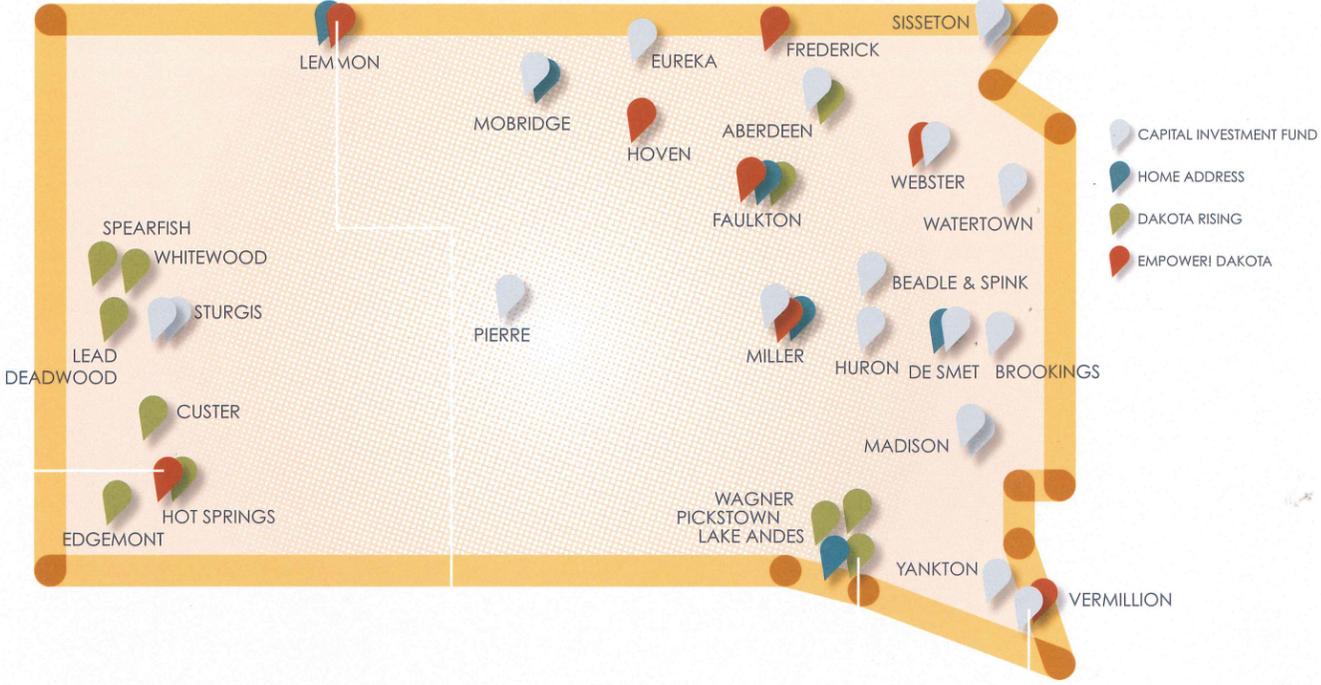
OUT HERE



dakotaresources

OUR 2015 ANNUAL REPORT

Our 2015 Dakota Resources Community Partnerships



BRIAN SPITZER
// Hot Springs, SD



CATHY EVANS
// Lemmon, SD



KELSEY DOOM
// Wagner, SD



NATE WELCH
// Vermillion, SD

“We’re Out Here!”

If that doesn’t sum up our 2015, we don’t know what does. After years of championing rural communities across South Dakota and making huge strides in places like Faulkton, Webster and Spearfish, Dakota Resources was ready to be a little bolder. A little louder. More “out here” with our thinking. We knew it was time to strengthen our scope and visibility across the state in order to make a bigger impact. We also wanted to ensure our future by broadening the understanding of who we are and what we do for rural South Dakota. As an advocate for rural growth and sustainability, we challenged ourselves to take a good look at our own organization.

With that came the need to “gather our crowd” of Board of Directors, staff, financial advisors, support partners and consultants for some insight and direction. A few months, a strategic presentation and several long, thoughtful conversations later, a plan was approved and put into motion. This plan was designed to:



- Boost recognition and strengthen the Dakota Resources brand by launching the RuralX Summit in 2016
- Increase our sustainability by identifying new ways to partner with more rural communities
- Strengthen existing relationships and garner more support from key entities

With a committed team behind us, Dakota Resources set out to make things happen. We had the right people in the right places. Our desire to move forward was stronger than ever. Supporting us was a visionary Board of Directors ready to go “all in” for a sustainable future. For years we’ve been out here in rural South Dakota, quietly doing great work for our small communities and helping people like Cathy Evans, Brian Spitzer, Kelsey Doom and

Nate Welch (shown left; featured in this issue).

In 2015, we decided to stop being so quiet.

As we continue to charge ahead with gusto, we thank you for believing in us. We are **OUT HERE** with you ... and we are having the time of our lives.

BETH DAVIS // President

RACHAEL SHERARD // 2015 Board of Directors Chair

“People lead to people. I like that a lot. It is amazing how doors open up when you have the right connections.”

CATHY EVANS // Executive Director, Lemmon Housing Authority





Home Address Site Impacts in 2015*:

- 425 Citizens engaged in town hall conversations
- 25 Citizen-led initiatives started or completed
- 60 New or improved homes
- 15 Dilapidated properties cleared for development
- 10 New lots open for development
- 115 Houses sold or for sale

*Note: numbers are approximate

Home Address Initiative Opens New Doors For Lemmon Housing Authority

"My first Home Address meeting, I found myself sitting in a circle looking at a rock," laughs Cathy Evans, Executive Director of the Lemmon Housing Authority.

"I was very intimidated and uncomfortable. I am a back row, last chair kind of person. So sitting in a circle talking to a group was hard. But, by the third meeting I was totally comfortable. Now I conduct all my own meetings in a circle!"

Cathy began her journey with Home Address in 2012, and while she admits to initial fears, she now realizes that being pushed out of her comfort zone was a path to her personal growth.

"Each time I met with the Home Address group, I found we all had an equal voice and no idea was a bad idea," she says. "I met wonderful people from other communities that have the same housing issues we face in Lemmon. Thanks to this experience, I feel like I am not as afraid to ask questions or contact people, and I am doing things I never imagined I would do."

Through Home Address, Cathy says she also learned to ask the right questions, talk to the right people and take time upfront before diving into a project. She credits the Home Address "iceberg" process for helping her slow down and not rush from point A to point B.

"Every time they put that iceberg up in a meeting, I would just groan inside," she remembers. "Then our team got to the point where we started moving and I saw how all that upfront planning was so pertinent to the bigger picture."

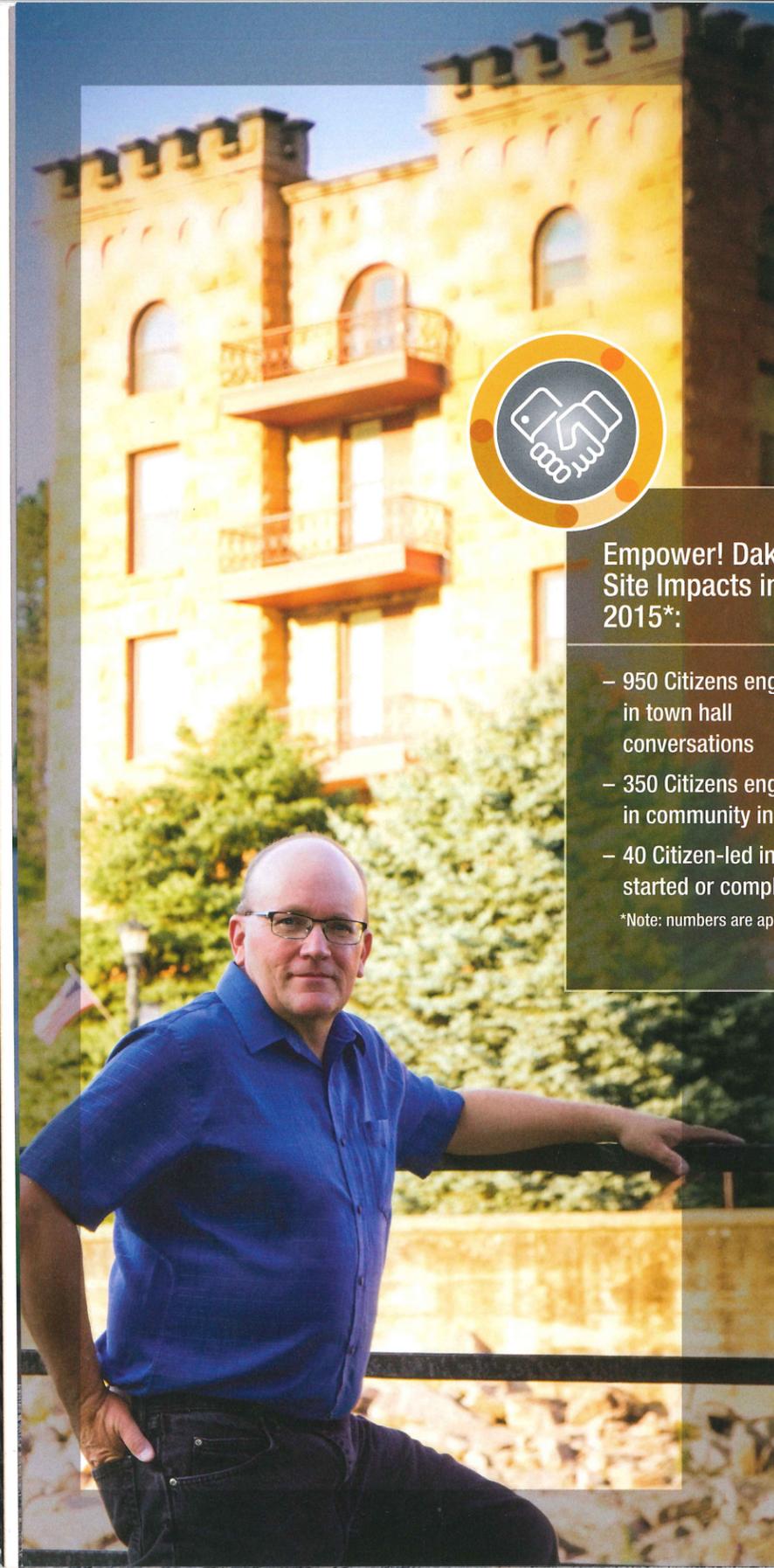
Instead of spinning wheels, we were actually making progress. It was like a light bulb went on for me."

Some of the progress Lemmon has seen through the help of Home Address and the Lemmon Housing Authority include helping residents apply for funds through NeighborWorks to make their homes safe and insurable. They were able to partner with South Dakota Housing, utilizing Housing Authority Funds for the purchase and repair of six homes. The community is also working towards building an eight-unit apartment complex. Cathy says without the Home Address gatherings, she would not have met the resource providers face-to-face.

"Home Address opened our eyes to the availability of grant money through South Dakota Housing, and we were able to apply for funds for a housing study. The results of that study spurred us into action and we've recruited a lot of locals to come on board," she says.

When asked about the most important thing she has gained from her relationship with Dakota Resources and her involvement with Home Address, Cathy says it was a motto they taught her.

"People lead to people," she says. "I like that a lot. It is amazing how doors open up when you have the right connections."



Hot Springs Business Leader is Empowered to Become a Community Leader

They call him “The Instigator.”

It’s a title Brian Spitzer never imagined for himself, but after four years as a Resource Team member with Dakota Resources, he is proud to be a positive influence on his hometown of Hot Springs.

“I’ll admit I was skeptical at first,” he says. “It was hard to fathom how it would all work. As time went on it became apparent that Dakota Resources DOES work. It isn’t just a bunch of people talking, it is a bunch of people connecting and making things happen.”

Brian grew up in Hot Springs and has been the owner of Spitzer Construction for twenty-two years. As a local businessman, he figured “people knew me and that was good enough.” It wasn’t until he was invited to a Dakota Rising meeting in 2012 that he began to realize his ability to be more for his business and his community.

“Dakota Resources changed everything. Before, I didn’t know the right people or how to approach them to get things done,” he says. “Now, I have the proper tools in my tool belt. I have the confidence to speak up and be a leader. Dakota Resources showed me how to use data and facts to influence decisions. I have personally spoken to the Lieutenant Governor about the needs of Hot Springs. I’ve seen myself make things happen, and I want to nurture that in the people around me. It’s just been amazing.”

As far as being an instigator, Brian was instrumental in bringing Empower! Dakota to Hot Springs last year. Approximately 150 residents are now involved with Empower! Dakota, which has outlined five key community initiatives, including recreation, health and wellness, business and economic development, housing and tourism. He also helped bring the annual Dakota Rising meeting to Hot Springs in 2015 and spoke at the event several times. Finally, Brian has used his experience to help bring other Hot Springs residents out of their shells to “ruralize their potential,” just like he did.

“I have come from being a skeptic to being a huge advocate and voice for Dakota Resources. This organization is about helping people help themselves. I am 100% an example of that.”

BRIAN SPITZER // Vice President Southern Hills Economic Development

Empower! Dakota Site Impacts in 2015*:

- 950 Citizens engaged in town hall conversations
- 350 Citizens engaged in community initiatives
- 40 Citizen-led initiatives started or completed

*Note: numbers are approximate



KELSEY DOOM // Director of Economic Growth, Wagner Area Growth

Dakota Resources Mentors Rural Rock Stars

Kelsey Doom may be the only Economic Development Coordinator around with a zoology degree. But instead of pursuing a career as a veterinarian, she took a little side path that led to a full blown passion.

“I didn’t get into vet school right away, so I came home to Wagner for a few months to figure things out,” she said. “My plan was to apply to vet school again, but in the meantime, I took a job with an insurance company and volunteered with the local Home Address effort. I started putting together a grant and helped bring in some local investors. I got a high off writing that first grant and just fell in love with this kind of work. It was pretty much game over for vet school.”

After her work with Home Address, Kelsey got a taste of Dakota Rising.

“I was so inspired by those Dakota Rising Fellows,” she remembers. “I also met Joe and Beth from Dakota Resources, and they changed my life.”

Knowing she had found her passion, Kelsey then set out to make a living.

“I actually went to the development corporation and asked Bryan Slaba, the president, if he would have any interest in hiring me. It was a big step for Wagner Area Growth to agree and get the budget to hire me, but they did it! Bryan saw my drive and passion for Wagner,” she said. “I have always loved it here. I think the Wagner community is starting to realize we live in a pretty great place. I am able to go out and see what other communities are doing, and we are right there with them. I would say one of my biggest roles is to just be an advocate and cheerleader for this area.”

While twenty-six-year-old Kelsey admits she lacked training and experience in economic development, she was fortunate to find great mentors who believed in her, and she quickly learned the ropes.

“I am not the same person I was two years ago,” she says. “Beth saw something in me, and she helped me see my own potential. Now I am comfortable reaching out and asking for help. I know how to get things done. I am more down-to-earth and humble in a healthy way. I have incredible optimism and I’m doing what I love. Some days I just cannot believe how lucky I am.”



Dakota Rising Fiscal Year 2013-2015 Fellows Outcomes:

- Net Profits increased 116%
- Gross Revenues increased 13%
- Full-time jobs increased 20%
- Part-time jobs increased 18%



Capital Investment Fund Impacts in 2015:

– 26 loans outstanding for a total of \$15,295,225

– Three new loans totaling \$2,076,000

– Total loan commitments of an additional \$570,000

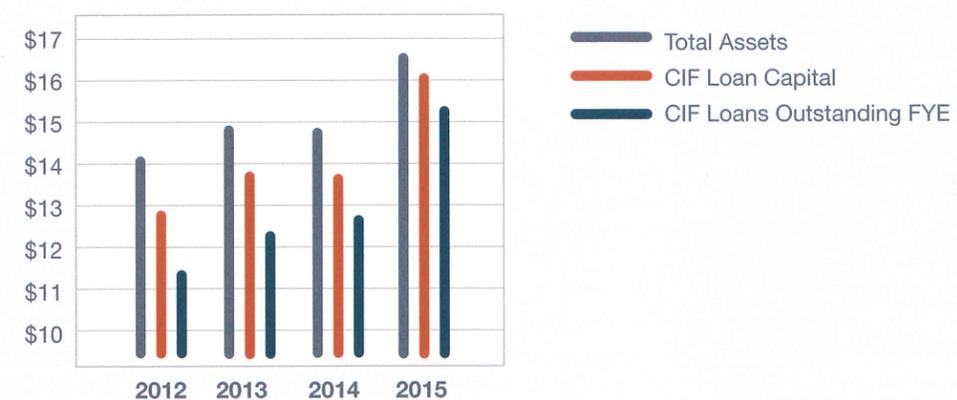
– Total pre-approved and approved loans of an additional \$5,950,000

SUMMARY OF CAPITAL INVESTMENT FUND DEMAND GROWTH

Cumulative Fiscal Year Ending	2012	2013	2014	2015
Total Assets	14,176,240	14,972,234	14,906,136	16,818,803
CIF Loan Capital	12,941,980	13,865,000	13,855,000	16,041,550
# of CIF Loans Outstanding	22	24	25	26
CIF Loans Outstanding	11,515,500	12,484,557	12,783,183	15,295,225
CIF Loans Committed	2,000,000	-	-	570,000
CIF Loans Approved	750,000	-	-	1,700,000
CIF Loans Pre-Approved	300,000	3,525,000	2,575,000	4,250,000
% of CIF Loans Outstanding, Committed, Approved, & Pre-Approved	14,565,500	16,009,557	15,358,183	21,815,225
% of CIF Loans Outstanding, Committed, Approved, & Pre-Approved FYE	113%	115%	111%	122%

TRACK RECORD OF STEADY GROWTH

(in Million \$)



“When things get a little challenging, Dakota Resources stands behind us to keep things moving forward. I know they will always be here for me, whether I need coaching, mentoring or just a slap upside the head!”

NATE WELCH // Executive Director,
Vermillion Chamber and Development
Company



Support Gained Through The Capital Investment Fund Really Adds Up

Sometimes, confidence is everything.

That was the case with Nate Welch, who claims the confidence he gained by working with Dakota Resources helped in his ability to problem solve and dream for the Vermillion community.

“We had a plan for a seventy lot housing development that wasn’t quite working out,” he admits. “I had some great professional and frank discussions with Dick and Jay, who had been a part of the project through Dakota Resource’s Capital Investment Fund. Thanks in part to their support and belief in us, the Vermillion Chamber and Development Company was able to take another look at the project from a different perspective. In the end, we were able to accelerate the project and come up with more forward-thinking solutions.”

That experience is just one reason Nate is grateful to have Dakota Resources on his side. While he appreciates the financial counseling he has gained through Dick and Jay, he says he has grown the most through their mentorship and honest conversations.

Because of the positive experience with Dakota Resources, Nate asked the organization to facilitate a recent VCDC board retreat.

“I am a big proponent of the way they operate. I like their style. Beth Davis came in and led a fantastic meeting, and a few weeks later one of our board members had to host his own meeting. I walked past the room and the chairs were in a circle with a talking piece in the middle,” he says. “If that doesn’t show the kind of respect we have for Dakota Resources, I don’t know what does.”

Dakotas America Invests In The Health of Rural Communities.

The need to recruit and retain rural practitioners is a huge part of solving our rural healthcare provider shortage.

Dakotas America is working to be a part of that solution.

Thanks in part to the help of Dakotas America, pre-medical students from rural North and South Dakota have another avenue for a high-quality education. The Edward Via College of Osteopathic Medicine (VCOM), with its three campuses, is one of the most innovative medical colleges in the country, with cutting-edge technology, facilities, and experienced faculty.

Dakotas America attracted private investment through the federal New Markets Tax Credit program to help fund the construction of the newest 16 acre VCOM branch campus located in Auburn, Alabama, which opened for its inaugural class in July 2015. Students accepted into the program are asked to maintain VCOM's mission of becoming community focused, globally minded osteopathic physicians who desire to meet the needs of rural, medically underserved areas, promote research and improve human health.

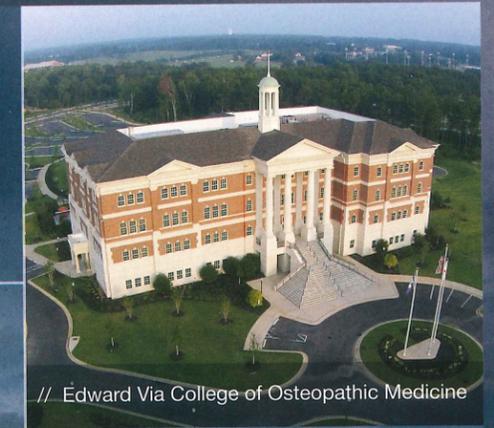
"There are currently nine students from North and South Dakota taking advantage of the opportunities available to them through VCOM, and it is our hope that these students return to serve our rural communities," says Lin Van Hofwegen, Managing Director of Dakotas America.

One of those students, LeShea Quade, from Milbank, South Dakota, just completed her first year of medical school at VCOM's Carolinas Campus and hopes to return to the Midwest to practice medicine in a small town after she completes her residency.

"It's a great school. The coolest part is that they push for you to go back to rural communities and practice medicine. I am looking forward to taking a mission trip to help serve underserved countries and see patients that really need our help. I love that the school cares about that," says LeShea.

Dakotas America serves disadvantaged rural communities across the country by providing NMTC-enhanced financing to help spur job growth and long-term sustainability, with an emphasis on health care and education. Since its inception in 2005, the organization has been awarded NMTC allocations totaling \$255 million. The unique medical school partnership with VCOM is just one example of how these dollars are benefitting rural South Dakota.

Dakota Resources proudly shares office space and a common rural vision with the Dakotas America team, including: Lin Van Hofwegen, Managing Director; Dustin Ludens, VP of Portfolio Management; and Jay Headley, VP of Finance. Find out more at dakotasamerica.com.



// Edward Via College of Osteopathic Medicine

Dakotas America makes National Impact:

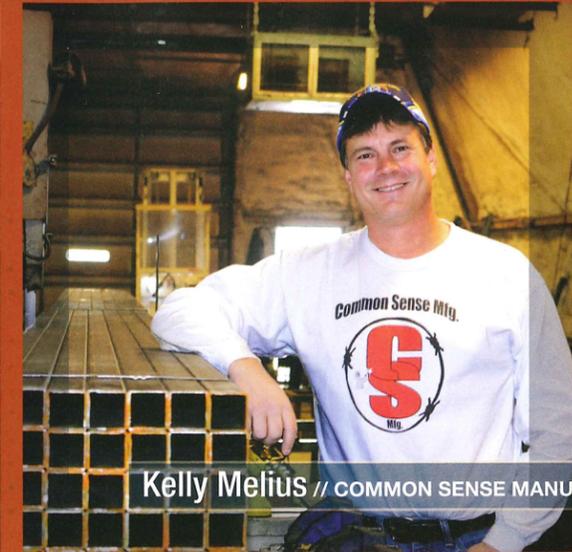
- \$255 MM invested in low-income communities through 4 NMTC Allocation Awards
- Over 2,200 newly created jobs and over 1,100 retained jobs
- Vital new healthcare services for over 160,000 persons
- New education opportunities for over 10,000 students
- Over 300 medical students serving underserved rural areas and public health programs
- Critical goods and services access for over 2,300 low-income persons
- Access to fresh, healthy foods for over 300,000 people
- Expanded and consolidated services by federally qualified healthcare centers
- Skills for new Americans
- Access to quality jobs in rural areas
- Medical and public health research
- Over 1,160,000 square feet of real estate constructed or rehabbed



Dakota Resources Welcomes New Board Members



Jason Ketchum // BLACK HILLS CORPORATION



Kelly Melius // COMMON SENSE MANUFACTURING

Dakota Resources welcomes Jason Ketchum of Black Hills Corporation to the board of directors. Jason has been with Black Hills Corp for 14 years and is currently the Director of Utility Business Development. He has a bachelor's degree in history from the University of Missouri and master's degree in finance from the University of Phoenix. Jason has been a past president of the Black Hills Corporation Foundation, a board member for Wellfully (formerly Wellspring) and has helped with economic development efforts in seven states served by Black Hills Corp.

Why Dakota Resources?

"Part of my job is to work with over 700 communities served by Black Hills Corp in seven different states. Many of these communities are very rural, so it is second nature to think about how to help those communities survive and thrive. I consider rural areas to be the heart of our country, with a lot of opportunities that are simply under-served. I want to help change that, and I believe Dakota Resources is a strong, uniquely positioned organization that is making a difference."

How Do You Hope To "Ruralize Your Potential?"

"My whole career has been focused on making things grow, and it is so fulfilling to see this happening in rural communities. I've always been fascinated by what makes one small community successful while similar communities seem to fade away. I feel like part of it is a positive, forward-thinking attitude. If people believe they can succeed, they will succeed, and that success creates more success. I look forward to working with an organization that empowers people. I plan to learn a lot and use my business and economic development background to contribute as much as I can."

Kelly Melius has been involved with Dakota Resources as a Dakota Rising Fellow, alumni and mentor since 2012. He is the owner and CEO of Common Sense Manufacturing in Faulkton, a company he built out of a solutions-based idea on his family farm in 2000. Along with operating Common Sense Manufacturing, Kelly is a community development board member for Faulkton and serves on several committees around the community.

Why Dakota Resources?

"I saw firsthand the investment Dakota Resources has in the people they serve. Not only do they truly care about helping people and communities succeed, they have the ability and the resources to help make it happen. But for me, the light really went on when I realized Dakota Resources isn't just about making a business better. It's about making a business better for a community. It's a win-win model and I am a true believer."

How Has Dakota Resources Helped You "Ruralize Your Potential?"

"Through my experience with Dakota Rising, I realized I couldn't do it all myself and that by letting others handle things they actually have more ownership and do a great job. I learned to be a better communicator and to really listen to others. I was also inspired to become more involved in my community and did things I probably never would have done before my fellowship, including running for the school board."

Statements of Financial Position

FISCAL YEAR ENDING DECEMBER 31, 2015 & 2014

FINANCIAL SUMMARY

ASSETS	2015	2014
CURRENT ASSETS		
Unrestricted cash	\$ 117,192	\$ 224,752
Restricted cash for Capital Investment Fund lending	–	50,425
Current maturities of loans receivable	1,511,000	1,610,000
Distribution receivable from Dakotas America, LLC	269,651	230,789
Grant receivable	46,638	44,420
Other receivables	53,568	29,709
Prepaid expenses	4,004	3,019
Total current assets	2,002,053	2,142,689
INVESTMENTS AND OTHER ASSETS		
RBEG loans receivable, net	35,560	44,240
Capital Investment Fund loans receivable, net	13,334,883	10,805,856
Opportunity Fund	62,834	157,834
Investment in Dakotas America, LLC	287,051	213,694
Investments available for Capital Investment Fund lending	694,775	1,021,392
Investments available for RBEG lending	113,789	103,956
Other investments	269,409	392,500
South Dakota Community Foundation	12,284	13,128
Other assets	500	1,400
Total investments and other assets	14,811,085	12,754,000
PROPERTY AND EQUIPMENT		
Property and equipment, net of accumulated depreciation	5,665	9,447
Total assets	\$ 16,818,803	\$ 14,906,136

LIABILITIES AND NET ASSETS	2015	2014
CURRENT LIABILITIES		
Accounts payable	\$ 51,970	\$ 52,618
Sales tax payable	3,496	1,048
Current maturities of notes payable	60,000	10,000
Total current liabilities	115,466	63,666
LONG-TERM LIABILITIES		
Notes payable, net of current maturities	1,405,000	490,000
Equity equivalent notes payable	9,336,550	8,486,550
Total long-term liabilities	10,741,550	8,976,550
Total liabilities	10,857,016	9,040,216
NET ASSETS		
Unrestricted		
Board designated - community economic development loans	1,362,540	1,267,540
Undesignated	4,362,015	4,377,910
Total unrestricted	5,724,555	5,645,450
Temporarily restricted	47,232	30,470
Permanently restricted	190,000	190,000
Total net assets	5,961,787	5,865,920
Total liabilities and net assets	\$ 16,818,803	\$ 14,906,136

Statements of Activities

FISCAL YEAR ENDING DECEMBER 31, 2015 & 2014

	2015	2014
REVENUE AND OTHER SUPPORT		
Grants	\$ 390,638	\$ 248,750
Interest income on loans receivable	483,032	450,925
Dakotas America, LLC income	336,389	366,610
Net investment return	13,781	15,185
Management income	217,891	249,550
Registration and miscellaneous income	190,281	202,954
Forgiveness of debt	25,000	25,000
Total Revenues	1,657,012	1,558,974
EXPENSES		
General and Administrative	\$ 1,059,563	\$ 805,950
Program Expense	282,193	514,373
Interest Expense	219,389	209,276
Total Expenses	1,561,145	1,529,599
Change in Net Assets	95,867	29,375
Net Assets - Beginning of Year	5,865,920	5,836,545
Net Assets - End of Year	\$ 5,961,787	\$ 5,865,920

FINANCIAL SUMMARY

*OUT HERE, the world is OPEN, WIDE AND FREE
with plenty of room for a mind to wander
and ideas to grow.*

CAPACITY BUILDING GRANTORS

- BankWest, Inc
- East River Electric Power Cooperative & Member Systems
- The First National Bank in Sioux Falls
- First PREMIER Bank

Total General Operating Support FYE 2015 – **\$26,750**

CAPITAL GRANTS

- Avera Health
- Black Hills Corporation
- CDFI Fund (US Dept. of Treasury)
- Citi Foundation
- Opportunity Finance Network
- US Bank
- Xcel Energy

Total Capital Grants FYE 2015 – **\$3,877,460**

CAPITAL INVESTMENT FUND LOANS

- Aberdeen Development Corporation
- Arlington Community Development Corporation
- Beadle and Spink Enterprise Community (BASEC)
- Beresford Economic Development Corporation
- DeSmet Development Corporation
- Greater Huron Economic Development Corporation
- Lake Area Improvement Corporation - Madison
- GROW South Dakota
- Pierre Economic Development Corporation
- Rural Electric Economic Development, Inc (REED Fund)
- Sturgis Economic Development Corporation
- Vermillion Community Development Corporation
- Webster Area Development Corporation
- Yankton Area Progressive Growth

Total Loans Outstanding FYE 2015 –
\$15,295,225

PROGRAM DEVELOPMENT & SPONSORSHIPS

- 1st Financial Bank USA
- Anderson Industries
- Avera Health
- BankWest
- Bruce Rampelberg
- Bush Foundation
- Cammack Ranch Supply
- Christensen Land and Cattle, Ltd
- Citigroup
- Dacotah Bank
- East River Electric Power Cooperative
- Gloria Pluimer
- Jon Farris
- Lakner Farms
- NeighborWorks
- Paul Batcheller
- Pierre Business Improvement District
- REED Fund
- Scull Construction
- Sioux Falls Convention Center
- South Dakota Community Foundation
- South Dakota Housing Authority

Total Program and Sponsorship Support FYE 2015 –
\$146,628

CAPITAL INVESTMENT FUND INVESTORS

- 1st Financial Bank USA
- Avera Health*
- Bank of the West
- BankWest, Inc
- Black Hills Corporation
- CDFI Fund (US Dept. of the Treasury)
- Citi Group Foundation
- CorTrust Bank
- Dacotah Bank
- First Bank and Trust
- First Dakota National Bank
- The First National Bank in Sioux Falls
- First National Bank South Dakota
- First National of Nebraska CDC
- First PREMIER Bank
- First Interstate BancSystem
- Great Western Bank
- Home Federal Bank
- Midcontinent Media, Inc.
- Opportunity Finance Network
- Sanford Health
- SD Governor's Office of Economic Development
- SDN Communications
- Sioux Falls Development Foundation
- Target National Bank
- US Bank
- Wells Fargo CDC
- Wells Fargo Financial
- Xcel Energy, Inc.

Investments FYE 2015
– **\$16,041,550**

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WE ARE OUT HERE



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Senior Vice President
Avera Rural Health Services

VICE-CHAIR

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Citibank Community Development

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Kory Anderson

President
Anderson Industries

Gary Cammack

Owner
Cammack Ranch Supply

Jon Farris

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BankWest

Justin Gray

Business Banking Manager
Wells Fargo

Terri Haverly

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Black Hills Business Development Center

Carrie Law

Director of Communications and Government Relations
Sioux Valley Energy

Mark Litton

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Chris Malo

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Brad Moore

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Retired Assistant General Manager for Member Services
East River Electric Power Cooperative

Gloria Pluimer

Director of Education and Workforce Development
Black Hills Special Services Cooperative

Greg Von Wald

Retired President
Mitchell Technical Institute

Heidi Zeller-Crawford

Independent Sales Director
Mary Kay Cosmetics

2017 NEW BOARD MEMBERS

Jason Ketchum

Director of Utility Business Development
Black Hills Corporation

Kelly Melius

Owner and CEO
Common Sense Manufacturing

STAFF

Beth Davis

President

Joe Bartmann

Vice President of Community Innovation

Jay Headley

Vice President of Finance

Paula Jensen

Vice President of Advancement

Kristi Wagner

Connector and Senior Community Coach

Cheryl Leasure

Communication and Event Coordinator

Misty Cordell

Executive Leadership Coordinator

Lin Van Hofwegen

Managing Director, Dakotas America

Dustin Ludens

Senior Portfolio Manager, Dakotas America

ASSOCIATES

Dick Werner

Credit Officer

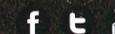
Mike Knutson

Community Coach

John Beranek

Community Coach

STAY IN TOUCH



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