

May 2021



Clark Lovelace <clark@brevardncchamber.org>

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## TCT / Chamber Contract discussion

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Layton Parker (TCT) <layton@explorebrevard.com>

Wed, May 5, 2021 at 11:54 AM

Reply-To: "Layton Parker (TCT)" <layton@explorebrevard.com>

To: Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>, Clark Lovelace <clark@brevardncchamber.org>

Good morning gentlemen,

As we continue to progress with planning for our future structure and leadership of TCT, I thought it would be helpful for the three of us to have a discussion. Over the past few weeks, we have had a TCT board conversation, a discussion with the Chamber leadership and a discussion with the County manager and Commission Chair, other tourism directors and experts in the industry for both tourism and authorities. There is a tremendous amount of information to consider and several options to be considered so I appreciate the due diligence everyone is investing to make the best decision for TCT, Chamber and County to make all three organizations effective in achieving their mission, efficient in operations and protected for potential liabilities.

We were also informed by the County manager about changes of protocol as a result of our income threshold increasing.

With these two important elements impacting our operations and future structure, it would be helpful to have a discussion with you to allow us all to communicate as well as possible.

Can we look at times that may work for a meeting? I am fairly available other than the following:

May 6 9-11

May 7 12-2

May 11 3-5

May 17-21 vacation

Thank you,  
Layton

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**Re: Connecting Again**

1 message

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**Clark Lovelace** <clark@brevardncchamber.org>  
To: Chris Cavanaugh <ccavanaugh@magellanstrategy.com>

Wed, May 5, 2021 at 9:45 AM

Great. Let's do 3pm tomorrow. I'll call you then.

**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)  
TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)



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On Wed, May 5, 2021 at 8:54 AM Chris Cavanaugh <ccavanaugh@magellanstrategy.com> wrote:

Hey Clark,

I am available Thursday afternoon 2:00 until 4:30, and Friday afternoon from 2:30 onwards.

Chris

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**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Sent:** Wednesday, May 5, 2021 8:23 AM  
**To:** Chris Cavanaugh <ccavanaugh@magellanstrategy.com>  
**Subject:** Connecting Again

I appreciate our talk week before last. Are you available either Thursday or Friday afternoon to connect again?

**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)  
TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)





Clark Lovelace <clark@brevardncchamber.org>

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**RE: form 990 for chamber**

Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>  
To: Clark Lovelace <clark@brevardncchamber.org>

Mon, May 10, 2021 at 12:16 PM

Thanks Clark. All I needed to see.

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**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Sent:** Sunday, May 9, 2021 10:28 PM  
**To:** Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>  
**Subject:** Re: form 990 for chamber

Here's the Chamber's 990 for 2019. The Chamber follows the calendar year. The one for 2020 hasn't been completed yet. The Chamber does an audit every 4 or 5 years. One was completed last year. Let me know if any questions.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**



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On Thu, May 6, 2021 at 1:42 PM Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org> wrote:

In advance of any further discussion about the Chamber/County relationship, I'd like to have the most recent Form 990 filed with the IRS. I can find the 2018/2019 ones online through the website, but anything fresher than that would be appreciated. Thanks.

Jonathan Griffin

**Finance Director**

**Transylvania County**

**p: 828-884-1931**

**m: 828-556-1564**

**CARLAND & ANDERSEN, INC.  
89 N. CALDWELL ST.  
BREVARD, NC 28712  
828-884-2021**

November 11, 2020

**CONFIDENTIAL**

**BREVARD/TRANSYLVANIA CHAMBER OF  
COMMERCE, INC.  
175 EAST MAIN STREET  
BREVARD, NC 28712**

Dear Board of Directors:

We have prepared the following returns from information provided by you without verification or audit.

Return of Organization Exempt From Income Tax (Form 990)

We suggest that you examine these returns carefully to fully acquaint yourself with all items contained therein to ensure that there are no omissions or misstatements. Attached are instructions for signing and filing each return. Please follow those instructions carefully.

Enclosed is any material you furnished for use in preparing the returns. If the returns are examined, requests may be made for supporting documentation. Therefore, we recommend that you retain all pertinent records for at least seven years.

In order that we may properly advise you of tax considerations, please keep us informed of any significant changes in your financial affairs or of any correspondence received from taxing authorities.

If you have any questions, or if we can be of assistance in any way, please call.

Sincerely,

**CARLAND & ANDERSEN, INC.**

**Filing Instructions**

**BREVARD/TRANSYLVANIA CHAMBER OF  
COMMERCE, INC.**

**Exempt Organization Tax Return**

**Taxable Year Ended December 31, 2019**

**Date Due:** November 16, 2020

**Remittance:** None is required. Your Form 990 for the tax year ended 12/31/19 shows no balance due.

**Signature:** You are using a Personal Identification Number (PIN) for signing your return electronically. Form 8879-EO, IRS *e-file* Signature Authorization for an Exempt Organization should be signed and dated by an authorized officer of the organization and returned to:

CARLAND & ANDERSEN, INC.  
89 N. CALDWELL ST.  
BREVARD, NC 28712

***Important:*** Your return will not be filed with the IRS until the signed Form 8879-EO has been received by this office.

**Other:** Your return is being filed electronically with the IRS and is not required to be mailed. If you Mail a paper copy of your return to the IRS it will delay the processing of your return.

Form **8879-EO**

**IRS e-file Signature Authorization  
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2019, or fiscal year beginning ..... 2019, and ending ..... 20 .....

**2019**

Department of the Treasury  
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.  
▶ Go to [www.irs.gov/efile/orm8879EO](http://www.irs.gov/efile/orm8879EO) for the latest information.

Name of exempt organization **BREVARD/TRANSYLVANIA CHAMBER OF  
COMMERCE, INC.** Employer identification number **56-0149914**

Name and title of officer **CLARK LOVELACE  
EXECUTIVE DIRECTOR**

**Part I Type of Return and Return Information (Whole Dollars Only)**

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<b>326,103</b>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b	

**Part II Declaration and Signature Authorization of Officer**

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2019 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund, if applicable. I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize **CARLAND & ANDERSEN, INCORPORATED** to enter my PIN **49914** as my signature  
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2019 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2019 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ \_\_\_\_\_ Date ▶ **11/11/20**

**Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**69772828792**  
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2019 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ **CARLAND & ANDERSEN, INCORPORATED** Date ▶ **11/11/20**

**ERO Must Retain This Form — See Instructions  
Do Not Submit This Form to the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2019)

**Return of Organization Exempt From Income Tax**  
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)  
 Do not enter social security numbers on this form as it may be made public.  
 Go to [www.irs.gov/orm990](http://www.irs.gov/orm990) for instructions and the latest information.

**A** For the **2019** calendar year, or tax year beginning \_\_\_\_\_ and ending \_\_\_\_\_

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, INC.</b> Doing business as _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>175 EAST MAIN STREET</b> City or town, state or province, country, and ZIP or foreign postal code <b>BREVARD NC 28712</b>	<b>D</b> Employer identification number <b>56-0149914</b> <b>E</b> Telephone number <b>828-883-3700</b> <b>G</b> Gross receipts \$ <b>341,678</b>
<b>F</b> Name and address of principal officer: <b>CLARK LOVELACE</b> <b>175 EAST MAIN STREET</b> <b>BREVARD NC 28712</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>I</b> Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) <b>( 6 )</b> (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: <b>WWW.BREVARDNCCHAMBER.ORG</b> <b>H(c)</b> Group exemption number _____		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other _____		<b>L</b> Year of formation: <b>1923</b> <b>M</b> State of legal domicile: <b>NC</b>

**Part I Summary**

	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>SEE SCHEDULE O</b>			
<b>Activities &amp; Governance</b>	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>20</b>	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>20</b>	
	<b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a)	<b>5</b>	<b>7</b>	
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>30</b>	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0</b>	
	<b>7b</b> Net unrelated business taxable income from Form 990-T, line 39	<b>7b</b>	<b>0</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>	
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>143,579</b>	<b>140,618</b>	
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>155,848</b>	<b>174,236</b>	
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>109</b>	<b>122</b>	
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>10,186</b>	<b>11,127</b>	
		<b>309,722</b>	<b>326,103</b>	
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>0</b>	<b>0</b>	
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0</b>	<b>0</b>	
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>206,041</b>	<b>214,008</b>	
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		<b>0</b>	
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>8,358</b>			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>89,485</b>	<b>99,349</b>	
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>295,526</b>	<b>313,357</b>		
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>14,196</b>	<b>12,746</b>		
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>	
	<b>21</b> Total liabilities (Part X, line 28)	<b>901,835</b>	<b>920,515</b>	
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>235,524</b>	<b>242,374</b>	
		<b>666,311</b>	<b>678,141</b>	

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer <b>CLARK LOVELACE</b> Type or print name and title	Date <b>EXECUTIVE DIRECTOR</b>
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<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>TERRY B ANDERSEN CPA</b>	Preparer's signature	Date <b>11/11/20</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00932175</b>
	Firm's name ▶ <b>CARLAND &amp; ANDERSEN, INC.</b>	Firm's EIN ▶ <b>04-3729830</b>		Phone no. <b>828-884-2021</b>	
	Firm's address ▶ <b>89 N. CALDWELL ST. BREVARD, NC 28712</b>				

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

**SEE SCHEDULE O**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes  No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes  No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ **221,671** Including grants of \$ ) (Revenue \$ **174,236** )

**PROVISION OF HELPFUL MEMBER SERVICES AND ENHANCEMENT OF THE ECONOMIC CLIMATE IN THE CITY OF BREVARD AND TRANSYLVANIA COUNTY, NORTH CAROLINA SO THAT BUSINESSES MAY THRIVE. ATTRACTION AND RETENTION OF QUALITY JOBS, SOLICITATION OF NEW BUSINESSES COMPATIBLE WITH THE ASSETS AND VALUES OF THE AREA'S IMAGE, INCLUDING A MANAGEMENT CONTRACT WITH THE TRANSYLVANIA COUNTY TOURISM DEVELOPMENT AUTHORITY.**

4b (Code: ) (Expenses \$ Including grants of \$ ) (Revenue \$ )

**N/A**

4c (Code: ) (Expenses \$ Including grants of \$ ) (Revenue \$ )

**N/A**

4d Other program services (Describe on Schedule O.)

(Expenses \$ Including grants of \$ ) (Revenue \$ )

4e Total program service expenses **221,671**

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
26	Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
b	A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
c	A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? If "Yes," complete Schedule L, Part IV		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O.	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1099. Enter -0- if not applicable		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Form 990 (2019) **BREVARD/TRANSYLVANIA CHAMBER OF** 56-0149914  
**Part V Statements Regarding Other IRS Filings and Tax Compliance** (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a <b>7</b>		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <small>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see Instructions)</small>	<b>X</b>	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		<b>X</b>
b	If "Yes," enter the name of the foreign country ▶ <small>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).</small>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		<b>X</b>
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		<b>X</b>
c	If "Yes" to line 5a or 5b, did the organization file Form 8896-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		<b>X</b>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>X</b>	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>X</b>	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		<b>X</b>
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<b>X</b>
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>X</b>
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	<b>Sponsoring organizations maintaining donor advised funds.</b>		
a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	<b>Section 501(c)(7) organizations.</b> Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	<b>Section 501(c)(12) organizations.</b> Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a	Is the organization licensed to issue qualified health plans in more than one state? <small>Note: See the instructions for additional information the organization must report on Schedule O.</small>	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	<b>X</b>
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.	15	<b>X</b>
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	<b>X</b>

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
1a	20		
b	Enter the number of voting members included on line 1a, above, who are independent		
1b	20		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c			
13	Did the organization have a written whistleblower policy?		X
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed ► NONE
- 18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain on Schedule O)
- 19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records ►

**CLARK LOVELACE**  
**BREVARD**

**175 EAST MAIN STREET**

**NC 28712**

**828-883-3700**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations. See instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) <b>GLENDA MCCARSON</b> ..... <b>PRESIDENT</b>	1.00 0.00	X		X				0	0	0
(2) <b>AARON BAKER</b> ..... <b>VICE PRESIDENT</b>	1.00 0.00	X		X				0	0	0
(3) <b>NICK IOSUE</b> ..... <b>VICE PRESIDENT</b>	1.00 0.00	X		X				0	0	0
(4) <b>KATHY MLAY</b> ..... <b>SECRETARY</b>	1.00 0.00	X		X				0	0	0
(5) <b>AMBER WEBB</b> ..... <b>TREASURER</b>	1.00 0.00	X		X				0	0	0
(6) <b>TRACIE TRUSLER</b> ..... <b>PAST PRESIDENT</b>	1.00 0.00	X		X				0	0	0
(7) <b>COURTNEY MASON</b> ..... <b>PRESIDENT ELECT</b>	1.00 0.00	X		X				0	0	0
(8) <b>DEVIN GENTRY</b> ..... <b>BOARD MEMBER</b>	0.50 0.00	X						0	0	0
(9) <b>RON GURTLE</b> ..... <b>BOARD MEMBER</b>	0.50 0.00	X						0	0	0
(10) <b>JOSH HALLINGSE</b> ..... <b>BOARD MEMBER</b>	0.50 0.00	X						0	0	0
(11) <b>JEFF JOYCE</b> ..... <b>BOARD MEMBER</b>	0.50 0.00	X						0	0	0

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) JAIME LAUGHTER	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(13) NORY LEBRUN	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(14) BRITTANY MARCUM	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(15) JEFF MCDARIS	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(16) ANGELA OWEN	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(17) HEATH SEYMOUR	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(18) DEBORAH TIBBETS	0.50									
BOARD MEMBER	0.00	X					0	0	0	
(19) JOAN VAN ORMAN	0.50									
BOARD MEMBER	0.00	X					0	0	0	
<b>1b Subtotal</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
<b>3</b> Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 612-614
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a Federated campaigns				
	1b Membership dues	108,633			
	1c Fundraising events				
	1d Related organizations				
	1e Government grants (contributions)				
	1f All other contributions, gifts, grants, and similar amounts not included above	31,985			
	1g Noncash contributions included in lines 1a-1f	\$			
	<b>h Total. Add lines 1a-1f</b>	<b>140,618</b>			
<b>Program Service Revenue</b>	2a MANAGEMENT CONTRACT - TDA	172,502	172,502		
	2b SPECIAL SERVICES	1,734	1,734		
	2c				
	2d				
	2e				
	2f All other program service revenue				
	<b>g Total. Add lines 2a-2f</b>	<b>174,236</b>			
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)	122			122
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6a Gross rents	7,280			
	6b Less: rental expenses				
	6c Rental inc. or (loss)	7,280			
	<b>d Net rental income or (loss)</b>	<b>7,280</b>			<b>7,280</b>
	7a Gross amount from sales of assets other than inventory				
	7b Less: cost or other basis and sales exps.				
	7c Gain or (loss)				
	<b>d Net gain or (loss)</b>				
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	17,644			
8b Less: direct expenses	15,575				
<b>c Net income or (loss) from fundraising events</b>	<b>2,069</b>			<b>2,069</b>	
9a Gross income from gaming activities. See Part IV, line 19					
9b Less: direct expenses					
<b>c Net income or (loss) from gaming activities</b>					
10a Gross sales of inventory, less returns and allowances	1,778				
10b Less: cost of goods sold					
<b>c Net income or (loss) from sales of inventory</b>	<b>1,778</b>			<b>1,778</b>	
<b>Miscellaneous Revenue</b>	11a				
	11b				
	11c				
	11d All other revenue				
	<b>e Total. Add lines 11a-11d</b>				
<b>12 Total revenue. See instructions</b>	<b>326,103</b>	<b>174,236</b>	<b>0</b>	<b>11,249</b>	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	194,558	128,840	58,128	7,590
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	4,290	2,516	1,663	111
9 Other employee benefits	538	357	160	21
10 Payroll taxes	14,622	9,683	4,369	570
11 Fees for services (nonemployees):				
a Management				
b Legal				
c Accounting	3,330	2,697	633	
d Lobbying				
e Professional fundraising services. See Part IV, line 7				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	18,204	15,982	2,156	66
12 Advertising and promotion				
13 Office expenses	6,081	4,926	1,155	
14 Information technology	1,659	1,343	316	
15 Royalties				
16 Occupancy	18,963	15,360	3,603	
17 Travel	447	362	85	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	59	59		
20 Interest	7,136	5,780	1,356	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	24,225	19,623	4,602	
23 Insurance	3,374	2,041	1,333	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PROPERTY TAXES	13,947	11,297	2,650	
b PROGRAM SERVICES	805	805		
c VOLUNTEER SERVICES	599		599	
d DUES	520		520	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	313,357	221,671	83,328	8,358
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing .....	18,906	1	22,766
	2 Savings and temporary cash investments .....	108,737	2	132,398
	3 Pledges and grants receivable, net .....		3	
	4 Accounts receivable, net .....		4	15,382
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....		6	
	7 Notes and loans receivable, net .....		7	
	8 Inventories for sale or use .....		8	
	9 Prepaid expenses and deferred charges .....		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 1,028,679		
	b Less: accumulated depreciation .....	10b 278,710	774,192	10c 749,969
	11 Investments—publicly traded securities .....		11	
	12 Investments—other securities. See Part IV, line 11 .....		12	
	13 Investments—program-related. See Part IV, line 11 .....		13	
	14 Intangible assets .....		14	
	15 Other assets. See Part IV, line 11 .....		15	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 33) .....		901,835	16	920,515
Liabilities	17 Accounts payable and accrued expenses .....	502	17	7,537
	18 Grants payable .....		18	
	19 Deferred revenue .....	22,058	19	35,916
	20 Tax-exempt bond liabilities .....		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		22	
	23 Secured mortgages and notes payable to unrelated third parties .....		23	
	24 Unsecured notes and loans payable to unrelated third parties .....	212,964	24	198,921
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25	
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....		235,524	26
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions .....	666,311	27	678,141
	28 Net assets with donor restrictions .....		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds .....		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund .....		30	
	31 Retained earnings, endowment, accumulated income, or other funds .....		31	
32 <b>Total net assets or fund balances</b> .....	666,311	32	678,141	
33 <b>Total liabilities and net assets/fund balances</b> .....	901,835	33	920,515	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	326,103
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	313,357
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	12,746
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	666,311
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	-916
<b>9</b>	Other changes in net assets or fund balances (explain on Schedule O)	<b>9</b>	
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	678,141

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>2c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	X	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits		



SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization

BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, INC.

Employer identification number

56-0149914

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. (Sub-rows 2a-2d), 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included on Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items: a Revenue included on Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange program
  - e  Other .....
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

**Part V Endowment Funds.**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶ %
  - b Permanent endowment ▶ %
  - c Term endowment ▶ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                             | Yes    | No |
|-----------------------------|--------|----|
| (I) Unrelated organizations | 3a(I)  |    |
| (II) Related organizations  | 3a(II) |    |
- b If "Yes" on line 3a(II), are the related organizations listed as required on Schedule R?  Yes  No

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		100,776		100,776
b Buildings		921,134	272,847	648,287
c Leasehold improvements				
d Equipment		6,769	5,863	906
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) ▶ **749,969**

**Part VII Investments – Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely held equity interests .....		
(3) Other .....		
(A) .....		
(B) .....		
(C) .....		
(D) .....		
(E) .....		
(F) .....		
(G) .....		
(H) .....		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments – Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) .....		
(2) .....		
(3) .....		
(4) .....		
(5) .....		
(6) .....		
(7) .....		
(8) .....		
(9) .....		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) .....	
(2) .....	
(3) .....	
(4) .....	
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) .....	
(3) .....	
(4) .....	
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII





**SCHEDULE G  
(Form 990 or 990-EZ)**

**Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization **BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, INC.**

Employer identification number  
**56-0149914**

**Part I Fundraising Activities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
<b>Total</b>							

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

.....  
.....  
.....  
.....

**Part II Fundraising Events.** Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<b>SPECIAL EVENTS</b> (event type)	(event type)	<b>NONE</b> (total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	17,644		17,644
	2	Less: Contributions ..			
	3	Gross income (line 1 minus line 2)	17,644		17,644
Direct Expenses	4	Cash prizes .....			
	5	Noncash prizes .....			
	6	Rent/facility costs .....			
	7	Food and beverages .....			
	8	Entertainment .....			
	9	Other direct expenses	15,575		15,575
	10	Direct expense summary. Add lines 4 through 9 in column (d) .....			
11	Net income summary. Subtract line 10 from line 3, column (d) .....				2,069

**Part III Gaming.** Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes .....			
	3	Noncash prizes .....			
	4	Rent/facility costs .....			
	5	Other direct expenses			
	6	Volunteer labor	Yes <input type="checkbox"/> No <input type="checkbox"/> %	Yes <input type="checkbox"/> No <input type="checkbox"/> %	Yes <input type="checkbox"/> No <input type="checkbox"/> %
7	Direct expense summary. Add lines 2 through 5 in column (d) .....				
8	Net gaming income summary. Subtract line 7 from line 1, column (d) .....				

9 Enter the state(s) in which the organization conducts gaming activities: .....  
 a Is the organization licensed to conduct gaming activities in each of these states?  Yes  No  
 b If "No," explain: .....

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year?  Yes  No  
 b If "Yes," explain: .....



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

**2019**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or 990-EZ.

**Open to Public Inspection**

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

Name of the organization **BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, INC.**

Employer identification number  
**56-0149914**

**FORM 990 - ORGANIZATION'S MISSION OR MOST SIGNIFICANT ACTIVITIES**

**TO PROMOTE THE ECONOMIC WELL-BEING OF THE LOCAL BUSINESS COMMUNITY COMMUNITY AND BE A CATALYST FOR THE COOPERATION OF BUSINESSES, LOCAL GOVERNMENT, AND CIVIC AND COMMUNITY ORGANIZATIONS IN ORDER TO ENHANCE THE QUALITY OF LIFE FOR THE RESIDENTS OF THE CITY OF BREVARD AND TRANSYLVANIA COUNTY, NORTH CAROLINA.**

**FORM 990 - ORGANIZATION'S MISSION**

**TO PROMOTE THE ECONOMIC WELL-BEING OF THE LOCAL BUSINESS COMMUNITY AND BE A CATALYST FOR THE COOPERATION OF BUSINESSES, LOCAL GOVERNMENT, AND CIVIC AND COMMUNITY ORGNIAZATIONS IN ORDER TO ENHANCE THE QUALITY OF LIFE FOR THE RESIDENTS OF THE CITY OF BREVARD AND TRANSYLVANIA, NORTH CAROLINA.**

**FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS**

**ANY PERSON, ASSOCIATION, CORPORATION, PARTNERSHIP, OR ESTATE HAVING AN INTEREST IN THE PURPOSE OF THE ORGANIZATION SHALL BE ELIGIBLE FOR MEMBERSHIP.**

**FORM 990, PART VI, LINE 7A - ELECTION OF MEMBERS AND THEIR RIGHTS**

**EACH MEMBERSHIP DESIGNEE IS ENTITLED TO CAST ONE VOTE.**

**FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990**

**THE EXECUTIVE DIRECTOR OF THE ORGANIZATION IS PROVIDED WITH A COPY OF FORM 990 WHICH IS MADE AVAILABLE TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL PRIOR TO FILING.**

Name of the organization

Employer identification number

BREVARD/TRANSYLVANIA CHAMBER OF

56-0149914

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

ALL OFFICERS AND DIRECTORS ARE REQUIRED TO DISCLOSE ANNUALLY ANY POSSIBLE CONFLICTS AND ANY DISCLOSURES ARE REVIEWED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS REVIEW AND APPROVE THE COMPENSATION OF THE EXECUTIVE DIRECTOR.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

THE SAME PROCESS AS FOR THE REVIEW AND APPROVAL OF THE EXECUTIVE DIRECTOR APPLIES TO OTHER KEY EMPLOYEES.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

GOVERNING DOCUMENTS, THE CONFLICT OF INTEREST POLICY, FORM 990, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST AT THE ORGANIZATION OFFICES DURING REGULAR BUSINESS HOURS.

Form **4562**

**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No. 1545-0172

**2019**

Department of the Treasury  
Internal Revenue Service (991)

▶ Attach to your tax return.

▶ Go to [www.irs.gov/Form4562](http://www.irs.gov/Form4562) for instructions and the latest information.

Attachment Sequence No. **179**

Name(s) shown on return **BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, INC.**

Identifying number  
**56-0149914**

Business or activity to which this form relates

**INDIRECT DEPRECIATION**

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,020,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,550,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2018 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2020. Add lines 9 and 10, less line 12	▶ 13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	605

**Part III MACRS Depreciation (Don't include listed property. See instructions.)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2019	17	23,620
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶	

**Section B—Assets Placed in Service During 2019 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property		27.5 yrs.	MM	S/L	
i	Nonresidential real property		39 yrs.	MM	S/L	

**Section C—Assets Placed in Service During 2019 Tax Year Using the Alternative Depreciation System**

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	30-year		30 yrs.	MM	S/L	
d	40-year		40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	24,225
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate Instructions.

Form **4562** (2019)

DAA

**THERE ARE NO AMOUNTS FOR PAGE 2**

56-0149914

**Federal Asset Report  
Form 990, Page 1**

<u>Asset</u>	<u>Description</u>	<u>Date In Service</u>	<u>Cost</u>	<u>Bus Sec % 179 Bonus</u>	<u>Basis for Depr</u>	<u>Per Conv Meth</u>	<u>Prior</u>	<u>Current</u>
<b>Prior MACRS:</b>								
1	BUILDING	6/12/08	918,699		918,699	39 MMS/L	248,820	23,557
3	FRONT DOOR REPLACEMENT	3/16/12	2,435		2,435	39 MMS/L	408	63
			<u>921,134</u>		<u>921,134</u>		<u>249,228</u>	<u>23,620</u>
<b>Other Depreciation:</b>								
2	LAND	6/12/08	100,776		100,776	0 - Land	0	0
4	NEW COMPUTER & SOFTWARE	6/17/14	6,769		6,769	7 MO200DB	5,258	605
	<b>Total Other Depreciation</b>		<u>107,545</u>		<u>107,545</u>		<u>5,258</u>	<u>605</u>
	<b>Total ACRS and Other Depreciation</b>		<u>107,545</u>		<u>107,545</u>		<u>5,258</u>	<u>605</u>
	<b>Grand Totals</b>		1,028,679		1,028,679		254,486	24,225
	<b>Less: Dispositions and Transfers</b>		0		0		0	0
	<b>Less: Start-up/Org Expense</b>		0		0		0	0
	<b>Net Grand Totals</b>		<u>1,028,679</u>		<u>1,028,679</u>		<u>254,486</u>	<u>24,225</u>

<b>Form 990</b>	<b>Event Income and Deduction Worksheet</b>	<b>2019</b>
	Description <b>SALES OF PROMOTIONAL ITEMS</b>	
Name <b>BREVARD/TRANSYLVANIA CHAMBER OF</b>		Taxpayer Identification Number <b>56-0149914</b>

Use this worksheet to verify data entered for a specific activity on your form 990/990EZ

**Income & Expense Summary:**

1. Gross receipts or sales	1.	1,778
2. Advertising income	2.	
3. Circulation income	3.	
4. Other income	4.	
5. Returns and allowances	5.	
6. Contributions received	6.	
7. Total revenue. Add lines 1 through 6	7.	1,778
8. Cost of Goods Sold	8.	
9. Employment Expense	9.	
10. Fees for services	10.	
11. Indirect Expense	11.	
12. Depreciation Expense	12.	
13. Exempt Activity Expense	13.	
14. Fundraising Expense	14.	
15. Total expenses. Add lines 8 through 14		
16. Net Income/Loss. Line 7 minus Line 15		1,778

**Expense Details - Cost of Goods Sold:**

Beginning inventory	_____
Purchases	_____
Labor	_____
Section 283A costs	_____
Other costs	_____
Ending inventory	_____
<b>Total Cost of Goods Sold</b>	_____

**Expense Details - Employment Expense:**

Compensation of officers	_____
Other salaries and wages	_____
Pension plan contributions	_____
Other employee benefits	_____
Payroll taxes	_____
<b>Total Employment Expense</b>	_____

**Expense Details - Fees for Services:**

Management	_____
Legal	_____
Accounting	_____
Lobbying	_____
Professional fundraising	_____
Investment management	_____
Other	_____
<b>Total Fees for Services</b>	_____

**Expense Details - Indirect Expense:**

Advertising and promotion	_____
Office	_____
Printing/publication/postage	_____
Info technology/Maintenance	_____
Royalties & License Fees	_____
Occupancy/Real Estate Taxes	_____
Travel & Repairs	_____
Travel/entertainment (officials)	_____
Conferences/meetings	_____
Interest	_____
Insurance	_____
<b>Total Indirect Expense</b>	_____

**Expense Details - Depreciation Expense:**

On investment property	_____
On non-investment property	_____
Amortization	_____
Depletion	_____
<b>Total Depreciation Expense</b>	_____

**Expense Details - Exempt Activity Expense:**

Repairs and Maintenance	_____
Bad debts	_____
Taxes/licenses	_____
Charitable contributions	_____
Dividend recd deductions	_____
Readership costs	_____
Other expenses	_____
<b>Total Exempt Activity Expense</b>	_____

**Expense Details - Fundraising Expense:**

Cash prizes	_____
Non-cash prizes	_____
Rent and facility costs	_____
Food & beverages (Part II only)	_____
Entertainment (Part II only)	_____
Other direct expenses	_____
<b>Total Fundraising Expense</b>	_____

**Information is indicated for use on Form 990-T schedule:**

- Schedule E
- Schedule F
- Schedule G
- Schedule I
- Schedule J

**Allocation of Expense to Program Service Accomplishments:**

First	_____
Second	_____
Third	_____
All other	_____

<b>Form 990</b>	<b>Event Income and Deduction Worksheet</b>	<b>2019</b>
	Description: <b>SPECIAL EVENTS</b>	
Name: <b>BREVARD/TRANSYLVANIA CHAMBER OF</b>		Taxpayer Identification Number: <b>56-0149914</b>

Use this worksheet to verify data entered for a specific activity on your form 990/990EZ

**Income & Expense Summary:**

1. Gross receipts or sales	17,644
2. Advertising Income	
3. Circulation Income	
4. Other Income	
5. Returns and allowances	
6. Contributions received	
7. Total revenue. Add lines 1 through 6	17,644
8. Cost of Goods Sold	15,575
9. Employment Expense	
10. Fees for services	
11. Indirect Expense	
12. Depreciation Expense	
13. Exempt Activity Expense	
14. Fundraising Expense	
15. Total expenses. Add lines 8 through 14	15,575
16. Net Income/Loss. Line 7 minus Line 15	2,069

**Expense Details - Cost of Goods Sold:**

Beginning Inventory	
Purchases	
Labor	
Section 263A costs	
Other costs	15,575
Ending Inventory	
<b>Total Cost of Goods Sold</b>	<b>15,575</b>

**Expense Details - Employment Expense:**

Compensation of officers	
Other salaries and wages	
Pension plan contributions	
Other employee benefits	
Payroll taxes	
<b>Total Employment Expense</b>	

**Expense Details - Fees for Services:**

Management	
Legal	
Accounting	
Lobbying	
Professional fundraising	
Investment management	
Other	
<b>Total Fees for Services</b>	

**Expense Details - Indirect Expense:**

Advertising and promotion	
Office	
Printing/publication/postage	
Info technology/Maintenance	
Royalties & License Fees	
Occupancy/Real Estate Taxes	
Travel & Repairs	
Travel/entertainment (officials)	
Conferences/meetings	
Interest	
Insurance	
<b>Total Indirect Expense</b>	

**Expense Details - Depreciation Expense:**

On investment property	
On non-investment property	
Amortization	
Depletion	
<b>Total Depreciation Expense</b>	

**Expense Details - Exempt Activity Expense:**

Repairs and Maintenance	
Bad debts	
Taxes/licenses	
Charitable contributions	
Dividend recd deductions	
Readership costs	
Other expenses	
<b>Total Exempt Activity Expense</b>	

**Expense Details - Fundraising Expense:**

Cash prizes	
Non-cash prizes	
Rent and facility costs	
Food & beverages (Part II only)	
Entertainment (Part II only)	
Other direct expenses	
<b>Total Fundraising Expense</b>	

**Information is indicated for use on Form 990-T schedule:**

- Schedule E
- Schedule F
- Schedule G
- Schedule I
- Schedule J

**Allocation of Expense to Program Service Accomplishments:**

First	
Second	
Third	
All other	

Form <b>990/990PF</b>	<b>Rent Income and Deduction Worksheet</b>	<b>2019</b>
Description <b>MISCELLANEOUS RENTAL INCOME</b>		
Name <b>BREVARD/TRANSYLVANIA CHAMBER OF</b>		Taxpayer Identification Number <b>56-0149914</b>

Use this summary worksheet to verify data entered for a specific activity for your rental information

1. Gross rents .....	1.	7,280
Expenses (see details on worksheets below):		
2. Fees for services .....	2.	
3. Depreciation Expense .....	3.	
4. Direct Expense .....	4.	
5. Total expenses. Add lines 8 through 12 .....	5.	
6. Net Income/Loss. Line 7 minus Line 13 .....	6.	7,280

**Expense Details - Fees for Services:**

Accounting .....	_____
Legal .....	_____
Commissions .....	_____
Management .....	_____
Other Professional Fees .....	_____
<b>Total Fees for Services</b> .....	_____

**Expense Details - Depreciation Expense:**

On non-investment property .....	_____
On investment property .....	_____
Amortization .....	_____
Depletion .....	_____
<b>Total Depreciation Expense</b> .....	_____

**Expense Details - Direct Expense:**

Interest .....	_____
Taxes/licenses .....	_____
Occupancy Expenses .....	_____
Repairs & Maintenance .....	_____
Travel/conferences/meetings .....	_____
Printing & Publication .....	_____
Advertising .....	_____
Insurance .....	_____
Utilities .....	_____
Supplies .....	_____
Other expenses .....	_____
<b>Total Direct Expense</b> .....	_____

Information is being used for the following Form 990-T schedules:

- Schedule C
- Schedule E
- Schedule F
- Schedule G

**Expense Allocation to Program Service Accomplishments for 990/990EZ:**

First .....	_____
Second .....	_____
Third .....	_____
All other .....	_____

<b>Form 990</b>	<b>Two Year Comparison Report</b>	<b>2018 &amp; 2019</b>
For calendar year 2019, or tax year beginning		ending

Name **BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, INC.** Taxpayer Identification Number **56-0149914**

		2018	2019	Differences
<b>Revenue</b>	1. Contributions, gifts, grants	32,485	31,985	-500
	2. Membership dues and assessments	111,094	108,633	-2,461
	3. Government contributions and grants			
	4. Program service revenue	155,848	174,236	18,388
	5. Investment income	109	122	13
	6. Proceeds from tax exempt bonds			
	7. Net gain or (loss) from sale of assets other than inventory			
	8. Net income or (loss) from fundraising events	2,189	2,069	-120
	9. Net income or (loss) from gaming			
	10. Net gain or (loss) on sales of inventory	917	1,778	861
	11. Other revenue	7,080	7,280	200
	12. <b>Total revenue.</b> Add lines 1 through 11	<b>309,722</b>	<b>326,103</b>	<b>16,381</b>
<b>Expenses</b>	13. Grants and similar amounts paid			
	14. Benefits paid to or for members			
	15. Compensation of officers, directors, trustees, etc.			
	16. Salaries, other compensation, and employee benefits	206,041	214,008	7,967
	17. Professional fundraising fees			
	18. Other professional fees	8,079	21,534	13,455
	19. Occupancy, rent, utilities, and maintenance	16,588	18,963	2,375
	20. Depreciation and Depletion	24,222	24,225	3
	21. Other expenses	40,596	34,627	-5,969
	22. <b>Total expenses.</b> Add lines 13 through 21	<b>295,526</b>	<b>313,357</b>	<b>17,831</b>
	23. <b>Excess or (Deficit).</b> Subtract line 22 from line 12	<b>14,196</b>	<b>12,746</b>	<b>-1,450</b>
<b>Other Information</b>	24. Total exempt revenue	309,722	326,103	16,381
	25. Total unrelated revenue			
	26. Total excludable revenue	166,143	185,485	19,342
	27. Total assets	901,835	920,515	18,680
	28. Total liabilities	235,524	242,374	6,850
	29. Retained earnings	666,311	678,141	11,830
	30. Number of voting members of governing body	18	20	
	31. Number of independent voting members of governing body	18	20	
	32. Number of employees	6	7	
	33. Number of volunteers	19	30	

56-0149914

**Federal Statements**

**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>Acquired after 6/30/75</u>	<u>US Obs (\$ or %)</u>
INTEREST INCOME	\$ 122					
			25			
TOTAL	<u>\$ 122</u>					

**Federal Statements**

56-0149914

**Form 990. Part IX. Line 11g - Other Fees for Service (Non-employee)**

Description	Total Expenses	Program Service	Management & General	Fund Raising
CONTRACT LABOR	\$ 12,734	\$ 12,734	\$	\$
BANK CHARGES	1,649		1,649	
OTHER PROFESSIONAL SERVICES	2,125	2,125		
PAYROLL SERVICES	1,696	1,123	507	66
<b>TOTAL</b>	<b>\$ 18,204</b>	<b>\$ 15,982</b>	<b>\$ 2,156</b>	<b>\$ 66</b>



Clark Lovelace <clark@brevardncchamber.org>

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**RE: TDA Staffing Structure**

1 message

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**Badgett, Rebecca** <rbadgett@sog.unc.edu>  
To: Clark Lovelace <clark@brevardncchamber.org>

Mon, May 10, 2021 at 4:20 PM

Hi Clark,

This seems like something outside of my wheelhouse, but I'd be glad to talk. Maybe I can point you in the right direction or connect you with a faculty member who can help.

I'm available tomorrow until 1. I'm also available Wednesday until 2:20. You can give me a call whenever you're available. I'll just be in my office working, so you don't have to set a specific time unless that's helpful to you.

919-966-8757

Rebecca

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**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Sent:** Monday, May 10, 2021 11:59 AM  
**To:** Badgett, Rebecca <rbadgett@sog.unc.edu>  
**Subject:** TDA Staffing Structure

Rebecca,

I obtained your name from Chris Cavanaugh, who I know in various ways, including his helping our TDA with a strategic plan a couple of years ago. We are currently considering available options regarding the staffing structure of our TDA. We're currently working with a contract for service with our local Chamber of Commerce (my role is director of both). Do you have some time this week to talk? If so, let me know of a window or two and I'll hopefully be able to set a specific time.

Thanks in advance for your help.

**Clark E. Lovelace**

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**





Clark Lovelace <clark@brevardncchamber.org>

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**(no subject)**

1 message

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**Jonathan Griffin** <Jonathan.Griffin@transylvaniacounty.org>  
To: Clark Lovelace <clark@brevardncchamber.org>

Wed, May 12, 2021 at 2:18 PM

I need a copy of the Chambers by-laws

**Brevard/Transylvania Chamber of Commerce**  
**By-Laws**  
**Brevard, North Carolina**

Approved by Membership in September of 2016

**ARTICLE I - NAME AND OBJECTIVE**

- Section 1. **Name** - This organization shall be known as the Brevard/Transylvania County Chamber of Commerce. The Chamber shall have all the powers granted non-profit corporations under the laws of North Carolina.
- Section 2. **Purpose** – The purpose of the organization is to promote its membership and the business interest of Brevard and Transylvania County by 1) enhancing, advancing and promoting the well-being of commerce, manufacturing, agriculture, tourism, education, artistic and civic interests in the area; 2) undertaking an active leadership role in the community by initiating, coordinating or supporting programs for the benefit of the business community; 3) encouraging communication between private and public sectors, businesses and non-profits; 4) representing and advocating for the business community to municipal, county, state and federal governments; and 5) promoting, by example, good business ethics and behavior.
- Section 3. **Activities-Limitations** - This Chamber, in its activities shall be non-profit, non-partisan and non-sectarian. Nevertheless; the Chamber may address issues involving its purposes by being an advocate and sponsoring open forums for public discussion and education.

The Chamber shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

No part of the income of the Chamber shall inure to the benefit of any director or officer of the Chamber or any private person (except that reasonable compensation may be paid for services rendered to or for the Chamber affecting one or more of its purposes). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

## **ARTICLE II -- MEMBERSHIP**

Section 1. **Eligibility** - Membership in this organization is open to any person, firm or corporation in good standing, interested in the promotion and welfare of Brevard and Transylvania County. To be in good standing, applicants are subject to approval by the Executive Committee and must have paid applicable dues.

Any current member may be expelled by the Executive Committee for good cause with prior notification to the Board of Directors. Members so expelled may appeal expulsion in writing to the Board within 30 days. The decision of the Board of Directors at its next official board meeting shall be final.

Section 2. **Dues** – Membership dues shall be determined by the Board of Directors.

Section 3. **Delinquency** - Any member delinquent in payment of dues by more than 90 days is subject to having their membership dropped.

Section 4. **Voting Privileges** - Each member in good standing, per Article II, Section 1, shall be entitled to one vote.

## **ARTICLE III - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1. **Powers** - The government of this organization, the direction of its work and control of its property shall be vested in the Board of Directors.

Section 2. **Board Composition** - The Board of Directors shall be composed of 15 elected members and up to six (6) ex-officio members as defined in Section 3 and Section 4. Additionally, the full board, at the recommendation of the Executive Committee, may vote to create an additional Board position for a one or two-year term for an existing Board Member. Section 3. **Election of Directors** - In September of each year the Executive Director and the Nominating Committee shall prepare a list of all members in good standing. Any voting member of the Chamber shall be eligible to be nominated to the Board of Directors.

The Nominating Committee shall nominate five (5) consenting Chamber members in good standing to be approved by the Executive Committee. This list of nominees will then be presented to the Board of Directors and placed on a ballot. The Executive Director shall distribute the ballot to the full membership no later than October 25<sup>th</sup>. Write-in space shall be provided on the ballot for a name(s) to be nominated by the membership. To be counted, ballots must be returned to the Executive Director within 15 days of distribution.

The Nominating Committee shall be responsible for counting the ballots and reporting the results of the election to the Board at its regular November meeting. The five (5) nominees receiving the most votes will be elected and serve for a three (3) year term.

Section 4. **Ex-Officio Members** – At the discretion of the Executive Committee, certain organizations within the community will be invited to have a representative serve as a voting Ex-Officio member of the Board. These may include, but are not limited to; a representative from

Transylvania County, The City of Brevard, Transylvania Economic Alliance, the Heart of Brevard and Transylvania County Schools. Representatives shall be chosen annually by each organization and submitted to the President by December 1.

Section 5. Nominating Committee - In September of each year, a nominating committee of five (5) individuals, consisting of the President, Past-President, President-Elect and two (2) Directors - one chosen by the President and one chosen by the President-Elect, shall convene. The President-Elect of the Chamber shall serve as the Nominating Committee Chairman.

Section 6. Election of Officers - Any Director in good standing shall be eligible to be elected as an officer. It is recommended that nominees for the office of President-Elect shall have served on the Board of Directors for a minimum of two (2) years to be named as a nominee for that office.

The prior President-Elect shall automatically become President. In the event that the President-Elect is unavailable to fill the office of President a new President-Elect shall be selected by the remaining officers. In this event, the two (2) year eligibility requirement shall be waived.

It shall be the new President's responsibility to select from the incoming Board of Directors their Executive Committee. These names shall be submitted for approval to the current Board of Directors at the regular November meeting.

Section 7. Installation of Officers and Directors - Directors and Officers shall take office on January 1<sup>st</sup> of each year.

Section 8. Removal from Office - Any duly elected Director or Officer who is absent from three (3) consecutive or five (5) regular meetings during a calendar year may be dropped from the Board by the Executive Committee. It shall be the responsibility of the Secretary to record attendance at regular Board meetings and to report to the Executive Committee excessive absences. Directors and/or Officers dropped for reasons of attendance may be eligible for re-election or re-appointment.

Section 9. Board Replacement - Vacancies on the Board of Directors shall be filled by persons nominated by the President from a list of current Chamber members. The appointee(s) shall be approved by the Executive Committee and presented to the Board of Directors. Those persons so approved will serve the remaining portion of the unexpired term. They will be eligible for election to one full term as Director. If the vacating Board Member has less than one (1) year remaining on his/her term, the Executive Committee may decide to leave the vacancy unfilled until the following election.

Section 10. Executive Committee - An Executive Committee of the Board shall be made up of the President, President-Elect, the Secretary, the Treasurer, the Immediate Past President, and two (2) Vice-Presidents.

The Executive Committee shall be empowered to act on behalf of the entire Board of Directors, as necessary between regular meetings. The Executive Committee shall keep written minutes and report its actions to the full Board of Directors at the next regular Board meeting.

Section 11. Term Limits - Directors shall be eligible to serve two consecutive three (3) year terms, after which they will not be eligible for re-election to the Board for one (1) year. Term limits do not apply for the special one or two-year term defined in Section 2.

Members of the Executive Committee are eligible to serve on the Executive Committee for two (2) consecutive years, after which they will not be eligible to serve on the Executive Committee for one (1) year. The President-Elect, President and the Immediate Past President are excluded from the Executive Committee term limits.

Section 12. Quorum – At Board of Directors meetings and Executive Committee meetings a simple majority of the members shall constitute a quorum. Any vacant seats will be excluded from the simple majority.

#### **ARTICLE IV – OFFICERS, DUTIES AND MANAGEMENT**

Section 1. Duties of President and President-Elect - The President shall preside at all meetings of the Organization and of the Board of Directors. The President shall perform all duties incident to the office. The President-Elect shall act in the absence of the President, and in the event of the resignation or removal from office of the President, the President-Elect shall automatically fill the unexpired term.

Section 2. Duties of the Secretary - The Secretary shall be responsible for keeping proper records, ensuring that minutes of meetings are taken and distributing them to Directors.

Section 3. Duties of the Treasurer - The Treasurer shall keep all monies of the organization deposited in its name and shall give financial reports to the Board of Directors. The Treasurer shall also be the chairman of the Finance Committee that shall submit each year in November a proposed budget for the consideration of the Board of Directors.

Section 4. Duties of the Vice-President(s) - Vice-Presidents shall, as appointed by the President, serve as chairpersons for committees within the Chamber that are deemed necessary to support that Chamber's functions. Committee membership shall be determined, with approval from the President, by the appropriate Vice-President.

Section 5. Management - The Board of Directors shall employ an Executive Director at their pleasure and shall fix the salary and other considerations of employment. The Executive Director shall be the chief administrative officer of the Chamber of Commerce and be responsible for the hiring, management and discharging of staff and the daily operations of the Chamber of Commerce.

#### **ARTICLE V – MEETINGS**

Section 1. Board of Directors - The Board shall meet regularly, but not less than quarterly. Each director shall be notified of each regular or special meeting by the Chamber staff or by the President, either by phone call, email or through the mail. A calendar of anticipated regular meetings for the year shall be circulated at the January meeting.

Special or called meetings may be held as needed. The agenda for such meetings may contain only such business as the meeting was called to address. Each Director shall be notified of special meetings and shall receive advance notice of the business to be considered.

Section 2. Executive Committee - The Executive Committee shall meet regularly and, as needed, at a time and place determined by the members.

Section 3. Annual Meeting - The Board of Directors shall hold an annual meeting within sixty (60) days of the fiscal year's end. Chamber members are eligible and encouraged to attend the annual meeting and any other meetings of the Board.

## **ARTICLE VI – DISSOLUTION**

In the event of the dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Chamber from any source, after the payment of all debts and obligations of the Chamber, shall be disposed of exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## **ARTICLE VII – BY-LAWS AND AMENDMENTS**

Section 1. By-Laws - The President shall keep a copy of the By-Laws as amended for distribution to interested members.

Section 2. Amendments - These By-Laws may be amended at any time for the good of the organization. Amendments shall be determined in accordance with Section 3 of this Article.

Section 3. Method of Amendment - All proposed amendments shall be presented for review to the Executive Committee. After review, the Executive Committee shall present the amendment change(s) to the Board of Directors, along with the Executive Committee's recommendation about the proposed amendment. The proposed amendment(s) shall be approved by 2/3 of the Board of Directors. Following approval by the Board of Directors, the Executive Director shall provide notification of the proposed amendment changes to the membership and provide a notice of the date, time and location of a membership meeting to vote on the proposed amendment. The amendment will be adopted into the By-Laws upon approval by the majority of the membership in attendance and voting at the designated membership meeting. The Executive Director will provide copies of the adopted amendments to the Board and membership upon request.

**Re: follow-up**

1 message

Clark Lovelace &lt;clark@brevardncchamber.org&gt;

Tue, May 18, 2021 at 12:10 PM

To: "Joyce, Jeff" &lt;joycej@brevard.edu&gt;

Glad we could connect. Here are my suggested edits. Let me know if any questions. Thanks.

**Para #2:**

As a result of this arrangement, Clark Lovelace serves as Executive Director of both the Chamber of Commerce and Transylvania County Tourism. As conversations on the upcoming contract began earlier this year, he shared that he believes that the current organizational structure is becoming unsustainable. This realization has led members of the Chamber Board and members of the Transylvania County Tourism Board to begin conversations about how to better align and organize the respective organizations.

**Para #4:**

All entities, along with Clark, are committed and working tirelessly to ensure the success of all parties and the community as a whole. The Executive Committee has formed a working group of representatives of the Chamber Board (Jeff Joyce, Angela Owen, Nory Lebrun, Courtney Mason, Lex Green, Glenda McCarton, Joan VanOrman), and we are working with staff and consultants to position the Chamber for success into the future.

**Clark E. Lovelace****Executive Director****Brevard/Transylvania Chamber of Commerce****Transylvania County Tourism Development Authority****175 East Main St., Brevard NC, 28712****Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)****TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**

On Mon, May 17, 2021 at 5:51 PM Clark Lovelace <clark@brevardncchamber.org> wrote:

Thanks for following up. Here are quick answers:

- There is no set time, but with Lex and Hunter we gave 15 minutes to discuss and approve the position before letting them in. Same as with those I think it would be good if I reached out with a welcome and the zoom instructions. Do you have an email address for Mal?
- Huddling up tomorrow is fine. I can do any time from 11a-2pm. Let me know.
- I reminded Jonathan last week that we need to hear back from the county attorney with input sooner rather than later to finalize something for the upcoming year. I haven't heard back yet.
- There's a relatively minor, but important to me, adjustment that I'd like to encourage on the email. Can we discuss tomorrow?

Let me know on the meeting time. Thanks.

**Clark E. Lovelace****Executive Director****Brevard/Transylvania Chamber of Commerce****Transylvania County Tourism Development Authority****175 East Main St., Brevard NC, 28712****Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**



On Mon, May 17, 2021 at 4:56 PM Joyce, Jeff <joycej@brevard.edu> wrote:  
Clark:

Hope you have had a productive Monday. It looked like a great crowd at the orientation this morning. I hope you were pleased. Let's plan to connect tomorrow, but in the meantime....

1) Mal Crite does plan to join us on Thursday. Do you have a preference for when he enters the meeting? Nory and I had advised him on attending but want to make sure we communicate at the appropriate time.

2) Let's plan to huddle up tomorrow regarding questions related to the availability of workforce.

3) With regards to the Chamber/TCT, the working group (Myself, Nory, Angela, Joan, Lex, Courtne, Glenda) debated how to inform the Board...whether that be phone calls or an email. In the end, the email won out and I am including the message below. I wanted to give you a heads up before it goes to the rest of the Board. The group believed that context was needed before the actual meeting. I am happy to use the New Business time of the meeting if anyone has questions...but as we have discussed...the majority of the Board is already aware and there has not been much new progress. I did want to ask you where the contract stands? I believe the county attorney was going to review and try and eliminate some of the legal issues that existed.

Jeff

Chamber Board:

I write today regarding strategic plans which involve the Brevard/Transylvania Chamber of Commerce. Many of you are aware that the Chamber serves as the contract arm of Transylvania County Tourism. The contract covers their organizational operations and administration, visitor center operation, and office space. The contract with the Chamber and TCT does not spell out specific staff roles but instead focuses on actions and services. This arrangement has been in place for decades and has provided efficiencies for both organizations.

As a result of this arrangement, Clark Lovelace serves as Executive Director of both the Chamber of Commerce and Transylvania County Tourism. Over the last year, staff has indicated that the current organizational structure is not sustainable. This realization has led members of the Chamber Board and members of the Transylvania County Tourism Board to begin conversations about how to better align and organize the respective organizations.

In addition to conversations between representatives of the Chamber Board and the TCT, the county (elected officials and staff) is also playing a role in the process. The county is responsible for the state legislation that governs the collection of the room tax and the funding of the TCT. It is important to note that any potential changes will need to be within the confines and scope of the governing legislation.

All entities are committed and working tirelessly to ensure the success of all parties and the community as a whole. The Executive Committee has formed a working group of representatives of the Chamber Board (Jeff Joyce, Angela Owen, Nory Lebrun, Courtney Mason, Lex Green, Glenda McCarron, Joan VanOrman), and we are working with staff and consultants to position the Chamber for success into the future.

It is important to note that we are still early in the process and changes to organizational structure are still not known. I wanted to communicate with you all while we are in this period of due diligence to inform you of the events taking place and to empower you to be better representatives of the organization that you serve.

I, as Board President, and Angela Owen, as President Elect, are both happy to have further conversation with you to address any questions or concerns that you might have.

Thank you for your continued service and see you soon.

—

Jeff Joyce  
Director of Development

Alumni Affairs & Development  
t: 828.641.0170

**BREVARD COLLEGE**  
BREVARD, NORTH CAROLINA

*Brevard College is committed to an experiential liberal arts education that encourages personal growth and inspires artistic, intellectual, and social action.*



Clark Lovelace <clark@brevardncchamber.org>

## Brevard/Transylvania Chamber of Commerce and TCT

1 message

Joyce, Jeff <joycej@brevard.edu>

Tue, May 18, 2021 at 4:10 PM

To: Aaron Bland <aaron.bland@cityofbrevard.com>, Angela Owen <angela@truventure.com>, Brenda Valenti <brenda@southernquality.com>, Brittany Marcum <brittany\_marcum@ucbi.com>, Courtney Mason <cmason@domokur.com>, Deb Tibbetts <debtibbetts@smartstarttransylvania.org>, Glenda McC Carson <glendamc@blueridge.edu>, Hunter Trombetta <htrombetta@fisherrealtync.com>, Jaime Laughter <jaime.laughter@transylvaniacounty.org>, Jeff Joyce <joycej@brevard.edu>, Jeff McDaris <jmcdaris@tcsnc.org>, Joan VanOrman <jvanorman@comporium.net>, Josh Hallingse <Josh@transylvaniaalliance.com>, Kathy Mlay <brightowlinsurance@gmail.com>, Lex Green <lex@pisgahhealthfoundation.org>, Nicole Bentley <nicole@brevardnc.org>, Nory LeBrun <nory@mindspring.com>, Shella Carland <Shella.Carland@comporium.com>, "Webb, Amber" <amber.webb@firstcitizens.com>

Cc: Clark Lovelace <clark@brevardncchamber.org>

Chamber Board:

I write today regarding strategic plans which involve the Brevard/Transylvania Chamber of Commerce. Many of you are aware that the Chamber serves as the contract arm of Transylvania County Tourism. The contract covers their organizational operations and administration, visitor center operation, and office space. The contract with the Chamber and TCT does not spell out specific staff roles but instead focuses on actions and services. This arrangement has been in place for decades and has provided efficiencies for both organizations.

As a result of this arrangement, Clark Lovelace serves as Executive Director of both the Chamber of Commerce and Transylvania County Tourism. As contract negotiations began for the coming year, he shared that the current organizational structure is not sustainable. This realization has led members of the Chamber Board and members of the Transylvania County Tourism Board to begin conversations about how to better align and organize the respective organizations.

In addition to conversations between representatives of the Chamber Board and the TCT, the county (elected officials and staff) is also playing a role in the process. The county is responsible for the state legislation that governs the collection of the room tax and the funding of the TCT. It is important to note that any potential changes will need to be within the confines and scope of the governing legislation.

All entities, along with Clark, are committed and working tirelessly to ensure the success of all parties and the community as a whole. The Executive Committee has formed a working group of representatives of the Chamber Board (Jeff Joyce, Angela Owen, Nory Lebrun, Courtney Mason, Lex Green, Glenda McC Carson, Joan VanOrman), and we are working with staff and consultants to position the Chamber for success into the future.

It is important to note that we are still early in the process and changes to organizational structure are still not known. I wanted to communicate with you all while we are in this period of due diligence to inform you of the events taking place and to empower you to be better representatives of the organization that you serve.

I, as Board President, and Angela Owen, as President Elect, are both happy to have further conversation with you to address any questions or concerns that you might have.

Thank you for your continued service and see you soon.

Jeff

---  
Jeff Joyce  
Director of Development  
Alumni Affairs & Development  
t: 828.641.0170

**BREVARD COLLEGE**  
BREVARD, NORTH CAROLINA

*Brevard College is committed to an experiential liberal arts education that encourages personal growth and inspires artistic, intellectual, and social action.*



Clark Lovelace <clark@brevardncchamber.org>

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**RE: Another TCT Organizational Conversation**

1 message

---

Chris Cavanaugh <ccavanaugh@magellanstrategy.com>  
To: Clark Lovelace <clark@brevardncchamber.org>  
Cc: "Layton Parker (TCT)" <layton@explorebrevard.com>

Wed, May 19, 2021 at 11:15 PM

Clark,

I'm pretty open that week except the morning of the 3<sup>rd</sup> and a meeting I have in Asheville from 11:00 to 12:30 on the 4<sup>th</sup>.

All the best,

Chris

---

**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Sent:** Wednesday, May 19, 2021 10:42 PM  
**To:** Chris Cavanaugh <ccavanaugh@magellanstrategy.com>  
**Cc:** Layton Parker (TCT) <layton@explorebrevard.com>  
**Subject:** Re: Another TCT Organizational Conversation

Enjoy your time out West. Let's plan on week after next. Is there a range or two where you're free. We could probably do a zoom to save the trip for now. Let me know. Safe travels.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**



On Wed, May 19, 2021 at 7:34 PM Chris Cavanaugh <ccavanaugh@magellanstrategy.com> wrote:

Good evening, Clark:

I wanted to let you know I am on vacation out West over the next week. I return late night a week from tomorrow (Thursday). Any time after that would work for an in-person meeting for me.

All the best,

Chris

---

**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Sent:** Wednesday, May 19, 2021 2:53 PM  
**To:** Chris Cavanaugh <ccavanaugh@magellanstrategy.com>  
**Cc:** Layton Parker (TCT) <layton@explorebrevard.com>  
**Subject:** Another TCT Organizational Conversation

Chris,

Thank you for giving me the names with the School of Government. I spoke with Rebecca, who was helpful and introduced me by email to Kara Millonzi who seems to be the resident expert. I've reached out to her about connecting. As another next step, I think it would be helpful for you, me, and Layton to connect. Does next Tuesday afternoon or Wednesday morning work for you? I'm also checking in with you, Layton. Both let me know and I'll hopefully work something out for all of us. Thanks.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

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**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**



**Re: Brevard/Transylvania Chamber of Commerce and TCT**

1 message

Clark Lovelace <clark@brevardncchamber.org>  
To: Willow Walker <willow@brevardncchamber.org>

Wed, May 19, 2021 at 8:50 AM



**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](mailto:brevardncchamber.org)  
TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)



On Wed, May 19, 2021 at 8:49 AM Willow Walker <willow@brevardncchamber.org> wrote:

Thanks for sharing this with me. I'd love to have a conversation with you about this sometime...whenever there is time.

On Tue, May 18, 2021 at 4:24 PM Clark Lovelace <clark@brevardncchamber.org> wrote:

FYI.

**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](mailto:brevardncchamber.org)  
TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)



----- Forwarded message -----

From: Joyce, Jeff <joycej@brevard.edu>

Date: Tue, May 18, 2021 at 4:10 PM

Subject: Brevard/Transylvania Chamber of Commerce and TCT

To: Aaron Bland <aaron.bland@cityofbrevard.com>, Angela Owen <angela@truventure.com>, Brenda Valenti <brenda@southernquality.com>, Brittany Marcum <brittany\_marcum@ucbi.com>, Courtney Mason <cmason@domokur.com>, Deb Tibbetts <debtibbetts@smartstarttransylvania.org>, Glenda McC Carson <glendamc@blueridge.edu>, Hunter Trombetta <htrombetta@fisherrealtync.com>, Jaime Laughter <jaime.laughter@transylvaniacounty.org>, Jeff Joyce <joycej@brevard.edu>, Jeff McDaris <jmcdaris@tcsnc.org>, Joan VanOrman <jvanorman@comporium.net>, Josh Hallingse <Josh@transylvaniaalliance.com>, Kathy Mlay <brightowinsurance@gmail.com>, Lex Green <lex@pisgahhealthfoundation.org>, Nicole Bentley <nicole@brevardnc.org>, Nory LeBrun <nory@mindspring.com>, Shelia Carland

<Shelia.Carland@comporium.com>, Webb, Amber <amber.webb@firstcitizens.com>  
Cc: Clark Lovelace <clark@brevardncchamber.org>

**Chamber Board:**

I write today regarding strategic plans which involve the Brevard/Transylvania Chamber of Commerce. Many of you are aware that the Chamber serves as the contract arm of Transylvania County Tourism. The contract covers their organizational operations and administration, visitor center operation, and office space. The contract with the Chamber and TCT does not spell out specific staff roles but instead focuses on actions and services. This arrangement has been in place for decades and has provided efficiencies for both organizations.

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All entities, along with Clark, are committed and working tirelessly to ensure the success of all parties and the community as a whole. The Executive Committee has formed a working group of representatives of the Chamber Board (Jeff Joyce, Angela Owen, Nory Lebrun, Courtney Mason, Lex Green, Glenda McCarson, Joan VanOrman), and we are working with staff and consultants to position the Chamber for success into the future.

It is important to note that we are still early in the process and changes to organizational structure are still not known. I wanted to communicate with you all while we are in this period of due diligence to inform you of the events taking place and to empower you to be better representatives of the organization that you serve.

I, as Board President, and Angela Owen, as President Elect, are both happy to have further conversation with you to address any questions or concerns that you might have.

Thank you for your continued service and see you soon.

Jeff

--

Jeff Joyce  
Director of Development  
Alumni Affairs & Development  
t: 828.641.0170

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Clark Lovelace <clark@brevardncchamber.org>

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## Agenda for next week

1 message

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Clark Lovelace <clark@brevardncchamber.org>  
To: "Layton Parker (TCT)" <layton@explorebrevard.com>  
Cc: Corey Gafnea <corey@explorebrevard.com>

Fri, May 21, 2021 at 11:20 AM

Attached is an agenda with lots of red notes. Let me know if any questions or comments.

Corey - please review as well and let me know if I missed anything.

**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)  
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 TCTDA Agenda (5-27-21) - w-notes.doc  
78K

**Transylvania County Tourism Development Authority**  
**Board Meeting Agenda**  
**May 27, 2021**  
**8:30 am**

Super busy meeting. I'm asking Karen to join at 9am and sharing that her part will hopefully start by or before 9:15am. The Ecusta Trail group is slated for 9:30am.

Call to Order – Layton Parker

Presentation of Minutes – Layton Parker

Director's Report – Clark Lovelace

- Financials
  - Focus on April financials. Year-end and FY22 will be covered later.
  - Basics are that revenues continue to be way up with year-end headed well over budget. I assume some of the March returns reflect advance STR bookings.
  - With the exception of our tourism grant program, expenses are in line to finish at or close to budgeted amounts.
- Funding Requests
  - There is a request from Jeff Parker the Regional Director for NC Soil and Water for \$10K for debris removal as they finish out a year with greater floods and have depleted the \$25K from the county for this purpose.
  - This goes back pre-pandemic, but reignited about four months ago. We have a plan for a bike repair station based on TCT paying \$1,750 for it, the City installing it (approved), the Chamber allowing it (approved) and Blue Ridge Bicycle Club maintaining it (approved).
- Office Report and Tourism Updates
  - Any questions on my advance report
  - New businesses, downtown wraps, funding requests, etc.
  - Clark likely out for June meeting

Chair's Report – Layton Parker

- Chamber/Tourism Contract
  - Although there are no key updates, I feel like this should be at least touched on. Even just an update to indicate our meetings with Jaime, David, Jason, separate one with Jonathan, my past conversations with Chris and our upcoming one. It'll be tough because Jonathan is there so you can't really say "this is what they're saying and this is what we're hearing from others".
  - I'll mention that I haven't heard anything from Jonathan or Jaime on the FY22 contract (if you recall we asked at our meeting with Jonathan for sooner rather than later).
- FY22 Budget
  - Details TBD

FY22 Marketing Plan – Dee Dee Perkins and Market Connections

- The committee gave input this past Monday and MC will send an updated plan to the committee. Any final feedback or voice of approval will be emailed to me. It will be

presented to the board as having been reviewed and endorsed by the committee (although not officially approved at a meeting).

- It will be vital that we don't do the same deep dive that we did at the committee meeting. That's part of why Dee Dee and I were hoping to catch up with you. The reason we have committees is so they can do this deep dive. That said, we certainly need buy in from the board, so hopefully there's a 15-minute sweet spot.

#### Presentation on the Ecusta Trail – Chris Burns, Page Lemel, Tad Fogel

- I think the primary goal should be to listen and ask probing questions about their plan. I think we should steer clear of tangents if possible.
- After the presentation, we should discuss next steps, which may include setting up a meeting for a deeper conversation on this topic. I'm not sure how much time we'll have at this point. Or, it may involve outreach to the commissioners. This is a major sticking point for Larry that seems to be leading to other problems (it's not unrelated to current conversations on the contract). We need to be careful with regard to this relationship. BTW - if we set up special board meeting, we'll need to advertise it and we may need to say why (I've left a message with Trisha to find out).

#### Old Business

- As a reminder, we decided last month to keep meetings virtual for now. It's up to you if you want to bring it up again. I'm fine with either way with my only input being that I'd like to stay away from hybrids (which can be a pain and awkward), especially if we don't want to invest in equipment to do it right. FYI – I've heard this is pretty good, but we'd need to get a monitor if we want to see them and our internet is sometimes a problem despite being next to Comporium and having an IT guy confirm our equipment is good. . FYI – if we go live next month that fully takes me out. If it's virtual, as discussed, I'll skip if there's nothing urgent or join for a portion if there is.

#### New Business

#### Public Comment

#### Meeting Adjourn

**TCTDA Mission Statement** - *To generate and enhance tourism opportunities in Transylvania County through strategic promotion coordinated with tourism-related businesses and local government, and to contribute to a vibrant, sustainable economy.*

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**Fwd: TDA/Chamber Structure discussion**

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Clark Lovelace &lt;clark@brevardncchamber.org&gt;

Wed, May 26, 2021 at 8:00 AM

To: "Ali Lien (TCT)" <ali@explorebrevard.com>, "David Guice (TCT)" <david@explorebrevard.com>, "Dee Dee Perkins (TCT)" <dd@explorebrevard.com>, "Grant Bullard (TCT)" <grant@explorebrevard.com>, "Jessica Whitmire (TCT)" <jessica@explorebrevard.com>, "Layton Parker (TCT)" <layton@explorebrevard.com>, "Libby Freeman (TCT)" <libby@explorebrevard.com>, "Mac Morrow (TCT)" <mac@explorebrevard.com>, Tracie Trusler <tracie@explorebrevard.com>

Cc: Corey Gafnea <corey@explorebrevard.com>, Mary Jo Gordon <mj@explorebrevard.com>, Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>

As mentioned in last night's email.

**Clark E. Lovelace**

Executive Director

Brevard/Transylvania Chamber of Commerce

Transylvania County Tourism Development Authority

175 East Main St., Brevard NC, 28712

Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)

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----- Forwarded message -----

From: **Jaime Laughter** <jaime.laughter@transylvaniacounty.org>

Date: Mon, May 24, 2021 at 12:49 PM

Subject: TDA/Chamber Structure discussion

To: Clark Lovelace &lt;clark@brevardncchamber.org&gt;, Jeff Joyce &lt;joycej@brevard.edu&gt;, layton@comporium.net &lt;layton@comporium.net&gt;

Cc: David Guice &lt;David.Guice@transylvaniacounty.org&gt;, Jason Chappell &lt;jason.chappell@transylvaniacounty.org&gt;, Jonathan Griffin &lt;Jonathan.Griffin@transylvaniacounty.org&gt;

Good afternoon!

I know the TDA board is discussing their structure and that the chamber board is also involved in that to see if the TDA intends to keep the current relationship with the Chamber. I have had the opportunity to talk to leadership of both organizations to make sure that you are aware of the need to make sure that the public funding piece on behalf of the county is managed correctly and that we are all on the same page regarding the responsibilities that come with those public funds. We have had staff gathering information on other TDA arrangements and working with the auditor and county attorney so that we can clearly articulate what would need to occur with the options being discussed and make sure we are transparent on the reasons for those requirements.

There are two options that the county would support, but each have some considerations that need to be factored in:

1. TDA continues the contract with the Chamber to provide staffing. (Note: this, in theory, could also be a different established entity, but the same notes below would apply)

- a. The agreement needs to be updated to clearly cover liability and some other deficiencies from a contract standpoint
- b. Will need to include that the TDA revenue into the chamber cannot be more than 50% of the revenue. We have to be able to ensure that the Chamber is not dependent on public dollars.
- c. The agreement language will need to clearly articulate that the chamber board is the hire/fire authority over staff and directing staff. This clarifies that the TDA Board of Directors, a public body, does not direct or control chamber staff and the chamber staff work first and foremost for the chamber. This is important to show the chamber is not being controlled by a public entity which could make them public and not nonprofit.
- d. Include language that there cannot be voting members on both boards. This also makes it clear that the TDA is not in control of the Chamber.
- e. TDA can pay market rent, but cannot otherwise offset or contribute to the Chamber's debt on the building.

2. TDA staff become county staff, market lease space from the chamber

- a. The agreement would be a lease agreement for space (still can't be 50% or greater of chamber revenue)
- b. We would need to work on how staff transitioned (ie, compensation plan, health, retirement plan etc) We do not have a sense on how this would impact those staff positively or negatively)
- c. Would increase work for county staff HR, administration, payroll, etc. Could offset with some of the TDA funds to help cover those impacts, but would ultimately be more to manage
- d. This could be a challenge for the chamber. When we became aware of discussions between the chamber and TDA, the conversation had already begun on that front.

A third option that has been floated includes a 501-c type nonprofit organization incorporated for tourism, but the county attorney, auditor and staff feel like that is not in anyone's best interest including the TDA/county for the following reasons:

- a. For the TDA board of directors to operate an independent organization financed with public funds (occupancy taxes), it is still basically a County organization and all the same rules would apply as option 2 since the majority of funds would be public.
- b. The administrative responsibility is more complex without much benefit - it's still a County organization but without a direct link to the County, so county finance would have to run two sets of books – one for the County and one for the 501c.

Jonathan Griffin is the finance director for both the county and the TDA. He is prepared to discuss with any of you or present the information from the research and analysis to help inform the decision. Our key interest is in making sure that the public funds are managed under the statutes and that all parties understand the responsibilities that come with the funds. I have not gotten any feedback that would indicate a preference between the two options from commissioners.

Let me know if there are any questions and we will get answers for you! We did have the proposed one year agreement reviewed by the county attorney. While it does not address all of the issues listed in #1 that we would need to address like the 50% revenue threshold, it would give both organizations time to map out how to achieve an agreement within the parameters to enter into a year renewal with the additional liability language from the attorney with the goal of having everything lined up by this time next year that would address the component unit issue and protect all parties' interests.

Have a great week!

Jaime



Clark Lovelace <clark@brevardncchamber.org>

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## RE: TCT Board Meeting Packet

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Layton Parker (TCT) <layton@explorebrevard.com>

Wed, May 26, 2021 at 12:07 PM

Reply-To: "Layton Parker (TCT)" <layton@explorebrevard.com>

To: Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>, Clark Lovelace <clark@brevardncchamber.org>, "Ali Lien (TCT)" <all@explorebrevard.com>, "David Guice (TCT)" <david@explorebrevard.com>, "Dee Dee Perkins (TCT)" <dd@explorebrevard.com>, "Grant Bullard (TCT)" <grant@explorebrevard.com>, "Jessica Whitmire (TCT)" <jessica@explorebrevard.com>, "Libby Freeman (TCT)" <libby@explorebrevard.com>, "Mac Morrow (TCT)" <mac@explorebrevard.com>, Tracie Trusler <tracie@explorebrevard.com>

Cc: Corey Gafnea <corey@explorebrevard.com>, Mary Jo Gordon <mj@explorebrevard.com>

Thank you Jonathan,

We appreciate the continued conversations, guidance and research into the best process for all organizations involved.

We have one of the longest agenda for meetings we have had and plan to continue to discuss the future of TCT so it may be helpful to have the slide show on hand in case the information included in it becomes helpful for the discussion and we can allow you to share it if needed.

Layton

On May 26, 2021 10:56 AM Jonathan Griffin <jonathan.griffin@transylvaniacounty.org> wrote:

Hi folks,

It's on my schedule to meet and discuss the research on the contracts with the Chamber's steering committee on the issue next week, so if you want I can bring my slide show to this. Thanks!

Jonathan Griffin

Finance Director

Transylvania County

p: 828-884-1931

m: 828-556-1564

---

**From:** Clark Lovelace <clark@brevardncchamber.org>

**Sent:** Tuesday, May 25, 2021 9:24 PM

**To:** Ali Lien (TCT) <all@explorebrevard.com>; David Guice (TCT) <david@explorebrevard.com>; Dee Dee Perkins (TCT) <dd@explorebrevard.com>; Grant Bullard (TCT) <grant@explorebrevard.com>; Jessica Whitmire (TCT) <jessica@explorebrevard.com>; Layton Parker (TCT) <layton@explorebrevard.com>; Libby Freeman (TCT) <libby@explorebrevard.com>; Mac Morrow (TCT) <mac@explorebrevard.com>; Tracie Trusler <tracie@explorebrevard.com>

**Cc:** Corey Gafnea <corey@explorebrevard.com>; Mary Jo Gordon <mj@explorebrevard.com>; Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>

**Subject:** TCT Board Meeting Packet

TCT Board,

Our May board meeting is this Thursday, May 27, at 8:30am. It is virtual. Zoom information can be found at the bottom of this email. Directly below is a director's report and attached is the normal packet of information, plus a number of additional items. There's a lot to digest here and a lot of content to be covered at the meeting. Please read everything and let me know if any questions. If you're unable to attend, please email me and Corey.

## Director's Report

- **FY22 Budget** - In addition to April financials, attached is a tentative budget that is recommended by the finance committee. It will be covered at the meeting.
- **French Broad River Debris Removal** - Jessica brought a request to us for \$10,000 to deal with strainers and blockages in the FBR. The \$25,000 from the county has been depleted and there are a number of items that need to be addressed. Attached is an email from Jeff Parker, District Director for the Transylvania Soil & Water.
- **Bike Repair Station** - We're recommending a bike repair station in the Visitor Center parking lot. Details are attached.
- **Veterans History Museum of the Carolinas Request** - Museum board member Larry Chapman sent the following request, "What is the procedure to get on the agenda of the TDA Board meeting? We at the Veterans History Museum of the Carolinas would like to address the TDA Board to review all the things that the Museum does that substantially brings more visitors and tourists to our community. My guess the Museum gets more visitors than just about anything else in the community except maybe the music center. We will adjust our presentation to the amount of time allowed. I have no idea how many of our the TDA Board members have ever visited the Museum or know all the things we bring to the community. We would be willing to open our doors specifically for you and set up tables for your Board meeting if you would like a change in scenery. Thanks."
- **TCT / Chamber Contract** - Layton will provide an update at the meeting. In the meantime, I forward an email from County Manager Jaime Laughter providing some input based on research by her staff and others.
- **FY22 Marketing Plan** - The marketing committee is recommending a plan for board approval. Market Connections will be at the meeting to cover key information and answer questions. Attached are three documents for your review. First is a highlight of key changes and additions in the new plan. Next is a side by side comparison to FY21. Third is the full plan. It is a lot to digest, so you may choose to focus on the first two.
- **Ecusta Trail** - Three individuals connected with the trail will be at our meeting to provide an update and make a request for funding from TCT. This is not for public consumption yet, but they have indicated that the HCTDA recently approved allocating 1% of their funds for five years to the Ecusta Trail. To be clear, this is 1% of their 5% or 20% of their total revenues. They will make a similar request to the TCTDA.
- **TCT Grant Program** - Earlier this week, the grant committee approved a \$3,000 grant for updating (including copy/photos for 5 new sculptures) and printing of 2,500 brochures for the Brevard Sculpture Walk brochure.
- **Waterfall Safety** - You should have received our Be Waterfall Wise press release earlier today. Other materials are being finalized and you'll soon see an add in the TTimes, along with an insert, and more.
- **Visitor Center** - The inside of the Visitor Center is now fully open. We've added a few new items and twists, including a souvenir penny smasher, an area as the home of the White Squirrel Institute, and an updated kids corner with games and other items related to "trashquatch" (a trash + sasquatch image that is a part of our "Leave It Better" program). Hours are still 10a-4p (M-F) and 10a-2p (Sat) due to volunteer staffing limitations.
- **Local Tourism Update** -
  - As I'm sure you know or are experiencing, everyone is struggling harder than ever to find employees. Many restaurants have reduced hours only because they can't find staff.
  - Things are ramping up in our public lands. The TAC hosted Dave Casey with PNF and Jane Dauster with DSRF to talk about issues and update each other on what's going on. We're all expecting the busiest summer for our public lands ever.
  - BMC is expanding capacity and their schedule.
  - The Transylvania Times sold. I met with Leigh Trapp and new publisher Sharon Sorg this afternoon. She is focused first on letting everyone know that they value the role of the paper in our community, which is why they acquired it and they want to continue the great work of the paper, not change it.

I think that covers everything for now. As always, let me know if any questions.

---

Clark Lovelace is inviting you to a scheduled Zoom meeting.

Topic: TCT Board Meeting

Time: May 27, 2021 08:30 AM Eastern Time (US and Canada)

Every month on the Fourth Thu, until Oct 28, 2021, 6 occurrence(s)

May 27, 2021 08:30 AM

Jun 24, 2021 08:30 AM

Jul 22, 2021 08:30 AM

Aug 26, 2021 08:30 AM

Sep 23, 2021 08:30 AM

Oct 28, 2021 08:30 AM

Please download and import the following iCalendar (.ics) files to your calendar system.

Monthly: [https://us02web.zoom.us/meeting/tZl5f-qopjwpH9bF1ATjwh1yrHFPX84x-zm8/ics?icsToken=98tyKuGurzMpGtySsxyFRpwABYqgb\\_TxiGZegvpfuk7ENypEalLvJMpkAoonRMCd](https://us02web.zoom.us/meeting/tZl5f-qopjwpH9bF1ATjwh1yrHFPX84x-zm8/ics?icsToken=98tyKuGurzMpGtySsxyFRpwABYqgb_TxiGZegvpfuk7ENypEalLvJMpkAoonRMCd)

Join Zoom Meeting

<https://us02web.zoom.us/j/86183087352?pwd=Y1lpNkZ2SHI3RkZsb24yWUEwMWVXZz09>

Meeting ID: 861 8308 7352

Passcode: 924952

One tap mobile

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+13126266799,,86183087352#,,,,\*924952# US (Chicago)

Dial by your location

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Meeting ID: 861 8308 7352

Passcode: 924952

Find your local number: <https://us02web.zoom.us/u/kbFZQ8Ju6z>

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**



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**Fwd: TDA/Chamber Structure discussion**

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Clark Lovelace <clark@brevardncchamber.org>  
To: Chris Cavanaugh <ccavanaugh@magellanstrategy.com>  
Cc: "Layton Parker (TCT)" <layton@explorebrevard.com>

Thu, May 27, 2021 at 1:35 PM

Here's some reading material from our county manager in the meantime. Happy to connect prior to the minute for a brief conversation if it helps to allow you to think about our specific situation. Just let me know.

**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)  
TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)



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----- Forwarded message -----

From: Jaime Laughter <jaime.laughter@transylvaniacounty.org>  
Date: Mon, May 24, 2021 at 12:49 PM  
Subject: TDA/Chamber Structure discussion  
To: Clark Lovelace <clark@brevardncchamber.org>, Jeff Joyce <joycej@brevard.edu>, layton@comporium.net <layton@comporium.net>  
Cc: David Guice <David.Guice@transylvaniacounty.org>, Jason Chappell <jason.chappell@transylvaniacounty.org>, Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>

Good afternoon!

I know the TDA board is discussing their structure and that the chamber board is also involved in that to see if the TDA intends to keep the current relationship with the Chamber. I have had the opportunity to talk to leadership of both organizations to make sure that you are aware of the need to make sure that the public funding piece on behalf of the county is managed correctly and that we are all on the same page regarding the responsibilities that come with those public funds. We have had staff gathering information on other TDA arrangements and working with the auditor and county attorney so that we can clearly articulate what would need to occur with the options being discussed and make sure we are transparent on the reasons for those requirements.

There are two options that the county would support, but each have some considerations that need to be factored in:

1. TDA continues the contract with the Chamber to provide staffing. (Note: this, in theory, could also be a different established entity, but the same notes below would apply)
  - a. The agreement needs to be updated to clearly cover liability and some other deficiencies from a contract standpoint
  - b. Will need to include that the TDA revenue into the chamber cannot be more than 50% of the revenue. We have to be able to ensure that the Chamber is not dependent on public dollars.

- c. The agreement language will need to clearly articulate that the chamber board is the hire/fire authority over staff and directing staff. This clarifies that the TDA Board of Directors, a public body, does not direct or control chamber staff and the chamber staff work first and foremost for the chamber. This is important to show the chamber is not being controlled by a public entity which could make them public and not nonprofit.
- d. Include language that there cannot be voting members on both boards. This also makes it clear that the TDA is not in control of the Chamber.
- e. TDA can pay market rent, but cannot otherwise offset or contribute to the Chamber's debt on the building.

2. TDA staff become county staff, market lease space from the chamber

- a. The agreement would be a lease agreement for space (still can't be 50% or greater of chamber revenue)
- b. We would need to work on how staff transitioned (ie, compensation plan, health, retirement plan etc) We do not have a sense on how this would impact those staff positively or negatively)
- c. Would increase work for county staff HR, administration, payroll, etc. Could offset with some of the TDA funds to help cover those impacts, but would ultimately be more to manage
- d. This could be a challenge for the chamber. When we became aware of discussions between the chamber and TDA, the conversation had already begun on that front.

A third option that has been floated includes a 501-c type nonprofit organization incorporated for tourism, but the county attorney, auditor and staff feel like that is not in anyone's best interest including the TDA/county for the following reasons:

- a. For the TDA board of directors to operate an independent organization financed with public funds (occupancy taxes), it is still basically a County organization and all the same rules would apply as option 2 since the majority of funds would be public.
- b. The administrative responsibility is more complex without much benefit - It's still a County organization but without a direct link to the County, so county finance would have to run two sets of books – one for the County and one for the 501c.

Jonathan Griffin is the finance director for both the county and the TDA. He is prepared to discuss with any of you or present the information from the research and analysis to help inform the decision. Our key interest is in making sure that the public funds are managed under the statutes and that all parties understand the responsibilities that come with the funds. I have not gotten any feedback that would indicate a preference between the two options from commissioners.

Let me know if there are any questions and we will get answers for you! We did have the proposed one year agreement reviewed by the county attorney. While it does not address all of the issues listed in #1 that we would need to address like the 50% revenue threshold, it would give both organizations time to map out how to achieve an agreement within the parameters to enter into a year renewal with the additional liability language from the attorney with the goal of having everything lined up by this time next year that would address the component unit issue and protect all parties' interests.

Have a great week!

Jaime

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## EC Agenda

1 message

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Clark Lovelace <clark@brevardncchamber.org>

Tue, Jun 1, 2021 at 4:02 PM

To: Jeff Joyce <joycej@brevard.edu>

Attached is an agenda for next week. I left you a voicemail seeing if you want to huddle up for a few before sending it as a tentative agenda to Angela. Let me know. Thanks.

**Clark E. Lovelace**

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

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 **Executive Committee Agenda (6-8-21) - w/lt h notes.doc**  
81K

**Brevard/Transylvania Chamber of Commerce  
Executive Committee Meeting  
Agenda  
June 8, 2021**

Call to Order                      Jeff Joyce

Minutes                              Joan VanOrman

Financial Report                TBD (I'll check with Brittany)

President's Report              Jeff Joyce

Chamber/Tourism Contract

- Do you want to cover anything here? Jonathan mentioned that the chamber task force was meeting with him some time soon on this. Has this occurred? If not, would you like me there? Let me know. .

Upcoming Board Meeting

- Good workforce conversation last month, but not exactly workforce development. Any thoughts for the upcoming meeting? Do we have a part two on workforce and ask Glenda to connect with someone and share a bit?

Office Report                      Clark Lovelace

Dues/Sponsorships

- Dues –Paid - TBD, Collection in progress - TBD, Cancelled - TBD, New - TBD
- Sponsorships – Working hard on program sponsors. Was able to get Duke Energy for Coffee Connections just yesterday.

Events/Programs

- BAH tonight at Food Matters
- CC – in two weeks at The Depot hosted by Brevard Rotary in June
- Seminar series starting up
- Awards update

Misc.

- TCT provided a grant for the bike repair station, which will be installed soon

Old Business

New Business

Adjourn

**Mission Statement**

*The Brevard/Transylvania Chamber of Commerce supports its members through advocacy, promotion, local engagement and education in order to enhance the quality of life and economic vitality of our community.*



Clark Lovelace <clark@brevardncchamber.org>

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**RE: Chamber/TCT Contract for FY21 / 22**

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Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>

Fri, Jun 4, 2021 at 11:07 AM

To: Clark Lovelace <clark@brevardncchamber.org>

Cc: Jeff Joyce <joycej@brevard.edu>, "Layton Parker (TCT)" <layton@explorebrevard.com>, Jaime Laughter <jaime.laughter@transylvaniacounty.org>

All,

See attached.

I did a cursory glance through Bill and Patrick's notes from Teague Campbell and put a bright blue highlight on the changed items to draw your attention to them. I left the comments from their attorneys intact so you could review them as you saw fit.

They recommended scrapping the subsidiary addendum completely. In its place, they recommended just putting the entire compensation for the agreement under section three.

Clark/Layton, could you provide me a timeline on when the authority will deliberate and select an option it wants to pursue to take to the Board of County Commissioners?

The contract itself doesn't resolve all of the governance issues, as not all need to be immediately addressed until we have a clear path on the future of the Authority's day to day options (ex: revenue thresholds or voting members in simultaneous appointments on both boards is a later question and would need to be resolved through amendments to bylaws for the organizations and the County's establishing resolution for the authority).

Jonathan Griffin

Finance Director

Transylvania County

p: 828-884-1931

m: 828-556-1564

**From:** Clark Lovelace <clark@brevardncchamber.org>

**Sent:** Thursday, June 3, 2021 9:07 AM

**To:** Jonathan Griffin <Jonathan.Griffin@transylvaniacounty.org>

**Cc:** Jeff Joyce <joycej@brevard.edu>; Layton Parker (TCT) <layton@explorebrevard.com>

**Subject:** Re: Chamber/TCT Contract for FY21 / 22

Thanks.

**Clark E. Lovelace**

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

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On Thu, Jun 3, 2021 at 8:53 AM Jonathan Griffin <[Jonathan.Griffin@transylvaniacounty.org](mailto:Jonathan.Griffin@transylvaniacounty.org)> wrote:

Clark,

Let me see what I can dig up for you. I have a couple of meetings this morning but I do know where to find the copy of the agreement that had been marked up by TCDG, I'll get it to the group by around noon.

Jonathan Griffin

Finance Director

Transylvania County

p: 828-884-1931

m: 828-556-1564

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**From:** Clark Lovelace <[clark@brevardncchamber.org](mailto:clark@brevardncchamber.org)>

**Sent:** Wednesday, June 2, 2021 6:49 PM

**To:** Jonathan Griffin <[Jonathan.Griffin@transylvaniacounty.org](mailto:Jonathan.Griffin@transylvaniacounty.org)>

**Cc:** Jeff Joyce <[joycej@brevard.edu](mailto:joycej@brevard.edu)>; Layton Parker (TCT) <[layton@explorebrevard.com](mailto:layton@explorebrevard.com)>

**Subject:** Chamber/TCT Contract for FY21 / 22

Jonathan,

Based on conversations with Jeff and Layton this week, I can share that the Chamber and TCT leadership are huddling up on the information they currently have and working on additional research for the best long-term plan for their

organization and their relationship with the other. Both have also expressed interest in moving forward with an agreement for the coming year (July 1 - June 30) to allow time to create a plan for the future. They also understand that there is a need for additional or amended language based on input from you, the county's attorney, and/or the auditor, and have asked that I reach out to see if you can share a recommendation in the near future. Let me know when you can and/or if there is anything that you need from me to provide recommendations? Thanks.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

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 **TCTDA - CoC Contract (2021-22) w-attorney edits.doc**  
73K

AGREEMENT TO MANAGE AND ADMINISTER THE SERVICES, DUTIES, & FUNDS  
OF  
TRANSYLVANIA COUNTY TOURISM DEVELOPMENT AUTHORITY

This AGREEMENT TO MANAGE & ADMINISTER THE SERVICES, DUTIES, & FUNDS OF TRANSYLVANIA COUNTY TOURISM DEVELOPMENT AUTHORITY, (hereinafter "Agreement" or "Contract") is made and entered into on this the \_\_\_\_\_ day of \_\_\_\_\_, 2021 by and between the Brevard/Transylvania Chamber of Commerce (hereinafter called "Chamber") and the Transylvania County Tourism Development Authority (hereinafter called "TCT").

WITNESSETH:

WHEREAS, Chamber is a not for profit organization with one of its purposes promoting business through the advancement of visitor and recreational interests in Transylvania County; and

WHEREAS, TCT is a public authority under the Local Government Budget and Fiscal Control Act, and is authorized pursuant to Resolution Number 053-86 of the Transylvania Board of County Commissioners to expend money collected from the accommodations tax to develop and promote visitation to Transylvania County, and is authorized to contract with either public or private agencies in furtherance of such purposes; and

WHEREAS, TCT desires to have Chamber perform—as an independent contractor—specific visitor development and promotional services as more particularly described hereinbelow on TCT's behalf, and Chamber mutually desires to perform said services:

NOW THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the undersigned parties agree to be bound by the following terms and conditions:

1. Term: This Agreement shall have an initial term of one year, which shall begin on July 1<sup>st</sup>, 2021 and shall end on June 30<sup>th</sup>, 2022. This Agreement will automatically renew on a monthly basis if notice to end this Agreement by either party has not occurred by December 31, 2021, or each subsequent month, essentially creating a six-month notice for the termination of this Agreement. In such a circumstance, the terms and conditions of this Agreement shall continue in full force and effect. In the event of such an extension under the terms of this Agreement, either party shall reserve the unilateral right to terminate this Agreement by providing the other 180 days written notice notwithstanding any other term or provision contained herein.

2. **Termination:** If either party wishes to terminate this Agreement prior to the end of the one-year term, they may request for early termination by providing the other party written notice of their desire to terminate with the requested termination date which notice shall be delivered in accordance with any Notice provision of this Agreement or otherwise actually delivered to such party. The receiving party shall have the option to: 1) approve the proposed effective date, 2) reject the notice to terminate altogether as ineffective and require the sender to comply with the terms of this Agreement. Failure of a receiving party, who receives notice of a request for early termination, to notify the sender as to its choice of options above within 30 days of the receipt thereof, shall result in the default choice of option one (1) as described hereinabove.

3. **Compensation:** During the fiscal year of 2022 (July 1<sup>st</sup>, 2021 – June 30<sup>th</sup>, 2022) TCT agrees to pay Chamber the sum of not less than two hundred and fifteen thousand dollars (\$215,000.00) for the services rendered to TCT by Chamber pursuant to this Agreement. TCT funding is contingent upon the budgeting of funds as allocated to TCT by the Transylvania County Board of Commissioners, and any other sources of funds which the TCT may acquire from time to time.

4. **Indemnification:** Chamber agrees to indemnify, defend, and hold harmless Transylvania County and TCT, their agents, employees, officers, directors, attorneys, accountants, and permitted assigns against any and all losses, liabilities, damages, deficiencies, judgments, settlements, interest, awards, fines, causes of action, penalties, taxes, assessments, charges, punitive damages, expenses, and other costs (including without limitation, Transylvania County and TCT's own attorneys' and paralegals' fees, expert fees, and other litigation expenses) suffered or incurred by Transylvania County and TCT arising out of or in connection with any breach, violation, or failure to perform any portion of this Agreement, federal or state statutes, rules or regulations, or common law that is attributable in whole or, to the extent reasonable, in part to Chamber's actions or the actions of any person whom Chamber may supervise or control, in any civil, criminal, administrative, arbitration, mediation, or other proceeding.

In addition to the duty to indemnify, Chamber specifically acknowledges and agrees that it has an immediate and independent obligation—regardless of whether the parties have paid any sums or incurred any detriment arising out of or relating, directly or indirectly, to any claims—to defend Transylvania County and TCT from any claim which actually or potentially falls within such indemnification provision, even if the allegations are or may be groundless, false, or fraudulent, which obligation arises at the time such claim is rendered in Chamber by Transylvania County and TCT and continues at all times thereafter. Chamber's duty to defend includes claims for which Transylvania County and TCT may be liable without fault or may be strictly liable. It is the express intention of the parties that Transylvania County and TCT will be entitled to obtain summary adjudication regarding Chamber's duty to defend it at any stage of any claim within the scope of this provision, and that Transylvania County and TCT will be entitled to recovery of legal fees in pursuing summary adjudication if successful.

Upon written request by either Transylvania County and TCT, Chamber shall immediately defend Transylvania County and TCT by attorneys and other professionals approved by Transylvania County and TCT. Notwithstanding the foregoing, Transylvania County and TCT may, in their sole and absolute discretion without waiver of the foregoing, engage their own attorneys and other professionals to defend or assist them, and, at the option of Transylvania County and TCT, Transylvania County and TCT's attorneys shall control the resolution of the claim or proceeding. Upon demand, Chamber shall pay or, in the sole and absolute discretion of Transylvania County and TCT, reimburse Transylvania County and TCT for the payment of reasonable fees and disbursements of attorneys, engineers, experts and other professionals connected therewith.

3. TCT Board Approval: TCT shall present its annual budget to the Chamber with the understanding that funds may only be dispersed by the Chamber on TCT's behalf as dictated by the budget. No unauthorized action taken by the Chamber which shall cause the expenditure of TCT funds, or be billed to the TCT for the reimbursement, therefore, shall be taken unless dictated by the budget or without first obtaining the written consent thereto of the TCT Board of Directors. In the event such unauthorized action is taken by the Chamber which attempts to cause the expenditure of TCT funds or be billed to the TCT for the reimbursement thereof, the parties agree that TCT shall not be liable for such unauthorized actions and Chamber accepts all liability, including but not limited to financial and legal liability, and shall finance said unauthorized action using non-TCT funds.
4. Chamber shall provide the following services to TCT:
  - a. At Chamber's discretion, it shall supervise, manage, and/or coordinate all TCT advertising and marketing activities whether through the Chamber staff or through an outside agency, including, but not limited to:
    - i. Overseeing and coordinating all primary elements of marketing and promotion for a destination management organization – advertising, public relations, website, email distribution, social media, collateral, billboards, signage, and local tourism partner programs,
    - ii. Collaborating with TCT board or assigned committee to create and fulfill an annual marketing plan defining all elements of planned marketing and promotion for each fiscal year.
  - b. At Chamber's discretion, it shall supervise, manage, and/or coordinate all TCT administrative and operational activities outside of advertising and marketing, including, but not limited to:
    - i. Supporting the TCT Board of Directors so it may adequately perform its legal and management duties, including but not limited to:

**Commented [PS1]:** As we have discussed, the County, ergo TCT, is unable to agree to indemnify another party. We suggest the following indemnification and duty to defend provisions.

Chamber agrees to indemnify, defend, and hold harmless Transylvania County and TCT, their agents, employees, officers, directors, attorneys, successors, and permitted assigns against any and all losses, liabilities, damages, defenses, judgments, settlements, interest, awards, fines, causes of action, penalties, taxes, assessments, charges, punitive damages, expenses, and other costs (including, without limitation, Transylvania County and TCT's own attorneys' and paralegals' fees; expert fees, and other litigation expenses) suffered or incurred by Transylvania County and TCT arising out of or in connection with any breach, violation, or failure to perform any portion of this Agreement, federal or state statutes, rules or regulations, or common law that is attributable in whole or, to the extent reasonable, in part to Chamber's actions or the actions of any person whom Chamber may supervise or control, in any civil, criminal, administrative, arbitration, mediation, or other proceeding.

In addition to the duty to indemnify, Chamber specifically acknowledges and agrees that it has an immediate and independent obligation—regardless of whether the parties have paid any sums or incurred any detriment arising out of or relating, directly or indirectly, to any claims—to defend Transylvania County and TCT from any claim which actually or potentially falls within such indemnification provision, even if the allegations are or may be groundless, false, or fraudulent, which obligation arises at the time such claim is tendered to Chamber by Transylvania County and TCT and continues at all times thereafter. Chamber's duty to defend includes claims for which Transylvania County and TCT may be liable without fault or may be strictly liable. It is the express intention of the parties that Transylvania County and TCT will be entitled to obtain summary adjudication regarding Chamber's duty to defend it at any stage of any claim within the scope of this provision, and that Transylvania County and TCT will be entitled to recovery of legal fees in pursuing summary adjudication if successful.

Upon written request by either Transylvania County and TCT, Chamber shall immediately defend Transylvania County and TCT by attorneys and other professionals approved by Transylvania County and TCT. Notwithstanding the foregoing, Transylvania County and TCT may, in their sole and absolute discretion without waiver of the foregoing, engage their own attorneys and other professionals to defend or assist them, and, at the option of Transylvania County and TCT, Transylvania County and TCT's attorneys shall control the resolution of the claim or proceeding. Upon demand, Chamber shall pay or, in the sole and absolute discretion of Transylvania County and TCT, reimburse Transylvania County and TCT for the payment of reasonable fees and disbursements of attorneys, engineers, experts, and other professionals connected therewith.

**Commented [PS2]:** This section added to address what occurs if unauthorized action by Chamber occurs.

**Commented [PS3]:** Added language I've added it to other provisions in this section.

In short, the more control the County gives the Chamber to conduct how it provides the services for TCT, the more likely TCT will be shielded from liability.

1. Communicating with the TCT Board as needed to facilitate meetings, record and distribute minutes of meetings, and provide reasonably necessary information to the Board,
  2. Reporting to the TCT Board certain monthly statistics for which a reasonable request may be made by the TCT Board as it sees necessary from time to time,
  3. Providing monthly activity and financial reports to the TCT Board and providing other financial information as directed herein, or as otherwise reasonably requested by the Board.
- ii. Managing budgeted funds while keeping an up to date and accurate record of all such financial transactions to meet goals of the TCT Board,
  - iii. Managing and processing all disbursement and collection functions in coordination with the Transylvania County Finance Office and Tax Office,
  - iv. Preparing and presenting regular reports of TCT to the Transylvania County Board of Commissioners in an open public meeting format if so required,
  - v. Supporting committees and programs dedicated to the fulfillment of TCT's role as a destination management organization, such as a grant program and/or sustainability efforts,
  - vi. Assistance, support, and communication with local tourism partners as is reasonably expected for a destination management organization,
  - vii. Representing TCT at local, regional, state, and national conferences or similar events,
  - viii. Duties as specified in a mutually agreed upon job description for the Executive Director and staff supporting TCT.
- c. At Chamber's discretion, it shall supervise, manage, and/or coordinate a vibrant visitor center with well-trained staff and/or volunteers providing necessary services, including, but not limited to:
- i. Greeting walk-ins, providing information, and responding to requests and otherwise generally assist such walk-ins with any reasonable needs or inquiries they may have,
  - ii. Receiving telephone calls on behalf of the TCT and respond to any requests or inquiries as a result thereof within a reasonable period of time after receipt,

- iii. Providing and maintaining in an organized manner, sufficient space, equipment, and supplies in the Visitor Center to appropriately welcome visitors to the community, and to display and adequately provide to visitors appropriate tourism promotional materials as may exist at the time of this Agreement or as may be developed by Chamber with TCT approval in the performance of this Agreement, or as may be provided to Chamber by TCT hereinafter.
  - iv. Coordinating brochure distribution to local partners and via mail to visitor/welcome centers and other individuals or organizations as requested,
  - v. Overseeing and managing a limited supply of retail product with TCT logo available for purchase at the visitor center,
  - vi. Represent TCT and host local information booth at key events in Transylvania County.
- d. At Chamber's discretion, it shall provide usage of a facility with appropriate office space to serve as headquarters for TCT, including, but not limited to:
- i. A location with a physical address to receive mail and perform other duties typically associated with the office of a destination management organization,
  - ii. Office space with basic furniture and supplies to accommodate staff dedicated to TCT duties at an appropriate level based on this Agreement,
  - iii. Available meeting space for TCT board and committees to use as necessary from time to time
- e. ~~At Chamber's discretion, it shall provide the necessary Chamber staff to adequately fulfill the terms of this contract, including, but not limited to duties as specified in a mutually agreed upon job description for the Executive Director and staff supporting TCT, as well as to otherwise perform the duties and obligations of Chamber to TCT as set forth herein.~~
- f. At Chamber's discretion, it shall exercise good faith in the comprehensive management of any staff, employees, independent contractors, or other agents with respect to assigning the duties and responsibilities thereof, and otherwise managing the staff and all other resources whether human or not, available and dedicated to fulfilling the services and obligations of TCT to the public.

**Commented [PS4]:** The ultimate factor in sharing liability in these contracts is one party's level of control over the other. Authority by TCT to direct, approve, manage, or otherwise the actions/positions of Chamber is evidence of an agency relationship which would open the door to TCT/County liability.

We suggest removing this language

- i. Chamber shall be solely responsible for the hiring, evaluation, compensation, benefits, maintenance of any insurance or withholdings tax that may be required, termination, and all other matters of a human resources related nature pertaining to the Chamber's employees or any other agent engaged by the Chamber whether directly or indirectly, to provide any services described herein to TCT or on TCT's behalf.
- g. TCT agrees to bear sole financial responsibility for all direct costs of visitor inquiry fulfillment and related services under the terms of this Agreement up to the amount budgeted and specifically authorized by TCT for each of the following items only unless otherwise agreed to and authorized by TCT in writing.
  - i. The cost of telephone/internet/cable service required for the visitor center and personnel primarily performing duties outlined in this Agreement,
  - ii. The cost of postage for bulk TCT mailings and for regular visitor and related correspondence,
  - iii. The cost of labels, envelopes, and all material necessary for brochures and other similar mailings for inquiries,
  - iv. The cost of all supplies required for information booths or other related services,
  - v. The cost of outside marketing and brochure distribution services engaged, if any,
  - vi. The cost of conferences and travel if solely related to visitors.

5. Evaluation process of the contractual services provided hereunder:

- h. The officers of the parties will conduct an evaluation of contractual services provided by the Chamber under this Contract each year in the month of April and at other times as necessary.
- i. Issues associated with this agreement should be promptly resolved through joint meetings of the officers of the Chamber and TCT.
- j. The annual negotiation process shall include negotiations for compensation of services and space provided by the Chamber, along with appropriate cost of living increases.
- k. The TCT budget year is July 1 to June 30. The Chair of TCT and the President of the Chamber are responsible to negotiate the annual

compensation paid to the Chamber by the TCT for tourism services including space in the visitor center by April 30 of each year.

The source of TCT funds is a government-imposed tax on accommodations and must be used for visitor promotion and enhancement as required by state law and official county government resolution. The failure to comply with this requirement may lead to civil or criminal remedies or prosecution for illegal conduct. Chamber understands the limitations imposed by law and hereby accepts liability for any violations of same that are outside the scope of this agreement.

Commented [P55]: This paragraph stands out from the rest in this section. I would conclude this paragraph with:

"Chamber understands the limitations imposed by law and hereby accepts liability for any violations of same that are outside the scope of this agreement."

## 6. Standard Contract Provisions

- i. **Notice:** All notices under this Agreement shall be in writing, and shall be deemed to have been duly given on the date of service if served personally on the party to whom the notice is to be given, or if mailed, on the date of deposit with the US Postal Service, to the party to whom notice is to be given by first class mail, postage prepaid, registered or certified, if properly addressed to the party at his address as set forth below, or at such other address as the party may hereafter designate by written notice to the remaining parties:

TCT:

Transylvania County Tourism Development Authority,  
Attention: Chair, 175 East Main Street, Brevard, NC 28712

Chamber:

Brevard/Transylvania Chamber of Commerce,  
Attention: President, 175 East Main Street, Brevard, NC 28712

- m. **Entire Agreement:** All prior or contemporaneous understandings and agreements of the parties are integrated and merged into this Agreement and the instruments and agreements specifically referred to herein. No other agreements or understandings exist prior to or contemporaneously with the execution of this Agreement which are not reflected in writing herein at the time of signing.
- n. **Modification:** This Agreement may be amended, modified, superseded, or canceled only by a written instrument executed by all of the parties hereto as stated in this Agreement. Notice or knowledge of any matter shall not constitute a waiver of any representation or warranty with respect to such matter. The waiver by any party of any breach of any provision shall not be construed as a waiver of any other provision by such party. Each party shall have the right to waive fulfillment of a condition or covenant or compliance with a representation or warranty of which it is the beneficiary, but such waiver may be made only by written instrument executed by such party.

- o. Severability: Any provision of this Agreement that is prohibited, unenforceable, or not authorized in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition, unenforceability, or non-authorization without invalidating the remaining provisions hereof or affecting the validity, enforceability, or legality of such provision in any other jurisdiction.
- p. Binding Agreement: This Agreement shall be binding not only upon the parties hereto but also upon their administrators, successors, and assigns.
- q. Non-Assignment: This Agreement shall not be assignable in whole or in part by either party without the express written consent thereto by the non-assigning party any such assignment upon which assignment, the terms of this Agreement shall remain binding in full force and effect upon any such Assignee.
- r. Rules of Construction: This Agreement has been reached by an arms length negotiation between the parties, and the rule of construction construing any ambiguity, vagueness, or other uncertain term hereof against the drafter shall not apply as against any party hereto. In addition, the headings of this Agreement are intended for organizational purposes only and shall not be relied upon in construing the meaning of any term herein.
- s. Section Headings: The section headings contained herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.
- t. Use of terms: Words used in this Agreement in the present tense include the future as well as the present; words used in the masculine gender include the feminine and neuter; the singular number includes the plural, and the plural the singular; and word "person" includes a corporation as well as a natural person.
- u. Standing and Authority: Both parties represent to the other that they are duly formed and validly existing corporate entities under the laws of the state of North Carolina, and that they are duly authorized by their internal governing documents, any applicable internal governing body, and the laws of the state of North Carolina to enter into the transactions contemplated by this Agreement and to execute this Agreement in their corporate capacities thereby binding their respective corporations to the terms of this Agreement.
- v. ~~Mediation as a Condition Precedent to Filing Suit: The parties hereby acknowledge and agree that all claims, disputes, or conflicts arising with respect to any provision under this Agreement, or any rights and obligations concerning the same, shall prior to any adjudication upon the merits in a court~~

~~of law of competent jurisdiction be submitted to a process of dispute resolution called mediation.~~

~~i. Mediation is that process which is described by North Carolina in its Alternative Dispute Resolution Program through the Dispute Resolution Commission. The parties agree that they will attempt to agree on a North Carolina Certified Superior Court Mediator with the understanding that this list is maintained by the North Carolina Dispute Resolution Commission. Should the parties be unable to agree, then that mediator who is next to be assigned on a case by Court Administration in Transylvania County will be used as the mediator. The parties shall share the costs of mediation equally and the parties agree to mediate in good faith.~~

w. Limitation of Liability: It is expressly understood and agreed by the Parties that nothing contained in this Agreement shall be construed to create a joint venture, partnership, associate, or other affiliation or like relationship between the Parties, it being specifically agreed that the relationship is and shall remain that of independent parties to a contractual relationship as set forth in this Agreement. At all times relevant to this Agreement, Chamber is to be an independent contract of TCT. As such, the County and TCT assume no liability or responsibility for Chamber's actions, including but not limited to claims arising out of injury, death, breach of contract, employment, or property damage caused by Chamber under the terms provided within this Agreement including any incidents occurring during the term of this Agreement, but for which claims may be made subsequent to such work.

x. Insurance: Chamber agrees to purchase and carry necessary insurance to provide coverage of any acts, omissions, and/or negligence of Chamber and/or which may occur on Chamber's property or property managed by Chamber, with combined single limits of no less than \$1,000,000.00 each occurrence and \$2,000,000.00 aggregate claims, and naming Transylvania County and TCT as additional insureds. Chamber shall be deemed primary for injuries caused by the negligence or willful misconduct of Chamber and its employees. Chamber further agrees to provide a certificate of insurance coverage to Transylvania County and TCT upon written request by either to Chamber.

y. Governmental Immunity: All of the County and TCT's duties and obligations required in this Agreement are traditional governmental functions. As such, nothing in this Agreement is intended to waive the County or TCT's governmental immunity or any other affirmative defenses which are otherwise available to it.

z. Discrimination: In consideration of the signing of this Agreement, the parties hereto for themselves, their agents, officials, employees and servants

**Commented [PS6]:** We recommend taking this out. This provision will delay a court ruling in the event that the County/TCT needs to obtain an expedited order to protect its interest. Further, the right to mediate is afforded to the parties through the standard practice of law in North Carolina and can be done without this provision.

**Commented [PS7]:** Added term to further build the "independent contractor" wall

**Commented [PS8]:** Added term

**Commented [PS9]:** Added term

**Commented [PS10]:** Added term

agree not to discriminate in any manner on the basis of race, color, creed, national origin, sex, age, handicap, or sexual orientation with reference to the subject matter of this Agreement, no matter how remote. The parties further agree in all respects to conform to the provisions and intent of any applicable Ordinances of Transylvania County. This provision is hereby incorporated into this Agreement for the benefit of Transylvania County and its residents, and may be enforced by action for specific performance, injunctive relief, or other remedy as by law provided.

- aa. E-Verify: The parties agree this contract complies with the requirements of North Carolina General Statute §64-25 et. seq. In this E-Verify Compliance Section, the words contractors, subcontractors, and comply shall have the meanings intended by applicable provisions of North Carolina General Statute Chapters §153A and 160A.
- bb. Governing Law: This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of North Carolina.
- cc. Choice of Venue: Any lawsuit filed based upon this agreement shall be filed within the jurisdiction of Transylvania County, NC, and both parties hereby waive their rights to the extent allowed by law to contest this venue and/or to request a transfer to another venue unless agreed to in writing by both parties.
- dd. Duplicate Execution: This Agreement may be executed in duplicate by the parties in which event each executed copy hereof shall be deemed an original document as between the parties.

Commented [PS11]: Added term

ONE SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the parties hereto, on the day and year first above written, having read and fully understanding the terms of this Agreement, have personally executed this Agreement, or have caused this Agreement to be executed in their corporate names by duly authorized officers, and all parties intend their signatures below to be interpreted as the placement of each party's legal seal upon this instrument, conveying with it all the rights and obligations that the placement of a legal seal may have under the laws of the State of North Carolina.

**BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE:**

BY: \_\_\_\_\_ (SEAL) \_\_\_\_\_  
SIGNATURE PRINT NAME

ITS: \_\_\_\_\_  
TITLE

**TRANSYLVANIA COUNTY TOURISM DEVELOPMENT AUTHORITY:**

BY: \_\_\_\_\_ (SEAL) \_\_\_\_\_  
SIGNATURE PRINT NAME

ITS: \_\_\_\_\_  
TITLE

I, \_\_\_\_\_ a Notary Public of the \_\_\_\_\_ County, NC, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged that he/she, as a duly authorized agent on behalf of TRANSYLVANIA COUNTY TOURISM DEVELOPMENT AUTHORITY, executed the foregoing instrument. Witness my hand official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Notary Public My Commission Expires: \_\_\_\_\_

I, \_\_\_\_\_ a Notary Public of the \_\_\_\_\_ County, NC, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged that he/she, as a duly authorized agent on behalf of BREVARD/TRANSYLVANIA CHAMBER OF COMMERCE, executed the foregoing instrument. Witness my hand official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Notary Public My Commission Expires: \_\_\_\_\_

This instrument has been preaudited in the manner required by the Local Government Budget and Fiscal Control Act.

---

**Re: TDA Staffing Structure**

1 message

---

Clark Lovelace <clark@brevardncchamber.org>  
To: "Millonzi, Kara Anne" <Millonzi@sog.unc.edu>  
Cc: "Layton Parker (TCT)" <layton@explorebrevard.com>

Fri, Jun 4, 2021 at 10:33 AM

Just checking back in. The zoom meeting is open.

**Clark E. Lovelace**  
Executive Director  
Brevard/Transylvania Chamber of Commerce  
Transylvania County Tourism Development Authority  
175 East Main St., Brevard NC, 28712  
Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)  
TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)



---

On Thu, May 27, 2021 at 3:11 PM Millonzi, Kara Anne <Millonzi@sog.unc.edu> wrote:

Sounds good. Best, Kara

---

**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Date:** Thursday, May 27, 2021 at 3:11 PM  
**To:** Millonzi, Kara Anne <Millonzi@sog.unc.edu>  
**Cc:** Layton Parker (TCT) <layton@explorebrevard.com>  
**Subject:** Re: TDA Staffing Structure

Thanks for responding.....I understand how busy things must be right now. Next Friday, 6/4, at 10:30am works for both of us. Let's connect via Zoom.

---

Clark Lovelace is inviting you to a scheduled Zoom meeting.

Topic: TCT Organizational Structure Options  
Time: Jun 4, 2021 10:30 AM Eastern Time (US and Canada)

Join Zoom Meeting  
<https://us02web.zoom.us/j/81779336688?pwd=WU0wVVNBcDc4L29lRks5QmtGVnBXUT09>

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Passcode: 164001  
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Dial by your location

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Find your local number: <https://us02web.zoom.us/j/kceHWaTM6t>

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**



---

On Thu, May 27, 2021 at 2:01 PM Millonzi, Kara Anne <[Millonzi@sog.unc.edu](mailto:Millonzi@sog.unc.edu)> wrote:

Hi Clark – I apologize for my delay. I am swamped right now responding to American Rescue Plan Act funding questions. I'm happy to set up a time to talk. Unfortunately, it looks like it will have to be late next week. I could talk on Friday, June 4 between 9 and 12. Does a time slot on that day work for you? Best, Kara

**Kara A. Millonzi**

**Robert W. Bradshaw Jr. Distinguished Professor of Public Law and Government**

**Faculty Lead, Lead for North Carolina**

**UNC Chapel Hill School of Government**

**[millonzi@sog.unc.edu](mailto:millonzi@sog.unc.edu)**

**919-962-0051**

**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Date:** Wednesday, May 26, 2021 at 10:07 AM  
**To:** Millonzi, Kara Anne <Millonzi@sog.unc.edu>  
**Cc:** Layton Parker (TCT) <layton@explorebrevard.com>  
**Subject:** Fwd: TDA Staffing Structure

Just checking back in to see if we can connect some time in the near future. Let me know. Thanks.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

**TCTDA: 828-884-8900 / 800-648-4523, [explorebrevard.com](http://explorebrevard.com)**



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----- Forwarded message -----

**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Date:** Wed, May 19, 2021 at 2:48 PM  
**Subject:** Re: TDA Staffing Structure  
**To:** Badgett, Rebecca <rbadgett@sog.unc.edu>  
**Cc:** Millonzi, Kara Anne <Millonzi@sog.unc.edu>

Thank you, Rebecca, for sharing the information and introducing me to Kara.

Kara, I would love to speak with you some time within the next week. As covered in the email conversation, we are exploring our options with regard to the staffing structure of our TDA. We currently contract with the local Chamber of Commerce to fulfill all of our administrative and operational needs. I, for example, work for the Chamber, but serve as the executive director of both the Chamber and the TDA, reporting to two separate boards. With the growth of occupancy taxes and breadth of all that the TDA is doing as the need for managing the destination continues to grow, the organization needs more than 50% of a director. We're trying to determine what options are available to us. Our County Manager and County Finance Director shared some preliminary information framing us similar to the Sheriff's Department as a component unit with us likely needing to convert to becoming more directly under the County as opposed to becoming a 501(c)(6). They also expressed that since our TDA is more than 50% of the total staff of the Chamber that the TDA may be considered the "controlling entity" and our current structure may not be appropriate.

So, I'm looking for guidance on all of this. I know these are complicated issues sometimes with unclear answers, but

it seems that you are likely to have some helpful information. I have pockets here and there on most days. Perhaps if you could give me a timeframe or two we could find a time in common. Thanks so much for your help.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

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---

On Tue, May 11, 2021 at 2:48 PM Badgett, Rebecca <[rbadgett@sog.unc.edu](mailto:rbadgett@sog.unc.edu)> wrote:

Hi Kara,

This morning I spoke with Mr. Lovelace, the director of the Transylvania County TDA. He has a few questions regarding what authority the TDA has to operate independent of direct county oversight. Based on our conversation, I think you are likely the faculty member who can best address his specific questions. I'll let you two connect from here.

Mr. Lovelace, per our conversation, below are a few blog posts that offer some initial guidance.

<https://canons.sog.unc.edu/may-a-tourism-development-authority-tda-borrow-money/>

<https://canons.sog.unc.edu/finance-officer-fidelity-bonds-when-are-multiple-bonds-required/>

<https://canons.sog.unc.edu/tdas-eligible-for-ppps/>

Thanks!

Rebecca

**From:** Clark Lovelace <clark@brevardncchamber.org>  
**Sent:** Monday, May 10, 2021 11:59 AM  
**To:** Badgett, Rebecca <rbadgett@sog.unc.edu>  
**Subject:** TDA Staffing Structure

Rebecca,

I obtained your name from Chris Cavanaugh, who I know in various ways, including his helping our TDA with a strategic plan a couple of years ago. We are currently considering available options regarding the staffing structure of our TDA. We're currently working with a contract for service with our local Chamber of Commerce (my role is director of both). Do you have some time this week to talk? If so, let me know of a window or two and I'll hopefully be able to set a specific time.

Thanks in advance for your help.

***Clark E. Lovelace***

**Executive Director**

**Brevard/Transylvania Chamber of Commerce**

**Transylvania County Tourism Development Authority**

**175 East Main St., Brevard NC, 28712**

**Chamber: 828-883-3700, [brevardncchamber.org](http://brevardncchamber.org)**

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## May a Tourism Development Authority (TDA) Borrow Money?

### About the author

Kara Millonzi



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This entry was posted on December 21st, 2015 and is filed under [Borrowing Money / Issuing Debt](#), [Constitutional Issues](#), [Finance & Tax](#), [Public Authority Finance](#), [Sales & Other Local Taxes](#).



A Tourism Development Authority (TDA) is a local government entity that is typically created by a county or municipality to administer and expend local occupancy tax proceeds. Generally a TDA is a separate legal entity from the county or municipality that established it, although it may be reported as a component unit of the local government for financial reporting purposes. A TDA is categorized as a public authority for purposes of the Local Government Budget and Fiscal Control Act ([G.S. Ch. 159, Art. 3](#)).

There is no general law authority for a county or municipality to levy occupancy taxes or to establish a TDA. Instead, this authority is set out in well over 100 local acts that each apply to one or a few jurisdictions. There has been significant standardization of the local acts authorizing local governments to levy occupancy taxes and establish TDAs over the past ten to fifteen years. In most cases, a county or municipality must establish a TDA and remit all, or a large portion of, the net proceeds of the occupancy tax as a condition of levying the tax. The TDA's governing board administers the tax proceeds and

makes funding decisions, subject to any statutory restrictions in the local act. A common restriction is that the money be spent to promote tourism and development within the unit's territorial boundaries.

Despite the standardization efforts, there are still significant variations in the authorizing language across jurisdictions. It is thus difficult to give general guidance on the function or operation of TDAs. The answers to most questions about a TDA's board structure, and the contours of its expenditure authority, are found only in the local act that authorized its creation. There are a few questions, however, that can be addressed more generally. One of these questions is whether a TDA may borrow money? The answer to this question is no. There is a way that a TDA can become indirectly involved in a borrowing transaction, though. Read on to learn more about this issue.

A TDA, acting by itself, has no authority to borrow money. That is because the North Carolina Constitution specifies that "[t]he General Assembly shall enact *general laws* relating to the borrowing of money secured by a pledge of the faith and credit and the contracting of other debts by counties, cities and towns, special districts, and other units, authorities, and agencies of local government." N.C. Const. Art. V, Sect. 4(1) (emphasis added). The constitution further provides that "[w]henver the General Assembly is directed or authorized by this Constitution to enact general laws . . . no special or local act shall be enacted concerning the subject matter directed or authorized to be accomplished by general or uniformly applicable laws, and every amendment or repeal of any law relating to such subject matter shall also be general and uniform in its effect throughout the State. General laws may be enacted for classes defined by population or other criteria." N.C. Const. Art. XIV, Sect. 3.

Thus, the General Assembly may not constitutionally confer the authority to borrow in a local act. The legislature has enacted a few general law provisions related to the collection and expenditure of occupancy tax proceeds. See G.S. 160A-215; G.S. 153A-155. However, none of these provisions authorize a TDA to borrow money.

Some of the local acts that authorize a county or municipality to establish a TDA, specify that a TDA may expend occupancy tax proceeds and other revenues to "finance" a facility that will be used to promote travel and tourism. The word "finance" is often interpreted to mean borrowing money. That is not its only definition, though. It also means, "to fund" or "pay for." Because the legislature may not give a TDA borrowing authority by local act, the term "finance," or any similar language in a local act, must be interpreted to have the latter meaning. That means that the TDA may fund a capital project with current revenues or savings, but it may not borrow money.

There is a way that TDAs become indirectly involved in a borrowing transaction. Any *unit of local government* may contract with one or more other units of local government to execute any undertaking that all of the parties to the contract are statutorily authorized to undertake. G.S. 160A-461. A *unit of local government* is defined to include a TDA. See G.S. 160A-460(2). If the local act authorizing a TDA allows its governing board to appropriate money for a capital project, the TDA could enter into an interlocal agreement with a county or city to fund the project. The county or city could commit to borrow the funds necessary to front the costs of the project. And the TDA could commit to make yearly appropriations to the local government to cover some or all of the loan payments.

There are a few limitations to this approach. First, although the Local Government Budget and Fiscal Control Act authorizes a TDA to enter into a binding, multi-year contract (see G.S. 159-13), the TDA can only commit money that it actually receives. Aside from fundraising efforts, a TDA typically does not have authority to generate its own revenue. If a TDA does not receive sufficient occupancy tax (or other revenues) in any given year, the county or municipality may have to cover the difference to make the loan payment. The second limitation is that most, if not all, of the local acts that authorize the establishment of a TDA set specific limitations on how the occupancy tax proceeds and other TDA revenues may be expended. A TDA board must ensure that whatever it is committing to fund is within its statutory authority.

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## Finance Officer Fidelity Bonds: When Are Multiple Bonds Required?

### About the author

**Kara Millonzi**



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This entry was posted on January 12th, 2012 and is filed under [Finance & Tax](#), [Financial Management & Oversight](#).



Prudence serves as a finance officer for a North Carolina county. As a condition of her initial (and continued) employment Prudence is required to obtain and maintain a “true accounting and faithful performance bond” with coverage of up to \$50,000. (The county pays the annual premium on the bond.) Recently, the county agreed to handle the finances for the local tourism development authority (TDA). The TDA is a public authority that was created by resolution of the county’s governing board, as authorized by a local act of the General Assembly. The TDA is funded mainly through occupancy tax proceeds levied by the county. It has its own governing board, whose members are appointed by the county commissioners. Pursuant to the agreement between the TDA and the county, Prudence maintains the TDA’s accounts, deposits and invests its funds, and disburses TDA monies according to the directives provided by the TDA’s governing board. Prudence also prepares the TDA’s financial reports. Because of the nature of the relationship between the TDA and the county, the TDA is considered a component unit of the county and its financials are audited along with the county’s financials.

Prudence is a cautious person by nature and a stickler for following all of the legal provisions that govern her job functions. She recently re-read the [Local Government Budget and Fiscal Control Act \(LGBFCA\)](#) and focused in on the “fidelity bond” requirement in [G.S. 159-29](#). Upon a close reading of the

statute, Prudence believes that she may need to obtain a second bond for the finance work she is performing for the TDA. Prudence raises this issue with the county attorney, John Q. Gambler, but he quickly dismisses her concerns. In his opinion, the \$50,000 bond that Prudence already has is sufficient to cover all of her duties as the county finance officer, including managing the finances for the TDA.

Who has the correct interpretation of G.S. 159-29, Prudence or Mr. Gambler?

My bet is on Prudence. The provisions of the LGBFCA apply to each “unit of local government” and “public authority” in the state, as defined in G.S. 159-7(b)(15) and G.S. 159-7(b)(10). As reflected in the different definitions, a unit of local government is a separate and distinct legal entity from a public authority for purposes of the LGBFCA. Each of these entities is independently required to comply with the provisions of the Act. For example, G.S. 159-24 requires each unit of local government and each public authority to appoint a finance officer to perform certain duties (including those specified in G.S. 159-25). And, according to G.S. 159-29, the finance officer for each unit of local government and each public authority must “give a true accounting and faithful performance bond with sufficient sureties in an amount to be fixed by the governing board, not less than fifty thousand dollars (\$50,000).”

In the hypothetical described above, that means that both the county and the TDA must appoint a finance officer, and the finance officer for each entity must secure a bond in an amount of at least \$50,000. The TDA may contract with the county to have Prudence serve as the TDA’s finance officer. Under such an agreement, however, Prudence is serving as the statutory finance officer for two different entities. And she must satisfy the bonding requirement for each of the entities. If Prudence serves as finance officer for both the county and the TDA and only secures one bond for \$50,000 she (and the TDA) have not fulfilled the statutory obligation. This is true even if the bond purports to cover all of the duties Prudence performs as the county finance officer. Prudence likely has two options to satisfy the bonding requirements. Under the first option, she can secure two bonds—each for at least \$50,000. The county would be responsible for paying the premiums on one bond and the TDA on the other. Alternatively, if allowed by the bonding agency (or surety), she could secure one bond, for at least \$100,000, that clearly covers Prudence in her separate capacities as finance officer for the county and as finance officer for the TDA. Under this second option, the bond should clearly designate both the government entities as beneficiaries or obligees in the amount of at least \$50,000 each.

There is case law support for this interpretation of G.S. 159-29. In *Board of Education v. Bateman*, 102 N.C. 52, 8 S.E. 882 (1889), the North Carolina Supreme Court held that a local school board could not proceed against the bond of a county treasurer even though the treasurer was statutorily obligated to also serve as treasurer for the school board. State law at the time required that the county treasurer give a bond “conditioned that he will faithfully execute the duties of his office . . . .” Another statutory provision required the county treasurer to also execute a treasurer’s bond “conditioned for the faithful performance of his duties as treasurer of the county board of education . . . .” In performing these duties, the Chowan county treasurer allegedly misappropriated \$170.64 (in 1889 dollars), and the school board sought recovery against the treasurer’s bond. Although the facts indicate that the county treasurer secured two bonds, the court found that both covered his duties as county treasurer, not his duties as treasurer for the board of education. Thus, although the county treasurer allegedly misappropriated school funds while performing his official duties for the county, the school board was not allowed to proceed against the treasurer’s bond.

The court distinguished the situation where a county officer is statutorily required to secure a bond for the faithful performance of his duties and, subsequently, the individual is assigned additional duties the performance of which do not statutorily require a separate bond. Under this scenario, the initial bond would be sufficient to cover the additional duties. But in this case there was an independent bonding requirement associated with the additional duties; thus the county officer was required to secure an additional bond (or ensure that a single bond satisfied both statutory requirements). According to the court,

[w]hen a law charging an officer with a new duty requires, in express terms, an additional bond for its faithful performance, or one embodying conditions different from those necessary in that already required, an official default in misapplying funds received by virtue of such statute is not held to be a breach of the bond conditioned for the faithful discharge of the duties of the office, even when it embraces the new duties only in general, and not in specific, terms.

The requirement for separate bonds is not limited to the circumstances described in the above hypothetical. When an individual serves as a finance officer for more than one unit of government or public authority, the individual should satisfy the bonding requirement in G.S. 159-29 for each separate entity. Furthermore, if an individual serves as a finance officer and as a tax collector, he or she must satisfy the bonding requirements in G.S. 159-29 and in G.S. 105-349. (Note that a finance officer may not serve also as a tax collector unless pursuant to written permission of the secretary of the Local Government Commission.)

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## Canceling and Rescheduling Meetings

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## **One Response to *Finance Officer Fidelity Bonds: When Are Multiple Bonds Required?***

1. *Kara Millonzi* says:

January 13, 2012 at 10:16 AM

Note that I updated my original post to clarify that if an individual serves as finance officer for two or more units of government and/or public authorities and he or she secures a single bond, that bond should specify both government entities as beneficiaries or obligees, each for at least the minimum amount of \$50,000. Thanks to Jones Norris for prompting this clarification!!

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## TDA's Eligible for PPPs

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**Kara Millonzi**



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This entry was posted on March 17th, 2021 and is filed under [Borrowing Money / Issuing Debt](#), [Finance & Tax](#), [Public Authority Finance](#).



#### **Translation: Tourism Development Authorities Now Authorized to Borrow Money Through the Federal Paycheck Protection Program**

A Tourism Development Authority (TDA) is a local government entity that is typically created by a county or municipality to administer and expend local occupancy tax proceeds to promote tourism in the local government or region. There is no general law authority to create a TDA. Instead, that authority has been given to several counties and municipalities through local acts, almost always in conjunction with the authorization of a local occupancy tax. A TDA is a separate legal entity from the county or municipality that established it, although it may be reported as a component unit of the local government for financial reporting purposes. Although the general purpose of TDAs across the state is the same, the specific powers and authorities of individual TDAs vary and are prescribed by the respective local acts that authorize their creation.

As discussed in a [previous post](#), TDAs may not borrow money, because that authority may not be conferred by the General Assembly by local act. The NC Constitution requires the General Assembly to authorize a local government entity to borrow money only through a general law enactment. (A general

law is defined in [Sect. 3 of Art. XIV of the NC Constitution](#).) The lack of borrowing authority presented a difficulty for TDAs looking to take advantage of a COVID-19 related federal stimulus program, known popularly as the Paycheck Protection Program or PPP. The General Assembly recently enacted a general law granting TDAs borrowing authority for the limited purpose of applying for PPP loans. *See Section 2.19 of S.L. 2021-3*, effective March 11, 2021.

### Federal PPP Loans

The Economic Aid Act to Hard-Hit Small Businesses, Nonprofits, and Venues Act (Title III) of the Consolidated Appropriations Act, 2021, P.L. 116-260 (Economic Aid Act), signed into law on December 27, 2020, expanded the previously established federal Paycheck Protection Program eligibility to certain Destination Marketing Organizations (DMO). Significantly, a DMO is defined to include NC TDAs. That means that at least some NC TDAs may be eligible to receive these federal loans. (Note that there are other eligibility requirements for a DMO to receive a PPP loan. For information on the implementation of the expanded PPP, eligibility requirements, and deadlines see the [US Small Business Administration: Department of the US Treasury Interim Final Rule](#). Additional guidance is also available on the [US Department of the Treasury's website](#).) But TDAs needed state law authority to borrow money in order to participate.

### State Law Authority for TDAs to Enter into PPP Loans

The General Assembly responded by granting general law borrowing authority to all TDAs for the limited purpose of participating in the PPP loan program.

To give this authority, the General Assembly enacted new, parallel Articles in Chapter 160A (for TDAs established by municipalities) and Chapter 153A (for TDAs established by counties), that explicitly allow a TDA to enter into a PPP loan and to comply with all of the requirements and limitations of the federal loan program. The state law also directs the TDA to apply for loan forgiveness in a timely manner, as authorized by the PPP. A TDA does not need permission from its establishing local government to participate in the PPP, but it must provide written notice to the municipality or county within 30 days of accepting a PPP loan. The TDA may not in any way obligate the State, municipality, or county to repay a PPP loan or otherwise pledge the credit of the State or a local government. The law envisions that most, if not all, TDAs will qualify for full loan forgiveness according to the federal program parameters. However, if a TDA must repay any portion of the loan, the new law authorizes the TDA to make those payments from occupancy tax proceeds remitted to the TDA on or after receipt of the PPP loan proceeds.

The state law authority sunsets on January 1, 2022.

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