**Transylvania County Tourism Development Authority (TCTDA)**

**Special Meeting Agenda**

**Minutes**

**April 8, 2022**

**8:30 am**

# Call to Order

* Voting Members Present: **Isaac Allen**, **Layton Parker**, **Aaron Baker**, **Dee Dee Perkins**, **Ali Lien, Larry Chapman**
* **Libby Freeman** attended remotely, an activated her camera at 8:30 AM.
* **Jessica Whitmire** attended remotely, with an activated camera on at 8:35 AM.
* **Paulette Todd was absent from the meeting.**
* Chamber of Commerce Staff : Clark Lovelace, MJ Gordon,
* County Staff: Jonathan Griffin, Mike McKinney
* Media: Jonathan Rich, Transylvania Times

Layton called to order 8:31 AM.

# Welcome

# Agenda Modifications

Layton inquired as to whether or not there were any modifications to the agenda. With no inquiries or modifications from the Board, Layton Parker moved to accept the agenda as presented, Dee Dee Perkins seconded the motion. After a roll call vote, all present voting members were in favor of the motion.

# Organizational Structure

## RFQ Update

Layton gave an update on the RFQ process and gave a brief historical overview of how the TDA had procured services in the past. There were two interested vendors. During the question and answer period, the Tourism Authority Board received questions from one of the organizations. At the prior meeting, the Chamber had requested an extension of the period to respond to the RFQ due to extenuating circumstances. At the prior meeting, the Board had voted in favor of such an extension. extended the response time allowed for the Chamber of Commerce, on Monday, April 4th, the Chamber of Commerce withdrew from the process.

After the overview, Layton opened the floor for questions or clarifications from the Board of Directors. Aaron Baker clarified for the record that the structure that has existed for the last 20 years will no longer exist on June 30th, 2022. Libby Freeman inquired of the Chair who was present in the room, and Layton disclosed who all was present in the room.

## County Personnel Plan consideration options / Budget Impact of Restructuring

**(These items were originally B and C on the agenda but were discussed simultaneously).**

Layton introduced this item and gave an overview of the process that went into the development of this proposal and gave a history of what actions the County has taken. The information discussed was the types of the positions that had been created by the County, the market ranges, as well as the administrative cost necessary to cover that from the County perspective.

During discussion of the administrative overhead, Ali Lien inquired about the administrative cost method, and how it would be invoiced and whether or not the number could be adjusted mid-year. It was confirmed by the Finance Officer that as soon as the administrative data has been analyzed and the report completed, that overhead numbers can be used for the purposes of the budget discussion, Isaac Allen inquired about the deadlines for the Tourism Authority and a brief overview of the dates required by the Fiscal Control Act followed.

Layton, as chair, provided documents for the Board’s review. Generally, the expected cost for the basic operations of the Authority is provided an estimate to the board that he estimates the total administrative cost to operate the authority in FY 2023 is likely to be approximately $425,000.

During this discussion, Layton introduced and discussed a historical comparison to the Jackson County Government and Jackson County Tourism Development Authority and suggested that process as a potential roadmap for the board to navigate.

No action was taken.

## Visit Center Real Estate Lease review / Office Administration Real Estate / Visitors Center (items D, E and F on the agenda were discussed simultaneously)

Layton introduced the lease for the visitor’s center for the first time to the full board and gave an overview of each agreement’s details, including cost and square footage. General discussion about the financial impact over the next three years followed, including additional concerns being raised about the costs of the leases on an annual basis and over the life of the agreement, and whether or not they aligned with the market values and accounting standards for long term leases.

The general consensus of the Board was to seek a shorter term for the leases, with one year or a right of first refusal on future year terms.

 No action was taken.

## Transition related to new COC Executive Director and identifying Clark Lovelace as Director of Tourism

Layton gave an update to the Tourism Authority Board and explained the recent transition of leadership at the Chamber of Commerce. A general discussion followed concerning the transition of roles over the next 90 days until the current Chamber contract ends on 6/30/22. Clark Lovelace indicated he would be responsible for Chamber through 4/30, and that by 5/1, he would be responsible for tourism programming at the Chamber through the end of the contract on 6/30.

No action was taken.

## Independent legal representation engagement option

Layton introduced this item on behalf of two board members and opened a discussion about whether or not the Tourism Authority should retain independent counsel. Layton discussed the option and discussed the research that had been done on the topic including the practices of the other Authorities and recommendations from the consultants. He read the contents of a letter from the County Attorney into the record. Aaron Baker identified himself as the board member who requested this. The finance offered described each TDA statute and resolution is unique and some more aligned with the County Commission which sometimes prevents the authority from having independent legal counsel. Layton referenced Henderson County, which is similarly aligned to County Commission of Transylvania County, yet has independent legal.

No action was taken, but Jonathan agreed to collect questions and transmit them to the Attorney.

# Audit Contract

Consideration of approval of contract for Martin, Starnes & Associates for $6,000

This item was introduced as an annual requirement. General discussion followed concerning need for annual audit, requirements of board members and the timing issues of how the audit process for the Authority flows through the County.

After discussion, Larry Chapman motioned to approve the contract with Martin Starnes & Associates at the previously discussed price of $6,000, seconded by Aaron Baker. After a roll call vote, all voting members present voted in favor of the motion.

# Old Businesses

## Resolution 7-2022 to establish a Grant Committee

Layton introduced and gave an update the progress of this item and how it was discussed at the prior meeting.

Chamber of Commerce Director Clark Lovelace introduced some feedback for the resolution:

* Adding consistency in naming of committee
* Adding flexibility that the membership not necessarily be three members of the Board
* Clarification on the approval authority and how full board is notified.

Layton asked for a motion to entertain this with those modifications, pending contingent on legal review of final language. Ali Lien made the motion, seconded by Dee Dee Perkins. After a roll call vote, all voting members presented voted in favor of the motion pending the clarification and final review of the County Attorney.

## Resolution 8-2022 to establish a Chamber of Commerce Committee

Layton introduced this resolution for consideration of the board. During discussion of the item, it was noted for the Board that the creation of a committee would require open meetings law too, but there was some feedback about whether or not the open meetings law would apply to the creation of the public body and if that would frustrate the goals of the committee.

After discussion of the item, Layton removed the item from the agenda and consideration when the discussion made the observation that the current voluntary joint task force is effective in the task of the relationship with the Chamber of Commerce.

## Public record request Reminder

There was a reminder of the existing public record requests, and that the Attorney had offered additional clarification regarding text messages.

# New Businesses

No items were presented for formal Board consideration. There was general discussion about formal request for the possibility of joint meeting with the TDA Board and County Commissioners. After discussion, no action was taken to request a formal meeting with the Board of County Commissioners. Larry Chapman suggested a preliminary meeting with County Administration and the Commission Chair prior to scheduling a joint meeting with all the County Commissioners to have more details and a plan to present versus an open discussion between both organizations.

Consensus was for there to seek the guidance of the County Attorney and the County suggested a representative from Teague Campbell (Natalia) that specializes in HR instead of Patrick Scott since the guidance was related to employment and ask for their assistance in developing a comparison of (A) implementing a County HR Personnel Plan versus (B) a plan similar to Jackson County where the TDA directly employees the staff through outsourcing the HR and payroll functions and the County finance department oversees that process to allow a detailed joint comparison and consideration to occur with the TDA Board, County Commissioners and County Administration.

No action was taken to request a formal meeting and that any discussion would be delayed until further guidance was received from Teague Campbell and preliminary discussions occur with County Administration and County Commission Chairman.

General discussion about the upcoming transition was had by the board and discussion about Teague Campbell support for comparisons.

# Public Comment

There was no public comment.

**Adjournment**

 At the end of the meeting at 12:15 PM, having completed its business, Larry Chapman moved to adjourn the special meeting, seconded by Aaron Baker. After a roll call vote, all votes were in favor of the motion.

**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.*