Request for Qualifications

Consulting Services for
Signage and Wayfinding Master Plan

Proposals due:
May 19, 2014
3:00pm

Qualifications shall be sealed and marked with Project Title.

Submit 3 original and 5 complete copies of the Response to:
Atlanta BeltLine Inc.
Attn: E. Fred Yalouris
86 Pryor Street SW, Suite 300
Atlanta, Georgia 30303

Refer questions to:
Atlanta BeltLine Inc.
Attention Meghan Injaychock
86 Pryor Street SW, Suite 300
Atlanta, Georgia 30303
minjaychock@atlbeltline.org
FAX: 404-477-3607
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Section 1.1: Purpose of Solicitation

Atlanta Beltline, Inc. (ABI) is requesting proposals from qualified design firms interested in providing planning and design services for a comprehensive master plan that incorporates current and future wayfinding and information conveyance needs of the Atlanta BeltLine program.

Section 1.2: Desired Outcome

This Request for Qualifications seeks to identify a team that will help ABI take a long-range and holistic view of its information conveyance needs as well as provide an update to the existing signage and wayfinding typology. The contract will focus on a flexible and functional wayfinding master plan with design and fabrication specifications for future implementation over the remaining life of the program.

ABI seeks to develop a versatile, comprehensive approach to providing signage and wayfinding in and around the Atlanta BeltLine planning area that will address three main goals for Atlanta’s residents and visitors:

1. Informational guidance on public safety (mile markers, rules, etc),
2. Directional guidance for amenities along the Atlanta BeltLine and within Atlanta BeltLine neighborhoods,
3. Educational elements of the Atlanta BeltLine program (arboretum, historical points of interest, cultural destinations, art installations, etc).

Section 2.1: Atlanta BeltLine Overview

The Atlanta BeltLine is a transformative project, shaping the way Atlanta will mature as a great city by creating parks, trails, transit, and new development along a 22-mile loop of historic rail segments that encircle the city’s urban core. Over the previous two decades, the metro region has grown as quickly as any major metropolitan area in recent U.S. history. However, the Atlanta region’s growth has come primarily in the form of widely spread, disconnected pockets of development. Increasingly, residents and businesses throughout the region experience the negative consequences of such unplanned growth—long commutes, poor air quality, auto dependency, and limited public space. Moreover, this sprawling development pattern has led to uneven economic activity. While the region has experienced unprecedented growth and job creation, many areas, particularly older inner core portions of the city, have suffered from flight and disinvestment.

The Atlanta BeltLine—by attracting and organizing a portion of the region’s future growth around parks, transit, and trails located in the inner core of Atlanta—will change this pattern of regional development and lead to a vibrant and livable Atlanta with an enhanced quality of life for all city residents. The revival of this inner core reflecting a historically industrial landscape will become the uniquely Atlanta solution and exemplary national model for effectively managing growth by providing:
• A connected 2,000 acre network of new and restored parks, greenspaces, urban farms and arboretum;
• 33-miles of trails linking 45 neighborhoods once severed by rail and industry;
• A 22-mile light rail streetcar transit loop providing an alternative to auto trips among jobs, residences, and cultural attractions;
• Pedestrian friendly streetscape improvements along 46 miles of existing and new roads;
• Mixed-use development that supports transit, parks and trail, and businesses;
• Preservation of surrounding single-family neighborhoods;
• Increases in affordable workforce housing;
• Preservation of historic landscapes, buildings and structures;
• Environmental remediation of brownfield areas; and
• Public art installations.

Section 2.2: Project Background and Existing Conditions

To date, nearly seven miles of completed multi-use trails have been opened along the corridor. These include:

- West End Trail – 2.4 miles opened in two phases in 2008 and 2010;
- Northside Trail – 1.0-miles opened in 2010;
- Eastside Trail – 2.25 miles opened in 2012; and
- Southwest Connector Trail (Phase 1) – 1.15 miles opened in 2013.

ABI expects to break ground on the following two additional trail segments in 2014:

- Eastside Trail Extension – 1.25 miles to be completed in 2015
- Westside Trail – 2.5 miles to be completed in 2016

Additionally, approximately seven miles of interim hiking trails are currently open to the public.

Each of the completed trail segments has differing site characteristics: the Eastside Trail is the first in-corridor trail segment; the Northside Trail runs within and connects several existing City parks; the West End Trail runs primarily along existing City streets. Because the trail segments were designed and constructed over a five year period by multiple implementation partners, there currently is no cohesive design characteristic of the existing signage and wayfinding. Most of the signage and wayfinding provided along these initial trail installations were required for basic regulatory purposes and strategically placed at each major ingress and egress to the trail. Additional signage has been placed along City ROW’s to direct residents and visitors to the various trail segments. Additional interim
signage has been installed in various forms and styles at several locations to fulfill temporary informational purposes.

Section 3: Scope of Work

ABI seeks to develop a signage and wayfinding system for use in and around its corridor amenities. This shall include a flexible and functional typology for permanent and temporary signage, as well as creative alternatives to traditional signage types, such as engraved hardscape and vertical elements, moveable and variable signage, and other ways of imparting information and elaborating the Atlanta BeltLine brand.

The Master Plan shall address wayfinding needs extending along, to and from the Corridor connecting each intersecting street to a logical distance from the Corridor. For the purposes of this RFQ, the logical distance shall be established by logical termini for pedestrians and cyclists (e.g. parks, large shopping centers, schools, major arterials); as well as major vehicular travel routes.

The scope of work shall include a review of current ABI and related City of Atlanta signage and wayfinding. The scope shall also include a review of best practices for addressing public safety through signage and wayfinding.

Appropriate attention should be given to the following issues:

- Ability to accommodate the project’s growth and change over the next 20 years;
- Thoughtful interface with the City of Atlanta’s signage and wayfinding system;
- Ability to relocate certain signage and wayfinding and information elements;
- Ability to add to or change content on certain signage and wayfinding typologies;
- Manageable costs (design, fabrication, & installation);
- Ease of manufacture, preferably by local businesses;
- Use of Atlanta Beltline logos and other branding devices; and
- A signage typology / style guide (including fabrication specifications) that is easily implemented over a long period of time.

Within the Atlanta Beltline signage and wayfinding system, the following categories, at a minimum, are to be included:

- Regulatory (MUTCD, City, trail rules, etc.);
- General wayfinding (within the corridor, mile-markers, to and from the corridor, street and neighborhood identification, trail connections, etc.);
- Transit (system information, station information);
• History (cultural/social, historic buildings/features, railroad features);
• Art (temporary, permanent);
• Urban Farm (evolving network);
• Arboretum (educational, tree identification);
• Beltline Spaces (natural features, views, sites, etc.);
• Donors, sponsors, adopters;
• Health and exercise; and
• Atlanta Beltline information and advertising.

**ABI’s Responsibilities**
ABI has assigned a Project Manager to oversee the successful Respondent’s work and provide support as needed. In addition, ABI will provide Community Engagement coordination for public meetings as a part of its obligations under the Agreement. Respondent will be required to assist ABI in its outreach efforts. Additional specific requirements will be determined during contract negotiations.

**Deliverables**
Deliverables as listed below shall be considered to be those tangible work products to be delivered to ABI such as reports, draft documents, data, interim findings, drawings, schematics, meeting presentations, final drawings and reports. All deliverables will become the property of ABI.

Deliverables shall include, at a minimum, the Master Plan document with narrative including:

• Description and graphic rendering of each type of sign and wayfinding element recommended including material, dimensions, fonts, graphics, installation details, opinions of probable manufacturing costs and other relevant information for the overall corridor and its surrounding connections;
• Location parameters/guidelines for each type of sign and wayfinding element;
• Recommended signage and wayfinding integration plans for the following existing corridor segments including on-street signage directing visitors and residents to the Atlanta BeltLine:
  o Eastside Trail (Monroe Drive to Memorial Drive);
  o Westside Trail (Lena Street to University Avenue);
  o Southwest Connector Trail – Phase 1 (Westwood/Rogers to Lionel Hampton Trail);
  o West End Trail (White Street/Muse Street/Langhorn Street/Westview Drive); and
  o Northside Trail (Goodson Lane to Colonial Homes Circle).
Section 4: Project Team Qualifications

Submitters should possess the following:

- Experience in the creation and implementation of clean and logical signage and wayfinding packages for a variety of public facilities involving the integration of public parks, trails and light rail streetcar transit systems;
- Experience designing to Manual on Uniform Traffic Code Devices (MUTCD) codes on signage;
- Experience in the design of a signage and wayfinding specification package from conceptual design to fabrication and installation, with special consideration given to short-term care and long-term maintenance;
- Experience in leading collaborative processes with public and private stakeholders;
- Experience working and communicating remotely if firm is not local to the Atlanta region;
- A minimum of 10 (10) years demonstrated experience in the design and implementation of signage and wayfinding systems;
- Have or can acquire all applicable licenses and registrations to perform design services in the State of Georgia.

Section 5: Submission Requirements

Process

Issuance of this RFQ is intended to produce a short-list of firms or teams best qualified to participate in a selection interview. Only those firms or teams, who responded to the RFQ and meet or exceed the requirements of the RFQ, as determined by ABI, will be eligible.

The process may be cancelled at any time if, in the opinion of Atlanta BeltLine, Inc., the project goals will not be achieved by awarding a contract or the firms or teams are considered non-responsive. The process may be revised at any time during the solicitation, selection, evaluation and negotiation phases up to final award.

DBE Participation:

ABI is committed to the practice of non-discrimination in the selection of team members and relationships with subcontractors with a desire to reflect diversity in the participation of companies engaged in the Atlanta BeltLine effort. ABI has a DBE participation goal of 30% for each of its contracts. ABI strongly encourages participation by DBE (FBE, MBE and SBE entities) in all contracts issued by ABI. ABI anticipates that as a part of a responsive submittal, DBE participation will be included or the responder is a DBE firm. All respondents shall include specific information on the role of DBEs on their team. Minority and Female Owned Business Enterprises must be certified by the Georgia Department of Transportation, the City of Atlanta, Georgia Minority Supplier and Development Council, MARTA, or the
Federal Government. SBE participants must be certified by the Small Business Administration or the City of Atlanta. Applicants must include copies of F/M/S certifications for their sub-contractors with their Proposals.

**Submittal Requirements:**
Responses must be clear, succinct and **not to exceed fifteen (15) double sided pages**, excluding Response Forms and Attachment materials. Respondents who submit more than the pages indicated may not have the additional pages of the response read or considered.

All submittals will be evaluated on the completeness and quality of the content. Only those Respondents providing complete information as required will be considered for evaluation.

All submittals, proposal materials and addendum attachments will become part of the public file on this matter, without any obligation or liability to ABI. All costs incurred by the Respondent in preparation of the responses to this solicitation, including presentations to ABI and/or for participation in an interview shall be borne solely by the Respondent; ABI shall not be liable for any of these costs. At no time will ABI provide reimbursement for submission of a response.

1. **Cover Letter**
   A Cover Letter should be attached to every Response. The Cover Letter must be no longer than 2 pages and include the following:
   - RFQ number and project title;
   - Name(s) of the person(s) authorized to represent the Respondent in any negotiations;
   - Name(s) of the person(s) authorized to sign any contract that may result;
   - Contact person’s name, mailing or street addresses, phone and fax numbers and email address

   A legal representative of the Respondent, authorized to bind the Respondent in contractual matters must sign the Cover Letter.

2. **Firm Description**
   Describe your firm’s legal structure, areas of expertise, length of time in business, number of employees, and other information that would be helpful in characterizing the firm. Describe the firm’s internal procedures and/or policies associated or related to work quality and cost control. Describe the resource availability to perform the work for the duration of the project. Provide the address of the firm’s home office and the address of the office that will manage the project, if different. If submitting as a joint venture team, provide additional information for all other sub-consultants.

3. **Project Team**
   Include an organizational chart and task matrix detailing the division of responsibilities for all team members represented. Provide a professional resume for the key personnel, including key personnel of any joint venture member, or major sub-consultants proposed to be assigned to
the project. Describe their unique qualifications and relevant experience on similar or related projects. Describe key personnel’s proposed roles and responsibilities on this Project. Resumes should be included in the Attachments – Supporting Materials section of the response.

Response submittals must identify a proposed Project Manager who would be responsible for the day-to-day management of project tasks and would be the primary point of contact with your firm. Include the billing rates for the Project Manager and other key personnel. Describe the Project Manager’s experience with similar projects and with managing and leading interdisciplinary teams. List other projects to which the proposed Project Manager is currently assigned.

4. Team Experience

Submit a minimum of five examples of projects that are reflective of the subject of this RFQ. For each example identify the type of project, size, budget, company’s role, client name and contact information, and indicate what role (if any) the proposed Project Manager or other team members had.

When submitting projects for which an individual firm worked in an auxiliary capacity or in a joint venture or partnership, please include the name of the lead firm.

Please remember that any extensive descriptions of vaguely related projects are discouraged and could negatively impact the overall outcome of the evaluation.

5. Project Approach

Through a scoring item, ABI will evaluate the Proposer’s approach and commitment to delivering design solutions for the Signage and Wayfinding Master Plan that meet or exceed the minimum technical requirements as defined herein. The approach shall include preparation of conceptual plans or renderings, graphical representations, and narrative descriptions as necessary to enable ABI to understand and evaluate the Respondent’s approach to preparing the Master Plan.

Describe the tasks that must be accomplished in order to complete the Project. Provide a narrative description of how the firm proposes to work with ABI and its stakeholders to fulfill the established goals and execute the tasks during each phase of the Project. Identify the processes and products that would result from each task. Your firm should rely on its expertise and experience with similar projects to demonstrate how it will effectively complete the proposed Project. Provide a proposed schedule to complete the Scope of Work and a breakdown of major tasks.

If applicable, discuss any unique aspects of the Project, alternative approaches ABI might wish to consider or special considerations related to programmatic/funding requirements.
6. Response Forms

The following forms found in Section 8 must be completed and submitted with the response:

- Technical Proposal Submission Form
- Disadvantaged Business Enterprise Utilization Plan
- Form of Business
- Receipt of Addenda

7. Supporting Material

Supporting material may include resumes and other information pertinent to the Project.

Section 6: Evaluation Criteria

Each response shall be evaluated on the following criteria, weighting and maximum points as follows:

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**TOTAL MAXIMUM POINTS** 100 Points

An evaluation committee convened by ABI will evaluate the proposals. At the discretion of ABI, follow-up interviews may be conducted before a final selection is made. The interview will focus on the proposal presentation, interpersonal skills, ability to organize data, and master planning vision.

Protests

Any protest of the RFQ solicitation documents or process shall be submitted for resolution to Atlanta BeltLine, Inc.’s Chief Procurement Officer, 86 Pryor Street, Suite 300, Atlanta, GA 30303.

Such protest shall be in writing and shall be supported by the information necessary to enable the protest to be considered. A protest will not be considered if it is insufficiently supported or it is not received within the time limits specified herein. A protest based upon terms, conditions, or form of a proposed procurement action shall be submitted so that it is received by ABI no later than ten (10) calendar days following notification of the action by ABI. A written final determination on any protest will be rendered by ABI and shall be provided to the protester as soon as practicable.
Section 7: Schedule

Schedule
It is contemplated that the term of the contract shall be for a period not to exceed twelve (12) months for the services required.

Questions
Questions and requests for clarification regarding this RFQ must be directed in writing, via email or fax to the person listed in this RFQ. The deadline for submitting such questions/clarifications is shown below. All responses of a material nature will be shared with all registered firms/teams.

Response
By submitting a response, the Respondent is accepting the Terms and Conditions found in Section 8.

Responses due
Sealed responses must be received no later than the date and time and at the location specified on the cover of this solicitation. The outside of the envelope shall plainly identify the RFQ number, the project title and the name and address of the Respondent. Responses received after time or date listed herein shall not be considered. Responses received after the scheduled closing time for filing will be returned to the Respondent unopened.

Schedule Dates
RFQ Issued March 24, 2014
Deadline for submitting questions May 2, 2014
Responses Due May 19, 2014, 3:00pm
Evaluation of Responses June 6, 2014
Team Presentation/Interviews (if needed) Week of June 16, 2014
8.1: Atlanta BeltLine RFQ Reference Map

- Finished/In Design Trail
- Hiking Trail
- Proposed Trail

Northside Trail
Eastside Trail
SW Connector Trail
West End Trail
Westside Trail
8.2: Terminology

This section consists of abbreviations, definitions, and general rules of interpretation.

**ABI.** Atlanta BeltLine, Inc. – project manager and technical lead for the Project, and the contracting entity.

**Apparent Successful Responder.** The Responder that demonstrates the qualifications and experience that ABI, in its sole opinion, considers the best overall value in accordance with the procedures set forth in the RFQ. The apparent successful Respondent will not be awarded the Contract if:

- A. The Respondent fails to comply with all applicable pre-award and pre-execution requirements of the RFQ and/or Contract,
- B. The parties are unable to reach agreement during negotiations on the final terms of the contract, or
- C. ABI chooses not to award a contract.

**COA.** The City of Atlanta.

**DBE.** Disadvantaged Business Enterprise, a company certified through one of the programs listed in this RFQ as acceptable to ABI that meets the guidelines specified herein.

**Design Documents.** Design Engineer produced drawings, specifications, calculations, records, reports or other documents, special process procedures (as necessary), which may be used for manufacturing, fabrication, installation, testing, and examination.

**Design Manager.** The person on the Design Team who will be responsible for the management and integration of all design components resulting from this contract. The Design Manager shall be responsible for all aspects of the design including the quality of the end product. The Design Manager’s duties shall include, but are not limited to, oversight, and quality control of:

- A. Design reports;
- B. Site investigations and reports;
- C. Analytical approach;
- D. Basis of design documents;
- E. Drawings and specifications for conformity with the Contract Documents, and for compliance with codes, permits, and regulations;
- F. Maintenance of project schedule and budget;
- G. Coordination of design compliance with the findings of constructability reviews; and
- H. Field design changes.

**Notice to Proceed.** “Notice to Proceed” means “Notice to Commence Work”.

**Owner(s).** The legal or record owner of the property on which the Project is to be constructed will be
the City of Atlanta or ABI, depending on locations.

**Plans.** When the context so indicates, “Plans” mean applicable conceptual, planning, design and construction drawings including plan, profile, typical cross sections, Working Drawings, Standard Details, Supplemental Standard Details, and supplemental Drawings or reproductions thereof or electronically displayed equivalents that show the location, character, dimensions, and details of the Work.

**Project Records.** Records or data of any type on any media including those produced by the Designer of Record or its consultants, subcontractors, suppliers, or manufacturers that are related to the Project. Project Records may include, but are not limited to:

A. Plans,
B. Working Drawings,
C. Specifications,
D. design notes and computations,
E. manufacturer’s recommendations,
F. catalog cuts,
G. schedules and schedule updates or revisions,
H. quality control Plans and related documentation,
I. As-built records,
J. Progress Meeting records,
K. Partnering records
L. correspondence
M. DBE participation records
N. including e-mails, and
O. any other documents related to the scope of work.

**Stakeholder.** A person or group with an interest in the successful completion and subsequent use of a project.
**8.3: Terms and Conditions**

**Contract Terms and Conditions**
ABI wishes to develop a contract that appropriately places risk with the party most able to address the issue, to ensure that all parties to the contract are appropriately protected and to maintain their responsibility to serve as an effective steward of public funds while advancing the Project. Proposed terms and conditions will be provided to those firms or teams selected to advance to the presentation / interview stage of the solicitation process.

**Organizational Conflicts of Interest and Excluded Parties**
An organizational conflict of interest exists when the nature of the work to be performed under a proposed contract may, without some restriction on future activities, result in an unfair competitive advantage to the consultant or impair the consultant’s objectivity in performing the work.

Clarifications may be sought by submitting a letter requesting clarification and stating the reasons why the firm believes potential organizational conflict of interest exists. In preparing this solicitation, a review of existing contracts with ABI should be undertaken, and the Consultant will make known any consultants, subcontractors or sub-consultants that are specifically excluded from participating in this solicitation.

ABI’s existing prime or lead Consultants, subcontractors or sub-consultants are excluded from being eligible to submit a response to this RFQ except under the following circumstances:

- who completes the certification of no organizational conflict of interest; and
- whom Atlanta BeltLine, Inc. Legal Counsel agrees has no organizational conflict of interest.

If the above conditions are met, the firm may be considered eligible to participate in this RFQ.

**Code of Ethics**
ABI’s Code of Ethics applies to this solicitation. The Code of Ethics is included in Section 8.

**Change of Team Members or Key Personnel**
Inasmuch as firms and/or teams will be judged based on their response to the RFQ, any subsequent changes to the composition of the Respondent that was rated by the Evaluation Committee may result in a different ranking of the team and/or may result in the firm and/or team failing to be determined to be qualified to perform the work.

In order for a Proposing firm/ team to remain qualified to submit a proposal, the designer or a Joint Venture team identified in the response to the RFQ must remain on the team for the duration of the procurement process and any subsequent contract award.
Background Checks and Drug Testing
The selected designer may be required to implement a drug free workplace program including pre-employment testing and background checks including social security number verification. Any employee assigned to the project may be subject to background screening through “Livescan” administered by the Georgia Bureau of Investigation.

Federal Work Authorization
Not Applicable.

Prevailing Wage
Not applicable.

Proprietary Information
Atlanta BeltLine, Inc. recognizes that material in its possession or in the possession of the City is subject to public examination and copying under the Georgia Open Records Act, OCGA §50-18-70, et.seq. (the “Act”). The Responding firm/team has the obligation to identify proprietary information and trade secrets by clearly marking the documents “Trade Secret” as required by the Act. If Atlanta BeltLine, Inc. receives any request under the Act to examine or copy any of the Proprietary Information obtained pursuant to this Agreement, it will immediately notify Responding firm/team of such request and will respond to the requesting party within the time allowed by law, indicating to the requesting party that the information requested constitutes trade secrets and therefore is considered by Atlanta BeltLine, Inc. to be exempt from disclosure under the Act. Notwithstanding the foregoing, it shall be the obligation of the Responding firm/team to take appropriate, timely legal action to secure the nondisclosure of the information requested, at its sole expense. Atlanta BeltLine, Inc. and the City shall cooperate in any action at law or equity in any court of competent jurisdiction to permit the Responding firm/team to seek a protective order or other relief to prevent the disclosure of the Proprietary Information of Responding/ team to parties requesting disclosure under the Georgia Open Records Act.
# 8.4: Code of Ethics

## CODE OF ETHICS

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OVERVIEW
The following is the Code of Ethics (the “Code”) to which board members and employees of the Atlanta BeltLine, Inc. (“ABI”) are held accountable. The Code is not intended to serve as a comprehensive rulebook but, rather, as a guide to help an individual make the ethical choice. Each employee should use good business judgment in his or her actions to prevent ethical issues.

The purpose of the Code is to protect ABI by prohibiting any official or employee of the company from engaging in activities that would hinder the integrity of the organization. The Code establishes the highest standards of honesty and independence. It recognizes that each board member and employee of ABI must avoid even the appearance of impropriety in any business dealings.

Each board member and officer of ABI shall also comply with the ethical statutes, rules and regulations of the State of Georgia (O.C.G.A. § 21-5-1 and § 45-10-1) and the City of Atlanta (Code § 2-801 et seq.).

This Code is not intended to replace any conflict of interest policy to which a board member or employee is obligated to comply based upon their employment or political status.

DEFINITIONS
“Celebration” refers to closing dinners and program celebrations, ribbon cuttings, grand openings, etc.

“City” refers to the City of Atlanta.

“Code” refers to this Code of Ethics for the Atlanta BeltLine, Inc.

“Contractors” refers to all persons and entities that furnish products and/or services to ABI under a service or consulting agreement.

“Covered Persons” refers to ABI’s board members, officers, and employees, both full and part-time.

“Ethics Officer” refers to the General Counsel of the Atlanta BeltLine, Inc.

“Family Member” refers to a Covered Person’s spouse, father, mother, son, daughter, brother, sister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, half sister, domestic partner or a person living in a stable family relationship with any employee. It also includes members of a Covered Person’s household, whether or not they are related to the Covered Person.

“State” refers to the State of Georgia.

GENERAL
It is essential to the proper operation of ABI that Covered Persons be independent, impartial, and, at all times, act to avoid conflict of interest, impropriety or the appearance of impropriety when acting for or
Fiduciary Duty:
As a fiduciary of ABI, every Covered Person shall exercise good faith when acting on behalf of ABI. Covered Persons owe a duty to ABI to advance ABI’s legitimate interests when the opportunity to do so arises. Covered Persons should avoid situations that influence their ability to act solely in the best interests of ABI or interfere with their objectivity.

Conflicting Interest:
A Covered Person is deemed to have a conflicting interest in a decision or action if he or she or a Family Member has a personal or financial interest in that decision or action. A personal interest is any interest arising from relationships with Family, business, partnership, or corporate associations. A financial interest is one which shall yield, directly or indirectly, a material monetary or other benefit to the Covered Person or Family Member.

Participation in ABI Programs:
Covered Persons and Family Members are prohibited from participating in any program of ABI for which the Covered Person has a direct responsibility, oversight, audit or decision-making authority. To the extent a Covered Person is permitted to participate in a program of ABI, ABI will not grant a discount, waive fees or make adjustments from established market rates.

Participation in Celebrations:
Covered Persons are allowed to participate in Celebrations where ABI has contributed to the matter being celebrated and participants are customarily invited to attend the Celebration.

Requirement to Disclose:
Covered Persons are required to disclose any personal or financial interest and any situations that would reasonably give rise to a conflict of interest. This disclosure must be made in writing prior to participating in any decision or action, unless the disclosure occurs in a public meeting where there is a public record.

A Covered Person shall not vote for or against, discuss, decide, remain present in a meeting during a discussion or otherwise participate in a matter in which he or she has a conflicting personal or financial interest except by express approval of the Ethics Officer.

Improper Influence:
No Covered Person shall attempt to use his or her position to influence any ABI decision or action relating to an organization, entity or activity in which he or she knows or has reason to know that he or she or a Family Member has a personal or financial interest.

Corporate Opportunity:
Covered Persons are prohibited from personally taking opportunities that are discovered through his or
her position with ABI, using ABI’s property or information for personal gain, or personally competing with ABI for business opportunities.

Confidential Information:
No Covered Person shall disclose confidential information regarding the property, operations, policies, or affairs of ABI, except when authorized or required to do so by state or federal law, court order, or lawful subpoena. No Covered Person shall use confidential information acquired in an official capacity to advance the financial or personal interest of the Covered Person where such interest would conflict with the legitimate interests of ABI.

ANTI-DISCRIMINATION POLICY
ABI will not discriminate against any program applicant, partner, client, potential client, vendor, potential vendor, employee, or applicant for employment on the basis of race, sex, age, color, religion, national origin, marital status, disability status, veteran status, sexual orientation, or any other basis prohibited by federal, state or local law.

Philanthropic or political preferences and campaign contributions, activities or sponsorships are personal and are not considered conditions of employment or promotion by ABI. No Covered Person shall compel, coerce, or intimidate any other Covered Person to make or refrain from making a philanthropic or political contribution.

EMPLOYEE RELATED MATTERS

Business Gifts:
Employees must use their best judgment to avoid situations that compromise, or even appear to compromise, ABI’s ability to make objective and fair business decisions.

The purpose of business entertainment and gifts is to create goodwill and sound working relationships, not to gain an unfair advantage. No gift or entertainment should ever be directly or indirectly solicited, provided or accepted by an employee or a Family Member from any Contractor or partner unless it:
1. is not a cash gift;
2. is consistent with customary business practice;
3. is ordinary and reasonable; and,
4. does not otherwise violate any federal, state or local law.

Employees of ABI may not accept travel and lodging from persons or organizations without the approval of the Ethics Officer and the President and CEO.

Discounts:
Discounts on any tickets for admission or other right of entry to any entertainment event shall only be permitted if the discounts are made available to all employees.
**Honoraria for Speeches & Articles:**
Honoraria opportunities for employees of ABI must be conducted on the person’s own time; not conflict with the person’s responsibilities to ABI; and the Ethics Officer must approve of the opportunity in writing. Honoraria for speeches or articles prepared on behalf of ABI should be declined or remitted to ABI.

**Nepotism:**
ABI may employ Family Members as long as such employment does not create a conflict of interest. ABI will not employ a Family Member if his or her work responsibilities, hours, salary, benefits, or other terms of employment could be influenced by the Covered Person that he or she is related to.

If two employees marry while employed or become part of the same household, then they will be treated in accordance with this section. Any conflict will be dealt with by ABI and may result in termination of employment for one or both employees based solely on the decision by ABI’s President and CEO.

**CONTRACTUAL MATTERS**

ABI will not make payments to or receive payments from any party in order to induce the award of a contract or the extension of favorable rates. These types of payments are deemed to be bribes and may subject the violator to criminal sanctions.

**CODE OF VIOLATIONS**

**Ethics Officer:**
The General Counsel of ABI shall serve as the Ethics Officer. Any violation of this Code must be reported immediately to the General Counsel. The duties of the Ethic Officer shall include:

1. Review alleged violations of the Code, ABI policies, or any other law or regulation;
2. Educate and train all Covered Persons to ensure an understanding and awareness of the Code and ethics issues periodically;
3. Advise Covered Persons regarding ethics questions and concerns; and,
4. Propose updates to the Code, as necessary.

**Reporting Violations:**
Covered Persons should promptly report any information indicating that another Covered Person is engaged in or plans to engage in prohibited conduct, a person or entity associated with ABI is engaged in or plans to engage in prohibited conduct, or that a Covered Person has been instructed, directed, or requested to engage in prohibited conduct.

If a Covered Person has concerns regarding any ethics or compliance issue, immediately contact the Ethics Officer at (404) 614-8323. All reports regarding an alleged violation or ethics matter will be
reviewed and investigated in a timely manner. The Ethics Officer may share ethical matters with the President and CEO and the senior staff of ABI. The Ethics Officer and President and CEO may consult with outside counsel, as necessary, to address ethics issues and concerns.

Any concern regarding conduct of the Ethics Officer should be reported to the President and CEO of ABI.

Neither ABI nor any Covered Persons will retaliate against employees who, in good faith, report any alleged violation or ethics matter.

**Investigations and Hearings:**
The Ethics Officer shall conduct a preliminary investigation of any alleged violation. If he or she determines there to be probable cause to believe that there is a violation, then the Ethics Officer will recommend action in a written report to the members of the Senior Executive Team, which shall include the Vice President and General Counsel, the COO and the Director of Finance.

If the Senior Executive Team also finds there to be probable cause supporting the complaint, then the Ethics Officer shall notify the complainant and the subject of the complaint. The Senior Executive Team will conduct a hearing on the issues with the parties. At such hearing, the Senior Executive Team shall determine (1) whether the subject of the complaint has violated the Ethics Policy or other ABI policies and procedures and, if so (2) what disciplinary action should be taken. The Senior Executive Team may take into consideration the recommendation from the Ethics Officer.

The Senior Executive Team’s decision shall be governed by the preponderance of the evidence standard. The decision of the Senior Executive Team shall be presented to the President and CEO for approval. The decision of the President and CEO is final except in the event of termination of an employee for violation of this Ethics Policy and/or other ABI policies and procedures or a recommendation for removal of a member of the Board of Directors.

In the event that the President and CEO recommends termination of an employee or removal of a member of the Board of Directors for violation of the Ethics Policy and/or other ABI policies and procedures, the employee or board member may appeal said action to the full Board of Directors. The appeal will not be a full evidentiary hearing before the Board of Directors, only a review of the process and the disciplinary action. If the matter involves a member of the Board of Directors, the board member who is the subject of the complaint shall not have a vote in the decision regarding the appeal of a disciplinary sanction against him or her. The decision of the Board of Directors shall be final.
8.5: Response Forms