

**BYLAWS OF THE
BELTLINE TAX ALLOCATION DISTRICT
ADVISORY COMMITTEE**

PREAMBLE: THE CITY OF ATLANTA, GEORGIA (THE “CITY”) CREATED TAX ALLOCATION DISTRICT NUMBER SIX—BELTLINE (THE “BELTLINE TAD”) AND APPROVED THE REDEVELOPMENT PLAN (THE “BELTLINE REDEVELOPMENT PLAN”) AND THE REDEVELOPMENT AREA (THE “BELTLINE REDEVELOPMENT AREA”) FOR THE BELTLINE TAD. THE CITY DESIGNATED THE ATLANTA DEVELOPMENT AUTHORITY (“ADA”) AS ITS REDEVELOPMENT AGENT (THE “REDEVELOPMENT AGENT”) TO IMPLEMENT THE REDEVELOPMENT PLAN AND ADA HAS CREATED ATLANTA BELTLINE, INC. (“ABI”) AND CHARGED IT WITH COORDINATING AND EXECUTING THE BELTLINE TAD INITIATIVE. THE CITY ALSO ESTABLISHED THAT A CITIZENS ADVISORY COMMITTEE SHALL BE CREATED IN CONNECTION WITH THE BELTLINE TAD AND THESE BYLAWS ARE HEREBY SET FORTH FOR THE ORGANIZATION OF SUCH ADVISORY COMMITTEE.

**ARTICLE ONE
ORGANIZATION**

- A. **Name.** The name of this advisory committee shall be the “BeltLine Tax Allocation District Advisory Committee” (the “Advisory Committee”).
- B. **Authorization.** The Advisory Committee is created pursuant to legislation adopted by the City Council of the City (“City Council”): (i) Ordinance 05-O-1733 adopted by the City Council on November 7, 2005 and approved by the Mayor on November 9, 2005; (ii) Resolution 06-R-1576 adopted by the City Council on July 17, 2006 and approved by the Mayor on July 17, 2006; and (iii) Resolution 06-R-1577 adopted by the City Council on September 5, 2006 and approved by the Mayor on September 13, 2006 (collectively, the “City Authorizing Legislation”).
- C. **Structure.** The Advisory Committee shall be comprised of representatives from the Neighborhood Planning Units from each of the four quadrants, as well as other City residents or persons who represent organizations that operate within the City who have experience in the area of parks and trails planning and development; transit planning and development; finance and business; complex project management; affordable housing; urban planning; arts and culture; historic preservation; green building principles; community benefits principles; or other subjects relevant to the BeltLine TAD.
- D. **Purpose.** The role of the Advisory Committee shall include, but not be limited to:

Making recommendations to the Redevelopment Agent, which has established ABI for these purposes, and the City on the issuance, allocation and distribution of tax allocation bond proceeds within the BeltLine Redevelopment Area and the effective and equitable implementation of the Beltline Redevelopment Plan.

Receiving information from ADA and ABI to monitor the effective and equitable implementation of the BeltLine Redevelopment Plan.

Accepting reports from the appropriate Neighborhood Planning Unit, BeltLine Study Group or other statutorily designated body related to decisions regarding economic development, land use or zoning issues related to the approved work plan (the “Work Plan”) for implementing the Beltline TAD, as authorized by the City Council.

The Advisory Committee shall exercise its purposes and responsibilities to the fullest extent authorized pursuant to the City Authorizing Legislation.

- E. **Responsibilities.** The Advisory Committee shall develop and implement a “decision making support tool” designed to measure the impact of the BeltLine TAD and ensure accountability for effective and equitable implementation of the Beltline Redevelopment Plan, as described in the City Authorizing Legislation, including, specifically, Section 8(d) of City Ordinance 05-O-1733. By way of description only, the decision making support tool should address the following:

Measure current conditions and project the future conditions of the communities of the BeltLine Redevelopment Area. Such factors, among others, as balanced development, poverty reduction, income, educational achievement, land use, historic preservation, density, growth, park usage, trail usage, water quality, traffic, sewer capacity, community involvement/civic engagement, retail growth, health measures, cultural considerations and environmental impacts should be considered.

Provide a foundation measure from which indicators of impacts can be collected and analyzed, for the purpose of offering statistically supported and informed recommendations to the decision making processes over the life of the BeltLine TAD.

Consider such conditions as fiscal, environmental, socio-economic, arts and culture and quality of life conditions affected by BeltLine TAD projects, including but not limited to, effects on business climate, employment rates, wage rates, tax receipts, public entity financial obligations, housing affordability, recreational opportunities, green space and transportation.

The decision making support tool may be applied to particular BeltLine TAD projects or to the BeltLine Redevelopment Area as a whole; and may contribute to or inform the creation of positive and negative baseline impact measures and indicators, where statistically supported or otherwise relevant to decision-making processes for the BeltLine TAD.

- F. **Records.** The Advisory Committee shall maintain records and minutes of the proceedings of the Advisory Committee and of any subcommittees established by the Advisory Committee. The records shall be maintained at the offices of ABI. In addition, a record shall be maintained at ABI showing the names, addresses, electronic mail addresses and telephone numbers of each of the members of the Advisory Committee.
- G. **Semi-Annual Reports.** The Advisory Committee shall provide a semi-annual written report to the City Council and to the Mayor on its activities. Copies of the report shall also be provided contemporaneously to the Atlanta Public School System and the Fulton County Board of Commissioners.
- H. **Independent Review.** The Advisory Committee shall receive and provide an independent review of the Work Plan, as may be amended and updated, for the duration of the Beltline TAD, which review shall be funded by the Redevelopment Agent.

- I. **Effective Date.** These Bylaws shall become effective as of March 21, 2007.

ARTICLE TWO
MEMBERSHIP

- A. **Composition.** The Advisory Committee shall be comprised of members that are nominated and appointed in accordance with the City Authorizing Legislation, specifically including Resolution 06-R-1577. The composition, nomination and appointment of members of the Advisory Committee shall not be amended except by action of the City Council and the Mayor, and in accordance with any intergovernmental agreements by and between the City and the Fulton County Board of Commissioners or the Atlanta Public Schools System. Members of the Advisory Committee shall serve in a voluntary capacity and will not be compensated.
- B. **Terms of Membership.** The initial members of the Advisory Committee shall serve for a term of two (2) years commencing on January 1, 2007 and expiring two (2) years thereafter on December 31, 2008. After the initial term, the term of Advisory Committee members shall be either: (a) one (1) year for specified terms commencing January 1, 2009 and expiring December 31, 2009; or (b) two (2) years for each term commencing January 1 and shall expire on December 31 two (2) years thereafter. An Advisory Committee member may not serve more than three (3) consecutive terms. A member of the Advisory Committee shall serve until his or her successor is appointed or until the earlier death, resignation, removal or incapacity.
- C. **Resignation, Removal or Vacancy.** Any member of the Advisory Committee may resign office at any time by submitting such resignation in writing to the Secretary, Chairperson and President/CEO of ABI and the resignation shall take effect at such time as specified in writing.

An Advisory Committee member may be removed only by the appointing governing body consistent with the appointment process of the City Authorizing Legislation. If a member shall be absent, except for reason of illness or absence from the country for three (3) consecutive regular Advisory Committee meetings (if appointed to a subcommittee, including member's appointed subcommittee) or four (4) Advisory Committee meetings during a calendar year (including regularly scheduled meetings and special meetings duly called and noticed) the Advisory Committee may seek a declaration by ABI that the office has been vacated by reason of neglect and such vacancy shall be filled as provided in this paragraph in accordance with the City Authorizing Legislation.

Vacancies created by expiration of the terms of Advisory Committee members or by the death, removal, resignation, or incapacity of any member of the Advisory Committee shall be filled by the appointing authority as set forth above.

ARTICLE THREE
MEETINGS

A. **Meetings.** The Advisory Committee and its subcommittees shall each meet not less frequently than quarterly, which meetings shall be at a time, date, and place that shall be established by the Executive Committee and approved by resolution of the Advisory Committee. Special meetings of the Advisory Committee may be called at any time by the Executive Committee, by one-quarter of the members of the Advisory Committee, in writing, or by ABI, through its Board of Directors or its President/CEO.

B. **Notice of Meetings.**

All Advisory Committee members shall be given at least 10 and no more than 30 days' notice of regularly scheduled meetings and at least 2 and no more than 14 days' notice of special meetings.

Notice of meetings may be given by personal delivery, first class mail, electronic mail, telegram, cablegram, telex or facsimile transmission and shall be deemed given when mailed, electronically mailed or when the telegram, cablegram, telex or facsimile transmission is sent, addressed to the Advisory Committee member at his or her business or residence address.

The business to be transacted at, or the purpose of any meeting of, the Advisory Committee shall be specified in the notice (or waiver of notice) of such meeting.

Notice of any meeting or of the purpose of a meeting may be waived by an instrument in writing signed by a member of the Advisory Committee. Attendance of an Advisory Committee member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when an Advisory Committee member states, at the beginning of the meeting, any such objection or objections to the transaction of business.

All meetings shall comply generally with the Open Meeting Laws of the State of Georgia, where the meetings shall be customarily open to the public and the records shall be available to the public.

C. **Quorum.** A majority of the Advisory Committee members then appointed shall constitute a quorum for the transaction of business.

If a quorum is present, the Advisory Committee may act upon a majority vote of the Advisory Committee members present at the meeting, unless the act of a greater number is required by the Bylaws, subject to Sections D, E and F below.

Each Advisory Committee member shall have one vote.

D. **Written Consents.** Any action required to be taken at a meeting of the Advisory Committee, or any action that may be taken at a meeting of the Advisory Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a super-majority (75%) of the Advisory Committee members then appointed and filed with the minutes of the proceedings of the Advisory Committee. Any action taken by written consent shall be included in the agenda for information purposes at the next meeting of the Advisory Committee.

E. **Proxy Voting.** Members of the Advisory Committee shall not be allowed to vote by proxy.

- F. **Teleconference Meeting.** Members of the Advisory Committee may participate in any meeting of the Advisory Committee or any subcommittee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.
- G. **Parliamentary Procedures.** The Advisory Committee will be governed by certain guiding principles to be established by the Advisory Committee, as may be amended from time to time by the Advisory Committee. In case of dispute concerning parliamentary procedures governing the conduct of meetings of the Advisory Committee, Roberts Rules of Order, as revised and updated from time to time shall govern, in addition to any procedures set forth herein or adopted by resolution of the body.
- H. **Annual Public Reporting Meeting.** The Advisory Committee shall convene an annual public reporting meeting.

ARTICLE FOUR **COMMITTEES**

- A. **Creation of Subcommittees.** The Advisory Committee, by resolution may establish one or more subcommittees, which shall have only the power and authority as delegated thereto by the Advisory Committee, except as limited in these Bylaws. Each such subcommittee shall consist of three (3) or more Advisory Committee members. Only members of the Advisory Committee can serve as members of any subcommittee established by the Advisory Committee. No subcommittee shall have authority as to any of the following matters:
 - (a) the dissolution, merger, or consolidation of the Advisory Committee;
 - (b) the removal of any officer or the filling of any vacancy in any committee;
 - (c) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
 - (d) the amendment or repeal of any resolution of the Advisory Committee which by its terms cannot be amended or repealed except by action of the Advisory Committee; or
 - (e) the recommendation for approval or rejection of any BeltLine TAD projects, which are required to be presented to the Advisory Committee for review and consideration.

The Advisory Committee shall elect a chairperson for each of the subcommittees created hereby. The chairpersons of each subcommittee and any member of the Advisory Committee may make recommendations to the Executive Subcommittee for appointment of members to the subcommittees. The Executive Subcommittee shall be responsible to appoint the members to the subcommittees of the Advisory Committee. The chairpersons and members of the subcommittees shall serve at the pleasure of the Advisory Committee on such subcommittees.

- B. **Standing Subcommittees.** A Standing Committee entitled the "Executive Subcommittee" shall be established by the Advisory Committee. The purpose of the Executive Subcommittee shall be to

carry out those duties and responsibilities as specifically delegated by the Advisory Committee, including, but not limited to, taking action at the direction of the Advisory Committee, in lieu of a meeting of the entire body. The Executive Subcommittee shall be comprised of the officers of the Advisory Committee, chairs of the subcommittees established hereby and any other persons designated by resolution of the Advisory Committee.

The Advisory Committee may create subcommittees, standing committees and short-term task forces, as it deems necessary in order to effectively carry out its purposes and responsibilities.

All minutes of meetings of the Executive Subcommittee and any other subcommittees established by the Advisory Committee shall be filed with the Secretary of the Advisory Committee and recorded in the minute books.

ARTICLE FIVE

OFFICERS

- A. **Officers.** The officers of the Advisory Committee shall consist of a Chair, a Vice Chair, a Secretary and such other officers as may be deemed necessary by the Advisory Committee. At its first meeting in every odd year, the members of the Advisory Committee shall elect officers. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as possible. Each of the officers shall hold office for a two (2) year period or until his or her successor shall be duly elected and qualified. Any officer so elected shall not serve more than [two] consecutive terms in any one office, unless at least a super majority, 75% of the members of the Advisory Committee, vote to elect such officer to serve in such office beyond the term limitation. Notwithstanding the above, a member of the Advisory Committee may only serve as an officer of the Advisory Committee, or any subcommittee, so long as he or she is a current member of the Advisory Committee.
- B. **Chair.** The Chair shall be responsible for the administration of the Advisory Committee, including general supervision of the policies of the Advisory Committee and execution of the purpose and responsibilities of the Advisory Committee. The Chair shall preside at all meetings of the Advisory Committee, and shall serve as Chair of the Executive Subcommittee.
- C. **Vice Chair.** The Vice Chair shall act in the absence of the Chair and shall assume all duties and responsibilities appertaining thereto.
- D. **Secretary.** The Secretary shall keep minutes of all meetings of the Advisory Committee and have charge of the minute book of the Advisory Committee and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Chair or the Advisory Committee.
- E. **Parliamentarian.** The Parliamentarian shall advise the Committee on matters of procedure.
- F. **Additional Officers.** Other officers, if any, shall perform such duties as are generally performed by officers with an equivalent title, if any, and shall perform such other duties and exercise such other powers as the Chair or the Advisory Committee shall request or delegate.

G. **Removal of Officers.** Any officer appointed by the Advisory Committee may be removed by the affirmative vote of a majority of the Advisory Committee whenever in its judgment the best interests of the Advisory Committee will be served thereby. Any vacancy, however occurring, in any office may be filled by the Advisory Committee.

H. **Resignation.** Any officer may resign at any time from any office held upon thirty (30) day written notice. Such resignation shall be in writing, shall be submitted to the Chairperson, Secretary and President/CEO of ABI and shall take effect at such time as specified in the writing.

ARTICLE SIX **AMENDMENT**

The Advisory Committee shall have the power by a majority vote of the Advisory Committee members then in office to alter, amend or repeal the Bylaws or adopt new Bylaws, provided, however, that these Bylaws at no time shall contain any provision inconsistent with law or the City Authorizing Legislation. Prior to the adoption of any change to the Bylaws, the proposed amendment must be presented at a meeting of the Advisory Committee and may only be voted on at a subsequently scheduled meeting of the Advisory Committee.