MARTIN, HARPS, SYPHOE & CO.
CERTIFIED PUBLIC ACCOUNTANTS

167 TRINITY AVENUE, SW
ATLANTA, GEORGIA 30303
(404) 525-3508 OFC
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October 23, 2016

To the Board of Directors of
Atlanta BeltLine Partnership, Inc.:

We have audited the financial statements of Atlanta BeltLine Partnership, Inc. (the "Organization") for the six months ended June 30, 2016, and have issued our report thereon dated October 23, 2016. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated August 23, 2016. Professional standards also require that we communicate to you the following information related to our audit.

SIGNIFICANT AUDIT FINDINGS

QUALITATIVE ASPECTS OF ACCOUNTING PRACTICES

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Atlanta BeltLine Partnership, Inc. are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the six months ended June 30, 2016, except, the Organization's changed its fiscal year end from December 31 to June 30. We noted no transactions entered into by the Organization during the six months for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

> Management's estimate of depreciation expense is based on using estimated useful lives of fixed assets. We evaluated the key factors and assumptions used to develop the estimated useful lives in determining that it is reasonable in relation to the financial statements taken as a whole.

Certain financial statement disclosures are particularly sensitive because of their significance to the financial statement users. The most sensitive disclosures affecting the financial statements were:

a) Note 2 related to promises to give and expected collections
b) Note 4 related to future payments for non-cancelable operating leases
c) Note 5 related to restrictions on ending net assets and current year release of restrictions
d) Note 6 related to related party transactions
e) Note 7 related to commitments to others
f) Note 8 related to concentration of risk with cash deposits and revenue funding sources
g) Note 9 related to fair value measurements

The financial statement disclosures are neutral, consistent, and clear.

DIFFICULTIES ENCOUNTERED IN PERFORMING THE AUDIT
We encountered no difficulties in dealing with management in performing and completing our audit.

CORRECTED AND UNCORRECTED MISSTATEMENTS
Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. There were no such material misstatements.

DISAGREEMENTS WITH MANAGEMENT
For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

MANAGEMENT REPRESENTATIONS
We have requested certain representations from management that are included in the management representation letter dated October 23, 2016.

MANAGEMENT CONSULTATIONS WITH OTHER INDEPENDENT ACCOUNTANTS
In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Organization's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

OTHER AUDIT FINDINGS OR ISSUES

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Organization's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

OTHER MATTERS

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with U.S. generally accepted accounting principles, the methods of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compare and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or the financial statements themselves.

This information is intended solely for the use of the Board of Directors and management of Atlanta BeltLine Partnership, Inc. and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

Martin, Hayes, Taylor + Co.

ATLANTA BELTLINE PARTNERSHIP, INC.

FINANCIAL STATEMENTS

SIX MONTHS ENDED JUNE 30, 2016

TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

MARTIN, HARPS, SYPHOE & CO
CERTIFIED PUBLIC ACCOUNTANTS

ATLANTA BELTLINE PARTNERSHIP, INC.

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SIX MONTHS ENDED JUNE 30, 2016

MARTIN, HARPS, SYPHOE & CO.
CERTIFIED PUBLIC ACCOUNTANTS

167 TRINITY AVENUE, SW
ATLANTA, GEORGIA 30303
(404) 525-3508 OFC
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Atlanta BeltLine Partnership, Inc.:

We have audited the accompanying financial statements of Atlanta Beltline Partnership, Inc. (a nonprofit organization) (the "Organization"), which comprise the statement of financial position as of June 30, 2016, and the related statement of activities and cash flows for the six months then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the presentation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT
(Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Atlanta Beltline Partnership, Inc. as of June 30, 2016, and the changes in its net assets and its cash flows for the six months then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Other information
Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Martin, Hayes, Sizelove & Co.

Atlanta, Georgia
October 23, 2016

ATLANTA BELTLINE PARTNERSHIP, INC.

STATEMENT OF FINANCIAL POSITION

JUNE 30, 2016

ASSETS		
Cash	$	6,097,076
Prepaid expenses		27,395
Accounts receivable		4,525
Security deposit		6,253
Promises to give, net (Note 2)		3,316,719
Other assets		11,448
Fixed assets, net (Note 3)		198,196
TOTAL ASSETS	$	9,661,612
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable	$	489,619
Accrued expenses		15,019
Deferred revenue		163,005
TOTAL LIABILITIES		667,643
NET ASSETS		
Unrestricted		1,114,498
Temporarily restricted (Note 5)		7,879,471
TOTAL NET ASSETS		8,993,969
TOTAL LIABILITIES AND NET ASSETS	$	9,661,612

See independent auditor's report and notes to the financial statements.

ATLANTA BELTLINE PARTNERSHIP, INC.

STATEMENT OF ACTIVITIES

SIX MONTHS ENDED JUNE 30, 2016

	Unrestricted	Temporarily Restricted	Totals
PUBLIC SUPPORT			
Capital campaign contributions	$ -	$ 166,889	$ 166,889
Contributions and sponsorships	226,680	172,500	399,180
In-kind contributions	128,964	-	128,964
Total public support	355,644	339,389	695,033
REVENUE			
Program revenue	44,779	-	44,779
Investment income	7,725	-	7,725
Merchandise sales, net	1,788	-	1,788
Other income	14,856	-	14,856
Total revenue	69,148	-	69,148
Total public support and revenue	424,792	339,389	764,181
Net assets released from restrictions - Satisfaction of program restrictions (Note 5)	1,379,464	(1,379,464)	-
EXPENSES			
Program services:			
Engage the Public	495,242	-	495,242
Empower the Residents	28,354	-	28,354
Enable the Project	1,030,196	-	1,030,196
Total program expenses	1,553,792	-	1,553,792
Supporting services:			
Management and general	180,129	-	180,129
Fundraising	245,797	-	245,797
Total supporting services	425,926	-	425,926
Total expenses	1,979,718	-	1,979,718
CHANGE IN NET ASSETS	(175,462)	(1,040,075)	(1,215,537)
NET ASSETS, BEGINNING OF YEAR	1,289,960	8,919,546	10,209,506
NET ASSETS, END OF YEAR	$ 1,114,498	$ 7,879,471	$ 8,993,969

See independent auditor's report and notes to the financial statements.

ATLANTA BELTLINE PARTNERSHIP, INC.

STATEMENT OF CASH FLOWS

SIX MONTHS ENDED JUNE 30, 2016

CASH FLOWS FROM OPERATING ACTIVITIES:	
Change in net assets	$ (1,215,537)
ADJUSTMENTS TO RECONCILE NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES -	
Depreciation	19,838
(Increase) decrease in assets:	
Prepaid expenses	(20,424)
Accounts receivable	32,208
Security deposit	(5,503)
Promises to give	1,172,004
Merchandise inventory	758
Increase (decrease) in liabilities:	
Accounts payable	81,104
Accrued expenses	(36,943)
Deferred revenue	66,667
Total adjustments	1,309,709
NET CASH PROVIDED BY OPERATING ACTIVITIES	94,172
CASH FLOWS FROM INVESTING ACTIVITIES -	
Leasehold improvements - CIP	(70,814)
NET CASH USED BY INVESTING ACTIVITIES	(70,814)
NET INCREASE IN CASH	23,358
CASH AT BEGINNING OF YEAR	6,073,718
CASH AT END OF YEAR	$ 6,097,076
Supplemental information:	
Inkind contributions	$ 128,964

See independent auditor's report and notes to the financial statements.

1. SUMMARY OF ORGANIZATION, SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS

The accompanying financial statements include the accounts of Atlanta BeltLine Partnership, Inc. (the "Organization" or the "BeltLine"). The Organization's financial statements have been prepared in accordance with standards of accounting and reporting established for nonprofit organizations. The significant accounting policies followed by the Organization are described below:

A. Organization

Atlanta BeltLine Partnership, Inc., formerly BeltLine Partnership, Inc. and previously operated as Friends of the Belt Line, Inc. was organized effective June 30, 2005, as a non-profit corporation. The mission of the Organization is to fulfill, protect, and preserve the Atlanta BeltLine vision by raising funds and building partnerships that enable the Atlanta BeltLine project (the "BeltLine"), engage the public, and empower residents in surrounding neighborhoods.

The Organization changed its fiscal year end to June 30, therefore, these financial statements represent six months ending and as of June 30, 2016.

B. Basis of Accounting

The financial statements of the Organization have been prepared on the accrual basis of accounting.

C. Basis of Presentation

The Organization adheres to FASB ASC Nonprofit Classification of Net Assets topic and the FASB ASC Nonprofit Revenue and Disclosure topic. Under these financial standards, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. At June 30, 2016, the Organization had no permanently restricted net assets.

D. Contributions and Promises to Give

Contributions are recognized as revenue when a donor makes a promise to give that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are reported. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Receivables due in future years are reflected at discounts. This is done to present the receivables at the estimated present value of future cash flows.

E. Fixed Assets

Fixed asset purchases are recorded at cost and donations at fair market value. The Organization capitalizes fixed asset purchases greater than $5,000. Depreciation is computed on a straight-line basis over estimated useful lives of five to seven years.

1. SUMMARY OF ORGANIZATION, SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS (Continued)

F. Income Taxes

The Organization is exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, except as to unrelated business income.

The Organization has evaluated its tax positions and management is of the opinion that material tax positions taken would more likely than not be sustained by examination. As of June 30, 2016, the Organization's tax years 2013 and later remain subject to examination by taxing authorities.

G. Donated Property, Services and Materials

Donated property, materials and services are reflected in the statements as contributions at their estimated fair market value at the date of donation.

H. Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the statement of activities and in the schedule of functional expenses. Certain of these costs have been allocated among the programs and supporting services benefited.

I. Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

J. Fair Value of Financial Instruments

The carrying value of assets and liabilities meeting the definition of financial instruments approximates fair value.

2. PROMISES TO GIVE

Unconditional promises to give at June 30, 2016 are as follows:

Pledges expected to be collected in:	
Less than one year	$ 3,316,719

Management has determined that these amounts are fully collectible; therefore, no allowance for uncollectible promises is considered necessary.

3. FIXED ASSETS

Fixed assets consisted of the following at June 30, 2016:

Vehicles	$ 165,612
Furniture	23,875
Equipment	33,477
Leasehold improvements - CIP	70,814
Subtotal:	293,778
Less: accumulated depreciation	(95,582)
Net property and equipment	$ 198,196

4. OPERATING LEASES

The Organization leases office equipment under operating leases. During March 2016, the Organization entered into an escalatable lease agreement for facility space. The 60-month lease term is effective September 1, 2016. Future minimum lease payments under leases having remaining non-cancelable terms in excess of one year at June 30, 2016 are as follows:

Fiscal years ending June 30,	Minimum lease payments
2017	$ 68,411
2018	76,914
2019	79,221
2020	81,598
2021	84,046
2022	14,076

5. TEMPORARILY RESTRICTED NET ASSETS AND RELEASES

Temporarily restricted net assets as of June 30, 2016 are available for the following purposes and/or periods:

Capital campaign – land and trails	$ 7,165,641
Other special projects	713,830
	$ 7,879,471

Net assets released from restriction during the period for trails, program services and other special projects amounted to $1,379,464.

6. RELATED PARTY TRANSACTIONS

Related party transactions during the period included the following:

a) The Organization carried promises to give in connection with various related parties in the amount of $140,250 at June 30, 2016.

b) The Organization received promises to give, contributions and in-kind services associated with related parties representing $260,573 of its financial support.

7. COMMITMENTS

The Organization, from time to time, will commit and allocate funds pursuant to efforts contemplated by Atlanta Beltline, Inc. for the benefit of the Atlanta Beltline project.

8. CONCENTRATIONS OF RISK

a) Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of pledges and cash/cash equivalent accounts in financial institutions. Cash deposits exceeding federally insured limits totaled $5.8mm at June 30, 2016. The Organization does not believe that it is exposed to any significant risk in connection with its cash and cash equivalents balances.

b) The Organization depends heavily on contributions for its support and revenue. The ability for certain contributors of the Organization to continue giving amounts may be dependent upon current and future overall economic conditions. While the Organization's Board of Directors believes the Organization has the resources to continue its programs, its ability to do so and the extent to which it continues, may be dependent on the above factors.

9. FAIR VALUE MEASUREMENTS

The Organization's estimates of fair value for financial assets and liabilities are based on the framework established in Accounting Standards Codification (ASC) Topic 820. The topic provides a single definition of fair value and requires enhanced disclosures about assets and liabilities measured at fair value. The topic establishes a hierarchal framework for disclosing the observability of the inputs utilized in measuring assets and liabilities at fair value. The three levels defined by the topic and examples of each level are as follows:

Level 1 – Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access at the measurement date.

Level 2 – Observable inputs such as quoted prices for similar instruments and quoted prices in markets that are not active, and inputs that are directly observable or can be corroborated by observable market data. The types of assets and liabilities included in Level 2 are typically either comparable to actively traded securities or contracts, such as treasury securities with pricing interpolated from recent trades of similar securities, or priced with models using highly observable inputs, such as commodity options priced using observable forward prices and volatilities.

Level 3 – Significant inputs to pricing have little or no observability as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as the complex and subjective models and forecasts used to determine the fair value of financial instruments.

9. FAIR VALUE MEASUREMENTS (Continued)

The Organization's assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2016 include cash of $6,097,076, classified as Level 1 and promises to give, net of present value discounts and $3,316,719 classified as Level 3 within the FASB ASC Topic 820 hierarchy. The Organization does not have any assets or liabilities classified as Level 2 within the hierarchy.

10. SUBSEQUENT EVENT

Management evaluated activity of the Organization through October 23, 2016 (the date the financial statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

ATLANTA BELTLINE PARTNERSHIP, INC.

SUPPLEMENTARY INFORMATION

ATLANTA BELTLINE PARTNERSHIP, INC.

SCHEDULE OF FUNCTIONAL EXPENSES

SIX MONTHS ENDED JUNE 30, 2016

	Program Services				Supporting Services			
	Engage the Public	Empower the Residents	Enable the Project	Total Program Services	Management & General	Fundraising	Total Supporting Services	Totals
Salaries and wages	$ 87,488	$ 21,735	$ -	$ 109,223	$ 86,621	$ 78,031	$ 164,652	$ 273,875
Payroll taxes	6,813	1,431	-	8,244	5,508	6,078	11,586	19,830
Benefits and other	6,233	1,164	-	7,397	5,351	6,021	11,372	18,769
Total personnel	100,534	24,330	-	124,864	97,480	90,130	187,610	312,474
Grant distribution	-	-	943,754	943,754	-	-	-	943,754
Consultants and contractors	224,435	52	84,520	309,007	52,182	62,125	114,307	423,314
Occupancy	1,960	148	-	2,108	683	1,041	1,724	3,832
Office expenses	10,058	1,216	273	11,547	9,176	11,630	20,806	32,353
Equipment rental	18,657	-	-	18,657	106	-	106	18,763
Tour bus expense	34,510	-	-	34,510	-	-	-	34,510
Public relations and advertising	19,156	-	-	19,156	-	6,780	6,780	25,936
Travel, conferences, registrations	84	41	28	153	202	2,265	2,467	2,620
Information technology	6,561	690	-	7,251	3,193	5,401	8,594	15,845
Insurance	670	89	-	759	414	630	1,044	1,803
Service fees	5,138	-	100	5,238	6,277	1,844	8,121	13,359
Depreciation	17,772	-	-	17,772	2,066	-	2,066	19,838
Write-off uncollected pledges	-	-	-	-	-	2,279	2,279	2,279
Penalties and interest	-	-	-	-	74	-	74	74
In-kind expenses	55,707	1,788	1,521	59,016	8,276	61,672	69,948	128,964
Total expenses	$ 495,242	$ 28,354	$ 1,030,196	$ 1,553,792	$ 180,129	$ 245,797	$ 425,926	$ 1,979,718

See independent auditor's report and notes to the financial statements.