ABI Board of Directors Meeting Meeting Minutes June 11, 2014 8:30 a.m. – 9:45 a.m.

A meeting of the Board of Directors was held on Wednesday, June 11, 2014, at the offices of Atlanta BeltLine, Inc. located at 86 Pryor Street, S.W., Suite 300, Conference Room A - Atlanta, Georgia. The following members were present to constitute a quorum:

Board of Directors present:

Mr. John Somerhalder, Chair

Ms. Elizabeth Chandler, Vice Chair

Ms. Cathy Woolard, Secretary

Ms. Cynthia Briscoe-Brown

Ms. Emma Darnell

Mr. Andre Dickens

Ms. Ernestine Garey

Mr. Kasim Reed

Mr. Charlie Shufeldt

Atlanta BeltLine, Inc. staff present:

Mr. Paul F. Morris

Ms. Lisa Gordon

Ms. Patrise Perkins-Hooker

Mr. Marshall Norwood

Ms. Beth McMillian

Mr. Brian Hooker

Mr. Ethan Davidson

Mr. Jerald Mitchell

Ms. Jill Johnson

Mr. Lee Harrop

CALL TO ORDER

The Board of Directors meeting was called to order by the Chairmen, Mr. John Somerhalder, at 8:34 a.m.

Representatives of the International Real Estate Federation presented the 2014 FIABCI World Prix d'Excellent Award to Atlanta BeltLine, Inc. as the Gold winner in the areas of environmental, rehabilitation and conservation. This award was noted as "The best of the best in real estate projects worldwide" and is recognized on local, national, and international levels. Representatives from this distinguished organization presented a copy of the FIABCI book and award to Mr. Paul F. Morris. On behalf of the Board, Mr. John Somerhalder expressed appreciation for all the hard work and support of the communities and to Mr. Kasim Reed for his participation in the submission of the 2014 FIABCI award.

APPROVAL OF AGENDA

A motion to approve the agenda for the Board of Directors meeting of August 13, 2014 was made by Mr. Charlie Shufeldt and seconded by Ms. Ernestine Garey. The motion was unanimously approved.

A motion to approve the minutes from the May 14, 2014 Board of Directors meeting was made by Ms. Ernestine Garey and seconded by Mr. Andre Dickens. The motion was unanimously approved.

FINANCIAL UPDATE

Mr. Marshall Norwood, Chief Financial Officer, presented the financial statements ending April 30, 2014 and reviewed all accounts noted in the Consolidated Balance Sheet provided in the Board of Directors book.

Discussions regarding the status of the Right of Way acquisition were shared with the Board of Directors. Mr. Kasim Reed requested a specific report of ABI's anticipated Right of Way acquisitions for next year, excluding CSX. In addition, Mr. Kasim Reed stated that ABI should be ready to move forward and pursue federal funding based on bid competitiveness.

Discussions were held by members of the Board regarding the PILOT payments due Atlanta Public Schools per the IGA between the City of Atlanta, APS and Invest Atlanta. It was reported that currently the FY2015 budget does not reflect funding for a PILOT payment to the Atlanta Public School System.

A motion to approve the FY2015 Budget was made by Mr. Kasim Reed and seconded by Mr. Charlie Shufeldt. The motion was approved unanimously.

ACTION ITEMS

Mr. John Somerhalder indicated a delay in the election of a Treasurer of the Board of Directors and Executive Committee until the next Board meeting of August 13, 2014.

CEO REPORTS

Mr. Paul Morris highlighted key topics from his report which are included in the Board Book. He acknowledged the fifth season of the Art on the BeltLine, beginning with a kick-off of the Lantern Parade on September 6th. He also presented an overview of construction and development along the corridor.

Mr. Paul Morris presented an update on Affordable Housing and Economic Development. He indicated that a request for proposals was received and he anticipated the selected team will begin work soon. Mr. Paul Morris specified the work will assist in the development and creation of a fully integrated work plan and the coordination of a development strategy for all properties in and around the Atlanta BeltLine within the areas of Real Estate, Affordable Housing, and Economic Development.

Mr. Morris stated that the unified plan, which ties all sub area master plans together, will ensure projects and key components are consistent and aligned to the 45 neighborhoods along the Atlanta BeltLine.

Mr. Morris recognized Patrise Perkins-Hooker as the new President of the State Bar of Georgia and he emphasized the importance of having someone in this role as ABI's General Counsel.

STAFF REPORTS

Senior Staff members provided reports on the respective areas of Community Engagement, Communications, Government Affairs, Economic Development, Affordable Housing, and Program Management. Full reports are provided in the Board of Directors' book.

EXECUTIVE SESSION

A motion to go into Executive Session for the purposes of discussing real estate actions was made by Mayor Reed and seconded by Cathy Woolard. The motion was unanimously approved.

A motion to come out of Executive Session was made by Ms. Garey and seconded by Ms. Cathy Woolard. The motion was unanimously approved. No actions were taken during Executive Session.

ADJOURNMENT

With there being no further business, a motion to adjourn the meeting was made by Mr. Shufeldt and seconded by Ms. Woolard. The motion was unanimously approved. The meeting was adjourned at approximately 10:30 a.m.

Respectively submitted,

Cathy Woolard, Secretary