

ATLANTA BELTLINE, INC.
(A Component Unit of
The Atlanta Development Authority, d/b/a Invest Atlanta)

Basic Financial Statements

June 30, 2016

(With Independent Auditor's Report Thereon)

ATLANTA BELTLINE, INC.
(A Component Unit of The Atlanta Development Authority, d/b/a Invest Atlanta)

June 30, 2016

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INDEPENDENT AUDITOR'S REPORT

**The Board of Directors of the
Atlanta BeltLine, Inc.
Atlanta, Georgia**

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities, the aggregate discretely presented component units, and the major fund of the **Atlanta BeltLine, Inc.** ("ABI"), a component unit of The Atlanta Development Authority, d/b/a Invest Atlanta, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise ABI's basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation 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 opinions 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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from 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 the assessment of the 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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities, the aggregate discretely presented component units, and the major fund of the **Atlanta BeltLine, Inc.** as of June 30, 2016, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 17, 2016 on our consideration of ABI's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering ABI's internal control over financial reporting and compliance.

Mauldin & Jenkins, LLC

Atlanta, Georgia
November 17, 2016

ATLANTA BELTLINE, INC.
(A Component Unit of The Atlanta Development Authority, d/b/a Invest Atlanta)
Management's Discussion and Analysis (Unaudited)
June 30, 2016

This section of the Atlanta BeltLine, Inc. ("ABI") annual financial report presents our discussion and analysis of ABI's financial performance during the fiscal year ended June 30, 2016. Please read it in conjunction with the financial statements and accompanying notes.

Fiscal Year 2016 Selected Financial Highlights (Proprietary Funds)

- ABI's total assets increased approximately \$24.6 million for the fiscal year ended June 30, 2016. Investment, improvement, and development of various segments along the Atlanta BeltLine continued during the year and additions were made on numerous projects, using primarily intergovernmental funding.
- Total current liabilities increased by approximately \$5.5 million for the fiscal year ended June 30, 2016. This is mainly the result of an increase in accounts payable related to redevelopment activity, a line of credit payable, and a new note payable which matures April 15, 2017.
- Total non-current liabilities decreased approximately \$1.0 million for the fiscal year ended June 30, 2016. This is mainly attributable to the principal payment on the note payable as discussed further in Note 7.
- ABI's total net position increased approximately \$20.1 million for the fiscal year ended June 30, 2016, primarily due to the approximately \$21.2 million received in intergovernmental funding for expenses that are predominantly recorded as capital assets and approximately \$4.7 million from private grants and contributions and offset by approximately \$8.1 million in operating expenses.
- ABI's total revenues increased approximately \$2 million for the fiscal year ended June 30, 2016. This is a result of funding from the Atlanta BeltLine Partnership increasing by \$1.8 million.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to ABI's financial statements. ABI's financial statements are comprised of four components: management's discussion and analysis (this section), government-wide financial statements, fund financial statements, and notes to the financial statements.

Government-wide financial statements. The *government-wide financial statements* are designed to provide readers with a broad overview of ABI's finances, including information related to its component units.

The *statement of net position* presents information on all of ABI's assets and liabilities, with the difference between the two reported as net position. In many government organizations, increases and decreases in net position may serve as a useful indicator of whether the financial position of the organization is improving or deteriorating. However, ABI serves as an implementer of projects on behalf of the City of Atlanta and in such capacity, funding for projects performed is recorded as revenue in the year that it is earned. When projects are completed, the asset is transferred from ABI to the City of Atlanta. These transfers may result in large decreases to ABI's net position. In these cases, such a decrease would not indicate a deterioration of ABI's financial position. Rather, this type of decrease would simply represent an asset being completed and transferred off of ABI's financial statements. Transfers to the City of Atlanta should be expected from year to year as other capital assets reach completion and are accepted by the City of Atlanta.

The *statement of activities* presents information showing how ABI's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the

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Management's Discussion and Analysis (Unaudited)
June 30, 2016

change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

The government-wide financial statements include not only ABI (known as the *primary government*), but also legally separate entities for which ABI is financially accountable, Chester Avenue Lofts, LLC and Green Miles Investments, LLC (known as *component units*). Financial information for the component units is reported separately from the financial information presented for the primary government itself.

The government-wide financial statements can be found on pages 8 and 9 of this report.

Fund financial statements. A *fund* is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The accompanying statements include only one fund, accounting for all the activity of ABI outside of its component units. This fund is used to report the same functions presented as business-type activities in the government-wide financial statements, but shows the activity in greater detail, including presenting cash flow information. The basic proprietary fund financial statements can be found on pages 10 through 12 of this report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 13 through 23 of this report.

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Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of an entity’s financial position. Again, ABI’s function as implementer of projects on behalf of the City of Atlanta causes periodic and expected significant decreases to its net position, which does not necessarily indicate a deterioration of ABI’s financial position. In the case of ABI, assets exceeded liabilities by approximately \$52.3 million at June 30, 2016. A summary of the net position is presented below.

Atlanta BeltLine Inc.’s Net Position		
	2016	2015
Assets:		
Current assets	\$ 10,835,576	\$ 7,892,322
Capital assets	97,766,384	76,148,157
Total assets	108,601,960	84,040,479
Liabilities:		
Current liabilities	13,808,120	8,328,588
Noncurrent liabilities	42,488,982	43,528,665
Total liabilities	56,297,102	51,857,253
Net position:		
Net investment in capital assets	50,434,298	31,332,238
Unrestricted	1,870,560	850,988
Total net position	\$ 52,304,858	\$ 32,183,226

ABI’s total assets equal approximately \$108.6 million. Current assets primarily consist of cash and cash equivalents (25%) and due from the City of Atlanta – primarily related to reimbursement requests from pass through grants (40%), while noncurrent assets only consist of capital assets. ABI’s total liabilities equal approximately \$56.3 million. Liabilities primarily consist of a long-term payable to the City of Atlanta (43%) and a loan payable to a consortium of financial institutions (35%).

For the fiscal year ended June 30, 2016, ABI’s total net position increased approximately \$20.1 million, primarily due to the approximately \$21.2 million received in intergovernmental funding for expenses that are predominantly recorded as capital assets and approximately \$4.7 million from private grants and contributions, offset primarily by general expenses of \$8.1 million. There were no transfers of completed capital assets to the City of Atlanta; however, there are significant amounts of capital assets that are expected to be transferred in future fiscal years.

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Atlanta BeltLine, Inc.'s Changes in Net Position

	<u>2016</u>	<u>2015</u>
Revenues:		
Intergovernmental funding	\$ 21,248,318	\$ 23,126,052
Private grants and contributions	4,704,431	2,461,881
Interest income (non-operating)	13	12
Other income	2,594,801	921,390
Total revenues	<u>28,547,563</u>	<u>26,509,335</u>
Expenses:		
General and administrative	7,810,994	7,485,698
Interest expense (non-operating)	315,362	240,666
Depreciation expense	263,901	129,639
Loss on capital assets (non-operating)	28,919	236,425
Other	6,755	3,980
Total expenses	<u>8,425,931</u>	<u>8,096,408</u>
Change in net position	20,121,632	18,412,927
Net position, beginning of fiscal year	<u>32,183,226</u>	<u>13,770,299</u>
Net position, end of fiscal year	<u>\$ 52,304,858</u>	<u>\$ 32,183,226</u>

For the year ended June 30, 2016, revenues consist primarily of intergovernmental funding from the BeltLine Tax Allocation District and the City of Atlanta (including some pass through state and federal grants) (74%) and private grants and contributions (16%). The decrease in intergovernmental funding is partially attributed to a transportation grant received as a pass through from the City which was predominately spent in fiscal year 2015. For the year ended June 30, 2016, expenses consist primarily of general and administrative costs (93%) and interest expense of (4%).

Capital Assets

The capital assets of ABI total approximately \$97.8 million at the end of fiscal year ended June 30, 2016, an increase of approximately \$21.6 million from the prior year. Capital assets are comprised of land, land improvements, equipment, and construction in process related to the Atlanta BeltLine project. The majority of this balance is comprised of five projects: Clear Creek (\$23.9 million), Trails, including Eastside Trail and Westside Trail, (\$42.8 million), Rails - transit (\$10.8 million), and Atlanta BeltLine Corridor (\$5.7 million). See Note 6 for more detail of ABI's capital assets.

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Debt

ABI entered into an agreement with a consortium of financial institutions to receive \$29,429,900 of interim funding for the implementation of the 2007 Atlanta BeltLine projects. Interest is payable semi-annually. For a period of 24 months commencing April 17, 2008, the loan was to accrue interest at a daily rate of LIBOR + .55%. Effective, March 17, 2009, in accordance with the original loan agreement, a downgrade of the City of Atlanta's debt rating caused the interest rate to adjust to a daily rate of LIBOR + .65%. Commencing on April 17, 2010 the interest rate changed to a daily rate of LIBOR +.75%, which was to be in effect until the notes mature on September 17, 2022 and October 17, 2022. Later, during fiscal year 2010, the City's debt rating was downgraded again and thus triggered a clause which increased the daily rate to LIBOR +.85%. Commencing on September 17, 2010, principal will be due in annual installments until the notes mature. As of June 30, 2016, the outstanding balance on the note is \$19,528,665. Additionally, in October 2015, ABI entered into a promissory note payable in the amount of \$2,450,000 in order to finance the purchase of property. The note accrues interest at a rate of 3% and will be due in full on April 15, 2017. See Note 7 for more detail of ABI's long-term debt.

The City of Atlanta contributed \$30,000,000 to ABI for the estimated cost to complete the Clear Creek project which will result in the construction of a storm water retention pond and infrastructure improvements for sewer basin relief. The costs to complete the project are now estimated to be lower than the \$30 million funded. Due to the excess funds projected, ABI returned approximately \$5 million during fiscal year 2010 and another \$1 million in fiscal year 2013. The liability of \$24 million will be satisfied upon transfer of the completed project and any residual cash to the City of Atlanta. See Note 8 for more detail on the Clear Creek Project.

Requests for Information

This financial report is designed to provide a general overview of ABI's finances for all those with an interest in them. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Chief Financial Officer, 100 Peachtree Street NW, Suite 2300, Atlanta, GA 30303.

ATLANTA BELTLINE, INC.
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Statement of Net Position
June 30, 2016

	<u>Business-type Activities</u>	<u>Component Units</u>	
		<u>Chester Ave. Lofts, LLC</u>	<u>Green Miles Investments, LLC</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 1,826,057	\$ -	\$ 64,242
Restricted cash and cash equivalents	864,225	112,122	-
Accounts receivable	9,800	-	-
Due from other governments	1,432,256	-	-
Due from the Atlanta BeltLine Partnership	1,231,323	-	130
Due from the City of Atlanta	4,317,539	-	-
Due from the BeltLine Tax Allocation District	871,367	219,211	6,715
Due from the Eastside Tax Allocation District	29,265	-	-
Due from component unit	62,224	-	-
Prepaid items	191,520	-	-
Total current assets	<u>10,835,576</u>	<u>331,333</u>	<u>71,087</u>
Noncurrent assets:			
Capital assets, nondepreciable	96,016,311	719,400	86,514
Capital assets, net of depreciation	1,750,073	-	-
Total noncurrent assets	<u>97,766,384</u>	<u>719,400</u>	<u>86,514</u>
Total assets	<u>108,601,960</u>	<u>1,050,733</u>	<u>157,601</u>
Liabilities			
Current liabilities:			
Accounts payable	5,543,600	-	-
Accrued expenses	584,706	-	-
Line of credit payable	1,916,998	-	-
Notes payable, current portion	4,741,325	-	-
Capital lease obligation, current portion	266,453	-	-
Unearned revenue	257,148	-	-
Due to primary government	-	1,186	61,038
Due to the BeltLine Tax Allocation District	494,890	863,935	-
Other liabilities	3,000	-	-
Total current liabilities	<u>13,808,120</u>	<u>865,121</u>	<u>61,038</u>
Noncurrent liabilities:			
Due to the City of Atlanta	24,000,000	-	-
Capital lease obligation	34,195	-	-
Accrued rent	1,217,447	-	-
Notes payable	17,237,340	-	-
Total noncurrent liabilities	<u>42,488,982</u>	<u>-</u>	<u>-</u>
Total liabilities	<u>56,297,102</u>	<u>865,121</u>	<u>61,038</u>
Net Position (Deficit)			
Net investment in capital assets	50,434,298	719,400	86,514
Unrestricted	1,870,560	(533,788)	10,049
Total net position (deficit)	<u>\$ 52,304,858</u>	<u>\$ 185,612</u>	<u>\$ 96,563</u>

See the accompanying notes to the financial statements.

ATLANTA BELTLINE, INC.
(A Component Unit of The Atlanta Development Authority, d/b/a Invest Atlanta)
Statement of Activities
Fiscal Year Ended June 30, 2016

	<u>Program Revenues</u>				<u>Net (Expenses) Revenues and Changes in Net Position</u>		
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Business-type Activities</u>	<u>Chester Ave. Lofts, LLC</u>	<u>Green Miles Investments, LLC</u>
Functions/ Programs:							
Primary government							
Business-type activities:							
Economic development	\$ 8,425,931	\$ 2,594,801	\$ 8,064,364	\$ 17,888,385	\$ 20,121,619		
Total primary government activities	<u>\$ 8,425,931</u>	<u>\$ 2,594,801</u>	<u>\$ 8,064,364</u>	<u>\$ 17,888,385</u>	<u>20,121,619</u>		
Component unit:							
Chester Avenue Lofts, LLC	\$ 4,930	\$ 4,170	\$ -	\$ -		\$ (760)	\$ -
Green Miles Investments, LLC	4,312	7,000	-	2,754		-	\$ 5,442
Total component units	<u>\$ 9,242</u>	<u>\$ 11,170</u>	<u>\$ -</u>	<u>\$ 2,754</u>		<u>(760)</u>	<u>5,442</u>
			General revenues:				
			Interest income		13	-	-
			Total general revenues		<u>13</u>	<u>-</u>	<u>-</u>
			Changes in net position		20,121,632	(760)	5,442
			Net position, beginning of fiscal year		<u>32,183,226</u>	<u>186,372</u>	<u>91,121</u>
			Net position, ending of fiscal year		<u>\$ 52,304,858</u>	<u>\$ 185,612</u>	<u>\$ 96,563</u>

See the accompanying notes to the financial statements.

ATLANTA BELTLINE, INC.
(A Component Unit of The Atlanta Development Authority, d/b/a Invest Atlanta)
Statement of Net Position
Proprietary Fund
June 30, 2016

		<u>Business-type Activities Enterprise Fund</u>
Assets		<u>Administrative Fund</u>
Current assets:		
Cash and cash equivalents	\$	1,826,057
Restricted cash and cash equivalents		864,225
Accounts receivable		9,800
Due from other governments		1,432,256
Due from the Atlanta BeltLine Partnership		1,231,323
Due from the City of Atlanta		4,317,539
Due from the BeltLine Tax Allocation District		871,367
Due from the Eastside Tax Allocation District		29,265
Due from component unit		62,224
Prepaid items		191,520
Total current assets		10,835,576
Noncurrent assets:		
Capital assets, nondepreciable		96,016,311
Capital assets, net of depreciation		1,750,073
Total noncurrent assets		97,766,384
Total assets		108,601,960
Liabilities		
Current liabilities:		
Accounts payable		5,543,600
Accrued expenses		584,706
Line of credit payable		1,916,998
Notes payable, current portion		4,741,325
Capital lease obligation, current portion		266,453
Unearned revenue		257,148
Due to the BeltLine Tax Allocation District		494,890
Other liabilities		3,000
Total current liabilities		13,808,120
Noncurrent liabilities:		
Due to the City of Atlanta		24,000,000
Capital lease obligation		34,195
Accrued rent		1,217,447
Notes payable		17,237,340
Total noncurrent liabilities		42,488,982
Total liabilities		56,297,102
Net Position		
Net investment in capital assets		50,434,298
Unrestricted		1,870,560
Total net position	\$	52,304,858

See the accompanying notes to the financial statements.

ATLANTA BELTLINE, INC.
(A Component Unit of The Atlanta Development Authority, d/b/a Invest Atlanta)
Statement of Revenues, Expenses, and Changes in Fund Net Position
Proprietary Fund
Fiscal Year Ended June 30, 2016

	Administrative Fund
Operating revenues:	
Intergovernmental funding	\$ 21,248,318
Private grants and contributions	4,704,431
Other income	2,594,801
Total operating revenues	28,547,550
Operating expenses:	
General and administrative	7,810,994
Depreciation expense	263,901
Other expenses	6,755
Total operating expenses	8,081,650
Operating income	20,465,900
Non-operating revenue (expense):	
Interest expense	(315,362)
Interest income	13
Loss on sale of capital assets	(28,919)
Total non-operating revenue (expense)	(344,268)
Change in net position	20,121,632
Net position at beginning of year	32,183,226
Net position at end of year	\$ 52,304,858

See the accompanying notes to the financial statements.

ATLANTA BELTLINE, INC.
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Statement of Cash Flows
Proprietary Fund
Fiscal Year Ended June 30, 2016

	Business-type Activities
	Enterprise Fund
	Administrative
	Fund
Cash flows from operating activities:	
Receipts from grantors and others	\$ 25,456,262
Payments to suppliers, vendors, and other governments	(1,683,494)
Payments to employees for salaries and related benefits	(5,273,090)
Net cash provided by operating activities	18,499,678
Cash flows from capital financing activities:	
Acquisition and construction of capital assets	(20,479,708)
Proceeds from the sale of capital assets	23,532
Proceeds from notes payable	2,450,000
Principal payments on notes payable	(2,151,479)
Draws from line of credit	9,345,139
Repayments of line of credit	(7,428,141)
Repayments of capital lease obligation	(232,020)
Payments for interest	(315,362)
Net cash used by capital financing activities	(18,788,039)
Cash flows from investing activities:	
Interest on investments	13
Net cash provided by investing activities	13
Net decrease in cash and cash equivalents	(288,348)
Cash and cash equivalents at beginning of fiscal year	2,978,630
Cash and cash equivalents at end of fiscal year	\$ 2,690,282
Reconciliation of Cash and Cash Equivalents	
To Statement of Net Position:	
Cash and equivalents	\$ 1,826,057
Restricted cash and equivalents	864,225
	\$ 2,690,282
Reconciliation of operating income to net cash provided by operating activities:	
Operating income	\$ 20,465,900
Adjustment to reconcile operating income to net cash provided by operating activities:	
Depreciation expense	263,901
Change in assets and liabilities:	
(Increase) decrease in:	
Accounts receivable	897,408
Due from the Atlanta BeltLine Partnership	(596,730)
Due from the City of Atlanta	(2,736,129)
Due from the Tax Allocation Districts	321,795
Due from other governments	(1,084,134)
Prepaid items and other assets	(33,812)
Increase (decrease) in:	
Accounts payable and accrued expenses	104,843
Accrued rent	295,244
Unearned revenue	103,502
Due to the BeltLine Tax Allocation District	494,890
Other liabilities	3,000
Net cash provided by operating activities	\$ 18,499,678
Non-cash items from capital financing activities:	
Capital assets acquired through capital lease	\$ 532,668
Capital assets acquired through tenant allowance	922,203
See the accompanying notes to the financial statements.	

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Notes to Financial Statements
June 30, 2016

(1) Summary of Significant Accounting Policies

(a) *The Financial Reporting Entity*

Atlanta BeltLine, Inc. (“ABI”) was incorporated in 2006 to act as implementation agent on behalf of The Atlanta Development Authority, d/b/a Invest Atlanta (“Invest Atlanta”) with respect to the Atlanta BeltLine project (the “Atlanta BeltLine”). Atlanta BeltLine development activities will enrich Atlanta’s quality of life with parks, trails, transit, and economic development and set a national standard for transformative investment, sustainable growth, and equitable development.

As a public corporation, ABI meets the definition of a governmental entity and follows accounting principles generally accepted in the United States of America (“GAAP”) for government entities. The Governmental Accounting Standards Board (“GASB”) is the standard setting body for governmental GAAP.

Management has considered the criteria set forth in GASB Codification of Governmental Accounting and Financial Reporting Standards, Section 2100, *Defining the Financial Reporting Entity*. Based upon the application of the above criteria, Invest Atlanta has determined ABI to be a component unit of Invest Atlanta.

The component unit columns in the government-wide financial statements include two component units of ABI. The first is Chester Avenue Lofts, LLC which is a discretely presented component unit of ABI. Chester Avenue Lofts, LLC (CAL) is wholly owned by ABI and was organized to improve and develop property within the Atlanta Beltline corridor. As the sole member of the limited liability company, ABI controls the activity of CAL. Green Miles Investments, LLC (GMI) is also a discretely presented component unit. GMI is wholly owned by ABI and was organized to own, operate, develop, manage, lease, and sell property within the Atlanta Beltline corridor. As the sole member of the limited liability company, ABI controls the activity of GMI. These two component units are reported in separate columns to emphasize that they are legally separate from ABI. Separate financial information for CAL and GMI is available from ABI management.

(b) *Government-wide and Fund Financial Statements*

ABI presents government-wide financial statements which are prepared using the accrual basis of accounting and the economic resources measurement focus. Government-wide financial statements (i.e. the statement of net position and the statement of activities) do not provide information by fund. Net position in the statement of net position is distinguished between amounts that are invested in capital assets, restricted for use by third parties or outside requirements, and amounts that are unrestricted.

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June 30, 2016

(1) Summary of Significant Accounting Policies (Continued)

(b) Government-wide and Fund Financial Statements (Continued)

The statement of activities demonstrates the degree to which direct expenses of a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers who purchase, use, or benefit from the services provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Unrestricted interest income on investments and other items not properly included among program revenues are reported as general revenues.

In addition to the government-wide financial statements, ABI has prepared separate financial statements for its proprietary fund. These fund financial statements use the accrual basis of accounting and the economic resources measurement focus.

(c) Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Interest income is recognized as revenue when earned regardless of when the cash is received. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met. Expenses are recorded when a liability is incurred.

ABI reports the only major enterprise fund, its Administrative Fund, which is used to account for all activity of ABI other than that of its component units.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with the proprietary fund's principal ongoing operations. ABI's principal operating revenue is derived from contributions from the BeltLine TAD, contributions to support the development of the Atlanta BeltLine, and other grants. Operating expenses for the fund include development, program, and direct general and administrative expenses of ABI. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is ABI's policy to use restricted resources first, then unrestricted resources as they are needed.

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(1) Summary of Significant Accounting Policies (Continued)

(d) Cash and Cash Equivalents

For the purposes of the statement of cash flows, ABI considers all short-term investment securities with original maturities of three months or less, local government investment pools, repurchase agreements, money market accounts, and investment agreements under which funds can be withdrawn at any time without penalty to be cash equivalents. Certain resources set aside for Atlanta BeltLine projects are classified as restricted assets on the statement of net position because their use is limited by the purpose of certain agreements with the City of Atlanta or other donors.

(e) Capital Assets

Capital assets are stated at cost. The Atlanta BeltLine capital assets consist of non-depreciable land, construction in progress related to both the Clear Creek and Atlanta BeltLine Projects, and furniture and equipment. Donated capital assets are reported at their acquisition value on the date of donation. Depreciation on capital assets is calculated on the straight-line method over the estimated useful lives as follows:

Furniture and Equipment	3-5 years
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(f) Use of Estimates

Management of ABI has made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses to prepare the financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates.

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(2) Deposits and Investments

(a) Credit Risk

ABI is authorized to invest in obligations or investments as determined by its Board of Directors, subject to any agreement with bondholders and with applicable law. As of June 30, 2016, ABI did not have any investments other than deposits with financial institutions.

(b) Custodial Credit Risk-Deposits

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. State statutes require all deposits and investments (other than federal or state government instruments) to be collateralized by depository insurance, obligations of the U.S. government, or bonds of public authorities, counties, or municipalities. As of June 30, 2016, ABI had no bank balances that were exposed to custodial credit risk.

(3) Due from the City of Atlanta

ABI continued construction on projects during the current fiscal year, each of which are related to the overall Atlanta BeltLine Project. Certain costs incurred by ABI on these projects will be reimbursed by the City of Atlanta. As of June 30, 2016, ABI was owed \$4,317,539 from the City of Atlanta, of which \$4,090,306 is related to a federal grant that is passed through the City of Atlanta.

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(4) Due from and Due to the City of Atlanta Tax Allocation Districts

A portion of redevelopment costs and general costs incurred by ABI to manage the Atlanta BeltLine Project are reimbursed monthly to ABI by the BeltLine Tax Allocation District. As of June 30, 2016, ABI was owed \$871,367 from the BeltLine Tax Allocation District.

Additionally, certain projects of ABI fall into other City of Atlanta Tax Allocation Districts and those project costs are reimbursed by the respective Tax Allocation Districts. As of June 30, 2016, ABI was owed \$29,265 from the Eastside Tax Allocation District.

Amounts used by Chester Avenue Lofts, LLC to purchase and develop the Lofts at Reynoldstown Crossing loft units were advanced from the BeltLine Tax Allocation District and amounts from the sale of these properties were determined to be owed back to the BeltLine Tax Allocation District. At June 30, 2016, Chester Avenue Lofts, LLC owed the BeltLine Tax Allocation District \$863,935 related to the advancement of these funds to Chester Avenue Lofts, LLC and the BeltLine Tax Allocation District owed Chester Avenue Lofts, LLC \$219,211.

(5) Due from the Atlanta BeltLine Partnership

Certain project specific costs incurred by ABI are reimbursed by the non-profit entity, Atlanta BeltLine Partnership (“ABLP”). ABLP is an unrelated non-profit organization committed to raising funds from private and philanthropic sources to support the Atlanta BeltLine Project; working with neighborhoods, community organizations, faith organizations, businesses, and other groups to raise general awareness and broad-based support for the Atlanta BeltLine Project; and serving as a catalyst to mobilize resources to address the social concerns raised by new development around the Atlanta BeltLine Project. Through its initiative, ABLP has pledged to fund specific projects up to a certain amount. Costs incurred to date by ABI but not yet reimbursed on those projects are considered owed to ABI. As of June 30, 2016, ABI was owed \$1,231,323 from ABLP.

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(6) Capital Assets

Capital assets activity for the fiscal year ended June 30, 2016 consists of the following:

	<u>June 30,</u> <u>2015</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30,</u> <u>2016</u>
Total primary government:				
Capital assets not being depreciated:				
Land	\$ 500,000	\$ 2,465,042	\$ -	\$ 2,965,042
<i>Construction in Progress:</i>				
Murphy's Crossing	2,403,864	104,751	-	2,508,615
Corridor Design	5,651,961	-	-	5,651,961
Clear Creek	23,890,087	-	-	23,890,087
Historic Fourth Ward Park	42,737	-	(20)	42,717
Boulevard Crossing Park	1,060,993	-	-	1,060,993
DH Stanton Park	15,837	11,685	-	27,522
Parks	723,516	-	-	723,516
Rails	9,251,082	1,580,528	-	10,831,610
Trails	28,617,471	14,230,563	-	42,848,034
Edgewood Bridge	2,154	-	-	2,154
Willoughby Way	112,702	-	-	112,702
Lang Carson	20,820	-	-	20,820
Enota Park	251,668	-	(111)	251,557
Gateway	1,836,915	9,442	-	1,846,357
Brownfield	28,321	-	-	28,321
Ponce Plaza	203,542	716,525	-	920,067
Ponce Streetscape	334,317	44,184	-	378,501
Arthur Langford Park	181,927	728,756	-	910,683
NE Corridor Remediation	184,448	363,316	-	547,764
Urban Farm	319,443	45,085	-	364,528
Reynoldstown Stage - Other	10,000	51,001	-	61,001
Art	20,000	1,759	-	21,759
Total capital assets not being depreciated	<u>75,663,805</u>	<u>20,352,637</u>	<u>(131)</u>	<u>96,016,311</u>
Capital assets subject to depreciation:				
Leasehold improvements	380,698	1,011,898	-	1,392,596
Beltline Benches	-	13,309	-	13,309
Furniture and equipment	457,859	556,735	(52,320)	962,274
	<u>838,557</u>	<u>1,581,942</u>	<u>(52,320)</u>	<u>2,368,179</u>
Capital assets being depreciated:				
Furniture and equipment	(354,205)	(263,901)	-	(618,106)
Total capital assets net of depreciation	<u>484,352</u>	<u>1,318,041</u>	<u>(52,320)</u>	<u>1,750,073</u>
Net property and equipment	<u>\$ 76,148,157</u>	<u>\$ 21,670,678</u>	<u>\$ (52,451)</u>	<u>\$ 97,766,384</u>
Component Unit				
Capital assets not being depreciated:				
Chester Avenue lofts - construction in progress	\$ 716,731	\$ 2,669	\$ -	\$ 719,400
Green Miles - construction in progress	\$ 88,022	\$ 654	\$ (2,162)	\$ 86,514

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(7) Long-term Liabilities

Activity for long-term liabilities for the fiscal year ended June 30, 2016 consists of the following:

	<u>June 30,</u> <u>2015</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30,</u> <u>2016</u>	<u>Due Within</u> <u>One Fiscal Year</u>
Notes payable - banks	\$ 21,680,144	\$ -	\$ (2,151,479)	\$ 19,528,665	\$ 2,291,325
Notes payable	-	2,450,000	-	2,450,000	2,450,000
Capital lease obligation	-	532,668	(232,020)	300,648	266,453
Total Long-term debt	<u>\$ 21,680,144</u>	<u>\$ 2,982,668</u>	<u>\$ (2,383,499)</u>	<u>\$ 22,279,313</u>	<u>\$ 5,007,778</u>

Note Payable – Banks

In 2007, ABI entered into an agreement with a consortium of financial institutions to receive \$29,429,900 of interim funding for the implementation of the 2007 Atlanta BeltLine Projects in which this debt was guaranteed by the City of Atlanta. Interest only is payable semi-annually. For a period of 24 months commencing April 17, 2010, the loan was to accrue interest at a daily rate of LIBOR + .75%. However, due to a downgrade of the City of Atlanta's debt rating, the interest rate changed in accordance with the original loan agreement to a daily rate of LIBOR + .85%. This rate is effective until the notes mature on September 17, 2022 and October 17, 2022. Commencing on September 17, 2010, principal will be due in annual installments until the note matures. As of June 30, 2016, the outstanding balance on the note is \$19,528,665.

Debt Service Requirements

Annual principal and interest requirements (using the interest rate of 1.046% at the current fiscal year-end) for the notes payable to the banks are set forth below (dollar amounts in thousands):

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Fiscal Year ending June 30:			
2017	2,291	180	2,471
2018	2,440	155	2,595
2019	2,599	128	2,727
2020	2,768	99	2,867
2021	2,948	68	3,016
2022 - 2023	6,483	34	6,517
Totals	<u>\$ 19,529</u>	<u>\$ 664</u>	<u>\$ 20,193</u>

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(7) Long-term Liabilities (continued)

Note Payable

In October 2015, ABI entered into a promissory note payable in the amount of \$2,450,000 in order to finance the purchase of property. The note accrues interest at a rate of 3% and will be due in full on April 15, 2017.

Capital Lease Obligation

During the fiscal year ended June 30, 2016, ABI, as lessee, entered into two separate lease agreements for financing the acquisition of furniture. The lease agreements qualify as capital leases for accounting purposes (titles transfers at the end of the lease term) and have been recorded at the present value of the future minimum lease payments as of the date of inception.

The following is an analysis of furniture leased under capital leases as of June 30, 2016:

Equipment	\$	532,668
Less accumulated depreciation		(103,634)
Carrying value		<u><u>\$ 429,034</u></u>

Annual depreciation of these assets under capital lease is included in depreciation expense.

The following is a schedule of future minimum lease payments under the capital leases and the present value of the net minimum lease payments at June 30, 2016:

<u>Fiscal Year Ending</u>		
2017	\$	267,270
2018		<u>34,233</u>
Total minimum lease payments		<u>301,503</u>
Less amount representing interest		<u>(855)</u>
Present value of future minimum lease payments		300,648
Less current maturities		<u>(266,453)</u>
Long-term balance	\$	<u><u>34,195</u></u>

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(7) Long-term Liabilities (continued)

Line of Credit Payable

In November 2014, ABI entered into a line of credit agreement with SunTrust Bank. The line of credit has a limit of \$5,000,000 and matures on November 24, 2016. As of June 30, 2016, there was a balance of \$1,916,998 outstanding on the line of credit. Interest is accrued and due for payment monthly at a variable rate of LIBOR plus 2.35%. The rate in effect at June 30, 2016 was 2.81%. The line of credit is being used to fund capital projects that are funded on a cost reimbursement basis from the federal capital grants and contributions. Activity for short-term line of credit payable for the fiscal year ended June 30, 2016 consists of the following:

	<u>June 30,</u>		<u>Additions</u>	<u>Reductions</u>	<u>June 30,</u>
	<u>2015</u>				<u>2016</u>
Line of credit payable	\$ -	\$	9,345,139	\$ (7,428,141)	\$ 1,916,998

(8) Due to City of Atlanta - Clear Creek Project

In 2007, ABI and the City of Atlanta entered into an intergovernmental agreement for the Clear Creek Project. The Clear Creek Project will result in the construction of a storm water retention pond and infrastructure improvements for sewer basin relief. The City of Atlanta contributed \$30 million to ABI for the estimated cost to complete the project. During fiscal year 2010, ABI returned \$5 million of the unspent project dollars to the City and during fiscal year 2013, ABI returned an additional \$1 million of the unspent project dollars to the City. Thus, the City has only provided up to \$24 million for the Clear Creek Project. Upon completion, both the project and any portion of the \$24 million not expended by ABI will revert back to the City of Atlanta in order to satisfy this obligation. Thus \$24 million is accrued as a non-current liability. This amount has no maturity date, nor is interest charged. All costs associated with the Clear Creek Project are being accounted for as construction in process. At June 30, 2016, total project costs to date totaled \$23,890,087.

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(9) Operating Lease

ABI has entered into an operating lease for the rental of office space for its operations. The lease contains a provision for free rent for the first year of the eleven year lease and also contains rent escalations in future years. The lease began July 1, 2015.

Future minimum rental payments on this lease as of June 30, 2016 are as follows:

<u>Fiscal Year Ending June 30,</u>	<u>Rental Amount</u>
2017	\$ 372,837
2018	382,649
2019	392,460
2020	402,272
2021	412,083
2022-2026	2,207,588

During the fiscal year ended June 30, 2016, no payments were made due to the abated rent, however, \$379,081 of rent was accrued and expensed in order to evenly charge rent over the full term of the lease.

(10) Pension Plan

ABI participates in two different qualified tax deferred defined contribution retirement plans offered to its employees, both of which are administered by the International City/County Management Association Retirement Corp (“ICMA-RC”). The first plan operates under section 457(b) of the Internal Revenue Code, and allows employees to contribute a certain percentage of their pay each year (up to the federal maximum limits). ABI does not match contributions to the section 457(b) plan.

Because ABI does not participate in the federal social security system, it is required by law to establish a “public employee retirement system” (“PERS”) to take the place of its otherwise mandatory contributions to the federal social security system. Establishing a PERS requires, by law, that ABI contribute to a qualified retirement plan a minimum of 7.25% of base pay for all eligible employees. ABI has met this requirement by participating in a second retirement plan which operates under section 401(a) of the Internal Revenue Code and is wholly funded by employer contributions which are made based on a percentage of eligible compensation for all full time employees of ABI who are over 21 years of age. ABI has elected to contribute more to this defined contribution plan than the required legal minimum. For the fiscal year ended June 30, 2016, ABI contributions to the 401(a) defined contribution plan totaled \$610,004. Employees cannot contribute directly to the 401(a) defined contribution plan.

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(11) Contractual Commitments

For the fiscal year ended June 30, 2016, ABI had several active construction projects related to various Atlanta BeltLine construction projects. At fiscal year-end, ABI's contractual commitments with contractors were \$34,471,340.

(12) Transfer of Assets to the City of Atlanta

As the implementation agent of the Atlanta BeltLine, the ultimate objective is that all capital improvements to the Atlanta BeltLine will be transferred to the City of Atlanta for complete ownership and passing along risk of ownership. At fiscal year-end, the balance of those assets, which are currently unfinished, in process, and expected to be transferred to the City of Atlanta at a future date is \$96,016,311. The transfer of assets is expected to occur once projects have been completed and the City of Atlanta accepts the improvements. For the fiscal year ended, June 30, 2016, ABI did not transfer ownership in any capital assets to the City of Atlanta.