

CEDAR REALTY TRUST, INC.
Form 10-K
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934
COMMISSION FILE NUMBER: 001-31817

CEDAR REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland	42-1241468
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification Number)

44 South Bayles Avenue, Port Washington, NY	11050-3765
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code: (516) 767-6492	

Securities registered pursuant to Section 12(b) of the Act:

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

Title of each class	Name of each exchange on which registered
Common Stock, \$0.06 par value	New York Stock Exchange
7-1/4% Series B Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	New York Stock Exchange
6-1/2% Series C Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Based on the closing sales price on June 30, 2018 of \$4.72 per share, the aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$414,299,000.

The number of shares outstanding of the registrant's Common Stock \$.06 par value was 89,104,577 on February 11, 2019.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's definitive proxy statement relating to its 2019 annual meeting of shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

CEDAR REALTY TRUST, INC.

TABLE OF CONTENTS

PART I

1 and 2.	<u>Business and Properties</u>	3
1A.	<u>Risk Factors</u>	10
1B.	<u>Unresolved Staff Comments</u>	23
3.	<u>Legal Proceedings</u>	23
4.	<u>Mine Safety Disclosures</u>	24

PART II

	<u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity</u>	
5.	<u>Securities</u>	24
6.	<u>Selected Financial Data</u>	26
7.	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	28
7A.	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	39
8.	<u>Financial Statements and Supplementary Data</u>	41
9.	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	72
9A.	<u>Controls and Procedures, including Management Report on Internal Control Over Financial Reporting</u>	72
9B.	<u>Other information</u>	75

PART III

10.	<u>Directors, Executive Officers and Corporate Governance</u>	75
11.	<u>Executive Compensation</u>	75
12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	75
13.	<u>Certain Relationships and Related Transactions, and Director Independence</u>	75
14.	<u>Principal Accountant Fees and Services</u>	75

PART IV

15.	<u>Exhibits and Financial Statement Schedules</u>	76
16.	<u>Form 10-K Summary</u>	78

Part I.

Items 1 and 2. Business and Properties

General

Cedar Realty Trust, Inc. (the “Company”) is a real estate investment trust (“REIT”) that focuses primarily on ownership, operation and redevelopment of grocery-anchored shopping centers in high-density urban markets from Washington, D.C. to Boston. At December 31, 2018, the Company owned and managed a portfolio of 58 operating properties (excluding properties “held for sale”) totaling 8.7 million square feet of gross leasable area (“GLA”). The portfolio was 91.0% leased and 90.7% occupied at December 31, 2018.

The Company, organized in 1984, has elected to be taxed as a real estate investment trust (“REIT”) under applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”). To qualify as a REIT under those provisions, the Company must have a preponderant percentage of its assets invested in, and income derived from, real estate and related sources. The Company’s objectives are to provide to its shareholders a professionally-managed real estate portfolio consisting primarily of grocery-anchored shopping centers from Washington, D.C. to Boston, which will provide substantial cash flow, currently and in the future, taking into account an acceptable modest risk profile, and which will present opportunities for additional growth in income and capital appreciation.

The Company, organized as a Maryland corporation, has established an umbrella partnership structure through the contribution of substantially all of its assets to Cedar Realty Trust Partnership L.P. (the “Operating Partnership”), organized as a limited partnership under the laws of Delaware. The Company conducts substantially all of its business through the Operating Partnership. At December 31, 2018, the Company owned 99.4% of the Operating Partnership and is its sole general partner. The 553,000 limited partnership units in the Operating Partnership (“OP Units”) are economically equivalent to the Company’s common stock and are redeemable at the option of the holder. Such redemptions are payable in cash or in shares of the Company’s common stock, one a one-to-one basis, at the option of the Company.

The Company derives substantially all of its revenues from rents and operating expense reimbursements received pursuant to long-term leases. The Company’s operating results therefore depend on the ability of its tenants to make the payments required by the terms of their leases. The Company focuses its investment activities on grocery-anchored shopping centers. The Company believes that, because of the need of consumers to purchase food and other staple goods and services generally available at such centers, its type of “necessities-based” properties should provide relatively stable revenue flows even during difficult economic times.

The Company, the Operating Partnership, their subsidiaries and affiliated partnerships are separate legal entities. For ease of reference, the terms “we”, “our”, “us”, “Company” and “Operating Partnership” (including their respective subsidiaries and affiliates) refer to the business and properties of all these entities, unless the context otherwise requires. The Company’s executive offices are located at 44 South Bayles Avenue, Port Washington, New York 11050-3765 (telephone 516-767-6492). The Company also maintains property management, construction management and/or leasing offices at several of its shopping-center properties. The Company’s website can be accessed at www.cedarrealtytrust.com, where a copy of the Company’s Forms 10-K, 10-Q, 8-K and other filings with the Securities and Exchange Commission (“SEC”) can be obtained free of charge. These SEC filings are added to the website as soon as reasonably practicable. The Company’s Code of Ethics, corporate governance guidelines and committee charters are also available on the website. Information on the website is not part of this Form 10-K.

The Company’s Properties

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

The following tables summarize information relating to the Company's portfolio as of December 31, 2018:

State	Number of properties	GLA	Percentage of GLA	
Pennsylvania	24	4,357,000	49.9	%
Massachusetts	7	1,124,000	12.9	%
Connecticut	7	1,142,000	13.1	%
Maryland / Washington, D.C.	8	992,000	11.4	%
Virginia	7	493,000	5.6	%
New Jersey	3	307,000	3.5	%
New York	1	195,000	2.2	%
Delaware	1	119,000	1.4	%
Total portfolio	58	8,729,000	100.0	%

3

Tenant Concentration

Tenant	Number of stores	GLA	Percentage of GLA	Annualized base rent	Annualized base rent per sq. ft.	Percentage annualized base rents
Top twenty tenants (a):						
Giant Foods	8	538,000	6.2 %	\$8,857,000	\$ 16.46	8.1 %
Shop Rite	4	250,000	2.9 %	4,212,000	16.85	3.9 %
Stop & Shop	4	271,000	3.1 %	2,966,000	10.94	2.7 %
LA Fitness	5	199,000	2.3 %	2,766,000	13.90	2.5 %
Dollar Tree	22	226,000	2.6 %	2,542,000	11.25	2.3 %
Big Y	2	106,000	1.2 %	2,006,000	18.92	1.8 %
Home Depot	2	253,000	2.9 %	1,977,000	7.81	1.8 %
Staples	5	106,000	1.2 %	1,773,000	16.73	1.6 %
BJ's Wholesale Club	1	118,000	1.4 %	1,683,000	14.26	1.5 %
United Artists	1	78,000	0.9 %	1,538,000	19.72	1.4 %
Kroger	2	125,000	1.4 %	1,528,000	12.22	1.4 %
Marshalls	6	170,000	1.9 %	1,497,000	8.81	1.4 %
Food Lion	4	163,000	1.9 %	1,460,000	8.96	1.3 %
Shoppers Food Warehouse	2	120,000	1.4 %	1,267,000	10.56	1.2 %
Planet Fitness	5	99,000	1.1 %	1,237,000	12.49	1.1 %
Walmart	3	192,000	2.2 %	1,193,000	6.21	1.1 %
Redner's	3	159,000	1.8 %	1,159,000	7.29	1.1 %
Kohl's	2	147,000	1.7 %	1,129,000	7.68	1.0 %
Home Goods	4	105,000	1.2 %	1,044,000	9.94	1.0 %
Petsmart	3	63,000	0.7 %	971,000	15.41	0.9 %
Sub-total top twenty tenants	88	3,488,000	40.0 %	42,805,000	12.27	39.2 %
Remaining tenants	755	4,426,000	50.7 %	66,256,000	14.97	60.8 %
Sub-total all tenants (b)	843	7,914,000	90.7 %	\$109,061,000	\$ 13.78	100.0 %
Vacant space	N/A	815,000	9.3 %			
Total	843	8,729,000	100.0 %			

(a) Several of the tenants listed above share common ownership with other tenants:

(1) Giant Foods, Stop & Shop and Food Lion, 2) Shoppers Food Warehouse and Farm Fresh (GLA of 17,000; annualized base rent of \$93,000), and (3) Marshalls, Home Goods, and TJ Maxx (GLA of 54,000; annualized base rent of \$529,000).

(b) Comprised of large tenants (15,000 or more GLA) and small tenants as follows:

	Occupied GLA	Percentage of occupied GLA	Annualized base rent	Annualized base rent per sq. ft.	Percentage annualized base rents
Large tenants	5,473,000	69.2 %	\$59,899,000	\$ 10.95	54.9 %

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

Small tenants	2,441,000	30.8	%	49,162,000	20.13	45.1	%
Total	7,914,000	100.0	%	\$109,061,000	\$ 13.78	100.0	%

4

Lease Expirations

Year of lease expiration	Number of leases expiring	GLA expiring	Percentage of GLA expiring	Annualized expiring base rents	Annualized expiring base rents per sq. ft.	Percentage of annualized expiring base rents
Month-To-Month	46	193,000	2.4 %	\$3,168,000	\$ 16.41	2.9 %
2019	105	703,000	8.9 %	10,320,000	14.68	9.5 %
2020	133	1,343,000	17.0 %	16,812,000	12.52	15.4 %
2021	131	931,000	11.8 %	14,616,000	15.70	13.4 %
2022	106	608,000	7.7 %	9,420,000	15.49	8.6 %
2023	76	609,000	7.7 %	8,496,000	13.95	7.8 %
2024	62	858,000	10.8 %	10,656,000	12.42	9.8 %
2025	40	583,000	7.4 %	7,800,000	13.38	7.2 %
2026	30	263,000	3.3 %	3,804,000	14.46	3.5 %
2027	34	319,000	4.0 %	4,248,000	13.32	3.9 %
2028	34	393,000	5.0 %	4,872,000	12.40	4.5 %
2029	21	481,000	6.1 %	5,772,000	12.00	5.3 %
Thereafter	25	630,000	8.0 %	9,077,000	14.41	8.3 %
All tenants	843	7,914,000	100.0 %	\$109,061,000	\$ 13.78	100.0 %
Vacant space	N/A	815,000	N/A			
Total portfolio	843	8,729,000	N/A			

Real Estate Summary

Property Description	Year acquired	GLA	Percent occupied	Average base rent per leased sq. ft.	Major Tenants (a) Name	GLA
Connecticut						
Bethel Shopping Center	2013	101,105	95.1 %	\$ 24.26	Big Y	63,817
Brickyard Plaza	2004	227,598	97.0 %	8.45	Home Depot	103,003
					Kohl's	58,966
					Michaels	21,429
					Petsmart	20,405
Groton Shopping Center	2007	130,264	100.0 %	12.29	TJ Maxx	30,000
					Goodwill	21,306
					Aldi	17,664
					Planet Fitness	17,500
Jordan Lane	2005	177,504	73.6 %	13.43	Stop & Shop	60,632
					Cardio Fitness	20,283
New London Mall	2009	259,566	92.1 %	14.91	Shop Rite	64,017
					Marshalls	30,627
					Home Goods	25,432
					Petsmart	23,500
					A.C. Moore	20,932
Oakland Commons	2007	90,100	100.0 %	6.37	Walmart	54,911
					Bristol Ten Pin	35,189
Southington Center	2003	155,842	98.5 %	7.74	Walmart	95,482
					NAMCO	20,000
Total Connecticut		1,141,979	92.9 %	12.15		
Delaware						
Christina Crossing	2017	119,353	89.4 %	17.53	Shop Rite	68,621
Maryland / Washington, D.C.						
East River Park	2015	150,038	98.7 %	21.67	Safeway	40,000
					District of Columbia	34,400
Metro Square	2008	71,896	100.0 %	18.14	Shoppers Food Warehouse	58,668
Oakland Mills	2005	58,224	91.0 %	12.11	LA Mart	39,279
					Shoppers Food Warehouse	61,466
					Marshalls	27,000
					Home Goods	19,688
					Maximum Health and Fitness	15,612
Senator Square	2018	61,691	100.0 %	20.80	Unity Health Care	18,750
Shoppes at Arts District	2016	35,676	100.0 %	36.01	Busboys and Poets	9,889
					Yes! Organic Market	7,169
					K-Mart	95,810
Valley Plaza	2003	190,939	95.8 %	5.75	Ollie's Bargain Outlet	41,888
					Tractor Supply	32,095

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

Yorktowne Plaza	2007	158,982	74.7	%	13.39	Food Lion	37,692
Total Maryland / Washington, D.C.		991,580	89.8	%	14.39		
Massachusetts							
Fieldstone Marketplace	2005/2012	150,123	80.0	%	12.18	Shaw's	68,000
						Work Out World	32,250
Franklin Village Plaza	2004/2012	303,524	90.1	%	21.61	Stop & Shop	75,000
						Marshalls	26,890
						Boost Fitness	15,807
Kings Plaza	2007	168,243	81.9	%	8.59	Fun Z Trampoline Park	42,997
						Ocean State Job Lot	20,300
						Savers	19,339
Norwood Shopping Center	2006	97,756	98.2	%	10.43	Big Y	42,598
						Planet Fitness	18,830
						Dollar Tree	16,798
The Shops at Suffolk Downs	2005	121,320	100.0	%	14.19	Stop & Shop	74,977

6

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

Property Description	Year acquired	GLA	Percent occupied	Average base rent per leased sq. ft.	Major Tenants (a) Name	GLA
Massachusetts (continued)						
Timpany Plaza	2007	183,775	88.9 %	7.70	Stop & Shop	59,947
					Big Lots	28,027
					Gardner Theater	27,576
Webster Commons	2007	98,984	96.7 %	11.52	Big Lots	37,024
					Planet Fitness	18,681
Total Massachusetts		1,123,725	89.7 %	13.54		
New Jersey						
Pine Grove Plaza	2003	86,089	90.7 %	11.66	Peebles	24,963
The Shops at Bloomfield Station	2016	63,844	86.7 %	19.38	Super Foodtown	28,505
Washington Center Shoppes	2001	157,394	92.9 %	10.14	Acme Markets	66,046
					Planet Fitness	20,742
Total New Jersey		307,327	91.0 %	12.39		
New York						
Carman's Plaza	2007	195,283	84.9 %	19.96	24 Hour Fitness	54,106
					Key Foods	32,570
					Department of Motor Vehicle	19,310
Pennsylvania						
Academy Plaza	2001	137,415	90.8 %	15.54	Acme Markets	50,918
Camp Hill	2002	423,671	99.7 %	15.14	Boscov's	159,040
					Giant Foods	92,939
					LA Fitness	45,000
					Barnes & Noble	24,908
					Staples	20,000
Colonial Commons	2011	408,642	91.9 %	13.35	Giant Foods	67,815
					Dick's Sporting Goods	56,000
					Home Goods	31,436
					Ross Dress For Less	30,000
					Marshalls	27,000
					JoAnn Fabrics	25,500
					David's Furniture	24,970
					Old Navy	15,500
Crossroads II (b)	2008	133,717	93.5 %	19.77	Giant Foods	78,815
Fairview Commons	2007	52,964	66.7 %	10.63	Grocery Outlet	16,650
Fort Washington Center	2002	41,000	100.0 %	16.00	LA Fitness	41,000
Gold Star Plaza	2006	71,720	100.0 %	9.23	Redner's	48,920
Golden Triangle	2003	202,790	95.5 %	12.21	LA Fitness	44,796
					Marshalls	30,000

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

						Staples	24,060
						Just Cabinets	18,665
						Aldi	15,242
Halifax Plaza	2003	51,510	100.0	%	13.00	Giant Foods	32,000
Hamburg Square	2004	99,580	67.4	%	6.86	Redner's	56,780
Lawndale Plaza	2015	92,773	98.0	%	18.46	Shop Rite	63,342
Meadows Marketplace	2004/2012	91,518	92.0	%	15.47	Giant Foods	67,907
Newport Plaza	2003	64,489	100.0	%	12.74	Giant Foods	43,400
Northside Commons	2008	69,136	100.0	%	10.19	Redner's	53,019
Palmyra Shopping Center	2005	111,051	87.5	%	7.49	Weis Markets	46,912
						Goodwill	18,104
Port Richmond Village	2001	125,578	90.4	%	14.69	Thriftway	40,000
						Pep Boys	20,615
Quartermaster Plaza	2014	456,602	93.5	%	14.45	Home Depot	150,000
						BJ's Wholesale Club	117,718
						Planet Fitness	23,146
						Staples	20,388
						Petsmart	19,089

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

Property Description	Year		Percent		Average	Major Tenants (a)	
	acquired	GLA	occupied		base rent per leased sq. ft.	Name	GLA
Pennsylvania (continued)							
Riverview Plaza	2003	236,217	85.4	%	21.18	United Artists	77,700
						Avalon Carpet	25,000
						Pep Boys	22,000
						Staples	18,000
South Philadelphia	2003	251,881	86.0	%	13.93	Shop Rite	54,388
						Ross Dress For Less	31,349
						LA Fitness	31,000
						Modell's	20,000
						Kid City	16,623
Swede Square	2003	100,816	97.0	%	18.36	LA Fitness	37,200
The Commons	2004	203,309	61.7	%	10.01	Pat Catans	52,654
						TJ Maxx	24,404
The Point	2000	268,037	96.6	%	13.25	Burlington Coat Factory	76,665
						Giant Foods	76,627
						A.C. Moore	24,890
						Staples	24,000
Trexler Mall	2005	337,297	79.3	%	11.59	Kohl's	88,248
						Lehigh Wellness Partners	33,227
						Maxx Fitness	28,870
						Marshalls	28,488
						Home Goods	28,181
Trexlerstown Plaza	2006	325,171	92.1	%	14.11	Giant Foods	78,335
						Hobby Lobby	57,512
						Burlington Coat Factory	40,000
						Big Lots	33,824
						Tractor Supply	19,097
Total Pennsylvania		4,356,884	90.0	%	14.07		
Virginia							
Coliseum Marketplace	2005	106,648	100.0	%	17.20	Kroger	57,662
						Michaels	23,981
Elmhurst Square	2006	66,254	93.5	%	10.34	Food Lion	38,272
General Booth Plaza	2005	71,639	100.0	%	14.56	Food Lion	53,758
Glen Allen Shopping Center	2005	63,328	100.0	%	7.14	Publix	63,328
Kempsville Crossing	2005	79,512	94.5	%	11.65	Walmart	41,975
						Farm Fresh	16,938
Oak Ridge Shopping Center	2006	38,700	92.2	%	11.13	Food Lion	33,000
Suffolk Plaza	2005	67,216	100.0	%	9.90	Kroger	67,216
Total Virginia		493,297	97.6	%	12.27		
Total	(91.0% leased at December 31, 2018)	8,729,428	90.7	%	\$ 13.78 (c)		

- (a) Major tenants are determined as tenants with 15,000 or more sq.ft. of GLA, tenants at single-tenant properties, or the largest tenant at a property, based on GLA.
- (b) The Company has a 40% ownership interest in the San Souci Plaza joint venture and a 60% ownership interest in the Crossroads II joint venture. Based on partnership promotes, additional equity interests, and/or other terms of the related joint venture agreements, the Company currently recognizes the results of operations of these joint ventures in excess of its stated percentage ownership.
- (c) Average base rent is calculated as the aggregate, annualized contractual minimum rent for all occupied spaces divided by the aggregate GLA of all occupied spaces as of December 31, 2018. Tenant concessions are reflected in this measure except for a limited number of short-term (generally one to three months) free rent concessions provided to new tenants that took occupancy prior to the end of the reporting period but within the concession period. Average base rent would have been \$13.54 per square foot if all such free rent concessions were reflected. The terms of the Company's retail leases generally vary from tenancies at will to 25 years, excluding renewal options. Anchor tenant leases are typically for 10 to 25 years, with one or more renewal options available to the lessee upon expiration of the initial lease term. By contrast, smaller store leases are typically negotiated for five-year terms. The longer terms of major tenant leases serve to protect the Company against significant vacancies and to assure the presence of strong tenants which draw consumers to its centers. The shorter terms of smaller store leases allow the Company under appropriate circumstances to adjust rental rates periodically and, where possible, to upgrade or adjust the overall tenant mix.

Most leases contain provisions requiring tenants to pay their pro rata share of real estate taxes, insurance and certain operating costs. Some leases also provide that tenants pay percentage rent based upon sales volume generally in excess of certain negotiated minimums.

Excluding properties held for sale or sold, Giant Food Stores, LLC, Stop & Shop, Inc. and Food Lion, LLC, each of which is owned by Ahold N.V., a Netherlands corporation, leased an aggregate of approximately 11% of the Company's GLA at December 31, 2018, and accounted for an aggregate of approximately 11% of the Company's total revenues during 2018. No other tenant leased more than 10% of GLA at December 31, 2018, or contributed more than 10% of total revenues during 2018.

Executive Offices

The Company's executive offices are located at 44 South Bayles Avenue, Port Washington, New York, pursuant to a lease which expires in February 2020.

Competition

The Company believes that competition for the acquisition and operation of grocery-anchored shopping centers is highly fragmented. It faces competition from institutional investors, public and private REITs, owner operators engaged in the acquisition, ownership, redevelopment and leasing of shopping centers, as well as from numerous local, regional and national real estate developers and owners in each of its markets. It also faces competition in leasing available space at its properties to prospective tenants. Competition for tenants varies depending upon the characteristics of each local market in which the Company owns and manages properties. The Company believes that the principal competitive factors in attracting tenants in its market are location, price and other lease terms, the presence of anchor tenants, the mix, quality and sales results of other tenants, and maintenance, appearance, access and traffic patterns of its properties.

Environmental Matters

Under various federal, state, and local laws, ordinances and regulations, an owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances or other contaminants at property owned, leased, managed or otherwise operated by such person, and may be held liable to a governmental entity or to third parties for property damage, and for investigation and cleanup costs in connection with such contamination. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such conditions, may adversely affect the owner's, lessor's or operator's ability to sell or rent such property or to arrange financing using such property as collateral. In connection with the ownership, operation, redevelopment and management of real estate, the Company may potentially become liable for removal or remediation costs, as well as certain other related costs and liabilities, including governmental fines and injuries to persons and/or property. Generally, the Company's tenants must comply with environmental laws and meet any remediation requirements. In addition, leases typically impose obligations on tenants to indemnify the Company from any compliance costs the Company may incur as a result of environmental conditions on the property caused by the tenant. However, if a lease does not require compliance and/or indemnification, or if a tenant fails to or cannot comply, the Company could be forced to pay these costs.

The Company believes that environmental studies conducted at the time of acquisition with respect to its properties did not reveal any material environmental liabilities for which the Company is responsible and that would have a material adverse effect on its business, results of operations or liquidity. However, no assurances can be given that existing environmental studies with respect to any of the properties reveal all environmental liabilities, that any prior owner of or tenant at a property did not create a material environmental condition not known to the Company, or that a material environmental condition does not otherwise exist at any one or more of its properties. If a material environmental condition does in fact exist, it could have an adverse impact upon the Company's financial condition, results of operations and liquidity.

Employees

As of December 31, 2018, the Company had 76 full-time employees and one part-time employee. The Company believes that its relations with its employees are good.

Item 1A. Risk Factors

Set forth below are the risk factors that we believe are material to our investors. Each of these risk factors could adversely affect our business operating results and/or financial condition, as well as adversely affect the value of our common stock and other securities. In addition to the following disclosures, please refer to the other information contained in this Annual Report on Form 10-K including the accompanying consolidated financial statements and the related notes. This section contains forward-looking statements. You should refer to the explanation of the qualifications and limitation on forward-looking statements appearing elsewhere in this Annual Report on Form 10-K.

These risk factors are not exhaustive. We operate in a competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for us to predict all risk factors, nor can we assess the impact of all risk factors on our business or the extent to which any factor, or combination of factors, may affect our business. Investors should also refer to our quarterly reports on Form 10-Q and current reports on Form 8-K for future periods for material updates to these risk factors.

Risks Related to Our Properties and Our Business

Our properties consist primarily of grocery-anchored shopping centers. Our performance therefore is linked to economic conditions in the market for retail space generally.

Our properties consist primarily of grocery-anchored shopping centers, and our performance therefore is linked to economic conditions in the market for retail space generally. This also means that we are subject to the risks that affect the retail environment generally, including the levels of consumer spending, the willingness of retailers to lease space in our shopping centers, tenant bankruptcies, the impact of e-commerce on the demand for retail space, ongoing consolidation in the retail sector, and changes in economic conditions and consumer confidence. A downturn in the U.S. economy and reduced consumer spending could impact our tenants' ability to meet their lease obligations due to poor operating results, lack of liquidity or other reasons, and therefore decrease the revenue generated by our properties and/or the value of our properties. Our ability to lease space and negotiate and maintain favorable rents could also be negatively impacted by the state of the U.S. economy. Moreover, the demand for leasing space in our shopping centers could also significantly decline during a significant downturn in the U.S. economy that could result in a decline in our occupancy percentage and reduction in rental revenues. Any sustained levels of high unemployment can be expected to have a serious negative impact on consumer spending and sales by tenants at our shopping centers.

In addition, increases in energy costs in this country may cause shoppers to restrict their trips by automobile to shopping centers, reduce their purchases of gasoline and other products from the fuel service stations at several of our properties, as well as reduce their levels of discretionary spending, all of which, in turn, could adversely affect sales at our properties.

The geographic concentration of our properties in the Washington, D.C. to Boston corridor exposes us to greater economic risks than if the distribution of our properties encompassed a broader region.

Our properties are located largely in the region that straddles the Washington, D.C. to Boston corridor, which exposes us to greater economic risks than if our properties were more diversely located (in particular, 24 of our properties are located in Pennsylvania). Any adverse economic or real estate developments resulting from the regulatory environment, business climate, fiscal problems or weather in such regions could have an adverse impact on our prospects. In addition, the economic condition of each of our markets may be dependent on one or more industries. An economic downturn in one of these industry sectors may result in an increase in tenant vacancies, which may harm our

performance in the affected markets.

Our performance and value are subject to risks associated with real estate assets and with the real estate industry.

Our performance and value are subject to risks associated with real estate assets and with the real estate industry, including, among other things, risks related to adverse changes in national, regional and local economic and market conditions. Our continued ability to make expected distributions to our shareholders depends on our ability to generate sufficient revenues to meet operating expenses, future debt service and capital expenditure requirements. Events and conditions generally applicable to owners and operators of real property that are beyond our control may decrease cash available for distribution and the value of our properties.

These events and conditions include, but may not be limited to, the following:

- local oversupply, increased competition or declining demand for real estate;
- local economic conditions, which may be adversely impacted by plant closings, business layoffs, industry slow downs, weather conditions, natural disasters and other factors;
- non-payment or deferred payment of rent or other charges by tenants, either as a result of tenant-specific financial ills, or general economic events or circumstances adversely affecting consumer disposable income or credit;
- vacancies or an inability to rent space on acceptable terms;
- increased operating costs, including real estate taxes, insurance premiums, utilities, costs associated with the need to periodically renovate and re-lease space, and repairs and maintenance;
- volatility and/or increases in interest rates, or the non-availability of funds in the credit markets in general;
- increased costs of complying with current, new or expanded governmental regulations;
- the relative illiquidity of real estate investments;
- changing market demographics;
- changing traffic patterns; and
- an inability to refinance maturing debt in acceptable amounts and/or on acceptable terms.

In addition, costs associated with our operations, such as real estate and personal property taxes, insurance, and mortgage payments, generally are not reduced even as occupancy or rental rates decrease, tenants fail to pay base and additional rent or other circumstances cause a reduction in income. As a result, our financial performance, cash flow from operations and our ability to make distributions to our shareholders may be adversely affected.

Our success depends on key personnel whose continued service is not guaranteed.

Our success depends on the efforts of key personnel, whose continued service is not guaranteed. Key personnel could be lost because we could not offer, among other things, competitive compensation programs. If one or more of our senior executives or key employees are unable to continue in their present positions or if their employment contracts are terminated or not renewed, we may not be able to replace them easily or at all. Competition for key personnel is intense, and such experienced individuals in our industry are in short supply. The loss of services of key personnel could materially and adversely affect our operations because of diminished relationships with lenders, sources of equity capital, construction companies, and existing and prospective tenants, and the ability to conduct our business and operations without material disruption.

The level of our indebtedness and any constraints on credit may impede our operating performance, and put us at a competitive disadvantage.

The level of our indebtedness may harm our business and operating results by (1) requiring us to use a substantial portion of our available liquidity to pay required debt service and/or repayments or establish additional reserves, which would reduce amounts available for distributions, (2) placing us at a competitive disadvantage compared to competitors that have less debt or debt at more favorable terms, (3) making us more vulnerable to economic and industry downturns and reducing our flexibility in responding to changing business and economic conditions, and (4) limiting our ability to borrow more money for operations or capital expenditures. In addition, increases in interest rates may impede our operating performance and put us at a competitive disadvantage. Further, payments of required debt service or amounts due at maturity, or creation of additional reserves under loan agreements, could adversely affect our liquidity. Our organizational documents do not limit the level or amount of debt that we may incur, no do we have a policy limiting our debt to any particular level.

As a relatively small public REIT, our general and administrative expenses constitute a larger percentage of our total revenues than many of our peers.

Our revenues for the year ended December 31, 2018 were \$152.0 million. Because our company is smaller than many other publicly-traded REITs, our general and administrative expenses are, and will continue to be, a larger percentage of our total revenues than many other publicly-traded REITs. If we are unable to successfully execute on our strategy and grow our business, our general and administrative expenses will continue to have a greater effect on our financial performance and will reduce the amount of cash flow available to distribute to our shareholders.

Economic conditions in the U.S. economy in general, and any uncertainty in the credit markets and retail environment, could adversely affect our ability to continue to pay dividends or cause us to reduce the amount of our dividends.

We paid dividends totaling \$0.20 per share during each of 2018, 2017 and 2016. However, any downturn in the state of the U.S. economy, weakness in capital markets and/or difficult retail environment may cause us to reduce or suspend the payment of dividends.

Any volatility or instability in the credit markets could adversely affect our ability to obtain new financing or to refinance existing indebtedness.

Any instability in the credit markets may negatively impact our ability to access debt financing, to arrange property specific financing or to refinance our existing debt as it matures on favorable terms or at all. As a result, we may be forced to seek potentially less attractive financings, including equity investments, on terms that may not be favorable to us. In doing so, we may be compelled to dilute the interests of existing shareholders that could also adversely reduce the trading price of our common stock.

We may be exposed to additional risks through our hedging activities, including the risks that a counterparty will not perform and that the hedge will not yield the economic benefits we anticipate.

To manage our exposure to variable interest rate risk, we use derivative instruments that involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements, or that these arrangements may not be effective in reducing our exposure to interest rate changes. There can be no assurance that our hedging arrangements will qualify for hedge accounting or that our hedging activities will have the desired beneficial impact on our results of operations. If we decide to terminate a hedging agreement, there could be significant costs and cash requirements involved to fulfill our obligations under the hedging agreement. Failure to effectively hedge against interest rate changes may adversely affect our results of operations.

In addition, under the REIT qualification provisions of the Code, income we could receive from certain hedging transactions may be treated as non-qualifying income for purposes of the REIT gross income tests. As a result of these rules, we may need to limit or entirely avoid otherwise advantageous hedging techniques.

As substantially all of our revenues are derived from rental income, failure of tenants to pay rent or delays in arranging leases and occupancy at our properties could seriously harm our operating results and financial condition.

Substantially all of our revenues are derived from rental income from our properties. Our tenants may experience a downturn in their respective businesses and/or in the economy generally at any time that may weaken their financial condition. As a result, any such tenants may delay lease commencement, fail to make rental payments when due, decline to extend a lease upon its expiration, become insolvent, or declare bankruptcy. Any leasing delays, failure to make rental or other payments when due, or tenant bankruptcies, could result in the termination of tenants' leases, which would have a negative impact on our operating results. In addition, adverse market and economic conditions and competition may impede our ability to renew leases or re-let space as leases expire, which could harm our business and operating results.

Our business may be seriously harmed if a major tenant fails to renew its lease(s) or vacates one or more properties and prevents us from re-leasing such premises by continuing to pay base rent for the balance of the lease terms. In addition, the loss of such a major tenant could result in lease terminations or reductions in rent by other tenants at the affected properties, as provided in their respective leases. Excluding properties held for sale or sold, no tenant leased more than 10% of GLA at December 31, 2018 or contributed more than 10% of total revenues during 2018, except for Giant Food Stores, LLC, Stop & Shop, Inc. and Food Lion, LLC, each of which is owned by Ahold N.V., a

Netherlands corporation, which leased an aggregate of approximately 11% of our GLA at December 31, 2018, and accounted for an aggregate of approximately 11% of our total revenues, during 2018.

We may be restricted from re-leasing space based on existing exclusivity lease provisions with some of our tenants. In these cases, the leases contain provisions giving the tenant the exclusive right to sell particular types of merchandise or provide specific types of services within the particular retail center, which limits the ability of other tenants within that center to sell such merchandise or provide such services. When re-leasing space after a vacancy by one of such other tenants, such lease provisions may limit the number and types of prospective tenants for the vacant space. The failure to re-lease space or to re-lease space on satisfactory terms could harm operating results.

We face potential material adverse effects from tenant bankruptcies.

Any bankruptcy filings by, or relating to, one of our tenants or a lease guarantor would generally bar efforts by us to collect pre-bankruptcy debts from that tenant, or lease guarantor, unless we receive an order permitting us to do so from the bankruptcy court. A bankruptcy by a tenant or lease guarantor could delay efforts to collect past due balances, and could ultimately preclude full or, in fact, any collection of such sums. If a lease is affirmed by the tenant in bankruptcy, all pre-bankruptcy balances due under the lease must generally be paid in full. However, if a lease is disaffirmed by a tenant in bankruptcy, we would have only an unsecured claim for damages, which would be paid normally only to the extent that funds are available, and only in the same percentage as is paid to all other members of the same class of unsecured creditors. In addition, we may be unable to replace the tenant at current rental rates. It is possible, and indeed likely, that we would recover substantially less than, or in fact no portion of, the full value of any unsecured claims we hold, and would be required to write off any straight-line rent receivable recorded for such tenant, which may in turn harm our financial condition.

Our development and redevelopment activities may not yield anticipated returns, which would harm our operating results and reduce funds available for distributions to shareholders.

We have limited experience in substantially developing and redeveloping properties in our markets. Development and redevelopment projects entail considerable risks, including:

- time lag between commencement and completion, leaving us exposed to higher-than-estimated construction costs, including labor and material costs, as well as changes in the overall rental markets;
- failure or inability to obtain construction or permanent financing on favorable terms;
- inability to sell properties we identify for sale as part of a capital recycling strategy;
- expenditure of money and time on projects that may never be completed;
- inability to secure key anchor or other tenants;
- inability to achieve projected rental rates or anticipated pace of lease-up;
- inability to obtain various government and other approvals;
- delays in completion relating to weather, labor disruptions, construction or zoning delays; and
- higher costs incurred than originally estimated.

In addition, the entitlement and development of real estate entails extensive approval processes, sometimes involving multiple regulatory jurisdictions. It is common for a project to require multiple approvals, permits and consents from U.S. federal, state and local governing and regulatory bodies. Compliance with these and other regulations and standards is time intensive and costly and may require additional long range infrastructure review and approvals which can add to project cost. In addition, development of properties containing delineated wetlands may require one or more permits from the U.S. federal government and/or state and local governmental agencies. Any of these issues can materially affect the cost, timing and economic viability of our development and redevelopment projects.

Moreover, properties we redevelop or acquire may fail to achieve the occupancy or rental rates we project, within the time frames we project, at the time we make the decision to invest, which may result in the properties' failure to achieve the returns we projected. Our pre-acquisition evaluation of the physical condition of each new investment may not detect certain defects or identify necessary repairs until after the property is acquired, which could significantly increase our total acquisition costs or decrease cash flow from the property. In addition, our investigation of a property or building prior to our acquisition, and any representations we may receive from the seller of such building or property, may fail to reveal various liabilities, which could reduce the cash flow from the property

or increase our acquisition cost.

At times, we may also be required to use unionized construction workers or to pay the prevailing wage in a jurisdiction to unionized workers. Due to the highly labor intensive and price competitive nature of the construction business, the cost of unionization and/or prevailing wage requirements for new developments or redevelopments could be substantial. Unionization and prevailing wage requirements could adversely affect a project's profitability. In addition, union activity or a union workforce could increase the risk of a strike, which would adversely affect our ability to meet our construction timetables, which could adversely affect our reputation and our results of operations.

Additionally, new real estate under development activities typically require substantial time and attention from management, and the time frame required for development, construction and lease-up of these properties could require several years to realize any significant cash return. The foregoing risks could cause the development of properties to hinder the Company's growth and have an adverse effect on its results of operations and cash flows.

Developing and redeveloping properties will require significant capital investment, which may be funded through debt and equity financing, implementing a capital recycling strategy, entering into a joint venture arrangement with respect to one or more properties, or suspending or reducing distributions to our stockholders.

“New Technology” developments may negatively impact our tenants and our business.

We may be adversely affected by developments in new technology which may cause the business of certain of our tenants to become substantially diminished or functionally obsolete, with the result that such tenants may be unable to pay rent, become insolvent, file for bankruptcy protection, close their stores, or terminate their leases. Examples of the potentially adverse effects of new technology on retail businesses include, among other things, the overall effects of e-commerce.

Recent annual increases in online sales have also caused many retailers to sell products online on their websites with pick-ups at a store or warehouse or through deliveries, which may have the effect of decreasing the reported amount of their in-store sales and the amount of rent we are able to collect from them. With respect to grocer tenants, on-line grocery orders have become increasingly available, particularly in urban areas, but have not yet become a major factor affecting grocers in our portfolio. We cannot predict with certainty how growth in e-commerce, including same-day grocery delivery services, will impact the demand for space at our properties or how much revenue will be generated at “bricks and mortar” store locations in the future. If we are unable to anticipate and respond promptly to trends in retailer and consumer behavior, our occupancy levels and financial results could suffer.

Competition may impede our ability to renew leases or re-let spaces as leases expire, which could harm our business and operating results.

We also face competition from similar retail centers within our respective trade areas that may affect our ability to renew leases or re-let space as leases expire. Certain national retail chain bankruptcies and resulting store closings/lease disaffirmations have generally resulted in increased available retail space which, in turn, has resulted in increased competitive pressure to renew tenant leases upon expiration and to find new tenants for vacant space at such properties. In addition, any new competitive properties that are developed within the trade areas of our existing properties may result in increased competition for customer traffic and creditworthy tenants. Increased competition for tenants may require us to make tenant and/or capital improvements to properties beyond those that we would otherwise have planned to make. Any unbudgeted tenant and/or capital improvements we undertake may reduce cash that would otherwise be available for distributions to shareholders. Ultimately, to the extent we are unable to renew leases or re-let space as leases expire, our business and operations could be negatively impacted.

The financial covenants in our loan agreements may restrict our operating or acquisition activities, which may harm our financial condition and operating results.

The financial covenants in our loan agreements may restrict our operating or acquisition activities, which may harm our financial condition and operating results. Our unsecured credit facilities and the mortgages on our properties contain customary negative covenants, such as those that limit our ability, without the prior consent of the lender, to sell or otherwise transfer any ownership interest, to further mortgage the applicable property, to enter into leases, or to discontinue insurance coverage. Our ability to borrow under our unsecured revolving credit facility is subject to compliance with these financial and other covenants, including restrictions on the maximum availability, which is based on the adjusted net operating income of designated unencumbered properties, the payment of dividends, and overall restrictions on the amount of indebtedness we can incur. If we breach covenants in our debt agreements, the lenders could declare a default and require us to repay the debt immediately and, if the debt is secured, take possession of the property or properties securing the loan.

Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.

If a property or group of properties is mortgaged to secure payment of debt and we are unable to meet mortgage payments, the holder of the mortgage or lender could foreclose on the property, resulting in a loss of our investment. Alternatively, if we decide to sell assets in the current market to raise funds to repay matured debt, it is possible that these properties will be disposed of at a loss.

Our properties may be subject to impairment charges.

On a periodic basis, we assess whether there are any indicators that the value of our held-for-use real estate assets and other investments may be impaired. Held-for-use real estate assets are impaired only if the estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property are less than the carrying value of the property. The estimate of cash flows considers factors such as expected future operating income, capital expenditures, trends and prospects, the effects of

demand, tenant-operator performance, competition and other factors. If we are evaluating the potential sale of an asset or development alternatives, the future cash flow considerations include the most likely course of action at the balance sheet date based on current plans, intended holding periods and available market information including a market discount rate applied to the estimated future proceeds. We are required to make subjective assessments as to whether there are impairments in the value of our real estate assets and other investments. These assessments have a direct impact on our earnings because recording an impairment charge results in an immediate negative adjustment to earnings. There can be no assurance that we will not take additional charges in the future related to the impairment of our assets. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken.

Our capital migration strategy entails various risks.

We intend to sell properties and reinvest those proceeds in the acquisition of higher quality properties in our target markets, the development and redevelopment of our properties, or use the proceeds to pay down debt. While we hope to minimize the dilutive effect of these sales on our earnings, in the near term the returns on the disposed assets are likely to exceed the returns we are able to achieve through the reinvestment of those proceeds. Also, in the event we are unable to sell these assets for amounts equal to or in excess of their current carrying values, we would be required to recognize an impairment charge. Any such impairment charges or earnings dilution could materially and adversely affect our business, financial condition, operating results and cash flows and the market price of our publicly traded securities.

Competition and saturation in our existing markets may limit our ability for further growth in these geographic regions.

Numerous commercial developers and real estate companies compete with us seeking properties for acquisition in our existing target markets. This competition may operate to reduce the properties available for acquisition in these markets, increase the cost of the properties we acquire, reduce the rate of return on these properties, and interfere with our ability to attract and retain tenants.

High barriers to entry in the Washington, D.C. to Boston corridor due to mature economies, road patterns, density of population, restrictions on development, and high land costs, coupled with large numbers of often overlapping government jurisdictions, may make it difficult for us to continue to grow in these areas.

Future acquisitions may result in disruptions to our business, may strain management resources and may result in earnings per share and shareholder dilution.

If we acquire a business involving multiple properties, we will be required to integrate the operations, personnel and accounting and information systems of the acquired business and train, retain and motivate any key personnel from the acquired business. In addition, acquisitions of or investments in companies may cause disruptions in our operations and divert management's attention away from day-to-day operations, which could impair our relationships with our current tenants and employees. The issuance of equity or debt securities in connection with any acquisition or investment could be substantially dilutive to our shareholders.

Commercial real estate investments are relatively illiquid.

Real estate investments are relatively illiquid. Our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, supply and demand, availability of financing, interest rates and other factors that are beyond our control. We cannot be certain that we will be able to sell any property for the price

and other terms we seek, or that any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot estimate with certainty the length of time needed to find a willing purchaser and to complete the sale of a property. We may be required to expend funds to correct defects or to make improvements before a property can be sold. Factors that impede our ability to dispose of properties could adversely affect our financial condition and operating results.

Our business could be negatively affected by shareholder activism, which could impact the trading price and volatility of our common stock.

In recent years, proxy contests and other forms of shareholder activism have been directed against numerous public companies, including us. If a proxy contest or an unsolicited takeover proposal was made with respect to us, we could incur significant costs in defending the Company, which would have an adverse effect on our financial results. Shareholder activists may also seek to involve themselves in the governance, strategic direction and operations of the Company. If individuals are elected to our board of directors with a specific agenda, even though less than a majority, our ability to effectively and timely implement our current initiatives and execute on our long-term strategy may be adversely affected. While we continually and actively engage with shareholders and consider

their views on business and strategy, shareholder activism consumes a significant amount of management's attention and other company resources and diverts the attention of management and our employees from our business.

Any perceived uncertainties as to our future direction resulting from such shareholder activism or proxy contest could result in the loss of potential business opportunities, be exploited by our competitors, cause concern to our current or potential customers, and make it more difficult to attract and retain qualified personnel and business partners, all of which could adversely affect our business. Furthermore, actions of activist shareholders may cause significant fluctuations in our stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of our business.

Natural disasters and severe weather conditions could have an adverse impact on our cash flow and operating results.

Some of our properties could be subject to potential natural or other disasters. In addition, we may acquire properties that are located in areas which are subject to natural disasters. Properties could also be affected by increases in the frequency or severity of hurricanes or other storms, whether such increases are caused by global climate changes or other factors. The occurrence of natural disasters or severe weather conditions can increase investment costs to repair or replace damaged properties, increase operating costs, increase future property insurance costs, and/or negatively impact the tenant demand for lease space. If insurance is unavailable to us, or is unavailable on acceptable terms, or if our insurance is not adequate to cover business interruption or losses from such events, our earnings, liquidity and/or capital resources could be adversely affected.

Property ownership through joint ventures could limit our control of those investments and reduce their expected return.

As of December 31, 2018, we owned two of our operating properties through consolidated joint ventures. Our joint ventures, and joint ventures we may enter into in the future, may involve risks not present with respect to our wholly owned properties, including the following:

- we may share decision-making authority with our joint venture partners regarding certain major decisions affecting the ownership or operation of the joint venture and the joint venture property, such as, but not limited to, (1) additional capital contribution requirements, (2) signing of major leases, (3) obtaining debt financing, and (4) obtaining consent prior to the sale or transfer of our interest in the joint venture to a third party, which may prevent us from taking actions that are opposed by our joint venture partners;
 - our joint venture partners might become bankrupt or fail to fund their share of required capital contributions, which may increase our financial commitment to the joint venture;
- our joint venture partners may have business interests or goals with respect to the property that conflict with our business interests and goals, which could increase the likelihood of disputes regarding the ownership, management or disposition of the property;
- disputes may develop with our joint venture partners over decisions affecting the property or the joint venture, which may result in litigation or arbitration that would increase our expenses and distract our officers and/or trustees from focusing their time and effort on our business, and possibly disrupt the day-to-day operations of the property such as by delaying the implementation of important decisions until the conflict is resolved; and
- the activities of a joint venture could adversely affect our ability to qualify as a REIT.

Potential losses may not be covered by insurance.

Potential losses may not be covered by insurance. We carry comprehensive liability, fire, flood, extended coverage and rental loss insurance under a blanket policy covering all of our properties. We believe the policy specifications

and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. We do not carry insurance for losses related to war, nuclear accidents, and nuclear, biological and chemical occurrences from terrorist's acts. Some of the insurance, such as those covering losses due to wind, floods and earthquakes, is subject to limitations involving large deductibles or co-payments and policy limits that may not be sufficient to cover losses. The availability of insurance coverage may decrease and the prices for insurance may increase as a consequence of significant losses incurred by the insurance industry and other factors outside our control. As a result, we may be unable to renew or duplicate our current insurance coverage in adequate amounts or at reasonable prices. In addition, insurance companies may no longer offer coverage against certain types of losses, such as losses due to terrorist acts and toxic mold, or, if offered, the expense of obtaining these types of insurance may not be justified. Additionally, certain tenants have termination rights in respect of certain casualties. If we receive casualty proceeds, we may not be able to reinvest such proceeds profitably or at all, and we may be forced to recognize taxable gain on the affected property. If we experience losses that are uninsured or that exceed policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. Tenants may not properly maintain their insurance policies or have the ability to pay the deductibles associated with such policies. In addition, if the

damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

We could incur significant costs related to government regulation and litigation over environmental matters and various other federal, state and local regulatory requirements.

All real property and the operations conducted on real property are subject to federal, state and local laws, ordinances and regulations relating to hazardous materials, environmental protection and human health and safety. Accordingly, we or our tenants may be required to investigate and clean up certain hazardous or toxic substances released on properties we own or operate, and also may be required to pay other related costs. Our leases typically impose obligations on our tenants to indemnify us for any compliance costs we may incur as a result of environmental conditions on the property caused by the tenant. If a tenant fails to or is unable to comply, we could be forced to pay these costs. If not addressed, environmental conditions could impair our ability to sell or re-lease the affected properties in the future, result in lower sales prices or rent payments, and restrict our ability to borrow funds using the affected properties as collateral.

We could incur significant costs related to government regulations and litigation over environmental matters. Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances or other contaminants at property owned, leased, managed or otherwise operated by such person, and may be held liable to a governmental entity or to third parties for property damage, and for investigation, remediation and cleanup costs in connection with such contamination. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such conditions, may adversely affect the owner's, lessor's or operator's ability to sell or rent such property or to arrange financing using such property as collateral. We may be liable without regard to whether we knew of, or were responsible for, the environmental contamination and with respect to properties we have acquired, whether the contamination occurred before or after the acquisition.

We believe environmental studies conducted at the time of acquisition with respect to all of our properties did not reveal any material environmental liabilities for which the Company is responsible, and we are unaware of any subsequent environmental matters that would have created a material liability. If one or more of our properties were not in compliance with federal, state and local laws, including environmental laws, we could be required to incur additional costs to bring the property into compliance. If we incur substantial costs to comply with such requirements, our business and operations could be adversely affected. If we fail to comply with such requirements, we might additionally incur governmental fines or private damage awards. There can be no assurance that existing requirements will not change or that future requirements will not require us to make significant unanticipated expenditures that will adversely impact our business and operations.

The Americans with Disabilities Act of 1990 (the "ADA") could require us to take remedial steps with respect to our properties.

Our existing properties, as well as properties we may acquire, may be required to comply with Title III of the ADA. We may incur significant costs to comply with the ADA, as amended, and similar laws, which require that all public accommodations meet federal requirements related to access and use by disabled persons, and with various other federal, state and local regulatory requirements, such as state and local fire and life safety requirements.

We face risks relating to cybersecurity attacks, loss of confidential information and other business disruptions.

We rely extensively on computer systems to manage our business and process transactions. Our business is at risk from and may be impacted by cybersecurity attacks, including attempts to gain unauthorized access to our confidential

data and other electronic security breaches. Such cyber-attacks can range from individual attempts to gain unauthorized access to our information technology systems to more sophisticated security threats. While we employ a number of measures to prevent, detect and mitigate these threats including password protection, backup servers and annual penetration testing, there is no guarantee such efforts will be successful in preventing a cyber-attack. Cybersecurity incidents, depending on their nature and scope, could potentially lead to the compromise of confidential information, improper use of our systems and networks, manipulation and destruction of data, system downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations. In the event a security breach or failure results in the disclosure of sensitive tenant or other third-party data, or the transmission of harmful/malicious code to third parties, we could be subject to liability or claims.

Furthermore, it is possible that our computer systems, including our back-up systems, could be subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, catastrophic events such as fires, hurricanes, earthquakes and tornadoes, and intentional and inadvertent acts and errors by our employees. If our computer systems cease to function properly or are damaged, we may have to make a significant investment to repair or replace them, and we may suffer interruptions in our operations in the interim. Any material interruption in our computer systems or issues with the ongoing implementation of newly

adopted IT solutions may have a material adverse effect on our business or results of operations or on our ability to timely and accurately report the results of our operations.

Future terrorist attacks and shooting incidents could harm the demand for, and the value of, our properties.

Future terrorist attacks, such as the number of highly publicized terrorists acts and shootings that have occurred at domestic and international retail properties, could harm the demand for, and the value of, our properties. Terrorist attacks could directly impact the value of our properties through damage, destruction, loss or increased security costs, and the availability of insurance for such acts may be limited or may be subject to substantial cost increases. If such an incident were to occur at one of our properties, we may be subject to significant liability claims. While we attempt to mitigate this risk through insurance coverage and the employment of third party security services where we feel conditions warrant, we cannot guarantee that losses would not exceed applicable insurance coverages, thereby adversely affecting our results of operations and our ability to meet our obligations, including distributions to our shareholders. To the extent that our tenants are impacted by future attacks, their ability to continue to honor obligations under their existing leases could be adversely affected.

We could be subject to litigation that may negatively impact our cash flows, financial condition and results of operations.

From time to time, we may be a defendant in lawsuits and regulatory proceedings relating to our business. Due to the inherent uncertainties of litigation and regulatory proceedings, we cannot accurately predict the ultimate outcome of any such litigation or proceedings. We could experience a negative impact to our cash flows, financial condition and results of operations due to an unfavorable outcome.

Changes in accounting standards may adversely impact our financial condition and results of operations.

The Financial Accounting Standards Board ("FASB"), in conjunction with the SEC, has several key projects on its agenda, some of which have already been adopted, that could impact how we currently account for our material transactions, including, but not limited to, lease accounting, revenue recognition, and other accounting pronouncements disclosed in Note 2 of Notes to Consolidated Financial Statements included in Item 8 below. New accounting standards or pronouncements that will become applicable to us, or changes in the interpretation of existing standards and pronouncements, could have a significant adverse effect on our financial position or results of operations.

Risks Related to Our Qualification as a REIT and other Tax Matters

If we fail to continue to qualify as a REIT, our distributions will not be deductible, and our income will be subject to taxation, thereby reducing earnings available for distribution.

If we do not continue to qualify as a REIT, our distributions will not be deductible, and our income will be subject to taxation, reducing earnings available for distribution. We have elected to be taxed as a REIT under the Code. A REIT will generally not be subject to federal and substantially all state and local income taxation on that portion of its income that qualifies as REIT taxable income, to the extent that it distributes at least 90% of its taxable income to its shareholders and complies with certain other requirements. In addition, we would be subject to a 4% excise tax if we fail to distribute sufficient income to meet a minimum distribution test based on our ordinary income, capital gain and aggregate undistributed income from prior years. If we cease to qualify as a REIT, we will also be subject to state and local income taxes in certain of the jurisdictions in which our properties are located. In addition, tax laws would no longer require us to pay any distributions to our shareholders. Unless we are entitled to relief under specific statutory provisions, we could not elect to be taxed as a REIT again for the four taxable years following the year during which

we were disqualified. Even if we qualify as a REIT for federal income tax purposes, we may be subject to certain state and local income and franchise taxes and to federal income and excise taxes on our undistributed taxable income.

We intend to make distributions to shareholders to comply with the requirements of the Code. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets, borrow funds or pay a portion of the dividend in common stock to meet the 90% distribution requirement of the Code. Certain assets generate substantial differences between taxable income and income recognized in accordance with accounting principles generally accepted in the United States ("GAAP"). Such assets include, without limitation, operating real estate that was acquired through structures that may limit or completely eliminate the depreciation deduction that would otherwise be available for income tax purposes. As a result, the Code requirement to distribute a substantial portion of our otherwise net taxable income in order to maintain REIT status could cause us to (1) distribute amounts that could otherwise be used for future acquisitions, capital expenditures or repayment of debt, (2) borrow on unfavorable terms, (3) sell assets on unfavorable terms, or (4) if necessary, pay a portion of our common dividend in common stock. If we fail to obtain debt or equity capital in the future, it could limit our operations and our ability to grow, which could have a material adverse effect on the value of our common stock.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities and limit our growth opportunities.

In order to qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, our sources of income, the nature of our investments in commercial real estate and related assets, the amounts we distribute to shareholders and the ownership of our stock. We may also be required to make distributions to shareholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

Frequent asset sales could trigger adverse tax consequences.

Tax laws applicable to REITs require that we hold our properties for investment, rather than primarily for sale in the ordinary course of business, which may cause us to forego or defer sales of properties that otherwise would be in our best interest. Therefore, we may be unable to adjust our portfolio mix promptly in response to market conditions, which may adversely affect our financial position.

To qualify as a REIT, we must comply with requirements regarding our assets and our sources of income. We may be unable to comply with these requirements, ultimately jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as dealer property or inventory.

In addition, the sale of our properties may generate gains for tax purposes which, if not adequately deferred through “like kind exchanges” under Section 1031 of the Code or other tax deferral strategies, could require us to pay income taxes or make additional distributions to our shareholders, thus reducing our capital available for investment in other properties, or if the proceeds of such sales are already invested in other properties, require us to obtain additional funds to pay such taxes or make such distributions, in either such case to permit us to maintain our status as a REIT.

Failure to qualify as a domestically-controlled REIT could subject our non-U.S. shareholders to adverse federal income tax consequences.

We will be a domestically-controlled REIT if, at all times during a specified testing period, less than 50% in value of its shares are held directly or indirectly by non-U.S. shareholders. Because our shares are publicly traded, we cannot guarantee that we will, in fact, be a domestically-controlled REIT. If we fail to qualify as a domestically-controlled REIT, our non-U.S. shareholders that otherwise would not be subject to federal income tax on the gain attributable to a sale of our shares would be subject to taxation upon such a sale if either (a) the shares were not considered to be “regularly traded” under applicable Treasury regulations on an established securities market, such as the NYSE, or (b) the shares were considered to be “regularly traded” on an established securities market and the selling non-U.S. shareholder owned, actually or constructively, more than 10% in value of the outstanding shares at any time during specified testing periods. If gain on the sale or exchange of our shares was subject to taxation for these reasons, the non-U.S. shareholder would be subject to federal income tax with respect to any gain on a net basis in a manner similar to the taxation of a taxable U.S. shareholder, subject to any applicable alternative minimum tax and special alternative minimum tax in the case of nonresident alien individuals, and corporate non-U.S. shareholders may be subject to an additional branch profits tax.

We may choose to make distributions in our own stock, in which case you may be required to pay income taxes without receiving any cash dividends.

In connection with our qualification as a REIT, we are required to annually distribute to our shareholders at least 90% of our REIT taxable income (which does not equal net income, as calculated in accordance with GAAP), determined without regard to the deduction for dividends paid and excluding net capital gain. In order to satisfy this requirement,

we may make distributions that are payable in cash and/or shares of our stock (which could account for up to 90% of the aggregate amount of such distributions) at the election of each shareholder. Taxable shareholders receiving such distributions will be required to include the full amount of such distributions as ordinary dividend income to the extent of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. As a result, U.S. shareholders may be required to pay income taxes with respect to such distributions in excess of the cash portion of the distribution received. Accordingly, U.S. shareholders receiving a distribution of our shares may be required to sell shares received in such distribution or may be required to sell other stock or assets owned by them, at a time that may be disadvantageous, in order to satisfy any tax imposed on such distribution. If a U.S. shareholder sells the stock that it receives as part of the distribution in order to pay this tax, the sales proceeds may be less than the amount it must include in income with respect to the distribution, depending on the market price of our stock at the time of the sale. Furthermore, with respect to certain non-U.S. shareholders, we may be required to withhold U.S. tax with respect to such distribution, including in respect of all or a portion of such distribution that is payable in stock, by withholding or disposing of part of the shares included in such distribution and using the proceeds of such disposition to satisfy the withholding tax imposed. In addition, if a significant number of our shareholders determine to sell shares of our stock in order to pay taxes owed on dividend income, such sale may put downward pressure on the market price of our stock.

Various tax aspects of such a taxable cash/stock distribution are uncertain and have not yet been addressed by the Internal Revenue Service (“IRS”). No assurance can be given that the IRS will not impose requirements in the future with respect to taxable cash/stock distributions, including on a retroactive basis, or assert that the requirements for such taxable cash/stock distributions have not been met.

Dividends paid by REITs generally do not qualify for reduced tax rates.

Generally, dividends payable by REITs do not qualify for reduced tax rates under the Code. For the calendar year 2018, the maximum federal individual tax rate for nonqualified dividends payable is 37.0%; qualified dividends from most C corporations received by individuals are subject to a reduced maximum federal rate of 20%. In addition to these rates, certain high income individuals may be subject to an additional 3.8% tax on certain investment income, including dividends and capital gains. As a REIT, our distributions to individual shareholders generally are not eligible for the reduced rates and are, consequently, taxed at ordinary income rates. Effective for taxable years beginning after December 31, 2017 and before January 1, 2026, those U.S. shareholders that are individuals, trusts or estates may deduct 20% of their dividends from REITs (excluding qualified dividend income and capital gains dividends). For those U.S. shareholders in the top marginal tax bracket of 37%, the deduction for REIT dividends yields an effective income tax rate of 29.6% (exclusive of the net investment income tax) on REIT dividends. The more favorable federal tax rates applicable to regular corporate dividends may result in the stock of REITs being perceived to be less attractive than the stock of corporations that pay dividends qualifying for reduced rates of tax, which may adversely affect the value of the stock of REITs.

Changes to the federal, state and municipality tax laws could have a significant negative impact on the overall economy, our tenants, and our business.

At any time, the federal income tax laws or regulations governing REITs or the administrative interpretations of those laws or regulations may be amended. We cannot predict when or if any new federal income tax law, regulation or administrative interpretation, or any amendment to any existing federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation or interpretation may take effect retroactively. A shortfall in tax revenues for states and municipalities in which we operate may lead to changes in state and municipalities tax laws. We and our shareholders could be adversely affected by any such change in, or any new, federal income tax law, regulation, or administrative interpretation.

In December 2017 the Tax Cuts and Jobs Act (the “TCJA”) was signed into law. The provisions of the TCJA are far-reaching and generally applied to taxable years beginning after December 31, 2017, while many provisions, in particular those affecting individual taxpayers, expire at the end of 2025. As a result of the changes implemented by the TCJA, our taxable income and the amount of distributions to our shareholders required in order to maintain our REIT status, and our relative tax advantage as a REIT, may significantly change. As a REIT, we are required to distribute at least 90% of our taxable income to our shareholders annually. Among other things, the TCJA:

- reduced the corporate income tax rate from 35% to 21% (including taxable REIT subsidiaries of which ours currently do not have significant taxable income);

• reduced the rate of U.S. federal withholding tax on distributions made to non-U.S. shareholders by a REIT that are attributable to gains from the sale or exchange of U.S. real property interests from 35% to 21%;

• limited the deduction for net interest expense incurred by a business to 30% of the “adjusted taxable income” of the taxpayer, except, among others, certain real property businesses electing to not be subject to the limitation. Making this election requires the electing real property trade or business to depreciate non-residential real property, residential rental property, and qualified improvement property over a longer period using the alternative depreciation system. We have not yet determined whether to make any such available elections;

• mandated the use of the less favorable alternative depreciation system to depreciate real property in the event a real property business elects to avoid the interest deduction restriction above;

• reduced the benefits of like-kind exchanges that defer capital gains for tax purposes to only exchanges of real property;

• reduced the highest marginal income tax rate for individuals to 37.0% from 39.6% (excluding, in each case, the 3.8% Medicare tax on net investment income);

• reduced the net operating loss deduction to 80% of taxable income (where taxable income is determined without regard to the net operating loss deduction itself), generally eliminated net operating loss carrybacks and allows unused net operating losses to be carried forward;

• generally allows a deduction for individuals equal to 20% of certain income from pass-through entities, including ordinary dividends distributed by a REIT (excluding capital gain dividends and qualified dividend income), generally resulting in a maximum effective federal income tax rate applicable to such dividends of 29.6% compared to 37.0% (excluding, in each case, the 3.8% Medicare tax on net investment income); and

20

established limits on certain deductions for individuals, including deductions for state and local income taxes, and eliminates deductions for miscellaneous itemized deductions (including certain investment expenses).

The TCJA is a complex revision to the U.S. federal income tax laws with contrasting impacts on different categories of taxpayers and industries, and will require subsequent rulemaking and interpretation in a number of areas. The long-term impact of the TCJA on the overall economy and the real estate industry cannot be predicted at this early stage. Furthermore, the TCJA may negatively impact certain of our tenants' operating results, financial condition, and future business plans. There can be no assurance that the TCJA will not negatively impact our operating results, financial condition, and future business operations.

Shareholders are urged to consult with their own tax advisors with respect to the impact that the TCJA and other legislation may have on their investment and the status of legislative, regulatory or administrative developments and proposals and their potential effect on their investment in our shares.

Risks Related to Our Organization and Structure

Our charter and Maryland law contain provisions that may delay, defer or prevent a change of control transaction and depress our stock price.

Our charter and Maryland law contain provisions that may delay, defer or prevent a change of control transaction and depress the price of our common stock. The charter, subject to certain exceptions, authorizes directors to take such actions as are necessary and desirable relating to qualification as a REIT, and to limit any person to beneficial ownership of no more than 9.9% of the outstanding shares of our common stock. This ownership limit may delay or impede a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interests of shareholders. Our Board of Directors, in its sole discretion, may exempt a proposed transferee from the ownership limit, but not grant an exemption from the ownership limit to any proposed transferee whose direct or indirect ownership could jeopardize our status as a REIT. These restrictions on transferability and ownership will not apply if our Board of Directors determines that it is no longer in our best interests to continue to qualify as, or to be, a REIT. Our Board of Directors has waived the ownership limit to permit certain institutional investors to own common stock in excess of the ownership limit and may grant additional waivers in the future as long as the Company is able to maintain its REIT status. This concentration of ownership could deprive other shareholders of an opportunity to receive a premium for their shares of common stock as part of a sale of our Company and ultimately might affect the market price of our common stock.

We may authorize and issue stock and OP Units without shareholder approval. Our charter authorizes the Board of Directors to issue additional shares of common or preferred stock, to issue additional OP Units, to classify or reclassify any unissued shares of common or preferred stock, and to set the preferences, rights and other terms of such classified or unclassified shares. We have agreed not to use our preferred stock for anti-takeover purposes or in connection with a shareholder rights plan unless we obtain shareholder approval. Certain provisions of the Maryland General Corporation Law (the "MGCL") may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

• "business combination" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested stockholder" (defined generally as any person or an affiliate thereof who beneficially owns 10% or more

of the voting power of our shares) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes special appraisal rights and special stockholder voting requirements on these combinations; and

•“control share” provisions that provide that our “control shares” (defined as shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of control shares) have no voting rights except to the extent approved by our shareholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

We have opted out of these provisions of the MGCL. However, the Board of Directors may, by resolution, elect to opt in to the business combination provisions of the MGCL, and we may, by amendment to our bylaws, opt in to the control share provisions of the MGCL.

Our ability to pay dividends is limited by the requirements of Maryland law.

Our ability to pay dividends on our common stock is limited by the laws of the State of Maryland. Under applicable Maryland law, a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as they become due in the usual course of business, or the value of the corporation's total assets would be less than the sum of its total liabilities plus, unless the corporation's charter provides otherwise, the amount that would be needed, if the corporation were dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution. Accordingly, we generally may not make a distribution on our common stock if, after giving effect to the distribution, we would not be able to pay our debts as they become due in the usual course of business or our total assets would be less than the sum of our total liabilities plus, unless the terms of such class or series provide otherwise, the amount that would be needed to satisfy the preferential rights upon dissolution of the holders of shares of any class or series of preferred stock then outstanding, if any, with preferences senior to those of our common stock.

Our Board of Directors may change our strategy without shareholder approval.

Our Board of Directors may change our strategy with respect to capitalization, investment, distributions and/or operations. Our Board of Directors may establish investment criteria or limitations as it deems appropriate, but currently does not limit the number or types of properties in which we may seek to invest or the concentration of investments in any one geographic region or the amount of development or redevelopment activity occurring across our portfolio. Although our Board of Directors has no present intention to revise or amend our strategies and policies, it may do so at any time without a vote by our shareholders. Accordingly, the results of decisions made by our Board of Directors and implemented by management could adversely affect our financial condition or results of operations, including our ability to distribute cash to shareholders or qualify as a REIT.

The rights of shareholders to take action against our directors and officers are limited.

Maryland law provides that a director or officer has no liability in that capacity if he or she satisfies his or her duties to us and our shareholders. As permitted by the MGCL, our charter limits the liability of our directors and officers to us and our shareholders for monetary damages, except for liability resulting from actual receipt of an improper benefit or profit in money, property or service, or a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

In addition, our charter and bylaws, as well as indemnification agreements that we have entered into with certain of our officers require us to indemnify our directors and officers, among others, for actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, we and our shareholders may have more limited rights against our directors and officers than might otherwise exist for companies organized in other jurisdictions. Accordingly, in the event that actions taken in good faith by any of our directors or officers impede the performance of our company, your ability to recover damages from such director or officer will be limited. In addition, we will be obligated to advance the defense costs incurred by our directors and officers with indemnification agreements, and may, at the discretion of our Board of Directors, advance the defense costs incurred by our employees and other agents, in connection with legal proceedings.

Risks Related to Ownership of Our Common Stock

The market value of our debt and equity securities is subject to various factors that may cause significant fluctuations or volatility.

As with other publicly traded securities, the market price of our publicly traded securities depends on various factors which may change from time-to time and are often out of our control. Among the conditions that may affect the market price of our publicly traded securities are the following:

- the extent of institutional investor interest in us;
- the market perception of our business compared to other REITS;
- the market perception of retail REITs, in general, compared to other investment alternatives;
- our financial condition and performance, including changes in our funds from operations, operating funds from operations, or earnings estimates;
- the market's perception of our growth potential and potential future cash dividends;
- publication of research reports about us or our industry by securities analysts;
- speculation in the press or investment community;
- the passage of legislation or other regulatory developments that adversely affect us, our tax status, or our industry;
- our credit or analyst ratings;

22

- any future issuances of equity or debt securities;
- any future repurchases of equity securities;
- our failure to satisfy the listing requirements of the NYSE
- our failure to comply with the requirements of the Sarbanes-Oxley Act;
- additions or departures of key management personnel;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- an increase in market interest rates;
- our ability to access the capital markets to raise additional capital; and
- general economic and financial market conditions.

These factors may cause the market price of our common stock to decline, in some cases regardless of our financial condition, results of operations, business or prospects. It is impossible to ensure that the market price of our common stock will not fall in the future. A decrease in the market price of our common stock could reduce our ability to raise additional equity in the public markets. Selling common stock at a decreased market price would have a dilutive impact on existing shareholders.

Future offerings of debt securities, which would be senior to our common and preferred stock, or equity securities, which would dilute the interests of our existing shareholders and may be senior to our existing common stock, may adversely affect the market prices of our common and preferred stock.

In the future, we may attempt to increase our capital resources by making additional offerings of debt or equity securities, including senior or subordinated notes and classes of preferred or common stock. Holders of debt securities or shares of preferred stock will generally be entitled to receive interest payments or distributions, both current and in connection with any liquidation or sale, prior to the holders of our common stock. Furthermore, offerings of common stock or other equity securities may dilute the holdings of our existing shareholders. We are not required to offer any such equity securities to existing shareholders on a preemptive basis, and future offerings of debt or equity securities, or perceptions that such offerings may occur, may reduce the market prices of our common and preferred stock or the distributions that we pay with respect to our common stock. Because we may generally issue any such debt or equity securities in the future without obtaining the consent of our shareholders, our shareholders bear the risk of our future offerings reducing the market prices of our common and preferred stock and diluting their proportionate ownership.

Item 1B. Unresolved Staff Comments: None

Item 3. Legal Proceedings

The Company is not presently involved in any litigation, nor, to its knowledge, is any litigation threatened against the Company or its subsidiaries, which is either not covered by the Company's liability insurance, or, in management's opinion, would result in a material adverse effect on the Company's financial position or results of operations.

Item 4. Mine Safety Disclosures: Not applicable

Part II.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities
Market Information

The Company had 90,436,285 shares of common stock outstanding held by approximately 600 shareholders of record at December 31, 2018. The Company believes it has more than approximately 4,000 beneficial holders of its common stock. The Company's shares trade on the NYSE under the symbol "CDR".

Purchases of Equity Securities by the Issuer

Share repurchase activity during the three months ended December 31, 2018 was as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Share Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1, 2018 - October 31, 2018	n/a	n/a	n/a	
November 1, 2018 - November 30, 2018	n/a	n/a	n/a	
December 1, 2018 - December 31, 2018	772,152	\$ 3.02	772,152	
Total	772,152	\$ 3.02	772,152	\$27,671,033

(1) On December 18, 2018, the Company's Board of Directors approved a stock repurchase program, which authorizes the Company to purchase up to \$30 million of its common stock in the open market or through private transactions, subject to market conditions, from time to time, expiring on December 18, 2019. The remaining \$27.7 million in the table represents the amount available to repurchase shares under the authorized repurchase program as of December 31, 2018. The Company's share repurchase program does not obligate it to acquire any specific number of shares.

Stockholder Return Performance Presentation

The following line graph sets forth for the period January 1, 2014 through December 31, 2018, a comparison of the percentage change in the cumulative total stockholder return on the Company's common stock compared to the

cumulative total return of the Russell 2000 index and the National Association of Real Estate Investment Trusts All Equity REIT Index (“NAREIT All Equity REIT Index”). The graph assumes that the shares of the Company’s common stock were bought at the price of \$100 per share and that the value of the

investment in each of the Company's common stock and the indices was \$100 at the beginning of the period. The graph further assumes the reinvestment of dividends when paid.

Item 6. Selected Financial Data

	Years ended December 31,				
	2018	2017	2016	2015	2014
Operations data:					
Total revenues	\$ 152,020,000	\$ 146,008,000	\$ 151,086,000	\$ 149,207,000	\$ 148,184,000
Expenses:					
Property operating expenses	47,894,000	44,329,000	44,515,000	44,590,000	44,786,000
General and administrative	16,915,000	16,907,000	18,154,000	15,004,000	14,356,000
Acquisition pursuit costs	-	156,000	3,426,000	1,238,000	2,870,000
Depreciation and amortization	40,053,000	40,115,000	40,787,000	38,594,000	38,700,000
Total expenses	104,862,000	101,507,000	106,882,000	99,426,000	100,712,000
Other:					
Gain on sales	4,864,000	7,099,000	59,000	-	6,413,000
Impairment (charges) / reversals	(20,689,000)	(9,538,000)	(6,347,000)	212,000	(3,148,000)
Total other	(15,825,000)	(2,439,000)	(6,288,000)	212,000	3,265,000
Operating income	31,333,000	42,062,000	37,916,000	49,993,000	50,737,000
Non-operating income and expense:					
Interest expense	(22,146,000)	(22,199,000)	(26,529,000)	(28,272,000)	(32,301,000)
Early extinguishment of debt costs	(4,829,000)	(210,000)	(2,623,000)	(105,000)	(825,000)
Total non-operating income and expense	(26,975,000)	(22,409,000)	(29,152,000)	(28,377,000)	(33,126,000)
Income from continuing operations	4,358,000	19,653,000	8,764,000	21,616,000	17,611,000
Income from discontinued operations	-	-	-	165,000	11,080,000
Net income	4,358,000	19,653,000	8,764,000	21,781,000	28,691,000
Net (income) loss attributable to noncontrolling interests	(469,000)	(510,000)	179,000	365,000	290,000
Net income attributable to Cedar Realty Trust, Inc.	3,889,000	19,143,000	8,943,000	22,146,000	28,981,000
Preferred stock dividends and redemption costs	(14,370,000)	(21,542,000)	(14,408,000)	(14,408,000)	(14,408,000)
Net (loss) income attributable to common shareholders	\$(10,481,000)	\$(2,399,000)	\$(5,465,000)	\$7,738,000	\$14,573,000
Net (loss) income per common share attributable to common shareholders (basic and diluted):					
Continuing operations	\$(0.13)	\$(0.04)	\$(0.08)	\$0.09	\$0.04
Discontinued operations	\$0.00	\$0.00	\$0.00	\$0.00	\$0.14

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

	\$(0.13) \$(0.04) \$(0.08) \$0.09	\$0.18
Dividends to common shareholders	\$18,301,000	\$17,681,000	\$17,049,000	\$17,001,000	\$15,481,000
Per common share	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20
Weighted average number of common shares - basic and diluted	88,420,000	84,168,000	81,672,000	81,356,000	75,311,000

26

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

Item 6. Selected Financial Data (continued)

Balance sheet data:	Years ended December 31,				
	2018	2017	2016	2015	2014
Real estate, net	\$1,146,713,000	\$1,192,656,000	\$1,183,359,000	\$1,249,195,000	\$1,208,962,000
Real estate held for sale/conveyance	11,592,000	-	-	14,402,000	16,508,000
Other assets	64,596,000	59,762,000	50,162,000	54,783,000	58,835,000
Total assets	\$1,222,901,000	\$1,252,418,000	\$1,233,521,000	\$1,318,380,000	\$1,284,305,000
Debt obligations	\$624,834,000	\$580,125,000	\$607,745,000	\$673,820,000	\$662,914,000
Other liabilities	39,351,000	42,182,000	43,779,000	47,018,000	46,140,000
Total liabilities	664,185,000	622,307,000	651,524,000	720,838,000	709,054,000
Noncontrolling interest - limited partners' mezzanine OP Units	-	-	-	-	396,000
Equity:					
Cedar Realty Trust, Inc. shareholders' equity	555,425,000	628,336,000	580,740,000	596,050,000	569,552,000
Noncontrolling interests	3,291,000	1,775,000	1,257,000	1,492,000	5,303,000
Total equity	558,716,000	630,111,000	581,997,000	597,542,000	574,855,000
Total liabilities and equity	\$1,222,901,000	\$1,252,418,000	\$1,233,521,000	\$1,318,380,000	\$1,284,305,000
Other data:					
Funds From Operations ("FFO") (a)	\$45,241,000	\$40,032,000	\$41,067,000	\$45,104,000	\$40,273,000
Operating Funds From Operations ("Operating FFO") (a)	\$53,577,000	\$48,325,000	\$49,241,000	\$46,447,000	\$42,545,000
Cash flows provided by (used in):					
Operating activities	\$57,900,000	\$57,093,000	\$59,247,000	\$59,136,000	\$50,885,000
Investing activities	\$(14,938,000)	\$(45,497,000)	\$48,763,000	\$(47,876,000)	\$49,116,000
Financing activities	\$(48,204,000)	\$(10,139,000)	\$(109,923,000)	\$(12,676,000)	\$(100,475,000)
Square feet of GLA	8,729,000	9,010,000	9,128,000	9,459,000	9,247,000
Percent occupied	90.7	% 91.3	% 89.9	% 90.5	% 92.9
Average annualized base rent per square foot	\$13.78	\$13.51	\$13.50	\$13.35	\$12.73

(a) See Item 7 - "Management Discussion and Analysis of Financial Condition and Results of Operations" for a reconciliation of FFO and Operating FFO to net (loss) income attributable to common shareholders.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Company's consolidated financial statements and related notes thereto included elsewhere in this report.

Executive Summary

The Company is a fully-integrated real estate investment trust that focuses primarily on ownership, operation and redevelopment of grocery-anchored shopping centers in high- density urban markets from Washington, D.C. to Boston. At December 31, 2018, the Company owned and managed a portfolio of 58 operating properties (excluding properties "held for sale") totaling 8.7 million square feet of gross leasable area ("GLA"). The portfolio was 91.0% leased and 90.7% occupied at December 31, 2018.

The Company, organized as a Maryland corporation, has established an umbrella partnership structure through the contribution of substantially all of its assets to Cedar Realty Trust Partnership L.P. (the "Operating Partnership"), organized as a limited partnership under the laws of Delaware. The Company conducts substantially all of its business through the Operating Partnership. At December 31, 2018, the Company owned 99.4% of the Operating Partnership and is its sole general partner. The 553,000 limited partnership units in the Operating Partnership ("OP Units") are economically equivalent to the Company's common stock and are redeemable at the option of the holder. Such redemptions are payable in cash or in shares of the Company's common stock, one a one-to-one basis, at the option of the Company.

The Company derives substantially all of its revenues from rents and operating expense reimbursements received pursuant to long-term leases. The Company's operating results therefore depend on the ability of its tenants to make the payments required by the terms of their leases. The Company focuses its investment activities on grocery-anchored shopping centers. The Company believes that, because of the need of consumers to purchase food and other staple goods and services generally available at such centers, its type of "necessities-based" properties should provide relatively stable revenue flows even during difficult economic times.

2018 Significant Transactions

Land Parcel Acquisition

On August 8, 2018, the Company purchased a land parcel adjacent to its Riverview Plaza property, located in Philadelphia, Pennsylvania. The purchase price for the land parcel was \$1.0 million, which was comprised of \$25,000 in cash and approximately 208,000 OP Units (based on the market price of the Company's common stock).

Shopping Center Acquisition

On August 21, 2018, the Company entered into a deed of lease for Senator Square, a shopping center located in Washington, D.C. The deed of lease conveys fee title in the buildings to the Company and contains future options to acquire fee title in the land at its then fair-value. This lease is presented in the Company's financial statements as two

separate components as follows: (1) a \$5.7 million capital lease obligation for the fee interest in the buildings, and (2) an operating lease for the land. The capital lease obligation was computed through the date of the Company's first purchase option, as discussed below, and reflects an interest rate of 5.3%.

The lease initially requires monthly payments of \$75,000 through maturity in August 2117 unless the Company exercises one of its options to acquire the land. The first such option will be available between the 25th and 33rd anniversaries of the lease, depending on certain property benchmarks, with additional purchase options every 10 years thereafter during the lease term. The lease also provides for 1.5% annual increases which begin on approximately the 8th anniversary of the lease, depending on the aforementioned property benchmarks. In addition, at the time the Company's first purchase option becomes available, the lease payments will be adjusted to the greater of then fair-value or the current payment amount. The lease payments are subject to similar adjustments at the

25th and 50th anniversaries of such first purchase option.

The Company has also issued a \$3.5 million interest only mortgage note receivable to the lessor of Senator Square, which bears interest at 4.5% per annum. The maturity date of this mortgage note can range from 26.5 years to 34.5 years from the date of issuance, based on the aforementioned property benchmarks.

Dispositions

On August 28, 2018, the Company sold Mechanicsburg Center, located in Mechanicsburg, Pennsylvania. The sales price for the property was \$16.1 million, which resulted in a gain on sale of \$4.9 million, which has been included in continuing operations in the accompanying consolidated statements of operations.

On September 28, 2018, the Company sold West Bridgewater Plaza, located in West Bridgewater, Massachusetts. The sales price for the property was \$3.5 million. An impairment charge of \$9.4 million has been recorded in connection with the property during 2018, which has been included in continuing operations in the accompanying consolidated statements of operations.

Real Estate Held for Sale

As of December 31, 2018, Carll's Corner, located in Bridgeton, New Jersey, and Maxatawny Marketplace, located in Maxatawny, Pennsylvania have been classified as "real estate held for sale" on the accompanying consolidated balance sheet. The Company recorded impairment charges of \$11.3 million in connection with these properties during 2018.

Mortgage Loans Payable

During 2018, the Company repaid the following mortgage loans payable:

Property	Repayment date	Principal payoff amount
East River Park	August 10, 2018	\$18,772,000
Colonial Commons	August 24, 2018	\$24,108,000
Shoppes at Arts District	August 24, 2018	\$8,114,000
The Point	September 6, 2018	\$27,003,000

Term Loan

On July 24, 2018, the Company closed a new \$75.0 million unsecured term loan maturing on July 24, 2025 (all of which was borrowed on September 28, 2018). Interest on borrowings under the term loan can range from LIBOR plus 170 to 225 bps (170 bps at

December 31, 2018) based on the Company's leverage ratio. Additionally, the Company entered into forward interest rate swap agreements which convert the LIBOR rate to a fixed rate through its maturity.

Equity

On January 12, 2018, the Company redeemed 2,000,000 shares of Series B Preferred Stock at a price of \$25.00 per share for an aggregate of \$50.0 million, plus all accrued and unpaid dividends up to (but excluding) the redemption date.

On December 18, 2018, the Company's Board of Directors approved a stock repurchase program, which authorizes the Company to purchase up to \$30.0 million of the Company's common stock in the open market or through private transactions, subject to market conditions, from time to time, over the next 12 months. During 2018, the Company repurchased approximately 772,000 shares at a weighted average price per share of \$3.02. Subsequent to December 31, 2018, the Company repurchased an additional 2,050,000 shares at a weighted average price per share of \$3.34.

Revenues

In April 2018, the Company accepted a cash payment of \$4.3 million in consideration for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration. At the time of the transaction, this anchor tenant was located at a property held for sale, and while paying its contractual rent prior to lease termination, it had closed and ceased retail operations at the property. As a result of this termination, revenues for 2018 includes \$5.4 million, consisting of (1) \$3.8 million of other income (the \$4.3 million cash payment reduced by \$0.5 million straight-line rent receivable) and (2) \$1.5 million accelerated intangible lease liability amortization.

Summary of Critical Accounting Policies

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition and the allowance for doubtful accounts receivable, real estate investments and purchase accounting allocations related thereto, asset impairment, and derivatives used to hedge interest-rate risks. Management's

estimates are based both on information that is currently available and on various other assumptions management believes to be reasonable under the circumstances. Actual results could differ from those estimates and those estimates could be different under varying assumptions or conditions.

The Company has identified the following critical accounting policies, the application of which requires significant judgments and estimates:

Revenue Recognition

Rental income with scheduled rent increases is recognized using the straight-line method over the respective terms of the leases. The aggregate excess of rental revenue recognized on a straight-line basis over base rents under applicable lease provisions is included in straight-line rents receivable on the consolidated balance sheet. Leases also generally contain provisions under which the tenants reimburse the Company for a portion of property operating expenses and real estate taxes incurred; such income is recognized in the periods earned. In addition, certain operating leases contain contingent rent provisions under which tenants are required to pay a percentage of their sales in excess of a specified amount as additional rent. The Company defers recognition of contingent rental income until those specified targets are met.

The Company must make estimates as to the collectability of its accounts receivable related to base rent, straight-line rent, expense reimbursements and other revenues. Management analyzes accounts receivable by considering tenant creditworthiness, current economic conditions, and changes in tenants' payment patterns when evaluating the adequacy of the allowance for doubtful accounts receivable. These estimates have a direct impact on net income, because a higher bad debt allowance would result in lower net income, whereas a lower bad debt allowance would result in higher net income.

Real Estate Investments

Real estate investments are carried at cost less accumulated depreciation. The provision for depreciation is calculated using the straight-line method based on estimated useful lives. Expenditures for maintenance, repairs and betterments that do not materially prolong the normal useful life of an asset are charged to operations as incurred. Expenditures for betterments that substantially extend the useful lives of real estate assets are capitalized.

Real estate investments include costs of development and redevelopment activities, and construction in progress. Capitalized costs, including interest and other carrying costs during the construction and/or renovation periods, are included in the cost of the related asset and charged to operations through depreciation over the asset's estimated useful life. The Company is required to make subjective estimates as to the useful lives of its real estate assets for purposes of determining the amount of depreciation to reflect on an annual basis. These assessments have a direct impact on net income. A shorter estimate of the useful life of an asset would have the effect of increasing depreciation expense and lowering net income, whereas a longer estimate of the useful life of an asset would have the effect of reducing depreciation expense and increasing net income.

A variety of costs are incurred in the acquisition, development and leasing of a property, such as pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs, and other costs incurred during the period of development. After a determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. The Company ceases capitalization on the portions substantially completed and occupied, or held available for occupancy, and capitalizes only those costs associated with the portions under construction. The Company considers a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but not later than one year from cessation of major development activity. Determination of when a development project is

substantially complete and capitalization must cease involves a degree of judgment. The effect of a longer capitalization period would be to increase capitalized costs and would result in higher net income, whereas the effect of a shorter capitalization period would be to reduce capitalized costs and would result in lower net income.

The Company allocates the fair value of real estate acquired to land, buildings and improvements. In addition, the fair value of in-place leases is allocated to intangible lease assets and liabilities. The fair value of the tangible assets of an acquired property is determined by valuing the property as if it were vacant, which value is then allocated to land, buildings and improvements based on management's determination of the fair values of such assets. In valuing an acquired property's intangibles, factors considered by management include an estimate of carrying costs during the expected lease-up periods, such as real estate taxes, insurance, other operating expenses, and estimates of lost rental revenue during the expected lease-up periods based on its evaluation of current market demand. Management also estimates costs to execute similar leases, including leasing commissions, tenant improvements, legal and other related costs.

The values of acquired above-market and below-market leases are recorded based on the present values (using discount rates which reflect the risks associated with the leases acquired) of the differences between the contractual amounts to be received and

management's estimate of market lease rates, measured over the terms of the respective leases that management deemed appropriate at the time of the acquisitions. Such valuations include a consideration of the non-cancellable terms of the respective leases as well as any applicable renewal period(s). The fair values associated with below-market rental renewal options are determined based on the Company's experience and the relevant facts and circumstances that existed at the time of the acquisitions. The values of above-market leases are amortized to rental income over the terms of the respective non-cancelable lease periods. The portion of the values of below-market leases associated with the original non-cancelable lease terms are amortized to rental income over the terms of the respective non-cancelable lease periods. The portion of the values of the leases associated with below-market renewal options that are likely of exercise are amortized to rental income over the respective renewal periods. The value of other intangible assets (including leasing commissions, tenant improvements, etc.) is amortized to expense over the applicable terms of the respective leases. If a lease were to be terminated prior to its stated expiration or not renewed, all unamortized amounts relating to that lease would be recognized in operations at that time.

Management is required to make subjective assessments in connection with its valuation of real estate acquisitions. These assessments have a direct impact on net income, because (1) above-market and below-market lease intangibles are amortized to rental income, and (2) the value of other intangibles is amortized to expense. Accordingly, higher allocations to below-market lease liability and other intangibles would result in higher rental income and amortization expense, whereas lower allocations to below-market lease liability and other intangibles would result in lower rental income and amortization expense.

Management reviews each real estate investment for impairment whenever events or circumstances indicate that the carrying value of a real estate investment may not be recoverable. The review of recoverability is based on an estimate of the future cash flows that are expected to result from the real estate investment's use and eventual disposition. These estimates of cash flows consider factors such as expected future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If an impairment event exists due to the projected inability to recover the carrying value of a real estate investment, an impairment loss is recorded to the extent that the carrying value exceeds estimated fair value. A real estate investment held for sale is carried at the lower of its carrying amount or estimated fair value, less the cost of a potential sale. Depreciation and amortization are suspended during the period the property is held for sale. Management is required to make subjective assessments as to whether there are impairments in the value of its real estate properties. These assessments have a direct impact on net income, because an impairment loss is recognized in the period that the assessment is made.

New Accounting Pronouncements

See Note 2 of Notes to Consolidated Financial Statements included in Item 8 below for information relating to new accounting pronouncements.

Results of Operations

Comparison of 2018 to 2017

	2018	2017	Change Dollars	Percent
Revenues	\$ 152,020,000	\$ 146,008,000	\$ 6,012,000	4.1%
Property operating expenses	(47,894,000)	(44,329,000)	(3,565,000)	8.0%
Property operating income	104,126,000	101,679,000	2,447,000	
General and administrative	(16,915,000)	(16,907,000)	(8,000)	0.0%
Acquisition pursuit costs	—	(156,000)	156,000	n/a
Depreciation and amortization	(40,053,000)	(40,115,000)	62,000	-0.2%
Gain on sale	4,864,000	7,099,000	(2,235,000)	n/a
Impairment charges	(20,689,000)	(9,538,000)	(11,151,000)	n/a
Interest expense	(22,146,000)	(22,199,000)	53,000	-0.2%
Early extinguishment of debt costs	(4,829,000)	(210,000)	(4,619,000)	n/a
Net income	4,358,000	19,653,000	(15,295,000)	
Net (income) attributable to noncontrolling interests	(469,000)	(510,000)	41,000	
Net income attributable to Cedar Realty Trust, Inc.	\$ 3,889,000	\$ 19,143,000	\$(15,254,000)	

Revenues were higher primarily as a result of (1) \$5.4 million relating to a dark anchor tenant terminating its lease prior to the contractual expiration at a property held for sale, (2) an increase of \$1.4 million in rental revenues and expense recoveries attributable to redevelopment properties, (3) an increase of \$1.2 million in rental revenues and expense recoveries attributable to properties acquired in 2018 and 2017, and (4) an increase of \$0.9 million in rental revenues and expense recoveries attributable to same-center properties, partially offset by (1) a decrease of \$2.3 million in rental revenues and expense recoveries attributable to properties that were sold or held for sale in 2018 and 2017, and (2) a decrease in other income of \$0.6 million.

Property operating expenses were higher primarily as a result of (1) an increase of \$1.4 million in property operating expenses attributable to same-center properties (consisting primarily of increases in (a) real estate taxes of \$0.6 million, (b) snow removal costs of \$0.3 million, and (c) insurance expense of \$0.2 million), (2) an increase of \$1.2 million in property operating expenses attributable to redevelopment properties, and (3) an increase of \$0.8 million in property operating expenses attributable to properties acquired in 2018 and 2017.

General and administrative costs remained consistent as a result of an increase in legal fees of \$0.8 million, offset by nominal decrease in various other general and administrative expenses.

Acquisition pursuit costs in 2017 relate to acquisitions the Company chose not to continue to pursue.

Depreciation and amortization expenses remained consistent as a result of (1) a \$0.8 million write-off arising from a lease termination for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration, (2) an increase of \$0.7 million attributable to same-center properties, and (3) an increase of \$0.3 million attributable to properties acquired in 2018 and 2017, partially offset by (1) a decrease of \$1.2 million attributable to properties that

were sold or held for sale in 2018 and 2017, and (2) a decrease of \$0.7 million attributable to redevelopment properties.

Gain on sale in 2018 relates to the sale of Mechanicsburg Center, located in Mechanicsburg, Pennsylvania. Gain on sale in 2017 relates to the sale of an outparcel building adjacent to Camp Hill, located in Camp Hill, Pennsylvania.

Impairment charges in 2018 relate to West Bridgewater Plaza, located in West Bridgewater, Pennsylvania and Carll's Corner, located in Bridgeton, New Jersey. Impairment charges in 2017 relate to Fredericksburg Way, located in Fredericksburg, Virginia.

Interest expense remained consistent as a result of (1) an increase in capitalized interest of \$0.8 million, and (2) a decrease of \$0.2 million in amortization of deferred financing costs, partially offset by (1) an increase of \$0.8 million as a result of an increase in the overall weighted average interest rate, and (2) an increase of \$0.2 million as a result of an increase in the overall outstanding principal balance of debt.

Early extinguishment of debt costs in 2018 relates to defeasement fees and the accelerated write-off of unamortized fees associated with the prepayment of certain mortgage loans payable. Early extinguishment of debt costs in 2017 relates to the accelerated write-off of unamortized fees associated with an amended and restated credit facility, and the accelerated write-off of unamortized fees associated with the prepayment of a mortgage loan payable.

Comparison of 2017 to 2016

	2017	2016	Change Dollars	Percent
Revenues	\$ 146,008,000	\$ 151,086,000	\$ (5,078,000)	-3.4%
Property operating expenses	(44,329,000)	(44,515,000)	186,000	-0.4%
Property operating income	101,679,000	106,571,000	(4,892,000)	
General and administrative	(16,907,000)	(18,154,000)	1,247,000	-6.9%
Acquisition pursuit costs	(156,000)	(3,426,000)	3,270,000	n/a
Depreciation and amortization	(40,115,000)	(40,787,000)	672,000	-1.6%
Gain on sale	7,099,000	59,000	7,040,000	n/a
Impairment charges	(9,538,000)	(6,347,000)	(3,191,000)	n/a
Interest expense	(22,199,000)	(26,529,000)	4,330,000	-16.3%
Early extinguishment of debt costs	(210,000)	(2,623,000)	2,413,000	n/a
Net income	19,653,000	8,764,000	10,889,000	
Net (income)/loss attributable to noncontrolling interests	(510,000)	179,000	(689,000)	
Net income attributable to Cedar Realty Trust, Inc.	\$ 19,143,000	\$ 8,943,000	\$ 10,200,000	

Revenues were lower primarily as a result of (1) a decrease of \$8.8 million in rental revenues and expense recoveries attributable to properties that were sold in 2017 and 2016, and (2) a decrease of \$0.7 million in rental revenues and expense recoveries attributable to same-center properties, partially offset by (1) an increase of \$3.0 million in rental revenues and expense recoveries attributable to properties acquired in 2017 and 2016, (2) an increase of \$0.8 million in rental revenues and expense recoveries attributable to the Company's redevelopment properties, and (3) an increase of \$0.6 million in other income.

Property operating expenses were lower primarily as a result of a decrease of \$1.9 million in property operating expenses attributable to properties that were sold in 2017 and 2016, partially offset by (1) an increase of \$1.2 million in property operating expenses attributable to properties acquired in 2017 and 2016, (2) an increase of \$0.3 million in property operating expenses attributable to the Company's redevelopment properties, and (3) an increase of \$0.2 million in property operating expenses attributable to same-center properties.

General and administrative costs were lower primarily as a result of the \$1.4 million of costs and estimated expenses associated with the Chief Operating Officer transition in 2016.

Acquisition pursuit costs were lower in 2017 as compared to 2016 as the Company adopted the accounting guidance in 2017 which requires the capitalization of costs in typical acquisitions of real estate. Acquisition pursuit costs in 2017 relate to costs associated with acquisitions the Company chose not to continue to pursue. Acquisition pursuit costs in 2016, which were recorded under the prior accounting guidance, relate to (1) \$1.7 million of transfer taxes relating to the buyout of a ground lease and acquisition of the fee interest in a currently owned property, (2) \$0.6 million for the purchase of The Shops at Bloomfield Station, located in Bloomfield, New Jersey, (3) \$0.5 million for the purchase of the Shoppes at Arts District, located in Hyattsville, Maryland, (4) \$0.4 million for additional real estate transfer taxes assessed on a property which was purchased in 2014, and (5) \$0.3 million of costs associated with

acquisitions the Company chose not to continue to pursue.

Depreciation and amortization expenses were lower primarily as a result of (1) a decrease of \$1.9 million attributable to properties that were sold in 2017 and 2016, and (2) a decrease of \$0.5 million attributable to redevelopment properties, partially offset by an increase of \$1.7 million attributable to properties acquired in 2017 and 2016.

Gain on sale in 2017 relates to the sale of an outparcel building adjacent to Camp Hill, located in Camp Hill, Pennsylvania.

Impairment charges in 2017 relate to Fredericksburg Way, located in Fredericksburg, Virginia. Impairment charges in 2016 relate to Upland Square, located in Pottstown, Pennsylvania.

Interest expense was lower primarily as a result of (1) \$2.2 million as a result of a decrease in the overall outstanding principal balance of debt, (2) \$1.8 million as a result of a decrease in the overall weighted average interest rate, and (3) \$0.4 million as a result of a decrease in amortization of deferred financing costs.

Early extinguishment of debt costs in 2017 relates to the accelerated write-off of unamortized fees associated with an amended and restated credit facility, and the accelerated write-off of unamortized fees associated with the prepayment of a mortgage loan payable.

Early extinguishment of debt costs in 2016 relates to defeasement fees and the accelerated write-off of unamortized fees associated with the prepayment of certain mortgage loans payable.

Same-Property Net Operating Income

Same-property net operating income (“same-property NOI”) is a widely-used non-GAAP financial measure for REITs that the Company believes, when considered with financial statements prepared in accordance with GAAP, is useful to investors as it provides an indication of the recurring cash generated by the Company’s properties by excluding certain non-cash revenues and expenses, as well as other infrequent items such as lease termination income which tends to fluctuate more than rents from year to year. Properties are included in same-property NOI if they are owned and operated for the entirety of both periods being compared, except for properties undergoing significant redevelopment and expansion until such properties have stabilized, and properties classified as held for sale. Consistent with the capital treatment of such costs under GAAP, tenant improvements, leasing commissions and other direct leasing costs are excluded from same-property NOI.

The most directly comparable GAAP financial measure is consolidated operating income. Same-property NOI should not be considered as an alternative to consolidated operating income prepared in accordance with GAAP or as a measure of liquidity. Further, same-property NOI is a measure for which there is no standard industry definition and, as such, it is not consistently defined or reported on among the Company’s peers, and thus may not provide an adequate basis for comparison among REITs. The following table reconciles same-property NOI to the Company’s consolidated operating income:

	Years ended December 31,	
	2018	2017
Operating income	\$31,333,000	\$42,062,000
Add (deduct):		
General and administrative	16,915,000	16,907,000
Acquisition pursuit costs	—	156,000
Gain on sales	(4,864,000)	(7,099,000)
Impairment charges	20,689,000	9,538,000
Depreciation and amortization	40,053,000	40,115,000
Straight-line rents	(1,142,000)	(864,000)
Amortization of intangible lease liabilities	(4,361,000)	(2,518,000)
Other adjustments	187,000	(276,000)
NOI related to properties not defined as same-property	(23,151,000)	(22,171,000)
Same-property NOI	\$75,659,000	\$75,850,000
Number of same properties	47	47
Same-property occupancy, end of period	91.6	% 93.1
Same-property leased, end of period	91.8	% 93.6
Same-property average base rent, end of period	\$13.23	\$13.12

Same-property NOI for the comparative years decreased by 0.3%. The results are driven primarily by two vacant anchors which resulted in reduced rental revenue, along with certain related temporary co-tenancy rental reductions, partially offset by an increase in average base rent of \$0.11 per square foot.

Leasing Activity

The following is a summary of the Company's retail leasing activity during 2018:

	Leases signed	GLA	New rent per sq.ft. (\$)	Prior rent per sq.ft. (\$)	Cash basis % change	Tenant improvements per sq.ft. (\$)	
Renewals	119	1,044,700	13.12	13.35	-1.7 %	1.80	
New Leases - Comparable	41	260,100	12.07	12.06	0.0 %	30.58	(a)
New Leases - Non-Comparable (b)	9	65,600	12.12	n/a	n/a	32.51	(a)
Total (c)	169	1,370,400	12.87	n/a	n/a	8.74	

(a) Includes both tenant allowance and landlord work. Excludes first generation space.

(b) Includes leases signed at first generation and expansion spaces.

(c) Legal fees and leasing commissions averaged a combined total of \$3.08 per square foot.

Liquidity and Capital Resources

The Company funds operating expenses and other short-term liquidity requirements, including debt service, tenant improvements, leasing commissions, preferred and common dividend distributions and distributions to minority interest partners, if made, primarily from its operations. The Company may also use its revolving credit facility for these purposes. The Company expects to fund long-term liquidity requirements for property acquisitions, redevelopment costs, capital improvements, and maturing debt initially with its revolving credit facility, and ultimately through a combination of issuing and/or assuming additional debt, the sale of equity securities, the issuance of additional OP Units, and/or the sale of properties. Although the Company believes it has access to secured and unsecured financing, there can be no assurance that the Company will have the availability of financing on completed development projects, additional construction financing, or proceeds from the refinancing of existing debt.

The Company has a \$300 million unsecured credit facility which, as amended and restated on September 8, 2017, consisting of

(1) a \$250 million revolving credit facility, and (2) a \$50 million term loan. Under an accordion feature, the facility can be increased to \$750 million, subject to customary conditions and lending commitments. As of December 31, 2018, the Company had \$132.2 million available for additional borrowings under the revolving credit facility.

On January 12, 2018, the Company redeemed 2,000,000 shares of Series B Preferred Stock at a price of \$25.00 per share for an aggregate of \$50.0 million, plus all accrued and unpaid dividends up to (but excluding) the redemption date.

On July 24, 2018, the Company closed a new \$75.0 million unsecured term loan maturing on July 24, 2025 (all of which was borrowed on September 28, 2018). Interest on borrowings under the term loan can range from LIBOR plus 170 to 225 bps (170 bps at December 31, 2018) based on the Company's leverage ratio. Additionally, the Company entered into forward interest rate swap agreements which convert the LIBOR rate to a fixed rate through its maturity.

On December 18, 2018, the Company's Board of Directors approved a stock repurchase program, which authorizes the Company to purchase up to \$30.0 million of the Company's common stock in the open market or through private transactions, subject to market conditions, from time to time, over the next 12 months. During 2018, the Company repurchased approximately 772,000 shares at a weighted average price per share of \$3.02. Subsequent to December 31, 2018, the Company repurchased an additional 2,050,000 shares at a weighted average price per share of \$3.34.

The Company's unsecured credit facility and term loans contain financial covenants including, but not limited to, maximum debt leverage, maximum secured debt, minimum fixed charge coverage, and minimum net worth. In addition, the facilities contain restrictions including, but not limited to, limits on indebtedness, certain investments and distributions. Although the credit facilities are unsecured, borrowing availability is based on unencumbered property adjusted net operating income, as defined in the agreements. The Company's failure to comply with the covenants or the occurrence of an event of default under the facilities could result in the acceleration of the related debt and exercise of other lender remedies. As of December 31, 2018, the Company is in compliance with all financial covenants. Interest on borrowings under the unsecured credit facility and term loans are based on the Company's leverage ratio.

Debt and capital lease obligations are composed of the following at December 31, 2018:

Description	Maturity dates	December 31, 2018	
		Balance outstanding	Contractual interest rates weighted-average
Fixed-rate mortgages	Jun 2026	\$47,674,000	3.9%
Capital lease obligation	Sep 2050	5,696,000	5.3%
Unsecured credit facilities:			
Variable-rate:			
Revolving credit facility	Sep 2021 (a)	100,000,000	3.8%
Term loan	Sep 2022	50,000,000	3.8%
Fixed-rate (b):			
Term loan	Feb 2021	75,000,000	3.6%
Term loan	Feb 2022	50,000,000	3.0%
Term loan	Sep 2022 (c)	50,000,000	2.8%
Term loan	Apr 2023	100,000,000	3.2%
Term loan	Sep 2024 (d)	75,000,000	3.3%
Term loan	Jul 2025	75,000,000	4.6%
		628,370,000	3.6%
Unamortized premium		-	
Unamortized issuance costs		(3,536,000)	
		\$624,834,000	

- (a) The revolving credit facility is subject to a one-year extension at the Company's option.
- (b) The interest rates on these term loans consist of LIBOR plus a credit spread based on the Company's leverage ratio, for which the Company has interest rate swap agreements which convert the LIBOR rates to fixed rates. Accordingly, these term loans are presented as fixed-rate debt.
- (c) The current interest rate swap agreement expires in February 2019 at which time a new interest rate swap agreement will begin resulting in an effective interest rate of 3.2%, based on the Company's current leverage ratio.
- (d) The current interest rate swap agreement expires in February 2020 at which time a new interest rate swap agreement will begin resulting in an effective interest ratio of 3.7%, based on the Company's current leverage ratio.

The following table details the Company's debt and capital lease obligation maturities at December 31, 2018:

Year	Mortgage Loan	Capital Lease Obligation	Revolving Credit Facility	Term Loans	Total	Unamortized Issuance Costs	Total
	Payable	Obligation	Facility	Loans		Costs	
2019	\$995,000	\$32,000	\$-	\$-	\$1,027,000	\$(767,000)	\$260,000
2020	1,034,000	33,000	-	-	1,067,000	(767,000)	300,000

Edgar Filing: CEDAR REALTY TRUST, INC. - Form 10-K

2021	1,074,000	35,000	100,000,000 (a)	75,000,000	176,109,000	(648,000)	175,461,000
2022	1,116,000	37,000	-	150,000,000	151,153,000	(499,000)	150,654,000
2023	1,160,000	39,000	-	100,000,000	101,199,000	(274,000)	100,925,000
Thereafter	42,295,000	5,520,000	-	150,000,000	197,815,000	(581,000)	197,234,000
	\$47,674,000	\$5,696,000	\$100,000,000	\$475,000,000	\$628,370,000	\$(3,536,000)	\$624,834,000

(a) The revolving credit facility is subject to a one-year extension at the Company's option.

The remaining property-specific mortgage loan payable matures in 2026. Mortgage loans payable may require the Company to deposit certain replacement and other reserves with its lenders. Such “restricted cash” is generally available only for property-level requirements for which the reserves have been established, and is not available to fund other property-level or Company-level obligations.

In order to continue qualifying as a REIT, the Company is required to distribute at least 90% of its “REIT taxable income”, as defined in the Internal Revenue Code of 1986, as amended (the “Code”). The Company paid common and preferred stock dividends during 2018 and 2017. While the Company intends to continue paying regular quarterly dividends, future dividend declarations will continue to be at the discretion of the Board of Directors, and will depend on the cash flow and financial condition of the Company, capital requirements, annual distribution requirements under the REIT provisions of the Code, and such other factors as the Board of

Directors may deem relevant. Additionally, the Company may reduce or suspend payment of dividends to retain cash and reduce debt obligations and/or to fund redevelopments and other capital needs.

Contractual Obligations and Commercial Commitments

The following table sets forth the Company's significant debt repayment, interest, capital and operating lease obligations at December 31, 2018:

	Maturity Date						
	2019	2020	2021	2022	2023	Thereafter	Total
Debt:							
Mortgage loan payable	\$995,000	\$1,034,000	\$1,074,000	\$1,116,000	\$1,160,000	\$42,295,000	\$47,674,000
Unsecured revolving credit facility (a)	-	-	100,000,000	-	-	-	100,000,000
Unsecured term loans	-	-	75,000,000	150,000,000	100,000,000	150,000,000	475,000,000
Interest payments (b)	22,356,000	22,548,000	18,973,000	13,585,000	8,840,000	10,923,000	97,225,000
Capital lease obligation	32,000	33,000	35,000	37,000	39,000	5,520,000	5,696,000
Operating lease obligations	1,638,000	1,097,000	973,000	973,000	975,000	31,075,000	36,731,000
Total	\$25,021,000	\$24,712,000	\$196,055,000	\$165,711,000	\$111,014,000	\$239,813,000	\$762,326,000

(a) The revolving credit facility is subject to a one-year extension at the Company's option.

(b) Represents interest payments expected to be incurred on the Company's debt obligations as of December 31, 2018, including interest that may subsequently be capitalized. The interest rates used in this calculation in regards to the unsecured revolving credit facility and term loan not subject to interest rate swap agreements consist of LIBOR plus a credit spread based on the Company's leverage ratio as of December 31, 2018, with the rate in effect at December 31, 2018 being assumed to remain in effect until their maturities. The interest rates used in this calculation in regards to the unsecured term loans subject to interest rate swap agreements consists of LIBOR plus a credit spread based on the Company's leverage ratio as of December 31, 2018, for which the Company has converted the LIBOR rates to fixed rates.

In addition, the Company has outstanding construction commitments totaling approximately \$4.7 million at December 31, 2018.

Off-Balance Sheet Arrangements

Other than the items disclosed in the Contractual Obligations and Commercial Commitments section above, the Company had no off-balance sheet arrangements as of December 31, 2018 that are reasonably likely to have a current or future material effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Net Cash Flows

	Years ended December 31,		
	2018	2017	2016
Cash flows provided by (used in):			
Operating activities	\$57,900,000	\$57,093,000	\$59,247,000
Investing activities	\$(14,938,000)	\$(45,497,000)	\$48,763,000
Financing activities	\$(48,204,000)	\$(10,139,000)	\$(109,923,000)

Operating Activities

Net cash provided by operating activities, before net changes in operating assets and liabilities, was \$66.7 million, \$65.5 million, and \$61.1 million for 2018, 2017 and 2016, respectively. The approximately \$1.2 million increase between 2018 and 2017 was primarily a result of the Company accepting a payment of \$4.3 million in consideration for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration in 2018, partially offset by an increase in cash paid for interest. The approximately \$4.4 million increase between 2017 and 2016 was primarily attributable to the decrease in acquisition pursuit costs, interest expense and management transition charges.

Investing Activities

Net cash flows (used in) / provided by investing activities were primarily the result of the Company's property disposition activities, property acquisitions and expenditures for property improvements. During 2018, the Company incurred expenditures of \$30.4 million for property improvements and issued a \$3.5 million mortgage note receivable, which was partially offset by \$19.1 million in proceeds from the sale of properties. During 2017, the Company acquired shopping centers for \$32.4 million, and incurred expenditures of \$25.6 million for property improvements, which was offset by \$12.5 million in proceeds from the sale of an outparcel building. During 2016, the Company received \$96.2 million in proceeds from the sale of a two shopping centers, which was offset by the acquisition of two shopping centers, which were partially paid in cash for \$31.9 million, and incurred expenditures of \$15.5 million for property improvements.

Financing Activities

During 2018, the Company had \$80.3 million of repayments of mortgage obligations, paid \$50.0 million to partially redeem shares of its Series B Preferred Stock, had \$29.6 million of preferred and common stock distributions, had \$5.2 million of payment for early extinguishment of debt costs, had \$2.3 million of common stock repurchases, and \$0.7 million of payments for debt financing costs, which was partially offset by a \$75.0 million borrowing under a new term loan, and net borrowings of \$45.0 million under the revolving credit facility. During 2017, the Company paid \$112.5 million to partially redeem shares of its Series B Preferred Stock, had \$31.3 million of preferred and common stock distributions, net repayments of \$17.0 million under the revolving credit facility, \$10.3 million of repayments of mortgage obligations, and \$2.5 million of payments for debt financing costs, which was partially offset by net proceeds of \$120.4 million from the sale of shares of its Series C Preferred Stock, and net proceeds of \$43.2 million from the sales of its common stock. During 2016, the Company made \$218.4 million of repayments of mortgage obligations, \$31.5 million of preferred and common stock distributions, net repayments of \$6.0 million under the revolving credit facility, payments of \$2.5 million for early extinguishment of debt costs, and \$1.4 million of payments for debt financing costs, which was partially offset by \$100.0 million borrowing under a new term loan, and a mortgage borrowing of \$50.0 million.

Funds From Operations

Funds From Operations (“FFO”) is a widely recognized supplemental non-GAAP measure utilized to evaluate the financial performance of a REIT. The Company presents FFO in accordance with the definition adopted by the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT generally defines FFO as net income attributable to common shareholders (determined in accordance with GAAP), excluding gains (losses) from sales of real estate properties, impairment provisions on real estate properties, plus real estate related depreciation and amortization, and adjustments for partnerships and joint ventures to reflect FFO on the same basis. The Company considers FFO to be an appropriate measure of its financial performance because it captures features particular to real estate performance by recognizing that real estate generally appreciates over time or maintains residual value to a much greater extent than other depreciable assets.

The Company also considers Operating Funds From Operations (“Operating FFO”) to be an additional meaningful financial measure of financial performance because it excludes items the Company does not believe are indicative of its core operating performance, such as acquisition pursuit costs, amounts relating to early extinguishment of debt and preferred stock redemption costs, management transition costs and certain redevelopment costs. The Company believes Operating FFO further assists in comparing the Company’s performance across reporting periods on a consistent basis by excluding such items.

FFO and Operating FFO should be reviewed with net income attributable to common shareholders, the most directly comparable GAAP financial measure, when trying to understand the Company’s operating performance. FFO and Operating FFO do not represent cash generated from operating activities and should not be considered as an alternative to net income attributable to common shareholders or to cash flow from operating activities. The Company’s computations of FFO and Operating FFO may differ from the computations utilized by other REITs and, accordingly, may not be comparable to such REITs.

A reconciliation of net loss attributable to common shareholders to FFO and Operating FFO for the years ended December 31, 2018, 2017 and 2016 is as follows:

	Years ended December 31,		
	2018	2017	2016
Net loss attributable to common shareholders	\$(10,481,000)	\$(2,399,000)	\$(5,465,000)
Real estate depreciation and amortization	39,858,000	39,922,000	40,616,000
Limited partners' interest	(28,000)	(13,000)	(17,000)
Gain on sales	(4,864,000)	(7,099,000)	(59,000)
Impairment charges	20,689,000	9,538,000	6,347,000
Consolidated minority interests:			
Share of income	497,000	523,000	(162,000)
Share of FFO	(430,000)	(440,000)	(193,000)
FFO applicable to diluted common shares	45,241,000	40,032,000	41,067,000
Preferred stock redemption costs	3,507,000	7,890,000	—
Financing costs (a)	4,829,000	210,000	2,623,000
Acquisition pursuit costs (b)	—	156,000	3,426,000
Redevelopment costs (c)	—	37,000	698,000
Management transition costs (d)	—	—	1,427,000
Operating FFO applicable to diluted common shares	\$53,577,000	\$48,325,000	\$49,241,000
FFO per diluted common share	\$0.49	\$0.45	\$0.48
Operating FFO per diluted common share	\$0.58	\$0.55	\$0.57
Weighted average number of diluted common shares (e):			
Common shares	92,361,000	87,948,000	85,303,000
OP Units	429,000	350,000	352,000
	92,790,000	88,298,000	85,655,000

(a) Represents extinguishment of debt costs.

(b) Represents costs directly associated with acquiring properties that are expensed pursuant to GAAP such as transfer taxes, brokerage fees and legal expenses.

(c) Includes redevelopment project costs expensed pursuant to GAAP such as certain demolition and lease termination costs.

(d) Costs associated with hiring a new Chief Operating Officer and estimated expenses related to termination of prior Chief Operating Officer.

(e) The weighted average number of diluted common shares used to compute FFO and Operating FFO applicable to diluted common shares includes OP Units, unvested restricted units and unvested restricted shares that are excluded from the computation of diluted EPS.

Inflation

Inflation has been relatively low in recent years and has not had a significant detrimental impact on the Company's results of operations. Should inflation rates increase in the future, substantially all of the Company's tenant leases contain provisions designed to partially mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require tenants to reimburse the Company for inflation-sensitive costs such as real estate taxes and many of the operating expenses it incurs. Significant inflation rate increases over a prolonged period

of time may have a material adverse impact on the Company's business.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

One of the principal market risks facing the Company is the risk of interest rate changes, primarily through its variable-rate revolving credit facility and term loans. The Company's objectives with respect to interest rate risk are to limit the impact of interest rate changes on operations and cash flows, and to lower its overall borrowing costs. To achieve these objectives, the Company may borrow at either fixed rates or at variable rates and enter into derivative financial instruments, such as interest rate swaps, to mitigate its interest rate risk. The Company does not enter into derivative or interest rate transactions for speculative purposes. The Company is not subject to foreign currency risk.

The Company has entered into forward interest rate swap agreements which convert the LIBOR rates to fixed rates for certain unsecured term loans. At December 31, 2018, the Company had \$8.9 million included in deferred charges and other assets, net, in addition to \$1.6 million included in accounts payable and accrued liabilities on the consolidated balance sheet relating to the fair value of the interest rate swaps applicable to certain unsecured term loans.

At December 31, 2018, long-term debt consisted of a fixed-rate mortgage loan payable, a capital lease obligation, unsecured term loans, and the Company's unsecured variable-rate credit facility. Excluding unamortized premiums and debt issuance costs, the average interest rate on the \$478.4 million of fixed-rate debt outstanding was 3.5%, with maturities at various dates through 2050. The average interest rate on the \$150.0 million of variable-rate debt outstanding, which consists of the unsecured revolving credit facility and a term loan, was 3.8%. With respect to the \$150.0 million of variable-rate debt, if contractual interest rates either increase or decrease by 100 bps, the Company's interest cost would increase or decrease respectively by approximately \$1.5 million per annum.

With respect to the Company's fixed rate mortgage note and unsecured term loans with rates fixed through the use of derivative financial instruments, changes in interest rates generally do not affect the Company's interest expense as these notes are at fixed rates for extended terms. Because the Company intends to hold its existing fixed-rate debt either to maturity or until the sale of the associated property, these fixed-rate notes pose an interest rate risk to the Company's results of operations and its working capital position only upon the refinancing of that indebtedness. The Company's possible risk is from increases in long-term interest rates that may occur as this may increase the cost of refinancing maturing fixed-rate debt. In addition, the Company may incur prepayment penalties or defeasance costs when prepaying or defeasing debt.

Item 8. Financial Statements and Supplementary Data

<u>Report of Independent Registered Public Accounting Firm</u>	42
<u>Consolidated Balance Sheets, December 31, 2018 and 2017</u>	43
<u>Consolidated Statements of Operations, years ended December 31, 2018, 2017 and 2016</u>	44
<u>Consolidated Statements of Comprehensive Income, years ended December 31, 2018, 2017 and 2016</u>	45
<u>Consolidated Statements of Equity, years ended December 31, 2018, 2017 and 2016</u>	46-47
<u>Consolidated Statements of Cash Flows, years ended December 31, 2018, 2017 and 2016</u>	48
<u>Notes to Consolidated Financial Statements</u>	49-68
Schedule Filed As Part Of This Report	
<u>Schedule III – Real Estate and Accumulated Depreciation, December 31, 2018</u>	69-71

All other schedules have been omitted because the required information is not present, is not present in amounts sufficient to require submission of the schedule, or is included in the consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of

Cedar Realty Trust, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Cedar Realty Trust, Inc. as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and schedule listed in the Index at Item 15(a) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 14, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ERNST & YOUNG LLP

We have served as the Company's auditor since 1984.

New York, New York
February 14, 2019

42

CEDAR REALTY TRUST, INC.

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2018	2017
ASSETS		
Real estate:		
Land	\$295,734,000	\$304,237,000
Buildings and improvements	1,212,948,000	1,230,362,000
	1,508,682,000	1,534,599,000
Less accumulated depreciation	(361,969,000)	(341,943,000)
Real estate, net	1,146,713,000	1,192,656,000
Real estate held for sale	11,592,000	—
Cash and cash equivalents	1,977,000	3,702,000
Restricted cash	—	3,517,000
Receivables	21,977,000	17,193,000
Other assets and deferred charges, net	40,642,000	35,350,000
TOTAL ASSETS	\$1,222,901,000	\$1,252,418,000
LIABILITIES AND EQUITY		
Mortgage loans payable	\$47,315,000	\$127,969,000
Capital lease obligation	5,387,000	—
Unsecured revolving credit facility	100,000,000	55,000,000
Unsecured term loans	472,132,000	397,156,000
Accounts payable and accrued liabilities	26,142,000	24,519,000
Unamortized intangible lease liabilities	13,209,000	17,663,000
Total liabilities	664,185,000	622,307,000
Commitments and contingencies	—	—
Equity:		
Cedar Realty Trust, Inc. shareholders' equity:		
Preferred stock	159,541,000	207,508,000
Common stock (\$.06 par value, 150,000,000 shares authorized, 90,436,000 and 91,317,000 shares, issued and outstanding, respectively)	5,426,000	5,479,000
Treasury stock (2,971,000 and 3,359,000 shares, respectively, at cost)	(16,572,000)	(18,463,000)
Additional paid-in capital	875,565,000	875,062,000
Cumulative distributions in excess of net income	(475,726,000)	(446,944,000)
Accumulated other comprehensive income	7,191,000	5,694,000
Total Cedar Realty Trust, Inc. shareholders' equity	555,425,000	628,336,000
Noncontrolling interests:		
Minority interests in consolidated joint ventures	(112,000)	(609,000)
Limited partners' OP Units	3,403,000	2,384,000
Total noncontrolling interests	3,291,000	1,775,000
Total equity	558,716,000	630,111,000

TOTAL LIABILITIES AND EQUITY	\$1,222,901,000	\$1,252,418,000
------------------------------	-----------------	-----------------

See accompanying notes to consolidated financial statements

CEDAR REALTY TRUST, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Years ended December 31,		
	2018	2017	2016
REVENUES			
Rents	\$ 113,858,000	\$ 113,276,000	\$ 118,098,000
Expense recoveries	33,378,000	31,220,000	32,036,000
Other	4,784,000	1,512,000	952,000
Total revenues	152,020,000	146,008,000	151,086,000
EXPENSES			
Operating, maintenance and management	27,771,000	24,752,000	24,898,000
Real estate and other property-related taxes	20,123,000	19,577,000	19,617,000
General and administrative	16,915,000	16,907,000	18,154,000
Acquisition pursuit costs	-	156,000	3,426,000
Depreciation and amortization	40,053,000	40,115,000	40,787,000
Total expenses	104,862,000	101,507,000	106,882,000
OTHER			
Gain on sale	4,864,000	7,099,000	59,000
Impairment charges	(20,689,000)	(9,538,000)	(6,347,000)
Total other	(15,825,000)	(2,439,000)	(6,288,000)
OPERATING INCOME	31,333,000	42,062,000	37,916,000
NON-OPERATING INCOME AND EXPENSES			
Interest expense	(22,146,000)	(22,199,000)	(26,529,000)
Early extinguishment of debt costs	(4,829,000)	(210,000)	(2,623,000)
Total non-operating income and expenses	(26,975,000)	(22,409,000)	(29,152,000)
NET INCOME	4,358,000	19,653,000	8,764,000
Net (income) loss attributable to noncontrolling interests:			
Minority interests in consolidated joint ventures	(497,000)	(523,000)	162,000
Limited partners' interest in Operating Partnership	28,000	13,000	17,000
Total net (income) attributable to noncontrolling interests	(469,000)	(510,000)	179,000
NET INCOME ATTRIBUTABLE TO CEDAR REALTY TRUST, INC.	3,889,000	19,143,000	8,943,000
Preferred stock dividends	(10,863,000)	(13,652,000)	(14,408,000)
Preferred stock redemption costs	(3,507,000)	(7,890,000)	-
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$(10,481,000)	\$(2,399,000)	\$(5,465,000)