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(Address of principal executive offices)

(914) 288-8100

(Registrant's telephone number, including area code)

Title of class of registered securities	Trading symbol	Name of exchange on which registered
Common shares of beneficial interest, par value \$0.001 per share	AKR	The New York Stock Exchange

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	Emerging Growth Company
Non-accelerated Filer	Smaller Reporting 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 checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes No

As of April 22, 2019 there were 82,768,837 common shares of beneficial interest, par value \$0.001 per share ("Common Shares"), outstanding.

ACADIA REALTY TRUST AND SUBSIDIARIES

FORM 10-Q

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q (the “Report”) may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and as such may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative thereof or other variations thereon or comparable terminology. Factors which could have a material adverse effect on our operations and future prospects include, but are not limited to those set forth under the headings “Item 1A. Risk Factors” and “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Report. These risks and uncertainties should be considered in evaluating any forward-looking statements contained or incorporated by reference herein.

SPECIAL NOTE REGARDING CERTAIN REFERENCES

All references to “Notes” throughout the document refer to the footnotes to the consolidated financial statements of the registrant referenced in Part I, Item 1. Financial Statements.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.
ACADIA REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except per share amounts)	March 31, 2019	December 31, 2018
	(Unaudited)	
ASSETS		
Investments in real estate, at cost		
Operating real estate, net	\$ 3,124,243	\$ 3,160,851
Real estate under development	193,315	120,297
Net investments in real estate	3,317,558	3,281,148
Notes receivable, net	109,769	109,613
Investments in and advances to unconsolidated affiliates	309,349	262,410
Other assets, net	202,206	208,570
Cash and cash equivalents	27,765	21,268
Rents receivable, net	59,701	62,191
Restricted cash	12,527	13,580
Total assets	\$ 4,038,875	\$ 3,958,780
LIABILITIES		
Mortgage and other notes payable, net	\$ 1,109,160	\$ 1,017,288
Unsecured notes payable, net	481,019	533,257
Unsecured line of credit	9,000	—
Accounts payable and other liabilities	293,019	286,072
Dividends and distributions payable	24,910	24,593
Distributions in excess of income from, and investments in, unconsolidated affiliates	15,415	15,623
Total liabilities	1,932,523	1,876,833
Commitments and contingencies		
EQUITY		
Acadia Shareholders' Equity		
Common shares, \$0.001 par value, authorized 200,000,000 shares, issued and outstanding 82,708,361 and 81,557,472 shares, respectively	83	82
Additional paid-in capital	1,577,503	1,548,603
Accumulated other comprehensive (loss) income	(11,021)	516
Distributions in excess of accumulated earnings	(100,634)	(89,696)
Total Acadia shareholders' equity	1,465,931	1,459,505
Noncontrolling interests	640,421	622,442
Total equity	2,106,352	2,081,947
Total liabilities and equity	\$ 4,038,875	\$ 3,958,780

The accompanying notes are an integral part of these consolidated financial statements

ACADIA REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(in thousands except per share amounts)	Three Months Ended March 31,	
	2019	2018
Revenues		
Rental income	\$74,003	\$50,779
Expense reimbursements	—	11,208
Other	797	1,137
Total revenues	74,800	63,124
Operating expenses		
Depreciation and amortization	30,333	28,576
General and administrative	8,323	8,470
Real estate taxes	9,603	8,959
Property operating	12,347	10,338
Other operating	—	80
Total operating expenses	60,606	56,423
Operating income	14,194	6,701
Equity in earnings of unconsolidated affiliates	2,271	1,684
Interest income	2,270	3,737
Interest expense	(17,859)	(15,890)
Income (loss) from continuing operations before income taxes	876	(3,768)
Income tax benefit (provision)	46	(392)
Income (loss) from continuing operations before gain on disposition of properties	922	(4,160)
Gain on disposition of properties, net of tax	2,014	—
Net income (loss)	2,936	(4,160)
Net loss attributable to noncontrolling interests	9,261	11,579
Net income attributable to Acadia	\$12,197	\$7,419
Basic and diluted earnings per share	\$0.15	\$0.09

The accompanying notes are an integral part of these consolidated financial statements

ACADIA REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)	Three Months Ended March 31,	
	2019	2018
Net income (loss)	\$2,936	\$(4,160)
Other comprehensive (loss) income:		
Unrealized (loss) income on valuation of swap agreements	(13,306)	5,653
Reclassification of realized interest on swap agreements	(551)	363
Other comprehensive (loss) income	(13,857)	6,016
Comprehensive (loss) income	(10,921)	1,856
Comprehensive loss attributable to noncontrolling interests	11,581	10,325
Comprehensive income attributable to Acadia	\$660	\$12,181

The accompanying notes are an integral part of these consolidated financial statements.

ACADIA REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Three Months Ended March 31, 2019 and 2018

	Acadia Shareholders			Accumulated Distributions		Total		Noncontrolling Interests	Total Equity
	Common Shares	Share Amount	Additional Paid-in Capital	Other Comprehensive Income (Loss)	in Excess of Accumulated Earnings	Common Shareholders' Equity			
(in thousands, except per share amounts)	Shares	Amount	Capital	Income (Loss)	Earnings	Equity	Interests	Equity	
Balance at January 1, 2019	81,557	\$ 82	\$ 1,548,603	\$ 516	\$(89,696)	\$ 1,459,505	\$ 622,442	\$ 2,081,947	
Conversion of OP Units to Common Shares by limited partners of the Operating Partnership	175	—	2,953	—	—	2,953	(2,953)	—	
Issuance of Common Shares	971	1	27,833	—	—	27,834	—	27,834	
Dividends/distributions declared (\$0.28 per Common Share/OP Unit)	—	—	—	—	(23,135)	(23,135)	(1,781)	(24,916)	
Employee and trustee stock compensation, net	5	—	94	—	—	94	3,360	3,454	
Noncontrolling interest distributions	—	—	—	—	—	—	(3,237)	(3,237)	
Noncontrolling interest contributions	—	—	—	—	—	—	32,191	32,191	
Comprehensive (loss) income	—	—	—	(11,537)	12,197	660	(11,581)	(10,921)	
Reallocation of noncontrolling interests	—	—	(1,980)	—	—	(1,980)	1,980	—	
Balance at March 31, 2019	82,708	\$ 83	\$ 1,577,503	\$(11,021)	\$(100,634)	\$ 1,465,931	\$ 640,421	\$ 2,106,352	
Balance at January 1, 2018	83,708	\$ 84	\$ 1,596,514	\$ 2,614	\$(32,013)	\$ 1,567,199	\$ 648,440	\$ 2,215,639	
Conversion of OP Units to Common Shares by limited	38	—	642	—	—	642	(642)	—	

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partners of the Operating Partnership									
Repurchase of Common Shares	(1,304)	(2)	(31,959)	—	—	(31,961)	—	(31,961)	
Dividends/distributions declared (\$0.27 per Common Share/OP Unit)	—	—	—	—	(22,262)	(22,262)	(1,721)	(23,983)	
Employee and trustee stock compensation, net	9	—	95	—	—	95	3,716	3,811	
Noncontrolling interest distributions	—	—	—	—	—	—	(695)	(695)	
Comprehensive income (loss)	—	—	—	4,762	7,419	12,181	(10,325)	1,856	
Reallocation of noncontrolling interests	—	—	(1,225)	—	—	(1,225)	1,225	—	
Balance at March 31, 2018	82,451	\$ 82	\$ 1,564,067	\$ 7,376	\$(46,856)	\$ 1,524,669	\$ 639,998	\$ 2,164,667	

The accompanying notes are an integral part of these consolidated financial statements.

ACADIA REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Three Months Ended March 31,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$2,936	\$(4,160)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	30,333	28,576
Distributions of operating income from unconsolidated affiliates	2,054	4,724
Equity in earnings and gains of unconsolidated affiliates	(2,271)	(1,684)
Stock compensation expense	3,454	3,809
Amortization of financing costs	1,743	1,375
Gain on disposition of properties	(2,014)	—
Other, net	(6,614)	(1,889)
Changes in assets and liabilities:		
Other liabilities	(7,068)	1,461
Prepaid expenses and other assets	(390)	(2,240)
Rents receivable, net	2,283	(2,359)
Accounts payable and accrued expenses	(4,661)	(4,674)