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Urban Edge Properties  
Form 10-Q  
May 04, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-36523

URBAN EDGE PROPERTIES

(Exact name of Registrant as specified in its charter)

Maryland 47-6311266  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

888 Seventh Avenue, New York, New York 10019  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number including area code: (212) 956 2556

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

Title of Each Class Name of Each Exchange on Which  
Registered

Common Shares, \$.01 par value per share New York Stock Exchange

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

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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted 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 and post such files). YES  NO

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

(Do not check if smaller reporting company)

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

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As of April 29, 2016, the Registrant had 99,380,395 common shares outstanding.

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URBAN EDGE PROPERTIES  
QUARTERLY REPORT ON FORM 10-Q  
QUARTER ENDED MARCH 31, 2016

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## PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS  
 URBAN EDGE PROPERTIES  
 CONSOLIDATED BALANCE SHEETS  
 (Unaudited)

(In thousands, except share and per share amounts)

|  | March 31,<br>2016 | December<br>31,<br>2015 |
|--|-------------------|-------------------------|
| <b>ASSETS</b>  |                   |                         |
| Real estate, at cost:  |                   |                         |
| Land   | \$382,513         | \$389,080               |
| Buildings and improvements   | 1,613,510         | 1,630,539               |
| Construction in progress   | 94,506            | 61,147                  |
| Furniture, fixtures and equipment  | 3,891             | 3,876                   |
| Total  | 2,094,420         | 2,084,642               |
| Accumulated depreciation and amortization  | (519,775 )        | (509,112 )              |
| Real estate, net   | 1,574,645         | 1,575,530               |
| Cash and cash equivalents  | 162,354           | 168,983                 |
| Cash held in escrow and restricted cash  | 8,081             | 9,042                   |
| Tenant and other receivables, net of allowance for doubtful accounts of \$2,061 and \$1,926, respectively                                | 9,306             | 10,364                  |
| Receivable arising from the straight-lining of rents, net of allowance for doubtful accounts of \$181 and \$148, respectively            | 89,046            | 88,778                  |
| Identified intangible assets, net of accumulated amortization of \$22,781 and \$22,090, respectively                                     | 33,262            | 33,953                  |
| Deferred leasing costs, net of accumulated amortization of \$13,503 and \$12,987, respectively   | 18,479            | 18,455                  |
| Deferred financing costs, net of accumulated amortization of \$887 and \$709, respectively   | 2,661             | 2,838                   |
| Prepaid expenses and other assets  | 10,160            | 10,988                  |
| Total assets   | \$1,907,994       | \$1,918,931             |
| <b>LIABILITIES AND EQUITY</b>  |                   |                         |
| Liabilities:   |                   |                         |
| Mortgages payable, net   | \$1,230,349       | \$1,233,983             |
| Identified intangible liabilities, net of accumulated amortization of \$67,117 and \$65,220, respectively                                | 152,958           | 154,855                 |
| Accounts payable and accrued expenses  | 39,508            | 45,331                  |
| Other liabilities  | 13,702            | 13,308                  |
| Total liabilities  | 1,436,517         | 1,447,477               |
| Commitments and contingencies  |                   |                         |
| Shareholders' equity:  |                   |                         |
| Common shares: \$0.01 par value; 500,000,000 shares authorized and 99,381,500 and 99,290,952 shares issued and outstanding, respectively | 994               | 993                     |
| Additional paid-in capital   | 476,227           | 475,369                 |
| Accumulated deficit  | (39,638 )         | (38,442 )               |
| Noncontrolling interests:  |                   |                         |
| Redeemable noncontrolling interests  | 33,541            | 33,177                  |

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|  |             |             |
|--|-------------|-------------|
| Noncontrolling interest in consolidated subsidiaries | 353         | 357         |
| Total equity   | 471,477     | 471,454     |
| Total liabilities and equity                         | \$1,907,994 | \$1,918,931 |

See notes to consolidated and combined financial statements (unaudited).

URBAN EDGE PROPERTIES  
CONSOLIDATED AND COMBINED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except share and per share data)

|   | Three Months<br>Ended March 31, |            |
|---|---------------------------------|------------|
|   | 2016                            | 2015       |
| REVENUE   |                                 |            |
| Property rentals  | \$58,929                        | \$57,586   |
| Tenant expense reimbursements                                       | 22,507                          | 24,303     |
| Management and development fees                                     | 455                             | 535        |
| Other income  | 1,177                           | 1,359      |
| Total revenue   | 83,068                          | 83,783     |
| EXPENSES  |                                 |            |
| Depreciation and amortization                                       | 13,915                          | 13,732     |
| Real estate taxes   | 13,249                          | 12,824     |
| Property operating  | 12,859                          | 16,523     |
| General and administrative  | 6,720                           | 12,326     |
| Ground rent   | 2,538                           | 2,514      |
| Transaction costs   | 50                              | 21,859     |
| Provision for doubtful accounts                                     | 351                             | 323        |
| Total expenses  | 49,682                          | 80,101     |
| Operating income  | 33,386                          | 3,682      |
| Interest income   | 167                             | 11         |
| Interest and debt expense   | (13,429 )                       | (15,169 )  |
| Income (loss) before income taxes                                   | 20,124                          | (11,476 )  |
| Income tax expense  | (336 )                          | (541 )     |
| Net income (loss)   | 19,788                          | (12,017 )  |
| Less (net income) loss attributable to noncontrolling interests in: |                                 |            |
| Operating partnership   | (1,154 )                        | 560        |
| Consolidated subsidiaries   | 4                               | (6 )       |
| Net income (loss) attributable to common shareholders               | \$18,638                        | \$(11,463) |
| Earnings (loss) per common share - Basic:                           | \$0.19                          | \$(0.12 )  |
| Earnings (loss) per common share - Diluted:                         | \$0.19                          | \$(0.12 )  |
| Weighted average shares outstanding - Basic                         | 99,265                          | 99,248     |
| Weighted average shares outstanding - Diluted                       | 99,363                          | 99,248     |

See notes to consolidated and combined financial statements (unaudited).

URBAN EDGE PROPERTIES  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
(Unaudited)  
(In thousands, except share and per share amounts)

|   | Common Shares |        |                                  | Accumulated<br>Earnings<br>(Deficit) | Noncontrolling<br>Interests ("NCI") |  | Total<br>Equity |
|---|---------------|--------|----------------------------------|--------------------------------------|-------------------------------------|--|-----------------|
|   | Shares        | Amount | Additional<br>Paid-In<br>Capital |                                      | Redeemable<br>NCI                   | NCI in<br>Consolidated<br>Subsidiaries |                 |
| Balance, December 31, 2015                          | 99,290,952    | \$ 993 | \$475,369                        | \$ (38,442 )                         | \$33,177                            | \$ 357                                 | \$471,454       |
| Net income attributable to common shareholders      | —             | —      | —                                | 18,638                               | —                                   | —                                      | 18,638          |
| Net income attributable to noncontrolling interests | —             | —      | —                                | —                                    | 1,154                               | (4 )                                   | 1,150           |
| Common shares issued:                               |               |        |                                  |                                      |                                     |  |                 |
| Under Omnibus share plan                            | 88,722        | 1      | (1 )                             | —                                    | —                                   | —                                      | —               |
| Under dividend reinvestment plan                    | 3,234         | —      | 84                               | (84 )                                | —                                   | —                                      | —               |
| Share-based awards retained for taxes               | (1,408 )      | —      | (33 )                            | —                                    | —                                   | —                                      | (33 )           |
| Dividends on common shares (\$0.20 per share)       | —             | —      | —                                | (19,792 )                            | —                                   | —                                      | (19,792 )       |
| Share-based compensation expense                    | —             | —      | 808                              | 42                                   | 447                                 | —                                      | 1,297           |
| Distributions to redeemable NCI (\$0.20 per unit)   | —             | —      | —                                | —                                    | (1,237 )                            | —                                      | (1,237 )        |
| Balance, March 31, 2016                             | 99,381,500    | \$ 994 | \$476,227                        | \$ (39,638 )                         | \$33,541                            | \$ 353                                 | \$471,477       |

See notes to consolidated and combined financial statements (unaudited).

URBAN EDGE PROPERTIES  
CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In thousands)

|  | Three Months Ended<br>March 31, |            |
|--|---------------------------------|------------|
|  | 2016                            | 2015       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                                 |            |
| Net income   | \$19,788                        | \$(12,017) |
| Adjustments to reconcile net income to net cash provided by operating activities:        |                                 |            |
| Depreciation and amortization  | 14,173                          | 14,006     |
| Amortization of deferred financing costs   | 659                             | 684        |
| Amortization of below market leases, net   | (1,875)                         | (1,986)    |
| Straight-lining of rent  | (213)                           | (83)       |
| Share-based compensation expense   | 1,297                           | 7,441      |
| Non-cash separation costs paid by Vornado  | —                               | 17,403     |
| Provision for doubtful accounts  | 351                             | 323        |
| Change in operating assets and liabilities:  |                                 |            |
| Tenant and other receivables   | 741                             | (1,384)    |
| Prepaid and other assets   | 71                              | (268)      |
| Accounts payable and accrued expenses  | (2,852)                         | 3,815      |
| Other liabilities  | 305                             | 2,647      |
| Net cash provided by operating activities  | 32,445                          | 30,581     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                                 |            |
| Real estate additions  | (14,843)                        | (3,702)    |
| Decrease (increase) in cash held in escrow and restricted cash                           | 962                             | (2,968)    |
| Net cash used in investing activities  | (13,881)                        | (6,670)    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                                 |            |
| Debt repayments  | (4,131)                         | (34,754)   |
| Contributions from Vornado   | —                               | 231,462    |
| Dividends paid to shareholders   | (19,792)                        | (19,852)   |
| Distributions to redeemable noncontrolling interests                                     | (1,237)                         | (1,212)    |
| Debt issuance costs  | —                               | (3,198)    |
| Taxes withheld for vested restricted stock   | (33)                            | —          |
| Proceeds from issuance of common stock   | —                               | 54         |
| Net cash provided by (used in) financing activities                                      | (25,193)                        | 172,500    |
| Net (decrease) increase in cash and cash equivalents                                     | (6,629)                         | 196,411    |
| Cash and cash equivalents at beginning of period   | 168,983                         | 2,600      |
| Cash and cash equivalents at end of period   | \$162,354                       | \$199,011  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>                                  |                                 |            |
| Cash payments for interest (includes amounts capitalized of \$518 and \$0, respectively) | \$12,870                        | \$13,918   |
| Cash payments for income taxes   | \$17                            | \$16       |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>                                       |                                 |            |
| Accrued capital expenditures included in accounts payable and accrued expenses           | \$5,727                         | \$3,453    |
| Write off of fully depreciated assets  | \$279                           | \$933      |
| See notes to consolidated and combined financial statements (unaudited).                 |                                 |            |





URBAN EDGE PROPERTIES  
NOTES TO CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS  
(Unaudited)

1. ORGANIZATION

Urban Edge Properties (“UE” or the “Company”) (NYSE: UE) is a Maryland real estate investment trust that owns, manages, acquires, develops, redevelops and operates retail real estate in high barrier-to-entry markets. Urban Edge Properties LP (“UEL” or the “Operating Partnership”) is a Delaware limited partnership formed to serve as the Company’s majority-owned partnership subsidiary and to own, through affiliates, all of the Company’s real estate properties and other assets. Prior to its separation on January 15, 2015, UE was a wholly owned subsidiary of Vornado Realty Trust (“Vornado”) (NYSE: VNO). UE and UEL were created to own the majority of Vornado’s former shopping center business.

As of March 31, 2016 our portfolio consisted of 80 shopping centers, three malls and a warehouse park totaling 14.9 million square feet. Prior to the separation, the portfolio is referred to as “UE Businesses”. Unless the context otherwise requires, references to “we”, “us” and “our” refer to Urban Edge Properties after giving effect to the transfer of assets and liabilities from Vornado as well as to the UE Businesses prior to the date of the separation.

Pursuant to a separation and distribution agreement between UE and Vornado (the “Separation Agreement”), the interests in certain properties held by Vornado’s operating partnership, Vornado Realty L.P. (“VRLP”), were contributed or otherwise transferred to UE in exchange for 100% of our outstanding common shares. Following that contribution, VRLP distributed 100% of our outstanding common shares to Vornado and the other common limited partners of VRLP, pro rata with respect to their ownership of common limited partnership units in VRLP. Vornado then distributed all of the UE common shares it had received from VRLP to Vornado common shareholders on a pro rata basis. As a result, VRLP common limited partners and Vornado common shareholders all received common shares of UE in the spin-off at a ratio of one common share of UE to every two VRLP common units and every two common shares of Vornado.

Substantially concurrently with such distribution, the interests in certain properties held by VRLP, including interests in entities holding properties, were contributed or otherwise transferred to UEL in exchange for 5.4% of UEL’s outstanding units of interest in the Operating Partnership (“OP Units”).

As part of the separation, Vornado capitalized UE with \$225 million of cash. Vornado also paid \$21.9 million of the transaction costs incurred in connection with the separation, which is reflected within Non-cash separation costs paid by Vornado within the statement of cash flows. Of the \$21.9 million transaction costs, \$17.4 million were contingent on the completion of the separation. The remaining \$4.5 million of transaction costs were allocated to Vornado on the separation date.

2. BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION AND COMBINATION

The accompanying consolidated and combined financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions of Form 10-Q. Certain information and footnote disclosures included in our annual financial statements have been condensed or omitted. Accordingly, these consolidated and combined financial statements should be read in conjunction with the consolidated and combined financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC.

The consolidated balance sheet as of March 31, 2016 reflects the consolidation of wholly-owned subsidiaries and those entities in which we have a controlling financial interest. The consolidated statement of income for the quarter ended March 31, 2016 includes the consolidated accounts of the Company. The results presented for the quarter ended March 31, 2015 reflect the operations and changes in cash flows on a carved-out and combined basis for the period from January 1, 2015 through the date of separation and on a consolidated basis subsequent to the date of separation. The financial statements for the periods prior to the separation date are prepared on a carved-out and combined basis

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from the consolidated financial statements of Vornado as UE Businesses were under common control of Vornado prior to January 15, 2015. Such carved-out and combined amounts were determined using the historical results of operations and carrying amounts of the assets and liabilities transferred to the UE Businesses. All intercompany transactions have been eliminated in consolidation and combination.

In the opinion of management, the consolidated and combined financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position of the Company and its results of operations and cash flows for the interim periods presented.

Our primary business is the ownership, management, redevelopment, development and operation of retail shopping centers. We do not distinguish our primary business or group our operations on a geographical basis for purposes of measuring performance. We review operating and financial information for each property on an individual basis and therefore, each property represents an individual operating segment. None of our tenants accounted for more than 10% of our revenue or property operating income. We aggregate all of our properties into one reportable segment due to their similarities with regard to the nature and economics of the properties, tenants and operations.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Use of Estimates** — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### Recently Issued Accounting Literature

In March 2016, the Financial Accounting Standards Board (“FASB”) issued an update (“ASU 2016-09”) Improvements to Employee Share-Based Payment Accounting. ASU 2016-02 simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures and statutory tax withholding requirements, as well as classification in the statement of cash flows. This standard is effective for annual periods beginning after December 15, 2017 and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted. We are currently evaluating the impact this standard will have on our consolidated and combined financial statements.

In February 2016, the FASB issued an update (“ASU 2016-02”) Leases, which revises the accounting related to lessee accounting. Under the new guidance, lessees will be required to recognize a lease liability and a right-of-use asset for all leases with terms greater than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The provisions of ASU 2016-02 are effective for fiscal years beginning after December 15, 2018 and should be applied through a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Early adoption is permitted. We are currently evaluating the impact this standard will have on our consolidated and combined financial statements.

In January 2016, the FASB issued an update (“ASU 2016-01”) Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 revises an entity’s accounting related to: (i) the classification and measurement of investments in equity securities; (ii) the presentation of certain fair value changes for financial liabilities measured at fair value; and (iii) amends certain disclosure requirements associated with the fair value of financial instruments, including eliminating the requirement for public business entities to disclose the method and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost. ASU 2016-01 is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. We are currently evaluating the impact this standard will have on our consolidated and combined financial statements.

In September 2015, the FASB issued an update (“ASU 2015-16”) Business Combinations - Simplifying the Accounting for Measurement-Period Adjustments. ASU 2015-16 requires an acquirer to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined and sets forth new disclosures requirements related to the adjustments. ASU 2016-15 is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The Company adopted this standard as of January 1, 2016. The adoption of this standard did not have an impact on our consolidated financial position, results of operations or cash flows.

In August 2015, the FASB issued an update (“ASU 2015-15”) Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-Of-Credit Arrangements. ASU 2015-15 is derived from SEC paragraphs pursuant to the SEC staff announcement at the June 2015 Emerging Issues Task Force meeting about the presentation and subsequent measurement of debt issuance costs associated with line-of-credit arrangements. The SEC paragraphs state that the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are outstanding borrowings under that line-of-credit arrangement. ASU 2015-15 is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 with early adoption permitted. The Company elected to early adopt ASU 2015-15 as of December 31, 2015 and continues to present debt issuance costs associated with our line-of-credit arrangement as an asset. The adoption did not have an impact on our consolidated financial position, results of operations or cash flows.

In April 2015, the FASB issued an update (“ASU 2015-03”) Simplifying the Presentation of Debt Issuance Costs to ASC Topic 835-30 Interest - Imputation of Interest. ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from that debt liability, consistent with the presentation of a debt discount. The recognition and measurement guidance for debt issuance costs is not affected by the amendments in ASU 2015-03. ASU 2015-03 is effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2015 with early adoption permitted. The Company elected to early adopt ASU 2015-03 effective as of December 31, 2015. The effect of ASU 2015-03 was to reclassify the net unamortized balance of debt issuance costs of \$10.0 million as of December 31, 2015 from deferred financing costs to a contra liability deduction of mortgages payable. Mortgages payable as of March 31, 2016 are presented net of \$9.5 million of unamortized debt issuance costs. The adoption of ASU 2015-03 did not impact our results of operations or cash flows.

In February 2015, the FASB issued an update (“ASU 2015-02”) Amendments to the Consolidation Analysis to ASC Topic 810 Consolidation. Under amendments in this update, all reporting entities are within the scope of Subtopic 810-10 Consolidation - Overall, including limited partnerships and similar legal entities, unless a scope exception applies. The presumption that a general partner controls a limited partnership has been eliminated. Overall the amendments in this update are to simplify the codification and reduce the number of consolidation models and place more emphasis on risk of loss when determining controlling financial interests. ASU 2015-02 is effective for public businesses for interim and annual periods beginning after December 15, 2015. The Company adopted ASU 2015-02 as of March 31, 2016. Under ASU 2015-02 the Company’s Operating Partnership is considered a variable interest entity (“VIE”). The Company is the primary beneficiary of the VIE, the VIE’s assets can be used for purposes other than the settlement of the VIE’s obligations and the Company’s partnership interest is considered a majority voting interest. The Operating Partnership was formed to serve as the Company’s majority-owned partnership subsidiary and to own, through affiliates, all of the Company’s real estate properties and other assets. In addition, the entity used to acquire Pan Bay Center to facilitate a potential Section 1031 like-kind exchange was determined to be a VIE (refer to Note 4 - Acquisitions and Dispositions). The Company consolidates the Operating Partnership and Pan Bay Center as it is the primary beneficiary of these VIEs.

In May 2014, the FASB issued an update (“ASU 2014-09”) Revenue from Contracts with Customers to ASC Topic 606, which supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition. ASU 2014-09 requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In August 2015, the FASB issued an update (“ASU 2015-09”) Revenue from Contracts with Customers to ASC Topic 606, which defers the effective date of ASU 2014-09 for all entities by one year. ASU 2015-09 is effective beginning after December 15, 2017, including interim reporting periods within that reporting period. Early adoption is permitted only for annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. We are currently evaluating the impact this standard will have on our consolidated and combined financial statements.

#### 4. ACQUISITIONS AND DISPOSITIONS

In conjunction with the acquisition of Pan Bay Center in December 2015, we entered into a like-kind exchange agreement under Section 1031 of the Internal Revenue Code with a third party intermediary, which, subject to certain conditions, allow us to defer for tax purposes gains on the sale of other like-kind properties identified and sold within 180 days of the acquisition date of Pan Bay Center. Until the earlier of the termination of the exchange agreements or 180 days after the acquisition date, the third party intermediary is the legal owner of the property; however, we control the activities that most significantly impact the property and retain all of the economic benefits and risks associated with it. Therefore, at the date of acquisition, we determined we were the primary beneficiary of the related variable interest entity and consolidated the properties and their operations. The consolidated balance sheets included total

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assets and liabilities of Pan Bay Center of \$29.5 million and \$2.5 million, respectively as of March 31, 2016 and December 31, 2015.

In February 2016, we executed a contract for the sale of land next to our property in Cherry Hill, NJ for \$3.5 million. The sale is expected to be completed in the second quarter of 2017.

In March 2016, we executed a contract for the sale of a shopping center located in Waterbury, CT for \$21.6 million. As of March 31, 2016 the contract was in due diligence, subject to significant contingencies and the property did not meet the criteria to be classified as held for sale. Subsequent to quarter end, due diligence was completed and contingencies were resolved. The sale is expected to be completed in the second quarter of 2016.

### 5. RELATED PARTY TRANSACTIONS

In connection with the separation, the Company and Vornado entered into a transition services agreement under which Vornado provides transition services to the Company including human resources, information technology, risk management, tax services

and office space. The fees charged to us by Vornado for these transition services approximate the actual cost incurred by Vornado in providing such services. As of March 31, 2016 there were no amounts due to Vornado related to such services. For the quarter ended March 31, 2016 there were \$0.4 million of costs paid to Vornado included in general and administrative expenses, which consisted of \$0.2 million of transition services fees and \$0.2 million of rent expense for two of our office locations. For the quarter ended March 31, 2015, there were \$0.6 million of costs paid to Vornado included in general and administrative expenses, which consisted of \$0.5 million of transition services fees and \$0.1 million of rent expense for two of our office locations.

#### Management and Development Fees

In connection with the separation, the Company and Vornado entered into a property management agreement under which the Company provides management, development, leasing and other services to certain properties owned by Vornado and its affiliates, including Interstate Properties (“Interstate”) and Alexander’s, Inc. (NYSE:ALX). Interstate is a general partnership that owns retail properties in which Steven Roth, Chairman of Vornado’s Board and Chief Executive Officer of Vornado, and a member of our Board of Trustees, is the managing general partner. Interstate and its partners beneficially owned an aggregate of approximately 7.1% of the common shares of beneficial interest of Vornado. As of, and for the three months ended March 31, 2016, Vornado owned 32.4% of Alexander’s, Inc. We recognized management and development fee income of \$0.5 million for each of the quarters ended March 31, 2016 and 2015. As of March 31, 2016 and December 31, 2015, there were \$0.3 million and \$0.7 million of fees, respectively, due from Vornado included in tenant and other receivables in our consolidated balance sheets.

#### 6. IDENTIFIED INTANGIBLE ASSETS AND LIABILITIES

Our identified intangible assets (acquired in-place and above and below-market leases) and liabilities (acquired below-market leases), net of accumulated amortization were \$33.3 million and \$153.0 million as of March 31, 2016, respectively, and \$34.0 million and \$154.9 million as of December 31, 2015, respectively.

Amortization of acquired below-market leases, net of acquired above-market leases resulted in additional rental income of \$1.9 million and \$2.0 million for the quarters ended March 31, 2016 and 2015, respectively. Estimated annual amortization of acquired below-market leases, net of acquired above-market leases for each of the five succeeding years commencing January 1, 2017 is as follows:

(Amounts in thousands)

|      |         |
|------|---------|
| 2017 | \$7,448 |
| 2018 | 7,227   |
| 2019 | 7,204   |
| 2020 | 7,211   |
| 2021 | 7,182   |

Amortization of acquired in-place leases and customer relationships resulted in additional depreciation and amortization expense of \$0.4 million for each of the quarters ended March 31, 2016 and 2015. Estimated annual amortization of these identified intangible assets for each of the five succeeding years commencing January 1, 2017 is as follows:

(Amounts in thousands)

|      |         |
|------|---------|
| 2017 | \$1,523 |
| 2018 | 1,341   |
| 2019 | 1,220   |
| 2020 | 1,177   |
| 2021 | 1,078   |





Certain of the shopping centers were acquired subject to ground leases or ground and building leases. Amortization of these acquired below-market leases resulted in additional rent expense of \$0.2 million for each of the quarters ended March 31, 2016 and 2015. Estimated annual amortization of these below-market leases for each of the five succeeding years commencing January 1, 2017 is as follows:

| (Amounts in thousands) |       |
|------------------------|-------|
| 2017                   | \$972 |
| 2018                   | 972   |
| 2019                   | 972   |
| 2020                   | 972   |
| 2021                   | 622   |

## 7. MORTGAGES PAYABLE

The following is a summary of mortgages payable as of March 31, 2016 and December 31, 2015.

| (Amounts in thousands)                                       | Maturity                        | Interest Rate at March 31, 2016 | March 31, 2016 | December 31, 2015 |
|--|---------------------------------|---------------------------------|----------------|-------------------|
| Cross collateralized mortgage on 40 properties:              |                                 |                                 |                |                   |
| Fixed Rate   | 9/10/2020                       | 4.34%                           | \$529,929      | \$533,459         |
| Variable Rate <sup>(1)</sup>                                 | 9/10/2020                       | 2.36%                           | 60,000         | 60,000            |
| Total cross collateralized                                   |                                 |                                 | 589,929        | 593,459           |
| First mortgages secured by:                                  |                                 |                                 |                |                   |
| North Bergen (Tonnelle Avenue)                               | 1/9/2018                        | 4.59%                           | 74,814         | 75,000            |
| Englewood <sup>(3)</sup>                                     | 10/1/2018                       | 6.22%                           | 11,537         | 11,537            |
| Montehiedra Town Center, Senior Loan <sup>(2)(4)</sup>       | 7/6/2021                        | 5.33%                           | 88,375         | 88,676            |
| Montehiedra Town Center, Junior Loan <sup>(2)</sup>          | 7/6/2021                        | 3.00%                           | 30,000         | 30,000            |
| Bergen Town Center   | 4/8/2023                        | 3.56%                           | 300,000        | 300,000           |
| Las Catalinas  | 8/6/2024                        | 4.43%                           | 130,000        | 130,000           |
| Mount Kisco (Target) <sup>(5)</sup>                          | 11/15/2034                      | 6.40%                           | 15,187         | 15,285            |
|  | Total mortgages payable         |                                 | 1,239,842      | 1,243,957         |
|  | Unamortized debt issuance costs |                                 | (9,493)        | (9,974)           |
| Total mortgages payable, net unamortized debt issuance costs |                                 |                                 | \$1,230,349    | \$1,233,983       |

<sup>(1)</sup> Subject to a LIBOR floor of 1.00%, bears interest at LIBOR plus 136 bps.

<sup>(2)</sup> On January 6, 2015, we completed the modification of the \$120.0 million, 6.04% mortgage loan secured by Montehiedra Town Center. Refer to "Troubled Debt Restructuring" disclosure below.

<sup>(3)</sup> On March 30, 2015, we notified the lender that due to tenants vacating, the property's operating cash flow will be insufficient to pay the debt service; accordingly, at our request, the mortgage loan was transferred to the special servicer. As of March 31, 2016 we are in default and remain in discussions with the special servicer to restructure the terms of the loan including the possibility that the lender will take possession of the property.

<sup>(4)</sup> Montehiedra was presented net of unamortized fees of \$1.7 million as of December 31, 2015. The net unamortized fees of \$1.7 million were revised to be presented with the unamortized debt issuance costs.

The mortgage payable balance on the loan secured by Mt. Kisco (Target) includes \$1.1 million of unamortized

<sup>(5)</sup> debt discount as of March 31, 2016 and December 31, 2015. The effective interest rate including amortization of the debt discount is 7.25% as of March 31, 2016.

The net carrying amount of real estate collateralizing the above indebtedness amounted to approximately \$860.3 million as of March 31, 2016. Our mortgage loans contain covenants that limit our ability to incur additional

indebtedness on these properties and in certain circumstances require lender approval of tenant leases and/or yield maintenance upon repayment prior to maturity. As of March 31, 2016, we were in compliance with all debt covenants.

As of March 31, 2016, the principal repayments for the next five years and thereafter are as follows:

(Amounts in thousands)

Year Ending December 31,

|                     |          |
|---------------------|----------|
| 2016 <sup>(1)</sup> | \$12,307 |
| 2017                | 16,784   |
| 2018                | 99,708   |
| 2019                | 17,320   |
| 2020                | 535,113  |
| 2021                | 121,115  |
| Thereafter          | 437,495  |

<sup>(1)</sup> Remainder of 2016.

On January 15, 2015, we entered into a \$500 million Revolving Credit Agreement (the “Agreement”) with certain financial institutions. The Agreement has a four-year term with two six-month extension options. Borrowings under the Agreement currently bear interest at LIBOR plus 1.15% and we are required to pay an annual facility fee of 20 basis points which is expensed as incurred. Both the spread over LIBOR and the facility fee are based on our current leverage ratio and are subject to increase if our leverage ratio increases above predefined thresholds. The Agreement contains customary financial covenants including a maximum leverage ratio of 60% and a minimum fixed charge coverage ratio of 1.5x. No amounts have been drawn to date under the Agreement. Deferred financing fees associated with the Agreement of \$2.7 million and \$2.8 million as of March 31, 2016 and December 31, 2015, respectively, are included in deferred financing fees in the consolidated balance sheets.

#### Troubled Debt Restructuring

During the year ended December 31, 2014, Montehiedra Town Center (“Montehiedra”), our property in the San Juan area of Puerto Rico, was experiencing financial difficulties which resulted in a substantial decline in its net operating cash flows. As such, we transferred the mortgage loan secured by Montehiedra to the special servicer and discussed restructuring the terms of the mortgage loan. In January 2015 we completed the modification of the \$120.0 million, 6.04% mortgage loan secured by Montehiedra. The loan has been extended from July 2016 to July 2021 and separated into two tranches, a senior \$90.0 million position with interest at 5.33% to be paid currently and a junior \$30.0 million position with interest accruing at 3.0%. As part of the planned redevelopment of the property, we committed to fund \$20.0 million through an intercompany loan for leasing and building capital expenditures of which \$10.1 million has been funded as of March 31, 2016. This \$20.0 million intercompany loan is senior to the \$30.0 million position noted above and accrues interest at 10%. Both the intercompany loan and related interest are eliminated in our consolidated and combined financial statements. We incurred \$2.0 million of debt issuance costs in connection with the loan modification which are treated as a reduction of the mortgage payable balance and amortized over the term of the loan in accordance with the provisions under the Troubled Debt Restructuring Topic of the FASB ASC.

#### 8. INCOME TAXES

We will elect to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended, commencing with the filing of our tax return for the 2015 fiscal year. Under those sections, a REIT, which distributes at least 90% of its REIT taxable income as a dividend to its shareholders each year and which meets certain other conditions, will not be taxed on that portion of its taxable income which is distributed to its shareholders. Prior to the separation from Vornado, UE Businesses historically operated under Vornado’s REIT structure. As Vornado operates as a REIT and distributes 100% of taxable income, no provision for federal income taxes has been made in the accompanying consolidated and combined financial statements. We intend to continue to adhere to these requirements and maintain our REIT status in future periods. If we fail to qualify as a REIT for any taxable year, we will be subject to federal income taxes at regular corporate rates (including any alternative minimum tax) and may not be able to

qualify as a REIT for the four subsequent taxable years.

Our two Puerto Rico malls are subject to income taxes which are based on estimated taxable income and are included in income tax expense in the consolidated and combined statements of income. We are also subject to certain other taxes, including state and local taxes and franchise taxes which are included in general and administrative expenses in the consolidated and combined statements of income. Both properties are held in a special partnership for Puerto Rico tax reporting (the general partner being a qualified REIT subsidiary "QRS").

Our Puerto Rico properties are subject to a 29% non-resident withholding tax and a 0.5% Puerto Rico gross receipts tax. The Puerto Rico tax expense recorded was \$0.3 million and \$0.5 million for the quarters ended March 31, 2016 and 2015, respectively.

## 9. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurement and Disclosures defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 - quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 - observable prices based on inputs not quoted in active markets, but corroborated by market data; and Level 3 - unobservable inputs used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in our assessment of fair value.

### Financial Assets and Liabilities Measured at Fair Value on a Recurring or Non-Recurring Basis

There were no financial assets or liabilities measured at fair value on a recurring or non-recurring basis as of March 31, 2016 and December 31, 2015.

### Financial Assets and Liabilities not Measured at Fair Value

Financial assets and liabilities that are not measured at fair value on the consolidated and combined balance sheets include cash and cash equivalents and mortgages payable. Cash and cash equivalents are carried at cost, which approximates fair value. The fair value of mortgages payable is calculated by discounting the future contractual cash flows of these instruments using current risk-adjusted rates available to borrowers with similar credit ratings, which are provided by a third-party specialist. The fair value of cash and cash equivalents is classified as Level 1 and the fair value of mortgages payable is classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of March 31, 2016 and December 31, 2015.

| (Amounts in thousands)           | As of March 31, 2016 |             | As of December 31, 2015 |             |
|----------------------------------|----------------------|-------------|-------------------------|-------------|
|                                  | Carrying Amount      | Fair Value  | Carrying Amount         | Fair Value  |
| Assets:                          |                      |             |                         |             |
| Cash and cash equivalents        | \$162,354            | \$162,354   | \$168,983               | \$168,983   |
| Liabilities:                     |                      |             |                         |             |
| Mortgages payable <sup>(1)</sup> | \$1,239,842          | \$1,280,025 | \$1,242,265             | \$1,262,483 |

<sup>(1)</sup> Excludes unamortized debt issuance costs.

The following interest rates were used by the Company to estimate the fair value of mortgages payable:

|                   | March 31, 2016 |      | December 31, 2015 |      |
|-------------------|----------------|------|-------------------|------|
|                   | Low            | High | Low               | High |
| Mortgages payable | 2.1%           | 2.5% | 2.0%              | 2.3% |

## 10. COMMITMENTS AND CONTINGENCIES

There are various legal actions against us in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters will not have a material adverse effect on our financial condition, results of operations or cash flows.

Loan Commitments: In January 2015 we completed the modification of the \$120.0 million, 6.04% mortgage loan secured by Montehiedra. As part of the planned redevelopment of the property, we committed to fund \$20.0 million for leasing and building capital expenditures of which \$10.1 million has been funded as of March 31, 2016.

Master Leases: Our mortgage loans are non-recourse to us. However, in certain cases we have provided master leased tenant space. These master leases terminate either upon the satisfaction of certain circumstances or the repayment of the underlying mortgage loans. As of March 31, 2016, the aggregate amount of these master leases was approximately \$2.8 million.

Redevelopment: As of March 31, 2016, we have approximately \$131.0 million of active development, redevelopment and anchor repositioning projects underway of which \$92.8 million remains to be funded as of March 31, 2016. Based on current plans and estimates we anticipate the remaining amounts will be expended over the next three years.

## Insurance

We maintain general liability insurance with limits of \$200 million per occurrence and all-risk property and rental value insurance coverage with limits of \$500 million (\$150 million for properties in Puerto Rico) per occurrence, with sub-limits for certain perils such as floods and earthquakes on each of our properties. We also maintain coverage for terrorism acts with limits of \$500 million (\$150 million for properties in Puerto Rico) per occurrence and in the aggregate (excluding coverage for nuclear, biological, chemical or radiological terrorism events) as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Insurance premiums are charged directly to each of the retail properties as well as warehouses. We will be responsible for deductibles and losses in excess of insurance coverage, which could be material.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future.

Our mortgage loans are non-recourse and contain customary covenants requiring adequate insurance coverage. Although we believe that we currently have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance our properties and expand our portfolio.

## Environmental Matters

Each of our properties has been subjected to varying degrees of environmental assessment at various times. Based on these assessments and the projected remediation costs, we accrued expenses of \$1.4 million during the quarter ended March 31, 2015 for potential remediation costs for environmental contamination at two properties. While this accrual reflects our best estimates of the potential costs of remediation at these properties, no amounts have currently been expended and there can be no assurance that the actual costs will not exceed this amount. With respect to our other properties, the environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

## 11. PREPAID EXPENSES AND OTHER ASSETS

The following is a summary of the composition of the prepaid expenses and other assets in the consolidated balance sheets:

| (Amounts in thousands)                  | Balance at     |                   |
|---|----------------|-------------------|
|   | March 31, 2016 | December 31, 2015 |
| Other assets                            | \$2,437        | \$ 2,467          |
| Prepaid expenses:                       |                |                   |
| Real estate taxes                       | 4,137          | 5,646             |
| Insurance                               | 2,441          | 1,934             |
| Rent, licenses/fees                     | 1,145          | 941               |
| Total Prepaid expenses and other assets | \$10,160       | \$ 10,988         |

## 12. OTHER LIABILITIES

The following is a summary of the composition of other liabilities in the consolidated balance sheets:

| (Amounts in thousands) | Balance at     |                   |
|------------------------|----------------|-------------------|
|                        | March 31, 2016 | December 31, 2015 |



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|                                 |          |           |
|---------------------------------|----------|-----------|
| Deferred ground rent expense    | \$6,126  | \$ 6,038  |
| Deferred tax liability, net     | 3,620    | 3,607     |
| Deferred tenant revenue         | 2,577    | 2,284     |
| Environmental remediation costs | 1,379    | 1,379     |
| Total Other liabilities         | \$13,702 | \$ 13,308 |

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## 13. INTEREST AND DEBT EXPENSE

The following table sets forth the details of interest and debt expense.

| (Amounts in thousands)                   | Three Months<br>Ended March 31, |          |
|--|---------------------------------|----------|
|  | 2016                            | 2015     |
| Interest expense                         | \$12,770                        | \$14,485 |
| Amortization of deferred financing costs | 659                             | 684      |
| Total Interest and debt expense          | \$13,429                        | \$15,169 |

## 14. NONCONTROLLING INTEREST

## Redeemable Noncontrolling Interests

Redeemable noncontrolling interests include OP units and limited partnership interests in the Operating Partnership in the form of Long Term Incentive Plan ("LTIP") unit awards. In connection with the separation, the Company issued 5.7 million OP units, representing a 5.4% interest in the Operating Partnership to VRLP in exchange for interests in VRLP properties contributed by VRLP. LTIP unit awards were granted to certain executives pursuant to our 2015 Omnibus Share Plan (the "Omnibus Share Plan"). As of March 31, 2016 there were 433,040 LTIP units outstanding. The total of the OP units and LTIP units represent a 5.8% weighted-average interest in the Operating Partnership for the quarter ended March 31, 2016. Holders of outstanding vested LTIP units may, from and after two years from the date of issuance, redeem their LTIP units for the Company's common shares on a one-for-one basis, or, for cash, solely at our election. Holders of outstanding OP units may, at a determinable date, redeem their units for the Company's common shares on a one-for-one basis, or, for cash, solely at our election.

## Noncontrolling Interests

The noncontrolling interests relate to the 5% interest held by others in our property in Walnut Creek, CA (Mt. Diablo). The net income attributable to noncontrolling interest is presented separately in our consolidated and combined statements of income.

## 15. SHARE-BASED COMPENSATION

Share-based compensation expense, which is included in general and administrative ("G&A") expenses in our consolidated and combined statements of income, is summarized as follows:

| (Amounts in thousands)                                       | Quarter Ended<br>March 31, |         |
|--|----------------------------|---------|
|  | 2016                       | 2015    |
| Share-based compensation expense components included in G&A: |                            |         |
| Restricted share expense                                     | \$233                      | \$9     |
| Stock option expense   | 576                        | 241     |
| LTIP expense   | 183                        | 7,143   |
| Outperformance Plan ("OPP") expense <sup>(1)</sup>           | 305                        | 48      |
| Total Share-based compensation expense                       | \$1,297                    | \$7,441 |

<sup>(1)</sup> OPP Expense for the quarter ended March 31, 2016 and March 31, 2015 includes \$42,000 and \$48,000, respectively, of unrecognized compensation expense of awards issued under Vornado's OPP for UE employees who were previously Vornado employees. The remaining OPP unrecognized compensation expense was transferred from Vornado to UE as of the separation date and is amortized on a straight-line basis over the remaining life of the OPP awards issued.

## 16. EARNINGS PER SHARE

We have calculated earnings per share (“EPS”) under the two-class method. The two-class method is an earnings allocation methodology whereby EPS for each class of common shares and participating securities is calculated according to dividends declared and participating rights in undistributed earnings. Restricted shares issued pursuant to our share-based compensation program are considered participating securities, and as such have non-forfeitable rights to receive dividends.

The following table sets forth the computation of our basic and diluted earnings per share:

| (Amounts in thousands, except per share data)                 | Quarter Ended |            |
|---|---------------|------------|
|   | March 31,     |            |
|   | 2016          | 2015       |
| Numerator:  |               |            |
| Net income (loss) attributable to common shareholders         | \$18,638      | \$(11,463) |
| Less: Earnings allocated to unvested participating securities | (22 )         | —          |
| Net income (loss) available for common shareholders           | \$18,616      | \$(11,463) |
| Denominator:  |               |            |
| Weighted average common shares outstanding - basic            | 99,265        | 99,248     |
| Effect of dilutive securities <sup>(1)</sup> :                |               |            |
| Stock options using the treasury stock method                 | 23            | —          |
| Restricted stock  | 75            | —          |
| Weighted average common shares outstanding - diluted          | 99,363        | 99,248     |
| Earnings per share available to common shareholders:          |               |            |
| Earnings (loss) per common share - Basic                      | \$0.19        | \$(0.12 )  |
| Earnings (loss) per common share - Diluted                    | \$0.19        | \$(0.12 )  |

<sup>(1)</sup> For the three months ended March 31, 2016 and 2015, the effect of the redemption of OP and LTIP units would have an anti-dilutive effect on the calculation of diluted EPS. Accordingly, the impact of such conversion has not been included in the determination of diluted EPS. Additionally there were stock options and unvested restricted stock outstanding that were excluded from the computation of diluted EPS for the three months ended March 31, 2015 as their inclusion would be anti-dilutive.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Forward-looking statements are not guarantees of future performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as "approximates," "believes," "expects," "anticipates," "estimates," "intends," "plans," "would," "may" or other similar expressions in this Quarterly Report on Form 10-Q. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see "Risk Factors" in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2015.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

The following discussion should be read in conjunction with the consolidated and combined financial statements and notes thereto included in Part I of this Quarterly Report on Form 10-Q.

#### Overview

Urban Edge Properties ("UE" or the "Company") (NYSE: UE) is a Maryland real estate investment trust that owns, manages, acquires, develops, redevelops and operates retail real estate in high barrier-to-entry markets. Urban Edge Properties LP ("UEL" or the "Operating Partnership") is a Delaware limited partnership formed to serve as the Company's majority-owned partnership subsidiary and to own, through affiliates, all of the Company's real estate properties and other assets. UE and UEL were created to own the majority of Vornado Realty Trust's ("Vornado") (NYSE: VNO) former shopping center business.

As of March 31, 2016, our portfolio consisted of 80 shopping centers, three malls and a warehouse park totaling 14.9 million square feet. Prior to the separation, the portfolio is referred to as "UE Businesses". Unless the context otherwise requires, references to "we", "us" and "our" refer to Urban Edge Properties after giving effect to the transfer of assets and liabilities from Vornado as well as to the UE Businesses prior to the date of the separation.

Prior to its separation on January 15, 2015, UE was a wholly owned subsidiary of Vornado. Pursuant to a separation and distribution agreement between UE and Vornado (the "Separation Agreement"), the interests in certain properties held by Vornado's operating partnership, Vornado Realty L.P. ("VRLP"), were contributed or otherwise transferred to UE in exchange for 100% of our outstanding common shares. Following that contribution, VRLP distributed 100% of our outstanding common shares to Vornado and the other common limited partners of VRLP, pro rata with respect to their ownership of common limited partnership units in VRLP. Vornado then distributed all of the UE common shares it had received from VRLP to Vornado common shareholders on a pro rata basis. As a result, VRLP common limited partners and Vornado common shareholders all received common shares of UE in the spin-off at a ratio of one common share of UE to every two VRLP common units and every two common shares of Vornado.

Substantially concurrently with such distribution, the interests in certain properties held by VRLP, including interests in entities holding properties, were contributed or otherwise transferred to UEL in exchange for approximately 5.4% of UEL's outstanding common limited partnership interests in the Operating Partnership ("OP Units").

As part of the separation, Vornado capitalized UE with \$225 million of cash. Vornado also paid \$21.9 million of the transaction costs incurred in connection with the separation, which is reflected within Non-cash separation costs paid

by Vornado within the statement of cash flows. Of the \$21.9 million transaction costs, \$17.4 million were contingent on the completion of the separation. The remaining \$4.5 million of transaction costs were allocated to Vornado on the separation date.

### Critical Accounting Policies and Estimates

Our 2015 Annual Report on Form 10-K contains a description of our critical accounting policies, including accounting for real estate, allowance for doubtful accounts and revenue recognition. For the three months ended March 31, 2016, there were no material changes to these policies.

### Recent Accounting Pronouncements

See Note 3 to the unaudited consolidated and combined financial statements in Part I, Item I of this Quarterly Report on Form 10-Q for information regarding recent accounting pronouncements that may affect us.

### Results of Operations

We derive substantially all of our revenue from rents received from tenants under existing leases on each of our properties. This revenue includes fixed based rents, recoveries of expenses that we have incurred and that we pass through to the individual tenants and percentage rents that are based on specified percentages of tenants' revenue, in each case as provided in the respective leases.

Our primary cash expenses consist of our property operating and capital expenses, general and administrative expenses, and interest and debt expense. Property operating expenses include: real estate taxes, repairs and maintenance, management expenses, insurance, and utilities; general and administrative expenses include payroll, office expenses, professional fees, acquisition costs, and other administrative expenses; and interest expense is primarily on our mortgage debt and amortization of deferred financing costs on our revolving credit facility. In addition, we incur substantial non-cash charges for depreciation and amortization on our properties. We also capitalize certain expenses, such as taxes, interest, and salaries related to properties under development or redevelopment until the property is ready for its intended use.

Our consolidated and combined results of operations often are not comparable from period to period due to the impact of property acquisitions, dispositions, developments and redevelopments. The results of operations of any acquired property are included in our financial statements as of the date of its acquisition.

The following provides an overview of our key financial metrics based on our consolidated and combined results of operations (refer to Net Operating Income ("NOI"), same-property NOI and Funds From Operations ("FFO") described later in this section):

| (Amounts in thousands)                                | Three Months<br>Ended March 31, |            |
|---|---------------------------------|------------|
|   | 2016                            | 2015       |
| Net income (loss) attributable to common shareholders | \$18,638                        | \$(11,463) |
| FFO attributable to common shareholders               | 33,547                          | 1,515      |
| Net operating income                                  | 52,260                          | 49,899     |
| Same-property NOI                                     | 46,302                          | 45,234     |
| Significant Development/Redevelopment Activity        |                                 |            |

During the quarter ended March 31, 2016, the Company completed the expansion of Home Depot in Freeport, NY and opened Panera Bread in East Hanover, NJ, for a total investment of \$0.6 million. The Company commenced redevelopment on two projects during the quarter including recapturing a 38,900 square foot anchor box in Towson, MD and constructing a new building for Verizon in Turnersville, NJ. The Company expects to invest \$9.1 million in these projects. As of March 31, 2016, the Company had approximately \$131.0 million of active development, redevelopment and anchor repositioning projects underway of which \$92.8 million remains to be funded.

### Acquisition/Disposition Activity

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In February 2016, we executed a contract for the sale of land next to our property in Cherry Hill, NJ for \$3.5 million. The sale is expected to be completed in the second quarter of 2017. In March 2016, we executed a contract for the sale of a shopping center located in Waterbury, CT for \$21.6 million. The disposition is expected to be completed in the second quarter of 2016. During the three months ended March 31, 2016 there were no acquisitions.

Significant Debt and Equity Activity

Debt Activity

On January 15, 2015, we entered into a \$500 million Revolving Credit Agreement (the “Agreement”) with certain financial institutions. The Agreement has a four-year term with two six-month extension options. Borrowings under the Agreement currently bear interest at LIBOR plus 1.15% and we are required to pay an annual facility fee of 20 basis points which is expensed as incurred. Both the spread over LIBOR and the facility fee are based on our current leverage ratio and are subject to increase if our leverage ratio increases above predefined thresholds. The Agreement contains customary financial covenants including a maximum leverage ratio of 60% and a minimum fixed charge coverage ratio of 1.5. No amounts have been drawn to date under the Agreement.

Equity Activity

Prior to the date of separation, our financial statements were carved-out from Vornado’s books and records; thus, pre-separation ownership was solely that of Vornado and noncontrolling interests based on their respective ownership interests in VRLP on the date of the separation. Upon becoming a separate company on January 15, 2015, the Company’s ownership is now classified under the typical shareholders’ equity classifications of common shares, additional paid-in capital and accumulated earnings (deficit). In connection with the separation, 99,247,806 shares and 5,717,184 units of UELP’s limited partnership interests were issued to shareholders of Vornado and unit holders of VRLP, respectively.

On January 7, 2015 our board and initial shareholder approved the Urban Edge Properties 2015 Omnibus Share Plan, under which awards may be granted up to a maximum of 15,000,000 of our common shares or share equivalents. Pursuant to the Omnibus Share Plan, stock options, LTIP units, operating partnership units and restricted shares were granted. We have a Dividend Reinvestment Plan (the “DRIP”), whereby shareholders may use their dividends to purchase shares.

Significant equity activity during the quarter ended March 31, 2016 includes: (i) 196,713 shares under option granted, (ii) 88,722 restricted shares granted, (iii) 7,120 restricted shares vested and (iv) 28,916 LTIP units vested. In addition, in connection with the Company’s 2015 Outperformance Plan (“OPP”) approved in November 2015, we issued additional LTIP Units with a fair value of \$0.2 million and a notional value of \$0.5 million. The LTIP Units will be awarded if the performance criteria is met in accordance with the OPP.

Comparison of the Quarter Ended March 31, 2016 to 2015

Net income attributable to common shareholders for the quarter ended March 31, 2016 was \$18.6 million compared to net loss of \$11.5 million for the quarter ended March 31, 2015. The following table summarizes certain line items from our consolidated and combined statements of income that we believe are important in understanding our operations and/or those items which significantly changed in the quarter ended March 31, 2016 as compared to the same period of 2015:

| (Amounts in thousands)              | For the quarter ended March 31, |          |            |
|-------------------------------------|---------------------------------|----------|------------|
|                                     | 2016                            | 2015     | \$ Change  |
| Total revenue                       | \$83,068                        | \$83,783 | \$(715 )   |
| Real estate taxes                   | \$13,249                        | \$12,824 | \$425      |
| Property operating expenses         | \$12,859                        | \$16,523 | \$(3,664 ) |
| General and administrative expenses | \$6,720                         | \$12,326 | \$(5,606 ) |
| Transaction costs                   | \$50                            | \$21,859 | \$(21,809) |



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|  |          |          |            |
|--|----------|----------|------------|
| Interest and debt expense                                  | \$13,429 | \$15,169 | \$(1,740 ) |
| Net income (loss) attributable to noncontrolling interests | \$1,150  | \$(554 ) | \$1,704    |

Total revenue decreased by \$0.7 million to \$83.1 million in the first quarter of 2016 from \$83.8 million in the first quarter of 2015. The decrease is primarily attributable to:

- \$1.7 million decrease in accrued tenant reimbursements primarily related to recoverable capital project costs and overall common area expenses billed to tenants in the first quarter of 2015.

- \$0.2 million lower tenant bankruptcy settlement income;

- \$0.1 million decrease in management and development fee income due to properties under management sold during 2015;

partially offset by a net increase in property rentals of \$1.3 million due to rent commencements from higher occupancy and contractual rent increases.

Real estate tax expenses increased by \$0.4 million to \$13.2 million in the first quarter of 2016 from \$12.8 million in the first quarter of 2015. The increase is primarily attributable to:

\$0.6 million increase in real estate tax expense due to properties acquired in 2015, reassessments and tax appeal fees; partially offset by \$0.2 million of real estate taxes capitalized in the quarter ended March 31, 2016 related to development projects.

Property operating expenses decreased by \$3.7 million to \$12.9 million in the first quarter of 2016 from \$16.5 million in the first quarter of 2015. The decrease is primarily attributable to:

\$2.2 million lower snow removal costs; and

\$1.4 million of environmental remediation costs accrued during the first quarter of 2015.

General and administrative expenses decreased by \$5.6 million to \$6.7 million in the first quarter of 2016 from \$12.3 million in the first quarter of 2015. The decrease is primarily attributable to:

\$7.1 million of share-based compensation expense incurred in the first quarter of 2015, including the one-time issuance of LTIP units to certain executives in connection with our separation transaction;

partially offset by \$1.0 million of share-based compensation expense incurred in the first quarter of 2016 due to equity award grants and vesting of existing equity awards; and

\$0.5 million increase in salary and benefit costs.

Transaction costs decreased \$21.8 million to \$0.1 million in the first quarter of 2016 from \$21.9 million in the first quarter 2015. The decrease is primarily due to costs incurred in connection with the separation transaction during the first quarter of 2015 including \$18.6 million of professional fees and \$3.3 million of transfer taxes.

Interest and debt expense decreased \$1.7 million to \$13.4 million in the first quarter of 2016 from \$15.2 million in the first quarter of 2015. The decrease is primarily attributable to:

\$1.0 million decrease due to the lowering of the interest rate of the mortgage loan secured by Montehiedra from 6.04% to 5.33% in connection with the debt restructuring on January 6, 2015;

\$0.5 million of interest capitalized related to development projects; and

\$0.2 million of interest on \$29.1 million of loans repaid during the first quarter of 2015.

Net income (loss) attributable to noncontrolling interests increased \$1.7 million to \$1.2 million in 2016. The increase is attributable to the 5% noncontrolling interest in the property operations as well as net income of \$1.2 million allocated to the OP and LTIP unit holders, representing a 5.8% weighted average interest in the Operating Partnership in the quarter ended March 31, 2016.

#### Non-GAAP Financial Measures

Throughout this section, we have provided certain information on a “same-property” basis which includes the results of operations that we consolidated (or combined), owned and operated for the entirety of both periods being compared. Information provided on a same-property basis excludes properties that were under development, redevelopment or that involve anchor repositioning where a substantial portion of the gross leasable area is taken out of service and properties acquired, sold, or in the foreclosure process during the periods being compared. While there is judgment surrounding changes in designations, a property is removed from the same-property pool when a property is considered to be a redevelopment property because it is undergoing significant renovation or re-tenanting pursuant to a formal plan and is expected to have a significant impact on property operating income based on the retenanting that is occurring. A development or redevelopment property is moved back to the same-property pool once a substantial portion of the growth expected from the development or redevelopment is reflected in both the current and comparable prior year period, generally the first full year in which the property is 90% leased. Acquisitions are moved into the same-property pool once we have owned the property for the entirety of the comparable periods and the property is not under significant development or redevelopment.

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We calculate same-property NOI using operating income as defined by GAAP reflecting only those income and expense items that are incurred at the property level, adjusted for the following items: lease termination fees, bankruptcy settlement income, non-cash rental income and ground rent expense, and income or expenses that we do not believe are representative of ongoing operating results, if any.

In this section we present NOI, which is a non-GAAP financial measure. The most directly comparable GAAP financial measure to NOI is income before income taxes. NOI excludes certain components from net income attributable to common shareholders in order to provide results that are more closely related to a property's results of operations. We calculate NOI by adjusting GAAP

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operating income to add back depreciation and amortization expense, general and administrative expenses, real estate impairment losses and non-cash ground rent expense, and deduct non-cash rental income resulting from the straight-lining of rents and amortization of acquired below market leases net of above market leases.

We believe NOI and same-property NOI are meaningful non-GAAP financial measures because real estate acquisitions and dispositions are evaluated based on, among other considerations, property NOI applied to market capitalization rates. We utilize these measures to make investment and capital allocation decisions and to compare the unlevered performance of our properties to our peers. Further, we believe NOI is useful to investors as a performance measure because, when compared across periods, NOI reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and disposition activity on an unleveraged basis, providing perspective not immediately apparent from operating income or net income. NOI and same-property NOI should not be considered substitutes for operating income or net income and may not be comparable to similarly titled measures employed by others.

NOI and same-property NOI are non-GAAP financial measures that aid in the assessment of the performance of our properties and portfolio as it relates to the total return on assets. The most directly comparable GAAP financial measure to NOI is income before income taxes. Same-property NOI increased by \$1.1 million, or 2.4%, for the quarter ended March 31, 2016 as compared to the quarter ended March 31, 2015.

The following table reconciles income before income taxes to NOI and same-property NOI for the quarter ended March 31, 2016 and 2015.

| (Amounts in thousands)  | For the quarter<br>ended March 31, |            |
|---|------------------------------------|------------|
|   | 2016                               | 2015       |
| Income (loss) before income taxes                               | \$20,124                           | \$(11,476) |
| Interest income   | (167 )                             | (11 )      |
| Interest and debt expense                                       | 13,429                             | 15,169     |
| Operating income  | 33,386                             | 3,682      |
| Depreciation and amortization                                   | 13,915                             | 13,732     |
| General and administrative expense                              | 6,720                              | 12,326     |
| Transaction costs   | 50                                 | 21,859     |
| Subtotal  | 54,071                             | 51,599     |
| Less: non-cash rental income                                    | (2,142 )                           | (2,049 )   |
| Add: non-cash ground rent expense                               | 331                                | 349        |
| NOI   | 52,260                             | 49,899     |
| Adjustments:  |                                    |            |
| NOI related to properties being redeveloped                     | (3,974 )                           | (4,139 )   |
| Tenant bankruptcy settlement income                             | (1,150 )                           | (1,260 )   |
| Environmental remediation costs                                 | —                                  | 1,379      |
| NOI related to properties acquired, disposed, or in foreclosure | (431 )                             | (110 )     |
| Management and development fee income from non-owned properties | (455 )                             | (535 )     |
| Other   | 52                                 | —          |
| Subtotal adjustments  | (5,958 )                           | (4,665 )   |
| Same-property NOI   | \$46,302                           | \$45,234   |



## Funds From Operations

FFO for the three months ended March 31, 2016 was \$33.5 million, compared to \$1.5 million for the three months ended March 31, 2015.

We calculate FFO in accordance with the National Association of Real Estate Investment Trusts' ("NAREIT") definition. NAREIT defines FFO as net income (computed in accordance with generally accepted accounting principles), excluding gains (or losses) from sales of depreciated real estate assets, real estate impairment losses, rental property depreciation and amortization expense. We believe FFO is a meaningful non-GAAP financial measure useful in comparing our levered operating performance from period to period both internally and among our peers because this non-GAAP measure excludes net gains on sales of depreciable real estate, real estate impairment losses, and rental property depreciation and amortization expense which implicitly assumes that the value of real estate diminishes predictably over time rather than fluctuating based on market conditions. FFO does not represent cash generated from operating activities, is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flow as a liquidity measure. FFO may not be comparable to similarly titled measures employed by others.

| (Amounts in thousands)  | Quarter Ended |            |
|---|---------------|------------|
|   | March 31,     |            |
|   | 2016          | 2015       |
| Net income (loss) attributable to common shareholders                 | \$ 18,638     | \$(11,463) |
| Adjustments:  |               |            |
| Rental property depreciation and amortization                         | 13,755        | 13,538     |
| Limited partnership interests in operating partnership <sup>(1)</sup> | 1,154         | (560 )     |
| FFO applicable to diluted common shareholders                         | \$33,547      | \$ 1,515   |

<sup>(1)</sup> Represents earnings allocated to long-term incentive plan ("LTIP") and OP unit holders for unissued common shares which have been excluded for purposes of calculating earnings per diluted share for the periods presented. FFO calculations include earnings allocated to LTIP and OP unit holders and the respective weighted average share totals include the shares that may be issued upon redemption of units as their inclusion is dilutive.

FFO applicable to diluted common shareholders for the three months ended March 31, 2016 and 2015 include certain items that affect comparability which are included in the table below. The aggregate of these items increased FFO applicable to diluted common shareholders by \$1.1 million, or \$0.01 per diluted share, for the quarter ended March 31, 2016, respectively. During the three months ended March 31, 2015, there were \$30.2 million, or \$0.29 per diluted share, of items that affected comparability.

| (Amounts in thousands)                         | Quarter Ended |            |
|--|---------------|------------|
|  | March 31,     |            |
|  | 2016          | 2015       |
| Items that affect comparability:               |               |            |
| Tenant bankruptcy settlement income            | \$(1,150)     | \$(1,260 ) |
| Transaction costs                              | 50            | 21,859     |
| One-time equity awards related to the spin-off | —             | 7,143      |
| Environmental remediation costs                | —             | 1,379      |
| Debt restructuring expenses                    | —             | 1,034      |
| Items that affect comparability                | \$(1,100)     | \$30,155   |



## Liquidity and Capital Resources

Property rental income is our primary source of cash flow and is dependent on a number of factors including our occupancy level and rental rates, as well as our tenants' ability to pay rent. Our properties provide us with a relatively consistent stream of cash flow that enables us to pay operating expenses, debt service and recurring capital expenditures. Other sources of liquidity to fund cash requirements include proceeds from financings and asset sales. We anticipate that cash flows from continuing operations over the next 12 months, together with existing cash balances, will be adequate to fund our business operations, debt amortization and recurring capital expenditures.

## Dividends

Our Board of Trustees declared a quarterly dividend of \$0.20 per common share for each of the quarters in 2015, or an annual rate of \$0.80. On February 18, 2016, the Board of Trustees declared a quarterly dividend of \$0.20 per common share, payable on March 31, 2016 to shareholders of record on March 15, 2016. We expect to pay regular cash dividends, however, the timing, declaration, amount and payment of dividends to shareholders falls within the discretion of our Board of Trustees. Our Board of Trustees' decisions regarding the payment of dividends depends on many factors, such as maintaining our REIT tax status, our financial condition, earnings, capital requirements, debt service obligations, limitations under our financing arrangements, industry practice, legal requirements, regulatory constraints, and other factors.

## Financing Activities and Contractual Obligations

Below is a summary of our outstanding debt and maturities as of March 31, 2016.

| (Amounts in thousands)                                       | Maturity   | Interest Rate at<br>March 31, 2016 | Principal<br>Balance at<br>March 31,<br>2016 |
|--|------------|------------------------------------|--|
| Cross collateralized mortgage on 40 properties:              |            |                                    |  |
| Fixed Rate   | 9/10/2020  | 4.34%                              | \$529,929                                    |
| Variable Rate <sup>(1)</sup>                                 | 9/10/2020  | 2.36%                              | 60,000                                       |
| Total cross collateralized                                   |            |                                    | 589,929                                      |
| First mortgages secured by:                                  |            |                                    |  |
| North Bergen (Tonnelle Avenue)                               | 1/9/2018   | 4.59%                              | 74,814                                       |
| Englewood <sup>(3)</sup>                                     | 10/1/2018  | 6.22%                              | 11,537                                       |
| Montehiedra Town Center, Senior Loan <sup>(2)</sup>          | 7/6/2021   | 5.33%                              | 88,375                                       |
| Montehiedra Town Center, Junior Loan <sup>(2)</sup>          | 7/6/2021   | 3.00%                              | 30,000                                       |
| Bergen Town Center   | 4/8/2023   | 3.56%                              | 300,000                                      |
| Las Catalinas  | 8/6/2024   | 4.43%                              | 130,000                                      |
| Mount Kisco (Target)   | 11/15/2034 | 6.40%                              | 15,187                                       |
| Total mortgages payable                                      |            |                                    | 1,239,842                                    |
| Unamortized debt issuance costs                              |            |                                    | (9,493 )                                     |
| Total mortgages payable, net unamortized debt issuance costs |            |                                    | \$1,230,349                                  |

<sup>(1)</sup> Subject to a LIBOR floor of 1.00%, bears interest at LIBOR plus 136 bps.

On January 6, 2015, we completed the modification of the \$120.0 million, 6.04% mortgage loan secured by

<sup>(2)</sup> Montehiedra. Refer to Note 7- Mortgages Payable of our consolidated and combined financial statements included in Part I, Item I of this Quarterly Report on Form 10-Q.

<sup>(3)</sup> On March 30, 2015, we notified the lender that due to tenants vacating, the property's operating cash flow will be insufficient to pay the debt service; accordingly, at our request, the mortgage loan was transferred to the special servicer. As of March 31, 2016 we are in default and remain in discussions with the special servicer to restructure



the terms of the loan including the possibility that the lender will take possession of the property.

The net carrying amount of real estate collateralizing the above indebtedness amounted to approximately \$860.3 million as of March 31, 2016. Our mortgage loans contain covenants that limit our ability to incur additional indebtedness on these properties and in certain circumstances, require lender approval of tenant leases and/or yield maintenance upon repayment prior to maturity. As of March 31, 2016, we were in compliance with all debt covenants.

On January 15, 2015, we entered into a \$500 million unsecured Revolving Credit Agreement (the "Agreement") with certain financial institutions. The Agreement has a four-year term with two six-month extension options. Borrowings under the Agreement

currently bear interest at LIBOR plus 1.15% and we are required to pay an annual facility fee of 20 basis points. Both the spread over LIBOR and the facility fee are based on our current leverage ratio and are subject to increase if our leverage ratio increases above predefined thresholds. The Agreement contains customary financial covenants including a maximum leverage ratio of 60% and a minimum fixed charge coverage ratio of 1.5x. No amounts have been drawn to date under the Agreement.

During the year ended December 31, 2014, Montehiedra Town Center (“Montehiedra”), our property in the San Juan area of Puerto Rico, was experiencing financial difficulties which resulted in a substantial decline in its net operating cash flows. As such, we transferred the mortgage loan secured by Montehiedra to the special servicer and discussed restructuring the terms of the mortgage loan. In January 2015 we completed the modification of the \$120.0 million, 6.04% mortgage loan secured by Montehiedra. The loan has been extended from July 2016 to July 2021 and separated into two tranches, a senior \$90.0 million position with interest at 5.33% to be paid currently and a junior \$30.0 million position with interest accruing at 3.0%. As part of the planned redevelopment of the property, we committed to fund \$20.0 million through an intercompany loan for leasing and building capital expenditures of which \$10.1 million has been funded as of March 31, 2016. This \$20.0 million intercompany loan is senior to the \$30.0 million position noted above and accrues interest at 10%. Both the intercompany loan and related interest are eliminated in our consolidated financial statements. We incurred \$2.0 million of debt issuance costs in connection with the loan modification which are treated as a reduction of the mortgage payable balance and amortized over the term of the loan in accordance with the provisions under the Troubled Debt Restructuring Topic of the FASB ASC.

#### Capital Expenditures

The following table summarizes anticipated 2016 capital expenditures and leasing commissions.

(Amounts in thousands)

|  |          |
|--|----------|
| Maintenance Capital Expenditures                   | \$13,100 |
| Tenant Improvements                                | 12,800   |
| Leasing commissions                                | 2,600    |
| Total capital expenditures and leasing commissions | \$28,500 |

As of March 31, 2016, we have approximately \$131.0 million of redevelopment, development and anchor repositioning projects at various stages of completion and anticipate that these projects will require an additional \$92.8 million over the next three years to complete. We expect to fund these projects using cash on hand, proceeds from dispositions, borrowings under our line of credit and/or using secured debt, or issuing equity.

#### Commitments and Contingencies

**Loan Commitments:** In January 2015 we completed a modification of the \$120.0 million, 6.04% mortgage loan secured by Montehiedra. As part of the planned redevelopment of the property, we committed to fund \$20.0 million for leasing and other capital expenditures of which \$10.1 million has been funded as of March 31, 2016.

**Master Leases:** Our mortgage loans are non-recourse to us. However, in certain cases, we have provided master-leased tenant space. These master leases terminate upon either the satisfaction of certain circumstances or the repayment of the underlying mortgage loans. As of March 31, 2016, the aggregate amount of these master leases was approximately \$2.8 million.

#### Insurance

We maintain general liability insurance with limits of \$200 million per occurrence and all-risk property and rental value insurance coverage with limits of \$500 million (\$150 million for properties in Puerto Rico) per occurrence, with sub-limits for certain perils such as floods and earthquakes on each of our properties. We also maintain coverage for terrorism acts with limits of \$500 million (\$150 million for properties in Puerto Rico) per occurrence and in the aggregate (excluding coverage for nuclear, biological, chemical or radiological terrorism events) as defined by the

Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Insurance premiums are charged directly to each of the retail properties as well as warehouses. We will be responsible for deductibles and losses in excess of insurance coverage, which could be material.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future.

Our mortgage loans are non-recourse and contain customary covenants requiring adequate insurance coverage. Although we believe that we currently have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance our properties and expand our portfolio.

#### Environmental Matters

Each of our properties has been subjected to varying degrees of environmental assessment at various times. Based on these assessments and the projected remediation costs, we accrued expenses of \$1.4 million during the quarter ended March 31, 2015 for potential remediation costs for environmental contamination at two properties. While this accrual reflects our best estimate of the potential costs of remediation, no amounts have currently been expended and there can be no assurance that the actual costs will not exceed this amount. With respect to our other properties, the environmental assessments did not reveal any material environmental contamination. However, there is no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

#### Bankruptcies

Although base rent is supported by long-term lease contracts, tenants who file bankruptcy may have the legal right to reject any or all of their leases and close related stores. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a reduction in our revenues. We monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants in arrears or operating retail formats that are experiencing significant changes in competition, business practice, or store closings in other locations. We are not aware of the pending bankruptcy of or announced store closings by any tenants in our shopping centers that would individually cause a material reduction in our revenues.

#### Inflation and Economic Condition Considerations

Most of our leases contain provisions designed to partially mitigate the impact of inflation. Although inflation has been low in recent periods and has had a minimal impact on the performance of our shopping centers, there are more recent data suggesting that inflation may be a greater concern in the future given economic conditions and governmental fiscal policy. Most of our leases require tenants to pay their share of operating expenses, including common area maintenance, real estate taxes and insurance, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation, although some larger tenants have capped the amount of these operating expenses they are responsible for under the lease. A small number of our leases also include percentage rent clauses enabling us to receive additional rent based on tenant sales above a predetermined level, which sales generally increase as prices rise and are typically related to increases in the Consumer Price Index or similar inflation indices.

#### Summary of Cash Flows

Our cash flow activities are summarized as follows:

| (Amounts in thousands)                              | Three Months Ended March 31, |            |                        |
|---|------------------------------|------------|------------------------|
|   | 2016                         | 2015       | Increase<br>(Decrease) |
| Net cash provided by operating activities           | \$32,445                     | \$30,581   | \$1,864                |
| Net cash used in investing activities               | \$(13,881)                   | \$(6,670 ) | \$(7,211 )             |
| Net cash provided by (used in) financing activities | \$(25,193)                   | \$172,500  | \$(197,693)            |

Cash and cash equivalents were \$162.4 million at March 31, 2016, compared to \$169.0 million as of December 31, 2015, a decrease of \$6.6 million. This decrease resulted primarily from net cash provided by operating activities of \$32.4 million for the first quarter of 2016, which was comprised of (i) \$34.2 million increase in cash from operating income and (ii) \$1.7 million net decrease in cash due to timing of cash receipts and payments related to changes in

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operating assets and liabilities. Net cash used in investing activities of \$13.9 million for 2015 was comprised of (i) \$14.8 million of real estate additions, partially offset by, (ii) \$1.0 million decrease in restricted cash related to a decrease in escrow deposits. Net cash used in financing activities of \$25.2 million for the first quarter of 2016 was comprised of (i) \$19.8 million of dividends paid to common shareholders, (ii) \$4.1 million for debt repayments, and (iii) \$1.2 million of distributions to redeemable noncontrolling interests.

### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as of March 31, 2016 or December 31, 2015.

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## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Interest Rate Risk

We have exposure to fluctuations in interest rates, which are sensitive to many factors that are beyond our control. The following table discusses our exposure to hypothetical changes in market rates of interest on interest expense for our variable rate debt and fixed-rate debt. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our debt. This analysis does not take into account all of the factors that may affect our debt, such as the effect that a changing interest rate environment could have on the overall level of economic activity or the action that our management might take to reduce our exposure to the change. This analysis assumes no change in our financial structure. Our exposure to a change in interest rates is summarized in the table below.

| (Amounts in thousands) | 2016                       |                                | Effect of 1% Change in Base Rates | 2015                       |                                |
|------------------------|----------------------------|--------------------------------|-----------------------------------|----------------------------|--------------------------------|
|                        | March 31, Balance          | Weighted Average Interest Rate |                                   | December 31, Balance       | Weighted Average Interest Rate |
| Variable Rate          | \$60,000                   | 2.36%                          | \$ 600                            | \$60,000                   | 2.36%                          |
| Fixed Rate             | 1,179,842                  | 4.25%                          | —                                 | 1,182,265                  | 4.25%                          |
|                        | \$1,239,842 <sup>(1)</sup> |                                | \$ 600                            | \$1,242,265 <sup>(1)</sup> |                                |

<sup>(1)</sup> Excludes unamortized debt issuance costs.

We may utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. As of March 31, 2016, we did not have any hedging instruments in place.

## Fair Value of Debt

The estimated fair value of our consolidated and combined debt is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of March 31, 2016, the estimated fair value of our consolidated debt was \$1.3 billion.

## Other Market Risks

As of March 31, 2016, we had no material exposure to any other market risks (including foreign currency exchange risk or commodity price risk).

In making this determination and for purposes of the SEC's market risk disclosure requirements, we have estimated the fair value of our financial instruments at March 31, 2016 based on pertinent information available to management as of that date. Although management is not aware of any factors that would significantly affect the estimated amounts as of March 31, 2016, future estimates of fair value and the amounts which may be paid or realized in the future may differ significantly from amounts presented.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures.

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

##### Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) that occurred during the three months ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

We are party to various legal actions that arise in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

## ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in our Annual Report for the year ended December 31, 2015 filed with the SEC on February 19, 2016.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

- (a) Not applicable.  
 (b) Not applicable.  
 (c) Issuer Purchases of Equity Securities.

| Period                                     | (a)<br>Total<br>Number<br>of Shares<br>of<br>Common<br>Stock<br>Purchased | (b)<br>Average<br>Price<br>Paid per<br>Share of<br>Common<br>Stock | (c)<br>Total Number of Shares<br>Purchased as Part of Publicly<br>Announced Plans or Programs | (d)<br>Maximum Number (or Approximate<br>Dollar Value) of Shares that May Yet to<br>be Purchased Under the Plan or Program |
|--|---|--|---|--|
| January 1, 2016 -<br>January 31, 2016      | 476   | (1) \$ 23.08   | N/A   | N/A  |
| February 1, 2016<br>- February 29,<br>2016 | 932   | (1) \$ 23.80   | N/A   | N/A  |
| March 1, 2016 -<br>March 31, 2016          | —   | \$ —   | N/A   | N/A  |
|  | 1,408   | \$ 23.56   | N/A   | N/A  |

(1) Represents shares of common stock surrendered by employees to us to satisfy such employees' tax withholding obligations in connection with the vesting of restricted common stock.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## ITEM 5. OTHER INFORMATION



None.

ITEM 6. EXHIBITS

A list of exhibits to this Quarterly Report on Form 10-Q is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

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INDEX TO EXHIBITS

The following exhibits are filed as part of this Quarterly Report on Form 10-Q:

| Exhibit Number | Exhibit Description  |
|----------------|--|
| 10.1           | Employment Offer Letter between Urban Edge Properties and Herb Eilberg   |
| 10.2           | Form of Non-Employee Trustee Restricted Stock Agreement under Urban Edge Properties 2015 Omnibus Share Plan  |
| 31.1           | Certification by the Chief Executive Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2           | Certification by the Chief Financial Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1           | Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002              |
| 101.INS        | XBRL Instance Document   |
| 101.SCH        | XBRL Taxonomy Extension Schema   |
| 101.CAL        | XBRL Extension Calculation Linkbase  |
| 101.LAB        | XBRL Extension Labels Linkbase   |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase  |

PART IV

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

URBAN EDGE PROPERTIES  
(Registrant)

Date: May 4, 2016 By: /s/ Mark Langer  
Mark Langer, Chief Financial Officer