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Urban Edge Properties  
Form 10-K

February 16, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

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

For the annual period ended December 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)

Commission File Number: 333-212951-01 (Urban Edge Properties LP)

URBAN EDGE PROPERTIES

URBAN EDGE PROPERTIES LP

(Exact name of Registrant as specified in its charter)

Maryland (Urban Edge Properties) 47-6311266

Delaware (Urban Edge Properties LP) 36-4791544

(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:

Urban Edge Properties

Title of Each Class	Name of Each Exchange on Which Registered
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Common Shares, \$.01 par value per share	New York Stock Exchange
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Urban Edge Properties LP

Title of Each Class	Name of Each Exchange on Which Registered
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None	N/A
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Securities registered pursuant to Section 12(g) of the Act:

Urban Edge Properties: None      Urban Edge Properties LP: Units of Partnership Interest

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Urban Edge Properties YES  NO       Urban Edge Properties LP YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Urban Edge Properties YES  NO       Urban Edge Properties LP YES  NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Urban Edge Properties YES  NO       Urban Edge Properties LP 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).

Urban Edge Properties YES  NO       Urban Edge Properties LP YES  NO

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

Urban Edge Properties  Urban Edge Properties LP

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.

Urban Edge Properties:

Large Accelerated Filer <input checked="" type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-Accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
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Urban Edge Properties LP:

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-Accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Urban Edge Properties YES  NO  Urban Edge Properties LP YES  NO

As of June 30, 2016, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the Common Stock held by nonaffiliates of the Registrant was approximately \$3.0 billion based upon the last reported sale price of \$29.86 per share on the New York Stock Exchange on such date.

As of January 31, 2017, Urban Edge Properties had 99,749,917 common shares outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates by reference information from certain portions of the Urban Edge Properties' definite proxy statement for the 2017 annual meeting of shareholders to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year.

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## EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the period ended December 31, 2016 of Urban Edge Properties and Urban Edge Properties LP. Unless stated otherwise or the context otherwise requires, references to “UE” and “Urban Edge” mean Urban Edge Properties, a Maryland real estate investment trust (“REIT”), and references to “UEL” and the “Operating Partnership” mean Urban Edge Properties LP, a Delaware limited partnership. References to the “Company,” “we,” “us” and “our” mean collectively UE, UEL and those entities/subsidiaries consolidated by UE. UEL is the entity through which we conduct substantially all of our business and own, either directly or through subsidiaries, substantially all of our assets. UE is the sole general partner and also a limited partner of UEL. As the sole general partner of UEL, UE has exclusive control of UEL’s day-to-day management.

As of December 31, 2016, UE owned an approximate 94.0% ownership interest in UEL. The remaining approximate 6.0% interest is owned by limited partners. The other limited partners of UEL are Vornado Realty L.P. (owning approximately 5.4% of the ownership interest of UEL), and members of management and our Board of Trustees. Under the limited partnership agreement of UEL, unitholders may present their common units of UEL for redemption at any time (subject to restrictions agreed upon at the time of issuance of the units that may restrict such right for a period of time). Upon presentation of a common unit for redemption, UEL must redeem the unit for cash equal to the then value of a share of UE’s common shares, as defined by the limited partnership agreement. In lieu of cash redemption by UEL, however, UE may elect in its sole discretion to acquire any common units so tendered by issuing common shares of UE in exchange for the common units. If UE so elects, its common shares will be exchanged for common units on a one-for-one basis. This one-for-one exchange ratio is subject to specified adjustments to prevent dilution. UE generally expects that it will elect to issue its common shares in connection with each such presentation for redemption rather than having UEL pay cash. With each such exchange or redemption, UE’s percentage ownership in UEL will increase. In addition, whenever UE issues common shares other than to acquire common units of UEL, UE must contribute any net proceeds it receives to UEL and UEL must issue to UE an equivalent number of common units of UEL. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

The Company believes that combining the annual reports on Form 10-K of UE and UEL into this single report provides the following benefits:

- enhances investors’ understanding of UE and UEL by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation because a substantial portion of the disclosure applies to both UE and UEL; and
- creates time and cost efficiencies throughout the preparation of one combined report instead of two separate reports.

The Company believes it is important to understand the few differences between UE and UEL in the context of how UE and UEL operate as a consolidated company. The financial results of UEL are consolidated into the financial statements of UE. UE does not have any other significant assets, liabilities or operations, other than its investment in UEL, nor does it have employees of its own. UEL, not UE, generally executes all significant business relationships other than transactions involving the securities of UE. UEL holds substantially all of the assets of UE. UEL conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by UE, which are contributed to the capital of UEL in exchange for common units of partnership in UEL, as applicable, UEL generates all remaining capital required by the Company’s business. These sources may include working capital, net cash provided by operating activities, borrowings under the revolving credit facility, the issuance of secured and unsecured debt and equity securities and proceeds received from the disposition of certain properties.

Shareholders’ equity, partners’ capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of UE and UEL. The limited partners of UEL are accounted for as partners’ capital in UEL’s financial statements and as noncontrolling interests in UE’s financial statements. The noncontrolling interests in UEL’s financial statements include the interests of unaffiliated partners in consolidated entities. The noncontrolling interests in UE’s financial statements include the same noncontrolling interests at UEL’s level and limited partners of UEL. The differences between shareholders’ equity and partners’ capital result from differences in

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the equity issued at UE and UELP levels.

To help investors better understand the key differences between UE and UELP, certain information for UE and UELP in this report has been separated, as set forth below: Part II, Item 8. Financial Statements which includes specific disclosures for UE and UELP, and Note 15, Equity and Noncontrolling Interests, Note 17, Earnings Per Share and Unit and Note 18 thereto, Quarterly Financial Data.

This report also includes separate Part II, Item 9A. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of UE and UELP in order to establish that the requisite certifications have been made and that UE and UELP are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

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URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP  
 ANNUAL REPORT ON FORM 10-K  
 YEAR ENDED DECEMBER 31, 2016

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## PART I

### ITEM 1. BUSINESS

#### The Company

Urban Edge Properties (“UE” or the “Company”) (NYSE: UE) is a Maryland real estate investment trust focused on managing, developing, redeveloping, and acquiring retail real estate in urban communities, primarily in the New York metropolitan region. Urban Edge Properties LP (“UEL” or the “Operating Partnership”) is a Delaware limited partnership formed to serve as UE’s majority-owned partnership subsidiary and to own, through affiliates, all of our 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 December 31, 2016, the Company’s portfolio consisted of 79 shopping centers, three malls and a warehouse park adjacent to one of its centers totaling 14.8 million square feet with an occupancy rate of 97.2%.

Prior to the separation, the portfolio is referred to as “UE Businesses.” On January 15, 2015, 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 transaction, Vornado capitalized UE with \$225 million of cash and agreed to provide transition services to UE including human resources, information technology, risk management, public reporting and tax services for up to two years pursuant to a transition services agreement between UE and Vornado (the “Transition Services Agreement”). On June 28, 2016, the Company executed an amendment to the Transition Services Agreement, extending Vornado’s provision of information technology, risk management services and the portion of human resources service related to health and benefits through July 31, 2018, unless terminated earlier. The fees charged to us by Vornado for these transition services approximate the actual cost incurred by Vornado in providing such transition services to us. Pursuant to the Transition Services Agreement, UE provides leasing, property management and development services to Vornado for certain of Vornado’s shopping center properties for which we receive management and other fees believed to be at a market rate.

We review operating and financial information for each property on an individual basis and, therefore, each property represents an individual operating segment. 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 operational process.

Unless the context otherwise requires, “we”, “us” and “our” refer to UE after giving effect to the transfer of assets and liabilities from Vornado as well as to UE Businesses prior to the date of completion of the separation.

The Company elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended, commencing with the filing of its 2015 tax return. 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 was made in the accompanying consolidated and combined financial statements for periods prior to the separation. 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 a 29% non-resident withholding tax which is included in income tax expense in the consolidated and combined statements of income.

## Company Strategies

Our goal is to be the leading owner of retail real estate in and on the edges of major urban markets, principally in the New York metropolitan region. We believe urban markets offer attractive investment opportunities resulting from a unique interplay of demographic, supply/demand and redevelopment/development trends. To achieve this goal, our primary strategies include:

Maximizing the value of existing properties through proactive management. We intend to maximize the value of each of our assets through a comprehensive, proactive management strategy encompassing: continuous asset evaluation for highest-and-best-use; efficient and cost-conscious day-to-day operations that minimize retailer operating expense and preserve property quality; and thoughtful leasing. Leasing is a critical value-creation function and includes the following:

• Monitoring retailer sales, merchandising, store operations, timeliness of payments, overall financial condition and related factors;

• Being constantly aware of each asset's competitive positioning and making physical improvements or adjusting merchandising if circumstances warrant;

• Continuously canvassing trade areas to identify unique operators that can distinguish a property and enhance its offerings;

• Maintaining regular contact with the brokerage community to stay abreast of new merchants, potential relocations, new supply and overall trade area dynamics;

• Conducting regular portfolio reviews with key tenants;

• Building and nurturing broad and deep relationships with retailer decision-makers;

• Focusing on spaces with below-market leases that might be recaptured;

• Understanding the potential impact of options, exclusives, co-tenancy and other restrictive lease provisions; and

• Optimizing required capital investment in every transaction.

Actively investing. We intend to redevelop existing properties, to selectively develop new shopping centers and to acquire properties in targeted markets. Each investment must meet our standards for risk-adjusted return and for overall quality compared to our existing portfolio.

Investment considerations include:

• **Geography:** Our primary focus is on the New York metropolitan area and the Washington DC to Boston corridor.

• **Product:** We generally target retail properties that serve local communities with necessity and convenience-oriented retailers. We also seek large shopping centers (with a grocer where possible) in our targeted markets where significant density and supply constraints provide attractive market rent dynamics.

• **Tenancy:** We consider tenant mix, sales performance and related occupancy cost, lease term, lease provisions and other factors. Our current tenant base comprises a diverse group of merchants including department stores, grocers, category killers, discounters, entertainment offerings, health clubs, DIY stores, in-line specialty shops, restaurants and other food and beverage vendors and service providers. We believe that this diversification provides stability to our cash flows as no specific retail category constitutes more than 20% of our portfolio's annual base rental revenue and no one retailer contributed more than 7% of our annual base rental revenue in 2016.

• **Rent:** We consider existing rents relative to market rents. Additionally, we target submarkets that have potential for market rent growth as evidenced by strong retailer performance.

• **Competition and Barriers-to-Entry:** We seek assets in underserved, high barrier-to-entry markets in densely populated, affluent trade areas. We believe that retail properties located in such markets present more attractive risk-return profile relative to other markets. We intend to invest in our existing core markets, and, over time, may expand into new markets that have similar characteristics.

• **Access and Visibility:** We seek assets with convenient access and good visibility.

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Physical Condition: We seek assets in good physical condition taking into account aesthetic, functional, structural and environmental considerations.

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Constantly evaluating our portfolio and, where appropriate, engaging in selective dispositions. We intend to regularly evaluate the prospects for each property and, where appropriate, to dispose of those properties that do not meet our investment criteria. We intend to reinvest a large part of the proceeds from any dispositions into redevelopment, development and acquisitions, or we may use such proceeds to reduce outstanding debt.

Maintaining capital discipline. We intend to keep our balance sheet flexible and capable of supporting growth. We expect to generate increasing levels of cash from internally generated funds and to have substantial borrowing capacity under our existing line of credit and from potential secured debt financing on our existing assets.

#### Significant Tenants

None of our tenants accounted for more than 10% of total revenues in any of the years ended December 31, 2016, 2015 and 2014. As of December 31, 2016, The Home Depot was our largest tenant and accounted for approximately \$20.2 million, or 6.2% of our total revenue.

#### Employees

Our headquarters are located at 888 Seventh Avenue, New York, NY 10019. As of December 31, 2016, we had 114 employees and believe that our relationships with our employees are good.

#### Available Information

Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, trustees or 10% beneficial owners of us, filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934, are available free of charge through our website ([www.uedge.com](http://www.uedge.com)) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our website are copies of our Audit Committee Charter, Compensation Committee Charter, Corporate Governance and Nominating Committee Charter, Code of Business Conduct and Ethics and Corporate Governance Guidelines. In the event of any changes to these charters or the code or guidelines, changed copies will also be made available on our website. Copies of these documents are also available directly from us free of charge. Our website also includes other financial information, including certain non-GAAP financial measures, none of which is a part of this Annual Report on Form 10-K. Copies of our filings under the Securities Exchange Act of 1934 are also available free of charge from us, upon request.

#### ITEM 1A. RISK FACTORS

You should carefully consider the following risks and other material in this information statement in evaluating our company and our common shares. Any of the following risks could materially and adversely affect our business, results of operations and financial condition. These risks have been separated into four groups: (1) Risks Related to Our Business and Operations and to Our Status as a REIT, (2) Risks Related to the Separation, (3) Risks Related to Our Common Shares and (4) Our Declaration of Trust and Applicable Law May Hinder Any Attempt to Acquire us.

#### RISKS RELATED TO OUR BUSINESS AND OPERATIONS AND TO OUR STATUS AS A REIT

Factors that may materially and adversely affect our business, results of operations and financial condition are summarized below. The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial, may also adversely affect our business. See "Forward-Looking Statements" contained herein.

The Value of and Income from Real Estate Investments Fluctuate Due to Various Factors.

We are subject to risks that affect the general retail environment.

Our properties are in the retail shopping center real estate market. This fact means that we are subject to factors that affect the retail environment generally, including the level of consumer spending and consumer confidence, unemployment rates, the threat of terrorism and increasing competition from discount retailers, outlet malls, retail websites and catalog companies. These factors could materially and adversely affect the financial condition of our retail tenants and the willingness of retailers to lease space in our shopping centers.

E-commerce may have an adverse impact on our tenants and our business.

E-commerce continues to gain in popularity and growth in internet sales is likely to continue in the future.

E-commerce could result in a downturn in the business of some of our current tenants and could affect the way other current and future tenants lease space. For example, the migration towards e-commerce has led many omnichannel retailers to prune the number and size of their traditional “bricks and mortar” locations to increasingly rely on e-commerce and alternative distribution channels. Many tenants also permit merchandise purchased on their websites to be picked up at, or returned to, their physical store locations, which may have the effect of decreasing the reported amount of their in-store sales and the amount of rent we are able to collect from them (particularly with respect to those tenants who pay rent based on a percentage of their in-store sales). We cannot predict with certainty how growth in e-commerce will impact the demand for space at our properties or how much revenue will be generated at traditional store locations in the future. If we are unable to anticipate and respond promptly to trends in retailer and consumer behavior, our occupancy levels could be materially and adversely affected.

Retail real estate is a competitive business.

We compete with a large number of property owners and developers, some of which may be willing to accept lower returns on their investments. Given the number of store closings announced by a variety of department stores and fast fashion concepts, there is increased pressure on shopping center owners to seek a smaller number of top retailers. Other owners and developers may attempt to take tenants from our shopping centers by offering lower rents or other incentives to compel them to relocate.

We depend on leasing space to tenants on economically favorable terms and on collecting rent from tenants who ultimately may not be able to pay.

Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. A majority of our income depends on the ability of our tenants to pay the full amount of rent and other charges due under their leases on a timely basis. Some of our leases provide for the payment, in addition to base rent, of additional rent above the base amount according to a specified percentage of the gross sales generated by the tenants and generally provide for reimbursement of real estate taxes and expenses of operating the property. Economic and/or competitive conditions may impact the success of our tenants’ retail operations and therefore the amount of rent and expense reimbursements we receive from our tenants. While demand for our retail spaces has been strong, there can be no assurance in our ability to maintain our occupancy levels on favorable terms. Any reduction in our tenants’ abilities to pay base rent, percentage rent or other charges on a timely basis will decrease our income, funds available to pay indebtedness and funds available for distribution to shareholders. If a tenant does not pay its rent, we might not be able to enforce our rights as landlord without delays and might incur substantial legal and other costs. During periods of economic adversity, there may be an increase in the number of tenants that cannot pay their rent and an increase in vacancy rates.

We may be unable to renew leases or relet space as leases expire.

When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if tenants do renew or we can relet the space, the terms of the renewal or reletting, taking into account among other things, the cost of improvements to the property and leasing commissions, may be less favorable than the terms in the expired leases. In addition, changes in space utilization by our tenants may impact our ability to renew or relet space without the need to incur substantial costs in renovating or redesigning the internal configuration of the relevant property. If we are unable to promptly renew the leases or relet the space at similar rates or if we incur substantial costs in renewing or reletting the space, our cash flow and ability to service debt obligations and pay dividends and distributions to security holders could be adversely affected.

Bankruptcy or insolvency of tenants may decrease our revenues, net income and available cash.

From time to time, some of our tenants have declared bankruptcy and other tenants may declare bankruptcy or become insolvent in the future. In the case of our shopping centers, the bankruptcy or insolvency of a major tenant could cause

us to have difficulty leasing the remainder of the affected property (see dependence on anchors and major tenants). Our leases generally do not contain restrictions designed to ensure the ongoing creditworthiness of our tenants. As a result, the bankruptcy or insolvency of a major tenant could result in a lower level of net income and funds available to pay our indebtedness or make distributions to shareholders.

We derive a significant portion of our revenues from four of our properties.

As of December 31, 2016, four of our properties in the aggregate generated in excess of 25% of our Net Operating Income (as such term is described in Part II. Item 7 of this Annual Report on Form 10-K) (The Outlets at Bergen Town Center and Tonnelle Commons in New Jersey and The Outlets at Montehiedra and Las Catalinas Mall in Puerto Rico). The occurrence of events that have a negative impact on one or more of these properties, such as an economic downturn affecting the surrounding area or a natural disaster that damages one or more of the properties, would have a much larger adverse effect on our revenues than a corresponding occurrence affecting less significant properties.

Some of our properties depend on anchor or major tenants and decisions made by these tenants, or adverse developments in the businesses of these tenants, could materially and adversely affect our business, results of operations and financial condition.

Some of our properties have anchor or major tenants that generally occupy larger spaces, sometimes pay a significant portion of a property's total rent and often contribute to the success of other tenants by drawing customers to a property. If an anchor or major tenant closes, such closure could adversely affect the property even if the tenant continues to pay rent due to the loss of the anchor or major tenant's drawing power. Additionally, closure of an anchor or major tenant could result in lease terminations by, or reductions in rent from, other tenants if the other tenants' leases have co-tenancy clauses that permit cancellation or rent reduction if an anchor tenant closes. Retailer consolidation, store rationalization, competition from internet sales and general economic conditions may decrease the number of potential tenants available to fill available anchor tenant spaces. As a result, in the event one or more anchor tenants were to leave one or more of our centers, we cannot be sure that we would be able to lease the vacant space on equivalent terms or at all. In addition, we may not be able to recover costs owed us by the closed tenant. In certain cases, some anchor and non-anchor tenants may be able to terminate their leases if they do not achieve defined sales levels.

We may be unable to reposition or redevelop some of our properties.

Our business strategy includes redeveloping a number of our properties. In connection therewith, we are subject to various risks, including:

- we may not have sufficient capital to proceed with planned repositioning or redevelopment activities; redevelopment costs for a project may exceed original estimates, possibly making the project infeasible or unprofitable;
- we may not be able to obtain zoning or other required governmental permits and authorizations;
- we may not be able to obtain anchor store and mortgage lender approvals, if applicable, for repositioning or redevelopment activities; and
- we may not be able to finance such projects at favorable rates and terms.

There can be no assurance that our redevelopment projects will have the desired results of attracting and retaining desirable tenants and increasing customer traffic. If redevelopment projects are unsuccessful, our investments in those projects may not be fully recoverable from future operations or sales.

Many real estate costs are fixed, even if income from our properties decreases.

Our financial results depend primarily on leasing space in our properties to tenants on terms favorable to us. Costs associated with real estate investment, such as real estate taxes, insurance and maintenance costs, generally are not reduced even when a property is not fully occupied, rental rates decrease, or other circumstances cause a reduction in income from the property. As a result, cash flow from the operations of our properties may be reduced if a tenant does not pay its rent or we are unable to rent our properties on favorable terms. Under those circumstances, we might not be able to enforce our rights as landlord without delays and may incur substantial legal costs.

Loss of our key personnel could adversely affect the value of our business, results of operations and financial condition.

We are dependent on the efforts of our key executive personnel. Although we believe qualified replacements could be found for these key executives in the event of a departure, the loss of one or more of their services could materially and adversely affect our business, results of operations and financial condition.

Our business and operations would suffer in the event of system failures.

Despite system redundancy, the implementation of security measures and the existence of a disaster recovery plan for our information technology infrastructure, our systems are vulnerable to damages from any number of sources, including computer viruses, unauthorized access, energy blackouts, natural disasters, terrorism, war and

telecommunication failures. Any system failure or accident that causes interruptions in our operations could result in a material and adverse disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions.

The occurrence of cyber incidents or a deficiency in our cybersecurity could cause a disruption to our operations, a compromise or corruption of our confidential information and/or damage to our business relationships.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data, or steal confidential information. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. The primary risks that could directly result

from the occurrence of a cyber incident are operational interruption, damage to our relationship with our tenants and private data exposure. In accordance with the Transition Services Agreement, Vornado provides information technology services to the Company. Vornado has implemented processes, procedures and controls to help mitigate these risks and we maintain cyber insurance, but these measures do not eliminate such risks.

We may incur significant costs to comply with environmental laws and environmental contamination may impair our ability to lease and/or sell real estate.

Our operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused such release. The presence of contamination or the failure to remediate contamination may impair our ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos-containing materials in the event of damage, demolition, renovation or remodeling and also govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or related claims arising out of environmental contamination or human exposure at or from our properties.

Most of our properties have been subjected to varying degrees of environmental assessment at various times. To date, these environmental assessments have not revealed any environmental condition material and adverse to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in cleanup or compliance requirements could result in significant costs to us.

Generally, our tenants must comply with environmental laws and meet remediation requirements. Our leases typically impose obligations on our tenants to indemnify us from any compliance costs we may incur as a result of the environmental conditions on the property caused by the tenant. If a lease does not require compliance or if a tenant fails to or cannot comply, we could be forced to pay these costs. If not addressed, environmental conditions could impair our ability to sell or re-lease the affected properties in the future or result in lower sales prices or rent payments.

Some of our potential losses may not be covered by insurance.

We maintain general liability insurance with limits of \$200 million per occurrence for properties in the U.S. and Puerto Rico, and all-risk property and rental value insurance with limits of \$500 million for properties in the U.S. and \$139 million for properties in Puerto Rico per occurrence, with sub-limits for certain perils such as floods and earthquakes. We also maintain coverage for terrorism acts with limits of \$500 million for properties in the U.S. and \$139 million for properties in Puerto Rico per occurrence and in the aggregate for terrorism events excluding coverage for nuclear, biological, chemical or radiological (“NBCR”) terrorism events, as defined by Terrorism Risk Insurance Program Reauthorization Act which expires in December 2020. In addition, we maintain coverage for cybersecurity with limits of \$5 million in the aggregate providing first and third party coverage including network interruption, event management, cyber extortion and claims for media content, security and privacy liability. Insurance premiums are charged directly to each of the retail properties and 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. The incurrence of uninsured losses or costs could materially and adversely affect our business, results of operations and financial condition.

Certain of our loans and other agreements contain customary covenants requiring the maintenance of 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 or other counterparties insist on greater coverage than we are able to obtain, such requirement could materially and adversely affect our ability to finance our properties and expand our portfolio.

Future terrorist acts and shooting incidents could harm the demand for, and the value of, our properties. Over the past several years, a number of highly publicized terrorist acts and shootings have occurred at domestic and international retail properties. In the event concerns regarding safety were to alter shopping habits or deter customers from visiting shopping centers, our tenants would be adversely affected as would the general demand for retail space. Additionally, if such incidents were to continue, insurance for such acts may become limited or subject to substantial cost increases. Such an incident at one of our properties, particularly one in which we generate a significant amount of revenue, could materially and adversely affect our business, results of operations and financial condition.

Our assets may be subject to impairment charges.

Our long-lived assets, including real estate held for investment, are carried at net book value unless circumstances indicate that the carrying value of the assets may not be recoverable. Our properties are reviewed for impairment if events or changes in circumstances indicate that the carrying amount of the property may not be recoverable. When assets are identified as held for sale, we estimate the sales prices net of selling costs of such assets. If, in our opinion, the net sales prices of the assets which have been identified for sale are expected to be less than the net book value of the assets, an impairment charge is recorded and we write down the asset to fair value. An impairment charge may also be recorded for any asset if it is probable, in our estimation, that the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property are less than the carrying value of the property. Recording an impairment charge results in an immediate reduction in our income in the period in which the charge is taken, which could materially and adversely affect our business, results of operations and financial condition.

Compliance or failure to comply with the Americans with Disabilities Act, safety regulations or other requirements could result in substantial costs.

The Americans with Disabilities Act (“ADA”) generally requires that public buildings including our properties meet certain federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants and/or legal fees to their counsel. We could be required under the ADA to make substantial alterations to, and capital expenditures at, one or more of our properties, including the removal of access barriers, it could materially and adversely affect our business, results of operations and financial condition.

Our properties are subject to various federal, state and local regulatory requirements such as state and local fire and life safety regulations. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures.

There may be changes in accounting standards.

New accounting standards or pronouncements that may become applicable to us from time to time, or changes in the interpretation of existing standards and pronouncements, could have a material and adverse effect on our reported results for the affected periods.

We face possible adverse changes in tax laws, which may result in an increase in our tax liability and adverse consequences to our shareholders.

Changes in U.S. federal, state and local tax laws or regulations, with or without retroactive application, could have a negative effect on us. New legislation, Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify to be taxed as a REIT and/or the U.S. federal income tax consequences to our investors and to our company of such qualification. In addition, recent election results and the shortfall in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such tax law changes. Even changes that do not impose greater taxes on us could potentially result in adverse consequences to our shareholders. For example, a decrease in corporate tax rates could decrease the attractiveness of the REIT structure relative to companies that are not organized as REITs.

In any event, the rules of Section 355 of the Code and the Treasury Regulations promulgated thereunder, which apply to determine the taxability of the separation and the combination, have been the subject of change and may continue to be the subject of change, possibly with retroactive application, which could have a negative effect on us and our shareholders. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could materially and adversely affect our business, results of operations and financial condition, and the amount of cash available for payment of dividends.

#### Our Investments Are Concentrated in the Northeast and Puerto Rico.

A significant number of our properties are located in the Northeast and are affected by the economic cycles there. Real estate markets are subject to economic downturns and we cannot predict the economic conditions in the Northeast in either the short-term or long-term. Factors negatively affecting economic conditions in the Northeast include: industry slowdowns or recession, unemployment levels, downsizing, relocations of businesses, changing demographics, increases in telecommuting and use of alternative offices, infrastructure quality, increases in real estate and other taxes, the cost of complying with governmental regulations increases in regulation, changes in local laws, and reduced demand for real estate.

We own and operate two malls in Puerto Rico that are affected by the struggling local economy and that may be adversely affected by pending changes in tax laws.

Our two malls in Puerto Rico make up approximately 11% of our Net Operating Income (as such term is described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included as Part II, Item 7 of this Annual Report on 10-K). Since 2007, Puerto Rico has experienced a struggling economy, with total employment and the size of the labor force decreasing causing the unemployment rate to rise. The government and its agencies are struggling to service and to restructure their debt and a series of new consumer and business taxes have been implemented and proposed. A continued economic downturn and increases in taxes in Puerto Rico may result in continued or increased migration of residents from Puerto Rico to the mainland United States and elsewhere, which could decrease the territory’s tax base, exacerbating the territorial government’s cash flow issues, and decrease the number of consumers in Puerto Rico. The combination of these circumstances could result in less disposable income for the purchase of goods sold in our centers, declining merchant sales and merchant inability to pay rent and other charges, and could negatively impact our ability to lease space on terms and conditions we seek.

Natural disasters could have a concentrated impact on us.

We own properties near the Atlantic Coast and in Puerto Rico which are subject to natural disasters such as hurricanes, floods and storm surge. We also have four properties in California that could be impacted by earthquakes. As a result, we could become subject to significant losses and repair costs and to business interruption, all of which may or may not be fully covered by insurance.

#### We May Develop, Redevelop, Acquire or Sell Assets. Our Inability to Consummate or Manage These Activities Could Materially and Adversely Affect Us.

We may develop, redevelop or acquire properties and these activities may create risks.

We may develop, redevelop or acquire properties when we believe that a development, redevelopment or acquisition project is consistent with our business strategy. We may not, however, succeed in consummating desired acquisitions or in completing developments and redevelopments on time or within budget. In addition, we may face competition in pursuing development, redevelopment and acquisition opportunities. When we do pursue a project or acquisition, we may not succeed in leasing developed, redeveloped or acquired properties at rents sufficient to cover the costs of development, redevelopment, acquisitions and operations. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management’s attention. If we choose to pursue acquisitions in new markets or acquire assets that contain non-retail uses where we do not have the same level of market knowledge, it may result in weaker than anticipated performance. We may abandon development, redevelopment and acquisition opportunities that we have begun pursuing and consequently fail to recover expenses already incurred.

It may be difficult to buy and sell real estate quickly, which may limit our flexibility.

Real estate investments are relatively difficult to buy and sell quickly. Consequently, we may have limited ability to promptly change our portfolio in response to changes in economic or other conditions. Moreover, our ability to buy, sell, or finance real estate assets may be materially and adversely affected during periods of uncertainty or unfavorable

conditions in the credit markets as we or potential buyers of our assets may experience difficulty in obtaining financing, which may limit our flexibility.

Our capital recycling strategy entails various risks.

We intend to selectively explore opportunities to sell non-core properties and reinvest the sale proceeds in other parts of our business, including in the acquisition of higher quality properties in our target markets and the development and redevelopment of our properties, or to use the proceeds to pay down debt. While we hope to minimize the dilutive effect of these sales through acquisitions, earnings from acquired properties may be less than the earnings from the disposed assets. Also, in the event we are unable to sell these assets for amounts equal to or in excess of their current carrying values, we would be required to recognize impairment charges. Any such impairment charges or earnings dilution could materially and adversely affect our business, financial condition and results of operations. The sale of our assets may generate gains for tax purposes if not adequately deferred through a Section 1031 exchange, creating the obligation to make additional distributions to our shareholders.

We face significant competition for acquisitions of real properties, which may reduce the number of acquisition opportunities available to us and increase the costs of these acquisitions.

The current market for acquisitions is extremely competitive. This competition may increase the demand for the types of properties in which we typically invest and, therefore, increase the prices paid for such acquisition properties. We also face significant competition for attractive acquisition opportunities from an indeterminate number of investors, including publicly-traded and privately-held REITs, private equity investors and institutional investment funds, some of which have greater financial resources, greater ability to borrow funds and the willingness to accept more risk than we can prudently manage, including risks with respect to the geographic proximity of investments and the payment of higher acquisition prices. This competition will increase if investments in real estate become more attractive relative to other forms of investment. Competition for investments may reduce the number of suitable investment opportunities available to us and may have the effect of increasing prices paid for such acquisition properties and, as a result, adversely affecting our ability to grow through acquisitions.

#### Our Organizational and Financial Structure Gives Rise to Operational and Financial Risks.

Economic conditions and capital markets can materially and adversely affect our liquidity, financial condition, results of operations and the value of our debt and equity securities.

There are many factors that can affect the value of our equity securities and any debt securities we may issue in the future, including the state of the capital markets and the economy. Government action or inaction may adversely affect the state of the capital markets. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads may materially and adversely affect our liquidity and the liquidity and financial condition of our tenants. Our inability or the inability of our tenants to timely refinance maturing liabilities and access the capital markets to meet liquidity needs could materially and adversely affect our business, financial condition and results of operations and the value of our equity securities and any debt securities we may issue in the future.

Covenants in our existing financing agreements may restrict our operating, financing, redevelopment, development, acquisition and other activities.

The mortgages on our properties contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to reduce insurance coverage. Our existing revolving credit facility contains, and any debt that we may obtain in the future may contain, customary restrictions, requirements and other limitations on our ability to incur indebtedness, including covenants (i) that limit our ability to incur debt based upon (1) our ratio of total debt to total assets, (2) our ratio of secured debt to total assets, (3) our ratio of earnings before interest, tax, depreciation and amortization (EBITDA) to interest expense and (4) our ratio of EBITDA to fixed charges, and (ii) that require us to maintain a certain level of unencumbered assets to unsecured debt. Our ability to borrow is subject to compliance with these and other covenants. Failure to comply with our covenants could cause a default under the applicable debt instrument and we may then be required to repay such debt with capital from other sources or to give possession of a secured property to the lender. Under those circumstances, other sources of capital may not be available to us, or may be available only on unattractive terms.

We have outstanding debt. The amount of debt and its cost may increase and refinancing may not be available on acceptable terms.

If we are unable to obtain debt financing or refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. In addition, the cost of our existing debt may increase, especially in the case of a rising interest rate environment, and we may not be able to refinance our existing debt in sufficient amounts or on acceptable terms. If the cost or amount of our indebtedness increases or we cannot refinance our debt in sufficient amounts or on acceptable terms, we are at risk of default on our obligations.

Rising interest rates could adversely affect our cash flows.

## Edgar Filing: Urban Edge Properties - Form 10-K

Of our \$2.0 billion of debt outstanding as of December 31, 2016, \$38.8 million bears interest at variable rates. We have a \$500 million revolving credit facility, on which no balance is outstanding at December 31, 2016, that bears interest at LIBOR plus 1.15%. We may borrow additional funds at variable interest rates in the future. Increases in interest rates would increase the interest expense on our variable rate debt and reduce our cash flow, which could adversely affect our ability to service our debt and meet our other obligations and also could reduce the amount we are able to distribute to our shareholders.

We may not be able to obtain capital to make investments.

We depend primarily on external financing to fund the growth of our business because one of the requirements of the Internal Revenue Code (the "Code") for a REIT is that it distributes at least 90% of its taxable income, excluding net capital gains, to its shareholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Our access

to debt or equity financing depends on the willingness of third parties to lend to or to make equity investments and on conditions in the capital markets generally. Although we believe that we will be able to finance any investments we may wish to make in the foreseeable future, there can be no assurance that new financing or other capital will be available or available on acceptable terms. The failure to obtain financing or other capital could materially and adversely affect our business, results of operations and financial condition. For information about our available sources of funds, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” and the notes to the audited consolidated and combined financial statements included in Part II, Item 8. in this Annual Report on Form 10-K.

We may fail to qualify or remain qualified as a REIT and may be required to pay income taxes at corporate rates. Although we believe that we will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, we may fail to remain so qualified. Qualifications are governed by highly technical and complex provisions of the Code for which there are only limited judicial or administrative interpretations and that depend on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the relevant tax laws and/or the federal income tax consequences of qualifying as a REIT. If, with respect to any taxable year, we fail to maintain our qualification as a REIT and do not qualify under statutory relief provisions, we could not deduct distributions to shareholders in computing our taxable income and would have to pay federal income tax on our taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If we had to pay federal income tax, the amount of money available to distribute to shareholders and pay our indebtedness would be reduced for the year or years involved, and we would no longer be required to make distributions to shareholders. In addition, we would also be disqualified as a REIT for the four taxable years following the year during which qualification was lost unless we were entitled to relief under the relevant statutory provisions.

We are also required to pay certain corporate-level taxes on our assets located in Puerto Rico and such taxes may increase if recently proposed taxes are implemented.

REIT distribution requirements could adversely affect our liquidity and our ability to execute our business plan. To qualify to be taxed as a REIT, and assuming that certain other requirements are also satisfied, we generally must distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains, to our shareholders each year so that U.S. federal corporate income tax does not apply to earnings that we distribute. To the extent that we satisfy this distribution requirement and qualify for taxation as a REIT, but distribute less than 100% of our REIT taxable income, determined without regard to the dividends paid deduction and including any net capital gains, we will be subject to U.S. federal corporate income tax on our undistributed net taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we distribute to our shareholders in a calendar year is less than a minimum amount specified under U.S. federal income tax laws. We intend to distribute 100% of our REIT taxable income to our shareholders.

From time to time, we may generate taxable income greater than our cash flow as a result of differences in timing between the recognition of taxable income and the actual receipt of cash or the effect of nondeductible capital expenditures, the creation of reserves, or required debt or amortization payments. If we do not have other funds available in these situations, we could be required to borrow funds on unfavorable terms, sell assets at disadvantageous prices, distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt, or make taxable distributions of our shares or debt securities to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT distribution requirement and avoid corporate income tax and the 4% excise tax in a particular year. These alternatives could increase our costs or reduce our equity. Further, amounts distributed will not be available to fund investment activities. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our shares. Any restrictions on our ability to incur additional indebtedness or make certain distributions could preclude us from

meeting the 90% distribution requirement. Decreases in funds from operations due to unfinanced expenditures for acquisitions of properties or increases in the number of shares outstanding without commensurate increases in funds from operations would adversely affect our ability to maintain distributions to our shareholders. Consequently, there can be no assurance that we will be able to make distributions at the anticipated distribution rate or any other rate.

If a transaction intended to qualify as a Section 1031 Exchange is later determined to be taxable, we may face adverse consequences, and if the laws applicable to such transactions are amended or repealed, we may not be able to dispose of properties on a tax deferred basis.

From time to time we may dispose of properties in transactions that are intended to qualify as “like kind exchanges” under Section 1031 of the Code (“Section 1031 Exchanges”). It is possible that the qualification of a transaction as a Section 1031 Exchange could be successfully challenged and determined to be currently taxable. In such case, our taxable income and earnings and profits would increase. In some circumstances, we may be required to pay additional dividends or, in lieu of that, corporate income tax,

possibly including interest and penalties. As a result, we may be required to borrow funds in order to pay additional dividends or taxes, and the payment of such taxes could cause us to have less cash available to distribute to our shareholders. In addition, if a Section 1031 Exchange were later to be determined to be taxable, we may be required to amend our tax returns for the applicable year in question, including any information reports we sent our shareholders. Moreover, it is possible that legislation could be enacted that could modify or repeal the laws with respect to Section 1031 Exchanges, which could make it more difficult or not possible for us to dispose of properties on a tax deferred basis.

## RISKS RELATED TO THE SEPARATION

Our historical combined financial information for periods prior to our spin-off on January 15, 2015 are not necessarily representative of the results that we would have achieved as a separate, publicly-traded company and may not be a reliable indicator of our future results.

The combined financial statements for periods prior to our spin-off on January 15, 2015 refer to our business as operated by and integrated with Vornado. That historical financial information was derived from the consolidated financial statements and accounting records of Vornado. Accordingly, the historical combined financial information does not necessarily reflect the financial condition, results of operations or cash flows that we would have achieved as a separate, publicly-traded company during those historic periods or those that we achieve in the future. Factors which could cause our results to differ from those reflected in such historical financial information and which may materially and adversely impact our ability to achieve similar results in the future may include, but are not limited to, the following:

Prior to the separation, our business was operated by Vornado as part of its broader corporate organization rather than as an independent company. During the two year period following the separation, Vornado provided various corporate functions for us, such as human resources, information technology, risk management, public reporting and tax services, and, currently, continues to provide information technology, risk management and certain human resources services. Prior to 2015, our historical financial results reflect allocations of corporate expenses from Vornado for such functions and are less than the expenses we have incurred as a separate, publicly-traded company. We have and will need to continue to make significant investments to replicate or outsource from other providers certain, systems, infrastructure and personnel to which we no longer have access after expiration of the Transition Services Agreement, currently July 2018. Developing our ability to operate without access to certain elements of Vornado's current operational and administrative infrastructure has and will continue to be costly and may present difficulties. We may not be able to operate our business efficiently or at comparable costs and our profitability may decline;

Prior to the separation, our business was integrated with the other businesses of Vornado and we were able to take advantage of Vornado's purchasing power in areas such as information technology, marketing, insurance, treasury services, property support and the procurement of goods. Although we have entered into certain transition and other separation-related agreements with Vornado, these arrangements may not fully capture the benefits we previously enjoyed as a result of being integrated with Vornado and may result in us paying higher charges than in the past for these services. In addition, services provided to us under the Transition Services Agreement will only be provided through July 2018 and this time may not be sufficient to meet our needs. As an independent company, we may be unable to obtain goods and services at the prices and terms obtained prior to the separation, which could decrease our overall profitability;

Generally, prior to 2015, our working capital requirements and capital for our general corporate purposes, including acquisitions and capital expenditures, have historically been satisfied as part of the corporation-wide cash management policies of Vornado. We may now need to obtain additional financing from banks, through public offerings or private placements of debt or equity securities, from strategic relationships or through other arrangements, all of which may not be on terms as favorable to those obtained by Vornado. As a result, the cost of

capital for our business may be higher than Vornado's cost of capital prior to the separation; and

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and the Dodd-Frank Act and will be required to prepare our financial statements according to the rules and regulations required by the SEC. Complying with these requirements result in significant costs to us and require us to divert substantial resources, including management time, from other activities.

Other significant changes may occur in our cost structure, management, financing and business operations as a result of operating as an independent company. For additional information about the past financial performance of our business and the basis of presentation of the historical combined financial statements, please refer to "Selected Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited consolidated and combined financial statements and accompanying notes in Part II in this Annual Report on Form 10-K.

If the distribution by each of Vornado and VRLP together with certain related transactions does not qualify as a transaction that is generally tax-free for U.S. federal income tax purposes, Vornado and Vornado shareholders could be subject to significant tax liabilities. In addition, under its Tax Matters Agreement with Vornado, UE is subject to certain restrictions and could be required to indemnify Vornado for certain material tax obligations that could arise. Vornado received a private letter ruling from the IRS to the effect that the distribution of UE common shares by each of Vornado and VRLP, together with certain related transactions, will, with respect to UE, VRLP, Vornado and the shareholders of Vornado, qualify as transactions that are generally tax-free for U.S. federal income tax purposes under Sections 351 and 355 of the Code. Vornado obtained an opinion from Roberts & Holland LLP, special tax counsel to Vornado, satisfactory to the Vornado Board of Trustees, to the effect that the distribution of UE common shares by each of Vornado and VRLP, together with certain related transactions, with respect to UE, VRLP, Vornado and the shareholders of Vornado, qualifies as transactions that are generally tax-free for U.S. federal income tax purposes under Sections 351, 355, and 731 of the Code, including with respect to certain matters relating to these transactions that are not covered by the private letter ruling from the IRS. The private letter ruling is, and the opinion of Roberts & Holland LLP is based on, among other things, certain facts and assumptions, as well as certain representations, statements and undertakings of Vornado and UE (including those relating to the past and future conduct of Vornado and UE). If any of these representations, statements or undertakings are, or become, inaccurate or incomplete, or if Vornado or UE breach any of their respective covenants in the separation documents, the private letter ruling from the IRS and the opinion of Roberts & Holland LLP may be invalid and the conclusions reached therein could be jeopardized. In such case, the IRS could assert that the distribution of UE common shares by each of Vornado and VRLP, together with certain related transactions, should be treated as a taxable transaction. The opinion of Roberts & Holland LLP is not binding on the IRS or any courts.

If the distribution, together with certain related transactions, fails to qualify for tax-free treatment, in general, Vornado would recognize taxable gain as if it had sold the UE common shares in a taxable sale for its fair market value and Vornado shareholders who received UE common shares in the distribution could be subject to tax as if they had received a taxable distribution equal to the fair market value of such shares.

The Tax Matters Agreement between UE and Vornado governs Vornado's and UE's respective rights, responsibilities and obligations with respect to taxes and liabilities, including taxes arising in the ordinary course of business, taxes, if any, incurred as a result of any failure of the spin and certain related transactions to qualify as tax-free for U.S. federal income tax purposes, tax attributes, tax returns, tax elections, tax contests and certain other tax matters. The agreement imposes certain restrictions on UE and its subsidiaries, including restrictions on share issuances, business combinations, sales of assets and similar transactions designed to preserve the tax-free status of the distribution and certain related transactions. In addition, UE may be required to indemnify Vornado against any additional taxes resulting from any violation of a covenant or any inaccuracy or falsity of a representation made by UE related to these matters, or from the taking of these restricted actions by UE.

Potential indemnification obligations to Vornado pursuant to the Separation Agreement could materially and adversely affect our financial condition.

The Separation Agreement with Vornado contains provisions governing certain aspects of our relationship with Vornado. Among other things, the Separation Agreement provides for indemnification obligations designed to make us financially responsible for substantially all liabilities that may exist relating to our business activities, whether incurred prior to or after the separation and distribution, as well as those obligations of Vornado that we assumed pursuant to the Separation Agreement. These indemnity obligations could be substantial.

Certain of our Trustees and Executive Officers may have actual or potential conflicts of interest because of their previous or continuing equity interest in, or positions at, Vornado.

Some of our Trustees and Executive Officers are persons who are or have been employees of Vornado. Because of their current or former positions with Vornado, certain of the Trustees and Executive Officers may own Vornado

common shares or other equity awards. Even though our Board of Trustees consists of a majority of Trustees who are independent, some of our Executive Officers and some of our Trustees continue to have a financial interest in Vornado common shares. In addition, one of our Trustees is the Chairman of the Board of Trustees and CEO of Vornado. Continued ownership of Vornado common shares, or service as a Trustee at both companies, could create, or appear to create, potential conflicts of interest.

We may not achieve some or all of the expected benefits of the separation and the separation may materially and adversely affect our business, financial condition and results of operations.

We may not be able to achieve the full strategic and financial benefits expected to result from the separation, or such benefits may be delayed due to a variety of circumstances, not all of which may be under our control. We may not achieve these benefits for a variety of reasons, including, among others that we may be more susceptible to market fluctuations and other adverse events than if we were still a part of Vornado and our business is less diversified than Vornado's business prior to the separation.

Our agreements with Vornado in connection with the separation and distribution involve potential conflicts of interest and may not reflect terms that would have resulted from negotiations between unaffiliated third parties.

Because the separation and distribution involved the division of certain of Vornado's existing businesses into two independent companies, we have entered into certain agreements with Vornado including a Separation Agreement, a Transition Services Agreement, a Tax Matters Agreement and an Employee Matters Agreement. The terms of these agreements were determined while we were still a wholly-owned subsidiary of Vornado. They were determined by persons who were, at the time, employees, officers or trustees of Vornado or its subsidiaries and, accordingly, had a conflict of interest. For example, during the period in which the terms of those agreements were prepared, we did not have a board of trustees that was independent of Vornado. As a result, the terms of those agreements may not reflect terms that would have resulted from arm's-length negotiations between unaffiliated third parties. Arm's-length negotiations between Vornado and an unaffiliated third party in another form of transaction, such as a buyer in a sale of a business transaction, may have resulted in more favorable terms to the unaffiliated third party. See "Certain Relationships and Related Person Transactions."

In connection with our separation from Vornado, Vornado will indemnify us for certain pre-distribution liabilities and liabilities related to Vornado assets. However, there can be no assurance that these indemnities will be sufficient to protect us against the full amount of such liabilities, or that Vornado's ability to satisfy its indemnification obligation will not be impaired in the future.

Pursuant to the Separation Agreement, Vornado has agreed to indemnify us for certain liabilities. However, third parties could seek to hold us responsible for any of the liabilities that Vornado agreed to retain and to indemnify us from and there can be no assurance that Vornado will be able to fully satisfy its indemnification obligations.

Moreover, even if we ultimately succeed in recovering from Vornado any amounts for which we are held liable, such indemnification may be insufficient to fully offset the financial impact of such liabilities and we may be temporarily required to bear these losses while seeking recovery from Vornado.

## RISKS RELATED TO OUR COMMON SHARES

We cannot guarantee the timing, amount, or payment of dividends on our common shares.

Although we expect to pay regular cash dividends, 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 factors such as our financial condition, earnings, capital requirements, debt service obligations, limitations under our financing arrangements, industry practice, legal requirements, regulatory constraints, and other considerations that it deems relevant. Our ability to pay dividends depends on our ongoing ability to generate cash from operations and access to the capital markets. We cannot guarantee that we will pay dividends in the future.

Your percentage of ownership in our company may be diluted in the future.

In the future, your ownership in us may be diluted because of equity issuances for acquisitions, capital market transactions or otherwise. For example, in August 2016, we entered into distribution agreements with various financial institutions as part of our implementation of a continuous equity offering program (the "ATM Program") under which we may sell up to \$250 million in common shares, par value of \$0.01 per share, from time to time in "at-the-market" offerings or certain other transactions. In addition, we have and anticipate that we will continue to grant compensatory equity awards to our trustees, officers, employees, advisers and consultants who will provide services to us. The issuance of additional common shares, including sales under the ATM Program and awards to our executives, would dilute the interests of our current shareholders, and could depress the market price of our common shares, impair our ability to raise capital through the sale of additional equity securities, or impact our ability to pay dividends. We cannot predict the effect that future sales of our common shares or other equity-related securities including the issuance of OP units would have on the market price of our common shares.

In addition, our declaration of trust authorizes us to issue, without the approval of our shareholders, one or more classes or series of preferred shares having such designation, voting powers, preferences, rights and other terms, including preferences over our common shares respecting dividends and distributions, as our Board of Trustees generally may determine. The terms of one or more classes or series of preferred shares could dilute the voting power or reduce the value of our common shares. For example, we could grant the holders of preferred shares the right to elect some number of our trustees in all events or on the occurrence of specified events, or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to holders of preferred shares could affect the residual value of the common shares.

## OUR DECLARATION OF TRUST AND APPLICABLE LAW MAY HINDER ANY ATTEMPT TO ACQUIRE US

Our Declaration of Trust sets limits on the ownership of our shares.

Generally, for us to maintain a qualification as a REIT under the Code, not more than fifty percent (50%) in value of the outstanding shares of beneficial interest of the Company may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of the Company's taxable year. The Code defines "individuals" for purposes of the requirement described in the preceding sentence to include some types of entities. Under the Company's Declaration of Trust, no person or entity may own more than 9.8% of the outstanding common shares, or 9.8% of the outstanding preferred shares of any class or series, with some exceptions for persons or entities approved by the Company's Board of Trustees. These restrictions on transferability and ownership may delay, deter or prevent a change in control of the Company or other transaction that might involve a premium price or otherwise be in the best interest of the shareholders.

Maryland law contains provisions that may reduce the likelihood of certain takeover transactions.

Maryland imposes conditions and restrictions on certain "business combinations" (including, among other transactions, a merger, consolidation, share exchange, or, in certain circumstances, an asset transfer or issuance of equity securities) between a Maryland real estate investment trust and certain persons who beneficially own at least 10% of the trust's shares (an "interested shareholder"). Unless approved in advance by the Board of Trustees of the trust, or otherwise exempted by the statute, such a business combination is prohibited for a period of five years after the most recent date on which the interested shareholder became an interested shareholder. After such five-year period, a business combination with an interested shareholder must be: (a) recommended by the Board of Trustees of the trust, and (b) approved by the affirmative vote of at least (i) 80% of the corporation's outstanding shares entitled to vote and (ii) two-thirds of the corporation's outstanding shares entitled to vote which are not held by the interested shareholder with whom the business combination is to be effected, unless, among other things, the corporation's common shareholders receive a "fair price" (as defined by the statute) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for his or her shares.

In approving a transaction, the Board of Trustees may provide that their approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board. The business combination provisions of Maryland law may have the effect of delaying, deferring or preventing a change in control of UE or other transaction that might involve a premium price or otherwise be in the best interest of our shareholders. The business combination statute may discourage others from attempting to acquire control of UE and increase the difficulty of consummating any offer.

Until the 2018 annual meeting of shareholders, UE will have a classified Board of Trustees and that may reduce the likelihood of certain takeover transactions.

Our Board of Trustees is currently divided into three classes of trustees. The initial terms of the second and third classes will expire at the second and third annual meetings of shareholders held following the separation, respectively. Shareholders elect only one class of trustees each year. Shareholders elected successors to trustees of the first class for a two-year term and will elect successors to trustees of the second class for a one-year term, in each case upon the expiration of the terms of the initial trustees of each class. Commencing with the 2017 annual meeting of shareholders, and each annual meeting of shareholders held thereafter, the successors to the Trustees whose terms expire at each annual meeting shall be elected to hold office for a term expiring at the next annual meeting of shareholders and until their successors are duly elected and qualify. There is no cumulative voting in the election of trustees. Until the 2018 annual meeting of the shareholders, the classified board may reduce the possibility of a tender offer or an attempt to change control of UE, even though a tender offer or change in control might be in the best interest of UE's shareholders and UE.

We may issue additional shares in a manner that could adversely affect the likelihood of certain takeover transactions.

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The Company's Declaration of Trust and bylaws authorize the Board of Trustees in its sole discretion and without shareholder approval, to:

- cause UE to issue additional authorized, but unissued, common or preferred shares;
- classify or reclassify, in one or more classes or series, any unissued common or preferred shares;
- set the preferences, rights and other terms of any classified or reclassified shares that the Company issues; and
- increase the number of shares of beneficial interest that the Company may issue.

The Board of Trustees can establish a class or series of common or preferred shares whose terms could delay, deter or prevent a change in control of the Company or other transaction that might involve a premium price or otherwise be in the best interest of the Company's shareholders, although the Board of Trustees does not now intend to establish a class or series of common or

preferred shares of this kind. The Company's declaration of trust and bylaws contain other provisions that may delay, deter or prevent a change in control of the Company or other transaction that might involve a premium price or otherwise be in the best interest of our shareholders and the Company.

We may change our policies without obtaining the approval of our shareholders.

Our operating and financial policies, including our policies with respect to acquisitions of real estate or other companies, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by our Board of Trustees. Accordingly, our shareholders do not control these policies.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

There are no unresolved comments from the staff of the Securities and Exchange Commission as of the date of this Annual Report on Form 10-K.

## ITEM 2. PROPERTIES

As of December 31, 2016, our portfolio is comprised of 79 shopping centers, three malls and a warehouse park totaling approximately 14.8 million square feet. We own 59 properties 100% in fee simple, except for Walnut Creek (Mt. Diablo) where we own a 95% interest. We lease 19 properties under ground and/or building leases as indicated in the table below. Where a property is subject to a ground and/or building lease to a third party, we have included the year of contractual maturity of the lease next to the name of the property. As of December 31, 2016, we had \$1.2 billion of outstanding mortgage indebtedness which is secured by our properties. The following pages provide details of our properties as of December 31, 2016.

Property	Total Square Feet <sup>(1)</sup>	Percent Leased <sup>(1)</sup>	Weighted Average Annual Rent per sq ft <sup>(2)</sup>	Major Tenants
<b>SHOPPING CENTERS AND MALLS:</b>				
<b>California:</b>				
Signal Hill	45,000	100.0%	\$26.49	Best Buy
Vallejo (leased through 2043) <sup>(6)</sup>	45,000	100.0%	19.26	Best Buy
Walnut Creek (1149 South Main Street) <sup>(5)</sup>	31,000	100.0%	70.00	Anthropologie
Walnut Creek (Mt. Diablo) <sup>(3)</sup>	7,000	100.0%	115.00	Z Gallerie
<b>Connecticut:</b>				
Newington	189,000	100.0%	9.72	Walmart, Staples
<b>Maryland:</b>				
Baltimore (Towson)	155,000	100.0%	22.97	hhgregg, Staples, HomeGoods, Golf Galaxy, Tuesday Morning, Ulta, Kirkland's, Five Below (4 leases not commenced)
Glen Burnie	121,000	90.4%	9.54	Gavigan's Home Furnishings, Pep Boys
Rockville	94,000	98.1%	24.53	Regal Cinemas
Wheaton (leased through 2060) <sup>(6)</sup>	66,000	100.0%	16.36	Best Buy

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Massachusetts:

Cambridge (leased through 2033) <sup>(6)</sup>	48,000	100.0%	21.83	PetSmart, Modell's Sporting Goods
Chicopee	224,000	100.0%	5.50	Walmart
Milford (leased through 2019) <sup>(6)</sup>	83,000	100.0%	9.01	Kohl's
Springfield	182,000	100.0%	5.67	Walmart
New Hampshire:				
Salem (leased through 2102) <sup>(6)</sup>	37,000	100.0%	12.58	Babies "R" Us
New Jersey:				
Bergen Town Center - East, Paramus	211,000	97.4%	19.41	Lowe's, REI, Kirkland's (lease not commenced)

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Bergen Town Center - West, Paramus	960,000	99.3%	32.09	Target, Century 21, Whole Foods Market, Marshalls, Nordstrom Rack, Saks Off 5th, HomeGoods, H&M, Bloomingdale's Outlet, Nike Factory Store, Old Navy, Nieman Marcus Last Call Studio
Brick	278,000	100.0%	18.69	Kohl's, ShopRite, Marshalls, Kirkland's (lease not commenced)
Carlstadt (leased through 2050) <sup>(6)</sup>	78,000	100.0%	23.45	Stop & Shop
Cherry Hill	261,000	99.2%	9.16	Walmart, Toys "R" Us, Maxx Fitness
East Brunswick	427,000	100.0%	14.93	Lowe's, Kohl's, Dick's Sporting Goods, P.C. Richard & Son, T.J. Maxx, LA Fitness
East Hanover (200 - 240 Route 10 West)	343,000	96.9%	20.31	The Home Depot, Dick's Sporting Goods, Saks Off Fifth (lease not commenced), Marshalls
East Hanover (280 Route 10 West)	28,000	100.0%	34.71	REI
East Rutherford (leased through 2194) <sup>(6)</sup>	197,000	100.0%	12.71	Lowe's
Eatontown	30,000	15.0%	44.00	Citibank
Englewood <sup>(5)</sup>	41,000	64.1%	20.83	New York Sports Club
Garfield	263,000	100.0%	13.70	Walmart, Burlington, Marshalls, PetSmart
Hackensack	275,000	96.2%	21.89	The Home Depot, Staples, Petco, 99 Ranch (lease not commenced)
Hazlet	95,000	100.0%	3.43	Stop & Shop <sup>(4)</sup>
Jersey City	236,000	100.0%	12.37	Lowe's, P.C. Richard & Son
Kearny	104,000	98.2%	18.86	LA Fitness, Marshalls
Lawnside	147,000	99.3%	14.63	The Home Depot, PetSmart
Lodi (Route 17 North)	171,000	100.0%	12.50	National Wholesale Liquidators
Lodi (Washington Street)	85,000	83.6%	20.39	Blink Fitness, Aldi
Manalapan	208,000	100.0%	17.47	Best Buy, Bed Bath & Beyond, Babies "R" Us, Modell's Sporting Goods, PetSmart
Marlton	213,000	100.0%	14.18	Kohl's, ShopRite, PetSmart
Middletown	231,000	100.0%	13.21	Kohl's, Stop & Shop
Montclair	18,000	100.0%	26.20	Whole Foods Market
Morris Plains	177,000	91.2%	21.59	Kohl's, ShopRite <sup>(4)</sup>
North Bergen (Kennedy Blvd)	62,000	100.0%	13.73	Food Bazaar
North Bergen (Tonnel Ave)	410,000	100.0%	20.47	Walmart, BJ's Wholesale Club, PetSmart, Staples
North Plainfield	218,000	99.0%	10.02	Costco, The Tile Shop, La-Z-Boy, Petco (lease not commenced)
Paramus (leased through 2033) <sup>(6)</sup>	63,000	100.0%	46.61	24 Hour Fitness
Rockaway	173,000	94.8%	13.41	ShopRite, T.J. Maxx
South Plainfield (leased through 2039) <sup>(6)</sup>	56,000	96.3%	20.53	Staples, Party City
Totowa	271,000	100.0%	16.96	The Home Depot, Bed Bath & Beyond, buy buy Baby, Marshalls, Staples
Turnersville	92,000	100.0%	7.00	Haynes Furniture Outlet (DBA The Dump), Verizon Wireless (lease not commenced)
Union (2445 Springfield Ave)	232,000	100.0%	17.85	The Home Depot
	276,000	99.4%	18.75	Lowe's, Toys "R" Us, Office Depot

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Union (Route 22 and  
Morris Ave)

Watchung 170,000 98.3% 16.84 BJ's Wholesale Club

Woodbridge 226,000 84.1% 13.76 Walmart

New York:

Bronx (1750-1780 Gun Hill  
Road) 77,000 100.0% 34.50 Planet Fitness, Aldi

Bronx (Bruckner  
Boulevard)<sup>(5)</sup> 489,000 83.3% 16.86 Kmart, Toys "R" Us, ShopRite (lease not commenced)

Buffalo (Amherst) 311,000 96.9% 9.19 BJ's Wholesale Club, T.J. Maxx, HomeGoods, Toys "R" Us, LA Fitness

Commack (leased through  
2021)<sup>(6)</sup> 47,000 100.0% 20.69 PetSmart, Ace Hardware

Dewitt (leased through  
2041)<sup>(6)</sup> 46,000 100.0% 22.51 Best Buy

Freeport (240 West Sunrise  
Highway) (leased through  
2040)<sup>(6)</sup> 44,000 100.0% 20.28 Bob's Discount Furniture

Freeport (437 East Sunrise  
Highway) 173,000 100.0% 21.95 The Home Depot, Staples

Huntington 204,000 99.7% 15.64 Kmart, Marshalls, Old Navy, Petco

Inwood 100,000 100.0% 19.54 Stop & Shop

Mount Kisco 189,000 100.0% 16.85 Target, Stop & Shop

New Hyde Park (leased  
through 2029)<sup>(6)</sup> 101,000 100.0% 20.21 Stop & Shop

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Oceanside	16,000	100.0%	28.00	Party City
Queens <sup>(5)</sup>	46,000	81.3%	37.73	
Rochester	205,000	100.0%	3.08	Walmart
Rochester (Henrietta) (leased through 2055) <sup>(6)</sup>	165,000	97.9%	4.15	Kohl's
Staten Island	165,000	88.8%	24.05	Western Beef, Planet Fitness
West Babylon	66,000	95.1%	17.17	Best Market, Rite Aid
Pennsylvania:				
Allentown	372,000	100.0%	12.16	Burlington Coat Factory, Giant Food, Dick's Sporting Goods, T.J. Maxx, Petco, Big Lots
Bensalem	185,000	100.0%	12.84	Kohl's, Ross Dress for Less, Staples, Petco
Bethlehem	153,000	93.9%	7.33	Giant Food, Petco
Broomall	169,000	100.0%	10.85	Giant Food, Planet Fitness, A.C. Moore, PetSmart
Glenolden	102,000	100.0%	12.43	Walmart
Lancaster	228,000	100.0%	4.76	Lowe's, Community Aid, Mattress Firm
Springfield (leased through 2025) <sup>(6)</sup>	41,000	100.0%	22.99	PetSmart
Wilkes-Barre (461 - 499 Mundy Street)	204,000	91.8%	12.89	Bob's Discount Furniture, Babies "R" Us, Ross Dress for Less, Marshalls, Petco
Wyomissing (leased through 2065) <sup>(6)</sup>	76,000	93.4%	15.86	LA Fitness, PetSmart
York	111,000	100.0%	9.21	Ashley Furniture, Tractor Supply Company, Aldi
South Carolina:				
Charleston (leased through 2063) <sup>(6)</sup>	45,000	100.0%	14.19	Best Buy
Virginia:				
Norfolk (leased through 2050) <sup>(6)</sup>	114,000	100.0%	7.08	BJ's Wholesale Club
Tyson's Corner (leased through 2035) <sup>(6)</sup>	38,000	100.0%	43.04	Best Buy
Puerto Rico:				
Las Catalinas	356,000	93.9%	36.04	Kmart, Forever 21
Montehiedra <sup>(5)</sup>	540,000	93.8%	18.35	Kmart, The Home Depot, Marshalls, Caribbean Theatres, Tiendas Capri
Total Shopping Centers and Malls	13,831,000	97.2%	\$17.07	
WAREHOUSES:				
East Hanover - Five Buildings <sup>(5)</sup>	942,000	91.7%	4.77	J & J Tri-State Delivery, Foremost Groups Inc., PCS Wireless, Fidelity Paper & Supply Inc., Meyer Distributing Inc., Consolidated Simon Distributors Inc., Givaudan Flavors Corp., Opulux (lease not commenced)
Total Urban Edge Properties	14,773,000	96.8%	\$16.43	

<sup>(1)</sup> Percent leased is expressed as a percent of total existing square feet (gross leasable area) subject to a lease.

- (2) Weighted average annual rent per square foot including ground leases and executed leases for which rent has not commenced is calculated by annualizing tenant's current base rent (excluding any free rent periods), and excludes tenant reimbursements, concessions and storage rent. Excluding ground leases where the Company is the lessor, the weighted average annual rent per square foot for our retail portfolio is \$19.77 per square foot.
- (3) Our ownership of Walnut Creek (Mt. Diablo) is 95% at December 31, 2016.
- (4) The tenant has ceased operations at this location but continues to pay rent.
- (5) Not included in the same-property pool for the purposes of calculating same-property cash NOI as of December 31, 2016. Refer to "Non-GAAP Financial Measures" on page 32 for the definition and further discussion of same-property cash NOI.
- (6) The Company is a lessee under a ground or building lease. The total square feet disclosed for the building will revert to the lessor upon lease expiration.

As of December 31, 2016, we had approximately 1,200 leases. Lease terms generally range from five years or less in some instances for smaller tenants to 25 years or more for major tenants. The majority of our leases provide for reimbursements of real estate taxes, insurance and common area maintenance charges (including roof and structure in shopping centers, unless it is the tenant's direct responsibility), and percentage rents based on tenant sales volume. Percentage rents accounted for less than 1% of total revenues during 2016.

## Occupancy

The following table sets forth the consolidated retail portfolio occupancy rate (excluding warehouses), square footage and weighted average annual base rent per square foot of properties in our retail portfolio as of December 31 for the last five years:

	December 31,				
	2016	2015	2014	2013	2012
Total square feet	13,831,000	13,901,000	13,880,000	13,922,000	13,645,000
Occupancy Rate	97.2 %	96.2 %	95.8 %	95.6 %	95.0 %
Average Annual Base Rent per sf	\$17.07	\$16.64	\$16.57	\$16.38	\$16.35

The following table sets forth the occupancy rate, square footage and weighted average annual base rent per square foot of our warehouses as of December 31 for the last five years:

	December 31,				
	2016	2015	2014	2013	2012
Total square feet	942,000	942,000	942,000	942,000	942,000
Occupancy Rate	91.7 %	79.1 %	60.8 %	45.6 %	55.9 %
Average Annual Base Rent per sf	\$4.77	\$4.80	\$4.41	\$4.35	\$4.34

## Major Tenants

The following table sets forth information for the 10 largest tenants by total revenues for the year ended December 31, 2016:

Tenant	Number of Stores	Square Feet	% of Total Square Feet	2016 Revenues	% of Total Revenues
The Home Depot	7	920,000	6.2%	\$20,213,000	6.2%
Walmart	9	1,439,000	9.7%	18,516,000	5.7%
Lowe's	6	976,000	6.6%	13,209,000	4.1%
Stop & Shop / Koninklijke Ahold NV	9	656,000	4.4%	12,033,000	3.7%
The TJX Companies, Inc.	15	543,000	3.7%	11,510,000	3.5%
Kohl's	8	716,000	4.8%	9,637,000	3.0%
Best Buy Co., Inc.	7	313,000	2.1%	8,045,000	2.5%
BJ's Wholesale Club	4	454,000	3.1%	7,766,000	2.4%
Sears Holding, Inc. (Kmart)	4	547,000	3.7%	7,248,000	2.2%
PetSmart, Inc.	10	253,000	1.7%	6,617,000	2.0%



## Lease Expirations

The following table sets forth the anticipated expirations of tenant leases in our consolidated portfolio for each year from 2017 through 2027 and thereafter, assuming no exercise of renewal options or early termination rights:

Year	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of	Weighted Average	
			Retail Properties	Annual Base Rent of Expiring Leases	Per Square Foot
			Square Feet	Total	
Month-To-Month	21	49,000	0.4%	\$2,023,700	\$41.30
2017	72	284,000	2.0%	8,159,320	28.73 <sup>(1)</sup>
2018	71	1,033,000	7.4%	14,988,830	14.51 <sup>(1)</sup>
2019	104	1,198,000	8.7%	26,475,800	22.10
2020	82	1,270,000	9.2%	22,936,200	18.06
2021	79	879,000	6.3%	18,265,620	20.78
2022	67	1,197,000	8.7%	15,441,300	12.90
2023	47	1,093,000	7.9%	20,253,290	18.53
2024	58	1,352,000	9.8%	18,292,560	13.53
2025	38	544,000	3.9%	9,694,080	17.82
2026	47	618,000	4.5%	8,095,800	13.10
2027	41	739,000	5.3%	14,403,110	19.49
Thereafter	55	3,189,000	23.1%	51,119,670	16.03
Sub-total/Average	782	13,445,000	97.2%	\$230,312,850	\$17.13
Vacant	97	386,000	2.8%	N/A	N/A
Total	879	13,831,000	100.0%	\$230,312,850	N/A

<sup>(1)</sup> We expect to achieve moderate increases in average rents as we renew or re-lease these spaces.

## ITEM 3. 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 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND  
5. ISSUER PURCHASES OF EQUITY SECURITIES

## Market Information and Dividends

Our common shares are listed on the NYSE under the symbol "UE". Our common shares began "regular way" trading on January 15, 2015. As of February 15, 2017, there were 1,748 holders of record of our common shares. There have been no repurchases of equity securities. The following table sets forth the high and low closing prices and the cash dividends declared on our common shares by quarter for 2016 and 2015:

Quarter Ended	2016		2015		Cash Dividends Per Share
	High Price	Low Price	High Price	Low Price	
Fourth quarter	\$28.21	\$24.74	\$24.33	\$21.58	\$ 0.22
Third quarter	30.15	27.06	23.06	20.12	0.20
Second quarter	29.86	24.49	24.02	20.79	0.20
First quarter	25.99	22.22	24.67	23.25	0.20

The Company elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended, commencing with the filing of its 2015 tax return. 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 was made in the accompanying consolidated and combined financial statements for periods prior to the separation. 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.

Future distributions will be declared and paid at the discretion of the Board of Trustees and will depend upon cash generated by operating activities, our financial condition, capital requirements, annual dividend requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended, and such other factors as our Board of Trustees deems relevant.

Our total annual dividends per common share for 2016 was \$0.82 per share. The annual dividend amount may differ from dividends as calculated for federal income tax purposes. Distributions to the extent of our current and accumulated earnings and profits for federal income tax purposes generally will be taxable to a shareholder as ordinary dividend income. Distributions in excess of current and accumulated earnings and profits will be treated as a nontaxable reduction of the shareholder's basis in such shareholder's shares, to the extent thereof, and thereafter as taxable capital gains. Distributions that are treated as a reduction of the shareholder's basis in its shares will have the effect of increasing the amount of gain, or reducing the amount of loss, recognized upon the sale of the shareholder's shares. No assurances can be given regarding what portion, if any, of distributions in 2016 or subsequent years will constitute a return of capital for federal income tax purposes. During a year in which a REIT earns a net long-term capital gain, the REIT can elect under Section 857(b)(3) of the Code to designate a portion of dividends paid to shareholders as capital gain dividends. If this election is made, the capital gain dividends are generally taxable to the shareholder as long-term capital gains.

We have determined the dividends paid on our common shares during 2016 and 2015 qualify for the following tax treatment:

	Total Distribution per Share	Ordinary Dividends	Long Term Capital Gains	Return of Capital	
2016	\$ 0.82	\$ 0.82	\$ —	—	—
2015	0.80	0.80	—	—	

Total Shareholder Return Performance

The following performance graph compares the cumulative total shareholder return of our common shares with the Russell 2000 Index, the S&P 500 Index, SNL U.S. REIT Equity Index and the SNL REIT Retail Shopping Ctr Index as provided by SNL Financial LC, from January 15, 2015 to December 31, 2016, assuming an investment of \$100 and the reinvestment of all dividends into additional common shares during the holding period. Historical stock performance is not necessarily indicative of future results.

The performance graph shall not be deemed incorporated by reference by any general statement incorporating by reference this annual report into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent we specifically incorporate this information by reference, and shall not otherwise be deemed filed under such acts.

COMPARISON OF CUMULATIVE TOTAL RETURN<sup>(1)</sup>

<sup>(1)</sup> \$100 invested on January 15, 2015 in stock or index, including reinvestment of dividends.

Stock/Index	Cumulative <sup>(1)</sup> Total Return %	Total Return \$ as of		
		1/15/2015	12/31/2015	12/31/2016
UE	22.6	100	101.4	122.6
S&P 500	17.2	100	104.7	117.2
Russell 2000	20.9	100	99.7	120.9
SNL U.S. REIT Equity	5.7	100	97.1	105.7
SNL U.S. REIT Retail Shopping Center	2.4	100	98.9	102.4

<sup>(1)</sup> Cumulative total return is for the period from the separation date on January 15, 2015 to December 31, 2016.

#### Recent Sales of Unregistered Shares

Under the terms of UELP's limited partnership agreement, the common limited partnership units in our limited partnership may be redeemed, subject to certain conditions, for cash or an equivalent number of our common shares, at our option. During the three months ended December 31, 2016, there were no redemptions of operating partnership units. All other equity securities sold by us during 2016 that were not registered have been previously reported in a Quarterly Report on Form 10-Q or Current Report on Form 8-K.

#### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

During 2016, 2,744 restricted common shares were forfeited by former employees. We did not repurchase any of our equity securities during the three months ended December 31, 2016. All other securities repurchased by us have been previously reported in a Quarterly Report on Form 10-Q or Current Report on Form 8-K.

#### Equity Compensation Plan Information

Information regarding equity compensation plans is presented in Part III, Item 12 of this Annual Report on Form 10-K and incorporated herein by reference.

## ITEM 6. SELECTED FINANCIAL DATA

The following table includes selected consolidated and combined financial data set forth for the Company and the Operating Partnership as of and for each of the five years in the period ended December 31, 2016. The consolidated balance sheets as of December 31, 2016 and December 31, 2015 reflects the consolidation of properties that are wholly-owned and properties in which we own less than 100% interest, but in which we have a controlling interest. The consolidated statement of income for the year ended December 31, 2016 includes the consolidated accounts of the Company. The consolidated and combined statement of income for the year ended December 31, 2015 includes the consolidated accounts of the Company and the combined accounts of UE Businesses. Accordingly, the results presented for the year ended December 31, 2015 reflect the aggregate operations, changes in cash flows and equity 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 data for the periods prior to the separation date are prepared on a carved-out and combined basis from the consolidated financial statements of Vornado as UE Businesses were under common control of Vornado prior to January 15, 2015. This selected financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and our audited consolidated and combined financial statements and related notes included in Part II, Items 7 and 8, respectively, of this Annual Report on Form 10-K.

## Urban Edge Properties

(Amounts in thousands, except per share amounts)	Year Ended December 31,				
	2016	2015	2014	2013	2012
<b>Operating Data:</b>					
Property rentals	\$236,798	\$231,867	\$232,592	\$228,282	\$232,031
Tenant expense reimbursements	84,921	84,617	81,887	73,170	70,453
Income from Stop & Shop settlement	—	—	—	59,599	—
Management and development fees	1,759	2,261	535	606	794
Other income	2,498	4,200	662	1,338	955
Total revenue	325,976	322,945	315,676	362,995	304,233
Total expenses	192,958	224,869	193,236	195,782	179,267
Operating income	133,018	98,076	122,440	167,213	124,966
Net income	96,630	41,348	65,794	109,335	69,850
Net income attributable to operating partnership	(5,812 )	(2,547 )	—	—	—
Net income attributable to consolidated subsidiaries	(3 )	(16 )	(22 )	(21 )	(13 )
Net income attributable to common shareholders <sup>(1)</sup>	\$90,815	\$38,785	\$65,772	\$109,314	\$69,837
Earnings per common share - Basic <sup>(2)</sup> :	0.91	0.39	0.66	1.10	0.70
Earnings per common share - Diluted <sup>(2)</sup> :	0.91	0.39	0.66	1.10	0.70
Weighted average shares outstanding - Basic <sup>(2)</sup>	99,364	99,252	99,248	99,248	99,248
Weighted average shares outstanding - Diluted <sup>(2)</sup>	99,794	99,278	99,248	99,248	99,248
Dividends declared per common share	0.82	0.80	—	—	—

<sup>(1)</sup> Net income earned prior to January 15, 2015 is attributable to Vornado as it was the sole shareholder prior to January 15, 2015. Refer to Note 1 to the consolidated and combined financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

<sup>(2)</sup> The common shares outstanding at the date of separation are reflected as outstanding for all periods prior to the separation. Refer to Note 2 to the consolidated and combined financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

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(Amounts in thousands)	Year Ended December 31,				
	2016	2015	2014	2013	2012
Balance Sheet Data as of period end:					
Real estate, net of accumulated depreciation	\$ 1,597,423	\$ 1,575,530	\$ 1,555,301	\$ 1,562,416	\$ 1,609,121
Total assets	1,904,138	1,918,931	1,731,176	1,749,965	1,857,055
Mortgages payable, net	1,197,513	1,233,983	1,278,182	1,200,762	1,251,234
Total liabilities	1,408,021	1,447,477	1,472,313	1,408,381	1,467,167
Redeemable noncontrolling interests	35,451	33,177	—	—	—
Total equity	496,117	471,454	258,863	341,584	389,888

Other Data:

Cash flow Statement Data:

Provided by operating activities	137,249	138,078	105,688	240,527	108,364
Used in investing activities	(59,230 )	(66,415 )	(45,586 )	(24,926 )	(31,875 )
Provided by (used in) financing activities	(115,858 )	93,795	(63,807 )	(212,636 )	(73,385 )

Urban Edge Properties LP

(Amounts in thousands, except per unit amounts)	Year Ended December 31,				
	2016	2015	2014	2013	2012
Operating Data:					
Property rentals	\$236,798	\$231,867	\$232,592	\$228,282	\$232,031
Tenant expense reimbursements	84,921	84,617	81,887	73,170	70,453
Income from Stop & Shop settlement	—	—	—	59,599	—
Management and development fees	1,759	2,261	535	606	794
Other income	2,498	4,200	662	1,338	955
Total revenue	325,976	322,945	315,676	362,995	304,233
Total expenses	192,958	224,869	193,236	195,782	179,267
Operating income	133,018	98,076	122,440	167,213	124,966
Net income	96,630	41,348	65,794	109,335	69,850
Net income attributable to consolidated subsidiaries	(3 )	(16 )	(22 )	(21 )	(13 )
Net income attributable to unitholders <sup>(1)</sup>	\$96,627	\$41,332	\$65,772	\$109,314	\$69,837
Earnings per unit - Basic <sup>(2)</sup> :	0.91	0.39	0.63	1.04	0.67
Earnings per unit - Diluted <sup>(2)</sup> :	0.91	0.39	0.63	1.04	0.67
Weighted average units outstanding - Basic <sup>(2)</sup>	105,455	105,276	104,965	104,965	104,965
Weighted average units outstanding - Diluted <sup>(2)</sup>	106,099	105,374	104,965	104,965	104,965
Distributions declared per unit	0.82	0.80	—	—	—

<sup>(1)</sup> Net income earned prior to January 15, 2015 is attributable to Vornado as it was the sole unitholder prior to January 15, 2015. Refer to Note 1 to the consolidated and combined financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

<sup>(2)</sup> The units outstanding at the date of separation are reflected as outstanding for all periods prior to the separation. Refer to Note 2 to the consolidated and combined financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.



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(Amounts in thousands)	Year Ended December 31,				
	2016	2015	2014	2013	2012
Balance Sheet Data as of period end:					
Real estate, net of accumulated depreciation	\$ 1,597,423	\$ 1,575,530	\$ 1,555,301	\$ 1,562,416	\$ 1,609,121
Total assets	1,904,138	1,918,931	1,731,176	1,749,965	1,857,055
Mortgages payable, net	1,197,513	1,233,983	1,278,182	1,200,762	1,251,234
Total liabilities	1,408,021	1,447,477	1,472,313	1,408,381	1,467,167
Total equity	496,117	471,454	258,863	341,584	389,888

Other Data:

Cash flow Statement Data:

Provided by operating activities	137,249	138,078	105,688	240,527	108,364
Used in investing activities	(59,230 )	(66,415 )	(45,586 )	(24,926 )	(31,875 )
Provided by (used in) financing activities	(115,858 )	93,795	(63,807 )	(212,636 )	(73,385 )

ITEM 7. 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 Annual Report on Form 10-K. 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 this Annual Report on Form 10-K for the year ended December 31, 2016.

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 Annual Report on Form 10-K. 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 Annual Report on Form 10-K.

The following discussion should be read in conjunction with the consolidated and combined financial statements and notes thereto included in Part II, Item 8 of this Annual Report on Form 10-K.

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. 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 and UEL and their consolidated entities/subsidiaries after giving effect to the transfer of assets and liabilities from Vornado as well as to UE Businesses prior to the date of the separation.

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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

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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 UELP in exchange for approximately 5.4% of UELP's outstanding common limited partnership interests in the Operating Partnership ("OP Units").

The Operating Partnership's capital includes OP Units. As of December 31, 2016, Urban Edge owned approximately 94.0% of the outstanding common OP Units with the remaining limited OP Units held by VRLP, and members of management and our Board of Trustees. Urban Edge serves as the sole general partner of the Operating Partnership. The third party unitholders have limited rights over the Operating Partnership such that they do not have characteristics of a controlling financial interest. As such, the Operating Partnership is considered a variable interest entity ("VIE"), and the Company is the primary beneficiary which consolidates it. The Company's only investment is the Operating Partnership.

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.

As of December 31, 2016, our portfolio consisted of 79 shopping centers, three malls and a warehouse park totaling 14.8 million square feet.

**Operating Strategies.** Our operating strategy is to maximize the value of our existing assets through proactive management encompassing: continuous asset evaluation for highest-and-best-use; efficient and cost-conscious operations that minimize retailer operating expense and preserve property quality; and thoughtful leasing to the most desirable tenants. During 2016, we accomplished the following leasing results:

- increased same-property retail portfolio occupancy<sup>(1)</sup> to 98.0% as of December 31, 2016 from 97.2% as of December 31, 2015;

- increased consolidated retail portfolio occupancy<sup>(2)</sup> to 97.2% as of December 31, 2016 from 96.2% as of December 31, 2015;

- signed 54 new leases totaling 354,911 square feet, including 26 new leases on a same-space<sup>(3)</sup> basis totaling 132,315 square feet at an average rental rate of \$32.00 per square foot on a GAAP basis and \$29.47 per square foot on a cash basis, generating average rent spreads of 41.7% on a GAAP basis and 25.8% on a cash basis; and

- renewed or extended 52 leases totaling 554,259 square feet, including 52 leases on a same-space basis totaling 554,259 square feet at an average rental rate of \$16.87 per square foot on a GAAP basis and \$16.53 per square foot on a cash basis, generating average rent spreads of 13.1% on a GAAP basis and 7.1% on a cash basis.

**Investment Strategies.** Our investment strategy is to selectively deploy capital through a combination of acquisitions, redevelopment and development in our target markets that is expected to generate attractive risk-adjusted returns and, at the same time, to sell assets that no longer meet our investment criteria. In addition to creating value from our existing assets through proactive management, when appropriate, we will redevelop certain assets, will pursue new developments and will acquire properties adjacent to them. During 2016, we:

- increased the number of active development and redevelopment projects which have a total expected investment of \$191.7 million of which \$110.5 million remains to be funded;

- completed projects at Walnut Creek and East Hanover REI;

- identified approximately \$73.0 million of development and redevelopment pipeline projects expected to be completed over the next several years;

- completed the sale of a shopping center located in Waterbury, CT for \$21.6 million resulting in a gain of \$15.6 million; The sale completed the reverse Section 1031 tax deferred exchange transaction with the acquisition of Cross Bay Commons;

<sup>(1)</sup>Information provided on a same-property basis includes the results of properties that were owned and operated for the entirety of the reporting periods being compared and 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 and totals 77 properties as of December 31, 2016 and December 31, 2015.

<sup>(2)</sup>Our retail portfolio includes shopping centers and malls and excludes warehouses.

<sup>(3)</sup>The “same-space” designation is used to compare leasing terms (cash leasing spreads) from the prior tenant to the new/current

tenant. In some cases, leases are excluded from "same-space" because the gross leasable area of the prior lease is combined/divided to form a larger/smaller, non-comparable space.

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acquired a 0.3 acre outparcel adjacent to Tonnelle Commons in North Bergen, NJ for \$2.7 million on December 22, 2016, which will be the future site of a 2,000 sf Popeye's and; executed contracts to acquire Hudson Mall in Jersey City, NJ for an aggregate purchase price of \$43.7 million, the Shops at Bruckner in the Bronx, NY for an aggregate purchase price of \$32.0 million, and Yonkers Gateway Center in Yonkers, NY for an aggregate purchase price of \$51.7 million. These acquisitions closed subsequent to December 31, 2016.

Capital Strategies. Our capital strategy is to keep our balance sheet flexible and capable of supporting growth by using cash flow from operations, borrowing under our existing line of credit and reinvesting funds from selective asset sales. During 2016, we:

- prepaid \$21.2 million of the variable rate portion of our cross-collateralized mortgage loan to maintain compliance with covenant requirements, in connection with the sale of our property in Waterbury, CT;

- transferred our property in Englewood, NJ to receivership; the receiver manages the property while the Company remains the title owner until the receiver disposes of the property; and

- ended the year with cash and cash equivalents of \$131.7 million and net debt (net of cash) to total market capitalization of 26.0% as of December 31, 2016.

2017 Outlook. We seek growth in earnings, funds from operations, and cash flows primarily through a combination of the following:

- leasing vacant spaces, extending expiring leases at higher rents, processing the exercise of tenant options and, when possible, replacing underperforming tenants with tenants that can pay higher rent;

- expediting the delivery of space to and the collection of rent from tenants with executed leases that have not yet commenced;

- creating additional value from our existing assets by redevelopment of existing space, development of new space such as expansion and pad sites and by anchor repositioning; and

- disposing of non-core assets and, when possible, reinvesting the proceeds in the redevelopment of and/or new development on existing properties and in acquiring additional properties meeting our investment criteria.

#### Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, referred to as "GAAP", requires management to make estimates and assumptions that in certain circumstances affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenue and expenses. These estimates are prepared using management's best judgment, after considering past and current events and economic conditions. In addition, certain information relied upon by management in preparing such estimates includes internally generated financial and operating information, external market information, when available, and when necessary, information obtained from consultations with third party experts. Actual results could differ from these estimates. A discussion of possible risks which may affect these estimates is included in "Item 1A. Risk Factors" of this Annual Report on Form 10-K. Management considers an accounting estimate to be critical if changes in the estimate could have a material impact on our consolidated and combined results of operations or financial condition.

Our significant accounting policies are more fully described in Note 3 to the consolidated and combined financial statements included in Part II, Item 8 of this Annual Report on Form 10-K; however, the most critical accounting policies, which involve the use of estimates and assumptions as to future uncertainties and, therefore, may result in actual amounts that differ from estimates, are as follows:

Real Estate — The nature of our business as an owner, redeveloper and operator of retail shopping centers means that we invest significant amounts of capital into our properties. Depreciation, amortization and maintenance costs relating to our properties constitute substantial costs for us as well as the industry as a whole. Real estate is capitalized and depreciated on a straight-line basis in accordance with GAAP and consistent with industry standards based on our best

estimates of the assets' physical and economic useful lives which range from 3 to 40 years. We periodically review the estimated lives of our assets and implement changes, as necessary, to these estimates. These assessments have a direct impact on our net income. Real estate is carried at cost, net of accumulated depreciation and amortization. Expenditures for ordinary maintenance and repairs are expensed to operations as they are incurred. Significant renovations and improvements that improve or extend the useful lives of assets are capitalized.

Real estate undergoing redevelopment activities is also carried at cost but no depreciation is recognized. All property operating expenses directly associated with and attributable to, the redevelopment, including interest, are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the redeveloped property when completed. If the cost of the redeveloped property, including the net book value of the existing property, exceeds the estimated fair value of redeveloped property, the excess is charged to impairment expense. The capitalization period begins when redevelopment activities are underway and ends when the project is substantially complete. Generally, a redevelopment is considered substantially completed and ready for its intended use upon completion of tenant improvements, but no later than one year from completion of major construction

activity. We make judgments as to the time period over which to capitalize such costs and these assumptions have a direct impact on net income because capitalized costs are not subtracted in calculating net income.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above and below-market leases, acquired in-place leases and tenant relationships) and acquired liabilities. We assess fair value based on estimated cash flow projections utilizing appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known trends, and market/economic conditions. Based on these estimates, we allocate the purchase price to the applicable assets and liabilities.

In allocating the purchase price to identified intangible assets and liabilities of an acquired property, the value of above-market and below-market leases is estimated based on the present value of the difference between the contractual amounts, including fixed rate below-market renewal options, to be paid pursuant to the in-place leases and our estimate of the market lease rates and other lease provisions for comparable leases measured over a period equal to the estimated remaining term of the lease. Tenant related intangibles and improvements are amortized on a straight-line basis over the related lease term, including any bargain renewal options. We amortize identified intangibles that have finite lives over the period they are expected to contribute directly or indirectly to the future cash flows of the property or business acquired. We consider qualitative and quantitative factors in evaluating the likelihood of a tenant exercising a below market renewal option and include such renewal options in the calculation of in-place leases. If the value of below-market lease intangibles includes renewal option periods, we include such renewal periods in the amortization period utilized. If a lease terminates prior to its stated expiration, all unamortized amounts relating to that lease are written off.

Our properties are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. An impairment loss is measured based on the excess of the property's carrying amount over its estimated fair value. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. If our estimates of the projected future cash flows, anticipated holding periods, or market conditions change, our evaluation of impairment losses may be different and such differences could be material to our consolidated and combined financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

**Allowance for Doubtful Accounts** — We make estimates of the collectibility of our current accounts receivable and straight-line rents receivable which require significant judgment by management. The collectibility of receivables is affected by numerous factors including current economic conditions, bankruptcies, and the ability of the tenant to perform under the terms of their lease agreement. While we make estimates of potentially uncollectible amounts and provide an allowance for them through bad debt expense, actual collectibility could differ from those estimates which could affect our net income.

With respect to the allowance for current uncollectible tenant receivables, we assess the collectibility of outstanding receivables by evaluating such factors as nature and age of the receivable, credit history and current financial condition of the specific tenant including our assessment of the tenant's ability to meet its contractual lease obligations, and the status of any pending disputes or lease negotiations with the tenant.

The straight-line receivable arises from earnings recognized in excess of amounts currently due under the lease agreements. Due to the nature of the straight-line receivable, the collection period of these amounts typically extends

beyond one year. The extended collection period for straight-line rents along with our evaluation of tenant credit risk may result in the deferral of a portion of straight-line rental income until the collection of such income is reasonably assured. These estimates have a direct impact on our earnings.

Revenue Recognition — We have the following revenue sources and revenue recognition policies:

Base Rent - income arising from minimum lease payments from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a lease incentive to tenants, we recognize the incentive as a reduction of rental revenue on a straight-line basis over the term of the lease.

Percentage Rent - income arising from retail tenant leases that is contingent upon tenant sales exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).

Expense Reimbursements - revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses, real estate taxes and capital improvements of the respective property. This revenue is accrued in the same periods as the expenses are incurred.

Management, Leasing and Other Fees - income arising from contractual agreements with third parties. This revenue is recognized as the related services are performed under the respective agreements.

#### Recent Accounting Pronouncements

See Note 3 to the audited consolidated and combined financial statements in Part II, Item 8 of this Annual Report on Form 10-K 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 cash Net Operating Income ("NOI"), same-property cash NOI and Funds From Operations applicable to diluted common shareholders ("FFO") described later in this section):

(Amounts in thousands)	Year Ended	
	December 31,	
	2016	2015
Net income	\$96,630	\$41,348
FFO applicable to diluted common shareholders <sup>(1)</sup>	136,493	97,951
Cash NOI <sup>(2)</sup>	211,541	205,262
Same-property cash NOI <sup>(2)</sup>	187,999	180,591

<sup>(1)</sup> FFO applicable to diluted common shareholders is utilized as a performance measure for Urban Edge, refer to page 34 for a reconciliation to the nearest GAAP measure.

<sup>(2)</sup> Refer to page 33 for a reconciliation to the nearest GAAP measure.



## Edgar Filing: Urban Edge Properties - Form 10-K

### Comparison of the Year Ended December 31, 2016 to 2015

Net income for the year ended December 31, 2016 was \$96.6 million, compared to net income of \$41.3 million for the year ended December 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 year ended December 31, 2016 as compared to the same period of 2015:

	For the year ended December 31,		
(Amounts in thousands)	2016	2015	\$ Change
Total revenue	\$325,976	\$322,945	\$3,031
Real estate tax expenses	51,429	49,311	2,118
Property operating expenses	45,280	50,595	(5,315 )
General and administrative expenses	27,438	32,044	(4,606 )
Transaction costs	1,405	24,011	(22,606)
Gain on sale of real estate	15,618	—	15,618
Interest and debt expense	51,881	55,584	(3,703 )
Income tax expense	804	1,294	(490 )

Total revenue of \$326.0 million in the year ended December 31, 2016 increased \$3.0 million from \$322.9 million in the year ended December 31, 2015. The increase is primarily attributable to:

- \$4.4 million net increase in property rentals due to rent commencements from higher occupancy, contractual rent increases and increase in specialty leasing income, offset by tenant vacancies at development projects;
- \$0.5 million net increase associated with properties acquired and sold in 2016 and 2015;
- \$0.3 million increase in tenant expense reimbursements due to recoveries derived from the growth in capital improvements partially offset by a decrease in recoverable expenses;
- partially offset by \$1.7 million lower tenant bankruptcy settlement income; and
- \$0.5 million decrease in management and development fee income due to properties under management sold during 2015.

Real estate tax expenses increased by \$2.1 million to \$51.4 million in the year ended December 31, 2016 from \$49.3 million in the year ended December 31, 2015. The increase is primarily attributable to:

- \$2.3 million increase due to higher assessed values and tax refunds received in 2015;
- \$0.5 million increase due to the acquisition of Cross Bay Commons in December 2015; and
- partially offset by \$0.7 million of additional real estate taxes capitalized related to space taken out of service for development and redevelopment projects.

Property operating expenses decreased by \$5.3 million to \$45.3 million in the year ended December 31, 2016 from \$50.6 million in the year ended December 31, 2015. The decrease is primarily attributable to:

- \$3.2 million lower common area maintenance expenses;
- \$1.4 million of environmental remediation costs accrued in 2015; and
- \$0.7 million decrease in non-recoverable operating expenses including property level litigation costs.

General and administrative expenses decreased by \$4.6 million to \$27.4 million in the year ended December 31, 2016 from \$32.0 million in the year ended December 31, 2015. The decrease is primarily attributable to:

- \$7.1 million of share-based compensation expense incurred in 2015 in connection with the one-time issuance of LTIP units to certain executives in connection with our separation transaction; and
- partially offset by \$2.5 million of share-based compensation expense incurred in 2016 due to equity awards granted and the vesting of existing equity awards.

Transaction costs decreased \$22.6 million to \$1.4 million in the year ended December 31, 2016 from \$24.0 million in the year ended December 31, 2015. The decrease is primarily due to costs incurred in connection with the separation transaction in 2015.

Gain on sale of real estate assets of \$15.6 million in the year ended December 31, 2016 was recognized as a result of the sale of our property in Waterbury, CT on June 9, 2016. The sale completed the reverse Section 1031 tax deferred exchange transaction with the acquisition of Cross Bay Commons.

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Interest and debt expense decreased \$3.7 million to \$51.9 million in the year ended December 31, 2016 from \$55.6 million in the year ended December 31, 2015. The decrease is primarily attributable to:

\$1.9 million of additional interest capitalized related to increased levels of development and redevelopment;

\$1.1 million of costs expensed in connection with the refinancing of the loan secured by Montehiedra in January 2015; and

\$0.7 million due to a lower mortgage payable balance as a result of scheduled principal payments and debt prepayment in connection with the sale of our property in Waterbury, CT during the second quarter of 2016.

Income tax expense decreased \$0.5 million resulting in income tax expense of \$0.8 million in the year ended December 31, 2016 from \$1.3 million of expense in the year ended December 31, 2015 as a result of a \$0.6 million reduction to the accrued income tax liability recorded during 2016, partially offset by the current period income tax expense accrual.

### Comparison of the Year Ended December 31, 2015 to 2014

Net income attributable to common shareholders for the year ended December 31, 2015 was \$38.8 million compared to net income of \$65.8 million for the year ended December 31, 2014. 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 year ended December 31, 2015 as compared to the same period of 2014:

(Amounts in thousands)	For the year ended December 31,		
	2015	2014	\$ Change
Total revenue	\$322,945	\$315,676	\$7,269
Real estate tax expenses	49,311	49,835	(524 )
Property operating expenses	50,595	51,988	(1,393 )
Depreciation and amortization	57,253	53,653	3,600
General and administrative expenses	32,044	17,820	14,224
Transaction costs	24,011	8,604	15,407
Interest and debt expense	55,584	54,960	624
Income tax expense	1,294	1,721	(427 )
Net income attributable to noncontrolling interests	2,563	22	2,541

Total revenue increased by \$7.3 million to \$322.9 million in the year ended December 31, 2015 from \$315.7 million in the year ended December 31, 2014. The increase is primarily attributable to:

\$3.7 million of tenant bankruptcy settlement and lease termination income;

\$2.7 million in tenant expense reimbursements as a result of higher occupancy and recoverable costs; and

\$1.7 million in management and development fees due to additional properties under management;

partially offset by a net decrease in property rentals of \$0.9 million.

Real estate tax expenses decreased by \$0.5 million to \$49.3 million in the year ended December 31, 2015 from \$49.8 million in the year ended December 31, 2014. The decrease is primarily attributable to \$0.5 million of real estate tax settlement income received in 2015 related to prior periods.

Property operating expenses decreased by \$1.4 million to \$50.6 million in the year ended December 31, 2015 from \$52.0 million the year ended December 31, 2014. The decrease is primarily attributable to: