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Urban Edge Properties  
Form 10-K

February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

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

For the annual period ended December 31, 2018

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

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

Urban Edge Properties LP

Title of Each Class Name of Each Exchange on Which Registered

None N/A

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

Urban Edge Properties: None Urban Edge Properties LP: None

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Urban Edge Properties YES  NO  Urban Edge Properties LP YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information

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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, a smaller reporting company, or emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

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"/> | Emerging Growth Company <input type="checkbox"/> |
|---|--|--|--|--|

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"/> | Emerging Growth Company <input type="checkbox"/> |
|--|--|---|--|--|

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

Urban Edge Properties  Urban Edge Properties LP

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 29, 2018, the last business day of the Registrant’s most recently completed second fiscal quarter, the aggregate market value of the Common Shares held by nonaffiliates of the Registrant was approximately \$2.6 billion based upon the last reported sale price of \$22.87 per share on the New York Stock Exchange on such date.

As of January 31, 2019, Urban Edge Properties had 114,333,219 common shares outstanding. There is no public trading market for the common units of Urban Edge Properties LP. As a result, the aggregate market value of the common units held by non-affiliates of Urban Edge Properties LP cannot be determined.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates by reference information from certain portions of the Urban Edge Properties’ definite proxy statement for the 2019 annual meeting of shareholders to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year.

## EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2018 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, 2018, UE owned an approximate 90.0% ownership interest in UEL. The remaining approximate 10.0% interest is owned by limited partners. The other limited partners of UEL are Vornado Realty L.P., members of management, our Board of Trustees, and contributors of property interests acquired. 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 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 units of limited 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 agreement, 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 the equity issued at UE and UEL levels.

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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 14, Equity and Noncontrolling Interests, Note 16, Earnings Per Share and Unit and Note 17 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, 2018

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## PART I - FINANCIAL INFORMATION

### ITEM 1. BUSINESS

#### The Company

Urban Edge Properties (“UE”, “Urban Edge” or the “Company”) (NYSE: UE) is a Maryland REIT that manages, develops, redevelops, and acquires retail real estate, primarily in the New York metropolitan area. Urban Edge Properties LP (“UELP” 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 and other assets. UE and UELP were created in 2014 to own the majority of Vornado Realty Trust’s (“Vornado”) (NYSE: VNO) former shopping center business (the “UE Business”), and separated from Vornado in January 2015. Our portfolio is currently comprised of 83 shopping centers, four malls and a warehouse park totaling approximately 16.3 million square feet (sf) with a consolidated occupancy rate of 93.1%.

Unless the context otherwise requires, “we”, “us” and “our” refer to UE after giving effect to the transfer of the UE Business from Vornado, and for periods prior to such transfer, refer to the UE Business while owned by Vornado.

The Company elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended (the “Code”), commencing with the filing of its 2015 tax return for its tax year ended December 31, 2015. With the exception of the Company’s taxable REIT subsidiary (“TRS”), to the extent the Company meets certain requirements under the Code, the Company will not be taxed on its federal taxable income. 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, which, for corporations, was repealed under the TCJA (defined below) for tax years beginning after December 31, 2017) and may not be able to qualify as a REIT for the four subsequent taxable years. In addition to its TRS, the Company is subject to certain foreign and state and local income taxes, including a 29% non-resident withholding tax on its two Puerto Rico malls, which are included in income tax expense in the consolidated statements of income.

#### Company Strategies

Our goal is to be a leading owner and operator of retail real estate in major urban markets, with a focus on the New York metropolitan area. We believe urban markets offer attractive acquisition and redevelopment opportunities resulting from high population density, strong demand from consumers for differentiated live-work-play environments with access to public transportation, above average retailer sales trends, a limited supply of institutional quality assets and a strong supply of older, undermanaged assets that remain privately owned. We seek to create value through the following primary strategies:

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

- Monitoring retailer sales, merchandising, store operations, timeliness of payments, overall financial condition and related factors;
- Being constantly aware of each asset’s competitive position and recommending 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 merchants;

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- Building and nurturing deep relationships with retailer decision-makers;
- Focusing on spaces with below-market leases that might be recaptured;
- Understanding the impact of options, exclusives, co-tenancy and other restrictive lease provisions; and
- Optimizing required capital investment in every transaction.

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Actively investing. We intend to acquire properties in our target markets that meet our criteria for risk-adjusted return and enhance the overall quality of our existing portfolio.

Investment considerations include:

**Geography:** We focus primarily on the New York metropolitan area and secondarily on the Washington, DC to Boston corridor. We intend to invest in our existing core markets, and, overtime, may expand into new markets that have similar characteristics.

**Product:** We generally seek large properties that provide scale relative to the competition and optionality for redevelopment to meet the changing demands of the local community.

**Tenancy:** We consider tenant mix, sales performance and related occupancy cost, lease term, lease provisions, omni-channel capabilities, susceptibility to e-commerce disruption and other factors. Our tenant base comprises a diverse group of merchants, including department stores, supermarkets, discounters, entertainment offerings, health clubs, DIY stores, in-line specialty shops, restaurants and other food and beverage vendors and service providers.

**Rent:** We consider existing rents relative to market rents and target submarkets that have potential for market rent growth as evidenced by strong retailer sales 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 properties located in such markets present more attractive risk-return profile relative to other markets.

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

**Physical Condition:** We consider aesthetics, functionality, building and site conditions and environmental matters in evaluating asset quality.

Constantly evaluating our portfolio and, where appropriate, engaging in selective dispositions. We regularly evaluate each property and intend to dispose of those properties that do not meet our investment criteria.

Maintaining capital discipline. We intend to keep our balance sheet flexible and capable of supporting growth. We expect to generate increasing levels of cash flow from internally generated funds and to have substantial borrowing capacity under our existing revolving credit agreement 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, 2018, 2017 and 2016. The Home Depot, Inc. is our largest tenant and accounted for approximately \$22.6 million, or 5.5% of our total revenue for the year ended December 31, 2018.

### Employees

Our headquarters are located at 888 Seventh Avenue, New York, NY 10019. As of December 31, 2018, we had 116 employees.

### Available Information

Copies of our Annual Reports 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, as amended (the "Exchange Act"), 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



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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 Exchange Act are also available free of charge from us, upon request.

#### Supplement to Material U.S. Federal Income Tax Consequences

This summary supplements and updates the discussion contained under the caption “Material U.S. Federal Income Tax Consequences” in the prospectus dated August 5, 2016, contained in our Registration Statement on Form S-3 filed with the SEC on August 5, 2016 and any prospectus supplements thereto, should be read in conjunction therewith and is subject to the qualifications set forth therein. This summary is for general information purposes only and is not tax advice. This discussion does not address all aspects of taxation that may be relevant to particular holders of our securities in light of their personal investment or tax circumstances.

The reference to the “PATH Act” in the second paragraph in the section titled “Investments in Partnerships” on page 44 of the prospectus is replaced with the “Bipartisan Budget Act of 2015.”

#### The Tax Cuts and Jobs Act

The recently enacted Tax Cuts and Jobs Act (the “TCJA”), generally applicable for tax years beginning after December 31, 2017, made significant changes to the Code, including a number of provisions of the Code that affect the taxation of businesses and their owners, including REITs and their stockholders, and, in certain cases, that modify the tax rules discussed in the accompanying prospectus.

Among other changes, the TCJA made the following changes:

For tax years beginning after December 31, 2017 and before January 1, 2026, (i) the U.S. federal income tax rates on ordinary income of individuals, trusts and estates have been generally reduced and (ii) non-corporate taxpayers are permitted to take a deduction for certain pass-through business income, including dividends received from REITs that are not designated as capital gain dividends or qualified dividend income, subject to certain limitations.

The maximum U.S. federal income tax rate for corporations has been reduced from 35% to 21%, and corporate alternative minimum tax has been eliminated for corporations, which would generally reduce the amount of U.S. federal income tax payable by our taxable REIT subsidiaries (“TRSs”) and by us to the extent we were subject to corporate U.S. federal income tax (for example, if we distributed less than 100% of our taxable income or recognized built-in gains in assets acquired from C corporations). In addition, the maximum withholding rate on distributions by us to non-U.S. stockholders that are treated as attributable to gain from the sale or exchange of a U.S. real property interest is reduced from 35% to 21%.

Certain new limitations on the deductibility of interest expense now apply which may affect the deductibility of interest paid or accrued by us or our TRSs.

Certain new limitations on net operating losses now apply which may affect net operating losses generated by us or our TRSs.

A U.S. tax-exempt stockholder that is subject to tax on its unrelated business taxable income (“UBTI”) will generally be required to separately compute its taxable income and loss for each unrelated trade or business activity for purposes of determining its UBTI.

New accounting rules generally require us to recognize income items for federal income tax purposes no later than when we take the item into account for financial statement purposes, which may accelerate our recognition of certain income items.

This summary does not purport to be a detailed discussion of the changes to U.S. federal income tax laws as a result of the enactment of the TCJA. Technical corrections or other amendments to the TCJA or further administrative and regulatory guidance interpreting the TCJA may be forthcoming at any time. We cannot predict the long-term effect of the TCJA or any future law changes on REITs or their stockholders. Investors are urged to consult their own tax advisors regarding the effect of the TCJA based on their particular circumstances.

#### Consolidated Appropriations Act

The Consolidated Appropriations Act amended various provisions of the Code and implicates certain tax-related disclosures contained in the prospectus. The discussion contained in the second and third paragraphs under “Qualified Shareholders and Qualified Foreign Pension Funds” on page 55 of the prospectus is replaced with the following

paragraph:

For these purposes, a qualified shareholder is generally a non-U.S. stockholder that (i)(A) is eligible for treaty benefits under an income tax treaty with the United States that includes an exchange of information program, and the principal class of interests of which is listed and regularly traded on one or more stock exchanges as defined by the treaty, or (B) is a foreign limited partnership

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organized in a jurisdiction with an exchange of information agreement with the United States and that has a class of regularly traded limited partnership units (having a value greater than 50% of the value of all partnership units) on the New York Stock Exchange or Nasdaq, (ii) is a “qualified collective investment vehicle” (within the meaning of Section 897(k)(3)(B) of the Code) and (iii) maintains records of persons holding 5% or more of the class of interests described in clauses (i)(A) or (i)(B) above. However, in the case of a qualified shareholder having one or more “applicable investors,” the exception described in the first sentence of this paragraph will not apply to the applicable percentage of the qualified shareholder’s stock (with “applicable percentage” generally meaning the percentage of the value of the interests in the qualified shareholder held by applicable investors after applying certain constructive ownership rules). The applicable percentage of the amount realized by a qualified shareholder on the disposition of our stock or with respect to a distribution from us attributable to gain from the sale or exchange of a USRPI will be treated as amounts realized from the disposition of USRPIs. Such treatment shall also apply to applicable investors in respect of distributions treated as a sale or exchange of stock with respect to a qualified shareholder. For these purposes, an “applicable investor” is a person who generally holds an interest in the qualified shareholder and holds more than 10% of our stock applying certain constructive ownership rules.

The discussion contained in the fourth paragraph under “Qualified Shareholders and Qualified Foreign Pension Funds” on page 55 of the prospectus is replaced with the following paragraph:

For periods on or after December 18, 2015, for FIRPTA purposes neither a “qualified foreign pension fund” nor any entity all of the interests of which are held by a qualified foreign pension fund is treated as a non-U.S. stockholder. A “qualified foreign pension fund” is an organization or arrangement (i) created or organized in a foreign country, (ii) established by a foreign country (or one or more political subdivisions thereof) or one or more employers to provide retirement or pension benefits to current or former employees (including self-employed individuals) or their designees as a result of, or in consideration for, services rendered, (iii) which does not have a single participant or beneficiary that has a right to more than 5% of its assets or income, (iv) which is subject to government regulation and with respect to which annual information about its beneficiaries is provided, or is otherwise available, to relevant local tax authorities and (v) with respect to which, under its local laws, (A) contributions that would otherwise be subject to tax are deductible or excluded from its gross income or taxed at a reduced rate, or (B) taxation of its investment income is deferred, or such income is excluded from its gross income or taxed at a reduced rate.

#### Recent FATCA Proposed Treasury Regulations

On December 18, 2018, the Internal Revenue Service promulgated proposed regulations under Sections 1471-1474 of the Code (commonly referred to as FATCA), which proposed regulations eliminate FATCA withholding on gross proceeds and thus implicate certain tax-related disclosures contained in the prospectus. While these regulations have not yet been finalized, taxpayers are generally entitled to rely on the proposed regulations (subject to certain limited exceptions) As a result, the discussion in under “Withholdable Payments to Foreign Financial Entities and Other Foreign Entities” on pages 56 and 69 of the prospectus replaced with the following paragraph:

Pursuant to Sections 1471 through 1474 of the Code, commonly known as the Foreign Account Tax Compliance Act (“FATCA”), a 30% withholding tax (“FATCA withholding”) may be imposed on certain payments to you or to certain foreign financial institutions, investment funds and other non-U.S. persons receiving payments on your behalf if you or such persons fail to comply with information reporting requirements. Such payments will include U.S.-source dividends and, subject to the proposed Treasury Regulations discussed below, the gross proceeds from the sale or other disposition of stock that can produce U.S.-source dividends. Payments of dividends that you receive in respect of shares could be affected by this withholding if you are subject to the FATCA information reporting requirements and fail to comply with them or if you hold Urban Edge Properties shares through a non-U.S. person (e.g., a foreign bank or broker) that fails to comply with these requirements (even if payments to you would not otherwise have been subject to FATCA withholding). While withholding under FATCA would have applied to payments of gross proceeds from a sale or other disposition of Urban Edge Properties shares on or after January 1, 2019, recently proposed

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Treasury Regulations eliminate FATCA withholding on payments of gross proceeds entirely. Taxpayers generally may rely on these proposed Treasury Regulations until final Treasury Regulations are issued. You should consult your own tax advisors regarding the relevant U.S. law and other official guidance on FATCA withholding.

## ITEM 1A. RISK FACTORS

Risk factors that may materially and adversely affect our business, results of operations and financial condition are summarized below. These risks have been separated into three groups: (1) Risks Related to Our Business and Operations and to Our Status as a REIT, (2) Risks Related to Our Common Shares and (3) Risks Related to Our Organization and Structure. 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.

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

There are inherent risks associated with real estate investments and the real estate industry, particularly retail real estate, each of which could have an adverse impact on our financial performance and the value of our properties. Real estate investments are subject to various risks, many of which are beyond our control. Our operating and financial performance and the value of our properties can be affected by many of these risks, including, but not limited to, the following:

- the convenience and quality of competing retail properties and other retailing platforms such as e-commerce;
- local real estate conditions, such as an oversupply of retail space or a reduction in demand for retail space, resulting in vacancies or compromising our ability to rent space on favorable terms;
- adverse changes in the financial condition of tenants at our properties, including financial difficulties, lease defaults or bankruptcies;
- national, regional and local economies, which may be negatively impacted by inflation, deflation, government deficits, high unemployment rates, severe weather or other natural disasters, decreased consumer confidence, industry slowdowns, reduced corporate profits, lack of liquidity and other adverse business conditions;
- civil unrest, acts of war, terrorist attacks and natural or man-made disasters, including seismic activity and floods, which may result in uninsured and underinsured losses;
- changes in the enforcement or creation of laws, regulations and governmental policies, including, without limitation, health, safety, environmental, zoning and tax laws, government fiscal policies and the Americans with Disabilities Act (“ADA”);
- the illiquid nature of real estate investments, which may limit our ability to sell properties at the terms desired or at terms favorable to us;
- competition for investment opportunities from other real estate investors with significant capital, including other REITs, real estate operating companies and institutional investment funds; and
- fluctuations in interest rates and the availability and cost of financing, which could adversely affect our ability and the ability of potential buyers and tenants of our properties, to obtain financing on favorable terms or at all.

During a period of economic slowdown or recession, or the public perception that such a period may occur, declining demand for real estate could result in a general decline in rents or an increased incidence of defaults among our existing tenants, and, consequently, our properties may fail to generate revenues sufficient to meet operating, debt service and other expenses. As a result, we may have to borrow funds to cover fixed costs, and our cash flow, financial condition and results of operations could be adversely affected. As such, the market price of our common shares, and our ability to service debt obligations and pay dividends and other distributions to security holders could be adversely affected.

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

E-commerce continues to gain 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 “brick 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 the shift towards e-commerce causes declines in the “brick and mortar” sales generated by our tenants and/or causes our tenants to reduce the size or number of their retail locations in the future, our cash flow, financial condition and results of operations could be materially and adversely affected.

Retail real estate is a competitive business.

Competition in the retail real estate industry is intense. We compete with a large number of public and private retail real estate companies, including property owners and developers. We compete with these companies to attract customers to our properties, as well as to attract anchor, non-anchor and other tenants. We also compete with these companies for development, redevelopment and acquisition opportunities. Other owners and developers may attempt to take existing tenants from our shopping centers by offering lower rents or other incentives to compel them to relocate. This competition could have a material adverse effect on our ability to lease space and on the amount of rent and expense reimbursements that we receive.

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, which could materially and adversely affect our cash flow, financial condition and results of operations.

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. Spaces that accounted for approximately 7.8% of our annualized base rent for the fiscal year ended December 31, 2018 were vacant as of December 31, 2018, excluding leases signed but not commenced. In addition, leases accounting for approximately 24% of our annualized base rent for the fiscal year ended December 31, 2018 are scheduled to expire within the next three years. 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 other 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. For example, during the year ended December 31, 2018, Toys "R" Us Inc. ("Toys "R" Us"), Sears Holding Corporation ("Sears"), National Stores Inc. ("Falls") and National Wholesale Liquidators filed for Chapter 11 bankruptcy protection. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources included in Part II, Item 7. in this Annual Report on Form 10-K and the Notes to Consolidated Financial Statements included in Part II, Item 8. in this Annual Report on Form 10-K.

Tenants who file for bankruptcy protection have the legal right to reject any or all of their leases and close related stores. In the event that a tenant with a significant number of leases in our properties files for bankruptcy and rejects



its leases, we could experience a significant reduction in our revenues and we may not be able to collect all pre-petition amounts owed by that party, which may adversely affect our cash flow, financial condition and results of operations. The bankruptcy or insolvency of a major tenant at one of our properties could also negatively impact our ability to lease other existing or future vacancies at any such property. In addition, our leases generally do not contain restrictions designed to ensure the ongoing creditworthiness of our tenants. The bankruptcy or insolvency of a major tenant could result in a lower level of net income, which may adversely affect our cash flow, financial condition and results of operations and decrease funds available to pay our indebtedness or make distributions to shareholders. See Part I, Item 2. "Properties" in this Annual Report on Form 10-K.

A significant number of our properties are located in the New York metropolitan area and are affected by the economic cycles there.

Because a significant number of our properties are located in the New York metropolitan area, we are particularly susceptible to adverse economic and other developments in that area. Notably, as of December 31, 2018, two of our New York metropolitan area properties in the aggregate generated in excess of 15% of our annualized base rent (The Outlets at Bergen Town Center and Tonnelle Commons in New Jersey). Collectively, our New York metropolitan area properties in the aggregate generated in excess of 70% of our annualized base rent as of December 31, 2018. Real estate markets are subject to economic downturns and we cannot predict the economic conditions in the New York metropolitan area in either the short-term or long-term. Poor economic or market conditions in the New York metropolitan area, may adversely affect our cash flow, financial condition and results of operations.

#### Risks related to Puerto Rico.

Our two malls in Puerto Rico make up approximately 9% of our Net Operating Income. Puerto Rico faces significant fiscal and economic challenges, including its government filing for bankruptcy protection in 2017. In addition, Hurricanes Irma and Maria placed significant, lasting stress on the island's already strained economy and infrastructure. These factors have led to an ongoing emigration trend of Puerto Rico residents to the United States and elsewhere. The combination of these circumstances could result in less disposable income for the purchase of goods sold in our malls and the inability of merchants to pay rent and other charges. Any of these events could negatively impact our ability to lease space on terms and conditions we seek and could have a material adverse effect on our business and results of operations. As of December 31, 2018, the Company has individual, non-recourse mortgages on each of its Puerto Rico properties as follows: a \$114.9 million mortgage, comprised of a senior and junior loan, maturing in July 2021 secured by The Outlets at Montehiedra and a \$130 million mortgage maturing in August 2024 secured by the Las Catalinas Mall.

#### 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 surges. We also have four properties in California that could be impacted by earthquakes. As a result, we could become subject to business interruption, significant losses and repair costs, such as those we experienced from Hurricane Maria, which damaged and caused the temporary closure of our two properties in Puerto Rico. The Company maintains comprehensive, all-risk property and rental value insurance coverage on our properties, however losses resulting from a natural disaster may be subject to a deductible or not fully covered and such losses could adversely affect our cash flow, financial condition and results of operations.

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 to 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.

Development and redevelopment activities have inherent risks, which could adversely impact our cash flow, financial condition and results of operations.

We may develop or redevelop properties when we believe that doing so is consistent with our business strategy. As of December 31, 2018, we had five properties in our redevelopment project pipeline and 14 active redevelopment projects. We have invested a total of approximately \$146 million in our active projects, which are at various stages of completion, and based on our current plans and estimates, we anticipate it will cost an additional \$50.5 million to complete our active projects. Our five pipeline projects are estimated to cost \$50 - 55 million. We anticipate engaging in additional development and redevelopment activities in the future. In addition to the risks associated with real estate investments in general as described elsewhere, the risks associated with future development and redevelopment activities include:

- expenditure of capital and time on projects that may never be completed;
- failure or inability to obtain financing on favorable terms or at all;
- inability to secure necessary zoning or regulatory approvals;

- higher than estimated construction or operating costs, including labor and material costs;
- inability to complete construction on schedule due to a number of factors, including inclement weather, labor disruptions, construction delays, delays or failure to receive zoning or other regulatory approvals, acts of terror or other acts of violence, or natural disasters (such as fires, seismic activity or floods);
- significant time lag between commencement and stabilization resulting in delayed returns and greater risks due to fluctuations in the general economy, shifts in demographics and competition;
- decrease in customer traffic during the redevelopment period causing a decrease in tenant sales;
- inability to secure key anchor or other tenants at anticipated pace of lease-up or at all; and
- occupancy and rental rates at a newly completed project that may not meet expectations.

If any of the above events were to occur, they may hinder our growth and may have an adverse effect on our cash flow, financial condition and results of operations. In addition, new development and significant redevelopment activities, regardless of whether they are ultimately successful, typically require substantial time and attention from management.

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

The current market for acquisitions of properties in our core markets continues to be 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 operating results at acquired properties may not meet our financial expectations.

Our ability to complete acquisitions on favorable terms and successfully operate or develop them is subject to the following risks:

- we may incur significant costs and divert management attention in connection with the evaluation and negotiation of potential acquisitions, including ones that are subsequently not completed;
- we may be unable to finance acquisitions on favorable terms and in the time period we desire, or at all;
- we may be unable to quickly and efficiently integrate new acquisitions, particularly the acquisition of portfolios of properties, into our existing operations;
- we may acquire properties that are not initially accretive to our results upon acquisition, and we may not successfully manage and lease those properties to meet our expectations; and
- we may acquire properties subject to liabilities and without any recourse, or with only limited recourse to former owners, with respect to unknown liabilities for clean-up of undisclosed environmental contamination, claims by tenants or other persons to former owners of the properties and claims for indemnification by general partners, trustees, officers and others indemnified by the former owners of the properties.

If we are unable to complete acquisitions on favorable terms, or efficiently integrate such acquisitions, our cash flow, financial condition and results of operations could be adversely affected.

It may be difficult to dispose of real estate quickly, which may limit our flexibility.

Real estate is relatively difficult to dispose of 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 dispose of, or finance real estate may be materially and adversely affected during periods of uncertainty or unfavorable conditions in the credit markets as we or potential buyers of our real estate may experience difficulty in obtaining financing. To dispose of low basis deferral or tax-protected properties efficiently we from time to time use like-kind exchanges, which are

intended to qualify for non-recognition of taxable gain, but can be difficult to consummate and result in the property for which the disposed assets are exchanged inheriting their low tax bases and other tax attributes (including tax protection covenants). These challenges related to dispositions may limit our flexibility.

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 operating real estate, 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 operations may be reduced if a tenant does not pay its rent or we are unable to rent our properties on favorable terms.

A number of properties in our portfolio are subject to ground or building leases; if we are found to be in breach of a ground or building lease or are unable to renew a ground or building lease, we could be materially and adversely affected.

A number of the properties in our portfolio are either completely or partially on land that is owned by third parties and leased to us pursuant to ground or building leases. Accordingly, we only own a long-term leasehold or similar interest in those properties. If we are found to be in breach of a ground or building lease and that breach cannot be cured, we could lose our interest in the improvements and the right to operate the property. In addition, unless we can purchase a fee interest in the underlying land or building or extend the terms of these leases before or at their expiration, as to which no assurance can be given, we will lose our interest in the improvements and the right to operate these properties. However, in certain cases, our ability to exercise such options is subject to the condition that we are not in default under the terms of the ground or building lease at the time that we exercise such options, and we can provide no assurances that we will be able to exercise our options at such time. If we were to lose the right to operate a property due to a breach or non-renewal of the ground or building lease, we would be unable to derive income from such property, which could materially and adversely affect us.

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

We are dependent on 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, market knowledge and business relationships, could materially and adversely affect our business, results of operations and financial condition. In September 2018, the Company's former Chief Operating Officer retired concurrently with the hiring of a new one and a new President of Development.

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 ("IT") 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. We have placed reliance on third party managed services to perform a number of IT-related functions. We implemented a new information technology platform in August 2017, including a new enterprise resources planning ("ERP") system. We may experience system difficulties related to our new platform and integrating the services provided by third parties. If we experience a system failure or accident that causes interruptions in our operations, we could experience material and adverse disruptions to our business. We may also incur additional costs to remedy damages caused by such disruptions.

We face risks associated with security and cyber security breaches.

We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the internet, malware, computer viruses, attachments to emails, persons inside our organization or persons with access to systems, and other significant disruptions of our IT networks and related systems. Similarly, vendors from whom we receive outsourced IT-related services, including third-party platforms, face the same risks, which could in turn affect us. Our internal and outsourced IT networks and related systems are essential to the operation of our business and our ability to perform day to day operations. Although (i) we make efforts to maintain the security and integrity of our IT networks and related systems and ensure that our vendors do and (ii) we have implemented various measures to

manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we or our vendors may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

A breach or significant and extended disruption in the functioning of our systems, including our primary website, may damage our reputation and cause us to lose customers, tenants and revenues, generate third-party claims, result in the unintended and/or unauthorized public disclosure or the misappropriation of proprietary, personal identifying and confidential information, and require us to incur significant expenses to address and remediate or otherwise resolve these kinds of issues, and we may not be able to recover these expenses in whole or in any part from our service providers, responsible parties, or insurance carriers which could have a material adverse effect on our business and operations.

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, which could adversely impact our cash flow, financial condition and results of operations.

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

The Company maintains (i) general liability insurance with limits of \$200 million for properties in the U.S. and Puerto Rico and (ii) all-risk property insurance with limits of \$500 million per occurrence and in the aggregate for properties in the U.S. and \$139 million for properties in Puerto Rico, subject to the terms, conditions, exclusions, deductibles and sub-limits when applicable for certain perils such as floods and earthquakes and (iii) numerous other insurance policies including trustees' and officers' insurance, workers' compensation and automobile-related liabilities insurance. The Company's insurance includes coverage for acts of terrorism but excludes coverage for nuclear, biological, chemical or radiological terrorism events as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. In addition, the Company maintains coverage for certain cybersecurity losses with limits of \$5 million per occurrence and 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 typically charged directly to each of the retail properties and warehouses but not all of the cost of such premiums are recovered. The Company is responsible for deductibles, losses in excess of insurance coverage, and the portion of premiums not reimbursable by tenants at our properties, 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 and expect premiums across most property coverage lines to increase in light of recent events. The incurrence



of uninsured losses, costs or uncovered premiums 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 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 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, which 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. If we incur substantial costs to comply with the ADA and any other legislation, our cash flow, financial condition and results of operations could be adversely affected.

Changes in accounting principles, or interpretations thereof, could have a significant impact on our financial position and results of operations.

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"). These principles are subject to interpretation by the U.S. Securities and Exchange Commission and various bodies formed to interpret and create appropriate accounting principles. A change in these principles can have a significant effect on our reported results and may even retroactively affect previously reported transactions. Additionally, the adoption of new or revised accounting principles may require that we make significant changes to our systems, processes and controls.

For example, in February 2016, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2016-02, Leases, which requires lessees to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months, regardless of classification. Implementing ASUs, as well as other new accounting guidance may require us to make significant upgrades to and investments in our ERP systems, and could result in significant adverse changes to our financial statements. For additional information regarding updated standards, see the section titled "Recently Issued Accounting Literature" in Note 3 to the audited consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

We face possible adverse changes in tax law.

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 the Company of such qualification. Any changes to the Code and Treasury Regulations promulgated thereunder that apply to determine the taxability of our separation from Vornado 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 our shareholders and could adversely affect our business, results of operations and financial condition, and the amount of cash available for payment of dividends. Even changes that do not impose greater taxes on us could potentially result in adverse consequences to our shareholders.

### The Tax Cut and Jobs Act

The TCJA makes major changes to the Code, including a number of provisions of the Code that affect the taxation of REITs and their stockholders. Among the changes made by the TCJA are permanently reducing the generally applicable corporate tax rate, reducing the tax rate applicable to individuals and other non-corporate taxpayers for tax years beginning after December 31, 2017 and before January 1, 2026, eliminating or modifying certain previously allowed deductions (including substantially limiting interest deductibility and, for individuals, the deduction for non-business state and local taxes), and providing for preferential rates of taxation through a deduction of up to 20% (subject to certain limitations) on most ordinary REIT dividends and certain trade or business income of non-corporate taxpayers. The decrease in corporate tax rates could decrease the attractiveness of the REITs, including the Company, relative to companies that are not REITs. The TCJA also imposes new limitations on the deduction of net operating losses, which may result in us having to make additional taxable distributions to our stockholders in order to comply with REIT distribution requirements or avoid taxes on retained income and gains. The effect of the significant changes made by the TCJA is highly uncertain, and administrative and regulatory guidance will be required in order to fully evaluate the effect of many provisions. The effect of any technical corrections with respect to the TCJA could have an adverse effect on us or our stockholders. Investors should consult their tax advisors regarding the implications of the TCJA on their investment in us.

Our existing tax protection agreements, and any tax protection agreements that we enter into in the future, could limit our flexibility with respect to disposing of certain of properties or refinancing our indebtedness.

In connection with certain contributions of properties to UELP, we and UELP have entered into tax protection agreements with the contributors of such properties that generally provide that if we dispose of any interest in the contributed properties in a taxable transaction within a certain time period, subject to certain exceptions, we may be required to indemnify the contributors for their tax liabilities attributable to the built-in gain that existed with respect to such property interests, and certain tax liabilities incurred as a result of such tax protection payments. Therefore, although it may be in our stockholders' best interests that we sell a contributed property, it may be economically prohibitive for us to do so because of these obligations. In the future, we and UELP may enter into additional tax protection agreements which could further limit our flexibility to sell or otherwise dispose of our properties.

In addition, one of our current tax protection agreements requires, and any tax protection agreements we enter into in the future may require, UELP to maintain for specified periods of time secured debt on certain of our assets and/or allocate partnership debt to certain contributors of properties to enable them to continue to defer recognition of their taxable gain with respect to the contributed properties. If the failure of UELP to maintain such levels of debt causes any such contributor to recognize gain, we may be required to deliver to such contributor a cash payment intended to approximate the contributor's tax liability resulting from such failure and certain tax liabilities incurred as a result of such tax protection payment. This tax protection agreement may restrict UELP's ability to repay or refinance debt or require UELP to maintain more or different debt than UELP would otherwise require for our business.

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.

Risks related to our outstanding debt.

If we are unable to obtain debt financing or refinance existing indebtedness upon maturity on terms favorable to us, our financial condition and results of operations would likely be adversely affected. In addition, the cost of our existing variable rate debt may increase, especially in a rising interest rate environment, and we may not be able to refinance our existing debt in sufficient amounts or on acceptable terms. As of December 31, 2018, we had \$169.5 million of variable rate debt and our \$600 million revolving credit facility, on which no balance is outstanding at December 31, 2018, bears interest at a floating rate based on the London Interbank Offered Rate (“LIBOR”) plus an applicable margin, and we may continue to 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 (i) adversely affect our ability to service our debt and meet our other obligations and (ii) reduce the amount we are able to distribute to our shareholders. 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, which could have a material adverse effect on us.

Defaults on secured indebtedness may result in foreclosure.

In the event that we default on mortgages in the future, either as a result of ceasing to make debt service payments or failing to meet applicable covenants, the lenders may accelerate the related debt obligations and foreclose and/or take control of the properties that secure their loans. As of December 31, 2018, we had \$1.6 billion of secured debt outstanding and 31 of our properties were encumbered by secured debt. Further, for tax purposes, the foreclosure of a mortgage may result in the recognition of taxable income related to the extinguished debt without us having received any accompanying cash proceeds. As a result, since we are structured as a REIT, we may be required to identify and utilize sources for distributions to our shareholders related to such taxable income in order to avoid incurring corporate tax or to meet the REIT distribution requirements imposed by the Code.

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 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. 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 included in Part II, Item 7. in this Annual Report on Form 10-K and the Notes to Consolidated 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 (which, for corporations, was repealed for tax years beginning after December 31, 2017 under the TCJA). 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 effect of limitations on interest and net operating loss deductibility under the TCJA, 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.

#### Risks related to Section 1031 Exchanges.

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.

We are subject to litigation that may negatively impact our cash flow, financial condition and results of operations. We are a defendant from time to time in lawsuits and regulatory proceedings relating to our business. Due to the inherent uncertainties of litigation and regulatory proceedings, we may not be able to accurately predict the ultimate outcome of any such litigation or proceedings. A significant unfavorable outcome could negatively impact our cash flow, financial condition and results of operations.

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.

Vornado received a private letter ruling from the IRS to the effect that the distribution of UE common shares by each of Vornado and its operating partnership, Vornado Realty L.P. (“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 of 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.

Risk related to the terms of our agreements related to our separation from Vornado.

In connection with the separation and distribution, we entered into certain agreements with Vornado, including a separation agreement between UE and Vornado (the "Separation Agreement") and a tax matters agreement between UE and Vornado (the "Tax Matters Agreement"). These agreements govern certain aspects of our relationship with Vornado. For example, the Tax Matters Agreement 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. Pursuant to the agreement, UE may be required to indemnify Vornado against additional taxes resulting from any violation of a covenant or any inaccuracy or falsity of a representation made by UE under the agreement. The Separation Agreement also contains indemnification provisions which may 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.

The terms of our Agreements, including those relating to tax and indemnification, 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."

There is no assurance that Vornado can satisfy its indemnification obligations to us or that such indemnification can fully offset the related liabilities.

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

The market prices and trading volume of our equity securities may be volatile.

The market prices of our equity securities depend on various factors which may be unrelated to our operating performance or prospects. We cannot assure you that the market prices of our equity securities, including our common shares, will not fluctuate or decline significantly in the future.

A number of factors could negatively affect, or result in fluctuations in, the prices or trading volume of equity securities, including:

- actual or anticipated changes in our operating results and changes in expectations of future financial performance;
- our operating performance and the performance of other similar companies;
- changes in the real estate industry, and in the retail industry, including growth in e-commerce, catalog companies and direct consumer sales;
- our strategic decisions, such as acquisitions, dispositions, spin-offs, joint ventures, strategic investments or changes in business strategy;
- equity issuances or buybacks by us or the perception that such issuances or buybacks may occur or adverse reaction market reaction to any indebtedness we incur;
- increases in market interest rates;
- decreases in our distributions to shareholders;
- changes in real estate valuations or market valuations of similar companies;
- additions or departures of key management personnel;
- publication of research reports about us or our industry by securities analysts, or negative speculation in the press or investment community;
- the passage of legislation or other regulatory developments that adversely affect us, our tax status, or our industry;
- changes in accounting principles;
- our failure to satisfy the listing requirements of the NYSE;
- our failure to comply with the requirements of the Sarbanes Oxley Act;

our failure to qualify as a REIT; and

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general market conditions, including factors unrelated to our performance.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in the price of their common stock. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have a material adverse effect on our cash flow, financial condition and results of operations.

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 the Board of Trustees. The 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 the 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, and in 2017 we issued 13.95 million common shares in two separate offerings.

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 Operating Partnership units would have on the market price of our common shares.

In addition, the Company's 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 other distributions, as the 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.

Increases in market interest rates may result in a decrease in the value of our publicly-traded equity securities.

One of the factors that may influence the prices of our publicly-traded equity securities is the interest rate on our debt and the dividend yield on our common shares relative to market interest rates. If market interest rates, which are currently at low levels relative to historical rates, rise, our borrowing costs could rise and result in less funds being available for distribution. Therefore, we may not be able to, or we may choose not to, provide a higher distribution rate on our common stock. In addition, fluctuations in interest rates could adversely affect the market value of our properties. These factors could result in a decline in the market prices of our publicly-traded equity securities.

## RISKS RELATED TO OUR ORGANIZATION AND STRUCTURE

The Company's 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 (or group thereof) may own more than 9.8% (in value or number of shares, whichever is more restrictive) of our outstanding shares of any class or series, with some exceptions for persons or entities approved by the Board of Trustees. A transfer of shares of beneficial interest of the Company to a person who, as a result of the transfer, violates the ownership limit will be void under certain circumstances, and, in any event, would deny that person any of the economic benefits of owning shares in excess of the ownership limit. 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.

The Company's Declaration of Trust limits the removal of members of the Board of Trustees.

The Company's Declaration of Trust provides that, subject to the rights of holders of one or more classes or series of preferred shares to elect or remove one or more trustees, a trustee may be removed only for cause and only by the affirmative vote of two-thirds of the votes entitled to be cast in the election of trustees. This provision, when coupled with the exclusive power of the Board of Trustees to fill vacancies on the Board of Trustees, precludes shareholders from removing incumbent trustees except for cause and upon a substantial affirmative vote and filling the vacancies created by the removal with their own nominees. These limitations may delay, deter or prevent a change in control of the Company or other transactions that might involve a premium price or otherwise be in the best interest of our shareholders.

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

Certain provisions of Maryland law, may have the effect of inhibiting a third-party from making a proposal to acquire us or of impeding a change in control under circumstances that otherwise could provide the holders of our shares, including:

“Business combination” provisions that, subject to certain exceptions, prohibit certain business combinations between us and an “interested shareholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting shares at any time within the two-year period immediately prior to the date in question) for five years after the most recent date on which the shareholder becomes an interested shareholder, and thereafter impose fair price or super majority shareholder voting requirements on these combinations; and

“Control share” provisions that provide that holders of “control shares” of the Company (defined as shares that, when aggregated with other shares controlled by the shareholder, entitle the shareholder to exercise voting power in the election of trustees within one of three increasing ranges) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of the voting power of issued and outstanding “control shares,” subject to certain exceptions) have no voting rights with respect to their control shares, except to the extent approved by our shareholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

As permitted by Maryland law, the Company's Bylaws provide that we will not be subject to the control share provisions of Maryland law. However, we cannot assure you that the Board of Trustees will not revise the Company's Bylaws in order to be subject to such control share provisions in the future.

Certain provisions of Maryland law permit the board of trustees of a Maryland real estate investment trust with at least three independent trustees and a class of shares registered under the Exchange Act, without shareholder approval and regardless of what is currently provided in its declaration of trust or bylaws, to implement certain corporate governance provisions, some of which (for example, implementing a classified board) are not currently applicable to us. These provisions may have the effect of limiting or precluding a third party from making an unsolicited acquisition proposal for the Company or of delaying, deferring or preventing a change in control under circumstances that otherwise could provide the holders of shares of our shares with the opportunity to realize a premium over the then current market price.

We may issue additional shares in a manner that could adversely affect the likelihood of certain takeover transactions. The Company's Declaration of Trust and Bylaws authorize the Board of Trustees in its sole discretion and without shareholder approval, to:

- cause the Company 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. 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.

## 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, 2018, our portfolio is comprised of 83 shopping centers, four malls and a warehouse park totaling approximately 16.3 million square feet. We own 64 shopping centers 100% in fee simple and own a 95% interest in Walnut Creek (Mt. Diablo). We lease 18 of our shopping center 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, 2018, we had \$1.6 billion of outstanding mortgage indebtedness which is secured by our properties. The following pages provide details of our properties as of December 31, 2018.

| Property  | Total Square Feet<br>(1) | 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>(3)</sup>      | 45,000                   | 100.0%                        | 12.00   | Best Buy  |
| Walnut Creek (Olympic)                            | 31,000                   | 100.0%                        | 70.00   | Anthropologie   |
| Walnut Creek (Mt. Diablo) <sup>(4)</sup>          | 7,000                    | 100.0%                        | 122.00  | Z Gallerie  |
| <b>Connecticut:</b>                               |                          |                               |   |   |
| Newington   | 189,000                  | 100.0%                        | 9.97  | Walmart, Staples  |
| <b>Maryland:</b>                                  |                          |                               |   |   |
| Baltimore (Towson) <sup>(6)</sup>                 | 155,000                  | 100.0%                        | 24.02   | Staples, HomeGoods, Golf Galaxy, Tuesday Morning, Five Below, Ulta, Kirkland's, Sprouts |
| Glen Burnie                                       | 129,000                  | 100.0%                        | 10.21   | Gavigan's Home Furnishings, Pep Boys  |
| Rockville   | 94,000                   | 98.0%                         | 27.56   | Regal Entertainment Group   |
| Wheaton (leased through 2060) <sup>(3)</sup>      | 66,000                   | 100.0%                        | 16.70   | Best Buy  |
| <b>Massachusetts:</b>                             |                          |                               |   |   |
| Cambridge (leased through 2033) <sup>(3)</sup>    | 48,000                   | 100.0%                        | 24.57   | PetSmart, A.C. Moore (lease not commenced)  |
| Chicopee  | 224,000                  | 100.0%                        | 5.50  | Walmart   |
| Milford (leased through July 2019) <sup>(3)</sup> | 83,000                   | 100.0%                        | 9.01  | Kohl's  |
| Springfield                                       | 182,000                  | 100.0%                        | 5.60  | Walmart   |
| <b>Missouri:</b>                                  |                          |                               |   |   |
| Manchester <sup>(6)</sup>                         | 131,000                  | 100.0%                        | 11.12   |   |



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Academy Sports, Bob's Discount Furniture,  
Pan-Asia Market

|   |                   |                  |                |  |
|---|-------------------|------------------|----------------|--|
| New Hampshire:<br>Salem (leased<br>through 2102) <sup>(3)</sup> | 37,000            | —%               | —              |  |
| New Jersey:<br>Bergen Town Center<br>- East, Paramus            | 253,000           | 97.5%            | 21.78          | Lowe's, REI, Kirkland's, Best Buy  |
| Bergen Town Center<br>- West, Paramus                           | 966,000           | 97.9%            | 32.63          | Target, Century 21, Whole Foods Market,<br>Burlington (under construction), Marshalls,<br>Nordstrom Rack, Saks Off 5th,<br>HomeGoods, H&M, Bloomingdale's Outlet,<br>Nike Factory Store, Old Navy, Nieman<br>Marcus Last Call Studio |
| Brick<br>Carlstadt (leased<br>through 2050) <sup>(3)</sup>      | 278,000<br>78,000 | 100.0%<br>100.0% | 19.75<br>23.67 | Kohl's, ShopRite, Marshalls, Kirkland's<br>Stop & Shop   |
| Cherry Hill (Cherry<br>Hill Commons)                            | 264,000           | 70.2%            | 10.61          | Walmart  |
| Cherry Hill (Plaza at<br>Cherry Hill) <sup>(6)</sup>            | 420,000           | 73.3%            | 13.16          | LA Fitness, Aldi, Raymour & Flanigan,<br>Restoration Hardware, Total Wine, Guitar<br>Center, Sam Ash Music   |

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|   |         |        |       |  |
|---|---------|--------|-------|--|
| East Brunswick  | 427,000 | 100.0% | 15.09 | 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 | 98.2%  | 20.39 | The Home Depot, Dick's Sporting Goods, Saks Off Fifth, Marshalls, Forever21 Red, Paper Store |
| East Hanover (280 Route 10 West)                      | 28,000  | 100.0% | 34.71 | REI  |
| East Rutherford                                       | 197,000 | 98.3%  | 12.75 | Lowe's   |
| Garfield  | 280,000 | 100.0% | 14.78 | Walmart, Burlington, Marshalls, PetSmart, Ulta   |
| Hackensack  | 275,000 | 100.0% | 23.67 | The Home Depot, Staples, Petco, 99 Ranch   |
| Hazlet  | 95,000  | 100.0% | 3.70  | Stop & Shop <sup>(5)</sup>   |
| Jersey City (Hudson Mall) <sup>(6)</sup>              | 382,000 | 81.7%  | 16.85 | Marshalls, Big Lots, Retro Fitness, Staples, Old Navy  |
| Jersey City (Hudson Commons)                          | 236,000 | 100.0% | 12.37 | Lowe's, P.C. Richard & Son   |
| Kearny  | 104,000 | 98.2%  | 19.53 | LA Fitness, Marshalls, Ulta (lease not commenced), Starbucks (lease not commenced)           |
| Lawnside  | 151,000 | 100.0% | 16.40 | The Home Depot, PetSmart   |
| Lodi (Route 17 North)                                 | 171,000 | —%     | —     |  |
| Lodi (Washington Street)                              | 85,000  | 87.6%  | 21.88 | Blink Fitness, Aldi  |
| Manalapan   | 208,000 | 100.0% | 18.47 | Best Buy, Bed Bath & Beyond, Raymour & Flanigan, Modell's Sporting Goods, PetSmart           |
| Marlton   | 218,000 | 100.0% | 15.33 | Kohl's, ShopRite, PetSmart   |
| Middletown  | 231,000 | 98.9%  | 13.60 | Kohl's, Stop & Shop  |
| Millburn <sup>(6)</sup>                               | 104,000 | 98.8%  | 25.25 | Trader Joe's, CVS, PetSmart  |
| Montclair   | 21,000  | 100.0% | 26.20 | Whole Foods Market   |
| Morris Plains <sup>(6)</sup>                          | 182,000 | 66.1%  | 25.70 | Kohl's   |
| North Bergen (Kennedy Blvd)                           | 62,000  | 100.0% | 14.83 | Food Bazaar  |
| North Bergen (Tonnelles Ave)                          | 410,000 | 100.0% | 20.65 | Walmart, BJ's Wholesale Club, PetSmart, Staples  |
| North Plainfield                                      | 241,000 | 100.0% | 11.41 | Costco, The Tile Shop, La-Z-Boy, Petco, Da Vita Dialysis (lease not commenced)               |
| Paramus (leased through 2033) <sup>(3)</sup>          | 63,000  | 100.0% | 47.18 | 24 Hour Fitness  |
| Rockaway  | 189,000 | 97.8%  | 14.97 | ShopRite, T.J. Maxx  |
| South Plainfield (leased through 2039) <sup>(3)</sup> | 56,000  | 96.3%  | 21.65 | Staples, Party City  |
| Totowa  | 271,000 | 100.0% | 17.45 | The Home Depot, Bed Bath & Beyond, buybuy Baby, Marshalls, Staples                           |
| Turnersville  | 98,000  | 100.0% | 9.94  | Haynes Furniture Outlet (DBA The Dump), Verizon Wireless                                     |
| Union (2445 Springfield Ave)                          | 232,000 | 100.0% | 17.85 | The Home Depot   |
| Union (Route 22 and Morris Ave)                       | 276,000 | 83.1%  | 17.06 | Lowe's, Office Depot   |
| Watchung  | 170,000 | 98.3%  | 17.31 | BJ's Wholesale Club  |
| Westfield (One Lincoln Plaza) <sup>(6)</sup>          | 22,000  | 89.9%  | 34.99 | Five Guys, PNC Bank  |
| Woodbridge (Woodbridge Commons)                       | 226,000 | 95.2%  | 12.70 | Walmart, Family Discount Furniture (lease not commenced)                                     |
| Woodbridge (Plaza at Woodbridge) <sup>(6)</sup>       | 414,000 | 61.7%  | 17.92 | Best Buy, Raymour & Flanigan, Lincoln Tech, Harbor Freight, Retro Fitness                    |
| New York:   |         |        |       |  |
| Bronx (1750-1780 Gun Hill Road)                       | 77,000  | 100.0% | 36.23 | Planet Fitness, Aldi   |
| Bronx (Bruckner Boulevard) <sup>(6)</sup>             | 371,000 | 81.3%  | 25.96 | Kmart, Marshalls, ShopRite, Burlington   |
| Bronx (Shops at Bruckner) <sup>(6)</sup>              | 114,000 | 72.1%  | 41.04 | Marshalls, Old Navy  |
| Buffalo (Amherst)                                     | 311,000 | 85.0%  | 9.97  |  |

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BJ's Wholesale Club, T.J. Maxx, HomeGoods, LA  
Fitness

|  |         |        |       |                                   |
|--|---------|--------|-------|-----------------------------------|
| Commack (leased through 2021) <sup>(3)</sup>                           | 47,000  | 100.0% | 20.69 | PetSmart, Ace Hardware            |
| Dewitt (leased through 2041) <sup>(3)</sup>                            | 46,000  | 100.0% | 22.51 | Best Buy                          |
| Freeport (Meadowbrook Commons)<br>(leased through 2040) <sup>(3)</sup> | 44,000  | 100.0% | 22.31 | Bob's Discount Furniture          |
| Freeport (Freeport Commons)  | 173,000 | 100.0% | 21.95 | The Home Depot, Staples           |
| Huntington   | 204,000 | 96.4%  | 15.70 | Kmart, Marshalls, Old Navy, Petco |
| Inwood   | 100,000 | 100.0% | 19.73 | Stop & Shop                       |
| Mt. Kisco  | 189,000 | 96.4%  | 16.46 | Target, Stop & Shop               |
| New Hyde Park (leased through<br>2029) <sup>(3)</sup>                  | 101,000 | 100.0% | 20.21 | Stop & Shop                       |

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|   |            |        |         |  |
|---|------------|--------|---------|--|
| Oceanside   | 16,000     | 100.0% | 28.00   | Party City   |
| Queens  | 46,000     | 71.2%  | 39.62   |  |
| Rochester   | 205,000    | 100.0% | 3.08    | Walmart  |
| Rochester (Henrietta)<br>(leased through 2056) <sup>(3)</sup> | 165,000    | 100.0% | 4.61    | Kohl's   |
| Staten Island   | 165,000    | 91.7%  | 24.30   | Western Beef, Planet Fitness, Mavis Discount Tire  |
| West Babylon  | 66,000     | 97.6%  | 17.73   | Best Market, Rite Aid  |
| Yonkers Gateway<br>Center <sup>(6)</sup>                      | 438,000    | 98.5%  | 17.27   | Burlington, Best Buy, DSW, PetSmart, Alamo Drafthouse<br>Cinema, Marshalls (under construction), Homesense (under<br>construction)   |
| Pennsylvania:   |            |        |         |  |
| Bensalem  | 185,000    | 100.0% | 12.91   | Kohl's, Ross Dress for Less, Staples, Petco  |
| Bethlehem   | 153,000    | 95.6%  | 8.18    | Giant Food, Petco  |
| Broomall  | 169,000    | 100.0% | 10.25   | Giant Food, Planet Fitness, A.C. Moore, PetSmart   |
| Glenolden   | 102,000    | 100.0% | 12.77   | Walmart  |
| Lancaster   | 228,000    | 100.0% | 5.07    | Lowe's, Community Aid, Mattress Firm   |
| Springfield (leased<br>through 2025) <sup>(3)</sup>           | 41,000     | 100.0% | 22.99   | PetSmart   |
| Wilkes-Barre (461 - 499<br>Mundy Street)                      | 179,000    | 79.6%  | 11.60   | Bob's Discount Furniture, Ross Dress for Less, Marshalls,<br>Petco, Tuesday Morning  |
| Wyomissing (leased<br>through 2065) <sup>(3)</sup>            | 76,000     | 100.0% | 16.69   | LA Fitness, PetSmart   |
| York  | 111,000    | 100.0% | 9.21    | Ashley Furniture, Tractor Supply Company, Aldi, Crunch<br>Fitness  |
| South Carolina:   |            |        |         |  |
| Charleston (leased<br>through 2063) <sup>(3)</sup>            | 45,000     | 100.0% | 15.10   | Best Buy   |
| Virginia:   |            |        |         |  |
| Norfolk (leased through<br>2069) <sup>(3)</sup>               | 114,000    | 100.0% | 7.08    | BJ's Wholesale Club  |
| Tyson's Corner (leased<br>through 2035) <sup>(3)</sup>        | 38,000     | 100.0% | 43.04   | Best Buy   |
| Puerto Rico:  |            |        |         |  |
| Las Catalinas   | 356,000    | 87.8%  | 31.16   | Kmart, Forever 21  |
| Montehiedra <sup>(6)</sup>                                    | 539,000    | 93.2%  | 18.10   | Kmart, The Home Depot, Marshalls, Caribbean Cinemas,<br>Tiendas Capri  |
| Total Shopping Centers<br>and Malls                           | 15,407,000 | 92.6%  | \$17.90 |  |
| WAREHOUSES:   |            |        |         |  |
| East Hanover<br>Warehouses <sup>(6)</sup>                     | 942,000    | 100.0% | 5.34    | J & J Tri-State Delivery, Foremost Groups, PCS Wireless,<br>Fidelity Paper & Supply, Meyer Distributing, Consolidated<br>Simon Distributors, Givaudan Flavors, Reliable Tire |
| Total Urban Edge<br>Properties                                | 16,349,000 | 93.1%  | \$17.12 |  |

- (1) Percent leased is expressed as the percentage of gross leasable area subject to a lease.
- (2) Weighted average annual base rent per square foot is the current base rent on an annualized basis. It includes executed leases for which rent has not commenced and excludes tenant expense reimbursements, free rent periods, 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 \$20.39 per square foot.
- (3) The Company is a lessee under a ground or building lease. Ground and building lease terms include exercised options and options that may be exercised in future periods. For building leases, the total square feet disclosed for the building will revert to the lessor upon lease expiration. At Salem, the ground lease is for a portion of the parking area only.
- (4) Our ownership of Walnut Creek (Mt. Diablo) is 95%.
- (5) The tenant never commenced operations at this location but continues to pay rent.
- (6) Not included in the same-property pool for the purposes of calculating same-property cash NOI for the years ended December 31, 2018 and 2017.

As of December 31, 2018, we had approximately 1,200 leases. Tenant leases for under 10,000 square feet generally have lease terms of five years or less. Tenant leases for 10,000 square feet or more generally have lease terms of 10 to 25 years, and are considered anchor leases with one or more renewal options available upon expiration of the initial lease term. 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 our total revenues for the year ended December 31, 2018.

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, |           |            |            |            |
|---------------------------------|--------------|-----------|------------|------------|------------|
|                                 | 2018         | 2017      | 2016       | 2015       | 2014       |
| Total square feet               | 15,407,000   | 5,743,000 | 13,831,000 | 13,901,000 | 13,880,000 |
| Occupancy rate                  | 92.6 %       | 96.0 %    | 97.2 %     | 96.2 %     | 95.8 %     |
| Average annual base rent per sf | \$17.90      | \$17.38   | \$17.07    | \$16.64    | \$16.57    |

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, |         |         |         |         |
|---------------------------------|--------------|---------|---------|---------|---------|
|                                 | 2018         | 2017    | 2016    | 2015    | 2014    |
| Total square feet               | 942,000      | 942,000 | 942,000 | 942,000 | 942,000 |
| Occupancy rate                  | 100.0 %      | 100.0 % | 91.7 %  | 79.1 %  | 60.8 %  |
| Average annual base rent per sf | \$5.34       | \$5.15  | \$4.77  | \$4.80  | \$4.41  |

Major Tenants

The following table sets forth information for the 10 largest tenants by total revenues for the year ended December 31, 2018:

| Tenant                                    | Number of Stores | Square Feet | % of Total Square Feet | 2018 Revenues | % of Total Revenues |
|---|------------------|-------------|------------------------|---------------|---------------------|
| The Home Depot, Inc.                      | 7                | 920,000     | 5.6%                   | \$22,602,038  | 5.5%                |
| Walmart Inc.                              | 9                | 1,439,000   | 8.8%                   | 20,163,580    | 4.9%                |
| Lowe's Companies, Inc.                    | 6                | 976,000     | 6.0%                   | 13,993,991    | 3.4%                |
| The TJX Companies, Inc. <sup>(1)</sup>    | 16               | 567,000     | 3.5%                   | 12,920,519    | 3.1%                |
| Best Buy Co., Inc.                        | 10               | 442,000     | 2.7%                   | 11,938,446    | 2.9%                |
| Ahold Delhaize <sup>(2)</sup>             | 8                | 590,000     | 3.6%                   | 11,367,240    | 2.7%                |
| Kohl's Corporation                        | 8                | 716,000     | 4.4%                   | 9,678,229     | 2.3%                |
| PetSmart, Inc.                            | 12               | 287,000     | 1.8%                   | 8,936,052     | 2.2%                |
| Sears Holdings Corporation <sup>(3)</sup> | 4                | 547,000     | 3.3%                   | 8,025,751     | 1.9%                |
| BJs Wholesale Club                        | 4                | 454,000     | 2.8%                   | 7,889,202     | 1.9%                |

<sup>(1)</sup> Includes Marshalls (11), T.J. Maxx (3) and HomeGoods (2).

<sup>(2)</sup> Includes Stop & Shop (6) and Giant Food (2).

<sup>(3)</sup> Includes Kmart (4). Sears Holdings Corporation declared bankruptcy on October 15, 2018. Refer to Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources included in Part II, Item 7. in this Annual Report on Form 10-K and the Notes to Consolidated Financial Statements included in Part II, Item 8. in this Annual Report on Form 10-K for further information.



## Lease Expirations

The following table sets forth the anticipated expirations of tenant leases in our consolidated retail portfolio for each year from 2019 through 2029 and thereafter, assuming no exercise of renewal options or early termination rights:

| Year                 | Number of Expiring Leases | Square Feet of Expiring Leases | Percentage of Retail Properties Square Feet | Weighted Average Annual Base Rent of Expiring Leases |                      |
|----------------------|---------------------------|--------------------------------|---|--|----------------------|
|                      |                           |                                |   | Total  | Per Square Foot      |
| Month-To-Month       | 21                        | 51,000                         | 0.3%  | \$1,426,980  | \$27.98              |
| 2019                 | 109                       | 695,000                        | 4.5%  | 15,005,050   | 21.59 <sup>(1)</sup> |
| 2020                 | 112                       | 1,332,000                      | 8.6%  | 25,188,120   | 18.91 <sup>(1)</sup> |
| 2021                 | 89                        | 867,000                        | 5.6%  | 20,097,060   | 23.18                |
| 2022                 | 91                        | 1,271,000                      | 8.2%  | 19,141,260   | 15.06                |
| 2023                 | 82                        | 1,655,000                      | 10.8%                                       | 28,565,300   | 17.26                |
| 2024                 | 88                        | 1,854,000                      | 12.1%                                       | 29,385,900   | 15.85                |
| 2025                 | 41                        | 617,000                        | 4.0%  | 10,538,360   | 17.08                |
| 2026                 | 60                        | 678,000                        | 4.4%  | 9,803,880  | 14.46                |
| 2027                 | 54                        | 782,000                        | 5.1%  | 16,367,260   | 20.93                |
| 2028                 | 44                        | 524,000                        | 3.4%  | 13,576,840   | 25.91                |
| 2029                 | 38                        | 1,127,000                      | 7.3%  | 21,852,530   | 19.39                |
| Thereafter           | 52                        | 2,818,000                      | 18.3%                                       | 41,396,420   | 14.69                |
| Sub-total/Average    | 881                       | 14,271,000                     | 92.6%                                       | \$255,022,770  | \$17.87              |
| Vacant               | 133                       | 1,136,000                      | 7.4%  | N/A  | N/A                  |
| Total <sup>(2)</sup> | 1,014                     | 15,407,000                     | 100.0%                                      | \$255,022,770  | N/A                  |

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

<sup>(2)</sup> Total lease count excludes warehouse tenant leases, temporary tenant leases and cart and kiosk leases.

## 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

#### Urban Edge Properties

#### 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 12, 2019, there were approximately 1,507 holders of record of our common shares.

The Company elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended (the "Code"), commencing with the filing of its 2015 tax return for its tax year ended December 31, 2015. With the exception of the Company's taxable REIT subsidiary ("TRS"), to the extent the Company meets certain requirements under the Code, the Company will not be taxed on its federal taxable income. 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, which, for corporations, was repealed under the TCJA (defined above) for tax years beginning after December 31, 2017) 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 2018 were \$0.88 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. However, the TCJA provides a deduction of up to 20% of a non-corporate taxpayer's ordinary REIT dividends with such deduction scheduled to expire for taxable years beginning after December 31, 2025. 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 2018 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.

As of December 31, 2017, the Company elected, for tax purposes, to treat the wholly-owned limited partnership that holds its Allentown property as a taxable REIT subsidiary ("TRS"). A TRS is a corporation, other than a REIT, in which we directly or indirectly hold stock, which has made a joint election with us to be treated as a TRS under Section 856(l) of the Code. A TRS is required to pay regular U.S. federal income tax, and state and local income tax where applicable, as a non-REIT "C" corporation.

The Allentown legal entity restructuring resulted in a capital gain recognized for tax purposes in 2017. Consequently, the Company determined that \$0.37 of the \$0.88 dividends distributed to shareholders in 2017 represented long-term capital gains. No capital gains associated with the property's sale on April 26, 2018 were recognized for tax purposes in 2018. The Company's 2018 consolidated financial statements will reflect the TRS' federal and state corporate

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income taxes associated with the TRS' 2018 operating activities. As of December 31, 2018, this TRS has been liquidated and will not subject the Company to income tax beyond 2018.

We have determined the dividends paid on our common shares during 2018 and 2017 qualify for the following tax treatment:

|      | Total<br>Distribution<br>per Share | Ordinary<br>Dividends | Long<br>Term<br>Capital<br>Gains | Return<br>of<br>Capital |
|------|------------------------------------|-----------------------|----------------------------------|-------------------------|
| 2018 | \$ 0.88                            | \$ 0.88               | \$ —                             | —                       |
| 2017 | 0.88                               | 0.51                  | 0.37                             | —                       |

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 Center Index as provided by SNL Financial LC, from January 15, 2015 (the date of our separation from Vornado) to December 31, 2018, 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 Exchange Act 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><br>Total Return<br>% | Total Return \$ as of |            |            |            |            |
|--------------------------------------|--|-----------------------|------------|------------|------------|------------|
|                                      |  | 1/15/2015             | 12/31/2015 | 12/31/2016 | 12/31/2017 | 12/31/2018 |
| UE                                   | (19.3 )  | 100                   | 101.4      | 122.6      | 118.7      | 80.7       |
| S&P 500                              | 36.5   | 100                   | 104.7      | 117.2      | 142.8      | 136.5      |
| Russell 2000                         | 23.4   | 100                   | 99.7       | 120.9      | 138.7      | 123.4      |
| SNL U.S. REIT Equity                 | 8.9  | 100                   | 97.1       | 105.7      | 114.5      | 108.9      |
| SNL U.S. REIT Retail Shopping Center | (23.6 )  | 100                   | 98.9       | 102.4      | 91.1       | 76.4       |

<sup>(1)</sup> Cumulative total return is for the period from the separation date on January 15, 2015 to December 31, 2018.

## Operating Partnership

### Market Information and Distributions

There is no established public market for our general and common limited partnership interests in the operating partnership (“OP Units”). As of February 12, 2019, there were 114,333,219 general partnership units outstanding and 12,736,633 common limited partnership units outstanding, held by approximately 1,507 and 35 holders of record, respectively.

Under the limited partnership agreement of UELP, unitholders may present their common units 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, UELP 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 UELP, however, UE may elect 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. During the year ended December 31, 2018, 429,110 units were redeemed for common shares.

### Recent Sales of Unregistered Shares

During the three months ended December 31, 2018, the Company issued an aggregate of 180,000 common shares in exchange for 180,000 common limited partnership units held by certain limited partners of the Operating Partnership. All common shares were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act. We relied on the exemption under Section 4(a)(2) based upon factual representations received from the limited partner who received the common shares.

Each time the Company issues common shares (other than in exchange for common limited partnership units when such units are presented for redemption), it contributes the proceeds of such issuance to the Operating Partnership in return for an equivalent number of partnership units with rights and preferences analogous to the shares issued. During the three months ended, December 31, 2018, in connection with issuances of common shares by the Company pursuant to the Urban Edge Properties 2015 Employee Share Purchase Plan, the Operating Partnership issued an aggregate of 12,791 common limited partnership units to the Company in exchange for approximately \$0.3 million, the aggregate proceeds of such common share issuances to the Company. Such units were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act.

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

During 2018, 32,482 restricted common shares were forfeited by former employees in connection with their departure from the Company. We did not repurchase any of our equity securities during the three months ended December 31, 2018. Our employees will at times surrender common shares owned by them to satisfy statutory minimum federal, state and local tax obligations associated with the vesting of their restricted common shares. During the three months ended December 31, 2018, no restricted common shares were surrendered.

### 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, 2018. The consolidated balance sheets as of December 31, 2018 and December 31, 2017 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 statements of income for the year ended December 31, 2018, December 31, 2017 and December 31, 2016 include the consolidated accounts of the Company. 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 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, |           |           |                     |                     |
|---|-------------------------|-----------|-----------|---------------------|---------------------|
|   | 2018                    | 2017      | 2016      | 2015 <sup>(4)</sup> | 2014 <sup>(4)</sup> |
| <b>Operating Data:</b>  |                         |           |           |                     |                     |
| Rental revenue <sup>(1)</sup>                                 | \$411,298               | \$365,082 | \$321,719 | \$316,484           | \$314,479           |
| Management and development fees                               | 1,469                   | 1,535     | 1,759     | 2,261               | 535                 |
| Income from acquired leasehold interest                       | —                       | 39,215    | —         | —                   | —                   |
| Other income  | 1,393                   | 1,210     | 2,498     | 4,200               | 662                 |
| Total revenue   | 414,160                 | 407,042   | 325,976   | 322,945             | 315,676             |
| Total expenses  | 292,295                 | 245,278   | 192,958   | 224,869             | 193,236             |
| Operating income  | 121,865                 | 161,764   | 133,018   | 98,076              | 122,440             |
| Net income  | 116,963                 | 72,938    | 96,630    | 41,348              | 65,794              |
| Net income attributable to operating partnership              | (11,768 )               | (5,824 )  | (5,812 )  | (2,547 )            | —                   |
| Net income attributable to consolidated subsidiaries          | (45 )                   | (44 )     | (3 )      | (16 )               | (22 )               |
| Net income attributable to common shareholders <sup>(2)</sup> | \$105,150               | \$67,070  | \$90,815  | \$38,785            | \$65,772            |
| Earnings per common share - Basic <sup>(3)</sup> :            | 0.92                    | 0.62      | 0.91      | 0.39                | 0.66                |
| Earnings per common share - Diluted <sup>(3)</sup> :          | 0.92                    | 0.61      | 0.91      | 0.39                | 0.66                |
| Weighted average shares outstanding - Basic <sup>(3)</sup>    | 113,863                 | 107,132   | 99,364    | 99,252              | 99,248              |
| Weighted average shares outstanding - Diluted <sup>(3)</sup>  | 114,051                 | 118,390   | 99,794    | 99,278              | 99,248              |
| Dividends declared per common share                           | 0.88                    | 0.88      | 0.82      | 0.80                | —                   |

<sup>(1)</sup> In accordance with ASC 205 Presentation of Financial Statements, the Company reclassified Property rentals and Tenant reimbursement income to Rental revenue as reflected in this Form 10-K.

<sup>(2)</sup> Net income earned prior to January 15, 2015 is attributable to Vornado as it was the sole shareholder prior to January 15, 2015.

<sup>(3)</sup> The common shares outstanding at the date of separation are reflected as outstanding for all periods prior to the separation.

<sup>(4)</sup> 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 the UE Business. 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 the UE Business was under the control of Vornado prior to January 15, 2015.

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| (Amounts in thousands)                            | Year Ended December 31, |             |             |             |             |
|---|-------------------------|-------------|-------------|-------------|-------------|
|   | 2018                    | 2017        | 2016        | 2015        | 2014        |
| Balance Sheet Data as of period end:              |                         |             |             |             |             |
| Real estate, net of accumulated depreciation      | \$2,123,120             | \$2,084,727 | \$1,597,423 | \$1,575,530 | \$1,555,301 |
| Total assets                                      | 2,798,994               | 2,820,808   | 1,904,138   | 1,918,931   | 1,731,176   |
| Mortgages payable, net                            | 1,550,242               | 1,564,542   | 1,197,513   | 1,233,983   | 1,278,182   |
| Total liabilities                                 | 1,793,017               | 1,830,267   | 1,408,021   | 1,447,477   | 1,472,313   |
| Noncontrolling interests in operating partnership | 100,822                 | 100,218     | 35,451      | 33,177      | —           |
| Total equity                                      | 1,005,977               | 990,541     | 496,117     | 471,454     | 258,863     |

Other Data:

Cash flow Statement Data:

|  |            |            |            |           |           |
|--|------------|------------|------------|-----------|-----------|
| Provided by operating activities           | 137,040    | 157,898    | 137,249    | 138,078   | 105,688   |
| Used in investing activities               | (64,803 )  | (295,732 ) | (59,230 )  | (66,415 ) | (45,586 ) |
| Used in (provided by) financing activities | (115,556 ) | 498,489    | (115,858 ) | 93,795    | (63,807 ) |

Urban Edge Properties LP

| (Amounts in thousands, except per unit amounts)             | Year Ended December 31, |           |           |                     |                     |
|---|-------------------------|-----------|-----------|---------------------|---------------------|
|   | 2018                    | 2017      | 2016      | 2015 <sup>(4)</sup> | 2014 <sup>(4)</sup> |
| Operating Data:   |                         |           |           |                     |                     |
| Rental revenue <sup>(1)</sup>                               | \$411,298               | \$365,082 | \$321,719 | \$316,484           | \$314,479           |
| Management and development fees                             | 1,469                   | 1,535     | 1,759     | 2,261               | 535                 |
| Income from acquired leasehold interest                     | —                       | 39,215    |           |                     |                     |
| Other income  | 1,393                   | 1,210     | 2,498     | 4,200               | 662                 |
| Total revenue   | 414,160                 | 407,042   | 325,976   | 322,945             | 315,676             |
| Total expenses  | 292,295                 | 245,278   | 192,958   | 224,869             | 193,236             |
| Operating income  | 121,865                 | 161,764   | 133,018   | 98,076              | 122,440             |
| Net income  | 116,963                 | 72,938    | 96,630    | 41,348              | 65,794              |
| Net income attributable to consolidated subsidiaries        | (45 )                   | (44 )     | (3 )      | (16 )               | (22 )               |
| Net income attributable to unitholders <sup>(2)</sup>       | \$116,918               | \$72,894  | \$96,627  | \$41,332            | \$65,772            |
| Earnings per unit - Basic <sup>(3)</sup> :                  | 0.92                    | 0.62      | 0.91      | 0.39                | 0.63                |
| Earnings per unit - Diluted <sup>(3)</sup> :                | 0.92                    | 0.61      | 0.91      | 0.39                | 0.63                |
| Weighted average units outstanding - Basic <sup>(3)</sup>   | 126,198                 | 117,779   | 105,455   | 105,276             | 104,965             |
| Weighted average units outstanding - Diluted <sup>(3)</sup> | 126,386                 | 118,390   | 106,099   | 105,374             | 104,965             |
| Distributions declared per unit                             | 0.88                    | 0.88      | 0.82      | 0.80                | —                   |

<sup>(1)</sup> In accordance with ASC 205, the Company reclassified Property rentals and Tenant reimbursement income to Rental revenue as reflected in this Form 10-K.

<sup>(2)</sup> Net income earned prior to January 15, 2015 is attributable to Vornado as it was the sole unitholder prior to January 15, 2015.

<sup>(3)</sup> The units outstanding at the date of separation are reflected as outstanding for all periods prior to the separation.

<sup>(4)</sup> 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 the UE Business. 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 the UE Business was under common control of Vornado prior to January 15, 2015.



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| (Amounts in thousands)                       | Year Ended December 31, |             |             |             |             |
|--|-------------------------|-------------|-------------|-------------|-------------|
|  | 2018                    | 2017        | 2016        | 2015        | 2014        |
| Balance Sheet Data as of period end:         |                         |             |             |             |             |
| Real estate, net of accumulated depreciation | \$2,123,120             | \$2,084,727 | \$1,597,423 | \$1,575,530 | \$1,555,301 |
| Total assets                                 | 2,798,994               | 2,820,808   | 1,904,138   | 1,918,931   | 1,731,176   |
| Mortgages payable, net                       | 1,550,242               | 1,564,542   | 1,197,513   | 1,233,983   | 1,278,182   |
| Total liabilities                            | 1,793,017               | 1,830,267   | 1,408,021   | 1,447,477   | 1,472,313   |
| Total equity                                 | 1,005,977               | 990,541     | 496,117     | 471,454     | 258,863     |
| Other Data:                                  |                         |             |             |             |             |
| Cash flow Statement Data:                    |                         |             |             |             |             |
| Provided by operating activities             | 137,040                 | 157,898     | 137,249     | 138,078     | 105,688     |
| Used in investing activities                 | (64,803 )               | (295,732 )  | (59,230 )   | (66,415 )   | (45,586 )   |
| Used in (provided by) financing activities   | (115,556 )              | 498,489     | (115,858 )  | 93,795      | (63,807 )   |



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 "believes," "expects," "anticipates," "estimates," "intends," "plans," "wants," "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; these factors include, among others, the estimated remediation and repair costs related to natural disasters at the affected properties and the loss of or bankruptcy of a major tenant and the impact of any such event. 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, 2018.

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 financial statements and notes thereto included in Part II, Item 8 of this Annual Report on Form 10-K.

#### Executive Overview

Urban Edge Properties ("UE", "Urban Edge", or the "Company") (NYSE: UE) is a Maryland real estate investment trust that manages, develops, redevelops, and acquires retail real estate, primarily in the New York metropolitan area. 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. Unless the context otherwise requires, references to "we", "us" and "our" refer to Urban Edge Properties and UEL and their consolidated entities/subsidiaries.

The Operating Partnership's capital includes general and common limited partnership interests in the operating partnership ("OP Units"). As of December 31, 2018, Urban Edge owned approximately 90.0% of the outstanding common OP Units with the remaining limited OP Units held by Vornado Realty L.P., members of management, our Board of Trustees and contributors of property interests acquired. 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 that consolidates it. The Company's only investment is the Operating Partnership. The VIE's assets can be used for purposes other than the settlement of the VIE's obligations and the Company's partnership interest is considered a majority voting interest.

As of December 31, 2018, our portfolio comprised 83 shopping centers, four malls and a warehouse park totaling approximately 16.3 million square feet.

**Operating Strategy.** 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 enhance property quality; and targeted leasing to desirable tenants. During 2018 we:

increased same-property cash Net Operating Income (“NOI<sup>(1)</sup>”) by 0.7% over the year ended December 31, 2017; reported a decline of same-property retail portfolio occupancy<sup>(2)</sup> to 93.2% from 96.6% as of December 31, 2017; reported a decline of consolidated retail portfolio occupancy<sup>(3)</sup> to 92.6% from 96.0% as of December 31, 2017 due to tenant bankruptcies; signed 44 new leases totaling 433,113 square feet, including 15 new leases on a same-space<sup>(4)</sup> basis totaling 221,585 square feet at an average rental rate of \$11.51 per square foot on a GAAP basis and \$10.77 per square foot on a cash basis, and resulting in average rent spreads of (1.4)% on a GAAP basis and (11.6)% on a cash basis; and renewed or extended 77 leases totaling 1,216,572 square feet, all on a same-space basis, at an average rental rate of \$19.25 per square foot on a GAAP basis and \$18.86 per square foot on a cash basis and, generating average rent spreads of 12.8% on a GAAP basis and 5.4% on a cash basis.

Investment Strategy. Our investment strategy is to selectively deploy capital through redevelopment and development of our existing assets and through acquisitions in our target markets that are expected to generate attractive risk-adjusted returns. At the same time, we plan to sell assets that no longer meet our investment criteria. During 2018, we:

- increased the number of active development and redevelopment projects; active projects have a total expected investment of \$196.5 million of which \$50.5 million remains to be funded;

- completed projects at The Outlets at Montehiedra in San Juan, PR, Bergen Town Center in Paramus, NJ, West End Commons in North Plainfield, NJ, Goucher Commons in Towson, MD, Marlton Commons in Marlton, NJ, Lawnside Commons in Lawnside, NJ, Governors Commons in Glen Burnie, MD, Cherry Hill Commons in Cherry Hill, NJ and Rockaway River Commons in Rockaway, NJ of which \$1.0 million remains to be funded;

- identified approximately \$52.5 million of additional development and redevelopment projects expected to be completed over the next several years;

- acquired four retail assets, at an aggregate purchase price of \$4.9 million and 26,050 sf, all adjacent to centers currently owned by us; and

- completed the sale of our property in Allentown, PA for \$54.3 million, net of selling costs and the sale of land in Cherry Hill, NJ for \$3.3 million, net of selling costs.

Capital Strategy. Our capital strategy is to keep our balance sheet strong, flexible and capable of supporting growth by using cash flow from operations, refinancing debt when opportunities are favorable, issuing debt when appropriate and reinvesting funds from selective asset sales. During 2018, we:

- extinguished \$11.5 million of mortgage debt secured by our former property in Englewood, NJ and recognized a \$2.5 million gain on extinguishment of debt as a result of the property's foreclosure sale;

- draw no amounts on our revolving credit agreement, of which \$600 million remains available; and

- ended the year with cash and cash equivalents, including restricted cash, of \$457.5 million and debt, net of cash, to total market capitalization of 30.1%.

2019 Outlook. We seek growth in earnings, funds from operations, and cash flows primarily by:

- 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 rents;

- expediting the delivery of space to and the collection of rents 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 and pad sites, and by anchor repositioning; and

- disposing of non-core assets and, when possible, reinvesting the proceeds in existing properties and in acquiring additional properties meeting our investment criteria.

(1) Refer to page 39 for a reconciliation to the nearest GAAP measure.

(2) Information provided on a same-property basis excludes properties under development, redevelopment or that involve anchor repositioning where a substantial portion of the gross leasable area is taken out of service and also excludes properties acquired, sold, or under contract to be sold during the periods being compared and totals 75 properties for the years ended December 31, 2018 and December 31, 2017.

(3) Our retail portfolio includes shopping centers and malls and excludes warehouses.

(4) 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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## 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 results of operations or financial condition.

Our significant accounting policies are more fully described in Note 3 to the consolidated 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 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 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 based on their relative fair values at date of acquisition.

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 financial statements. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses. The carrying value of a property may also be individually reassessed in the event a casualty occurs at that property. Casualty events may include property damage from a natural disaster or fire. When such an event occurs, management estimates the net book value of assets damaged over the property's total gross leasable area and adjusts the property's carrying value to reflect the damages. Estimates are subjective and may change if additional damage is later assessed.

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

Rental revenue comprises revenue from property rentals and tenant expense reimbursements, as designated within tenant operating leases.

Property Rentals: We generate revenue from minimum lease payments from tenant operating leases. These rents are recognized over the noncancelable terms of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases in accordance with ASC 840 Leases. We satisfy our performance obligations over time, under the noncancelable lease term, commencing 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 remaining term of the lease. The underlying leased asset remains on our consolidated balance sheet and continues to depreciate. In addition to minimum lease payments, certain rental income derived from our tenant leases is contingent and dependent on percentage rent. Percentage rents are earned by the Company in the event the tenant's gross sales exceed certain amounts. Terms of percentage rent are agreed upon in the tenant's lease and will vary based on the tenant's sales.

Tenant expense reimbursements: In accordance with ASC 840, revenue arises 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 period the expenses are incurred.

Income from acquired leasehold interest: Income from acquired leasehold interest was revenue generated in connection with the write-off of an unamortized intangible liability balance related to the below-market ground lease as well as the balance of the straight-line receivable balance, upon acquisition of the leasehold interest of the property. This revenue was recognized in accordance with ASC 840.

Other Income: Other income is generated in connection with certain services provided to tenants for which we earn a fee. This revenue is recognized as the services are transferred in accordance with ASC 606, with the exception of lease termination fee income, which is recognized when received in accordance with ASC 840.

Management and development fees: We generate management and development fee income from contractual property management agreements with third parties. This revenue is recognized as the services are transferred in accordance with ASC 606.

#### Recent Accounting Pronouncements

See Note 3 to the audited consolidated 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. Additionally, see Note 7 to the audited consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K for information regarding recent amendments to the Internal Revenue Code.

#### 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 base 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 expenditures consist of our property operating and capital costs, 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, professional fees, information technology, office expenses and other administrative expenses; and interest and debt expense is primarily interest on our mortgage debt. 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 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 properties are included in our financial statements as of the date of acquisition.

The following provides an overview of our key non-GAAP measures based on our consolidated results of operations (refer to cash 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, |           |
|  | 2018         | 2017      |
| Net income   | \$ 116,963   | \$ 72,938 |
| FFO applicable to diluted common shareholders <sup>(1)</sup> | 168,511      | 157,560   |
| Cash NOI <sup>(2)</sup>                                      | 226,965      | 233,304   |
| Same-property cash NOI <sup>(2)</sup>                        | 191,220      | 189,875   |

<sup>(1)</sup> Refer to page 40 for a reconciliation to the nearest generally accepted accounting principles (“GAAP”) measure.

<sup>(2)</sup> Refer to page 39 for a reconciliation to the nearest GAAP measure.

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Comparison of the Year Ended December 31, 2018 to December 31, 2017

Net income for the year ended December 31, 2018 was \$117.0 million, compared to net income of \$72.9 million for the year ended December 31, 2017. The following table summarizes certain line items from our consolidated 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, 2018 as compared to the same period of 2017:

| (Amounts in thousands)                | For the year Ended December 31, |           |           |
|---------------------------------------|---------------------------------|-----------|-----------|
|                                       | 2018                            | 2017      | \$ Change |
| Total revenue                         | \$414,160                       | \$407,042 | \$7,118   |
| Depreciation and amortization         | 99,422                          | 82,281    | 17,141    |
| Real estate taxes                     | 63,655                          | 59,737    | 3,918     |
| Property operating expenses           | 74,222                          | 50,894    | 23,328    |
| General and administrative            | 34,984                          | 30,691    | 4,293     |
| Casualty and impairment loss, net     | 4,426                           | 7,382     | (2,956 )  |
| Provision for doubtful accounts       | 4,138                           | 3,445     | 693       |
| Gain on sale of real estate           | 52,625                          | 202       | 52,423    |
| Interest income                       | 8,336                           | 2,248     | 6,088     |
| Interest and debt expense             | 64,868                          | 56,218    | 8,650     |
| Gain (loss) on extinguishment of debt | 2,524                           | (35,336 ) | 37,860    |
| Income tax (expense) benefit          | (3,519 )                        | 278       | (3,797 )  |

Total revenue increased by \$7.1 million to \$414.2 million in the year ended December 31, 2018 from \$407.0 million in the year ended December 31, 2017. The increase is primarily attributable to:

- \$22.4 million increase as a result of the write-off of below-market lease intangible liabilities related to our recapture of four out of nine Toys “R” Us leases and one Fallas lease;

- \$9.8 million increase as a result of acquisitions net of dispositions;

- \$8.2 million increase in property rentals due to rent commencements, lease modifications and contractual rent increases;

- \$5.1 million increase in tenant expense reimbursements due to an increase in recoverable expenses and revenue from recoverable capital projects; and

- \$0.8 million decrease in rent abatements at our two malls in Puerto Rico as a result of Hurricane Maria, and at our property, Bergen Town Center, in Paramus, NJ, as a result of a construction rental abatements, partially offset by \$39.2 million lower income from acquired leasehold interest due to the write-off of the unamortized intangible liability related to the below-market ground lease acquired and existing straight-line receivable balance in connection with the acquired ground lease at Shops at Bruckner, in the first quarter of 2017.

Depreciation and amortization increased by \$17.1 million to \$99.4 million in the year ended December 31, 2018 from \$82.3 million in the year ended December 31, 2017. The increase is primarily attributable to:

- \$13.3 million increase as a result of the write-off of the existing tenant improvements and intangible assets related to recaptured leases and early lease terminations;

- \$5.0 million increase as a result of acquisitions net of dispositions; and

- \$3.2 million increase from completed development projects and tenant improvements, partially offset by

- \$4.4 million decrease as a result of the write-off of the existing intangible assets at Yonkers Gateway Center upon acquisition of the remaining fee and leasehold interests in the second quarter of 2017.

Real estate taxes increased by \$3.9 million to \$63.7 million in the year ended December 31, 2018 from \$59.7 million in the year ended December 31, 2017. The increase is primarily attributable to:

- \$2.0 million increase due to higher assessed values and tax rates and decrease in capitalized real estate taxes due to development projects placed into service; and

- \$1.9 million increase as a result of acquisitions net of dispositions.

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Property operating expenses increased by \$23.3 million to \$74.2 million in the year ended December 31, 2018 from \$50.9 million in the year ended December 31, 2017. The increase is primarily attributable to:  
• \$15.5 million of lease termination payments to acquire the Toys “R” Us leases at Bruckner Commons in the Bronx, NY and Hudson Mall in Jersey City, NJ;

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\$4.2 million in additional common area maintenance projects;  
\$3.0 million increase as a result of acquisitions net of dispositions; and  
\$0.6 million increase in accrued environmental remediation costs.

General and administrative expenses increased by \$4.3 million to \$35.0 million in the year ended December 31, 2018 from \$30.7 million in the year ended December 31, 2017. The increase is primarily attributable to:

\$2.6 million higher stock-compensation expense due to additional equity awards granted; and  
\$1.9 million of costs associated with hiring a new Chief Operating Officer and a new President of Development and severance expenses related to the termination of a prior executive, partially offset by  
\$0.2 million decrease in legal and other professional fees.

Casualty and impairment losses of \$4.4 million were recognized in the year ended December 31, 2018 as a result of the following events:

\$5.6 million of real estate impairment losses recognized on our properties in Salem, NH, as a result of the vacancy caused by the Toys “R” Us bankruptcy, and in West Babylon, NY, as a result of an executed letter of intent, partially offset by

\$1.2 million net casualty gain recognized as result of Hurricane Maria, consisting of \$1.5 million of insurance proceeds, offset by \$0.3 million of hurricane related expenses.

Casualty and impairment losses of \$7.4 million were recognized in the year ended December 31, 2017 as a result of the following events:

\$3.5 million real estate impairment loss on our property in Eatontown, NJ, prior to sale on June 30, 2017; and  
\$3.9 million casualty loss incurred as a result of Hurricane Maria, consisting of a \$2.2 million write-off of the estimated net book value of the fixed assets damaged by the hurricane, and \$1.7 million of hurricane related expenses.

Provision for doubtful accounts increased by \$0.7 million to \$4.1 million in the year ended December 31, 2018 from \$3.4 million in the year ended December 31, 2017. The increase is primarily attributable to additional reserves for troubled tenants.

A gain on sale of real estate of \$52.6 million was recognized in the year ended December 31, 2018 comprised of \$50.4 million as a result of the sale of our property in Allentown, PA on April 26, 2018 and \$2.2 million as a result of the sale of a 5.7 acre land parcel on July 5, 2018 at our property, Cherry Hill Commons, in Cherry Hill, NJ. In the year ended December 31, 2017 we recognized a \$0.2 million gain on sale of real estate as a result of the sale of excess land at our property in Kearny, NJ on September 8, 2017.

Interest income increased by \$6.1 million to \$8.3 million in the year ended December 31, 2018 from \$2.2 million in the year ended December 31, 2017. The increase is primarily attributable to an increase in cash investments and an increase in interest rates.

Interest and debt expense increased by \$8.7 million to \$64.9 million in the year ended December 31, 2018 from \$56.2 million in the year ended December 31, 2017. The increase is primarily attributable to:

\$5.6 million net increase in interest due to the refinancing of the \$544 million cross-collateralized mortgage loan into 18 new individual, non-recourse mortgage financings totaling \$710 million closed in the fourth quarter of 2017;

\$2.5 million increase in interest from loans issued and assumed on acquisitions, partially offset by a decrease due to the extinguishment of debt at Englewood in the first quarter of 2018; and

\$0.6 million decrease in interest capitalized related to the completion of development projects.

We recognized a \$2.5 million gain on extinguishment of debt in the year ended December 31, 2018 as a result of the foreclosure sale and forgiveness of the \$11.5 million mortgage debt secured by our property in Englewood, NJ. Loss on extinguishment of debt of \$35.3 million was recognized in the year ended December 31, 2017 as a result of the following events:

\$34.1 million charge related to the early debt extinguishment in connection with the refinancing of our \$544 million cross-collateralized mortgage consisting of a \$31.1 million defeasance expense and \$3.0 million write-off of unamortized deferred financing fees; and

\$1.3 million charge from the refinancing of our mortgage loan secured by our Tonnelle Commons property in North Bergen, NJ, consisting of a \$1.1 million prepayment penalty and \$0.2 million of unamortized deferred financing fees on the original loan.

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We recognized income tax expense of \$3.5 million in the year ended December 31, 2018 attributable to:  
\$2.3 million from the impact of changes in deferred taxes attributable to losses and capitalized costs related to Hurricane Maria;  
\$1.0 million resulting from non-hurricane related operating activities at our Puerto Rico properties; and  
\$0.2 million resulting from the Company's TRS activities.

We recognized an income tax benefit of \$0.3 million in the year ended December 31, 2017 driven by the losses from Hurricane Maria in 2017.

Comparison of the Year Ended December 31, 2017 to December 31, 2016

Net income for the year ended December 31, 2017 was \$72.9 million, compared to net income of \$96.6 million for the year ended December 31, 2016. The following table summarizes certain line items from our consolidated 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, 2017 as compared to the same period of 2016:

| (Amounts in thousands)              | For the year ended December 31, |           |           |
|-------------------------------------|---------------------------------|-----------|-----------|
|                                     | 2017                            | 2016      | \$ Change |
| Total revenue                       | \$407,042                       | \$325,976 | \$81,066  |
| Property operating expenses         | 50,894                          | 45,280    | 5,614     |
| General and administrative expenses | 30,691                          | 28,843    | 1,848     |
| Depreciation and amortization       | 82,281                          | 56,145    | 26,136    |
| Real estate taxes                   | 59,737                          | 51,429    | 8,308     |
| Casualty and impairment loss        | 7,382                           | —         | 7,382     |
| Provision for doubtful accounts     | 3,445                           | 1,214     | 2,231     |
| Gain on sale of real estate         | 202                             | 15,618    | (15,416 ) |
| Interest and debt expense           | 56,218                          | 51,881    | 4,337     |
| Loss on extinguishment of debt      | 35,336                          | —         | 35,336    |
| Income tax benefit (expense)        | 278                             | (804 )    | 1,082     |

Total revenue increased by \$81.1 million to \$407.0 million in the year ended December 31, 2017 from \$326.0 million in the year ended December 31, 2016. The increase is primarily attributable to:

- \$39.2 million in income from acquired leasehold interest due to the write-off of the unamortized intangible liability related to the below-market ground lease acquired in connection with the acquisition of the ground lease at Shops at Bruckner;
- \$32.6 million increase as a result of acquisitions net of dispositions;
- \$6.3 million increase in tenant expense reimbursements due to an increase in recoverable expenses and revenue from recoverable capital projects; and
- \$4.5 million increase in property rentals due to rent commencements, contractual rent increases and an increase in percentage rental income, net of tenant vacancies primarily at properties undergoing development, partially offset by \$1.3 million decrease in other income due to a decrease in tenant bankruptcy settlement income received during 2017; and
- \$0.2 million decrease in management and development fee income.

Property operating expenses increased by \$5.6 million to \$50.9 million in the year ended December 31, 2017 from \$45.3 million in the year ended December 31, 2016. The increase is primarily attributable to an increase in common area maintenance expenses as a result of acquisitions that closed in 2017.

General and administrative expenses increased by \$1.8 million to \$30.7 million in the year ended December 31, 2017 from \$28.8 million in the year ended December 31, 2016. The increase is primarily attributable to:

- \$2.4 million net increase in employment costs including \$1.7 million increase in share based compensation expense and \$0.5 million severance expense; and
- \$0.6 million net increase in legal, other professional fees and costs related to information technology, partially offset by
- \$1.1 million decrease in transaction costs.

Depreciation and amortization increased by \$26.1 million to \$82.3 million in the year ended December 31, 2017 from \$56.1 million in the year ended December 31, 2016. The increase is primarily attributable to:

- \$23.1 million increase as a result of acquisitions net of dispositions that closed in 2017 and 2016; and
- \$3.4 million increase from development projects and tenant improvements placed into service in 2017 and 2016, partially offset by
- \$0.4 million decrease in tenant intangibles due to write-offs from tenants vacating in 2016.

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Real estate taxes increased by \$8.3 million to \$59.7 million in the year ended December 31, 2017 from \$51.4 million in the year ended December 31, 2016. The increase is primarily attributable to:

\$5.0 million increase as a result of acquisitions net of dispositions that closed in 2017 and 2016; and

\$3.3 million increase due to higher assessed values and tax refunds received in 2016.



Casualty and impairment losses of \$7.4 million were recognized in the year ended December 31, 2017 as a result of the following events:

\$3.5 million real estate impairment loss on our property in Eatontown, NJ, prior to sale on June 30, 2017; and \$3.9 million casualty loss incurred as a result of Hurricane Maria, consisting of a \$2.2 million write-off of the estimated net book value of the fixed assets damaged by the hurricane, and \$1.7 million of hurricane related expenses. Provision for doubtful accounts increased by \$2.2 million to \$3.4 million in the year ended December 31, 2017 from \$1.2 million in the year ended December 31, 2016 primarily due to \$1.3 million provision for doubtful accounts recorded for tenants impacted by Hurricane Maria.

We recognized a gain on the sale of real estate in 2017 of \$0.2 million as a result of the sale of excess land at our property in Kearny, NJ on September 8, 2017. We recognized a gain on the sale of real estate of \$15.6 million as a result of the sale of our property in Waterbury, CT on June 9, 2016.

Interest and debt expense increased by \$4.3 million to \$56.2 million in the year ended December 31, 2017 from \$51.9 million in the year ended December 31, 2016. The increase is primarily attributable to:

\$4.5 million increase in interest from loans issued and assumed on acquisitions closed since December 2016;

\$3.6 million increase in interest due to 18 new individual, non-recourse mortgage financings totaling \$710 million closed during the fourth quarter of 2017; and

- \$0.5 million increase in interest due to the mortgage loan refinancing secured by our Tonnelle Commons property in North Bergen, NJ, partially offset by

\$4.1 million net decrease in interest due to principal paydowns and refinancing of the \$544 million cross-collateralized mortgage loan; and

\$0.2 million increase of interest capitalized related to additional development projects.

Loss on extinguishment of debt of \$35.3 million in the year ended December 31, 2017 was recognized as a result of the following events:

\$34.1 million charge related to the early debt extinguishment in connection with the refinancing of our \$544 million cross-collateralized mortgage consisting of a \$31.1 million defeasance expense and \$3.0 million write-off of unamortized deferred financing fees; and

\$1.3 million charge from the refinancing of our mortgage loan secured by our Tonnelle Commons property in North Bergen, NJ, consisting of a \$1.1 million prepayment penalty and \$0.2 million of unamortized deferred financing fees on the original loan.

Income tax expense decreased by \$1.1 million resulting in an income tax benefit of \$0.3 million in the year ended December 31, 2017 from \$0.8 million of expense in the year ended December 31, 2016 primarily due to the impact of the losses from Hurricane Maria in 2017.



## Non-GAAP Financial Measures

Throughout this section, we have provided certain information on a “same-property” cash basis which includes the results of operations that were owned and operated for the entirety of the reporting periods being compared, totaling 75 properties for the years ended December 31, 2018 and 2017. Information provided on a same-property basis excludes properties under development, redevelopment or that involve anchor repositioning where a substantial portion of the gross leasable area is taken out of service and also excludes properties acquired, sold, or under contract to be sold during the periods being compared. While there is judgment surrounding changes in designations, a property is removed from the same-property pool when a property is considered to be a redevelopment property because it is undergoing significant renovation or retenanting pursuant to a formal plan and is expected to have a significant impact on property operating income based on the retenanting that is occurring. A development or redevelopment property is moved back to the same-property pool once a substantial portion of the NOI growth expected from the development or redevelopment is reflected in both the current and comparable prior year period, generally one year after at least 80% of the expected NOI from the project is realized on a cash basis. Acquisitions are moved into the same-property pool once we have owned the property for the entirety of the comparable periods and the property is not under significant development or redevelopment.

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

The most directly comparable GAAP financial measure to cash NOI is net income. Cash NOI excludes certain components from net income in order to provide results that are more closely related to a property’s results of operations. We calculate cash NOI by adjusting GAAP operating income to add back depreciation and amortization expense, general and administrative expenses, casualty and real estate impairment losses and non-cash ground rent expense, and deduct non-cash rental income resulting from the straight-lining of rents and amortization of acquired below market leases net of above market leases.

We use cash NOI internally to make investment and capital allocation decisions and to compare the unlevered performance of our properties to our peers. Further, we believe cash NOI is useful to investors as a performance measure because, when compared across periods, cash NOI reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and disposition activity on an unleveraged basis, providing perspective not immediately apparent from operating income or net income. As such, cash NOI assists in eliminating disparities in net income due to the development, redevelopment, acquisition or disposition of properties during the periods presented, and thus provides a more consistent performance measure for the comparison of the operating performance of the Company’s properties. Cash NOI and same-property cash NOI should not be considered substitutes for operating income or net income and may not be comparable to similarly titled measures employed by others.

Same-property cash NOI increased by \$1.3 million, or 0.7%, for the year ended December 31, 2018 as compared to the year ended December 31, 2017.



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The following table reconciles net income to cash NOI and same-property cash NOI for the years ended December 31, 2018 and 2017.

| (Amounts in thousands)  | For the year ended |           |
|---|--------------------|-----------|
|   | December 31, 2018  | 2017      |
| Net income  | \$116,963          | \$72,938  |
| Management and development fee income from non-owned properties | (1,469 )           | (1,535 )  |
| Income tax expense (benefit)                                    | 3,519              | (278 )    |
| Other income  | (146 )             | (118 )    |
| Depreciation and amortization                                   | 99,422             | 82,281    |
| General and administrative expense                              | 34,984             | 30,691    |
| Casualty and impairment loss, net <sup>(1)</sup>                | 4,426              | 7,382     |
| Gain on sale of real estate                                     | (52,625 )          | (202 )    |
| Interest income   | (8,336 )           | (2,248 )  |
| Interest and debt expense                                       | 64,868             | 56,218    |
| (Gain) loss on extinguishment of debt                           | (2,524 )           | 35,336    |
| Non-cash revenue and expenses                                   | (32,117 )          | (47,161 ) |
| Cash NOI <sup>(2)</sup>   | 226,965            | 233,304   |
| Adjustments:  |                    |           |
| Non-same property cash NOI <sup>(2)(3)</sup>                    | (51,132 )          | (44,623 ) |
| Lease termination payments                                      | 15,500             | —         |
| Natural disaster related operating loss <sup>(4)</sup>          | 40                 | 1,267     |
| Construction rental abatement                                   | 291                | 902       |
| Tenant bankruptcy settlement and lease termination income       | (1,028 )           | (975 )    |
| Environmental remediation costs                                 | 584                | —         |
| Same-property cash NOI  | \$191,220          | \$189,875 |
| Adjustments:  |                    |           |
| Cash NOI related to properties being redeveloped <sup>(5)</sup> | 20,431             | 18,937    |
| Same-property cash NOI including properties in redevelopment    | \$211,651          | \$208,812 |

<sup>(1)</sup> The year ended December 31, 2018 reflects impairment losses recognized at our properties in Salem, NH and West Babylon, NY, partially offset by insurance proceeds, net of hurricane-related expenses. The year ended December 31, 2017 includes hurricane-related expenses, a write-off of the net book value of assets damaged and real estate impairment losses.

<sup>(2)</sup> Cash NOI is calculated as total property revenues less property operating expenses excluding the net effects of non-cash rental income and non-cash ground rent expense but includes bad debt expense.

<sup>(3)</sup> Non-same property cash NOI includes cash NOI related to properties being redeveloped and properties acquired or disposed.

<sup>(4)</sup> The year ended December 31, 2018 reflects rental and tenant reimbursement losses, offset by reversals of provisions for payments received from tenants at Las Catalinas. The year ended December 31, 2017 reflects rental and tenant reimbursement losses and provisions for outstanding amounts due from tenants at Las Catalinas.

<sup>(5)</sup> The year ended December 31, 2018 excludes rental and tenant reimbursement losses, partially offset by a reversal of provisions for payments received from tenants at Montehiedra. The year ended December 31, 2017 excludes rental and tenant reimbursement losses as well as provisions for outstanding amounts due from tenants at Montehiedra.



## Funds From Operations

FFO applicable to diluted common shareholders for the year ended December 31, 2018 was \$168.5 million compared to \$157.6 million for the year ended December 31, 2017.

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

| (Amounts in thousands)  | For the year ended |            |
|---|--------------------|------------|
|   | December 31,       |            |
|   | 2018               | 2017       |
| Net income  | \$ 116,963         | \$ 72,938  |
| Less net income attributable to noncontrolling interests in:          |                    |            |
| Operating partnership   | (11,768 )          | (5,824 )   |
| Consolidated subsidiaries   | (45 )              | (44 )      |
| Net income attributable to common shareholders                        | 105,150            | 67,070     |
| Adjustments:  |                    |            |
| Rental property depreciation and amortization                         | 98,644             | 81,401     |
| Real estate impairment loss   | 5,574              | 3,467      |
| Gain on sale of real estate   | (52,625 )          | (202 )     |
| Limited partnership interests in operating partnership <sup>(1)</sup> | 11,768             | 5,824      |
| FFO applicable to diluted common shareholders                         | \$ 168,511         | \$ 157,560 |

<sup>(1)</sup> Represents earnings allocated to LTIP and OP unitholders for unissued common shares which have been excluded for purposes of calculating earnings per diluted share for the periods presented. The calculations of FFO applicable to diluted common shareholders include earnings allocated to LTIP and OP unitholders. The calculations of the weighted average share totals for the years ended December 31, 2018 and December 31, 2017 include the redeemable shares outstanding as their inclusion is dilutive.

## Liquidity and Capital Resources

Due to the nature of our business, we typically generate significant amounts of cash from operations; however, the cash generated from operations is primarily paid to our shareholders and unitholders of the Operating Partnership in the form of distributions. Our status as a REIT requires that we distribute 90% of our REIT taxable income each year. Our Board of Trustees declared a quarterly dividend of \$0.22 per common share and OP Unit for each of the four quarters in 2018, or an annual rate of \$0.88. We expect to pay regular cash dividends, however, the timing, declaration, amount and payment of distributions to shareholders and unitholders of the Operating Partnership falls within the discretion of our Board of Trustees. Our Board of Trustees' decisions regarding the payment of dividends depends on many factors, such as maintaining our REIT tax status, our financial condition, earnings, capital requirements, debt service obligations, limitations under our financing arrangements, industry practice, legal requirements, regulatory constraints, and other factors.

Property rental income is our primary source of cash flow and is dependent on a number of factors including our occupancy level and rental rates, as well as our tenants' ability to pay rent. Our properties provide us with a relatively consistent stream of cash flow that enables us to pay operating expenses, debt service and recurring capital expenditures. Other sources of liquidity to fund cash requirements include proceeds from financings, equity offerings and asset sales.

Our short-term liquidity requirements consist of normal recurring operating expenses, lease obligations, regular debt service requirements, recurring expenditures (general & administrative expenses), expenditures related to leasing activity and distributions to shareholders and unitholders of the Operating Partnership. Our long-term capital requirements consist primarily of maturities under our long-term debt agreements, development and redevelopment costs and potential acquisitions.

At December 31, 2018, we had cash and cash equivalents, including restricted cash, of \$457.5 million and no amounts drawn on our revolving credit agreement. In addition, the Company has the following sources of capital available:

|   | Year<br>Ended<br>December<br>31,<br>2018 |
|---|--|
| (Amounts in thousands)                    |  |
| ATM equity program <sup>(1)</sup>         |  |
| Original offering amount                  | \$ 250,000                               |
| Available capacity                        | \$ 241,300                               |
| Revolving credit agreement <sup>(2)</sup> |  |
| Total commitment amount                   | \$ 600,000                               |
| Available capacity                        | \$ 600,000                               |
| Maturity <sup>(3)</sup>                   | March 7,<br>2021                         |

<sup>(1)</sup> Refer to Note 14 to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

<sup>(2)</sup> Refer to Note 6 to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

<sup>(3)</sup> On March 7, 2017, we amended and extended our revolving credit agreement. The amendment increased the credit facility size by \$100 million to \$600 million and extended the maturity date to March 7, 2021 with two six-month extension options.



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We have no debt scheduled to mature in 2019. We currently believe that cash flows from operations over the next 12 months, together with cash on hand, our ATM equity program, our revolving credit agreement and our general ability to access the capital markets will be sufficient to finance our operations and fund our debt service requirements and capital expenditures.

### Summary of Cash Flows

Cash and cash equivalents including restricted cash was \$457.5 million at December 31, 2018, compared to \$500.8 million as of December 31, 2017, a decrease of \$43.3 million.

Our cash flow activities are summarized as follows:

| (Amounts in thousands)                              | Year Ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2018                    | 2017       | 2016       |
| Net cash provided by operating activities           | \$137,040               | \$157,898  | \$137,249  |
| Net cash used in investing activities               | (64,803 )               | (295,732 ) | (59,230 )  |
| Net cash (used in) provided by financing activities | (115,556 )              | 498,489    | (115,858 ) |

### Operating Activities

Net cash provided by operating activities primarily consists of cash inflows from tenant rent and tenant expense reimbursements and cash outflows for property operating expenses, general and administrative expenses and interest and debt expense.

Net cash provided by operating activities of \$137.0 million for the year ended December 31, 2018, decreased by \$20.9 million from \$157.9 million as of December 31, 2017, driven by \$15.5 million of lease termination payments to acquire the Toys “R” Us leases at Bruckner Commons in the Bronx, NY and Hudson Mall in Jersey City, NJ. The remaining decrease in cash is due to the timing of cash receipts and payments related to changes in operating assets and liabilities.

Net cash provided by operating activities of \$157.9 million for the year ended December 31, 2017, increased by \$20.7 million from \$137.2 million as of December 31, 2016 driven by \$21.2 million net increase in cash provided by operating activities, offset by a \$0.5 million net decrease in cash due to timing of cash receipts and payments related to changes in operating assets and liabilities.

### Investing Activities

Net cash flow used in investing activities is impacted by the timing and extent of our real estate development, capital improvements, and acquisition and disposition activities during the period.

Net cash used in investing activities of \$64.8 million for the year ended December 31, 2018, decreased by \$230.9 million from \$295.7 million as of December 31, 2017 due to a (i) \$206.5 million decrease in cash used for acquisitions in 2018, (ii) \$52.6 million increase in cash provided by dispositions driven by the sale of our property in Allentown, PA and the sale of land in Cherry Hill, NJ, (iii) \$1.3 million of insurance proceeds for physical property damages caused by Hurricane Maria at our two properties in Puerto Rico and by a tornado at our property in Wilkes-Barre, PA, partially offset by (iv) \$29.4 million increase in cash used for real estate development and capital improvements at existing properties.

Net cash used in investing activities of \$295.7 million for the year ended December 31, 2017, increased by \$236.5 million from \$59.2 million for the year ended December 31, 2016 due to a (i) \$202.1 million increase in cash used in acquiring nine real estate assets during 2017, with total gross leasable area of 2.0 million sf, (ii) \$19.4 million increase in cash used for real estate development and capital improvements at existing properties, and (iii) \$14.9 million decrease in cash provided by dispositions due to the sale of our property in Waterbury, CT on June 9, 2016.

### Financing Activities

Net cash flow used in financing activities is impacted by the timing and extent of issuances of debt and equity securities, distributions paid to common shareholders and unitholders of the Operating Partnership as well as principal and other payments associated with our outstanding indebtedness.

Net cash used in financing activities was \$115.6 million for the year ended December 31, 2018, as compared to net cash provided by financing activities of \$498.5 million for the year ended December 31, 2017. The difference is attributable to (i) \$935.7 million of proceeds from borrowings due to mortgage loans assumed and issued in 2017, (ii) \$347.9 million decrease in cash provided by proceeds from the issuance of common shares due to multiple equity offerings in 2017, (iii) \$6.5 million increase in distributions to partners and (iv) \$0.1 million increase in tax withholdings on vested restricted shares, partially offset by (v) \$536.5 million used to purchase marketable securities in connection with debt defeasance in 2017, (vi) \$125.4 million decrease in cash used in repaying debt (vii) \$13.2 million decrease in cash used in issuing debt, and (viii) \$1.1 million decrease in cash paid to extinguish debt.

Net cash provided by financing activities of \$498.5 million for the year ended December 31, 2017 increased by \$614.3 million from net cash used in financing activities of \$115.9 million for the year ended December 31, 2016. The difference is attributable to (i) \$935.7 million of proceeds from borrowings due to mortgage loans assumed and issued in 2017, (ii) \$339.5 million of proceeds from the issuance of common shares in 2017 attributable to an underwritten public offering, and a direct sale of common shares with a large institutional investor, partially offset by (iii) \$536.5 million of cash used in purchasing marketable securities in connection with debt defeasance in 2017, (iv) \$91.2 million increase in cash used in repaying debt, (v) \$18.5 million increase in distributions to partners, (vi) \$13.2 million increase in cash used in issuing debt, (vii) \$1.1 million increase in cash used to extinguish debt attributable to the refinancing of our Tonnelle Commons mortgage loan in 2017, and (viii) \$0.3 million increase in tax withholdings on

vested restricted shares.

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Financing Activities and Contractual Obligations

Below is a summary of our outstanding debt and weighted average interest rate as of December 31, 2018.

| (Amounts in thousands)   | Principal<br>balance at<br>December<br>31, 2018 | Weighted Average Interest Rate at December<br>31, 2018 |
|--|---|--|
| Mortgages payable:   |   |  |
| Fixed rate debt  | \$1,392,659                                     | 4.12%  |
| Variable rate debt <sup>(1)</sup>                                  | 169,500   | 4.09%  |
| Total mortgages payable  | 1,562,159                                       | 4.12%  |
| Unamortized debt issuance costs                                    | (11,917 )                                       |  |
| Total mortgages payable, net of unamortized debt<br>issuance costs | \$1,550,242                                     |  |

<sup>(1)</sup> As of December 31, 2018, \$80.5 million of our variable rate debt bears interest at one month LIBOR plus 190 bps and \$89.0 million bears interest at one month LIBOR plus 160 bps.

The net carrying amount of real estate collateralizing the above indebtedness amounted to approximately \$1.3 billion as of December 31, 2018. Our mortgage loans contain covenants that limit our ability to incur additional indebtedness on these properties and in certain circumstances, require lender approval of tenant leases, certain redevelopment projects and/or yield maintenance upon repayment prior to maturity. As of December 31, 2018, we were in compliance with all debt covenants.

On January 15, 2015, we entered into a \$500 million Revolving Credit Agreement (the “Agreement”) with certain financial institutions. On March 7, 2017, we amended and extended the Agreement. The amendment increased the credit facility size by \$100 million to \$600 million and extended the maturity date to March 7, 2021 with two six-month extension options. Borrowings under the Agreement are subject to interest at LIBOR plus 1.10% to 1.55% and an annual facility fee of 15 to 35 basis points. Both the spread over LIBOR and the facility fee are based on our current leverage ratio and are subject to increase if our leverage ratio increases above predefined thresholds. The Agreement contains customary financial covenants including a maximum leverage ratio of 60% and a minimum fixed charge coverage ratio of 1.5x. No amounts have been drawn to date under the Agreement. Based on our current leverage ratio as of December 31, 2018, our borrowing rate is LIBOR plus 1.15% and our annual facility fee is 0.20%.

During 2017, our property in Englewood, NJ was transferred to a receiver. On January 31, 2018, the property was sold at a foreclosure sale and on February 23, 2018, the court order was received approving the sale and discharging the receiver of all assets and liabilities related to the property. We recognized a gain on extinguishment of debt of \$2.5 million as a result of the forgiveness of outstanding mortgage debt of \$11.5 million, which is included in the consolidated statement of income for the year ended December 31, 2018.

We have contractual obligations related to our mortgage loans described further in Note 6 to the consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K. In addition, we have contractual obligations for certain properties that are subject to long-term ground and building leases where a third party owns and has leased the underlying land to us. We also have non-cancelable operating leases pertaining to office space from which we conduct our business. Below is a summary of our contractual obligations as of December 31, 2018:

| (Amounts in thousands)                    | Commitments Due by Period |                        |                 |                 |                      |
|---|---------------------------|------------------------|-----------------|-----------------|----------------------|
|   | Total                     | Less<br>than 1<br>year | 1 to 3<br>years | 3 to 5<br>years | More than<br>5 years |
| Contractual cash obligations              |                           |                        |                 |                 |                      |
| Long-term debt obligations <sup>(1)</sup> | \$1,986,824               | \$68,280               | \$256,197       | \$548,980       | \$1,113,367          |

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|                             |             |          |           |           |             |
|-----------------------------|-------------|----------|-----------|-----------|-------------|
| Operating lease obligations | 132,578     | 10,640   | 18,571    | 17,832    | 85,535      |
|                             | \$2,119,402 | \$78,920 | \$274,768 | \$566,812 | \$1,198,902 |

(1) Includes interest and principal payments. Interest on variable rate debt is computed using rates in effect as of December 31, 2018.

Additional contractual obligations that have been excluded from this table are as follows:

• Obligations related to construction and development contracts, since amounts are not fixed or determinable. Such contracts will generally be due over the next two years;

• Obligations related to maintenance contracts, since these contracts typically can be canceled upon 30 to 60 days' notice without penalty;

Obligations related to employment contracts with certain executive officers, since all agreements are subject to cancellation by either the Company or the executive without cause upon notice; and  
 Recorded debt premiums or discounts that are not obligations.

#### Capital Expenditures

The following summarizes capital expenditures presented on a cash basis for the years ended December 31, 2018 and 2017:

| (Amounts in thousands)              | Year Ended   |          |
|-------------------------------------|--------------|----------|
|                                     | December 31, |          |
|                                     | 2018         | 2017     |
| Capital expenditures:               |              |          |
| Development and redevelopment costs | \$107,157    | \$60,477 |
| Capital improvements                | 4,750        | 13,181   |
| Tenant improvements and allowances  | 5,079        | 7,568    |
| Total capital expenditures          | \$116,986    | \$81,226 |

As of December 31, 2018, we had approximately \$196.5 million of active redevelopment, development and anchor repositioning projects at various stages of completion and \$54.1 million of completed projects, an increase of \$1.5 million from \$249.1 million of projects as of December 31, 2017. We have advanced these projects \$61.4 million since December 31, 2017 and anticipate that these projects will require an additional \$51.5 million over the next two years to complete. We expect to fund these projects using cash on hand, proceeds from dispositions, using secured debt or issuing equity.

#### Commitments and Contingencies

##### Insurance

The Company maintains (i) general liability insurance with limits of \$200 million for properties in the U.S. and Puerto Rico and (ii) all-risk property insurance with limits of \$500 million per occurrence and in the aggregate for properties in the U.S. and \$139 million for properties in Puerto Rico, subject to the terms, conditions, exclusions, deductibles and sub-limits when applicable for certain perils such as floods and earthquakes and (iii) numerous other insurance policies including trustees' and officers' insurance, workers' compensation and automobile-related liabilities insurance. The Company's insurance includes coverage for acts of terrorism but excludes coverage for nuclear, biological, chemical or radiological terrorism events as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. In addition, the Company maintains coverage for certain cybersecurity losses with limits of \$5 million per occurrence and 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 typically charged directly to each of the retail properties and warehouses but not all of the cost of such premiums are recovered. The Company is responsible for deductibles, losses in excess of insurance coverage, and the portion of premiums not reimbursable by tenants at our properties, 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 and expect premiums across most property coverage lines to increase in light of recent events. The incurrence of uninsured losses, costs or uncovered premiums 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.

##### Hurricane-Related Charges

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On September 20, 2017, Hurricane Maria made landfall, damaging our two properties in Puerto Rico. During the year ended December 31, 2017, the Company incurred a \$2.2 million charge reflecting the net book value of assets damaged and incurred \$1.7 million of hurricane-related expenses, included in casualty and impairment loss, net on the accompanying consolidated statements of income. During the year ended December 31, 2018, the Company received \$1.5 million in casualty insurance proceeds, which were partially offset by \$0.3 million of hurricane-related costs, resulting in net casualty gains of \$1.2 million included in casualty and impairment loss, net on the accompanying consolidated statements of income.

During the year ended December 31, 2018, the Company recognized \$0.3 million of business interruption losses, comprised of \$0.7 million of rent abatements due to tenants that had not reopened since the hurricane, recorded as a reduction of rental revenue, offset by a \$0.4 million reversal to provision for doubtful accounts for payments received from tenants on rents previously reserved.

During the year ended December 31, 2017, the Company recognized \$2.2 million of business interruption losses, net of \$1.8 million in cash advances received from its insurance carrier. Losses of \$0.9 million pertained to rent abatements when the malls were closed or inoperable as a result of the hurricane, recorded as a reduction of rental revenue, and \$1.3 million was recorded as a provision for doubtful accounts for unpaid rents.

No determination has been made as to the total amount or timing of additional insurance payments that may be received as a result of the hurricane.

#### Environmental Matters

Each of our properties has been subjected to varying degrees of environmental assessment at various times. Based on these assessments, we have accrued costs of \$1.7 million and \$1.2 million on our consolidated balance sheets as of December 31, 2018 and December 31, 2017, respectively, for remediation costs for environmental contamination at certain properties. While this accrual reflects our best estimates of the potential costs of remediation at these properties, there can be no assurance that the actual costs will not exceed these amounts. During the year ended December 31, 2018, the Company recognized \$0.6 million of environmental remediation costs included in property operating expenses on the consolidated statements of income. Although we are not aware of any other material environmental contamination, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

#### Bankruptcies

Although our base rent is supported by long-term leases, leases may be rejected in a bankruptcy proceeding and the related tenant stores may permanently vacate prior to lease expiration. In the event a tenant with a significant number of leases in our shopping centers files for bankruptcy and rejects its leases with us, we could experience a reduction in our revenues. We monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants in arrears or operating retail formats that are experiencing significant changes in competition, business practice, or store closings in other locations

During the year ended December 31, 2018, Toys “R” Us, Sears, Fallas, and National Wholesale Liquidators filed for Chapter 11 bankruptcy protection.

During September 2017, Toys “R” Us filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code and announced an orderly wind-down of its U.S. business and liquidation of all U.S. stores on March 15, 2018. Prior to the liquidation, the Company had leases with Toys “R” Us at nine locations with annual rental revenue of \$7.6 million. The status of the Toys “R” Us leases is as follows:

The Company paid \$15.5 million to recapture the leases at Hudson Mall in Jersey City, NJ in July 2018 and Bruckner Commons in the Bronx, NY in September 2018 to accelerate the redevelopment of these properties. The previous rents were well under-market.

Raymour & Flanigan acquired the lease at Manalapan Commons in Manalapan, NJ in July 2018.

Toys “R” Us rejected its leases in Woodbridge, NJ, Union, NJ, Amherst, NY and Wilkes-Barre, PA in July 2018 and Cherry Hill, NJ and Salem, NH in October 2018. Annual gross rent on these leases amounted to approximately \$5.7 million. The Company is in active discussions to lease these spaces.



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

In connection with the Toys “R” Us bankruptcy, the Company recognized a write-off of \$21.6 million of below-market intangible liabilities (classified within rental revenue), \$15.5 million of lease termination payments (classified within property operating expense) and a \$1.0 million write-off of reserves on receivables from straight-line rents in the year ended December 31, 2018.

Fallas filed for Chapter 11 bankruptcy protection on August 6, 2018. Prior to the tenant vacating, the Company had one lease with Fallas at the Shops at Bruckner in the Bronx, NY comprising approximately 38,000 sf which generated \$1.4 million in annual rental revenue. In connection with the bankruptcy, the Company recognized a write-off of \$0.8 million of below-market intangible liabilities (classified within rental revenue) in the year ended December 31, 2018. The Company is currently exploring leasing alternatives for this space.

Sears filed for Chapter 11 bankruptcy protection on October 15, 2018. The Company has four Kmart leases with Sears comprising approximately 547,000 sf, which generate \$8.5 million in annual rental revenue. Sears recently announced the acquisition of its assets by ESL Investments, Inc. (“ESL”) for approximately \$5.2 billion. Kmart closed its stores at Las Catalinas in Puerto Rico

and in Huntington, NY at the end of January 2019; however, property rents have been paid on all four Kmart locations through February 2019 and it is not clear whether ESL will attempt to assume or reject these leases. The Company is monitoring the proceedings and considering its alternatives.

National Wholesale Liquidators filed for Chapter 11 bankruptcy protection on October 24, 2018. The Company had one lease with National Wholesale Liquidators in Lodi, NJ comprising approximately 171,000 sf, which generated \$3.1 million in annual rental revenue. This lease was rejected and returned to us on November 30, 2018. In connection with the bankruptcy, the Company recorded a \$0.8 million write-off of reserves on receivables from straight-line rents in the year ended December 31, 2018. The Company is currently exploring leasing alternatives, including mixed-use development at this property.

#### Inflation and Economic Condition Considerations

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

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as of December 31, 2018 or December 31, 2017.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Interest Rate Risk

We have exposure to fluctuations in interest rates, which are sensitive to many factors that are beyond our control. The following table discusses our exposure to hypothetical changes in market rates of interest on interest expense for our variable rate debt and fixed-rate debt. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our debt. This analysis does not take into account all of the factors that may affect our debt, such as the effect that a changing interest rate environment could have on the overall level of economic activity or the action that our management might take to reduce our exposure to the change. This analysis assumes no change in our financial structure. Our exposure to a change in interest rates is summarized in the table below. As of December 31, 2018, all of our variable rate debt outstanding had rates indexed to LIBOR.

| (Amounts in thousands) | 2018                        |                                | Effect of 1% Change in Base Rates | 2017                        |                                |
|------------------------|-----------------------------|--------------------------------|-----------------------------------|-----------------------------|--------------------------------|
|                        | December 31, Balance        | Weighted Average Interest Rate |                                   | December 31, Balance        | Weighted Average Interest Rate |
| Variable Rate          | \$ 169,500                  | 4.09%                          | \$ 1,695                          | \$ 169,500                  | 3.10%                          |
| Fixed Rate             | 1,392,659                   | 4.12%                          | —                                 | <sup>(2)</sup> 1,408,817    | 4.14%                          |
|                        | \$ 1,562,159 <sup>(1)</sup> |                                | \$ 1,695                          | \$ 1,578,317 <sup>(1)</sup> |                                |

<sup>(1)</sup> Excludes unamortized debt issuance costs of \$11.9 million and \$13.8 million as of December 31, 2018 and December 31, 2017, respectively.

<sup>(2)</sup> If the weighted average interest rate of our fixed rate debt increased by 1% (i.e. due to refinancing at higher rates), annualized interest expense would increase by approximately \$13.9 million based on outstanding balances as of December 31, 2018.

We may utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. As of December 31, 2018, we did not have any hedging instruments in place.

## Fair Value of Debt

The estimated fair value of our consolidated debt is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of December 31, 2018, the estimated fair value of our consolidated debt was \$1.5 billion.

ITEM 8. FINANCIAL STATEMENTS AND  
SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND  
FINANCIAL STATEMENT SCHEDULES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Trustees

Urban Edge Properties

New York, New York

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Urban Edge Properties (the "Company") as of December 31, 2018 and 2017, and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2018 and the related notes and schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 13, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

DELOITTE & TOUCHE LLP

New York, New York

February 13, 2019

We have served as the Company's auditor since 2014.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Partners of  
Urban Edge Properties LP  
New York, New York

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Urban Edge Properties LP (the "Operating Partnership") as of December 31, 2018 and 2017, and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2018 and the related notes and schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Operating Partnership as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Operating Partnership's internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 13, 2019 expressed an unqualified opinion on the Operating Partnership's internal control over financial reporting.

Basis for Opinion

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

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

DELOITTE & TOUCHE LLP

New York, New York

February 13, 2019

We have served as the Operating Partnership's auditor since 2016.

URBAN EDGE PROPERTIES  
CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

|  | December<br>31,<br>2018 | December<br>31,<br>2017 |
|--|-------------------------|-------------------------|
| <b>ASSETS</b>  |                         |                         |
| Real estate, at cost:  |                         |                         |
| Land   | \$525,819               | \$521,669               |
| Buildings and improvements   | 2,156,113               | 2,010,527               |
| Construction in progress   | 80,385                  | 133,761                 |
| Furniture, fixtures and equipment  | 6,675                   | 5,897                   |
| Total  | 2,768,992               | 2,671,854               |
| Accumulated depreciation and amortization  | (645,872 )              | (587,127 )              |
| Real estate, net   | 2,123,120               | 2,084,727               |
| Cash and cash equivalents  | 440,430                 | 490,279                 |
| Restricted cash  | 17,092                  | 10,562                  |
| Tenant and other receivables, net of allowance for doubtful accounts of \$6,486 and \$4,937, respectively                                  | 28,563                  | 20,078                  |
| Receivable arising from the straight-lining of rents, net of allowance for doubtful accounts of \$134 and \$494, respectively              | 84,903                  | 85,843                  |
| Identified intangible assets, net of accumulated amortization of \$39,526 and \$33,827, respectively                                       | 68,422                  | 87,249                  |
| Deferred leasing costs, net of accumulated amortization of \$16,826 and \$14,796, respectively   | 21,277                  | 20,268                  |
| Deferred financing costs, net of accumulated amortization of \$2,764 and \$1,740, respectively   | 2,219                   | 3,243                   |
| Prepaid expenses and other assets  | 12,968                  | 18,559                  |
| Total assets   | \$2,798,994             | \$2,820,808             |
| <b>LIABILITIES AND EQUITY</b>  |                         |                         |
| Liabilities:   |                         |                         |
| Mortgages payable, net   | \$1,550,242             | \$1,564,542             |
| Accounts payable, accrued expenses and other liabilities   | 98,517                  | 84,766                  |
| Identified intangible liabilities, net of accumulated amortization of \$65,058 and \$65,832, respectively                                  | 144,258                 | 180,959                 |
| Total liabilities  | 1,793,017               | 1,830,267               |
| Commitments and contingencies  |                         |                         |
| Shareholders' equity:  |                         |                         |
| Common shares: \$0.01 par value; 500,000,000 shares authorized and 114,345,565 and 113,827,529 shares issued and outstanding, respectively | 1,143                   | 1,138                   |
| Additional paid-in capital   | 956,420                 | 946,402                 |
| Accumulated deficit  | (52,857 )               | (57,621 )               |
| Noncontrolling interests:  |                         |                         |
| Operating partnership  | 100,822                 | 100,218                 |
| Consolidated subsidiaries  | 449                     | 404                     |
| Total equity   | 1,005,977               | 990,541                 |
| Total liabilities and equity   | \$2,798,994             | \$2,820,808             |

See notes to consolidated financial statements.

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URBAN EDGE PROPERTIES  
CONSOLIDATED STATEMENTS OF INCOME  
(In thousands, except share and per share amounts)

|  | Year Ended December 31, |           |           |
|--|-------------------------|-----------|-----------|
|  | 2018                    | 2017      | 2016      |
| <b>REVENUE</b>   |                         |           |           |
| Rental revenue   | \$411,298               | \$365,082 | \$321,719 |
| Management and development fees                              | 1,469                   | 1,535     | 1,759     |
| Income from acquired leasehold interest                      | —                       | 39,215    | —         |
| Other income   | 1,393                   | 1,210     | 2,498     |
| Total revenue  | 414,160                 | 407,042   | 325,976   |
| <b>EXPENSES</b>  |                         |           |           |
| Depreciation and amortization                                | 99,422                  | 82,281    | 56,145    |
| Real estate taxes  | 63,655                  | 59,737    | 51,429    |
| Property operating   | 74,222                  | 50,894    | 45,280    |
| General and administrative                                   | 34,984                  | 30,691    | 28,843    |
| Casualty and impairment loss, net                            | 4,426                   | 7,382     | —         |
| Ground rent  | 11,448                  | 10,848    | 10,047    |
| Provision for doubtful accounts                              | 4,138                   | 3,445     | 1,214     |
| Total expenses   | 292,295                 | 245,278   | 192,958   |
| Operating income   | 121,865                 | 161,764   | 133,018   |
| Gain on sale of real estate                                  | 52,625                  | 202       | 15,618    |
| Interest income  | 8,336                   | 2,248     | 679       |
| Interest and debt expense                                    | (64,868 )               | (56,218 ) | (51,881 ) |
| Gain (loss) on extinguishment of debt                        | 2,524                   | (35,336 ) | —         |
| Income before income taxes                                   | 120,482                 | 72,660    | 97,434    |
| Income tax (expense) benefit                                 | (3,519 )                | 278       | (804 )    |
| Net income   | 116,963                 | 72,938    | 96,630    |
| Less net income attributable to noncontrolling interests in: |                         |           |           |
| Operating partnership  | (11,768 )               | (5,824 )  | (5,812 )  |
| Consolidated subsidiaries                                    | (45 )                   | (44 )     | (3 )      |
| Net income attributable to common shareholders               | \$105,150               | \$67,070  | \$90,815  |
|  |                         |           |           |
| Earnings per common share - Basic:                           | \$0.92                  | \$0.62    | \$0.91    |
| Earnings per common share - Diluted:                         | \$0.92                  | \$0.61    | \$0.91    |
| Weighted average shares outstanding - Basic                  | 113,863                 | 107,132   | 99,364    |
| Weighted average shares outstanding - Diluted                | 114,051                 | 118,390   | 99,794    |

See notes to consolidated financial statements.

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

|   | Common Shares |        | Additional<br>Paid-In<br>Capital | Accumulated<br>Earnings<br>(Deficit) | Noncontrolling<br>Interests ("NCI") |                              | Total Equity |
|---|---------------|--------|----------------------------------|--------------------------------------|-------------------------------------|------------------------------|--------------|
|   | Shares        | Amount |                                  |                                      | Operating<br>Partnership            | Consolidated<br>Subsidiaries |              |
| Balance, January 1, 2016                            | 99,290,952    | \$993  | \$475,369                        | \$ (38,442 )                         | \$33,177                            | \$ 357                       | \$471,454    |
| Net income attributable to common shareholders      | —             | —      | —                                | 90,815                               | —                                   | —                            | 90,815       |
| Net income attributable to noncontrolling interests | —             | —      | —                                | —                                    | 5,812                               | 3                            | 5,815        |
| Common shares issued                                | 465,534       | 4      | 9,293                            | (348 )                               | —                                   | —                            | 8,949        |
| Dividends on common shares (\$0.82 per share)       | —             | —      | —                                | (81,240 )                            | —                                   | —                            | (81,240 )    |
| Distributions to redeemable NCI (\$0.82 per unit)   | —             | —      | —                                | —                                    | (5,071 )                            | —                            | (5,071 )     |
| Share-based compensation expense                    | —             | —      | 3,751                            | 149                                  | 1,533                               | —                            | 5,433        |
| Share-based awards retained for taxes               | (1,586 )      | —      | (38 )                            | —                                    | —                                   | —                            | (38 )        |
| Balance, December 31, 2016                          | 99,754,900    | 997    | 488,375                          | (29,066 )                            | 35,451                              | 360                          | 496,117      |
| Net income attributable to common shareholders      | —             | —      | —                                | 67,070                               | —                                   | —                            | 67,070       |
| Net income attributable to noncontrolling interests | —             | —      | —                                | —                                    | 5,824                               | 44                           | 5,868        |
| Limited partnership units issued                    | —             | —      | 105,200                          | —                                    | 65,884                              | —                            | 171,084      |
| Common shares issued                                | 14,083,137    | 141    | 348,582                          | (319 )                               | —                                   | —                            | 348,404      |
| Dividends on common shares (\$0.88 per share)       | —             | —      | —                                | (95,381 )                            | —                                   | —                            | (95,381 )    |
| Distributions to redeemable NCI (\$0.88 per unit)   | —             | —      | —                                | —                                    | (9,471 )                            | —                            | (9,471 )     |
| Share-based compensation expense                    | —             | —      | 4,532                            | 75                                   | 2,530                               | —                            | 7,137        |
| Share-based awards retained for taxes               | (10,508 )     | —      | (287 )                           | —                                    | —                                   | —                            | (287 )       |
| Balance, December 31, 2017                          | 113,827,529   | 1,138  | 946,402                          | (57,621 )                            | 100,218                             | 404                          | 990,541      |
| Net income attributable to common shareholders      | —             | —      | —                                | 105,150                              | —                                   | —                            | 105,150      |
| Net income attributable to noncontrolling interests | —             | —      | —                                | —                                    | 11,768                              | 45                           | 11,813       |
| Limited partnership interests:                      |               |        |                                  |                                      |                                     |                              |              |
| Units redeemed for common shares                    | 429,110       | 4      | 3,500                            | —                                    | —                                   | —                            | 3,504        |
| Reallocation of noncontrolling interests            | —             | —      | 1,263                            | —                                    | (4,767 )                            | —                            | (3,504 )     |
| Common shares issued                                | 106,116       | 2      | 647                              | (172 )                               | —                                   | —                            | 477          |
|   | —             | —      | —                                | (100,244 )                           | —                                   | —                            | (100,244 )   |

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|   |             |          |            |              |            |        |              |
|---|-------------|----------|------------|--------------|------------|--------|--------------|
| Dividends to common shareholders (\$0.88 per share) |             |          |            |              |            |        |              |
| Distributions to redeemable NCI (\$0.88 per unit)   | —           | —        | —          | —            | (11,116 )  | —      | (11,116 )    |
| Share-based compensation expense                    | —           | —        | 4,992      | 30           | 4,719      | —      | 9,741        |
| Share-based awards retained for taxes               | (17,190 )   | (1 )     | (384 )     | —            | —          | —      | (385 )       |
| Balance, December 31, 2018                          | 114,345,565 | \$ 1,143 | \$ 956,420 | \$ (52,857 ) | \$ 100,822 | \$ 449 | \$ 1,005,977 |

See notes to consolidated financial statements.

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

|   | Year Ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2018                    | 2017       | 2016       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |                         |            |            |
| Net income  | \$116,963               | \$72,938   | \$96,630   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                         |            |            |
| Depreciation and amortization   | 100,063                 | 82,511     | 57,178     |
| Income from acquired leasehold interest   | —                       | (39,215 )  | —          |
| Casualty and impairment loss  | 5,574                   | 5,637      | —          |
| Gain on sale of real estate   | (52,625 )               | (202 )     | (15,618 )  |
| (Gain) loss on extinguishment of debt   | (2,524 )                | 35,336     | —          |
| Amortization of deferred financing costs  | 2,879                   | 2,876      | 2,830      |
| Amortization of below market leases, net  | (33,975 )               | (9,502 )   | (7,776 )   |
| Straight-lining of rent   | (735 )                  | 352        | 227        |
| Share-based compensation expense  | 9,741                   | 7,137      | 5,433      |
| Provision for doubtful accounts   | 4,138                   | 3,445      | 1,214      |
| Change in operating assets and liabilities:                                       |                         |            |            |
| Tenant and other receivables  | (13,327 )               | (13,749 )  | (78 )      |
| Deferred leasing costs  | (4,675 )                | (4,110 )   | (3,815 )   |
| Prepaid and other assets  | 1,867                   | (4,432 )   | 141        |
| Accounts payable, accrued expenses and other liabilities                          | 3,676                   | 18,876     | 883        |
| Net cash provided by operating activities   | 137,040                 | 157,898    | 137,249    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |                         |            |            |
| Real estate development and capital improvements                                  | (118,765 )              | (89,344 )  | (69,901 )  |
| Acquisition of real estate  | (4,931 )                | (211,393 ) | (9,267 )   |
| Proceeds from sale of operating properties  | 57,593                  | 5,005      | 19,938     |
| Insurance proceeds  | 1,300                   | —          | —          |
| Net cash used in investing activities   | (64,803 )               | (295,732 ) | (59,230 )  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |                         |            |            |
| Debt repayments   | (4,288 )                | (129,640 ) | (38,458 )  |
| Dividends to common shareholders  | (100,244 )              | (95,381 )  | (81,240 )  |
| Distributions to redeemable noncontrolling interests                              | (11,116 )               | (9,471 )   | (5,071 )   |
| Debt issuance costs   | —                       | (13,193 )  | —          |
| Taxes withheld for vested restricted shares                                       | (385 )                  | (287 )     | (38 )      |
| Payment on extinguishment of debt   | —                       | (1,138 )   | —          |
| Purchase of marketable securities in connection with debt defeasance              | —                       | (536,505 ) | —          |
| Proceeds related to the issuance of common shares                                 | 477                     | 348,404    | 8,949      |
| Proceeds from borrowings  | —                       | 935,700    | —          |
| Net cash (used in) provided by financing activities                               | (115,556 )              | 498,489    | (115,858 ) |
| Net (decrease) increase in cash and cash equivalents and restricted cash          | (43,319 )               | 360,655    | (37,839 )  |
| Cash and cash equivalents and restricted cash at beginning of year                | 500,841                 | 140,186    | 178,025    |
| Cash and cash equivalents and restricted cash at end of year                      | \$457,522               | \$500,841  | \$140,186  |

See notes to consolidated financial statements.



|   | Year Ended December 31, |            |           |
|---|-------------------------|------------|-----------|
|   | 2018                    | 2017       | 2016      |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>   |                         |            |           |
| Cash payments for interest net of amounts capitalized of \$3,313, \$3,926 and \$3,763, respectively | \$65,699                | \$55,140   | \$51,137  |
| Cash payments for income taxes  | 757                     | 1,237      | 1,277     |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>  |                         |            |           |
| Accrued capital expenditures included in accounts payable and accrued expenses                      | 25,661                  | 14,651     | 12,492    |
| Mortgage debt forgiven in foreclosure   | 11,537                  | —          | —         |
| Write-off of fully depreciated assets   | 24,307                  | 3,286      | 4,585     |
| Acquisition of real estate through issuance of OP units   | —                       | 171,084    | —         |
| Acquisition of real estate through assumption of debt   | —                       | 69,659     | —         |
| Marketable securities transferred in connection with debt defeasance                                | —                       | 536,590    | —         |
| Defeasance of mortgages payable   | —                       | (505,473 ) | —         |
| <b>RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH</b>                              |                         |            |           |
| Cash and cash equivalents at beginning of year  | \$490,279               | \$131,654  | \$168,983 |
| Restricted cash at beginning of year  | 10,562                  | 8,532      | 9,042     |
| Cash and cash equivalents and restricted cash at beginning of year                                  | \$500,841               | \$140,186  | \$178,025 |
| <br>  |                         |            |           |
| Cash and cash equivalents at end of year  | \$440,430               | \$490,279  | \$131,654 |
| Restricted cash at end of year  | 17,092                  | 10,562     | 8,532     |
| Cash and cash equivalents and restricted cash at end of year  | \$457,522               | \$500,841  | \$140,186 |

See notes to consolidated financial statements.

URBAN EDGE PROPERTIES LP  
CONSOLIDATED BALANCE SHEETS

(In thousands, except unit and per unit amounts)

|   | December<br>31,<br>2018 | December<br>31,<br>2017 |
|---|-------------------------|-------------------------|
| <b>ASSETS</b>   |                         |                         |
| Real estate, at cost:   |                         |                         |
| Land  | \$525,819               | \$521,669               |
| Buildings and improvements  | 2,156,113               | 2,010,527               |
| Construction in progress  | 80,385                  | 133,761                 |
| Furniture, fixtures and equipment   | 6,675                   | 5,897                   |
| Total   | 2,768,992               | 2,671,854               |
| Accumulated depreciation and amortization   | (645,872 )              | (587,127 )              |
| Real estate, net  | 2,123,120               | 2,084,727               |
| Cash and cash equivalents   | 440,430                 | 490,279                 |
| Restricted cash   | 17,092                  | 10,562                  |
| Tenant and other receivables, net of allowance for doubtful accounts of \$6,486 and \$4,937, respectively                     | 28,563                  | 20,078                  |
| Receivable arising from the straight-lining of rents, net of allowance for doubtful accounts of \$134 and \$494, respectively | 84,903                  | 85,843                  |
| Identified intangible assets, net of accumulated amortization of \$39,526 and \$33,827, respectively                          | 68,422                  | 87,249                  |
| Deferred leasing costs, net of accumulated amortization of \$16,826 and \$14,796, respectively                                | 21,277                  | 20,268                  |
| Deferred financing costs, net of accumulated amortization of \$2,764 and \$1,740, respectively                                | 2,219                   | 3,243                   |
| Prepaid expenses and other assets   | 12,968                  | 18,559                  |
| Total assets  | \$2,798,994             | \$2,820,808             |
| <b>LIABILITIES AND EQUITY</b>   |                         |                         |
| Liabilities:  |                         |                         |
| Mortgages payable, net  | \$1,550,242             | \$1,564,542             |
| Accounts payable, accrued expenses and other liabilities  | 98,517                  | 84,766                  |
| Identified intangible liabilities, net of accumulated amortization of \$65,058 and \$65,832, respectively                     | 144,258                 | 180,959                 |
| Total liabilities   | 1,793,017               | 1,830,267               |
| Commitments and contingencies   |                         |                         |
| Equity:   |                         |                         |
| Partners' capital:  |                         |                         |
| General partner: 114,345,565 and 113,827,529 units outstanding, respectively  | 957,563                 | 947,540                 |
| Limited partners: 12,736,633 and 12,812,954 units outstanding, respectively   | 105,447                 | 105,495                 |
| Accumulated deficit   | (57,482 )               | (62,898 )               |
| Total partners' capital   | 1,005,528               | 990,137                 |
| Noncontrolling interest in consolidated subsidiaries  | 449                     | 404                     |
| Total equity  | 1,005,977               | 990,541                 |
| Total liabilities and equity  | \$2,798,994             | \$2,820,808             |

See notes to consolidated financial statements.



URBAN EDGE PROPERTIES LP  
CONSOLIDATED STATEMENTS OF INCOME  
(In thousands, except unit and per unit amounts)

|   | Year Ended December 31, |           |           |
|---|-------------------------|-----------|-----------|
|   | 2018                    | 2017      | 2016      |
| <b>REVENUE</b>  |                         |           |           |
| Rental revenue  | \$411,298               | \$365,082 | \$321,719 |
| Management and development fees                                   | 1,469                   | 1,535     | 1,759     |
| Income from acquired leasehold interest                           | —                       | 39,215    | —         |
| Other income  | 1,393                   | 1,210     | 2,498     |
| Total revenue   | 414,160                 | 407,042   | 325,976   |
| <b>EXPENSES</b>   |                         |           |           |
| Depreciation and amortization                                     | 99,422                  | 82,281    | 56,145    |
| Real estate taxes   | 63,655                  | 59,737    | 51,429    |
| Property operating  | 74,222                  | 50,894    | 45,280    |
| General and administrative  | 34,984                  | 30,691    | 28,843    |
| Casualty and impairment loss, net                                 | 4,426                   | 7,382     | —         |
| Ground rent   | 11,448                  | 10,848    | 10,047    |
| Provision for doubtful accounts                                   | 4,138                   | 3,445     | 1,214     |
| Total expenses  | 292,295                 | 245,278   | 192,958   |
| Operating income  | 121,865                 | 161,764   | 133,018   |
| Gain on sale of real estate                                       | 52,625                  | 202       | 15,618    |
| Interest income   | 8,336                   | 2,248     | 679       |
| Interest and debt expense   | (64,868 )               | (56,218 ) | (51,881 ) |
| Gain (loss) on extinguishment of debt                             | 2,524                   | (35,336 ) | —         |
| Income before income taxes  | 120,482                 | 72,660    | 97,434    |
| Income tax (expense) benefit                                      | (3,519 )                | 278       | (804 )    |
| Net income  | 116,963                 | 72,938    | 96,630    |
| Less: net income attributable to NCI in consolidated subsidiaries | (45 )                   | (44 )     | (3 )      |
| Net income attributable to unitholders                            | \$116,918               | \$72,894  | \$96,627  |
| Earnings per unit - Basic:  | \$0.92                  | \$0.62    | \$0.91    |
| Earnings per unit - Diluted:                                      | \$0.92                  | \$0.61    | \$0.91    |
| Weighted average units outstanding - Basic                        | 126,198                 | 117,779   | 105,455   |
| Weighted average units outstanding - Diluted                      | 126,386                 | 118,390   | 106,099   |

See notes to consolidated financial statements.

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

|   | Total Shares | General Partner | Total Units | Limited Partners <sup>(1)</sup> | Accumulated Earnings (Deficit) | NCI in Consolidated Subsidiaries | Total Equity |
|---|--------------|-----------------|-------------|---------------------------------|--------------------------------|----------------------------------|--------------|
| Balance, January 1, 2016  | 99,290,952   | \$476,362       | 6,150,224   | \$35,548                        | \$(40,813 )                    | \$ 357                           | \$471,454    |
| Net income attributable to unitholders                                | —            | —               | —           | —                               | 96,627                         | —                                | 96,627       |
| Net income attributable to noncontrolling interests                   | —            | —               | —           | —                               | —                              | 3                                | 3            |
| Common units issued as a result of common shares issued by Urban Edge | 465,534      | 9,297           | —           | —                               | (348 )                         | —                                | 8,949        |
| Limited partnership units issued, net                                 | —            | —               | 228,480     | —                               | —                              | —                                | —            |
| Distributions to Partners (\$0.82 per unit)                           | —            | —               | —           | —                               | (86,311 )                      | —                                | (86,311 )    |
| Share-based compensation expense                                      | —            | 3,751           | —           | 1,533                           | 149                            | —                                | 5,433        |
| Share-based awards retained for taxes                                 | (1,586 )     | (38 )           | —           | —                               | —                              | —                                | (38 )        |
| Balance, December 31, 2016  | 99,754,900   | 489,372         | 6,378,704   | 37,081                          | (30,696 )                      | 360                              | 496,117      |
| Net income attributable to unitholders                                | —            | —               | —           | —                               | 72,894                         | —                                | 72,894       |
| Net income attributable to noncontrolling interests                   | —            | —               | —           | —                               | —                              | 44                               | 44           |
| Common units issued as a result of common shares issued by Urban Edge | 14,083,137   | 348,723         | —           | —                               | (319 )                         | —                                | 348,404      |
| Limited partnership units issued, net                                 | —            | 105,200         | 6,434,250   | 65,884                          | —                              | —                                | 171,084      |
| Distributions to Partners (\$0.88 per unit)                           | —            | —               | —           | —                               | (104,852 )                     | —                                | (104,852 )   |
| Share-based compensation expense                                      | —            | 4,532           | —           | 2,530                           | 75                             | —                                | 7,137        |
| Share-based awards retained for taxes                                 | (10,508 )    | (287 )          | —           | —                               | —                              | —                                | (287 )       |
| Balance, December 31, 2017  | 113,827,529  | 947,540         | 12,812,954  | 105,495                         | (62,898 )                      | 404                              | 990,541      |
| Net income attributable to unitholders                                | —            | —               | —           | —                               | 116,918                        | —                                | 116,918      |
| Net income attributable to noncontrolling interests                   | —            | —               | —           | —                               | —                              | 45                               | 45           |
| Common units issued as a result of common shares issued by Urban Edge | 106,116      | 649             | —           | —                               | (172 )                         | —                                | 477          |
| Equity redemption of OP Units   | 429,110      | 3,504           | (429,110 )  | —                               | —                              | —                                | 3,504        |
|   | —            | —               | 352,789     | —                               | —                              | —                                | —            |

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|   |             |           |            |           |             |        |             |
|---|-------------|-----------|------------|-----------|-------------|--------|-------------|
| Limited partnership units issued, net       |             |           |            |           |             |        |             |
| Reallocation of noncontrolling interests    | —           | 1,263     | —          | (4,767 )  | —           | —      | (3,504 )    |
| Distributions to Partners (\$0.88 per unit) | —           | —         | —          | —         | (111,360 )  | —      | (111,360 )  |
| Share-based compensation expense            | —           | 4,992     | —          | 4,719     | 30          | —      | 9,741       |
| Share-based awards retained for taxes       | (17,190 )   | (385 )    | —          | —         | —           | —      | (385 )      |
| Balance, December 31, 2018                  | 114,345,565 | \$957,563 | 12,736,633 | \$105,447 | \$(57,482 ) | \$ 449 | \$1,005,977 |

<sup>(1)</sup> Limited partners have a 10.0% common limited partnership interest in the Operating Partnership as of December 31, 2018 in the form of units of interest in the Operating Partnership (“OP Units”) and Long-Term Incentive Plan (“LTIP”) units.

See notes to consolidated financial statements.

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URBAN EDGE PROPERTIES LP  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)

|   | Year Ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2018                    | 2017       | 2016       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |                         |            |            |
| Net income  | \$116,963               | \$72,938   | \$96,630   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                         |            |            |
| Depreciation and amortization   | 100,063                 | 82,511     | 57,178     |
| Income from acquired leasehold interest   | —                       | (39,215 )  | —          |
| Casualty and impairment loss  | 5,574                   | 5,637      | —          |
| Gain on sale of real estate   | (52,625 )               | (202 )     | (15,618 )  |
| (Gain) loss on extinguishment of debt   | (2,524 )                | 35,336     | —          |
| Amortization of deferred financing costs  | 2,879                   | 2,876      | 2,830      |
| Amortization of below market leases, net  | (33,975 )               | (9,502 )   | (7,776 )   |
| Straight-lining of rent   | (735 )                  | 352        | 227        |
| Share-based compensation expense  | 9,741                   | 7,137      | 5,433      |
| Provision for doubtful accounts   | 4,138                   | 3,445      | 1,214      |
| Change in operating assets and liabilities:                                       |                         |            |            |
| Tenant and other receivables  | (13,327 )               | (13,749 )  | (78 )      |
| Deferred leasing costs  | (4,675 )                | (4,110 )   | (3,815 )   |
| Prepaid and other assets  | 1,867                   | (4,432 )   | 141        |
| Accounts payable, accrued expenses and other liabilities                          | 3,676                   | 18,876     | 883        |
| Net cash provided by operating activities   | 137,040                 | 157,898    | 137,249    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |                         |            |            |
| Real estate development and capital improvements                                  | (118,765 )              | (89,344 )  | (69,901 )  |
| Acquisition of real estate  | (4,931 )                | (211,393 ) | (9,267 )   |
| Proceeds from sale of operating properties  | 57,593                  | 5,005      | 19,938     |
| Insurance proceeds  | 1,300                   | —          | —          |
| Net cash used in investing activities   | (64,803 )               | (295,732 ) | (59,230 )  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |                         |            |            |
| Debt repayments   | (4,288 )                | (129,640 ) | (38,458 )  |
| Distributions to partners   | (111,360 )              | (104,852 ) | (86,311 )  |
| Debt issuance costs   | —                       | (13,193 )  | —          |
| Taxes withheld for vested restricted units  | (385 )                  | (287 )     | (38 )      |
| Payment on extinguishment of debt   | —                       | (1,138 )   | —          |
| Purchase of marketable securities in connection with debt defeasance              | —                       | (536,505 ) | —          |
| Proceeds related to the issuance of common shares                                 | 477                     | 348,404    | 8,949      |
| Proceeds from borrowings  | —                       | 935,700    | —          |
| Net cash (used in) provided by financing activities                               | (115,556 )              | 498,489    | (115,858 ) |
| Net (decrease) increase in cash and cash equivalents and restricted cash          | (43,319 )               | 360,655    | (37,839 )  |
| Cash and cash equivalents and restricted cash at beginning of year                | 500,841                 | 140,186    | 178,025    |
| Cash and cash equivalents and restricted cash at end of year                      | \$457,522               | \$500,841  | \$140,186  |

See notes to consolidated financial statements.

|   | Year Ended December 31, |            |           |
|---|-------------------------|------------|-----------|
|   | 2018                    | 2017       | 2016      |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>   |                         |            |           |
| Cash payments for interest net of amounts capitalized of \$3,313, \$3,926 and \$3,763, respectively | \$65,699                | \$55,140   | \$51,137  |
| Cash payments for income taxes  | 757                     | 1,237      | 1,277     |
| <b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>  |                         |            |           |
| Accrued capital expenditures included in accounts payable and accrued expenses                      | 25,661                  | 14,651     | 12,492    |
| Mortgage debt forgiven in foreclosure   | 11,537                  | —          | —         |
| Write-off of fully depreciated assets   | 24,307                  | 3,286      | 4,585     |
| Acquisition of real estate through issuance of OP units   | —                       | 171,084    | —         |
| Acquisition of real estate through assumption of debt   | —                       | 69,659     | —         |
| Marketable securities transferred in connection with debt defeasance                                | —                       | 536,590    | —         |
| Defeasance of mortgages payable   | —                       | (505,473 ) | —         |
| <b>RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH</b>                              |                         |            |           |
| Cash and cash equivalents at beginning of year  | \$490,279               | \$131,654  | \$168,983 |
| Restricted cash at beginning of year  | 10,562                  | 8,532      | 9,042     |
| Cash and cash equivalents and restricted cash at beginning of year                                  | \$500,841               | \$140,186  | \$178,025 |
| <br>  |                         |            |           |
| Cash and cash equivalents at end of year  | \$440,430               | \$490,279  | \$131,654 |
| Restricted cash at end of year  | 17,092                  | 10,562     | 8,532     |
| Cash and cash equivalents and restricted cash at end of year  | \$457,522               | \$500,841  | \$140,186 |

See notes to consolidated financial statements.

URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION

Urban Edge Properties (“UE”, “Urban Edge” 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 area. Urban Edge Properties LP (“UELP” 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. Unless the context otherwise requires, references to “we”, “us” and “our” refer to Urban Edge Properties and UELP and their consolidated entities/subsidiaries.

The Operating Partnership’s capital includes general and common limited partnership interests in the operating partnership (“OP Units”). As of December 31, 2018, Urban Edge owned approximately 90.0% of the outstanding common OP Units with the remaining limited OP Units held by Vornado Realty L.P., members of management, our Board of Trustees and contributors of property interests acquired (“third-party unitholders”). 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. The VIE’s assets can be used for purposes other than the settlement of the VIE’s obligations and the Company’s partnership interest is considered a majority voting interest.

As of December 31, 2018, our portfolio consisted of 83 shopping centers, four malls and a warehouse park totaling approximately 16.3 million sf.

2. BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for annual financial information and with the instructions of Form 10-K. The consolidated financial statements as of and for the years ended December 31, 2018, 2017 and 2016 reflect the consolidation of the Company, the Operating Partnership, wholly-owned subsidiaries and those entities in which we have a controlling financial interest. All intercompany transactions have been eliminated in consolidation.

In accordance with ASC 205 Presentation of Financial Statements, the Company reclassified Property rentals and Tenant reimbursement income to Rental revenue on its consolidated statements of income for the years ended December 31, 2018, 2017, and 2016, respectively, as reflected in this Form 10-K. Additionally, in accordance with ASC 205, the Company reclassified Accounts payable and accrued expenses and Other liabilities to Accounts payable, accrued expenses and other liabilities on its consolidated balance sheets for the years ended December 31, 2018 and 2017, respectively, as reflected in this Form 10-K.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets

and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Real Estate — 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 that improve or extend the useful lives of assets are capitalized. As real estate is undergoing redevelopment activities, 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 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. Depreciation is recognized on a straight-line basis over estimated useful lives which range from 3 to 40 years.

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 and we allocate the purchase price based on these assessments on a relative fair value basis. 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. We record acquired intangible assets (including acquired above-market leases, acquired in-place leases and tenant relationships) and acquired intangible liabilities (including below-market leases) at their estimated fair value. 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.

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 financial statements. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

**Real Estate Held For Sale** — When a real estate asset is identified by management as held for sale, we cease depreciation of the asset and estimate its fair value, net of estimated costs to sell. If the estimated fair value, net of estimated costs to sell, of an asset is less than its net carrying value, an adjustment is recorded to reflect the estimated fair value. During the year ended December 31, 2017, we recognized a \$3.5 million impairment charge on our property classified as held for sale in Eatontown, NJ. Refer to Note 4, Acquisitions and dispositions in Part II, Item 8. in this Annual Report on Form 10-K.

**Cash and Cash Equivalents** — Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less and are carried at cost, which approximates fair value due to their short-term maturities. The majority of our cash and cash equivalents consists of (i) deposits at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation limit, (ii) United States Treasury Bills, and (iii) Certificate of Deposits placed through an Account Registry Service (“CDARS”). To date we have not experienced any losses on our invested cash.

**Restricted Cash** — Restricted cash consists of security deposits and cash escrowed under loan agreements for debt service, real estate taxes, property insurance, tenant improvements, leasing commissions and capital expenditures.

**Accounts Receivable and Allowance for Doubtful Accounts** — Accounts receivable includes unpaid amounts billed to tenants and accrued revenues for future billings to tenants for property expenses. We periodically evaluate the collectibility of amounts due from tenants and maintain an allowance for doubtful accounts for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We also maintain an allowance for receivables arising from the straight-lining of rents. These receivables arise from earnings recognized in excess of amounts currently due under the lease agreements. Management exercises judgment in establishing these allowances and considers payment history and current credit status in developing these estimates. Accounts receivable are written-off when they are deemed to be uncollectible and we are no longer actively pursuing collection.



Deferred Leasing Costs — Deferred leasing costs include direct salaries, third-party fees and other costs incurred by us to originate a lease. Such costs are capitalized and amortized on a straight-line basis over the term of the related leases.

Deferred Financing Costs — Deferred financing costs include fees associated with our revolving credit agreement. Such fees are amortized on a straight-line basis over the terms of the related revolving credit agreement as a component of interest expense, which approximates the effective interest rate method, in accordance with the terms of the agreement. No amounts have been drawn to date under the revolving credit agreement.

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

Rental revenue comprises revenue from property rentals and tenant expense reimbursements, as designated within tenant operating leases.

**Property Rentals:** We generate revenue from minimum lease payments from tenant operating leases. These rents are recognized over the noncancelable terms of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases in accordance with ASC 840 Leases. We satisfy our performance obligations over time, under the noncancelable lease term, commencing 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 remaining term of the lease. The underlying leased asset remains on our consolidated balance sheet and continues to depreciate. In addition to minimum lease payments, certain rental income derived from our tenant leases is contingent and dependent on percentage rent. Percentage rents are earned by the Company in the event the tenant's gross sales exceed certain amounts. Terms of percentage rent are agreed upon in the tenant's lease and will vary based on the tenant's sales.

**Tenant expense reimbursements:** In accordance with ASC 840, revenue arises 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 period the expenses are incurred.

**Income from acquired leasehold interest:** Income from acquired leasehold interest was revenue generated in connection with the write-off of an unamortized intangible liability balance related to the below-market ground lease as well as the balance of the straight-line receivable balance, upon acquisition of the leasehold interest of the property. This revenue was recognized in accordance with ASC 840.

**Other Income:** Other income is generated in connection with certain services provided to tenants for which we earn a fee. This revenue is recognized as the services are transferred in accordance with ASC 606, with the exception of lease termination fee income, which is recognized when received in accordance with ASC 840.

**Management and development fees:** We generate management and development fee income from contractual property management agreements with third parties. This revenue is recognized as the services are transferred in accordance with ASC 606.

**Noncontrolling Interests —** Noncontrolling interests in consolidated subsidiaries represent the portion of equity that we do not own in those entities that we consolidate. We identify our noncontrolling interests separately within the equity section on the consolidated balance sheets. Noncontrolling interests in Operating Partnership include OP units and limited partnership interests in the Operating Partnership in the form of long-term incentive plan (“LTIP”) unit awards classified as equity.

**Variable Interest Entities —** Certain entities that do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties, or which do not have the obligation to absorb expected losses, do not have the right to receive expected residual returns, or do not have the characteristics of a controlling financial interest qualify as VIEs. VIEs are required to be consolidated by their primary beneficiary. The primary beneficiary of a VIE has both the power to direct the activities that most significantly impact economic performance of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. The consolidated and financial statements reflect the consolidation of VIEs in which the Company is the primary beneficiary.

**Earnings Per Share and Unit —** Basic earnings per common share and unit is computed by dividing net income attributable to common shareholders and unitholders by the weighted average common shares and units outstanding during the period. Unvested share-based payment awards that entitle holders to receive non-forfeitable dividends, such as our restricted stock awards, are classified as “participating securities.” Because the awards are considered participating securities, the Company and the Operating Partnership are required to apply the two-class method of computing basic and diluted earnings that would otherwise have been available to common shareholders and unitholders. Under the two-class method, earnings for the period are allocated between common shareholders and unitholders and other shareholders and unitholders, based on their respective rights to receive dividends. During periods of net loss, losses are allocated only to the extent the participating securities are required to absorb their share of such losses. Diluted earnings per common share and unit reflects the potential dilution of the assumed exercises of

shares including stock options and unvested restricted shares to the extent they are dilutive.

Share-Based Compensation — We grant stock options, LTIP units, OP units, deferred share units, restricted share awards and performance-based units to our officers, trustees and employees. The term of each award is determined by the compensation committee of our Board of Trustees (the “Compensation Committee”), but in no event can such term be longer than ten years from the date of grant. The vesting schedule of each award is determined by the Compensation Committee, in its sole and absolute discretion, at the date of grant of the award. Dividends are paid on certain shares of unvested restricted stock, which makes the restricted stock a participating security.

Fair value is determined, depending on the type of award, using either the Black-Scholes option-pricing model or the Monte Carlo method, both of which are intended to estimate the fair value of the awards at the grant date. In using the Black-Scholes option-pricing model, expected volatilities and dividend yields are primarily based on available implied data and peer group companies' historical data. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant.

Compensation expense for restricted share awards is based on the fair value of our common shares at the date of the grant and is recognized ratably over the vesting period. For grants with a graded vesting schedule or a cliff vesting schedule, we have elected to recognize compensation expense on a straight-line basis. Also included in Share-based compensation expense is the unrecognized compensation expense of awards issued under Vornado's outperformance plan ("OPP") prior to the separation for the Company's employees who were previously Vornado employees. The OPP unrecognized compensation expense is recognized on a straight-line basis over the remaining life of the OPP awards issued. Share-based compensation expense is included in general and administrative expenses on the consolidated and statements of income.

When the Company issues common shares as compensation, it receives a like number of common units from the Operating Partnership. Accordingly, the Company's ownership in the Operating Partnership will increase based on the number of common shares awarded under our 2015 Omnibus Share Plan. As a result of the issuance of common units to the Company for share-based compensation, the Operating Partnership accounts for share-based compensation in the same manner as the Company.

**Income Taxes** — Our two Puerto Rico malls are subject to income taxes which are based on estimated taxable income and are included in income tax expense in the consolidated statements of income. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates in effect for the year in which these temporary differences are expected to be recovered or settled. Earnings and profits, which determine the taxability of dividends to shareholders, differs from net income reported for financial reporting purposes primarily because of differences in depreciable lives and cost bases of the malls, as well as other timing differences.

**Concentration of Credit Risk** — A concentration of credit risk arises in our business when a national or regionally-based tenant occupies a substantial amount of space in multiple properties owned by us. In that event, if the tenant suffers a significant downturn in its business, it may become unable to make its contractual rent payments to us, exposing us to potential losses in rental revenue, expense recoveries, and percentage rent. Further, the impact may be magnified if the tenant is renting space in multiple locations. Generally, we do not obtain security from our national or regionally-based tenants in support of their lease obligations to us. We regularly monitor our tenant base to assess potential concentrations of credit risk. None of our tenants accounted for more than 10% of total revenues in the year ended December 31, 2018. As of December 31, 2018, The Home Depot was our largest tenant with seven stores which comprised an aggregate of 920,000 sf and accounted for approximately \$22.6 million, or 5.5% of our total revenue for the year ended December 31, 2018.

#### Recently Issued Accounting Literature

Effective January 1, 2018, we adopted ("ASU 2017-09") Scope of Modification Accounting, which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting will not apply if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. We applied these amendments prospectively to awards modified on and after the adoption date. The adoption of this standard resulted in no impact to our consolidated financial statements. If we encounter a change to the terms or conditions of any of our share-based payment awards

we will evaluate the need to apply modification accounting based on the new guidance. The general treatment for modifications of share-based payment awards is to record the incremental value arising from the change as additional compensation cost in the period of modification.

Effective January 1, 2018, we adopted (“ASU 2017-05”) Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets, to clarify the scope and accounting for derecognition of nonfinancial assets using the modified retrospective approach. ASU 2017-05 eliminated the guidance specific to real estate sales and partial sales of real estate. ASU 2017-05 defines “in-substance nonfinancial assets” and includes guidance on partial sales of nonfinancial assets. The adoption of this standard resulted in no material impact to our consolidated financial statements.

Effective January 1, 2018, we adopted (“ASU 2014-09”) Revenue from Contracts with Customers to ASC Topic 606, which supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition. ASU 2014-09 requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. We adopted the standard using the modified retrospective approach which requires applying the new standard to all existing contracts not yet

completed as of the effective date. We have completed our evaluation of the standard's impact on our revenue sources. The adoption of this standard did not have a material impact on our consolidated financial statements.

Effective for the fiscal period beginning January 1, 2019, we adopted ("ASU 2016-02") Leases, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). We initially applied the standard at the beginning of the period of adoption through the transition method issued by ("ASU 2018-11") Leases: Targeted Improvements. The new standard requires lessees to apply a two-model approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. The new standard requires lessors to account for the leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. We have completed our evaluation of the standard's impact on the Company's consolidated financial statements and accounting policies. For purposes of transition, we did not elect the hindsight practical expedient but did elect the practical expedient package, which has been applied consistently to all of our leases.

From a lessee perspective, the adoption will result in the recognition of a right-of-use ("ROU") asset and lease liability for 24 leases of approximately \$100 million, which will be presented on our consolidated balance sheet beginning with the Quarterly Report on Form 10-Q for the period ending March 31, 2019. The standard's adoption will also impact the presentation of our consolidated income statement beginning with the Quarterly Report on Form 10-Q for the period ending March 31, 2019, due to accounting for the lease and non-lease components as a single lease component, which will be presented as "lease expense" on the consolidated statement of income. Prior to the adoption of ASC 842, related lease expense amounts were recognized within ground rent and general administrative expenses on the consolidated statement of income.

From a lessor perspective, the adoption will also result in additional general and administrative expenses, attributable to internal leasing department costs not meeting the definition of initial direct costs under ASC 842. Capitalized internal leasing costs were \$0.7 million for the year ended December 31, 2018.

The adoption of this standard will also result in additional quantitative and qualitative footnote disclosures beginning with the Quarterly Report on Form 10-Q for the period ending March 31, 2019.

Any other recently issued accounting standards or pronouncements not disclosed above have been excluded as they are not relevant to the Company or the Operating Partnership, or they are not expected to have a material impact on our consolidated financial statements.

## 4. ACQUISITIONS AND DISPOSITIONS

During the year ended December 31, 2018 and December 31, 2017, we closed on the following acquisitions:

| Date Purchased    | Property Name                     | City        | State | Square Feet            | Purchase Price<br>(in thousands)     |
|-------------------|-----------------------------------|-------------|-------|------------------------|--------------------------------------|
| January 26, 2018  | 938 Spring Valley Road            | Maywood     | NJ    | 2,000                  | \$ 719                               |
| February 23, 2018 | 116 Sunrise Highway               | Freeport    | NY    | 4,750                  | 447                                  |
| February 28, 2018 | 197 West Spring Valley Ave        | Maywood     | NJ    | 16,300                 | 2,799                                |
| May 24, 2018      | 7 Francis Place                   | Montclair   | NJ    | 3,000                  | 966                                  |
|                   |                                   |             |       |                        | 2018 Total \$ 4,931 <sup>(1)</sup>   |
| January 4, 2017   | Yonkers Gateway Center            | Yonkers     | NY    | —                      | <sup>(2)</sup> \$ 51,902             |
| January 17, 2017  | Shops at Bruckner                 | Bronx       | NY    | 114,000                | 32,269                               |
| February 2, 2017  | Hudson Mall                       | Jersey City | NJ    | 383,000                | 44,273                               |
| May 24, 2017      | Yonkers Gateway Center            | Yonkers     | NY    | 437,000 <sup>(2)</sup> | 101,825                              |
| May 24, 2017      | The Plaza at Cherry Hill          | Cherry Hill | NJ    | 413,000                | 53,535                               |
| May 24, 2017      | Manchester Plaza                  | Manchester  | MO    | 131,000                | 20,162                               |
| May 24, 2017      | Millburn Gateway Center           | Millburn    | NJ    | 102,000                | 45,583                               |
| May 24, 2017      | 21 E Broad St / One Lincoln Plaza | Westfield   | NJ    | 22,000                 | 10,158                               |
| May 25, 2017      | The Plaza at Woodbridge           | Woodbridge  | NJ    | 411,000                | 103,962                              |
|                   |                                   |             |       |                        | 2017 Total \$ 463,669 <sup>(1)</sup> |

<sup>(1)</sup> The total purchase prices for the properties acquired in the year ended December 31, 2018 and December 31, 2017, respectively, include \$0.1 million and \$11.3 million of transaction costs incurred in relation to the transactions.

On January 4, 2017, we acquired fee and leasehold interests, including the lessor position under an operating lease

<sup>(2)</sup> for the whole property. On May 24, 2017, we purchased the remaining fee and leasehold interests not previously acquired, including the lessee position under the operating lease for the whole property.

The properties purchased during the year ended December 31, 2018 are all adjacent to centers currently owned by the Company. Consideration for these purchases consisted of cash.

On January 4, 2017, we acquired fee and leasehold interests in Yonkers Gateway Center for \$51.9 million.

Consideration for this purchase consisted of the issuance of \$48.8 million in OP units and \$2.9 million of cash. The total number of OP units issued was 1.8 million at a value of \$27.09 per unit. Transaction costs associated with this acquisition were \$0.2 million.

On January 17, 2017, we acquired the leasehold interest in the Shops at Bruckner for \$32.3 million, consisting of the assumption of the existing debt of \$12.6 million and \$19.4 million of cash. The property is a 114,000 sf retail center in the Bronx, NY directly across from our Bruckner Commons shopping center. We own the land under the Shops at Bruckner and had been leasing it to the seller under a ground lease that ran through September 2044. Concurrent with the acquisition, we wrote-off the unamortized intangible liability balance related to the below-market ground lease as well as the existing straight-line receivable balance. As a result, we recognized \$39.2 million of income from acquired leasehold interest in the year ended December 31, 2017. Transaction costs associated with this acquisition were \$0.3 million.

On February 2, 2017, we acquired Hudson Mall, a 383,000 sf retail center in Jersey City, NJ adjacent to our existing Hudson Commons shopping center. Consideration for this purchase consisted of the assumption of the existing debt of \$23.8 million and \$19.9 million of cash. Transaction costs associated with this acquisition were \$0.6 million.

On May 24 and 25, 2017, we acquired the Portfolio comprising 1.5 million sf of gross leasable area, predominantly in the New York City metropolitan area, for \$325 million excluding transaction costs. The Portfolio was privately owned for more than three decades and was 83% leased as of the date of acquisition. Consideration for this purchase consisted of the issuance of \$122 million in OP units, the assumption of \$33 million of existing mortgage debt, the issuance of \$126 million of non-recourse, secured mortgage debt and \$44 million of cash. The total number of OP units issued was 4.5 million at a value of \$27.02 per unit. Transaction costs associated with this acquisition were \$10.2 million.



The aggregate purchase price of the above property acquisitions has been allocated as follows:

| Property Name                     | Land      | Buildings and improvements | Identified intangible assets <sup>(1)</sup> | Identified intangible liabilities <sup>(1)</sup> | Debt premium | Total Purchase Price |
|-----------------------------------|-----------|----------------------------|---|--|--------------|----------------------|
| (in thousands)                    |           |                            |   |  |              |                      |
| 938 Spring Valley Road            | \$519     | \$ 200                     | \$—   | \$—  | \$—          | \$719                |
| 116 Sunrise Highway               | 151       | 296                        | —   | —  | —            | 447                  |
| 197 West Spring Valley Ave        | 1,768     | 1,031                      | —   | —  | —            | 2,799                |
| 7 Francis Place                   | 381       | 585                        | —   | —  | —            | 966                  |
| 2018 Total                        | \$2,819   | \$ 2,112                   | \$—   | \$—  | \$—          | \$4,931              |
| Yonkers Gateway Center            | \$40,699  | \$ —                       | \$ 25,858                                   | \$(14,655 )                                      | \$—          | \$51,902             |
| Shops at Bruckner                 | —         | 32,979                     | 12,029                                      | (12,709 )  | (30 )        | 32,269               |
| Hudson Mall                       | 15,824    | 37,593                     | 9,930                                       | (17,344 )  | (1,730 )     | 44,273               |
| Yonkers Gateway Center            | 22,642    | 110,635                    | 38,162                                      | (68,694 )  | (920 )       | 101,825              |
| The Plaza at Cherry Hill          | 14,602    | 33,666                     | 7,800                                       | (2,533 )   | —            | 53,535               |
| Manchester Plaza                  | 4,409     | 13,756                     | 3,256                                       | (1,259 )   | —            | 20,162               |
| Millburn Gateway Center           | 15,783    | 25,387                     | 5,360                                       | (947 )   | —            | 45,583               |
| 21 E Broad St / One Lincoln Plaza | 5,728     | 4,305                      | 679   | (554 )   | —            | 10,158               |
| The Plaza at Woodbridge           | 21,547    | 75,017                     | 11,596                                      | (4,198 )   | —            | 103,962              |
| 2017 Total                        | \$141,234 | \$ 333,338                 | \$ 114,670                                  | \$(122,893 )                                     | \$(2,680 )   | \$463,669            |

<sup>(1)</sup> As of December 31, 2018, the remaining weighted average amortization periods of the identified intangible assets and identified intangible liabilities acquired in 2017 were 16.9 years and 15.1 years, respectively. As of December 31, 2017, the remaining weighted average amortization periods of the identified intangible assets and identified intangible liabilities acquired in 2017 were 17.9 years and 16.6 years, respectively.

As of December 31, 2018, we were under contract to purchase an office building in Maywood, NJ, adjacent to our existing center, Bergen Town Center. The building is subject to a ground lease, which the Company will acquire the lessee position of for a purchase price of \$7.1 million. The transaction is scheduled to close by the end of 2019.

#### Dispositions

On April 26, 2018, we completed the sale of our property in Allentown, PA, which was previously classified as held for sale, for \$54.3 million, net of selling costs. As a result of this transaction, we recognized a \$50.4 million gain on sale of real estate during the year ended December 31, 2018.

On July 5, 2018, we completed the sale of land in Cherry Hill, NJ for \$3.3 million, net of selling costs, resulting in a gain of \$2.2 million.

On June 30, 2017, we completed the sale of our property previously classified as held for sale in Eatontown, NJ, for \$4.8 million, net of selling costs. Prior to the sale, the book value of this property exceeded its estimated fair value less costs to sell, and as such, an impairment charge of \$3.5 million was recognized in the year ended December 31, 2017. Our determination of fair value was based on the executed contract of sale with the third-party buyer.

On September 8, 2017, we completed the sale of excess land in Kearny, NJ for \$0.3 million, resulting in a gain of \$0.2 million.



## 5. IDENTIFIED INTANGIBLE ASSETS AND LIABILITIES

The following table summarizes our identified intangible assets and liabilities:

| (Amounts in thousands)   | December<br>31, 2018 | December<br>31, 2017 |
|--|----------------------|----------------------|
| In-place leases  | \$75,454             | \$88,355             |
| Accumulated amortization   | (24,713 )            | (21,557 )            |
| Below-market ground leases <sup>(1)</sup>                          | 23,730               | 23,730               |
| Accumulated amortization   | (11,791 )            | (10,819 )            |
| Above-market leases  | 7,129                | 7,356                |
| Accumulated amortization   | (2,565 )             | (1,228 )             |
| Other intangible assets  | 1,635                | 1,635                |
| Accumulated amortization   | (457 )               | (223 )               |
| Identified intangible assets, net of accumulated amortization      | 68,422               | 87,249               |
| Below-market leases  | 209,316              | 246,791              |
| Accumulated amortization   | (65,058 )            | (65,832 )            |
| Identified intangible liabilities, net of accumulated amortization | \$144,258            | \$180,959            |

<sup>(1)</sup> Intangible assets related to below-market leases where the Company is a lessee under a ground lease.

Amortization of acquired below-market leases, net of acquired above-market leases resulted in additional rental income of \$34.0 million, \$9.5 million, and \$7.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Amortization of acquired in-place leases and customer relationships resulted in additional depreciation and amortization expense of \$15.1 million, \$9.3 million, \$2.0 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Certain shopping centers are subject to ground leases or ground and building leases. Amortization of these acquired below-market leases resulted in additional rent expense of \$1.0 million for each of the years ended December 31, 2018, 2017 and 2016, respectively.

The following table sets forth the estimated annual amortization expense related to intangible assets and liabilities for the five succeeding years commencing January 1, 2019:

| (Amounts in thousands) | Below-Market<br>Operating<br>Lease Income | Above-Market<br>Operating<br>Lease Expense | In-Place<br>Leases | Below-Market<br>Ground<br>Leases |
|------------------------|---|--|--------------------|----------------------------------|
| Year                   |   |  |                    |                                  |
| 2019                   | \$ 10,005                                 | \$ 1,289                                   | \$ 7,431           | \$ 972                           |
| 2020                   | 9,837                                     | 1,014                                      | 6,194              | 972                              |
| 2021                   | 9,699                                     | 807  | 4,982              | 622                              |
| 2022                   | 9,622                                     | 433  | 4,049              | 590                              |
| 2023                   | 9,575                                     | 327  | 3,717              | 590                              |

## 6. MORTGAGES PAYABLE

The following is a summary of mortgages payable as of December 31, 2018 and December 31, 2017.

| (Amounts in thousands)  | Maturity                        | Interest Rate at<br>December 31, 2018 | December<br>31,<br>2018 | December<br>31,<br>2017 |
|---|---------------------------------|---------------------------------------|-------------------------|-------------------------|
| First mortgages secured by:                                     |                                 |                                       |                         |                         |
| Variable rate   |                                 |                                       |                         |                         |
| Cherry Hill (Plaza at Cherry Hill) <sup>(1)</sup>               | 5/24/2022                       | 3.95%                                 | \$28,930                | \$28,930                |
| Westfield (One Lincoln Plaza) <sup>(1)</sup>                    | 5/24/2022                       | 3.95%                                 | 4,730                   | 4,730                   |
| Woodbridge (Plaza at Woodbridge) <sup>(1)</sup>                 | 5/25/2022                       | 3.95%                                 | 55,340                  | 55,340                  |
| Jersey City (Hudson Commons) <sup>(2)</sup>                     | 11/15/2024                      | 4.25%                                 | 29,000                  | 29,000                  |
| Watchung <sup>(2)</sup>   | 11/15/2024                      | 4.25%                                 | 27,000                  | 27,000                  |
| Bronx (1750-1780 Gun Hill Road) <sup>(2)</sup>                  | 12/1/2024                       | 4.25%                                 | 24,500                  | 24,500                  |
| Total variable rate debt  |                                 |                                       | 169,500                 | 169,500                 |
| Fixed rate  |                                 |                                       |                         |                         |
| Montehiedra (senior loan)                                       | 7/6/2021                        | 5.33%                                 | 84,860                  | 86,236                  |
| Montehiedra (junior loan)                                       | 7/6/2021                        | 3.00%                                 | 30,000                  | 30,000                  |
| Bergen Town Center - West, Paramus                              | 4/8/2023                        | 3.56%                                 | 300,000                 | 300,000                 |
| Bronx (Shops at Bruckner)                                       | 5/1/2023                        | 3.90%                                 | 11,582                  | 12,162                  |
| Jersey City (Hudson Mall) <sup>(5)</sup>                        | 12/1/2023                       | 5.07%                                 | 24,326                  | 25,004                  |
| Yonkers Gateway Center <sup>(6)</sup>                           | 4/6/2024                        | 4.16%                                 | 31,704                  | 33,227                  |
| Las Catalinas   | 8/6/2024                        | 4.43%                                 | 130,000                 | 130,000                 |
| Brick   | 12/10/2024                      | 3.87%                                 | 50,000                  | 50,000                  |
| North Plainfield  | 12/10/2025                      | 3.99%                                 | 25,100                  | 25,100                  |
| Middletown  | 12/1/2026                       | 3.78%                                 | 31,400                  | 31,400                  |
| Rockaway  | 12/1/2026                       | 3.78%                                 | 27,800                  | 27,800                  |
| East Hanover (200 - 240 Route 10 West)                          | 12/10/2026                      | 4.03%                                 | 63,000                  | 63,000                  |
| North Bergen (Tonnelles Ave) <sup>(4)</sup>                     | 4/1/2027                        | 4.18%                                 | 100,000                 | 100,000                 |
| Manchester  | 6/1/2027                        | 4.32%                                 | 12,500                  | 12,500                  |
| Millburn  | 6/1/2027                        | 3.97%                                 | 24,000                  | 24,000                  |
| Totowa  | 12/1/2027                       | 4.33%                                 | 50,800                  | 50,800                  |
| Woodbridge (Woodbridge Commons)                                 | 12/1/2027                       | 4.36%                                 | 22,100                  | 22,100                  |
| East Brunswick  | 12/6/2027                       | 4.38%                                 | 63,000                  | 63,000                  |
| East Rutherford   | 1/6/2028                        | 4.49%                                 | 23,000                  | 23,000                  |
| Hackensack  | 3/1/2028                        | 4.36%                                 | 66,400                  | 66,400                  |
| Marlton   | 12/1/2028                       | 3.86%                                 | 37,400                  | 37,400                  |
| East Hanover Warehouses   | 12/1/2028                       | 4.09%                                 | 40,700                  | 40,700                  |
| Union (2445 Springfield Ave)                                    | 12/10/2028                      | 4.01%                                 | 45,600                  | 45,600                  |
| Freeport (Freeport Commons)                                     | 12/10/2029                      | 4.07%                                 | 43,100                  | 43,100                  |
| Garfield  | 12/1/2030                       | 4.14%                                 | 40,300                  | 40,300                  |
| Mt Kisco <sup>(3)</sup>   | 11/15/2034                      | 6.40%                                 | 13,987                  | 14,451                  |
| Englewood <sup>(7)</sup>  | —                               | —%                                    | —                       | 11,537                  |
| Total fixed rate debt   |                                 |                                       | 1,392,659               | 1,408,817               |
|   | Total mortgages payable         |                                       | 1,562,159               | 1,578,317               |
|   | Unamortized debt issuance costs |                                       | (11,917)                | (13,775)                |
| Total mortgages payable, net of unamortized debt issuance costs |                                 |                                       | \$1,550,242             | \$1,564,542             |

<sup>(1)</sup> Bears interest at one month LIBOR plus 160 bps.

(2) Bears interest at one month LIBOR plus 190 bps.

The mortgage payable balance on the loan secured by Mount Kisco (Target) includes \$1.0 million of unamortized

(3) debt discount as of both December 31, 2018 and December 31, 2017, respectively. The effective interest rate including amortization of the debt discount is 7.30% as of December 31, 2018.

On March 29, 2017, we refinanced the \$74 million, 4.59% mortgage loan secured by our Tonnelle Commons property in North Bergen, NJ, increasing the principal balance to \$100 million with a 10-year fixed rate mortgage, at 4.18%. As a result, we recognized a loss on extinguishment of debt of \$1.3 million during the year ended December 31, 2017, comprised of a \$1.1 million prepayment penalty and write-off of \$0.2 million of unamortized deferred financing fees on the original loan.

The mortgage payable balance on the loan secured by Hudson Mall includes \$1.2 million and \$1.5 million of unamortized debt premium as of December 31, 2018 and December 31, 2017, respectively. The effective interest rate including amortization of the debt premium is 3.88% as of December 31, 2018.

The mortgage payable balance on the loan secured by Yonkers Gateway Center includes \$0.7 million and \$0.8 million of unamortized debt premium as of both December 31, 2018 and December 31, 2017, respectively. The effective interest rate including amortization of the debt premium is 3.71% as of December 31, 2018.

On January 31, 2018, our property in Englewood, NJ was sold at a foreclosure sale and on February 23, 2018, the court order was received approving the sale and discharging the receiver of all assets and liabilities related to the property.

The net carrying amount of real estate collateralizing the above indebtedness amounted to approximately \$1.3 billion as of December 31, 2018. Our mortgage loans contain covenants that limit our ability to incur additional indebtedness on these properties and in certain circumstances require lender approval of tenant leases and/or yield maintenance upon repayment prior to maturity. As of December 31, 2018, we were in compliance with all debt covenants.

During 2017, our property in Englewood, NJ was transferred to a receiver. On January 31, 2018, our property in Englewood, NJ was sold at a foreclosure sale and on February 23, 2018, the court order was received approving the sale and discharging the receiver of all assets and liabilities related to the property. We recognized a gain on extinguishment of debt of \$2.5 million as a result of the forgiveness of outstanding mortgage debt of \$11.5 million, which is included in the consolidated statement of income for the year ended December 31, 2018.

As of December 31, 2018, the principal repayments for the next five years and thereafter are as follows:

(Amounts in thousands)

| Year Ending December 31, |          |
|--------------------------|----------|
| 2019                     | \$ 4,239 |
| 2020                     | 7,567    |
| 2021                     | 123,211  |
| 2022                     | 100,896  |
| 2023                     | 344,423  |
| 2024                     | 274,370  |
| Thereafter               | 707,453  |

On January 15, 2015, we entered into a \$500 million Revolving Credit Agreement (the "Agreement") with certain financial institutions. On March 7, 2017, we amended and extended the Agreement. The amendment increased the credit facility size by \$100 million to \$600 million and extended the maturity date to March 7, 2021 with two six-month extension options. Borrowings under the Agreement are subject to interest at LIBOR plus 1.10% to 1.55% and an annual facility fee of 15 to 35 basis points. Both the spread over LIBOR and the facility fee are based on our current leverage ratio and are subject to increase if our leverage ratio increases above predefined thresholds. The Agreement contains customary financial covenants including a maximum leverage ratio of 60% and a minimum fixed charge coverage ratio of 1.5x. No amounts have been drawn to date under the Agreement. Based on our current leverage ratio as of December 31, 2018, our borrowing rate is LIBOR plus 1.15% and our annual facility fee is 0.20%. Financing fees associated with the Agreement of \$2.2 million and \$3.2 million as of December 31, 2018 and December 31, 2017, respectively, are included in deferred financing fees, net in the consolidated balance sheets.



## 7. INCOME TAXES

The Company elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended (the "Code"), commencing with the filing of its 2015 tax return for its tax year ended December 31, 2015. With exception to the Company's taxable REIT subsidiary ("TRS"), to the extent the Company meets certain requirements under the Code, the Company will not be taxed on its federal taxable income. 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, which, for corporations, was repealed under the TCJA (defined below) for tax years beginning after December 31, 2017) and may not be able to qualify as a REIT for the four subsequent taxable years. In addition to its TRS, the Company is subject to certain foreign and state and local income and taxes, including a 29% non-resident withholding tax on its two Puerto Rico malls, which are included in income tax expense in the consolidated statements of income. The Company is also subject to certain other taxes, including state and local franchise taxes which are included in general and administrative expenses in the consolidated statements of income.

On December 22, 2017, the Tax Cuts and Jobs Act (the "Act") was signed into law. The Act amends the Internal Revenue Code to reduce tax rates and modify policies, credits, and deductions for individuals and businesses. Effective January 1, 2018, for businesses, the Act reduces the corporate tax rate from a maximum of 35% to a flat 21% rate. Since UE has elected to qualify as a REIT under sections 856-860 of the Internal Revenue Code with intent to distribute 100% of its taxable income and did not have any activities in a Taxable REIT Subsidiary ("TRS") prior to January 1, 2018, there was no impact to the Company's financial statements.

The Company satisfied its REIT distribution requirement by distributing \$0.88 per common share in 2018. The taxability of such dividends are as follows:

|                         | Year Ended December 31, |        |        |   |  |  |
|-------------------------|-------------------------|--------|--------|---|--|--|
|                         | 2018                    | 2017   | 2016   |   |  |  |
| Dividend paid per share | \$0.88                  | \$0.88 | \$0.82 |   |  |  |
| Ordinary income         | 100                     | % 58   | % 100  | % |  |  |
| Return of capital       | —                       | % —    | % —    | % |  |  |
| Capital gains           | —                       | % 42   | % —    | % |  |  |

The REIT and the other minority members are partners in the Operating Partnership. As such, the partners are required to report their share of taxable income on their tax returns.

On December 31, 2017, the Company elected, for tax purposes, to treat the wholly-owned limited partnership that held its Allentown property as a taxable REIT subsidiary ("TRS"). A TRS is a corporation, other than a REIT, in which we directly or indirectly hold stock, which has made a joint election with us to be treated as a TRS under Section 856(l) of the Code. A TRS is required to pay regular U.S. federal income tax, and state and local income tax where applicable, as a non-REIT "C" corporation. The Allentown legal entity restructuring resulted in a capital gain recognized for tax purposes in 2017 and a step up in tax basis to the Allentown property resulting in no capital gains recognized for tax purposes in 2018 upon the property's sale on April 26, 2018. The Company's consolidated financial statements for the year ended December 31, 2018 reflect the TRS' federal and state corporate income taxes associated with the operating activities at the TRS. The tax expense recorded in association with the operating activities of the TRS was \$0.2 million for the year ended December 31, 2018.

Our two Puerto Rico malls are subject to a 29% non-resident withholding tax which is included in income tax expense in the consolidated statements of income. The Puerto Rico tax expense recorded was \$3.3 million and \$0.8 million for the years ended December 31, 2018 and December 31, 2016, respectively. For the year ended December 31, 2017, the Puerto Rico tax benefit recorded was \$0.3 million. Both properties are held in a special partnership for Puerto Rico tax reporting purposes (the general partner being a qualified REIT subsidiary or "QRS").





Income tax expense (benefit) consists of the following:

| (Amounts in thousands)             | Year Ended   |         |       |
|------------------------------------|--------------|---------|-------|
|                                    | December 31, |         |       |
|                                    | 2018         | 2017    | 2016  |
| Income tax expense (benefit):      |              |         |       |
| Current:                           |              |         |       |
| U.S. federal income tax            | \$ 154       | \$—     | \$—   |
| U.S. state and local income tax    | 101          | 22      | —     |
| Puerto Rico income tax             | 560          | 674     | 609   |
| Total current                      | 815          | 696     | 609   |
| Deferred:                          |              |         |       |
| Puerto Rico income tax             | 2,704        | (974 )  | 195   |
| Total deferred                     | 2,704        | (974 )  | 195   |
| Total income tax expense (benefit) | \$3,519      | \$(278) | \$804 |

A net deferred tax liability of \$5.5 million is included in our consolidated balance sheet within Accounts payable, accrued expenses and other liabilities as of December 31, 2018, comprised of temporary differences related to our two Puerto Rico properties, which have resulted in a deferred tax liability of \$6.6 million offset by a deferred tax asset of \$1.1 million. The deferred tax liability of \$6.6 million is comprised of \$4.5 million of tax depreciation in excess of GAAP depreciation, \$1.9 million straight-line rents and \$0.2 million of amortization of acquired leases not recorded for tax purposes. The deferred tax asset of \$1.1 million is comprised of \$0.5 million of insurance receivables recorded for tax purposes, \$0.1 million of amortization of deferred financing fees not recorded for tax purposes and \$0.5 million excess of bad debt expense for tax purposes.

No valuation allowance has been recorded against the Company's deferred tax assets because the Company believes that the deferred tax assets will, more likely than not, be realized. This determination is based on the Company's anticipated future taxable income and the reversal of the deferred tax assets.

The temporary differences resulting from activity during the years ended December 31, 2018, 2017, and 2016 is recorded within Income tax expense on the consolidated statements of income.

Below is a table summarizing the net deferred income tax liability balance as of December 31, 2018 and 2017:

| (Amounts in thousands)                   |           |
|--|-----------|
| Balance at January 1, 2017               | \$(3,802) |
| Change in deferred tax assets:           |           |
| Depreciation                             | (312 )    |
| Amortization of deferred financing costs | (46 )     |
| Provision for doubtful accounts          | 514       |
| Insurance claims receivable              | 501       |
| Change in deferred tax liabilities:      |           |
| Depreciation                             | 102       |
| Straight-line rent                       | 207       |
| Amortization of acquired leases          | 8         |
| Balance at December 31, 2017             | (2,828 )  |
| Change in deferred tax assets:           |           |
| Amortization of deferred financing costs | (46 )     |
| Provision for doubtful accounts          | (200 )    |
| Insurance claims receivable              | (42 )     |
| Charitable contribution                  | 5         |
| Change in deferred tax liabilities:      |           |
| Depreciation                             | (2,261 )  |

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|                                 |           |
|---------------------------------|-----------|
| Straight-line rent              | (181 )    |
| Amortization of acquired leases | 21        |
| Balance at December 31, 2018    | \$(5,532) |

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We record uncertain tax positions in accordance with ASC 740 Income Taxes on the basis of a two-step process whereby (i) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. The Company has not recorded any uncertain tax positions for tax year 2018.

The Operating Partnership is organized as a limited partnership and is generally not subject to federal income tax. Accordingly, no provision for federal income taxes has been reflected in the accompanying consolidated financial statements outside of the Company's TRS activities.

## 8. FAIR VALUE MEASUREMENTS

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

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

There were no financial assets or liabilities measured at fair value on a recurring or non-recurring basis as of December 31, 2018 and December 31, 2017.

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

Financial assets and liabilities that are not measured at fair value on the consolidated balance sheets include cash and cash equivalents and mortgages payable. Cash and cash equivalents are carried at cost, which approximates fair value. The fair value of mortgages payable is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. The fair value of cash and cash equivalents is classified as Level 1 and the fair value of mortgages payable is classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of December 31, 2018 and December 31, 2017.

| (Amounts in thousands)           | As of December 31,<br>2018 |             | As of December 31,<br>2017 |             |
|----------------------------------|----------------------------|-------------|----------------------------|-------------|
|                                  | Carrying<br>Amount         | Fair Value  | Carrying<br>Amount         | Fair Value  |
| Assets:                          |                            |             |                            |             |
| Cash and cash equivalents        | \$440,430                  | \$440,430   | \$490,279                  | \$490,279   |
| Liabilities:                     |                            |             |                            |             |
| Mortgages payable <sup>(1)</sup> | \$1,562,159                | \$1,543,963 | \$1,578,317                | \$1,579,839 |

<sup>(1)</sup> Carrying amounts exclude unamortized debt issuance costs of \$11.9 million and \$13.8 million as of December 31, 2018 and December 31, 2017, respectively.

The following market spreads were used by the Company to estimate the fair value of mortgages payable:

|                   | December |      | December |      |
|-------------------|----------|------|----------|------|
|                   | 31, 2018 |      | 31, 2017 |      |
|                   | Low      | High | Low      | High |
| Mortgages payable | 1.7%     | 1.9% | 1.7%     | 2.1% |

Nonfinancial Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

We assess the carrying value of our properties for impairment, when events or changes in circumstances indicate that the carrying value may not be recoverable.

During the year ended December 31, 2018, we recognized a \$3.1 million impairment charge on our property in Salem, NH as a result of the loss of the anchor tenant at the property. The valuation of our property in Salem, NH was based on comparable property transactions in the property's surrounding area. We also recognized a \$2.5 million impairment charge on our property in West

Babylon, NY. The fair value for our property in West Babylon, NY was based on an executed letter of intent with a third-party buyer less costs to sell. The Company believes the inputs utilized to measure these fair values were reasonable in the context of applicable market conditions, however due to the significance of the unobservable inputs in the overall fair value measures, including market conditions and expectations for growth, the Company determined that such fair value measurements are classified as Level 3. The impairment charges are included as an expense under casualty and impairment loss, net on our consolidated statements of income for the year ended December 31, 2018.

## 9. LEASES

### As Lessor

We lease space to tenants under operating leases which expire from 2019 to 2072. The leases provide for the payment of fixed base rents payable monthly in advance as well as reimbursements of real estate taxes, insurance and maintenance costs. Retail leases may also provide for the payment by the lessee of additional rents based on a percentage of their sales.

Future base rental revenue under these non-cancelable operating leases is as follows:

(Amounts in thousands)

Year Ending December 31,

|            |           |
|------------|-----------|
| 2019       | \$256,598 |
| 2020       | 235,652   |
| 2021       | 216,247   |
| 2022       | 198,449   |
| 2023       | 176,282   |
| Thereafter | 986,865   |

These future minimum amounts do not include additional rents based on a percentage of tenants' sales and tenant expense reimbursements. For the years ended December 31, 2018, 2017 and 2016, rental revenue from percentage rent was \$2.0 million, \$1.2 million, and \$0.8 million, respectively. For the years ended December 31, 2018, 2017 and 2016, rental revenue from tenant expense reimbursements was \$108.7 million, \$99.1 million, and \$84.9 million, respectively.

### As Lessee

We are a tenant under long-term ground leases or ground and building leases for certain of our properties. We are also a tenant under leases pertaining to office space from which we conduct our business. Lease expirations range from 2019 to 2061. Future lease payments under these agreements are as follows:

(Amounts in thousands)

Year Ending December 31,

|            |          |
|------------|----------|
| 2019       | \$10,640 |
| 2020       | 9,614    |
| 2021       | 8,957    |
| 2022       | 8,982    |
| 2023       | 8,850    |
| Thereafter | 85,535   |

## 10. COMMITMENTS AND CONTINGENCIES

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

### Redevelopment

As of December 31, 2018, we had approximately \$196.5 million of active development, redevelopment and anchor repositioning projects underway, of which \$50.5 million remains to be funded. Based on current plans and estimates, we anticipate the remaining amounts will be expended over the next two years.

### Insurance

The Company maintains (i) general liability insurance with limits of \$200 million for properties in the U.S. and Puerto Rico and (ii) all-risk property insurance with limits of \$500 million per occurrence and in the aggregate for properties in the U.S. and \$139 million for properties in Puerto Rico, subject to the terms, conditions, exclusions, deductibles and sub-limits when applicable for certain perils such as floods and earthquakes and (iii) numerous other insurance policies including trustees' and officers' insurance, workers' compensation and automobile-related liabilities insurance. The Company's insurance includes coverage for acts of terrorism but excludes coverage for nuclear, biological, chemical or radiological terrorism events as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. In addition, the Company maintains coverage for certain cybersecurity losses with limits of \$5 million per occurrence and 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 typically charged directly to each of the retail properties and warehouses but not all of the cost of such premiums are recovered. The Company is responsible for deductibles, losses in excess of insurance coverage, and the portion of premiums not reimbursable by tenants at our properties, 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 and expect premiums across most property coverage lines to increase in light of recent events. The incurrence of uninsured losses, costs or uncovered premiums 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.

### Hurricane-Related Charges

On September 20, 2017, Hurricane Maria made landfall, damaging our two properties in Puerto Rico. During the year ended December 31, 2017, the Company incurred a \$2.2 million charge reflecting the net book value of assets damaged and incurred \$1.7 million of hurricane-related expenses, included in casualty and impairment loss, net on the accompanying consolidated statements of income. During the year ended December 31, 2018, the Company received \$1.5 million in casualty insurance proceeds, which were partially offset by \$0.3 million of hurricane-related costs, resulting in net casualty gains of \$1.2 million included in casualty and impairment loss, net on the accompanying consolidated statements of income.

During the year ended December 31, 2018, the Company recognized \$0.3 million of business interruption losses, comprised of \$0.7 million of rent abatements due to tenants that had not reopened since the hurricane, recorded as a reduction of rental revenue, offset by a \$0.4 million reversal to provision for doubtful accounts for payments received from tenants on rents previously reserved.

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During the year ended December 31, 2017, the Company recognized \$2.2 million of business interruption losses, net of \$1.8 million in cash advances received from its insurance carrier. Losses of \$0.9 million pertained to rent abatements when the malls were closed or inoperable as a result of the hurricane, recorded as a reduction of rental revenue, and \$1.3 million was recorded as a provision for doubtful accounts for unpaid rents.

No determination has been made as to the total amount or timing of additional insurance payments that may be received as a result of the hurricane.

### Environmental Matters

Each of our properties has been subjected to varying degrees of environmental assessment at various times. Based on these assessments, we have accrued costs of \$1.7 million and \$1.2 million on our consolidated balance sheets as of December 31, 2018 and December 31, 2017, respectively, for remediation costs for environmental contamination at certain properties. While this



accrual reflects our best estimates of the potential costs of remediation at these properties, there can be no assurance that the actual costs will not exceed these amounts. During the year ended December 31, 2018, the Company recognized \$0.6 million of environmental remediation costs included in property operating expenses on the consolidated statements of income. Although we are not aware of any other material environmental contamination, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

#### Bankruptcies

Although our base rent is supported by long-term leases, leases may be rejected in a bankruptcy proceeding and the related tenant stores may permanently vacate prior to lease expiration. In the event a tenant with a significant number of leases in our shopping centers files for bankruptcy and rejects its leases with us, we could experience a reduction in our revenues. We monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants in arrears or operating retail formats that are experiencing significant changes in competition, business practice, or store closings in other locations

During the year ended December 31, 2018, Toys “R” Us, Sears, Fallas, and National Wholesale Liquidators filed for Chapter 11 bankruptcy protection.

During September 2017, Toys “R” Us filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code and announced an orderly wind-down of its U.S. business and liquidation of all U.S. stores on March 15, 2018. Prior to the liquidation, the Company had leases with Toys “R” Us at nine locations with annual rental revenue of \$7.6 million. The status of the Toys “R” Us leases is as follows:

The Company paid \$15.5 million to recapture the leases at Hudson Mall in Jersey City, NJ in July 2018 and Bruckner Commons in the Bronx, NY in September 2018 to accelerate the redevelopment of these properties. The previous rents were well under-market.

Raymour & Flanigan acquired the lease at Manalapan Commons in Manalapan, NJ in July 2018.

Toys “R” Us rejected its leases in Woodbridge, NJ, Union, NJ, Amherst, NY and Wilkes-Barre, PA in July 2018 and Cherry Hill, NJ and Salem, NH in October 2018. Annual gross rent on these leases amounted to approximately \$5.7 million. The Company is in active discussions to lease these spaces.

In connection with the Toys “R” Us bankruptcy, the Company recognized a write-off of \$21.6 million of below-market intangible liabilities (classified within rental revenue), \$15.5 million of lease termination payments (classified within property operating expense) and a \$1.0 million write-off of reserves on receivables from straight-line rents in the year ended December 31, 2018.

Fallas filed for Chapter 11 bankruptcy protection on August 6, 2018. Prior to the tenant vacating, the Company had one lease with Fallas at the Shops at Bruckner in the Bronx, NY comprising approximately 38,000 sf which generated \$1.4 million in annual rental revenue. In connection with the bankruptcy, the Company recognized a write-off of \$0.8 million of below-market intangible liabilities (classified within rental revenue) in the year ended December 31, 2018. The Company is currently exploring leasing alternatives for this space.

Sears filed for Chapter 11 bankruptcy protection on October 15, 2018. The Company has four Kmart leases with Sears comprising approximately 547,000 sf, which generate \$8.5 million in annual rental revenue. Sears recently announced the acquisition of its assets by ESL for approximately \$5.2 billion. Kmart closed its stores at Las Catalinas in Puerto Rico and in Huntington, NY at the end of January 2019; however, property rents have been paid on all four Kmart locations through February 2019 and it is not clear whether ESL will attempt to assume or reject these leases. The Company is monitoring the proceedings and considering its alternatives.

National Wholesale Liquidators filed for Chapter 11 bankruptcy protection on October 24, 2018. The Company had one lease with National Wholesale Liquidators in Lodi, NJ comprising approximately 171,000 sf, which generated \$3.1 million in annual rental revenue. This lease was rejected and returned to us on November 30, 2018. In connection with the bankruptcy, the Company recorded a \$0.8 million write-off of reserves on receivables from straight-line rents in the year ended December 31, 2018. The Company is currently exploring leasing alternatives, including mixed-use development at this property.

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## 11. PREPAID EXPENSES AND OTHER ASSETS

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

| (Amounts in thousands)                  | Balance at        |                   |
|---|-------------------|-------------------|
|   | December 31, 2018 | December 31, 2017 |
| Other assets                            | \$2,615           | \$ 3,771          |
| Real estate held for sale               | —                 | 3,285             |
| Deposits for acquisitions               | 150               | 406               |
| Prepaid expenses:                       |                   |                   |
| Real estate taxes                       | 6,911             | 7,094             |
| Insurance                               | 2,509             | 2,793             |
| Rent, licenses/fees                     | 783               | 1,210             |
| Total Prepaid expenses and other assets | \$12,968          | \$ 18,559         |

## 12. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER LIABILITIES

The following is a summary of the composition of accounts payable, accrued expenses and other liabilities in the consolidated balance sheets:

| (Amounts in thousands)   | Balance at        |                   |
|--|-------------------|-------------------|
|  | December 31, 2018 | December 31, 2017 |
| Deferred tenant revenue  | \$28,697          | \$ 28,663         |
| Accrued capital expenditures and leasing costs                 | 29,754            | 18,024            |
| Accrued interest payable                                       | 8,950             | 9,018             |
| Deferred ground rent expense                                   | 7,070             | 6,499             |
| Accrued payroll expenses                                       | 5,747             | 5,692             |
| Security deposits  | 5,396             | 5,272             |
| Deferred tax liability, net                                    | 5,532             | 2,828             |
| Other liabilities and accrued expenses                         | 7,371             | 8,770             |
| Total accounts payable, accrued expenses and other liabilities | \$98,517          | \$ 84,766         |

## 13. INTEREST AND DEBT EXPENSE

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

| (Amounts in thousands)                   | Year Ended December 31, |          |          |
|--|-------------------------|----------|----------|
|  | 2018                    | 2017     | 2016     |
| Interest expense                         | \$61,989                | \$53,342 | \$49,051 |
| Amortization of deferred financing costs | 2,879                   | 2,876    | 2,830    |
| Total Interest and debt expense          | \$64,868                | \$56,218 | \$51,881 |

## 14. EQUITY AND NONCONTROLLING INTEREST

### At-The-Market Program

In 2016, the Company established an at-the-market (“ATM”) equity program, pursuant to which the Company may offer and sell from time to time its common shares, par value \$0.01 per share, with an aggregate gross sales price of up to \$250.0 million through a consortium of broker dealers acting as sales agents. As of December 31, 2018, \$241.3 million of common shares remained available for issuance under this ATM equity program and there were no common shares issued under the ATM equity program during the years ended December 31, 2018 and 2017, respectively. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of our common shares and our capital needs. We have no obligation to sell the remaining shares available under the active ATM equity program.

### Units of the Operating Partnership

An equivalent number of common units were issued by the Operating Partnership to the Company in connection with the Company’s issuance of common shares of beneficial interest, as discussed above.

The Operating Partnership’s capital includes general and common limited partnership interests in the operating partnership (“OP Units”). As of December 31, 2018, Urban Edge owned approximately 90.0% of the outstanding common OP Units with the remaining limited OP Units held by Vornado Realty L.P., members of management, our Board of Trustees and contributors of property interests acquired. 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. The VIE’s assets can be used for purposes other than the settlement of the VIE’s obligations and the Company’s partnership interest is considered a majority voting interest.

### Dividends and Distributions

During the years ended December 31, 2018 and 2017, the Company declared common stock dividends and OP unit distributions of \$0.88 per share/unit in the aggregate. We have a Dividend Reinvestment Plan (the “DRIP”), whereby shareholders may use their dividends to purchase shares. During the years ended December 31, 2018, 2017 and 2016, 8,419, 12,788 and 12,564 shares were issued under the DRIP, respectively.

### Noncontrolling Interests in Operating Partnership

Redeemable noncontrolling interests reflected on the consolidated balance sheets of the Company are comprised of OP units and limited partnership interests in the Operating Partnership in the form of LTIP unit awards. In connection with the separation from Vornado Realty L.P. (“VRLP”), the Company issued 5.7 million OP units, which represented a 5.4% interest in the Operating Partnership, to VRLP in exchange for interests in VRLP properties contributed by VRLP. As of December 31, 2018, VRLP held an interest of 4.5% in the Operating Partnership. LTIP unit awards were granted to certain executives pursuant to our 2015 Omnibus Share Plan (the “Omnibus Share Plan”) and our 2018 Inducement Equity Plan (the “Inducement Plan”). OP units were issued to contributors in exchange for their property interests in connection with the Company’s property acquisitions in 2017. The total of the OP units and LTIP units represent a 10.1% weighted-average interest in the Operating Partnership for the year ended December 31, 2018. Holders of outstanding vested LTIP units may, from and after two years from the date of issuance, redeem their LTIP units for cash, or for the Company’s common shares on a one-for-one basis, solely at our election. Holders of outstanding OP units may, at a determinable date, redeem their units for cash or the Company’s common shares on a one-for-one basis, solely at our election.

### Noncontrolling Interest in Consolidated Subsidiaries

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



## 15. SHARE-BASED COMPENSATION

### Omnibus Share Plan

On January 7, 2015 our board and initial shareholder approved the Urban Edge Properties Omnibus Share Plan, under which awards may be granted up to a maximum of 15,000,000 of our common shares or share equivalents. Pursuant to the Omnibus Share Plan, stock options, LTIP units, operating partnership units and restricted shares were granted.

### Outperformance Plans

The Compensation Committee of the Board of Trustees of the Company approved the Company's 2015 Outperformance Plan ("2015 OPP") on November 3, 2015 and the Company's 2017 Outperformance Plan ("2017 OPP") on February 24, 2017. Both Outperformance Plans are multi-year, performance-based equity compensation plans under which participants, including our Chairman and Chief Executive Officer, have the opportunity to earn awards in the form of LTIP units if, and only if, we outperform a predetermined total shareholder return ("TSR") and/or outperform the market with respect to a relative TSR in any year during the requisite performance periods as described below. The aggregate notional amounts of the 2015 OPP grant and the 2017 OPP grant are \$10.2 million and \$12.0 million, respectively.

Awards under the 2015 OPP and the 2017 OPP may be earned if we (i) achieve a TSR level greater than 7% per annum, or 21% over the three-year performance measurement period, and/or (ii) achieve a TSR equal to or above, that of the 50<sup>th</sup> percentile of a retail REIT peer group ("Peer Group") comprised of our peer companies, over a three-year performance measurement period. Distributions on awards accrue during the measurement period, except that 10% of such distributions are paid in cash. If the designated performance objectives are achieved, LTIP units are also subject to time-based vesting requirements. Awards earned under the 2015 OPP and the 2017 OPP vest 50% in year three, 25% in year four and 25% in year five.

The fair values of the 2015 OPP and the 2017 OPP on the dates of grant were \$3.9 million and \$4.1 million, respectively. A Monte Carlo simulation was used to estimate the fair values based on the probability of satisfying the market conditions and the projected share prices at the time of payments, discounted to the valuation dates over the three-year performance periods. For the 2015 OPP, assumptions include historical volatility (25.0%), risk-free interest rates (1.2%), and historical daily return as compared to our Peer Group (which ranged from 19.0% to 27.0%). For the 2017 OPP, assumptions include historical volatility (19.7%), risk-free interest rates (1.5%), and historical daily return as compared to our Peer Group. For both plans, such amounts are being amortized into expense over a five-year period from the dates of grant, using graded vesting attribution models. In the years ending December 31, 2018, 2017, and 2016 we recognized \$1.7 million, \$2.0 million and \$1.1 million of compensation expense related to the 2015 and 2017 OPPs' LTIP Units, respectively. As of December 31, 2018, there was \$2.4 million of total unrecognized compensation cost related to the 2015 and 2017 OPPs' LTIP Units, which will be recognized over a weighted-average period of 1.4 years.

### 2018 Long-Term Incentive Plan

On February 22, 2018, the Compensation Committee of the Board of Trustees of the Company approved the Company's 2018 Long-Term Incentive Plan ("2018 LTI Plan") under the Omnibus Share Plan, a multi-year equity compensation program, comprised of both performance-based and time-based vesting awards. Equity awards granted under the 2018 LTI Plan are weighted, in terms of grant date and fair value, 80% performance-based and 20% time-based.

For the performance-based awards under the 2018 LTI Plan, participants have the opportunity to earn awards in the form of LTIP Units if, and only if, Urban Edge's absolute and relative total shareholder return ("TSR") meets certain criteria over the three-year performance measurement period (the "Performance Period") beginning on February 22, 2018 and ending on February 21, 2021. The Company issued 328,107 LTIP Units under the 2018 LTI Plan.

Under the Absolute TSR component (25% of the performance-based awards), 40% of the LTIP Units will be earned if the Company's TSR over the Performance Period is equal to 18%, 100% of the LTIP Units will be earned if the Company's TSR over the Performance Period is equal to 27%, and 165% of the LTIP Units will be earned if the Company's TSR over the Performance Period is equal to or greater than 36%. The Relative TSR component is based

on the Company's performance compared to a peer group comprised of 14 companies. Under the Relative TSR Component (75% of the performance-based awards), 40% of the LTIP Units will be earned if the Company's TSR over the Performance Period is equal to the 35<sup>th</sup> percentile of the peer group, 100% of the LTIP Units will be earned if the Company's TSR over the Performance Period is equal to the 5<sup>th</sup> percentile of the peer group, and 165% of the LTIP Units will be earned if the Company's TSR over the Performance Period is equal to or above the 7<sup>th</sup> percentile of the peer group, with earning determined using linear interpolation if between such relative TSR thresholds.

The fair value of the performance-based award portion of the 2018 LTI Plan on the date of grant was \$3.6 million using a Monte Carlo simulation to estimate the fair value through a risk-neutral premise. The time-based awards under the 2018 LTI Plan, also granted in the form of LTIP Units, vest ratably over three years except in the case of our Chairman and Chief Executive Officer,

where the vesting is ratably over four years. The Company granted time-based awards under the 2018 LTI Plan that represent 33,172 LTIP units with a grant date fair value of \$0.7 million.

#### Deferred Share Units Granted to Trustees

The Company has authorized Trustee Deferred Share Unit Agreements (“DSU Agreements”) under the Omnibus Share Plan, in connection with the services of the trustees to the Company. Each deferred share unit (“DSU”) is equivalent to one common share of the Company. All DSUs shall vest in full on the agreed upon vesting date, provided the trustee remains in service as a member of the Board of Trustees of the Company on such date. If the service of the trustee to the Company or its affiliates terminates for any reason prior to the vesting date, any DSUs that have not vested as of such date shall automatically and without notice terminate and be forfeited. Once vested, the common shares underlying the DSUs are granted to the trustees on predetermined dates or upon their departure as trustees.

During the year ended December 31, 2018, some of our trustees elected to receive a portion of their compensation in deferred share units and an aggregate of 13,656 shares were credited to those trustees based on the weighted average grant date fair value of \$19.33. During the year ended December 31, 2018, the Company incurred expenses of \$0.2 million related to deferred share units granted to trustees.

#### 2018 Inducement Equity Plan

The Inducement Plan was approved by the Compensation Committee of the Board of Trustees of the Company on September 26, 2018. Under the Inducement Plan, the Compensation Committee of the Board of Trustees may grant, subject to any Company performance conditions as specified by the Compensation Committee, awards to individuals who were not previously employees as an inducement material to the individual’s entry into employment with the Company. The terms and conditions of the Inducement Plan and any awards thereunder granted are substantially similar to those under the 2015 Omnibus Share Plan. As of December 31, 2018, the Company had granted an aggregate of 352,890 restricted LTIP Units and 2,000,000 stock options under the Inducement Plan with grant date fair values of \$7.2 million and \$9.3 million, respectively, which were granted in connection with inducing the Company’s new Chief Operating Officer and new President of Development to join the Company.

#### Shares Under Option

All stock options granted have ten-year contractual lives, containing vesting terms of three to five years. As of December 31, 2018, the weighted average contractual term of shares under option outstanding at the end of the period is 8.1 years. The following table presents stock option activity for the years ended December 31, 2018, 2017, and 2016:

|                                  | Shares<br>Under<br>Options | Weighted<br>Average<br>Exercise<br>Price per<br>Share | Weighted<br>Average<br>Remaining<br>Expected<br>Term<br>(In years) |
|----------------------------------|----------------------------|---|--|
| Outstanding at January 1, 2016   | 2,289,139                  | \$ 23.89  | 6.15   |
| Granted                          | 196,713                    | 23.52   | 6.00   |
| Exercised                        | (8,501 )                   | 24.46   | —  |
| Forfeited or expired             | (5,067 )                   | 24.46   | —  |
| Outstanding at December 31, 2016 | 2,472,284                  | 23.86   | 5.33   |
| Granted                          | 137,259                    | 28.36   | 6.01   |
| Exercised                        | —                          | —   | —  |
| Forfeited or expired             | (5,879 )                   | 23.17   | —  |
| Outstanding at December 31, 2017 | 2,603,664                  | 24.09   | 4.40   |
| Granted                          | 2,146,885                  | 21.71   | 4.58   |
| Exercised                        | —                          | —   | —  |
| Forfeited or expired             | —                          | —   | —  |
| Outstanding at December 31, 2018 | 4,750,549                  | \$ 23.02  | 4.48   |
| Exercisable at December 31, 2018 | 807,352                    | \$ 24.03  | —  |



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The weighted average grant date fair value of options granted in 2018, 2017 and 2016 was \$4.68, \$5.10, and \$3.56, respectively. No options were exercised during the years ended December 31, 2017 and 2018. The total cash received from options exercised in the year ended December 31, 2016 was \$0.2 million with an intrinsic value of \$26 thousand. As of December 31, 2018, there was no intrinsic value for the outstanding and exercisable shares under option.

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During the years ended December 31, 2018, 2017 and 2016, the fair value of the options granted was estimated on the grant date using the Black-Scholes pricing model with the following assumptions:

|                         | February 8, 2016 | February 24, 2017 | February 22, 2018 | September 27, 2018 |
|-------------------------|------------------|-------------------|-------------------|--------------------|
| Risk-free interest rate | 1.31%            | 1.93%             | 2.73%             | 3.00%              |
| Expected option life    | 6.25             | 6.25              | 6.25              | 7.00               |
| Expected volatility     | 23.94%           | 25.06%            | 32.23%            | 30.42%             |

The options were granted with an exercise price equivalent to the average of the high and low share price on the grant date.

### Restricted Shares

The following table presents information regarding restricted share activity during the years ended December 31, 2018, 2017, and 2016:

|                               | Shares    | Weighted<br>Average<br>Grant<br>Date Fair<br>Value<br>per Share |
|-------------------------------|-----------|---|
| Unvested at January 1, 2016   | 30,717    | \$ 22.62  |
| Granted                       | 117,399   | 24.55   |
| Vested                        | (15,977 ) | 23.17   |
| Forfeited                     | (2,744 )  | 23.55   |
| Unvested at December 31, 2016 | 129,395   | 24.29   |
| Granted                       | 104,698   | 27.69   |
| Vested                        | (53,236 ) | 25.13   |
| Forfeited                     | (5,427 )  | 24.64   |
| Unvested at December 31, 2017 | 175,430   | 26.05   |
| Granted                       | 103,814   | 21.65   |
| Vested                        | (84,185 ) | 25.67   |
| Forfeited                     | (32,482 ) | 23.32   |
| Unvested at December 31, 2018 | 162,577   | \$ 23.99  |

During the years ended December 31, 2018, 2017 and 2016, we granted 103,814, 104,698, and 117,399 restricted shares, respectively, that are subject to forfeiture and vest over periods ranging from one to four years. The total grant date value of the 84,185, 53,236, and 15,977 restricted shares vested during the years ended December 31, 2018, 2017 and 2016 was \$2.2 million, \$1.3 million and \$0.4 million, respectively.

### Restricted Units

During the years ended December 31, 2018 and 2017, respectively, there were 444,954 and 31,734 additional LTIP units issued. During the years ended December 31, 2018, 2017 and 2016, 24,722, 16,789, and 39,439 units vested, respectively. The remaining 480,227 units vest over a weighted average period of 4.0 years.



## Share-Based Compensation Expense

Share-based compensation expense, which is included in general and administrative expenses in our consolidated statements of income, is summarized as follows:

| (Amounts in thousands)                       | Year Ended December |         |         |
|--|---------------------|---------|---------|
|  | 2018                | 2017    | 2016    |
| Share-based compensation expense components: |                     |         |         |
| Restricted share expense                     | \$2,051             | \$1,961 | \$1,314 |
| Stock option expense                         | 2,778               | 2,569   | 2,437   |
| LTIP expense <sup>(1)</sup>                  | 2,218               | 557     | 473     |
| Outperformance Plan (“OPP”) expense          | 2,530               | 2,050   | 1,209   |
| DSU expense                                  | 164                 | —       | —       |
| Total Share-based compensation expense       | \$9,741             | \$7,137 | \$5,433 |

<sup>(1)</sup> LTIP expense excludes the expense associated with LTIP units under the 2015 OPP, 2017 OPP and 2018 LTI Plan because we recognize these expenses as part of our OPP expense.

As of December 31, 2018, we had a total of \$25.8 million of unrecognized compensation expense related to unvested and restricted share-based payment arrangements including unvested stock options, LTIP units, deferred share units, and restricted share awards which were granted under our Omnibus Share Plan as well as OPP awards. This expense is expected to be recognized over a weighted average period of 3.4 years.

## 16. EARNINGS PER SHARE AND UNIT

## Urban Edge Earnings per Share

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

The computation of diluted EPS reflects potential dilution of securities by adding potential common shares, including stock options and unvested restricted shares, to the weighted average number of common shares outstanding for the period. For the year ended December 31, 2018, 2017 and 2016, there were options outstanding for 4,750,549, 2,603,664, and 2,472,284 shares, respectively, that potentially could be exercised for common shares. During the years ended December 31, 2017 and 2016, respectively 167,933 and 256,917 options with exercise prices ranging from \$22.83 to \$28.36, were included in the diluted EPS calculation as their option prices were lower than the average market prices of our common shares. During the year ended December 31, 2018, no options were included in the diluted EPS calculation as their exercise prices were higher than the average market prices of our common shares. In addition, as of December 31, 2018 there were 162,577 unvested restricted shares outstanding that potentially could become unrestricted common shares. The computation of diluted EPS for the years ended December 31, 2018, 2017 and 2016 included the 188,329, 167,100, and 114,354 weighted average unvested restricted shares outstanding, respectively, as their effect is dilutive.

The effect of the redemption of OP and vested LTIP units is not reflected in the computation of basic and diluted earnings per share, as they are redeemable for common shares on a one-for-one basis. The income allocable to such units is allocated on this same basis and reflected as noncontrolling interests in the accompanying consolidated financial statements. As such, the assumed redemption of these units would have no net impact on the determination of diluted earnings per share since they would be anti-dilutive.

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

| (Amounts in thousands, except per share amounts)              | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2018                    | 2017     | 2016     |
| Numerator:  |                         |          |          |
| Net income attributable to common shareholders                | \$105,150               | \$67,070 | \$90,815 |
| Less: Earnings allocated to unvested participating securities | (184 )                  | (155 )   | (114 )   |
| Net income available for common shareholders - basic          | \$104,966               | \$66,915 | \$90,701 |
| Impact of assumed conversions:                                |                         |          |          |
| OP and LTIP units   | —                       | 5,782    | 53       |
| Net income available for common shareholders - dilutive       | \$104,966               | \$72,697 | \$90,754 |
| Denominator:  |                         |          |          |
| Weighted average common shares outstanding - basic            | 113,863                 | 107,132  | 99,364   |
| Effect of dilutive securities:                                |                         |          |          |
| Stock options using the treasury stock method                 | —                       | 168      | 257      |
| Restricted share awards                                       | 188                     | 167      | 114      |
| Assumed conversion of OP and LTIP units                       | —                       | 10,923   | 59       |
| Weighted average common shares outstanding - diluted          | 114,051                 | 118,390  | 99,794   |
| Earnings per share available to common shareholders:          |                         |          |          |
| Earnings per common share - Basic                             | \$0.92                  | \$0.62   | \$0.91   |
| Earnings per common share - Diluted                           | \$0.92                  | \$0.61   | \$0.91   |



Operating Partnership Earnings per Unit

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

| (Amounts in thousands, except per unit amounts)                                | Year Ended December 31, |          |          |
|--|-------------------------|----------|----------|
|  | 2018                    | 2017     | 2016     |
| Numerator:   |                         |          |          |
| Net income attributable to unitholders   | \$116,918               | \$72,894 | \$96,627 |
| Less: net income attributable to participating securities (200 ) (155 ) (211 ) | (200)                   | (155)    | (211)    |
| Net income available for unitholders   | \$116,718               | \$72,739 | \$96,416 |
| Denominator:   |                         |          |          |
| Weighted average units outstanding - basic                                     | 126,198                 | 117,779  | 105,455  |
| Effect of dilutive securities issued by Urban Edge                             | 188                     | 335      | 371      |
| Unvested LTIP units  | —                       | 276      | 273      |
| Weighted average units outstanding - diluted                                   | 126,386                 | 118,390  | 106,099  |
| Earnings per unit available to unitholders:                                    |                         |          |          |
| Earnings per unit - Basic  | \$0.92                  | \$0.62   | \$0.91   |
| Earnings per unit - Diluted  | \$0.92                  | \$0.61   | \$0.91   |

17. QUARTERLY FINANCIAL DATA (unaudited)

The following tables summarize the quarterly results of operations of Urban Edge Properties and Urban Edge Properties LP for the years ended December 31, 2018 and 2017:

| (Amounts in thousands, except per share/unit amounts)                            | Three Months Ended, |                    |               |                |
|--|---------------------|--------------------|---------------|----------------|
|  | December 31, 2018   | September 30, 2018 | June 30, 2018 | March 31, 2018 |
| Total revenue  | \$100,923           | \$112,214          | \$101,970     | \$99,053       |
| Operating income   | 24,445              | 39,197             | 23,154        | 35,069         |
| Net income   | 7,251               | 26,899             | 59,774        | 23,039         |
| Net income attributable to noncontrolling interests in operating partnership     | (727 )              | (2,688 )           | (6,025 )      | (2,328 )       |
| Net income attributable to noncontrolling interests in consolidated subsidiaries | (11 )               | (11 )              | (12 )         | (11 )          |
| Net income attributable to common shareholders                                   | 6,513               | 24,200             | 53,737        | 20,700         |
| Net income attributable to unitholders   | 7,240               | 26,888             | 59,762        | 23,028         |
| Earnings per common share - Basic  | 0.06                | 0.21               | 0.47          | 0.18           |
| Earnings per common share - Diluted  | 0.06                | 0.21               | 0.47          | 0.18           |
| Earnings per common unit - Basic   | 0.06                | 0.21               | 0.47          | 0.18           |
| Earnings per common unit - Diluted   | 0.06                | 0.21               | 0.47          | 0.18           |

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| (Amounts in thousands, except per share/unit amounts)                               | Three Months Ended, |                    |               |                |
|---|---------------------|--------------------|---------------|----------------|
|   | December 31, 2017   | September 30, 2017 | June 30, 2017 | March 31, 2017 |
| Total revenue   | \$97,376            | \$94,101           | \$89,501      | \$126,064      |
| Operating income  | 30,742              | 33,190             | 28,515        | 69,317         |
| Net (loss) income   | (15,873 )           | 19,156             | 14,920        | 54,735         |
| Net loss (income) attributable to noncontrolling interests in operating partnership | 1,607               | (1,967 )           | (1,326 )      | (4,138 )       |
| Net income attributable to noncontrolling interests in consolidated subsidiaries    | (11 )               | (11 )              | (11 )         | (11 )          |
| Net (loss) income attributable to common shareholders                               | (14,277 )           | 17,178             | 13,583        | 50,586         |
| Net (loss) income attributable to unitholders                                       | (15,884 )           | 19,145             | 14,909        | 54,724         |
| Earnings (loss) per common share - Basic  | (0.13 )             | 0.15               | 0.13          | 0.51           |
| Earnings (loss) per common share - Diluted  | (0.13 )             | 0.15               | 0.13          | 0.50           |
| Earnings (loss) per common unit - Basic   | (0.13 )             | 0.15               | 0.13          | 0.51           |
| Earnings (loss) per common unit - Diluted   | (0.13 )             | 0.15               | 0.13          | 0.50           |



ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND  
9. FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Controls and Procedures (Urban Edge Properties)

Evaluation of Disclosure Controls and Procedures

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

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports filed or submitted under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms.

Management's Annual Report on Internal Control over Financial Reporting

The management of Urban Edge Properties and subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's board of trustees, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting, which requires the use of certain estimates and judgments, and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and trustees of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. In designing and evaluating our control system, management recognized that any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of a control system must reflect the fact that there are resource constraints, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all

control issues and instances of fraud, if any, that may affect our operation have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions that cannot be anticipated at the present time, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. In making this assessment, the Company's management used the criteria set forth by the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). Based on this assessment, management has concluded that, as of December 31, 2018, the Company's internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2018 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm as stated in their attestation report which is included herein.

#### Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f)) that occurred during the three months ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Controls and Procedures (Urban Edge Properties LP)

#### Evaluation of Disclosure Controls and Procedures

The Operating Partnership's management maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer of our general partner, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met. The Operating Partnership's management, with the participation of the Chief Executive Officer and Chief Financial Officer of our general partner, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer of our general partner concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports filed or submitted under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms.

#### Management's Annual Report on Internal Control over Financial Reporting

The Operating Partnership's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Operating Partnership, defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Operating Partnership's principal executive and principal financial officers, or persons performing similar functions, and effected by the board of trustees, management and other personnel of the Operating Partnership's general partner, to provide reasonable assurance regarding the reliability of financial reporting, which requires the use of certain estimates and judgments, and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and trustees of the Operating Partnership's general

partner; and

• Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Operating Partnership's management, including the Chief Executive Officer and Chief Financial Officer of our general partner, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. In designing and evaluating our control system, management recognized that any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of a control system must reflect the fact that there are resource constraints, and management necessarily was required

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to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, that may affect our operation have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions that cannot be anticipated at the present time, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

The Operating Partnership's management assessed the effectiveness of the Operating Partnership's internal control over financial reporting as of December 31, 2018. In making this assessment, the Operating Partnership's management used the criteria set forth by the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). Based on this assessment, management has concluded that, as of December 31, 2018, the Operating Partnership's internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The effectiveness of the Operating Partnership's internal control over financial reporting as of December 31, 2018 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm as stated in their attestation report which is included herein.

#### Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f)) that occurred during the three months ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Trustees  
Urban Edge Properties  
New York, New York

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Urban Edge Properties (the "Company") as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2018, of the Company and our report dated February 13, 2019 expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP  
New York, New York  
February 13, 2019



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Partners of  
Urban Edge Properties  
New York, New York

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Urban Edge Properties LP (the "Operating Partnership") as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Operating Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2018 of the Operating Partnership and our report dated February 13, 2019 expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Operating Partnership's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Operating Partnership's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Operating Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP  
New York, New York



February 13, 2019

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ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 will be included in the Proxy Statement to be filed relating to Urban Edge Properties' 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

ITEM 11. EXECUTIVE  
COMPENSATION

The information required by Item 11 will be included in the Proxy Statement to be filed relating to Urban Edge Properties' 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

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ITEM SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND  
12. RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table summarizes information, as of December 31, 2018, relating to our equity compensation plans pursuant to which our common shares or other equity securities may be granted from time to time.

| Plan Category  | (a)<br>Number of securities to be issued upon exercise of outstanding options, warrants and rights | (b)<br>Weighted-average exercise price of outstanding options, warrants and rights <sup>(2)</sup> | (c)<br>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) |
|--|--|---|--|
| Equity compensation plans approved by security holders     | 3,269,880  | (1) \$ 21.33  | 4,866,864 <sup>(3)</sup>   |
| Equity compensation plans not approved by security holders | 2,352,890  | (4) 21.72   | N/A  |
| Total  | 5,622,770  | \$ 21.50  | 4,866,864  |

<sup>(1)</sup> Includes an aggregate of (i) 1,943,197 common shares issuable upon exercise of outstanding options and (ii) 1,326,683 common shares issuable in exchange for common units which may, upon satisfaction of certain conditions, be issuable pursuant to outstanding LTIP Units in our Operating Partnership ("LTIP Units"). The LTIP Units outstanding as of December 31, 2018 include 558,050 LTIP Units issued pursuant to our 2017 OPP and 2018 LTI Plan, which remain subject to performance-based vesting criteria.

<sup>(2)</sup> The LTIP Units do not have an exercise price. Accordingly, these awards are not included in the weighted-average exercise price calculation.

<sup>(3)</sup> Includes (i) 3,123,905 common shares remaining available for issuance under the Urban Edge Properties 2015 Omnibus Incentive Plan (the "Plan") and (ii) 1,742,959 common shares remaining available under the Urban Edge Properties 2015 Employee Share Purchase Plan ("ESPP"). The number of common shares remaining available for issuance under the Plan is based on awards being granted as "Full Value Awards," as defined in the Plan, including awards such as restricted stock, LTIP Units or performance units that do not require the payment of an exercise price. If we were to grant awards other than "Full Value Awards," as defined in the Plan, including stock options or stock appreciation rights, the number of securities remaining available for future issuance under the Plan would be 6,247,810. Pursuant to the terms of the ESPP, on each January 1 prior to the tenth anniversary of the ESPP's effective date, an additional number of common shares will be added to the maximum number of shares authorized for issuance under the ESPP equal to the lesser of (a) 0.1% of the total number of common shares outstanding on December 31 of the preceding calendar year and (b) 150,000 common shares; provided that the Compensation Committee of our Board of Trustees may act prior to January 1 of any calendar year to provide that there will be no increase in the share reserve for that calendar year, or that the increase in the share reserve for that calendar year shall be less than the increase that would otherwise occur.

<sup>(4)</sup> Relates to the Urban Edge Properties 2018 Inducement Equity Plan, which is an omnibus equity plan pursuant to which we may grant a variety of equity awards pursuant to the employment inducement award exemption provided by Section 303A.08 of the New York Stock Exchange Listed Company Manual, including options, share appreciation

rights, performance shares, restricted shares and other share-based awards including LTIP Units. A total of 2,352,890 common shares are authorized to be issued under the 2018 Inducement Equity Plan. The 2018 Inducement Equity Plan has a ten-year term expiring on September 20, 2028 and generally may be amended at any time by our Board of Trustees. Included in the 2,352,890 common shares authorized to be issued under the 2018 Inducement Equity Plan are an aggregate of (i) 2,000,000 common shares issuable upon exercise of outstanding options and (ii) 352,890 common shares issuable in exchange for common units which may, upon satisfaction of certain conditions, be issuable pursuant to outstanding LTIP Units in our Operating Partnership (“LTIP Units”).

Additional information concerning security ownership of certain beneficial owners and management required by Item 12 will be included in the Proxy Statement to be filed relating to Urban Edge Properties’ 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 will be included in the Proxy Statement to be filed relating to Urban Edge Properties’ 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 will be included in the Proxy Statement to be filed relating to Urban Edge Properties’ 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

Our consolidated financial statements and notes thereto, together with the Reports of Independent Registered Public Accounting Firm are included in Item 8 of this Annual Report on Form 10-K commencing on page 48.

(2) Financial Statement Schedules

Our financial statement schedules are included in Item 8 of this Annual Report on Form 10-K commencing on page 98.

(3) Exhibits

A list of exhibits to this Annual Report on Form 10-K is set forth on the Index to Exhibits commencing on page 94 and is incorporated herein by reference.

(b) See Index to Exhibits

(c) Schedules other than those listed above are omitted because they are not applicable or the information required is included in the consolidated financial statements or the notes thereto.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

INDEX TO EXHIBITS

The following exhibits are included as part of this Annual Report on Form 10-K:

| Exhibit Number            | Exhibit Description  |
|---------------------------|--|
| <u>2.1</u>                | <u>Separation and Distribution Agreement by and among Vornado Realty Trust, Vornado Realty L.P., Urban Edge Properties and Urban Edge Properties LP, dated as of January 14, 2015 (incorporated by reference to Exhibit 2.1 to Form 8-K filed January 21, 2015)</u>  |
| <u>3.1</u>                | <u>Declaration of Trust of Urban Edge Properties, as amended and restated (incorporated by reference to Exhibit 3.1 to Form 8-K filed January 21, 2015)</u>  |
| <u>3.2</u>                | <u>Amended and Restated Bylaws of Urban Edge Properties (incorporated by reference to Exhibit 3.2 to Form 8-K filed January 21, 2015)</u>  |
| <u>3.3</u>                | <u>Amendment No. 1 to Amended and Restated Bylaws of Urban Edge Properties (incorporated by reference to Exhibit 3.1 to Form 8-K filed February 28, 2018)</u>  |
| <u>10.1</u>               | <u>Transition Services Agreement by and between Vornado Realty Trust and Urban Edge Properties, dated as of January 15, 2015 (incorporated by reference to Exhibit 10.2 to Form 8-K filed January 21, 2015)</u>  |
| <u>10.2</u>               | <u>Amendment to Transition Services Agreement by and between Vornado Realty Trust and Urban Edge Properties, dated as of June 28, 2016 (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on August 5, 2016)</u>  |
| <u>10.3</u> <sup>†</sup>  | <u>Employee Matters Agreement by and between Vornado Realty Trust, Vornado Realty L.P., Urban Edge Properties and Urban Edge Properties LP, dated as of January 15, 2015 (incorporated by reference to Exhibit 10.4 to Form 8-K filed January 21, 2015)</u>  |
| <u>10.4</u>               | <u>Tax Matters Agreement by and between Vornado Realty Trust and Urban Edge Properties, dated as of January 15, 2015 (incorporated by reference to Exhibit 10.3 to Form 8-K filed January 21, 2015)</u>  |
| <u>10.5</u>               | <u>Limited Partnership Agreement of Urban Edge Properties LP, dated as of January 14, 2015 (incorporated by reference to Exhibit 10.1 to Form 8-K filed January 21, 2015)</u>  |
| <u>10.6</u>               | <u>Revolving Credit Agreement among Urban Edge Properties LP, as Borrower, the Banks party thereto, and Wells Fargo Bank, National Association, as Administrative Agent, dated as of January 15, 2015 (incorporated by reference to Exhibit 10.10 to Form 8-K filed January 21, 2015)</u>  |
| <u>10.7</u>               | <u>First Amendment dated as of March 7, 2017, to Revolving Credit Agreement among Urban Edge Properties LP, as Borrower, to the Banker party thereto, and Wells Fargo Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 3, 2017)</u>  |
| <u>10.8</u>               | <u>Tax Protection Agreement dated as of May 24, 2017, by and among Urban Edge Properties LP; Urban Edge Properties; and Acklinis Yonkers Realty, L.L.C., Acklinis Realty Holding, LLC, Acklinis Original Building, L.L.C., A &amp; R Woodbridge Shopping Center, L.L.C., A &amp; R Millburn Associates, L.P., Ackrik Associates, L.P., A &amp; R Manchester, LLC, A &amp; R Westfield Lincoln Plaza, LLC and A &amp; R Westfield Broad Street, LLC. (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on August 2, 2017)</u> |
| <u>10.9</u>               | <u>Contribution Agreement dated as of April 7, 2017, by and among Urban Edge Properties LP; Urban Edge Properties; and Acklinis Yonkers Realty, L.L.C., Acklinis Realty Holding, LLC, Acklinis Original Building, L.L.C., A &amp; R Woodbridge Shopping Center, L.L.C., A &amp; R Millburn Associates, L.P., Ackrik Associates, L.P., A &amp; R Manchester, LLC, A &amp; R Westfield Lincoln Plaza, LLC and A &amp; R Westfield Broad Street, LLC. (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on August 2, 2017)</u>  |
| <u>10.10</u>              | <u>Loan Agreement between VNO Bergen Mall Owner LLC and Wells Fargo Bank, National Association, dated March 25, 2013 (incorporated by reference to Exhibit 10.6 to Amendment No. 2 to Form 10 filed November 13, 2014)</u>   |
| <u>10.11</u> <sup>†</sup> | <u>Urban Edge Properties 2015 Employee Share Purchase Plan (incorporated by reference to Exhibit 4.4 to Form S-8 filed February 17, 2015)</u>  |
| <u>10.12</u> <sup>†</sup> | <u>Urban Edge Properties 2015 Omnibus Share Plan (incorporated by reference to Exhibit 10.5 to Form 8-K filed January 21, 2015)</u>  |

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- 10.13† Urban Edge Properties 2018 Inducement Equity Plan (incorporated by reference to Exhibit 99.1 to Form S-8 filed September 26, 2018
- 10.14† Amendment, dated as of January 14, 2015, to Amended and Restated Employment Agreement between Vornado Realty Trust and Jeffrey Olson (incorporated by reference to Exhibit 10.11 to Form 8-K filed January 21, 2015)
- 10.15† Amended and Restated Employment Agreement between Vornado Realty Trust and Jeffrey Olson (incorporated by reference to Exhibit 10.7 to Amendment No. 3 to Form 10 filed December 11, 2014)
- 10.16† Employment Agreement between Urban Edge Properties and Mark Langer (incorporated by reference to Exhibit 10.1 to Form 8-K filed on April 7, 2015)
- 10.17† Employment Offer Letter between Urban Edge Properties and Herb Eilberg (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 4, 2016)

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- 10.18† Employment Agreement between Urban Edge Properties and Christopher Weilminster (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on October 31, 2018)
- 10.19† Employment Agreement between Urban Edge Properties and Donald Briggs (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on October 31, 2018)
- 10.20† Employment Offer Letter between Urban Edge Properties and Robert Minutoli (incorporated by reference to Exhibit 10.1 to Form 8-K filed on October 18, 2017)
- 10.21† Form of Indemnification Agreement between Urban Edge Properties and each of its trustees and executive officers (incorporated by reference to Exhibit 10.15 to Form 10-K/A filed on March 23, 2015)
- 21.1\* List of Subsidiaries
- 23.1\* Consent of Independent Registered Public Accounting Firm for Urban Edge Properties
- 23.2\* Consent of Independent Registered Public Accounting Firm for Urban Edge Properties LP
- 24.1\* Power of Attorney (included on signature page)
- 31.1\* Certification by the Chief Executive Officer for Urban Edge Properties pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2\* Certification by the Chief Financial Officer for Urban Edge Properties pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.3\* Certification by the Chief Executive Officer for Urban Edge Properties LP pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.4\* Certification by the Chief Financial Officer for Urban Edge Properties LP pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\*\* Certification by the Chief Executive Officer and Chief Financial Officer for Urban Edge Properties pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2\*\* Certification by the Chief Executive Officer and Chief Financial Officer for Urban Edge Properties LP pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema
- 101.CAL XBRL Extension Calculation Linkbase
- 101.LAB XBRL Extension Labels Linkbase
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase

\* Filed herewith

\*\* In accordance with Item 601 (b)(32) of Regulation S-K, this Exhibit is not deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Such certifications will not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

† Management contracts and compensatory plans or arrangements required to be filed pursuant to Item 15(b) of Form 10-K.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

URBAN EDGE PROPERTIES  
(Registrant)

/s/ Mark Langer  
Mark Langer, Chief Financial  
Officer

Date: February 13, 2019

URBAN EDGE PROPERTIES LP  
By: Urban Edge Properties, General  
Partner

/s/ Mark Langer  
Mark Langer, Chief Financial  
Officer

Date: February 13, 2019



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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Urban Edge Properties in its own capacity and in its capacity as the sole general partner of Urban Edge Properties LP, and in the capacities and on the dates indicated:

| Signature   | Title   | Date              |
|---|---|-------------------|
| By:/s/ Jeffrey S. Olson<br>Jeffrey S. Olson       | Chairman of the Board of Trustees<br>and Chief Executive Officer<br>(Principal Executive Officer) | February 13, 2019 |
| By:/s/ Mark Langer<br>Mark Langer                 | Chief Financial Officer<br>(Principal Financial Officer)  | February 13, 2019 |
| By:/s/ Jennifer Holmes<br>Jennifer Holmes         | Chief Accounting Officer<br>(Principal Accounting Officer)  | February 13, 2019 |
| By:/s/ Michael A. Gould<br>Michael A. Gould       | Trustee   | February 13, 2019 |
| By:/s/ Steven H. Grapstein<br>Steven H. Grapstein | Trustee   | February 13, 2019 |
| By:/s/ Steven J. Guttman<br>Steven J. Guttman     | Trustee   | February 13, 2019 |
| By:/s/ Amy B. Lane<br>Amy B. Lane                 | Trustee   | February 13, 2019 |
| By:/s/ Kevin P. O'Shea<br>Kevin P. O'Shea         | Trustee   | February 13, 2019 |
| By:/s/ Steven Roth<br>Steven Roth                 | Trustee   | February 13, 2019 |

URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP  
 SCHEDULE II- VALUATION AND QUALIFYING ACCOUNTS  
 (in thousands)

| Column A                        | Column B                           | Column C                             | Column D                                 | Column E                     |
|---------------------------------|------------------------------------|--------------------------------------|--|------------------------------|
| Description                     | Balance<br>at Beginning<br>of Year | Additions<br>(Reversals)<br>Expensed | Uncollectible<br>Accounts<br>Written-Off | Balance<br>at End<br>of Year |
| Year Ended December 31, 2018:   |                                    |                                      |  |                              |
| Allowance for doubtful accounts | \$ 5,431                           | \$ 4,138                             | \$ (2,949 )                              | \$ 6,620                     |
| Year Ended December 31, 2017:   |                                    |                                      |  |                              |
| Allowance for doubtful accounts | 2,593                              | 3,445                                | (607 )                                   | 5,431                        |
| Year Ended December 31, 2016:   |                                    |                                      |  |                              |
| Allowance for doubtful accounts | 1,926                              | 1,214                                | (547 )                                   | 2,593                        |

URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP  
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION  
(in thousands)

| Description   | Encumbered | Initial cost to company |                           | Gross amount at which carried at close of period |                           | Total   | Accumulated depreciation and amortization <sup>(2)</sup> | Date of construction <sup>(1)</sup> | Date acquired |
|---|------------|-------------------------|---------------------------|--|---------------------------|---------|--|-------------------------------------|---------------|
|   |            | Land                    | Building and improvements | Land   | Building and improvements |         |  |                                     |               |
| <b>SHOPPING CENTERS AND MALLS:</b>  |            |                         |                           |  |                           |         |  |                                     |               |
| Baltimore (Towson), MD  | —          | 581                     | 3,227                     | 18,603   | 582                       | 21,830  | 22,416,356   | 1968                                | 1968          |
| Bensalem, PA  | —          | 2,727                   | 6,698                     | 2,042  | 2,727                     | 4,774   | 11,467,509   | 1972/ 1999                          | 1972          |
| Bergen Town Center - East, Paramus, NJ  | —          | 6,305                   | —                         | 42,336   | 6,305                     | 48,641  | 48,768   | 1957/ 2009                          | 2003          |
| Bergen Town Center - West, Paramus, NJ  | 300,000    | 15,818                  | 22,240                    | 385,143  | 35,457                    | 420,600 | 483,194  | 1957/ 2009                          | 2003/ 2015    |
| Bethlehem, PA   | —          | 827                     | 5,200                     | 1,915  | 837                       | 1,521   | 7,942  | 5,870                               | 1966          |
| Brick, NJ   | 50,000     | 1,391                   | 11,179                    | 13,342   | 391                       | 13,733  | 25,912   | 5,492                               | 1968          |
| Bronx (Bruckner Boulevard), NY  | —          | 66,100                  | 59,503                    | 591  | 61,764                    | 121,576 | 326,194  | 24,862                              | N/A           |
| Bronx (Shops at Bruckner), NY   | 11,582     | —                       | 32,979                    | 38   | —                         | 33,017  | 33,017   | 2,154                               | N/A           |
| Bronx (1750-1780 Gun Hill Road), NY   | 24,500     | 6,427                   | 11,885                    | 22,237   | 6,427                     | 28,664  | 40,549   | 9,502                               | 2009          |
| Broomall, PA  | —          | 850                     | 2,171                     | 1,399  | 850                       | 2,249   | 4,420  | 2,946                               | 1966          |
| Buffalo (Amherst), NY   | —          | 5,743                   | 4,056                     | 12,446   | 5,743                     | 18,189  | 22,248   | 8,916                               | 1968          |
| Cambridge (leased through 2033) <sup>(3)</sup> , MA                           | —          | —                       | —                         | 97   | —                         | 97      | 97   | 05                                  | N/A           |
| Carlstadt (leased through 2050) <sup>(3)</sup> , NJ                           | —          | —                       | 16,458                    | 133  | —                         | 16,591  | 16,591   | 4,627                               | N/A           |
| Charleston (leased through 2063) <sup>(3)</sup> , SC                          | —          | —                       | 3,634                     | 308  | —                         | 3,942   | 3,942  | 1,123                               | N/A           |
| Cherry Hill (Cherry Hill Commons), NJ   | —          | 5,864                   | 2,694                     | 1,850  | 4,014                     | 2,664   | 10,408   | 8,970                               | 1964          |
| Cherry Hill (Plaza at Cherry Hill), NJ  | 28,930     | 14,603                  | 23,666                    | (125)  | 14,360                    | 341     | 48,143   | 3,129                               | N/A           |
| Chicopee, MA  | —          | 895                     | —                         | —  | 895                       | —       | 895  | —                                   | 1969          |
| Commack (leased through 2021) <sup>(3)</sup> , NY                             | —          | —                       | 43                        | 184  | —                         | 227     | 227  | 0243                                | N/A           |
| Dewitt (leased through 2041) <sup>(3)</sup> , NY                              | —          | —                       | 7,116                     | —  | —                         | 7,116   | 7,116  | 2,158                               | N/A           |
| Rockaway, NJ  | 27,800     | 559                     | 6,363                     | 5,403  | 559                       | 11,766  | 12,325   | 6,581                               | 1964          |
| East Brunswick, NJ  | 63,000     | 2,417                   | 17,169                    | 7,512  | 2,417                     | 24,681  | 27,098   | 8,152                               | 1957/ 1972    |
| East Hanover (200 - 240 Route 10 West), NJ                                    | 63,000     | 2,232                   | 18,241                    | 19,349   | 2,232                     | 21,581  | 39,821   | 8,719                               | 1962/ 1998    |
| East Hanover (280 Route 10 West), NJ  | —          | —                       | —                         | 7,075  | —                         | 7,075   | 7,075  | 2,543                               | N/A           |
| East Rutherford, NJ   | 23,000     | —                       | 36,727                    | 542  | —                         | 37,269  | 37,269   | 8,109                               | 2007          |
| Freeport (240 West Sunrise Highway) (leased through 2040) <sup>(3)</sup> , NY | —          | —                       | —                         | 260  | —                         | 260     | 260  | 0240                                | N/A           |
| Freeport (437 East Sunrise Highway), NY                                       | 43,100     | 1,231                   | 4,747                     | 4,765  | 1,231                     | 3,534   | 10,746   | 6,558                               | 1981          |



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| Description   | Initial cost to company |                            | Costs capitalized     |                         | Gross amount at which carried at close of period |                       | Total  | Accumulated depreciation and amortization <sup>(2)</sup> | Date of construction <sup>(1)</sup> | Date acquired |
|---|-------------------------|----------------------------|-----------------------|-------------------------|--|-----------------------|--------|--|-------------------------------------|---------------|
|   | Encumbrances            | Buildings and improvements | Building improvements | subsequent acquisitions | Building improvements                            | Building improvements |        |  |                                     |               |
|   |                         |                            |                       |                         |  |                       |        |  |                                     |               |
| Garfield, NJ  | 40,300                  | 45                         | 8,068                 | 45,110                  | 44,531,79  | 53,226                | 14,338 | 2009   | 1998                                |               |
| Glen Burnie, MD   | —                       | 462                        | 2,571                 | 3,950                   | 462,521  | 6,983                 | 3,504  | 1958   | 1958                                |               |
| Glenolden, PA   | —                       | 850                        | 1,820                 | 741                     | 850,561  | 3,411                 | 2,295  | 1975   | 1975                                |               |
| Hackensack, NJ  | 66,400                  | 692                        | 10,219                | 7,145                   | 692,7,364  | 18,056                | 10,415 | 1963   | 1963                                |               |
| Hazlet, NJ  | —                       | 7,400                      | 9,413                 | (2,135)                 | 7,400,78   | 14,676                | 2,098  | N/A  | 2007                                |               |
| Huntington, NY  | —                       | 21,200                     | 3,667                 | 6,385                   | 21,200,52  | 61,250                | 10,313 | N/A  | 2007                                |               |
| Inwood, NY  | —                       | 12,419                     | 9,097                 | 3,115                   | 12,419,12  | 34,630                | 7,755  | N/A  | 2004                                |               |
| Jersey City (Hudson Commons), NJ                        | 29,000                  | 652                        | 7,495                 | 950                     | 652,8,445  | 9,097                 | 3,584  | 1965   | 1965                                |               |
| Jersey City (Hudson Mall), NJ                           | 24,326                  | 15,824                     | 7,593                 | (3,922)                 | 15,824,71  | 49,496                | 3,215  | N/A  | 2017                                |               |
| Kearny, NJ  | —                       | 309                        | 3,376                 | 10,315                  | 296,3,704  | 14,000                | 1,855  | 1938   | 1959                                |               |
| Lancaster, PA   | —                       | 3,140                      | 63                    | 2,131                   | 3,140,94   | 5,334                 | 1,886  | 1966   | 1966                                |               |
| Las Catalinas, Puerto Rico                              | 130,000                 | 15,286                     | 4,370                 | 15,438                  | 15,286,808                                       | 95,086                | 38,631 | 1996   | 2002                                |               |
| Lawnside, NJ  | —                       | 1,226                      | 3,164                 | 2,896                   | 1,226,660  | 7,286                 | 3,857  | 1969/  | 2015                                |               |
| Lodi (Route 17 North), NJ                               | —                       | 238                        | 9,446                 | 42                      | 238,9,488  | 9,726                 | 4,544  | 1999   | 1975                                |               |
| Lodi (Washington Street), NJ                            | —                       | 7,606                      | 13,125                | 2,754                   | 7,606,879  | 23,486                | 5,292  | N/A  | 2004                                |               |
| Manalapan, NJ   | —                       | 725                        | 7,189                 | 6,982                   | 1,045,850  | 14,896                | 9,912  | 1971   | 1971                                |               |
| Manchester, MO  | 12,500                  | 4,409                      | 13,756                | 13                      | 4,409,769  | 18,176                | 696    | N/A  | 2017                                |               |
| Marlton, NJ   | 37,400                  | 1,611                      | 3,464                 | 14,140                  | 1,611,4,761                                      | 19,216                | 1,151  | 1973   | 1973                                |               |
| Middletown, NJ  | 31,400                  | 283                        | 5,248                 | 3,147                   | 283,3,395  | 8,678                 | 6,722  | 1963   | 1963                                |               |
| Milford (leased through July 2019) <sup>(3)</sup> , MA  | —                       | —                          | —                     | —                       | —  | —                     | —      | N/A  | 1976                                |               |
| Millburn, NJ  | 24,000                  | 15,782                     | 25,837                | (911)                   | 15,782,926                                       | 40,700                | 2,096  | N/A  | 2017                                |               |
| Montclair, NJ   | —                       | 66                         | 419                   | 1,439                   | 448,476  | 1,924                 | 1,743  | 1972   | 1972                                |               |
| Montehiedra, Puerto Rico                                | 114,860                 | 9,182                      | 66,751                | 27,829                  | 9,267,495  | 103,762               | 2,620  | 1996/  | 2015                                |               |
| Morris Plains, NJ                                       | —                       | 1,104                      | 6,411                 | 5,576                   | 1,104,987  | 13,090                | 7,181  | 1961   | 1985                                |               |
| Mount Kisco, NY   | 13,987                  | 22,700                     | 6,700                 | 1,840                   | 22,700,426                                       | 51,240                | 7,371  | N/A  | 2007                                |               |
| New Hyde Park (leased through 2029) <sup>(3)</sup> , NY | —                       | —                          | 4                     | —                       | —4   | 4                     | 4      | 1970   | 1976                                |               |
| Newington, CT   | —                       | 2,421                      | 1,200                 | 2,052                   | 2,421,252  | 5,673                 | 1,401  | 1965   | 1965                                |               |
| Norfolk (leased through 2069) <sup>(3)</sup> , VA       | —                       | —                          | 3,927                 | 15                      | —3,942   | 3,942                 | 3,686  | N/A  | 2005                                |               |
| North Bergen (Kennedy Boulevard), NJ                    | —                       | 2,308                      | 636                   | 261                     | 2,308,7  | 3,205                 | 575    | 1993   | 1959                                |               |
| North Bergen (Tonnel Avenue), NJ                        | 100,000                 | 24,493                     | —                     | 73,062                  | 33,988,67  | 97,556                | 16,298 | 2009   | 2006                                |               |
| North Plainfield, NJ                                    | 25,100                  | 6,577                      | 13,983                | 693                     | 6,577,676  | 21,256                | 1,056  | 1955   | 1989                                |               |
| Oceanside, NY   | —                       | 2,710                      | 2,306                 | —                       | 2,710,06   | 5,016                 | 668    | N/A  | 2007                                |               |

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|  |   |        |        |        |        |        |        |        |            |      |
|--|---|--------|--------|--------|--------|--------|--------|--------|------------|------|
| Paramus (leased through 2033) <sup>(3)</sup> ,<br>NJ               | — | —      | —      | 12,569 | —      | 12,569 | 12,569 | 4,310  | 1957/ 2009 | 2003 |
| Queens, NY   | — | 14,537 | 12,304 | 3,744  | 14,537 | 14,537 | 30,581 | 1,258  | N/A        | 2015 |
| Rochester (Henrietta) (leased<br>through 2056) <sup>(3)</sup> , NY | — | —      | 2,647  | 1,293  | —      | 3,940  | 3,940  | 13,604 | 1971       | 1971 |
| Rochester, NY  | — | 2,172  | —      | —      | 2,172  | —      | 2,172  | —      | 1966       | 1966 |

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| Description  | Encumbrances | Initial cost to company |                            | Costs   |                            | Gross amount at which carried at close of period |                            | Accumulated depreciation and amortization <sup>(1)</sup> | Date of construction <sup>(1)</sup> | Date acquired |
|--|--------------|-------------------------|----------------------------|---------|----------------------------|--|----------------------------|--|-------------------------------------|---------------|
|  |              | Land                    | Buildings and improvements | Land    | Buildings and improvements | Land   | Buildings and improvements |  |                                     |               |
| Rockville, MD  | —            | 3,470                   | 20,599                     | 2,736   | 3,470                      | 3,335  | 26,805                     | 8,084  | N/A                                 | 2005          |
| Salem (leased through 2102) <sup>(3)</sup> , NH            | —            | 6,083                   | —                          | (3,084) | 2,999                      | —  | 2,999                      | —  | N/A                                 | 2006          |
| Signal Hill, CA  | —            | 9,652                   | 2,940                      | 1       | 9,652                      | 2,941  | 12,593                     | 3,901  | N/A                                 | 2006          |
| South Plainfield (leased through 2039) <sup>(3)</sup> , NJ | —            | —                       | 10,044                     | 2,240   | —                          | 12,284   | 12,284                     | 3,659  | N/A                                 | 2007          |
| Springfield, MA  | —            | —                       | —                          | 80      | —                          | 80   | 80                         | 80   | N/A                                 | 2005          |
| Springfield (leased through 2025) <sup>(3)</sup> , PA      | —            | 2,797                   | 2,471                      | 1,244   | 2,797                      | 7,715  | 6,512                      | 1,353  | 1993                                | 1966          |
| Staten Island, NY  | —            | 11,446                  | 21,262                     | 4,378   | 11,446                     | 25,640   | 37,086                     | 9,424  | N/A                                 | 2004          |
| Totowa, NJ   | 50,800       | 120                     | 11,994                     | 4,910   | 92                         | 16,932   | 17,024                     | 14,008   | 1957/ 1999                          | 1957          |
| Turnersville, NJ   | —            | 900                     | 1,342                      | 3,056   | 900                        | 4,398  | 5,298                      | 2,341  | 1974                                | 1974          |
| Tyson's Corner (leased through 2035) <sup>(3)</sup> , VA   | —            | —                       | —                          | —       | —                          | —  | —                          | —  | N/A                                 | 2006          |
| Union (2445 Springfield Avenue), NJ                        | 45,600       | 19,700                  | 45,090                     | —       | 19,700                     | 45,090   | 64,790                     | 13,057   | N/A                                 | 2007          |
| Union (Route 22 and Morris Avenue), NJ                     | —            | 3,025                   | 7,470                      | 2,780   | 3,025                      | 25,250   | 13,275                     | 6,041  | 1962                                | 1962          |
| Vallejo (leased through 2043) <sup>(3)</sup> , CA          | —            | —                       | 2,945                      | 221     | —                          | 3,166  | 3,166                      | 1,073  | N/A                                 | 2006          |
| Walnut Creek (1149 South Main Street), CA                  | —            | 2,699                   | 19,930                     | (1,000) | 2,699                      | 19,930   | 21,629                     | 1,552  | N/A                                 | 2006          |
| Walnut Creek (Mt. Diablo), CA                              | —            | 5,909                   | —                          | 1,540   | 5,909                      | 8,41   | 7,449                      | 262  | N/A                                 | 2007          |
| Watchung, NJ   | 27,000       | 4,178                   | 5,463                      | 2,939   | 4,481                      | 139  | 12,580                     | 5,715  | 1994                                | 1959          |
| West Babylon, NY   | —            | 6,720                   | 13,786                     | (4,160) | 6,720                      | 26,26  | 16,346                     | 68   | N/A                                 | 2007          |
| Westfield, NJ  | 4,730        | 5,728                   | 4,305                      | (211)   | 5,728                      | 894  | 9,822                      | 255  | N/A                                 | 2017          |
| Wheaton (leased through 2060) <sup>(3)</sup> , MD          | —            | —                       | 5,367                      | —       | —                          | 5,367  | 5,367                      | 1,644  | N/A                                 | 2006          |
| Wilkes-Barre (461 - 499 Mundy Street), PA                  | —            | 6,053                   | 26,646                     | 1,932   | 6,053                      | 28,578   | 34,631                     | 8,140  | N/A                                 | 2007          |
| Woodbridge (Woodbridge Commons), NJ                        | 22,100       | 1,509                   | 2,675                      | 4,997   | 1,509                      | 5,42   | 9,181                      | 3,094  | 1959                                | 1959          |
| Woodbridge (Plaza at Woodbridge), NJ                       | 55,340       | 21,547                  | 75,017                     | (2,753) | 17,265                     | 631  | 93,811                     | 4,885  | N/A                                 | 2017          |
| Wyomissing (leased through 2065) <sup>(3)</sup> , PA       | —            | —                       | 2,646                      | 1,961   | —                          | 4,607  | 4,607                      | 3,887  | N/A                                 | 2005          |
| Yonkers, NY  | 31,704       | 63,341                  | 110,635                    | 15,010  | 63,341                     | 151,525  | 188,986                    | 6,580  | N/A                                 | 2017          |
| York, PA   | —            | 409                     | 2,568                      | 2,504   | 409                        | 5,072  | 5,481                      | 3,482  | 1970                                | 1970          |

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WAREHOUSES:

|                     |           |         |         |        |            |                |      |      |
|---------------------|-----------|---------|---------|--------|------------|----------------|------|------|
| East Hanover, NJ    | 40,700    | 576     | 7,752   | 30,832 | 69,188,469 | 39,160,018,352 | 1972 | 1972 |
| TOTAL UE PROPERTIES | 1,562,155 | 508,849 | 385,218 | 68,256 | 22,830,498 | 2,762,367      |      |      |

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| Description                                 | Encumbrance        | Initial cost to company |                           | Gross amount at which carried at close of period |                  |                           | Accumulated depreciation and amortization <sup>(1)</sup> | Date of construction | D |
|---|--------------------|-------------------------|---------------------------|--|------------------|---------------------------|--|----------------------|---|
|   |                    | Land                    | Building and improvements | Costs capitalized subsequent to acquisition      | Land             | Building and improvements |  |                      |   |
| Leasehold Improvements, Equipment and Other | —                  | —                       | —                         | 6,675  | —                | 6,675                     | 6,675  | (1,505 )             |   |
| <b>TOTAL</b>                                | <b>\$1,562,159</b> | <b>\$508,849</b>        | <b>\$1,385,212</b>        | <b>\$874,931</b>                                 | <b>\$525,819</b> | <b>\$2,243,173</b>        | <b>\$2,768,992</b>                                       | <b>\$(645,872)</b>   |   |

(1) Depreciation of the buildings and improvements are calculated over lives ranging from the life of the lease to forty years.

(2) Adjusted tax basis for federal income tax purposes was \$1.5 billion as of December 31, 2018.

(3) The Company is a lessee under a ground or building lease. The building will revert to the lessor upon lease expiration.

URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP  
 SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION  
 (Amounts in thousands)

The following is a reconciliation of real estate assets and accumulated depreciation:

|  | Year Ended December 31, |             |             |
|--|-------------------------|-------------|-------------|
|  | 2018                    | 2017        | 2016        |
| Real Estate  |                         |             |             |
| Balance at beginning of period                       | \$2,671,854             | \$2,138,500 | \$2,084,642 |
| Additions during the period:                         |                         |             |             |
| Land   | 4,120                   | 142,305     | 2,667       |
| Buildings & improvements                             | 12,394                  | 389,338     | 18,316      |
| Construction in progress                             | 118,389                 | 34,525      | 47,234      |
|  | 2,806,757               | 2,704,668   | 2,152,859   |
| Less: Impairments and assets sold or written-off     | (37,765 )               | (32,814 )   | (14,359 )   |
| Balance at end of period                             | \$2,768,992             | \$2,671,854 | \$2,138,500 |
| Accumulated Depreciation                             |                         |             |             |
| Balance at beginning of period                       | \$587,127               | \$541,077   | \$509,112   |
| Additions charged to operating expenses              | 80,578                  | 65,140      | 42,989      |
|  | 667,705                 | 606,217     | 552,101     |
| Less: Accumulated depreciation on assets written-off | (21,833 )               | (19,090 )   | (11,024 )   |
| Balance at end of period                             | \$645,872               | \$587,127   | \$541,077   |