

## Section 1: 10-Q (10-Q)

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

### FORM 10-Q

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

For the quarterly period ended September 30, 2018

Commission file number 1-10093

### RAMCO-GERSHENSON PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

MARYLAND

(State of other jurisdiction of incorporation or organization)

13-6908486

(I.R.S Employer Identification Numbers)

31500 Northwestern Highway, Suite 300  
Farmington Hills, Michigan

(Address of principal executive offices)

48334

(Zip Code)

248-350-9900

(Registrant's telephone number, including area code)

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

Yes  No

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

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Number of common shares of beneficial interest (\$0.01 par value) of the registrant outstanding as of October 26, 2018: 80,153,381



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**PART 1 – FINANCIAL INFORMATION**

**Item 1. Unaudited Condensed Consolidated Financial Statements**

**RAMCO-GERSHENSON PROPERTIES TRUST**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except per share amounts)

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
	<b>(unaudited)</b>	
<b>ASSETS</b>		
Income producing properties, at cost:		
Land	\$ 397,344	\$ 397,935
Buildings and improvements	1,785,555	1,732,844
Less accumulated depreciation and amortization	(393,636)	(351,632)
Income producing properties, net	1,789,263	1,779,147
Construction in progress and land available for development or sale	59,692	58,243
Net real estate	1,848,955	1,837,390
Equity investments in unconsolidated joint ventures	1,556	3,493
Cash and cash equivalents	16,719	8,081
Restricted cash and escrows	3,017	4,810
Accounts receivable (net of allowance for doubtful accounts of \$937 and \$1,374 as of September 30, 2018 and December 31, 2017, respectively)	25,622	26,145
Acquired lease intangibles, net	47,676	59,559
Other assets, net	99,958	90,916
<b>TOTAL ASSETS</b>	<b>\$ 2,043,503</b>	<b>\$ 2,030,394</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Notes payable, net	\$ 1,047,113	\$ 999,215
Capital lease obligation	1,022	1,022
Accounts payable and accrued expenses	59,433	56,750
Acquired lease intangibles, net	50,770	60,197
Other liabilities	8,494	8,375
Distributions payable	19,725	19,666
<b>TOTAL LIABILITIES</b>	<b>1,186,557</b>	<b>1,145,225</b>
Commitments and Contingencies		
<b>Ramco-Gershenson Properties Trust ("RPT") Shareholders' Equity:</b>		
Preferred shares, \$0.01 par, 2,000 shares authorized: 7.25% Series D Cumulative Convertible Perpetual Preferred Shares, (stated at liquidation preference \$50 per share), 1,849 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	92,427	92,427
Common shares of beneficial interest, \$0.01 par, 120,000 shares authorized, 79,719 and 79,366 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	797	794
Additional paid-in capital	1,163,683	1,160,862
Accumulated distributions in excess of net income	(426,727)	(392,619)
Accumulated other comprehensive income	6,606	2,858
<b>TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO RPT</b>	<b>836,786</b>	<b>864,322</b>
Noncontrolling interest	20,160	20,847
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>856,946</b>	<b>885,169</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 2,043,503</b>	<b>\$ 2,030,394</b>

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



**RAMCO-GERSHENSON PROPERTIES TRUST**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(In thousands, except per share amounts)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>REVENUE</b>				
Minimum rent	\$ 47,851	\$ 49,736	\$ 147,282	\$ 149,970
Percentage rent	120	106	545	570
Recovery income from tenants	15,161	14,923	45,995	46,655
Other property income	997	1,078	2,858	3,310
Management and other fee income	88	88	222	314
<b>TOTAL REVENUE</b>	<b>64,217</b>	<b>65,931</b>	<b>196,902</b>	<b>200,819</b>
<b>EXPENSES</b>				
Real estate taxes	11,037	10,948	31,796	32,670
Recoverable operating expense	6,301	6,660	19,248	20,699
Non-recoverable operating expense	1,358	1,039	3,470	3,430
Depreciation and amortization	21,150	23,130	65,719	69,282
Acquisition costs	—	—	233	—
General and administrative expense	8,131	5,738	27,396	18,561
Provision for impairment	—	1,885	216	8,423
<b>TOTAL EXPENSES</b>	<b>47,977</b>	<b>49,400</b>	<b>148,078</b>	<b>153,065</b>
<b>OPERATING INCOME</b>	<b>16,240</b>	<b>16,531</b>	<b>48,824</b>	<b>47,754</b>
<b>OTHER INCOME AND EXPENSES</b>				
Other (expense) income, net	(240)	123	(55)	(612)
Gain on sale of real estate	—	24,545	181	35,920
Earnings from unconsolidated joint ventures	297	81	570	223
Interest expense	(11,045)	(11,586)	(32,354)	(33,871)
Other gain on unconsolidated joint ventures	5,208	—	5,208	—
<b>INCOME BEFORE TAX</b>	<b>10,460</b>	<b>29,694</b>	<b>22,374</b>	<b>49,414</b>
Income tax provision	(96)	(65)	(147)	(119)
<b>NET INCOME</b>	<b>10,364</b>	<b>29,629</b>	<b>22,227</b>	<b>49,295</b>
Net income attributable to noncontrolling partner interest	(239)	(696)	(514)	(1,158)
<b>NET INCOME ATTRIBUTABLE TO RPT</b>	<b>10,125</b>	<b>28,933</b>	<b>21,713</b>	<b>48,137</b>
Preferred share dividends	(1,676)	(1,675)	(5,026)	(5,026)
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS</b>	<b>\$ 8,449</b>	<b>\$ 27,258</b>	<b>\$ 16,687</b>	<b>\$ 43,111</b>
<b>EARNINGS PER COMMON SHARE</b>				
Basic	\$ 0.10	\$ 0.34	\$ 0.21	\$ 0.54
Diluted	\$ 0.10	\$ 0.33	\$ 0.20	\$ 0.54
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>				
Basic	79,712	79,381	79,547	79,337
Diluted	80,450	86,259	79,939	79,514
<b>Cash Dividend Declared per Common Share</b>	<b>\$ 0.22</b>	<b>\$ 0.22</b>	<b>\$ 0.66</b>	<b>\$ 0.66</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Net income	\$ 10,364	\$ 29,629	\$ 22,227	\$ 49,295
Other comprehensive gain:				

Gain on interest rate swaps	474	196	3,838	287
Comprehensive income	10,838	29,825	26,065	49,582
Comprehensive income attributable to noncontrolling interest	(250)	(701)	(604)	(1,164)
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO RPT</b>	<u>\$ 10,588</u>	<u>\$ 29,124</u>	<u>\$ 25,461</u>	<u>\$ 48,418</u>

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

**RAMCO-GERSHENSON PROPERTIES TRUST**  
**CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
**For the Nine Months Ended September 30, 2018**  
(In thousands)  
(Unaudited)

**Shareholders' Equity of Ramco-Gershenson Properties Trust**

	Preferred Shares	Common Shares	Additional Paid-in Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive Income	Noncontrolling Interest	Total Shareholders' Equity
<b>Balance, December 31, 2017</b>	\$ 92,427	\$ 794	\$ 1,160,862	\$ (392,619)	\$ 2,858	\$ 20,847	\$ 885,169
Adoption of ASU 2017-05	—	—	—	2,109	—	51	2,160
Issuance of common shares, net of issuance costs	—	—	(39)	—	—	—	(39)
Redemption of OP unit holders	—	—	—	(18)	—	(79)	(97)
Share-based compensation and other expense, net of shares withheld for employee taxes	—	3	2,860	—	—	—	2,863
Dividends declared to common shareholders	—	—	—	(52,519)	—	—	(52,519)
Dividends declared to preferred shareholders	—	—	—	(5,026)	—	—	(5,026)
Distributions declared to noncontrolling interests	—	—	—	—	—	(1,263)	(1,263)
Dividends declared to deferred shares	—	—	—	(367)	—	—	(367)
Other comprehensive income adjustment	—	—	—	—	3,748	90	3,838
Net income	—	—	—	21,713	—	514	22,227
<b>Balance, September 30, 2018</b>	<u>\$ 92,427</u>	<u>\$ 797</u>	<u>\$ 1,163,683</u>	<u>\$ (426,727)</u>	<u>\$ 6,606</u>	<u>\$ 20,160</u>	<u>\$ 856,946</u>

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



**RAMCO GERSHENSON PROPERTIES TRUST**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2018	2017
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 22,227	\$ 49,295
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	65,719	69,282
Amortization of deferred financing fees	1,140	1,040
Income tax provision	147	119
Earnings from unconsolidated joint ventures	(570)	(223)
Distributions received from operations of unconsolidated joint ventures	546	613
Provision for impairment	216	8,423
Other gain on unconsolidated joint ventures	(5,208)	—
Gain on sale of real estate	(181)	(35,920)
Amortization of premium on mortgages, net	(772)	(870)
Service-based restricted share expense	3,980	1,970
Long-term incentive cash and equity compensation expense	1,346	251
Changes in assets and liabilities:		
Accounts receivable, net	523	(1,441)
Acquired lease intangibles and other assets, net	(1,786)	(480)
Accounts payable, acquired lease intangibles and other liabilities	(7,509)	(3,201)
Net cash provided by operating activities	<u>79,818</u>	<u>88,858</u>
<b>INVESTING ACTIVITIES</b>		
Acquisition of real estate	(6,365)	(169,882)
Development and capital improvements	(64,335)	(43,966)
Net proceeds from sales of real estate	1,354	121,419
Distributions from sale of joint venture property	6,308	—
Investment in unconsolidated joint ventures	3,000	—
Net cash used in investing activities	<u>(60,038)</u>	<u>(92,429)</u>
<b>FINANCING ACTIVITIES</b>		
Repayments of mortgages and notes payable	(1,902)	(2,381)
Proceeds on revolving credit facility	65,000	224,000
Repayments on revolving credit facility	(15,000)	(161,000)
Payment of deferred financing costs	—	(2,263)
Proceeds, net of costs, from issuance of common stock	(39)	(24)
Redemption of operating partnership units for cash	(97)	(8)
Shares used for employee taxes upon vesting of awards	(1,781)	(497)
Dividends paid to preferred shareholders	(5,026)	(5,026)
Dividends paid to common shareholders and deferred shares	(52,827)	(52,653)
Distributions paid to operating partnership unit holders	(1,263)	(1,266)
Net cash used in financing activities	<u>(12,935)</u>	<u>(1,118)</u>
Net change in cash, cash equivalents and restricted cash	6,845	(4,689)
Cash, cash equivalents and restricted cash at beginning of period	12,891	14,726
Cash, cash equivalents and restricted cash at end of period	<u>\$ 19,736</u>	<u>\$ 10,037</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid for interest (net of capitalized interest of \$706 and \$193 in 2018 and 2017, respectively)	\$ 27,986	\$ 29,698
Deferred gain recognized in equity	\$ 2,160	\$ —

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

**RAMCO-GERSHENSON PROPERTIES TRUST**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Organization and Basis of Presentations**

*Organization*

Ramco-Gershenson Properties Trust, together with its subsidiaries (the "Company" or "RPT"), owns and operates a national portfolio of dynamic open-air shopping destinations principally located in the top U.S. markets. The Company's locally-curated consumer experience reflect the lifestyles of its diverse neighborhoods and match the modern expectation of its retail partners. The Company is a fully integrated and self-administered REIT publicly traded on the New York Stock Exchange under the ticker symbol RPT. As of September 30, 2018, the Company's portfolio consisted of 57 shopping centers (including one shopping center owned through a joint venture) representing 13.8 million square feet. As of September 30, 2018, the Company's aggregate portfolio was 94.2% leased.

*Basis of Presentation*

The accompanying condensed consolidated financial statements include the accounts of the Company and our majority owned subsidiary, the Operating Partnership, Ramco-Gershenson Properties, L.P. (the "OP") (97.7% owned by the Company at September 30, 2018 and December 31, 2017), and all wholly-owned subsidiaries, including entities in which we have a controlling financial interest.

We have elected to be a REIT for federal income tax purposes. All intercompany balances and transactions have been eliminated in consolidation. The information furnished is unaudited and reflects all adjustments which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim periods presented, and all such adjustments are of a normal recurring nature. These condensed consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2017.

The preparation of our unaudited financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited financial statements and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and reported amounts that are not readily apparent from other sources. Actual results could differ from those estimates.

*Recently Adopted Accounting Pronouncements*

In February 2017, the FASB issued ASU 2017-05 "Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets" ("ASU 2017-05"). ASU 2017-05 clarifies that a financial asset is within the scope of Subtopic 610-20 if it meets the definition of an in substance nonfinancial asset. ASU 2017-05 also defines the term "in substance nonfinancial asset". In addition, ASU 2017-05 eliminates the guidance specific to real estate sales in ASC 360-20. It became effective for annual periods beginning after December 15, 2017, therefore we adopted the standard on January 1, 2018. In doing so, the Company recorded an adjustment under the modified retrospective method of approximately \$2.2 million to shareholders' equity associated with a transaction that occurred in the fourth quarter of 2017. The adjustment had no impact on earnings or cash flows.

In May 2017, the FASB issued ASU 2017-09 "Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting" ("ASU 2017-09"). ASU 2017-09 clarifies guidance about what changes to the terms and conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. It became effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this standard did not have a material impact on our consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18 "Statement of Cash Flows." This new guidance became effective January 1, 2018, with early adoption permitted, and requires amounts that are generally described as restricted cash and restricted cash equivalents to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The pronouncement requires a retrospective transition method of adoption. The adoption of this standard resulted in the reclassification of approximately \$4.0 million of cash outflows from real estate acquisitions during the nine months ended September 30, 2018 that were held in escrow as restricted cash. The amount was reclassified as acquisition of real estate from a non cash investing activity.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balances sheets that reconciles to the total shown within the consolidated statements of cash flows.

	<b>As of September 30,</b>	
	<b>2018</b>	<b>2017</b>
	(In thousands)	
Cash and cash equivalents	\$ 16,719	\$ 4,781
Restricted cash and escrows	3,017	5,256
	<u>\$ 19,736</u>	<u>\$ 10,037</u>

Restricted cash generally consists of funds held in escrow by lenders to pay real estate taxes, insurance premiums and certain capital expenditures. In limited instances, restricted cash may include deposits on potential future acquisitions and/or proceeds related to dispositions of real estate.

In August 2016, the FASB issued ASU 2016-15 "Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"), which clarifies the treatment of several cash flow categories. In addition, ASU 2016-15 clarifies that when cash receipts and cash payments have aspects of more than one class of cash flows and cannot be separated, classification will depend on the predominant source or use. This update became effective for annual periods beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted, including adoption in an interim period. The adoption of this standard did not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 is a comprehensive revenue recognition standard that superseded nearly all prior GAAP revenue recognition guidance as well as prior GAAP guidance governing the sale of non-financial assets. The standard's core principle is that a company should recognize revenue when it satisfies performance obligations, by transferring promised goods or services to customers, in an amount that reflects the consideration to which the company expects to be entitled in exchange for fulfilling those performance obligations. In doing so, companies need to exercise more judgment and make more estimates than under prior GAAP guidance. ASU 2014-09 became effective for public entities for annual and interim reporting periods beginning after December 15, 2017 and early adoption was permitted in periods ending after December 15, 2016. The guidance permitted two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect initially applying the guidance recognized at the date of initial application (modified retrospective method). We adopted the standard and the related updates subsequently issued by the FASB using the modified retrospective method on January 1, 2018. ASU 2014-09 applies only to certain revenue included in Other Property Income and Management and Other Fee Income in our Consolidated Statement of Operations which totaled \$3.1 million, or less than 2.0% of total revenue, for the nine months ended September 30, 2018. The adoption of the standard did not result in a cumulative adjustment recognized as of January 1, 2018.

#### *Recent Accounting Pronouncements*

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-13, "Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement", which amends ASC 820, Fair Value Measurement. ASU 2018-13 modified the disclosure requirements for fair value measurements by removing, modifying or adding certain disclosures. This standard is effective for public companies for fiscal years beginning after December 15, 2019, including interim periods within that fiscal year. We are currently evaluating the guidance and have not determined the impact this standard may have on our consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, "Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting", which expands the scope of Topic 718, Compensation-Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. This standard is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The adoption of ASU 2018-07 is not expected to have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04 "Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). ASU 2017-04 simplifies the accounting for goodwill impairment by removing Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. ASU 2017-04 is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, and should be applied on a prospective basis. Early adoption is permitted for interim or annual goodwill

impairment tests performed on testing dates after January 1, 2017. The adoption of ASU 2017-04 is not expected to have a material impact on our consolidated financial statements.

In June 2016, the FASB updated Accounting Standards Codification ("ASC") Topic 326 "Financial Instruments - Credit Losses" with ASU 2016-13 "Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"). ASU 2016-13 enhances the methodology of measuring expected credit losses to include the use of forward-looking information to better inform credit loss estimates. ASU 2016-13 is effective for annual periods beginning after December 15, 2019, including interim periods within that fiscal year. We are currently evaluating the guidance and have not determined the impact this standard may have on our consolidated financial statements.

In February 2016, the FASB updated ASC Topic 842 "Leases" ("ASU 2016-02"). ASU 2016-02 requires lessees to record operating and financing leases as assets and liabilities on the balance sheet and lessors to expense costs that are not direct leasing costs. In addition, the following ASUs were subsequently issued related to ASC Topic 842, all of which will be effective with ASU 2016-02:

- In January 2018, the FASB issued ASU 2018-01, "Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842". The standard provides an optional transition practical expedient for the adoption of ASU 2016-02 that, if elected, would not require an organization to reconsider its accounting for existing land easements that are not currently accounted for under the old leases standard.
- In July 2018, the FASB issued ASU 2018-10, "Codification Improvements to Topic 842, Leases", which affects narrow aspects of the guidance issued in the amendments in ASU 2016-02.
- In July 2018, the FASB issued ASU 2018-11, "Leases (Topic 842): Targeted Improvements", which provide lessors with a practical expedient, by class of underlying asset, to not separate nonlease components from the associated lease component and, instead, to account for those components as a single component if the nonlease components otherwise would be accounted for under the new revenue guidance (Topic 606) and certain criteria are met. The guidance also provides an optional transition method which would allow entities to initially apply the new guidance in the period of adoption, recognizing a cumulative-effect adjustment to the opening balance of retained earnings, if necessary.

ASU 2016-02 is effective for periods beginning after December 15, 2018, with early adoption permitted using a modified retrospective approach. The Company continues to evaluate the effect the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures. We preliminarily plan to elect the practical expedients allowable under ASU 2018-01 and ASU 2018-11, and believe the adoption of ASU 2016-02 will not have a material impact for operating leases where we are a lessor and we will continue to record revenues from rental properties for operating leases on a straight-line basis. In addition, for leases where the Company is a lessee, primarily the Company's ground lease and administrative office leases, the Company believes it will record a lease liability and a right of use asset at fair value upon adoption related to these items. Additionally, only incremental direct leasing costs may be capitalized under this new guidance. The Company expects to adopt this new guidance on January 1, 2019 and will continue to evaluate the impact of this guidance until it becomes effective.

## **2. Real Estate**

Included in our net real estate assets are income producing properties that are recorded at cost less accumulated depreciation and amortization, construction in process and land available for development or sale.

We review our investment in real estate, including any related intangible assets, for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the carrying value of the property may not be recoverable. These changes in circumstances include, but are not limited to, changes in occupancy, rental rates, tenant sales, net operating income, geographic location, real estate values and expected holding period.

For the three months ended September 30, 2018, we recorded no impairment provision. For the nine months ended September 30, 2018, we recorded an impairment provision totaling \$0.2 million on a land parcel. The 2018 adjustment was triggered by higher costs related to this parcel. To estimate fair value, we use discounted cash flow models that include assumptions of the discount rates that market participants would use in pricing an asset or market pricing from potential or comparable transactions. For the three and nine months ended September 30, 2017, we recorded an impairment provision totaling \$1.9 million and \$8.4 million, respectively, on shopping centers classified as income producing.

In accordance with ASC360-10, the Company records impairment losses on long-lived assets used in operations when events and circumstances indicate that long-lived assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. During the third quarter of 2018, events and circumstances indicated that shopping centers might be impaired. However, the Company's estimates of undiscounted cash flows indicated that such

carrying amounts were expected to be recovered. Nonetheless, it is reasonably possible that the estimates of undiscounted cash flows may change in the near term resulting in the need to write down these assets to fair value.

Land available for development or sale includes real estate projects where vertical construction has yet to commence, but which have been identified by us and are available for future development when market conditions dictate the demand for a new shopping center. The viability of all projects under construction or development, including those owned by unconsolidated joint ventures, is regularly evaluated under applicable accounting requirements, including requirements relating to abandonment of assets or changes in use. Land available for development or sale was \$31.8 million and \$31.6 million at September 30, 2018 and December 31, 2017, respectively.

Construction in progress represents existing development, redevelopment and tenant build-out projects. When projects are substantially complete and ready for their intended use, balances are transferred to land or building and improvements as appropriate. Construction in progress was \$27.9 million and \$26.6 million at September 30, 2018 and December 31, 2017, respectively. The increase in construction in progress from December 31, 2017 to September 30, 2018 was due primarily to the ongoing redevelopment and expansion projects across the portfolio.

Pursuant to the criteria established under ASC Topic 360 we classify properties as held for sale when executed purchase and sales agreement contingencies have been satisfied thereby signifying that the sale is legally binding. As of September 30, 2018, and December 31, 2017, we had no properties and no land parcels classified as held for sale.

### 3. Property Acquisitions and Dispositions

#### Acquisitions

The following table provides a summary of our acquisition activity for the nine months ended September 30, 2018:

Property Name	Location	GLA (in thousands)	Acreage	Date Acquired	Gross	
					Purchase Price	Assumed Debt
Leasehold Interest (West Oaks)	Novi, MI	60	N/A	01/05/18	\$ 6,365	\$ —
<b>Total consolidated income producing acquisitions</b>		60	—		\$ 6,365	\$ —
Total Acquisitions		60	—		\$ 6,365	\$ —

The aggregate fair value of our 2018 acquisition through September 30, 2018, was allocated and is reflected in the following table.

	Allocated Fair Value
	(In thousands)
Buildings and improvements	\$ 6,427
Above market leases	237
Lease origination costs	633
Other liabilities	(353)
Below market leases	(579)
Total purchase price allocated	\$ 6,365

Total revenue and net income for the 2018 acquisition included in our condensed consolidated statement of operations for the three and six months ended September 30, 2018 were as follows:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2018	
	(In thousands)			
Total revenue from 2018 acquisition	\$	196	\$	584
Net income from 2018 acquisition	\$	128	\$	372

*Unaudited Proforma Information*

If the 2018 acquisition had occurred on January 1, 2017, our consolidated revenues and net income for the three and nine months ended September 30, 2018 and 2017 would have been as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,					
	2018	2017	2018	2017				
	(In thousands)							
Consolidated revenue	\$	64,217	\$	66,102	\$	196,910	\$	201,321
Consolidated net income available to common shareholders	\$	8,450	\$	27,358	\$	16,691	\$	43,401

*Dispositions*

The following table provides a summary of our disposition activity for the nine months ended September 30, 2018.

Property Name	Location	GLA	Acreage	Date Sold	Gross			
					Sales Price	Gain on Sale		
(In thousands)								
Theatre Parcel - Hartland Town Square	Hartland, MI	N/A	7.5	04/02/18	\$	1,450	\$	181
Peachtree Hills - Outparcel	Duluth, GA	N/A	1.7	05/25/18	\$	650	\$	—
<b>Total outparcel dispositions</b>		—	9.2		\$	2,100	\$	181
<b>Total Dispositions</b>		—	9.2		\$	2,100	\$	181

#### 4. Equity Investments in Unconsolidated Joint Ventures

We have three joint venture agreements whereby we own 7%, 20%, and 30%, respectively, of the equity in each joint venture. We and the joint venture partners have joint approval rights for major decisions, including those regarding property operations. We cannot make significant decisions without our partner's approval. Accordingly, we account for our interest in the joint ventures using the equity method of accounting.

On April 27, 2018 we sold our 30% interest in a joint venture created in November 2017 for proceeds of \$3.1 million to our unrelated joint venture partner. The proceeds received from the transaction represent the return of our initial investment of \$3.0 million and our share of earnings from the joint venture's operations since inception of \$0.1 million. We did not record a gain or loss on sale of our interest in the joint venture.

The combined condensed financial information for our unconsolidated joint ventures is summarized as follows:

Balance Sheets	September 30, 2018		December 31, 2017	
	(In thousands)			
<b>ASSETS</b>				
Investment in real estate, net	\$	22,243	\$	93,801
Other assets		1,661		4,099
Total Assets	\$	23,904	\$	97,900
<b>LIABILITIES AND OWNERS' EQUITY</b>				
Mortgage notes payable	\$	—	\$	42,330
Other liabilities	\$	1	\$	220
Owners' equity		23,903		55,350
Total Liabilities and Owners' Equity	\$	23,904	\$	97,900
RPT's equity investments in unconsolidated joint ventures	\$	1,556	\$	3,493

Statements of Operations	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(In thousands)		(In thousands)	
Total revenue	\$ 782	\$ 1,192	\$ 3,204	\$ 3,485
Total expenses	654	745	2,269	2,250
Income before other income and expense	128	447	935	1,235
Gain on sale of real estate	1,024	—	1,024	—
Net income	\$ 1,152	\$ 447	\$ 1,959	\$ 1,235
RPT's share of earnings from unconsolidated joint ventures	\$ 297	\$ 81	\$ 570	\$ 223

#### Acquisitions

There was no acquisition activity in the nine months ended September 30, 2018 by any of our unconsolidated joint ventures.

#### Dispositions

The following table provides a summary of our unconsolidated joint venture property disposition activity during the nine months ended September 30, 2018.



Property Name	Location	GLA (in thousands)	Ownership %	Date Sold	Gross	
					Gross Sales Price	Gain on Sale (at 100%)
Martin Square	Stuart, FL	330	30%	07/18/18	\$ 22,000	\$ 1,024
		<u>330</u>			<u>\$ 22,000</u>	<u>\$ 1,024</u>
RPT's proportionate share of gross sales price and gain on sale of joint venture property					<u>\$ 6,600</u>	<u>\$ 307</u>

The Company recorded an other gain on unconsolidated joint ventures for the three and nine months ended September 30, 2018 of \$5.2 million which represents the excess of the net cash distributed to it from the Martin Square disposition and its proportionate share of the remaining equity in the unconsolidated joint venture.

#### ***Joint Venture Management and Other Fee Income***

We are engaged by our joint ventures to provide asset management, property management, leasing and investing services for such ventures' respective properties. We receive fees for our services, including a property management fee calculated as a percentage of gross revenues received, and recognize these fees as the services are rendered.

The following table provides information for our fees earned which are reported in our condensed consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(In thousands)		(In thousands)	
Management fees	\$ 33	\$ 69	\$ 127	\$ 206
Leasing fees	—	19	40	108
Disposition fees	55	—	55	—
Total	<u>\$ 88</u>	<u>\$ 88</u>	<u>\$ 222</u>	<u>\$ 314</u>

## 5. Debt

The following table summarizes our mortgages, notes payable and capital lease obligation as of September 30, 2018 and December 31, 2017:

Notes Payable and Capital Lease Obligation	September 30, 2018	December 31, 2017
	(In thousands)	
Senior unsecured notes	\$ 610,000	\$ 610,000
Unsecured term loan facilities	210,000	210,000
Fixed rate mortgages	119,042	120,944
Unsecured revolving credit facility	80,000	30,000
Junior subordinated notes	28,125	28,125
	1,047,167	999,069
Unamortized premium	3,195	3,967
Unamortized deferred financing costs	(3,249)	(3,821)
Total notes payable	\$ 1,047,113	\$ 999,215
Capital lease obligation	\$ 1,022	\$ 1,022

### Senior Unsecured Notes

The following table summarizes the Company's senior unsecured notes:

Senior Unsecured Notes	Maturity Date	September 30, 2018		December 31, 2017	
		Principal Balance	Interest Rate/Weighted Average Interest Rate	Principal Balance	Interest Rate/Weighted Average Interest Rate
		(in thousands)		(in thousands)	
Senior unsecured notes - 3.75% due 2021	6/27/2021	\$ 37,000	3.75%	\$ 37,000	3.75%
Senior unsecured notes - 4.13% due 2022	12/21/2022	25,000	4.13%	25,000	4.13%
Senior unsecured notes - 4.12% due 2023	6/27/2023	41,500	4.12%	41,500	4.12%
Senior unsecured notes - 4.65% due 2024	5/28/2024	50,000	4.65%	50,000	4.65%
Senior unsecured notes - 4.16% due 2024	11/4/2024	50,000	4.16%	50,000	4.16%
Senior unsecured notes - 4.05% due 2024	11/18/2024	25,000	4.05%	25,000	4.05%
Senior unsecured notes - 4.27% due 2025	6/27/2025	31,500	4.27%	31,500	4.27%
Senior unsecured notes - 4.20% due 2025	7/6/2025	50,000	4.20%	50,000	4.20%
Senior unsecured notes - 4.09% due 2025	9/30/2025	50,000	4.09%	50,000	4.09%
Senior unsecured notes - 4.74% due 2026	5/28/2026	50,000	4.74%	50,000	4.74%
Senior unsecured notes - 4.30% due 2026	11/4/2026	50,000	4.30%	50,000	4.30%
Senior unsecured notes - 4.28% due 2026	11/18/2026	25,000	4.28%	25,000	4.28%
Senior unsecured notes - 4.57% due 2027	12/21/2027	30,000	4.57%	30,000	4.57%
Senior unsecured notes - 3.64% due 2028	11/30/2028	75,000	3.64%	75,000	3.64%
Senior unsecured notes - 4.72% due 2029	12/21/2029	20,000	4.72%	20,000	4.72%
		\$ 610,000	4.21%	\$ 610,000	4.21%
Unamortized deferred financing costs		(1,611)		(1,783)	
Total		\$ 608,389		\$ 608,217	

### Unsecured Term Loan Facilities and Revolving Credit Facility

The following table summarizes the Company's unsecured term loan facilities and revolving credit facility:

Unsecured Credit Facilities	Maturity Date	September 30, 2018		December 31, 2017	
		Principal Balance	Interest Rate/Weighted Average Interest Rate	Principal Balance	Interest Rate/Weighted Average Interest Rate
		(in thousands)		(in thousands)	
Unsecured term loan due 2020 - fixed rate <sup>(1)</sup>	5/16/2020	\$ 75,000	2.99%	\$ 75,000	2.99%
Unsecured term loan due 2021 - fixed rate <sup>(2)</sup>	5/29/2021	75,000	2.84%	75,000	2.84%
Unsecured term loan due 2023 - fixed rate <sup>(3)</sup>	3/1/2023	60,000	3.60%	60,000	3.60%
		\$ 210,000	3.11%	\$ 210,000	3.11%
Unamortized deferred financing costs		(900)		(1,224)	
Term loans, net		\$ 209,100		\$ 208,776	
Revolving credit facility - variable rate	9/14/2021	\$ 80,000	3.39%	30,000	2.71%

<sup>(1)</sup> Swapped to a weighted average fixed rate of 1.69%, plus a credit spread of 1.30%, based on a leverage grid at September 30, 2018.

<sup>(2)</sup> Swapped to a weighted average fixed rate of 1.49%, plus a credit spread of 1.35%, based on a leverage grid at September 30, 2018.

<sup>(3)</sup> Swapped to a weighted average fixed rate of 1.95%, plus a credit spread of 1.65%, based on a leverage grid at September 30, 2018.

As of September 30, 2018, we had \$80.0 million outstanding under our revolving credit facility, an increase of \$50.0 million from December 31, 2017, as a result of borrowings to fund the Company's redevelopment projects and other liquidity needs. After adjusting for outstanding letters of credit issued under our revolving credit facility, not reflected in the accompanying condensed consolidated balance sheets, totaling \$0.2 million, we had \$269.8 million of availability under our revolving credit facility. The interest rate as of September 30, 2018 was 3.39%.

### Mortgages

The following table summarizes the Company's fixed rate mortgages:

Mortgage Debt	Maturity Date	September 30, 2018		December 31, 2017	
		Principal Balance	Interest Rate/Weighted Average Interest Rate	Principal Balance	Interest Rate/Weighted Average Interest Rate
		(in thousands)		(in thousands)	
Crossroads Centre Home Depot	12/1/2019	\$ 3,275	7.38%	\$ 3,352	7.38%
West Oaks II and Spring Meadows Place	4/20/2020	26,012	6.50%	26,611	6.50%
Bridgewater Falls Shopping Center	2/6/2022	54,780	5.70%	55,545	5.70%
The Shops on Lane Avenue	1/10/2023	28,650	3.76%	28,650	3.76%
Nagawaukee II	6/1/2026	6,325	5.80%	6,786	5.80%
		\$ 119,042	5.46%	\$ 120,944	5.47%
Unamortized premium		3,195		3,967	
Unamortized deferred financing costs		(99)		(149)	
	Total	\$ 122,138		\$ 124,762	

The fixed rate mortgages are secured by properties that have an approximate net book value of \$187.5 million as of September 30, 2018. It is our intent to repay the mortgages maturing in 2019 and beyond using cash, borrowings under our unsecured line of credit, net proceeds from the sale of real estate or other sources of financing which may include long-term unsecured notes.

The mortgage loans encumbering our properties are generally nonrecourse, subject to certain exceptions for which we would be liable for any resulting losses incurred by the lender. These exceptions vary from loan to loan but generally include fraud or a material misrepresentation, misstatement or omission by the borrower, intentional or grossly negligent conduct by the borrower that harms the property or results in a loss to the lender, filing of a bankruptcy petition by the borrower, either directly or indirectly and certain environmental liabilities. In addition, upon the occurrence of certain events, such as fraud or filing of a bankruptcy petition by the borrower, we or our joint ventures would be liable for the entire outstanding balance of the loan, all interest accrued thereon and certain other costs, including penalties and expenses.

We have entered into mortgage loans which are secured by multiple properties and contain cross-collateralization and cross-default provisions. Cross-collateralization provisions allow a lender to foreclose on multiple properties in the event that we default under the loan. Cross-default provisions allow a lender to foreclose on the related property in the event a default is declared under another loan.

#### *Junior Subordinated Notes*

Our junior subordinated notes have a variable rate of LIBOR plus 3.30%. The maturity date is January 2038.

#### *Debt Maturities*

The following table presents scheduled principal payments on mortgages and notes payable as of September 30, 2018:

<b>Year Ending December 31,</b>	<b>(In thousands)</b>
2018	\$ 659
2019	5,860
2020	102,269
2021 <sup>(1)</sup>	194,508
2022	77,397
Thereafter	666,474
<b>Subtotal debt</b>	<b>1,047,167</b>
Unamortized premium	3,195
Unamortized deferred financing costs	(3,249)
<b>Total debt</b>	<b>\$ 1,047,113</b>

<sup>(1)</sup> Scheduled maturities in 2021 include the \$80.0 million balance on the unsecured revolving credit facility drawn as of September 30, 2018. The unsecured revolving credit facility has two six-month extensions available at the Company's option provided compliance with financial covenants is maintained.

Our unsecured revolving credit facility, senior unsecured notes, and unsecured term loan facilities contain financial covenants relating to total leverage, fixed charge coverage ratio, unencumbered assets, tangible net worth and various other calculations. As of September 30, 2018, we were in compliance with these covenants.

## 6. Fair Value

We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Derivative instruments (interest rate swaps) are recorded at fair value on a recurring basis. Additionally, we, from time to time, may be required to record other assets at fair value on a nonrecurring basis. As a basis for considering market participant assumptions in fair value measurements, GAAP establishes three fair value levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. The assessed inputs used in determining any fair value measurement could result in incorrect valuations that could be material to our condensed consolidated financial statements. These levels are:

Level 1	Valuation is based upon quoted prices for identical instruments traded in active markets.
Level 2	Valuation is based upon prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
Level 3	Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the assets or liabilities.

The following is a description of valuation methodologies used for our assets and liabilities recorded at fair value.

### *Derivative Assets and Liabilities*

All of our derivative instruments are interest rate swaps for which quoted market prices are not readily available. For those derivatives, we measure fair value on a recurring basis using valuation models that use primarily market observable inputs, such as yield curves. We classify these instruments as Level 2. Refer to [Note 7 Derivative Financial Instruments](#) of the notes to the condensed consolidated financial statements for additional information on our derivative financial instruments.

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis as of September 30, 2018 and December 31, 2017.

	Balance Sheet Location	Total	
		Fair Value	Level 2
<b>September 30, 2018</b>		(In thousands)	
Derivative assets - interest rate swaps	Other assets	\$ 6,763	\$ 6,763
Derivative liabilities - interest rate swaps	Other liabilities	\$ —	\$ —
<b>December 31, 2017</b>			
Derivative assets - interest rate swaps	Other assets	\$ 3,133	\$ 3,133
Derivative liabilities - interest rate swaps	Other liabilities	\$ (208)	\$ (208)

The carrying values of cash and cash equivalents, restricted cash, receivables and accounts payable and accrued liabilities are reasonable estimates of their fair values because of the short maturity of these financial instruments.

We estimated the fair value of our debt based on our incremental borrowing rates for similar types of borrowing arrangements with the same remaining maturity and on the discounted estimated future cash payments to be made for other debt. The discount rates used approximate current lending rates for loans or groups of loans with similar maturities and credit quality, assume the debt is outstanding through maturity and consider the debt's collateral (if applicable). Since such amounts are estimates that are based on limited available market information for similar transactions (Level 3), there can be no assurance that the disclosed value of any financial instrument could be realized by immediate settlement of the instrument.

Fixed rate debt (including variable rate debt swapped to fixed through derivatives) with carrying values of \$939.0 million and \$940.9 million as of September 30, 2018 and December 31, 2017, respectively, had fair values of approximately \$921.6 million and \$940.8 million, respectively. Variable rate debt's fair value is estimated to be the carrying values of \$108.1 million and \$58.1 million as of September 30, 2018 and December 31, 2017, respectively.

The following is a description of valuation methodologies used for our assets and liabilities recorded at fair value on a nonrecurring basis:

*Net Real Estate*

Our net investment in real estate, including any identifiable intangible assets, is subject to impairment testing on a nonrecurring basis. To estimate fair value, we use discounted cash flow models that include assumptions of the discount rates that market participants would use in pricing the asset or pricing from potential or comparable market transactions. To the extent impairment has occurred, we charge to expense the excess of the carrying value of the property over its estimated fair value. We classify impaired real estate assets as nonrecurring Level 3. During the nine months ended September 30, 2018, a land parcel with a fair value of approximately \$0.6 million incurred impairment charges of \$0.2 million. We did not have any material liabilities that were required to be measured at fair value on a nonrecurring basis during the period.

**7. Derivative Financial Instruments**

We utilize interest rate swap agreements for risk management purposes to reduce the impact of changes in interest rates on our variable rate debt. We may also enter into forward starting swaps to set the effective interest rate on planned variable rate financing. On the date we enter into an interest rate swap, the derivative is designated as a hedge against the variability of cash flows that are to be paid in connection with a recognized liability. Subsequent changes in the fair value of a derivative designated as a cash flow hedge that is determined to be effective are recorded in other comprehensive income (“OCI”) until earnings are affected by the variability of cash flows of the hedged transaction. The differential between fixed and variable rates to be paid or received is accrued, as interest rates change, and recognized currently as interest expense in the condensed consolidated statements of operations. We assess effectiveness of our cash flow hedges both at inception and on an ongoing basis. Our cash flow hedges become ineffective, for example, if critical terms of the hedging instrument and the debt do not perfectly match such as notional amounts, settlement dates, reset dates and calculation period and LIBOR rate. At September 30, 2018, all of our hedges were effective.

The following table summarizes the notional values and fair values of our derivative financial instruments as of September 30, 2018:

Underlying Debt	Hedge Type	Notional Value	Fixed Rate	Fair Value	Expiration Date
		(In thousands)		(In thousands)	
<b>Derivative Assets</b>					
Unsecured term loan	Cash Flow	\$ 25,000	1.850%	\$ —	10/2018
Unsecured term loan	Cash Flow	5,000	1.840%	—	10/2018
Unsecured term loan	Cash Flow	30,000	2.048%	—	10/2018
Unsecured term loan	Cash Flow	15,000	2.150%	147	05/2020
Unsecured term loan	Cash Flow	10,000	2.150%	98	05/2020
Unsecured term loan	Cash Flow	50,000	1.460%	1,044	05/2020
Unsecured term loan	Cash Flow	20,000	1.498%	702	05/2021
Unsecured term loan	Cash Flow	15,000	1.490%	531	05/2021
Unsecured term loan	Cash Flow	40,000	1.480%	1,425	05/2021
		\$ 210,000		\$ 3,947	
<b>Derivative Assets - Forward Swaps</b>					
Unsecured term loan	Cash Flow	60,000	1.770%	2,816	03/2023
<b>Total Derivative Assets</b>		\$ 270,000		\$ 6,763	

The effect of derivative financial instruments on our condensed consolidated statements of operations for the three months ended September 30, 2018 and 2017 is summarized as follows:

Derivatives in Cash Flow Hedging Relationship	Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion)		Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion)	
	Three Months Ended September 30,			Three Months Ended September 30,	
	2018	2017		2018	2017
	(In thousands)			(In thousands)	
Interest rate contracts - assets	\$ 260	\$ (44)	Interest Expense	\$ 214	\$ 62
Interest rate contracts - liabilities	—	360	Interest Expense	—	(182)
Total	<u>\$ 260</u>	<u>\$ 316</u>	Total	<u>\$ 214</u>	<u>\$ (120)</u>

The effect of derivative financial instruments on our condensed consolidated statements of operations for the nine months ended September 30, 2018 and 2017 is summarized as follows:

Derivatives in Cash Flow Hedging Relationship	Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion)		Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion)	
	Nine Months Ended September 30,			Nine Months Ended September 30,	
	2018	2017		2018	2017
	(In thousands)			(In thousands)	
Interest rate contracts - assets	\$ 3,367	\$ (98)	Interest Expense	\$ 264	\$ (319)
Interest rate contracts - liabilities	246	1,437	Interest Expense	(39)	(733)
Total	<u>\$ 3,613</u>	<u>\$ 1,339</u>	Total	<u>\$ 225</u>	<u>\$ (1,052)</u>

## 8. Earnings Per Common Share

The following table sets forth the computation of basic and diluted earnings per share ("EPS"):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(In thousands, except per share data)			
<b>Net income</b>	\$ 10,364	\$ 29,629	\$ 22,227	\$ 49,295
Net income attributable to noncontrolling interest	(239)	(696)	(514)	(1,158)
Allocation of income to restricted share awards	(83)	(135)	(319)	(310)
<b>Income attributable to RPT</b>	10,042	28,798	21,394	47,827
Preferred share dividends	(1,676)	(1,675)	(5,026)	(5,026)
<b>Net income available to common shareholders - Basic</b>	8,366	27,123	16,368	42,801
Add back preferred shares for dilution <sup>(1)</sup>	—	1,675	—	—
<b>Net income available to common shareholders - Diluted</b>	\$ 8,366	\$ 28,798	\$ 16,368	\$ 42,801
<b>Weighted average shares outstanding, Basic</b>	79,712	79,381	79,547	79,337
Restricted stock awards using the treasury method	738	165	392	177
Dilutive effect of securities <sup>(1)</sup>	—	6,713	—	—
<b>Weighted average shares outstanding, Diluted</b>	80,450	86,259	79,939	79,514
<b>Income per common share, Basic</b>	\$ 0.10	\$ 0.34	\$ 0.21	\$ 0.54
<b>Income per common share, Diluted</b>	\$ 0.10	\$ 0.33	\$ 0.20	\$ 0.54

<sup>(1)</sup> The assumed conversion of the preferred shares is dilutive for the Three Months Ended September 30, 2017 and anti-dilutive for all other periods.

We exclude certain securities from the computation of diluted earnings per share. The following table presents the outstanding securities that were excluded from the computation of diluted earnings per share and the number of common shares each was convertible into (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018		2017		2018		2017	
	Issued	Converted	Issued	Converted	Issued	Converted	Issued	Converted
Operating Partnership Units	1,909	1,909	1,917	1,917	1,909	1,909	1,917	1,917
Series D Preferred Shares	1,849	6,830	—	—	1,849	6,830	1,849	6,713
Performance Share Units	—	—	98	—	—	—	98	—
	3,758	8,739	2,015	1,917	3,758	8,739	3,864	8,630



## 9. Share-based Compensation Plans

As of September 30, 2018, we have two share-based compensation plans in effect: 1) the 2012 Omnibus Long-Term Incentive Plan (“2012 LTIP”) under which our compensation committee may grant, subject to any Company performance conditions as specified by the compensation committee, restricted shares, restricted share units, options and other awards to trustees, officers and other key employees; and 2) the Inducement Incentive Plan (“Inducement Plan”), which was approved by the Board of Trustees in April 2018 and under which our compensation committee may grant, subject to any Company performance conditions as specified by the compensation committee, restricted shares, restricted share units, options and other awards to individuals who were not previously employees or members of the Board as an inducement material to the individual’s entry into employment with the Company. The 2012 LTIP allows us to issue up to 2.0 million common shares of beneficial interest, of which 0.9 million remained available for issuance as of September 30, 2018. The Inducement Plan allows us to issue up to 6.0 million common shares of beneficial interest, of which 5.4 million remained available for issuance as of September 30, 2018.

As of September 30, 2018, we had 133,920 unvested service-based share awards granted under the 2012 LTIP and 218,955 unvested service-based share awards granted under the Inducement Plan. These awards have various expiration dates through March 2023.

During the nine months ended September 30, 2018, we granted the following awards:

- 489,306 shares of service-based restricted stock. The service-based awards were valued based on our closing stock price as of the grant date; and
- performance-based equity awards that are earned subject to a future performance measurement based on a three-year shareholder return peer comparison (“TSR Grants”).

The service-based restricted share awards to employees vest over three years or five years and the compensation expense is recognized on a graded vesting basis. The service-based restricted share awards to trustees vest over one year. We recognized expense related to service-based restricted share grants of \$1.0 million and \$0.8 million for the three months ended September 30, 2018 and September 30, 2017, respectively, and \$3.9 million and \$2.0 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

Pursuant to ASC 718 – Stock Compensation, we determine the grant date fair value of TSR Grants that will be settled in cash, and any subsequent re-measurements, based upon a Monte Carlo simulation model. We will recognize the compensation expense ratably over the requisite service period. We are required to re-value the cash awards at the end of each quarter using the same methodology as was used at the initial grant date and adjust the compensation expense accordingly. If at the end of the three-year measurement period the performance criterion is not met, compensation expense related to the cash awards previously recognized would be reversed. Compensation expense (benefit) related to the cash awards was \$0.3 million and \$(0.1) million for the three months ended September 30, 2018 and September 30, 2017, respectively, and an expense of \$0.7 million and \$0.1 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

The Company also determines the grant date fair value of the TSR Grants that will be settled in equity based upon a Monte Carlo simulation model and recognizes the compensation expense ratably over the requisite service period. These equity awards are not re-valued at the end of each quarter. The compensation cost will be recognized regardless of whether the performance criterion are met, provided the requisite service has been provided. Compensation expense related to the equity awards was \$0.4 million and \$0.1 million for the three months ended September 30, 2018 and September 30, 2017, respectively, and \$0.7 million and \$0.2 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

We recognized total share-based compensation expense of \$1.7 million and \$0.8 million for the three months ended September 30, 2018 and September 30, 2017, respectively, and \$5.3 million and \$2.3 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

As of September 30, 2018, we had \$8.0 million of total unrecognized compensation expense related to unvested restricted shares and performance based equity and cash awards. This expense is expected to be recognized over a weighted-average period of 3.1 years.

## **10. Taxes**

### *Income Taxes*

We conduct our operations with the intent of meeting the requirements applicable to a REIT under sections 856 through 860 of the Internal Revenue Code. In order to maintain our qualification as a REIT, we are required to distribute annually at least 90% of our REIT taxable income, excluding net capital gain, to our shareholders. As long as we qualify as a REIT, we will generally not be liable for federal corporate income taxes.

Certain of our operations, including property management and asset management, as well as ownership of certain land, are conducted through our taxable REIT subsidiaries ("TRSs") which allows us to provide certain services and conduct certain activities that are not generally considered as qualifying REIT activities.

Deferred tax assets and liabilities reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and the bases of such assets and liabilities as measured by tax laws. Deferred tax assets are reduced by a valuation allowance to the amount where realization is more likely than not assured after considering all available evidence, including expected taxable earnings and potential tax planning strategies. Our temporary differences primarily relate to deferred compensation, depreciation, land basis differences, and net operating loss carry forwards.

As of September 30, 2018, we had a federal and state deferred tax asset of \$7.3 million and a valuation allowance of \$7.3 million. Our deferred tax assets are reduced by an offsetting valuation allowance where there is uncertainty regarding their realizability. We believe that it is more likely than not that the results of future operations will not generate sufficient taxable income to recognize the deferred tax assets. These future operations are primarily dependent upon the profitability of our TRSs, the timing and amounts of gains on land sales, and other factors affecting the results of operations of the TRSs.

If in the future we are able to conclude it is more likely than not that we will realize a future benefit from a deferred tax asset, we will reduce the related valuation allowance by the appropriate amount. The first time this occurs, it will result in a net deferred tax asset on our balance sheet and an income tax benefit of equal magnitude in our statement of operations in the period we make the determination.

We recorded income tax provisions of approximately \$0.1 million and \$0.1 million for the nine months ended September 30, 2018 and 2017, respectively.

### *Sales Taxes*

We collect various taxes from tenants and remit these amounts, on a net basis, to the applicable taxing authorities.

## **11. Commitments and Contingencies**

### *Construction Costs*

In connection with the development and expansion of various shopping centers as of September 30, 2018, we had entered into agreements for construction costs of approximately \$12.4 million.

### *Litigation*

From time to time, we are involved in certain litigation arising in the ordinary course of business; however, we do not believe that any of this litigation will have a material effect on our consolidated financial statements.

### *Operating Leases*

We lease office space for our two corporate offices under operating leases that expire in August 2019 and January 2024. We also have a ground lease at Centennial Shops located in Edina, Minnesota. The ground lease includes rent escalations throughout the lease period and expires in April 2105.

We recognized rent expense related to these operating leases of \$0.5 million and \$0.4 million for three months ended September 30, 2018 and 2017, respectively, and \$1.4 million and \$1.3 million for the nine months ended September 30, 2018 and 2017, respectively.

### *Capital Lease*

We have a ground lease at Buttermilk Towne Center which we have recorded as a capital lease that expires in December 2032. Interest expense for this capital lease was negligible for the nine months ended September 30, 2018 and 2017, respectively.

### **12. Reorganization**

In connection with the reorganization of the executive management team, we recorded one-time employee termination benefits of \$1.3 million and \$7.6 million for the three and nine months ended September 30, 2018, respectively. In connection with the reduction-in-force resulting from the reorganization of the Company's operating structure, we recorded one-time employee termination benefits of \$0.8 million for the three and nine months ended September 30, 2018. Such charges are reflected in the condensed consolidated statements of operations in general and administrative expense.

### **13. Subsequent Events**

We have evaluated subsequent events through the date that the condensed consolidated financial statements were issued.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Where we say "we," "us," or "our," we mean Ramco-Gershenson Properties Trust, Ramco-Gershenson Properties, L.P., and/or its subsidiaries, as the context may require.

The following discussion and analysis of the financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements, including the respective notes thereto, which are included in this Form 10-Q.

### Forward-Looking Statements

*This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent our expectations, plans or beliefs concerning future events and may be identified by terminology such as "may," "will," "should," "believe," "expect," "estimate," "anticipate," "continue," "predict" or similar terms. Although the forward-looking statements made in this document are based on our good faith beliefs, reasonable assumptions and our best judgment based upon current information, certain factors could cause actual results to differ materially from those in the forward-looking statements, including: our success or failure in implementing our business strategy; economic conditions generally and in the commercial real estate and finance markets specifically; the cost and availability of capital, which depends in part on our asset quality and our relationships with lenders and other capital providers; our business prospects and outlook; changes in governmental regulations, tax rates and similar matters; our continuing to qualify as a REIT; and other factors discussed elsewhere in this document and our other filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2017. Given these uncertainties, you should not place undue reliance on any forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements, even if new information becomes available in the future.*

### Overview

We own and operate a national portfolio of dynamic open-air shopping destinations principally located in the top U.S. markets. The Company's locally-curated consumer experience reflect the lifestyles of its diverse neighborhoods and match the modern expectation of its retail partners. The Company is a fully integrated and self-administered REIT publicly traded on the New York Stock Exchange under the ticker symbol RPT. As of September 30, 2018, the Company's portfolio consisted of 57 shopping centers (including one shopping center owned through a joint venture) representing 13.8 million square feet. As of September 30, 2018, the Company's aggregate portfolio was 94.2% leased.

### Our Strategy

Our strategy is to be a dominant shopping center owner, with a focus on the following:

- Own and manage high quality grocery anchored and lifestyle shopping centers predominantly concentrated in the top U.S. metro areas that deliver outsized NOI growth over the long term;
- Cultivate and maintain an industry leading redevelopment and expansion pipeline that delivers risk adjusted adequate returns;
- Strive towards a flexible, low leverage balance sheet; and
- Retain and invest in highly motivated, innovative leaders who embrace our culture of excellence, integrity and empowerment.

The following table summarizes our operating portfolio by market as of September 30, 2018:

Consolidated Metro Markets <sup>(1)</sup> Summary							
Metro Markets (MSA Rank)	Number of Properties	GLA (in thousands)	Leased %	Occupied %	ABR/SF including Ground Leases	% of ABR including Ground Leases	
Atlanta (9)	3	523	95.8%	94.4%	\$ 11.85	3.1%	
Baltimore (21)	1	252	94.7%	50.9%	11.47	0.8%	
Chicago (3)	4	767	89.0%	89.0%	15.75	5.8%	
Cincinnati (28)	3	1,263	92.7%	92.5%	15.69	9.9%	
Columbus (33)	2	436	93.7%	89.2%	16.89	3.5%	
Denver (19)	3	864	91.7%	81.7%	19.39	7.4%	
Detroit (14)	9	2,308	98.9%	97.5%	14.67	17.7%	
Indianapolis (34)	1	247	84.2%	80.9%	13.58	1.5%	
Jacksonville (40)	2	707	87.7%	87.7%	17.55	5.8%	
Miami (8)	6	1,035	95.9%	92.5%	17.44	9.0%	
Milwaukee (39)	3	878	92.8%	84.1%	13.75	5.5%	
Minneapolis (16)	2	442	92.4%	89.3%	25.01	5.3%	
Nashville (36)	1	632	97.7%	97.5%	13.04	4.3%	
St. Louis (20)	4	827	95.8%	91.7%	15.55	6.3%	
Tampa (18)	4	728	99.3%	98.2%	12.58	4.8%	
Not Top 40 MSA	8	1,745	92.1%	90.4%	11.01	9.3%	
<b>Total</b>	<b>56</b>	<b>13,654</b>	<b>94.2%</b>	<b>90.8%</b>	<b>\$ 15.02</b>	<b>100.0%</b>	

<sup>(1)</sup> Metro Markets are targeted growth markets as primarily defined for Metropolitan Statistical Areas by the U.S. Government.

We accomplished the following activity during the nine months ended September 30, 2018:

#### Leasing Activity

For our consolidated properties we reported the following leasing activity:

	Leasing Transactions	Square Footage	Base Rent/SF (1)	Prior Rent/SF (2)	Tenant Improvements/SF (3)	Leasing Commissions/SF
Renewals	143	860,217	\$17.27	\$16.31	\$1.19	\$0.12
New Leases - Comparable	14	123,427	\$11.48	\$7.41	\$10.41	\$7.00
New Leases - Non-Comparable <sup>(4)</sup>	73	421,266	\$15.29	N/A	\$45.80	\$6.52
<b>Total</b>	<b>230</b>	<b>1,404,910</b>	<b>\$16.16</b>	<b>N/A</b>	<b>\$15.37</b>	<b>\$2.64</b>

<sup>(1)</sup> Base rent represents contractual minimum rent under the new lease for the first 12 months of the term.

<sup>(2)</sup> Prior rent represents minimum rent, if any, paid by the prior tenant in the final 12 months of the term.

<sup>(3)</sup> Includes tenant improvement cost, tenant allowances, and landlord costs. Excludes first generation space and new leases related to development and redevelopment activity.

<sup>(4)</sup> Non-comparable lease transactions include leases for space vacant for greater than 12 months, leases for space which has been combined from smaller spaces or demised from larger spaces and leases structured differently from the prior lease. As a result, there is no comparable prior rent per square foot to compare to the base rent per square foot of the new lease.

## **Investing Activity**

At September 30, 2018, we have six properties under redevelopment or expansion that have an estimated cost of \$49.1 million, of which \$7.4 million remains to be invested. Completion for these projects is expected over the next twelve months.

## **Financing Activity**

### *Debt*

As of September 30, 2018, we had net debt to total market capitalization of 45.8% as compared to 48.1% at September 30, 2017. The decrease is attributable to an increase in the price of our common shares of 4.5%, which increased our total market capitalization, as well as a decrease in net debt of \$45.3 million primarily as a result of proceeds from property disposals completed in the second half of 2017.

At September 30, 2018 and September 30, 2017, we had \$269.8 million and \$199.7 million, respectively, available to draw under our unsecured revolving line of credit.

### *Equity*

For the nine months ended September 30, 2018, we did not issue any common shares through our equity distribution arrangement. The shares issuable are registered with the Securities and Exchange Commission ("SEC") on our registration statement on Form S-3 (No. 333-211925).

## **Land Available for Development or Sale**

At September 30, 2018, our three largest development sites are Hartland Towne Square, Lakeland Park Center and Parkway Shops. We estimate that if we proceed with the development of the projects, up to approximately 420,000 square feet of gross leasable area ("GLA") could be developed, excluding various outparcels of land. It is our policy to start vertical construction on new development projects only after the project has received entitlements, significant anchor commitments and construction financing, if appropriate.

Our development and construction activities are subject to risks such as our inability to obtain the necessary governmental approvals for a project, our determination that the expected return on a project is not sufficient to warrant continuation of the planned development, or our change in plan or scope for the development. If any of these events occur, we may record an impairment provision.

## **Accounting Policies and Estimates**

Our Annual Report on Form 10-K for the year ended December 31, 2017, contains a description of our critical accounting policies, including policies for the initial adoption of accounting policies, revenue recognition and accounts receivable, real estate investment, off balance sheet arrangements, fair value measurements and deferred charges.

### Comparison of three months ended September 30, 2018 to September 30, 2017

The following summarizes certain line items from our unaudited condensed consolidated statements of operations that we believe are important in understanding our operations and/or have significantly changed in the three months ended September 30, 2018 as compared to the same period in 2017:

	Three Months Ended September 30,			
	2018	2017	Dollar Change	Percent Change
	(In thousands)			
Total revenue	\$ 64,217	\$ 65,931	\$ (1,714)	(2.6)%
Real estate taxes	11,037	10,948	89	0.8 %
Recoverable operating expense	6,301	6,660	(359)	(5.4)%
Non-recoverable operating expense	1,358	1,039	319	30.7 %
Depreciation and amortization	21,150	23,130	(1,980)	(8.6)%
General and administrative expense	8,131	5,738	2,393	41.7 %
Provision for impairment	—	1,885	(1,885)	(100.0)%
Gain on sale of real estate	—	24,545	(24,545)	(100.0)%
Earnings from unconsolidated joint ventures	297	81	216	266.7 %
Interest expense	11,045	11,586	(541)	(4.7)%
Other gain on unconsolidated joint ventures	5,208	—	5,208	— %
Preferred share dividends	1,676	1,675	1	0.1 %

Total revenue for the three months ended September 30, 2018 decreased \$1.7 million, or (2.6)%, from 2017. The decrease is primarily due to the following:

- \$4.4 million decrease related to properties sold in 2017; offset by
- \$2.7 million increase related to our existing centers attributable to higher minimum rent and increased recovery income from tenants.

Real estate tax expense for the three months ended September 30, 2018 increased \$0.1 million, or 0.8% from 2017, primarily due to higher net expense in existing centers; specifically at one property as a result of a change in estimate, offset by properties sold during 2017.

Recoverable operating expense for the three months ended September 30, 2018 decreased \$0.4 million, or (5.4)% from 2017, primarily due to properties sold during 2017, partially offset by increases at existing properties.

Non-recoverable operating expense for the three months ended September 30, 2018 increased \$0.3 million, or 30.7%, from 2017. The increase is primarily the result of higher expenses at existing properties, including bad debt expense and legal fees associated with a tenant dispute, partially offset by properties sold in 2017.

Depreciation and amortization expense for the three months ended September 30, 2018 decreased \$2.0 million, or (8.6)% from 2017. The decrease is primarily the result of properties sold during 2017, as well as higher depreciation expense from asset write offs for tenant lease terminations prior to their original estimated term that occurred in the comparative period, and did not recur in the current period.

General and administrative expense for the three months ended September 30, 2018 increased \$2.4 million or 41.7% from 2017. The increase was primarily due to the following:

- \$1.6 million of executive management reorganization expenses, which included severance costs associated with former executives as well as sign on bonuses and relocation fees associated with the new executive team;
- \$0.9 million of severance costs resulting from the reduction-in-force associated with the reorganization of the Company's operating structure; and
- \$0.3 million increase in stock compensation expense; offset by
- \$0.4 million decrease in professional fees.

During the three months ended September 30, 2017 we recorded impairment provisions of \$1.9 million on a shopping center classified as income producing. The adjustment was triggered by a purchase price reduction at a property sold in the third quarter of 2017.

The Company had no real estate disposals during the three months ended September 30, 2018. Real estate disposals during the three months ended September 30, 2017 produced a gain of \$24.5 million.

Earnings from unconsolidated joint ventures for the three months ended September 30, 2018 increased \$0.2 million, or 266.7%, from 2017. The increase was primarily due to our portion of the gain on sale of the Martin Square property which was disposed of by our joint venture during the period compared to no disposals by our unconsolidated joint ventures in the comparable period.

Interest expense for the three months ended September 30, 2018 decreased \$0.5 million, or (4.7)%, from 2017. The decrease is primarily a result of a 7% decrease in our average outstanding debt, offset partially by a 10 basis point increase in our weighted average interest rate. The decline in our average outstanding debt is primarily a result of using proceeds from asset sales in the second half of 2017 to paydown our revolving credit line.

Other gain on unconsolidated joint ventures for the three months ended September 30, 2018 increased \$5.2 million primarily due to the sale of the Martin Square property by our joint venture in the period. The gain represents the difference between our share of the distributed proceeds and the carrying value of our equity investment in the joint venture.

### Comparison of nine months ended September 30, 2018 to September 30, 2017

The following summarizes certain line items from our unaudited condensed consolidated statements of operations that we believe are important in understanding our operations and/or have significantly changed in the nine months ended September 30, 2018 as compared to the same period in 2017:

	Nine Months Ended September 30,			
	2018	2017	Dollar Change	Percent Change
	(In thousands)			
Total revenue	\$ 196,902	\$ 200,819	\$ (3,917)	(2.0)%
Real estate taxes	31,796	32,670	(874)	(2.7)%
Recoverable operating expense	19,248	20,699	(1,451)	(7.0)%
Non-recoverable operating expense	3,470	3,430	40	1.2 %
Depreciation and amortization	65,719	69,282	(3,563)	(5.1)%
Acquisition costs	233	—	233	— %
General and administrative expense	27,396	18,561	8,835	47.6 %
Provision for impairment	216	8,423	(8,207)	(97.4)%
Gain on sale of real estate	181	35,920	(35,739)	(99.5)%
Earnings from unconsolidated joint ventures	570	223	347	155.6 %
Interest expense	32,354	33,871	(1,517)	(4.5)%
Other gain on unconsolidated joint ventures	5,208	—	5,208	— %
Preferred share dividends	5,026	5,026	—	— %

Total revenue for the nine months ended September 30, 2018 decreased \$3.9 million, or (2.0)%, from 2017. The decrease is primarily due to the following:

- \$17.6 million decrease related to properties sold in 2017; offset by
- \$5.2 million increase from acceleration of a below market lease attributable to a specific tenant who vacated prior to the original estimated lease termination date;
- \$5.9 million increase related to our existing centers largely attributable to changes in estimates associated with recoveries of common area maintenance and real estate taxes, and higher minimum rent; and
- \$2.6 million increase related to properties acquired in 2017 and a leasehold interest acquired in 2018.



Real estate tax expense for the nine months ended September 30, 2018 decreased \$0.9 million, or (2.7)% from 2017, primarily due to properties sold during 2017, partially offset by properties acquired in 2017 and higher net expense; specifically at two properties as a result of a change in estimates.

Recoverable operating expense for the nine months ended September 30, 2018 decreased \$1.5 million, or (7.0)% from 2017, primarily due to properties sold during 2017, partially offset by additional expense from properties acquired in 2017.

Non-recoverable operating expense for the nine months ended September 30, 2018 remained flat from 2017.

Depreciation and amortization expense for the nine months ended September 30, 2018 decreased \$3.6 million, or (5.1)% from 2017. The decrease is primarily a result of properties sold during 2017, partially offset by higher asset write offs in 2018 for tenant lease terminations prior to their original estimated term, and higher depreciation expense from acquisitions completed in 2017.

During the nine months ended September 30, 2018 we recorded acquisition costs of \$0.2 million related to legal and professional fees associated with a potential acquisition that was abandoned during the current period.

General and administrative expense for the nine months ended September 30, 2018 increased \$8.8 million or 47.6% from 2017. The increase was primarily due to the following:

- \$9.1 million of executive management reorganization expenses, which included severance costs associated with former executives as well as sign on bonuses and relocation fees associated with the new executive team;
- \$0.9 million of severance costs resulting from the reduction-in-force associated with the reorganization of the Company's operating structure; offset by
- \$0.8 million decrease in professional and trustee fees.

The increase was primarily due to executive management reorganization expenses, which included severance costs associated with former executives as well as sign on bonuses, recruiting fees and relocation fees attributable to the new executive team.

During the nine months ended September 30, 2018 and September 30, 2017, we recorded an impairment provision totaling \$0.2 million and \$8.4 million, respectively. These adjustments were triggered by changes in the associated market prices, higher costs and expected holding period assumptions related to the shopping centers or land impacted.

The Company had gains on real estate disposals of \$0.2 million during the nine months ended September 30, 2018, generated from one land parcel sale. During the same period in 2017, the Company had gains on real estate disposals of \$35.9 million.

Earnings from unconsolidated joint ventures for the nine months ended September 30, 2018 increased \$0.3 million or 155.6%, from 2017. The increase was primarily due to our portion of the gain on sale of the Martin Square property which was disposed of by our joint venture during the period compared to no disposals by our unconsolidated joint ventures in the comparable period.

Interest expense for the nine months ended September 30, 2018 decreased \$1.5 million, or (4.5)% from 2017. The decrease is primarily a result of an 10% decrease in our average outstanding debt, offset partially by a 40 basis point increase in our weighted average interest rate. The decline in our average outstanding debt is primarily a result of using proceeds from asset sales in the second half of 2017 to paydown our revolving credit line.

Other gain on unconsolidated joint ventures in the nine months ended September 30, 2018 increased \$5.2 million primarily due to the sale of the Martin Square property by our joint venture in the period. The gain represents the difference between our share of the distributed proceeds and the carrying value of our equity investment in the joint venture.

## Liquidity and Capital Resources

Our primary uses of capital include principal and interest payments on our outstanding indebtedness, recurring capital expenditures such as tenant improvements, leasing commissions, improvements made to individual properties, shareholder distributions, redevelopments, operating expenses of our business, debt maturities, acquisitions and developments. We generally strive to cover our principal and interest payments, operating expenses, shareholder distributions, and recurring capital expenditures from cash flow from operations, although from time to time we have borrowed or sold assets to finance a portion of those uses. We believe the combination of cash flow from operations, cash balances, available borrowings under our unsecured revolving credit facility, issuance of long-term debt, property dispositions, and issuance of equity securities will provide adequate capital resources to fund all of our expected uses over at least the next 12 months. Although we believe that the combination of factors discussed above will provide sufficient liquidity, no such assurance can be given.

We believe our current capital structure provides us with the financial flexibility to fund our current capital needs. We intend to continue to enhance our financial and operational flexibility by extending the duration of our debt, laddering our debt maturities, expanding our unencumbered asset base, and improving our leverage profile. In addition, we believe we have access to multiple forms of capital which includes unsecured corporate debt, and preferred and common equity, including our at-the-market equity program we have in place.

At September 30, 2018 and 2017, we had \$19.7 million and \$10.0 million, respectively, in cash and cash equivalents and restricted cash. Restricted cash generally consists of funds held in escrow by lenders to pay real estate taxes, insurance premiums and certain capital expenditures, in addition to deposits on potential future acquisitions. As of September 30, 2018 we had no debt maturing for the remainder of 2018 and we had \$269.8 million available to be drawn on our \$350.0 million unsecured revolving credit facility subject to our compliance with certain covenants.

Our long-term liquidity needs consist primarily of funds necessary to pay indebtedness at maturity, potential acquisitions of properties, redevelopment of existing properties, the development of land and non-recurring capital expenditures. We continually search for investment opportunities that may require additional capital and/or liquidity. We will continue to pursue the strategy of selling non-core properties or land that no longer meet our investment criteria. Our ability to obtain acceptable selling prices and satisfactory terms and financing will impact the timing of future sales. We anticipate using net proceeds from the sale of properties or land to reduce outstanding debt and support current and future growth oriented initiatives. To the extent that asset sales are not sufficient to meet our long-term liquidity needs, we expect to meet such needs by raising debt or issuing equity.

For the nine months ended September 30, 2018, our cash flows were as follows compared to the same period in 2017:

	Nine Months Ended September 30,	
	2018	2017
	(In thousands)	
Net cash provided by operating activities	\$ 79,818	\$ 88,858
Net cash used in investing activities	(60,038)	(92,429)
Net cash used in by financing activities	(12,935)	(1,118)

### Operating Activities

Net cash flow provided by operating activities decreased \$9.0 million compared to 2017 primarily due to \$8.5 million decrease in operating income, as adjusted for non-cash activity, and a \$3.7 million unfavorable change in working capital assets and liabilities; partially offset by a \$3.1 million increase in service-based restricted share and long-term incentive compensation.

### Investing Activities

Net cash used in investing activities decreased \$32.4 million compared to 2017 primarily due to the decrease in the acquisition of real estate of \$163.5 million, partially offset by an increase in development and capital improvements to real estate of \$20.4 million, and a decrease in net proceeds from the sale of real estate of \$120.1 million.

During the nine months ended September 30, 2018, we acquired the leasehold interest in a ground lease at our existing West Oaks shopping center for approximately \$6.4 million. During the nine months ended September 30, 2017 we acquired two income producing properties and three outparcel acquisitions at a combined gross purchase price of \$169.9 million.

At September 30, 2018, we had six properties under redevelopment or expansion that have an estimated cost of \$49.1 million, of which \$7.4 million remains to be invested. Completion for these projects is expected over the next twelve months.

### Financing Activities

Net cash used in financing activities increased \$11.8 million compared to 2017 primarily because net borrowings on our revolving credit facility decreased \$13.0 million.

As of September 30, 2018, \$269.8 million was available to be drawn on our \$350.0 million unsecured revolving credit facility subject to our compliance with certain covenants. It is anticipated that additional funds borrowed under our credit facilities will be used for general corporate purposes, including working capital, capital expenditures, the repayment of indebtedness or other corporate activities. For further information on the credit facility and other debt, refer to Note 5 Debt of the notes to the condensed consolidated financial statements.

### **Dividends and Equity**

We currently qualify, and intend to continue to qualify in the future, as a REIT under the Internal Revenue Code. As a REIT, we must distribute to our shareholders at least 90% of our REIT taxable income annually, excluding net capital gains. Distributions paid are at the discretion of our Board of Trustees and depend on our actual net income available to common shareholders, cash flow, financial condition, capital requirements, restrictions in financing arrangements, the annual distribution requirements under REIT provisions of the Code and such other factors as our Board of Trustees deems relevant.

On September 7, 2018 our Board of Trustees declared a quarterly cash dividend of \$0.22 per common share to shareholders of record as of September 20, 2018. Our dividend policy is to make distributions to shareholders of at least 90% of our REIT taxable income, excluding net capital gains, in order to maintain qualification as a REIT. On an annualized basis, our current dividend is above our estimated minimum required distribution. Distributions paid by us are expected to be funded from cash flows from operating activities. To the extent that cash flows from operating activities are insufficient to pay total distributions for any period, alternative funding sources could be used. Examples of alternative funding sources may include proceeds from sales of real estate and bank borrowings. During the nine months ended September 30, 2018, the sum of our principal and interest payments, operating expenses, shareholder distributions and recurring capital expenditures exceeded our cash flow from operations by \$12.1 million, and we used other sources of liquidity, including borrowings under our unsecured revolving credit facility. Retenancing of bankruptcy anchor tenants accounted for \$5.4 million of the shortfall. As of September 30, 2018 we had \$269.8 million available to be drawn on our \$350.0 million unsecured revolving credit facility subject to compliance with certain covenants.

Additionally, we declared a quarterly cash dividend of \$0.90625 per preferred share to preferred shareholders of record as of September 20, 2018.

We have an equity distribution agreement that registered up to 8.0 million common shares for issuance from time to time, in our sole discretion. For the nine months ended September 30, 2018, we did not issue any common shares through the arrangement. The shares issuable pursuant to the distribution agreement are registered with the Securities and Exchange Commission ("SEC") on our registration statement on Form S-3 (No. 333-211925).

### **Debt**

At September 30, 2018, we had \$1,047.1 million of debt outstanding consisting of \$80.0 million on our revolving credit facility, \$119.0 million of fixed rate mortgage loans encumbering certain properties, \$210.0 million of unsecured term loan facilities, \$610.0 million in senior unsecured notes and \$28.1 million of junior subordinated notes.

In addition, we had interest rate swap derivative instruments in effect for an aggregate notional amount of \$270.0 million converting a portion of our floating rate corporate debt to fixed rate debt. After taking into account the impact of converting our variable rate debt to fixed rate debt by use of the interest rate swap agreements, at September 30, 2018, we had \$108.1 million of variable rate debt outstanding.

## Off Balance Sheet Arrangements

### Real Estate Joint Ventures

We consolidate entities in which we own less than 100% equity interest if we have a controlling interest or are the primary beneficiary in a variable interest entity, as defined in the Consolidation Topic of FASB ASC 810. From time to time, we enter into joint venture arrangements from which we believe we can benefit by owning a partial interest in one or more properties.

As of September 30, 2018, our investments in unconsolidated joint ventures were approximately \$1.6 million representing our ownership interest in three joint ventures. We account for these entities under the equity method. Refer to [Note 4 Equity Investments in Unconsolidated Joint Ventures](#) of the notes to the condensed consolidated financial statements for more information.

We review our equity investments in unconsolidated entities for impairment on a venture-by-venture basis whenever events or changes in circumstances indicate that the carrying value of the equity investment may not be recoverable. In testing for impairment of these equity investments, we primarily use cash flow models, discount rates, and capitalization rates to estimate the fair value of properties held in joint ventures, and we also estimate the fair value of the debt of the joint ventures based on borrowing rates for similar types of borrowing arrangements with the same remaining maturity. Considerable judgment by management is applied when determining whether an equity investment in an unconsolidated entity is impaired and, if so, the amount of the impairment. Changes to assumptions regarding cash flows, discount rates, or capitalization rates could be material to our condensed consolidated financial statements.

We are engaged by our joint ventures to provide asset management, property management, leasing and investing services for such venture's respective properties. We receive fees for our services, including a property management fee calculated as a percentage of gross revenues received.

### Contractual Obligations

The following are our contractual cash obligations as of September 30, 2018:

Contractual Obligations	Payments due by period				
	Total	Less than 1 year <sup>(1)</sup>	1-3 years	4-5 years	More than 5 years
	(In thousands)				
Mortgages and notes payable:					
Scheduled amortization	\$ 13,169	\$ 659	\$ 7,772	\$ 2,277	\$ 2,461
Payments due at maturity	1,033,998	—	294,865	204,508	534,625
Total mortgages and notes payable <sup>(2)</sup>	1,047,167	659	302,637	206,785	537,086
Interest expense <sup>(3)</sup>	261,585	10,970	120,259	55,151	75,205
Employment contracts	5,216	599	4,617	—	—
Capital lease <sup>(4)</sup>	1,500	100	300	200	900
Operating leases	101,497	374	4,126	2,534	94,463
Construction commitments	12,367	12,367	—	—	—
Development obligations	4,192	527	1,247	480	1,938
<b>Total contractual obligations</b>	<b>\$ 1,433,524</b>	<b>\$ 25,596</b>	<b>\$ 433,186</b>	<b>\$ 265,150</b>	<b>\$ 709,592</b>

<sup>(1)</sup> Amounts represent balance of obligation for the remainder of 2018.

<sup>(2)</sup> Excludes \$3.2 million of unamortized mortgage debt premium and \$3.2 million in net deferred financing costs.

<sup>(3)</sup> Variable-rate debt interest is calculated using rates at September 30, 2018.

<sup>(4)</sup> Includes interest payments associated with the capital lease obligation.

At September 30, 2018, we did not have any contractual obligations that required or allowed settlement, in whole or in part, with consideration other than cash.

### Debt

See the analysis of our debt included in "Liquidity and Capital Resources."

### Employment Contracts

At September 30, 2018, we had employment contract obligations with our Chief Executive Officer, Chief Financial Officer, our former Chief Executive Officer and our former Chief Operating Officer that contain minimum guaranteed compensation. All other employees are subject to at-will employment.

### Operating and Capital Leases

We have a ground lease at Centennial Shops located in Edina, Minnesota. The lease includes rent escalations throughout the lease period and expires in April 2105.

We lease office space for our corporate offices under operating leases that expires in August 2019 and January 2024.

We also have a ground capital lease at our Buttermilk Towne Center with the City of Crescent Springs, Kentucky. The lease provides for fixed annual payments of \$0.1 million through maturity in December 2032, at which time we can acquire the land for one dollar.

### Construction Costs

In connection with the development and expansion of various shopping centers as of September 30, 2018, we have entered into agreements for construction activities with an aggregate remaining cost of approximately \$12.4 million.

### Planned Capital Spending

We are focused on our core strengths of enhancing the value of our existing portfolio of shopping centers through successful leasing efforts and the completion of our development and redevelopment projects currently in process.

For remainder of 2018, we anticipate spending between \$20.0 million and \$25.0 million for capital expenditures, of which \$12.4 million is reflected in the construction commitments in the contractual obligations table. The total anticipated spending relates to redevelopment projects, tenant improvements and leasing costs. Estimates for future spending will change as new projects are approved.

### Capitalization

At September 30, 2018 our total market capitalization was \$2.3 billion and is detailed below:

	(In thousands)
Net debt (including property-specific mortgages, unsecured revolving credit facility, term loans and capital lease obligation net of \$16.7 million in cash and cash equivalents)	\$ 1,031,470
Common shares, OP units, and dilutive securities based on market price of \$13.60 at September 30, 2018	1,120,178
Convertible perpetual preferred shares based on market price of \$53.82 at September 30, 2018	99,513
Total market capitalization	\$ 2,251,161
Net debt to total market capitalization	45.8%

At September 30, 2018, the non-controlling interest in the Operating Partnership was approximately 2.3%. The OP Units outstanding may, under certain circumstances, be exchanged for our common shares of beneficial interest on a one-for-one basis. We, as sole general partner of the Operating Partnership, have the option, but not the obligation, to settle exchanged OP Units held by others in cash based on the current trading price of our common shares of beneficial interest. Assuming the exchange of all OP Units, there would have been approximately 81.6 million common shares of beneficial interest outstanding at September 30, 2018, with a market value of approximately \$1.1 billion.

## **Inflation**

Inflation has been relatively low in recent years and has not had a significant detrimental impact on the results of our operations. Should inflation rates increase in the future, substantially all of our tenant leases contain provisions designed to mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require our tenants to reimburse us for real estate taxes and many of the operating expenses we incur. Also, many of our leases provide for periodic increases in base rent which are either of a fixed amount or based on changes in the consumer price index and/or percentage rents (where the tenant pays us rent based on percentage of its sales). Significant inflation rate increases over a prolonged period of time may have a material adverse impact on our business.

## **Non-GAAP Financial Measures**

Certain of our key performance indicators are considered non-GAAP financial measures. Management uses these measures along with our GAAP financial statements in order to evaluate our operations results. We believe these additional measures provide users of our financial information additional comparable indicators of our industry, as well as, our performance.

### *Funds from Operations*

We consider funds from operations, also known as "FFO," to be an appropriate supplemental measure of the financial performance of an equity REIT. Under the National Association of Real Estate Investment Trusts "NAREIT" definition, FFO represents net income (computed in accordance with generally accepted accounting principles), excluding gains (or losses) from sales of depreciable property and impairment provisions on depreciable real estate or on investments in non-consolidated investees that are driven by measurable decreases in the fair value of depreciable real estate held by the investee, plus depreciation and amortization, (excluding amortization of financing costs). Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect funds from operations on the same basis.

In addition to FFO available to common shareholders, we include Operating FFO available to common shareholders as an additional measure of our financial and operating performance. Operating FFO excludes acquisition costs and periodic items such as impairment provisions on land available for development or sale, bargain purchase gains, contingent gains, accelerated amortization of debt premiums and gains or losses on extinguishment of debt, land sales, severance and executive management reorganization, net that are not adjusted under the current NAREIT definition of FFO. We provide a reconciliation of FFO to Operating FFO. FFO and Operating FFO should not be considered alternatives to GAAP net income available to common shareholders or as alternatives to cash flow as measures of liquidity.

While we consider FFO available to common shareholders and Operating FFO available to common shareholders useful measures for reviewing our comparative operating and financial performance between periods or to compare our performance to different REITs, our computations of FFO and Operating FFO may differ from the computations utilized by other real estate companies, and therefore, may not be comparable.

We recognize the limitations of FFO and Operating FFO when compared to GAAP net income available to common shareholders. FFO and Operating FFO available to common shareholders do not represent amounts available for needed capital replacement or expansion, debt service obligations, or other commitments and uncertainties. In addition, FFO and Operating FFO do not represent cash generated from operating activities in accordance with GAAP and are not necessarily indicative of cash available to fund cash needs, including the payment of dividends. FFO and Operating FFO are simply used as additional indicators of our operating performance.

The following table illustrates the reconciliation of net income available to common shareholders to FFO to Operating FFO:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	(In thousands, except per share data)			
Net income	\$ 10,364	\$ 29,629	\$ 22,227	\$ 49,295
Net income attributable to noncontrolling partner interest	(239)	(696)	(514)	(1,158)
Preferred share dividends	(1,676)	(1,675)	(5,026)	(5,026)
Net income available to common shareholders	8,449	27,258	16,687	43,111
Adjustments:				
Rental property depreciation and amortization expense	21,081	23,071	65,556	69,104
Pro-rata share of real estate depreciation from unconsolidated joint ventures	32	77	177	229
Gain on sale of depreciable real estate	—	(23,841)	—	(35,032)
Gain on sale of joint venture depreciable real estate	(307)	—	(307)	—
Provision for impairment on income-producing properties	—	1,885	—	8,423
Other gain on unconsolidated joint ventures	(5,208)	—	(5,208)	—
FFO available to common shareholders	24,047	28,450	76,905	85,835
Noncontrolling interest in Operating Partnership <sup>(1)</sup>	239	—	514	1,158
Preferred share dividends (assuming conversion) <sup>(3)</sup>	1,676	1,675	5,026	5,026
FFO available to common shareholders and dilutive securities	25,962	30,125	82,445	92,019
Gain on sale of land	—	(704)	(181)	(889)
Provision for impairment on land available for development or sale	—	—	216	—
Severance expense	856	88	925	655
Acquisition costs	—	—	233	—
Executive management reorganization, net <sup>(2)</sup>	1,592	—	9,115	—
Loss on extinguishment of debt	—	81	—	81
Contingent gain in other income (expense)	—	—	(398)	—
Operating FFO available to common shareholders and dilutive securities	\$ 28,410	\$ 29,590	\$ 92,355	\$ 91,866
Weighted average common shares	79,712	79,381	79,547	79,337
Shares issuable upon conversion of Operating Partnership Units <sup>(1)</sup>	1,909	—	1,914	1,917
Dilutive effect of restricted stock	738	165	392	176
Shares issuable upon conversion of preferred shares <sup>(3)</sup>	6,830	6,713	6,830	6,713
Weighted average equivalent shares outstanding, diluted	89,189	86,259	88,683	88,143
Diluted earnings per share <sup>(4)</sup>	\$ 0.10	\$ 0.33	\$ 0.20	\$ 0.54
Per share adjustments for FFO available to common shareholders and dilutive securities	0.19	0.02	0.73	0.50
FFO available to common shareholders and dilutive securities per share, diluted	\$ 0.29	\$ 0.35	\$ 0.93	\$ 1.04
Per share adjustments for Operating FFO available to common shareholders and dilutive securities	0.03	(0.01)	0.11	—
Operating FFO available to common shareholders and dilutive securities per share, diluted	\$ 0.32	\$ 0.34	\$ 1.04	\$ 1.04

(1) The total non-controlling interest reflects OP units convertible 1:1 into common shares. The Company's net income for the three months ended September 30, 2017 (largely driven by gains on real estate sales), results in an allocation to OP units of \$696 and an income per OP unit ratio of \$0.363 (based on 1,917 weighted avg. OP units outstanding). Basic FFO for the quarter approximates \$0.358 per share. In instances when the OP unit ratio exceeds basic FFO, the OP units are considered anti-dilutive, and as a result are not included in the calculation of fully diluted FFO and Operating FFO for the three months ended September 30, 2017.

(2) Includes severance, accelerated vesting of restricted stock and performance award charges, and the benefit from the forfeiture of unvested restricted stock and performance awards associated with our former executive officers, in addition to recruiting fees, relocation fees and cash inducement bonuses related to the 2018 hiring of our executive team members.

(3) Series D convertible preferred shares are paid annual dividends of \$6.7 million and are currently convertible into approximately 6.8 million common shares. They are dilutive only when earnings or FFO exceed approximately \$0.25 per diluted share per quarter, which was the case for FFO for the three and nine months ended September 30, 2018 and 2017. The conversion ratio is subject to adjustment based upon a number of factors, and such adjustment could affect the dilutive impact of the Series D convertible preferred shares on earnings per share and FFO in future periods.

(4) The denominator to calculate diluted earnings per share excludes shares issuable upon conversion of OP units and preferred shares for the three and nine months ended September 30, 2018 and 2017.





### Same Property Operating Income

Same Property Operating Income ("Same Property NOI with Redevelopment") is a supplemental non-GAAP financial measure of real estate companies' operating performance. Same Property NOI with Redevelopment is considered by management to be a relevant performance measure of our operations because it includes only the NOI of comparable properties for the reporting period. Same Property NOI with Redevelopment excludes acquisitions and dispositions. Same Property NOI with Redevelopment is calculated using consolidated operating income and adjusted to exclude management and other fee income, depreciation and amortization, general and administrative expense, provision for impairment and non-comparable income/expense adjustments such as straight-line rents, lease termination fees, above/below market rents, and other non-comparable operating income and expense adjustments.

In addition to Same Property NOI with Redevelopment, the Company also believes Same Property NOI without Redevelopment to be a relevant performance measure of our operations. Same Property NOI without Redevelopment follows the same methodology as Same Property NOI with Redevelopment, however it excludes redevelopment activity that significantly impacts the entire property, as well as lesser redevelopment activity where we are adding GLA or retenanting a specific space. A property is designated as redevelopment when projected costs exceed \$1.0 million, and the construction impacts approximately 20% or more of the income producing property's gross leasable area ("GLA") or the location and nature of the construction significantly impacts or disrupts the daily operations of the property. Redevelopment may also include a portion of certain properties designated as same property for which we are adding additional GLA or retenanting space.

Same Property NOI should not be considered an alternative to net income in accordance with GAAP or as a measure of liquidity. Our method of calculating Same Property NOI may differ from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The following is a summary of our wholly owned properties for the periods noted with consistent classification in the prior period for presentation of Same Property NOI:

Property Designation	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Same-property	54	54	52	52
Acquisitions <sup>(1)</sup>	—	—	2	2
Redevelopment <sup>(2)</sup>	2	2	2	2
Total wholly owned properties	56	56	56	56

<sup>(1)</sup> Includes the following properties not owned in both comparable periods: Providence Marketplace and Webster Place.

<sup>(2)</sup> Includes the following properties: Woodbury Lakes and Deerfield Towne Center. The entire property indicated for each period is completely excluded from Same Property NOI without Redevelopment.

The following is a reconciliation of our net income available to common shareholders to Same Property NOI:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands)			
Net income available to common shareholders	\$ 8,449	\$ 27,258	\$ 16,687	\$ 43,111
Adjustments to reconcile to Same Property NOI:				
Preferred share dividends	1,676	1,675	5,026	5,026
Net income attributable to noncontrolling interest	239	696	514	1,158
Income tax provision	96	65	147	119
Interest expense	11,045	11,586	32,354	33,871
Earnings from unconsolidated joint ventures	(297)	(81)	(570)	(223)
Gain on sale of real estate	—	(24,545)	(181)	(35,920)
Other gain on unconsolidated joint venture	(5,208)	—	(5,208)	—
Other expense (income), net	240	(123)	55	612
Management and other fee income	(88)	(88)	(222)	(314)
Depreciation and amortization	21,150	23,130	65,719	69,282
Acquisition costs	—	—	233	—
General and administrative expenses	8,131	5,738	27,396	18,561
Provision for impairment	—	1,885	216	8,423
Amortization of lease inducements	44	44	130	131
Amortization of acquired above and below market lease intangibles	(1,345)	(1,160)	(8,733)	(3,267)
Lease termination fees	(3)	(27)	(108)	(60)
Straight-line ground rent expense	70	70	211	211
Amortization of acquired ground lease intangibles	7	6	19	19
Straight-line rental income	(728)	(608)	(2,290)	(1,797)
NOI	43,478	45,521	131,395	138,943
NOI from Other Investments	(98)	(3,078)	(8,725)	(18,841)
Same Property NOI with Redevelopment	43,380	42,443	122,670	120,102
NOI from Redevelopment	(3,572)	(2,838)	(10,358)	(8,717)
Same Property NOI without Redevelopment	\$ 39,808	\$ 39,605	\$ 112,312	\$ 111,385
Period-end Occupancy percent with Redevelopment	90.8%	91.3%	90.4%	90.9%

The following table summarizes GLA and NOI at properties for which we are adding additional GLA or retenanting space. The property is included in Same Property NOI without Redevelopment, however a portion of GLA and NOI is excluded from Same Property NOI without Redevelopment.

Property	Stable	Three Months Ended September 30,				Nine Months Ended September 30,			
		2018		2017		2018		2017	
	GLA	GLA	NOI	GLA	NOI	GLA	NOI	GLA	NOI
Buttermilk Towne Center	278	13	\$ (56)	13	\$ —	13	\$ (168)	13	\$ —
Front Range Village	468	28	(188)	28	—	28	(264)	28	—
River City Marketplace	557	—	—	—	—	6	(78)	6	(19)
Shops on Lane Avenue	177	6	(52)	6	(27)	6	(135)	6	(81)
Spring Meadows	266	49	(140)	49	(105)	49	(420)	49	(205)
The Shoppes at Fox River II	263	69	(233)	69	(112)	69	(554)	69	(281)
Town & Country	167	—	—	—	—	20	(139)	20	(25)
Troy Marketplace	220	17	(159)	17	—	17	(217)	17	—
Total adjustments		182	\$ (828)	182	\$ (244)	208	\$ (1,975)	208	\$ (611)

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have exposure to interest rate risk on our variable rate debt obligations. Based on market conditions, we may manage our exposure to interest rate risk by entering into interest rate swap agreements to hedge our variable rate debt. We are not subject to any foreign currency exchange rate risk or commodity price risk, or other material rate or price risks. Based on our variable rate debt, interest rates and interest rate swap agreements in effect at September 30, 2018, a 100 basis point change in interest rates would impact our future earnings and cash flows by approximately \$1.1 million annually. We believe that a 100 basis point increase in interest rates would decrease the fair value of our total outstanding debt by approximately \$41.8 million at September 30, 2018.

We had derivative instruments outstanding with an aggregate notional amount of \$270.0 million as of September 30, 2018. The agreements provided for swapping one-month LIBOR to fixed interest rates ranging from 1.46% to 2.15% and had expirations ranging from 2018 to 2023. The following table sets forth information as of September 30, 2018 concerning our long-term debt obligations, including principal cash flows by scheduled amortization payment and scheduled maturity, weighted average interest rates of maturing amounts and fair market value:

	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value
(In thousands)								
Fixed-rate debt	\$ 659	\$ 5,860	\$ 102,269	\$ 114,508	\$ 77,397	\$ 638,349	\$ 939,042	\$ 921,641
Average interest rate	6.0%	6.8%	3.9%	3.2%	5.2%	4.2%	4.1%	4.7%
Variable-rate debt	\$ —	\$ —	\$ —	\$ 80,000	\$ —	\$ 28,125	\$ 108,125	\$ 108,125
Average interest rate	—%	—%	—%	3.4%	—%	5.6%	3.9%	4.8%

We estimated the fair value of our fixed rate mortgages using a discounted cash flow analysis, based on borrowing rates for similar types of borrowing arrangements with the same remaining maturity. Considerable judgment is required to develop estimated fair values of financial instruments. The table incorporates only those exposures that exist at September 30, 2018 and does not consider those exposures or positions which could arise after that date or firm commitments as of such date. Therefore, the information presented therein has limited predictive value. Our actual interest rate fluctuations will depend on the exposures that arise during the period and on market interest rates at that time.

### Item 4. Controls and Procedures

#### Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (“Exchange Act”), such as this report on Form 10-Q, 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, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the designed control objectives, and therefore management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an assessment as of September 30, 2018 of the effectiveness of the design and operation of our disclosure controls and procedures. This assessment was done under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on such evaluation, our management, including our Chief Executive Officer and Chief Financial Officer concluded that such disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2018.

#### Changes in Internal Control Over Financial Reporting

During the quarter ended September 30, 2018, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time, we are involved in certain litigation arising in the ordinary course of business. We do not believe that any of this litigation will have a material effect on our consolidated financial statements. There are no material pending governmental proceedings.

### Item 1A. Risk Factors

For a discussion of our potential risks and uncertainties, see the information under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2017.

### Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
12.1*	<a href="#"><u>Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.</u></a>
31.1*	<a href="#"><u>Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.2*	<a href="#"><u>Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
32.1*	<a href="#"><u>Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.</u></a>
32.2*	<a href="#"><u>Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.</u></a>
101.INS <sup>(1)</sup>	XBRL Instance Document.
101.SCH <sup>(1)</sup>	XBRL Taxonomy Extension Schema.
101.CAL <sup>(1)</sup>	XBRL Taxonomy Extension Calculation.
101.DEF <sup>(1)</sup>	XBRL Taxonomy Extension Definition.
101.LAB <sup>(1)</sup>	XBRL Taxonomy Extension Label.
101.PRE <sup>(1)</sup>	XBRL Taxonomy Extension Presentation.

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\* Filed herewith

<sup>(1)</sup> Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability thereunder.

## SIGNATURES

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

### RAMCO-GERSHENSON PROPERTIES TRUST

Date: November 1, 2018

By: /s/ BRIAN L. HARPER  
 Brian L. Harper  
 President and Chief Executive Officer  
 (Principal Executive Officer)

Date: November 1, 2018

By: /s/ MICHAEL P. FITZMAURICE  
 Michael P. Fitzmaurice  
 Chief Financial Officer  
 (Principal Financial Officer)

Date: November 1, 2018

By: /s/ RAYMOND J. MERK  
 Raymond J. Merk  
 Chief Accounting Officer  
 (Principal Accounting Officer)

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## Section 2: EX-12.1 (EXHIBIT 12.1)

**Exhibit 12.1**

### Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Pretax income before adjustment for noncontrolling interest	\$ 10,460	\$ 29,694	\$ 22,374	\$ 49,414
Add back:				
Fixed charges	11,327	11,786	33,515	34,316
Distributed income of equity investees	65	135	546	613
Deduct:				
Equity in earnings of equity investees	(297)	(81)	(570)	(223)
Capitalized interest	(130)	(75)	(706)	(193)
Earnings as Defined	<u>\$ 21,425</u>	<u>\$ 41,459</u>	<u>\$ 55,159</u>	<u>\$ 83,927</u>
Fixed Charges				
Interest expense including amortization of deferred financing fees	\$ 11,045	\$ 11,586	\$ 32,354	\$ 33,871
Capitalized interest	130	75	706	193
Interest portion of rent expense	152	125	455	252
Fixed Charges	<u>11,327</u>	<u>11,786</u>	<u>33,515</u>	<u>34,316</u>
Preferred share dividends	1,676	1,675	5,026	5,026
Combined Fixed Charges and Preferred Dividends	<u>\$ 13,003</u>	<u>\$ 13,461</u>	<u>\$ 38,541</u>	<u>\$ 39,342</u>

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## Section 3: EX-31.1 (EXHIBIT 31.1)

**Exhibit 31.1**

### CERTIFICATION

I, Brian L. Harper, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ramco-Gershenson Properties Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2018

By: /s/ BRIAN L. HARPER  
Brian L. Harper  
President and Chief Executive Officer

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## Section 4: EX-31.2 (EXHIBIT 31.2)

**Exhibit 31.2**

## CERTIFICATION

I, Michael P. Fitzmaurice, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ramco-Gershenson Properties Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2018

By: /s/ MICHAEL P. FITZMAURICE  
Michael P. Fitzmaurice  
Chief Financial Officer

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## Section 5: EX-32.1 (EXHIBIT 32.1)

**Exhibit 32.1**

### **Certification Pursuant to 18 U.S.C. Section 1350**

In connection with the quarterly report of Ramco-Gershenson Properties Trust (the "Company") on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian L. Harper, President and Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act, that:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 1, 2018

By: /s/ BRIAN L. HARPER  
Brian L. Harper  
President and Chief Executive Officer

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## **Section 6: EX-32.2 (EXHIBIT 32.2)**

**Exhibit 32.2**

**Certification**  
**Pursuant to 18 U.S.C. Section 1350**

In connection with the quarterly report of Ramco-Gershenson Properties Trust (the “Company”) on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael P. Fitzmaurice, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act, that:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 1, 2018

By: /s/ MICHAEL P. FITZMAURICE  
Michael P. Fitzmaurice  
Chief Financial Officer

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