

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

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended March 31, 2018

or

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

For the transition period from _____ to _____

Commission File Number: 1-10899

Kimco Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

13-2744380

(I.R.S. Employer Identification No.)

3333 New Hyde Park Road, New Hyde Park, NY 11042

(Address of principal executive offices) (Zip Code)

(516) 869-9000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>	(Do not check if a smaller reporting company)	

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

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

As of April 16, 2018, the registrant had 424,897,242 shares of common stock outstanding.

Table of Contents

PART I FINANCIAL INFORMATION

Item 1.	<u>Financial Statements of Kimco Realty Corporation and Subsidiaries (Unaudited)</u>	
	Condensed Consolidated Financial Statements -	
	<u>Condensed Consolidated Balance Sheets as of March 31, 2018 and December 31, 2017</u>	3
	<u>Condensed Consolidated Statements of Income for the Three Months Ended March 31, 2018 and 2017</u>	4
	<u>Condensed Consolidated Statements of Comprehensive Income for the Three Months Ended March 31, 2018 and 2017</u>	5
	<u>Condensed Consolidated Statements of Changes in Equity for the Three Months Ended March 31, 2018 and 2017</u>	6
	<u>Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2018 and 2017</u>	7
	<u>Notes to Condensed Consolidated Financial Statements</u>	8
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	21
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	31
Item 4.	<u>Controls and Procedures</u>	32

PART II OTHER INFORMATION

Item 1.	<u>Legal Proceedings</u>	33
Item 1A.	<u>Risk Factors</u>	33
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	33
Item 3.	<u>Defaults Upon Senior Securities</u>	33
Item 4.	<u>Mine Safety Disclosures</u>	33
Item 5.	<u>Other Information</u>	33
Item 6.	<u>Exhibits</u>	33
	<u>Signatures</u>	35

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands, except share information)

	<u>March 31, 2018</u>	<u>December 31, 2017</u>
Assets:		
Operating real estate, net of accumulated depreciation of \$2,440,836 and \$2,433,053, respectively	\$ 9,362,899	\$ 9,817,875
Investments in and advances to real estate joint ventures	560,068	483,861
Real estate under development	465,682	402,518
Other real estate investments	203,905	217,584
Mortgages and other financing receivables	21,376	21,838
Cash and cash equivalents	218,313	238,513
Marketable securities	11,627	13,265
Accounts and notes receivable, net	184,533	189,757
Other assets	344,099	378,515
Total assets (1)	<u>\$ 11,372,502</u>	<u>\$ 11,763,726</u>
Liabilities:		
Notes payable, net	\$ 4,597,967	\$ 4,596,140
Mortgages payable, net	499,355	882,787
Dividends payable	132,209	128,892
Other liabilities	624,423	617,617
Total liabilities (2)	<u>5,853,954</u>	<u>6,225,436</u>
Redeemable noncontrolling interests	16,146	16,143
Commitments and Contingencies		
Stockholders' equity:		
Preferred stock, \$1.00 par value, authorized 5,996,240 shares, 42,580 and 41,200 shares issued and outstanding (in series), respectively; Aggregate liquidation preference \$1,064,500 and \$1,030,000, respectively	43	41
Common stock, \$.01 par value, authorized 750,000,000 shares issued and outstanding 424,899,762 and 425,646,380 shares, respectively	4,249	4,256
Paid-in capital	6,164,185	6,152,764
Cumulative distributions in excess of net income	(743,845)	(761,337)
Accumulated other comprehensive loss	(66)	(1,480)
Total stockholders' equity	<u>5,424,566</u>	<u>5,394,244</u>
Noncontrolling interests	77,836	127,903
Total equity	<u>5,502,402</u>	<u>5,522,147</u>
Total liabilities and equity	<u>\$ 11,372,502</u>	<u>\$ 11,763,726</u>

(1) Includes restricted assets of consolidated variable interest entities ("VIEs") at March 31, 2018 and December 31, 2017 of \$111,268 and \$644,990, respectively. See Footnote 7 of the Notes to Condensed Consolidated Financial Statements.

(2) Includes non-recourse liabilities of consolidated VIEs at March 31, 2018 and December 31, 2017 of \$114,617 and \$417,688, respectively. See Footnote 7 of the Notes to Condensed Consolidated Financial Statements.

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in thousands, except per share data)

	Three Months Ended March 31,	
	2018	2017
Revenues		
Revenues from rental properties	\$ 230,415	\$ 227,711
Reimbursement income	63,716	58,129
Other rental property income	5,586	3,551
Management and other fee income	4,361	4,197
Total revenues	304,078	293,588
Operating expenses		
Rent	2,818	2,783
Real estate taxes	40,434	38,269
Operating and maintenance	43,331	42,574
General and administrative	22,398	22,230
Provision for doubtful accounts	2,131	1,404
Impairment charges	7,646	1,617
Depreciation and amortization	81,382	92,074
Total operating expenses	200,140	200,951
Operating income	103,938	92,637
Other income/(expense)		
Other income, net	6,179	1,273
Interest expense	(49,943)	(46,482)
Income from continuing operations before income taxes, net, equity in income of joint ventures, net, gain on change in control of interests and equity in income from other real estate investments, net	60,174	47,428
(Provision)/benefit for income taxes, net	(52)	493
Equity in income of joint ventures, net	16,913	14,733
Gain on change in control of interests	-	10,188
Equity in income of other real estate investments, net	9,976	3,687
Income from continuing operations	87,011	76,529
Gain on sale of operating properties/change in control of interests	56,971	1,686
Net income	143,982	78,215
Net loss/(income) attributable to noncontrolling interests	108	(1,482)
Net income attributable to the Company	144,090	76,733
Preferred dividends	(14,589)	(11,555)
Net income available to the Company's common shareholders	\$ 129,501	\$ 65,178
Per common share:		
Net income available to the Company:		
-Basic	\$ 0.30	\$ 0.15
-Diluted	\$ 0.30	\$ 0.15
Weighted average shares:		
-Basic	423,404	423,381
-Diluted	424,521	424,146

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(in thousands)

	Three Months Ended March 31,	
	2018	2017
Net income	\$ 143,982	\$ 78,215
Other comprehensive income:		
Change in unrealized gain related to available-for-sale securities	-	28
Change in unrealized loss on interest rate swap	278	188
Change in foreign currency translation adjustments	-	503
Other comprehensive income	278	719
Comprehensive income	144,260	78,934
Comprehensive loss/(income) attributable to noncontrolling interests	108	(1,482)
Comprehensive income attributable to the Company	<u>\$ 144,368</u>	<u>\$ 77,452</u>

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

[Table of Contents](#)

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Three Months Ended March 31, 2018 and 2017
(Unaudited)
(in thousands)

	Cumulative Distributions in Excess of Net Income	Accumulated Other Comprehensive Income/(Loss)	Preferred Stock		Common Stock		Paid-in Capital	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
			Issued	Amount	Issued	Amount				
Balance at January 1, 2017	\$ (676,867)	\$ 5,766	32	\$ 32	425,034	\$ 4,250	\$ 5,922,958	\$ 5,256,139	\$ 146,735	\$ 5,402,874
Contributions from noncontrolling interests	-	-	-	-	-	-	-	-	2,310	2,310
Comprehensive income:										
Net income	76,733	-	-	-	-	-	-	76,733	1,482	78,215
Other comprehensive income:										
Change in unrealized gain related to available-for-sale securities	-	28	-	-	-	-	-	28	-	28
Change in unrealized loss on interest rate swap	-	188	-	-	-	-	-	188	-	188
Change in foreign currency translation adjustments	-	503	-	-	-	-	-	503	-	503
Redeemable noncontrolling interests income	-	-	-	-	-	-	-	-	(1,066)	(1,066)
Dividends (\$0.27 per common share; \$0.3750 per Class I Depositary Share, \$0.3438 per Class J Depositary Share, and \$0.3516 per Class K Depositary Share, respectively)	(126,476)	-	-	-	-	-	-	(126,476)	-	(126,476)
Distributions to noncontrolling interests	-	-	-	-	-	-	-	-	(1,250)	(1,250)
Issuance of common stock	-	-	-	-	776	8	(8)	-	-	-
Surrender of restricted stock	-	-	-	-	(200)	(2)	(4,989)	(4,991)	-	(4,991)
Exercise of common stock options	-	-	-	-	30	-	560	560	-	560
Amortization of equity awards	-	-	-	-	-	-	8,651	8,651	-	8,651
Balance at March 31, 2017	\$ (726,610)	\$ 6,485	32	\$ 32	425,640	\$ 4,256	\$ 5,927,172	\$ 5,211,335	\$ 148,211	\$ 5,359,546
Balance at December 31, 2017, as previously reported	\$ (761,337)	\$ (1,480)	41	\$ 41	425,646	\$ 4,256	\$ 6,152,764	\$ 5,394,244	\$ 127,903	\$ 5,522,147
Impact of change in accounting principles										
ASU 2017-05 (1)	8,098	-	-	-	-	-	-	8,098	-	8,098
ASU 2016-01 (1)	(1,136)	1,136	-	-	-	-	-	-	-	-
Balance at January 1, 2018, as adjusted	\$ (754,375)	\$ (344)	41	\$ 41	425,646	\$ 4,256	\$ 6,152,764	\$ 5,402,342	\$ 127,903	\$ 5,530,245
Comprehensive income:										
Net income	144,090	-	-	-	-	-	-	144,090	(108)	143,982
Other comprehensive income:										
Change in unrealized loss on interest rate swap	-	278	-	-	-	-	-	278	-	278
Redeemable noncontrolling interests income	-	-	-	-	-	-	-	-	(92)	(92)
Dividends (\$0.28 per common share; \$0.3750 per Class I Depositary Share, \$0.3438 per Class J Depositary Share, \$0.3516 per Class K Depositary Share, \$0.3203 per Class L Depositary Share and \$0.3281 per Class M Depositary Share, respectively)	(133,560)	-	-	-	-	-	-	(133,560)	-	(133,560)
Distributions to noncontrolling interests	-	-	-	-	-	-	-	-	(1,472)	(1,472)

Issuance of common stock	-	-	-	-	1,075	11	(11)	-	-	-
Repurchase of common stock	-	-	-	-	(1,600)	(16)	(24,260)	(24,276)	-	(24,276)
Surrender of restricted stock	-	-	-	-	(224)	(2)	(3,372)	(3,374)	-	(3,374)
Exercise of common stock options	-	-	-	-	3	-	30	30	-	30
Amortization of equity awards	-	-	-	-	-	-	4,719	4,719	-	4,719
Issuance of preferred stock	-	-	2	2	-	-	33,112	33,114	-	33,114
Acquisition/deconsolidation of noncontrolling interests	-	-	-	-	-	-	1,203	1,203	(48,395)	(47,192)
Balance at March 31, 2018	\$ (743,845)	\$ (66)	43	\$ 43	424,900	\$ 4,249	\$6,164,185	\$ 5,424,566	\$ 77,836	\$5,502,402

- (1) Represents the impact of change in accounting principles for its respective Accounting Standard Updates ("ASU"). See Footnote 2 of the Notes to Condensed Consolidated Financial Statements for additional disclosure.

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Three Months Ended March 31,	
	2018	2017
Cash flow from operating activities:		
Net income	\$ 143,982	\$ 78,215
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	81,382	92,074
Impairment charges	7,646	1,617
Equity award expense	5,182	9,631
Gain on sale of operating properties/change in control of interests	(56,971)	(1,686)
Gain on change in control of interests	-	(10,188)
Equity in income of joint ventures, net	(16,913)	(14,733)
Equity in income of other real estate investments, net	(9,976)	(3,687)
Distributions from joint ventures and other real estate investments	34,661	13,258
Change in accounts and notes receivable	5,224	5,769
Change in accounts payable and accrued expenses	10,371	7,885
Change in other operating assets and liabilities	(12,309)	(21,103)
Net cash flow provided by operating activities	<u>192,279</u>	<u>157,052</u>
Cash flow from investing activities:		
Acquisition of operating real estate and other related net assets	(3,337)	(38,390)
Improvements to operating real estate	(40,384)	(30,053)
Acquisition of real estate under development	(4,592)	(10,010)
Improvements to real estate under development	(54,934)	(44,434)
Proceeds from sale/repayments of marketable securities	129	457
Investments in and advances to real estate joint ventures	(5,897)	(16,874)
Reimbursements of investments in and advances to real estate joint ventures	2,431	13,523
Investments in and advances to other real estate investments	(302)	(114)
Reimbursements of investments in and advances to other real estate investments	1,344	3,779
Collection of mortgage loans receivable	335	243
Proceeds from sale of operating properties	184,633	56,498
Net cash flow provided by/(used for) investing activities	<u>79,426</u>	<u>(65,375)</u>
Cash flow from financing activities:		
Principal payments on debt, excluding normal amortization of rental property debt	(161,547)	(59,100)
Principal payments on rental property debt	(3,485)	(4,544)
Repayments under the unsecured revolving credit facility, net	-	(15,042)
Proceeds from issuance of unsecured term loan/notes	-	400,000
Repayments under unsecured term loan/notes	-	(250,000)
Financing origination costs	(11)	(9,905)
Payment of early extinguishment of debt charges	-	(588)
Change in tenants' security deposits	(521)	316
Conversion/distribution of noncontrolling interests	(4,968)	(2,092)
Dividends paid	(130,241)	(126,315)
Proceeds from issuance of stock, net	33,144	561
Repurchase of common stock	(24,276)	-
Net cash flow used for financing activities	<u>(291,905)</u>	<u>(66,709)</u>
Net change in cash and cash equivalents	(20,200)	24,968
Cash and cash equivalents, beginning of the period	238,513	142,486
Cash and cash equivalents, end of the period	<u>\$ 218,313</u>	<u>\$ 167,454</u>
Interest paid during the period (net of capitalized interest of \$3,777 and \$2,883, respectively)	<u>\$ 29,084</u>	<u>\$ 24,286</u>

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Business and Organization

Kimco Realty Corporation and subsidiaries (the "Company"), affiliates and related real estate joint ventures are engaged principally in the ownership, management, development and operation of open-air shopping centers, which are anchored generally by grocery stores, discount department stores, or drugstores. Additionally, the Company provides complementary services that capitalize on the Company's established retail real estate expertise.

The Company elected status as a Real Estate Investment Trust (a "REIT") for federal income tax purposes beginning in its taxable year ended December 31, 1991 and operates in a manner that enables the Company to maintain its status as a REIT. As a REIT, with respect to each taxable year, the Company must distribute at least 90 percent of its taxable income (excluding capital gain) and does not pay federal income taxes on the amount distributed to its shareholders. The Company is not generally subject to federal income taxes if it distributes 100 percent of its taxable income. Most states, where the Company holds investments in real estate, conform to the federal rules recognizing REITs. Certain subsidiaries have made a joint election with the Company to be treated as taxable REIT subsidiaries ("TRSs"), which permit the Company to engage in certain business activities which the REIT may not conduct directly. A TRS is subject to federal and state income taxes on its income, and the Company includes, when applicable, a provision for taxes in its condensed consolidated financial statements. The Company is subject to and also includes in its tax provision non-U.S. income taxes on certain investments located in jurisdictions outside the U.S. These investments are held by the Company at the REIT level and not in the Company's taxable REIT subsidiaries. Accordingly, the Company does not expect a U.S. income tax impact associated with the repatriation of undistributed earnings from the Company's foreign subsidiaries.

2. Summary of Significant Accounting Policies

Principles of Consolidation -

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company. The Company's subsidiaries include subsidiaries which are wholly-owned or which the Company has a controlling interest, including where the Company has been determined to be a primary beneficiary of a variable interest entity ("VIE") in accordance with the Consolidation guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). All inter-company balances and transactions have been eliminated in consolidation. The information presented in the accompanying Condensed Consolidated Financial Statements 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 the Company's audited Annual Report on Form 10-K for the year ended December 31, 2017 (the "10-K"), as certain disclosures in this Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, that would duplicate those included in the 10-K are not included in these Condensed Consolidated Financial Statements.

Reclassifications -

Certain amounts in the prior period have been reclassified in order to conform with the current period's presentation. The Company reclassified \$8.3 million of costs related to property management and services of the Company's operating properties from General and administrative to Operating and maintenance on the Company's Condensed Consolidated Statements of Income for the three months end March 31, 2017. In addition, in conjunction with the adoption of Accounting Standard Update ("ASU") 2014-09 discussed below, the Company reclassified \$58.1 million of Reimbursement income and \$3.6 million of Other rental property income from Revenues from rental properties on the Company's Condensed Consolidated Statements of Income for the three months ended March 31, 2017.

Subsequent Events -

The Company has evaluated subsequent events and transactions for potential recognition or disclosure in its condensed consolidated financial statements.

Marketable Securities -

The Company classifies its marketable equity securities as available-for-sale in accordance with the FASB's Investments-Debt and Equity Securities guidance. On January 1, 2018, the Company adopted ASU 2016-01, *Financial Instruments—Overall* (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"). In accordance with the adoption of ASU 2016-01, the Company now recognizes changes in the fair value of equity investments with readily determinable fair values in net income. Previously, changes in fair value of the Company's available-for-sale marketable securities were recognized in accumulated other comprehensive income ("AOCI") on the Company's Condensed Consolidated Balance Sheets. As of December 31, 2017, the Company had aggregate unrealized losses related to its available-for-sale marketable securities of \$1.1 million, which were included in AOCI on the Company's Condensed Consolidated Balance Sheets. In connection with the adoption of ASU 2016-01, the Company recorded a cumulative-effect adjustment of \$1.1 million to its beginning retained earnings as of January 1, 2018, which is reflected in Cumulative distributions in excess of net income on the Company's Condensed Consolidated Statements of Changes in Equity.

Revenue and Gain Recognition–

On January 1, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), (“Topic 606”) using the modified retrospective method applying it to any open contracts as of January 1, 2018, for which the Company did not identify any open contracts. The Company also utilized the practical expedient for which the Company was not required to restate revenue from contracts that began and are completed within the same annual reporting period. Results for reporting periods beginning after January 1, 2018, are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Revenue Recognition (Topic 605). The new guidance provides a unified model to determine how revenue is recognized. To determine the proper amount of revenue to be recognized, the Company performs the following steps: (i) identify the contract with the customer, (ii) identify the performance obligations within the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations and (v) recognize revenue when (or as) a performance obligation is satisfied. As of March 31, 2018, the Company has no outstanding contract assets or contract liabilities. The adoption of this standard did not result in any material changes to the Company’s revenue recognition as compared to the previous guidance.

The Company’s primary source of revenue are leases which fall under the scope of Leases (Topic 840). The revenues which will be impacted by the adoption of Topic 606 include fees for services performed at various unconsolidated joint ventures for which the Company is the manager. These fees primarily include property and asset management fees, leasing fees, development fees and property acquisition/disposition fees. Also affected by Topic 606 are gains on sales of properties, lease termination fees and tax increment financing (“TIF”) contracts. The Company elected to disaggregate its revenue streams into the following line items on the Company’s Condensed Consolidated Statements of Income: Revenues from rental properties, Reimbursement income, Other rental property income and Management and other fee income. The Company believes that these are the proper disaggregated categories as they are the best depiction of its revenue streams both qualitatively and quantitatively.

Revenues from rental properties

Revenues from rental properties are comprised of minimum base rent, percentage rent, lease termination fee income, amortization of above-market and below-market rent adjustments and straight-line rent adjustments. Base rental revenues from rental properties are recognized on a straight-line basis over the terms of the related leases. Certain of these leases also provide for percentage rents based upon the level of sales achieved by the lessee. These percentage rents are recognized once the required sales level is achieved. Rental income may also include payments received in connection with lease termination agreements. Lease termination fee income is recognized when the lessee provides consideration in order to terminate a lease agreement in place. The performance obligation of the Company is the termination of the lease agreement which occurs upon consideration received and execution of the termination agreement. Upon acquisition of real estate operating properties, the Company estimates the fair value of identified intangible assets and liabilities (including above-market and below-market leases, where applicable). The capitalized above-market or below-market intangible is amortized to rental income over the estimated remaining term of the respective leases, which includes the expected renewal option period for below-market leases.

Reimbursement income

Leases typically provide for reimbursement to the Company of common area maintenance costs (“CAM”), real estate taxes and other operating expenses. Operating expense reimbursements are recognized as earned. The lease component relating to CAM reimbursement revenue will be within the scope of Topic 606, upon the effective date of ASU 2016-02, Leases (Topic 842). See New Accounting Pronouncements below for further details.

Other rental property income

Other rental property income mainly consists of ancillary income and TIF income which totaled \$5.6 million and \$3.6 million for the three months ended March 31, 2018 and 2017, respectively. Ancillary income is derived through various agreements relating to parking lots, clothing bins, temporary storage, vending machines, ATMs, trash bins and trash collections, fireworks sales, etc. The majority of the revenue derived from these sources are through lease agreements/arrangements and are recognized in accordance with the lease terms described in the lease. The Company has TIF agreements with certain municipalities and receives payments in accordance with the agreement. TIF reimbursement income is recognized on a cash-basis when received.

Table of Contents

Management and other fee income

Property management fees, property acquisition and disposition fees, construction management fees, leasing fees and asset management fees all fall within the scope of Topic 606. These fees arise from contractual agreements with third parties or with entities in which the Company has a noncontrolling interest. Management and other fee income related to partially owned entities are recognized to the extent attributable to the unaffiliated interest. Property and asset management fee income is recognized as a single performance obligation (managing the property) comprised of a series of distinct services (maintaining property, handling issues with tenants, etc.). The Company believes that the overall service of property management is substantially the same each day and has the same pattern of performance over the term of the agreement. As a result, each day of service represents a performance obligation satisfied at that point in time. These fees are recognized at the end of each period for services performed during that period, primarily billed to the customer monthly and terms for payment are payment due upon receipt.

Leasing fee income is recognized as a single performance obligation primarily upon the rent commencement date. The Company believes the leasing services it provides are similar for each available space leased and none of the individual activities necessary to facilitate the execution of each lease are distinct. These fees are billed to the customer monthly and terms for payment are payment due upon receipt.

Property acquisition and disposition fees are recognized when the Company satisfies a performance obligation by acquiring a property or transferring control of a property. These fees are billed subsequent to the acquisition or sale of the property and payment is due upon receipt.

Construction management fees are recognized as a single performance obligation (managing the construction of the project) composed of a series of distinct services. The Company believes that the overall service of construction management is substantially the same each day and has the same pattern of performance over the term of the agreement. As a result, each day of service represents a performance obligation satisfied at that point in time. These fees are based on the amount spent on the construction at the end of each period for services performed during that period, primarily billed to the customer monthly and terms for payment are payment due upon receipt.

Gains on sales of operating properties/change in control of interests

On January 1, 2018, the Company also adopted ASU 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets (“Topic 610”) for gains and losses from the sale and/or transfer of real estate property. The Company adopted Topic 610 using the modified retrospective approach for all contracts effective January 1, 2018. Topic 610 provides that sales of nonfinancial assets, such as real estate, are to be recognized when control of the asset transfers to the buyer, which will occur when the buyer has the ability to direct the use of or obtain substantially all of the remaining benefits from the asset. This generally occurs when the transaction closes and consideration is exchanged for control of the property.

In accordance with its election to apply the modified retrospective approach for all contracts, the Company recorded a cumulative-effect adjustment of \$8.1 million to its beginning retained earnings as of January 1, 2018, on the Company’s Condensed Consolidated Statements of Changes in Equity and an adjustment to Investments in and advances to real estate joint ventures on the Company’s Condensed Consolidated Balance Sheets. As of December 31, 2017, the Company had aggregate net deferred gains of \$8.1 million relating to partial disposals of two operating real estate properties prior to the adoption of ASU 2017-05, of which \$6.9 million was included in Investments in and advances to real estate joint ventures and \$1.2 million was included in Other liabilities on the Company’s Condensed Consolidated Balance Sheets. The Company had deferred these gains in accordance with prior guidance due to its continuing involvement in the entities which acquired the operating real estate properties.

During the three months ended March 31, 2018, the Company sold a portion of its investment in a consolidated operating property to its partner and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity and recognized a gain on change in control of \$6.8 million, in accordance with the adoption of ASU 2017-05 (See Footnote 3 to the Notes to the Company’s Condensed Consolidated Financial Statements for additional disclosure regarding disposals), which is included in Gain on sale of operating properties/ change in controls of interests on the Company’s Condensed Consolidated Statements of Income.

New Accounting Pronouncements –

The following table represents ASUs to the FASB’s ASC that, as of March 31, 2018, are not yet effective for the Company and for which the Company has not elected early adoption, where permitted:

ASU	Description	Effective Date	Effect on the financial statements or other significant matters
ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments	The new guidance introduces a new model for estimating credit losses for certain types of financial instruments, including loans receivable, held-to-maturity debt securities, and net investments in direct financing leases, amongst other financial instruments. ASU 2016-13 also modifies the impairment model for available-for-sale debt securities and expands the disclosure requirements regarding an entity’s assumptions, models, and methods for estimating the allowance for losses.	January 1, 2020; Early adoption permitted	The Company is still assessing the impact on its financial position and/or results of operations.

[Table of Contents](#)

<p>ASU 2016-02, Leases (Topic 842)</p> <p>ASU 2018-01, Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842</p>	<p>This ASU sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. ASU 2016-02 supersedes the previous leases standard, Leases (Topic 840).</p> <p>In January 2018, the FASB issued ASU 2018-01, which includes amendments to clarify land easements are within the scope of the new leases standard (Topic 842) and provide an optional transition practical expedient to not evaluate whether existing and expired land easements that were not previously accounted for as leases under current lease guidance in Topic 840 and are to be accounted for or contain leases under Topic 842. Early adoption is permitted as of the original effective date.</p> <p>The FASB approved an exposure draft in March 2018 which provided lessors with a practical expedient by class of underlying assets to not separate non-lease components from the lease component. However, the practical expedient would be limited to circumstances in which: 1) the timing and pattern of revenue recognition are the same for the non-lease component and the related lease component; and, 2) the combined single lease component would be classified as an operating lease.</p>	<p>January 1, 2019; Early adoption permitted</p>	<p>The Company continues to evaluate the effect the adoption will have on the Company's financial position and/or results of operations. However, the Company currently believes that the adoption will not have a material impact for operating leases where it is a lessor and will continue to record revenues from rental properties for its operating leases on a straight-line basis. However, for leases where the Company is a lessee, primarily for the Company's ground leases and administrative office leases, the Company will be required to record a lease liability and a right of use asset on its Consolidated Balance Sheets at fair value upon adoption. In addition, direct internal leasing costs will continue to be capitalized, however, indirect internal leasing costs previously capitalized will be expensed. Within the terms of the Company's leases where the Company is the lessor, the Company is entitled to receive reimbursement amounts from tenants for operating expenses such as real estate taxes, insurance and other CAM. Upon adoption of this ASU, CAM reimbursement revenue will be accounted for in accordance with ASU 2016-12 Revenue from Contracts with Customers (Topic 606). The Company continues to evaluate the effect the adoption will have on this source of revenue. However, the Company currently does not believe the adoption will significantly affect the timing of the recognition of the Company's CAM reimbursement revenue.</p>
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The following ASUs to the FASB's ASC have been adopted by the Company during the quarter ended March 31, 2018:

ASU	Description	Adoption Date	Effect on the financial statements or other significant matters
<p>ASU 2017-09, Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting</p>	<p>The amendment provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The new guidance will be applied prospectively to awards modified on or after the adoption date.</p>	<p>January 1, 2018</p>	<p>There was no material impact to the Company's financial position and/or results of operations.</p>

[Table of Contents](#)

<p>ASU 2017-05, Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (“Subtopic 610-20”): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets</p>	<p>The amendment clarifies that a financial asset is within the scope of Subtopic 610-20 if it meets the definition of an in substance nonfinancial asset and defines the term in substance nonfinancial asset. ASU 2017-05 also clarifies that nonfinancial assets within the scope of Subtopic 610-20 may include nonfinancial assets transferred within a legal entity to a counterparty. Subtopic 610-20, which was issued in May 2014 as part of ASU 2014-09, discussed below, provides guidance for recognizing gains and losses from the transfer of nonfinancial assets in contracts with noncustomers. An entity is required to apply the amendments in ASU 2017-05 at the same time it applies the amendments in ASU 2014-09 discussed below. An entity may elect to apply the amendments in ASU 2017-05 either retrospectively to each period presented in the financial statements in accordance with the guidance on accounting changes in ASC Topic 250, Accounting Changes and Error Corrections, paragraphs 10-45-5 through 10-45-10 (i.e. the retrospective approach) or retrospectively with a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption (i.e. the modified retrospective approach). An entity may elect to apply all of the amendments in ASU 2017-05 and ASU 2014-09 using the same transition method, or alternatively may elect to use different transition methods.</p>	<p>January 1, 2018</p>	<p>The Company adopted the provisions of Subtopic 610-20 using the modified retrospective approach. The Company has applied the guidance to disposals of nonfinancial assets (including real estate assets) within the scope of Subtopic 610-20, see above for impact from the adoption of this ASU.</p>
<p>ASU 2016-01, Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities</p> <p>ASU 2018-03, Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities</p>	<p>The amendment addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including the following:</p> <ul style="list-style-type: none"> (i) Requires equity investments (excluding those investments accounted for under the equity method of accounting or those that result in consolidation of the investee) with readily determinable fair values to be measured at fair value with the changes in fair value recognized in net income; however, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. (ii) Simplifies the impairment assessment of those equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment (iii) Eliminates the disclosure of the method(s) and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost and changes the fair value calculation for those investments (iv) Changes the disclosure in other comprehensive income for financial liabilities that are measured at fair value in accordance with the fair value options for financial instruments (v) Clarifies that a deferred asset related to available-for-sale securities should be included in an entity's evaluation for a valuation allowance. <p>The amendments clarify certain aspects of the guidance issued in ASU 2016-01, discussed below, primarily impacting the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments.</p>	<p>January 1, 2018</p> <p>Fiscal years beginning after December 15, 2017, and interim periods within those fiscal years beginning after June 15, 2018.</p>	<p>Effective as of date of adoption, changes in fair value of the Company’s available-for-sale marketable securities are recognized in Other income, net on the Company’s Condensed Consolidated Statements of Income. See above and Footnote 9 in the Notes to the Condensed Consolidated Financial Statements for impact from the adoption of this ASU.</p>

[Table of Contents](#)

ASU 2014-09, Revenue from Contracts with Customers (Topic 606)	ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. ASU 2014-09 was anticipated to be effective for the first interim period within annual reporting periods beginning after December 15, 2016, and early adoption was not permitted.	January 1, 2018	The Company's revenue-producing contracts are primarily leases that are not within the scope of this standard, except for the lease component relating to common area maintenance ("CAM") reimbursement revenue, which will be within the scope of this standard upon the effective date of ASU 2016-02, Leases (Topic 842).
ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date	In August 2015, the FASB issued ASU 2015-14, which delayed the effective date of ASU 2014-09 by one year making it effective for the first interim period within annual reporting periods beginning after December 15, 2017.		
ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations	Subsequently, in March 2016, the FASB issued ASU 2016-08, which further clarifies the implementation guidance on principal versus agent considerations, and in April 2016, the FASB issued ASU 2016-10, an update on identifying performance obligations and accounting for licenses of intellectual property.		The revenues which are within the scope of this standard include other ancillary income earned through the Company's operating properties as well as fees for services performed at various unconsolidated joint ventures which the Company manages. These fees primarily include property and asset management fees, leasing fees, development fees and property acquisition/disposition fees. The Company believes the timing of recognition and amount of these revenues will be generally consistent with the previous recognition and measurement. See above for impact from the adoption of this ASU.
ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying performance obligations and licensing	Additionally, in May 2016, the FASB issued ASU 2016-12, which includes amendments for enhanced clarification of the guidance. Early adoption is permitted as of the original effective date.		
ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-scope improvements and practical expedients			
ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash	This amendment requires entities to show the changes in the total of cash, cash equivalents, restricted cash, and restricted cash equivalents in the statement of cash flows. The amendment should be applied using a retrospective transition method to each period presented.	January 1, 2018	There was no material impact to the Company's financial position and/or results of operations.

3. Operating Property Activities

Acquisitions and Dispositions –

During January 2018, the Company acquired a land parcel adjacent to an existing shopping center located in Ardmore, PA for a purchase price of \$3.4 million.

The table below summarizes the Company's disposition activity relating to consolidated operating properties and parcels, in separate transactions (dollars in millions):

	Three Months Ended March 31,			
	2018		2017	
Aggregate sales price	\$	202.5	\$	57.8
Gain on sale of operating properties	\$	50.2	\$	1.7
Impairment charges	\$	2.4	\$	1.2
Number of operating properties sold		19		4
Number of out-parcels sold		1		2

In addition, during March 2018, the Company sold a portion of its investment in a consolidated operating property to its partner based on a gross fair value of \$320.0 million, including \$206.0 million of non-recourse mortgage debt, and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity and as such, reduced noncontrolling interests by \$43.8 million and recognized a gain on change in control of \$6.8 million (which is recorded in Gain on sale of operating properties/change in control of interests on the Company's Condensed Consolidated Statements of Income), in accordance with the adoption of ASU 2017-05 effective as of January 1, 2018 (See Footnote 2 to the Notes to the Company's Condensed Consolidated Financial Statements for additional discussion). The Company now has an investment in this unconsolidated property of \$62.4 million, included in Investments in and advances to real estate joint ventures on the Company's Condensed Consolidated Balance Sheets. The Company's share of this investment is subject to change and is based upon a cash flow waterfall provision within the partnership agreement (54.8% as of the date of deconsolidation).

During the three months ended March 31, 2018, the Company disposed of four land parcels, in separate transactions, for an aggregate sales price of \$2.9 million, which resulted in an aggregate gain of \$0.5 million, included in Other income, net on the Company's Condensed Consolidated Statements of Income.

Impairments –

During the three months ended March 31, 2018, the Company recognized aggregate impairment charges of \$7.6 million. These impairment charges consist of (i) \$5.2 million related to adjustments to property carrying values for properties which the Company has marketed for sale as part of its active capital recycling program and as such has adjusted the anticipated hold periods for such properties and (ii) \$2.4 million related to the sale of certain operating properties, as discussed above. The Company's estimated fair values of these properties were primarily based upon estimated sales prices from signed contracts or letters of intent from third party offers. See Footnote 12 to the Notes to the Company's Condensed Consolidated Financial Statements for fair value disclosure.

4. Real Estate Under Development

The Company is engaged in various real estate development projects for long-term investment. As of March 31, 2018, the Company had in progress a total of four active real estate development projects and two additional projects held for future development.

The costs incurred to date for these real estate development projects are as follows (in thousands):

Property Name	Location	March 31, 2018	December 31, 2017
Grand Parkway Marketplace	Spring, TX	\$ 45,063	\$ 43,403
Dania Pointe (1)	Dania Beach, FL	184,934	152,841
Mill Station	Owings Mills, MD	35,689	34,347
Lincoln Square	Philadelphia, PA	118,764	90,479
Avenues Walk (2)	Jacksonville, FL	48,573	48,573
Promenade at Christiana (3)	New Castle, DE	32,659	32,875
Total (4)		\$ 465,682	\$ 402,518

- (1) These costs include expenditures for phase I and phase II offsite and infrastructure requirements. During the three months ended March 31, 2018, the Company acquired a parcel adjacent to this development project for a purchase price of \$4.6 million.
- (2) Mixed-use project to be developed in the future.
- (3) Land held for future development.
- (4) Includes capitalized costs of interest, real estate taxes, insurance, legal costs and payroll of \$31.8 million and \$27.7 million, as of March 31, 2018 and December 31, 2017, respectively.

During the three months ended March 31, 2018, the Company capitalized (i) interest of \$3.0 million, (ii) real estate taxes, insurance and legal costs of \$0.7 million and (iii) payroll of \$0.4 million, in connection with these real estate development projects.

5. Investments in and Advances to Real Estate Joint Ventures

The Company and its subsidiaries have investments in and advances to various real estate joint ventures. These joint ventures are engaged primarily in the operation of shopping centers which are either owned or held under long-term operating leases. The Company and the joint venture partners have joint approval rights for major decisions, including those regarding property operations. As such, the Company holds noncontrolling interests in these joint ventures and accounts for them under the equity method of accounting.

The table below presents joint venture investments for which the Company held an ownership interest at March 31, 2018 and December 31, 2017 (in millions, except number of properties):

Joint Venture	Ownership Interest	March 31, 2018	December 31, 2017
		The Company's Investment	The Company's Investment
Prudential Investment Program ("KimPru" and "KimPru II") (1) (2) (3)	15.0%	\$ 185.6	\$ 179.5
Kimco Income Opportunity Portfolio ("KIR") (2)	48.6%	156.7	154.1
Canada Pension Plan Investment Board ("CPP") (2)	55.0%	109.0	105.0
Other Joint Venture Programs (3) (4)	Various	108.8	45.3
Total*		\$ 560.1	\$ 483.9

* Representing 118 property interests and 24.1 million square feet of GLA, as of March 31, 2018, and 118 property interests and 23.5 million square feet of GLA, as of December 31, 2017.

- (1) Represents four separate joint ventures, with four separate accounts managed by Prudential Global Investment Management ("PGIM"), three of these ventures are collectively referred to as KimPru and the remaining venture is referred to as KimPru II.
- (2) The Company manages these joint venture investments and, where applicable, earns property management fees, construction management fees, property acquisition and disposition fees, leasing management fees and asset management fees.
- (3) As of December 31, 2017, the Company had aggregate net deferred gains of \$6.9 million relating to the disposal of operating properties prior to the adoption of ASU 2017-05. These deferred gains were included in the Company's investment above, of which \$5.1 million relates to KimPru II and \$1.8 million relates to Other Joint Venture Programs. Upon adoption, the Company recorded a cumulative-effect adjustment of \$6.9 million to its beginning retained earnings as of January 1, 2018 on the Company's Condensed Consolidated Statements of Changes in Equity. See Footnote 2 to the Notes to the Company's Condensed Consolidated Financial Statements for further detail and discussion.
- (4) During March 2018, the Company sold a portion of its investment in a consolidated operating property to its partner and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity. The Company now has an investment in this unconsolidated property of \$62.4 million. See Footnotes 2 and 3 to the Notes to the Company's Condensed Consolidated Financial Statements for further detail and discussion.

[Table of Contents](#)

The table below presents the Company's share of net income for the above investments which is included in Equity in income of joint ventures, net on the Company's Condensed Consolidated Statements of Income for the three months ended March 31, 2018 and 2017 (in millions):

Joint Venture	Three Months Ended March 31,	
	2018	2017
KimPru and KimPru II	\$ 2.9	\$ 3.3
KIR	9.0	9.4
CPP	1.2	1.7
Other Joint Venture Programs	3.8	0.3
Total	\$ 16.9	\$ 14.7

During the three months ended March 31, 2018, certain of the Company's real estate joint ventures disposed of two operating properties, in separate transactions, for an aggregate sales price of \$17.1 million. These transactions resulted in an aggregate gain to the Company of \$2.1 million for the three months ended March 31, 2018.

During the three months ended March 31, 2017, certain of the Company's real estate joint ventures disposed of five operating properties, in separate transactions, for an aggregate sales price of \$47.7 million. These transactions resulted in an aggregate net gain to the Company of \$0.9 million, before income taxes, for the three months ended March 31, 2017. In addition, during the three months ended March 31, 2017, the Company acquired a controlling interest in two operating properties from certain joint ventures, in separate transactions, for a gross purchase price of \$15.4 million.

The table below presents debt balances within the Company's unconsolidated joint venture investments for which the Company held noncontrolling ownership interests at March 31, 2018 and December 31, 2017 (dollars in millions):

Joint Venture	As of March 31, 2018			As of December 31, 2017		
	Mortgages and Notes Payable, Net	Weighted Average Interest Rate	Weighted Average Remaining Term (months)*	Mortgages and Notes Payable, Net	Weighted Average Interest Rate	Weighted Average Remaining Term (months)*
KimPru and KimPru II	\$ 624.4	3.77%	56.8	\$ 625.7	3.59%	59.8
KIR	698.3	4.62%	44.6	702.0	4.60%	47.5
CPP	85.0	3.22%	1.0	84.9	2.91%	4.0
Other Joint Venture Programs	481.1	4.33%	77.7	287.6	4.41%	27.2
Total	\$ 1,888.8			\$ 1,700.2		

* Includes extension options

6. Other Real Estate Investments

Preferred Equity Capital -

The Company previously provided capital to owners and developers of real estate properties through its Preferred Equity Program. The Company's maximum exposure to losses associated with its preferred equity investments is primarily limited to its net investment. As of March 31, 2018, the Company's net investment under the Preferred Equity Program was \$188.2 million relating to 319 properties, including 306 net leased properties. During the three months ended March 31, 2018, the Company recognized income of \$10.0 million from its preferred equity investments, including \$4.7 million in profit participation earned from two capital transactions. During the three months ended March 31, 2017, the Company earned \$3.8 million from its preferred equity investments. These amounts are included in Equity in income of other real estate investments, net on the Company's Condensed Consolidated Statements of Income.

7. Variable Interest Entities ("VIE")

Included within the Company's consolidated operating properties at March 31, 2018 and December 31, 2017, are 22 and 24 consolidated entities that are VIEs, respectively, for which the Company is the primary beneficiary. These entities have been established to own and operate real estate property. The Company's involvement with these entities is through its majority ownership and management of the properties. The entities were deemed VIEs primarily because the unrelated investors do not have substantive kick-out rights to remove the general or managing partner by a vote of a simple majority or less and they do not have substantive participating rights. The Company determined that it was the primary beneficiary of these VIEs as a result of its controlling financial interest. At March 31, 2018, total assets of these VIEs were \$889.6 million and total liabilities were \$71.7 million. At December 31, 2017, total assets of these VIEs were \$1.2 billion and total liabilities were \$383.5 million.

Table of Contents

The majority of the operations of these VIEs are funded with cash flows generated from the properties. The Company has not provided financial support to any of these VIEs that it was not previously contractually required to provide, which consists primarily of funding any capital expenditures, including tenant improvements, which are deemed necessary to continue to operate the entity and any operating cash shortfalls that the entity may experience.

Additionally, included within the Company's real estate development projects at March 31, 2018 and December 31, 2017, are two and three consolidated entities that are VIEs, respectively, for which the Company is the primary beneficiary. These entities have been established to develop real estate properties to hold as long-term investments. The Company's involvement with these entities is through its majority ownership and management of the properties. These entities were deemed VIEs primarily based on the fact that the equity investments at risk are not sufficient to permit the entities to finance their activities without additional financial support. The initial equity contributed to these entities was not sufficient to fully finance the real estate construction as development costs are funded by the partners throughout the construction period. The Company determined that it was the primary beneficiary of these VIEs as a result of its controlling financial interest. At March 31, 2018, total assets of these real estate development VIEs were \$296.2 million and total liabilities were \$42.9 million. At December 31, 2017, total assets of these real estate development VIEs were \$307.9 million and total liabilities were \$34.2 million.

Substantially all the projected development costs to be funded for these two real estate development projects, aggregating \$106.0 million, will be funded with capital contributions from the Company, when contractually obligated. The Company has not provided financial support to these VIEs that it was not previously contractually required to provide.

All liabilities of these consolidated VIEs are non-recourse to the Company ("VIE Liabilities"). The assets of the unencumbered VIEs are not restricted for use to settle only the obligations of these VIEs. The remaining VIE assets are encumbered by third party non-recourse mortgage debt. The assets associated with these encumbered VIEs ("Restricted Assets") are collateral under the respective mortgages and are therefore restricted and can only be used to settle the corresponding liabilities of the VIE. The table below summarizes the consolidated VIEs and the classification of the Restricted Assets and VIE Liabilities on the Company's Condensed Consolidated Balance Sheets are as follows (dollars in millions):

	<u>As of March 31, 2018</u>	<u>As of December 31, 2017</u>
Number of unencumbered VIEs	21	22
Number of encumbered VIEs	3	5
Total number of consolidated VIEs	24	27
Restricted Assets:		
Real estate, net	\$ 104.4	\$ 627.5
Cash and cash equivalents	3.1	9.8
Accounts and notes receivable, net	1.5	3.2
Other assets	2.3	4.5
Total Restricted Assets	<u>\$ 111.3</u>	<u>\$ 645.0</u>
VIE Liabilities:		
Mortgages payable, net	\$ 35.9	\$ 340.9
Other liabilities	78.7	76.8
Total VIE Liabilities	<u>\$ 114.6</u>	<u>\$ 417.7</u>

8. Mortgages and Other Financing Receivables

The Company has various mortgages and other financing receivables which consist of loans acquired and loans originated by the Company. The Company reviews payment status to identify performing versus non-performing loans. As of March 31, 2018, the Company had a total of 11 loans aggregating \$21.4 million, of which all were identified as performing loans.

9. Marketable Securities

Effective January 1, 2018, in accordance with the adoption of ASU 2016-01, the Company now recognizes changes in the fair value of equity investments with readily determinable fair values in net income. In addition, the Company recorded a cumulative-effect adjustment of \$1.1 million to its beginning retained earnings as of January 1, 2018, which is reflected in Cumulative distributions in excess of net income on the Company's Condensed Consolidated Statements of Changes in Equity, to reclassify unrealized losses previously reported in AOCI for available-for-sale marketable securities. Also, during the three months ended March 31, 2018, the Company recognized a net loss on changes in fair value of its available-for-sale marketable securities of \$1.5 million in Other income, net on the Company's Condensed Consolidated Statements of Income.

10. Mortgages Payable

During the three months ended March 31, 2018, the Company (i) deconsolidated \$206.0 million of individual non-recourse mortgage debt relating to an operating property for which the Company no longer has a controlling interest in and (ii) repaid \$161.9 million of maturing mortgage debt (including fair market value adjustments of \$0.4 million) that encumbered two operating properties.

Additionally, during the three months ended March 31, 2018, the Company disposed of an encumbered property through foreclosure. The transaction resulted in a net decrease in mortgage debt of \$12.4. In addition, the Company recognized a gain on forgiveness of debt of \$4.3 million and relief of accrued interest of \$3.4 million, both of which are included in Other income, net in the Company's Condensed Consolidated Statements of Income.

11. Noncontrolling Interests

Noncontrolling interests represent the portion of equity that the Company does not own in entities it consolidates as a result of having a controlling interest or determined that the Company was the primary beneficiary of a VIE in accordance with the provisions of the FASB's Consolidation guidance. The Company accounts and reports for noncontrolling interests in accordance with the Consolidation guidance and the Distinguishing Liabilities from Equity guidance issued by the FASB. The Company identifies its noncontrolling interests separately within the equity section on the Company's Condensed Consolidated Balance Sheets. The amounts of consolidated net income attributable to the Company and to the noncontrolling interests are presented separately on the Company's Condensed Consolidated Statements of Income. During the three months ended March 31, 2018, there were various transactions that had an impact on noncontrolling interest. See Footnotes 3 and 5 of the Notes to Condensed Consolidated Financial Statements for additional information regarding specific transactions.

In addition, during the three months ended March 31, 2018, the Company acquired its partners' interest in three consolidated entities, in two separate transactions, for an aggregate purchase price of \$3.4 million. These transactions resulted in a net decrease in Noncontrolling interest of \$4.6 million and a corresponding net increase in Paid-in capital of \$1.2 million on the Company's Condensed Consolidated Balance Sheets. There are no remaining partners in two of these consolidated entities.

Included within noncontrolling interests are units that were determined to be contingently redeemable that are classified as Redeemable noncontrolling interests and presented in the mezzanine section between Total liabilities and Stockholder's equity on the Company's Condensed Consolidated Balance Sheets.

12. Fair Value Measurements

All financial instruments of the Company are reflected in the accompanying Condensed Consolidated Balance Sheets at amounts which, in management's estimation, based upon an interpretation of available market information and valuation methodologies, reasonably approximate their fair values except those listed below, for which fair values are disclosed. The valuation method used to estimate fair value for fixed-rate and variable-rate debt is based on discounted cash flow analyses, with assumptions that include credit spreads, market yield curves, trading activity, loan amounts and debt maturities. The fair values for marketable securities are based on published values, securities dealers' estimated market values or comparable market sales. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition.

As a basis for considering market participant assumptions in fair value measurements, the FASB's Fair Value Measurements and Disclosures guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

The following are financial instruments for which the Company's estimate of fair value differs from the carrying amounts (in thousands):

	March 31, 2018		December 31, 2017	
	Carrying Amounts	Estimated Fair Value	Carrying Amounts	Estimated Fair Value
Notes payable, net (1)	\$ 4,597,967	4,418,144	\$ 4,596,140	\$ 4,601,479
Mortgages payable, net (2)	\$ 499,355	494,366	\$ 882,787	\$ 881,427

- (1) The Company determined that the valuation of its Senior Unsecured Notes were classified within Level 2 of the fair value hierarchy and its Credit Facility was classified within Level 3 of the fair value hierarchy. The estimated fair value amounts classified as Level 2 as of March 31, 2018 and December 31, 2017, were \$4.4 billion and \$4.6 billion, respectively. The estimated fair value amounts classified as Level 3 as of March 31, 2018 and December 31, 2017, were \$2.2 million and \$1.9 million, respectively.
- (2) The Company determined that its valuation of Mortgages payable, net was classified within Level 3 of the fair value hierarchy.

[Table of Contents](#)

The Company has certain financial instruments that must be measured under the FASB's Fair Value Measurements and Disclosures guidance, including available for sale securities. The Company currently does not have non-financial assets and non-financial liabilities that are required to be measured at fair value on a recurring basis.

The tables below present the Company's financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2018 and December 31, 2017, aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands):

	Balance at March 31, 2018	Level 1	Level 2	Level 3
Assets:				
Marketable equity securities	\$ 10,334	\$ 10,334	\$ -	\$ -
Liabilities:				
Interest rate swaps	\$ 66	\$ -	\$ 66	\$ -

	Balance at December 31, 2017	Level 1	Level 2	Level 3
Assets:				
Marketable equity securities	\$ 11,936	\$ 11,936	\$ -	\$ -
Liabilities:				
Interest rate swaps	\$ 344	\$ -	\$ 344	\$ -

Assets measured at fair value on a non-recurring basis during the three months ended March 31, 2018 and the year ended December 31, 2017, are as follows (in thousands):

	Balance at March 31, 2018	Level 1	Level 2	Level 3
Real estate	\$ 104,850	\$ -	\$ -	\$ 104,850
Investments in real estate joint ventures (1)	\$ 62,429	\$ -	\$ -	\$ 62,429

	Balance at December 31, 2017	Level 1	Level 2	Level 3
Real estate	\$ 108,313	\$ -	\$ -	\$ 108,313

(1) Fair value measurement as of date of deconsolidation. See Footnotes 3 and 5 to the Notes to the Company's Condensed Consolidated Financial Statements for further detail and discussion.

During the three months ended March 31, 2018 and 2017, the Company recognized impairment charges related to adjustments to property carrying values of \$7.6 million and \$1.6 million, respectively. The Company's estimated fair values of these properties were primarily based upon estimated sales prices from signed contracts or letters of intent from third party offers for which the Company does not have access to the unobservable inputs used to determine these estimated fair values. Based on these inputs, the Company determined that its valuation of these investments was classified within Level 3 of the fair value hierarchy. (See Footnote 3 to the Notes to the Company's Condensed Consolidated Financial Statements for additional discussion regarding impairment charges).

13. Preferred Stock and Common Stock

The Company's outstanding Preferred Stock is detailed below:

As of March 31, 2018							
Class of Preferred Stock	Shares Authorized	Shares Issued and Outstanding	Liquidation Preference (in thousands)	Dividend Rate	Annual Dividend per Depository Share	Par Value	Optional Redemption Date
Class I	18,400	7,000	\$ 175,000	6.000%	\$ 1.50000	\$ 1.00	3/20/2017
Class J	9,000	9,000	225,000	5.500%	\$ 1.37500	\$ 1.00	7/25/2017
Class K	8,050	7,000	175,000	5.625%	\$ 1.40625	\$ 1.00	12/7/2017
Class L	10,350	9,000	225,000	5.125%	\$ 1.28125	\$ 1.00	8/16/2022
Class M (1)	10,580	10,580	264,500	5.250%	\$ 1.31250	\$ 1.00	12/20/2022
		<u>42,580</u>	<u>\$ 1,064,500</u>				

(1) During January 2018, the underwriting financial institutions for the Class M issuance elected to exercise the over-allotment option and as a result, the Company issued an additional 1,380,000 Class M Depository Shares, each representing a one-thousandth fractional interest in a share of the Company's 5.250% Class M Cumulative Redeemable Preferred Stock, \$1.00 par value per share. The Company received net proceeds before expenses of \$33.4 million from this over-allotment issuance.

As of December 31, 2017

Class of Preferred Stock	Shares Authorized	Shares Issued and Outstanding	Liquidation Preference (in thousands)	Dividend Rate	Annual Dividend per Depository Share	Par Value	Optional Redemption Date
Class I	18,400	7,000	\$ 175,000	6.000%	\$ 1.50000	\$ 1.00	3/20/2017
Class J	9,000	9,000	225,000	5.500%	\$ 1.37500	\$ 1.00	7/25/2017
Class K	8,050	7,000	175,000	5.625%	\$ 1.40625	\$ 1.00	12/7/2017
Class L	10,350	9,000	225,000	5.125%	\$ 1.28125	\$ 1.00	8/16/2022
Class M	10,580	9,200	230,000	5.250%	\$ 1.31250	\$ 1.00	12/20/2022
		41,200	\$ 1,030,000				

During February 2018, the Company's Board of Directors authorized a share repurchase program, pursuant to which the Company may repurchase shares of its common stock, par value \$0.01 per share, with an aggregate gross purchase price of up to \$300.0 million. During the three months ended March 31, 2018, the Company repurchased 1,600,000 shares for aggregate purchase price of \$24.3 million. As of March 31, 2018, the Company had \$275.7 million available under this common share repurchase program.

14. Supplemental Schedule of Non-Cash Investing / Financing Activities

The following schedule summarizes the non-cash investing and financing activities of the Company for the three months ended March 31, 2018 and 2017 (in thousands):

	2018	2017
Disposition of real estate interests by foreclosure of debt	\$ 7,444	\$ -
Forgiveness of debt due to foreclosure	\$ 12,415	\$ -
Surrender of restricted common stock	\$ 3,374	\$ 4,991
Declaration of dividends paid in succeeding period	\$ 132,209	\$ 124,680
Capital expenditures accrual	\$ 84,932	\$ 34,386
Deemed contribution from noncontrolling interest	\$ -	\$ 10,000
Consolidation of Joint Ventures:		
Increase in real estate and other assets	\$ -	\$ 15,061
Increase in mortgages payable, other liabilities and noncontrolling interests	\$ -	\$ 1,270
Deconsolidation of Joint Ventures:		
Decrease in real estate and other assets	\$ 300,299	\$ -
Increase in investments in and advances to real estate joint ventures	\$ 62,429	\$ -
Decrease in mortgages payable, other liabilities and noncontrolling interests	\$ 248,274	\$ -

15. Incentive Plans

The Company accounts for equity awards in accordance with FASB's Compensation – Stock Compensation guidance which requires that all share based payments to employees, including grants of employee stock options, restricted stock and performance shares, be recognized in the Condensed Consolidated Statements of Income over the service period based on their fair values. Fair value is determined, depending on the type of award, using either the Black-Scholes option pricing formula or the Monte Carlo method for performance shares, both of which are intended to estimate the fair value of the awards at the grant date. Fair value of restricted shares is calculated based on the price on the date of grant.

The Company recognized expenses associated with its equity awards of \$5.2 million and \$9.6 million for the three months ended March 31, 2018 and 2017, respectively. As of March 31, 2018, the Company had \$42.3 million of total unrecognized compensation cost related to unvested stock compensation granted under the Plans. That cost is expected to be recognized over a weighted average period of approximately 3.3 years.

16. Accumulated Other Comprehensive Income

In accordance with the adoption of ASU 2016-01, the Company recorded a cumulative-effect adjustment of \$1.1 million to beginning retained earnings as of January 1, 2018, which is reflected in Cumulative distributions in excess of net income on the Company's Condensed Consolidated Statements of Changes in Equity, to reclassify unrealized losses previously reported in AOCI for available-for-sale marketable securities (See Footnotes 2 and 9 to the Notes to the Company's Condensed Consolidated Financial Statements for additional disclosure).

The following tables display the change in the components of accumulated other comprehensive income for the three months ended March 31, 2018 and 2017 (in thousands):

	Unrealized Loss on Interest Rate Swaps
Balance as of January 1, 2018, as adjusted	\$ (344)
Other comprehensive income before reclassifications	278
Amounts reclassified from AOCI	-
Net current-period other comprehensive income	
Balance as of March 31, 2018	\$ (66)

	Foreign Currency Translation Adjustments	Unrealized Gains Related to Available- for-Sale Securities	Unrealized Loss on Interest Rate Swaps	Total
Balance as of January 1, 2017	\$ 6,335	\$ 406	\$ (975)	\$ 5,766
Other comprehensive income before reclassifications	503	28	188	719
Amounts reclassified from AOCI	-	-	-	-
Net current-period other comprehensive income	503	28	188	719
Balance as of March 31, 2017	<u>\$ 6,838</u>	<u>\$ 434</u>	<u>\$ (787)</u>	<u>\$ 6,485</u>

17. Earnings Per Share

The following table sets forth the reconciliation of earnings and the weighted average number of shares used in the calculation of basic and diluted earnings per share (amounts presented in thousands except per share data):

	Three Months Ended March 31,	
	2018	2017
<i>Computation of Basic and Diluted Earnings Per Share:</i>		
Net income available to the Company's common shareholders	\$ 129,501	\$ 65,178
Earnings attributable to participating securities	(599)	(531)
Net income available to the Company's common shareholders for basic earnings per share	128,902	64,647
Distributions on convertible units	244	-
Net income available to the Company's common shareholders for diluted earnings per share	<u>\$ 129,146</u>	<u>\$ 64,647</u>
Weighted average common shares outstanding – basic	423,404	423,381
Effect of dilutive securities (1):		
Equity awards	287	765
Assumed conversion of convertible units	830	-
Weighted average common shares outstanding – diluted	<u>424,521</u>	<u>424,146</u>
Net income available to the Company's common shareholders:		
Basic earnings per share	<u>\$ 0.30</u>	<u>\$ 0.15</u>
Diluted earnings per share	<u>\$ 0.30</u>	<u>\$ 0.15</u>

- (1) The effect of the assumed conversion of certain convertible units had an anti-dilutive effect upon the calculation of Income from continuing operations per share. Accordingly, the impact of such conversions has not been included in the determination of diluted earnings per share calculations. Additionally, there were 3.3 million and 3.4 million stock options that were not dilutive as of March 31, 2018 and 2017, respectively, and 1.9 million shares of restricted stock that were not dilutive as of March 31, 2018.

The Company's unvested restricted share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the unvested restricted share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted share awards based on dividends declared and the unvested restricted shares' participation rights in undistributed earnings.

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

Forward-Looking Statements

This Quarterly Report on Form 10-Q, together with other statements and information publicly disseminated by Kimco Realty Corporation (the "Company") contains certain 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. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with the safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe the Company's future plans, strategies and expectations, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," "will," "target," "forecast" or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company's control and could materially affect actual results, performances or achievements. Factors which may cause actual results to differ materially from current expectations include, but are not limited to (i) general adverse economic and local real estate conditions, (ii) the inability of major tenants to continue paying their rent obligations due to bankruptcy, insolvency or a general downturn in their business, (iii) financing risks, such as the inability to obtain equity, debt or other sources of financing or refinancing on favorable terms to the Company, (iv) the Company's ability to raise capital by selling its assets, (v) changes in governmental laws and regulations and management's ability to estimate the impact of such changes, (vi) the level and volatility of interest rates and foreign currency exchange rates and managements' ability to estimate the impact thereof, (vii) risks related to the Company's international operations, (viii) the availability of suitable acquisition, disposition, development and redevelopment opportunities, and risks related to acquisitions not performing in accordance with our expectations, (ix) valuation and risks related to the Company's joint venture and preferred equity investments, (x) valuation of marketable securities and other investments, (xi) increases in operating costs, (xii) changes in the dividend policy for the Company's common and preferred stock and the Company's ability to pay dividends at current levels, (xiii) the reduction in the Company's income in the event of multiple lease terminations by tenants or a failure by multiple tenants to occupy their premises in a shopping center, (xiv) impairment charges, (xv) unanticipated changes in the Company's intention or ability to prepay certain debt prior to maturity and/or hold certain securities until maturity and (xvi) the risks and uncertainties identified under Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year-ended December 31, 2017. Accordingly, there is no assurance that the Company's expectations will be realized. The Company disclaims any intention or obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to refer to any further disclosures the Company makes or related subjects in the Company's Current Reports on Form 8-K that the Company files with the Securities and Exchange Commission ("SEC").

The following discussion should be read in conjunction with the accompanying Condensed Consolidated Financial Statements and Notes thereto. These unaudited financial statements include 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.

Executive Overview

Kimco Realty Corporation, a Maryland corporation, is one of North America's largest publicly traded owners and operators of open-air shopping centers. The terms "Kimco," the "Company," "we," "our" and "us" each refer to Kimco Realty Corporation and our subsidiaries, unless the context indicates otherwise. The Company's mission is to create destinations for everyday living that inspire a sense of community and deliver value to our many stakeholders.

The Company is a self-administered real estate investment trust ("REIT") and has owned and operated open-air shopping centers for 60 years. The Company has not engaged, nor does it expect to retain, any REIT advisors in connection with the operation of its properties. As of March 31, 2018, the Company had interests in 475 shopping center properties (the "Combined Shopping Center Portfolio"), aggregating 80.7 million square feet of gross leasable area ("GLA"), located in 29 states and Puerto Rico. In addition, the Company had 331 other property interests, primarily through the Company's preferred equity investments and other real estate investments, totaling 5.5 million square feet of GLA. The Company's ownership interests in real estate consist of its consolidated portfolio and portfolios where the Company owns an economic interest, such as properties in the Company's investment real estate management programs, where the Company partners with institutional investors and also retains management.

The Company's operating strategies are to (i) own and operate its shopping center properties at their highest potential through maximizing and maintaining rental income and occupancy levels, (ii) attract local area customers to its shopping centers, which offer day-to-day necessities rather than high-priced luxury items, and (iii) maintain a strong balance sheet.

The Company's investment strategy is to invest capital into high quality assets which are concentrated in major metro markets that provide opportunity for growth while disposing of lesser quality assets in more undesirable locations. Through this strategy, the Company has steadily progressed in its transformation of its portfolio and will continue these efforts as deemed necessary to maximize the quality and growth of its portfolio. The properties acquired are primarily located in major metro areas allowing tenants to generate higher foot traffic resulting in higher sales volume. The Company believes that this will enable it to maintain higher occupancy levels, rental rates and rental growth.

Table of Contents

The Company's investment strategy also includes the retail re-tenancing, renovation and expansion of its existing centers and acquired centers. The Company may selectively acquire established income-producing real estate properties and properties requiring significant re-tenancing and redevelopment, primarily in geographic regions in which the Company presently operates. Additionally, the Company may selectively acquire land parcels in its key markets for real estate development projects for long-term investment. The Company may consider investments in other real estate sectors and in geographic markets where it does not presently operate should suitable opportunities arise. The Company also continues to simplify its business by reducing the number of joint venture investments and pursuing redevelopment opportunities to increase overall value within its portfolio.

As part of the Company's investment strategy each property is evaluated for its highest and best use, which may include residential and mixed-use components. In addition, the Company may consider other opportunistic investments related to retailer controlled real estate such as, repositioning underperforming retail locations, retail real estate financing and bankruptcy transaction support. The Company has an active capital recycling program which provides for the disposition of certain properties. If the Company accepts sales prices for any of these assets that are less than their net carrying values, the Company would be required to take impairment charges and such amounts could be material.

Results of Operations

Comparison of the three months ended March 31, 2018 and 2017

The following table presents the comparative results from the Company's Condensed Consolidated Statements of Income for the three months ended March 31, 2018, as compared to the corresponding period in 2017 (in thousands, except per share data):

	Three Months Ended March 31,		
	2018	2017	\$ Change
Revenues			
Revenues from rental properties	\$ 230,415	\$ 227,711	\$ 2,704
Reimbursement income	63,716	58,129	5,587
Other rental property income	5,586	3,551	2,035
Management and other fee income	4,361	4,197	164
Operating expenses			
Rent (1)	(2,818)	(2,783)	(35)
Real estate taxes	(40,434)	(38,269)	(2,165)
Operating and maintenance (2)	(43,331)	(42,574)	(757)
General and administrative (3)	(22,398)	(22,230)	(168)
Provision for doubtful accounts	(2,131)	(1,404)	(727)
Impairment charges	(7,646)	(1,617)	(6,029)
Depreciation and amortization	(81,382)	(92,074)	10,692
Other income/(expense)			
Other income, net	6,179	1,273	4,906
Interest expense	(49,943)	(46,482)	(3,461)
(Provision)/benefit for income taxes, net	(52)	493	(545)
Equity in income of joint ventures, net	16,913	14,733	2,180
Gain on change in control of interests	-	10,188	(10,188)
Equity in income of other real estate investments, net	9,976	3,687	6,289
Gain on sale of operating properties/change in control of interests	56,971	1,686	55,285
Net loss/(income) attributable to noncontrolling interests	108	(1,482)	1,590
Preferred dividends	(14,589)	(11,555)	(3,034)
Net income available to the Company's common shareholders	<u>\$ 129,501</u>	<u>\$ 65,178</u>	<u>\$ 64,323</u>
Net income available to the Company:			
Diluted per common share	<u>\$ 0.30</u>	<u>\$ 0.15</u>	<u>\$ 0.15</u>

- (1) Rent expense relates to ground lease payments for which the Company is the lessee.
- (2) Operating and maintenance expense consists of property related costs including repairs and maintenance costs, roof repair, landscaping, parking lot repair, snow removal, utilities, property insurance costs, security, personnel costs related to property management services and various other property related expenses.
- (3) General and administrative costs include employee-related expenses (including salaries, bonuses, equity awards, benefits, severance costs and payroll taxes but excluding property management personnel), professional fees, office rent, travel expense and other company-specific expenses.

The following describes the activity of certain line items from the Company's Condensed Consolidated Statements of Income, which it believes represent items that significantly changed during the three months ended March 31, 2018, as compared to the corresponding period in 2017:

Revenue from rental properties - The increase in Revenues from rental properties of \$2.7 million is primarily from the combined effect of (i) the acquisition and consolidation of operating properties during 2017, providing incremental revenues for the three months ended March 31, 2018, of \$10.1 million, as compared to the corresponding period in 2017, partially offset by (ii) a decrease in revenues of \$7.4 million from properties sold during 2018 and 2017.

[Table of Contents](#)

Reimbursement income - The increase in Reimbursement income of \$5.6 million is primarily from the combined effect of (i) increased occupancy rates, nature and timing of spending and net growth in recovery rates for the current portfolio, providing incremental revenues for the three months ended March 31, 2018, of \$4.2 million, as compared to the corresponding period in 2017, and (ii) the acquisition and consolidation of operating properties during 2017, providing incremental revenues for the three months ended March 31, 2018, of \$2.9 million, as compared to the corresponding period in 2017, partially offset by (iii) a decrease in revenues of \$1.5 million from properties sold during 2018 and 2017.

Impairment charges - During the three months ended March 31, 2018 and 2017, the Company recognized impairment charges related to adjustments to property carrying values of \$7.6 million and \$1.6 million, respectively, for which the Company's estimated fair values were primarily based upon signed contracts or letters of intent from third party offers. These adjustments to property carrying values were recognized in connection with the Company's efforts to market certain properties and management's assessment as to the likelihood and timing of such potential transactions. Certain of the calculations to determine fair value utilized unobservable inputs and as such are classified as Level 3 of the fair value hierarchy.

Depreciation and amortization - The decrease in Depreciation and amortization of \$10.7 million is primarily due to (i) a decrease of \$10.1 million related to the acceleration of depreciable lives of assets within the Company's redevelopment projects during the three months ended March 31, 2018 as compared to the corresponding period in 2017 and (ii) a decrease of \$4.5 million resulting from property dispositions and tenant vacates in 2018 and 2017, partially offset by (iii) an increase of \$3.9 million related to the acquisition/consolidation of operating properties during 2017.

Other income, net - The increase in Other income, net of \$4.9 million is primarily due to (i) the recognition of gain on forgiveness of debt of \$4.3 million and relief of accrued interest of \$3.4 million resulting from the foreclosure of an encumbered property during 2018, partially offset by (ii) a decrease of \$1.5 million due to a net loss on available-for-sale marketable securities during the three months ended March 31, 2018, and (iii) a decrease of \$0.8 million due to foreign currency losses during the three months ended March 31, 2018, as compared to the corresponding period in 2017.

Interest expense - The increase in Interest expense of \$3.5 million is primarily the result of higher levels of borrowings during the three months ended March 31, 2018, as compared to the corresponding period in 2017, primarily related to the acquisition/consolidation of two encumbered operating properties during 2017.

Gain on change in control of interests - During the three months ended March 31, 2017, the Company acquired, in separate transactions, a controlling interest in two operating properties from certain joint venture partners in which the Company had noncontrolling interests. As a result of these transactions, the Company recorded an aggregate gain on change in control of interests of \$10.2 million related to the fair value adjustment associated with its previously held equity interest in these operating properties.

Equity in income of other real estate investments, net - The increase in Equity in income of other real estate investments, net of \$6.3 million is primarily due to an increase in profit participation from capital transactions related to Company's Preferred Equity Program during 2018, as compared to the corresponding period in 2017.

Gain on sale of operating properties/change in control of interests - During the three months ended March 31, 2018, the Company disposed of 19 operating properties and one out-parcel, in separate transactions, for an aggregate sales price of \$202.5 million. These transactions resulted in (i) an aggregate gain of \$50.2 million and (ii) aggregate impairment charges of \$2.4 million. In addition, during March 2018, the Company sold a portion of its investment in a consolidated operating property to its partner and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity and as such, recognized a gain on change in control of \$6.8 million. During the three months ended March 31, 2017, the Company disposed of four consolidated operating properties and two out-parcels, in separate transactions, for an aggregate sales price of \$57.8 million. These transactions resulted in (i) an aggregate gain of \$1.7 million and (ii) aggregate impairment charges of \$1.2 million.

Preferred dividends - The increase in Preferred dividends of \$3.0 million is primarily due to the issuances of Class L Preferred Stock and Class M Preferred Stock, partially offset by the partial redemption of Class I Preferred Stock for the three months ended March 31, 2018, as compared to the corresponding period in 2017.

Net income available to the Company's common shareholders and Diluted earnings per share - Net income available to the Company's common shareholders was \$129.5 million for the three months ended March 31, 2018, as compared to \$65.2 million for the three months ended March 31, 2017. On a diluted per share basis, net income available to the Company for the three months ended March 31, 2018, was \$0.30 as compared to \$0.15 for the three months ended March 31, 2017. These changes are primarily attributable to (i) incremental earnings due to the acquisition of operating properties during 2017, as well as increased profitability from the Company's operating properties, (ii) an increase in gains on sale of operating properties, including gain on change in control related to one property, (iii) a decrease in depreciation and amortization, (iv) an increase in equity in income of other real estate investments, net, and (v) an increase in other income, net, partially offset by (vi) a decrease from gain on change in control of interests, (vii) an increase in impairment charges of operating properties, (viii) an increase in interest expense and (ix) an increase in preferred dividends.

Table of Contents

Tenant Concentration

The Company seeks to reduce its operating and leasing risks through diversification achieved by the geographic distribution of its properties and a large tenant base. At March 31, 2018, the Company's five largest tenants were TJX Companies, Home Depot, Ahold Delhaize USA, Bed Bath & Beyond and Ross Stores, which represented 3.8%, 2.6%, 2.2%, 1.8% and 1.8%, respectively, of the Company's annualized base rental revenues, including the proportionate share of base rental revenues from properties in which the Company has less than a 100% economic interest.

Liquidity and Capital Resources

The Company's capital resources include accessing the public debt and equity capital markets, mortgage and construction loan financing, and immediate access to an unsecured revolving credit facility (the "Credit Facility") with bank commitments of \$2.25 billion which can be increased to \$2.75 billion through an accordion feature.

The Company's cash flow activities are summarized as follows (in millions):

	Three Months Ended March 31,	
	2018	2017
Cash and cash equivalents, beginning of the period	\$ 238,513	\$ 142,486
Net cash flow provided by operating activities	192,279	157,052
Net cash flow provided by/ (used for) investing activities	79,426	(65,375)
Net cash flow used for financing activities	(291,905)	(66,709)
Change in cash and cash equivalents	(20,200)	24,968
Cash and cash equivalents, end of the period	\$ 218,313	\$ 167,454

Operating Activities

The Company anticipates that cash on hand, cash flows from operations, borrowings under its Credit Facility, and the issuance of equity and public debt, as well as other debt and equity alternatives, will provide the necessary capital required by the Company.

Cash flows provided by operating activities for the three months ended March 31, 2018, was \$192.3 million, as compared to \$157.1 million for the comparable period in 2017. The increase of \$35.2 million is primarily attributable to:

- the acquisition of operating properties during 2017;
- new leasing, expansion and re-tenanting of core portfolio properties;
- an increase in operational distributions from the Company's joint venture programs; and
- changes in operating assets and liabilities due to timing of receipts and payments; partially offset by
- an increase in interest expense.

During the three months ended March 31, 2018 and 2017, the Company capitalized personnel costs of \$2.9 million and \$3.0 million, respectively, relating to deferred leasing costs.

Investing Activities

Cash flows provided by investing activities was \$79.4 million for 2018, as compared to cash flows used for investing activities of \$65.4 million for 2017. Investing activities during 2018 consisted primarily of:

Cash inflows:

- \$184.6 million in proceeds from the sale of 19 consolidated operating properties, one out-parcel and four land parcels.

Cash outflows:

- \$95.3 million for improvements to operating real estate related to the Company's active redevelopment pipeline and improvements to real estate under development;
- \$7.9 million for acquisition of operating real estate and other related net assets, including one land parcel, and acquisition of real estate under development related to one development project; and
- \$5.9 million for investments in and advances to real estate joint ventures, primarily related to a redevelopment projects at properties within the Company's joint venture portfolio.

Investing activities during 2017 consisted primarily of:

Cash inflows:

- \$56.5 million in proceeds from the sale of operating properties related to four consolidated operating properties and two out-parcels; and
- \$17.3 million in reimbursements of investments in and advances to real estate joint ventures, primarily related to disposition of properties within the joint venture portfolio, and reimbursements of investments and advances to other real estate investments.

Table of Contents

Cash outflows:

- \$74.5 million for improvements to operating real estate related to the Company's active redevelopment pipeline and improvements to real estate under development;
- \$48.4 million for acquisition of operating real estate and other related net assets, including three consolidated operating properties and a parcel, and acquisition of real estate under development related to a development project; and
- \$16.9 million for investments in and advances to real estate joint ventures, primarily related to a redevelopment project in one joint venture and the repayment of a mortgage in another joint venture.

Acquisitions of Operating Real Estate and Other Related Net Assets-

During the three months ended March 31, 2018 and 2017, the Company expended \$3.3 million and \$38.4 million, respectively, towards the acquisition of operating real estate properties and parcels adjacent to operating real estate properties. The Company continues to transform the quality of its portfolio by disposing of lesser quality assets and acquiring larger, higher quality properties in key markets identified by the Company. The Company anticipates spending up to \$50.0 million towards the acquisition of operating properties during 2018, if suitable opportunities arise. The Company intends to fund these acquisitions with proceeds from property dispositions.

Improvements to Operating Real Estate-

During the three months ended March 31, 2018 and 2017, the Company expended \$40.4 million and \$30.1 million, respectively, towards improvements to operating real estate. These amounts consist of the following (in thousands):

	Three Months Ended March 31,	
	2018	2017
Redevelopment and renovations	\$ 28,477	\$ 24,034
Tenant improvements and tenant allowances	9,851	4,075
Other	2,056	1,944
Total improvements (1)	<u>\$ 40,384</u>	<u>\$ 30,053</u>

- (1) During the three months ended March 31, 2018 and 2017, the Company capitalized payroll of \$0.9 million and \$0.8 million, respectively, and capitalized interest of \$0.7 million and \$0.5 million, respectively, in connection with the Company's improvements to operating real estate.

The Company has an ongoing program to redevelop and re-tenant its properties to maintain or enhance its competitive position in the marketplace. The Company is actively pursuing redevelopment opportunities within its operating portfolio which it believes will increase the overall value by bringing in new tenants and improving the assets' value. The Company has identified three categories of redevelopment, (i) large scale redevelopment, which involves demolishing and building new square footage, (ii) value creation redevelopment, which includes the subdivision of large anchor spaces into multiple tenant layouts, and (iii) creation of out-parcels and pads located in the front of the shopping center properties. The Company anticipates its capital commitment toward these redevelopment projects and re-tenanting efforts during 2018 will be approximately \$225.0 million to \$300.0 million. The funding of these capital requirements will be provided by proceeds from property dispositions, cash flow from operating activities, construction financing, where applicable, and availability under the Company's Credit Facility.

Real Estate Under Development-

The Company is engaged in select real estate development projects, which are expected to be held as long-term investments. As of March 31, 2018, the Company had in progress a total of four active real estate development projects and two additional projects held for future development. During the three months ended March 31, 2018 and 2017, the Company expended \$54.9 million and \$44.4 million, respectively, towards improvements to real estate under development. The Company capitalized (i) interest of \$3.0 million and \$2.4 million, (ii) real estate taxes, insurance and legal costs of \$0.7 million and \$0.8 million and (iii) payroll of \$0.4 million and \$1.3 million during the three months ended March 31, 2018 and 2017, respectively, in connection with these real estate development projects. The Company anticipates the total remaining costs to complete these four active projects to be approximately \$175.0 million to \$250.0 million. The Company anticipates its capital commitment toward these development projects during 2018 will be approximately \$150.0 million to \$225.0 million. The funding of these capital requirements will be provided by proceeds from property dispositions, cash flow from operating activities and availability under the Company's Credit Facility.

[Table of Contents](#)

[Financing Activities](#)

Cash flow used for financing activities was \$291.9 million for 2018, as compared to \$66.7 million for 2017. Financing activities during 2018 primarily consisted of the following:

Cash inflows:

- \$33.1 million in proceeds from issuance of Class M Preferred Stock relating to the exercise of the over-allotment option.

Cash outflows:

- \$165.0 million for principal payments on debt (related to the repayment of debt on two encumbered properties), including normal amortization on rental property debt;
- \$130.2 million of dividends paid;
- \$24.3 million for the repurchase of common stock; and
- \$5.0 million for conversion/distribution of noncontrolling interests, primarily related to the redemption of certain partnership units by consolidated subsidiaries.

Financing activities during 2017 primarily consisted of:

Cash inflows:

- \$400.0 million in proceeds from issuance of Senior Unsecured Notes.

Cash outflows:

- \$250.0 million for repayment of unsecured term loan;
- \$126.3 million of dividends paid;
- \$63.6 million for principal payments on debt, including normal amortization on rental property debt;
- \$15.0 million for repayments under unsecured revolving credit facility, net; and
- \$9.9 million for financing origination costs, primarily related to costs associated with the issuance of Senior Unsecured Notes.

The Company continually evaluates its debt maturities, and, based on management's current assessment, believes it has viable financing and refinancing alternatives that will not materially adversely impact its expected financial results. The Company continues to pursue borrowing opportunities with large commercial U.S. and global banks, select life insurance companies and certain regional and local banks. The Company has noticed a continuing trend that, although pricing remains dependent on specific deal terms, generally spreads for non-recourse mortgage financing has stabilized and the unsecured debt markets are functioning well and credit spreads are at manageable levels.

Debt maturities for the remainder of 2018 consist of: \$10.9 million of consolidated debt; \$193.5 million of unconsolidated joint venture debt; and \$5.9 million of debt on properties included in the Company's Preferred Equity Program, assuming the utilization of extension options where available. The 2018 consolidated debt maturities are anticipated to be repaid with operating cash flows, borrowings from the Company's Credit Facility and debt refinancing where applicable. The 2018 debt maturities on properties in the Company's unconsolidated joint ventures and Preferred Equity Program are anticipated to be repaid through operating cash flows, debt refinancing, unsecured credit facilities, proceeds from sales or partner capital contributions, as deemed appropriate.

The Company intends to maintain strong debt service coverage and fixed charge coverage ratios as part of its commitment to maintain its investment-grade senior, unsecured debt ratings. The Company may, from time-to-time, seek to obtain funds through additional common and preferred equity offerings, unsecured debt financings and/or mortgage/construction loan financings and other capital alternatives.

Since the completion of the Company's IPO in 1991, the Company has utilized the public debt and equity markets as its principal source of capital for its expansion needs. Since the IPO, the Company has completed additional offerings of its public unsecured debt and equity, raising in the aggregate over \$13.8 billion. Proceeds from public capital market activities have been used for the purposes of, among other things, repaying indebtedness, acquiring interests in open-air shopping centers, funding real estate under development projects, expanding and improving properties in the portfolio and other investments.

During February 2018, the Company filed a shelf registration statement on Form S-3, which is effective for a term of three years, for the future unlimited offerings, from time-to-time, of debt securities, preferred stock, depositary shares, common stock and common stock warrants. The Company, pursuant to this shelf registration statement may, from time-to-time, offer for sale its senior unsecured debt for any general corporate purposes, including (i) funding specific liquidity requirements in its business, including property acquisitions, development and redevelopment costs and (ii) managing the Company's debt maturities.

Preferred Stock-

During January 2018, the underwriting financial institutions for the Class M issuance elected to exercise the over-allotment option and as a result, the Company issued an additional 1,380,000 Class M Depositary Shares, each representing a one-thousandth fractional interest in a share of the Company's 5.250% Class M Cumulative Redeemable Preferred Stock, \$1.00 par value per share. The Company received net proceeds before expenses of \$33.4 million from this over-allotment issuance.

[Table of Contents](#)

Share Repurchase Program –

During February 2018, the Company's Board of Directors authorized a share repurchase program, pursuant to which the Company may repurchase shares of its common stock, par value \$0.01 per share, with an aggregate gross purchase price of up to \$300.0 million. During the three months ended March 31, 2018, the Company repurchased 1,600,000 shares for aggregate purchase price of \$24.3 million. As of March 31, 2018, the Company had \$275.7 million available under this common share repurchase program.

Senior Notes –

The Company's supplemental indenture governing its senior notes contains the following covenants, all of which the Company is compliant with:

Covenant	Must Be	As of 3/31/18
Consolidated Indebtedness to Total Assets	<65%	38%
Consolidated Secured Indebtedness to Total Assets	<40%	4%
Consolidated Income Available for Debt Service to Maximum Annual Service Charge	>1.50x	5.5x
Unencumbered Total Asset Value to Consolidated Unsecured Indebtedness	>1.50x	2.6x

For a full description of the various indenture covenants refer to the Indenture dated September 1, 1993; the First Supplemental Indenture dated August 4, 1994; the Second Supplemental Indenture dated April 7, 1995; the Third Supplemental Indenture dated June 2, 2006; the Fourth Supplemental Indenture dated April 26, 2007; the Fifth Supplemental Indenture dated as of September 24, 2009; the Sixth Supplemental Indenture dated as of May 23, 2013; and the Seventh Supplemental Indenture dated as of April 24, 2014, each as filed with the SEC. See the Exhibits Index to our Annual Report on Form 10-K for the year ended December 31, 2017 for specific filing information.

Credit Facility -

The Company has a \$2.25 billion unsecured revolving credit facility (the "Credit Facility") with a group of banks, which is scheduled to expire in March 2021, with two additional six-month options to extend the maturity date, at the Company's discretion, to March 2022. This Credit Facility, which accrues interest at a rate of LIBOR plus 87.5 basis points (2.49% as of March 31, 2018), can be increased to \$2.75 billion through an accordion feature. In addition, the Credit Facility includes a \$500.0 million sub-limit which provides the Company the opportunity to borrow in alternative currencies including Canadian Dollars, British Pounds Sterling, Japanese Yen or Euros. Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to covenants requiring the maintenance of (i) maximum leverage ratios on both unsecured and secured debt and (ii) minimum interest and fixed coverage ratios. As of March 31, 2018, the Credit Facility had a balance of CAD 10.0 million (USD \$7.7 million) outstanding and \$0.5 million appropriated for letters of credit.

Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to maintenance of various covenants. The Company is currently in compliance with these covenants. The financial covenants for the Credit Facility are as follows:

Covenant	Must Be	As of 3/31/18
Total Indebtedness to Gross Asset Value ("GAV")	<60%	37%
Total Priority Indebtedness to GAV	<35%	3%
Unencumbered Asset Net Operating Income to Total Unsecured Interest Expense	>1.75x	4.2x
Fixed Charge Total Adjusted EBITDA to Total Debt Service	>1.50x	2.9x

For a full description of the Credit Facility's covenants refer to the Amended and Restated Credit Agreement dated as of February 1, 2017, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 30, 2017.

Mortgages Payable –

During the three months ended March 31, 2018, the Company (i) deconsolidated \$206.0 million of individual non-recourse mortgage debt relating to an operating property for which the Company no longer has a controlling interest in and (ii) repaid \$161.9 million of maturing mortgage debt (including fair market value adjustments of \$0.4 million) that encumbered two operating properties.

Additionally, during the three months ended March 31, 2018, the Company disposed of an encumbered property through foreclosure. The transaction resulted in a net decrease in mortgage debt of \$12.4 million. In addition, the Company recognized a gain on forgiveness of debt of \$4.3 million and relief of accrued interest of \$3.4 million, both of which are included in Other income, net in the Company's Condensed Consolidated Statements of Income.

In addition to the public equity and debt markets as capital sources, the Company may, from time-to-time, obtain mortgage financing on selected properties and construction loans to partially fund the capital needs of its real estate development projects. As of March 31, 2018, the Company had over 355 unencumbered property interests in its portfolio.

Dividends –

In connection with its intention to continue to qualify as a REIT for federal income tax purposes, the Company expects to continue paying regular dividends to its stockholders. These dividends will be paid from operating cash flows. The Company's Board of Directors will continue to evaluate the Company's dividend policy on a quarterly basis as the Board of Directors monitors sources of capital and evaluates the impact of the economy and capital markets availability on operating fundamentals. Since cash used to pay dividends reduces amounts available for capital investment, the Company generally intends to maintain a conservative dividend payout ratio, reserving such amounts as it considers necessary for the expansion and renovation of shopping centers in its portfolio, debt reduction, the acquisition of interests in new properties and other investments as suitable opportunities arise and such other factors as the Board of Directors considers appropriate. Cash dividends paid for the three months ended March 31, 2018 and 2017 were \$130.2 million and \$126.3 million, respectively.

Although the Company receives substantially all of its rental payments on a monthly basis, it generally intends to continue paying dividends quarterly. Amounts accumulated in advance of each quarterly distribution will be invested by the Company in short-term money market or other suitable instruments. On January 30, 2018, the Company's Board of Directors declared a quarterly cash dividend of \$0.28 per common share payable to shareholders of record on April 3, 2018, which was paid on April 16, 2018. Additionally, on April 24, 2018, the Company's Board of Directors declared a quarterly cash dividend of \$0.28 per common share payable to shareholders of record on July 3, 2018, which is scheduled to be paid on July 16, 2018.

The Board of Directors declared quarterly dividends with respect to the Company's various classes of cumulative redeemable preferred shares (Class I, J, K and L) and an initial dividend with respect to the Company's Class M cumulative redeemable preferred shares, representing the period beginning on December 20, 2017. All dividends on the preferred shares were paid on April 16, 2018 to shareholders of record on April 3, 2018. Additionally, the Board of Directors also declared quarterly dividends with respect to the Company's various series of cumulative redeemable preferred shares (Class I, J, K, L and M). All dividends on the preferred shares are scheduled to be paid on July 16, 2018, to shareholders of record on July 2, 2018.

Hurricane Impact –

On September 20, 2017, Hurricane Maria struck Puerto Rico as a Category 4 hurricane which resulted in widespread damage, flooding, and power outages. The Company has interests in seven operating properties located throughout Puerto Rico, aggregating 2.2 million square feet of GLA, which were variously impacted by the hurricane. The Company maintains a comprehensive property insurance policy on these properties with total coverage of up to \$62.0 million, as well as business interruption insurance with coverage up to \$39.3 million in the aggregate, subject to a collective deductible of \$1.2 million.

The Company expects to collect property insurance proceeds (net of deductible) equal to the replacement cost of its damaged property, currently estimated to be approximately \$26.0 million. As of March 31, 2018, the Company has collected property insurance proceeds totaling \$10.0 million to date and has a remaining receivable balance of \$5.5 million, which is included in Other assets on the Company's Condensed Consolidated Balance Sheets. The Company expects that the final replacement cost claim will exceed the amount previously written off due to property damage (\$16.0 million) and that this excess amount will be recorded, net of the deductible, as income by the Company upon full settlement and collection of the casualty insurance claim.

The Company's business interruption insurance covers lost revenues as a result of the hurricane for a period of up to one year. After the expiration of one year following the loss, the policy has 365 days of extended period of indemnity which provides business interruption coverage in the event the properties have not fully recovered from the storm. As of March 31, 2018, the Company has collected business interruption claims totaling \$3.7 million to date from its insurance provider. The Company is still in the process of assessing current and future business interruption insurance losses and will submit insurance claims for its estimated losses under its business interruption insurance policy.

Other –

The Company is subject to taxes on its activities in Canada, Puerto Rico and Mexico. In general, under local country law applicable to the structures the Company has in place and applicable treaties, the repatriation of cash to the Company from its subsidiaries and joint ventures in Canada, Puerto Rico and Mexico generally are not subject to withholding tax. The Company is subject to and also includes in its tax provision non-U.S. income taxes on certain investments located in jurisdictions outside the U.S. These investments are held by the Company at the REIT level and not in the Company's taxable REIT subsidiary. Accordingly, the Company does not expect a U.S. income tax impact associated with the repatriation of undistributed earnings from the Company's foreign subsidiaries.

Funds From Operations

Funds From Operations (“FFO”) is a supplemental non-GAAP financial measure utilized to evaluate the operating performance of real estate companies. The National Association of Real Estate Investment Trusts (“NAREIT”) defines FFO as net income/(loss) available to the Company’s common shareholders computed in accordance with generally accepted accounting principles in the United States (“GAAP”), excluding (i) gains or losses from sales of operating real estate assets and change in control of interests, plus (ii) depreciation and amortization of operating properties and (iii) impairment of depreciable real estate and in substance real estate equity investments and (iv) after adjustments for unconsolidated partnerships and joint ventures calculated to reflect FFO on the same basis.

The Company presents FFO available to the Company’s common shareholders as it considers it an important supplemental measure of our operating performance and believes it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO available to the Company’s common shareholders when reporting results. Comparison of our presentation of FFO available to the Company’s common shareholders to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

The Company also presents FFO available to the Company’s common shareholders as adjusted as an additional supplemental measure as it believes it is more reflective of its core operating performance and provides investors and analysts an additional measure to compare the Company’s performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. FFO available to the Company’s common shareholders as adjusted is generally calculated by the Company as FFO available to the Company’s common shareholders excluding certain transactional income and expenses and non-operating impairments which management believes are not reflective of the results within the Company’s operating real estate portfolio.

FFO is a supplemental non-GAAP financial measure of real estate companies’ operating performances, which does not represent cash generated from operating activities in accordance with GAAP and therefore should not be considered an alternative for net income as a measure of liquidity. Our method of calculating FFO available to the Company’s common shareholders and FFO available to the Company’s common shareholders as adjusted may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The Company’s reconciliation of net income available to the Company’s common shareholders to FFO available to the Company’s common shareholders and FFO available to the Company’s common shareholders as adjusted for the three months ended March 31, 2018 and 2017, is as follows (in thousands, except per share data):

	Three Months Ended March 31,	
	2018	2017
Net income available to the Company’s common shareholders	\$ 129,501	\$ 65,178
Gain on sale of operating properties/change in control of interests	(56,971)	(1,098)
Gain on sale of joint venture operating properties/change in control of interests	(2,039)	(11,230)
Depreciation and amortization - real estate related	78,992	90,849
Depreciation and amortization - real estate joint ventures	9,284	9,540
Impairment of operating properties	7,646	2,595
Benefit for income taxes (2)	-	(39)
Noncontrolling interests (2)	(1,552)	(655)
FFO available to the Company’s common shareholders	164,861	155,140
Transactional (income)/expense:		
Profit participation from other real estate investments	(4,728)	-
Gain from land sales	(453)	(610)
Acquisition and demolition costs	-	275
Impairments on other investments	67	177
Severance costs	693	-
Gain on forgiveness of debt	(4,274)	-
Noncontrolling interests (3)	136	305
Loss/(gain) on marketable securities	1,510	(30)
Other income, net	-	506
Total transactional (income)/expense, net	(7,049)	623
FFO available to the Company’s common shareholders as adjusted	\$ 157,812	\$ 155,763
Weighted average shares outstanding for FFO calculations:		
Basic	423,404	423,381
Units	933	854
Dilutive effect of equity awards	287	765
Diluted	424,624 (1)	425,000 (1)
FFO per common share – basic	\$ 0.39	\$ 0.37
FFO per common share – diluted	\$ 0.39 (1)	\$ 0.37 (1)
FFO as adjusted per common share – basic	\$ 0.37	\$ 0.37
FFO as adjusted per common share – diluted	\$ 0.37 (1)	\$ 0.37 (1)

- (1) Reflects the potential impact if certain units were converted to common stock at the beginning of the period, which would have a dilutive effect on FFO available to the Company’s common shareholders. FFO available to the Company’s common shareholders would be increased by \$264 and \$229 for the three months ended March 31, 2018 and 2017, respectively. The effect of other certain convertible units would have an anti-dilutive effect upon the calculation of Net income available to the Company’s common shareholders per share. Accordingly, the impact of such conversion has not been included in the determination of diluted earnings per share calculations.
- (2) Related to gains, impairment and depreciation on operating properties, where applicable.
- (3) Related to transactional (income)/expense, where applicable.

Table of Contents

Same Property Net Operating Income (“Same property NOI”)

Same property NOI is a supplemental non-GAAP financial measure of real estate companies’ operating performance and should not be considered an alternative to net income in accordance with GAAP or as a measure of liquidity. The Company considers Same property NOI as an important operating performance measure because it is frequently used by securities analysts and investors to measure only the net operating income of properties that have been owned by the Company for the entire current and prior year reporting periods. It excludes properties under redevelopment, development and pending stabilization; properties are deemed stabilized at the earlier of (i) reaching 90% leased or (ii) one year following a project’s inclusion in operating real estate. Same property NOI assists in eliminating disparities in net income due to the development, acquisition or disposition of properties during the particular period presented, and thus provides a more consistent performance measure for the comparison of the Company’s properties.

Same property NOI is calculated using revenues from rental properties (excluding straight-line rent adjustments, lease termination fees, TIFs and amortization of above/below market rents) less charges for bad debt, operating and maintenance expense, real estate taxes and rent expense plus the Company’s proportionate share of Same property NOI from unconsolidated real estate joint ventures, calculated on the same basis. The Company’s method of calculating Same property NOI available to the Company’s common shareholders may differ from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The following is a reconciliation of Net income available to the Company’s common shareholders to Same property NOI (in thousands):

	Three Months Ended March 31,	
	2018	2017
Net income available to the Company’s common shareholders	\$ 129,501	\$ 65,178
Adjustments:		
Management and other fee income	(4,361)	(4,197)
General and administrative	22,398	22,230
Impairment charges	7,646	1,617
Depreciation and amortization	81,382	92,074
Interest and other expense, net	43,764	45,209
Provision/(benefit) for income taxes, net	52	(493)
Gain on change in control of interests	-	(10,188)
Equity in income of other real estate investments, net	(9,976)	(3,687)
Gain on sale of operating properties/change in control of interests	(56,971)	(1,686)
Net (loss)/income attributable to noncontrolling interests	(108)	1,482
Preferred dividends	14,589	11,555
Non same property net operating income	(24,403)	(26,919)
Non-operational expense from joint ventures, net	14,372	20,383
Same property NOI	\$ 217,885	\$ 212,558

Same property NOI increased by \$5.3 million or 2.5% for the three months ended March 31, 2018, as compared to the corresponding period in 2017. This increase is primarily the result of (i) an increase of \$4.7 million related to lease-up and rent commencements in the portfolio and (ii) an increase in other property income of \$0.8 million, partially offset by (iii) an increase of \$0.2 million of credit loss.

Leasing Activity

During the three months ended March 31, 2018, the Company executed 314 leases totaling 3.2 million square feet in the Company’s consolidated operating portfolio comprised of 89 new leases and 225 renewals and options. The leasing costs associated with new leases are estimated to aggregate \$14.7 million or \$29.60 per square foot. These costs include \$11.6 million of tenant improvements and \$3.1 million of external leasing commissions. The average rent per square foot on new leases was \$19.63 and on renewals and options was \$14.20.

Tenant Lease Expirations

The Company has a total of 5,883 leases in the U.S. consolidated operating portfolio. The following table sets forth the aggregate lease expirations for each of the next ten years, assuming no renewal options are exercised. For purposes of the table, the Total Annual Base Rent Expiring represents annualized rental revenue, excluding the impact of straight-line rent, for each lease that expires during the respective year. Amounts in thousands except for number of lease data:

Year Ending December 31,	Number of Leases Expiring	Square Feet Expiring	Total Annual Base Rent Expiring	% of Gross Annual Rent
(1)	190	597	\$ 13,762	1.6%
2018	376	1,557	\$ 29,600	3.5%
2019	842	5,645	\$ 91,707	10.9%
2020	837	5,940	\$ 95,850	11.3%
2021	819	6,647	\$ 99,310	11.7%
2022	832	6,889	\$ 109,709	13.0%
2023	605	6,495	\$ 96,368	11.4%
2024	261	3,178	\$ 50,297	6.0%
2025	223	2,028	\$ 34,380	4.1%
2026	232	3,706	\$ 51,977	6.1%
2027	237	3,412	\$ 50,918	6.0%
2028	258	2,927	\$ 48,591	5.7%

(1) Leases currently under month to month lease or in process of renewal.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's primary market risk exposures are interest rate risk and foreign currency exchange rate risk. The Company has not, and does not plan to, enter into any derivative financial instruments for trading or speculative purposes. The following table presents the Company's aggregate fixed rate and variable rate debt obligations outstanding, including fair market value adjustments and unamortized deferred financing costs, as of March 31, 2018, with corresponding weighted-average interest rates sorted by maturity date. The table does not include extension options where available. Amounts are in millions.

	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value
Secured Debt								
Fixed Rate	\$ 10.9	\$ 2.3	\$ 135.6	\$ 154.7	\$ 154.5	\$ 41.4	\$ 499.4	\$ 494.4
Average Interest Rate	6.04%	5.29%	5.30%	5.39%	4.05%	5.78%	5.00%	
Unsecured Debt								
Fixed Rate	\$ -	\$ 299.5	\$ -	\$ 497.7	\$ 495.1	\$ 3,303.7	\$ 4,596.0	\$ 4,415.9
Average Interest Rate	-	6.88%	-	3.20%	3.40%	3.54%	3.71%	
Variable Rate	\$ -	\$ -	\$ -	\$ 2.0	\$ -	\$ -	\$ 2.0	\$ 2.2
Average Interest Rate	-	-	-	2.49%	-	-	2.49%	

Based on the Company's variable-rate debt balances, interest expense would have increased by \$0.1 million for the three months ended March 31, 2018, if short-term interest rates were 1% higher.

The following table presents the Company's foreign investments in their respective local currencies and the U.S. dollar equivalents:

Country	Foreign Investment (in millions)	
	Local Currency	U.S. Dollars
Mexican real estate investments	52.1	\$ 4.8
Canadian real estate investments	17.3	\$ 13.8

Currency fluctuations between local currency and the U.S. dollar for the Company's foreign monetary assets and liabilities result in foreign currency gains/losses which are recognized in Other income, net in the Company's Condensed Consolidated Statements of Income. During the three months ended March 31, 2018, the Company recognized a net foreign currency loss of \$0.2 million.

Item 4. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II
OTHER INFORMATION**

Item 1. Legal Proceedings

The following information supplements and amends our discussion set forth under Part I, Item 3 "Legal Proceedings" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

The Company is not presently involved in any litigation nor, to its knowledge, is any litigation threatened against the Company or its subsidiaries that, in management's opinion, would result in any material adverse effect on the Company's ownership, management or operation of its properties taken as a whole, or which is not covered by the Company's liability insurance.

Item 1A. Risk Factors

There are no material changes from risk factors as previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities - During the three months ended March 31, 2018, the Company repurchased 221,067 shares for aggregate purchase price of \$3.4 million in connection with common shares surrendered or deemed surrendered to the Company to satisfy statutory minimum tax withholding obligations in connection with the vesting of restricted stock awards under the Company's equity-based compensation plans. In addition, during the three months ended March 31, 2018, the Company repurchased 1,600,000 shares for aggregate purchase price of \$24.3 million in connection with the Company's common share repurchase program. These shares are no longer outstanding.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
January 1, 2018 – January 31, 2018	56,094	\$ 17.69	-	\$ -
February 1, 2018 - February 28, 2018	1,764,751	\$ 15.09	-	-
March 1, 2018 – March 31, 2018	222	\$ 15.21	-	-
Total	1,821,067	\$ 15.17	-	\$ -

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibits –

4.1 Agreement to File Instruments

Table of Contents

Kimco Realty Corporation (the “Registrant”) hereby agrees to file with the Securities and Exchange Commission, upon request of the Commission, all instruments defining the rights of holders of long-term debt of the Registrant and its consolidated subsidiaries, and for any of its unconsolidated subsidiaries for which financial statements are required to be filed, and for which the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of the Registrant and its subsidiaries on a consolidated basis.

12.1	<u>Computation of Ratio of Earnings to Fixed Charges</u>
12.2	<u>Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>
31.1	<u>Certification of the Company’s Chief Executive Officer, Conor C. Flynn, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of the Company’s Chief Financial Officer, Glenn G. Cohen, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of the Company’s Chief Executive Officer, Conor C. Flynn, and the Company’s Chief Financial Officer, Glenn G. Cohen, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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.

KIMCO REALTY CORPORATION

April 27, 2018
(Date)

/s/ Conor C. Flynn
Conor C. Flynn
Chief Executive Officer

April 27, 2018
(Date)

/s/ Glenn G. Cohen
Glenn G. Cohen
Chief Financial Officer

35

[\(Back To Top\)](#)**Section 2: EX-12.1 (EXHIBIT 12.1)****Exhibit 12.1**

KIMCO REALTY CORPORATION AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
For the three months ended March 31, 2018
(in thousands, except for ratio)

Pretax earnings from continuing operations before adjustment for noncontrolling interests or income loss from equity investees	\$	117,144
Add:		
Interest on indebtedness (excluding capitalized interest)		50,033
Amortization of debt premiums, discounts and capitalized expenses		(547)
Amortization of capitalized interest		1,363
Portion of rents representative of the interest factor		1,840
		<u>169,833</u>
Distributed income from equity investees		34,661
Pretax earnings from continuing operations, as adjusted	\$	<u>204,494</u>
Fixed charges -		
Interest on indebtedness (excluding capitalized interest)	\$	50,033
Capitalized interest		3,777
Amortization of debt premiums, discounts and capitalized expenses		(547)
Portion of rents representative of the interest factor		1,840
Fixed charges	\$	<u>55,103</u>
Ratio of earnings to fixed charges		<u>3.7</u>

[\(Back To Top\)](#)**Section 3: EX-12.2 (EXHIBIT 12.2)****Exhibit 12.2**

KIMCO REALTY CORPORATION AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS
For the three months ended March 31, 2018
(in thousands, except for ratio)

Pretax earnings from continuing operations before adjustment for noncontrolling interests or income loss from equity investees	\$	117,144
Add:		
Interest on indebtedness (excluding capitalized interest)		50,033
Amortization of debt premiums, discounts and capitalized expenses		(547)
Amortization of capitalized interest		1,363

Portion of rents representative of the interest factor	1,840
	<u>169,833</u>
Distributed income from equity investees	34,661
Pretax earnings from continuing operations, as adjusted	<u>\$ 204,494</u>
Combined fixed charges and preferred stock dividends -	
Interest on indebtedness (excluding capitalized interest)	\$ 50,033
Capitalized interest	3,777
Preferred dividend factor	14,595
Amortization of debt premiums, discounts and capitalized expenses	(547)
Portion of rents representative of the interest factor	<u>1,840</u>
Combined fixed charges and preferred stock dividends	<u>\$ 69,698</u>
Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends	<u>2.9</u>

[\(Back To Top\)](#)

Section 4: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Conor C. Flynn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kimco Realty Corporation;
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 change 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: April 27, 2018

/s/ Conor C. Flynn
Conor C. Flynn
Chief Executive Officer

[\(Back To Top\)](#)

Section 5: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn G. Cohen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kimco Realty Corporation;
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 change 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: April 27, 2018

/s/ Glenn G. Cohen
Glenn G. Cohen
Chief Financial Officer

[\(Back To Top\)](#)

Section 6: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

Section 1350 Certification

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Kimco Realty Corporation (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2018 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 27, 2018

/s/ Conor C. Flynn
Conor C. Flynn
Chief Executive Officer

Date: April 27, 2018

/s/ Glenn G. Cohen
Glenn G. Cohen
Chief Financial Officer

[\(Back To Top\)](#)