REGENCY CENTERS CORP
Form 10-K
February 21, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-K

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

For the fiscal year ended December 31, 2018
or

o 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 1-12298 (Regency Centers Corporation)
Commission File Number 0-24763 (Regency Centers, L.P.)

REGENCY CENTERS CORPORATION
REGENCY CENTERS, L.P.
(Exact name of registrant as specified in its charter)

FLORIDA (REGENCY CENTERS CORPORATION)	59-3191743
DELAWARE (REGENCY CENTERS, L.P.)	59-3429602
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Independent Drive, Suite 114 Jacksonville, Florida 32202	(904) 598-7000
(Address of principal executive offices) (zip code)	(Registrant's telephone number, including area code)

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

Regency Centers Corporation

Title of each class	Name of each exchange on which registered
Common Stock, $.01 par value	The Nasdaq Stock Market LLC

Regency Centers, L.P.

Title of each class	Name of each exchange on which registered
None	N/A

Securities registered pursuant to Section 12(g) of the Act:
Regency Centers Corporation: None
Regency Centers, L.P.: Units of Partnership Interest

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Regency Centers Corporation YES x NO o Regency Centers, L.P. YES x NO o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act
Regency Centers Corporation YES o NO x Regency Centers, L.P. YES o NO x

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.
Regency Centers Corporation YES x NO o Regency Centers, L.P. YES x NO o

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

Regency Centers Corporation YES x NO o Regency Centers, L.P. YES x NO o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Regency Centers Corporation o Regency Centers, L.P o

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

Regency Centers Corporation:

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

Regency Centers, L.P.:

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

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.

Regency Centers Corporation YES o NO o Regency Centers, L.P. YES o NO o

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

Regency Centers Corporation YES o NO x Regency Centers, L.P. YES o NO x

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrants' most recently completed second fiscal quarter.

Regency Centers Corporation $10.4 billion Regency Centers, L.P. N/A

The number of shares outstanding of the Regency Centers Corporation’s common stock was 167,506,148 as of February 13, 2019.

Documents Incorporated by Reference

Portions of Regency Centers Corporation's proxy statement in connection with its 2019 Annual Meeting of Stockholders are incorporated by reference in Part III.

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2018 of Regency Centers Corporation and Regency Centers, L.P. Unless stated otherwise or the context otherwise requires, references to “Regency Centers Corporation” or the “Parent Company” mean Regency Centers Corporation and its controlled subsidiaries; and references to “Regency Centers, L.P.” or the “Operating Partnership” mean Regency Centers, L.P. and its controlled subsidiaries. The term “the Company”, "Regency Centers" or “Regency” means the Parent Company and the Operating Partnership, collectively.

The Parent Company is a real estate investment trust (“REIT”) and the general partner of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units (“Units”). As of December 31, 2018, the Parent Company owned approximately 99.8% of the Units in the Operating Partnership. The remaining limited Units are owned by investors. As the sole general partner of the Operating Partnership, the Parent Company has exclusive control of the Operating Partnership's day-to-day management.

The Company believes combining the annual reports on Form 10-K of the Parent Company and the Operating Partnership into this single report provides the following benefits:

- Enhances investors' understanding of the Parent Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- Eliminates duplicative disclosure and provides a more streamlined and readable presentation; and
- Creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates the Parent Company and the Operating Partnership as one business. The management of the Parent Company consists of the same individuals as the management of the Operating Partnership. These individuals are officers of the Parent Company and employees of the Operating Partnership.

The Company believes it is important to understand the key differences between the Parent Company and the Operating Partnership in the context of how the Parent Company and the Operating Partnership operate as a consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing certain debt of the Operating Partnership. Except for $500 million of unsecured public and private placement debt, the Parent Company does not hold any indebtedness, but guarantees all of the unsecured debt of the Operating Partnership. The Operating Partnership is also the co-issuer and guarantees the $500 million of unsecured public and private placement debt of the Parent Company. The Operating Partnership holds all the assets of the Company and retains the ownership interests in the Company's joint ventures. Except for net proceeds from public equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates all remaining capital required by the Company's business. These sources include the Operating Partnership's operations, its direct or indirect incurrence of indebtedness, and the issuance of partnership units.

Stockholders' equity, partners' capital, and noncontrolling interests are the main areas of difference between the consolidated financial statements of the Parent Company and those of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units. The limited partners' units in the Operating Partnership owned by third parties are accounted for in partners' capital in the Operating Partnership's financial statements and outside of stockholders' equity in noncontrolling interests in the Parent Company's financial statements.

In order to highlight the differences between the Parent Company and the Operating Partnership, there are sections in this report that separately discuss the Parent Company and the Operating Partnership, including separate financial statements, controls and procedures sections, and separate Exhibit 31 and 32 certifications. In the sections that combine disclosure for the Parent Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have assets other than its investment in the Operating Partnership. Therefore, while stockholders' equity and partners' capital differ as discussed above, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial statements.

TABLE OF CONTENTS

Item No.		Form 10-K Report Page
	PART I	
1.	Business	1
1A.	Risk Factors	6
1B.	Unresolved Staff Comments	17
2.	Properties	18
3.	Legal Proceedings	34
4.	Mine Safety Disclosures	34
	PART II	
5.	Market for the Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	34
6.	Selected Financial Data	36
7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	38
7A.	Quantitative and Qualitative Disclosures About Market Risk	63
8.	Consolidated Financial Statements and Supplementary Data	64
9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	139
9A.	Controls and Procedures	139
9B.	Other Information	140
	PART III	
10.	Directors, Executive Officers, and Corporate Governance	140
11.	Executive Compensation	140
12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	141
13.	Certain Relationships and Related Transactions, and Director Independence	141

14.	Principal Accountant Fees and Services	141
	PART IV	
15.	Exhibits and Financial Statement Schedules	142
	SIGNATURES	
16.	Signatures	148

Forward-Looking Statements

In addition to historical information, information in this Form 10-K contains forward-looking statements as defined under federal securities laws. These forward-looking statements include statements about anticipated changes in our revenues, the size of our development and redevelopment program, earnings per share and unit, returns and portfolio value, and expectations about our liquidity. These statements are based on current expectations, estimates and projections about the real estate industry and markets in which the Company operates, and management's beliefs and assumptions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Known risks and uncertainties are described further in the Item 1A. Risk Factors below. The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto of Regency Centers Corporation and Regency Centers, L.P. appearing elsewhere herein. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or uncertainties after the date hereof or to reflect the occurrence of uncertain events.

PART I

Item 1. Business

Regency Centers began its operations as a publicly-traded REIT in 1993, and, as of December 31, 2018, had full or partial ownership interests in 425 properties primarily anchored by market leading grocery stores. Our properties are principally located in affluent and infill trade areas of the United States, and contain 53.6 million square feet ("SF") of gross leasable area ("GLA"). Our ownership share of this GLA is 43.4 million square feet, including our share of the partially owned properties. All of our operating, investing, and financing activities are performed through the Operating Partnership, our wholly-owned subsidiaries, and through our co-investment partnerships.

On March 1, 2017, Regency completed its merger with Equity One Inc. ("Equity One"), whereby Equity One merged with and into Regency, with Regency continuing as the surviving public company. As part of the merger, Regency acquired 121 properties representing 16.0 million SF of GLA, including 8 properties held through co-investment partnerships.

Our mission is to be the preeminent national owner, operator, and developer of shopping centers connecting outstanding retailers and service providers with surrounding neighborhoods and communities. Our goals are to:

- Own and manage a portfolio of high-quality neighborhood and community shopping centers anchored by market leading grocers and located in affluent suburban and near urban trade areas in the country’s most desirable metro areas. We expect that this combination will produce highly desirable and attractive centers with best-in-class retailers. These centers should command higher rental and occupancy rates resulting in excellent prospects to grow net operating income ("NOI");
- Maintain an industry leading and disciplined development and redevelopment platform to deliver exceptional retail centers at higher returns as compared to acquisitions;
- Support our business activities with a strong balance sheet; and
- Engage a talented, dedicated team of employees, who are guided by Regency’s strong values and special culture, which are aligned with shareholder interests.

Key strategies to achieve our goals are to:

- Increase earnings per share and dividends and generate total shareholder returns at or near the top of our shopping center peers.
- Sustain same property NOI growth at or near the top of our shopping center peers;

- Develop and redevelop high quality shopping centers at attractive returns on investment;
- Maintain a conservative balance sheet providing financial flexibility to cost effectively fund investment opportunities and debt maturities on a favorable basis, and to weather economic downturns; and
- Attract and motivate an exceptional team of employees who operate efficiently and are recognized as industry leaders.

1

Corporate Responsibility

Regency’s vision is to be the preeminent national owner, operator and developer of shopping centers, connecting outstanding retailers and service providers with its neighborhoods and communities while practicing best-in-class corporate responsibility. Our corporate responsibility report highlights our commitment to stakeholders and the critical role Regency's core values have on how we practice corporate responsibility. We are committed to transparent reporting on sustainability and corporate responsibility efforts in accordance with the guidelines of the Global Reporting Initiative. A copy of our corporate responsibility report is available on our website, www.regencycenters.com.

Sustainability

We believe sustainability is in the best interest of our tenants, investors, employees, and the communities in which we operate and are committed to reducing our environmental impact, including energy and water use, greenhouse gas emissions, and waste. We believe this commitment is not only the right thing to do, but also supports the Company in achieving key strategic objectives in operations and development. We are committed to transparency with regard to our sustainability performance, risks and opportunities, and will continue to enhance disclosure using industry accepted reporting frameworks. More information about our sustainability strategy, goals, performance, and formal disclosures are available on our website at www.regencycenters.com.

Competition

We are among the largest owners of shopping centers in the nation based on revenues, number of properties, GLA, and market capitalization. There are numerous companies and individuals engaged in the ownership, development, acquisition, and operation of shopping centers that compete with us in our targeted markets, including grocery store chains that also anchor some of our shopping centers. This results in competition for attracting tenants, as well as the acquisition of existing shopping centers and new development sites. We believe that our competitive advantages are driven by:

- our locations within our market areas;
- the design and high quality of our shopping centers;
- the strong demographics surrounding our shopping centers;
- our relationships with our anchor tenants and our side-shop and out-parcel retailers;
- our practice of maintaining and renovating our shopping centers; and
- our ability to source and develop new shopping centers.

Employees

Our corporate headquarters are located at One Independent Drive, Suite 114, Jacksonville, Florida. We presently maintain 22 market offices nationwide, including our corporate headquarters, where we conduct management, leasing, construction, and investment activities. We have 446 employees throughout the United States and we believe that our relations with our employees are good.

Compliance with Governmental Regulations

Under various federal, state and local laws, ordinances and regulations, we may be liable for the cost to remove or remediate certain hazardous or toxic substances at our shopping centers. These laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence of the hazardous or toxic substances. The cost of required remediation and the owner's liability for remediation could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate such substances, may adversely affect our ability to sell or lease the property or borrow using the property as collateral. Although we have a number of properties that could require or are currently undergoing varying levels of environmental remediation, known environmental remediation is not currently expected to have a material financial impact on us due to insurance programs designed to mitigate the cost of remediation, various state-regulated programs that shift the responsibility and cost to the state, and existing accrued liabilities for remediation.

Executive Officers

Our executive officers are appointed each year by our Board of Directors. Each of our executive officers has been employed by us for more than five years.

Name	Age	Title	Executive Officer in Position Shown Since
Martin E. Stein, Jr.	66	Chairman and Chief Executive Officer	1993
Lisa Palmer	51	President and Chief Financial Officer	2016 [(1)]
Dan M. Chandler, III	51	Executive Vice President of Investments	2016 [(2)]
James D. Thompson	63	Executive Vice President of Operations	2016 [(3)]

[(1)] Ms. Palmer assumed the responsibilities of President, effective January 1, 2016 in addition to her responsibilities as Chief Financial Officer, which position she has held since January 2013. Prior to that, Ms. Palmer served as Senior Vice President of Capital Markets since 2003 and has been with the Company since 1996.

[(2)] Mr. Chandler assumed the role of Executive Vice President of Investments on January 1, 2016 and previously served as Managing Director since 2006. Prior to that, Mr. Chandler served in various investment officer positions since the merger with Pacific Retail Trust in 1999.

[(3)] Mr. Thompson assumed the role of Executive Vice President of Operations on January 1, 2016 and previously served as our Managing Director - East since our initial public offering in 1993. Prior to that time, Mr. Thompson served as Executive Vice President of our predecessor real estate division beginning in 1981.

Company Website Access and SEC Filings

Our website may be accessed at www.regencycenters.com. All of our filings with the Securities and Exchange Commission ("SEC") can be accessed free of charge through our website promptly after filing; however, in the event that the website is inaccessible, we will provide paper copies of our most recent annual report on Form 10-K, the most recent quarterly report on Form 10-Q, current reports filed or furnished on Form 8-K, and all related amendments, excluding exhibits, free of charge upon request. These filings are also accessible on the SEC's website at www.sec.gov. The content of our website is not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our website are intended to be inactive textual references only.

General Information

Our registrar and stock transfer agent is Broadridge Corporate Issuer Solutions, Inc. ("Broadridge"), Philadelphia, PA. We offer a dividend reinvestment plan ("DRIP") that enables our shareholders to reinvest dividends automatically, as well as to make voluntary cash payments toward the purchase of additional shares. For more information, contact Broadridge toll free at (855) 449-0975 or our Shareholder Relations Department at (904) 598-7000.

On October 25, 2018, the Company's Board approved the transfer of the Company's common stock from listing on The New York Stock Exchange ("NYSE") to The NASDAQ Global Select Market ("NASDAQ"). The last day of trading on the NYSE was November 12, 2018. The Company's common stock commenced trading on NASDAQ on November 13, 2018, and continues to trade under the stock symbol "REG".

Our independent registered public accounting firm is KPMG LLP, Jacksonville, Florida. Our legal counsel is Foley & Lardner LLP, Jacksonville, Florida.

Annual Meeting of Shareholders

Our 2019 annual meeting of shareholders will be held at the Ponte Vedra Inn and Club, 200 Ponte Vedra Blvd., Ponte Vedra Beach, Florida, at 2:45 p.m. on Tuesday, May 7, 2019.

Defined Terms

In addition to the required Generally Accepted Accounting Principles ("GAAP") presentations, we use certain non-GAAP performance measures as we believe these measures improve the understanding of the Company's operational results. We continually evaluate the usefulness, relevance, limitations, and calculation of our reported non-GAAP performance measures to determine how best to provide relevant information to the public, and thus such reported measures could change.

The following terms, as defined, are commonly used by management and the investing public to understand and evaluate our operational results:

- Same Property is a Retail Operating Property that was owned and operated for the entirety of both calendar year periods being compared. This term excludes all developments and Non-Same Properties.
- Non-Same Property is a property acquired, sold, or a Development Completion during either calendar year period being compared. Non-retail properties and corporate activities, including the captive insurance program, are part of Non-Same Property.
- Retail Operating Property is any retail property not termed a Property in Development. A retail property is any property where the majority of the income is generated from retail uses.
- Property In Development includes properties in various stages of development and redevelopment including active pre-development activities.
- Development Completion is a property in development that is deemed complete upon the earliest of: (i) 90% of total estimated net development costs have been incurred and percent leased equals or exceeds 95%, or (ii) the property features at least two years of anchor operations, or (iii) three years have passed since the start of construction. Once deemed complete, the property is termed a Retail Operating Property the following calendar year.
- Pro-Rata information includes 100% of our consolidated properties plus our economic share (based on our ownership interest) in our unconsolidated real estate investment partnerships.

We manage our entire real estate portfolio without regard to ownership structure, although certain decisions impacting properties owned through partnerships require partner approval. Therefore, we believe presenting our pro-rata share of certain operating metrics, along with other non-GAAP measures, makes comparisons of other REITs' operating results to the Company's more meaningful.

The pro-rata information is prepared on a basis consistent with the comparable consolidated amounts and is intended to more accurately reflect our proportionate economic interest in the operating results of properties in our portfolio.

We do not control the unconsolidated investment partnerships, and the pro-rata presentations of the assets and liabilities, and revenues and expenses do not represent our legal claim to such items. The partners are entitled to profit or loss allocations and distributions of cash flows according to the operating agreements, which provide for such allocations according to their invested capital. Our share of invested capital establishes the ownership interests we use to prepare our pro-rata share.

The presentation of pro-rata information has limitations which include, but are not limited to, the following:

- The amounts shown on the individual line items were derived by applying our overall economic ownership interest percentage determined when applying the equity method of accounting or allocating noncontrolling interests, and do not necessarily represent our legal claim to the assets and liabilities, or the revenues and expenses; and
- Other companies in our industry may calculate their pro-rata interest differently, limiting the comparability of pro-rata information.

Because of these limitations, the pro-rata financial information should not be considered independently or as a substitute for our financial statements as reported under GAAP. We compensate for these limitations by relying primarily on our GAAP financial statements, using the pro-rata information as a supplement.

- NAREIT EBITDAre is a measure of REIT performance, which the National Association of Real Estate Investment Trusts ("NAREIT") defines as net income, computed in accordance with GAAP, excluding (i) interest expense, (ii) income tax expense, (iii) depreciation and amortization, (iv) gains and losses from sales of depreciable property, (v) operating real estate impairments, and (vi) adjustments to reflect the Company's share of unconsolidated partnerships and joint ventures.

- Operating EBITDAre (previously Adjusted EBITDA) begins with the NAREIT EBITDAre and excludes certain non-cash components of earnings derived from above and below market rent amortization and straight-line rents.
- Fixed Charge Coverage Ratio is defined as Operating EBITDAre divided by the sum of the gross interest and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders.
- Net Operating Income ("NOI") is the sum of base rent, percentage rent, and recoveries from tenants and other income, less operating and maintenance, real estate taxes, ground rent, and provision for doubtful accounts. NOI excludes straight-line rental income and expense, above and below market rent and ground rent amortization, tenant lease inducement amortization, and other fees. The Company also provides disclosure of NOI excluding termination fees, which excludes both termination fee income and expenses.
- NAREIT Funds from Operations ("NAREIT FFO") is a commonly used measure of REIT performance, which NAREIT defines as net income, computed in accordance with GAAP, excluding gains and losses from sales of depreciable property, net of tax, excluding operating real estate impairments, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We compute NAREIT FFO for all periods presented in accordance with NAREIT's definition. Many companies use different depreciable lives and methods, and real estate values historically fluctuate with market conditions. Since NAREIT FFO excludes depreciation and amortization and gains and losses from depreciable property dispositions, and impairments, it provides a performance measure that, when compared year over year, reflects the impact on operations from trends in occupancy rates, rental rates, operating costs, acquisition and development activities, and financing costs. This provides a perspective of our financial performance not immediately apparent from net income determined in accordance with GAAP. Thus, NAREIT FFO is a supplemental non-GAAP financial measure of our operating performance, which does not represent cash generated from operating activities in accordance with GAAP; and, therefore, should not be considered a substitute measure of cash flows from operations. The Company provides a reconciliation of Net Income (Loss) Attributable to Common Stockholders to NAREIT FFO.

Item 1A. Risk Factors

Risk Factors Related to the Retail Industry

Economic and market conditions may adversely affect the retail industry and consequently reduce our revenues and cash flow, and increase our operating expenses.

Our properties are leased primarily to retail tenants from whom we derive most of our revenue in the form of minimum rent, expense recoveries and other income. Therefore, our performance and operating results are directly linked to the economic and market conditions occurring in the retail industry. We are subject to the risks that, upon expiration, leases for space in our properties are not renewed by existing tenants, vacant space is not leased to new tenants, or tenants demand new lease terms, including costs for renovations or concessions. The market for leasing retail space in our properties may be adversely affected by any of the following:

- changes in national, regional and local economic conditions;
- deterioration in the competitiveness and creditworthiness of our retail tenants;
- increased competition from the use of e-commerce by retailers and consumers as well as other concepts such as super-stores and warehouse clubs;
- tenant bankruptcies and subsequent rejections of our leases;
- reductions in consumer spending and retail sales;
- reduced tenant demand for retail space;
- oversupply of retail space;
- reduced consumer demand for certain retail categories;
- consolidation within the retail sector;
- increased operating costs;
- perceptions by retailers and shoppers of the safety, convenience and attractiveness of our properties;
- casualties, natural disasters and terrorist attacks; and
- armed conflicts against the United States.

To the extent that any of these conditions occur they are likely to impact the retail industry, our retail tenants, the demand and market rents for retail space, the occupancy levels of our properties, our ability to sell, acquire or develop properties, our operating results and our cash available for distributions to stock and unit holders.

The integration of bricks and mortar stores and e-commerce by retailers and a continued shift in retail sales towards e-commerce may adversely impact our revenues and cash flows.

Retailers are increasingly impacted by e-commerce and changes in customer buying habits, including the delivery or curbside pick-up of items ordered online. Retailers are considering these e-commerce trends when making decisions regarding their bricks and mortar stores and how they will compete and innovate in a rapidly changing e-commerce environment. Many retailers in our shopping centers provide services or sell goods, which have historically been less likely to be purchased online; however, the continuing increase in e-commerce sales in all retail categories may cause retailers to adjust the size or number of retail locations in the future or close stores. Our grocer tenants are incorporating e-commerce concepts through home delivery, which could reduce foot traffic at our centers. This shift may adversely impact our occupancy and rental rates, which would impact our revenues and cash flows. Changes in shopping trends as a result of the growth in e-commerce may also impact the profitability of retailers that do not adapt to changes in market conditions. These conditions may adversely impact our results of operations and cash flows if we are unable to meet the needs of our tenants or if our tenants encounter financial difficulties as a result of changing market conditions.

Our business is dependent on perceptions by retailers and shoppers of the safety, convenience and attractiveness of our retail properties.

We are dependent on perceptions by retailers or shoppers of the safety, convenience and attractiveness of our retail properties. If retailers and shoppers perceive competing retail properties and other retailing options to be safer, more convenient, or of a higher quality, our revenues may be adversely affected.

Changing economic and retail market conditions in geographic areas where our properties are concentrated may reduce our revenues and cash flow.

Economic conditions in markets where our properties are concentrated can greatly influence our financial performance. During the year ended December 31, 2018, our properties in California, Florida, and Texas accounted for 28.1%, 20.1%, and 7.1%, respectively, of our NOI from Consolidated Properties plus our pro-rata share from Unconsolidated Properties ("pro-rata basis"). Our revenues and cash flow may be adversely affected by this geographic concentration if market conditions, such as supply of or demand for retail space, deteriorate more significantly in California, Florida, or Texas compared to other geographic areas.

Our success depends on the success and continued presence of our “anchor” tenants.

Anchor Tenants ("Anchor Tenants" or "Anchors" occupying 10,000 square feet or more) occupy large stores in our shopping centers, pay a significant portion of the total rent at a property and contribute to the success of other tenants by attracting shoppers to the property. We derive significant revenues from anchor tenants such as Publix, Kroger Co., Albertsons Companies, Inc., Whole Foods, and TJX Companies, who accounted for 3.2%, 3.0%, 2.8%, 2.4%, and 2.3%, respectively, of our total annualized base rent on a pro-rata basis, for the year ended December 31, 2018. Our net income and cash flow may be adversely affected by the loss of revenues and additional costs in the event a significant anchor tenant:

- becomes bankrupt or insolvent;
- experiences a downturn in its business;
- materially defaults on its leases;
- does not renew its leases as they expire;
- renews at lower rental rates and/or requires a tenant improvement allowance; or
- renews, but reduces its store size, which results in down-time and additional tenant improvement costs to the landlord to re-lease the vacated space.

Some anchors have the right to vacate their space and may prevent us from re-tenanting by continuing to comply and pay rent in accordance with their lease agreement. Vacated anchor space, including space owned by the anchor, can reduce rental revenues generated by the shopping center in other spaces because of the loss of the departed anchor's customer drawing power. If a significant tenant vacates a property, co-tenancy clauses in select lease contracts may allow other tenants to modify or terminate their rent or lease obligations. Co-tenancy clauses have several variants: they may allow a tenant to postpone a store opening if certain other tenants fail to open their stores; they may allow a tenant to close its store prior to lease expiration if another tenant closes its store prior to lease expiration; or more commonly, they may allow a tenant to pay reduced levels of rent until a certain number of tenants open their stores within the same shopping center.

A significant percentage of our revenues are derived from smaller shop space tenants and our net income may be adversely impacted if our smaller shop tenants are not successful.

A significant percentage of our revenues are derived from smaller shop space tenants ("Shop Space Tenants" occupying less than 10,000 square feet). Shop Space Tenants may be more vulnerable to negative economic conditions as they have more limited resources than Anchor Tenants. Shop Space Tenants may be facing reduced sales as a result of an increase in competition including from e-commerce retailers. Certain Shop Space Tenants are incorporating e-commerce into their business strategies and may seek to reduce their store sizes upon lease expiration as they adjust to and implement alternative distribution channels. The types of Shop Space Tenants vary from retail shops and restaurants to service providers. If we are unable to attract the right type or mix of Shop Space Tenants into our centers, our revenues and cash flow may be adversely impacted.

At December 31, 2018, Shop Space Tenants represent approximately 35.3% of our GLA leased at average base rents of $33.75 per square foot ("PSF"). A one-percent decline in our shop space occupancy may result in a reduction to minimum rent of approximately $4.8 million.

We may be unable to collect balances due from tenants in bankruptcy.

Although minimum rent and recoveries from tenants are supported by long-term lease contracts, tenants who file bankruptcy have the legal right to reject any or all of their leases and close related stores. Any unsecured claim we hold against a bankrupt tenant for unpaid rent might be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. As a result, it is likely that we would recover substantially less than the full value of any unsecured claims we hold. Additionally, we may incur significant expense to recover our claim and to re-lease the vacated space. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and rejects its leases, we may experience a significant reduction in our revenues and may not be able to collect all pre-petition amounts owed by the bankrupt tenant.

Risk Factors Related to Real Estate Investments and Operations

We are subject to numerous laws and regulations that may adversely affect our operations or expose us to liability.

Our properties are subject to numerous federal, state, and local laws and regulations, some of which may conflict with one another or be subject to varying judicial or regulatory interpretations. These laws and regulations may include zoning laws, building codes, competition laws, rules and agreements, landlord-tenant laws, property tax regulations, changes in real estate assessments and other laws and regulations generally applicable to business operations. Noncompliance with such laws and regulations, and any associated litigation may expose us to liability.

Our real estate assets may decline in value and be subject to impairment losses which may reduce our net income.

Our real estate properties are carried at cost unless circumstances indicate that the carrying value of these assets may not be recoverable. We evaluate whether there are any indicators, including property operating performance and general market conditions, such that the value of the real estate properties (including any related tangible or intangible assets or liabilities, including goodwill) may not be recoverable. Through the evaluation, we compare the current carrying value of the asset to the estimated undiscounted cash flows that are directly associated with the use and ultimate disposition of the asset. Our estimated cash flows are based on several key assumptions, including rental rates, costs of tenant improvements, leasing commissions, anticipated holding periods, and assumptions regarding the residual value upon disposition, including the exit capitalization rate. These key assumptions are subjective in nature and may differ materially from actual results. Changes in our disposition strategy or changes in the marketplace may alter the holding period of an asset or asset group, which may result in an impairment loss and such loss may be material to the Company's financial condition or operating performance. To the extent that the carrying value of the asset exceeds the estimated undiscounted cash flows, an impairment loss is recognized equal to the excess of carrying value over fair value.

The fair value of real estate assets is subjective and is determined through the use of comparable sales information and other market data if available, or through use of an income approach such as the direct capitalization method or the traditional discounted cash flow approach. Such cash flow projections take into account expected future operating income, trends and prospects, as well as the effects of demand, competition and other relevant criteria, and therefore are subject to management judgment. Changes in these factors may impact the determination of fair value. In estimating the fair value of undeveloped land, we generally use market data and comparable sales information.

These subjective assessments have a direct impact on our net income because recording an impairment charge results in an immediate negative adjustment to net income, which may be material. There can be no assurance that we will not record impairment charges in the future related to our assets.

We face risks associated with development, redevelopment and expansion of properties.

We actively pursue opportunities for new retail development, or existing property redevelopment or expansion. Development and redevelopment activities require various government and other approvals for entitlements and any delay in such approvals may significantly delay this process. We may not recover our investment in development or redevelopment projects for which approvals are not received. We are subject to other risks associated with these activities, including the following risks:

- we may be unable to lease developments to full occupancy on a timely basis;
- the occupancy rates and rents of a completed project may not be sufficient to make the project profitable;
- actual costs of a project may exceed original estimates, possibly making the project unprofitable;
- delays in the development or construction process may increase our costs;
- construction cost increases may reduce investment returns on development and redevelopment opportunities;
- we may abandon development opportunities and lose our investment due to adverse market conditions;
- the size of our development pipeline may strain our labor or capital capacity to complete developments within targeted timelines and may reduce our investment returns;
- a reduction in the demand for new retail space may reduce our future development activities, which in turn may reduce our net operating income;
- changes in the level of future development activity may adversely impact our results from operations by reducing the amount of internal general overhead costs that may be capitalized;
-

an expansion of our development and acquisition focus to include more complex redevelopments and mixed use properties in very dense urban locations could absorb resources and potentially result in inconsistent deliveries, adversely impacting annual NOI and earnings growth;

- mixed use properties may include differing tenant profiles or mixes, more complex entitlement processes, and/or multi-story buildings, outside our traditional expertise, which could impact annual NOI and earnings growth; and

8

- we may develop or redevelop mixed use centers with partners for the residential or office components, making us dependent upon that partner's ability to perform and to agree on major decisions that impact our investment returns of the project.

We face risks associated with the acquisition of properties.

Our investment strategy includes investing in high-quality shopping centers that are leased to market-dominant grocers, category-leading anchors, specialty retailers, or restaurants located in areas with high barriers to entry and above average household incomes and population densities. The acquisition of properties and/or real estate entities entails risks that include, but are not limited to, the following, any of which may adversely affect our results of operations and cash flows:

- properties we acquire may fail to achieve the occupancy or rental rates we project, within the time frames we estimate, which may result in the properties' failure to achieve the investment returns we project;
- our investigation of an entity, property or building prior to our acquisition, and any representation we may have received from such seller, may fail to reveal various liabilities including defects and necessary repairs, which may increase our costs;
- our estimate of the costs to improve, reposition or redevelop a property may prove to be too low, or the time we estimate to complete the improvement, repositioning or redevelopment may be too short, either of which may result in the property failing to achieve our projected return, either temporarily or permanently;
- we may not recover our costs from an unsuccessful acquisition;
- our acquisition activities may distract or strain our management capacity; and
- we may not be able to successfully integrate an acquisition into our existing operations platform.

We face risks if we expand into new markets.

If opportunities arise, we may acquire or develop properties in markets where we currently have no presence. Each of the risks applicable to acquiring or developing properties in our current markets are applicable to acquiring, developing and integrating properties in new markets. In addition, we may not possess the same level of familiarity with the dynamics and conditions of the new markets we may enter, which may adversely affect our operating results and investment returns in those markets.

We may be unable to sell properties when desired because of market conditions.

Our properties, including their related tangible and intangible assets, represent the majority of our total consolidated assets and they may not be readily convertible to cash. As a result, our ability to sell one or more of our properties including properties held in joint venture in response to changes in economic, industry, or other conditions may be limited. The real estate market is affected by many factors, such as general economic conditions, availability and terms of financing, interest rates and other factors, including supply and demand for space, that are beyond our control. There may be less demand for lower quality properties that we have identified for ultimate disposition in markets with uncertain economic or retail environments, and where buyers are more reliant on the availability of third party mortgage financing. If we want to sell a property, we can provide no assurance that we will be able to dispose of it in the desired time period or at all or that the sales price of a property will be attractive at the relevant time or even exceed the carrying value of our investment. Moreover, if a property is mortgaged, we may not be able to obtain a release of the lien on that property without the payment of a substantial prepayment penalty, which may restrict our ability to dispose of the property, even though the sale might otherwise be desirable.

Certain properties we own have a low tax basis, which may result in a taxable gain on sale. We intend to utilize 1031 exchanges to mitigate taxable income; however, there can be no assurance that we will identify properties that meet our investment objectives for acquisitions. In the event that we do not utilize 1031 exchanges, we may be required to distribute the gain proceeds to shareholders or pay income tax, which may reduce our cash flow available to fund our commitments.

Certain of the properties in our portfolio are subject to ground leases; if we are found to be in breach of a ground lease or are unable to renew a ground lease, we may be materially and adversely affected.

We have 29 properties in our portfolio that are either partially or completely on land subject to ground leases with third parties. Accordingly, we only own a long-term leasehold or similar interest in those properties. If we are found to be in breach of a ground lease, we may lose our interest in the improvements and the right to operate the property that is subject to the ground lease. In addition, unless we can purchase a fee interest in the underlying land or extend the terms of these leases before or upon their expiration, as to which no assurance can be given, we will lose our interest in the improvements and the right to operate such properties. The existing lease terms, including renewal options, were taken into consideration when making our investment decisions. The purchase price and subsequent improvements are being depreciated over the shorter of the remaining life of the ground leases or the useful life of the underlying assets. If we were to lose the right to operate a property due to a breach or not exercising renewal options of the ground lease, we would be unable to derive income from such property, which would impair the value of our investments, and adversely affect our financial condition, results of operations and cash flows.

Geographic concentration of our properties makes our business vulnerable to natural disasters, severe weather conditions and climate change. An uninsured loss or a loss that exceeds the insurance coverage on our properties may subject us to loss of capital and revenue on those properties.

A significant number of our properties are located in areas that are susceptible to earthquakes, tropical storms, hurricanes, tornadoes, wildfires, sea-level rise, and other natural disasters. As of December 31, 2018, 25% of the total insured value of our portfolio is located in the state of California, including a number of properties in the San Francisco Bay and Los Angeles areas. Additionally, 19% and 6% of the total insured value of our portfolio is located in the states of Florida and Texas, respectively. Recent intense weather conditions may cause property insurance premiums to increase significantly in the future. We recognize that the frequency and / or intensity of extreme weather events, sea-level rise, and other climatic changes may continue to increase, and as a result, our exposure to these events may increase. These weather conditions may disrupt our business and the business of our tenants, which may affect the ability of some tenants to pay rent and may reduce the willingness of tenants or residents to remain in or move to these affected areas. Therefore, as a result of the geographic concentration of our properties, we face risks, including higher costs, such as uninsured property losses and higher insurance premiums, and disruptions to our business and the businesses of our tenants.

We carry comprehensive liability, fire, flood, terrorism, rental loss, and environmental insurance for our properties with policy specifications and insured limits customarily carried for similar properties. Some types of losses, such as losses from named wind storms, earthquakes, terrorism, or wars may have limited coverage or be excluded from insurance coverage. Although we carry specific insurance coverage for named windstorm and earthquake losses, the policies are subject to deductibles up to 2% to 5% of the total insured value of each property, up to a $10 million maximum deductible per occurrence for each of these perils, with limits of $300 million per occurrence for all perils except earthquake, which has a total annual aggregate limit of $300 million. Terrorism coverage is limited to $200 million per occurrence related to property damage. Liability claims are limited to $151 million per occurrence. Should a loss occur at any of our properties that is subject to a substantial deductible or is in excess of the property or casualty insurance limits of our policies, we may lose part or all of our invested capital and revenues from such property, which may have a material adverse impact on our operating results, financial condition, and our ability to make distributions to stock and unit holders.

To the extent climate change causes adverse changes in weather patterns, our properties in certain markets may experience increases in storm intensity and rising sea levels. Climate change may result in volatile or decreased demand for retail space at certain of our properties or, in extreme cases, our inability to operate certain properties at all. Climate change may also have indirect effects on our business by increasing the cost of insurance on favorable terms, or making insurance unavailable. Moreover, compliance with new laws or regulations related to climate change, including compliance with “green” building codes, may require us to make improvements to our existing properties or increase taxes and fees assessed on us or our properties. At this time, there can be no assurance that climate change will not have a material adverse effect on us.

Terrorist activities or violence occurring at our properties also may directly affect the value of our properties through damage, destruction or loss. Insurance for such acts may be unavailable or cost more resulting in an increase to our operating expenses and adversely affect our results of operations. To the extent that our tenants are affected by such attacks and threats of attacks, their businesses may be adversely affected, including their ability to continue to meet obligations under their existing leases.

Loss of our key personnel may adversely affect our business and operations.

The success of our business depends, in part, on the leadership and performance of our executive management team and key employees, and our ability to attract, retain and motivate talented employees may significantly impact our future performance. Competition for these individuals is intense, and we cannot be assured that we will retain all of our executive management team and other key employees or that we will be able to attract and retain other highly qualified individuals for these positions in the future. Losing any one or more of these persons may have a material adverse effect on us.

We face competition from numerous sources, including other REITs and other real estate owners.

The ownership of shopping centers is highly fragmented. We face competition from other public REITs, large private investors, institutional investors, and from numerous small owners in the acquisition, ownership, and leasing of shopping centers. We also compete to develop shopping centers with other REITs engaged in development activities as well as with local, regional, and national real estate developers. This competition may:

- reduce the number of properties available for acquisition or development;
- increase the cost of properties available for acquisition or development; and
- hinder our ability to attract and retain tenants, leading to increased vacancy rates and/or reduced rents.

If we cannot successfully compete in our targeted markets, our cash flow, and therefore distributions to stock and unit holders, may be adversely affected.

Costs of environmental remediation may reduce our cash flow available for distribution to stock and unit holders.

Under various federal, state, and local laws, an owner or manager of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on the property. These laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence of hazardous or toxic substances. The cost of any required remediation may exceed the value of the property and/or the aggregate assets of the owner or the responsible party. The presence of, or the failure to properly remediate, hazardous or toxic substances may adversely affect our ability to sell or lease a contaminated property or to use the property as collateral for a loan. We can provide no assurance that we are aware of all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to us; that our properties will not be affected by tenants or nearby properties or other unrelated third parties; and that future uses or conditions, or changes in environmental laws and regulations will not result in additional material environmental liabilities to us.

Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make unintended expenditures.

All of our properties are required to comply with the Americans with Disabilities Act ("ADA"), which generally requires that buildings be made accessible to people with disabilities. Compliance with ADA requirements may require removal of access barriers, and noncompliance may result in imposition of fines by the U.S. government or an award of damages to private litigants, or both. While the tenants to whom we lease space in our properties are obligated by law to comply with the ADA provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs may be adversely affected. In addition, we are required to operate the properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental entities and become applicable to the properties. We may be required to make substantial capital expenditures to comply with these requirements, and these expenditures may have a material adverse effect on our ability to meet our financial obligations and make distributions to our stock and unit holders.

The unauthorized access, use, theft or destruction of tenant or employee personal, financial or other data or of Regency's proprietary or confidential information stored in our information systems or by third parties on our behalf could impact our reputation and brand and expose us to potential liability and loss of revenues.

Many of our information technology systems (including those we use for administration, accounting, and communications, as well as the systems of our co-investment partners and other third-party business partners and service providers, whether cloud-based or hosted in proprietary servers) contain personal, financial or other information that is entrusted to us by our tenants and employees. Many of our information technology systems also contain proprietary Regency information and other confidential information related to our business. We are frequently subject to attempts to compromise our information technology systems. To the extent we or a third party were to experience a material breach of our or such third party's information technology systems that result in the unauthorized access, theft, use, destruction or other compromises of tenants' or employees' data or confidential information of the Company stored in such systems, including through cyber-attacks or other external or internal methods, such a breach may damage our reputation and cause us to lose tenants and revenues, generate third party claims and the potential disruption to our business and plans. Such security breaches also could result in a violation of applicable U.S. privacy and other laws, and subject us to private consumer, business partner, or securities litigation and governmental investigations and proceedings, any of which could result in our exposure to material civil or criminal liability, and we may not be able to recover these expenses from our service providers, responsible parties, or insurance carriers.

The techniques and sophistication used to conduct cyber-attacks and breaches of information technology systems, as well as the sources and targets of these attacks, change frequently and are often not recognized until such attacks are launched or have been in place for a period of time. The Company manages cyber risk by evaluating the impact of a potential cyber breach on our business and determining the level of investment in the prevention, detection and response to a breach. We continue to make significant investments in technology, third-party services and personnel to develop and implement systems and processes that are designed to anticipate cyber-attacks and to prevent or minimize breaches of our information technology systems or data loss, but these security measures cannot provide assurance that we will be successful in preventing such breaches or data loss.

Risk Factors Related to Our Partnerships and Joint Ventures

We do not have voting control over properties owned in our co-investment partnerships and joint ventures, so we are unable to ensure that our objectives will be pursued.

We have invested substantial capital as a partner in a number of partnerships and joint ventures to acquire, own, lease, develop or redevelop properties. These activities are subject to the same risks as our investments in our wholly-owned properties. These investments, and other future similar investments may involve risks that would not be present were a third party not involved, including the possibility that partners or other owners might become bankrupt, suffer a deterioration in their creditworthiness, or fail to fund their share of required capital contributions. Partners or other owners may have economic or other business interests or goals that are inconsistent with our own business interests or goals, and may be in a position to take actions contrary to our policies or objectives.

These investments, and other future similar investments, also have the potential risk of creating impasses on decisions, such as a sale or financing, because neither we nor our partner or other owner has full control over the partnership or joint venture. Disputes between us and partners or other owners might result in litigation or arbitration that may increase our expenses and prevent management from focusing their time and efforts on our business. Consequently, actions by, or disputes with, partners or other owners might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we risk the possibility of being liable for the actions of our partners or other owners. These factors may limit the return that we receive from such investments or cause our cash flows to be lower than our estimates.

The termination of our partnerships may adversely affect our cash flow, operating results, and our ability to make distributions to stock and unit holders.

If partnerships owning a significant number of properties were dissolved for any reason, we could lose the asset, property management, leasing and construction management fees from these partnerships, which may adversely affect our operating results and our cash available for distribution to stock and unit holders.

Risk Factors Related to Funding Strategies and Capital Structure

Higher market capitalization rates and lower NOI at our properties may adversely impact our ability to sell properties and fund developments and acquisitions, and may dilute earnings.

As part of our funding strategy, we sell operating properties that no longer meet our investment standards or those with a limited future growth profile. These sales proceeds are used to fund the construction of new developments, redevelopments, and repay debt and acquisitions. An increase in market capitalization rates or a decline in NOI may cause a reduction in the value of centers identified for sale, which would have an adverse impact on the amount of cash generated. In order to meet the cash requirements of our development program, we may be required to sell more properties than initially planned, which may have a negative impact on our earnings. Additionally, the sale of properties resulting in significant tax gains may require higher distributions to our stockholders or payment of additional income taxes in order to maintain our REIT status. We intend to utilize 1031 exchanges to mitigate taxable income, however there can be no assurance that we will identify properties that meet our investment objectives for acquisitions.

We depend on external sources of capital, which may not be available in the future on favorable terms or at all.

To qualify as a REIT, the Parent Company must, among other things, distribute to its stockholders each year at least 90% of its REIT taxable income (excluding any net capital gains). Because of these distribution requirements, we may not be able to fund all future capital needs with income from operations. We therefore will have to rely on third-party sources of capital, which may or may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of things, including the market's perception of our growth potential and our current and potential future earnings. Our access to debt depends on our credit rating, the willingness of creditors to lend to us and conditions in the capital markets. In addition to finding creditors willing to lend to us, we are dependent upon our joint venture partners to contribute their pro rata share of any amount needed to repay or refinance existing debt when lenders reduce the amount of debt our partnerships and joint ventures are eligible to refinance.

In addition, our existing debt arrangements also impose covenants that limit our flexibility in obtaining other financing. Additional equity offerings may result in substantial dilution of stockholders' interests and additional debt financing may substantially increase our degree of leverage.

Without access to external sources of capital, we would be required to pay outstanding debt with our operating cash flows and proceeds from property sales. Our operating cash flows may not be sufficient to pay our outstanding debt as it comes due and real estate investments generally cannot be sold quickly at a return we believe is appropriate. If we are required to deleverage our business with operating cash flows and proceeds from property sales, we may be forced to reduce the amount of, or eliminate altogether, our distributions to stock and unit holders or refrain from making investments in our business.

Our debt financing may adversely affect our business and financial condition.

Our ability to make scheduled payments or to refinance our indebtedness will depend primarily on our future performance, which to a certain extent is subject to economic, financial, competitive and other factors beyond our control. In addition, we do not expect to generate sufficient operating cash flow to make balloon principal payments on our debt when due. If we are unable to refinance our debt on acceptable terms, we may be forced (i) to dispose of properties, which might result in losses, or (ii) to obtain financing at unfavorable terms, either of which may reduce the cash flow available for distributions to stock and unit holders. If we cannot make required mortgage payments, the mortgagee may foreclose on the property securing the mortgage.

Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition.

Our unsecured notes, unsecured term loans, and unsecured line of credit contain customary covenants, including compliance with financial ratios, such as ratio of total debt to gross asset value and fixed charge coverage ratio. Fixed charge coverage ratio is defined as earnings before interest, taxes, depreciation and amortization ("EBITDA") divided by the sum of interest expense and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders, if any. These covenants may limit our operational flexibility and our acquisition activities. Moreover, if we breach any of the covenants in our debt agreements, and do not cure the breach within the applicable cure period, our lenders may require us to repay the debt immediately, even in the absence of a payment default. Many of our debt arrangements, including our unsecured notes, unsecured term loans, and unsecured line of credit are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a default under certain of our other material debt obligations. As a result, any default under our debt covenants may have an adverse effect on our financial condition, our results of operations, our ability to meet our obligations, and the market value of our stock.

The interest rates on our Unsecured Credit facilities as well as on our variable rate mortgages and interest rate swaps might change based on changes to the method in which LIBOR or its replacement rate is determined.

LIBOR, the London Interbank Offered Rate, is the basic rate of interest used in lending transactions between banks on the London interbank market, and is widely used as a reference for setting the interest rate on loans globally. We have Unsecured Credit facilities, variable rate mortgages, and interest rate swaps with variable interest rates or options for such that are based upon an annual rate of LIBOR plus a spread. LIBOR rates charged on such debt and swaps change monthly.

On July 27, 2017, the United Kingdom’s Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. The Alternative Reference Rates Committee ("ARRC"), a steering committee comprised of large U.S. financial institutions, has proposed replacing USD-LIBOR with a new index calculated by short term repurchase agreements - the Secured Overnight Financing Rate ("SOFR"). The replacement for LIBOR at this time is still uncertain.

If LIBOR ceases to exist, the Administrative Agent under our line of credit may, to the extent practicable (and with our consent but subject to certain objection rights on the part of the line lenders) establish a replacement rate for LIBOR, which must be determined generally in accordance with similar situations in other transactions in which it is serving as administrative agent or otherwise consistent with market practice generally). Establishing a replacement rate for LIBOR in this manner may result in interest obligations which are more than or do not otherwise correlate over time with the payments that would have been made on the line if LIBOR was available in its current form. Our other debt based upon LIBOR will experience similar types of adjustments. Such adjustments could have an adverse impact on our financing costs.

Increases in interest rates would cause our borrowing costs to rise and negatively impact our results of operations.

Although a significant amount of our outstanding debt has fixed interest rates, we do borrow funds at variable interest rates under our credit facilities and term loans. As of December 31, 2018, 4.9% of our outstanding debt was variable rate debt. Increases in interest rates would increase our interest expense on any variable rate debt to the extent we have not hedged our exposure to changes in interest rates. In addition, increases in interest rates will affect the terms under which we refinance our existing debt as it matures, to the extent we have not hedged our exposure to changes in interest rates. This would reduce our future earnings and cash flows, which may adversely affect our ability to service our debt and meet our other obligations and also may reduce the amount we are able to distribute to our stock and unit holders.

Hedging activity may expose us to risks, including the risks that a counterparty will not perform and that the hedge will not yield the economic benefits we anticipate, which may adversely affect us.

From time to time, we manage our exposure to interest rate volatility by using interest rate hedging arrangements that involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements, and that these arrangements may not be effective in reducing our exposure to interest rate changes. There can be no assurance that our hedging arrangements will qualify for hedge accounting or that our hedging activities will have the desired beneficial impact on our results of operations. Should we desire to terminate a hedging agreement, there may be significant costs and cash requirements involved to fulfill our obligations under the hedging agreement. Failure to hedge effectively against interest rate changes may adversely affect our results of operations.

We may acquire properties or portfolios of properties through tax-deferred contribution transactions, which may result in stockholder dilution and limit our ability to sell such assets.

We may acquire properties or portfolios of properties through tax deferred contribution transactions in exchange for partnership interests in our operating partnership, which may result in stockholder dilution. This acquisition structure may have the effect of, among other things, reducing the amount of tax depreciation we may deduct over the tax life of the acquired properties, and may require that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions may limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions.

Risk Factors Related to our Company and the Market Price for Our Securities

Changes in economic and market conditions may adversely affect the market price of our securities.

The market price of our debt and equity securities may fluctuate significantly in response to many factors, many of which are out of our control, including:

- actual or anticipated variations in our operating results;
- changes in our funds from operations or earnings estimates;
- publication of research reports about us or the real estate industry in general and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REIT's;
- the ability of our tenants to pay rent and meet their other obligations to us under current lease terms and our ability to re-lease space as leases expire;
- increases in market interest rates that drive purchasers of our stock to demand a higher dividend yield;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- any future issuances of equity securities;
- additions or departures of key management personnel;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- actions by institutional stockholders;
- changes in our dividend payments;
- potential tax law changes on REITs;
- speculation in the press or investment community; and
- general market and economic conditions.

These factors may cause the market price of our securities to decline, regardless of our financial condition, results of operations, business or prospects. It is impossible to ensure that the market price of our securities, including our common stock, will not fall in the future. A decrease in the market price of our common stock may reduce our ability to raise additional equity in the public markets. Selling common stock at a decreased market price would have a dilutive impact on existing stockholders.

There is no assurance that we will continue to pay dividends at historical rates.

Our ability to continue to pay dividends at historical rates or to increase our dividend rate will depend on a number of factors, including, among others, the following:

- our financial condition and results of future operations;
- the terms of our loan covenants; and

- our ability to acquire, finance, develop or redevelop and lease additional properties at attractive rates.

If we do not maintain or periodically increase the dividend on our common stock, it may have an adverse effect on the market price of our common stock and other securities.

Corporate responsibility, specifically related to environmental, social and governance factors, may impose additional costs and expose us to new risks.

Regency, as well as investors, are focused on corporate responsibility, specifically related to environmental, social and governance factors. Some investors may use these factors to guide their investment strategies. Third-party providers of corporate responsibility ratings and reports on companies have increased to meet growing investor demand for measurement of corporate responsibility performance. Although we have scored highly in these metrics to date, there can be no assurance that we will continue to score highly in the future. In addition, the criteria by which companies are rated may change, which could cause us to perform worse than in the past. We may face reputational damage in the event our corporate responsibility procedures or standards do not meet the standards set by various constituencies. Furthermore, should our competitors outperform us in such metrics, potential or current investors may elect to invest with our competition instead. The occurrence of any of the foregoing could have an adverse effect on the price of our shares and our business, financial condition and results of operations, including increased capital expenditures and or increased operating expenses.

Risk Factors Related to Laws and Regulations

If the Parent Company fails to qualify as a REIT for federal income tax purposes, it would be subject to federal income tax at regular corporate rates.

We believe that the Parent Company qualifies for taxation as a REIT for federal income tax purposes, and we plan to operate so that we can continue to meet the requirements for taxation as a REIT. If the Parent Company continues to qualify as a REIT, it generally will not be subject to federal income tax on income that we distribute to our stockholders. Many REIT requirements, however, are highly technical and complex. The determination that the Parent Company is a REIT requires an analysis of various factual matters and circumstances, some of which may not be totally within our control and some of which involve questions of interpretation. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, like rent, that are itemized in the REIT tax laws. There can be no assurance that the Internal Revenue Service (“IRS”) or a court would agree with the positions we have taken in interpreting the REIT requirements. We are also required to distribute to our stockholders at least 90% of our REIT taxable income, excluding capital gains. We will be subject to U.S. federal income tax on our undistributed taxable income and net capital gain and to a 4% nondeductible excise tax on any amount by which distributions we pay with respect to any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. The fact that we hold many of our assets through co-investment partnerships and their subsidiaries further complicates the application of the REIT requirements. Furthermore, Congress and the IRS might make changes to the tax laws and regulations, and the courts might issue new rulings, that make it more difficult for the Parent Company to remain qualified as a REIT.

Also, unless the IRS granted relief under certain statutory provisions, the Parent Company would remain disqualified as a REIT for four years following the year it first failed to qualify. If the Parent Company failed to qualify as a REIT (currently and/or with respect to any tax years for which the statute of limitations has not expired), we would have to pay significant income taxes, reducing cash available to pay dividends, which would likely have a significant adverse effect on the value of our securities. In addition, we would no longer be required to pay any dividends to stockholders in order to maintain our REIT status. Although we believe that the Parent Company qualifies as a REIT, we cannot be assured that the Parent Company will continue to qualify or remain qualified as a REIT for tax purposes.

Even if the Parent Company qualifies as a REIT for federal income tax purposes, we are required to pay certain federal, state, and local taxes on our income and property. For example, if we have net income from “prohibited transactions,” that income will be subject to a 100% tax. In general, prohibited transactions include sales or other dispositions of property held primarily for sale to customers in the ordinary course of business. The determination as to whether a particular sale is a prohibited transaction depends on the facts and circumstances related to that sale. While we have undertaken a significant number of asset sales in recent years, we do not believe that those sales should be considered prohibited transactions, but there can be no assurance that the IRS would not contend otherwise.

New legislation, as well as new regulations, administrative interpretations, or court decisions may be introduced, enacted, or promulgated from time to time, that may change the tax laws or interpretations of the tax laws regarding qualification as a REIT, or the federal income tax consequences of that qualification, in a manner that is adverse to our stockholders.

Recent changes to the U.S. tax laws may have a significant negative impact on the overall economy, our tenants, our investors, and our business.

The Tax Cuts and Jobs Act made significant changes to the Internal Revenue Code of 1986, as amended (the "Code"). While the changes in the Tax Cuts and Jobs Act generally appear to be favorable with respect to REITs, the extensive changes to non-REIT provisions in the Code may have unanticipated effects on us or our stockholders, including our taxable income, the amount of distributions to our stockholders required in order to maintain our REIT status, and our relative tax advantage as a REIT. The long-term impact of the Tax Cuts and Jobs Act on the overall economy, government revenues, our tenants, us, and the real estate industry cannot be reliably predicted at this stage of the new law's implementation. Furthermore, the Tax Cuts and Jobs Act may negatively impact certain of our tenants' operating results, financial condition, and future business plans. The Tax Cuts and Jobs Act may also result in reduced government revenues, and therefore reduced government spending, which may negatively impact some of our tenants that rely on government funding. There can be no assurance that the Tax Cuts and Jobs Act will not negatively impact our operating results, financial condition, and future business operations.

Dividends paid by REITs generally do not qualify for reduced tax rates.

Subject to limited exceptions, dividends paid by REITs (other than distributions designated as capital gain dividends, qualified dividends or returns of capital) are not eligible for reduced rates for qualified dividends paid by "C" corporations and are taxable at ordinary income tax rates. The more favorable rates applicable to regular corporate qualified dividends may cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which may adversely affect the value of the shares of REITs, including the shares of our capital stock.

Under the recently passed Tax Cuts and Jobs Act, the rate brackets for non-corporate taxpayer's ordinary income are adjusted, the top tax rate is reduced from 39.6% to 37% (excluding the 3.8% Medicare tax on net investment income), and ordinary REIT dividends are taxed at even lower effective rates. Under the Tax Cuts and Jobs Act, for taxable years beginning after December 31, 2017 and before January 1, 2026, distributions from REITs that are treated as dividends but are not designated as qualified dividends or capital gain dividends are generally taxed as ordinary income after deducting 20% of the amount of the dividend in the case of non-corporate stockholders. At the maximum ordinary income tax rate of 37% applicable for taxable years beginning after December 31, 2017 and before January 1, 2026, the maximum tax rate on ordinary REIT dividends for non-corporate stockholders is generally 29.6% (plus the 3.8% Medicare tax on net investment income).

Foreign stockholders may be subject to U.S. federal income tax on gain recognized on a disposition of our common stock if we do not qualify as a "domestically controlled" REIT.

A foreign person disposing of a U.S. real property interest, including shares of a U.S. corporation whose assets consist principally of U.S. real property interests is generally subject to U.S. federal income tax on any gain recognized on the disposition. This tax does not apply, however, to the disposition of stock in a REIT if the REIT is "domestically controlled." In general, we will be a domestically controlled REIT if at all times during the five-year period ending on the applicable stockholder's disposition of our stock, less than 50% in value of our stock was held directly or indirectly by non-U.S. persons. If we were to fail to qualify as a domestically controlled REIT, gain recognized by a foreign stockholder on a disposition of our common stock would be subject to U.S. federal income tax unless our common stock was traded on an established securities market and the foreign stockholder did not at any time during a specified testing period directly or indirectly own more than 10% of our outstanding common stock.

Legislative or other actions affecting REITs may have a negative effect on us.

The rules dealing with federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. Changes to the tax laws, with or without retroactive application, may adversely affect Regency or our investors. We cannot predict how changes in the tax laws might affect Regency or our investors. New legislation, Treasury Regulations, administrative interpretations or court decisions may significantly and negatively affect our ability to qualify as a REIT or the federal income tax consequences of such qualification, or the federal income tax consequences of an investment in us. Also, the law relating to the tax treatment of other entities, or an investment in other entities, may change, making an investment in such other entities more attractive relative to an investment in a REIT.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities. The REIT provisions of the Code limit our ability to hedge our liabilities. Generally, income from a hedging transaction that constitutes “qualifying income” for purposes of the 75% or 95% gross income tests applicable to REITs, does not constitute “gross income” for purposes of the 75% or 95% gross income tests, provided that we properly identify the hedging transaction pursuant to the applicable sections of the Code and Treasury Regulations. To the extent that we enter into other types of hedging transactions, or fail to make the proper tax identifications, the income from those transactions is likely to be treated as non-qualifying income for purposes of both gross income tests. As a result of these rules, we may need to limit our use of otherwise advantageous hedging techniques or implement those hedges through a taxable REIT subsidiary ("TRS").

Changes in accounting standards may impact our financial results.

The Financial Accounting Standards Board ("FASB"), in conjunction with the SEC, has several key projects recently completed that will impact how we currently account for our material transactions, including lease accounting. Accounting Standards Codification ("ASC") Topic 842, Leases, will be adopted by the Company on January 1, 2019 and, as further described in note 1(o), is expected to have an impact on our financial statements when adopted to require all of our operating leases for office, ground and equipment leases to be recorded on our balance sheet. Also, we will no longer capitalize internal leasing compensation costs and legal costs associated with leasing activities under the new standard, which will result in an increase in our general and administrative costs and a direct reduction to our net income.

Restrictions on the ownership of the Parent Company's capital stock to preserve its REIT status may delay or prevent a change in control.

Ownership of more than 7% by value of our outstanding capital stock is prohibited, with certain exceptions, by the Parent Company's articles of incorporation, for the purpose of maintaining its qualification as a REIT. This 7% limitation may discourage a change in control and may also (i) deter tender offers for our capital stock, which offers may be attractive to our stockholders, or (ii) limit the opportunity for our stockholders to receive a premium for their capital stock that might otherwise exist if an investor attempted to assemble a block in excess of 7% of our outstanding capital stock or to affect a change in control.

The issuance of the Parent Company's capital stock may delay or prevent a change in control.

The Parent Company's articles of incorporation authorize our Board of Directors to issue up to 30,000,000 shares of preferred stock and 10,000,000 shares of special common stock and to establish the preferences and rights of any shares issued. The issuance of preferred stock or special common stock may have the effect of delaying or preventing a change in control. The provisions of the Florida Business Corporation Act regarding affiliated transactions may also deter potential acquisitions by preventing the acquiring party from consummating a merger or other extraordinary corporate transaction without the approval of our disinterested stockholders.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The following table is a list of the shopping centers, summarized by state and in order of largest holdings, presented for Consolidated Properties (excludes properties owned by unconsolidated co-investment partnerships):

	December 31, 2018						December 31, 2017					
Location	Number of Properties	GLA (in thousands)	Percent of Total GLA		Percent Leased		Number of Properties	GLA (in thousands)	Percent of Total GLA		Percent Leased	
Florida	90	10,745	28.3	%	94.7	%	96	11,255	29.1	%	94.7	%
California	54	8,168	21.5	%	96.6	%	56	8,549	22.1	%	96.5	%
Texas	23	3,019	8.0	%	97.3	%	23	3,018	7.8	%	97.4	%
Georgia	21	2,048	5.4	%	95.5	%	21	2,047	5.3	%	95.2	%
Connecticut	14	1,453	3.8	%	95.6	%	14	1,458	3.8	%	96.9	%
Colorado	14	1,146	3.0	%	96.2	%	14	1,146	3.0	%	97.2	%
New York	11	1,367	3.6	%	97.8	%	9	1,198	3.1	%	99.0	%
North Carolina	10	895	2.3	%	96.8	%	10	895	2.3	%	97.0	%
Massachusetts	9	907	2.4	%	98.9	%	9	907	2.3	%	99.1	%
Ohio	8	1,205	3.2	%	99.4	%	8	1,196	3.1	%	99.5	%
Virginia	8	1,332	3.5	%	83.8	%	8	1,420	3.7	%	86.3	%
Washington	7	825	2.2	%	99.4	%	7	825	2.1	%	99.4	%
Oregon	7	741	2.0	%	96.1	%	7	741	1.9	%	94.8	%
Illinois	6	1,075	2.8	%	91.2	%	6	1,069	2.8	%	88.3	%
Louisiana	5	753	2.0	%	92.8	%	5	753	1.9	%	94.2	%
Missouri	4	408	1.1	%	100.0	%	4	408	1.1	%	99.7	%
Maryland	3	372	1.0	%	85.4	%	3	372	1.0	%	86.6	%
Tennessee	3	318	0.8	%	99.1	%	3	317	0.8	%	97.6	%
Pennsylvania	3	317	0.8	%	98.1	%	3	317	0.8	%	93.2	%
Indiana	1	254	0.7	%	98.4	%	1	254	0.7	%	97.7	%
Delaware	1	232	0.6	%	95.6	%	1	232	0.6	%	95.6	%
New Jersey	1	218	0.6	%	96.9	%	1	218	0.6	%	86.7	%
Michigan	1	97	0.3	%	100.0	%	1	97	0.3	%	98.6	%
South Carolina	1	51	0.1	%	94.8	%	1	51	0.1	%	71.2	%
Total	305	37,946	100.0	%	95.5	%	311	38,743	100.0	%	95.5	%

Certain Consolidated Properties are encumbered by mortgage loans of $525.2 million, excluding debt issuance costs and premiums and discounts, as of December 31, 2018.

The weighted average annual effective rent for the consolidated portfolio of properties, net of tenant concessions, is $21.51 and $21.01 PSF as of December 31, 2018 and 2017, respectively.

The following table is a list of the shopping centers, summarized by state and in order of largest holdings, presented for Unconsolidated Properties (includes properties owned by unconsolidated co-investment partnerships):

Location	December 31, 2018						December 31, 2017					
	Number of Properties	GLA (in thousands)	Percent of Total GLA		Percent Leased		Number of Properties	GLA (in thousands)	Percent of Total GLA		Percent Leased	
California	22	3,017	19.3	%	94.2	%	21	2,791	18.4	%	97.0	%
Virginia	17	2,403	15.4	%	94.8	%	18	2,554	16.9	%	94.3	%
Maryland	11	1,184	7.6	%	96.2	%	11	1,184	7.8	%	95.8	%
Florida	10	1,045	6.7	%	98.8	%	10	1,040	6.9	%	97.4	%
North Carolina	9	1,417	9.1	%	94.1	%	8	1,326	8.8	%	91.6	%
Texas	7	933	6.0	%	98.2	%	7	933	6.2	%	97.4	%
Washington	7	859	5.5	%	95.1	%	5	621	4.1	%	96.5	%
Colorado	6	854	5.5	%	93.2	%	5	836	5.5	%	96.2	%
Pennsylvania	6	666	4.2	%	94.4	%	6	666	4.4	%	95.7	%
Minnesota	5	665	4.2	%	99.0	%	5	674	4.4	%	98.3	%
Illinois	4	671	4.3	%	97.1	%	4	671	4.4	%	95.5	%
New Jersey	4	353	2.3	%	96.4	%	3	287	1.9	%	98.2	%
Massachusetts	2	726	4.6	%	98.4	%	2	726	4.8	%	95.7	%
Indiana	2	139	0.9	%	100.0	%	2	139	0.9	%	99.1	%
District of Columbia	2	40	0.3	%	84.4	%	2	40	0.3	%	91.8	%
Connecticut	1	186	1.2	%	80.1	%	1	186	1.2	%	100.0	%
New York	1	141	0.9	%	100.0	%	1	141	0.9	%	100.0	%
Oregon	1	93	0.6	%	100.0	%	1	93	0.6	%	98.4	%
Georgia	1	86	0.5	%	83.8	%	1	86	0.6	%	97.5	%
South Carolina	1	80	0.5	%	100.0	%	1	80	0.5	%	100.0	%
Delaware	1	64	0.4	%	90.1	%	1	64	0.4	%	90.1	%
Total	120	15,622	100.0	%	95.4	%	115	15,138	100.0	%	95.6	%

Certain Unconsolidated Properties are encumbered by non-recourse mortgage loans of $1.6 billion, excluding debt issuance costs and premiums and discounts, as of December 31, 2018.

The weighted average annual effective rent for the unconsolidated portfolio of properties, net of tenant concessions, is $21.46 and $20.63 PSF as of December 31, 2018 and 2017, respectively.

The following table summarizes the largest tenants occupying our shopping centers for Consolidated Properties plus our pro-rata share of Unconsolidated Properties, as of December 31, 2018, based upon a percentage of total annualized base rent (GLA and dollars in thousands):

Tenant	GLA	Percent of Company Owned GLA	Annualized Base Rent	Percent of Annualized Base Rent	Number of Leased Stores
Publix	2,839	6.5%	$ 29,341	3.2%	70
Kroger Co.	2,855	6.6%	27,632	3.0%	56
Albertsons Companies, Inc.	1,833	4.2%	25,871	2.8%	47
Whole Foods	1,053	2.4%	21,845	2.4%	32
TJX Companies	1,282	3.0%	21,277	2.3%	59
CVS	662	1.5%	14,222	1.6%	57
Ahold/Delhaize	563	1.3%	13,202	1.4%	16
Bed Bath & Beyond	594	1.4%	9,956	1.1%	22
Nordstrom	320	0.7%	8,755	1.0%	9
Ross Dress For Less	551	1.3%	8,548	0.9%	25
PETCO	352	0.8%	8,443	0.9%	43
L.A. Fitness Sports Club	423	1.0%	8,389	0.9%	12
Trader Joe's	258	0.6%	8,039	0.9%	26
JAB Holding Company (1)	181	0.4%	6,733	0.7%	62
Starbucks	140	0.3%	6,697	0.7%	101
Wells Fargo Bank	132	0.3%	6,620	0.7%	52
Gap	196	0.5%	6,592	0.7%	15
Walgreens	288	0.7%	6,412	0.7%	27
Target	570	1.3%	6,365	0.7%	6
Bank of America	119	0.3%	6,167	0.7%	40
JPMorgan Chase Bank	108	0.2%	5,940	0.7%	34
H.E.B.	344	0.8%	5,844	0.6%	5
Kohl's	612	1.4%	5,645	0.6%	8
Dick's Sporting Goods	340	0.8%	5,388	0.6%	7
Ulta	169	0.4%	5,049	0.6%	19
Top 25 Tenants	16,784	38.7%	278,972	30.4%	850

(1) JAB Holding Company includes Panera, Einstein Bros Bagels, Peet's' Coffee & Tea, and Krispy Kreme

Our leases for tenant space under 10,000 square feet generally have initial terms ranging from three to seven years. Leases greater than 10,000 square feet generally have initial lease terms in excess of five years, mostly comprised of anchor tenants. Many of the anchor leases contain provisions allowing the tenant the option of extending the term of the lease at expiration. Our leases typically provide for the payment of fixed minimum rent, the tenant's pro-rata share of real estate taxes, insurance, and common area maintenance (“CAM”) expenses, and reimbursement for utility costs if not directly metered.

The following table summarizes pro-rata lease expirations for the next ten years and thereafter, for our Consolidated and Unconsolidated Properties, assuming no tenants renew their leases (GLA and dollars in thousands):

Lease Expiration Year	Number of Tenants with Expiring Leases	Pro-rata Expiring GLA	Percent of Total Company GLA	In Place Base Rent Expiring Under Leases	Percent of Base Rent	Pro-rata Expiring Average Base Rent
(1)	549	321	0.8 %	$8,569	1.0 %	$ 26.72
2019	1,014	3,146	7.7 %	65,555	7.4 %	20.84
2020	1,335	4,815	11.9 %	103,395	11.7 %	21.47
2021	1,301	5,102	12.6 %	105,970	11.9 %	20.77
2022	1,271	5,535	13.6 %	121,984	13.8 %	22.04
2023	1,136	4,456	11.0 %	106,188	12.0 %	23.83
2024	620	3,573	8.8 %	78,781	8.9 %	22.05
2025	373	1,888	4.6 %	49,747	5.6 %	26.35
2026	325	1,972	4.8 %	48,486	5.4 %	24.59
2027	291	1,892	4.7 %	42,762	4.8 %	22.60
2028	359	2,182	5.4 %	50,727	5.7 %	23.25
Thereafter	351	5,738	14.1 %	104,319	11.8 %	18.18
Total	8,925	40,620	100.0 %	$886,483	100.0%	$ 21.82

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

During 2019, we have a total of 1,014 leases expiring, representing 3.1 million square feet of GLA. These expiring leases have an average base rent of $20.84 PSF. The average base rent of new leases signed during 2018 was $27.15 PSF. During periods of recession or when occupancy is low, tenants have more bargaining power, which may result in rental rate declines on new or renewal leases. In periods of recovery and/or when occupancy levels are high, landlords have more bargaining power, which generally results in rental rate growth on new and renewal leases. Based on current economic trends and expectations, the quality and mix of tenants in our centers, and pro-rata percent leased of 95.6%, we expect average base rent on new and renewal leases during 2019 to meet or exceed average rental rates on leases expiring in 2019. Exceptions may arise in certain geographic areas or at specific shopping centers based on the local economic situation, competition, location, quality, and size of the space being leased, among other factors. Additionally, significant changes or uncertainties affecting micro- or macroeconomic climates may cause significant changes to our current expectations.

See the following property table and also see Item 7, Management's Discussion and Analysis, for further information about our Consolidated and Unconsolidated Properties.

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Pe Le
200 Potrero	San Francisco-Oakland-Hayward	CA		2017	1928	$—	31	10
4S Commons Town Center	San Diego-Carlsbad	CA	85%	2004	2004	85,000	240	10
Amerige Heights Town Center	Los Angeles-Long Beach-Anaheim	CA		2000	2000	—	89	10
Balboa Mesa Shopping Center	San Diego-Carlsbad	CA		2012	1969	—	207	10
Bayhill Shopping Center	San Francisco-Oakland-Hayward	CA	40%	2005	1990/2018	19,964	122	95
Blossom Valley	San Jose-Sunnyvale-Santa Clara	CA	20%	1999	1990	22,300	93	96
Brea Marketplace (6)	Los Angeles-Long Beach-Anaheim	CA	40%	2005	1987	45,026	352	99
Circle Center West	Los Angeles-Long Beach-Anaheim	CA		2017	1989	9,864	64	10
Clayton Valley Shopping Center	San Francisco-Oakland-Hayward	CA		2003	2004	—	260	91
Corral Hollow	Stockton-Lodi	CA	25%	2000	2000	—	167	10
Costa Verde Center	San Diego-Carlsbad	CA		1999	1988	—	179	89
Culver Center	Los Angeles-Long Beach-Anaheim	CA		2017	1950	—	217	95
Diablo Plaza	San Francisco-Oakland-Hayward	CA		1999	1982	—	63	10
El Camino Shopping Center	Los Angeles-Long Beach-Anaheim	CA		1999	1995	—	136	97
El Cerrito Plaza	San Francisco-Oakland-Hayward	CA		2000	2000	—	256	97
El Norte Pkwy Plaza	San Diego-Carlsbad	CA		1999	1984	—	91	97
Encina Grande	San Francisco-Oakland-Hayward	CA		1999	1965	—	106	10

Five Points Shopping Center	Santa Maria-Santa Barbara	CA	40%	2005	1960	25,495	145	98
Folsom Prairie City Crossing	Sacramento--Roseville--Arden-Arcade	CA		1999	1999	—	90	10
French Valley Village Center	Riverside-San Bernardino-Ontario	CA		2004	2004	—	99	98
Friars Mission Center	San Diego-Carlsbad	CA		1999	1989	—	147	99
Gateway 101	San Francisco-Oakland-Hayward	CA		2008	2008	—	92	10
Gelson's Westlake Market Plaza	Oxnard-Thousand Oaks-Ventura	CA		2002	2002	—	85	95
Golden Hills Plaza	San Luis Obispo-Paso Robles-Arroyo Grande	CA		2006	2006	—	244	97
Granada Village	Los Angeles-Long Beach-Anaheim	CA	40%	2005	1965	50,000	226	98
Hasley Canyon Village	Los Angeles-Long Beach-Anaheim	CA	20%	2003	2003	16,000	66	10
Heritage Plaza	Los Angeles-Long Beach-Anaheim	CA		1999	1981	—	230	10
Jefferson Square	Riverside-San Bernardino-Ontario	CA		2007	2007	—	38	48
Laguna Niguel Plaza	Los Angeles-Long Beach-Anaheim	CA	40%	2005	1985	—	42	10
Marina Shores	Los Angeles-Long Beach-Anaheim	CA	20%	2008	2001	10,489	68	10
Mariposa Shopping Center	San Jose-Sunnyvale-Santa Clara	CA	40%	2005	1957/2018	19,309	127	97
Morningside Plaza	Los Angeles-Long Beach-Anaheim	CA		1999	1996	—	91	95
Navajo Shopping Center	San Diego-Carlsbad	CA	40%	2005	1964	7,870	102	10
Newland Center	Los Angeles-Long Beach-Anaheim	CA		1999	1985	—	152	10

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Pe Le
Oak Shade Town Center	Sacramento--Roseville--Arden-Arcade	CA		2011	1998	7,570	104	96
Oakbrook Plaza	Oxnard-Thousand Oaks-Ventura	CA		1999	1982	—	83	98
Parnassus Heights Medical	San Francisco-Oakland-Hayward	CA	50%	2017	1968	—	146	99
Persimmon Place	San Francisco-Oakland-Hayward	CA		2014	2014	—	153	10
Plaza Escuela	San Francisco-Oakland-Hayward	CA		2017	2002	—	155	98
Plaza Hermosa	Los Angeles-Long Beach-Anaheim	CA		1999	1984	—	95	92
Pleasant Hill Shopping Center	San Francisco-Oakland-Hayward	CA	40%	2005	1970	50,000	227	10
Pleasanton Plaza	San Francisco-Oakland-Hayward	CA		2017	1981	—	163	76
Point Loma Plaza	San Diego-Carlsbad	CA	40%	2005	1987	24,901	205	98
Potrero Center	San Francisco-Oakland-Hayward	CA		2017	1968	—	227	83
Powell Street Plaza	San Francisco-Oakland-Hayward	CA		2001	1987	—	166	91
Raley's Supermarket	Sacramento--Roseville--Arden-Arcade	CA	20%	2007	1964	—	63	10
Ralphs Circle Center	Los Angeles-Long Beach-Anaheim	CA		2017	1983	—	60	10
Rancho San Diego Village	San Diego-Carlsbad	CA	40%	2005	1981	21,468	153	94
Rona Plaza	Los Angeles-Long Beach-Anaheim	CA		1999	1989	—	52	10
San Carlos Marketplace	San Francisco-Oakland-Hayward	CA		2017	1999	—	154	10
Scripps Ranch Marketplace	San Diego-Carlsbad	CA		2017	2017	27,000	132	10
	San Francisco-Oakland-Hayward	CA		1999	1982	—	50	10

San Leandro Plaza								
Seal Beach	Los Angeles-Long Beach-Anaheim	CA	20%	2002	1966	2,200	97	95
Sequoia Station	San Francisco-Oakland-Hayward	CA		1999	1996	—	103	10
Serramonte Center	San Francisco-Oakland-Hayward	CA		2017	1968	—	1,074	97
Shoppes at Homestead	San Jose-Sunnyvale-Santa Clara	CA		1999	1983	—	113	10
Silverado Plaza	Napa	CA	40%	2005	1974	9,639	85	99
Snell & Branham Plaza	San Jose-Sunnyvale-Santa Clara	CA	40%	2005	1988	12,867	92	10
South Bay Village	Los Angeles-Long Beach-Anaheim	CA		2012	2012	—	108	10
Talega Village Center	Los Angeles-Long Beach-Anaheim	CA		2017	2007	—	102	10
Tassajara Crossing	San Francisco-Oakland-Hayward	CA		1999	1990	—	146	99
The Hub Hillcrest Market	San Diego-Carlsbad	CA		2012	1990	—	149	95
The Marketplace Shopping Ctr	Sacramento--Roseville--Arden-Arcade	CA		2017	1990	—	111	96
Town and Country Center	Los Angeles-Long Beach-Anaheim	CA	9.4%	2018	1962/1992	90,000	230	40
Tustin Legacy	Los Angeles-Long Beach-Anaheim	CA		2016	2017	—	112	10
Twin Oaks Shopping Center	Los Angeles-Long Beach-Anaheim	CA	40%	2005	1978/2018	9,507	98	98
Twin Peaks	San Diego-Carlsbad	CA		1999	1988	—	208	10
	Los Angeles-Long Beach-Anaheim	CA		2002	2003	—	173	10

Valencia Crossroads							
Village at La Floresta	Los Angeles-Long Beach-Anaheim	CA	2014	2014	—	87	10
Von's Circle Center	Los Angeles-Long Beach-Anaheim	CA	2017	1972	7,699	151	10
West Park Plaza	San Jose-Sunnyvale-Santa Clara	CA	1999	1996	—	88	10

23

Property Name	[1] CBSA	State	[2] Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	[3] Percent Leased	[4] A Ba Re (P Ft
Westlake Village Plaza and Center	Oxnard-Thousand Oaks-Ventura	CA		1999	1975	—	201	97.4%	45
Willows Shopping Center [6]	San Francisco-Oakland-Hayward	CA		2017	2015	—	249	88.9%	29
Woodman Van Nuys	Los Angeles-Long Beach-Anaheim	CA		1999	1992	—	108	100.0%	15
Woodside Central	San Francisco-Oakland-Hayward	CA		1999	1993	—	81	98.5%	25
Ygnacio Plaza	San Francisco-Oakland-Hayward	CA	40%	2005	1968	26,179	110	100.0%	37
Applewood Shopping Center	Denver-Aurora-Lakewood	CO	40%	2005	1956	—	353	90.9%	13
Alcove On Arapahoe (fka Arapahoe Village)	Boulder	CO	40%	2005	1957	13,428	159	95.0%	18
Belleview Square	Denver-Aurora-Lakewood	CO		2004	1978	—	117	100.0%	20
Boulevard Center	Denver-Aurora-Lakewood	CO		1999	1986	—	79	74.2%	30
Buckley Square	Denver-Aurora-Lakewood	CO		1999	1978	—	116	96.4%	11
Centerplace of Greeley III Phase I	Greeley	CO		2007	2007	—	119	100.0%	12
Cherrywood Square	Denver-Aurora-Lakewood	CO	40%	2005	1978	4,145	97	96.3%	10
Crossroads Commons	Boulder	CO	20%	2001	1986	15,922	143	98.7%	27
Crossroads Commons II	Boulder	CO	20%	2018	1995	—	20	47.0%	29
Falcon Marketplace	Colorado Springs	CO		2005	2005	—	22	93.8%	23
	Denver-Aurora-Lakewood	CO		2002	2003	—	100	100.0%	11

Hilltop Village									
Kent Place	Denver-Aurora-Lakewood	CO	50%	2011	2011	8,250	48	100.0%	20
Littleton Square	Denver-Aurora-Lakewood	CO		1999	1997	—	99	95.4%	10
Lloyd King Center	Denver-Aurora-Lakewood	CO		1998	1998	—	83	98.3%	12
Marketplace at Briargate	Colorado Springs	CO		2006	2006	—	29	90.0%	32
Monument Jackson Creek	Colorado Springs	CO		1998	1999	—	85	100.0%	12
Ralston Square Shopping Center	Denver-Aurora-Lakewood	CO	40%	2005	1977	4,145	83	97.0%	11
Shops at Quail Creek	Denver-Aurora-Lakewood	CO		2008	2008	—	38	92.5%	28
Stroh Ranch	Denver-Aurora-Lakewood	CO		1998	1998	—	93	100.0%	13
Woodmen Plaza	Colorado Springs	CO		1998	1998	—	116	94.4%	13
22 Crescent Road	Bridgeport-Stamford-Norwalk	CT		2017	1984	—	4	100.0%	60
91 Danbury Road	Bridgeport-Stamford-Norwalk	CT		2017	1965	—	5	100.0%	27
Black Rock	Bridgeport-Stamford-Norwalk	CT	80%	2014	1996	20,000	98	97.8%	29
Brick Walk (6)	Bridgeport-Stamford-Norwalk	CT	80%	2014	2007	33,000	123	88.3%	47
Brookside Plaza	Hartford-West Hartford-East Hartford	CT		2017	1985	—	217	91.4%	14
Compo Acres Shopping Center	Bridgeport-Stamford-Norwalk	CT		2017	1960	—	43	100.0%	49
Copps Hill Plaza	Bridgeport-Stamford-Norwalk	CT		2017	1979	13,293	185	100.0%	14
Corbin's Corner	Hartford-West Hartford-East Hartford	CT	40%	2005	1962	37,899	186	80.1%	34
Danbury Green	Bridgeport-Stamford-Norwalk	CT		2017	1985	—	124	100.0%	23
Darinor Plaza (6)	Bridgeport-Stamford-Norwalk	CT		2017	1978	—	153	100.0%	18
Fairfield Center (6)	Bridgeport-Stamford-Norwalk	CT	80%	2014	2000	—	94	89.6%	34
Post Road Plaza	Bridgeport-Stamford-Norwalk	CT		2017	1978	—	20	100.0%	53

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Percen Lease
Southbury Green	New Haven-Milford	CT		2017	1979	—	156	96.4%
The Village Center	Bridgeport-Stamford-Norwalk	CT		2017	1973	13,434	90	84.5%
Walmart Norwalk	Bridgeport-Stamford-Norwalk	CT		2017	1956	—	142	100.0
Shops at The Columbia	Washington-Arlington-Alexandria	DC	25%	2006	2006	—	23	85.8%
Spring Valley Shopping Center	Washington-Arlington-Alexandria	DC	40%	2005	1930	12,008	17	82.4%
Pike Creek	Philadelphia-Camden-Wilmington	DE		1998	1981	—	232	95.6%
Shoppes of Graylyn	Philadelphia-Camden-Wilmington	DE	40%	2005	1971	—	64	90.1%
Alafaya Village	Orlando-Kissimmee-Sanford	FL		2017	1986	—	38	93.9%
Anastasia Plaza	Jacksonville	FL		1993	1988	—	102	95.9%
Atlantic Village	Jacksonville	FL		2017	1984	—	105	92.5%
Aventura Shopping Center	Miami-Fort Lauderdale-West Palm Beach	FL		1994	1974	—	97	98.9%
Aventura Square (6)	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1991	7,083	144	79.3%
Banco Popular Building	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1971	—	33	33.4%
Berkshire Commons	Naples-Immokalee-Marco Island	FL		1994	1992	—	110	97.5%
Bird 107 Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1962	—	40	100.0
Bird Ludlum	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1988	—	192	98.5%
Bloomingdale Square	Tampa-St. Petersburg-Clearwater	FL		1998	1987/2018	—	254	90.8%
Bluffs Square Shoppes	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1986	—	124	96.3%
Boca Village Square	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1978	—	92	97.6%

Boynton Lakes Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		1997	1993	—	110	94.9%
Boynton Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1978	—	105	94.4%
Brooklyn Station on Riverside	Jacksonville	FL		2013	2013	—	50	100.0
Caligo Crossing	Miami-Fort Lauderdale-West Palm Beach	FL		2007	2007	—	11	35.0%
Carriage Gate	Tallahassee	FL		1994	1978	—	73	100.0
Cashmere Corners	Port St. Lucie	FL		2017	2001	—	86	83.7%
Charlotte Square	Punta Gorda	FL		2017	1980	—	91	78.3%
Chasewood Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		1993	1986	—	151	99.0%
Concord Shopping Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1962	27,750	309	95.4%
Coral Reef Shopping Center	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1968	—	75	98.8%
Corkscrew Village	Cape Coral-Fort Myers	FL		2007	1997	—	82	95.3%
Country Walk Plaza	Miami-Fort Lauderdale-West Palm Beach	FL	30%	2017	1985	16,000	101	91.0%
Countryside Shops	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1986	—	193	93.2%
Courtyard Shopping Center	Jacksonville	FL		1993	1987	—	137	100.0
Fleming Island	Jacksonville	FL		1998	2000	—	132	97.5%
Fountain Square	Miami-Fort Lauderdale-West Palm Beach	FL		2013	2013	—	177	96.4%
Garden Square	Miami-Fort Lauderdale-West Palm Beach	FL		1997	1991	—	90	100.0
Glengary Shoppes	North Port-Sarasota-Bradenton	FL		2017	1995	—	93	100.0

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Percent Leased	(4) Av Bas Re (Pe Ft)
Shoppes of Grande Oak	Cape Coral-Fort Myers	FL		2000	2000	—	79	100.0%	16.
Greenwood Shopping Centre	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1982	—	133	92.0%	15.
Hammocks Town Center	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1987	—	184	98.7%	17.
Hibernia Pavilion	Jacksonville	FL		2006	2006	—	51	89.6%	15.
Homestead McDonald's	Miami-Fort Lauderdale-West Palm Beach	FL		2017	2014	—	4	100.0%	27.
John's Creek Center	Jacksonville	FL	20%	2003	2004	9,000	75	100.0%	15.
Julington Village	Jacksonville	FL	20%	1999	1999	10,000	82	100.0%	16.
Kirkman Shoppes	Orlando-Kissimmee-Sanford	FL		2017	1973	—	115	96.7%	23.
Lake Mary Centre	Orlando-Kissimmee-Sanford	FL		2017	1988	—	360	93.7%	15.
Lantana Outparcels	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1976	—	17	100.0%	18.
Mandarin Landing	Jacksonville	FL		2017	1976	—	140	90.0%	18.
Millhopper Shopping Center	Gainesville	FL		1993	1974	—	83	100.0%	17.
Naples Walk Shopping Center	Naples-Immokalee-Marco Island	FL		2007	1999	—	125	91.8%	16.
Newberry Square	Gainesville	FL		1994	1986	—	181	91.5%	7.7
Nocatee Town Center	Jacksonville	FL		2007	2007	—	107	100.0%	19.

Northgate Square	Tampa-St. Petersburg-Clearwater	FL		2007	1995	—	75	100.0%	15.
Oakleaf Commons	Jacksonville	FL		2006	2006	—	74	98.1%	14.
Ocala Corners (6)	Tallahassee	FL		2000	2000	4,148	87	98.6%	14.
Old St Augustine Plaza	Jacksonville	FL		1996	1990	—	256	100.0%	9.9
Pablo Plaza	Jacksonville	FL		2017	1974	—	158	100.0%	16.
Pavillion	Naples-Immokalee-Marco Island	FL		2017	1982	—	168	90.2%	21.
Shoppes of Pebblebrook Plaza	Naples-Immokalee-Marco Island	FL	50%	2000	2000	—	77	100.0%	15.
Pine Island	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1999	—	255	96.9%	14.
Pine Ridge Square	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1986	—	118	97.0%	17.
Pine Tree Plaza	Jacksonville	FL		1997	1999	—	63	90.4%	14.
Pinecrest Place (6) (7)	Miami-Fort Lauderdale-West Palm Beach	FL		2017	2017	—	70	87.3%	38.
Plaza Venezia	Orlando-Kissimmee-Sanford	FL	20%	2016	2000	36,500	202	99.5%	26.
Point Royale Shopping Center	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1970	—	202	98.2%	15.
Prosperity Centre	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1993	—	124	93.5%	21.
Regency Square	Tampa-St. Petersburg-Clearwater	FL		1993	1986	—	352	97.5%	18.
Ryanwood Square	Sebastian-Vero Beach	FL		2017	1987	—	115	88.8%	11.
Salerno Village	Port St. Lucie	FL		2017	1987	—	5	100.0%	16.
Sawgrass Promenade	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1982	—	107	91.5%	12.
Seminole Shoppes	Jacksonville	FL	50%	2009	2009	8,865	87	98.4%	22.

Sheridan Plaza	Miami-Fort Lauderdale-West Palm Beach	FL	2017	1973	—	506	94.1%	18.
Shoppes @ 104	Miami-Fort Lauderdale-West Palm Beach	FL	1998	1990/2018	—	112	100.0%	18.

26

Property Name	[1] CBSA	State	[2] Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	[3] Percent Leased	[4] Ave Base Ren (Per Ft)
Shoppes at Bartram Park	Jacksonville	FL	50%	2005	2004	—	134	99.0%	20.2
Shoppes at Lago Mar	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1995	—	83	95.8%	15.5
Shoppes at Sunlake Centre	Tampa-St. Petersburg-Clearwater	FL		2017	2008	—	98	100.0%	21.1
Shoppes of Jonathan's Landing	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1997	—	27	100.0%	24.6
Shoppes of Oakbrook	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1974	4,626	200	98.2%	16.6
Shoppes of Silver Lakes	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1995	—	127	92.6%	19.0
Shoppes of Sunset	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1979	—	22	77.7%	25.9
Shoppes of Sunset II	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1980	—	28	67.6%	22.9
Shops at John's Creek	Jacksonville	FL		2003	2004	—	15	100.0%	23.1
Shops at Skylake	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1999	—	287	91.4%	22.4
South Beach Regional	Jacksonville	FL		2017	1990	—	308	98.8%	14.9
South Point	Sebastian-Vero Beach	FL		2017	2003	—	65	95.7%	16.8
Starke [6]	Other	FL		2000	2000	—	13	100.0%	25.5
Suncoast Crossing [6]	Tampa-St. Petersburg-Clearwater	FL		2007	2007	—	118	97.6%	5.29
Tamarac Town Square	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1987	—	125	73.8%	12.9
The Grove	Orlando-Kissimmee-Sanford	FL	30%	2017	2004	22,500	152	100.0%	16.7

The Plaza at St. Lucie West	Port St. Lucie	FL		2017	2006	—	27	81.7%	24.0
The Village at Hunter's Lake (7)	Tampa-St. Petersburg-Clearwater	FL		2018	2018	—	72	68.4%	21.5
Town and Country	Orlando-Kissimmee-Sanford	FL		2017	1993	—	78	100.0%	10.5
Town Square	Tampa-St. Petersburg-Clearwater	FL		1997	1999	—	44	100.0%	31.9
Treasure Coast Plaza	Sebastian-Vero Beach	FL		2017	1983	2,746	134	94.7%	16.1
Unigold Shopping Center	Orlando-Kissimmee-Sanford	FL		2017	1987	—	115	95.0%	14.9
University Commons (6)	Miami-Fort Lauderdale-West Palm Beach	FL		2015	2001	36,425	180	100.0%	31.6
Veranda Shoppes	Miami-Fort Lauderdale-West Palm Beach	FL	30%	2017	2007	9,000	45	100.0%	27.5
Village Center	Tampa-St. Petersburg-Clearwater	FL		1995	1993	—	187	95.7%	20.1
Waterstone Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		2017	2005	—	61	100.0%	16.6
Welleby Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		1996	1982	—	110	97.0%	13.5
Wellington Town Square	Miami-Fort Lauderdale-West Palm Beach	FL		1996	1982	—	112	100.0%	25.4
West Bird Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1977	—	100	86.5%	18.3
West Lake Shopping Center	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1984	—	101	95.8%	18.8
Westchase	Tampa-St. Petersburg-Clearwater	FL		2007	1998	—	79	100.0%	16.7
Westport Plaza	Miami-Fort Lauderdale-West Palm Beach	FL		2017	2002	2,651	47	100.0%	18.9
Willa Springs	Orlando-Kissimmee-Sanford	FL	20%	2000	2000	16,700	90	100.0%	21.0
Young Circle Shopping	Miami-Fort Lauderdale-West Palm Beach	FL		2017	1962	—	65	94.8%	15.1

Center								
Ashford Place	Atlanta-Sandy Springs-Roswell	GA	1997	1993	—	53	100.0%	21.7
Briarcliff La Vista	Atlanta-Sandy Springs-Roswell	GA	1997	1962	—	43	100.0%	20.4
Briarcliff Village (6)	Atlanta-Sandy Springs-Roswell	GA	1997	1990	—	190	98.4%	16.3

27

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Percent Leased	(4 A B R (F
Bridgemill Market	Atlanta-Sandy Springs-Roswell	GA		2017	2000	5,109	89	86.1%	1
Brighten Park	Atlanta-Sandy Springs-Roswell	GA		1997	1986	—	137	95.7%	2
Buckhead Court	Atlanta-Sandy Springs-Roswell	GA		1997	1984	—	49	98.2%	2
Buckhead Station	Atlanta-Sandy Springs-Roswell	GA		2017	1996	—	234	100.0%	2
Cambridge Square	Atlanta-Sandy Springs-Roswell	GA		1996	1979	—	71	100.0%	1
Chastain Square	Atlanta-Sandy Springs-Roswell	GA		2017	1981	—	92	98.4%	2
Cornerstone Square	Atlanta-Sandy Springs-Roswell	GA		1997	1990	—	80	100.0%	1
Sope Creek Crossing	Atlanta-Sandy Springs-Roswell	GA		1998	1991	—	99	91.9%	1
Dunwoody Hall	Atlanta-Sandy Springs-Roswell	GA	20%	1997	1986	13,800	86	83.8%	1
Dunwoody Village	Atlanta-Sandy Springs-Roswell	GA		1997	1975	—	121	94.3%	1
Howell Mill Village (6)	Atlanta-Sandy Springs-Roswell	GA		2004	1984	—	92	98.6%	2
Paces Ferry Plaza (6)	Atlanta-Sandy Springs-Roswell	GA		1997	1987	—	82	99.9%	3
Piedmont Peachtree Crossing	Atlanta-Sandy Springs-Roswell	GA		2017	1978	—	152	84.3%	2
Powers Ferry Square	Atlanta-Sandy Springs-Roswell	GA		1997	1987	—	101	100.0%	3
Powers Ferry Village	Atlanta-Sandy Springs-Roswell	GA		1997	1994	—	79	100.0%	1
Russell Ridge	Atlanta-Sandy Springs-Roswell	GA		1994	1995	—	101	98.6%	1
Sandy Springs	Atlanta-Sandy Springs-Roswell	GA		2012	2006	—	116	92.2%	2
The Shops at Hampton Oaks	Atlanta-Sandy Springs-Roswell	GA		2017	2009	—	21	56.3%	1

Williamsburg at Dunwoody	Atlanta-Sandy Springs-Roswell	GA		2017	1983	—	45	81.3%	2
Civic Center Plaza	Chicago-Naperville-Elgin	IL	40%	2005	1989	22,000	265	97.1%	1
Clybourn Commons	Chicago-Naperville-Elgin	IL		2014	1999	—	32	83.3%	3
Glen Oak Plaza	Chicago-Naperville-Elgin	IL		2010	1967	—	63	96.6%	2
Hinsdale	Chicago-Naperville-Elgin	IL		1998	1986	—	179	93.7%	1
Mellody Farm (7)	Chicago-Naperville-Elgin	IL		2017	2017	—	259	78.1%	2
Riverside Sq & River's Edge	Chicago-Naperville-Elgin	IL	40%	2005	1986	14,369	169	94.6%	1
Roscoe Square	Chicago-Naperville-Elgin	IL	40%	2005	1981	10,847	140	100.0%	2
Stonebrook Plaza Shopping Center	Chicago-Naperville-Elgin	IL	40%	2005	1984	7,676	96	96.9%	1
Westchester Commons	Chicago-Naperville-Elgin	IL		2001	1984	—	139	91.5%	1
Willow Festival (6)	Chicago-Naperville-Elgin	IL		2010	2007	39,505	404	98.2%	1
Shops on Main	Chicago-Naperville-Elgin	IN	93%	2013	2013	—	254	98.4%	1
Willow Lake Shopping Center	Indianapolis-Carmel-Anderson	IN	40%	2005	1987	—	86	100.0%	1
Willow Lake West Shopping Center	Indianapolis-Carmel-Anderson	IN	40%	2005	2001	10,000	53	100.0%	2
Ambassador Row	Lafayette	LA		2017	1980	—	195	93.5%	1
Ambassador Row Courtyards	Lafayette	LA		2017	1986	—	150	81.2%	1
Bluebonnet Village	Baton Rouge	LA		2017	1983	—	102	88.7%	1
Elmwood Oaks	New Orleans-Metairie	LA		2017	1989	—	136	100.0%	1

Shopping Center Siegen Village	Baton Rouge	LA	2017	1988	—	170	98.9%	1

28

Property Name	[1] CBSA	State	[2] Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	[3] Percen Lease
Fellsway Plaza	Boston-Cambridge-Newton	MA	75%	2013	1959	37,500	155	100.0
Northborough Crossing	Worcester	MA	30%	2017	2011	61,964	646	98.2%
Old Connecticut Path	Boston-Cambridge-Newton	MA	30%	2017	1994	—	80	100.0
Shaw's at Plymouth	Boston-Cambridge-Newton	MA		2017	1993	—	60	100.0
Shops at Saugus	Boston-Cambridge-Newton	MA		2006	2006	—	87	94.7%
Star's at Cambridge	Boston-Cambridge-Newton	MA		2017	1953	—	66	100.0
Star's at Quincy	Boston-Cambridge-Newton	MA		2017	1965	—	101	100.0
Star's at West Roxbury	Boston-Cambridge-Newton	MA		2017	1973	—	76	100.0
The Abbot (fka The Collection at Harvard Square)	Boston-Cambridge-Newton	MA		2017	1906	—	41	86.9%
Twin City Plaza	Boston-Cambridge-Newton	MA		2006	2004	—	285	100.0
Whole Foods at Swampscott	Boston-Cambridge-Newton	MA		2017	1967	—	36	100.0
Burnt Mills [6]	Washington-Arlington-Alexandria	MD	20%	2013	2004	7,000	31	89.1%
Cloppers Mill Village	Washington-Arlington-Alexandria	MD	40%	2005	1995	—	137	99.0%
Festival at Woodholme	Baltimore-Columbia-Towson	MD	40%	2005	1986	19,964	81	98.5%
	Washington-Arlington-Alexandria	MD	40%	2005	1978	—	22	100.0

Firstfield Shopping Center								
King Farm Village Center	Washington-Arlington-Alexandria	MD	25%	2004	2001	—	118	93.5%
Parkville Shopping Center	Baltimore-Columbia-Towson	MD	40%	2005	1961	11,077	165	89.9%
Southside Marketplace	Baltimore-Columbia-Towson	MD	40%	2005	1990	13,773	125	95.5%
Takoma Park	Washington-Arlington-Alexandria	MD	40%	2005	1960	—	104	99.2%
Valley Centre	Baltimore-Columbia-Towson	MD	40%	2005	1987	18,024	220	97.3%
Village at Lee Airpark (6)	Baltimore-Columbia-Towson	MD		2005	2005	—	117	99.0%
Watkins Park Plaza	Washington-Arlington-Alexandria	MD	40%	2005	1985	—	111	98.5%
Westwood - Manor Care	Washington-Arlington-Alexandria	MD		2017	1976	—	41	—%
Westwood Shopping Center	Washington-Arlington-Alexandria	MD		2017	1960	—	213	94.3%
Woodmoor Shopping Center	Washington-Arlington-Alexandria	MD	40%	2005	1954	5,985	69	98.1%
Fenton Marketplace	Flint	MI		1999	1999	—	97	100.0
Apple Valley Square	Minneapolis-St. Paul-Bloomington	MN	25%	2006	1998	—	176	100.0
Calhoun Commons	Minneapolis-St. Paul-Bloomington	MN	25%	2011	1999	667	66	100.0
Colonial Square	Minneapolis-St. Paul-Bloomington	MN	40%	2005	1959	9,282	93	98.6%
Rockford Road Plaza	Minneapolis-St. Paul-Bloomington	MN	40%	2005	1991	20,000	204	100.0
Rockridge Center	Minneapolis-St. Paul-Bloomington	MN	20%	2011	2006	14,500	125	95.9%
Brentwood Plaza	St. Louis	MO		2007	2002	—	60	100.0
Bridgeton	St. Louis	MO		2007	2005	—	71	100.0
	St. Louis	MO		2007	1996	—	67	100.0

Dardenne Crossing							
Kirkwood Commons	St. Louis	MO	2007	2000	8,742	210	100.0

29

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Percen Lease
Cameron Village	Raleigh	NC	30%	2004	1949	60,000	558	98.1%
Carmel Commons	Charlotte-Concord-Gastonia	NC		1997	1979	—	133	98.5%
Cochran Commons	Charlotte-Concord-Gastonia	NC	20%	2007	2003	4,691	66	97.4%
Market at Colonnade Center	Raleigh	NC		2009	2009	—	58	100.0
Glenwood Village	Raleigh	NC		1997	1983	—	43	100.0
Harris Crossing	Raleigh	NC		2007	2007	—	65	96.0%
Holly Park	Raleigh	NC	99%	2013	1969	—	160	89.6%
Lake Pine Plaza	Raleigh	NC		1998	1997	—	88	96.8%
Midtown East (7)	Raleigh	NC	50%	2017	2017	14,384	174	84.8%
Phillips Place	Charlotte-Concord-Gastonia	NC	50%	2012	2005	40,000	133	84.3%
Providence Commons	Charlotte-Concord-Gastonia	NC	25%	2010	1994	—	74	100.0
Ridgewood Shopping Center	Raleigh	NC	20%	2018	1951	10,182	93	90.4%
Shops at Erwin Mill	Durham-Chapel Hill	NC	55%	2012	2012	10,000	87	100.0
Shoppes of Kildaire	Raleigh	NC	40%	2005	1986	20,000	145	96.7%
Southpoint Crossing	Durham-Chapel Hill	NC		1998	1998	—	103	100.0
Sutton Square	Raleigh	NC	20%	2006	1985	—	101	98.7%
Village Plaza	Durham-Chapel Hill	NC	20%	2012	1975/2018	8,000	73	86.8%
Willow Oaks Crossing	Charlotte-Concord-Gastonia	NC		2014	2014	—	69	94.9%
Woodcroft Shopping Center	Durham-Chapel Hill	NC		1996	1984	—	90	98.4%

Chimney Rock [6]	New York-Newark-Jersey City	NJ		2016	2016	—	218	96.9%
District at Metuchen [6]	New York-Newark-Jersey City	NJ	20%	2018	2017	16,000	67	100.0%
Haddon Commons	Philadelphia-Camden-Wilmington	NJ	40%	2005	1985	—	54	100.0%
Plaza Square	New York-Newark-Jersey City	NJ	40%	2005	1990	12,887	104	92.9%
Riverfront Plaza	New York-Newark-Jersey City	NJ	30%	2017	1997	24,000	129	95.9%
101 7th Avenue	New York-Newark-Jersey City	NY		2017	1930	—	57	100.0%
1175 Third Avenue	New York-Newark-Jersey City	NY		2017	1995	—	25	100.0%
1225-1239 Second Ave	New York-Newark-Jersey City	NY		2017	1964	—	18	100.0%
90 - 30 Metropolitan Avenue	New York-Newark-Jersey City	NY		2017	2007	—	60	93.9%
Broadway Plaza [6]	New York-Newark-Jersey City	NY		2017	2014	—	147	97.2%
Clocktower Plaza Shopping Ctr [6]	New York-Newark-Jersey City	NY		2017	1985	—	79	93.6%
Gallery At Westbury Plaza	New York-Newark-Jersey City	NY		2017	2013	—	312	99.5%
Hewlett Crossing I & II	New York-Newark-Jersey City	NY		2018	1954	9,559	53	96.3%
Rivertowns Square	New York-Newark-Jersey City	NY		2018	2016	—	116	89.8%
The Point at Garden City Park [6]	New York-Newark-Jersey City	NY		2016	1965	—	105	97.8%
Lake Grove Commons	New York-Newark-Jersey City	NY	40%	2012	2008	50,000	141	100.0%
The Gallery at Westbury Plaza	New York-Newark-Jersey City	NY		2017	1993	88,000	394	100.0%
Cherry Grove	Cincinnati	OH		1998	1997	—	196	98.2%

30

Property Name	[1] CBSA	State	[2] Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasal Area (GLA) (in 000
East Pointe	Columbus	OH		1998	1993	—	107
Hyde Park	Cincinnati	OH		1997	1995	—	397
Kroger New Albany Center	Columbus	OH	50%	1999	1999	—	93
Northgate Plaza (Maxtown Road)	Columbus	OH		1998	1996	—	114
Red Bank Village	Cincinnati	OH		2006	2006	—	176
Regency Commons	Cincinnati	OH		2004	2004	—	34
West Chester Plaza	Cincinnati	OH		1998	1988	—	88
Corvallis Market Center	Corvallis	OR		2006	2006	—	85
Greenway Town Center	Portland-Vancouver-Hillsboro	OR	40%	2005	1979	11,311	93
Murrayhill Marketplace	Portland-Vancouver-Hillsboro	OR		1999	1988	—	150
Northgate Marketplace	Medford	OR		2011	2011	—	81
Northgate Marketplace Ph II	Medford	OR		2015	2015	—	177
Sherwood Crossroads	Portland-Vancouver-Hillsboro	OR		1999	1999	—	88
Tanasbourne Market [6]	Portland-Vancouver-Hillsboro	OR		2006	2006	—	71
Walker Center	Portland-Vancouver-Hillsboro	OR		1999	1987	—	90
Allen Street Shopping Center	Allentown-Bethlehem-Easton	PA	40%	2005	1958	—	46
City Avenue Shopping Center	Philadelphia-Camden-Wilmington	PA	40%	2005	1960	—	162

Gateway Shopping Center	Philadelphia-Camden-Wilmington	PA		2004	1960	—	221
Hershey (6)	Other	PA		2000	2000	—	6
Lower Nazareth Commons	Allentown-Bethlehem-Easton	PA		2007	2007	—	90
Mercer Square Shopping Center	Philadelphia-Camden-Wilmington	PA	40%	2005	1988	10,454	91
Newtown Square Shopping Center	Philadelphia-Camden-Wilmington	PA	40%	2005	1970	10,273	143
Stefko Boulevard Shopping Center (6)	Allentown-Bethlehem-Easton	PA	40%	2005	1976	—	134
Warwick Square Shopping Center	Philadelphia-Camden-Wilmington	PA	40%	2005	1999	9,192	90
Indigo Square (7)	Charleston-North Charleston	SC		2017	2017	—	51
Merchants Village	Charleston-North Charleston	SC	40%	1997	1997	9,000	80
Harpeth Village Fieldstone	Nashville-Davidson--Murfreesboro--Franklin	TN		1997	1998	—	70
Northlake Village	Nashville-Davidson--Murfreesboro--Franklin	TN		2000	1988	—	138
Peartree Village	Nashville-Davidson--Murfreesboro--Franklin	TN		1997	1997	—	110
Alden Bridge	Houston-The Woodlands-Sugar Land	TX	20%	2002	1998	26,000	139
Bethany Park Place	Dallas-Fort Worth-Arlington	TX	20%	1998	1998	10,200	99
CityLine Market	Dallas-Fort Worth-Arlington	TX		2014	2014	—	81
CityLine Market Phase II	Dallas-Fort Worth-Arlington	TX		2014	2015	—	22
Cochran's Crossing	Houston-The Woodlands-Sugar Land	TX		2002	1994	—	138
Hancock	Austin-Round Rock	TX		1999	1998	—	410
Hickory Creek Plaza	Dallas-Fort Worth-Arlington	TX		2006	2006	—	28

Property Name	(1) CBSA	State	(2) Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasable Area (GLA) (in 000's)	(3) Per Lea
Hillcrest Village	Dallas-Fort Worth-Arlington	TX		1999	1991	—	15	100
Indian Springs Center	Houston-The Woodlands-Sugar Land	TX		2002	2003	—	137	100
Keller Town Center	Dallas-Fort Worth-Arlington	TX		1999	1999	—	120	99.
Lebanon/Legacy Center	Dallas-Fort Worth-Arlington	TX		2000	2002	—	56	96.
Market at Preston Forest	Dallas-Fort Worth-Arlington	TX		1999	1990	—	96	98.
Market at Round Rock	Austin-Round Rock	TX		1999	1987	—	123	98.
Market at Springwoods Village	Houston-The Woodlands-Sugar Land	TX	53%	2016	2016	10,309	167	94.
Mockingbird Common	Dallas-Fort Worth-Arlington	TX		1999	1987	—	120	93.
North Hills	Austin-Round Rock	TX		1999	1995	—	144	96.
Panther Creek	Houston-The Woodlands-Sugar Land	TX		2002	1994	—	166	98.
Prestonbrook	Dallas-Fort Worth-Arlington	TX		1998	1998	—	92	93.
Preston Oaks (6)	Dallas-Fort Worth-Arlington	TX		2013	1991	—	104	99.
Shiloh Springs	Dallas-Fort Worth-Arlington	TX	20%	1998	1998	—	110	91.
Shops at Mira Vista	Austin-Round Rock	TX		2014	2002	225	68	100
Southpark at Cinco Ranch	Houston-The Woodlands-Sugar Land	TX		2012	2012	—	265	98.
Sterling Ridge	Houston-The Woodlands-Sugar Land	TX		2002	2000	—	129	98.
Sweetwater Plaza	Houston-The Woodlands-Sugar Land	TX	20%	2001	2000	10,489	134	100
Tech Ridge Center	Austin-Round Rock	TX		2011	2001	5,694	185	96.
The Village at Riverstone (7)	Houston-The Woodlands-Sugar Land	TX		2016	2016	—	167	91.
Weslayan Plaza East	Houston-The Woodlands-Sugar Land	TX	40%	2005	1969	—	169	100
Weslayan Plaza West	Houston-The Woodlands-Sugar Land	TX	40%	2005	1969	36,288	186	96.
		TX		2006	2006	—	187	96.

Westwood Village	Houston-The Woodlands-Sugar Land							
Woodway Collection	Houston-The Woodlands-Sugar Land	TX	40%	2005	1974	8,321	97	100
Ashburn Farm Market Center	Washington-Arlington-Alexandria	VA		2000	2000	—	92	98.
Ashburn Farm Village Center	Washington-Arlington-Alexandria	VA	40%	2005	1996	—	89	100
Belmont Chase	Washington-Arlington-Alexandria	VA		2014	2014	—	91	100
Braemar Shopping Center	Washington-Arlington-Alexandria	VA	25%	2004	2004	10,558	96	97.
Carytown Exchange (7)	Richmond	VA	8%	2018	2018	—	107	46.
Centre Ridge Marketplace	Washington-Arlington-Alexandria	VA	40%	2005	1996	12,726	107	98.
Point 50 (fka Fairfax Shopping Center)	Washington-Arlington-Alexandria	VA		2007	1955	—	48	62.
Festival at Manchester Lakes (6)	Washington-Arlington-Alexandria	VA	40%	2005	1990	22,079	169	93.
Fox Mill Shopping Center	Washington-Arlington-Alexandria	VA	40%	2005	1977	15,286	103	98.
Gayton Crossing	Richmond	VA	40%	2005	1983	—	158	86.
Greenbriar Town Center	Washington-Arlington-Alexandria	VA	40%	2005	1972	47,853	340	98.
Hanover Village Shopping Center	Richmond	VA	40%	2005	1971	—	90	100
Kamp Washington Shopping Center	Washington-Arlington-Alexandria	VA	40%	2005	1960	—	72	99.
Kings Park Shopping Center (6)	Washington-Arlington-Alexandria	VA	40%	2005	1966	12,917	93	98.

Property Name	[(1)] CBSA	State	[(2)] Owner-ship Interest	Year Acquired	Year Constructed or Last Major Renovation	Mortgages or Encumbrances (in 000's)	Gross Leasab Area (GLA) (in 000
Lorton Station Marketplace	Washington-Arlington-Alexandria	VA	20%	2006	2005	9,875	132
Market Common Clarendon	Washington-Arlington-Alexandria	VA		2016	2001	—	422
Saratoga Shopping Center	Washington-Arlington-Alexandria	VA	40%	2005	1977	10,544	113
Shops at County Center	Washington-Arlington-Alexandria	VA		2005	2005	—	97
Shops at Stonewall	Washington-Arlington-Alexandria	VA		2007	2011	—	308
The Field at Commonwealth	Washington-Arlington-Alexandria	VA		2017	2017	—	167
Town Center at Sterling Shopping Center	Washington-Arlington-Alexandria	VA	40%	2005	1980	—	187
Village Center at Dulles	Washington-Arlington-Alexandria	VA	20%	2002	1991	39,118	301
Village Shopping Center	Richmond	VA	40%	2005	1948	15,064	111
Willston Centre I	Washington-Arlington-Alexandria	VA	40%	2005	1952	—	105
Willston Centre II	Washington-Arlington-Alexandria	VA	40%	2005	1986	26,588	136
Aurora Marketplace	Seattle-Tacoma-Bellevue	WA	40%	2005	1991	10,917	107
Ballard Blocks I	Seattle-Tacoma-Bellevue	WA	50%	2018	2007	—	132
Ballard Blocks II [(7)]	Seattle-Tacoma-Bellevue	WA	50%	2018	2018	—	114
Broadway Market [(6)]	Seattle-Tacoma-Bellevue	WA	20%	2014	1988	21,500	140
Cascade Plaza	Seattle-Tacoma-Bellevue	WA	20%	1999	1999	13,672	206
Eastgate Plaza	Seattle-Tacoma-Bellevue	WA	40%	2005	1956	9,733	79
Grand Ridge Plaza	Seattle-Tacoma-Bellevue	WA		2012	2012	—	331
Inglewood Plaza	Seattle-Tacoma-Bellevue	WA		1999	1985	—	17
	Seattle-Tacoma-Bellevue	WA		2016	1998	—	67

Klahanie Shopping Center							
Overlake Fashion Plaza	Seattle-Tacoma-Bellevue	WA	40%	2005	1987	—	81
Pine Lake Village	Seattle-Tacoma-Bellevue	WA		1999	1989	—	103
Roosevelt Square	Seattle-Tacoma-Bellevue	WA		2017	2017	—	148
Sammamish-Highlands	Seattle-Tacoma-Bellevue	WA		1999	1992	—	101
Southcenter	Seattle-Tacoma-Bellevue	WA		1999	1990	—	58
Regency Centers Total						$2,145,538	53,568

(1) CBSA refers to Core Based Statistical Area.
(2) Represents our ownership interest in the property, if not wholly owned.
(3) Includes properties where we have not yet incurred at least 90% of the expected costs to complete and 95% occupied or the a at least two calendar years ("development properties" or "properties in development"). If development properties are excluded, be 95.9% for our Combined Portfolio of shopping centers.
(4) Average base rent PSF is calculated based on annual minimum contractual base rent per the tenant lease, excluding percenta
(5) Retailers in parenthesis are shadow anchors at our centers. We have no ownership or leasehold interest in their space, which property.
(6) The ground underlying the building and improvements is not owned by Regency or its unconsolidated real estate partnership
(7) Property in development.

33

Item 3. Legal Proceedings

We are a party to various legal proceedings that arise in the ordinary course of our business. We are not currently involved in any litigation, nor to our knowledge is any litigation threatened against us, the outcome of which would, in our judgment based on information currently available to us, have a material adverse effect on our financial position or results of operations.

Item 4. Mine Safety Disclosures

None.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Since November 13, 2018, our common stock has traded on NASDAQ under the symbol "REG." Before November 13, 2018, our common stock traded on the NYSE, also under the symbol "REG".

As of February 7, 2019, there were 70,487 holders of common equity.

We intend to pay regular quarterly distributions to Regency Centers Corporation's common stockholders. Future distributions will be declared and paid at the discretion of our Board of Directors and will depend upon cash generated by operating activities, our financial condition, capital requirements, annual dividend requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended, and such other factors as our Board of Directors deems relevant. In order to maintain Regency Centers Corporation's qualification as a REIT for federal income tax purposes, we are generally required to make annual distributions at least equal to 90% of our real estate investment trust taxable income for the taxable year. Under certain circumstances, which we do not expect to occur, we could be required to make distributions in excess of cash available for distributions in order to meet such requirements. We have a dividend reinvestment plan under which shareholders may elect to reinvest their dividends automatically in common stock. Under the plan, we may elect to purchase common stock in the open market on behalf of shareholders or may issue new common stock to such stockholders.

Under the revolving credit agreement of our line of credit, in the event of any monetary default, we may not make distributions to stockholders except to the extent necessary to maintain our REIT status.

There were no unregistered sales of equity securities during the quarter ended December 31, 2018.

The following table represents information with respect to purchases by the Parent Company of its common stock during the months in the three month period ended December 31, 2018:

Period	Total number of shares purchased [1]	Total number of shares purchased as part of publicly announced plans or programs [2]	Average price paid per share	Maximum number or approximate dollar value of shares that may yet be purchased under the plans or programs [2]
October 1, 2018, through October 31, 2018	—	—	$ —	$125,009,963
November 1, 2018, through November 30, 2018	—	—	$ —	$125,009,963
December 1, 2018, through December 31, 2018	—	2,107,124	$ 57.70	$3,371,220

[1] Represents shares repurchased to cover payment of withholding taxes in connection with restricted stock vesting by participants under Regency's Long-Term Omnibus Plan.

(2) On February 7, 2018, the Company's Board authorized a common share repurchase program under which the Company may purchase, from time to time, up to a maximum of $250 million of its outstanding common stock through open market purchases and/or in privately negotiated transactions. Any shares purchased will be retired. The program is scheduled to expire on February 6, 2020. Through December 31, 2018, the Company has repurchased 4,252,333 shares for $246.5 million. On February 5, 2019, the Company's Board authorized a new repurchase program under which the Company may purchase, from time to time, up to a maximum of $250 million under terms and conditions similar to the predecessor plan. Any additional shares purchased will be under the new program.

The performance graph furnished below shows Regency's cumulative total stockholder return to the S&P 500 Index, the FTSE NAREIT Equity REIT Index, and the FTSE NAREIT Equity Shopping Centers index since December 31, 2013. The stock performance graph should not be deemed filed or incorporated by reference into any other filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate the stock performance graph by reference in another filing.

	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Regency Centers Corporation	$ 100.00	142.54	156.83	163.05	168.90	148.61
S&P 500	100.00	113.69	115.26	129.05	157.22	150.33
FTSE NAREIT Equity REITs	100.00	130.14	134.30	145.74	153.36	146.27
FTSE NAREIT Equity Shopping Centers	100.00	129.96	136.10	141.10	125.06	106.87

35

Item 6. Selected Financial Data

The following table sets forth Selected Financial Data for the Company on a historical basis for the five years ended December 31, 2018 (in thousands, except per share and unit data, number of properties, and ratio of earnings to fixed charges). This historical Selected Financial Data has been derived from the audited consolidated financial statements. This information should be read in conjunction with the consolidated financial statements of Regency Centers Corporation and Regency Centers, L.P. (including the related notes thereto) and Management's Discussion and Analysis of the Financial Condition and Results of Operations, each included elsewhere in this Form 10-K.

Parent Company

	2018	2017 [1]	2016	2015	2014
Operating data:					
Revenues	$1,120,975	984,326	614,371	569,763	537,898
Operating expenses	740,806	744,763	403,152	365,098	353,348
Total other expense (income)	170,818	113,661	100,745	74,630	27,969
Income from operations before equity in income of investments in real estate partnerships and income taxes	209,351	125,902	110,474	130,035	156,581
Equity in income of investments in real estate partnerships	42,974	43,341	56,518	22,508	31,270
Deferred income tax benefit of taxable REIT subsidiary	—	(9,737)	—	—	(996)
Net income	252,325	178,980	166,992	152,543	188,847
Income attributable to noncontrolling interests	(3,198)	(2,903)	(2,070)	(2,487)	(1,457)
Net income attributable to the Company	249,127	176,077	164,922	150,056	187,390
Preferred stock dividends and issuance costs	—	(16,128)	(21,062)	(21,062)	(21,062)
Net income attributable to common stockholders	$249,127	159,949	143,860	128,994	166,328
Income per common share - diluted	$1.46	1.00	1.42	1.36	1.80
NAREIT FFO [2]	652,857	494,843	277,301	276,515	269,149
Other information:					
Net cash provided by operating activities [3]	$610,327	469,784	297,177	285,543	277,742
Net cash used in investing activities [3]	(106,024)	(1,007,230)	(408,632)	(139,346)	(210,290)
Net cash (used in) provided by financing activities [3]	(508,494)	568,948	88,711	(223,117)	(34,360)
Dividends paid to common stockholders and unit holders	376,755	323,285	201,336	181,691	172,900
Common dividends declared per share	2.22	2.10	2.00	1.94	1.88
Common stock outstanding including exchangeable operating partnership units	168,254	171,715	104,651	97,367	94,262
Balance sheet data:					
Real estate investments before accumulated depreciation	$11,326,163	11,279,125	5,230,198	4,852,106	4,743,053
Total assets	10,944,663	11,145,717	4,488,906	4,182,881	4,197,170
Total debt	3,715,212	3,594,977	1,642,420	1,864,285	2,021,357
Total liabilities	4,494,495	4,412,663	1,864,404	2,100,261	2,260,688
Total stockholders' equity	6,397,970	6,692,052	2,591,301	2,054,109	1,906,592
Total noncontrolling interests	52,198	41,002	33,201	28,511	29,890

[1] 2017 reflects the results of our merger with Equity One on March 1, 2017, and therefore only includes ten months of operating results for the Equity One portfolio, but also includes merger and integration related costs within Operating expenses.

(2) See Item 1, Defined Terms, for the definition of NAREIT FFO and Item 7, Supplemental Earnings Information, for a reconciliation to the nearest GAAP measure.
(3) On January 1, 2018, the Company retrospectively adopted Accounting Standards Update No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which changed the classification and presentation of changes in the total of cash, cash equivalents and restricted cash in the Consolidated Statements of Cash Flows. Amounts presented for the years ended December 31, 2017 and 2016 were restated to conform presentation.

Operating Partnership

	2018	2017 (1)	2016	2015	2014
Operating data:					
Revenues	$1,120,975	984,326	614,371	569,763	537,898
Operating expenses	740,806	744,763	403,152	365,098	353,348
Total other expense (income)	170,818	113,661	100,745	74,630	27,969
Income from operations before equity in income of investments in real estate partnerships and income taxes	209,351	125,902	110,474	130,035	156,581
Equity in income of investments in real estate partnerships	42,974	43,341	56,518	22,508	31,270
Deferred income tax (benefit) of taxable REIT subsidiary	—	(9,737)	—	—	(996)
Net income	252,325	178,980	166,992	152,543	188,847
Income attributable to noncontrolling interests	(2,673)	(2,515)	(1,813)	(2,247)	(1,138)
Net income attributable to the Partnership	249,652	176,465	165,179	150,296	187,709
Preferred unit distributions and issuance costs	—	(16,128)	(21,062)	(21,062)	(21,062)
Net income attributable to common unit holders	$249,652	160,337	144,117	129,234	166,647
Income per common unit - diluted:	$1.46	1.00	1.42	1.36	1.80
NAREIT FFO (2)	652,857	494,843	277,301	276,515	269,149
Other information:					
Net cash provided by operating activities (3)	$610,327	469,784	297,177	285,543	277,742
Net cash used in investing activities (3)	(106,024)	(1,007,230)	(408,632)	(139,346)	(210,290)
Net cash (used in) provided by financing activities (3)	(508,494)	568,948	88,711	(223,117)	(34,360)
Distributions paid on common units	376,755	323,285	201,336	181,691	172,900
Balance sheet data:					
Real estate investments before accumulated depreciation	$11,326,163	11,279,125	5,230,198	4,852,106	4,743,053
Total assets	10,944,663	11,145,717	4,488,906	4,182,881	4,197,170
Total debt	3,715,212	3,594,977	1,642,420	1,864,285	2,021,357
Total liabilities	4,494,495	4,412,663	1,864,404	2,100,261	2,260,688
Total partners’ capital	6,408,636	6,702,959	2,589,334	2,052,134	1,904,678
Total noncontrolling interests	41,532	30,095	35,168	30,486	31,804

(1) 2017 reflects the results of our merger with Equity One on March 1, 2017, and therefore only includes ten months of operating results for the Equity One portfolio, but also includes merger and integration related costs within Operating expenses.
(2) See Item 1, Defined Terms, for the definition of NAREIT FFO and Item 7, Supplemental Earnings Information, for a reconciliation to the nearest GAAP measure.
(3) On January 1, 2018, the Company retrospectively adopted Accounting Standards Update No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which changed the classification and presentation of changes in the total of cash, cash equivalents and restricted cash in the Consolidated Statements of Cash Flows. Amounts presented for the years ended December 31, 2017 and 2016 were restated to conform presentation.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executing on our Strategy

We reported Net income attributable to common stockholders of $249.1 million during the year ended December 31, 2018, as compared to $159.9 million, net of $80.7 million of merger costs, during the same period in 2017.

We sustained superior same property NOI growth:

- We achieved pro-rata same property NOI growth, as adjusted, excluding termination fees, of 3.4%.
- We executed 1,802 leasing transactions representing 6.2 million pro-rata SF of new and renewal leasing, with trailing twelve month rent spreads of 8.3% on comparable retail operating property spaces.
- At December 31, 2018, our total property portfolio was 95.6% leased, while our same property portfolio was 96.1% leased.

We developed and redeveloped high quality shopping centers at attractive returns on investment:

- We started three new developments representing a total pro-rata project investment of $80.5 million upon completion, with a weighted average projected return on investment of 7.1%.
- We started eight new redevelopments representing a total pro-rata project investment of $112.2 million upon completion, with a weighted average projected return on investment of 8.3%.
- Including these new projects, a total of 19 properties were in the process of development or redevelopment, representing a pro-rata investment upon completion of $389.9 million.
- We completed four new developments representing a total pro-rata project investment of $167.7 million, with a weighted average return on investment of 7.4%.
- We completed twelve new redevelopments representing a total pro-rata project investment of $184.4 million, with a weighted average return on investment of 6.9%.

We maintained a conservative balance sheet providing financial flexibility to cost effectively fund investment opportunities and debt maturities:

- On March 9, 2018, the Company received proceeds from the sale of $300.0 million of 4.125% senior unsecured public notes, which priced at 99.837% and mature in March 2028. $60 million of the proceeds was used to repay our unsecured revolving credit facility (the "Line") and $163.2 million was used, in April, to early redeem our $150.0 million 6.0% senior unsecured public notes originally due June 2020, including accrued and unpaid interest through the redemption date and a make-whole amount. We used the remainder of the proceeds to repay 2018 mortgage maturities and for general corporate purposes.
- On March 26, 2018, we amended and restated our Line. The amendment and restatement increases the size of the Line to $1.25 billion from $1.0 billion and extends the maturity date to March 23, 2022, with options to extend maturity for two additional six-month periods. Borrowings will bear interest at an annual rate of LIBOR plus 87.5 basis points, subject to our credit ratings, compared to a rate of 92.5 basis points under the previous facility. An annual facility fee of 15 basis points, subject to our credit ratings, applies to the Line.
- During 2018, we repurchased $246.5 million of our common stock at a weighted average price per share of $57.97.
- At December 31, 2018, our annualized net debt-to-operating EBITDAre ratio on a pro-rata basis was 5.3x.

Leasing Activity and Significant Tenants

We believe our high-quality, grocery anchored shopping centers located in densely populated, desirable infill trade areas create attractive spaces for retail tenants.

Pro-rata Occupancy

The following table summarizes pro-rata occupancy rates of our combined Consolidated and Unconsolidated shopping center portfolio:

	December 31, 2018	December 31, 2017
% Leased – All properties	95.6%	95.5%
Anchor space	98.4%	98.1%
Shop space	90.9%	91.1%

The decline in shop space percent leased is driven by strategic vacancies in preparation for redevelopments.

Pro-rata Leasing Activity

The following table summarizes leasing activity, including our pro-rata share of activity within the portfolio of our co-investment partnerships:

Year ended December 31, 2018

	Leasing Transactions [1]	SF (in thousands)	Base Rent PSF	Tenant Allowance and Landlord Work PSF	Leasing Commissions PSF
Anchor Leases					
New	38	625	$18.75	$ 29.78	$ 6.96
Renewal	99	2,886	15.18	0.60	0.35
Total Anchor Leases [1]	137	3,511	$15.82	$ 5.79	$ 1.52
Shop Space					
New	519	890	$33.05	$ 28.17	$ 13.86
Renewal	1,146	1,838	33.65	0.83	2.13
Total Shop Space Leases [1]	1,665	2,728	$33.45	$ 9.75	$ 5.96
Total Leases	1,802	6,239	$23.53	$ 7.52	$ 3.46

[1] Number of leasing transactions reported at 100%; all other statistics reported at pro-rata share.

Year ended December 31, 2017

	Leasing Transactions [1][2]	SF (in thousands)	Base Rent PSF	Tenant Allowance and Landlord Work PSF	Leasing Commissions PSF
Anchor Leases					
New	39	895	$17.34	$ 29.56	$ 4.92
Renewal	87	2,465	14.47	0.02	0.46
Total Anchor Leases [1]	126	3,360	$15.24	$ 7.89	$ 1.65
Shop Space					
New	548	952	$32.45	$ 26.81	$ 13.17
Renewal	1,175	2,005	31.31	1.47	2.40
Total Shop Space Leases [1]	1,723	2,957	$31.68	$ 9.63	$ 5.87
Total Leases	1,849	6,317	$22.93	$ 8.70	$ 3.62

(1) Number of leasing transactions reported at 100%; all other statistics reported at pro-rata share.
(2) For the year ending December 31, 2017, amounts include leasing activity of properties acquired from Equity One beginning March 1, 2017.

Total weighted average base rent on signed shop space leases during 2018 was $33.45 PSF and exceeds the average annual base rent of all shop space leases due to expire during the next 12 months of $30.62 PSF.

Significant Tenants and Concentrations of Risk

We seek to reduce our operating and leasing risks through geographic diversification and by avoiding dependence on any single property, market, or tenant. The following table summarizes our most significant tenants, based on their percentage of annualized base rent:

	December 31, 2018		
Anchor	Number of Stores	Percentage of Company-owned GLA [(1)]	Percentage of Annualized Base Rent [(1)]
Publix	70	6.5%	3.2%
Kroger Co.	56	6.6%	3.0%
Albertsons Companies, Inc.	47	4.2%	2.8%
Whole Foods	32	2.4%	2.4%
TJX Companies	59	3.0%	2.3%

[(1)] Includes Regency's pro-rata share of Unconsolidated Properties and excludes those owned by anchors.

Bankruptcies and Credit Concerns

Our management team devotes significant time to researching and monitoring retail trends, consumer preferences, customer shopping behaviors, changes in retail delivery methods, and changing demographics in order to anticipate the challenges and opportunities impacting the retail industry. A greater shift to e-commerce, large-scale retail business failures, unemployment, and tight credit markets could negatively impact consumer spending and have an adverse effect on our results of operations. We seek to mitigate these potential impacts through tenant diversification, re-tenanting weaker tenants with stronger operators, anchoring our centers with market leading grocery stores that drive foot traffic, and maintaining a presence in affluent suburbs and dense infill trade areas. As a result of our research and findings, we may reduce new leasing, suspend leasing, or curtail allowances for construction of leasehold improvements within a certain retail category or to a specific retailer in order to reduce our risk from bankruptcies and store closings.

We closely monitor the operating performance and rent collections of tenants in our shopping centers as well as those retailers experiencing significant changes to their business models as a result of reduced customer traffic in their stores and increased competition from e-commerce sales. Retailers who are unable to withstand these and other business pressures may file for bankruptcy. Although base rent is supported by long-term lease contracts, tenants who file bankruptcy generally have the legal right to reject any or all of their leases and close related stores. Any unsecured claim we hold against a bankrupt tenant for unpaid rent might be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. As a result, it is likely that we would recover substantially less than the full value of any unsecured claims we hold. Additionally, we may incur significant expense to recover our claim and to release the vacated space. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a significant reduction in our revenues. Tenants who have filed for bankruptcy and continue to occupy space at December 31, 2018 in our shopping centers represent an aggregate of 0.4% of our annual base rent on a pro-rata basis.

Results from Operations

Comparison of the years ended December 31, 2018 and 2017:

Results from operations for the year ended December 31, 2017 reflect the results of our merger with Equity One on March 1, 2017, and therefore only includes ten months of operating results for the Equity One portfolio in 2017.

Our total revenues increased as summarized in the following table:

(in thousands)	2018	2017	Change
Minimum rent	$818,483	728,078	90,405
Percentage rent	7,486	6,635	851
Recoveries from tenants	245,196	206,675	38,521
Other income	21,316	16,780	4,536
Management, transaction, and other fees	28,494	26,158	2,336
Total revenues	$1,120,975	984,326	136,649

Minimum rent changed as follows:

- $14.1 million increase from rent commencing at development properties;
- $12.6 million increase from acquisitions of operating properties; and
- $77.4 million increase at same properties, including $64.1 million from properties acquired through our merger with Equity One which only includes ten months of 2017 operating results. The remaining increase is driven by redevelopments, rental rate growth on new and renewal leases, and rent commencements;
- reduced by $13.7 million from the sale of operating properties.

Recoveries from tenants represent reimbursements to us for tenants' pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers. Recoveries from tenants increased as follows:

- $4.4 million increase from rent commencing at development properties;
- $2.9 million increase from acquisitions of operating properties; and
- $34.4 million increase from same properties, including $26.7 million from properties acquired through our merger with Equity One which only includes ten months of 2017 operating results. The remaining increase is associated with higher recoverable costs;
- reduced by $3.2 million from the sale of operating properties.

Other income, which consists of incidental income earned at our centers, increased $4.5 million from same properties, including $2.7 million from properties acquired through our merger with Equity One, primarily from termination and assignment fees.

Management, transaction and other fees increased $2.3 million due partially to an increase in development fees from active developments within unconsolidated partnerships, along with an increase in leasing and property management fees earned from unconsolidated partnerships.

Changes in our operating expenses are summarized in the following table:

(in thousands)	2018	2017	Change
Depreciation and amortization	$359,688	334,201	25,487
Operating and maintenance	168,034	143,990	24,044
General and administrative	65,491	67,624	(2,133)
Real estate taxes	137,856	109,723	28,133
Other operating expenses	9,737	89,225	(79,488)
Total operating expenses	$740,806	744,763	(3,957)

Depreciation and amortization costs changed as follows:

- $6.4 million increase as we began depreciating costs at development properties where tenant spaces were completed and became available for occupancy;
- $6.0 million net increase from acquisitions of operating properties; and
- $20.4 million net increase at same properties, including $15.9 million from properties acquired through our merger with Equity One which only includes ten months of 2017 operating results. The remaining increase is primarily attributable to redevelopment assets being placed in service;
- reduced by $7.3 million from the sale of operating properties.

Operating and maintenance costs changed as follows:

- $6.3 million increase from operations commencing at development properties;
- $2.1 million increase from acquisitions of operating properties; and
- $18.2 million increase at same properties, including $15.1 million from properties acquired through our merger with Equity One which only includes ten months of 2017 operating results. The remaining increase is primarily attributable to increases in recoverable costs;
- reduced by $2.6 million from the sale of operating properties.

General and administrative changed as follows:

- $4.9 million decrease in the value of participant obligations within the deferred compensation plan; and
- $1.6 million net decrease in compensation and management consulting costs; offset by
- $3.8 million increase from decreased leasing overhead capitalization due to the different mix of leasing transactions; and
- $500,000 increase from lower development overhead capitalization based on the timing and size of current development and redevelopment projects.

Real estate taxes changed as follows:

- $2.8 million increase from development properties where capitalization ceased as tenant spaces became available for occupancy;
- $2.3 million increase from acquisitions of operating properties; and
- $24.4 million increase at same properties, including $19.9 million from properties acquired through the Equity One merger which only includes ten months of 2017 operating results. The remaining increase is from increased tax assessments;
- reduced by $1.4 million from the sale of operating properties.

Other operating expenses decreased $79.5 million, primarily attributable to transaction costs related to the Equity One merger in 2017.

The following table presents the components of other expense (income):

(in thousands)	2018	2017	Change
Interest expense, net			
Interest on notes payable	$129,299	119,301	9,998
Interest on unsecured credit facilities	18,999	14,677	4,322
Capitalized interest	(7,020)	(7,946)	926
Hedge expense	8,408	8,408	—
Interest income	(1,230)	(1,811)	581
Interest expense, net	148,456	132,629	15,827
Provision for impairment	38,437	—	38,437
Gain on sale of real estate, net of tax	(28,343)	(27,432)	(911)
Early extinguishment of debt	11,172	12,449	(1,277)
Net investment income	1,096	(3,985)	5,081
Total other expense (income)	$170,818	113,661	57,157

The $15.8 million net increase in total interest expense is due to:

- $10.0 million net increase in interest on notes payable primarily due to:
  - $7.6 million increase from the issuances of $950 million of new unsecured debt during 2017. The debt proceeds were used as follows:
    - $325 million used to redeem all of our preferred stock,
    - $415 million used to fund consideration paid to Equity One to repay its credit facilities not assumed by the Company in the merger, and
    - $210 million used to retire mortgage loans and to reduce the outstanding balance on the Line;
  - $3.4 million net increase from the issuance of $300 million of new unsecured debt in March 2018 to redeem $150 million of unsecured debt in April 2018, and to repurchase common stock;
  - $3.2 million of additional interest on notes payable assumed with the Equity One merger; and
  - $725,000 increase from amortization of additional debt premiums and loan costs from above debt issuances; offset by
  - $4.9 million net decrease in mortgage interest expense primarily due to mortgage payoffs during 2018 and 2017.
- further increased by $4.3 million in interest on unsecured credit facilities related to higher average balances primarily related to the Equity One merger and higher interest rates.

During 2018, we recognized $38.4 million of impairment losses, including $12.6 million of goodwill impairment, on ten operating properties and two land parcels, eight of which have been sold. Of the four remaining properties, three are included in Properties held for sale as of December 31, 2018. We did not recognize any impairments during 2017.

During 2018, we early redeemed $150 million of 6% senior unsecured notes resulting in $11.0 million of debt extinguishment costs. During 2017, we repaid nine mortgages with a portion of the proceeds from our unsecured public debt offering, and recognized $12.4 million of debt extinguishment costs.

Net investment income decreased $5.1 million, driven by valuation changes in the stock market, primarily attributable to investments held within the non-qualified deferred compensation plan.

Our equity in income of investments in real estate partnerships decreased as follows:

(in thousands)	Regency's Ownership	2018	2017	Change
GRI - Regency, LLC (GRIR)	40.00%	$29,614	27,440	2,174
Equity One JV Portfolio LLC (NYC)	30.00%	490	686	(196)
Columbia Regency Retail Partners, LLC (Columbia I)	20.00%	1,311	3,620	(2,309)
Columbia Regency Partners II, LLC (Columbia II)	20.00%	4,673	1,530	3,143
Cameron Village, LLC (Cameron)	30.00%	943	850	93
RegCal, LLC (RegCal)	25.00%	1,542	1,403	139
US Regency Retail I, LLC (USAA)	20.01%	937	4,456	(3,519)
Other investments in real estate partnerships	9.375% - 50.00%	3,464	3,356	108
Total equity in income of investments in real estate partnerships		$42,974	43,341	(367)

The $367,000 decrease in total Equity in income in investments in real estate partnerships is attributed to:

- $2.2 million increase within GRIR primarily due to an increase in minimum rent across the portfolio of properties and reduced depreciation;
- $2.3 million decrease within Columbia I due to our $2.4 million share of gains on the sale of real estate recognized in 2017;
- $3.1 million increase within Columbia II due to our $3.1 million share of gains on the sale of real estate recognized in 2018; and
- $3.5 million decrease within USAA due to our $3.3 million share of gains on the sale of real estate recognized in 2017.

The following represents the remaining components that comprise net income attributable to the common stockholders and unit holders:

(in thousands)	2018	2017	Change
Income from operations	$252,325	169,243	83,082
Deferred income tax benefit	—	9,737	(9,737)
Income attributable to noncontrolling interests	(3,198)	(2,903)	(295)
Preferred stock dividends and issuance costs	—	(16,128)	16,128
Net income attributable to common stockholders	$249,127	159,949	89,178
Net income attributable to exchangeable operating partnership units	525	388	137
Net income attributable to common unit holders	$249,652	160,337	89,315

The $9.7 million income tax benefit during 2017 was due to revaluing the net deferred tax liability at a TRS entity acquired through the Equity One merger, as a result of the change in corporate tax rates from the 2017 Tax Cuts and Jobs Act.

During 2017, we redeemed all of our outstanding preferred stock.

Comparison of the years ended December 31, 2017 and 2016:

Results from operations for the year ended December 31, 2017 reflect the results of our merger with Equity One on March 1, 2017, and therefore only includes ten months of operating results for the Equity One portfolio in 2017.

Our total revenues increased as summarized in the following table:

(in thousands)	2017	2016	Change
Minimum rent	$728,078	444,305	283,773
Percentage rent	6,635	4,128	2,507
Recoveries from tenants	206,675	127,677	78,998
Other income	16,780	12,934	3,846
Management, transaction, and other fees	26,158	25,327	831
Total revenues	$984,326	614,371	369,955

Minimum rent changed as follows:

- $7.2 million increase from development properties;
- $5.2 million increase from acquisitions of operating properties;
- $15.1 million increase at same properties reflecting an increase from rental rate growth on new and renewal leases, contractual rent steps, and our redevelopment properties; and
- $261.4 million increase from properties acquired through the Equity One merger;
- reduced by $5.2 million from the sale of operating properties.

Percentage rent increased $2.5 million primarily as a result of properties acquired through the Equity One merger.

Recoveries from tenants represent reimbursements to us for tenants' pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers. Recoveries from tenants increased as follows:

- $1.7 million increase from rent commencing at development properties;
- $1.9 million increase from acquisitions of operating properties;
- $8.4 million increase from same properties associated with higher recoverable costs and an improvement in recovery rates; and
- $68.6 million increase from properties acquired through the Equity One merger;
- reduced by $1.7 million from the sale of operating properties.

Other income, which consists of incidental income earned at our centers, increased $3.8 million as follows:

- $354,000 increase from development properties;
- $1.0 million from acquisitions of operating properties; and
- $3.9 million from properties acquired through the Equity One merger;
- reduced by $1.4 million in same properties primarily due to other fee income in 2016.

Changes in our operating expenses are summarized in the following table:

(in thousands)	2017	2016	Change
Depreciation and amortization	$334,201	162,327	171,874
Operating and maintenance	143,990	95,022	48,968
General and administrative	67,624	65,327	2,297
Real estate taxes	109,723	66,395	43,328
Other operating expenses	89,225	14,081	75,144
Total operating expenses	$744,763	403,152	341,611

Depreciation and amortization costs changed as follows:

- $2.8 million increase as we began depreciating costs at development properties where tenant spaces were completed and became available for occupancy;
- $2.7 million increase from acquisitions of operating properties and corporate assets;
- $2.2 million increase at same properties, attributable primarily to redevelopments; and
- $165.9 million increase from properties acquired through the Equity One merger;
- reduced by $1.8 million from the sale of operating properties.

Operating and maintenance costs changed as follows:

- $1.4 million increase from operations commencing at development properties;
- $1.5 million increase from acquisitions of operating properties;
- $1.0 million net increase from claims losses within the company's wholly-owned captive insurance program;
- $1.0 million increase at same properties primarily attributable to recoverable costs; and
- $45.3 million increase from properties acquired through the Equity One merger;
- reduced by $1.2 million from the sale of operating properties.

General and administrative changed as follows:

- $2.2 million increase in the value of participant obligations within the deferred compensation plan; and
- $4.6 million increase in compensation costs related to additional staffing and incentive compensation as a result of the Equity One merger;
- reduced by $4.5 million primarily from greater development overhead capitalization based on the progress and size of current development and redevelopment projects.

Real estate taxes changed as follows:

- $782,000 increase from development properties where capitalization ceased as tenant spaces became available for occupancy;
- $1.3 million increase from acquisitions of operating properties;
- $3.6 million increase at same properties from increased tax assessments; and
- $38.6 million increase from properties acquired through the Equity One merger;
- reduced by $1.0 million from sold properties.

Other operating expenses increased as follows:

- $1.8 million increase in corporate expenses due to an increase in franchise taxes; and
- $73.3 million increase primarily attributable to transaction costs related to the Equity One merger in March 2017.

The following table presents the components of other expense (income):

(in thousands)	2017	2016	Change
Interest expense, net			
Interest on notes payable	$119,301	81,330	37,971
Interest on unsecured credit facilities	14,677	5,635	9,042
Capitalized interest	(7,946)	(3,481)	(4,465)
Hedge expense	8,408	8,408	—
Interest income	(1,811)	(1,180)	(631)
Interest expense, net	$132,629	90,712	41,917
Provision for impairment	—	4,200	(4,200)
Gain on sale of real estate, net of tax	(27,432)	(47,321)	19,889
Early extinguishment of debt	12,449	14,240	(1,791)
Net investment income	(3,985)	(1,672)	(2,313)
Loss on derivative instruments	—	40,586	(40,586)
Total other expense (income)	$113,661	100,745	12,916

The $41.9 million net increase in total interest expense is due to:

- $38.0 million increase in interest on notes payable due to:
  - $26.0 million of additional interest on notes payable assumed with the Equity One merger; and
  - $29.7 million increase in interest attributable to the issuance of $950 million of new unsecured debt in 2017. The debt proceeds were used as follows:
    - $325 million used to redeem all of our preferred stock,
    - $415 million used to fund consideration paid to Equity One to repay its credit facilities not assumed by the Company in the merger, and
    - $210 million used to retire mortgage loans and to reduce the outstanding balance on the Line;
  - offset by $6.9 million decrease in mortgage interest expense primarily due to the payoff of nine mortgages loans; and
  - $10.8 million decrease due to the early redemption of our $300 million notes during 2016;
- $9.0 million increase in interest on unsecured credit facilities related to higher average balances primarily related to the Equity One merger;
- offset by $4.5 million decrease from higher capitalization of interest based on the size and progress of development and redevelopment projects in process.

We did not recognize any impairments during 2017. During 2016, we recognized $4.2 million of impairment losses on two operating properties and two land parcels, all of which have since been sold.

During 2017, we sold six operating properties and nine land parcels resulting in gains of $27.4 million, compared to gains of $47.3 million from the sale of eleven operating properties and sixteen land parcels during 2016.

During 2017, we repaid nine mortgages with a portion of the proceeds from our unsecured public debt offering in June 2017, and recognized $12.4 million of debt extinguishment costs. In 2016, we recognized a $14.2 million charge in connection with the early redemption of the $300 million unsecured notes.

Net investment income increased $2.3 million, attributable primarily to realized and unrealized gains on investments held within the non-qualified deferred compensation plan.

During 2016, we recognized a $40.6 million charge to settle $220 million of forward starting interest rate swaps related to new debt previously expected to be issued in 2017.

Our equity in income of investments in real estate partnerships decreased as follows:

(in thousands)	Regency's Ownership	2017	2016	Change
GRI - Regency, LLC (GRIR)	40.00%	$27,440	29,791	(2,351)
Equity One JV Portfolio LLC (NYC)	30.00%	686	—	686
Columbia Regency Retail Partners, LLC (Columbia I)	20.00%	3,620	4,180	(560)
Columbia Regency Partners II, LLC (Columbia II)	20.00%	1,530	3,240	(1,710)
Cameron Village, LLC (Cameron)	30.00%	850	695	155
RegCal, LLC (RegCal)	25.00%	1,403	1,080	323
US Regency Retail I, LLC (USAA)	20.01%	4,456	1,180	3,276
Other investments in real estate partnerships	50.00%	3,356	16,352	(12,996)
Total equity in income of investments in real estate partnerships		$43,341	56,518	(13,177)

The $13.2 million decrease in our total Equity in income in investments in real estate partnerships is largely attributed to:

- $2.4 million decrease within GRIR driven by gains on sale of real estate that were recognized in 2016, offset by lower depreciation expense in 2017 related to assets that became fully depreciated in 2016;
- $1.7 million decrease within Columbia II due to gains on sale of real estate that were recognized in 2016;
- $3.3 million increase within USAA due to gains on sale of real estate recognized in 2017; and
- $13.0 million decrease within Other investments in real estate partnerships due to our pro-rata share of gains on sale of real estate recognized in these partnerships in 2016.

The following represents the remaining components that comprise net income attributable to the common stockholders and unit holders:

(in thousands)	2017	2016	Change
Income from operations	$169,243	166,992	2,251
Deferred income tax benefit	(9,737)	—	(9,737)
Income attributable to noncontrolling interests	(2,903)	(2,070)	(833)
Preferred stock dividends and issuance costs	(16,128)	(21,062)	4,934
Net income attributable to common stockholders	$159,949	143,860	16,089
Net income attributable to exchangeable operating partnership units	388	257	131
Net income attributable to common unit holders	$160,337	144,117	16,220

The $9.7 million income tax benefit during 2017 was due to revaluing the net deferred tax liability at a taxable REIT subsidiary acquired through the Equity One merger, as a result of the change in corporate tax rates from the 2017 Tax Cuts and Jobs Act.

During 2017, we redeemed both our Series 6 and Series 7 preferred stock, resulting in a decrease to preferred stock dividends, offset by a charge upon writing off issuance costs.

Supplemental Earnings Information

We use certain non-GAAP performance measures, in addition to certain performance metrics determined under GAAP, as we believe these measures improve the understanding of the Company's operating results. We manage our entire real estate portfolio without regard to ownership structure, although certain decisions impacting properties owned through partnerships require partner approval. Therefore, we believe presenting our pro-rata share of operating results regardless of ownership structure, along with other non-GAAP measures, may assist in comparing the Company's operating results to other REITs. We continually evaluate the usefulness, relevance, limitations, and calculation of our reported non-GAAP performance measures to determine how best to provide relevant information to the public, and thus such reported measures could change. See "Defined Terms" in Part I, Item 1.

Pro-Rata Same Property NOI:

For purposes of evaluating same property NOI on a comparative basis, and in light of the merger with Equity One on March 1, 2017, we are presenting our same property NOI on a pro forma basis for the year ended December 31, 2017, as if the merger had occurred January 1, 2017. This perspective allows us to evaluate same property NOI growth over a comparable period. The pro forma same property NOI as adjusted is not necessarily indicative of what the actual same property NOI and growth would have been if the merger had occurred on January 1, 2017, nor does it purport to represent the same property NOI and growth for future periods.

Our pro-rata same property NOI as adjusted, excluding termination fees, changed as follows:

(in thousands)	2018	2017 [1]	Change
Base rent	$824,238	795,836	28,402
Percentage rent	8,574	9,065	(491)
Recoveries from tenants	266,274	244,082	22,192
Other income	20,826	16,994	3,832
Operating expenses	327,563	299,507	28,056
Pro-rata same property NOI, as adjusted	$792,349	766,470	25,879
Less: Termination fees	1,222	990	232
Pro-rata same property NOI, as adjusted, excluding termination fees	$791,127	765,480	25,647
Pro-rata same property NOI growth, as adjusted, excluding termination fees			3.4 %

[1] Adjusted for Equity One operating results prior to the merger for this period. For additional information and details about the Equity One operating results included herein, refer to the Same Property NOI reconciliation at the end of the Supplemental Earnings section.

Base rent increased $28.4 million, driven by increases in rental rate growth on new and renewal leases, contractual rent steps in existing leases, and rent commencements.

Recoveries from tenants increased $22.2 million, as a result of increases in recoverable costs, as noted below.

Other income increased $3.8 million, due to an increase in parking income, land rental, temporary tenants.

Operating expenses increased $28.1 million, primarily due to a $17.6 million increase in real estate tax assessments and $8.8 million increase in common area maintenance costs.

Same Property Rollforward:

Our same property pool includes the following property count, pro-rata GLA, and changes therein:

(GLA in thousands)	2018 Property Count	2018 GLA	2017 Property Count	2017 GLA
Beginning same property count	395	40,601	289	26,392
Acquired properties owned for entirety of comparable periods	7	917	1	180
Developments that reached completion by beginning of earliest comparable period presented	8	512	2	331
Disposed properties	(11)	(1,178)	(7)	(546)
Properties acquired through Equity One merger	—	—	110	14,181
SF adjustments [1]	—	14	—	63
Ending same property count	399	40,866	395	40,601

[1] SF adjustments arise from remeasurements or redevelopments.

NAREIT FFO:

Our reconciliation of net income attributable to common stock and unit holders to NAREIT FFO is as follows:

(in thousands, except share information)	2018	2017
Reconciliation of Net income to NAREIT FFO		
Net income attributable to common stockholders	$249,127	159,949
Adjustments to reconcile to NAREIT FFO: [1]		
Depreciation and amortization (excluding FF&E)	390,603	364,908
Provision for impairment to operating properties	37,895	—
Gain on sale of operating properties, net of tax	(25,293)	(30,402)
Exchangeable operating partnership units	525	388
NAREIT FFO attributable to common stock and unit holders	$652,857	494,843

[1] Includes Regency's pro-rata share of unconsolidated investment partnerships, net of pro-rata share attributable to noncontrolling interests.

50

Reconciliation of Same Property NOI to Nearest GAAP Measure:

Our reconciliation of Net income attributable to common stockholders to Same Property NOI, on a pro-rata basis, is as follows:

	2018			2017		
(in thousands)	Same Property	Other [1]	Total	Same Property	Other [1]	Total
Net income (loss) attributable to common stockholders	$416,657	(167,530)	249,127	344,386	(184,437)	159,949
Less:						
Management, transaction, and other fees	—	28,494	28,494	—		