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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
COMMISSION FILE NUMBER: 001-31817

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**CEDAR REALTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

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Maryland  
(State or other jurisdiction of  
incorporation or organization)

42-1241468  
(I.R.S. Employer  
Identification No.)

44 South Bayles Avenue, Port Washington, New York 11050-3765  
(Address of principal executive offices) (Zip Code)

(516) 767-6492  
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

At October 31, 2018, there were 91,207,909 shares of Common Stock, \$0.06 par value, outstanding.

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CEDAR REALTY TRUST, INC.

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## Forward-Looking Statements

Certain statements made in this Form 10-Q or incorporated by reference herein are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and, as such, may involve known and unknown risks, uncertainties and other factors which may cause the Company’s actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe the Company’s future plans, strategies and expectations, are generally identifiable by use of the words “may”, “will”, “should”, “estimates”, “projects”, “anticipates”, “believes”, “expects”, “intends”, “future”, and words of similar import, or the negative thereof. Factors which could cause actual results to differ materially from current expectations include, but are not limited to: adverse general economic conditions in the United States and uncertainty in the credit and retail markets; financing risks, such as the inability to obtain new financing or refinancing on favorable terms as the result of market volatility or instability; risks related to the market for retail space generally, including reductions in consumer spending, variability in retailer demand for leased space, tenant bankruptcies, adverse impact of internet sales demand, ongoing consolidation in the retail sector and changes in economic conditions and consumer confidence; risks endemic to real estate and the real estate industry generally; the impact of the Company’s level of indebtedness on operating performance; inability of tenants to meet their rent and other lease obligations; adverse impact of new technology and e-commerce developments on the Company’s tenants; competitive risk; risks related to the geographic concentration of the Company’s properties in the Washington, D.C. to Boston corridor; the effects of natural and other disasters; the inability of the Company to realize anticipated returns from its redevelopment activities; and the risk factors discussed under Part I, Item 1A, “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

Except for ongoing obligations to disclose material information as required by the federal securities laws, the Company undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. All of the above factors are difficult to predict, contain uncertainties that may materially affect the Company’s actual results and may be beyond the Company’s control. New factors emerge from time to time, and it is not possible for the Company’s management to predict all such factors or to assess the effects of each factor on the Company’s business. Accordingly, there can be no assurance that the Company’s current expectations will be realized.

**CEDAR REALTY TRUST, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(unaudited)

	September 30, 2018	December 31, 2017
<b>ASSETS</b>		
Real estate:		
Land	\$ 295,734,000	\$ 304,237,000
Buildings and improvements	1,206,608,000	1,230,362,000
	<u>1,502,342,000</u>	<u>1,534,599,000</u>
Less accumulated depreciation	(353,085,000)	(341,943,000)
Real estate, net	1,149,257,000	1,192,656,000
Real estate held for sale	11,348,000	—
Cash and cash equivalents	4,398,000	3,702,000
Restricted cash	—	3,517,000
Receivables	21,905,000	17,193,000
Other assets and deferred charges, net	50,645,000	35,350,000
<b>TOTAL ASSETS</b>	<u>\$ 1,237,553,000</u>	<u>\$ 1,252,418,000</u>
<b>LIABILITIES AND EQUITY</b>		
Mortgage loans payable	\$ 47,545,000	\$ 127,969,000
Capital lease obligation	5,398,000	-
Unsecured revolving credit facility	102,000,000	55,000,000
Unsecured term loans	471,954,000	397,156,000
Accounts payable and accrued liabilities	25,688,000	24,519,000
Unamortized intangible lease liabilities	14,014,000	17,663,000
Total liabilities	<u>666,599,000</u>	<u>622,307,000</u>
Commitments and contingencies	—	—
Equity:		
Cedar Realty Trust, Inc. shareholders' equity:		
Preferred stock	159,541,000	207,508,000
Common stock (\$ .06 par value, 150,000,000 shares authorized, 91,211,000 and 91,317,000 shares, issued and outstanding, respectively)	5,473,000	5,479,000
Treasury stock (2,979,000 and 3,359,000 shares, respectively, at cost)	(16,650,000)	(18,463,000)
Additional paid-in capital	876,865,000	875,062,000
Cumulative distributions in excess of net income	(473,098,000)	(446,944,000)
Accumulated other comprehensive income	15,592,000	5,694,000
Total Cedar Realty Trust, Inc. shareholders' equity	<u>567,723,000</u>	<u>628,336,000</u>
Noncontrolling interests:		
Minority interests in consolidated joint ventures	(215,000)	(609,000)
Limited partners' OP Units	3,446,000	2,384,000
Total noncontrolling interests	<u>3,231,000</u>	<u>1,775,000</u>
Total equity	<u>570,954,000</u>	<u>630,111,000</u>
<b>TOTAL LIABILITIES AND EQUITY</b>	<u>\$ 1,237,553,000</u>	<u>\$ 1,252,418,000</u>

See accompanying notes to consolidated financial statements

**CEDAR REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
<b>REVENUES</b>				
Rents	\$ 28,120,000	\$ 28,362,000	\$ 85,732,000	\$ 84,790,000
Expense recoveries	7,747,000	7,436,000	24,800,000	22,796,000
Other	303,000	600,000	4,556,000	1,285,000
Total revenues	<u>36,170,000</u>	<u>36,398,000</u>	<u>115,088,000</u>	<u>108,871,000</u>
<b>EXPENSES</b>				
Operating, maintenance and management	6,394,000	5,578,000	20,182,000	18,084,000
Real estate and other property-related taxes	5,037,000	4,931,000	15,172,000	14,597,000
General and administrative	3,975,000	4,121,000	12,745,000	12,494,000
Acquisition pursuit costs	-	-	-	156,000
Depreciation and amortization	9,650,000	9,807,000	30,245,000	30,178,000
Total expenses	<u>25,056,000</u>	<u>24,437,000</u>	<u>78,344,000</u>	<u>75,509,000</u>
<b>OTHER</b>				
Gain on sale	4,864,000	-	4,864,000	7,099,000
Impairment reversals / (charges)	707,000	-	(20,689,000)	(9,850,000)
Total other	<u>5,571,000</u>	<u>-</u>	<u>(15,825,000)</u>	<u>(2,751,000)</u>
<b>OPERATING INCOME</b>	16,685,000	11,961,000	20,919,000	30,611,000
<b>NON-OPERATING INCOME AND EXPENSES</b>				
Interest expense	(5,551,000)	(5,544,000)	(16,468,000)	(16,638,000)
Early extinguishment of debt costs	(4,829,000)	-	(4,829,000)	-
Total non-operating income and expenses	<u>(10,380,000)</u>	<u>(5,544,000)</u>	<u>(21,297,000)</u>	<u>(16,638,000)</u>
<b>NET INCOME (LOSS)</b>	6,305,000	6,417,000	(378,000)	13,973,000
Net (income) loss attributable to noncontrolling interests:				
Minority interests in consolidated joint ventures	(126,000)	(138,000)	(394,000)	(393,000)
Limited partners' interest in Operating Partnership	(19,000)	21,000	41,000	22,000
Total net (income) attributable to noncontrolling interests	<u>(145,000)</u>	<u>(117,000)</u>	<u>(353,000)</u>	<u>(371,000)</u>
<b>NET INCOME (LOSS) ATTRIBUTABLE TO CEDAR REALTY TRUST, INC.</b>	6,160,000	6,300,000	(731,000)	13,602,000
Preferred stock dividends	(2,688,000)	(3,535,000)	(8,175,000)	(10,739,000)
Preferred stock redemption costs	-	(7,890,000)	(3,507,000)	(7,890,000)
<b>NET INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS</b>	<u>\$ 3,472,000</u>	<u>\$ (5,125,000)</u>	<u>\$ (12,413,000)</u>	<u>\$ (5,027,000)</u>
<b>NET INCOME (LOSS) PER COMMON SHARE ATTRIBUTABLE TO COMMON SHAREHOLDERS:</b>				
Basic	<u>\$ 0.04</u>	<u>\$ (0.06)</u>	<u>\$ (0.15)</u>	<u>\$ (0.07)</u>
Diluted	<u>\$ 0.04</u>	<u>\$ (0.06)</u>	<u>\$ (0.15)</u>	<u>\$ (0.07)</u>
<b>Weighted average number of common shares:</b>				
Basic	<u>89,049,000</u>	<u>85,642,000</u>	<u>88,228,000</u>	<u>83,049,000</u>
Diluted	<u>89,875,000</u>	<u>85,642,000</u>	<u>88,228,000</u>	<u>83,049,000</u>

See accompanying notes to consolidated financial statements

**CEDAR REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(unaudited)**

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Net income (loss)	\$ 6,305,000	\$ 6,417,000	\$ (378,000)	\$ 13,973,000
Other comprehensive income - unrealized gain on change in fair value of cash flow hedges	<u>2,129,000</u>	<u>1,279,000</u>	<u>9,956,000</u>	<u>1,591,000</u>
Comprehensive income	8,434,000	7,696,000	9,578,000	15,564,000
Comprehensive (income) attributable to noncontrolling interests	<u>(174,000)</u>	<u>(122,000)</u>	<u>(411,000)</u>	<u>(377,000)</u>
Comprehensive income attributable to Cedar Realty Trust, Inc.	<u>\$ 8,260,000</u>	<u>\$ 7,574,000</u>	<u>\$ 9,167,000</u>	<u>\$ 15,187,000</u>

See accompanying notes to consolidated financial statements

**CEDAR REALTY TRUST, INC.**  
**Consolidated Statement of Equity**  
**Nine months ended September 30, 2018**  
**(unaudited)**

**Cedar Realty Trust, Inc. Shareholders**

	Preferred stock		Common stock		Treasury stock, at cost	Additional paid-in capital	Cumulative distributions in excess of net income	Accumulated other comprehensive income	Total
	Shares	Amount	Shares	Amount					
Balance, December 31, 2017	8,450,000	\$ 207,508,000	91,317,000	\$ 5,479,000	\$ (18,463,000)	\$ 875,062,000	\$ (446,944,000)	\$ 5,694,000	\$ 628,336,000
Net (loss) income	—	—	—	—	—	—	(731,000)	—	(731,000)
Unrealized gain on change in fair value of cash flow hedges	—	—	—	—	—	—	—	9,898,000	9,898,000
Share-based compensation, net	—	—	(108,000)	(6,000)	1,813,000	479,000	—	—	2,286,000
Redemptions of Series B Shares	(2,000,000)	(47,967,000)	—	—	—	1,458,000	(3,507,000)	—	(50,016,000)
Common stock sales, net of issuance expenses	—	—	2,000	—	—	5,000	—	—	5,000
Preferred stock dividends	—	—	—	—	—	—	(8,175,000)	—	(8,175,000)
Distributions to common shareholders/noncontrolling interests	—	—	—	—	—	—	(13,741,000)	—	(13,741,000)
Redemption of OP Units	—	—	—	—	—	—	—	—	—
Issuance of OP Units	—	—	—	—	—	—	—	—	—
Reallocation adjustment of limited partners' interest	—	—	—	—	—	(139,000)	—	—	(139,000)
Balance, September 30, 2018	<u>6,450,000</u>	<u>\$ 159,541,000</u>	<u>91,211,000</u>	<u>\$ 5,473,000</u>	<u>\$ (16,650,000)</u>	<u>\$ 876,865,000</u>	<u>\$ (473,098,000)</u>	<u>\$ 15,592,000</u>	<u>\$ 567,723,000</u>

**Noncontrolling Interests**

	Minority interest in consolidated joint ventures		Limited partners' interest in Operating Partnership		Total Equity
			Total		
Balance, December 31, 2017	\$ (609,000)	\$ 2,384,000	\$ 1,775,000	\$ 630,111,000	
Net (loss) income	394,000	(41,000)	353,000	(378,000)	
Unrealized gain on change in fair value of cash flow hedges	—	58,000	58,000	9,956,000	
Share-based compensation, net	—	—	—	2,286,000	
Redemptions of Series B Shares	—	—	—	(50,016,000)	
Common stock sales, net of issuance expenses	—	—	—	5,000	
Preferred stock dividends	—	—	—	(8,175,000)	
Distributions to common shareholders/noncontrolling interests	—	(62,000)	(62,000)	(13,803,000)	
Redemption of OP Units	—	(7,000)	(7,000)	(7,000)	
Issuance of OP Units	—	975,000	975,000	975,000	
Reallocation adjustment of limited partners' interest	—	139,000	139,000	—	
Balance, September 30, 2018	<u>\$ (215,000)</u>	<u>\$ 3,446,000</u>	<u>\$ 3,231,000</u>	<u>\$ 570,954,000</u>	

See accompanying notes to consolidated financial statements

**CEDAR REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	Nine months ended September 30,	
	2018	2017
<b>OPERATING ACTIVITIES</b>		
Net (loss) income	\$ (378,000)	\$ 13,973,000
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Gain on sales	(4,864,000)	(7,099,000)
Impairment charges	20,689,000	9,850,000
Early extinguishment of debt costs	4,829,000	—
Straight-line rents	(824,000)	(787,000)
Provision for doubtful accounts	1,662,000	1,215,000
Depreciation and amortization	30,245,000	30,178,000
Amortization of intangible lease liabilities, net	(3,611,000)	(1,900,000)
Expense relating to share-based compensation, net	2,801,000	2,693,000
Amortization of premium on mortgage loan payable	(80,000)	(97,000)
Amortization of deferred financing costs	913,000	1,040,000
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Rents and other receivables	(3,524,000)	(3,112,000)
Prepaid expenses and other	(9,207,000)	(6,395,000)
Accounts payable and accrued liabilities	1,326,000	1,826,000
Net cash provided by operating activities	<u>39,977,000</u>	<u>41,385,000</u>
<b>INVESTING ACTIVITIES</b>		
Acquisitions of real estate	(179,000)	(32,442,000)
Expenditures for real estate improvements	(21,919,000)	(17,115,000)
Net proceeds from sales of real estate	19,118,000	10,372,000
Issuance of mortgage note receivable	(3,500,000)	—
Net cash (used in) investing activities	<u>(6,480,000)</u>	<u>(39,185,000)</u>
<b>FINANCING ACTIVITIES</b>		
Repayments under revolving credit facility	(117,500,000)	(134,500,000)
Advances under revolving credit facility	164,500,000	157,500,000
Advance under term loan	75,000,000	—
Mortgage repayments	(80,077,000)	(2,399,000)
Payments of early extinguishment of debt costs	(5,159,000)	—
Payments of debt financing costs	(677,000)	(2,498,000)
Noncontrolling interests:		
Distributions to limited partners	(62,000)	(53,000)
Redemption of OP Units	(7,000)	(11,000)
Net proceeds from sale of preferred stock	—	72,337,000
Redemptions of preferred stock	(50,016,000)	(112,510,000)
Common stock sales less issuance expenses, net	9,000	43,164,000
Preferred stock dividends	(8,588,000)	(11,113,000)
Distributions to common shareholders	(13,741,000)	(13,116,000)
Net cash (used in) financing activities	<u>(36,318,000)</u>	<u>(3,199,000)</u>
Net (decrease) in cash, cash equivalents and restricted cash	(2,821,000)	(999,000)
Cash, cash equivalents and restricted cash at beginning of year	7,219,000	5,762,000
Cash, cash equivalents and restricted cash at end of period	<u>\$ 4,398,000</u>	<u>\$ 4,763,000</u>
Reconciliation to consolidated balance sheets:		
Cash and cash equivalents	\$ 4,398,000	\$ 2,240,000
Restricted cash	—	2,523,000
Cash, cash equivalents and restricted cash	<u>\$ 4,398,000</u>	<u>\$ 4,763,000</u>

See accompanying notes to consolidated financial statements



**Cedar Realty Trust, Inc.**  
**Notes to Consolidated Financial Statements**  
**September 30, 2018**  
**(unaudited)**

**Note 1. Business and Organization**

Cedar Realty Trust, Inc. (the “Company”) is a real estate investment trust (“REIT”) that focuses primarily on ownership, operation and redevelopment of grocery-anchored shopping centers in high-density urban markets from Washington, D.C. to Boston. At September 30, 2018, the Company owned and managed a portfolio of 58 operating properties (excluding properties “held for sale”).

Cedar Realty Trust Partnership, L.P. (the “Operating Partnership”) is the entity through which the Company conducts substantially all of its business and owns (either directly or through subsidiaries) substantially all of its assets. At September 30, 2018, the Company owned a 99.4% economic interest in, and was the sole general partner of, the Operating Partnership. The limited partners’ interest in the Operating Partnership (0.6% at September 30, 2018) is represented by Operating Partnership Units (“OP Units”). The carrying amount of such interest is adjusted at the end of each reporting period to an amount equal to the limited partners’ ownership percentage of the Operating Partnership’s net equity. The 553,000 OP Units outstanding at September 30, 2018 are economically equivalent to the Company’s common stock. The holders of OP Units have the right to exchange their OP Units for the same number of shares of the Company’s common stock or, at the Company’s option, for cash.

As used herein, the “Company” refers to Cedar Realty Trust, Inc. and its subsidiaries on a consolidated basis, including the Operating Partnership or, where the context so requires, Cedar Realty Trust, Inc. only.

**Note 2. Summary of Significant Accounting Policies**

*Principles of Consolidation/Basis of Preparation*

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and include all of the information and disclosures required by U.S. Generally Accepted Accounting Principles (“GAAP”) for interim reporting. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statement disclosures. In the opinion of management, all adjustments necessary for fair presentation (including normal recurring accruals) have been included. The financial statements are prepared on the accrual basis in accordance with GAAP, which requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the periods covered by the financial statements. Actual results could differ from these estimates. The prior period financial statements reflect certain reclassifications, such as the reclassification of restricted cash and the related accounts on the consolidated statements of cash flows, which had no impact on previously-reported net income attributable to common shareholders or earnings per share. The unaudited consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

The unaudited consolidated financial statements include the accounts and operations of the Company, the Operating Partnership, its subsidiaries, and certain joint venture partnerships in which it participates. The Company consolidates all variable interest entities for which it is the primary beneficiary.

*Supplemental Consolidated Statements of Cash Flows Information*

	Nine months ended September 30,	
	2018	2017
Supplemental disclosure of cash activities:		
Cash paid for interest	\$ 16,593,000	\$ 15,945,000
Supplemental disclosure of non-cash activities:		
Capitalization of interest and financing costs	1,125,000	483,000
Issuance of OP Units in connection with a land parcel acquisition	975,000	—

**Cedar Realty Trust, Inc.**  
**Notes to Consolidated Financial Statements**  
**September 30, 2018**  
**(unaudited)**

***Recently-Adopted Accounting Pronouncements***

In May 2014, the FASB issued guidance which amends the accounting for revenue recognition. Under the amended guidance, an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled to and receive in exchange for those goods or services. Leases are specifically excluded from this guidance and will be governed by the applicable lease codification. The guidance, effective January 1, 2018, did not have a material effect on the Company's consolidated financial statements.

In August 2016, the FASB issued guidance that clarifies how an entity should classify certain cash receipts and cash payments on its statement of cash flows. The guidance established that an entity will classify cash payments for debt prepayment or extinguishment costs as financing cash flows. In addition, the guidance provides entities with an alternative to consider regarding the nature of the source of distributions that an investor receives from an equity method investment when classifying distributions received in its cash flow statement (the nature of the distribution approach). Alternatively, entities can elect to classify the distributions received from equity method investees based on the cumulative earnings approach. The guidance, effective January 1, 2018, did not have a material effect on the Company's consolidated financial statements.

In November 2016, the FASB issued guidance that requires entities to show the changes in the total of cash, cash equivalents and restricted cash in the statement of cash flows. When cash, cash equivalents and restricted cash are presented in more than one line item on the balance sheet, the new guidance requires a reconciliation of the totals in the statement of cash flows to the related captions on the balance sheet. This reconciliation can be presented either on the face of the statement of cash flows or in the notes to the financial statements. The guidance, effective January 1, 2018, did not have a material effect on the Company's consolidated financial statements.

In May 2017, the FASB issued guidance which clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as a modification. Under the new guidance, an entity will not apply modification accounting if the award's fair value, vesting conditions, and the classification of the award as equity or a liability are the same immediately before and after the change. The guidance, effective January 1, 2018, did not have a material effect on the Company's consolidated financial statements.

***Recently-Issued Accounting Pronouncements***

In February 2016, the FASB issued guidance which amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. The guidance requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than twelve months regardless of their classification. Leases with a term of twelve months or less will be accounted for pursuant to existing guidance for operating leases. The guidance will result in the recognition of a right-to-use asset and related liability to account for the Company's future obligations under its ground lease and executive office lease agreements for which the Company is the lessee. Additionally, the guidance will require that lessees and lessors capitalize, as initial direct costs, only those costs that are incurred due to the execution of a lease. Under this guidance, allocated payroll costs and other costs that are incurred regardless of whether the lease is obtained will no longer be capitalized as initial direct costs and instead will be expensed as incurred.

FASB provided lessors with a practical expedient, elected by class of underlying asset, to account for lease and non-lease components as a single lease component if certain criteria are met. Lessors that make these elections will be required to provide additional disclosures. FASB provided an additional (and optional) transition method that allows entities to initially apply the guidance at the adoption date (January 1, 2019) and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The Company intends to apply both these practical expedients upon adoption. The Company, based on the anticipated election of practical expedients, anticipates that its tenant leases, where it is the lessor, will continue to be accounted for as operating leases under the new standard. The Company is also the lessee under various ground lease arrangements. The Company would not be required to reassess the classification of existing ground leases where it is the lessee and therefore these leases would continue to be accounted for as operating or financing leases. Therefore, as of January 1, 2019, the Company does not currently anticipate significant changes in the accounting for its lease revenues as lessor, but does anticipate the recognition of right of

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use assets and related lease liabilities on its consolidated balance sheets related to ground leases as lessee. In the event the Company modifies existing ground leases or enters into new ground leases after adoption of the new standard, such leases may be classified as finance leases. The Company will continue to evaluate the impact the adoption of the guidance will have on its consolidated financial statements.

In June 2016, the FASB issued guidance which enhances the methodology of measuring expected credit losses to include the use of forward-looking information to better calculate credit loss estimates. The guidance will apply to most financial assets measured at amortized cost and certain other instruments, including accounts receivable, straight-line rent receivables, loans, held-to-maturity debt securities, net investments in leases, and off-balance-sheet credit exposures. The guidance will require that the Company estimate the lifetime expected credit loss with respect to these receivables and record allowances that, when deducted from the balance of the receivables, represent the net amounts expected to be collected. The Company will also be required to disclose information about how it developed the allowances, including changes in the factors that influenced the Company's estimate of expected credit losses and the reasons for those changes. The guidance would be effective for interim and annual reporting periods beginning after December 15, 2019. The Company is currently in the process of evaluating the impact the adoption of the guidance will have on its consolidated financial statements.

**Note 3. Real Estate**

***Land Parcel Acquisition***

On August 8, 2018, the Company purchased a land parcel adjacent to its Riverview Plaza property, located in Philadelphia, Pennsylvania. The purchase price for the land parcel was \$1.0 million, which was comprised of \$25,000 in cash and approximately 208,000 OP Units (based on the market price of the Company's common stock).

***Shopping Center Acquisition***

On August 21, 2018, the Company entered into a deed of lease for Senator Square, a shopping center located in Washington, D.C. The deed of lease conveys fee title in the buildings to the Company and contains future options to acquire fee title in the land at its then fair-value. This lease is presented in the Company's financial statements as two separate components as follows: (1) a \$5.7 million capital lease obligation for the fee interest in the buildings, and (2) an operating lease for the land. The capital lease obligation was computed through the date of the Company's first purchase option, as discussed below, and reflects an interest rate of 5.3%.

The lease initially requires monthly payments of \$75,000 through maturity in August 2117 unless the Company exercises one of its options to acquire the land. The first such option will be available between the 25th and 33rd anniversaries of the lease, depending on certain property benchmarks, with additional purchase options every 10 years thereafter during the lease term. The lease also provides for 1.5% annual increases which begin on approximately the 8th anniversary of the lease, depending on the aforementioned property benchmarks. In addition, at the time the Company's first purchase option becomes available, the lease payments will be adjusted to the greater of the fair-value or the current payment amount. The lease payments are subject to similar adjustments at the 25th and 50th anniversaries of such first purchase option.

The Company has also issued a \$3.5 million interest only mortgage note receivable to the lessor of Senator Square, which bears interest at 4.5% per annum. The maturity date of this mortgage note can range from 26.5 years to 34.5 years from the date of issuance, based on the aforementioned property benchmarks.

***Dispositions***

On August 28, 2018, the Company sold Mechanicsburg Center, located in Mechanicsburg, Pennsylvania. The sales price for the property was \$16.1 million, which resulted in a gain on sale of \$4.9 million, which has been included in continuing operations in the accompanying consolidated statements of operations.

On September 28, 2018, the Company sold West Bridgewater Plaza, located in West Bridgewater, Massachusetts. The sales price for the property was \$3.5 million. An impairment charge of \$9.4 million has been recorded in connection with the property during 2018, which has been included in continuing operations in the accompanying consolidated statements of operations.

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***Real Estate Held for Sale***

The Company, when applicable, conducts a continuing review of the values for all properties “held for sale” based on final sales prices and sales contracts entered into. Impairment charges/reversals, if applicable, are based on a comparison of the carrying values of the properties with either (1) actual sales prices less costs to sell for properties sold, or contract amounts for properties in the process of being sold, (2) estimated sales prices, less costs to sell, based on discounted cash flow or income capitalization analyses, if no contract amounts are being negotiated (see Note 4 - “Fair Value Measurements”), or (3) with respect to land parcels, estimated sales prices, less costs to sell, based on comparable sales completed in the selected market areas. Prior to the Company’s determination to dispose of properties, which are subsequently reclassified to “held for sale”, the Company performed recoverability analyses based on the estimated undiscounted cash flows that were expected to result from the real estate investments’ use and eventual disposal. The projected undiscounted cash flows of each property reflects that the carrying value of each real estate investment would be recovered. However, as a result of the properties’ meeting the “held for sale” criteria, such properties were written down to the lower of their carrying value and estimated fair values less costs to sell.

As of September 30, 2018, Carll’s Corner, located in Bridgeton, New Jersey, and Maxatawny Marketplace, located in Maxatawny, Pennsylvania, have been classified as “real estate held for sale” on the accompanying consolidated balance sheet. The Company recorded impairment charges of \$11.3 million in connection with these properties during 2018.

**Note 4. Fair Value Measurements**

The carrying amounts of cash and cash equivalents, restricted cash, rents and other receivables, certain other assets, accounts payable and accrued liabilities, and variable-rate debt approximate their fair value due to their terms and/or short-term nature. The fair value of the Company’s investments and liabilities related to share-based compensation were determined to be Level 1 within the valuation hierarchy, and were based on independent values provided by financial institutions.

The fair value of the Company’s fixed rate mortgage loans were estimated using available market information and discounted cash flow analyses based on borrowing rates the Company believes it could obtain with similar terms and maturities. As of September 30, 2018 and December 31, 2017, the aggregate fair values of the Company’s fixed rate mortgage loans payable, which were determined to be Level 3 within the valuation hierarchy, were \$45.2 million and \$127.7 million, respectively; the carrying values of such loans were \$47.5 million and \$128.0 million, respectively. As of September 30, 2018 and December 31, 2017, respectively, the aggregate fair values of the Company’s unsecured revolving credit facility and term loans approximated the carrying values. In addition, the fair value of the Company’s mortgage note receivable and capital lease obligation, which were determined to be Level 3 within the valuation hierarchy, approximated their carrying values as of September 30, 2018.

The valuation of the assets and liabilities for the Company’s interest rate swaps, which are measured on a recurring basis, were determined to be Level 2 within the valuation hierarchy, and were based on independent values provided by financial institutions. Such valuations were determined using widely accepted valuation techniques, including discounted cash flow analyses, on the expected cash flows of each derivative. The analyses reflect the contractual terms of the swaps, including the period to maturity, and user-observable market-based inputs, including interest rate curves (“significant other observable inputs”). The fair value calculation also includes an amount for risk of non-performance using “significant unobservable inputs” such as estimates of current credit spreads to evaluate the likelihood of default. The Company has concluded that, as of September 30, 2018, the fair value associated with the “significant unobservable inputs” relating to the Company’s risk of non-performance was insignificant to the overall fair value of the interest rate swap agreements and, as a result, that the relevant inputs for purposes of calculating the fair value of the interest rate swap agreements, in their entirety, were based upon “significant other observable inputs”.

Nonfinancial assets and liabilities measured at fair value in the consolidated financial statements consist of real estate held for sale, which, if applicable, are measured on a nonrecurring basis, and have been determined to be (1) Level 2 within the valuation hierarchy, where applicable, based on the respective contracts of sale, adjusted for closing costs and expenses, or (2) Level 3 within the valuation hierarchy, where applicable, based on estimated sales prices, adjusted for closing costs and expenses, determined by discounted cash flow analyses, income capitalization analyses or a sales comparison approach if no contracts had been concluded. The discounted cash flow and income capitalization analyses include all estimated cash inflows and outflows over a specific holding period and, where applicable, any estimated debt premiums. These cash flows were composed of unobservable inputs which included forecasted rental revenues and expenses based upon existing in-place leases, market conditions and expectations for growth. Capitalization rates and discount rates utilized in these analyses were based upon observable rates that the Company believed to be within a reasonable range of current market rates for the respective properties. The sales comparison approach is utilized for certain

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land values and includes comparable sales that were completed in the selected market areas. The comparable sales utilized in these analyses were based upon observable per acre rates that the Company believes to be within a reasonable range of current market rates for the respective properties.

Valuations were prepared using internally-developed valuation models. These valuations are reviewed and approved, during each reporting period, by a diverse group of management, as deemed necessary, including personnel from the acquisition, accounting, finance, operations, development and leasing departments, and the valuations are updated as appropriate. In addition, the Company may engage third-party valuation experts to assist with the preparation of certain of its valuations.

The following tables show the hierarchy for those assets measured at fair value on a recurring basis as of September 30, 2018 and December 31, 2017, respectively:

Description	September 30, 2018			Total
	Level 1	Level 2	Level 3	
Investments related to deferred compensation liabilities (a)	\$ 689,000	\$ —	\$ —	\$ 689,000
Deferred compensation liabilities (b)	\$ 687,000	\$ —	\$ —	\$ 687,000
Interest rate swaps asset (a)	\$ —	\$ 15,755,000	\$ —	\$ 15,755,000

Description	December 31, 2017			Total
	Level 1	Level 2	Level 3	
Investments related to deferred compensation liabilities (a)	\$ 552,000	\$ —	\$ —	\$ 552,000
Deferred compensation liabilities (b)	\$ 544,000	\$ —	\$ —	\$ 544,000
Interest rate swaps asset (a)	\$ —	\$ 6,394,000	\$ —	\$ 6,394,000
Interest rate swaps liability (b)	\$ —	\$ 511,000	\$ —	\$ 511,000

(a) Included in other assets and deferred charges, net in the accompanying consolidated balance sheets.

(b) Included in accounts payable and accrued liabilities in the accompanying consolidated balance sheets.

There were no assets measured at fair value on a non-recurring basis as of December 31, 2017. As of September 30, 2018, one retail property, totaling \$1.6 million, was determined to be Level 3 asset under the hierarchy, and was measured at fair value less cost to sell on a non-recurring basis using an income capitalization approach, consisting of a capitalization rate of 8.5%. In addition, real estate held for sale on the consolidated balance sheet as of September 30, 2018 includes the carrying value of a property which is below its fair value.

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**Note 5. Mortgage Loans Payable and Credit Facility**

Debt is composed of the following at September 30, 2018:

Description	Maturity dates	September 30, 2018	
		Balance outstanding	Contractual interest rates weighted-average
Fixed-rate mortgage	Jun 2026	\$ 47,917,000	3.9%
Unsecured credit facilities:			
Variable-rate:			
Revolving credit facility	Sep 2021 (a)	102,000,000	3.5%
Term loan	Sep 2022	50,000,000	3.4%
Fixed-rate (b):			
Term loan	Feb 2021	75,000,000	3.6%
Term loan	Feb 2022	50,000,000	3.0%
Term loan	Sep 2022 (c)	50,000,000	2.8%
Term loan	Apr 2023	100,000,000	3.2%
Term loan	Sep 2024 (d)	75,000,000	3.3%
Term loan	Jul 2025	75,000,000	4.6%
		<u>624,917,000</u>	<u>3.5%</u>
Unamortized debt issuance costs		<u>(3,418,000)</u>	
		<u>\$ 621,499,000</u>	

- (a) The revolving credit facility is subject to a one-year extension at the Company's option.
- (b) The interest rates on these term loans consist of LIBOR plus a credit spread based on the Company's leverage ratio, for which the Company has interest rate swap agreements which convert the LIBOR rates to fixed rates. Accordingly, these term loans are presented as fixed-rate debt.
- (c) The current interest rate swap agreement expires in February 2019 at which time a new interest rate swap agreement will begin resulting in an effective interest rate of 3.2%, based on the Company's current leverage ratio.
- (d) The current interest rate swap agreement expires in February 2020 at which time a new interest rate swap agreement will begin resulting in an effective interest ratio of 3.7%, based on the Company's current leverage ratio.

**Mortgage Loans Payable**

During 2018, the Company repaid the following mortgage loans payable:

Property	Repayment date	Principal payoff amount	
East River Park	August 10, 2018	\$	18,772,000
Colonial Commons	August 24, 2018	\$	24,108,000
Shoppes at Arts District	August 24, 2018	\$	8,114,000
The Point	September 6, 2018	\$	27,003,000

In connection with these repayments, the Company incurred charges relating to early extinguishment of mortgage loans payable (defeasance fees, prepayment penalties and accelerated amortization of deferred financing and premium costs) of \$4.8 million.

**Unsecured Revolving Credit Facility and Term Loans**

The Company has a \$300 million unsecured credit facility which, as amended and restated on September 8, 2017, consists of (1) a \$250 million revolving credit facility, expiring on September 8, 2021, and (2) a \$50 million term loan, expiring on September 8, 2022. The revolving credit facility may be extended, at the Company's option, for an additional one-year period, subject to customary conditions. Under an accordion feature, the facility can be increased to \$750 million, subject to customary conditions and lending

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commitments. Interest on borrowings under the revolving credit facility component can range from the London Interbank Offered Rate (“LIBOR”) plus 135 basis points (“bps”) to 195 bps (135 bps at September 30, 2018) and interest on borrowings under the term loan component can range from LIBOR plus 130 to 190 bps (130 bps at September 30, 2018), each based on the Company’s leverage ratio. As of September 30, 2018, the Company had \$135.1 million available for additional borrowings under the revolving credit facility.

On July 24, 2018, the Company closed a new \$75.0 million unsecured term loan maturing on July 24, 2025 (all of which was borrowed on September 28, 2018). Interest on borrowings under the term loan can range from LIBOR plus 170 to 225 bps (170 bps at September 30, 2018) based on the Company’s leverage ratio. Additionally, the Company entered into forward interest rate swap agreements which convert the LIBOR rate to a fixed rate through its maturity.

The Company’s unsecured credit facility and term loans contain financial covenants including, but not limited to, maximum debt leverage, maximum secured debt, minimum fixed charge coverage, and minimum net worth. In addition, the facility contains restrictions including, but not limited to, limits on indebtedness, certain investments and distributions. Although the credit facility is unsecured, borrowing availability is based on unencumbered property adjusted net operating income, as defined in the agreements. The Company’s failure to comply with the covenants or the occurrence of an event of default under the facilities could result in the acceleration of the related debt and exercise of other lender remedies. As of September 30, 2018, the Company is in compliance with all financial covenants. Interest on borrowings under the unsecured credit facility and term loans are based on the Company’s leverage ratio.

***Derivative Financial Instruments***

At September 30, 2018, the Company had \$15.8 million included in other assets and deferred charges, net, on the consolidated balance sheet relating to the fair value of the interest rate swaps applicable to the unsecured term loans discussed above. Charges and/or credits relating to the changes in the fair value of the interest rate swaps are made to accumulated other comprehensive income (loss), limited partners’ interest, or operations (included in interest expense), as applicable. Over time, the unrealized gains and losses recorded in accumulated other comprehensive loss will be reclassified into earnings as an increase or reduction to interest expense in the same periods in which the hedged interest payments affect earnings. The Company estimates that approximately \$2.6 million of accumulated other comprehensive loss will be reclassified as a charge to earnings within the next twelve months.

The following is a summary of the derivative financial instruments held by the Company at September 30, 2018 and December 31, 2017:

<b>September 30, 2018</b>					
<b>Designation/ Cash flow</b>	<b>Derivative</b>	<b>Count</b>	<b>Fair value</b>	<b>Maturity dates</b>	<b>Balance sheet location</b>
Qualifying	Interest rate swaps	9	\$ 15,755,000	2019-2025	Other assets and deferred charges, net
<b>December 31, 2017</b>					
<b>Designation/ Cash flow</b>	<b>Derivative</b>	<b>Count</b>	<b>Fair value</b>	<b>Maturity dates</b>	<b>Balance sheet location</b>
Qualifying	Interest rate swaps	6	\$ 6,394,000	2019-2024	Other assets and deferred charges, net
Qualifying	Interest rate swaps	1	\$ 511,000	2021	Accounts payable and accrued liabilities

The notional values of the interest rate swaps held by the Company at September 30, 2018 and December 30, 2017 were \$425.0 million and \$350.0 million, respectively.

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The following presents the effect of the Company's derivative financial instruments on the consolidated statements of operations and the consolidated statements of equity for the three and nine months ended September 30, 2018 and 2017, respectively:

Designation/ Cash flow	Derivative	Gain recognized in other comprehensive (loss) income (effective portion)			
		Three months ended September 30,		Nine months ended September 30,	
		2018	2017	2018	2017
Qualifying	Interest rate swaps	\$ 2,375,000	\$ 872,000	\$ 10,221,000	\$ (332,000)

  

Classification	Gain (loss) recognized in other comprehensive (loss) income reclassified into earnings (effective portion)			
	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Continuing Operations	\$ 246,000	\$ (407,000)	\$ 265,000	\$ (1,923,000)

As of September 30, 2018 the Company believes it has no significant risk associated with non-performance of the financial institutions which are the counterparties to its derivative contracts.

**Note 6. Commitments and Contingencies**

The Company is a party to certain legal actions arising in the normal course of business. Management does not expect there to be adverse consequences from these actions that would be material to the Company's consolidated financial statements.

**Note 7. Shareholders' Equity**

*Preferred Stock*

The Company is authorized to issue up to 12,500,000 shares of preferred stock. The following tables summarize details about the Company's preferred stock:

	Series B Preferred Stock		Series C Preferred Stock	
	Par value	\$ 0.01	\$ 0.01	
Liquidation value	\$ 25.00	\$ 25.00		

  

	September 30, 2018		December 31, 2017	
	Series B Preferred Stock	Series C Preferred Stock	Series B Preferred Stock	Series C Preferred Stock
Shares authorized	1,450,000	6,450,000	3,450,000	6,450,000
Shares issued and outstanding	1,450,000	5,000,000	3,450,000	5,000,000
Balance	\$ 34,767,000	\$ 124,774,000	\$ 82,734,000	\$ 124,774,000

On January 12, 2018, the Company redeemed 2,000,000 shares of Series B Preferred Stock at a price of \$25.00 per share for an aggregate of \$50.0 million, plus all accrued and unpaid dividends up to (but excluding) the redemption date.



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**Dividends**

The following table provides a summary of dividends declared and paid per share:

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Common stock	\$ 0.050	\$ 0.050	\$ 0.150	\$ 0.150
7.25% Series B Preferred Stock	\$ 0.453	\$ 0.453	\$ 1.359	\$ 1.359
6.50% Series C Preferred Stock	\$ 0.406	\$ -	\$ 1.219	\$ -

On October 19, 2018, the Company's Board of Directors declared a dividend of \$0.05 per share with respect to its common stock. At the same time, the Board declared dividends of \$0.453125 and \$0.406250 per share with respect to the Company's Series B Preferred Stock and Series C Preferred Stock, respectively. The distributions are payable on November 20, 2018 to shareholders of record on November 9, 2018.

**Note 8. Revenues**

Rental revenues for the three and nine months ended September 30, 2018 and 2017, respectively, comprise the following:

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Base rents	\$ 26,878,000	\$ 27,187,000	\$ 80,901,000	\$ 81,398,000
Percentage rent	181,000	259,000	396,000	705,000
Straight-line rents	332,000	291,000	824,000	787,000
Amortization of intangible lease liabilities, net	729,000	625,000	3,611,000	1,900,000
Total rents	<u>\$ 28,120,000</u>	<u>\$ 28,362,000</u>	<u>\$ 85,732,000</u>	<u>\$ 84,790,000</u>

In April 2018, the Company accepted a cash payment of \$4.3 million in consideration for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration. As a result of this termination, revenues for the nine months ended September 30, 2018 includes \$5.4 million, consisting of (1) \$3.8 million of other income (the \$4.3 million cash payment reduced by \$0.5 million straight-line rent receivable) and (2) \$1.5 million accelerated intangible lease liability amortization. The Company recognizes lease termination income when the following conditions are met: (1) the lease termination agreement has been executed, (2) the lease termination fee is determinable, (3) all the Company's landlord services pursuant to the terminated lease have been rendered, and (4) collectability of the lease termination fee is assured.

**Note 9. Share-Based Compensation**

Upon employment on June 15, 2011, the Company's President and Chief Executive Officer ("CEO") received restricted share grants totaling 2,500,000 shares, one-half of which was time-based, vesting upon the seventh anniversary of the date of grant (June 15, 2018), and the other half market performance-based, to be earned if the total annual return on an investment in the Company's common stock ("TSR") was at least an average of 6.5% per year for the seven years ended June 15, 2018. On June 15, 2018, the 1,250,000 time-based shares vested and the 1,250,000 market performance-based shares were forfeited as the market performance criteria was not achieved.

On June 15, 2018, in connection with a new amended and restated employment agreement, the Company's President and CEO received a 1.0 million time-based restricted share grant at a market price of \$4.38. However, as a result of an existing limitation within the Company's 2017 Stock Incentive Plan (the "2017 Plan"), only 750,000 shares were granted on June 15, 2018, with the remaining 250,000 shares to be granted on January 1, 2019. All 1.0 million time-based restricted shares will vest upon the fifth anniversary of the effective date of the employment agreement (June 15, 2023), subject to the Company's President and CEO continuous employment with the Company through such date, subject to certain exceptions. Consistent with such time-based restricted grant awards to other participants, dividends will be paid on these shares.

In addition, on June 15, 2018, the Company's President and CEO was also granted a market performance-based equity award of 1,500,000 restricted stock units ("RSUs") and 1,500,000 dividend equivalent rights of the Company. Each RSU represents a

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contingent right to receive one common share if certain market performance criteria are achieved. During the three years ending June 15, 2021 (the “Interim Performance Period”), a maximum of 750,000 shares can be earned. Any portion of the market performance-based equity award that is not earned as of the end of the Interim Performance Period will be carried forward for calculation for the five years ending June 15, 2023 (the “Full Performance Period”). The percentage of the market performance-based equity award to be earned will be determined based on the Company’s average annual TSR over the Interim Performance Period and/or over the Full Performance Period as follows: if average annual TSR (1) is below 4%, the percentage of grant earned would be 0%, (2) equals 4%, the percentage of grant earned would be 33.3%, (3) equals 6.5%, the percentage of grant earned would be 66.7%, and (4) equals 10% or above, the percentage of grant earned would be 100%. Linear interpolation shall be applied to determine the percentage of the market performance-based equity award that is earned where the average annual TSR over the performance period falls between the percentages set forth above. An independent appraisal determined the value of the market performance-based equity award for the interim and full performance periods to be \$3.30 and \$2.97 per share, respectively, compared to a market price at the date of grant of \$4.38 per share.

The dividend equivalent rights will accrue and will be deemed to be reinvested into the Company’s common stock and payment with respect to the dividend equivalent rights will be deferred until the end of the Interim Performance Period, or the Full Performance Period, as the case may be, to coincide with the vesting, if any, of the market performance-based equity award. Payment will only be made for the portion of the market performance-based equity award that is earned and vests.

The following tables set forth certain share-based compensation information for the three and nine months ended September 30, 2018 and 2017, respectively:

	<b>Three months ended September 30,</b>		<b>Nine months ended September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Expense relating to share grants	\$ 1,080,000	\$ 936,000	\$ 3,134,000	\$ 2,880,000
Amounts capitalized	(116,000)	(76,000)	(333,000)	(187,000)
Total charged to operations	<u>\$ 964,000</u>	<u>\$ 860,000</u>	<u>\$ 2,801,000</u>	<u>\$ 2,693,000</u>

The 2017 Plan establishes the procedures for the granting of, among other things, restricted stock awards. At September 30, 2018, 0.9 million shares remained available for grants pursuant to the 2017 Plan. Excluding the grants relating to the Company’s President and CEO (see above), during the nine months ended September 30, 2018, there were 610,000 restricted shares issued, with a weighted average grant date fair value of \$4.93 per share.

**Note 10. Earnings Per Share**

Basic earnings per share (“EPS”) is calculated by dividing net income (loss) attributable to the Company’s common shareholders by the weighted average number of common shares outstanding for the period including participating securities (restricted shares that have non-forfeitable rights to receive dividends issued pursuant to the Company’s share-based compensation program are considered participating securities). Unvested restricted shares that are participating securities are not allocated net losses and/or any excess of dividends declared over net income, as such amounts are allocated entirely to the common shareholders. For the three months ended September 30, 2018 and 2017, the Company had 2.2 million and 3.8 million, respectively, of weighted average unvested restricted shares outstanding that were participating securities. For the nine months ended September 30, 2018 and 2017, the Company had 3.3 million and 3.8 million, respectively, of weighted average unvested restricted shares outstanding that were participating securities. The following table provides a reconciliation of the numerator and denominator of the EPS calculations for the three and nine months ended September 30, 2018 and 2017:

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	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
<b>Numerator</b>				
Net income (loss)	\$ 6,305,000	\$ 6,417,000	\$ (378,000)	\$ 13,973,000
Preferred stock dividends	(2,688,000)	(3,535,000)	(8,175,000)	(10,739,000)
Preferred stock redemptions costs	-	(7,890,000)	(3,507,000)	(7,890,000)
Net (income) attributable to noncontrolling interests	(145,000)	(117,000)	(353,000)	(371,000)
Net earnings allocated to unvested shares	(108,000)	(190,000)	(520,000)	(564,000)
Net income (loss) attributable to vested common shares	<u>\$ 3,364,000</u>	<u>\$ (5,315,000)</u>	<u>\$ (12,933,000)</u>	<u>\$ (5,591,000)</u>
<b>Denominator</b>				
Weighted average number of vested common shares outstanding, basic	89,049,000	85,642,000	88,228,000	83,049,000
Assumed vesting of market performance-based restricted stock units	826,000	-	-	-
Weighted average number of vested common shares outstanding, diluted	<u>89,875,000</u>	<u>85,642,000</u>	<u>88,228,000</u>	<u>83,049,000</u>
Net income (loss) per common share attributable to common shareholders, basic	<u>\$ 0.04</u>	<u>\$ (0.06)</u>	<u>\$ (0.15)</u>	<u>\$ (0.07)</u>
Net income (loss) per common share attributable to common shareholders, diluted	<u>\$ 0.04</u>	<u>\$ (0.06)</u>	<u>\$ (0.15)</u>	<u>\$ (0.07)</u>

Fully-diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into shares of common stock. For the three months ended September 30, 2018, fully-diluted EPS reflects the restricted stock units that would have been issuable under the Company's President and CEO market performance-based equity award (see Note 9 – "Share-Based Compensation") had the measurement period ended on September 30, 2018, whereas for the nine months ended September 30, 2018, these shares were excluded as they were anti-dilutive. For 2017, the 5,750,000 common shares that were subject to a forward sale agreements have been excluded from the denominator prior to their issuance on August 1, 2017, as they were anti-dilutive using the treasury stock method. Net income/loss attributable to noncontrolling interests of the Operating Partnership has been excluded from the numerator and the related OP Units have been excluded from the denominator for the purpose of calculating diluted EPS as there would have been no dilutive effect had such amounts been included. The weighted average number of OP Units outstanding were 469,000 and 349,000 for the three months ended September 30, 2018 and 2017, respectively, and 388,000 and 350,000 for the nine months ended September 30, 2018 and 2017, respectively.

**Note 11. Subsequent Events**

In determining subsequent events, management reviewed all activity from October 1, 2018 through the date of filing this Quarterly Report on Form 10-Q.

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

The following discussion should be read in conjunction with the Company's consolidated financial statements and related notes thereto included elsewhere in this report.

### **Executive Summary**

The Company is a fully-integrated real estate investment trust that focuses primarily on ownership, operation and redevelopment of grocery-anchored shopping centers in high-density urban markets from Washington, D.C. to Boston. At September 30, 2018, the Company owned and managed a portfolio of 58 operating properties (excluding properties "held for sale") totaling 8.7 million square feet of gross leasable area ("GLA"). The portfolio was 91.6% leased and 91.3% occupied at September 30, 2018.

The Company derives substantially all of its revenues from rents and operating expense reimbursements received pursuant to leases. The Company's operating results therefore depend on the ability of its tenants to make the payments required by the terms of their leases. The Company focuses its investment activities on grocery-anchored shopping centers. The Company believes that, because of the need of consumers to purchase food and other staple goods and services generally available at such centers, its type of "necessities-based" properties should provide relatively stable revenue flows even during difficult economic times.

### ***Significant Transactions***

#### **Land Parcel Acquisition**

On August 8, 2018, the Company purchased a land parcel adjacent to its Riverview Plaza property, located in Philadelphia, Pennsylvania. The purchase price for the land parcel was \$1.0 million, which was comprised of \$25,000 in cash and approximately 208,000 OP Units (based on the market price of the Company's common stock).

#### **Shopping Center Acquisition**

On August 21, 2018, the Company entered into a deed of lease for Senator Square, a shopping center located in Washington, D.C. The deed of lease conveys fee title in the buildings to the Company and contains future options to acquire fee title in the land at its then fair-value. This lease is presented in the Company's financial statements as two separate components as follows: (1) a \$5.7 million capital lease obligation for the fee interest in the buildings, and (2) an operating lease for the land. The capital lease obligation was computed through the date of the Company's first purchase option, as discussed below, and reflects an interest rate of 5.3%.

The lease initially requires monthly payments of \$75,000 through maturity in August 2117 unless the Company exercises one of its options to acquire the land. The first such option will be available between the 25th and 33rd anniversaries of the lease, depending on certain property benchmarks, with additional purchase options every 10 years thereafter during the lease term. The lease also provides for 1.5% annual increases which begin on approximately the 8th anniversary of the lease, depending on the aforementioned property benchmarks. In addition, at the time the Company's first purchase option becomes available, the lease payments will be adjusted to the greater of then fair-value or the current payment amount. The lease payments are subject to similar adjustments at the 25th and 50th anniversaries of such first purchase option.

The Company has also issued a \$3.5 million interest only mortgage note receivable to the lessor of Senator Square, which bears interest at 4.5% per annum. The maturity date of this mortgage note can range from 26.5 years to 34.5 years from the date of issuance, based on the aforementioned property benchmarks.

#### **Dispositions**

On August 28, 2018, the Company sold Mechanicsburg Center, located in Mechanicsburg, Pennsylvania. The sales price for the property was \$16.1 million, which resulted in a gain on sale of \$4.9 million, which has been included in continuing operations in the accompanying consolidated statements of operations.

On September 28, 2018, the Company sold West Bridgewater Plaza, located in West Bridgewater, Massachusetts. The sales price for the property was \$3.5 million. An impairment charge of \$9.4 million has been recorded in connection with the property during 2018, which has been included in continuing operations in the accompanying consolidated statements of operations.

### **Real Estate Held for Sale**

As of September 30, 2018, Carll's Corner, located in Bridgeton, New Jersey, and Maxatawny Marketplace, located in Maxatawny, Pennsylvania have been classified as "real estate held for sale" on the accompanying consolidated balance sheet. The Company recorded impairment charges of \$11.3 million in connection with these properties during 2018.

### **Mortgage Loans Payable**

During 2018, the Company repaid the following mortgage loans payable:

<b>Property</b>	<b>Repayment date</b>	<b>Principal payoff amount</b>
East River Park	August 10, 2018	\$ 18,772,000
Colonial Commons	August 24, 2018	\$ 24,108,000
Shoppes at Arts District	August 24, 2018	\$ 8,114,000
The Point	September 6, 2018	\$ 27,003,000

In connection with these repayments, the Company incurred charges relating to early extinguishment of mortgage loans payable (defeasance fees, prepayment penalties and accelerated amortization of deferred financing costs) of \$4.8 million.

### **Term Loan**

On July 24, 2018, the Company closed a new \$75.0 million unsecured term loan maturing on July 24, 2025 (all of which was borrowed on September 28, 2018). Interest on borrowings under the term loan can range from LIBOR plus 170 to 225 bps (170 bps at September 30, 2018) based on the Company's leverage ratio. Additionally, the Company entered into forward interest rate swap agreements which convert the LIBOR rate to a fixed rate through its maturity.

### **Equity**

On January 12, 2018, the Company redeemed 2,000,000 shares of Series B Preferred Stock at a price of \$25.00 per share for an aggregate of \$50.0 million, plus all accrued and unpaid dividends up to (but excluding) the redemption date.

### **Revenues**

In April 2018, the Company accepted a cash payment of \$4.3 million in consideration for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration. At the time of the transaction, this anchor tenant was located at a property held for sale, and while paying its contractual rent prior to lease termination, it had closed and ceased retail operations at the property. As a result of this termination, revenues for the nine months ended September 30, 2018 includes \$5.4 million, consisting of (1) \$3.8 million of other income (the \$4.3 million cash payment reduced by \$0.5 million straight-line rent receivable) and (2) \$1.5 million accelerated intangible lease liability amortization.

### **Critical Accounting Policies**

The preparation of the consolidated financial statements in conformity with GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition and the allowance for doubtful accounts receivable, real estate investments and purchase accounting allocations related thereto, asset impairments, and derivatives used to hedge interest-rate risks. Management's estimates are based both on information that is currently available and on various other assumptions management believes to be reasonable under the circumstances. Actual results could differ from those estimates and those estimates could be different under varying assumptions or conditions.

The Company believes there have been no material changes to the items disclosed as its critical accounting policies under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

## Results of Operations

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

	2018	2017	Change	
			Dollars	Percent
Revenues	\$ 36,170,000	\$ 36,398,000	\$ (228,000)	-0.6%
Property operating expenses	(11,431,000)	(10,509,000)	(922,000)	8.8%
Property operating income	24,739,000	25,889,000	(1,150,000)	
General and administrative	(3,975,000)	(4,121,000)	146,000	-3.5%
Depreciation and amortization	(9,650,000)	(9,807,000)	157,000	-1.6%
Gain on sale	4,864,000	—	4,864,000	n/a
Impairment reversals	707,000	—	707,000	n/a
Interest expense	(5,551,000)	(5,544,000)	(7,000)	0.1%
Early extinguishment of debt costs	(4,829,000)	—	(4,829,000)	n/a
Net income	6,305,000	6,417,000	(112,000)	
Net (income) attributable to noncontrolling interests	(145,000)	(117,000)	(28,000)	
Net income attributable to Cedar Realty Trust, Inc.	<u>\$ 6,160,000</u>	<u>\$ 6,300,000</u>	<u>\$ (140,000)</u>	

**Revenues** were lower primarily as a result of (1) a decrease of \$0.5 million in rental revenues and expense recoveries attributable to properties that were sold or held for sale in 2018 and 2017, and (2) a decrease in other income of \$0.3 million, partially offset by (1) an increase of \$0.3 million in rental revenues and expense recoveries attributable to a property acquired in 2018, and (2) an increase of \$0.3 million in rental revenues and expense recoveries attributable to same-center properties.

**Property operating expenses** were higher primarily as a result of (1) an increase of \$0.3 million in property operating expenses attributable to same-center properties, (2) an increase of \$0.3 million in property operating expenses attributable to the Company's redevelopment properties, and (3) an increase of \$0.2 million in property operating expenses attributable to a property acquired in 2018.

**General and administrative costs** were lower primarily as a result of a decrease in legal and professional fees.

**Depreciation and amortization** expenses were lower primarily as a result of (1) a decrease of \$0.4 million attributable to properties that were sold or held for sale in 2018 and 2017, and (2) a decrease of \$0.1 million attributable to redevelopment properties, partially offset by an increase of \$0.3 million attributable to same-center properties.

**Impairment reversals** in 2018 relate to a property sold during the third quarter.

**Gain on sale** in 2018 relates to the sale of Mechanicsburg Center, located in Mechanicsburg, Pennsylvania.

**Interest expense** remained consistent as a result of \$0.2 million of additional capitalized interest, offset by an increase of \$0.2 million as a result of an increase in the overall weighted average interest rate.

**Early extinguishment of debt costs** in 2018 relates to defeasement fees and the accelerated write-off of unamortized associated with the prepayment of certain mortgage loans payable.

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

	2018	2017	Change	
			Dollars	Percent
Revenues	\$ 115,088,000	\$ 108,871,000	\$ 6,217,000	5.7%
Property operating expenses	(35,354,000)	(32,681,000)	(2,673,000)	8.2%
Property operating income	79,734,000	76,190,000	3,544,000	
General and administrative	(12,745,000)	(12,494,000)	(251,000)	2.0%
Acquisition pursuit costs	—	(156,000)	156,000	n/a
Depreciation and amortization	(30,245,000)	(30,178,000)	(67,000)	0.2%
Gain on sale	4,864,000	7,099,000	(2,235,000)	n/a
Impairment charges	(20,689,000)	(9,850,000)	(10,839,000)	n/a
Interest expense	(16,468,000)	(16,638,000)	170,000	-1.0%
Early extinguishment of debt costs	(4,829,000)	—	(4,829,000)	n/a
Net (loss) income	(378,000)	13,973,000	(14,351,000)	
Net (income) attributable to noncontrolling interests	(353,000)	(371,000)	18,000	
Net (loss) income attributable to Cedar Realty Trust, Inc.	\$ (731,000)	\$ 13,602,000	\$ (14,333,000)	

**Revenues** were higher primarily as a result of (1) \$5.4 million relating to a dark anchor tenant terminating its lease prior to the contractual expiration at a property held for sale, (2) an increase of \$1.1 million in rental revenues and expense recoveries attributable to redevelopment properties, (3) an increase of \$1.1 million in rental revenues and expense recoveries attributable to same-center properties, and (4) an increase of \$0.8 million in rental revenues and expense recoveries attributable to properties acquired in 2017, partially offset by (1) a decrease of \$1.6 million in rental revenues and expense recoveries attributable to properties that were sold or held for sale in 2018 and 2017, and (2) a decrease in other income of \$0.6 million.

**Property operating expenses** were higher primarily as a result of (1) an increase of \$1.1 million in property operating expenses attributable to redevelopment properties, (2) an increase of \$1.0 million in property operating expenses attributable to same-center properties, and (3) an increase of \$0.5 million in property operating expenses attributable to properties acquired in 2017.

**General and administrative** costs were higher primarily as a result of an increase in legal and professional fees.

**Acquisition pursuit costs** in 2017 relate to acquisitions the Company chose not to continue to pursue.

**Depreciation and amortization** expenses remained consistent as a result of (1) a \$0.8 million depreciation and amortization write-off arising from a lease termination payment for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration, (2) an increase of \$0.6 million attributable to same-center properties, and (3) an increase of \$0.2 million attributable to properties acquired in 2017, partially offset by (1) a decrease of \$0.8 million attributable to redevelopment properties, and (2) a decrease of \$0.8 million attributable to properties that were sold or held for sale in 2018 and 2017.

**Gain on sale** in 2018 relates to the sale of Mechanicsburg Center, located in Mechanicsburg, Pennsylvania. Gain on sale in 2017 relates to the sale of an outparcel building adjacent to Camp Hill, located in Camp Hill, Pennsylvania.

**Impairment charges** in 2018 relate to certain properties that were classified as “real estate held for sale” in 2018. Impairment charges in 2017 relate to Fredericksburg Way, located in Fredericksburg, Virginia.

**Interest expense** was lower primarily as a result of (1) \$0.6 million of additional capitalized interest, and (2) \$0.1 million as a result of a decrease in the overall weighted average outstanding principal balance of debt, partially offset by an increase of \$0.5 million as a result of an increase in the overall weighted average interest rate.

**Early extinguishment of debt costs** in 2018 relates to defeasement fees and the accelerated write-off of unamortized associated with the prepayment of certain mortgage loans payable.

**Same-Property Net Operating Income**

Same-property net operating income (“same-property NOI”) is a widely-used non-GAAP financial measure for REITs that the Company believes, when considered with financial statements prepared in accordance with GAAP, is useful to investors as it provides an indication of the recurring cash generated by the Company’s properties by excluding certain non-cash revenues and expenses, as

well as other infrequent items such as lease termination income which tends to fluctuate more than rents from year to year. Properties are included in same-property NOI if they are owned and operated for the entirety of both periods being compared, except for properties undergoing significant redevelopment and expansion until such properties have stabilized, and properties classified as held for sale. Consistent with the capital treatment of such costs under GAAP, tenant improvements, leasing commissions and other direct leasing costs are excluded from same-property NOI.

The most directly comparable GAAP financial measure is consolidated operating income. Same-property NOI should not be considered as an alternative to consolidated operating income prepared in accordance with GAAP or as a measure of liquidity. Further, same-property NOI is a measure for which there is no standard industry definition and, as such, it is not consistently defined or reported on among the Company's peers, and thus may not provide an adequate basis for comparison among REITs.

The following table reconciles same-property NOI to the Company's consolidated operating income:

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Operating income	\$ 16,685,000	\$ 11,961,000	\$ 20,919,000	\$ 30,611,000
Add (deduct):				
General and administrative	3,975,000	4,121,000	12,745,000	12,494,000
Acquisition pursuit costs	—	—	—	156,000
Gain on sales	(4,864,000)	—	(4,864,000)	(7,099,000)
Impairment (reversals) / charges	(707,000)	—	20,689,000	9,850,000
Depreciation and amortization	9,650,000	9,807,000	30,245,000	30,178,000
Straight-line rents	(332,000)	(291,000)	(824,000)	(787,000)
Amortization of intangible lease liabilities	(729,000)	(625,000)	(3,611,000)	(1,900,000)
Other adjustments	50,000	(67,000)	(73,000)	(157,000)
NOI related to properties not defined as same-property	(4,382,000)	(5,521,000)	(18,315,000)	(16,741,000)
Same-property NOI	\$ 19,346,000	\$ 19,385,000	\$ 56,911,000	\$ 56,605,000
Number of same properties	48	48	47	47
Same-property occupancy, end of period	91.9 %	92.4 %	92.0 %	92.6 %
Same-property leased, end of period	92.3 %	93.7 %	92.4 %	93.9 %
Same-property average base rent, end of period	\$ 13.22	\$ 13.08	\$ 13.16	\$ 13.02

Same-property NOI for the comparative three months decreased 0.2% and for the comparative nine months increased 0.5%. The results are driven primarily by (1) an increase in average base rents of \$0.14 per square foot for both comparative periods, offset by a decrease of 50 bps and 60 bps in occupancy for the comparative three and nine months periods, respectively.

#### Leasing Activity

The following is a summary of the Company's retail leasing activity during the nine months ended September 30, 2018:

	Leases signed	GLA	New rent per sq.ft. (\$)	Prior rent per sq.ft. (\$)	Cash basis % change	Tenant improvements per sq.ft. (\$) (a)
Renewals	87	837,900	13.06	13.37	-2.4 %	1.99
New Leases - Comparable	33	176,100	11.52	12.63	-8.8 %	26.64
New Leases - Non-Comparable (b)	5	25,100	17.68	n/a	n/a	15.74
Total (c)	125	1,039,100	12.91	n/a	n/a	6.50

(a) Includes both tenant allowance and landlord work. Excludes first generation space.

(b) Includes leases signed at first generation and expansion spaces.

(c) Legal fees and leasing commissions averaged a combined total of \$3.09 per square foot.



## Liquidity and Capital Resources

The Company funds operating expenses and other short-term liquidity requirements, including debt service, tenant improvements, leasing commissions, preferred and common dividend distributions and distributions to minority interest partners, if made, primarily from its operations. The Company may also use its revolving credit facility for these purposes. The Company expects to fund long-term liquidity requirements for property acquisitions, redevelopment costs, capital improvements, and maturing debt initially with its revolving credit facility, and ultimately through a combination of issuing and/or assuming additional debt, the sale of equity securities, the issuance of additional OP Units, and/or the sale of properties. Although the Company believes it has access to secured and unsecured financing, there can be no assurance that the Company will have the availability of financing on completed development projects, additional construction financing, or proceeds from the refinancing of existing debt.

The Company has a \$300 million unsecured credit facility which, as amended and restated on September 8, 2017, consisting of (1) a \$250 million revolving credit facility, and (2) a \$50 million term loan. Under an accordion feature, the facility can be increased to \$750 million, subject to customary conditions and lending commitments. As of September 30, 2018, the Company had \$135.1 million available for additional borrowings under the revolving credit facility.

On January 12, 2018, the Company redeemed 2,000,000 shares of Series B Preferred Stock at a price of \$25.00 per share for an aggregate of \$50.0 million, plus all accrued and unpaid dividends up to (but excluding) the redemption date.

On July 24, 2018, the Company closed a new \$75.0 million unsecured term loan maturing on July 24, 2025 (all of which was borrowed on September 28, 2018). Interest on borrowings under the term loan can range from LIBOR plus 170 to 225 bps (170 bps at September 30, 2018) based on the Company's leverage ratio. Additionally, the Company entered into forward interest rate swap agreements which convert the LIBOR rate to a fixed rate through its maturity.

The Company's unsecured credit facility and term loans contain financial covenants including, but not limited to, maximum debt leverage, maximum secured debt, minimum fixed charge coverage, and minimum net worth. In addition, the facilities contain restrictions including, but not limited to, limits on indebtedness, certain investments and distributions. Although the credit facilities are unsecured, borrowing availability is based on unencumbered property adjusted net operating income, as defined in the agreements. The Company's failure to comply with the covenants or the occurrence of an event of default under the facilities could result in the acceleration of the related debt and exercise of other lender remedies. As of September 30, 2018, the Company is in compliance with all financial covenants. Interest on borrowings under the unsecured credit facility and term loans are based on the Company's leverage ratio.

Debt is composed of the following at September 30, 2018:

Description	Maturity dates	September 30, 2018	
		Balance outstanding	Contractual interest rates weighted-average
Fixed-rate mortgage	Jun 2026	\$ 47,917,000	3.9%
Unsecured credit facilities:			
Variable-rate:			
Revolving credit facility	Sep 2021 (a)	102,000,000	3.5%
Term loan	Sep 2022	50,000,000	3.4%
Fixed-rate (b):			
Term loan	Feb 2021	75,000,000	3.6%
Term loan	Feb 2022	50,000,000	3.0%
Term loan	Sep 2022 (c)	50,000,000	2.8%
Term loan	Apr 2023	100,000,000	3.2%
Term loan	Sep 2024 (d)	75,000,000	3.3%
Term loan	Jul 2025	75,000,000	4.6%
		<u>624,917,000</u>	<u>3.5%</u>
Unamortized debt issuance costs		(3,418,000)	
		<u>\$ 621,499,000</u>	

- (a) The revolving credit facility is subject to a one-year extension at the Company's option.
- (b) The interest rates on these term loans consist of LIBOR plus a credit spread based on the Company's leverage ratio, for which the Company has interest rate swap agreements which convert the LIBOR rates to fixed rates. Accordingly, these term loans are presented as fixed-rate debt.
- (c) The current interest rate swap agreement expires in February 2019 at which time a new interest rate swap agreement will begin resulting in an effective interest rate of 3.2%, based on the Company's current leverage ratio.
- (d) The current interest rate swap agreement expires in February 2020 at which time a new interest rate swap agreement will begin resulting in an effective interest rate of 3.7%, based on the Company's current leverage ratio.

The following table details the Company's debt and capital lease obligation maturities at September 30, 2018 :

Year	Mortgage Loan Payable	Capital Lease Obligation	Revolving Credit Facility	Term Loans	Total
2018	\$ 243,000	\$ 8,000	\$ -	\$ -	\$ 251,000
2019	995,000	32,000	-	-	1,027,000
2020	1,034,000	33,000	-	-	1,067,000
2021	1,074,000	35,000	102,000,000 (a)	75,000,000	178,109,000
2022	1,116,000	37,000	-	150,000,000	151,153,000
Thereafter	43,455,000	5,559,000	-	250,000,000	299,014,000
	<u>\$ 47,917,000</u>	<u>\$ 5,704,000</u>	<u>\$ 102,000,000</u>	<u>\$ 475,000,000</u>	<u>\$ 630,621,000</u>

- (a) The revolving credit facility is subject to a one-year extension at the Company's option.

The remaining property-specific mortgage loan payable matures in 2026. Mortgage loans payable may require the Company to deposit certain replacement and other reserves with its lenders. Such "restricted cash" is generally available only for property-level requirements for which the reserves have been established, and is not available to fund other property-level or Company-level obligations.

In order to continue qualifying as a REIT, the Company is required to distribute at least 90% of its "REIT taxable income", as defined in the Internal Revenue Code of 1986, as amended (the "Code"). The Company paid common and preferred stock dividends during 2017, and has continued to declare and pay common and preferred stock dividends during 2018. While the Company intends to continue paying regular quarterly dividends, future dividend declarations will continue to be at the discretion of the Board of Directors, and will depend on the cash flow and financial condition of the Company, capital requirements, annual distribution requirements under the REIT provisions of the Code, and such other factors as the Board of Directors may deem relevant.

#### Net Cash Flows

	Nine months ended September 30,	
	2018	2017
Cash flows provided by (used in):		
Operating activities	\$ 39,977,000	\$ 41,385,000
Investing activities	\$ (6,480,000)	\$ (39,185,000)
Financing activities	\$ (36,318,000)	\$ (3,199,000)

#### Operating Activities

Net cash provided by operating activities, before net changes in operating assets and liabilities, was \$51.4 million for the nine months ended September 30, 2018 and \$49.1 million for the nine months ended September 30, 2017. The increase was primarily a result of the Company accepting a payment of \$4.3 million in consideration for permitting a dark anchor tenant to terminate its lease prior to the contractual expiration in 2018, partially offset by an increase in cash paid for interest of \$0.6 million.

#### Investing Activities

Net cash flows used in investing activities were primarily the result of the Company's property acquisitions, expenditures for property improvements and property disposition activities. During the nine months ended September 30, 2018 the Company incurred expenditures of \$21.9 million for property improvements and issued a \$3.5 million mortgage note receivable, which was partially offset by \$19.1 million in proceeds from the sale of properties. During the nine months ended September 30, 2017, the Company

acquired shopping centers for \$32.4 million, and incurred expenditures of \$17.1 million for property improvements, which was partially offset by \$10.4 million in proceeds from the sale of an outparcel building.

### ***Financing Activities***

During the nine months ended September 30, 2018, the Company had \$80.1 million of repayments of mortgage obligations, paid \$50.0 million to partially redeem shares of its Series B Preferred Stock, had \$22.3 million of preferred and common stock distributions, had \$5.2 million of payment for early extinguishment of debt costs, and \$0.7 million of payments for debt financing costs, which was partially offset by a \$75.0 million borrowing under a new term loan, and net borrowings of \$47.0 million under the revolving credit facility. During the nine months ended September 30, 2017, the Company paid \$112.5 million to partially redeem shares of its Series B Preferred Stock, had \$24.2 million of preferred and common stock distributions, \$2.5 million of payments for debt financing costs, and \$2.4 million of repayments of mortgage obligations, which was offset by net proceeds of \$72.3 million from the sale of shares of its Series C Preferred Stock, net proceeds of \$43.2 million from the sale of its common stock, and net borrowings of \$23.0 million under the revolving credit facility.

### **Funds From Operations**

Funds From Operations (“FFO”) is a widely recognized supplemental non-GAAP measure utilized to evaluate the financial performance of a REIT. The Company presents FFO in accordance with the definition adopted by the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT generally defines FFO as net income attributable to common shareholders (determined in accordance with GAAP), excluding gains (losses) from sales of real estate properties, impairment provisions on real estate properties, plus real estate related depreciation and amortization, and adjustments for partnerships and joint ventures to reflect FFO on the same basis. The Company considers FFO to be an appropriate measure of its financial performance because it captures features particular to real estate performance by recognizing that real estate generally appreciates over time or maintains residual value to a much greater extent than other depreciable assets.

The Company also considers Operating Funds From Operations (“Operating FFO”) to be an additional meaningful financial measure of financial performance because it excludes items the Company does not believe are indicative of its core operating performance, such as non-capitalized acquisition pursuit costs, amounts relating to early extinguishment of debt and preferred stock redemption costs, management transition costs and certain redevelopment costs. The Company believes Operating FFO further assists in comparing the Company’s performance across reporting periods on a consistent basis by excluding such items.

FFO and Operating FFO should be reviewed with net income attributable to common shareholders, the most directly comparable GAAP financial measure, when trying to understand the Company’s operating performance. FFO and Operating FFO do not represent cash generated from operating activities and should not be considered as an alternative to net income attributable to common shareholders or to cash flow from operating activities. The Company’s computations of FFO and Operating FFO may differ from the computations utilized by other REITs and, accordingly, may not be comparable to such REITs.

A reconciliation of net income (loss) attributable to common shareholders to FFO and Operating FFO for the three and nine months ended September 30, 2018 and 2017 is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Net income (loss) attributable to common shareholders	\$ 3,472,000	\$ (5,125,000)	\$ (12,413,000)	\$ (5,027,000)
Real estate depreciation and amortization	9,601,000	9,756,000	30,095,000	30,036,000
Limited partners' interest	19,000	(21,000)	(41,000)	(22,000)
Gain on sales	(4,864,000)	—	(4,864,000)	(7,099,000)
Impairment (reversals) / charges	(707,000)	—	20,689,000	9,850,000
Consolidated minority interests:				
Share of income	126,000	138,000	394,000	393,000
Share of FFO	(99,000)	(125,000)	(343,000)	(322,000)
FFO applicable to diluted common shares	7,548,000	4,623,000	33,517,000	27,809,000
Preferred stock redemption costs	—	7,890,000	3,507,000	7,890,000
Financing costs (a)	4,829,000	—	4,829,000	—
Acquisition pursuit costs	—	—	—	156,000
Redevelopment costs	—	—	—	37,000
Operating FFO applicable to diluted common shares	\$ 12,377,000	\$ 12,513,000	\$ 41,853,000	\$ 35,892,000
FFO per diluted common share	\$ 0.08	\$ 0.05	\$ 0.36	\$ 0.32
Operating FFO per diluted common share	\$ 0.13	\$ 0.14	\$ 0.45	\$ 0.41
Weighted average number of diluted common shares (b):				
Common shares	92,961,000	89,434,000	92,179,000	86,825,000
OP Units	469,000	349,000	388,000	350,000
	93,430,000	89,783,000	92,567,000	87,175,000

(a) Represents early extinguishment of debt costs.

(b) The weighted average number of diluted common shares used to compute FFO and Operating FFO applicable to diluted common shares includes OP Units and unvested restricted shares that are excluded from the computation of diluted EPS.

### Inflation

Inflation has been relatively low in recent years and has not had a significant detrimental impact on the Company's results of operations. There have been indications of inflation in the U.S. economy and elsewhere and some market forecasts indicate an expectation of increased inflation in the near to intermediate term. If inflation rates increase, substantially all of the Company's tenant leases contain provisions designed to partially mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require tenants to reimburse the Company for inflation-sensitive costs such as real estate taxes and many of the operating expenses it incurs. Significant inflation rate increases over a prolonged period of time may have a material adverse impact on the Company's business.

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

One of the principal market risks facing the Company is the risk of interest rate changes, primarily through its variable-rate revolving credit facility and term loans. The Company's objectives with respect to interest rate risk are to limit the impact of interest rate changes on operations and cash flows, and to lower its overall borrowing costs. To achieve these objectives, the Company may borrow at either fixed rates or at variable rates and enter into derivative financial instruments, such as interest rate swaps, to mitigate its interest rate risk. The Company does not enter into derivative or interest rate transactions for speculative purposes. The Company is not directly subject to foreign currency risk.

The Company has entered into forward interest rate swap agreements which convert the LIBOR rates to fixed rates for certain unsecured term loans. At September 30, 2018, the Company had \$15.8 million included in deferred charges and other assets, net, relating to the fair value of the interest rate swaps applicable to certain unsecured term loans.

At September 30, 2018, long-term debt consisted of a fixed-rate mortgage loan payable, a capital lease obligation, unsecured term loans, and the Company's unsecured variable-rate credit facility. Excluding unamortized premiums and debt issuance costs, the

average interest rate on the \$478.6 million of fixed-rate debt outstanding was 3.5%, with maturities at various dates through 2026. The average interest rate on the \$152.0 million of variable-rate debt outstanding, which consists of the unsecured revolving credit facility and a term loan, was 3.5%. With respect to the \$152.0 million of variable-rate debt, if contractual interest rates either increase or decrease by 100 bps, the Company's interest cost would increase or decrease respectively by approximately \$1.5 million per annum.

With respect to the Company's fixed rate mortgage notes and unsecured term loans, changes in interest rates generally do not affect the Company's interest expense as these notes are at fixed rates for extended terms. Because the Company presently intends to hold its existing fixed-rate debt either to maturity or until the sale of the associated property, these fixed-rate notes pose an interest rate risk to the Company's results of operations and its working capital position only upon the refinancing of that indebtedness. The Company's possible risk is from increases in long-term interest rates that may occur as this may increase the cost of refinancing maturing fixed-rate debt. In addition, the Company may incur prepayment penalties or defeasance costs when prepaying or defeasing debt.

#### **Item 4. Controls and Procedures**

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), designed to ensure that information required to be disclosed in its filings under the Exchange Act is reported within the time periods specified in the rules and regulations of the Securities and Exchange Commission ("SEC"). In this regard, the Company has formed a Disclosure Committee currently comprising several of the Company's executive officers as well as certain other employees with knowledge of information that may be considered in the SEC reporting process. The Committee has responsibility for the development and assessment of the financial and non-financial information to be included in the reports filed with the SEC, and assists the Company's Chief Executive Officer and Chief Financial Officer in connection with their certifications contained in the Company's SEC filings. The Committee meets regularly and reports to the Audit Committee on a quarterly or more frequent basis. The Company's Chief Executive Officer and Chief Financial Officer have evaluated its disclosure controls and procedures as of September 30, 2018, and have concluded that such disclosure controls and procedures are effective.

During the three months ended September 30, 2018, there have been no changes in the Company's internal controls over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, these internal controls over financial reporting. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

## **Part II Other Information**

### **Item 1. Legal Proceedings**

The Company is not presently involved in any litigation, nor, to its knowledge, is any litigation threatened against the Company or its subsidiaries, which is either not covered by the Company's liability insurance, or, in management's opinion, would result in a material adverse effect on the Company's financial position or results of operations.

### **Item 1A. Risk Factors**

There were no material changes to the Risk Factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

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

None.

### **Item 3. Defaults upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable

**Item 5. Other Information**

None.

**Item 6. Exhibits**

Exhibit 31.1	<a href="#"><u>Rule 13a-14(a) Certification of Chief Executive Officer</u></a>
Exhibit 31.2	<a href="#"><u>Rule 13a-14(a) Certification of Chief Financial Officer</u></a>
Exhibit 32.1	<a href="#"><u>Section 1350 Certification of Chief Executive Officer</u></a>
Exhibit 32.2	<a href="#"><u>Section 1350 Certification of Chief Financial Officer</u></a>
Exhibit 101.INS	XBRL Instance Document
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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

CEDAR REALTY TRUST, INC.

By: /s/ BRUCE J. SCHANZER  
Bruce J. Schanzer  
President and Chief Executive Officer  
(Principal executive officer)

By: /s/ PHILIP R. MAYS  
Philip R. Mays  
Executive Vice President, Chief Financial Officer and Treasurer  
(Principal financial officer)

November 1, 2018

CERTIFICATION

I, Bruce J. Schanzer, certify that:

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

Date: November 1, 2018

/s/ BRUCE J. SCHANZER

Bruce J. Schanzer  
President and Chief Executive Officer



CERTIFICATION

I, Philip R. Mays, certify that:

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

Date: November 1, 2018

/s/ PHILIP R. MAYS

Philip R. Mays

Executive Vice President, Chief Financial Officer and Treasurer

CERTIFICATION

PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Bruce J. Schanzer, Chief Executive Officer of Cedar Realty Trust, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify, to the best of my knowledge, as follows:

1. The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2018, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 1st day of November, 2018.

/s/ BRUCE J. SCHANZER

Bruce J. Schanzer  
President and Chief Executive Officer

CERTIFICATION

PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Philip R. Mays, Chief Financial Officer of Cedar Realty Trust, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify, to the best of my knowledge, as follows:

1. The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2018, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 1st day of November, 2018.

/s/ PHILIP R. MAYS

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Philip R. Mays  
Executive Vice President, Chief Financial Officer and Treasurer