

AMERICAN REALTY INVESTORS INC

Form 10-Q

November 14, 2018

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-15663

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**AMERICAN REALTY INVESTORS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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Nevada 75-2847135  
(State or Other Jurisdiction of (I.R.S. Employer

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Incorporation or Organization) Identification No.)

1603 Lyndon B. Johnson Freeway, Suite 800, Dallas, Texas 75234

(Address of principal executive offices)

(Zip Code)

(469) 522-4200

(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, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

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

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

Yes      No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

|                               |                                    |
|-------------------------------|------------------------------------|
| Common Stock, \$.01 par value | 15,997,076                         |
| (Class)                       | (Outstanding at November 13, 2018) |

**AMERICAN REALTY INVESTORS, INC.**

**FORM 10-Q**

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****AMERICAN REALTY INVESTORS, INC.  
CONSOLIDATED BALANCE SHEETS**

|   | <b>September<br/>30,<br/>2018<br/>(unaudited)<br/>(dollars in thousands,<br/>except share<br/>and par value amounts)</b> | <b>December<br/>31,<br/>2017<br/>(audited)</b> |
|---|--|--|
| <b>Assets</b>   |  |  |
| Real estate, at cost  | \$319,713  | \$1,117,429                                    |
| Real estate subject to sales contracts at cost  | 46,262   | 48,234   |
| Real estate held for sale at cost, net of depreciation (\$113,606 in 2018)                                  | 760,497  | —  |
| Less accumulated depreciation   | (76,482 )  | (177,546 )                                     |
| Total real estate   | 1,049,990  | 988,117  |
| Notes and interest receivable (including \$96,594 in 2018 and \$99,410 in 2017 from related parties)        | 138,290  | 127,865  |
| Less allowance for estimated losses (including \$14,269 in 2018 and 2017 from related parties)              | (14,270 )  | (15,770 )                                      |
| Total notes and interest receivable   | 124,020  | 112,095  |
| Cash and cash equivalents   | 23,768   | 42,920   |
| Restricted cash   | 72,670   | 45,618   |
| Investments in unconsolidated joint ventures and investees  | 7,504  | 6,396  |
| Receivable from related party   | 62,530   | 38,311   |
| Other assets  | 61,956   | 63,263   |
| Total assets  | \$1,402,438  | \$1,296,720                                    |
| <b>Liabilities and Shareholders' Equity</b>   |  |  |
| <b>Liabilities:</b>   |  |  |
| Notes and interest payable  | \$319,958  | \$898,750                                      |
| Notes related to real estate held for sale  | 651,401  | 376  |
| Notes related to real estate subject to sales contracts   | —  | 1,957  |
| Bond and interest payable   | 161,010  | 113,049  |
| Deferred revenue (including \$33,083 in 2018 and \$56,887 in 2017 to related parties)                       | 39,426   | 77,332   |
| Accounts payable and other liabilities (including \$10,683 in 2018 and \$11,893 in 2017 to related parties) | 37,304   | 39,373   |
| Total liabilities   | 1,209,099  | 1,130,837                                      |
| Shareholders' equity:   |  |  |
|   | 1,805  | 2,205  |

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Preferred stock, Series A: \$2.00 par value, authorized 15,000,000 shares, issued and outstanding 1,800,614 and 2,000,614 shares in 2018 and 2017 (liquidation preference \$10 per share), including 900,000 shares in 2018 and 2017 held by ARL.

Common stock, \$0.01 par value, 100,000,000 shares authorized; 16,412,861 shares issued and 15,997,076 outstanding as of 2018 and 15,930,145 shares issued and 15,514,360 outstanding as of 2017, including 140,000 shares held by TCI (consolidated) in 2018 and 2017.

Treasury stock at cost; 415,785 shares in 2018 and 2017, and 140,000 shares held by TCI (consolidated) as of 2018 and 2017

Paid-in capital

Retained earnings

Total American Realty Investors, Inc. shareholders' equity

Non-controlling interest

Total shareholders' equity

Total liabilities and shareholders' equity

|             |             |
|-------------|-------------|
| 164         | 159         |
| (6,395 )    | (6,395 )    |
| 109,463     | 110,138     |
| 31,512      | 5,967       |
| 136,549     | 112,074     |
| 56,790      | 53,809      |
| 193,339     | 165,883     |
| \$1,402,438 | \$1,296,720 |

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

**AMERICAN REALTY INVESTORS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

|   | <b>Three Months Ended<br/>September 30,<br/>2018</b>    |          | <b>Nine Months Ended<br/>September 30,<br/>2018</b> |          |
|---|---|----------|---|----------|
|   | <b>2017</b>   |          | <b>2017</b>   |          |
|   | <b>(dollars in thousands, except per share amounts)</b> |          |   |          |
| Revenues:   |   |          |   |          |
| Rental and other property revenues (including \$207 and \$199 for the three months and \$623 and \$289 for the nine months ended 2018 and 2017, respectively, from related parties) | \$33,409  | \$31,807 | \$96,099  | \$95,216 |
| Expenses:   |   |          |   |          |
| Property operating expenses (including \$231 and \$245 for the three months and \$689 and \$721 for the nine months ended 2018 and 2017, respectively, from related parties)        | 15,945  | 15,403   | 45,919  | 47,098   |
| Depreciation and amortization   | 6,873   | 6,373    | 19,768  | 19,113   |
| General and administrative (including \$1,197 and \$1,074 for the three months and \$3,634 and \$2,534 for the nine months ended 2018 and 2017, respectively, from related parties) | 2,062   | 1,766    | 7,357   | 5,797    |
| Net income fee to related party   | 383   | 53       | 489   | 189      |
| Advisory fee to related party   | 2,936   | 2,802    | 8,821   | 8,310    |
| Total operating expenses  | 28,199  | 26,397   | 82,354  | 80,507   |
| Net operating income  | 5,210   | 5,410    | 13,745  | 14,709   |
| Other income (expenses):  |   |          |   |          |
| Interest income (including \$3,275 and \$3,638 for the three months and \$8,554 and \$13,511 for the nine months ended 2018 and 2017, respectively, from related parties)           | 5,710   | 4,232    | 15,701  | 14,083   |
| Other income  | 18,750  | 190      | 28,188  | 1,517    |
| Mortgage and loan interest (including \$2,072 and \$1,718 for the three months and \$5,780 and \$4,914 for the nine months ended 2018 and 2017, respectively, from related parties) | (17,422)  | (15,717) | (49,053)  | (49,859) |
| Foreign currency transaction gain (loss)  | (1,288)   | 1,906    | 6,357   | (1,841)  |
| Earnings from unconsolidated subsidiaries and investees   | 205   | 41       | 802   | 249      |
| Total other income (expenses)   | 5,955   | (9,348)  | 1,995   | (35,851) |
| Income (loss) before gain on land sales, non-controlling interest, and taxes  | 11,165  | (3,938)  | 15,740  | (21,142) |

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|   |            |            |            |            |
|---|------------|------------|------------|------------|
| Gain on sale of income-producing properties                                 | —          | 12,760     | —          | 12,760     |
| Gain (loss) on land sales   | 12,243     | 1,062      | 13,578     | 1,032      |
| Net income (loss) from continuing operations before taxes                   | 23,408     | 9,884      | 29,318     | (7,350 )   |
| Income tax expense  | (792 )     | —          | (792 )     | —          |
| Net income (loss) from continuing operations                                | 22,616     | 9,884      | 28,526     | (7,350 )   |
| Net income (loss)   | 22,616     | 9,884      | 28,526     | (7,350 )   |
| Net (income) loss attributable to non-controlling interest                  | (2,265 )   | (522 )     | (2,981 )   | 106        |
| Net income (loss) attributable to American Realty Investors, Inc.           | 20,351     | 9,362      | 25,545     | (7,244 )   |
| Preferred dividend requirement  | (225 )     | (275 )     | (675 )     | (825 )     |
| Net income (loss) applicable to common shares                               | \$20,126   | \$9,087    | \$24,870   | \$(8,069 ) |
| Earnings per share - basic  |            |            |            |            |
| Net loss from continuing operations   | \$ 1.26    | \$0.59     | \$ 1.56    | \$(0.52 )  |
| Earnings per share - diluted  |            |            |            |            |
| Net income (loss) from continuing operations                                | \$ 1.26    | \$0.59     | \$ 1.56    | \$(0.52 )  |
| Weighted average common shares used in computing earnings per share         | 15,997,076 | 15,514,360 | 15,977,626 | 15,514,360 |
| Weighted average common shares used in computing diluted earnings per share | 15,997,076 | 15,514,360 | 15,977,626 | 15,514,360 |
| Amounts attributable to American Realty Investors, Inc.                     |            |            |            |            |
| Net income (loss) from continuing operations                                | \$20,351   | \$9,362    | \$25,545   | \$(7,244 ) |
| Net income (loss) applicable to American Realty Investors, Inc.             | \$20,351   | \$9,362    | \$25,545   | \$(7,244 ) |

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



**AMERICAN REALTY INVESTORS, INC.****CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY****For the Nine Months Ended September 30, 2018****(unaudited, dollars in thousands, except share amounts)**

|   | Total<br>Equity | Comprehensive<br>Income<br>(Loss) | Preferred<br>Stock | Common Stock<br>Shares | Amount | Treasury<br>Stock | Paid-in<br>Capital | Retained<br>Earnings |    |
|---|-----------------|-----------------------------------|--------------------|------------------------|--------|-------------------|--------------------|----------------------|----|
| Balance,<br>December<br>31, 2017  | \$ 165,883      | \$ (67,613 )                      | \$ 2,205           | 15,930,145             | \$ 159 | \$ (6,395 )       | \$ 110,138         | \$ 5,967             | \$ |
| Net<br>income   | 28,526          | 25,545                            | —                  | —                      | —      | —                 | —                  | 25,545               |    |
| Conversion<br>of Series A<br>preferred<br>stock into<br>common<br>stock | (395 )          | —                                 | (400 )             | 482,716                | 5      | —                 |                    | —                    |    |
| Series A<br>preferred<br>stock<br>dividend<br>(\$1.00 per<br>share)     | (675 )          | —                                 | —                  | —                      | —      | —                 | (675 )             | —                    |    |
| Balance,<br>September<br>30, 2018                                       | \$ 193,339      | \$ (42,068 )                      | \$ 1,805           | 16,412,861             | \$ 164 | \$ (6,395 )       | \$ 109,463         | \$ 31,512            | \$ |

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

**AMERICAN REALTY INVESTORS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(unaudited)**

|   | Nine Months<br>Ended<br>September 30,<br>2018      2017<br>(dollars in<br>thousands) |           |
|---|--|-----------|
| Net income (loss)   | \$28,526   | \$(7,350) |
| Total comprehensive income (loss)   | 28,526   | (7,350)   |
| Comprehensive (income) loss attributable to non-controlling interest        | (2,981 )   | 106       |
| Comprehensive income (loss) attributable to American Realty Investors, Inc. | \$25,545   | \$(7,244) |

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

**AMERICAN REALTY INVESTORS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(unaudited)**

|  | <b>Nine Months Ended<br/>September 30,<br/>2018      2017<br/>(dollars in<br/>thousands)</b> |            |
|--|--|------------|
| Cash Flow From Operating Activities:   |  |            |
| Net income (loss)  | \$28,526   | \$(7,350 ) |
| Adjustments to reconcile net income (loss) applicable to common shares to net cash provided by (used in) operating activities: |  |            |
| (Gain) loss on sale of land  | (13,578)   | (1,032 )   |
| Gain on sale of income-producing properties  | —  | (12,760 )  |
| Depreciation and amortization  | 19,768   | 19,113     |
| Amortization of deferred borrowing costs   | 1,296  | 2,885      |
| Amortization of bond issuance costs  | 2,346  | 462        |
| Earnings from unconsolidated subsidiaries and investees  | (802 )   | 249        |
| (Increase) decrease in assets:   |  |            |
| Accrued interest receivable  | 1,177  | 1,934      |
| Other assets   | 521  | 12,617     |
| Prepaid expense  | 1,407  | (5,662 )   |
| Rent receivables   | (621 )   | 543        |
| Related party receivables  | (28,341)   | (5,665 )   |
| Increase (decrease) in liabilities:  |  |            |
| Accrued interest payable   | (3,324 )   | 1,508      |
| Other liabilities  | (19,590)   | (12,199 )  |
| Net cash (used in) operating activities  | (11,215)   | (19,041 )  |
| Cash Flow From Investing Activities:   |  |            |
| Proceeds from notes receivables  | 6,541  | 32,738     |
| Origination of notes receivables   | (14,557)   | (10,665 )  |
| Acquisition of land held for development   | —  | (11,440 )  |
| Proceeds from sale of income producing properties  | 2,706  | —          |
| Proceeds from sale of land   | 3,649  | 2,446      |
| Investment in unconsolidated real estate entities  | —  | 249        |
| Improvement of land held for development   | —  | (908 )     |
| Improvement of income producing properties   | (3,688 )   | (4,499 )   |
| Construction and development of new properties   | (66,567)   | (41,489 )  |
| Net cash (used in) investing activities  | (71,916)   | (33,568 )  |
| Cash Flow From Financing Activities:   |  |            |
| Proceeds from bonds  | 59,213   | 106,583    |

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|  |          |           |
|--|----------|-----------|
| Bond issuance costs  | (5,257 ) | 6,182     |
| Proceeds from notes payable  | 68,943   | 55,069    |
| Recurring payment of principal on notes payable                    | (14,443) | (7,279 )  |
| Payments on maturing notes payable                                 | (16,750) | (60,960 ) |
| Deferred financing costs   | —        | (833 )    |
| Preferred stock dividends - Series A                               | (675 )   | (825 )    |
| Net cash provided by financing activities                          | 91,031   | 97,937    |
| Net increase in cash and cash equivalents                          | 7,900    | 83,410    |
| Cash and cash equivalents, beginning of period                     | 88,538   | 17,522    |
| Cash and cash equivalents, end of period                           | \$96,438 | \$100,932 |
| Supplemental disclosures of cash flow information:                 |          |           |
| Cash paid for interest   | \$45,655 | \$39,732  |
| Schedule of noncash investing and financing activities:            |          |           |
| Notes receivable received from sale of income-producing properties | \$1,735  | \$—       |
| Seller financing note - acquisition of income-producing properties | \$1,895  | \$—       |
| Notes payable issued on acquisition of income-producing properties | \$31,175 | \$—       |

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION

#### Organization

As used herein, the terms “ARL”, “the Company”, “we”, “our” or “us” refer to American Realty Investors, Inc., a Nevada corporation, which was formed in 1999. The Company is headquartered in Dallas, Texas and its common stock trades on the New York Stock Exchange (“NYSE”) under the symbol (“ARL”). Over 80% of ARL’s stock is owned by related party entities.

ARL and a subsidiary own approximately 78% of the outstanding shares of common stock of Transcontinental Realty Investors, Inc. (“TCI”), a Nevada corporation, whose common stock is traded on the NYSE under the symbol (“TCI”). TCI, a subsidiary of ARL, owns approximately 81.25% of the common stock of Income Opportunity Realty Investors, Inc. (“IOR”). Effective July 17, 2009, IOR’s financial results were consolidated with those of ARL and TCI and their subsidiaries. IOR’s common stock is traded on the NYSE American under the symbol (“IOR”).

ARL’s Board of Directors is responsible for directing the overall affairs of ARL and for setting the strategic policies that guide the Company. As of April 30, 2011, the Board of Directors delegated the day-to-day management of the Company to Pillar Income Asset Management, Inc. (“Pillar”), a Nevada corporation, under a written Advisory Agreement that is reviewed annually by ARL’s Board of Directors. The directors of ARL are also directors of TCI and IOR. The Chairman of the Board of Directors of ARL also serves as the Chairman of the Board of Directors of TCI and IOR. The officers of ARL also serve as officers of TCI, IOR and Pillar.

ARL invests in real estate through direct ownership, leases and partnerships and also invests in mortgage loans on real estate. Pillar Income Asset Management, Inc. (“Pillar”) is the Company’s external Advisor and Cash Manager. Although the Board of Directors is directly responsible for managing the affairs of ARL, and for setting the policies which guide it, the day-to-day operations of ARL are performed by Pillar, as the contractual Advisor, under the supervision of the Board. Pillar’s duties include, but are not limited to: locating, evaluating and recommending real estate and real estate-related investment opportunities and arranging debt and equity financing for the Company with third party lenders and investors. Additionally, Pillar serves as a consultant to the Board with regard to their decisions in connection with ARL’s business plan and investment policy. Pillar also serves as an Advisor and Cash Manager to TCI and IOR.

Regis Realty Prime, LLC (“Regis”) manages our commercial properties and provides brokerage services. ARL engages third-party companies to lease and manage its apartment properties.

## Properties

We own or had interests in a total property portfolio of fifty five income-producing properties as of September 30, 2018. The properties consisted of:

Seven commercial properties consisting of five office buildings and two retail centers comprising in aggregate approximately 1.7 million rentable square feet;

Forty-eight apartment communities totaling 8,494 units, excluding apartments being developed; and

3,218 acres of developed and undeveloped land.

We join with various third-party development companies to construct residential apartment communities. We are in the predevelopment process on several residential apartment communities that have not yet begun construction. At September 30, 2018, we had ten apartment projects in development. The third-party developer typically holds a general partner interest in a limited partnership formed for the purpose of building a single property, we generally are a majority of the limited partner interests in the limited partnership. We may contribute land to the partnership as part of our equity contribution or we may contribute the necessary funds to the partnership to acquire the land. We are required to fund all necessary equity contributions while the third-party developer is responsible for obtaining construction financing, hiring a general contractor and for the overall management, successful completion and delivery of the project. We generally bear all the economic risks and rewards of ownership in these partnerships and therefore include these partnerships in our Consolidated Financial Statements. The third-party developer is paid a developer fee typically equal to a percentage of the construction costs. When the project reaches stabilized occupancy, we acquire the third-party developer’s partnership interests in exchange for any remaining unpaid developer fees.

## **Basis of Presentation**

The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted in accordance with such rules and regulations, although management believes the disclosures are adequate to prevent the information presented from being misleading. In the opinion of management, all adjustments (consisting of normal recurring matters) considered necessary for a fair presentation have been included. The results of operations for the three and nine months ended September 30, 2018, are not necessarily indicative of the results that may be expected for other interim periods or for the full fiscal year.

The year-end Consolidated Balance Sheet at December 31, 2017 was derived from the audited Consolidated Financial Statements at that date, but does not include all of the information and disclosures required by U.S. GAAP for complete financial statements. For further information, refer to the Consolidated Financial Statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. Certain 2017 Consolidated Financial Statement amounts have been reclassified to conform to the 2018 presentation.

## **Principles of Consolidation**

The accompanying Consolidated Financial Statements include the accounts of the Company, its subsidiaries, generally all of which are wholly-owned, and all entities in which we have a controlling interest. Arrangements that are not controlled through voting or similar rights are accounted for as a Variable Interest Entity (“VIE”), in accordance with the provisions and guidance of ASC Topic 810, “Consolidation”, whereby we have determined that we are a primary beneficiary of the VIE and meet certain criteria of a sole general partner or managing member as identified in accordance with Emerging Issues Task Force (“EITF”) Issue 04-5, Investor’s Accounting for an Investment in a Limited Partnership when the Investor is the Sole General Partner and the Limited Partners have Certain Rights (“EITF 04-5”). VIEs are generally entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders as a group lack adequate decision making ability, the obligation to absorb expected losses or residual returns of the entity, or have voting rights that are not proportional to their economic interests. The primary beneficiary is generally the entity that provides financial support and bears a majority of the financial risks, authorizes certain capital transactions, or makes operating decisions that materially affect the entity’s financial results. All significant intercompany balances and transactions have been eliminated in consolidation.

In determining whether we are the primary beneficiary of a VIE, we consider qualitative and quantitative factors, including, but not limited to: the amount and characteristics of our investment; the obligation or likelihood for us or other investors to provide financial support; our and the other investors’ ability to control or significantly influence key

decisions for the VIE; and the similarity with and significance to the business activities of us and the other investors. Significant judgments related to these determinations include estimates about the current future fair values and performance of real estate held by these VIEs and general market conditions.

For entities in which we have less than a controlling financial interest or entities where we are not deemed to be the primary beneficiary, the entities are accounted for using the equity method of accounting. Accordingly, our share of the net earnings or losses of these entities is included in consolidated net income. Our investment in Gruppa Florentina, LLC is accounted for under the equity method.

### **Real Estate, Depreciation and Impairment**

Real estate assets are stated at the lower of depreciated cost or fair value, if deemed impaired. Major replacements and betterments are capitalized and depreciated over their estimated useful lives. Depreciation is computed on a straight-line basis over the useful lives of the properties (buildings and improvements: 10-40 years; furniture, fixtures and equipment: 5-10 years). The Company continually evaluates the recoverability of the carrying value of its real estate assets using the methodology prescribed in ASC Topic 360 ("ASC 360"), "Property, Plant and Equipment". Factors considered by management in evaluating impairment of its existing real estate assets held for investment include significant declines in property operating profits, annually recurring property operating losses and other significant adverse changes in general market conditions that are considered permanent in nature. Under ASC 360, a real estate asset held for investment is not considered impaired if the undiscounted, estimated future cash flows of an asset (both the annual estimated cash flow from future operations and the estimated cash flow from the theoretical sale of the asset) over its estimated holding period are in excess of the asset's net book value at the balance sheet date. If any real estate asset held for investment is considered impaired, a loss is provided to reduce the carrying value of the asset to its estimated fair value.

### **Real Estate Held For Sale**

We periodically classify real estate assets as "held for sale." An asset is classified as held for sale after the approval of our Board of Directors, after an active program to sell the asset has commenced and if the sale is probable. One of the deciding factors in determining whether a sale is probable is whether the firm purchase commitment is obtained and whether the sale is probable within the year. Upon the classification of a real estate asset as held for sale, the carrying value of the asset is reduced to the lower of its net book value or its estimated fair value, less costs to sell the asset. Subsequent to the classification of assets as held for sale, no further depreciation expense is recorded. Real estate assets held for sale are stated separately on the accompanying Consolidated Balance Sheets. Upon a decision that the sale is no longer probable, the asset is classified as an operating asset and depreciation expense is reinstated.



Prior to January 1, 2015, the operating results of real estate assets held for sale and sold were reported as discontinued operations in the accompanying Consolidated Statements of Operations. Income from discontinued operations includes the revenues and expenses, including depreciation and interest expense, associated with the assets. Effective January 1, 2015, Accounting Standards Update 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" ("ASU 2014-08") substantially changed the criteria for determining whether a disposition qualifies for discontinued operations presentation. Since the Company adopted ASU 2014-08, effective January 1, 2015, we have had no dispositions that met the discontinued operations criteria.

### **Cost Capitalization**

Costs related to planning, developing, leasing and constructing a property are capitalized and classified as Real Estate in the Consolidated Balance Sheets. We capitalize interest to qualifying assets under development based on average accumulated expenditures outstanding during the period. In capitalizing interest to qualifying assets, we first use the interest incurred on specific project debt, if any, and next use the weighted average interest rate of non-project specific debt. We capitalize interest, real estate taxes and certain operating expenses until building construction is substantially complete and the building is ready for its intended use, but no later than one year from the cessation of major construction activity.

We capitalize leasing costs which include commissions paid to outside brokers, legal costs incurred to negotiate and document a lease agreement and any internal costs that may be applicable. We allocate these costs to individual tenant leases and amortize them over the related lease term.

### **Fair Value Measurement**

We apply the guidance in ASC Topic 820, "Fair Value Measurements and Disclosures", to the valuation of real estate assets. These provisions define fair value as the price that would be received to sell an asset or paid to transfer a liability in a transaction between market participants at the measurement date, establish a hierarchy that prioritizes the information used in developing fair value estimates and require disclosure of fair value measurements by level within the fair value hierarchy. The hierarchy gives the highest priority to quoted prices in active markets (Level 1 measurements) and the lowest priority to unobservable data (Level 3 measurements), such as the reporting entity's own data.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and includes three levels defined as follows:

Level 1 -Unadjusted quoted prices for identical and unrestricted assets or liabilities in active markets.

Level 2 -Quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 -Unobservable inputs that are significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

### **Deferred Costs**

Costs relating to the financing of properties are deferred and amortized over the life of the related financing agreement. Amortization is reflected as interest expense in the Consolidated Statements of Operations, with remaining terms ranging from 6 months to 40 years. Unamortized financing costs are written off when the financing agreement is extinguished before the maturity date.

### **Related Parties**

We apply ASC Topic 805, "Business Combinations", to evaluate business relationships. Related parties are persons or entities who have one or more of the following characteristics, which include entities for which investments in their equity securities would be required, trust for the benefit of persons including principal owners of the entities and members of their immediate families, management personnel of the entity and members of their immediate families and other parties with which the entity may deal if one party controls or can significantly influence the decision making of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests, or affiliates of the entity.

### **Newly Issued Accounting Standards**

In May 2014, Accounting Standards Update (“ASU”) No. 2014-09 (“ASU 2014-09”), “Revenue from Contracts with Customers,” was issued. This new guidance established a new single comprehensive revenue recognition model and provides for enhanced disclosures. Under the new policy, the nature, timing and amount of revenue recognized for certain transactions could differ from those recognized under existing accounting guidance. This new standard does not affect revenue recognized under lease contracts. ASU 2014-09 is effective for reporting periods beginning after December 15, 2017. The Company does not believe the adoption of this guidance had a material impact on its financial statements.

In February 2016, FASB issued ASU 2016-02 (“ASU 2016-02”), Leases. This guidance establishes a new model for accounting for leases and provides for enhanced disclosures. ASU 2016-02 is effective for reporting periods beginning after December 15, 2018. The Company is currently evaluating the impact of the adoption of ASU 2016-02 on its financial position and results of operations, if any.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which addresses how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those years; however, early adoption is permitted. Entities must apply the guidance retrospectively to all periods presented but may apply it prospectively if retrospective application would be impracticable. The Company adopted this standard effective on January 1, 2018. ASU 2016-15 will impact our presentation of operating, investing and financing activities related to certain cash receipts and payments on our consolidated statements of cash flows.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which clarifies guidance on the classification and presentation of changes in restricted cash. The ASU is effective for reporting periods beginning after December 15, 2017, with early adoption permitted, and will be applied retrospectively to all periods presented. Upon adoption, restricted cash balances will be included along with cash and cash equivalents as of the end of the period and beginning period, respectively, in the Company’s consolidated statement of cash flows for all periods presented. Upon adoption, separate line items showing changes in restricted cash balances will be eliminated from the Company’s consolidated statement of cash flows. The Company adopted this guidance effective on January 1, 2018. ASU 2016-18 will impact our presentation of operating, investing and financing activities related to restricted cash on our consolidated statements of cash flows.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, which clarifies the definition of a business when evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The ASU is effective for reporting periods beginning after

December 15, 2017, with early adoption permitted. The Company expects that acquisitions of real estate or in-substance real estate will not meet the revised definition of a business and thus will be treated as asset acquisitions. Acquisition costs for those acquisitions that are not businesses will be capitalized rather than expensed. The Company adopted this guidance effective January 1, 2018. The Company does not believe the adoption of this guidance will have a material impact on its consolidated financial statements.

In February 2017, the FASB issued ASU 2017-05, Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (Topic 610-20), which requires that all entities account for the derecognition of a business in accordance with ASC 810, including instances in which the business is considered in-substance real estate. The ASU requires the Company to measure at fair value any retained interest in a partial sale of real estate. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2017. The Company adopted ASU 2017-05 effective January 1, 2018. The Company does not believe the adoption of this guidance will have a material impact on its consolidated financial statements.

**NOTE 2. REAL ESTATE ACTIVITY**

Below is a summary of the real estate owned as of September 30, 2018 (dollars in thousands):

|  |             |
|--|-------------|
| Apartments                             | \$87,834    |
| Apartments under construction          | 19,502      |
| Commercial properties                  | 203,329     |
| Real estate held for sale              | \$841,207   |
| Land held for development              | 84,926      |
| Land subject to sales contract         | 3,280       |
| Total real estate                      | \$1,240,078 |
| Less accumulated depreciation          | (190,088 )  |
| Total real estate, net of depreciation | \$1,049,990 |

The highlights of our significant real estate transactions for the nine months ended September 30, 2018 are listed below:

**Purchases**

During the nine months ended September 30, 2018, the Company purchased through one of its subsidiaries, three residential apartment communities. A multi-family 80 unit community located in Baton Rouge, LA for a total purchase price of \$12 million, paid through a seller's financing note of \$1.9 million, issuance of note payable of \$8.6 million, and exercising an option to purchase of \$1.5 million paid in the previous year. A multi-family 99 unit residential apartment community located in Mansfield, TX for a total purchase price of \$14.8 million, paid through a seller's financing note of \$2.3 million, and an issuance of a note payable of \$11.0 million. A multi-family 200 unit residential apartment community located in Golf Shores, AL for a total purchase price of \$18.1 million, paid through an issuance of a note payable of \$11.5 million.

**Sales**

During the nine months ended September 30, 2018, ARL sold 112.2 acres of land to an independent third party for a total sales price of \$7.2 million. We recorded an aggregate gain of \$1.3 million from the land sale. Also, for the second quarter, the Company sold a golf course comprising approximately 96.09 acres for an aggregate sales price of \$2.3 million, out of which, \$0.6 million was received in cash and \$1.7 million in note receivables. In addition, during the first quarter we sold six income-producing properties to a related party for an aggregate purchase price of \$8.5 million, out of which, \$2.1 million was received in cash and \$6.4 million in note receivables. No gain or loss was

recorded from the sale of income-producing properties.

**Mercer Crossing**

In addition to the real estate sales noted above the Company recorded sales from a development project known as Mercer Crossing.

At November 2015, our real estate land holdings at Mercer Crossing consisted of land developable into residential homes and commercial projects, located in Farmers Branch, Texas. In November 2015, the Company entered into a sales contract with an unrelated party. The contract was for all of the developable land owned by the Company. In addition, TCI and ARL also sold land in this transaction. Total consideration for the sale was \$75 million. The agreement among the parties to this transaction provides for TCI to hold the subordinated note from the buyer in the amount of \$50 million. At the closing, due to the inadequate down payment from the buyer and the level of seller financing involved, the transaction was accounted for under the deposit method. Under the deposit method, no revenue is recognized and the asset sold remains on the books until the criteria for full revenue recognition are met.

During the third quarter of 2018, due to significant cumulative sales of real estate to unrelated third parties and cash received by TCI, the criteria for recording full accrual accounting had been met. Through the period ended August 21, 2018 approximately \$28.1 million of the assets previously held by the Company were sold, resulting in a gain of \$7.5 million.

On August 22, 2018 the Company reacquired all the unsold portions of the real estate from the November 2015 transaction for the amount that remained from the original sales price.

During the period August 23, 2018 through September 30, 2018 additional Mercer Crossing real estate was sold resulting in a net gain on sale of real estate of \$4.8 million.

As of September 30, 2018, the Company has approximately 86 acres of land, at various locations that were sold to related parties in multiple transactions. These transactions are treated as “subject to sales contract” on the Consolidated Balance Sheets. Due to the related party nature of the transactions, TCI has deferred the recording of the sales in accordance with ASC 360-20.

We continue to invest in the development of apartment projects. During the nine months ended September 30, 2018, we have invested \$81.4 million related to the construction or predevelopment of various apartment complexes and capitalized \$6.6 million of interest costs.

**NOTE 3. ASSETS HELD FOR SALE**

In March 2018, TCI and global diversified financial group Macquarie Group Limited (“Macquarie”) entered into an agreement to form a special purpose entity Victory Abode Apartment, LLC (“Joint Venture”) that will principally own and operate a portfolio of existing TCI Class A multi-family residential properties that are currently owned 100% by TCI subsidiaries, including the Company’s existing multi-family assets. The Joint Venture will also actively participate in the development and/or acquisitions of additional Class A multi-family assets. It is anticipated that the Company and Macquarie will each have a 49% ownership interest and a 50% voting interest in the Joint Venture. The remaining 2% ownership interest would be allotted to Daniel J. Moos, the current President and Chief Executive Officer of TCI and Abode Properties. The closing of the agreement is expected to occur in the fourth quarter of 2018.

At September 30, 2018, \$760.5 million were included in assets held for sale, consisting of \$726.6 million related to the Joint Venture, \$21.1 million related to Mercer Crossing properties (Note 2), and \$11.8 million other.

The following table presents income before tax associated with assets held for sale.

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|                                       | Three Months<br>Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|---------------------------------------|--|----------|------------------------------------|----------|
|                                       | 2018                                   | 2017     | 2018                               | 2017     |
| Revenues:                             |  |          |                                    |          |
| Rental and other property revenues    | \$22,371                               | \$20,410 | \$65,056                           | \$59,672 |
| Total operating revenues              | 22,371                                 | 20,410   | 65,056                             | 59,672   |
| Expenses:                             |  |          |                                    |          |
| Property operating expenses           | 9,953                                  | 9,190    | 29,250                             | 26,964   |
| Depreciation and amortization         | 3,780                                  | 3,397    | 11,080                             | 9,971    |
| General and administrative            | 6                                      | 12       | 276                                | 389      |
| Total operating expenses              | 13,739                                 | 12,599   | 40,606                             | 37,324   |
| Operating Income                      | 8,632                                  | 7,811    | 24,450                             | 22,348   |
| Other Income (Expense):               |  |          |                                    |          |
| Interest income from notes receivable | 2                                      | 3        | 3                                  | 6        |
| Other income (loss)                   | 3                                      | (47 )    | 267                                | (70 )    |
| Mortgage and loan interest            | (4,973 )                               | (4,401 ) | (14,449)                           | (12,738) |
| Loan fee expense                      | —                                      | —        | —                                  | (707 )   |
| Total other (expense)                 | (4,968 )                               | (4,445 ) | (14,179)                           | (13,509) |
| Net Income                            | \$3,664                                | \$3,366  | \$10,271                           | \$8,839  |

**NOTE 4. SUPPLEMENTAL CASH FLOW INFORMATION**

For the nine months ended September 30, 2018 and 2017, the Company paid interest expense of \$45.7 million and \$39.7 million, respectively.

Cash and cash equivalents, and restricted cash for the nine months ended September 30, 2018 and 2017 was \$96.4 million and \$100.9 million, respectively. The following is a reconciliation of the Company's cash and cash equivalents, and restricted cash to the total presented in the consolidated statement of cash flows:

|   | September 30, |           |
|---|---------------|-----------|
|   | 2018          | 2017      |
| Cash and cash equivalents                 | \$23,768      | \$52,332  |
| Restricted cash (cash held in escrow)     | 57,117        | 38,605    |
| Restricted cash (certificate of deposits) | 9,155         | 5,650     |
| Restricted cash (held with Trustee)       | 6,398         | 4,345     |
|   | \$96,438      | \$100,932 |

Amounts included in restricted cash represent funds required to be set aside to meet contractual obligations with certain financial institutions for the payment of reserve replacement and tax and insurance escrow. In addition, restricted cash includes funds with the Bond's Trustee for payment of interest.

**NOTE 5. NOTES AND INTEREST RECEIVABLE**

A portion of our assets are invested in mortgage notes receivable, principally secured by real estate. We may originate mortgage loans in conjunction with providing purchase money financing of property sales. Notes receivable are generally collateralized by real estate or interests in real estate and guarantees, unless noted otherwise, are so secured. Management intends to service and hold for investment the mortgage notes in our portfolio. A majority of the notes receivable provide for principal to be paid at maturity.

Below is a summary of our notes receivable as of September 30, 2018 (dollars in thousands):

| <b>Borrower</b> | <b>Amount</b> | <b>Security</b> |
|-----------------|---------------|-----------------|
|-----------------|---------------|-----------------|



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|  | <b>Maturity<br/>Date</b> | <b>Interest<br/>Rate</b> |   |            |                                |
|--|--------------------------|--------------------------|---|------------|--------------------------------|
| Performing loans:  |                          |                          |   |            |                                |
| H198, LLC (Las Vegas Land)   | 01/20                    | 12.00                    | % | \$ 5,907   | Secured                        |
| Oulan-Chikh Family Trust   | 03/21                    | 8.00                     | % | 174        | Secured                        |
| H198, LLC (McKinney Ranch Land)  | 09/20                    | 6.00                     | % | 4,554      | Secured                        |
| Spyglass Apartments of Ennis, LP   | 11/19                    | 5.00                     | % | 4,927      | Secured                        |
| D4DS, LLC (Bellwether Ridge)   | 05/20                    | 5.00                     | % | 3,336      | Secured                        |
| Parc at Windmill Farms   | 05/20                    | 5.00                     | % | 5,919      | Secured                        |
| 2818 Ventures LLC (Forest Pines)   | 11/20                    | 5.00                     | % | 2,223      | Secured                        |
| ABC Land & Development (Mandahl Bay)                                     | 05/38                    | 6.00                     | % | 1,735      | Secured                        |
| Unified Housing Foundation, Inc. (Echo Station)<br>(1)                   | 12/32                    | 12.00                    | % | 1,481      | Secured                        |
| Unified Housing Foundation, Inc. (Inwood on the<br>Park) (1)             | 12/32                    | 12.00                    | % | 3,639      | Secured                        |
| Unified Housing Foundation, Inc. (Kensington<br>Park) (1)                | 12/32                    | 12.00                    | % | 3,933      | Secured                        |
| Unified Housing Foundation, Inc. (Lakeshore<br>Villas) (1)               | 12/32                    | 12.00                    | % | 2,000      | Secured                        |
| Unified Housing Foundation, Inc. (Lakeshore<br>Villas) (1)               | 12/32                    | 12.00                    | % | 9,101      | Secured                        |
| Unified Housing Foundation, Inc. (Limestone<br>Ranch) (1)                | 12/32                    | 12.00                    | % | 1,953      | Secured                        |
| Unified Housing Foundation, Inc. (Limestone<br>Ranch) (1)                | 12/32                    | 12.00                    | % | 6,000      | Secured                        |
| Unified Housing Foundation, Inc. (Reserve at<br>White Rock Phase I) (1)  | 12/32                    | 12.00                    | % | 2,485      | Secured                        |
| Unified Housing Foundation, Inc. (Reserve at<br>White Rock Phase II) (1) | 12/32                    | 12.00                    | % | 2,555      | Secured                        |
| Unified Housing Foundation, Inc. (Timbers of<br>Terrell) (1)             | 12/32                    | 12.00                    | % | 1,323      | Secured                        |
| Unified Housing Foundation, Inc. (Tivoli) (1)                            | 12/32                    | 12.00                    | % | 7,965      | Secured                        |
| Unified Housing Foundation, Inc. (Trails at White<br>Rock) (1)           | 12/32                    | 12.00                    | % | 3,815      | Secured                        |
| Unified Housing Foundation, Inc. (1)                                     | 12/18                    | 12.00                    | % | 3,994      | Unsecured                      |
| Unified Housing Foundation, Inc. (1)                                     | 12/18                    | 12.00                    | % | 6,407      | Unsecured                      |
| Unified Housing Foundation, Inc. (1)                                     | 06/20                    | 12.00                    | % | 5,760      | Unsecured                      |
| Unified Housing Foundation, Inc. (1)                                     | 03/21                    | 12.00                    | % | 5,314      | Unsecured                      |
| One Realco Corporation (1,2)   | 01/20                    | 3.00                     | % | 7,000      | Unsecured                      |
| Realty Advisors Management, Inc. (1)                                     | 12/19                    | 2.28                     | % | 20,387     | Unsecured                      |
| Other related party notes  | Various                  | Various                  |   | 1,349      | Various secured<br>interests   |
| Other related party notes  | Various                  | Various                  |   | 510        | Various unsecured<br>interests |
| Other non-related party notes  | Various                  | Various                  |   | 3,466      | Various secured<br>interests   |
| Other non-related party notes  | Various                  | Various                  |   | 300        | Various unsecured<br>interests |
| Accrued interest   |                          |                          |   | 8,778      |                                |
| <b>Total Performing</b>  |                          |                          |   | \$ 138,290 |                                |
| Allowance for estimated losses   |                          |                          |   | (14,270 )  |                                |

|              |                   |
|--------------|-------------------|
| <b>Total</b> | <b>\$ 124,020</b> |
|--------------|-------------------|

(1) Related party notes.

(2) An allowance was taken for estimated losses at full value of note.

We invest in mortgage loans, secured by mortgages that are subordinate to one or more prior liens either on the fee or a leasehold interest in real estate. Recourse on such loans ordinarily includes the real estate on which the loan is made, other collateral and guarantees.

At September 30, 2018, we had mortgage loans and accrued interest receivable from related parties, net of allowances, totaling \$102.0 million. We recognized interest income of \$7.6 million related to these notes receivables for the nine months ended September 30, 2018.

The Company has various notes receivable from Unified Housing Foundation, Inc. ("UHF") and Foundation for Better Housing, Inc. ("FBH"). UHF and FBH are determined to be related parties due to our reliance upon the performance of the collateral secured under the notes receivable. Payments are due from surplus cash flow of operations of the properties. A sale or refinance of any of the properties underlying these notes will be used to repay outstanding interest and principal for the remaining notes for the specific borrower. These notes are cross-collateralized for the specific borrower, but to the extent cash is received from a specific UHF or FBH property, it is applied first against any outstanding interest for the related-property note. The allowance on the UHF notes was a purchase allowance that was netted against the notes when acquired.

**NOTE 6. INVESTMENT IN UNCONSOLIDATED INVESTEEES**

Investments in unconsolidated investees in which we have a 20% to 50% interest or otherwise exercise significant influence are carried at cost and adjusted for the Company's proportionate share of their undistributed earnings or losses under the equity method of accounting.

Investments in unconsolidated investees consist of the following:

|                        | Percentage<br>ownership as of<br>September<br>30, 2018 |       |   |
|------------------------|--|-------|---|
|                        | September<br>30, 2017                                  |       |   |
| Gruppa Fiorentina, LLC | 20.00 %  | 20.00 | % |

Gruppa Fiorentina, LLC is the sole shareholder of Milano Restaurants International Corporation, ("Milano") which operates 33 pizza parlors under the trade name "Me-N-Ed's Pizza Parlors" and four pizza parlors operating under the trade name "Blast 825 Pizza", located primarily in Central and Northern California. Milano has a 100% ownership interest in Siena Corp, which operates two grills under the trade names "Me-N-Ed's Victory Grill" and "Me-N-Ed's Coney Island Grill". Milano has a 100% ownership interest in Piazza del Pane, Inc., which operates two restaurants located in Central California. Milano also has 23 franchised locations, including two operating, under the trade name Angelo & Vito's Pizzerias.

The following is a summary of the financial position and results of operations from our investees (dollars in thousands):

| <u>As of September 30,</u>                   | 2018     | 2017     |
|--|----------|----------|
| Real estate, net of accumulated depreciation | \$13,846 | \$13,471 |
| Notes receivable                             | 10,967   | 10,065   |
| Other assets                                 | 32,097   | 29,745   |
| Notes payable                                | (10,523) | (9,226 ) |
| Other liabilities                            | (7,881 ) | (7,509 ) |
| Shareholders' equity                         | (38,506) | (36,546) |

| <u>For the Nine Months Ended September 30,</u> | 2018 | 2017 |
|--|------|------|
|--|------|------|

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|                                   |          |          |
|-----------------------------------|----------|----------|
| Revenue                           | \$40,362 | \$36,451 |
| Depreciation                      | (1,092 ) | (792 )   |
| Operating expenses                | (37,206) | (34,641) |
| Interest expense                  | (507 )   | (475 )   |
| Income from continuing operations | 1,557    | 543      |
| Net income                        | \$1,557  | \$543    |

|   |       |       |
|---|-------|-------|
| Company's proportionate share of earnings | \$311 | \$109 |
|---|-------|-------|

**NOTE 7. NOTES PAYABLE**

Below is a summary of our notes and interest payable as of September 30, 2018 (dollars in thousands):

|                                       | Notes<br>Payable | Accrued<br>Interest | Total<br>Debt |
|---------------------------------------|------------------|---------------------|---------------|
| Apartments                            | \$62,103         | \$ 176              | \$62,279      |
| Apartments under Construction         | 20,580           | 0                   | 20,580        |
| Commercial                            | 125,429          | 617                 | 126,046       |
| Land                                  | 21,561           | 196                 | 21,757        |
| Real estate subject to sales contract | 649,541          | 1,484               | 651,025       |
| Mezzanine financing                   | 93,423           | 503                 | 93,926        |
| Other                                 | 14,462           | (777 )              | 13,685        |
| Total                                 | \$987,099        | \$ 2,199            | \$989,298     |
| Unamortized deferred borrowing costs  | (17,941 )        | —                   | (17,941 )     |
|                                       | \$969,158        | \$ 2,199            | \$971,357     |

The segment labeled as “Other” consists of unsecured or stock-secured notes payable.

There are various land mortgages, secured by the property, that are in the process of a modification or extension to the original note due to expiration of the loan. We are in constant contact with these lenders, working together in order to modify the terms of these loans and we anticipate a timely resolution that is similar to the existing agreement or subsequent modification.

In conjunction with the development of various apartment projects and other developments, we drew down \$66.6 million in construction loans during the nine months ended September 30, 2018.

The properties that we have sold to a related party and have deferred the recognition of the sale are treated as “subject to sales contract” on the Consolidated Balance Sheets. These properties were sold to a related party in order to help facilitate an appropriate debt or organizational restructure and may or may not be transferred back to the seller upon resolution. These properties have mortgages that are secured by the property and many have corporate guarantees. According to the loan documents, the maker is currently in default on these mortgages primarily due to lack of payment and is actively involved in discussions with every lender in order to settle or cure the default situation. We have reviewed each asset and taken impairment to the extent we feel the value of the property was less than our current basis.

## NOTE 8. BONDS PAYABLE

In August 2016 Southern Properties Capital LTD (“Southern”), a British Virgin Islands corporation was incorporated for the purpose of raising funds by issuing Bonds to be traded on the Tel Aviv Stock Exchange (“TASE”). TCI transferred certain residential and commercial properties located in the United States to Southern, its wholly owned subsidiary.

On February 13, 2017, Southern filed a final prospectus with the TASE for an offering and sale of nonconvertible Series A Bonds to be issued by Southern. The bonds are obligations of Southern. During the year ended December 31, 2017 on three separate occasions Southern issued nonconvertible Series A Bonds with a total value of approximately NIS400 million New Israeli Shekels (“NIS”) or approximately \$115 million dollars. The Series A Bonds have a stated interest rate of 7.3%. At March 31, 2018 the effective interest rate is 9.17%. The bonds require semi-annual equal installments on January 31 and July 31 of each year from 2019 to 2023 (inclusive). The interest will be repaid on January 31 and July 31 of each of the years 2018 to 2023 (inclusive), with the first payment commencing on July 31, 2017.

On January 25, 2018, interest payment of approximately NIS 14.6 million (or approximately \$4.3 million) was paid to the Series A bond holders.

On February 15, 2018, Southern issued Series B bonds in the amount of NIS 137.7 million par value (approximately \$39.2 million as of February 15, 2018). The Series B bonds are registered on the TASE. The bonds are reported in NIS and bear annual interest rate of 6.8%. Interest shall be repaid January 31 and July 31 of each of the years 2019 to 2023 (inclusive), first payment commencing on July 31, 2018. The principal shall be repaid in ten equal installments on January 31 and July 31 of each of the years from 2021 to 2025 (inclusive). The total bond issuance cost of \$1.4 million was incurred. The effective interest rate is 7.99%.

On July 19, 2018, Southern closed a private placement of its Series B bonds in the amount of NIS 72.3 million (or approximately \$19.8 million). The bonds are reported in NIS, are registered on the TASE, bear an annual interest rate of 6.8% and have an effective interest rate of 9.60%. Interest will be paid on January 31 and July 31 of each of the years 2019 and 2013 (inclusive). The principal will be repaid in ten equal installment on January 31 and July 31 of each of the years from 2021 to 2012 (inclusive). The Company incurred bonds issuance costs of approximately \$1.9 million.

On July 26, 2018, interest payment of approximately NIS 18.9 million (or approximately \$5.2 million) was paid to Series A and B bond holders.

The outstanding balance of these Bonds at September 30, 2018 is as follows:

|                                      | September<br>30,<br>2018 | December<br>31,<br>2017 |
|--------------------------------------|--------------------------|-------------------------|
| Bonds (Series A)                     | \$ 110,246               | \$ 115,336              |
| Bonds (Series B)                     | 37,965                   | —                       |
| Bonds (Series B expansion)           | 19,934                   | —                       |
| Less: deferred issuance expense, net | (8,827 )                 | (5,916 )                |
| Accrued Interest                     | 1,692                    | 3,627                   |
|                                      | \$ 161,010               | \$ 113,047              |

The aggregate maturity of the bonds are as follows:

| Year       |            |
|------------|------------|
| 2018       | \$—        |
| 2019       | 22,049     |
| 2020       | 22,049     |
| 2021       | 22,049     |
| 2022       | 33,629     |
| Thereafter | 68,369     |
|            | \$ 168,145 |

The funds were used primarily for the acquisition and development of additional real estate operations in the United States. The funds were raised and will be repaid in NIS, however the funds raised have been converted to US dollars. The Company records unrealized gains or losses each quarter based upon the relative exchange values of the US dollar and the NIS; however, no gain or loss will be realized until a conversion from US dollars to NIS actually occurs in the future. The recorded unrealized gain or loss is reflected as a separate line item to highlight the fact that it is a non-cash

transaction until such time as actual payment of principal and interest on the bonds is made. For the nine months ended September 30, 2018, the Company recorded a gain on foreign currency transaction of approximately \$6.4 million.



**NOTE 9. RELATED PARTY TRANSACTIONS**

The following table reflects the reconciliation of the beginning and ending balances of accounts receivable from and (accounts payable) to related parties as of September 30, 2018 (dollars in thousands):

|  | <b>Pillar</b> |
|--|---------------|
| Related party receivable, December 31, 2017  | \$38,311      |
| Cash transfers                               | 28,218        |
| Advisory fees                                | (8,819 )      |
| Net income fee                               | (489 )        |
| Cost reimbursements                          | (3,499 )      |
| Interest income                              | 2,236         |
| Notes receivable purchased                   | (5,314 )      |
| Fees and commissions                         | (1,204 )      |
| Expenses (paid) received by Advisor          | 3,618         |
| Financing (mortgage payments)                | 5,450         |
| Sales/purchases transactions                 | 4,022         |
| Related party receivable, September 30, 2018 | \$62,530      |

During the ordinary course of business, we have related party transactions that include, but are not limited to, rental income, interest income, interest expense, general and administrative costs, commissions, management fees, and property expenses. In addition, we have assets and liabilities that include related party amounts. The related party amounts included in assets and liabilities, and the related party revenues and expenses received and paid are shown on the face of the Consolidated Financial Statements.

**NOTE 10. DEFERRED INCOME**

On July 17, 2009, the Company acquired from Syntek West, Inc., (“SWI”), 2,518,934 shares of Common Stock, par value \$0.01 per share of IOR at an aggregate price of \$17,884,431 (approximately \$7.10 per share), the full amount of which was paid by the Company through an assumption of an aggregate amount of indebtedness of \$17,884,431 on the outstanding balance owed by SWI to IOR. The 2,518,934 shares of IOR Common Stock acquired by the Company constituted approximately 60.4% of the issued and outstanding Common Stock of IOR. The Company has owned for several years an aggregate of 1,037,184 shares of Common Stock of IOR (approximately 25% of the issued and outstanding). After giving effect to the transaction on July 17, 2009, the Company owns an aggregate of 3,556,118 shares of IOR Common Stock which constitutes approximately 85.3% of the shares of Common Stock of IOR outstanding (which is a total of 4,168,214 shares). Shares of IOR are traded on the American Stock Exchange.

With the Company's acquisition of the additional shares on July 17, 2009, which increased the aggregate ownership to in excess of 80%, beginning in July 2009, IOR's results of operations are now consolidated with those of the Company for tax and financial reporting purposes. At the time of the acquisition, the historical accounting value of IOR's assets was \$112 million and liabilities were \$43 million. In that the shares of IOR acquired by TCI were from a related party, the values recorded by TCI are IOR's historical accounting values at the date of transfer. The Company's fair valuation of IOR assets and liabilities at the acquisition date approximated IOR's book value. The net difference between the purchase price and historical accounting basis of the assets and liabilities acquired was \$35 million and has been reflected by TCI as deferred income. At the time of the transaction it was determined that the deferred income would be recognized upon the sale of the land that IOR held on its books to an independent third party as of the date of sale.

On August 22, 2018, IOR sold approximately 80% of the remaining land held on the date of the acquisition of the additional shares. During the quarter ending September 30, 2018 the Company recognized the proportionate share of the remaining deferred income, approximately \$18 million, as a result of the IOR sale of assets.

**NOTE 11. OPERATING SEGMENTS**

Our segments are based on our method of internal reporting which classifies our operations by property type. Our property types are grouped into commercial properties, apartments, land and other operating segments. Significant differences among the accounting policies of the operating segments as compared to the Consolidated Financial Statements principally involve the calculation and allocation of administrative and other expenses. Management evaluates the performance of each of the operating segments and allocates resources to them based on their net operating income and cash flow.

Items of income that are not reflected in the segments are interest, other income, gain on debt extinguishment, gain on condemnation award, equity in partnerships and gains on sale of real estate. Expenses that are not reflected in the segments are provision for losses, advisory, net income and incentive fees, general and administrative, non-controlling interests and net loss from discontinued operations before gains on sale of real estate.

The segment labeled as “Other” consists of revenue and operating expenses related to the notes receivable and corporate debt.

Presented below is our reportable segments’ operating income for the three months ended September 30, 2018 and 2017, including segment assets and expenditures (dollars in thousands):

| <u>For the Three Months Ended September 30, 2018</u> | Commercial<br>Properties | Apartments | Land      | Other      | Total     |
|--|--------------------------|------------|-----------|------------|-----------|
| Rental and other property revenues                   | \$ 8,227                 | \$ 25,274  | \$ (95 )  | \$ 3       | \$ 33,409 |
| Property operating expenses                          | (4,236 )                 | (11,345 )  | (158 )    | (206 )     | (15,945 ) |
| Depreciation   | (2,523 )                 | (4,364 )   | —         | 14         | (6,873 )  |
| Mortgage and loan interest                           | (1,921 )                 | (5,721 )   | (306 )    | (9,474 )   | (17,422 ) |
| Interest income                                      | —                        | —          | —         | 5,710      | 5,710     |
| Gain on land sales                                   | —                        | —          | 12,243    | —          | 12,243    |
| Segment operating (loss) income                      | \$ (453)                 | \$ 3,844   | \$ 11,684 | \$ (3,593) | \$ 11,122 |
| <u>Balance Sheet Data</u>                            |                          |            |           |            |           |
| Capital expenditures                                 | \$ 962                   | \$ 114     | \$ (107 ) | \$ —       | \$ 969    |
| <u>Property Sales</u>                                |                          |            |           |            |           |
| Sales price  | \$ —                     | \$ —       | \$ 35,519 | \$ —       | \$ 35,519 |
| Cost of sale   | —                        | —          | (23,276)  | —          | (23,276)  |
| Gain (loss) on sale                                  | \$ —                     | \$ —       | \$ 12,243 | \$ —       | \$ 12,243 |

| <u>For the Three Months Ended September 30, 2017</u> | Commercial<br>Properties | Apartments | Land     | Other      | Total     |
|--|--------------------------|------------|----------|------------|-----------|
| Rental and other property revenues                   | \$ 8,461                 | \$ 23,231  | \$ 111   | \$4        | \$31,807  |
| Property operating expenses                          | (4,485 )                 | (10,659 )  | (127 )   | (132 )     | (15,403 ) |
| Depreciation   | (2,345 )                 | (4,028 )   | —        | —          | (6,373 )  |
| Mortgage and loan interest                           | (1,902 )                 | (5,168 )   | (420 )   | (8,227)    | (15,717)  |
| Interest income                                      | —                        | —          | —        | 4,232      | 4,232     |
| Gain on sale of income-producing properties          | —                        | 12,760     | —        | —          | 12,760    |
| Gain on land sales                                   | —                        | —          | 1,062    | —          | 1,062     |
| Segment operating (loss) income                      | \$ (271 )                | \$ 16,136  | \$ 626   | \$ (4,123) | \$ 12,368 |
| <u>Balance Sheet Data</u>                            |                          |            |          |            |           |
| Capital expenditures                                 | \$ 691                   | \$ 543     | \$ 55    | \$—        | \$ 1,289  |
| <u>Property Sales</u>                                |                          |            |          |            |           |
| Sales price  | \$ —                     | \$ —       | \$ 850   | \$—        | \$ 850    |
| Cost of sale   | —                        | —          | (320 )   | —          | (320 )    |
| Recognized prior deferred gain                       | —                        | 12,760     | 532      | —          | 13,292    |
| Gain on sale   | \$ —                     | \$ 12,760  | \$ 1,062 | \$—        | \$ 13,822 |

The table below presents the reconciliation of segment information to the corresponding amounts in the Consolidated Statements of Operations for the three months ended September 30, 2018 and 2017 (dollars in thousands):

|  | Three Months<br>Ended<br>September 30, |          |
|--|--|----------|
|  | 2018                                   | 2017     |
| Segment operating income                     | \$11,122                               | \$12,368 |
| Other non-segment items of income (expense)  |  |          |
| General and administrative                   | (2,062 )                               | (1,766 ) |
| Net income fee to related party              | (383 )                                 | (53 )    |
| Advisory fee to related party                | (2,936 )                               | (2,802 ) |
| Other income                                 | 17,462                                 | 2,096    |
| Income tax expense                           | (792)                                  | —        |
| Earnings from unconsolidated investees       | 205                                    | 41       |
| Net income (loss) from continuing operations | \$22,616                               | \$9,884  |

Presented below is our reportable segments' operating income for the nine months ended September 30, 2018 and 2017, including segment assets and expenditures (dollars in thousands):

|   | Commercial |            |           |            |              |
|---|------------|------------|-----------|------------|--------------|
| <u>For the Nine Months Ended September 30, 2018</u> | Properties | Apartments | Land      | Other      | Total        |
| Rental and other property revenues                  | \$ 23,187  | \$ 73,001  | \$ (95 )  | \$ 6       | \$96,099     |
| Property operating expenses                         | (12,222 )  | (33,127 )  | (291 )    | (279 )     | \$(45,919 )  |
| Depreciation  | (7,138 )   | (12,709 )  |           | 79         | \$(19,768 )  |
| Mortgage and loan interest                          | (5,662 )   | (16,520 )  | (437 )    | (26,434)   | \$(49,053 )  |
| Interest income                                     | —          | —          | —         | 15,701     | 15,701       |
| Gain on land sales                                  | —          | —          | 13,578    | —          | 13,578       |
| Segment operating (loss) income                     | \$(1,835 ) | \$ 10,645  | \$ 12,755 | \$(10,927) | \$ 10,638    |
| Balance Sheet Data                                  |            |            |           |            |              |
| Capital expenditures                                | \$ 3,688   | \$(2,398 ) | \$(724 )  | \$—        | \$566        |
| Real estate assets                                  | \$ 134,142 | \$ 823,619 | \$ 91,586 | \$ 643     | \$ 1,049,990 |
| Property Sales                                      |            |            |           |            |              |
| Sales price   | \$ 2,313   | \$ 8,512   | \$ 38,503 | \$—        | \$49,328     |
| Cost of sale  | (2,313 )   | (8,512 )   | (24,925)  | —          | (35,750 )    |
| Gain on land sales                                  | \$—        | \$—        | \$ 13,578 | \$—        | \$ 13,578    |

|   | Commercial |            |      |       |       |
|---|------------|------------|------|-------|-------|
| <u>For the Nine Months Ended September 30, 2017</u> | Properties | Apartments | Land | Other | Total |

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|   |            |            |            |             |            |
|---|------------|------------|------------|-------------|------------|
| Rental and other property revenues          | \$ 26,172  | \$ 68,922  | \$ 111     | \$ 11       | \$ 95,216  |
| Property operating expenses                 | (14,324 )  | (31,616 )  | (575 )     | (583 )      | (47,098 )  |
| Depreciation                                | (7,045 )   | (12,105 )  | —          | 37          | (19,113 )  |
| Mortgage and loan interest                  | (5,629 )   | (16,955 )  | (1,503 )   | (25,772)    | (49,859 )  |
| Interest income                             | —          | —          | —          | 14,083      | 14,083     |
| Gain on sale of income-producing properties | —          | 12,760     | —          | —           | 12,760     |
| Loss on land sales                          | —          | —          | 1,032      | —           | 1,032      |
| Segment operating (loss) income             | \$ (826 )  | \$ 21,006  | \$ (935 )  | \$ (12,224) | \$ 7,021   |
| Balance Sheet Data                          |            |            |            |             |            |
| Capital expenditures                        | \$ 2,623   | \$ 543     | \$ 641     | \$ —        | \$ 3,807   |
| Real estate assets                          | \$ 147,377 | \$ 663,636 | \$ 128,230 | \$ —        | \$ 939,243 |
| Property Sales                              |            |            |            |             |            |
| Sales price                                 | \$ —       | \$ —       | \$ 2,446   | \$ —        | \$ 2,446   |
| Cost of sale                                | —          | —          | (1,946 )   | —           | (1,946 )   |
| Recognized prior deferred gain              | —          | 12,760     | 532        | —           | 13,292     |
| Gain on land sales                          | \$ —       | \$ 12,760  | \$ 1,032   | \$ —        | \$ 13,792  |

The table below presents the reconciliation of segment information to the corresponding amounts in the Consolidated Statements of Operations for the nine months ended September 30, 2018 and 2017 (dollars in thousands):

|  | For the Nine<br>Months Ended<br>September 30, |           |
|--|---|-----------|
|  | 2018  | 2017      |
| Segment operating income (loss)              | \$10,638                                      | \$7,021   |
| Other non-segment items of income (expense)  |   |           |
| General and administrative                   | (7,357 )                                      | (5,797 )  |
| Net income fee to related party              | (489 )  | (189 )    |
| Advisory fee to related party                | (8,821 )                                      | (8,310 )  |
| Other income                                 | 34,545  | (324 )    |
| Income tax expense                           | (792 )  | —         |
| Earnings from unconsolidated investees       | 802   | 249       |
| Net income (loss) from continuing operations | \$28,526                                      | \$(7,350) |

The following table reconciles segment information to the corresponding amounts in the Consolidated Balance Sheets (dollars in thousands):

|   | As of September 30, |             |
|---|---------------------|-------------|
|   | 2018                | 2017        |
| Segment assets                          | \$1,049,990         | \$939,243   |
| Investments in unconsolidated investees | 7,504               | 6,335       |
| Notes and interest receivable           | 124,020             | 102,555     |
| Other assets                            | 220,924             | 184,431     |
| Total assets                            | \$1,402,438         | \$1,232,564 |

## NOTE 12. TAXES

ARL had a taxable loss for federal income tax purposes for the nine months ended September 30, 2018 and 2017. However, due to activities arising from our subsidiary IOR during the nine months ended September 30, 2018, a federal income expense of \$792,000 was incurred. This expense consists of \$1.9 million current income tax expense and (\$1.1) million of deferred tax income related to the change in the valuation allowance of the deferred tax asset.

## NOTE 13. COMMITMENTS, CONTINGENCIES, AND LIQUIDITY

*Liquidity.* Management believes that ARL will generate excess cash flow from property operations in 2018; such excess, however, will not be sufficient to discharge all of ARL's obligations as they became due. Management intends to sell land and income-producing real estate, refinance real estate and obtain additional borrowings primarily secured by real estate to meet its liquidity requirements.

*Partnership Buyouts.* ARL is the limited partner in various partnerships related to the construction of residential properties. As permitted in the respective partnership agreements, ARL intends to purchase the interests of the general and any other limited partners in these partnerships subsequent to the completion of these projects. The amounts paid to buy out the non-affiliated partners are limited to development fees earned by the non-affiliated partners and are outlined in the respective partnership agreements.

*Litigation.* The ownership of property and provision of services to the public as tenants entails an inherent risk of liability. Although the Company and its subsidiaries are involved in various items of litigation incidental to and in the ordinary course of its business, in the opinion of management, the outcome of such litigation will not have a material adverse impact upon the Company's financial condition, results of operation or liquidity, unless otherwise noted below.

*Guarantees.* The Company is the primary guarantor on a \$39.1 million mezzanine loan between UHF and a lender. In addition, ARI and an officer of the Company are limited recourse guarantors of the loan. As of September 30, 2018 UHF was in compliance with the covenants to the loan agreement.

#### **ART and ART Midwest, Inc.**

While the Company and all entities in which the Company has a direct or indirect equity interest are not parties to or obligated in any way for the outcome, a formerly owned entity (American Realty Trust, Inc.) and its former subsidiary (ART Midwest, Inc.) have been engaged since 1999 in litigation with Mr. David Clapper and entities related to Mr. Clapper (collectively, the "Clapper Parties"). The matter originally involved a transaction in 1998 in which ART Midwest, Inc. was to acquire eight residential apartment complexes from the Clapper Parties. Through the years, a number of rulings, both for and against American Realty Trust, Inc. "ART" and ART Midwest, Inc., were issued. In October 2011, a ruling was issued under which the Clapper Parties received a judgment for approximately \$74 million, including \$26 million in actual damages and \$48 million interest. The ruling was against ART and ART Midwest, Inc., but no other entity. During February 2014, the Court of Appeals affirmed a portion of the judgment in favor of the Clapper Parties, but also ruled that a double counting of a significant portion of the damages had occurred and remanded the case back to the trial court to recalculate the damage award, as well as pre- and post-judgment interest thereon. Subsequently, the trial court recalculated the damage award, reducing it to approximately \$59 million, inclusive of actual damages and then current interest. ART was also a significant owner of a partnership interest in the partnership that was awarded the initial damages in this matter.



The Clapper Parties subsequently filed a new lawsuit against ARI, its subsidiary EQK Holdings, Inc. “EQK”, and ART. The Clapper Parties seek damages from ARL for payment by ART to ARL of ART’s stock in EQK in exchange for a release of the Antecedent Debt owed by ART to ARI. In February 2018 the court determined that this legal matter should not have been filed in federal court and therefore granted motions to dismiss on jurisdictional grounds. In June 2018, the court overruled its own grant of motions to dismiss and reinstated the case. We continue to vigorously defend the case and management believes it has defenses to the claims.

In 2005, ART filed suit against a major national law firm over the initial transaction. That action was initially abated while the principal case with the Clapper Parties was pending, but the abatement was recently lifted. The trial court subsequently dismissed the case on procedural grounds, but ART has filed a notice of appeal. The appeal was heard in February 2018 and we are awaiting a ruling by the appeals court. In January 2012, the Company sold all of the issued and outstanding stock of ART to an unrelated party for a promissory note in the amount of \$10 million. At December 31, 2012, the Company fully reserved and valued such note at zero.

#### **Dynex Capital, Inc.**

On July 20, 2015, the 68<sup>th</sup> Judicial District Court in Dallas County, Texas issued its Final Judgment in Cause No. DC-03-00675, styled Basic Capital Management, Inc., American Realty Trust, Inc., Transcontinental Realty Investors, Inc., Continental Poydras Corp., Continental Common, Inc. and Continental Baronne, Inc. v. Dynex Commercial, Inc. The case, which was litigated for more than a decade, had its origin with Dynex Commercial making loans to Continental Poydras Corp., Continental Common, Inc. and Continental Baronne, Inc. (subsidiaries of Continental Mortgage & Equity Trust (“CMET”), an entity which merged into TCI in 1999 after the original suit was filed). Under the original loan commitment, \$160 million in loans were to be made to the entities. The loans were conditioned on the execution of a commitment between Dynex Commercial and Basic Capital Management, Inc. (“Basic”).

An original trial in 2004, which also included Dynex Capital, Inc. as a defendant, resulted in a jury awarding damages in favor of Basic for “lost opportunity,” as well as damages in favor of ART and in favor of TCI and its subsidiaries for “increased costs” and “lost opportunity.” The original Trial Court judge ignored the jury’s findings, however, and entered a “Judgment Notwithstanding the Verdict” (“JNOV”) in favor of the Dynex entities (the judge held the Plaintiffs were not entitled to any damages from the Dynex entities). After numerous appeals by all parties, Dynex Capital, Inc. was ultimately dismissed from the case and the remaining claims against Dynex Commercial were remanded to the Trial Court for a new judgment consistent with the jury’s findings. The Court entered the new Final Judgment against Dynex Commercial, Inc. on July 20, 2015.

The Final Judgment entered against Dynex Commercial, Inc. on July 20, 2015 awarded Basic was \$0.256 million in damages, plus pre-judgment interest of \$0.192 million for a total amount of \$0.448 million. The Judgment awarded ART was \$14.2 million in damages, plus pre-judgment interest of \$10.6 million for a total amount of \$24.8 million.

The Judgment awarded TCI was \$11.1 million, plus pre-judgment interest of \$8.4 million for a total amount of \$19.5 million. The Judgment also awarded Basic, ART, and TCI post-judgment interest at the rate of 5% per annum from April 25, 2014 until the date their respective damages were paid. Lastly, the Judgment awarded Basic, ART, and TCI was \$1.6 million collectively in attorneys' fees from Dynex Commercial, Inc.

TCI is working with counsel to identify assets and collect on the Final Judgment against Dynex Commercial, Inc., as well as explore possible additional claims, if any, against Dynex Capital, Inc.

#### **NOTE 14. EARNINGS PER SHARE**

Earnings Per Share ("EPS") have been computed pursuant to the provisions of ASC Topic 260, "Earnings Per Share". The computation of basic EPS is calculated by dividing net income available to common shareholders from continuing operations, adjusted for preferred dividends, by the weighted-average number of common shares outstanding during the period. Shares issued during the period shall be weighted for the portion of the period that they were outstanding.

As of September 30, 2018, we have 1,800,614 shares of Series A 10.0% cumulative convertible preferred stock, which are outstanding. These shares may be converted into common stock at 90% of the average daily closing price of the common stock for the prior 20 trading days. These are considered in the computation of diluted earnings per share if the effect of applying the if-converted method is dilutive. Of the outstanding 1,800,614 shares of Series A 10.0% cumulative convertible preferred stock, 900,000 shares are held by ARL. Dividends are not paid on the shares owned by ARL subsidiaries.

Prior to January 12, 2018, RAI owned 1,100,000 shares of the outstanding Series A 10.0% convertible preferred stock and had accrued dividends unpaid of \$10.5 million. On January 12, 2018, RAI converted 200,000 shares, including \$1.8 million in accumulated dividends unpaid for these shares, into the requisite number of shares of common stock. This conversion resulted in the issuance of 482,716 new shares of ARL common stock. As of September 30, 2018 RAI owns 900,000 shares of the outstanding Series A 10.0% convertible preferred stock and has accrued dividends unpaid of \$9.2 million.

**NOTE 15. SUBSEQUENT EVENTS**

The date to which events occurring after September 30, 2018, the date of the most recent balance sheet, have been evaluated for possible adjustment to the Consolidated Financial Statements or disclosure is November 13, 2018, which is the date on which the Consolidated Financial Statements were available to be issued.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with the Consolidated Financial Statements and notes thereto appearing elsewhere in this report.

This Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the captions "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate", "believe", "expect", "intend", "may", "might", "plan", "estimate", "project", "should", "will", "result" and similar expressions relate solely to historical matters are intended to identify forward-looking statements. These statements are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, or projected. We caution you that, while forward-looking statements reflect our good faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate);

risks associated with the availability and terms of construction and mortgage financing and the use of debt to fund acquisitions and developments;

demand for apartments and commercial properties in the Company's markets and the effect on occupancy and rental rates;

the Company's ability to obtain financing, enter into joint venture arrangements in relation to or self-fund the development or acquisition of properties;

risks associated with the timing and amount of property sales and the resulting gains/losses associated with such sales;

failure to manage effectively our growth and expansion into new markets or to integrate acquisitions successfully;

risks and uncertainties affecting property development and construction (including, without limitation, construction delays, cost overruns, inability to obtain necessary permits and public opposition to such activities);

risks associated with downturns in the national and local economies, increases in interest rates, and volatility in the securities markets;

costs of compliance with the Americans with Disabilities Act and other similar laws and regulations;

potential liability for uninsured losses and environmental contamination;

risks associated with our dependence on key personnel whose continued service is not guaranteed; and

the other risk factors identified in this Form 10-Q, including those described under the caption "Risk Factors."

The risks included here are not exhaustive. Some of the risks and uncertainties that may cause our actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements, include among others, the factors listed and described at Part I, Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K, which investors should review. There have been no changes from the risk factors previously described in the Company's Form 10-K for the fiscal year ended December 31, 2017.

Other sections of this report may also include suggested factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time-to-time and it is not possible for management to predict all such matters; nor can we assess the impact of all such matters on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as prediction of actual results. Investors should also refer to our quarterly reports on Form 10-Q for future periods and to other materials we may furnish to the public from time-to-time through Forms 8-K or otherwise as we file them with the SEC.

## Overview

We are an externally advised and managed real estate investment company that owns a diverse portfolio of income-producing properties and land held for development. Our portfolio of income-producing properties includes residential apartment communities, office buildings and other commercial properties. Our investment strategy includes acquiring existing income-producing properties, as well as developing new properties on land already owned or acquired for a specific development project. We acquire land primarily in urban in-fill locations or high-growth suburban markets. We are an active buyer and seller of real estate. During the nine months ended September 30, 2018, we sold 112.2 acres of land for a total sales price of \$7.2 million, a golf course comprising approximately 96 acres for \$2.3 million and sold six income-producing properties for an aggregate purchase price of \$8.5 million, out of which, \$2.1 million was received in cash and \$6.4 million in note receivables. In addition, during the quarter just ended, we purchased an 80 unit residential apartment community in Baton Rouge, LA for a total purchase price of \$12 million, paid through a seller's financing note of \$1.9 million, issuance of a note payable of \$8.6 million, and by exercising an option to purchase of \$1.5 million paid in the previous year.

As of September 30, 2018, we owned 8,494 units in forty-eight residential apartment communities, and seven commercial properties comprising approximately 1.7 million rentable square feet. In addition, we own approximately 3,218 acres of land held for development. The Company currently owns income-producing properties and land in ten states.

We finance our acquisitions primarily through operating cash flow, proceeds from the sale of land and income-producing properties and debt financing primarily in the form of property-specific first-lien mortgage loans from commercial banks and institutional lenders. We finance our development projects principally with variable interest rate construction loans that are converted to long-term, fixed rate amortizing mortgages when the development project is completed and occupancy has been stabilized. We will, from time to time, also enter into partnerships with various investors to acquire income-producing properties or land and to sell interests in certain of our wholly owned properties. When we sell assets, we may carry a portion of the sales price generally in the form of a short-term, interest bearing seller-financed note receivable. We generate operating revenues primarily by leasing apartment units to residents and leasing office, retail and industrial space to commercial tenants. We have no employees.

We have historically engaged in and may continue to engage in certain business transactions with related parties, including, but not limited to, asset acquisition and dispositions. Transactions involving related parties cannot be presumed to be carried out on an arm's length basis due to the absence of free market forces that naturally exist in business dealings between two or more unrelated entities. Related party transactions may not always be favorable to our business and may include terms, conditions and agreements that are not necessarily beneficial to or in our best interest.

Pillar Income Asset Management, Inc. (“Pillar”) is the Company’s external Advisor and Cash Manager. Although the Board of Directors is directly responsible for managing the affairs of ARL, and for setting the policies which guide it, the day-to-day operations of ARL are performed by Pillar, as the contractual Advisor, under the supervision of the Board. Pillar’s duties include, but are not limited to, locating, evaluating and recommending real estate and real estate-related investment opportunities and arranging debt and equity financing for the Company with third party lenders and investors. Additionally, Pillar serves as a consultant to the Board with regard to their decisions in connection with ARL’s business plan and investment policy. Pillar also serves as an Advisor and Cash Manager to TCI and IOR.

Regis Realty Prime, LLC (“Regis”) manages our commercial properties and provides brokerage services. ARL engages third-party companies to lease and manage its apartment properties.

### **Critical Accounting Policies**

We present our Consolidated Financial Statements in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”). The FASB Accounting Standards Codification (“ASC”) is the single source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP.

The accompanying Consolidated Financial Statements include our accounts, our subsidiaries, generally all of which are wholly-owned, and all entities in which we have a controlling interest. Arrangements that are not controlled through voting or similar rights are accounted for as a Variable Interest Entity (“VIE”), in accordance with the provisions and guidance of ASC Topic 810 “Consolidation”, whereby we have determined that we are a primary beneficiary of the VIE and meet certain criteria of a sole general partner or managing member as identified in accordance with Emerging Issues Task Force (“EITF”) Issue 04-5, Investor’s Accounting for an Investment in a Limited Partnership when the Investor is the Sole General Partner and the Limited Partners have Certain Rights (“EITF 04-5”). VIEs are generally entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders as a group lack adequate decision making ability, the obligation to absorb expected losses or residual returns of the entity, or have voting rights that are not proportional to their economic interests. The primary beneficiary generally is the entity that provides financial support and bears a majority of the financial risks, authorizes certain capital transactions, or makes operating decisions that materially affect the entity’s financial results. All significant intercompany balances and transactions have been eliminated in consolidation.

In determining whether we are the primary beneficiary of a VIE, we consider qualitative and quantitative factors, including, but not limited to: the amount and characteristics of our investment; the obligation or likelihood for us or other investors to provide financial support; our and the other investors' ability to control or significantly influence key decisions for the VIE; and the similarity with and significance to the business activities of us and the other investors. Significant judgments related to these determinations include estimates about the current future fair values and performance of real estate held by these VIEs and general market conditions.

For entities in which we have less than a controlling financial interest or entities where we are not deemed to be the primary beneficiary, the entities are accounted for using the equity method of accounting. Accordingly, our share of the net earnings or losses of these entities are included in consolidated net income. Our investment in Gruppa Fiorentina, LLC is accounted for under the equity method.

## **Real Estate**

Upon acquisitions of real estate, we assess the fair value of acquired tangible and intangible assets, including land, buildings, tenant improvements, "above-market" and "below-market" leases, origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities in accordance with ASC Topic 805 "Business Combinations", and allocate the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings at replacement cost.

We assess and consider fair value based on estimated cash flow projections that utilize appropriate discount and/or capitalization rates, as well as available market information. Estimates of future cash flows are based on a number of factors including, the historical operating results, known and anticipated trends, and market and economic conditions. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. We also consider an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenants' credit quality and expectations of lease renewals. Based on our acquisitions to date, our allocation to customer relationship intangible assets has been immaterial.

A variety of costs are incurred in the acquisition, development and leasing of properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project is substantially complete and capitalization must cease involves a degree of judgment. Our capitalization policy on development properties is guided by ASC Topic 835-20 "Interest – Capitalization of Interest" and ASC Topic 970 "Real Estate - General". The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We cease capitalization when a building is considered substantially



complete and ready for its intended use, but no later than one year from the cessation of major construction activity.

### **Depreciation and Impairment**

Real estate is stated at depreciated cost. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. Costs directly related to the development of properties are capitalized. Capitalized development costs include interest, property taxes, insurance, and other project costs incurred during the period of development.

Management reviews its long-lived assets used in operations for impairment when there is an event or change in circumstances that indicates impairment in value. An impairment loss is recognized if the carrying amount of its assets is not recoverable and exceeds its fair value. If such impairment is present, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods.

### **Investments in Unconsolidated Real Estate Ventures**

Except for ownership interests in variable interest entities, we account for our investments in unconsolidated real estate ventures under the equity method of accounting because we exercise significant influence over, but do not control, these entities. These investments are recorded initially at cost, as investments in unconsolidated real estate ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated real estate ventures over the life of the related asset. Under the equity method of accounting, our net equity is reflected within the Consolidated Balance Sheets, and our share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses; however, our recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain investment return thresholds. For ownership interests in variable interest entities, we consolidate those in which we are the primary beneficiary.

### **Recognition of Rental Income**

Rental income for commercial property leases is recognized on a straight-line basis over the respective lease terms. On our Consolidated Balance Sheets, we include as a receivable the excess of rental income recognized over rental payments actually received pursuant to the terms of the individual commercial lease agreements.



Reimbursements of operating costs, as allowed under most of our commercial tenant leases, consist of amounts due from tenants for common area maintenance, real estate taxes and other recoverable costs, and are recognized as revenue in the period in which the recoverable expenses are incurred. We record these reimbursements on a “gross” basis, since we generally are the primary obligor with respect to purchasing goods and services from third-party suppliers, have discretion in selecting the supplier and have the credit risk with respect to paying the supplier.

Rental income for residential property leases is recorded when due from residents and is recognized monthly as earned, which is not materially different than on a straight-line basis as lease terms are generally for periods of one year or less. An allowance for doubtful accounts is recorded for all past due rents and operating expense reimbursements considered to be uncollectible.

#### **Revenue Recognition on the Sale of Real Estate**

Sales and the associated gains or losses of real estate are recognized in accordance with the provisions of ASC Topic 360-20, “Property, Plant and Equipment – Real Estate Sale”. The specific timing of a sale is measured against various criteria in ASC 360-20 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the properties. If the sales criteria for the full accrual method are not met, we defer some or all of the gain recognition and account for the continued operations of the property by applying the finance, leasing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

#### **Non-Performing Notes Receivable**

We consider a note receivable to be non-performing when the maturity date has passed without principal repayment and the borrower is not making interest payments in accordance with the terms of the agreement.

#### **Interest Recognition on Notes Receivable**

We record interest income as earned in accordance with the terms of the related loan agreements.

#### **Allowance for Estimated Losses**

We assess the collectability of notes receivable on a periodic basis, of which the assessment consists primarily of an evaluation of cash flow projections of the borrower to determine whether estimated cash flows are sufficient to repay principal and interest in accordance with the contractual terms of the note. We recognize impairments on notes receivable when it is probable that principal and interest will not be received in accordance with the contractual terms of the loan. The amount of the impairment to be recognized generally is based on the fair value of the partnership's real estate that represents the primary source of loan repayment. See Note 3 "Notes and Interest Receivable" for details on our notes receivable.

### **Fair Value of Financial Instruments**

We apply the guidance in ASC Topic 820, "Fair Value Measurements and Disclosures", to the valuation of real estate assets. These provisions define fair value as the price that would be received to sell an asset or paid to transfer a liability in a transaction between market participants at the measurement date, establish a hierarchy that prioritizes the information used in developing fair value estimates and require disclosure of fair value measurements by level within the fair value hierarchy. The hierarchy gives the highest priority to quoted prices in active markets (Level 1 measurements) and the lowest priority to unobservable data (Level 3 measurements), such as the reporting entity's own data.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and includes three levels defined as follows:

Level 1 - Unadjusted quoted prices for identical and unrestricted assets or liabilities in active markets.

Level 2 - Quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

### **Related Parties**

We apply ASC Topic 805, "Business Combinations", to evaluate business relationships. Related parties are persons or entities who have one or more of the following characteristics, which include entities for which investments in their equity securities would be required, trust for the benefit of persons including principal owners of the entities and members of their immediate families, management personnel of the entity and members of their immediate families

and other parties with which the entity may deal if one party controls or can significantly influence the decision making of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests, or affiliates of the entity.

## Results of Operations

The discussion of our results of operations is based on management's review of operations, which is based on our operating segments. Our operating segments consist of apartments, commercial properties, hotels, land and other. For discussion purposes, we break these segments down into the following sub-categories; same property portfolio, acquired properties and developed properties in the lease-up phase. The same property portfolio consists of properties that were held by us for the entire period for both years being compared. The acquired property portfolio consists of properties that we acquired but have not been held for the entire period for both periods being compared. Developed properties in the lease-up phase consist of completed projects that are being leased up. As we complete each phase of the project, we lease-up that phase and include those revenues in our continuing operations. Once a developed property becomes leased up and is held the entire period for both periods under comparison, it is considered to be included in the same property portfolio.

Prior to January 1, 2015, the operating results of real estate assets held for sale and sold were reported as discontinued operations in the accompanying Consolidated Statements of Operations. Income from discontinued operations includes the revenues and expenses, including depreciation and interest expense, associated with the assets. The Company adopted ASU 2014-08, effective January 1, 2015, which substantially changed the criteria for determining whether a disposition qualifies for discontinued operations presentation. As a result, we had no dispositions that met the criteria for discontinued operations during the nine months ending September 30, 2018.

The following discussion is based on our Consolidated Statements of Operations for the three and nine months ended September 30, 2018 and 2017, as included in Part I, Item 1. "Financial Statements" of this report. At September 30, 2018 and 2017, we owned or had interests in a portfolio of fifty eight and fifty five income-producing properties, respectively.

***Comparison of the three months ended September 30, 2018 to the same period ended 2017:***

For the three months ended September 30, 2018, we reported net income applicable to common shares of \$20.1 million or \$1.26 income per diluted share, as compared to net income applicable to common shares of \$9.1 million or \$0.59 earnings per diluted share for the same period in 2017.

**Revenues**

Rental and other property revenues were \$33.5 million for the three months ended September 30, 2018. This represents an increase of \$1.6 million compared to revenues in the same period in 2017 of \$31.8 million. The increase is driven primarily by an increase in revenues of \$2.0 million from our apartment operating segment, offset by a decrease of \$0.2 million from our commercial segment, and \$0.2 million from our land segment.

**Expense**

Property operating expenses were \$15.9 million for the three months ended September 30, 2018. This represents an increase of \$0.5 million compared to property operating expenses in the same period in 2017 of \$15.4 million. This increase is driven primarily by an increase in property operating expenses in the apartment portfolio of \$0.3 million and in the commercial portfolio of \$0.2 million.

Depreciation and amortization expense was \$6.9 million for the three months ended September 30, 2018, as compared to \$6.4 million in the same period of 2017. This increase was due primarily to the growth in our apartment portfolio which resulted in a \$0.3 million increase in the expense year over year.

General and Administrative expenses was \$2.1 million for the three months ended September 30, 2018. This represents an increase of \$0.3 million compared to general and administrative expenses in the same period in 2017 of \$1.8 million. The increase is primarily due to \$1.8 million of transaction costs.

**Other income (expense)**

Other income was \$18.8 million for the three months ended September 30, 2018. This represents an increase of \$18.6 million compared to other expenses in the same period in 2017 of \$0.2 million. The increase is primarily the result of a \$17.6 million gain recognized in September 2018 for deferred income associated with the sale of assets.

Mortgage and loan interest expense was \$17.4 million for the three months ended September 30, 2018. This represents an increase of \$1.7 million compared to mortgage and loan interest expense in the same period in 2017 of \$15.7 million. The change by segment represents an increase in the other portfolio of \$3.9 million and in the commercial portfolio of \$0.5 million, offset by decreases in the land portfolio of \$9.9 million and in the apartment portfolio of \$3.8 million.

Foreign currency transaction was a loss of \$1.3 million for the three months ended September 30, 2018. This represents a decrease of \$3.2 million compared to foreign currency transaction gain for the same period in 2017 of \$1.9 million. The increase is the result of a gain in foreign currency exchange as a result of the favorable exchange rate between the Israel Shekels and the U.S. Dollar related to our Bond program.

There was no sale of income-producing properties during the three months ended September 30, 2018. For the same period in 2017, we recognized a gain on sale of income-producing properties of \$12.8 million as a result of a deferred gain from property sales of two apartment communities.

***Comparison of the nine months ended September 30, 2018 to the same period ended 2017:***

For the nine months ended September 30, 2018, we reported net income applicable to common shares of \$24.9 million or \$1.56 income per diluted share compared to net loss applicable to common shares of \$8.1 million or \$.52 loss per diluted share for the same period in 2017.

**Revenues**

Rental and other property revenues were \$96.1 million for the nine months ended September 30, 2018. This represents an increase of approximately \$0.9 million compared to rental and other operating revenues in the same period in 2017 of \$95.2 million. The change by segment is due to a decrease in revenues of \$3.0 million in the commercial portfolio, offset by an increase in revenues of \$4.1 million in the apartment portfolio.

**Expense**

Property operating expenses were \$45.9 million for the nine months ended September 30, 2018. This represents a decrease of \$1.2 million compared to property and operating expenses in the same period in 2017 of \$47.1 million. This change is due to decreases in property operating expenses of \$2.1 million in our commercial portfolio, and \$0.3 million in our land and other portfolio operating segments, respectively, offset by an increase of \$1.5 million in our apartment portfolio operating segment.

Depreciation and amortization expense was \$19.8 million for the nine months ended September 30, 2018, an increase of \$0.7 million, as compared to depreciation and amortization expense in the same period in 2017 of \$19.1 million. The increase was driven primarily by an increase of \$0.6 million in depreciation expense in our apartment portfolio segment.

General and Administrative expense was \$7.4 million for the nine months ended September 30, 2018. This represents an increase of \$1.6 million compared to general and administrative expense in the same period in 2017 of \$5.8 million. The increase is due to an increase in expense reimbursements paid to our advisor of approximately \$1.3 million and a \$1.8 million of transaction costs.

**Other income (expense)**

Other income was \$28.2 million for the nine months ended September 30, 2018. This represents an increase of \$26.7 million compared to other income in the same period in 2017 of \$1.5 million. The increase is primarily the result of a \$17.6 million gain recognized in September 2018 for deferred income associated with the sale of assets.

Mortgage and loan interest expense was \$49.1 million for the nine months ended September 30, 2018. This represents a decrease of approximately \$0.8 million compared to mortgage and loan interest expense in the same period in 2017 of \$49.9 million. The change by segment was a decrease in the apartment portfolio of \$0.4 million and land portfolio of \$1.1 million, offset by an increase of \$0.7 million in the other portfolio.





Foreign currency transaction was a gain of \$6.4 million for the nine months ended September 30, 2018. This represents an increase of \$8.2 million compared to foreign currency transaction loss in the same period in 2017 of \$1.8 million. The increase is the result of a gain in foreign currency exchange as a result of the favorable exchange rate between the Israel Shekels and the U.S. Dollar related to our Bond program.

Gain on land sales increased for the nine months ended September 30, 2018, compared to the same period in 2017. For the nine months ended September 30, 2018 we sold 62 acres of land for a sales price of \$38.5 million and recorded a gain of \$13.6 million. For the same period in 2017, we recorded a gain on land sales of \$1 million on the sale of 14.2 acres of land for a total sales price of \$2.4 million. In addition, during the nine months ended September 30, 2018, we sold six income-producing properties and a golf course for total sales price of approximately \$10.8 million and recorded no gain or loss on the sale. For the same period in 2017, we recorded a gain of \$12.8 million on the sale of income-producing properties from the sale of two apartment properties.

### **Liquidity and Capital Resources**

#### **Our principal liquidity needs are:**

fund normal recurring expenses;

meet debt service and principal repayment obligations including balloon payments on maturing debt;

fund capital expenditures, including tenant improvements and leasing costs;

fund development costs not covered under construction loans; and

fund possible property acquisitions.

#### **Our principal sources of cash have been and will continue to be:**

property operations;

proceeds from land and income-producing property sales;

collection of mortgage notes receivable;

collection of receivables from related party companies;

refinancing of existing debt; and

additional borrowing, including mortgage notes, mezzanine financing and lines of credit.

We draw on multiple financing sources to fund our long-term capital needs. We generally fund our development projects with construction loans. Management anticipates that our available cash from property operations may not be sufficient to meet all of our cash requirements. Management intends to selectively sell land and income-producing assets, refinance or extend real estate debt and seek additional borrowing secured by real estate to meet its liquidity requirements. Although the past cannot predict the future, historically, management has been successful at extending a portion of our current maturity obligations and selling assets as necessary to meet current obligations.

## Cash Flow Summary

The following summary discussion of our cash flows is based on the statements of cash flows as presented in Part I Item 1. “Financial Statements” and is not meant to be an all-inclusive discussion of the changes in our cash flow (dollars in thousands):

|   | September 30, |            | Incr       |
|---|---------------|------------|------------|
|   | 2018          | 2017       | /(Decr)    |
| Net cash (used in) operating activities   | \$(11,215)    | \$(19,109) | \$7,894    |
| Net cash used in investing activities     | \$(71,916)    | \$(33,817) | \$(38,099) |
| Net cash provided by financing activities | \$91,031      | \$97,937   | \$(6,906 ) |

Our primary use of cash for operations is daily operating costs, general and administrative expenses, advisory fees, and land holding costs. Our primary source of cash from operating activities is from rental income on properties. In addition, we have a related party account in which excess cash is transferred to or from.

Our primary cash outlays for investing activities are for construction and development, acquisition of land and income-producing properties, and capital improvements to existing properties. During the nine months ended September 30, 2018, we advanced \$14.6 million toward various notes receivable and \$66.6 million for development of new properties. For the same period a year ago we advanced \$10.7 million in notes receivable, and invested \$41.5 million in construction and development of new properties.

Our primary sources of cash from investing activities are from the proceeds on the sale of land and income-producing properties. During the nine months ended September 30, 2018, we received aggregate sales proceeds of \$3.7 million from the sale of 112.2 acres of land with recorded total gain of \$1.3 million from the sale. In addition, we received aggregate sale proceeds of \$2.7 million from the sale of six income producing properties and a golf course. During the nine months ended September 30, 2017, we sold 14.6 acres of land and received \$2.4 million in cash proceeds on the sale and collected payments on notes receivables of approximately \$32.7 million.

Our primary sources of cash from financing activities are from proceeds on notes payables either through refinancing our existing loans or by obtaining new financing. Our primary cash outlays are for recurring debt payments and payments on maturing notes payable. The increase in cash flow from financing activities is primarily due to \$59.2 million of proceeds received from the sale of nonconvertible Series B Bonds by Southern Properties Capital LTD, a British Virgin Islands corporation (“Southern”), which is an indirect subsidiary of TCI as compared to \$106.6 million generated from the sale of Series A Bonds during the same period a year ago.

### **Environmental Matters**

Under various federal, state and local environmental laws, ordinances and regulations, we may be potentially liable for removal or remediation costs, as well as certain other potential costs relating to hazardous or toxic substances (including governmental fines and injuries to persons and property) where property-level managers have arranged for the removal, disposal or treatment of hazardous or toxic substances. In addition, certain environmental laws impose liability for release of asbestos-containing materials into the air, and third parties may seek recovery for personal injury associated with such materials.

Management is not aware of any environmental liability relating to the above matters that would have a material adverse effect on our business, assets or results of operations.

### **Inflation**

The effects of inflation on our operations are not quantifiable. Revenues from property operations tend to fluctuate proportionately with inflationary increases and decreases in real estate costs. Fluctuations in the rate of inflation also affect the sales values of properties and the ultimate gains to be realized from property sales. To the extent that inflation affects interest rates, earnings from short-term investments and the cost of new financings as well as the cost of variable interest rate debt will be affected.

### **Tax Matters**

ARL is a member of the May Realty Holdings, Inc., (“MRHI”) consolidated group for federal income tax reporting. There is a tax sharing and compensating agreement between ARL, Income Opportunities Realty Investors, Inc. (“IOR”), and Transcontinental Realty Investors, Inc. (“TCI”).

Financial statement income varies from taxable income principally due to the accounting for income and losses of investees, gains and losses from asset sales, depreciation on owned properties, amortization of discounts on notes receivable and payable and the difference in the allowance for estimated losses. ARL had a taxable loss for federal income tax purposes for the first nine months of 2018, and taxable losses in 2017 and 2016; however, due to activities in IOR, \$792,000 in income tax expense has been booked.

At September 30, 2018, ARL had a net deferred tax asset of approximately \$50 million due to tax deductions available to it in future years. However, management is in the process of reviewing the 100% valuation allowance against its deferred tax assets in light of potential developments. Currently, management has kept the valuation allowance against its deferred tax assets for the nine months ending September 30, 2018, but this may change as management reevaluates future events.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS**

We may be exposed to interest rate changes primarily as a result of long-term debt used to acquire properties and make loans and other permitted investments. Our management's objectives, with regard to interest rate risks, are to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, we will borrow primarily at fixed rates or variable rates with the lowest margins available and in some cases, with the ability to convert variable rates to fixed rates. Of our \$971.3 million in notes payable at September 30, 2018, \$65.1 million represented debt subject to variable interest rates. If our variable interest rates increased 100 basis points, we estimate that total annual interest cost, including interest expensed and interest capitalized, would increase by \$0.65 million, and would result in an increase of \$0.04 in our loss per share.

At September 30, 2018, the Company's weighted average borrowing rate was 6.63%. Our variable rate exposure is mitigated through the ability to secure long-term fixed rate HUD financing on the residential apartment complexes.

#### **ITEM 4. CONTROLS AND PROCEDURES**

As indicated in the certifications in Exhibit 31 of this report, the Company's Principal Executive Officer and Principal Financial Officer have evaluated the Company's disclosure controls and procedures as of September 30, 2018. Based on that evaluation, these officers have concluded that the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosures and are effective in ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There were no changes during the Company's last fiscal quarter that materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

#### **PART II. OTHER INFORMATION**

#### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On September 1, 2000, the Board of Directors approved a share repurchase program authorizing the repurchase of up to a total of 1,000,000 shares of ARL common stock. This repurchase program has no termination date. In August 2010, the Board of Directors approved an increase in the share repurchase program for up to an additional 250,000 shares of Common Stock which results in a total authorization under the repurchase program for up to 1,250,000 shares. There were no shares purchased under this program during the nine months ended September 30, 2018. As of September 30, 2018, 986,750 shares have been purchased and 263,250 shares may be purchased under the program.

## ITEM 6. EXHIBITS

The following exhibits are filed herewith or incorporated by reference as indicated below:

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| <u>3.0</u>            | Certificate of Restatement of Articles of Incorporation of American Realty Investors, Inc. dated August 3, 2000 (incorporated by reference to Exhibit 3.0 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000).  |
| <u>3.1</u>            | Certificate of Correction of Restated Articles of Incorporation of American Realty Investors, Inc. dated August 29, 2000 (incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q dated September 30, 2000).   |
| <u>3.2</u>            | Articles of Amendment to the Restated Articles of Incorporation of American Realty Investors, Inc. decreasing the number of authorized shares of and eliminating Series B Cumulative Convertible Preferred Stock dated August 23, 2003 (incorporated by reference to Exhibit 3.3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).                       |
| <u>3.3</u>            | Articles of Amendment to the Restated Articles of Incorporation of American Realty Investors, Inc., decreasing the number of authorized shares of and eliminating Series I Cumulative Preferred Stock dated October 1, 2003 (incorporated by reference to Exhibit 3.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).                                  |
| <u>3.4</u>            | Bylaws of American Realty Investors, Inc. (incorporated by reference to Exhibit 3.2 to Registrant's Registration Statement on Form S-4 filed December 30, 1999).  |
| <u>4.1</u>            | Certificate of Designations, Preferences and Relative Participating or Optional or Other Special Rights, and Qualifications, Limitations or Restrictions Thereof of Series F Redeemable Preferred Stock of American Realty Investors, Inc., dated June 11, 2001 (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001). |
| <u>4.2</u>            | Certificate of Withdrawal of Preferred Stock, Decreasing the Number of Authorized Shares of and Eliminating Series F Redeemable Preferred Stock, dated June 18, 2002 (incorporated by reference to Exhibit 3.0 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002).  |
| <u>4.3</u>            | Certificate of Designation, Preferences and Rights of the Series I Cumulative Preferred Stock of American Realty Investors, Inc., dated February 3, 2003 (incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002).  |
| <u>4.4</u>            | Certificate of Designation for Nevada Profit Corporations designating the Series J 8% Cumulative Convertible Preferred Stock as filed with the Secretary of State of Nevada on March 16, 2006 (incorporated by reference to Registrant's current report on Form 8-K for event of March 16, 2006).   |

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Certificate of Designation for Nevada Profit Corporation designating the Series K Convertible Preferred Stock as filed with the Secretary of State of Nevada on May 6, 2013 (incorporated by reference to Registrant's current report on form 8-K for event of May 7, 2013).

4.5

10.1

Advisory Agreement between American Realty Investors, Inc. and Pillar Income Asset Management, Inc., dated April 30, 2011 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, dated May 2, 2011).

10.2

Second Amendment to Modification of Stipulation of Settlement dated October 17, 2001 (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-4, dated February 24, 2002).

31.1\*

Certification by the Principal Executive Officer pursuant to Rule 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended.

31.2\*

Certification by the Principal Financial Officer pursuant to Rule 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended.

32.1\*

Certification pursuant to 18 U.S.C. 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\*

Filed herewith.



**SIGNATURE PAGE**

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.

AMERICAN REALTY INVESTORS, INC.

Date: November 14, 2018 By: /s/ Daniel J. Moos  
Daniel J. Moos  
President and Chief Executive Officer  
  
(Principal Executive Officer)

Date: November 14, 2018 By: /s/ Gene S. Bertcher  
Gene S. Bertcher  
Executive Vice President and Chief Financial Officer  
  
(Principal Financial Officer)