

PREFERRED APARTMENT COMMUNITIES INC  
Form 10-Q  
August 10, 2015

---

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

---

FORM 10-Q

---

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

For the quarterly period ended June 30, 2015

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 No. 001-34995

---

Preferred Apartment Communities, Inc.  
(Exact name of registrant as specified in its charter)

---

Maryland 27-1712193  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
3284 Northside Parkway NW, Suite 150, Atlanta, GA 30327  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (770) 818-4100

---

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

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

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

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

The number of shares outstanding of the registrant's Common Stock, as of August 7, 2015 was 22,297,002.

---

INDEX

	Page No.
<b>PART I - FINANCIAL INFORMATION</b>	
Item 1. Financial Statements	
<u>Consolidated Balance Sheets (unaudited) – as of June 30, 2015 and December 31, 2014</u>	1
<u>Consolidated Statements of Operations (unaudited) – Three and Six Months Ended June 30, 2015, and 2014</u>	2
<u>Consolidated Statements of Stockholders' Equity (unaudited) – Six Months Ended June 30, 2015 and 2014</u>	3
<u>Consolidated Statements of Cash Flows (unaudited) – Six Months Ended June 30, 2015 and 2014</u>	4
<u>Notes to Consolidated Financial Statements (unaudited)</u>	6
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	34
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	61
Item 4. <u>Controls and Procedures</u>	61
<b><u>PART II - OTHER INFORMATION</u></b>	
Item 1. Legal Proceedings	63
Item 1A Risk Factors	63
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	63
Item 3. Defaults Upon Senior Securities	63
Item 4. Mine Safety Disclosures	63
Item 5. Other Information	63
Item 6. Exhibits	63
SIGNATURES	64
EXHIBIT INDEX	65

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Consolidated Balance Sheets  
(Unaudited)

	June 30, 2015	December 31, 2014
Assets		
Real estate		
Land	\$ 101,459,935	\$ 79,272,457
Building and improvements	530,717,376	377,030,987
Tenant improvements	3,233,074	3,240,784
Furniture, fixtures, and equipment	66,774,203	36,864,668
Construction in progress	1,119,925	66,647
Gross real estate	703,304,513	496,475,543
Less: accumulated depreciation	(37,878,154)	(26,388,066)
Net real estate	665,426,359	470,087,477
Real estate loans, net of deferred fee income (\$23,500,682 and \$20,313,722 carried at fair value)	131,930,572	128,306,697
Real estate loans to related parties, net	38,851,014	24,924,976
Total real estate and real estate loans, net	836,207,945	623,319,150
Cash and cash equivalents		
Restricted cash	6,868,542	3,113,270
Notes receivable	7,538,851	4,707,865
Note receivable and revolving line of credit from related party	7,702,675	14,543,638
Accrued interest receivable on real estate loans	16,991,074	14,153,922
Acquired intangible assets, net of amortization of \$21,187,383 and \$17,030,176	8,935,008	8,038,447
Deferred loan costs for revolving line of credit, net of amortization of \$705,903 and \$624,742	12,268,938	12,702,980
Deferred offering costs	95,060	79,563
Tenant receivables (net of allowance of \$256,080 and \$103,452) and other assets	6,488,692	6,333,763
	5,961,019	4,390,309
Total assets	\$ 909,057,804	\$ 691,382,907
Liabilities and equity		
Liabilities		
Mortgage notes payable, principal amount	\$ 490,673,181	\$ 354,418,668
Less: deferred loan costs, net of amortization of \$1,333,315 and \$810,336	(6,223,289)	(5,027,505)
Mortgage notes payable, net of deferred loan costs	484,449,892	349,391,163
Revolving line of credit	—	24,500,000
Real estate loan participation obligation	11,954,879	7,990,798
Accounts payable and accrued expenses	8,419,564	4,941,703
Accrued interest payable	1,166,895	1,116,750
Dividends and partnership distributions payable	5,542,250	4,623,246
Acquired below market lease intangibles, net of amortization of \$1,030,291 and \$660,259	5,511,501	5,935,931

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Security deposits and other liabilities	1,819,960	1,301,442
Total liabilities	518,864,941	399,801,033
Commitments and contingencies (Note 12)		
Equity		
Stockholders' equity		
Series A Redeemable Preferred Stock, \$0.01 par value per share; 1,050,000 shares authorized;		
314,235 and 193,334 shares issued; 312,308 and 192,846 shares outstanding at June 30, 2015 and December 31, 2014, respectively		
	3,123	1,928
Common Stock, \$0.01 par value per share; 400,066,666 shares authorized; 22,276,924 and		
21,403,987 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively		
	222,769	214,039
Additional paid in capital	399,690,049	300,576,349
Accumulated deficit	(11,636,522	) (11,297,852 )
Total stockholders' equity	388,279,419	289,494,464
Non-controlling interest	1,913,444	2,087,410
Total equity	390,192,863	291,581,874
Total liabilities and equity	\$ 909,057,804	\$ 691,382,907

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

1

---

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Consolidated Statements of Operations  
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Revenues:				
Rental revenues	\$ 14,720,482	\$ 6,044,732	\$ 27,861,602	\$ 11,914,023
Other property revenues	2,157,800	760,666	4,127,567	1,405,708
Interest income on loans and notes receivable	5,582,871	4,492,153	10,457,957	8,785,595
Interest income from related party	1,627,674	767,639	2,986,216	1,199,946
Total revenues	24,088,827	12,065,190	45,433,342	23,305,272
Operating expenses:				
Property operating and maintenance	2,545,578	960,985	4,624,937	1,873,534
Property salary and benefits reimbursement to related party	1,308,832	609,104	2,426,405	1,234,365
Property management fees (including \$563,567, \$262,674, \$1,043,618 and \$520,795 to related parties)	655,139	268,674	1,225,545	530,795
Real estate taxes	2,327,472	730,264	4,404,149	1,389,313
General and administrative	463,298	232,765	921,502	421,604
Equity compensation to directors and executives	577,543	445,924	1,167,851	890,146
Depreciation and amortization	7,927,849	3,296,780	15,873,277	5,605,306
Acquisition and pursuit costs (including \$37,636, \$0, \$84,641 and \$0 to related party)	669,342	162,364	1,092,934	350,395
Acquisition fees to related parties	1,098,471	—	1,858,771	57,268
Asset management fees to related party	1,570,956	731,521	2,921,846	1,420,270
Insurance, professional fees and other expenses	644,202	417,939	1,349,754	811,914
Total operating expenses	19,788,682	7,856,320	37,866,971	14,584,910
Asset management and general and administrative expense fees deferred	(809,159 )	—	(1,155,119 )	—
Net operating expenses	18,979,523	7,856,320	36,711,852	14,584,910
Operating income	5,109,304	4,208,870	8,721,490	8,720,362
Interest expense	4,688,468	1,784,398	9,065,583	3,500,049
Net income (loss)	420,836	2,424,472	(344,093 )	5,220,313
Consolidated net (income) loss attributable to non-controlling interests	(4,276 )	(20,366 )	5,423	(59,228 )
Net income (loss) attributable to the Company	416,560	2,404,106	(338,670 )	5,161,085
Dividends declared to Series A preferred stockholders	(4,090,557 )	(1,600,779 )	(7,263,454 )	(3,021,315 )
Earnings attributable to unvested restricted stock	(5,424 )	(6,274 )	(12,287 )	(10,952 )
Net (loss) income attributable to common stockholders	\$(3,679,421 )	\$ 797,053	\$(7,614,411 )	\$ 2,128,818

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Net (loss) income per share of Common Stock available to common stockholders, basic and diluted	\$ (0.17	) \$ 0.05	\$ (0.35	) \$ 0.13
Dividends per share declared on Common Stock	\$ 0.18	\$ 0.16	\$ 0.355	\$ 0.32
Weighted average number of shares of Common Stock outstanding:				
Basic	22,215,663	16,287,354	22,015,928	15,804,766
Diluted	22,215,663	16,421,351	22,015,928	15,915,384

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

2

---

Preferred Apartment Communities, Inc.  
Consolidated Statements of Stockholders' Equity  
For the six months ended June 30, 2015 and 2014  
(Unaudited)

	Series A Redeemable Preferred Stock	Common Stock	Additional Paid in Capital	Accumulated (Deficit)	Total Stockholders' Equity	Non-Controlling Interest	Total Equity
Balance at January 1, 2014	\$893	\$152,945	\$177,824,720	\$(13,391,341)	\$164,587,217	\$1,465,502	\$166,052,719
Issuance of Units	260	—	25,956,181	—	25,956,441	—	25,956,441
Redemptions of Series A Preferred Stock	(1 )	59	(22,614 )	—	(22,556 )	—	(22,556 )
Issuance of Common Stock	—	12,004	9,799,661	—	9,811,665	—	9,811,665
Syndication and offering costs	—	—	(3,289,788 )	—	(3,289,788 )	—	(3,289,788 )
Equity compensation to executives and directors	—	22	157,325	—	157,347	—	157,347
Vesting of restricted stock	—	293	(293 )	—	—	—	—
Conversion of Class A Units to Common Stock	—	1,040	565,158	—	566,198	(566,198 )	—
Current period amortization of Class B Units	—	—	—	—	—	732,798	732,798
Net income	—	—	—	5,161,085	5,161,085	59,228	5,220,313
Reallocation adjustment to non-controlling interests	—	—	273,394	—	273,394	(273,394 )	—
Distributions to non-controlling interests	—	—	—	—	—	(58,060 )	(58,060 )
Dividends to series A preferred stockholders (\$5.00 per share per month)	—	—	(3,021,315 )	—	(3,021,315 )	—	(3,021,315 )
Dividends to common stockholders (\$0.32 per share)	—	—	(5,111,982 )	—	(5,111,982 )	—	(5,111,982 )



Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Balance at June 30, 2014	\$ 1,152	\$ 166,363	\$ 203,130,447	\$(8,230,256 )	\$ 195,067,706	\$ 1,359,876	\$ 196,427,582
Balance at January 1, 2015	\$ 1,928	\$ 214,039	\$ 300,576,349	\$(11,297,852)	\$ 289,494,464	\$ 2,087,410	\$ 291,581,874
Issuance of Units	1,209	—	120,848,968	—	120,850,177	—	120,850,177
Redemptions of Series A Preferred Stock	(14 )	599	(684,636 )	—	(684,051 )	—	(684,051 )
Issuance of Common Stock	—	5,479	5,487,829	—	5,493,308	—	5,493,308
Exercises of warrants	—	1,194	1,134,297	—	1,135,491	—	1,135,491
Syndication and offering costs	—	—	(13,781,636 )	—	(13,781,636 )	—	(13,781,636 )
Equity compensation to executives and directors	—	24	184,530	—	184,554	—	184,554
Vesting of restricted stock	—	392	(392 )	—	—	—	—
Conversion of Class A Units to Common Stock	—	1,042	695,050	—	696,092	(696,092 )	—
Current period amortization of Class B Units	—	—	—	—	—	983,297	983,297
Net loss	—	—	—	(338,670 )	(338,670 )	(5,423 )	(344,093 )
Reallocation adjustment to non-controlling interests	—	—	356,220	—	356,220	(356,220 )	—
Distributions to non-controlling interests	—	—	—	—	—	(99,528 )	(99,528 )
Dividends to series A preferred stockholders (\$5.00 per share per month)	—	—	(7,263,454 )	—	(7,263,454 )	—	(7,263,454 )
Dividends to common stockholders (\$0.355 per share)	—	—	(7,863,076 )	—	(7,863,076 )	—	(7,863,076 )
Balance at June 30, 2015	\$ 3,123	\$ 222,769	\$ 399,690,049	\$(11,636,522)	\$ 388,279,419	\$ 1,913,444	\$ 390,192,863

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



Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Consolidated Statements of Cash Flows  
(Unaudited)

	Six months ended June 30,	
	2015	2014
Operating activities:		
Net (loss) income	\$(344,093 )	\$5,220,313
Reconciliation of net (loss) income to net cash provided by operating activities:		
Depreciation expense	11,507,799	4,631,503
Amortization expense	4,365,478	973,803
Amortization of above and below market leases	(341,328 )	(32,940 )
Deferred fee income amortization	(367,406 )	(592,308 )
Deferred loan cost amortization	700,833	264,300
(Increase) in accrued interest income on real estate loans	(896,557 )	(2,232,532 )
Equity compensation to executives and directors	1,167,851	890,146
Deferred cable income amortization	(9,872 )	(9,138 )
Loss on asset disposal	—	2,804
Changes in operating assets and liabilities:		
Decrease in tenant receivables and other assets	9,405	227,993
Increase in accounts payable and accrued expenses	2,136,764	1,205,655
Increase in accrued interest payable	50,145	40,930
Increase (decrease) in prepaid rents	275,169	(58,842 )
Increase in security deposits and other liabilities	44,055	41,172
Net cash provided by operating activities	18,298,243	10,572,859
Investing activities:		
Investments in real estate loans	(46,515,765 )	(25,201,346 )
Repayments of real estate loans	18,772,024	2,110,609
Notes receivable issued	(3,044,871 )	(6,713,545 )
Notes receivable repaid	9,897,319	1,328,465
Note receivable issued to and draws on line of credit by related party	(8,413,133 )	(7,337,953 )
Repayments of line of credit by related party	5,198,392	1,912,520
Acquisition fees received on real estate loans	1,138,713	687,378
Acquisition fees paid on real estate loans	(569,356 )	(343,689 )
Acquisition fees paid to real estate loan participants	(24,665 )	—
Acquisition of properties	(199,211,216 )	(5,701,393 )
Additions to real estate assets - improvements	(1,656,383 )	(996,571 )
(Payment) refunds of deposits for property acquisitions	(1,288,375 )	4,773
(Increase) in restricted cash	(1,855,932 )	(583,994 )
Net cash used in investing activities	(227,573,248 )	(40,834,746 )
Financing activities:		
Proceeds from mortgage notes payable	137,688,000	13,357,000
Payments for mortgage debt	(1,433,487 )	(13,056,050 )
Payments for deposits and other mortgage loan costs	(1,987,114 )	(701,664 )
Proceeds from real estate loan participants	3,712,031	—
Proceeds from lines of credit	71,900,000	19,283,306
Payments on lines of credit	(96,400,000 )	(11,390,000 )

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Proceeds from Term Loan	32,000,000	—
Repayment of the Term Loan	(32,000,000 )	—
Proceeds from sales of Units, net of offering costs and redemptions	109,370,013	23,342,536
Proceeds from sales of Common Stock	5,381,848	9,513,500
Common Stock dividends paid	(7,548,190 )	(4,905,466 )
Series A Preferred Stock dividends paid	(6,684,424 )	(2,896,958 )
Distributions to non-controlling interests	(74,440 )	(53,670 )
Payments for deferred offering costs	(893,960 )	(1,733,448 )
Net cash provided by financing activities	213,030,277	30,759,086
Net increase in cash and cash equivalents	3,755,272	497,199
Cash and cash equivalents, beginning of period	3,113,270	9,180,431
Cash and cash equivalents, end of period	\$6,868,542	\$9,677,630

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

4

---

Preferred Apartment Communities, Inc.  
 Consolidated Statements of Cash Flows - continued  
 (Unaudited)

	Six months ended June 30,	
	2015	2014
Supplemental cash flow information:		
Cash paid for interest	\$8,314,605	\$3,194,819
Supplemental disclosure of non-cash activities:		
Accrued capital expenditures	\$641,333	\$199,708
Writeoff of fully depreciated or amortized assets and liabilities	\$249,440	\$—
Dividends payable - Common Stock	\$4,012,322	\$2,658,212
Dividends payable - Series A Preferred Stock	\$1,479,463	\$556,020
Partnership distributions payable to non-controlling interests	\$50,465	\$21,509
Accrued and payable deferred offering costs	\$641,614	\$209,145
Reclass of offering costs from deferred asset to equity	\$1,544,106	\$295,319
Bridge loans converted to mezzanine loans	\$3,417,688	\$7,416,864
CityPark View mezzanine loan balance applied to purchase of property	\$10,000,000	\$—
Fair value issuances of equity compensation	\$2,291,551	\$1,780,365
Offering cost reimbursement to related party	\$382,664	\$212,790

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

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements  
June 30, 2015

## 1. Organization and Basis of Presentation

Preferred Apartment Communities, Inc. was formed as a Maryland corporation on September 18, 2009, and elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code, effective with its tax year ended December 31, 2011. Unless the context otherwise requires, references to the "Company", "we", "us", or "our" refer to Preferred Apartment Communities, Inc., together with its consolidated subsidiaries, including Preferred Apartment Communities Operating Partnership, L.P., or the Operating Partnership. The Company was formed primarily to acquire and operate multifamily properties in select targeted markets throughout the United States. As part of its business strategy, the Company may enter into forward purchase contracts or purchase options for to-be-built multifamily communities and may make mezzanine loans, provide deposit arrangements, or provide performance assurances, as may be necessary or appropriate, in connection with the development of multifamily communities and other properties. As a secondary strategy, the Company also may acquire or originate senior mortgage loans, subordinate loans or mezzanine debt secured by interests in multifamily properties, membership or partnership interests in multifamily properties and other multifamily related assets and invest not more than 20% of its assets in other real estate related investments such as owned grocery-anchored necessity retail properties, senior mortgage loans, subordinate loans or mezzanine debt secured by interests in grocery-anchored necessity retail properties, membership or partnership interests in grocery-anchored necessity retail properties and other grocery-anchored necessity retail related assets as determined by its Manager (as defined below) as appropriate for the Company. The Company is externally managed and advised by Preferred Apartment Advisors, LLC, or its Manager, a Delaware limited liability company and related party (see Note 7).

As of June 30, 2015, the Company had 22,276,924 shares of common stock, par value \$0.01 per share, or Common Stock, issued and outstanding and owned units in the Operating Partnership which represented a weighted-average ownership percentage of 98.8% for the six-month period ended June 30, 2015. The number of partnership units not owned by the Company totaled 280,360 at June 30, 2015 and represented Class A Units of the Operating Partnership, or Class A Units. The Class A Units are convertible at any time at the option of the holder into the Company's choice of either cash or Common Stock. In the case of cash, the value is determined based upon the trailing 20-day volume weighted average price of the Company's Common Stock.

The Company controls the Operating Partnership through its sole general partner interest and conducts substantially all of its business through the Operating Partnership. New Market Properties, LLC, a wholly-owned subsidiary of the Operating Partnership, owns and conducts the business of the Company's grocery-anchored necessity retail properties.

### Basis of Presentation

These unaudited consolidated financial statements include all of the accounts of the Company and the Operating Partnership presented in accordance with accounting principles generally accepted in the United States of America, or GAAP. All significant intercompany transactions have been eliminated in consolidation. Certain adjustments have been made consisting of normal recurring accruals, which, in the opinion of management, are necessary for a fair presentation of the Company's financial condition and results of operations. The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The year end condensed balance sheet data was derived from audited financial statements, but does not include all the disclosures required by GAAP. These financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's 2014 Annual Report on Form 10-K filed

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q  
with the Securities and Exchange Commission, or the SEC, on March 16, 2015.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

## 2. Summary of Significant Accounting Policies

### Acquisitions and Impairments of Real Estate Assets

The Company generally records its initial investments in income-producing real estate at fair value at the acquisition date in accordance with ASC 805-10, Business Combinations. The aggregate purchase price of acquired properties is apportioned to the tangible and identifiable intangible assets and liabilities acquired at their estimated fair values. The value of acquired land, buildings and improvements is estimated by formal appraisals, observed comparable sales transactions, and information gathered during pre-acquisition due diligence activities and the valuation approach considers the value of the property as if it were vacant. The values of furniture, fixtures, and equipment are estimated by calculating their replacement cost and reducing that value by factors based upon estimates of their remaining useful lives. Intangible assets and liabilities for multifamily communities include the values of in-place leases and above-market or below-market leases. Additional intangible assets for retail properties also include costs to initiate leases such as commissions and legal costs.

In-place lease values for multifamily communities are estimated by calculating the estimated time to fill a hypothetically empty apartment complex to its stabilization level (estimated to be 92% occupancy) based on historical observed move-in rates for each property, and which approximate market rates. Carrying costs during these hypothetical expected lease-up periods are estimated, considering current market conditions and include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates. The intangible assets are calculated by estimating the net cash flows of the in-place leases to be realized, as compared to the net cash flows that would have occurred had the property been vacant at the time of acquisition and subject to lease-up. The acquired in-place lease values are amortized to operating expense over the average remaining non-cancelable term of the respective in-place leases. The amounts of above-market or below-market lease values are developed by comparing the Company's estimate of the average market rent to the average contract rent of the leases in place at the property acquisition date. This ratio is applied on a lease by lease basis to derive a total asset or liability amount for the property. The above-market or below-market lease values are recorded as a reduction or increase, respectively, to rental revenue over the remaining average non-cancelable term of the respective leases, plus any below market probable renewal options.

The fair values of in-place leases for retail shopping centers represent the value of direct costs associated with leasing, including opportunity costs associated with lost rentals that are avoided by acquiring in-place leases. Direct costs associated with obtaining a new tenant include commissions, legal and marketing costs, incentives such as tenant improvement allowances and other direct costs. Such direct costs are estimated based on our consideration of current market costs to execute a similar lease. The value of opportunity costs is estimated using the estimated market lease rates and the estimated absorption period of the space. These direct costs and opportunity costs are included in the accompanying consolidated balance sheets as acquired intangible assets and are amortized to expense over the remaining term of the respective leases. The fair values of above-market and below-market in-place leases for retail shopping centers are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) our estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining term of the leases, taking into consideration the probability of renewals for any below-market leases. The capitalized above-market leases and in place leases are included in the acquired intangible assets line of the consolidated balance sheets. Both above-market and below-market lease values are amortized as adjustments to rental revenue over the remaining term of the respective leases, plus any below market probable renewal options.



Estimating the fair values of the tangible and intangible assets requires us to estimate market lease rates, property operating expenses, carrying costs during lease-up periods, discount and capitalization rates, market absorption periods, and the number of years the property is held for investment. The use of unreasonable estimates would result in an incorrect assessment of our purchase price allocations, which would impact the amount of our reported net income. Acquired intangible assets and liabilities have no residual value.

The Company evaluates its tangible and identifiable intangible real estate assets for impairment when events such as declines in a property's operating performance, deteriorating market conditions, or environmental or legal concerns bring recoverability of the carrying value of one or more assets into question. The total undiscounted cash flows of the asset group, including proceeds from disposition, are compared to the net book value of the asset group. If this test indicates that impairment exists, an impairment loss is recorded in earnings equal to the shortage of the book value to the discounted net cash flows of the asset group.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

#### Loans and Notes Held for Investment

The Company carries its investments in real estate loans at amortized cost with assessments made for impairment in the event recoverability of the principal amount becomes doubtful. If, upon testing for impairment, the fair value result is lower than the carrying amount of the loan, a valuation allowance is recorded to lower the carrying amount to fair value, with a loss recorded in earnings. Recoveries of valuation allowances are only recognized in the event of maturity or a sale or disposition in an amount above carrying value. The balances of real estate loans presented on the consolidated balance sheets consist of drawn amounts on the loans, net of deferred loan fee revenue. See the "Revenue Recognition" section of this Note for other loan-related policy disclosures required by ASC 310-10-50-6. Certain loans contain contingent exit fees, which are deemed to be embedded derivatives. The Company elects the fair value option for these loans and recognizes in earnings any material changes in fair value.

#### Deferred Offering Costs

Deferred offering costs represent direct costs incurred by the Company related to current equity offerings, excluding costs specifically identifiable to a closing, such as commissions, dealer-manager fees, and other registration fees. For issuances of equity that occur on one specific date, associated offering costs are reclassified as a reduction of proceeds raised on the date of issue. Our ongoing offering of up to a maximum of 900,000 units, consisting of one share of Series A Redeemable Preferred Stock, or Series A Preferred Stock, and one warrant, or Warrant, to purchase 20 shares of Common Stock, or Units, generally closes on a bimonthly basis in variable amounts. Such offering is referred to herein as the Follow-on Offering, pursuant to our registration statement on Form S-3 (registration number 333-183355), as may be amended from time to time. Deferred offering costs related to the Follow-on Offering and Shelf Offering (as defined in Note 6) are reclassified to the stockholders' equity section of the consolidated balance sheet as a reduction of proceeds raised on a pro-rata basis equal to the ratio of total Units or value of shares issued to the maximum number of Units, or the value of shares, as applicable, that are expected to be issued.

#### Revenue Recognition

Rental revenue is recognized when earned from residents of the Company's multifamily communities, which is over the terms of rental agreements, typically of 13 months' duration. Differences from the straight-line method, which recognize the effect of any up-front concessions and other adjustments ratably over the lease term, are not material. The Company evaluates the collectability of amounts due from residents and maintains an allowance for doubtful accounts for estimated losses resulting from the inability of residents to make required payments then due under lease agreements. The balance of amounts due from residents are generally deemed uncollectible 30 days beyond the due date, at which point they are fully reserved.

Rental revenue from tenants' operating leases in the Company's retail shopping centers is recognized on a straight-line basis over the term of the lease regardless of when payments are due. Revenue based on "percentage rent" provisions that provide for additional rents that become due upon achievement of specified sales revenue targets (as specified in each lease agreement) is recognized only after the tenant exceeds its specified sales revenue target. Revenue from reimbursements of the tenants' share of real estate taxes, insurance and common area maintenance, or CAM, costs are recognized in the period in which the related expenses are incurred. Lease termination revenues are recognized ratably over the revised remaining lease term after giving effect to the termination notice or when tenant vacates and the Company has no further obligations under the lease. Rents and tenant reimbursements collected in advance are recorded as prepaid rent within other liabilities in the accompanying consolidated balance sheets. The Company estimates the collectability of the tenant receivable related to rental and reimbursement billings due from tenants and

straight-line rent receivables, which represent the cumulative amount of future adjustments necessary to present rental revenue on a straight-line basis, by taking into consideration the Company's historical write-off experience, tenant credit-worthiness, current economic trends, and remaining lease terms.

The Company may provide retail tenants an allowance for the construction of leasehold improvements. These leasehold improvements are capitalized and depreciated over the shorter of the useful life of the improvements or the remaining lease term. If the allowance represents a payment for a purpose other than funding leasehold improvements, or in the event the Company is not considered the owner of the improvements, the allowance is considered to be a lease incentive and is recognized over the lease term as a reduction of minimum rent. Determination of the appropriate accounting for the payment of a tenant allowance is made on a lease-by-lease basis, considering the facts and circumstances of the individual tenant lease. When the Company is the owner of the leasehold improvements, recognition of lease revenue commences when the lessee is given possession of the leased space upon completion of tenant improvements. However, when the leasehold improvements are owned by the tenant, the lease inception date is the date the tenant obtains possession of the leased space for purposes of constructing its leasehold improvements.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

Interest income on real estate loans and notes receivable is recognized on an accrual basis over the lives of the loans or notes using the effective interest rate method. In the event that a loan or note is refinanced with the proceeds of another loan issued by the Company, any unamortized loan fee revenue from the first loan will be recognized as interest revenue over the term of the new loan. Direct loan origination fees and origination or acquisition costs applicable to real estate loans are amortized over the lives of the loans as adjustments to interest income. The accrual of interest on all these instruments ceases when there is concern as to the ultimate collection of principal or interest, which is generally a delinquency of 30 days in required payments of interest or principal. Any payments received on such non-accrual loans are recorded as interest income when the payments are received. Real estate loan assets are reclassified as accrual-basis once interest and principal payments become current. Certain real estate loan assets include limited purchase options and either exit fees or additional amounts of accrued interest. Exit fees will be treated as additional consideration for the acquired project if the Company purchases the subject property. Additional accrued interest becomes due in cash to the Company on the earliest to occur of: (i) the maturity of the loan, (ii) any uncured event of default as defined in the associated loan agreement, (iii) the sale of the project or the refinancing of the loan (other than a refinancing loan by the Company or one of its affiliates) and (iv) any other repayment of the loan.

Promotional fees received from service providers at the Company's properties are deferred and recognized on a straight-line basis over the term of the agreement.

The PAC Rewards program allows residents in the Company's multifamily communities to accumulate reward points on a monthly basis for actions such as resident referrals and making rent payments online. Once a property has been enrolled on the program, a resident must rent an apartment from the Company for at least 14 months before reward points may be redeemed for services or upgrades to a resident's unit. The Company accrues a liability for the estimated cost of these future point redemptions, net of a 35% breakage fee, which is the Company's current estimate of rewards points that will not be redeemed. In accordance with Staff Accounting Bulletin 13.A.3c, the Company deems its obligations under PAC Rewards as inconsequential to the delivery of services according to the lease terms. Therefore, the expense related to the PAC Rewards Program is included in property operating and maintenance expense on the consolidated statements of operations.

#### Discontinued Operations

The Company evaluates all disposal groups for held-for-sale classification for which such disposal represents (or will represent) a strategic shift which will have a significant effect on the Company's results or operations and financial results. See discussion of the Company's adoption of ASU 2014-08 below.

#### New Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update 2014-09 ("ASU 2014-09"), Revenue from Contracts with Customers (Topic 606). ASU 2014-09 provides a single comprehensive revenue recognition model for contracts with customers (excluding certain contracts, such as lease contracts) to improve comparability within industries. ASU 2014-09 requires an entity to recognize revenue to reflect the transfer of goods or services to customers at an amount the entity expects to be paid in exchange for those goods and services and provide enhanced disclosures, all to provide more comprehensive guidance for transactions such as service revenue and contract modifications. ASU 2014-09 is effective for interim and annual periods beginning after December 15, 2017. ASU 2014-09 may be applied using either a full retrospective or a modified approach upon adoption. The Company is currently evaluating the impact this standard may have on its financial statements.

In August 2014, the FASB issued Accounting Standards Update 2014-15 (“ASU 2014-15”), Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This new guidance requires management to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date the financial statements are issued and provide related disclosures. ASU 2014-15 is effective for annual periods ending after December 15, 2016 and interim periods thereafter, early adoption is permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-15 will have on its financial statements.

In February 2015, the FASB issued Accounting Standards Update 2015-02 ("ASU 2015-02"), Consolidation (Topic 810): Amendments to the Consolidation Analysis. This new guidance specifically eliminates the presumption in the current voting model that a general partner controls a limited partnership or similar entity unless that presumption can be overcome. Generally, only a single limited partner that is able to exercise substantive kick-out rights will be required to consolidate the limited partnership.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

ASU 2015-02 is effective on January 1, 2016 and early adoption is permitted, including adoption in an interim period. The new standard must be applied using a modified retrospective approach by recording a cumulative-effect adjustment to equity/capital as of the beginning of the period of adoption or retrospectively to each period presented. The Company has not yet selected a transition method and is currently in the process of evaluating the impact the adoption of ASU 2015-02 will have on its financial statements.

In April 2015, the FASB issued Accounting Standards Update 2015-03 ("ASU 2015-03"), Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. This new guidance requires that the balance of unamortized debt issuance costs related to non-revolving debt instruments to be shown in the liabilities section of the consolidated balance sheets as a reduction of the principal amount of the associated debt, rather than as an asset. ASU 2015-03 is effective on January 1, 2016 and early adoption is permitted, including adoption in an interim period. The new standard must be applied using a retrospective approach by restating prior period comparative consolidated balance sheets. The Company's adoption of ASU 2015-03, which was effective June 30, 2015, did not materially impact its financial position or results of operations.

### 3. Real Estate Assets

At June 30, 2015, the Company's real estate assets consisted of fifteen multifamily communities with 4,675 total units and ten grocery-anchored necessity retail shopping centers with approximately 694,000 square feet of gross leasable area. At June 30, 2014, the Company owned six multifamily communities with 1,929 total units and one grocery-anchored necessity retail shopping center with approximately 66,000 square feet of gross leasable area.

The Company acquired the following multifamily communities during the six months ended June 30, 2015:

Seller	Acquisition date	Property	Location	Approximate purchase price (millions)	Units
Oxford City Park					
Apartments LLC	6/30/2015	CityPark View	Charlotte, North Carolina	\$32.7	284
Lely Apartments, LLC	6/24/2015	Aster at Lely	Naples, Florida	\$52.5	308
Venue Sarasota Investors, LLC	5/21/2015	Venue at Lakewood Ranch	Sarasota, Florida	\$47.4	237
Villas Fairfield Partners, LLC	2/13/2015	Avenues at Cypress <sup>(1)</sup>	Houston, Texas	<sup>(1)</sup>	240
Northpointe Investors, LLC	2/13/2015	Avenues at Northpointe <sup>(1)</sup>	Houston, Texas	<sup>(1)</sup>	280
					1,349

<sup>(1)</sup> Avenues at Cypress and Avenues at Northpointe are referred to collectively as the Houston Portfolio, which was acquired for approximately \$76.0 million.

The purchase prices approximated the fair value of the acquired assets and assumed liabilities. The Company allocated the purchase prices to the acquired assets and liabilities based upon their fair values, as shown in the following table. These purchase price allocations were based upon the Company's best estimates of the fair values of the acquired assets and liabilities, but are preliminary and are subject to refinement for a period of up to one year from the closing

date of each transaction.

---

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

	CityPark View	Aster at Lely	Venue at Lakewood Ranch	Houston Portfolio
Land	\$3,558,793	\$7,675,409	\$3,791,050	\$7,162,226
Buildings and improvements	23,797,764	37,661,901	37,574,391	54,217,075
Furniture, fixtures and equipment	4,562,148	6,132,384	5,375,690	13,078,872
Lease intangibles	737,790	1,030,306	669,369	1,571,827
Prepays & other assets	99,124	106,717	80,201	150,326
Escrows	211,428	—	401,294	362,332
Accrued taxes	(105,756)	(23,413)	(216,252)	(212,601)
Security deposits, prepaid rents, and other liabilities	(40,152)	(64,689)	(35,157)	(99,181)
Net assets acquired	\$32,821,139	\$52,518,615	\$47,640,586	\$76,230,876
Cash paid	\$721,139	\$18,518,615	\$16,830,586	\$25,452,876
Real estate loan balance applied	10,000,000	—	—	—
Mortgage debt	22,100,000	34,000,000	30,810,000	50,778,000
Total consideration	\$32,821,139	\$52,518,615	\$47,640,586	\$76,230,876

The Company previously held loan investments which supported the development of of the CityPark View and Aster at Lely multifamily communities.

Since the acquisition dates, contributions by the acquired properties to the Company's consolidated results of operations were:

	CityPark View	Aster at Lely	Venue at Lakewood Ranch	Houston Portfolio
Three months ended June 30, 2015:				
Revenue	\$—	\$—	\$377,000	\$2,089,000
Net income (loss)	\$(128,000)	\$(214,000)	\$(339,000)	\$(1,143,000)
Six months ended June 30, 2015:				
Revenue	\$—	\$—	\$377,000	\$3,022,000
Net income (loss)	\$(128,000)	\$(214,000)	\$(339,000)	\$(1,752,000)
Acquisition costs incurred by the Company	\$269,000	\$428,000	\$884,000	\$1,111,000
Remaining amortization period of intangible assets and liabilities (months)	6	6	5	2





Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

The Company's consolidated amortization and depreciation expense consisted of:

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Depreciation:				
Buildings and improvements	\$ 3,586,070	\$ 1,416,130	\$ 6,811,368	\$ 2,358,876
Furniture, fixtures, and equipment	2,581,304	1,320,962	4,696,431	2,272,627
	6,167,374	2,737,092	11,507,799	4,631,503
Amortization:				
Acquired intangible assets	1,756,605	558,498	4,360,418	971,422
Website development costs	3,870	1,190	5,060	2,381
Total depreciation and amortization	\$ 7,927,849	\$ 3,296,780	\$ 15,873,277	\$ 5,605,306

#### 4. Acquired Intangible Assets and Liabilities

The Company recorded the following acquired lease intangible assets and liabilities and related accumulated amortization, as of June 30, 2015 and December 31, 2014:

	June 30, 2015			December 31, 2014		
	Multifamily	Retail	Total	Multifamily	Retail	Total
In-place leases	\$ 19,846,316	\$ 8,959,870	\$ 28,806,186	\$ 15,837,024	\$ 9,221,651	\$ 25,058,675
Above-market leases	—	473,646	473,646	—	479,883	479,883
Customer relationships	1,588,277	—	1,588,277	1,588,277	—	1,588,277
Lease origination costs	—	2,588,212	2,588,212	—	2,606,321	2,606,321
Acquired intangible assets	\$ 21,434,593	\$ 12,021,728	\$ 33,456,321	\$ 17,425,301	\$ 12,307,855	\$ 29,733,156
Less accumulated amortization of:						
In-place leases	\$(17,330,579)	\$(1,779,073)	\$(19,109,652)	\$(14,351,922)	\$(892,714)	\$(15,244,636)
Above market leases	—	(126,662)	(126,662)	—	(49,795)	(49,795)
Customer relationships	(1,588,277)	—	(1,588,277)	(1,588,277)	—	(1,588,277)
Lease origination costs	—	(362,792)	(362,792)	—	(147,468)	(147,468)
Accumulated amortization	(18,918,856)	(2,268,527)	(21,187,383)	(15,940,199)	(1,089,977)	(17,030,176)
Acquired intangible assets, net	\$ 2,515,737	\$ 9,753,201	\$ 12,268,938	\$ 1,485,102	\$ 11,217,878	\$ 12,702,980
Below market lease liability	\$ 383,593	\$ 6,158,199	\$ 6,541,792	\$ 383,593	\$ 6,212,597	\$ 6,596,190
Less: accumulated amortization	(383,593)	(646,698)	(1,030,291)	(383,593)	(276,666)	(660,259)
Below market lease liability, net	\$—	\$ 5,511,501	\$ 5,511,501	\$—	\$ 5,935,931	\$ 5,935,931



Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

The Company recognized amortization of acquired intangible assets and liabilities as follows:

	Three months ended June 30,			2014		
	2015					
Amortization expense	Multifamily	Retail	Total	Multifamily	Retail	Total
Intangible assets:						
Leases in place	\$1,100,597	\$541,848	\$1,642,445	\$430,782	\$28,589	\$459,371
Above-market leases <sup>(1)</sup>	—	41,286	41,286	—	1,198	1,198
Customer relationships	—	—	—	91,760	—	91,760
Lease origination costs	—	114,408	114,408	—	7,367	7,367
	\$1,100,597	\$697,542	\$1,798,139	\$522,542	\$37,154	\$559,696
Intangible liabilities:						
Below-market leases <sup>(1)</sup>	\$—	\$199,183	\$199,183	\$15,160	\$13,255	\$28,415

<sup>(1)</sup> Amortization of above and below market lease intangibles is recorded as a decrease and an increase to rental revenue, respectively.

	Six months ended June 30,			2014		
	2015					
Amortization expense	Multifamily	Retail	Total	Multifamily	Retail	Total
Intangible assets:						
Leases in place	\$2,978,656	\$1,148,140	\$4,126,796	\$792,013	\$38,109	\$830,122
Above-market leases <sup>(1)</sup>	—	83,103	83,103	—	1,775	1,775
Customer relationships	—	—	—	131,030	—	131,030
Lease origination costs	—	233,622	233,622	—	10,270	10,270
	\$2,978,656	\$1,464,865	\$4,443,521	\$923,043	\$50,154	\$973,197
Intangible liabilities:						
Below-market leases <sup>(1)</sup>	\$—	\$424,431	\$424,431	\$15,160	\$19,555	\$34,715

<sup>(1)</sup> Amortization of above and below market lease intangibles is recorded as a decrease and an increase to rental revenue, respectively.

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

5. Real Estate Loans, Notes Receivable, and Line of Credit

At June 30, 2015, our portfolio of real estate loans consisted of:

Project/Property <sup>(1)</sup>	Location	Date of loan	Maturity date	Optional extension date	Total loan commitments	Senior loans held by unrelated third parties	Current / deferred interest % per annum	
Crosstown Walk	Tampa, FL	4/30/2013	11/1/2016	5/1/2018	\$10,962,000	\$25,900,000	8 / 6	(2)
City Vista	Pittsburgh, PA	8/31/2012	6/1/2016	7/1/2017	16,107,735	\$28,400,000	8 / 6	(2)
Overton Rise	Atlanta, GA	5/8/2013	11/1/2016	5/1/2018	16,600,000	\$31,700,000	8 / 6	(2)
Haven West	Atlanta, GA (3, 4)	7/15/2013	6/2/2016	6/2/2018	6,940,795	\$16,195,189	8 / 6	(2)
Haven 12	Starkville, MS (4, 5)	6/16/2014	11/30/2015	6/16/2017	6,116,384	\$18,615,081	8.5 / 5.5	(6)
Founders' Village	Williamsburg, VA	8/29/2013	8/29/2018	N/A	10,346,000	\$26,936,000	8 / 6	(6)
Encore	Atlanta, GA (7)	11/18/2013	8/15/2015	N/A	20,026,525	N/A	8.5 / 8.66	
Palisades Fusion	Northern VA Irvine, CA <sup>(8)</sup>	8/18/2014 12/18/2013	2/18/2018 7/1/2015	8/18/2019 N/A	17,270,000 23,600,000	\$38,000,000 N/A	8 / 5 8.5 / 4.3	(6) (6)
Green Park	Atlanta, GA	12/1/2014	12/1/2017	12/1/2019	13,464,372	\$27,775,000	8.5 / 4.33	(6)
Stadium Village	Atlanta, GA (4, 9)	6/27/2014	6/27/2017	N/A	13,424,995	\$34,825,000	8.5 / 4.33	(6)
Summit Crossing III	Atlanta, GA	2/27/2015	2/26/2018	2/26/2020	7,246,400	\$16,822,000	8.5 / 5	(6)
Crosstown Walk II	Tampa, FL (10)	11/4/2014	6/30/2015	N/A	2,240,000	N/A	8.5 / 4.33	(6)
Aldridge at Town Village	Atlanta, GA	1/27/2015	12/27/2017	12/27/2019	10,975,000	\$28,338,937	8.5 / 5	(6)
18 Nineteen	Lubbock, TX (4, 11)	4/9/2015	4/9/2018	4/9/2020	15,598,352	\$34,871,251	8.5 / 5	(6)
Haven South	Waco, TX (4, 12)	5/1/2015	5/1/2018	5/1/2019	15,455,668	\$41,827,034	8.5 / 5	(6)
Haven Tampa	Tampa, FL (4, 13)	4/17/2015	4/30/2016	N/A	2,900,000	N/A	10	
\$209,274,226								

(1) All loans are mezzanine loans pertaining to developments of multifamily communities, except as otherwise indicated. The borrowers for each of these projects are as follows: "Crosstown Walk" - Iris Crosstown Partners LLC; "City Vista" - Oxford City Vista Development LLC; "Overton Rise" - Newport Overton Holdings, LLC; "Haven West" - Haven Campus Communities Member, LLC; "Haven 12" - Haven Campus Communities - Starkville, LLC; "Founders' Village" - Oxford NTW Apartments LLC; "Encore" - GP - RV Land I, LLC;

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

"Palisades" - Oxford Palisades Apartments LLC; "Fusion" - 360 - Irvine, LLC; "Green Park" - Weems Road Property Owner, LLC; "Stadium Village" - Haven Campus Communities - Kennesaw, LLC; "Summit Crossing III" - Oxford Forsyth Development, LLC; "Crosstown Walk II" - Iris Crosstown Apartments II, LLC; "Aldridge at Town Village" - Newport Town Village Holdings, LLC; "18 Nineteen" - Haven Campus Communities Lubbock, LLC; "Haven South" - Haven Waco Partners, LLC and "Haven Tampa" - Haven Campus Communities - Tampa, LLC.

- (2) In the event the Company exercises the associated purchase option and acquires the property, any additional accrued interest, if not paid, will be treated as additional consideration for the acquired project.
  - (3) A completed 160-unit, 568-bed student housing community adjacent to the campus of the University of West Georgia.
  - (4) See note 7 - Related Party Transactions.
  - (5) Mezzanine loan in support of a completed 152-unit, 536-bed student housing community adjacent to the campus of Mississippi State University.  
Deferred interest becomes due to the Company on the earliest to occur of (i) the maturity date, (ii) any uncured event of default as defined in the associated loan agreement, (iii) the sale of the project or the refinancing of the loan (other than a refinancing of the loan by the Company or one of its affiliates) and (iv) any other repayment of the loan.
  - (6) Bridge loan to partially finance the acquisition of land and predevelopment costs for a 340-unit multifamily community located in Atlanta, Georgia.  
Bridge loan to partially finance the acquisition of land and predevelopment costs for a multifamily community.
  - (7) Upon a sale of the property or refinancing with a third party, the Company would be due a payoff fee of \$2.0 million on this loan. See note 17.
  - (8) A completed 198-unit, 792-bed student housing community adjacent to the campus of Kennesaw State University.
  - (9) Bridge loan to partially finance the acquisition of land and predevelopment costs for a second phase adjacent to the Crosstown Walk multifamily community development in Tampa, Florida.
  - (10) Mezzanine loan in support of a planned 217-unit, 732-bed student housing community adjacent to the campus of Texas Tech University.
  - (11) Mezzanine loan in support of a planned 250-unit, 840-bed student housing community adjacent to the campus of Baylor University.
  - (12) Bridge loan in support of a planned 158-unit, 542-bed student housing community adjacent to the campus of the University of South Florida.
  - (13)
-

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

The Palisades, Green Park, Stadium Village and Founders' Village loans are subject to a loan participation agreement with a syndicate of unaffiliated third parties, under which the syndicate is to fund 25% of the loan commitment amount and collectively receive 25% of interest payments and returns of principal.

The Company's real estate loans are collateralized by 100% of the membership interests of the underlying project entity, and, where considered necessary, by unconditional joint and several repayment guaranties and performance guaranties by the principal(s) of the borrower. These guaranties generally remain in effect until the receipt of a final certificate of occupancy. All of the guaranties are subject to the rights held by the senior lender pursuant to a standard intercreditor agreement. The Encore, Fusion, Crosstown Walk II and Haven Tampa loans are also collateralized by the acquired land. The Haven West and Stadium Village loans are additionally collateralized by an assignment by the developer of security interests in unrelated projects. Prepayment of the mezzanine loans are permitted in whole, but not in part, without the Company's consent.

Management monitors the credit quality of the obligors under each of the Company's real estate loans by tracking the timeliness of scheduled interest and principal payments relative to the due dates as specified in the loan documents, as well as draw requests on the loans relative to the project budgets. In addition, management monitors the actual progress of development and construction relative to the construction plan, as well as local, regional and national economic conditions that may bear on our current and target markets. The credit quality of the Company's borrowers is primarily based on their payment history on an individual loan basis, and as such, the Company does not assign quantitative credit value measures or categories to its real estate loans and notes receivable in credit quality categories.

Project/Property	As of 6/30/2015			Carrying amount as of		
	Amount drawn	Loan Fee received from borrower - 2%	Acquisition fee paid to Manager - 1%	Unamortized deferred loan fee revenue	June 30, 2015	December 31, 2014
Crosstown Walk	\$ 10,962,000	\$ 219,240	\$ 109,620	\$(19,961)	\$ 10,942,039	\$ 10,862,615
CityPark View	—	200,000	100,000	—	—	9,951,728
City Vista	14,863,978	322,134	161,067	(55,862)	14,808,116	13,708,474
Aster at Lely	—	254,265	127,133	—	—	12,330,262
Overton Rise	16,496,981	332,079	166,040	(51,691)	16,445,290	15,773,937
Haven West	6,784,167	138,816	69,408	(18,983)	6,765,184	6,753,917
Haven 12	5,773,542	122,328	61,164	(11,270)	5,762,272	5,506,157
Founders' Village <sup>(1)</sup>	9,866,000	197,320	98,660	(29,899)	9,836,101	9,804,058
Encore	19,003,881	400,531	200,265	(24,427)	18,979,454	11,966,456
Palisades <sup>(1)</sup>	16,070,000	321,400	160,700	(7,916)	16,062,084	14,374,036
Fusion	23,500,682	460,000	230,000	—	23,500,682	20,313,722
Green Park <sup>(1)</sup>	7,392,165	269,287	134,644	(33,860)	7,358,305	4,602,691
Stadium Village <sup>(1)</sup>	13,232,900	268,500	134,250	(11,877)	13,221,023	12,664,902
Summit Crossing III	4,942,921	144,928	72,464	(52,230)	4,890,691	2,393,639
Crosstown Walk II	2,240,000	44,800	22,400	—	2,240,000	2,225,079
Aldridge at Town Village	6,958,159	219,500	109,750	(90,349)	6,867,810	—
18 Nineteen	4,692,702	311,967	155,984	(96,783)	4,595,919	—
Haven South	5,773,915	309,113	154,557	(144,244)	5,629,671	—
Haven Tampa	2,900,000	58,000	29,000	(23,055)	2,876,945	—

\$171,453,993 \$4,594,208 \$2,297,106 \$(672,407 ) \$170,781,586 \$153,231,673

<sup>(1)</sup> 25% of the net amount collected by the Company as an acquisition fee was paid to the associated third party loan participant.

---



Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

The Company holds options, but not obligations, to purchase certain of the properties which are partially financed by its mezzanine loans, as shown in the table below. The option purchase prices are negotiated at the time of the loan closing.

Project/Property	Purchase option window		Purchase option price	Total units upon completion
	Begin	End		
Crosstown Walk	7/1/2016	12/31/2016	\$39,654,273	342
City Vista	2/1/2016	5/31/2016	\$43,560,271	272
Overton Rise	7/8/2016	12/8/2016	\$51,500,000	294
Haven West	8/1/2016	1/31/2017	\$26,138,466	160
Haven 12	9/1/2016	11/30/2016	(1)	152
Founders' Village	2/1/2016	9/15/2016	\$44,266,000	247
Encore	N/A	N/A	N/A	340
Palisades	3/1/2017	7/31/2017	(1)	304
Fusion	N/A	N/A	N/A	280
Green Park	11/1/2017	2/28/2018	(1)	310
Stadium Village	9/1/2016	11/30/2016	(1)	198
Summit Crossing III	8/1/2017	11/30/2017	(1)	172
Crosstown Walk II	N/A	N/A	N/A	180
Aldridge at Town Village	11/1/2017	2/28/2018	(1)	300
18 Nineteen	10/1/2017	12/31/2017	(1)	217
Haven South	10/1/2017	12/31/2017	(1)	250
Haven Tampa	N/A	N/A	N/A	158
				4,176

(1) The purchase price is to be calculated based upon market cap rates at the time of exercise of the purchase option, with discounts ranging from between 20 and 60 basis points, depending on the loan.

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

At June 30, 2015, our portfolio of notes and lines of credit receivable consisted of:

Borrower	Date of loan	Maturity date	Total loan commitments	Outstanding balance as of:		Interest rate
				6/30/2015	12/31/2014	
360 Residential, LLC	3/20/2013	6/30/2016	\$ 2,000,000	\$ 1,179,898	\$ 1,107,348	12 % <sup>(1)</sup>
TPKG 13th Street Development, LLC <sup>(2)</sup>	5/3/2013	N/A	—	—	5,605,178	N/A
Preferred Capital Marketing Services, LLC <sup>(3)</sup>	1/24/2013	12/31/2016	1,500,000	1,367,000	1,500,000	10 %
Riverview Associates, Ltd. <sup>(4)</sup>	12/17/2012	N/A	—	—	300,000	N/A
Pecunia Management, LLC	11/16/2013	11/15/2015	200,000	133,534	200,000	10 %
Oxford Contracting LLC	8/27/2013	4/30/2017	1,500,000	1,475,000	1,475,000	8 % <sup>(5)</sup>
Preferred Apartment Advisors, LLC <sup>(3)</sup>	8/21/2012	12/31/2016	12,000,000	10,693,332	9,128,038	8 % <sup>(6)</sup>
Haven Campus Communities, LLC <sup>(3)</sup>	6/11/2014	6/30/2016	5,400,000	4,939,904	3,540,099	12 % <sup>(5)</sup>
Oxford Capital Partners, LLC	6/27/2014	6/30/2016	5,925,000	4,936,942	4,029,737	12 % <sup>(7)</sup>
Newport Development Partners, LLC	6/17/2014	6/30/2016	3,000,000	—	1,860,560	12 % <sup>(5)</sup>
Unamortized loan fees				(31,861 )	(48,400 )	
			\$ 31,525,000	\$ 24,693,749	\$ 28,697,560	

<sup>(1)</sup> Revolving credit line which is an amendment of the bridge loan which was originated on March 20, 2013. The amounts payable under the terms of the loan are collateralized by guaranties of payment and performance by the principals of the borrower.

<sup>(2)</sup> The outstanding balance of this loan was fully repaid as of February 11, 2015.

<sup>(3)</sup> See related party disclosure in Note 7.

<sup>(4)</sup> The outstanding balance of this loan was fully repaid as of May 26, 2015.

<sup>(5)</sup> The amounts payable under the terms of these revolving credit lines are collateralized by a personal guaranty of repayment by the principals of the borrower.

<sup>(6)</sup> The amounts payable under this revolving credit line were collateralized by an assignment of the Manager's rights to fees due under the fourth amended and restated management agreement, or Management Agreement, between the Company and the Manager.

<sup>(7)</sup> The amounts payable under the terms of this revolving credit line, up to the lesser of 25% of the loan balance or \$1,000,000 are collateralized by a personal guaranty of repayment by the principals of the borrower.

The Newport instrument is collateralized in full by guaranties of repayment issued by the principals of the borrowers, which are not affiliates of the Company. The Oxford line of credit is collateralized by guaranties of repayment issued by the principals of the borrowers, which are not affiliates of the Company, up to the lesser of 25% of the outstanding principal balance or \$1,000,000. Haven Campus Communities, LLC is a related party, as described in note 7.

The Company recorded interest income and other revenue from these instruments as follows:

Real estate loans:	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Current interest payments	\$3,801,861	\$2,628,833	\$7,185,769	\$4,928,126
Additional accrued interest	2,550,798	1,697,017	4,554,278	3,211,178
Deferred loan fee revenue	200,552	272,399	350,871	580,856
Total real estate loan revenue	6,553,211	4,598,249	12,090,918	8,720,160
Interest income on notes and lines of credit	657,334	661,543	\$1,353,255	\$1,265,381
Interest income on loans and notes receivable	\$7,210,545	\$5,259,792	\$13,444,173	\$9,985,541

The Company extends loans for purposes such as to partially finance the development of multifamily residential communities, to acquire land in anticipation of developing and constructing multifamily residential communities, and for other real estate or real estate related

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

projects. Certain of these loans include characteristics such as exclusive options to purchase the project at a fixed price within a specific time window following project completion and stabilization, the rights to incremental exit fees over and above the amount of periodic interest paid during the life of the loans, or both. These characteristics can cause the loans to create variable interests to the Company and require further evaluation as to whether the variable interest creates a variable interest entity, or VIE, which would necessitate consolidation of the project. The Company considers the facts and circumstances pertinent to each entity borrowing under the loan, including the relative amount of financing the Company is contributing to the overall project cost, decision making rights or control held by the Company, guarantees provided by third parties, and rights to expected residual gains or obligations to absorb expected residual losses that could be significant from the project. If the Company is deemed to be the primary beneficiary of a VIE, consolidation treatment would be required.

The Company has evaluated its real estate loans, where appropriate, for accounting treatment as loans versus real estate development projects, as required by ASC 310. For each loan, the characteristics and the facts and circumstances indicate that loan accounting treatment is appropriate.

The Company's real estate loans partially finance the development activities of the borrowers' associated legal entities. Each of these loans create variable interests in each of these entities, and according to the Company's analysis, are deemed to be VIEs, due to the combined factors of the sufficiency of the borrowers' investment at risk, the existence of payment and performance guaranties provided by the borrowers, as well as the limitations on the fixed-price purchase options on the City Vista, Overton Rise, Crosstown Walk, Haven West, and Founders' Village loans. The Company has concluded that it is not the primary beneficiary of the borrowing entities. It has no decision making authority or power to direct activity, except normal lender rights, which are subordinate to the senior loans on the projects. Therefore, since the Company has concluded it is not the primary beneficiary, it has not consolidated these entities in its consolidated financial statements. The Company's maximum exposure to loss from these loans is their drawn amount as of June 30, 2015 of approximately \$59.0 million. The maximum aggregate amount of loans to be funded as of June 30, 2015 was approximately \$61.0 million.

The Company is subject to a concentration of credit risk that could be considered significant with regard to the Crosstown Walk, City Vista, Founders' Village, Palisades, Encore, Summit Crossing III and Crosstown Walk II real estate loans, the promissory note from Oxford Contracting, LLC, and the revolving line of credit to Oxford Capital Partners, LLC, as identified specifically by the two named principals of the borrowers, W. Daniel Faulk, Jr. and Richard A. Denny, and as evidenced by repayment guaranties offered in support of these loans. The drawn amount of these loans total approximately \$84.4 million (with a total commitment amount of \$91.6 million) and in the event of a total failure to perform by the borrowers and guarantors, would subject the Company to a total possible loss of that amount. The Company generally requires secured interests in one or a combination of the membership interests of the borrowing entity or the entity holding the project, guaranties of loan repayment, and project completion performance guaranties as credit protection with regard to its real estate loans, as is customary in the mezzanine loan industry. The Company has performed assessments of the guaranties with regard to the obligors' ability to perform according to the terms of the guaranties if needed and has concluded that the guaranties reduce the Company's risk and exposure to the above-described credit risk in place as of June 30, 2015.

The Company is also subject to a geographic concentration of risk that could be considered significant with regard to the Overton Rise, Haven West, Encore, Green Park, Stadium Village, Summit Crossing III and Aldridge at Town Village real estate loans, all of which are partially supporting proposed multifamily communities and student housing projects in or near Atlanta, Georgia. The drawn amount of these loans as of June 30, 2015 totaled approximately \$74.8 million (with a total commitment amount of approximately \$88.7 million) and in the event of a total failure to perform by the borrowers and guarantors, would subject the Company to a total possible loss of that amount.

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

The borrowers and guarantors behind the Crosstown Walk, City Vista, Founders' Village, Palisades, Encore, Summit Crossing III and Crosstown Walk II real estate loans, the promissory note to Oxford Contracting, LLC, and the revolving line of credit to Oxford Capital Partners, LLC collectively qualify as a major customer as defined in ASC 280-10-50, as the revenue recorded from this customer exceeded ten percent of the Company's total revenues. The Company recorded revenue from transactions with this major customer within its financing segment of approximately \$3.3 million and \$1.9 million for the three-month periods ended June 30, 2015, and 2014, respectively and \$6.0 million and \$3.8 million for the six-month periods ended June 30, 2015, and 2014, respectively.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

#### 6. Redeemable Preferred Stock and Equity Offerings

The Company's Follow-on Offering is being offered by International Assets Advisory, LLC, or the Dealer Manager, on a "reasonable best efforts" basis. Each share of Preferred Stock ranks senior to Common Stock and carries a cumulative annual 6% dividend of the stated per share value of \$1,000, payable monthly as declared by the Company's board of directors. Dividends begin accruing on the date of issuance. On June 26, 2014, the Company amended the redemption schedule of the Preferred Stock to allow redemptions at the option of the holder from the date of issuance of the Preferred Stock through the first year subject to a 13% redemption fee. After year one, the redemption fee decreases to 10%, after year three it decreases to 5%, after year four it decreases to 3%, and after year five there is no redemption fee. Any redeemed shares of Preferred Stock are entitled to any accrued but unpaid dividends at the time of redemption and any redemptions may be in cash or Common Stock, at the Company's discretion. The Warrant is exercisable by the holder at an exercise price of 120% of the current market price per share of the Common Stock on the date of issuance of such warrant with a minimum exercise price of \$9.00 per share. The current market price per share is determined using the volume weighted average closing market price for the 20 trading days prior to the date of issuance of the Warrant. The Warrants are not exercisable until one year following the date of issuance and expire four years following the date of issuance.

As of June 30, 2015, offering costs specifically identifiable to Unit offering closing transactions, such as commissions, dealer manager fees, and other registration fees, totaled approximately \$30.4 million. These costs are reflected as a reduction of stockholders' equity at the time of closing. In addition, the costs related to the offering not related to a specific closing transaction totaled approximately \$9.0 million. As of June 30, 2015, the Company had issued 314,235 Units from which we realized net proceeds of approximately \$283.6 million after commissions and other costs. A total of 1,927 shares of Series A Preferred Stock were subsequently redeemed. The number of Units issued was approximately 31.8% of the maximum number of Units anticipated to be issued under the Primary Series A Offering and the Follow-On Offering. The Company cumulatively recognized approximately 31.8% of the approximate \$9.0 million deferred to date, or approximately \$2.9 million as a reduction of stockholders' equity. The remaining balance of offering costs not yet reflected as a reduction of stockholder's equity, approximately \$6.2 million, are reflected in the asset section of the consolidated balance sheet as deferred offering costs at June 30, 2015. The remainder of current and future deferred offering costs related to the Follow-on Offering will likewise be recognized as a reduction of stockholders' equity in the proportion of the number of Units issued to the maximum number of Units anticipated to be issued. Offering costs not related to a specific closing transaction are subject to an overall cap of 1.5% (discussed further below) of the total gross proceeds raised during the Unit offerings.

Aggregate offering expenses, including selling commissions and dealer manager fees, will be capped at 11.5% of the aggregate gross proceeds of the Primary Series A Offering and the Follow-On Offering, of which the Company will reimburse its Manager up to 1.5% of the gross proceeds of these offerings for all organization and offering expenses incurred, excluding selling commissions and dealer manager fees; however, upon approval by the conflicts committee of the board of directors, the Company may reimburse its Manager for any such expenses incurred above the 1.5% amount as permitted by the Financial Industry Regulatory Authority.

On May 17, 2013, the Company filed a registration statement on Form S-3 (File No. 333-188677) for an offering up to \$200 million of equity or debt securities, or Shelf Registration Statement, which was declared effective by the SEC on July 19, 2013. Deferred offering costs related to this Shelf Registration Statement totaled approximately \$721,000 as of June 30, 2015, of which approximately \$333,000 are reflected as deferred offering costs in the asset section of the consolidated balance sheet at June 30, 2015. These costs will likewise be recognized as a reduction of stockholders' equity in the proportion of the proceeds from securities issued to the maximum amount of securities registered.

On February 28, 2014, the Company filed a prospectus supplement to the Shelf Registration Statement to issue and sell up to \$100 million of Common Stock from time to time in an "at the market" offering, or the ATM Offering, through MLV & Co. LLC as sales agent. Through June 30, 2015, the Company sold approximately 6.5 million shares of Common Stock through the ATM offering and collected net proceeds of approximately \$54.4 million.

7. Related Party Transactions

John A. Williams, the Company's Chief Executive Officer and Chairman of the Board, and Leonard A. Silverstein, the Company's President and Chief Operating Officer and a member of the Board, are also executive officers and directors of NELL Partners, Inc., which controls the Manager. Mr. Williams is the Chief Executive Officer and Mr. Silverstein is the President and Chief Operating Officer of the Manager.

---

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

Mr. Williams, Mr. Silverstein and Michael J. Cronin, the Company's Executive Vice President, Chief Accounting Officer and Treasurer are executive officers of Williams Realty Advisors, LLC, or WRA, which is the manager of the day-to-day operations of Williams Opportunity Fund, LLC, or WOF, as well as Williams Realty Fund I, LLC, or WRF.

The Management Agreement entitles the Manager to receive compensation for various services it performs related to acquiring assets and managing properties on the Company's behalf. The following table details Manager fees recognized, net of deferrals, as described below.

Type of Compensation	Basis of Compensation	Three months ended June 30,		Six months ended June 30,	
		2015	2014	2015	2014
Acquisition fees	1% of the gross purchase price of real estate assets acquired or loans advanced	\$ 1,448,114	\$ 332,902	\$ 2,403,463	\$ 400,958
Asset management fees	Monthly fee equal to one-twelfth of 0.50% of the total book value of assets, as adjusted	580,579	493,709	1,244,884	960,577
Property management fees	Monthly fee equal to 4% of the monthly gross revenues of the properties managed	436,168	268,674	908,260	530,795
General and administrative expense fees	Monthly fee equal to 2% of the monthly gross revenues of the Company	308,617	237,812	657,202	459,693
		\$ 2,773,478	\$ 1,333,097	\$ 5,213,809	\$ 2,352,023

Included in the acquisition and pursuit costs line of the statement of operations for the six months ended June 30, 2014 is a fee in the amount of \$57,268 paid to Joel T. Murphy in connection with one grocery-anchored necessity retail shopping center acquisition prior to Mr. Murphy becoming a director of the Company and the Chief Executive Officer of New Market Properties, LLC.

The Manager may, in its discretion, defer some or all of the asset management, property management, or general and administrative expense fees for properties owned by the Company. Any deferred fees become due and payable to the extent that, in the event of any capital transaction, the net sale proceeds exceed the allocable capital contributions for the asset plus a 7% priority annual return on the asset. A total of \$1,155,119 of combined asset management, general and administrative expense and property management fees related to certain properties and land loans during the six months ended June 30, 2015 and \$1,487,464 cumulatively have been deferred by the Manager. The Company will recognize any deferred fees in future periods to the extent, if any, it determines that it is probable that the estimated net sale proceeds would exceed the hurdles listed above. As of June 30, 2015, the Company determined that there was insufficient evidence to support recognition of these deferred fees; therefore, the Company has not recognized any expense for the amounts deferred.

In addition to property management fees, the Company incurred the following reimbursable on-site personnel salary and related benefits expenses at the properties, which are listed on the Consolidated Statements of Operations:



Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Three months ended June 30,		Six months ended June 30,	
2015	2014	2015	2014
\$1,308,832	\$609,104	\$2,426,405	\$1,234,365

The Manager utilizes its own and its affiliates' personnel to accomplish certain tasks related to raising capital that would typically be performed by third parties, including, but not limited to, legal and marketing functions. As permitted under the Management Agreement, the Manager was reimbursed \$538,225 and \$218,240 for the six-month periods ended June 30, 2015 and 2014, respectively. These costs are recorded as deferred offering costs until such time as additional closings occur on the Unit offerings or the Shelf Offering, at which time they are reclassified on a pro-rata basis as a reduction of offering proceeds within stockholders' equity.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

The Company's Haven West, Haven 12, Stadium Village, 18 Nineteen, Haven South and Haven Tampa real estate loans and the Haven Campus Communities' line of credit are supported in part by guaranties of repayment and performance by John A. Williams, Jr., our Chief Executive Officer's son, a principal of the borrowers and a related party of the Company under GAAP.

In addition to the fees described above, the Management Agreement also entitles the Manager to other potential fees, including disposition fees based on the lesser of (A) one-half of the commission that would be reasonable and customary; and (B) 1% of the sale price of the asset.

Furthermore, the Manager holds the special limited partnership interest in the Operating Partnership, which entitles the Manager to distributions from the Operating Partnership equal to 15% of any net proceeds from the sale of a property that are remaining after the payment of (i) the capital and certain expenses related to all realized investments (including the sold asset), and (ii) a 7% priority annual return on such capital and expense; provided that all accrued and unpaid dividends on the Series A Preferred Stock have been paid in full.

The Company did not incur any of these other potential fees during the six-month periods ended June 30, 2015 or 2014.

The Company holds a promissory note in the amount of \$1,367,000 due from Preferred Capital Marketing Services, LLC, or PCMS, which is a wholly-owned subsidiary of NELL Partners.

The Company extended a revolving line of credit with a maximum borrowing amount of \$12.0 million to its Manager.

## 8. Dividends and Distributions

The Company declares and pays monthly cash dividend distributions on its Series A Preferred Stock in the amount of \$5.00 per share per month, prorated for partial months at issuance as necessary. The Company's cash distributions on its Series A Preferred Stock were:

2015			2014		
Record date	Number of shares	Aggregate dividends declared	Record date	Number of shares	Aggregate dividends declared
January 30, 2015	192,607	\$984,217	January 31, 2014	89,313	\$454,344
February 27, 2015	206,007	1,047,189	February 28, 2014	93,005	468,337
March 31, 2015	223,699	1,141,491	March 31, 2014	98,200	497,855
April 30, 2015	243,570	1,244,249	April 30, 2014	101,436	510,905
May 29, 2015	267,273	1,366,207	May 30, 2014	105,630	533,800
June 30, 2015	288,392	1,480,101	June 30, 2014	109,865	556,074
	Total	\$7,263,454		Total	\$3,021,315

The Company's dividend activity on its Common Stock for the six-month periods ended June 30, 2015 and 2014 was:

2015				2014			
Record date	Number of shares	Dividend per share	Aggregate dividends	Record date	Number of shares	Dividend per share	Aggregate dividends

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

March 13, 2015	22,004,309	\$0.175	paid \$3,850,754	March 14, 2014	15,336,059	\$0.16	paid \$2,453,769
June 15, 2015	22,290,677	0.18	4,012,322	June 16, 2014	16,613,827	0.16	2,658,212
		\$0.355	\$7,863,076			\$0.32	\$5,111,981

---

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

The holders of Class A Units of the Operating Partnership are entitled to equivalent distributions as those declared on the Common Stock. At June 30, 2015, the Company had 280,360 Class A Units outstanding, which are exchangeable on a one-for-one basis for shares of Common Stock or the equivalent amount of cash. Distribution activity by the Operating Partnership was:

2015			2014		
Declaration date	Payment date	Aggregate distributions	Declaration date	Payment date	Aggregate distributions
February 5, 2015	April 22, 2015	\$49,063	February 6, 2014	April 22, 2014	\$36,552
April 29, 2015	July 15, 2015	50,465	May 8, 2014	July 17, 2014	21,509
		\$99,528			\$58,061

## 9. Equity Compensation

### Stock Incentive Plan

On February 25, 2011, the Company's board of directors adopted, and the Company's stockholders approved, the Preferred Apartment Communities, Inc. 2011 Stock Incentive Plan, or, as amended, the 2011 Plan, to incentivize, compensate and retain eligible officers, consultants, and non-employee directors. Awards may be made in the form of issuances of Common Stock, restricted stock, stock appreciation rights ("SARs"), performance shares, incentive stock options, non-qualified stock options, or other forms. Eligibility for receipt of, amounts, and all terms governing awards pursuant to the 2011 Plan, such as vesting periods and voting and dividend rights on unvested awards, are determined by the Compensation Committee of the Company's Board of Directors.

On May 9, 2013, the Company's stockholders approved the second amendment to the 2011 Plan, to increase the aggregate number of shares of Common Stock authorized for issuance under the 2011 Plan to 1,317,500 and to extend the expiration date of the 2011 Plan to December 31, 2016.

Equity compensation expense by award type for the Company was:

	Three months ended		Six months ended June		Unamortized expense as of June 30, 2015
	June 30, 2015	2014	30, 2015	2014	
Quarterly board member committee fee grants	\$ 5,990	\$ —	\$ 23,899	\$ 17,928	\$ —
Class B Unit awards:					
Executive officers - 2013	—	—	—	2,318	—
Executive officers - 2014	—	370,864	3,825	730,481	—
Executive officers - 2015	491,390	—	979,472	—	979,055
Restricted stock grants:					
2013	—	21,453	—	85,812	—
2014	26,830	53,607	107,322	53,607	—
2015	53,333	—	53,333	—	266,679
Total	\$ 577,543	\$ 445,924	\$ 1,167,851	\$ 890,146	\$ 1,245,734

### Restricted Stock Grants

Edgar Filing: PREFERRED APARTMENT COMMUNITIES INC - Form 10-Q

On May 9, 2013, the Company granted a total of 29,016 shares of restricted Common Stock to its independent board members, in payment of their annual retainer fees. The per-share fair value was \$8.85 and total compensation cost in the amount of \$256,792 was recognized on a straight-line basis over the period ending with the vest date, which was May 8, 2014. On January 1, 2014,

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

1,957 shares of restricted stock from this grant were forfeited upon the transition of the vice chairman of the Company's board of directors from an independent director status to an employee of the Manager.

On January 1, 2014, the Company granted 2,178 shares of restricted Common Stock to a new independent board member, in pro-rata payment of his annual retainer fee. The per-share fair value was \$8.04 and total compensation cost in the amount of \$17,511 was recognized on a straight-line basis over the period beginning on the date of grant and ending on May 8, 2014.

On May 8, 2014, the Company granted a total of 39,216 shares of restricted Common Stock to its independent board members, in payment of their annual retainer fees. The per-share fair value was \$8.21 and total compensation cost in the amount of \$321,963 will be recognized on a straight-line basis over the period ending on the earlier of first anniversary of the grant date and the date of the next annual meeting of the Company's stockholders.

On May 7, 2015, the Company granted a total of 30,133 shares of restricted Common Stock to its independent board members, in payment of their annual retainer fees. The per-share fair value was \$10.62 and total compensation cost in the amount of \$320,012 will be recognized over the four following 90-day periods following the date of grant. The shares granted will vest on a pro-rata basis over these same four periods.

#### Directors' Stock Grants

The Company grants shares of Common Stock to its independent board members in payment of their meeting fees. The total compensation cost of these immediate-vesting awards was recorded in full at the grant dates and the fair values were based upon the closing prices of the Common Stock on the trading days immediately preceding the dates of grant. Details concerning these grants were:

Grant date	Total number of shares granted	Fair value per share	Total fair value
2/6/2014	2,241	\$ 8.00	\$ 17,928
2/5/2015	1,782	\$ 10.05	\$ 17,909
5/7/2015	564	\$ 10.62	5,990

#### Class B Units

On January 2, 2013, pursuant to the limited partnership agreement of the Operating Partnership, the Company granted 142,046 Class B Units of the Operating Partnership, or Class B Units, to certain of its executive officers as compensation for service to be rendered during 2013. On January 2, 2014, the Company granted 239,556 Class B Units for service to be rendered during 2014. On January 2, 2015, the Company granted 285,997 Class B Units for service to be rendered during 2015.

The Class B Units become Vested Class B Units at the Initial Valuation Date, which is one year from the date of grant. For each grant, on the Initial Valuation Date, the market capitalization of the number of shares of Common Stock at the date of grant is compared to the market capitalization of the same number of shares of Common Stock at the Initial Valuation Date. If the market capitalization measure results in an increase which exceeds the target market threshold, the Vested Class B Units become earned Class B Units and automatically convert into Class A Units of the

Operating Partnership (as long as the capital accounts have achieved economic equivalence), which are henceforth entitled to distributions from the Operating Partnership and become exchangeable for Common Stock on a one-to-one basis at the option of the holder. Vested Class B Units may become Earned Class B Units on a pro-rata basis should the result of the market capitalization test be an increase of less than the target market threshold. Any Vested Class B Units that do not become Earned Class B Units on the Initial Valuation Date are subsequently remeasured on a quarterly basis until such time as all Vested Class B Units become Earned Class B Units or are forfeited due to termination of continuous service as an officer of the Company due to an event other than as a result of a qualified event, which is generally the death or disability of the holder. Continuous service through the final valuation date is required for the Vested Class B Units to qualify to become fully Earned Class B Units.

---

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements – (continued)  
June 30, 2015

Because of the market condition vesting requirement that determines the transition of the Vested Class B Units to Earned Class B Units, a Monte Carlo simulation was utilized to calculate the total fair values, which will be amortized as compensation expense over the one-year periods beginning on the grant dates through the Initial Valuation Dates. On January 2, 2014, 131,464 of the 142,046 outstanding Class B Units for 2013 became fully vested and earned and automatically converted to Class A Units of the Operating Partnership. The remaining 10,582 unvested 2013 Class B Units became vested and earned and automatically converted to Class A Units of the Operating Partnership on June 30, 2014. On January 2, 2015, the 239,556 outstanding Class B Units for 2014 became fully vested and earned and automatically converted to Class A Units of the Operating Partnership.

The underlying valuation assumptions and results for the Class B Unit awards were:

Grant dates	1/2/2015		1/2/2014	
Stock price	\$9.21		\$8.05	
Dividend yield	7.60	%	8.12	%
Expected volatility	30.13	%	32.72	%
Risk-free interest rate	2.55	%	3.80	%
Derived service period (years)	1.0		1.0	
Number of Units granted	285,997		239,556	
Calculated fair value per Unit	\$6.81		\$5.94	
Total fair value of Units				