

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2019

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 001-33749

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
(Exact name of registrant as specified in its charter)

**Maryland (Retail Opportunity Investments Corp.)**  
**Delaware (Retail Opportunity Investments Partnership, LP)**  
(State or other jurisdiction of  
incorporation or organization)

**26-0500600 (Retail Opportunity Investments Corp.)**  
**94-2969738 (Retail Opportunity Investments Partnership, LP)**  
(I.R.S. Employer  
Identification No.)

**11250 El Camino Real, Suite 200**  
**San Diego, California**  
(Address of principal executive  
offices)

**92130**  
(Zip code)

**(858) 677-0900**  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Retail Opportunity Investments Corp. Yes  No   
Retail Opportunity Investments Partnership, LP 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).

Retail Opportunity Investments Corp. Yes  No   
Retail Opportunity Investments Partnership, LP 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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Retail Opportunity Investments Corp.

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.

Retail Opportunity Investments Partnership, LP

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.

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

Retail Opportunity Investments Corp. Yes  No   
Retail Opportunity Investments Partnership, LP Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 114,311,788 shares of common stock, par value \$0.0001 per share, of Retail Opportunity Investments Corp. outstanding as of April 19, 2019.

## EXPLANATORY PARAGRAPH

This report combines the quarterly reports on Form 10-Q for the quarter ended March 31, 2019 of Retail Opportunity Investments Corp., a Maryland corporation (“ROIC”), and Retail Opportunity Investments Partnership, LP, a Delaware limited partnership (the “Operating Partnership”), of which ROIC is the parent company and general partner. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “the Company,” “we,” “us,” “our,” or “our company” refer to ROIC together with its consolidated subsidiaries, including the Operating Partnership. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “the Operating Partnership” refer to Retail Opportunity Investments Partnership, LP together with its consolidated subsidiaries.

ROIC operates as a real estate investment trust and as of March 31, 2019, ROIC owned an approximate 90.9% partnership interest and other limited partners owned the remaining 9.1% partnership interest in the Operating Partnership. Retail Opportunity Investments GP, LLC, ROIC’s wholly-owned subsidiary, is the sole general partner of the Operating Partnership, and as the parent company, ROIC has the full and complete authority over the Operating Partnership’s day-to-day management and control.

The Company believes that combining the quarterly reports on Form 10-Q of ROIC and the Operating Partnership into a single report will result in the following benefits:

- facilitate a better understanding by the investors of ROIC and the Operating Partnership by enabling them to view the business as a whole in the same manner as management views and operates the business;
- remove duplicative disclosures and provide a more straightforward presentation in light of the fact that a substantial portion of the disclosure applies to both ROIC and the Operating Partnership; and
- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates ROIC and the Operating Partnership as one enterprise. The management of ROIC and the Operating Partnership are the same.

There are a few differences between ROIC and the Operating Partnership, which are reflected in the disclosures in this report. The Company believes it is important to understand the differences between ROIC and the Operating Partnership in the context of how these entities operate as an interrelated consolidated company. ROIC is a real estate investment trust, whose only material asset is its ownership of direct or indirect partnership interests in the Operating Partnership and membership interest in Retail Opportunity Investments GP, LLC, which is the sole general partner of the Operating Partnership. As a result, ROIC does not conduct business itself, other than acting as the parent company of the Operating Partnership and issuing equity from time to time. The Operating Partnership holds substantially all the assets of the Company and directly or indirectly holds the ownership interests in the Company’s real estate ventures. The Operating Partnership conducts the operations of the Company’s business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by ROIC, which are contributed to the Operating Partnership, the Operating Partnership generates the capital required by the Company’s business through the Operating Partnership’s operations, by the Operating Partnership’s incurrence of indebtedness (directly and through subsidiaries) or through the issuance of operating partnership units (“OP Units”).

Non-controlling interests is the primary area of difference between the Consolidated Financial Statements for ROIC and the Operating Partnership. The OP Units in the Operating Partnership that are not owned by ROIC are accounted for as partners’ capital in the Operating Partnership’s financial statements and as non-controlling interests in ROIC’s financial statements. Accordingly, this report presents the Consolidated Financial Statements for ROIC and the Operating Partnership separately, as required, as well as Earnings Per Share / Earnings Per Unit and Capital of the Operating Partnership.

This report also includes separate Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources, Item 4. Controls and Procedures sections and separate Chief Executive Officer and Chief Financial Officer certifications for each of ROIC and the Operating Partnership as reflected in Exhibits 31 and 32.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**Consolidated Balance Sheets**  
(In thousands, except share data)

|  | <b>March 31, 2019</b><br><b>(unaudited)</b> | <b>December 31, 2018</b> |
|--|---|--------------------------|
| <b>ASSETS</b>  |   |                          |
| Real Estate Investments:   |   |                          |
| Land   | \$ 890,184                                  | \$ 894,240               |
| Building and improvements  | 2,262,034                                   | 2,266,232                |
|  | <u>3,152,218</u>                            | <u>3,160,472</u>         |
| Less: accumulated depreciation   | 342,696                                     | 329,207                  |
| Real Estate Investments, net   | 2,809,522                                   | 2,831,265                |
| Cash and cash equivalents  | 9,649                                       | 6,076                    |
| Restricted cash  | 1,545                                       | 1,373                    |
| Tenant and other receivables, net  | 47,744                                      | 46,832                   |
| Acquired lease intangible assets, net  | 69,062                                      | 72,109                   |
| Prepaid expenses   | 2,958                                       | 4,194                    |
| Deferred charges, net  | 32,069                                      | 33,857                   |
| Other  | 21,857                                      | 7,365                    |
| <b>Total assets</b>  | <u>\$ 2,994,406</u>                         | <u>\$ 3,003,071</u>      |
| <b>LIABILITIES AND EQUITY</b>  |   |                          |
| <b>Liabilities:</b>  |   |                          |
| Term loan  | \$ 299,139                                  | \$ 299,076               |
| Credit facility  | 139,904                                     | 153,689                  |
| Senior Notes   | 941,796                                     | 941,449                  |
| Mortgage notes payable   | 88,264                                      | 88,511                   |
| Acquired lease intangible liabilities, net   | 158,907                                     | 166,146                  |
| Accounts payable and accrued expenses  | 27,710                                      | 15,488                   |
| Tenants' security deposits   | 7,101                                       | 7,065                    |
| Other liabilities  | 37,636                                      | 23,219                   |
| <b>Total liabilities</b>   | <u>1,700,457</u>                            | <u>1,694,643</u>         |
| Commitments and contingencies  |   |                          |
| <b>Equity:</b>   |   |                          |
| Preferred stock, \$0.0001 par value 50,000,000 shares authorized; none issued and outstanding  | —   | —                        |
| Common stock, \$0.0001 par value, 500,000,000 shares authorized; 114,311,788 and 113,992,837 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively | 11  | 11                       |
| Additional paid-in capital   | 1,440,754                                   | 1,441,080                |
| Dividends in excess of earnings  | (265,565)                                   | (256,438)                |
| Accumulated other comprehensive income   | 751   | 3,561                    |
| Total Retail Opportunity Investments Corp. stockholders' equity  | <u>1,175,951</u>                            | <u>1,188,214</u>         |
| Non-controlling interests  | 117,998                                     | 120,214                  |
| <b>Total equity</b>  | <u>1,293,949</u>                            | <u>1,308,428</u>         |
| <b>Total liabilities and equity</b>  | <u>\$ 2,994,406</u>                         | <u>\$ 3,003,071</u>      |

See accompanying notes to consolidated financial statements.

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**Consolidated Statements of Operations and Comprehensive Income**  
(Unaudited)  
(In thousands, except share data)

|   | <b>Three Months Ended March 31,</b> |                  |
|---|-------------------------------------|------------------|
|   | <b>2019</b>                         | <b>2018</b>      |
| <b>Revenues</b>   |                                     |                  |
| Rental revenue  | \$ 75,367                           | \$ 71,538        |
| Other income  | 686                                 | 2,857            |
| <b>Total revenues</b>   | <b>76,053</b>                       | <b>74,395</b>    |
| <b>Operating expenses</b>   |                                     |                  |
| Property operating  | 11,061                              | 10,478           |
| Property taxes  | 8,238                               | 7,819            |
| Depreciation and amortization   | 24,761                              | 25,217           |
| General and administrative expenses   | 4,276                               | 3,531            |
| Other expense   | 93                                  | 69               |
| <b>Total operating expenses</b>   | <b>48,429</b>                       | <b>47,114</b>    |
| Gain on sale of real estate   | 2,638                               | —                |
| <b>Operating income</b>   | <b>30,262</b>                       | <b>27,281</b>    |
| Non-operating expenses  |                                     |                  |
| Interest expense and other finance expenses   | (15,679)                            | (15,457)         |
| Net income  | 14,583                              | 11,824           |
| Net income attributable to non-controlling interests                                    | (1,333)                             | (1,122)          |
| <b>Net Income Attributable to Retail Opportunity Investments Corp.</b>                  | <b>\$ 13,250</b>                    | <b>\$ 10,702</b> |
| <b>Earnings per share – basic and diluted</b>   | <b>\$ 0.12</b>                      | <b>\$ 0.09</b>   |
| <b>Dividends per common share</b>   | <b>\$ 0.1970</b>                    | <b>\$ 0.1950</b> |
| <b>Comprehensive income:</b>  |                                     |                  |
| Net income  | \$ 14,583                           | \$ 11,824        |
| Other comprehensive (loss) income:  |                                     |                  |
| Unrealized swap derivative (loss) gain arising during the period                        | (2,608)                             | 3,390            |
| Reclassification adjustment for amortization of interest expense included in net income | (202)                               | 418              |
| Other comprehensive (loss) income   | (2,810)                             | 3,808            |
| Comprehensive income  | 11,773                              | 15,632           |
| Comprehensive income attributable to non-controlling interests                          | (1,333)                             | (1,122)          |
| <b>Comprehensive income attributable to Retail Opportunity Investments Corp.</b>        | <b>\$ 10,440</b>                    | <b>\$ 14,510</b> |

See accompanying notes to consolidated financial statements.

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**Consolidated Statements of Equity**  
(Unaudited)  
(In thousands, except share data)

**Three Months Ended March 31, 2019**

|  | Common Stock       |              | Additional<br>paid-in capital | Accumulated<br>dividends in<br>excess of<br>earnings | Accumulated<br>other<br>comprehensive<br>income | Non-<br>controlling<br>interests | Equity              |
|--|--------------------|--------------|-------------------------------|--|---|----------------------------------|---------------------|
|  | Shares             | Amount       |                               |  |   |                                  |                     |
| <b>Balance at December 31, 2018</b>  | <b>113,992,837</b> | <b>\$ 11</b> | <b>\$ 1,441,080</b>           | <b>\$ (256,438)</b>                                  | <b>\$ 3,561</b>                                 | <b>\$ 120,214</b>                | <b>\$ 1,308,428</b> |
| Shares issued under the Equity Incentive Plan                              | 445,022            | —            | —                             | —  | —   | —                                | —                   |
| Shares withheld for employee taxes   | (125,072)          | —            | (1,986)                       | —  | —   | —                                | (1,986)             |
| Cancellation of restricted stock   | (999)              | —            | —                             | —  | —   | —                                | —                   |
| Stock based compensation expense   | —                  | —            | 1,651                         | —  | —   | —                                | 1,651               |
| Cash redemption for non-controlling interests                              | —                  | —            | —                             | —  | —   | (1,246)                          | (1,246)             |
| Adjustment to non-controlling interests ownership in Operating Partnership | —                  | —            | 56                            | —  | —   | (56)                             | —                   |
| Registration expenditures  | —                  | —            | (47)                          | —  | —   | —                                | (47)                |
| Cash dividends (\$0.1970 per share)  | —                  | —            | —                             | (22,519)   | —   | (2,247)                          | (24,766)            |
| Dividends payable to officers  | —                  | —            | —                             | 142  | —   | —                                | 142                 |
| Net income attributable to Retail Opportunity Investments Corp.            | —                  | —            | —                             | 13,250   | —   | —                                | 13,250              |
| Net income attributable to non-controlling interests                       | —                  | —            | —                             | —  | —   | 1,333                            | 1,333               |
| Other comprehensive loss   | —                  | —            | —                             | —  | (2,810)   | —                                | (2,810)             |
| <b>Balance at March 31, 2019</b>   | <b>114,311,788</b> | <b>\$ 11</b> | <b>\$ 1,440,754</b>           | <b>\$ (265,565)</b>                                  | <b>\$ 751</b>                                   | <b>\$ 117,998</b>                | <b>\$ 1,293,949</b> |

**Three Months Ended March 31, 2018**

|  | Common Stock       |              | Additional<br>paid-in capital | Accumulated<br>dividends in<br>excess of<br>earnings | Accumulated<br>other<br>comprehensive<br>income | Non-<br>controlling<br>interests | Equity              |
|--|--------------------|--------------|-------------------------------|--|---|----------------------------------|---------------------|
|  | Shares             | Amount       |                               |  |   |                                  |                     |
| <b>Balance at December 31, 2017</b>  | <b>112,347,451</b> | <b>\$ 11</b> | <b>\$ 1,412,590</b>           | <b>\$ (210,490)</b>                                  | <b>\$ 1,856</b>                                 | <b>\$ 125,674</b>                | <b>\$ 1,329,641</b> |
| Shares issued under the 2009 Equity Incentive Plan                         | 373,861            | —            | —                             | —  | —   | —                                | —                   |
| Shares withheld for employee taxes   | (70,168)           | —            | (1,400)                       | —  | —   | —                                | (1,400)             |
| Cancellation of restricted stock   | (4,999)            | —            | —                             | —  | —   | —                                | —                   |
| Stock based compensation expense   | —                  | —            | 1,428                         | —  | —   | —                                | 1,428               |
| Adjustment to non-controlling interests ownership in Operating Partnership | —                  | —            | (191)                         | —  | —   | 191                              | —                   |
| Proceeds from the issuance of common stock                                 | 75,314             | —            | 1,508                         | —  | —   | —                                | 1,508               |
| Registration expenditures  | —                  | —            | (48)                          | —  | —   | —                                | (48)                |
| Cash dividends (\$0.1950 per share)  | —                  | —            | —                             | (21,981)   | —   | (2,277)                          | (24,258)            |
| Dividends payable to officers  | —                  | —            | —                             | (72)   | —   | —                                | (72)                |
| Net income attributable to Retail Opportunity Investments Corp.            | —                  | —            | —                             | 10,702   | —   | —                                | 10,702              |
| Net income attributable to non-controlling interests                       | —                  | —            | —                             | —  | —   | 1,122                            | 1,122               |
| Other comprehensive income   | —                  | —            | —                             | —  | 3,808   | —                                | 3,808               |
| <b>Balance at March 31, 2018</b>   | <b>112,721,459</b> | <b>\$ 11</b> | <b>\$ 1,413,887</b>           | <b>\$ (221,841)</b>                                  | <b>\$ 5,664</b>                                 | <b>\$ 124,710</b>                | <b>\$ 1,322,431</b> |

See accompanying notes to consolidated financial statements.

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**Consolidated Statements of Cash Flow**  
(Unaudited)  
(In thousands)

|   | <b>Three Months Ended March 31,</b> |                  |
|---|-------------------------------------|------------------|
|   | <b>2019</b>                         | <b>2018</b>      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                   |                                     |                  |
| Net income  | \$ 14,583                           | \$ 11,824        |
| Adjustments to reconcile net income to cash provided by operating activities: |                                     |                  |
| Depreciation and amortization   | 24,761                              | 25,217           |
| Amortization of deferred financing costs and mortgage premiums, net           | 515                                 | 449              |
| Straight-line rent adjustment   | (1,180)                             | (1,471)          |
| Amortization of above and below market rent                                   | (6,478)                             | (4,075)          |
| Amortization relating to stock based compensation                             | 1,651                               | 1,428            |
| Provisions for tenant credit losses   | 867                                 | 323              |
| Other noncash interest expense  | 301                                 | 535              |
| Gain on sale of real estate   | (2,638)                             | —                |
| Change in operating assets and liabilities:                                   |                                     |                  |
| Tenant and other receivables  | (1,198)                             | 845              |
| Prepaid expenses  | 1,231                               | (89)             |
| Accounts payable and accrued expenses   | 11,334                              | 9,701            |
| Other assets and liabilities, net   | (3,559)                             | (264)            |
| <b>Net cash provided by operating activities</b>                              | <b>40,190</b>                       | <b>44,423</b>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                   |                                     |                  |
| Investments in real estate  | —                                   | (19,337)         |
| Proceeds from sale of real estate   | 16,046                              | —                |
| Improvements to properties  | (10,120)                            | (8,441)          |
| <b>Net cash provided by (used in) investing activities</b>                    | <b>5,926</b>                        | <b>(27,778)</b>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                   |                                     |                  |
| Principal repayments on mortgages   | (138)                               | (10,317)         |
| Proceeds from draws on credit facility  | 22,000                              | 45,000           |
| Payments on credit facility   | (36,000)                            | (29,000)         |
| Redemption of OP Units  | (1,246)                             | —                |
| Distributions to OP Unitholders   | (2,247)                             | (2,277)          |
| Proceeds from the sale of common stock  | —                                   | 1,508            |
| Registration expenditures   | (32)                                | (48)             |
| Dividends paid to common shareholders   | (22,722)                            | (22,066)         |
| Shares withheld for employee taxes  | (1,986)                             | (1,400)          |
| <b>Net cash used in financing activities</b>                                  | <b>(42,371)</b>                     | <b>(18,600)</b>  |
| <b>Net increase (decrease) in cash, cash equivalents and restricted cash</b>  | <b>3,745</b>                        | <b>(1,955)</b>   |
| <b>Cash, cash equivalents and restricted cash at beginning of period</b>      | <b>7,449</b>                        | <b>16,965</b>    |
| <b>Cash, cash equivalents and restricted cash at end of period</b>            | <b>\$ 11,194</b>                    | <b>\$ 15,010</b> |
| <b>Other non-cash investing and financing activities increase (decrease):</b> |                                     |                  |
| Interest rate swap asset  | \$ (2,238)                          | \$ 3,273         |
| Interest rate swap liabilities  | \$ 873                              | \$ —             |
| Accrued real estate improvement costs   | \$ 1,300                            | \$ 2,196         |

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same amounts shown in the consolidated statement of cash flows:

|   | <b>Three Months Ended March 31,</b> |                  |
|---|-------------------------------------|------------------|
|   | <b>2019</b>                         | <b>2018</b>      |
| Cash and cash equivalents   | \$ 9,649                            | \$ 13,012        |
| Restricted cash   | 1,545                               | 1,998            |
| <b>Total cash, cash equivalents and restricted cash shown in Statements of Cash Flows</b> | <b>\$ 11,194</b>                    | <b>\$ 15,010</b> |

See accompanying notes to consolidated financial statements.



**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**Consolidated Balance Sheets**  
(In thousands)

|  | <b>March 31, 2019</b><br><b>(unaudited)</b> | <b>December 31, 2018</b> |
|--|---|--------------------------|
| <b>ASSETS</b>  |   |                          |
| Real Estate Investments:                                   |   |                          |
| Land   | \$ 890,184                                  | \$ 894,240               |
| Building and improvements                                  | 2,262,034                                   | 2,266,232                |
|  | <u>3,152,218</u>                            | <u>3,160,472</u>         |
| Less: accumulated depreciation                             | 342,696                                     | 329,207                  |
| Real Estate Investments, net                               | 2,809,522                                   | 2,831,265                |
| Cash and cash equivalents                                  | 9,649                                       | 6,076                    |
| Restricted cash  | 1,545                                       | 1,373                    |
| Tenant and other receivables, net                          | 47,744                                      | 46,832                   |
| Acquired lease intangible assets, net                      | 69,062                                      | 72,109                   |
| Prepaid expenses   | 2,958                                       | 4,194                    |
| Deferred charges, net                                      | 32,069                                      | 33,857                   |
| Other  | 21,857                                      | 7,365                    |
| <b>Total assets</b>  | <u>\$ 2,994,406</u>                         | <u>\$ 3,003,071</u>      |
| <b>LIABILITIES AND CAPITAL</b>                             |   |                          |
| <b>Liabilities:</b>  |   |                          |
| Term loan  | \$ 299,139                                  | \$ 299,076               |
| Credit facility  | 139,904                                     | 153,689                  |
| Senior Notes   | 941,796                                     | 941,449                  |
| Mortgage notes payable                                     | 88,264                                      | 88,511                   |
| Acquired lease intangible liabilities, net                 | 158,907                                     | 166,146                  |
| Accounts payable and accrued expenses                      | 27,710                                      | 15,488                   |
| Tenants' security deposits                                 | 7,101                                       | 7,065                    |
| Other liabilities  | 37,636                                      | 23,219                   |
| <b>Total liabilities</b>                                   | <u>1,700,457</u>                            | <u>1,694,643</u>         |
| Commitments and contingencies                              |   |                          |
| <b>Capital:</b>  |   |                          |
| Partners' capital, unlimited partnership units authorized: |   |                          |
| ROIC capital   | 1,175,200                                   | 1,184,653                |
| Limited partners' capital                                  | 117,998                                     | 120,214                  |
| Accumulated other comprehensive income                     | 751   | 3,561                    |
| <b>Total capital</b>                                       | <u>1,293,949</u>                            | <u>1,308,428</u>         |
| <b>Total liabilities and capital</b>                       | <u>\$ 2,994,406</u>                         | <u>\$ 3,003,071</u>      |

See accompanying notes to consolidated financial statements.

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**Consolidated Statements of Operations and Comprehensive Income**  
(Unaudited)  
(In thousands, except unit data)

|  | <b>Three Months Ended March 31,</b> |                  |
|--|-------------------------------------|------------------|
|  | <b>2019</b>                         | <b>2018</b>      |
| <b>Revenues</b>  |                                     |                  |
| Rental revenue   | \$ 75,367                           | \$ 71,538        |
| Other income   | 686                                 | 2,857            |
| <b>Total revenues</b>  | <b>76,053</b>                       | <b>74,395</b>    |
| <b>Operating expenses</b>  |                                     |                  |
| Property operating   | 11,061                              | 10,478           |
| Property taxes   | 8,238                               | 7,819            |
| Depreciation and amortization  | 24,761                              | 25,217           |
| General and administrative expenses  | 4,276                               | 3,531            |
| Other expense  | 93                                  | 69               |
| <b>Total operating expenses</b>  | <b>48,429</b>                       | <b>47,114</b>    |
| Gain on sale of real estate  | 2,638                               | —                |
| <b>Operating income</b>  | <b>30,262</b>                       | <b>27,281</b>    |
| Non-operating expenses   |                                     |                  |
| Interest expense and other finance expenses  | (15,679)                            | (15,457)         |
| <b>Net Income Attributable to Retail Opportunity Investments Partnership, LP</b>           | <b>\$ 14,583</b>                    | <b>\$ 11,824</b> |
| <b>Earnings per unit - basic and diluted</b>   | <b>\$ 0.12</b>                      | <b>\$ 0.09</b>   |
| <b>Distributions per unit</b>  | <b>\$ 0.1970</b>                    | <b>\$ 0.1950</b> |
| <b>Comprehensive income:</b>   |                                     |                  |
| Net income attributable to Retail Opportunity Investments Partnership, LP                  | \$ 14,583                           | \$ 11,824        |
| Other comprehensive (loss) income:   |                                     |                  |
| Unrealized swap derivative (loss) gain arising during the period                           | (2,608)                             | 3,390            |
| Reclassification adjustment for amortization of interest expense included in net income    | (202)                               | 418              |
| Other comprehensive (loss) income  | (2,810)                             | 3,808            |
| <b>Comprehensive income attributable to Retail Opportunity Investments Partnership, LP</b> | <b>\$ 11,773</b>                    | <b>\$ 15,632</b> |

See accompanying notes to consolidated financial statements.

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**Consolidated Statements of Partners' Capital**  
(Unaudited)  
(In thousands, except unit data)

**Three Months Ended March 31, 2019**

|  | Limited Partner's Capital <sup>(1)</sup> |                   | ROIC Capital <sup>(2)</sup> |                     | Accumulated other comprehensive income | Capital             |
|--|--|-------------------|-----------------------------|---------------------|--|---------------------|
|  | Units                                    | Amount            | Units                       | Amount              |  |                     |
| <b>Balance at December 31, 2018</b>  | <b>11,477,041</b>                        | <b>\$ 120,214</b> | <b>113,992,837</b>          | <b>\$ 1,184,653</b> | <b>\$ 3,561</b>                        | <b>\$ 1,308,428</b> |
| OP units issued under the Equity Incentive Plan                            | —  | —                 | 445,022                     | —                   | —                                      | —                   |
| OP Units withheld for employee taxes                                       | —  | —                 | (125,072)                   | (1,986)             | —                                      | (1,986)             |
| Cancellation of OP Units   | —  | —                 | (999)                       | —                   | —                                      | —                   |
| Stock based compensation expense   | —  | —                 | —                           | 1,651               | —                                      | 1,651               |
| Cash redemption of OP Units  | (70,000)                                 | (1,246)           | —                           | —                   | —                                      | (1,246)             |
| Adjustment to non-controlling interests ownership in Operating Partnership | —  | (56)              | —                           | 56                  | —                                      | —                   |
| Registration expenditures  | —  | —                 | —                           | (47)                | —                                      | (47)                |
| Cash distributions (\$0.1970 per unit)                                     | —  | (2,247)           | —                           | (22,519)            | —                                      | (24,766)            |
| Distributions payable to officers  | —  | —                 | —                           | 142                 | —                                      | 142                 |
| Net income attributable to Retail Opportunity Investments Partnership, LP  | —  | 1,333             | —                           | 13,250              | —                                      | 14,583              |
| Other comprehensive loss   | —  | —                 | —                           | —                   | (2,810)                                | (2,810)             |
| <b>Balance at March 31, 2019</b>   | <b>11,407,041</b>                        | <b>\$ 117,998</b> | <b>114,311,788</b>          | <b>\$ 1,175,200</b> | <b>\$ 751</b>                          | <b>\$ 1,293,949</b> |

**Three Months Ended March 31, 2018**

|  | Limited Partner's Capital <sup>(1)</sup> |                   | ROIC Capital <sup>(2)</sup> |                     | Accumulated other comprehensive income | Capital             |
|--|--|-------------------|-----------------------------|---------------------|--|---------------------|
|  | Units                                    | Amount            | Units                       | Amount              |  |                     |
| <b>Balance at December 31, 2017</b>  | <b>11,678,991</b>                        | <b>\$ 125,674</b> | <b>112,347,451</b>          | <b>\$ 1,202,111</b> | <b>\$ 1,856</b>                        | <b>\$ 1,329,641</b> |
| OP units issued under the 2009 Equity Incentive Plan                       | —  | —                 | 373,861                     | —                   | —                                      | —                   |
| OP Units withheld for employee taxes                                       | —  | —                 | (70,168)                    | (1,400)             | —                                      | (1,400)             |
| Cancellation of OP Units   | —  | —                 | (4,999)                     | —                   | —                                      | —                   |
| Stock based compensation expense   | —  | —                 | —                           | 1,428               | —                                      | 1,428               |
| Adjustment to non-controlling interests ownership in Operating Partnership | —  | 191               | —                           | (191)               | —                                      | —                   |
| Issuance of OP Units in connection with sale of common stock               | —  | —                 | 75,314                      | 1,508               | —                                      | 1,508               |
| Registration expenditures  | —  | —                 | —                           | (48)                | —                                      | (48)                |
| Cash distributions (\$0.1950 per unit)                                     | —  | (2,277)           | —                           | (21,981)            | —                                      | (24,258)            |
| Distributions payable to officers  | —  | —                 | —                           | (72)                | —                                      | (72)                |
| Net income attributable to Retail Opportunity Investments Partnership, LP  | —  | 1,122             | —                           | 10,702              | —                                      | 11,824              |
| Other comprehensive income   | —  | —                 | —                           | —                   | 3,808                                  | 3,808               |
| <b>Balance at March 31, 2018</b>   | <b>11,678,991</b>                        | <b>\$ 124,710</b> | <b>112,721,459</b>          | <b>\$ 1,192,057</b> | <b>\$ 5,664</b>                        | <b>\$ 1,322,431</b> |

(1) Consists of limited partnership interests held by third parties.

(2) Consists of general and limited partnership interests held by ROIC.

See accompanying notes to consolidated financial statements.

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**Consolidated Statements of Cash Flow**  
(Unaudited)  
(In thousands)

|  | <b>Three Months Ended March 31,</b> |                  |
|--|-------------------------------------|------------------|
|  | <b>2019</b>                         | <b>2018</b>      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                                     |                  |
| Net income   | \$ 14,583                           | \$ 11,824        |
| Adjustments to reconcile net income to cash provided by operating activities:      |                                     |                  |
| Depreciation and amortization  | 24,761                              | 25,217           |
| Amortization of deferred financing costs and mortgage premiums, net                | 515                                 | 449              |
| Straight-line rent adjustment  | (1,180)                             | (1,471)          |
| Amortization of above and below market rent  | (6,478)                             | (4,075)          |
| Amortization relating to stock based compensation                                  | 1,651                               | 1,428            |
| Provisions for tenant credit losses  | 867                                 | 323              |
| Other noncash interest expense   | 301                                 | 535              |
| Gain on sale of real estate  | (2,638)                             | —                |
| Change in operating assets and liabilities:  |                                     |                  |
| Tenant and other receivables   | (1,198)                             | 845              |
| Prepaid expenses   | 1,231                               | (89)             |
| Accounts payable and accrued expenses  | 11,334                              | 9,701            |
| Other assets and liabilities, net  | (3,559)                             | (264)            |
| <b>Net cash provided by operating activities</b>                                   | <b>40,190</b>                       | <b>44,423</b>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                                     |                  |
| Investments in real estate   | —                                   | (19,337)         |
| Proceeds from sale of real estate  | 16,046                              | —                |
| Improvements to properties   | (10,120)                            | (8,441)          |
| <b>Net cash provided by (used in) investing activities</b>                         | <b>5,926</b>                        | <b>(27,778)</b>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                                     |                  |
| Principal repayments on mortgages  | (138)                               | (10,317)         |
| Proceeds from draws on credit facility   | 22,000                              | 45,000           |
| Payments on credit facility  | (36,000)                            | (29,000)         |
| Redemption of OP Units   | (1,246)                             | —                |
| Proceeds from the issuance of OP Units in connection with issuance of common stock | —                                   | 1,508            |
| Registration expenditures  | (32)                                | (48)             |
| Distributions to OP Unitholders  | (24,969)                            | (24,343)         |
| OP Units withheld for employee taxes   | (1,986)                             | (1,400)          |
| <b>Net cash used in financing activities</b>                                       | <b>(42,371)</b>                     | <b>(18,600)</b>  |
| <b>Net increase (decrease) in cash, cash equivalents and restricted cash</b>       | <b>3,745</b>                        | <b>(1,955)</b>   |
| <b>Cash, cash equivalents and restricted cash at beginning of period</b>           | <b>7,449</b>                        | <b>16,965</b>    |
| <b>Cash, cash equivalents and restricted cash at end of period</b>                 | <b>\$ 11,194</b>                    | <b>\$ 15,010</b> |
| <b>Other non-cash investing and financing activities increase (decrease):</b>      |                                     |                  |
| Interest rate swap asset   | \$ (2,238)                          | \$ 3,273         |
| Interest rate swap liabilities   | \$ 873                              | \$ —             |
| Accrued real estate improvement costs  | \$ 1,300                            | \$ 2,196         |

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same amounts shown in the consolidated statement of cash flows:

|   | <b>Three Months Ended March 31,</b> |                  |
|---|-------------------------------------|------------------|
|   | <b>2019</b>                         | <b>2018</b>      |
| Cash and cash equivalents   | \$ 9,649                            | \$ 13,012        |
| Restricted cash   | 1,545                               | 1,998            |
| <b>Total cash, cash equivalents and restricted cash shown in Statements of Cash Flows</b> | <b>\$ 11,194</b>                    | <b>\$ 15,010</b> |

See accompanying notes to consolidated financial statements.

## Notes to Consolidated Financial Statements

### 1. Organization, Basis of Presentation and Summary of Significant Accounting Policies

#### Business

Retail Opportunity Investments Corp., a Maryland corporation (“ROIC”), is a fully integrated and self-managed real estate investment trust (“REIT”). ROIC specializes in the acquisition, ownership and management of necessity-based community and neighborhood shopping centers on the west coast of the United States anchored by supermarkets and drugstores.

ROIC is organized in a traditional umbrella partnership real estate investment trust (“UpREIT”) format pursuant to which Retail Opportunity Investments GP, LLC, its wholly-owned subsidiary, serves as the general partner of, and ROIC conducts substantially all of its business through, its operating partnership subsidiary, Retail Opportunity Investments Partnership, LP, a Delaware limited partnership (the “Operating Partnership”), together with its subsidiaries. Unless otherwise indicated or unless the context requires otherwise, all references to the “Company”, “we,” “us,” “our,” or “our company” refer to ROIC together with its consolidated subsidiaries, including the Operating Partnership.

With the approval of its stockholders, ROIC reincorporated as a Maryland corporation on June 2, 2011. ROIC began operations as a Delaware corporation, known as NRDC Acquisition Corp., which was incorporated on July 10, 2007, for the purpose of acquiring assets or operating businesses through a merger, capital stock exchange, stock purchase, asset acquisition or other similar business combination. On October 20, 2009, ROIC’s stockholders and warrant holders approved, among other things, the steps to be taken by ROIC to continue its business as a corporation that has elected to qualify as a REIT for U.S. federal income tax purposes.

ROIC’s only material asset is its ownership of direct or indirect partnership interests in the Operating Partnership and membership interest in Retail Opportunity Investments GP, LLC, which is the sole general partner of the Operating Partnership. As a result, ROIC does not conduct business itself, other than acting as the parent company and issuing equity from time to time. The Operating Partnership holds substantially all the assets of the Company and directly or indirectly holds the ownership interests in the Company’s real estate ventures. The Operating Partnership conducts the operations of the Company’s business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by ROIC, which are contributed to the Operating Partnership, the Operating Partnership generates the capital required by the Company’s business through the Operating Partnership’s operations, by the Operating Partnership’s incurrence of indebtedness (directly and through subsidiaries) or through the issuance of operating partnership units (“OP Units”) of the Operating Partnership.

#### Recent Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-2, “Leases.” ASU No. 2016-2 resulted in the recognition of a right-to-use asset and related liability to account for future obligations under ground lease agreements for which the Company is the lessee. In addition, this ASU requires that lessees and lessors capitalize, as initial direct costs, only those costs that are incurred due to the execution of a lease. Allocated payroll costs and other costs that are incurred regardless of whether the lease is obtained are no longer capitalized as initial direct costs and instead are expensed as incurred.

Under ASU No. 2016-2, each lease agreement will be evaluated to identify the lease components and nonlease components at lease inception. The total consideration in the lease agreement will be allocated to the lease and nonlease components based on their relative standalone selling prices. Lessors will continue to recognize the lease revenue component using an approach that is substantially equivalent to existing guidance for operating leases (straight-line basis). In July 2018, the FASB issued an amendment to ASU No. 2016-2 that allows lessors to elect, as a practical expedient, not to allocate the total consideration to lease and nonlease components based on their relative standalone selling prices. This practical expedient allows lessors to elect a combined single lease component presentation if (i) the timing and pattern of the revenue recognition of the combined single lease component is the same, and (ii) the related lease component and, the combined single lease component would be classified as an operating lease. The amendment also provides a transition option that permits the application of the new guidance as of the adoption date rather than to all periods presented. The pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted.

The Company adopted the provisions of ASU No. 2016-2 effective January 1, 2019 using the modified retrospective approach and accordingly, recognized a lease liability of approximately \$18.0 million, which is included in Other liabilities on the accompanying balance sheet, and a related right-to-use asset of approximately \$17.0 million, which is included in Other assets on the accompanying balance sheet, for all operating leases in which the Company is a lessee based on the present value of the minimum rental payments remaining as of the initial application date. The present value of the remaining lease payments was

calculated for each operating lease using each respective remaining lease term and a corresponding estimated incremental borrowing rate, which is the interest rate that the Company estimates it would have to pay to borrow on a collateralized basis over a similar term.

Based on its election of the package of practical expedients, the Company was not required to reassess whether any expired or existing contracts are or contain leases, reassess the lease classification for any expired or existing leases, or reassess initial direct costs for any existing leases. Accordingly, the Company's ground lease agreements for which the Company is the lessee will continue to be accounted for as operating leases under the new standard. Further, the Company elected the practical expedient to account for both its lease and non-lease components as a combined single lease component and elected the optional transition method permitting January 1, 2019 to be its initial application date. Additionally, leasing payroll-related costs that are incurred regardless of whether leases are obtained are no longer capitalized as initial direct costs and instead are expensed as incurred. These costs amounted to approximately \$334,000 during the three months ended March 31, 2018. Further, bad debt, which has previously been recorded in Property operating, has now been classified as a contra-revenue account in Rental revenue in the Company's consolidated statements of operations and comprehensive income.

In June 2016, the FASB issued ASU No. 2016-13 "Financial Instruments - Credit Topics." ASU No. 2016-13 requires companies to adopt a new approach to estimating credit losses on certain types of financial instruments, such as trade and other receivables and loans. The standard requires entities to estimate a lifetime expected credit loss for most financial instruments, including trade receivables. ASU 2016-13 will be effective for the Company beginning on January 1, 2020, with early adoption permitted. The Company continues to evaluate the impact this pronouncement will have on the Company's consolidated financial statements.

### **Principles of Consolidation**

The accompanying consolidated financial statements are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statement disclosures. In the opinion of management, the consolidated financial statements include all adjustments necessary, which are of a normal and recurring nature, for the fair presentation of the Company's financial position and the results of operations and cash flows for the periods presented. Results of operations for the three month periods ended March 31, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2018.

The consolidated financial statements include the accounts of the Company and those of its subsidiaries, which are wholly-owned or controlled by the Company. Entities which the Company does not control through its voting interest and entities which are variable interest entities ("VIEs"), but where it is not the primary beneficiary, are accounted for under the equity method. All significant intercompany balances and transactions have been eliminated.

The Company follows the FASB guidance for determining whether an entity is a VIE and requires the performance of a qualitative rather than a quantitative analysis to determine the primary beneficiary of a VIE. Under this guidance, an entity would be required to consolidate a VIE if it has (i) the power to direct the activities that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE. The Company has concluded that the Operating Partnership is a VIE, and because they have both the power and the rights to control the Operating Partnership, they are the primary beneficiary and are required to continue to consolidate the Operating Partnership.

A non-controlling interest in a consolidated subsidiary is defined as the portion of the equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. Non-controlling interests are required to be presented as a separate component of equity in the consolidated balance sheet and modify the presentation of net income by requiring earnings and other comprehensive income to be attributed to controlling and non-controlling interests.

## **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the periods covered by the financial statements. The most significant assumptions and estimates relate to the purchase price allocations, depreciable lives, revenue recognition and the collectability of tenant receivables, other receivables, notes receivables, the valuation of performance-based restricted stock, LTIPs, and derivatives. Actual results could differ from these estimates.

## **Federal Income Taxes**

The Company has elected to qualify as a REIT under Sections 856-860 of the Internal Revenue Code (the "Code"). Under those sections, a REIT that, among other things, distributes at least 90% of its REIT taxable income (determined without regard to the dividends paid deduction and excluding net capital gains) and meets certain other qualifications prescribed by the Code, will not be taxed on that portion of its taxable income that is distributed. Although it may qualify as a REIT for U.S. federal income tax purposes, the Company is subject to state income or franchise taxes in certain states in which some of its properties are located. In addition, taxable income from non-REIT activities managed through the Company's taxable REIT subsidiary ("TRS"), if any, is fully subject to U.S. federal, state and local income taxes. For all periods from inception through September 26, 2013 the Operating Partnership had been an entity disregarded from its sole owner, ROIC, for U.S. federal income tax purposes and as such had not been subject to U.S. federal income taxes. Effective September 27, 2013, the Operating Partnership issued OP Units in connection with the acquisitions of two shopping centers. Accordingly, the Operating Partnership ceased being a disregarded entity and instead is being treated as a partnership for U.S. federal income tax purposes.

The Company follows the FASB guidance that defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The FASB also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company records interest and penalties relating to unrecognized tax benefits, if any, as interest expense. As of March 31, 2019, the statute of limitations for the tax years 2015 through and including 2017 remain open for examination by the Internal Revenue Service ("IRS") and state taxing authorities.

ROIC intends to make regular quarterly distributions to holders of its common stock. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay U.S. federal income tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income. ROIC intends to pay regular quarterly dividends to stockholders in an amount not less than its net taxable income, if and to the extent authorized by its board of directors. Before ROIC pays any dividend, whether for U.S. federal income tax purposes or otherwise, it must first meet both its operating requirements and its debt service on debt. If ROIC's cash available for distribution is less than its net taxable income, it could be required to sell assets or borrow funds to make cash distributions or it may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities.

## **Real Estate Investments**

All costs related to the improvement or replacement of real estate properties are capitalized. Additions, renovations and improvements that enhance and/or extend the useful life of a property are also capitalized. Expenditures for ordinary maintenance, repairs and improvements that do not materially prolong the normal useful life of an asset are charged to operations as incurred. During the three months ended March 31, 2019 and 2018, capitalized costs related to the improvement or replacement of real estate properties were approximately \$11.8 million and \$10.6 million, respectively.

The Company evaluates each acquisition of real estate to determine if the acquired property meets the definition of a business and needs to be accounted for as a business combination. Under ASU No. 2017-1, the Company first determines whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If this threshold is met, the acquired property does not meet the definition of a business and is accounted for as an asset acquisition. The Company expects that acquisitions of real estate properties will not meet the revised definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets (i.e. land, buildings, and related intangible assets).

The Company recognizes the acquisition of real estate properties, including acquired tangible assets (consisting of land, buildings and improvements), and acquired intangible assets and liabilities (consisting of above-market and below-market leases and acquired in-place leases) at their fair value (for acquisitions meeting the definition of a business) and relative fair value (for acquisitions

not meeting the definition of a business). The relative fair values used to allocate the cost of an asset acquisition are determined using the same methodologies and assumptions the Company utilizes to determine fair value in a business combination.

Acquired lease intangible assets include above-market leases and acquired in-place leases, and acquired lease intangible liabilities represent below-market leases, in the accompanying consolidated balance sheets. The fair value of the tangible assets of an acquired property is determined by valuing the property as if it were vacant, which value is then allocated to land, buildings and improvements based on management's determination of the relative fair values of these assets. In valuing an acquired property's intangibles, factors considered by management include an estimate of carrying costs during the expected lease-up periods, and estimates of lost rental revenue during the expected lease-up periods based on management's evaluation of current market demand. Management also estimates costs to execute similar leases, including leasing commissions, tenant improvements, legal and other related costs. Leasing commissions, legal and other related costs ("lease origination costs") are classified as deferred charges in the accompanying consolidated balance sheets.

The value of in-place leases is measured by the excess of (i) the purchase price paid for a property after adjusting existing in-place leases to market rental rates, over (ii) the estimated fair value of the property as if vacant. Above-market and below-market lease values are recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between the contractual amounts to be received and management's estimate of market lease rates, measured over the terms of the respective leases that management deemed appropriate at the time of acquisition. Such valuations include a consideration of the non-cancellable terms of the respective leases as well as any applicable renewal periods. The fair values associated with below-market rental renewal options are determined based on the Company's experience and the relevant facts and circumstances that existed at the time of the acquisitions. The value of the above-market and below-market leases is amortized to base rental income, over the terms of the respective leases including option periods, if applicable. The value of in-place leases is amortized to expense over the remaining non-cancellable terms of the respective leases. If a lease were to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be recognized in operations at that time.

The Company expenses transaction costs associated with business combinations and unsuccessful property asset acquisitions in the period incurred and capitalizes transaction costs associated with successful property asset acquisitions. In conjunction with the Company's pursuit and acquisition of real estate investments, the Company did not expense any acquisition transaction costs during the three months ended March 31, 2019 or 2018.

Sales of real estate are recognized only when sufficient down payments have been obtained, possession and other attributes of ownership have been transferred to the buyer and the Company has no significant continuing involvement. The application of these criteria can be complex and requires the Company to make assumptions. Management has determined that all of these criteria were met for all real estate sold during the periods presented.

#### **Asset Impairment**

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to aggregate future net cash flows (undiscounted and without interest) expected to be generated by the asset. If such assets are considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value. Management does not believe that the value of any of the Company's real estate investments was impaired at March 31, 2019 or December 31, 2018.

#### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed the federally insured limit by the Federal Deposit Insurance Corporation. The Company has not experienced any losses related to these balances.

#### **Restricted Cash**

The terms of the Company's mortgage loans payable may require the Company to deposit certain replacement and other reserves with its lenders. Such "restricted cash" is generally available only for property-level requirements for which the reserves have been established and is not available to fund other property-level or Company-level obligations.



## **Revenue Recognition**

Management has determined that all of the Company's leases with its various tenants are operating leases. Rental income is generally recognized based on the terms of leases entered into with tenants. In those instances in which the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. When the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition and lease incentive amortization when possession or control of the space is turned over to the tenant for tenant work to begin. Minimum rental income from leases with scheduled rent increases is recognized on a straight-line basis over the lease term. Prior to January 1, 2019, the Company considered property operating expense recoveries from tenants of common area maintenance, real estate taxes and other recoverable costs as lease components. Effective January 1, 2019, each lease agreement is evaluated to identify the lease and nonlease components at lease inception. The Company elected the single component practical expedient, which allows lessors to elect a combined single lease component presentation if (i) the timing and pattern of the revenue recognition of the combined single lease component is the same, and (ii) the related lease component and, the combined single lease component would be classified as an operating lease. As a result of this assessment, rental revenues and tenant recoveries from the lease of real estate assets are accounted for as a single component. Lease incentives are amortized as a reduction of rental revenue over the respective tenant lease terms.

Termination fees (included in Other income in the consolidated statements of operations and comprehensive income) are fees that the Company has agreed to accept in consideration for permitting certain tenants to terminate their lease prior to the contractual expiration date. The Company recognizes termination fees when the following conditions are met: (a) the termination agreement is executed; (b) the termination fee is determinable; (c) all landlord services pursuant to the terminated lease have been rendered; and (d) collectability of the termination fee is assured. Interest income is recognized as it is earned. Gains or losses on disposition of properties are recorded when the criteria for recognizing such gains or losses have been met.

The Company must make estimates as to the collectability of its accounts receivable related to base rent, straight-line rent, expense reimbursements and other revenues. Management analyzes accounts receivable by considering tenant creditworthiness, current economic trends, and changes in tenants' payment patterns when evaluating the adequacy of the allowance for doubtful accounts receivable. The Company also provides an allowance for future credit losses of the deferred straight-line rents receivable. The provision for doubtful accounts at March 31, 2019 and December 31, 2018 was approximately \$7.6 million and \$6.9 million, respectively.

## **Depreciation and Amortization**

The Company uses the straight-line method for depreciation and amortization. Buildings are depreciated over the estimated useful lives which the Company estimates to be 39-40 years. Property improvements are depreciated over estimated useful lives that range from 10 to 20 years. Furniture and fixtures are depreciated over estimated useful lives that range from 3 to 10 years. Tenant improvements are amortized over the shorter of the life of the related leases or their useful life.

## **Deferred Leasing Costs**

Costs incurred in obtaining tenant leases (principally leasing commissions and acquired lease origination costs) are amortized ratably over the life of the tenant leases. The amortization of deferred leasing costs is included in Depreciation and amortization in the consolidated statements of operations and comprehensive income.

## **Concentration of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and tenant receivables. The Company places its cash and cash equivalents in excess of insured amounts with high quality financial institutions. The Company performs ongoing credit evaluations of its tenants and requires tenants to provide security deposits.

## **Earnings Per Share**

Basic earnings per share ("EPS") excludes the impact of dilutive shares and is computed by dividing net income by the weighted average number of shares of common stock outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue shares of common stock were exercised or converted into shares of common stock and then shared in the earnings of the Company.

For the three months ended March 31, 2019 and 2018, basic EPS was determined by dividing net income allocable to common stockholders for the applicable period by the weighted average number of shares of common stock outstanding during such period. Net income during the applicable period is also allocated to the time-based unvested restricted stock as these grants are entitled to receive dividends and are therefore considered a participating security. Time-based unvested restricted stock is not allocated net losses and/or any excess of dividends declared over net income; such amounts are allocated entirely to the common stockholders other than the holders of time-based unvested restricted stock. The performance-based restricted stock awards outstanding under the Equity Incentive Plan described in Note 7 are excluded from the basic EPS calculation, as these units are not participating securities until they vest.

The following table sets forth the reconciliation between basic and diluted EPS for ROIC (in thousands, except share data):

|   | <b>Three Months Ended March 31,</b> |                    |
|---|-------------------------------------|--------------------|
|   | <b>2019</b>                         | <b>2018</b>        |
| <b>Numerator:</b>   |                                     |                    |
| Net income  | \$ 14,583                           | \$ 11,824          |
| Less income attributable to non-controlling interests                   | (1,333)                             | (1,122)            |
| Less earnings allocated to unvested shares                              | (114)                               | (101)              |
| Net income available for common stockholders, basic                     | <u>\$ 13,136</u>                    | <u>\$ 10,601</u>   |
| <b>Numerator:</b>   |                                     |                    |
| Net income  | \$ 14,583                           | \$ 11,824          |
| Less earnings allocated to unvested shares                              | (114)                               | (101)              |
| Net income available for common stockholders, diluted                   | <u>\$ 14,469</u>                    | <u>\$ 11,723</u>   |
| <b>Denominator:</b>   |                                     |                    |
| Denominator for basic EPS – weighted average common equivalent shares   | 113,680,670                         | 112,162,943        |
| OP units  | 11,445,930                          | 11,678,991         |
| Restricted stock awards – performance-based                             | 219,762                             | 174,150            |
| Stock options   | 94,408                              | 111,206            |
| Denominator for diluted EPS – weighted average common equivalent shares | <u>125,440,770</u>                  | <u>124,127,290</u> |

### Earnings Per Unit

The following table sets forth the reconciliation between basic and diluted earnings per unit for the Operating Partnership (in thousands, except unit data):

|  | <b>Three Months Ended March 31,</b> |                    |
|--|-------------------------------------|--------------------|
|  | <b>2019</b>                         | <b>2018</b>        |
| <b>Numerator:</b>  |                                     |                    |
| Net income   | \$ 14,583                           | \$ 11,824          |
| Less earnings allocated to unvested shares   | (114)                               | (101)              |
| Net income available to unitholders, basic and diluted                               | <u>\$ 14,469</u>                    | <u>\$ 11,723</u>   |
| <b>Denominator:</b>  |                                     |                    |
| Denominator for basic earnings per unit – weighted average common equivalent units   | 125,126,600                         | 123,841,934        |
| Restricted stock awards – performance-based  | 219,762                             | 174,150            |
| Stock options  | 94,408                              | 111,206            |
| Denominator for diluted earnings per unit – weighted average common equivalent units | <u>125,440,770</u>                  | <u>124,127,290</u> |

### Stock-Based Compensation

The Company has a stock-based employee compensation plan, which is more fully described in Note 7.

The Company accounts for its stock-based compensation plan based on the FASB guidance which requires that compensation expense be recognized based on the fair value of the stock awards less forfeitures. Restricted stock grants vest based upon the

completion of a service period (“time-based restricted stock grants”) and/or the Company meeting certain established market-indexed financial performance criteria (“performance-based restricted stock grants”). Time-based grants are valued according to the market price for the Company’s common stock at the date of grant. For performance-based restricted stock grants, a Monte Carlo valuation model is used, taking into account the underlying contingency risks associated with the performance criteria. It is the Company’s policy to grant options with an exercise price equal to the quoted closing market price of stock on the grant date.

The Company has made certain separate awards in the form of units of limited partnership interests in its Operating Partnership called LTIP Units. The LTIP Units are subject to such conditions and restrictions as the compensation committee may determine, including continued employment or service, achievement of pre-established operational performance goals and market-indexed performance criteria. For the LTIP Units subject to market-indexed performance criteria (the “marked-indexed LTIP Units”), a Monte Carlo valuation model is used, taking into account the underlying contingency risks associated with the performance criteria. All other LTIP Units (the “operational LTIP Units”) are valued according to the market price of the Company’s common stock at the date of grant.

Awards of stock options, time-based restricted stock grants and operational LTIP Units are expensed as compensation on a straight-line basis over the requisite service period. Awards of performance-based restricted stock and market-indexed LTIP Units are expensed as compensation under the accelerated attribution method and are recognized in income regardless of the results of the performance criteria.

## **Derivatives**

The Company records all derivatives on the balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged forecasted transactions in a cash flow hedge. When the Company terminates a derivative for which cash flow hedging was being applied, the balance, which was recorded in Other comprehensive income, is amortized to interest expense over the remaining contractual term of the derivative as long as the hedged forecasted transactions continue to be probable of occurring. The Company includes cash payments made to terminate interest rate derivatives as an operating activity on the statement of cash flows, given the nature of the underlying cash flows that the derivative was hedging.

## **Segment Reporting**

The Company’s primary business is the ownership, management, and redevelopment of retail real estate properties. The Company reviews operating and financial information for each property on an individual basis and therefore, each property represents an individual operating segment. The Company evaluates financial performance using property operating income, defined as operating revenues (base rent and recoveries from tenants), less property and related expenses (property operating expenses and property taxes). The Company has aggregated the properties into one reportable segment as the properties share similar long-term economic characteristics and have other similarities including the fact that they are operated using consistent business strategies, are typically located in major metropolitan areas, and have similar tenant mixes.

## **Reclassifications**

Certain reclassifications have been made to the prior period consolidated financial statements and notes to conform to the current year presentation. In connection with the adoption of ASU No. 2016-2 and the Company’s practical expedient election to have a combined single lease component presentation, the Company combined Base rents and Recoveries from tenants into a single line item, Rental revenues, in its consolidated statements of operations and comprehensive income.

## **2. Real Estate Investments**

The following real estate investment transactions have occurred during the three months ended March 31, 2019.

### Property Dispositions

On February 15, 2019, the Company sold Vancouver Market Center, a non-core shopping center located in Vancouver, Washington. The sales price of \$17.0 million, less costs to sell, resulted in net proceeds of approximately \$16.0 million. The Company recorded a gain on sale of real estate of approximately \$2.6 million during the three months ended March 31, 2019 related to this property disposition.

### 3. Tenant Leases

Space in the Company's shopping centers is leased to various tenants under operating leases that usually grant tenants renewal options and generally provide for additional rents based on certain operating expenses as well as tenants' sales volume.

Future minimum rents to be received under non-cancellable leases as of March 31, 2019 are summarized as follows (in thousands):

|                              | <b>Minimum Rents</b> |
|------------------------------|----------------------|
| Remaining 2019               | \$ 150,515           |
| 2020                         | 187,286              |
| 2021                         | 166,196              |
| 2022                         | 140,179              |
| 2023                         | 111,371              |
| Thereafter                   | 438,444              |
| Total minimum lease payments | <u>\$ 1,193,991</u>  |

### 4. Mortgage Notes Payable, Credit Facilities and Senior Notes

ROIC does not hold any indebtedness. All debt is held directly or indirectly by the Operating Partnership; however, ROIC has guaranteed the Operating Partnership's term loan, unsecured revolving credit facility, carve-out guarantees on property-level debt, and the Senior Notes. Costs incurred in obtaining long-term financing are amortized ratably over the related debt agreement. The amortization of deferred financing costs is included in Interest expense and other finance expenses in the consolidated statements of operations and comprehensive income.

#### Mortgage Notes Payable

The mortgage notes payable collateralized by respective properties and assignment of leases at March 31, 2019 and December 31, 2018, respectively, were as follows (in thousands):

| <b>Property</b>                          | <b>Maturity Date</b> | <b>Interest Rate</b> | <b>March 31, 2019</b> | <b>December 31, 2018</b> |
|--|----------------------|----------------------|-----------------------|--------------------------|
| Casitas Plaza Shopping Center            | June 2022            | 5.320%               | \$ 7,120              | \$ 7,158                 |
| Riverstone Marketplace                   | July 2022            | 4.960%               | 17,950                | 18,050                   |
| Fullerton Crossroads                     | April 2024           | 4.728%               | 26,000                | 26,000                   |
| Diamond Hills Plaza                      | October 2025         | 3.550%               | 35,500                | 35,500                   |
|  |                      |                      | <u>\$ 86,570</u>      | <u>\$ 86,708</u>         |
| Mortgage premiums                        |                      |                      | 1,954                 | 2,074                    |
| Net unamortized deferred financing costs |                      |                      | (260)                 | (271)                    |
| Total mortgage notes payable             |                      |                      | <u>\$ 88,264</u>      | <u>\$ 88,511</u>         |

## Term Loan and Credit Facility

The carrying values of the Company's term loan (the "term loan") were as follows (in thousands):

|  | March 31, 2019 | December 31, 2018 |
|--|----------------|-------------------|
| Term loan                                | \$ 300,000     | \$ 300,000        |
| Net unamortized deferred financing costs | (861)          | (924)             |
| Term loan                                | \$ 299,139     | \$ 299,076        |

On September 29, 2015, the Company entered into an unsecured term loan agreement under which the lenders agreed to provide a \$300.0 million unsecured term loan facility. Effective September 8, 2017, the Company entered into a First Amended and Restated Term Loan Agreement (the "Term Loan Agreement") pursuant to which the maturity date of the term loan was extended from January 31, 2019 to September 8, 2022, without further options for extension. The Term Loan Agreement also provides that the Company may from time to time request increased aggregate commitments of \$200.0 million under certain conditions set forth in the Term Loan Agreement, including the consent of the lenders for the additional commitments. Borrowings under the Term Loan Agreement accrue interest on the outstanding principal amount at a rate equal to an applicable rate based on the credit rating level of the Company, plus, as applicable, (i) a LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for the relevant period (the "Eurodollar Rate"), or (ii) a base rate determined by reference to the highest of (a) the federal funds rate plus 0.50%, (b) the rate of interest announced by KeyBank National Association as its "prime rate," and (c) the Eurodollar Rate plus 1.10%.

The carrying values of the Company's unsecured revolving credit facility were as follows (in thousands):

|  | March 31, 2019 | December 31, 2018 |
|--|----------------|-------------------|
| Credit facility                          | \$ 142,000     | \$ 156,000        |
| Net unamortized deferred financing costs | (2,096)        | (2,311)           |
| Credit facility                          | \$ 139,904     | \$ 153,689        |

The Operating Partnership has an unsecured revolving credit facility with several banks. Effective September 8, 2017, the Company entered into a Second Amended and Restated Credit Agreement (the "Credit Facility Agreement") pursuant to which the borrowing capacity under the credit facility was increased from \$500.0 million to \$600.0 million. The maturity date of the credit facility was extended from January 31, 2019 to September 8, 2021, with two six-month extension options, which may be exercised by the Operating Partnership upon satisfaction of certain conditions including the payment of extension fees. Additionally, the credit facility contains an accordion feature, which allows the Operating Partnership to increase the borrowing capacity under the credit facility up to an aggregate of \$1.2 billion, subject to lender consents and other conditions. Borrowings under the credit facility accrue interest on the outstanding principal amount at a rate equal to an applicable rate based on the credit rating level of the Company, plus, as applicable, (i) the Eurodollar Rate, or (ii) a base rate determined by reference to the highest of (a) the federal funds rate plus 0.50%, (b) the rate of interest announced by KeyBank National Association as its "prime rate," and (c) the Eurodollar Rate plus 1.00%. Additionally, the Operating Partnership is obligated to pay a facility fee at a rate based on the credit rating level of the Company, currently 0.20%, and a fronting fee at a rate of 0.125% per year with respect to each letter of credit issued under the credit facility. The Company has investment grade credit ratings from Moody's Investors Service (Baa2) and Standard & Poor's Ratings Services (BBB-).

Both the term loan and credit facility contain customary representations, financial and other covenants. The Operating Partnership's ability to borrow under the term loan and credit facility is subject to its compliance with financial covenants and other restrictions on an ongoing basis. The Operating Partnership was in compliance with such covenants at March 31, 2019.

As of March 31, 2019, \$300.0 million and \$142.0 million were outstanding under the term loan and credit facility, respectively. The weighted average interest rate on the term loan and credit facility during the three months ended March 31, 2019 was 3.6% and 3.5%, respectively. The Company had no available borrowings under the term loan at March 31, 2019. The Company had \$458.0 million available to borrow under the credit facility at March 31, 2019.

## Senior Notes Due 2027

The carrying value of the Company's unsecured Senior Notes Due 2027 is as follows (in thousands):

|  | March 31, 2019    | December 31, 2018 |
|--|-------------------|-------------------|
| Principal amount                         | \$ 250,000        | \$ 250,000        |
| Net unamortized deferred financing costs | (1,092)           | (1,123)           |
| Senior Notes Due 2027                    | <u>\$ 248,908</u> | <u>\$ 248,877</u> |

On November 10, 2017, the Operating Partnership entered into a Note Purchase Agreement which provided for the issuance of \$250.0 million principal amount of 4.19% Senior Notes Due 2027 (the “Senior Notes Due 2027”) in a private placement effective December 15, 2017. The Senior Notes Due 2027 pay interest on June 15 and December 15 of each year, commencing on June 15, 2018, and mature on December 15, 2027, unless prepaid earlier by the Operating Partnership. The Operating Partnership’s performance of the obligations under the Note Purchase Agreement, including the payment of any outstanding indebtedness thereunder, are guaranteed, jointly and severally, by ROIC. The net proceeds were used to reduce borrowings under the credit facility.

#### Senior Notes Due 2026

The carrying value of the Company’s unsecured Senior Notes Due 2026 is as follows (in thousands):

|  | March 31, 2019    | December 31, 2018 |
|--|-------------------|-------------------|
| Principal amount                         | \$ 200,000        | \$ 200,000        |
| Net unamortized deferred financing costs | (212)             | (219)             |
| Senior Notes Due 2026                    | <u>\$ 199,788</u> | <u>\$ 199,781</u> |

On July 26, 2016, the Operating Partnership entered into a Note Purchase Agreement, as amended, which provided for the issuance of \$200.0 million principal amount of 3.95% Senior Notes Due 2026 (the “Senior Notes Due 2026”) in a private placement effective September 22, 2016. The Senior Notes Due 2026 pay interest on March 22 and September 22 of each year, commencing on March 22, 2017, and mature on September 22, 2026, unless prepaid earlier by the Operating Partnership. The Operating Partnership’s performance of the obligations under the Note Purchase Agreement, including the payment of any outstanding indebtedness thereunder, are guaranteed, jointly and severally, by ROIC.

#### Senior Notes Due 2024

The carrying value of the Company’s unsecured Senior Notes Due 2024 is as follows (in thousands):

|  | March 31, 2019    | December 31, 2018 |
|--|-------------------|-------------------|
| Principal amount                         | \$ 250,000        | \$ 250,000        |
| Unamortized debt discount                | (2,168)           | (2,252)           |
| Net unamortized deferred financing costs | (1,259)           | (1,314)           |
| Senior Notes Due 2024                    | <u>\$ 246,573</u> | <u>\$ 246,434</u> |

On December 3, 2014, the Operating Partnership completed a registered underwritten public offering of \$250.0 million aggregate principal amount of 4.000% Senior Notes due 2024 (the “Senior Notes Due 2024”), fully and unconditionally guaranteed by ROIC. The Senior Notes Due 2024 pay interest semi-annually on June 15 and December 15, commencing on June 15, 2015, and mature on December 15, 2024, unless redeemed earlier by the Operating Partnership. The Senior Notes Due 2024 are the Operating Partnership’s senior unsecured obligations that rank equally in right of payment with the Operating Partnership’s other unsecured indebtedness, and effectively junior to (i) all of the indebtedness and other liabilities, whether secured or unsecured, and any preferred equity of the Operating Partnership’s subsidiaries, and (ii) all of the Operating Partnership’s indebtedness that is secured by its assets, to the extent of the value of the collateral securing such indebtedness outstanding. ROIC fully and unconditionally guaranteed the Operating Partnership’s obligations under the Senior Notes Due 2024 on a senior unsecured basis, including the due and punctual payment of principal of, and premium, if any, and interest on, the notes, whether at stated maturity, upon acceleration, notice of redemption or otherwise. The guarantee is a senior unsecured obligation of ROIC and ranks equally in right of payment with all other senior unsecured indebtedness of ROIC. ROIC’s guarantee of the Senior Notes Due 2024 is effectively subordinated in right of payment to all liabilities, whether secured or unsecured, and any preferred equity of its subsidiaries (including the Operating Partnership and any entity ROIC accounts for under the equity method of accounting).

## Senior Notes Due 2023

The carrying value of the Company's unsecured Senior Notes Due 2023 is as follows (in thousands):

|  | March 31, 2019    | December 31, 2018 |
|--|-------------------|-------------------|
| Principal amount                         | \$ 250,000        | \$ 250,000        |
| Unamortized debt discount                | (2,235)           | (2,339)           |
| Net unamortized deferred financing costs | (1,238)           | (1,304)           |
| Senior Notes Due 2023                    | <u>\$ 246,527</u> | <u>\$ 246,357</u> |

On December 9, 2013, the Operating Partnership completed a registered underwritten public offering of \$250.0 million aggregate principal amount of 5.000% Senior Notes due 2023 (the "Senior Notes Due 2023"), fully and unconditionally guaranteed by ROIC. The Senior Notes Due 2023 pay interest semi-annually on June 15 and December 15, commencing on June 15, 2014, and mature on December 15, 2023, unless redeemed earlier by the Operating Partnership. The Senior Notes Due 2023 are the Operating Partnership's senior unsecured obligations that rank equally in right of payment with the Operating Partnership's other unsecured indebtedness, and effectively junior to (i) all of the indebtedness and other liabilities, whether secured or unsecured, and any preferred equity of the Operating Partnership's subsidiaries, and (ii) all of the Operating Partnership's indebtedness that is secured by its assets, to the extent of the value of the collateral securing such indebtedness outstanding. ROIC fully and unconditionally guaranteed the Operating Partnership's obligations under the Senior Notes Due 2023 on a senior unsecured basis, including the due and punctual payment of principal of, and premium, if any, and interest on, the notes, whether at stated maturity, upon acceleration, notice of redemption or otherwise. The guarantee is a senior unsecured obligation of ROIC and will rank equally in right of payment with all other senior unsecured indebtedness of ROIC. ROIC's guarantee of the Senior Notes Due 2023 is effectively subordinated in right of payment to all liabilities, whether secured or unsecured, and any preferred equity of its subsidiaries (including the Operating Partnership and any entity ROIC accounts for under the equity method of accounting).

## 5. Preferred Stock of ROIC

ROIC is authorized to issue 50,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the board of directors. As of March 31, 2019 and December 31, 2018, there were no shares of preferred stock outstanding.

## 6. Common Stock of ROIC

### ATM

On May 1, 2018, the Company entered into five separate Sales Agreements (the "Sales Agreements") with each of Capital One Securities, Inc., Jefferies LLC, KeyBanc Capital Markets Inc., Raymond James & Associates, Inc., and Robert W. Baird & Co. Incorporated (each individually, an "Agent" and collectively, the "Agents") pursuant to which ROIC may sell, from time to time, shares of ROIC's common stock, par value \$0.0001 per share, having an aggregate offering price of up to \$250.0 million through the Agents either as agents or principals. During the three months ended March 31, 2019, ROIC did not sell any shares under the Sales Agreements. Since the Sales Agreements were entered into through March 31, 2019, ROIC has sold a total of 1,251,376 shares of common stock under the Sales Agreements, which resulted in gross proceeds of approximately \$24.2 million and commissions of approximately \$242,000 paid to the Agents.

### Stock Repurchase Program

On July 31, 2013, the Company's board of directors authorized a stock repurchase program to repurchase up to a maximum of \$50.0 million of the Company's common stock. During the three months ended March 31, 2019, the Company did not repurchase any shares of common stock under this program.

## 7. Stock Compensation for ROIC

ROIC follows the FASB guidance related to stock compensation which establishes financial accounting and reporting standards for stock-based employee compensation plans, including all arrangements by which employees receive shares of stock or other equity instruments of the employer, or the employer incurs liabilities to employees in amounts based on the price of the employer's stock. The guidance also defines a fair value-based method of accounting for an employee stock option or similar equity instrument.

In 2009, the Company adopted the 2009 Equity Incentive Plan. The 2009 Equity Incentive Plan provided for grants of restricted common stock and stock option awards up to an aggregate of 7.5% of the issued and outstanding shares of ROIC's common stock at the time of the award, subject to a ceiling of 4,000,000 shares. The Company's 2018 Annual Meeting of Stockholders was held on April 25, 2018 at which the stockholders of the Company approved the Company's Amended and Restated 2009 Equity Incentive Plan (the "Equity Incentive Plan"). The types of awards that may be granted under the Equity Incentive Plan include stock options, restricted shares, share appreciation rights, phantom shares, dividend equivalent rights and other equity-based awards. The Equity Incentive Plan has a fungible unit system that counts the number of shares of the Company's common stock used in the issuance of full-value awards, such as restricted shares and LTIP Units, differently than the number of shares of common stock used in the issuance of stock options. A total of 22,500,000 Fungible Units (as defined in the Equity Incentive Plan) are reserved for grant under the Equity Incentive Plan and the Fungible Unit-to-full-value award conversion ratio is 6.25 to 1.0. The Equity Incentive Plan will expire on April 25, 2028. Any available shares that had not been granted under the 2009 Equity Incentive Plan were rolled over and made available for issuance under the Equity Incentive Plan.

The Company has made certain awards in the form of a separate series of units of limited partnership interests in its Operating Partnership called LTIP Units, which can be granted either as free-standing awards or in tandem with other awards under the Equity Incentive Plan. The LTIP Units are subject to such conditions and restrictions as the compensation committee may determine, including continued employment or service, achievement of pre-established operational performance goals and market-indexed performance criteria. Upon the occurrence of specified events and subject to the satisfaction of applicable vesting conditions, LTIP Units (after conversion into OP Units, in accordance with the Partnership Agreement) are ultimately redeemable for cash or for unregistered shares of ROIC common stock, at the option of ROIC, on a one-for-one basis.

### Restricted Stock

During the three months ended March 31, 2019, ROIC awarded 354,161 shares of time-based restricted common stock under the Equity Incentive Plan.

A summary of the status of ROIC's non-vested restricted stock awards as of March 31, 2019, and changes during the three months ended March 31, 2019 are presented below:

|                                 | Shares         | Weighted Average<br>Grant Date Fair<br>Value |
|---------------------------------|----------------|--|
| Non-vested at December 31, 2018 | 1,002,835      | \$ 16.88                                     |
| Granted                         | 354,161        | \$ 17.20                                     |
| Vested                          | (364,913)      | \$ 19.06                                     |
| Forfeited                       | (31,288)       | \$ 11.94                                     |
| Non-vested at March 31, 2019    | <u>960,795</u> | <u>\$ 16.56</u>                              |

### LTIP Units

During the three months ended March 31, 2019, ROIC awarded 187,279 LTIP Units under the Equity Incentive Plan. The LTIP Units vest based on both pre-defined operational and market-indexed performance criteria with a vesting date on January 1, 2022. The LTIP Units were issued at a weighted average grant date fair value of \$16.52.

For the three months ended March 31, 2019 and 2018, the amounts charged to expenses for all stock-based compensation arrangements totaled approximately \$1.7 million and \$1.4 million, respectively.

### 8. Capital of the Operating Partnership

As of March 31, 2019, the Operating Partnership had 125,718,829 OP Units outstanding. ROIC owned an approximate 90.9% partnership interest in the Operating Partnership at March 31, 2019, or 114,311,788 OP Units. The remaining 11,407,041 OP Units are owned by other limited partners. A share of ROIC's common stock and an OP unit have essentially the same economic characteristics as they share equally in the total net income or loss and distributions of the Operating Partnership.

As of March 31, 2019, subject to certain exceptions, holders are able to redeem their OP Units, at the option of ROIC, for cash or for unregistered shares of ROIC common stock on a one-for-one basis. If cash is paid in the redemption, the redemption price is



equal to the average closing price on the NASDAQ Stock Market for shares of ROIC's common stock over the ten consecutive trading days immediately preceding the date a redemption notice is received by ROIC.

During the three months ended March 31, 2019, ROIC received a notice of redemption for a total of 70,000 OP Units. ROIC elected to redeem the OP Units in cash, and accordingly, a total of approximately \$1.2 million was paid during the three months ended March 31, 2019 to the holder of the respective OP Units. In accordance with the Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, the redemption value was calculated based on the average closing price of ROIC's common stock on the NASDAQ Stock Market for the ten consecutive trading days immediately preceding the date of receipt of the notice of redemption.

The redemption value of outstanding OP Units owned by the limited partners as of March 31, 2019, not including ROIC, had such units been redeemed at March 31, 2019, was approximately \$194.0 million, calculated based on the average closing price of ROIC's common stock on the NASDAQ Stock Market for the ten consecutive trading days immediately preceding March 31, 2019, which amounted to \$17.01 per share.

Retail Opportunity Investments GP, LLC, ROIC's wholly-owned subsidiary, is the sole general partner of the Operating Partnership, and as the parent company, ROIC has the full and complete authority over the Operating Partnership's day-to-day management and control. As the sole general partner of the Operating Partnership, ROIC effectively controls the ability to issue common stock of ROIC upon redemption of any OP Units. The redemption provisions that permit ROIC to settle the redemption of OP Units in either cash or common stock, in the sole discretion of ROIC, are further evaluated in accordance with applicable accounting guidance to determine whether temporary or permanent equity classification on the balance sheet is appropriate. The Company evaluated this guidance, including the ability, in its sole discretion, to settle in unregistered shares of common stock, and determined that the OP Units meet the requirements to qualify for presentation as permanent equity.

## **9. Fair Value of Financial Instruments**

The Company follows the FASB guidance that defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The guidance applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of reported balances.

The guidance emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following disclosures of estimated fair value were determined by management, using available market information and appropriate valuation methodologies as discussed in Note 1. Considerable judgment is necessary to interpret market data and develop estimated fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts realizable upon disposition of the financial instruments. The use of different market assumptions or estimation methodologies may have a material effect on the estimated fair value amounts.

The carrying values of cash and cash equivalents, restricted cash, tenant and other receivables, deposits, prepaid expenses, other assets, accounts payable and accrued expenses are reasonable estimates of their fair values because of the short-term nature of these instruments. The carrying values of the term loan and credit facility are deemed to be at fair value since the outstanding debt is directly tied to monthly LIBOR contracts. The fair value of the outstanding Senior Notes Due 2027 and Senior Notes Due 2026

at March 31, 2019 was approximately \$232.5 million and \$184.7 million, respectively, calculated using significant inputs which are not observable in the market. The fair value of the outstanding Senior Notes Due 2024 and Senior Notes Due 2023 at March 31, 2019 was approximately \$241.3 million and \$259.5 million, respectively, based on inputs not quoted on active markets, but corroborated by market data, or Level 2. Assumed mortgage notes payable were recorded at their fair value at the time they were assumed. The Company's outstanding mortgage notes payable were estimated to have a fair value of approximately \$87.0 million with a weighted average interest rate of 4.1% as of March 31, 2019. These fair value measurements fall within level 3 of the fair value hierarchy.

### Derivative and Hedging Activities

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The following is a summary of the terms of the Company's interest rate swaps as of March 31, 2019 (in thousands):

| Swap Counterparty    | Notional Amount | Effective Date | Maturity Date |
|----------------------|-----------------|----------------|---------------|
| Bank of Montreal     | \$ 100,000      | 12/29/2017     | 8/31/2022     |
| U.S. Bank            | \$ 100,000      | 12/29/2017     | 8/31/2022     |
| Regions Bank         | \$ 50,000       | 1/31/2019      | 8/31/2022     |
| Royal Bank of Canada | \$ 50,000       | 1/31/2019      | 8/31/2022     |

The changes in the fair value of derivatives that are designated as cash flow hedges are recorded in accumulated other comprehensive income ("AOCI") and will be subsequently reclassified into earnings during the period in which the hedged forecasted transaction affects earnings.

The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves, and implied volatilities. The fair value of interest rate swaps is determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

The Company incorporated credit valuation adjustments to appropriately reflect both its own non-performance risk and the respective counterparties' non-performance risk in the fair value measurements. In adjusting the fair value of its derivative contract for the effect of non-performance risk, the Company considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. However, as of March 31, 2019, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative position and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuation in its entirety is classified in Level 2 of the fair value hierarchy.

The table below presents the Company's assets and liabilities measured at fair value on a recurring basis, aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands).

|                                  | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets and<br>Liabilities<br>(Level 1) | Significant Other<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) | Total      |
|----------------------------------|---|---|---|------------|
| <b>March 31, 2019:</b>           |   |   |   |            |
| Assets                           |   |   |   |            |
| Derivative financial instruments | \$ —  | \$ 2,693  | \$ —  | \$ 2,693   |
| Liabilities                      |   |   |   |            |
| Derivative financial instruments | \$ —  | \$ (1,453)  | \$ —  | \$ (1,453) |
| <b>December 31, 2018:</b>        |   |   |   |            |
| Assets                           |   |   |   |            |
| Derivative financial instruments | \$ —  | \$ 4,931  | \$ —  | \$ 4,931   |
| Liabilities                      |   |   |   |            |
| Derivative financial instruments | \$ —  | \$ (580)  | \$ —  | \$ (580)   |

Amounts paid, or received, to cash settle interest rate derivatives prior to their maturity date are recorded in AOCI at the cash settlement amount, and will be reclassified to interest expense as interest expense is recognized on the hedged debt. During the next twelve months, the Company estimates that \$787,000 will be reclassified as a non-cash increase to interest expense.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the balance sheet as of March 31, 2019 and December 31, 2018, respectively (in thousands):

| Derivatives designed as hedging instruments | Balance sheet location | March 31, 2019<br>Fair Value | December 31, 2018<br>Fair Value |
|---|------------------------|------------------------------|---------------------------------|
| Interest rate products                      | Other assets           | \$ 2,693                     | \$ 4,931                        |
| Interest rate products                      | Other liabilities      | \$ (1,453)                   | \$ (580)                        |

#### Derivatives in Cash Flow Hedging Relationships

The table below details the location in the financial statements of the gain or loss recognized on interest rate derivatives designated as cash flow hedges for the three months ended March 31, 2019 and 2018, respectively (in thousands).

|  | Three Months Ended March 31, |          |
|--|------------------------------|----------|
|  | 2019                         | 2018     |
| Amount of (loss) gain recognized in OCI on derivatives     | \$ (2,608)                   | \$ 3,390 |
| Amount of (gain) loss reclassified from AOCI into interest | \$ (202)                     | \$ 418   |

#### 10. Commitments and Contingencies

In the normal course of business, from time to time, the Company is involved in legal actions relating to the ownership and operations of its properties. In management's opinion, the liabilities, if any, that ultimately may result from such legal actions are not expected to have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company.

The Company has signed several ground leases in which the Company is the lessee for the land beneath all or a portion of the buildings for certain properties. In accordance with ASU 2016-02, the Company recorded a right-of-use asset and related lease liability for these ground leases as of January 1, 2019. As of March 31, 2019, the Company's weighted average remaining lease term is approximately 38.1 years and the weighted average discount rate used to calculate the Company's lease liability is approximately 5.2%. Rent expense under the Company's ground leases was approximately \$412,000 and \$378,000 for the three months ended March 31, 2019 and 2018, respectively.

The following table represents a reconciliation of the Company's undiscounted future minimum lease payments under operating leases to the lease liability as of March 31, 2019 (in thousands):

|   | <b>Operating Leases</b> |
|---|-------------------------|
| Remaining 2019  | \$ 961                  |
| 2020  | 1,287                   |
| 2021  | 1,283                   |
| 2022  | 1,304                   |
| 2023  | 1,330                   |
| Thereafter  | 33,939                  |
| <b>Total undiscounted future minimum lease payments</b> | <b>40,104</b>           |
| Future minimum lease payments, discount                 | (22,167)                |
| <b>Lease liability</b>                                  | <b>\$ 17,937</b>        |

### **Tax Protection Agreements**

In connection with certain acquisitions from September 2013 through March 2017, the Company entered into Tax Protection Agreements with certain limited partners of the Operating Partnership. The Tax Protection Agreements require the Company, subject to certain exceptions, to indemnify the respective sellers receiving OP Units against certain tax liabilities incurred by them, as calculated pursuant to the respective Tax Protection Agreements, for a period of 12 years (with respect to Tax Protection Agreements entered into in September 2013) or 10 years (with respect to Tax Protection Agreements entered into from December 2014 through March 2017) from the date of the Tax Protection Agreements. If the Company were to trigger the tax protection provisions under these agreements, the Company would be required to pay damages in the amount of the taxes owed by these limited partners (plus additional damages in the amount of the taxes incurred as a result of such payment).

### **11. Related Party Transactions**

The Company has entered into several lease agreements with an officer of the Company, whereby pursuant to the lease agreements, the Company is provided the use of storage space. For the three months ended March 31, 2019 and 2018, the Company incurred approximately \$21,000 and \$15,000, respectively, of expenses relating to the agreements. These expenses were included in General and administrative expenses in the accompanying consolidated statements of operations and comprehensive income.

### **12. Subsequent Events**

On April 24, 2019, ROIC's board of directors declared a cash dividend on its common stock and a distribution on the Operating Partnership's OP Units of \$0.1970 per share and per OP Unit, payable on June 27, 2019 to holders of record on June 13, 2019.

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

*When used in this discussion and elsewhere in this Quarterly Report on Form 10-Q, the words "believes," "anticipates," "projects," "should," "estimates," "expects," and similar expressions are intended to identify forward-looking statements within the meaning of that term in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and in Section 21F of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Actual results may differ materially due to uncertainties including:*

- our ability to identify and acquire retail real estate that meet our investment standards in our markets;
- the level of rental revenue we achieve from our assets;
- the market value of our assets and the supply of, and demand for, retail real estate in which we invest;
- the state of the U.S. economy generally, or in specific geographic regions;
- the impact of economic conditions on our business;
- the conditions in the local markets in which we operate and our concentration in those markets, as well as changes in national economic and market conditions;
- consumer spending and confidence trends;
- our ability to enter into new leases or to renew leases with existing tenants at the properties we own or acquire at favorable rates;
- our ability to anticipate changes in consumer buying practices and the space needs of tenants;
- the competitive landscape impacting the properties we own or acquire and their tenants;
- our relationships with our tenants and their financial condition and liquidity;
- our ability to continue to qualify as a real estate investment trust for U.S. federal income tax (a "REIT");
- our use of debt as part of our financing strategy and our ability to make payments or to comply with any covenants under our senior unsecured notes, our unsecured credit facilities or other debt facilities we currently have or subsequently obtain;
- the level of our operating expenses, including amounts we are required to pay to our management team;
- changes in interest rates that could impact the market price of our common stock and the cost of our borrowings; and
- legislative and regulatory changes (including changes to laws governing the taxation of REITs).

Forward-looking statements are based on estimates as of the date of this report. We disclaim any obligation to publicly release the results of any revisions to these forward-looking statements reflecting new estimates, events or circumstances after the date of this report.

We caution that the foregoing list of factors is not all-inclusive. All subsequent written and oral forward-looking statements concerning us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements above. We caution not to place undue reliance upon any forward-looking statements, which speak only as of the date made. We do not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which any such statement is based. Other sections of this report may include additional factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors 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 a prediction of actual results.

## **Overview**

Retail Opportunity Investments Corp. (“ROIC”) is organized in an UpREIT format pursuant to which Retail Opportunity Investments GP, LLC, its wholly-owned subsidiary, serves as the general partner of, and ROIC conducts substantially all of its business through, its operating partnership, Retail Opportunity Investments Partnership, LP, a Delaware limited partnership (the “Operating Partnership”), together with its subsidiaries. ROIC reincorporated as a Maryland corporation on June 2, 2011. ROIC has elected to be taxed as a REIT, for U.S. federal income tax purposes, commencing with the year ended December 31, 2010.

ROIC commenced operations in October 2009 as a fully integrated and self-managed REIT, and as of March 31, 2019, ROIC owned an approximate 90.9% partnership interest and other limited partners owned the remaining approximate 9.1% partnership interest in the Operating Partnership. ROIC specializes in the acquisition, ownership and management of necessity-based community and neighborhood shopping centers on the west coast of the United States, anchored by supermarkets and drugstores.

As of March 31, 2019, the Company’s portfolio consisted of 91 properties (90 retail and one office) totaling approximately 10.3 million square feet of gross leasable area (“GLA”). As of March 31, 2019, the Company’s retail portfolio was approximately 97.8% leased. During the three months ended March 31, 2019, the Company leased or renewed a total of 312,000 square feet in its portfolio. The Company has committed approximately \$6.9 million, or \$94.32 per square foot, in tenant improvements, including building improvements, for new leases that occurred during the three months ended March 31, 2019. The Company has committed approximately \$202,000, or \$2.77 per square foot, in leasing commissions, for the new leases that occurred during the three months ended March 31, 2019. The Company has committed approximately \$361,000, or \$1.51 per square foot, in tenant improvements, including building improvements, for the renewed leases that occurred during the three months ended March 31, 2019. Leasing commission commitments for renewed leases were not material for the three months ended March 31, 2019.

## **Subsequent Events**

On April 24, 2019, ROIC’s board of directors declared a cash dividend on its common stock and a distribution on the Operating Partnership’s OP Units of \$0.1970 per share and per OP Unit, payable on June 27, 2019 to holders of record on June 13, 2019.

## **Results of Operations**

At March 31, 2019, the Company had 91 properties (90 retail and one office), all of which are consolidated in the accompanying financial statements. The Company believes, because of the location of the properties in densely populated areas, the nature of its investments provides for relatively stable revenue flows even during difficult economic times. The Company has a strong capital structure with manageable debt as of March 31, 2019. The Company expects to continue to actively explore acquisition opportunities consistent with its business strategy.

Property operating income is a non-GAAP financial measure of performance. The Company defines property operating income as operating revenues (base rent and recoveries from tenants), less property and related expenses (property operating expenses and property taxes). Property operating income excludes general and administrative expenses, depreciation and amortization, acquisition transaction costs, other expense, interest expense, gains and losses from property acquisitions and dispositions, extraordinary items, tenant improvements and leasing commissions. Other REITs may use different methodologies for calculating property operating income, and accordingly, the Company’s property operating income may not be comparable to other REITs.

Property operating income is used by management to evaluate and compare the operating performance of the Company’s properties, to determine trends in earnings and to compute the fair value of the Company’s properties as this measure is not affected by the cost of our funding, the impact of depreciation and amortization expenses, gains or losses from the acquisition and sale of operating real estate assets, general and administrative expenses or other gains and losses that relate to our ownership of our properties. The Company believes the exclusion of these items from net income is useful because the resulting measure captures the actual revenue generated and actual expenses incurred in operating the Company’s properties as well as trends in occupancy rates, rental rates and operating costs.

Property operating income is a measure of the operating performance of the Company’s properties but does not measure the Company’s performance as a whole. Property operating income is therefore not a substitute for net income or operating income as computed in accordance with GAAP.

*Results of Operations for the three months ended March 31, 2019 compared to the three months ended March 31, 2018.*

**Property Operating Income**

The table below provides a reconciliation of consolidated operating income, in accordance with GAAP, to consolidated property operating income for the three months ended March 31, 2019 and 2018 (in thousands).

|                                     | <b>Three Months Ended March 31,</b> |                  |
|-------------------------------------|-------------------------------------|------------------|
|                                     | <b>2019</b>                         | <b>2018</b>      |
| Operating income per GAAP           | \$ 30,262                           | \$ 27,281        |
| Plus: Depreciation and amortization | 24,761                              | 25,217           |
| General and administrative expenses | 4,276                               | 3,531            |
| Other expenses                      | 93                                  | 69               |
| Less: Gain on sale of real estate   | (2,638)                             | —                |
| Property operating income           | <u>\$ 56,754</u>                    | <u>\$ 56,098</u> |

The following comparison for the three months ended March 31, 2019 compared to the three months ended March 31, 2018, makes reference to the effect of the same-center properties. Same-center properties, which totaled 87 of the Company's 91 properties as of March 31, 2019, represent all operating properties owned by the Company during the entirety of both periods presented and consolidated into the Company's financial statements during such periods, except for the Company's corporate office headquarters and one shopping center that is currently under contract to be sold and is slated for new multi-family development and is no longer being managed as a retail asset.

The table below provides a reconciliation of consolidated operating income, in accordance with GAAP, to property operating income for the three months ended March 31, 2019 related to the 87 same-center properties owned by the Company during the entirety of both the three months ended March 31, 2019 and 2018 and consolidated into the Company's financial statements during such periods (in thousands).

|  | <b>Three Months Ended March 31, 2019</b> |                        |                  |
|--|--|------------------------|------------------|
|  | <b>Same-Center</b>                       | <b>Non Same-Center</b> | <b>Total</b>     |
| Operating income (loss) per GAAP                   | \$ 31,713                                | \$ (1,451)             | \$ 30,262        |
| Plus: Depreciation and amortization                | 24,087                                   | 674                    | 24,761           |
| General and administrative expenses <sup>(1)</sup> | —  | 4,276                  | 4,276            |
| Other expenses <sup>(1)</sup>                      | —  | 93                     | 93               |
| Less: Gain on sale of real estate                  | —  | (2,638)                | (2,638)          |
| Property operating income                          | <u>\$ 55,800</u>                         | <u>\$ 954</u>          | <u>\$ 56,754</u> |

(1) For illustration purposes, general and administrative expenses and other expenses are included in non same-center because the Company does not allocate these types of expenses between same-center and non same-center.

The table below provides a reconciliation of consolidated operating income, in accordance with GAAP, to property operating income for the three months ended March 31, 2018 related to the 87 same-center properties owned by the Company during the entirety of both the three months ended March 31, 2019 and 2018 and consolidated into the Company's financial statements during such periods (in thousands).

**Three Months Ended March 31, 2018**

|  | Same-Center      | Non Same-Center | Total            |
|--|------------------|-----------------|------------------|
| Operating income (loss) per GAAP                   | \$ 27,779        | \$ (498)        | \$ 27,281        |
| Plus: Depreciation and amortization                | 24,789           | 428             | 25,217           |
| General and administrative expenses <sup>(1)</sup> | —                | 3,531           | 3,531            |
| Other expenses <sup>(1)</sup>                      | —                | 69              | 69               |
| Property operating income                          | <u>\$ 52,568</u> | <u>\$ 3,530</u> | <u>\$ 56,098</u> |

(1) For illustration purposes, general and administrative expenses and other expenses are included in non same-center because the Company does not allocate these types of expenses between same-center and non same-center.

During the three months ended March 31, 2019, the Company generated property operating income of approximately \$56.8 million compared to property operating income of \$56.1 million generated during the three months ended March 31, 2018, an increase of approximately \$656,000. The property operating income for the 87 same-center properties increased approximately \$3.2 million primarily due to a \$3.1 million increase due to the accelerated recognition of a below-market lease intangible liability resulting from a lease termination in the three months ended March 31, 2019 and an increase in rental revenues. The non same-center properties decreased property operating income in the three months ended March 31, 2019 by approximately \$2.6 million compared to the three months ended March 31, 2018 primarily due to \$2.2 million in lease settlement income received during the three months ended March 31, 2018 for which there was none received during the three months ended March 31, 2019.

***Depreciation and amortization***

The Company incurred depreciation and amortization expenses during the three months ended March 31, 2019 of approximately \$24.8 million compared to \$25.2 million incurred during the three months ended March 31, 2018.

***General and administrative expenses***

The Company incurred general and administrative expenses of approximately \$4.3 million during the three months ended March 31, 2019 compared to \$3.5 million during the three months ended March 31, 2018. General and administrative expenses increased approximately \$745,000 primarily as a result of the adoption of ASU No. 2016-2 as leasing payroll-related costs that were incurred regardless of whether leases are obtained are no longer capitalized as initial direct costs and are expensed as incurred and an overall increase in compensation-related expenses.

***Gain on sale of real estate***

On February 15, 2019, the Company sold Vancouver Market Center, a non-core shopping center located in Vancouver, Washington. The sales price of \$17.0 million, less costs to sell, resulted in net proceeds of approximately \$16.0 million. The Company recorded a gain on sale of real estate of approximately \$2.6 million during the three months ended March 31, 2019 related to this property disposition. There were no property sales in the three months ended March 31, 2018.

***Interest expense and other finance expenses***

The Company incurred interest expense during the three months ended March 31, 2019 of approximately \$15.7 million compared to approximately \$15.5 million during the three months ended March 31, 2018.

**Funds From Operations**

Funds from operations (“FFO”), is a widely-recognized non-GAAP financial measure for REITs that the Company believes when considered with financial statements presented in accordance with GAAP, provides additional and useful means to assess its financial performance. FFO is frequently used by securities analysts, investors and other interested parties to evaluate the performance of REITs, most of which present FFO along with net income as calculated in accordance with GAAP.

The Company computes FFO in accordance with the “White Paper” on FFO published by the National Association of Real Estate Investment Trusts (“NAREIT”), which defines FFO as net income attributable to common stockholders (determined in accordance with GAAP) excluding gains or losses from debt restructuring, sales of depreciable property, and impairments, plus real estate related depreciation and amortization, and after adjustments for partnerships and unconsolidated joint ventures.



However, FFO:

- does not represent cash flows from operating activities in accordance with GAAP (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income); and
- should not be considered an alternative to net income as an indication of our performance.

FFO as defined by the Company may not be comparable to similarly titled items reported by other REITs due to possible differences in the application of the NAREIT definition used by such REITs.

The table below provides a reconciliation of net income applicable to stockholders in accordance with GAAP to FFO for the three months ended March 31, 2019 and 2018 (in thousands).

|  | <b>Three Months Ended March 31,</b> |                  |
|--|-------------------------------------|------------------|
|  | <b>2019</b>                         | <b>2018</b>      |
| Net income attributable to ROIC                      | \$ 13,250                           | \$ 10,702        |
| Plus: Depreciation and amortization                  | 24,761                              | 25,217           |
| Less: Gain on sale of real estate                    | (2,638)                             | —                |
| Funds from operations – basic                        | 35,373                              | 35,919           |
| Net income attributable to non-controlling interests | 1,333                               | 1,122            |
| Funds from operations – diluted                      | <u>\$ 36,706</u>                    | <u>\$ 37,041</u> |

### **Cash Net Operating Income (“NOI”)**

Cash NOI is a non-GAAP financial measure of the Company’s performance. The most directly comparable GAAP financial measure is operating income. The Company defines cash NOI as operating revenues (base rent and recoveries from tenants), less property and related expenses (property operating expenses and property taxes), adjusted for non-cash revenue and operating expense items such as straight-line rent and amortization of lease intangibles, debt-related expenses, and other adjustments. Cash NOI also excludes general and administrative expenses, depreciation and amortization, acquisition transaction costs, other expense, interest expense, gains and losses from property acquisitions and dispositions, extraordinary items, tenant improvements and leasing commissions. Other REITs may use different methodologies for calculating cash NOI, and accordingly, the Company’s cash NOI may not be comparable to other REITs.

Cash NOI is used by management internally to evaluate and compare the operating performance of the Company’s properties. The Company believes cash NOI provides useful information to investors regarding the Company’s financial condition and results of operations because it reflects only those cash income and expense items that are incurred at the property level, and when compared across periods, can be used to determine trends in earnings of the Company’s properties as this measure is not affected by non-cash revenue and expense recognition items, the cost of the Company’s funding, the impact of depreciation and amortization expenses, gains or losses from the acquisition and sale of operating real estate assets, general and administrative expenses or other gains and losses that relate to the Company’s ownership of properties. The Company believes the exclusion of these items from operating income is useful because the resulting measure captures the actual revenue generated and actual expenses incurred in operating the Company’s properties as well as trends in occupancy rates, rental rates and operating costs.

Cash NOI is a measure of the operating performance of the Company’s properties but does not measure the Company’s performance as a whole and is therefore not a substitute for net income or operating income as computed in accordance with GAAP.

### **Same-Center Cash NOI**

The table below provides a reconciliation of same-center cash NOI to consolidated operating income in accordance with GAAP for the three months ended March 31, 2019 and 2018. The table makes reference to the effect of the same-center properties. Same-center properties, which totaled 87 of the Company’s 91 properties for the three months ended March 31, 2019, represent all operating properties owned by the Company during the entirety of both periods presented and consolidated into the Company’s financial statements during such periods, except for the Company’s corporate office headquarters and one shopping center that is currently under contract to be sold and is slated for new multi-family development and is no longer being managed as a retail asset (in thousands).

|   | <b>Three Months Ended March 31,</b> |                  |
|---|-------------------------------------|------------------|
|   | <b>2019</b>                         | <b>2018</b>      |
| GAAP operating income                               | \$ 30,262                           | \$ 27,281        |
| Depreciation and amortization                       | 24,761                              | 25,217           |
| General and administrative expenses                 | 4,276                               | 3,531            |
| Other expense                                       | 93                                  | 69               |
| Gain on sale of real estate                         | (2,638)                             | —                |
| Property revenues and other expenses <sup>(1)</sup> | (7,432)                             | (5,523)          |
| <b>Total Company cash NOI</b>                       | <b>49,322</b>                       | <b>50,575</b>    |
| Non same-center cash NOI                            | (883)                               | (3,514)          |
| <b>Same-center cash NOI</b>                         | <b>\$ 48,439</b>                    | <b>\$ 47,061</b> |

(1) Includes straight-line rents, amortization of above and below-market lease intangibles, anchor lease termination fees, net of contractual amounts, and expense and recovery adjustments related to prior periods.

During the three months ended March 31, 2019, the Company generated same-center cash NOI of approximately \$48.4 million compared to approximately \$47.1 million generated during the three months ended March 31, 2018, representing a 2.9% increase. This increase is primarily due to an increase in base rents driven by an increase in occupancy.

### **Critical Accounting Policies**

Critical accounting policies are those that are both important to the presentation of the Company's financial condition and results of operations and require management's most difficult, complex or subjective judgments. Set forth below is a summary of the accounting policies that management believes are critical to the preparation of the consolidated financial statements. This summary should be read in conjunction with the more complete discussion of the Company's accounting policies included in Note 1 to ROIC's and the Operating Partnership's consolidated financial statements.

### **Revenue Recognition**

The Company records base rents on a straight-line basis over the term of each lease. The excess of rents recognized over amounts contractually due pursuant to the underlying leases is included in Tenant and other receivables on the accompanying consolidated balance sheets. Most leases contain provisions that require tenants to reimburse a pro-rata share of real estate taxes and certain common area expenses. Adjustments are also made throughout the year to tenant and other receivables and the related cost recovery income based upon the Company's best estimate of the final amounts to be billed and collected. In addition, the Company also provides an allowance for future credit losses in connection with the deferred straight-line rent receivable.

### **Allowance for Doubtful Accounts**

The allowance for doubtful accounts is established based on a quarterly analysis of the risk of loss on specific accounts. The analysis places particular emphasis on past-due accounts and considers information such as the nature and age of the receivables, the payment history of the tenants or other debtors, the financial condition of the tenants and any guarantors and management's assessment of their ability to meet their lease obligations, the basis for any disputes and the status of related negotiations, among other things. Management's estimates of the required allowance is subject to revision as these factors change and is sensitive to the effects of economic and market conditions on tenants, particularly those at retail properties. Estimates are used to establish reimbursements from tenants for common area maintenance, real estate tax and insurance costs. The Company analyzes the balance of its estimated accounts receivable for real estate taxes, common area maintenance and insurance for each of its properties by comparing actual recoveries versus actual expenses and any actual write-offs. Based on its analysis, the Company may record an additional amount in its allowance for doubtful accounts related to these items. In addition, the Company also provides an allowance for future credit losses in connection with the deferred straight-line rent receivable.

### **Real Estate Investments**

Land, buildings, property improvements, furniture/fixtures and tenant improvements are recorded at cost. Expenditures for maintenance and repairs are charged to operations as incurred. Renovations and/or replacements, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives.

The Company recognizes the acquisition of real estate properties, including acquired tangible assets (consisting of land, buildings and improvements) and acquired intangible assets and liabilities (consisting of above-market and below-market leases and acquired in-place leases) at their fair value (for acquisitions meeting the definition of a business) and relative fair value (for acquisitions not meeting the definition of a business). Acquired lease intangible assets include above-market leases and acquired in-place leases, and acquired lease intangible liabilities represent below-market leases, in the accompanying consolidated balance sheets. The fair value of the tangible assets of an acquired property is determined by valuing the property as if it were vacant, which value is then allocated to land, buildings and improvements based on management's determination of the relative fair values of these assets. In valuing an acquired property's intangibles, factors considered by management include an estimate of carrying costs during the expected lease-up periods, and estimates of lost rental revenue during the expected lease-up periods based on its evaluation of current market demand. Management also estimates costs to execute similar leases, including leasing commissions, tenant improvements, legal and other related costs.

The value of in-place leases is measured by the excess of (i) the purchase price paid for a property after adjusting existing in-place leases to market rental rates, over (ii) the estimated fair value of the property as if vacant. Above-market and below-market lease values are recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between the contractual amounts to be received and management's estimate of market lease rates, measured over the terms of the respective leases that management deemed appropriate at the time of acquisition. Such valuations include a consideration of the non-cancellable terms of the respective leases as well as any applicable renewal periods. The fair values associated with below-market rental renewal options are determined based on the Company's experience and the relevant facts and circumstances that existed at the time of the acquisitions. The value of the above-market and below-market leases associated with the original lease term is amortized to rental income, over the terms of the respective leases. The value of in-place leases are amortized to expense over the remaining non-cancellable terms of the respective leases. If a lease were to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be recognized in operations at that time.

The Company is required to make subjective assessments as to the useful life of its properties for purposes of determining the amount of depreciation. These assessments have a direct impact on the Company's net income.

Properties are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

|                               |  |
|-------------------------------|--|
| Buildings (years)             | 39 — 40                                    |
| Building Improvements (years) | 10 — 20                                    |
| Furniture/Fixtures (years)    | 3 — 10                                     |
| Tenant Improvements           | Shorter of lease term or their useful life |

#### **Asset Impairment**

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to aggregate future net cash flows (undiscounted and without interest) expected to be generated by the asset. If such assets are considered impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value. Management does not believe that the value of any of the Company's real estate investments was impaired at March 31, 2019.

#### **REIT Qualification Requirements**

The Company has elected and qualified to be taxed as a REIT under the Code, and believes that it has been organized and has operated in a manner that will allow it to continue to qualify for taxation as a REIT under the Code.

The Company is subject to a number of operational and organizational requirements to qualify and then maintain qualification as a REIT. If the Company does not qualify as a REIT, its income would become subject to U.S. federal, state and local income taxes at regular corporate rates that would be substantial and ROIC may not be permitted to re-elect to qualify as a REIT for four taxable years following the year that it failed to qualify as a REIT. The Company's results of operations, liquidity and amounts distributable to stockholders would be significantly reduced if it failed to qualify as a REIT.

## Liquidity and Capital Resources of the Company

In this “Liquidity and Capital Resources of the Company” section and in the “Liquidity and Capital Resources of the Operating Partnership” section, the term “the Company” refers to Retail Opportunity Investments Corp. on an unconsolidated basis, excluding the Operating Partnership.

The Company’s business is operated primarily through the Operating Partnership, of which the Company is the parent company and which it consolidates for financial reporting purposes. Because the Company operates on a consolidated basis with the Operating Partnership, the section entitled “Liquidity and Capital Resources of the Operating Partnership” should be read in conjunction with this section to understand the liquidity and capital resources of the Company on a consolidated basis and how the Company is operated as a whole.

The Company issues public equity from time to time, but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company. The Company itself does not hold any indebtedness other than guarantees of indebtedness of the Operating Partnership, and its only material assets are its ownership of direct or indirect partnership interests in the Operating Partnership and membership interest in Retail Opportunity Investments GP, LLC, the sole general partner of the Operating Partnership. Therefore, the consolidated assets and liabilities and the consolidated revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements. However, all debt is held directly or indirectly by the Operating Partnership. The Company’s principal funding requirement is the payment of dividends on its common stock. The Company’s principal source of funding for its dividend payments is distributions it receives from the Operating Partnership.

As the parent company of the Operating Partnership, the Company, indirectly, has the full, exclusive and complete responsibility for the Operating Partnership’s day-to-day management and control. The Company causes the Operating Partnership to distribute such portion of its available cash as the Company may in its discretion determine, in the manner provided in the Operating Partnership’s partnership agreement.

The Company is a well-known seasoned issuer with an effective shelf registration statement filed in May 2016 that allows the Company to register unspecified various classes of debt and equity securities. As circumstances warrant, the Company may issue equity from time to time on an opportunistic basis, dependent upon market conditions and available pricing. Any proceeds from such equity issuances would be contributed to the Operating Partnership. The Operating Partnership may use the proceeds to acquire additional properties, pay down debt, and for general working capital purposes.

Liquidity is a measure of the ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain its assets and operations, make distributions to its stockholders and meet other general business needs. The liquidity of the Company is dependent on the Operating Partnership’s ability to make sufficient distributions to the Company. The primary cash requirement of the Company is its payment of dividends to its stockholders.

During the three months ended March 31, 2019, the Company’s primary source of cash was distributions from the Operating Partnership. As of March 31, 2019, the Company has determined that it has adequate working capital to meet its dividend funding obligations for the next twelve months.

On May 1, 2018, the Company entered into five separate Sales Agreements (the “Sales Agreements”) with each of Capital One Securities, Inc., Jefferies LLC, KeyBanc Capital Markets Inc., Raymond James & Associates, Inc., and Robert W. Baird & Co. Incorporated (each individually, an “Agent” and collectively, the “Agents”) pursuant to which ROIC may sell, from time to time, shares of ROIC’s common stock, par value \$0.0001 per share, having an aggregate offering price of up to \$250.0 million through the Agents either as agents or principals. During the three months ended March 31, 2019, ROIC did not sell any shares under the Sales Agreements. Since the Sales Agreements were entered into through March 31, 2019, ROIC has sold a total of 1,251,376 shares of common stock under the Sales Agreements, which resulted in gross proceeds of approximately \$24.2 million and commissions of approximately \$242,000 paid to the Agents.

For the three months ended March 31, 2019, dividends paid to stockholders totaled approximately \$22.7 million. Additionally, for the three months ended March 31, 2019, the Operating Partnership made distributions of approximately \$2.2 million to the non-controlling interest OP Unitholders. On a consolidated basis, cash flows from operations for the same period totaled approximately \$40.2 million. For the three months ended March 31, 2018, dividends paid to stockholders totaled approximately \$22.1 million. Additionally, for the three months ended March 31, 2018, the Operating Partnership made distributions of approximately \$2.3 million to the non-controlling interest OP Unitholders. On a consolidated basis, cash flows from operations for the same period totaled approximately \$44.4 million.

Potential future sources of capital include equity issuances and distributions from the Operating Partnership.

### **Liquidity and Capital Resources of the Operating Partnership**

In this “Liquidity and Capital Resources of the Operating Partnership” section, the terms the “Operating Partnership,” “we,” “our” and “us” refer to the Operating Partnership together with its consolidated subsidiaries or the Operating Partnership and the Company together with their respective consolidated subsidiaries, as the context requires.

During the three months ended March 31, 2019, the Operating Partnership’s primary source of cash was cash flow from operations. As of March 31, 2019, the Operating Partnership has determined that it has adequate working capital to meet its debt obligations and operating expenses for the next twelve months.

On September 29, 2015, the Company entered into a term loan agreement. Effective September 8, 2017, the Company entered into a First Amended and Restated Term Loan Agreement (the “Term Loan Agreement”) pursuant to which the maturity date of the term loan was extended from January 31, 2019 to September 8, 2022, without further options for extension. The Term Loan Agreement also provides that the Company may from time to time request increased aggregate commitments of \$200.0 million under certain conditions set forth in the Term Loan Agreement, including the consent of the lenders for the additional commitments. Borrowings under the Term Loan Agreement accrue interest on the outstanding principal amount at a rate equal to an applicable rate based on the credit rating level of the Company, plus, as applicable, (i) a LIBOR rate determined by reference to the cost of funds for U.S. dollar deposits for the relevant period (the “Eurodollar Rate”), or (ii) a base rate determined by reference to the highest of (a) the federal funds rate plus 0.50%, (b) the rate of interest announced by KeyBank National Association as its “prime rate,” and (c) the Eurodollar Rate plus 1.10%.

The Operating Partnership has an unsecured revolving credit facility with several banks. Effective September 8, 2017, the Company entered into a Second Amended and Restated Credit Agreement (the “Credit Facility Agreement”) pursuant to which the borrowing capacity under the credit facility was increased from \$500.0 million to \$600.0 million. The maturity date of the credit facility was extended from January 31, 2019 to September 8, 2021, with two six-month extension options, which may be exercised by the Operating Partnership upon satisfaction of certain conditions including the payment of extension fees. Additionally, the credit facility contains an accordion feature, which allows the Operating Partnership to increase the borrowing capacity under the credit facility up to an aggregate of \$1.2 billion, subject to lender consents and other conditions. Borrowings under the credit facility accrue interest on the outstanding principal amount at a rate equal to an applicable rate based on the credit rating level of the Company, plus, as applicable, (i) the Eurodollar Rate, or (ii) a base rate determined by reference to the highest of (a) the federal funds rate plus 0.50%, (b) the rate of interest announced by KeyBank National Association as its “prime rate,” and (c) the Eurodollar Rate plus 1.00%. Additionally, the Operating Partnership is obligated to pay a facility fee at a rate based on the credit rating level of the Company, currently 0.20%, and a fronting fee at a rate of 0.125% per year with respect to each letter of credit issued under the credit facility.

Both the term loan and credit facility contain customary representations, financial and other covenants. The Operating Partnership’s ability to borrow under the credit facility and term loan is subject to its compliance with financial covenants and other restrictions on an ongoing basis. The Operating Partnership was in compliance with such covenants at March 31, 2019.

As of March 31, 2019, \$300.0 million and \$142.0 million were outstanding under the term loan and credit facility, respectively. The weighted average interest rate on the term loan and credit facility during the three months ended March 31, 2019 was 3.6% and 3.5%, respectively. The Company had no available borrowings under the term loan at March 31, 2019. The Company had \$458.0 million available to borrow under the credit facility at March 31, 2019.

Further, the Operating Partnership issued \$250.0 million aggregate principal amount of unsecured senior notes in each of December 2017, December 2014 and December 2013 and \$200.0 million aggregate principal amount of unsecured senior notes in September 2016, each of which were fully and unconditionally guaranteed by the Company.

While the Operating Partnership generally intends to hold its assets as long term investments, certain of its investments may be sold in order to manage the Operating Partnership’s interest rate risk and liquidity needs, meet other operating objectives and adapt to market conditions. The timing and impact of future sales of its investments, if any, cannot be predicted with any certainty.

## Cash Flows

The following table summarizes, for the periods indicated, selected items in our consolidated statements of cash flows (in thousands):

|                                 | Three Months Ended March 31, |             |
|---------------------------------|------------------------------|-------------|
|                                 | 2019                         | 2018        |
| Net Cash Provided by (Used in): |                              |             |
| Operating Activities            | \$ 40,190                    | \$ 44,423   |
| Investing Activities            | \$ 5,926                     | \$ (27,778) |
| Financing Activities            | \$ (42,371)                  | \$ (18,600) |

### Net Cash Flows from:

#### Operating Activities

Net cash flows provided by operating activities amounted to \$40.2 million in the three months ended March 31, 2019, compared to \$44.4 million in the comparable period in 2018. During the three months ended March 31, 2019 as compared to the three months ended March 31, 2018, cash flows from operating activities decreased by approximately \$4.2 million primarily due to the timing of collections and payments of working capital accounts.

#### Investing Activities

Net cash flows provided by investing activities amounted to \$5.9 million in the three months ended March 31, 2019, compared to net cash flows used in investing activities of \$27.8 million in the comparable period in 2018. During the three months ended March 31, 2019, cash flows provided by investing activities increased by approximately \$33.7 million, primarily due to a decrease in investments in real estate of approximately \$19.3 million, and an increase in proceeds from the sale of real estate of approximately \$16.0 million.

#### Financing Activities

Net cash flows used in financing activities amounted to \$42.4 million for the three months ended March 31, 2019, compared to \$18.6 million for the three months ended March 31, 2018. This increase of approximately \$23.8 million for the three months ended March 31, 2019, is primarily due to the net increase in payments on the credit facility of \$30.0 million, the decrease in proceeds from the sale of common stock of approximately \$1.5 million, offset by the decrease in repayments on mortgages of approximately \$10.2 million.

## Contractual Obligations

The following table presents the principal amount of the Company's long-term debt maturing each year, including amortization of principal based on debt outstanding and other contractual obligations at March 31, 2019 (in thousands):

|   | Remaining<br>2019 | 2020             | 2021              | 2022              | 2023              | Thereafter        | Total               |
|---|-------------------|------------------|-------------------|-------------------|-------------------|-------------------|---------------------|
| <b>Contractual obligations:</b>                 |                   |                  |                   |                   |                   |                   |                     |
| Mortgage Notes Payable Principal <sup>(1)</sup> | \$ 413            | \$ 577           | \$ 717            | \$ 24,132         | \$ 686            | \$ 60,045         | \$ 86,570           |
| Mortgage Notes Payable Interest                 | 2,858             | 3,774            | 3,737             | 3,170             | 2,482             | 2,618             | 18,639              |
| Term loan <sup>(2)</sup>                        | —                 | —                | —                 | 300,000           | —                 | —                 | 300,000             |
| Credit facility <sup>(3)</sup>                  | —                 | —                | 142,000           | —                 | —                 | —                 | 142,000             |
| Senior Notes Due 2027 <sup>(4)</sup>            | 10,475            | 10,475           | 10,475            | 10,475            | 10,475            | 291,900           | 344,275             |
| Senior Notes Due 2026 <sup>(4)</sup>            | 3,950             | 7,900            | 7,900             | 7,900             | 7,900             | 223,700           | 259,250             |
| Senior Notes Due 2024 <sup>(4)</sup>            | 10,000            | 10,000           | 10,000            | 10,000            | 10,000            | 260,000           | 310,000             |
| Senior Notes Due 2023 <sup>(5)</sup>            | 12,500            | 12,500           | 12,500            | 12,500            | 262,500           | —                 | 312,500             |
| Operating lease obligations                     | 961               | 1,287            | 1,283             | 1,304             | 1,330             | 33,939            | 40,104              |
| <b>Total</b>                                    | <b>\$ 41,157</b>  | <b>\$ 46,513</b> | <b>\$ 188,612</b> | <b>\$ 369,481</b> | <b>\$ 295,373</b> | <b>\$ 872,202</b> | <b>\$ 1,813,338</b> |

(1) Does not include unamortized mortgage premium of \$2.0 million as of March 31, 2019.

(2) For the purpose of the above table, the Company has assumed that borrowings under the term loan accrue interest at the interest rate on the term loan as of March 31, 2019 which was 3.6%.

(3) For the purpose of the above table, the Company has assumed that borrowings under the credit facility accrue interest at the interest rate on the credit facility as of March 31, 2019 which was 3.5%.

(4) Represents payments of interest only in years 2019 through 2023 and payments of both principal and interest thereafter.

(5) Represents payments of interest only in years 2019 through 2022 and payments of both principal and interest thereafter.

For the new leases and renewals that occurred during the three months ended March 31, 2019, the Company has committed approximately \$7.2 million and \$202,000 in tenant improvements (including building improvements) and leasing commissions, respectively. As of March 31, 2019, the Company did not have any capital lease or purchase obligations.

The Company has entered into several lease agreements with an officer of the Company. Pursuant to the lease agreements, the Company is provided the use of storage space.

## Off-Balance Sheet Arrangements

As of March 31, 2019, the Company does not have any off-balance sheet arrangements.

## Real Estate Taxes

The Company's leases generally require the tenants to be responsible for a pro rata portion of the real estate taxes.

## Inflation

The Company's long-term leases contain provisions to mitigate the adverse impact of inflation on its operating results. Such provisions include clauses entitling the Company to receive (a) scheduled base rent increases and (b) percentage rents based upon tenants' gross sales which generally increase as prices rise. In addition, many of the Company's non-anchor leases are for terms of less than ten years, which permits the Company to seek increases in rents upon renewal at then-current market rates if rents provided in the expiring leases are below then-existing market rates. Most of the Company's leases require tenants to pay a share of operating expenses, including common area maintenance, real estate taxes, insurance and utilities, thereby reducing the Company's exposure to increases in costs and operating expenses resulting from inflation.

## Leverage Policies

The Company employs prudent amounts of leverage and uses debt as a means of providing additional funds for the acquisition of its properties and the diversification of its portfolio. The Company seeks to primarily utilize unsecured debt in order to maintain liquidity and flexibility in its capital structure.

On September 29, 2015, the Company entered into a term loan agreement. Effective September 8, 2017, the Company entered into a First Amended and Restated Term Loan Agreement (the "Term Loan Agreement") pursuant to which the maturity date of the term loan was extended from January 31, 2019 to September 8, 2022, without further options for extension. The Term Loan Agreement also provides that the Company may from time to time request increased aggregate commitments of \$200.0 million under certain conditions set forth in the Term Loan Agreement, including the consent of the lenders for the additional commitments. The Operating Partnership has an unsecured revolving credit facility with several banks. Effective September 8, 2017, the Company entered into a Second Amended and Restated Credit Agreement (the "Credit Facility Agreement") pursuant to which the borrowing capacity under the credit facility was increased from \$500.0 million to \$600.0 million. The maturity date of the credit facility was extended from January 31, 2019 to September 8, 2021, with two six-month extension options, which may be exercised by the Operating Partnership upon satisfaction of certain conditions including the payment of extension fees. Additionally, the credit facility contains an accordion feature, which allows the Operating Partnership to increase the borrowing capacity under the credit facility up to an aggregate of \$1.2 billion, subject to lender consents and other conditions.

Further, the Operating Partnership issued \$250.0 million aggregate principal amount of unsecured senior notes in each of December 2017, December 2014 and December 2013 and \$200.0 million aggregate principal amount of unsecured senior notes in September 2016, each of which were fully and unconditionally guaranteed by the ROIC.

The Company may borrow on a non-recourse basis or at the corporate level or Operating Partnership level. Non-recourse indebtedness means the indebtedness of the borrower or its subsidiaries is secured only by specific assets without recourse to other assets of the borrower or any of its subsidiaries. Even with non-recourse indebtedness, however, a borrower or its subsidiaries will likely be required to guarantee against certain breaches of representations and warranties such as those relating to the absence of fraud, misappropriation, misapplication of funds, environmental conditions and material misrepresentations. Because non-recourse financing generally restricts the lender's claim on the assets of the borrower, the lender generally may only proceed against the asset securing the debt. This may protect the Company's other assets.

The Company plans to evaluate each investment opportunity and determine the appropriate leverage on a case-by-case basis and also on a Company-wide basis. The Company may seek to refinance indebtedness, such as when a decline in interest rates makes it beneficial to prepay an existing mortgage, when an existing mortgage matures or if an attractive investment becomes available and the proceeds from the refinancing can be used to purchase the investment.

The Company plans to finance future acquisitions through a combination of cash from operations, borrowings under its credit facility, the assumption of existing mortgage debt, the issuance of OP Units, and equity and debt offerings. In addition, the Company may acquire retail properties indirectly through joint ventures with third parties as a means of increasing the funds available for the acquisition of properties.

## Distributions

The Operating Partnership and ROIC intend to make regular quarterly distributions to holders of their OP Units and common stock, respectively. The Operating Partnership pays distributions to ROIC directly as a holder of units of the Operating Partnership, and indirectly to ROIC through distributions to Retail Opportunity Investments GP, LLC, a wholly owned subsidiary of ROIC. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay U.S. federal income tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income. ROIC intends to pay regular quarterly dividends to its stockholders in an amount not less than its net taxable income, if and to the extent authorized by its board of directors. If ROIC's cash available for distribution is less than its net taxable income, ROIC could be required to sell assets or borrow funds to make cash distributions or ROIC may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities.

## Recently Issued Accounting Pronouncements

See Note 1 to the accompanying consolidated financial statements.



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

The Company's primary market risk exposure is to changes in interest rates related to its debt. There is inherent rollover risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Company's future financing requirements.

As of March 31, 2019, the Company had \$442.0 million of variable rate debt outstanding. The Company has primarily used fixed-rate debt and interest rate swaps to manage its interest rate risk. See the discussion under Note 9 to the accompanying consolidated financial statements for certain quantitative details related to the interest rate swaps.

The Company entered into four interest rate swaps in order to economically hedge against the risk of rising interest rates that would affect the Company's interest expense related to its debt issuances as part of its overall borrowing program. The sensitivity analysis table presented below shows the estimated instantaneous parallel shift in the yield curve up and down by 50 and 100 basis points, respectively, on the clean market value of its interest rate derivatives as of March 31, 2019, exclusive of non-performance risk (in thousands).

| Swap Notional | Less 100 basis points | Less 50 basis points | March 31, 2019 Value | Increase 50 basis points | Increase 100 basis points |
|---------------|-----------------------|----------------------|----------------------|--------------------------|---------------------------|
| \$100,000     | \$ (1,877)            | \$ (249)             | \$ 1,349             | \$ 2,914                 | \$ 4,450                  |
| \$100,000     | \$ (1,877)            | \$ (249)             | \$ 1,349             | \$ 2,914                 | \$ 4,450                  |
| \$50,000      | \$ (2,367)            | \$ (1,541)           | \$ (730)             | \$ 65                    | \$ 844                    |
| \$50,000      | \$ (2,373)            | \$ (1,547)           | \$ (736)             | \$ 59                    | \$ 839                    |

See Note 9 of the accompanying consolidated financial statements for a discussion on how the Company values derivative financial instruments. The Company calculates the value of its interest rate swaps based upon the present value of the future cash flows expected to be paid and received on each leg of the swap. The cash flows on the fixed leg of the swap are agreed to at inception and the cash flows on the floating leg of a swap change over time as interest rates change. To estimate the floating cash flows at each valuation date, the Company utilizes a forward curve which is constructed using LIBOR fixings, Eurodollar futures, and swap rates, which are observable in the market. Both the fixed and floating legs' cash flows are discounted at market discount factors. For purposes of adjusting its derivative valuations, the Company incorporates the nonperformance risk for both itself and its counterparties to these contracts based upon management's estimates of credit spreads, credit default swap spreads (if available) or IHS Markit ratings in order to derive a curve that considers the term structure of credit.

As a corporation that has elected to qualify as a REIT for U.S. federal income tax purposes, commencing with its taxable year ended December 31, 2010, ROIC's future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. The Company will be exposed to interest rate changes primarily as a result of long-term debt used to acquire properties and make real estate-related debt investments. The Company's interest rate risk management objectives will be to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, the Company expects to 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. In addition, the Company uses derivative financial instruments to manage interest rate risk. The Company will not use derivatives for trading or speculative purposes and will only enter into contracts with major financial institutions based on their credit rating and other factors. Currently, the Company uses four interest rate swaps to manage its interest rate risk. See Note 9 of the accompanying consolidated financial statements.

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

##### **Controls and Procedures (Retail Opportunity Investments Corp.)**

ROIC's Chief Executive Officer and Chief Financial Officer, based on their evaluation of the ROIC's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) required by paragraph (b) of Rule 13a-15 or Rule 15d-15, have concluded that as of the end of the period covered by this report, the ROIC's disclosure controls and procedures were effective to give reasonable assurances to the timely collection, evaluation and disclosure of information relating to ROIC that would potentially be subject to disclosure under the Exchange Act and the rules and regulations promulgated thereunder.

During the three months ended March 31, 2019, there was no change in ROIC's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, ROIC's internal control over financial reporting.

##### **Controls and Procedures (Retail Opportunity Investments Partnership, LP)**

The Company's Chief Executive Officer and Chief Financial Officer, based on their evaluation of the Operating Partnership's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) required by paragraph (b) of Rule 13a-15 or Rule 15d-15, have concluded that as of the end of the period covered by this report, the Operating Partnership's disclosure controls and procedures were effective to give reasonable assurances to the timely collection, evaluation and disclosure of information relating to the Operating Partnership that would potentially be subject to disclosure under the Exchange Act and the rules and regulations promulgated thereunder.

During the three months ended March 31, 2019, there was no change in the Operating Partnership's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

We are not involved in any material litigation nor, to our knowledge, is any material litigation pending or threatened against us, other than routine litigation arising out of the ordinary course of business or which is expected to be covered by insurance and not expected to harm our business, financial condition or results of operations.

### Item 1A. Risk Factors

See our Annual Report on Form 10-K for the year ended December 31, 2018. There have been no significant changes to our risk factors during the three months ended March 31, 2019.

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

During the three months ended March 31, 2019, ROIC purchased the following:

|                                       | Total Number of Shares Purchased <sup>(1)</sup> | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs |
|---------------------------------------|---|------------------------------|--|--|
| January 1, 2019 to January 31, 2019   | 125,072   | \$ 15.88                     | —  | —  |
| February 1, 2019 to February 28, 2019 | —   | —                            | —  | —  |
| March 1, 2019 to March 31, 2019       | —   | —                            | —  | —  |
| Total                                 | 125,072   | \$ 15.88                     | —  | —  |

(1) Represents shares repurchased by the Company in connection with the net share settlement to cover the minimum taxes on vesting of restricted stock issued under the Company's 2009 Equity Incentive Plan that vested.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

None.

## Item 6. Exhibits

|                             |   |
|-----------------------------|---|
| <a href="#"><u>2.1</u></a>  | <a href="#"><u>Articles of Merger between Retail Opportunity Investments Corp., a Delaware corporation, and Retail Opportunity Investments Corp., a Maryland corporation, as survivor.</u></a> <sup>(1)</sup>   |
| <a href="#"><u>3.2</u></a>  | <a href="#"><u>Articles of Amendment and Restatement of Retail Opportunity Investments Corp.</u></a> <sup>(1)</sup>   |
| <a href="#"><u>3.3</u></a>  | <a href="#"><u>Bylaws of Retail Opportunity Investments Corp.</u></a> <sup>(1)</sup>  |
| <a href="#"><u>3.4</u></a>  | <a href="#"><u>Second Amended and Restated Agreement of Limited Partnership of Retail Opportunity Investments Partnership, LP by and among Retail Opportunity Investments GP, LLC as general partner, Retail Opportunity Investments Corp. and the other limited partners thereto, dated as of September 27, 2013.</u></a> <sup>(2)</sup> |
| <a href="#"><u>10.1</u></a> | <a href="#"><u>Form of Performance-Based Vesting LTIP Unit Vesting Agreement under the Amended and Restated 2009 Equity Incentive Plan</u></a>  |
| <a href="#"><u>31.1</u></a> | <a href="#"><u>Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.</u></a>  |
| <a href="#"><u>31.2</u></a> | <a href="#"><u>Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.</u></a>  |
| <a href="#"><u>32.1</u></a> | <a href="#"><u>Certification of Chief Executive and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>  |
| 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.   |

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(1) Incorporated by reference to the Company's current report on Form 8-K filed on June 3, 2011.

(2) Incorporated by reference to the Company's current report on Form 8-K filed on October 2, 2013.

**SIGNATURES**

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

RETAIL OPPORTUNITY INVESTMENTS CORP.

RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP,  
by Retail Opportunity Investments GP, LLC, its sole general partner

Registrant

Registrant

/s/ Stuart A. Tanz

/s/ Stuart A. Tanz

Name: Stuart A. Tanz

Name: Stuart A. Tanz

Title: *Chief Executive Officer*

Title: *Chief Executive Officer*

Date: April 25, 2019

Date: April 25, 2019

/s/ Michael B. Haines

/s/ Michael B. Haines

Name: Michael B. Haines

Name: Michael B. Haines

Title: *Chief Financial Officer*

Title: *Chief Financial Officer*

Date: April 25, 2019

Date: April 25, 2019

**FORM OF  
PERFORMANCE-BASED VESTING LTIP UNIT VESTING AGREEMENT  
UNDER THE  
RETAIL OPPORTUNITY INVESTMENTS CORP.  
AMENDED AND RESTATED 2009 EQUITY INCENTIVE PLAN**

Grantee: \_\_\_\_\_  
 No. of LTIP Units, [assuming \_\_\_\_\_]% Payout Percentage]: \_\_\_\_\_  
 Grant Date: \_\_\_\_\_  
 Final Acceptance Date: \_\_\_\_\_

Pursuant to the Retail Opportunity Investments Corp. (the “**Company**”) Amended and Restated 2009 Equity Incentive Plan (the “**Plan**”) and the Second Amended and Restated Agreement of Limited Partnership of Retail Opportunity Investments Partnership, L.P., dated as of September 27, 2013 (the “**Partnership Agreement**”), as amended from time to time, of Retail Opportunity Investments Partnership, L.P., a Delaware limited partnership (the “**Partnership**”), the Committee grants to Grantee named above an Other Equity-Based Award (as defined in the Plan, and referred to herein as an “**Award**”) in the form of, and by causing the Partnership to issue to Grantee named above, LTIP Units (as defined in the Partnership Agreement) having the rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption and conversion set forth herein and in the Partnership Agreement. If this LTIP Unit Vesting Agreement (this “**Agreement**”) is accepted prior to the Final Acceptance Date, Grantee shall receive the number of LTIP Units specified above as of the Grant Date, subject to the restrictions and conditions set forth herein, in the Plan and in the Partnership Agreement. All capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Plan.

1. **Acceptance of Agreement.** Grantee shall have no rights with respect to this Agreement unless Grantee has accepted this Agreement prior to the close of business on the Final Acceptance Date specified above by (i) signing and delivering to the Partnership a copy of this Agreement and (ii) unless Grantee is already a Limited Partner (as defined in the Partnership Agreement), signing, as a Limited Partner, and delivering to the Partnership a counterpart signature page to the Partnership Agreement (attached hereto as Annex A). If this Agreement is accepted by Grantee prior to the Final Acceptance Date, the Partnership Agreement shall be amended to reflect the issuance to Grantee of the LTIP Units so accepted. Thereupon, Grantee shall have all the rights of a Limited Partner of the Partnership with respect to the number of LTIP Units then issued to Grantee, as set forth in the Partnership Agreement, subject, however, to the restrictions and conditions specified in Sections 2, 4, 5 and 9, below.
2. **Vesting.** LTIP Units granted under the Award shall become vested and nonforfeitable in accordance with the terms of this Section 2.
  - (a) [Insert any vesting terms]

- (b) [If none of the Performance Measures is achieved at Threshold, all LTIP Units under the Award, and any pending distributions in respect of such LTIP Units, shall be forfeited without consideration therefor.]
- (c) **“Performance Measures”**:  
[Insert any performance metrics]

3. **Definitions.** The following terms have the following meanings:

- (a) **“Earned LTIP Units”** means [the number of (i) LTIP Units covered by the Award, *multiplied by* (ii) the [Payout Percentage]].
- (b) **“Performance Period”** means the period beginning [●], 20[●] and ending [●], 20[●].
- (c) [Insert any other performance metric or vesting specific definitions]

4. **Limitation on Allocations.** Notwithstanding any provision of the Partnership Agreement to the contrary, no allocations shall be made in respect of LTIP Units underlying the Award pursuant to Section 6.02 of the Partnership Agreement unless and until the LTIP Units underlying the Award become vested and nonforfeitable, unless otherwise determined by the General Partner in its reasonable discretion. The foregoing shall not limit allocations in respect of LTIP Units underlying the Award pursuant to Section 6.03 of the Partnership Agreement.

5. **Restrictions and Conditions.**

- (a) The records of the Partnership evidencing the LTIP Units granted herein shall bear an appropriate legend, as determined by the Partnership in its sole discretion, to the effect that such LTIP Units are subject to restrictions as set forth herein, in the Plan and in the Partnership Agreement.
- (b) Subject to the provisions of the Plan and this Agreement, until LTIP Units become Earned LTIP Units, Grantee shall not be permitted voluntarily or involuntarily to sell, transfer, pledge, hypothecate, alienate, encumber or assign such LTIP Units (or have the LTIP Units attached or garnished).

6. **Lapse of Restrictions.** Following the completion of the Performance Period, the Committee shall determine the achievement of the Performance Measures, the Payout Percentage and the number of LTIP Units that have become Earned LTIP Units. Following the Committee's determination, LTIP Units granted herein which have not become Earned LTIP Units shall be immediately forfeited to the Partnership without any consideration by the Partnership or any of its Affiliates, and neither Grantee nor any of his or her successors, heirs, assigns or personal representatives will thereafter have any further rights or interests in such forfeited LTIP Units.
7. **Termination of Employment.**
- (a) In the event of Grantee's Termination for any reason:
- (i) Subject to clause[s] (ii)[,] [and] [(iii)] [and (iv)] below, upon Grantee's Termination of Service by the Company or its Subsidiaries for Cause or by Grantee for any reason other than Good Reason (as defined in an applicable employment agreement by and between the Company and Grantee) during the Performance Period, all LTIP Units under this Award shall thereupon, and with no further action, be forfeited by Grantee.
- (ii) In the event Grantee has a Termination of Service on account of death or Disability or on account of Termination of Service by the Company for any reason other than for Cause or by Grantee for Good Reason during the Performance Period, all LTIP Units under this Award shall become Earned LTIP Units.
- (iii) [In the event Grantee has a Termination of Service (other than a Termination of Service by the Company for Cause) within 12 months following a Change of Control during the Performance Period, all LTIP Units under this Award shall become Earned LTIP Units.]
- (iv) [Termination of Service as an employee shall not be treated as a Termination of Service for purposes of this Paragraph 7 if Grantee continues without interruption to serve thereafter as an officer or director of the Company or in such other capacity as determined by the Committee (or if no Committee is appointed, the Board), and the termination of such successor service shall be treated as the applicable Termination of Service.]
8. **Distributions.** Distributions on the LTIP Units underlying the Award shall be paid to Grantee in accordance with the terms of the Partnership Agreement.
9. **Delay on Distributions.** Notwithstanding anything in the Partnership Agreement to the contrary, including without limitation Section 4.06 of the Partnership Agreement, any distributions that otherwise would have been made in respect of the LTIP Units granted herein during the Performance Period shall be retained by the Partnership and paid to Grantee as soon as reasonably practicable following the completion of the Performance Period, if,



and to the extent that, the LTIP Units underlying Award become Earned LTIP Units. Solely by way of illustration and not intended to be a limitation, if only 50% of the LTIP Units become vested and nonforfeitable (i.e., Earned LTIP Units), unpaid distributions in respect of only 50% of the LTIP Units under the Award will be paid following the end of the Performance Period.

10. **Covenants, Representation and Warranties.** Grantee hereby covenants as follows:

- (a) So long as Grantee holds any LTIP Units granted herein, Grantee shall disclose to the Partnership in writing such information as may be reasonably requested with respect to ownership of such LTIP Units as the Partnership may deem reasonably necessary to ascertain and to establish compliance with provisions of the Code, as applicable to the Partnership or to comply with the requirements of any other appropriate tax authority.
- (b) [Grantee hereby agrees to make an election under Section 83(b) of the Code with respect to the LTIP Units awarded hereunder, and has delivered with this Agreement a completed, executed copy of the election form attached hereto as Annex B. Grantee agrees to file the election within 30 days after the Grant Date with the Internal Revenue Service, to promptly provide a copy of such filed election to the Company, and to file a copy of such election with Grantee's U.S. federal income tax return for the taxable year in which such LTIP Units are awarded to Grantee.]
- (c) Grantee hereby agrees not to dispose of the LTIP Units subject to this Award within two years following receipt of such LTIP Units. The Partnership and Grantee hereby agree to treat Grantee as the owner of such LTIP Units from the Grant Date. Grantee hereby agrees to take into account the distributive share of Partnership income, gain, loss, deduction, and credit associated with such LTIP Units in computing Grantee's income tax liability for the entire period during which Grantee has such LTIP Units.
- (d) Grantee hereby recognizes that the Internal Revenue Service has proposed regulations under Sections 83 and 704 of the Code that may affect the proper treatment of the LTIP Units granted herein for federal income tax purposes. In the event that those proposed regulations are finalized, Grantee hereby agrees to cooperate with the Partnership in amending this Agreement and the Partnership Agreement, and to take such other action as may be required, to conform to such regulations.
- (e) Grantee has received and read a copy of the Partnership Agreement and the Plan and has had his or her tax advisors advise him or her on the application of U.S. federal income tax laws, and the tax laws of any state, local or other taxing jurisdiction to which Grantee is or by reason of the Award may become subject to.

11. **Clawback.** The Award is subject to any incentive compensation clawback or recoupment policy currently in effect or as may be adopted by the Board, and in each case, as may be amended from time to time.
12. **Assignment and Transfer.** Except as the Committee may otherwise permit pursuant to the Plan, the rights and interests of Grantee under this Agreement may not be sold, assigned, encumbered, pledged, or otherwise transferred except in the event of the death of Grantee, by will or by the laws of descent and distribution. In the event of any attempt by Grantee to sell, assign, encumber, pledge or otherwise transfer its rights and interests hereunder, except as provided in this Agreement, or in the event of the levy or any attachment, execution or similar process upon the rights or interests hereby conferred, the Company or the Partnership may require Grantee to forfeit the LTIP Units granted herein by notice to Grantee, and such LTIP Units and all rights hereunder shall thereupon become null and void. The rights and protections of the Company and the Partnership hereunder shall extend to any successors or assigns of the Company and the Partnership.
13. **Incorporation of the Plan.** This Agreement is made under and subject to and governed by all of the terms and conditions of the Plan. In the event of any discrepancy or inconsistency between this Agreement and the Plan, the terms and conditions of the Plan shall control. By signing this Agreement, Grantee confirms that he or she has received a copy of the Plan and has had an opportunity to review the contents thereof. Any shares of Stock issued in exchange for partnership units into which LTIP Units may have been converted pursuant to the Partnership Agreement will be issued under the Plan.
14. **Amendment.** Grantee acknowledges that the Plan may be amended or discontinued in accordance with Section 19 thereof and that this Agreement may be amended or canceled by the Board or the Committee, on behalf of the Partnership, for the purpose of satisfying changes in law or for any other lawful purpose, provided that no such action shall materially impair Grantee's rights under this Agreement without Grantee's written consent.
15. **No Right to Continued Employment.** Neither the Plan nor this Agreement will give Grantee any right to continue to be in the employ of the Company, the Partnership or any of their Affiliates, affect the right of the Company, the Partnership or any of their Affiliates to discharge or discipline such Grantee at any time, or affect any right of such Grantee to terminate his or her employment at any time.
16. **Waiver.** The failure of Grantee or the Company to insist upon strict compliance with any provision of this Agreement or the Plan, or to assert any right Grantee or the Company, respectively, may have under this Agreement or the Plan, shall not be deemed to be a waiver of such provision or right or any other provision or right of this Agreement or the Plan.
17. **Notices.** Notices hereunder shall be mailed or delivered to the Partnership at its principal place of business and shall be mailed or delivered to Grantee at the address on file with the

Partnership or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

18. **Consent to Electronic Delivery.** Grantee agrees that the Company or the Partnership may deliver by email all documents relating to the Plan or the LTIP Units granted herein (including without limitation, a copy of the Plan) and all other documents that the Company or Partnership is required to deliver to its security holders (including, without limitation, disclosures that may be required by the Securities Exchange Commission). Grantee also agrees that the Company or the Partnership may deliver these documents by posting them on a website maintained by the Company or by a third-party under contract with the Company. If the Company posts these documents on a website, it shall notify Grantee by email.
19. **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument. Facsimile or electronic submission of any signed original document or retransmission of any signed facsimile or other electronic transmission will be deemed the same as delivery of an original.
20. **Severability.** In the event that one or more provisions of this Agreement should, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement, and this Agreement shall be construed as if such invalid, illegal or unenforceable provisions had never been contained herein.
21. **Headings.** Section, paragraph and other headings and captions are provided solely as a convenience to facilitate reference. Such headings and captions shall not be deemed in any way material or relevant to the construction, meaning or interpretation of this Agreement or any term or provision hereof.
22. **Governing Law.** This Agreement and all claims or disputes arising out of or based upon this Agreement or relating to the subject matter hereof shall be governed by, and construed in accordance with, the laws of the State of New York, applied without regard to conflict of law principles or rules that would cause the application of the domestic substantive laws of any other jurisdiction.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

RETAIL OPPORTUNITY INVESTMENTS  
PARTERSHIP, LP

By: Retail Opportunity Investments GP, LLC,  
its general partner

By: Retail Opportunity Investments Corp.,  
its sole member

By: \_\_\_\_\_  
Name: Stuart A. Tanz  
Title: Chief Executive Officer

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by Grantee.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Name:

ANNEX A

**FORM OF LIMITED PARTNER SIGNATURE PAGE**

Grantee, desiring to become one of the within named Limited Partners of Retail Opportunity Investments Partnership, L.P., hereby becomes a party to the Second Amended and Restated Agreement of Limited Partnership of Retail Opportunity Investments Partnership, L.P., dated as of September 27, 2013, as amended through the date hereof (the "**Partnership Agreement**"). Grantee agrees that this signature page may be attached to any counterpart of the Partnership Agreement.

Signature Line for Limited Partner:

By: \_\_\_\_\_

Name:

Title:

Address of Limited Partner

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Stuart A. Tanz, certify that:

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

Date: April 25, 2019

By: /s/ Stuart A. Tanz

Name: Stuart A. Tanz

Title: Chief Executive Officer

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Stuart A. Tanz, certify that:

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

Date: April 25, 2019

By: /s/ Stuart A. Tanz

Name: Stuart A. Tanz

Title: Chief Executive Officer

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Michael B. Haines, certify that:

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

Date: April 25, 2019

By: /s/ Michael B. Haines

Name: Michael B. Haines

Title: Chief Financial Officer



**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Michael B. Haines, certify that:

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

Date: April 25, 2019

By: /s/ Michael B. Haines

Name: Michael B. Haines

Title: Chief Financial Officer

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
**Certification of Chief Executive Officer and Chief Financial Officer**  
**Pursuant to**  
**18 U.S.C. Section 1350**  
**as adopted pursuant to**  
**Section 906 of The Sarbanes-Oxley Act of 2002**

The undersigned, the Chief Executive Officer of Retail Opportunity Investments Corp. (the "Company"), hereby certifies to the best of his knowledge on the date hereof, pursuant to 18 U.S.C. 1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "Form 10-Q"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 25, 2019

By: /s/ Stuart A. Tanz

Name: Stuart A. Tanz

Title: Chief Executive Officer

The undersigned, the Chief Financial Officer of Retail Opportunity Investments Corp. (the "Company"), hereby certifies to the best of his knowledge on the date hereof, pursuant to 18 U.S.C. 1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "Form 10-Q"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 25, 2019

By: /s/ Michael B. Haines

Name: Michael B. Haines

Title: Chief Financial Officer

Pursuant to the Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
**Certification of Chief Executive Officer and Chief Financial Officer**  
**Pursuant to**  
**18 U.S.C. Section 1350**  
**as adopted pursuant to**  
**Section 906 of The Sarbanes-Oxley Act of 2002**

The undersigned, the Chief Executive Officer of Retail Opportunity Investments Corp, the sole member of Retail Opportunity Investments GP, LLC, the sole general partner of Retail Opportunity Investments Partnership, LP (the "Operating Partnership"), hereby certifies to the best of his knowledge on the date hereof, pursuant to 18 U.S.C. 1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "Form 10-Q"), filed concurrently herewith by the Operating Partnership, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

Date: April 25, 2019

By: /s/ Stuart A. Tanz

Name: Stuart A. Tanz

Title: Chief Executive Officer

The undersigned, the Chief Financial Officer of Retail Opportunity Investments Corp, the sole member of Retail Opportunity Investments GP, LLC, the sole general partner of Retail Opportunity Investments Partnership, LP (the "Operating Partnership"), hereby certifies to the best of his knowledge on the date hereof, pursuant to 18 U.S.C. 1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "Form 10-Q"), filed concurrently herewith by the Operating Partnership, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

Date: April 25, 2019

By: /s/ Michael B. Haines

Name: Michael B. Haines

Title: Chief Financial Officer

Pursuant to the Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Operating Partnership for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Operating Partnership filed under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906 has been provided to the Operating Partnership and will be retained by the Operating Partnership and furnished to the Securities and Exchange Commission or its staff upon request.