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NexPoint Residential Trust, Inc.  
Form 10-Q  
November 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

OR

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

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

Commission File Number 001-36663

NexPoint Residential Trust, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland 47-1881359  
(State or other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

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300 Crescent Court, Suite 700, Dallas, Texas 75201  
(Address of Principal Executive Offices) (Zip Code)

(972) 628-4100

(Telephone Number, Including Area Code)

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

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

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

|                         |                           |
|-------------------------|---------------------------|
| Large Accelerated Filer | 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). Yes No

As of November 2, 2018, the registrant had 20,797,135 shares of common stock, \$0.01 par value, outstanding.



NEXPOINT RESIDENTIAL TRUST, INC.

Form 10-Q

Quarter Ended September 30, 2018

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### Cautionary Statement Regarding Forward-Looking Statements

This quarterly report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. In particular, statements relating to our liquidity and capital resources, the performance of our properties and results of operations contain forward-looking statements. Furthermore, all of the statements regarding future financial performance (including market conditions and demographics) are forward-looking statements. We caution investors that any forward-looking statements presented in this quarterly report are based on management's current beliefs and assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "would," "result" and similar expressions that do not relate solely to historical matters are intended to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements are subject to risks, uncertainties and assumptions and may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We caution you therefore against relying on any of these forward-looking statements.

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

- unfavorable changes in market and economic conditions in the United States and globally and in the specific markets where our properties are located;
- risks associated with ownership of real estate;
- limited ability to dispose of assets because of the relative illiquidity of real estate investments;
- our multifamily properties are concentrated in certain geographic markets in the Southeastern and Southwestern United States, which makes us more susceptible to adverse developments in those markets;
- risks associated with our strategy of acquiring value-enhancement multifamily properties, which involves greater risks than more conservative investment strategies;
- potential reforms to the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal National Mortgage Association ("Fannie Mae");
- competition could limit our ability to acquire attractive investment opportunities, which could adversely affect our profitability and impede our growth;
- competition and any increased affordability of residential homes could limit our ability to lease our apartments or increase or maintain rents;
- the relatively low residential mortgage rates may result in potential renters purchasing residences rather than leasing them, and as a result, cause a decline in our occupancy rates;
- the risk that we may fail to consummate future pending property acquisitions;
- failure of acquisitions to yield anticipated results;
- risks associated with increases in interest rates and our ability to issue additional debt or equity securities in the future;
- we are subject to certain risks associated with selling apartment communities, which could limit our operational and financial flexibility;
  - contingent or unknown liabilities related to properties or businesses that we have acquired or may acquire;
  - lack of or insufficient amounts of insurance;
  -

the risk that our environmental assessments may not identify all potential environmental liabilities and our remediation actions may be insufficient;

• high costs associated with the investigation or remediation of environmental contamination, including asbestos, lead-based paint, chemical vapor, subsurface contamination and mold growth;

• high costs associated with the compliance with various accessibility, environmental, building and health and safety laws and regulations, such as the Americans with Disabilities Act and the Fair Housing Act;

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- risks associated with limited warranties we may obtain when purchasing properties;
- exposure to decreases in market rents due to our short-term leases;
- risks associated with operating through joint ventures and funds;
- our dependence on information systems;
- risks associated with breaches of our data security;
- risks associated with our reduced public company reporting requirements as an “emerging growth company”;
- costs associated with being a public company, including compliance with securities laws;
- the risk that our business could be adversely impacted if there are deficiencies in our disclosure controls and procedures or internal control over financial reporting;
- risks associated with our substantial current indebtedness and indebtedness we may incur in the future;
- risks associated with derivatives or hedging activity;
- the lack of experience of NexPoint Real Estate Advisors, L.P. (our “Adviser”) and property manager in operating under the constraints imposed on us as a real estate investment trust (“REIT”) may hinder the achievement of our investment objectives;
- loss of key personnel of Highland Capital Management, L.P. (our “Sponsor” or “Highland”), our Adviser and our property manager;
- the risk that we may not replicate the historical results achieved by other entities managed or sponsored by affiliates of our Adviser, members of our Adviser’s management team or by our Sponsor or its affiliates;
- risks associated with our Adviser’s ability to terminate the Advisory Agreement (as defined below);
- our ability to change our major policies, operations and targeted investments without stockholder consent;
- the substantial fees and expenses we pay to our Adviser and its affiliates;
- risks associated with any potential internalization of our management functions;
- conflicts of interest and competing demands for time faced by our Adviser, our Sponsor and their officers and employees;
- the risk that we may compete with other entities affiliated with our Sponsor or property manager for properties and tenants;
- failure to maintain our status as a REIT;
- failure of our operating partnership to be taxable as a partnership for federal income tax purposes, possibly causing us to fail to qualify for or to maintain REIT status;
- compliance with REIT requirements, which may limit our ability to hedge our liabilities effectively and cause us to forgo otherwise attractive opportunities, liquidate certain of our investments or incur tax liabilities;
- risks associated with our ownership of interests in taxable REIT subsidiaries;
- the recognition of taxable gains from the sale of properties as a result of the inability to complete certain like-kind exchanges (“1031 Exchanges”) in accordance with Section 1031 of the Internal Revenue Code of 1986, as amended (the “Code”);
- the risk that the Internal Revenue Service (the “IRS”) may consider certain sales of properties to be prohibited transactions, resulting in a 100% penalty tax on any taxable gain;
- the ineligibility of dividends payable by REITs for the reduced tax rates available for some dividends;
- risks associated with the stock ownership restrictions of the Code for REITs and the stock ownership limit imposed by our charter;
- the ability of our board of directors (the “Board”) to revoke our REIT qualification without stockholder approval;
- recent and potential legislative or regulatory tax changes or other actions affecting REITs;
- risks associated with the market for our common stock and the general volatility of the capital and credit markets;

• failure to generate sufficient cash flows to service our outstanding indebtedness or pay distributions at expected levels;

• risks associated with limitations of liability for and our indemnification of our directors and officers; and

• any other risks included under Part I, Item 1A, “Risk Factors” of our annual report on Form 10-K, filed with the U.S. Securities and Exchange Commission (“SEC”) on February 15, 2018 (our “Annual Report”).

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. They are based on estimates and assumptions only as of the date of this quarterly report. We undertake no obligation to update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes, except as required by law.



## NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)

|  | September<br>30, 2018<br>(Unaudited) | December<br>31, 2017 |
|--|--------------------------------------|----------------------|
| <b>ASSETS</b>  |                                      |                      |
| Operating Real Estate Investments  |                                      |                      |
| Land   | \$ 202,347                           | \$ 189,615           |
| Buildings and improvements   | 929,275                              | 806,981              |
| Intangible lease assets  | 3,049                                | 1,340                |
| Construction in progress   | 5,048                                | 3,786                |
| Furniture, fixtures, and equipment   | 57,655                               | 44,725               |
| Total Gross Operating Real Estate Investments  | 1,197,374                            | 1,046,447            |
| Accumulated depreciation and amortization  | (120,292 )                           | (88,252 )            |
| Total Net Operating Real Estate Investments  | 1,077,082                            | 958,195              |
| Real estate held for sale, net of accumulated depreciation of \$897 and \$3,397, respectively  | 17,406                               | 32,961               |
| Total Net Real Estate Investments  | 1,094,488                            | 991,156              |
| Cash and cash equivalents  | 19,324                               | 16,036               |
| Restricted cash  | 26,253                               | 27,212               |
| Accounts receivable  | 5,014                                | 2,932                |
| Prepaid and other assets   | 2,660                                | 1,559                |
| Fair market value of interest rate swaps   | 27,974                               | 16,480               |
| <b>TOTAL ASSETS</b>  | <b>\$ 1,175,713</b>                  | <b>\$ 1,055,375</b>  |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                      |                      |
| <b>Liabilities:</b>  |                                      |                      |
| Mortgages payable, net   | \$ 824,546                           | \$ 724,057           |
| Mortgages payable held for sale, net   | 13,368                               | 30,348               |
| Credit facility, net   | 49,100                               | 29,843               |
| Bridge facility, net   | 29,550                               | 8,576                |
| Accounts payable and other accrued liabilities   | 6,181                                | 6,226                |
| Accrued real estate taxes payable  | 13,492                               | 9,684                |
| Accrued interest payable   | 2,284                                | 2,074                |
| Security deposit liability   | 1,917                                | 1,518                |
| Prepaid rents  | 1,359                                | 1,470                |
| Total Liabilities  | 941,797                              | 813,796              |
| Redeemable noncontrolling interests in the Operating Partnership   | 2,431                                | 2,135                |
| <b>Stockholders' Equity:</b>   |                                      |                      |
| Preferred stock, \$0.01 par value: 100,000,000 shares authorized; 0 shares issued  | —                                    | —                    |
| Common stock, \$0.01 par value: 500,000,000 shares authorized; 20,797,135 and 21,049,565 shares issued and outstanding, respectively | 207                                  | 210                  |

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|   |                    |                    |
|---|--------------------|--------------------|
| Additional paid-in capital                        | 199,661            | 206,227            |
| Accumulated earnings less dividends               | 4,798              | 17,885             |
| Accumulated other comprehensive income            | 26,819             | 15,122             |
| Total Stockholders' Equity                        | 231,485            | 239,444            |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b> | <b>\$1,175,713</b> | <b>\$1,055,375</b> |
| See Notes to Consolidated Financial Statements    |                    |                    |

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## NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

## AND COMPREHENSIVE INCOME (LOSS)

(in thousands, except per share amounts)

(Unaudited)

|  | For the Three<br>Months Ended |               | For the Nine Months<br>Ended September 30, |               |
|--|-------------------------------|---------------|--|---------------|
|  | September 30,<br>2018         | 2017          | 2018                                       | 2017          |
| <b>Revenues</b>  |                               |               |  |               |
| Rental income  | \$31,724                      | \$32,148      | \$93,366                                   | \$94,564      |
| Other income   | 4,771                         | 4,949         | 13,841                                     | 14,758        |
| Total revenues   | 36,495                        | 37,097        | 107,207                                    | 109,322       |
| <b>Expenses</b>  |                               |               |  |               |
| Property operating expenses  | 9,231                         | 10,075        | 26,339                                     | 29,611        |
| Real estate taxes and insurance  | 5,048                         | 4,853         | 14,492                                     | 14,911        |
| Property management fees (1)   | 1,085                         | 1,110         | 3,205                                      | 3,280         |
| Advisory and administrative fees (2)   | 1,885                         | 1,870         | 5,586                                      | 5,544         |
| Corporate general and administrative expenses  | 1,932                         | 1,623         | 5,731                                      | 4,842         |
| Property general and administrative expenses   | 1,280                         | 1,594         | 4,475                                      | 4,756         |
| Depreciation and amortization  | 11,228                        | 11,215        | 33,638                                     | 35,866        |
| Total expenses   | 31,689                        | 32,340        | 93,466                                     | 98,810        |
| Operating income   | 4,806                         | 4,757         | 13,741                                     | 10,512        |
| Interest expense   | (7,119 )                      | (8,257 )      | (20,739 )                                  | (22,479 )     |
| Loss on extinguishment of debt and modification costs  | (2,947 )                      | (914 )        | (3,576 )                                   | (5,717 )      |
| Gain on sales of real estate   | —                             | 58,490        | 13,742                                     | 78,386        |
| Net income (loss)  | (5,260 )                      | 54,076        | 3,168                                      | 60,702        |
| Net income attributable to noncontrolling interests  | —                             | —             | —  | 2,836         |
| Net income (loss) attributable to redeemable noncontrolling interests in the Operating Partnership           | (15 )                         | 162           | 10   | 162           |
| Net income (loss) attributable to common stockholders  | \$(5,245 )                    | \$53,914      | \$3,158                                    | \$57,704      |
| <b>Other comprehensive income (loss)</b>   |                               |               |  |               |
| Unrealized gains (losses) on interest rate derivatives   | 1,222                         | 214           | 11,732                                     | (835 )        |
| Total comprehensive income (loss)  | (4,038 )                      | 54,290        | 14,900                                     | 59,867        |
| Comprehensive income attributable to noncontrolling interests  | —                             | —             | —  | 2,720         |
| Comprehensive income (loss) attributable to redeemable noncontrolling interests in the Operating Partnership | (12 )                         | 163           | 45   | 163           |
| Comprehensive income (loss) attributable to common stockholders  | \$(4,026 )                    | \$54,127      | \$14,855                                   | \$56,984      |
| <b>Weighted average common shares outstanding - basic</b>  | <b>20,775</b>                 | <b>21,085</b> | <b>20,847</b>                              | <b>21,057</b> |
| <b>Weighted average common shares outstanding - diluted</b>  | <b>21,262</b>                 | <b>21,453</b> | <b>21,328</b>                              | <b>21,407</b> |

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|                                     |           |        |        |        |
|-------------------------------------|-----------|--------|--------|--------|
| Earnings (loss) per share - basic   | \$(0.25 ) | \$2.56 | \$0.15 | \$2.74 |
| Earnings (loss) per share - diluted | \$(0.25 ) | \$2.51 | \$0.15 | \$2.70 |
| Dividends declared per common share | \$0.25    | \$0.22 | \$0.75 | \$0.66 |

(1) Fees incurred to an unaffiliated third party that is an affiliate of the noncontrolling limited partner of the Company's operating partnership (see Notes 10 and 11).

(2) Fees incurred to the Adviser (see Note 11).

See Notes to Consolidated Financial Statements

## NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF EQUITY

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

(dollars in thousands)

(Unaudited)

|  | Preferred<br>Stock<br>Number of<br>Shares | Common Stock<br>Number of<br>Shares | Common<br>Stock<br>Held in<br>Treasury | Additional<br>Paid-in<br>Capital | Accumulated<br>Earnings<br>Less<br>Dividends | Accumulated<br>Other<br>Comprehensive<br>Income | Common<br>Stock<br>Held in<br>Treasury | Noncontrolling<br>Interests | Total      |
|--|---|-------------------------------------|--|----------------------------------|--|---|--|-----------------------------|------------|
| Balances,<br>December 31,<br>2016                            | —   | 21,293,825                          | —                                      | \$ 241,450                       | \$(14,584 )                                  | \$ 9,052  | \$(4,587 )                             | \$ 24,558                   | \$ 256,102 |
| Net loss<br>attributable to<br>common<br>stockholders        |   |                                     |  | —                                | (3,616 )                                     | —   | —                                      | —                           | (3,616 )   |
| Net income<br>attributable to<br>noncontrolling<br>interests |   |                                     |  | —                                | —  | —   | —                                      | 312                         | 312        |
| Contributions by<br>noncontrolling<br>interests              |   |                                     |  | —                                | —  | —   | —                                      | 13                          | 13         |
| Distributions to<br>noncontrolling<br>interests              |   |                                     |  | —                                | —  | —   | —                                      | (1,433 )                    | (1,433 )   |
| Vesting of<br>stock-based<br>compensation                    |   |                                     |  | 608                              | —  | —   | —                                      | —                           | 608        |
| Common stock<br>dividends<br>declared                        |   |                                     |  | —                                | (4,724 )                                     | —   | —                                      | —                           | (4,724 )   |
| Other<br>comprehensive<br>income                             |   |                                     |  | —                                | —  | 946   | —                                      | 100                         | 1,046      |
| Balances, March<br>31, 2017                                  | —   | 21,293,825                          | —                                      | \$ 242,058                       | \$(22,924 )                                  | \$ 9,998  | \$(4,587 )                             | \$ 23,550                   | \$ 248,308 |
| Net income<br>attributable to<br>common<br>stockholders      |   |                                     |  | —                                | 7,406  | —   | —                                      | —                           | 7,406      |

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|   |      |   |            |        |            |              |          |             |      |           |            |
|---|------|---|------------|--------|------------|--------------|----------|-------------|------|-----------|------------|
| Net income attributable to noncontrolling interests |      |   |            |        |            |              |          |             |      | 2,524     | 2,524      |
| Contributions by noncontrolling interests           |      |   |            |        |            |              |          |             |      | 25        | 25         |
| Distributions to noncontrolling interests           |      |   |            |        |            |              |          |             |      | (3,356 )  | (3,356 )   |
| Purchase of noncontrolling interests                |      |   |            |        |            |              |          |             |      | (22,527 ) | (53,840 )  |
| Vesting of stock-based compensation                 |      |   |            |        |            |              |          |             |      | —         | 984        |
| Common stock dividends declared                     |      |   |            |        |            |              |          |             |      | —         | (4,724 )   |
| Other comprehensive loss                            |      |   |            |        |            |              |          |             |      | (216 )    | (2,095 )   |
| Balances, June 30, 2017                             | — \$ | — | 21,293,825 | \$ 213 | \$ 211,729 | \$ (20,242 ) | \$ 8,119 | \$ (4,587 ) | \$ — |           | \$ 195,232 |
| Net income attributable to common stockholders      |      |   |            |        |            |              |          |             |      | —         | 53,914     |
| Repurchase of common stock                          |      |   |            |        |            |              |          |             |      | (1,354 )  | (1,354 )   |
| Retirement of common stock held in treasury         |      |   |            |        |            |              |          |             |      | 5,941     | —          |
| Vesting of stock-based compensation                 |      |   |            |        |            |              |          |             |      | —         | 823        |
| Common stock dividends declared                     |      |   |            |        |            |              |          |             |      | —         | (4,712 )   |
| Other comprehensive income                          |      |   |            |        |            |              |          |             |      | —         | 213        |
| Balances, September 30, 2017                        | — \$ | — | 21,095,769 | \$ 211 | \$ 206,613 | \$ 28,960    | \$ 8,332 | \$ —        | \$ — |           | \$ 244,116 |

See Notes to Consolidated Financial Statements

NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018

(dollars in thousands)

(Unaudited)

|  | Preferred<br>Stock<br>Number of<br>Shares | Common Stock<br>Number of<br>Shares | Par Value<br>of<br>Shares | Additional<br>Paid-in<br>Capital | Accumulated<br>Earnings<br>Less<br>Dividends | Accumulated<br>Other<br>Comprehensive<br>Income | Common<br>Stock<br>Held in<br>Treasury<br>at Cost | Total      |
|--|---|-------------------------------------|---------------------------|----------------------------------|--|---|---|------------|
| Balances, December 31, 2017                          | —   | 21,049,565                          | \$ 210                    | \$ 206,227                       | \$ 17,885                                    | \$ 15,122                                       | \$—   | \$ 239,444 |
| Net income attributable to common stockholders       |   |                                     |                           | —                                | 10,064                                       | —   | —   | 10,064     |
| Repurchase of common stock                           |   |                                     |                           | —                                | —  | —   | (5,058)   | (5,058)    |
| Retirement of common stock held in treasury          |   | (203,953)                           | (2)                       | (5,056)                          | —  | —   | 5,058   | —          |
| Vesting of stock-based compensation                  |   | 80,743                              | 1                         | 914                              | —  | —   | —   | 915        |
| Common stock dividends declared                      |   |                                     |                           | —                                | (5,380)                                      | —   | —   | (5,380)    |
| Other comprehensive income                           |   |                                     |                           | —                                | —  | 7,738   | —   | 7,738      |
| Balances, March 31, 2018                             | —   | 20,926,355                          | \$ 209                    | \$ 202,085                       | \$ 22,569                                    | \$ 22,860                                       | \$—   | \$ 247,723 |
| Net loss attributable to common stockholders         |   |                                     |                           | —                                | (1,661)                                      | —   | —   | (1,661)    |
| Repurchase of common stock                           |   |                                     |                           | —                                | —  | —   | (4,614)   | (4,614)    |
| Retirement of common stock held in treasury          |   | (178,988)                           | (2)                       | (4,612)                          | —  | —   | 4,614   | —          |
| Vesting of stock-based compensation                  |   |                                     |                           | 1,094                            | —  | —   | —   | 1,094      |
| Common stock dividends declared                      |   |                                     |                           | —                                | (5,316)                                      | —   | —   | (5,316)    |
| Other comprehensive income                           |   |                                     |                           | —                                | —  | 2,740   | —   | 2,740      |
| Adjustment to reflect redemption value of redeemable |   |                                     |                           | —                                | (22)   | —   | —   | (22)       |

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|  |      |   |            |        |            |           |           |     |           |
|--|------|---|------------|--------|------------|-----------|-----------|-----|-----------|
| noncontrolling interests in the Operating Partnership  |      |   |            |        |            |           |           |     |           |
| Balances, June 30, 2018  | — \$ | — | 20,747,367 | \$ 207 | \$ 198,567 | \$ 15,570 | \$ 25,600 | \$— | \$239,944 |
| Net loss attributable to common stockholders   |      |   |            |        | —          | (5,245 )  | —         | —   | (5,245 )  |
| Vesting of stock-based compensation  |      |   | 49,768     | —      | 1,094      | —         | —         | —   | 1,094     |
| Common stock dividends declared  |      |   |            |        | —          | (5,315 )  | —         | —   | (5,315 )  |
| Other comprehensive income   |      |   |            |        | —          | —         | 1,219     | —   | 1,219     |
| Adjustment to reflect redemption value of redeemable noncontrolling interests in the Operating Partnership |      |   |            |        | —          | (212 )    | —         | —   | (212 )    |
| Balances, September 30, 2018   | — \$ | — | 20,797,135 | \$ 207 | \$ 199,661 | \$ 4,798  | \$ 26,819 | \$— | \$231,485 |

See Notes to Consolidated Financial Statements



## NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

|   | For the Nine Months<br>Ended September 30, |           |
|---|--|-----------|
|   | 2018                                       | 2017      |
| <b>Cash flows from operating activities</b>                                       |  |           |
| Net income  | \$3,168                                    | \$60,702  |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |           |
| Gain on sales of real estate  | (13,742 )                                  | (78,386 ) |
| Depreciation and amortization   | 33,638                                     | 35,866    |
| Amortization/write-off of deferred financing costs                                | 2,494                                      | 2,551     |
| Change in fair value on derivative instruments included in interest expense       | (2,391 )                                   | 1,235     |
| Net cash received (paid) on derivative settlements                                | 2,372                                      | (777 )    |
| Amortization/write-off of fair market value adjustment of assumed debt            | (145 )                                     | (155 )    |
| Vesting of stock-based compensation   | 3,103                                      | 2,415     |
| Changes in operating assets and liabilities, net of effects of acquisitions:      |  |           |
| Operating assets  | (1,111 )                                   | (413 )    |
| Operating liabilities   | 3,066                                      | 4,461     |
| Net cash provided by operating activities   | 30,452                                     | 27,499    |
| <b>Cash flows from investing activities</b>                                       |  |           |
| Net proceeds from sales of real estate  | 29,553                                     | 224,416   |
| Prepaid acquisition deposits  | —  | (1,500 )  |
| Additions to real estate investments  | (23,164 )                                  | (17,192 ) |
| Acquisitions of real estate investments   | (130,373)                                  | (138,106) |
| Net cash provided by (used in) investing activities                               | (123,984)                                  | 67,618    |
| <b>Cash flows from financing activities</b>                                       |  |           |
| Mortgage proceeds received  | 232,252                                    | 583,713   |
| Mortgage payments   | (148,711)                                  | (275,840) |
| Credit facilities proceeds received   | 55,000                                     | 25,000    |
| Credit facilities payments  | (35,000 )                                  | (310,000) |
| Bridge facility proceeds received   | 30,000                                     | 65,875    |
| Bridge facility payments  | (8,597 )                                   | (41,278 ) |
| Deferred financing costs paid   | (3,553 )                                   | (3,742 )  |
| Interest rate cap fees paid   | (56 )                                      | —         |
| Repurchase of common stock  | (9,672 )                                   | (1,354 )  |
| Dividends paid to common stockholders   | (15,802 )                                  | (13,996 ) |
| Distributions to redeemable noncontrolling interests in the Operating Partnership | —  | (53 )     |
| Contributions from noncontrolling interests                                       | —  | 38        |
| Distributions to noncontrolling interests   | —  | (4,789 )  |

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|   |          |           |
|---|----------|-----------|
| Purchase of noncontrolling interests                | —        | (51,840 ) |
| Net cash provided by (used in) financing activities | 95,861   | (28,266 ) |
| Net increase in cash and restricted cash            | 2,329    | 66,851    |
| Cash and restricted cash, beginning of period       | 43,248   | 55,261    |
| Cash and restricted cash, end of period             | \$45,577 | \$122,112 |

See Notes to Consolidated Financial Statements

## NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

## Supplemental Disclosure of Cash Flow Information

|   |          |          |
|---|----------|----------|
| Interest paid   | \$21,983 | \$19,098 |
| Prepayment penalties and defeasance costs paid  | 1,706    | 2,701    |
| Supplemental Disclosure of Noncash Activities   |          |          |
| Issuance of operating partnership units for purchase of noncontrolling interests          | —        | 2,000    |
| Capitalized construction costs included in accounts payable and other accrued liabilities | 1,884    | 1,245    |
| Change in fair value on derivative instruments designated as hedges                       | 11,732   | 835      |
| Other assets acquired from acquisitions   | 76       | 84       |
| Liabilities assumed from acquisitions   | 1,382    | 690      |
| Increase in dividends payable on restricted stock units                                   | 209      | 164      |

See Notes to Consolidated Financial Statements

NEXPOINT RESIDENTIAL TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Description of Business

NexPoint Residential Trust, Inc. (the “Company”, “we”, “our”) was incorporated in Maryland on September 19, 2014, and has elected to be taxed as a real estate investment trust (“REIT”). The Company is focused on “value-add” multifamily investments primarily located in the Southeastern and Southwestern United States. Substantially all of the Company’s business is conducted through NexPoint Residential Trust Operating Partnership, L.P. (the “OP”), the Company’s operating partnership. The Company owns its properties (the “Portfolio”) through the OP and its wholly owned taxable REIT subsidiary (“TRS”). The OP owns approximately 99.9% of the Portfolio; the TRS owns approximately 0.1% of the Portfolio. The Company’s wholly owned subsidiary, NexPoint Residential Trust Operating Partnership GP, LLC (the “OP GP”), is the sole general partner of the OP. As of September 30, 2018, there were 21,116,902 common units in the OP (“OP Units”) outstanding, of which 21,043,669, or 99.7%, were owned by the Company and 73,233, or 0.3%, were owned by a noncontrolling limited partner (see Note 10).

The Company began operations on March 31, 2015 as a result of the transfer and contribution by NexPoint Strategic Opportunities Fund (fka NexPoint Credit Strategies Fund) (“NHF”) of all but one of the multifamily properties owned by NHF through its wholly owned subsidiary NexPoint Real Estate Opportunities, LLC (fka Freedom REIT, LLC) (“NREO”). We use the term “predecessor” to mean the carve-out business of NREO. On March 31, 2015, NHF distributed all of the outstanding shares of the Company’s common stock held by NHF to holders of NHF common shares. We refer to the distribution of our common stock by NHF as the “Spin-Off.”

The Company is externally managed by NexPoint Real Estate Advisors, L.P. (the “Adviser”), through an agreement dated March 16, 2015, as amended, and renewed on February 12, 2018 for a one-year term set to expire on March 16, 2019 (the “Advisory Agreement”), by and among the Company, the OP and the Adviser. The Adviser conducts substantially all of the Company’s operations and provides asset management services for its real estate investments. The Company expects it will only have accounting employees while the Advisory Agreement is in effect. All of the Company’s investment decisions are made by the Adviser, subject to general oversight by the Adviser’s investment committee and the Company’s board of directors (the “Board”). The Adviser is wholly owned by NexPoint Advisors, L.P., which is an affiliate of Highland Capital Management, L.P. (the “Sponsor” or “Highland”).

The Company’s investment objectives are to maximize the cash flow and value of properties owned, acquire properties with cash flow growth potential, provide quarterly cash distributions and achieve long-term capital appreciation for its stockholders through targeted management and a value-add program. Consistent with the Company’s policy to acquire assets for both income and capital gain, the Company intends to hold at least majority interests in its properties for long-term appreciation and to engage in the business of directly or indirectly acquiring, owning, and operating well-located multifamily properties with a value-add component in large cities and suburban submarkets of large cities primarily in the Southeastern and Southwestern United States consistent with its investment objectives. Economic and market conditions may influence the Company to hold properties for different periods of time. From time to time, the Company may sell a property if, among other deciding factors, the sale would be in the best interest of its stockholders.

The Company may also participate with third parties in property ownership through limited liability companies (“LLCs”), funds or other types of co-ownership or acquire real estate or interests in real estate in exchange for the issuance of common stock, OP Units, preferred stock or options to purchase stock. These types of investments may

permit the Company to own interests in larger assets without unduly restricting diversification, which provides flexibility in structuring the Company's portfolio.

The Company may allocate up to thirty percent of the portfolio to investments in real estate-related debt and securities with the potential for high current income or total returns. These allocations may include first and second mortgages and subordinated, bridge, mezzanine, construction and other loans, as well as debt securities related to or secured by multifamily real estate and common and preferred equity securities, which may include securities of other REITs or real estate companies.

## 2. Summary of Significant Accounting Policies

### Predecessor

With the exception of a nominal amount of initial cash funded at inception, the Company did not own any assets prior to March 31, 2015. The business and operations of the Company prior to March 31, 2015 occurred under the predecessor. The predecessor included all of the properties in the Portfolio that were held directly or indirectly by NREO prior to the Spin-Off that occurred on March 31, 2015. However, the Company's consolidated financial statements reflect operations of the predecessor through March 31, 2015 as if they were incurred by the Company. The predecessor was determined in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). References throughout these consolidated financial statements to the "Company", "we", or "our", include the activity of the predecessor defined above.

## Basis of Accounting

The accompanying unaudited consolidated financial statements have been prepared according to the rules and regulations of the SEC. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) have been condensed or omitted according to such rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading.

In the opinion of management, all adjustments and eliminations necessary for the fair presentation of the Company’s financial position as of September 30, 2018, and results of operations for the nine months ended September 30, 2018 and 2017 have been included. Such adjustments are normal and recurring in nature. The unaudited information included in this quarterly report on Form 10-Q should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2017 and notes thereto included in its annual report on Form 10-K filed with the SEC on February 15, 2018.

The accompanying unaudited consolidated financial statements are presented in accordance with GAAP. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the dates of the unaudited consolidated financial statements and the amounts of revenues and expenses during the reporting periods. Actual amounts realized or paid could differ from those estimates. All significant intercompany accounts and transactions have been eliminated in consolidation. There have been no significant changes to the Company’s significant accounting policies during the nine months ended September 30, 2018.

## Principles of Consolidation

The Company accounts for subsidiary partnerships, joint ventures and other similar entities in which it holds an ownership interest in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 810, Consolidation. The Company first evaluates whether each entity is a variable interest entity (“VIE”). Under the VIE model, the Company consolidates an entity when it has control to direct the activities of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. Under the voting model, the Company consolidates an entity when it controls the entity through ownership of a majority voting interest. The unaudited consolidated financial statements include the accounts of the Company and its subsidiaries, including the OP and its subsidiaries.

## Revenue Recognition

The Company’s primary operations consist of rental income earned from its residents under lease agreements typically with terms of one year or less. Rental income is recognized when earned. This policy effectively results in income recognition on the straight-line method over the related terms of the leases. Resident reimbursements and other income consist of charges billed to residents for utilities, carport and garage rental, and pets, administrative, application and other fees and are recognized when earned.

## Real Estate Investments

Upon acquisition of a property, the purchase price and related acquisition costs (“total consideration”) are allocated to land, buildings, improvements, furniture, fixtures, and equipment, and intangible lease assets in accordance with FASB ASC 805, Business Combinations, and Accounting Standards Update (“ASU”) 2017-01, Clarifying the Definition of a Business (Topic 805) (“ASU 2017-01”), which the Company early adopted on October 1, 2016. The Company believes most future acquisition costs will be capitalized in accordance with ASU 2017-01. Prior to the Company’s

adoption of ASU 2017-01, acquisition costs were expensed as incurred.

The allocation of total consideration, which is determined using inputs that are classified within Level 3 of the fair value hierarchy established by FASB ASC 820, Fair Value Measurement and Disclosures (see Note 7), is based on management's estimate of the property's "as-if" vacant fair value and is calculated by using all available information such as the replacement cost of such asset, appraisals, property condition reports, market data and other related information. The allocation of the total consideration to intangible lease assets represents the value associated with the in-place leases, which may include lost rent, leasing commissions, legal and other related costs, which the Company, as buyer of the property, did not have to incur to obtain the residents. If any debt is assumed in an acquisition, the difference between the fair value, which is estimated using inputs that are classified within Level 2 of the fair value hierarchy, and the face value of debt is recorded as a premium or discount and amortized as interest expense over the life of the debt assumed.

Real estate assets, including land, buildings, improvements, furniture, fixtures and equipment, and intangible lease assets are stated at historical cost less accumulated depreciation and amortization. Costs incurred in making repairs and maintaining real estate assets are expensed as incurred. Expenditures for improvements, renovations, and replacements are capitalized at cost. Real estate-related depreciation and amortization are computed on a straight-line basis over the estimated useful lives as described in the following table:

|                                    |                 |
|------------------------------------|-----------------|
| Land                               | Not depreciated |
| Buildings                          | 30 years        |
| Improvements                       | 15 years        |
| Furniture, fixtures, and equipment | 3 years         |
| Intangible lease assets            | 6 months        |

Construction in progress includes the cost of renovation projects being performed at the various properties. Once a project is complete, the historical cost of the renovation is placed into service in one of the categories above depending on the type of renovation project and is depreciated over the estimated useful lives as described in the table above.

Real estate assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In such cases, the Company will evaluate the recoverability of such real estate assets based on estimated future cash flows and the estimated liquidation value of such real estate assets, and provide for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the real estate asset. If impaired, the real estate asset will be written down to its estimated fair value.

The Company periodically classifies real estate assets as held for sale when certain criteria are met, in accordance with GAAP. At that time, the Company presents the net real estate assets and the net debt associated with the real estate held for sale separately in its consolidated balance sheet, and the Company ceases recording depreciation and amortization expense related to that property. Real estate held for sale is reported at the lower of its carrying amount or its estimated fair value less estimated costs to sell.

#### Reportable Segment

Substantially all of the Company's net income (loss) is from investments in real estate properties within the multifamily sector that the Company owns through LLCs. The Company evaluates operating performance on an individual property level and views its real estate assets as one industry segment and, accordingly, its properties are aggregated into one reportable segment.

#### Income Taxes

The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"), and expects to continue to qualify as a REIT. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement to distribute annually at least 90% of its "REIT taxable income," as defined by the Code, to its stockholders. As a REIT, the Company will be subject to federal income tax on its undistributed REIT taxable income and net capital gain and to a 4% nondeductible excise tax on any amount by which distributions it pays with respect to any calendar year are less than the sum of (1) 85% of its ordinary income, (2) 95% of its capital gain net income and (3) 100% of its undistributed income from prior years. The Company intends to operate in such a manner so as to qualify as a REIT, but no assurance can be given that the



Company will operate in a manner so as to qualify as a REIT. Taxable income from certain non-REIT activities is managed through a TRS and is subject to applicable federal, state, and local income and margin taxes. The Company had no significant taxes associated with its TRS for the nine months ended September 30, 2018 and 2017.

If the Company fails to meet these requirements, it could be subject to federal income tax on all of the Company's taxable income at regular corporate rates for that year. The Company would not be able to deduct distributions paid to stockholders in any year in which it fails to qualify as a REIT. Additionally, the Company will also be disqualified from electing to be taxed as a REIT for the four taxable years following the year during which qualification was lost unless the Company is entitled to relief under specific statutory provisions. As of September 30, 2018, the Company believes it is in compliance with all applicable REIT requirements.

The Company evaluates the accounting and disclosure of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" (greater than 50 percent probability) of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax benefit or expense in the current year. The Company's management is required to analyze all open tax years, as defined by the statute of limitations, for all major jurisdictions, which include federal and certain states. The Company has no examinations in progress and none are expected at this time.

The Company recognizes its tax positions and evaluates them using a two-step process. First, the Company determines whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Second, the Company will determine the amount of benefit to recognize and record the amount that is more likely than not to be realized upon ultimate settlement.

The Company had no material unrecognized tax benefit or expense, accrued interest or penalties as of September 30, 2018. The Company and its subsidiaries are subject to federal income tax as well as income tax of various state and local jurisdictions. The 2017, 2016 and 2015 tax years remain open to examination by tax jurisdictions to which the Company and its subsidiaries are subject. When applicable, the Company recognizes interest and/or penalties related to uncertain tax positions on its consolidated statements of operations and comprehensive income (loss).

#### Recent Accounting Pronouncements

Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for complying with new or revised accounting standards applicable to public companies. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company has elected to take advantage of this extended transition period. As a result of this election, the Company’s financial statements may not be comparable to companies that comply with public company effective dates for such new or revised standards. The Company may elect to comply with public company effective dates at any time, and such election would be irrevocable pursuant to Section 107(b) of the JOBS Act. The following recent accounting pronouncements reflect effective dates that delay the adoption until those standards would otherwise apply to private companies.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815) (“ASU 2017-12”), which clarifies hedge accounting requirements, improves disclosure of hedging arrangements, and better aligns risk management activities and financial reporting for hedging relationships. The Company early adopted ASU 2017-12 on January 1, 2018, on a modified retrospective basis. For cash flow hedges existing as of the date of adoption, the Company eliminated the separate measurement of ineffectiveness by means of a cumulative-effect adjustment to accumulated other comprehensive income (“OCI”) with a corresponding adjustment to the opening balance of accumulated earnings less dividends on January 1, 2018. The cumulative-effect adjustment, which eliminated the cumulative ineffectiveness that was previously reported in interest expense, resulted in an increase to OCI of approximately \$1.4 million, with a corresponding decrease to accumulated earnings less dividends.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers – Deferral of the Effective Date, which amends ASU 2014-09 to defer the effective date by one year. The new standard is effective for annual and interim periods in fiscal years beginning after December 15, 2018. Entities are allowed to use either the full or modified retrospective approach when transitioning to the ASU. The Company expects to implement the provisions of ASU 2014-09 as of January 1, 2019 using the modified retrospective approach. The Company does not expect the adoption of ASU 2014-09 to have a material impact on its consolidated financial statements as a substantial portion of its revenue consists of rental income from leasing arrangements, which is specifically excluded from ASU 2014-09.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (“ASU 2016-01”), which changes certain recognition, measurement, presentation, and disclosure requirements for financial instruments. The ASU requires all equity investments, except those accounted for under the equity method of accounting or resulting in consolidation, to be measured at fair value with changes in fair value recognized in net income. The ASU also simplifies the impairment assessment for equity investments without readily determinable fair values, amends the presentation requirements for changes in the fair value of financial liabilities, requires presentation of financial instruments by measurement category and form of financial asset, and eliminates the requirement to disclose the methods and significant assumptions used in estimating the fair value of financial instruments. The ASU is effective for annual and interim periods in fiscal years beginning after December 15, 2018. The Company expects to implement the provisions of ASU 2016-01 as of January 1, 2019, and does not expect the new standard to have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (“ASU 2016-02”), which supersedes the current accounting for leases and while retaining two distinct types of leases, finance and operating, (1) requires lessees to record a right of use asset and a related liability for the rights and obligations associated with a lease, regardless of lease classification, and recognize lease expense in a manner similar to current accounting, (2) eliminates most real estate specific lease provisions, and, (3) aligns many of the underlying lessor model principles with those in the new revenue standard. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The ASU is effective for annual and interim periods in fiscal years beginning after December 15, 2019. Entities are required to use a modified retrospective approach when transitioning to the ASU for leases that exist as of or are entered into after the beginning of the earliest comparative period presented in the financial statements. The Company expects to implement the provisions of ASU 2016-02 as of January 1, 2020 in conjunction with the adoption of ASU 2014-09 discussed above. As lessors, substantially all of the Company’s agreements have a term of 12 months or less. Based on a preliminary assessment, the Company expects most of its operating leases will be subject to the new guidance and recognized as operating lease liabilities and right-of-use assets upon adoption, resulting in an immaterial increase in the assets and liabilities on its consolidated balance sheets. The Company is continuing its evaluation, which may identify additional impacts this standard will have on its consolidated financial statements and related disclosures.

In August 2018, the SEC adopted SEC Release No. 33-10532, Disclosure Update and Simplification (the “SEC Release”), which amends certain disclosure requirements that were redundant, duplicative, overlapping or superseded by other SEC disclosure requirements or GAAP. The amendments generally eliminated or otherwise reduced certain disclosure requirements of various SEC rules and regulations. However, in some cases, the amendments require additional information to be disclosed, including changes in stockholders’ equity in interim periods. Under the SEC Release, registrants will be required to disclose in interim periods on Form 10-Q the changes in each caption of stockholders’ equity and noncontrolling interests for the current and comparative year-to-date periods, with subtotals for each interim period and the amount of dividends per share for each class of shares. The amendments require registrants, including smaller reporting companies, to provide information as prescribed by Rule 3-04 of Regulation S-X. Therefore, the interim disclosures of changes in stockholders’ equity, including dividends per share amounts, may be given in a note to the financial statements or in a separate financial statement. Under Rule 3-04, the interim disclosures of the changes in stockholders’ equity should be in the form of a reconciliation of the beginning balance to the ending balance for each period for which an income statement is required to be filed, with all significant reconciling items described by appropriate captions. The reconciliation should also reflect any adjustments to the balance at the beginning of the earliest period presented for items retroactively applied to periods prior to that period. The Company adopted the provisions of the SEC Release on September 30, 2018, on a retrospective basis.

### 3. Investments in Subsidiaries

The Company has in the past and may in the future invest in joint ventures. The Company consolidates the entities that it controls as well as any VIEs where it is the primary beneficiary. In connection with its indirect equity investments in the properties acquired, the Company, through the OP and the TRS, directly or indirectly holds 100% of the membership interests in single-asset LLCs that directly own the properties. All of the properties the Company has acquired are consolidated in the Company’s financial statements. The assets of each entity can only be used to settle obligations of that particular entity, and the creditors of each entity have no recourse to the assets of other entities or the Company.

Additionally, the Company has in the past and may in the future enter into purchase and sale transactions structured as reverse like-kind exchanges (“1031 Exchanges”) under Section 1031 of the Code. For a reverse 1031 Exchange in which the Company purchases a new property prior to selling the property to be matched in the like-kind exchange (the Company refers to the new property being acquired in the 1031 Exchange prior to the sale of the related property as a “Parked Asset”), legal title to the Parked Asset is held by an Exchange Accommodation Titleholder (“EAT”) engaged to

execute the 1031 Exchange until the sale transaction and the 1031 Exchange are completed. The Company, through a wholly owned subsidiary, enters into a master lease agreement with the EAT whereby the EAT leases the acquired property and all other rights acquired in connection with the acquisition to the Company. The term of the master lease agreement is the earlier of the completion of the reverse 1031 Exchange or 180 days from the date that the property was acquired. The EAT is classified as a VIE as it does not have sufficient equity investment at risk to finance its activities without additional subordinated financial support. The Company consolidates the EAT as its primary beneficiary because it has the ability to control the activities that most significantly impact the EAT's economic performance and the Company retains all of the legal and economic benefits and obligations related to the Parked Assets prior to completion of the 1031 Exchange. As such, the Parked Assets are included in the Company's consolidated financial statements as VIEs until legal title is transferred to the Company upon either completion of the 1031 Exchange or termination of the master lease agreement, at which time they will be consolidated as wholly owned subsidiaries.

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As of September 30, 2018, the Company, through the OP and the wholly owned TRS, owned 35 properties. The following table represents the Company's ownership in each property as of September 30, 2018 and December 31, 2017:

| Property Name                         | Location                  | Year Acquired | Effective Ownership Percentage at |                   |       |
|---------------------------------------|---------------------------|---------------|-----------------------------------|-------------------|-------|
|                                       |                           |               | September 30, 2018                | December 31, 2017 |       |
| Arbors on Forest Ridge                | Bedford, Texas            | 2014          | 100%                              | 100               | %     |
| Cutter's Point                        | Richardson, Texas         | 2014          | 100%                              | 100               | %     |
| Eagle Crest                           | Irving, Texas             | 2014          | 100%                              | 100               | %     |
| Silverbrook                           | Grand Prairie, Texas      | 2014          | 100%                              | 100               | %     |
| Timberglen                            | Dallas, Texas             | 2014          | —                                 | (1)               | 100 % |
| Edgewater at Sandy Springs            | Atlanta, Georgia          | 2014          | 100%                              | 100               | %     |
| Beechwood Terrace                     | Antioch, Tennessee        | 2014          | 100%                              | 100               | %     |
| Willow Grove                          | Nashville, Tennessee      | 2014          | 100%                              | 100               | %     |
| Woodbridge                            | Nashville, Tennessee      | 2014          | 100%                              | 100               | %     |
| Abbingtion Heights                    | Antioch, Tennessee        | 2014          | 100%                              | 100               | %     |
| The Summit at Sabal Park              | Tampa, Florida            | 2014          | 100%                              | 100               | %     |
| Courtney Cove                         | Tampa, Florida            | 2014          | 100%                              | 100               | %     |
| Radbourne Lake                        | Charlotte, North Carolina | 2014          | 100%                              | 100               | %     |
| Timber Creek                          | Charlotte, North Carolina | 2014          | 100%                              | 100               | %     |
| Belmont at Duck Creek                 | Garland, Texas            | 2014          | 100%                              | 100               | %     |
| Sabal Palm at Lake Buena Vista        | Orlando, Florida          | 2014          | 100%                              | 100               | %     |
| Southpoint Reserve at Stoney Creek(2) | Fredericksburg, Virginia  | 2014          | 100%                              | 100               | %     |
| Cornerstone                           | Orlando, Florida          | 2015          | 100%                              | 100               | %     |
| The Preserve at Terrell Mill          | Marietta, Georgia         | 2015          | 100%                              | 100               | %     |
| The Ashlar                            | Dallas, Texas             | 2015          | 100%                              | 100               | %     |
| Heatherstone                          | Dallas, Texas             | 2015          | 100%                              | 100               | %     |
| Versailles                            | Dallas, Texas             | 2015          | 100%                              | 100               | %     |
| Seasons 704 Apartments                | West Palm Beach, Florida  | 2015          | 100%                              | 100               | %     |
| Madera Point                          | Mesa, Arizona             | 2015          | 100%                              | 100               | %     |
| The Pointe at the Foothills           | Mesa, Arizona             | 2015          | 100%                              | 100               | %     |
| Venue at 8651                         | Fort Worth, Texas         | 2015          | 100%                              | 100               | %     |
| Parc500                               | West Palm Beach, Florida  | 2016          | 100%                              | 100               | %     |
| The Colonnade                         | Phoenix, Arizona          | 2016          | 100%                              | 100               | %     |
| Old Farm                              | Houston, Texas            | 2016          | 100%                              | 100               | %     |
| Stone Creek at Old Farm               | Houston, Texas            | 2016          | 100%                              | 100               | %     |
| Hollister Place                       | Houston, Texas            | 2017          | 100%                              | 100               | %     |
| Rockledge Apartments                  | Marietta, Georgia         | 2017          | 100%                              | 100               | %     |
| Atera Apartments                      | (3) Dallas, Texas         | 2017          | 100%                              | 100               | %     |
| Cedar Pointe                          | (4) Antioch, Tennessee    | 2018          | 100%                              | —                 | (5)   |
| Crestmont Reserve                     | Dallas, Texas             | 2018          | 100%                              | —                 | (5)   |
| Brandywine I & II                     | Nashville, Tennessee      | 2018          | 100%                              | —                 | (5)   |

(1) Property was sold during the nine months ended September 30, 2018.

(2) Property was classified as held for sale as of September 30, 2018.

(3)

The entity that directly owned Atera Apartments was consolidated as a VIE at December 31, 2017. The Company completed the reverse portion of the 1031 Exchange of Atera Apartments with the sale of Timberglen on January 31, 2018, at which time legal title to Atera Apartments transferred to the Company. Upon the transfer of title, the entity that directly owns Atera Apartments was no longer considered a VIE (see Note 5).

- (4) The entity that directly owned Cedar Pointe was consolidated as a VIE at September 30, 2018. The Company anticipates completing a reverse 1031 Exchange of Cedar Pointe during the fourth quarter of 2018 with a sale of Southpoint Reserve at Stoney Creek, which was classified as held for sale as of September 30, 2018, or one of the Company's other properties, at which time legal title to Cedar Pointe will transfer to the Company. Upon the transfer of title, the entity that directly owns Cedar Pointe will no longer be considered a VIE.
- (5) Properties were acquired in 2018; therefore, no ownership as of December 31, 2017.

## 4. Real Estate Investments Statistics

As of September 30, 2018, the Company was invested in a total of 35 multifamily properties, as listed below:

| Property Name                         | Rentable Square Footage<br>(in thousands) | Number of Units | Date Acquired | Average Effective Monthly |                   | Rent Per Unit (1)<br>as of |                   | % Occupied (2)<br>as of |                   |
|---------------------------------------|---|-----------------|---------------|---------------------------|-------------------|----------------------------|-------------------|-------------------------|-------------------|
|                                       |   |                 |               | September 30, 2018        | December 31, 2017 | September 30, 2018         | December 31, 2017 | September 30, 2018      | December 31, 2017 |
|                                       |   |                 |               | 2018                      | 2017              | 2018                       | 2017              | 2018                    | 2017              |
| Arbors on Forest Ridge                | 155                                       | 210             | 1/31/2014     | \$ 866                    | \$ 862            | 95.7%                      | 96.2%             |                         |                   |
| Cutter's Point                        | 198                                       | 196             | 1/31/2014     | 1,103                     | 1,063             | 95.9%                      | 95.4%             |                         |                   |
| Eagle Crest                           | 396                                       | 447             | 1/31/2014     | 921                       | 887               | 89.7%                      | 93.3%             |                         |                   |
| Silverbrook                           | 526                                       | 642             | 1/31/2014     | 827                       | 791               | 94.7%                      | 95.2%             |                         |                   |
| Edgewater at Sandy Springs            | 727                                       | 760             | 7/18/2014     | 962                       | 940               | 91.3%                      | 93.8%             |                         |                   |
| Beechwood Terrace                     | 272                                       | 300             | 7/21/2014     | 943                       | 927               | 93.3%                      | 94.3%             |                         |                   |
| Willow Grove                          | 229                                       | 244             | 7/21/2014     | 955                       | 919               | 95.1%                      | 95.5%             |                         |                   |
| Woodbridge                            | 247                                       | 220             | 7/21/2014     | 1,014                     | 952               | 90.9%                      | 93.6%             |                         |                   |
| Abbingtion Heights                    | 239                                       | 274             | 8/1/2014      | 895                       | 890               | 93.4%                      | 94.2%             |                         |                   |
| The Summit at Sabal Park              | 205                                       | 252             | 8/20/2014     | 948                       | 913               | 95.6%                      | 92.9%             |                         |                   |
| Courtney Cove                         | 225                                       | 324             | 8/20/2014     | 890                       | 836               | 94.4%                      | 94.4%             |                         |                   |
| Radbourne Lake                        | 247                                       | 225             | 9/30/2014     | 1,087                     | 1,061             | 92.0%                      | 93.3%             |                         |                   |
| Timber Creek                          | 248                                       | 352             | 9/30/2014     | 834                       | 817               | 93.8%                      | 94.0%             |                         |                   |
| Belmont at Duck Creek                 | 198                                       | 240             | 9/30/2014     | 1,034                     | 999               | 93.8%                      | 95.4%             |                         |                   |
| Sabal Palm at Lake Buena Vista        | 371                                       | 400             | 11/5/2014     | 1,241                     | 1,167             | 95.3%                      | 96.8%             |                         |                   |
| Southpoint Reserve at Stoney Creek(3) | 116                                       | 156             | 12/18/2014    | 1,100                     | 1,067             | 94.9%                      | 93.6%             |                         |                   |
| Cornerstone                           | 318                                       | 430             | 1/15/2015     | 993                       | 927               | 95.8%                      | 94.4%             |                         |                   |
| The Preserve at Terrell Mill          | 692                                       | 752             | 2/6/2015      | 908                       | 855               | 93.8%                      | 93.1%             |                         |                   |
| The Ashlar                            | 206                                       | 264             | 2/26/2015     | 850                       | 835               | 93.2%                      | 91.7%             |                         |                   |
| Heatherstone                          | 116                                       | 152             | 2/26/2015     | 863                       | 839               | 96.7%                      | 89.5%             |                         |                   |
| Versailles                            | 301                                       | 388             | 2/26/2015     | 879                       | 865               | 94.6%                      | 94.8%             |                         |                   |
| Seasons 704 Apartments                | 217                                       | 222             | 4/15/2015     | 1,116                     | 1,076             | 94.1%                      | 96.4%             |                         |                   |
| Madera Point                          | 193                                       | 256             | 8/5/2015      | 858                       | 807               | 96.5%                      | 93.0%             |                         |                   |
| The Pointe at the Foothills           | 473                                       | 528             | 8/5/2015      | 838                       | 814               | 91.7%                      | 90.9%             |                         |                   |
| Venue at 8651                         | 289                                       | 333             | 10/30/2015    | 854                       | 809               | 94.9%                      | 94.3%             |                         |                   |
| Parc500                               | 266                                       | 217             | 7/27/2016     | 1,229                     | 1,179             | 96.8%                      | 94.9%             |                         |                   |
| The Colonnade                         | 256                                       | 415             | 10/11/2016    | 712                       | 685               | 94.0%                      | 94.0%             |                         |                   |
| Old Farm                              | 697                                       | 734             | 12/29/2016    | 1,187                     | 1,183             | 92.8%                      | 92.6%             |                         |                   |
| Stone Creek at Old Farm               | 186                                       | 190             | 12/29/2016    | 1,171                     | 1,165             | 94.7%                      | 94.7%             |                         |                   |
| Hollister Place                       | 246                                       | 260             | 2/1/2017      | 975                       | 959               | 94.6%                      | 95.0%             |                         |                   |
| Rockledge Apartments                  | 802                                       | 708             | 6/30/2017     | 1,176                     | 1,149             | 94.2%                      | 92.9%             |                         |                   |
| Atera Apartments                      | 334                                       | 380             | 10/25/2017    | 1,229                     | 1,265             | 92.6%                      | 92.1%             |                         |                   |



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|                   |        |        |           |       |   |     |       |   |     |
|-------------------|--------|--------|-----------|-------|---|-----|-------|---|-----|
| Cedar Pointe      | 224    | 210    | 8/24/2018 | 1,051 | — | (4) | 90.5% | — | (4) |
| Crestmont Reserve | 199    | 242    | 9/26/2018 | 898   | — | (4) | 95.9% | — | (4) |
| Brandywine I & II | 414    | 632    | 9/26/2018 | 954   | — | (4) | 95.4% | — | (4) |
|                   | 11,028 | 12,555 |           |       |   |     |       |   |     |

- (1) Average effective monthly rent per unit is equal to the average of the contractual rent for commenced leases as of September 30, 2018 and December 31, 2017, respectively, minus any tenant concessions over the term of the lease, divided by the number of units under commenced leases as of September 30, 2018 and December 31, 2017, respectively.
- (2) Percent occupied is calculated as the number of units occupied as of September 30, 2018 and December 31, 2017, divided by the total number of units, expressed as a percentage.
- (3) Property was classified as held for sale as of September 30, 2018.
- (4) Properties were acquired in 2018.

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## 5. Real Estate Investments

As of September 30, 2018, the major components of the Company's investments in multifamily properties were as follows (in thousands):

| Operating Properties                      | Land      | Buildings and Intangible Improvements | Lease Assets | Construction Progress | Furniture, Fixtures and Equipment | Totals      |
|---|-----------|---------------------------------------|--------------|-----------------------|-----------------------------------|-------------|
| Arbors on Forest Ridge                    | \$2,330   | \$ 11,302                             | \$ —         | \$ —                  | \$ 991                            | \$14,623    |
| Cutter's Point                            | 3,330     | 13,324                                | —            | —                     | 1,281                             | 17,935      |
| Eagle Crest                               | 5,450     | 21,724                                | —            | 1,226                 | 1,452                             | 29,852      |
| Silverbrook                               | 4,860     | 26,274                                | —            | —                     | 2,935                             | 34,069      |
| Edgewater at Sandy Springs                | 14,290    | 44,101                                | —            | —                     | 4,883                             | 63,274      |
| Beechwood Terrace                         | 1,390     | 20,922                                | —            | 136                   | 1,595                             | 24,043      |
| Willow Grove                              | 3,940     | 10,819                                | —            | —                     | 1,201                             | 15,960      |
| Woodbridge                                | 3,650     | 13,108                                | —            | —                     | 1,442                             | 18,200      |
| Abbingtion Heights                        | 1,770     | 17,102                                | —            | —                     | 1,466                             | 20,338      |
| The Summit at Sabal Park                  | 5,770     | 13,428                                | —            | —                     | 1,294                             | 20,492      |
| Courtney Cove                             | 5,880     | 12,987                                | —            | —                     | 1,182                             | 20,049      |
| Radbourne Lake                            | 2,440     | 22,077                                | —            | —                     | 1,489                             | 26,006      |
| Timber Creek                              | 11,260    | 13,555                                | —            | —                     | 1,390                             | 26,205      |
| Belmont at Duck Creek                     | 1,910     | 17,362                                | —            | —                     | 1,418                             | 20,690      |
| Sabal Palm at Lake Buena Vista            | 7,580     | 41,280                                | —            | —                     | 1,228                             | 50,088      |
| Cornerstone                               | 1,500     | 30,515                                | —            | —                     | 1,771                             | 33,786      |
| The Preserve at Terrell Mill              | 10,170    | 48,779                                | —            | —                     | 4,644                             | 63,593      |
| The Ashlar                                | 4,090     | 12,834                                | —            | —                     | 1,892                             | 18,816      |
| Heatherstone                              | 2,320     | 8,120                                 | —            | —                     | 1,187                             | 11,627      |
| Versailles                                | 6,720     | 20,054                                | —            | 1,474                 | 2,898                             | 31,146      |
| Seasons 704 Apartments                    | 7,480     | 14,221                                | —            | —                     | 1,238                             | 22,939      |
| Madera Point                              | 4,920     | 17,568                                | —            | —                     | 1,383                             | 23,871      |
| The Pointe at the Foothills               | 4,840     | 46,952                                | —            | —                     | 1,981                             | 53,773      |
| Venue at 8651                             | 2,350     | 18,012                                | —            | 41                    | 2,377                             | 22,780      |
| Parc500                                   | 3,860     | 20,623                                | —            | 26                    | 2,390                             | 26,899      |
| The Colonnade                             | 8,340     | 37,001                                | —            | 316                   | 1,374                             | 47,031      |
| Old Farm                                  | 11,078    | 70,443                                | —            | 8                     | 1,721                             | 83,250      |
| Stone Creek at Old Farm                   | 3,493     | 19,381                                | —            | —                     | 448                               | 23,322      |
| Hollister Place                           | 2,782     | 21,268                                | —            | 163                   | 1,246                             | 25,459      |
| Rockledge Apartments                      | 17,451    | 94,848                                | —            | 587                   | 2,777                             | 115,663     |
| Atera Apartments                          | 22,371    | 35,380                                | —            | 1,071                 | 1,061                             | 59,883      |
| Cedar Pointe                              | (1) 2,371 | 23,425                                | 600          | —                     | 399                               | 26,795      |
| Crestmont Reserve                         | 4,124     | 19,537                                | 687          | —                     | 450                               | 24,798      |
| Brandywine I & II                         | 6,237     | 70,949                                | 1,762        | —                     | 1,171                             | 80,119      |
|   | 202,347   | 929,275                               | 3,049        | 5,048                 | 57,655                            | 1,197,374   |
| Accumulated depreciation and amortization | —         | (86,885 )                             | (100 )       | —                     | (33,307 )                         | (120,292 )  |
| Total Operating Properties                | \$202,347 | \$ 842,390                            | \$ 2,949     | \$ 5,048              | \$ 24,348                         | \$1,077,082 |

|   |           |            |          |          |           |             |
|---|-----------|------------|----------|----------|-----------|-------------|
| Held For Sale Property                    |           |            |          |          |           |             |
| Southpoint Reserve at Stoney Creek        | 6,120     | 11,412     | —        | —        | 771       | 18,303      |
| Accumulated depreciation and amortization | —         | (736 )     | —        | —        | (161 )    | (897 )      |
| Total Held For Sale Property              | \$6,120   | \$ 10,676  | \$ —     | \$ —     | \$ 610    | \$17,406    |
| Total                                     | \$208,467 | \$ 853,066 | \$ 2,949 | \$ 5,048 | \$ 24,958 | \$1,094,488 |

(1) The entity that directly owned Cedar Pointe was consolidated as a VIE at September 30, 2018. The Company anticipates completing a reverse 1031 Exchange of Cedar Pointe during the fourth quarter of 2018 with a sale of Southpoint Reserve at Stoney Creek, which was classified as held for sale as of September 30, 2018, or one of the Company's other properties, at which time legal title to Cedar Pointe will transfer to the Company. Upon the transfer of title, the entity that directly owns Cedar Pointe will no longer be considered a VIE.

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As of December 31, 2017, the major components of the Company's investments in multifamily properties were as follows (in thousands):

| Operating Properties                      | Land       | Buildings and Improvements | Intangible Assets | Construction Lease Progress | Furniture, Fixtures and Equipment | Totals     |
|---|------------|----------------------------|-------------------|-----------------------------|-----------------------------------|------------|
| Arbors on Forest Ridge                    | \$2,330    | \$ 11,089                  | \$ —              | \$ —                        | \$ 829                            | \$14,248   |
| Cutter's Point                            | 3,330      | 13,030                     | —                 | —                           | 1,080                             | 17,440     |
| Eagle Crest                               | 5,450      | 22,346                     | —                 | —                           | 1,299                             | 29,095     |
| Silverbrook                               | 4,860      | 25,665                     | —                 | —                           | 2,509                             | 33,034     |
| Edgewater at Sandy Springs                | 14,290     | 44,004                     | —                 | —                           | 4,291                             | 62,585     |
| Beechwood Terrace                         | 1,390      | 20,729                     | —                 | —                           | 1,271                             | 23,390     |
| Willow Grove                              | 3,940      | 10,766                     | —                 | —                           | 942                               | 15,648     |
| Woodbridge                                | 3,650      | 13,031                     | —                 | —                           | 1,093                             | 17,774     |
| Abbingtion Heights                        | 1,770      | 16,796                     | —                 | —                           | 1,171                             | 19,737     |
| The Summit at Sabal Park                  | 5,770      | 13,377                     | —                 | —                           | 1,136                             | 20,283     |
| Courtney Cove                             | 5,880      | 12,961                     | —                 | 2                           | 1,096                             | 19,939     |
| Radbourne Lake                            | 2,440      | 21,924                     | —                 | —                           | 1,300                             | 25,664     |
| Timber Creek                              | 11,260     | 13,479                     | —                 | —                           | 1,158                             | 25,897     |
| Belmont at Duck Creek                     | 1,910      | 17,190                     | —                 | —                           | 1,216                             | 20,316     |
| Sabal Palm at Lake Buena Vista            | 7,580      | 41,229                     | —                 | 1                           | 1,064                             | 49,874     |
| Cornerstone                               | 1,500      | 30,452                     | —                 | 17                          | 1,487                             | 33,456     |
| The Preserve at Terrell Mill              | 10,170     | 48,630                     | —                 | 32                          | 4,074                             | 62,906     |
| The Ashlar                                | 4,090      | 12,640                     | —                 | —                           | 1,575                             | 18,305     |
| Heatherstone                              | 2,320      | 7,868                      | —                 | 36                          | 1,000                             | 11,224     |
| Versailles                                | 6,720      | 19,798                     | —                 | 914                         | 2,365                             | 29,797     |
| Seasons 704 Apartments                    | 7,480      | 14,079                     | —                 | —                           | 1,009                             | 22,568     |
| Madera Point                              | 4,920      | 17,481                     | —                 | 9                           | 1,188                             | 23,598     |
| The Pointe at the Foothills               | 4,840      | 46,723                     | —                 | 142                         | 1,739                             | 53,444     |
| Venue at 8651                             | 2,350      | 17,625                     | —                 | 300                         | 1,835                             | 22,110     |
| Parc500                                   | 3,860      | 19,885                     | —                 | 676                         | 1,470                             | 25,891     |
| The Colonnade                             | 8,340      | 36,828                     | —                 | 62                          | 934                               | 46,164     |
| Old Farm                                  | 11,078     | 69,881                     | —                 | 323                         | 1,392                             | 82,674     |
| Stone Creek at Old Farm                   | 3,493      | 19,227                     | —                 | 15                          | 374                               | 23,109     |
| Hollister Place                           | 2,782      | 20,754                     | —                 | 89                          | 698                               | 24,323     |
| Rockledge Apartments                      | 17,451     | 92,397                     | —                 | 1,168                       | 1,457                             | 112,473    |
| Atera Apartments                          | 22,371     | 35,097                     | 1,340             | —                           | 673                               | 59,481     |
|   | 189,615    | 806,981                    | 1,340             | 3,786                       | 44,725                            | 1,046,447  |
| Accumulated depreciation and amortization | —          | (65,016 )                  | (497 )            | —                           | (22,739 )                         | (88,252 )  |
| Total Operating Properties                | \$ 189,615 | \$ 741,965                 | \$ 843            | \$ 3,786                    | \$ 21,986                         | \$ 958,195 |
| Held For Sale Properties                  |            |                            |                   |                             |                                   |            |
| Timberglen                                | 2,510      | 14,717                     | —                 | —                           | 1,077                             | 18,304     |
| Southpoint Reserve at Stoney Creek        | 6,120      | 11,255                     | —                 | —                           | 679                               | 18,054     |
|   | 8,630      | 25,972                     | —                 | —                           | 1,756                             | 36,358     |
| Accumulated depreciation and amortization | —          | (2,630 )                   | —                 | —                           | (767 )                            | (3,397 )   |

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|                                |           |            |        |          |           |           |
|--------------------------------|-----------|------------|--------|----------|-----------|-----------|
| Total Held For Sale Properties | \$8,630   | \$ 23,342  | \$ —   | \$ —     | \$ 989    | \$32,961  |
| Total                          | \$198,245 | \$ 765,307 | \$ 843 | \$ 3,786 | \$ 22,975 | \$991,156 |

Depreciation expense was \$11.1 million and \$10.0 million for the three months ended September 30, 2018 and 2017, respectively. Depreciation expense was \$32.7 million and \$29.5 million for the nine months ended September 30, 2018 and 2017, respectively.

Amortization expense related to the Company's intangible lease assets was \$0.1 million and \$1.2 million for the three months ended September 30, 2018 and 2017, respectively. Amortization expense related to the Company's intangible lease assets was \$0.9 million and \$6.4 million for the nine months ended September 30, 2018 and 2017, respectively. Amortization expense related to the Company's intangible lease assets for all acquisitions completed through September 30, 2018 is expected to be \$1.5 million for the remainder of the year ended December 31, 2018 and \$1.4 million in 2019. Due to the six-month useful life attributable to intangible lease assets, the value of intangible lease assets on any acquisition prior to March 31, 2018 has been fully amortized and the assets and related accumulated amortization have been written off as of September 30, 2018.

## Acquisitions

The Company acquired three properties during the nine months ended September 30, 2018, as detailed in the table below (dollars in thousands). The Company acquired two properties for a combined purchase price of approximately \$138.0 million during the nine months ended September 30, 2017. See Notes 3, 4 and 6 for additional information.

| Property Name     | Location                 | Date of Acquisition | Purchase Price | Mortgage Debt (1) | # Units | Effective Ownership |
|-------------------|--------------------------|---------------------|----------------|-------------------|---------|---------------------|
| Cedar Pointe      | (2) Antioch, Tennessee   | August 24, 2018     | \$26,500       | \$ 17,300         | 210     | 100 %               |
| Crestmont Reserve | Dallas, Texas            | September 26, 2018  | 24,680         | 12,061            | 242     | 100 %               |
| Brandywine I & II | (3) Nashville, Tennessee | September 26, 2018  | 79,800         | 43,835            | 632     | 100 %               |
|                   |                          |                     | \$130,980      | \$ 73,196         | 1,084   |                     |

(1) For additional information regarding the Company's debt, see Note 6.

(2) The Company intends to complete a reverse 1031 Exchange of Cedar Pointe during the fourth quarter of 2018 with a sale of Southpoint Reserve at Stoney Creek, which was classified as held for sale as of September 30, 2018, or one of the Company's other properties.

(3) Brandywine I & II are two separate properties which the Company has combined and operates as a single property.

Disposition  
The Company sold one property during the nine months ended September 30, 2018, as detailed in the table below (in thousands). The Company sold nine properties for approximately \$228.1 million during the nine months ended September 30, 2017.

| Property Name | Location          | Date of Sale     | Sales Price | Net Cash Proceeds (1) | Gain on Sale of Real Estate |
|---------------|-------------------|------------------|-------------|-----------------------|-----------------------------|
| Timberglen    | (2) Dallas, Texas | January 31, 2018 | \$30,000    | \$ 29,553             | \$13,742                    |

(1) Represents sales price, net of closing costs.

(2) The Company completed the reverse portion of the 1031 Exchange of Atera Apartments with the sale of Timberglen, at which time legal title to Atera Apartments transferred to the Company.

## 6. Debt

## Mortgage Debt

The following table contains summary information concerning the mortgage debt of the Company as of September 30, 2018 (dollars in thousands):

| Operating Properties   | Type          | Term (months) | Outstanding    |                   |               |
|--|---------------|---------------|----------------|-------------------|---------------|
|  |               |               | Principal (\$) | Interest Rate (%) | Maturity Date |
| Arbors on Forest Ridge   | (3) Floating  | 84            | \$ 13,130      | 3.94%             | 7/1/2024      |
| Cutter's Point   | (3) Floating  | 84            | 16,640         | 3.94%             | 7/1/2024      |
| Eagle Crest  | (3) Floating  | 84            | 29,510         | 3.94%             | 7/1/2024      |
| Silverbrook  | (3) Floating  | 84            | 30,590         | 3.94%             | 7/1/2024      |
| Edgewater at Sandy Springs   | (3) Floating  | 84            | 52,000         | 3.94%             | 7/1/2024      |
| Beechwood Terrace  | (4) Floating  | 84            | 23,365         | 3.70%             | 9/1/2025      |
| Willow Grove   | (3) Floating  | 84            | 14,818         | 4.04%             | 7/1/2024      |
| Woodbridge   | (3) Floating  | 84            | 13,677         | 4.04%             | 7/1/2024      |
| The Summit at Sabal Park   | (3) Floating  | 84            | 13,560         | 3.88%             | 7/1/2024      |
| Courtney Cove  | (3) Floating  | 84            | 13,680         | 3.88%             | 7/1/2024      |
| The Preserve at Terrell Mill   | (3) Floating  | 84            | 42,480         | 3.88%             | 7/1/2024      |
| The Ashlar   | (3) Floating  | 84            | 14,520         | 3.88%             | 7/1/2024      |
| Heatherstone   | (3) Floating  | 84            | 8,880          | 3.88%             | 7/1/2024      |
| Versailles   | (3) Floating  | 84            | 23,880         | 3.88%             | 7/1/2024      |
| Seasons 704 Apartments   | (3) Floating  | 84            | 17,460         | 3.88%             | 7/1/2024      |
| Madera Point   | (3) Floating  | 84            | 15,150         | 3.88%             | 7/1/2024      |
| The Pointe at the Foothills  | (3) Floating  | 84            | 34,800         | 3.88%             | 7/1/2024      |
| Venue at 8651  | (3) Floating  | 84            | 13,734         | 4.04%             | 7/1/2024      |
| The Colonnade  | (3) Floating  | 84            | 28,093         | 3.94%             | 7/1/2024      |
| Old Farm   | (3) Floating  | 84            | 52,886         | 3.94%             | 7/1/2024      |
| Stone Creek at Old Farm  | (3) Floating  | 84            | 15,274         | 3.94%             | 7/1/2024      |
| Timber Creek   | (5) Floating  | 84            | 24,100         | 3.52%             | 10/1/2025     |
| Radbourne Lake   | (6) Floating  | 84            | 20,000         | 3.55%             | 10/1/2025     |
| Sabal Palm at Lake Buena Vista                                       | (7) Floating  | 84            | 42,100         | 3.56%             | 9/1/2025      |
| Abbingtion Heights   | (8) Floating  | 84            | 16,920         | 3.51%             | 9/1/2025      |
| Belmont at Duck Creek  | (9) Floating  | 84            | 17,760         | 3.65%             | 6/1/2025      |
| Cornerstone  | (10) Fixed    | 120           | 22,339         | 4.24%             | 3/1/2023      |
| Parc500  | (11) Fixed    | 120           | 15,547         | 4.49%             | 8/1/2025      |
| Hollister Place  | (12) Floating | 84            | 14,811         | 3.60%             | 10/1/2025     |
| Rockledge Apartments   | (3) Floating  | 84            | 68,100         | 3.83%             | 7/1/2024      |
| Atera Apartments   | (13) Floating | 84            | 29,500         | 3.74%             | 11/1/2024     |
| Cedar Pointe   | (14) Floating | 84            | 17,300         | 3.61%             | 9/1/2025      |
| Crestmont Reserve  | (3) Floating  | 84            | 12,061         | 3.44%             | 10/1/2025     |
| Brandywine I & II  | (3) Floating  | 84            | 43,835         | 3.44%             | 10/1/2025     |
|  |               |               | \$ 832,500     |                   |               |
| Fair market value adjustment   |               |               | 656            | (15)              |               |
| Deferred financing costs, net of accumulated amortization of \$1,424 |               |               | (8,610)        |                   |               |

\$ 824,546

Held For Sale Property

|                                    |     |          |    |        |       |          |
|------------------------------------|-----|----------|----|--------|-------|----------|
| Southpoint Reserve at Stoney Creek | (3) | Floating | 84 | 13,445 | 4.37% | 1/1/2022 |
|------------------------------------|-----|----------|----|--------|-------|----------|

Deferred financing costs, net of accumulated amortization of \$88

(77 )

\$ 13,368

(1) Mortgage debt that is non-recourse to the Company and encumbers the multifamily properties.

(2) Interest rate is based on one-month LIBOR plus an applicable margin, except for fixed rate mortgage debt.

One-month LIBOR as of September 30, 2018 was 2.2606%.

(3) Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.

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- (4) On August 31, 2018, the Company refinanced the existing floating rate mortgage of approximately \$20.2 million. The Company accounted for the refinancing as an extinguishment of a debt instrument. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.
- (5) On September 28, 2018, the Company refinanced the existing floating rate mortgage of approximately \$19.1 million. The Company accounted for the refinancing as an extinguishment of a debt instrument. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.
- (6) On September 28, 2018, the Company refinanced the existing floating rate mortgage of approximately \$18.9 million. The Company accounted for the refinancing as an extinguishment of a debt instrument. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.
- (7) On August 20, 2018, the Company refinanced the existing floating rate mortgage of approximately \$37.2 million. The Company accounted for the refinancing as an extinguishment of a debt instrument. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.
- (8) On August 21, 2018, the Company refinanced the existing fixed rate mortgage of approximately \$9.9 million, which was assumed upon acquisition of this property, into a floating rate mortgage. The Company accounted for the refinancing as an extinguishment of a debt instrument. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.
- (9) On June 1, 2018, the Company refinanced the existing fixed rate mortgage of approximately \$10.9 million, which was assumed upon acquisition of this property and recorded at approximated fair value, into a floating rate mortgage. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.
- (10) Debt in the amount of \$18.0 million was assumed upon acquisition of this property and recorded at approximated fair value. The assumed debt carries a 4.09% fixed rate, was originally issued in March 2013, and had a term of 120 months with an initial 24 months of interest only. At the time of acquisition, the principal balance of the first mortgage remained unchanged and had a remaining term of 98 months with 2 months of interest only. The first mortgage is pre-payable and subject to yield maintenance from the 13<sup>th</sup> month through August 31, 2022 and is pre-payable at par September 1, 2022 until maturity. Concurrently with the acquisition of the property, the Company placed a supplemental second mortgage on the property with a principal amount of approximately \$5.8 million, a fixed rate of 4.70%, and with a maturity date that is the same time as the first mortgage. The supplemental second mortgage is pre-payable and subject to yield maintenance from the date of issuance through August 31, 2022 and is pre-payable at par September 1, 2022 until maturity. As of September 30, 2018, the total indebtedness secured by the property had a blended interest rate of 4.24%.
- (11) Debt was assumed upon acquisition of this property and recorded at approximated fair value. The loan is open to pre-payment in the last four months of the term.
- (12) On September 28, 2018, the Company refinanced the existing floating rate mortgage of approximately \$13.5 million. The Company accounted for the refinancing as a modification of a debt instrument. As such, the existing \$0.1 million of net deferred financing costs related to the prior mortgage debt is included with the approximately

\$0.3 million of deferred financing costs incurred in connection with the modification. Such costs are recorded as a reduction from mortgages payable on the accompanying consolidated balance sheet as of September 30, 2018 and are amortized over the term of the new mortgage debt. See “Refinancings” below for additional information. Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term.

- (13) Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term. The entity that directly owned Atera Apartments was consolidated as a VIE at December 31, 2017. The Company completed the reverse portion of the 1031 Exchange of Atera Apartments with the sale of Timberglen on January 31, 2018, at which time legal title to Atera Apartments transferred to the Company. Upon the transfer of title, the entity that directly owns Atera Apartments was no longer considered a VIE.

(14) Loan can be pre-paid in the first 12 months of the term in certain circumstances at par plus 5.00%. Starting in the 13<sup>th</sup> month of the term through the 81<sup>st</sup> month of the term, the loan can be pre-paid at par plus 1.00% of the unpaid principal balance and at par during the last three months of the term. The entity that directly owned Cedar Pointe was consolidated as a VIE at September 30, 2018. The Company anticipates completing a reverse 1031 Exchange of Cedar Pointe during the fourth quarter of 2018 with a sale of Southpoint Reserve at Stoney Creek, which was classified as held for sale as of September 30, 2018, or one of the Company's other properties, at which time legal title to Cedar Pointe will transfer to the Company. Upon the transfer of title, the entity that directly owns Cedar Pointe will no longer be considered a VIE.

(15) The Company reflected a valuation adjustment on its fixed rate debt for Parc500 to adjust it to fair market value on the date of acquisition for the difference between the fair value and the assumed principal amount of debt. The difference is amortized into interest expense over the remaining term of the mortgage.

Refinancings. During the nine months ended September 30, 2018, the Company refinanced mortgages on seven properties, as detailed in the table below (dollars in thousands):

| Property Name                  | Date of Refinance | Accounting Treatment | Write-off of Deferred Financing Costs (1) | Capitalized Deferred Financing Costs (3) | Prepayment Penalties and Defeasance Costs (1) | Debt Modification and Other Extinguishment Costs (1) | Reduction in Spread (in basis points) (2) |     |
|--------------------------------|-------------------|----------------------|---|--|---|--|---|-----|
| Belmont at Duck Creek          | 6/1/2018          | Extinguishment       | \$ —                                      | (3)\$ 293                                | \$ —  | \$ —   | 103                                       | (4) |
| Sabal Palm at Lake Buena Vista | 8/20/2018         | Extinguishment       | 228                                       | 442                                      | 371   | —  | 51  |     |
| Abbingtion Heights             | 8/21/2018         | Extinguishment       | —   | 105                                      | 446   | 202  | 28  | (4) |
| Beechwood Terrace              | 8/31/2018         | Extinguishment       | 405                                       | 100                                      | 202   | 196  | 24  |     |
| Timber Creek                   | 9/28/2018         | Extinguishment       | 151                                       | 296                                      | 191   | —  | 56  |     |
| Radbourne Lake                 | 9/28/2018         | Extinguishment       | 144                                       | 266                                      | 189   | —  | 52  |     |
| Hollister Place                | 9/28/2018         | Modification         | —   | 141                                      | 135   | 87   | 90  |     |
|                                |                   |                      | \$ 928                                    | \$ 1,643                                 | \$ 1,534                                      | \$ 485   | 54  | (5) |

(1) Included in loss on extinguishment of debt and modification costs on the accompanying consolidated statements of operations and comprehensive income (loss).

(2) For previous floating rate mortgages, represents the reduction in the borrowing spread from the previous mortgage to the current mortgage. For previous fixed-rate mortgages, represents the reduction in the borrowing rate from the previous mortgage to the current mortgage (using one-month LIBOR as of September 30, 2018).

(3) There were no existing deferred financing costs related to the prior fixed rate mortgage. The Company wrote-off the unamortized fair market value adjustment as of June 1, 2018, a premium of less than \$0.1 million, related to the prior fixed rate mortgage, which is recorded in loss on extinguishment of debt and modification costs on the accompanying consolidated statements of operations and comprehensive income (loss).

(4) Previous mortgage was a fixed-rate loan.

(5) Represents the weighted average reduction in the borrowing spreads.

During the nine months ended September 30, 2018, the Company sold one property and repaid the related mortgage loan that encumbered the property, as detailed in the table below (in thousands):

| Property Name | Date of Sale     | Type     | Outstanding Principal (1) |
|---------------|------------------|----------|---------------------------|
| Timberglen    | January 31, 2018 | Floating | \$ 17,226                 |

(1) Represents the outstanding principal balance when the loan was repaid.

The weighted average interest rate of the Company's mortgage indebtedness was 3.83% as of September 30, 2018 and 3.34% as of December 31, 2017. The increase between the periods is primarily related to an increase in one-month LIBOR of approximately 70 basis points to 2.2606% as of September 30, 2018 from 1.5643% as of December 31, 2017, partially offset by a weighted average reduction of 54 basis points in the borrowing spreads related to the seven mortgages the Company refinanced in 2018, as described above. As of September 30, 2018, the adjusted weighted average interest rate of the Company's mortgage indebtedness was 3.13%. For purposes of calculating the adjusted weighted average interest rate of the outstanding mortgage indebtedness, the Company has included the weighted average fixed rate of 1.3388% for one-month LIBOR on its combined \$650.0 million notional amount of interest rate swap agreements, which effectively fix the interest rate on \$650.0 million of the Company's floating rate mortgage indebtedness (see Note 7).

Each of the Company's mortgages is a non-recourse obligation subject to customary provisions. The loan agreements contain customary events of default, including defaults in the payment of principal or interest, defaults in compliance with the covenants contained in the documents evidencing the loan, defaults in payments under any other security instrument covering any part of the property, whether junior or senior to the loan, and bankruptcy or other insolvency events. As of September 30, 2018, the Company believes it is in compliance with all provisions.

Freddie Mac Multifamily Green Advantage. In order to obtain more favorable pricing on the Company's mortgage debt financing with Freddie Mac, the Company has decided to participate in Freddie Mac's new Multifamily Green Advantage program (the "Green Program"). In the second quarter of 2017, the Company escrowed approximately \$4.2 million to finance smarter, greener property improvements at 18 of its properties, which is expected to be completed by the end of 2018. In connection with the three acquisitions and seven refinancings the Company completed in 2018, the Company escrowed approximately \$1.2 million related to the Green Program. Since the inception of the Green Program through September 30, 2018, the Company had spent approximately \$1.9 million on green improvements. The Company expects to spend approximately \$0.7 million on green improvements in the fourth quarter of 2018. The Company expects to reduce water/sewer costs at each property where the Green Program is implemented by at least 15% through the replacement of showerheads, plumbing fixtures and toilets with modern energy efficient upgrades.

#### Credit and Bridge Facilities

The following table contains summary information concerning the Company's credit and bridge facilities as of September 30, 2018 (dollars in thousands):

|  | Type     | Term (months) | Outstanding<br>Principal | Interest Rate | Maturity<br>(Date) |
|--|----------|---------------|--------------------------|---------------|--------------------|
| \$60 Million Credit Facility                                     | Floating | 24            | \$ 50,000                | 4.26%         | 9/26/2020          |
| Deferred financing costs, net of accumulated amortization of \$0 |          |               | (900 )                   |               |                    |
|  |          |               | \$ 49,100                |               |                    |
| \$30 Million Bridge Facility                                     | Floating | 6             | \$ 30,000                | 4.26%         | 3/26/2019          |
| Deferred financing costs, net of accumulated amortization of \$0 |          |               | (450 )                   |               |                    |
|  |          |               | \$ 29,550                |               |                    |

(1) Interest rate is based on one-month LIBOR plus an applicable margin. One-month LIBOR as of September 30, 2018 was 2.2606%.

\$60 Million Credit Facility. On December 29, 2016, the Company, through the OP, entered into a \$30.0 million credit facility (the "\$30 Million Credit Facility") with KeyBank National Association ("KeyBank"). On April 27, 2018, the Company, through the OP, amended the \$30 Million Credit Facility to temporarily increase the loan commitment by \$5.0 million (the "Temporary Increase") and immediately drew \$5.0 million. The \$5.0 million drawn under the Temporary Increase was repaid in full on July 25, 2018. The Company accounted for the Temporary Increase as an extinguishment of a debt instrument. As such, the Company wrote-off the unamortized deferred financing costs of approximately \$0.1 million as of April 27, 2018, which is recorded in loss on extinguishment of debt and modification costs on the accompanying consolidated statements of operations and comprehensive income (loss).

On September 26, 2018, the Company, through the OP, repaid the \$30.0 million outstanding under the \$30 Million Credit Facility and amended the loan agreement, extending the maturity date to September 26, 2020 and increasing the loan commitment to \$60.0 million (the "\$60 Million Credit Facility"). The Company accounted for the refinancing as an extinguishment of a debt instrument. The Company, through the OP, immediately drew \$50.0 million to fund a

portion of the purchase price of Brandywine I & II and Crestmont Reserve. The \$60 Million Credit Facility is a full-term, interest-only facility, has one 12-month extension option, bears interest at a rate of one-month LIBOR plus 2.00% and is guaranteed by the Company.

\$30 Million Bridge Facility. On September 26, 2018, the Company, through the OP, entered into a \$30.0 million bridge facility (the “\$30 Million Bridge Facility”) with KeyBank and immediately drew \$30.0 million to fund a portion of the purchase price of Brandywine I & II and Crestmont Reserve. The \$30 Million Bridge Facility is a full-term, interest-only facility, bears interest at a rate of one-month LIBOR plus 2.00% and is guaranteed by the Company.

The loan agreement for the \$60 Million Credit Facility and \$30 Million Bridge Facility contains customary provisions with respect to events of default, covenants and borrowing conditions. Certain prepayments may be required upon a breach of covenants or borrowing conditions. As of September 30, 2018, the Company believes it is in compliance with all provisions of the loan agreement.

2017 Bridge Facility. On June 30, 2017, the Company, through the OP, entered into a \$65.9 million bridge facility (the “2017 Bridge Facility”) with KeyBank. The 2017 Bridge Facility was a full-term, interest-only facility with an initial four-month term (see below) and was guaranteed by the Company. Interest accrued on the 2017 Bridge Facility at an interest rate of one-month LIBOR plus 3.75%. In July 2017, the Company used proceeds from the sale of Regatta Bay to pay down \$11.3 million on the 2017 Bridge Facility. In October 2017, the Company used proceeds from the sale of four properties to pay down approximately \$46.0 million on the 2017 Bridge Facility, bringing the outstanding balance to approximately \$8.6 million, and also extended the maturity date to March 31, 2018. In February 2018, the Company used proceeds from the sale of Timberglen to pay the remaining \$8.6 million outstanding on the 2017 Bridge Facility, which retired the bridge facility.

#### Deferred Financing Costs

The Company defers costs incurred in obtaining financing and amortizes the costs over the terms of the related loans using the straight-line method, which approximates the effective interest method. Deferred financing costs, net of amortization, are recorded as a reduction from the related debt on the Company’s consolidated balance sheets. Upon repayment of or in conjunction with a material change in the terms of the underlying debt agreement, any unamortized costs are charged to loss on extinguishment of debt and modification costs (see “Loss on Extinguishment of Debt and Modification Costs” below). For the three months ended September 30, 2018 and 2017, the Company wrote-off deferred financing costs of approximately \$0.9 million and \$0.6 million, respectively, which is included in loss on extinguishment of debt and modification costs on the consolidated statements of operations and comprehensive income (loss). For the nine months ended September 30, 2018 and 2017, the Company wrote-off deferred financing costs of approximately \$1.4 million and \$1.0 million, respectively, which is included in loss on extinguishment of debt and modification costs on the consolidated statements of operations and comprehensive income (loss). For the three months ended September 30, 2018 and 2017, amortization of deferred financing costs of approximately \$0.3 million and \$0.6 million, respectively, is included in interest expense on the consolidated statements of operations and comprehensive income (loss). For the nine months ended September 30, 2018 and 2017, amortization of deferred financing costs of approximately \$1.1 million and \$1.5 million, respectively, is included in interest expense on the consolidated statements of operations and comprehensive income (loss).

#### Loss on Extinguishment of Debt and Modification Costs

Upon repayment of or in conjunction with a material change (i.e. a 10% or greater difference in the cash flows between instruments) in the terms of an underlying debt agreement, the Company writes off any unamortized deferred financing costs and fair market value adjustments related to the original debt. Loss on extinguishment of debt and modification costs also includes prepayment penalties and defeasance costs incurred on the early repayment of debt, costs incurred in a debt modification that are not capitalized as deferred financing costs and other costs incurred in a debt extinguishment.

#### Schedule of Debt Maturities

The aggregate scheduled maturities, including amortizing principal payments, of total debt for the next five calendar years subsequent to September 30, 2018 are as follows (in thousands):

|      | Operating  | Held<br>For Sale | Credit<br>and<br>Bridge |        |
|------|------------|------------------|-------------------------|--------|
|      | Properties | Property         | Facilities              | Total  |
| 2018 | \$ 175     | \$ 56            | \$ —                    | \$ 231 |

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|            |            |           |           |            |
|------------|------------|-----------|-----------|------------|
| 2019       | 716        | 207       | 30,000    | 30,923     |
| 2020       | 744        | 205       | 50,000    | 50,949     |
| 2021       | 782        | 219       | —         | 1,001      |
| 2022       | 817        | 12,758    | —         | 13,575     |
| Thereafter | 829,266    | —         | —         | 829,266    |
| Total      | \$ 832,500 | \$ 13,445 | \$ 80,000 | \$ 925,945 |

7. Fair Value of Derivatives and Financial Instruments

Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. As a basis for considering market participant assumptions in fair value measurements, FASB ASC 820, Fair Value Measurement and Disclosures, 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 and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are the unobservable inputs for the asset or liability, which are typically based on an entity's own assumption, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on input 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 Company utilizes independent third parties to perform the allocation of value analysis for each property acquisition and to perform the market valuations on its derivative financial instruments and has established policies, as described above, processes and procedures intended to ensure that the valuation methodologies for investments and derivative financial instruments are fair and consistent as of the measurement date.

#### Derivative Financial Instruments and Hedging Activities

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company may enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash payments principally related to the Company's borrowings. In order to minimize counterparty credit risk, the Company enters into and expects to enter into hedging arrangements only with major financial institutions that have high credit ratings.

The Company utilizes an independent third party to perform the market valuations on its derivative financial instruments. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are 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 fair values of interest rate caps are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise above the strike rate of the caps. The variable interest rates used in the calculation of projected receipts on the cap are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. To comply with the provisions of ASC 820, the Company incorporates credit valuation adjustments to appropriately reflect both the Company's own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of the Company's derivative contracts for the effect of nonperformance risk, the Company has 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 the Company's derivatives utilize Level 3 inputs, such

as estimates of current credit spreads, to evaluate the likelihood of default by the Company and its counterparties. The Company has determined that the significance of the impact of the credit valuation adjustments made to its derivative contracts, which determination was based on the fair value of each individual contract, was not significant to the overall valuation. As a result, all of the Company's derivatives held as of September 30, 2018 and December 31, 2017 were classified as Level 2 of the fair value hierarchy.

The Company's main objective in using interest rate derivatives is to add stability to interest expense related to floating rate debt. To accomplish this objective, the Company primarily uses interest rate swaps and caps as part of its interest rate risk management strategy. Interest rate swaps 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 interest rate swaps have terms ranging from four to five years. Interest rate caps involve the receipt of variable-rate amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium. The interest rate caps have terms ranging from three to four years. During the nine months ended September 30, 2018 and 2017, interest rate cap derivatives were used to hedge the variable cash flows associated with a portion of the Company's floating rate debt. The interest rate cap agreements

the Company has entered into effectively cap one-month LIBOR on \$382.1 million of the Company's floating rate mortgage indebtedness at a weighted average rate of 5.47%.

The changes in fair value of derivative financial instruments that are designated as cash flow hedges are recorded in OCI and are subsequently reclassified into net income (loss) in the period that the hedged forecasted transaction affects earnings. Amounts reported in OCI related to derivatives will be reclassified to interest expense as interest payments are made on the Company's floating rate debt. Prior to the Company's adoption of ASU 2017-12 on January 1, 2018, the ineffective portion of changes in the fair value of the Company's derivatives designated as cash flow hedges was recognized directly in net income (loss) as interest expense. The adoption of ASU 2017-12 eliminates the separate measurement of effectiveness and ineffectiveness, and all changes in the fair value of derivatives that are designated as cash flow hedges are recorded directly in OCI. Therefore, during the three and nine months ended September 30, 2018, the Company recorded no gain or loss related to the ineffective portion of changes in the fair value of its derivatives designated as cash flow hedges. During the three and nine months ended September 30, 2017, the Company recorded less than \$0.1 million and approximately \$0.1 million, respectively, of gain related to the ineffective portion of changes in the fair value of its derivatives designated as cash flow hedges, which is recorded as a decrease to interest expense on the accompanying consolidated statements of operations and comprehensive income (loss).

In order to fix a portion of, and mitigate the risk associated with, the Company's floating rate indebtedness (without incurring substantial prepayment penalties or defeasance costs typically associated with fixed rate indebtedness when repaid early or refinanced), the Company, through the OP, has entered into seven interest rate swap transactions with KeyBank (the "Counterparty") with a combined notional amount of \$650.0 million. The interest rate swaps the Company has entered into effectively replace the floating interest rate (one-month LIBOR) with respect to that amount with a weighted average fixed rate of 1.3388%. The Company has designated these interest rate swaps as cash flow hedges of interest rate risk.

As of September 30, 2018, the Company had the following outstanding interest rate swaps that were designated as cash flow hedges of interest rate risk (dollars in thousands):

| Effective Date    | Termination Date | Notional   | Fixed Rate (1) |
|-------------------|------------------|------------|----------------|
| July 1, 2016      | June 1, 2021     | \$ 100,000 | 1.1055%        |
| July 1, 2016      | June 1, 2021     | 100,000    | 1.0210%        |
| July 1, 2016      | June 1, 2021     | 100,000    | 0.9000%        |
| September 1, 2016 | June 1, 2021     | 100,000    | 0.9560%        |
| April 1, 2017     | April 1, 2022    | 100,000    | 1.9570%        |
| May 1, 2017       | April 1, 2022    | 50,000     | 1.9610%        |
| July 1, 2017      | July 1, 2022     | 100,000    | 1.7820%        |
|                   |                  | \$ 650,000 | 1.3388% (2)    |

(1) The floating rate option for the interest rate swaps is one-month LIBOR. As of September 30, 2018, one-month LIBOR was 2.2606%.

(2) Represents the weighted average fixed rate of the interest rate swaps.

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements but either do not meet the strict requirements to apply hedge accounting in accordance with FASB ASC 815, Derivatives and Hedging, or the Company has elected not to designate such derivatives as hedges. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in net income (loss) as interest expense.

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As of September 30, 2018, the Company had the following outstanding derivatives that were not designated as hedges in qualifying hedging relationships (dollars in thousands):

| Product            | Number of<br>Instruments | Notional  |
|--------------------|--------------------------|-----------|
| Interest rate caps | 19                       | \$382,054 |

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As of September 30, 2017, the Company had 17 interest rate cap derivatives, with a notional amount of \$293.2 million, which were not designated as hedges in qualifying hedging relationships.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheets as of September 30, 2018 and December 31, 2017 (in thousands):

|   | Balance Sheet Location                   | Asset Derivatives  |                   | Liability Derivatives |                   |
|---|--|--------------------|-------------------|-----------------------|-------------------|
|   |  | September 30, 2018 | December 31, 2017 | September 30, 2018    | December 31, 2017 |
| <b>Derivatives designated as hedging instruments:</b>     |  |                    |                   |                       |                   |
|   | Fair market value of interest rate swaps |                    |                   |                       |                   |
| Interest rate swaps                                       |  | \$27,974           | \$16,480          | \$—                   | \$—               |
| <b>Derivatives not designated as hedging instruments:</b> |  |                    |                   |                       |                   |
| Interest rate caps  | Prepaid and other assets                 | 26                 | 4                 | —                     | —                 |
| Total   |  | \$28,000           | \$16,484          | \$—                   | \$—               |

The tables below present the effect of the Company's derivative financial instruments on the consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2018 and 2017 (in thousands):

|   | Amount of gain (loss) |         | Location of gain (loss) reclassified |                  | Amount of gain (loss) reclassified from OCI into income |         | Location of gain (loss) recognized in income |                  | Amount of gain (loss) recognized in income |        |         |
|---|-----------------------|---------|--------------------------------------|------------------|---|---------|--|------------------|--|--------|---------|
|   | 2018                  | 2017    | OCI into income                      | OCI into income  | 2018  | 2017    | in income                                    | in income        | 2018                                       | 2017*  |         |
| <b>Derivatives designated as hedging instruments:</b> |                       |         |                                      |                  |   |         |  |                  |  |        |         |
| For the three months ended September 30,              |                       |         |                                      |                  |   |         |  |                  |  |        |         |
| Interest rate products                                | \$2,403               | \$(241) | (1)                                  | Interest expense | \$1,181   | \$(360) | (1)  | Interest expense | \$—  | \$(63) | (2) (3) |
| For the nine months ended September                   |                       |         |                                      |                  |   |         |  |                  |  |        |         |

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|                        |        |         |     |                  |       |         |     |                  |   |      |     |     |
|------------------------|--------|---------|-----|------------------|-------|---------|-----|------------------|---|------|-----|-----|
| Interest rate products | 14,156 | (2,162) | (1) | Interest expense | 2,424 | (1,142) | (1) | Interest expense | — | (88) | (2) | (4) |
|------------------------|--------|---------|-----|------------------|-------|---------|-----|------------------|---|------|-----|-----|

\*Includes amounts excluded from effectiveness testing.

(1) Represents the effective portion of changes in fair value.

(2) Represents the ineffective portion of changes in fair value.

(3) Includes approximately \$90,000 of loss reclassified from OCI for missed forecasted transactions due to hedged forecasted transactions being no longer probable.

(4) Includes approximately \$185,000 of loss reclassified from OCI for missed forecasted transactions due to hedged forecasted transactions being no longer probable.

|   |                  |  | Amount of gain (loss) recognized in income |      |
|---|------------------|--|--|------|
|   |                  | Location of gain (loss) recognized in income | 2018                                       | 2017 |
| <b>Derivatives not designated as hedging instruments:</b> |                  |  |  |      |
| For the three months ended September 30,                  |                  |  |  |      |
| Interest rate products                                    | Interest expense |  | \$(31)                                     | \$—  |
| For the nine months ended September 30,                   |                  |  |  |      |
| Interest rate products                                    | Interest expense |  | (33)                                       | (5)  |

Other Financial Instruments Carried at Fair Value

Redeemable noncontrolling interests in the OP have a redemption feature and are marked to their redemption value if such value exceeds the carrying value of the redeemable noncontrolling interests in the OP (see Note 10). The redemption value is based on the fair value of the Company's common stock at the redemption date, and therefore, is calculated based on the fair value of the Company's common stock at the balance sheet date. Since the valuation is based on observable inputs such as quoted prices for similar instruments in active markets, redeemable noncontrolling interests in the OP are classified as Level 2 if they are adjusted to their redemption value.

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## Financial Instruments Not Carried at Fair Value

At September 30, 2018 and December 31, 2017, the fair values of cash and cash equivalents, restricted cash, accounts receivable, prepaid assets, accounts payable and other accrued liabilities, accrued real estate taxes payable, accrued interest payable, security deposits and prepaid rent approximated their carrying values because of the short term nature of these instruments. The estimated fair values of other financial instruments were determined by the Company using available market information and appropriate valuation methodologies. Considerable judgment is necessary to interpret market data and develop estimated fair values. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company would realize on the 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.

Long-term indebtedness is carried at amounts that reasonably approximate their fair value. In calculating the fair value of its long-term indebtedness, the Company used interest rate and spread assumptions that reflect current credit worthiness and market conditions available for the issuance of long-term debt with similar terms and remaining maturities. These financial instruments utilize Level 2 inputs.

Real estate assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In such cases, the Company will evaluate the recoverability of such real estate assets based on estimated future cash flows and the estimated liquidation value of such real estate assets, and provide for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the real estate asset. If impaired, the real estate asset will be written down to its estimated fair value. There can be no assurance that the estimates discussed herein, using Level 3 inputs, are indicative of the amounts the Company could realize on disposition of the real estate asset. For the nine months ended September 30, 2018 and 2017, the Company did not record any impairment charges related to real estate assets.

## 8. Stockholders' Equity

### Common Stock

The Company began operations on March 31, 2015 as a result of the Spin-Off. During the nine months ended September 30, 2018, the Company issued 130,511 shares of common stock pursuant to its long-term incentive plan and retired 382,941 shares of common stock it had repurchased pursuant to its share repurchase program (see "Share Repurchase Program" and "Long Term Incentive Plan" below). As of September 30, 2018, the Company had 20,797,135 shares of common stock, \$0.01 par value per share, issued and outstanding.

### Share Repurchase Program

On June 15, 2016, the Board authorized the Company to repurchase up to \$30.0 million of its common stock, \$0.01 par value per share, during a two-year period that was set to expire on June 15, 2018 (the "Share Repurchase Program"). On April 30, 2018, the Board increased the Share Repurchase Program to up to \$40.0 million and extended it by an additional two years to June 15, 2020. The Company may utilize various methods to effect the repurchases, and the timing and extent of the repurchases will depend upon several factors, including market and business conditions, regulatory requirements and other corporate considerations, including whether the Company's common stock is trading at a significant discount to net asset value per share. Repurchases under this program may be discontinued at any time. During the nine months ended September 30, 2018, the Company repurchased 382,941 shares of its common stock, \$0.01 par value per share, at a total cost of approximately \$9,672,000, or \$25.26 per share. As of September 30, 2018, the Company had repurchased 737,458 shares of its common stock, \$0.01 par value per share, at a total cost of approximately \$16,694,000, or \$22.64 per share.

Treasury Stock

From time to time, in accordance with the Company's share repurchase program, the Company may repurchase shares of its common stock in the open market. Until any such shares are retired, the cost of the shares is included in common stock held in treasury at cost on the consolidated balance sheet. The number of shares of common stock classified as treasury shares reduces the number of shares of the Company's common stock outstanding and, accordingly, are considered in the weighted average number of shares outstanding during the period. During the nine months ended September 30, 2018, the Company retired 382,941 shares of its common stock held in treasury. As of September 30, 2018 and December 31, 2017, the Company had no shares of common stock held in treasury.



## Long Term Incentive Plan

On June 15, 2016, the Company's stockholders approved a long-term incentive plan (the "2016 LTIP") and the Company filed a registration statement on Form S-8 registering 2,100,000 shares of common stock, \$0.01 par value per share, which the Company may issue pursuant to the 2016 LTIP. The 2016 LTIP authorizes the compensation committee of the Board to provide equity-based compensation in the form of stock options, appreciation rights, restricted shares, restricted stock units, performance shares, performance units and certain other awards denominated or payable in, or otherwise based on, the Company's common stock or factors that may influence the value of the Company's common stock, plus cash incentive awards, for the purpose of providing the Company's directors, officers and other key employees (and those of the Adviser and the Company's subsidiaries), the Company's non-employee directors, and potentially certain non-employees who perform employee-type functions, incentives and rewards for performance.

**Restricted Stock Units.** Under the 2016 LTIP, restricted stock units may be granted to the Company's directors, officers and other key employees (and those of the Adviser and the Company's subsidiaries) and typically vest over a three to four year period for officers, employees and certain key employees of the Adviser and annually for directors. Beginning on the date of grant, restricted stock units earn dividends that are payable in cash on the vesting date. On August 11, 2016, pursuant to the 2016 LTIP, the Company granted 209,797 restricted stock units to its directors and officers. On March 16, 2017, pursuant to the 2016 LTIP, the Company granted 219,802 restricted stock units to its directors and officers. On February 15, 2018, pursuant to the 2016 LTIP, the Company granted 275,795 restricted stock units to its directors, officers, employees and certain key employees of the Adviser. The following table includes the number of restricted stock units granted, vested, forfeited and outstanding as of September 30, 2018:

|                           | 2018               | Weighted<br>Average         |
|---------------------------|--------------------|-----------------------------|
|                           | Number<br>of Units | Grant<br>Date Fair<br>Value |
| Outstanding January 1,    | 319,342            | \$ 21.52                    |
| Granted                   | 275,795            | 23.57                       |
| Vested                    | (130,511)          | 21.28                       |
| Forfeited                 | —                  | —                           |
| Outstanding September 30, | 464,626            | (1) \$ 22.80                |

(1) 49,772 restricted stock units vest in August 2019. 69,529 restricted stock units vest in March 2019 and 69,530 restricted stock units vest in March 2020. 78,563 restricted stock units vest in February 2019 and 65,744 restricted stock units vest in each of February 2020, 2021 and 2022.

As of September 30, 2018, the Company had issued 240,768 shares of common stock under the 2016 LTIP. For the three months ended September 30, 2018 and 2017, the Company recognized approximately \$1.1 million and \$0.8 million, respectively, of equity-based compensation expense related to grants of restricted stock units, which is included in corporate general and administrative expenses on the consolidated statements of operations and comprehensive income (loss). For the nine months ended September 30, 2018 and 2017, the Company recognized approximately \$3.1 million and \$2.4 million, respectively, of equity-based compensation expense related to grants of restricted stock units. As of September 30, 2018, the Company had recognized a liability of approximately \$0.5 million related to dividends earned on restricted stock units that are payable in cash upon vesting.

## 9. Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of the Company's common stock outstanding, which is adjusted for shares classified as treasury shares during the period and excludes any unvested restricted stock units issued pursuant to the 2016 LTIP. Diluted earnings (loss) per share is computed by adjusting basic earnings (loss) per share for the dilutive effect of the assumed vesting of restricted stock units. During periods of net loss, the assumed vesting of restricted stock units is anti-dilutive and is not included in the calculation of earnings (loss) per share.

The effect of the conversion of OP Units held by noncontrolling limited partners is not reflected in the computation of basic and diluted earnings (loss) per share, as they are exchangeable for common stock on a one-for-one basis. The income (loss) allocable to such units is allocated on this same basis and reflected as net income (loss) attributable to redeemable noncontrolling interests in the Operating Partnership in the accompanying consolidated statements of operations and comprehensive income (loss). As such, the assumed conversion of these units would have no net impact on the determination of diluted earnings (loss) per share. See Note 10 for additional information.

The following table sets forth the computation of basic and diluted earnings (loss) per share for the periods presented (in thousands, except per share amounts):

|  | For the Three<br>Months Ended<br>September 30,<br>2018 |          | For the Nine<br>Months Ended<br>September 30,<br>2017 |          |
|--|--|----------|---|----------|
| <b>Numerator for earnings (loss) per share:</b>  |  |          |   |          |
| Net income (loss)  | \$(5,260 )   | \$54,076 | \$3,168   | \$60,702 |
| Net income attributable to noncontrolling interests  | —  | —        | —   | 2,836    |
| Net income (loss) attributable to redeemable noncontrolling interests in the Operating Partnership | (15 )  | 162      | 10  | 162      |
| Net income (loss) attributable to common stockholders  | \$(5,245 )   | \$53,914 | \$3,158   | \$57,704 |
| <b>Denominator for earnings (loss) per share:</b>  |  |          |   |          |
| Weighted average common shares outstanding   | 20,775   | 21,085   | 20,847  | 21,057   |
| Denominator for basic earnings (loss) per share:   | 20,775   | 21,085   | 20,847  | 21,057   |
| Weighted average unvested restricted stock units   | 487  | 368      | 481   | 350      |
| Denominator for diluted earnings (loss) per share:   | 21,262   | 21,453   | 21,328  | 21,407   |
| <b>Earnings (loss) per weighted average common share:</b>  |  |          |   |          |
| Basic  | \$(0.25 )  | \$2.56   | \$0.15  | \$2.74   |
| Diluted  | \$(0.25 )  | \$2.51   | \$0.15  | \$2.70   |

## 10. Noncontrolling Interests

### Redeemable Noncontrolling Interests in the OP

Interests in the OP held by limited partners are represented by OP Units. Net income (loss) is allocated to holders of OP Units based upon net income (loss) attributable to common stockholders and the weighted average number of OP Units outstanding to total common shares plus OP Units outstanding during the period. Capital contributions, distributions, and profits and losses are allocated to OP Units in accordance with the terms of the partnership agreement of the OP. Each time the OP distributes cash to the Company, outside limited partners of the OP receive their pro-rata share of the distribution. Redeemable noncontrolling interests in the OP have a redemption feature and are marked to their redemption value if such value exceeds the carrying value of the redeemable noncontrolling interests in the OP.

On June 30, 2017, the Company and the OP entered into a contribution agreement (the “Contribution Agreement”) with BH Equities, LLC and its affiliates (collectively, “BH Equity”), whereby the Company purchased 100% of the joint venture interests in the Portfolio owned by BH Equity, representing approximately 8.4% ownership in the Portfolio (the “BH Buyout”), for total consideration of approximately \$51.7 million (the “Purchase Amount”). The Purchase Amount consisted of approximately \$49.7 million in cash that was paid on June 30, 2017 and 73,233 OP Units (initially valued at \$2.0 million) that were issued on August 1, 2017. The number of OP Units issued was calculated by dividing \$2.0 million by the midpoint of the range of the Company’s net asset value as publicly disclosed in connection with the Company’s release of its second quarter of 2017 earnings results, which was \$27.31 per share.

In connection with the issuance of OP Units to BH Equity on August 1, 2017, the Company and the OP amended the partnership agreement of the OP (the “Amendment”). Pursuant to the Amendment, limited partners holding OP Units

have the right to cause the OP to redeem their units at a redemption price equal to and in the form of the Cash Amount (as defined in the partnership agreement of the OP), provided that such OP Units have been outstanding for at least one year. The Company, through the OP GP, as the general partner of the OP may, in its sole discretion, purchase the OP Units by paying to the limited partner either the Cash Amount or the REIT Share Amount (one share of common stock of the Company for each OP Unit), as defined in the partnership agreement of the OP. Notwithstanding the foregoing, a limited partner will not be entitled to exercise its redemption right to the extent the issuance of the Company's common stock to the redeeming limited partner would (1) be prohibited, as determined in the Company's sole discretion, under the Company's charter or (2) cause the acquisition of common stock by such redeeming limited partner to be "integrated" with any other distribution of the Company's common stock for purposes of complying with the Securities Act of 1933, as amended. Accordingly, the Company records the OP Units held by noncontrolling limited partners outside of permanent equity and reports the OP Units at the greater of their carrying value or their redemption value using the Company's stock price at each balance sheet date.

The following table sets forth the redeemable noncontrolling interests in the OP for the nine months ended September 30, 2018 (in thousands):

|  |         |
|--|---------|
| Redeemable noncontrolling interests in the OP, December 31, 2017                         | \$2,135 |
| Net income attributable to redeemable noncontrolling interests in the OP                 | 10      |
| Other comprehensive income attributable to redeemable noncontrolling interests in the OP | 35      |
| Contributions from redeemable noncontrolling interests in the OP                         | 178     |
| Distributions to redeemable noncontrolling interests in the OP                           | (161 )  |
| Adjustment to reflect redemption value of redeemable noncontrolling interests in the OP  | 234     |
| Redeemable noncontrolling interests in the OP, September 30, 2018                        | \$2,431 |

### Noncontrolling Interests

Noncontrolling interests have in the past and may in the future be comprised of joint venture partners' interests in joint ventures the Company consolidates. When applicable, the Company reports its joint venture partners' interests in its consolidated joint ventures and other subsidiary interests held by third parties as noncontrolling interests. The Company records these noncontrolling interests at their initial fair value, adjusting the basis prospectively for their share of the respective consolidated investment's net income or loss, equity contributions, return of capital, and distributions. Generally, these noncontrolling interests are not redeemable by the equity holders and are presented as part of permanent equity. Income and losses are allocated to the noncontrolling interest holder based on its economic ownership percentage.

On June 30, 2017, in connection with the BH Buyout, the Company purchased 100% of the outstanding noncontrolling interests in its joint ventures for approximately \$51.7 million. On June 30, 2017, prior to the BH Buyout, the carrying value of such noncontrolling interests was approximately \$20.5 million. On June 30, 2017, the Company eliminated the carrying value of such noncontrolling interests on its consolidated balance sheet. The remaining \$31.2 million of the Purchase Amount resulted in a reduction to additional paid-in capital on the Company's consolidated balance sheet.

## 11. Related Party Transactions

### Fees and Reimbursements to BH and its Affiliates

The Company has entered into management agreements with BH Management Services, LLC ("BH"), the Company's property manager and an independently owned third party, who manages the Company's properties and supervises the implementation of the Company's value-add program. BH is an affiliate of BH Equity, who was a noncontrolling interest member of the Company's joint ventures prior to the BH Buyout on June 30, 2017. Through BH Equity's noncontrolling interests in such joint ventures, BH Equity was deemed to be a related party. With the completion of the BH Buyout, BH Equity is no longer deemed to be a related party. BH Equity became a noncontrolling limited partner of the OP upon execution of the Amendment. BH and its affiliates do not have common ownership in any joint venture with the Adviser; there is also no common ownership between BH and its affiliates and the Adviser.

The property management fee paid to BH is approximately 3% of the monthly gross income from each property managed. Currently, BH manages all of the Company's properties. Additionally, the Company may pay BH certain other fees, including: (1) a fee of \$15-25 per unit for the one-time setup and inspection of properties, (2) a construction supervision fee of 5-6% of total project costs, which is capitalized, (3) acquisition fees and due diligence costs reimbursements, and (4) other owner approved fees at \$55 per hour. BH also acts as a paymaster for the properties and is reimbursed at cost for various operating expenses it pays on behalf of the properties. The following is

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a summary of fees that the properties incurred to BH and its affiliates, as well as reimbursements paid to BH from the properties for various operating expenses, for the three and nine months ended September 30, 2018 and 2017 (in thousands):

|                                   | For the Three<br>Months Ended<br>September 30,<br>2018 |         | For the Nine<br>Months Ended<br>September 30,<br>2017 |         |
|-----------------------------------|--|---------|---|---------|
| <b>Fees incurred</b>              |  |         |   |         |
| Property management fees (1)      | \$1,085  | \$1,110 | \$3,205   | \$3,280 |
| Construction supervision fees (2) | 265  | 213     | 835   | 651     |
| Acquisition fees (3)              | 348  | —       | 348   | 505     |
| <b>Reimbursements</b>             |  |         |   |         |
| Payroll and benefits (4)          | 3,355  | 4,131   | 10,490  | 11,855  |
| Other reimbursements (5)          | 581  | 432     | 1,605   | 1,457   |

(1) Included in property management fees on the consolidated statements of operations and comprehensive income (loss).

(2) Capitalized on the consolidated balance sheets and reflected in buildings and improvements.

(3) Includes due diligence costs. Acquisition fees incurred are capitalized to real estate assets on the consolidated balance sheets.

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- (4) Included in property operating expenses on the consolidated statements of operations and comprehensive income (loss).
- (5) Includes property operating expenses such as repairs and maintenance costs and certain property general and administrative expenses, which are included on the consolidated statements of operations and comprehensive income (loss).

#### Asset Management Fee

Until the BH Buyout on June 30, 2017, in accordance with the operating agreement of each entity that owns the properties, the Company earned an asset management fee for services provided in connection with monitoring the operations of the properties. The asset management fee was equal to 0.5% per annum of the aggregate effective gross income of the properties, as defined in each of the operating agreements. For the three and six months ended June 30, 2017, the properties incurred asset management fees to the Company of approximately \$0.2 million and \$0.4 million, respectively. Since the fees were paid to the Company (and not the Adviser) by consolidated properties, they have been eliminated in consolidation. However, because the Company's previous joint venture partners owned a portion of each of a majority of the properties in the Portfolio, prior to the Company's purchase of 100% of their joint venture interests, they absorbed their pro rata share of the asset management fee. This amount is reflected on the consolidated statements of operations and comprehensive income (loss) in the net income attributable to noncontrolling interests.

#### Advisory and Administrative Fee

In accordance with the Advisory Agreement, the Company pays the Adviser an advisory fee equal to 1.00% of the Average Real Estate Assets (as defined below). The duties performed by the Company's Adviser under the terms of the Advisory Agreement include, but are not limited to: providing daily management for the Company, selecting and working with third party service providers, managing the Company's properties or overseeing the third party property manager, formulating an investment strategy for the Company and selecting suitable properties and investments, managing the Company's outstanding debt and its interest rate exposure through derivative instruments, determining when to sell assets, and managing the value-add program or overseeing a third party vendor that implements the value-add program. "Average Real Estate Assets" means the average of the aggregate book value of Real Estate Assets before reserves for depreciation or other non-cash reserves, computed by taking the average of the book value of real estate assets at the end of each month (1) for which any fee under the Advisory Agreement is calculated or (2) during the year for which any expense reimbursement under the Advisory Agreement is calculated. "Real Estate Assets" is defined broadly in the Advisory Agreement to include, among other things, investments in real estate-related securities and mortgages and reserves for capital expenditures (the value-add program). The advisory fee is payable monthly in arrears in cash, unless the Adviser elects, in its sole discretion, to receive all or a portion of the advisory fee in shares of common stock, subject to certain limitations.

In accordance with the Advisory Agreement, the Company also pays the Adviser an administrative fee equal to 0.20% of the Average Real Estate Assets. The administrative fee is payable monthly in arrears in cash, unless the Adviser elects, in its sole discretion, to receive all or a portion of the administrative fee in shares of common stock, subject to certain limitations.

The advisory and administrative fees paid to the Adviser on the Contributed Assets (as defined below) are subject to an annual cap of approximately \$5.4 million (the "Contributed Assets Cap") (see "Expense Cap" below).

Pursuant to the terms of the Advisory Agreement, the Company will reimburse the Adviser for all documented Operating Expenses and Offering Expenses it incurs on behalf of the Company. "Operating Expenses" include legal, accounting, financial and due diligence services performed by the Adviser that outside professionals or outside consultants would otherwise perform, the Company's pro rata share of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses of the Adviser required for the Company's

operations, and compensation expenses under the 2016 LTIP. Operating Expenses do not include expenses for the advisory and administrative services described in the Advisory Agreement. Certain Operating Expenses, such as the Company's ratable share of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses incurred by the Adviser or its affiliates that relate to the operations of the Company, may be billed monthly to the Company under a shared services agreement. "Offering Expenses" include all expenses (other than underwriters' discounts) in connection with an offering, including, without limitation, legal, accounting, printing, mailing and filing fees and other documented offering expenses. For the three and nine months ended September 30, 2018 and 2017, the Adviser did not bill any Operating Expenses or Offering Expenses to the Company and any such expenses the Adviser incurred during the periods are considered to be permanently waived.

#### Expense Cap

Pursuant to the terms of the Advisory Agreement, expenses paid or incurred by the Company for advisory and administrative fees payable to the Adviser and Operating Expenses will not exceed 1.5% of Average Real Estate Assets per calendar year (or part thereof that the Advisory Agreement is in effect (the "Expense Cap")). The Expense Cap does not limit the reimbursement of expenses related to Offering Expenses. The Expense Cap also does not apply to legal, accounting, financial, due diligence and other service fees incurred in connection with mergers and acquisitions, extraordinary litigation or other events outside the Company's ordinary course of business or any out-of-pocket acquisitions or due diligence expenses incurred in connection with the acquisition or disposition of real estate assets. Also, advisory and administrative fees are further limited on Contributed Assets to approximately \$5.4



million in any calendar year. Contributed Assets refers to all Real Estate Assets contributed to the Company as part of the Spin-Off. The Contributed Assets Cap is not reduced for dispositions of such assets subsequent to the Spin-Off. Advisory and administrative fees on New Assets are not subject to the above limitation and are based on an annual rate of 1.2% on Average Real Estate Assets, but are subject to the Expense Cap. New Assets are all Real Estate Assets that are not Contributed Assets.

For the three months ended September 30, 2018 and 2017, the Company incurred advisory and administrative fees of \$1.9 million and \$1.9 million, respectively. The amount paid for the three months ended September 30, 2018 and 2017 represents the maximum fee allowed on Contributed Assets under the Advisory Agreement plus approximately \$0.5 million and \$0.5 million, respectively, of advisory and administrative fees incurred on New Assets. For the nine months ended September 30, 2018 and 2017, the Company incurred advisory and administrative fees of \$5.6 million and \$5.5 million, respectively. The amount paid for the nine months ended September 30, 2018 and 2017 represents the maximum fee allowed on Contributed Assets under the Advisory Agreement plus approximately \$1.5 million and \$1.5 million, respectively, of advisory and administrative fees incurred on New Assets. For the three and nine months ended September 30, 2018, the Adviser elected to voluntarily waive the advisory and administrative fees incurred on the two properties acquired in December 2016, the property acquired in February 2017, the property acquired in June 2017, the property acquired in October 2017, the property acquired in August 2018 and the two properties acquired in September 2018, which totaled approximately \$1.0 million and \$2.8 million, respectively, and are considered to be permanently waived for the periods. For the three and nine months ended September 30, 2017, the Adviser elected to voluntarily waive the advisory and administrative fees incurred on the two properties acquired in December 2016, the property acquired in February 2017 and the property acquired in June 2017, which totaled approximately \$0.7 million and \$1.5 million, respectively, and are considered to be permanently waived for the periods. The Adviser is not contractually obligated to waive fees on New Assets in the future and may cease waiving fees on New Assets at its discretion.

#### Other Related Party Transactions

The Company has in the past, and may in the future, utilize the services of affiliated parties. For the nine months ended September 30, 2018 and 2017, the Company paid approximately \$0.3 million and \$1.2 million, respectively, to NexBank Title, Inc. ("NexBank Title"). NexBank Title is an affiliate of the Adviser through common beneficial ownership. NexBank Title provides title insurance and work related to providing title insurance on properties related to acquisitions, dispositions and refinancing transactions. These amounts are either capitalized as real estate assets or deferred financing costs, expensed as loss on extinguishment of debt and modification costs, or expensed as selling costs when determining gain (loss) on sales of real estate, depending on the appropriate accounting as determined for each specific transaction.

## 12. Commitments and Contingencies

### Commitments

In the normal course of business, the Company enters into various rehabilitation construction related purchase commitments with parties that provide these goods and services. In the event the Company were to terminate rehabilitation construction services prior to the completion of projects, the Company could potentially be committed to satisfy outstanding or uncompleted purchase orders with such parties. As of September 30, 2018, management does not anticipate any material deviations from schedule or budget related to rehabilitation projects currently in process.

### Contingencies

In the normal course of business, the Company is subject to claims, lawsuits, and legal proceedings. While it is not possible to ascertain the ultimate outcome of all such matters, management believes that the aggregate amount of such liabilities, if any, in excess of amounts provided or covered by insurance, will not have a material adverse effect on the consolidated balance sheets or consolidated statements of operations and comprehensive income (loss) of the Company. The Company is not involved in any material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company or its properties or subsidiaries.

The Company is not aware of any environmental liability with respect to the properties that could have a material adverse effect on the Company's business, assets, or results of operations. However, there can be no assurance that such a material environmental liability does not exist. The existence of any such material environmental liability could have an adverse effect on the Company's results of operations and cash flows.

### 13. Subsequent Events

#### Dividends Declared

On October 29, 2018, the Company's board of directors increased the Company's quarterly dividend 10.0%, or by \$0.025 per share, declaring a quarterly dividend of \$0.275 per share, payable on December 31, 2018 to stockholders of record on December 17, 2018.

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

The following is a discussion and analysis of our financial condition and our historical results of operations. The following should be read in conjunction with our financial statements and accompanying notes. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those projected, forecasted, or expected in these forward-looking statements as a result of various factors, including, but not limited to, those discussed below and elsewhere in this quarterly report. See "Cautionary Statement Regarding Forward-Looking Statements" in this report, and "Risk Factors" in Part I, Item 1A, "Risk Factors" of our annual report on Form 10-K (our "Annual Report"), filed with the Securities and Exchange Commission (the "SEC") on February 15, 2018.

### Overview

As of September 30, 2018, our portfolio consisted of 35 multifamily properties (the "Portfolio") primarily located in the Southeastern and Southwestern United States encompassing 12,555 units of apartment space that was approximately 93.8% leased with a weighted average monthly effective rent per occupied apartment unit of \$979. Substantially all of our business is conducted through NexPoint Residential Trust Operating Partnership, L.P. (the "OP"), our operating partnership. We own the Portfolio through the OP and our wholly owned taxable REIT subsidiary ("TRS"). The OP owns approximately 99.9% of the Portfolio; our TRS owns approximately 0.1% of the Portfolio. Our wholly owned subsidiary, NexPoint Residential Trust Operating Partnership GP, LLC (the "OP GP"), is the sole general partner of the OP. As of September 30, 2018, there were 21,116,902 common units in the OP ("OP Units") outstanding, of which 21,043,669, or 99.7%, were owned by us and 73,233, or 0.3%, were owned by an unaffiliated limited partner (see Note 10 to our consolidated financial statements).

We are primarily focused on directly or indirectly acquiring, owning, and operating well-located multifamily properties with a value-add component in large cities and suburban submarkets of large cities, primarily in the Southeastern and Southwestern United States. We generate revenue primarily by leasing our multifamily properties. We intend to employ targeted management and a value-add program at a majority of our properties in an attempt to improve rental rates and the net operating income ("NOI") at our properties and achieve long-term capital appreciation for our stockholders. We are externally managed by NexPoint Real Estate Advisors, L.P. (the "Adviser") through an agreement dated March 16, 2015, as amended (the "Advisory Agreement"), by and among the OP, the Adviser and us. The Advisory Agreement was renewed on February 12, 2018 for a one-year term set to expire on March 16, 2019. The Adviser is wholly owned by NexPoint Advisors, L.P., which is an affiliate of Highland Capital Management, L.P. (the "Sponsor" or "Highland").

We began operations on March 31, 2015 as a result of the transfer and contribution by NexPoint Strategic Opportunities Fund (fka NexPoint Credit Strategies Fund) ("NHF") of all but one of the multifamily properties owned by NHF through its wholly owned subsidiary NexPoint Real Estate Opportunities, LLC (fka Freedom REIT, LLC) ("NREO") in exchange for 100% of its outstanding common stock. We use the term "predecessor" to mean the carve-out business of NREO, which owned all or a majority interest in the multifamily properties transferred or contributed to us by NHF through NREO. On March 31, 2015, NHF distributed all of the outstanding shares of our common stock held by NHF to holders of NHF common shares. We refer to the distribution of our common stock by NHF as the "Spin-Off." Substantially all of our operations were conducted by our predecessor prior to March 31, 2015. With the exception of a nominal amount of initial cash funded at inception, we did not own any assets prior to March 31, 2015. Our predecessor included all of the properties in our Portfolio that were held indirectly by NREO prior to the Spin-Off. Our predecessor was determined in accordance with the rules and regulations of the SEC. References throughout this report to the "Company," "we," or "our," include the activity of the predecessor defined above.

We have elected to be taxed as a real estate investment trust (“REIT”) under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the “Code”), and expect to continue to qualify as a REIT. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement that we distribute at least 90% of our REIT taxable income to our stockholders. As a REIT, we will be subject to federal income tax on our undistributed REIT taxable income and net capital gain and to a 4% nondeductible excise tax on any amount by which distributions we pay with respect to any calendar year are less than the sum of (1) 85% of our ordinary income, (2) 95% of our capital gain net income and (3) 100% of our undistributed income from prior years. We believe we qualify for taxation as a REIT under the Code, and we intend to continue to operate in such a manner, but no assurance can be given that we will operate in a manner so as to qualify as a REIT. Taxable income from certain non-REIT activities is managed through a TRS and is subject to applicable federal, state, and local income and margin taxes. We had no significant taxes associated with our TRS for the nine months ended September 30, 2018 and 2017.

#### Components of Our Revenues and Expenses

##### Revenues

Rental income. Our earnings are primarily attributable to the rental revenue from our multifamily properties. We anticipate that the leases we enter into for our multifamily properties will typically be for one year or less on average.

Other income. Other income includes ancillary income earned from tenants such as application fees, late fees, laundry fees, utility reimbursements, and other rental related fees charged to tenants.

#### Expenses

Property operating expenses. Property operating expenses include property maintenance costs, salary and employee benefit costs, utilities, casualty-related expenses and recoveries and other property operating costs.

Real estate taxes and insurance. Real estate taxes include the property taxes assessed by local and state authorities depending on the location of each property. Insurance includes the cost of commercial, general liability, and other needed insurance for each property.

Property management fees. Property management fees include fees paid to BH Management Services, LLC (“BH”), our property manager, or other third party management companies for managing each property (see Note 11 to our consolidated financial statements).

Advisory and administrative fees. Advisory and administrative fees include the fees paid to our Adviser pursuant to the Advisory Agreement (see Note 11 to our consolidated financial statements).

Corporate general and administrative expenses. Corporate general and administrative expenses include, but are not limited to, audit fees, legal fees, listing fees, board of director fees, equity-based compensation expense, investor relations costs and payments of reimbursements to the Adviser for operating expenses. Corporate general and administrative expenses and the advisory and administrative fees paid to our Adviser (including advisory and administrative fees on properties defined in the Advisory Agreement as New Assets) will not exceed 1.5% of Average Real Estate Assets per calendar year (or part thereof that the Advisory Agreement is in effect), calculated in accordance with the Advisory Agreement, or the Expense Cap. The Expense Cap does not limit the reimbursement by us of expenses related to securities offerings paid by the Adviser. The Expense Cap also does not apply to legal, accounting, financial, due diligence, and other service fees incurred in connection with mergers and acquisitions, extraordinary litigation, or other events outside our ordinary course of business or any out-of-pocket acquisition or due diligence expenses incurred in connection with the acquisition or disposition of real estate assets.

Property general and administrative expenses. Property general and administrative expenses include the costs of marketing, professional fees, general office supplies, and other administrative related costs of each property.

Depreciation and amortization. Depreciation and amortization costs primarily include depreciation of our multifamily properties and amortization of acquired in-place leases.

#### Other Income and Expense

Interest expense. Interest expense primarily includes the cost of interest expense on debt, the amortization of deferred financing costs and the related impact of interest rate derivatives used to manage our interest rate risk.

Loss on extinguishment of debt and modification costs. Loss on extinguishment of debt and modification costs includes prepayment penalties and defeasance costs, the write-off of unamortized deferred financing costs and fair market value adjustments of assumed debt related to the early repayment of debt, costs incurred in a debt modification that are not capitalized as deferred financing costs and other costs incurred in a debt extinguishment.

Gain on sales of real estate. Gain on sales of real estate includes the gain recognized upon sales of properties. Gain on sales of real estate is calculated by deducting the carrying value of the real estate and costs incurred to sell the

properties from the sales prices of the properties.

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## Results of Operations for the Three and Nine Months Ended September 30, 2018 and 2017

The three months ended September 30, 2018 as compared to the three months ended September 30, 2017

The following table sets forth a summary of our operating results for the three months ended September 30, 2018 and 2017 (in thousands):

|   | For the Three<br>Months Ended<br>September 30, |          | \$<br>Change |
|---|--|----------|--------------|
|   | 2018   | 2017     |              |
| Total revenues  | \$36,495                                       | \$37,097 | \$(602 )     |
| Total expenses  | (31,689)                                       | (32,340) | 651          |
| Operating income  | 4,806  | 4,757    | 49           |
| Interest expense  | (7,119 )                                       | (8,257 ) | 1,138        |
| Loss on extinguishment of debt and modification costs   | (2,947 )                                       | (914 )   | (2,033 )     |
| Gain on sales of real estate  | —  | 58,490   | (58,490)     |
| Net income (loss)   | (5,260 )                                       | 54,076   | (59,336)     |
| Net income (loss) attributable to redeemable noncontrolling interests in the<br>Operating Partnership | (15 )  | 162      | (177 )       |
| Net income (loss) attributable to common stockholders   | \$(5,245 )                                     | \$53,914 | \$(59,159)   |

The change in our net loss for the three months ended September 30, 2018 as compared to our net income for the three months ended September 30, 2017 primarily relates to decreases in total revenues and gain on sales of real estate and an increase in loss on extinguishment of debt and modification costs, and was partially offset by decreases in total property operating expenses and interest expense. The change in our net income (loss) between the periods was also due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions (we acquired one property in the first quarter of 2017, one property in the second quarter of 2017, one property in the fourth quarter of 2017 and three properties in the third quarter of 2018; we sold four properties in the second quarter of 2017, five properties in the third quarter of 2017 and one property in the first quarter of 2018).

## Revenues

**Rental income.** Rental income was \$31.7 million for the three months ended September 30, 2018 compared to \$32.1 million for the three months ended September 30, 2017, which was a decrease of approximately \$0.4 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above, and a 0.2% decrease in the occupancy rate of the Portfolio to 93.8% as of September 30, 2018 from 94.0% as of September 30, 2017. The decrease between the periods was partially offset by a 5.1% increase in the weighted average monthly effective rent per occupied apartment unit in our Portfolio to \$979 as of September 30, 2018 from \$932 as of September 30, 2017, primarily driven by the value-add program that we have implemented and organic growth in rents in the markets where our properties are located.

**Other income.** Other income was \$4.8 million for the three months ended September 30, 2018 compared to \$4.9 million for the three months ended September 30, 2017, which was a decrease of approximately \$0.1 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above.

## Expenses

Property operating expenses. Property operating expenses were \$9.2 million for the three months ended September 30, 2018 compared to \$10.1 million for the three months ended September 30, 2017, which was a decrease of approximately \$0.9 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The decrease between the periods was also due to a \$0.5 million, or 17.5%, decrease in utility costs and a \$0.5 million, or 11.8%, decrease in labor costs.

Real estate taxes and insurance. Real estate taxes and insurance costs were \$5.0 million for the three months ended September 30, 2018 compared to \$4.9 million for the three months ended September 30, 2017, which was an increase of approximately \$0.1 million. The increase between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The increase between the periods was also due to a \$0.2 million, or 4.4%, increase in property taxes. Property taxes incurred in the first year of ownership may be significantly less than subsequent years since the purchase price of the property may trigger a significant increase in assessed value by the taxing authority in subsequent years, increasing the costs of real estate taxes.

Property management fees. Property management fees remained flat at \$1.1 million for the three months ended September 30, 2018 compared to \$1.1 million for the three months ended September 30, 2017.



Advisory and administrative fees. Advisory and administrative fees remained flat at \$1.9 million for the three months ended September 30, 2018 compared to \$1.9 million for the three months ended September 30, 2017. The amount incurred during the three months ended September 30, 2018 and 2017 represents the maximum fee allowed on properties defined as Contributed Assets under the Advisory Agreement plus approximately \$0.5 million and \$0.5 million, respectively, of advisory and administrative fees incurred on certain properties defined as New Assets. For the three months ended September 30, 2018, our Adviser elected to voluntarily waive the advisory and administrative fees incurred on the two properties we acquired in December 2016, the property we acquired in February 2017, the property we acquired in June 2017, the property we acquired in October 2017, the property we acquired in August 2018 and the two properties we acquired in September 2018, which totaled approximately \$1.0 million and are considered to be permanently waived for the period. For the three months ended September 30, 2017, our Adviser elected to voluntarily waive the advisory and administrative fees incurred on the two properties we acquired in December 2016, the property we acquired in February 2017 and the property we acquired in June 2017, which totaled approximately \$0.7 million and are considered to be permanently waived for the period. Our Adviser is not contractually obligated to waive fees on New Assets in the future and may cease waiving fees on New Assets at its discretion. Advisory and administrative fees may increase in future periods as we acquire additional properties, which will be classified as New Assets.

Corporate general and administrative expenses. Corporate general and administrative expenses were \$1.9 million for the three months ended September 30, 2018 compared to \$1.6 million for the three months ended September 30, 2017, which was an increase of approximately \$0.3 million. The increase between the periods was primarily due to approximately \$1.1 million of equity-based compensation expense recognized during the three months ended September 30, 2018 related to the grants of restricted stock units to our directors, officers, employees and certain key employees of our Adviser pursuant to our long-term incentive plan (the "2016 LTIP"), compared to \$0.8 million of equity-based compensation expense recognized during the three months ended September 30, 2017 (see Note 8 to our consolidated financial statements). Subject to the Expense Cap, corporate general and administrative expenses may increase in future periods as we acquire additional properties.

Property general and administrative expenses. Property general and administrative expenses were \$1.3 million for the three months ended September 30, 2018 compared to \$1.6 million for the three months ended September 30, 2017, which was a decrease of approximately \$0.3 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The decrease between the periods was also due to receiving approximately \$0.2 million of franchise tax refunds during the period in 2018.

Depreciation and amortization. Depreciation and amortization costs remained flat at \$11.2 million for the three months ended September 30, 2018 compared to \$11.2 million for the three months ended September 30, 2017. We recognized depreciation expense of \$11.1 million for the three months ended September 30, 2018 compared to \$10.0 million for the three months ended September 30, 2017, which was an increase of approximately \$1.1 million. We recognized amortization of intangible lease assets of \$0.1 million related to one property for the three months ended September 30, 2018 compared to \$1.2 million related to two properties for the three months ended September 30, 2017, which was a decrease of approximately \$1.1 million. The amortization of intangible lease assets over a six-month period from the date of acquisition is expected to increase the amortization expense during the initial year of operations for each property.

#### Other Income and Expense

Interest expense. Interest expense was \$7.1 million for the three months ended September 30, 2018 compared to \$8.3 million for the three months ended September 30, 2017, which was a decrease of approximately \$1.2 million. The decrease between the periods was primarily due to an increase in gain recognized related to the effective portion of

changes in fair value of our interest rate swap derivatives designated as cash flow hedges of approximately \$1.5 million (see “Debt, Derivatives and Hedging Activity – Interest Rate Swap Agreements” below). The decrease between the periods was partially offset by an increase in interest on debt of approximately \$0.7 million. The following table details the various costs included in interest expense for the three months ended September 30, 2018 and 2017 (in thousands):

|   | For the Three<br>Months Ended<br>September 30, |         |  | \$<br>Change |
|---|--|---------|--|--------------|
|   | 2018   | 2017    |  |              |
| Interest on debt                              | \$7,928  | \$7,262 |  | \$ 666       |
| Amortization of deferred financing costs      | 341  | 572     |  | (231 )       |
| Interest rate swaps - effective portion       | (1,245)  | 263     |  | (1,508 )     |
| Interest rate swaps - ineffective portion (1) | —  | (32 )   |  | 32           |
| Interest rate caps expense                    | 95   | 192     |  | (97 )        |
| Total   | \$7,119  | \$8,257 |  | \$(1,138 )   |

(1) Prior to our adoption of ASU 2017-12, Derivatives and Hedging (Topic 815) (“ASU 2017-12”) on January 1, 2018, the ineffective portion of changes in the fair value of our derivatives designated as cash flow hedges was recognized directly in net income (loss) as interest expense. The adoption of ASU 2017-12 eliminates the separate measurement of effectiveness and ineffectiveness, and all changes in the fair value of derivatives that are designated

as cash flow hedges are recorded directly in other comprehensive income (“OCI”). See Notes 2 and 7 to our consolidated financial statements for additional information.

Loss on extinguishment of debt and modification costs. Loss on extinguishment of debt and modification costs was \$2.9 million for the three months ended September 30, 2018 compared to \$0.9 million for the three months ended September 30, 2017, which was an increase of approximately \$2.0 million. The increase between the periods was primarily due to increases in prepayment penalties and defeasance costs of approximately \$1.0 million and debt modification and other extinguishment costs of approximately \$0.7 million. The following table details the various costs included in loss on extinguishment of debt and modification costs for the three months ended September 30, 2018 and 2017 (in thousands):

|  | For the Three<br>Months Ended<br>September 30, |       |              |
|--|--|-------|--------------|
|  | 2018   | 2017  | \$<br>Change |
| Prepayment penalties and defeasance costs        | \$1,534  | \$502 | \$1,032      |
| Write-off of deferred financing costs            | 928  | 622   | 306          |
| Debt modification and other extinguishment costs | 485  | (210) | 695          |
| Total  | \$2,947  | \$914 | \$2,033      |

Gain on sales of real estate. We did not recognize gain on sales of real estate for the three months ended September 30, 2018 as we did not sell any properties during the period. Gain on sales of real estate was \$58.5 million for the three months ended September 30, 2017. During the three months ended September 30, 2017, we sold five properties.

The nine months ended September 30, 2018 as compared to the nine months ended September 30, 2017

The following table sets forth a summary of our operating results for the nine months ended September 30, 2018 and 2017 (in thousands):

|   | For the Nine Months<br>Ended September 30, |           |              |
|---|--|-----------|--------------|
|   | 2018                                       | 2017      | \$<br>Change |
| Total revenues  | \$107,207                                  | \$109,322 | \$(2,115 )   |
| Total expenses  | (93,466 )                                  | (98,810 ) | 5,344        |
| Operating income  | 13,741                                     | 10,512    | 3,229        |
| Interest expense  | (20,739 )                                  | (22,479 ) | 1,740        |
| Loss on extinguishment of debt and modification costs                                       | (3,576 )                                   | (5,717 )  | 2,141        |
| Gain on sales of real estate  | 13,742                                     | 78,386    | (64,644)     |
| Net income  | 3,168                                      | 60,702    | (57,534)     |
| Net income attributable to noncontrolling interests   | —  | 2,836     | (2,836 )     |
| Net income attributable to redeemable noncontrolling interests in the Operating Partnership | 10   | 162       | (152 )       |
| Net income attributable to common stockholders  | \$3,158                                    | \$57,704  | \$(54,546)   |

The change in our net income for the nine months ended September 30, 2018 as compared to our net income for the nine months ended September 30, 2017 primarily relates to decreases in total revenues and gain on sales of real estate, and was partially offset by decreases in total property operating expenses, depreciation and amortization, interest expense and loss on extinguishment of debt and modification costs. The change in our net income between the periods was also due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions (we acquired one property in the first quarter of 2017, one property in the second quarter of 2017, one property in the

fourth quarter of 2017 and three properties in the third quarter of 2018; we sold four properties in the second quarter of 2017, five properties in the third quarter of 2017 and one property in the first quarter of 2018).

#### Revenues

Rental income. Rental income was \$93.4 million for the nine months ended September 30, 2018 compared to \$94.6 million for the nine months ended September 30, 2017, which was a decrease of approximately \$1.2 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above, and a 0.2% decrease in the occupancy rate of the Portfolio to 93.8% as of September 30, 2018 from 94.0% as of September 30, 2017. The decrease between the periods was partially offset by a 5.1% increase in the weighted average monthly effective rent per occupied apartment unit in our Portfolio to \$979 as of September 30, 2018 from \$932 as of September 30, 2017, primarily driven by the value-add program that we have implemented and organic growth in rents in the markets where our properties are located.

Other income. Other income was \$13.8 million for the nine months ended September 30, 2018 compared to \$14.8 million for the nine months ended September 30, 2017, which was a decrease of approximately \$1.0 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The decrease between the periods was also due to a \$0.7 million, or 8.7%, decrease in utility reimbursements.

#### Expenses

Property operating expenses. Property operating expenses were \$26.3 million for the nine months ended September 30, 2018 compared to \$29.6 million for the nine months ended September 30, 2017, which was a decrease of approximately \$3.3 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The decrease between the periods was also due to a \$1.2 million, or 14.9%, decrease in utility costs and a \$1.1 million, or 9.1%, decrease in labor costs.

Real estate taxes and insurance. Real estate taxes and insurance costs were \$14.5 million for the nine months ended September 30, 2018 compared to \$14.9 million for the nine months ended September 30, 2017, which was a decrease of approximately \$0.4 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The decrease between the periods was also due to a \$0.4 million, or 3.0%, decrease in property taxes. Property taxes incurred in the first year of ownership may be significantly less than subsequent years since the purchase price of the property may trigger a significant increase in assessed value by the taxing authority in subsequent years, increasing the costs of real estate taxes.

Property management fees. Property management fees were \$3.2 million for the nine months ended September 30, 2018 compared to \$3.3 million for the nine months ended September 30, 2017, which was a decrease of approximately \$0.1 million. The decrease between the periods was primarily due to decreases in rental income and other income, which the fee is primarily based on.

Advisory and administrative fees. Advisory and administrative fees were \$5.6 million for the nine months ended September 30, 2018 compared to \$5.5 million for the nine months ended September 30, 2017, which was an increase of approximately \$0.1 million. The amount incurred during the nine months ended September 30, 2018 and 2017 represents the maximum fee allowed on properties defined as Contributed Assets under the Advisory Agreement plus approximately \$1.5 million and \$1.5 million, respectively, of advisory and administrative fees incurred on certain properties defined as New Assets. For the nine months ended September 30, 2018, our Adviser elected to voluntarily waive the advisory and administrative fees incurred on the two properties we acquired in December 2016, the property we acquired in February 2017, the property we acquired in June 2017, the property we acquired in October 2017, the property we acquired in August 2018 and the two properties we acquired in September 2018, which totaled approximately \$2.8 million and are considered to be permanently waived for the period. For the nine months ended September 30, 2017, our Adviser elected to voluntarily waive the advisory and administrative fees incurred on the two properties we acquired in December 2016, the property we acquired in February 2017 and the property we acquired in June 2017, which totaled approximately \$1.5 million and are considered to be permanently waived for the period. Our Adviser is not contractually obligated to waive fees on New Assets in the future and may cease waiving fees on New Assets at its discretion. Advisory and administrative fees may increase in future periods as we acquire additional properties, which will be classified as New Assets.

Corporate general and administrative expenses. Corporate general and administrative expenses were \$5.7 million for the nine months ended September 30, 2018 compared to \$4.8 million for the nine months ended September 30, 2017, which was an increase of approximately \$0.9 million. The increase between the periods primarily relates to \$3.1 million of equity-based compensation expense recognized during the nine months ended September 30, 2018 related

to the grants of restricted stock units to our directors, officers, employees and certain key employees of our Adviser pursuant to our 2016 LTIP, compared to \$2.4 million of equity-based compensation expense recognized during the nine months ended September 30, 2017 (see Note 8 to our consolidated financial statements). Subject to the Expense Cap, corporate general and administrative expenses may increase in future periods as we acquire additional properties.

**Property general and administrative expenses.** Property general and administrative expenses were \$4.5 million for the nine months ended September 30, 2018 compared to \$4.8 million for the nine months ended September 30, 2017, which was a decrease of approximately \$0.3 million. The decrease between the periods was primarily due to our acquisition and disposition activity in 2017 and 2018 and the timing of the transactions, as described above. The decrease between the periods was also due to receiving approximately \$0.2 million of franchise tax refunds during the period in 2018.

**Depreciation and amortization.** Depreciation and amortization costs were \$33.6 million for the nine months ended September 30, 2018 compared to \$35.9 million for the nine months ended September 30, 2017, which was a decrease of approximately \$2.3 million. The decrease between the periods was primarily due to the amortization of intangible lease assets of \$0.9 million related to two properties for the nine months ended September 30, 2018 compared to \$6.4 million related to six properties for the nine months

ended September 30, 2017, which was a decrease of approximately \$5.5 million. The amortization of intangible lease assets over a six-month period from the date of acquisition is expected to increase the amortization expense during the initial year of operations for each property. The decrease between the periods was partially offset by an increase in depreciation expense of approximately \$3.2 million, primarily related to the acquisition of four properties subsequent to September 30, 2017.

#### Other Income and Expense

Interest expense. Interest expense was \$20.7 million for the nine months ended September 30, 2018 compared to \$22.5 million for the nine months ended September 30, 2017, which was a decrease of approximately \$1.8 million. The decrease between the periods was primarily due to an increase in gain recognized related to the effective portion of changes in fair value of our interest rate swap derivatives designated as cash flow hedges of approximately \$3.6 million (see “Debt, Derivatives and Hedging Activity – Interest Rate Swap Agreements” below). The decrease between the periods was partially offset by an increase in interest on debt of approximately \$2.4 million. The following table details the various costs included in interest expense for the nine months ended September 30, 2018 and 2017 (in thousands):

|   | For the Nine<br>Months Ended<br>September 30, |          |              |
|---|---|----------|--------------|
|   | 2018  | 2017     | \$<br>Change |
| Interest on debt                              | \$22,048                                      | \$19,696 | \$2,352      |
| Amortization of deferred financing costs      | 1,082   | 1,548    | (466 )       |
| Interest rate swaps - effective portion       | (2,631 )                                      | 939      | (3,570 )     |
| Interest rate swaps - ineffective portion (1) | —   | (97 )    | 97           |
| Interest rate caps expense                    | 240   | 393      | (153 )       |
| Total   | \$20,739                                      | \$22,479 | \$(1,740)    |

(1) Prior to our adoption of ASU 2017-12 on January 1, 2018, the ineffective portion of changes in the fair value of our derivatives designated as cash flow hedges was recognized directly in net income (loss) as interest expense. The adoption of ASU 2017-12 eliminates the separate measurement of effectiveness and ineffectiveness, and all changes in the fair value of derivatives that are designated as cash flow hedges are recorded directly in OCI. See Notes 2 and 7 to our consolidated financial statements for additional information.

Loss on extinguishment of debt and modification costs. Loss on extinguishment of debt and modification costs was \$3.6 million for the nine months ended September 30, 2018 compared to \$5.7 million for the nine months ended September 30, 2017, which was a decrease of approximately \$2.1 million. The decrease between the periods was primarily due to decreases in prepayment penalties and defeasance costs of approximately \$1.0 million and debt modification and other extinguishment costs of approximately \$1.5 million. The following table details the various costs included in loss on extinguishment of debt and modification costs for the nine months ended September 30, 2018 and 2017 (in thousands):

|   | For the Nine<br>Months Ended<br>September 30, |         |              |
|---|---|---------|--------------|
|   | 2018  | 2017    | \$<br>Change |
| Prepayment penalties and defeasance costs                 | \$1,706                                       | \$2,701 | \$(995 )     |
| Write-off of deferred financing costs                     | 1,412   | 1,003   | 409          |
| Write-off of fair market value adjustment of assumed debt | (27 )   | —       | (27 )        |

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|  |         |         |           |
|--|---------|---------|-----------|
| Debt modification and other extinguishment costs | 485     | 2,013   | (1,528)   |
| Total  | \$3,576 | \$5,717 | \$(2,141) |

Gain on sales of real estate. Gain on sales of real estate was \$13.7 million for the nine months ended September 30, 2018 compared to \$78.4 million for the nine months ended September 30, 2017, which was a decrease of approximately \$64.7 million. During the nine months ended September 30, 2018, we sold one property; during the nine months ended September 30, 2017, we sold nine properties.



## Non-GAAP Measurements

### Net Operating Income and Same Store Net Operating Income

NOI is a non-GAAP financial measure of performance. NOI is used by investors and our management to evaluate and compare the performance of our properties to other comparable properties, to determine trends in earnings and to compute the fair value of our properties as NOI is not affected by (1) the cost of funds, (2) acquisition costs, (3) advisory and administrative fees, (4) the impact of depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets that are included in net income computed in accordance with GAAP, (5) corporate general and administrative expenses, (6) other gains and losses that are specific to us, (7) casualty-related expenses/(recoveries) and (8) property general and administrative expenses that are not reflective of the continuing operations of the properties or are incurred on our behalf at the property for expenses such as legal, professional and franchise tax fees.

The cost of funds is eliminated from net income (loss) because it is specific to our particular financing capabilities and constraints. The cost of funds is also eliminated because it is dependent on historical interest rates and other costs of capital as well as past decisions made by us regarding the appropriate mix of capital, which may have changed or may change in the future. Acquisition costs and non-operating fees to affiliates are eliminated because they do not reflect continuing operating costs of the property owner. Depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets are eliminated because they may not accurately represent the actual change in value in our multifamily properties that result from use of the properties or changes in market conditions. While certain aspects of real property do decline in value over time in a manner that is reasonably captured by depreciation and amortization, the value of the properties as a whole have historically increased or decreased as a result of changes in overall economic conditions instead of from actual use of the property or the passage of time. Gains and losses from the sale of real property vary from property to property and are affected by market conditions at the time of sale, which will usually change from period to period. Casualty-related expenses and recoveries are excluded because they do not reflect continuing operating costs of the property owner. Entity level general and administrative expenses incurred at the properties are eliminated as they are specific to the way in which we have chosen to hold our properties and are the result of our ownership structuring. Also, expenses that are incurred upon acquisition of a property do not reflect continuing operating costs of the property owner. These gains and losses can create distortions when comparing one period to another or when comparing our operating results to the operating results of other real estate companies that have not made similarly timed purchases or sales. We believe that eliminating these items from net income is useful because the resulting measure captures the actual ongoing revenue generated and actual expenses incurred in operating our properties as well as trends in occupancy rates, rental rates and operating costs.

However, the usefulness of NOI is limited because it excludes corporate general and administrative expenses, interest expense, loss on extinguishment of debt and modification costs, acquisition costs, certain fees to affiliates such as advisory and administrative fees, depreciation and amortization expense and gains or losses from the sale of properties, and other gains and losses as determined under GAAP, the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, all of which are significant economic costs. NOI may fail to capture significant trends in these components of net income, which further limits its usefulness.

NOI is a measure of the operating performance of our properties but does not measure our performance as a whole. NOI is therefore not a substitute for net income (loss) as computed in accordance with GAAP. This measure should be analyzed in conjunction with net income (loss) computed in accordance with GAAP and discussions elsewhere in “—Results of Operations” regarding the components of net income (loss) that are eliminated in the calculation of NOI. Other companies may use different methods for calculating NOI or similarly entitled measures and, accordingly, our NOI may not be comparable to similarly entitled measures reported by other companies that do not define the measure exactly as we do.

We define “Same Store NOI” as NOI for our properties that are comparable between periods. We view Same Store NOI as an important measure of the operating performance of our properties because it allows us to compare operating results of properties owned for the entirety of the current and comparable periods and therefore eliminates variations caused by acquisitions or dispositions during the periods.

Net Operating Income for Our Q3 Same Store and Non-Same Store Properties for the Three Months Ended September 30, 2018 and 2017

There are 31 properties encompassing 11,091 units of apartment space in our same store pool for the three months ended September 30, 2018 and 2017 (our “Q3 Same Store” properties). Our Q3 Same Store properties exclude the following four properties in our Portfolio as of September 30, 2018: Atera Apartments, Cedar Pointe, Crestmont Reserve and Brandywine I & II.

The following table reflects the revenues, property operating expenses and NOI for the three months ended September 30, 2018 and 2017 for our Q3 Same Store and Non-Same Store properties (dollars in thousands):

|  | For the Three<br>Months Ended<br>September 30, |          | \$<br>Change | %<br>Change |   |
|--|--|----------|--------------|-------------|---|
|  | 2018   | 2017     |              |             |   |
| <b>Revenues</b>                                  |  |          |              |             |   |
| <b>Same Store</b>                                |  |          |              |             |   |
| Rental income                                    | \$30,130                                       | \$28,725 | \$1,405      | 4.9         | % |
| Other income                                     | 4,582  | 4,413    | 169          | 3.8         | % |
| Same Store revenues                              | 34,712   | 33,138   | 1,574        | 4.7         | % |
| <b>Non-Same Store</b>                            |  |          |              |             |   |
| Rental income                                    | 1,594  | 3,423    | (1,829)      | -53.4       | % |
| Other income                                     | 189  | 536      | (347)        | -64.7       | % |
| Non-Same Store revenues                          | 1,783  | 3,959    | (2,176)      | -55.0       | % |
| Total revenues                                   | 36,495   | 37,097   | (602)        | -1.6        | % |
| <b>Operating expenses</b>                        |  |          |              |             |   |
| <b>Same Store</b>                                |  |          |              |             |   |
| Property operating expenses (1)                  | 8,913  | 9,083    | (170)        | -1.9        | % |
| Real estate taxes and insurance                  | 4,670  | 4,493    | 177          | 3.9         | % |
| Property management fees (2)                     | 1,029  | 987      | 42           | 4.3         | % |
| Property general and administrative expenses (3) | 1,087  | 1,022    | 65           | 6.4         | % |
| Same Store operating expenses                    | 15,699   | 15,585   | 114          | 0.7         | % |
| <b>Non-Same Store</b>                            |  |          |              |             |   |
| Property operating expenses                      | 354  | 1,372    | (1,018)      | -74.2       | % |
| Real estate taxes and insurance                  | 378  | 360      | 18           | 5.0         | % |
| Property management fees (2)                     | 56   | 123      | (67)         | -54.5       | % |
| Property general and administrative expenses (4) | 49   | 145      | (96)         | -66.2       | % |
| Non-Same Store operating expenses                | 837  | 2,000    | (1,163)      | -58.2       | % |
| Total operating expenses                         | 16,536   | 17,585   | (1,049)      | -6.0        | % |
| <b>NOI</b>                                       |  |          |              |             |   |
| Same Store                                       | 19,013   | 17,553   | 1,460        | 8.3         | % |
| Non-Same Store                                   | 946  | 1,959    | (1,013)      | -51.7       | % |
| Total NOI  | \$19,959                                       | \$19,512 | \$447        | 2.3         | % |

(1) For the three months ended September 30, 2018 and 2017, excludes approximately \$36,000 and \$380,000, respectively, of casualty-related recoveries.

(2) Fees incurred to an unaffiliated third party that is an affiliate of the noncontrolling limited partner of the OP.

- (3) For the three months ended September 30, 2018 and 2017, excludes approximately \$96,000 and \$388,000, respectively, of expenses that are not reflective of the continuing operations of the properties or are incurred on our behalf at the property for expenses such as legal, professional and franchise tax fees.
- (4) For the three months ended September 30, 2018 and 2017, excludes approximately \$48,000 and \$39,000, respectively, of expenses that are not reflective of the continuing operations of the properties or are incurred on our behalf at the property for expenses such as legal, professional and franchise tax fees.

See reconciliation of net income (loss) to NOI below under “NOI and Same Store NOI for the Three and Nine Months Ended September 30, 2018 and 2017.”

### Q3 Same Store Results of Operations for the Three Months Ended September 30, 2018 and 2017

As of September 30, 2018, our Q3 Same Store properties were approximately 93.8% leased with a weighted average monthly effective rent per occupied apartment unit of \$972. As of September 30, 2017, our Q3 Same Store properties were approximately 94.0% leased with a weighted average monthly effective rent per occupied apartment unit of \$934. For our Q3 Same Store properties, we recorded the following operating results for the three months ended September 30, 2018 as compared to the three months ended September 30, 2017:

#### Revenues

**Rental income.** Rental income was \$30.1 million for the three months ended September 30, 2018 compared to \$28.7 million for the three months ended September 30, 2017, which was an increase of approximately \$1.4 million, or 4.9%. The majority of the increase is related to a 4.1% increase in the weighted average monthly effective rent per occupied apartment unit to \$972 as of September 30, 2018 from \$934 as of September 30, 2017, partially offset by a 0.2% decrease in occupancy.

**Other income.** Other income was \$4.6 million for the three months ended September 30, 2018 compared to \$4.4 million for the three months ended September 30, 2017, which was an increase of approximately \$0.2 million, or 3.8%. The majority of the increase is related to a \$0.2 million, or 18.4%, increase in administrative and application fees.

#### Expenses

**Property operating expenses.** Property operating expenses were \$8.9 million for the three months ended September 30, 2018 compared to \$9.1 million for the three months ended September 30, 2017, which was a decrease of approximately \$0.2 million, or 1.9%. The majority of the decrease is related to a \$0.2 million, or 8.9%, decrease in utility costs.

**Real estate taxes and insurance.** Real estate taxes and insurance costs were \$4.7 million for the three months ended September 30, 2018 compared to \$4.5 million for the three months ended September 30, 2017, which was an increase of approximately \$0.2 million, or 3.9%. The majority of the increase is related to a \$0.1 million, or 3.4%, increase in property taxes.

**Property management fees.** Property management fees remained flat at \$1.0 million for the three months ended September 30, 2018 compared to \$1.0 million for the three months ended September 30, 2017.

**Property general and administrative expenses.** Property general and administrative expenses were \$1.1 million for the three months ended September 30, 2018 compared to \$1.0 million for the three months ended September 30, 2017, which was an increase of approximately \$0.1 million, or 6.4%.

Net Operating Income for Our YTD Same Store and Non-Same Store Properties for the Nine Months Ended September 30, 2018 and 2017

There are 29 properties encompassing 10,123 units of apartment space in our same store pool for the nine months ended September 30, 2018 and 2017 (our “YTD Same Store” properties). Our YTD Same Store properties exclude the following six properties in our Portfolio as of September 30, 2018: Hollister Place, Rockledge Apartments, Atera Apartments, Cedar Pointe, Crestmont Reserve and Brandywine I & II.

The following table reflects the revenues, property operating expenses and NOI for the nine months ended September 30, 2018 and 2017 for our YTD Same Store and Non-Same Store properties (dollars in thousands):

|  | For the Nine Months Ended September 30, |          |           |          |   |
|--|---|----------|-----------|----------|---|
|  | 2018                                    | 2017     | \$ Change | % Change |   |
| <b>Revenues</b>                                  |   |          |           |          |   |
| <b>Same Store</b>                                |   |          |           |          |   |
| Rental income                                    | \$80,085                                | \$76,566 | \$3,519   | 4.6      | % |
| Other income                                     | 12,258                                  | 12,003   | 255       | 2.1      | % |
| Same Store revenues                              | 92,343                                  | 88,569   | 3,774     | 4.3      | % |
| <b>Non-Same Store</b>                            |   |          |           |          |   |
| Rental income                                    | 13,281                                  | 17,998   | (4,717)   | -26.2    | % |
| Other income                                     | 1,583                                   | 2,755    | (1,172)   | -42.5    | % |
| Non-Same Store revenues                          | 14,864                                  | 20,753   | (5,889)   | -28.4    | % |
| Total revenues                                   | 107,207                                 | 109,322  | (2,115)   | -1.9     | % |
| <b>Operating expenses</b>                        |   |          |           |          |   |
| <b>Same Store</b>                                |   |          |           |          |   |
| Property operating expenses (1)                  | 23,732                                  | 23,826   | (94)      | -0.4     | % |
| Real estate taxes and insurance                  | 11,955                                  | 12,406   | (451)     | -3.6     | % |
| Property management fees (2)                     | 2,773                                   | 2,659    | 114       | 4.3      | % |
| Property general and administrative expenses (3) | 3,112                                   | 3,097    | 15        | 0.5      | % |
| Same Store operating expenses                    | 41,572                                  | 41,988   | (416)     | -1.0     | % |
| <b>Non-Same Store</b>                            |   |          |           |          |   |
| Property operating expenses (4)                  | 3,309                                   | 6,136    | (2,827)   | -46.1    | % |
| Real estate taxes and insurance                  | 2,537                                   | 2,505    | 32        | 1.3      | % |
| Property management fees (2)                     | 432                                     | 621      | (189)     | -30.4    | % |
| Property general and administrative expenses (5) | 433                                     | 755      | (322)     | -42.6    | % |
| Non-Same Store operating expenses                | 6,711                                   | 10,017   | (3,306)   | -33.0    | % |
| Total operating expenses                         | 48,283                                  | 52,005   | (3,722)   | -7.2     | % |
| <b>NOI</b>                                       |   |          |           |          |   |
| Same Store                                       | 50,771                                  | 46,581   | 4,190     | 9.0      | % |
| Non-Same Store                                   | 8,153                                   | 10,736   | (2,583)   | -24.1    | % |
| Total NOI  | \$58,924                                | \$57,317 | \$1,607   | 2.8      | % |

(1)

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For the nine months ended September 30, 2018 and 2017, excludes approximately \$709,000 and \$370,000, respectively, of casualty-related recoveries.

- (2) Fees incurred to an unaffiliated third party that is an affiliate of the noncontrolling limited partner of the OP.
- (3) For the nine months ended September 30, 2018 and 2017, excludes approximately \$779,000 and \$742,000, respectively, of expenses that are not reflective of the continuing operations of the properties or are incurred on our behalf at the property for expenses such as legal, professional and franchise tax fees.
- (4) For the nine months ended September 30, 2018 and 2017, excludes approximately \$7,000 and \$19,000, respectively, of casualty-related expenses.
- (5) For the nine months ended September 30, 2018 and 2017, excludes approximately \$151,000 and \$162,000, respectively, of expenses that are not reflective of the continuing operations of the properties or are incurred on our behalf at the property for expenses such as legal, professional and franchise tax fees.

See reconciliation of net income to NOI below under “NOI and Same Store NOI for the Three and Nine Months Ended September 30, 2018 and 2017.”

YTD Same Store Results of Operations for the Nine Months Ended September 30, 2018 and 2017

As of September 30, 2018, our YTD Same Store properties were approximately 93.8% leased with a weighted average monthly effective rent per occupied apartment unit of \$958. As of September 30, 2017, our YTD Same Store properties were approximately 94.2% leased with a weighted average monthly effective rent per occupied apartment unit of \$918. For our YTD Same Store properties, we recorded the following operating results for the nine months ended September 30, 2018 as compared to the nine months ended September 30, 2017:

Revenues

Rental income. Rental income was \$80.1 million for the nine months ended September 30, 2018 compared to \$76.6 million for the nine months ended September 30, 2017, which was an increase of approximately \$3.5 million, or 4.6%. The majority of the increase is related to a 4.3% increase in the weighted average monthly effective rent per occupied apartment unit to \$958 as of September 30, 2018 from \$918 as of September 30, 2017, partially offset by a 0.4% decrease in occupancy.

Other income. Other income was \$12.3 million for the nine months ended September 30, 2018 compared to \$12.0 million for the nine months ended September 30, 2017, which was an increase of approximately \$0.3 million, or 2.1%. The majority of the increase is related to a \$0.2 million, or 6.9%, increase in administrative and application fees.

Expenses

Property operating expenses. Property operating expenses were \$23.7 million for the nine months ended September 30, 2018 compared to \$23.8 million for the nine months ended September 30, 2017, which was a decrease of approximately \$0.1 million, or 0.4%. The majority of the decrease is related to a \$0.4 million, or 6.7%, decrease in utility costs, partially offset by a \$0.2 million, or 2.3%, increase in labor costs.

Real estate taxes and insurance. Real estate taxes and insurance costs were \$12.0 million for the nine months ended September 30, 2018 compared to \$12.4 million for the nine months ended September 30, 2017, which was a decrease of approximately \$0.4 million, or 3.6%. The majority of the decrease is related to a \$0.6 million, or 5.3%, decrease in property taxes, partially offset by a \$0.1 million, or 6.7%, increase in insurance costs.

Property management fees. Property management fees were \$2.8 million for the nine months ended September 30, 2018 compared to \$2.7 million for the nine months ended September 30, 2017, which was an increase of \$0.1 million, or 4.3%. The majority of the increase is related to a \$3.5 million, or 4.6%, increase in rental income, and a \$0.3 million, or 2.1%, increase in other income, which the fee is primarily based on.

Property general and administrative expenses. Property general and administrative expenses remained flat at \$3.1 million for the nine months ended September 30, 2018 compared to \$3.1 million for the nine months ended September 30, 2017.



## NOI and Same Store NOI for the Three and Nine Months Ended September 30, 2018 and 2017

The following table, which has not been adjusted for the effects of noncontrolling interests, reconciles our NOI and our Q3 and YTD Same Store NOI for the three and nine months ended September 30, 2018 and 2017 to net income (loss), the most directly comparable GAAP financial measure (in thousands):

|   | For the Three<br>Months Ended<br>September 30,<br>2018 |          | For the Nine<br>Months Ended<br>September 30,<br>2017 |          |
|---|--|----------|---|----------|
| Net income (loss)                                     | \$(5,260 )   | \$54,076 | \$3,168   | \$60,702 |
| Adjustments to reconcile net income (loss) to NOI:    |  |          |   |          |
| Advisory and administrative fees                      | 1,885  | 1,870    | 5,586   | 5,544    |
| Corporate general and administrative expenses         | 1,932  | 1,623    | 5,731   | 4,842    |
| Casualty-related recoveries                           | (1) (36 )  | (380 )   | (702 )  | (351 )   |
| Property general and administrative expenses          | (2) 144  | 427      | 930   | 904      |
| Depreciation and amortization                         | 11,228   | 11,215   | 33,638  | 35,866   |
| Interest expense                                      | 7,119  | 8,257    | 20,739  | 22,479   |
| Loss on extinguishment of debt and modification costs | 2,947  | 914      | 3,576   | 5,717    |
| Gain on sales of real estate                          | —  | (58,490) | (13,742)  | (78,386) |
| NOI   | \$19,959   | \$19,512 | \$58,924  | \$57,317 |
| Less Non-Same Store                                   |  |          |   |          |
| Revenues  | (3) (1,783 )   | (3,959 ) | (14,864)  | (20,753) |
| Operating expenses                                    | (3) 837  | 2,000    | 6,711   | 10,017   |
| Same Store NOI  | (3)\$19,013  | \$17,553 | \$50,771  | \$46,581 |

(1) Adjustment to net income (loss) to exclude certain property operating expenses that are casualty-related recoveries.

(2) Adjustment to net income (loss) to exclude certain property general and administrative expenses that are not reflective of the continuing operations of the properties or are incurred on our behalf at the property for expenses such as legal, professional and franchise tax fees.

(3) Amounts for the three months ended September 30, 2018 and 2017 are derived from the results of operations of our Q3 Same Store and Non-Same Store properties; amounts for the nine months ended September 30, 2018 and 2017 are derived from the results of operations of our YTD Same Store and Non-Same Store properties.

## FFO, Core FFO and AFFO

We believe that net income, as defined by GAAP, is the most appropriate earnings measure. We also believe that funds from operations (“FFO”), as defined by the National Association of Real Estate Investment Trusts (“NAREIT”), core funds from operations (“Core FFO”) and adjusted funds from operations (“AFFO”) are important non-GAAP supplemental measures of operating performance for a REIT.

Since the historical cost accounting convention used for real estate assets requires depreciation except on land, such accounting presentation implies that the value of real estate assets diminishes predictably over time. However, since real estate values have historically risen or fallen with market and other conditions, presentations of operating results for a REIT that use historical cost accounting for depreciation could be less informative. Thus, NAREIT created FFO as a supplemental measure of operating performance for REITs that excludes historical cost depreciation and amortization, among other items, from net income, as defined by GAAP. FFO is defined by NAREIT as net income computed in accordance with GAAP, excluding gains or losses from real estate dispositions, plus real estate depreciation and amortization and impairment charges. We compute FFO attributable to common stockholders in accordance with NAREIT’s definition. Our presentation differs slightly in that we begin with net income (loss) before adjusting for amounts attributable to (1) noncontrolling interests in consolidated joint ventures and (2) redeemable

noncontrolling interests in the OP and we show the combined amounts attributable to such noncontrolling interests as an adjustment to arrive at FFO attributable to common stockholders.

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Core FFO makes certain adjustments to FFO, which are either not likely to occur on a regular basis or are otherwise not representative of the ongoing operating performance of our portfolio. Core FFO adjusts FFO to remove items such as acquisition expenses, losses on extinguishment of debt and modification costs (includes prepayment penalties and defeasance costs incurred on the early repayment of debt, the write-off of unamortized deferred financing costs and fair market value adjustments of assumed debt related to the early repayment of debt, costs incurred in a debt modification that are not capitalized as deferred financing costs and other costs incurred in a debt extinguishment), casualty-related expenses and recoveries, the amortization of deferred financing costs incurred in connection with obtaining short-term debt financing, the ineffective portion of fair value adjustments on interest rate derivatives designated as cash flow hedges (see Notes 2 and 7 to our consolidated financial statements), and the noncontrolling interests (as described above) related to these items. We believe Core FFO is useful to investors as a supplemental gauge of our operating performance and is useful in comparing our operating performance with other REITs that are not as involved in the aforementioned activities.

AFFO makes certain adjustments to Core FFO in order to arrive at a more refined measure of the operating performance of our portfolio. There is no industry standard definition of AFFO and practice is divergent across the industry. AFFO adjusts Core FFO to remove items such as equity-based compensation expense and the amortization of deferred financing costs incurred in connection with obtaining long-term debt financing, and the noncontrolling interests (as described above) related to these items. We believe AFFO is useful to investors as a supplemental gauge of our operating performance and is useful in comparing our operating performance with other REITs that are not as involved in the aforementioned activities.

The effect of the conversion of OP Units held by noncontrolling limited partners is not reflected in the computation of basic and diluted FFO, Core FFO and AFFO per share, as they are exchangeable for common stock on a one-for-one basis. The FFO, Core FFO and AFFO allocable to such units is allocated on this same basis and reflected in the adjustments for noncontrolling interests in the table below. As such, the assumed conversion of these units would have no net impact on the determination of diluted FFO, Core FFO and AFFO per share. See Note 9 to our consolidated financial statements for additional information.

We believe that the use of FFO, Core FFO and AFFO, combined with the required GAAP presentations, improves the understanding of operating results of REITs among investors and makes comparisons of operating results among such companies more meaningful. While FFO, Core FFO and AFFO are relevant and widely used measures of operating performance of REITs, they do not represent cash flows from operations or net income (loss) as defined by GAAP and should not be considered as an alternative or substitute to those measures in evaluating our liquidity or operating performance. FFO, Core FFO and AFFO do not purport to be indicative of cash available to fund our future cash requirements. Further, our computation of FFO, Core FFO and AFFO may not be comparable to FFO, Core FFO and AFFO reported by other REITs that do not define FFO in accordance with the current NAREIT definition or that interpret the current NAREIT definition or define Core FFO or AFFO differently than we do.

The following table reconciles our calculations of FFO, Core FFO and AFFO to net income (loss), the most directly comparable GAAP financial measure, for the three and nine months ended September 30, 2018 and 2017 (in thousands, except per share amounts):

|  | For the Three<br>Months Ended<br>September 30, |          | For the Nine<br>Months Ended<br>September 30, |          |
|--|--|----------|---|----------|
|  | 2018   | 2017     | 2018  | 2017     |
| Net income (loss)  | \$(5,260 )                                     | \$54,076 | \$3,168                                       | \$60,702 |
| Depreciation and amortization  | 11,228   | 11,215   | 33,638  | 35,866   |
| Gain on sales of real estate   | —  | (58,490) | (13,742)                                      | (78,386) |
| Adjustment for noncontrolling interests                                  | (19 )  | (21 )    | (70 )   | (1,670 ) |
| FFO attributable to common stockholders                                  | 5,949  | 6,780    | 22,994  | 16,512   |
| FFO per share - basic  | \$0.29   | \$0.32   | \$1.10  | \$0.78   |
| FFO per share - diluted  | \$0.28   | \$0.32   | \$1.08  | \$0.77   |
| Loss on extinguishment of debt and modification costs                    | 2,947  | 914      | 3,576   | 5,717    |
| Casualty-related recoveries  | (36 )  | (380 )   | (702 )  | (351 )   |
| Change in fair value on derivative instruments - ineffective portion (1) | —  | (32 )    | —   | (97 )    |
| Amortization of deferred financing costs - acquisition term notes        | —  | 197      | 21  | 323      |
| Adjustment for noncontrolling interests                                  | (9 )   | (3 )     | (9 )  | (430 )   |
| Core FFO attributable to common stockholders                             | 8,851  | 7,476    | 25,880  | 21,674   |
| Core FFO per share - basic   | \$0.43   | \$0.35   | \$1.24  | \$1.03   |
| Core FFO per share - diluted   | \$0.42   | \$0.35   | \$1.21  | \$1.01   |
| Amortization of deferred financing costs - long term debt                | 341  | 375      | 1,061   | 1,225    |
| Equity-based compensation expense  | 1,094  | 822      | 3,103   | 2,414    |
| Adjustment for noncontrolling interests                                  | (4 )   | (3 )     | (12 )   | (72 )    |
| AFFO attributable to common stockholders                                 | 10,282   | 8,670    | 30,032  | 25,241   |
| AFFO per share - basic   | \$0.49   | \$0.41   | \$1.44  | \$1.20   |
| AFFO per share - diluted   | \$0.48   | \$0.40   | \$1.41  | \$1.18   |
| Weighted average common shares outstanding - basic                       | 20,775   | 21,085   | 20,847  | 21,057   |
| Weighted average common shares outstanding - diluted                     | 21,262   | 21,453   | 21,328  | 21,407   |
| Dividends declared per common share                                      | \$0.25   | \$0.22   | \$0.75  | \$0.66   |
| FFO Coverage - diluted   | 1.12x  | 1.44x    | 1.44x   | 1.17x    |
| Core FFO Coverage - diluted  | 1.67x  | 1.58x    | 1.62x   | 1.53x    |
| AFFO Coverage - diluted  | 1.93x  | 1.84x    | 1.88x   | 1.79x    |

(1) Prior to our adoption of ASU 2017-12 on January 1, 2018, the ineffective portion of changes in the fair value of our derivatives designated as cash flow hedges was recognized directly in net income (loss) as interest expense. The adoption of ASU 2017-12 eliminates the separate measurement of effectiveness and ineffectiveness, and all changes in the fair value of derivatives that are designated as cash flow hedges are recorded directly in OCI. See Notes 2 and 7 to our consolidated financial statements for additional information.



The three months ended September 30, 2018 as compared to the three months ended September 30, 2017

FFO was \$5.9 million for the three months ended September 30, 2018 compared to \$6.8 million for the three months ended September 30, 2017, which was a decrease of approximately \$0.9 million. The change in our FFO between the periods primarily relates to an increase in loss on extinguishment and modification costs of \$2.0 million and a decrease in total revenues of \$0.6 million, partially offset by decreases in total property operating expenses of \$1.0 million and interest expense of \$1.1 million and adjustments for amounts attributable to noncontrolling interests.

Core FFO was \$8.9 million for the three months ended September 30, 2018 compared to \$7.5 million for the three months ended September 30, 2017, which was an increase of approximately \$1.4 million. The change in our Core FFO between the periods primarily relates to an increase in loss on extinguishment of debt and modification costs of \$2.0 million, partially offset by a decrease in FFO and adjustments for amounts attributable to noncontrolling interests.

AFFO was \$10.3 million for the three months ended September 30, 2018 compared to \$8.7 million for the three months ended September 30, 2017, which was an increase of approximately \$1.6 million. The change in our AFFO between the periods primarily relates to increases in Core FFO and equity-based compensation expense of \$0.3 million.

The nine months ended September 30, 2018 as compared to the nine months ended September 30, 2017

FFO was \$23.0 million for the nine months ended September 30, 2018 compared to \$16.5 million for the nine months ended September 30, 2017, which was an increase of approximately \$6.5 million. The change in our FFO between the periods primarily relates to decreases in total property operating expenses of \$4.0 million, interest expense of \$1.7 million and loss on extinguishment of debt and modification costs of \$2.1 million, partially offset by a decrease in total revenues of \$2.1 million and adjustments for amounts attributable to noncontrolling interests.

Core FFO was \$25.9 million for the nine months ended September 30, 2018 compared to \$21.7 million for the nine months ended September 30, 2017, which was an increase of approximately \$4.2 million. The change in our Core FFO between the periods primarily relates to an increase in FFO, partially offset by a \$2.1 million decrease in loss on extinguishment of debt and modification costs and adjustments for amounts attributable to noncontrolling interests.

AFFO was \$30.0 million for the nine months ended September 30, 2018 compared to \$25.2 million for the nine months ended September 30, 2017, which was an increase of approximately \$4.8 million. The change in our AFFO between the periods primarily relates to increases in Core FFO and equity-based compensation expense of \$0.7 million.

#### Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds necessary to pay for debt maturities, operating expenses and other expenditures directly associated with our multifamily properties, including:

- the repayment of the \$30 Million Bridge Facility if we are unable to extend or refinance the bridge facility;
- capital expenditures to continue our value-add program and to improve the quality and performance of our multifamily properties;
- interest expense and scheduled principal payments on outstanding indebtedness (see “—Obligations and Commitments” below);
- recurring maintenance necessary to maintain our multifamily properties;
- distributions necessary to qualify for taxation as a REIT;

- advisory and administrative fees payable to our Adviser;
- general and administrative expenses;
- reimbursements to our Adviser; and
- property management fees payable to BH.

We expect to meet our short-term liquidity requirements generally through net cash provided by operations and existing cash balances. We intend to pay the outstanding principal balance of the \$30 Million Bridge Facility with proceeds from the sale of our property classified as held for sale as of September 30, 2018 or cash on hand. As of September 30, 2018, we had approximately \$2.5 million of renovation value-add reserves for our planned capital expenditures to implement our value-add program. Renovation value-add reserves are not required to be held in escrow by a third party. We may reallocate these funds, at our discretion, to pursue other investment opportunities or meet our short-term liquidity requirements.

Our long-term liquidity requirements consist primarily of funds necessary to pay for the costs of acquiring additional multifamily properties, renovations and other capital expenditures to improve our multifamily properties and scheduled debt payments and distributions. We expect to meet our long-term liquidity requirements through various sources of capital, which may include a revolving credit facility and future debt or equity issuances, existing working capital, net cash provided by operations, long-term mortgage indebtedness and other secured and unsecured borrowings, and property dispositions. However, there are a number of factors that may have a material adverse effect on our ability to access these capital sources, including the state of overall equity and credit markets, our degree of leverage, our unencumbered asset base and borrowing restrictions imposed by lenders (including as a result of any failure to comply with financial covenants in our existing and future indebtedness), general market conditions for REITs, our operating performance and liquidity, market perceptions about us and restrictions on sales under the Code. The success of our business strategy will depend, in part, on our ability to access these various capital sources.

In addition to our value-add program, our multifamily properties will require periodic capital expenditures and renovation to remain competitive. Also, acquisitions, redevelopments, or expansions of our multifamily properties will require significant capital outlays. Long-term, we may not be able to fund such capital improvements solely from net cash provided by operations because we must distribute annually at least 90% of our REIT taxable income, determined without regard to the deductions for dividends paid and excluding net capital gains, to qualify and maintain our qualification as a REIT, and we are subject to tax on any retained income and gains. As a result, our ability to fund capital expenditures, acquisitions, or redevelopment through retained earnings long-term is limited. Consequently, we expect to rely heavily upon the availability of debt or equity capital for these purposes. If we are unable to obtain the necessary capital on favorable terms, or at all, our financial condition, liquidity, results of operations, and prospects could be materially and adversely affected.

We believe that our available cash, expected operating cash flows, and potential debt or equity financings will provide sufficient funds for our operations, anticipated scheduled debt service payments and dividend requirements for the twelve-month period following September 30, 2018.

#### Cash Flows

The following table presents selected data from our consolidated statements of cash flows for the nine months ended September 30, 2018 and 2017 (in thousands):

|   | For the Nine Months<br>Ended September 30, |           |
|---|--|-----------|
|   | 2018                                       | 2017      |
| Net cash provided by operating activities           | \$30,452                                   | \$27,499  |
| Net cash provided by (used in) investing activities | (123,984)                                  | 67,618    |
| Net cash provided by (used in) financing activities | 95,861                                     | (28,266)  |
| Net increase in cash and restricted cash            | 2,329                                      | 66,851    |
| Cash and restricted cash, beginning of period       | 43,248                                     | 55,261    |
| Cash and restricted cash, end of period             | \$45,577                                   | \$122,112 |

Cash flows from operating activities. During the nine months ended September 30, 2018, net cash provided by operating activities was \$30.5 million compared to net cash provided by operating activities of \$27.5 million for the nine months ended September 30, 2017. The change in cash flows from operating activities was mainly due to decreases in total property operating expenses, prepayment penalties and defeasance costs and debt modification and other extinguishment costs paid, partially offset by a decrease in total revenues and changes in operating assets and liabilities.



Cash flows from investing activities. During the nine months ended September 30, 2018, net cash used in investing activities was \$124.0 million compared to net cash provided by investing activities of \$67.6 million for the nine months ended September 30, 2017. The change in cash flows from investing activities was mainly due to a decrease in net proceeds from sales of real estate. We sold one property for net proceeds of approximately \$29.6 million during the period in 2018; we sold nine properties for net proceeds of approximately \$224.4 million during the period in 2017.

Cash flows from financing activities. During the nine months ended September 30, 2018, net cash provided by financing activities was \$95.9 million compared to net cash used in financing activities of \$28.3 million for the nine months ended September 30, 2017. The change in cash flows from financing activities was mainly due to a net increase in debt of approximately \$77.5 million between the periods and the \$51.7 million purchase amount of the BH Buyout during the period in 2017 (see Note 10 to our consolidated financial statements), partially offset by an increase in common stock repurchases of approximately \$8.3 million.

## Debt, Derivatives and Hedging Activity

## Mortgage Debt

As of September 30, 2018, our subsidiaries had aggregate mortgage debt outstanding to third parties of approximately \$845.9 million at a weighted average interest rate of 3.83% and an adjusted weighted average interest rate of 3.13%. For purposes of calculating the adjusted weighted average interest rate of our mortgage debt outstanding, we have included the weighted average fixed rate of 1.3388% for one-month LIBOR on our combined \$650.0 million notional amount of interest rate swap agreements, which effectively fix the interest rate on \$650.0 million of our floating rate mortgage debt. See Notes 6 and 7 to our consolidated financial statements for additional information.

We have entered into and expect to continue to enter into interest rate swap and cap agreements with various third parties to fix or cap the floating interest rates on a majority of our floating rate mortgage debt outstanding. The interest rate swap agreements generally have a term of four to five years and effectively establish a fixed interest rate on debt on the underlying notional amounts. The interest rate swap agreements involve the receipt of variable-rate amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. As of September 30, 2018, interest rate swap agreements effectively covered \$650.0 million, or 80%, of our \$808.1 million of floating rate mortgage debt outstanding.

The interest rate cap agreements generally have a term of three to four years, cover the outstanding principal amount of the underlying debt and are generally required by our lenders. Under the interest rate cap agreements, we pay a fixed fee in exchange for the counterparty to pay any interest above a maximum rate. As of September 30, 2018, interest rate cap agreements covered \$382.1 million of our \$808.1 million of floating rate mortgage debt outstanding. These interest rate cap agreements effectively cap one-month LIBOR on \$382.1 million of our floating rate mortgage debt at a weighted average rate of 5.47%.

Refinancings. During the nine months ended September 30, 2018, we refinanced mortgages on seven properties, as detailed in the table below (dollars in thousands). See Note 6 to our consolidated financial statements for additional information.

| Property Name                  | Date of Refinance | Accounting Treatment | Write-off of Deferred Financing Costs (1) | Capitalized Deferred Financing Costs | Prepayment Penalties and Defeasance Costs (1) | Debt Modification and Other Extinguishments Costs (1) | Reduction in Spread (in basis points) (2) |     |
|--------------------------------|-------------------|----------------------|---|--------------------------------------|---|---|---|-----|
| Belmont at Duck Creek          | 6/1/2018          | Extinguishment       | \$ —                                      | (3)\$ 293                            | \$ —  | \$ —  | 103                                       | (4) |
| Sabal Palm at Lake Buena Vista | 8/20/2018         | Extinguishment       | 228                                       | 442                                  | 371   | —   | 51  |     |
| Abbingtion Heights             | 8/21/2018         | Extinguishment       | —   | 105                                  | 446   | 202   | 28  | (4) |
| Beechwood Terrace              | 8/31/2018         | Extinguishment       | 405                                       | 100                                  | 202   | 196   | 24  |     |
| Timber Creek                   | 9/28/2018         | Extinguishment       | 151                                       | 296                                  | 191   | —   | 56  |     |
| Radbourne Lake                 | 9/28/2018         | Extinguishment       | 144                                       | 266                                  | 189   | —   | 52  |     |
| Hollister Place                | 9/28/2018         | Modification         | —   | 141                                  | 135   | 87  | 90  |     |
|                                |                   |                      | \$ 928                                    | \$ 1,643                             | \$ 1,534                                      | \$ 485  | 54  | (5) |

(1)

Included in loss on extinguishment of debt and modification costs on the accompanying consolidated statements of operations and comprehensive income (loss).

- (2) For previous floating rate mortgages, represents the reduction in the borrowing spread from the previous mortgage to the current mortgage. For previous fixed-rate mortgages, represents the reduction in the borrowing rate from the previous mortgage to the current mortgage (using one-month LIBOR as of September 30, 2018).
- (3) There were no existing deferred financing costs related to the prior fixed rate mortgage. We wrote-off the unamortized fair market value adjustment as of June 1, 2018, a premium of less than \$0.1 million, related to the prior fixed rate mortgage, which is recorded in loss on extinguishment of debt and modification costs on the accompanying consolidated statements of operations and comprehensive income (loss).
- (4) Previous mortgage was a fixed-rate loan.
- (5) Represents the weighted average reduction in the borrowing spreads.

We intend to invest in additional multifamily properties as suitable opportunities arise and adequate sources of equity and debt financing are available. We expect that future investments in properties, including any improvements or renovations of current or newly acquired properties, will depend on and will be financed by, in whole or in part, our existing cash, future borrowings and the proceeds from additional issuances of common stock or other securities or property dispositions.

Although we expect to be subject to restrictions on our ability to incur indebtedness, we expect that we will be able to refinance existing indebtedness or incur additional indebtedness for acquisitions or other purposes, if needed. However, there can be no assurance that we will be able to refinance our indebtedness, incur additional indebtedness or access additional sources of capital, such as by issuing common stock or other debt or equity securities, on terms that are acceptable to us or at all.

Furthermore, following the completion of our value-add and capital expenditures programs and depending on the interest rate environment at the applicable time, we may seek to refinance our floating rate debt into longer-term fixed rate debt at lower leverage levels.

#### \$60 Million Credit Facility

On December 29, 2016, we, through the OP, entered into a \$30.0 million credit facility (the “\$30 Million Credit Facility”) with KeyBank National Association (“KeyBank”). On April 27, 2018, we, through the OP, amended the \$30 Million Credit Facility to temporarily increase the loan commitment by \$5.0 million (the “Temporary Increase”) and immediately drew \$5.0 million. The \$5.0 million drawn under the Temporary Increase was repaid in full on July 25, 2018.

On September 26, 2018, we, through the OP, repaid the \$30.0 million outstanding under the \$30 Million Credit Facility and amended the loan agreement, extending the maturity date to September 26, 2020 and increasing the loan commitment to \$60.0 million (the “\$60 Million Credit Facility”). We, through the OP, immediately drew \$50.0 million to fund a portion of the purchase price of Brandywine I & II and Crestmont Reserve. The \$60 Million Credit Facility is a full-term, interest-only facility, has one 12-month extension option, bears interest at a rate of one-month LIBOR plus 2.00% and is guaranteed by us. As of September 30, 2018, we had \$50.0 million outstanding under the \$60 Million Credit Facility. See Notes 5 and 6 to our consolidated financial statements for additional information.

#### \$30 Million Bridge Facility

On September 26, 2018, we, through the OP, entered into a \$30.0 million bridge facility (the “\$30 Million Bridge Facility”) with KeyBank and immediately drew \$30.0 million to fund a portion of the purchase price of Brandywine I & II and Crestmont Reserve. The \$30 Million Bridge Facility is a full-term, interest-only facility, bears interest at a rate of one-month LIBOR plus 2.00%, has a maturity date of March 26, 2019 and is guaranteed by us. As of September 30, 2018, we had \$30.0 million outstanding under the \$30 Million Bridge Facility. See Notes 5 and 6 to our consolidated financial statements for additional information.

#### 2017 Bridge Facility

On June 30, 2017, we, through the OP, entered into a \$65.9 million bridge facility (the “2017 Bridge Facility”) with KeyBank. The 2017 Bridge Facility was a full-term, interest-only facility with an initial four-month term (see below). The 2017 Bridge Facility was guaranteed by us. Interest accrued on the 2017 Bridge Facility at an interest rate of one-month LIBOR plus 3.75%.

In July 2017, we used proceeds from the sale of Regatta Bay to pay down \$11.3 million on the 2017 Bridge Facility. In October 2017, we used proceeds from the sale of four properties to pay down \$46.0 million on the 2017 Bridge Facility, bringing the outstanding principal balance to \$8.6 million, and also extended the maturity date to March 31, 2018.

In February 2018, we used proceeds from the sale of Timberglenn to pay the remaining \$8.6 million outstanding on the 2017 Bridge Facility, which retired the bridge facility. See Note 6 to our consolidated financial statements for

additional information.

#### Interest Rate Swap Agreements

In order to fix a portion of, and mitigate the risk associated with, our floating rate indebtedness (without incurring substantial prepayment penalties or defeasance costs typically associated with fixed rate indebtedness when repaid early or refinanced), we, through the OP, have entered into seven interest rate swap transactions with KeyBank, or the Counterparty, with a combined notional amount of \$650.0 million. As of September 30, 2018, the interest rate swaps we have entered into effectively replace the floating interest rate (one-month LIBOR) with respect to \$650.0 million of our floating rate mortgage debt outstanding with a weighted average fixed rate of 1.3388%. During the term of these interest rate swap agreements, we are required to make monthly fixed rate payments of 1.3388%, on a weighted average basis, on the notional amounts, while the Counterparty is obligated to make monthly floating rate payments based on one-month LIBOR to us referencing the same notional amounts. For purposes of hedge accounting under FASB ASC 815, Derivatives and Hedging, we have designated these interest rate swaps as cash flow hedges of interest rate risk. See Notes 6 and 7 to our consolidated financial statements for additional information.

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The following table contains summary information regarding our outstanding interest rate swaps (dollars in thousands):

| Effective Date    | Termination Date | Notional   | Fixed Rate (1) |
|-------------------|------------------|------------|----------------|
| July 1, 2016      | June 1, 2021     | \$ 100,000 | 1.1055%        |
| July 1, 2016      | June 1, 2021     | 100,000    | 1.0210%        |
| July 1, 2016      | June 1, 2021     | 100,000    | 0.9000%        |
| September 1, 2016 | June 1, 2021     | 100,000    | 0.9560%        |
| April 1, 2017     | April 1, 2022    | 100,000    | 1.9570%        |
| May 1, 2017       | April 1, 2022    | 50,000     | 1.9610%        |
| July 1, 2017      | July 1, 2022     | 100,000    | 1.7820%        |
|                   |                  | \$650,000  | 1.3388% (2)    |

(1) The floating rate option for the interest rate swaps is one-month LIBOR. As of September 30, 2018, one-month LIBOR was 2.2606%.

(2) Represents the weighted average fixed rate of the interest rate swaps.

Obligations and Commitments

The following table summarizes our contractual obligations and commitments as of September 30, 2018 for the next five calendar years subsequent to September 30, 2018. We used one-month LIBOR as of September 30, 2018 to calculate interest expense due by period on our floating rate debt and net interest expense due by period on our interest rate swaps.

|   | Payments Due by Period (in thousands) |                |                 |                 |                 |                  |                  |
|---|---------------------------------------|----------------|-----------------|-----------------|-----------------|------------------|------------------|
|   | Total                                 | 2018           | 2019            | 2020            | 2021            | 2022             | Thereafter       |
| <b>Operating Properties Mortgage Debt</b>   |                                       |                |                 |                 |                 |                  |                  |
| Principal payments                          | \$832,500                             | \$ 175         | \$ 716          | \$ 744          | \$ 782          | \$ 817           | \$ 829,266       |
| Interest expense (1)                        | 177,994                               | 6,607          | 26,191          | 26,248          | 29,133          | 31,812           | 58,003           |
| <b>Total</b>                                | <b>\$1,010,494</b>                    | <b>\$6,782</b> | <b>\$26,907</b> | <b>\$26,992</b> | <b>\$29,915</b> | <b>\$32,629</b>  | <b>\$887,269</b> |
| <b>Held For Sale Property Mortgage Debt</b> |                                       |                |                 |                 |                 |                  |                  |
| Principal payments                          | \$ 13,445                             | \$ 56          | \$ 207          | \$ 205          | \$ 219          | \$ 12,758        | \$ —             |
| Interest expense                            | 1,889                                 | 150            | 588             | 581             | 570             | —                | —                |
| <b>Total</b>                                | <b>\$ 15,334</b>                      | <b>\$ 206</b>  | <b>\$ 795</b>   | <b>\$ 786</b>   | <b>\$ 789</b>   | <b>\$ 12,758</b> | <b>\$ —</b>      |
| <b>Credit and Bridge Facilities</b>         |                                       |                |                 |                 |                 |                  |                  |
| Principal payments (2)                      | \$80,000                              | \$ —           | \$ 30,000       | \$ 50,000       | \$ —            | \$ —             | \$ —             |
| Interest expense                            | 4,929                                 | 870            | 2,464           | 1,595           | —               | —                | —                |
| <b>Total</b>                                | <b>\$84,929</b>                       | <b>\$870</b>   | <b>\$32,464</b> | <b>\$51,595</b> | <b>\$ —</b>     | <b>\$ —</b>      | <b>\$ —</b>      |

Total contractual obligations and commitments \$1,110,757 \$7,858 \$60,166 \$79,373 \$30,704 \$45,387 \$887,269

(1) Interest expense obligations includes the impact of expected settlements on interest rate swaps which have been entered into in order to fix the interest rate on the hedged portion of our floating rate debt obligations. As of September 30, 2018, we had entered into seven interest rate swap transactions with a combined notional amount of \$650.0 million. We have allocated the total impact of expected settlements on the \$650.0 million notional amount of interest rate swaps to 'Operating Properties Mortgage Debt.' We used one-month LIBOR as of September 30, 2018 to determine our expected settlements through the terms of the interest rate swaps.

(2) The \$30 Million Bridge Facility, which had \$30.0 million outstanding as of September 30, 2018, is scheduled to mature on March 26, 2019. The \$60 Million Credit Facility, which had \$50.0 million outstanding as of September 30, 2018, is scheduled to mature on September 26, 2020. The \$60 Million Credit Facility has one 12-month extension option, at our election.

#### Capital Expenditures and Value-Add Program

We anticipate incurring average annual repairs and maintenance expense of \$575 to \$725 per apartment unit in connection with the ongoing operations of our business. These expenditures are expensed as incurred. In addition, we reserve, on average, approximately \$250 to \$350 per apartment unit for non-recurring capital expenditures and/or lender required replacement reserves. When incurred, these expenditures are either capitalized or expensed, in accordance with GAAP, depending on the type of the expenditure. Although we will continuously monitor the adequacy of this average, we believe these figures to be sufficient to maintain the properties at a high level in the markets in which we operate. A majority of the properties in our Portfolio were underwritten and

acquired with the premise that we would invest \$4,000 to \$10,000 per unit in the first 36 months of ownership, in an effort to add value to the asset's exterior and interiors. In most cases, we reserved cash at closing to fund these planned capital expenditures and value-add improvements. As of September 30, 2018, we had approximately \$2.5 million of renovation value-add reserves for our planned capital expenditures and other expenses to implement our value-add program, which will complete approximately 400 planned interior rehabs. The following table sets forth a summary of our capital expenditures related to our value-add program for the three and nine months ended September 30, 2018 and 2017 (in thousands):

|                          | For the Three<br>Months Ended<br>September 30, |         | For the Nine<br>Months Ended<br>September 30, |          |
|--------------------------|--|---------|---|----------|
| Rehab Expenditures       | 2018   | 2017    | 2018  | 2017     |
| Interior                 | (1)\$2,582                                     | \$1,883 | \$6,138                                       | \$6,647  |
| Exterior and common area | 2,322  | 1,166   | 7,314   | 5,067    |
| Total rehab expenditures | \$4,904  | \$3,049 | \$13,452                                      | \$11,714 |

(1) Includes total capital expenditures during the period on completed and in-progress interior rehabs. For the three months ended September 30, 2018 and 2017, we completed full and partial interior rehabs on 439 and 422 units, respectively. For the nine months ended September 30, 2018 and 2017, we completed full and partial interior rehabs on 1,116 and 1,253 units, respectively.

#### Freddie Mac Multifamily Green Advantage

In order to obtain more favorable pricing on our mortgage debt financing with Freddie Mac, we have decided to participate in Freddie Mac's new Multifamily Green Advantage program (the "Green Program"). In the second quarter of 2017, we escrowed approximately \$4.2 million to finance smarter, greener property improvements at 18 of our properties, which is expected to be completed by the end of 2018. In connection with the three acquisitions and seven refinancings we completed in 2018, we escrowed approximately \$1.2 million related to the Green Program. Since the inception of the Green Program through September 30, 2018, we had spent approximately \$1.9 million on green improvements. We expect to spend approximately \$0.7 million on green improvements in the fourth quarter of 2018. We expect to reduce water/sewer costs at each property where the Green Program is implemented by at least 15% through the replacement of showerheads, plumbing fixtures and toilets with modern energy efficient upgrades. See Notes 5 and 6 to our consolidated financial statements for additional information.

#### Emerging Growth Company

Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 13(a) of the Exchange Act, for complying with new or revised accounting standards applicable to public companies. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of this extended transition period. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates for such new or revised standards. We may elect to comply with public company effective dates at any time, and such election would be irrevocable pursuant to Section 107(b) of the JOBS Act.

We could remain an "emerging growth company" until the earliest of (1) the last day of the fiscal year following the fifth anniversary of becoming a public company, (2) the last day of the first fiscal year in which we have total annual gross revenue of \$1.07 billion or more, (3) the date on which we are deemed to be a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act (which would occur if the market value of our common stock held by non-affiliates exceeds \$700 million, measured as of the last business day of our most recently completed second fiscal quarter, and we have been publicly reporting for at least 12 months) or (4) the date on which we have, during the



preceding three year period, issued more than \$1.0 billion in non-convertible debt.

#### Income Taxes

We anticipate that we will continue to qualify to be taxed as a REIT for U.S. federal income tax purposes, and we intend to continue to be organized and to operate in a manner that will permit us to qualify as a REIT. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our annual REIT taxable income to stockholders. As a REIT, we will be subject to federal income tax on our undistributed REIT taxable income and net capital gain and to a 4% nondeductible excise tax on any amount by which distributions we pay with respect to any calendar year are less than the sum of (1) 85% of our ordinary income, (2) 95% of our capital gain net income and (3) 100% of our undistributed income from prior years. Taxable income from certain non-REIT activities is managed through a TRS and is subject to applicable federal, state, and local income and margin taxes. We had no significant taxes associated with our TRS for the nine months ended September 30, 2018 and 2017.

If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate income tax rates, and dividends paid to our stockholders would not be deductible by us in computing taxable income. Any resulting corporate liability could be substantial and could materially and adversely affect our net income and net cash available for distribution to stockholders. Unless we were entitled to relief under certain Code provisions, we also would be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year in which we failed to qualify to be taxed as a REIT.

We evaluate the accounting and disclosure of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax positions are “more-likely-than-not” (greater than 50 percent probability) of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax benefit or expense in the current year. Our management is required to analyze all open tax years, as defined by the statute of limitations, for all major jurisdictions, which include federal and certain states. We have no examinations in progress and none are expected at this time.

We recognize our tax positions and evaluate them using a two-step process. First, we determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Second, we will determine the amount of benefit to recognize and record the amount that is more likely than not to be realized upon ultimate settlement.

We had no material unrecognized tax benefit or expense, accrued interest or penalties as of September 30, 2018. Our subsidiaries and we are subject to federal income tax as well as income tax of various state and local jurisdictions. The 2017, 2016 and 2015 tax years remain open to examination by tax jurisdictions to which our subsidiaries and we are subject. When applicable, we recognize interest and/or penalties related to uncertain tax positions on our consolidated statements of operations and comprehensive income (loss).

## Dividends

We intend to make regular quarterly dividend payments to holders of our 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. As a REIT, we will be subject to federal income tax on our undistributed REIT taxable income and net capital gain and to a 4% nondeductible excise tax on any amount by which distributions we pay with respect to any calendar year are less than the sum of (1) 85% of our ordinary income, (2) 95% of our capital gain net income and (3) 100% of our undistributed income from prior years. We intend to make regular quarterly dividend payments of all or substantially all of our taxable income to holders of our common stock out of assets legally available for this purpose, if and to the extent authorized by our Board. Before we make any dividend payments, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating requirements and debt service on our debt payable. If our cash available for distribution is less than our taxable income, we could be required to sell assets, borrow funds or raise additional capital to make cash dividends or we may make a portion of the required dividend in the form of a taxable distribution of stock or debt securities.

We will make dividend payments based on our estimate of taxable earnings per share of common stock, but not earnings calculated pursuant to GAAP. Our dividends and taxable income and GAAP earnings will typically differ due to items such as depreciation and amortization, fair value adjustments, differences in premium amortization and discount accretion, and non-deductible general and administrative expenses. Our quarterly dividends per share may be substantially different than our quarterly taxable earnings and GAAP earnings per share. Our Board declared our third quarterly dividend of 2018 of \$0.25 per share on July 30, 2018, which was paid on September 28, 2018 and funded out of cash flows from operations.

### Off-Balance Sheet Arrangements

As of September 30, 2018 and December 31, 2017, we had no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### Significant Accounting Policies and Critical Accounting Estimates

Our significant accounting policies are those having the most impact on the reporting of our financial condition and results and those requiring significant judgments and estimates. These policies include those related to: (1) revenue recognition and (2) real estate investments, capital expenditures and impairment.

Our significant accounting policies are disclosed in Note 2 “Summary of Significant Accounting Policies” to our consolidated financial statements.

## Inflation

The real estate market has not been affected significantly by inflation in the past several years due to a relatively low inflation rate. The majority of our lease terms are for a period of one year or less and reset to market if renewed. The majority of our leases also contain protection provisions applicable to reimbursement billings for utilities. Should inflation return, due to the short-term nature of our leases, we do not believe our results will be materially affected.

Inflation may also affect the overall cost of debt, as the implied cost of capital increases. Currently, interest rates are less than historical averages. However, if the Federal Reserve institutes new monetary policies, tightening credit in response to or in anticipation of inflation concerns, interest rates could rise. We intend to mitigate these risks through long-term fixed interest rate loans and interest rate hedges, which to date have included interest rate cap and interest rate swap agreements.

## REIT Tax Election

We have elected to be taxed as a REIT under Sections 856 through 860 of the Code and expect to continue to qualify as a REIT. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement that we distribute at least 90% of our "REIT taxable income," as defined by the Code, to our stockholders. Taxable income from certain non-REIT activities is managed through a TRS and is subject to applicable federal, state, and local income and margin taxes. We had no significant taxes associated with our TRS for the nine months ended September 30, 2018 and 2017. We believe we qualify for taxation as a REIT under the Code, and we intend to continue to operate in such a manner, but no assurance can be given that we will operate in a manner so as to qualify as a REIT.

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

Market risk is the adverse effect on the value of assets and liabilities that results from a change in market conditions. Our primary market risk exposure is interest rate risk with respect to our indebtedness and counterparty credit risk with respect to our interest rate derivatives. In order to minimize counterparty credit risk, we enter into and expect to enter into hedging arrangements only with major financial institutions that have high credit ratings. As of September 30, 2018, we had total indebtedness of \$925.9 million at a weighted average interest rate of 3.87%, of which \$888.1 million was debt with a floating interest rate. The interest rate swap agreements we have entered into effectively fix the interest rate on \$650.0 million, or 80%, of our \$808.1 million of floating rate mortgage debt outstanding (see below). As of September 30, 2018, the adjusted weighted average interest rate of our total indebtedness was 3.20%. For purposes of calculating the adjusted weighted average interest rate of the total indebtedness, we have included the weighted average fixed rate of 1.3388% for one-month LIBOR on the \$650.0 million notional amount of interest rate swap agreements that we have entered into as of September 30, 2018, which effectively fix the interest rate on \$650.0 million of our floating rate mortgage debt outstanding.

An increase in interest rates could make the financing of any acquisition by us costlier. Rising interest rates could also limit our ability to refinance our debt when it matures or cause us to pay higher interest rates upon refinancing and increase interest expense on refinanced indebtedness. We may manage, or hedge, interest rate risks related to our borrowings by means of interest rate cap and interest rate swap agreements. As of September 30, 2018, the interest rate cap agreements we have entered into effectively cap one-month LIBOR on \$382.1 million of our floating rate mortgage debt at a weighted average rate of 5.47% for the term of the agreements, which is generally 3 to 4 years. We also expect to manage our exposure to interest rate risk by maintaining a mix of fixed and floating rates for our indebtedness.

In order to fix a portion of, and mitigate the risk associated with, our floating rate indebtedness (without incurring substantial prepayment penalties or defeasance costs typically associated with fixed rate indebtedness when repaid early or refinanced), we, through the OP, have entered into seven interest rate swap transactions with the Counterparty with a combined notional amount of \$650.0 million. The interest rate swaps we have entered into effectively replace the floating interest rate (one-month LIBOR) with respect to that amount with a weighted average fixed rate of 1.3388%. During the term of these interest rate swap agreements, we are required to make monthly fixed rate payments of 1.3388%, on a weighted average basis, on the notional amounts, while the Counterparty is obligated to make monthly floating rate payments based on one-month LIBOR to us referencing the same notional amounts. We have designated these interest rate swaps as cash flow hedges of interest rate risk.

Until our interest rates reach the caps provided by our interest rate cap agreements, each quarter point change in LIBOR would result in an approximate increase to annual interest expense costs on our floating rate indebtedness, reduced by any payments due from the Counterparty under the terms of the interest rate swap agreements we had entered into as of September 30, 2018, of the amounts illustrated in the table below for our indebtedness as of September 30, 2018 (dollars in thousands):

| Change in Interest Rates | Annual Increase to Interest Expense |
|--------------------------|-------------------------------------|
| 0.25%                    | \$ 600                              |
| 0.50%                    | 1,200                               |
| 0.75%                    | 1,800                               |
| 1.00%                    | 2,400                               |

There is no assurance that we would realize such expense as such changes in interest rates could alter our liability positions or strategies in response to such changes.

We may also be exposed to credit risk in the derivative financial instruments we use. Credit risk is the failure of the counterparty to perform under the terms of the derivative financial instruments. If the fair value of a derivative financial instrument is positive, the counterparty will owe us, which creates credit risk for us. If the fair value of a derivative financial instrument is negative, we will owe the counterparty and, therefore, do not have credit risk. We seek to minimize the credit risk in derivative financial instruments by entering into transactions with major financial institutions that have high credit ratings.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) and Rule 15d-15(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), our management, including our President and Chief Financial Officer, evaluated, as of September 30, 2018, the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e) and Rule 15d-15(e). Based on that evaluation, our President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2018, to provide reasonable assurance that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the Exchange Act and is accumulated and communicated to management, including the President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

We believe, however, that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls systems are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud or error, if any, within a company have been detected.

##### Changes in Internal Control over Financial Reporting

There has been no change in internal control over financial reporting that occurred during the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

## Item 1. Legal Proceedings

None.

## Item 1A. Risk Factors

We have disclosed under Part I, Item 1A, “Risk Factors” in our Annual Report, filed with the SEC on February 15, 2018, risk factors which materially affect our business, financial condition or results of operations. There have been no material changes from the risk factors previously disclosed. You should carefully consider the risk factors set forth in the Annual Report and the other information set forth elsewhere in this quarterly report on Form 10-Q. You should be aware that these risk factors and other information may not describe every risk facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

## Repurchase of Shares

On June 15, 2016, our Board authorized us to repurchase an indeterminate number of shares of our common stock at an aggregate market value of up to \$30 million during a two-year period that was set to expire on June 15, 2018 (the “Share Repurchase Program”). On April 30, 2018, our Board increased the Share Repurchase Program to up to \$40.0 million and extended it by an additional two years to June 15, 2020. The following table provides information on our purchases of equity securities during the three months ended September 30, 2018:

| Period                     | Total Number<br>of Shares Purchased | Average Price<br>Paid Per Share | Total<br>Number of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans or<br>Programs | Approximate<br>Dollar Value<br>of Shares<br>that may yet<br>be<br>Purchased<br>under the<br>Plans or<br>Programs (in<br>millions) |
|----------------------------|-------------------------------------|---------------------------------|--|---|
| Beginning Balance          | 737,458                             | \$ 22.64                        | 737,458  | \$ 23.3   |
| July 1 – July 31           | —                                   | —                               | —  | 23.3  |
| August 1 – August 31       | —                                   | —                               | —  | 23.3  |
| September 1 – September 30 | —                                   | —                               | —  | 23.3  |

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|                                  |         |          |         |         |
|----------------------------------|---------|----------|---------|---------|
| Balance as of September 30, 2018 | 737,458 | \$ 22.64 | 737,458 | \$ 23.3 |
|----------------------------------|---------|----------|---------|---------|

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

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Item 6. Exhibits

EXHIBIT INDEX

Exhibit Number Exhibit Description

|          |   |
|----------|---|
| 31.1*    | <u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>   |
| 31.2*    | <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>   |
| 32.1+    | <u>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</u> |
| 101.INS* | XBRL Instance Document  |
| 101.SCH* | XBRL Taxonomy Extension Schema Document   |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document  |

\* Filed herewith.

+Furnished herewith.

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SIGNATURES

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

NEXPOINT RESIDENTIAL TRUST, INC.

| Signature                      | Title   | Date             |
|--------------------------------|---|------------------|
| /s/ Jim Dondero<br>Jim Dondero | President<br>(Principal Executive Officer)  | November 2, 2018 |
| /s/ Brian Mitts<br>Brian Mitts | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) | November 2, 2018 |