

RAMCO GERSHENSON PROPERTIES TRUST  
Form 10-Q  
November 01, 2018

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

FORM 10-Q

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

For the quarterly period ended September 30, 2018

Commission file number 1-10093

RAMCO-GERSHENSON PROPERTIES TRUST  
(Exact name of registrant as specified in its charter)

MARYLAND 13-6908486  
(State of other jurisdiction of incorporation or organization) (I.R.S Employer Identification Numbers)

31500 Northwestern Highway, Suite 300 48334  
Farmington Hills, Michigan  
(Address of principal executive offices) (Zip Code)

248-350-9900  
(Registrant's 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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

Yes  No

Number of common shares of beneficial interest (\$0.01 par value) of the registrant outstanding as of October 26, 2018: 80,153,381

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## PART 1 – FINANCIAL INFORMATION

## Item 1. Unaudited Condensed Consolidated Financial Statements

RAMCO-GERSHENSON PROPERTIES TRUST  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except per share amounts)

	September 30, 2018	December 31, 2017
	(unaudited)	
<b>ASSETS</b>		
Income producing properties, at cost:		
Land	\$ 397,344	\$ 397,935
Buildings and improvements	1,785,555	1,732,844
Less accumulated depreciation and amortization	(393,636	) (351,632 )
Income producing properties, net	1,789,263	1,779,147
Construction in progress and land available for development or sale	59,692	58,243
Net real estate	1,848,955	1,837,390
Equity investments in unconsolidated joint ventures	1,556	3,493
Cash and cash equivalents	16,719	8,081
Restricted cash and escrows	3,017	4,810
Accounts receivable (net of allowance for doubtful accounts of \$937 and \$1,374 as of September 30, 2018 and December 31, 2017, respectively)	25,622	26,145
Acquired lease intangibles, net	47,676	59,559
Other assets, net	99,958	90,916
<b>TOTAL ASSETS</b>	<b>\$ 2,043,503</b>	<b>\$ 2,030,394</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Notes payable, net	\$ 1,047,113	\$ 999,215
Capital lease obligation	1,022	1,022
Accounts payable and accrued expenses	59,433	56,750
Acquired lease intangibles, net	50,770	60,197
Other liabilities	8,494	8,375
Distributions payable	19,725	19,666
<b>TOTAL LIABILITIES</b>	<b>1,186,557</b>	<b>1,145,225</b>
Commitments and Contingencies		
Ramco-Gershenson Properties Trust ("RPT") Shareholders' Equity:		
Preferred shares, \$0.01 par, 2,000 shares authorized: 7.25% Series D Cumulative Convertible Perpetual Preferred Shares, (stated at liquidation preference \$50 per share), 1,849 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	92,427	92,427
Common shares of beneficial interest, \$0.01 par, 120,000 shares authorized, 79,719 and 79,366 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	797	794
Additional paid-in capital	1,163,683	1,160,862
Accumulated distributions in excess of net income	(426,727	) (392,619 )
Accumulated other comprehensive income	6,606	2,858
<b>TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO RPT</b>	<b>836,786</b>	<b>864,322</b>

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Noncontrolling interest	20,160	20,847
TOTAL SHAREHOLDERS' EQUITY	856,946	885,169
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 2,043,503	\$ 2,030,394

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

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RAMCO-GERSHENSON PROPERTIES TRUST  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
AND COMPREHENSIVE INCOME

(In thousands, except per share amounts)

(Unaudited)

	Three Months		Nine Months Ended	
	Ended September		September 30,	
	30,		2018	2017
	2018	2017	2018	2017
<b>REVENUE</b>				
Minimum rent	\$47,851	\$49,736	\$147,282	\$149,970
Percentage rent	120	106	545	570
Recovery income from tenants	15,161	14,923	45,995	46,655
Other property income	997	1,078	2,858	3,310
Management and other fee income	88	88	222	314
<b>TOTAL REVENUE</b>	<b>64,217</b>	<b>65,931</b>	<b>196,902</b>	<b>200,819</b>
<b>EXPENSES</b>				
Real estate taxes	11,037	10,948	31,796	32,670
Recoverable operating expense				