SAUL CENTERS INC
Form 10-Q
May 05, 2016
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United States
Securities and Exchange Commission
Washington, D.C. 20549
FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
For The Quarterly Period Ended March 31, 2016
Commission File Number 1-12254

SAUL CENTERS, INC.
(Exact name of registrant as specified in its charter)

Maryland	52-1833074
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7501 Wisconsin Avenue, Bethesda, Maryland 20814
(Address of principal executive office) (Zip Code)
Registrant's telephone number, including area code (301) 986-6200

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 requirement for the past 90 days. YES x NO o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).
YES x NO o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES o NO x
Number of shares of common stock, par value $0.01 per share outstanding as of April 29, 2016: 21.1 million.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2015, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

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Saul Centers, Inc.

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share amounts)	March 31, 2016 (Unaudited)	December 31, 2015
Assets		
Real estate investments		
Land	$424,840	$424,837
Buildings and equipment	1,114,635	1,114,357
Construction in progress	92,698	83,516
	1,632,173	1,622,710
Accumulated depreciation	(431,463)	(425,370)
	1,200,710	1,197,340
Cash and cash equivalents	15,352	10,003
Accounts receivable and accrued income, net	48,593	51,076
Deferred leasing costs, net	26,815	26,919
Prepaid expenses, net	3,401	4,663
Other assets	6,764	5,407
Total assets	$1,301,635	$1,295,408
Liabilities		
Notes payable	$790,324	$796,169
Revolving credit facility payable	21,825	26,695
Construction loan payable	53,042	43,641
Dividends and distributions payable	16,570	15,380
Accounts payable, accrued expenses and other liabilities	30,893	27,687
Deferred income	30,959	32,109
Total liabilities	943,613	941,681
Stockholders' equity		
Preferred stock, 1,000,000 shares authorized:		
Series C Cumulative Redeemable, 72,000 shares issued and outstanding	180,000	180,000
Common stock, $0.01 par value, 40,000,000 shares authorized, 21,335,346 and 21,266,239 shares issued and outstanding, respectively	213	213
Additional paid-in capital	308,574	305,008
Accumulated deficit	(180,264)	(180,091)
Accumulated other comprehensive loss	(2,313)	(1,802)
Total Saul Centers, Inc. stockholders' equity	306,210	303,328
Noncontrolling interest	51,812	50,399
Total stockholders' equity	358,022	353,727
Total liabilities and stockholders' equity	$1,301,635	$1,295,408

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(Dollars in thousands, except per share amounts)	Three Months Ended March 31,	
	2016	2015
Revenue		
Base rent	$42,607	$41,479
Expense recoveries	9,558	8,732
Percentage rent	363	438
Other	4,398	1,439
Total revenue	56,926	52,088
Operating expenses		
Property operating expenses	7,995	7,616
Provision for credit losses	432	246
Real estate taxes	5,934	5,901
Interest expense and amortization of deferred debt costs	11,089	11,406
Depreciation and amortization of deferred leasing costs	11,035	10,440
General and administrative	4,060	3,771
Acquisition related costs	—	21
Total operating expenses	40,545	39,401
Operating income	16,381	12,687
Change in fair value of derivatives	(7)	(6)
Net Income	16,374	12,681
Noncontrolling interests		
Income attributable to noncontrolling interests	(3,426)	(2,474)
Net income attributable to Saul Centers, Inc.	12,948	10,207
Preferred stock dividends	(3,094)	(3,094)
Net income attributable to common stockholders	$9,854	$7,113
Per share net income attributable to common stockholders		
Basic and diluted	$0.46	$0.34
Dividends declared per common share outstanding	$0.47	$0.43

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
(Dollars in thousands)	2016	2015
Net income	$16,374	$12,681
Other comprehensive income		
Change in unrealized loss on cash flow hedge	(688)	(427)
Total comprehensive income	15,686	12,254
Comprehensive income attributable to noncontrolling interests	(3,249)	(2,364)
Total comprehensive income attributable to Saul Centers, Inc.	12,437	9,890
Preferred stock dividends	(3,094)	(3,094)
Total comprehensive income attributable to common stockholders	$9,343	$6,796

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

(Dollars in thousands, except per share amounts)	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss)	Total Saul Centers, Inc.	Noncontrolling Interest	Total
Balance, December 31, 2015	$180,000	$ 213	$305,008	$(180,091)	$ (1,802)	$303,328	$ 50,399	$353,727
Issuance of common stock:								
54,280 shares pursuant to dividend reinvestment plan	—	—	2,669	—	—	2,669	—	2,669
14,827 shares due to exercise of stock options and issuance of directors' deferred stock	—	—	897	—	—	897	—	897
Issuance of 32,769 partnership units pursuant to dividend reinvestment plan	—	—	—	—	—	—	1,613	1,613
Net income	—	—	—	12,948	—	12,948	3,426	16,374
Change in unrealized loss on cash flow hedge	—	—	—	—	(511)	(511)	(177)	(688)
Series C preferred stock distributions	—	—	—	—	—	—	—	—
Common stock distributions	—	—	—	—	—	—	—	—
Distributions payable on Series C preferred stock ($42.97/share)	—	—	—	(3,094)	—	(3,094)	—	(3,094)
Distributions payable common stock ($0.47/share) and distributions payable partnership units ($0.47/unit)	—	—	—	(10,027)	—	(10,027)	(3,449)	(13,476)
Balance, March 31, 2016	$180,000	$ 213	$308,574	$(180,264)	$ (2,313)	$306,210	$ 51,812	$358,022

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Dollars in thousands)	Three months ended March 31, 2016	2015
Cash flows from operating activities:		
Net income	$16,374	$12,681
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in fair value of derivatives	7	6
Depreciation and amortization of deferred leasing costs	11,035	10,440
Amortization of deferred debt costs	332	362
Non cash compensation costs of stock grants and options	293	256
Provision for credit losses	432	246
(Increase) decrease in accounts receivable and accrued income	2,051	(1,144)
Additions to deferred leasing costs	(1,468)	(1,169)
Decrease in prepaid expenses	1,262	587
Increase in other assets	(1,357)	(730)
Increase in accounts payable, accrued expenses and other liabilities	3,486	2,064
Decrease in deferred income	(1,150)	(406)
Net cash provided by operating activities	31,297	23,193
Cash flows from investing activities:		
Acquisitions of real estate investments	—	(893)
Additions to real estate investments	(4,150)	(2,712)
Additions to development and redevelopment projects	(9,658)	(7,019)
Net cash used in investing activities	(13,808)	(10,624)
Cash flows from financing activities:		
Proceeds from notes payable	—	30,000
Repayments on notes payable	(6,047)	(20,914)
Proceeds from revolving credit facility	6,000	4,000
Repayments on revolving credit facility	(11,000)	(21,000)
Proceeds from construction loan	9,377	3,377
Additions to deferred debt costs	24	(183)
Proceeds from the issuance of:		
Common stock	3,273	5,315
Partnership units	1,613	1,180
Distributions to:		
Series C preferred stockholders	(3,094)	(3,094)
Common stockholders	(9,145)	(8,379)
Noncontrolling interests	(3,141)	(2,879)
Net cash used in financing activities	(12,140)	(12,577)
Net increase (decrease) in cash and cash equivalents	5,349	(8)
Cash and cash equivalents, beginning of period	10,003	12,128
Cash and cash equivalents, end of period	$15,352	$12,120

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Notes to Consolidated Financial Statements (Unaudited)

1. Organization, Formation and Structure

Saul Centers, Inc. (“Saul Centers”) was incorporated under the Maryland General Corporation Law on June 10, 1993, and operates as a real estate investment trust (a “REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). The Company is required to annually distribute at least 90% of its REIT taxable income (excluding net capital gains) to its stockholders and meet certain organizational and other requirements. Saul Centers has made and intends to continue to make regular quarterly distributions to its stockholders. Saul Centers, together with its wholly-owned subsidiaries and the limited partnerships of which Saul Centers or one of its subsidiaries is the sole general partner, are referred to collectively as the “Company.” B. Francis Saul II serves as Chairman of the Board of Directors and Chief Executive Officer of Saul Centers.

Saul Centers was formed to continue and expand the shopping center business previously owned and conducted by the B. F. Saul Real Estate Investment Trust, the B. F. Saul Company and certain other affiliated entities, each of which is controlled by B. Francis Saul II and his family members (collectively, the “Saul Organization”). On August 26, 1993, members of the Saul Organization transferred to Saul Holdings Limited Partnership, a newly formed Maryland limited partnership (the “Operating Partnership”), and two newly formed subsidiary limited partnerships (the “Subsidiary Partnerships,” and, collectively with the Operating Partnership, the “Partnerships”), shopping center and mixed-use properties and the management functions related to the transferred properties. Since its formation, the Company has developed and purchased additional properties.

The following table lists the significant properties acquired, in development and disposed since December 31, 2014.

Name of Property	Location	Type	Year of Acquisition/ Development/Disposition
Acquisitions			
726 N. Glebe Road	Arlington, VA	Shopping Center	2015
Developments			
Park Van Ness	Washington, DC	Mixed-Use	2013-2016

As of March 31, 2016, the Company’s properties (the “Current Portfolio Properties”) consisted of 50 operating shopping center properties (the “Shopping Centers”), six mixed-use properties, one of which was designated as held for sale, which are comprised of office, retail and multi-family residential uses (the “Mixed-Use Properties”) and three (non-operating) development properties.

2. Summary of Significant Accounting Policies

Nature of Operations

The Company, which conducts all of its activities through its subsidiaries, the Operating Partnership and Subsidiary Partnerships, engages in the ownership, operation, management, leasing, acquisition, renovation, expansion, development and financing of community and neighborhood shopping centers and mixed-use properties, primarily in the Washington, DC/Baltimore metropolitan area.

Because the properties are located primarily in the Washington, DC/Baltimore metropolitan area, the Company is subject to a concentration of credit risk related to these properties. A majority of the Shopping Centers are anchored by one or more major tenants. As of March 31, 2016, 31 of the Shopping Centers were anchored by a grocery store and offer primarily day-to-day necessities and services. Three tenants individually accounted for 2.5% or more of the Company’s total revenue for the three months ended March 31, 2016. Giant Food, a tenant at nine Shopping Centers, Capital One, a tenant at 20 properties, and Albertson's/Safeway, a tenant at nine Shopping Centers, individually accounted for 4.2%, 2.7%, and 2.6%, respectively, of the Company's total revenue for the three months ended March 31, 2016.

Principles of Consolidation

The accompanying consolidated financial statements of the Company include the accounts of Saul Centers and its subsidiaries, including the Operating Partnership and Subsidiary Partnerships, which are majority owned by Saul

Centers. All significant intercompany balances and transactions have been eliminated in consolidation.

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Notes to Consolidated Financial Statements (Unaudited)

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2015, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable, Accrued Income and Allowance for Doubtful Accounts

Accounts receivable primarily represent amounts currently due from tenants in accordance with the terms of the respective leases. Receivables are reviewed monthly and reserves are established with a charge to current period operations when, in the opinion of management, collection of the receivable is doubtful. Accounts receivable in the accompanying financial statements are shown net of an allowance for doubtful accounts of approximately $1.4 million and $1.3 million at March 31, 2016 and December 31, 2015, respectively.

In addition to rents due currently, accounts receivable includes approximately $41.9 million and $41.4 million, at March 31, 2016 and December 31, 2015, respectively, net of allowance for doubtful accounts totaling $0.4 million and $0.5 million, respectively, representing minimum rental income accrued on a straight-line basis to be paid by tenants over the remaining term of their respective leases.

Assets Held for Sale

The Company considers properties to be assets held for sale when all of the following criteria are met:

- management commits to a plan to sell a property;
- it is unlikely that the disposal plan will be significantly modified or discontinued;
- the property is available for immediate sale in its present condition;
- actions required to complete the sale of the property have been initiated;
- sale of the property is probable and the Company expects the completed sale will occur within one year; and
- the property is actively being marketed for sale at a price that is reasonable given its current market value.

The Company must make a determination as to the point in time that it is probable that a sale will be consummated, which generally occurs when an executed sales contract has no contingencies and the prospective buyer has significant funds at risk to ensure performance. Upon designation as an asset held for sale, the Company records the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and ceases depreciation. As of March 31, 2016, the Company has classified as held-for-sale one operating property, comprising 197,127 square feet of gross leasable area. The book value of this property, which is included in Other Assets, was $3.4 million, net of accumulated depreciation of $7.0 million, which does not exceed its estimated fair value, less costs to sell, and liabilities were $0.2 million. Fair value was determined based on a third party appraisal.

Cash and Cash Equivalents

Cash and cash equivalents include short-term investments. Short-term investments include money market accounts and other investments which generally mature within three months, measured from the acquisition date, and/or are readily convertible to cash.

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Notes to Consolidated Financial Statements (Unaudited)

Construction In Progress

Construction in progress includes land, preconstruction and development costs of active projects. Preconstruction costs include legal, zoning and permitting costs and other project carrying costs incurred prior to the commencement of construction. Development costs include direct construction costs and indirect costs incurred subsequent to the start of construction such as architectural, engineering, construction management and carrying costs consisting of interest, real estate taxes and insurance. Construction in progress as of March 31, 2016 and December 31, 2015, is composed of the following:

(in thousands)	March 31, 2016	December 31, 2015
Park Van Ness	$ 86,079	$ 77,245
Other	6,619	6,271
Total	$ 92,698	$ 83,516

Deferred Debt Costs

Deferred debt costs consist of fees and costs incurred to obtain long-term financing, construction financing and the revolving line of credit. These fees and costs are being amortized on a straight-line basis over the terms of the respective loans or agreements, which approximates the effective interest method. Deferred debt costs totaled $8.4 million and $8.7 million, net of accumulated amortization of $6.3 million and $6.2 million, at March 31, 2016 and December 31, 2015, respectively, and are reflected as a reduction of the related debt in the Consolidated Balance Sheets.

Deferred Income

Deferred income consists of payments received from tenants prior to the time they are earned and recognized by the Company as revenue, including tenant prepayment of rent for future periods, real estate taxes when the taxing jurisdiction has a fiscal year differing from the calendar year, reimbursements specified in the lease agreement and tenant construction work provided by the Company. In addition, deferred income includes the fair value of certain below market leases.

Deferred Leasing Costs

Deferred leasing costs consist of commissions paid to third-party leasing agents, internal direct costs such as employee compensation and payroll-related fringe benefits directly related to time spent performing leasing-related activities for successful commercial leases and amounts attributed to in-place leases associated with acquired properties. Leasing related activities include evaluating the prospective tenant’s financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing the transaction. Unamortized deferred costs are charged to expense if the applicable lease is terminated prior to expiration of the initial lease term. Deferred leasing costs are amortized over the term of the lease or remaining term of acquired leases. Collectively, deferred leasing costs totaled $26.8 million and $26.9 million, net of accumulated amortization of $27.7 million and $26.6 million, as of March 31, 2016 and December 31, 2015, respectively. Amortization expense, included in depreciation and amortization of deferred leasing costs in the consolidated statements of operations, totaled $1.6 million and $1.4 million for the three months ended March 31, 2016 and 2015, respectively.

Derivative Financial Instruments

The Company may, when appropriate, employ derivative instruments, such as interest-rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivative or other financial instruments for trading or speculative purposes. Derivative financial instruments are carried at fair value as either assets or liabilities on the consolidated balance sheets. For those derivative instruments that qualify and are designated as hedging instruments, the Company designates the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge. For those derivative instruments that qualify and are designated as hedging instruments, the effective portion of the gain or loss on the hedge instruments is reported as a component of accumulated other comprehensive

income (loss) and recognized in earnings within the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings. Any ineffective portion of the change in fair value of a derivative instrument is immediately recognized in earnings. For derivative instruments that do not qualify, or that qualify and are not designated, as hedging instruments, changes in fair value are immediately recognized in earnings.

Derivative financial instruments expose us to credit risk in the event of non-performance by the counterparties under the terms of the derivative instrument. The Company minimizes its credit risk on these transactions by dealing with major,

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Notes to Consolidated Financial Statements (Unaudited)

creditworthy financial institutions as determined by management, and therefore, it believes that the likelihood of realizing losses from counterparty non-performance is remote.

Income Taxes

The Company made an election to be treated, and intends to continue operating so as to qualify, as a REIT under the Code, commencing with its taxable year ended December 31, 1993. A REIT generally will not be subject to federal income taxation, provided that distributions to its stockholders equal or exceed its REIT taxable income and it complies with certain other requirements. Therefore, no provision has been made for federal income taxes in the accompanying consolidated financial statements.

Legal Contingencies

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of such matters will not have a material adverse effect on its financial position or results of operations. Upon determination that a loss is probable to occur and can be reasonably estimated, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered probable can be difficult to determine.

Postemployment Benefits

From time to time, the Company may enter into an arrangement with an employee at the time of the employee's separation from service whereby the employee will receive certain payments in exchange for certain releases, covenants not to compete, or other promises. If no future services are required in order for the employee to receive the payments, the Company estimates the amount of payments to be made over the life of the arrangement and records that amount as an expense as of the date of the arrangement with a corresponding liability representing the amount to be paid in the future.

Predevelopment Expenses

Predevelopment expenses represent certain costs incurred by the Company in connection with active development and redevelopment projects and include, for example, costs related to the early termination of tenant leases and demolition of existing structures.

Real Estate Investment Properties

The Company purchases real estate investment properties from time to time and records assets acquired and liabilities assumed, including land, buildings, and intangibles related to in-place leases and customer relationships, based on their fair values. The fair value of buildings generally is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates and considers the present value of all cash flows expected to be generated by the property including an initial lease up period. From time to time the Company may purchase a property for future development purposes. The Company determines the fair value of above and below market intangibles associated with in-place leases by assessing the net effective rent and remaining term of the lease relative to market terms for similar leases at acquisition taking into consideration the remaining contractual lease period, renewal periods, and the likelihood of the tenant exercising its renewal options. The fair value of below market lease intangibles is recorded as deferred income and accreted as additional revenue over the remaining contractual lease period and any renewal option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and amortized as a reduction of revenue over the remaining contractual lease term. The Company determines the fair value of at-market in-place leases considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair values of the intangibles are amortized over the lives of the customer relationships. The Company has never recorded a customer relationship intangible asset. Acquisition-related transaction costs are generally charged to expense as

incurred and reported as acquisition related costs in the consolidated statements of operations.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment

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Notes to Consolidated Financial Statements (Unaudited)

indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected. The Company did not recognize an impairment loss on any of its real estate during the three months ended March 31, 2016 and 2015.

Interest, real estate taxes, development-related salary costs and other carrying costs are capitalized on projects under development and construction. Upon substantial completion of construction and the placement of the assets into service, rental income, real estate tax expense, property operating expenses (consisting of payroll, repairs and maintenance, utilities, insurance and other property related expenses) and depreciation are included in current operations and capitalization of interest ceases. Property operating expenses are charged to operations as incurred. Interest capitalized totaled $0.9 million and $0.3 million for the three months ended March 31, 2016 and 2015, respectively. Commercial development projects are considered substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Multi-family residential development projects are considered substantially complete and available for occupancy upon receipt of the certificate of occupancy from the appropriate licensing authority. Substantially completed portions of a project are accounted for as separate projects.

Depreciation is calculated using the straight-line method and estimated useful lives of generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements that extend the useful lives. Leasehold improvement expenditures are capitalized when certain criteria are met, including when the Company supervises construction and will own the improvements. Tenant improvements are amortized, over the shorter of the lives of the related leases or the useful life of the improvements, using the straight-line method. Depreciation expense in the Consolidated Statements of Operations totaled $9.5 million and $9.1 million for the three months ended March 31, 2016 and 2015, respectively. Repairs and maintenance expense totaled $4.3 million and $3.7 million for the three months ended March 31, 2016 and 2015, respectively, and is included in property operating expenses in the Consolidated Statements of Operations.

Revenue Recognition

Rental and interest income are accrued as earned except when doubt exists as to collectability, in which case the accrual is discontinued. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or scheduled rent increases, income is recognized on a straight-line basis. Expense recoveries represent a portion of property operating expenses billed to tenants, including common area maintenance, real estate taxes and other recoverable costs, and are recognized in the period in which the expenses are incurred. Rental income based on a tenant's revenue ("percentage rent") is accrued when a tenant reports sales that exceed a breakpoint specified in the lease agreement.

Stock-based Employee Compensation, Stock Plan and Deferred Compensation Plan for Directors

The Company uses the fair value method to value and account for employee stock options. The fair value of options granted is determined at the time of each award using the Black-Scholes model, a widely used method for valuing stock-based employee compensation, and the following assumptions: (1) Expected Volatility determined using the most recent trading history of the Company's common stock (month-end closing prices) corresponding to the average expected term of the options; (2) Average Expected Term of the options is based on prior exercise history, scheduled vesting and the expiration date; (3) Expected Dividend Yield determined by management after considering the Company's current and historic dividend yield rates, the Company's yield in relation to other retail REITs and the

Company's market yield at the grant date; and (4) a Risk-free Interest Rate based upon the market yields of US Treasury obligations with maturities corresponding to the average expected term of the options at the grant date. The Company amortizes the value of options granted ratably over the vesting period and includes the amounts as compensation in general and administrative expenses.

The Company has a stock plan, which was originally approved in 2004, amended in 2008 and 2013 and which expires in 2023, for the purpose of attracting and retaining executive officers, directors and other key personnel (the "Stock Plan"). Pursuant to the Stock Plan, the Compensation Committee established a Deferred Compensation Plan for Directors for the benefit of its directors and their beneficiaries, which replaced a previous Deferred Compensation and Stock Plan for Directors. A director may make an annual election to defer all or part of his or her director's fees and has the option to have the fees paid in cash, in shares of common stock or in a combination of cash and shares of common stock upon separation from the Board.

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Notes to Consolidated Financial Statements (Unaudited)

If the director elects to have fees paid in stock, fees earned during a calendar quarter are aggregated and divided by the closing market price of the Company's common stock on the first trading day of the following quarter to determine the number of shares to be credited to the director. As of March 31, 2016, the director's deferred fee accounts comprise 239,553 shares.

The Compensation Committee has also approved an annual award of shares of the Company's common stock as additional compensation to each director serving on the Board of Directors as of the record date for the Annual Meeting of Stockholders. The shares are awarded as of each Annual Meeting of Stockholders, and their issuance may not be deferred.

Noncontrolling Interests

Saul Centers is the sole general partner of the Operating Partnership, owning a 74.2% common interest as of March 31, 2016. Noncontrolling interests in the Operating Partnership is comprised of limited partnership units owned by the Saul Organization. Noncontrolling interests reflected on the accompanying consolidated balance sheets is increased for earnings allocated to limited partnership interests and distributions reinvested in additional units, and is decreased for limited partner distributions. Noncontrolling interests reflected on the consolidated statements of operations represents earnings allocated to limited partnership interests.

Per Share Data

Per share data for net income (basic and diluted) is computed using weighted average shares of common stock. Convertible limited partnership units and employee stock options are the Company's potentially dilutive securities. For all periods presented, the convertible limited partnership units are non-dilutive. The following table sets forth, for the indicated periods, weighted averages of the number of common shares outstanding, basic and dilutive, the effect of dilutive options and the number of options which are not dilutive because the average price of the Company's common stock was less than the exercise prices. The treasury stock method was used to measure the effect of the dilution.

	As of or for the three months ended March 31,	
(In thousands)	2016	2015
Weighted average common stock outstanding-Basic	21,306	21,018
Effect of dilutive options	31	119
Weighted average common stock outstanding-Diluted	21,337	21,137
Non-dilutive options	291	—
Years non-dilutive options were issued	2007 and 2015	

Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09 and in April 2016, the FASB issued ASU 2016-10, both of which are titled, "Revenue from Contracts with Customers" (collectively "ASU 2014-09"). ASU 2014-09 will replace most existing revenue recognition guidance and will require an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 is effective for annual periods beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted but not before annual periods beginning after December 15, 2016. ASU 2014-09 must be applied retrospectively by either restating prior periods or by recognizing the cumulative effect as of the first date of application. We have not yet selected a transition method and are evaluating the impact that ASU 2014-09 will have on our consolidated financial statements and related disclosures.

In February 2015, the FASB issued ASU No. 2015-02, “Consolidation” ("ASU 2015-02"). ASU 2015-02 modifies existing consolidation guidance for reporting organizations that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. ASU 2015-02 is effective for annual periods beginning after December 15, 2015, and interim periods within those years. The adoption of ASU 2015-02 effective January 1, 2016, did not have a material impact on the Company’s consolidated financial statements or disclosures.

In April 2015, the FASB issued ASU No. 2015-03, “Interest - Imputation of Interest” (“ASU 2015-03”). ASU 2015-03 simplifies the presentation of debt issuance costs and will require an entity to deduct transaction costs from the carrying value of the related financial liability and not record those transaction costs as a separate asset. Recognition and measurement guidance for debt issuance costs are not affected by ASU 2015-03. ASU 2015-03 is effective for annual periods beginning after December 15, 2015, and interim periods within those years, and must be applied retrospectively by adjusting the balance sheet

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Notes to Consolidated Financial Statements (Unaudited)

of each individual period presented. The Company retrospectively adopted ASU 2015-03 effective January 1, 2016. As a result of the adoption of ASU 2015-03, the Company no longer reports its net deferred debt costs as an asset and instead reports those amounts as reduction of the carrying value of the associated debt.

In February 2016, the FASB issued ASU 2016-02, ‘‘Leases’’ (“ASU 2016-02”). ASU 2016-02 amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. ASU 2016-02 is effective for annual periods beginning after December 15, 2018, interim periods within those years, and requires a modified retrospective transition approach for all leases existing at the date of initial application, with an option to use certain practical expedients for those existing leases. We are evaluating the impact that ASU 2016-02 will have on our consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation" ("ASU 2016-09"). ASU 2016-09 simplifies the accounting for several aspects of share-based payments including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016 and interim periods within those years. The transition method varies based on the specific amendment. We are evaluating the impact that ASU 2016-09 will have on our consolidated financial statements and related disclosures.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to the presentation used for the three months ended March 31, 2016.

3. Real Estate Acquired and Sold

726 N. Glebe Road

In September 2015, the Company purchased for $4.0 million, 726 N. Glebe Road and incurred acquisition costs of $56,700. The property is contiguous with two other properties owned by the Company and is located in Arlington, Virginia.

Westview Pad

In February 2015, the Company purchased for $0.9 million, including acquisition costs, a 1.1 acre retail pad site in Frederick, Maryland, which is contiguous with and an expansion of the Company's other Westview asset.

Allocation of Purchase Price of Real Estate Acquired

The Company allocates the purchase price of real estate investment properties to various components, such as land, buildings and intangibles related to in-place leases and customer relationships, based on their fair values. See Note 2. Summary of Significant Accounting Policies-Real Estate Investment Properties.

4. Noncontrolling Interests - Holders of Convertible Limited Partnership Units in the Operating Partnership

As of March 31, 2016, the Saul Organization holds a 25.8% limited partnership interest in the Operating Partnership represented by approximately 7.3 million convertible limited partnership units. These units are convertible into shares of Saul Centers’ common stock, at the option of the unit holder, on a one-for-one basis provided that, in accordance with the Saul Centers, Inc. Articles of Incorporation, the rights may not be exercised at any time that the Saul Organization beneficially owns, directly or indirectly, in the aggregate more than 39.9% of the value of the outstanding common stock and preferred stock of Saul Centers (the “Equity Securities”). As of March 31, 2016, approximately 1.0 million units were convertible into shares of Saul Centers common stock.

The impact of the Saul Organization’s approximately 25.8% limited partnership interest in the Operating Partnership is reflected as Noncontrolling Interests in the accompanying consolidated financial statements. Fully converted partnership units and diluted weighted average common stock outstanding for the three months ended March 31, 2016 and 2015, were approximately 28.7 million and 28.3 million, respectively.

5. Notes Payable, Revolving Credit Facility, Interest and Amortization of Deferred Debt Costs

The principal amount of the Company's outstanding debt totaled approximately $873.6 million at March 31, 2016, of which approximately $835.9 million was fixed-rate debt and approximately $37.7 million was variable rate debt, including

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Notes to Consolidated Financial Statements (Unaudited)

$23.0 million outstanding on the Company's unsecured revolving credit facility. The carrying value of the properties collateralizing the notes payable totaled approximately $852.2 million as of March 31, 2016.

At March 31, 2016, the Company had a $275.0 million unsecured revolving credit facility, which can be used for working capital, property acquisitions, development projects or letters of credit. The revolving credit facility matures on June 23, 2018, and may be extended by the Company for one additional year subject to the Company's satisfaction of certain conditions. Saul Centers and certain consolidated subsidiaries of the Operating Partnership have guaranteed the payment obligations of the Operating Partnership under the revolving credit facility. Letters of credit may be issued under the revolving credit facility. On March 31, 2016, based on the value of the Company's unencumbered properties, approximately $251.6 million was available under the line, $23.0 million was outstanding and approximately $448,000 was committed for letters of credit. The interest rate under the facility is variable and equals the sum of one-month LIBOR and a margin that is based on the Company's leverage ratio, and which can range from 145 basis points to 200 basis points. As of March 31, 2016, the margin was 145 basis points.

At March 31, 2016, the Company had a $71.6 million construction-to-permanent loan, with $54.6 million outstanding, which is secured by and used to partially finance the construction of Park Van Ness.

Saul Centers is a guarantor of the revolving credit facility, of which the Operating Partnership is the borrower. The Operating Partnership is the guarantor of (a) a portion of the Metro Pike Center bank loan (approximately $7.8 million of the $14.7 million outstanding at March 31, 2016) and (b) the $71.6 million Park Van Ness construction-to-permanent loan, which guarantee will be reduced and eventually eliminated subject to the achievement of certain leasing and cash flow levels. The fixed-rate notes payable are all non-recourse.

At December 31, 2015, the principal amount of the Company's outstanding debt totaled approximately $875.2 million, of which $832.4 million was fixed rate debt and $42.8 million was variable rate debt, including $28.0 million outstanding on the Company's unsecured revolving credit facility. The carrying value of the properties collateralizing the notes payable totaled $856.8 million as of December 31, 2015.

At March 31, 2016, the scheduled maturities of debt, including scheduled principal amortization, for years ending December 31, were as follows:

(In thousands)	Balloon Payments	Scheduled Principal Amortization	Total
April 1 through December 31, 2016	$—	$ 18,607	$18,607
2017	14,442	25,768	40,210
2018	50,748	(a) 25,902	76,650
2019	60,794	24,614	85,408
2020	61,163	21,892	83,055
2021	11,011	21,405	32,416
Thereafter	430,930	106,296	537,226
Principal amount	$629,088	$ 244,484	873,572
Unamortized deferred debt costs			8,381
Net			$865,191

(a) Includes $23.0 million outstanding under the line of credit.

Interest expense and amortization of deferred debt costs for the three months ended March 31, 2016 and 2015, were as follows:

	Three Months Ended March 31,	
(In thousands)	2016	2015
Interest incurred	$11,677	$11,384
Amortization of deferred debt costs	332	362

Capitalized interest	(920)	(340)
	$11,089	$11,406

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Notes to Consolidated Financial Statements (Unaudited)

6. Stockholders' Equity and Noncontrolling Interests

The consolidated statements of operations for the three months ended March 31, 2016 and 2015, reflect noncontrolling interests of $3.4 million and $2.5 million, respectively, representing the Saul Organization's share of net income for each period.

The Company has outstanding 7.2 million depositary shares, each representing 1/100th of a share of 6.875% Series C Cumulative Redeemable Preferred Stock. The depositary shares may be redeemed on or after February 12, 2018 at the Company's option, in whole or in part, at the $25.00 liquidation preference plus accrued but unpaid dividends. The depositary shares pay an annual dividend of $1.71875 per share, equivalent to 6.875% of the $25.00 liquidation preference. The Series C preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes of control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

7. Related Party Transactions

The Chairman and Chief Executive Officer, the President, the Executive Vice President-Chief Legal and Administrative Officer and the Senior Vice President-Chief Accounting Officer of the Company are also officers of various members of the Saul Organization and their management time is shared with the Saul Organization. Their annual compensation is fixed by the Compensation Committee of the Board of Directors, with the exception of the Senior Vice President-Chief Accounting Officer whose share of annual compensation allocated to the Company is determined by the shared services agreement (described below).

The Company participates in a multiemployer 401K plan with entities in the Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. Company contributions, which are included in general and administrative expense or property operating expenses in the consolidated statements of operations, at the discretionary amount of up to six percent of the employee's cash compensation, subject to certain limits, were $84,300 and $103,000 for the three months ended March 31, 2016 and 2015, respectively. All amounts contributed by employees and the Company are fully vested.

The Company also participates in a multiemployer nonqualified deferred compensation plan with entities in the Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. According to the plan, which can be modified or discontinued at any time, participating employees defer 2% of their compensation in excess of a specified amount. For the three months ended March 31, 2016 and 2015, the Company contributed $39,200 and $31,200, respectively, which is the sum of accrued earnings and three times the amount deferred by employees and is included in general and administrative expense. All amounts contributed by employees and the Company are fully vested. The cumulative unfunded liability under this plan was $1.9 million and $1.8 million, at March 31, 2016 and December 31, 2015, respectively, and is included in accounts payable, accrued expenses and other liabilities in the consolidated balance sheets.

The Company has entered into a shared services agreement (the "Agreement") with the Saul Organization that provides for the sharing of certain personnel and ancillary functions such as computer hardware, software, and support services and certain direct and indirect administrative personnel. The method for determining the cost of the shared services is provided for in the Agreement and is based upon head count, estimates of usage or estimates of time incurred, as applicable. The terms of the Agreement and the payments made thereunder are deemed reasonable by management and are reviewed annually by the Audit Committee of the Board of Directors, which consists entirely of independent directors. Billings by the Saul Organization for the Company's share of these ancillary costs and expenses for the three months ended March 31, 2016 and 2015, which included rental expense for the Company's headquarters lease, totaled approximately $1.7 million and $1.9 million, respectively. The amounts are generally expensed as incurred and are primarily reported as general and administrative expenses in the consolidated financial statements. As of March 31,

2016 and December 31, 2015, accounts payable, accrued expenses and other liabilities included approximately $679,400 and $655,000, respectively, representing amounts due to the Saul Organization for the Company's share of these ancillary costs and expenses.

The Company has entered into a shared third-party predevelopment cost agreement with the B. F. Saul Real Estate Investment Trust, a member of the Saul Organization (the "Predevelopment Agreement"). The Predevelopment Agreement, which expired on December 31, 2015, and was extended to December 31, 2016, relates to the sharing of third-party predevelopment costs incurred in connection with the planning of the future redevelopment of certain adjacent real estate assets in the Twinbrook area of Rockville, Maryland. The costs will be billed by the third-parties on a pro rata basis based on the acreage owned by each entity and neither party is obligated to advance funds to the other.

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Notes to Consolidated Financial Statements (Unaudited)

The Company subleases its corporate headquarters space from a member of the Saul Organization. The lease commenced in March 2002, was extended in 2012 for five years, and provides for base rent increases of 3% per year, with payment of a pro-rata share of operating expenses over a base year amount. The Agreement requires each party to pay an allocation of total rental payments based on a percentage proportionate to the number of employees employed by each party. The Company's rent expense for its headquarters location was $210,200 and $222,400 for the three months ended March 31, 2016 and 2015, respectively, and is included in general and administrative expense. The B. F. Saul Insurance Agency of Maryland, Inc., a subsidiary of the B. F. Saul Company and a member of the Saul Organization, is a general insurance agency that receives commissions and fees in connection with the Company's insurance program. Such commissions and fees amounted to $73,600 and $83,000 for the three months ended March 31, 2016 and 2015, respectively.

8. Stock Option Plans

The Company has established two stock incentive plans, the 1993 plan and the 2004 plan, as amended, (together, the "Plans"). Under the Plans, options were granted at an exercise price not less than the market value of the common stock on the date of grant and expire ten years from the date of grant. Officer options vest ratably over four years following the grant and are charged to expense using the straight-line method over the vesting period. Director options vest immediately and are charged to expense as of the date of grant.

The following table summarizes the amount and activity of each grant with outstanding unexercised options, the total value and variables used in the computation and the amount expensed and included in general and administrative expense in the Consolidated Statements of Operations for the three months ended March 31, 2016.

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Notes to Consolidated Financial Statements (Unaudited)

Stock options issued

	Directors								
Grant date	5/1/2006	4/27/2007	4/25/2008	4/24/2009	5/7/2010	5/13/2011	5/4/2012	5/10/2013	5/9/
Total grant	30,000	30,000	30,000	32,500	32,500	32,500	35,000	35,000	30,0
Vested	30,000	30,000	30,000	32,500	32,500	32,500	35,000	35,000	30,0
Exercised	25,000	5,000	7,500	22,500	15,000	15,000	15,000	12,500	7,50
Forfeited	2,500	7,500	7,500	—	2,500	2,500	—	—	—
Exercisable at March 31, 2016	2,500	17,500	15,000	10,000	15,000	15,000	20,000	22,500	22,5
Remaining unexercised	2,500	17,500	15,000	10,000	15,000	15,000	20,000	22,500	22,5
Exercise price	$40.35	$54.17	$50.15	$32.68	$38.76	$41.82	$39.29	$44.42	$47
Volatility	0.206	0.225	0.237	0.344	0.369	0.358	0.348	0.333	0.17
Expected life (years)	9.0	8.0	7.0	6.0	5.0	5.0	5.0	5.0	5.0
Assumed yield	5.93	%4.39	%4.09	%4.54	%4.23	%4.16	%4.61	%4.53	%4.48
Risk-free rate	5.11	%4.65	%3.49	%2.19	%2.17	%1.86	%0.78	%0.82	%1.63
Total value at grant date	$143,400	$285,300	$254,700	$222,950	$287,950	$297,375	$257,250	$278,250	$10
Expensed in previous years	143,400	285,300	254,700	222,950	287,950	297,375	257,250	278,250	109,
Expensed in 2016	—	—	—	—	—	—	—	—	—
Future expense	—	—	—	—	—	—	—	—	—

	Officers						
Grant date	4/27/2007	5/13/2011	5/4/2012	5/10/2013	5/9/2014	5/8/2015	Subtotals
Total grant	135,000	162,500	242,500	202,500	170,000	190,000	1,102,500
Vested	67,500	118,750	81,875	91,250	42,500	—	401,875
Exercised	14,097	61,254	43,125	26,875	5,000	—	150,351
Forfeited	67,500	43,750	135,000	30,000	—	—	276,250
Exercisable at March 31, 2016	53,403	57,496	38,750	64,375	37,500	—	251,524
Remaining unexercised	53,403	57,496	64,375	145,625	165,000	190,000	675,899
Exercise price	$54.17	$41.82	$39.29	$44.42	$47.03	$51.07	
Volatility	0.233	0.330	0.315	0.304	0.306	0.298	

Expected life (years)	6.5	8.0	8.0	8.0	7.0	7.0	
Assumed yield	4.13 %	4.81 %	5.28 %	5.12 %	4.89 %	4.94 %	%
Risk-free rate	4.61 %	2.75 %	1.49 %	1.49 %	2.17 %	1.89 %	%
Gross value at grant date	$1,339,200	$1,366,625	$1,518,050	$1,401,300	$1,349,800	$1,584,600	$8,559,575
Estimated forfeitures	62,000	367,937	889,690	280,468	168,749	141,780	1,910,624
Expensed in previous years	1,277,200	998,688	575,994	762,034	492,120	240,472	4,346,508
Expensed in 2016	—	—	39,273	67,275	73,818	90,177	270,543
Future expense	—	—	13,093	291,523	615,113	1,112,171	2,031,900
Weighted average term of remaining future expense (in years)			2.5				

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Notes to Consolidated Financial Statements (Unaudited)

The table below summarizes the option activity for the three months ended March 31, 2016:

	Number of Shares	Weighted Average Exercise Price per share	Aggregate Intrinsic Value
Outstanding at January 1	860,274	$ 46.58	$ 4,237,456
Granted	—	—	—
Exercised	(14,375)	42.00	139,494
Expired/Forfeited	—	—	
Outstanding March 31	845,899	46.66	5,460,449
Exercisable March 31	421,524	45.44	3,275,643

The intrinsic value measures the price difference between the options' exercise price and the closing share price quoted by the New York Stock Exchange as of the date of measurement. The intrinsic value for shares exercised during the period was calculated by using the closing share price on the date of exercise. At March 31, 2016, the closing share price of $53.02 was lower than the exercise price of the 70,903 outstanding options granted in 2007, and, therefore, those options had no intrinsic value as of March 31, 2016. The weighted average remaining contractual life of the Company's outstanding and exercisable options is 6.9 years and 5.5 years, respectively.

9. Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are reasonable estimates of their fair value. The aggregate fair value of the notes payable with fixed-rate payment terms was determined using Level 3 data in a discounted cash flow approach, which is based upon management's estimate of borrowing rates and loan terms currently available to the Company for fixed-rate financing and, assuming long-term interest rates of approximately 3.65% and 3.75%, would be approximately $894.8 million and $892.9 million, respectively, compared to the principal balance of $835.9 million and $832.4 million at March 31, 2016 and December 31, 2015, respectively. A change in any of the significant inputs may lead to a change in the Company's fair value measurement of its debt.

The Company carries its interest rate swap at fair value. The Company has determined the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy with the exception of the impact of counter-party risk, which was determined using Level 3 inputs and is not significant. Derivative instruments are classified within Level 2 of the fair value hierarchy because their values are determined using third-party pricing models which contain inputs that are derived from observable market data. Where possible, the values produced by the pricing models are verified by market prices. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measure of volatility, and correlations of such inputs. The swap agreement terminates on July 1, 2020. As of March 31, 2016, the fair value of the interest-rate swap was approximately $3.6 million and is included in "Accounts payable, accrued expenses and other liabilities" in the consolidated balance sheets. The decrease in value from inception of the swap is reflected in "Other Comprehensive Income" in the Consolidated Statements of Comprehensive Income. Amounts recognized in earnings are included in Changes in Fair Value of Derivatives in the Consolidated Statements of Operations.

	Three Months Ended March 31,	
(In thousands)	2016	2015
Change in fair value:		
Recognized in earnings	$(7)	$(6)
Recognized in other comprehensive income	(688)	(427)

$(695)	$(433)

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Notes to Consolidated Financial Statements (Unaudited)

10. Commitments and Contingencies

Neither the Company nor the current portfolio properties are subject to any material litigation, nor, to management's knowledge, is any material litigation currently threatened against the Company, other than routine litigation and administrative proceedings arising in the ordinary course of business. Management believes that these items, individually or in the aggregate, will not have a material adverse impact on the Company or the current portfolio properties.

11. Business Segments

The Company has two reportable business segments: Shopping Centers and Mixed-Use Properties. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 2). The Company evaluates performance based upon income and cash flows from real estate of the combined properties in each segment. All of our properties within each segment generate similar types of revenues and expenses related to tenant rent, reimbursements and operating expenses. Although services are provided to a range of tenants, the types of services provided to them are similar within each segment. The properties in each portfolio have similar economic characteristics and the nature of the products and services provided to our tenants and the method to distribute such services are consistent throughout the portfolio. Certain reclassifications have been made to prior year information to conform to the 2016 presentation.

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Notes to Consolidated Financial Statements (Unaudited)

(Dollars in thousands)	Shopping Centers	Mixed-Use Properties	Corporate and Other	Consolidated Totals
Three months ended March 31, 2016				
Real estate rental operations:				
Revenue	$43,446	$13,467	$13	$56,926
Expenses	(10,154)	(4,207)	—	(14,361)
Income from real estate	33,292	9,260	13	42,565
Interest expense and amortization of deferred debt costs	—	—	(11,089)	(11,089)
General and administrative	—	—	(4,060)	(4,060)
Subtotal	33,292	9,260	(15,136)	27,416
Depreciation and amortization of deferred leasing costs	(7,868)	(3,167)	—	(11,035)
Change in fair value of derivatives	—	—	(7)	(7)
Net income (loss)	$25,424	$6,093	$(15,143)	$16,374
Capital investment	$2,113	$10,871	$—	$12,984
Total assets	$920,351	$363,993	$17,291	$1,301,635
Three months ended March 31, 2015				
Real estate rental operations:				
Revenue	$39,364	$12,711	$13	$52,088
Expenses	(9,536)	(4,227)	—	(13,763)
Income from real estate	29,828	8,484	13	38,325
Interest expense and amortization of deferred debt costs	—	—	(11,406)	(11,406)
General and administrative	—	—	(3,771)	(3,771)
Acquisition related costs	(21)	—	—	(21)
Subtotal	29,807	8,484	(15,164)	23,127
Depreciation and amortization of deferred leasing costs	(7,316)	(3,124)	—	(10,440)
Change in fair value of derivatives	—	—	(6)	(6)
Net income (loss)	$22,491	$5,360	$(15,170)	$12,681
Capital investment	$2,946	$7,678	$—	$10,624
Total assets	$937,619	$312,311	$20,681	$1,270,611

12. Subsequent Events

The Company has reviewed operating activities for the period subsequent to March 31, 2016, and prior to the date the financial statements are issued or are available to be issued, and determined there are no subsequent events required to be disclosed.

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

This section should be read in conjunction with the consolidated financial statements of the Company and the accompanying notes in "Item 1. Financial Statements" of this report and the more detailed information contained in the Company's Form 10-K for the year ended December 31, 2015. Historical results and percentage relationships set forth in Item 1 and this section should not be taken as indicative of future operations of the Company. Capitalized terms used but not otherwise defined in this section have the meanings given to them in Item 1 of this Form 10-Q.

Forward-Looking Statements

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are generally characterized by terms such as "believe," "expect" and "may."

Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, the Company's actual results could differ materially from those given in the forward-looking statements as a result of changes in factors which include, among others, the following:

- continuing risks related to the challenging domestic and global credit markets and their effect on discretionary spending;
- risks that the Company's tenants will not pay rent;
- risks related to the Company's reliance on shopping center "anchor" tenants and other significant tenants;
- risks related to the Company's substantial relationships with members of the Saul Organization;
- risks of financing, such as increases in interest rates, restrictions imposed by the Company's debt, the Company's ability to meet existing financial covenants and the Company's ability to consummate planned and additional financings on acceptable terms;
- risks related to the Company's development activities;
- risks that the Company's growth will be limited if the Company cannot obtain additional capital;
- risks that planned and additional acquisitions or redevelopments may not be consummated, or if they are consummated, that they will not perform as expected;
- risks generally incident to the ownership of real property, including adverse changes in economic conditions, changes in the investment climate for real estate, changes in real estate taxes and other operating expenses, adverse changes in governmental rules and fiscal policies, the relative illiquidity of real estate and environmental risks;
- risks related to the Company's status as a REIT for federal income tax purposes, such as the existence of complex regulations relating to the Company's status as a REIT, the effect of future changes in REIT requirements as a result of new legislation and the adverse consequences of the failure to qualify as a REIT; and
- such other risks as described in Part I, Item 1A of the Company's Form 10-K for the year ended December 31, 2015.

General

The following discussion is based primarily on the consolidated financial statements of the Company as of and for the three months ended March 31, 2016.

Overview

The Company's principal business activity is the ownership, management and development of income-producing properties. The Company's long-term objectives are to increase cash flow from operations and to maximize capital appreciation of its real estate investments.

The Company's primary operating strategy is to focus on its community and neighborhood shopping center business and to operate its properties to achieve both cash flow growth and capital appreciation. Management believes there is potential for long-term growth in cash flow as existing leases for space in the Shopping Centers and Mixed-Use properties expire and are renewed, or newly-available or vacant space is leased. The Company intends to renegotiate leases where possible and seek new tenants for available space in order to optimize the mix of uses to improve foot traffic through the Shopping Centers. As leases expire, management expects to revise rental rates, lease terms and conditions, relocate existing tenants, reconfigure tenant spaces and introduce new tenants with the goals of increasing occupancy, improving overall retail sales, and ultimately increasing cash flow as economic conditions improve. In those circumstances in which leases are not otherwise expiring, or in

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connection with renovations or relocations, management selectively attempts to increase cash flow through a variety of means, including recapturing leases with below market rents and re-leasing at market rates, as well as replacing financially troubled tenants. When possible, management also will seek to include scheduled increases in base rent, as well as percentage rental provisions, in its leases.

The following table sets forth average annualized base rent per square foot and average annualized effective rent per square foot for the Company's Commercial properties (all properties except for the Clarendon Center apartments). For purposes of this table, annualized effective rent is annualized base rent minus amortized tenant improvements and amortized leasing commissions.

	Three months ended March 31,				
	2016	2015	2014	2013	2012
Base rent	$18.71	$18.37	$17.96	$17.76	$16.78
Effective rent	$16.86	$16.74	$16.35	$15.78	$15.24

The Company’s redevelopment and renovation objective is to selectively and opportunistically redevelop and renovate its properties, by replacing leases that have below market rents with strong, traffic-generating anchor stores such as supermarkets and drug stores, as well as other desirable local, regional and national tenants. The Company’s strategy remains focused on continuing the operating performance and internal growth of its existing Shopping Centers, while enhancing this growth with selective retail redevelopments and renovations.

The Company recently completed development of Park Van Ness, a 271-unit residential project with approximately 9,000 square feet of street-level retail, below street-level structured parking, and amenities including a community room, landscaped courtyards, a fitness room and a rooftop pool and deck. The structure comprises 11 levels, five of which on the east side are below street level. Because of the change in grade from the street eastward to Rock Creek Park, apartments on all 11 levels will have park or city views. The street level retail space is 100% leased to a grocery/gourmet food market and an upscale Italian restaurant. As of May 4, 2016, leases have been executed for 42 apartments. In late April 2016, the Company received from the District of Columbia a certificate of occupancy for the apartments and the first tenant moved in on May 2, 2016. The total cost of the project, excluding predevelopment expense and land, which the Company has owned, is expected to be approximately $93.0 million, a portion of which is financed with a $71.6 million construction-to-permanent loan. Costs incurred through March 31, 2016, total approximately $86.1 million, of which $54.6 million has been financed by the loan.

In January 2016, the Company terminated a 16,500 square foot lease at 11503 Rockville Pike and received a $3.0 million lease termination fee which was recognized as revenue in the first quarter. The space was previously occupied by an office supply store that had vacated in mid 2014 and the lease was scheduled to expire in 2019. The termination fee revenue will be partially offset by the loss of approximately $1.0 million in rental revenue over the remainder of 2016. The Company is in negotiation with a replacement tenant. While the Company continues to plan for a mixed-use development at this site and its neighboring Metro Pike Center, the initial phases of this development are expected to be on the west side of Rockville Pike at Metro Pike Center. The Company has not committed to any timetable for commencement of construction.

The Company was recently informed by Albertson's/Safeway, a tenant at nine of the Company's shopping centers, that it will close two Safeway stores located at the Company's properties by May 31, 2016. The stores that will close are located in Broadlands Village, Loudoun County, Virginia and Briggs Chaney Plaza, Montgomery County, Maryland. The leases at these locations remain in full force and effect. The Company is in discussions with Albertson's/Safeway and other retailers as it pursues options for the future.

The Company's tenants were further impacted by winter weather, as heavy snowfall in the Mid-Atlantic states during the first quarters of 2016 and 2015 hindered the ability of customers to shop. The cost of removing snow from the Company's properties during the three months ended March 31, 2016 and 2015, was approximately $2.3 million and $1.6 million, respectively, approximately 60% of which will be or has been billed to tenants.

During the most recent downturn in the national real estate market, which began in 2008, the effects on the office and retail markets in the metropolitan Washington, D.C. area initially were less severe than in many other areas of the country. Even though economic conditions in the local economies, where the majority of the Company’s properties are

located, have improved over recent years, issues facing the Federal government relating to spending cuts and budget policies have resulted in continued elevated vacancy rates in many sub-markets, thus pressuring rental rate growth. While overall consumer confidence appears to have improved, retailers continue to be cautious about new store openings. The Company's overall leasing

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percentage, on a comparative same property basis, which excludes the impact of properties not in operation for the entirety of the comparable periods, was 95.2% at March 31, 2016, compared to 94.4% at March 31, 2015.

The Company maintains a ratio of total debt to total asset value of under 50%, which allows the Company to obtain additional secured borrowings if necessary. As of March 31, 2016, amortizing fixed-rate debt with staggered maturities from 2018 to 2034 represented approximately 95.7% of the Company's notes payable, thus minimizing refinancing risk in any given year. As of March 31, 2016, the Company's variable-rate debt consisted of a $14.7 million bank term loan secured by Metro Pike Center and $23.0 million outstanding under the revolving credit facility. As of March 31, 2016, the Company has availability of approximately $251.6 million under its $275.0 million unsecured revolving line of credit.

Although it is management's present intention to concentrate future acquisition and development activities on community and neighborhood shopping centers and Mixed-Use Properties in the Washington, DC/Baltimore metropolitan area and the southeastern region of the United States, the Company may, in the future, also acquire other types of real estate in other areas of the country as opportunities present themselves. While the Company may diversify in terms of property locations, size and market, the Company does not set any limit on the amount or percentage of Company assets that may be invested in any one property or any one geographic area.

Critical Accounting Policies

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), which requires management to make certain estimates and assumptions that affect the reporting of financial position and results of operations. If judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of the financial statements. The Company has identified the following policies that, due to estimates and assumptions inherent in these policies, involve a relatively high degree of judgment and complexity.

Real Estate Investments

Real estate investment properties are stated at historic cost less depreciation. Although the Company intends to own its real estate investment properties over a long term, from time to time it will evaluate its market position, market conditions, and other factors and may elect to sell properties that do not conform to the Company's investment profile. Management believes that the Company's real estate assets have generally appreciated in value since their acquisition or development and, accordingly, the aggregate current value exceeds their aggregate net book value and also exceeds the value of the Company's liabilities as reported in the financial statements. Because the financial statements are prepared in conformity with GAAP, they do not report the current value of the Company's real estate investment properties.

The Company purchases real estate investment properties from time to time and records assets acquired and liabilities assumed, including land, buildings, and intangibles related to in-place leases and customer relationships, based on their fair values. The fair value of buildings generally is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates and considers the present value of all cash flows expected to be generated by the property including an initial lease up period. The Company determines the fair value of above and below market intangibles associated with in-place leases by assessing the net effective rent and remaining term of the in-place lease relative to market terms for similar leases at acquisition taking into consideration the remaining contractual lease period, renewal periods, and the likelihood of the tenant exercising its renewal options. The fair value of below market lease intangibles is recorded as deferred income and accreted as additional lease revenue over the remaining contractual lease period and any renewal option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and amortized as a reduction of revenue over the remaining contractual lease term. The Company determines the fair value of at-market in-place leases considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair value of the intangibles are amortized over the life of the customer relationship.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The fair value of any property is sensitive to the

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actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected.

When incurred, the Company capitalizes the cost of improvements that extend the useful life of property and equipment. All repair and maintenance expenditures are expensed when incurred. Leasehold improvements expenditures are capitalized when certain criteria are met, including when we supervise construction and will own the improvement. Tenant improvements that we own are depreciated over the life of the respective lease or the estimated useful life of the improvements, whichever is shorter.

Interest, real estate taxes, development-related salary costs and other carrying costs are capitalized on projects under construction. Upon substantial completion of construction and the placement of assets into service, rental income, direct operating expenses, and depreciation associated with such properties are included in current operations and capitalization of interest ceases. Commercial development projects are substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Residential development projects are considered substantially complete and available for occupancy upon receipt of the certificate of occupancy from the appropriate licensing authority. Substantially completed portions of a project are accounted for as separate projects. Depreciation is calculated using the straight-line method and estimated useful lives generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements.

Deferred Leasing Costs

Certain initial direct costs incurred by the Company in negotiating and consummating successful Commercial leases are capitalized and amortized over the initial base term of the leases. Deferred leasing costs consist of commissions paid to third-party leasing agents as well as internal direct costs such as employee compensation and payroll-related fringe benefits directly related to time spent performing successful leasing-related activities. Such activities include evaluating prospective tenants' financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing transactions. In addition, deferred leasing costs include amounts attributed to in-place leases associated with acquired properties.

Revenue Recognition

Rental and interest income is accrued as earned except when doubt exists as to collectability, in which case the accrual is discontinued. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or scheduled rent increases, income is recognized on a straight-line basis. Expense recoveries represent a portion of property operating expenses billed to tenants, including common area maintenance, real estate taxes and other recoverable costs. Expense recoveries are recognized in the period in which the expenses are incurred. Rental income based on a tenant's revenue, known as percentage rent, is recognized when a tenant reports sales that exceed a breakpoint specified in the lease agreement.

Allowance for Doubtful Accounts - Current and Deferred Receivables

Accounts receivable primarily represent amounts accrued and unpaid from tenants in accordance with the terms of the respective leases, subject to the Company's revenue recognition policy. Receivables are reviewed monthly and reserves are established with a charge to current period operations when, in the opinion of management, collection of the receivable is doubtful. In addition to rents due currently, accounts receivable include amounts representing minimum rental income accrued on a straight-line basis to be paid by tenants over the remaining term of their respective leases. Reserves are established with a charge to income for tenants whose rent payment history or financial condition casts doubt upon the tenant's ability to perform under its lease obligations.

Legal Contingencies

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of current matters will not have a material adverse effect on its financial position or the results of operations. Once it has been determined that a loss is probable to occur, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is

considered probable can be difficult to determine.

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Results of Operations

Same property revenue and same property operating income are non-GAAP financial measures of performance and improve the comparability of these measures by excluding the results of properties which were not in operation for the entirety of the comparable reporting periods.

We define same property revenue as total revenue minus the sum of interest income and revenue of properties not in operation for the entirety of the comparable reporting periods, and we define same property operating income as net income plus the sum of interest expense and amortization of deferred debt costs, depreciation and amortization, general and administrative expense, loss on the early extinguishment of debt (if any), predevelopment expense and acquisition related costs, minus the sum of interest income, the change in the fair value of derivatives, gains on property dispositions (if any) and the results of properties which were not in operation for the entirety of the comparable periods.

Other REITs may use different methodologies for calculating same property revenue and same property operating income. Accordingly, our same property revenue and same property operating income may not be comparable to those of other REITs.

Same property revenue and same property operating income are used by management to evaluate and compare the operating performance of our properties, and to determine trends in earnings, because these measures are not affected by the cost of our funding, the impact of depreciation and amortization expenses, gains or losses from the acquisition and sale of operating real estate assets, general and administrative expenses or other gains and losses that relate to ownership of our properties. We believe the exclusion of these items from revenue and operating income is useful because the resulting measures capture the actual revenue generated and actual expenses incurred by operating our properties.

Same property revenue and same property operating income are measures of the operating performance of our properties but do not measure our performance as a whole. Such measures are therefore not substitutes for total revenue, net income or operating income as computed in accordance with GAAP.

The tables below provide reconciliations of total revenue and operating income under GAAP to same property revenue and operating income for the indicated periods. The same property results include 49 Shopping Centers and six Mixed-Use properties, one of which is held for sale, for each period.

Same property revenue

(in thousands)	Three months ended March 31,	
	2016	2015
Total revenue	$56,926	$52,088
Less: Interest income	(13)	(13)
Less: Acquisitions, dispositions and development properties	(266)	(208)
Total same property revenue	$56,647	$51,867
Shopping centers	$43,194	$39,156
Mixed-Use properties	13,453	12,711
Total same property revenue	$56,647	$51,867

The $4.8 million increase in same property revenue for the 2016 quarter compared to the 2015 quarter was primarily due to (a) the net impact of a lease termination at 11503 Rockville Pike ($2.7 million), (b) an increase in expense recoveries
($0.8 million), (c) a $0.33 per square foot increase in base rent ($0.7 million), and (d) a 60,845 square foot increase in average leased space ($0.3 million).

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Same property operating income

(In thousands)	Three Months Ended March 31, 2016	2015
Net income	$16,374	$12,681
Add: Interest expense and amortization of deferred debt costs	11,089	11,406
Add: Depreciation and amortization of deferred leasing costs	11,035	10,440
Add: General and administrative	4,060	3,771
Add: Acquisition related costs	—	21
Add: Change in fair value of derivatives	7	6
Less: Interest income	(13)	(13)
Property operating income	42,552	38,312
Less: Acquisitions, dispositions & development property	172	182
Total same property operating income	$42,380	$38,130
Shopping centers	$33,075	$29,646
Mixed-Use properties	9,305	8,484
Total same property operating income	$42,380	$38,130

Same property operating income increased $4.2 million for the 2016 quarter compared to the 2015 quarter due primarily to (a) the net impact of a lease termination at 11503 Rockville Pike ($2.7 million), (b) an increase in expense recoveries
($0.8 million), (c) a $0.33 per square foot increase in base rent ($0.7 million), and (d) a 60,845 square foot increase in average leased space ($0.3 million) partially offset by (e) higher property operating expenses ($0.3 million) and (f) higher provisions for credit losses ($0.2 million).

Three months ended March 31, 2016 compared to the three months ended March 31, 2015
Revenue

(Dollars in thousands)	Three months ended March 31, 2016	2015	2015 to 2016 Change Amount	Percent
Base rent	$42,607	$41,479	$ 1,128	2.7 %
Expense recoveries	9,558	8,732	826	9.5 %
Percentage rent	363	438	(75)	(17.1)%
Other	4,398	1,439	2,959	205.6 %
Total revenue	$56,926	$52,088	$ 4,838	9.3 %

Base rent includes $548,000 and $475,500 for the three months ended March 31, 2016 and 2015, respectively, to recognize base rent on a straight-line basis. In addition, base rent includes $430,700 and $449,300, for the three months ended March 31, 2016 and 2015, respectively, to recognize income from the amortization of in-place leases acquired in connection with purchased real estate investment properties.

Total revenue increased 9.3% in the three months ended March 31, 2016 (“2016 Quarter”) compared to the three months ended March 31, 2015 (“2015 Quarter”) primarily due to (a) the net impact of a lease termination at 11503 Rockville Pike
($2.7 million), (b) an increase in expense recoveries ($0.8 million), (c) a $0.33 per square foot increase in base rent ($0.7 million) and (d) a 65,659 square foot increase in average leased space ($0.3 million).

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Operating Expenses

	Three months ended March 31,		2015 to 2016 Change		
(Dollars in thousands)	2016	2015	Amount	Percent	
Property operating expenses	$7,995	$7,616	$ 379	5.0	%
Provision for credit losses	432	246	186	75.6	%
Real estate taxes	5,934	5,901	33	0.6	%
Interest expense and amortization of deferred debt costs	11,089	11,406	(317)	(2.8)	%
Depreciation and amortization of deferred leasing costs	11,035	10,440	595	5.7	%
General and administrative	4,060	3,771	289	7.7	%
Acquisition related costs	—	21	(21)	(100.0)	%
Total operating expenses	$40,545	$39,401	$ 1,144	2.9	%

Total operating expenses increased 2.9% in the 2016 Quarter compared to the 2015 Quarter.

Provision for credit losses. The provision for credit losses for the 2016 Quarter represents 0.76% of the Company's revenue, an increase from 0.47% for the 2015 Quarter. The increase is due primarily to a shopping center tenant with cash flow difficulties for which the Company has fully reserved the outstanding receivable.

Depreciation and amortization of deferred leasing costs. The increase in depreciation and amortization to $11.0 million in the 2016 Quarter from $10.4 million in the 2015 Quarter was primarily due to increased depreciation resulting from new assets and tenant improvements installed throughout the portfolio net of reduced depreciation as a result of assets becoming fully depreciated.

Liquidity and Capital Resources

Cash and cash equivalents totaled $15.4 million and $12.1 million at March 31, 2016 and 2015, respectively. The Company's cash flow is affected by its operating, investing and financing activities, as described below.

	Three Months Ended March 31,	
(Dollars in thousands)	2016	2015
Net cash provided by operating activities	$31,297	$23,193
Net cash used in investing activities	(13,808)	(10,624)
Net cash used in financing activities	(12,140)	(12,577)
Increase (decrease) in cash and cash equivalents	$5,349	$(8)

Operating Activities

Net cash provided by operating activities represents cash received primarily from rental income, plus other income, less property operating expenses, leasing costs, normal recurring general and administrative expenses and interest payments on debt outstanding. The $8.1 million increase in net cash provided by operating activities from 2015 to 2016 is primarily attributable to (a) a $3.0 million termination fee and (b) net changes in other assets and liabilities.

Investing Activities

Net cash used in investing activities includes property acquisitions, developments, redevelopments, tenant improvements and other property capital expenditures. The $3.2 million increase in cash used in investing activities is primarily due to the Company's development activities at Park Van Ness ($2.1 million). Tenant improvement and property capital expenditures totaled $4.2 million and $2.7 million for the three months ended March 31, 2016 and 2015, respectively.

Financing Activities

Net cash used in financing activities for the three months ended March 31, 2016 primarily reflects:

- the repayment of notes payable totaling $6.0 million;
- revolving credit facility principal payments of $11.0 million;
- distributions to common stockholders totaling $9.1 million;

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- distributions to holders of convertible limited partnership units in the Operating Partnership totaling $3.1 million; and
- distributions to preferred stockholders totaling $3.1 million;

which was partially offset by:

- advances of $6.0 million from the revolving credit facility;
- proceeds of $1.6 million from the issuance of limited partnership units in the Operating Partnership pursuant to our Dividend Reinvestment and Stock Purchase Plan ("DRIP");
- proceeds of $3.3 million from the issuance of common stock pursuant to our DRIP, directors' Deferred Compensation Plan and the exercise of stock options; and
- advances of $9.4 million from the Park Van Ness construction loan.

Net cash used in financing activities for the three months ended March 31, 2015 primarily reflects:

- revolving credit facility payments of $21.0 million;
- repayment of notes payable totaling $20.9 million;
- distributions to common stockholders totaling $8.4 million;
- distributions to holders of convertible limited partnership units in the Operating Partnership totaling $2.9 million; and
- distributions made to preferred stockholders totaling $3.1 million;

which was partially offset by:

- advances from the revolving credit facility totaling $4.0 million;
- proceeds of $1.2 million from the issuance of limited partnership units in the Operating Partnership pursuant to our DRIP;
- proceeds of $5.3 million from the issuance of common stock pursuant to our DRIP, directors' Deferred Compensation Plan and the exercise of stock options; and
- advances of $3.4 million from the Park Van Ness construction loan.

Liquidity Requirements

Short-term liquidity requirements consist primarily of normal recurring operating expenses and capital expenditures, debt service requirements (including debt service relating to additional and replacement debt), distributions to common and preferred stockholders, distributions to unit holders and amounts required for expansion and renovation of the Current Portfolio Properties and selective acquisition and development of additional properties. In order to qualify as a REIT for federal income tax purposes, the Company must distribute to its stockholders at least 90% of its "real estate investment trust taxable income," as defined in the Code. The Company expects to meet these short-term liquidity requirements (other than amounts required for additional property acquisitions and developments) through cash provided from operations, available cash and its existing line of credit.

Long-term liquidity requirements consist primarily of obligations under our long-term debt and dividends paid to our preferred shareholders. The Company anticipates that long-term liquidity requirements will also include amounts required for property acquisitions and developments. The Company is developing Park Van Ness, a primarily residential project with street-level retail. As of March 31, 2016, the estimated cost to complete the project is approximately $6.9 million, which will be funded by the remaining availability under the construction-to-permanent loan. The Company may also redevelop certain of the Current Portfolio Properties and may develop additional freestanding outparcels or expansions within certain of the Shopping Centers.

Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the coming year, developments, expansions or acquisitions (if any) are expected to be funded with available cash, bank borrowings from the Company's credit line, construction and permanent financing, proceeds from the operation of the Company's dividend reinvestment plan or other external debt or equity capital resources available to the Company. Any future borrowings may be at the Saul Centers, Operating Partnership or Subsidiary Partnership level, and securities offerings may include (subject to certain limitations) the issuance of additional limited partnership interests in the Operating Partnership which can be converted into shares of Saul Centers common stock. The availability and terms of any such financing will depend upon market and other conditions.

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As of March 31, 2016, the scheduled maturities of debt, including scheduled principal amortization, for years ending December 31, were as follows:

(In thousands)	Balloon Payments	Scheduled Principal Amortization	Total
April 1 through December 31, 2016	$—	$ 18,607	$18,607
2017	14,442	25,768	40,210
2018	50,748	(a) 25,902	76,650
2019	60,794	24,614	85,408
2020	61,163	21,892	83,055
2021	11,011	21,405	32,416
Thereafter	430,930	106,296	537,226
Principal amount	$629,088	$ 244,484	873,572
Unamortized deferred debt expense			8,381
Net			$865,191

(a) Includes $23.0 million outstanding under the line of credit.

Management believes that the Company's capital resources, which at March 31, 2016 included cash balances of approximately $15.4 million and borrowing availability of approximately $251.6 million on its unsecured revolving credit facility, will be sufficient to meet its liquidity needs for the foreseeable future.

Dividend Reinvestments

In December 1995, the Company established a DRIP to allow its common stockholders and holders of limited partnership interests an opportunity to buy additional shares of common stock by reinvesting all or a portion of their dividends or distributions. The DRIP provides for investing in newly issued shares of common stock at a 3% discount from market price without payment of any brokerage commissions, service charges or other expenses. All expenses of the DRIP are paid by the Company. The Company issued 52,142 and 41,334 shares under the DRIP at a weighted average discounted price of $49.24 and $56.74 per share, during the three months ended March 31, 2016 and 2015, respectively. The Company issued 32,770 and 20,796 limited partnership units under the DRIP at a weighted average price of $49.24 and $56.74 per unit during the three months ended March 31, 2016 and 2015, respectively. The Company also credited 2,138 and 1,641 shares to directors pursuant to the reinvestment of dividends specified by the Directors' Deferred Compensation Plan at a weighted average discounted price of $49.24 and $56.74 per share, during the three months ended March 31, 2016 and 2015, respectively.

Capital Strategy and Financing Activity

As a general policy, the Company intends to maintain a ratio of its total debt to total asset value of 50% or less and to actively manage the Company's leverage and debt expense on an ongoing basis in order to maintain prudent coverage of fixed charges. Asset value is the aggregate fair market value of the Current Portfolio Properties and any subsequently acquired properties as reasonably determined by management by reference to the properties' aggregate cash flow. Given the Company's current debt level, it is management's belief that the ratio of the Company's debt to total asset value was below 50% as of March 31, 2016.

The organizational documents of the Company do not limit the absolute amount or percentage of indebtedness that it may incur. The Board of Directors may, from time to time, reevaluate the Company's debt/capitalization strategy in light of current economic conditions, relative costs of capital, market values of the Company's property portfolio, opportunities for acquisition, development or expansion, and such other factors as the Board of Directors then deems relevant. The Board of Directors may modify the Company's debt/capitalization policy based on such a reevaluation without shareholder approval and consequently, may increase or decrease the Company's debt to total asset ratio above or below 50% or may waive the policy for certain periods of time. The Company selectively continues to refinance or renegotiate the terms of its outstanding debt in order to achieve longer maturities, and obtain generally more favorable loan terms, whenever management determines the financing environment is favorable.

The Company maintains an unsecured revolving credit facility which was amended and restated in June 2014. The facility provides working capital and funds for acquisitions, certain developments, redevelopments and letters of credit, expires on June 23, 2018, and provides for an additional one-year extension at the Company's option, subject to the Company's satisfaction of certain conditions. As of March 31, 2016, $23.0 million was outstanding, approximately $251.6 million was

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available under the line and approximately $448,000 was committed for letters of credit. The interest rate under the facility is variable and equals the sum of one-month LIBOR and a margin that is based on the Company's leverage ratio, and which can range from 145 basis points to 200 basis points. Based on the leverage ratio as of March 31, 2016, the margin was 145 basis points.

The facility requires the Company and its subsidiaries to maintain compliance with certain financial covenants. The material covenants require the Company, on a consolidated basis, to:

- maintain tangible net worth, as defined in the loan agreement, of at least $542.1 million plus 80% of the Company's net equity proceeds received after March 2014;
- limit the amount of debt as a percentage of gross asset value, as defined in the loan agreement, to less than 60% (leverage ratio);
- limit the amount of debt so that interest coverage will exceed 2.0x on a trailing four-quarter basis (interest expense coverage); and
- limit the amount of debt so that interest, scheduled principal amortization and preferred dividend coverage exceeds 1.3x on a trailing four-quarter basis (fixed charge coverage).

As of March 31, 2016, the Company was in compliance with all such covenants.

At March 31, 2016, the Company had a $71.6 million construction-to-permanent loan, with $54.6 million outstanding, which is secured by and used to partially finance the construction of Park Van Ness.

Saul Centers is a guarantor of the revolving credit facility, of which the Operating Partnership is the borrower. The Operating Partnership is the guarantor of (a) a portion of the Metro Pike Center bank loan (approximately $7.8 million of the $14.7 million outstanding at March 31, 2016) and (b) the $71.6 million Park Van Ness construction-to-permanent loan, which guarantee will be reduced and eventually eliminated subject to the achievement of certain leasing and cash flow levels. The fixed-rate notes payable are non-recourse.

Preferred Stock

The Company has outstanding 7.2 million depositary shares, each representing 1/100th of a share of 6.875% Series C Cumulative Redeemable Preferred Stock. The depositary shares may be redeemed at the Company's option, in whole or in part, at the $25.00 liquidation preference plus accrued but unpaid dividends on or after February 12, 2018. The depositary shares pay an annual dividend of $1.71875 per share, equivalent to 6.875% of the $25.00 liquidation preference. The Series C preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes of control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that are reasonably likely to have a current or future material effect on the Company's financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

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Funds From Operations

Funds From Operations (FFO)[1] available to common stockholders and noncontrolling interests for the three months ended March 31, 2016, totaled $24.3 million, an increase of 21.4% compared to the three months ended March 31, 2015.

The following table presents a reconciliation from net income to FFO available to common stockholders and noncontrolling interests for the periods indicated:

	Three Months Ended March 31,	
(In thousands, except per share amounts)	2016	2015
Net income	$16,374	$12,681
Add:		
Real estate depreciation and amortization	11,035	10,440
FFO	27,409	23,121
Subtract:		
Preferred stock dividends	(3,094)	(3,094)
FFO available to common stockholders and noncontrolling interests	$24,315	$20,027
Weighted average shares:		
Diluted weighted average common stock	21,337	21,137
Convertible limited partnership units	7,327	7,213
Average shares and units used to compute FFO per share	28,664	28,350
FFO per share available to common stockholders and noncontrolling interests	$0.85	$0.71

[1] The National Association of Real Estate Investment Trusts (NAREIT) developed FFO as a relative non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO is defined by NAREIT as net income, computed in accordance with GAAP, plus real estate depreciation and amortization, and excluding extraordinary items, impairment charges on depreciable real estate assets and gains or losses from property dispositions. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, which is disclosed in the Company's Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of FFO. FFO should not be considered as an alternative to net income, its most directly comparable GAAP measure, as an indicator of the Company's operating performance, or as an alternative to cash flows as a measure of liquidity. Management considers FFO a meaningful supplemental measure of operating performance because it primarily excludes the assumption that the value of the real estate assets diminishes predictably over time (i.e. depreciation), which is contrary to what the Company believes occurs with its assets, and because industry analysts have accepted it as a performance measure. FFO may not be comparable to similarly titled measures employed by other REITs.

Acquisitions and Redevelopments

During the remainder of the year, the Company will complete its activities related to the development of Park Van Ness, may redevelop certain of the Current Portfolio Properties and may develop additional freestanding outparcels or expansions within certain of the Shopping Centers. Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the balance of the year, any developments, expansions or acquisitions are expected to be funded with bank borrowings from the Company's credit line, construction financing, proceeds from the operation of the Company's dividend reinvestment plan or other external capital resources available to the Company.

The Company has been selectively involved in acquisition, development, redevelopment and renovation activities. It continues to evaluate the acquisition of land parcels for retail and mixed-use development and acquisitions of operating properties for opportunities to enhance operating income and cash flow growth. The Company also continues to analyze redevelopment, renovation and expansion opportunities within the portfolio. The following describes the acquisition, development, redevelopment and renovation activities of the Company in 2015 and the three

months ended March 31, 2016.

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Park Van Ness

The Company recently completed development of Park Van Ness, a 271-unit residential project with approximately 9,000 square feet of street-level retail, below street-level structured parking, and amenities including a community room, landscaped courtyards, a fitness room and a rooftop pool and deck. The structure comprises 11 levels, five of which on the east side will be below street level. Because of the change in grade from the street eastward to Rock Creek Park, apartments on all 11 levels will have park or city views. The street level retail space is 100% leased to a grocery/gourmet food market and an upscale Italian restaurant. As of May 4, 2016, leases have been executed for 42 apartments. In late April 2016, the Company received from the District of Columbia a certificate of occupancy for the apartments and the first tenant moved in on May 2, 2016. The total cost of the project, excluding predevelopment expense and land (which the Company has owned), is expected to be approximately $93.0 million, a portion of which is financed with a $71.6 million construction-to-permanent loan. Costs incurred through March 31, 2016, total approximately $86.1 million, of which $54.6 million has been financed by the loan.

726 N. Glebe Road

In September 2015, the Company purchased for $4.0 million a single-tenant property with a 4,800 square foot store, and incurred acquisition costs of $56,700. Together with the adjacent 730 and 750 N. Glebe Road previously acquired by the Company, the properties comprise 2.5 acres of land which is zoned for development potential of up to 490,000 square feet of mixed-use space. The Company has filed a development plan with Arlington County, Virginia for final zoning and site plan approval, but has not committed to any timetable for commencement of construction.

Germantown Center

In 2014, the Company entered into a contingent ground lease with CVS and, as of June 30, 2015, all of the lease contingencies had been satisfied and lease payments commenced in November 2015. CVS has demolished two of the four existing buildings that currently comprise the center and will construct a 13,500 square foot pharmacy building. CVS expects to commence operations in late 2016. The Company incurred approximately $57,000 of predevelopment costs in the third quarter of 2015 and does not expect to incur further predevelopment costs related to the project.

Westview Pad

In February 2015, the Company purchased for $0.9 million, including acquisition costs, a 1.1 acre retail pad site in Frederick, Maryland, which is contiguous with and an expansion of the Company's other Westview asset.

Portfolio Leasing Status

The following chart sets forth certain information regarding Commercial leases at our properties.

	Total Properties		Total Square Footage		Percent Leased	
	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use
March 31, 2016	50	6	7,896,499	1,453,159	95.8%	91.8 %
March 31, 2015	50	6	7,886,184	1,453,159	94.8%	92.2 %

As of March 31, 2016, 95.2% of the Commercial portfolio was leased, compared to 94.5% at March 31, 2015. On a same property basis, 95.2% of the Commercial portfolio was leased, compared to 94.4% at March 31, 2015. As of March 31, 2016, the Clarendon Center apartments were 99.2% leased compared to 98.4% at March 31, 2015.

The following table shows selected data for leases executed in the indicated periods. The information is based on executed leases without adjustment for the timing of occupancy, tenant defaults, or landlord concessions. The base rent for an expiring lease is the annualized contractual base rent, on a cash basis, as of the expiration date of the lease. The base rent for a new or renewed lease is the annualized contractual base rent, on a cash basis, as of the expected rent commencement date. Because tenants that execute leases may not ultimately take possession of their space or pay all of their contractual rent, the changes presented in the table provide information only about trends in market rental rates. The actual changes in rental income received by the Company may be different.

			Average Base Rent per Square Foot	
Three months ended March	Square Feet	Number of Leases	New/Renewed Leases	Expiring Leases

31,				
2016	194,800	46	$ 19.04	$ 18.99
2015	325,633	57	16.77	17.35

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Additional information about the 2016 leasing activity is set forth below. The below information includes leases for space which had not been previously leased during the period of the Company's ownership, either a result of acquisition or development.

	New Leases	Renewed Leases
Number of leases	17	30
Square feet	52,130	147,053
Per square foot average annualized:		
Base rent	$21.79	$18.82
Tenant improvements	(2.70)	(0.16)
Leasing costs	(0.41)	(0.01)
Rent concessions	(0.14)	(0.14)
Effective rents	$18.54	$18.51

During the three months ended March 31, 2016, the Company entered into 37 new or renewed apartment leases. The average monthly rent per square foot for these leases increased to $3.61 from $3.42. During the three months ended March 31, 2015, the Company entered into 30 new or renewed apartment leases. The average monthly rent per square foot for these leases was unchanged at $3.36.

As of December 31, 2015, 1,035,195 square feet of Commercial space was subject to leases scheduled to expire in 2016. Of those leases, as of March 31, 2016, leases representing 882,264 square feet of Commercial space have not yet renewed and are scheduled to expire over the next nine months. Below is information about existing and estimated market base rents per square foot for that space.

Expiring Leases:	Total
Square feet	882,264
Average base rent per square foot	$14.98
Estimated market base rent per square foot	$14.92

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to certain financial market risks, the most predominant being fluctuations in interest rates. Interest rate fluctuations are monitored by management as an integral part of the Company’s overall risk management program, which recognizes the unpredictability of financial markets and seeks to reduce the potentially adverse effect on the Company’s results of operations.

The Company may, where appropriate, employ derivative instruments, such as interest rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivatives or other financial instruments for trading or speculative purposes. On June 29, 2010, the Company entered into an interest rate swap agreement with a $45.6 million notional amount to manage the interest rate risk associated with $45.6 million of variable-rate debt. The swap agreement was effective July 1, 2010, terminates on July 1, 2020 and effectively fixes the interest rate on the debt at 5.83%. The fair value of the swap at March 31, 2016 was approximately $3.6 million and is reflected in accounts payable, accrued expenses and other liabilities in the consolidated balance sheet.

The Company is exposed to interest rate fluctuations which will affect the amount of interest expense of its variable rate debt and the fair value of its fixed rate debt. As of March 31, 2016, the Company had variable rate indebtedness totaling $37.7 million. If the interest rates on the Company’s variable rate debt instruments outstanding at March 31, 2016 had been one percentage point higher, our annual interest expense relating to these debt instruments would have increased by $377,000 based on those balances. As of March 31, 2016, the Company had fixed-rate indebtedness totaling $835.9 million with a weighted average interest rate of 5.52%. If interest rates on the Company’s fixed-rate debt instruments at March 31, 2016 had been one percentage point higher, the fair value of those debt instruments on that date would have been approximately $42.1 million less than the carrying value.

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Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer, and its Senior Vice President-Chief Accounting Officer as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e) promulgated under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including its Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer, and its Senior Vice President-Chief Accounting Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of March 31, 2016. Based on the foregoing, the Company's Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer and its Senior Vice President-Chief Accounting Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2016.

During the quarter ended March 31, 2016, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

The Company has no material updates to the risk factors presented in Item 1A. Risk Factors in the 2015 Annual Report of the Company on Form 10-K.

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

B. Francis Saul II, the Company's Chairman of the Board and Chief Executive Officer, his spouse and entities affiliated with Mr. Saul II, through participation in the Company's Dividend Reinvestment and Stock Purchase Plan for the
January 29, 2016 dividend distribution acquired 27,032 shares of common stock at a price of $49.24 per share and 32,770 limited partnership units at a price of $49.24 per unit.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

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Item 6. Exhibits

3.	(a)	First Amended and Restated Articles of Incorporation of Saul Centers, Inc. filed with the Maryland Department of Assessments and Taxation on August 23, 1994 and filed as Exhibit 3.(a) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 28, 2004 and filed as Exhibit 3.(a) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 26, 2006 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 30, 2006 is hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 14, 2013 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 14, 2013 is hereby incorporated by reference.
	(b)	Amended and Restated Bylaws of Saul Centers, Inc. as in effect at and after August 24, 1993 and as of August 26, 1993 and filed as Exhibit 3.(b) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Amendment No. 1 to Amended and Restate Bylaws of Saul Centers, Inc. adopted November 29, 2007 and filed as Exhibit 3(b) of the Company's Current Report on Form 8-K filed December 3, 2007 is hereby incorporated by reference.
	(c)	Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, dated October 30, 2003, filed as Exhibit 2 to the Company's Current Report on Form 8-A dated October 31, 2003, is hereby incorporated by reference.
	(d)	Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, as amended, dated March 26, 2008, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed March 27, 2008, is hereby incorporated by reference.
	(e)	Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, dated February 6, 2013, filed as Exhibit 3.2 to Saul Centers' Registration Statement on Form 8-A, filed February 7, 2013, is hereby incorporated by reference.
	(f)	Articles Supplementary to First Amended and Restated Articles of Incorporation of the Company, dated November 10, 2014, filed as Exhibit 3.2 of the Company's Current Report on Form 8-K, dated November 12, 2014, is hereby incorporated by reference.
4.	(a)	Deposit Agreement, dated November 5, 2003, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, each representing 1/100th of a share of 8% Series A Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and filed as Exhibit 4 to the Registration Statement on Form 8-A on October 31, 2003 is hereby incorporated by reference.
	(b)	Deposit Agreement, dated February 6, 2013, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, each representing 1/100th of a share of 6.875% Series C Cumulative Redeemable Preferred Stock of Saul Centers, Inc. filed as Exhibit 4.1 to Saul Centers' Registration Statement on Form 8-A on February 7, 2013 is hereby incorporated by reference.
	(c)	Form specimen of receipt representing the depositary shares, each representing 1/100th of a share of 8% Series A Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and included as part of Exhibit 4 to the

Registration Statement on Form 8-A on October 31, 2003 is hereby incorporated by reference.

(d) Form specimen of receipt representing the depositary shares, each representing 1/100th of a share of 6.875% Series C Cumulative Redeemable Preferred Stock of Saul Centers, Inc. and included as part of Exhibit 4.1 to Saul Centers' Registration Statement on Form 8-A on February 7, 2013 is hereby incorporated by reference.

(e) First Amendment to Deposit Agreement, dated November 12, 2014, among the Company, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, each representing 1/100th of a share of 6.875% Series C Cumulative Redeemable Preferred Stock of Saul Centers, Inc. filed as Exhibit 4.2 to of the Company's Current Report on Form 8-K, dated November 12, 2014, is hereby incorporated by reference.

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10. (a) First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit No. 10.1 to Registration Statement No. 33-64562 is hereby incorporated by reference. The First Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, the Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership, and the Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the 1995 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 1997 Quarterly Report of the Company is hereby incorporated by reference. The Fifth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 4.(c) to Registration Statement No. 333-41436, is hereby incorporated by reference. The Sixth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the September 30, 2003 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Seventh Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the December 31, 2003 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Eighth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the December 31, 2007 Annual Report of the Company on Form 10-K is hereby incorporated by reference. The Ninth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 2008 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Tenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the March 31, 2008 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Eleventh Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.(a) of the September 30, 2011 Quarterly Report of the Company on Form 10-Q is hereby incorporated by reference. The Twelfth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated February 12, 2013 is hereby incorporated by reference. The Thirteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Holdings Limited Partnership filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated November 12, 2014, is hereby incorporated by reference.

(b) First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership and Amendment No. 1 thereto filed as Exhibit 10.2 to Registration Statement No. 33-64562 are hereby incorporated by reference. The Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership, the Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership and the Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary I Limited Partnership as filed as Exhibit 10.(b) of the 1997 Annual Report of the Company on Form 10-K are hereby incorporated by reference.

(c) First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership and Amendment No. 1 thereto filed as Exhibit 10.3 to Registration Statement No. 33-64562 are hereby incorporated by reference. The Second Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership filed as Exhibit 10.(c) of the June 30, 2001 Quarterly Report of the Company is hereby incorporated by reference. The Third Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II Limited Partnership as filed as exhibit 10.(c) of the 2006 Annual Report of the Company on Form 10-K are hereby incorporated by reference. The Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Saul Subsidiary II

Limited Partnership as filed as Exhibit 10.(c) of the 2009 Annual Report of the Company on Form 10-K are hereby incorporated by reference.

(d) Property Conveyance Agreement filed as Exhibit 10.4 to Registration Statement No. 33-64562 is hereby incorporated by reference.

(e) Management Functions Conveyance Agreement filed as Exhibit 10.5 to Registration Statement No. 33-64562 is hereby incorporated by reference.

(f) Registration Rights and Lock-Up Agreement filed as Exhibit 10.6 to Registration Statement No. 33-64562 is hereby incorporated by reference.

(g) Exclusivity and Right of First Refusal Agreement filed as Exhibit 10.7 to Registration Statement No. 33-64562 is hereby incorporated by reference.

(h) Agreement of Assumption dated as of August 26, 1993 executed by Saul Holdings Limited Partnership and filed as Exhibit 10.(i) of the 1993 Annual Report of the Company on Form 10-K is hereby incorporated by reference.

(i) Deferred Compensation Plan for Directors, dated as of April 23, 2004 and filed as Exhibit 10.(k) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference.

(j) Amended and Restated Credit Agreement, dated as of June 24, 2014, by and among Saul Holdings Limited Partnership as Borrower; Wells Fargo Bank, National Association, as Administrative Agent and Sole Lead Arranger; JP Morgan Chase Bank, N.A., as Syndication Agent; and Wells Fargo Bank, National Association, JP Morgan Chase Bank, N.A., Capital One, N.A. and Citizens Bank of Pennsylvania as Lenders, as filed as Exhibit 10.1 of the Company’s Current Report on Form 8-K, dated June 25, 2014, is hereby incorporated by reference.

(k) Amended and Restated Guaranty, dated as of June 24, 2014, by and between Saul Centers, Inc., as Guarantor, and Wells Fargo Bank, National Association, as Administrative Agent and Sole Lead Arranger for itself and other financial institutions as Lenders, as filed as Exhibit 10.2 of the Company’s Current Report on Form 8-K, dated June 25, 2014, is hereby incorporated by reference.

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(l)	The Saul Centers, Inc. 2004 Stock Plan, as amended on April 25, 2008 and May 10, 2013 and filed as Exhibit 10.(a) of the Company's Current Report on Form 8-K filed on May 14, 2013, is hereby incorporated by reference.
(m)	Form of Director Stock Option Agreements, as filed as Exhibit 10.(j) of the September 30, 2004 Quarterly Report of the Company, is hereby incorporated by reference.
(n)	Form of Officer Stock Option Grant Agreements, as filed as Exhibit 10.(k) of the September 30, 2004 Quarterly Report of the Company, is hereby incorporated by reference.
(o)	Promissory Note, dated as of March 23, 2011, by Clarendon Center LLC to The Prudential Life Insurance Company of America as filed as Exhibit 10.(a) of the Company's Current Report on Form 8-K dated April 28, 2011, is hereby incorporated by reference.
(p)	Deed of Trust, Security Agreement and Fixture Filing, dated as of March 23, 2011, by Clarendon Center LLC to Lawyers Title Realty Services, Inc. as trustee for the benefit of The Prudential Insurance Company of America, as beneficiary, as filed as Exhibit 10.(b) of the Company's Current Report on Form 8-K dated April 28, 2011, is hereby incorporated by reference.
(q)	Shared Services Agreement, dated as of July 1, 2004, between B. F. Saul Company and Saul Centers, Inc., as filed as Exhibit 10. (c) of the Company's Current Report on Form 8-K dated August 11, 2010, is hereby incorporated by reference.
(r)	Purchase Agreement, dated as of August 9, 2011, by and among the Company, Saul Holdings Limited Partnership and B. F. Saul Real Estate Investment Trust and filed as Exhibit 10.(r) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
(s)	Agreement of Purchase and Sale, dated as of August 9, 2011, between Cranberry Retail, Inc. and Saul Holdings Limited Partnership, as amended and filed as Exhibit 2.(a) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
(t)	Agreement of Purchase and Sale, dated as of August 9, 2011, between Kentlands Retail, Inc. and Saul Holdings Limited Partnership, as amended and filed as Exhibit 2.(b) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
(u)	Agreement of Purchase and Sale, dated as of August 9, 2011, between Severna Retail, Inc. and Saul Holdings Limited Partnership, as amended and filed as Exhibit 2.(c) of the September 30, 2011 Quarterly Report of the Company is hereby incorporated by reference.
(v)	Separation Agreement, dated as of March 25, 2014, by and among Saul Centers, Inc., B. F. Saul Company and Thomas H. McCormick and filed as Exhibit 10(w) of the March 31, 2014 Quarterly Report of the Company is hereby incorporated by reference.
31.	Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer and Chief Financial Officer (filed herewith).
32.	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer (filed herewith).

99. (a) Schedule of Portfolio Properties (filed herewith).

101. The following financial statements from the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2016, formatted in Extensible Business Reporting Language ("XBRL"): (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of changes in stockholders' equity and comprehensive income, (iv) consolidated statements of cash flows, and (v) the notes to the consolidated financial statements.

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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.

SAUL CENTERS, INC.
(Registrant)

Date: May 5, 2016 /s/ J. Page Lansdale
J. Page Lansdale, President and Chief Operating Officer

Date: May 5, 2016 /s/ Scott V. Schneider
Scott V. Schneider
Senior Vice President, Chief Financial Officer
(principal financial officer)

Date: May 5, 2016 /s/ Joel A. Friedman
Joel A. Friedman
Senior Vice President, Chief Accounting Officer
(principal accounting officer)