

URSTADT BIDDLE PROPERTIES INC  
Form 10-Q  
March 08, 2019  
United States  
Securities And Exchange Commission  
Washington, DC 20549

Form 10-Q

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

For the quarterly period ended January 31, 2019

OR

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

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

Commission File Number 1-12803

Urstadt Biddle Properties Inc.  
(Exact Name of Registrant in its Charter)

Maryland 04-2458042  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

321 Railroad Avenue, Greenwich, CT 06830  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 863-8200

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer    Smaller reporting company

Emerging growth company

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

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

Yes    No

As of March 6, 2019 (latest date practicable), the number of shares of the Registrant's classes of Common Stock and Class A Common Stock outstanding was: 9,960,445 Common Shares, par value \$.01 per share, and 29,899,960 Class A Common Shares, par value \$.01 per share.

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Urstadt Biddle Properties Inc.

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CONSOLIDATED BALANCE SHEETS  
(In thousands, except share data)

	January 31, 2019 (Unaudited)	October 31, 2018
Assets		
Real Estate Investments:		
Real Estate– at cost	\$1,134,678	\$1,118,075
Less: Accumulated depreciation	(224,160 )	(218,653 )
	910,518	899,422
Investments in and advances to unconsolidated joint ventures	36,194	37,434
	946,712	936,856
Cash and cash equivalents	13,142	10,285
Marketable securities	-	5,567
Tenant receivables	23,787	22,607
Prepaid expenses and other assets	24,011	22,467
Deferred charges, net of accumulated amortization	10,806	10,451
Total Assets	\$1,018,458	\$1,008,233
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Revolving credit line	\$44,595	\$28,595
Mortgage notes payable and other loans	292,129	293,801
Accounts payable and accrued expenses	8,632	3,900
Deferred compensation – officers	36	72
Other liabilities	21,963	21,466
Total Liabilities	367,355	347,834
Redeemable Noncontrolling Interests	78,405	78,258
Commitments and Contingencies		
Stockholders' Equity:		
6.75% Series G Cumulative Preferred Stock (liquidation preference of \$25 per share); 3,000,000 shares issued and outstanding	75,000	75,000
6.25% Series H Cumulative Preferred Stock (liquidation preference of \$25 per share); 4,600,000 shares issued and outstanding	115,000	115,000
Excess Stock, par value \$0.01 per share; 20,000,000 shares authorized; none issued and outstanding	-	-
Common Stock, par value \$0.01 per share; 30,000,000 shares authorized; 9,960,445 and 9,822,006 shares issued and outstanding	100	99
Class A Common Stock, par value \$0.01 per share; 100,000,000 shares authorized; 29,913,560 and 29,814,814 shares issued and outstanding	299	298
Additional paid in capital	518,985	518,136
Cumulative distributions in excess of net income	(138,248 )	(133,858 )

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Accumulated other comprehensive income	1,562	7,466
Total Stockholders' Equity	572,698	582,141
Total Liabilities and Stockholders' Equity	\$1,018,458	\$1,008,233

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

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URSTADT BIDDLE PROPERTIES INC.  
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)  
(In thousands, except per share data)

	Three Months Ended January 31,	
	2019	2018
Revenues		
Base rents	\$24,778	\$23,584
Recoveries from tenants	8,452	8,207
Other	1,225	1,204
Total Revenues	34,455	32,995
Expenses		
Property operating	5,864	6,306
Property taxes	5,913	5,147
Depreciation and amortization	6,940	6,949
General and administrative	2,654	2,419
Provision for tenant credit losses	254	210
Directors' fees and expenses	108	102
Total Operating Expenses	21,733	21,133
Operating Income	12,722	11,862
Non-Operating Income (Expense):		
Interest expense	(3,578 )	(3,423 )
Equity in net income from unconsolidated joint ventures	342	560
Gain on sale of marketable securities	403	-
Interest, dividends and other investment income	129	80
Net Income	10,018	9,079
Noncontrolling interests:		
Net income attributable to noncontrolling interests	(1,101 )	(1,095 )
Net income attributable to Urstadt Biddle Properties Inc.	8,917	7,984
Preferred stock dividends	(3,063 )	(3,063 )
Net Income Applicable to Common and Class A Common Stockholders	\$5,854	\$4,921
Basic Earnings Per Share:		
Per Common Share:	\$0.14	\$0.12
Per Class A Common Share:	\$0.16	\$0.13
Diluted Earnings Per Share:		
Per Common Share:	\$0.14	\$0.12
Per Class A Common Share:	\$0.16	\$0.13
Dividends Per Share:		

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Common	\$ 0.245	\$ 0.24
Class A Common	\$ 0.275	\$ 0.27

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

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## URSTADT BIDDLE PROPERTIES INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(In thousands)

	Three Months Ended January 31,	
	2019	2018
Net Income	\$10,018	\$9,079
Other comprehensive income:		
Change in unrealized income on interest rate swaps	(4,720 )	2,410
Change in unrealized losses on interest rate swaps-equity investees	(615 )	-
Total comprehensive income	4,683	11,489
Comprehensive income attributable to noncontrolling interests	(1,101 )	(1,095 )
Total Comprehensive income attributable to Urstadt Biddle Properties Inc.	3,582	10,394
Preferred stock dividends	(3,063 )	(3,063 )
Total comprehensive income applicable to Common and Class A Common Stockholders	\$519	\$7,331

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



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## URSTADT BIDDLE PROPERTIES INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)

	Three Months Ended January 31,	
	2019	2018
Cash Flows from Operating Activities:		
Net income	\$ 10,018	\$ 9,079
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,940	6,949
Straight-line rent adjustment	(436 )	(217 )
Provision for tenant credit losses	254	210
(Gain) on sale of marketable securities	(403 )	-
Restricted stock compensation expense and other adjustments	1,066	666
Deferred compensation arrangement	(36 )	(33 )
Equity in net (income) of unconsolidated joint ventures	(342 )	(560 )
Distributions of operating income from unconsolidated joint ventures	342	560
Changes in operating assets and liabilities:		
Tenant receivables	(998 )	(1,012 )
Accounts payable and accrued expenses	2,979	2,819
Other assets and other liabilities, net	(5,712 )	(5,882 )
Net Cash Flow Provided by Operating Activities	13,672	12,579
Cash Flows from Investing Activities:		
Acquisitions of real estate investments	(13,836)	(121 )
Investments in and advances to unconsolidated joint ventures	(369 )	-
Deposits on acquisition of real estate investment	-	(10 )
Proceeds from the sale of available for sale securities	5,970	-
Improvements to properties and deferred charges	(2,915 )	(2,389 )
Distributions to noncontrolling interests	(1,101 )	(1,095 )
Return of capital from unconsolidated joint ventures	989	136
Net Cash Flow (Used in) Investing Activities	(11,262)	(3,479 )
Cash Flows from Financing Activities:		
Dividends paid -- Common and Class A Common Stock	(10,666)	(10,408)
Dividends paid -- Preferred Stock	(3,063 )	(3,063 )
Principal repayments on mortgage notes payable	(1,609 )	(1,604 )
Repayment of revolving credit line borrowings	(3,000 )	(4,000 )
Proceeds from revolving credit line borrowings	19,000	6,000
Payment of taxes on shares withheld for employee taxes	(265 )	(240 )
Net proceeds from the issuance of Common and Class A Common Stock	50	49
Net Cash Flow Provided by/(Used in) Financing Activities	447	(13,266)
Net Increase/(Decrease) In Cash and Cash Equivalents	2,857	(4,166 )
Cash and Cash Equivalents at Beginning of Period	10,285	8,674
Cash and Cash Equivalents at End of Period	\$ 13,142	\$ 4,508

Supplemental Cash Flow Disclosures:

Interest Paid	\$3,572	\$3,252
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The accompanying notes to consolidated financial statements are an integral part of these statements.

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## URSTADT BIDDLE PROPERTIES INC.

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)

(In thousands, except share and per share data)

	6.75% Series G Preferred Stock Issued	6.75% Series G Preferred Stock Amount	6.25% Series H Preferred Stock Issued	6.25% Series H Preferred Stock Amount	Common Stock Issued	Common Stock Amount	Class A Common Stock Issued	Class A Common Stock Amount	Additional Paid In Capital	Cumulative Distributions In Excess of Net Income
Balances - October 31, 2018	3,000,000	\$75,000	4,600,000	\$115,000	9,822,006	\$99	29,814,814	\$298	\$518,136	\$(133,858)
November 1, 2018 adoption of new accounting standard - See Note 1	-	-	-	-	-	-	-	-	-	569
Net income applicable to Common and Class A common stockholders	-	-	-	-	-	-	-	-	-	5,854
Change in unrealized income on interest rate swaps	-	-	-	-	-	-	-	-	-	-
Cash dividends paid :										
Common stock (\$0.245 per share)	-	-	-	-	-	-	-	-	-	(2,440)
Class A common stock (\$0.275 per share)	-	-	-	-	-	-	-	-	-	(8,226)
Issuance of shares under dividend reinvestment plan	-	-	-	-	1,239	-	1,482	-	50	-
Shares issued under restricted stock plan	-	-	-	-	137,200	1	111,450	1	(2)	-

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Shares withheld for employee taxes	-	-	-	-	-	-	(14,086)	-	(265)	-
Forfeiture of restricted stock	-	-	-	-	-	-	(100)	-	-	-
Restricted stock compensation and other adjustments	-	-	-	-	-	-	-	-	1,066	-
Adjustments to redeemable noncontrolling interests	-	-	-	-	-	-	-	-	-	(147)
Balances - January 31, 2019	3,000,000	\$75,000	4,600,000	\$115,000	9,960,445	\$100	29,913,560	\$299	\$518,985	\$(138,248)
	6.75% Series G Preferred Stock Issued	6.75% Series G Preferred Stock Amount	6.25% Series H Preferred Stock Issued	6.25% Series H Preferred Stock Amount	Common Stock Issued	Common Stock Amount Issued	Class A Common Stock Issued	Class A Common Stock Amount	Additional Paid In Capital	Cumulative Distribution In Excess of Net Income
Balances - October 31, 2017	3,000,000	\$75,000	4,600,000	\$115,000	9,664,778	\$97	29,728,744	\$297	\$514,217	\$(120,123)
Net income applicable to Common and Class A common stockholders	-	-	-	-	-	-	-	-	-	4,921
Change in unrealized income on interest rate swaps	-	-	-	-	-	-	-	-	-	-
Cash dividends paid :										
Common stock (\$0.24 per share)	-	-	-	-	-	-	-	-	-	(2,356)
Class A common stock (\$0.27 per share)	-	-	-	-	-	-	-	-	-	(8,052)
Issuance of shares under	-	-	-	-	1,120	-	1,469	-	49	-

dividend reinvestment plan Shares issued under restricted stock plan	-	-	-	-	152,700	2	102,800	1	(3	)	-	
Shares withheld for employee taxes	-	-	-	-	-	-	(10,886	)	-	(240	)	-
Forfeiture of restricted stock	-	-	-	-	-	-	(3,250	)	-	-	-	
Restricted stock compensation and other adjustments	-	-	-	-	-	-	-	-	-	667	-	
Adjustments to redeemable noncontrolling interests	-	-	-	-	-	-	-	-	-	-	1,362	
Balances - January 31, 2018	3,000,000	\$75,000	4,600,000	\$115,000	9,818,598	\$99	29,818,877	\$298	\$514,690	\$(124,248)		

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Urstadt Biddle Properties Inc. ("Company"), a Maryland Corporation, is a real estate investment trust (REIT), engaged in the acquisition, ownership and management of commercial real estate, primarily neighborhood and community shopping centers in the metropolitan New York tri-state area outside of the City of New York. The Company's major tenants include supermarket chains and other retailers who sell basic necessities. At January 31, 2019, the Company owned or had equity interests in 85 properties containing a total of 5.3 million square feet of Gross Leasable Area ("GLA").

Principles of Consolidation and Use of Estimates

The accompanying consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries, and joint ventures in which the Company meets certain criteria in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, "Consolidation". The Company has determined that such joint ventures should be consolidated into the consolidated financial statements of the Company. In accordance with ASC Topic 970-323 "Real Estate-General-Equity Method and Joint Ventures," joint ventures that the Company does not control but otherwise exercises significant influence over, are accounted for under the equity method of accounting. See Note 5 for further discussion of the unconsolidated joint ventures. All significant intercompany transactions and balances have been eliminated in consolidation.

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been omitted. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Results of operations for the three months ended January 31, 2019 are not necessarily indicative of the results that may be expected for the year ending October 31, 2019. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K for the fiscal year ended October 31, 2018.

The preparation of financial statements requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the periods covered by the financial statements. The most significant assumptions and estimates relate to the valuation of real estate, depreciable lives, revenue recognition, fair value estimates, and the collectability of tenant receivables and other assets and liabilities. Actual results could differ from these estimates. The balance sheet at October 31, 2018 has been derived from audited financial statements at that date.

Federal Income Taxes

The Company has elected to be treated as a REIT under Sections 856-860 of the Internal Revenue Code ("Code"). Under those sections, a REIT that, among other things, distributes at least 90% of real estate trust taxable income and meets certain other qualifications prescribed by the Code will not be taxed on that portion of its taxable income that is distributed. The Company believes it qualifies as a REIT and intends to distribute all of its taxable income for fiscal 2019 in accordance with the provisions of the Code. Accordingly, no provision has been made for Federal income taxes in the accompanying consolidated financial statements.

The Company follows the provisions of ASC Topic 740, "Income Taxes" that, among other things, defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Based on its evaluation, the Company determined that it has no uncertain tax positions and no unrecognized tax benefits as of January 31, 2019. As of January 31, 2019, the fiscal tax years 2015 through and including 2018 remain open to examination by the Internal Revenue Service. There are currently no federal tax examinations in progress.

#### Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and tenant receivables. The Company places its cash and cash equivalents with high quality financial institutions and the balances at times could exceed federally insured limits. The Company performs ongoing credit evaluations of its tenants and may require certain tenants to provide security deposits or letters of credit. Though these security deposits and letters of credit are insufficient to meet the terminal value of a tenant's lease obligation, they are a measure of good faith and a source of funds to offset the economic costs associated with lost rent and the costs associated with re-tenanting the space. The Company has no dependency upon any single tenant.

#### Marketable Securities

Marketable equity securities are carried at fair value based upon quoted market prices in active markets. On November 1, 2018, the Company adopted FASB Accounting Standards Update ("ASU") 2016-01 "Financial Instruments - Overall". ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. As a result of the adoption, the Company recorded all unrealized holding gains for its marketable securities as of the date of adoption to cumulative distributions in excess of net income and reduced accumulated other comprehensive income in the amount of \$569,000.

In January 2019, the Company sold all of its marketable equity securities and realized a gain on sale in the amount of \$403,000, which has been recorded in the consolidated statement of income for three months ended January 31, 2019.

The Company did not own any marketable equity securities as of January 31, 2019. The unrealized gain on the Company's marketable equity securities at October 31, 2018 is detailed below (in thousands):

	Fair Market Value	Cost Basis	Unrealized Gain/(Loss)	Gross Unrealized Gains	Gross Unrealized (Loss)
October 31, 2018					
REIT Securities	\$5,567	\$4,998	\$ 569	\$ 569	\$ -

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### Derivative Financial Instruments

The Company occasionally utilizes derivative financial instruments, such as interest rate swaps, to manage its exposure to fluctuations in interest rates. The Company has established policies and procedures for risk assessment, and the approval, reporting and monitoring of derivative financial instruments. Derivative financial instruments must be effective in reducing the Company's interest rate risk exposure in order to qualify for hedge accounting. When the terms of an underlying transaction are modified, or when the underlying hedged item ceases to exist, all changes in the fair value of the instrument are marked-to-market with changes in value included in net income for each period until the derivative instrument matures or is settled. Any derivative instrument used for risk management that does not meet the hedging criteria is marked-to-market with the changes in value included in net income. The Company has not entered into, and does not plan to enter into, derivative financial instruments for trading or speculative purposes. Additionally, the Company has a policy of entering into derivative contracts only with major financial institutions.

As of January 31, 2019, the Company believes it has no significant risk associated with non-performance of the financial institutions that are the counterparties to its derivative contracts. At January 31, 2019, the Company had approximately \$97.3 million in secured mortgage financings subject to interest rate swaps. Such interest rate swaps converted the LIBOR-based variable rates on the mortgage financings to an average fixed annual rate of 3.74% per annum. As of January 31, 2019 and October 31, 2018, the Company had a deferred liability of \$1.9 million and \$114,000, respectively (included in accounts payable and accrued expense on the consolidated balance sheets) and a deferred asset of \$4.0 million and \$7.0 million, respectively (included in prepaid expenses and other assets on the consolidated balance sheets) relating to the fair value of the Company's interest rate swaps applicable to secured mortgages.

Charges and/or credits relating to the changes in fair values of such interest rate swaps are made to other comprehensive income/(loss) as the swaps are deemed effective and are classified as a cash flow hedge.

### Comprehensive Income

Comprehensive income is comprised of net income applicable to Common and Class A Common stockholders and other comprehensive income (loss). Other comprehensive income (loss) includes items that are otherwise recorded directly in stockholders' equity, such as unrealized gains and losses on interest rate swaps designated as cash flow hedges, including the Company's share from entities accounted for under the equity method of accounting, and prior to November 1, 2018, unrealized gains/(losses) on marketable securities classified as available-for-sale. At January 31, 2019, accumulated other comprehensive income consisted of net unrealized gains on interest rate swap agreements of \$1.6 million, inclusive of the Company's share of accumulated comprehensive income/(loss) from joint ventures accounted for by the equity method of accounting. At October 31, 2018, accumulated other comprehensive income consisted of net unrealized gains on interest rate swap agreements of approximately \$6.9 million and unrealized gains/(losses) on marketable securities classified as available-for-sale of \$569,000. Unrealized gains and losses included in other comprehensive income/(loss) will be reclassified into earnings as gains and losses are realized.

### Asset Impairment

On a periodic basis, management assesses whether there are any indicators that the value of its real estate investments may be impaired. A property value is considered impaired when management's estimate of current and projected operating cash flows (undiscounted and without interest) of the property over its remaining useful life is less than the net carrying value of the property. Such cash flow projections consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the loss is measured as the excess of the net carrying amount of the property over the fair value of the asset. Changes in estimated future cash flows due to changes in the Company's plans or market and economic conditions could result in recognition of impairment losses which could be substantial. Management does not believe that the value of any of its real estate investments is impaired at January 31, 2019.





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Acquisitions of Real Estate Investments, Capitalization Policy and Depreciation

Acquisition of Real Estate Investments:

The Company evaluates each acquisition of real estate or in-substance real estate (including equity interests in entities that predominantly hold real estate assets) to determine if the integrated set of assets and activities acquired meet the definition of a business and need to be accounted as a business combination. If either of the following criteria is met, the integrated set of assets and activities acquired would not qualify as a business:

- Substantially all of the fair value of the gross assets acquired is concentrated in either a single identifiable asset or a group of similar identifiable assets; or
- The integrated set of assets and activities is lacking, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs (i.e. revenue generated before and after the transaction).

An acquired process is considered substantive if:

- The process includes an organized workforce (or includes an acquired contract that provides access to an organized workforce), that is skilled, knowledgeable, and experienced in performing the process;
- The process cannot be replaced without significant cost, effort, or delay; or
- The process is considered unique or scarce.

Generally, the Company expects that acquisitions of real estate or in-substance real estate will not meet the definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets (i.e. land, buildings, and related intangible assets) or because the acquisition does not include a substantive process in the form of an acquired workforce or an acquired contract that cannot be replaced without significant cost, effort or delay.

Acquisitions of real estate and in-substance real estate which do not meet the definition of a business are accounted for as asset acquisitions. The accounting model for asset acquisitions is similar to the accounting model for business combinations except that the acquisition consideration (including acquisition costs) is allocated to the individual assets acquired and liabilities assumed on a relative fair value basis. As a result, asset acquisitions do not result in the recognition of goodwill or a bargain purchase gain. The relative fair values used to allocate the cost of an asset acquisition are determined using the same methodologies and assumptions as the Company utilizes to determine fair value in a business combination.

The value of tangible assets acquired is based upon our estimation of value on an “as if vacant” basis. The value of acquired in-place leases includes the estimated costs during the hypothetical lease-up period and other costs that would have been incurred in the execution of similar leases under the market conditions at the acquisition date of the acquired in-place lease. We assess the fair value of tangible and intangible assets based on numerous factors, including estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors, including the historical operating results, known trends, and market/economic conditions that may affect the property.

The values of acquired above and below-market leases, which are included in prepaid expenses and other assets and other liabilities, respectively, are amortized over the terms of the related leases and recognized as either an increase (for below-market leases) or a decrease (for above-market leases) to rental revenue. The values of acquired in-place leases are classified in other assets in the accompanying consolidated balance sheets and amortized over the remaining

terms of the related leases.

Capitalization Policy:

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

Depreciation:

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

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

Buildings	30-40 years
Property Improvements	10-20 years
Furniture/Fixtures	3-10 years
Tenant Improvements	Shorter of lease term or their useful life

Property Held for Sale

The Company reports properties that are either disposed of or are classified as held for sale in continuing operations in the consolidated statement of income if the removal, or anticipated removal, of the asset(s) from the reporting entity does not represent a strategic shift that has or will have a major effect on an entity's operations and financial results when disposed of. The Company did not classify any properties as held for sale as of January 31, 2019.

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Revenue Recognition

On November 1, 2018, the Company adopted ASU 2014-09 - ASC Topic 606 - Revenue from Contracts with Customers. The adoption of ASU 2014-09 did not have an impact on the consolidated financial statements of the Company because the majority of the Company's revenue consists of lease-related income from leasing arrangements, which is specifically excluded from ASU 2014-09. Other revenues, as a whole, are immaterial to total revenues and have been recorded by the Company in prior years in accordance with the concepts contained in ASC Topic 606. There was no change to previously reported amounts as a result of the adoption of ASU 2014-09.

Revenues from operating leases are generally recognized based on the terms of leases entered into with tenants. In those instances in which the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. When the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. Minimum rental income from leases with scheduled rent increases is recognized on a straight-line basis over the lease term. At January 31, 2019 and October 31, 2018, \$18,874,000 and \$18,375,000, respectively, has been recognized as straight-line rents receivable (representing the current cumulative rents recognized prior to when billed and collectible as provided by the terms of the leases), all of which is included in tenant receivables in the accompanying consolidated financial statements. Percentage rent is recognized when a specific tenant's sales breakpoint is achieved. Property operating expense recoveries from tenants of common area maintenance, real estate taxes and other recoverable costs are recognized in the period the related expenses are incurred. Lease incentives are amortized as a reduction of rental revenue over the respective tenant lease terms. Lease termination amounts are recognized in operating revenues when there is a signed termination agreement, all of the conditions of the agreement have been met, the tenant is no longer occupying the property and the termination consideration is probable of collection. Lease termination amounts are paid by tenants who want to terminate their lease obligations before the end of the contractual term of the lease by agreement with the Company. There is no way of predicting or forecasting the timing or amounts of future lease termination fees. Interest income is recognized as it is earned. Gains or losses on disposition of properties are recorded when the criteria for recognizing such gains or losses under U.S. GAAP have been met.

The Company provides an allowance for doubtful accounts against the portion of tenant receivables that is estimated to be uncollectible. Such allowances are reviewed periodically. At January 31, 2019 and October 31, 2018, tenant receivables in the accompanying consolidated balance sheets are shown net of allowances for doubtful accounts of \$5,053,000 and \$4,800,000, respectively. Included in the aforementioned allowance for doubtful accounts is an amount for future tenant credit losses of approximately 10% of the deferred straight-line rents receivable which is estimated to be uncollectible.

Earnings Per Share

The Company calculates basic and diluted earnings per share in accordance with the provisions of ASC Topic 260, "Earnings Per Share." Basic earnings per share ("EPS") excludes the impact of dilutive shares and is computed by dividing net income applicable to Common and Class A Common stockholders by the weighted average number of Common shares and Class A Common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue Common shares or Class A Common shares were exercised or converted into Common shares or Class A Common shares and then shared in the earnings of the Company. Since the cash dividends declared on the Company's Class A Common stock are higher than the dividends declared on the Common Stock, basic and diluted EPS have been calculated using the "two-class" method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock according to the weighted average of the dividends declared, outstanding shares per class and participation rights in undistributed earnings.

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The following table sets forth the reconciliation between basic and diluted EPS (in thousands):

	Three Months Ended January 31,	
	2019	2018
Numerator		
Net income applicable to common stockholders – basic	\$1,233	\$1,012
Effect of dilutive securities:		
Restricted stock awards	38	43
Net income applicable to common stockholders – diluted	\$1,271	\$1,055
Denominator		
Denominator for basic EPS – weighted average common shares	8,810	8,558
Effect of dilutive securities:		
Restricted stock awards	389	500
Denominator for diluted EPS – weighted average common equivalent shares	9,199	9,058
Numerator		
Net income applicable to Class A common stockholders-basic	\$4,621	\$3,909
Effect of dilutive securities:		
Restricted stock awards	(38 )	(43 )
Net income applicable to Class A common stockholders – diluted	\$4,583	\$3,866
Denominator		
Denominator for basic EPS – weighted average Class A common shares	29,427	29,372
Effect of dilutive securities:		
Restricted stock awards	120	120
Denominator for diluted EPS – weighted average Class A common equivalent shares	29,547	29,492

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## Segment Reporting

The Company's primary business is the ownership, management, and redevelopment of retail properties. The Company reviews operating and financial information for each property on an individual basis and therefore, each property represents an individual operating segment. The Company evaluates financial performance using property operating income, which consists of base rental income and tenant reimbursement income, less rental expenses and real estate taxes. Only one of the Company's properties, located in Stamford, CT ("Ridgeway"), is considered significant as its revenue is in excess of 10% of the Company's consolidated total revenues and accordingly is a reportable segment. The Company has aggregated the remainder of its properties as they share similar long-term economic characteristics and have other similarities including the fact that they are operated using consistent business strategies, are typically located in the same major metropolitan area, and have similar tenant mixes.

Ridgeway is located in Stamford, Connecticut and was developed in the 1950's and redeveloped in the mid 1990's. The property contains approximately 374,000 square feet of GLA. It is the dominant grocery-anchored center and the largest non-mall shopping center located in the City of Stamford, Fairfield County, Connecticut.

Segment information about Ridgeway as required by ASC Topic 280 is included below:

	Three Months Ended January 31, 2019		2018	
Ridgeway Revenues	10.9	%	10.5	%
All Other Property Revenues	89.1	%	89.5	%
Consolidated Revenue	100.0	%	100.0	%

  

	January 31, 2019	October 31, 2018		
Ridgeway Assets	6.7	%	7.0	%
All Other Property Assets	93.3	%	93.0	%
Consolidated Assets (Note 1)	100.0	%	100.0	%

Note 1 - Ridgeway did not have any significant expenditures for additions to long lived assets in the three months ended January 31, 2019 or the year ended October 31, 2018.

	January 31, 2019	October 31, 2018		
Ridgeway Percent Leased	96	%	96	%

	Three Months Ended January 31, 2019		2018	
Ridgeway Significant Tenants by Annual Base Rents	20	%	20	%
The Stop & Shop Supermarket Company	14	%	14	%
Bed, Bath & Beyond	10	%	10	%
Marshall's Inc., a division of the TJX Companies	56	%	56	%
All Other Tenants at Ridgeway (Note 2)				

Total 100% 100%

Note 2 - No other tenant accounts for more than 10% of Ridgeway's annual base rents in any of the periods presented. Percentages are calculated as a ratio of the tenants' base rent divided by total base rent of Ridgeway.

Income Statement (In Thousands):	Three Months Ended		
	January 31, 2019		
	Ridgeway	All Other Operating Segments	Total Consolidated
Revenues	\$3,764	\$ 30,691	\$ 34,455
Operating Expenses	\$1,075	\$ 10,702	\$ 11,777
Interest Expense	\$437	\$ 3,141	\$ 3,578
Depreciation and Amortization	\$601	\$ 6,339	\$ 6,940
Net Income	\$1,651	\$ 8,367	\$ 10,018

Income Statement (In Thousands):	Three Months Ended		
	January 31, 2018		
	Ridgeway	All Other Operating Segments	Total Consolidated
Revenues	\$3,453	\$ 29,542	\$ 32,995
Operating Expenses	\$976	\$ 10,477	\$ 11,453
Interest Expense	\$577	\$ 2,846	\$ 3,423
Depreciation and Amortization	\$681	\$ 6,268	\$ 6,949
Net Income	\$1,219	\$ 7,860	\$ 9,079

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### Stock-Based Compensation

The Company accounts for its stock-based compensation plans under the provisions of ASC Topic 718, “Stock Compensation”, which requires that compensation expense be recognized, based on the fair value of the stock awards less estimated forfeitures. The fair value of stock awards is equal to the fair value of the Company’s stock on the grant date. The Company recognizes compensation expense for its stock awards by amortizing the fair value of stock awards over the requisite service periods of such awards.

### Reclassifications

Certain prior period amounts have been reclassified to conform to the current period’s presentation.

### New Accounting Standards

In May 2014, FASB issued Accounting Standards Update (“ASU”) No. 2014-09 titled “Revenue from Contracts with Customers” and subsequently issued several related ASUs (collectively “ASU 2014-09”). ASU 2014-09 replaces most existing revenue recognition guidance and requires an entity to recognize the amount of revenue 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 and must be applied retrospectively by either restating prior periods or by recognizing the cumulative effect as of the date of first application. The Company adopted ASU 2014-09 effective November 1, 2018, using the modified retrospective approach. The adoption of ASU 2014-09 did not have an impact on the consolidated financial statements because the majority of the Company’s revenue consists of lease-related income from leasing arrangements, which is specifically excluded from ASU 2014-09. Other revenues, as a whole, are immaterial to total revenues. There was no change to previously reported amounts as a result of the adoption of ASU 2014-09.

In February 2016, the FASB issued ASU 2016-02, "Leases." ASU 2016-02 significantly changes the accounting for leases by requiring lessees to recognize assets and liabilities for leases greater than 12 months on their balance sheet. The lessor model stays substantially the same; however, there were modifications to conform lessor accounting with the lessee model, eliminate real estate specific guidance, further define certain lease and non-lease components, and change the definition of initial direct costs of leases requiring significantly more leasing related costs to be expensed upfront. ASU 2016-02 is effective for the Company in the first quarter of fiscal 2020, 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 January 2016, the FASB issued ASU 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities”. ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The Company adopted ASU 2016-01 on November 1, 2018 and as a result adjusted the opening balance of cumulative distributions in excess of net income and reduced accumulated other comprehensive income by \$569,000 representing the amount of unrealized gains on marketable securities classified as available-for-sale as of the date of adoption.

The Company has evaluated all other new ASU's issued by FASB, and has concluded that these updates do not have a material effect on the Company's consolidated financial statements as of January 31, 2019.





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## (2) REAL ESTATE INVESTMENTS

In December 2018, the Company purchased the Lakeview Plaza Shopping Center ("Lakeview") for \$12.0 million (exclusive of closing costs). Lakeview is a 177,000 square foot grocery-anchored Shopping Center located in Putnam County, NY. In addition, the Company anticipates having to invest up to \$8.0 million for capital improvements and for re-tenanting at the property, approximately \$3.2 million of which has already been expended and added to the cost of the property. The Company funded the purchase with available cash and borrowings on our unsecured revolving credit facility (the "Facility"). The Company intends to fund the remaining additional investment with a combination of available cash, borrowings on our Facility and by potentially placing a mortgage on the property.

The Company accounted for the purchase of Lakeview as an asset acquisition and allocated the total consideration transferred for the acquisition, including transaction costs, to the individual assets and liabilities acquired on a relative fair value basis.

The financial information set forth below summarizes the Company's purchase price allocation for the property acquired during the three months ended January 31, 2019 (in thousands).

	Lakeview
Assets:	
Land	\$ 2,025
Building and improvements	\$ 10,620
In-place leases	\$ 772
Above market leases	\$ 459
Liabilities:	
In-place leases	\$ -
Below Market Leases	\$ 1,123

The value of above and below market leases are amortized as a reduction/increase to base rental revenue over the term of the respective leases. The value of in-place leases described above are amortized as an expense over the terms of the respective leases.

For the three month periods ended January 31, 2019 and 2018, the net amortization of above-market and below-market leases was approximately \$135,000 and \$107,000, respectively, which is included in base rents in the accompanying consolidated statements of income.

## (3) MORTGAGE NOTES PAYABLE, BANK LINES OF CREDIT AND OTHER LOANS

The Company has a \$100 million unsecured revolving credit facility with a syndicate of three banks led by The Bank of New York Mellon, as administrative agent. The syndicate also includes Wells Fargo Bank N.A. and Bank of Montreal (co-syndication agents). The Facility gives the Company the option, under certain conditions, to increase the Facility's borrowing capacity up to \$150 million (subject to lender approval). The maturity date of the Facility is August 23, 2020 with a one-year extension at the Company's option. Borrowings under the Facility can be used for general corporate purposes and the issuance of letters of credit (up to \$10 million). Borrowings will bear interest at the Company's option of Eurodollar rate plus 1.35% to 1.95% or The Bank of New York Mellon's prime lending rate plus 0.35% to 0.95%, based on consolidated indebtedness. The Company pays a quarterly fee on the unused commitment amount of 0.15% to 0.25% per annum based on outstanding borrowings during the year. The Facility contains certain representations, financial and other covenants typical for this type of facility. The Company's ability to borrow under the Facility is subject to its compliance with the covenants and other restrictions on an ongoing basis. The principal

financial covenants limit the Company's level of secured and unsecured indebtedness and additionally require the Company to maintain certain debt coverage ratios. The Company was in compliance with such covenants at January 31, 2019.

During the three months ended January 31, 2019, the Company borrowed \$19.0 million on the Facility to fund capital improvements to our properties, property acquisitions and general corporate purposes. During the three months ended January 31, 2019, the Company repaid \$3.0 million on the Facility with available cash.

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(4) CONSOLIDATED JOINT VENTURES AND REDEEMABLE NONCONTROLLING INTERESTS

The Company has an investment in six joint ventures, UB Ironbound, LP ("Ironbound"), UB Orangeburg, LLC ("Orangeburg"), McLean Plaza Associates, LLC ("McLean"), UB Dumont I, LLC ("Dumont") and UB New City I, LLC ("New City") each of which owns a commercial retail property, and UB High Ridge, LLC ("UB High Ridge"), which owns three commercial real estate properties. The Company has evaluated its investment in these six joint ventures and has concluded that these joint ventures are fully controlled by the Company and that the presumption of control is not offset by any rights of any of the limited partners or non-controlling members in these ventures and that the joint ventures should be consolidated into the consolidated financial statements of the Company in accordance with ASC Topic 810 "Consolidation". The Company's investment in these consolidated joint ventures is more fully described below:

Ironbound (Ferry Plaza)

The Company, through a wholly-owned subsidiary, is the general partner and owns 84% of one consolidated limited partnership, Ironbound, which owns a grocery anchored shopping center.

The Ironbound limited partnership has a defined termination date of December 31, 2097. The partners in Ironbound are entitled to receive an annual cash preference payable from available cash of the partnership. Any unpaid preferences accumulate and are paid from future cash, if any. The balance of available cash, if any, is distributed in accordance with the respective partner's interests. Upon liquidation of Ironbound, proceeds from the sale of partnership assets are to be distributed in accordance with the respective partnership interests. The limited partners are not obligated to make any additional capital contributions to the partnership.

Orangeburg

The Company, through a wholly-owned subsidiary, is the managing member and owns a 45.8% interest in Orangeburg, which owns a drug store anchored shopping center. The other member (non-managing) of Orangeburg is the prior owner of the contributed property who, in exchange for contributing the net assets of the property, received units of Orangeburg equal to the value of the contributed property less the value of the assigned first mortgage payable. The Orangeburg operating agreement provides for the non-managing member to receive an annual cash distribution equal to the regular quarterly cash distribution declared by the Company for one share of the Company's Class A Common stock, which amount is attributable to each unit of Orangeburg ownership. The annual cash distribution is paid from available cash, as defined, of Orangeburg. The balance of available cash, if any, is fully distributable to the Company. Upon liquidation, proceeds from the sale of Orangeburg assets are to be distributed in accordance with the operating agreement. The non-managing member is not obligated to make any additional capital contributions to the partnership. Orangeburg has a defined termination date of December 31, 2097. Since purchasing this property, the Company has made additional investments in the amount of \$7.4 million in Orangeburg, and as a result, as of January 31, 2019 the Company's ownership percentage has increased to 45.8% from approximately 2.92% at inception.

McLean Plaza

The Company, through a wholly-owned subsidiary, is the managing member and owns a 53% interest in McLean, which owns a grocery anchored shopping center. The McLean operating agreement provides for the non-managing members to receive a fixed annual cash distribution equal to 5.05% of their invested capital. The annual cash distribution is paid from available cash, as defined, of McLean. The balance of available cash, if any, is fully distributable to the Company. Upon liquidation, proceeds from the sale of McLean assets are to be distributed in accordance with the operating agreement. The non-managing members are not obligated to make any additional

capital contributions to the entity.

#### UB High Ridge

The Company is the managing member and owns a 10.9% interest in UB High Ridge, LLC. The Company's initial investment was \$5.5 million and the Company has purchased additional interests totaling \$1.2 million through January 31, 2019. UB High Ridge, either directly or through a wholly-owned subsidiary, owns three commercial real estate properties, High Ridge Shopping Center, a grocery anchored shopping center ("High Ridge"), and two single tenant commercial retail properties, one leased to JP Morgan Chase ("Chase Property") and one leased to CVS ("CVS Property"). Two properties are located in Stamford, CT and one property is located in Greenwich, CT. High Ridge is a shopping center anchored by a Trader Joe's grocery store. The properties were contributed to the new entities by the former owners who received units of ownership of UB High Ridge equal to the value of properties contributed less liabilities assumed. The UB High Ridge operating agreement provides for the non-managing members to receive an annual cash distribution, currently equal to 5.46% of their invested capital.

#### UB Dumont I, LLC

The Company is the managing member and owns a 31.4% interest in UB Dumont I, LLC. The Company's initial investment was \$3.9 million. Dumont owns a retail and residential real estate property, which retail portion is anchored by a Stop and Shop grocery store. The property is located in Dumont, NJ. The property was contributed to the new entity by the former owners who received units of ownership of Dumont equal to the value of contributed property less liabilities assumed. The Dumont operating agreement provides for the non-managing members to receive an annual cash distribution, currently equal to 5.05% of their invested capital.

#### UB New City I, LLC

The Company is the managing member and owns a 75.3% equity interest in a joint venture, UB New City I, LLC. The Company's initial investment was \$2.4 million. New City owns a single tenant retail real estate property located in New City, NY, which is leased to a Savings Bank. In addition, New City rents certain parking spaces on the property to the owner of an adjacent grocery anchored shopping center. The property was contributed to the new entity by the former owners who received units of ownership of New City equal to the value of contributed property. The New City operating agreement provides for the non-managing member to receive an annual cash distribution, currently equal to 5.00% of his invested capital.

#### Noncontrolling Interests

The Company accounts for noncontrolling interests in accordance with ASC Topic 810, "Consolidation." Because the limited partners or noncontrolling members in Ironbound, Orangeburg, McLean, UB High Ridge, Dumont and New City have the right to require the Company to redeem all or a part of their limited partnership or limited liability company units for cash, or at the option of the Company shares of its Class A Common stock, at prices as defined in the governing agreements, the Company reports the noncontrolling interests in the consolidated joint ventures in the mezzanine section, outside of permanent equity, of the consolidated balance sheets at redemption value which approximates fair value. The value of the Orangeburg, McLean, and a portion of the UB High Ridge and Dumont redemptions are based solely on the price of the Company's Class A Common stock on the date of redemption. For the three months ended January 31, 2019 and 2018, the Company increased/(decreased) the carrying value of the noncontrolling interests by \$147,000 and \$(1.4) million, respectively, with the corresponding adjustment recorded in stockholders' equity.

The following table sets forth the details of the Company's redeemable non-controlling interests for the three months ended January 31, 2019 and the fiscal year ended October 31, 2018 (amounts in thousands):

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	January 31, 2019	October 31, 2018
Beginning Balance	\$78,258	\$81,361
Change in Redemption Value	147	(2,674 )
Redemption of UB High Ridge Noncontrolling Interest	-	(1,220 )
Initial New City Noncontrolling Interest	-	791
Ending Balance	\$78,405	\$78,258

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## (5) INVESTMENTS IN AND ADVANCES TO UNCONSOLIDATED JOINT VENTURES

At January 31, 2019 and October 31, 2018 investments in and advances to unconsolidated joint ventures consisted of the following (with the Company's ownership percentage in parentheses) (amounts in thousands):

	January 31, 2019	October 31, 2018
Chestnut Ridge and Plaza 59 Shopping Centers (50%)	\$17,320	\$17,702
Gateway Plaza (50%)	6,902	6,680
Putnam Plaza Shopping Center (66.67%)	4,771	5,978
Midway Shopping Center, L.P. (11.642%)	4,550	4,509
Applebee's at Riverhead (50%)	1,928	1,842
81 Pondfield Road Company (20%)	723	723
Total	\$36,194	\$37,434

Chestnut Ridge and Plaza 59 Shopping Centers

The Company, through two wholly-owned subsidiaries, owns a 50% undivided tenancy-in-common interest in the 76,000 square foot Chestnut Ridge Shopping Center located in Montvale, New Jersey ("Chestnut"), which is anchored by a Fresh Market grocery store, and the 24,000 square foot Plaza 59 Shopping Center located in Spring Valley, New York ("Plaza 59"), which is anchored by a local grocer.

In the first quarter of fiscal 2019, the Company's wholly-owned subsidiary that owns the 50% undivided tenancy-in-common interest in Plaza 59 and the other 50% tenancy-in-common owner of Plaza 59 entered into a purchase and sale agreement to sell Plaza 59 to an unrelated third party for a sale price of \$10.0 million. In accordance ASC Topic 360-10-45, the property met all the criteria to be classified as held for sale in the first quarter of fiscal 2019. In accordance with ASC Topic 360, the properties net book value was reduced to the sale price less costs to sell. This reduction resulted in the Company's equity in net income for Plaza 59 being reduced by \$363,000 in the three months ended January 31, 2019.

Gateway Plaza and Applebee's at Riverhead

The Company, through two wholly-owned subsidiaries, owns a 50% undivided tenancy-in-common interest in the Gateway Plaza Shopping Center ("Gateway") and Applebee's at Riverhead ("Applebee's"). Both properties are located in Riverhead, New York. Gateway, a 198,500 square foot shopping center, is anchored by a 168,000 square foot Walmart, which also has 27,000 square feet of in-line space that is leased and a 3,500 square foot outparcel that is leased. Applebee's has a 5,400 square foot free standing Applebee's restaurant with a 7,200 square foot pad site that is leased.

Gateway is subject to a \$12.3 million non-recourse first mortgage payable. The mortgage matures on March 1, 2024 and requires payments of principal and interest at a fixed rate of interest of 4.2% per annum.

Midway Shopping Center, L.P.

The Company, through a wholly-owned subsidiary, owns an 11.64% equity interest in Midway Shopping Center L.P. ("Midway"), which owns a 247,000 square foot shopping center in Westchester County, New York. Although the Company only has an approximate 12% equity interest in Midway, it controls 25% of the voting power of Midway and as such, has determined that it exercises significant influence over the financial and operating decisions of

Midway and accounts for its investment in Midway under the equity method of accounting.

The Company has allocated the \$7.4 million excess of the carrying amount of its investment in and advances to Midway over the Company's share of Midway's net book value to real property and is amortizing the difference over the property's estimated useful life of 39 years.

Midway is subject to a non-recourse first mortgage in the amount of \$27.3 million. The loan requires payments of principal and interest at the rate of 4.80% per annum and will mature in 2027.

#### Putnam Plaza Shopping Center

The Company, through a wholly-owned subsidiary, owns a 66.67% (noncontrolling) undivided tenancy-in-common interest in the 189,000 square foot Putnam Plaza Shopping Center ("Putnam Plaza") located in Carmel, New York, which is anchored by a Tops grocery store.

Putnam Plaza is subject to a first mortgage payable in the amount of \$18.6 million. The mortgage requires monthly payments of principal and interest at a fixed rate of 4.81% and will mature in 2028.

#### 81 Pondfield Road Company

The Company's other investment in an unconsolidated joint venture is a 20% interest in a retail and office building in Westchester County, New York.

#### Equity Method of Accounting

The Company accounts for the above investments under the equity method of accounting since it exercises significant influence, but does not control the joint ventures. The other venturers in the joint ventures have substantial participation rights in the financial decisions and operation of the ventures or properties, which preclude the Company from consolidating the investments. The Company has evaluated its investment in the joint ventures and has concluded that the joint ventures are not VIE's. Under the equity method of accounting the initial investment is recorded at cost as an investment in unconsolidated joint venture, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions from the venture. Any difference between the carrying amount of the investment on the Company's balance sheet and the underlying equity in net assets of the venture is evaluated for impairment at each reporting period.



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## (6) STOCKHOLDERS' EQUITY

## Authorized Stock

The Company's Charter authorizes 200,000,000 shares of stock. The total number of shares of authorized stock consists of 100,000,000 shares of Class A Common Stock, 30,000,000 shares of Common Stock, 50,000,000 shares of Preferred Stock, and 20,000,000 shares of Excess Stock.

## Restricted Stock Plan

The Company has a Restricted Stock Plan that provides a form of equity compensation for employees of the Company. The Plan, which is administered by the Company's compensation committee, authorizes grants of up to an aggregate of 4,500,000 shares of the Company's common equity consisting of 350,000 Common shares, 350,000 Class A Common shares and 3,800,000 shares, which at the discretion of the compensation committee, may be awarded in any combination of Class A Common shares or Common shares.

During the three months ended January 31, 2019, the Company awarded 137,200 shares of Common Stock and 111,450 shares of Class A Common Stock to participants in the Plan. The grant date fair value of restricted stock grants awarded to participants in 2019 was approximately \$4.2 million.

A summary of the status of the Company's non-vested Common and Class A Common shares as of January 31, 2019, and changes during the three months ended January 31, 2019 is presented below:

	Common Shares		Class A Common Shares	
		Weighted-Average Grant-Date		Weighted-Average Grant-Date
Non-vested Shares	Shares	Fair Value	Shares	Fair Value
Non-vested at October 31, 2018	1,255,900	\$ 17.22	452,925	\$ 21.13
Granted	137,200	\$ 15.33	111,450	\$ 18.84
Vested	(247,000 )	\$ 14.78	(70,800 )	\$ 17.92
Forfeited	-	\$ -	(100 )	\$ 22.10
Non-vested at January 31, 2019	1,146,100	\$ 17.52	493,475	\$ 21.07

As of January 31, 2019, there was \$17.0 million of unamortized restricted stock compensation related to non-vested restricted stock grants awarded under the Plan. The remaining unamortized expense is expected to be recognized over a weighted average period of 4.9 years. For the three month periods ended January 31, 2019 and 2018 amounts charged to compensation expense totaled \$1,060,000 and \$975,000, respectively.

## Share Repurchase Program

The Board of Directors of the Company has approved a share repurchase program ("Current Repurchase Program") for the repurchase of up to 2,000,000 shares, in the aggregate, of Common stock, Class A Common stock and Series G Cumulative Preferred Stock in open market transactions.

The Company has repurchased 195,413 shares of Class A Common Stock under the Current Repurchase Program. From the inception of all repurchase programs, the Company has repurchased 4,600 shares of Common Stock and 919,991 shares of Class A Common Stock.

## Preferred Stock

The 6.75% Series G Senior Cumulative Preferred Stock ("Series G Preferred Stock") is non-voting, has no stated maturity and is redeemable for cash at \$25.00 per share at the Company's option on or after October 28, 2019. The holders of our Series G Preferred Stock have general preference rights with respect to liquidation and quarterly

distributions. Except under certain conditions, holders of the Series G Preferred Stock will not be entitled to vote on most matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of Series G Preferred Stock, together with all of the Company's other series of preferred stock (voting as a single class without regard to series) will have the right to elect two additional members to serve on the Company's Board of Directors until the arrearage has been cured. Upon the occurrence of a Change of Control, as defined in the Company's Articles of Incorporation, the holders of the Series G Preferred Stock will have the right to convert all or part of the shares of Series G Preferred Stock held by such holders on the applicable conversion date into a number of the Company's shares of Class A common stock. Underwriting commissions and costs incurred in connection with the sale of the Series G Preferred Stock are reflected as a reduction of additional paid in capital.

The 6.25% Series H Senior Cumulative Preferred Stock ("Series H Preferred Stock") is non-voting, has no stated maturity and is redeemable for cash at \$25.00 per share at the Company's option on or after September 18, 2022. The holders of our Series H Preferred Stock have general preference rights with respect to liquidation and quarterly distributions. Except under certain conditions, holders of the Series H Preferred Stock will not be entitled to vote on most matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of Series H Preferred Stock, together with all of the Company's other series of preferred stock (voting as a single class without regard to series) will have the right to elect two additional members to serve on the Company's Board of Directors until the arrearage has been cured. Upon the occurrence of a Change of Control, as defined in the Company's Articles of Incorporation, the holders of the Series H Preferred Stock will have the right to convert all or part of the shares of Series H Preferred Stock held by such holders on the applicable conversion date into a number of the Company's shares of Class A common stock. Underwriting commissions and costs incurred in connection with the sale of the Series H Preferred Stock are reflected as a reduction of additional paid in capital.

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## (7) FAIR VALUE MEASUREMENTS

ASC Topic 820, “Fair Value Measurements and Disclosures” defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants.

ASC Topic 820’s valuation techniques are based on observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1- Quoted prices for identical instruments in active markets

Level 2- Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant value drivers are observable

Level 3- Valuations derived from valuation techniques in which significant value drivers are unobservable

The Company calculates the fair value of the redeemable noncontrolling interests based on either quoted market prices on national exchanges for those interests based on the Company’s Class A Common stock (level 1), contractual redemption prices per share as stated in governing agreements (level 2) or unobservable inputs considering the assumptions that market participants would make in pricing the obligations (level 3). The level 3 inputs used include an estimate of the fair value of the cash flow generated by the limited partnership or limited liability company in which the investor owns the joint venture units capitalized at prevailing market rates for properties with similar characteristics or located in similar areas.

Marketable debt and equity securities are valued based on quoted market prices on national exchanges.

The fair values of interest rate swaps are determined using widely accepted valuation techniques, including discounted cash flow analysis, on the expected cash flows of each derivative. The analysis reflects the contractual terms of the swaps, including the period to maturity, and uses observable market-based inputs, including interest rate curves (“significant other observable inputs”). The fair value calculation also includes an amount for risk of non-performance using “significant unobservable inputs” such as estimates of current credit spreads to evaluate the likelihood of default. The Company has concluded, as of October 31, 2018 and January 31, 2019, that the fair value associated with the “significant unobservable inputs” relating to the Company’s risk of non-performance was insignificant to the overall fair value of the interest rate swap agreements and, as a result, the Company has determined that the relevant inputs for purposes of calculating the fair value of the interest rate swap agreements, in their entirety, were based upon “significant other observable inputs”.

The Company measures its redeemable noncontrolling interests, marketable equity and debt securities classified as available for sale securities and interest rate swap derivatives at fair value on a recurring basis. The fair value of these financial assets and liabilities was determined using the following inputs (amount in thousands):

Total	Fair Value Measurements at Reporting Date Using		
	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

	(Level 1)			
<u>January 31, 2019</u>				
Assets:				
Interest Rate Swap Agreement	\$4,043	\$-	\$ 4,043	\$ -
Liabilities:				
Interest Rate Swap Agreement	\$1,867	\$-	\$ 1,867	\$ -
Redeemable noncontrolling interests	\$78,405	\$22,513	\$ 53,359	\$ 2,533
<u>October 31, 2018</u>				
Assets:				
Interest Rate Swap Agreement	\$7,011	\$-	\$ 7,011	\$ -
Available for Sale Securities	\$5,567	\$5,567	\$ -	\$ -
Liabilities:				
Interest Rate Swap Agreement	\$114	\$-	\$ 114	\$ -
Redeemable noncontrolling interests	\$78,258	\$22,131	\$ 53,359	\$ 2,768

Fair market value measurements based upon Level 3 inputs changed (in thousands) from \$3,864 at October 31, 2017 to \$2,768 at October 31, 2018 as a result of a \$1,096 decrease in the redemption value of the Company's noncontrolling interest in Ironbound in accordance with the application of ASC Topic 810. Fair market value measurements based upon Level 3 inputs changed from \$2,768 at October 31, 2018 to \$2,533 at January 31, 2019 as a result of a \$235 decrease in the redemption value of the Company's noncontrolling interest in Ironbound in accordance with the application of ASC Topic 810.

#### (8) COMMITMENTS AND CONTINGENCIES

In the normal course of business, from time to time, the Company is involved in legal actions relating to the ownership and operations of its properties. In management's opinion, the liabilities, if any, that may ultimately result from such legal actions are not expected to have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company. At January 31, 2019, the Company had commitments of approximately \$8.8 million for capital improvements to its properties and tenant-related obligations.

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

The following discussion should be read in conjunction with the consolidated financial statements of the company and the notes thereto included elsewhere in this report.

Forward Looking Statements:

This Quarterly Report on Form 10-Q of Urstadt Biddle Properties Inc. (the "Company"), including this Item 2, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such statements can generally be identified by such words as "anticipate", "believe", "can", "continue", "could", "estimate", "expect", "intend", "may", "plan", "seek", "should", "will" or variations of such words or other similar expressions or negatives of such words. All statements included in this report that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), business strategies, expansion and growth of our operations and other such matters, are forward-looking statements. These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate. Such statements are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance or achievements, financial and otherwise, may differ materially from the results, performance or achievements expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to:

- economic and other market conditions, including local real estate and market conditions, that could impact us, our properties or the financial stability of our tenants;

- financing risks, such as the inability to obtain debt or equity financing on favorable terms, as well as the level and volatility of interest rates;

- any difficulties in renewing leases, filling vacancies or negotiating improved lease terms;

- the inability of the Company's properties to generate revenue increases to offset expense increases;

- environmental risk and regulatory requirements;

- risks of real estate acquisitions and dispositions (including the failure of transactions to close);

- risks of operating properties through joint ventures that we do not fully control;

- risks related to our status as a real estate investment trust, including the application of complex federal income tax regulations that are subject to change;

as well as other risks identified in our Annual Report on Form 10-K for the fiscal year ended October 31, 2018 under Item 1A. Risk Factors and in the other reports filed by the Company with the Securities and Exchange Commission (the "SEC").

Executive Summary

## Overview

We are a fully integrated, self-administered real estate company that has elected to be a REIT for federal income tax purposes, engaged in the acquisition, ownership and management of commercial real estate, primarily neighborhood and community shopping centers, with a concentration in the metropolitan New York tri-state area outside of the City of New York. Other real estate assets include office properties, single tenant retail or restaurant properties and office/retail mixed-use properties. Our major tenants include supermarket chains and other retailers who sell basic necessities.

At January 31, 2019, we owned or had equity interests in 85 properties, which include equity interests we own in six consolidated joint ventures and seven unconsolidated joint ventures, containing a total of 5.3 million square feet of Gross Leasable Area (“GLA”). Of the properties owned by wholly-owned subsidiaries or joint venture entities that we consolidate, approximately 92.3% of the GLA was leased (93.2% at October 31, 2018). Of the properties owned by unconsolidated joint ventures, approximately 96.6% of the GLA was leased (96.3% at October 31, 2018).

We have paid quarterly dividends to our shareholders continuously since our founding in 1969 and have increased the level of dividend payments to our shareholders for 25 consecutive years.

We derive substantially all of our revenues from rents and operating expense reimbursements received pursuant to long-term operating leases and focus our investment activities on community and neighborhood shopping centers, anchored principally by regional supermarket or pharmacy chains. We believe that because consumers need to purchase food and other types of staple goods and services generally available at supermarket or pharmacy anchored shopping centers, the nature of our investments provides for relatively stable revenue flows even during difficult economic times.

We have a conservative capital structure, which includes permanent equity sources of Common Stock, Class A Common Stock and two series of perpetual preferred stock, which are only redeemable at our option. In addition, we have mortgage debt. We have one \$3.2 million mortgage maturing in October 2019, which we believe could easily be refinanced if we so choose or repaid with available cash. Two other mortgages for properties we consolidate and one secured mortgage for a property we have an equity investment in but do not consolidate had mortgages that mature in fiscal 2019. Those mortgage notes have been refinanced or we have entered into agreements to refinance them. For further information please see the Financing Strategy section of this Item 2 below. Thereafter, we do not have any additional secured debt maturing until March of 2022.

We focus on increasing cash flow, and consequently the value of our properties, and seek continued growth through strategic re-leasing, renovations and expansions of our existing properties and selective acquisitions of income-producing properties. Key elements of our growth strategies and operating policies are to:

- acquire quality neighborhood and community shopping centers in the northeastern part of the United States with a concentration on properties in the metropolitan New York tri-state area outside of the City of New York, and unlock further value in these properties with selective enhancements to both the property and tenant mix, as well as improvements to management and leasing fundamentals. Our hope is to grow our assets through acquisitions by 5% to 10% per year on a dollar value basis subject to the availability of acquisitions that meet our investment parameters;

- selectively dispose of underperforming properties and re-deploy the proceeds into potentially higher performing properties that meet our acquisition criteria;

- invest in our properties for the long-term through regular maintenance, periodic renovations and capital improvements, enhancing their attractiveness to tenants and customers, as well as increasing their value;

-

leverage opportunities to increase GLA at existing properties, through development of pad sites and reconfiguring of existing square footage, to meet the needs of existing or new tenants;

proactively manage our leasing strategy by aggressively marketing available GLA, renewing existing leases with strong tenants, and replacing weak ones when necessary, with an eye towards securing leases that include regular or fixed contractual increases to minimum rents, replacing below-market-rent leases with increased market rents when possible and further improving the quality of our tenant mix at our shopping centers;

maintain strong working relationships with our tenants, particularly our anchor tenants;

maintain a conservative capital structure with low debt levels; and

control property operating and administrative costs.

#### Highlights of Fiscal 2019; Recent Developments

Set forth below are highlights of our recent property acquisitions, potential acquisitions under contract, other investments, property dispositions and financings:

In December 2018, we purchased the Lakeview Plaza Shopping Center (“Lakeview”) for \$12 million, exclusive of closing costs. Lakeview is a 177,000 square foot grocery-anchored shopping center located in Brewster, NY. When we purchased the property we anticipated having to invest an additional \$6 to \$8 million for capital improvements and for re-tenanting at the property. We purchased the property with available cash and a borrowing on our Unsecured Revolving Credit Facility (“Facility”). As of the date of this report we have expended approximately \$3.2 million of the \$6 to \$8 million anticipated additional investment. The property and the additional investment was funded with available cash and borrowings on our Facility.

In October 2018, we entered into a commitment to refinance our existing \$15 million mortgage secured by our Darien, CT shopping center on March 18, 2019, the first day the Darien mortgage can be repaid without penalty. The new mortgage will be in the amount of \$25 million, have a term of ten years and will require payments of principal and interest at the rate of LIBOR plus 1.65%. Concurrent with the commitment, we also entered into an interest rate swap with the new lender, which will convert the variable interest rate (based on LIBOR) to a fixed rate of 4.815% per annum. The fixed interest rate on the existing mortgage is currently 6.55%.

In October 2018, we entered into a commitment to refinance our existing \$9.1 million mortgage secured by our Newark, NJ shopping center. We plan on completing the refinancing in March 2019, the first month the current mortgage can be repaid without penalty. The new mortgage is for \$10 million and has a term of ten years and requires payments of principal and interest at the fixed rate of 4.63%, which is a reduction from the fixed interest rate of 6.15% on the previous mortgage.

In the first quarter of fiscal 2019, we entered into a contract to sell our Plaza 59 property located in Spring Valley, NY for \$10 million. Plaza 59 is a property that we own a 50% undivided tenancy-in-common interest in, and account for under the equity method of accounting. As of January 31, 2019, that property was considered to be held for sale as defined by Generally Accepted Accounting Principles (“GAAP”) and the properties net book value was reduced to the sale price less costs to sell. This reduction resulted in the amount of equity in net income we record on this unconsolidated joint venture being reduced by \$363,000 in the three months ended January 31, 2019. This loss has been added back to our Funds from Operations (“FFO”) as discussed below in this Item 2.

#### Known Trends; Outlook

We believe that shopping center REITs face opportunities and challenges that are both common to and unique from other REITs and real estate companies. As a shopping center REIT, we are focused on certain challenges that are unique to the retail industry. In particular, we recognize the challenges presented by e-commerce to brick-and-mortar retail establishments, including our tenants. However, we believe that because consumers prefer to purchase food and other staple goods and services available at supermarkets in person, the nature of our properties makes them less vulnerable to the encroachment of e-commerce than other properties whose tenants may more directly compete with the internet. Moreover, we believe the nature of our properties makes them less susceptible to economic downturns than other retail properties whose anchor tenants are not supermarkets or other staple goods providers. We note, however, that many prospective in-line tenants are seeking smaller spaces than in the past, as a result, in part, of internet encroachment on their brick-and-mortar business. When feasible, we actively work to place tenants that are less susceptible to internet encroachment, such as restaurants, fitness centers, healthcare and personal services. We continue to be sensitive to these considerations when we establish the tenant mix at our shopping centers, and believe that our strategy of focusing on supermarket anchors is a strong one.

In the metropolitan tri-state area outside of New York City, demographics (income, density, etc.) remain strong and opportunities for new development, as well as acquisitions, are competitive, with high barriers to entry. We believe that this will remain the case for the foreseeable future, and have focused our growth strategy accordingly.

As a REIT, we are susceptible to changes in interest rates, the lending environment, the availability of capital markets and the general economy. For example, we believe that we are entering an increased interest rate environment, which could negatively impact the attractiveness of REIT stock to investors and our borrowing activities. It is also possible, however, that higher interest rates could signal a stronger economy, resulting in greater spending by consumers. The impact of such changes are difficult to predict.



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Leasing

Rollovers

For the three months ended January 31, 2019, we signed leases for a total of 170,000 square feet of retail space in our consolidated portfolio. New leases for vacant spaces were signed for 25,000 square feet at an average rental decrease of 13.3% on a cash basis. Renewals for 145,000 square feet of space previously occupied were signed at an average rental increase of 0.2% on a cash basis.

Tenant improvements and leasing commissions averaged \$40.84 per square foot for new leases and \$4.95 per square foot for renewals for the three months ended January 31, 2019. The average term for new leases was 6 years and the average term for renewal leases was 4 years.

The rental increases/decreases associated with new and renewal leases generally include all leases signed in arms-length transactions reflecting market leverage between landlords and tenants during the period. The comparison between average rent for expiring leases and new leases is determined by including minimum rent paid on the expiring lease and minimum rent to be paid on the new lease in the first year. In some instances, management exercises judgment as to how to most effectively reflect the comparability of spaces reported in this calculation. The change in rental income on comparable space leases is impacted by numerous factors including current market rates, location, individual tenant creditworthiness, use of space, market conditions when the expiring lease was signed, the age of the expiring lease, capital investment made in the space and the specific lease structure. Tenant improvements include the total dollars committed for the improvement (fit-out) of a space as it relates to a specific lease but may also include base building costs (i.e. expansion, escalators or new entrances) that are required to make the space leasable. Incentives (if applicable) include amounts paid to tenants as an inducement to sign a lease that do not represent building improvements.

The leases signed in 2019 generally become effective over the following one to two years. There is risk that some new tenants will not ultimately take possession of their space and that tenants for both new and renewal leases may not pay all of their contractual rent due to operating, financing or other matters.

In 2019, we believe our leasing volume will be in-line with our historical averages, with overall positive increases in rental income for renewal leases and flat to small decreases for new leases. However, changes in rental income associated with individual signed leases on comparable spaces may be positive or negative, and we can provide no assurance that the rents on new leases will continue to increase at the above described levels, if at all.

Significant Events with Impacts on Leasing

In July 2015, one of our largest tenants, A&P, filed a voluntary petition under chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"). Subsequently, A&P determined that it would be liquidating the company. Prior to A&P filing for bankruptcy, A&P leased and occupied nine spaces totaling 365,000 square feet in our portfolio. The bankruptcy process relating to our nine spaces is complete, with eight of the nine A&P leases having been assumed by new operators in the bankruptcy process or re-leased by us to new operators. The remaining lease, located in our Pompton Lakes shopping center, totaling 63,000 square feet, was rejected by A&P in bankruptcy, and we are continuing to market that space for re-lease. In July 2018, one other 36,000 square foot space formerly occupied by A&P that we had released to a local grocery operator became vacant, as that operator failed to perform under its lease and was evicted. We have signed a lease with Whole Foods Market for this location, and we expect to deliver the space to the lessee by mid-fiscal 2019.

In February 2018, Tops Markets, LLC filed a voluntary petition under chapter 11 of title 11 of the Bankruptcy Code. Tops Markets is a tenant at a property owned by an unconsolidated joint venture in which we have a 66.67% ownership interest. The space is 61,000 square feet and the lease runs through 2026. In September 2018, Tops Markets assumed the lease and continues to perform under its lease pursuant to its terms.

In May 2018, the grocery tenant occupying 30,600 square feet at our Passaic, NJ property went vacant, the tenant was evicted, and the lease was terminated. We are close to re-leasing a large portion of this space to two tenants at a rental rate that is 12% below the rent we received from the prior grocery tenant.

In April 2018, we reached agreement with the grocery tenant at our Newark, NJ property to terminate its 63,000 square foot lease in exchange for a \$3.7 million lease termination payment, which was recorded as revenue in the fiscal year ended October 31, 2018. Also in April 2018, we leased that same space to a new grocery store operator who took possession in May 2018. While the rental rate on the new lease is 30% less than the rental rate on the terminated lease, we hope that part of this decreased rental rate will be recaptured with the receipt of percentage rent in subsequent years as the store matures and its sales increase. The new lease required no tenant improvements or tenant allowances.

In 2017, Toys R' Us and Babies R' Us ("Toys") filed a voluntary petition under chapter 11 of title 11 of the United States Bankruptcy Code. Subsequently, Toys determined that it would be liquidating the company. Toys ground leased 65,700 square feet of space in our Danbury, CT shopping center. In August 2018, this lease was purchased out of bankruptcy from Toys and assumed by a new owner. The base lease rate for the 65,700 square foot space was and remains at \$0 for the duration of the lease, and we did not have any other leases with Toys R' Us or Babies R' Us, so the Company's cash flow was not impacted by the bankruptcy of Toys R' Us and Babies R' Us. As of the date of this report, we have not been informed by the new owner of the lease which operator will occupy the space.

#### Impact of Inflation on Leasing

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

#### Critical Accounting Policies

Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex or subjective judgments. For a further discussion about our critical accounting policies, please see Note 1 in our consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q.

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### Liquidity and Capital Resources

#### Overview

At January 31, 2019, we had cash and cash equivalents of \$13.1 million, compared to \$10.3 million at October 31, 2018. Our sources of liquidity and capital resources include operating cash flows from real estate operations, proceeds from bank borrowings and long-term mortgage debt, capital financings and sales of real estate investments. Substantially all of our revenues are derived from rents paid under existing leases, which means that our operating cash flow depends on the ability of our tenants to make rental payments. For the three months ended January 31, 2019 and 2018, net cash flows from operating activities amounted to \$13.4 million and \$12.6 million, respectively.

Our short-term liquidity requirements consist primarily of normal recurring operating expenses and capital expenditures, debt service, management and professional fees, cash distributions to certain limited partners and non-managing members of our consolidated joint ventures, and regular dividends paid to our Common and Class A Common stockholders, which we expect to continue. Cash dividends paid on Common and Class A Common stock for the three months ended January 31, 2019 and 2018 totaled \$10.7 million and \$10.4 million, respectively. Historically, we have met short-term liquidity requirements, which is defined as a rolling twelve month period, primarily by generating net cash from the operation of our properties. We believe that our net cash provided by operations will continue to be sufficient to fund our short-term liquidity requirements, including payment of dividends necessary to maintain our federal income tax REIT status.

Our long-term liquidity requirements consist primarily of obligations under our long-term debt, dividends paid to our preferred stockholders, capital expenditures and capital required for acquisitions. In addition, the limited partners and non-managing members of our six consolidated joint venture entities, UB Ironbound, L.P., UB McLean, LLC, UB Orangeburg, LLC, UB High Ridge, LLC, UB Dumont I, LLC and UB New City I, LLC, have the right to require us to repurchase all or a portion of their limited partner or non-managing member interests at prices and on terms as set forth in the governing agreements. See Note 4 to the financial statements included in Item 1 of this Report on Form 10-Q. Historically, we have financed the foregoing requirements through operating cash flow, borrowings under our Facility, debt refinancings, new debt, equity offerings and other capital market transactions, and/or the disposition of under-performing assets, with a focus on keeping our debt level low. We expect to continue doing so in the future. We cannot assure you, however, that these sources will always be available to us when needed, or on the terms we desire.

#### Capital Expenditures

We invest in our existing properties and regularly make capital expenditures in the ordinary course of business to maintain our properties. We believe that such expenditures enhance the competitiveness of our properties. For the three months ended January 31, 2019, we paid approximately \$2.9 million for property improvements, tenant improvements and leasing commission costs (approximately \$1.6 million representing property improvements and approximately \$1.3 related to new tenant space improvements, leasing costs and capital improvements as a result of new tenant spaces). The amount of these expenditures can vary significantly depending on tenant negotiations, market conditions and rental rates. We expect to incur approximately \$8.8 million for anticipated capital improvements, tenant improvements/allowances and leasing costs related to new tenant leases and property improvements during fiscal 2019. This amount is inclusive of the remaining investment needed on Lakeview (see Highlights section above). These expenditures are expected to be funded from operating cash flows, bank borrowings or other financing sources.

#### Financing Strategy, Unsecured Revolving Credit Facility and other Financing Transactions

Our strategy is to maintain a conservative capital structure with low leverage levels by commercial real estate standards. Mortgage notes payable and other loans of \$292.1 million consist of \$1.7 million in variable rate debt with an interest rate of 4.91% as of January 31, 2019 and \$289.0 million in fixed-rate mortgage loans with a weighted average interest rate of 4.2% at January 31, 2019. The mortgages are secured by 26 properties with a net book value of \$555 million and have fixed rates of interest ranging from 3.5% to 6.6%. The \$1.7 million in variable rate debt is unsecured. We may refinance our mortgage loans, at or prior to scheduled maturity, through replacement mortgage loans. The ability to do so, however, is dependent upon various factors, including the income level of the properties, interest rates and credit conditions within the commercial real estate market. Accordingly, there can be no assurance that such re-financings can be achieved.

At January 31, 2019, we had \$44.6 million in additional variable-rate debt consisting of draws on our Facility (see below) that was not fixed through an interest rate swap or otherwise. See “Item 3. Quantitative and Qualitative Disclosures about Market Risk” included in this Report on Form 10-Q for additional information on our interest rate risk.

We currently maintain a ratio of total debt to total assets below 33.1% and a fixed charge coverage ratio of over 3.6 to 1 (excluding preferred stock dividends), which we believe will allow us to obtain additional secured mortgage loans or other types of borrowings, if necessary. We own 52 properties in our consolidated portfolio that are not encumbered by secured mortgage debt. At January 31, 2019, we had borrowing capacity of \$55 million on our Facility. Our Facility includes financial covenants that limit, among other things, our ability to incur unsecured and secured indebtedness. See Note 3 in our consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q for additional information on these and other restrictions.

We have a \$100 million unsecured revolving credit facility with a syndicate of three banks, BNY Mellon, Bank of Montreal and Wells Fargo N.A. with the ability under certain conditions to additionally increase the capacity to \$150 million, subject to lender approval. The maturity date of the Facility is August 23, 2020 with a one-year extension at our option. Borrowings under the Facility can be used for general corporate purposes and the issuance of up to \$10 million of letters of credit. Borrowings will bear interest at our option of Eurodollar rate plus 1.35% to 1.95% or The Bank of New York Mellon's prime lending rate plus 0.35% to 0.95%, based on consolidated indebtedness, as defined. We pay a quarterly commitment fee on the unused commitment amount of 0.15% to 0.25% per annum, based on outstanding borrowings during the year. As of January 31, 2019, \$55 million was available to be drawn on the Facility. Our ability to borrow under the Facility is subject to its compliance with the covenants and other restrictions on an ongoing basis. The principal financial covenants limit our level of secured and unsecured indebtedness and additionally require us to maintain certain debt coverage ratios. We were in compliance with such covenants at January 31, 2019.

During the three months ended January 31, 2019, we borrowed \$19.0 million on our Facility for property acquisitions, to fund capital improvements to our properties and for general corporate purposes. For the three months ended January 31, 2019 we repaid \$3 million of borrowings on our Facility, with available cash. Subsequent to quarter end we have repaid an additional \$6.0 million on our Facility with proceeds from the sale of marketable securities.

Net Cash Flows from:

#### Operating Activities

Net cash flows provided by operating activities amounted to \$13.7 million for the three months ended January 31, 2019 compared to \$12.6 million in the comparable period of fiscal 2018. The increase in operating cash flows when compared with the corresponding prior period was due primarily to our properties generating additional operating income in the three months ended January 31, 2019 when compared with the corresponding prior period. This additional operating income was predominantly from properties acquired after the first three months of fiscal 2018.

### Investing Activities

Net cash flows used in investing activities amounted to \$11.3 million for the three months ended January 31, 2019 compared to \$3.5 million in the comparable period of fiscal 2018. The increase in net cash flows used in investing activities in fiscal 2018 when compared to the corresponding prior period was the result of us acquiring one property for \$12 million in the first three months of fiscal 2019. In the first three months of fiscal 2018, we became the owners of one property through a foreclosure process on a note, but had purchased the note in fiscal 2017. This increase was partially offset by selling our investment in marketable securities in the first three months of fiscal 2019, which generated cash proceeds of \$6.0 million.

We regularly make capital investments in our properties for property improvements, tenant improvements costs and leasing commissions.

### Financing Activities

The \$13.7 million increase in net cash flows provided by financing activities for the three month period ended January 31, 2019 when compared to the corresponding prior period was predominantly the result of borrowing \$14 million more on our Facility in the first three months of fiscal 2019 when compared with the corresponding period of fiscal 2018. This increase was partially offset by our distributing more cash in dividends in the first three months of fiscal 2019 when compared with the corresponding prior period as a result of our increasing the annualized dividend on the outstanding Common and Class A Common stock by \$0.02 per share in December 2018.

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## Results of Operations

The following information summarizes our results of operations for the three months ended January 31, 2019 and 2018 (amounts in thousands):

	Three Months Ended		Change Attributable to				
	January 31,					Properties Held In Both	
	2019	2018	Increase (Decrease)	% Change		Property Acquisition/Sales	Periods (N/A)
Revenues							
Base rents	\$24,778	\$23,584	\$1,194	5.1 %	\$ 831	\$ 363	
Recoveries from tenants	8,452	8,207	245	3.0 %	396	(151 )	
Other income	1,208	1,204	4	0.3 %	37	(33 )	
Operating Expenses							
Property operating	5,864	6,306	(442 )	(7.0 )%	342	(784 )	
Property taxes	5,913	5,147	766	14.9 %	197	569	
Depreciation and amortization	6,940	6,949	(9 )	(0.1 )%	139	(148 )	
General and administrative	2,654	2,419	235	9.7 %	n/a	n/a	
Non-Operating Income/Expense							
Interest expense	3,578	3,423	155	4.5 %	40	115	
Interest, dividends, and other investment income	129	80	49	61.3 %	n/a	n/a	

Note 1 – Properties held in both periods includes only properties owned for the entire periods of 2019 and 2018 and for interest expense the amount also includes parent company interest expense. All other properties are included in the property acquisition/sales column. There are no properties excluded from the analysis.

Base rents increased by 5.1% to \$24.8 million for the three month period ended January 31, 2019 as compared with \$23.6 million in the comparable period of 2018. The change in base rent and the changes in other income statement line items analyzed in the table above were attributable to:

Property Acquisitions and Properties Sold:

In fiscal 2018, we purchased three properties totaling 53,700 square feet of GLA. In the first three months of fiscal 2019, we purchased one property totaling 177,000 square feet. These properties accounted for all of the revenue and expense changes attributable to property acquisitions and sales in the three months ended January 31, 2019 when compared with fiscal 2018.

Properties Held in Both Periods:

Revenues

Base Rent

The increase in base rents for the three month period ended January 31, 2019, when compared to the corresponding prior period, was predominantly caused by new leasing activity at several properties held in both periods and a lease renewal with a grocery-store tenant at a significantly higher rent than the expiring period rent, both of which created a positive variance in base rent.

In the first three months of fiscal 2019, we leased or renewed approximately 170,000 square feet (or approximately 3.7% of total consolidated property leasable area). At January 31, 2019, the Company's consolidated properties were 92.3% leased (93.2% leased at October 31, 2018).

#### Tenant Recoveries

In the three month period ended January 31, 2019, recoveries from tenants (which represent reimbursements from tenants for operating expenses and property taxes) decreased by \$151,000 when compared with the corresponding prior period. This decrease was a result of a decrease in property operating expenses predominantly related to a decrease in snow removal costs at our properties owned in both periods partially offset by an increase in property tax expense as a result of an increase in property tax assessments.

#### Expenses

##### Property Operating

In the three month period ended January 31, 2019, property operating expenses decreased by \$784,000 when compared with the corresponding prior period, predominantly as a result of a decrease in snow removal costs at our properties owned in both periods.

##### Property Taxes

In the three month period ended January 31, 2019, property taxes increased by \$569,000 when compared with the corresponding prior period, as a result of an increase in property tax assessments for a number of our properties owned in both periods.

##### Interest

In the three month period ended January 31, 2019, interest expense increased by \$115,000, when compared with the corresponding prior period as a result of the Company having a larger balance drawn on its Facility in the first three months of fiscal 2019 when compared with the corresponding prior period.

##### Depreciation and Amortization

Depreciation and amortization was relatively unchanged in the three month period ended January 31, 2019, when compared with the corresponding prior period.

##### General and Administrative Expenses

General and administrative expense increased by \$235,000 in the three month period ended January 31, 2019 when compared with the corresponding prior period predominantly as a result of normal salary increases and bonuses for our employees being larger than the prior period.

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## Funds from Operations

We consider Funds from Operations (“FFO”) to be an additional measure of our operating performance. We report FFO in addition to net income applicable to common stockholders and net cash provided by operating activities.

Management has adopted the definition suggested by The National Association of Real Estate Investment Trusts (“NAREIT”) and defines FFO to mean net income (computed in accordance with GAAP) excluding gains or losses from sales of property, plus real estate-related depreciation and amortization and after adjustments for unconsolidated joint ventures.

Management considers FFO a meaningful, additional measure of operating performance because it primarily excludes the assumption that the value of our real estate assets diminishes predictably over time and industry analysts have accepted it as a performance measure. FFO is presented to assist investors in analyzing our performance. It is helpful as it excludes various items included in net income that are not indicative of our operating performance, such as gains (or losses) from sales of property and depreciation and amortization. However, FFO:

- does not represent cash flows from operating activities in accordance with GAAP (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income); and

- should not be considered an alternative to net income as an indication of our performance.

FFO as defined by us may not be comparable to similarly titled items reported by other real estate investment trusts due to possible differences in the application of the NAREIT definition used by such REITs. The table below provides a reconciliation of net income applicable to Common and Class A Common Stockholders in accordance with GAAP to FFO for the three month periods ended January 31, 2019 and 2018 (amounts in thousands):

Reconciliation of Net Income Available to Common and Class A Common Stockholders To Funds From Operations:	Three Months Ended	
	January 31, 2019	2018
Net Income Applicable to Common and Class A Common Stockholders	\$5,854	\$4,921
Real property depreciation	5,664	5,458
Amortization of tenant improvements and allowances	883	1,042
Amortization of deferred leasing costs	393	426
Depreciation and amortization on unconsolidated joint ventures	380	403
Loss on sale of property in unconsolidated joint venture	363	-
Funds from Operations Applicable to Common and Class A Common Stockholders	\$13,537	\$12,250

FFO amounted to \$13.5 million in the first three months of fiscal 2019 compared to \$12.3 million in the comparable period of fiscal 2018. The net increase in FFO is attributable, among other things, to: (i) the additional net income generated from properties acquired in fiscal 2018 and the first three months of fiscal 2019; (ii) a \$403,000 gain on sale of marketable securities in the first three months of fiscal 2019 when the Company sold all of its marketable securities offset by: (iii) an increase in general and administrative expenses related to additional compensation expense incurred in the first quarter of fiscal 2019 when compared with the corresponding prior period and (iv) an increase in corporate interest expense in the three months ended January 31, 2019 when compared to the corresponding prior period as a



result of the Company having \$14 million more borrowed on its Facility.

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## Off-Balance Sheet Arrangements

We have seven off-balance sheet investments in real property through unconsolidated joint ventures:

- 66.67% equity interest in the Putnam Plaza Shopping Center,
- 11.642% equity interest in the Midway Shopping Center L.P.,
- 50% equity interest in the Chestnut Ridge Shopping Center and Plaza 59 Shopping Centers,
- 50% equity interest in the Gateway Plaza shopping center and the Riverhead Applebee's Plaza, and
- 20% interest in a suburban office building with ground level retail.

These unconsolidated joint ventures are accounted for under the equity method of accounting, as we have the ability to exercise significant influence over, but not control of, the operating and financial decisions of these investments. Our off-balance sheet arrangements are more fully discussed in Note 5, "Investments in and Advances to Unconsolidated Joint Ventures" in our financial statements in Item 1 of this Quarterly Report on Form 10-Q. Although we have not guaranteed the debt of these joint ventures, we have agreed to customary environmental indemnifications and nonrecourse carve-outs (e.g. guarantees against fraud, misrepresentation and bankruptcy) on certain loans of the joint ventures. The below table details information about the outstanding non-recourse mortgage financings on our unconsolidated joint ventures (amounts in thousands):

Joint Venture Description	Location	Principal Balance		Fixed Interest Rate	Maturity Date
		Original Balance	At January 31, 2019		
Midway Shopping Center	Scarsdale, NY	\$32,000	\$27,318	4.80	% Dec-2027
Putnam Plaza Shopping Center	Carmel, NY	\$18,900	\$18,853	4.81	% Oct-2028
Gateway Plaza	Riverhead, NY	\$14,000	\$12,276	4.18	% Feb-2024
Applebee's Plaza	Riverhead, NY	\$2,300	\$1,934	3.38	% Aug-2026

## Environmental Matters

Based upon management's ongoing review of its properties, management is not aware of any environmental condition with respect to any of our properties that would be reasonably likely to have a material adverse effect on us. There can be no assurance, however, that (a) the discovery of environmental conditions that were previously unknown, (b) changes in law, (c) the conduct of tenants or (d) activities relating to properties in the vicinity of our properties, will not expose us to material liability in the future. Changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures or may otherwise adversely affect the operations of our tenants, which could adversely affect our financial condition and results of operations.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to interest rate risk primarily through our borrowing activities, which predominantly include fixed-rate mortgage debt and, in limited circumstances, variable rate debt. As of January 31, 2019, we had total mortgage debt of \$288.9 million, of which 100% was fixed-rate, inclusive of variable rate mortgages that have been swapped to fixed interest rates using interest rate swap derivatives contracts.

For our fixed-rate debt, there is inherent rollover risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and our future financing requirements.

To reduce our exposure to interest rate risk on variable-rate debt, we use interest rate swap agreements, for example, to convert some of our variable-rate debt to fixed-rate debt. As of January 31, 2019, we had eight open derivative financial instruments. These interest rate swaps are cross collateralized with mortgages on properties in Rye, NY, Ossining, NY, Yonkers, NY, Orangeburg, NY, Stamford, CT, Greenwich CT, Darien, CT and Dumont, NJ. The Rye swaps expire in October 2019, the Ossining swap expires in October 2024, the Yonkers swap expires in November 2024, the Orangeburg swap expires in October 2024, the Stamford swap expires in July 2027, the Greenwich swaps expire in October 2026, the Darien swap expires in March 2028 and the Dumont, NJ swap expires in August 2027, in each case concurrent with the maturity of the respective mortgages. All of the aforementioned derivatives contracts are adjusted to fair market value at each reporting period. We have concluded that all of the aforementioned derivatives contracts are effective cash flow hedges as defined in ASC Topic 815. We are required to evaluate the effectiveness at inception and at each reporting date. As a result of the aforementioned derivatives contracts being effective cash flow hedges, all changes in fair market value are recorded directly to stockholders equity in accumulated comprehensive income and have no effect on our earnings. At January 31, 2019, we had \$44.6 million outstanding on our Facility, which bears interest at Libor plus 1.35%. In addition, we purchased a property in March of fiscal 2018 and financed a portion of the purchase price with unsecured notes accepted by the seller of the property. The unsecured notes require the payment of interest only. \$1.5 million of the notes bear interest at a fixed rate of 5.05% and \$1.7 million of the notes bear interest at a variable rate of interest based on the level of our Class A Common stock dividend, which was 4.91% as of January 31, 2019. If interest rates were to rise 1%, our interest expense would increase by \$462,000 per annum as a result of the variable rate borrowing outstanding at January 31, 2019 on the Facility and the unsecured notes.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

Changes in Internal Controls

During the quarter ended January 31, 2019, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not involved in any litigation that in management's opinion would result in a material adverse effect on our ownership, management or operation of our properties.

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

In December 2013, our Board of Directors approved a share repurchase program (“Current Repurchase Program”) for the repurchase of up to 2,000,000 shares, in the aggregate, of Common stock, Class A Common stock and Series G Cumulative Preferred stock in open market transactions. We have repurchased 195,413 shares of Class A Common Stock under the Current Repurchase Program. From the inception of all repurchase programs, we have repurchased 4,600 shares of Common Stock and 919,991 shares of Class A Common Stock. For the three months ended January 31, 2019, the Company did not repurchase any stock under the Current Repurchase Program.

From time to time, we could be deemed to have repurchased shares as a result of shares withheld for tax purposes upon a stock compensation related vesting event.

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Item 6. Exhibits

31.1 Certification of the Chief Executive Officer of Urstadt Biddle Properties Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.

31.2 Certification of the Chief Financial Officer of Urstadt Biddle Properties Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.

32 Certification of the Chief Executive Officer and Chief Financial Officer of Urstadt Biddle Properties Inc. pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

101 The following materials from Urstadt Biddle Properties Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2019, formatted in XBRL (Extensible Business Reporting Language): (1) the Consolidated Balance Sheets, (2) the Consolidated Statements of Income, (3) the Consolidated Statements of Comprehensive Income (4) the Consolidated Statements of Cash Flows, (5) the Consolidated Statements of Stockholders' Equity, and (6) Notes to Consolidated Financial Statements that have been detail tagged.

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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.

URSTADT BIDDLE PROPERTIES INC.

(Registrant)

By: /s/ Willing L. Biddle

Willing L. Biddle  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ John T. Hayes

John T. Hayes  
Senior Vice President &  
Chief Financial Officer  
(Principal Financial Officer

Dated: March 8, 2019 and Principal Accounting Officer