

UMH PROPERTIES, INC.  
Form 10-K  
March 08, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2016

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

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

Commission File Number 001-12690

**UMH Properties, Inc.**

(Exact name of registrant as specified in its charter)

Maryland 22-1890929  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) identification number)

3499 Route 9, Suite 3C, Freehold, New Jersey 07728  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code (732) 577-9997

Securities registered pursuant to Section 12(b) of the Act:

Common Stock \$.10 par value-New York Stock Exchange

8.25% Series A Cumulative Redeemable Preferred Stock \$.10 par value per share, \$25 liquidation value per share – New York Stock Exchange

8.0% Series B Cumulative Redeemable Preferred Stock \$.10 par value per share, \$25 liquidation value per share – New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
 Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  
 No

Based upon the assumption that directors and executive officers of the registrant are not affiliates of the registrant, the aggregate market value of the voting stock of the registrant held by nonaffiliates of the registrant at June 30, 2016 was \$310,625,561. Presuming that such directors and executive officers are affiliates of the registrant, the aggregate market value of the voting stock of the registrant held by nonaffiliates of the registrant at June 30, 2016 was \$282,536,483.

The number of shares outstanding of issuer's common stock as of February 28, 2017 was 30,089,483 shares.

Documents Incorporated by Reference:

-Part III incorporates certain information by reference from the Registrant's proxy statement for the 2017 annual meeting of stockholders, which will be filed no later than 120 days after the close of the Registrant's fiscal year ended December 31, 2016.

-Exhibits incorporated by reference are listed in Part IV; Item 15 (a) (3).

**TABLE OF CONTENTS**

<b><u>PART I</u></b>	3
<u>Item 1 – Business</u>	3
<u>Item 1A – Risk Factors</u>	5
<u>Item 1B – Unresolved Staff Comments</u>	16
<u>Item 2 – Properties</u>	17
<u>Item 3 – Legal Proceedings</u>	25
<u>Item 4 – Mine Safety Disclosures</u>	25
<b><u>PART II</u></b>	25
<u>Item 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	25
<u>Item 6 – Selected Financial Data</u>	29
<u>Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	30
<u>Item 7A – Quantitative and Qualitative Disclosures about Market Risk</u>	43
<u>Item 8 – Financial Statements and Supplementary Data</u>	45
<u>Item 9 – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	45
<u>Item 9A – Controls and Procedures</u>	46
<u>Item 9B – Other Information</u>	48
<b><u>PART III</u></b>	48
<u>Item 10 – Directors, Executive Officers and Corporate Governance</u>	48
<u>Item 11 – Executive Compensation</u>	51
<u>Item 12 – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	64
<u>Item 13 – Certain Relationships and Related Transactions, and Director Independence</u>	66
<u>Item 14 – Principal Accounting Fees and Services</u>	67
<b><u>PART IV</u></b>	68
<u>Item 15 – Exhibits, Financial Statement Schedules</u>	68
<b><u>SIGNATURES</u></b>	117

## **PART I**

### **Item 1 – Business**

#### General Development of Business

UMH Properties, Inc. (“UMH”), together with its predecessors and consolidated subsidiaries, are referred to herein as “we”, “us”, “our”, or “the Company”, unless the context requires otherwise.

UMH is a self-administered and self-managed qualified real estate investment trust (“REIT”) under Sections 856-860 of the Internal Revenue Code (the “Code”). The Company had elected REIT status effective January 1, 1992 and intends to maintain its qualification as a REIT in the future. As a qualified REIT, with limited exceptions, the Company will not be taxed under Federal and certain state income tax laws at the corporate level on taxable income that it distributes to its shareholders. For special tax provisions applicable to REITs, refer to Sections 856-860 of the Code.

The Company was incorporated in the state of New Jersey in 1968. On September 29, 2003, the Company changed its state of incorporation from New Jersey to Maryland by merging with and into a Maryland corporation.

#### Narrative Description of Business

The Company’s primary business is the ownership and operation of manufactured home communities – leasing manufactured home sites to private manufactured home owners. The Company also leases homes to residents, and through its wholly-owned taxable REIT subsidiary, UMH Sales and Finance, Inc. (“S&F”), conducts manufactured home sales in its communities.

As of December 31, 2016, the Company owns and operates 101 manufactured home communities containing approximately 18,000 developed sites. The communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. Subsequent to yearend, the Company acquired an additional five manufactured home communities containing a total of approximately 1,300 developed sites. The Company now owns 106 manufactured home communities consisting of approximately 19,300 developed sites.

A manufactured home community is designed to accommodate detached, single-family manufactured homes. These manufactured homes are produced off-site by manufacturers and installed on sites within the communities. These homes may be improved with the addition of features constructed on-site, including garages, screened rooms and carports. Manufactured homes are available in a variety of designs and floor plans, offering many amenities and custom options. Each manufactured home owner leases the site on which the home is located from the Company.

Manufactured homes are accepted by the public as a viable and economically attractive alternative to common stick-built single-family housing. The affordability of the modern manufactured home makes it a very attractive housing alternative.

Modern residential land lease communities are similar to typical residential subdivisions containing central entrances, paved well-lit streets, curbs and gutters. Generally, modern manufactured home communities contain buildings for recreation, green areas, and other common area facilities, all of which are the property of the community owner. In addition to such general improvements, certain manufactured home communities include recreational improvements such as swimming pools, tennis courts and playgrounds. Municipal water and sewer services are available in some manufactured home communities, while other communities supply these facilities on-site.

Typically, our leases are on an annual or month-to-month basis, renewable upon the consent of both parties. The community manager interviews prospective residents, collects rent and finance payments, ensures compliance with community regulations, maintains public areas and community facilities and is responsible for the overall appearance of the community. Manufactured home communities produce predictable income streams and provide protection from inflation due to the ability to annually increase rents. Manufactured home communities may also appreciate over time.

Many of our communities compete with other manufactured home community properties located in the same or nearby markets that are owned and operated by other companies in our business. We generally monitor the rental rates and other terms being offered by our competitors and consider this information as a factor in determining our own rental rates.

In connection with the operation of its communities, UMH also leases homes to prospective tenants. As of December 31, 2016, UMH owned a total of 4,700 rental homes, representing approximately 26% of its developed sites. These rental homes are owned by the Company and rented to residents. The Company engages in the rental of manufactured homes primarily in areas where the communities have existing vacancies. The rental homes produce income from both the home and the site which might otherwise be non-income producing. The Company sells the rental homes when the opportunity arises.

Inherent in the operation of a manufactured home community is the development, redevelopment, and expansion of our communities. The Company sells and finances the sale of manufactured homes in our communities through S&F. S&F was established to potentially enhance the value of our communities. The home sales business is operated like other homebuilders with sales centers, model homes, an inventory of completed homes and the ability to supply custom designed homes based upon the requirements of the new homeowners.

In addition to its manufactured home community portfolio, the Company also owns a portfolio of marketable REIT securities, which the Company generally limits to no more than approximately 20% of its undepreciated assets (which is the Company's total assets excluding accumulated depreciation). These liquid real estate holdings provides diversification, additional liquidity and income, and serves as a proxy for real estate when more favorable risk adjusted returns are not available.

#### Investment and Other Policies

The Company may invest in improved and unimproved real property and may develop unimproved real property. Such properties may be located throughout the United States, but the Company has concentrated on the Northeast.

The Company seeks to finance acquisitions with the most appropriate available source of capital, including purchase money mortgages or other financing, which may be first liens, wraparound mortgages or subordinated indebtedness, sales of investments, and issuance of additional equity securities. In connection with its ongoing activities, the Company may issue notes, mortgages or other senior securities. The Company intends to use both secured and unsecured lines of credit.

The Company may issue securities for property; however, this has not occurred to date. The Company may repurchase or reacquire its shares from time to time if, in the opinion of the Board of Directors, such acquisition is advantageous to the Company. No shares were repurchased or reacquired during 2016 and, as of December 31, 2016, the Company does not own any of its own shares.

The Company also invests in equity securities of other REITs. The Company from time to time may purchase these securities on margin when the interest and dividend yields exceed the cost of funds. As of December 31, 2016, the Company had borrowings of \$22,727,458 under its margin line at 2.0% interest. The REIT securities portfolio are subject to risk arising from adverse changes in market rates and prices, primarily interest rate risk and market price risk relating to equity securities. From time to time, the Company may use derivative instruments to mitigate interest rate risk; however, this has not occurred during any periods presented. At December 31, 2016 and 2015, the Company had \$108,755,172 and \$75,011,260 respectively, of securities available for sale. Included in these securities are Preferred Stock of \$13,028,200 and \$14,219,712 at December 31, 2016 and 2015, respectively. The realized net gain on securities available for sale at December 31, 2016 and 2015 amounted to \$2,285,301 and \$204,230, respectively. The unrealized net gain (loss) on securities available for sale at December 31, 2016 and 2015 amounted to \$16,717,171 and \$(2,055,027), respectively.



### Property Maintenance and Improvement Policies

It is the policy of the Company to properly maintain, modernize, expand and make improvements to its properties when required. The Company anticipates that renovation expenditures with respect to its present properties during 2017 will be approximately \$8 million. It is the policy of the Company to maintain adequate insurance coverage on all of its properties; and, in the opinion of the Company, all of its properties are adequately insured.

### Number of Employees

As of February 28, 2017, the Company had approximately 330 employees, including Officers. During the year, the Company hires approximately 50 part-time and full-time temporary employees as grounds keepers, lifeguards, and for emergency repairs.

### Segment Reporting and Financial Information

Management views the Company as a single segment based on its method of internal reporting in addition to its allocation of capital and resources. For required financial information related to our operations and assets, please refer to our consolidated financial statements, including the notes thereto, included in Item 8 “Financial Statements and Supplementary Data” in this Annual Report.

### Available Information

Additional information about the Company can be found on the Company’s website which is located at [www.umh.reit](http://www.umh.reit). Information contained on or hyperlinked from our website is not incorporated by reference into and should not be considered part of this Annual Report on Form 10-K or our other filings with the Securities and Exchange Commission (“SEC”). The Company makes available, free of charge, on or through its website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. You can also read and copy any materials the Company files with the SEC at its Public Reference Room at 100 F Street, NE, Washington, DC 20549 (1-800-SEC-0330). The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

## Item 1A – Risk Factors

*The following risk factors address the material risks concerning our business. If any of the risks discussed in this report were to occur, our business, prospects, financial condition, results of operation and our ability to service our debt and make distributions to our shareholders could be materially and adversely affected and the market price per share of our stock could decline significantly. Some statements in this report, including statements in the following risk factors, constitute forward-looking statements. Please refer to the section entitled “Cautionary Statement Regarding Forward-Looking Statements.”*

### Real Estate Industry Risks

***General economic conditions and the concentration of our properties in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan may affect our ability to generate sufficient revenue.*** The market and economic conditions in our current markets may significantly affect manufactured home occupancy or rental rates. Occupancy and rental rates, in turn, may significantly affect our revenues, and if our communities do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay or refinance our debt obligations could be adversely affected. As a result of the geographic concentration of our properties in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan, we are exposed to the risks of downturns in the local economy or other local real estate market conditions which could adversely affect occupancy rates, rental rates, and property values in these markets.

Other factors that may affect general economic conditions or local real estate conditions include:

the national and local economic climate which may be adversely impacted by, among other factors, plant closings, and industry slowdowns;

local real estate market conditions such as the oversupply of manufactured home sites or a reduction in demand for manufactured home sites in an area;

the number of repossessed homes in a particular market;

the lack of an established dealer network;

the rental market which may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates;

the safety, convenience and attractiveness of our properties and the neighborhoods where they are located;

zoning or other regulatory restrictions;

competition from other available manufactured home communities and alternative forms of housing (such as apartment buildings and single-family homes);

our ability to provide adequate management, maintenance and insurance;

increased operating costs, including insurance premiums, real estate taxes and utilities;

the impact on the national and local regulatory environments as a result of the recent U.S. presidential election; and

the enactment of rent control laws or laws taxing the owners of manufactured homes.

Our income would also be adversely affected if tenants were unable to pay rent or if sites were unable to be rented on favorable terms. If we were unable to promptly relet or renew the leases for a significant number of sites, or if the rental rates upon such renewal or reletting were significantly lower than expected rates, then our business and results of operations could be adversely affected. In addition, certain expenditures associated with each property (such as real estate taxes and maintenance costs) generally are not reduced when circumstances cause a reduction in income from the property.

***We may be unable to compete with our larger competitors for acquisitions, which may increase prices for communities.*** The real estate business is highly competitive. We compete for manufactured home community investments with numerous other real estate entities, such as individuals, corporations, REITs and other enterprises engaged in real estate activities. In many cases, the competing concerns may be larger and better financed than we are, making it difficult for us to secure new manufactured home community investments. Competition among private and

institutional purchasers of manufactured home community investments has resulted in increases in the purchase price paid for manufactured home communities and consequently higher fixed costs. To the extent we are unable to effectively compete in the marketplace, our business may be adversely affected.

***We may not be able to integrate or finance our acquisitions and our acquisitions may not perform as expected.*** We acquire and intend to continue to acquire manufactured home communities on a select basis. Our acquisition activities and their success are subject to risks, including the following:

if we enter into an acquisition agreement for a property, it is usually subject to customary conditions to closing, including completion of due diligence investigations to our satisfaction, which may not be satisfied;

we may be unable to finance acquisitions on favorable terms;

acquired properties may fail to perform as expected;

acquired properties may be located in new markets where we face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures; and

we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

If any of the above were to occur, our business and results of operations could be adversely affected.

In addition, we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were to be asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle it, which could adversely affect our cash flow.

***We may be unable to accurately estimate and anticipate costs and timing associated with expansion activities.*** We periodically consider expansion of communities. Our expansion activities are subject to risks such as: construction costs exceeding original estimates, construction and lease-up interruptions resulting in increased construction costs, and lower than anticipated occupancy and rental rates causing a property to be unprofitable or less profitable than prior to the expansion.

***We may be unable to sell properties when appropriate because real estate investments are illiquid.*** Real estate investments generally cannot be sold quickly and, therefore, will tend to limit our ability to vary our property portfolio promptly in response to changes in economic or other conditions. In addition, the Internal Revenue Code limits our ability to sell our properties. The inability to respond promptly to changes in the performance of our property portfolio could adversely affect our financial condition and ability to service our debt and make distributions to our stockholders.

***Our ability to sell manufactured homes may be affected by various factors, which may in turn adversely affect our profitability.*** S&F operates in the manufactured home market offering homes for sale to tenants and prospective tenants of our communities. The market for the sale of manufactured homes may be adversely affected by the following factors:

downturns in economic conditions which adversely impact the housing market;

an oversupply of, or a reduced demand for, manufactured homes;

the difficulty facing potential purchasers in obtaining affordable financing as a result of heightened lending criteria;  
and

an increase or decrease in the rate of manufactured home repossessions which provide aggressively priced competition to new manufactured home sales.

Any of the above listed factors could adversely impact our rate of manufactured home sales, which would result in a decrease in profitability.

***Licensing laws and compliance could affect our profitability.*** We are subject to the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 (“SAFE Act”), which requires that we obtain appropriate licenses pursuant to the Nationwide Mortgage Licensing System & Registry in each state where we conduct business. There are extensive federal and state requirements mandated by the SAFE Act and other laws pertaining to financing, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”), and there can be no assurance that we will obtain or renew our SAFE Act licenses, which could result in fees and penalties and have an adverse impact on our ability to continue with our home financing activities.

***Costs associated with taxes and regulatory compliance may reduce our revenue.*** We are subject to significant regulation that inhibits our activities and may increase our costs. Local zoning and use laws, environmental statutes and other governmental requirements may restrict expansion, rehabilitation and reconstruction activities. These regulations may prevent us from taking advantage of economic opportunities. Legislation such as the Americans with Disabilities Act may require us to modify our properties at a substantial cost and noncompliance could result in the imposition of fines or an award of damages to private litigants. Future legislation may impose additional requirements. We cannot predict what requirements may be enacted or amended or what costs we will incur to comply with such requirements. Costs resulting from changes in real estate laws, income taxes, service or other taxes may adversely affect our funds from operations and our ability to pay or refinance our debt. Similarly, 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, which would adversely affect our business and results of operations.

Laws and regulations also govern the provision of utility services. Such laws regulate, for example, how and to what extent owners or operators of property can charge renters for provision of utilities. Such laws can also regulate the operations and performance of utility systems and may impose fines and penalties on real property owners or operators who fail to comply with these requirements. The laws and regulations may also require capital investment to maintain compliance.

***Rent control legislation may harm our ability to increase rents.*** State and local rent control laws in certain jurisdictions may limit our ability to increase rents and to recover increases in operating expenses and the costs of capital improvements. Currently, rent control affects only two of our manufactured home communities, both of which are in New Jersey, and has resulted in slower growth of earnings from these properties. However, we may purchase additional properties in markets that are either subject to rent control or in which rent-limiting legislation exists or may be enacted.

***Environmental liabilities could affect our profitability.*** Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate is liable for the costs of removal or remediation of certain hazardous substances at, on, under or in such property, as well as certain other potential costs relating to hazardous or toxic substances. Such laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous substances. A conveyance of the property, therefore, does not relieve the owner or operator from liability. As a current or former owner and operator of real estate, we may be required by law to investigate and cleanup hazardous substances released at or from the properties we currently own or operate or have in the past owned or operated. We may also be liable to the government or to third parties for property damage, investigation costs and cleanup costs. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs the government incurs in connection with the contamination. Contamination may adversely affect our ability to sell or lease real estate or to borrow using the real estate as collateral. Persons who arrange for the disposal or treatment of hazardous substances also may be liable for the costs of removal or remediation of such substances at a disposal or treatment facility owned or operated by another person. In addition, certain environmental laws impose liability for the management and disposal of asbestos-containing materials and for the release of such materials into the air. These laws may provide for third parties to seek recovery

from owners or operators of real properties for personal injury associated with asbestos-containing materials. In connection with the ownership, operation, management, and development of real properties, we may be considered an owner or operator of such properties and, therefore, are potentially liable for removal or remediation costs, and also may be liable for governmental fines and injuries to persons and property. When we arrange for the treatment or disposal of hazardous substances at landfills or other facilities owned by other persons, we may be liable for the removal or remediation costs at such facilities. We are not aware of any environmental liabilities relating to our investment properties which would have a material adverse effect on our business, assets, or results of operations. However, we cannot assure you that environmental liabilities will not arise in the future and that such liabilities will not have a material adverse effect on our business, assets or results of operation.

Of the 101 manufactured home communities we currently operate, thirty-nine have their own wastewater treatment facility or water distribution system, or both. At these locations, we are subject to compliance with monthly, quarterly and yearly testing for contaminants as outlined by the individual state's Department of Environmental Protection Agencies. Currently, we are not subject to radon or asbestos monitoring requirements.



Additionally, in connection with the management of the properties or upon acquisition or financing of a property, the Company authorizes the preparation of Phase I or similar environmental reports (which involves general inspections without soil sampling or ground water analysis) completed by independent environmental consultants. Based upon such environmental reports and the Company's ongoing review of its properties, as of the date of this Annual Report, the Company is not aware of any environmental condition with respect to any of its properties which it believes would be reasonably likely to have a material adverse effect on its financial condition and/or results of operations. However, these reports cannot reflect conditions arising after the studies were completed, and no assurances can be given that existing environmental studies reveal all environmental liabilities, that any prior owner or operator of a property or neighboring owner or operator did not create any material environmental condition not known to us, or that a material environmental condition does not otherwise exist as to any one or more properties.

***Some of our properties are subject to potential natural or other disasters.*** Certain of our manufactured home communities are located in areas that may be subject to natural disasters, including our manufactured home communities in flood plains or in areas that may be adversely affected by tornados, as well as our manufactured home communities in coastal regions that may be adversely affected by increases in sea levels or in the frequency or severity of hurricanes, tropical storms or other severe weather conditions. The occurrence of natural disasters may delay redevelopment or development projects, increase investment costs to repair or replace damaged properties, increase future property insurance costs and negatively impact the tenant demand for lease space. To the extent insurance is unavailable to us or is unavailable on acceptable terms, or our insurance is not adequate to cover losses from these events, our financial condition and results of operations could be adversely affected.

***Actions by our competitors may decrease or prevent increases in the occupancy and rental rates of our properties which could adversely affect our business.*** We compete with other owners and operators of manufactured home community properties, some of which own properties similar to ours in the same submarkets in which our properties are located. The number of competitive manufactured home community properties in a particular area could have a material adverse effect on our ability to attract tenants, lease sites and maintain or increase rents charged at our properties or at any newly acquired properties. In addition, other forms of multi-family residential properties, such as private and federally funded or assisted multi-family housing projects and single-family housing, provide housing alternatives to potential tenants of manufactured home communities. If our competitors offer housing at rental rates below current market rates or below the rental rates we currently charge our tenants, we may lose potential tenants, and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants when our tenants' leases expire. As a result, our financial condition, cash flow, cash available for distribution, and ability to satisfy our debt service obligations could be materially adversely affected.

***Losses in excess of our insurance coverage or uninsured losses could adversely affect our cash flow.*** We generally maintain insurance policies related to our business, including casualty, general liability and other policies covering business operations, employees and assets. However, we may be required to bear all losses that are not adequately covered by insurance. In addition, there are certain losses that are not generally insured because it is not economically feasible to insure against them, including losses due to riots, acts of war or other catastrophic events. If an uninsured loss or a loss in excess of insured limits occurs with respect to one or more of our properties, then we could lose the capital we invested in the properties, as well as the anticipated profits and cash flow from the properties and, in the

case of debt which is with recourse to us, we would remain obligated for any mortgage debt or other financial obligations related to the properties. Although we believe that our insurance programs are adequate, no assurance can be given that we will not incur losses in excess of its insurance coverage, or that we will be able to obtain insurance in the future at acceptable levels and reasonable cost.

***Our investments are concentrated in the manufactured housing/residential sector and our business would be adversely affected by an economic downturn in that sector.*** Our investments in real estate assets are primarily concentrated in the manufactured housing/residential sector. This concentration may expose us to the risk of economic downturns in this sector to a greater extent than if our business activities included a more significant portion of other sectors of the real estate industry.

#### Financing Risks

***We face risks generally associated with our debt.*** We finance a portion of our investments in properties and marketable securities through debt. We are subject to the risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. In addition, debt creates other risks, including:

rising interest rates on our variable rate debt;

inability to repay or refinance existing debt as it matures, which may result in forced disposition of assets on disadvantageous terms;

refinancing terms less favorable than the terms of existing debt; and

failure to meet required payments of principal and/or interest.

***We mortgage our properties, which subjects us to the risk of foreclosure in the event of non-payment.*** We mortgage many of our properties to secure payment of indebtedness. If we are unable to meet mortgage payments, then the property could be foreclosed upon or transferred to the mortgagee with a consequent loss of income and asset value. A foreclosure of one or more of our properties could adversely affect our financial condition, results of operations, cash flow, ability to service debt and make distributions and the market price of our preferred and common stock and any other securities we issue.

***We face risks related to “balloon payments” and refinancings.*** Certain of our mortgages will have significant outstanding principal balances on their maturity dates, commonly known as “balloon payments.” There can be no assurance that we will be able to refinance the debt on favorable terms or at all. To the extent we cannot refinance debt on favorable terms or at all, we may be forced to dispose of properties on disadvantageous terms or pay higher interest rates, either of which would have an adverse impact on our financial performance and ability to service debt and make distributions.

***We face risks associated with our dependence on external sources of capital.*** In order to qualify as a REIT, we are required each year to distribute to our stockholders at least 90% of our REIT taxable income, and we are subject to tax on our income to the extent it is not distributed. Because of this distribution requirement, we may not be able to fund all future capital needs from cash retained from operations. As a result, to fund capital needs, we rely on third-party sources of capital, which we may not be able to obtain on favorable terms, if at all. Our access to third-party sources of capital depends upon a number of factors, including (i) general market conditions; (ii) the market’s perception of our growth potential; (iii) our current and potential future earnings and cash distributions; and (iv) the market price of our preferred and common stock. Additional debt financing may substantially increase our debt-to-total capitalization ratio. Additional equity issuance may dilute the holdings of our current stockholders.

***We may become more highly leveraged, resulting in increased risk of default on our obligations and an increase in debt service requirements which could adversely affect our financial condition and results of operations and our ability to pay distributions.*** We have incurred, and may continue to incur, indebtedness in furtherance of our activities. Our governing documents do not limit the amount of indebtedness we may incur. Accordingly, our Board of Directors may vote to incur additional debt and would do so, for example, if it were necessary to maintain our status as a REIT. We could therefore become more highly leveraged, resulting in an increased risk of default on our obligations and in an increase in debt service requirements, which could adversely affect our financial condition and results of operations and our ability to pay distributions to stockholders.

***Fluctuations in interest rates could materially affect our financial results.*** Because a portion of our debt bears interest at variable rates, increases in interest rates could materially increase our interest expense. If the United States Federal Reserve increases short-term interest rates, this may have a significant upward impact on shorter-term interest rates, including the interest rates that our variable rate debt is based upon. Potential future increases in interest rates and credit spreads may increase our interest expense and therefore negatively affect our financial condition and results of operations, and reduce our access to the debt or equity capital markets.

***Covenants in our credit agreements could limit our flexibility and adversely affect our financial condition.*** The terms of our various credit agreements and other indebtedness require us to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios and maintaining insurance coverage. These covenants may limit our flexibility in our operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness even if we had satisfied our payment obligations. If we were to default under our credit agreements, our financial condition would be adversely affected.

***A change in the United States government policy with regard to Fannie Mae and Freddie Mac could impact our financial condition.*** Fannie Mae and Freddie Mac are a major source of financing for the manufactured housing real estate sector. We depend frequently on Fannie Mae and Freddie Mac to finance growth by purchasing or guaranteeing manufactured housing community loans. We do not know when or if Fannie Mae or Freddie Mac will restrict their support of lending to our real estate sector or to us in particular. A decision by the government to eliminate Fannie Mae or Freddie Mac, or reduce their acquisitions or guarantees of our mortgage loans, may adversely affect interest rates, capital availability and our ability to refinance our existing mortgage obligations as they come due and obtain additional long-term financing for the acquisition of additional communities on favorable terms or at all.

***We face risks associated with the financing of home sales to customers in our manufactured home communities.***

To produce new rental revenue and to upgrade our communities, we sell homes to customers in our communities at competitive prices and finance these home sales through S&F. We allow banks and outside finance companies the first opportunity to finance these sales. We are subject to the following risks in financing these homes:

the borrowers may default on these loans and not be able to make debt service payments or pay principal when due;

the default rates may be higher than we anticipate;

demand for consumer financing may not be as great as we anticipate or may decline;

the value of property securing the installment notes receivable may be less than the amounts owed; and

interest rates payable on the installment notes receivable may be lower than our cost of funds.

Additionally, there are many regulations pertaining to our home sales and financing activities. There are significant consumer protection laws and the regulatory framework may change in a manner which may adversely affect our operating results. The regulatory environment and associated consumer finance laws create a risk of greater liability from our home sales and financing activities and could subject us to additional litigation. We are also dependent on licenses granted by state and other regulatory authorities, which may be withdrawn or which may not be renewed and which could have an adverse impact on our ability to continue with our home sales and financing activities.

**Risks Related to our Status as a REIT**

***If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.***

To qualify as a REIT, we must, among other things, satisfy two gross income tests, under which specified percentages of our gross income must be passive income, such as rent. For the rent paid pursuant to our leases, to qualify for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and not be treated as service contracts, joint ventures or some other type of arrangement. We believe that our leases will be respected as true leases for federal income tax purposes. However, there can be no assurance that the Internal Revenue Service (“IRS”) will agree with this view. If the leases are not respected as true leases for federal income tax purposes, we would not be able to satisfy either of the two gross income tests applicable to REITs, and we could lose our REIT status.

***Failure to make required distributions would subject us to additional tax.*** In order to qualify as a REIT, we must, among other requirements, distribute, each year, to our stockholders at least 90% of our taxable income, excluding net capital gains. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will

incur a 4% nondeductible excise tax on the amount, if any, by which our distributions (or deemed distributions) in any year are less than the sum of:

85% of our ordinary income for that year;

95% of our capital gain net earnings for that year; and

100% of our undistributed taxable income from prior years.

-11-

To the extent we pay out in excess of 100% of our taxable income for any tax year, we may be able to carry forward such excess to subsequent years to reduce our required distributions for purposes of the 4% nondeductible excise tax in such subsequent years. We intend to pay out our income to our stockholders in a manner intended to satisfy the 90% distribution requirement. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the 90% distribution requirement and to avoid corporate income tax.

***We may not have sufficient cash available from operations to pay distributions to our stockholders, and, therefore, distributions may be made from borrowings.*** The actual amount and timing of distributions to our stockholders will be determined by our Board of Directors in its discretion and typically will depend on the amount of cash available for distribution, which will depend on items such as current and projected cash requirements, limitations on distributions imposed by law on our financing arrangements and tax considerations. As a result, we may not have sufficient cash available from operations to pay distributions as required to maintain our status as a REIT. Therefore, we may need to borrow funds to make sufficient cash distributions in order to maintain our status as a REIT, which may cause us to incur additional interest expense as a result of an increase in borrowed funds for the purpose of paying distributions.

***We may be required to pay a penalty tax upon the sale of a property.*** The federal income tax provisions applicable to REITs provide that any gain realized by a REIT on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business is treated as income from a “prohibited transaction” that is subject to a 100% penalty tax. Under current law, unless a sale of real property qualifies for a safe harbor, the question of whether the sale of real estate or other property constitutes the sale of property held primarily for sale to customers is generally a question of the facts and circumstances regarding a particular transaction. We intend that we and our subsidiaries will hold the interests in the real estate for investment with a view to long-term appreciation, engage in the business of acquiring and owning real estate, and make occasional sales as are consistent with our investment objectives. We do not intend to engage in prohibited transactions. We cannot assure you, however, that we will only make sales that satisfy the requirements of the safe harbors or that the IRS will not successfully assert that one or more of such sales are prohibited transactions.

***We may be adversely affected if we fail to qualify as a REIT.*** If we fail to qualify as a REIT, we will not be allowed to deduct distributions to stockholders in computing our taxable income and will be subject to Federal income tax, including any applicable alternative minimum tax, at regular corporate rates. In addition, we might be barred from qualification as a REIT for the four years following disqualification. The additional tax incurred at regular corporate rates would reduce significantly the cash flow available for distribution to stockholders and for debt service. Furthermore, we would no longer be required to make any distributions to our stockholders as a condition to REIT qualification. Any distributions to noncorporate stockholders would be taxable as ordinary income to the extent of our current and accumulated earnings and profits, although such dividend distributions generally would be subject to a top federal income tax rate of 20%. Corporate distributees would in that case generally be eligible for the dividends received deduction on the distributions, subject to limitations under the Code.

***To qualify as a REIT, we must comply with certain highly technical and complex requirements.*** We cannot be certain we have complied, and will always be able to comply, with the requirements to qualify as a REIT because there are few judicial and administrative interpretations of these provisions. In addition, facts and circumstances that may be beyond our control may affect our ability to continue to qualify as a REIT. We cannot assure you that new legislation, regulations, administrative interpretations or court decisions will not change the tax laws significantly with respect to our qualification as a REIT or with respect to the Federal income tax consequences of qualification. We believe that we have qualified as a REIT since our inception and intend to continue to qualify as a REIT. However, we cannot assure you that we are qualified or will remain qualified.

***There is a risk of changes in the tax law applicable to REITs.*** Because the IRS, the United States Treasury Department and Congress frequently review federal income tax legislation, we cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Numerous changes to the U.S. federal income tax laws are proposed on a regular basis. Any of such legislative action may prospectively or retroactively modify our tax treatment and, therefore, may adversely affect taxation of us and/or our investors. Moreover, legislative and regulatory changes may be more likely during the 115th Congress because the Presidency and Congress will be controlled by the same political party, and significant tax reform has been described publicly as a legislative priority. Additionally, the REIT rules are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department, which may result in revisions to regulations and interpretations in addition to statutory changes. If enacted, certain proposed changes could have an adverse impact on our business and financial results. For example, certain proposals set forth by the President and Congress could reduce the relative competitive advantage of operating as a REIT. These proposals include: the lowering of income tax rates on individuals and corporations, which could ease the burden of double taxation on corporate dividends and make the single level of taxation on REIT distributions relatively less attractive; allowing the expensing of capital expenditures, which could have a similar impact and also could result in the bunching of taxable income and required distributions for REITs; and further limiting or eliminating the deductibility of interest expense, which could disrupt the real estate market and could increase the amount of REIT taxable income that must be distributed as dividends to shareholders.



***We may be unable to comply with the strict income distribution requirements applicable to REITs.*** To maintain qualification as a REIT under the Code, a REIT must annually distribute to its stockholders at least 90% of its REIT taxable income, excluding the dividends paid deduction and net capital gains. This requirement limits our ability to accumulate capital. We may not have sufficient cash or other liquid assets to meet the distribution requirements. Difficulties in meeting the distribution requirements might arise due to competing demands for our funds or to timing differences between tax reporting and cash receipts and disbursements, because income may have to be reported before cash is received, because expenses may have to be paid before a deduction is allowed, because deductions may be disallowed or limited or because the IRS may make a determination that adjusts reported income. In those situations, we might be required to borrow funds or sell properties on adverse terms in order to meet the distribution requirements and interest and penalties could apply which could adversely affect our financial condition. If we fail to make a required distribution, we could cease to be taxed as a REIT.

***If we were considered to have actually or constructively paid a “preferential dividend” to certain of our stockholders, our status as a REIT could be adversely affected.*** In order to qualify as a REIT, we must distribute annually to our stockholders at least 90% of our REIT taxable income (which does not equal net income as calculated in accordance with accounting principles generally accepted in the United States of America (“GAAP”)), determined without regard to the deduction for dividends paid and excluding net capital gain. For distributions to be counted as satisfying the annual distribution requirements for REITs, and to provide us with a REIT level tax deduction, the distributions for REIT years beginning prior to January 1, 2015 must not be “preferential dividends.” A dividend is not a preferential dividend if the distribution is pro rata among all outstanding shares of stock within a particular class, and in accordance with the preferences among different classes of stock as set forth in a REIT’s organizational documents. There is no de minimis exception with respect to preferential dividends; therefore, if the IRS were to take the position that we inadvertently paid a preferential dividend, for a REIT year beginning prior to January 1, 2015, we may be deemed to have failed the 90% distribution test, and our status as a REIT could be terminated for the year in which such determination is made if we were unable to cure such failure. While we believe that our operations have been structured in such a manner that we will not be treated as inadvertently having paid preferential dividends for a REIT year beginning prior to January 1, 2015, we can provide no assurance to this effect.

***Notwithstanding our status as a REIT, we are subject to various federal, state and local taxes on our income and property.*** For example, we will be taxed at regular corporate rates on any undistributed taxable income, including undistributed net capital gains; provided, however, that properly designated undistributed capital gains will effectively avoid taxation at the stockholder level. We may be subject to other Federal income taxes and may also have to pay some state income or franchise taxes because not all states treat REITs in the same manner as they are treated for Federal income tax purposes.

#### Other Risks

***We may not be able to obtain adequate cash to fund our business.*** Our business requires access to adequate cash to finance our operations, distributions, capital expenditures, debt service obligations, development and redevelopment

costs and property acquisition costs, if any. We expect to generate the cash to be used for these purposes primarily with operating cash flow, borrowings under secured and unsecured loans, proceeds from sales of strategically identified assets and, when market conditions permit, through the issuance of debt and equity securities from time to time. We may not be able to generate sufficient cash to fund our business, particularly if we are unable to renew leases, lease vacant space or re-lease space as leases expire according to our expectations.

***We are dependent on key personnel.*** Our executive and other senior officers have a significant role in our success. Our ability to retain our management group or to attract suitable replacements should any members of the management group leave is dependent on the competitive nature of the employment market. The loss of services from key members of the management group or a limitation in their availability could adversely affect our financial condition and cash flow. Further, such a loss could be negatively perceived in the capital markets.

***We may amend our business policies without stockholder approval.*** Our Board of Directors determines our growth, investment, financing, capitalization, borrowing, REIT status, operations and distributions policies. Although our Board of Directors has no present intention to change or reverse any of these policies, they may be amended or revised without notice to stockholders. Accordingly, stockholders may not have control over changes in our policies. We cannot assure you that changes in our policies will serve fully the interests of all stockholders.

***The market value of our preferred and common stock could decrease based on our performance and market perception and conditions.*** The market value of our preferred and common stock may be based primarily upon the market's perception of our growth potential and current and future cash dividends, and may be secondarily based upon the real estate market value of our underlying assets. The market price of our preferred and common stock is influenced by their respective distributions relative to market interest rates. Rising interest rates may lead potential buyers of our stock to expect a higher distribution rate, which would adversely affect the market price of our stock. In addition, rising interest rates would result in increased expense, thereby adversely affecting cash flow and our ability to service our indebtedness and pay distributions.

***There are restrictions on the transfer of our capital stock.*** To maintain our qualification as a REIT under the Code, no more than 50% in value of our outstanding capital stock may be owned, actually or by attribution, by five or fewer individuals, as defined in the Code to also include certain entities, during the last half of a taxable year. Accordingly, our charter contains provisions restricting the transfer of our capital stock. These restrictions may discourage a tender offer or other transaction, or a change in management or of control of us that might involve a premium price for our common stock or preferred stock or that our shareholders otherwise believe to be in their best interests, and may result in the transfer of shares acquired in excess of the restrictions to a trust for the benefit of a charitable beneficiary and, as a result, the forfeiture by the acquirer of the benefits of owning the additional shares.

***Our earnings are dependent, in part, upon the performance of our investment portfolio.*** As permitted by the Code, we invest in and own securities of other REITs, which we generally limit to no more than approximately 20% of our undepreciated assets. To the extent that the value of those investments declines or those investments do not provide a return, our earnings and cash flow could be adversely affected.

***We are subject to restrictions that may impede our ability to effect a change in control.*** Certain provisions contained in our charter and bylaws and certain provisions of Maryland law may have the effect of discouraging a third party from making an acquisition proposal for us and thereby inhibit a change in control. These provisions include the following:

Our charter provides for three classes of directors with the term of office of one class expiring each year, commonly referred to as a "staggered board." By preventing common stockholders from voting on the election of more than one class of directors at any annual meeting of stockholders, this provision may have the effect of keeping the current

members of our Board of Directors in control for a longer period of time than stockholders may desire.

Our charter generally limits any holder from acquiring more than 9.8% (in value or in number, whichever is more restrictive) of our outstanding equity stock (defined as all of our classes of capital stock, except our excess stock). While this provision is intended to assure our ability to remain a qualified REIT for Federal income tax purposes, the ownership limit may also limit the opportunity for stockholders to receive a premium for their shares of common stock that might otherwise exist if an investor was attempting to assemble a block of shares in excess of 9.8% of the outstanding shares of equity stock or otherwise effect a change in control.

The request of stockholders entitled to cast at least a majority of all votes entitled to be cast at such meeting is necessary for stockholders to call a special meeting. We also require advance notice by common stockholders for the nomination of directors or proposals of business to be considered at a meeting of stockholders.

Our Board of Directors may authorize and cause us to issue securities without shareholder approval. Under our charter, the board has the power to classify and reclassify any of our unissued shares of capital stock into shares of capital stock with such preferences, rights, powers and restrictions as the Board of Directors may determine.

“Business combination” provisions that provide that, unless exempted, a Maryland corporation may not engage in certain business combinations, including mergers, dispositions of 10 percent or more of its assets, certain issuances of shares of stock and other specified transactions, with an “interested shareholder” or an affiliate of an interested shareholder for five years after the most recent date on which the interested shareholder became an interested shareholder, and thereafter unless specified criteria are met. An interested shareholder is defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question. In our charter, we have expressly elected that the Maryland Business Combination Act not govern or apply to any transaction with our affiliated company, Monmouth Real Estate Investment Corporation (“MREIC”), a Maryland corporation.

The duties of directors of a Maryland corporation do not require them to, among other things (a) accept, recommend or respond to any proposal by a person seeking to acquire control of the corporation, (b) authorize the corporation to redeem any rights under, or modify or render inapplicable, any shareholders rights plan, (c) make a determination under the Maryland Business Combination Act or the Maryland Control Share Acquisition Act to exempt any person or transaction from the requirements of those provisions, or (d) act or fail to act solely because of the effect of the act or failure to act may have on an acquisition or potential acquisition of control of the corporation or the amount or type of consideration that may be offered or paid to the shareholders in an acquisition.

***We cannot assure you that we will be able to pay distributions regularly.*** Our ability to pay distributions in the future is dependent on our ability to operate profitably and to generate cash from our operations and the operations of our subsidiaries and is subject to limitations under our financing arrangements and Maryland law. Under the Maryland General Corporation Law, (“MGCL”), a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as the debts became due in the usual course of business, or the corporation’s total assets would be less than the sum of its total liabilities plus, unless the charter permits otherwise, the amount that would be needed if the corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of stockholders whose preferential rights on dissolution are superior to those receiving the distribution. Accordingly, we cannot guarantee that we will be able to pay distributions on a regular quarterly basis in the future.

***Dividends on our capital stock do not qualify for the reduced tax rates available for some dividends.*** Income from “qualified dividends” payable to U.S. stockholders that are individuals, trusts and estates are generally subject to tax at preferential rates. Dividends payable by REITs, however, generally are not eligible for the preferential tax rates applicable to qualified dividend income. Although these rules do not adversely affect our taxation or the dividends payable by us, to the extent that the preferential rates continue to apply to regular corporate qualified dividends, investors who are individuals, trusts and estates may perceive an investment in us to be relatively less attractive than an investment in the stock of a non-REIT corporation that pays dividends, which could materially and adversely affect the value of the shares of, and per share trading price of, our capital stock.

***We are subject to risks arising from litigation.*** We may become involved in litigation. Litigation can be costly, and the results of litigation are often difficult to predict. We may not have adequate insurance coverage or contractual protection to cover costs and liability in the event we are sued, and to the extent we resort to litigation to enforce our rights, we may incur significant costs and ultimately be unsuccessful or unable to recover amounts we believe are owed to us. We may have little or no control of the timing of litigation, which presents challenges to our strategic planning.

***Future terrorist attacks and military conflicts could have a material adverse effect on general economic conditions, consumer confidence and market liquidity.*** Among other things, it is possible that interest rates may be affected by these events. An increase in interest rates may increase our costs of borrowing, leading to a reduction in our earnings. Terrorist acts affecting our properties could also result in significant damages to, or loss of, our properties. Additionally, we may be unable to obtain adequate insurance coverage on acceptable economic terms for losses resulting from acts of terrorism. Our lenders may require that we carry terrorism insurance even if we do not believe this insurance is necessary or cost effective. Should an act of terrorism result in an uninsured loss or a loss in excess of insured limits, we could lose capital invested in a property, as well as the anticipated future revenues from a property, while remaining obligated for any mortgage indebtedness or other financial obligations related to the property. Any loss of these types would adversely affect our financial condition.

***Disruptions in the financial markets could affect our ability to obtain financing on reasonable terms and have other adverse effects on us and the market price of our capital stock.*** Over the last several years, the U.S. stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks and debt securities to fluctuate substantially and the spreads on prospective debt financing to widen considerably. Moreover, the U.S. interest rate environment, oil price fluctuations, the election of a new U.S. President, uncertain tax and economic plans in Congress, and turmoil in emerging markets have created additional uncertainty and volatility in the U.S. and global economies. Continued economic uncertainty, both nationally and internationally, causes increased volatility in investor confidence, thereby creating similar volatility in the availability of both debt and equity capital in the financial markets. The U.S. Federal Reserve has predicted that more interest rate increases may occur in 2017, raising borrowing costs for consumers and businesses. Uncertainty in the stock and credit markets may negatively impact our ability to access additional financing at reasonable terms, which may negatively affect our ability to acquire properties and otherwise pursue our investment strategy. A prolonged downturn in the stock or credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our investment strategy accordingly. These types of events in the stock and credit markets may make it more difficult or costly for us to raise capital through the issuance of the common stock, preferred stock or debt securities. The potential disruptions in the financial markets may have a material adverse effect on the market value of the common stock and preferred stock and the return we receive on our properties and investments, as well as other unknown adverse effects on us or the economy in general.

***We may be adversely impacted by volatility in foreign financial markets.*** During the last few years, the financial crisis in Europe (including financial difficulties at several large European banks) has led to increased price volatility, dislocations and liquidity disruptions. Adding to the European credit crisis, in June 2016, voters in the United Kingdom elected to withdraw from the European Union in a national referendum. The referendum has created significant uncertainty about the future relationship between the United Kingdom and the European Union and has continued to have a material adverse effect on global economic conditions and the stability of global financial markets and could significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets.

***Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.*** In the ordinary course of our business, we collect and store sensitive

data, including our business information and the personal information of our residents and our employees, in our facility and on our network. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our network and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, disrupt our operations, damage our reputation, and cause a loss of confidence, which could adversely affect our business.

***We face risks relating to expanding use of social media mediums.*** The use of social media could cause us to suffer brand damage or information leakage. Negative posts or comments about us or our properties on any social networking website could damage our, or our properties' reputations. In addition, employees or others might disclose non-public sensitive information relating to our business through external media channels. The continuing evolution of social media may present us with new challenges and risks.

Item 1B – Unresolved Staff Comments

None.



**Item 2 – Properties**

UMH Properties, Inc. is engaged in the ownership and operation of manufactured home communities located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. As of December 31, 2016, the Company owns 101 manufactured home communities containing approximately 18,000 developed sites. The rents collectible from the land ultimately depend on the value of the home and land. Therefore, fewer but more expensive homes can actually produce the same or greater rents. There is a long-term trend toward larger manufactured homes.

Manufactured home communities designed for older manufactured homes must be modified to accommodate modern, wider and longer manufactured homes. These changes may decrease the number of homes that may be accommodated in a manufactured home community. For this reason, the number of developed sites operated by the Company is subject to change, and the number of developed sites listed is always an approximate number. The following table sets forth certain information concerning the Company's real estate investments as of December 31, 2016.

Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage	Acreage Developed	Additional Acreage	Approximate Monthly Rent Per Site at 12/31/16
Allentown 4912 Raleigh-Millington Road Memphis, TN 38128	434	402	93 %	76	-0-	\$ 440
Arbor Estates 1081 North Easton Road Doylestown, PA 18902	230	220	96 %	31	-0-	\$ 646
Auburn Estates 919 Hostetler Road Orrville, OH 44667	42	41	98 %	13	-0-	\$ 365
Birchwood Farms 8057 Birchwood Drive Birch Run, MI 48415	143	108	76 %	28	-0-	\$ 405
Broadmore Estates 148 Broadmore Estates Goshen, IN 46528	390	314	81 %	93	19	\$ 407
Brookside Village 89 Valley Drive Berwick, PA 18603	170	137	81 %	37	2	\$ 409

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Brookview Village 2025 Route 9N, Lot 137 Greenfield Center, NY 12833	126	114	90	%	45	29	\$ 482
Candlewick Court 1800 Candlewick Drive Owosso, MI 48867	211	131	62	%	40	-0-	\$ 440
Carsons 649 North Franklin St. Lot 105 Chambersburg, PA 17201	131	97	74	%	14	4	\$ 365
Catalina 6501 Germantown Road Middletown, OH 45042	462	259	56	%	75	26	\$ 411

-17-

<b>Name of Community</b>	<b>Number of Developed Sites</b>	<b>Sites Occupied at 12/31/16</b>	<b>Occupancy Percentage</b>	<b>Acreage Developed</b>	<b>Additional Acreage</b>	<b>Approximate Monthly Rent Per Site at 12/31/16</b>
Cedarcrest 1976 North East Avenue Vineland, NJ 08360	283	275	97 %	71	30	\$ 588
Chambersburg I & II 5368 Philadelphia Ave Lot 34 Chambersburg, PA 17201	99	79	80 %	11	-0-	\$ 368
Chelsea 459 Chelsea Lane Sayre, PA 18840	84	81	96 %	12	-0-	\$ 422
City View 110 Fort Granville Lot C5 Lewistown, PA 17044	57	53	93 %	20	2	\$ 294
Clinton Mobile Home Resort 60 N State Route 101 Tiffin, OH 44883	116	115	99 %	23	1	\$ 374
Collingwood 358 Chambers Road Lot 001 Horseheads, NY 14845	103	88	85 %	20	-0-	\$ 420
Colonial Heights 917 Two Ridge Road Wintersville, OH 43953	159	124	78 %	31	1	\$ 296
Countryside Estates 1500 East Fuson Road Muncie, IN 47302	153	104	68 %	36	28	\$ 314
Countryside Estates 6605 State Route 5 Ravenna, OH 44266	143	110	77 %	27	-0-	\$ 307
Countryside Village 200 Early Road Columbia, TN 38401	346	328	95 %	89	63	\$ 348

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Cranberry Village 100 Treesdale Drive Cranberry Township, PA 16066	188	173	92	%	36	-0-	\$ 557
Crestview 459 Chelsea Lane Sayre, PA 18840	98	76	78	%	19	-0-	\$ 388
Cross Keys Village 259 Brown Swiss Circle Duncansville, PA 16635	132	104	79	%	21	2	\$ 413
Dallas Mobile Home Community 1104 N 4 <sup>th</sup> Street Toronto, OH 43964	145	113	78	%	21	-0-	\$ 277

-18-

Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage	Acreage Developed	Additional Acreage	Approximate
						Monthly Rent Per Site at 12/31/16
Deer Meadows 1291 Springfield Road New Springfield, OH 44443	99	75	76	% 22	8	\$ 303
D & R Village 430 Route 146 Lot 65A Clifton Park, NY 12065	237	214	90	% 44	-0-	\$ 545
Evergreen Estates 425 Medina Street Lodi, OH 44254	54	52	96	% 10	3	\$ 319
Evergreen Manor 26041 Aurora Avenue Bedford, OH 44146	76	45	59	% 7	-0-	\$ 297
Evergreen Village 9249 State Route 44 Mantua, OH 44255	50	43	86	% 10	4	\$ 322
Fairview Manor 2110 Mays Landing Road Millville, NJ 08332	317	305	96	% 66	132	\$ 598
Forest Creek 855 E. Mishawaka Road Elkhart, IN 46517	167	164	98	% 37	-0-	\$ 434
Forest Park Village 102 Holly Drive Cranberry Township, PA 16066	248	218	88	% 79	-0-	\$ 490
Frieden Manor 102 Frieden Manor Schuylkill Haven, PA 17972	193	181	94	% 42	22	\$ 431
Green Acres 4496 Sycamore Grove Road Chambersburg, PA 17201	24	24	100	% 6	-0-	\$ 385

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Gregory Courts 1 Mark Lane Honey Brook, PA 19344	39	34	87	%	9	-0-	\$ 584
Hayden Heights 5501 Cosgray Road Dublin, OH 43016	115	114	99	%	19	-0-	\$ 375
Heather Highlands 109 Main Street Inkerman, PA 18640	404	270	67	%	79	-0-	\$ 410
Highland 1875 Osolo Road Elkhart, IN 46514	246	222	90	%	42	-0-	\$ 351

-19-

Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage		Acreage Developed	Additional Acreage	Approximate Monthly Rent Per Site at 12/31/16
Highland Estates 60 Old Route 22 Kutztown, PA 19530	318	300	94	%	98	65	\$ 519
Hillside Estates 1033 Marguerite Lake Road Greensburg, PA 15601	91	73	80	%	29	21	\$ 315
Holiday Village 201 Grizzard Avenue Nashville, TN 37207	266	257	97	%	36	29	\$ 467
Holiday Village 1350 Co Road 3 Elkhart, IN 46514	326	226	69	%	53	2	\$ 422
Holly Acres Estates 7240 Holly Dale Drive Erie, PA 16509	139	136	98	%	30	9	\$ 341
Hudson Estates 100 Keenan Road Peninsula, OH 44264	169	129	76	%	19	-0-	\$ 281
Huntingdon Pointe 240 Tee Drive Tarrs, PA 15688	65	58	89	%	42	7	\$ 255
Independence Park 355 Route 30 Clinton, PA 15026	96	76	79	%	36	14	\$ 346
Kinnebrook 351 State Route 17B Monticello, NY 12701	230	203	88	%	66	8	\$ 543
Lake Sherman Village 7227 Beth Avenue, SW Navarre, OH 44662	237	216	91	%	54	43	\$ 409

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Lakeview Meadows 11900 Duff Road, Lot 58 Lakeview, OH 43331	81	42	52	%	21	31	\$ 280
Laurel Woods 1943 St. Joseph Street Cresson, PA 16630	218	162	74	%	43	-0-	\$ 368
Little Chippewa 11563 Back Massillon Road Orrville, OH 44667	62	51	82	%	13	-0-	\$ 335
Maple Manor 18 Williams Street Taylor, PA 18517	317	247	78	%	71	-0-	\$ 374

-20-



Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage	Acreage Developed	Additional Acreage	Approximate Monthly Rent Per Site at 12/31/16
Meadowood 9555 Struthers Road New Middletown, OH 44442	123	107	87 %	20	-0-	\$ 369
Meadows 11 Meadows Nappanee, IN 46550	335	159	47 %	61	-0-	\$ 390
Melrose Village 4400 Melrose Drive, Lot 301 Wooster, OH 44691	294	267	91 %	71	-0-	\$ 324
Melrose West 4455 Cleveland Road Wooster, OH 44691	30	29	97 %	27	3	\$ 328
Memphis Blues <sup>(1)</sup> 1401 Memphis Blues Avenue Memphis, TN 38127	156	-0-	0 %	22	-0-	\$ -0-
Monroe Valley 1 Sunflower Drive Ephrata, PA 17522	44	43	98 %	11	-0-	\$ 464
Moosic Heights 118 1st Street Avoca, PA 18641	147	126	86 %	35	-0-	\$ 380
Mountaintop 1 Sunflower Drive Ephrata, PA 17522	39	34	87 %	11	2	\$ 535
Mountain View <sup>(2)</sup> Van Dyke Street Coxsackie, NY 12501	-0-	-0-	N/A	-0-	220	\$ -0-
Oak Ridge Estates 1201 Country Road 15 (Apt B) Elkhart, IN 46514	205	200	98 %	40	-0-	\$ 433

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Oakwood Lake Village 308 Gruver Lake Tunkhannock, PA 18657	79	74	94	%	40	-0-	\$ 412
Olmsted Falls 26875 Bagley Road Olmsted Falls, OH 44138	127	118	93	%	15	-0-	\$ 381
Oxford Village 2 Dolinger Drive West Grove, PA 19390	224	220	98	%	59	3	\$ 629
Pine Ridge Village/Pine Manor 100 Oriole Drive Carlisle, PA 17013	174	155	89	%	50	30	\$ 522

Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage	Acreage Developed	Additional Acreage	Approximate
						Monthly Rent Per Site at 12/31/16
Pine Valley Estates 1283 Sugar Hollow Road Apollo, PA 15613	212	153	72	% 38	-0-	\$ 351
Pleasant View Estates 6020 Fort Jenkins Lane Bloomsburg, PA 17815	110	72	65	% 21	9	\$ 367
Port Royal Village 485 Patterson Lane Belle Vernon, PA 15012	465	270	58	% 101	-0-	\$ 418
River Valley Estates 2066 Victory Road Marion, OH 43302	232	170	73	% 60	-0-	\$ 347
Rolling Hills Estates 14 Tip Top Circle Carlisle, PA 17015	89	78	88	% 31	2	\$ 343
Rostraver Estates 1198 Rostraver Road Belle Vernon, PA 15012	67	52	78	% 17	66	\$ 400
Sandy Valley Estates 11461 State Route 800 N.E. Magnolia, OH 44643	364	239	66	% 102	10	\$ 372
Shady Hills 1508 Dickerson Road #L1 Nashville, TN 37207	212	208	98	% 25	-0-	\$ 446
Somerset Estates/Whispering Pines 1873 Husband Road Somerset, PA 15501	249	189	76	% 74	24	\$ 345/\$460
Southern Terrace 1229 State Route 164 Columbiana, OH 44408	118	117	99	% 26	4	\$ 317

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Southwind Village <sup>(3)</sup> 435 E. Veterans Highway Jackson, NJ 08527	250	245	98	%	36	-0-	\$ 395-\$740
Spreading Oaks Village 7140-29 Selby Road Athens, OH 45701	148	117	79	%	37	24	\$ 362
Springfield Meadows 4100 Troy Road Springfield, OH 45502	124	102	82	%	43	76	\$ 339
Suburban Estates 33 Maruca Drive Greensburg, PA 15601	200	190	95	%	36	-0-	\$ 366

-22-

Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage	Acreage Developed	Additional Acreage	Approximate Monthly Rent Per Site at 12/31/16
Summit Estates 3305 Summit Road Ravenna, OH 44266	141	115	82 %	25	2	\$ 313
Sunny Acres 272 Nicole Lane Somerset, PA 15501	207	192	93 %	55	2	\$ 362
Sunnyside 2901 West Ridge Pike Eagleville, PA 19403	65	53	82 %	8	-0-	\$ 638
Trailmont 512 Hillcrest Road Goodlettsville, TN 37072	129	122	95 %	32	-0-	\$ 488
Twin Oaks I & II 27216 Cook Road Lot 1-A Olmsted Township, OH 44138	141	135	96 %	21	-0-	\$ 435
Twin Pines 2011 West Wilden Avenue Goshen, IN 46528	238	212	89 %	48	2	\$ 404
Valley High 32 Valley High Lane Ruffs Dale, PA 15679	74	59	80 %	13	15	\$ 329
Valley Hills 4364 Sandy Lake Road Ravenna, OH 44266	272	231	85 %	66	65	\$ 306
Valley Stream 60 Valley Stream Mountaintop, PA 18707	162	105	65 %	37	5	\$ 307
Valley View I 1 Sunflower Drive Ephrata, PA 17522	104	96	92 %	19	-0-	\$ 471

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Valley View II 1 Sunflower Drive Ephrata, PA 17522	43	43	100	%	7	-0-	\$ 488
Valley View – Honey Brook 1 Mark Lane Honey Brook, PA 19344	147	136	93	%	28	13	\$ 572
Voyager Estates 1002 Satellite Drive West Newton, PA 15089	259	147	57	%	72	19	\$ 339
Waterfalls Village 3450 Howard Road Lot 21 Hamburg, NY 14075	198	157	79	%	35	-0-	\$ 518

Name of Community	Number of Developed Sites	Sites Occupied at 12/31/16	Occupancy Percentage		Acreage Developed	Additional Acreage	Approximate Monthly Rent Per Site at 12/31/16	
Wayside 11900 Duff Road, Lot 58 Lakeview, OH 43331	84	63	75	%	16	4	\$ 279	
Weatherly Estates 271 Weatherly Drive Lebanon, TN 37087	270	255	94	%	41	-0-	\$ 443	
Woodland Manor 338 County Route 11, Lot 165 West Monroe, NY 13167	148	85	57	%	77	-0-	\$ 362	
Woodlawn Village <sup>(3)</sup> 265 Route 35 Eatontown, NJ 07724	156	144	92	%	14	-0-	\$595-\$700	
Woods Edge 1670 East 650 North West Lafayette, IN 47906	597	306	51	%	151	50	\$ 369	
Wood Valley 2 West Street Caledonia, OH 43314	160	87	54	%	31	56	\$ 322	
Worthington Arms 5277 Columbus Pike Lewis Center, OH 43035	224	188	84	%	36	-0-	\$ 495	
Youngstown Estates 999 Balmer Road Youngstown, NY 14174	89	51	57	%	14	59	\$ 350	
<b>Total</b>	<b>18,054</b>	<b>14,499</b>	<b>81</b>	<b>%<sup>(5)</sup></b>	<b>3,927</b>	<b>1,370</b>	<b>\$ 422</b>	<b>(5)</b>

(1) Community was closed due to an unusual flooding throughout the region in May 2011. We are currently working on the redevelopment of this community.

- (2) We are currently seeking site plan approvals for approximately 160 sites for this property.
- (3) Community subject to local rent control laws.
- (4) Does not include vacant sites at Memphis Blues.
- (5) Weighted average monthly rent per site.

The Company also has approximately 1,400 additional sites at its properties in various stages of engineering/construction. Due to the difficulties involved in the approval and construction process, it is difficult to predict the number of sites which will be completed in a given year.

### Significant Properties

The Company operates manufactured home properties with an approximate cost of \$640,217,000. These properties consist of 101 separate manufactured home communities and related improvements. No single community constitutes more than 10% of the total assets of the Company. Our larger properties consist of: Woods Edge with 597 developed sites, Port Royal Village with 465 developed sites, Catalina with 462 developed sites, Allentown with 434 developed sites and Heather Highlands with 404 developed sites.



## Mortgages on Properties

The Company has mortgages on many of its properties. The maturity dates of these mortgages range from the years 2017 to 2026, with a weighted average term of 6.9 years. Interest rates vary from fixed rates ranging from 3.71% to 6.83% and variable rates of Prime plus 1.0% and LIBOR plus 3.0%. The weighted average interest rate on our mortgages was approximately 4.4% and 4.6% at December 31, 2016 and 2015, respectively. The aggregate balances of these mortgages, net of unamortized debt issuance costs, total \$293,025,592 and \$283,049,802 at December 31, 2016 and 2015, respectively. (For additional information, see Part IV, Item 15(a) (1) (vi), Note 5 of the Notes to Consolidated Financial Statements – Loans and Mortgages Payable).

## Item 3 – Legal Proceedings

The Company is subject to claims and litigation in the ordinary course of business. For additional information about legal proceedings, see Part IV, Item 15(a)(1)(vi), Note 12 of the Notes to Consolidated Financial Statements – Commitments, Contingencies and Legal Matters.

## Item 4 – Mine Safety Disclosures

Not Applicable.

## **PART II**

## Item 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Since March 2, 2012, the Company’s common and preferred shares are traded on the New York Stock Exchange (“NYSE”), under the symbol “UMH”. Previously, the Company’s common and preferred shares were traded on the NYSE Amex. The per share range of high and low quotes for the Company’s common stock and distributions paid to common shareholders for each quarter of the last two years are as follows:

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	2016			2015		
	High	Low	Distribution	High	Low	Distribution
First Quarter	\$ 10.79	\$ 9.00	\$ 0.18	\$ 10.40	\$ 9.27	\$ 0.18
Second Quarter	11.26	9.53	0.18	10.64	9.39	0.18
Third Quarter	12.70	11.07	0.18	10.09	9.01	0.18
Fourth Quarter	15.50	11.28	0.18	10.55	9.25	0.18
			\$ 0.72			\$ 0.72

On February 28, 2017, the closing price of the Company's stock was \$14.85.

As of February 28, 2017, there were approximately 1,015 registered shareholders of the Company's common stock based on the number of record owners.

For the years ended December 31, 2016 and 2015, total distributions paid by the Company for common stock amounted to \$20,018,822 or \$0.72 per share (for income tax purposes, \$0.09549 characterized as ordinary income, \$0.01425 characterized as capital gains and \$0.61026 characterized as return of capital) and \$18,747,120 or \$0.72 per share (for income tax purposes, \$0.72 characterized as a return of capital), respectively.

We have historically paid regular quarterly distributions to holders of our common stock. In addition, we are obligated to make distributions to holders of shares of Series A and Series B Preferred Stock. It is the Company's intention to continue making comparable quarterly distributions to holders of our common stock. On January 19, 2017, the Board of Directors declared a cash dividend of \$0.18 per share to be paid on March 15, 2017 to common shareholders of record as of the close of business on February 15, 2017. Future dividend policy is dependent on the Company's earnings, capital requirements, REIT requirements, financial condition, availability and cost of bank financing and other factors considered relevant by the Board of Directors.

For the year ended December 31, 2016, total distributions paid by the Company for our Series A Preferred Stock amounted to \$7,556,588 or \$2.0625 per share (for income tax purposes, \$1.79472 characterized as ordinary income and \$0.26778 characterized as capital gains). For the year ended December 31, 2015, total distributions paid by the Company for our Series A Preferred Stock amounted to \$7,556,588 or \$2.0625 per share (for income tax purposes, \$1.36264 characterized as ordinary income, \$0.03439 characterized as capital gains and \$0.66547 characterized as return of capital).

On January 19, 2017, the Board of Directors declared a quarterly dividend of \$0.515625 per share for the period from December 1, 2016 through February 28, 2017, on the Company's 8.25% Series A Cumulative Redeemable Preferred Stock payable March 15, 2017 to preferred shareholders of record as of the close of business on February 15, 2017. Series A preferred share dividends are cumulative and payable quarterly at an annual rate of \$2.0625 per share.

For the year ended December 31, 2016, total distributions paid by the Company for our Series B Preferred Stock amounted to \$7,007,057 or \$2.22466 per share (for income tax purposes, \$1.93582 characterized as ordinary income and \$0.28884 characterized as capital gains ).

On January 19, 2017, the Board of Directors declared a quarterly dividend of \$0.50 per share for the period from December 1, 2016 through February 28, 2017, on the Company's 8.0% Series B Cumulative Redeemable Preferred Stock payable March 15, 2017 to preferred shareholders of record as of the close of business on February 15, 2017. Series B preferred share dividends are cumulative and payable quarterly at an annual rate of \$2.00 per share.

#### Recent Sales of Unregistered Securities

None.

#### Issuer Purchases of Equity Securities

On January 19, 2017, the Board of Directors reaffirmed its Share Repurchase Program (the "Repurchase Program") that authorizes the Company to purchase up to \$10,000,000 in the aggregate of the Company's common stock. The Repurchase Program was originally created in June 2008 and is intended to be implemented through purchases made from time to time using a variety of methods, which may include open market purchases, privately negotiated transactions or block trades, or by any combination of such methods, in accordance with applicable insider trading and other securities laws and regulations. The size, scope and timing of any purchases will be based on business, market

and other conditions and factors, including price, regulatory and contractual requirements or consents, and capital availability. The Repurchase Program does not require the Company to acquire any particular amount of common stock, and the Repurchase Program may be suspended, modified or discontinued at any time at the Company's discretion without prior notice. There have been no purchases under the Repurchase Program to date.

#### Securities Authorized for Issuance Under Equity Compensation Plans

On June 13, 2013, the shareholders approved and ratified the Company's 2013 Stock Option and Stock Award Plan (the "2013 Plan") authorizing the grant to officers and key employees of options to purchase up to 3,000,000 shares of common stock. The 2013 Plan replaced the Company's 2003 Stock Option and Award Plan, as amended, which, pursuant to its terms, terminated in 2013. The outstanding options under the 2003 Stock Option and Award Plan, as amended, remain outstanding until exercised, forfeited or expired. See Note 6 of the Notes to the Consolidated Financial Statements for a description of the plans. See Item 12 – Security Ownership of Certain Beneficial Owners and Management and Related Matters for a table of beneficial ownership of the Company's common stock.

The following table summarizes information, as of December 31, 2016, relating to equity compensation plans of the Company (including individual compensation arrangements) pursuant to which equity securities of the Company are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities reflected in column (a))
Equity Compensation Plans Approved by Security Holders	1,760,000	\$ 9.97	1,235,500
Equity Compensation Plans not Approved by Security Holders	N/A	N/A	N/A
Total	1,760,000	\$ 9.97	1,235,500

### Comparative Stock Performance

The following line graph compares the total return of the Company's common stock for the last five years to the FTSE NAREIT All REITs Index published by the National Association of Real Estate Investment Trusts ("NAREIT") and to the S&P 500 Index for the same period. The graph assumes a \$100 investment in our common stock and in each of the indexes listed below on December 31, 2011 and the reinvestment of all dividends. The total return reflects stock price appreciation and dividend reinvestment for all three comparative indices. The information herein has been obtained from sources believed to be reliable, but neither its accuracy nor its completeness is guaranteed. Our stock performance shown in the graph below is not indicative of future stock performance.



## Item 6 – Selected Financial Data

The following table sets forth selected financial and other information for the Company as of and for each of the years in the five year period ended December 31, 2016. The historical financial data has been derived from our historical financial statements. This table should be read in conjunction with all of the financial statements and notes thereto included elsewhere herein.

	2016	2015 <sup>(1)</sup>	2014 <sup>(1)</sup>	2013 <sup>(1)</sup>	2012 <sup>(1)</sup>
<b>Operating Data:</b>					
Rental and Related Income	\$90,679,557	\$74,762,548	\$63,886,010	\$53,477,893	\$38,012,231
Sales of Manufactured Homes	8,534,272	6,754,123	7,545,923	8,727,214	8,815,533
Total Income	99,213,829	81,516,671	71,431,933	62,205,107	46,827,764
Community Operating Expenses	42,638,333	37,049,462	33,592,327	29,140,920	20,564,286
Community NOI <sup>(2)</sup>	48,041,224	37,713,086	30,293,683	24,336,973	17,447,945
Total Expenses	83,255,514	72,076,546	64,521,158	58,009,654	44,214,508
Interest Income	1,584,585	1,819,567	2,098,974	2,186,387	2,027,969
Dividend Income	6,636,126	4,399,181	4,065,986	3,481,514	3,243,592
Gain on Securities Transactions, net	2,285,301	204,230	1,542,589	4,055,812	4,092,585
Interest Expense	15,432,364	14,074,446	10,716,722	8,312,197	6,105,452
Net Income	11,534,559	2,144,205	4,237,803	5,836,823	6,474,057
Net Income (Loss) Attributable to Common Shareholders	(2,568,873 )	(6,122,993 )	(3,318,785 )	(1,719,765 )	1,749,339
Net Income (Loss) Attributable to Common Shareholders Per Share Basic and Diluted	(0.10 )	(0.24 )	(0.15 )	(0.09 )	0.11
<b>Cash Flow Data:</b>					
<b>Net Cash Provided (Used) by:</b>					
Operating Activities	\$29,353,412	\$25,708,212	\$24,326,461	\$11,238,088	\$9,087,749
Investing Activities	(77,567,390 )	(148,674,626 )	(56,033,767 )	(110,365,339 )	(66,985,675 )
Financing Activities	45,894,673	121,419,519	32,174,955	95,706,570	60,135,727
<b>Balance Sheet Data:</b>					
Total Investment Property	\$640,216,767	\$577,709,074	\$448,164,459	\$365,824,412	\$253,490,055
Total Assets	680,444,818	600,317,390	476,040,197	405,851,968	298,807,761
Mortgages Payable, net of unamortized debt issuance costs	293,025,592	283,049,802	180,752,425	158,715,407	107,438,075
Series A 8.25% Cumulative Redeemable Preferred Stock	91,595,000	91,595,000	91,595,000	91,595,000	91,595,000
	95,030,000	45,030,000	-0-	-0-	-0-

Series B 8.0% Cumulative Redeemable Preferred Stock					
Total Shareholders' Equity	317,031,967	246,238,425	208,827,105	190,585,737	174,985,248

## Other Information:

## Average Number of Shares Outstanding

Basic	27,808,895	25,932,626	22,496,103	18,724,321	16,197,339
Diluted	27,808,895	25,932,626	22,496,103	18,724,321	16,260,225
Funds from Operations <sup>(2)</sup>	\$20,647,390	\$12,834,786	\$11,837,322	\$9,943,156	\$9,147,978
Core Funds from Operations <sup>(2)</sup>	\$20,731,742	\$14,267,036	\$12,320,844	\$11,398,698	\$10,010,147
Normalized Funds from Operations <sup>(2)</sup>	\$18,446,441	\$14,187,806	\$10,778,255	\$7,342,886	\$5,917,562
Cash Dividends Per Common Share	\$0.72	\$0.72	\$0.72	\$0.72	\$0.72

(1) Financial information has been revised to reflect certain reclassifications in prior periods to conform to the current period presentation.

Refer to Item 7, Supplemental Measures, contained in this Form 10-K for information regarding the presentation (2) of community NOI, and for the presentation and reconciliation of funds from operations, core funds from operations and normalized funds from operations to net income (loss) attributable to common shareholders.



Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with “Selected Financial Data” and the historical Consolidated Financial Statements and Notes thereto included elsewhere in this Form 10-K.

Cautionary Statement Regarding Forward-Looking Statements

Statements contained in this Form 10-K, that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about the Company’s expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Forward-looking statements can be identified by their use of forward-looking words, such as “may,” “will,” “anticipate,” “expect,” “believe,” “intend,” “plan,” “should,” “seek” or comparable terms, or the negative use of those words, but the absence of these words does not necessarily mean that a statement is not forward-looking.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described below and under the headings “Business”, “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. These and other risks, uncertainties and factors could cause our actual results to differ materially from those included in any forward-looking statements we make. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause actual results to differ materially from our expectations include, among others:

changes in the real estate market conditions and general economic conditions;

the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations affecting manufactured housing communities and illiquidity of real estate investments;

increased competition in the geographic areas in which we own and operate manufactured housing communities;

our ability to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to us;

our ability to maintain rental rates and occupancy levels;

changes in market rates of interest;

our ability to repay debt financing obligations;

our ability to refinance amounts outstanding under our credit facilities at maturity on terms favorable to us;

our ability to comply with certain debt covenants;

our ability to integrate acquired properties and operations into existing operations;

the availability of other debt and equity financing alternatives;

continued ability to access the debt or equity markets;

the loss of any member of our management team;

our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;

the ability of manufactured home buyers to obtain financing;

the level of repossessions by manufactured home lenders;

market conditions affecting our investment securities;

changes in federal or state tax rules or regulations that could have adverse tax consequences;

our ability to qualify as a REIT for federal income tax purposes; and

those risks and uncertainties referenced under the heading “Risk Factors” contained in this Form 10-K and the Company’s filings with the Securities and Exchange Commission.

You should not place undue reliance on these forward-looking statements, as events described or implied in such statements may not occur. The forward-looking statements contained in this Form 10-K speak only as of the date hereof and the Company expressly disclaims any obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

## **2016 Accomplishments**

Generated an increase in Normalized FFO per share growth of 20.0%, representing our fourth consecutive year of double-digit growth;

Increased Community Net Operating Income (“NOI”) by 27.4%;

Increased same property Community NOI by 18.9%;

Increased same property occupancy from 82.9% to 84.8%;

Improved our Operating Expense Ratio from 49.6% to 47.0%;

Generated approximately \$2.3 million in net-realized gains in addition to the \$16.7 million in unrealized gains we held at year end on our REIT securities investments;

Acquired 3 communities containing approximately 300 home sites for a total of \$7.3 million;

Increased our rental home portfolio by 900 homes, representing an increase of 25% to 4,700 total rental homes;

Raised approximately \$22 million in common equity capital through our Dividend Reinvestment and Stock Purchase Plan;

Issued 2 million shares of our 8.0% Series B Cumulative Redeemable Preferred Stock raising net proceeds of approximately \$49 million;

Financed/refinanced four communities for a total of \$32 million; and

Reduced our overall weighted average mortgage interest rate from 4.6% to 4.4%.

## Overview

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and notes thereto included elsewhere herein.

The Company is a self-administered, self-managed, REIT with headquarters in Freehold, New Jersey. The Company's primary business is the ownership and operation of manufactured home communities, which includes leasing manufactured home spaces on an annual or month-to-month basis to residential manufactured home owners. The Company also leases homes to residents and, through its taxable REIT subsidiary, S&F, sells and finances homes to residents and prospective residents of our communities.

Our communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. UMH has continued to execute our growth strategy of purchasing well-located communities in our target markets, including the energy-rich Marcellus and Utica shale regions. During the year ended December 31, 2016, we purchased three manufactured home communities located in Ohio, for an aggregate purchase price of \$7,277,000. These acquisitions added approximately 300 developed sites to our portfolio, bringing our total to 101 communities containing approximately 18,000 developed sites. Subsequent to yearend, the Company acquired an additional five manufactured home communities containing a total of 1,300 sites for a total an aggregate purchase price of \$36.5 million. These acquisitions increased our portfolio to 106 communities containing approximately 19,300 developed sites.

The Company's income primarily consists of rental and related income from the operation of its manufactured home communities. Occupancy in our properties, as well as our ability to increase rental rates, directly affects revenues. In 2016, total income increased 22% from the prior year and Community NOI increased 27.4% from the prior year, primarily due to the acquisition and rental programs in 2015 and 2016. Overall occupancy increased from 79.5% at December 31, 2015 to 81.0% at December 31, 2016. Same property occupancy increased from 82.9% at December 31, 2015 to 84.8% at December 31, 2016.

Income also includes sales of manufactured homes. In 2016, sales of manufactured homes increased by approximately 26%. Our sales operations have continued to be affected by the limited ability of homebuyers to qualify for loans to purchase homes. We are optimistic that future regulatory changes may increase our consumer's ability to qualify for loans to purchase homes which should result in increased demand. As a result of continued increases in single-family conventional home prices and apartment rental rates, our property type offers substantial comparative value that should result in increased demand. Additionally, the Company anticipates that as national home sales of first time home buyers and purchasers of retirement homes improve, our sales operations will return to profitability.

The macro-economic environment and current housing fundamentals continue to favor home rentals. Rental homes in a manufactured home community allow the resident to obtain the efficiencies of factory-built housing and the amenities of community living for less than the cost of other forms of affordable housing. We continue to see increased demand for rental homes. During 2016, we added a net of approximately 900 rental units to selected communities. Occupied rental units represent approximately 29.4% of total occupied sites. Occupancy in rental homes continues to be strong and is at 91.5% as of December 31, 2016. We compare favorably with other types of rental housing, including apartments, and we will continue to allocate capital to rental home purchases, as demand dictates.

Revenues also include interest and dividend income and net realized gain on securities transactions. The Company holds a portfolio of marketable securities of other REITs with a fair value of \$108,755,172 at December 31, 2016. The Company generally limits its marketable securities investments to no more than approximately 20% of its undepreciated assets. The REIT securities portfolio provides the Company with additional liquidity and additional income and serves as a proxy for real estate when more favorable risk adjusted returns are not available. The Company invests in these REIT securities and, from time to time, may use margin debt when an adequate yield spread can be obtained. As of December 31, 2016, the Company has borrowings of \$22,727,458 under its margin line at 2.0% interest. As of December 31, 2016, the Company's portfolio consisted of 12% REIT preferred stocks and 88% REIT common stocks. The Company's weighted average yield on the securities portfolio was approximately 6.8% at December 31, 2016. The Company realized a net gain of \$2,285,301 on sale of securities in 2016 as compared to a net gain of \$204,230 during 2015. At December 31, 2016, the Company had unrealized gains of \$16,717,171 in its REIT securities portfolio. The dividends received from our securities investments continue to meet our expectations. It is our intent to hold these securities for investment on a long-term basis.

The Company continues to strengthen its balance sheet. During 2016, the Company raised approximately \$22 million in new capital through the Dividend Reinvestment and Stock Purchase Plan ("DRIP"). The Company also issued

2,000,000 shares of its 8.0% Series B Cumulative Redeemable Preferred Stock in a registered direct placement, with net proceeds of approximately \$49 million after deducting offering related expenses. This capital was used for general corporate purposes, which included purchase of manufactured homes for sale or lease to customers, expansion of its existing communities, acquisitions of additional properties, and repayment of indebtedness on a short-term basis.

Over the past several years, we have taken advantage of historically low long-term mortgage interest rates and have been financing and refinancing our communities. The weighted average interest rate on our mortgage debt is now 4.4% at December 31, 2016, with a weighted average maturity of 6.9 years.

At December 31, 2016, the Company had approximately \$4.2 million in cash and cash equivalents and \$15 million available on our credit facility, with an additional \$15 million potentially available pursuant to an accordion feature. We also had \$28.2 million available on our revolving lines of credit for the financing of home sales and the purchase of inventory. In addition, we held approximately \$108.8 million in marketable REIT securities encumbered by \$22.7 million in margin loans. In general, the Company may borrow up to 50% of the value of the marketable securities.

The Company intends to continue to increase its real estate investments. Our business plan includes acquiring communities that yield in excess of our cost of funds and then making physical improvements, including adding rental homes onto otherwise vacant sites. In 2015 and 2016, we have added a total of thirteen manufactured home communities to our portfolio, encompassing approximately 3,100 developed sites. These manufactured home communities were acquired with an average occupancy rate of 65%. The Company will utilize the rental home program to increase occupancy rates and improve operating results at these communities. In addition to the five communities acquired in the first quarter of 2017 to date, we will continue to seek opportunistic investments. There is no guarantee that any additional opportunities will materialize or that the Company will be able to take advantage of such opportunities. The growth of our real estate portfolio depends on the availability of suitable properties which meet the Company's investment criteria and appropriate financing. Competition in the market areas in which the Company operates is significant and affects acquisitions, occupancy levels, rental rates and operating expenses of certain properties. Transaction costs, such as legal, valuation, and other professional fees related to acquisitions are expensed as incurred.

See PART I, Item 1- Business and Item 1A – Risk Factors for a more complete discussion of the economic and industry-wide factors relevant to the Company, the Company's lines of business and principal products and services, and the opportunities, challenges and risks on which the Company is focused.

## Acquisitions

Community	Date of Acquisition	State	Number of Sites	Purchase Price	Number of Acres	Occupancy at Acquisition	
Acquisitions in 2016							
Lakeview Meadows and Wayside	September 1, 2016	OH	165	\$2,954,000	98	64	%
Springfield Meadows	December 19, 2016	OH	124	4,323,000	121	82	%
Total 2016			289	\$7,277,000	219	74	%
Acquisitions in 2015							
Holly Acres Estates	January 21, 2015	PA	141	\$3,800,000	40	96	%
Voyager Estates and Huntingdon Pointe	April 23, 2015	PA	324	5,300,000	141	63	%
Valley Stream	May 27, 2015	PA	158	3,517,000	43	64	%
	August 19, 2015		897	32,500,000	177	69	%

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Candlewick Court, Catalina and Worthington Arms										
Holiday Village, The Meadows and Woods Edge	October 16, 2015	IN	1,254	36,100,000	316	56	%			
Total 2015			2,774	\$81,217,000	717	64	%			



## Supplemental Measures

In addition to the results reported in accordance with GAAP, management's discussion and analysis of financial condition and results of operations include certain non-GAAP financial measures that in management's view of the business we believe are meaningful as they allow the investor the ability to understand key operating details of our business both with and without regard to certain accounting conventions or items that may not always be indicative of recurring annual cash flow of the portfolio. These non-GAAP financial measures as determined and presented by us may not be comparable to related or similarly titled measures reported by other companies, and include Community Net Operating Income ("Community NOI"), Funds from Operations ("FFO"), Core Funds from Operations ("Core FFO") and Normalized Funds from Operations ("Normalized FFO").

We define Community NOI as rental and related income less community operating expenses such as real estate taxes, repairs and maintenance, community salaries, utilities, insurance and other expenses. We believe that Community NOI is helpful to investors and analysts as a direct measure of the actual operating results of our manufactured home communities, rather than our Company overall. Community NOI should not be considered a substitute for the reported results prepared in accordance with GAAP. Community NOI should not be considered as an alternative to net income (loss) as an indicator of our financial performance, or to cash flows as a measure of liquidity; nor is it indicative of funds available for our cash needs, including our ability to make cash distributions.

The Company's Community NOI is calculated as follows:

	2016	2015	2014	2013	2012
Rental and Related Income	\$90,679,557	\$74,762,548	\$63,886,010	\$53,477,893	\$38,012,231
Community Operating Expenses	(42,638,333)	(37,049,462)	(33,592,327)	(29,140,920)	(20,564,286)
Community NOI	\$48,041,224	\$37,713,086	\$30,293,683	\$24,336,973	\$17,447,945

We also assess and measure our overall operating results based upon an industry performance measure referred to as FFO, which management believes is a useful indicator of our operating performance. FFO is used by industry analysts and investors as a supplemental operating performance measure of a REIT. FFO, as defined by NAREIT, represents net income (loss) attributable to common shareholders, as defined by GAAP, excluding extraordinary items, as defined under GAAP, gains or losses from sales of previously depreciated real estate assets, impairment charges related to depreciable real estate assets, plus certain non-cash items such as real estate asset depreciation and amortization. NAREIT created FFO as a non-GAAP supplemental measure of REIT operating performance. We define Core FFO as FFO plus acquisition costs and costs of early extinguishment of debt. We define Normalized FFO as Core FFO excluding gains and losses realized on securities investments and certain non-recurring charges. FFO, Core FFO and Normalized FFO should be considered as supplemental measures of operating performance used by

REITs. FFO, Core FFO and Normalized FFO exclude historical cost depreciation as an expense and may facilitate the comparison of REITs which have a different cost basis. The items excluded from FFO, Core FFO and Normalized FFO are significant components in understanding the Company's financial performance.

FFO, Core FFO and Normalized FFO (i) do not represent Cash Flow from Operations as defined by GAAP; (ii) should not be considered as an alternative to net income (loss) as a measure of operating performance or to cash flows from operating, investing and financing activities; and (iii) are not alternatives to cash flow as a measure of liquidity. FFO, Core FFO and Normalized FFO, as calculated by the Company, may not be comparable to similarly titled measures reported by other REITs.

The Company's FFO, Core FFO and Normalized FFO are calculated as follows:

	2016	2015	2014	2013	2012
Net Income (Loss) Attributable to Common Shareholders	\$(2,568,873 )	\$(6,122,993 )	\$(3,318,785 )	\$(1,719,765 )	\$1,749,339
Depreciation Expense	23,214,100	18,877,511	15,163,420	11,681,724	7,357,158
(Gain) Loss on Sales of Depreciable Assets	2,163	80,268	(7,313 )	(18,803 )	41,481
FFO	20,647,390	12,834,786	11,837,322	9,943,156	9,147,978
Adjustments:					
Acquisition Costs	79,231	957,219	483,522	1,455,542	862,169
Early Extinguishment of Debt <sup>(1)</sup>	5,121	475,031	-0-	-0-	