

ACADIA REALTY TRUST  
Form 10-Q  
May 07, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

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

For the quarterly period ended March 31, 2009

or

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

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

*Commission File Number 1-12002*

**ACADIA REALTY TRUST**

(Exact name of registrant in its charter)

**MARYLAND**  
(State or other jurisdiction of  
incorporation or organization)

**23-2715194**  
(I.R.S. Employer  
Identification No.)

**1311 MAMARONECK AVENUE, SUITE 260**  
**WHITE PLAINS, NY**  
(Address of principal executive offices)

**10605**  
(Zip Code)

**(914) 288-8100**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

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Large Accelerated Filer  Accelerated Filer

Non-accelerated Filer  Smaller Reporting Company

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

As of May 7, 2009 there were 39,659,273 common shares of beneficial interest, par value \$.001 per share, outstanding.

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ACADIA REALTY TRUST AND SUBSIDIARIES

FORM 10-Q

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**Part I. Financial Information****Item 1. Financial Statements.****ACADIA REALTY TRUST AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

| (dollars in thousands)  | March 31,<br>2009 | December 31,<br>2008 |
|---|-------------------|----------------------|
|   | (unaudited)       | as adjusted          |
| <b>ASSETS</b>   |                   |                      |
| <b>Real estate</b>  |                   |                      |
| Land  | \$ 337,905        | \$ 294,132           |
| Buildings and improvements  | 754,107           | 729,159              |
| Construction in progress  | 88,025            | 70,423               |
|   | <u>1,180,037</u>  | <u>1,093,714</u>     |
| Less: accumulated depreciation  | 172,585           | 165,803              |
|   | <u>1,007,452</u>  | <u>927,911</u>       |
| Net real estate   | 1,007,452         | 927,911              |
| Cash and cash equivalents   | 115,973           | 86,691               |
| Cash in escrow  | 6,110             | 6,794                |
| Investments in and advances to unconsolidated affiliates                                    | 53,619            | 54,978               |
| Rents receivable, net   | 14,275            | 12,660               |
| Notes receivable and preferred equity investment  | 126,290           | 125,587              |
| Deferred charges, net of amortization   | 21,662            | 21,899               |
| Acquired lease intangibles, net of amortization   | 29,575            | 19,476               |
| Prepaid expenses and other assets, net of amortization                                      | 23,108            | 31,735               |
| Assets of discontinued operations   | —                 | 3,652                |
|   | <u>1,398,064</u>  | <u>1,291,383</u>     |
| Total assets  | \$ 1,398,064      | \$ 1,291,383         |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                   |                      |
| Mortgage notes payable  | \$ 781,105        | \$ 653,543           |
| Convertible notes payable, net of unamortized discount of \$5,032 and \$6,597, respectively | 83,479            | 100,403              |
| Acquired lease and other intangibles, net of amortization                                   | 9,254             | 6,506                |
| Accounts payable and accrued expenses   | 19,362            | 22,193               |
| Dividends and distributions payable   | 7,376             | 25,514               |
| Distributions in excess of income from, and investments in, unconsolidated affiliates       | 20,902            | 20,633               |
| Other liabilities   | 20,244            | 18,912               |
| Liabilities of discontinued operations  | —                 | 1,451                |
|   | <u>941,722</u>    | <u>849,155</u>       |
| Total liabilities   | 941,722           | 849,155              |
| <b>Equity</b>   |                   |                      |
| Common shares   | 34                | 32                   |
| Additional paid-in capital  | 233,390           | 218,527              |
| Accumulated other comprehensive loss  | (4,362)           | (4,508)              |
| Retained earnings   | 16,818            | 13,671               |
|   | <u>245,880</u>    | <u>227,722</u>       |
| Total Common Shareholders equity  | 245,880           | 227,722              |
| Noncontrolling interests in subsidiaries  | 210,462           | 214,506              |
|   | <u>456,342</u>    | <u>442,228</u>       |
| Total equity  | 456,342           | 442,228              |

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|                              |              |              |
|------------------------------|--------------|--------------|
| Total liabilities and equity | \$ 1,398,064 | \$ 1,291,383 |
|------------------------------|--------------|--------------|

See accompanying notes

## ACADIA REALTY TRUST AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND 2008**

(unaudited)

| (dollars in thousands, except per share amounts)                               | Three months ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2009                            | 2008      |
|  | as adjusted                     |           |
| <b>Revenues</b>  |                                 |           |
| Minimum rents  | \$ 21,322                       | \$ 18,334 |
| Percentage rents   | 201                             | 180       |
| Expense reimbursements   | 5,483                           | 4,459     |
| Other property income  | 506                             | 224       |
| Management fee income  | 756                             | 2,019     |
| Interest income  | 5,143                           | 2,805     |
| Other  | 1,700                           | —         |
|  |                                 |           |
| Total revenues   | 35,111                          | 28,021    |
| <b>Operating Expenses</b>  |                                 |           |
| Property operating   | 7,387                           | 5,096     |
| Real estate taxes  | 3,685                           | 2,730     |
| General and administrative   | 6,141                           | 6,053     |
| Depreciation and amortization  | 8,592                           | 6,221     |
|  |                                 |           |
| Total operating expenses   | 25,805                          | 20,100    |
| Operating income   | 9,306                           | 7,921     |
| Equity in (losses) earnings of unconsolidated affiliates                       | (3,307)                         | 13,235    |
| Interest and other finance expense   | (7,821)                         | (6,596)   |
| Gain on debt extinguishment  | 3,150                           | —         |
|  |                                 |           |
| Income from continuing operations before income taxes                          | 1,328                           | 14,560    |
| Income tax provision   | (526)                           | (1,857)   |
|  |                                 |           |
| Income from continuing operations  | 802                             | 12,703    |
| <b>Discontinued Operations</b>   |                                 |           |
| Operating income from discontinued operations                                  | 178                             | 747       |
| Gain on sale of property   | 5,637                           | —         |
|  |                                 |           |
| Income from discontinued operations  | 5,815                           | 747       |
|  |                                 |           |
| Net income   | 6,617                           | 13,450    |
| <b>Loss (income) attributable to noncontrolling interests in subsidiaries:</b> |                                 |           |
| Continuing operations  | 8,547                           | (5,013)   |
| Discontinued operations  | (4,865)                         | (199)     |
|  |                                 |           |
| Net loss (income) attributable to noncontrolling interests in subsidiaries     | 3,682                           | (5,212)   |
|  |                                 |           |
| Net income attributable to Common Shareholders                                 | \$ 10,299                       | 8,238     |

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**Supplemental Information**

|   |          |          |
|---|----------|----------|
| Income from continuing operations attributable to Common Shareholders   | \$ 9,349 | \$ 7,690 |
| Income from discontinued operations attributable to Common Shareholders | 950      | 548      |

|  |           |          |
|--|-----------|----------|
| Net Income attributable to Common Shareholders | \$ 10,299 | \$ 8,238 |
|--|-----------|----------|

**Basic Earnings per Share**

|                                     |         |         |
|-------------------------------------|---------|---------|
| Income from continuing operations   | \$ 0.27 | \$ 0.23 |
| Income from discontinued operations | 0.03    | 0.01    |

|                          |         |         |
|--------------------------|---------|---------|
| Basic earnings per share | \$ 0.30 | \$ 0.24 |
|--------------------------|---------|---------|

**Diluted Earnings per Share**

|                                     |         |         |
|-------------------------------------|---------|---------|
| Income from continuing operations   | \$ 0.27 | \$ 0.23 |
| Income from discontinued operations | 0.03    | 0.01    |

|                            |         |         |
|----------------------------|---------|---------|
| Diluted earnings per share | \$ 0.30 | \$ 0.24 |
|----------------------------|---------|---------|

See accompanying notes

## ACADIA REALTY TRUST AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND 2008**

(unaudited)

| (dollars in thousands)  | <u>March 31,<br/>2009</u> | <u>March 31,<br/>2008</u> |
|---|---------------------------|---------------------------|
|   | as adjusted               |                           |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>  |                           |                           |
| Net income  | \$ 6,617                  | \$ 13,450                 |
| <b>Adjustments to reconcile net income to net cash provided by (used in) operating activities</b> |                           |                           |
| Depreciation and amortization   | 8,592                     | 6,611                     |
| Gain on sale of property  | (5,637)                   | —                         |
| Gain on debt extinguishment   | (3,150)                   | —                         |
| Amortization of lease intangibles   | 2,455                     | 175                       |
| Amortization of mortgage note premium   | (9)                       | (20)                      |
| Amortization of discount on convertible debt  | 447                       | 521                       |
| Non-cash accretion of notes receivable  | (1,258)                   | (37)                      |
| Share compensation expense  | 1,133                     | 868                       |
| Equity in earnings of unconsolidated affiliates   | 3,307                     | (13,235)                  |
| Distributions of operating income from unconsolidated affiliates                                  | 139                       | 583                       |
| Provision for bad debt  | 359                       | 321                       |
| <b>Changes in assets and liabilities</b>  |                           |                           |
| Cash in escrows   | 684                       | (775)                     |
| Rents receivable  | (2,080)                   | (718)                     |
| Prepaid expenses and other assets, net  | 8,477                     | (18,169)                  |
| Accounts payable and accrued expenses   | (2,361)                   | 464                       |
| Other liabilities   | 1,430                     | 4,681                     |
|   | <u>19,145</u>             | <u>(5,280)</u>            |
| <b>Net cash provided by (used in) operating activities</b>  |                           |                           |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>  |                           |                           |
| Investment in real estate and improvements  | (96,052)                  | (154,868)                 |
| Deferred acquisition and leasing costs  | (694)                     | (903)                     |
| Investments in and advances to unconsolidated affiliates  | (2,242)                   | (1,567)                   |
| Return of capital from unconsolidated affiliates  | 301                       | 75                        |
| Collections on notes receivable   | 902                       | —                         |
| Advances on notes receivable  | (347)                     | —                         |
| Proceeds from sale of property  | 9,481                     | —                         |
|   | <u>(88,651)</u>           | <u>(157,263)</u>          |
| <b>Net cash used in investing activities</b>  |                           |                           |



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ACADIA REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND 2008

(unaudited)

| (dollars in thousands)  | March 31,<br>2009 | March 31,<br>2008 |
|---|-------------------|-------------------|
|   |                   | as adjusted       |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>  |                   |                   |
| Principal payments on mortgage notes  | (24,319)          | (60,616)          |
| Proceeds received on mortgage notes   | 150,565           | 168,796           |
| Purchase of convertible notes   | (13,925)          | —                 |
| Payment of deferred financing and other costs   | (1,124)           | (2,719)           |
| Capital contributions from noncontrolling interests in partially-owned affiliates                           | —                 | 46,014            |
| Distributions to noncontrolling interests in partially-owned affiliates                                     | (404)             | (519)             |
| Dividends paid to Common Shareholders   | (8,671)           | (14,121)          |
| Distributions to noncontrolling interests in Operating Partnership  | (630)             | (287)             |
| Distributions on preferred Operating Partnership Units to noncontrolling interests                          | (19)              | (11)              |
| Repurchase and cancellation of shares   | (2,715)           | (1,494)           |
| Common Shares issued under Employee Share Purchase Plan   | 30                | 41                |
| Exercise of options to purchase Common Shares   | —                 | 6                 |
|   | 98,788            | 135,090           |
| Net cash provided by financing activities   | 98,788            | 135,090           |
| Increase (decrease) in cash and cash equivalents  | 29,282            | (27,453)          |
| Cash and cash equivalents, beginning of period  | 86,691            | 123,343           |
|   | 115,973           | 95,890            |
| Cash and cash equivalents, end of period  | \$ 115,973        | \$ 95,890         |
| <b>Supplemental disclosure of cash flow information</b>   |                   |                   |
| Cash paid during the period for interest, including capitalized interest of \$969 and \$1,446, respectively | \$ 7,589          | \$ 6,611          |
|   | 30                | 2,415             |
| Cash paid for income taxes  | \$ 30             | \$ 2,415          |
| <b>Supplemental disclosure of non-cash investing and financing activities</b>                               |                   |                   |
| Acquisition of real estate through assumption of debt   | \$ —              | \$ 39,967         |
|   | 16,192            | —                 |
| Dividends paid through the issuance of Common Shares  | \$ 16,192         | \$ —              |

See accompanying notes

ACADIA REALTY TRUST AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**1. THE COMPANY**

Acadia Realty Trust (the Trust ) and subsidiaries (collectively, the Company ) is a fully-integrated, self-managed and self-administered equity real estate investment trust ( REIT ) focused primarily on the ownership, acquisition, redevelopment and management of retail properties, including neighborhood and community shopping centers and mixed-use properties with retail components.

All of the Company s assets are held by, and all of its operations are conducted through, Acadia Realty Limited Partnership (the Operating Partnership ) and entities in which the Operating Partnership owns a controlling interest. As of March 31, 2009, the Trust controlled 98% of the Operating Partnership as the sole general partner. As the general partner, the Trust is entitled to share, in proportion to its percentage interest, in the cash distributions and profits and losses of the Operating Partnership. The limited partners represent entities or individuals who contributed their interests in certain properties or entities to the Operating Partnership in exchange for common or preferred units of limited partnership interest ( Common or Preferred OP Units ). Limited partners holding Common OP Units are generally entitled to exchange their units on a one-for-one basis for common shares of beneficial interest of the Trust ( Common Shares ). This structure is commonly referred to as an umbrella partnership REIT or UPREIT.

During 2001, the Company formed a partnership, Acadia Strategic Opportunity Fund I, LP ( Fund I ), and in 2004 formed a limited liability company, Acadia Mervyn Investors I, LLC ( Mervyns I ), with four institutional investors. The Operating Partnership committed a total of \$20.0 million to Fund I and Mervyns I, and the four institutional shareholders committed \$70.0 million, for the purpose of acquiring real estate investments. As of March 31, 2009, Fund I was fully invested and closed to new investors.

The Operating Partnership is the sole general partner of Fund I and sole managing member of Mervyns I, with a 22.2% equity interest in both Fund I and Mervyns I and is also entitled to a profit participation in excess of its equity interest percentage based on certain investment return thresholds ( Promote ). Cash flow is distributed pro-rata to the partners and members (including the Operating Partnership) until they receive a 9% cumulative return ( Preferred Return ), and the return of all capital contributions. Thereafter, remaining cash flow (which is net of distributions and fees to the Operating Partnership for management, asset management, leasing, construction and legal services) is distributed 80% to the partners (including the Operating Partnership) and 20% to the Operating Partnership as a Promote. As all contributed capital and accumulated preferred return has been distributed to investors, the Operating Partnership is now entitled to a Promote on all earnings and distributions.

During 2004, the Company, along with the investors from Fund I as well as two additional institutional investors, formed Acadia Strategic Opportunity Fund II, LLC ( Fund II ), and Acadia Mervyn Investors II, LLC ( Mervyns II ) with \$300.0 million of committed discretionary capital available to acquire or develop real estate investments. The Operating Partnership s share of committed capital is \$60.0 million. The Operating Partnership is the managing member with a 20% interest in both Fund II and Mervyns II. The terms and structure of Fund II and Mervyns II are substantially the same as Fund I and Mervyns I, including the Promote structure, with the exception that the Preferred Return is 8%. As of March 31, 2009, the Operating Partnership had contributed \$30.8 million to Fund II and \$7.6 million to Mervyns II.

During 2007, the Company formed Acadia Strategic Opportunity Fund III LLC ( Fund III ) with 14 institutional investors, including all of the investors from Fund I and a majority of the investors from Fund II with \$503 million of committed discretionary capital available to acquire or develop real estate investments. The Operating Partnership s share of the committed capital is \$100.0 million and it is the managing member with a 19.9% interest in Fund III. The terms and structure of Fund III are substantially the same as the previous Funds, including the Promote structure, with the exception that the Preferred Return is 6%. As of March 31, 2009, the Operating Partnership had contributed \$19.2 million to Fund III.

Fund I, Fund II, and Fund III are collectively referred to herein as the Opportunity Funds.

**2. BASIS OF PRESENTATION**

The consolidated financial statements include the consolidated accounts of the Company and its controlling investments in partnerships and limited liability companies in which the Company is presumed to have control in accordance with Emerging Issues Task Force Issue No. 04-05. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. Investments in entities for which the Company has the ability to exercise significant influence over, but does not have financial or operating control, are accounted for using the equity method of accounting. Accordingly, the Company s share of the net earnings (or loss) of these entities are included in consolidated net income under the caption, Equity in Earnings of Unconsolidated Affiliates. The information furnished in the accompanying consolidated financial statements reflects all adjustments that, in the opinion of management, are necessary for a fair presentation of the aforementioned consolidated financial

statements for the interim periods.

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**2. BASIS OF PRESENTATION, (continued)**

Although the Company accounts for its investment in Albertson's, which it has made through the Retailer Controlled Property Venture ( RCP Venture ) (Note 7), using the equity method of accounting, the Company adopted the policy of not recording its equity in earnings or losses of the unconsolidated affiliate until the Company receives the audited financial statements of Albertson's to support the equity earnings or losses in accordance with paragraph 19 of Accounting Principles Board ( APB ) 18 Equity Method of Accounting for Investments in Common Stock.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates. Operating results for the three months ended March 31, 2009 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2009. For further information, refer to the consolidated financial statements and accompanying footnotes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Effective January 1, 2009, the Company adopted the following Financial Accounting Standards Board ( FASB ) pronouncements, which required it to retrospectively restate and reclassify previously disclosed consolidated financial statements. As such, certain prior period amounts have been restated or reclassified in the unaudited consolidated financial statements to conform to the adoption of these FASB pronouncements.

The Company adopted Statement of Financial Accounting Standards ( SFAS ) No. 160, Noncontrolling Interests in Consolidated Financial Statements, which, among other things, provides guidance and establishes amended accounting and reporting standards for noncontrolling interests in a consolidated subsidiary and the deconsolidation of a subsidiary. Under SFAS No. 160, the Company now reports noncontrolling interests in subsidiaries as a separate component of equity in the consolidated financial statements and shows both net income attributable to the noncontrolling interests and net income attributable to the controlling interests on the face of the Consolidated Statements of Income.

The Company adopted FASB Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) , ( FSP 14-1 ). FSP 14-1 requires the proceeds from the issuance of convertible debt to be allocated between a debt component and an equity component. The debt component is measured based on the fair value of similar debt without an equity conversion feature, and the equity component is determined as the residual of the fair value of the debt deducted from the original proceeds received. The resulting discount on the debt component is amortized over the period the convertible debt is expected to be outstanding, which is December 11, 2006 to December 20, 2011, as additional non-cash interest expense. The equity component recorded as additional paid-in capital was \$11.3 million, which represented the difference between the proceeds from the issuance of the convertible notes payable and the fair value of the liability at the time of issuance. The additional non cash interest expense recognized in the Consolidated Statements of Income was \$0.4 million and \$0.5 million for the quarters ended March 31, 2009 and 2008, respectively. Accumulated amortization related to the convertible notes payable was \$1.0 million and \$1.1 million as of March 31, 2009 and December 31, 2008, respectively, after giving effect to repurchases.

The following table shows the effect of the retroactive restatement and reclassification of (i) the consolidated balance sheet accounts for the year ended December 31, 2008 and (ii) the consolidated statement of income and consolidated statement of cash flow accounts for the three months ended March 31, 2008:

(dollars in thousands)

| Affected Consolidated Balance Sheet accounts | December 31, 2008      |             |                  |
|--|------------------------|-------------|------------------|
|  | As Originally Reported | As Adjusted | Effect of Change |
| Deferred charges, net of amortization        | \$ 22,072              | \$ 21,899   | \$ (173)         |
| Convertible notes payable                    | \$ 107,000             | \$ 100,403  | \$ (6,597)       |
| Minority interests                           | \$ 214,506             | \$          | \$ (214,506)     |

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|  |            |            |            |
|--|------------|------------|------------|
| Additional paid-in capital               | \$ 212,007 | \$ 218,527 | \$ 6,520   |
| Retained earnings                        | \$ 13,767  | \$ 13,671  | \$ (96)    |
| Noncontrolling interests in subsidiaries | \$         | \$ 214,506 | \$ 214,506 |

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**2. BASIS OF PRESENTATION, (continued)**

(dollars in thousands, except per share amounts)

| Affected Consolidated Income Statement Accounts | Three months ended March 31, 2008 |             |                  |
|---|-----------------------------------|-------------|------------------|
|   | As Originally Reported            | As Adjusted | Effect of Change |
| Depreciation and amortization                   | \$ 6,237                          | \$ 6,221    | \$ 16            |
| Interest expense                                | \$ 6,075                          | \$ 6,596    | \$ (521)         |
| Net income attributable to Common Shareholders  | \$ 8,743                          | \$ 8,238    | \$ (505)         |
| Basic earnings per share                        | \$ 0.26                           | \$ 0.24     | \$ (0.02)        |
| Diluted earnings per share                      | \$ 0.26                           | \$ 0.24     | \$ (0.02)        |

(dollars in thousands)

| Affected Consolidated Statement of Cash Flow Accounts | Three months ended March 31, 2008 |             |                  |
|---|-----------------------------------|-------------|------------------|
|   | As Originally Reported            | As Adjusted | Effect of Change |
| Depreciation and amortization                         | \$ 6,627                          | \$ 6,611    | \$ (16)          |
| Amortization of discount on convertible debt          | \$                                | \$ 521      | \$ 521           |

During December of 2007, the FASB issued SFAS No. 141R, Business Combinations, which replaces SFAS No. 141, Business Combinations. SFAS No. 141R establishes principles and requirements for how an acquirer entity recognizes and measures in its financial statements the identifiable assets acquired (including intangibles), the liabilities assumed and any noncontrolling interest in the acquired entity. Effective January 1, 2009, the Company adopted SFAS 141R and it did not have a material impact to the Company's financial position or results of operations.

During March of 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of SFAS No. 133. SFAS No. 161 amends SFAS No. 133 to provide additional information about how derivative and hedging activities affect an entity's financial position, financial performance, and cash flows. It requires enhanced disclosures about an entity's derivatives and hedging activities. SFAS No. 161 is effective for financial statements issued for fiscal years beginning after November 15, 2008. The adoption of SFAS No. 161 did not have an impact on the Company's financial condition or results of operations.

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During June of 2008, the FASB ratified Emerging Issues Task Force ( EITF ) EITF Issue 07-5, Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock, ( EITF 07-5 ). Paragraph 11(a) of SFAS 133 specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. EITF 07-5 is effective on January 1, 2009. The adoption of EITF 07-5 did not have an impact on the Company's financial position and results of operations.

During October of 2008, the FASB issued FSP FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active, ( FSP FAS 157-3 ) which clarifies the application of SFAS No. 157, Fair Value Measurements. FSP FAS 157-3 provides guidance in determining the fair value of a financial asset when the market for that financial asset is not active. The adoption of FSP FAS 157-3 did not have an impact on the Company's financial position and results of operations.

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**3. EARNINGS PER COMMON SHARE**

Basic earnings per share was determined by dividing the applicable net income attributable to Common Shareholders for the period by the weighted average number of Common Shares outstanding during each period consistent with SFAS No. 128, Earnings per Share. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue Common Shares were exercised or converted into Common Shares or resulted in the issuance of Common Shares that then shared in the earnings of the Company.

The following table sets forth the computation of basic and diluted earnings per share from continuing operations for the periods indicated.

| (in thousands, except per share amounts)   | Three months ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2009                            | 2008     |
| <b>Numerator:</b>  |                                 |          |
| Income from continuing operations attributable to Common Shareholders                            | \$ 9,349                        | \$ 7,690 |
| Effect of dilutive securities:   |                                 |          |
| Preferred OP Unit distributions  | 5                               | 5        |
| Numerator for diluted earnings per Common Share  | \$ 9,354                        | \$ 7,695 |
| <b>Denominator:</b>  |                                 |          |
| Weighted average shares for basic earnings per share   | 33,903                          | 33,748   |
| Effect of dilutive securities:   |                                 |          |
| Employee share options   | 122                             | 471      |
| Convertible Preferred OP Units   | 25                              | 25       |
| Dilutive potential Common Shares   | 147                             | 496      |
| Denominator for diluted earnings per share   | 34,050                          | 34,244   |
| Basic earnings per Common Share from continuing operations attributable to Common Shareholders   | \$ 0.27                         | \$ 0.23  |
| Diluted earnings per Common Share from continuing operations attributable to Common Shareholders | \$ 0.27                         | \$ 0.23  |

The weighted average shares used in the computation of basic earnings per share include unvested Restricted Shares and Restricted OP units ( LTIP Units ) (Note 15) that are entitled to receive dividend equivalent payments. The effect of the conversion of Common OP Units is not reflected in the above table, as they are exchangeable for Common Shares on a one-for-one basis. The income allocable to such units is allocated on this same basis and reflected as noncontrolling interests in subsidiaries in the accompanying consolidated financial statements. As such, the assumed conversion of these units would have no net impact on the determination of diluted earnings per share. The conversion of the convertible notes payable (Note 11) is not reflected in the table as such conversion would be anti-dilutive. The effect of the assumed conversion of 25,067 Series A Preferred OP Units would be dilutive for the three months ended March 31, 2009 and March 31, 2008 and they are included in the table.



## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**4. COMPREHENSIVE INCOME**

The following table sets forth comprehensive income for the three months ended March 31, 2009 and 2008:

| (dollars in thousands)                                   | Three months ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2009                            | 2008     |
| Net income attributable to Common Shareholders           | \$ 10,299                       | \$ 8,238 |
| Other comprehensive income (loss)                        | 146                             | (826)    |
| Comprehensive income attributable to Common Shareholders | \$ 10,445                       | \$ 7,412 |

Other comprehensive income relates to the changes in the fair value of derivative instruments accounted for as cash flow hedges and the amortization, which is included in interest expense, of a derivative instrument.

The following table sets forth the change in accumulated other comprehensive income for the three months ended March 31, 2009:

**Accumulated other comprehensive loss**

(dollars in thousands)

|  |            |
|--|------------|
| Balance at December 31, 2008   | \$ (4,508) |
| Unrealized income on valuation of derivative instruments and amortization of derivative instrument | 146        |
| Balance at March 31, 2009  | \$ (4,362) |

**5. SHAREHOLDERS EQUITY AND NONCONTROLLING INTERESTS IN SUBSIDIARIES**

The following table summarizes the change in the shareholders equity and noncontrolling interest since December 31, 2008:

| (dollars in thousands)   | Common<br>Shareholders<br>Equity | Noncontrolling<br>interests | Total      |
|--|----------------------------------|-----------------------------|------------|
| Balance at December 31, 2008 (as adjusted)   | \$ 227,722                       | \$ 214,506                  | \$ 442,228 |
| Dividends and distributions declared of \$0.21 per Common Share and Common OP Unit | (7,152)                          | (223)                       | (7,375)    |
| Net income for the period January 1 through March 31, 2009                         | 10,299                           | (3,682)                     | 6,617      |
| Distributions paid   | —                                | (404)                       | (404)      |
| Other comprehensive income Unrealized gain on valuation of derivative instruments  | 146                              | 36                          | 182        |
| Conversion options on Convertible Notes purchased (Note 11)                        | (60)                             | —                           | (60)       |
| Common Shares issued under Employee Share Purchase Plan                            | 30                               | —                           | 30         |
| Issuance of Common Shares to Trustees  | 434                              | —                           | 434        |
| Issuance of shares through special dividend  | 16,193                           | —                           | 16,193     |
| Employee Restricted Share awards   | 983                              | —                           | 983        |
| Employee Restricted Shares cancelled   | (2,715)                          | —                           | (2,715)    |

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|                           |                   |                   |                   |
|---------------------------|-------------------|-------------------|-------------------|
| Employee LTIP Unit awards | —                 | 229               | 229               |
|                           | <u>          </u> | <u>          </u> | <u>          </u> |
| Balance at March 31, 2009 | \$ 245,880        | \$ 210,462        | \$ 456,342        |
|                           | <u>          </u> | <u>          </u> | <u>          </u> |

Noncontrolling interests includes interests in the Operating Partnership which represent (i) the limited partners 642,272 Common OP Units at March 31, 2009 and December 31, 2008, (ii) 188 Series A Preferred OP Units at March 31, 2009 and December 31, 2008, with a stated value of \$1,000 per unit, which are entitled to a preferred quarterly distribution of the greater of (a) \$22.50 (9% annually) per Series A Preferred OP Unit or (b) the quarterly distribution attributable to a Series A Preferred OP Unit if such unit were converted into a Common OP Unit. Noncontrolling interests also includes outside interests in partially owned affiliates and third-party interests in Fund I, II and III, and Mervyns I and II and three other entities.

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**5. SHAREHOLDERS EQUITY AND NONCONTROLLING INTERESTS IN SUBSIDIARIES, (continued)**

For the three months ended March 31, 2009, 107,331 employee restricted Common Shares ( Restricted Shares ) were cancelled to pay the employees income taxes due on the value of the portion of the Restricted Shares that vested during the period. During the three months ended March 31, 2009 and 2008, the Company recognized accrued Common Share and Common OP Unit-based compensation totaling \$1.1 million and \$0.9 million, respectively.

**6 ACQUISITION AND DISPOSITION OF PROPERTIES AND DISCONTINUED OPERATIONS****Acquisition of Properties**

On January 29, 2009, the Company purchased the Cortlandt Towne Center for \$78.0 million.

**Discontinued Operations**

In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets which requires discontinued operations presentation for disposals of a component of an entity, for all periods presented, the Company reclassified its consolidated statements of income to reflect income and expenses for properties that were sold or became held for sale prior to March 31, 2009, as discontinued operations and reclassified its consolidated balance sheets to reflect assets and liabilities related to such properties as assets and liabilities related to discontinued operations.

The combined assets and liabilities of properties held for sale for the period ended March 31, 2009 and December 31, 2008 and the combined results of operations for the three months ended March 31, 2009 and March 31, 2008 are reported separately as discontinued operations. Discontinued operations include six Kroger Supermarket locations that were sold in February of 2009. In addition, 2008 discontinued operations included a residential complex located in North Carolina. The Company sold this complex in April 2008.

The combined assets and liabilities and results of operations of the properties classified as discontinued operations are summarized as follows:

| (dollars in thousands)                       | <b>December<br/>31,<br/>2008</b> |
|--|----------------------------------|
| <b>ASSETS</b>                                |                                  |
| Net real estate                              | \$ 3,652                         |
| Total assets of discontinued operations      | <u>\$ 3,652</u>                  |
| <b>LIABILITIES</b>                           |                                  |
| Accounts payable and accrued expenses        | \$ 1,368                         |
| Other liabilities                            | 83                               |
| Total liabilities of discontinued operations | <u>\$ 1,451</u>                  |

| STATEMENTS OF OPERATIONS<br>(dollars in thousands) | <b>Three months ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <u>2009</u>                             | <u>2008</u> |

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|  |                   |                   |
|--|-------------------|-------------------|
| Total revenues   | \$ 188            | \$ 1,662          |
| Total expenses   | 10                | 915               |
|  | <u>          </u> | <u>          </u> |
| Operating income   | 178               | 747               |
| Gain on sale of property   | 5,637             |                   |
|  | <u>          </u> | <u>          </u> |
| Income from discontinued operations  | 5,815             | 747               |
| Income from discontinued operations attributable to noncontrolling interests in subsidiaries | (4,865)           | (199)             |
|  | <u>          </u> | <u>          </u> |
| Income from discontinued operations attributable to Common Shareholders                      | \$ 950            | \$ 548            |
|  | <u>          </u> | <u>          </u> |

ACADIA REALTY TRUST AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. INVESTMENTS

A. Investments In and Advances to Unconsolidated Partnerships

**Retailer Controlled Property Venture ( RCP Venture )**

During January of 2004, the Company commenced the RCP Venture with Klaff Realty, LP ( Klaff ) and Lubert-Adler Management, Inc., through a limited liability company ( KLA ), for the purpose of making investments in surplus or underutilized properties owned by retailers. As of March 31, 2009, the Company has invested \$60.5 million through the RCP Venture on a non-recourse basis. Cash flow from any investment in which the RCP Venture participants elect to invest, is to be distributed to the participants until they have received a 10% cumulative return and a full return of all contributions. Thereafter, remaining cash flow is to be distributed 20% to Klaff and 80% to the partners (including Klaff).

The table below summarizes the Company's invested capital and distributions received from its RCP Venture investments.

*Mervyns Department Stores*

During September of 2004, the RCP Venture invested in a consortium to acquire the Mervyns Department Store chain ( Mervyns ) consisting of 262 stores ( REALCO ) and its retail operation ( OPCO ) from Target Corporation. The gross acquisition price of \$1.2 billion was financed with \$800 million of debt and \$400 million of equity. The Company contributed \$23.2 million of equity and received an approximate 5.2% interest in REALCO and an approximate 2.5% interest in OPCO (which the Company sold in 2007). Subsequent to the initial acquisition, the Company made additional investments of \$4.3 million including \$1.4 million during the quarter ended March 31, 2009. To date, REALCO has disposed of a significant portion of the portfolio.

During the quarter ended March 31, 2009, REALCO recorded an impairment charge on its investment in certain Mervyns Department Store locations and leasehold interests of which Mervyns I and II recognized a combined loss of \$3.1 million. The Operating Partnership's share of this loss, net of taxes, was \$0.4 million.

Through March 31, 2009, the Company made additional investments in locations that are separate from the original investment ( Add-On Investments ) in Mervyns totaling \$3.4 million. The Company accounts for these Add-On Investments using the cost method due to the minor ownership interest and the inability to exert influence over KLA's operating and financial policies.

*Albertson's*

During June of 2006, the RCP Venture made its second investment as part of an investment consortium, acquiring Albertson's and Cub Foods, of which the Company's share was \$20.7 million. Through March 31, 2009, the Company has received distributions from this investment totaling \$63.8 million.

During 2007, the Company made Add-On Investments totaling \$2.4 million and received distributions totaling \$0.5 million. The Company accounts for these Add-On Investments using the cost method due to the minor ownership interest and the inability to exert influence over KLA's operating and financial policies.

*Other RCP Venture Investments*

During 2006, the Company made investments of \$1.1 million in Shopko, a regional multi-department retailer, and \$0.7 million in Marsh, a regional supermarket chain, through the RCP Venture. During 2007, the Company received a \$1.1 million cash distribution from the Shopko investment representing 100% of its invested capital. The Company made investments of \$ 2.0 million in additional investments in Marsh and received distributions of \$1.0 million from Marsh during 2008.

During July of 2007, the RCP Venture acquired a portfolio of 87 retail properties from Rex Stores Corporation. The Company's share of this investment was \$2.7 million.

The Company accounts for these other investments using the cost method due to its minor ownership interest and the inability to exert influence over KLA's operating and financial policies.



## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 7. INVESTMENTS (continued)

## A. Investments In and Advances to Unconsolidated Partnerships (continued)

The following table summarizes the Company's RCP Venture investments from inception through March 31, 2009:

(dollars in thousands)

| Investor                 | Investment                     | Year Acquired | Invested Capital and Advances | Distributions | Operating Partnership Share   |               |
|--------------------------|--------------------------------|---------------|-------------------------------|---------------|-------------------------------|---------------|
|                          |                                |               |                               |               | Invested Capital and Advances | Distributions |
| Mervyns I and Mervyns II | Mervyns                        | 2004          | \$ 27,503                     | \$ 45,966     | \$ 4,901                      | \$ 11,251     |
| Mervyns I and Mervyns II | Mervyns Add-On Investments     | 2005/2008     | 3,445                         | 1,703         | 283                           | 283           |
| Mervyns II               | Albertson's                    | 2006          | 20,717                        | 63,833        | 4,239                         | 11,847        |
| Mervyns II               | Albertson's Add-On Investments | 2006/2007     | 2,409                         | 466           | 386                           | 93            |
| Fund II                  | Shopko                         | 2006          | 1,100                         | 1,100         | 220                           | 220           |
| Fund II                  | Marsh                          | 2006          | 2,667                         | 1,010         | 533                           | 202           |
| Mervyns II               | Rex Stores                     | 2007          | 2,701                         |               | 535                           |               |
| Total                    |                                |               | \$ 60,542                     | \$ 114,078    | \$ 11,097                     | \$ 23,896     |

**Brandywine Portfolio**

The Company owns a 22.2% interest in a one million square foot retail portfolio located in Wilmington, Delaware (the Brandywine Portfolio) that is accounted for using the equity method.

**Crossroads**

The Company owns a 49% interest in the Crossroads Joint Venture and Crossroads II (collectively, Crossroads), which collectively own a 311,000 square foot shopping center located in White Plains, New York that is accounted for using the equity method.

**Other Investments***Fund I Investments*

Fund I owns a 50% interest in the Sterling Heights Shopping Center which is accounted for using the equity method of accounting.

*Fund II Investments*

Fund II's approximately 25% investment in CityPoint is accounted for using the equity method. The Company has determined that CityPoint is a variable interest entity, and the Company is not the primary beneficiary. The Company's maximum exposure is the carrying value of its investment of \$34.2 million.

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 7. INVESTMENTS, (continued)

## A. Investments In and Advances to Unconsolidated Partnerships (continued)

## Summary of Investments in Unconsolidated Affiliates

The following tables summarize the Company's investments in unconsolidated affiliates as of March 31, 2009 and December 31, 2008.

| (dollars in thousands)  | March 31, 2009 |            |                         |             |                      | Total       |
|---|----------------|------------|-------------------------|-------------|----------------------|-------------|
|   | RCP<br>Venture | CityPoint  | Brandywine<br>Portfolio | Crossroads  | Other<br>Investments |             |
| <i>Balance Sheets</i>   |                |            |                         |             |                      |             |
| Assets:   |                |            |                         |             |                      |             |
| Rental property, net  | \$             | \$ 162,134 | \$ 128,886              | \$ 5,273    | \$ 11,371            | \$ 307,664  |
| Investment in unconsolidated affiliates   | 276,733        |            |                         |             |                      | 276,733     |
| Other assets  |                | 3,390      | 8,991                   | 4,758       | 2,023                | 19,162      |
| Total assets  | \$ 276,733     | \$ 165,524 | \$ 137,877              | \$ 10,031   | \$ 13,394            | \$ 603,559  |
| Liabilities and partners' equity  |                |            |                         |             |                      |             |
| Mortgage note payable   | \$             | \$ 34,000  | \$ 166,200              | \$ 62,948   | \$ 5,083             | \$ 268,231  |
| Other liabilities   |                | 1,654      | 7,837                   | 2,013       | 941                  | 12,445      |
| Partners' equity (deficit)  | 276,733        | 129,870    | (36,160)                | (54,930)    | 7,370                | 322,883     |
| Total liabilities and partners' equity  | \$ 276,733     | \$ 165,524 | \$ 137,877              | \$ 10,031   | \$ 13,394            | \$ 603,559  |
| Company's investment in and advances to unconsolidated affiliates                               | \$ 16,130      | \$ 34,232  | \$                      | \$          | \$ 3,257             | \$ 53,619   |
| Share of distributions in excess of share of income and investment in unconsolidated affiliates | \$             | \$         | \$ (8,354)              | \$ (12,548) | \$                   | \$ (20,902) |

| (dollars in thousands)                  | December 31, 2008 |            |                         |            |                      | Total      |
|---|-------------------|------------|-------------------------|------------|----------------------|------------|
|   | RCP<br>Venture    | CityPoint  | Brandywine<br>Portfolio | Crossroads | Other<br>Investments |            |
| <b>Balance Sheets</b>                   |                   |            |                         |            |                      |            |
| Assets                                  |                   |            |                         |            |                      |            |
| Rental property, net                    | \$                | \$ 159,922 | \$ 129,679              | \$ 5,143   | \$ 11,481            | \$ 306,225 |
| Investment in unconsolidated affiliates | 295,168           |            |                         |            |                      | 295,168    |
| Other assets                            |                   | 3,983      | 8,769                   | 5,283      | 2,770                | 20,805     |



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|   |            |            |            |             |           |             |
|---|------------|------------|------------|-------------|-----------|-------------|
| Total assets  | \$ 295,168 | \$ 163,905 | \$ 138,448 | \$ 10,426   | \$ 14,251 | \$ 622,198  |
| <hr/>   |            |            |            |             |           |             |
| Liabilities and partners' equity  |            |            |            |             |           |             |
| Mortgage note payable   | \$         | \$ 34,000  | \$ 166,200 | \$ 63,176   | \$ 5,173  | \$ 268,549  |
| Other liabilities   |            | 2,307      | 7,895      | 2,072       | 1,083     | 13,357      |
| Partners equity (deficit)   | 295,168    | 127,598    | (35,647)   | (54,822)    | 7,995     | 340,292     |
| <hr/>   |            |            |            |             |           |             |
| Total liabilities and partners' equity  | \$ 295,168 | \$ 163,905 | \$ 138,448 | \$ 10,426   | \$ 14,251 | \$ 622,198  |
| <hr/>   |            |            |            |             |           |             |
| Company's investment in and advances to unconsolidated affiliates                               | \$ 18,066  | \$ 33,445  | \$         | \$          | \$ 3,467  | \$ 54,978   |
| <hr/>   |            |            |            |             |           |             |
| Share of distributions in excess of share of income and investment in unconsolidated affiliates | \$         | \$         | \$ (8,236) | \$ (12,397) | \$        | \$ (20,633) |
| <hr/>   |            |            |            |             |           |             |

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 7. INVESTMENTS, (continued)

## A. Investments In and Advances to Unconsolidated Partnerships (continued)

## Summary of Investments in Unconsolidated Affiliates (continued)

## Three Months Ended March 31, 2009

| (dollars in thousands)               | RCP<br>Venture | Brandywine<br>Portfolio | Crossroads | Other<br>Investments | Total       |
|--------------------------------------|----------------|-------------------------|------------|----------------------|-------------|
| <i>Statements of Operations</i>      |                |                         |            |                      |             |
| Total revenue                        | \$ —           | \$ 4,917                | \$ 2,109   | \$ 459               | \$ 7,485    |
| Operating and other expenses         | —              | 1,564                   | 773        | 304                  | 2,641       |
| Interest expense                     | —              | 2,519                   | 846        | 37                   | 3,402       |
| Equity in losses of affiliates       | (32,194)       | —                       | —          | —                    | (32,194)    |
| Depreciation and amortization        | —              | 848                     | 148        | 127                  | 1,123       |
| Loss on sale of property, net        | —              | —                       | —          | (390)                | (390)       |
| Net (loss) income                    | \$ (32,194)    | \$ (14)                 | \$ 342     | \$ (399)             | \$ (32,265) |
| Company's share of net (loss) income | \$ (3,381)     | \$ 43                   | \$ 166     | \$ (38)              | \$ (3,210)  |
| Amortization of excess investment    | —              | —                       | (97)       | —                    | (97)        |
| Company's share of net (loss) income | \$ (3,381)     | \$ 43                   | \$ 69      | \$ (38)              | \$ (3,307)  |

## Three Months Ended March 31, 2008

| (dollars in thousands)               | RCP<br>Venture | Brandywine<br>Portfolio | Crossroads | Other<br>Investments | Total      |
|--------------------------------------|----------------|-------------------------|------------|----------------------|------------|
| <i>Statements of Operations</i>      |                |                         |            |                      |            |
| Total revenue                        | \$ —           | \$ 5,156                | \$ 2,063   | \$ 1,241             | \$ 8,460   |
| Operating and other expenses         | —              | 1,617                   | 798        | 1,278                | 3,693      |
| Interest expense                     | —              | 2,519                   | 867        | 244                  | 3,630      |
| Equity in earnings of affiliates     | 138,487        | —                       | —          | —                    | 138,487    |
| Depreciation and amortization        | —              | 1,067                   | 271        | 226                  | 1,564      |
| Net income (loss)                    | \$ 138,487     | \$ (47)                 | \$ 127     | \$ (507)             | \$ 138,060 |
| Company's share of net income (loss) | \$ 13,326      | \$ (11)                 | \$ 61      | \$ (44)              | \$ 13,332  |
| Amortization of excess investment    | —              | —                       | (97)       | —                    | (97)       |
| Company's share of net income (loss) | \$ 13,326      | \$ (11)                 | \$ (36)    | \$ (44)              | \$ 13,235  |



## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**8. NOTES RECEIVABLE AND PREFERRED EQUITY INVESTMENT**

At March 31, 2009, the Company's preferred equity investment and notes receivable aggregated \$126.3 million, and were collateralized by the underlying properties, the borrower's ownership interest in the entities that own the properties and/or by the borrower's personal guarantee. Interest rates on the Company's preferred equity investment and notes receivable ranged from 3.41% to in excess of 20% with maturities through January 2017. Notes receivable and preferred equity investments as of March 31, 2009 are as follows:

| Description                     | Effective interest Rate | Final maturity date     | Periodic payment terms | Prior liens | Current balance |
|---------------------------------|-------------------------|-------------------------|------------------------|-------------|-----------------|
| <b>(dollars in thousands)</b>   |                         |                         |                        |             |                 |
| <b><i>Borrower</i></b>          |                         |                         |                        |             |                 |
| Mezzanine Loans:                |                         |                         |                        |             |                 |
| Hitchcock Plaza                 | 15.00%                  | (1)                     | (1)                    | \$ 16,400   | \$ 4,286        |
| 72nd Street                     | 20.85%                  | 7/18/2011               | (2)                    | 185,000(5)  | 37,122          |
| Georgetown A                    | 10.25%                  | 11/12/2010              | (4)                    | 8,576       | 8,000           |
| Georgetown B                    | 13.50%                  | 6/27/2010               | (3)                    | 114,150     | 40,000          |
| Notes individually less than 3% | 3.41% to 22.33%         | Demand note to 1/1/2017 |                        |             | 11,189          |
| Total Mezzanine Loans           |                         |                         |                        |             | 100,597         |
| First Mortgages:                |                         |                         |                        |             |                 |
| East Shore Rd.                  | 10.00%                  | Demand note             | (4)                    |             | 6,150           |
| Fairchild                       | 12.75%                  | 9/11/2010               | (4)                    |             | 10,000          |
| Levitz                          | 11.60%                  | 7/17/2010               | (4)                    |             | 6,713           |
| Union Plaza                     | 9.50%                   | 6/14/2009               |                        |             | 2,830           |
| Total First Mortgages           |                         |                         |                        |             | 25,693          |
| Total                           |                         |                         |                        |             | \$ 126,290      |

Notes:

- (1) Principal and interest due upon capital event.
- (2) Principal and interest, including a \$7.5 million exit fee, are due upon maturity.
- (3) Payable upon maturity. In accordance with SFAS 150, the preferred equity investment is treated as a debt instrument.
- (4) Interest only payable monthly, principal due on maturity.
- (5) The balance represents a construction loan when fully drawn.

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ACADIA REALTY TRUST AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**9. DERIVATIVE FINANCIAL INSTRUMENTS**

The following table summarizes the notional values and fair values of the Company's derivative financial instruments as of March 31, 2009. The notional value does not represent exposure to credit, interest rate or market risks.

| Hedge Type                              | Notional Value | Rate  | Maturity | Fair Value        |
|---|----------------|-------|----------|-------------------|
| <b>(dollars in thousands)</b>           |                |       |          |                   |
| Interest rate swaps                     |                |       |          |                   |
| LIBOR Swap                              | \$ 4,449       | 4.71% | 01/01/10 | \$ (135)          |
| LIBOR Swap                              | 10,900         | 4.90% | 10/01/11 | (926)             |
| LIBOR Swap                              | 8,155          | 5.14% | 03/01/12 | (816)             |
| LIBOR Swap                              | 9,800          | 4.47% | 10/29/10 | (532)             |
| LIBOR Swap                              | 15,000         | 3.79% | 11/30/12 | (1,094)           |
| LIBOR Swap                              | 15,000         | 3.41% | 11/30/12 | (903)             |
| LIBOR Swap                              | 10,000         | 2.65% | 11/30/12 | (345)             |
|   | <u>73,304</u>  |       |          | <u>(4,751)</u>    |
| Interest rate swaps                     | \$ 73,304      |       |          | (4,751)           |
|   | <u>30,000</u>  |       |          | <u>—</u>          |
| Interest rate LIBOR Cap                 | \$ 30,000      | 6.0%  | 04/01/09 | —                 |
| Net Derivative instrument liability (1) |                |       |          | <u>\$ (4,751)</u> |

(1) The derivatives liability is included in Other Liabilities in the Consolidated Balance Sheets.

**10. MORTGAGE LOANS**

The Company completed the following transactions related to mortgage loans during the three months ended March 31, 2009:

- i) borrowed \$6.6 million on three existing construction loans
- ii) paid off \$4.8 million of self-amortizing debt
- iii) closed on a \$19.0 million loan that bears interest at a floating rate of LIBOR plus 150 basis points and matures on January 15, 2010 the proceeds of which were used to repay a maturing loan of \$19.0 million; and
- iv) extended a note that was to mature on March 1, 2009 for one year and adjusted the interest rate from LIBOR plus 100 basis points to LIBOR plus 250 basis points.

The following table sets forth certain information pertaining to the Company's secured credit facilities:

| (dollars in thousands)<br>Borrower | Total available credit facilities | Amount borrowed as of December 31, 2008 | 2009 net borrowings (repayments) during the three months ended March 31, 2009 | Amount borrowed as of March 31, 2009 | Letters of credit outstanding as of March 31, 2009 | Amount available under credit facilities as of March 31, |
|------------------------------------|-----------------------------------|---|---|--------------------------------------|--|--|
|                                    |                                   |   |   |                                      |  |  |

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|                   | <b>2009</b>       |                   |                   |                   |                  |                   |
|-------------------|-------------------|-------------------|-------------------|-------------------|------------------|-------------------|
| Acadia Realty, LP | \$ 72,250         | \$ 48,900         | \$ —              | \$ 48,900         | \$ 10,675        | \$ 12,675         |
| Acadia Realty, LP | 30,000            | —                 | 25,000            | 25,000            | —                | 5,000             |
| Fund II           | 70,000            | 34,681            | 19,000            | 53,681            | 600              | 15,719            |
| Fund III          | 245,000           | 62,250            | 81,000            | 143,250           | 500              | 101,250           |
| <b>Total</b>      | <b>\$ 417,250</b> | <b>\$ 145,831</b> | <b>\$ 125,000</b> | <b>\$ 270,831</b> | <b>\$ 11,775</b> | <b>\$ 134,644</b> |

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**11. CONVERTIBLE NOTES PAYABLE**

In December 2006 and January 2007, the Company issued \$115.0 million of convertible notes with a fixed interest rate of 3.75% due 2026 (the Convertible Notes). The Convertible Notes were issued at par and require interest payments semi-annually in arrears on June<sup>15</sup> and December 15<sup>th</sup> of each year. The Convertible Notes are unsecured unsubordinated obligations and rank equally with all other unsecured and unsubordinated indebtedness. During the fourth quarter 2008, the Company purchased \$8.0 million in principal amount of its Convertible Notes for \$6.0 million which resulted in a \$2.0 million gain. In addition, during the first quarter of 2009, the Company purchased \$18.5 million in principal amount of its Convertible Notes for \$13.9 million resulting in a \$3.2 million gain.

**12. FAIR VALUE MEASUREMENTS**

SFAS No. 157, Fair Value Measurements defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants.

SFAS No. 157's valuation techniques are based on observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1 - Quoted prices for identical instruments in active markets

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

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

The following describes the valuation methodologies the Company uses to measure financial assets and liabilities at fair value:

**Derivative Instruments** - The Company's derivative financial liabilities primarily represent interest rate swaps and a cap and are valued using Level 2 inputs. The fair value of these instruments is based upon the estimated amounts the Company would sell an asset or pay to transfer a liability in an orderly transaction between market participants at the reporting date and is determined using interest rate market pricing models. With the adoption of SFAS No. 157, the Company has amended the techniques used in measuring the fair value of its derivative positions. This amendment includes the impact of credit valuation adjustments on derivatives measured at fair value. The implementation of this amendment did not have a material impact on the Company's consolidated financial position or results of operations.

The following table presents the Company's liabilities measured at fair value based on level of inputs at March 31, 2009:

| (dollars in thousands)                   | Level 1 | Level 2  | Level 3 |
|--|---------|----------|---------|
| <u>Liabilities</u>                       |         |          |         |
| Derivatives                              | \$      | \$ 4,751 | \$      |
| Total liabilities measured at fair value | \$      | \$ 4,751 | \$      |

**13. RELATED PARTY TRANSACTIONS**

The Company earns asset management, leasing, disposition, development and construction fees for providing services to an existing portfolio of retail properties and/or leasehold interests in which Klaff has an interest. Fees earned by the Company in connection with this portfolio were \$0.2 million and \$0.4 million for the three months ended March 31, 2009 and 2008, respectively.

Lee Wielansky, the Lead Trustee of the Company, was paid a consulting fee of \$25,000 for each of the three months ended March 31, 2009 and 2008, respectively.





## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**14. SEGMENT REPORTING**

The Company has four reportable segments: Core Portfolio, Opportunity Funds, Storage Portfolio, and Other. During 2008, the Company acquired a portfolio of self storage properties and later determined that it constitutes, as of year end 2008, a new reportable segment. Other primarily consists of management fees, interest income, preferred equity investment and notes receivable. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates property performance primarily based on net operating income before depreciation, amortization and certain nonrecurring items. Investments in the Core Portfolio are typically held long-term. Given the contemplated finite life of the Opportunity Funds, these investments are typically held for shorter terms. Fees earned by the Company as general partner/member of the Opportunity Funds are eliminated in the Company's consolidated financial statements. The following table sets forth certain segment information for the Company, reclassified for discontinued operations, as of and for three months ended March 31, 2009 and 2008 (does not include unconsolidated affiliates):

**Three Months Ended March 31, 2009**

| (dollars in thousands)                                 | Core<br>Portfolio | Opportunity<br>Funds | Storage<br>Portfolio | Other      | Amounts<br>Eliminated in<br>Consolidation | Total        |
|--|-------------------|----------------------|----------------------|------------|---|--------------|
| Revenues   | \$ 18,816         | \$ 8,517             | \$ 1,761             | \$ 12,177  | \$ (6,160)                                | \$ 35,111    |
| Property operating expenses and real estate taxes      | 5,626             | 4,051                | 2,390                |            | (995)                                     | 11,072       |
| Impairment of notes receivable                         |                   |                      |                      |            |   |              |
| Other expenses   | 6,921             | 3,106                | 44                   |            | (3,930)                                   | 6,141        |
| Net income (loss) before depreciation and amortization | \$ 6,269          | \$ 1,360             | \$ (673)             | \$ 12,177  | \$ (1,235)                                | \$ 17,898    |
| Depreciation and amortization                          | \$ 4,155          | \$ 3,388             | \$ 1,049             |            |   | \$ 8,592     |
| Interest expense                                       | \$ 5,157          | \$ 1,471             | \$ 1,193             |            |   | \$ 7,821     |
| Real estate at cost                                    | \$ 475,896        | \$ 526,015           | \$ 186,339           |            | \$ (8,213)                                | \$ 1,180,037 |
| Total assets   | \$ 567,584        | \$ 608,239           | \$ 190,828           | \$ 126,290 | \$ (94,877)                               | \$ 1,398,064 |
| Expenditures for real estate and improvements          | \$ 46             | \$ 96,196            | \$ (190)             |            |   | \$ 96,052    |

**Reconciliation to net income and net income attributable to Common Shareholders**

|  |           |
|--|-----------|
| Net property income before depreciation and amortization | \$ 17,898 |
| Gain on debt extinguishment                              | 3,150     |
| Depreciation and amortization                            | (8,592)   |
| Equity in (loss) earnings of unconsolidated affiliates   | (3,307)   |
| Interest expense   | (7,821)   |
| Income tax provision                                     | (526)     |
| Income from discontinued operations                      | 5,815     |
| Net income   | 6,617     |

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|   |           |
|---|-----------|
| Net loss attributable to noncontrolling interests in subsidiaries | 3,682     |
| Net income attributable to Common Shareholders                    | \$ 10,299 |

## ACADIA REALTY TRUST AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 14. SEGMENT REPORTING (continued)

Three Months Ended March 31, 2008

| (dollars in thousands)                            | Core<br>Portfolio | Opportunity<br>Funds | Storage<br>Portfolio | Other     | Amounts<br>Eliminated in<br>Consolidation | Total        |
|---|-------------------|----------------------|----------------------|-----------|---|--------------|
| Revenues  | \$ 17,255         | \$ 4,514             | \$ 1,419             | \$ 11,991 | \$ (7,158)                                | \$ 28,021    |
| Property operating expenses and real estate taxes | 5,536             | 2,898                | 741                  |           | (1,349)                                   | 7,826        |
| Other expenses                                    | 6,697             | 3,115                | 58                   |           | (3,817)                                   | 6,053        |
| Net income before depreciation and amortization   | \$ 5,022          | \$ (1,499)           | \$ 620               | \$ 11,991 | \$ (1,992)                                | \$ 14,142    |
| Depreciation and amortization                     | \$ 3,925          | \$ 1,916             | \$ 380               |           |   | \$ 6,221     |
| Interest expense                                  | \$ 4,782          | \$ 1,435             | \$ 379               |           |   | \$ 6,596     |
| Real estate at cost                               | \$ 459,793        | \$ 392,753           | \$ 180,177           |           | \$ (5,344)                                | \$ 1,027,379 |
| Total assets                                      | \$ 567,019        | \$ 453,559           | \$ 184,232           | \$ 57,698 | \$ (81,252)                               | \$ 1,181,256 |
| Expenditures for real estate and improvements     | \$ 791            | \$ 153,043           | \$ 1,034             |           |   | \$ 154,868   |

**Reconciliation to net income and net income attributable to Common Shareholders**

|   |           |
|---|-----------|
| Net property income before depreciation and amortization              | \$ 14,142 |
| Depreciation and amortization   | (6,221)   |
| Equity in earnings of unconsolidated partnerships                     | 13,235    |
| Interest expense  | (6,596)   |
| Income tax provision  | (1,857)   |
| Income from discontinued operations                                   | 747       |
| Net income  | 13,450    |
| Net (income) attributable to noncontrolling interests in subsidiaries | (5,212)   |
| Net income attributable to Common Shareholders                        | \$ 8,238  |

**15. LONG-TERM INCENTIVE COMPENSATION**

On March 5, 2009, the Company issued 8,612 Restricted Shares and 200,574 LTIP Units to officers of the Company. Vesting with respect to these awards is recognized ratably over the next five annual anniversaries of the issuance date. The vesting on 50% of these awards is also generally subject to achieving certain total shareholder returns on the Company's Common Shares or certain Company performance measures.

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Also on March 5, 2009 and March 10, 2009, the Company issued a total of 36,347 Restricted Shares and 8,221 LTIP Units to employees of the Company. Vesting with respect to these awards is recognized ratably over the next five annual anniversaries of the issuance date. The vesting on 1,196 Restricted Shares and 6,258 LTIP Units vest 25% subject to achieving certain total shareholder returns on the Company's Common Shares or certain Company performance measures.

The total value of the above Restricted Shares and LTIP Units issued was \$2.6 million. Compensation expense of \$0.2 million has been recognized in the accompanying financial statements related to these Restricted Shares and LTIP Units for the three months ended March 31, 2009.

In 2009, the Company adopted the Long Term Investment Alignment Program (the Program) pursuant to which the Company may award units for up to 25% of its Fund III Promote to senior executives when and if such Promote is ultimately realized. As of March 31, 2009, the Company has awarded units representing 60% of the Program, which were determined to have no value at issuance. In accordance with SFAS 123R, Share-Based Payments, compensation relating to these awards will be recorded based on the change in the estimated fair value at each reporting period.

Total long-term incentive compensation expense for the three months ended March 31, 2009 and 2008 was \$1.1 million and \$0.9 million, respectively.

### **16. DIVIDENDS AND DISTRIBUTIONS PAYABLE**

On March 9, 2009, the Board of Trustees of the Company approved and declared a cash dividend for the quarter ended March 31, 2009 of \$0.21 per Common Share and Common OP Unit. The dividend was paid on April 15, 2009 to shareholders of record as of March 31, 2009.

**ACADIA REALTY TRUST AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**17. SUBSEQUENT EVENTS**

During April 2009, the Company completed a public share offering whereby it issued 5.75 million Common Shares, which generated net proceeds of approximately \$65.0 million.

During April 2009, the Company paid down a total of \$33.0 million on two lines of credit.

During April 2009, the Company purchased an additional \$11.1 million in principal amount of its outstanding Convertible Notes for \$9.3 million.

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

The following discussion is based on the consolidated financial statements of the Company as of March 31, 2009 and 2008 and for the three months then ended. This information should be read in conjunction with the accompanying consolidated financial statements and notes thereto.

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this report constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results performance or achievements expressed or implied by such forward-looking statements. Such factors are set forth under the heading Item 1A. Risk Factors in our Form 10-K for the year ended December 31, 2008 and Item 1A of Part II of this Form 10-Q and include, among others, the following: general economic and business conditions, which will, among other things, affect demand for rental space, the availability and creditworthiness of prospective tenants, lease rents and the availability of financing; adverse changes in our real estate markets, including, among other things, competition with other companies; risks of real estate development and acquisition; governmental actions and initiatives; and environmental/safety requirements. Except as required by law, we do not undertake any obligation to update or revise any forward-looking statements contained in this Form 10-Q.

**OVERVIEW**

As of March 31, 2009, we operated 80 properties, which we own or have an ownership interest in, within our Core Portfolio or within our three Opportunity Funds. Our Core Portfolio consists of those properties either 100% owned by, or partially owned through joint venture interests by the Operating Partnership, or subsidiaries thereof, not including those properties owned through our Opportunity Funds. These 80 properties consist of commercial properties, primarily neighborhood and community shopping centers, self-storage and mixed-use properties with a retail component. The properties we operate are located primarily in the Northeast, Mid-Atlantic and Midwestern regions of the United States. Our Core Portfolio consists of 35 properties comprising approximately 5.5 million square feet. Fund I has 21 properties comprising approximately 1.0 million square feet. Fund II has 10 properties, six of which (representing 1.1 million square feet) are currently operating, two are under construction, and two are in design phase. The Fund II portfolio will approximate 2.0 million square feet upon completion of all current construction and anticipated redevelopment activities. Fund III has 14 properties totaling approximately 1.8 million square feet, of which 11 locations representing 0.9 million net rentable square feet are self storage facilities. The majority of our operating income is derived from rental revenues from these 80 properties, including recoveries from tenants, offset by operating and overhead expenses. As our RCP Venture invests in operating companies, we consider these investments to be private-equity style, as opposed to real estate, investments. Since these are not traditional investments in operating rental real estate, the Operating Partnership invests in these through a taxable REIT subsidiary ( TRS ).

Our primary business objective is to acquire and manage commercial retail properties that will provide cash for distributions to shareholders while also creating the potential for capital appreciation to enhance investor returns. We focus on the following fundamentals to achieve this objective:

Own and operate a Core Portfolio of community and neighborhood shopping centers and main street retail located in markets with strong demographics and generate internal growth within the Core Portfolio through aggressive redevelopment, re-anchoring and or leasing activities

Maintain a strong and flexible balance sheet through conservative financial practices while ensuring access to sufficient capital to fund future growth

Generate external growth through an opportunistic yet disciplined acquisition program. The emphasis is on targeting transactions with high inherent opportunity for the creation of additional value through redevelopment and leasing and/or transactions requiring creative capital structuring to facilitate the transactions. These transactions may include other types of commercial real estate besides those types we invest in through our Core Portfolio. These may also include joint ventures with private equity investors for the purpose of making investments in operating retailers with significant embedded value in their real estate assets

**BUSINESS OUTLOOK**

The U.S. economy is currently in a recession, which has resulted in a significant decline in retail sales due to reduced consumer spending. Many financial and economic analysts are predicting that this business recession will extend through 2009 and perhaps beyond. Although the occupancy and net operating income within our portfolio has not been materially adversely affected through March 31, 2009, should retailers continue to experience deteriorating sales performance, the likelihood of tenant bankruptcy filings may increase which would negatively impact our results of operations. In addition to the impact on retailers, the economic recession has had an unprecedented impact on the U.S. credit markets. Traditional sources of financing, such as the commercial-mortgage backed security market, have become severely curtailed. If these conditions continue, our ability to finance new acquisitions will be adversely affected. Accordingly, our ability to generate external growth in income could be limited.



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See Item 1A. Risk Factors, in our Form 10-K for the year ended December 31, 2008 (our 2008 Form 10-K) including the discussions under the headings The current global financial crisis may cause us to lose tenants and may impair our ability to borrow money to purchase properties, refinance existing debt or obtain the necessary financing to complete our current redevelopment and The bankruptcy of, or a downturn in the business of, any of our major tenants or a significant number of our smaller tenants may adversely affect our cash flows and property values.

### CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Management bases its estimates on historical experience and assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe there have been no material changes to the items that we disclosed as our critical accounting policies under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in our 2008 Form 10-K.

### RESULTS OF OPERATIONS

**Comparison of the three months ended March 31, 2009 ( 2009 ) to the three months ended March 31, 2008 ( 2008 )**

#### Revenues

| (dollars in millions)  | 2009           |                   |                   |               | 2008           |                   |                   |               |
|------------------------|----------------|-------------------|-------------------|---------------|----------------|-------------------|-------------------|---------------|
|                        | Core Portfolio | Opportunity Funds | Storage Portfolio | Other (1)     | Core Portfolio | Opportunity Funds | Storage Portfolio | Other (1)     |
| Minimum rents          | \$ 12.6        | \$ 7.2            | \$ 1.5            | \$            | \$ 12.7        | \$ 4.3            | \$ 1.3            | \$            |
| Percentage rents       | 0.2            |                   |                   |               | 0.2            |                   |                   |               |
| Expense reimbursements | 4.1            | 1.4               |                   |               | 4.2            | 0.3               |                   |               |
| Other property income  | 0.2            |                   | 0.3               |               | 0.1            |                   | 0.1               |               |
| Management fee income  |                |                   |                   | 0.8           |                |                   |                   | 2.0           |
| Interest income        |                |                   |                   | 5.1           |                |                   |                   | 2.8           |
| Other income           | 1.7            |                   |                   |               |                |                   |                   |               |
| <b>Total revenues</b>  | <b>\$ 18.8</b> | <b>\$ 8.6</b>     | <b>\$ 1.8</b>     | <b>\$ 5.9</b> | <b>\$ 17.2</b> | <b>\$ 4.6</b>     | <b>\$ 1.4</b>     | <b>\$ 4.8</b> |

(1) Includes fees earned by the Company as general partner/managing member of the Opportunity Funds that are eliminated in consolidation. These fees are adjusted in noncontrolling interests. Reference is made to Note 14 to the Notes to Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q for an overview of our four reportable segments.

The increase in minimum rents in the Opportunity Funds primarily relates to additional rents following the acquisition of Cortlandt Towne Center ( 2009 Fund Acquisition ) of \$1.4 million and Fordham Place being partially placed in service in the second half of 2008 of \$1.5 million.

Expense reimbursements in the Opportunity Funds increased for both real estate taxes and common area maintenance as a result of the 2009 Fund Acquisition as well as Pelham Manor Shopping Center and Fordham Place being partially placed in service in the second half of 2008.

Management fee income decreased primarily as a result of lower fees earned of \$1.0 million from the City Point development project.

The increase in interest income was the result of higher interest earning assets in 2009, primarily from a new preferred equity investment and a note receivable originated during the later part of 2008.

Other income in the Core Portfolio increased \$1.7 million as a result of a sales contract deposit forfeited during 2009.





*Operating Expenses*

| (dollars in millions)           | 2009           |                   |                   |                 | 2008           |                   |                   |                 |
|---------------------------------|----------------|-------------------|-------------------|-----------------|----------------|-------------------|-------------------|-----------------|
|                                 | Core Portfolio | Opportunity Funds | Storage Portfolio | Other           | Core Portfolio | Opportunity Funds | Storage Portfolio | Other           |
| Property operating              | \$ 3.4         | \$ 2.1            | \$ 1.9            | \$              | \$ 3.3         | \$ 1.2            | \$ 0.6            | \$              |
| Real estate taxes               | 2.3            | 0.9               | 0.5               |                 | 2.3            | 0.3               | 0.1               |                 |
| General and administrative      | 6.9            | 4.1               |                   | (4.9)           | 6.7            | 4.5               | 0.1               | (5.2)           |
| Depreciation and amortization   | 4.2            | 3.4               | 1.0               |                 | 3.9            | 1.9               | 0.4               |                 |
| <b>Total operating expenses</b> | <b>\$ 16.8</b> | <b>\$ 10.5</b>    | <b>\$ 3.4</b>     | <b>\$ (4.9)</b> | <b>\$ 16.2</b> | <b>\$ 7.9</b>     | <b>\$ 1.2</b>     | <b>\$ (5.2)</b> |

The increase in property operating expenses in the Opportunity Funds was primarily the result of the 2009 Fund Acquisition. The increase in property operating expenses in the Storage Portfolio relates to the February 2008 acquisition of the Storage Post Portfolio ( 2008 Storage Acquisition ).

The increase in real estate taxes in the Opportunity Funds was attributable to the 2009 Fund Acquisition. The increase in real estate taxes in the Storage Portfolio relates to the 2008 Storage Acquisition.

The increase in general and administrative expense in the Core Portfolio was primarily attributable to severance costs in 2009 associated with staff reductions. This increase was partially offset by employee terminations in the second half of 2008. The decrease in general and administrative expense in the Opportunity Funds primarily relates to the reduction in Promote expense attributable to Fund I and Mervyns I. The increase in general and administrative expense in Other primarily relates to the elimination of the Fund I and Mervyns I Promote expense for consolidated financial statement presentation purposes.

Depreciation expense in the Core Portfolio increased \$0.4 million as a result of Ledgewood Mall being reclassified as a continuing operation in 2009 as opposed to being held for sale, or a discontinued operation in 2008. Depreciation expense increased \$1.1 million in the Opportunity Funds due to the 2009 Fund Acquisition as well as Pelham Manor Shopping Plaza and Fordham Plaza being partially placed in service in the second half of 2008. Amortization expense increased \$0.4 million in the Opportunity Funds as a result of additional amortization of loan costs related to Pelham and Fordham Plaza being partially placed in service in the second half of 2008. Depreciation expense and amortization expense increased \$0.6 million in the Storage Portfolio as a result of the 2008 Storage Acquisition.

*Other*

| (dollars in millions)  | 2009           |                   |                   |       | 2008           |                   |                   |       |
|--|----------------|-------------------|-------------------|-------|----------------|-------------------|-------------------|-------|
|  | Core Portfolio | Opportunity Funds | Storage Portfolio | Other | Core Portfolio | Opportunity Funds | Storage Portfolio | Other |
| Equity in earnings from unconsolidated affiliates  | \$ 0.1         | \$ (3.4)          | \$                | \$    | \$             | \$ 13.2           | \$                | \$    |
| Interest expense   | (5.1)          | (1.5)             | (1.2)             |       | (4.8)          | (1.4)             | (0.4)             |       |
| Gain on extinguishment of debt   | 3.2            |                   |                   |       |                |                   |                   |       |
| Income tax provision   | 0.5            |                   |                   |       | 1.8            |                   |                   |       |
| Income from discontinued operations  |                |                   |                   | 5.8   |                |                   |                   | 0.7   |
| Loss (income) attributable to noncontrolling interests in subsidiaries - Continuing operations   | (0.2)          | 7.5               | 0.1               | 1.1   | 0.1            | (6.5)             |                   | 1.4   |
| Loss (income) attributable to noncontrolling interests in subsidiaries - Discontinued operations |                | (4.9)             |                   |       |                | (0.2)             |                   |       |

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Equity in earnings of unconsolidated affiliates in the Opportunity Funds decreased primarily as a result of our pro rata share of gains from the sale of Mervyns locations in 2008.

Total interest expense in the Core Portfolio increased \$0.3 million in 2009. This was the result of a \$0.4 million increase attributable to higher average outstanding borrowings in 2009 offset by a \$0.1 million decrease attributable to lower average interest rates in 2009. Interest expense in the Opportunity Fund increased \$0.1 million in 2009. This was the result of an increase of \$1.0 million due to higher average outstanding borrowings in 2009 and \$0.5 million of lower capitalized interest in 2009. These increases were offset by a \$1.4 million decrease related to lower average interest rates in 2009. Interest expense in the Storage Portfolio increased \$0.8 million as a result of the 2008 Storage Acquisition.

The gain on extinguishment of debt of \$3.2 million is attributable to the purchase of our convertible debt at a discount in 2009.

The variance in income tax provision in the Core Portfolio primarily relates to income taxes at the taxable REIT subsidiary ( TRS ) level for our share of gains from the sale of Mervyns locations in 2008.

Income from discontinued operations represents activity related to properties sold in 2009 and 2008.

Loss (income) attributable to noncontrolling interests in subsidiaries - Continuing operations for the Opportunity Funds primarily represents the noncontrolling interests share of all Opportunity Fund activity and ranges from a 77.8% interest in Fund I to an 80.1% interest in Fund III. The variance between 2009 and 2008 represents the noncontrolling interests share of all the Opportunity Funds variances discussed above. Loss (income) attributable to noncontrolling interests in subsidiaries - Continuing operations in Other relates to the noncontrolling interests share of capitalized construction, leasing and legal fees.

Loss (income) attributable to noncontrolling interests in subsidiaries - Discontinued operations for the Opportunity Funds primarily represents the noncontrolling interests share of activity related to properties sold in 2009 and 2008.

### Funds from Operations

Consistent with the National Association of Real Estate Investment Trusts ( NAREIT ) definition, we define funds from operations ( FFO ) as net income attributable to Common Shareholders (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciated property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures.

We consider FFO to be an appropriate supplemental disclosure of operating performance for an equity REIT due to its widespread acceptance and use within the REIT and analyst communities. FFO is presented to assist investors in analyzing our performance. They are helpful as they exclude various items included in net income that is not indicative of the operating performance, such as gains (or losses) from sales of property and depreciation and amortization. However, our method of calculating FFO may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs. FFO does not represent cash generated from operations as defined by GAAP and are not indicative of cash available to fund all cash needs, including distributions. FFO should not be considered as an alternative to net income for the purpose of evaluating our performance or to cash flows as measures of liquidity.

The reconciliation of net income to FFO for the three months ended March 31, 2009 and 2008 is as follows:

| (dollars in millions)   | Three months ended<br>March 31, |         |
|---|---------------------------------|---------|
|   | 2009                            | 2008    |
| Net income attributable to Common Shareholders  | \$ 10.3                         | \$ 8.2  |
| Depreciation of real estate and amortization of leasing costs (net of noncontrolling interests share) |                                 |         |
| Consolidated affiliates   | 4.4                             | 3.6     |
| Unconsolidated affiliates   | 0.4                             | 0.5     |
| Gain on sale (net of noncontrolling interests share)  | (0.9)                           | —       |
| Income attributable to noncontrolling interest in Operating Partnership (1)                           | 0.1                             | 0.1     |
|   | \$ 14.3                         | \$ 12.4 |
| Funds from operations   |                                 |         |

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Cash flows provided by (used in):

|                      |    |        |    |         |
|----------------------|----|--------|----|---------|
| Operating activities | \$ | 19.1   | \$ | (5.3)   |
| Investing activities |    | (88.7) |    | (157.3) |
| Financing activities |    | 98.8   |    | 135.1   |

Notes:

(1) Does not include distributions paid to Series A and B Preferred OP Unit holders.

**USES OF LIQUIDITY**

Our principal uses of liquidity are expected to be primarily for (i) distributions to our shareholders and OP unit holders, (ii) investments which include the funding of our capital committed to our Opportunity Funds and property acquisitions and redevelopment/re-tenanting activities within our Core Portfolio, and (iii) debt service and loan repayments, including the repurchase of our Convertible Notes.

**Distributions**

In order to qualify as a REIT for Federal income tax purposes, we must currently distribute at least 90% of our taxable income to our shareholders. For the three months ended March 31, 2009, we paid dividends and distributions on our Common Shares and Common OP Units totaling \$6.9 million. In addition, in December of 2008, our Board of Trustees approved a special dividend of approximately \$0.55 per share, or \$18.0 million in the aggregate, which was associated with taxable gains arising from property dispositions in 2008, which was paid on January 30, 2009, to shareholders of record as of December 31, 2008. 90% of the special dividend was paid through the issuance of 1.3 million Common Shares and 10%, or \$1.8 million, was paid in cash. Recognizing the need to maintain maximum financial flexibility in light of the current state of the economy and the capital markets, and considering the increased dividend requirements that would be necessary to maintain the current per share level of dividends on an increased number of shares issued in connection with our issuance of Common Shares during April 2009 (See SOURCES OF LIQUIDITY), we expect our per share dividend payments on our Common Shares for the balance of 2009 to be reduced. We expect that our current cash dividend per share of \$0.84 on an annualized basis will be reduced based on the 5.75 million Common Shares issued during April 2009. We expect to maintain our current aggregate annualized cash dividend of approximately \$28.6 million for 2009, including the dividend paid for the three months ended March 31, 2009. Notwithstanding the foregoing, the decision to declare and pay dividends on our Common Shares in the future, as well as the timing, amount and composition of any such future dividends will be at the sole discretion of our Board of Trustees.

**Investments****Fund I and Mervyns I**

Reference is made to Notes 1 and 7 to the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q for an overview of Fund I and Mervyns I. Fund I has returned all invested capital and accumulated preferred return thus triggering our Promote in all future Fund I earnings and distributions. Fund I currently owns, or has ownership interest in, 21 assets comprising approximately 1.0 million square feet as follows:

| <b>Shopping Center</b>            | <b>Location</b>                   | <b>Year acquired</b> | <b>GLA</b>       |
|-----------------------------------|-----------------------------------|----------------------|------------------|
| <b><u>New York Region</u></b>     |                                   |                      |                  |
| <i>New York</i>                   |                                   |                      |                  |
| Tarrytown Shopping Center         | Tarrytown<br>(Westchester County) | 2004                 | 35,291           |
| <b><u>Mid-Atlantic Region</u></b> |                                   |                      |                  |
| <i>Ohio</i>                       |                                   |                      |                  |
| Granville Centre                  | Columbus                          | 2002                 | 134,997          |
| <i>Michigan</i>                   |                                   |                      |                  |
| Sterling Heights Shopping Center  | Detroit                           | 2004                 | 154,835          |
| <b><u>Various Regions</u></b>     |                                   |                      |                  |
| Kroger/Safeway Portfolio          | Various                           | 2003                 | 709,400          |
| <b>Total</b>                      |                                   |                      | <b>1,034,523</b> |

In addition, we, along with our Fund I investors have invested in Mervyns as discussed in Note 7 in the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q under the RCP Venture below.

**Fund II and Mervyns II**

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Reference is made to Notes 1 and 7 to the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q for an overview of Fund II and Mervyns II. To date, Fund II's primary investment focus has been in the New York Urban/Infill Redevelopment Initiative and the Retailer Controlled Property Venture.

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### Retailer Controlled Property Venture

Reference is made to Note 7 in the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q for a discussion of RCP investments made to date.

### New York Urban Infill Redevelopment Initiative

In September 2004, we, through Fund II, launched our New York Urban Infill Redevelopment initiative. During 2004, Fund II, together with an unaffiliated partner, P/A Associates, LLC ( P/A ), formed Acadia P/A Holding Company, LLC ( Acadia P/A ) for the purpose of acquiring, constructing, developing, owning, operating, leasing and managing certain retail real estate properties in the New York City metropolitan area. P/A has agreed to invest 10% of required capital up to a maximum of \$2.2 million and Fund II, the managing member, has agreed to invest the balance to acquire assets in which Acadia P/A agrees to invest. Operating cash flow is generally to be distributed pro-rata to Fund II and P/A until each has received a 10% cumulative return and then 60% to Fund II and 40% to P/A. Distributions of net refinancing and net sales proceeds, as defined, follow the distribution of operating cash flow except that unpaid original capital is returned before the 60%/40% split between Fund II and P/A, respectively. Upon the liquidation of the last property investment of Acadia P/A, to the extent that Fund II has not received an 18% internal rate of return ( IRR ) on all of its capital contributions, P/A is obligated to return a portion of its previous distributions, as defined, until Fund II has received an 18% IRR.

To date, Fund II has invested in nine New York Urban Infill Redevelopment construction projects, eight of which are in conjunction with P/A, as follows:

| Property                         | Location    | Year acquired | Purchase price | Redevelopment (dollars in millions) |                           |                             |
|----------------------------------|-------------|---------------|----------------|-------------------------------------|---------------------------|-----------------------------|
|                                  |             |               |                | Anticipated additional costs        | Estimated completion      | Square feet upon completion |
| Liberty Avenue (1) (2)           | Queens      | 2005          | \$ 14.9        | \$                                  | Completed                 | 125,000                     |
| 216 <sup>th</sup> Street(3)      | Manhattan   | 2005          | 27.7           |                                     | Completed                 | 60,000                      |
| Fordham Place                    | Bronx       | 2004          | 30.0           | 95.0                                | 1 <sup>st</sup> half 2009 | 271,000                     |
| Pelham Manor Shopping Center (1) | Westchester | 2004          |                | 65.0                                | Completed                 | 320,000                     |
| 161 <sup>st</sup> Street         | Bronx       | 2005          | 49.0           | 16.0                                | Completed                 | 232,000                     |
| Canarsie Plaza                   | Brooklyn    | 2007          | 21.0           | 53.0                                | 1 <sup>st</sup> half 2011 | 257,000                     |
| Sherman Plaza                    | Manhattan   | 2005          | 25.0           | 30.0                                | (4)                       | 216,000                     |
| CityPoint (1)                    | Brooklyn    | 2007          | 29.0           | 199.8                               | (4)                       | 419,000                     |
| Atlantic Avenue (5)              | Brooklyn    | 2007          | 5.0            | 18.0                                | 2 <sup>nd</sup> half 2009 | 110,000                     |
| Total                            |             |               | \$ 201.6       | \$ 476.8                            |                           | 2,010,000                   |

### Notes:

- (1) Fund II acquired a ground lease interest at this property.
- (2) Liberty Avenue redevelopment is complete. The purchase price includes redevelopment costs of \$14.9 million.
- (3) 216<sup>th</sup> Street redevelopment is complete. The purchase price includes redevelopment costs of \$20.7 million.
- (4) To be determined
- (5) P/A is not a partner in this project.

### **Acadia Strategic Opportunity Fund III, LLC ( Fund III )**

Reference is made to Note 1 in the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q for an overview of Fund III. As of March 31, 2009, \$96.5 million has been invested in Fund III, of which the Operating Partnership contributed \$19.2 million.

### New York Urban Infill Redevelopment Initiative

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Fund III has invested in the New York Urban/Infill Redevelopment initiative and another investment as follows:

| Property        | Location     | Year acquired | Purchase price | Redevelopment (dollars in millions) |                             |
|-----------------|--------------|---------------|----------------|-------------------------------------|-----------------------------|
|                 |              |               |                | Anticipated additional costs        | Square feet upon completion |
| Sheepshead Bay  | Brooklyn, NY | 2007          | \$ 20.0        | \$ 89.0                             | 240,000                     |
| 125 Main Street | Westport, CT | 2007          | 17.0           | 6.0                                 | 30,000                      |
| <b>Total</b>    |              |               | <b>\$ 37.0</b> | <b>\$ 95.0</b>                      | <b>270,000</b>              |



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### Other Fund III Investments

During February 2008, Acadia, through Fund III, and in conjunction with an unaffiliated partner, Storage Post, acquired a portfolio of eleven self-storage properties from Storage Post's existing institutional investors for approximately \$174.0 million. The properties are located throughout New York and New Jersey. The portfolio continues to be operated by Storage Post, which is a 5% equity partner.

During January 2009, Fund III purchased Cortlandt Towne Center for \$78 million. The property is a 640,000 square foot shopping center located in Westchester County, NY, a trade area with high barriers to entry for regional and national retailers.

### **Preferred Equity Investment and Notes Receivable**

Reference is made to Note 8 to the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q for an overview of our preferred equity investment and notes receivable. At March 31, 2009, our preferred equity investment and notes receivable aggregated \$126.3 million and accrued interest thereon of \$9.6 million, and were collateralized by the underlying properties, the borrower's ownership interest in the entities that own the properties and/or by the borrower's personal guarantee. Effective interest rates on our preferred equity investment, mezzanine loan investments and notes receivable ranged from 3.41% to in excess of 20% with maturities through January 2017.

### **Purchase of Convertible Notes**

Repurchase of our Convertible Notes is another use of our liquidity. During the first quarter of 2009, we purchased an additional \$18.5 million in principal amount of our outstanding Convertible Notes for \$13.9 million. During April 2009, we purchased an additional \$11.1 million in principal amount for \$9.3 million.

### **Share Repurchase**

We have an existing share repurchase program that authorizes management, at its discretion, to repurchase up to \$20.0 million of our outstanding Common Shares. The program may be discontinued or extended at any time and there is no assurance that we will purchase the full amount authorized. Under this program we have repurchased 2.1 million Common Shares, none of which were repurchased after December 2001. As of March 31, 2009, management may repurchase up to approximately \$7.5 million of our outstanding Common Shares under this program.

### **SOURCES OF LIQUIDITY**

We intend on using Fund III, as well as new funds that we may establish in the future, as the primary vehicles for our future acquisitions, including investments in the RCP Venture and New York Urban/Infill Redevelopment initiative. Additional sources of capital for funding property acquisitions, redevelopment, expansion and re-tenanting and RCP Venture investments, are expected to be obtained primarily from (i) the issuance of public equity or debt instruments, (ii) cash on hand and cash flow from operating activities, (iii) additional debt financings, (iv) unrelated member capital contributions and (v) future sales of existing properties.

As of March 31, 2009, we had approximately \$134.6 million of additional capacity under existing debt facilities and cash and cash equivalents on hand of \$116.0 million.

### **Shelf Registration Statement and Issuance of Equity**

During April 2009, we filed a shelf registration on Form S-3 providing for offerings of up to a total of \$500.0 million of Common Shares, Preferred Shares and debt securities. During April 2009, we issued 5.75 million Common Shares and generated net proceeds of approximately \$65.0 million. We used \$33.0 million of these proceeds to reduce the outstanding balance on two of our lines of credit (see Financing and Debt below) and \$9.3 million to repurchase our Convertible Notes. Following this issuance, we have remaining capacity under this registration statement to issue up to approximately \$350 million of these securities.

### **Asset Sales**

Asset sales are an additional source of liquidity for us. On February 2, 2009, The Kroger Co. purchased the fee at six locations in Fund I's Kroger/Safeway Portfolio for \$14.6 million of which Fund I's share of the sales proceeds amounted to \$8.1 million after the repayment of the mortgage debt on these properties.

**Financing and Debt**

At March 31, 2009, mortgage and convertible notes payable aggregated \$864.5 million, net of unamortized premium of \$0.1 million and unamortized discount of \$5.0 million, and were collateralized by 33 properties and related tenant leases. Interest rates on our outstanding mortgage indebtedness and convertible notes payable ranged from 1.10% to 7.18% with maturities that ranged from May 2009 to November 2032. Taking into consideration \$73.3 million of notional principal under variable to fixed-rate swap agreements currently in effect, \$487.1 million of the portfolio, or 56.3%, was fixed at a 5.35% weighted average interest rate and \$377.4 million, or 43.7% was floating at a 2.19% weighted average interest rate. There is \$135.9 million of debt maturing in 2009 at weighted average interest rates of 3.29%. Of this amount, \$5.4 million represents scheduled annual amortization. The loans relating to \$96.0 million of the 2009 maturities provide for extension options, which we believe we will be able to exercise. If we are unable to extend these loans and refinance the balance of \$34.5 million, we believe we will be able to repay this debt with existing liquidity, including unfunded capital commitments from the Opportunity Fund investors. As it relates to maturities after 2009, we may not have sufficient cash on hand to repay such indebtedness, we may have to refinance this indebtedness or select other alternatives based on market conditions at that time. Given the current lack of liquidity in the credit markets and the current economic recession, which may cause us to lose tenants or not secure new tenants for existing centers or projects under development, refinancing this debt will be very difficult. See the Item 1A. Risk Factors, including the discussions under the headings The current global financial crisis may cause us to lose tenants and may impair our ability to borrow money to purchase properties, refinance existing debt or obtain the necessary financing to complete our current redevelopment in our 2008 Form 10-K.

We completed the following transactions related to mortgage loans during the three months ended March 31, 2009:

i) borrowed \$6.6 million on three existing construction loans

ii) paid off \$4.8 million of self-amortizing debt

iii) closed on a \$19.0 million loan that bears interest at a floating rate of LIBOR plus 150 basis points and matures on January 15, 2010, the proceeds of which were used to repay a maturing loan of \$19.0 million; and

iv) extended a note that was to mature March 1, 2009 for one year and adjusted the interest rate from LIBOR plus 100 basis points to LIBOR plus 250 basis points.

Subsequent to March 31, 2009, we paid down \$33.0 million on existing lines of credit which increased the amount available under credit facilities from \$134.6 million to \$167.6 million.

The following table sets forth certain information pertaining to the Company's secured credit facilities:

(dollars in millions)

| <b>Borrower</b>   | <b>Total available credit facilities</b> | <b>Amount borrowed as of December 31, 2008</b> | <b>2009 net borrowings (repayments) during the three months ended March 31, 2009</b> | <b>Amount borrowed as of March 31, 2009</b> | <b>Letters of credit outstanding as of March 31, 2009</b> | <b>Amount available under credit facilities as of March 31, 2009</b> |
|-------------------|--|--|--|---|---|--|
| Acadia Realty, LP | \$ 72.3                                  | \$ 48.9  | \$   | \$ 48.9                                     | \$ 10.7   | \$ 12.7  |
| Acadia Realty, LP | 30.0                                     |  | 25.0   | 25.0  |   | 5.0  |
| Fund II           | 70.0                                     | 34.7   | 19.0   | 53.7  | 0.6   | 15.7   |
| Fund III          | 245.0                                    | 62.3   | 81.0   | 143.3                                       | 0.5   | 101.2  |
| <b>Total</b>      | <b>\$ 417.3</b>                          | <b>\$ 145.9</b>                                | <b>\$ 125.0</b>  | <b>\$ 270.9</b>                             | <b>\$ 11.8</b>  | <b>\$ 134.6</b>  |

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The following table summarizes our mortgage indebtedness as of March 31, 2009 and December 31, 2008:

(dollars in millions)

| Lender/Originator                             | March<br>31,<br>2009 | December<br>31,<br>2008 | Interest Rate<br>at March 31, 2009 | Maturity   | Properties<br>Encumbered | Payment<br>Terms |
|---|----------------------|-------------------------|------------------------------------|------------|--------------------------|------------------|
| <b>Mortgage notes payable – variable-rate</b> |                      |                         |                                    |            |                          |                  |
| Bank of America, N.A.                         | \$ 9.6               | \$ 9.6                  | 1.90% (LIBOR<br>+1.40%)            | 6/29/2012  | (1)                      | (30)             |
| RBS Greenwich Capital                         | 30.0                 | 30.0                    | 1.90% (LIBOR<br>+1.40%)            | 4/1/2010   | (2)                      | (31)             |
| PNC Bank, National Association                | 11.4                 | 11.4                    | 2.15% (LIBOR<br>+1.65%)            | 5/18/2009  | (4)                      | (41)             |
| Bank of America, N.A.                         | 15.5                 | 15.5                    | 1.80% (LIBOR<br>+1.30%)            | 12/1/2011  | (6)                      | (30)             |
| Anglo Irish Bank Corporation                  | 9.8                  | 9.8                     | 2.15% (LIBOR<br>+1.65%)            | 10/30/2010 | (10)                     | (31)             |
| Eurohypo AG                                   | 84.6                 | 80.5                    | 2.25% (LIBOR<br>+1.75%)            | 10/4/2009  | (5)                      | (41)             |
| Bank of China                                 |                      | 19.0                    | 2.35% (LIBOR<br>+1.85%)            | 1/15/2009  | (21)                     | (31)             |
| Bank of America                               | 19.0                 |                         | 2.00% (LIBOR<br>+1.50%)            | 1/15/2010  | (21)                     | (31)             |
| Sub-total mortgage notes payable              | <u>179.9</u>         | <u>175.8</u>            |                                    |            |                          |                  |
| <b>Secured credit facilities:</b>             |                      |                         |                                    |            |                          |                  |
| Bank of America, N.A.                         | 48.9                 | 48.9                    | 1.75% (LIBOR<br>+1.25%)            | 12/1/2010  | (7)                      | (32)             |
| Bank of America, N.A./ Bank of New York       | 53.7                 | 34.7                    | 3.00% (LIBOR<br>+2.50%)            | 3/1/2010   | (8)                      | (30)             |
| Bank of America, N.A.                         | 143.2                | 62.2                    | 1.10% (Commercial<br>Paper +0.45%) | 10/9/2011  | (9)                      | (30)             |
| J.P. Morgan Chase                             | 25.0                 |                         | 1.75% (LIBOR<br>+1.25%)            | 3/29/2010  | (29)                     | (31)             |
| Sub-total secured credit facilities           | <u>270.8</u>         | <u>145.8</u>            |                                    |            |                          |                  |
| Interest rate swaps (42)                      | <u>(73.3)</u>        | <u>(73.4)</u>           |                                    |            |                          |                  |
| Total variable-rate debt                      | <u>377.4</u>         | <u>248.2</u>            |                                    |            |                          |                  |
| <b>Mortgage notes payable – fixed-rate</b>    |                      |                         |                                    |            |                          |                  |
| RBS Greenwich Capital                         | 14.5                 | 14.6                    | 5.64%                              | 9/6/2014   | (13)                     | (30)             |
| RBS Greenwich Capital                         | 17.6                 | 17.6                    | 4.98%                              | 9/6/2015   | (14)                     | (33)             |
| RBS Greenwich Capital                         | 12.5                 | 12.5                    | 5.12%                              | 11/6/2015  | (15)                     | (34)             |
| Bear Stearns Commercial                       | 34.6                 | 34.6                    | 5.53%                              | 1/1/2016   | (16)                     | (35)             |
| Bear Stearns Commercial                       | 20.5                 | 20.5                    | 5.44%                              | 3/1/2016   | (17)                     | (31)             |
| J.P. Morgan Chase                             | 8.3                  | 8.3                     | 6.40%                              | 11/1/2032  | (18)                     | (30)             |
| Column Financial, Inc.                        | 9.6                  | 9.7                     | 5.45%                              | 6/11/2013  | (19)                     | (30)             |
| Merrill Lynch Mortgage Lending, Inc.          | 23.5                 | 23.5                    | 6.06%                              | 10/1/2016  | (20)                     | (36)             |
| Cortlandt Deposit Corp                        |                      | 1.2                     | 6.62%                              | 2/1/2009   | (22)                     | (40)             |
| Cortlandt Deposit Corp                        |                      | 2.3                     | 6.51%                              | 1/15/2009  | (23)                     | (40)             |

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|                               |                   |                   |       |           |      |      |
|-------------------------------|-------------------|-------------------|-------|-----------|------|------|
| Bank of America N.A.          | 25.5              | 25.5              | 5.80% | 10/1/2017 | (3)  | (31) |
| Bear Stearns Commercial       | 26.3              | 26.2              | 5.88% | 8/1/2017  | (11) | (37) |
| Wachovia                      | 26.0              | 26.0              | 5.42% | 2/11/2017 | (12) | (31) |
| Bear Stearns Commercial       | 27.2              | 25.3              | 7.18% | 1/1/2020  | (27) | (41) |
| GEMSA Loan Services, L.P.     | 4.9               | 4.9               | 5.37% | 12/1/2009 | (24) | (30) |
| Wachovia                      | 34.1              | 34.3              | 5.86% | 6/11/2009 | (25) | (31) |
| GEMSA Loan Services, L.P.     | 41.5              | 41.5              | 5.30% | 3/16/2011 | (26) | (30) |
| Bear Stearns Commercial       | 3.7               | 3.3               | 7.14% | 1/1/2020  | (28) | (39) |
| Interest rate swaps (42)      | 73.3              | 73.4              | 5.41% | (43)      |      |      |
|                               | <u>          </u> | <u>          </u> |       |           |      |      |
| Total fixed-rate debt         | 403.6             | 405.2             |       |           |      |      |
|                               | <u>          </u> | <u>          </u> |       |           |      |      |
| Total fixed and variable debt | 781.0             | 653.4             |       |           |      |      |
|                               | <u>          </u> | <u>          </u> |       |           |      |      |
| Unamortized premium           | 0.1               | 0.1               |       |           |      |      |
|                               | <u>          </u> | <u>          </u> |       |           |      |      |
| Total                         | \$ 781.1          | \$ 653.5          |       |           |      |      |
|                               | <u>          </u> | <u>          </u> |       |           |      |      |

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### Notes:

- (1) Village Commons Shopping Center
- (2) 161<sup>st</sup> Street
- (3) 216<sup>th</sup> Street
- (4) Liberty Avenue
- (5) Fordham Place
- (6) Branch Shopping Center
- (7) Line of credit secured by the following properties:
  - Marketplace of Absecon
  - Bloomfield Town Square
  - Hobson West Plaza
  - Town Line Plaza
  - Methuen Shopping Center
  - Abington Towne Center
- (8) Acadia Strategic Opportunity Fund II, LLC line of credit secured by unfunded investor capital commitments
- (9) Acadia Strategic Opportunity Fund III, LLC line of credit secured by unfunded investor capital commitments
- (10) Tarrytown Center
- (11) Merrillville Plaza
- (12) 239 Greenwich Avenue
- (13) New Loudon Center
- (14) Crescent Plaza
- (15) Pacesetter Park Shopping Center
- (16) Elmwood Park Shopping Center
- (17) Gateway Shopping Center
- (18) Boonton Shopping Center
- (19) Chestnut Hill
- (20) Walnut Hill
- (21) Sherman Avenue
- (22) Kroger Portfolio
- (23) Safeway Portfolio
- (24) Acadia Suffern
- (25) Acadia Storage Company, LLC

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- (26) Acadia Storage Post Portfolio CO, LLC
- (27) Pelham Manor
- (28) Atlantic Avenue
- (29) Line of credit secured by the Ledgewood Mall
- (30) Monthly principal and interest.
- (31) Interest only monthly.
- (32) Annual principal and monthly interest.
- (33) Interest only monthly until 9/10; monthly principal and interest thereafter.
- (34) Interest only monthly until 12/08; monthly principal and interest thereafter.
- (35) Interest only monthly until 1/10; monthly principal and interest thereafter.
- (36) Interest only monthly until 10/11; monthly principal and interest thereafter.
- (37) Interest only monthly until 7/12 monthly principal and interest thereafter.
- (38) Interest only monthly until 11/12 monthly principal and interest thereafter.
- (39) Interest only monthly until 12/1/14 monthly principal and interest thereafter
- (40) Annual principal and semi-annual interest payments.
- (41) Interest only upon draw down on construction loan.
- (42) Maturing between 1/1/10 and 11/30/12.
- (43) Represents the amount of the Company's variable-rate debt that has been fixed through certain cash flow hedge transactions (Note 9).

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### CONTRACTUAL OBLIGATIONS AND OTHER COMMITMENTS

At March 31, 2009, maturities on our mortgage notes ranged from May 2009 to November 2032. In addition, we have non-cancelable ground leases at seven of our shopping centers. We also lease space for our corporate headquarters for a term expiring in 2015. The following table summarizes our debt maturities and obligations under non-cancelable operating leases as of March 31, 2009:

(dollars in millions)

| Contractual obligation                | Payments due by period |                     |                 |                 |                      |
|---------------------------------------|------------------------|---------------------|-----------------|-----------------|----------------------|
|                                       | Total                  | Less than<br>1 year | 1 to 3<br>years | 3 to 5<br>years | More than<br>5 years |
| Future debt maturities                | \$ 864.5               | \$ 135.9            | \$ 473.0        | \$ 23.1         | \$ 232.5             |
| Interest obligations on debt          | 148.6                  | 24.5                | 48.7            | 29.9            | 45.5                 |
| Operating lease obligations           | 121.8                  | 3.8                 | 10.3            | 10.7            | 97.0                 |
| Construction commitments <sup>1</sup> | 17.8                   | 17.8                |                 |                 |                      |
| <b>Total</b>                          | <b>\$ 1,152.7</b>      | <b>\$ 182.0</b>     | <b>\$ 532.0</b> | <b>\$ 63.7</b>  | <b>\$ 375.0</b>      |

Notes:

<sup>1</sup> In conjunction with the redevelopment of our Core Portfolio and Opportunity Fund properties, we have entered into construction commitments with general contractors. We intend to fund these requirements with existing liquidity.

### OFF BALANCE SHEET ARRANGEMENTS

We have investments in the following joint ventures for the purpose of investing in operating properties. We account for these investments using the equity method of accounting as we have a noncontrolling interest. As such, our financial statements reflect our share of income and loss from but not the assets and liabilities of these joint ventures.

Reference is made to Note 7 in the Notes to Consolidated Financial Statements in Part 1, Item 1 in this Form 10-Q for a discussion of our unconsolidated investments. Our pro rata share of unconsolidated debt related to these investments is as follows:

(dollars in millions)

| Investment       | Pro rata share<br>of<br>mortgage debt | Interest rate<br>at<br>March 31,<br>2009 | Maturity date |
|------------------|---------------------------------------|--|---------------|
| Crossroads       | \$ 30.8                               | 5.37%                                    | December 2014 |
| Brandywine       | 36.9                                  | 5.99%                                    | July 2016     |
| CityPoint        | 7.8                                   | 3.00%                                    | August 2009   |
| Sterling Heights | 3.2                                   | 2.35%                                    | August 2010   |
| <b>Total</b>     | <b>\$ 78.7</b>                        |  |               |

In addition, we have arranged for the provision of five separate letters of credit in connection with certain leases and investments. As of March 31, 2009, there were no outstanding balances under any of these letters of credit. If these letters of credit were fully drawn, the combined maximum amount of exposure would be \$11.8 million.

### HISTORICAL CASH FLOW

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The following table compares the historical cash flow for the three months ended March 31, 2009 ( 2009 ) with the cash flow for the three months ended March 31, 2008 ( 2008 )

| (dollars in millions)                     | Three months ended March 31, |           |         |
|---|------------------------------|-----------|---------|
|   | 2009                         | 2008      | Change  |
| Net cash provided by operating activities | \$ 19.1                      | \$ (5.3)  | \$ 24.4 |
| Net cash used in investing activities     | (88.7)                       | (157.3)   | 68.6    |
| Net cash provided by financing activities | 98.8                         | 135.1     | (36.3)  |
| Total                                     | \$ 29.2                      | \$ (27.5) | \$ 56.7 |

A discussion of the significant changes in cash flow for 2009 versus 2008 is as follows:



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An increase of \$24.4 million in net cash provided by operating activities resulted primarily from a net increase in cash provided by other assets, which was the result of additional cash used for the purchase of short term financial instruments in 2008 and the subsequent redemption of these financial instruments in 2009.

A decrease of \$68.6 million of net cash used in investing activities resulted from the following: (i) a decrease of \$59.0 million in expenditures for real estate, development and tenant installations in 2009 and (ii) an additional \$9.5 million, before amounts allocated to noncontrolling interests, in proceeds from the sale of Kroger properties in 2009.

The \$36.3 million decrease in net cash provided by financing activities was attributable to the following decreases in cash for 2009: (i) a decrease of \$46.0 million in capital contributions from partners and members in 2009, (ii) a decrease of \$18.2 million from borrowings in 2009 and (iii) an additional \$13.9 million of cash used for the purchase of convertible notes in 2009. These 2009 cash decreases were offset by the following: (i) \$36.3 million of additional cash used for the repayment of debt in 2008 and (ii) a decrease of \$5.5 million in cash dividends paid to Common Shareholders in 2009.

### INFLATION

Our long-term leases contain provisions designed to mitigate the adverse impact of inflation on our net income. Such provisions include clauses enabling us to receive percentage rents based on tenants' gross sales, which generally increase as prices rise, and/or, in certain cases, escalation clauses, which generally increase rental rates during the terms of the leases. Such escalation clauses are often related to increases in the consumer price index or similar inflation indexes. In addition, many of our leases are for terms of less than ten years, which permits us to seek to increase rents upon re-rental at market rates if current rents are below the then existing market rates. Most of our leases require the tenants to pay their share of operating expenses, including common area maintenance, real estate taxes, insurance and utilities, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation.

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

Our primary market risk exposure is to changes in interest rates related to our mortgage debt. See the discussion under Item 2 for certain quantitative details related to our mortgage debt.

Currently, we manage our exposure to fluctuations in interest rates primarily through the use of fixed-rate debt and interest rate swap agreements. As of March 31, 2009, we had total mortgage debt and convertible notes payable of \$864.5 million, net of unamortized premium of \$0.1 million and unamortized discount of \$5.0 million, of which \$487.1 million or 56.3%, was fixed-rate, inclusive of interest rate swaps, and \$377.4 million, or 43.7%, was variable-rate based upon LIBOR or commercial paper rates plus certain spreads. As of March 31, 2009, we were a party to seven interest rate swap transactions and one interest rate cap transaction to hedge our exposure to changes in interest rates with respect to \$73.3 million and \$30.0 million of LIBOR-based variable-rate debt, respectively.

Of our total consolidated outstanding debt, \$135.9 million and \$188.0 million will become due in 2009 and 2010, respectively. As we intend on refinancing some or all of such debt at the then-existing market interest rates which may be greater than the current interest rate, our interest expense would increase by approximately \$3.3 million annually if the interest rate on the refinanced debt increased by 100 basis points. After giving effect to noncontrolling interest, the Company's share of this increase would be \$1.3 million.

Interest expense on our consolidated variable-rate debt, net of variable to fixed-rate swap agreements currently in effect, as of March 31, 2009 would increase by \$3.8 million annually if LIBOR increased by 100 basis points. After giving effect to noncontrolling interest, the Company's share of this increase would be \$1.0 million. We may seek additional variable-rate financing if and when pricing and other commercial and financial terms warrant. As such, we would consider hedging against the interest rate risk related to such additional variable-rate debt through interest rate swaps and protection agreements, or other means.

### Item 4. Controls and Procedures.

(a) *Evaluation of Disclosure Controls and Procedures.* In accordance with paragraph (b) of Rule 13a-15 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), the Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

(b) *Internal Control over Financial Reporting.* There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



**Part II. Other Information**

**Item 1. Legal Proceedings.**

There have been no material legal proceedings beyond those previously disclosed in our 2008 Form 10-K.

**Item 1A. Risk Factors.**

The most significant risk factors applicable to the Company are described in Item 1A of our 2008 Form 10-K. There have been no material changes to those previously-disclosed risk factors.

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

None

**Item 3. Defaults Upon Senior Securities.**

None

**Item 4. Submission of Matters to a Vote of Security Holders.**

None

**Item 5. Other Information.**

None

**Item 6. Exhibits.**

The information under the heading Exhibit Index below is incorporated herein by reference.

**SIGNATURES**

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

**ACADIA REALTY TRUST**

May 7, 2009 /s/ Kenneth F. Bernstein

\_\_\_\_\_  
Kenneth F. Bernstein  
President and Chief Executive Officer  
(Principal Executive Officer)

May 7, 2009 /s/ Michael Nelsen

\_\_\_\_\_  
Michael Nelsen  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

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### Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Declaration of Trust of the Company, as amended (1)  |
| 3.2                | Fourth Amendment to Declaration of Trust (2)   |
| 3.3                | Amended and Restated By-Laws of the Company (3)  |
| 3.4                | Fifth Amendment to Declaration of Trust (5)  |
| 3.5                | First Amendment the Amended and Restated Bylaws of the Company (5)   |
| 4.1                | Voting Trust Agreement between the Company and Yale University dated February 27, 2002 (4)   |
| 10.13              | Description of Long Term Investment Alignment Program (9)  |
| 10.16              | Note Modification Agreement, Note, Mortgage Modification Agreement, Mortgage, Assignment of Leases and Rents and Security Agreement between Acadia-P/A Sherman Avenue LLC and Bank of America N. A. dated January 15, 2009 (5) |
| 31.1               | Certification of Chief Executive Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (5)                                 |
| 31.2               | Certification of Chief Financial Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (5)                                 |
| 32.1               | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (5)  |
| 32.2               | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (5)  |
| 99.1               | Amended and Restated Agreement of Limited Partnership of the Operating Partnership (6)   |
| 99.2               | First and Second Amendments to the Amended and Restated Agreement of Limited Partnership of the Operating Partnership (6)  |
| 99.3               | Third Amendment to Amended and Restated Agreement of Limited Partnership of the Operating Partnership (7)  |
| 99.4               | Fourth Amendment to Amended and Restated Agreement of Limited Partnership of the Operating Partnership (7)   |
| 99.5               | Certificate of Designation of Series A Preferred Operating Partnership Units of Limited Partnership Interest of Acadia Realty Limited Partnership (8)  |
| 99.6               | Certificate of Designation of Series B Preferred Operating Partnership Units of Limited Partnership Interest of Acadia Realty Limited Partnership (7)  |

#### Notes:

- (1) Incorporated by reference to the copy thereof filed as an Exhibit to the Company's Annual Report on Form 10-K filed for the fiscal Year ended December 31, 1994
- (2) Incorporated by reference to the copy thereof filed as an Exhibit to Company's Quarterly Report on Form 10-Q filed for the quarter ended September 30, 1998
- (3) Incorporated by reference to the copy thereof filed as an Exhibit to the Company's Annual Report on Form 10-K filed for the fiscal year ended December 31, 2005.
- (4) Incorporated by reference to the copy thereof filed as an Exhibit to Yale University's Schedule 13D filed on September 25, 2002
- (5) Filed herewith.
- (6)

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Incorporated by reference to the copy thereof filed as an Exhibit to the Company's Registration Statement on Form S-3 filed on March 3, 2000

- (7) Incorporated by reference to the copy thereof filed as an Exhibit to the Company's Annual Report on Form 10-K filed for the fiscal year ended December 31, 2003
- (8) Incorporated by reference to the copy thereof filed as an Exhibit to Company's Quarterly Report on Form 10-Q filed for the quarter ended June 30, 1997
- (9) Incorporated by reference to page 20 to the Company's 2009 Annual Proxy Statement filed with the SEC April 9, 2009