



Press Release

DENVER, CO – April 24, 2017

Contact: Chris Van Ens
Phone: 720.348.7762

UDR ANNOUNCES FIRST QUARTER 2017 RESULTS

UDR (the “Company”) First Quarter 2017 Highlights:

- Net income per share was \$0.09, Funds from Operations (“FFO”) per share was \$0.45, FFO as Adjusted per share was \$0.45, and Adjusted Funds from Operations (“AFFO”) per share was \$0.43.
- Net income attributable to common stockholders was \$25.0 million as compared to \$9.5 million in the prior year period. The year-over-year increase was primarily due to higher revenues and a gain upon consolidation of CityLine.
- Year-over-year same-store (“SS”) revenue, expense and net operating income (“NOI”) growth for the quarter were 4.6 percent, 3.8 percent and 4.9 percent, respectively.
- The UDR/MetLife Joint Venture completed the construction of Residences on Jamboree, a \$125.0 million, 381-home community located in Irvine, CA.
- Exercised fixed-price purchase option to acquire CityLine, a 244-home West Coast Development Joint Venture community located in suburban Seattle, for \$86.5 million.
- Expanded West Coast Development Joint Venture relationship through a \$15.5 million investment in CityLine II, a 155-home development community located adjacent to the recently acquired CityLine in suburban Seattle.
- Prepaid approximately \$98.3 million of indebtedness at a rate of L+189 basis points, the majority of which was originally scheduled to mature in July, 2023.
- Reaffirmed full-year 2017 earnings and same-store guidance ranges.

	Q1 2017	Q1 2016
Net income per common share, diluted	\$0.09	\$0.04
Conversion from GAAP share count	(0.009)	(0.003)
Net gain on the sale of depreciable real estate owned	(0.043)	(0.005)
Depreciation and amortization	0.400	0.396
Noncontrolling interests and preferred dividends	0.011	0.007
FFO per common share and unit, diluted	\$0.45	\$0.43
Cost/(benefit) associated with debt extinguishment, other	0.005	-
Long-term incentive plan transition costs	-	0.001
Net gain on the sale of non-depreciable real estate owned	(0.005)	(0.006)
Casualty-related (recoveries)/charges, including JVs, net	(0.001)	0.004
FFO as Adjusted per common share and unit, diluted	\$0.45	\$0.43
Recurring capital expenditures	(0.023)	(0.024)
AFFO per common share and unit, diluted	\$0.43	\$0.41

A reconciliation of FFO, FFO as Adjusted and AFFO to GAAP Net income attributable to common stockholders can be found on Attachment 2 of the Company’s first quarter Supplemental Financial Information.

Operations

Total revenue increased by \$9.0 million or 3.8 percent, to \$243.8 million for the first quarter. This increase was primarily due to growth in revenue from same-store communities and stabilized, non-mature communities.

Same-store NOI increased 4.9 percent year-over-year in the first quarter of 2017 and was driven by same-store revenue growth of 4.6 percent against a 3.8 percent increase in same-store expenses. Same-store physical occupancy was 96.8 percent as compared to 96.3 percent in the prior year period. The first quarter annualized rate of turnover was 40.8 percent representing a 100 basis point decrease year-over-year.

Summary of Same-Store Results First Quarter 2017 versus First Quarter 2016

Region	Revenue Growth	Expense Growth/ (Decline)	NOI Growth	% of Same-Store Portfolio⁽¹⁾	Same-Store Occupancy⁽²⁾	Number of Same-Store Homes⁽³⁾
West	4.9%	5.5%	4.7%	40.9%	96.3%	11,961
Mid-Atlantic	3.9%	(3.8)%	7.7%	24.0%	97.0%	9,629
Northeast	4.0%	9.1%	2.1%	17.7%	97.1%	3,493
Southeast	5.6%	7.9%	4.6%	13.0%	96.8%	7,683
Southwest	5.5%	5.5%	5.5%	4.4%	97.3%	2,923
Total	4.6%	3.8%	4.9%	100.0%	96.8%	35,689

⁽¹⁾ Based on Q1 2017 NOI.

⁽²⁾ Weighted average same-store occupancy for the quarter.

⁽³⁾ During the first quarter, 35,689 apartment homes, or approximately 90 percent of 39,698 total consolidated apartment homes (versus 50,062 apartment homes inclusive of joint ventures, preferred equity investments and development pipeline homes upon completion), were classified as same-store. The Company defines QTD SS Communities as those communities stabilized for five full consecutive quarters. These communities were owned and had stabilized occupancy and operating expenses as of the beginning of the quarter in the prior year, were not in process of any substantial redevelopment activities, and not held for disposition.

Sequential same-store NOI increased by 1.2 percent in the first quarter of 2017 on same-store revenue growth of 1.4 percent and same-store expense growth of 1.7 percent.

Development and Redevelopment Activity

At the end of the first quarter, the Company's development pipeline totaled \$1.1 billion. The \$1.1 billion consisted of \$279.3 million of completed, non-stabilized development projects and \$850.6 million of under-construction development projects. The \$850.6 million of under-construction development projects are scheduled to be delivered over the next three years, with \$49.6 million in 2017, \$434.5 million in 2018 and the balance in 2019. The development pipeline is currently expected to produce a weighted average spread between stabilized development yields and current market cap rates at the upper end of the Company's 150 to 200 basis point targeted range.

In addition, the Company had preferred equity and participating loan investments totaling \$353.9 million. 100 percent of the Company's equity commitments in these projects has been funded. The \$353.9 million consisted of \$208.3 million of completed, stabilized developments, \$60.9 million of completed, non-stabilized developments and \$84.7 million under-construction development.

During the quarter, the UDR/MetLife Joint Venture completed construction on Residences on Jamboree, a 381-home community located in Irvine, CA with an estimated cost to construct of \$125.0 million at 100 percent.

Wholly-Owned Transactional Activity

During the quarter, the Company sold Hanover Village, a wholly-owned parcel of land located in Mechanicsville, VA for total proceeds of \$3.5 million.

Joint Venture Transactional Activity

As previously announced, the Company exercised its fixed price purchase option to acquire CityLine, a 244-home West Coast Development Joint Venture community located in suburban Seattle. The Company's total investment in CityLine was \$86.5 million. The community was acquired at a 5.3 percent cash flow cap rate after management fees, had an average monthly revenue per occupied home of \$2,018 at the time of acquisition and further differentiates the Company's Seattle area product.

During the quarter, the Company expanded its West Coast Development Joint Venture relationship through a \$15.5 million investment in CityLine II, a 155-home development property located adjacent to CityLine in suburban Seattle. The Company has a 49 percent ownership interest in CityLine II and the terms of the investment are identical to previous investments in the West Coast Development Joint Venture. The Company will receive a 6.5 percent preferred return on its equity investment until stabilization of the community, at which time the Company will share in the community's earnings at its pro-rata interest. The Company also has a fixed-price purchase option to acquire the property one year after completion.

Capital Markets

As previously announced, the Company established a \$500.0 million unsecured commercial paper program (the "Program") in the United States during the quarter. Under the Program, the Company may issue, from time to time, commercial paper notes up to a maximum aggregate amount outstanding of \$500.0 million. Standard and Poor's and Moody's Investor Service have assigned ratings of A-2 and P-2, respectively. Proceeds will be used for general corporate purposes. As of quarter end, \$220.0 million of commercial paper was outstanding on the Program at a weighted average rate of 1.24 percent.

During the quarter, the Company prepaid approximately \$98.3 million of debt at a rate of L+189 basis points, the majority of which was originally scheduled to mature in July, 2023. The Company incurred a 1.0 percent prepayment penalty.

Balance Sheet

At March 31, 2017, the Company had approximately \$920 million in availability through a combination of cash and undrawn capacity on its credit facilities.

The Company's total indebtedness at March 31, 2017 was \$3.5 billion. The Company ended the quarter with fixed-rate debt representing 84.0 percent of its total debt, a total blended interest rate of 3.67 percent and a weighted average maturity of 4.6 years. The Company's leverage was 32.9 percent versus 33.0 percent a year ago, its net debt-to-EBITDA was flat year-over-year at 5.4x and its fixed charge coverage ratio was 4.8x versus 4.4x a year ago.

Dividend

As previously announced, the Company's Board of Directors declared a regular quarterly dividend on its common stock for the first quarter of 2017 in the amount of \$0.31 per share. The dividend will be paid in cash on May 1, 2017 to UDR common stock shareholders of record as of April 10, 2017. The first quarter 2017 dividend will represent the 178th consecutive quarterly dividend paid by the Company on its common stock.

On an annualized declared basis, the Company's \$1.24 per share 2017 dividend represents a 5 percent increase versus 2016.

Outlook

For the second quarter of 2017, the Company has established the following earnings guidance ranges:

Net income per share	\$0.08 to \$0.09
FFO per share	\$0.45 to \$0.47
FFO as Adjusted per share	\$0.45 to \$0.47
AFFO per share	\$0.41 to \$0.43

For the full-year 2017, the Company has reaffirmed its previously provided earnings guidance ranges:

Net income per share	\$0.31 to \$0.36
FFO per share	\$1.83 to \$1.87
FFO as Adjusted per share	\$1.83 to \$1.87
AFFO per share	\$1.68 to \$1.72

For the full-year 2017, the Company has reaffirmed its previously provided same-store growth guidance ranges:

Revenue	3.00% to 4.00%
Expense	2.50% to 3.50%
Net operating income	3.25% to 4.25%

Additional assumptions for the Company's second quarter and full-year 2017 guidance can be found on Attachment 15 of the Company's first quarter Supplemental Financial Information. A reconciliation of FFO per share, FFO as Adjusted per share and AFFO per share to GAAP Net income per share can be found on Attachment 16(D) of the Company's first quarter Supplemental Financial Information. Non-GAAP financial measures and other terms, as used in this earnings release, are defined and further explained on Attachments 16(A) through 16(D), "Definitions and Reconciliations," of the Company's first quarter Supplemental Financial Information.

Supplemental Information

The Company offers Supplemental Financial Information that provides details on the financial position and operating results of the Company which is available on the Company's website at ir.udr.com.

Conference Call and Webcast Information

UDR will host a webcast and conference call at 1:00 p.m. Eastern Time on April 25, 2017 to discuss first quarter results. The webcast will be available on UDR's website at ir.udr.com. To listen to a live broadcast, access the site at least 15 minutes prior to the scheduled start time in order to register, download and install any necessary audio software.

To participate in the teleconference dial 877-705-6003 for domestic and 201-493-6725 for international. A passcode is not necessary.

A replay of the conference call will be available through May 25, 2017, by dialing 844-512-2921 for domestic and 412-317-6671 for international and entering the confirmation number, 13658277, when prompted for the passcode.

A replay of the call will be available for 30 days on UDR's website at ir.udr.com.

Full Text of the Earnings Report and Supplemental Data

Internet -- The full text of the earnings report and Supplemental Financial Information will be available on the Company's website at ir.udr.com.

Mail -- For those without Internet access, the first quarter 2017 earnings report and Supplemental Financial Information will be available by mail or fax, on request. To receive a copy, please call UDR Investor Relations at 720-348-7762.



Attachment 16(B)

UDR, Inc. Definitions and Reconciliations March 31, 2017 (Unaudited)

Held For Disposition Communities: The Company defines Held for Disposition Communities as those communities that were held for sale as of the end of the most recent quarter.

Interest Coverage Ratio - adjusted for non-recurring items: The Company defines Interest Coverage Ratio - adjusted for non-recurring items as net income/(loss), excluding the impact of interest expense, real estate depreciation and amortization of wholly owned and joint venture communities, other depreciation and amortization, income tax provision/(benefit), net and the impact of other non-recurring items including, but not limited to, net gain/(loss) on the sale of real estate owned and casualty-related expenses and recoveries of wholly owned and joint venture communities divided by total interest, excluding the impact of costs associated with debt extinguishment.

Management considers interest coverage - adjusted for non-recurring items a useful metric for investors as it provides ratings agencies, investors and lending partners with a widely-used measure of the Company's ability to service its debt obligations as well as compare leverage against that of its peer REITs. A reconciliation of the components that comprise interest coverage - adjusted for non-recurring items is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

Joint Venture Reconciliation at UDR's Weighted Average Ownership Interest

In thousands

	1Q 2017
Income/(loss) from unconsolidated entities	\$ 11,198
Management fee	1,135
Interest expense	8,983
Depreciation	13,767
General and administrative	129
West Coast Development JV Preferred Return	(1,507)
Steele Creek	(1,533)
Other (income)/expense (includes 717 Olympic casualty (gain)/expense)	(816)
Gain on sales	(12,158)
Total Joint Venture NOI at UDR's Ownership Interest	\$ 19,198

JV Return on Equity ("ROE"): The Company defines JV ROE as its share of property NOI plus property and asset management fee revenue less interest expense, annualized, divided by the average of beginning and ending equity capital for the quarter.

Management considers ROE a useful metric for investors as it provides a widely used measure of how well the Company is investing its capital on a leveraged basis.

JV Return on Invested Capital ("ROIC"): The Company defines JV ROIC as its share of property NOI plus property and asset management fee revenue, annualized, divided by the average of beginning and ending invested capital for the quarter.

Management considers ROIC a useful metric for investors as it provides a widely used measure of how well the Company is investing its capital on an unleveraged basis.

Net Debt-to-EBITDA - adjusted for non-recurring items: The Company defines net debt-to-EBITDA - adjusted for non-recurring items as total debt net of cash and cash equivalents divided by EBITDA - adjusted for non-recurring items. EBITDA is defined as net income/(loss), excluding the impact of interest expense, real estate depreciation and amortization of wholly owned and joint venture communities, other depreciation and amortization and income tax provision/(benefit), net. EBITDA - adjusted for non-recurring items is defined as EBITDA excluding the impact of other non-recurring items including, but not limited to, net gain/(loss) on the sale of real estate owned and casualty-related expenses and recoveries of wholly owned and joint venture communities.

Management considers net debt-to-EBITDA - adjusted for non-recurring items a useful metric for investors as it provides ratings agencies, investors and lending partners with a widely-used measure of the Company's ability to service its debt obligations as well as compare leverage against that of its peer REITs. A reconciliation between net income/(loss) and EBITDA - adjusted for non-recurring items is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

Net Operating Income ("NOI"): The Company defines NOI as rental income less direct property rental expenses. Rental income represents gross market rent less adjustments for concessions, vacancy loss and bad debt. Rental expenses include real estate taxes, insurance, personnel, utilities, repairs and maintenance, administrative and marketing. Excluded from NOI is property management expense which is calculated as 2.75% of property revenue to cover the regional supervision and accounting costs related to consolidated property operations, and land rent.

Management considers NOI a useful metric for investors as it is a more meaningful representation of a community's continuing operating performance than net income as it is prior to corporate-level expense allocations, general and administrative costs, capital structure and depreciation and amortization and is a widely used input, along with capitalization rates, in the determination of real estate valuations. A reconciliation from net income attributable to UDR, Inc. to NOI is provided below.

In thousands

	1Q 2017	4Q 2016	3Q 2016	2Q 2016	1Q 2016
Net income/(loss) attributable to UDR, Inc.	\$ 25,967	\$ 237,617	\$ 26,956	\$ 17,946	\$ 10,393
Property management	6,635	6,603	6,607	6,494	6,379
Other operating expenses	1,691	2,369	1,636	1,892	1,752
Real estate depreciation and amortization	105,032	102,537	105,802	105,937	105,339
Interest expense	30,539	29,295	31,954	30,678	31,104
Casualty-related (recoveries)/charges, net	502	(1,102)	205	1,629	-
General and administrative	13,075	13,256	11,826	10,835	13,844
Tax (benefit)/provision, net	332	(3,063)	94	(402)	(403)
(Income)/loss from unconsolidated entities	(11,198)	(35,945)	(15,285)	(325)	(679)
Interest income and other (income)/expense, net	(427)	(481)	(478)	(540)	(431)
Joint venture management and other fees	(2,570)	(2,927)	(2,997)	(2,618)	(2,858)
Other depreciation and amortization	1,608	1,458	1,526	1,486	1,553
(Gain)/loss on sale of real estate owned, net of tax	(2,132)	(200,466)	-	(7,315)	(3,070)
Net income/(loss) attributable to noncontrolling interests	2,429	22,129	2,510	1,618	1,211
Total consolidated NOI	\$ 171,483	\$ 171,280	\$ 170,356	\$ 167,315	\$ 164,134

Forward Looking Statements

Certain statements made in this press release may constitute “forward-looking statements.” Words such as “expects,” “intends,” “believes,” “anticipates,” “plans,” “likely,” “will,” “seeks,” “estimates” and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements, by their nature, involve estimates, projections, goals, forecasts and assumptions and are subject to risks and uncertainties that could cause actual results or outcomes to differ materially from those expressed in a forward-looking statement, due to a number of factors, which include, but are not limited to, unfavorable changes in the apartment market, changing economic conditions, the impact of inflation/deflation on rental rates and property operating expenses, expectations concerning availability of capital and the stabilization of the capital markets, the impact of competition and competitive pricing, acquisitions, developments and redevelopments not achieving anticipated results, delays in completing developments, redevelopments and lease-ups on schedule, expectations on job growth, home affordability and demand/supply ratio for multifamily housing, expectations concerning development and redevelopment activities, expectations on occupancy levels and rental rates, expectations concerning the joint ventures with third parties, expectations that automation will help grow net operating income, expectations on annualized net operating income and other risk factors discussed in documents filed by the Company with the Securities and Exchange Commission from time to time, including the Company’s Annual Report on Form 10-K and the Company’s Quarterly Reports on Form 10-Q. Actual results may differ materially from those described in the forward-looking statements. These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this press release, and the Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in the Company’s expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required under the U.S. securities laws.

About UDR, Inc.

UDR, Inc. (NYSE:[UDR](#)), an S&P 500 company, is a leading multifamily real estate investment trust with a demonstrated performance history of delivering superior and dependable returns by successfully managing, buying, selling, developing and redeveloping attractive real estate properties in targeted U.S. markets. As of March 31, 2017, UDR owned or had an ownership position in 50,062 apartment homes including 3,233 homes under development or in preferred equity investments. For over 45 years, UDR has delivered long-term value to shareholders, the best standard of service to residents and the highest quality experience for associates. Additional information can be found on the Company’s website at ir.udr.com.



Attachment 1

UDR, Inc. Consolidated Statements of Operations (Unaudited) ⁽¹⁾

In thousands, except per share amounts	Three Months Ended March 31,	
	2017	2016
REVENUES:		
Rental income	\$ 241,271	\$ 231,957
Joint venture management and other fees	2,570	2,858
Total revenues	<u>243,841</u>	<u>234,815</u>
OPERATING EXPENSES:		
Property operating and maintenance	39,600	39,446
Real estate taxes and insurance	30,188	28,377
Property management	6,635	6,379
Other operating expenses	1,691	1,752
Real estate depreciation and amortization	105,032	105,339
Acquisition costs	-	-
General and administrative	13,075	13,844
Casualty-related (recoveries)/charges, net	502	-
Other depreciation and amortization	1,608	1,553
Total operating expenses	<u>198,331</u>	<u>196,690</u>
Operating income	45,510	38,125
Income/(loss) from unconsolidated entities ⁽²⁾	11,198	679
Interest expense	(29,023)	(31,104)
(Cost)/benefit associated with debt extinguishment and other	(1,516)	-
Total interest expense	<u>(30,539)</u>	<u>(31,104)</u>
Interest income and other income/(expense), net	427	431
Income/(loss) before income taxes and gain/(loss) on sale of real estate owned	26,596	8,131
Tax (provision)/benefit, net	(332)	403
Income/(loss) from continuing operations	26,264	8,534
Gain/(loss) on sale of real estate owned, net of tax	<u>2,132</u>	<u>3,070</u>
Net income/(loss)	28,396	11,604
Net (income)/loss attributable to redeemable noncontrolling interests in the OP and DownREIT Partnership	(2,338)	(905)
Net (income)/loss attributable to noncontrolling interests	<u>(91)</u>	<u>(306)</u>
Net income/(loss) attributable to UDR, Inc.	25,967	10,393
Distributions to preferred stockholders - Series E (Convertible)	<u>(929)</u>	<u>(929)</u>
Net income/(loss) attributable to common stockholders	\$ 25,038	\$ 9,464
Income/(loss) per weighted average common share - basic:	\$0.09	\$0.04
Income/(loss) per weighted average common share - diluted:	\$0.09	\$0.04
Common distributions declared per share	\$0.310	\$0.295
Weighted average number of common shares outstanding - basic	266,790	262,456
Weighted average number of common shares outstanding - diluted	268,688	264,285

(1) See Attachment 16 for definitions and other terms.

(2) During 1Q17, UDR exercised its fixed price option to acquire CityLine, a West Coast Development JV community in Seattle, WA, and recorded a \$12.2 million gain on consolidation.



Attachment 2

UDR, Inc. Funds From Operations (Unaudited) ⁽¹⁾

In thousands, except per share and unit amounts	Three Months Ended March 31,	
	2017	2016
Net income/(loss) attributable to common stockholders	\$ 25,038	\$ 9,464
Real estate depreciation and amortization	105,032	105,339
Noncontrolling interests	2,429	1,211
Real estate depreciation and amortization on unconsolidated joint ventures	13,767	10,350
Net gain on the sale of unconsolidated depreciable property	(12,158)	-
Net gain on the sale of depreciable real estate owned	(552)	(1,385)
Funds from operations ("FFO") attributable to common stockholders and unitholders, basic	\$ 133,556	\$ 124,979
Distributions to preferred stockholders - Series E (Convertible) ⁽²⁾	929	929
FFO attributable to common stockholders and unitholders, diluted	\$ 134,485	\$ 125,908
FFO per common share and unit, basic	\$ 0.46	\$ 0.43
FFO per common share and unit, diluted	\$ 0.45	\$ 0.43
Weighted average number of common shares and OP/DownREIT Units outstanding - basic	291,752	287,647
Weighted average number of common shares, OP/DownREIT Units, and common stock equivalents outstanding - diluted	296,678	292,504
Impact of adjustments to FFO:		
Cost/(benefit) associated with debt extinguishment and other	\$ 1,516	\$ -
Long-term incentive plan transition costs	-	323
Net gain on the sale of non-depreciable real estate owned ⁽³⁾	(1,580)	(1,685)
Casualty-related (recoveries)/charges, net	502	-
Casualty-related (recoveries)/charges on unconsolidated joint ventures, net ⁽⁴⁾	(881)	1,126
	\$ (443)	\$ (236)
FFO as Adjusted attributable to common stockholders and unitholders, diluted	\$ 134,042	\$ 125,672
FFO as Adjusted per common share and unit, diluted	\$ 0.45	\$ 0.43
Recurring capital expenditures	(6,791)	(6,961)
AFFO attributable to common stockholders and unitholders	\$ 127,251	\$ 118,711
AFFO per common share and unit, diluted	\$ 0.43	\$ 0.41

(1) See Attachment 16 for definitions and other terms.

(2) Series E preferred shares are dilutive for purposes of calculating FFO per share. Consequently, distributions to Series E preferred shareholders are added to FFO and the weighted average number of shares are included in the denominator when calculating FFO per common share and unit, diluted.

(3) The GAAP gain for the three months ended March 31, 2017 and 2016 is \$2.1 million and \$3.1 million, respectively, of which \$1.6 million and \$1.7 million is FFO gain related to the sale of land parcels. The FFO gain is backed out for FFO as Adjusted.

(4) Casualty-related (recoveries)/charges on unconsolidated joint ventures, net include casualty recoveries of \$0.9 million for the three months ended March 31, 2017 related to UDR's share of the 717 Olympic casualty, which is included in income/(loss) from unconsolidated entities in Attachment 1.



Attachment 3

UDR, Inc. Consolidated Balance Sheets (Unaudited) ⁽¹⁾

In thousands, except share and per share amounts	March 31, 2017	December 31, 2016
ASSETS		
Real estate owned:		
Real estate held for investment	\$ 9,393,732	\$ 9,271,847
Less: accumulated depreciation	<u>(3,026,660)</u>	<u>(2,923,072)</u>
Real estate held for investment, net	6,367,072	6,348,775
Real estate under development (net of accumulated depreciation of \$0 and \$0)	393,837	342,282
Real estate held for disposition (net of accumulated depreciation of \$0 and \$553)	<u>-</u>	<u>1,071</u>
Total real estate owned, net of accumulated depreciation	6,760,909	6,692,128
Cash and cash equivalents	2,460	2,112
Restricted cash	19,757	19,994
Notes receivable, net	19,790	19,790
Investment in and advances to unconsolidated joint ventures, net	818,990	827,025
Other assets	<u>114,005</u>	<u>118,535</u>
Total assets	<u>\$ 7,735,911</u>	<u>\$ 7,679,584</u>
LIABILITIES AND EQUITY		
Liabilities:		
Secured debt	\$ 1,031,507	\$ 1,130,858
Unsecured debt	2,505,785	2,270,620
Real estate taxes payable	23,105	17,388
Accrued interest payable	27,887	29,257
Security deposits and prepaid rent	36,894	34,238
Distributions payable	91,436	86,936
Accounts payable, accrued expenses, and other liabilities	<u>74,608</u>	<u>103,835</u>
Total liabilities	3,791,222	3,673,132
Redeemable noncontrolling interests in the OP and DownREIT Partnership	904,778	909,482
Equity:		
Preferred stock, no par value; 50,000,000 shares authorized		
2,796,903 shares of 8.00% Series E Cumulative Convertible issued and outstanding (2,796,903 shares at December 31, 2016)	46,457	46,457
16,155,807 shares of Series F outstanding (16,196,889 shares at December 31, 2016)	1	1
Common stock, \$0.01 par value; 350,000,000 shares authorized		
267,398,819 shares issued and outstanding (267,259,469 shares at December 31, 2016)	2,674	2,673
Additional paid-in capital	4,635,942	4,635,413
Distributions in excess of net income	(1,644,621)	(1,585,825)
Accumulated other comprehensive income/(loss), net	<u>(4,288)</u>	<u>(5,609)</u>
Total stockholders' equity	3,036,165	3,093,110
Noncontrolling interests	<u>3,746</u>	<u>3,860</u>
Total equity	3,039,911	3,096,970
Total liabilities and equity	<u>\$ 7,735,911</u>	<u>\$ 7,679,584</u>

(1) See Attachment 16 for definitions and other terms.



Attachment 4(C)

UDR, Inc. Selected Financial Information (Dollars in Thousands) (Unaudited) ⁽¹⁾

	Quarter Ended March 31, 2017
Coverage Ratios	
Net income/(loss)	\$ 28,396
Adjustments:	
Interest expense	30,539
Real estate depreciation and amortization	105,032
Real estate depreciation and amortization on unconsolidated joint ventures	13,767
Other depreciation and amortization	1,608
Income tax provision/(benefit), net	332
EBITDA	<u>\$ 179,674</u>
Net gain on the sale of depreciable real estate owned	(2,132)
Net gain on the sale of unconsolidated depreciable property	(12,158)
Casualty-related (recoveries)/charges, net	502
Casualty-related (recoveries)/charges on unconsolidated joint ventures, net	(881)
EBITDA - adjusted for non-recurring items	<u>\$ 165,005</u>
Annualized EBITDA - adjusted for non-recurring items	<u>\$ 660,020</u>
Interest expense	30,539
Capitalized interest expense	4,706
Total interest	<u>\$ 35,245</u>
Costs associated with debt extinguishment	(1,516)
Total interest - adjusted for non-recurring items	<u>\$ 33,729</u>
Preferred dividends	<u>\$ 929</u>
Total debt	<u>\$ 3,537,292</u>
Cash	<u>2,460</u>
Net debt	<u>\$ 3,534,832</u>
Interest Coverage Ratio - adjusted for non-recurring items	<u>4.9x</u>
Fixed Charge Coverage Ratio - adjusted for non-recurring items	<u>4.8x</u>
Net Debt-to-EBITDA - adjusted for non-recurring items	<u>5.4x</u>

Debt Covenant Overview

Unsecured Line of Credit Covenants ⁽²⁾	Required	Actual	Compliance
Maximum Leverage Ratio	≤60.0%	33.9% ⁽²⁾	Yes
Minimum Fixed Charge Coverage Ratio	≥1.5x	3.7x	Yes
Maximum Secured Debt Ratio	≤40.0%	14.9%	Yes
Minimum Unencumbered Pool Leverage Ratio	≥150.0%	366.4%	Yes

Senior Unsecured Note Covenants ⁽³⁾	Required	Actual	Compliance
Debt as a percentage of Total Assets	≤65.0%	32.9% ⁽³⁾	Yes
Consolidated Income Available for Debt Service to Annual Service Charge	≥1.5x	5.0x	Yes
Secured Debt as a percentage of Total Assets	≤40.0%	9.6%	Yes
Total Unencumbered Assets to Unsecured Debt	≥150.0%	319.3%	Yes

Securities Ratings	Debt	Preferred	Outlook	Commercial Paper
Moody's Investors Service	Baa1	Baa2	Stable	P-2
Standard & Poor's	BBB+	BBB-	Stable	A-2

(1) See Attachment 16 for definitions and other terms.

(2) As defined in our credit agreement dated October 20, 2015.

(3) As defined in our indenture dated November 1, 1995 as amended, supplemented or modified from time to time.



Attachment 16(D)

UDR, Inc. Definitions and Reconciliations March 31, 2017 (Unaudited)

All guidance is based on current expectations of future economic conditions and the judgment of the Company's management team. The following reconciles from GAAP Net income/(loss) per share for full year 2017 and second quarter of 2017 to forecasted FFO, FFO as Adjusted and AFFO per share and unit:

	Full-Year 2017	
	Low	High
Forecasted net income per diluted share	\$ 0.31	\$ 0.36
Conversion from GAAP share count	(0.17)	(0.18)
Depreciation	1.69	1.69
Noncontrolling interests	(0.01)	(0.01)
Preferred dividends	0.01	0.01
Forecasted FFO per diluted share and unit	\$ 1.83	\$ 1.87
Disposition-related FFO	(0.01)	(0.01)
Acquisition-related and other costs	-	-
Cost associated with debt extinguishment	0.01	0.01
Casualty-related (recoveries)/charges	-	-
Forecasted FFO as Adjusted per diluted share and unit	\$ 1.83	\$ 1.87
Recurring capital expenditures	(0.15)	(0.15)
Forecasted AFFO per diluted share and unit	\$ 1.68	\$ 1.72

	2Q 2017	
	Low	High
Forecasted net income per diluted share	\$ 0.08	\$ 0.09
Conversion from GAAP share count	(0.05)	(0.04)
Depreciation	0.42	0.42
Noncontrolling interests	-	-
Preferred dividends	-	-
Forecasted FFO per diluted share and unit	\$ 0.45	\$ 0.47
Disposition-related FFO	-	-
Acquisition-related and other costs	-	-
Cost associated with debt extinguishment	-	-
Casualty-related (recoveries)/charges	-	-
Forecasted FFO as Adjusted per diluted share and unit	\$ 0.45	\$ 0.47
Recurring capital expenditures	(0.04)	(0.04)
Forecasted AFFO per diluted share and unit	\$ 0.41	\$ 0.43