

REFINITIV

DELTA REPORT

10-Q

ELME - ELME COMMUNITIES

10-Q - SEPTEMBER 30, 2023 COMPARED TO 10-Q - JUNE 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 603

CHANGES	171
DELETIONS	216
ADDITIONS	216

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For quarterly period ended June 30, 2023 September 30, 2023

OR

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

COMMISSION FILE NO. 1-6622

ELME COMMUNITIES

(Exact name of registrant as specified in its charter)

Maryland

(State of incorporation)

53-0261100

(IRS Employer Identification Number)

1775 EYE STREET, NW, 7550 WISCONSIN AVE, SUITE 1000, WASHINGTON, DC 20006 900, BETHESDA, MD 20814

(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (202) 774-3200

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Shares of Beneficial Interest	ELME	NYSE

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 such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

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

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

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

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

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

As of July 27, 2023 October 24, 2023, 87,823,464 87,832,608 common shares were outstanding.



ELME COMMUNITIES

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PART I FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS

The information furnished in the accompanying unaudited Consolidated Balance Sheets, Condensed Consolidated Statements of Operations, Condensed Consolidated Statements of Comprehensive Income (Loss), Consolidated Statements of Equity and Consolidated Statements of Cash Flows reflects all adjustments, consisting of normal recurring items, which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods. The accompanying financial statements and notes thereto should be read in conjunction with the financial statements and notes for the three years ended December 31, 2022 included in our 2022 Annual Report on Form 10-K filed on February 17, 2023.

ELME COMMUNITIES AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (IN THOUSANDS, EXCEPT PER SHARE DATA)

		June 30, 2023	December 31, 2022		September 30, 2023	December 31, 2022
		(Unaudited)			(Unaudited)	
Assets	Assets			Assets		
Land	Land	\$ 373,113	\$ 373,171	Land	\$ 384,097	\$ 373,171
Income producing property	Income producing property	1,911,381	1,897,835	Income producing property	1,941,663	1,897,835
		2,284,494	2,271,006		2,325,760	2,271,006
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(523,153)	(481,588)	Accumulated depreciation and amortization	(506,298)	(481,588)
Net income producing property	Net income producing property	1,761,341	1,789,418	Net income producing property	1,819,462	1,789,418
Properties under development or held for future development	Properties under development or held for future development	31,260	31,260	Properties under development or held for future development	31,095	31,260
Total real estate held for investment, net	Total real estate held for investment, net	1,792,601	1,820,678	Total real estate held for investment, net	1,850,557	1,820,678
Cash and cash equivalents	Cash and cash equivalents	5,554	8,389	Cash and cash equivalents	8,079	8,389
Restricted cash	Restricted cash	1,887	1,463	Restricted cash	2,104	1,463
Rents and other receivables	Rents and other receivables	15,746	16,346	Rents and other receivables	15,300	16,346
Prepaid expenses and other assets	Prepaid expenses and other assets	22,711	25,730	Prepaid expenses and other assets	34,233	25,730
Total assets	Total assets	\$ 1,838,499	\$ 1,872,606	Total assets	\$ 1,910,273	\$ 1,872,606
Liabilities	Liabilities			Liabilities		
Notes payable, net	Notes payable, net	\$ 521,955	\$ 497,359	Notes payable, net	\$ 522,150	\$ 497,359
Line of credit	Line of credit	24,000	55,000	Line of credit	149,000	55,000
Accounts payable and other liabilities	Accounts payable and other liabilities	36,920	34,386	Accounts payable and other liabilities	40,666	34,386
Dividend payable	Dividend payable	15,834	14,934	Dividend payable	15,868	14,934
Advance rents	Advance rents	2,949	1,578	Advance rents	3,365	1,578
Tenant security deposits	Tenant security deposits	5,913	5,563	Tenant security deposits	6,171	5,563
Total liabilities	Total liabilities	607,571	608,820	Total liabilities	737,220	608,820
Equity	Equity			Equity		
Shareholders' equity	Shareholders' equity			Shareholders' equity		
Preferred shares; \$0.01 par value; 10,000 shares authorized; no shares issued or outstanding	Preferred shares; \$0.01 par value; 10,000 shares authorized; no shares issued or outstanding	—	—	Preferred shares; \$0.01 par value; 10,000 shares authorized; no shares issued or outstanding	—	—
Shares of beneficial interest, \$0.01 par value; 150,000 shares authorized; 87,809 and 87,534 shares issued and outstanding, as of June 30, 2023 and December 31, 2022, respectively		878	875			
Shares of beneficial interest, \$0.01 par value; 150,000 shares authorized; 87,832 and 87,534 shares issued and outstanding, as of September 30, 2023 and December 31, 2022, respectively				Shares of beneficial interest, \$0.01 par value; 150,000 shares authorized; 87,832 and 87,534 shares issued and outstanding, as of September 30, 2023 and December 31, 2022, respectively	878	875

Additional paid in capital	Additional paid in capital	1,733,388	1,729,854	Additional paid in capital	1,734,657	1,729,854
Distributions in excess of net income	Distributions in excess of net income	(490,939)	(453,008)	Distributions in excess of net income	(550,442)	(453,008)
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(12,693)	(14,233)	Accumulated other comprehensive loss	(12,332)	(14,233)
Total shareholders' equity	Total shareholders' equity	1,230,634	1,263,488	Total shareholders' equity	1,172,761	1,263,488
Noncontrolling interests in subsidiaries	Noncontrolling interests in subsidiaries	294	298	Noncontrolling interests in subsidiaries	292	298
Total equity	Total equity	1,230,928	1,263,786	Total equity	1,173,053	1,263,786
Total liabilities and equity	Total liabilities and equity	\$ 1,838,499	\$ 1,872,606	Total liabilities and equity	\$ 1,910,273	\$ 1,872,606

See accompanying notes to the consolidated financial statements.

ELME COMMUNITIES AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

		Three Months Ended June 30,		Six Months Ended June 30,			Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022		2023	2022	2023	2022
Revenue	Revenue					Revenue				
Real estate rental revenue	Real estate rental revenue	\$ 56,599	\$ 51,380	\$ 112,408	\$ 99,184	Real estate rental revenue	\$ 56,651	\$ 54,603	\$ 169,059	\$ 153,787
Expenses	Expenses					Expenses				
Property operating and maintenance	Property operating and maintenance	13,364	11,747	25,763	22,312	Property operating and maintenance	12,747	13,092	38,510	35,404
Real estate taxes and insurance	Real estate taxes and insurance	6,894	6,837	14,016	13,424	Real estate taxes and insurance	7,050	6,469	21,066	19,893
Property management	Property management	2,178	1,796	3,947	3,546	Property management	1,935	1,916	5,882	5,462
General and administrative	General and administrative	6,680	7,656	13,521	14,595	General and administrative	6,370	6,403	19,891	20,998
Transformation costs	Transformation costs	2,454	2,023	5,354	4,246	Transformation costs	985	2,399	6,339	6,645
Depreciation and amortization	Depreciation and amortization	21,415	24,039	42,951	46,239	Depreciation and amortization	21,904	23,632	64,855	69,871
Real estate impairment						Real estate impairment	41,860	—	41,860	—
		92,851	53,911	198,403	158,273					
		52,985	54,098	105,552	104,362					
Real estate operating gain (loss)		3,614	(2,718)	6,856	(5,178)					
Real estate operating (loss) income						Real estate operating (loss) income	(36,200)	692	(29,344)	(4,486)
Other income (expense)	Other income (expense)					Other income (expense)				
Interest expense	Interest expense	(6,794)	(6,156)	(13,625)	(11,806)	Interest expense	(7,418)	(6,582)	(21,043)	(18,388)

Loss on extinguishment of debt	Loss on extinguishment of debt	—	—	(54)	—	Loss on extinguishment of debt	—	(4,917)	(54)	(4,917)
Other income	Other income	569	—	569	386	Other income	—	68	569	454
		(6,225)	(6,156)	(13,110)	(11,420)		(7,418)	(11,431)	(20,528)	(22,851)
Net loss	Net loss	\$ (2,611)	\$ (8,874)	\$ (6,254)	\$ (16,598)	Net loss	\$ (43,618)	\$ (10,739)	\$ (49,872)	\$ (27,337)
Basic net loss per common share	Basic net loss per common share	\$ (0.03)	\$ (0.10)	\$ (0.07)	\$ (0.19)	Basic net loss per common share	\$ (0.50)	\$ (0.12)	\$ (0.57)	\$ (0.32)
Diluted net loss per common share	Diluted net loss per common share	\$ (0.03)	\$ (0.10)	\$ (0.07)	\$ (0.19)	Diluted net loss per common share	\$ (0.50)	\$ (0.12)	\$ (0.57)	\$ (0.32)
Weighted average shares outstanding – basic	Weighted average shares outstanding – basic	87,741	87,392	87,695	87,303	Weighted average shares outstanding – basic	87,759	87,453	87,717	87,354
Weighted average shares outstanding – diluted	Weighted average shares outstanding – diluted	87,741	87,392	87,695	87,303	Weighted average shares outstanding – diluted	87,759	87,453	87,717	87,354

See accompanying notes to the consolidated financial statements.

ELME COMMUNITIES AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (IN THOUSANDS) (UNAUDITED)

		Three Months Ended June 30,		Six Months Ended June 30,				Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022			2023	2022	2023	2022
Net loss	Net loss	\$ (2,611)	\$ (8,874)	\$ (6,254)	\$ (16,598)	Net loss		\$ (43,618)	\$ (10,739)	\$ (49,872)	\$ (27,337)
Other comprehensive income:	Other comprehensive income:					Other comprehensive income:					
Unrealized gain on interest rate hedges	Unrealized gain on interest rate hedges	854	917	521	2,842						
Unrealized (loss) gain on interest rate hedges	Unrealized (loss) gain on interest rate hedges					Unrealized (loss) gain on interest rate hedges		(149)	442	372	3,284
Reclassification of unrealized loss on interest rate derivatives to earnings	Reclassification of unrealized loss on interest rate derivatives to earnings	509	510	1,019	1,020	Reclassification of unrealized loss on interest rate derivatives to earnings		510	509	1,529	1,529
Comprehensive loss	Comprehensive loss	\$ (1,248)	\$ (7,447)	\$ (4,714)	\$ (12,736)	Comprehensive loss		\$ (43,257)	\$ (9,788)	\$ (47,971)	\$ (22,524)

See accompanying notes to the consolidated financial statements.

ELME COMMUNITIES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY (IN THOUSANDS) (UNAUDITED)

Shares								Shares		
Issued and Outstanding	Shares of Beneficial Interest at Par Value	Additional Paid in Capital	Distributions in Excess of Net Income	Accumulated Other Comprehensive Loss	Total Shareholders' Equity	Noncontrolling Interests in Subsidiaries	Total Equity	Issued and Outstanding	Shares of Beneficial Interest at Par Value	Additional Paid in Capital

Balance, December 31, 2022	Balance, December 31, 2022	87,534	\$	875	\$1,729,854	\$	(453,008)	\$	(14,233)	\$	1,263,488	\$	298	\$1,263,786	Balance, December 31, 2022	87,534	\$	875	\$1,729,8
Net loss	Net loss	—		—		—	(6,254)		—	(6,254)		—	(6,254)		Net loss	—		—	
Unrealized gain on interest rate hedges	Unrealized gain on interest rate hedges	—		—		—		521		521		—	521		Unrealized gain on interest rate hedges	—		—	
Amortization of swap settlements	Amortization of swap settlements	—		—		—		1,019		1,019		—	1,019		Amortization of swap settlements	—		—	
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—		—		—		—		—		(4)	(4)		Distributions to noncontrolling interests	—		—	
Dividends (\$0.36 per common share)		—		—		—	(31,677)		—	(31,677)		—	(31,677)						
Dividends (\$0.54 per common share)															Dividends (\$0.54 per common share)			—	—
Shares issued under Dividend Reinvestment Program	Shares issued under Dividend Reinvestment Program	28		—		497		—		497		—	497		Shares issued under Dividend Reinvestment Program	28		—	4
Share grants, net of forfeitures and tax withholdings	Share grants, net of forfeitures and tax withholdings	247		3		3,037		—		3,040		—	3,040		Share grants, net of forfeitures and tax withholdings	270		3	4,3
Balance, June 30, 2023		87,809	\$	878	\$1,733,388	\$	(490,939)	\$	(12,693)	\$	1,230,634	\$	294	\$1,230,928					
Balance, September 30, 2023															Balance, September 30, 2023	87,832	\$	878	\$1,734,6

		Shares Issued and Outstanding									Shares Issued and Outstanding						
		86,261	\$ 863	\$1,697,477	\$ (362,494)	\$ (19,091)	\$ 1,316,755	\$ 307	\$1,317,062	86,261	\$ 863	\$1,697,477	\$ (362,494)	\$ (19,091)	\$ 1,316,755	\$ 307	\$1,317,062
Balance, December 31, 2021	Balance, December 31, 2021																
Net loss	Net loss	—	—	—	(16,598)	—	(16,598)	—	(16,598)	Net loss	—	—					
Unrealized gain on interest rate hedges	Unrealized gain on interest rate hedges	—	—	—	—	2,842	2,842	—	2,842	Unrealized gain on interest rate hedges	—	—					
Amortization of swap settlements	Amortization of swap settlements	—	—	—	—	1,020	1,020	—	1,020	Amortization of swap settlements	—	—					
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—	—	—	—	—	—	(5)	(5)	Distributions to noncontrolling interests	—	—					
Dividends (\$0.34 per common share)		—	—	—	(29,790)	—	(29,790)	—	(29,790)								

Dividends (\$0.51 per common share)										Dividends (\$0.51 per common share)	—	—	
Equity issuances, net of issuance costs	Equity issuances, net of issuance costs	1,032	10	26,841	—	—	26,851	—	26,851	Equity issuances, net of issuance costs	1,032	10	26,8
Shares issued under Dividend Reinvestment Program	Shares issued under Dividend Reinvestment Program	20	—	518	—	—	518	—	518	Shares issued under Dividend Reinvestment Program	32	—	7
Share grants, net of forfeitures and tax withholdings	Share grants, net of forfeitures and tax withholdings	79	1	2,195	—	—	2,196	—	2,196	Share grants, net of forfeitures and tax withholdings	179	2	3,7
Balance, June 30, 2022		87,392	\$ 874	\$1,727,031	\$ (408,882)	\$ (15,229)	\$ 1,303,794	\$ 302	\$1,304,096				
Balance, September 30, 2022										Balance, September 30, 2022	87,504	\$ 875	\$1,728,8

See accompanying notes to the consolidated financial statements.

ELME COMMUNITIES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

(IN THOUSANDS)

(UNAUDITED)

		Shares Issued and Out-standing	Shares of Beneficial Interest at Par Value	Additional Paid in Capital	Distributions in Excess of Net Income	Accumulated Other Comprehensive Loss	Total Shareholders' Equity	Noncontrolling Interests in Subsidiaries	Total Equity		Shares Issued and Out-standing	Shares of Beneficial Interest at Par Value	Additional Paid in Capital
Balance, March 31, 2023		87,709	\$ 877	\$1,731,701	\$ (472,503)	\$ (14,056)	\$ 1,246,019	\$ 296	\$1,246,315				
Balance, June 30, 2023										Balance, June 30, 2023	87,809	\$ 878	\$1,733,3
Net loss	Net loss	—	—	—	(2,611)	—	(2,611)	—	(2,611)	Net loss	—	—	
Unrealized gain on interest rate hedges		—	—	—	—	854	854	—	854				
Unrealized loss on interest rate hedges										Unrealized loss on interest rate hedges	—	—	
Amortization of swap settlements	Amortization of swap settlements	—	—	—	—	509	509	—	509	Amortization of swap settlements	—	—	
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—	—	—	—	—	—	(2)	(2)	Distributions to noncontrolling interests	—	—	
Dividends (\$0.18 per common share)	Dividends (\$0.18 per common share)	—	—	—	(15,825)	—	(15,825)	—	(15,825)	Dividends (\$0.18 per common share)	—	—	
Shares issued under Dividend Reinvestment Program		14	—	249	—	—	249	—	249				

Share grants, net of share grant amortization and forfeitures	Share grants, net of share grant amortization and forfeitures	86	1	1,438	—	—	1,439	—	1,439	Share grants, net of share grant amortization and forfeitures	23	—	1,2
Balance, June 30, 2023		87,809	\$ 878	\$ 1,733,388	\$ (490,939)	\$ (12,693)	\$ 1,230,634	\$ 294	\$ 1,230,928				
Balance, September 30, 2023										Balance, September 30, 2023	87,832	\$ 878	\$ 1,734,6

		Shares Issued and Out-standing	Shares of Beneficial Interest at Par Value	Additional Paid in Capital	Distributions in Excess of Net Income	Accumulated Other Comprehensive Loss	Total Shareholders' Equity	Noncontrolling Interests in Subsidiaries	Total Equity		Shares Issued and Out-standing	Shares of Beneficial Interest at Par Value	Additional Paid in Capital
Balance, March 31, 2022		87,414	\$ 874	\$ 1,725,828	\$ (385,108)	\$ (16,656)	\$ 1,324,938	\$ 305	\$ 1,325,243				
Net income		—	—	—	(8,874)	—	(8,874)	—	(8,874)				
Balance, June 30, 2022										Balance, June 30, 2022	87,392	\$ 874	\$ 1,727,0
Net loss										Net loss	—	—	
Unrealized gain on interest rate hedges	Unrealized gain on interest rate hedges	—	—	—	—	917	917	—	917	Unrealized gain on interest rate hedges	—	—	
Amortization of swap settlements	Amortization of swap settlements	—	—	—	—	510	510	—	510	Amortization of swap settlements	—	—	
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—	—	—	—	—	—	(3)	(3)	Distributions to noncontrolling interests	—	—	
Dividends (\$0.17 per common share)	Dividends (\$0.17 per common share)	—	—	—	(14,900)	—	(14,900)	—	(14,900)	Dividends (\$0.17 per common share)	—	—	
Shares issued under Dividend Reinvestment Program	Shares issued under Dividend Reinvestment Program	10	—	254	—	—	254	—	254	Shares issued under Dividend Reinvestment Program	12	—	2
Share grants, net of forfeitures and tax withholdings	Share grants, net of forfeitures and tax withholdings	(32)	—	949	—	—	949	—	949	Share grants, net of forfeitures and tax withholdings	100	1	1,5
Balance, June 30, 2022		87,392	\$ 874	\$ 1,727,031	\$ (408,882)	\$ (15,229)	\$ 1,303,794	\$ 302	\$ 1,304,096				
Balance, September 30, 2022										Balance, September 30, 2022	87,504	\$ 875	\$ 1,728,8

See accompanying notes to the consolidated financial statements.

ELME
COMMUNITIES CONSOLIDATED
AND STATEMENTS (IN
SUBSIDIARIES OF CASH FLOWS THOUSANDS) (UNAUDITED)

		Six Months Ended June 30,			Nine Months Ended September 30,	
		2023	2022		2023	2022
Cash flows from operating activities	Cash flows from operating activities			Cash flows from operating activities		
Net loss	Net loss	\$ (6,254)	\$(16,598)	Net loss	\$(49,872)	\$(27,337)
Adjustments to reconcile net loss to net cash provided by operating activities:	Adjustments to reconcile net loss to net cash provided by operating activities:			Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	Depreciation and amortization	42,951	46,239	Depreciation and amortization	64,855	69,871
Credit losses on lease related receivables	Credit losses on lease related receivables	1,512	1,344	Credit losses on lease related receivables	2,876	1,816
Real estate impairment				Real estate impairment	41,860	—
Share-based compensation expense	Share-based compensation expense	2,599	4,240	Share-based compensation expense	4,031	6,157
Net amortization of debt premiums, discounts and related financing costs	Net amortization of debt premiums, discounts and related financing costs	2,101	2,006	Net amortization of debt premiums, discounts and related financing costs	3,160	3,084
Loss on extinguishment of debt	Loss on extinguishment of debt	54	—	Loss on extinguishment of debt	54	4,917
Changes in operating other assets	Changes in operating other assets	119	(2,469)	Changes in operating other assets	(10,591)	(952)
Changes in operating other liabilities	Changes in operating other liabilities	3,168	(783)	Changes in operating other liabilities	5,443	(6,100)
Net cash provided by operating activities	Net cash provided by operating activities	46,250	33,979	Net cash provided by operating activities	61,816	51,456
Cash flows from investing activities	Cash flows from investing activities			Cash flows from investing activities		
Real estate acquisitions, net	Real estate acquisitions, net	—	(204,433)	Real estate acquisitions, net	(107,595)	(204,433)
Capital improvements to real estate	Capital improvements to real estate	(9,890)	(11,395)	Capital improvements to real estate	(22,293)	(19,046)
Development in progress	Development in progress	—	(659)	Development in progress	—	(671)
Insurance proceeds				Insurance proceeds	—	2,224
Non-real estate capital improvements	Non-real estate capital improvements	(293)	(642)	Non-real estate capital improvements	(395)	(1,322)
Net cash used in investing activities	Net cash used in investing activities	(10,183)	(217,129)	Net cash used in investing activities	(130,283)	(223,248)
Cash flows from financing activities	Cash flows from financing activities			Cash flows from financing activities		
Line of credit repayments, net	Line of credit repayments, net	(31,000)	—	Line of credit repayments, net	94,000	43,000

Dividends paid	Dividends paid	(30,777)	(29,524)	Dividends paid	(48,495)	(44,440)
Repayments of mortgage notes payable				Repayments of mortgage notes payable	—	(76,598)
Repayments of unsecured term loan debt	Repayments of unsecured term loan debt	(100,000)	—	Repayments of unsecured term loan debt	(100,000)	—
Proceeds from term loan	Proceeds from term loan	125,000	—	Proceeds from term loan	125,000	—
Payment of financing costs	Payment of financing costs	(844)	(39)	Payment of financing costs	(844)	(39)
Distributions to noncontrolling interests	Distributions to noncontrolling interests	(4)	(5)	Distributions to noncontrolling interests	(6)	(6)
Proceeds from dividend reinvestment program	Proceeds from dividend reinvestment program	497	518	Proceeds from dividend reinvestment program	497	777
Net proceeds from equity issuances	Net proceeds from equity issuances	—	26,851	Net proceeds from equity issuances	—	26,851
Payment of tax withholdings for restricted share awards	Payment of tax withholdings for restricted share awards	(1,350)	(2,100)	Payment of tax withholdings for restricted share awards	(1,354)	(2,100)
Net cash used in financing activities		(38,478)	(4,299)			
Net cash provided by (used in) financing activities				Net cash provided by (used in) financing activities	68,798	(52,555)
Net decrease in cash, cash equivalents and restricted cash	Net decrease in cash, cash equivalents and restricted cash	(2,411)	(187,449)	Net decrease in cash, cash equivalents and restricted cash	331	(224,347)
Cash, cash equivalents and restricted cash at beginning of period	Cash, cash equivalents and restricted cash at beginning of period	9,852	234,220	Cash, cash equivalents and restricted cash at beginning of period	9,852	234,220
Cash, cash equivalents and restricted cash at end of period	Cash, cash equivalents and restricted cash at end of period	\$ 7,441	\$ 46,771	Cash, cash equivalents and restricted cash at end of period	\$ 10,183	\$ 9,873

**ELME COMMUNITIES
AND SUBSIDIARIES**

**CONSOLIDATED
STATEMENTS OF CASH
FLOWS**

**(IN
THOUSANDS) (UNAUDITED)**

		Six Months Ended June 30,			Nine Months Ended September 30,	
		2023	2022		2023	2022
Supplemental disclosure of cash flow information:	Supplemental disclosure of cash flow information:			Supplemental disclosure of cash flow information:		
Cash paid for interest, net of amounts capitalized	Cash paid for interest, net of amounts capitalized	\$10,495	\$ 9,597	Cash paid for interest, net of amounts capitalized	\$20,066	\$18,386

Change in accrued capital improvements and development costs	Change in accrued capital improvements and development costs	3,395	1,209	Change in accrued capital improvements and development costs	7,343	2,510
Dividend payable	Dividend payable	15,834	14,916	Dividend payable	15,868	14,919
Mortgage notes payable assumed in connection with the acquisition of real estate	Mortgage notes payable assumed in connection with the acquisition of real estate	—	76,554	Mortgage notes payable assumed in connection with the acquisition of real estate	—	76,554
Reconciliation of cash, cash equivalents and restricted cash:	Reconciliation of cash, cash equivalents and restricted cash:			Reconciliation of cash, cash equivalents and restricted cash:		
Cash and cash equivalents	Cash and cash equivalents	\$ 5,554	\$44,787	Cash and cash equivalents	\$ 8,079	\$ 8,436
Restricted cash	Restricted cash	1,887	1,984	Restricted cash	2,104	1,437
Cash, cash equivalents and restricted cash	Cash, cash equivalents and restricted cash	\$ 7,441	\$46,771	Cash, cash equivalents and restricted cash	\$10,183	\$ 9,873

See accompanying notes to the consolidated financial statements.

ELME COMMUNITIES AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June September 30, 2023
(UNAUDITED)

NOTE 1: NATURE OF BUSINESS

Elme Communities, a Maryland real estate investment trust, is a self-administered equity real estate investment trust ("REIT"), and successor to a trust organized in 1960. Our business primarily consists of the ownership of apartment communities in the greater Washington, DC metro and Sunbelt regions. Within these notes to the financial statements, we refer to the three months ended **June 30, 2023** **September 30, 2023** and **June 30, 2022** **September 30, 2022** as the "2023 Quarter" and the "2022 Quarter," respectively, and the **six nine** months ended **June 30, 2023** **September 30, 2023** and **June 30, 2022** **September 30, 2022** as the "2023 Period" and the "2022 Period," respectively.

Federal Income Taxes

We believe that we qualify as a REIT under Sections 856-860 of the Internal Revenue Code of 1986, as amended (the "Code"), and intend to continue to qualify as such. To maintain our status as a REIT, we are, among other things, required to distribute 90% of our REIT taxable income (determined before the deduction for dividends paid and excluding net capital gains to our shareholders) on an annual basis. When selling a property, we generally have the option of (a) reinvesting the sales proceeds of property sold in a way that allows us to defer recognition of some or all taxable gain realized on the sale, (b) distributing gains to the shareholders with no tax to us or (c) treating net long-term capital gains as having been distributed to our shareholders, paying the tax on the gain deemed distributed and allocating the tax paid as a credit to our shareholders.

Generally, and subject to our ongoing qualification as a REIT, no provisions for income taxes are necessary except for taxes on undistributed taxable income and taxes on the income generated by our taxable REIT subsidiary ("TRS"). Our TRS is subject to corporate federal and state income tax on its taxable income at regular statutory rates. As of both **June 30, 2023** **September 30, 2023** and December 31, 2022, our TRS had a deferred tax asset of \$1.4 million that was fully reserved.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATIONS

Significant Accounting Policies

We have prepared our consolidated financial statements using the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2022.

Recent Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2020-04, Reference Rate Reform ("Topic 848"), which was amended in December 2022 by ASU 2022-06, Reference Rate Reform (Topic 848). Topic 848 contains practical expedients for reference rate reform related activities that impact debt, leases, derivatives and other contracts. The guidance in Topic 848 is optional and may be elected through December 31, 2024 as reference rate reform activities occur. During the first quarter of 2023, we executed an amendment to the \$700.0 million unsecured revolving credit facility ("Revolving Credit Facility") to convert the benchmark interest rate from LIBOR to an adjusted SOFR ("Secured Overnight Financing Rate"). We elected to apply the optional expedients in Topic 848 to (i) assert that the hedged interest payments remain probable regardless of any expected modification in terms related to reference rate reform, and (ii) continue the method of assessing effectiveness as documented in the original hedge documentation so that the reference rate on the hypothetical derivative matches the reference rate on the hedging instrument. Application of these expedients preserves the presentation of derivatives consistent with past presentation. The impact of this guidance did not have a material impact on our consolidated financial statements.

Principles of Consolidation and Basis of Presentation

The accompanying unaudited consolidated financial statements include the consolidated accounts of Elme Communities and our subsidiaries and entities in which Elme Communities has a controlling financial interest. All intercompany balances and transactions have been eliminated in consolidation.

We have prepared the accompanying unaudited financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP") have been condensed or omitted pursuant to those rules and regulations, although we believe that the disclosures made are adequate to make the information presented not misleading. In addition, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the results for the periods presented have been included. These unaudited financial statements should be read in conjunction with the financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2022.

Lessee Accounting

For leases where we are the lessee, primarily our corporate office operating lease, we recognize a right-of-use asset and a lease liability in accordance with Accounting Standards Codification ("ASC") Topic 842. The right-of-use asset and associated liability is equal to the present value of the minimum lease payments, applying our incremental borrowing rate. Our borrowing rate is computed based on observable borrowing rates taking into consideration our credit quality and adjusting to a secured borrowing rate for similar assets and term.

Lease expense for the operating lease is recognized on a straight-line basis over the expected lease term and is included in "General and administrative expense."

Restricted Cash

Restricted cash includes funds held in escrow for tenant security deposits.

Transformation Costs

Transformation costs include costs related to the strategic shift away from the commercial sector to the residential sector, including the allocation of internal costs, consulting, advisory and termination benefits.

Use of Estimates in the Financial Statements

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

NOTE 3: REAL ESTATE

Acquisitions

We acquired the following community during the 2023 Quarter (the "2023 Acquisition"):

Acquisition Date	Community	Type	Number of Homes	Ending Occupancy as of September 30, 2023	Contract Purchase Price (In thousands)
September 29, 2023	Elme Druid Hills	Residential	500	93.4 %	\$ 108,000

The results of operations from the acquired operating property for our period of ownership is included in the condensed consolidated statements of operations as of its acquisition date and was as follows (in thousands):

	Three and Nine Months Ended September 30, 2023	
Real estate rental revenue	\$	53
Net loss		(403)

We accounted for the 2023 Acquisition as an asset acquisition. We measured the value of the acquired physical assets (land and building) and in-place leases (absorption costs) by allocating the total cost of the acquisition on a relative fair value basis.

The total cost of the 2023 Acquisition was as follows (in thousands):

Contract purchase price	\$	108,000
Capitalized acquisition costs		190
Total	\$	108,190

We have recorded the 2023 Acquisition as follows (in thousands):

Land	\$	25,249
Building		79,281
Absorption costs		3,660
Total carrying amount recorded	\$	108,190

The weighted remaining average life for the absorption costs is seven months.

The difference in the total acquisition cost of \$108.2 million for the 2023 Acquisition and the cash paid for the acquisition per the consolidated statements of cash flows of \$107.6 million is due to net credits received at settlement totaling \$0.6 million.

Development/Redevelopment

We have properties under development/redevelopment and held for current or future development. As of June 30, 2023 September 30, 2023, we have invested \$30.4 million, including the cost of acquired land, in a residential development adjacent to Riverside Apartments. During the second quarter of 2022, Quarter, we paused development activities at the aforementioned property and ceased associated capitalization of interest on spending and real estate taxes. However, we continue to capitalize qualifying costs on several other projects with minor development activity necessary to ready each project for its intended use.

Properties Sold and Held for Sale

We intend to hold our properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing and owning our properties and to make occasional sales of properties that no longer meet our long-term strategy or return objectives and where market conditions for sale are favorable. The proceeds from the sales may be reinvested into other properties, used to fund development operations or to support other corporate needs or distributed to our shareholders. Depreciation on these properties is discontinued at the time they are classified as held for sale, but operating revenues, operating expenses and interest expense continue to be recognized until the date of sale.

We did not sell or classify any properties as held for sale during the 2023 Period or in 2022.

As Real Estate Impairment

During the 2023 Quarter, we recognized an impairment charge of June 30, 2023 \$41.9 million on Watergate 600 in order to reduce its carrying value to its estimated fair value, which declined due to changes in market conditions in the Washington DC metro region office market. The estimated fair value is inherently subjective because there are few observable market transactions for similar office properties. This fair valuation fell into Level 3 in the fair value hierarchy due to its reliance on significant unobservable inputs (see note 7). In accordance with ASC 820, we estimated the fair value using a discounted cash flow model which required certain significant assumptions, including a discounted cash flow term of 5 years, an average economic occupancy of 80.5%, we assessed our and a terminal capitalization rate of 7.5%.

No other properties, including assets held for development, for impairment and did not recognize had any recognized impairment charges during the 2023 Quarter. We applied reasonable estimates and judgments in evaluating each of the properties as of June 30, 2023. Should external or internal circumstances change requiring the need to shorten holding periods or adjust future estimated cash flows from our properties, we could be required to record impairment charges in the future.

NOTE 4: UNSECURED LINE OF CREDIT PAYABLE

During the third quarter of 2021, we entered into an amended and restated credit agreement ("Credit Agreement") which provides for the Revolving Credit Facility and the continuation of an existing \$250.0 million unsecured term loan ("2018 Term Loan"). The Revolving Credit Facility has a four-year term ending in August 2025, with two six-month extension options. The Credit Agreement has an accordion feature that allows us to increase the aggregate facility to \$1.5 billion, subject to the lenders' agreement to provide additional revolving loan commitments or term loans.

During the first quarter of 2023, we executed an amendment to the Revolving Credit Facility to convert the benchmark interest rate from LIBOR to an adjusted SOFR, with no change in the applicable interest rate margins. The Revolving Credit Facility bears interest at a rate of daily SOFR plus 0.10% plus a margin ranging from 0.70% to 1.40%. In addition, the Revolving Credit Facility requires the payment of a facility fee ranging from 0.10% to 0.30% (depending on Elme Communities' credit rating) on the \$700.0 million committed revolving loan capacity, without regard to usage. As of June 30, 2023 September 30, 2023, the interest rate on the Revolving Credit Facility is adjusted SOFR (inclusive of the 0.10% credit spread adjustment) plus 0.85%, the daily SOFR is 5.09% 5.31% and the facility fee is 0.20%.

All outstanding advances for the Revolving Credit Facility are due and payable upon maturity in August 2025, unless extended pursuant to one or both of the two six-month extension options. Interest only payments are due and payable generally on a monthly basis.

The amount of the Revolving Credit Facility's unsecured line of credit unused and available at June 30, 2023 September 30, 2023 was as follows (in thousands):

Committed capacity	\$	700,000
Borrowings outstanding		(24,000) (149,000)
Unused and available	\$	676,000 551,000

We executed borrowings and repayments on the Revolving Credit Facility during the 2023 Period as follows (in thousands):

Balance, December 31, 2022	\$	55,000
Borrowings		142,000 294,000
Repayments		(173,000) (200,000)
Balance, June 30, 2023 September 30, 2023	\$	24,000 149,000

NOTE 5: NOTES PAYABLE

During the first quarter of 2023, we entered into a \$125.0 million unsecured term loan ("2023 Term Loan") with an interest rate of SOFR (subject to a credit spread adjustment of 10 basis points) plus a margin of 95 basis points (subject to adjustment depending on Elme Communities' credit rating). The 2023 Term Loan has a two-year term ending in January 2025, with two one-year extension options. We used the proceeds to prepay the \$100.0 million 2018 Term Loan in full and a portion of our borrowings under our unsecured credit facility.

Revolving Credit Facility.

NOTE 6: DERIVATIVE INSTRUMENTS

We have had an interest rate swap arrangement with a notional amount of \$100.0 million that had effectively fixed the remaining \$100.0 million portion of the 2018 Term Loan prior to the prepayment. During the first quarter of 2023, we prepaid the 2018 Term Loan using proceeds from the \$125.0 million 2023 Term Loan (see note 5). Subsequent to this transaction, the interest swap arrangement effectively fixes fixed the interest rate on a \$100.0 million portion of the 2023 Term Loan through the interest rate swap arrangement's expiration date of July 21, 2023.

During the first quarter of 2023, we entered into two interest rate swap arrangements with an aggregate notional amount of \$125.0 million that will effectively fix fixed the interest at 4.73% for the 2023 Term Loan beginning on July 21, 2023 through the 2023 Term Loan's maturity date of January 10, 2025.

The interest rate swap arrangements are recorded at fair value in accordance with GAAP, based on discounted cash flow methodologies and observable inputs. We record the effective portion of changes in fair value of the cash flow hedges in Other comprehensive income (loss). We assess the effectiveness of a cash flow hedge both at inception and on an ongoing basis. If a cash flow hedge is no longer expected to be effective, hedge accounting is discontinued. Hedge ineffectiveness of our cash flow hedges is recorded in earnings.

The fair values of the interest rate swaps as of June 30, 2023 September 30, 2023 and December 31, 2022, were as follows (in thousands):

	Fair Value Derivative Assets							Fair Value Derivative Assets					
	Aggregate							Aggregate					
Derivative Instrument	Derivative Instrument	Notional Amount	Effective Date	Maturity Date	June 30, 2023	December 31, 2022	Derivative Instrument	Notional Amount	Effective Date	Maturity Date	September 30, 2023	December 31, 2022	
Interest rate swap	Interest rate swap	\$ 100,000	March 31, 2017	July 21, 2023	\$ 219	\$ 1,998	Interest rate swap	\$ 100,000	March 31, 2017	July 21, 2023	\$ —	\$ 1,998	
Interest rate swap	Interest rate swap	75,000	July 21, 2023	January 10, 2025	1,383	—	Interest rate swap	75,000	July 21, 2023	January 10, 2025	1,422	—	
Interest rate swap	Interest rate swap	50,000	July 21, 2023	January 10, 2025	922	—	Interest rate swap	50,000	July 21, 2023	January 10, 2025	948	—	
					\$ 2,524	\$ 1,998					\$ 2,370	\$ 1,998	

We record interest rate swaps on our consolidated balance sheets within Prepaid expenses and other assets when in a net asset position and within Accounts payable and other liabilities when in a net liability position. The net unrealized gains and losses on the effective swaps were recognized in Other comprehensive income (loss), as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Unrealized gain on interest rate hedges	\$ 854	\$ 917	\$ 521	\$ 2,842

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022

Unrealized (loss) gain on interest rate hedges	\$	(149)	\$	442	\$	372	\$	3,284
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Amounts reported in Accumulated other comprehensive loss related to effective cash flow hedges will be reclassified to interest expense as interest payments are made on our variable-rate debt. During the next twelve months, we estimate that an additional \$2.0 million related to our **three two** outstanding interest rate swap arrangements will be reclassified as a decrease to interest expense.

The losses reclassified from Accumulated other comprehensive loss into interest expense for the three and **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022, were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Loss reclassified from accumulated other comprehensive loss into interest expense	\$ 509	\$ 510	\$ 1,019	\$ 1,020

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Loss reclassified from accumulated other comprehensive loss into interest expense	\$ 510	\$ 509	\$ 1,529	\$ 1,529

During the next twelve months, we estimate that an additional \$2.0 million related to the previously settled interest rate swap arrangements will be reclassified as an increase to interest expense.

We have agreements with each of our derivative counterparties that contain a provision whereby we could be declared in default on our derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to our default on the indebtedness. As of **June 30, 2023** **September 30, 2023**, the fair value of derivative assets, including accrued interest, was **\$2.5 million** **\$2.4 million** and we did not have any derivatives in a liability position. As of **June 30, 2023** **September 30, 2023**, we have not posted any collateral related to these agreements.

Derivative instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate hedge agreements. We believe that we minimize our credit risk on these transactions by dealing with major, creditworthy financial institutions. We monitor the credit ratings of counterparties and our exposure to any single entity, thus minimizing our credit risk concentration.

NOTE 7: FAIR VALUE DISCLOSURES

Assets and Liabilities Measured at Fair Value on a Recurring Basis

For assets and liabilities measured at fair value on a recurring basis, quantitative disclosures about the fair value measurements are required to be disclosed separately for each major category of assets and liabilities, as follows:

- Level 1: Quoted prices in active markets for identical assets
- Level 2: Significant other observable inputs
- Level 3: Significant unobservable inputs

The only assets or liabilities we had at **June 30, 2023** **September 30, 2023** and December 31, 2022 that are recorded at fair value on a recurring basis are the assets held in the Supplemental Executive Retirement Plan ("SERP"), which primarily consist of investments in mutual funds, and the interest rate derivatives (see note 6).

We base the valuations related to the SERP on assumptions derived from significant other observable inputs and accordingly these valuations fall into Level 2 in the fair value hierarchy.

The valuation of the interest rate derivatives is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each interest rate derivative. This analysis reflects the contractual terms of the interest rate derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate derivatives are determined using the market standard methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. To comply with the provisions of ASC 820, *Fair Value Measurement*, we incorporate credit valuation adjustments in the fair value measurements to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk. These credit valuation adjustments were concluded to not be significant inputs for the fair value calculations for the periods presented. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as the posting of collateral, thresholds, mutual puts and guarantees. The valuation of interest rate derivatives fall into Level 2 in the fair value hierarchy.

The fair values of these assets at **June 30, 2023** **September 30, 2023** and December 31, 2022 were as follows (in thousands):

June 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
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		Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3		Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3
Assets:	Assets:									Assets:								
SERP	SERP	\$ 2,485	\$ —	\$ 2,485	\$ —	\$ 2,142	\$ —	\$ 2,142	\$ —	SERP	\$ 1,714	\$ —	\$ 1,714	\$ —	\$ 2,142	\$ —	\$ 2,142	\$ —
Interest rate derivatives	Interest rate derivatives	2,524	—	2,524	—	1,998	—	1,998	—	Interest rate derivatives	2,370	—	2,370	—	1,998	—	1,998	—

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets not measured at fair value on an ongoing basis but subject to fair value adjustments only in certain circumstances, such as when there is evidence of impairment, are measured at fair value on a nonrecurring basis. In the 2023 Quarter, we measured the fair value of Watagate 600 as there was evidence of impairment (see note 3).

Financial Assets and Liabilities Not Measured at Fair Value

The following disclosures of estimated fair value were determined by management using available market information and established valuation methodologies, including discounted cash flow models. Many of these estimates involve significant judgment. The estimated fair value disclosed may not necessarily be indicative of the amounts we could realize on disposition of the financial instruments. The use of different market assumptions or estimation methodologies could have an effect on the estimated fair value amounts. In addition, fair value estimates are made at a point in time and thus, estimates of fair value subsequent to **June 30, 2023** September 30, 2023 may differ significantly from the amounts presented. The valuations of cash and cash equivalents and restricted cash fall into Level 1 in the fair value hierarchy and the valuations of debt instruments fall into Level 3 in the fair value hierarchy.

As of **June 30, 2023** September 30, 2023 and December 31, 2022, the carrying values and estimated fair values of our financial instruments were as follows (in thousands):

		June 30, 2023		December 31, 2022			September 30, 2023		December 31, 2022	
		Carrying Value	Fair Value	Carrying Value	Fair Value		Carrying Value	Fair Value	Carrying Value	Fair Value
Cash and cash equivalents	Cash and cash equivalents	\$ 5,554	\$ 5,554	\$ 8,389	\$ 8,389	Cash and cash equivalents	\$ 8,079	\$ 8,079	\$ 8,389	\$ 8,389
Restricted cash	Restricted cash	1,887	1,887	1,463	1,463	Restricted cash	2,104	2,104	1,463	1,463
Line of credit	Line of credit	24,000	24,000	55,000	55,000	Line of credit	149,000	149,000	55,000	55,000
Notes payable, net	Notes payable, net	521,955	471,463	497,359	454,564	Notes payable, net	522,150	459,471	497,359	454,564

NOTE 8: SHARE-BASED COMPENSATION

Elme Communities maintains short-term ("STIP") and long-term ("LTIP") incentive plans that allow for stock-based awards to officers and non-officer employees. Stock based awards are provided to officers and non-officer employees, as well as trustees, under the Washington Real Estate Investment Trust 2016 Omnibus Incentive Plan which allows for awards in the form of restricted shares, restricted share units, options and other awards up to an aggregate of 2,400,000 shares over the ten-year period in which the plan will be in effect. Restricted share units are converted into shares of our stock upon full vesting through the issuance of new shares.

Total Compensation Expense

Total compensation expense recognized in the consolidated financial statements for all outstanding share-based awards was \$1.4 million and **\$2.1 million** **\$1.9 million** for the 2023 Quarter and 2022 Quarter, respectively, and **\$2.6 million** **\$4.0 million** and **\$4.2 million** **\$6.2 million** for the 2023 and 2022 Period, respectively.

Restricted Share Awards

The total fair values of restricted share awards vested was \$4.0 million and \$4.8 million for the 2023 Period and 2022 Period, respectively.

The total unvested restricted share awards at **June 30, 2023** September 30, 2023 was **377,725** **391,777** shares, which had a weighted average grant date fair value of **\$20.07** **\$19.78** per share. As of **June 30, 2023** September 30, 2023, the total compensation cost related to unvested restricted share awards was **\$5.9 million** **\$5.3 million**, which we expect to recognize over a weighted average period of **28** **26** months.

NOTE 9: EARNINGS PER COMMON SHARE

We determine "Basic earnings per share" using the two-class method as our unvested restricted share awards and units have non-forfeitable rights to dividends, and are therefore considered participating securities. We compute basic earnings per share by dividing net income less the allocation of undistributed earnings to unvested restricted share awards and units by the weighted-average number of common shares outstanding for the period.

We also determine "Diluted earnings per share" as the more dilutive of the two-class method or the treasury stock method with respect to the unvested restricted share awards. We further evaluate any other potentially dilutive securities at the end of the period and adjust the basic earnings per share calculation for the impact of those securities that are

The computations of basic and diluted earnings per share for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 were as follows (in thousands, except per share data):

NOTE 10: SEGMENT INFORMATION

We have one remaining office property, Watergate 600, which does not meet the criteria for a reportable segment, and has been classified within "Other" on our segment disclosure tables.

We evaluate performance based upon net operating income ("NOI") of the combined properties in the segment. Our reportable operating segment consolidates similar properties. GAAP requires that segment disclosures present the measure(s) used by the chief operating decision maker for purposes of assessing each segment's performance. NOI is a key measurement of our segment profit and loss and is defined as real estate rental revenue less real estate expenses.

The following tables present revenues, NOI, capital expenditures and total assets for the three and six months ended June 30, 2023 September 30, 2023 and 2022 from our Residential segment as well as Other, and reconcile NOI to net loss as reported (in thousands):

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Property management expenses	Property management expenses	(2,178)	Property management expenses	(1,935)
General and administrative expenses	General and administrative expenses	(6,680)	General and administrative expenses	(6,370)
Transformation costs	Transformation costs	(2,454)	Transformation costs	(985)
Depreciation and amortization	Depreciation and amortization	(21,415)	Depreciation and amortization	(21,904)
Interest expense	Interest expense	(6,794)	Interest expense	(7,418)
Other income	Other income	569		
Real estate impairment	Real estate impairment		Real estate impairment	(41,860)
Net loss	Net loss	\$ (2,611)	Net loss	\$ (43,618)
Less: Net income attributable to noncontrolling interests in subsidiaries	Less: Net income attributable to noncontrolling interests in subsidiaries		Less: Net income attributable to noncontrolling interests in subsidiaries	—
Net loss attributable to the controlling interests	Net loss attributable to the controlling interests		Net loss attributable to the controlling interests	\$ (43,618)
Capital expenditures	Capital expenditures	\$ 4,130 \$ 262 \$ 4,392	Capital expenditures	\$ 11,900 \$ 605 \$ 12,505
Total assets	Total assets	\$ 1,664,947 \$ 173,552 \$ 1,838,499	Total assets	\$ 1,770,921 \$ 139,352 \$ 1,910,273

		Three Months Ended June 30, 2022				Three Months Ended September 30, 2022		
		Residential	Other ⁽¹⁾	Consolidated		Residential	Other ⁽¹⁾	Consolidated
Real estate rental revenue	Real estate rental revenue	\$ 46,646	\$ 4,734	\$ 51,380	Real estate rental revenue	\$ 49,889	\$ 4,714	\$ 54,603
Real estate expenses	Real estate expenses	17,312	1,272	18,584	Real estate expenses	18,198	1,363	19,561
Net operating income	Net operating income	\$ 29,334	\$ 3,462	\$ 32,796	Net operating income	\$ 31,691	\$ 3,351	\$ 35,042
Other income (expense):	Other income (expense):				Other income (expense):			
Property management expenses	Property management expenses			(1,796)	Property management expenses			(1,916)
General and administrative expenses	General and administrative expenses			(7,656)	General and administrative expenses			(6,403)
Transformation costs	Transformation costs			(2,023)	Transformation costs			(2,399)
Depreciation and amortization	Depreciation and amortization			(24,039)	Depreciation and amortization			(23,632)
Interest expense	Interest expense			(6,156)	Interest expense			(6,582)
Loss on extinguishment of debt	Loss on extinguishment of debt				Loss on extinguishment of debt			(4,917)
Other income	Other income				Other income			68
Net loss	Net loss			\$ (8,874)	Net loss			\$ (10,739)
Capital expenditures	Capital expenditures	\$ 6,429	\$ 1,582	\$ 8,011	Capital expenditures	\$ 7,764	\$ 567	\$ 8,331
Total assets	Total assets	\$ 1,706,088	\$ 228,785	\$ 1,934,873	Total assets	\$ 1,694,750	\$ 184,784	\$ 1,879,534

	Six Months Ended June 30, 2023					Nine Months Ended September 30, 2023		
		Residential	Other ⁽¹⁾	Consolidated		Residential	Other ⁽¹⁾	Consolidated
Real estate rental revenue	Real estate rental revenue	\$ 103,091	9,317	\$ 112,408	Real estate rental revenue	\$ 155,156	13,903	\$ 169,059
Real estate expenses	Real estate expenses	37,198	2,581	39,779	Real estate expenses	55,629	3,947	59,576
Net operating income	Net operating income	\$ 65,893	\$ 6,736	\$ 72,629	Net operating income	\$ 99,527	\$ 9,956	\$ 109,483
Other income (expense):	Other income (expense):				Other income (expense):			
Property management expenses	Property management expenses			(3,947)	Property management expenses			(5,882)
General and administrative expenses	General and administrative expenses			(13,521)	General and administrative expenses			(19,891)
Transformation costs	Transformation costs			(5,354)	Transformation costs			(6,339)
Depreciation and amortization	Depreciation and amortization			(42,951)	Depreciation and amortization			(64,855)
Interest expense	Interest expense			(13,625)	Interest expense			(21,043)
Loss on extinguishment of debt	Loss on extinguishment of debt			(54)	Loss on extinguishment of debt			(54)
Other income	Other income			569	Other income			569
Real estate impairment					Real estate impairment			(41,860)
Net loss	Net loss			<u>\$ (6,254)</u>	Net loss			<u>\$ (49,872)</u>
Capital expenditures	Capital expenditures	\$ 9,547	\$ 636	\$ 10,183	Capital expenditures	\$ 21,447	\$ 1,241	\$ 22,688

	Six Months Ended June 30, 2022					Nine Months Ended September 30, 2022		
		Residential	Other ⁽¹⁾	Consolidated		Residential	Other ⁽¹⁾	Consolidated
Real estate rental revenue	Real estate rental revenue	89,980	9,204	\$ 99,184	Real estate rental revenue	139,869	13,918	\$ 153,787
Real estate expenses	Real estate expenses	33,213	2,523	35,736	Real estate expenses	51,411	3,886	55,297
Net operating income	Net operating income	\$ 56,767	\$ 6,681	\$ 63,448	Net operating income	\$ 88,458	\$ 10,032	\$ 98,490
Other income (expense):	Other income (expense):				Other income (expense):			
Property management expenses	Property management expenses			(3,546)	Property management expenses			(5,462)
General and administrative expenses	General and administrative expenses			(14,595)	General and administrative expenses			(20,998)
Transformation costs	Transformation costs			(4,246)	Transformation costs			(6,645)
Depreciation and amortization	Depreciation and amortization			(46,239)	Depreciation and amortization			(69,871)
Interest expense	Interest expense			(11,806)	Interest expense			(18,388)
Other income				386				

Loss on extinguishment of debt					Loss on extinguishment of debt				(4,917)
Other income					Other income				454
Net loss	Net loss			\$ (16,598)	Net loss				\$ (27,337)
Capital expenditures	Capital expenditures	\$ 9,859	\$ 2,178	\$ 12,037	Capital expenditures	\$ 17,623	\$ 2,745	\$ 20,368	

(1) Other represents Watergate 600, an office property that does not meet the qualitative or quantitative criteria for a reportable segment.

NOTE 11: SHAREHOLDERS' EQUITY

On February 17, 2021, we entered into separate amendments to each of our existing equity distribution agreements ("Original Equity Distribution Agreements") with each of Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Capital One Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, KeyBank Capital Markets Inc. and Truist Securities, Inc. (f/k/a SunTrust Robinson Humphrey, Inc.), each dated May 4, 2018 (collectively, as amended, the "Equity Distribution Agreements") for our at-the-market program. Also on February 17, 2021, we entered into a separate equity distribution agreement with BTIG, LLC on the same terms as the Amended Equity Distribution Agreements (the "BTIG Equity Distribution Agreement"). On September 22, 2021, BTIG, LLC notified us that it was terminating the BTIG Equity Distribution Agreement, effective as of September 27, 2021. Pursuant to the Equity Distribution Agreements, we may sell, from time to time, up to an aggregate price of \$550.0 million of our common shares of beneficial interest, \$0.01 par value per share. Issuances of our common shares are made at market prices prevailing at the time of issuance. We may use net proceeds from the issuance of common shares under this program for general business purposes, including, without limitation, working capital, the acquisition, renovation, expansion, improvement, development or redevelopment of income producing property or the repayment of debt. We did not issue common shares under the Equity Distribution Agreements during the 2023 Period and 2022 Quarter. Our issuances and net proceeds on the Equity Distribution Agreements for the 2022 Period were as follows (\$ in thousands, except per share data):

	Six Months Ended June September 30,
	2022
Issuance of common shares	1,032
Weighted average price per share	\$ 26.27
Net proceeds	\$ 26,851

We have a dividend reinvestment program whereby shareholders may use their dividends and optional cash payments to purchase common shares. The shares sold under this program may either be common shares issued by us or common shares purchased in the open market. Net proceeds under this program are used for general corporate purposes.

We did not issue common shares under the dividend reinvestment program during the 2023 Quarter. Our issuances and net proceeds on the dividend reinvestment program for the three and six months ended June 30, 2023 September 30, 2022 and nine months ended September 30, 2023 and 2022 were as follows (\$ in thousands, except per share data):

		Three Months Ended June 30,		Six Months Ended June 30,			Three Months Ended September 30,	Nine Months Ended September 30,	
		2023	2022	2023	2022		2022	2023	2022
Issuance of common shares	Issuance of common shares	14	10	28	20	Issuance of common shares	12	28	32
Weighted average price per share	Weighted average price per share	\$ 17.62	\$ 24.82	\$ 17.64	\$ 25.44	Weighted average price per share	\$ 21.15	\$ 17.64	\$ 24.01
Net proceeds	Net proceeds	\$ 249	\$ 254	\$ 497	\$ 518	Net proceeds	\$ 259	\$ 497	\$ 777

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto appearing in Item 1 of this report and the more detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission ("SEC") on February 17, 2023.

We refer to the three months ended June 30, 2023 September 30, 2023 and June 30, 2022 September 30, 2022 as the "2023 Quarter" and the "2022 Quarter," respectively, and the six nine months ended June 30, 2023 September 30, 2023 and June 30, 2022 September 30, 2022 as the "2023 Period" and "2022 Period," respectively.

Forward-Looking Statements

This Form 10-Q contains forward-looking statements which involve risks and uncertainties. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward looking statements by the

use of forward-looking terminology such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” or “potential” or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. Such statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of Elme Communities to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Additional factors which may cause the actual results, performance, or achievements of Elme Communities to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements include, but are not limited to: risks associated with our ability to execute on our strategies, including new strategies with respect to our operations and our portfolio, including the acquisition of apartment homes in the Sunbelt markets and our ability to realize any anticipated operational benefits from our internalization of community management functions; the risks associated with ownership of real estate in general and our real estate assets in particular; the economic health of the areas in which our properties are located, particularly with respect to greater Washington, DC metro region and the larger Sunbelt region; the risk of failure to enter into and/or complete contemplated acquisitions and dispositions, within the price ranges anticipated and on the terms and timing anticipated, or at all; changes in the composition of our portfolio; risks related to changes in interest rates, including the future of the reference rate used in our existing floating rate debt instruments; rates; reductions in or actual or threatened changes to the timing of federal government spending; the risks related to use of third-party providers; the economic health of our residents; the impact from macroeconomic factors (including inflation, increases in interest rates, potential economic slowdown or a recession and geopolitical conflicts); compliance with applicable laws and corporate social responsibility goals, including those concerning the environment and access by persons with disabilities; the risks related to not having adequate insurance to cover potential losses; changes in the market value of securities; terrorist attacks or actions and/or cyber-attacks; whether we will succeed in the day-to-day property management and leasing activities that we have previously outsourced; the availability and terms of financing and capital and the general volatility of securities markets; the risks related to our organizational structure and limitations of share ownership; failure to qualify and maintain our qualification as a REIT and the risks of changes in laws affecting REITs; whether our estimated transformation costs for 2023 will be correct; and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2022 Form 10-K filed on February 17, 2023. While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We undertake no obligation to update our forward-looking statements or risk factors to reflect new information, future events, or otherwise.

General

Introductory Matters

We provide our Management's Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations and financial condition. We organize the MD&A as follows:

- *Overview.* Discussion of our business outlook, operating results, investment and financing activity and capital requirements to provide context for the remainder of MD&A.
- *Results of Operations.* Discussion of our financial results comparing the 2023 Quarter to the 2022 Quarter and the 2023 Period to the 2022 Period.
- *Liquidity and Capital Resources.* Discussion of our financial condition and analysis of changes in our capital structure and cash flows.
- *Funds From Operations.* Calculation of NAREIT Funds From Operations (“NAREIT FFO”), a non-GAAP supplemental measure to net income.
- *Critical Accounting Estimates.* Descriptions of accounting policies that reflect significant judgments and estimates used in the preparation of our consolidated financial statements.

When evaluating our financial condition and operating performance, we focus on the following financial and non-financial indicators:

- *Net operating income (“NOI”),* calculated as set forth below under the caption “Results of Operations - Net Operating Income.” NOI is a non-GAAP supplemental measure to net income.
- *Funds From Operations (“NAREIT FFO”),* calculated as set forth below under the caption “Funds from Operations.” NAREIT FFO is a non-GAAP supplemental measure to net income.
- *Average occupancy,* calculated as average daily occupied apartment homes as a percentage of total apartment homes.

For purposes of evaluating comparative operating performance, we categorize our properties as “same-store” or “non-same-store.” Same-store portfolio properties include properties that were owned for the entirety of the years being compared, and exclude properties under redevelopment or development and properties acquired, sold or classified as held for sale during the years being compared. We define development properties as those for which we have planned or ongoing major construction activities on existing or acquired land pursuant to an authorized development plan. Development properties are categorized as same-store when they have reached stabilized occupancy (90%) before the start of the prior year. We define redevelopment properties as those for which we have planned or ongoing significant development and construction activities on existing or acquired buildings pursuant to an authorized plan, which has an impact on current operating results, occupancy and the ability to lease space with the intended result of a higher economic return on the property. We categorize a redevelopment property as same-store when redevelopment activities have been complete for the majority of each year being compared.

Overview

Our revenues are derived primarily from the ownership and operation of income producing property. As of June 30, 2023 September 30, 2023, we owned approximately 8,900 9,400 residential apartment homes in the Washington, DC metro and Sunbelt regions. We also own and operate approximately 300,000 square feet of commercial space in the Washington, DC metro region.

In connection with our strategic transformation, the shift away from the commercial sector to the residential sector, we are redesigning have redesigned our operating model for purposes of more efficiently and effectively supporting residential operations. This operating model redesign includes included insourcing the property-level management activities at our multifamily properties previously performed by third-party management companies. Costs related to the strategic transformation, including the allocation of internal costs, consulting, advisory and termination benefits, are included in Transformation costs on our consolidated statements of operations. We recognized transformation costs, net of amounts capitalized, on the condensed consolidated statements of operations of \$2.5 million \$1.0 million and \$2.0 million \$2.4 million during the 2023 Quarter and 2022 Quarter,

respectively, and \$5.4 million \$6.3 million and \$4.2 million \$6.6 million during the 2023 Period and 2022 Period, respectively. We do not anticipate incurring approximately \$0.6 million of additional transformation costs during 2023, in the future. We expect to realize significant operational benefits from this operating model redesign. Community onboarding began in October 2022, and we have transitioned 24 all of our 27 residential communities to Elme management as of June 30, 2023, and the remaining communities were onboarded subsequent to quarter end, September 30, 2023.

Operating Results

Net loss, NOI and NAREIT FFO for the three months ended June 30, 2023 September 30, 2023 and 2022 were as follows (in thousands):

		Three Months Ended June 30,				Three Months Ended September 30,			
		2023	2022	\$ Change	% Change	2023	2022	\$ Change	% Change
Net loss	Net loss	\$ (2,611)	\$ (8,874)	\$ 6,263	(70.6) %	\$ (43,618)	\$ (10,739)	\$ (32,879)	306.2 %
NOI ⁽¹⁾	NOI ⁽¹⁾	\$ 36,341	\$ 32,796	\$ 3,545	10.8 %	\$ 36,854	\$ 35,042	\$ 1,812	5.2 %
NAREIT FFO ⁽²⁾	NAREIT FFO ⁽²⁾	\$ 18,804	\$ 15,165	\$ 3,639	24.0 %	\$ 20,146	\$ 12,893	\$ 7,253	56.3 %

⁽¹⁾ See page 27 of the MD&A for a reconciliation of NOI to net income.

⁽²⁾ See page 27 of the MD&A for a reconciliation of NAREIT FFO to net income.

⁽¹⁾ See page 28 of the MD&A for a reconciliation of NOI to net income.

⁽¹⁾ See page 28 of the MD&A for a reconciliation of NOI to net income.

⁽²⁾ See page 38 of the MD&A for a reconciliation of NAREIT FFO to net income.

⁽²⁾ See page 38 of the MD&A for a reconciliation of NAREIT FFO to net income.

The decrease increase in net loss is primarily due to a real estate impairment (\$41.9 million) and higher interest expense (\$0.8 million) in the 2023 Quarter. These were partially offset by loss on extinguishment of debt (\$4.9 million) in the 2022 Quarter, higher NOI (\$3.5 1.8 million), lower depreciation and amortization expenses (\$2.6 million), lower general and administrative (\$1.0 million) expenses and higher other income (\$0.6 million). These were partially offset by higher interest expense (\$0.6 million), higher transformation expenses (\$0.4 1.7 million) and higher property management expenses lower transformation costs (\$0.4 1.4 million).

The higher NOI is primarily due to higher NOI from same-store properties \$3.0 million, (\$2.1 million) and the acquisitions acquisition of Elme Marietta Crossing (\$0.4 million), Alder Park (\$0.3 million) and Carlyle of Sandy Springs (\$0.1 0.2 million) in 2022, partially offset by lower NOI at Elme Sandy Springs (\$0.4 million) and Watergate 600 (\$0.2 0.1 million). The higher same-store NOI was primarily due to higher rental rates. Residential same-store average occupancy for our portfolio decreased increased to 95.6% as of June 30, 2023 September 30, 2023 from 95.7% 95.4% as of June 30, 2022 September 30, 2022.

The higher NAREIT FFO is primarily due to lower loss on extinguishment of debt (\$4.9 million), higher NOI (\$3.5 1.8 million) and higher other income lower transformation costs (\$0.6 1.4 million), partially offset by higher interest expense (\$0.6 0.8 million).

Investment Activity

There were no significant Significant investment transactions activity during the 2023 Period. Period included the acquisition of Elme Druid Hills, a 500-unit apartment community in Atlanta, Georgia for a contract purchase price of \$108.0 million during the 2023 Quarter. The acquisition was funded through cash and borrowings under the Revolving Credit Facility.

Financing Activity

Significant financing transactions activity during the 2023 Period included the following:

- Entered entering into a \$125.0 million unsecured term loan ("2023 Term Loan") with an interest rate of SOFR (subject to a credit spread adjustment of 10 basis points) plus a margin of 95 basis points. We used the proceeds to prepay the \$100.0 million 2018 Term Loan in full and a portion of our borrowings under our unsecured credit facility, Revolving Credit Facility. The 2023 Term Loan has a two-year term ending in January 2025, with two one-year extension options.

As of June 30, 2023 September 30, 2023, the interest rate on the Revolving Credit Facility is adjusted SOFR (inclusive of the 0.10% credit spread adjustment) plus 0.85%, the daily SOFR is 5.09% 5.31% and the facility fee is 0.20%. As of July 27, 2023 October 24, 2023, our Revolving Credit Facility has a borrowing capacity of \$657.0 million \$539.0 million.

Capital Requirements

We have no debt maturities scheduled until the first quarter of 2025. We expect to have additional capital requirements as set forth on page 33 (Liquidity and Capital Resources – Capital Requirements).

Results of Operations

The discussion that follows is based on our consolidated results of operations for the 2023 Quarter and 2022 Quarter and the 2023 Period and the 2022 Period.

Net Operating Income

NOI, defined as real estate rental revenue less direct real estate operating expenses, is a non-GAAP measure. NOI is calculated as net income, less non-real estate revenue and the results of discontinued operations (including the gain or loss on sale, if any), plus interest expense, depreciation and amortization, lease origination expenses, general and administrative expenses, acquisition costs, real estate impairment, casualty gain and losses and gain or loss on extinguishment of debt. NOI does not include management expenses, which consist of corporate property management costs and property management fees paid to third parties. NOI is the primary performance measure we use to assess the results of our operations at the property level. We believe that NOI is a useful performance measure because, when compared across periods, it reflects the impact on operations of trends in occupancy rates, rental rates and operating costs on an unleveraged basis, providing perspective not immediately apparent from net income. NOI excludes certain components from net income in order to provide results more closely related to a property's results of operations. For example, interest expense is not necessarily linked to the operating performance of a real estate asset. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates, may distort operating performance at the property level. As a result of the foregoing, we provide NOI as a supplement to net income, calculated in accordance with GAAP. NOI does not represent net income or income from continuing operations calculated in accordance with GAAP. As such, NOI should not be considered an alternative to these measures as an indication of our operating performance. A reconciliation of net loss to NOI follows.

2023 Quarter Compared to 2022 Quarter

The following table reconciles net loss to NOI and provides the basis for our discussion of our consolidated results of operations and NOI in the 2023 Quarter compared to the 2022 Quarter. All amounts are in thousands, except percentage amounts.

		Three Months Ended June 30,						Three Months Ended September 30,					
		2023	2022	\$ Change	% Change			2023	2022	\$ Change	% Change		
Net loss	Net loss	\$ (2,611)	\$ (8,874)	6,263	(70.6) %	Net loss		\$ (43,618)	\$ (10,739)	\$ (32,879)	306.2 %		
Adjustments:	Adjustments:					Adjustments:							
Property management expense	Property management expense	2,178	1,796	382	21.3 %	Property management expense		1,935	1,916	19	1.0 %		
General and administrative expense	General and administrative expense	6,680	7,656	(976)	(12.7) %	General and administrative expense		6,370	6,403	(33)	(0.5) %		
Transformation costs	Transformation costs	2,454	2,023	431	21.3 %	Transformation costs		985	2,399	(1,414)	(58.9) %		
Real estate depreciation and amortization	Real estate depreciation and amortization	21,415	24,039	(2,624)	(10.9) %	Real estate depreciation and amortization		21,904	23,632	(1,728)	(7.3) %		
Real estate impairment						Real estate impairment		41,860	—	41,860	100.0 %		
Interest expense	Interest expense	6,794	6,156	638	10.4 %	Interest expense		7,418	6,582	836	12.7 %		
Loss on extinguishment of debt, net						Loss on extinguishment of debt, net		—	4,917	(4,917)	(100.0) %		
Other income	Other income	(569)	—	(569)	100.0 %	Other income		—	(68)	68	(100.0) %		
Total net operating income (NOI)	Total net operating income (NOI)	\$ 36,341	\$ 32,796	\$ 3,545	10.8 %	Total net operating income (NOI)		\$ 36,854	\$ 35,042	\$ 1,812	5.2 %		
Residential revenue:	Residential revenue:					Residential revenue:							
Same-store portfolio	Same-store portfolio	\$ 46,786	\$ 42,691	\$ 4,095	9.6 %	Same-store portfolio		\$ 46,610	\$ 44,735	\$ 1,875	4.2 %		
Acquisitions ⁽¹⁾	Acquisitions ⁽¹⁾	5,079	3,650	1,429	39.2 %	Acquisitions ⁽¹⁾		5,233	4,897	336	6.9 %		
Non-residential ⁽²⁾	Non-residential ⁽²⁾	235	305	(70)	(23.0) %	Non-residential ⁽²⁾		222	257	(35)	(13.6) %		
Total	Total	52,100	46,646	5,454	11.7 %	Total		52,065	49,889	2,176	4.4 %		
Residential expenses:	Residential expenses:					Residential expenses:							
Same-store portfolio	Same-store portfolio	16,765	15,630	1,135	7.3 %	Same-store portfolio		16,274	16,471	(197)	(1.2) %		
Acquisitions	Acquisitions	2,203	1,593	610	38.3 %	Acquisitions		2,068	1,606	462	28.8 %		
Development	Development	54	19	35	184.2 %	Development		56	52	4	7.7 %		
Non-residential	Non-residential	32	70	(38)	(54.3) %	Non-residential		33	69	(36)	(52.2) %		
Total	Total	19,054	17,312	1,742	10.1 %	Total		18,431	18,198	233	1.3 %		

Residential NOI:	Residential NOI:						Residential NOI:					
Same-store portfolio	Same-store portfolio	30,021	27,061	2,960	10.9	%	Same-store portfolio	30,336	28,264	2,072	7.3	%
Acquisitions	Acquisitions	2,876	2,057	819	39.8	%	Acquisitions	3,165	3,291	(126)	(3.8)	%
Development	Development	(54)	(19)	(35)	184.2	%	Development	(56)	(52)	(4)	7.7	%
Non-residential	Non-residential	203	235	(32)	(13.6)	%	Non-residential	189	188	1	0.5	%
Total	Total	33,046	29,334	3,712	12.7	%	Total	33,634	31,691	1,943	6.1	%
Other NOI ⁽³⁾	Other NOI ⁽³⁾	3,295	3,462	(167)	(4.8)	%	Other NOI ⁽³⁾	3,220	3,351	(131)	(3.9)	%
Total NOI	Total NOI	\$ 36,341	\$ 32,796	\$ 3,545	10.8	%	Total NOI	\$ 36,854	\$ 35,042	\$ 1,812	5.2	%

- (1) Acquisitions:
2023: Elme Druid Hills
2022: Carlyle of Elme Sandy Springs, Alder Park, Elme Cumberland, Elme Marietta Crossing
- (2) Non-residential: Includes revenues and expenses from retail operations at residential properties.
- (3) Other: Watgate 600

Real Estate Rental Revenue

Real estate rental revenue from our apartment communities is comprised of (a) rent from operating leases of multifamily residential apartments with terms of approximately one year or less, recognized on a straight-line basis, (b) revenue from the recovery of operating expenses from our residents, (c) credit losses on lease related receivables, (d) revenue from leases of retail space at our apartment communities and (e) parking and other tenant charges.

Real estate rental revenue from same-store residential properties increased \$4.1 million \$1.9 million, or 9.6% 4.2%, to \$46.8 million \$46.6 million for the 2023 Quarter, compared to \$42.7 million \$44.7 million for the 2022 Quarter, primarily due to higher rental income (\$3.0 2.3 million), higher recoveries (\$0.5 0.2 million) and higher one-time fees (\$0.2 million), lower partially offset by higher credit losses (\$0.3 0.7 million) and lower higher rent abatements (\$0.2 0.1 million).

Real estate rental revenue from acquisitions increased \$1.4 million \$0.3 million due to the acquisitions of Elme Marietta Crossing (\$0.8 0.2 million) and Alder Park (\$0.5 million) during the 2022 Quarter, and Carlyle of Sandy Springs Elme Cumberland (\$0.1 million) during the first second quarter of 2022.

Average occupancy for residential properties for the 2023 Quarter and 2022 Quarter was as follows:

Average occupancy for residential properties for the 2023 Quarter and 2022 Quarter was as follows:																									
June 30, 2023						June 30, 2022						% Change													
September																									
30, 2023						September 30, 2023						September 30, 2022						% Change							
Same-Store	Non-Same-Store					Non-Same-Store					Non-Same-Store					Non-Same-Store					Non-Same-Store				
	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store	Same-Store							
95.6	95.6 %	94.4 %	95.4 %	95.7 %	93.8 %	95.5 %	(0.1) %	0.6 %	(0.1) %	95.6 %	93.5 %	95.3 %	95.4 %	94.2 %	95.3 %	0.2 %	(0.7) %	— %							

The decrease increase in same-store average occupancy was primarily due to higher average occupancy at The Paramount, Elme Bethesda, Roosevelt Towers, Riverside Apartments and Trove, partially offset by lower average occupancy at Elme Manassas, Bennett Park, Elme Watkins Mill, Yale West, Conyers, Elme Eagles Landing and Elme Alexandria, partially offset by higher average occupancy at Roosevelt Towers, The Maxwell, Riverside Apartments and Clayborne Apartments, Kenmore.

Real Estate Expenses

Residential real estate expenses as a percentage of residential revenue for the 2023 Quarter and the 2022 Quarter were 36.6% 35.4% and 37.1% 36.5%, respectively.

Real estate expenses from same-store residential properties increased \$1.1 million decreased \$0.2 million, or 7.3% 1.2%, to \$16.8 million \$16.3 million for the 2023 Quarter, compared to \$15.6 million \$16.5 million for the 2022 Quarter, primarily due to higher lower contract maintenance (\$0.5 million) and lower repairs and maintenance (\$0.6 0.2 million), partially offset by higher utilities (\$0.2 million), real estate taxes (\$0.1 million), insurance (\$0.1 million) and administrative (\$0.4 million) and utilities (\$0.2 0.1 million) expenses.

Real estate expenses from acquisitions increased \$0.6 million \$0.5 million due to the acquisitions of Marietta Crossing Elme Sandy Springs (\$0.4 million) during the first quarter of 2022 and Alder Park (\$0.1 million) during 2022 Quarter, and Carlyle of Sandy Springs Elme Cumberland (\$0.1 million) during the first second quarter of 2022.

Other NOI

Other NOI decreased due to lower revenue at Watgate 600 (\$0.2 0.1 million).

Other Income and Expenses

Property management expenses: Increase of \$0.4 million primarily due to higher management fee expenses at same-store properties.

General and administrative expenses: **Transformation costs:** Decrease of \$1.0 million primarily due to lower share-based compensation (\$0.6 million) and professional services (\$0.4 million) expenses.

Transformation costs: Increase of \$0.4 million \$1.4 million during the 2023 Quarter primarily due to higher signing bonuses for new community employees lower consulting fees (\$0.4 million) and higher consulting, lower employee time allocations (\$0.4 million) related to the strategic transformation, lower software costs (\$0.2 million), lower transition fees (\$0.2 million). The increase is partially offset by, lower branding expenses (\$0.1 million) and lower accelerated software depreciation (\$0.3 0.1 million), each due to the completion of community onboarding.

Real estate depreciation and amortization: Decrease of \$2.6 million \$1.7 million primarily due to lower depreciation and amortization at Carlyle of Elme Marietta (\$1.7 million), Elme Cumberland (\$0.6 million), Elme Sandy Springs (\$1.4 million), Marietta Crossing (\$0.4 0.2 million) and at same-store residential properties (\$0.9 Watergate 600 (\$0.1 million). These decreases were partially offset by higher depreciation and amortization at Watergate 600 same-store residential properties (\$0.1 0.5 million) and at Elme Druid Hills (\$0.4 million).

Interest expense: Interest expense by debt type for the three months ended June 30, 2023 September 30, 2023 and 2022 was as follows (in thousands):

Debt Type	Debt Type	Three Months Ended June 30,				Debt Type	Debt Type	Three Months Ended September 30,			
		2023	2022	\$ Change	% Change			2023	2022	\$ Change	% Change
Notes payable	Notes payable	\$ 5,545	5,055	\$ 490	9.7 %	Notes payable	Notes payable	\$ 6,023	\$ 5,127	\$ 896	17.5 %
Mortgage notes payable	Mortgage notes payable	—	490	(490)	(100.0) %	Mortgage notes payable	Mortgage notes payable	—	524	(524)	(100.0) %
Line of credit	Line of credit	1,249	701	548	78.2 %	Line of credit	Line of credit	1,395	931	464	49.8 %
Capitalized interest	Capitalized interest	—	(90)	90	(100.0) %						
Total	Total	\$ 6,794	\$ 6,156	\$ 638	10.4 %	Total	Total	\$ 7,418	\$ 6,582	\$ 836	12.7 %

- Notes payable:** Increase primarily due to the \$125.0 million 2023 Term Loan executed in January 2023, partially offset by prepayment of a \$100.0 million portion of the 2018 Term Loan in January 2023.
- Mortgage notes payable:** Decrease due to assumed mortgages of \$42.8 million and \$33.7 million in the acquisitions of Elme Marietta Crossing and Alder Park, Elme Cumberland, respectively, during the 2022 Quarter, second quarter of 2022. In September 2022, we extinguished the liabilities associated with these mortgages through defeasance arrangements.
- Line of credit:** Increase primarily due to higher weighted average borrowings of \$36.6 million \$41.1 million and a weighted average interest rate of 5.9% 6.2% in the 2023 Quarter, as compared to no weighted average borrowings during of \$22.4 million and a weighted average interest rate of 3.3% in the 2022 Quarter.
- Capitalized interest Loss on extinguishment of debt:** Decrease primarily due to ceasing capitalization During the 2022 Quarter, we extinguished the liabilities associated with mortgage notes payable for Elme Marietta and Elme Cumberland through defeasance arrangements, recognizing aggregate losses on extinguishment of interest on spending related to the multifamily development adjacent to Riverside Apartments due to a pause in development activities resulting from macroeconomic uncertainty. debt of \$4.9 million.

Other income Real estate impairment: **Income** The real estate impairment charge of \$0.6 million \$41.9 million during the 2023 Quarter consists reduced the carrying value of tax refunds received for office properties sold in prior years; Watergate 600 to its estimated fair value (see note 3 to consolidated financial statements).

2023 Period Compared to 2022 Period

The following tables reconcile net loss to NOI and provide the basis for our discussion of our consolidated results of operations and NOI in the 2023 Period compared to the 2022 Period. All amounts are in thousands, except percentage amounts.

		Six Months Ended June 30,						Nine Months Ended September 30,			
		2023	2022	\$ Change	% Change			2023	2022	\$ Change	% Change
Net loss	Net loss	\$ (6,254)	\$ (16,598)	10,344	(62.3) %	Net loss	Net loss	\$ (49,872)	\$ (27,337)	\$ (22,535)	82.4 %
Adjustments:	Adjustments:					Adjustments:	Adjustments:				
Property management expense	Property management expense	3,947	3,546	401	11.3 %	Property management expense	Property management expense	5,882	5,462	420	7.7 %
General and administrative expense	General and administrative expense	13,521	14,595	(1,074)	(7.4) %	General and administrative expense	General and administrative expense	19,891	20,998	(1,107)	(5.3) %

Transformation costs	Transformation costs	5,354	4,246	1,108	26.1 %	Transformation costs	6,339	6,645	(306)	(4.6) %
Real estate depreciation and amortization	Real estate depreciation and amortization	42,951	46,239	(3,288)	(7.1) %	Real estate depreciation and amortization	64,855	69,871	(5,016)	(7.2) %
Real estate impairment						Real estate impairment	41,860	—	41,860	100.0 %
Interest expense	Interest expense	13,625	11,806	1,819	15.4 %	Interest expense	21,043	18,388	2,655	14.4 %
Loss on extinguishment of debt, net	Loss on extinguishment of debt, net	54	—	54	100.0 %	Loss on extinguishment of debt, net	54	4,917	(4,863)	(98.9) %
Other income	Other income	(569)	(386)	(183)	47.4 %	Other income	(569)	(454)	(115)	25.3 %
Total net operating income (NOI)	Total net operating income (NOI)	\$ 72,629	\$ 63,448	\$ 9,181	14.5 %	Total net operating income (NOI)	\$ 109,483	\$ 98,490	\$ 10,993	11.2 %
Residential revenue:	Residential revenue:					Residential revenue:				
Same-store portfolio	Same-store portfolio	\$ 92,572	\$ 84,705	\$ 7,867	9.3 %	Same-store portfolio	\$ 139,182	\$ 129,440	\$ 9,742	7.5 %
Acquisitions (1)	Acquisitions (1)	10,036	4,725	5,311	112.4 %	Acquisitions (1)	15,269	9,622	5,647	58.7 %
Non-residential (2)	Non-residential (2)	483	550	(67)	(12.2) %	Non-residential (2)	705	807	(102)	(12.6) %
Total	Total	103,091	89,980	13,111	14.6 %	Total	155,156	139,869	15,287	10.9 %
Residential expenses:	Residential expenses:					Residential expenses:				
Same-store portfolio	Same-store portfolio	33,005	30,957	2,048	6.6 %	Same-store portfolio	49,279	47,428	1,851	3.9 %
Acquisitions	Acquisitions	4,029	2,092	1,937	92.6 %	Acquisitions	6,097	3,698	2,399	64.9 %
Development	Development	112	19	93	489.5 %	Development	168	71	97	136.6 %
Non-residential	Non-residential	52	145	(93)	(64.1) %	Non-residential	85	214	(129)	(60.3) %
Total	Total	37,198	33,213	3,985	12.0 %	Total	55,629	51,411	4,218	8.2 %
Residential NOI:	Residential NOI:					Residential NOI:				
Same-store portfolio	Same-store portfolio	59,567	53,748	5,819	10.8 %	Same-store portfolio	89,903	82,012	7,891	9.6 %
Acquisitions	Acquisitions	6,007	2,633	3,374	128.1 %	Acquisitions	9,172	5,924	3,248	54.8 %
Development	Development	(112)	(19)	(93)	489.5 %	Development	(168)	(71)	(97)	136.6 %
Non-residential	Non-residential	431	405	26	6.4 %	Non-residential	620	593	27	4.6 %
Total	Total	65,893	56,767	9,126	16.1 %	Total	99,527	88,458	11,069	12.5 %
Other NOI (3)	Other NOI (3)	6,736	6,681	55	0.8 %	Other NOI (3)	9,956	10,032	(76)	(0.8) %
Total NOI	Total NOI	\$ 72,629	\$ 63,448	\$ 9,181	14.5 %	Total NOI	\$ 109,483	\$ 98,490	\$ 10,993	11.2 %

(1) Acquisitions:

2023: Elme Druid Hills

2022: Carlyle of Elme Sandy Springs, Alder Park, Elme Cumberland, Elme Marietta Crossing

(2) Non-residential: Includes revenues and expenses from retail operations at residential properties.

(3) Other: Watgate 600

Real Estate Rental Revenue

Real estate rental revenue from our apartment communities is comprised of (a) rent from operating leases of multifamily residential apartments with terms of approximately one year or less, recognized on a straight-line basis, (b) revenue from the recovery of operating expenses from our residents, (c) credit losses on lease related receivables, (d) revenue from leases of retail space at our apartment communities and (e) parking and other tenant charges.

Real estate rental revenue from same-store residential properties increased \$7.9 million \$9.7 million, or 9.3% 7.5%, to \$92.6 million \$139.2 million for the 2023 Period, compared to \$84.7 million \$129.4 million for the 2022 Period, primarily due to higher rental income (\$6.4 \$8.7 million), higher recoveries (\$0.8 million), lower rent abatements (\$0.6 \$0.5 million) and higher fee income (\$0.2 million), partially offset by higher recoveries (\$0.6 million) and lower credit losses (\$0.2 \$0.5 million).

Real estate rental revenue from acquisitions increased \$5.3 million \$5.6 million, or 58.7%, to \$15.3 million for the 2023 Period, compared to \$9.6 million for the 2022 Period, primarily due to the acquisitions of Elme Marietta Crossing (\$2.7 2.8 million) and Alder Park Elme Cumberland (\$1.7 1.8 million) during the second quarter of 2022 Quarter, and Carlyle of Elme Sandy Springs (\$0.9 1.0 million) during the first quarter of 2022.

Average occupancy for residential properties for the 2023 Period and 2022 Period was as follows:

June 30, 2023			June 30, 2022			% Change		
Same-Store	Non-Same-Store	Total	Same-Store	Non-Same-Store	Total	Same-Store	Non-Same-Store	Total
95.6 %	94.0 %	95.4 %	95.7 %	94.0 %	95.5 %	(0.1)%	— %	(0.1)%

September 30, 2023			September 30, 2022			% Change		
Same-Store	Non-Same-Store	Total	Same-Store	Non-Same-Store	Total	Same-Store	Non-Same-Store	Total
95.6 %	93.8 %	95.4 %	95.6 %	94.1 %	95.5 %	— %	(0.3)%	(0.1)%

The decrease in same-store Same-store average occupancy remained consistent at 95.6% in the 2023 Period and the 2022 Period. Higher average occupancy at Roosevelt Towers, Riverside Apartments and The Trove was primarily due to partially offset by lower average occupancy at Bennett Park, Elme Watkins Mill Elme Leesburg, Elme Alexandria and Elme Manassas, partially offset by higher average occupancy at The Maxwell and Clayborne Apartments, Eagles Landing.

Real Estate Expenses

Residential real estate expenses as a percentage of residential revenue for the 2023 Period and 2022 Period were 36.1% 35.9% and 36.9% 36.8%, respectively.

Real estate expenses from same-store residential properties increased by \$2.0 million \$1.9 million, or 6.6% 3.9%, to \$33.0 million \$49.3 million for the 2023 Period, compared to \$31.0 million \$47.4 million for the six nine months ended June 30, 2022 September 30, 2022, primarily due to higher utilities (\$1.0 million), administrative (\$0.8 million), repairs and maintenance (\$0.7 0.4 million), real estate taxes (\$0.2 million) and utilities insurance (\$0.7 0.1 million) expenses. The increase is partially offset by lower contract maintenance and supplies (\$0.2 0.7 million) expenses.

Real estate expenses from acquisitions increased \$1.9 million \$2.4 million due to the acquisitions of Elme Marietta Crossing (\$1.0 0.9 million) and Alder Park Elme Cumberland (\$0.5 0.6 million) during the second quarter of 2022, Quarter, and Carlyle of Elme Sandy Springs (\$0.4 0.9 million) during the first quarter of 2022.

Other NOI

Other NOI increased decreased due to higher revenue operating expenses at Watergate 600 (\$0.1 million).

Other Income and Expenses

Property management expenses: Increase of \$0.4 million primarily due to higher management fee expenses at same-store properties.

General and administrative expenses: Decrease of \$1.1 million primarily due to lower share-based incentive compensation (\$1.4 1.9 million) and lower professional legal fees (\$0.2 0.6 million). The decrease was These were partially offset by higher computer software (\$0.3 0.7 million) and corporate office moving (\$0.3 0.6 million) expenses.

Transformation costs: Increase Decrease of \$1.1 million \$0.3 million primarily due to lower accelerated software depreciation (\$0.7 million), lower consulting fees (\$0.5 million) and lower software costs (\$0.3 million). The decrease is partially offset by higher signing bonuses for new employees (\$0.8 0.9 million), higher employee time allocations placement fee (\$0.5 0.2 million) related to the strategic transformation, and higher branding expenses (\$0.2 million). The increase is partially offset by lower accelerated software depreciation (\$0.6 0.1 million).

Depreciation and amortization: Decrease of \$3.3 million \$5.0 million primarily due to lower depreciation and amortization at same-store residential properties (\$3.4 3.0 million), Elme Sandy Springs (\$1.8 million) and at Carlyle of Sandy Springs Elme Marietta (\$1.7 1.2 million). The decrease was partially offset by higher depreciation and amortization at Alder Park Elme Druid Hills (\$0.9 0.4 million), Marietta Crossing Elme Cumberland (\$0.5 0.3 million), and Watergate 600 (\$0.4 0.3 million).

Interest expense: Interest expense by debt type for the six nine months ended June 30, 2023 September 30, 2023 and 2022 was as follows (in thousands):

		Six Months Ended June 30,						Nine Months Ended September 30,			
Debt Type	Debt Type	2023	2022	\$ Change	% Change	Debt Type	2023	2022	\$ Change	% Change	
Notes payable	Notes payable	\$ 10,999	\$ 10,204	\$ 795	7.8	Notes payable	\$ 17,022	\$ 15,331	\$ 1,691	11.0	%
Mortgage notes payable	Mortgage notes payable	—	490	(490)	100.0	Mortgage notes payable	—	1,014	(1,014)	(100.0)	%
Line of credit	Line of credit	2,626	1,395	1,231	88.2	% Line of credit	4,021	2,326	1,695	72.9	%

Capitalized interest	Capitalized interest	—	(283)	283	(100.0)	Capitalized % interest	—	(283)	283	(100.0)	%
Total	Total	\$ 13,625	\$ 11,806	\$ 1,819	15.4	% Total	\$ 21,043	\$ 18,388	\$ 2,655	14.4	%

- *Notes payable:* Increase primarily due to the \$125.0 million 2023 Term Loan executed in January 2023, partially offset by prepayment of a \$100.0 million portion of the 2018 Term Loan in January 2023.
- *Mortgage notes payable:* Decrease due to the assumed mortgages of \$42.8 million and \$33.7 million in the acquisitions of Elme Marietta Crossing and Alder Park, Elme Cumberland, respectively, during the 2022 Period. In September 2022, we extinguished the liabilities associated with these mortgages through defeasance arrangements.
- *Line of credit:* Increase primarily due to higher weighted average borrowings of \$40.7 million \$40.8 million and a weighted average interest rate of 6.0% 6.1% in the 2023 Period, as compared to no weighted average borrowings of \$7.5 million and a weighted average interest rate of 3.3% in the 2022 Period.
- *Capitalized interest:* Decrease primarily due to ceased capitalization of interest on spending related to the multifamily development adjacent to Riverside Apartments due to a pause in development activities resulting from macroeconomic uncertainty.

Loss on extinguishment of debt: During the 2022 Period, we extinguished the liabilities associated with mortgage notes payable for Elme Marietta and Elme Cumberland through defeasance arrangements, recognizing aggregate losses on extinguishment of debt of \$4.9 million.

Other income: Increase of \$0.2 million \$0.1 million is due to higher tax refunds received for office properties sold in prior years.

Real Estate Impairment: The real estate impairment charge of \$41.9 million during 2023 Period reduced the carrying value of Watergate 600 to its estimated fair value (see note 3 to consolidated financial statements).

Liquidity and Capital Resources

We believe we will have adequate liquidity over the next twelve months to operate our business and to meet our cash requirements, including meeting our debt obligations, capital commitments, acquisitions and contractual obligations, as well as the payment of dividends, on-going transformational costs and funding possible growth opportunities. We executed strategic transactions that will allow us to continue pursuing residential expansion in Sunbelt markets, meet our debt obligations for the next twelve months, and pay a dividend on a quarterly basis.

We also believe we have adequate liquidity beyond 2023, with no debt maturities until 2025 and only \$149.0 million \$274.0 million of scheduled debt maturities prior to 2028. 2028, based on current amounts outstanding under our Revolving Credit Facility. As of July 27, 2023 October 24, 2023, we had cash and cash equivalents totaling \$4.4 million \$3.0 million and a borrowing capacity of \$657.0 million \$539.0 million on our Revolving Credit Facility, resulting in a total liquidity position of \$661.4 million \$542.0 million.

While we currently intend to continue to pay dividends at or about current levels, we will continue to assess the payment of our dividends on a quarterly basis. Future determinations regarding the declaration and payment of dividends, if any, will be at the discretion of our board of trustees which considers, among other factors, trends in our levels of NAREIT FFO and ongoing capital requirements to achieve a targeted payout ratio.

Capital Requirements

As of the end of the 2023 Period, our full-year 2023 capital requirements are summarized below:

- Funding dividends and distributions to our shareholders;
- Approximately \$42.0 \$35.0 - \$47.0 million \$40.0 million to invest in our existing portfolio of operating assets, inclusive of \$27.0 \$22.0 - \$32.0 million \$27.0 million of major capital expenditures;
- Less than \$1.0 million to invest in our development and redevelopment projects; and
- Funding for potential property acquisitions throughout 2023, offset by proceeds from potential property dispositions.

There can be no assurance that our capital requirements will not be materially higher or lower than the above expectations. We currently believe that we will generate sufficient cash flow from operations and potential property sales and have access to the capital resources necessary to fund our requirements for the remainder of 2023. However, as a result of the uncertainty of the general market conditions in the greater Washington, DC metro and Sunbelt regions, economic conditions affecting the ability to attract and retain tenants, declines in our share price, unfavorable changes in the supply of competing properties, or our properties not performing as expected, we may not generate sufficient cash flow from operations and property sales or otherwise have access to capital on favorable terms, or at all. If we are unable to obtain capital from other sources, we may need to alter capital spending to be materially different than what is stated above. If capital were not available, we may be unable to satisfy the distribution requirement applicable to REITs, make required principal and interest payments, make strategic acquisitions or make necessary and/or routine capital improvements or undertake improvement/redevelopment opportunities with respect to our existing portfolio of operating assets.

Debt Financing

We generally use secured or unsecured, corporate-level debt, including unsecured notes, our Revolving Credit Facility, bank term loans and mortgages to meet our borrowing needs. Long-term, we generally use fixed rate debt instruments in order to match the returns from our real estate assets. If we issue unsecured debt in the future, we will seek to "ladder" the maturities of our debt to mitigate exposure to interest rate risk in any particular future year. We also utilize variable rate debt for short-term financing purposes. At times, our mix of variable and fixed rate debt may not suit our needs. At those times, we may use derivative financial instruments including interest rate swaps and caps, forward interest rate options or interest rate options in order to assist us in managing our debt mix. We may either hedge our variable rate debt to give it an effective fixed interest rate or hedge fixed rate debt to give it an effective variable interest rate.

As of **June 30, 2023** **September 30, 2023**, our future debt principal payments are scheduled as follows (in thousands):

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Future Maturities of Debt						Future Maturities of Debt					
Year	Year	Unsecured Debt	Revolving Credit Facility	Total Debt	Average Interest Rate	Year	Unsecured Debt	Revolving Credit Facility	Total Debt	Average Interest Rate	Year
2023	2023	\$ —	\$ —	\$ —	—%	2023	\$ —	\$ —	\$ —	—%	2023
2024	2024	—	—	—	—%	2024	—	—	—	—%	2024
2025	2025	125,000 ⁽¹⁾	24,000 ⁽²⁾	149,000	3.4%	2025	125,000 ⁽¹⁾	149,000 ⁽²⁾	274,000	5.6%	2025
2026	2026	—	—	—	—%	2026	—	—	—	—%	2026
2027	2027	—	—	—	—%	2027	—	—	—	—%	2027
Thereafter	Thereafter	400,000	—	400,000	4.5%	Thereafter	400,000	—	400,000	4.5%	Thereafter
Scheduled principal payments	Scheduled principal payments	\$ 525,000	\$ 24,000	\$ 549,000	4.2%	Scheduled principal payments	\$ 525,000	\$ 149,000	\$ 674,000	4.9%	Scheduled principal payments
Net premiums/discounts	Net premiums/discounts	(105)	—	(105)		Net premiums/discounts	(99)	—	(99)		Net premiums/discounts
Loan costs, net of amortization	Loan costs, net of amortization	(2,940)	—	(2,940)		Loan costs, net of amortization	(2,751)	—	(2,751)		Loan costs, net of amortization
Total	Total	\$ 521,955	\$ 24,000	\$ 545,955	4.2%	Total	\$ 522,150	\$ 149,000	\$ 671,150	4.9%	Total

(1) During the first quarter of 2023, we entered into the \$125.0 million 2023 Term Loan with an interest rate of SOFR (subject to a credit spread adjustment of 10 basis points) plus a margin of 95 basis points (subject to adjustment depending on Elme Communities' credit rating). The 2023 Term Loan has a two-year term ending in January 2025, with two one-year extension options. We used the proceeds to prepay the \$100.0 million 2018 Term Loan in full and a portion of our borrowings under our **unsecured credit facility**, **Revolving Credit Facility**. Elme Communities had previously entered into an interest rate swap to effectively fix the interest rate for the remaining \$100.0 million portion of the 2018 Term Loan. Following the prepayment of the 2018 Term Loan, the interest rate swap effectively **fixes fixed** a \$100.0 million portion of the 2023 Term Loan at 2.16% through the interest rate swap's expiration date of July 21, 2023. In March 2023, we entered into two interest rate swap arrangements with an aggregate notional amount of \$125.0 million that **will** effectively **fix fixed** the 2023 Term Loan's interest rate at 4.73% beginning on July 21, 2023 through the 2023 Term Loan's maturity date of January 10, 2025.

(2) The credit facility's term ends in August 2025, with two six-month extension options.

The weighted average maturity for our debt is **5.948** years. If principal amounts due at maturity cannot be refinanced, extended or paid with proceeds of other capital transactions, such as new equity capital, our cash flow may be insufficient to repay all maturing debt. Prevailing interest rates or other factors at the time of a refinancing, such as possible reluctance of lenders to make commercial real estate loans, may result in higher interest rates and increased interest expense or inhibit our ability to finance our obligations.

From time to time, we may seek to repurchase and cancel our outstanding unsecured notes and term loans through open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Debt Covenants

Pursuant to the terms of our Revolving Credit Facility, 2023 Term Loan and unsecured notes, we are subject to customary operating covenants and maintenance of various financial ratios.

Failure to comply with any of the covenants under our Revolving Credit Facility, 2023 Term Loan, unsecured notes or other debt instruments could result in a default under one or more of our debt instruments. This could cause our lenders to accelerate the timing of payments and could therefore have a material adverse effect on our business, operations, financial condition and liquidity. In addition, our ability to draw on our Revolving Credit Facility or incur other unsecured debt in the future could be restricted by the debt covenants.

As of **June 30, 2023** **September 30, 2023**, we were in compliance with the covenants related to our Revolving Credit Facility, 2023 Term Loan, and unsecured notes.

Common Equity

We have authorized for issuance 150.0 million common shares, of which 87.8 million shares were outstanding at **June 30, 2023** **September 30, 2023**.

On February 17, 2021, we entered into separate amendments to each of our existing equity distribution agreements ("Original Equity Distribution Agreements") with each of Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Capital One Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc. and Truist Securities, Inc. (f/k/a SunTrust Robinson Humphrey, Inc.), each dated May 4, 2018 (collectively, as amended, the "Equity Distribution Agreements") for our at-the-market program. Also on February 17, 2021, we entered into a separate equity distribution agreement with BTIG, LLC on the same terms as the Amended Equity Distribution Agreements (the "BTIG Equity Distribution Agreement"). On September 22, 2021, BTIG, LLC notified us that it was terminating the BTIG Equity Distribution Agreement, effective as of September 27, 2021. Pursuant to the Equity Distribution Agreements, we may sell, from time to time, up to an aggregate price of \$550.0 million of our common shares of beneficial interest, \$0.01 par value per share. Issuances of our common shares are made at market prices prevailing at the time of issuance. We may use net proceeds from the

issuance of common shares under this program for general business purposes, including, without limitation, working capital, the acquisition, renovation, expansion, improvement, development or redevelopment of income producing property or the repayment of debt. We did not issue common shares under the Equity Distribution Agreements during the 2023 Period and 2022 Quarter. Our issuances and net proceeds on the Equity Distribution Agreements for the 2022 Period were as follows (\$ in thousands, except per share data):

	Six Nine Months Ended June September 30, 2022
Issuance of common shares	1,032
Weighted average price per share	\$ 26.27
Net proceeds	\$ 26,851

We have a dividend reinvestment program, whereby shareholders may use their dividends and optional cash payments to purchase common shares. The common shares sold under this program may either be common shares issued by us or common shares purchased in the open market.

We did not issue common shares under the dividend reinvestment program during the 2023 Quarter. Our issuances and net proceeds on the dividend reinvestment program for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 were as follows (\$ in thousands, except per share data):

		Three Months Ended June 30,		Six Months Ended June 30,			Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022		2023	2022	2023	2022
Issuance of common shares	Issuance of common shares	14	10	28	20	Issuance of common shares	—	12	28	32
Weighted average price per share	Weighted average price per share	\$ 17.62	\$ 24.82	\$ 17.64	\$ 25.44	Weighted average price per share	\$ —	\$ 21.15	\$ 17.64	\$ 24.01
Net proceeds	Net proceeds	\$ 249	\$ 254	\$ 497	\$ 518	Net proceeds	\$ —	\$ 259	\$ 497	\$ 777

Preferred Equity

Elme Communities' board of trustees can, at its discretion, authorize the issuance of up to 10.0 million preferred shares. The ability to issue preferred equity provides Elme Communities an additional financing tool that may be used to raise capital for future acquisitions or other business purposes. As of June 30, 2023 September 30, 2023, no preferred shares were issued and outstanding.

Historical Cash Flows

Cash flows from operations are an important factor in our ability to sustain our dividend at its current rate. If our cash flows from operations were to decline significantly from current levels, we may have to reduce our dividend. Consolidated cash flow information is summarized as follows (in thousands):

		Six Months Ended June 30,		Change			Nine Months Ended September 30,		Change	
		2023	2022	\$	%		2023	2022	\$	%
Net cash provided by operating activities	Net cash provided by operating activities	\$ 46,250	\$ 33,979	\$ 12,271	36.1 %	Net cash provided by operating activities	\$ 61,816	\$ 51,456	\$ 10,360	20.1 %
Net cash used in investing activities	Net cash used in investing activities	(10,183)	(217,129)	206,946	(95.3) %	Net cash used in investing activities	(130,283)	(223,248)	92,965	(41.6) %
Net cash used in financing activities	Net cash used in financing activities	(38,478)	(4,299)	(34,179)	795.0 %					
Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities					Net cash provided by (used in) financing activities	68,798	(52,555)	121,353	(230.9) %

Net cash provided by operating activities increased primarily due to higher rental revenue from same-store communities and the acquisitions of Carlyle of Elme Sandy Springs, Elme Marietta Crossing and Alder Park Elme Cumberland during the 2022 Period.

Net cash used in investing activities decreased primarily due to the acquisition acquisitions of Carlyle of Elme Sandy Springs, Elme Marietta Crossing and Alder Park Elme Cumberland during the 2022 Period, partially offset by the acquisition of Druid Hills during the 2023 Period.

Net cash used in provided by (used in) financing activities increased primarily due to executing the \$125.0 million 2023 Term Loan and net borrowings on the Revolving Credit Facility during the 2023 Period and the repayment of mortgage notes during the 2022 Period. These were partially offset by the repayment of the \$100.0 million 2018 Term Loan net repayments on the Revolving Credit Facility, during the 2023 Period and proceeds from equity issuances during the 2022 Period. These were partially offset by executing the \$125.0 million 2023 Term Loan during the 2023 Period.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as of June 30, 2023 September 30, 2023 that are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Funds From Operations

NAREIT FFO is defined by the 2018 National Association of Real Estate Investment Trusts, Inc. ("NAREIT") FFO White Paper Restatement, as net income (computed in accordance with GAAP) excluding gains (or losses) associated with sales of properties; impairments of depreciable real estate, and real estate depreciation and amortization. We consider NAREIT FFO to be a standard supplemental measure for REITs because it facilitates an understanding of the operating performance of our properties without giving effect to real estate depreciation and amortization, which historically assumes that the value of real estate assets diminishes predictably over time. Since real estate values have instead historically risen or fallen with market conditions, we believe that NAREIT FFO more accurately provides investors an indication of our ability to incur and service debt, make capital expenditures and fund other needs. Our NAREIT FFO may not be comparable to FFO reported by other REITs. These other REITs may not define the term in accordance with the current NAREIT definition or may interpret the current NAREIT definition differently. NAREIT FFO is a non-GAAP measure.

The following table provides the calculation of our NAREIT FFO and a reconciliation of net loss to NAREIT FFO for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 (in thousands):

		Three Months Ended June 30,		Six Months Ended June 30,				Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022			2023	2022	2023	2022
Net loss	Net loss	\$ (2,611)	\$ (8,874)	\$ (6,254)	\$ (16,598)	Net loss		\$ (43,618)	\$ (10,739)	\$ (49,872)	\$ (27,337)
Adjustments:	Adjustments:					Adjustments:					
Depreciation and amortization	Depreciation and amortization	21,415	24,039	42,951	46,239	Depreciation and amortization		21,904	23,632	64,855	69,871
Real estate impairment	Real estate impairment					Real estate impairment		41,860	—	41,860	—
NAREIT FFO	NAREIT FFO	\$ 18,804	\$ 15,165	\$ 36,697	\$ 29,641	NAREIT FFO		\$ 20,146	\$ 12,893	\$ 56,843	\$ 42,534

Critical Accounting Estimates

We base the discussion and analysis of our financial condition and results of operations upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. There were no changes made by management to the critical accounting policies in the three and six nine months ended June 30, 2023 September 30, 2023. We discuss the most critical estimates in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 17, 2023.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The principal material financial market risk to which we are exposed is interest rate risk. Our exposure to market risk for changes in interest rates relates primarily to refinancing long-term fixed rate obligations, the opportunity cost of fixed rate obligations in a falling interest rate environment and our variable rate line of credit.

The table below presents principal, interest and related weighted average interest rates by year of maturity, with respect to debt outstanding on June 30, 2023 September 30, 2023 (in thousands):

		2023	2024	2025	2026	2027	Thereafter	Total	Fair Value			2023	2024	2025	2026	2027
Unsecured fixed rate debt	Unsecured fixed rate debt									Unsecured fixed rate debt						
Principal	Principal	\$ —	\$ —	\$ 125,000 ⁽¹⁾	\$ —	\$ —	\$ 400,000	\$ 525,000	\$ 471,463	Principal	\$ —	\$ —	\$ 125,000 ⁽¹⁾	\$ —	\$ —	\$ —
Interest payments	Interest payments	\$ 11,954	\$ 23,908	\$ 17,995	\$ 17,995	\$ 17,995	\$ 44,216	\$ 134,063		Interest payments	\$ 922	\$ 23,908	\$ 17,995	\$ 17,995	\$ 17,995	\$ 17,995

Interest rate on debt maturities	Interest rate on debt maturities	— %	— %	2.9 %	— %	— %	4.5 %	4.2 %	Interest rate on debt maturities	— %	— %	5.6 %	— %
Unsecured variable rate debt	Unsecured variable rate debt								Unsecured variable rate debt				
Principal	Principal	\$ —	\$ —	\$ 24,000	\$ —	\$ —	\$ —	\$ 24,000	Principal	\$ —	\$ —	\$ 149,000	\$ —
Variable interest rate on debt maturities	Variable interest rate on debt maturities			6.0 %				6.0 %	Variable interest rate on debt maturities			6.3 %	

(1) Represents a \$125.0 million term loan with a floating interest rate. A \$100.0 million portion of the term loan **is was** effectively fixed by an interest rate swap that **expires expired** on July 21, 2023. The full amount of the term loan **will be is** effectively fixed by two interest rate swaps that **become became** effective on July 21, 2023 and expire on the loan's maturity date of January 10, 2025.

We enter into interest rate swap arrangements designated and qualifying as cash flow hedges to reduce our exposure to the variability in future cash flows attributable to changes in interest rates. Derivative instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate hedge agreement. We believe that we minimize our credit risk on these transactions by dealing with major, creditworthy financial institutions. As part of our ongoing control procedures, we monitor the credit ratings of counterparties and our exposure to any single entity, thus minimizing our credit risk concentration.

The following table sets forth information pertaining to interest rate swap contracts in place as of **June 30, 2023**, **September 30, 2023** and December 31, 2022 and their respective fair values (in thousands):

	Fair Value as of:															
	Floating					June					Floating					
Notional	Notional	Fixed	Index	Effective	Expiration	June	December			Notional	Fixed	Index	Effective	Expiration	Septem	
Amount	Amount	Rate	Rate	Date	Date	30,	31, 2022			Amount	Rate	Rate	Date	Date	30, 202	
			USD-									USD-				
\$	100,000	1.205%	SOFR	3/31/2017	7/21/2023	\$ 219	\$ 1,998			100,000	1.205%	SOFR	3/31/2017	7/21/2023		
			USD-									USD-				
	75,000	3.670%	SOFR	7/21/2023	1/10/2025	1,383	—			75,000	3.670%	SOFR	7/21/2023	1/10/2025		
			USD-									USD-				
50,000	50,000	3.670%	SOFR	7/21/2023	1/10/2025	922	—			50,000	3.670%	SOFR	7/21/2023	1/10/2025		
						\$2,524	\$1,998									

We enter into debt obligations primarily to support general corporate purposes including acquisition of real estate properties, capital improvements and working capital needs.

As the majority of our outstanding debt is long-term, fixed rate debt, our interest rate risk has not changed significantly from what was disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 17, 2023. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Debt Financing."

ITEM 4: CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer, Chief Financial Officer and Chief **Accounting Administrative** Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief **Accounting Administrative** Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer, Chief Financial Officer and Chief **Accounting Administrative** Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

There have not been any changes in Elme Communities' internal control over financial reporting (as defined by Rule 13a-15(f)) that occurred during the period covered by the report that have materially affected, or are reasonably likely to materially affect, Elme Communities' internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1: LEGAL PROCEEDINGS

None.

ITEM 1A: RISK FACTORS

There have been no material changes from the risk factors previously disclosed in response to “Part I - Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2022 filed on February 17, 2023.

ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3: DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4: MINE SAFETY DISCLOSURES

None.

ITEM 5: OTHER INFORMATION**Trading Arrangements**

During the three months ended **June 30, 2023** **September 30, 2023**, no trustee or officer of Elme Communities adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Share Repurchase Program

On October 26, 2023, the Board authorized and approved a share repurchase program of up to \$50 million of the Company's common shares of beneficial interest over a period of two years, subject to any applicable limitations or restrictions set forth in our existing credit facility and other debt agreements. The share repurchase program is scheduled to expire on October 25, 2025, unless extended by the Board. Under the share repurchase program, the Company can effect share repurchases through open market purchases, including through Rule 10b5-1 trading programs, in privately negotiated transactions, or in such other manner that would comply with applicable securities laws and subject to compliance with existing debt agreements. The repurchase program does not obligate the Company to repurchase any specific number of shares, will be utilized at management's discretion and may be suspended at any time in the Company's discretion. The timing of share repurchases and the number of shares to be repurchased will depend upon prevailing market conditions and other factors. No share repurchases have been made to date under this program.

ITEM 6: EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit	Filing Date	
3.1	Articles of Amendment and Restatement of Declaration of Trust of the Company, as amended	10-K	001-06622	3.1	2/17/2023	
3.2	Amended and Restated Bylaws of Elme Communities, as amended	8-K	001-06622	3.2	10/17/2022	
10.1	Offer letter to Tiffany Butcher					X
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (“the Exchange Act”)					X
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
31.3	Certification of the Chief Accounting Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
32	Certification of the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X

101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101)	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit	Filing Date	
3.1	Articles of Amendment and Restatement of Declaration of Trust of the Company, as amended	10-K	001-06622	3.1	2/17/2023	
3.2	Amended and Restated Bylaws of Elme Communities, as amended	8-K	001-06622	3.1	9/20/2023	
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended ("the Exchange Act")					X
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
31.3	Certification of the Chief Administrative Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
32	Certification of the Chief Executive Officer, Chief Financial Officer and Chief Administrative Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101)					

SIGNATURES

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

ELME COMMUNITIES

/s/ Paul T. McDermott

Paul T. McDermott
President and Chief Executive Officer

/s/ Steven M. Freishtat

Steven M. Freishtat
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ W. Drew Hammond

W. Drew Hammond
Senior Vice President, Chief Accounting Administrative Officer and Treasurer
(Principal Accounting Officer)

DATE: August 1, 2023 October 27, 2023

Exhibit 10.1

June 2, 2023

Tiffany Butcher
 11219 TildenCrest Ct.
 Potomac, MD 20854
 tiffanymbutcher@gmail.com

Dear Tiffany:

The following is an offer of employment to join Elme Communities as Chief Operating Officer effective July 10, 2023. You will report to Paul McDermott, President and Chief Executive Officer. This offer is contingent upon the completion of a criminal history background check and reference verifications. This offer, and the cash and equity compensation awards provided herein, is also contingent upon the approval of Elme Communities' Compensation Committee and Board of Trustees.

Below is an outline of the terms and conditions of your employment, compensation, and benefits.

Salary - You will be paid \$16,346.15 on a bi-weekly basis (\$425,000 annualized). You will be considered a regular full-time exempt employee. As an exempt employee, you will not be eligible for overtime.

Incentive Compensation

Short-Term Incentive Plan - You will be eligible to participate in the Elme Communities Amended and Restated Executive Officer Short-Term Incentive Plan (STIP) at a pro-rata portion for the 2023 performance year in accordance with the terms of the STIP, as they may be amended by the Board generally from time-to-time. The performance measures, the threshold, target and high performance goals for each performance measure, and the weighting attributable to each such performance measure are established by the Board annually for each one-year performance period. The CEO will consult with you each year concerning establishment of individual performance goals. An award under the STIP is expressed as a multiple of Base Salary and is paid 100% in cash.

Your target level STIP is 93% of Base Salary.

Rolling Three-Year Long-Term Incentive Plan - You will be eligible to participate in the Elme Communities Amended and Restated Executive Officer Long-Term Incentive Plan (LTIP) at a pro-rata portion for the three-year performance period commencing in 2023 in accordance with the terms of the LTIP, as they may be amended by the Board generally from time-to-time. Awards under the LTIP are currently allocated between (1) a time-based award granted at the commencement of the performance period which is subject to a three-year time-based vesting schedule, and (2) a performance-based award issued at the end of the three-year performance period based on the degree to which applicable shareholder return metrics are satisfied, payable 100% in unrestricted common shares. The allocation of the total award, the shareholder return measures, the threshold, target and high performance goals for each shareholder return measure, and the weighting attributable to each shareholder return measure as a percentage of the Target bonus opportunity are determined by the Board annually for each three-year performance period. An award under the LTIP is expressed as a multiple of Base Salary.

Your target annualized percentage is 190% of Base Salary.

- In 2023, you will be able to participate in both plans on a pro-rated basis. The incentive compensation plans will be reviewed with you in further detail upon hire.

Non-Standard Compensation- On your first day of employment, you will be awarded a restricted stock award (RSA) equivalent to \$100,000 as a "signing bonus". The RSA granted will be based on the closing price per common share of Elme Communities on your date of hire and will vest on a pro-rata basis over three years from grant date subject to your continued employment through each anniversary of the grant date.

Clawback Policy - All incentive-based compensation granted to you during your employment will be subject to the Clawback Policy of Elme Communities adopted by the Board, as it may be amended for all employees generally from time-to-time.

Supplemental Executive Retirement Plan (SERP) - You are eligible to participate in the SERP Plan effective August 1, 2023. The purpose of the SERP is to provide officers with financial security in exchange for a career commitment. The SERP is designed such that at age 65, you could be expected to have an accumulation (under certain assumptions) that is approximately equal to the present value of a life annuity sufficient to "replace" 40% of your final three-year average salary. If your years of service as an officer at age 65 are less than 20 years, a pro-rata reduction is applied to the 40% target. Further details will be provided upon employment.

Phone Allowance - You will receive a phone allowance of \$50 per month to use your personal phone for business purposes, and will be reimbursed through our expense report process.

Vacation - You are eligible for Elme's vacation plan beginning on your first day of employment, which allows you to take time off for vacation or personal reasons. The plan provides a minimum of 10 days per year. There is no maximum number of days you can take off each year under the plan providing you are meeting performance expectations.

Sick - Your sick leave will accrue based on your hours worked up to 9 days per year.

Benefits - You will be eligible to participate in Elme's benefit programs, which includes medical, dental, vision, life and disability insurance, on the first of the month following your date of hire, which in your case is August 1, 2023.

If you accept this offer, you will be employed on an at-will basis, meaning that either you or the Company may terminate the relationship at any time for any lawful reason, with or without cause or notice. Likewise, the Company may change your title, duties, compensation, and/or benefits on a prospective basis at any time.

In the event that it becomes necessary to change any of the above benefit plans, compensation packages, or standard operating procedures, such changes will apply to you as they do to other Elme Communities employees.

Elme Communities is required to verify the employment eligibility of every new employee. Therefore, should you accept this position, please bring documents to verify eligibility to work in the United States on your first day of employment.

This letter constitutes the agreement between you and Elme Communities, and it supersedes all prior agreements and understandings between you and the company as to the matters outlined in this letter.

If you accept this offer, please sign and return it within 5 business days. We look forward to working with you.

Welcome to Elme Communities!

Sincerely, Efrem Reid
Vice President, Human Resources

Name /s/ Tiffany M. Butcher

Date 06/06/2023

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Exhibit 31.1

CERTIFICATION

I, Paul T. McDermott, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Elme Communities;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

DATE: August 1, October 27, 2023

/s/ Paul T. McDermott

Paul T. McDermott
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Steven M. Freishtat, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Elme Communities;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

DATE: August 1, October 27, 2023

/s/ Steven M. Freishtat

Steven M. Freishtat

Chief Financial Officer

(Principal Financial Officer)

Exhibit 31.3

CERTIFICATION

I, W. Drew Hammond, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Elme Communities;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

DATE: August 1, October 27, 2023

/s/ W. Drew Hammond

W. Drew Hammond

Senior Vice President

Chief Accounting Administrative Officer

(Principal Accounting Officer)

Exhibit 32

WRITTEN STATEMENT OF
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the President and Chief Executive Officer, the Chief Financial Officer and Chief Accounting Administrative Officer of Elme Communities, each hereby certifies on the date hereof, that:

- (a) the Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 September 30, 2023 filed on the date hereof with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Elme Communities.

DATE: August 1, October 27, 2023

/s/ Paul T. McDermott

Paul T. McDermott

Chief Executive Officer

DATE: August 1, October 27, 2023

/s/ Steven M. Freishtat

Steven M. Freishtat

Chief Financial Officer

(Principal Financial Officer)

DATE: August 1, October 27, 2023

/s/ W. Drew Hammond

W. Drew Hammond

Chief Accounting Administrative Officer

(Principal Accounting Officer)

DISCLAIMER

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