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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

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

For the fiscal year ended December 31, 2023
OR

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

For the transition period from _____ to _____

Commission file number 1-10524

UDR, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or organization)

54-0857512
(I.R.S. Employer Identification No.)

1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado 80129
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (720) 283-6120

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.01 par value	UDR	New York Stock Exchange

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

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

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

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

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company
Emerging Growth Company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the shares of common stock of UDR, Inc. held by non-affiliates on June 30, 2023 was approximately \$5.5 billion. This calculation excludes shares of common stock held by the registrant's officers and directors and each person known by the registrant to beneficially own more than 5% of the registrant's outstanding shares, as such persons may be deemed to be affiliates. This determination of affiliate status should not be deemed conclusive for any other purpose. As of February 16, 2024, there were 329,224,105 shares of UDR, Inc.'s common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Report, to the extent not set forth herein, is incorporated by reference from UDR, Inc.'s definitive proxy statement for the 2024 Annual Meeting of Stockholders.

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PART I

Unless the context otherwise requires, all references in this Report to "UDR," the "Company," "we," "our" and "us" refer to UDR, Inc., together with its consolidated subsidiaries, including United Dominion Realty, L.P. (the "Operating Partnership" or the "OP") and UDR Lighthouse DownREIT L.P. (the "DownREIT Partnership").

Forward-Looking Statements

This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements include, without limitation, statements concerning property acquisitions and dispositions, development activity and capital expenditures, capital raising activities, rent growth, occupancy and rental expense growth. Words such as "expects," "anticipates," "intends," "plans," "likely," "will," "believes," "seeks," "estimates," and variations of such words and similar expressions are intended to identify such forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

The following factors, among others, could cause our future results to differ materially from those expressed in the forward-looking statements:

- general market and economic conditions;
- the impact of inflation/deflation;
- unfavorable changes in apartment market and economic conditions that could adversely affect occupancy levels and rental rates;
- the failure of acquisitions, developments or redevelopments to achieve anticipated results;
- possible difficulty in selling apartment communities;
- competitive factors that may limit our ability to lease apartment homes or increase or maintain rents;
- insufficient cash flow that could affect our debt financing and create refinancing risk;
- failure to generate sufficient revenue, which could impair our debt service payments and distributions to stockholders;
- development and construction risks that may impact our profitability;
- potential damage from natural disasters, including hurricanes and other weather-related events, which could result in substantial costs to us;
- risks from climate change that impacts our properties or operations;
- risks from extraordinary losses for which we may not have insurance or adequate reserves;
- risks from cybersecurity breaches of our information technology systems and the information technology systems of our third party vendors and other third parties;
- the availability of capital and the stability of the capital markets;
- changes in job growth, home affordability and the demand/supply ratio for multifamily housing;
- the failure of automation or technology to help grow net operating income;
- uninsured losses due to insurance deductibles, self-insurance retention, uninsured claims or casualties, or losses in excess of applicable coverage;
- delays in completing developments and lease-ups on schedule or at expected rent and occupancy levels;

- our failure to succeed in new markets;
- risks that third parties who have an interest in or are otherwise involved in projects in which we have an interest, including mezzanine borrowers, joint venture partners or other investors, do not perform as expected;
- changing interest rates, which could increase interest costs and affect the market price of our securities;
- potential liability for environmental contamination, which could result in substantial costs to us;
- the imposition of federal taxes if we fail to qualify as a REIT under the Code in any taxable year;
- our internal control over financial reporting may not be considered effective which could result in a loss of investor confidence in our financial reports, and in turn have an adverse effect on our stock price; and
- changes in real estate laws, tax laws, rent control or stabilization laws or other laws affecting our business.

A discussion of these and other factors affecting our business and prospects is set forth in Part I, Item 1A. *Risk Factors*. We encourage investors to review these risk factors.

Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore such statements included in this Report may not prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved.

Forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this Report, and we expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required by law.

Summary of Risk Factors

Our business is subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, results of operations, cash flows and prospects. These risks are discussed more fully in Item 1A. *Risk Factors* herein. These risks include, but are not limited to, the following:

- Unfavorable Apartment Market and Economic Conditions Could Adversely Affect Occupancy Levels, Rental Revenues and the Value of Our Real Estate Assets.
- The Geographic Concentration of Our Communities in Certain Markets Could Have an Adverse Effect on Our Operations if a Particular Market is Adversely Impacted by Economic or Other Conditions.
- We May Be Unable to Renew Leases or Relet Apartment Units as Leases Expire, or the Terms of Renewals or New Leases May Be Less Favorable Than Current Leases.
- We Face Risks Related to Inflation/Deflation.
- Competition Could Limit Our Ability to Lease Apartment Homes or Increase or Maintain Rents.
- We May Not Realize the Anticipated Benefits of Past or Future Acquisitions, and the Failure to Integrate Acquired Communities and New Personnel Successfully Could Create Inefficiencies.
- Competition Could Adversely Affect Our Ability to Acquire Properties.
- Development and Construction Risks Could Impact Our Profitability.
- An Epidemic, Pandemic or Other Health Crisis, and Measures Intended to Prevent the Spread of Such an Event, Could Have a Material Adverse Effect on our Business, Results of Operations, Cash Flows and Financial Condition.
- Bankruptcy or Defaults of Our Counterparties Could Adversely Affect Our Performance.

- We Could Incur Significant Insurance Costs and Some Potential Losses May Not Be Adequately Covered by Insurance.
- The Adoption of, or Changes to, Rent Control, Rent Stabilization, Eviction, Tenants' Rights and Similar Laws and Regulations in Our Markets Could Have an Adverse Effect on Our Results of Operations and Property Values.
- A Breach of Information Technology Systems On Which We Rely Could Materially and Adversely Impact Our Business, Financial Condition, Results of Operations and Reputation.
- Changing Interest Rates Could Increase Interest Costs and Adversely Affect Our Cash Flows and the Market Price of Our Common Stock.
- Insufficient Cash Flow Could Affect Our Debt Financing and Create Refinancing Risk.
- Failure to Generate Sufficient Income Could Impair Debt Service Payments and Distributions to Stockholders.
- Failure To Maintain Our Current Credit Ratings Could Adversely Affect Our Cost of Funds, Related Margins, Liquidity, and Access to Capital Markets.
- Disruptions in Financial Markets May Adversely Impact the Availability and Cost of Credit and Have Other Adverse Effects on Us and the Market Price of Our Common Stock.
- We Would Incur Adverse Tax Consequences if We Failed to Qualify as a REIT.
- Changes in Market Conditions and Volatility of Stock Prices Could Adversely Affect the Market Price of Our Common Stock.
- We May Change the Dividend Policy for Our Common Stock in the Future.
- Limitations on Share Ownership and Limitations on the Ability of Our Stockholders to Effect a Change in Control of Our Company Restrict the Transferability of Our Stock and May Prevent Takeovers That are Beneficial to Our Stockholders.

Item 1. BUSINESS

General

UDR is a self-administered real estate investment trust, or REIT, that owns, operates, acquires, renovates, develops, redevelops, disposes of, and manages multifamily apartment communities in targeted markets located in the United States. At December 31, 2023, our consolidated real estate portfolio consisted of 168 communities located in 21 markets, consisting of 55,550 completed apartment homes, which are held directly or through our subsidiaries, including the Operating Partnership and the DownREIT Partnership, and consolidated joint ventures. In addition, we have an ownership interest in 10,045 completed or to-be-completed apartment homes through unconsolidated joint ventures or partnerships, including 5,618 apartment homes owned by entities in which we hold preferred equity investments. At December 31, 2023, the Company was developing two wholly-owned communities totaling 415 homes, of which 56 have been completed.

UDR has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, which we refer to in this Report as the "Code." To continue to qualify as a REIT, we must continue to meet certain tests which, among other things, generally require that our assets consist primarily of real estate assets, our income be derived primarily from real estate assets, and that we distribute at least 90% of our REIT taxable income (other than our net capital gains) to our stockholders annually. As a REIT, we generally will not be subject to U.S. federal income taxes at the corporate level on our net income to the extent we distribute such net income to our stockholders annually. In 2023, we declared total distributions of \$1.68 per common share and paid dividends of \$1.64 per common share.

	Dividends Declared in 2023	Dividends Paid in 2023
First Quarter	\$ 0.4200	\$ 0.3800
Second Quarter	0.4200	0.4200
Third Quarter	0.4200	0.4200
Fourth Quarter	0.4200	0.4200
Total	\$ 1.6800	\$ 1.6400

UDR was formed in 1972 as a Virginia corporation. In June 2003, we changed our state of incorporation from Virginia to Maryland. Our corporate offices are located at 1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado and our telephone number is (720) 283-6120. Our website is www.udr.com. The information contained on our website, including any information referred to in this Report as being available on our website, is not a part of or incorporated into this Report.

As of December 31, 2023, there were 189.9 million units in the Operating Partnership ("OP Units") outstanding, of which 176.4 million OP Units (including 0.1 million of general partnership units), or 92.9%, were owned by UDR and 13.5 million OP Units, or 7.1%, were owned by outside limited partners. As of December 31, 2023, there were 32.4 million units in the DownREIT Partnership ("DownREIT Units") outstanding, of which 21.4 million, or 66.0%, were owned by UDR and its subsidiaries and 11.0 million, or 34.0%, were owned by outside limited partners. The consolidated financial statements of UDR include the noncontrolling interests of the unitholders in the Operating Partnership and DownREIT Partnership.

Human Capital Management

As of December 31, 2023, our team at UDR comprises 1,397 full-time associates and 13 part-time associates, all of whom are dedicated to the success of our organization. Within this workforce, 991 associates are focused on roles directly associated with our communities, while the remaining associates contribute to various corporate functions. Our commitment to social responsibility extends to the entire employee lifecycle, encompassing recruitment, onboarding, development, engagement, and retention. Our overarching objective is to enhance the associate experience, foster diversity, and maintain a motivated workforce that fuels our growth and talent retention. This dedication to our UDR culture and values directly influences improved engagement, productivity, and the overall success of our organization.

Our UDR culture is defined by choice, transparency, and trust, empowering our associates to make decisions that align with their individual interests and benefit the Company as a whole. By prioritizing and enhancing the associate experience, we hope to enhance engagement levels, leading to increased customer satisfaction, higher employee

retention, and superior results. We report to our Board of Directors at least annually with respect to our human capital initiatives, including evaluations and analyses.

Associate Compensation

Attracting, nurturing, and retaining top-tier, diverse talent across our organization is essential to our long-term success. An integral part of this process is our commitment to fair and attractive compensation practices. We continue to utilize our compensation market data tool that enables us to access near real-time market insights. This tool has been helpful in helping us to make informed decisions and adjust our salary ranges accordingly, helping us to remain competitive and attract and retain top talent. By staying up-to-date with the latest trends in the job market, we seek to provide fair and competitive compensation packages to our associates. We also conduct annual assessments of pay equity across various dimensions, such as gender, age, and ethnicity, for each job title. Our compensation programs are designed to include performance-driven bonuses. These metrics are presented annually to our executive leadership and Board of Directors for oversight purposes.

Associate Growth and Development

We firmly believe that frequent training is essential for associate job satisfaction, effectiveness, career progression, and retention. New associates participate in a comprehensive two-day onboarding process that covers our culture, values, mission, and administrative procedures. We offer a wide range of training opportunities tailored to individual needs.

In addition to mandatory regulatory training (e.g., harassment, cybersecurity, fair housing), associates can opt to receive management development training through programs like the ULEAD and the Level Up! Career Mobility Programs. These initiatives equip our associates with valuable skills for career advancement. In total, over 6,000 courses are available to our associates, spanning topics such as leasing skills, property maintenance, customer service, project management, and system applications. In 2023, our associates collectively invested 13,924 hours in training, averaging 10 hours per full time associate. We also implemented improved controls around timely completion of required courses. By the end of 2023, 95% of associates had completed annual technology IT security training, while 95% had completed fair housing, harassment, diversity and inclusion, and business ethics training.

Certifications play a crucial role in career progression in the apartment industry. We actively encourage our associates to pursue professional certifications that align with their interests and benefit the Company. These certifications range from master's degree programs to certified property manager programs to technical licenses. We offer partial tuition reimbursement to support associates in attaining these certifications. Each UDR associate participates in an annual performance review with their direct supervisor, providing feedback on career development and engagement levels.

Additionally, in 2023, the Company hired a Vice President of Organizational Development and Succession Planning. Organizational development and succession planning are critical components of the Company's long-term strategy as they help UDR to have the right talent in the right positions to drive success and growth.

Diversity and Inclusion

We prioritize respect, fairness, and the promotion of diverse perspectives, which contribute to our Company's growth and success. Our commitment extends to fostering a diverse and inclusive workplace environment that facilitates the development and advancement of all associates.

As of December 31, 2023, our workforce is comprised of 60% male and 40% female associates, with an ethnic composition of 53% White, 26% Hispanic/Latino, 13% Black, 2% Asian, and 6% Other. Our management team (including resident services managers and more senior job classifications) reflects a gender balance of 57% male and 43% female, with an ethnic breakdown of 61% White and 39% non-White. Over the three-year period ending December 31, 2023, 520 promotions occurred, with 48% of those promoted to resident services manager, director, or more senior job classifications being female and 26% non-White.

We provide resources, webinars, trainings, workshops, and tools to educate our associates on DEI-related topics. Our commitment to promoting diversity and inclusion remains as we strive to create a healthy and diverse work environment and attract candidates from all backgrounds, ethnicities, and genders.

Associate Engagement and Outreach

Throughout 2023, we placed greater emphasis on increasing associate engagement and focused efforts on achieving this goal. We implemented a quarterly pulse survey program and several measures aimed at improving communication, making data-driven decisions, and promoting collaboration between our operations and corporate teams. Centralizing information, creating an HR Monthly Newsletter, and initiating internal publications and recognition programs for associates were among the initiatives we undertook to facilitate better communication and foster a sense of community.

The quarterly pulse surveys we implemented in 2023 give us valuable insights into associate engagement, views on UDR culture, and work-life balance, among other key performance indicators. We find these surveys to be incredibly helpful and plan to continue conducting them to receive ongoing feedback.

We believe that our associates should be active in their communities, and we support their efforts. In 2023, UDR provided 1,041 hours of paid time off to associates for volunteer work with over 20 local organizations. We also organized food, clothing, and blood drives, as well as initiatives to promote non-profit organizations and causes, fostering a culture of giving back.

Employee Health, Wellness and Benefits

The health, wellness, and safety of our associates are paramount to UDR. We maintain an inclusive culture by prioritizing the well-being of our associates. Our monthly Wellness Newsletter covers a range of topics, including preventative care, fitness, mental health, and healthy eating habits.

In 2023, we reduced the benefits waiting period from two months to one month. In addition, we enhanced our behavioral health support mobile application, providing associates with 24/7 access to a care team of coaches and mental health professionals via text-based chats and self-guided activities at no additional cost to associates. This program was also expanded in 2023 to provide support to teen-age children for parents with teen-aged children. Finally, a new associate resource program was introduced, providing our associates with a comprehensive set of tools to assist them in every aspect of their life. This resource provides professional counseling and expert referrals for a wide array of personal and work-related concerns.

Our commitment to associate benefits is underscored by a third-party benefits survey, conducted in 2023, where 77% of respondents believed that UDR offered benefits meeting their needs. Utilizing feedback from this survey and our engagement survey, we enhanced the Lifestyle Spending Account. The Lifestyle Spending Account provides flexibility by allowing associates to allocate \$1,000 annually to various health, wellness, and lifestyle categories. Furthermore, we implemented a 401(k) auto-enrollment for new hires at 3% of their salary that started in January 2024. We also provide a comprehensive set of employee benefits, including health, dental, and vision insurance coverage for all associates.

Reporting Segments

We report in two segments: *Same-Store Communities* and *Non-Mature Communities/Other*.

Our *Same-Store Communities* segment represents those communities acquired, developed, and stabilized prior to January 1, 2022, and held as of December 31, 2023. These communities were owned and had stabilized occupancy and operating expenses as of the beginning of the prior year, there is no plan to conduct substantial redevelopment activities, and the communities are not classified as held for disposition at year end. A community is considered to have stabilized occupancy once it achieves 90% occupancy for at least three consecutive months.

Our *Non-Mature Communities/Other* segment represents those communities that do not meet the criteria to be included in *Same-Store Communities*, including, but not limited to, recently acquired, developed and redeveloped communities, and the non-apartment components of mixed use properties. For additional information regarding our operating segments, see Note 16, *Reportable Segments*, in the Notes to the UDR Consolidated Financial Statements included in this Report.

Business Objectives

Our principal business objective is to maximize the economic returns of our apartment communities in a sustainable manner to provide our stockholders with the greatest possible total return and value. To achieve this objective, we intend to continue to pursue the following goals and strategies:

- own and operate a diversified portfolio of apartments in targeted markets in the United States, which are characterized by strong total income growth, high working age population growth, relatively robust rental versus single-family home affordability and favorable demand/supply ratio for multifamily housing, thus enhancing stability and predictability of returns to our stockholders;
- manage real estate cycles by taking an opportunistic approach to buying, selling, renovating, redeveloping, and developing apartment communities;
- empower site associates to manage our communities efficiently and effectively;
- measure and reward associates based on specific performance targets; and
- manage our capital structure with the intent of lowering our relative cost of capital to enhance profitability and predictability of liquidity, earnings and dividends.

2023 Highlights

Commitment to Shareholders

- In July 2023, the Company marked its 51st year as a REIT and, in October 2023, paid its 204th consecutive quarterly dividend. The Company's annualized declared 2023 dividend of \$1.68 represented a 10.5% increase over the previous year.

Property Operations

- Net income attributable to common stockholders was \$439.5 million as compared to \$82.5 million in the prior year. The increase was primarily driven by higher gains from dispositions of real estate, higher total net operating income ("NOI"), and higher interest income and other income/(expense) primarily due to realized and unrealized gains from our direct investment in SmartRent, Inc. ("SmartRent") and higher interest income driven by higher notes receivable balances. These were partially offset by higher depreciation expense primarily due to communities acquired and completion of developments in 2023 and 2022, and higher interest expense primarily due to higher average interest rates and higher overall debt balances.
- Total revenues increased 7.3% over the prior year primarily due to overall market rent growth and communities acquired and completion of developments during 2023 and 2022, partially offset by dispositions of real estate in 2023.
- We achieved Same-Store revenue growth of 5.6% and Same-Store NOI growth of 6.0%.

Investing and Developments

- We acquired six operating communities located in Dallas, Texas, and Austin, Texas, for approximately \$354.6 million.
- We contributed four wholly-owned operating communities to a newly formed joint venture in exchange for a 51.0% interest in the venture. We received approximately \$247.9 million in cash proceeds from our joint venture partner at formation and we recognized gains of \$325.9 million from the partial sale of the operating communities. The joint venture also acquired an operating community located in Norwood, Massachusetts, from a third party for \$114.3 million.
- We completed the development of one community located in Washington, D.C., with a total of 300 apartment homes.

- We recognized a gain of \$25.3 million from the sale of an operating community located in Hillsboro, Oregon.
- We funded an additional \$21.8 million to two of our Developer Capital Program preferred equity investments.
- We funded an additional \$85.3 million to five of our notes receivable investments .

Balance Sheet

- We amended our Working Capital Credit Facility to extend the maturity date from January 12, 2024 to January 12, 2025, plus a one-year extension option.
- We repurchased 0.6 million shares of common stock for approximately \$25.0 million.

ESG Report

We published our 2023 ESG Report on our website, which discloses our environmental and social initiatives, programs, and performance. The report's ESG disclosures were, to the extent applicable, prepared in accordance with the Global Reporting Initiative (GRI) Standards (core), the Sustainability Accounting Standards Board (SASB) standards, and the Task Force for Climate-related Financial Disclosure (TCFD) framework.

Refer to Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for further information on the Company's activities in 2023.

Our Strategic Vision

Our strategic vision is to be the multifamily public REIT of choice for investors. We intend to realize this vision by executing on our strategic objectives, which are:

1. Maintaining a Diversified Portfolio and Allocating Capital to Accretive Investment Opportunities
2. Maintaining a Strong Balance Sheet
3. Consistently Driving Operating Excellence
4. Advancing a Strong Corporate Culture and Striving for High Resident Satisfaction

Maintaining a Diversified Portfolio and Allocating Capital to Accretive Investment Opportunities

We believe greater portfolio diversification, as defined by geographic concentration, location within a market (i.e., urban or suburban) and property quality (i.e., A or B), reduces the volatility of our same-store growth throughout the real estate cycle, appeals to a wider renter and investor audience, lessens the market risk associated with owning a homogenous portfolio, and provides more opportunities for accretive external growth when appropriate. Diversified characteristics of our portfolio include:

- our consolidated apartment portfolio includes 168 communities located in 21 markets throughout the U.S., including both coastal and sunbelt locations;
- our communities that are located proximate to each other within a market provide enhanced economics; and
- our mix of urban/suburban communities is approximately 31%/69% and our mix of A/B quality properties is approximately 44%/56%.

We are focused on increasing our presence in markets with favorable job formation and income growth, high propensity to rent, strong relative affordability for rental versus homeownership, and a favorable demand/supply ratio for multifamily housing. Portfolio investment decisions consider internal analyses and third-party research.

Acquisitions and Dispositions

When evaluating potential acquisitions, we consider a wide variety of factors, including:

- high working age population growth, relatively robust rental versus single-family home affordability, measured long-term new supply growth, overall potential for strong total income growth;

- the tax and regulatory environment of the market in which the property is located;
- geographic location, including proximity to jobs, entertainment, transportation, and our existing communities which can deliver significant economies of scale;
- our climate assessments for the market and sub-market in which the property is located;
- construction quality, condition and design of the property;
- current and projected cash flow of the property and the ability to increase cash flow;
- ability of the property's projected returns to exceed our cost of capital;
- potential for capital appreciation of the property;
- ability to increase the value and profitability of the property through operations and redevelopment;
- terms of resident leases, including the potential for rent increases;
- occupancy and demand by residents for properties of a similar type in the vicinity;
- prospects for liquidity through sale, financing or refinancing of the property; and
- competition from existing multifamily communities and the potential for the construction of new multifamily properties in the area.

We regularly monitor our assets to increase the quality and performance of our portfolio. Factors we consider in deciding whether to dispose of a property include:

- whether it is in a market targeted for divestment or a reduction in investment;
- current market price for an asset compared to projected economics for that asset;
- potential increases in new construction in the market area;
- areas with low job growth prospects;
- near- and long-term capital expenditure needs for the asset; and
- operating efficiencies.

The following table summarizes our apartment community acquisitions and dispositions and our consolidated year-end ownership position for the past five years (*dollars in thousands*):

	2023	2022	2021	2020	2019
Homes acquired	1,889 (a)	433	5,426	1,642	7,079
Homes disposed	1,604 (b)	90	651	599	—
Homes owned at December 31,	55,550	54,999	53,229	48,283	47,010
Total real estate owned, at cost	\$ 16,023,859	\$ 15,570,072	\$ 14,740,803	\$ 13,071,472	\$ 12,602,101

(a) Excludes 173 apartment homes related to the consolidation of a joint venture that owns one operating community. In January 2024, the Company acquired the remaining interest in the operating community from the joint venture.

(b) Includes 1,328 apartment homes from the partial sale of four operating communities to a newly formed joint venture.

Development Activities

Our objective in developing a community is to create value while improving the quality of our portfolio. How demographic trends, economic drivers, and multifamily fundamentals and valuations have trended over the long-term and our portfolio strategy generally govern our review process on where and when to allocate development capital. At December 31, 2023, the Company was developing two wholly-owned communities located in Addison, Texas and Tampa, Florida, totaling 415 homes, of which 56 have been completed, with a budget of \$187.5 million, in which we have an investment of \$160.4 million. The communities are estimated to be completed in the second quarter of 2024.

Redevelopment Activities

Our objective in redeveloping a community is twofold: we aim to grow rental rates while also producing a higher yielding and more valuable asset through asset quality improvement. During the year ended December 31, 2023, we incurred \$123.3 million in major renovations, which included major structural changes and/or architectural revisions to existing buildings. As of December 31, 2023, the Company had no communities at which it was conducting substantial redevelopment activities.

Joint Venture and Partnership Activities

We have entered into, and may continue in the future to enter into, joint ventures (including limited liability companies or partnerships) through which we own an indirect economic interest of less than 100% of the community or communities owned directly by such joint ventures. Our decision to either hold an apartment community in fee simple or have an indirect interest in the community through a joint venture is based on a variety of factors and considerations, including: (i) the economic and tax terms required by the seller of land or a community; (ii) our desire to diversify our portfolio of communities by market, submarket and product type; (iii) our desire at times to preserve our capital resources to maintain liquidity or balance sheet strength; and (iv) our projections, in some circumstances, that we will achieve higher returns on our invested capital or reduce our risk if a joint venture vehicle is used. Each joint venture agreement is individually negotiated, and our ability to operate and/or dispose of a community in our sole discretion may be limited to varying degrees depending on the terms of the joint venture agreement.

Maintaining a Strong Balance Sheet

We maintain a capital structure that we believe allows us to proactively source potential investment opportunities in the marketplace. We have structured our debt maturity schedule to be able to opportunistically access both secured and unsecured debt markets when appropriate.

As part of our plan to finance our activities, we utilize proceeds from debt and equity offerings and refinancings to extend maturities, pay down existing debt, fund development and redevelopment activities, and acquire apartment communities.

Consistently Driving Operational Excellence

Investment in new technologies continues to drive operating efficiencies in our business and helps us to better meet the changing needs of our business and our residents. Our residents can conduct business with us 24 hours a day, 7 days a week, including completing online leasing applications and renewals and submitting maintenance or other requests throughout our portfolio using our web-based resident internet portal or, increasingly, a smart-device application.

As a result of transforming our operations through technology, residents' satisfaction has improved, and our operating teams have become more efficient. Web-based technologies have also resulted in declining marketing and advertising costs, improved cash management, and better pricing management of our available apartment homes.

Advancing a Strong Corporate Culture and Ensuring High Resident Satisfaction

Refer to *Human Capital Management* section above, for further information on the Company's corporate culture.

Competitive Conditions

Competition for new residents is generally intense across our markets. Some competing communities offer amenities that our communities do not have. Competing communities can use rental concessions or lower rents to obtain temporary competitive advantages. Also, some competing communities are larger or newer than our communities. The competitive position of each community is different depending upon many factors, including sub-market supply and demand. In addition, other real estate investors compete with us to acquire existing properties, redevelop existing properties, and to develop new properties. These competitors include insurance companies, pension and investment funds, public and private real estate companies, investment companies and other public and private apartment REITs, some of which may have greater resources, or lower capital costs, than we do.

We believe that, in general, we are well-positioned to compete effectively for residents and investments. We believe our competitive advantages include:

- a fully integrated organization with property management, development, redevelopment, acquisition, marketing, sales and financing expertise;
- scalable operating and support systems, which include automated systems to meet the changing needs of our residents and to effectively focus on our internet-based marketing efforts;
- access to diversified sources of capital;
- geographic diversification with a presence in 21 markets across the country; and
- significant presence in many of our major markets that allows us to be a local operating expert.

Moving forward, we will continue to improve lease management, improve expense control, increase resident retention efforts and align employee incentive plans with metrics that impact our bottom-line performance. We believe this plan of operation, coupled with the portfolio's strengths in targeting renters across a geographically diverse platform, should position us for continued operational upside.

Communities

At December 31, 2023, our consolidated real estate portfolio included 168 communities with a total of 55,550 completed apartment homes. The overall quality of our portfolio generally enables us to raise rents and to attract residents with higher levels of disposable income who are more likely to absorb such rents.

At December 31, 2023, the Company was developing two wholly-owned communities located in Addison, Texas, and Tampa, Florida, totaling 415 homes, of which 56 have been completed, with a budget of \$187.5 million, in which we have an investment of \$160.4 million. The communities are estimated to be completed in the second quarter of 2024.

At December 31, 2023, the Company had no communities at which it was conducting substantial redevelopment activities.

Same-Store Community Comparison

We believe that one pertinent quantitative measurement of the performance of our portfolio is tracking the results of our *Same-Store Communities*' NOI, which is total rental revenue, less rental and other operating expenses excluding property management. Our *Same-Store Community* population is comprised of operating communities which we own and have stabilized occupancy, revenues and expenses as of the beginning of the prior year.

Net income attributable to common stockholders was \$439.5 million as compared to \$82.5 million in the prior year. The increase was primarily driven by higher gains from dispositions of real estate, higher total NOI, and higher interest income and other income/(expense) primarily due to realized and unrealized gains from our direct investment in SmartRent, Inc. ("SmartRent") and higher interest income driven by higher notes receivable balances, partially offset by higher depreciation expense due to communities acquired and completion of developments in 2023 and 2022, and higher interest expense primarily due to higher average interest rates and higher overall debt balances.

For the year ended December 31, 2023, our Same-Store NOI increased by \$58.8 million compared to the prior year. Our *Same-Store Community* properties provided 93.1% of our total NOI for the year ended December 31, 2023. The increase in NOI for the 51,368 Same-Store apartment homes, or 92.5% of our portfolio, was primarily driven by an increase in market rental rates, an increase in reimbursement, ancillary and fee income and a decrease in insurance expense, partially offset by the impact from rent concessions, higher bad debt, higher vacancy loss, higher repair and maintenance expense, higher utility expense and higher real estate tax expense.

Revenue growth in 2024 may be impacted by adverse developments affecting the general economy, inclusive of economic conditions as a result of a recession, reduced occupancy rates, increased rental concessions, new supply, increased bad debt and other factors which may adversely impact our ability to increase rents.

Tax Matters

UDR has elected to be taxed as a REIT under the Code. To continue to qualify as a REIT, UDR must continue to meet certain tests that, among other things, generally require that our assets consist primarily of real estate assets, our income be derived primarily from real estate assets, and that we distribute at least 90% of our REIT taxable income (other than net capital gains) to our stockholders annually. Provided we maintain our qualification as a REIT, we generally will not be subject to U.S. federal income taxes at the corporate level on our net income to the extent such net income is distributed to our stockholders annually. Even if we continue to qualify as a REIT, we will continue to be subject to certain federal, state and local taxes on our income and property.

We may utilize our taxable REIT subsidiary ("TRS") to engage in activities that REITs may be prohibited from performing, including the provision of management and other services to third parties and the conduct of certain nonqualifying real estate transactions. Our TRS generally is taxable as a regular corporation, and therefore, subject to federal, state and local income taxes.

Inflation

Inflation primarily impacts our results of operations as a result of wage pressures and increases in utilities and repair and maintenance costs. In addition, inflation could also impact our general and administrative expenses, the interest on our debt if variable or refinanced in a high-inflationary environment, our cost of capital, and our cost of development, redevelopment, maintenance or other operating activities. However, the majority of our apartment leases have initial terms of 12 months or less, which in an inflationary environment, and absent other factors such as increased supply, generally enables us to compensate for inflationary effects by increasing rents on our apartment homes. Although an extreme or sustained escalation in costs could have a negative impact on our residents and their ability to absorb rent increases, we do not believe this had a material impact on our results for the year ended December 31, 2023.

Environmental Matters

Various environmental laws govern certain aspects of the ongoing operation of our communities. Such environmental laws include those regulating the existence of asbestos-containing materials in buildings, management of surfaces with lead-based paint (and notices to residents about the lead-based paint), use of active underground petroleum storage tanks, and waste-management activities. The failure to comply with such requirements could subject us to a government enforcement action and/or claims for damages by a private party.

To date, compliance with federal, state and local environmental protection regulations has not had a material effect on our capital expenditures, earnings or competitive position. We have a property management plan for hazardous materials. As part of the plan, Phase I environmental site investigations and reports have been completed for each property we acquire. In addition, all proposed acquisitions are inspected prior to acquisition. The inspections are conducted by qualified environmental consultants, and we review the issued report prior to the purchase or development of any property. Nevertheless, it is possible that the environmental assessments will not reveal all environmental liabilities, or that some material environmental liabilities exist of which we are unaware. In some cases, we have abandoned otherwise economically attractive acquisitions because the costs of removal or control of hazardous materials have been prohibitive or we have been unwilling to accept the potential risks involved. We do not believe we will be required to engage in any large-scale abatement at any of our properties. We believe that through professional environmental inspections and testing for asbestos, lead paint and other hazardous materials, coupled with a relatively conservative posture toward accepting known environmental risk, we can minimize our exposure to potential liability associated with environmental hazards.

Federal legislation requires owners and landlords of residential housing constructed prior to 1978 to disclose to potential residents or purchasers of the communities any known lead paint hazards and imposes treble damages for failure to provide such notification. In addition, lead based paint in any of the communities may result in lead poisoning in children residing in that community if chips or particles of such lead based paint are ingested, and we may be held liable under state laws for any such injuries caused by ingestion of lead based paint by children living at the communities.

We are unaware of any environmental hazards at any of our properties that individually or in the aggregate may have a material adverse impact on our operations or financial position. We have not been notified by any governmental authority, and we are not otherwise aware, of any material non-compliance, liability, or claim relating to environmental liabilities in connection with any of our properties. We do not believe that the cost of continued compliance with applicable environmental laws and regulations will have a material adverse effect on us or our financial condition or results of operations. Future environmental laws, regulations, or ordinances, however, may require additional remediation of existing conditions that are not currently actionable. Also, if more stringent requirements are imposed on us in the future, the costs of compliance could have a material adverse effect on our results of operations and our financial condition.

Insurance

We carry comprehensive general liability coverage on our communities, with limits of liability customary within the multi-family apartment industry to insure against liability claims and related defense costs. We are also insured, with limits of liability customary within the multi-family apartment industry, against the risk of direct physical damage on a replacement cost basis, including loss of rental income during the reconstruction period.

Available Information

We file electronically with the Securities and Exchange Commission our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. You may obtain a free copy of our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, and amendments to those reports on the day of filing with the SEC on our website at www.udr.com, or by sending an e-mail message to ir@udr.com.

Item 1A. RISK FACTORS

There are many factors that affect the business and the results of operations of the Company, some of which are beyond its control. The following is a description of important factors that may cause the Company's actual results in future periods to differ materially from those currently expected or discussed in forward-looking statements set forth in this Report relating to our financial results, operations and business prospects. Forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this Report, and we expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required by law.

Risks Related to Our Real Estate Investments and Our Operations

Unfavorable Apartment Market and Economic Conditions Could Adversely Affect Occupancy Levels, Rental Revenues and the Value of Our Real Estate Assets. Unfavorable market conditions in the areas in which we operate or unfavorable economic conditions generally, may significantly affect our occupancy levels, our rental rates and collections, the value of our properties and our ability to acquire or dispose of apartment communities on economically favorable terms. Our ability to lease our properties at favorable rates is adversely affected by the increase in supply in the multifamily and other rental markets and is dependent upon the overall level in the economy, which is adversely affected by, among other things, job losses and unemployment levels, recession, debt levels, housing markets, stock market volatility and uncertainty about the future. Some of our major expenses generally do not decline when related rents decline. We would expect that declines in our occupancy levels and rental revenues would cause us to have less cash available to pay our indebtedness and to distribute to our stockholders, which could adversely affect our financial condition or the market value of our securities. Factors that have in the past and may in the future affect our occupancy levels, our rental revenues, and/or the value of our properties include the following, among others:

- downturns in global, national, regional and local economic conditions, particularly increases in unemployment;
- declines in mortgage interest rates, making alternative housing options more affordable;
- government or builder incentives with respect to home ownership, making alternative housing options more attractive;
- local real estate market conditions, including oversupply of, or reduced demand for, apartment homes;
- declines in the financial condition of our tenants, which may make it more difficult for us to collect rents from some tenants;
- changes in market rental rates;
- our ability to renew leases or re-lease space on favorable terms;
- the timing and costs associated with property improvements, repairs or renovations;
- changes in household formation; and
- rent control or stabilization laws, or other laws regulating or impacting rental housing, which could prevent us from raising rents to offset increases in operating costs or otherwise impact us.

The Geographic Concentration of Our Communities in Certain Markets Could Have an Adverse Effect on Our Operations if a Particular Market is Adversely Impacted by Economic or Other Conditions. For the year ended December 31, 2023, approximately 73.3% of our total NOI was generated from communities located in Metropolitan D.C. (14.9%), Boston, MA (11.3%), Orange County, CA (10.9%), Dallas, TX (8.6%), the San Francisco Bay Area, CA (8.2%), New York, NY (7.7%), Seattle, WA (6.3%) and Tampa, FL (5.4%). As a result, if any one or more of these markets is adversely impacted by regional or local economic conditions or real estate market conditions, such conditions may have a greater adverse impact on our results of operations than if our portfolio was more geographically diverse. In addition, if one or more of these markets is adversely affected by changes in regional or local regulations, including those related to rent control or stabilization, such regulations may have a greater adverse impact on our results of operations than if our portfolio was more geographically diverse.

We May Be Unable to Renew Leases or Relet Apartment Units as Leases Expire, or the Terms of Renewals or New Leases May Be Less Favorable Than Current Leases. When our residents decide to leave our apartments, whether because their leases are not renewed or they leave prior to their lease expiration date, we may not be able to relet their apartment units. Even if leases are renewed or we can relet the apartment units, the terms of renewal or reletting may be less favorable than current lease terms. Furthermore, because the majority of our apartment leases have initial terms of 12 months or less, our rental revenues are impacted by declines in market rents more quickly than if our leases were for longer terms. If we are unable to promptly renew the leases or relet the apartment units, or if the rental rates upon renewal or reletting are lower than expected rates, then our results of operations and financial condition may be adversely affected. If residents do not experience increases in their income or if they experience decreases in their income or job losses, we may be unable to increase or maintain rent and/or delinquencies may increase.

We Face Certain Risks Related to Our Retail and Commercial Space. Certain of our properties include retail or commercial space that we lease to third parties. The long-term nature of our retail and commercial leases (generally five to ten years with market-based or fixed-price renewal options) and the characteristics of many of our tenants (generally small and/or local businesses) may subject us to certain risks. The longer-term leases could result in below market lease rates over time, particularly in an inflationary environment. We may require guarantees and other credit support which may prove to be inadequate or uncollectable, and the failure rate of small and/or local businesses may be higher than average. We may not be able to lease new space for rents that are consistent with our projections or for market rates. Also, when leases for our retail or commercial space terminate either at the end of the lease or because a tenant leaves early, the space may not be relet on the terms of reletting, including the cost of allowances and concessions to tenants, may be less favorable than the prior lease terms or we may incur additional expenses related to modifications of the spaces in order to satisfy new tenants. Our properties compete with other properties with retail or commercial space. The presence of competitive alternatives may adversely affect our ability to lease space and the level of rents we can obtain. Our retail or commercial tenants have experienced in the past, and may experience in the future, financial distress or bankruptcy, or may fail to comply with their contractual obligations, seek concessions in order to continue operations, or cease their operations, which could adversely impact our results of operations and financial condition.

We Face Risks Related to Inflation/Deflation. Substantial inflationary or deflationary pressures could have a negative effect on rental rates and property operating expenses. The U.S. economy has recently experienced high rates of inflation, which has increased our operating expenses due to higher third party vendor costs and increased our interest expense due to higher interest rates on our variable rate debt. Although the short-term nature of our apartment leases may, absent other factors, enable us to compensate for inflationary effects by increasing rents on our apartment homes, an extreme or sustained escalation in costs could have a negative impact on our residents and their ability to absorb rent increases. The general risk of inflation is that interest on our debt, general and administrative expenses, materials costs, labor costs, and other expenses increase at a rate faster than increases in our rental rates, which could adversely affect our financial condition or results of operations.

We Are Subject to Certain Risks Associated with Selling Apartment Communities, Which Could Limit Our Operational and Financial Flexibility. We periodically dispose of apartment communities that no longer meet our strategic objectives, but adverse market conditions may make it difficult to sell apartment communities we own. We cannot predict whether we will be able to sell any property for the price or on the terms we set, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser or to close the sale of a property. Furthermore, we may be required to expend funds to correct defects or to make improvements before a property can be sold or the purchase price may be reduced to cover any cost of correcting defects or making improvements. These conditions may limit our ability to dispose of properties and to change our portfolio in order to meet our strategic objectives, which could in turn adversely affect our financial condition, results of operations or our ability to fund other activities in which we may want to engage such as the purchase of properties, development or redevelopment, or funding the Developer Capital Program. We are also subject to the following risks in connection with sales of our apartment communities, among others:

- a significant portion of the proceeds from some property sales may be held by intermediaries in order for such sales to qualify as like-kind exchanges under Section 1031 of the Internal Revenue Code of 1986, as amended, or the "Code," so that any related capital gain can be deferred for federal income tax purposes. As a result, we may not have immediate access to all of the cash proceeds generated from our property sales; and
- federal tax laws limit our ability to profit on the sale of communities or interests in communities that we have owned for less than two years, and this limitation may prevent us from selling communities when market conditions are favorable.

Competition Could Limit Our Ability to Lease Apartment Homes or Increase or Maintain Rents. Our apartment communities compete with numerous housing alternatives in attracting residents, including other apartment communities, condominiums and single-family rental homes, as well as owner occupied single- and multi-family homes. Competitive housing in a particular area, including new supply, could adversely affect our ability to lease apartment homes and increase or maintain rents, which could materially and adversely affect our results of operations and financial condition.

We May Not Realize the Anticipated Benefits of Past or Future Acquisitions, and the Failure to Integrate Acquired Communities and New Personnel Successfully Could Create Inefficiencies. We have acquired in the past, and if presented with attractive opportunities we intend to acquire in the future, apartment communities that meet our investment criteria. Our acquisition activities and their success are subject to the following risks, among others:

- we may be unable to obtain financing for acquisitions on favorable terms, or at all, which could cause us to delay or even abandon potential acquisitions;
- even if we are able to finance an acquisition, cash flow from the acquisition may be insufficient to meet our required principal and interest payments on the debt used to finance the acquisition;
- even if we enter into an acquisition agreement for an apartment community, we may not complete the acquisition for a variety of reasons after incurring certain acquisition-related costs;
- we may incur significant costs and divert management attention in connection with the evaluation and negotiation of potential acquisitions, including potential acquisitions that we subsequently do not complete;
- when we acquire an apartment community, we may invest additional amounts in it with the intention of increasing profitability, and these additional investments may not produce the anticipated improvements in profitability;
- the expected occupancy rates, rental rates and expenses may differ from actual results; and
- we may be unable to quickly and efficiently integrate acquired apartment communities and new personnel into our existing operations, and the failure to successfully integrate such apartment communities or personnel will result in inefficiencies that could materially and adversely affect our expected return on our investments and our overall profitability.

Competition Could Adversely Affect Our Ability to Acquire Properties. In the past, other real estate investors, including insurance companies, pension and investment funds, developer partnerships, investment companies and other public and private apartment REITs, have competed with us to acquire existing properties and to develop new properties, and such competition in the future may limit attractive investment opportunities, which could adversely affect our ability to grow or acquire properties profitably or with attractive returns.

Development and Construction Risks Could Impact Our Profitability. In the past we have selectively pursued the development and construction of apartment communities, and we intend to do so in the future as appropriate opportunities arise. Development activities have been, and in the future may be, conducted through wholly-owned affiliated companies or through joint ventures with unaffiliated parties. Our development and construction activities are subject to the following risks, among others:

- we may be unable to obtain construction financing for development activities on favorable terms, or at all, which could cause us to delay or even abandon potential developments;
- we may experience supply chain constraints, which could result in increased development costs or delay initial occupancy dates for all or a portion of a development community;
- we may be unable to obtain, or face delays in obtaining, necessary zoning, land-use, building, occupancy and other required governmental or quasi-governmental permits and authorizations, which could result in increased development costs, delay initial occupancy dates for all or a portion of a development community, and require us to abandon our activities entirely with respect to a project for which we are unable to obtain permits or authorizations;
- costs may be higher or yields may be less than anticipated as a result of delays in completing projects, costs that exceed budget, defaults by our counterparties, and/or higher than expected concessions for lease-up and lower rents than expected;

- we may abandon development opportunities that we have already begun to explore, and we may fail to recover expenses already incurred in connection with exploring such development opportunities;
- we may be unable to complete construction and lease-up of a community on schedule, or we may incur development or construction costs that exceed our original estimates, and we may be unable to charge rents that would compensate for any increase in such costs;
- occupancy rates, rents and concessions at a newly developed community may fluctuate depending on a number of factors, including market and economic conditions, preventing us from meeting our expected return on our investment and our overall profitability goals; and
- when we sell communities or properties that we developed or renovated to third parties, we may be subject to warranty or construction defect claims that are uninsured or exceed the limits of our insurance.

An Epidemic, Pandemic or Other Health Crisis, and Measures Intended to Prevent the Spread of Such an Event, Could Have a Material Adverse Effect on our Business, Results of Operations, Cash Flows and Financial Condition. We face risks related to an epidemic, pandemic or other health crisis, which have impacted, and in the future could impact, the markets in which we operate and could have a material adverse effect on our business, results of operations, cash flows and financial condition. The impact of an epidemic, pandemic or other health crisis, and measures to prevent the spread of such an event, could materially and adversely affect our business in a number of ways. Our rental revenue and operating results depend significantly on the occupancy levels at our properties and the ability of our residents and retail and commercial tenants to meet their rent obligations to us, which have been in certain cases, and could in the future be, adversely affected by, among other things, job losses, furloughs, store closures, lower incomes, uncertainty about the future as a result of an epidemic, pandemic or other health crisis and related governmental actions, including eviction moratoriums, shelter-in-place orders, prohibitions or limits on charging certain fees, and limitations on collections and or rent increases, which have affected, and, if such restrictions are not lifted, or are reinstated, or new restrictions imposed, may continue to affect our ability to collect rent or enforce legal or contractual remedies for the failure to pay rent, which have negatively impacted, and may continue to negatively impact, our ability to remove residents or retail and commercial tenants who are not paying rent and our ability to rent their units or other space to new residents or retail and commercial tenants, respectively. In addition, the federal government has in the past allocated, and federal, state or local governments may in the future allocate, funds to rent relief programs. In certain locations, the funds available may not be sufficient to pay all past due rent and reallocation of such funds may result in markets in which we operate not having access to the funds anticipated. Further, certain of our residents with past due rent have not qualified, and may not in the future qualify, to participate in such programs. In addition, some of such programs have required, and programs in the future may require, the forgiveness of a portion of the past due rent or agreeing to other limitations that may adversely affect our business in order to participate or may only provide funds to pay a portion of the past due rent. In addition, while certain locations have adopted programs that may reimburse past due rent owed by residents who have left a community, such programs have only been adopted in a minority of our markets. It is uncertain how any rent relief programs will impact our business in the future.

State, local, and federal governments also have increased, and may in the future increase, property taxes or other taxes or fees, or may enact new taxes or fees, in order to increase revenue in connection with an epidemic, pandemic or other health crisis, which has in the past increased, and may in the future increase, our expenses. Our development and construction projects, including those in our Developer Capital Program, also have been and could in the future be adversely affected by factors related to an epidemic, pandemic or other health crisis. An epidemic, pandemic or other health crisis, or related impacts thereof also could adversely affect the businesses and financial conditions of our counterparties, including our joint venture partners, participants in the Developer Capital Program, and general contractors and their subcontractors, and their ability to satisfy their obligations to us and to complete transactions or projects with us as intended.

Bankruptcy or Defaults of Our Counterparties Could Adversely Affect Our Performance. We have relationships with and we execute transactions with or receive services from many counterparties, such as general contractors engaged in connection with our development activities, borrowers, or joint venture partners, among others. As a result, bankruptcies or defaults by these counterparties or their subcontractors have resulted in, and in the future could result in, services not being provided as expected, projects not being completed on time, on budget, or at all, or contractual obligations to us not being satisfied. Further, volatility in the financial markets and economic weakness could affect the counterparties' ability to complete transactions with us as intended. Either circumstance could result in disruptions to our operations that may adversely affect our financial condition and results of operations.

Property Ownership Through Partnerships and Joint Ventures May Limit Our Ability to Act Exclusively in Our Interest. We have in the past and may in the future develop and/or acquire properties through partnerships and joint ventures, including those in which we own a preferred interest, with other persons or entities when we believe circumstances warrant the use of such structures. As of December 31, 2023, we had active unconsolidated joint ventures and partnerships, including our preferred equity investments, with a total equity investment of \$952.9 million. We have in the past and could in the future, become engaged in a dispute with one or more of our partners which could adversely impact us. Moreover, our partners may have business, economic or other objectives that are inconsistent with our objectives, including objectives that relate to the appropriate timing and terms of any sale or refinancing of a property. In some instances, our partners may have competing interests in our markets that could create conflicts of interest. Also, our partners have in the past failed and may in the future fail to make capital contributions when due and our partners or the project may otherwise not act or perform as expected, which may require us to contribute additional capital or take other actions that may negatively impact the project or our return. In addition, we may be responsible to our partners for indemnifiable losses. In general, we and our partners may each have the right to trigger a buy-sell or other similar arrangement, which arrangement or other factors could cause us to sell our interest, or acquire our partner's interest or other property, at a time when we otherwise would not have initiated such a transaction and may result in the valuation of our interest in the partnership or joint venture (if we are the seller) or of the other partner's interest in the partnership or joint venture (if we are the buyer) at levels which may not be representative of the valuation that would result from an arm's length marketing process and could cause us to recognize unanticipated capital gains or losses or the loss of fee income.

We may also be subject to other risks in connection with partnerships or joint ventures, including (i) a deadlock if we and our partner are unable to agree upon certain major and other decisions (which could result in litigation or disposing of an asset at a time at which we otherwise would not sell the asset), (ii) limitations on our ability to liquidate our position in the partnership or joint venture without the consent of the other partner, and (iii) requirements to provide guarantees in favor of lenders with respect to the indebtedness of the joint venture.

We May Not be Permitted to Dispose of Certain Properties or Pay Down the Indebtedness Associated with Those Properties When We Might Otherwise Desire to do so Without Incurring Additional Costs. In connection with certain property acquisitions, we have agreed with the sellers that we will not dispose of the acquired properties or reduce the mortgage indebtedness on such properties for significant periods of time unless we pay certain of the resulting tax costs of the sellers or dispose of the property in a transaction in which a gain is not recognized for federal income tax purposes by such sellers, and we may enter into similar agreements in connection with future property acquisitions. These agreements could result in us retaining properties that we would otherwise sell or not paying down or refinancing indebtedness that we would otherwise pay down or refinance. However, subject to certain conditions, we retain the right to substitute other property or debt to meet these obligations to the sellers.

We Could Incur Significant Insurance Costs and Some Potential Losses May Not Be Adequately Covered by Insurance. We have a comprehensive insurance program covering our properties and operating activities with limits of liability, deductibles and self-insured retentions that we believe are comparable to similarly situated companies, including within the multifamily industry. We believe the policy specifications and insured limits of these policies are adequate and appropriate. There are, however, certain types of extraordinary losses that may not be adequately covered under our insurance program. In addition, we will sustain losses due to insurance deductibles, self-insured retention, uninsured claims or casualties, or losses in excess of applicable coverage.

If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the future revenue from the property. In such an event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property. Material losses in excess of insurance proceeds may occur in the future. If one or more of our properties were to experience a catastrophic loss, it could seriously disrupt our operations, delay revenue and result in large expenses to repair or rebuild the property. Such events could materially and adversely affect our financial condition and results of operations.

The cost of insuring our apartment communities and our operations is a component of expense. Insurance premiums and the terms and conditions of insurance policies are subject to significant fluctuations and changes, which are generally outside of our control. We insure our properties and our operations with insurance companies that we believe have a good rating at the time our policies are put into effect. The financial condition of one or more insurance companies that insure us may be negatively impacted, which could result in their inability to pay on future insurance claims. Their inability to pay future claims may have a negative impact on our financial results. In addition, the failure, or exit or partial exit from an insurance market, of one or more insurance companies or other changes in insurance markets in general may affect our ability to obtain insurance coverage in the amounts that we seek, or at all, increase the

costs to renew or replace our insurance policies, cause us to self-insure a portion of the risk, or increase the cost of insuring properties.

Failure to Succeed in New Markets May Limit Our Growth. We have acquired in the past, and we may acquire in the future if opportunities we believe are appropriate arise, apartment communities that are outside of our existing markets. Entering into new markets may expose us to a variety of risks, and we may not be able to operate successfully in new markets. These risks include, among others:

- inability to accurately evaluate local apartment market conditions and local economies;
- inability to hire and retain key personnel;
- lack of familiarity with local governmental and permitting procedures; and
- inability to achieve budgeted financial results.

Failure to Succeed with New Initiatives May Limit Our Ability to Grow NOI. We have in the past developed and may in the future develop initiatives that are intended to drive operating efficiencies and grow NOI, including smart home technologies and self-service options that are accessible to residents through smart devices or otherwise. Such initiatives in the past have involved and in the future may involve our associates having new or different responsibilities and processes. We may incur significant costs and divert resources in connection with such initiatives, and these initiatives may not perform as projected, which could adversely affect our results of operations and the market price of our common stock.

Potential Liability for Environmental Contamination Could Result in Substantial Costs. Under various federal, state and local environmental laws, as a current or former owner or operator of real estate, we could be required to investigate and remediate the effects of contamination of currently or formerly owned real estate by hazardous or toxic substances, often regardless of our knowledge of or responsibility for the contamination and solely by virtue of our current or former ownership or operation of the real estate. In addition, we could be held liable to a governmental authority or to third parties for property damage and for investigation and clean-up costs incurred in connection with the contamination or we could be required to incur additional costs to change how the property is constructed or operated due to presence of such substances. These costs could be substantial, and in many cases environmental laws create liens in favor of governmental authorities to secure their payment. The presence of such substances or a failure to properly remediate any resulting contamination could materially and adversely affect our ability to borrow against, sell or rent an affected property.

In addition, our properties are subject to various federal, state and local environmental, health and safety laws, including laws governing the management of wastes and underground and aboveground storage tanks. Noncompliance with these environmental, health and safety laws could subject us to liability. Changes in laws could increase the potential costs of compliance with environmental laws, health and safety laws or increase liability for noncompliance. This may result in significant unanticipated expenditures or may otherwise adversely affect our financial condition and results of operations.

As the owner or operator of real property, we may also incur liability based on various building conditions. For example, buildings and other structures on properties that we currently own or operate or those we acquire or operate in the future contain, may contain, or may have contained, asbestos-containing material, or ACM, or other hazardous substances. Environmental, health and safety laws require that ACM and other hazardous substances be properly managed and maintained and may impose fines or penalties on owners, operators or employers for non-compliance with those requirements.

These requirements include special precautions, such as removal, abatement or air monitoring, if ACM would be disturbed during maintenance, renovation or demolition of a building, potentially resulting in substantial costs. In addition, we may be subject to liability for personal injury or property damage sustained as a result of exposure to ACM or other hazardous substances or releases of ACM or other hazardous substances into the environment.

We cannot assure you that costs or liabilities incurred as a result of environmental or building condition issues will not adversely affect our financial condition and results of operations.

Our Properties May Contain or Develop Harmful Mold or Suffer from Other Indoor Air Quality Issues, Which Could Lead to Liability for Adverse Health Effects or Property Damage or Cost for Remediation. When excessive

moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Indoor air quality issues can also stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants or to increase ventilation, which could adversely affect our results of operations and cash flows. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from our tenants or others for property damage or personal injury.

Compliance or Failure to Comply with the Americans with Disabilities Act of 1990 or Other Safety Regulations and Requirements Could Result in Substantial Costs. The Americans with Disabilities Act of 1990, as amended (the "Americans with Disabilities Act") generally requires that public buildings, including our properties, be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. Claims have been asserted, and in the future claims may be asserted, against us with respect to some of our properties or operations under the Americans with Disabilities Act. If, under the Americans with Disabilities Act, we are required to make substantial alterations and capital expenditures in one or more of our properties or otherwise related to our operations, including the removal of access barriers, it could adversely affect our financial condition and results of operations. In addition, if claims arise, we may expend resources and incur costs in investigating and resolving such claims even if we or our property was in compliance with the law.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements and federal, state and local accessibility requirements in addition to those imposed by the Americans with Disabilities Act. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that could adversely affect our financial condition or results of operations.

The Adoption of, or Changes to, Rent Control, Rent Stabilization, Eviction, Tenants' Rights and Similar Laws and Regulations in Our Markets Could Have an Adverse Effect on Our Results of Operations and Property Values. Various state and local governments as well as the Federal government have enacted and may continue to enact rent control, rent stabilization, or limitations, and similar laws, regulations and policies that could limit our ability to raise rents or charge certain fees, including laws or court orders, either of which could have a retroactive effect. For example, in June 2019, the State of New York enacted new rent control regulations known as the Housing Stability and Tenant Protection Act of 2019 and, in October of 2019, the State of California enacted the Tenant Protection Act of 2019. We have seen a recent increase in governments enacting or considering, or being urged to consider, such laws and regulations. Federal, state and local governments or courts also have made, and may make in the future, changes to laws related to allowable fees and rents, eviction and other tenants' rights laws and regulations (including changes that apply retroactively) that could adversely impact our results of operations and the value of our properties. Laws and regulations regarding rent control, rent stabilization, eviction, tenants' rights, and similar matters, as well as any lawsuits against us arising from such laws and regulations, may limit our ability to charge market rents, increase rents, evict delinquent tenants or charge fees, or recover increases in our operating expenses, which could have an adverse effect on our results of operations and the value of our properties.

Compliance with or Changes in Real Estate Tax and Other Laws and Regulations Could Adversely Affect Our Funds from Operations and Our Ability to Make Distributions to Stockholders. We are subject to federal, state and local laws, regulations, rules and ordinances at locations where we operate regarding a wide variety of matters that could affect, directly or indirectly, our operations. Generally, we do not directly pass through costs resulting from compliance with or changes in real estate tax laws to residential property tenants. We also do not generally pass through increases in income, service or other taxes to tenants under leases. These costs may adversely affect net operating income and the ability to make distributions to stockholders. Similarly, compliance with or changes in (i) laws increasing the potential liability for environmental conditions existing on properties or the restrictions on discharges or other conditions, (ii) laws and regulations regulating housing, such as the Americans with Disabilities Act and the Fair Housing Amendments Act of 1988, or (iii) employment related laws, among others, may result in significant unanticipated expenditures, which could adversely affect our financial condition and results of operations. In addition, changes in federal and state legislation and regulation on climate change may result in increased capital expenditures to improve the energy efficiency of our existing communities and also may require us to spend more on our new development communities

without a corresponding increase in revenue. In addition, existing laws could be interpreted in a manner that restricts our ability to use systems that we currently use in our operations and we may face litigation or regulatory risk in connection with such laws. Future compliance with new laws of general applicability, laws applicable to companies in our industry, or laws applicable to public companies generally could increase our costs and could have an adverse effect on our financial performance.

Risk of Litigation. From time to time, we are involved in legal proceedings, lawsuits, and other claims with respect to our properties or operations. For example, we are currently a defendant in a consolidated class action lawsuit and a lawsuit filed by the District of Columbia involving RealPage, which is one of our vendors. An unfavorable resolution of any litigation may have a material adverse effect on our business, results of operations and financial condition. Additionally, litigation may result in substantial costs and expenses and significantly divert the attention of management.

Risk of Damage from Catastrophic Weather and Natural Events. Our communities are located in areas that have experienced, and in the future may experience, catastrophic weather and other natural events from time to time, including mudslides, fires, hurricanes, tornadoes, floods, deep freezes, snow or ice storms, or other severe inclement weather. These adverse weather and natural events could cause damage or losses that may be greater than insured levels. In the event of a loss in excess of insured limits, we could lose our capital invested in the affected community, as well as anticipated future revenue from that community. We would also continue to be obligated to repay any mortgage indebtedness or other obligations related to the community. Any such loss could adversely affect our financial condition and results of operations.

Risk of Potential Climate Change. To the extent significant changes in the climate in areas where our communities are located occur, we may experience extreme weather conditions and changes in precipitation and temperature or water levels, all of which could result in physical damage to, and/or a decrease in demand for, our communities located in these areas or communities that are otherwise affected by these changes. Should the impact of such climate changes be material in nature, or occur for lengthy periods of time, our financial condition and results of operations could be adversely affected.

Risk of Earthquake Damage. Some of our communities are located in areas subject to earthquakes, including in the general vicinity of earthquake faults. We cannot assure you that an earthquake would not cause damage or losses greater than insured levels. In the event of a loss in excess of insured limits, we could lose our capital invested in the affected community, as well as anticipated future revenue from that community. We may also continue to be obligated to repay any mortgage indebtedness or other obligations related to the community. Any such loss could adversely affect our financial condition and results of operations. Insurance coverage for earthquakes can be costly due to limited industry capacity. As a result, we may experience shortages in desired coverage levels if market conditions are such that insurance is not available or the cost of insurance makes it, in management's view, economically impractical.

Risk of Accidental Death or Injury Due to Fire, Natural Disasters or Other Hazards. The accidental death or injury of persons living in our communities due to fire, natural disasters, other hazards, or acts or omissions of third parties could have an adverse effect on our business and results of operations. Our insurance coverage may not cover all losses associated with such events, and we may experience difficulty marketing communities where any such events have occurred, which could have an adverse effect on our financial condition and results of operations.

Actual or Threatened Terrorist Attacks May Have an Adverse Effect on Our Business and Operating Results and Could Decrease the Value of Our Assets. Actual or threatened terrorist attacks and other acts of violence, destruction or war could have an adverse effect on our business and operating results. Attacks or other similar actions that directly impact one or more of our apartment communities could significantly affect our ability to operate those communities and thereby impair our ability to achieve our expected results. Further, our insurance coverage may not cover all losses caused by a terrorist attack or similar events. In addition, the adverse effects that such violent acts and threats of future attacks could have on the U.S. economy could similarly have an adverse effect on our financial condition and results of operations.

Mezzanine Loan or Other Loan Assets Involve Greater Risks of Loss than Senior Loans Secured by Income-Producing Properties. We have originated in the past and may in the future originate mezzanine loans, which take the form of subordinated loans secured by second mortgages on the underlying property, which may be under development, or subordinated loans secured by a pledge of the ownership interests of either the entity owning the property, which may be under development, or a pledge of the ownership interests of the entity that owns the interest in the entity owning the property, which may be under development, or loans that are not secured. Mezzanine loans may involve a higher degree

of risk than a senior mortgage secured by real property, because the security for the loan may lose all or substantially all of its value as a result of foreclosure by the senior lender and because it is in second position and there may not be adequate equity in the property and unsecured loans involve higher risk by virtue of being unsecured. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, we may not have full recourse to the assets of such entity, or the assets of the entity may not be sufficient to satisfy our mezzanine loan. If a borrower defaults on our loan or debt senior to our loan, or in the event of a borrower bankruptcy, our mezzanine or other loan will be satisfied only after the senior debt. As a result, we may not recover some of or all our investment. In addition, mezzanine loans typically have higher loan-to-value ratios than conventional mortgage loans, resulting in less equity in the property and increasing the risk of loss of principal. Further, foreclosing on our security interest may be delayed or otherwise impacted by the existence of the senior loan, the senior lender's decision regarding whether to enforce its remedies, or the timing of the senior lender's foreclosure or enforcement of other remedies with respect to such loan. If there is a default on the senior debt or an inability to refinance the senior debt, we may contribute additional capital or take other actions that we would not otherwise pursue absent such default or failure. In addition, in the event of a default or other changes in the circumstances of an investment, including a change in the value of the applicable property, we may be required to change the manner in which the investment is accounted for, including our ability to recognize earnings, or recognize an allowance for loan loss or a loss on consolidation.

Risk Related to Preferred Equity Investments. We have made in the past and may in the future make preferred equity investments in corporations, limited partnerships, limited liability companies or other entities that have been formed for the purpose of directly or indirectly acquiring, developing and/or managing real property. Generally, we will not have the ability to control the daily operations of the entity, and we will not have the ability to select or remove a majority of the members of the board of directors, managers, general partner or partners or similar governing body of the entity or otherwise control its operations. Although we would seek to maintain sufficient influence over the entity to achieve our objectives, our partners may have interests that differ from ours and may be in a position to take actions without our consent that are inconsistent with our interests. Further, if our partners were to fail to invest additional capital in the entity when required, which has happened in the past, or otherwise do not perform as expected, we may have to invest additional capital to protect our investment. Our partners have in the past failed, and may in the future fail, to develop or operate the real property, operate the entity, refinance property indebtedness or sell the real property in the manner intended and as a result the entity may not be able to redeem our investment or pay the return expected to us in a timely manner or at all. In addition, we may not be able to dispose of our investment in the entity in a timely manner or at the price at which we would want to divest or at all. Further, the entity may need to refinance third-party debt on terms that are inconsistent with our interests or are terms on which we would not elect to incur debt, or the entity may default on third-party debt. To the extent the entity defaults on third-party debt or is unable to refinance such debt or a portion thereof, we may acquire such debt or otherwise take action, including contributing additional capital, to protect our position that we would not take absent the default or inability to refinance. Such activities have in the past involved and may in the future involve foreclosing on the security interest in the property secured by such debt or seeking a deed-in-lieu of foreclosure or similar remedy, and such activities may involve delays or create other risks, including the risk of claims from our partners. In the event that such an entity fails to meet expectations, defaults on its debt, or becomes insolvent or the investment or the underlying property otherwise does not perform as expected, we may lose all or part of our investment in the entity, be delayed in recovering our investment or the expected returns or directly or indirectly take over the property or the management thereof at a time at which we would not done so absent the failure to meet expectations or the default. In addition, in the event of a default or other changes in the circumstances of an investment, including a change in the value of the applicable property, we may be required to change the manner in which the investment is accounted for, including our ability to recognize earnings, or recognize an impairment or a loss on consolidation.

Risks Related to Ground Leases. We have entered into in the past and may in the future enter into, as either landlord or tenant, a long-term ground lease with respect to a property or a portion thereof. Such ground leases may contain a rent reset provision that requires both parties to agree to a new rent or is based upon factors, for example fair market rent, that are not objective and are not within our control. We may not be able to agree with the counterparty to a revised rental rate, or the revised rental rate may be set by external factors, which could result in a different rental rate than we forecasted. In the past we have had disagreements with respect to revised rental rates and certain of such disagreements have gone to arbitration (for resolution as provided in the applicable lease agreement) and have been resolved in a manner adverse to us. In addition, the other party may not perform as expected under the ground lease or there may be a dispute with the other party to the ground lease. Any of these circumstances could have an adverse effect on our business, financial condition or operating results.

We May Experience a Decline in the Fair Value of Our Assets and Be Forced to Recognize Impairment Charges, Which Could Adversely Impact Our Financial Condition, Liquidity and Results of Operations and the Market Price of Our Common Stock. A decline in the fair value of our assets may require us to recognize an impairment against such assets under generally accepted accounting principles as in effect in the United States ("GAAP") if we were to determine that, with respect to any assets in unrealized loss positions, we do not have the ability and intent to hold such assets for a period of time sufficient to allow for recovery to the amortized cost of such assets. If such a determination were to be made, we would recognize unrealized losses through earnings and write down the amortized cost of such assets to a new cost basis, based on the fair value of such assets on the date they are considered to be impaired. Such impairment charges reflect non-cash losses at the time of recognition; subsequent disposition or sale of such assets could further affect our future losses or gains, as they are based on the difference between the sale price received and adjusted amortized cost of such assets at the time of sale. If we are required to recognize asset impairment charges in the future, these charges could adversely affect our financial condition, liquidity, results of operations and the market price of our common stock.

Any Material Weaknesses Identified in Our Internal Control Over Financial Reporting Could Have an Adverse Effect on the Market Price of Our Common Stock. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal control over financial reporting. If we fail to maintain the adequacy of our internal controls over financial reporting, including any failure to implement required new or improved controls as a result of changes to our business or otherwise, or if we experience difficulties in their implementation, our business, results of operations and financial condition could be materially and adversely affected and we could fail to meet our reporting obligations. In addition, if we have one or more material weaknesses in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which in turn could have an adverse effect on the market price of our common stock.

A Breach of Information Technology Systems On Which We Rely Could Materially and Adversely Impact Our Business, Financial Condition, Results of Operations and Reputation. We rely on information technology systems, including the internet and networks and systems and software developed, maintained and controlled by third party vendors and other third parties, to process, transmit and store information and to manage or support our business processes. Third party vendors may collect and hold personally identifiable information and other confidential information of our tenants, prospective tenants and employees. We also maintain such information and financial and business information regarding us and persons and entities with which we do business on our information technology systems. While we take steps, and generally require third party vendors to take steps, to protect the security of the information maintained in our and third party vendors' information technology systems, including associate training and testing and the use of commercially available systems, software, tools and monitoring to provide security for processing, transmitting and storing of the information, it is possible that our or our third party vendors' security measures will not be able to prevent human error or the systems' or software's improper functioning, or the loss, misappropriation, disclosure or corruption of personally identifiable information or other confidential or sensitive information, including information about our tenants and employees. Cybersecurity breaches, including physical or electronic break-ins, computer viruses, malware, phishing scams, attacks by hackers, breaches due to employee error or misconduct, and similar breaches, can create system disruptions, shutdowns or unauthorized access to information maintained on our information technology systems or the information technology systems of our third party vendors or other third parties or otherwise cause disruption or negative impacts to occur to our business and adversely affect our financial condition and results of operations. While we maintain cyber risk insurance to provide some coverage for certain risks arising out of cybersecurity breaches, there is no assurance that such insurance would cover all or a significant portion of the costs or consequences associated with a cybersecurity breach or other occurrence or that such insurance will continue to be available at rates that we consider reasonable or at all. We have in the past experienced cybersecurity breaches on our information technology systems or relating to software that we utilize, and, while none to date have been material, we expect such breaches may occur in the future. As the techniques used to obtain unauthorized access to information technology systems become more varied and sophisticated and the occurrence of such breaches becomes more frequent, we and our third party vendors and other third parties may be unable to adequately anticipate these techniques or breaches or implement appropriate preventative measures. Any failure to prevent cybersecurity breaches and maintain the proper function, security and availability of our or our third party vendors' and other third parties' information technology systems could interrupt our operations, damage our reputation and brand, damage our competitive position, make it difficult for us to attract and retain residents or other tenants, and subject us to liability claims or regulatory penalties that could adversely affect our business, financial condition and results of operations.

Our Business and Operations Would Suffer in the Event of Information Technology System Failures. Despite system redundancy and the existence of disaster recovery plans for our information technology systems, our information

technology systems and the information technology systems maintained by our third party vendors are vulnerable to damage arising from any number of sources beyond our or our third party vendors' control, including energy blackouts, natural disasters, terrorism, war, and telecommunication failures. Any failure to maintain proper function and availability of our or third parties' information technology systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could adversely affect our business, financial condition and results of operations.

A Failure to Keep Pace with Developments in Technology Could Impair our Operations or Competitive Position. Our business continues to demand the use of sophisticated systems, software and technology. These systems, software and technologies must be refined, updated and replaced on a regular basis in order for us to meet our business requirements and our residents' demands and expectations. If we are unable to do so on a timely basis or at a reasonable cost, or fail to do so, our business could suffer. Also, we may not achieve the benefits that we anticipate from any new system, software or technology, and a failure to do so could result in higher than anticipated costs or could adversely affect our results of operations.

Social Media Presents Risks. The use of social media could cause us to suffer brand damage or unintended information disclosure. Negative posts or communications about us on a social networking website could damage our reputation. Further, employees or others may disclose non-public information regarding us or our business or otherwise make negative comments regarding us on social networking or other websites, which could adversely affect our business and results of operations. As social media evolves, we will be presented with new risks and challenges.

Our Success Depends on Our Senior Management. Our success depends upon the retention of our senior management, whose continued service is not guaranteed. We may not be able to find qualified replacements for the individuals who make up our senior management if their services should no longer be available to us. The loss of services of one or more members of our senior management team could have a material adverse effect on our business, financial condition and results of operations.

Changes in U.S. Accounting Standards May Materially and Adversely Affect Our Reported Results of Operations. Accounting for public companies in the United States is in accordance with GAAP, which is established by the Financial Accounting Standards Board (the "FASB"), an independent body whose standards are recognized by the SEC as authoritative for publicly held companies. Uncertainties posed by various initiatives of accounting standard-setting by the FASB and the SEC, which create and interpret applicable accounting standards for U.S. companies, may change the financial accounting and reporting standards or their interpretation and application of these standards that govern the preparation of our financial statements. These changes could have a material impact on our reported financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in potentially material restatements of prior period financial statements.

Third-Party Expectations Relating to Environmental, Social and Governance Factors May Impose Additional Costs and Expose Us to New Risks. There is an increasing focus from certain investors, tenants, employees, and other stakeholders concerning corporate responsibility, specifically related to environmental, social and governance factors. In addition, there is an increased focus on such matters by various regulatory authorities, including the SEC and the state of California, and the activities and expense required to comply with new laws, regulations or standards may be significant. Some investors may use these factors to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies relating to corporate responsibility are inadequate. Third-party providers of corporate responsibility ratings and reports on companies have increased in number, resulting in varied and in some cases inconsistent standards. In addition, the criteria by which companies' corporate responsibility practices are assessed and the regulations applicable thereto are evolving, which could result in greater expectations of us and cause us to undertake costly initiatives or activities to satisfy such new criteria or regulations. Further, if we elect not to or are unable to satisfy such new criteria or do not meet the criteria of a specific third-party provider or investor, some investors may conclude that our policies with respect to corporate responsibility are inadequate. We may face reputational damage in the event that our corporate responsibility procedures or standards do not meet the standards set by various constituencies. Furthermore, if our competitors' corporate responsibility performance is perceived to be greater than ours, potential or current investors may elect to invest in our competitors instead. In addition, we have communicated certain initiatives and goals regarding environmental, social and governance matters, and we may in the future communicate revised or additional initiatives or goals. We could fail, or be perceived to fail, in our achievement of such initiatives or goals, or we could be criticized for the scope of such initiatives or goals. If we fail to satisfy the expectations of investors, tenants and other stakeholders, our initiatives are not executed as planned, or we do not satisfy our goals, our reputation and financial results could be adversely affected.

Risks Related to Our Indebtedness and Financings

Changing Interest Rates Could Increase Interest Costs and Adversely Affect Our Cash Flows and the Market Price of Our Common Stock. We currently have, and expect to incur in the future, interest-bearing debt, including unsecured commercial paper, at rates that vary with market interest rates. As of December 31, 2023, we had approximately \$479.7 million of variable rate indebtedness outstanding, which constitutes approximately 8.3% of total outstanding indebtedness as of such date, and we have experienced increases in the interest rates on such indebtedness, which has increased our interest expense and adversely impacted our results of operations and cash flows. In addition, as a result of rising interest rates, the costs of hedging transactions have increased significantly and may continue to increase. Continued increases in interest rates would further increase our interest expenses and increase the costs of refinancing existing indebtedness and of issuing new debt, including unsecured commercial paper. The effect of prolonged interest rate increases could negatively impact our ability to service our indebtedness, make distributions to security holders, make acquisitions and develop properties.

Insufficient Cash Flow Could Affect Our Debt Financing and Create Refinancing Risk. We are subject to the risks normally associated with debt financing, including the risk that our operating income and cash flow could be insufficient to make required payments of principal and interest, could restrict or limit our ability to incur additional debt, or could restrict our borrowing capacity under our line of credit due to debt covenant restraints. Sufficient cash flow may not be available to make all required debt payments and satisfy our distribution requirements to maintain our status as a REIT for federal income tax purposes. In addition, the amounts under our line of credit may not be available to us and we may not be able to access the commercial paper market if our operating performance falls outside the constraints of our debt covenants. We are also likely to need to refinance substantially all of our outstanding debt as it matures. We may not be able to refinance existing debt, or the terms of any refinancing may not be as favorable as the terms of the existing debt, which could create pressure to sell assets or to issue additional equity when we would otherwise not choose to do so. In addition, our failure to comply with our debt covenants could result in a requirement to repay our indebtedness prior to its maturity, which could have a material adverse effect on our financial condition and cash flow, increase our financing costs and impact our ability to make distributions to our stockholders.

Failure to Generate Sufficient Income Could Impair Debt Service Payments and Distributions to Stockholders. If our apartment communities do not generate sufficient revenue to meet rental expenses, our ability to make required payments of interest and principal on our debt and to pay dividends or distributions to our stockholders will be adversely affected. The following factors, among others, may affect the income generated by our apartment communities:

- the national and local economies;
- local real estate market conditions, such as an oversupply of apartment homes;
- tenants' or prospective tenants' perceptions of the safety, convenience, and attractiveness of our communities and the neighborhoods where they are located;
- our ability to provide adequate management, maintenance and insurance;
- rental expenses, including real estate taxes and utilities;
- competition from other apartment communities or alternative housing options;
- changes in interest rates and the availability of financing;
- changes in governmental regulations and the related costs of compliance; and
- changes in tax and housing laws, including the enactment of rent control laws or other laws regulating multifamily housing.

Expenses associated with our investment in an apartment community, such as debt service, real estate taxes, insurance, labor costs and maintenance costs, are generally not reduced when circumstances cause a reduction in revenue from that community. If a community is mortgaged to secure payment of debt and we are unable to make the mortgage payments, we could sustain a loss as a result of foreclosure on the community or the exercise of other remedies by the mortgage holder.

Our Debt Level May Be Increased. Our ability to incur debt is limited by covenants in our bank and other credit agreements. We manage our debt to be in compliance with these debt covenants, but subject to compliance with these

covenants, we may increase the amount of our debt at any time without a concurrent improvement in our ability to service the additional debt.

Financing May Not Be Available and Could Be Dilutive. Our ability to execute our business strategy depends on our access to an appropriate blend of debt financing, including unsecured lines of credit, construction loans and other forms of secured debt, commercial paper and other forms of unsecured debt, and equity financing, including common and preferred equity. We and other companies in the real estate industry have experienced limited availability of financing from time to time, including due to disruptions and uncertainty in the equity and credit markets and regulatory changes directly or indirectly affecting financing markets, for example the changes in terms on construction loans brought about by the Basel III capital requirements and the associated "High Volatility Commercial Real Estate" designation, which has adversely impacted the availability of loans, including construction loans, and the proceeds of and the interest rates thereon. Restricted lending practices could impact our ability to obtain financing or refinancing for our properties. If we issue additional equity securities to finance developments and acquisitions instead of incurring debt, the interests of our existing stockholders could be diluted.

Failure To Maintain Our Current Credit Ratings Could Adversely Affect Our Cost of Funds, Related Margins, Liquidity, and Access to Capital Markets. Moody's and Standard & Poor's routinely evaluate our debt and have given us ratings on our senior unsecured debt, commercial paper program and preferred stock. These ratings are based on a number of factors, which include their assessment of our financial strength, liquidity, capital structure, asset quality, and sustainability of cash flows and earnings. Due to changes in these factors and market conditions, we may not be able to maintain our current credit ratings, which could adversely affect our cost of funds and related margins, liquidity, and access to capital markets, including our ability to access the commercial paper market.

Disruptions in Financial Markets May Adversely Impact the Availability and Cost of Credit and Have Other Adverse Effects on Us and the Market Price of Our Common Stock. Our ability to make scheduled payments on, or to refinance, our debt obligations will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and to financial, business and other factors beyond our control. The global equity and credit markets have experienced in the past, and may experience in the future, periods of extraordinary turmoil and volatility. These circumstances may materially and adversely impact liquidity in the financial markets at times, making terms for certain financings less attractive or in some cases unavailable. Disruptions and uncertainty in the equity and credit markets, including as a result of bank failures and uncertainty in the banking sector generally, may negatively impact our ability to refinance existing indebtedness and access additional financing for acquisitions, development of our properties and other purposes at reasonable terms or at all, which may negatively affect our business and the market price of our common stock. We also rely on the financial institutions that are parties to our revolving credit facility and other credit facilities. If these institutions become capital constrained, tighten their lending standards or become insolvent or if they experience excessive volumes of borrowing requests from other borrowers within a short period of time, they may be unable or unwilling to honor their funding commitments to us, which would adversely affect our ability to draw on our revolving credit facility. If we are not successful in refinancing our existing indebtedness when it becomes due, we may be forced to dispose of properties on disadvantageous terms, which might adversely affect our ability to service other debt and to meet our other obligations. A prolonged downturn in the financial markets may cause us to seek alternative sources of potentially less attractive financing and may require us to adjust our business plan accordingly. These events also may make it more difficult or costly for us to raise capital through the issuance of our common or preferred stock.

A Change in U.S. Government Policy or Support Regarding Fannie Mae or Freddie Mac Could Have a Material Adverse Impact on Our Business. While in recent years we have decreased our borrowings from Fannie Mae and Freddie Mac, Fannie Mae and Freddie Mac are a major source of financing to participants in the multifamily housing markets including potential purchasers of our properties. Potential options for the future of agency mortgage financing in the U.S. have been, and may in the future be, suggested that could involve a reduction in the amount of financing Fannie Mae and Freddie Mac are able to provide, limitations on the loans that the agencies may make, which may not include loans secured by properties like our properties, or the phase out of Fannie Mae and Freddie Mac. While we believe Fannie Mae and Freddie Mac will continue to provide liquidity to our sector, should they discontinue doing so, have their mandates changed or reduced or be disbanded or reorganized by the government, or if there is reduced government support for multifamily housing generally, it may adversely affect interest rates, capital availability, development of multifamily communities and the value of multifamily residential real estate and, as a result, may adversely affect our business and results of operations.

The Soundness of Financial Institutions Could Adversely Affect Us. We have relationships with many financial institutions, including lenders under our credit facilities, and, from time to time, we execute transactions with

counterparties in the financial services industry. Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, could result in losses or defaults by these institutions or counterparties or could lead to market-wide liquidity problems. Disruptions and uncertainty with respect to financial institutions, including as a result of bank failures and liquidity concerns, may negatively impact our ability to refinance existing indebtedness and access additional financing for acquisitions, development of our properties and other purposes at reasonable terms or at all, which may negatively affect our business and the market price of our common stock. In addition, in the event that the volatility of the financial markets adversely affects our financial institutions or other counterparties, we or other parties to the transactions with us may be unable to complete transactions as intended, which could adversely affect our results of operations.

Interest Rate Hedging Contracts May Be Ineffective and May Result in Material Charges. From time to time when we anticipate issuing debt securities, we may seek to limit our exposure to fluctuations in interest rates during the period prior to the pricing of the securities by entering into interest rate hedging contracts. We may do this to increase the predictability of our financing costs. Also, from time to time we may rely on interest rate hedging contracts to limit our exposure under variable rate debt to unfavorable changes in market interest rates. If the terms of new debt securities are not within the parameters of, or market interest rates fall below that which we incur under a particular interest rate hedging contract, the contract is ineffective. Furthermore, the settlement of interest rate hedging contracts has involved and may in the future involve material charges. In addition, our use of interest rate hedging arrangements may expose us to additional risks, including a risk that a counterparty to a hedging arrangement may fail to honor its obligations. Developing an effective interest rate risk strategy is complex and no strategy can completely insulate us from risks associated with interest rate fluctuations. There can be no assurance that our hedging activities will have the desired beneficial impact on our results of operations or financial condition. Termination of these hedging agreements typically involves costs, such as transaction fees or breakage costs.

Risks Related to Tax Laws

We Would Incur Adverse Tax Consequences if We Failed to Qualify as a REIT. We have elected to be taxed as a REIT under the Code. Our qualification as a REIT requires us to satisfy numerous requirements, some on an annual and quarterly basis, established under highly technical and complex Code provisions for which there are only limited judicial or administrative interpretations, and involves the determination of various factual matters and circumstances not entirely within our control. We intend that our current organization and method of operation will enable us to continue to qualify as a REIT, but we may not so qualify or we may not be able to remain so qualified in the future. In addition, U.S. federal income tax laws governing REITs and other corporations and the administrative interpretations of those laws may be amended at any time, potentially with retroactive effect. Future legislation, new regulations, administrative interpretations or court decisions could adversely affect our ability to qualify as a REIT or adversely affect our stockholders.

If we fail to qualify as a REIT in any taxable year, we would be subject to federal income tax on our taxable income at regular corporate rates, and would not be allowed to deduct dividends paid to our stockholders in computing our taxable income. Also, unless the Internal Revenue Service granted us relief under certain statutory provisions, we could not re-elect REIT status until the fifth calendar year after the year in which we first failed to qualify as a REIT. The additional tax liability from the failure to qualify as a REIT would reduce or eliminate the amount of cash available for investment or distribution to our stockholders. This would likely have a significant adverse effect on the value of our securities and our ability to raise additional capital. In addition, we would no longer be required to make distributions to our stockholders. Even if we continue to qualify as a REIT, we will continue to be subject to certain federal, state and local taxes on our income and property.

Certain of our subsidiaries have also elected to be taxed as REITs under the Code, and are therefore subject to the same risks in the event that any such subsidiary fails to qualify as a REIT in any taxable year.

Dividends Paid by REITs Generally Do Not Qualify for Reduced Tax Rates. In general, the maximum U.S. federal income tax rate for dividends paid to individual U.S. stockholders is 20%. Unlike dividends received from a corporation that is not a REIT, our regular dividends (i.e., dividends other than capital gain dividends) paid to individual stockholders generally are not eligible for the reduced rates. However, individual U.S. stockholders generally may deduct 20% of such regular dividends under Section 199A of the Code, reducing the effective tax rate applicable to such dividends (although such provision will expire after 2025 absent future legislation).

We Conduct a Portion of Our Business Through Taxable REIT Subsidiaries, Which Are Subject to Certain Tax Risks. We have established or invested in and conduct a portion of our business through taxable REIT subsidiaries. Despite our qualification as a REIT, taxable REIT subsidiaries must pay income tax on their taxable income. In addition, we must comply with various tests to continue to qualify as a REIT for federal income tax purposes, and our income from and investments in taxable REIT subsidiaries generally do not constitute permissible income and investments for certain of these tests. While we will attempt to ensure that our dealings with taxable REIT subsidiaries will not adversely affect our REIT qualification, we cannot provide assurance that we will successfully achieve that result. Furthermore, we may be subject to a 100% penalty tax, we may jeopardize our ability to retain future gains on real property sales, or taxable REIT subsidiaries may be denied deductions, to the extent our dealings with taxable REIT subsidiaries are not deemed to be arm's length in nature or are otherwise not respected.

REIT Distribution Requirements Limit Our Available Cash. As a REIT, we are subject to annual distribution requirements, which limit the amount of cash we retain for other business purposes, including amounts to fund our growth. We generally must distribute annually at least 90% of our net REIT taxable income, excluding any net capital gain, in order for our distributed earnings not to be subject to corporate income tax. We intend to make distributions to our stockholders to comply with the requirements of the Code. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the 90% distribution requirement of the Code.

Certain Property Transfers May Generate Prohibited Transaction Income, Resulting in a Penalty Tax on Gain Attributable to the Transaction. From time to time, we may transfer or otherwise dispose of some of our properties. Under the Code, any gain resulting from transfers of properties that we hold as inventory or primarily for sale to customers in the ordinary course of business would be treated as income from a prohibited transaction and subject to a 100% penalty tax. Since we acquire properties for investment purposes, we do not believe that our occasional transfers or disposals of property are prohibited transactions. However, whether property is held for investment purposes is a question of fact that depends on all the facts and circumstances surrounding the particular transaction. The Internal Revenue Service may contend that certain transfers or disposals of properties by us are prohibited transactions. If the Internal Revenue Service were to argue successfully that a transfer or disposition of property constituted a prohibited transaction, then we would be required to pay a 100% penalty tax on any gain allocable to us from the prohibited transaction and we may jeopardize our ability to retain future gains on real property sales. In addition, income from a prohibited transaction might adversely affect our ability to satisfy the income tests for qualification as a REIT for federal income tax purposes.

Changes to the U.S. Federal Income Tax Laws, including the Enactment of Certain Tax Reform Measures, Could Have an Adverse Impact on Our Business and Financial Results. In recent years, numerous legislative, judicial and administrative changes have been made to the U.S. federal income tax laws applicable to investments in real estate and REITs, and it is possible that additional legislation may be enacted in the future. There can be no assurance that future changes to the U.S. federal income tax laws or regulatory changes will not be proposed or enacted that could impact our business and financial results. The REIT rules are regularly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department, which may result in revisions to regulations and interpretations in addition to statutory changes. If enacted, certain of such changes could have an adverse impact on our business and financial results.

We cannot predict whether, when or to what extent any new U.S. federal tax laws, regulations, interpretations or rulings will impact the real estate investment industry or REITs. Prospective investors are urged to consult their tax advisors regarding the effect of potential future changes to the federal tax laws on an investment in our shares.

We May Be Adversely Affected by Changes in State and Local Tax Laws and May Become Subject to Tax Audits from Time to Time. Because we are organized and qualify as a REIT, we are generally not subject to federal income taxes, but we are subject to certain state and local taxes. From time to time, changes in state and local tax laws or regulations may result in an increase in our tax liability. A shortfall in tax revenues for states and local jurisdictions in which we own apartment communities may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional state and local taxes. These increased tax costs could adversely affect our financial condition and the amount of cash available for the payment of distributions to our stockholders. In the normal course of business, we or our affiliates (including entities through which we own real estate) may also become subject to federal, state or local tax audits. If we (or such entities) become subject to federal, state or local tax audits, the ultimate result of such audits could have an adverse effect on our financial condition and results of operations.

The Operating Partnership and the DownREIT Partnership Intend to Qualify as Partnerships, but Cannot Guarantee That They Will Qualify. The Operating Partnership and the DownREIT Partnership intend to qualify as partnerships for federal income tax purposes, and we intend to take that position for all income tax reporting purposes. If classified as partnerships, the Operating Partnership and the DownREIT Partnership generally will not be taxable entities and will not incur federal income tax liability. However, the Operating Partnership and the DownREIT Partnership would be treated as corporations for federal income tax purposes if they were “publicly traded partnerships,” unless at least 90% of their income was qualifying income as defined in the Code. A “publicly traded partnership” is a partnership whose partnership interests are traded on an established securities market or are readily tradable on a secondary market (or the substantial equivalent thereof). Although neither the Operating Partnership’s nor the DownREIT Partnership’s partnership units are traded on an established securities market, because of the redemption rights of their limited partners, the Operating Partnership’s and DownREIT Partnership’s units held by limited partners could be viewed as readily tradable on a secondary market (or the substantial equivalent thereof), and the Operating Partnership and the DownREIT Partnership may not qualify for one of the “safe harbors” under the applicable tax regulations. Qualifying income for the 90% test generally includes passive income, such as real property rents, dividends and interest. The income requirements applicable to REITs and the definition of qualifying income for purposes of this 90% test are similar in most respects. The Operating Partnership and the DownREIT Partnership may not meet this qualifying income test. If either the Operating Partnership or the DownREIT Partnership were to be taxed as a corporation, it would incur substantial tax liabilities, and we would then fail to qualify as a REIT for tax purposes, unless it qualified for relief under certain statutory savings provisions, and our ability to raise additional capital would be impaired. In addition, even if the 90% test were met if the Operating Partnership or the DownREIT Partnership were a publicly traded partnership, there could be adverse tax impacts for certain limited partners.

Qualifying as a REIT Involves Highly Technical and Complex Provisions of the Code. Our qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Moreover, new legislation, court decisions or administrative guidance, in each case possibly with retroactive effect, may make it more difficult or impossible for us to qualify as a REIT. Our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. Our ability to satisfy the REIT income and asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination and for which we will not obtain independent appraisals, and upon our ability to successfully manage the composition of our income and assets on an ongoing basis. In addition, our ability to satisfy the requirements to qualify as a REIT depends in part on the actions of third parties over which we have no control or only limited influence, including in cases where we own an equity interest in an entity that is classified as a partnership for U.S. federal income tax purposes.

Risks Related to Our Organization and Ownership of Our Stock

Changes in Market Conditions and Volatility of Stock Prices Could Adversely Affect the Market Price of Our Common Stock. The stock markets, including the New York Stock Exchange (“NYSE”), on which we list our common stock, have experienced significant price and volume fluctuations. As a result, the market price of our common stock has been, and in the future could be similarly volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. In addition to the risks listed in this “Risk Factors” section, a number of factors could negatively affect the price per share of our common stock, including:

- general market and economic conditions;
- actual or anticipated variations in our quarterly operating results or dividends or our payment of dividends in shares of our stock;
- changes in our funds from operations or earnings estimates;
- difficulties or inability to access capital or extend or refinance existing debt;
- decreasing (or uncertainty in) real estate valuations;
- changes in market valuations of similar companies;
- publication of research reports about us or the real estate industry;

- the general reputation of REITs and the attractiveness of their equity securities in comparison to other equity securities (including securities issued by other real estate companies);
- general stock and bond market conditions, including changes in interest rates on fixed income securities, that may lead prospective purchasers of our common stock to demand a higher annual yield from future dividends;
- a change in analyst ratings;
- additions or departures of key management personnel;
- adverse market reaction to any additional debt we incur in the future;
- speculation in the press or investment community;
- terrorist activity or geopolitical events (including the ongoing war between Russia and Ukraine and the military conflict in Israel and Gaza), which may adversely affect the markets in which our securities trade, possibly increasing market volatility and causing the further erosion of business and consumer confidence and spending;
- failure to qualify as a REIT;
- strategic decisions by us or by our competitors, such as acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy;
- failure to satisfy listing requirements of the NYSE;
- governmental regulatory action and changes in tax laws; and
- the issuance of additional shares of our common stock, or the perception that such sales might occur, including under our at-the-market equity distribution program.

Many of the factors listed above are beyond our control. These factors may cause the market price of shares of our common stock to decline, regardless of our financial condition, results of operations, business or prospects.

We May Change the Dividend Policy for Our Common Stock in the Future. The decision to declare and pay dividends on our common stock, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of our board of directors and will depend on our earnings, funds from operations, liquidity, financial condition, capital requirements, contractual prohibitions or other limitations under our indebtedness, the annual distribution requirements under the REIT provisions of the Code, state law and such other factors as our board of directors considers relevant. Any change in our dividend policy could have an adverse effect on the market price of our common stock.

Maryland Law May Limit the Ability of a Third Party to Acquire Control of Us, Which May Not be in Our Stockholders' Best Interests. Maryland business statutes may limit the ability of a third party to acquire control of us. As a Maryland corporation, we are subject to various Maryland laws which may have the effect of discouraging offers to acquire our Company and of increasing the difficulty of consummating any such offers, even if our acquisition would be in our stockholders' best interests. The Maryland General Corporation Law restricts mergers and other business combination transactions between us and any person who acquires beneficial ownership of shares of our stock representing 10% or more of the voting power without our board of directors' prior approval. Any such business combination transaction could not be completed until five years after the person acquired such voting power, and generally only with the approval of stockholders representing 80% of all votes entitled to be cast and 66 2/3% of the votes entitled to be cast, excluding the interested stockholder, or upon payment of a fair price. Maryland law also provides generally that a person who acquires shares of our equity stock that represents 10% (and certain higher levels) of the voting power in electing directors will have no voting rights unless approved by a vote of two-thirds of the shares eligible to vote.

Limitations on Share Ownership and Limitations on the Ability of Our Stockholders to Effect a Change in Control of Our Company Restrict the Transferability of Our Stock and May Prevent Takeovers That are Beneficial to Our Stockholders. One of the requirements for maintenance of our qualification as a REIT for U.S. federal income tax purposes is that no more than 50% in value of our outstanding capital stock may be owned by five or fewer individuals, including entities specified in the Code, during the last half of any taxable year. Our charter contains ownership and transfer restrictions relating to our stock primarily to assist us in complying with this and other REIT ownership

requirements; however, the restrictions may have the effect of preventing a change of control which does not threaten our REIT status. These restrictions include a provision that generally limits ownership by any person of more than 9.9% of the value of our outstanding equity stock, unless our board of directors exempts the person from such ownership limitation, provided that any such exemption shall not allow the person to exceed 13% of the value of our outstanding equity stock. Absent such an exemption from our board of directors, the transfer of our stock to any person in excess of the applicable ownership limit, or any transfer of shares of such stock in violation of the ownership requirements of the Code for REITs, will be considered null and void, and the intended transferee of such stock will acquire no rights in such shares. These provisions of our charter may have the effect of delaying, deferring or preventing someone from taking control of us, even though a change of control might involve a premium price for our stockholders or might otherwise be in our stockholders' best interests.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C. Cybersecurity

Given the prevalence of cybersecurity threats, cybersecurity represents a critical component of the Company's overall approach to risk management. The Company's cybersecurity policies, standards and practices are integrated into the Company's enterprise risk management ("ERM") approach, and cybersecurity risks are among the core enterprise risks that are subject to oversight by the Company's Board of Directors (the "Board"). The Company's cybersecurity policies, standards and practices are derived from recognized frameworks established by the National Institute of Standards and Technology ("NIST") and other applicable industry standards, and the Company is working to obtain NIST certification. Many members of the Company's cybersecurity team are certified by and have received training from the International Information Security Consortium ("IISC"). The Company generally approaches cybersecurity threats through a cross-functional, multilayered approach, with specific the goals of: (i) identifying, attempting to prevent and mitigating cybersecurity threats to the Company; (ii) preserving the confidentiality, security and availability of the information that we collect and store to use in our business; (iii) protecting the Company's intellectual property; (iv) protecting personally identifiable data and maintaining the confidence of our customers, clients and business partners; and (v) providing appropriate public disclosure of cybersecurity risks and incidents when required.

Risk Management and Strategy

Consistent with overall ERM policies and practices, the Company's cybersecurity program focuses on the following areas:

- **Vigilance:** The Company operates cybersecurity threat functions 24/7 with the specific goal of identifying, attempting to prevent and mitigating cybersecurity threats and responding to cybersecurity incidents in accordance with our established incident response and recovery plans.
- **Systems Safeguards:** The Company deploys systems safeguards that are designed to protect the Company's information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through ongoing vulnerability assessments and cybersecurity threat intelligence.
- **Collaboration:** The Company utilizes collaboration mechanisms established with public and private entities, including intelligence and enforcement agencies, industry groups and third-party service providers, to identify, assess and respond to cybersecurity risks.
- **Third-Party Risk Management:** The Company maintains a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of the Company's systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems. Third-party vendors are assessed against a standardized vendor risk assessment process before being engaged and the Company requests vendors to annually recertify that their security controls comply with established industry standards and applicable legal requirements.

- **Insider Threat Management:** In order to try to mitigate cybersecurity threats to our systems, the Company attempts to provide associates with the minimum access to our systems required in order for a given associate to perform his or her assigned duties. We also perform reviews of access to both our administrative and financial systems as part of our annual compliance procedures, and, when duties and resources allow, rotate job responsibilities.
- **Training:** Upon employment and at least annually thereafter the Company provides mandatory training for our associates regarding cybersecurity threats, which reinforces the Company's information security policies, standards and practices, and such training is scaled to reflect the roles, responsibilities, and information systems access of such personnel. The Company's cybersecurity team performs regular phishing tests for associates and provides remedial training for associates who fail such tests. In addition, members of our cybersecurity team received specialized cybersecurity training.
- **Incident Response and Recovery Planning:** The Company has established and maintains incident response and recovery plans that address the Company's response to a cybersecurity incident and the recovery from a cybersecurity incident, and such plans are assessed and evaluated on a regular basis. All meaningful cybersecurity incidents are reported to the Company's legal department by our cybersecurity team.
- **Governance, Communication, Coordination and Disclosure:** The Company utilizes a cross-functional approach to address the risk from cybersecurity threats, involving management personnel from the Company's technology, operations, legal, risk management, internal audit and other key business functions, third-party vendors and consultants, as well as the members of the Board and the Audit and Risk Management Committee of the Board (the "Audit Committee") in an ongoing dialogue regarding cybersecurity threats and incidents, while also implementing controls and procedures for the escalation of cybersecurity incidents when appropriate so that decisions regarding the disclosure and reporting of such incidents can be made by management in a timely manner. Our Senior Vice President – Chief Technology Officer reports on our cybersecurity posture to the Audit Committee quarterly and the Board is updated at least annually.

A key part of the Company's strategy for managing risks from cybersecurity threats is the ongoing assessment and testing of the Company's processes and practices through auditing, assessments, tabletop exercises, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures. The Company engages third parties, including legal counsel, to perform assessments on our cybersecurity measures, including information security maturity assessments, penetration testing inclusive of our resident facing apps and devices, audits and independent reviews of our information security control environment and operating effectiveness. The material results of such assessments, audits and reviews are reported to the Audit Committee and the Board, and the Company adapts its cybersecurity policies, standards, processes, and practices as necessary based on the information provided by the assessments, audits, and reviews. In addition, in 2023 outside legal counsel conducted an exercise regarding preparation for cyber events attended by our Chairman and Chief Executive Officer, President and Chief Financial Officer and other members of senior management.

Governance

The Board, in coordination with the Audit Committee, oversees the management of risks from cybersecurity threats, including the policies, standards, processes and practices that the Company's management implements to address risks from cybersecurity threats. The Board and the Audit Committee each receive presentations and reports on cybersecurity risks, which address a wide range of topics including, for example, recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment, new tools and vendors being used by the Company related to cybersecurity, technological trends and information security considerations arising with respect to the Company's peers and third parties. The Board and the Audit Committee also receive information regarding any cybersecurity incident when appropriate, as well as ongoing updates regarding such incident until it has been addressed. At least once each year the Board and the Audit Committee at least quarterly discuss the Company's approach to cybersecurity risk management with the Company's Chief Technology Officer.

The Company's Chief Technology Officer is the member of the Company's management that is principally responsible for overseeing the Company's cybersecurity risk management program, in partnership with other business leaders across the Company. The Chief Technology Officer and our Vice President, Information Security work in coordination with the other members of the Information Security Management System Committee ("ISMS"), which includes department heads and IT personnel. The Chief Technology Officer also provides monthly reports regarding

information technology including cybersecurity to our senior management including our Chairman and Chief Executive Officer, President and Chief Financial Officer, Senior Vice President – Chief Investment Officer, Senior Vice President – Operations, Senior Vice President – Chief Accounting Officer, Senior Vice President – Acquisitions and Dispositions, and Senior Vice President – General Counsel. The Company's Chief Technology Officer has served in various roles in information technology and information security for over 23 years. The Chief Technology Officer holds an undergraduate degree in computer science and master's degree in business administration. The Company's Vice President, Information Security holds an undergraduate degree in computer science and management science, has attained a professional certification of Certified Information Systems Security Professional (CISSP) from the IISC and has served in various roles in information technology and information security for over 15 years. In addition, our Vice President, Information Security is a member of InfraGard.

The Company's Chief Technology Officer and Vice President, Information Security, in coordination with the ISMS, work collaboratively across the Company to implement a program designed to protect the Company's information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents. To facilitate the success of this program, our IT security team and, when necessary, multidisciplinary teams throughout the Company are deployed to address cybersecurity threats and to respond to cybersecurity incidents in accordance with the Company's incident response and recovery plans. Through the ongoing communications from these teams, the Chief Technology Officer and the Vice President, Information Security monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents, and report such incidents to the ISMS and other members of management and the Audit Committee or the Board when appropriate.

To date the Company has not been materially affected by a cybersecurity incident or cybersecurity threat and no incident has occurred that is reasonably likely to affect the Company, including its business strategy, results of operations, or financial condition.

Item 2. PROPERTIES

At December 31, 2023, our consolidated apartment portfolio included 168 communities located in 21 markets, with a total of 55,550 completed apartment homes.

The table below set forth a summary of real estate portfolio by geographic market of the Company at December 31, 2023.

SUMMARY OF REAL ESTATE PORTFOLIO BY GEOGRAPHIC MARKET AT DECEMBER 31, 2023

	Number of Apartment Communities	Number of Apartment Homes	Percentage of Total Carrying Value	Total Carrying Value (in thousands)	Encumbrances (in thousands)	Cost per Home	Average Physical Occupancy	Average Home Size (in square feet)
WEST REGION								
Orange County, CA	8	4,305	8.6 %	\$ 1,371,309	—	\$ 318,539	96.4 %	856
San Francisco, CA	14	3,309	7.5 %	1,209,227	67,017	365,436	93.7 %	837
Seattle, WA	14	2,702	6.9 %	1,111,182	—	411,244	97.2 %	859
Monterey Peninsula, CA	7	1,567	1.2 %	197,561	—	126,076	95.6 %	728
Los Angeles, CA	4	1,225	3.0 %	482,945	—	394,241	96.2 %	967
Other Southern California	3	821	1.4 %	224,842	—	273,864	96.8 %	1,016
Portland, OR	2	476	0.3 %	56,055	—	117,763	97.1 %	903
MID-ATLANTIC REGION								
Metropolitan D.C.	24	9,119	16.4 %	2,633,863	288,530	288,832	95.7 %	918
Baltimore, MD	7	2,221	3.5 %	562,075	58,600	253,073	95.7 %	963
Richmond, VA	4	1,359	1.0 %	166,013	—	122,158	96.9 %	1,017
NORTHEAST REGION								
Boston, MA	12	4,667	12.2 %	1,947,236	323,350	417,235	96.7 %	994
New York, NY	6	2,318	9.9 %	1,584,275	—	683,466	97.8 %	754
Philadelphia, PA	4	1,172	2.7 %	438,465	—	374,117	96.6 %	949
SOUTHEAST REGION								
Tampa, FL	11	3,877	4.2 %	673,942	—	173,831	96.7 %	995
Orlando, FL	11	3,493	3.5 %	559,956	—	160,308	96.2 %	974
Nashville, TN	8	2,260	1.6 %	249,705	—	110,489	96.2 %	933
Other Florida	1	636	0.6 %	95,798	—	150,626	96.7 %	1,130
SOUTHWEST REGION								
Dallas, TX	19	7,363	8.0 %	1,283,970	476,227	174,381	96.6 %	845
Austin, TX	6	1,880	2.0 %	318,791	67,044	169,570	95.9 %	891
Denver, CO	2	510	1.6 %	249,653	—	489,516	93.5 %	861
Total Operating Communities	167	55,280	96.1 %	15,416,863	1,280,768	\$ 278,887	96.2 %	908
Real Estate Under Development								
(a)	—	56	1.0 %	160,404	—			
Land	—	—	1.5 %	232,365	—			
Held for Disposition	1	214	0.7 %	105,999	—			
Other	—	—	0.7 %	108,228	(3,055)			
Total Real Estate Owned	168	55,550	100.0 %	\$ 16,023,859	\$ 1,277,713			

(a) As of December 31, 2023, the Company was developing two wholly owned communities with a total of 415 apartment homes, of which 56 have been completed.

Item 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings and claims arising in the ordinary course of business. We cannot determine the ultimate liability with respect to such legal proceedings and claims at this time. We believe that such liability, to the extent not provided for through insurance or otherwise, will not have a material adverse effect on our financial condition, results of operations or cash flow.

Item 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Capital Stock

Common Stock

UDR, Inc.'s common stock has been listed on the New York Stock Exchange ("NYSE") under the symbol "UDR" since May 7, 1990.

On February 16, 2024, there were 2,659 holders of record of the 329,224,105 outstanding shares of our common stock.

We have determined that, for federal income tax purposes, approximately 88% of the distributions for 2023 represented ordinary income, 10% represented long-term capital gain and 2% represented unrecaptured section 1250 gain.

UDR pays regular quarterly distributions to holders of its common stock. Future distributions will be at the discretion of our Board of Directors and will depend on our actual funds from operations, financial condition and capital requirements, the annual distribution requirements under the REIT provisions of the Code, and other factors.

Series E Preferred Stock

The Series E Cumulative Convertible Preferred Stock ("Series E") has no stated par value and a liquidation preference of \$16.61 per share. Subject to certain adjustments and conditions, each share of the Series E is convertible at any time at the holder's option into 1.083 shares of our common stock. The holders of the Series E are entitled to vote on an as-converted basis as a single class in combination with the holders of common stock at any meeting of our stockholders for the election of directors or for any other purpose on which the holders of common stock are entitled to vote. The Series E has no stated maturity and is not subject to any sinking fund or any mandatory redemption. In connection with a special dividend (declared on November 5, 2008), the Company reserved for issuance upon conversion of the Series E additional shares of common stock to reflect the number of shares a holder of the Series E would have received if the holder had converted the Series E immediately prior to the record date for this special dividend.

Distributions declared on the Series E for the years ended December 31, 2023 and 2022 were \$1.8192 per share, or \$0.4548 per quarter, and \$1.6456 per share, or \$0.4114 per quarter, respectively. The Series E is not listed on any exchange. At December 31, 2023, a total of 2.7 million shares of the Series E were outstanding.

Series F Preferred Stock

We are authorized to issue up to 20.0 million shares of our Series F Preferred Stock ("Series F"). The Series F may be purchased by holders of limited partnership interests in the Operating Partnership and the DownREIT Partnership at a purchase price of \$0.0001 per share. Certain OP/DownREIT unitholders were entitled to subscribe for and purchase one share of the Series F for each OP/DownREIT Unit held.

As of December 31, 2023, a total of 11.9 million shares of the Series F were outstanding. Holders of the Series F are entitled to one vote for each share of the Series F they hold, voting together with the holders of our common stock, on each matter submitted to a vote of security holders at a meeting of our stockholders. The Series F does not entitle its holders to any other rights, privileges or preferences.

Distribution Reinvestment and Stock Purchase Plan

We have a Distribution Reinvestment and Stock Purchase Plan under which holders of our common stock may elect to automatically reinvest their distributions and make additional cash payments to acquire additional shares of our common stock. Stockholders who do not participate in the plan continue to receive distributions as and when declared. As of February 16, 2024, there were approximately 1,703 participants in the plan.

Unregistered Sales of Equity Securities

From time to time we issue shares of our common stock in exchange for OP Units tendered to the Operating Partnership for redemption in accordance with the provisions of the Operating Partnership's limited partnership agreement. Under the terms of the Operating Partnership's limited partnership agreement, the holders of OP Units have the right to require the Operating Partnership to redeem all or a portion of the OP Units held by the holder in exchange for a cash payment based on the market value of our common stock at the time of redemption. However, the Operating Partnership's obligation to pay the cash amount is subject to the prior right of the Company to acquire such OP Units in exchange for either the cash amount or the number of shares of our common stock equal to the number of OP Units being redeemed.

During the three months ended December 31, 2023, we did not issue any shares of our common stock upon redemption of OP Units in reliance upon an exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

Purchases of Equity Securities

In January 2008, UDR's Board of Directors authorized a 15 million share repurchase program. Under the share repurchase program, UDR may repurchase shares of our common stock in open market purchases, block purchases, privately negotiated transactions or otherwise. The following table summarizes all of UDR's repurchases of shares of common stock under this program during the quarter ended December 31, 2023 (*shares in thousands*):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Maximum Number of Shares that May Yet Be Purchased Under the Plan or Program (a)
Beginning Balance	2,973	\$ 37.90	2,973	12,027
October 1, 2023 through October 31, 2023	—	—	—	12,027
November 1, 2023 through November 30, 2023	—	—	—	12,027
December 1, 2023 through December 31, 2023	—	—	—	12,027
Balance as of December 31, 2023	2,973	\$ 37.90	2,973	12,027

(a) This number reflects the number of shares that were available for purchase under our 15 million share repurchase program authorized in January 2008.

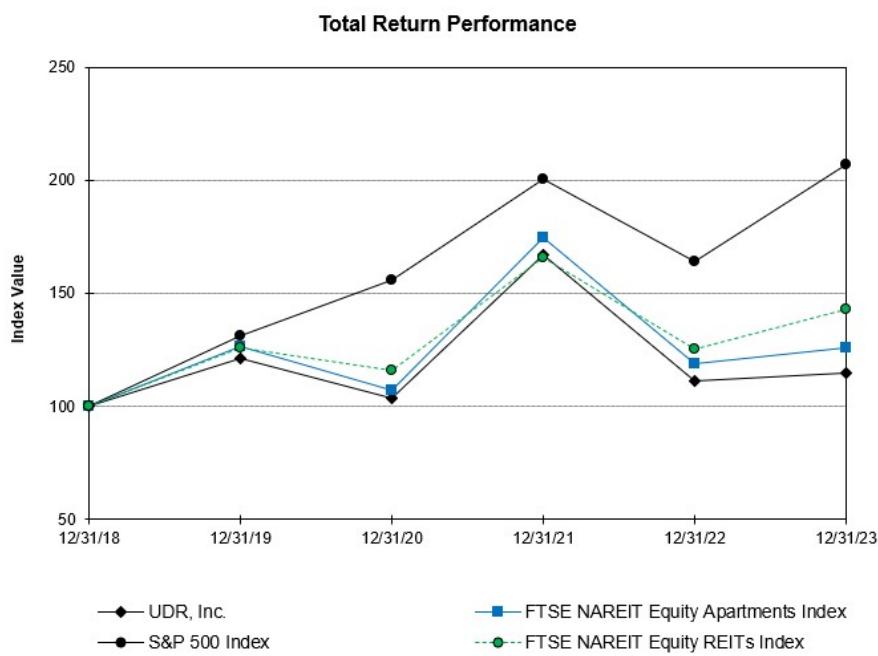
During the three months ended December 31, 2023, certain of our employees surrendered shares of common stock owned by them to satisfy their statutory federal and state tax obligations associated with the vesting of restricted shares of common stock issued under our 1999 Long-Term Incentive Plan (the "LTIP"). The following table summarizes all of these repurchases during the three months ended December 31, 2023 (*shares in thousands*):

Period	Total Number of Shares Purchased	Average Price Paid per Share (a)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2023 through October 31, 2023	2	\$ 35.14	N/A	N/A
November 1, 2023 through November 30, 2023	—	—	N/A	N/A
December 1, 2023 through December 31, 2023	1	38.29	N/A	N/A
Total	3	\$ 36.50		

(a) The price paid per share is based on the closing price of our common stock as of the date of the determination of the federal and state tax obligations.

Comparison of Five-year Cumulative Total Returns

The following graph compares the five-year cumulative total returns for UDR common stock with the comparable cumulative return of the Nareit Equity REIT Index, Standard & Poor's 500 Stock Index, the Nareit Equity Apartment Index and the MSCI U.S. REIT Index. The graph assumes that \$100 was invested on December 31, 2018, in each of our common stock and the indices presented. Historical stock price performance is not necessarily indicative of future stock price performance. The comparison assumes that all dividends are reinvested.



The performance graph and the related chart and text, are being furnished solely to accompany this Annual Report on Form 10-K pursuant to Item 201(e) of Regulation S-K, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of ours, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 6. [RESERVED]

Not Applicable.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the consolidated financial statements appearing elsewhere herein and is based primarily on the consolidated financial statements for the years ended December 31, 2023, and 2022.

This section of this Form 10-K generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022 of UDR, Inc. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Forward-Looking Statements

This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such forward-looking statements include, without limitation, statements concerning property acquisitions and dispositions, development activity and capital expenditures, capital raising activities, rent growth, occupancy and rental expense growth. Words such as "expects," "anticipates," "intends," "plans," "likely," "will," "believes," "seeks," "estimates," and variations of such words and similar expressions are intended to identify such forward-looking statements.

The following factors, among others, could cause our future results to differ materially from those expressed in the forward-looking statements:

- general market and economic conditions;
- the impact of inflation/deflation;
- unfavorable changes in apartment market and economic conditions that could adversely affect occupancy levels and rental rates;
- the failure of acquisitions, developments or redevelopments to achieve anticipated results;
- possible difficulty in selling apartment communities;
- competitive factors that may limit our ability to lease apartment homes or increase or maintain rents;
- insufficient cash flow that could affect our debt financing and create refinancing risk;
- failure to generate sufficient revenue, which could impair our debt service payments and distributions to stockholders;
- development and construction risks that may impact our profitability;
- potential damage from natural disasters, including hurricanes and other weather-related events, which could result in substantial costs to us;
- risks from climate change that impacts our properties or operations;
- risks from extraordinary losses for which we may not have insurance or adequate reserves;
- risks from cybersecurity breaches of our information technology systems and the information technology systems of our third party vendors and other third parties;
- the availability of capital and the stability of the capital markets;
- changes in job growth, home affordability and the demand/supply ratio for multifamily housing;
- the failure of automation or technology to help grow net operating income;

- uninsured losses due to insurance deductibles, self-insurance retention, uninsured claims or casualties, or losses in excess of applicable coverage;
- delays in completing developments and lease-ups on schedule or at expected rent and occupancy levels;
- our failure to succeed in new markets;
- risks that third parties who have an interest in or are otherwise involved in projects in which we have an interest, including mezzanine borrowers, joint venture partners or other investors, do not perform as expected;
- changing interest rates, which could increase interest costs and affect the market price of our securities;
- potential liability for environmental contamination, which could result in substantial costs to us;
- the imposition of federal taxes if we fail to qualify as a REIT under the Code in any taxable year;
- our internal control over financial reporting may not be considered effective which could result in a loss of investor confidence in our financial reports, and in turn have an adverse effect on our stock price; and
- changes in real estate laws, tax laws, rent control or stabilization laws or other laws affecting our business.

A discussion of these and other factors affecting our business and prospects is set forth in Part I, Item 1A. *Risk Factors*. We encourage investors to review these risk factors.

Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore such statements included in this Report may not prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved.

Forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this Report, and we expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required by law.

Business Overview

We are a self-administered real estate investment trust, or REIT, that owns, operates, acquires, renovates, develops, redevelops, disposes of, and manages multifamily apartment communities in targeted markets located in the United States. We were formed in 1972 as a Virginia corporation. In June 2003, we changed our state of incorporation from Virginia to Maryland. Our subsidiaries include the Operating Partnership and the DownREIT Partnership. Unless the context otherwise requires, all references in this Report to "we," "us," "our," "the Company," or "UDR" refer collectively to UDR, Inc., its consolidated subsidiaries and its consolidated joint ventures.

At December 31, 2023, our consolidated real estate portfolio included 168 communities in 13 states plus the District of Columbia totaling 55,550 apartment homes. In addition, we have an ownership interest in 10,045 completed or to-be-completed apartment homes through unconsolidated joint ventures or partnerships, including 5,618 apartment homes owned by entities in which we hold preferred equity investments. The *Same-Store Community* apartment home population for the year ended December 31, 2023, was 51,368.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles ("GAAP") requires management to use judgment in the application of accounting policies, including making estimates and assumptions. A critical accounting policy is one that is both important to our financial condition and results of operations as well as involves some degree of uncertainty. Estimates are prepared based on management's assessment after considering all evidence available. Changes in estimates could affect our financial position or results of

operations. Below is a discussion of the accounting policies that we consider critical to understanding our financial condition or results of operations where there is uncertainty or where significant judgment is required. A discussion of our significant accounting policies, including further discussion of the accounting policies described below, can be found in Note 2, *Significant Accounting Policies*, to the Notes to the UDR, Inc. Consolidated Financial Statements included in this Report.

Cost Capitalization

In conformity with GAAP, we capitalize those expenditures that materially enhance the value of an existing asset or substantially extend the useful life of an existing asset. Expenditures necessary to maintain an existing property in ordinary operating condition are expensed as incurred.

In addition to construction costs, we capitalize costs directly related to the predevelopment, development, and redevelopment of a capital project, which include, but are not limited to, interest, real estate taxes, insurance, and allocated development and redevelopment overhead related to support costs for personnel working on the capital projects. We use our professional judgment in determining whether such costs meet the criteria for capitalization or must be expensed as incurred. These costs are capitalized only during the period in which activities necessary to ready an asset for its intended use are in progress and such costs are incremental and identifiable to a specific activity to get the asset ready for its intended use. As each home in a capital project is completed and becomes available for lease-up, the Company ceases capitalization on the related portion. The costs capitalized are reported on the Consolidated Balance Sheets as *Total real estate owned, net of accumulated depreciation*. Amounts capitalized during the years ended December 31, 2023, 2022, and 2021 were \$23.2 million, \$31.3 million, and \$21.0 million, respectively.

Investment in Unconsolidated Entities

We may enter into various joint venture agreements and/or partnerships with unrelated third parties to hold or develop real estate assets. We must determine for each of these ventures whether to consolidate the entity or account for our investment under the equity method of accounting. We determine whether to consolidate a joint venture or partnership based on our rights and obligations under the venture agreement, applying the applicable accounting guidance. The application of the rules in evaluating the accounting treatment for each joint venture or partnership is complex and requires substantial management judgment. We evaluate our accounting for investments on a regular basis including when a significant change in the design of an entity occurs. Throughout our financial statements, and in this Management's Discussion and Analysis of Financial Condition and Results of Operations, we use the term "joint venture" or "partnership" when referring to investments in entities in which we do not have a 100% ownership interest.

We continually evaluate our investments in unconsolidated joint ventures when events or changes in circumstances indicate that there may be an other-than-temporary decline in value. We consider various factors to determine if a decrease in the value of the investment is other-than-temporary. These factors include, but are not limited to, age of the venture, our intent and ability to retain our investment in the entity, the financial condition and long-term prospects of the entity, and the relationships with the other joint venture partners and its lenders. The amount of loss recognized is the excess of the investment's carrying amount over its estimated fair value. If we believe that the decline in fair value is temporary, no impairment is recorded. The aforementioned factors are taken as a whole by management in determining the valuation of our investment property. Should the actual results differ from management's judgment, the valuation could be negatively affected and may result in a negative impact to our Consolidated Financial Statements.

Impairment of Long-Lived Assets

Quarterly or when changes in circumstances warrant, we will assess our real estate properties for indicators of impairment. The judgments regarding the existence of impairment indicators are based on certain factors. Such factors include, among other things, operational performance, market conditions, the Company's intent and ability to hold the related asset, as well as any significant cost overruns on development properties.

If a real estate property has indicators of impairment, we assess whether the long-lived asset's carrying value exceeds the community's undiscounted future cash flows, which is representative of projected net operating income ("NOI") plus the residual value of the community. Our future cash flow estimates are based upon historical results adjusted to reflect our best estimate of future market and operating conditions and our estimated holding periods. If such indicators of impairment are present and the carrying value exceeds the undiscounted cash flows of the community, an impairment loss is recognized equal to the excess of the carrying amount of the asset over its estimated fair value. Our estimates of fair value represent our best estimate based primarily upon unobservable inputs related to rental rates,

operating costs, growth rates, discount rates, capitalization rates, industry trends and reference to market rates and transactions.

For long-lived assets to be disposed of, impairment losses are recognized when the fair value of the asset less estimated cost to sell is less than the carrying value of the asset. Properties classified as real estate held for disposition generally represent properties that are actively marketed or contracted for sale with the closing expected to occur within the next twelve months. Real estate held for disposition is carried at the lower of cost, net of accumulated depreciation, or fair value, less the cost to sell, determined on an asset-by-asset basis. Expenditures for ordinary repair and maintenance costs on held for disposition properties are charged to expense as incurred. Expenditures for improvements, renovations, and replacements related to held for disposition properties are capitalized at cost. Depreciation is not recorded on real estate held for disposition.

Real Estate Investment Properties

We purchase real estate investment properties from time to time and record the fair value to various components, such as land, buildings, and intangibles related to in-place leases, based on the fair value of each component. In making estimates of fair values for purposes of allocating purchase price, we utilize various sources, including independent appraisals, our own analysis of recently acquired and existing comparable properties in our portfolio and other market data. The fair value of buildings is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates. As such, the determination of fair value considers the present value of all cash flows expected to be generated from the property including an initial lease-up period. We determine the fair value of in-place leases by assessing the net effective rent and remaining term of the lease relative to market terms for similar leases at acquisition. In addition, we consider the cost of acquiring similar leases, the foregone rents associated with the lease-up period, and the carrying costs associated with the lease-up period. The fair value of in-place leases is recorded and amortized as amortization expense over the remaining average contractual lease period.

REIT Status

We are a Maryland corporation that has elected to be treated for federal income tax purposes as a REIT. A REIT is a legal entity that holds interests in real estate and is required by the Code to meet a number of organizational and operational requirements, including a requirement that a REIT must distribute at least 90% of our REIT taxable income (other than our net capital gain) to our stockholders. If we were to fail to qualify as a REIT in any taxable year, we will be subject to federal and state income taxes at the regular corporate rates and may not be able to qualify as a REIT for four years. Based on the net earnings reported for the year ended December 31, 2023 in our Consolidated Statements of Operations, we would have incurred federal and state GAAP income taxes if we had failed to qualify as a REIT.

Summary of Real Estate Portfolio by Geographic Market

The following table summarizes our market information by major geographic markets as of and for the year ended December 31, 2023:

Same-Store Communities	Number of Apartment Communities	Number of Apartment Homes	December 31, 2023		Year Ended December 31, 2023		
			Percentage of Total Carrying Value	Total Carrying Value (in thousands)	Average Physical Occupancy	Monthly Income per Occupied Home (a)	Net Operating Income (in thousands)
West Region							
Orange County, CA	8	4,305	8.6 %	\$ 1,370,945	96.4 %	\$ 3,013	\$ 116,798
San Francisco, CA	11	2,780	5.8 %	926,601	96.5 %	3,490	79,700
Seattle, WA	14	2,702	6.9 %	1,101,692	97.2 %	2,817	65,697
Los Angeles, CA	4	1,225	3.0 %	482,945	96.2 %	3,122	31,952
Monterey Peninsula, CA	7	1,567	1.2 %	197,561	95.6 %	2,289	31,798
Other Southern California	3	821	1.4 %	224,733	96.8 %	2,883	20,542
Portland, OR	2	476	0.3 %	56,055	97.1 %	1,949	7,833
Mid-Atlantic Region							
Metropolitan D.C.	23	8,819	15.4 %	2,473,552	97.2 %	2,298	162,251
Baltimore, MD	7	2,221	3.5 %	562,075	95.7 %	1,898	32,610
Richmond, VA	4	1,359	1.0 %	166,013	96.9 %	1,827	21,518
Northeast Region							
Boston, MA	11	4,234	10.9 %	1,724,245	96.7 %	3,145	111,009
New York, NY	6	2,318	9.8 %	1,573,293	97.8 %	4,640	73,093
Philadelphia, PA	3	972	2.3 %	372,000	96.8 %	2,552	20,145
Southeast Region							
Tampa, FL	11	3,877	4.2 %	673,742	96.7 %	2,118	63,085
Orlando, FL	11	3,493	3.5 %	559,956	96.2 %	1,914	53,283
Nashville, TN	8	2,260	1.6 %	249,705	96.2 %	1,760	33,664
Other Florida	1	636	0.6 %	95,798	96.7 %	2,350	12,058
Southwest Region							
Dallas, TX	14	5,813	6.1 %	983,508	96.7 %	1,777	76,557
Austin, TX	4	1,272	1.2 %	193,911	96.3 %	1,924	17,585
Denver, CO	1	218	0.9 %	147,523	95.7 %	3,587	6,515
Total/Average Same-Store Communities	153	51,368	88.2 %	14,135,853	96.7 %	\$ 2,502	\$ 1,037,693
Non-Mature, Commercial Properties & Other	14	3,912	10.1 %	1,621,603			71,455
Total Real Estate Held for Investment	167	55,280	98.3 %	15,757,456			1,109,148
Real Estate Under Development (b)	—	56	1.0 %	160,404			(387)
Real Estate Held for Disposition (c)	1	214	0.7 %	105,999			6,009
Total Real Estate Owned	168	55,550	100.0 %	16,023,859			\$ 1,114,770
Total Accumulated Depreciation				(6,267,830)			
Total Real Estate Owned, Net of Accumulated Depreciation				\$ 9,756,029			

(a) Monthly Income per Occupied Home represents total monthly revenues divided by the average physical number of occupied apartment homes in our Same-Store portfolio.

(b) As of December 31, 2023, the Company was developing two wholly owned communities with a total of 415 apartment homes, of which 56 have been completed.

(c) The Company had one community located in Arlington, Virginia that met the criteria to be classified as held for disposition at December 31, 2023.

We report in two segments: *Same-Store Communities* and *Non-Mature Communities/Other*.

Our *Same-Store Communities* segment represents those communities acquired, developed, and stabilized prior to January 1, 2022 and held as of December 31, 2023. These communities were owned and had stabilized occupancy and operating expenses as of the beginning of the prior year, there is no plan to conduct substantial redevelopment activities, and the communities are not classified as held for disposition at year end. A community is considered to have stabilized occupancy once it achieves 90% occupancy for at least three consecutive months.

Our *Non-Mature Communities/Other* segment represents those communities that do not meet the criteria to be included in *Same-Store Communities*, including, but not limited to, recently acquired, developed and redeveloped communities, and the non-apartment components of mixed use properties.

Liquidity and Capital Resources

Liquidity is the ability to meet present and future financial obligations either through operating cash flows, sales of properties, borrowings under our credit agreements, and/or the issuance of debt and/or equity securities. Our primary source of liquidity is our cash flow from operations, as determined by rental rates, occupancy levels, and operating expenses related to our portfolio of apartment homes, and borrowings under our credit agreements. We routinely use our working capital credit facility, our unsecured revolving credit facility and issuances of commercial paper to temporarily fund certain investing and financing activities prior to arranging for longer-term financing or the issuance of equity or debt securities. During the past several years, proceeds from the sale of real estate have been used for both investing and financing activities as we continue to execute on maintaining a diversified portfolio.

We expect to meet our short-term liquidity requirements generally through net cash provided by property operations and borrowings under our credit agreements and our unsecured commercial paper program. We expect to meet certain long-term liquidity requirements such as scheduled debt maturities, the repayment of financing on development activities, and potential property acquisitions, through net cash provided by property operations, secured and unsecured borrowings, the issuance of debt or equity securities, and/or the disposition of properties. We believe that our net cash provided by property operations and borrowings under our credit agreements and our unsecured commercial paper program will continue to be adequate to meet both operating requirements and the payment of dividends by the Company in accordance with REIT requirements. Likewise, the budgeted expenditures for improvements and renovations of certain properties are expected to be funded from property operations, borrowings under credit agreements, the issuance of debt or equity securities, and/or dispositions of properties.

We have a shelf registration statement filed with the Securities and Exchange Commission, or "SEC," which provides for the issuance of common stock, preferred stock, depositary shares, debt securities, guarantees of debt securities, warrants, subscription rights, purchase contracts and units to facilitate future financing activities in the public capital markets. Access to capital markets is dependent on market conditions at the time of issuance.

In July 2021, the Company entered into an ATM sales agreement under which the Company may offer and sell up to 20.0 million shares of its common stock, from time to time, to or through its sales agents and may enter into separate forward sales agreements to or through its forward purchasers. Upon entering into the ATM sales agreement, the Company simultaneously terminated the sales agreement for its prior at-the-market equity offering program, which was entered into in July 2017. During the year ended December 31, 2023, the Company did not sell any shares of common stock through its ATM program. As of December 31, 2023, we had 14.0 million shares of common stock available for future issuance under the ATM program.

In connection with any forward sales agreement under the Company's ATM program, the relevant forward purchasers will borrow from third parties and, through the relevant sales agent, acting in its role as forward seller, sell a number of shares of the Company's common stock equal to the number of shares underlying the agreement. The Company does not initially receive any proceeds from any sale of borrowed shares by the forward seller.

During the year ended December 31, 2023, the Company repurchased 0.6 million shares of its common stock at an average price of \$40.13 per share for total consideration of approximately \$25.0 million under its share repurchase program.

Future Capital Needs

Future development and redevelopment expenditures may be funded through unsecured or secured credit facilities, unsecured commercial paper, proceeds from the issuance of equity or debt securities, sales of properties, joint ventures, and, to a lesser extent, from cash flows provided by property operations. Acquisition activity in strategic markets may be funded through joint ventures, by the reinvestment of proceeds from the sale of properties, through the issuance of equity or debt securities, the issuance of operating partnership units and the assumption or placement of secured and/or unsecured debt.

During 2024, we have approximately \$97.6 million of secured debt maturing, inclusive of principal amortization, and \$423.7 million of unsecured debt maturing. We anticipate repaying the debt due in 2024 with cash

flow from our operations, proceeds from debt or equity offerings, proceeds from dispositions of properties, or from borrowings under our credit agreements and our unsecured commercial paper program.

The following table summarizes our material cash requirements as of December 31, 2023 (*dollars in thousands*):

Material Cash Requirements	Payments Due by Period				
	2024	2025-2026	2027-2028	Thereafter	Total
Long-term debt obligations	\$ 521,297	\$ 579,843	\$ 1,123,449	\$ 3,584,491	\$ 5,809,080
Interest on debt obligations (a)	171,344	318,937	243,384	236,674	970,339
Letters of credit	2,235	76	—	—	2,311
Operating lease obligations:					
Ground leases (b)	12,442	24,884	24,884	405,452	467,662
	<u>\$ 707,318</u>	<u>\$ 923,740</u>	<u>\$ 1,391,717</u>	<u>\$ 4,226,617</u>	<u>\$ 7,249,392</u>

(a) Interest payments on variable rate debt instruments are based on each debt instrument's respective year-end interest rate at December 31, 2023.

(b) For purposes of our ground lease contracts, the Company uses the minimum lease payment, if stated in the agreement. For ground lease agreements where there is a rent reset provision based on fair market value or changes in the consumer price index but does not include a specified minimum lease payment, the Company uses the current rent over the remainder of the lease term.

During 2023, we incurred gross interest costs of \$191.0 million, of which \$10.1 million was capitalized.

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources that are material.

Guarantor Subsidiary Summarized Financial Information

UDR has certain outstanding debt securities that are guaranteed by the Operating Partnership. With respect to this debt, as further outlined below, the Operating Partnership fully and unconditionally guarantees payment of any principal, premium and interest in full to the holders thereof. The Operating Partnership is a subsidiary of UDR, through which UDR conducts a significant portion of its business and holds a substantial amount of its assets. UDR also conducts business through other subsidiaries, including its taxable REIT subsidiaries. In addition to its ownership interest in the Operating Partnership, UDR holds interests in subsidiaries and joint ventures, owns and operates properties, issues securities from time to time and guarantees debt of certain of its subsidiaries. UDR, as the sole general partner of the Operating Partnership, owns 100 percent of the Operating Partnership's general partnership interests and approximately 95 percent of its limited partnership interests and, by virtue thereof, has the ability to control all of the day-to-day operations of the Operating Partnership. UDR has concluded that it is the primary beneficiary of, and therefore consolidates, the Operating Partnership.

The Operating Partnership is the subsidiary guarantor of certain of our registered debt securities, including the \$300 million of medium-term notes due September 2026, \$300 million of medium-term notes due July 2027, \$300 million of medium-term notes due January 2028, \$300 million of medium-term notes due January 2029, \$600 million of medium-term notes due January 2030, \$600 million of medium-term notes due August 2031, \$400 million of medium-term notes due August 2032, \$350 million of medium-term notes due March 2033, \$300 million of medium-term notes due in June 2033 and \$300 million of medium-term notes due November 2034.

The Operating Partnership fully and unconditionally guarantees payment of any principal, premium and interest in full to the holders of the notes described above. The guarantee forms part of the indenture under which the notes were issued. If, for any reason, we do not make any required payment in respect of the notes when due, the Operating Partnership will cause the payment to be made to, or to the order of, the applicable paying agent on behalf of the trustee. Holders of the notes may enforce their rights under the guarantee directly against the Operating Partnership without first making a demand or taking action against UDR or any other person or entity. The Operating Partnership may, without the consent of the holders of the notes, assume all of our rights and obligations under the notes and, upon such assumption, we will be released from our liabilities under the indenture and the notes.

The notes are UDR's unsecured general obligations and rank equally with all of UDR's other unsecured and unsubordinated indebtedness outstanding from time to time. As a result, our payment of amounts due on the notes is subordinated to all of our existing and future secured obligations to the extent of the value of the collateral pledged toward any such secured obligation. Our payment of amounts due on the notes also is effectively subordinated to all liabilities, whether secured or unsecured, of any of our non-guarantor subsidiaries because, in the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding with respect to such subsidiaries, we, as an equity holder of such subsidiaries, would not receive distributions from such subsidiaries until claims of any creditors of such subsidiaries are satisfied.

The following tables present the summarized financial information for the Operating Partnership as of December 31, 2023 and 2022, and for the years ended December 31, 2023, 2022, and 2021. The information presented below excludes eliminations necessary to arrive at the information on a consolidated basis (dollars in thousands):

	December 31, 2023	December 31, 2022	
Total real estate, net	\$ 2,629,267	\$ 2,353,509	
Cash and cash equivalents	5	9	
Operating lease right-of-use assets	191,673	195,296	
Other assets	75,464	67,186	
Total assets	\$ 2,896,409	\$ 2,616,000	
Secured debt, net	\$ 377,262	\$ 187,537	
Notes payable to UDR (a)	1,298,903	1,162,308	
Operating lease liabilities	186,939	190,495	
Other liabilities	133,595	118,103	
Total liabilities	\$ 1,996,699	\$ 1,658,443	
Total capital	\$ 899,710	\$ 957,557	
	Year Ended December 31,		
	2023	2022	2021
Total revenue	\$ 561,441	\$ 511,560	\$ 440,631
Property operating expenses	(243,842)	(217,048)	(189,543)
Real estate depreciation and amortization	(166,744)	(155,451)	(152,520)
Operating income/(loss)	150,855	139,061	98,568
Interest expense (a)	(55,729)	(37,792)	(33,098)
Other income/(loss)	6,231	(3,589)	9,316
Net income/(loss)	\$ 101,357	\$ 97,680	\$ 74,786

(a) All \$1.3 billion and \$1.2 billion notes payable to UDR as of December 31, 2023 and 2022, respectively, and \$47.2 million, \$35.7 million and \$30.8 million of interest expense on notes payable to UDR for the years ended December 31, 2023, 2022, and 2021, respectively, eliminate upon consolidation of UDR's consolidated financial statements.

Statements of Cash Flows

The following discussion explains the changes in *Net cash provided by/(used in) operating activities*, *Net cash provided by/(used in) investing activities*, and *Net cash provided by/(used in) financing activities* that are presented in our Consolidated Statements of Cash Flows for the years ended December 31, 2023 and 2022.

Operating Activities

For the year ended December 31, 2023, our *Net cash provided by/(used in) operating activities* was \$832.7 million compared to \$820.1 million for 2022. The increase in cash flow from operating activities was primarily due to an increase in net operating income ("NOI"), primarily driven by higher revenue per occupied home, and NOI from additional operating communities, partially offset by a decrease in operating distributions from our unconsolidated joint ventures and changes in operating assets and liabilities.

Investing Activities

For the year ended December 31, 2023, *Net cash provided by/(used in) investing activities* was \$(289.1) million compared to \$(929.5) million for 2022. The decrease in cash used in investing activities was primarily due to a decrease in acquisitions, an increase in proceeds from sales of real estate, a decrease in spend for development of real estate assets, and a decrease in cash investments in unconsolidated joint ventures, partially offset by an increase in spend for capital expenditures and a decrease in distributions received from unconsolidated joint ventures and partnerships.

Acquisitions

In February 2023, the Company took title to a 136 apartment home operating community located in San Francisco, California, through a foreclosure proceeding. The community was previously owned by a consolidated joint venture of the Company. (See Note 5, *Joint Ventures and Partnerships* for more information).

In August 2023, the Company acquired a portfolio of six operating communities totaling 1,753 apartment homes, which included four operating communities in Dallas, Texas and two operating communities in Austin, Texas, for a purchase price of \$354.6 million. The Company acquired the portfolio with a combination of cash, the assumption of six mortgage loans with an outstanding principal balance of approximately \$209.4 million (fair value of \$191.7 million), and the issuance of 3.6 million OP Units to the seller valued at \$141.4 million. The OP Units were valued based on the closing price per share of UDR's common stock on the date of acquisition in accordance with GAAP. The Company increased its real estate assets owned by approximately \$344.8 million, recorded \$9.8 million of in-place lease intangibles, and recorded a \$17.6 million debt discount in connection with the below-market debt assumed.

In April 2022, the Company acquired a to-be-developed parcel of land located in Fort Lauderdale, Florida for approximately \$16.0 million.

In June 2022, the Company acquired a 433 apartment home operating community located in Danvers, Massachusetts for approximately \$207.5 million. The Company increased its real estate assets owned by approximately \$203.7 million and recorded \$3.8 million of in-place lease intangibles.

In June 2022, the Company acquired three contiguous to-be-developed parcels of land located in Dallas, Texas for approximately \$90.2 million.

In June 2022, the Company acquired a to-be-developed parcel of land, which included two operating retail components, located in Riverside, California for approximately \$29.0 million. The Company increased its real estate assets owned by approximately \$28.2 million and recorded \$0.8 million of in-place lease intangibles.

Dispositions

In January 2023, the Company sold the retail component of a development community located in Washington D.C. for gross proceeds of approximately \$14.4 million, resulting in a gain of less than \$0.1 million. The gross proceeds were received ratably throughout the development of the community and are reflected as a reduction of capital expenditures.

In June 2023, the Company contributed four wholly owned operating communities, totaling 1,328 apartment homes located in various markets, to a newly formed joint venture in exchange for a 51.0% interest in the venture. The contribution resulted in the Company no longer retaining a controlling interest in the communities, and the Company deconsolidated the operating communities. The Company received approximately \$247.9 million in cash proceeds from our joint venture partner at formation. The transaction was accounted for as a partial sale and resulted in a gain of approximately \$325.9 million, which was recorded in *Gain/(loss) on sale of real estate owned* on the Consolidated Statement of Operations, which consisted of the gain on the partial sale and the initial measurement of our retained interest at fair value. (See Note 5, *Joint Ventures and Partnerships* for further discussion.)

In December 2023, the Company sold an operating community located in Hillsboro, Oregon with a total of 276 apartment homes for gross proceeds of \$78.6 million, resulting in a gain of approximately \$25.3 million.

In November 2022, the Company sold an operating community located in Orange County, California with a total of 90 apartment homes for gross proceeds of \$41.5 million, resulting in a gain of approximately \$25.5 million.

We plan to continue to pursue our strategy of exiting markets where long-term growth prospects are limited and redeploying capital to primary locations in markets we believe will provide the best investment returns.

Capital Expenditures

We capitalize those expenditures that materially enhance the value of an existing asset or substantially extend the useful life of an existing asset. Expenditures necessary to maintain an existing property in ordinary operating condition are expensed as incurred.

For the year ended December 31, 2023, total capital expenditures of \$303.7 million or \$5,567 per stabilized home, which in aggregate include recurring capital expenditures and major renovations, were spent across our portfolio, excluding development, as compared to \$234.0 million or \$4,373 per stabilized home for the prior year.

The increase in total capital expenditures was primarily due to:

- an increase of 46.7%, or \$39.3 million, in major renovations, which includes major structural changes and/or architectural revisions to existing buildings;
- an increase of 25.6%, or \$18.5 million, in NOI enhancing improvements, such as kitchen and bath remodels and upgrades to common areas; and
- an increase of 15.9%, or \$11.8 million, in recurring capital expenditures, which includes asset preservation and turnover-related expenditures.

The following table outlines capital expenditures and repair and maintenance costs for all of our communities, excluding real estate under development, for the years ended December 31, 2023 and 2022 (*dollars in thousands except Per Home amounts*):

	Year Ended December 31,			Per Home		
	2023	2022	% Change	2023	2022	% Change
Turnover capital expenditures	\$ 17,595	\$ 17,148	2.6 %	\$ 323	\$ 320	0.9 %
Asset preservation expenditures	<u>68,017</u>	<u>56,713</u>	19.9 %	<u>1,249</u>	<u>1,060</u>	17.8 %
Total recurring capital expenditures	<u>85,612</u>	<u>73,861</u>	15.9 %	<u>1,572</u>	<u>1,380</u>	13.9 %
NOI enhancing improvements (a)	<u>90,627</u>	<u>72,165</u>	25.6 %	<u>1,664</u>	<u>1,349</u>	23.4 %
Major renovations (b)	<u>123,324</u>	<u>84,048</u>	46.7 %	<u>2,264</u>	<u>1,571</u>	44.1 %
Operations platform	<u>4,144</u>	<u>3,917</u>	5.8 %	<u>76</u>	<u>73</u>	4.1 %
Total capital expenditures (c)	<u>\$ 303,707</u>	<u>\$ 233,991</u>	29.8 %	<u>\$ 5,576</u>	<u>\$ 4,373</u>	27.5 %
Repair and maintenance expense	<u>\$ 94,958</u>	<u>\$ 84,663</u>	12.2 %	<u>\$ 1,743</u>	<u>\$ 1,582</u>	10.2 %
Average home count (d)	<u>54,476</u>	<u>53,514</u>	1.8 %			

- (a) NOI enhancing improvements are expenditures that result in increased income generation or decreased expense growth.
- (b) Major renovations include major structural changes and/or architectural revisions to existing buildings.
- (c) Total capital expenditures includes amounts capitalized during the year. Cash paid for capital expenditures is impacted by the net change in related accruals.
- (d) Average number of homes is calculated based on the number of homes outstanding at the end of each month.

We intend to continue to selectively add NOI enhancing improvements, which we believe will provide a return on investment in excess of our cost of capital. Our objective in redeveloping a community is twofold: we aim to meaningfully grow rental rates while also achieving cap rate compression through asset quality improvement.

Consolidated Real Estate Under Development and Redevelopment

At December 31, 2023, our development pipeline consisted of two wholly-owned communities located in Addison, Texas and Tampa, Florida, totaling 415 homes, of which 56 have been completed, with a budget of \$187.5 million, in which we have a gross carrying value of \$160.4 million. The communities are estimated to be completed in the second quarter of 2024. During 2023, we incurred \$159.3 million for development costs, a decrease of \$38.7 million as compared to costs incurred in 2022 of \$198.0 million.

At December 31, 2023, the Company had no communities at which it was conducting substantial redevelopment activities .

Unconsolidated Joint Ventures and Partnerships

The Company recognizes income or losses from our investments in unconsolidated joint ventures and partnerships consisting of our proportionate share of the net income or losses of the joint ventures and partnerships. In addition, we may earn fees for providing management services to the communities held by the unconsolidated joint ventures and partnerships.

The Company's *Investment in and advances to unconsolidated joint ventures and partnerships, net* , are accounted for under the equity method of accounting. For the year ended December 31, 2023:

- we made cash investments totaling \$71.4 million in our unconsolidated joint ventures and partnerships;
- our proportionate share of the net income/(loss) of the joint ventures and partnerships was \$4.7 million, which included a \$24.3 million loss due to the consolidation of one of our preferred equity investment joint venture (described below); and
- we received cash distributions of \$30.3 million, of which \$15.9 million were operating cash flows and \$14.4 million were investing cash flows.

We evaluate our investments in unconsolidated joint ventures and partnerships when events or changes in circumstances indicate that there may be an other-than-temporary decline in value. We consider various factors to determine if a decrease in the value of the investment is other-than-temporary. The Company did not recognize any other-than-temporary impairments in the value of its investments in unconsolidated joint ventures or partnerships during the years ended December 31, 2023 and 2022.

Financing Activities

For the years ended December 31, 2023 and 2022, *Net cash provided by/(used in) financing activities* was \$(538.9) million and \$111.2 million, respectively.

The following significant financing activities occurred during the year ended December 31, 2023:

- repurchased 0.6 million shares of common stock at an average price of \$40.13 per share for approximately \$25.0 million;
- received net proceeds of \$108.1 million on our unsecured commercial paper program;
- repaid \$23.4 million on our revolving bank debt;
- paid \$35.6 million of distributions to redeemable noncontrolling interests; and
- paid \$539.9 million of distributions to our common stockholders.

The following significant financing activities occurred during the year ended December 31, 2022:

- issued 11.4 million shares of common stock at an average price of \$55.29 per share under forward sales agreements for aggregate net proceeds, after deducting related expenses, of approximately \$629.6 million;
- repurchased 1.2 million shares of common stock at an average price of \$41.14 per share for approximately \$49.0 million;
- received net proceeds of \$80.0 million on our unsecured commercial paper program;
- paid \$34.3 million of distributions to redeemable noncontrolling interests; and
- paid \$483.6 million of distributions to our common stockholders.

Credit Facilities and Commercial Paper Program

The Company has a \$1.3 billion unsecured revolving credit facility (the "Revolving Credit Facility") and a \$350.0 million unsecured term loan (the "Term Loan"). The credit agreement for these facilities (the "Credit Agreement") allows the total commitments under the Revolving Credit Facility and the total borrowings under the Term Loan to be increased to an aggregate maximum amount of up to \$2.5 billion, subject to certain conditions, including obtaining commitments from one or more lenders. The Revolving Credit Facility has a scheduled maturity date of January 31, 2026, with two six-month extension options, subject to certain conditions. The Term Loan has a scheduled maturity date of January 31, 2027.

Based on the Company's current credit rating, the Revolving Credit Facility has an interest rate equal to Adjusted SOFR plus a margin of 75.5 basis points and a facility fee of 15 basis points, and the Term Loan has an interest rate equal to Adjusted SOFR plus a margin of 83.0 basis points. Depending on the Company's credit rating, the margin under the Revolving Credit Facility ranges from 70 to 140 basis points, the facility fee ranges from 10 to 30 basis points, and the margin under the Term Loan ranges from 75 to 160 basis points. Further, the Credit Agreement includes sustainability adjustments pursuant to which the applicable margin for the Revolving Credit Facility and the Term Loan were reduced by two basis points upon the Company receiving certain green building certifications, which is reflected in the margins noted above.

As of December 31, 2023, we had no outstanding borrowings under the Revolving Credit Facility, leaving \$1.3 billion of unused capacity (excluding \$2.3 million of letters of credit at December 31, 2023), and \$350.0 million of outstanding borrowings under the Term Loan.

The Company has a working capital credit facility, which provides for a \$75.0 million unsecured revolving credit facility (the "Working Capital Credit Facility") with a scheduled maturity date of January 12, 2025. In November 2023, the Company amended the Working Capital Credit Facility to extend the maturity date from January 12, 2024 to January 12, 2025, plus a one-year extension option. Based on the Company's current credit rating, the Working Capital Credit Facility has an interest rate equal to Adjusted SOFR plus a margin of 77.5 basis points. Depending on the Company's credit rating, the margin ranges from 70 to 140 basis points.

As of December 31, 2023, we had \$4.6 million of outstanding borrowings under the Working Capital Credit Facility, leaving \$70.4 million of unused capacity.

The bank revolving credit facilities and the term loan are subject to customary financial covenants and limitations, all of which we were in compliance with at December 31, 2023.

The Company has an unsecured commercial paper program. Under the terms of the program, the Company may issue unsecured commercial paper up to a maximum aggregate amount outstanding of \$700.0 million. The notes are sold under customary terms in the United States commercial paper market and rank pari passu with all of the Company's other unsecured indebtedness. The notes are fully and unconditionally guaranteed by the Operating Partnership. As of December 31, 2023, we had issued \$408.1 million of commercial paper, for one month terms, at a weighted average annualized rate of 5.7%, leaving \$291.9 million of unused capacity.

Interest Rate Risk

We are exposed to interest rate risk associated with variable rate notes payable and maturing debt that has to be refinanced. We do not hold financial instruments for trading or other speculative purposes, but rather issue these financial instruments to finance our portfolio of real estate assets and operations. Interest rate sensitivity is the relationship between changes in market interest rates and the fair value of market rate sensitive assets and liabilities. Our earnings are affected as changes in short-term interest rates impact our cost of variable rate debt and maturing fixed rate debt. We had \$479.7 million in variable rate debt that is not subject to interest rate swap contracts as of December 31, 2023. If market interest rates for variable rate debt increased by 100 basis points, our interest expense would increase by \$5.0 million based on the average balance outstanding during the year.

These amounts are determined by considering the impact of hypothetical interest rates on our borrowing cost. This analysis does not consider the effects of the adjusted level of overall economic activity that could exist in such an environment or actions we may take to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, the sensitivity analysis assumes no change in our financial structure.

The Company also utilizes derivative financial instruments to manage interest rate risk and generally designates these financial instruments as cash flow hedges. See Note 14, *Derivatives and Hedging Activities*, in the Notes to the UDR Consolidated Financial Statements included in this Report for additional discussion of derivative instruments.

A presentation of cash flow metrics based on GAAP is as follows (*dollars in thousands*):

	Year Ended December 31,	
	2023	2022
Net cash provided by/(used in) operating activities	\$ 832,664	\$ 820,071
Net cash provided by/(used in) investing activities	(289,138)	(929,528)
Net cash provided by/(used in) financing activities	(538,854)	111,233

Results of Operations

The following discussion explains the changes in results of operations that are presented in our Consolidated Statements of Operations for the years ended December 31, 2023 and 2022.

Net Income/(Loss) Attributable to Common Stockholders

Net income/(loss) attributable to common stockholders was \$439.5 million (\$1.34 per diluted share) for the year ended December 31, 2023, as compared to \$82.5 million (\$0.26 per diluted share) for the prior year. The increase resulted primarily from the following items, all of which are discussed in further detail elsewhere within this Report:

- gains on the sale of real estate of \$351.2 million from the partial sale of four operating communities located in various markets and the sale of an operating community located in Hillsboro, Oregon, during the year ended December 31, 2023, as compared to a gain of \$25.5 million from the sale of one operating community located in Orange County, California, during the year ended December 31, 2022;
- an increase in total property NOI of \$74.4 million primarily due to higher revenue per occupied home and NOI from additional operating communities, partially offset by a decrease in weighted average physical occupancy and an increase in property operating expenses; and
- an increase in interest income and other income/(expense), net of \$24.7 million primarily due to realized and unrealized gains/(losses) of \$3.5 million from our direct investment in SmartRent during the year ended December 31, 2023, as compared to \$(15.7) million during the year ended December 31, 2022, and \$11.0 million of higher interest income from our notes receivables, partially offset by a \$5.9 million gain from the sale of a technology investment in 2022.

This was partially offset by:

- an increase in net income attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership of \$24.5 million primarily attributed to the noncontrolling interests' share of the gain from the partial sale of four operating communities located in various markets and an operating community located in Hillsboro, Oregon during the year ended December 31, 2023, as compared to the noncontrolling interests' share of the gain from the sale of an operating community located in Orange County, California during the year ended December 31, 2022;
- an increase in interest expense of \$25.0 million primarily due to an increase in average interest rates and higher overall debt balances during the year ended December 31, 2023, as compared the year ended December 31, 2022; and
- an increase in depreciation expense of \$11.2 million primarily due to communities acquired and completion of developments in 2023 and 2022, partially offset by communities sold in 2023 and assets that became fully depreciated in 2023 and 2022.

Apartment Community Operations

Our net income results are primarily from NOI generated from the operation of our apartment communities. The Company defines NOI, which is a non-GAAP financial measure, as rental income less direct property rental expenses. Rental income represents gross market rent less adjustments for concessions, vacancy loss and bad debt. Rental expenses include real estate taxes, insurance, personnel, utilities, repairs and maintenance, administrative and marketing. Excluded from NOI is property management expense, which is calculated as 3.25% of property revenue, and land rent. Property management expense covers costs directly related to consolidated property operations, inclusive of corporate management, regional supervision, accounting and other costs.

Management considers NOI a useful metric for investors as it is a more meaningful representation of a community's continuing operating performance than net income as it is prior to corporate-level expense allocations, general and administrative costs, capital structure and depreciation and amortization.

Although the Company considers NOI a useful measure of operating performance, NOI should not be considered an alternative to net income or net cash flow from operating activities as determined in accordance with GAAP. NOI excludes several income and expense categories as detailed in the reconciliation of NOI to *Net income/(loss) attributable to UDR, Inc.* below.

The following table summarizes the operating performance of our total property NOI for each of the periods presented (*dollars in thousands*):

	Year Ended December 31, (a)			Year Ended December 31, (b)		
	2023	2022	% Change	2022	2021	% Change
Same-Store Communities:						
Same-Store rental income	\$ 1,490,837	\$ 1,411,495	5.6 %	\$ 1,337,003	\$ 1,203,921	11.1 %
Same-Store operating expense (c)	(453,144)	(432,630)	4.7 %	(404,150)	(382,226)	5.7 %
Same-Store NOI	<u>1,037,693</u>	<u>978,865</u>	6.0 %	<u>932,853</u>	<u>821,695</u>	13.5 %
Non-Mature Communities/Other NOI:						
Stabilized, non-mature communities NOI (d)	34,726	17,651	96.7 %	88,767	33,789	162.7 %
Development communities NOI	258	(1,387)	NM *	2,306	(418)	NM *
Non-residential/other NOI (e)	18,287	14,801	23.6 %	14,801	5,296	179.5 %
Sold and held for disposition communities NOI	23,806	30,462	(21.9)%	1,665	6,763	(75.4)%
Total Non-Mature Communities/Other NOI	77,077	61,527	25.3 %	107,539	45,430	136.7 %
Total property NOI	\$ 1,114,770	\$ 1,040,392	7.1 %	\$ 1,040,392	\$ 867,125	20.0 %

* Not meaningful

- (a) Same-Store consists of 51,368 apartment homes.
- (b) Same-Store consists of 47,360 apartment homes.
- (c) Excludes depreciation, amortization, and property management expenses.
- (d) Represents non-mature communities that have achieved 90% occupancy for three consecutive months but do not meet the criteria to be included in Same-Store Communities.
- (e) Primarily non-residential revenue and expense and straight-line adjustment for concessions.

The following table is our reconciliation of *Net income/(loss) attributable to UDR, Inc.* to total property NOI for each of the periods presented (*dollars in thousands*):

	Year Ended December 31,		
	2023	2022	2021
Net income/(loss) attributable to UDR, Inc.	\$ 444,353	\$ 86,924	\$ 150,016
Joint venture management and other fees	(6,843)	(5,022)	(6,102)
Property management	52,671	49,152	38,540
Other operating expenses	20,222	17,493	21,649
Real estate depreciation and amortization	676,419	665,228	606,648
General and administrative	69,929	64,144	57,541
Casualty-related charges/(recoveries), net	3,138	9,733	3,748
Other depreciation and amortization	15,419	14,344	13,185
(Gain)/loss on sale of real estate owned	(351,193)	(25,494)	(136,052)
(Income)/loss from unconsolidated entities	(4,693)	(4,947)	(65,646)
Interest expense	180,866	155,900	186,267
Interest income and other (income)/expense, net	(17,759)	6,933	(15,085)
Tax provision/(benefit), net	2,106	349	1,439
Net income/(loss) attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	30,104	5,613	10,873
Net income/(loss) attributable to noncontrolling interests	31	42	104
Total property NOI	<u><u>\$ 1,114,770</u></u>	<u><u>\$ 1,040,392</u></u>	<u><u>\$ 867,125</u></u>

Same-Store Communities

Our *Same-Store Community* properties (those acquired, developed, and stabilized prior to January 1, 2022 and held on December 31, 2023) consisted of 51,368 apartment homes and provided 93.1% of our total NOI for the year ended December 31, 2023.

NOI for our *Same-Store Community* properties increased 6.0%, or \$58.8 million, for the year ended December 31, 2023 compared to the same period in 2022. The increase in property NOI was attributable to a 5.6%, or \$79.3 million, increase in property rental income, which was partially offset by a 4.7%, or \$20.5 million, increase in operating expenses. The increase in property rental income was primarily driven by a 6.1%, or \$80.9 million, increase in rental rates, and a 6.4%, or \$9.7 million, increase in reimbursement and ancillary and fee income, partially offset by a \$4.9 million increase in bad debt based on probability of collection and a \$3.4 million impact from higher concessions. Weighted average physical occupancy decreased by 0.1% to 96.7% and total monthly income per occupied home increased 5.7% to \$2,501.

The increase in operating expenses was primarily driven by a 10.3%, or \$8.3 million, increase in repair and maintenance expense due to an increase in the cost per home of those that were turned during the year, the impact of inflation on third party vendor costs, and weather-related events, a 10.6%, or \$6.2 million, increase in utilities, which was primarily due an increase in energy costs, a 3.2%, or \$5.7 million, increase in real estate taxes due to higher assessed valuations, and a 6.9%, or \$2.0 million, increase in administrative and marketing expense, partially offset by a \$2.5 million decrease in insurance expense primarily due to a decrease in the impact from claims.

The operating margin (property net operating income divided by property rental income) was 69.6% and 69.3% for the years ended December 31, 2023 and 2022, respectively.

Non-Mature Communities/Other

UDR's *Non-Mature Communities/Other* represent those communities that do not meet the criteria to be included in *Same-Store Communities*, which include communities recently developed or acquired, redevelopment properties, sold or held for disposition properties, and non-apartment components of mixed use properties.

The remaining 6.9%, or \$77.1 million, of our total NOI during the year ended December 31, 2023 was generated from our *Non-Mature Communities/Other*. NOI from *Non-Mature Communities/Other* increased by 25.3%, or \$15.6 million, for the year ended December 31, 2023 as compared to the same period in 2022. The increase was primarily attributable to a \$17.1 million increase in NOI from stabilized, non-mature communities, primarily due to development communities completed in 2023 and 2022 and becoming stabilized, and a \$3.5 million increase in non-

residential/other NOI due to changes in straight-line rent as a result of a decrease in tenant rent concessions during 2023, partially offset by a \$6.7 million decrease in sold and held for disposition communities NOI due to the partial sale of four operating communities and the sale of one operating community in 2023, and one operating community held for disposition at December 31, 2023, as compared to the sale of one operating community in 2022.

Real estate depreciation and amortization

For the years ended December 31, 2023 and 2022, the Company recognized real estate depreciation and amortization of \$676.4 million and \$665.2 million, respectively. The increase in 2023 as compared to 2022 was primarily due to communities acquired and completions of developments in 2023 and 2022, partially offset by communities sold in 2023 and assets that became fully depreciated in 2023 and 2022.

Gain/(Loss) on Sale of Real Estate Owned

During the year ended December 31, 2023, the Company recognized a gain of \$351.2 million from the partial sale of four operating communities located in various markets and the sale of an operating community located in Hillsboro, Oregon.

During the year ended December 31, 2022, the Company recognized a gain of \$25.5 million from the sale of one operating community located in Orange County, California.

Income/(Loss) from Unconsolidated Entities

During the year ended December 31, 2023, the Company recognized income/(loss) from unconsolidated entities of \$4.7 million, which was primarily due to net income from our operating joint ventures and preferred equity investments, partially offset by a \$24.3 million loss on consolidation of one of our preferred equity investments.

During the year ended December 31, 2022, the Company recognized income/(loss) from unconsolidated entities of \$4.9 million, which was primarily due to net income from our operating joint ventures and preferred equity investments and \$10.6 million of net variable upside participation recorded on the sale of a DCP community, partially offset by \$(35.5) million of investment income/(loss) from RETV I, which primarily related to unrealized gains/(losses) from one portfolio investment held by RETV I, SmartRent.

Interest expense

For the years ended December 31, 2023 and 2022, the Company recognized interest expense of \$180.9 million and \$155.9 million, respectively. The increase in 2023 as compared to 2022 was primarily due to an increase in average interest rates and higher overall debt balances during the year ended December 31, 2023 as compared to 2022.

Interest income and other income/(expense), net

For the years ended December 31, 2023 and 2022, the Company recognized interest income and other income/(expense), net of \$17.8 million and \$(6.9) million, respectively. The increase of \$24.7 million was primarily due to realized and unrealized gains/(losses) of \$3.5 million from our direct investment in SmartRent during the year ended December 31, 2023, as compared to \$(15.7) million during the year ended December 31, 2022, and \$11.0 million of higher interest income from our notes receivables, partially offset by a \$5.9 million gain from the sale of a technology investment in 2022.

Noncontrolling Interest

For the years ended December 31, 2023 and 2022, the Company recognized net income attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership of \$30.1 million and \$5.6 million, respectively. The increase in 2023 as compared to 2022 was primarily attributed to the noncontrolling interests' share of the gains from the partial sale of four operating communities located in various markets and a gain from the sale of an operating community located in Hillsboro, Oregon during the year ended December 31, 2023, as compared to the noncontrolling interests' share of a gain from the sale of an operating community in Orange County, California during the year ended December 31, 2022.

Inflation

Inflation primarily impacts our results of operations as a result of wage pressures and increases in utilities and repair and maintenance costs. In addition, inflation could also impact our general and administrative expenses, the interest on our debt if variable or refinanced in a high-inflationary environment, our cost of capital, and our cost of development, redevelopment, maintenance or other operating activities. However, the majority of our apartment leases have initial terms of 12 months or less, which in an inflationary environment, and absent other factors such as increased supply, generally enables us to compensate for inflationary effects by increasing rents on our apartment homes. Although an extreme or sustained escalation in costs could have a negative impact on our residents and their ability to absorb rent increases, we do not believe this had a material impact on our results for the year ended December 31, 2023.

Funds from Operations, Funds from Operations as Adjusted, and Adjusted Funds from Operations

Funds from Operations

Funds from operations ("FFO") attributable to common stockholders and unitholders is defined as *Net income/(loss) attributable to common stockholders* (computed in accordance with GAAP), excluding impairment write-downs of depreciable real estate related to the main business of the Company or of investments in non-consolidated investees that are directly attributable to decreases in the fair value of depreciable real estate held by the investee, gains and losses from sales of depreciable real estate related to the main business of the Company and income taxes directly associated with those gains and losses, plus real estate depreciation and amortization, and after adjustments for noncontrolling interests, and the Company's share of unconsolidated partnerships and joint ventures. This definition conforms with the National Association of Real Estate Investment Trust's ("Nareit") definition issued in April 2002 and restated in November 2018. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. Thus, Nareit created FFO as a supplemental measure of a REIT's operating performance. In the computation of diluted FFO, if OP Units, DownREIT Units, unvested restricted stock, unvested LTIP Units, stock options, and the shares of Series E Cumulative Convertible Preferred Stock are dilutive, they are included in the diluted share count.

Management considers FFO a useful metric for investors as the Company uses FFO in evaluating property acquisitions and its operating performance, and believes that FFO should be considered along with, but not as an alternative to, net income and cash flow as a measure of the Company's activities in accordance with GAAP. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of funds available to fund our cash needs.

Funds from Operations as Adjusted

FFO as Adjusted ("FFOA") attributable to common stockholders and unitholders is defined as FFO excluding the impact of non-comparable items including, but not limited to, acquisition-related costs, prepayment costs/benefits associated with early debt retirement, impairment write-downs or gains and losses on sales of real estate or other assets incidental to the main business of the Company and income taxes directly associated with those gains and losses, casualty-related expenses and recoveries, severance costs and legal and other costs.

Management believes that FFOA is useful supplemental information regarding our operating performance as it provides a consistent comparison of our operating performance across time periods and enables investors to more easily compare our operating results with other REITs. FFOA is not intended to represent cash flow or liquidity for the period, and is only intended to provide an additional measure of our operating performance. We believe that *Net income/(loss) attributable to common stockholders* is the most directly comparable GAAP financial measure to FFOA. However, other REITs may use different methodologies for calculating FFOA or similar FFO measures and, accordingly, our FFOA may not always be comparable to FFOA or similar FFO measures calculated by other REITs. FFOA should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of financial performance, or as an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity.

Adjusted Funds from Operations

Adjusted FFO ("AFFO") attributable to common stockholders and unitholders is defined as FFOA less recurring capital expenditures on consolidated communities that are necessary to help preserve the value of and maintain

functionality at our communities. Therefore, management considers AFFO a useful supplemental performance metric for investors as it is more indicative of the Company's operational performance than FFO or FFOA.

AFFO is not intended to represent cash flow or liquidity for the period, and is only intended to provide an additional measure of our operating performance. We believe that *Net income/(loss) attributable to common stockholders* is the most directly comparable GAAP financial measure to AFFO. Management believes that AFFO is a widely recognized measure of the operations of REITs, and presenting AFFO enables investors to assess our performance in comparison to other REITs. However, other REITs may use different methodologies for calculating AFFO and, accordingly, our AFFO may not always be comparable to AFFO calculated by other REITs. AFFO should not be considered as an alternative to net income/(loss) (determined in accordance with GAAP) as an indication of financial performance, or as an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make distributions.

The following table outlines our reconciliation of *Net income/(loss) attributable to common stockholders* to FFO, FFOA, and AFFO for the years ended December 31, 2023, 2022, and 2021 (dollars in thousands):

	Year Ended December 31,		
	2023	2022	2021
Net income/(loss) attributable to common stockholders	\$ 439,505	\$ 82,512	\$ 145,787
Real estate depreciation and amortization	676,419	665,228	606,648
Noncontrolling interests	30,135	5,655	10,977
Real estate depreciation and amortization on unconsolidated joint ventures	42,622	30,062	31,967
Net (gain)/loss on consolidation	24,257	—	—
Net gain on the sale of unconsolidated depreciable property	—	—	(2,460)
Net gain on the sale of depreciable real estate owned, net of tax	(349,993)	(25,494)	(136,001)
FFO attributable to common stockholders and unitholders, basic	\$ 862,945	\$ 757,963	\$ 656,918
Distributions to preferred stockholders — Series E (Convertible)	4,848	4,412	4,229
FFO attributable to common stockholders and unitholders, diluted	\$ 867,793	\$ 762,375	\$ 661,147
Income/(loss) per weighted average common share, diluted	\$ 1.34	\$ 0.26	\$ 0.48
FFO per weighted average common share and unit, basic	\$ 2.46	\$ 2.21	\$ 2.04
FFO per weighted average common share and unit, diluted	\$ 2.45	\$ 2.20	\$ 2.02
Weighted average number of common shares and OP/DownREIT Units outstanding — basic	351,175	343,149	322,744
Weighted average number of common shares, OP/DownREIT Units, and common stock equivalents outstanding — diluted	354,422	347,094	327,039
Impact of adjustments to FFO:			
Debt extinguishment and other associated costs	\$ —	\$ —	\$ 42,336
Debt extinguishment and other associated costs on unconsolidated joint ventures	—	—	1,682
Variable upside participation on DCP, net	(204)	(10,622)	—
Legal and other costs	2,869	1,493	5,319
Realized (gain)/loss on real estate technology investments, net of tax	(9,864)	(6,992)	(1,980)
Unrealized (gain)/loss on real estate technology investments, net of tax	6,813	52,663	(55,947)
Severance costs	4,164	441	2,280
Casualty-related charges/(recoveries), net	3,138	9,733	3,960
Total impact of adjustments to FFO	\$ 6,916	\$ 46,716	\$ (2,350)
FFOA attributable to common stockholders and unitholders, diluted	\$ 874,709	\$ 809,091	\$ 658,797
FFOA per weighted average common share and unit, diluted	\$ 2.47	\$ 2.33	\$ 2.01
Recurring capital expenditures	(90,917)	(77,710)	(63,820)
AFFO attributable to common stockholders and unitholders, diluted	\$ 783,792	\$ 731,381	\$ 594,977
AFFO per weighted average common share and unit, diluted	\$ 2.21	\$ 2.11	\$ 1.82

The following table is our reconciliation of FFO share information to weighted average common shares outstanding, basic and diluted, reflected on the UDR Consolidated Statements of Operations for the years ended December 31, 2023, 2022, and 2021 (shares in thousands):

	Year Ended December 31,		
	2023	2022	2021
Weighted average number of common shares and OP/DownREIT Units outstanding — basic	<u>351,175</u>	<u>343,149</u>	<u>322,744</u>
Weighted average number of OP/DownREIT Units outstanding	<u>(22,410)</u>	<u>(21,478)</u>	<u>(22,418)</u>
Weighted average number of common shares outstanding — basic per the Consolidated Statements of Operations	<u><u>328,765</u></u>	<u><u>321,671</u></u>	<u><u>300,326</u></u>
Weighted average number of common shares, OP/DownREIT Units, and common stock equivalents outstanding — diluted	<u>354,422</u>	<u>347,094</u>	<u>327,039</u>
Weighted average number of OP/DownREIT Units outstanding	<u>(22,410)</u>	<u>(21,478)</u>	<u>(22,418)</u>
Weighted average number of Series E Cumulative Convertible Preferred shares outstanding	<u>(2,908)</u>	<u>(2,916)</u>	<u>(2,918)</u>
Weighted average number of common shares outstanding — diluted per the Consolidated Statements of Operations	<u><u>329,104</u></u>	<u><u>322,700</u></u>	<u><u>301,703</u></u>

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information required by this item is included in and incorporated by reference from Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Report.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements and related financial information required to be filed are attached to this Report. Reference is made to page F-1 of this Report for the Index to Consolidated Financial Statements and Schedules of UDR, Inc.

Report of independent registered public accounting firm (PCAOB 000 42); Ernst & Young LLP , Denver Colorado .

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The disclosure controls and procedures of the Company are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and disclosed within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. As a result, our disclosure controls and procedures are designed to provide reasonable assurance that such disclosure controls and procedures will meet their objectives.

As of December 31, 2023, we carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer of the Company of the effectiveness of the design and operation of the disclosure controls and procedures of the Company. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the disclosure controls and procedures of the Company are effective at the reasonable assurance level described above.

Management's Report on Internal Control over Financial Reporting

The management of the Company is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934 for the Company. Under the supervision and with the participation of the management, the Chief Executive Officer and Chief Financial Officer of the Company conducted an assessment of the effectiveness of the internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations (2013 Framework) (COSO). Based on such evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2023.

Ernst & Young LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Report, has audited UDR, Inc.'s internal control over financial reporting as of December 31, 2023. The report of Ernst & Young LLP, which expresses an unqualified opinion on UDR, Inc.'s internal control over financial reporting as of December 31, 2023, is included under the heading "Report of Independent Registered Public Accounting Firm" of UDR, Inc. contained in this Report.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the fourth fiscal quarter to which this Report relates that materially affected, or are reasonably likely to materially affect, the internal control over financial reporting of the Company.

Item 9B. OTHER INFORMATION

During the three months ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item is incorporated by reference to the information set forth under the headings "Proposal No. 1 Election of Directors," "Corporate Governance Matters," "Audit Committee Report," "Corporate Governance Matters-Board Leadership Structure and Committees-Audit Committee Financial Expert," "Corporate Governance Matters-Identification and Selection of Nominees for Directors," "Corporate Governance Matters-Board of Directors and Committee Meetings" and "Executive Officers" in UDR, Inc.'s definitive proxy statement (our "definitive proxy statement") for its 2024 Annual Meeting of Stockholders.

We have a code of ethics for senior financial officers that applies to our principal executive officer, all members of our finance staff, including the principal financial officer, the principal accounting officer, the treasurer and the controller, our director of investor relations, our corporate secretary, and all other Company officers. We also have a code of business conduct and ethics that applies to all of our employees. Information regarding our codes is available on our website, www.udr.com, and is incorporated by reference to the information set forth under the heading "Corporate Governance Matters" in our definitive proxy statement for UDR's 2024 Annual Meeting of Stockholders. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or a waiver from, a provision of our codes by posting such amendment or waiver on our website.

Item 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference to the information set forth under the headings "Security Ownership of Certain Beneficial Owners and Management," "Corporate Governance Matters-Board Leadership Structure and Committees-Compensation Committee Interlocks and Insider Participation," "Executive Compensation," "Compensation of Directors" and "Executive Compensation-Compensation Committee Report" in the definitive proxy statement for UDR's 2024 Annual Meeting of Stockholders.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated by reference to the information set forth under the headings "Security Ownership of Certain Beneficial Owners and Management," "Executive Compensation" and "Executive Compensation-Equity Compensation Plan Information" in the definitive proxy statement for UDR's 2024 Annual Meeting of Stockholders.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference to the information set forth under the heading "Security Ownership of Certain Beneficial Owners and Management," "Corporate Governance Matters-Corporate Governance Overview," "Corporate Governance Matters-Director Independence," "Corporate Governance Matters-Board Leadership Structure and Committees-Independence of the Audit, Compensation, Governance and Nominating Committees," and "Executive Compensation" in the definitive proxy statement for UDR's 2024 Annual Meeting of Stockholders.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference to the information set forth under the headings "Audit Matters-Audit Fees" and "Audit Matters-Pre-Approval Policies and Procedures" in the definitive proxy statement for UDR's 2024 Annual Meeting of Stockholders.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Report:

1. *Financial Statements*. See Index to Consolidated Financial Statements and Schedules of UDR, Inc. on page F-1 of this Report.

2. *Financial Statement Schedules*. See Index to Consolidated Financial Statements and Schedules of UDR, Inc. on page S-1 of this Report. All other schedules are omitted because they are not required, are inapplicable, or the required information is included in the financial statements or notes thereto.

3. *Exhibits*. The exhibits filed with this Report are set forth in the Exhibit Index appearing immediately below.

EXHIBIT INDEX

The exhibits listed below are filed as part of this Report. References under the caption "Location" to exhibits or other filings indicate that the exhibit or other filing has been filed, that the indexed exhibit and the exhibit referred to are the same and that the exhibit referred to is incorporated by reference. Management contracts and compensatory plans or arrangements filed as exhibits to this Report are identified by an asterisk. The Commission file number for UDR, Inc.'s Exchange Act filings referenced below is 1-10524.

Exhibit	Description	Location
2.01	Partnership Interest Purchase and Exchange Agreement dated as of September 10, 1998, by and between UDR, Inc., United Dominion Realty, L.P., American Apartment Communities Operating Partnership, L.P., AAC Management LLC, Schnitzer Investment Corp., Fox Point Ltd. and James D. Klingbeil including as an exhibit thereto the proposed form of the Third Amended and Restated Limited Partnership Agreement of United Dominion Realty, L.P.	Exhibit 2(d) to UDR, Inc.'s Form S-3 Registration Statement (Registration No. 333-64281) filed with the Commission on September 25, 1998.
2.02	Agreement of Purchase and Sale dated as of August 13, 2004, by and between United Dominion Realty, L.P., a Delaware limited partnership, as Buyer, and Essex The Crest, L.P., a California limited partnership, Essex El Encanto Apartments, L.P., a California limited partnership, Essex Hunt Club Apartments, L.P., a California limited partnership, and the other signatories named as Sellers therein.	Exhibit 2.1 to UDR, Inc.'s Current Report on Form 8-K dated September 28, 2004 and filed with the Commission on September 29, 2004.
2.03	First Amendment to Agreement of Purchase and Sale dated as of September 29, 2004, by and between United Dominion Realty, L.P., a Delaware limited partnership, as Buyer, and Essex The Crest, L.P., a California limited partnership, Essex El Encanto Apartments, L.P., a California limited partnership, Essex Hunt Club Apartments, L.P., a California limited partnership, and the other signatories named as Sellers therein.	Exhibit 2.2 to UDR, Inc.'s Current Report on Form 8-K dated September 29, 2004 and filed with the Commission on October 5, 2004.

Exhibit	Description	Location
2.04	Second Amendment to Agreement of Purchase and Sale dated as of October 26, 2004, by and between United Dominion Realty, L.P., a Delaware limited partnership, as Buyer, and Essex The Crest, L.P., a California limited partnership, Essex El Encanto Apartments, L.P., a California limited partnership, Essex Hunt Club Apartments, L.P., a California limited partnership, and the other signatories named as Sellers therein.	Exhibit 2.3 to UDR, Inc.'s Current Report on Form 8-K/A dated September 29, 2004 and filed with the Commission on November 1, 2004.
2.05	Agreement of Purchase and Sale dated as of January 23, 2008, by and between UDR, Inc., United Dominion Realty, L.P., UDR Texas Properties LLC, UDR Western Residential, Inc., UDR South Carolina Trust, UDR Ohio Properties, LLC, UDR of Tennessee, L.P., UDR of NC, Limited Partnership, Heritage Communities L.P., Governor's Square of Columbus Co., Fountainhead Apartments Limited Partnership, AAC Vancouver I, L.P., AAC Funding Partnership III, AAC Funding Partnership II and DRA Fund VI LLC.	Exhibit 2.1 to UDR, Inc.'s Current Report on Form 8-K dated January 23, 2008 and filed with the Commission on January 29, 2008.
2.06	First Amendment to Agreement of Purchase and Sale dated as of February 14, 2008, by and between UDR, Inc., United Dominion Realty, L.P., UDR Texas Properties LLC, UDR Western Residential, Inc., UDR South Carolina Trust, UDR Ohio Properties, LLC, UDR of Tennessee, L.P., UDR of NC, Limited Partnership, Heritage Communities L.P., Governor's Square of Columbus Co., Fountainhead Apartments Limited Partnership, AAC Vancouver I, L.P., AAC Funding Partnership III, AAC Funding Partnership II and DRA Fund VI LLC.	Exhibit 2.2 to UDR, Inc.'s Current Report on Form 8-K/A dated March 3, 2008 and filed with the Commission on May 2, 2008.
2.07	Contribution Agreement by and among Home Properties, L.P., UDR, Inc., United Dominion Realty, L.P. and LSREF 4 Lighthouse Acquisitions, LLC, dated June 22, 2015 (UDR, Inc. and United Dominion Realty, L.P. have omitted certain schedules and exhibits pursuant to Item 601(b)(2) of Regulation S-K and shall furnish supplementally to the Commission copies of any of the omitted schedules and exhibits upon request by the Commission.)	Exhibit 2.1 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on June 22, 2015.
2.08	Amendment Agreement, dated as of August 27, 2015, by and among UDR, Inc., United Dominion Realty, L.P., Home Properties, Inc., Home Properties, L.P., LSREF4 Lighthouse Acquisitions, LLC LSREF4 Lighthouse Corporate Acquisitions, LLC and LSREF4 Lighthouse Operating Acquisitions, LLC.	Exhibit 2.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015.
3.01	Articles of Restatement of UDR, Inc.	Exhibit 3.09 to UDR, Inc.'s Current Report on Form 8-K dated July 27, 2005 and filed with the Commission on August 1, 2005.

Exhibit	Description	Location
3.02	Articles of Amendment to the Articles of Restatement of UDR, Inc. dated and filed with the State Department of Assessments and Taxation of the State of Maryland on March 14, 2007.	Exhibit 3.2 to UDR, Inc.'s Current Report on Form 8-K dated March 14, 2007 and filed with the Commission on March 15, 2007.
3.03	Articles of Amendment to the Articles of Restatement of UDR, Inc. dated August 30, 2011 and filed with the State Department of Assessments and Taxation of the State of Maryland on August 31, 2011.	Exhibit 3.1 to UDR, Inc.'s Current Report on Form 8-K dated August 29, 2011 and filed with the Commission on September 1, 2011.
3.04	Articles of Amendment to the Articles of Restatement of UDR, Inc. dated and filed with the State Department of Assessments and Taxation of the State of Maryland on May 24, 2018.	Exhibit 3.1 to UDR, Inc.'s Current Report on Form 8-K dated May 24, 2018 and filed with the SEC on May 29, 2018.
3.05	Articles of Amendment to the Articles of Restatement of UDR, Inc. dated and filed with the State Department of Assessments and Taxation of the State of Maryland on July 27, 2021.	Exhibit 3.1 to UDR, Inc.'s Current Report on Form 8-K dated July 29, 2021 and filed with the SEC on July 29, 2021.
3.06	Articles Supplementary relating to UDR, Inc.'s 6.75% Series G Cumulative Redeemable Preferred Stock dated and filed with the State Department of Assessments and Taxation of the State of Maryland on May 30, 2007.	Exhibit 3.4 to UDR, Inc.'s Form 8-A Registration Statement dated and filed with the Commission on May 30, 2007.
3.07	Amended and Restated Bylaws of UDR, Inc. (as amended through May 24, 2018).	Exhibit 3.6 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018.
4.01	Form of UDR, Inc. Common Stock Certificate.	Exhibit 4.1 to UDR, Inc.'s Current Report on Form 8-K dated March 14, 2007 and filed with the Commission on March 15, 2007.
4.02	Senior Indenture dated as of November 1, 1995, by and between UDR, Inc. and First Union National Bank of Virginia, N.A., as trustee.	Exhibit 4(ii)(h)(1) to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 1996.
4.03	Supplemental Indenture dated as of June 11, 2003, by and between UDR, Inc. and Wachovia Bank, National Association, as trustee.	Exhibit 4.03 to UDR, Inc.'s Current Report on Form 8-K dated June 17, 2004 and filed with the Commission on June 18, 2004.
4.04	Subordinated Indenture dated as of August 1, 1994 by and between UDR, Inc. and Crestar Bank, as trustee.	Exhibit 4(i)(m) to UDR, Inc.'s Form S-3 Registration Statement (Registration No. 33-64725) filed with the Commission on November 15, 1995.
4.05	Form of UDR, Inc. Senior Debt Security.	Exhibit 4(i)(n) to UDR, Inc.'s Form S-3 Registration Statement (Registration No. 33-64725) filed with the Commission on November 15, 1995.
4.06	Form of UDR, Inc. Subordinated Debt Security.	Exhibit 4(i)(p) to UDR, Inc.'s Form S-3 Registration Statement (Registration No. 33-55159) filed with the Commission on August 19, 1994.

Exhibit	Description	Location
4.07	Form of UDR, Inc. Fixed Rate Medium-Term Note, Series A.	Exhibit 4.01 to UDR, Inc.'s Current Report on Form 8-K dated March 20, 2007 and filed with the Commission on March 22, 2007.
4.08	Form of UDR, Inc. Floating Rate Medium-Term Note, Series A.	Exhibit 4.02 to UDR, Inc.'s Current Report on Form 8-K dated March 20, 2007 and filed with the Commission on March 22, 2007.
4.09	Indenture dated as of April 1, 1994, by and between UDR, Inc. and Nationsbank of Virginia, N.A., as trustee.	Exhibit 4(ii)(f)(1) to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 1994.
4.10	Supplemental Indenture dated as of August 20, 2009, by and between UDR, Inc. and U.S. Bank National Association, as trustee, to UDR, Inc.'s Indenture dated as of April 1, 1994.	Exhibit 4.1 to UDR, Inc.'s Current Report on Form 8-K dated August 20, 2009 and filed with the Commission on August 21, 2009.
4.11	Guaranty of United Dominion Realty, L.P. with respect to UDR, Inc.'s Indenture dated as of November 1, 1995.	Exhibit 99.1 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on September 30, 2010.
4.12	Guaranty of United Dominion Realty, L.P. with respect to UDR, Inc.'s Indenture dated as of October 12, 2006.	Exhibit 99.2 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on September 30, 2010.
4.13	First Supplemental Indenture among UDR, Inc., United Dominion Realty, L.P. and U.S. Bank National Association, as Trustee, dated as of May 3, 2011, relating to UDR, Inc.'s Medium-Term Notes, Series A, due Nine Months or More from Date of Issue.	Exhibit 4.1 to UDR, Inc.'s Current Report on Form 8-K filed with the Commission on May 4, 2011.
4.14	UDR, Inc. 2.950% Medium-Term Note, Series A due September 2026, issued August 23, 2016.	Exhibit 4.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.
4.15	UDR, Inc. 3.500% Medium-Term Note, Series A due July 2027, issued June 16, 2017.	Exhibit 10.2 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017.
4.16	UDR, Inc. 3.500% Medium-Term Note, Series A due January 2028, issued December 13, 2017.	Exhibit 4.21 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.
4.17	UDR, Inc. 4.400% Medium-Term Note, Series A due January 2029, issued October 26, 2018.	Exhibit 4.21 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.
4.18	UDR, Inc. 3.200% Medium-Term Note, Series A due January 2030, issued July 2, 2019.	Exhibit 4.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2019.
4.19	UDR, Inc. 3.000% Medium-Term Note, Series A due August 2031, issued August 15, 2019.	Exhibit 4.2 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2019.

Exhibit	Description	Location
4.20	UDR, Inc. 3.100% Medium-Term Note, Series A due November 2034, issued October 11, 2019.	Exhibit 4.22 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.
4.21	UDR, Inc. 3.200% Medium-Term Note, Series A due January 2030, issued October 11, 2019.	Exhibit 4.23 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.
4.22	Description of UDR, Inc's Securities.	Exhibit 4.22 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.
4.23	UDR, Inc. 3.200% Medium-Term Note, Series A due January 2030, issued February 28, 2020.	Exhibit 4.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2020.
4.24	UDR, Inc. 2.100% Medium-Term Note, Series A due August 2032, issued July 21, 2020.	Exhibit 4.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2020.
4.25	UDR, Inc. 1.900% Medium-Term Note, Series A due March 2033, issued December 14, 2020.	Exhibit 4.26 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.
4.26	UDR, Inc. 2.100% Medium-Term Note, Series A due June 2033, issued February 26, 2021.	Exhibit 4.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021.
4.27	UDR, Inc. 3.000% Medium-Term Note, Series A due August 2031, issued September 24, 2021.	Exhibit 4.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021.
10.01*	UDR, Inc. 1999 Long-Term Incentive Plan (as amended and restated February 19, 2024).	Filed herewith.
10.02*	Form of UDR, Inc. Restricted Stock Award Agreement under the 1999 Long-Term Incentive Plan.	Exhibit 10.2 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.
10.03*	Form of UDR, Inc. Restricted Stock Award Agreement for awards outside of the 1999 Long-Term Incentive Plan.	Exhibit 99.3 to UDR, Inc.'s Current Report on Form 8-K dated March 19, 2007 and filed with the Commission on March 19, 2007.
10.04*	Description of UDR, Inc. Shareholder Value Plan.	Exhibit 10(x) to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.
10.05*	Description of UDR, Inc. Executive Deferral Plan.	Exhibit 10(xi) to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.
10.06*	Indemnification Agreement by and between UDR, Inc. and each of its directors and officers listed on Schedule A thereto.	Exhibit 10.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021.

Exhibit	Description	Location
10.07	Subordination Agreement dated as of April 16, 1998, by and between UDR, Inc. and United Dominion Realty, L.P.	Exhibit 10(vi)(a) to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 1998.
10.08	Third Amended and Restated Distribution Agreement among UDR, Inc., United Dominion Realty, L.P., as Guarantor, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and Wells Fargo Securities, LLC, as Agents, dated September 1, 2011, with respect to the issue and sale by UDR, Inc. of its Medium-Term Notes, Series A Due Nine Months or More From Date of Issue.	Exhibit 1.2 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on September 1, 2011.
10.09	Second Amended and Restated Credit Agreement, dated as of September 15, 2021, by and among UDR, Inc., as borrower, and the lenders and agents party thereto.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated September 15, 2021 and filed with the SEC on September 15, 2021.
10.10	First Amendment to Second Amended and Restated Credit Agreement, dated as of September 19, 2022, by and among UDR, Inc., as borrower, and the lenders and agents party thereto.	Exhibit 10.2 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2022.
10.11	Guaranty of United Dominion Realty, L.P., dated as of September 15, 2021, with respect to the Credit Agreement, dated as of September 15, 2021.	Exhibit 10.2 to UDR, Inc.'s Current Report on Form 8-K dated September 15, 2021 and filed with the SEC on September 15, 2021.
10.12	Amended and Restated Aircraft Time Sharing Agreement dated as of February 18, 2019, by and between UDR, Inc. and Thomas W. Toomey.	Exhibit 10.15 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.
10.13	Amendment No. 1, dated July 29, 2014, to the Third Amended and Restated Distribution Agreement among UDR, Inc., United Dominion Realty, L.P., as Guarantor, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and Wells Fargo Securities, LLC, as Agents, dated September 1, 2011, with respect to the issue and sale by UDR, Inc. of its Medium-Term Notes, Series A Due Nine Months or More From Date of Issue.	Exhibit 1.2 to UDR, Inc.'s Current Report on Form 8-K dated July 29, 2014 and filed with the Commission on July 31, 2014.
10.14	Agreement of Limited Partnership of UDR Lighthouse DownREIT L.P., dated as of October 5, 2015, as amended.	Exhibit 10.21 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.
10.15*	Class 1 LTIP Unit Award Agreement.	Exhibit 10.22 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.
10.16*	Notice of Class 2 LTIP Unit Award.	Exhibit 10.16 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

Exhibit	Description	Location
10.17*	Notice of Restricted Stock Unit Award.	Exhibit 10.17 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.
10.18	Amendment No. 2, dated April 27, 2017, to the Third Amended and Restated Distribution Agreement, dated September 1, 2011 and as amended July 29, 2014, among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, and Wells Fargo Securities, LLC, as Agents, with respect to the issue and sale by UDR, Inc. of its Medium Term Notes, Series A Due Nine Months or More From Date of Issue.	Exhibit 1.2 to UDR, Inc.'s Current Report on Form 8-K dated April 27, 2017 and filed with the Commission on April 27, 2017.
10.19	Letter Agreement, between UDR, Inc. and Warren L. Troupe (including the related release agreement and consulting agreement as exhibits thereto), dated December 31, 2019.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated December 31, 2019 and filed with the Commission on January 3, 2020.
10.20	Letter Agreement, between UDR, Inc. and Jerry A. Davis (including the related release agreement and Consulting Agreement as exhibits thereto), dated December 16, 2020.	Exhibit 10.2 to UDR Inc.'s Current Report on Form 8-K dated and filed with the Commission on December 16, 2020.
10.21	Amendment No. 3, dated May 7, 2020, to the Third Amended and Restated Distribution Agreement, dated September 1, 2011 and as amended July 29, 2014 and April 27, 2017.	Exhibit 1.2 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on May 7, 2020.
10.22	Amendment No. 4, dated February 14, 2023, to the Third Amended and Restated Distribution Agreement, dated September 1, 2011 and as amended July 29, 2014, April 27, 2017 and May 7, 2020.	Exhibit 1.2 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on February 14, 2023.
10.23	Class 1 Performance LTIP Unit Award Agreement.	Exhibit 10.22 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.
10.24	Class 2 Performance LTIP Unit Award Agreement.	Exhibit 10.23 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.
10.25	Class 2 Performance LTIP Unit Award Agreement, STI.	Exhibit 10.24 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.
10.26	Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. dated as of February 23, 2004.	Exhibit 10.23 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003.
10.27	First Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. dated as of June 24, 2005.	Exhibit 10.06 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.
10.28	Second Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion	Exhibit 10.6 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31,

Exhibit	Description	Location
	Realty, L.P. dated as of February 23, 2006.	2006.
10.29	Third Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. dated as of February 2, 2007.	Exhibit 99.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.
10.30	Fourth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. dated as of December 27, 2007.	Exhibit 10.25 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.
10.31	Fifth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. dated as of March 7, 2008.	Exhibit 10.53 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008.
10.32	Sixth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. dated as of December 9, 2008.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated December 9, 2008 and filed with the Commission on December 10, 2008.
10.33	Seventh Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P., dated as of March 13, 2009.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated March 18, 2009 and filed with the Commission on March 19, 2009.
10.34	Eighth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P., dated as of November 17, 2010.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on November 18, 2010.
10.35	Ninth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P., dated as of December 4, 2015.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated December 4, 2015 and filed with the Commission on December 10, 2015.
10.36	Tenth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P., dated as of October 29, 2018.	Exhibit 3.18 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018.
10.37	Eleventh Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P., dated as of December 16, 2020.	Exhibit 10.1 to UDR, Inc.'s Current Report on Form 8-K dated and filed with the Commission on December 16, 2020.
10.38	Twelfth Amendment to the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P., dated as of July 25, 2022.	Exhibit 10.1 to UDR, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2022.
10.39	Form of UDR, Inc. Stock Option Agreement.	Exhibit 10.37 to UDR, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.
21	Subsidiaries of UDR, Inc.	Filed herewith.
22.1	List of Guarantor Subsidiaries of UDR, Inc.	Exhibit 22.1 to UDR Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021.
23.1	Consent of Independent Registered Public Accounting Firm for UDR, Inc.	Filed herewith.

Exhibit	Description	Location
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer of UDR, Inc.	Filed herewith.
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer of UDR, Inc.	Filed herewith.
32.1	Section 1350 Certification of the Chief Executive Officer of UDR, Inc.	Filed herewith.
32.2	Section 1350 Certification of the Chief Financial Officer of UDR, Inc.	Filed herewith.
97.1	UDR, Inc. Recoupment Policy.	Filed herewith.
101	Inline XBRL (Extensible Business Reporting Language). The following materials from this Annual Report on Form 10-K for the period ended December 31, 2023, formatted in Inline XBRL: (i) consolidated balance sheets of UDR, Inc., (ii) consolidated statements of operations of UDR, Inc., (iii) consolidated statements of comprehensive income/(loss) of UDR, Inc., (iv) consolidated statements of changes in equity of UDR, Inc., (v) consolidated statements of cash flows of UDR, Inc., and (vi) notes to consolidated financial statements of UDR, Inc. The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.	Filed herewith.

* *Management Contract or Compensatory Plan or Arrangement*

Item 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

UDR, Inc.

Date: February 20, 2024

By: /s/ Thomas W. Toomey

Thomas W. Toomey
Chairman of the Board and Chief Executive Officer (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on February 20, 2024 by the following persons on behalf of the registrant and in the capacities indicated.

/s/ Thomas W. Toomey

Thomas W. Toomey
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

/s/ Katherine A. Cattanach

Katherine A. Cattanach
Director

/s/ Joseph D. Fisher

Joseph D. Fisher
President and Chief Financial Officer
(Principal Financial Officer)

/s/ Jon A. Grove

Jon A. Grove
Director

/s/ Tracy L. Hofmeister

Tracy L. Hofmeister
Senior Vice President – Chief Accounting Officer
(Principal Accounting Officer)

/s/ Mary Ann King

Mary Ann King
Director

/s/ James D. Klingbeil

James D. Klingbeil
Lead Independent Director

/s/ Clint D. McDonnough

Clint D. McDonnough
Director

/s/ Robert A. McNamara

Robert A. McNamara
Director

/s/ Diane M. Morefield

Diane M. Morefield
Director

/s/ Kevin C. Nickelberry

Kevin C. Nickelberry
Director

/s/ Mark R. Patterson

Mark R. Patterson
Director

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All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of UDR, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of UDR, Inc. (the Company) as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income/(loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 20, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Indicators of Impairment of Real Estate Owned and Investment in Unconsolidated Joint Ventures

Description of the Matter

At December 31, 2023, the Company's real estate owned, net and investment in and advances to unconsolidated joint ventures, net were approximately \$9.8 billion and \$952.9 million, respectively. As more fully described in Note 2 to the consolidated financial statements, the Company periodically evaluates these assets for indicators of impairment, and this includes, among other things, judgments based on factors such as operational performance, market conditions, the Company's intent and ability to hold each asset, as well as any significant cost overruns on development or redevelopment communities. During 2023, the Company did not recognize an impairment related to real estate

	<p>owned, net or any other than temporary impairments related to its investment in unconsolidated joint ventures.</p> <p>Auditing the Company's evaluation for indicators of impairment was complex due to a high degree of subjectivity in the identification of events or changes in circumstances that may indicate an impairment of its real estate owned or that the value of its investment in unconsolidated joint ventures may be other than temporarily impaired. Differences or changes in these judgments could have a material impact on the Company's analysis.</p>
<i>How We Addressed the Matter in Our Audit</i>	<p>We tested the Company's internal controls over the asset impairment evaluation process. This included testing controls over management's determination and review of the considerations used in the impairment indicator analysis.</p> <p>Our procedures with regards to the Company's evaluation for indicators of impairment included, among others, testing the completeness and accuracy of management's impairment analysis and evaluating management's judgments determining whether indicators of impairment were present. For example, we performed inquiries of management, considered historical operating results and the current market conditions, performed an independent assessment using both internally and externally available information, read the minutes of the meetings of the Board of Directors, and reviewed the Company's development and redevelopment costs.</p>
	<p>Accounting for acquisitions of real estate investment properties</p>
<i>Description of the Matter</i>	<p>During 2023, the Company acquired real estate investment properties which were accounted for as asset acquisitions. The aggregate increase in real estate and other assets due to these acquisitions was approximately \$354.6 million. As more fully described in Note 3 to the consolidated financial statements, the total consideration was allocated to land, land improvements, buildings and improvements, and real estate intangible assets based on their relative fair value.</p> <p>Auditing the Company's acquisition of real estate investment properties is complex and requires a higher degree of auditor judgment due to the significant assumptions that are utilized in the determination of the relative fair values of the assets acquired. The significant assumptions used in management's analysis to estimate the fair value of these components includes capitalization rates, market comparable prices for similar land parcels, and market rental rates.</p>
<i>How We Addressed the Matter in Our Audit</i>	<p>We tested the Company's internal controls over the acquisition of real estate investment properties and the resulting purchase price allocations. This included testing controls over management's identification of the assets acquired and liabilities assumed and evaluating the methods and significant assumptions used by the Company to develop such estimates.</p> <p>Our testing of the fair values of the assets acquired included, among others, evaluating the selection of the Company's valuation model and testing the significant assumptions discussed above as well as the completeness and accuracy of the underlying data. For example, we compared management's assumptions to observable market transactions and replacement costs associated with the fair value of the land and buildings and improvements. We involved our real estate valuation specialists to assist in evaluating the significant assumptions listed above. In addition, we performed sensitivity tests on the significant assumptions to evaluate the change in the fair value resulting from changes in the assumptions.</p>

/s/ Ernst & Young LLP

We have served as the Company's auditor since at least 1984, but we are unable to determine the specific year.

Denver, Colorado

February 20, 2024

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of UDR, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited UDR, Inc.'s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, UDR, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income/(loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes, and the financial statement schedule listed in the accompanying Index at Item 15(a) and our report dated February 20, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Denver, Colorado

February 20, 2024

UDR, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31, 2023	December 31, 2022
ASSETS		
Real estate owned:		
Real estate held for investment	\$ 15,757,456	\$ 15,365,928
Less: accumulated depreciation	(6,242,686)	(5,762,205)
Real estate held for investment, net	9,514,770	9,603,723
Real estate under development (net of accumulated depreciation of \$184 and \$ 296 , respectively)	160,220	189,809
Real estate held for disposition (net of accumulated depreciation of \$24,960 and \$ 0 , respectively)	81,039	14,039
Total real estate owned, net of accumulated depreciation	<u>9,756,029</u>	<u>9,807,571</u>
Cash and cash equivalents	2,922	1,193
Restricted cash	31,944	29,001
Notes receivable, net	228,825	54,707
Investment in and advances to unconsolidated joint ventures, net	952,934	754,446
Operating lease right-of-use assets	190,619	194,081
Other assets	209,969	197,471
Total assets	<u><u>\$ 11,373,242</u></u>	<u><u>\$ 11,038,470</u></u>
LIABILITIES AND EQUITY		
Liabilities:		
Secured debt, net	\$ 1,277,713	\$ 1,052,281
Unsecured debt, net	4,520,996	4,435,022
Operating lease liabilities	185,836	189,238
Real estate taxes payable	47,107	37,681
Accrued interest payable	47,710	46,671
Security deposits and prepaid rent	50,528	51,999
Distributions payable	149,600	134,213
Accounts payable, accrued expenses, and other liabilities	141,311	153,220
Total liabilities	<u><u>6,420,801</u></u>	<u><u>6,100,325</u></u>
Commitments and contingencies (Note 15)		
Redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	961,087	839,850
Equity:		
Preferred stock, no par value; 50,000,000 shares authorized at December 31, 2023 and December 31, 2022:		
8.00 % Series E Cumulative Convertible; 2,686,308 and 2,686,308 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	44,614	44,614
Series F; 11,867,730 and 12,100,514 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	1	1
Common stock, \$ 0.01 par value; 450,000,000 shares authorized at December 31, 2023 and December 31, 2022:		
329,014,512 and 328,993,088 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	3,290	3,290
Additional paid-in capital	7,493,217	7,493,423
Distributions in excess of net income	(3,554,892)	(3,451,587)
Accumulated other comprehensive income/(loss), net	4,914	8,344
Total stockholders' equity	<u><u>3,991,144</u></u>	<u><u>4,098,085</u></u>
Noncontrolling interests	210	210
Total equity	<u><u>3,991,354</u></u>	<u><u>4,098,295</u></u>
Total liabilities and equity	<u><u>\$ 11,373,242</u></u>	<u><u>\$ 11,038,470</u></u>

See accompanying notes to consolidated financial statements.

UDR, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,		
	2023	2022	2021
REVENUES:			
Rental income	\$ 1,620,658	\$ 1,512,364	\$ 1,284,665
Joint venture management and other fees	6,843	5,022	6,102
Total revenues	<u>1,627,501</u>	<u>1,517,386</u>	<u>1,290,767</u>
OPERATING EXPENSES:			
Property operating and maintenance	273,736	250,310	218,094
Real estate taxes and insurance	232,152	221,662	199,446
Property management	52,671	49,152	38,540
Other operating expenses	20,222	17,493	21,649
Real estate depreciation and amortization	676,419	665,228	606,648
General and administrative	69,929	64,144	57,541
Casualty-related charges/(recoveries), net	3,138	9,733	3,748
Other depreciation and amortization	15,419	14,344	13,185
Total operating expenses	<u>1,343,686</u>	<u>1,292,066</u>	<u>1,158,851</u>
Gain/(loss) on sale of real estate owned	351,193	25,494	136,052
Operating income	<u>635,008</u>	<u>250,814</u>	<u>267,968</u>
Income/(loss) from unconsolidated entities	4,693	4,947	65,646
Interest expense	(180,866)	(155,900)	(186,267)
Interest income and other income/(expense), net	17,759	(6,933)	15,085
Income/(loss) before income taxes	476,594	92,928	162,432
Tax (provision)/benefit, net	(2,106)	(349)	(1,439)
Net income/(loss)	<u>474,488</u>	<u>92,579</u>	<u>160,993</u>
Net (income)/loss attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	(30,104)	(5,613)	(10,873)
Net (income)/loss attributable to noncontrolling interests	(31)	(42)	(104)
Net income/(loss) attributable to UDR, Inc.	444,353	86,924	150,016
Distributions to preferred stockholders — Series E (Convertible)	(4,848)	(4,412)	(4,229)
Net income/(loss) attributable to common stockholders	<u>\$ 439,505</u>	<u>\$ 82,512</u>	<u>\$ 145,787</u>
Income/(loss) per weighted average common share:			
Basic	\$ 1.34	\$ 0.26	\$ 0.49
Diluted	\$ 1.34	\$ 0.26	\$ 0.48
Weighted average number of common shares outstanding:			
Basic	328,765	321,671	300,326
Diluted	329,104	322,700	301,703

See accompanying notes to consolidated financial statements.

UDR, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)
(In thousands)

	Year Ended December 31,		
	2023	2022	2021
Net income/(loss)	\$ 474,488	\$ 92,579	\$ 160,993
Other comprehensive income/(loss), including portion attributable to noncontrolling interests:			
Other comprehensive income/(loss) - derivative instruments:			
Unrealized holding gain/(loss)	3,872	14,489	3,502
(Gain)/loss reclassified into earnings from other comprehensive income/(loss)	(7,533)	(998)	1,755
Other comprehensive income/(loss), including portion attributable to noncontrolling interests	(3,661)	13,491	5,257
Comprehensive income/(loss)	470,827	106,070	166,250
Comprehensive (income)/loss attributable to noncontrolling interests	(29,904)	(6,541)	(11,351)
Comprehensive income/(loss) attributable to UDR, Inc.	<u>\$ 440,923</u>	<u>\$ 99,529</u>	<u>\$ 154,899</u>

See accompanying notes to consolidated financial statements.

UDR, INC.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(in thousands, except per share data)

	Preferred Stock	Common Stock	Paid-in Capital	Distributions in Excess of Net Income	Accumulated Other Comprehensive Income/(Loss), net	Noncontrolling Interests	Total
Balance at December 31, 2020	\$ 44,765	\$ 2,966	\$ 5,881,383	\$ (2,685,770)	\$ (9,144)	\$ 24,391	\$ 3,258,591
Net income/(loss) attributable to UDR, Inc.	—	—	—	150,016	—	—	150,016
Net income/(loss) attributable to noncontrolling interests	—	—	—	—	—	80	80
Redemption of noncontrolling interests in consolidated real estate	—	—	—	—	—	(125)	(125)
Long Term Incentive Plan Unit grants/(vestings), net	—	—	—	—	—	7,084	7,084
Other comprehensive income/(loss)	—	—	—	—	4,883	—	4,883
Issuance/(forfeiture) of common and restricted shares, net	—	1	4,115	—	—	—	4,116
Issuance of common shares through public offering, net	—	195	898,858	—	—	—	899,053
Adjustment for conversion of noncontrolling interest of unitholders in the Operating Partnership and DownREIT Partnership	—	19	99,913	—	—	—	99,932
Common stock distributions declared (\$ 1.45 per share)	—	—	—	(442,329)	—	—	(442,329)
Preferred stock distributions declared-Series E (\$ 1.570 per share)	—	—	—	(4,229)	—	—	(4,229)
Adjustment to reflect redemption value of redeemable noncontrolling interests	—	—	—	(502,768)	—	—	(502,768)
Balance at December 31, 2021	\$ 44,765	\$ 3,181	\$ 6,884,269	\$ (3,485,080)	\$ (4,261)	\$ 31,430	\$ 3,474,304
Net income/(loss) attributable to UDR, Inc.	—	—	—	86,924	—	—	86,924
Long Term Incentive Plan Unit grants/(vestings), net	—	—	—	—	—	(31,220)	(31,220)
Other comprehensive income/(loss)	—	—	—	—	12,605	—	12,605
Issuance/(forfeiture) of common and restricted shares, net	—	1	4,847	—	—	—	4,848
Issuance of common shares through public offering, net	—	115	629,437	—	—	—	629,552
Conversion of Series E Cumulative Convertible shares	(150)	1	149	—	—	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the Operating Partnership and DownREIT Partnership	—	4	23,737	—	—	—	23,741
Common stock distributions declared (\$ 1.52 per share)	—	—	—	(493,312)	—	—	(493,312)
Repurchase of common shares	—	(12)	(49,016)	—	—	—	(49,028)
Preferred stock distributions declared-Series E (\$ 1.6456 per share)	—	—	—	(4,412)	—	—	(4,412)
Adjustment to reflect redemption value of redeemable noncontrolling interests	—	—	—	444,293	—	—	444,293
Balance at December 31, 2022	\$ 44,615	\$ 3,290	\$ 7,493,423	\$ (3,451,587)	\$ 8,344	\$ 210	\$ 4,098,295
Net income/(loss) attributable to UDR, Inc.	—	—	—	444,353	—	—	444,353
Other comprehensive income/(loss)	—	—	—	—	(3,430)	—	(3,430)
Issuance/(forfeiture) of common and restricted shares, net	—	2	6,558	—	—	—	6,560
Issuance of common shares through public offering, net	—	—	(551)	—	—	—	(551)
Adjustment for conversion of noncontrolling interest of unitholders in the Operating Partnership and DownREIT Partnership	—	4	18,790	—	—	—	18,794
Common stock distributions declared (\$ 1.68 per share)	—	—	—	(553,021)	—	—	(553,021)
Repurchase of common shares	—	(6)	(25,003)	—	—	—	(25,009)
Preferred stock distributions declared-Series E (\$ 1.8192 per share)	—	—	—	(4,848)	—	—	(4,848)
Adjustment to reflect redemption value of redeemable noncontrolling interests	—	—	—	10,211	—	—	10,211
Balance at December 31, 2023	\$ 44,615	\$ 3,290	\$ 7,493,217	\$ (3,554,892)	\$ 4,914	\$ 210	\$ 3,991,354

See accompanying notes to consolidated financial statements.

UDR, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, except for share data)

	Year Ended December 31,		
	2023	2022	2021
Operating Activities			
Net income/(loss)	\$ 474,488	\$ 92,579	\$ 160,993
Adjustments to reconcile net income/(loss) to net cash provided by/(used in) operating activities:			
Depreciation and amortization	691,838	679,572	619,833
(Gain)/loss on sale of real estate owned	(351,193)	(25,494)	(136,052)
(Income)/loss from unconsolidated entities	(4,693)	(4,947)	(65,646)
Return on investment in unconsolidated joint ventures and partnerships	15,944	22,369	23,269
Amortization of share-based compensation	32,896	27,505	22,052
Loss on extinguishment of debt, net	—	—	42,336
Other	9,791	31,835	19,182
Changes in operating assets and liabilities:			
(Increase)/decrease in operating assets	(33,579)	9,792	(33,454)
Increase/(decrease) in operating liabilities	(2,828)	(13,140)	11,447
Net cash provided by/(used in) operating activities	<u>832,664</u>	<u>820,071</u>	<u>663,960</u>
Investing Activities			
Acquisition of real estate assets	(17,848)	(341,149)	(1,244,508)
Proceeds from sales of real estate investments, net	325,767	40,808	280,077
Development of real estate assets	(155,875)	(198,022)	(178,029)
Capital expenditures and other major improvements — real estate assets	(295,440)	(214,833)	(156,384)
Capital expenditures — non-real estate assets	(16,907)	(21,180)	(10,140)
Investment in unconsolidated joint ventures and partnerships	(71,395)	(201,412)	(112,321)
Distributions received from unconsolidated joint ventures and partnerships	14,399	81,443	37,362
Proceeds from sale of equity securities	14,471	—	—
Purchase deposits on pending acquisitions	(1,000)	—	—
Repayment/(issuance) of notes receivable, net	(85,310)	(75,183)	111,690
Net cash provided by/(used in) investing activities	<u>(289,138)</u>	<u>(929,528)</u>	<u>(1,272,253)</u>
Financing Activities			
Payments on secured debt	(1,244)	(1,141)	(1,096)
Payments on unsecured debt	—	—	(300,000)
Net proceeds from the issuance of unsecured debt	—	—	511,552
Net proceeds/(repayment) of commercial paper	108,075	80,000	30,000
Net proceeds/(repayment) of revolving bank debt	(23,425)	(1,531)	1,522
Proceeds from the issuance of common shares through public offering, net	(551)	629,552	899,053
Repurchase of common shares	(25,009)	(49,028)	—
Distributions paid to redeemable noncontrolling interests	(35,582)	(34,255)	(33,663)
Distributions paid to preferred stockholders	(4,770)	(4,381)	(4,225)
Distributions paid to common stockholders	(539,852)	(483,624)	(433,780)
Payment of prepayment and extinguishment costs	—	—	(40,769)
Other	(16,496)	(24,359)	(16,054)
Net cash provided by/(used in) financing activities	<u>(538,854)</u>	<u>111,233</u>	<u>612,540</u>
Net increase/(decrease) in cash, cash equivalents, and restricted cash	4,672	1,776	4,247
Cash, cash equivalents, and restricted cash, beginning of year	30,194	28,418	24,171
Cash, cash equivalents, and restricted cash, end of year	<u>\$ 34,866</u>	<u>\$ 30,194</u>	<u>\$ 28,418</u>
Supplemental Information:			
Interest paid during the period, net of amounts capitalized	\$ 184,201	\$ 154,911	\$ 136,978
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	12,502	12,502	12,502
Cash paid/(refunds received) for income taxes	1,911	1,145	4,778
Non-cash transactions:			
Secured debt assumed upon acquisition of real estate assets	\$ 191,737	\$ —	\$ 201,296
Acquisition of land parcel pursuant to a deed in lieu of foreclosure	—	—	25,000
Cancellation of secured note receivable pursuant to a deed in lieu of foreclosure	—	—	24,869
Transfer of investment in and advances to unconsolidated joint ventures to real estate owned	—	—	16,425
OP Units issued for real estate, net	141,359	—	48,533
Redeemable long-term and short-term incentive plan units	28,507	56,568	14,578
Development costs and capital expenditures incurred, but not yet paid	39,080	56,336	39,856
Conversion of Operating Partnership and DownREIT Partnership noncontrolling interests to common stock (470,800 shares; 502,868 shares; and 1,916,613 shares)	18,794	23,741	99,932

UDR, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS – (Continued)
(in thousands, except for share data)

	Year Ended December 31,		
	2023	2022	2021
Distribution of equity securities from unconsolidated real estate technology investments	7,749	18,018	—
Contribution of operating properties to unconsolidated joint venture	258,056	—	—
Transfer of preferred equity investment to note receivable	73,453	—	—
Dividends declared, but not yet paid	149,600	134,213	124,729
The following reconciles cash, cash equivalents, and restricted cash to amounts as shown above:			
Cash, cash equivalents, and restricted cash, beginning of year:			
Cash and cash equivalents	\$ 1,193	\$ 967	\$ 1,409
Restricted cash	<u>29,001</u>	<u>27,451</u>	<u>22,762</u>
Total cash, cash equivalents, and restricted cash as shown above	<u><u>\$ 30,194</u></u>	<u><u>\$ 28,418</u></u>	<u><u>\$ 24,171</u></u>
Cash, cash equivalents, and restricted cash, end of year:			
Cash and cash equivalents	\$ 2,922	\$ 1,193	\$ 967
Restricted cash	<u>31,944</u>	<u>29,001</u>	<u>27,451</u>
Total cash, cash equivalents, and restricted cash as shown above	<u><u>\$ 34,866</u></u>	<u><u>\$ 30,194</u></u>	<u><u>\$ 28,418</u></u>

See accompanying notes to consolidated financial statements.

UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023

1. CONSOLIDATION AND BASIS OF PRESENTATION

Organization and Formation

UDR, Inc. ("UDR," the "Company," "we," or "our") is a self-administered real estate investment trust, or REIT, that owns, operates, acquires, renovates, develops, redevelops, and manages apartment communities in targeted markets located in the United States. At December 31, 2023, our consolidated apartment portfolio consisted of 168 communities with a total of 55,550 apartment homes located in 21 markets. In addition, the Company has an ownership interest in 10,045 completed or to-be-completed apartment homes through unconsolidated joint ventures or partnerships, including 5,618 apartment homes owned by entities in which we hold preferred equity investments.

Basis of Presentation

The accompanying consolidated financial statements of UDR include its wholly-owned and/or controlled subsidiaries (see Note 4, *Variable Interest Entities* and Note 5, *Joint Ventures and Partnerships*, for further discussion). All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying consolidated financial statements include the accounts of UDR and its subsidiaries, including United Dominion Realty, L.P. (the "Operating Partnership" or the "OP") and UDR Lighthouse DownREIT L.P. (the "DownREIT Partnership"). As of December 31, 2023 and 2022, there were 189.9 million and 186.1 million units, respectively, in the Operating Partnership ("OP Units") outstanding, of which 176.4 million, or 92.9 % and 176.3 million, or 94.7 %, respectively, were owned by UDR and 13.5 million, or 7.1 % and 9.8 million, or 5.3 %, respectively, were owned by outside limited partners. As of December 31, 2023 and 2022, there were 32.4 million units in the DownREIT Partnership ("DownREIT Units") outstanding, of which 21.4 million, or 66.0 % and 21.1 million, or 65.1 %, respectively, were owned by UDR and its subsidiaries and 11.0 million, or 34.0 % and 11.3 million, or 34.9 %, respectively, were owned by outside limited partners. The consolidated financial statements of UDR include the noncontrolling interests of the unitholders in the Operating Partnership and DownREIT Partnership.

The Company evaluated subsequent events through the date its financial statements were issued. No significant recognized or non-recognized subsequent events were noted other than those in Note 3, *Real Estate Owned* and Note 5, *Joint Ventures and Partnerships*.

2. SIGNIFICANT ACCOUNTING POLICIES

Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740) – Improvements to Income Tax Disclosures*, which requires disclosure enhancements and further transparency to certain income tax disclosures, most notably the tax rate reconciliation and income taxes paid. The ASU is effective for the Company for the year ended December 31, 2025. The Company is currently evaluating the effect that the ASU will have on the consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280) – Improvements to Reportable Segments Disclosures*. ASU 2023-07 requires expanded disclosures of a public entity's reportable segments, and requires more enhanced information regarding a reportable segment's expenses on an interim and annual basis. The ASU is effective for the Company for the year ended December 31, 2024, and interim periods commencing in 2025. Early adoption is permitted. The Company is currently evaluating the effect that the ASU will have on the consolidated financial statements and related disclosures.

Real Estate

Real estate assets held for investment are carried at historical cost and consist of land, land improvements, buildings and improvements, furniture, fixtures and equipment and other costs incurred during their development, acquisition and redevelopment.

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UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
DECEMBER 31, 2023

Expenditures for ordinary repair and maintenance costs are charged to expense as incurred. Expenditures for improvements, renovations, and replacements related to the acquisition and/or improvement of real estate assets are capitalized and depreciated over their estimated useful lives if the expenditures qualify as a betterment or the life of the related asset will be substantially extended beyond the original life expectancy.

UDR purchases real estate investment properties and records the tangible and identifiable intangible assets and liabilities acquired based on their estimated fair value. The primary, although not only, identifiable intangible asset associated with our portfolio is the value of existing lease agreements. When recording the acquisition of a community, we first assign fair value to the estimated intangible value of the existing lease agreements and then to the estimated value of the land, building and fixtures assuming the community is vacant. The Company estimates the intangible value of the lease agreements by determining the lost revenue associated with a hypothetical lease-up. Depreciation on the building is based on the expected useful life of the asset and the in-place leases are amortized over their remaining average contractual life. Property acquisition costs are capitalized as incurred if the acquisition does not meet the definition of a business.

Quarterly or when changes in circumstances warrant, UDR will assess our real estate properties for indicators of impairment. The judgments regarding the existence of impairment indicators are based on certain factors. Such factors include, among other things, operational performance, market conditions, the Company's intent and ability to hold the related asset, as well as any significant cost overruns on development properties.

If a real estate property has indicators of impairment, we assess whether the long-lived asset's carrying value exceeds the community's undiscounted future cash flows, which is representative of projected net operating income ("NOI") plus the residual value of the community. Our future cash flow estimates are based upon historical results adjusted to reflect our best estimate of future market and operating conditions and our estimated holding periods. If such indicators of impairment are present and the carrying value exceeds the undiscounted cash flows of the community, an impairment loss is recognized equal to the excess of the carrying amount of the asset over its estimated fair value. Our estimates of fair value represent our best estimate based primarily upon unobservable inputs related to rental rates, operating costs, growth rates, discount rates, capitalization rates, industry trends and reference to market rates and transactions.

For long-lived assets to be disposed of, impairment losses are recognized when the fair value of the asset less estimated cost to sell is less than the carrying value of the asset. Properties classified as real estate held for disposition generally represent properties that are actively marketed or contracted for sale with the closing expected to occur within the next twelve months. Real estate held for disposition is carried at the lower of cost, net of accumulated depreciation, or fair value, less the cost to sell, determined on an asset-by-asset basis. Expenditures for ordinary repair and maintenance costs on held for disposition properties are charged to expense as incurred. Expenditures for improvements, renovations, and replacements related to held for disposition properties are capitalized at cost. Depreciation is not recorded on real estate held for disposition.

For the years ended December 31, 2023, 2022 and 2021, we did not record any impairments on our real estate properties.

Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets which are 30 to 55 years for buildings, 10 to 35 years for major improvements, and 3 to 10 years for furniture, fixtures, equipment, and other assets.

Predevelopment, development, and redevelopment projects and related costs are capitalized and reported on the Consolidated Balance Sheets as *Total real estate owned, net of accumulated depreciation*. The Company capitalizes costs directly related to the predevelopment, development, and redevelopment of a capital project, which include, but are not limited to, interest, real estate taxes, insurance, and allocated development and redevelopment overhead related to support costs for personnel working on the capital projects. We use our professional judgment in determining whether such costs meet the criteria for capitalization or must be expensed as incurred. These costs are capitalized only during the period in which activities necessary to ready an asset for its intended use are in progress and such costs are incremental and identifiable to a specific activity to get the asset ready for its intended use. These costs, excluding the direct costs of development and redevelopment and capitalized interest, for the years ended December 31, 2023, 2022, and 2021 were \$ 13.1 million, \$ 17.9 million and \$ 11.3 million, respectively. During the years ended December 31, 2023,

UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
DECEMBER 31, 2023

2022, and 2021, total interest capitalized was \$ 10.1 million, \$ 13.4 million and \$ 9.7 million, respectively. As each home in a capital project is completed and becomes available for lease-up, the Company ceases capitalization on the related portion and depreciation commences over the estimated useful life.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, demand deposits with financial institutions and short-term, highly liquid investments. We consider all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. The majority of the Company's cash and cash equivalents are held at major commercial banks.

Restricted Cash

Restricted cash primarily consists of escrow deposits held by lenders for real estate taxes, insurance and replacement reserves, and security deposits.

Real Estate Sales Gain Recognition

For sale transactions resulting in a transfer of a controlling financial interest of a property, the Company generally derecognizes the related assets and liabilities from its Consolidated Balance Sheets and records the gain or loss in the period in which the transfer of control occurs. If control of the property has not been transferred by the Company, the criteria for derecognition are not met and the Company will continue to recognize the related assets and liabilities on its Consolidated Balance Sheets.

Sale transactions to entities in which the Company sells a controlling financial interest in a property but retains a noncontrolling interest are accounted for as partial sales. Partial sales resulting in a change in control are accounted for at fair value and a full gain or loss is recognized. Therefore, the Company will record a gain or loss on the partial interest sold, and the initial measurement of our retained interest will be accounted for at fair value.

Sales of real estate to joint ventures or other noncontrolled investees are also accounted for at fair value and the Company will record a full gain or loss in the period the property is contributed.

To the extent that the Company acquires a controlling financial interest in a property that it previously accounted for as an equity method investment, the Company will not remeasure its previously held interest if the acquisition is treated as an asset acquisition. The Company will include the carrying amount of its previously held equity method interest along with the consideration paid and transaction costs incurred in determining the amounts to allocate to the related assets and liabilities acquired on its Consolidated Balance Sheets. When treated as an asset acquisition, the Company will not recognize a gain or loss on consolidation of a property.

Allowance for Credit Losses

The Company accounts for allowance for credit losses under the current expected credit loss ("CECL") impairment model for its financial assets, including trade and other receivables, held-to-maturity debt securities, loans and other financial instruments, and presents the net amount of the financial instrument expected to be collected. The CECL impairment model excludes operating lease receivables. The CECL impairment model requires an estimate of expected credit losses, measured over the contractual life of an instrument, that considers forecasts of future economic conditions in addition to information about past events and current conditions. Based on this model, we analyze the following criteria, as applicable in developing allowances for credit losses: historical loss information, the borrower's ability to make scheduled payments, the remaining time to maturity, the value of underlying collateral, projected future performance of the borrower and macroeconomic trends.

The Company measures credit losses of financial assets on a collective (pool) basis when similar risk characteristics exist. If the Company determines that a financial asset does not share risk characteristics with the Company's other financial assets, the Company evaluates the financial asset for expected credit losses on an individual basis. Allowance for credit losses are recorded as a direct reduction from an asset's amortized cost basis. Credit losses and recoveries are recorded in *Interest income and other income/(expense), net* on the Consolidated Statements of

UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
DECEMBER 31, 2023

Operations. Recoveries of financial assets previously written off are recorded when received. For the years ended December 31, 2023, 2022 and 2021, the Company recorded net credit recoveries/(losses) of \$(0.7) million, \$(0.1) million and \$ 0.6 million, respectively, on the Consolidated Statements of Operations.

The Company has made the optional election provided by the standard not to measure allowance for credit losses for accrued interest receivables as the Company writes off any uncollectible accrued interest receivables in a timely manner. The Company periodically evaluates the collectability of its accrued interest receivables. A write-off is recorded when the Company concludes that all or a portion of its accrued interest receivable balance is no longer collectible.

Notes Receivable

Notes receivable relate to financing arrangements which are typically secured by assets of the borrower that may include real estate assets. Certain of the loans we extend may include characteristics such as options to purchase the project within a specific time window following expected project completion. These characteristics can cause the loans to fall under the definition of a variable interest entity ("VIE"), and thus trigger consolidation consideration. We consider the facts and circumstances pertinent to each loan, including the relative amount of financing we are contributing to the overall project cost, decision making rights or control we hold, and our rights to expected residual gains or our obligations to absorb expected residual losses from the project. If we are deemed to be the primary beneficiary of a VIE due to holding a controlling financial interest, the majority of decision making control, or by other means, consolidation of the VIE would be required. The Company has concluded that it is not the primary beneficiary of the borrowing entities of the existing loans.

Additionally, we analyze each loan arrangement that involves real estate development to consider whether the loan qualifies for accounting as a loan or as an investment in a real estate development project. The Company has evaluated its real estate loans, where appropriate, for accounting treatment as loans versus real estate development projects, as required by ASC 310-10. For each loan, the Company has concluded that the characteristics and the facts and circumstances indicate that loan accounting treatment is appropriate.

The following table summarizes our Notes receivable, net as of December 31, 2023 and 2022 (*dollars in thousands*):

	Interest rate at December 31, 2023	December 31, 2023	Balance Outstanding (a)
		December 31, 2023	December 31, 2022
Notes due October 2024 (b)	10.50 %	\$ 98,271	\$ —
Note due December 2024 (c)	12.00 %	37,022	30,377
Note due December 2026 (d)	11.00 %	64,608	17,292
Note due December 2026 (e)	11.00 %	26,164	5,813
Notes due June 2027 (f)	18.00 %	3,737	1,500
Notes receivable		<u>229,802</u>	54,982
Allowance for credit losses		(977)	(275)
Total notes receivable, net		<u>\$ 228,825</u>	<u>\$ 54,707</u>

(a) Outstanding note amounts include any accrued and unpaid interest, as applicable.

(b) In June 2023, the Company amended the agreement for a preferred equity investment in a joint venture that owns a 471 apartment home operating community located in Philadelphia, Pennsylvania, which resulted in the Company's investment, inclusive of accrued preferred return, being classified as a note receivable. In connection with the amendment, the Company also advanced \$ 20.0 million to the joint venture, which is also classified as a note receivable (collectively the "Notes") and was used to pay down the senior construction loan in connection with an extension of the maturity date of the senior construction loan to January 2024. Furthermore, the contractual interest rate on the Notes increased to 9.5 % (previously 8.5 %) in exchange for eliminating the Company's upside participation in the joint venture. Interest payments accrue monthly and are due at maturity, but can be paid earlier. The Notes had an original scheduled maturity date in October 2023, with three one-year extension options. In September 2023, the developer extended the maturity date to October 2024. Commencing in October 2023, the

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contractual interest rate on the Notes increased to 10.5 % when the developer exercised its option to extend the maturity date of the Notes. (See Note 5, *Joint Ventures and Partnerships* for further discussion.) In January 2024, the joint venture extended the senior construction loan from January 2024 to April 2024.

- (c) The Company has a secured note with an unaffiliated third party with an aggregate commitment of \$ 32.5 million, of which \$ 31.5 million was funded as of December 31, 2023. During 2023, the terms of this secured note were amended to increase the aggregate commitment from \$ 31.4 million to \$ 32.5 million and to increase the interest rate from 10.0 % to 12.0 %. Interest payments are due monthly, with the exception of payments from June 2022 to December 2024, which are accrued and added to the principal balance and will be due at maturity of the note. The additional amount accrued and added to the principal balance was \$ 5.5 million as of December 31, 2023. The note is secured by substantially all of the borrower's assets and matures at the earliest of the following: (a) the closing of any private or public capital raising in the amount of \$ 5.0 million or greater; (b) an acquisition; (c) acceleration in the event of default; or (d) December 2024.
- (d) The Company has a secured mezzanine loan with a third party developer of a 482 apartment home community located in Riverside, California, which is expected to be completed in 2025, with an aggregate commitment of \$ 59.7 million (exclusive of accrued interest), of which \$ 42.4 million was funded during the year ended December 31, 2023. Interest payments accrue for 36 months and are due monthly after the loan has been outstanding for 36 months. The secured mezzanine loan has a scheduled maturity date in December 2026, with two one-year extension options.
- (e) The Company has a secured mezzanine loan with a third party developer of a 237 apartment home community located in Menifee, California, which is expected to be completed in 2025, with an aggregate commitment of \$ 24.4 million (exclusive of accrued interest), of which \$ 18.6 million was funded during the year ended December 31, 2023. Interest payments accrue for 36 months and are due monthly after the loan has been outstanding for 36 months. The secured mezzanine loan has a scheduled maturity date in December 2026, with two one-year extension options.
- (f) The Company and a syndicate of lenders previously entered into a \$ 16.0 million secured credit facility with an unaffiliated third party. During the year ended December 31, 2023, the secured credit facility was amended to provide a new term loan in the amount of \$ 19.0 million, and increase the Company's commitment from \$ 1.5 million to \$ 3.0 million (exclusive of accrued interest), all of which has been funded. Interest payments will accrue and be due at maturity of the facility. The facility is secured by substantially all of the borrower's assets and matures at the earliest of the following: (a) acceleration in the event of default; or (b) June 2027.

The Company recognized \$ 14.5 million, \$ 3.5 million, and \$ 5.3 million of interest income for the notes receivable described above during the years ended December 31, 2023, 2022, and 2021, respectively, none of which was related party interest. Interest income is included in *Interest income and other income/(expense), net* on the Consolidated Statements of Operations.

Investment in Joint Ventures and Partnerships

We use the equity method to account for investments in joint ventures and partnerships that qualify as VIEs where we are not the primary beneficiary and other entities that we do not control or where we do not own a majority of the economic interest but have the ability to exercise significant influence over the operating and financial policies of the investee. Throughout these financial statements we use the term "joint venture" or "partnership" when referring to investments in entities in which we do not have a 100 % ownership interest. The Company also uses the equity method when we function as the managing partner and our venture partner has substantive participating rights or where we can be replaced by our venture partner as managing partner without cause. For a joint venture or partnership accounted for under the equity method, our share of net earnings or losses is reflected as income/loss when earned/incurred and distributions are credited against our investment in the joint venture or partnership as received.

In determining whether a joint venture or partnership is a VIE, the Company considers: the form of our ownership interest and legal structure; the size of our investment; the financing structure of the entity, including necessity of subordinated debt; estimates of future cash flows; ours and our partner's ability to participate in the decision making related to acquisitions, disposition, budgeting and financing of the entity; obligation to absorb losses and

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preferential returns; nature of our partner's primary operations; and the degree, if any, of disproportionality between the economic and voting interests of the entity. As of December 31, 2023, the Company held one investment in a joint venture that qualified as a VIE where we were determined to be the primary beneficiary (See Note 5, *Joint Ventures and Partnerships*, for further discussion).

We evaluate our investments in unconsolidated joint ventures for events or changes in circumstances that indicate there may be an other-than-temporary decline in value. We consider various factors to determine if a decrease in the value of the investment is other-than-temporary. These factors include, but are not limited to, age of the venture, our intent and ability to retain our investment in the entity, the financial condition and long-term prospects of the entity, the fair value of the property of the joint venture, and the relationships with the other joint venture partners and its lenders. The amount of loss recognized is the excess of the investment's carrying amount over its estimated fair value. If we believe that the decline in fair value is temporary, no impairment is recorded. The aforementioned factors are taken into consideration as a whole by management in determining the valuation of our equity method investments. Should the actual results differ from management's judgment, the valuation could be negatively affected and may result in a negative impact to our Consolidated Financial Statements.

Derivative Financial Instruments

The Company utilizes derivative financial instruments to manage interest rate risk and generally designates these financial instruments as cash flow hedges. Derivative financial instruments are recorded on our Consolidated Balance Sheets as either an asset or liability and measured quarterly at their fair value. The changes in fair value for cash flow hedges that are deemed effective are reflected in other comprehensive income/(loss) and for non-designated derivative financial instruments in earnings. The ineffective component of cash flow hedges, if any, is recorded in earnings.

Redeemable Noncontrolling Interests in the Operating Partnership and DownREIT Partnership

Interests in the Operating Partnership and the DownREIT Partnership held by limited partners are represented by OP Units and DownREIT Units, respectively. The income is allocated to holders of OP Units/DownREIT Units based upon net income available to common stockholders and the weighted average number of OP Units/DownREIT Units outstanding to total common shares plus OP Units/DownREIT Units outstanding during the period. Capital contributions, distributions, and profits and losses are allocated to noncontrolling interests in accordance with the terms of the partnership agreements of the Operating Partnership and the DownREIT Partnership.

Limited partners of the Operating Partnership and the DownREIT Partnership have the right to require such partnership to redeem all or a portion of the OP Units/DownREIT Units held by the limited partner at a redemption price equal to and in the form of the Cash Amount (as defined in the partnership agreement of the Operating Partnership or the DownREIT Partnership, as applicable), provided that such OP Units/DownREIT Units have been outstanding for at least one year, subject to certain exceptions. UDR, as the general partner of the Operating Partnership and the DownREIT Partnership may, in its sole discretion, purchase the OP Units/DownREIT Units by paying to the limited partner either the Cash Amount or the REIT Share Amount (generally one share of Common Stock of the Company for each OP Unit/DownREIT Unit), as defined in the partnership agreement of the Operating Partnership or the DownREIT Partnership, as applicable. Accordingly, the Company records the OP Units/DownREIT Units outside of permanent equity and reports the OP Units/DownREIT Units at their redemption value using the Company's stock price at each balance sheet date.

Income Taxes

Due to the structure of the Company as a REIT and the nature of the operations for the operating properties, no provision for federal income taxes has been provided for at UDR. Historically, the Company has generally incurred only state and local excise and franchise taxes. UDR has elected for certain consolidated subsidiaries to be treated as taxable REIT subsidiaries ("TRS").

Income taxes for our TRS are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured

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using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rate is recognized in earnings in the period of the enactment date. The Company's deferred tax assets/(liabilities) are generally the result of differing depreciable lives on capitalized assets, temporary differences between book and tax basis of assets and liabilities and timing of expense recognition for certain accrued liabilities. As of December 31, 2023 and 2022, UDR's net deferred tax asset/(liability) was (\$ 0.8) million and \$(0.8) million, respectively, and are recorded in *Accounts payable, accrued expenses and other liabilities* on the Consolidated Balance Sheets.

GAAP defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. GAAP also provides guidance on derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition.

The Company recognizes and evaluates its tax positions using a two-step process. First, UDR determines whether a tax position is more likely than not (greater than 50 percent probability) to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Second, the Company will determine the amount of benefit to recognize and record the amount that is more likely than not to be realized upon ultimate settlement.

The Company invests in assets that qualify for federal investment tax credits ("ITC") through our TRS. An ITC reduces federal income taxes payable when qualifying depreciable property is acquired. The ITC is determined as a percentage of cost of the assets. The Company accounts for ITCs under the deferral method, under which the tax benefit from the ITC is deferred and amortized as a tax benefit into *Tax (provision)/benefit, net* on the Consolidated Statements of Operations over the book life of the qualifying depreciable property. The ITCs are recorded in *Accounts payable, accrued expenses and other liabilities* on the Consolidated Balance Sheets.

UDR had no material unrecognized tax benefit, accrued interest or penalties at December 31, 2023. UDR and its subsidiaries are subject to federal income tax as well as income tax of various state and local jurisdictions. The tax years 2020 through 2022 remain open to examination by tax jurisdictions to which we are subject. When applicable, UDR recognizes interest and/or penalties related to uncertain tax positions in *Tax (provision)/benefit, net* on the Consolidated Statements of Operations.

Principles of Consolidation

The Company accounts for subsidiary partnerships, joint ventures and other similar entities in which it holds an ownership interest in accordance with the consolidation guidance. The Company first evaluates whether each entity is a VIE. Under the VIE model, the Company consolidates an entity when it has control to direct the activities of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. Under the voting model, the Company consolidates an entity when it controls the entity through ownership of a majority voting interest.

Discontinued Operations

In accordance with GAAP, a discontinued operation represents (1) a component of an entity or group of components that has been disposed of or is classified as held for sale in a single transaction and represents a strategic shift that has or will have a major effect on an entity's financial results, or (2) an acquired business that is classified as held for sale on the date of acquisition. A strategic shift could include a disposal of (1) a separate major line of business, (2) a separate major geographic area of operations, (3) a major equity method investment, or (4) other major parts of an entity.

We record sales of real estate that do not meet the definition of a discontinued operation in *Gain/(loss) on sale of real estate owned* on the Consolidated Statements of Operations.

Stock-Based Employee Compensation Plans

The Company measures the cost of employee services received in exchange for an award of an equity instrument based on the award's fair value on the grant date and recognizes the cost as stock-based compensation expense over the period during which the employee is required to provide service in exchange for the award, which is

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generally the vesting period. For performance based awards, the Company remeasures the fair value based on the estimated achievement of the performance criteria each balance sheet date with adjustments made on a cumulative basis until the award is settled and the final compensation is known. Stock-based compensation expense is only recognized for performance based awards that we expect to vest, which we estimate based upon an assessment of the probability that the performance criteria will be achieved. Stock-based compensation expense associated with awards is updated for actual forfeitures. The fair value for market based awards issued by the Company is calculated utilizing a Monte Carlo simulation and the fair value for stock options issued by the Company is calculated utilizing the Black-Scholes-Merton formula. For further discussion, see Note 10, *Employee Benefit Plans*.

Advertising Costs

All advertising costs are expensed as incurred and reported on the Consolidated Statements of Operations within the line item *Property operating and maintenance*. During the years ended December 31, 2023, 2022, and 2021, total advertising expense was \$ 9.2 million, \$ 8.7 million, and \$ 8.3 million, respectively.

Cost of Raising Capital

Costs incurred in connection with the issuance of equity securities are deducted from stockholders' equity. Costs incurred in connection with the issuance or renewal of debt are recorded based on the terms of the debt issuance or renewal. Accordingly, if the terms of the renewed or modified debt instrument are deemed to be substantially different (i.e. a 10 percent or greater difference in the cash flows between instruments), all unamortized financing costs associated with the extinguished debt are charged to earnings in the current period and certain costs of new debt issuances are capitalized and amortized over the term of the debt. When the cash flows are not substantially different, the lender costs associated with the renewal or modification are capitalized and amortized into interest expense over the remaining term of the related debt instrument and other related costs are expensed. The balance of any unamortized financing costs associated with retired debt is expensed upon retirement. Deferred financing costs for new debt instruments include fees and costs incurred by the Company to obtain financing. Deferred financing costs are generally amortized on a straight-line basis, which approximates the effective interest method, over a period not to exceed the term of the related debt.

Comprehensive Income/(Loss)

Comprehensive income/(loss), which is defined as the change in equity during each period from transactions and other events and circumstances from nonowner sources, including all changes in equity during a period except for those resulting from investments by or distributions to stockholders, is displayed in the accompanying Consolidated Statements of Comprehensive Income/(Loss). For the years ended December 31, 2023, 2022, and 2021, the Company's other comprehensive income/(loss) consisted of the gain/(loss) (effective portion) on derivative instruments that are designated as and qualify as cash flow hedges, (gain)/loss on derivative instruments reclassified from other comprehensive income/(loss) into earnings, and the allocation of other comprehensive income/(loss) to noncontrolling interests. The (gain)/loss on derivative instruments reclassified from other comprehensive income/(loss) is included in *Interest expense* on the Consolidated Statements of Operations. See Note 14, *Derivatives and Hedging Activity*, for further discussion. The allocation of other comprehensive income/(loss) to redeemable noncontrolling interests during the years ended December 31, 2023, 2022, and 2021 was \$(0.2) million, \$ 0.9 million, and \$ 0.4 million, respectively.

Forward Sales Agreements

From time to time the Company utilizes forward sales agreements for the future issuance of its common stock. When the Company enters into a forward sales agreement, the contract requires the Company to sell its shares to a counterparty at a predetermined price at a future date. The net sales price and proceeds attained by the Company will be determined on the dates of settlement, with adjustments during the term of the contract for the Company's anticipated dividends as well as for a daily interest factor that varies with changes in the federal funds rate. The Company generally has the ability to determine the dates and method of settlement (i.e., gross physical settlement, net share settlement or cash settlement), subject to certain conditions and the right of the counterparty to accelerate settlement under certain circumstances.

The Company accounts for the shares of common stock reserved for issuance upon settlement as equity in accordance with ASC 815-40, *Contracts in Entity's Own Equity*, which permits equity classification when a contract is

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considered indexed to the entity's own stock and the contract requires or permits the issuing entity to settle the contract in shares (either physically or net in shares).

The guidance establishes a two-step process for evaluating whether an equity-linked financial instrument is considered indexed to the entity's own stock, first, evaluating the instrument's contingent exercise provisions and second, evaluating the instrument's settlement provisions. When entering into forward sales agreements, we determined that (i) none of the agreement's exercise contingencies are based on observable markets or indices besides those related to the market for our own stock price; and (ii) none of the settlement provisions preclude the agreements from being indexed to our own stock.

Before the issuance of shares of common stock, upon physical or net share settlement of the forward sales agreements, the Company expects that the shares issuable upon settlement of the forward sales agreements will be reflected in its diluted income/(loss) per share calculations using the treasury stock method. Under this method, the number of shares of common stock used in calculating diluted income/(loss) per share is deemed to be increased by the excess, if any, of the number of shares of common stock that would be issued upon full physical settlement of the forward sales agreements over the number of shares of common stock that could be purchased by the Company in the open market (based on the average market price during the period) using the proceeds receivable upon full physical settlement (based on the adjusted forward sale price at the end of the reporting period). When the Company physically or net share settles any forward sales agreement, the delivery of shares of common stock would result in an increase in the number of weighted average common shares outstanding and dilution to basic income/(loss) per share. (See Note 8, *Income/(Loss) per Share* for further discussion.)

Lease Receivables

During the years ended December 31, 2023 and 2022, the Company performed an analysis in accordance with the ASC 842, Leases, guidance to assess the collectibility of its operating lease receivables. This analysis included an assessment of collectibility of current and future rents and whether those lease payments were no longer probable of collection. In accordance with the leases guidance, if lease payments are no longer deemed to be probable over the life of the lease contract, we recognize revenue only when cash is received, and all existing contractual operating lease receivables and straight-line lease receivables are reserved.

As of December 31, 2023, the Company's multifamily tenant lease receivables balance, net of its reserve, was approximately \$ 9.0 million, including its share from unconsolidated joint ventures. The Company's retail tenant lease receivables balance (exclusive of straight-line rent receivables), net of its reserve, was approximately \$ 0.3 million, including its share from unconsolidated joint ventures, as of December 31, 2023. As of December 31, 2022, the Company's multifamily tenant lease receivables balance, net of its reserve, was approximately \$ 8.7 million, including its share from unconsolidated joint ventures. The Company's retail tenant lease receivables balance (exclusive of straight-line rent receivables), net of its reserve, was approximately \$ 4.3 million, including its share from unconsolidated joint ventures, as of December 31, 2022.

Use of Estimates

The preparation of these financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the dates of the financial statements and the amounts of revenues and expenses during the reporting periods. Actual amounts realized or paid could differ from those estimates.

Market Concentration Risk

The Company is subject to increased exposure from economic and other competitive factors specific to markets where the Company holds a significant percentage of the carrying value of its real estate portfolio. At December 31, 2023, the Company held greater than 10 % of the carrying value of its real estate portfolio in each of the Metropolitan D.C. and Boston, Massachusetts markets.

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3. REAL ESTATE OWNED

Real estate assets owned by the Company consist of income producing operating properties, properties under development, land held for future development, and held for disposition properties. As of December 31, 2023, the Company owned and consolidated 168 communities in 13 states plus the District of Columbia totaling 55,550 apartment homes. The following table summarizes the carrying amounts for our real estate owned (at cost) as of December 31, 2023 and 2022 (*dollars in thousands*):

	December 31, 2023	December 31, 2022
Land	\$ 2,549,716	\$ 2,539,499
Depreciable property — held and used:		
Land improvements	255,706	254,578
Building, improvements, and furniture, fixtures and equipment	12,902,021	12,521,838
Real estate intangible assets	50,013	50,013
Under development:		
Land and land improvements	16,576	43,711
Building, improvements, and furniture, fixtures and equipment	143,828	146,394
Real estate held for disposition:		
Land and land improvements	13,734	—
Building, improvements, and furniture, fixtures and equipment	92,265	14,039
Real estate owned	<u>16,023,859</u>	<u>15,570,072</u>
Accumulated depreciation (a)	<u>(6,267,830)</u>	<u>(5,762,501)</u>
Real estate owned, net	<u><u>\$ 9,756,029</u></u>	<u><u>\$ 9,807,571</u></u>

(a) Accumulated depreciation is inclusive of \$ 17.2 million and \$ 13.1 million of accumulated amortization related to real estate intangible assets as of December 31, 2023 and 2022, respectively.

Acquisitions

In February 2023, the Company took title to a 136 apartment home operating community located in San Francisco, California, through a foreclosure proceeding. The community was previously owned by a consolidated joint venture of the Company. (See Note 5, *Joint Ventures and Partnerships* for more information).

In August 2023, the Company acquired a portfolio of six operating communities totaling 1,753 apartment homes, which included four operating communities in Dallas, Texas and two operating communities in Austin, Texas, for a purchase price of \$ 354.6 million. The Company acquired the portfolio with a combination of cash, the assumption of six mortgage loans with an outstanding principal balance of approximately \$ 209.4 million (fair value of \$ 191.7 million), and the issuance of 3.6 million OP Units to the seller valued at \$ 141.4 million. The OP Units were valued based on the closing price per share of UDR's common stock on the date of acquisition in accordance with GAAP. The Company increased its real estate assets owned by approximately \$ 344.8 million, recorded \$ 9.8 million of in-place lease intangibles, and recorded a \$ 17.6 million debt discount in connection with the below-market debt assumed.

In January 2024, the Company acquired its joint venture partner's common equity interest in a 173 apartment home operating community located in Oakland, California for \$ 1.4 million. The community was previously owned by a consolidated joint venture of the Company. (See Note 5, *Joint Ventures and Partnerships* for more information).

In April 2022, the Company acquired a to-be-developed parcel of land located in Fort Lauderdale, Florida for approximately \$ 16.0 million.

In June 2022, the Company acquired a 433 apartment home operating community located in Danvers, Massachusetts for approximately \$ 207.5 million. The Company increased its real estate assets owned by approximately \$ 203.7 million and recorded \$ 3.8 million of in-place lease intangibles.

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In June 2022, the Company acquired three contiguous to-be-developed parcels of land located in Dallas, Texas for approximately \$ 90.2 million.

In June 2022, the Company acquired a to-be-developed parcel of land, which included two operating retail components, located in Riverside, California for approximately \$ 29.0 million. The Company increased its real estate assets owned by approximately \$ 28.2 million and recorded \$ 0.8 million of in-place lease intangibles.

In January 2021, the Company acquired a 300 apartment home operating community located in Franklin, Massachusetts, for approximately \$ 77.4 million. In connection with the acquisition, the Company assumed an above-market mortgage note payable secured by the community with an outstanding balance of approximately \$ 51.8 million. The Company increased its real estate assets owned by approximately \$ 82.0 million, recorded \$ 2.0 million of in-place lease intangibles, and recorded a \$ 6.6 million debt premium in connection with the above-market debt assumed.

In April 2021, the Company acquired a 636 apartment home operating community located in Farmers Branch, Texas, for approximately \$ 110.2 million. In connection with the acquisition, the Company assumed an above-market mortgage note payable secured by the community with an outstanding balance of approximately \$ 42.0 million. The Company increased its real estate assets owned by approximately \$ 111.5 million, recorded \$ 3.0 million of in-place lease intangibles, and recorded a \$ 4.3 million debt premium in connection with the above-market debt assumed.

The Company previously had a secured note with an unaffiliated third party with an aggregate commitment of \$ 20.0 million. The note was secured by a parcel of land and related land improvements located in Alameda, California. In September 2020, the developer defaulted on the loan. As a result of the default, in April 2021, the Company took title to the property pursuant to a deed in lieu of foreclosure. The Company increased its real estate assets owned by approximately \$ 25.0 million, the fair market value of the property on the date of the title transfer, and recorded a \$ 0.1 million gain on extinguishment of the secured note to *Interest income and other income/(expense), net* on the Consolidated Statements of Operations.

In May 2021, the Company acquired a to-be-developed parcel of land located in Tampa, Florida, for approximately \$ 6.6 million.

In May 2021, the Company acquired a 945 apartment home operating community located in Frisco, Texas, for approximately \$ 166.9 million. In connection with the acquisition, the Company assumed an above-market mortgage note payable secured by the community with an outstanding balance of approximately \$ 89.5 million. The Company increased its real estate assets owned by approximately \$ 169.9 million, recorded \$ 4.1 million of in-place lease intangibles, and recorded a \$ 7.1 million debt premium in connection with the above-market debt assumed.

In June 2021, the Company acquired a 468 apartment home operating community located in Germantown, Maryland, for approximately \$ 121.9 million. The Company increased its real estate assets owned by approximately \$ 119.3 million and recorded \$ 2.6 million of in-place lease intangibles.

In July 2021, the Company acquired a 259 apartment home operating community located in Bellevue, Washington, for approximately \$ 171.9 million. The Company previously had a \$ 115.0 million secured note receivable associated with this operating community. The Company increased its real estate assets owned by approximately \$ 169.1 million and recorded \$ 2.8 million of in-place lease intangibles. In connection with the acquisition of this community, the note and the unpaid accrued interest were paid in full.

In August 2021, the Company acquired a 544 apartment home operating community located in Germantown, Maryland, for approximately \$ 127.2 million. The Company increased its real estate assets owned by approximately \$ 124.4 million and recorded \$ 2.8 million of in-place lease intangibles.

In September 2021, the Company acquired a 320 apartment home operating community located in King of Prussia, Pennsylvania, for approximately \$ 116.2 million. The Company increased its real estate assets owned by approximately \$ 113.8 million and recorded \$ 2.4 million of in-place lease intangibles.

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In September 2021, the Company acquired a 192 apartment home operating community located in Towson, Maryland, for approximately \$ 57.6 million. The Company increased its real estate assets owned by approximately \$ 54.0 million and recorded \$ 2.4 million of real estate tax intangibles and \$ 1.2 million of in-place lease intangibles.

In September 2021, the Company acquired a 339 apartment home operating community located in Philadelphia, Pennsylvania, for approximately \$ 147.0 million. The Company increased its real estate assets owned by approximately \$ 136.7 million and recorded \$ 7.1 million of real estate tax intangibles and \$ 3.2 million of in-place lease intangibles.

In October 2021, the Company acquired its joint venture partner's common equity interest in a 330 apartment home operating community located in Orlando, Florida, for a total purchase price of approximately \$ 106.0 million. The Company paid for the community by issuing approximately 0.9 million OP Units (valued at \$ 53.00 per unit per the agreement) to the seller, which equaled \$ 47.9 million. In connection with the acquisition, the joint venture construction loan of approximately \$ 39.6 million was repaid. The Company previously held a \$ 16.4 million preferred equity investment in the entity on the date of acquisition, which it accounted for as an unconsolidated equity investment. As a result, in October 2021, the Company increased its ownership interest to 100 % and consolidated the operating community. The Company accounted for the consolidation as an asset acquisition resulting in no gain or loss upon consolidation. The Company increased its real estate assets owned by approximately \$ 103.6 million and recorded \$ 2.4 million of in-place lease intangibles.

In October 2021, the Company acquired a 663 apartment home operating community located in Orlando, Florida, for approximately \$ 177.8 million. The Company increased its real estate assets owned by approximately \$ 174.1 million and recorded and \$ 3.7 million of in-place lease intangibles.

In November 2021, the Company acquired a 430 apartment home operating community located in Towson, Maryland, for approximately \$ 125.3 million. The Company increased its real estate assets owned by approximately \$ 122.6 million and recorded and \$ 2.7 million of in-place lease intangibles.

Dispositions

In January 2023, the Company sold the retail component of a development community located in Washington D.C. for gross proceeds of approximately \$ 14.4 million, resulting in a gain of less than \$ 0.1 million. The gross proceeds were received ratably throughout the development of the community and are reflected as a reduction of capital expenditures.

In June 2023, the Company contributed four wholly owned operating communities, totaling 1,328 apartment homes located in various markets, to a newly formed joint venture in exchange for a 51.0 % interest in the venture. The contribution resulted in the Company no longer retaining a controlling interest in the communities, and the Company deconsolidated the operating communities. The Company received approximately \$ 247.9 million in cash proceeds from our joint venture partner at formation. The transaction was accounted for as a partial sale and resulted in a gain of approximately \$ 325.9 million, which was recorded in *Gain/(Loss) on sale of real estate owned* on the Consolidated Statement of Operations, which consisted of the gain on the partial sale and the initial measurement of our retained interest at fair value. (See Note 5, *Joint Ventures and Partnerships* for further discussion.)

In December 2023, the Company sold an operating community located in Hillsboro, Oregon with a total of 276 apartment homes for gross proceeds of \$ 78.6 million, resulting in a gain of approximately \$ 25.3 million.

In February 2024, the Company sold an operating community located in Arlington, Virginia with a total of 214 apartment homes for gross proceeds of \$ 100.0 million, resulting in a gain of approximately \$ 17.3 million. This operating community was classified as held for disposition as of December 31, 2023.

In November 2022, the Company sold an operating community located in Orange County, California with a total of 90 apartment homes for gross proceeds of \$ 41.5 million, resulting in a gain of approximately \$ 25.5 million.

In February 2021, the Company sold an operating community located in Anaheim, California, with a total of 386 apartment homes for gross proceeds of \$ 156.0 million, resulting in a gain of approximately \$ 50.8 million.

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In October 2021, the Company sold an operating community located in Anaheim, California, with a total of 265 apartment homes for a sales price of \$ 126.0 million, resulting in a gain of approximately \$ 85.2 million.

Developments

At December 31, 2023, the Company was developing two wholly-owned communities totaling 415 homes, of which 56 have been completed, in which we have an investment of \$ 160.4 million. The communities are estimated to be completed in the second quarter of 2024.

Other Activity

In connection with the acquisition of certain properties, the Company agreed to pay certain of the tax liabilities of certain contributors if the Company sells one or more of the properties contributed in a taxable transaction prior to the expiration of specified periods of time following the acquisition. The Company may, however, sell, without being required to pay any tax liabilities, any of such properties in a non-taxable transaction, including, but not limited to, a tax deferred Section 1031 exchange.

Further, the Company has agreed to maintain certain debt that may be guaranteed by certain contributors for specified periods of time following the acquisition. The Company, however, has the ability to refinance or repay guaranteed debt or to substitute new debt if the debt and the guaranty continue to satisfy certain conditions.

Amortization of Intangible Assets

The following table provides a summary of the aggregate amortization for the intangible assets acquired in the acquisition of real estate for each of the next five years and thereafter (*in thousands*):

	Unamortized Balance as of December 31,							
	2023	2024	2025	2026	2027	2028	Thereafter	
Real estate intangible assets, net (a)	\$ 32,770	\$ 3,995	\$ 3,858	\$ 3,723	\$ 3,590	\$ 2,436	\$ 15,168	
In-place lease intangible assets, net (b)	13,104	8,997	626	519	450	326	2,186	
Total	\$ 45,874	\$ 12,992	\$ 4,484	\$ 4,242	\$ 4,040	\$ 2,762	\$ 17,354	

(a) Real estate intangible assets, net is recorded net of accumulated amortization of \$ 17.2 million in *Real estate held for investment, net* on the Consolidated Balance Sheets. For the years ended December 31, 2023 and 2022, \$ 4.2 million and \$ 4.3 million, respectively, of amortization expense was recorded in *Depreciation and Amortization* on the Consolidated Statement of Operations.

(b) In-place lease intangible assets, net is recorded net of accumulated amortization of \$ 9.5 million in *Other assets* on the Consolidated Balance Sheets. For the years ended December 31, 2023 and 2022, \$ 7.3 million and \$ 22.5 million, respectively, was recorded in *Depreciation and Amortization* on the Consolidated Statement of Operations.

4. VARIABLE INTEREST ENTITIES

The Company has determined that the Operating Partnership and DownREIT Partnership are VIEs as the limited partners lack substantive kick-out rights and substantive participating rights. The Company has concluded that it is the primary beneficiary of, and therefore consolidates, the Operating Partnership and DownREIT Partnership based on its role as the sole general partner of the Operating Partnership and DownREIT Partnership. The Company's role as community manager and its equity interests give us the power to direct the activities that most significantly impact the economic performance and the obligation to absorb potentially significant losses or the right to receive potentially significant benefits of the Operating Partnership and DownREIT Partnership.

UDR, INC.
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5. JOINT VENTURES AND PARTNERSHIPS

UDR has entered into joint ventures and partnerships with unrelated third parties to own, operate, acquire, renovate, develop, redevelop, dispose of, and manage real estate assets that are either consolidated and included in *Real estate owned* on the Consolidated Balance Sheets or are accounted for under the equity method of accounting, and are included in *Investment in and advances to unconsolidated joint ventures, net*, on the Consolidated Balance Sheets. The Company consolidates the entities that we control as well as any variable interest entity where we are the primary beneficiary. Under the VIE model, the Company consolidates an entity when it has control to direct the activities of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. Under the voting model, the Company consolidates an entity when it controls the entity through ownership of a majority voting interest.

UDR's joint ventures and partnerships are funded with a combination of debt and equity. Our losses are typically limited to our investment and except as noted below, the Company does not guarantee any debt, capital payout or other obligations associated with our joint ventures and partnerships.

Consolidated joint venture

The Company previously held a preferred equity investment in a joint venture that owned a 136 apartment home community located in San Francisco, California. In 2022, the joint venture was deemed to be a VIE and the Company concluded that it was the primary beneficiary of the VIE, and therefore began consolidating the joint venture. In February 2023, the Company took title to the property pursuant to a foreclosure resulting in it being a wholly-owned community.

The Company has a preferred equity investment in a joint venture that owns a 173 apartment home community located in Oakland, California. In December 2023, the developer informed the Company that it would not fund its share of a capital call and subsequently entered into an agreement to transfer its equity interest in the joint venture to the Company for \$ 1.4 million. As a result, the joint venture was deemed to be a VIE. The Company concluded that it is the primary beneficiary of the VIE, and therefore began consolidating the joint venture, resulting in a \$ 24.3 million loss on consolidation which is recorded in *Income/(loss) from unconsolidated entities* on the Consolidated Statements of Operations. The consolidated assets and liabilities related to the VIE were initially recorded at fair value during December 2023 and were approximately \$ 68.0 million and \$ 42.5 million, respectively, as of December 31, 2023. The Company took title to the developer's equity interest in the joint venture in January 2024. (See Note 3, *Real Estate Owned* for more information).

Unconsolidated joint ventures and partnerships

The Company recognizes earnings or losses from our investments in unconsolidated joint ventures and partnerships consisting of our proportionate share of the net earnings or losses of the joint ventures and partnerships. In addition, we may earn fees for providing management services for the communities held by the unconsolidated joint ventures and partnerships.

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The following table summarizes the Company's investment in and advances to unconsolidated joint ventures and partnerships, net, which are accounted for under the equity method of accounting as of December 31, 2023 and 2022 (*dollars in thousands*):

Joint Ventures	Number of Operating Communities		Number of Apartment Homes		UDR's Weighted Average Ownership Interest		Investment at		Income/(loss) from investments		
	December 31, 2023		December 31, 2023		December 31, 2023		December 31, 2022		Year Ended December 31,		
									2023	2022	2021
Operating:											
UDR/MetLife (a)	13		2,837		50.1 %		50.1 %	\$ 225,195	\$ 247,160	\$ (5,378)	\$ (7,604)
UDR/LaSalle (b)	5		1,590		51.0 %		— %	\$ 286,723	—	\$ (3,660)	—
Total Joint Ventures	18		4,427					\$ 511,718	\$ 247,160	\$ (9,038)	\$ (7,604)
Developer Capital Program and Real Estate Technology Investments (c)											
Preferred equity investments:		Number of Communities		Apartment Homes		Weighted Average		Investment at		Income/(loss) from investments	
Operating (e)	21		4,545		9.3 %		3.3	\$ 252,889	\$ 304,699	\$ 282,766	\$ 27,260
Development	2		1,073		10.7 %		3.2	68,207	\$ 83,072	74,648	8,425
Total Preferred Equity Investments	23		5,618		9.6 %		3.3	321,096	\$ 387,771	357,414	35,685
Real estate technology and sustainability investments:											
RETV I (f)	N/A		N/A		N/A		18,000	\$ 10,062	16,601	(614)	(35,507)
RETV II	N/A		N/A		N/A		18,000	\$ 15,371	11,670	1,364	(265)
RETV III	N/A		N/A		N/A		15,000	\$ 1,329	—	(212)	—
RET Strategic Fund	N/A		N/A		N/A		25,000	\$ 13,980	8,078	(174)	496
RET ESG	N/A		N/A		N/A		10,000	\$ 3,640	2,898	(260)	(153)
Total Preferred Equity Investments and Real Estate Technology Investments								\$ 432,153	396,661	\$ 35,789	(9,055)
Sold joint ventures and other investments (g)								—	103,173	(22,058)	21,606
Total Joint Ventures, Developer Capital Program and Real Estate Technology Investments, net (a)								\$ 944,071	\$ 746,994	\$ 4,693	\$ 4,947
											\$ 65,646

(a) As of December 31, 2023 and 2022, the Company's negative investment in one UDR/MetLife community of \$ 8.9 million and \$ 7.5 million, respectively, is recorded in *Accounts payable, accrued expenses, and other liabilities* on the Consolidated Balance Sheets.

(b) In June 2023, the Company formed a new real estate joint venture, UDR/LaSalle, with LaSalle Investment Management on behalf of an institutional client ("LaSalle"). Four operating communities, located in various markets, were contributed by the Company. The joint venture partner paid the Company approximately \$ 247.9 million at formation of the joint venture. The Company will have the potential to earn a promoted return should certain return hurdles be achieved. Our initial investment was \$ 258.2 million and consisted solely of our equity in the four operating communities contributed to the joint venture.

In December 2023, the joint venture acquired an operating community with 262 apartment homes, located in Norwood, Massachusetts, for approximately \$ 114.3 million.

(c) The Developer Capital Program is the program through which the Company makes investments, including preferred equity investments, mezzanine loans or other structured investments that may receive a fixed yield on the investment and may include provisions pursuant to which the Company participates in the increase in value of the property upon monetization of the applicable property. At December 31, 2023, our preferred equity investment portfolio consisted of 23 communities located in various markets, consisting of 5,618 completed or under development homes. In addition, the Company's preferred equity investments include four investments that receive a variable percentage of the value created from the project upon a capital or liquidating event. During the year ended December 31, 2023, the Company did not enter into or fund any new preferred equity investments and no preferred equity investments were redeemed.

(d) Represents UDR's maximum funding commitment only and therefore excludes other activity such as income from investments.

(e) In June 2023, two preferred equity investment agreements were amended. In connection with the amendments, the Company funded an incremental \$ 17.0 million to one joint venture, which was used to pay down the senior

UDR, INC.
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construction loan in connection with an extension of the maturity date of the senior construction loan to April 2025, and funded an incremental \$ 3.8 million to the other joint venture, which was used to pay down the senior construction loan in connection with an extension of the maturity date of the senior construction loan to June 2025.

- (f) The Company recognized \$(0.6) million, \$(35.5) million and \$ 50.8 million of investment income/(loss) from RETV I for the years ended December 31, 2023, 2022 and 2021, respectively, which primarily related to unrealized gains/(losses) from one portfolio investment held by RETV I, SmartRent, Inc. ("SmartRent").
- (g) In June 2023, the agreement for one preferred equity investment was amended, resulting in the Company's investment, inclusive of accrued preferred return, being classified as a note receivable on the Consolidated Balance Sheet as of December 31, 2023. (See Note 2, *Significant Accounting Policies* for further discussion.)

As disclosed above, the Company began consolidating one preferred investment in December 2023, resulting in a \$ 24.3 million loss on consolidation classified in *Income/(loss) from unconsolidated entities*.

As of December 31, 2023 and 2022, the Company had deferred fees of \$ 7.6 million and \$ 8.1 million, respectively, which will be recognized through earnings over the weighted average life of the related properties, upon the disposition of the properties to a third party, or upon completion of certain development obligations.

The Company recognized management fees of \$ 6.8 million, \$ 5.0 million, and \$ 6.1 million during the years ended December 31, 2023, 2022, and 2021, respectively, for management of the communities held by the joint ventures and partnerships. The management fees are included in *Joint venture management and other fees* on the Consolidated Statements of Operations.

The Company may, in the future, make additional capital contributions to certain of our joint ventures and partnerships should additional capital contributions be necessary to fund acquisitions or operations.

We consider various factors to determine if a decrease in the value of our *Investment in and advances to unconsolidated joint ventures, net* is other-than-temporary. These factors include, but are not limited to, age of the venture, our intent and ability to retain our investment in the entity, the financial condition and long-term prospects of the entity, and the relationships with the other joint venture partners and its lenders. Based on the significance of the unobservable inputs, we classify these fair value measurements within Level 3 of the valuation hierarchy. The Company did not incur any other-than-temporary impairments in the value of its investments in unconsolidated joint ventures during the years ended December 31, 2023, 2022, and 2021.

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Condensed summary financial information relating to the unconsolidated joint ventures' and partnerships' operations (not just our proportionate share) is presented below for the years ended December 31, 2023, 2022, and 2021 (*dollars in thousands*):

As of and For the Year Ended December 31, 2023	UDR/ MetLife	UDR/ LaSalle	RETV I	Developer Capital Program and Other Investments	Total
Condensed Statements of Operations:					
Total revenues					
\$ 139,073	\$ 20,514	\$ 28	\$ 109,725	\$ 269,340	
Property operating expenses	58,298	6,896	1,396	53,046	119,636
Real estate depreciation and amortization	54,895	21,182	—	43,407	119,484
Operating income/(loss)	25,880	(7,564)	(1,368)	13,272	30,220
Interest expense	(32,720)	(126)	(103)	(53,282)	(86,231)
Other income/(loss)	—	—	—	537	537
Net realized gain/(loss) on held investments	—	33,941	—	2,113	36,054
Net unrealized gain/(loss) on held investments	—	(29,346)	—	16,695	(12,651)
Net income/(loss)	<u><u>\$ (6,840)</u></u>	<u><u>\$ (7,690)</u></u>	<u><u>\$ 3,124</u></u>	<u><u>\$ (20,665)</u></u>	<u><u>\$ (32,071)</u></u>
Condensed Balance Sheets:					
Total real estate, net					
\$ 1,214,525	\$ 595,976	\$ —	\$ 1,347,556	\$ 3,158,057	
Investments, at fair value					
—	—	57,700	200,132	257,832	
Cash and cash equivalents					
14,826	4,809	260	41,775	61,670	
Other assets					
16,406	9,986	22	120,562	146,976	
Total assets					
1,245,757	610,771	57,982	1,710,025	3,624,535	
Third party debt, net					
855,050	45,126	—	1,112,640	2,012,816	
Accounts payable and accrued liabilities					
14,856	5,510	118	151,018	171,502	
Total liabilities					
869,906	50,636	118	1,263,658	2,184,318	
Total equity					
\$ 375,851	\$ 560,135	\$ 57,864	\$ 446,367	\$ 1,440,217	
As of and For the Year Ended December 31, 2022	UDR/ MetLife	RETV I	Developer Capital Program and Other Investments	Total	
Condensed Statements of Operations:					
Total revenues					
\$ 130,229	\$ 42	\$ 38,145	\$ 168,416		
Property operating expenses					
55,262	1,596	23,622	80,480		
Real estate depreciation and amortization					
55,580	—	20,064	75,644		
Gain/(loss) on sale of real estate					
—	—	127,542	127,542		
Operating income/(loss)					
19,387	(1,554)	122,001	139,834		
Interest expense					
(30,510)	(21)	(16,383)	(46,914)		
Other income/(loss)					
—	—	(90)	(90)		
Net realized gain/(loss) on held investments (a)					
—	101,954	3,601	105,555		
Net unrealized gain/(loss) on held investments (a)					
—	(308,202)	(569)	(308,771)		
Net income/(loss)					
<u><u>\$ (11,123)</u></u>	<u><u>\$ (207,823)</u></u>	<u><u>\$ 108,560</u></u>	<u><u>\$ (110,386)</u></u>		
Condensed Balance Sheets:					
Total real estate, net					
\$ 1,257,952	\$ —	\$ 1,481,832	\$ 2,739,784		
Investments, at fair value					
—	96,118	117,625	213,743		
Cash and cash equivalents					
15,554	1,160	22,285	38,999		
Other assets					
14,420	52	107,287	121,759		
Total assets					
1,287,926	97,330	1,729,029	3,114,285		
Third party debt, net					
857,909	—	1,079,420	1,937,329		
Accounts payable and accrued liabilities					
14,155	70	202,923	217,148		
Total liabilities					
872,064	70	1,282,343	2,154,477		
Total equity					
\$ 415,862	\$ 97,260	\$ 446,686	\$ 959,808		

(a) Net unrealized and realized gain/(loss) on held investments related to RETV I primarily related to unrealized and realized gains from SmartRent. For the year ended December 31, 2022, the Company recorded its share of net losses related to RETV I of \$(35.5) million. Of that amount, \$(37.2) million related to an unrealized loss on SmartRent, which is recorded in *Income/(loss) from unconsolidated entities* on the Consolidated Statement Operations.

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For the Year Ended December 31, 2021	UDR/ MetLife	West Coast Development Joint Ventures		RETV I	Developer Capital Program and Other Investments		Total
		West Coast Development	Joint Ventures		RETV I	Developer Capital Program and Other Investments	
Condensed Statements of Operations:							
Total revenues	\$ 114,124	\$ 184	\$ 6	\$ 18,509	\$ 132,823		
Property operating expenses	51,761	333	1,445	15,626	69,185		
Real estate depreciation and amortization	58,486	—	—	8,429	66,915		
Gain/(loss) on sale of real estate	—	34,757	—	—	34,757		
Operating income/(loss)	3,877	34,608	(1,439)	(5,546)	31,500		
Interest expense	(32,307)	(41)	(17)	(11,161)	(43,526)		
Other income/(loss)	—	(1,238)	—	(623)	(1,861)		
Net realized gain/(loss) on held investments	—	—	12,341	—	12,341		
Net unrealized gain/(loss) on held investments (a)	—	—	285,155	16,276	301,431		
Net income/(loss)	<u>\$ (28,430)</u>	<u>\$ 33,329</u>	<u>\$ 296,040</u>	<u>\$ (1,054)</u>	<u>\$ 299,885</u>		

(a) Net unrealized gain/(loss) on held investments primarily related to unrealized gains from SmartRent, which became a public company in 2021. For the year ended December 31, 2021, the Company recorded its share of the net unrealized gain/(loss) on held investments of \$ 49.9 million, of which \$ 48.9 million related to SmartRent, in *Income/(loss) from unconsolidated entities* on the Consolidated Statement of Operations.

6. LEASES

Lessee - Ground Leases

UDR has six communities that are subject to ground leases, under which UDR is the lessee, that expire between 2043 and 2103, inclusive of extension options we are reasonably certain will be exercised. All of these leases are classified as operating leases through the lease term expiration based on our election of the practical expedient provided by the leasing standard. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the remaining lease term. We currently do not hold any finance leases. The Company also elected the short-term lease exception provided by the leasing standard and therefore only recognizes right-of-use assets and lease liabilities for leases with a term greater than one year. No leases qualified for the short-term lease exception during the years ended December 31, 2023 and 2022.

As of December 31, 2023 and 2022, the *Operating lease right-of-use assets* were \$ 190.6 million and \$ 194.1 million, respectively, and the *Operating lease liabilities* were \$ 185.8 million and \$ 189.2 million, respectively, on our Consolidated Balance Sheets related to our ground leases. The value of the *Operating lease right-of-use assets* exceeds the value of the *Operating lease liabilities* due to prepaid lease payments. The calculation of these amounts includes minimum lease payments over the remaining lease term (described further in the table below). Variable lease payments are excluded from the right-of-use assets and lease liabilities and are recognized in earnings in the period in which the obligation for those payments is incurred.

As the discount rate implicit in the leases was not readily determinable, we determined the discount rate for these leases utilizing the Company's incremental borrowing rate at a portfolio level, adjusted for the remaining lease term, and the form of underlying collateral.

The weighted average remaining lease term for these leases was 42.0 years and 42.6 years at December 31, 2023 and 2022, respectively, and the weighted average discount rate was 5.0 % at both December 31, 2023 and 2022.

Future minimum lease payments and total operating lease liabilities from our ground leases as of December 31, 2023 are as follows (*dollars in thousands*):

	Ground Leases
2024	\$ 12,442
2025	12,442
2026	12,442

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2027	12,442
2028	12,442
Thereafter	405,452
Total future minimum lease payments (undiscounted)	467,662
Difference between future undiscounted cash flows and discounted cash flows	(281,826)
Total operating lease liabilities (discounted)	<u><u>\$ 185,836</u></u>

For purposes of recognizing our ground lease contracts, the Company uses the minimum lease payments, if stated in the agreement. For ground lease agreements where there is a rent reset provision based on a change in an index or a rate (i.e., changes in fair market rental rates or changes in the consumer price index) but that does not include a specified minimum lease payment, the Company uses the current rent over the remainder of the lease term. If there is a contingency upon which some or all of the variable lease payments that will be paid over the remainder of the lease term are based, which is resolved such that those payments now meet the definition of lease payments, the Company will remeasure the right-of-use asset and lease liability on the reset date.

The components of operating lease expenses were as follows (*dollars in thousands*):

	Year Ended December 31,		
	2023	2022	2021
Lease expense:			
Contractual lease expense	\$ 13,173	\$ 12,991	\$ 12,924
Variable lease expense (a)	<u>155</u>	<u>112</u>	<u>78</u>
Total operating lease expense (b)(c)	<u><u>\$ 13,328</u></u>	<u><u>\$ 13,103</u></u>	<u><u>\$ 13,002</u></u>

- (a) Variable lease expense includes adjustments such as changes in the consumer price index and payments based on a percentage of a community's revenue.
- (b) Lease expense is reported within the line item *Other operating expenses* on the Consolidated Statements of Operations.
- (c) For the year ended December 31, 2023, *Operating lease right-of-use assets* and *Operating lease liabilities* amortized by \$ 3.5 million and \$ 3.4 million, respectively, for the year ended December 31, 2022, *Operating lease right-of-use assets* and *Operating lease liabilities* amortized by \$ 3.4 million and \$ 3.3 million, respectively, and for the year ended December 31, 2021, *Operating lease right-of-use assets* and *Operating lease liabilities* amortized by \$ 3.5 million and \$ 3.1 million, respectively. Due to the net impact of the amortization, the Company recorded \$ 0.1 million, \$ 0.1 million and \$ 0.3 million of total operating lease expense during the years ended December 31, 2023, 2022 and 2021, respectively.

Lessor - Apartment Home, Retail and Commercial Space Leases

UDR's communities and retail and commercial space are leased to tenants under operating leases. As of December 31, 2023, our apartment home leases generally have initial terms of 12 months or less. As of December 31, 2023, our retail and commercial space leases generally have initial terms of between 5 and 15 years and represent approximately 1 % to 2 % of our total lease revenue. Our apartment home leases are generally renewable at the end of the lease term, subject to potential changes in rental rates, and our retail and commercial space leases generally have renewal options, subject to associated increases in rental rates due to market-based or fixed-price renewal options and certain other conditions. (See Note 16, *Reportable Segments* for further discussion around our major revenue streams and disaggregation of our revenue.)

Future minimum lease payments from our retail and commercial leases as of December 31, 2023 are as follows (*dollars in thousands*):

	Retail and Commercial Leases
2024	\$ 26,807
2025	24,432
2026	21,735
2027	18,121

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2028	15,191
Thereafter	58,166
Total future minimum lease payments (a)	<u><u>\$ 164,452</u></u>

(a) We have excluded our apartment home leases from this table as our apartment home leases generally have initial terms of 12 months or less.

Certain of our leases with retail and commercial tenants provide for the payment by the lessee of additional variable rent based on a percentage of the tenant's revenue. The amounts shown in the table above do not include these variable percentage rents. The Company recorded variable percentage rents of \$ 1.1 million, \$ 0.8 million and \$ 0.4 million during the years ended December 31, 2023, 2022 and 2021, respectively.

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7. SECURED AND UNSECURED DEBT, NET

The following is a summary of our secured and unsecured debt at December 31, 2023 and 2022 (*dollars in thousands*):

	Principal Outstanding		As of December 31, 2023		
	December 31, 2023	December 31, 2022	Weighted Average Interest Rate	Weighted Average Years to Maturity	Number of Communities Encumbered
Secured Debt:					
Fixed Rate Debt					
Mortgage notes payable (a)	\$ 1,213,751	\$ 1,005,622	3.48 %	4.7	20
Deferred financing costs and other non-cash adjustments (b)	(3,009)	19,712			
Total fixed rate secured debt, net	<u>1,210,742</u>	<u>1,025,334</u>	<u>3.48 %</u>	<u>4.7</u>	<u>20</u>
Variable Rate Debt					
Mortgage notes payable (c)	40,017	—	8.33 %	1.3	1
Tax-exempt secured notes payable (d)	27,000	27,000	4.08 %	8.2	1
Deferred financing costs	(46)	(53)			
Total variable rate secured debt, net	<u>66,971</u>	<u>26,947</u>	<u>6.61 %</u>	<u>4.1</u>	<u>2</u>
Total Secured Debt, net	<u>1,277,713</u>	<u>1,052,281</u>	<u>3.64 %</u>	<u>4.7</u>	<u>22</u>
Unsecured Debt:					
Variable Rate Debt					
Borrowings outstanding under unsecured credit facility due January 2026 (e) (n)	—	—	— %	2.1	
Borrowings outstanding under unsecured commercial paper program due January 2024 (f) (n)	408,075	300,000	5.67 %	0.1	
Borrowings outstanding under unsecured working capital credit facility due January 2025 (g)	4,593	28,015	6.28 %	1.0	
Term Loan due January 2027 (e) (n)	—	175,000	— %	3.1	
Fixed Rate Debt					
Term Loan due January 2027 (e) (n)	350,000	175,000	3.36 %	3.1	
8.50 % Debentures due September 2024	15,644	15,644	8.50 %	0.7	
2.95 % Medium-Term Notes due September 2026 (h) (n)	300,000	300,000	2.89 %	2.7	
3.50 % Medium-Term Notes due July 2027 (net of discounts of \$247 and \$ 317 , respectively) (i) (n)	299,753	299,683	4.03 %	3.5	
3.50 % Medium-Term Notes due January 2028 (net of discounts of \$ 479 and \$ 598 , respectively) (n)	299,521	299,402	3.50 %	4.0	
4.40 % Medium-Term Notes due January 2029 (net of discounts of \$ 3 and \$ 4 , respectively) (j) (n)	299,997	299,996	4.27 %	5.1	
3.20 % Medium-Term Notes due January 2030 (net of premiums of \$ 8,294 and \$ 9,667 , respectively) (k) (n)	608,294	609,667	3.32 %	6.0	
3.00 % Medium-Term Notes due August 2031 (net of premiums of \$ 9,109 and \$ 10,304 , respectively) (l) (n)	609,109	610,304	3.01 %	7.6	
2.10 % Medium-Term Notes due August 2032 (net of discounts of \$ 303 and \$ 338 , respectively) (n)	399,697	399,662	2.10 %	8.6	
1.90 % Medium-Term Notes due March 2033 (net of discounts of \$ 1,110 and \$ 1,230 , respectively) (n)	348,890	348,770	1.90 %	9.2	
2.10 % Medium-Term Notes due June 2033 (net of discounts of \$ 941 and \$ 1,041 , respectively) (n)	299,059	298,959	2.10 %	9.5	
3.10 % Medium-Term Notes due November 2034 (net of discounts of \$ 956 and \$ 1,045 , respectively) (m) (n)	299,044	298,955	3.13 %	10.8	
Other	2	5			
Deferred financing costs	(20,682)	(24,040)			
Total Unsecured Debt, net	<u>4,520,996</u>	<u>4,435,022</u>	<u>3.30 %</u>	<u>5.9</u>	
Total Debt, net	<u>\$ 5,798,709</u>	<u>\$ 5,487,303</u>	<u>3.40 %</u>	<u>5.6</u>	

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For purposes of classification of the above table, variable rate debt with a derivative financial instrument designated as a cash flow hedge is deemed as fixed rate debt due to the Company having effectively established a fixed interest rate for the underlying debt instrument.

Our secured debt instruments generally feature either monthly interest and principal or monthly interest-only payments with balloon payments due at maturity. As of December 31, 2023, secured debt encumbered approximately 14 % of UDR's total real estate owned based upon gross book value (approximately 86 % of UDR's real estate owned based on gross book value is unencumbered).

(a) At December 31, 2023, fixed rate mortgage notes payable are generally due in monthly installments of principal and interest and mature at various dates from July 2024 through February 2031 and carry interest rates ranging from 2.62 % to 4.39 %.

The Company will from time to time acquire properties subject to fixed rate debt instruments. In those situations, the Company records the debt at its estimated fair value and amortizes any difference between the fair value and par value to interest expense over the term of the underlying debt instrument.

In August 2023, the Company assumed secured fixed rate mortgage notes payable with an outstanding balance of \$ 209.4 million and a fair value of \$ 191.7 million in connection with the acquisition of six operating communities. The six mortgages had outstanding balances ranging from \$ 28.0 million to \$ 40.0 million and carry interest rates from 3.24 % to 4.12 % (see Note 3, *Real Estate Owned*).

(b) During the years ended December 31, 2023, 2022, and 2021, the Company had \$ 3.4 million, \$ 4.5 million, and \$ 3.9 million, respectively, of amortization of the fair market adjustment of debt assumed in the acquisition of properties inclusive of its fixed rate mortgage notes payable, which was included in *Interest expense* on the Consolidated Statements of Operations. The unamortized fair market adjustment was a net premium of \$ 1.5 million and \$ 22.5 million at December 31, 2023 and 2022, respectively. The change in net premium was primarily due to the assumption of fixed rate mortgages discussed in footnote (a) above.

(c) In December 2023, the Company began consolidating a preferred equity investment which included a secured variable rate senior construction loan with an outstanding balance of \$ 40.0 million. The senior construction loan had an interest rate of 8.33 % as of December 31, 2023 (see Note 5, *Joint Ventures and Partnerships*).

(d) The variable rate mortgage note payable secures a tax-exempt housing bond issue that matures in March 2032. Interest on this note is payable in monthly installments. As of December 31, 2023, the variable interest rate on the mortgage note was 4.08 %.

(e) The Company has a \$ 1.3 billion unsecured revolving credit facility (the "Revolving Credit Facility") and a \$ 350.0 million unsecured term loan (the "Term Loan"). The credit agreement for these facilities (the "Credit Agreement") allows the total commitments under the Revolving Credit Facility and the total borrowings under the Term Loan to be increased to an aggregate maximum amount of up to \$ 2.5 billion, subject to certain conditions, including obtaining commitments from one or more lenders. The Revolving Credit Facility has a scheduled maturity date of January 31, 2026, with two six-month extension options, subject to certain conditions. The Term Loan has a scheduled maturity date of January 31, 2027.

Based on the Company's current credit rating, the Revolving Credit Facility has an interest rate equal to Adjusted SOFR plus a margin of 75.5 basis points and a facility fee of 15 basis points, and the Term Loan has an interest rate equal to Adjusted SOFR plus a margin of 83.0 basis points. Depending on the Company's credit rating, the margin under the Revolving Credit Facility ranges from 70 to 140 basis points, the facility fee ranges from 10 to 30 basis points, and the margin under the Term Loan ranges from 75 to 160 basis points. Further, the Credit Agreement includes sustainability adjustments pursuant to which the applicable margin for the Revolving Credit Facility and the Term Loan were reduced by two basis points upon the Company receiving certain green building certifications, which is reflected in the margins noted above.

In August 2021 and March 2023, the Company entered into five interest rate swaps totaling a \$ 350.0 million of notional value, which became effective in July 2022 and in March 2023, to hedge against interest rate risk on all or a

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portion of the Term Loan debt until July 2025. \$ 350.0 million of the Term Loan debt has a weighted average interest rate, inclusive of the impact of the interest rate swaps, of 3.36 % from March 2023 until January 2024, \$ 262.5 million of the Term Loan debt has a weighted average interest rate, inclusive of the impact of interest rate swaps, of 2.68 % from January 2024 until July 2024, and \$ 175.0 million of the Term Loan debt has a weighted average interest rate, inclusive of the impact of interest rate swaps, of 1.43 % from July 2024 until July 2025.

The Credit Agreement contains customary representations and warranties and financial and other affirmative and negative covenants. The Credit Agreement also includes customary events of default, in certain cases subject to customary periods to cure. The occurrence of an event of default, following the applicable cure period, would permit the lenders to, among other things, declare the unpaid principal, accrued and unpaid interest and all other amounts payable under the Credit Agreement to be immediately due and payable.

The following is a summary of short-term bank borrowings under the Revolving Credit Facility at December 31, 2023 and 2022 (*dollars in thousands*):

	December 31, 2023	December 31, 2022
Total revolving credit facility	\$ 1,300,000	\$ 1,300,000
Borrowings outstanding at end of period (1)	—	—
Weighted average daily borrowings during the period ended	2,055	3,776
Maximum daily borrowings during the period ended	250,000	205,000
Weighted average interest rate during the period ended	5.6 %	3.9 %
Interest rate at end of the period	— %	— %

(1) Excludes \$ 2.3 million and \$ 2.6 million of letters of credit at December 31, 2023 and 2022, respectively.

(f) The Company has an unsecured commercial paper program. Under the terms of the program, the Company may issue unsecured commercial paper up to a maximum aggregate amount outstanding of \$ 700.0 million. The notes are sold under customary terms in the United States commercial paper market and rank pari passu with all of the Company's other unsecured indebtedness. The notes are fully and unconditionally guaranteed by the Operating Partnership.

The following is a summary of short-term bank borrowings under the unsecured commercial paper program at December 31, 2023 and 2022 (*dollars in thousands*):

	December 31, 2023	December 31, 2022
Total unsecured commercial paper program	\$ 700,000	\$ 700,000
Borrowings outstanding at end of period	408,075	300,000
Weighted average daily borrowings during the period ended	384,068	405,671
Maximum daily borrowings during the period ended	505,000	700,000
Weighted average interest rate during the period ended	5.4 %	2.3 %
Interest rate at end of the period	5.7 %	4.7 %

(g) The Company has a working capital credit facility, which provides for a \$ 75.0 million unsecured revolving credit facility (the "Working Capital Credit Facility") with a scheduled maturity date of January 12, 2025. In November 2023, the Company amended the Working Capital Credit Facility to extend the maturity date from January 12, 2024 to January 12, 2025, plus a one-year extension option. Based on the Company's current credit rating, the Working Capital Credit Facility has an interest rate equal to Adjusted SOFR plus a margin of 77.5 basis points. Depending on the Company's credit rating, the margin ranges from 70 to 140 basis points.

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The following is a summary of short-term bank borrowings under the Working Capital Credit Facility at December 31, 2023 and 2022 (*dollars in thousands*):

	December 31, 2023	December 31, 2022
Total working capital credit facility	\$ 75,000	\$ 75,000
Borrowings outstanding at end of period	4,593	28,015
Weighted average daily borrowings during the period ended	15,829	15,080
Maximum daily borrowings during the period ended	57,107	55,812
Weighted average interest rate during the period ended	5.9 %	3.0 %
Interest rate at end of the period	6.3 %	5.2 %

(h) The Company previously entered into forward starting interest rate swaps to hedge against interest rate risk on \$ 100.0 million of this debt. The all-in weighted average interest rate, inclusive of the impact of these interest rate swaps, was 2.89 %.

(i) The Company previously entered into forward starting interest rate swaps to hedge against interest rate risk on \$ 200.0 million of this debt. The all-in weighted average interest rate, inclusive of the impact of these interest rate swaps, was 4.03 %.

(j) The Company previously entered into forward starting interest rate swaps to hedge against interest rate risk on \$ 150.0 million of the initial \$ 300.0 million issued. The all-in weighted average interest rate, inclusive of the impact of these interest rate swaps, was 4.27 %.

(k) The Company previously entered into forward starting interest rate swaps and treasury lock to hedge against the interest rate risk of this debt. The all-in weighted average interest rate, inclusive of the impact of the forward starting swaps and treasury locks, was 3.32 %.

(l) The Company entered into treasury lock agreements to hedge against interest rate risk on \$ 250.0 million of the \$ 600.0 million aggregate principal amount. The all-in weighted average interest rate, inclusive of the impact of the treasury locks, was 3.01 %.

(m) The Company previously entered into forward starting interest rate swaps to hedge against the interest rate risk of this debt. The all-in weighted average interest rate, inclusive of the impact of these interest rate swaps, was 3.13 %.

(n) The Operating Partnership is the guarantor of this debt.

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The aggregate maturities, including amortizing principal payments on secured and unsecured debt, of total debt for the next ten years subsequent to December 31, 2023 are as follows (*dollars in thousands*):

Year	Total Fixed Secured Debt	Total Variable Secured Debt	Total Secured Debt	Total Unsecured Debt	Total Debt
2024	\$ 97,578	\$ —	\$ 97,578	\$ 423,719	\$ 521,297
2025	178,568	40,017	218,585	4,593	223,178
2026	56,665	—	56,665	300,000	356,665
2027	6,931	—	6,931	650,000	656,931
2028	166,518	—	166,518	300,000	466,518
2029	315,802	—	315,802	300,000	615,802
2030	230,759	—	230,759	600,000	830,759
2031	160,930	—	160,930	600,000	760,930
2032	—	27,000	27,000	400,000	427,000
2033	—	—	—	650,000	650,000
Thereafter	—	—	—	300,000	300,000
Subtotal	1,213,751	67,017	1,280,768	4,528,312	5,809,080
Non-cash (a)	(3,009)	(46)	(3,055)	(7,316)	(10,371)
Total	<u>\$ 1,210,742</u>	<u>\$ 66,971</u>	<u>\$ 1,277,713</u>	<u>\$ 4,520,996</u>	<u>\$ 5,798,709</u>

(a) Includes the unamortized balance of fair market value adjustments, premiums/discounts, and deferred financing costs. For the years ended December 31, 2023 and 2022, the Company amortized \$ 4.7 million and \$ 3.8 million, respectively, of deferred financing costs into *Interest expense*.

We were in compliance with the covenants of our debt instruments at December 31, 2023.

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8. INCOME/(LOSS) PER SHARE

The following table sets forth the computation of basic and diluted income/(loss) per share for the periods presented (*dollars and shares in thousands, except per share data*):

	Year Ended December 31,		
	2023	2022	2021
Numerator for income/(loss) per share:			
Net income/(loss)	\$ 474,488	\$ 92,579	\$ 160,993
Net (income)/loss attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	(30,104)	(5,613)	(10,873)
Net (income)/loss attributable to noncontrolling interests	(31)	(42)	(104)
Net income/(loss) attributable to UDR, Inc.	444,353	86,924	150,016
Distributions to preferred stockholders — Series E (Convertible)	(4,848)	(4,412)	(4,229)
Income/(loss) attributable to common stockholders - basic and diluted	<u>\$ 439,505</u>	<u>\$ 82,512</u>	<u>\$ 145,787</u>
Denominator for income/(loss) per share:			
Weighted average common shares outstanding	329,136	321,949	300,579
Non-vested restricted stock awards	(371)	(278)	(253)
Denominator for basic income/(loss) per share	<u>328,765</u>	<u>321,671</u>	<u>300,326</u>
Incremental shares issuable from assumed conversion of unvested LTIP Units, performance units, unvested restricted stock and shares issuable upon settlement of forward sales agreements	339	1,029	1,377
Denominator for diluted income/(loss) per share	<u>329,104</u>	<u>322,700</u>	<u>301,703</u>
Income/(loss) per weighted average common share:			
Basic	\$ 1.34	\$ 0.26	\$ 0.49
Diluted	<u>\$ 1.34</u>	<u>\$ 0.26</u>	<u>\$ 0.48</u>

Basic income/(loss) per common share is computed based upon the weighted average number of common shares outstanding. Diluted income/(loss) per common share is computed based upon the weighted average number of common shares outstanding plus the common shares issuable from the assumed conversion of the OP Units and DownREIT Units, convertible preferred stock, stock options, unvested long-term incentive plan units ("LTIP Units"), performance units, unvested restricted stock and continuous equity program forward sales agreements. Only those instruments having a dilutive impact on our basic income/(loss) per share are included in diluted income/(loss) per share during the periods. For the years ended December 31, 2023, 2022, and 2021, the effect of the conversion of the OP Units, DownREIT Units and the Company's Series E preferred stock was not dilutive and therefore not included in the above calculation.

In July 2021, the Company entered into an ATM sales agreement under which the Company may offer and sell up to 20.0 million shares of its common stock, from time to time, to or through its sales agents and may enter into separate forward sales agreements to or through its forward purchasers. Upon entering into the ATM sales agreement, the Company simultaneously terminated the sales agreement for its prior at-the-market equity offering program, which was entered into in July 2017. During the year ended December 31, 2023, the Company did not sell any shares of common stock through its ATM program. As of December 31, 2023, we had 14.0 million shares of common stock available for future issuance under the ATM program.

In connection with any forward sales agreement under the Company's ATM program, the relevant forward purchasers will borrow from third parties and, through the relevant sales agent, acting in its role as forward seller, sell a number of shares of the Company's common stock equal to the number of shares underlying the agreement. The Company does not initially receive any proceeds from any sale of borrowed shares by the forward seller.

The Company generally has the ability to determine the dates and method of settlement (i.e., gross physical settlement, net share settlement or cash settlement), subject to certain conditions and the right of the counterparty to accelerate settlement under certain circumstances. The Company currently expects to fully physically settle each forward sales agreement with the relevant forward purchaser on one or more dates specified by the Company on or prior to the maturity date of that particular forward sales agreement, in which case the Company expects to receive aggregate net

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cash proceeds at settlement equal to the number of shares underlying the particular forward sales agreement multiplied by the relevant forward sale price. However, subject to certain exceptions, the Company may also elect, in its discretion, to cash settle or net share settle a particular forward sales agreement, in which case the Company may not receive any proceeds (in the case of cash settlement) or will not receive any proceeds (in the case of net share settlement), and the Company may owe cash (in the case of cash settlement) or shares of UDR common stock (in the case of net share settlement) to the relevant forward purchaser.

During the year ended December 31, 2023, the Company did not enter into any forward purchase agreements under its continuous equity program.

In June 2022, the Company settled all 4.4 million shares under the outstanding forward sales agreements under its ATM program at a weighted average forward price per share of \$ 52.46 , which is inclusive of adjustments made to reflect the then-current federal funds rate, the amount of dividends paid to holders of UDR common stock over the term of the agreements and commissions paid to sales agents of approximately \$ 7.5 million, for net proceeds of \$ 230.9 million.

In March 2022, in connection with an underwritten public offering, the Company entered into forward sales agreements to sell 7.0 million shares of its common stock at an initial forward price per share of \$ 57.565 . The actual forward price per share received by the Company upon settlement was determined on the applicable settlement dates based on adjustments made to the initial forward price to reflect the then-current federal funds rate and the amount of dividends paid to holders of UDR common stock over the term of the forward sales agreements. During the year ended December 31, 2022, the Company settled all 7.0 million shares under the forward sales agreements at a weighted average forward price per share of \$ 57.07 , which is inclusive of adjustments made to reflect the then-current federal funds rate and the amount of dividends paid to holders of UDR common stock, for net proceeds of \$ 399.5 million.

As described above, during the year ended December 31, 2022, the Company settled all 11.4 million shares in aggregate under previously announced forward sales agreements, including under the ATM program, for net proceeds of \$ 630.4 million. Aggregate net proceeds from such forward sales, after deducting related expenses, were \$ 629.6 million.

During the year ended December 31, 2023, the Company repurchased 0.6 million shares of its common stock at an average price of \$ 40.13 per share for total consideration of approximately \$ 25.0 million under its share repurchase program. During the year ended December 31, 2022, the Company repurchased 1.2 million shares of its common stock at an average price of \$ 41.14 per share for total consideration of approximately \$ 49.0 million under its share repurchase program.

The following table sets forth the additional shares of common stock outstanding by equity instrument if converted to common stock for each of the years ended December 31, 2023, 2022, and 2021 (*in thousands*):

	Year Ended December 31,		
	2023	2022	2021
OP/DownREIT Units	22,410	21,478	22,418
Convertible preferred stock	2,908	2,916	2,918
Unvested LTIP Units and unvested restricted stock	339	1,029	1,377

9. STOCKHOLDERS' EQUITY

UDR has an effective registration statement that allows the Company to sell an undetermined number of debt and equity securities as defined in the prospectus. The Company's authorized capital was 450.0 million shares of common stock and 50.0 million shares of preferred stock as of December 31, 2023.

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The following table presents the changes in the Company's issued and outstanding shares of common and preferred stock for the years ended December 31, 2023, 2022 and 2021:

	Common Stock	Preferred Stock	
	Series E	Series F	
Balance at December 31, 2020	296,612	2,695	14,441
Issuance/(forfeiture) of common and restricted shares, net	97	—	—
Issuance of common shares through forward sales public offering, net (forward sales agreement)	19,517	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the Operating Partnership	44	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the DownREIT Partnership	1,880	—	—
Conversion of Series E Cumulative Convertible shares	—	—	—
Balance at December 31, 2021	<u>318,150</u>	<u>2,695</u>	<u>12,583</u>
Issuance/(forfeiture) of common and restricted shares, net	120	—	—
Issuance of common shares through forward sales public offering, net (forward sales agreement)	11,402	—	—
Repurchase of common shares	(1,192)	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the Operating Partnership	4	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the DownREIT Partnership	499	—	—
Conversion of Series E Cumulative Convertible shares	10	(9)	—
Forfeiture of Series F shares	—	—	(482)
Balance at December 31, 2022	<u>328,993</u>	<u>2,686</u>	<u>12,101</u>
Issuance/(forfeiture) of common and restricted shares, net	174	—	—
Repurchase of common shares	(623)	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the Operating Partnership	148	—	—
Adjustment for conversion of noncontrolling interest of unitholders in the DownREIT Partnership	323	—	—
Forfeiture of Series F shares	—	—	(233)
Balance at December 31, 2023	<u>329,015</u>	<u>2,686</u>	<u>11,868</u>

Common Stock

In July 2021, the Company entered into an ATM sales agreement under which the Company may offer and sell up to 20.0 million shares of its common stock, from time to time, to or through its sales agents and may enter into separate forward sales agreements to or through its forward purchasers. Upon entering into the ATM sales agreement, the Company simultaneously terminated the sales agreement for its prior at-the-market equity offering program, which was entered into in July 2017. As of December 31, 2023, 14.0 million shares were available for sale under the ATM program.

During the year ended December 31, 2023, the Company entered into the following equity transactions for our common stock:

- Repurchased 0.6 million shares of common stock at a weighted average price per share of \$ 40.13 , for total consideration of approximately \$ 25.0 million.
- Issued 0.2 million shares, net of forfeitures, of common stock through the Company's 1999 Long-Term Incentive Plan (the "LTIP"); and
- Issued 0.5 million shares of common stock upon redemption of OP Units and DownREIT Units, resulting in the forfeiture of 0.2 million Series F Preferred shares.

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Distributions are subject to the approval of the Board of Directors and are dependent upon our strategy, financial condition and operating results. UDR's common distributions for the years ended December 31, 2023, 2022, and 2021 totaled \$ 1.68 , \$ 1.52 , and \$ 1.45 per share, respectively.

Preferred Stock

The Series E Cumulative Convertible Preferred Stock ("Series E") has no stated par value and a liquidation preference of \$ 16.61 per share. Subject to certain adjustments and conditions, each share of the Series E is convertible at any time at the holder's option into one share of our common stock prior to a "Special Dividend" declared in 2008 (1.083 shares after the Special Dividend). The holders of the Series E are entitled to vote on an as-converted basis as a single class in combination with the holders of common stock at any meeting of our stockholders for the election of directors or for any other purpose on which the holders of common stock are entitled to vote. The Series E has no stated maturity and is not subject to any sinking fund or any mandatory redemption.

Distributions declared on the Series E for the years ended December 31, 2023, 2022, and 2021 were \$ 1.82 , \$ 1.65 , and \$ 1.57 per share, respectively. The Series E is not listed on any exchange. At December 31, 2023 and 2022, a total of 2.7 million and 2.7 million, respectively, shares of the Series E were outstanding.

UDR is authorized to issue up to 20.0 million shares of the Series F Preferred Stock ("Series F"). The Series F may be purchased by certain holders of OP Units and DownREIT Units, at a purchase price of \$ 0.0001 per share. OP/DownREIT Unitholders are entitled to subscribe for and purchase one share of UDR's Series F for each OP/DownREIT Unit held. During the years ended December 31, 2023 and 2022, 0.2 million and 0.5 million of the Series F shares were forfeited upon the conversion of OP Units and DownREIT Units into Company common stock, respectively.

At December 31, 2023 and 2022, a total of 11.9 million and 12.1 million shares, respectively, of the Series F were outstanding with an aggregate purchase value of \$ 1,187 and \$ 1,210 , respectively. Holders of the Series F are entitled to one vote for each share of the Series F they hold, voting together with the holders of our common stock, on each matter submitted to a vote of security holders at a meeting of our stockholders. The Series F does not entitle its holders to dividends or any other rights, privileges or preferences.

Distribution Reinvestment and Stock Purchase Plan

UDR's Distribution Reinvestment and Stock Purchase Plan allows common and preferred stockholders the opportunity to purchase, through the reinvestment of cash dividends and by making additional cash payments, additional shares of UDR's common stock. During the year ended December 31, 2023, all shares issued with respect to the plan were acquired through the open market.

10. EMPLOYEE BENEFIT PLANS

In May 2022, the stockholders of UDR approved an amendment and restatement to the LTIP. The LTIP authorizes the granting of awards which may take the form of options to purchase shares of common stock, stock appreciation rights, restricted stock, dividend equivalents, partnership interests in the Operating Partnership designated as LTIP Units, performance partnership interests in the Operating Partnership designated as Performance Units, other stock-based awards, and any other right or interest relating to common stock or cash incentive awards to Company directors, employees and outside trustees to promote the success of the Company by linking individual's compensation via grants of share based payment.

LTIP Units and Performance Units are designed to qualify as "profits interests" in the Operating Partnership for federal income tax purposes, meaning that initially they are not economically equivalent in value to a share of our common stock, but over time can increase in value to one-for-one parity with common stock by operation of special tax rules applicable to profits interests. Until and unless such parity is reached, the value that an executive will realize for a given number of vested LTIP Units or Performance Units is less than the value of an equal number of shares of our common stock.

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As of December 31, 2023, 35.0 million shares were reserved on an unadjusted basis for issuance upon the grant or exercise of awards under the LTIP. As of December 31, 2023, there were 10.6 million common shares available for issuance under the LTIP.

The LTIP contains double trigger change of control provisions allowing for the vesting of an award when certain conditions are met upon qualifying events such as a merger where UDR is not the surviving entity. Upon the death or disability of an award recipient, all outstanding instruments will vest and all restrictions will lapse. The LTIP specifies that in the event of a capital transaction, which includes but is not limited to stock dividends, stock splits, extraordinary cash dividends and spin-offs, the number of shares available for grant in totality or to a single individual is to be adjusted proportionately. The LTIP specifies that when a capital transaction occurs that would dilute the holder of the stock award, prior grants are to be adjusted such that the recipient is no worse as a result of the capital transaction.

A summary of UDR's Performance Units, LTIP Units, restricted stock and option activities during the year ended December 31, 2023 is as follows (*shares in thousands*):

	Unvested Performance Units Outstanding		Performance Units Exercisable			Unvested Stock Options Outstanding		Stock Options Exercisable		LTIP Units		Restricted Stock	
			Weighted Average		Weighted Average		Weighted Average		Weighted Average		Weighted Average Fair Value Per Unit		
	Number of Units	Exercise Price	Number of Units	Exercise Price	Number of Options	Exercise Price	Number of Options	Exercise Price	Number of LTIP Units	LTIP Unit	Number of shares	Weighted Average Fair Value Per Share	
Balance, December 31, 2022	2,749	\$ 44.66	1,823	\$ 36.85	1,225	\$ 45.91	—	\$ —	491	\$ 53.69	273	\$ 48.1	
Granted	2,207	38.59	—	—	133	38.59	—	—	232	50.11	224	41.1	
Exercised	—	—	—	—	—	—	—	—	—	—	—	—	
Vested	(455)	40.28	455	40.28	(19)	59.90	19	59.90	(411)	54.09	(125)	47.8	
Forfeited (a)	(784)	46.28	—	—	—	—	—	—	—	—	(7)	47.0	
Balance, December 31, 2023	<u>3,717</u>	<u>\$ 41.25</u>	<u>2,278</u>	<u>\$ 37.53</u>	<u>1,339</u>	<u>\$ 44.99</u>	<u>19</u>	<u>\$ 59.90</u>	<u>312</u>	<u>\$ 50.51</u>	<u>365</u>	<u>\$ 44.9</u>	

(a) During the year ended December 31, 2023, UDR recorded a \$ 4.1 million expense related to the cancellation of 0.8 million of unvested Performance Unit awards, which is included in *General and administrative* on the Consolidated Statements of Operations.

As of December 31, 2023, the Company had granted 6.9 million shares of restricted stock, 3.0 million LTIP Units, 6.0 million Performance Units, and 1.4 million stock options under the LTIP.

Stock Option Awards

UDR has granted stock options to our employees and Company directors. Subject to certain conditions, each stock option is exercisable into one share of UDR common stock.

The total remaining compensation cost on unvested stock options was \$ 2.9 million as of December 31, 2023.

During the year ended December 31, 2023, no stock options were exercised.

The weighted average remaining contractual life on all stock options outstanding as of December 31, 2023 is 8.6 years and such options have a weighted average exercise price of \$ 44.99.

During the years ended December 31, 2023 and 2022, we recognized \$ 0.6 million and \$ 0.7 million, respectively, of net compensation expense related to outstanding stock options. No compensation expense related to outstanding stock options was recognized during the year ended December 31, 2021.

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Restricted Stock Awards

Restricted stock awards are granted to our employees and Company directors. The restricted stock awards are valued based upon the closing sales price of UDR common stock on the date of grant. Compensation expense is recorded under either the straight-line method or graded vesting method over the vesting period, which is generally one to four years. Restricted stock awards earn dividends payable in cash or dividend reinvestment shares. Some of the restricted stock grants are based on the Company's performance and are subject to adjustment during the initial one to three year performance periods. During the years ended December 31, 2023, 2022, and 2021, we recognized \$ 6.4 million, \$ 5.7 million, and \$ 4.5 million of compensation expense, net of capitalization, related to the amortization of restricted stock awards, respectively. The total remaining compensation cost on unvested restricted stock awards was \$ 5.4 million and had a weighted average remaining contractual life of 2.0 years as of December 31, 2023.

Unit Awards

Unit awards are granted to our employees and Company directors. Compensation expense is recorded under either the straight-line method or graded vesting method over the vesting period, which is generally one to four years. Unit awards earn distributions payable in cash or distribution reinvestment units. Some of the Unit awards are based on the Company's performance and are subject to adjustment during the initial one to three year performance periods. During the years ended December 31, 2023, 2022, and 2021, we recognized \$ 6.2 million, \$ 15.9 million and \$ 5.9 million, respectively, of compensation expense, net of capitalization, related to the amortization of the awards. The total remaining compensation cost on Unit awards was \$ 3.7 million and had a weighted average remaining contractual life of 1.3 years as of December 31, 2023.

Performance Unit Awards

UDR has granted Performance Units to our employees and Company directors. Subject to certain conditions, each Performance Unit is exercisable into one Operating Partnership common unit. Compensation expense is recorded under either the straight-line method or graded vesting method over the vesting period, which is generally one to four years. Performance Unit awards earn distributions payable in cash equivalent to 2% of regular distributions paid on OP Units. Some of the Performance Unit awards are based on the Company's performance and are subject to adjustment during the initial one to three year performance periods.

The total remaining compensation cost on unvested Performance Units was \$ 11.6 million as of December 31, 2023.

During the year ended December 31, 2023, no Performance Units were exercised.

The weighted average remaining contractual life on all Performance Units outstanding as of December 31, 2023 is 8.1 years and such Performance Units have a weighted average exercise price of \$ 41.25.

During the years ended December 31, 2023, 2022 and 2021, we recognized \$ 19.8 million, \$ 5.2 million and \$ 11.7 million, respectively, of net compensation expense related to outstanding Performance Units.

Short-Term Incentive Compensation

In January 2023, certain officers of the Company were awarded either a restricted stock grant, an STI Unit grant, or an STI Performance Unit grant, or a combination of all three, under the 2023 Long-Term Incentive Program ("2023 LTI"). All three of the awards represent short-term incentive compensation for the officers. The restricted stock award was valued for compensation expense purposes based upon the closing sales price of UDR common stock on the date of grant in accordance with ASC 718, *Compensation - Stock Compensation* ("ASC 718"), or \$ 38.59 per share. The STI Unit award was valued for compensation expense purposes based upon the closing sales price of UDR common stock on the date of grant in accordance with ASC 718, or \$ 38.59 per unit, inclusive of a discount due to uncertainty associated with the STI Unit reaching parity with the value of a share of UDR common stock. The STI Performance Unit award was valued for compensation expense purposes on the date of grant in accordance with ASC 718 as determined by the lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 29.0 %, an expected life of 5.5 years, an annualized risk-free rate of 4.09 %, and an annual dividend yield of 3.3 %, or \$ 7.86 per unit, inclusive of a discount due to uncertainty associated with the STI Performance Unit reaching parity with the value of a

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share of UDR common stock. The restricted stock awards, STI Unit awards, and STI Performance Unit awards are primarily based on the Company's performance and are subject to adjustment based on performance against predefined metrics during the one-year performance period.

In January 2022, certain officers of the Company were awarded STI Unit grants under the 2022 Long-Term Incentive Program ("2022 LTI"). The STI Unit awards represent short-term incentive compensation for the officers and were valued for compensation expense purposes based upon the closing sales price of UDR common stock on the date of grant in accordance with ASC 718, *Compensation - Stock Compensation*, or \$ 51.10 per unit, inclusive of a discount due to uncertainty associated with the STI Unit reaching parity with the value of a share of UDR common stock. The STI Unit awards are primarily based on the Company's performance and are subject to adjustment based on performance against predefined metrics during the one-year performance period.

In January 2021, certain officers of the Company were awarded STI Performance Unit grants under the 2021 Long-Term Incentive Program ("2021 LTI"). The STI Performance Unit awards represent short-term incentive compensation for the officers and were valued for compensation expense purposes on the date of grant in accordance with ASC 718, *Compensation - Stock Compensation*, as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 27.0 %, an expected life of 5.5 years, an annualized risk-free rate of 0.49 %, and an annual dividend yield of 3.4 %, or \$ 5.06 per unit, inclusive of a discount due to uncertainty associated with the STI Performance Unit reaching parity with the value of a share of UDR common stock. The STI Performance Unit awards are primarily based on the Company's performance and are subject to adjustment based on performance against predefined metrics during the one-year performance period.

Long-Term Incentive Compensation

In January 2023, certain officers of the Company were awarded either a restricted stock grant, an LTIP Unit grant, or an LTI Performance Unit grant, or a combination of all three, under the 2023 LTI. For all three restricted stock grants, LTIP Unit grants and Performance Unit grants, thirty percent of the 2023 LTI award is based upon FFO as Adjusted over a one-year period and will vest fifty percent on the one-year anniversary and fifty percent on the two-year anniversary. Fifteen percent of the 2023 LTI award is based upon relative FFO as Adjusted over a three-year period and will vest 100 % at the end of the three-year performance period. The remaining fifty-five percent of the 2023 LTI award is based on Total Shareholder Return ("TSR") as measured relative to comparable apartment REITs over a three-year period and as measured relative to the Nareit Equity REITs Total Return Index over a three-year period whereby all three will vest 100 % at the end of the three-year performance periods. The portion of the restricted stock grant based upon FFO as Adjusted was valued for compensation expense purposes based upon the closing sales price of UDR common stock on the date of grant or \$ 38.59 per share. Because LTIP Units are granted at the maximum potential payout and there is uncertainty associated with an LTIP Unit reaching parity with the value of a share of UDR common stock, the portion of the LTIP Unit grant based upon the one-year FFO as Adjusted was valued for compensation expense purposes at \$ 17.58 per unit on the grant date, inclusive of an 8.9 % discount, and the portion of the LTIP Unit grant based upon the three-year FFO as Adjusted was valued for compensation expense purposes at \$ 18.45 per unit on the grant date, inclusive of a 4.4 % discount. Because LTIP Performance Units are granted at the maximum potential payout and there is uncertainty associated with an LTIP Performance Unit reaching parity with the value of a share of UDR common stock, the portion of the LTIP Performance Unit grant based upon the one-year FFO as Adjusted was valued for compensation expense purposes at \$ 4.12 per unit on the grant date, inclusive of an 8.9 % discount, a volatility factor of 29.0 %, an expected life of 5.5 years, an annualized risk-free rate of 4.09 %, and an annual dividend yield of 3.3 %, and the portion of the LTIP Unit grant based upon the three-year FFO as Adjusted was valued for compensation expense purposes at \$ 4.29 per unit on the grant date, inclusive of a 4.4 % discount, a volatility factor of 27.0 %, an expected life of 6.5 years, an annualized risk-free rate of 4.08 %, and an annual dividend yield of 3.3 %. The portion of the restricted stock grant based upon relative TSR was valued for compensation expense purposes at \$ 44.85 per share for the comparable apartment REITs component and \$ 43.30 per share for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 36.0 %. The portion of the LTIP Unit grant based upon relative TSR was valued for compensation expense purposes at \$ 21.62 per unit, inclusive of a 4.4 % discount, for the comparable apartment REITs component and \$ 20.89 per unit, inclusive of a 4.4 % discount, for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 36.0 %. The portion of the LTIP Performance Unit grant based upon relative TSR was valued for compensation expense purposes at \$ 6.02 per unit, inclusive of a 4.4 % discount, for the comparable

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apartment REITs component and \$ 5.86 per unit, inclusive of a 4.4 % discount, for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 16.0 %, an expected life of 6.5 years, an annualized risk-free rate of 4.08 %, and an annual dividend yield of 3.2 %.

In January 2022, certain officers of the Company were awarded either a restricted stock grant or an LTIP Unit grant, or a combination of both, under the 2022 LTI. For both restricted stock grants and LTIP Unit grants, thirty percent of the 2022 LTI award is based upon FFO as Adjusted over an approximately one-year period and will vest fifty percent on the one-year anniversary and fifty percent on the two-year anniversary. Fifteen percent of the 2022 LTI award is based upon relative FFO as Adjusted over a three-year period and will vest 100 % at the end of the three-year performance period. The remaining fifty-five percent of the 2022 LTI award is based on Total Shareholder Return ("TSR") as measured relative to comparable apartment REITs over a three-year period and as measured relative to the Nareit Equity REITs Total Return Index over a three-year period whereby both will vest 100 % at the end of the three-year performance periods. The portion of the restricted stock grant based upon FFO as Adjusted was valued for compensation expense purposes based upon the closing sales price of UDR common stock on the date of grant or \$ 59.90 per share. Because LTIP Units are granted at the maximum potential payout and there is uncertainty associated with an LTIP Unit reaching parity with the value of a share of UDR common stock, the portion of the LTIP Unit grant based upon the one-year FFO as Adjusted was valued for compensation expense purposes at \$ 27.04 per unit on the grant date, inclusive of a 9.7 % discount, and the portion of the LTIP Unit grant based upon the three-year FFO as Adjusted was valued for compensation expense purposes at \$ 28.72 per unit on the grant date, inclusive of a 4.1 % discount. The portion of the restricted stock grant based upon relative TSR was valued for compensation expense purposes at \$ 66.83 per share for the comparable apartment REITs component and \$ 68.02 per share for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 33.0 %. The portion of the LTIP Unit grant based upon relative TSR was valued for compensation expense purposes at \$ 31.95 per unit, inclusive of a 4.1 % discount, for the comparable apartment REITs component and \$ 32.85 per unit, inclusive of a 4.1 % discount, for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 33.0 %.

In January 2021, certain officers of the Company were awarded either a restricted stock grant, an LTIP Unit grant, or an LTIP Performance Unit grant, or a combination of all three, under the 2021 LTI. For all three restricted stock grants, LTIP Unit grants and Performance Unit grants, thirty percent of the 2021 LTI award is based upon FFO as Adjusted over an approximately one-year period and will vest fifty percent on the one-year anniversary and fifty percent on the two-year anniversary. Fifteen percent of the 2021 LTI award is based upon relative FFO as Adjusted over a three-year period and will vest 100 % at the end of the three-year performance period. The remaining fifty-five percent of the 2021 LTI award is based on Total Shareholder Return ("TSR") as measured relative to comparable apartment REITs over a three-year period and as measured relative to the Nareit Equity REITs Total Return Index over a three-year period whereby all three will vest 100 % at the end of the three-year performance periods. The portion of the restricted stock grant based upon FFO as Adjusted was valued for compensation expense purposes based upon the closing sales price of UDR common stock on the date of grant or \$ 36.85 per share. Because LTIP Units are granted at the maximum potential payout and there is uncertainty associated with an LTIP Unit reaching parity with the value of a share of UDR common stock, the portion of the LTIP Unit grant based upon the one-year FFO as Adjusted was valued for compensation expense purposes at \$ 16.69 per unit on the grant date, inclusive of a 9.4 % discount, and the portion of the LTIP Unit grant based upon the three-year FFO as Adjusted was valued for compensation expense purposes at \$ 17.71 per unit on the grant date, inclusive of a 3.9 % discount. Because LTIP Performance Units are granted at the maximum potential payout and there is uncertainty associated with an LTIP Performance Unit reaching parity with the value of a share of UDR common stock, the portion of the LTIP Performance Unit grant based upon the one-year FFO as Adjusted was valued for compensation expense purposes at \$ 2.67 per unit on the grant date, inclusive of a 9.4 % discount, a volatility factor of 27.0 %, an expected life of 5.5 years, an annualized risk-free rate of 0.49 %, and an annual dividend yield of 3.4 %, and the portion of the LTIP Unit grant based upon the three-year FFO as Adjusted was valued for compensation expense purposes at \$ 2.85 per unit on the grant date, inclusive of a 3.9 % discount, a volatility factor of 26.0 %, an expected life of 6.5 years, an annualized risk-free rate of 0.57 %, and an annual dividend yield of 3.4 %. The portion of the restricted stock grant based upon relative TSR was valued for compensation expense purposes at \$ 40.09 per share for the comparable apartment REITs component and \$ 39.95 per share for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo

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simulation using a volatility factor of 33.0 %. The portion of the LTIP Unit grant based upon relative TSR was valued for compensation expense purposes at \$ 19.43 per unit, inclusive of a 3.9 % discount, for the comparable apartment REITs component and \$ 19.37 per unit, inclusive of a 3.9 % discount, for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 33.0 %. The portion of the LTIP Performance Unit grant based upon relative TSR was valued for compensation expense purposes at \$ 3.59 per unit, inclusive of a 3.9 % discount, for the comparable apartment REITs component and \$ 3.70 per unit, inclusive of a 3.9 % discount, for the Nareit Equity REITs Total Return Index component on the grant date as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 33.0 %, an expected life of 6.5 years, an annualized risk-free rate of 0.16 %, and an annual dividend yield of 3.5 %.

Profit Sharing Plan

Our profit sharing plan (the "Plan") is a defined contribution plan covering all eligible full-time employees. Under the Plan, UDR makes discretionary profit sharing and matching contributions to the Plan as determined by the Compensation Committee of the Board of Directors. Aggregate provisions for contributions, both matching and discretionary, which are included in *General and administrative* on UDR's Consolidated Statements of Operations for the years ended December 31, 2023, 2022, and 2021, were \$ 1.1 million, \$ 1.7 million, and \$ 1.4 million, respectively.

11. INCOME TAXES

For 2023, 2022, and 2021, UDR believes that we have complied with the REIT requirements specified in the Code. As such, the REIT would generally not be subject to federal income taxes.

For income tax purposes, distributions paid to common stockholders may consist of ordinary income, qualified dividends, capital gains, unrecaptured section 1250 gains, return of capital, or a combination thereof. Distributions that exceed our current and accumulated earnings and profits constitute a return of capital rather than taxable income and reduce the stockholder's basis in their common shares. To the extent that a distribution exceeds both current and accumulated earnings and profits and the stockholder's basis in the common shares, it generally will be treated as a gain from the sale or exchange of that stockholder's common shares. Taxable distributions paid per common share were taxable as follows for the years ended December 31, 2023, 2022 and 2021 (*unaudited*):

	Year Ended December 31,		
	2023	2022	2021
Ordinary income	\$ 1.4384	\$ 1.3329	\$ 0.9798
Qualified ordinary income	0.0001	0.0001	0.0405
Long-term capital gain	0.1697	0.1521	0.3577
Unrecaptured section 1250 gain	0.0318	0.0174	0.0695
Total	\$ 1.6400	\$ 1.5025	\$ 1.4475

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We have a TRS that is subject to federal and state income taxes. A TRS is a C-corporation which has not elected REIT status and as such is subject to United States federal and state income tax. The components of the provision for income taxes are as follows for the years ended December 31, 2023, 2022, and 2021 (*dollars in thousands*):

	Year Ended December 31,		
	2023	2022	2021
Income tax (benefit)/provision			
Current			
Federal	\$ 69	\$ —	\$ 2,693
State	<u>2,036</u>	<u>440</u>	<u>1,236</u>
Total current	<u>2,105</u>	<u>440</u>	<u>3,929</u>
Deferred			
Federal	26	(27)	(1,770)
State	23	(16)	(672)
Investment tax credit	(48)	(48)	(48)
Total deferred	1	(91)	(2,490)
Total income tax (benefit)/provision	<u>\$ 2,106</u>	<u>\$ 349</u>	<u>\$ 1,439</u>

Deferred income taxes are provided for the change in temporary differences between the basis of certain assets and liabilities for financial reporting purposes and income tax reporting purposes. The expected future tax rates are based upon enacted tax laws. The components of our TRS deferred tax assets and liabilities are as follows for the years ended December 31, 2023, 2022, and 2021 (*dollars in thousands*):

	Year Ended December 31,		
	2023	2022	2021
Deferred tax assets:			
Federal and state tax attributes	\$ 28	\$ 157	\$ 60
Other	<u>153</u>	<u>64</u>	<u>102</u>
Total deferred tax assets	<u>181</u>	<u>221</u>	<u>162</u>
Valuation allowance	(27)	(33)	(32)
Net deferred tax assets	<u>154</u>	<u>188</u>	<u>130</u>
Deferred tax liabilities:			
Book/tax depreciation and basis	(881)	(876)	(860)
Other	<u>(76)</u>	<u>(67)</u>	<u>(68)</u>
Total deferred tax liabilities	<u>(957)</u>	<u>(943)</u>	<u>(928)</u>
Net deferred tax assets/(liabilities)	<u><u>\$ (803)</u></u>	<u><u>\$ (755)</u></u>	<u><u>\$ (798)</u></u>

Income tax provision/(benefit), net from our TRS differed from the amounts computed by applying the U.S. statutory rate of 21% to pretax income/(loss) for the years ended December 31, 2023, 2022, and 2021 as follows (*dollars in thousands*):

	Year Ended December 31,		
	2023	2022	2021
Income tax provision/(benefit)			
U.S. federal income tax provision/(benefit)	\$ 105	\$ (109)	\$ 1,058
State income tax provision	<u>2,054</u>	<u>914</u>	<u>664</u>
Other items	—	(409)	(246)
Solar credit amortization	(48)	(48)	(48)
ITC basis adjustment	—	—	2
Valuation allowance	(5)	1	9
Total income tax provision/(benefit)	<u><u>\$ 2,106</u></u>	<u><u>\$ 349</u></u>	<u><u>\$ 1,439</u></u>

As of December 31, 2023, the Company had federal net operating loss carryovers ("NOL") of \$ 23.9 million expiring in 2032 through 2035 and state NOLs of \$ 65.4 million expiring in 2023 through 2032. A portion of these attributes are still available to the subsidiary REITs, but are carried at a zero effective tax rate.

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The Company's *Tax benefit/(provision), net* was \$(2.1) million, \$(0.3) million and \$(1.4) million for the years ended December 31, 2023, 2022 and 2021, respectively. The increase of \$ 1.8 million was primarily attributable to an increase in state taxes, as well as an increase in TRS income of \$ 1.0 million. GAAP defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The financial statements reflect expected future tax consequences of income tax positions presuming the taxing authorities' full knowledge of the tax position and all relevant facts, but without considering time values. GAAP also provides guidance on derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition.

The Company evaluates our tax position using a two-step process. First, we determine whether a tax position is more likely than not (greater than 50 percent probability) to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Company will then determine the amount of benefit to recognize and record the amount of the benefit that is more likely than not to be realized upon ultimate settlement. As of December 31, 2023 and 2022, UDR has no material unrecognized income tax benefits/(provisions), net.

The Company files income tax returns in federal and various state and local jurisdictions. The tax years 2020 through 2022 remain open to examination by the major taxing jurisdictions to which the Company is subject.

12. NONCONTROLLING INTERESTS

Redeemable Noncontrolling Interests in the Operating Partnership and DownREIT Partnership

Interests in the Operating Partnership and the DownREIT Partnership held by limited partners are represented by OP Units and DownREIT Units, respectively. The income is allocated to holders of OP Units/DownREIT Units based upon net income attributable to common stockholders and the weighted average number of OP Units/DownREIT Units outstanding to total common shares plus OP Units/DownREIT Units outstanding during the period. Capital contributions, distributions, and profits and losses are allocated to noncontrolling interests in accordance with the terms of the partnership agreements of the Operating Partnership and the DownREIT Partnership.

Limited partners of the Operating Partnership and the DownREIT Partnership have the right to require such partnership to redeem all or a portion of the OP Units/DownREIT Units held by the limited partner at a redemption price equal to and in the form of the Cash Amount (as defined in the partnership agreement of the Operating Partnership or the DownREIT Partnership, as applicable), provided that such OP Units/DownREIT Units have been outstanding for at least one year, subject to certain exceptions. UDR, as the general partner of the Operating Partnership and the DownREIT Partnership may, in its sole discretion, purchase the OP Units/DownREIT Units by paying to the limited partner either the Cash Amount or the REIT Share Amount (generally one share of common stock of the Company for each OP Unit/DownREIT Unit), as defined in the partnership agreement of the Operating Partnership or the DownREIT Partnership, as applicable. Accordingly, the Company records the OP Units/DownREIT Units outside of permanent equity and reports the OP Units/DownREIT Units at their redemption value using the Company's stock price at each balance sheet date.

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The following table sets forth redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership for the years ended December 31, 2023 and 2022 (*dollars in thousands*):

	Year Ended December 31,	
	2023	2022
Redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership at beginning of year	\$ 839,850	\$ 1,299,442
Mark-to-market adjustment to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	(10,211)	(444,293)
OP Units issued for real estate, net	141,359	—
Conversion of OP Units/DownREIT Units to Common Stock or Cash	(30,569)	(44,346)
Net income/(loss) attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	30,104	5,613
Distributions to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	(39,072)	(34,020)
Redeemable Long-Term and Short-Term Incentive Plan Units	29,857	56,568
Allocation of other comprehensive income/(loss)	(231)	886
Redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership at end of year	\$ 961,087	\$ 839,850

Noncontrolling Interests

Noncontrolling interests represent interests of unrelated partners in certain consolidated affiliates, and are presented as part of equity on the Consolidated Balance Sheets since these interests are not redeemable. *Net (income)/loss attributable to noncontrolling interests* was less than \$(0.1) million, less than \$(0.1) million, and \$(0.1) million during the years ended December 31, 2023, 2022, and 2021, respectively.

13. FAIR VALUE OF DERIVATIVES AND FINANCIAL INSTRUMENTS

Fair value is based on the price that would be received to sell an asset or the exit price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three-level valuation hierarchy prioritizes observable and unobservable inputs used to measure fair value. The fair value hierarchy consists of three broad levels, which are described below:

- Level 1 — Quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.
- Level 2 — Observable inputs other than prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated with observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

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The estimated fair values of the Company's financial instruments either recorded or disclosed on a recurring basis as of December 31, 2023 and 2022 are summarized as follows (*dollars in thousands*):

	Total Carrying Amount in Statement of Financial Position at December 31, 2023 (a)	Fair Value Estimate at December 31, 2023	Fair Value at December 31, 2023, Using		
			Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Description:					
Notes receivable, net (b)	\$ 228,825	\$ 222,755	\$ —	\$ —	\$ 222,755
Equity securities (c)	7,210	7,210	7,210	—	—
Derivatives - Interest rate contracts (d)	10,103	10,103	—	10,103	—
Total assets	\$ 246,138	\$ 240,068	\$ 7,210	\$ 10,103	\$ 222,755
Secured debt instruments - fixed rate: (e)					
Mortgage notes payable	\$ 1,215,228	\$ 1,124,140	\$ —	\$ —	\$ 1,124,140
Secured debt instruments - variable rate: (e)					
Mortgage notes payable	40,017	40,017	—	—	40,017
Tax-exempt secured notes payable	27,000	27,000	—	—	27,000
Unsecured debt instruments: (e)					
Working capital credit facility	4,593	4,593	—	—	4,593
Commercial paper program	408,075	408,075	—	—	408,075
Unsecured notes	4,129,010	3,611,697	—	—	3,611,697
Total liabilities	\$ 5,823,923	\$ 5,215,522	\$ —	\$ —	\$ 5,215,522
Redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership (f)	\$ 961,087	\$ 961,087	\$ —	\$ 961,087	\$ —

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	Total Carrying Amount in Statement of Financial Position at December 31, 2022 (a)	Fair Value Estimate at December 31, 2022	Fair Value at December 31, 2022, Using		
			Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Description:					
Notes receivable, net (b)	\$ 54,707	\$ 55,514	\$ —	\$ —	\$ 55,514
Equity securities (c)	9,707	9,707	9,707	—	—
Derivatives - Interest rate contracts (d)	15,270	15,270	—	15,270	—
Total assets	\$ 79,684	\$ 80,491	\$ 9,707	\$ 15,270	\$ 55,514
Secured debt instruments - fixed rate: (e)					
Mortgage notes payable	\$ 1,028,169	\$ 909,041	\$ —	\$ —	\$ 909,041
Secured debt instruments - variable rate: (e)					
Tax-exempt secured notes payable	27,000	27,000	—	—	27,000
Unsecured debt instruments: (e)					
Working capital credit facility	28,015	28,015	—	—	28,015
Commercial paper program	300,000	300,000	—	—	300,000
Unsecured notes	4,131,047	3,448,632	—	—	3,448,632
Total liabilities	\$ 5,514,231	\$ 4,712,688	\$ —	\$ —	\$ 4,712,688
Redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership					
(f)	\$ 839,850	\$ 839,850	\$ —	\$ 839,850	\$ —

(a) Certain balances include fair market value adjustments and exclude deferred financing costs.

(b) See Note 2, *Significant Accounting Policies*.

(c) The Company holds a direct investment in a publicly traded real estate technology company, SmartRent. The investment is valued at the market price on December 31, 2023 and 2022. The Company currently classifies the investment as Level 1 in the fair value hierarchy. During the years ended December 31, 2023 and 2022, the Company increased its direct investment in SmartRent due to stock distributions from its unconsolidated real estate technology investments. During the year ended December 31, 2023, the Company sold 4.6 million shares of SmartRent at an average price per share of \$ 3.18 for net proceeds of \$ 14.4 million and recognized a net realized/unrealized gain on sale of \$ 2.5 million recorded in *Interest income and other income/(expense), net* on the Consolidated Statement of Operations. During the year ended December 31, 2022, the Company did not sell any shares of SmartRent.

(d) See Note 14, *Derivatives and Hedging Activity*.

(e) See Note 7, *Secured and Unsecured Debt, Net*.

(f) See Note 12, *Noncontrolling Interests*.

There were no transfers into or out of any of the levels of the fair value hierarchy during the year ended December 31, 2023 and 2022.

Financial Instruments Carried at Fair Value

The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived

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from observable market interest rate curves. The fair values of interest rate swaps and caps are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise above the strike rate of the caps. The variable interest rates used in the calculation of projected receipts on the cap are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities.

The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of December 31, 2023 and 2022, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy. In conjunction with the FASB's fair value measurement guidance, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

Redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership have a redemption feature and are marked to their redemption value. The redemption value is based on the fair value of the Company's common stock at the redemption date, and therefore, is calculated based on the fair value of the Company's common stock at the balance sheet date. Since the valuation is based on observable inputs such as quoted prices for similar instruments in active markets, redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership are classified as Level 2.

Financial Instruments Not Carried at Fair Value

At December 31, 2023, the fair values of cash and cash equivalents, restricted cash, accounts receivable, prepaids, real estate taxes payable, accrued interest payable, security deposits and prepaid rent, distributions payable and accounts payable approximated their carrying values because of the short term nature of these instruments. The estimated fair values of other financial instruments, which includes notes receivable and debt instruments, are classified in Level 3 of the fair value hierarchy due to the significant unobservable inputs that are utilized in their respective valuations.

14. DERIVATIVES AND HEDGING ACTIVITY

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its debt funding and through the use of derivative financial instruments. Specifically, the Company may enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's investments and borrowings.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate

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payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium.

The changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in *Accumulated other comprehensive income/(loss), net* on the Consolidated Balance Sheets and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the years ended December 31, 2023, 2022, and 2021, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt.

Amounts reported in *Accumulated other comprehensive income/(loss), net* on the Consolidated Balance Sheets related to derivatives that will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. Through December 31, 2024, the Company estimates that an additional \$ 6.0 million will be reclassified as a decrease to *Interest expense*.

As of December 31, 2023, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk (*dollars in thousands*):

Product	Number of Instruments	Notional
Interest rate swaps and caps	6	\$ 369,880

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of GAAP. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. As of December 31, 2023, no derivatives not designated as hedges were held by the Company.

Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Balance Sheets

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2023 and 2022 (*dollars in thousands*):

Derivatives designated as hedging instruments: Interest rate products	Asset Derivatives (included in <i>Other assets</i>)		Liability Derivatives (included in <i>Other liabilities</i>)	
	Fair Value at:		Fair Value at:	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	\$ 10,103	\$ 15,270	\$ —	\$ —

Tabular Disclosure of the Effect of Derivative Instruments on the Consolidated Statements of Operations

The tables below present the effect of the Company's derivative financial instruments on the Consolidated Statements of Operations for the years ended December 31, 2023, 2022, and 2021 (*dollars in thousands*):

Derivatives in Cash Flow Hedging Relationships	Unrealized holding gain/(loss) Recognized in OCI			Gain/(Loss) Reclassified from Accumulated OCI into <i>Interest expense</i>			Gain/(Loss) Recognized in <i>Interest expense</i> (Amount Excluded from Effectiveness Testing)		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
	\$ 3,872	\$ 14,489	\$ 3,502	\$ 7,533	\$ 998	\$ (1,755)	\$ —	\$ —	\$ —

UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
DECEMBER 31, 2023

	Year Ended December 31,		
	2023	2022	2021
Total amount of <i>Interest expense</i> presented on the Consolidated Statements of Operations	\$ 180,866	\$ 155,900	\$ 186,267

Credit-risk-related Contingent Features

The Company has agreements with its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

The Company has certain agreements with some of its derivative counterparties that contain a provision where, in the event of default by the Company or the counterparty, the right of setoff may be exercised. Any amount payable to one party by the other party may be reduced by its setoff against any amounts payable by the other party. Events that give rise to default by either party may include, but are not limited to, the failure to pay or deliver payment under the derivative agreement, the failure to comply with or perform under the derivative agreement, bankruptcy, a merger without assumption of the derivative agreement, or in a merger, a surviving entity's creditworthiness is materially weaker than the original party to the derivative agreement.

Tabular Disclosure of Offsetting Derivatives

The Company has elected not to offset derivative positions on the consolidated financial statements. The tables below present the effect on its financial position had the Company made the election to offset its derivative positions as of December 31, 2023 and 2022 (*dollars in thousands*):

	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets Presented in the Consolidated Balance Sheets (a)	Gross Amounts Not Offset in the Consolidated Balance Sheets		
				Financial Instruments	Cash Collateral Received	Net Amount
Offsetting of Derivative Assets						
December 31, 2023	\$ 10,103	\$ —	\$ 10,103	\$ —	\$ —	\$ 10,103
December 31, 2022	\$ 15,270	\$ —	\$ 15,270	\$ —	\$ —	\$ 15,270

(a) Amounts reconcile to the aggregate fair value of derivative assets in the "Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Balance Sheets" located in this footnote.

	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Liabilities Presented in the Consolidated Balance Sheets (a)	Gross Amounts Not Offset in the Consolidated Balance Sheets		
				Financial Instruments	Cash Collateral Posted	Net Amount
Offsetting of Derivative Liabilities						
December 31, 2023	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
December 31, 2022	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

(a) Amounts reconcile to the aggregate fair value of derivative liabilities in the "Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Balance Sheets" located in this footnote.

UDR, INC.
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DECEMBER 31, 2023

15. COMMITMENTS AND CONTINGENCIES

Commitments

The following summarizes the Company's commitments at December 31, 2023 (*dollars in thousands*):

	<u>Number Properties</u>	<u>UDR's Investment (a)</u>	<u>UDR's Remaining Commitment</u>
Real estate commitments			
Wholly-owned — under development	2	\$ 160,404	\$ 27,096
Wholly-owned — redevelopment (b)	14	73,869	123,030
Other unconsolidated investments:			
Real estate technology and sustainability investments (c)	-	55,948	40,052
Total		\$ 290,221	\$ 190,178

(a) Represents UDR's investment as of December 31, 2023.

(b) Projects consist of unit renovations and/or renovation of related common area amenities.

(c) As of December 31, 2023, the investments were recorded in either *Investment in and advances to unconsolidated joint ventures, net* or *Other Assets* on the Consolidated Balance Sheets.

Contingencies

Litigation and Legal Matters

The Company is subject to various legal proceedings and claims arising in the ordinary course of business. The Company cannot determine the ultimate liability with respect to such legal proceedings and claims at this time. The Company believes that such liability, to the extent not provided for through insurance or otherwise, will not have a material adverse effect on our financial condition, results of operations or cash flows.

16. REPORTABLE SEGMENTS

GAAP guidance requires that segment disclosures present the measure(s) used by the Chief Operating Decision Maker to decide how to allocate resources and for purposes of assessing such segments' performance. UDR's Chief Operating Decision Maker is comprised of several members of its executive management team who use several generally accepted industry financial measures to assess the performance of the business for our reportable operating segments.

UDR owns and operates multifamily apartment communities that generate rental and other property related income through the leasing of apartment homes to a diverse base of tenants. The primary financial measures for UDR's apartment communities are rental income and net operating income ("NOI"). Rental income represents gross market rent less adjustments for concessions, vacancy loss and bad debt. NOI is defined as rental income less direct property rental expenses. Rental expenses include real estate taxes, insurance, personnel, utilities, repairs and maintenance, administrative and marketing. Excluded from NOI is property management expense, which is calculated as 3.25 % of property revenue, and land rent. Property management expense covers costs directly related to consolidated property operations, inclusive of corporate management, regional supervision, accounting and other costs. UDR's Chief Operating Decision Maker utilizes NOI as the key measure of segment profit or loss.

UDR's two reportable segments are *Same-Store Communities* and *Non-Mature Communities/Other*:

- *Same-Store Communities* represent those communities acquired, developed, and stabilized prior to January 1, 2022 and held as of December 31, 2023. A comparison of operating results from the prior year is meaningful as these communities were owned and had stabilized occupancy and operating expenses as of the beginning of the prior year, there is no plan to conduct substantial redevelopment activities, and the community is not classified as held for disposition within the current year. A community is considered to have stabilized occupancy once it achieves 90% occupancy for at least three consecutive months.

UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
DECEMBER 31, 2023

- *Non-Mature Communities/Other* represent those communities that do not meet the criteria to be included in *Same-Store Communities*, including, but not limited to, recently acquired, developed and redeveloped communities, and the non-apartment components of mixed use properties.

Management evaluates the performance of each of our apartment communities on a *Same-Store Community* and *Non-Mature Community/Other* basis, as well as individually and geographically. This is consistent with the aggregation criteria under GAAP as each of our apartment communities generally has similar economic characteristics, facilities, services, and tenants. Therefore, the Company's reportable segments have been aggregated by geography in a manner identical to that which is provided to the Chief Operating Decision Maker.

All revenues are from external customers and no single tenant or related group of tenants contributed 10% or more of UDR's total revenues during the years ended December 31, 2023, 2022, and 2021.

The following is a description of the principal streams from which the Company generates its revenue:

Lease Revenue

Lease revenue related to leases is recognized on an accrual basis when due from residents or tenants in accordance with ASC 842, *Leases*. Rental payments are generally due on a monthly basis and recognized on a straight-line basis over the noncancelable lease term because collection of the lease payments was probable at lease commencement, inclusive of any periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option. In addition, in circumstances where a lease incentive is provided to tenants, the incentive is recognized as a reduction of lease revenue on a straight-line basis over the lease term.

Lease revenue also includes all pass-through revenue from retail and residential leases and common area maintenance reimbursements from retail leases. These services represent non-lease components in a contract as the Company transfers a service to the lessee other than the right to use the underlying asset. The Company has elected the practical expedient under the leasing standard to not separate lease and non-lease components from its resident and retail lease contracts as the timing and pattern of revenue recognition for the non-lease component and related lease component are the same and the combined single lease component would be classified as an operating lease.

Other Revenue

Other revenue is generated by services provided by the Company to its retail and residential tenants and other unrelated third parties. Revenue is measured based on consideration specified in contracts with customers. The Company recognizes revenue when it satisfies a performance obligation by providing the services specified in a contract to the customer. These fees are generally recognized as earned.

Joint venture management and other fees

The *Joint venture management and other fees* revenue consists of management fees charged to our equity method joint ventures per the terms of contractual agreements and other fees. Joint venture fee revenue is recognized monthly as the management services are provided and the fees are earned or upon a transaction whereby the Company earns a fee. *Joint venture management and other fees* are not allocable to a specific reportable segment or segments.

The following table details rental income and NOI for UDR's reportable segments for the years ended December 31, 2023, 2022, and 2021, and reconciles NOI to *Net income/(loss) attributable to UDR, Inc.* on the Consolidated Statements of Operations (*dollars in thousands*):

UDR, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
DECEMBER 31, 2023

	Year Ended December 31,		
	2023	2022	2021
Reportable apartment home segment lease revenue			
Same-Store Communities			
West Region	\$ 463,119	\$ 443,435	\$ 399,692
Mid-Atlantic Region	301,785	286,825	249,455
Northeast Region	302,568	282,744	239,301
Southeast Region	226,352	210,156	166,800
Southwest Region	150,818	144,031	118,316
Non-Mature Communities/Other	125,868	97,643	72,323
Total segment and consolidated lease revenue	<u>\$ 1,570,510</u>	<u>\$ 1,464,834</u>	<u>\$ 1,245,887</u>
Reportable apartment home segment other revenue			
Same-Store Communities			
West Region	\$ 11,672	\$ 11,899	\$ 10,214
Mid-Atlantic Region	11,772	10,868	8,490
Northeast Region	7,005	6,895	5,241
Southeast Region	9,413	8,822	7,275
Southwest Region	6,333	5,820	4,924
Non-Mature Communities/Other	3,953	3,226	2,634
Total segment and consolidated other revenue	<u>\$ 50,148</u>	<u>\$ 47,530</u>	<u>\$ 38,778</u>
Total reportable apartment home segment rental income			
Same-Store Communities			
West Region	\$ 474,791	\$ 455,334	\$ 409,906
Mid-Atlantic Region	313,557	297,693	257,945
Northeast Region	309,573	289,639	244,542
Southeast Region	235,765	218,978	174,075
Southwest Region	157,151	149,851	123,240
Non-Mature Communities/Other	129,821	100,869	74,957
Total segment and consolidated rental income	<u>\$ 1,620,658</u>	<u>\$ 1,512,364</u>	<u>\$ 1,284,665</u>
Reportable apartment home segment NOI			
Same-Store Communities			
West Region	\$ 354,320	\$ 339,954	\$ 300,828
Mid-Atlantic Region	216,379	204,923	177,339
Northeast Region	204,247	189,922	151,521
Southeast Region	162,090	149,132	116,239
Southwest Region	100,657	94,934	75,993
Non-Mature Communities/Other	77,077	61,527	45,205
Total segment and consolidated NOI	<u>\$ 1,114,770</u>	<u>\$ 1,040,392</u>	<u>\$ 867,125</u>
Reconciling items:			
Joint venture management and other fees	6,843	5,022	6,102
Property management	(52,671)	(49,152)	(38,540)
Other operating expenses	(20,222)	(17,493)	(21,649)
Real estate depreciation and amortization	(676,419)	(665,228)	(606,648)
General and administrative	(69,929)	(64,144)	(57,541)
Casualty-related (charges)/recoveries, net	(3,138)	(9,733)	(3,748)
Other depreciation and amortization	(15,419)	(14,344)	(13,185)
Gain/(loss) on sale of real estate owned	351,193	25,494	136,052
Income/(loss) from unconsolidated entities	4,693	4,947	65,646
Interest expense	(180,866)	(155,900)	(186,267)
Interest income and other income/(expense), net	17,759	(6,933)	15,085
Tax (provision)/benefit, net	(2,106)	(349)	(1,439)
Net (income)/loss attributable to redeemable noncontrolling interests in the Operating Partnership and DownREIT Partnership	(30,104)	(5,613)	(10,873)
Net (income)/loss attributable to noncontrolling interests	(31)	(42)	(104)
Net income/(loss) attributable to UDR, Inc.	<u>\$ 444,353</u>	<u>\$ 86,924</u>	<u>\$ 150,016</u>

(a) Same-Store Community population consisted of 51,368 apartment homes.

UDR, INC.
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DECEMBER 31, 2023

The following table details the assets of UDR's reportable segments as of December 31, 2023 and 2022 (*dollars in thousands*):

	December 31, 2023	December 31, 2022
Reportable apartment home segment assets:		
Same-Store Communities (a):		
West Region	\$ 4,360,532	\$ 4,295,073
Mid-Atlantic Region	3,201,640	3,140,167
Northeast Region	3,669,538	3,629,026
Southeast Region	1,579,201	1,521,489
Southwest Region	1,324,942	1,287,332
Non-Mature Communities/Other	1,888,006	1,696,985
Total segment assets	16,023,859	15,570,072
Accumulated depreciation	(6,267,830)	(5,762,501)
Total segment assets — net book value	9,756,029	9,807,571
Reconciling items:		
Cash and cash equivalents	2,922	1,193
Restricted cash	31,944	29,001
Notes receivable, net	228,825	54,707
Investment in and advances to unconsolidated joint ventures, net	952,934	754,446
Operating lease right-of-use assets	190,619	194,081
Other assets	209,969	197,471
Total consolidated assets	\$ 11,373,242	\$ 11,038,470

(a) Same-Store Community population consisted of 51,368 apartment homes.

Markets included in the above geographic segments are as follows:

- i. West Region — Orange County, San Francisco, Seattle, Monterey Peninsula, Los Angeles, Other Southern California and Portland
- ii. Mid-Atlantic Region — Metropolitan D.C., Baltimore and Richmond
- iii. Northeast Region — Boston, New York and Philadelphia
- iv. Southeast Region — Tampa, Orlando, Nashville and Other Florida
- v. Southwest Region — Dallas, Austin and Denver

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UDR, INC.
SCHEDULE III — REAL ESTATE OWNED
DECEMBER 31, 2023
(In thousands)

	Gross Amount at Which Carried at Close of Period										
	Initial Costs			Costs of Improvements Capitalized				Land and Buildings Total Initial Acquisition Costs			
	Encumbrances	Land and Improvements	Buildings and Improvements	Subsequent to Acquisition Costs	Land and Improvements	Buildings & Improvements	Total Carrying Value	Accumulated Depreciation	Date of Construction(a)	Date Acquired	
WEST REGION											
Harbor at Mesa Verde	\$ —	\$ 20,476	\$ 28,538	\$ 49,014	\$ 28,532	\$ 22,789	\$ 54,757	\$ 77,546	\$ 44,469	1965/2003	Jun-03
27 Seventy Five Mesa Verde	—	99,329	110,644	209,973	114,805	117,402	207,376	324,778	175,675	1979/2013	Oct-04
Huntington Vista	—	8,055	22,486	30,541	17,674	9,534	38,681	48,215	31,045	1970	Jun-03
Missions at Back Bay	—	229	14,129	14,358	5,298	11,141	8,515	19,656	6,858	1969	Dec-03
Eight 80 Newport Beach - North	—	62,516	46,082	108,598	58,082	71,036	95,644	166,680	76,215	1968/2000/2016	Oct-04
Eight 80 Newport Beach - South	—	58,785	50,067	108,852	54,549	63,849	99,552	163,401	71,564	1968/2000/2016	Mar-05
Beach & Ocean	—	12,878	—	12,878	41,282	13,408	40,752	54,160	22,049	2014	Aug-11
The Residences at Bella Terra	—	25,000	—	25,000	132,737	25,988	131,749	157,737	78,988	2013	Oct-11
The Residences at Pacific City	—	78,085	—	78,085	281,051	79,025	280,111	359,136	106,653	2018	Jan-14
ORANGE COUNTY, CA	365,353	271,946	637,299	734,010	414,172	957,137	1,371,309	613,516			
2000 Post Street	—	9,861	44,578	54,439	46,869	14,640	86,668	101,308	56,181	1987/2016	Dec-98
Birch Creek	—	4,365	16,696	21,061	12,350	1,657	31,754	33,411	22,030	1968	Dec-98
Highlands of Marin	—	5,996	24,868	30,864	31,919	8,352	54,431	62,783	43,701	1991/2010	Dec-98
Marina Playa	—	6,224	23,916	30,140	16,822	1,541	45,421	46,962	30,318	1971	Dec-98
River Terrace	—	22,161	40,137	62,298	10,955	23,027	50,226	73,253	39,624	2005	Aug-05
CitySouth	—	14,031	30,537	44,568	42,885	16,839	70,614	87,453	58,321	1972/2012	Nov-05
Bay Terrace	—	8,545	14,458	23,003	9,849	11,718	21,134	32,852	15,228	1962	Oct-05
Highlands of Marin Phase II	—	5,353	18,859	23,912	11,848	5,783	29,977	35,760	23,105	1968/2010	Oct-07
Edgewater	—	30,657	83,872	114,529	14,226	30,843	97,912	128,755	70,402	2007	Mar-08
Almaden Lake Village	27,000	594	42,515	43,109	14,003	1,138	55,974	57,112	39,285	1999	Jul-08
388 Beale	—	14,253	74,104	88,357	23,393	14,712	97,038	111,750	59,184	1999	Apr-11
Channel @ Mission Bay	—	23,625	—	23,625	135,225	24,459	134,391	158,850	79,183	2014	Sep-10
5421 at Dublin Station	—	8,922	—	8,922	118,105	8,931	118,096	127,027	9,118	2022	Sep-16
HQ	—	19,938	65,816	85,754	657	19,938	66,473	86,411	5,248	2021	Sep-22
Residences at Lake Merritt	40,017	8,664	56,876	65,540	—	8,664	56,876	65,540	9	2023	Dec-23
SAN FRANCISCO, CA	67,017	183,189	536,932	720,121	489,106	192,242	1,016,985	1,209,227	550,937		
Crowne Pointe	—	2,486	6,437	8,923	11,598	3,293	17,228	20,521	13,719	1987	Dec-98
Hilltop	—	2,174	7,408	9,582	7,917	3,145	14,354	17,499	11,648	1985	Dec-98
The Kennedy	—	6,179	22,307	28,486	6,826	6,440	28,872	35,312	21,185	2005	Nov-05
Hearthstone at Merrill Creek	—	6,648	30,922	37,770	11,324	7,373	41,721	49,094	29,318	2000	May-08
Island Square	—	21,284	89,389	110,673	11,121	21,753	100,041	121,794	69,982	2007	Jul-08
elements too	—	27,468	72,036	99,504	25,300	30,381	94,423	124,804	77,695	2010	Feb-10
989elements	—	8,541	45,990	54,531	8,485	8,703	54,313	63,016	35,723	2006	Dec-09
Lightbox	—	6,449	38,884	45,333	1,818	6,490	40,661	47,151	22,778	2014	Aug-14
Ashton Bellevue	—	8,287	124,939	133,226	6,296	8,395	131,127	139,522	49,989	2009	Oct-16
TEN20	—	5,247	76,587	81,834	6,880	5,309	83,405	88,714	32,097	2009	Oct-16
Milehouse	—	5,976	63,041	69,017	2,001	6,058	64,960	71,018	28,356	2016	Nov-16
CityLine	—	11,220	85,787	97,007	1,627	11,249	87,385	98,634	37,002	2016	Jan-17
CityLine II	—	3,723	56,843	60,566	596	3,724	57,438	61,162	20,469	2018	Jan-19
Brio	—	21,780	147,188	168,968	3,973	21,802	151,139	172,941	22,342	2020	Jul-21
SEATTLE, WA	137,662	867,758	1,005,420	105,762	144,115	967,067	1,111,182	472,303			
Boronda Manor	—	1,946	8,982	10,928	13,564	3,499	20,993	24,492	14,708	1979	Dec-98
Garden Court	—	888	4,188	5,076	7,963	1,831	11,208	13,039	7,938	1973	Dec-98
Cambridge Court	—	3,039	12,883	15,922	20,972	5,961	30,933	36,894	22,925	1974	Dec-98
Laurel Tree	—	1,304	5,115	6,419	8,850	2,549	12,720	15,269	9,532	1977	Dec-98
The Pointe At Harden Ranch	—	6,388	23,854	30,242	37,173	10,516	56,899	67,415	41,266	1986	Dec-98
The Pointe At Northridge	—	2,044	8,028	10,072	14,254	3,790	20,536	24,326	14,832	1979	Dec-98
The Pointe At Westlake	—	1,329	5,334	6,663	9,463	2,408	13,718	16,126	9,667	1975	Dec-98
MONTEREY PENINSULA, CA	16,938	68,384	85,322	112,239	30,554	167,007	197,561	120,868			
Rosebeach	—	8,414	17,449	25,863	8,996	9,029	25,830	34,859	20,545	1970	Sep-04
Tierra Del Rey	—	39,586	36,679	76,265	11,580	40,094	47,751	87,845	34,397	1998	Dec-07
The Westerly	—	48,182	102,364	150,546	49,562	51,276	148,832	200,108	105,696	1993/2013	Sep-10
Jefferson at Marina del Rey	—	55,651	—	55,651	104,482	62,662	97,471	160,133	72,963	2008	Sep-07
LOS ANGELES, CA	151,833	156,492	308,325	174,620	163,061	319,884	482,945	233,601			
Verano at Rancho Cucamonga Town Square	—	13,557	3,645	17,202	65,582	24,699	58,085	82,784	51,712	2006	Oct-02
Windemere at Sycamore Highland	—	5,810	23,450	29,260	11,498	6,524	34,234	40,758	26,115	2001	Nov-02

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	Gross Amount at Which Carried at Close of Period									
	Initial Costs					Costs of Improvements Capitalized				
	Land and Land Encumbrances	Buildings and Improvements	Total Initial Acquisition Costs	Subsequent to Acquisition Costs	Land and Land Improvements	Buildings & Buildings Improvements	Total Value	Accumulated Depreciation	Date of Construction(a)	Date Acquired
Strata	—	14,278	84,242	98,520	2,780	14,439	86,861	101,300	20,265	2010 Nov-19
OTHER SOUTHERN CA	—	33,645	111,337	144,982	79,860	45,662	179,180	224,842	98,092	
Tualatin Heights	—	3,273	9,134	12,407	12,035	4,526	19,916	24,442	15,900	1989 Dec-98
Hunt Club	—	6,014	14,870	20,884	10,729	6,806	24,807	31,613	20,539	1985 Sep-04
PORTLAND, OR	—	9,287	24,004	33,291	22,764	11,332	44,723	56,055	36,439	
TOTAL WEST REGION	67,017	897,907	2,036,853	2,934,760	1,718,361	1,001,138	3,651,983	4,653,121	2,125,756	
MID-ATLANTIC REGION										
Dominion Middle Ridge	—	3,311	13,283	16,594	18,932	4,695	30,831	35,526	22,740	1990 Jun-96
Dominion Lake Ridge	—	2,366	8,387	10,753	11,905	3,283	19,375	22,658	15,951	1987 Feb-96
Presidential Greens	—	11,238	18,790	30,028	19,387	11,924	37,491	49,415	29,612	1938 May-02
The Whitmore	—	6,418	13,411	19,829	27,977	7,846	39,960	47,806	34,052	1962/2008 Apr-02
Ridgewood -apts side	—	5,612	20,086	25,698	17,819	6,688	36,629	43,517	29,519	1988 Aug-02
Waterside Towers	—	13,001	49,657	62,658	39,976	51,284	51,350	102,634	39,970	1971 Dec-03
Wellington Place at Olde Town	—	13,753	36,059	49,812	24,224	15,157	58,879	74,036	48,790	1987/2008 Sep-05
Andover House	—	183	59,948	60,131	8,588	356	68,363	68,719	48,044	2004 Mar-07
Sullivan Place	—	1,137	103,676	104,813	21,760	2,069	124,504	126,573	89,499	2007 Dec-07
Delancey at Shirlington	—	21,606	66,765	88,371	11,279	21,714	77,936	99,650	54,376	2006/2007 Mar-08
View 14	—	5,710	97,941	103,651	8,977	5,788	106,840	112,628	66,547	2009 Jun-11
Capitol View on 14th	—	31,393	—	31,393	99,186	31,505	99,074	130,579	61,086	2013 Sep-07
Domain College Park	—	7,300	—	7,300	63,157	7,574	62,883	70,457	37,166	2014 Jun-11
1200 East West	—	9,748	68,022	77,770	6,274	10,003	74,041	84,044	32,093	2010 Oct-15
Courts at Huntington Station	—	27,749	111,878	139,627	8,532	28,230	119,929	148,159	59,972	2011 Oct-15
Eleven55 Rippley	—	15,566	107,539	123,105	9,413	15,984	116,534	132,518	49,554	2014 Oct-15
Arbor Park of Alexandria	160,930	50,881	159,728	210,609	13,063	51,798	171,874	223,672	85,235	1969/2015 Oct-15
Courts at Dulles	—	14,697	83,834	98,531	14,878	14,895	98,514	113,409	51,253	2000 Oct-15
Newport Village	127,600	50,046	177,454	227,500	23,888	50,912	200,476	251,388	102,925	1968 Oct-15
1301 Thomas Circle	—	27,836	128,191	156,027	4,896	27,885	133,038	160,923	38,762	2006 Aug-19
Station on Silver	—	16,661	109,198	125,859	1,904	16,759	111,004	127,763	23,720	2018 Dec-20
Seneca Place	—	21,184	98,173	119,357	10,778	21,201	108,934	130,135	23,787	1985 Jun-21
Canterbury Apartments	—	24,456	100,011	124,467	11,769	24,474	111,762	136,236	22,198	1986 Aug-21
The MO	—	27,135	—	27,135	114,283	27,135	114,283	141,418	6,332	2023 Jan-19
METROPOLITAN, D.C.	288,530	408,987	1,632,031	2,041,018	592,845	459,159	2,174,704	2,633,863	1,073,183	
Calvert's Walk	—	4,408	24,692	29,100	14,247	5,434	37,913	43,347	30,123	1988 Mar-04
20 Lambourne	—	11,750	45,590	57,340	19,759	12,518	64,581	77,099	43,729	2003 Mar-08
Domain Brewers Hill	—	4,669	40,630	45,299	4,860	5,084	45,075	50,159	28,686	2009 Aug-10
Rodgers Forge	—	15,392	67,958	83,350	9,943	15,621	77,672	93,293	25,538	1945 Apr-19
Towson Promenade	58,600	12,599	78,847	91,446	9,223	12,780	87,889	100,669	23,089	2009 Nov-19
1274 at Towson	—	7,807	46,238	54,045	4,065	7,823	50,287	58,110	8,220	2020 Sep-21
Quarters at Towson Town Center	—	16,111	106,453	122,564	16,834	16,107	123,291	139,398	29,330	2008 Nov-21
BALTIMORE, MD	58,600	72,736	410,408	483,144	78,931	75,367	486,708	562,075	188,715	
Gayton Pointe Townhomes	—	826	5,148	5,974	33,838	3,767	36,045	39,812	34,084	1973/2007 Sep-95
Waterside At Ironbridge	—	1,844	13,239	15,083	13,553	3,172	25,464	28,636	20,208	1987 Sep-97
Carriage Homes at Wyndham	—	474	30,997	31,471	13,168	4,523	40,116	44,639	33,610	1998 Nov-03
Legacy at Mayland	—	1,979	11,524	13,503	39,423	6,318	46,608	52,926	43,764	1973/2007 Dec-91
RICHMOND, VA	—	5,123	60,908	66,031	99,982	17,780	148,233	166,013	131,666	
TOTAL MID-ATLANTIC REGION	347,130	486,846	2,103,347	2,590,193	771,758	552,306	2,809,645	3,361,951	1,393,564	
NORTHEAST REGION										
Garrison Square	—	6,475	91,027	97,502	30,493	6,819	121,176	127,995	75,144	1887/1990 Sep-10
Ridge at Blue Hills	25,000	6,039	34,869	40,908	8,906	6,646	43,168	49,814	28,124	2007 Sep-10
Inwood West	80,000	20,778	88,096	108,874	19,287	20,257	107,904	128,161	71,094	2006 Apr-11
14 North	72,500	10,961	51,175	62,136	21,501	11,902	71,735	83,637	47,016	2005 Apr-11
100 Pier 4	—	24,584	—	24,584	206,485	24,857	206,212	231,069	91,084	2015 Dec-15
345 Harrison	—	32,938	—	32,938	332,575	44,982	320,531	365,513	98,041	2018 Nov-11
Currents on the Charles	—	12,580	70,149	82,729	3,372	12,790	73,311	86,101	22,586	2015 Jun-19
The Commons at Windsor Gardens	—	34,609	225,515	260,124	27,950	34,852	253,222	288,074	81,193	1969 Aug-19

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	Gross Amount at Which Carried at Close of Period										
	Initial Costs					Costs of Improvements					
	Encumbrances	Land and Land Improvements	Buildings and Improvements	Total Initial Acquisition Costs	Capitalized Subsequent to Acquisition Costs	Land and Land Improvements	Buildings & Buildings	Total Value	Accumulated Depreciation	Date of Construction(a)	Date Acquired
Charles River Landing	—	17,068	112,777	129,845	4,424	17,367	116,902	134,269	31,498	2010	Nov-19
Lenox Farms	94,050	17,692	115,899	133,591	13,857	17,911	129,537	147,448	34,277	2009	Nov-19
Union Place	51,800	9,902	72,242	82,144	7,291	10,027	79,408	89,435	16,313	2005	Jan-21
Bradlee Danvers	—	28,669	175,114	203,783	11,937	28,689	187,031	215,720	20,090	1874/2008	Jun-22
BOSTON, MA	323,350	222,295	1,036,863	1,259,158	688,078	237,099	1,710,137	1,947,236	616,460		
10 Hanover Square	—	41,432	218,983	260,415	36,689	41,917	255,187	297,104	141,638	2005/2020	Apr-11
21 Chelsea	—	36,399	107,154	143,553	17,825	36,531	124,847	161,378	73,869	2001	Aug-11
View 34	—	114,410	324,920	439,330	126,178	116,145	449,363	565,508	273,754	1985/2013	Jul-11
95 Wall Street	—	57,637	266,255	323,892	18,381	58,718	283,555	342,273	180,171	2008	Aug-11
Leonard Pointe	—	38,010	93,204	131,214	2,537	38,078	95,673	133,751	31,102	2015	Feb-19
One William	—	6,422	75,527	81,949	2,312	6,478	77,783	84,261	22,787	2018	Aug-19
NEW YORK, NY	294,310	1,086,043	1,380,353	203,922	297,867	1,286,408	1,584,275	723,321			
Park Square	—	10,365	96,050	106,415	2,646	10,615	98,446	109,061	31,893	2018	May-19
The Smith Valley Forge	—	17,853	95,973	113,826	2,198	17,861	98,163	116,024	15,740	2019	Sep-21
322 on North Broad	—	12,240	124,524	136,764	10,168	12,259	134,673	146,932	22,482	2018	Sep-21
The George Apartments	—	17,341	—	17,341	49,107	17,350	49,098	66,448	5,108	2022	Aug-20
PHILADELPHIA, PA	—	57,799	316,547	374,346	64,119	58,085	380,380	438,465	75,223		
TOTAL NORTHEAST REGION	323,350	574,404	2,439,453	3,013,857	956,119	593,051	3,376,925	3,969,976	1,415,004		
SOUTHEAST REGION											
Summit West	—	2,176	4,710	6,886	18,886	4,366	21,406	25,772	16,811	1972	Dec-92
The Breyley	—	1,780	2,458	4,238	22,178	4,432	21,984	26,416	21,465	1977/2007	Sep-93
Lakewood Place	—	1,395	10,647	12,042	17,428	3,312	26,158	29,470	22,144	1986	Mar-94
Cambridge Woods	—	1,791	7,166	8,957	16,314	3,811	21,460	25,271	17,819	1985	Jun-97
Inlet Bay	—	7,702	23,150	30,852	27,124	11,059	46,917	57,976	40,006	1988/1989	Jun-03
MacAlpine Place	—	10,869	36,858	47,727	20,413	12,818	55,322	68,140	43,583	2001	Dec-04
The Vintage Lofts at West End	—	6,611	37,663	44,274	26,103	16,061	54,316	70,377	43,176	2009	Jul-09
Peridot Palms	—	6,293	89,752	96,045	4,081	6,490	93,636	100,126	31,756	2017	Feb-19
The Preserve at Gateway	—	4,467	43,723	48,190	2,852	4,534	46,508	51,042	14,871	2013	May-19
The Slade at Channelside	—	10,216	72,786	83,002	6,573	10,440	79,135	89,575	21,437	2009	Jan-20
Andover Place at Cross Creek	—	11,702	107,761	119,463	10,314	11,742	118,035	129,777	29,407	1997/1999	Nov-20
TAMPA, FL	—	65,002	436,674	501,676	172,266	89,065	584,877	673,942	302,475		
Seabrook	—	1,846	4,155	6,001	12,292	3,367	14,926	18,293	13,514	1984/2004	Feb-96
Altamira Place	—	1,533	11,076	12,609	26,314	4,115	34,808	38,923	32,713	1984/2007	Apr-94
Regatta Shore	—	757	6,608	7,365	21,453	2,766	26,052	28,818	23,655	1988/2007	Jun-94
Alafaya Woods	—	1,653	9,042	10,695	15,523	2,996	23,222	26,218	20,063	1989/2006	Oct-94
Los Altos	—	2,804	12,349	15,153	16,585	4,705	27,033	31,738	23,434	1990/2004	Oct-96
Lotus Landing	—	2,185	8,639	10,824	16,378	3,401	23,801	27,202	18,739	1985/2006	Jul-97
Seville On The Green	—	1,282	6,498	7,780	11,686	1,981	17,485	19,466	13,430	1986/2004	Oct-97
Ashton @ Waterford	—	3,872	17,538	21,410	9,727	4,894	26,243	31,137	20,825	2000	May-98
Arbors at Lee Vista	—	6,692	12,860	19,552	20,450	8,090	31,912	40,002	24,231	1992/2007	Aug-06
Arbors at Maitland Summit	—	15,929	158,079	174,008	19,614	15,977	177,645	193,622	40,338	1998	Oct-21
Essex Luxe	—	9,068	94,487	103,555	982	9,087	95,450	104,537	14,841	2020	Oct-21
ORLANDO, FL	—	47,621	341,331	388,952	171,004	61,379	498,577	559,956	245,783		
Legacy Hill	—	1,148	5,867	7,015	13,107	2,192	17,930	20,122	15,790	1977	Nov-95
Hickory Run	—	1,469	11,584	13,053	18,525	2,910	28,668	31,578	22,077	1989	Dec-95
Carrington Hills	—	2,117	—	2,117	46,333	5,100	43,350	48,450	32,673	1999	Dec-95
Brookridge	—	708	5,461	6,169	9,556	1,643	14,082	15,725	11,695	1986	Mar-96
Breckenridge	—	766	7,714	8,480	9,240	1,895	15,825	17,720	12,855	1986	Mar-97
Colonnade	—	1,460	16,015	17,475	11,468	2,839	26,104	28,943	20,416	1998	Jan-99
The Preserve at Brentwood	—	3,182	24,674	27,856	17,700	4,437	41,119	45,556	31,814	1998	Jun-04
Polo Park	—	4,583	16,293	20,876	20,735	6,416	35,195	41,611	30,254	1987/2008	May-06
NASHVILLE, TN	—	15,433	87,608	103,041	146,664	27,432	222,273	249,705	177,574		
The Reserve and Park at Riverbridge	—	15,968	56,401	72,369	23,429	17,229	78,569	95,798	61,221	1999/2001	Dec-04
OTHER FLORIDA	—	15,968	56,401	72,369	23,429	17,229	78,569	95,798	61,221		
TOTAL SOUTHEAST REGION	—	144,024	922,014	1,066,038	513,363	195,105	1,384,296	1,579,401	787,053		

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	Gross Amount at Which Carried at Close of Period										Date Acquired	
	Initial Costs					Costs of Improvements Capitalized						
	Encumbrances	Land and Land Improvements	Buildings and Improvements	Total Initial Acquisition Costs	Subsequent to Acquisition Costs	Land and Land Improvements	Buildings & Buildings Improvements	Total Carrying Value	Accumulated Depreciation	Date of Construction(a)		
SOUTHWEST REGION												
Thirty377	25,000	24,036	32,951	56,987	24,444	26,513	54,918	81,431	43,340	1999/2007	Aug-06	
Legacy Village	90,000	16,882	100,102	116,984	34,852	23,814	128,022	151,836	93,415	2005/06/07	Mar-08	
Addison Apts at The Park	—	22,041	11,228	33,269	21,406	31,798	22,877	54,675	16,244	1977/78/79	May-07	
Addison Apts at The Park I	—	7,903	554	8,457	9,087	11,058	6,486	17,544	5,162	1970	May-07	
Addison Apts at The Park II	—	10,440	634	11,074	2,869	8,458	5,485	13,943	4,209	1975	May-07	
Savoye	—	8,432	50,483	58,915	6,024	8,976	55,963	64,939	14,891	2009	Nov-19	
Savoye 2	—	6,451	56,615	63,066	4,266	7,021	60,311	67,332	16,234	2011	Nov-19	
Fiori on Vitruvian Park	46,133	7,934	78,575	86,509	5,383	8,513	83,379	91,892	22,831	2013	Nov-19	
Vitruvian West Phase I	41,317	6,273	61,418	67,691	3,316	6,576	64,431	71,007	17,875	2018	Nov-19	
Vitruvian West Phase II	—	6,451	15,798	22,249	40,069	6,656	55,662	62,318	11,714	2021	Nov-19	
Vitruvian West Phase III	—	7,141	2,754	9,895	64,013	7,371	66,537	73,908	7,550	2022	Nov-19	
The Canal	41,941	12,671	98,813	111,484	4,584	12,719	103,349	116,068	19,654	2017	Apr-21	
Cool Springs at Frisco Bridges	89,510	18,325	151,982	170,307	20,793	18,346	172,754	191,100	36,533	2012	May-21	
Central Square at Frisco	37,700	7,661	52,455	60,116	878	7,662	53,332	60,994	1,387	2018	Aug-23	
Villiaggio	32,500	6,186	41,813	47,999	1,110	6,186	42,923	49,109	1,124	2016	Aug-23	
Lofts at Palisades	39,996	8,198	56,143	64,341	743	8,198	56,886	65,084	1,479	2018	Aug-23	
Flats at Palisades	32,130	5,546	43,854	49,400	1,390	5,548	45,242	50,790	1,193	2017	Aug-23	
DALLAS, TX	476,227	182,571	856,172	1,038,743	245,227	205,413	1,078,557	1,283,970	314,834			
Barton Creek Landing	—	3,151	14,269	17,420	27,791	5,931	39,280	45,211	34,318	1986/2012	Mar-02	
Residences at the Domain	—	4,034	55,256	59,290	18,543	4,999	72,834	77,833	51,904	2007	Aug-08	
Red Stone Ranch	—	5,084	17,646	22,730	14,926	5,804	31,852	37,656	18,799	2000	Apr-12	
Lakeline Villas	—	4,148	16,669	21,017	12,193	4,870	28,340	33,210	16,291	2002	Apr-12	
Estancia Villas	28,020	6,384	52,946	59,330	932	6,384	53,878	60,262	1,390	2018	Aug-23	
Palo Villas	39,024	5,975	57,880	63,855	764	5,975	58,644	64,619	1,487	2019	Aug-23	
AUSTIN, TX	67,044	28,776	214,866	243,642	75,149	33,963	284,828	318,791	124,189			
Steele Creek	—	8,586	130,400	138,986	8,586	8,888	138,684	147,572	47,925	2015	Oct-17	
Cirrus	—	13,853	—	13,853	88,228	13,858	88,223	102,081	9,140	2022	Feb-19	
DENVER, CO	—	22,439	130,400	152,839	96,814	22,746	226,907	249,653	57,065			
TOTAL SOUTHWEST REGION	542,271	233,786	1,201,438	1,435,224	417,190	262,122	1,590,292	1,852,414	496,088			
TOTAL OPERATING COMMUNITIES	1,280,768	2,336,967	8,703,105	11,040,072	4,376,791	2,603,722	12,813,141	15,416,863	6,217,465			
REAL ESTATE UNDER DEVELOPMENT												
Villas at Fiori	—	9,921	776	10,697	38,805	9,964	39,538	49,502	184			
Meridian	—	6,611	—	6,611	104,291	6,611	104,291	110,902	—			
TOTAL REAL ESTATE UNDER DEVELOPMENT	—	16,532	776	17,308	143,096	16,575	143,829	160,404	184			
LAND												
Vitruvian Park®	—	22,547	1,467	24,014	13,198	30,297	6,915	37,212	751			
Alameda Point Block 11	—	25,006	—	25,006	6,994	25,006	6,994	32,000	—			
Newport Village II	—	5,237	—	5,237	14,562	5,237	14,562	19,799	—			
2727 Turtle Creek	—	90,205	—	90,205	8,942	90,205	8,942	99,147	—			
488 Riverwalk	—	16,053	—	16,053	6,299	16,053	6,299	22,352	—			
3001 Iowa Ave	—	13,468	—	13,468	8,387	13,468	8,387	21,855	—			
TOTAL LAND	—	172,516	1,467	173,983	58,382	180,266	52,099	232,365	751			
HELD FOR DISPOSITION												
Crescent Falls Church	—	13,687	88,692	102,379	3,620	13,733	92,266	105,999	24,960			
TOTAL HELD FOR DISPOSITION	—	13,687	88,692	102,379	3,620	13,733	92,266	105,999	24,960			
COMMERCIAL												
Brookhaven Shopping Center	—	—	—	—	30,900	7,793	23,107	30,900	15,741			
3001 Iowa Ave Commercial	—	9,882	4,861	14,743	1	9,882	4,862	14,744	492			
TOTAL COMMERCIAL	—	9,882	4,861	14,743	30,901	17,675	27,969	45,644	16,233			
Other (b)	—	—	—	—	33,221	136	33,085	33,221	758			
1745 Shea Center I	—	3,034	20,534	23,568	5,795	3,081	26,282	29,363	7,479			
TOTAL CORPORATE	—	3,034	20,534	23,568	39,016	3,217	59,367	62,584	8,237			
TOTAL COMMERCIAL & CORPORATE	—	12,916	25,395	38,311	69,917	20,892	87,336	108,228	24,470			
Deferred Financing Costs and Other Non-Cash Adjustments	(3,055)	—	—	—	—	—	—	—	—			

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UDR, INC.
SCHEDULE III — REAL ESTATE OWNED - (Continued)
DECEMBER 31, 2023
(In thousands)

	Initial Costs				Gross Amount at Which Carried at Close of Period					Date of Construction(a)	Date Acquired	
	Land and Land Improvements		Buildings and Improvements		Total Initial Acquisition Costs	Costs of Improvements Capitalized		Land and Buildings & Buildings Improvements		Total Carrying Value	Accumulated Depreciation	
	Encumbrances	Improvements	Buildings	Improvements		Subsequent to Acquisition Costs	Land	Buildings	Buildings Improvements			
TOTAL REAL ESTATE OWNED	\$ 1,277,713	\$ 2,552,618	\$ 8,819,435	\$ 11,372,053	\$ 4,651,806	\$ 2,835,188	\$ 13,188,671	\$ 16,023,859	\$ 6,267,830			

(a) Date of original construction/date of last major renovation, if applicable.
(b) Includes unallocated accruals and capital expenditures.

The aggregate cost for federal income tax purposes was approximately \$ 15.2 billion at December 31, 2023 (*unaudited*).

The estimated depreciable lives for all buildings in the latest Consolidated Statements of Operations are 30 to 55 years.

UDR, INC.
SCHEDULE III — REAL ESTATE OWNED - (Continued)
DECEMBER 31, 2023
(In thousands)

3-YEAR ROLLFORWARD OF REAL ESTATE OWNED AND ACCUMULATED DEPRECIATION

The following is a reconciliation of the carrying amount of total real estate owned at December 31, (*in thousands*):

	2023	2022	2021
Balance at beginning of the year	\$ 15,570,072	\$ 14,740,803	\$ 13,071,472
Real estate acquired (including joint venture consolidation)	410,581	409,263	1,513,106
Capital expenditures and development	441,606	444,009	346,365
Real estate sold	(398,400)	(24,003)	(190,140)
Balance at end of the year	<u><u>\$ 16,023,859</u></u>	<u><u>\$ 15,570,072</u></u>	<u><u>\$ 14,740,803</u></u>

The following is a reconciliation of total accumulated depreciation for real estate owned at December 31, (*in thousands*):

	2023	2022	2021
Balance at beginning of the year	\$ 5,762,501	\$ 5,137,096	\$ 4,605,366
Depreciation expense for the year	668,899	634,424	584,228
Accumulated depreciation on sales	(163,570)	(9,019)	(52,498)
Balance at end of year	<u><u>\$ 6,267,830</u></u>	<u><u>\$ 5,762,501</u></u>	<u><u>\$ 5,137,096</u></u>

UDR, INC.
1999 LONG-TERM INCENTIVE PLAN

(AS AMENDED AND RESTATED FEBRUARY 19, 2024)

ARTICLE 1

PURPOSE

1.1 **GENERAL.** The purpose of the UDR, Inc. 1999 Long-Term Incentive Plan (the "Plan") is to promote the success, and enhance the value, of UDR, Inc. (the "Company"), by linking the personal interests of its employees, officers, consultants and directors to those of Company shareholders and by providing such persons with an incentive for outstanding performance. The Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of employees, officers, consultants and directors upon whose judgment, interest, and special effort the successful conduct of the Company's operation is largely dependent. Accordingly, the Plan permits the grant of incentive awards from time to time to selected employees, officers, consultants and directors.

ARTICLE 2

EFFECTIVE DATE

2.1 **EFFECTIVE DATE.** For tax reasons, the Plan was approved by the Board of Directors in interim stages. First, the Board approved the Plan on March 9, 1999 as it relates to Awards of Restricted Stock and Performance Units only (the "First Effective Date"), and the Plan became effective as of the First Effective Date for the limited purpose of (i) making Awards of Restricted Stock on or prior to May 31, 1999 to non-officer employees of the Company and (ii) making cash Performance Unit Awards under ARTICLE 9 of the Plan with respect to a performance period beginning on January 1, 1999.

On January 25, 2000, the Board approved the Plan for the purpose of (i) making Awards of Restricted Stock on or prior to May 31, 2000 to non-officer employees of the Company, (ii) making Awards of Restricted Stock on or prior to May 31, 2000 to certain officers of the Company from shares purchased by the Company on the open market, and (iii) making cash Performance Unit Awards under ARTICLE 9 of the Plan with respect to a performance period beginning on January 1, 2000 (the "Second Effective Date").

On March 20, 2001, the Board approved the Plan as it relates to all types of Awards under the Plan (the "Third Effective Date") and the Plan became fully effective as of the Third Effective Date. The Plan was approved by the shareholders of the Company on May 8, 2001.

The Plan was amended and restated by the Board on May 4, 2004 to eliminate the express authority under Section 7.1(c) to pay the exercise price of an Option with a promissory note, which amendment and restatement of the Plan was not subject to shareholder approval.

The Plan was amended and restated by the Board on July 23, 2004 to modify Sections 14.8 and 14.9 to provide that unless otherwise provided in a Participant's Award Agreement upon a Participant's Death, Disability or Retirement, all outstanding Options, Stock Appreciation Rights and other Awards in the nature of rights that may be exercised shall become fully exercisable and all restrictions on outstanding Awards shall lapse, which amendment and restatement of the Plan was not subject to shareholder approval.

The Plan was amended and restated by the Board on February 10, 2006 to eliminate the automatic grant of formula awards to non-employee directors and to update non-material terms of the Plan (par value of common stock and other nomenclature) to conform to Maryland versus Virginia corporate law, which amendment and restatement of the Plan was not subject to shareholder approval.

The Plan was amended and restated by the Board on February 7, 2008 generally as follows: (i) to change the name of the Company from United Dominion Realty Trust, Inc. to UDR, Inc.; and (ii) to provide that the grant price of any Stock Appreciation Right may not be reduced except as provided in Section 15.1 or otherwise with the consent of the shareholders, which amendment and restatement of the Plan was not subject to shareholder approval.

The Plan was amended and restated by the Board on May 30, 2008 generally as follows: (i) to limit the term of Options and Stock Appreciation Rights to 10 years; (ii) to provide that shares of stock that are (a) not issued or delivered as a result of the net settlement of a Stock Appreciation Right or Option, (b) used to pay the exercise price or withholding taxes related to an outstanding Award or (c) repurchased on the open market with the proceeds of the Option exercise price shall not again become available for issuance under the Plan; (iii) to provide that the exercise price per share of an Option shall in no event be less than the Fair Market Value of one share of stock on the date of grant; (iv) to provide that the maximum Fair Market Value of any Awards, other than Options or Stock Appreciation Rights, that may be received by a Participant during any one calendar year shall be \$2,000,000; (v) to provide that in no event may a Stock Appreciation Right be exercisable for more than 10 years from the date of its grant; (vi) to provide that, except as provided in Section 15.1, without the consent of shareholders an Award may not be exchanged or bought out if the effect is to lower the exercise price of the Option or the grant price of the Stock Appreciation Right; (vii) to provide that, except as provided in Section 15.1, without consent of the shareholders, an Award may not be granted in substitution of another Award if the effect is to replace an Option or Stock Appreciation Right with an Award with a lower exercise or grant price and (viii) to expand the performance goals.

Subject to shareholder approval, the Plan was amended and restated by the Board on March 12, 2009 generally as follows: (i) to increase the number of shares of Stock available for issuance pursuant to Awards from 4,000,000 to 16,000,000; (ii) to provide that the maximum Fair Market Value of any Awards, other than Options or Stock Appreciation Rights, that may be received by a Participant during any one calendar year shall be \$5,000,000, (iii) to provide that the maximum number of shares of Stock with respect to one or more Options and/or Stock Appreciation Rights that may be granted during any one calendar year under the Plan to any one

Participant shall be 5,000,000 shares and (iv) to provide that Awards (other than Options or Stock Appreciation Rights) granted from and after the approval of the Plan at the Company's 2009 Annual Meeting of Stockholders shall count against the Plan reserve as 2.28 shares of Stock for each share of Stock actually subject to the Award. The Company's shareholders approved the amendment and restatement on May 13, 2009.

The Plan was amended and restated by the Board on February 8, 2013, to revise the treatment of Awards in connection with certain Change of Control transactions, which amendment and restatement of the Plan was not subject to shareholder approval.

Subject to shareholder approval, the Plan was amended and restated by the Board on February 6, 2014 generally as follows: to (i) increase the number of shares of Stock available for issuance pursuant to Awards from 16,000,000 to 19,000,000; (ii) change the annual per Participant limits on Awards (other than Options, SARs and Cash-Based Awards) intended to constitute qualified performance-based compensation under Code Section 162(m) to 1,000,000 shares or, for Cash-Based Awards, \$10,000,000; (iii) provide for Cash-Based Awards; and (iv) expand the performance goals. The Company's shareholders approved the amendment and restatement on May 22, 2014.

The Plan was amended and restated by the Committee on December 4, 2015 to provide for Awards of LTIP Units, which amendment and restatement of the Plan was not subject to shareholder approval.

The Plan was amended and restated by the Committee on February 2, 2017 to provide for flexibility with respect to withholding for tax purposes in accordance with revised standards published by the Financial Accounting Standards Board, which amendment and restatement of the Plan was not subject to shareholder approval.

The Plan was amended and restated by the Board on November 12, 2020, generally as follows: (i) subject to shareholder approval to increase the number of shares of Stock available for issuance pursuant to Awards from 19,000,000 to 35,000,000; (ii) with respect to awards granted on or after November 12, 2020, to provide for double-trigger vesting in connection with a Change of Control, rather than single-trigger vesting; (iii) to add a one-year minimum vesting period requirement; and (iv) in light of the elimination of the performance-based exception under Code Section 162(m), to expand the performance goals to include any goals the Committee chooses and to remove a provision that required the Committee to establish performance goals prior to the beginning of the performance period or such later date as may be permitted under Code Section 162(m).

The Plan was amended and restated by the Committee on December 1, 2023 to be effective February 19, 2024, to provide for vesting at the higher of actual performance, if measurable, and target performance, upon accelerated vesting of Awards under Section 14.10 of the Plan due to a Change of Control.

ARTICLE 3

DEFINITIONS

3.1 DEFINITIONS. When a word or phrase appears in this Plan with the initial letter capitalized, and the word or phrase does not commence a sentence, the word or phrase shall generally be given the meaning ascribed to it in this Section or in Section 1.1 unless a clearly different meaning is required by the context. The following words and phrases shall have the following meanings:

(a) **Award** means any Option, Stock Appreciation Right, Restricted Stock Award, Performance Unit Award, Dividend Equivalent Award, Other Stock-Based Award, Cash-Based Award or LTIP Unit, or any other right or interest relating to Stock or cash, granted to a Participant under the Plan.

(b) **Award Agreement** means any written agreement, contract, or other instrument or document evidencing an Award.

(c) **Board** means the Board of Directors of the Company.

(d) **Cash-Based Award** means a right granted to a Participant under Article 13.

(e) **Cause** means in the case of a particular Award, unless the applicable Award Agreement or other agreement between the Participant and the Company or any Parent or Subsidiary (or successor thereof) states otherwise, (i) failure by the Participant to perform the duties of the Participant to the Company or any Parent or Subsidiary (or successor thereof) (other than due to his or her Disability), provided that such conduct shall not constitute Cause unless and until such failure by Participant to perform his or her duties has not been cured to the satisfaction of the Company, in its reasonable discretion, within fifteen (15) days after written notice of such failure has been given by the Company or any Parent or Subsidiary (or successor thereof) to the Participant; (ii) an act of fraud, embezzlement, theft, breach of fiduciary duty, dishonesty, or any other misconduct or any violation of law (other than a traffic violation) committed by the Participant; (iii) any action by the Participant intentionally causing damage to or misappropriation of the Company's or any Parent's or Subsidiary's (or a successor's) assets; (iv) the Participant's wrongful disclosure of confidential information of the Company or any Parent or Subsidiary (or successor thereof); (v) the Participant's breach of (x) any non-competition, non-solicitation, non-disparagement or other restrictive covenants related to the Company or any Parent or Subsidiary (or successor thereof) to which he or she is subject, and/or (y) the Participant's duty of loyalty; (vi) the Participant's material breach of any written or published employment policy of the Company or any Parent or Subsidiary (or successor thereof); or (vii) performance by the Participant of his or her employment duties in a manner deemed by the Committee, in its reasonable discretion, to be grossly negligent.

(f) **Change of Control** means and includes each of the following:

(1) a merger or consolidation in which the Company is not the surviving entity, except for a transaction the principal purpose of which is to change the state in which the Company is incorporated;

(2) the transfer or sale of all or substantially all of the assets of the Company other than to an affiliate or Subsidiary of the Company;

(3) the liquidation of the Company;

(4) the acquisition by any person, or by a group of persons acting in concert, of more than fifty percent (50%) of the outstanding voting securities of the Company, which results in the resignation or addition of fifty percent (50%) or more independent members of the Board;

(5) any reverse merger or series of related transactions culminating in a reverse merger (including, but not limited to, a tender offer followed by a reverse merger) in which the Company is the surviving entity but (A) the shares of Stock outstanding immediately prior to such merger are converted or exchanged by virtue of the merger into other property, whether in the form of securities, cash or otherwise, or (B) in which securities possessing more than forty percent (40%) of the total combined voting power of the Company's outstanding securities are transferred to a person or persons different from those who held such securities immediately prior to such merger or the initial transaction culminating in such merger, but excluding any such transaction or series of related transactions that the Committee determines shall not be a Change of Control; or

(6) a change in the composition of the Board over a period of twelve (12) months or less such that a majority of the Board members (rounded up to the next whole number) ceases, by reason of one or more contested elections for Board membership, to be comprised of individuals who are Continuing Directors.

(g) Code means the Internal Revenue Code of 1986, as amended from time to time.

(h) Committee means the committee of the Board described in ARTICLE4.

(i) Company means UDR, Inc., a Maryland corporation.

(j) Consultant means, and is limited to, a "consultant" or "advisor" with respect to whom the Company would be permitted to use Form S-8 to register the issuance of securities, as described in the General Instructions to Form S-8 under the 1933 Act.

(k) Continuing Directors means members of the Board who either (i) have been Board members continuously for a period of at least twelve (12) months or (ii) have been Board members for less than twelve (12) months and were elected or nominated for election as Board members by at least a majority of the Board members described in clause (i) who were still in office at the time such election or nomination was approved by the Board.

(l) Covered Employee means a covered employee as defined in Code Section 162(m)(3).

(m) Disability shall mean any illness or other physical or mental condition of a Participant that renders the Participant incapable of performing his customary and usual duties for the Company, or any medically determinable illness or other physical or mental condition

resulting from a bodily injury, disease or mental disorder which, in the judgment of the Committee, is permanent and continuous in nature. The Committee may require such medical or other evidence as it deems necessary to judge the nature and permanency of the Participant's condition. Notwithstanding the above, with respect to an Incentive Stock Option, Disability shall mean Permanent and Total Disability as defined in Section 22(e)(3) of the Code.

(n) Dividend Equivalent" means a right granted to a Participant under ARTICLE 11.

(o) Effective Date" means the First, Second or Third Effective Date, as the context requires, as such terms are defined in Section 2.1.

(p) Fair Market Value", on any date, means the closing sales price on the New York Stock Exchange on such date or, in the absence of reported sales on such date, the closing sales price on the immediately preceding date on which sales were reported.

(q) Good Reason" means a termination of employment by the Participant within sixty (60) days following the occurrence of (i) a material diminution in, or material adverse alteration to, the Participant's title, base salary or other compensation, position, or duties and responsibilities, or (ii) the relocation of the Participant's principal office outside the area within a thirty (30) mile radius from the Participant's principle place of business prior to the Change of Control or from such other location as may be mutually agreed by the Participant and the Company, provided that the events described in clauses (i) and (ii) above shall not constitute Good Reason (x) until the Participant provides written notice to the Company of the existence of such material diminution, material alteration, or relocation, as the case may be, within thirty (30) days of its occurrence and (y) unless such material diminution, material alteration, or relocation, as the case may be, has not been cured within thirty (30) days after written notice of such noncompliance has been given by the Participant to the Company.

(r) Incentive Stock Option" means an Option that is intended to meet the requirements of Section 422 of the Code or any successor provision thereto.

(s) LTIP Unit" means an "LTIP Unit" of the Partnership, including "Class 1 LTIP Units" and "Class 2 LTIP Units" (each, as defined in the Partnership Agreement), that is granted under Section 13.2 and is intended to constitute a "profits interest" within the meaning of the Code."

(t) Non-Employee Director" means a member of the Board who is not an employee of the Company or any Parent or Subsidiary.

(u) Non-Qualified Stock Option" means an Option that is not an Incentive Stock Option.

(v) Option" means a right granted to a Participant under ARTICLE 7 of the Plan to purchase Stock at a specified price during specified time periods. An Option may be either an Incentive Stock Option or a Non-Qualified Stock Option.

(w) **"Other Stock-Based Award"** means a right, granted to a Participant under ARTICLE 12 that relates to or is valued by reference to Stock or other Awards relating to Stock.

(x) **"Parent"** means a corporation that owns or beneficially owns a majority of the outstanding voting stock or voting power of the Company. For Incentive Stock Options, the term shall have the same meaning as set forth in Code Section 424(e).

(y) **"Participant"** means a person who, as an employee, officer, consultant or director of the Company or any Parent or Subsidiary, has been granted an Award under the Plan.

(z) **"Partnership"** means United Dominion Realty, L.P., a Delaware limited partnership.

(aa) **"Partnership Agreement"** means the Amended and Restated Agreement of Limited Partnership of United Dominion Realty, L.P. (as amended from time to time).

(bb) **"Performance Unit"** means a right granted to a Participant under Article 9, to receive cash, Stock, or other Awards, the payment of which is contingent upon achieving certain performance goals established by the Committee.

(cc) **"Plan"** means the UDR, Inc. 1999 Long-Term Incentive Plan, as amended from time to time.

(dd) **"Restricted Stock Award"** means Stock granted to a Participant under ARTICLE 10 that is subject to certain restrictions and to risk of forfeiture.

(ee) **"Retirement"** means a Participant's termination of employment with the Company, Parent or Subsidiary after attaining any normal or early retirement age specified in any pension, profit sharing or other retirement program sponsored by such company, or, in the event of the inapplicability thereof with respect to the person in question, as determined by the Committee in its reasonable judgment.

(ff) **"Stock"** means the \$0.01 par value Common Stock of the Company, and such other securities of the Company as may be substituted for Stock pursuant to ARTICLE 14.

(gg) **"Stock Appreciation Right"** or **"SAR"** means a right granted to a Participant under ARTICLE 8 to receive a payment equal to the difference between the Fair Market Value of a share of Stock as of the date of exercise of the SAR over the grant price of the SAR, all as determined pursuant to ARTICLE 8.

(hh) **"Subsidiary"** means any corporation, limited liability company, partnership or other entity that is directly, or indirectly through one or more intermediaries, controlled by or under common control with the Company. Notwithstanding the foregoing, for purposes of Incentive Stock Options granted under the Plan, the term "Subsidiary" shall have the meaning set forth in Code Section 424(f).

- (ii) 1933 Act means the Securities Act of 1933, as amended from time to time.
- (jj) 1934 Act means the Securities Exchange Act of 1934, as amended from time to time.

ARTICLE 4

ADMINISTRATION

4.1 COMMITTEE. The Plan shall be administered by the Compensation Committee of the Board or, at the discretion of the Board from time to time, by the Board. The Committee shall consist of two or more members of the Board. It is intended that the directors appointed to serve on the Committee shall be "non-employee directors" (within the meaning of Rule 16b-3 promulgated under the 1934 Act) and "outside directors" (within the meaning of Code Section 162(m) and the regulations thereunder) to the extent that Rule 16b-3 and, if necessary for relief from the limitation under Code Section 162(m) and such relief is sought by the Company, Code Section 162(m), respectively, are applicable. However, the mere fact that a Committee member shall fail to qualify under either of the foregoing requirements shall not invalidate any Award made by the Committee, which Award is otherwise validly made under the Plan. The members of the Committee shall be appointed by, and may be changed at any time and from time to time in the discretion of, the Board. During any time that the Board is acting as administrator of the Plan, it shall have all the powers of the Committee hereunder, and any reference herein to the Committee (other than in this Section 4.1) shall include the Board.

4.2 ACTION BY THE COMMITTEE. For purposes of administering the Plan, the following rules of procedure shall govern the Committee. A majority of the Committee shall constitute a quorum. The acts of a majority of the members present at any meeting at which a quorum is present, and acts approved unanimously in writing by the members of the Committee in lieu of a meeting shall be deemed the acts of the Committee. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Parent or Subsidiary, the Company's independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan.

4.3 AUTHORITY OF COMMITTEE. The Committee has the exclusive power, authority and discretion to do the following; except as such discretion shall be delegated as provided below in this Section 4.3:

- (a) Designate Participants;
- (b) Determine the type or types of Awards to be granted to each Participant;
- (c) Determine the number of Awards to be granted and the number of shares of Stock or LTIP Units to which an Award will relate;
- (d) Determine the terms and conditions of any Award granted under the Plan, including but not limited to, the exercise price, grant price, or purchase price, any restrictions or

limitations on the Award, any schedule for lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, based in each case on such considerations as the Committee in its sole discretion determines;

(e) Accelerate the vesting, exercisability or lapse of restrictions of any outstanding Award, based in each case on such considerations as the Committee in its sole discretion determines;

(f) Determine whether, to what extent, and under what circumstances an Award may be settled in, or the exercise price of an Award may be paid in, cash, Stock, other Awards, or other property, or an Award may be canceled, forfeited, or surrendered;

(g) Prescribe the form of each Award Agreement, which need not be identical for each Participant;

(h) Decide all other matters that must be determined in connection with an Award;

(i) Establish, adopt or revise any rules and regulations as it may deem necessary or advisable to administer the Plan;

(j) Make all other decisions and determinations that may be required under the Plan or as the Committee deems necessary or advisable to administer the Plan; and

(k) Amend the Plan or any Award Agreement as provided herein.

Notwithstanding the above, the Board or the Committee may expressly delegate to a special committee consisting of one or more directors who are also officers of the Company some or all of the Committee's authority under subsections (a) through (g) above with respect to those eligible Participants who, at the time of grant are not, and are not anticipated to become, either (i) Covered Employees or (ii) persons subject to the insider trading rules of Section 16 of the 1934 Act.

4.4 **DECISIONS BINDING.** The Committee's interpretation of the Plan, any Awards granted under the Plan, any Award Agreement and all decisions and determinations by the Committee with respect to the Plan are final, binding, and conclusive on all parties.

ARTICLE 5

SHARES SUBJECT TO THE PLAN

5.1 **NUMBER OF SHARES.** Subject to adjustment as provided in Section 15.1, the aggregate number of shares of Stock reserved and available for Awards or which may be used to provide a basis of measurement for or to determine the value of an Award (such as with a Stock Appreciation Right or Performance Unit Award) shall be 35,000,000. The maximum number of shares of Stock that may be issued subject to Incentive Stock Options shall be 35,000,000 shares. Awards (other than Options or Stock Appreciation Rights) granted from and after the approval of the Plan at the Company's 2009 Annual Meeting of Stockholders, shall be counted against this

number as 2.28 shares of Stock for each share of Stock actually subject to the Award. Each LTIP Unit issued pursuant to an Award shall be treated as a share of Stock for purposes of calculating the aggregate number of shares of Stock available for issuance under the Plan as set forth in this Section 5.1 and for purposes of calculating the award limits set forth in Section 5.4 hereof.

5.2 **LAPSED AWARDS.** To the extent that an Award is canceled, terminates, expires, is forfeited or lapses for any reason, any shares of Stock subject to the Award will again be available for the grant of an Award under the Plan and shares subject to SARs or other Awards settled in cash will be available for the grant of an Award under the Plan. Shares of Stock that are (a) not issued or delivered as a result of the net settlement of a Stock Appreciation Right or Option, (b) used to pay the exercise price or withholding taxes related to an outstanding Award, or (c) repurchased on the open market with the proceeds of the Option exercise price shall not again become available for issuance under the Plan. If shares subject to an Award again become available under the Plan pursuant to this Section 5.2, the number of shares that become available shall equal the number of shares that counted against the Plan reserve pursuant to Section 5.1.

5.3 **STOCK DISTRIBUTED.** Any Stock distributed pursuant to an Award may consist, in whole or in part, of authorized and unissued Stock, treasury Stock or Stock purchased on the open market.

5.4 **LIMITATION ON AWARDS.** Notwithstanding any provision in the Plan to the contrary (but subject to adjustment as provided in Section 15.1), the maximum number of shares of Stock with respect to one or more Options and/or SARs that may be granted during any one calendar year under the Plan to any one Participant shall be 5,000,000. The maximum number of shares of Stock with respect to Awards (other than Options, SARs and/or Cash-Based Awards) that are intended to constitute qualified performance-based compensation under Code Section 162(m) that may be received by a Participant during any one calendar year under the Plan shall be 1,000,000. For Cash-Based Awards that are intended to constitute qualified performance-based compensation under Code Section 162(m), with respect to each twelve month period that constitutes or is part of each performance period, the maximum amount that may be paid to a Participant pursuant to such Awards shall be \$10,000,000. In addition, the foregoing limitation shall be prorated for any performance period consisting of fewer than twelve months by multiplying such limitation by a fraction, the numerator of which is the number of months in the performance period and the denominator of which is twelve.

ARTICLE 6

ELIGIBILITY

6.1 **GENERAL.** Awards may be granted only to individuals who are employees, officers, consultants or directors of the Company or a Parent or Subsidiary.

ARTICLE 7

STOCK OPTIONS

7.1 GENERAL. The Committee is authorized to grant Options to Participants on the following terms and conditions:

(a) EXERCISE PRICE. The exercise price per share of Stock under an Option shall be determined by the Committee, but shall in no event be less than the Fair Market Value of one share of Stock on the date of grant.

(b) TIME AND CONDITIONS OF EXERCISE. The Committee shall determine the time or times at which an Option may be exercised in whole or in part, subject to Section 7.1(e). The Committee also shall determine the performance or other conditions, if any, that must be satisfied before all or part of an Option may be exercised or vested. The Committee may waive any exercise or vesting provisions at any time in whole or in part based upon factors as the Committee may determine in its sole discretion so that the Option becomes exercisable or vested at an earlier date. The Committee may permit an arrangement whereby receipt of Stock upon exercise of an Option is delayed until a specified future date.

(c) PAYMENT. The Committee shall determine the methods by which the exercise price of an Option may be paid, the form of payment, including, without limitation, cash, shares of Stock, or other property (including "cashless exercise" arrangements), and the methods by which shares of Stock shall be delivered or deemed to be delivered to Participants; provided that if shares of Stock are used to pay the exercise price of an Option, such shares must have been held by the Participant for the minimum period required to avoid an adverse accounting impact for the Company. When shares of Stock are delivered, such delivery may be by attestation of ownership or actual delivery.

(d) EVIDENCE OF GRANT. All Options shall be evidenced by a written Award Agreement between the Company and the Participant. The Award Agreement shall include such provisions, not inconsistent with the Plan, as may be specified by the Committee.

(e) EXERCISE TERM. In no event may any Option be exercisable for more than ten years from the date of its grant.

(f) NO RE-LOAD OPTIONS. The Committee shall not provide in an Award Agreement, or in an amendment thereto, for the automatic grant of a new Option to any Participant who delivers shares of Stock as full or partial payment of the exercise price of the original Option.

7.2 INCENTIVE STOCK OPTIONS. The terms of any Incentive Stock Options granted under the Plan must comply with the following additional rules:

(a) EXERCISE PRICE. The exercise price per share of Stock shall be set by the Committee, provided that the exercise price for any Incentive Stock Option shall not be less than the Fair Market Value as of the date of the grant.

(b) EXERCISE. In no event may any Incentive Stock Option be exercisable for more than ten years from the date of its grant.

(c) LAPSE OF OPTION. An Incentive Stock Option shall lapse under the earliest of the following circumstances; provided, however, that the Committee may, prior to the lapse of the Incentive Stock Option under the circumstances described in paragraphs (3), (4) and below, provide in writing that the Option will extend until a later date, but if an Option is exercised after the dates specified in paragraphs (3), (4) and (5) below, it will automatically become a Non-Qualified Stock Option:

(1) The Incentive Stock Option shall lapse as of the option expiration date set forth in the Award Agreement.

(2) The Incentive Stock Option shall lapse ten years after it is granted, unless an earlier time is set in the Award Agreement.

(3) If the Participant terminates employment for any reason other than as provided in paragraph (4) or (5) below, the Incentive Stock Option shall lapse, unless it is previously exercised, three months after the Participant's termination of employment; provided, however, that if the Participant's employment is terminated by the Company for cause or by the Participant without the consent of the Company (in either case, as determined by the Company and communicated in writing to the Participant), the Incentive Stock Option shall (to the extent not previously exercised) lapse immediately.

(4) If the Participant terminates employment by reason of his Disability, the Incentive Stock Option shall lapse, unless it is previously exercised, one year after the Participant's termination of employment.

(5) If the Participant dies while employed, or during the three-month period described in paragraph (3) or during the one-year period described in paragraph (4) and before the Option otherwise lapses, the Option shall lapse one year after the Participant's death. Upon the Participant's death, any exercisable Incentive Stock Options may be exercised by the Participant's beneficiary, determined in accordance with Section 14.5.

If a Participant exercises an Option after termination of employment, the Option may be exercised only with respect to the shares that were otherwise vested on the Participant's termination of employment.

(d) INDIVIDUAL DOLLAR LIMITATION. The aggregate Fair Market Value (determined as of the time an Award is made) of all shares of Stock with respect to which Incentive Stock Options are first exercisable by a Participant in any calendar year may not exceed \$100,000.00.

(e) TEN PERCENT OWNERS. No Incentive Stock Option shall be granted to any individual who, at the date of grant, owns stock possessing more than ten percent of the total combined voting power of all classes of stock of the Company or any Parent or Subsidiary unless

the exercise price per share of such Option is at least 110% of the Fair Market Value per share of Stock at the date of grant and the Option expires no later than five years after the date of grant.

(f) EXPIRATION OF INCENTIVE STOCK OPTIONS. No Award of an Incentive Stock Option may be made pursuant to the Plan after the day immediately prior to the tenth anniversary of a Plan effective date under Code Section 422(b)(2).

(g) RIGHT TO EXERCISE. During a Participant's lifetime, an Incentive Stock Option may be exercised only by the Participant or, in the case of the Participant's Disability, by the Participant's guardian or legal representative.

(h) DIRECTORS AND CONSULTANTS. The Committee may not grant an Incentive Stock Option to a non-employee director or consultant. The Committee may grant an Incentive Stock Option to a director who is also an employee of the Company or Parent or Subsidiary but only in that individual's position as an employee and not as a director.

ARTICLE 8

STOCK APPRECIATION RIGHTS

8.1 GRANT OF SARS. The Committee is authorized to grant SARs to Participants on the following terms and conditions:

(a) RIGHT TO PAYMENT. Upon the exercise of a Stock Appreciation Right, the Participant to whom it is granted has the right to receive the excess, if any, of:

(1) The Fair Market Value of one share of Stock on the date of exercise; over

(2) The grant price of the Stock Appreciation Right as determined by the Committee, which shall not be less than the Fair Market Value of one share of Stock on the date of grant.

(b) TERM OF SARs. In no event may any Stock Appreciation Right be exercisable for more than ten years from the date of its grant.

(c) OTHER TERMS. All awards of Stock Appreciation Rights shall be evidenced by an Award Agreement. The terms, methods of exercise, methods of settlement, form of consideration payable in settlement, and any other terms and conditions of any Stock Appreciation Right shall be determined by the Committee at the time of the grant of the Award and shall be reflected in the Award Agreement.

ARTICLE 9

PERFORMANCE UNITS

9.1 **GRANT OF PERFORMANCE UNITS.** The Committee is authorized to grant Performance Units to Participants on such terms and conditions as may be selected by the Committee. The Committee shall have the complete discretion to determine the number of Performance Units granted to each Participant, subject to Section 5.4. All Awards of Performance Units shall be evidenced by an Award Agreement.

9.2 **RIGHT TO PAYMENT.** A grant of Performance Units gives the Participant rights, valued as determined by the Committee, and payable to, or exercisable by, the Participant to whom the Performance Units are granted, in whole or in part, as the Committee shall establish at grant or thereafter. The Committee shall set performance goals and other terms or conditions to payment of the Performance Units in its discretion which, depending on the extent to which they are met, will determine the number and value of Performance Units that will be paid to the Participant. If the terms of a Performance Unit so provide, the Participant may elect to defer payment of the Performance Unit under an applicable deferred compensation plan maintained by the Company.

9.3 **OTHER TERMS.** Performance Units may be payable in cash, Stock, or other property, and have such other terms and conditions as determined by the Committee and reflected in the Award Agreement.

ARTICLE 10

RESTRICTED STOCK AWARDS

10.1 **GRANT OF RESTRICTED STOCK.** The Committee is authorized to make Awards of Restricted Stock to Participants in such amounts and subject to such terms and conditions as may be selected by the Committee. All Awards of Restricted Stock shall be evidenced by a Restricted Stock Award Agreement.

10.2 **ISSUANCE AND RESTRICTIONS.** Restricted Stock shall be subject to such restrictions on transferability and other restrictions as the Committee may impose (including, without limitation, limitations on the right to vote Restricted Stock or the right to receive dividends on the Restricted Stock). These restrictions may lapse separately or in combination at such times, under such circumstances, in such installments, upon the satisfaction of performance goals or otherwise, as the Committee determines at the time of the grant of the Award or thereafter.

10.3 **FORFEITURE.** Except as otherwise determined by the Committee at the time of the grant of the Award or thereafter, upon termination of employment during the applicable restriction period or upon failure to satisfy a performance goal during the applicable restriction period, Restricted Stock that is at that time subject to restrictions shall be forfeited and reacquired by the Company; provided, however, that the Committee may provide in any Award Agreement that restrictions or forfeiture conditions relating to Restricted Stock will be waived in whole or in part in the event of terminations resulting from specified causes, and the Committee may in other cases waive in whole or in part restrictions or forfeiture conditions relating to Restricted Stock.

10.4 CERTIFICATES FOR RESTRICTED STOCK. Restricted Stock granted under the Plan may be evidenced in such manner as the Committee shall determine. If certificates representing shares of Restricted Stock are registered in the name of the Participant, certificates must bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock.

ARTICLE 11

DIVIDEND EQUIVALENTS

11.1 GRANT OF DIVIDEND EQUIVALENTS. The Committee is authorized to grant Dividend Equivalents to Participants subject to such terms and conditions as may be selected by the Committee. Dividend Equivalents shall entitle the Participant to receive payments equal to dividends with respect to all or a portion of the number of shares of Stock subject to an Award, as determined by the Committee. The Committee may provide that Dividend Equivalents be paid or distributed when accrued or be deemed to have been reinvested in additional shares of Stock, or otherwise reinvested. Dividend Equivalents shall not be granted with respect to Options or SARs. Dividend Equivalents granted with respect to Performance Units may not be paid except to the extent the underlying shares of Stock have been earned.

ARTICLE 12

OTHER STOCK-BASED AWARDS

12.1 GRANT OF OTHER STOCK-BASED AWARDS. The Committee is authorized, subject to limitations under applicable law, to grant to Participants such other Awards that are payable in, valued in whole or in part by reference to, or otherwise based on or related to shares of Stock, as deemed by the Committee to be consistent with the purposes of the Plan, including without limitation shares of Stock awarded purely as a "bonus" and not subject to any restrictions or conditions, convertible or exchangeable debt securities, other rights convertible or exchangeable into shares of Stock, and Awards valued by reference to book value of shares of Stock or the value of securities of or the performance of specified Parents or Subsidiaries. The Committee shall determine the terms and conditions of such Awards.

ARTICLE 13

OTHER AWARDS

13.1 GRANT OF OTHER CASH-BASED AWARDS. The Committee is authorized, subject to limitations under applicable law, to grant to Participants Awards that are denominated in cash and that may be settled in cash and/or shares of Stock, as deemed by the Committee to be consistent with the purposes of the Plan. The Committee shall determine the terms and conditions of such Awards.

13.2 LTIP UNITS. The Committee is authorized to grant LTIP Units to Participants in such amounts and subject to such terms and conditions as may be selected by the Committee; provided, however, that LTIP Units may only be issued to a Participant for the performance of services to or for the benefit of the Partnership (a) in the Participant's capacity as a partner of the Partnership, (b) in anticipation of the Participant becoming a partner of the Partnership, or (c) as otherwise determined by the Committee, provided that the LTIP Units are intended to constitute "profits interests" within the meaning of the Code, including, to the extent applicable, Revenue Procedure 93-27, 1993-2 C.B. 343 and Revenue Procedure 2001-43, 2001-2 C.B. 191. The Committee shall specify the conditions and dates upon which the LTIP Units shall vest and become nonforfeitable. LTIP Units shall be subject to the terms and conditions of the Partnership Agreement and such other restrictions, including restrictions on transferability (including by redemption or conversion), as the Committee may impose. These restrictions may lapse separately or in combination at such times, pursuant to such circumstances, in such installments, or otherwise, as the Committee determines at the time of the grant of the Award or thereafter.

ARTICLE 14

PROVISIONS APPLICABLE TO AWARDS

14.1 STAND-ALONE, TANDEM, AND SUBSTITUTE AWARDS. Awards granted under the Plan may, in the discretion of the Committee, be granted either alone or in addition to, in tandem with, or in substitution for, any other Award granted under the Plan. If an Award is granted in substitution for another Award, the Committee may require the surrender of such other Award in consideration of the grant of the new Award. Notwithstanding the foregoing, as provided in Section 16.1, except as provided in Section 15.1, without the consent of the shareholders, an Award may not be granted in substitution of another Award if the effect is to replace an Option or Stock Appreciation Right with an Award with a lower exercise or grant price. Awards granted in addition to or in tandem with other Awards may be granted either at the same time as or at a different time from the grant of such other Awards.

14.2 EXCHANGE PROVISIONS. The Committee may at any time offer to exchange or buy out any previously granted Award for a payment in cash, Stock, or another Award (subject to Section 15.1), based on the terms and conditions the Committee determines and communicates to the Participant at the time the offer is made, and after taking into account the tax, securities and accounting effects of such an exchange. Notwithstanding the foregoing, as provided in Section 16.1, except as provided in Section 15.1, without the consent of the shareholders an Award may not be exchanged or bought out if the effect is to lower the exercise price of the Option or the grant price of the Stock Appreciation Right.

14.3 TERM OF AWARD. The term of each Award shall be for the period as determined by the Committee, provided that in no event shall the term of any Incentive Stock Option or a Stock Appreciation Right granted in tandem with the Incentive Stock Option exceed a period of ten years from the date of its grant (or, if Section 7.2(e) applies, five years from the date of its grant).

14.4 FORM OF PAYMENT FOR AWARDS. Subject to the terms of the Plan and any applicable law or Award Agreement, payments or transfers to be made by the Company or a Parent

or Subsidiary on the grant or exercise of an Award may be made in such form as the Committee determines at or after the time of grant, including without limitation, cash, Stock, other Awards, or other property, or any combination, and may be made in a single payment or transfer, in installments, or on a deferred basis, in each case determined in accordance with rules adopted by, and at the discretion of, the Committee.

14.5 **LIMITS ON TRANSFER.** No right or interest of a Participant in any unexercised or restricted Award may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or a Parent or Subsidiary, or shall be subject to any lien, obligation, or liability of such Participant to any other party other than the Company or a Parent or Subsidiary. No unexercised or restricted Award shall be assignable or transferable by a Participant other than by will or the laws of descent and distribution or, except in the case of an Incentive Stock Option, pursuant to a domestic relations order that would satisfy Section 414(p)(1)(A) of the Code if such Section applied to an Award under the Plan; provided, however, that the Committee may (but need not) permit other transfers where the Committee concludes that such transferability (i) does not result in accelerated taxation, (ii) does not cause any Option intended to be an incentive stock option to fail to be described in Code Section 422(b), and (iii) is otherwise appropriate and desirable, taking into account any factors deemed relevant, including without limitation, any state or federal tax or securities laws or regulations applicable to transferable Awards.

14.6 **BENEFICIARIES.** Notwithstanding Section 14.5, a Participant may, in the manner determined by the Committee, designate a beneficiary to exercise the rights of the Participant and to receive any distribution with respect to any Award upon the Participant's death. A beneficiary, legal guardian, legal representative, or other person claiming any rights under the Plan is subject to all terms and conditions of the Plan and any Award Agreement applicable to the Participant, except to the extent the Plan and Award Agreement otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Committee. If no beneficiary has been designated or survives the Participant, payment shall be made to the Participant's estate. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Participant at any time provided the change or revocation is filed with the Committee.

14.7 **STOCK CERTIFICATES.** All Stock issued under the Plan is subject to any stop- transfer orders and other restrictions as the Committee deems necessary or advisable to comply with federal or state securities laws, rules and regulations and the rules of any national securities exchange or automated quotation system on which the Stock is listed, quoted, or traded. The Committee may place legends on any Stock certificate or issue instructions to the transfer agent to reference restrictions applicable to the Stock.

14.8 **ACCELERATION UPON DEATH OR DISABILITY.** Notwithstanding any other provision in the Plan and unless otherwise provided in any Participant's Award Agreement, upon the Participant's death or Disability during his employment or service as a director or consultant, all outstanding Options, Stock Appreciation Rights, and other Awards in the nature of rights that may be exercised shall become fully exercisable and all restrictions on outstanding Awards shall lapse. Any Option or Stock Appreciation Rights Awards shall thereafter continue or lapse in accordance with the other provisions of the Plan and the Award Agreement. To the extent that this provision causes Incentive Stock Options to exceed the dollar limitation set forth in Section 7.2(d), the excess Options shall be deemed to be Non-Qualified Stock Options.

14.9 **ACCELERATION UPON RETIREMENT.** Notwithstanding any other provision in the Plan and unless otherwise provided in any Participant's Award Agreement, upon the Participant's Retirement, all outstanding Options, Stock Appreciation Rights, and other Awards in the nature of rights that may be exercised shall become fully exercisable and all restrictions on outstanding Awards shall lapse. Any Option or Stock Appreciation Rights Awards shall thereafter remain exercisable until the original expiration date of the Award. To the extent that this provision causes Incentive Stock Options to exceed the dollar limitation set forth in Section 7.2(d), the excess Options shall be deemed to be Non-Qualified Stock Options.

14.10 **CHANGE OF CONTROL** With respect to Awards granted prior to November 12, 2020, except as otherwise provided in the Award Agreement, upon the occurrence of a Change of Control, all outstanding Options, Stock Appreciation Rights, and other Awards in the nature of rights that may be exercised shall become fully exercisable and all restrictions on outstanding Awards shall lapse. With respect to Awards granted on or after November 12, 2020, in the event that a Participant's employment or other service relationship with the Company is terminated by the Company without Cause or by the Participant for Good Reason, in each case on or within twelve (12) months following the date of a Change of Control, any outstanding Awards then held by such affected Participant which are unexercisable or otherwise unvested shall automatically be deemed exercisable or otherwise vested, as the case may be, as of immediately prior to such termination of employment or other service relationship; provided, that in the event the vesting or exercisability of any Award would otherwise be subject to the achievement of performance conditions, such Award that shall become fully vested and immediately exercisable based on the higher of (a) assumed achievement of performance at the target level as set forth in the related Award Agreement or (b) actual performance, to the extent measurable. To the extent that this provision causes Incentive Stock Options to exceed the dollar limitation set forth in Section 7.2(d), the excess Options shall be deemed to be Non-Qualified Stock Options.

14.11 **EFFECT OF ACCELERATION.** In the event of a Change of Control, the Committee may provide (i) (other than in the event of a Change of Control defined in Section 3.1(f)(4) or 3.1(f)(6)) that the Award will expire after a designated period of time to the extent not then exercised, (ii) that the Award will be settled in cash rather than Stock, (iii) that the Award will be assumed by another party to the transaction or otherwise be equitably converted in connection with such transaction, or (iv) any combination of the foregoing. The Committee's determination need not be uniform and may be different for different Participants whether or not such Participants are similarly situated.

14.12 **MINIMUM VESTING PERIOD.** Awards granted on or after November 12, 2020 shall not vest over a period of less than one (1) year from the date on which the Award is granted; provided that the following Awards shall not be subject to the foregoing minimum vesting requirement: any (i) awards granted by another entity that are assumed by the Company or awards granted in substitution for outstanding awards granted by another entity, (ii) Awards to directors that vest on the earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is at least 50 weeks after the immediately preceding year's annual meeting, and (iii) any additional Awards the Committee may grant, up to a maximum of five percent (5%) of the available share reserve authorized for issuance under the Plan; and provided, further, that the foregoing restriction does not apply to the Committee's discretion to provide for accelerated exercisability or vesting of any Award, including in cases of Retirement, death, Disability or a Change of Control.

14.13 PERFORMANCE GOALS. The Committee may determine that any Award granted pursuant to this Plan to a Participant (including, but not limited to, Participants who are Covered Employees) shall be determined solely on the basis of (a) the achievement by the Company or a Parent or Subsidiary of a specified target return, or target growth in return, on equity or assets, (b) the Company's total shareholder return (stock price appreciation plus reinvested dividends) relative to a defined comparison group or target over a specific performance period or periods, (c) the Company's stock price, (d) the achievement by an individual, group of individuals, the Company, or a business unit or division of the Company, Parent or Subsidiary of a specified target, or target growth in, relative to a defined comparison group or otherwise, revenues, net income or earnings per share, or including but not limited to, targets based, in whole or part, on funds from operations (adjusted or otherwise), net asset value, asset quality, same store revenue growth, same store expense growth, net operating income (including, but not limited to, same store net operating income), operating margin, development or redevelopment activities (including, but not limited to, development or redevelopment funds from operations), lease-up activities, funds from operations pay-out ratio, net financial capabilities (including, but not limited to, with respect to cash, liquid receivables, available lines of credit or debt maturities), leverage ratio, balance sheet, credit rating, debt maturity, liquidity, credit capacity, fixed charges (including, but not limited to, fixed charge ratios), debt, net debt, earnings before or after taxes, interest, depreciation, or amortization, transactions (including, but not limited to, consummation of acquisitions, sales, joint ventures or financings), portfolio enhancement, mitigation plans or strategies; (e) the achievement of objectively determinable goals with respect to service or product delivery, service or product quality, sales or marketing (including, but not limited to, web traffic, technology penetration, web platform (including, but not limited to, social networking platform), online leasing, concierge services or call centers), customer retention or satisfaction, expansion of revenue or income streams, sourcing of low cost capital, operational efficiencies, dividend growth, earnings multiple improvement, meeting budgets, staffing, retention, growth, development, engagement, integration, succession and/or reviewing performance of employees, business or strategic plans, investor communications or relations, compliance (including, but not limited to, with respect to accounting, tax, external or regulatory filings, internal financial reporting, audits (including, but not limited to, internal audits) or contract policies), financial planning or analysis; (f) any other goals or objectives selected by the Committee or (g) any combination or subset of the goals set forth in (a) through (f) above. If an Award is made on such basis, the Committee shall establish goals at such time as the Committee may determine and the Committee has the right for any reason to reduce (but not increase) the Award, notwithstanding the achievement of a specified goal. Any payment of an Award granted with performance goals shall be conditioned on the written certification of the Committee in each case that the performance goals and any other material conditions were satisfied.

14.14 TERMINATION OF EMPLOYMENT. Whether military, government or other service or other leave of absence shall constitute a termination of employment shall be determined in each case by the Committee at its discretion, and any determination by the Committee shall be final and conclusive. A termination of employment shall not occur (i) in a circumstance in which a Participant transfers from the Company to one of its Parents or Subsidiaries, transfers from a Parent or Subsidiary to the Company, or transfers from one Parent or Subsidiary to another Parent or Subsidiary, or (ii) in the discretion of the Committee as specified at or prior to such occurrence, in the case of a spin-off, sale or disposition of the Participant's employer from the Company or any Parent or Subsidiary. To the extent that this provision causes Incentive Stock Options to extend

beyond three months from the date a Participant is deemed to be an employee of the Company, a Parent or Subsidiary for purposes of Section 424(f) of the Code, the Options held by such Participant shall be deemed to be Non-Qualified Stock Options.

ARTICLE 15

CHANGES IN CAPITAL STRUCTURE

15.1 GENERAL. In the event of a corporate transaction involving the Company (including, without limitation, any stock dividend, stock split, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination or exchange of shares), the authorization limits under Section 5.1 and 5.4 shall be adjusted proportionately, and the Committee shall adjust Awards to preserve the benefits or potential benefits of the Awards. Action by the Committee shall include: (i) adjustment of the number and kind of shares or other securities which may be delivered under the Plan; (ii) adjustment of the number and kind of shares or other securities subject to outstanding Awards; (iii) adjustment of the exercise price of outstanding Awards; and (iv) any other adjustments that the Committee determines to be equitable. Without limiting the foregoing, in the event a stock dividend or stock split is declared upon the Stock, the authorization limits under Section 5.1 and 5.4 shall be increased proportionately, and the shares of Stock or other securities then subject to each Award shall be increased proportionately without any change in the aggregate purchase price therefor.

ARTICLE 16

AMENDMENT, MODIFICATION AND TERMINATION

16.1 AMENDMENT, MODIFICATION AND TERMINATION. The Board or the Committee may, at any time and from time to time, amend, modify or terminate the Plan without shareholder approval; provided, however, that the Board or Committee may condition any amendment or modification on the approval of shareholders of the Company if such approval is necessary or deemed advisable with respect to tax, securities or other applicable laws, policies or regulations.

16.2 AWARDS PREVIOUSLY GRANTED. At any time and from time to time, the Committee may amend, modify or terminate any outstanding Award without approval of the Participant; provided, however, that, subject to the terms of the applicable Award Agreement, such amendment, modification or termination shall not, without the Participant's consent, reduce or diminish the value of such Award determined as if the Award had been exercised, vested, cashed in or otherwise settled on the date of such amendment or termination, and provided further that, except as provided in Section 15.1 or otherwise with the consent of the shareholders, the exercise price of any Option or the grant price of any Stock Appreciation Right may not be reduced. No termination, amendment, or modification of the Plan shall adversely affect any Award previously granted under the Plan, without the written consent of the Participant.

ARTICLE 17

GENERAL PROVISIONS

17.1 NO RIGHTS TO AWARDS. No Participant or eligible participant shall have any claim to be granted any Award under the Plan, and neither the Company nor the Committee is obligated to treat Participants or eligible participants uniformly.

17.2 NO SHAREHOLDER RIGHTS. No Award gives the Participant any of the rights of a shareholder of the Company unless and until shares of Stock are in fact issued to such person in connection with such Award.

17.3 WITHHOLDING. The Company or any Parent or Subsidiary shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy federal, state, and local taxes (including the Participant's FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the Plan. With respect to withholding required upon any taxable event under the Plan, the Committee may, at the time the Award is granted or thereafter, require or permit that any such withholding requirement (up to the maximum statutory withholding rates in the applicable jurisdiction) be satisfied, in whole or in part, by withholding from the Award shares of Stock, all in accordance with such procedures as the Committee establishes.

17.4 NO RIGHT TO CONTINUED SERVICE. Nothing in the Plan or any Award Agreement shall interfere with or limit in any way the right of the Company or any Parent or Subsidiary to terminate any Participant's employment or status as an officer, consultant or director at any time, nor confer upon any Participant any right to continue as an employee, officer, consultant or director of the Company or any Parent or Subsidiary.

17.5 UNFUNDED STATUS OF AWARDS. The Plan is intended to be an "unfunded" plan for incentive and deferred compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or any Award Agreement shall give the Participant any rights that are greater than those of a general creditor of the Company or any Parent or Subsidiary.

17.6 INDEMNIFICATION. To the extent allowable under applicable law, each member of the Committee shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which such member may be a party or in which he may be involved by reason of any action or failure to act under the Plan and against and from any and all amounts paid by such member in satisfaction of judgment in such action, suit, or proceeding against him provided he gives the Company an opportunity, at its own expense, to handle and defend the same before he undertakes to handle and defend it on his own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled under the Company's Articles of Incorporation or Bylaws, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

17.7 RELATIONSHIP TO OTHER BENEFITS. No payment under the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or benefit plan of the Company or any Parent or Subsidiary unless provided otherwise in such other plan.

17.8 EXPENSES. The expenses of administering the Plan shall be borne by the Company and its Parents or Subsidiaries.

17.9 TITLES AND HEADINGS. The titles and headings of the Sections in the Plan are for convenience of reference only, and in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control.

17.10 GENDER AND NUMBER. Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

17.11 FRACTIONAL SHARES. No fractional shares of Stock shall be issued and the Committee shall determine, in its discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding up.

17.12 GOVERNMENT AND OTHER REGULATIONS. The obligation of the Company to make payment of awards in Stock, LTIP Units or otherwise shall be subject to all applicable laws, rules, and regulations, and to such approvals by government agencies as may be required. The Company shall be under no obligation to register under the 1933 Act, or any state securities act, any of the shares of Stock or LTIP Units issued in connection with the Plan. The shares or LTIP Units issued in connection with the Plan may in certain circumstances be exempt from registration under the 1933 Act, and the Company may restrict the transfer of such shares or LTIP Units in such manner as it deems advisable to ensure the availability of any such exemption.

17.13 GOVERNING LAW. To the extent not governed by federal law, the Plan and all Award Agreements shall be construed in accordance with and governed by the laws of the Commonwealth of Virginia.

17.14 ADDITIONAL PROVISIONS. Each Award Agreement may contain such other terms and conditions as the Committee may determine; provided that such other terms and conditions are not inconsistent with the provisions of this Plan. The foregoing is hereby acknowledged as being the UDR, Inc. 1999 Long-Term Incentive Plan as amended and restated as approved on December 1, 2023 to be effective February 19, 2024.

UDR, INC.

By: /s/ David G. Thatcher

David G. Thatcher
Senior Vice President – General Counsel

The Company has the following subsidiaries. Joint Venture entities are shown in italics. United Dominion Realty, L.P. is a limited partnership with outside limited partners holding minimal percentage interests. The Company owns general and limited partnership interests in United Dominion Realty, L.P. constituting 92.9% of the aggregate partnership interest. Entities marked with an asterisk are those entities in which United Dominion Realty, L.P. is either a member or a partner. UDR Lighthouse DownREIT L.P. is also a limited partnership with outside limited partners. The Company owns general and limited partnership interests in UDR Lighthouse DownREIT L.P. constituting 66.0% of the aggregate partnership interest. Entities marked with a double asterisk are those entities in which UDR Lighthouse DownREIT L.P. owns an interest. All other entities are wholly owned.

Subsidiary	State of Incorporation or Organization
1020 Tower GP LLC	Delaware
1020 Tower, LP	Delaware
<i>1211 & Olive REIT GP LLC</i>	<i>Delaware</i>
<i>1211 & Olive REIT LP</i>	<i>Delaware</i>
<i>1211 S. Olive Street Development, L.P.</i>	<i>California</i>
<i>1211 & Olive GP LLC</i>	<i>Delaware</i>
1274 at Towson LLC	Delaware
<i>13th And Market Properties LLC</i>	<i>Delaware</i>
1532 Harrison Lender LLC	Delaware
1532 Harrison Member LLC	Delaware
1745 LLC	Delaware
2000 Post Owners Association	Delaware
2727 Turtle Creek LLC	Delaware
2727 Turtle Creek 2 LLC	Delaware
<i>3001 Iowa Owner LLC</i>	<i>Delaware</i>
322 on North Broad LLC	Delaware
345 Harrison LLC	Delaware
<i>399 Fremont LLC</i>	<i>Delaware</i>
488 SW First LLC	Delaware
AAC Funding II, Inc.	Delaware
<i>AAC Funding III LLC**</i>	<i>Delaware</i>
<i>AAC Funding IV LLC*</i>	<i>California</i>
<i>AAC Funding Partnership II*</i>	<i>Delaware</i>
AAC/FSC Crown Pointe Investors, LLC	Washington
AAC/FSC Hilltop Investors, LLC	Washington
AAC/FSC Seattle Properties, LLC*	Delaware
AmberGlen Development LLC	Oregon
Andover House LLC	Delaware
Andover Member 1 LLC	Delaware
Andover Member 2 LLC	Delaware
<i>Apartments on Chestnut Limited Partnership</i>	<i>Delaware</i>
Arbors at Maitland LLC	Delaware
Ashton at Dublin Station, LLC	Delaware
Ashwood Commons North LLC	Washington
Bella Terra Villas LLC	Delaware
Bighorn Hawthorne LLC	Delaware
Bighorn New JV LLC	Delaware
Bighorn New JV 2 LLC	Delaware
Bighorn MA REIT LLC	Delaware
Bradlee Danvers LLC	Delaware
CMP-1, LLC	Delaware
Cambridge Woods LLC	Delaware
Canterbury Apartments Holdings, L.L.C.	Delaware
Canterbury Apartments REIT, L.L.C.	Delaware

Subsidiary	State of Incorporation or Organization
Central Square at Frisco LLC	Delaware
Circle Towers LLC**	Delaware
CityLine Development Phase I LLC	Washington
CityLine Development Phase II, LLC	Washington
Coastal Monterey Properties, LLC*	Delaware
Columbia City Apartments REIT LP	Delaware
Columbia City Apartments REIT GP LLC	Delaware
<i>Columbus Square 775 LLC</i>	<i>Delaware</i>
<i>Columbus Square 795 LLC</i>	<i>Delaware</i>
<i>Columbus Square 801 LLC</i>	<i>Delaware</i>
<i>Columbus Square 805 LLC</i>	<i>Delaware</i>
<i>Columbus Square 808 LLC</i>	<i>Delaware</i>
Consolidated-Hampton, LLC	Maryland
Cross Creek LLC	Delaware
DCO 2400 14 th Street LLC	Delaware
DCO 3033 Wilshire LLC	Delaware
DCO Addison at Brookhaven LP	Delaware
DCO Arbors at Lee Vista LLC	Delaware
DCO Beach Walk LLC	Delaware
DCO Borgata LLC	Delaware
DCO Caroline Development LLC	Delaware
DCO Market LLC	Delaware
DCO Mission Bay LP	Delaware
DCO Pacific City LLC	Delaware
DCO Realty, Inc.	Delaware
DCO Realty LP LLC	Delaware
DCO Talisker LP	Delaware
Domain Mountain View LLC	Delaware
<i>Domus SPE General Partner, LLC</i>	<i>Delaware</i>
Eastern Residential, Inc.	Delaware
Easton Partners I, LP	Delaware
Eastside Heights LLC	Delaware
Estancia Villas LLC	Delaware
Fiori LLC	Delaware
Flats at Palisades LLC	Delaware
<i>Foxborough Lodge Limited Partnership</i>	<i>Delaware</i>
FP Essex Owner, LLC	Delaware
Garrison Harcourt Square LLC	Delaware
Governour's Square of Columbus Co. L.P.*	Ohio
HPI 2161 Sutter LP	Delaware
Heritage Communities LLC**	Delaware
Inlet Bay at Gateway, LLC	Delaware
Jamestown of St. Matthews Limited Partnership*	Ohio
Jefferson at Marina del Rey, L.P.	Delaware
<i>Kelvin and Jamboree Properties, LLC</i>	<i>Delaware</i>
Kelvin Jamboree LLC	Delaware
<i>L.A. Southpark High Rise, LP</i>	<i>Delaware</i>
Lake Merritt TRS LLC	Delaware
Lenox Farms Limited Partnership	Delaware
Lightbox LLC	Delaware
Lodge at Ames Pond Limited Partnership	Delaware
Lofts at Charles River Landing, LLC	Delaware
Lofts at Palisades LLC	Delaware
MacAlpine Place Apartment Partners, Ltd.*	Florida
Management Company Services, Inc.	Delaware

Subsidiary	State of Incorporation or Organization
MCS Insurance Sub Producer Services LLC	Delaware
MCS MA REIT, Inc.	Delaware
Ninety Five Wall Street LLC*	Delaware
Northbay Properties II, L.P.*	California
One Upland LLC	Delaware
One William Urban Renewal LLC	Delaware
Pacific Los Alisos LLC	Delaware
Palo Verde LLC	Delaware
Park Square KOP Owner LLC	Delaware
Park Square Mezzanine LLC	Delaware
Park Square Mezzanine Owner LLC	Delaware
Park Square Philly Owner LLC	Delaware
Park Square Subsidiary 1 LLC	Delaware
Park Square Subsidiary 2 LLC	Delaware
Pier 4 LLC	Delaware
Polo Park Apartments LLC*	Delaware
Radius at Donelson LLC	Delaware
<i>Rancho Cucamonga Town Square Owners Association</i>	California
Rodgers Forge Condominiums, Inc.	Maryland
Quarters At Towson LLC	Delaware
Savoye LLC	Delaware
Savoye 2 LLC	Delaware
Seneca Place LLC	Delaware
Smith Owner LLC	Delaware
Smith Subsidiary 1 LLC	Delaware
Smith Subsidiary 2 LLC	Delaware
Station on Silver LLC	Delaware
Strata Properties, LLC	Delaware
Tennessee Colonnade LLC*	Delaware
THC/UDR Domain College Park LLC	Delaware
<i>The Domain Condominium Association, Inc.</i>	Texas
Thomas Circle Properties LLC	Delaware
Town Square Commons, LLC	District of Columbia
Towson Promenade, LLC	Delaware
Trilon Townhouses, LLC	District of Columbia
TSTW LLC	Delaware
UDR 10 Hanover LLC*	Delaware
UDR 345 Harrison LLC	Delaware
UDR 500 Penn LLC	Delaware
UDR 1590 Grove LLC	Delaware
UDR 1818 Platinum LLC	Delaware
UDR 1200 East West LLC	Delaware
UDR Altamira Place LLC	Delaware
UDR AP Block 11 Investor LLC	Delaware
UDR AP Block 11 Owner LLC	Delaware
UDR Arbor Park LLC**	Delaware
UDR Barton Creek LLC**	Delaware
UDR Brio LLC	Delaware
UDR California GP, LLC*	Delaware
UDR California GP II, LLC	Delaware
UDR California Properties, LLC	Virginia
UDR Calvert, LLC*	Delaware
UDR Calvert's Walk Associates Limited Partnership	Maryland
UDR Calverts Walk GP, LLC	Delaware
UDR Canal I LLC	Delaware

Subsidiary	State of Incorporation or Organization
UDR Canal II LLC	Delaware
UDR Canterbury LLC	Delaware
UDR Carriage Homes, LLC	Delaware
UDR Chelsea LLC	Delaware
UDR Climate Fund Member A LLC	Delaware
UDR Climate Fund Member B LLC	Delaware
UDR Cool Springs I LLC	Delaware
UDR Cool Springs II LLC	Delaware
UDR Courts at Dulles LLC**	Delaware
UDR Courts at Huntington LLC*	Delaware
UDR Crane Brook LLC*	Delaware
UDR Currents on the Charles LLC	Delaware
UDR Delancey at Shirlington LLC**	Delaware
UDR Domain Brewers Hill LLC	Delaware
UDR EAS LLC	Delaware
UDR EIG Investor A LLC	Delaware
UDR EIG Investor B LLC	Delaware
UDR Eight80 I LP*	Delaware
UDR Eight80 II LP*	Delaware
UDR Eleven55 Ripley LLC**	Delaware
UDR Garrison Square LLC	Delaware
UDR Harbor Greens, L.P.*	Delaware
UDR Huntington Vista, L.P.*	Delaware
UDR Inwood LLC**	Delaware
UDR JO Investor LLC	Delaware
UDR JO Investor Member LLC	Delaware
UDR/K Venture Member LLC	Delaware
UDR Lakeline Villas LLC	Delaware
UDR Legacy at Mayland LLC	Delaware
UDR Legacy Village LLC**	Delaware
UDR Leonard Pointe LLC	Delaware
UDR Lighthouse DownREIT L.P.*	Delaware
UDR Lighthouse EAS LLC**	Delaware
UDR Marina Pointe LLC	Delaware
UDR Menifee Lender LLC	Delaware
UDR/MetLife GP II LLC	Delaware
UDR/MetLife Master Limited Partnership	Delaware
UDR/MetLife Master Limited Partnership II	Delaware
UDR Meridian LLC	Delaware
UDR Milehouse LLC	Delaware
UDR/ML Venture LLC	Delaware
UDR/ML Venture 2 LLC	Delaware
UDR Midlands Acquisition, LLC*	Delaware
UDR Newport Village LLC**	Delaware
UDR NYL Deals GP LLC	Delaware
UDR of Tennessee, L.P.*	Virginia
UDR Okeehelie LLC*	Delaware
UDR Peridot Palms LLC	Delaware
UDR Pinebrook, L.P.*	Delaware
UDR Preserve at Gateway LLC	Delaware
UDR Presidential Greens, L.L.C.	Delaware
UDR Rancho Cucamonga, L.P.	Delaware
UDR Red Stone Ranch LLC	Delaware
UDR RET Strategic Member LLC	Delaware
UDR RETV Holdings IA LLC	Delaware

Subsidiary	State of Incorporation or Organization
UDR RETV Holdings IB LLC	Delaware
UDR RETV Holdings IC LLC	Delaware
UDR RETV Holdings ID LLC	Delaware
UDR RETV Holdings IIA LLC	Delaware
UDR RETV Holdings IIB LLC	Delaware
UDR RETV Holdings IIC LLC	Delaware
UDR RETV Holdings IID LLC	Delaware
UDR RETV Holdings IIIA LLC	Delaware
UDR RETV Holdings IIIB LLC	Delaware
UDR RETV Holdings IIIC LLC	Delaware
UDR RETV Holdings IID LLC	Delaware
UDR Ridgewood (II) Garden, LLC*	Virginia
UDR Ridge at Blue Hills LLC**	Delaware
UDR River Terrace LLC	Delaware
UDR Rivergate LLC	Delaware
UDR Riverside Lender LLC	Delaware
UDR Rodgers Forge LLC	Delaware
UDR Slade LLC	Delaware
UDR Smith LLC	Delaware
UDR Steele Creek LLC*	Delaware
UDR Texas Properties LLC	Delaware
UDR Towers By The Bay LLC	Delaware
UDR Union Place LLC	Delaware
UDR Valley Forge LLC	Delaware
UDR Virginia Properties, LLC	Virginia
UDR Wellington Place LLC	Delaware
UDR Whitmore LLC**	Delaware
UDR Windsor Gardens LLC	Delaware
UDR WJV Member LLC	Delaware
UDR Woodland Apartments II, L.P.	Delaware
UDR Woodland GP, LLC	Delaware
UDRLP EAS LLC*	Delaware
UDRT of Delaware 4 LLC*	Delaware
United Dominion Realty, L.P.	Delaware
Upton Place Member LLC	Delaware
View 14 Investments LLC	Delaware
Villaggio LLC	Delaware
VP West 1 LLC	Delaware
VP West 2 LLC	Delaware
VPDEV 1 LLC	Delaware
VPDEV 2 LLC	Delaware
Washington Vue LLC	Delaware
Waterside Towers, L.L.C.	Delaware
West El Camino Real, LLC	Delaware
Western Residential, Inc.	Delaware
Wilshire Crescent Heights, LLC	Delaware
Windemere at Sycamore Highlands, LLC	Delaware
Winterland San Francisco Partners*	California
WREP II Non-REIT Investments, L.P.	Delaware
WREP II/UDR AmberGlen, L.P.	Delaware
WREP II/UDR AmberGlen General Partner LLC	Delaware

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No 333-75897) pertaining to the Company's 1999 Long-Term Incentive Plan,
- (2) Registration Statement (Form S-3 No 333-129743) pertaining to the registration of 11,000,000 shares of Common Stock, including rights to purchase Series C Junior Participating Redeemable Preferred Stock, issuable under the Company's Dividend Reinvestment and Stock Purchase Plan Registration Statement,
- (3) Registration Statement (Form S-8 No 333-160180) pertaining to the Company's 1999 Long-Term Incentive Plan,
- (4) Registration Statement (Form S-3 No 333-167270) pertaining to the registration of 3,882,187 shares of Common Stock,
- (5) Registration Statement (Form S-3 No 333-180553) pertaining to the registration of 2,569,606 shares of Common Stock,
- (6) Registration Statement (Form S-3 No 333-183510) pertaining to the registration of 1,802,239 shares of Common Stock,
- (7) Registration Statement (Form S-8 No 333-201192) pertaining to the Company's 1999 Long-Term Incentive Plan,
- (8) Registration Statement (Form S-3 No 333-212727) pertaining to the registration of 16,137,973 shares of Common Stock,
- (9) Registration Statement (Form S-8 No 333-257566) pertaining to the Company's 1999 Long-Term Incentive Plan,
- (10) Registration Statement (Form S-3 No 333-264507) pertaining to the registration of 903,123 shares of Common Stock
- (11) Shelf Registration Statement (Form S-3 ASR No 333-269757) pertaining to the registration of an indeterminate amount of Common Stock, Preferred Stock, Depositary Shares, Debt Securities, Guarantees of Debt Securities, Warrants, Subscription Rights, Purchase Contracts and Purchase Units;

of our reports dated February 20, 2024, with respect to the consolidated financial statements and schedule of UDR, Inc. and the effectiveness of internal control over financial reporting of UDR, Inc. included in this Annual Report (Form 10-K) of UDR, Inc. for the year ended December 31, 2023.

/s/Ernst & Young LLP
Denver, Colorado
February 20, 2024

CERTIFICATION

I, Thomas W. Toomey, certify that:

1. I have reviewed this Annual Report on Form 10-K of UDR, Inc.;
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 officer(s) 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: February 20, 2024

/s/ Thomas W. Toomey

Thomas W. Toomey
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Joseph D. Fisher, certify that:

1. I have reviewed this Annual Report on Form 10-K of UDR, Inc.;
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 officer(s) 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: February 20, 2024

/s/ Joseph D. Fisher
Joseph D. Fisher
President and Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

In connection with the periodic report of UDR, Inc. (the "Company") on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "Report"), I, Thomas W. Toomey, Chairman of the Board and Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: February 20, 2024

/s/ Thomas W. Toomey

Thomas W. Toomey
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

In connection with the periodic report of UDR, Inc. (the "Company") on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "Report"), I, Joseph D. Fisher, President and Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: February 20, 2024

/s/ Joseph D. Fisher

Joseph D. Fisher
President and Chief Financial Officer
(Principal Financial Officer)

**UDR, INC.
RECOUPMENT POLICY**

In the event of any required accounting restatement of the financial statements of UDR, Inc. (the "Company") due to the material noncompliance of the Company with any financial reporting requirement under the applicable U.S. federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "Restatement"), the Company shall recover reasonably promptly from any person, who is or was an "Executive Officer," as such term is defined in Rule 10D-1 adopted under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Section 303A.14 of the New York Stock Exchange ("NYSE") Listed Company Manual, of the Company (each, a "Covered Person") the amount of any "Erroneously Awarded Incentive-Based Compensation" (as defined below). The effective date of Section 303A.14 of the NYSE Listed Company Manual is October 2, 2023 (the "Listing Standard Effective Date"). The effective date of this Policy is December 1, 2023 (the "Policy Effective Date"). As of the Policy Effective date, this Policy will supersede and replace the Company's *Recoupment of Performance-Based Incentives* policy.

The amount of Incentive-Based Compensation (as defined below) that must be recovered from a Covered Person pursuant to the immediately preceding paragraph is the amount of "Recoverable Incentive-Based Compensation" (as defined below) received by a Covered Person that exceeds the amount of Recoverable Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts, computed without regard to any taxes paid (referred to as the "Erroneously Awarded Incentive-Based Compensation"). For Recoverable Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Incentive-Based Compensation is not subject to mathematical recalculation directly from the information in a Restatement, the amount must be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return, as applicable, upon which the Recoverable Incentive-Based Compensation was received, and the Company must maintain documentation of that reasonable estimate and provide such documentation to the NYSE. For the purposes of this Policy, Recoverable Incentive-Based Compensation will be deemed to be received in the fiscal period during which the Financial Reporting Measure (as defined below) specified in the applicable Incentive-Based Compensation award is attained, even if the payment or grant occurs after the end of that period.

For purposes of this Policy, "Incentive-Based Compensation" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a "Financial Reporting Measure," which means a measure that is determined and presented in accordance with Generally Accepted Accounting Principles which are used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure. Stock price and total shareholder return are also Financial Reporting Measures for this purpose. For avoidance of doubt, a Financial Reporting

Measure need not be presented within the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission (the "SEC").

For purposes of this Policy, "Recoverable Incentive-Based Compensation" means all Incentive-Based Compensation received on or after the Listing Standard Effective Date by a Covered Person: (i) after beginning service as an executive officer; (ii) who served as an Executive Officer at any time during the performance period for the Incentive-Based Compensation; (iii) while the Company has a class of securities listed on a national securities exchange or a national securities association; and (iv) during the three completed fiscal years immediately preceding the date that the Company is required to prepare a Restatement, including any applicable transition period that results from a change in the Company's fiscal year within or immediately following those three completed fiscal years as specified in Rule 10D-1 under the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual. For this purpose, the Company is deemed to be required to prepare a Restatement on the earlier of: (i) the date the Company's Board of Directors (the "Board"), or the Company's officers authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement; or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare a Restatement. The Company's obligation to recover Erroneously Awarded Incentive-Based Compensation is not dependent on if or when the restated financial statements are filed with the SEC.

The Company shall recover the Erroneously Awarded Incentive-Based Compensation from Covered Persons unless the Compensation and Management Development Committee of the Board (the "Compensation Committee"), or, in the absence of the Compensation Committee, a majority of the independent directors serving on the Board, determines that recovery is impracticable because: (i) the direct expense to a third party to assist in enforcing this Policy would exceed the amount of Erroneously Awarded Incentive-Based Compensation; provided that, the Company must make a reasonable attempt to recover the Erroneously Awarded Incentive-Based Compensation before concluding that recovery is impracticable, document such reasonable attempt to recover the Erroneously Awarded Incentive-Based Compensation and provide such documentation to the NYSE; or (ii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the applicable requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

In no event will the Company indemnify any Covered Person for any amounts that are recovered under this Policy. This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or right of offset against any employees that is required pursuant to any statutory repayment requirement (regardless of whether implemented at any time prior to or following the adoption or amendment of this Policy), including Section 304 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). Any amounts paid to the Company pursuant to Section 304 of the Sarbanes-Oxley Act shall be considered in determining any amounts recovered under this Policy.

If a Covered Person fails to repay Erroneously Awarded Incentive-Based Compensation that is owed to the Company under this Policy, the Company shall take all appropriate action to recover such Erroneously Awarded Incentive-Based Compensation from the Covered Person. The application and enforcement of this Policy does not preclude the Company from taking any other action to enforce a Covered Person's obligations to the Company, including termination of employment or institution of legal proceedings. Nothing in this Policy restricts the Company from seeking recoupment under any other compensation recoupment policy or any other applicable provisions in plans, agreements, awards or other arrangements that contemplate the recoupment of compensation from a Covered Person. The terms of this Policy shall be binding and enforceable against all Covered Persons subject to this Policy and their beneficiaries, heirs, executors, administrators or other legal representatives. If any provision of this Policy or the application of such provision to any Covered Person shall be adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Policy, and the invalid, illegal or unenforceable provisions shall be deemed amended to the minimum extent necessary to render any such provision (or the application of such provision) valid, legal or enforceable.

Each Covered Person shall sign and return to the Company, within 30 calendar days following the later of (i) the Policy Effective Date or (ii) the date the individual becomes a Covered Person, the Acknowledgement Form attached hereto as Exhibit A, pursuant to which the Covered Person agrees to be bound by, and to comply with, the terms and conditions of this Policy.

This Policy shall be interpreted in a manner that is consistent with Rule 10D-1 under the Exchange Act, Section 303A.14 of the NYSE Listed Company Manual and any related rules or regulations adopted by the SEC or the NYSE (the "Applicable Rules"), as well as any other applicable law. To the extent the Applicable Rules require recovery of Incentive-Based Compensation in additional circumstances besides those specified above, nothing in this Policy shall be deemed to limit or restrict the right or obligation of the Company to recover Erroneously Awarded Incentive-Based Compensation to the fullest extent required by the Applicable Rules.

EXHIBIT A

**UDR, INC.
RECOUPMENT POLICY**

ACKNOWLEDGEMENT FORM

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of the UDR, Inc. (the "Company") Recoupment Policy (the "Policy").

By signing this Acknowledgement Form, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Incentive-Based Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner consistent with, the Policy.

COVERED PERSON

— Signature

Print Name

Date