

REFINITIV

DELTA REPORT

10-Q

URBAN EDGE PROPERTIES LP

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 621

■ CHANGES 240

■ DELETIONS 131

■ ADDITIONS 250

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-Q

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

For the quarterly period ended **March 31, 2024** **June 30, 2024**
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: 001-36523 (Urban Edge Properties)

Commission File Number: 333-212951-01 (Urban Edge Properties LP)

URBAN EDGE PROPERTIES

URBAN EDGE PROPERTIES LP

(Exact name of Registrant as specified in its charter)

Maryland	(Urban Edge Properties)	47-6311266
Delaware	(Urban Edge Properties LP)	36-4791544
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification No.)
888 Seventh Avenue	New York	10019
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: **(212) 956-2556**

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

Title of class	Trading symbol	Name of exchange on which registered
Common shares of beneficial interest, par value \$0.01 per share	UE	The New York Stock Exchange

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.

Urban Edge Properties Yes NO **Urban Edge Properties LP** 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).

Urban Edge Properties Yes NO **Urban Edge Properties LP** 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.

Urban Edge Properties:

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

Urban Edge Properties LP:

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.

Urban Edge Properties **Urban Edge Properties LP**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Urban Edge Properties YES NO **Urban Edge Properties LP** YES NO

As of **April 26, 2024** **July 26, 2024**, Urban Edge Properties had **118,815,093** **121,334,116** common shares outstanding.

URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP
QUARTERLY REPORT ON FORM 10-Q
QUARTER ENDED MARCH 31, JUNE 30, 2024

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EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended March 31, 2024 June 30, 2024 of Urban Edge Properties and Urban Edge Properties LP. Unless stated otherwise or the context otherwise requires, references to "UE", "Urban Edge" and "the REIT" mean Urban Edge Properties, a Maryland real estate investment trust ("REIT"), and references to "UELP" and the "Operating Partnership" mean Urban Edge Properties LP, a Delaware limited partnership. References to the "Company," "we," "us" and "our" mean collectively UE, UELP and those entities/subsidiaries consolidated by UE.

UELP is the entity through which we conduct substantially all of our business and own, either directly or through subsidiaries, substantially all of our assets. UE is the sole general partner and also a limited partner of UELP. As the sole general partner of UELP, UE has exclusive control of UELP's day-to-day management.

As of **March 31, 2024** **June 30, 2024**, UE owned an approximate **94.8%** **94.7%** interest in UELP. The remaining approximate **5.2%** **5.3%** interest is owned by other limited partners. The other limited partners of UELP are members of management, our Board of Trustees and contributors of property interests acquired. Under the limited partnership agreement of UELP, unitholders may present their common units of UELP for redemption at any time (subject to restrictions agreed upon at the time of issuance of the units that may restrict such right for a period of time). Upon presentation of a common unit for redemption, UELP must redeem the unit for cash equal to the then value of a share of UE's common shares, as defined by the limited partnership agreement. In lieu of cash redemption by UELP, however, UE may elect to acquire any common units so tendered by issuing common shares of UE in exchange for the common units. If UE so elects, its common shares will be exchanged for common units on a one-for-one basis. This one-for-one exchange ratio is subject to specified adjustments to prevent dilution. UE generally expects that it will elect to issue its common shares in connection with each such presentation for redemption rather than having UELP pay cash. With each such exchange or redemption, UE's percentage ownership in UELP will increase. In addition, whenever UE issues common shares other than to acquire common units of UELP, UE must contribute any net proceeds it receives to UELP and UELP must issue to UE an equivalent number of common units of UELP. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

The Company believes that combining the quarterly reports on Form 10-Q of UE and UELP into this single report provides the following benefits:

- enhances investors' understanding of UE and UELP by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation because a substantial portion of the disclosure applies to both UE and UELP; and
- creates time and cost efficiencies throughout the preparation of one combined report instead of two separate reports.

Management operates Urban Edge Properties and the Operating Partnership as one business. The management of Urban Edge Properties consists of the same individuals as the management of the Operating Partnership. These individuals are officers of Urban Edge Properties and employees of the Operating Partnership.

The Company believes it is important to understand the few differences between UE and UELP in the context of how UE and UELP operate as a consolidated company. The financial results of UELP are consolidated into the financial statements of UE. UE does not have any other significant assets, liabilities or operations, other than its investment in UELP, nor does it have employees of its own. UELP, not UE, generally executes all significant business relationships other than transactions involving the securities of UE. UELP holds substantially all of the assets of UE and retains the ownership interests in the Company's joint ventures. UELP conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by UE, which are contributed to the capital of UELP in exchange for units of limited partnership in UELP, as applicable, UELP generates all remaining capital required by the Company's business. These sources may include working capital, net cash provided by operating activities, borrowings under the Revolving Credit Agreement, the issuance of secured and unsecured debt and equity securities and proceeds received from the disposition of certain properties.

Shareholders' equity, partners' capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of UE and UELP. The limited partners of UELP are accounted for as partners' capital in UELP's financial statements and as noncontrolling interests in UE's financial statements. The noncontrolling interests in UELP's financial statements include the interests of unaffiliated partners in consolidated entities. The noncontrolling interests in UE's financial statements include the same noncontrolling interests at UELP's level and limited partners of UELP. The differences between shareholders' equity and partners' capital result from differences in the equity issued at UE and UELP levels.

To help investors better understand the key differences between UE and UELP, certain information for UE and UELP in this report has been separated, as set forth below: Item 1. Financial Statements (unaudited), which includes specific disclosures for UE and UELP, [Note 14](#), Equity and Noncontrolling Interest and [Note 16](#), Earnings Per Share and Unit.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of UE and UELP in order to establish that the requisite certifications have been made and that UE and UELP are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

		URBAN EDGE PROPERTIES			
		CONSOLIDATED BALANCE SHEETS			
		(Unaudited)			
(In thousands, except share and per share amounts)					
		March	December	March	December
		31,	31,	31,	31,
		2024	2023	2024	2023
ASSETS		ASSETS			
Real estate, at cost:		Real estate, at cost:		Real estate, at cost:	
Land					
Buildings and improvements					
Construction in progress					
Furniture, fixtures and equipment					



Consolidated subsidiaries
Total equity
Total liabilities and equity

See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
REVENUE				
REVENUE				
REVENUE				
Rental revenue				
Rental revenue				
Rental revenue				
Other income				
Other income				
Other income				
Total revenue				
Total revenue				
Total revenue				
EXPENSES				
EXPENSES				
EXPENSES				
Depreciation and amortization				
Depreciation and amortization				
Depreciation and amortization				
Real estate taxes				
Real estate taxes				
Real estate taxes				
Property operating				
Property operating				
Property operating				
General and administrative				
General and administrative				
General and administrative				
Real estate impairment loss				
Real estate impairment loss				
Real estate impairment loss				
Lease expense				
Lease expense				
Lease expense				
Total expenses				
Total expenses				
Total expenses				
Gain on sale of real estate				
Gain on sale of real estate				
Gain on sale of real estate				

Interest income
Interest income
Interest income
Interest and debt expense
Interest and debt expense
Interest and debt expense
Loss on extinguishment of debt
Loss on extinguishment of debt
Loss on extinguishment of debt
Income (loss) before income taxes
Income (loss) before income taxes
Gain (loss) on extinguishment of debt, net
Income (loss) before income taxes
Income tax expense
Income tax expense
Income tax expense
Net income (loss)
Net income (loss)
Net income (loss)
Less net (income) loss attributable to NCI in:
Less net (income) loss attributable to NCI in:
Less net (income) loss attributable to NCI in:
Operating partnership
Operating partnership
Operating partnership
Consolidated subsidiaries
Consolidated subsidiaries
Consolidated subsidiaries
Net income (loss) attributable to common shareholders
Net income (loss) attributable to common shareholders
Net income (loss) attributable to common shareholders
Earnings (loss) per common share - Basic:
Earnings (loss) per common share - Basic:
Earnings (loss) per common share - Basic:
Earnings (loss) per common share - Basic:
Earnings (loss) per common share - Diluted:
Earnings (loss) per common share - Diluted:
Earnings (loss) per common share - Diluted:
Weighted average shares outstanding - Basic
Weighted average shares outstanding - Basic
Weighted average shares outstanding - Basic
Weighted average shares outstanding - Diluted
Weighted average shares outstanding - Diluted
Weighted average shares outstanding - Diluted
Net income (loss)
Net income (loss)
Net income (loss)
Effective portion of change in fair value of derivatives
Effective portion of change in fair value of derivatives
Effective portion of change in fair value of derivatives
Comprehensive income (loss)
Comprehensive income (loss)

Comprehensive income (loss)
Less comprehensive (income) loss attributable to NCI in:
Less comprehensive (income) loss attributable to NCI in:
Less comprehensive (income) loss attributable to NCI in:
Less comprehensive loss (income) attributable to NCI in:
Operating partnership
Operating partnership
Operating partnership
Less net (income) loss attributable to NCI in:
Less net (income) loss attributable to NCI in:
Less net (income) loss attributable to NCI in:
Operating partnership
Operating partnership
Operating partnership
Consolidated subsidiaries
Consolidated subsidiaries
Consolidated subsidiaries
Comprehensive income (loss) attributable to common shareholders
Comprehensive income (loss) attributable to common shareholders
Comprehensive income (loss) attributable to common shareholders

See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Unaudited)
(In thousands, except share and per share amounts)

	Common Shares		Common Shares		Common Shares		Additional Paid-In Capital		Accumulated Other Comprehensive Income (Loss)		Accumulated Deficit		Operating Partnership		Consolidated Subsidiaries		Total Equity		Additional Paid-In Capital		Accumulated Other Comprehensive Income (Loss)		Accumulated (Deficit) Earnings		Operating Partnership		Consolidated Subsidiaries		Total Equity	
Balance, December 31, 2022	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Net loss attributable to common shareholders																														
Net loss attributable to NCI																														
Balance, March 31, 2023	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Net income attributable to common shareholders																														

Net income (loss)
attributable to
NCI

Other
comprehensive
loss
Limited
partnership
interests:

Units
redeemed for
common
shares
Units
redeemed for
common
shares
Units
redeemed for
common
shares

Reallocation of
NCI
Reallocation of
NCI
Reallocation of
NCI

Common shares
issued

Dividends to
common
shareholders
(\$0.16 per share)
Dividends to
common
shareholders
(\$0.16 per share)
Dividends to
common
shareholders
(\$0.16 per share)
Distributions to
redeemable NCI
(\$0.16 per unit)

Contributions
from
noncontrolling
interests

Share-based
compensation
expense

Share-based
awards retained
for taxes

**Balance, March
31, 2023**

**Balance, June
30, 2023**

**Common
Shares**

	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Earnings (Deficit)	Operating Partnership	Consolidated Subsidiaries	Total Equity	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Earnings (Deficit)	Operating Partnership	Consolidated Subsidiaries	Total Equity	
Balance, December 31, 2023																	
Balance, March 31, 2024																	
Net income attributable to common shareholders																	
Net income (loss) attributable to NCI																	
Other comprehensive income																	
Other comprehensive loss																	
Limited partnership interests:																	
Units redeemed for common shares																	
Units redeemed for common shares																	
Units redeemed for common shares																	
Reallocation of NCI																	
Common shares issued																	
Dividends to common shareholders (\$0.17 per share)																	
Distributions to redeemable NCI (\$0.17 per unit)																	
Share-based compensation expense																	
Share-based compensation expense																	
Contributions from noncontrolling interests																	
Share-based compensation expense																	

Issuance of accrued LTIP units
Share-based awards retained for taxes
Balance, March 31, 2024
Balance, June 30, 2024
Balance, June 30, 2024
Balance, June 30, 2024

See notes to consolidated financial statements (unaudited).

	Common Shares					Noncontrolling Interests ("NCI")				
	Shares		Additional Paid-In Capital		Comprehensive Income (Loss)	Accumulated Deficit	Operating Partnership		Consolidated Subsidiaries	Total Equity
	Shares	Amount	Paid-In Capital		Income (Loss)		Accumulated Deficit			
Balance, December 31, 2022	117,450,951	\$ 1,173	\$ 1,011,293	\$ 629	\$ (36,104)	\$ 39,209	\$ 13,906	\$ 1,030,106		
Net loss attributable to common shareholders	—	—	—	—	(8,856)	—	—	—	—	(8,856)
Net loss attributable to NCI	—	—	—	—	—	(344)	—	(383)	—	(727)
Other comprehensive loss	—	—	—	(308)	—	—	(13)	—	—	(321)
Limited partnership interests:										
Units redeemed for common shares	70,000	1	572	—	—	572	—	—	—	1,145
Reallocation of NCI	—	—	345	—	—	(1,490)	—	—	—	(1,145)
Common shares issued	126,288	1	238	—	(44)	—	—	—	—	195
Dividends to common shareholders (\$0.32 per share)	—	—	—	—	(37,584)	—	—	—	—	(37,584)
Distributions to redeemable NCI (\$0.32 per unit)	—	—	—	—	—	(1,626)	—	—	—	(1,626)
Contributions from NCI	—	—	—	—	—	—	—	1,221	—	1,221
Share-based compensation expense	—	—	496	—	—	3,713	—	—	—	4,209
Share-based awards retained for taxes	(7,637)	—	(119)	—	—	—	—	—	—	(119)
Balance, June 30, 2023	117,639,602	\$ 1,175	\$ 1,012,825	\$ 321	\$ (82,588)	\$ 40,021	\$ 14,744	\$ 986,498		

	Common Shares					Noncontrolling Interests ("NCI")				
	Shares		Additional Paid-In Capital		Comprehensive Income	Accumulated Earnings (Deficit)	Operating Partnership		Consolidated Subsidiaries	Total Equity
	Shares	Amount	Paid-In Capital		Income		Accumulated Earnings (Deficit)			
Balance, December 31, 2023	117,652,656	\$ 1,175	\$ 1,011,942	\$ 460	\$ 137,113	\$ 55,355	\$ 15,383	\$ 1,221,428		
Net income attributable to common shareholders	—	—	—	—	33,362	—	—	—	—	33,362
Net income (loss) attributable to NCI	—	—	—	—	—	—	1,857	(750)	—	1,107
Other comprehensive income	—	—	—	229	—	—	11	—	—	240
Limited partnership interests:										
Units redeemed for common shares	38,833	—	368	—	—	368	—	—	—	736
Reallocation of NCI	—	—	(6,581)	—	—	—	5,845	—	—	(736)
Common shares issued	2,763,639	28	46,185	—	(46)	—	—	—	—	46,167
Dividends to common shareholders (\$0.34 per share)	—	—	—	—	(40,396)	—	—	—	—	(40,396)
Distributions to redeemable NCI (\$0.34 per unit)	—	—	—	—	—	(2,336)	—	—	—	(2,336)

Contributions from NCI	—	—	—	—	—	—	901	901
Share-based compensation expense	—	—	480	—	—	4,383	—	4,863
Issuance of accrued LTIP units	—	—	—	—	—	609	—	609
Share-based awards retained for taxes	(11,117)	—	(195)	—	—	—	—	(195)
Balance, June 30, 2024	120,444,011	\$ 1,203	\$ 1,052,199	\$ 689	\$ 130,033	\$ 66,092	\$ 15,534	\$ 1,265,750

See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Three Months		Six Months Ended June 30,		
	Ended March 31,	2024	2023	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES	CASH FLOWS FROM OPERATING ACTIVITIES				CASH FLOWS FROM OPERATING ACTIVITIES
Net income (loss)					
Adjustments to reconcile net income (loss) to net cash provided by operating activities:	Adjustments to reconcile net income (loss) to net cash provided by operating activities:			Adjustments to reconcile net income (loss) to net cash provided by operating activities:	
Depreciation and amortization					
Gain on sale of real estate					
Real estate impairment loss					
Loss on extinguishment of debt					
(Gain) loss on extinguishment of debt, net					
Amortization of below market leases, net					
Amortization of below market leases, net					
Amortization of below market leases, net					
Noncash lease expense					
Straight-lining of rent					
Share-based compensation expense					
Change in operating assets and liabilities:					
Change in operating assets and liabilities:					
Change in operating assets and liabilities:					
Tenant and other receivables					
Deferred leasing costs					
Prepaid expenses and other assets					
Lease liabilities					
Accounts payable, accrued expenses and other liabilities					
Net cash provided by operating activities					
CASH FLOWS FROM INVESTING ACTIVITIES	CASH FLOWS FROM INVESTING ACTIVITIES		CASH FLOWS FROM INVESTING ACTIVITIES		
Real estate development and capital improvements					
Proceeds from sale of real estate					
Acquisitions of real estate					
Net cash used in investing activities					
CASH FLOWS FROM FINANCING ACTIVITIES	CASH FLOWS FROM FINANCING ACTIVITIES		CASH FLOWS FROM FINANCING ACTIVITIES		
Debt repayments					
Dividends to common shareholders					
Distributions to redeemable noncontrolling interests					
Distributions to redeemable noncontrolling interests					

Distributions to redeemable noncontrolling interests
Taxes withheld for vested restricted shares
Contributions from noncontrolling interests
Borrowings under unsecured credit facility
Proceeds from mortgage loan borrowings
Proceeds from mortgage loan borrowings
Proceeds from mortgage loan borrowings
Debt issuance costs
Debt issuance costs
Debt issuance costs
Proceeds related to the issuance of common shares
Net cash used in financing activities
Net decrease in cash and cash equivalents and restricted cash
Cash and cash equivalents and restricted cash at beginning of period
Cash and cash equivalents and restricted cash at end of period

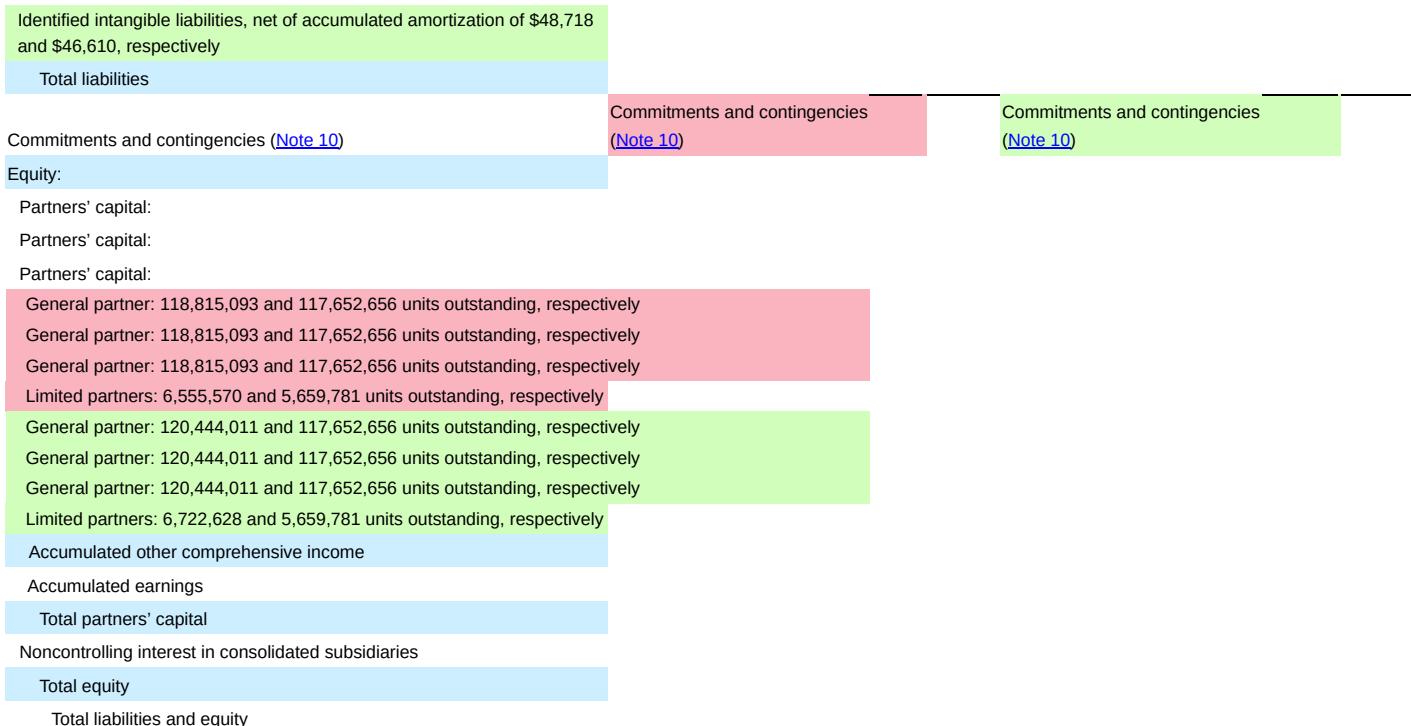
See notes to consolidated financial statements (unaudited).

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	Three Months		Six Months		
	Ended March 31,		30,	Ended June	2023
	2024	2024	2023	2024	2023
Cash payments for interest, net of amounts capitalized of \$2,678 and \$2,669, respectively					
Cash payments for interest, net of amounts capitalized of \$5,307 and \$5,541, respectively					
Cash payments for income taxes					
NON-CASH INVESTING AND FINANCING ACTIVITIES					
Accrued capital expenditures included in accounts payable and accrued expenses					
Accrued capital expenditures included in accounts payable and accrued expenses					
Accrued capital expenditures included in accounts payable and accrued expenses					
Write-off of fully depreciated and impaired assets					
Transfer of assets held for sale included in prepaid expenses and other assets					
Decrease in assets and liabilities in connection with foreclosure:					
Decrease in assets and liabilities in connection with foreclosure:					
Decrease in assets and liabilities in connection with foreclosure:					
Real estate, net					
Real estate, net					
Real estate, net					
Mortgages payable, net					
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH					
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH					
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH					
Cash and cash equivalents at beginning of period					
Restricted cash at beginning of period					

Cash and cash equivalents and restricted cash at beginning of period	
Cash and cash equivalents at end of period	
Cash and cash equivalents at end of period	
Cash and cash equivalents at end of period	
Restricted cash at end of period	
Cash and cash equivalents and restricted cash at end of period	

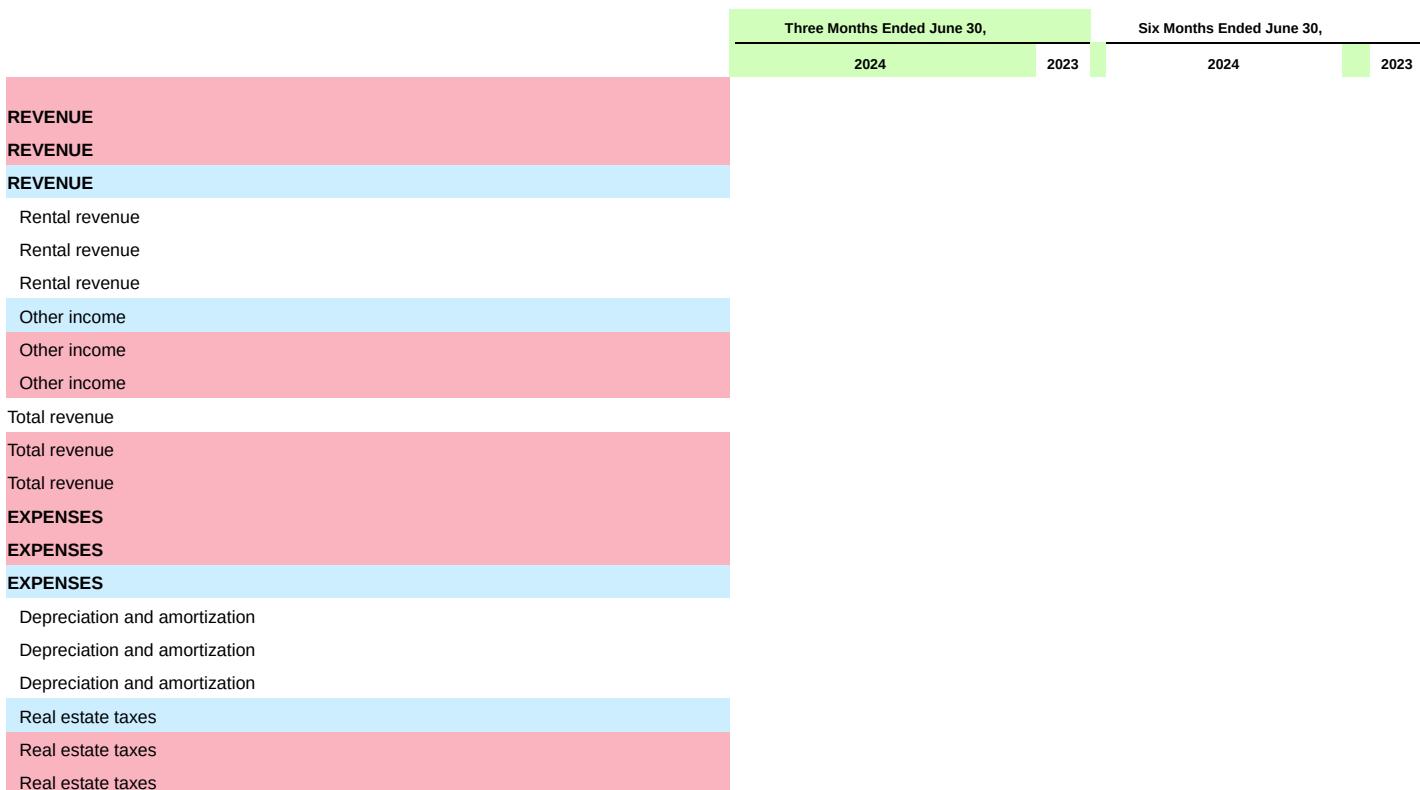
See notes to consolidated financial statements (unaudited).

		URBAN EDGE PROPERTIES LP CONSOLIDATED BALANCE SHEETS (Unaudited)			
		(In thousands, except unit amounts)			
		March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
ASSETS	ASSETS				ASSETS
Real estate, at cost:	Real estate, at cost:				Real estate, at cost:
Land					
Buildings and improvements					
Construction in progress					
Furniture, fixtures and equipment					
Total					
Accumulated depreciation and amortization					
Real estate, net					
Operating lease right-of-use assets					
Cash and cash equivalents					
Restricted cash					
Tenant and other receivables					
Receivable arising from the straight-lining of rents					
Identified intangible assets, net of accumulated amortization of \$55,976 and \$51,399, respectively					
Deferred leasing costs, net of accumulated amortization of \$21,074 and \$21,428, respectively					
Identified intangible assets, net of accumulated amortization of \$58,266 and \$51,399, respectively					
Deferred leasing costs, net of accumulated amortization of \$21,628 and \$21,428, respectively					
Prepaid expenses and other assets					
Total assets					
LIABILITIES AND EQUITY					
LIABILITIES AND EQUITY					
LIABILITIES AND EQUITY					
Liabilities:					
Mortgages payable, net					
Mortgages payable, net					
Mortgages payable, net					
Unsecured credit facility					
Operating lease liabilities					
Accounts payable, accrued expenses and other liabilities					
Identified intangible liabilities, net of accumulated amortization of \$46,397 and \$46,610, respectively					



See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES LP
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited)
(In thousands, except per unit amounts)



Property operating
Property operating
Property operating
General and administrative
General and administrative
General and administrative
Real estate impairment loss
Real estate impairment loss
Real estate impairment loss
Lease expense
Lease expense
Lease expense
Total expenses
Total expenses
Total expenses
Gain on sale of real estate
Gain on sale of real estate
Gain on sale of real estate
Interest income
Interest income
Interest income
Interest and debt expense
Interest and debt expense
Interest and debt expense
Loss on extinguishment of debt
Loss on extinguishment of debt
Loss on extinguishment of debt
Income (loss) before income taxes
Income (loss) before income taxes
Gain (loss) on extinguishment of debt, net
Income (loss) before income taxes
Income tax expense
Income tax expense
Income tax expense
Net income (loss)
Less net loss attributable to NCI in consolidated subsidiaries
Net income (loss) attributable to unitholders
Earnings (loss) per unit - Basic:
Earnings (loss) per unit - Basic:
Earnings (loss) per unit - Basic:
Earnings (loss) per unit - Diluted:
Weighted average units outstanding - Basic
Weighted average units outstanding - Diluted
Net income (loss)
Net income (loss)
Net income (loss)
Less net loss attributable to NCI in consolidated subsidiaries
Less net loss attributable to NCI in consolidated subsidiaries
Less net loss attributable to NCI in consolidated subsidiaries
Net income (loss) attributable to unitholders
Net income (loss) attributable to unitholders

Net income (loss) attributable to unitholders
Earnings (loss) per unit - Basic:
Earnings (loss) per unit - Basic:
Earnings (loss) per unit - Basic:
Earnings (loss) per unit - Diluted:
Earnings (loss) per unit - Diluted:
Earnings (loss) per unit - Diluted:
Weighted average units outstanding - Basic
Weighted average units outstanding - Basic
Weighted average units outstanding - Basic
Weighted average units outstanding - Diluted
Weighted average units outstanding - Diluted
Weighted average units outstanding - Diluted
Net income (loss)
Net income (loss)
Net income (loss)
Effective portion of change in fair value of derivatives
Effective portion of change in fair value of derivatives
Effective portion of change in fair value of derivatives
Comprehensive income (loss)
Comprehensive income (loss)
Comprehensive income (loss)
Less net loss attributable to NCI in consolidated subsidiaries
Less net loss attributable to NCI in consolidated subsidiaries
Less net loss attributable to NCI in consolidated subsidiaries
Comprehensive income (loss) attributable to unitholders
Comprehensive income (loss) attributable to unitholders
Comprehensive income (loss) attributable to unitholders

See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES LP
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Uaudited)
(In thousands, except unit and per unit amounts)

	Total Shares	General Partner	Total Units	Limited Partners(1)	Accumulated Comprehensive Income (Loss)	Accumulated Deficit	NCI in Consolidated Subsidiaries	Total Equity	Total Shares	General Partner	Total Units	Limited Partners(1)	Accumulated Comprehensive Income (Loss)	Accumulated (Deficit) Earnings	NCI in Consolidated Subsidiaries	Total Equity
Balance, December 31, 2022																
Net loss attributable to unitholders																
Balance, March 31, 2023																
Net income attributable to unitholders																
Net loss attributable to NCI																
Other comprehensive loss																
Common units issued as a result of common shares issued by Urban Edge																
Equity redemption of OP units																
Reallocation of NCI																

Reallocation of NCI
Reallocation of NCI
Distributions to Partners (\$0.16 per unit)
Contributions from noncontrolling interests
Share-based compensation expense
Share-based awards retained for taxes
Balance, March 31, 2023
Balance, June 30, 2023

(b) Limited partners have a 4.1% common limited partnership interest in the Operating Partnership as of **March 31, 2023** **June 30, 2023** in the form of Operating Partnership Units ("OP Units") and Long-Term Incentive Plan Units ("LTIP Units").

	Total Shares	General Partner	Total Units	Limited Partners(2)	Accumulated Other Comprehensive Income	Accumulated Earnings (Deficit)	NCI in Consolidated Subsidiaries	Total Equity	Total Shares	General Partner	Total Units	Limited Partners(2)	Accumulated Other Comprehensive Income (Loss)	Accumulated Earnings (Deficit)	NCI in Consolidated Subsidiaries	Total Equity
Balance, December 31, 2023																
Balance, March 31, 2024																
Net income attributable to unitholders																
Net loss attributable to NCI																
Other comprehensive income																
Other comprehensive loss																
Common units issued as a result of common shares issued by Urban Edge																
Equity redemption of OP units																
Reallocation of noncontrolling interests																
Reallocation of noncontrolling interests																
Reallocation of noncontrolling interests																
Distributions to Partners (\$0.17 per unit)																
Share-based compensation expense																
Share-based compensation expense																
Contributions from noncontrolling interests																
Share-based compensation expense																
Issuance of accrued LTIP units																
Share-based awards retained for taxes																
Balance, March 31, 2024																
Balance, June 30, 2024																
Balance, June 30, 2024																

Balance, June 30, 2024

(2) Limited partners have a 5.2% 5.3% common limited partnership interest in the Operating Partnership as of March 31, 2024 June 30, 2024 in the form of OP and LTIP Units.

See notes to consolidated financial statements (unaudited).

	Total Shares	General Partner	Total Units	Limited Partners ⁽¹⁾	Comprehensive Income (Loss)	Accumulated Deficit	NCI in Consolidated Subsidiaries	Accumulated Other	NCI in Consolidated	Total Equity
Balance, December 31, 2022	117,450,951	\$ 1,012,466	4,713,558	\$ 41,810	\$ 629	\$ (38,705)	\$ 13,906	\$ (9,200)	\$ (9,200)	\$ 1,030,106
Net loss attributable to unitholders	—	—	—	—	—	—	—	—	—	—
Net loss attributable to NCI	—	—	—	—	—	—	—	—	(383)	(383)
Other comprehensive loss	—	—	—	—	(308)	(13)	—	—	—	(321)
Common units issued as a result of common shares issued by Urban Edge	126,288	239	409,499	—	—	(44)	—	—	—	195
Equity redemption of OP units	70,000	573	(70,000)	572	—	—	—	—	—	1,145
Reallocation of NCI	—	345	—	(1,490)	—	—	—	—	—	(1,145)
Distributions to Partners (\$0.32 per unit)	—	—	—	—	—	(39,210)	—	—	—	(39,210)
Contributions from NCI	—	—	—	—	—	—	—	—	1,221	1,221
Share-based compensation expense	—	496	—	3,713	—	—	—	—	—	4,209
Share-based awards retained for taxes	(7,637)	(119)	—	—	—	—	—	—	—	(119)
Balance, June 30, 2023	117,639,602	\$ 1,014,000	5,053,057	\$ 44,605	\$ 321	\$ (87,172)	\$ 14,744	\$ 986,498		

(2) Limited partners have a 4.1% common limited partnership interest in the Operating Partnership as of June 30, 2023 in the form of OP Units and LTIP Units.

	Total Shares	General Partner	Total Units	Limited Partners ⁽²⁾	Accumulated Other	Accumulated Earnings (Deficit)	NCI in Consolidated Subsidiaries	NCI in Consolidated	Total Equity
Balance, December 31, 2023	117,652,656	\$ 1,013,117	5,659,781	\$ 49,311	\$ 460	\$ 143,157	\$ 15,383	\$ (35,219)	\$ 1,221,428
Net income attributable to unitholders	—	—	—	—	—	—	—	—	35,219
Net loss attributable to NCI	—	—	—	—	—	—	—	(750)	(750)
Other comprehensive income	—	—	—	—	229	11	—	—	240
Common units issued as a result of common shares issued by Urban Edge	2,763,639	46,213	1,101,680	—	—	(46)	—	—	46,167
Equity redemption of OP units	38,833	368	(38,833)	368	—	—	—	—	736
Reallocation of NCI	—	(6,581)	—	5,845	—	—	—	—	(736)
Distributions to Partners (\$0.34 per unit)	—	—	—	—	—	(42,732)	—	—	(42,732)
Contributions from NCI	—	—	—	—	—	—	901	901	901
Share-based compensation expense	—	480	—	4,383	—	—	—	—	4,863
Issuance of accrued LTIP units	—	—	—	609	—	—	—	—	609
Share-based awards retained for taxes	(11,117)	(195)	—	—	—	—	—	—	(195)
Balance, June 30, 2024	120,444,011	\$ 1,053,402	6,722,628	\$ 60,516	\$ 689	\$ 135,609	\$ 15,534	\$ (35,219)	\$ 1,265,750

(2) Limited partners have a 5.3% common limited partnership interest in the Operating Partnership as of June 30, 2024 in the form of OP and LTIP Units.

See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES LP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

CASH FLOWS FROM OPERATING ACTIVITIES	Three Months		Six Months Ended June 30,		CASH FLOWS FROM OPERATING ACTIVITIES	
	Ended March 31,		2024 2023			
	2024	2023	2024	2023		
Net income (loss)						

Adjustments to reconcile net income (loss) to net cash provided by operating activities:	Adjustments to reconcile net income (loss) to net cash provided by operating activities:	Adjustments to reconcile net income (loss) to net cash provided by operating activities:
Depreciation and amortization		
Gain on sale of real estate		
Real estate impairment loss		
Loss on extinguishment of debt		
(Gain) loss on extinguishment of debt, net		
Amortization of below market leases, net		
Amortization of below market leases, net		
Amortization of below market leases, net		
Noncash lease expense		
Straight-lining of rent		
Share-based compensation expense		
Change in operating assets and liabilities:		
Change in operating assets and liabilities:		
Change in operating assets and liabilities:		
Tenant and other receivables		
Deferred leasing costs		
Prepaid expenses and other assets		
Lease liabilities		
Accounts payable, accrued expenses and other liabilities		
Net cash provided by operating activities		
CASH FLOWS FROM INVESTING ACTIVITIES		CASH FLOWS FROM INVESTING ACTIVITIES
Real estate development and capital improvements		
Proceeds from sale of real estate		
Acquisitions of real estate		
Net cash used in investing activities		
CASH FLOWS FROM FINANCING ACTIVITIES		CASH FLOWS FROM FINANCING ACTIVITIES
Debt repayments		
Distributions to partners		
Taxes withheld for vested restricted units		
Taxes withheld for vested restricted units		
Taxes withheld for vested restricted units		
Contributions from noncontrolling interests		
Proceeds from mortgage loan borrowings		
Proceeds from mortgage loan borrowings		
Borrowings under unsecured credit facility		
Borrowings under unsecured credit facility		
Borrowings under unsecured credit facility		
Proceeds from mortgage loan borrowings		
Debt issuance costs		
Debt issuance costs		
Debt issuance costs		
Proceeds related to the issuance of common shares		
Proceeds related to the issuance of common shares		
Proceeds related to the issuance of common shares		
Net cash used in financing activities		
Net decrease in cash and cash equivalents and restricted cash		

Cash and cash equivalents and restricted cash
at beginning of period
Cash and cash equivalents and restricted cash
at end of period

See notes to consolidated financial statements (unaudited).

	Three Months Ended March 31, 2024		Six Months Ended June 30, 2024	
	2024	2024	2023	2024
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
Cash payments for interest, net of amounts capitalized of \$2,678 and \$2,669, respectively				
Cash payments for interest, net of amounts capitalized of \$5,307 and \$5,541, respectively				
Cash payments for income taxes				
NON-CASH INVESTING AND FINANCING ACTIVITIES				
Accrued capital expenditures included in accounts payable and accrued expenses				
Accrued capital expenditures included in accounts payable and accrued expenses				
Accrued capital expenditures included in accounts payable and accrued expenses				
Write-off of fully depreciated and impaired assets				
Transfer of assets held for sale included in prepaid expenses and other assets				
Decrease in assets and liabilities in connection with foreclosure:				
Decrease in assets and liabilities in connection with foreclosure:				
Decrease in assets and liabilities in connection with foreclosure:				
Real estate, net				
Real estate, net				
Real estate, net				
Mortgages payable, net				
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH				
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH				
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH				
Cash and cash equivalents at beginning of period				
Restricted cash at beginning of period				
Cash and cash equivalents and restricted cash at beginning of period				
Cash and cash equivalents at end of period				
Cash and cash equivalents at end of period				
Cash and cash equivalents at end of period				
Restricted cash at end of period				
Cash and cash equivalents and restricted cash at end of period				

See notes to consolidated financial statements (unaudited).

URBAN EDGE PROPERTIES AND URBAN EDGE PROPERTIES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. ORGANIZATION

Urban Edge Properties ("UE", "Urban Edge" or the "Company") (NYSE: UE) is a Maryland real estate investment trust focused on owning, managing, acquiring, developing, and redeveloping retail real estate in urban communities, primarily in the Washington, D.C. to Boston corridor. Urban Edge Properties LP ("UELP" or the "Operating Partnership") is a Delaware limited partnership formed to serve as UE's majority-owned partnership subsidiary and to own, through affiliates, all of the Company's real estate properties and other assets. Unless the context otherwise requires, references to "we", "us" and "our" refer to Urban Edge Properties and UELP and their consolidated entities/subsidiaries.

The Operating Partnership's capital includes general and common limited partnership interests in the operating partnership ("OP Units"). As of **March 31, 2024** **June 30, 2024**, Urban Edge owned approximately **94.8%** **94.7%** of the outstanding common OP Units with the remaining limited OP Units held by members of management, Urban Edge's Board of Trustees, and contributors of property interests acquired. Urban Edge serves as the sole general partner of the Operating Partnership. The third-party unitholders have limited rights over the Operating Partnership such that they do not have characteristics of a controlling financial interest. As such, the Operating Partnership is considered a variable interest entity ("VIE"), and the Company is the primary beneficiary which consolidates it. The Company's only investment is the Operating Partnership. The VIE's assets can be used for purposes other than the settlement of the VIE's obligations and the Company's partnership interest is considered a majority voting interest.

As of **March 31, 2024** **June 30, 2024**, our portfolio consisted of 71 shopping centers, two outlet centers and two malls and one industrial building totaling approximately **17.1 million** **17.2 million** square feet ("sf"), which is inclusive of a 95% controlling interest in our property in Walnut Creek, CA (Mt. Diablo), and an 82.5% controlling interest in Sunrise Mall, in Massapequa, NY.

2. BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions of Form 10-Q. Certain information and footnote disclosures included in our annual financial statements have been condensed or omitted. In the opinion of management, the consolidated financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position of the Company and the Operating Partnership and the results of operations and cash flows for the interim periods presented. Operating results for the three and six months ended **March 31, 2024** **June 30, 2024** are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. Accordingly, these consolidated financial statements should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission ("SEC").

The consolidated balance sheets as of **March 31, 2024** **June 30, 2024** and December 31, 2023 reflect the consolidation of wholly-owned subsidiaries and those entities in which we have a controlling financial interest. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, excluding the Operating Partnership, we consolidated two VIEs with total assets of **\$43.6** **\$49.3** million and \$47.2 million, respectively, and total liabilities of **\$17.3** **\$23.9** million and \$20.3 million, respectively. The consolidated statements of income and comprehensive income for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023, include the consolidated accounts of the Company, the Operating Partnership and the two VIEs. All intercompany transactions have been eliminated in consolidation.

Our primary business is the ownership, management, acquisition, development, and redevelopment of retail shopping centers and malls. We do not distinguish from our primary business or group our operations on a geographical basis for purposes of measuring performance. The Company's Chief Operating Decision Maker ("CODM") reviews operating and financial information at the individual operating segment. We aggregate all of our properties into one reportable segment due to their similarities with regard to the nature and economics of the properties, tenants and operations, as well as long-term average financial performance.

None of our tenants accounted for more than 10% of our revenue or property operating income as of **March 31, 2024** **June 30, 2024**.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Real Estate — Real estate is carried at cost, net of accumulated depreciation and amortization. Expenditures for ordinary maintenance and repairs are expensed to operations as they are incurred. Significant renovations that improve or extend the useful lives of assets are capitalized. As real estate is undergoing redevelopment activities, all property operating expenses directly associated with and attributable to the redevelopment, including interest, are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the property when completed. If the cost of the redeveloped property, including the net book value of the existing property, exceeds the estimated fair value of redeveloped property, the excess is charged to impairment expense. The capitalization period begins when redevelopment activities are under way and ends when the project is substantially complete and ready for its intended use. Depreciation is recognized on a straight-line basis over estimated useful lives which range from one to 40 years.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above and below-market leases, acquired in-place leases and tenant relationships) and assumption of liabilities and we allocate the purchase price based on these assessments on a relative fair value basis. We assess fair value based on estimated cash flow projections utilizing appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known trends, and market/economic conditions. We record acquired intangible assets (including acquired above-market leases, acquired in-place leases and tenant relationships) and acquired intangible liabilities (including below-market leases) at their estimated fair value. We amortize identified intangibles that have finite lives over the period they are expected to contribute directly or indirectly to the future cash flows of the property or business acquired.

Our properties and development projects are individually evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Such events and changes include macroeconomic conditions, operating performance, and environmental and regulatory changes, which may result in property operational disruption and could indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis taking into account the appropriate capitalization rate in determining a future terminal value. An impairment loss is measured based on the excess of the property's carrying amount over its estimated fair value. Estimated fair value may be based on discounted future cash flows utilizing appropriate discount and capitalization rates and, in addition to available market information, third-party appraisals, broker selling estimates or sale agreements under negotiation. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. If our estimates of the projected future cash flows change based on uncertain market conditions, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements.

Tenant and Other Receivables and Changes in Collectibility Assessment — Tenant receivables include unpaid amounts billed to tenants, disputed enforceable charges and accrued revenues for future billings to tenants for property expenses. We evaluate the collectibility of amounts due from tenants and disputed enforceable charges on both a lease-by-lease and a portfolio-level, which result from the inability of tenants to make required payments under their operating lease agreements. We recognize changes in the collectibility assessment of these operating leases as adjustments to rental revenue in accordance with ASC 842 Leases. Management exercises judgment in assessing collectibility and

considers payment history, current credit status and publicly available information about the financial condition of the tenant, among other factors. Tenant receivables and receivables arising from the straight-lining of rents are written-off directly when management deems the collectibility of substantially all future lease payments from a specific lease is not probable, at which point, the Company will begin recognizing revenue from such leases prospectively, based on actual amounts received. This write-off effectively reduces cumulative non-cash rental income recognized from the straight-lining of rents since lease commencement. If the Company subsequently determines that it is probable it will collect substantially all of the lessee's remaining lease payments under the lease term, the Company will reinstate the receivables balance, including those arising from the straight-lining of rents.

Recently Issued Accounting Literature — In March 2020 and January 2021, the Financial Accounting Standards Board ("FASB") issued ASU 2020-04 *Reference Rate Reform (ASC 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, and ASU 2021-01 *Reference Rate Reform (ASC 848): Scope* which provide temporary optional guidance to ease the potential burden in accounting for reference rate reform in contracts and other transactions that reference the London Interbank Offered Rate ("LIBOR") or another reference rate expected to be discontinued because of reference rate reform, if certain criteria are met. ASU 2020-04 and ASU 2021-01 were effective for all entities as of March 12, 2020 through December 31, 2022. In December 2022, FASB issued ASU 2022-06 *Reference Rate Reform (ASC 848): Deferral of the Sunset Date of Topic 848*, which extended the final sunset date from December 31, 2022 to December 31, 2024. During June 2023, the Company entered into loan amendments to transition its four LIBOR-based loans to the Secured Overnight Financing Rate ("SOFR"). The amendments went into effect in July 2023 and did not have a material impact on the loans affected.

In August 2023, FASB issued ASU 2023-05 *Business Combinations - Joint Venture Formation (Subtopic 805-60): Recognition and Initial Measurement*, which provides an update to the accounting treatment of joint ventures upon formation. This update requires companies to measure assets and liabilities contributed to joint ventures at fair value at the time of formation and has an effective date of January 1, 2025. The update is to be applied prospectively, with a retrospective option for previously formed joint ventures and has no current impact on ventures. The Company will adopt the Company provisions of this ASU for any future joint venture formations.

In November 2023, FASB issued ASU 2023-07 *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which provides for additional disclosures as they relate to a Company's segments. Additional requirements per the update include disclosures for significant segment expenses, measures of profit or loss used by the CODM and how these measures are used to allocate resources and assess segment performance. The amendments in this ASU will also apply to entities with a single reportable segment and is effective for all public entities for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this update on its disclosures and will apply the required amendments in its December 31, 2024 Annual Report on Form 10-K.

In December 2023, FASB issued ASU 2023-09 *Income Tax (Topic 740): Improvements to Income Tax Disclosures* which provides for additional disclosures for rate reconciliations, disaggregation of income taxes paid, and other disclosures. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2024. The Company will adopt and incorporate any required disclosures in our its December 31, 2025 Annual Report on Form 10-K.

In March 2024, FASB issued ASU 2024-01 *Compensation - Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards* which provides clarity on how an entity determines whether a profits interest or similar award is within the scope of ASC 718. It also offers guidance on identifying whether such an award is not a share-based payment arrangement and therefore within the scope of other guidance. The Company has reviewed the update and determined it does not issue any profits interest or similar awards and therefore is not impacted by this ASU.

Any other recently issued accounting standards or pronouncements not disclosed above have been excluded as they are not relevant to the Company or the Operating Partnership, or they are not expected to have a material impact on our consolidated financial statements or disclosures.

Recent SEC Reporting Updates — On March 6, 2024, the SEC issued its final ruling on *The Enhancement and Standardization of Climate-Related Disclosures for Investors* (Release No. 34-99678). Provisions of the final rule require registrants to include climate-related disclosures that are both qualitative and quantitative in their annual reports and registration statements. These disclosures include, but are not limited to, governance, risk management, strategy, emissions, capital expenditures, and climate-related targets and goals. The disclosure requirements will be effective for the Company's Annual Report on Form 10-K beginning with the year ended December 31, 2025, with certain provisions being phased in later periods. Subsequent to issuance, the rules became the subject of litigation, and the SEC has issued a stay to allow the legal process to proceed. The Company is continuing to review the final rule and monitoring the litigation progress for possible impacts on the disclosure requirements and will adopt the required disclosures in their effective periods.

4. ACQUISITIONS AND DISPOSITIONS

Acquisitions

During the three six months ended March 31, 2024, we June 30, 2024 and 2023, the Company closed on the following acquisition: acquisitions:

Date Purchased	Date Purchased	Property Name	City	State	Square Feet	Purchase Price ⁽¹⁾ (in thousands)	Date Purchased	Property Name	City	State	Square Feet	Purchase Price ⁽¹⁾ (in thousands)
February 8, 2024												
April 5, 2024												
			2024									
			Total									
June 21, 2023												
June 21, 2023												
June 21, 2023												

2023
Total

(1) The total purchase price for the property properties acquired during the **three six** months ended **March 31, 2024** **June 30, 2024** and **2023** includes **\$0.7 million** **\$2.1 million** and **\$0.1 million** of transaction costs, costs, respectively.

(2) Pertains to the buyout and termination of a ground lease for certain land parcels at our Sunrise Mall property in which the Company previously held a lessee position.

On February 8, 2024, the Company acquired Heritage Square, an unencumbered 87,000 sf shopping center located in Watchung, NJ, for a purchase price of \$33.8 million, including transaction costs. The property is anchored by Ulta and two TJX

Companies concepts, HomeSense and Sierra Trading, and includes three outparcels with a fourth currently under construction. The acquisition was funded using cash on hand.

During the three months ended March 31, 2023, no acquisitions were completed by the Company.

The aggregate purchase price of the above property acquisition has been allocated as follows:

(amounts in thousands)						
Property Name	Land	Buildings and Improvements	Identified Intangible Assets ⁽¹⁾	Identified Intangible Liabilities ⁽¹⁾	Total Purchase Price	
Heritage Square	\$ 7,343	\$ 24,643	\$ 4,763	\$ (2,911)	\$ 33,838	

(1) As of March 31, 2024, the remaining weighted average amortization periods of the identified intangible assets and identified intangible liabilities acquired in 2024 were 7.5 years and 25.4 years, respectively.

Dispositions

On March 14, 2024, the Company completed the sale of its 95,000 sf property located in Hazlet, NJ for a price of \$8.7 million and recognized a gain on sale of real estate of \$1.5 million. The total gain on sale of real estate of \$1.9 million includes amounts related to properties disposed of in prior periods.

During the three months ended March 31, 2023, no dispositions were completed by the Company, however, we recognized a gain on sale of real estate of \$0.4 million in connection with the release of escrow funds related to a property that was disposed of in a prior period.

Real Estate Held for Sale

As of March 31, 2024, our property in Lodi, NJ was classified as held for sale based on an executed contract of sale with a third-party buyer. The aggregate carrying amount of this property was \$15.1 million and is included in prepaid expenses and other assets on our consolidated balance sheets as of March 31, 2024. The property was sold on April 26, 2024 and was structured as part of a Section 1031 exchange with the acquisition of Heritage Square which closed on February 8, 2024, allowing for the deferral of capital gains resulting from the sale for income tax purposes.

Subsequent Events

On April 5, 2024, the Company closed on the acquisition of Ledgewood Commons, located in Roxbury Township, NJ, for a gross purchase price of \$83.2 million, including transaction costs. The center, aggregating 448,000 sf, is anchored by a grocer and includes two pre-approved but undeveloped outparcels. On May 3, 2024, the Company obtained a 5-year, \$50 million mortgage secured by the property that bears interest at a fixed rate of 6.03%.

The aggregate purchase prices of the above property acquisitions have been allocated as follows:

(amounts in thousands)						
Property Name	Land	Buildings and Improvements	Identified Intangible Assets ⁽¹⁾	Identified Intangible Liabilities ⁽¹⁾	Total Purchase Price	
Heritage Square	\$ 7,343	\$ 24,643	\$ 4,763	\$ (2,911)	\$ 33,838	
Ledgewood Commons	\$ 24,313	\$ 56,352	\$ 15,137	\$ (12,591)	\$ 83,211	
2024 Total	\$ 31,656	\$ 80,995	\$ 19,900	\$ (15,502)	\$ 117,049	
Sunrise Mall (Ground Lease)	\$ 2,071	\$ —	\$ —	\$ —	\$ 2,071	
2023 Total	\$ 2,071	\$ —	\$ —	\$ —	\$ 2,071	

(1) As of June 30, 2024, the remaining weighted average amortization periods of the identified intangible assets and identified intangible liabilities acquired in 2024 were 10.4 years and 18.3 years, respectively.

Dispositions

During the six months ended June 30, 2024, the Company disposed of two properties and received proceeds of \$34.8 million, net of selling costs, resulting in a \$15.3 million gain on sale of real estate.

On April 26, 2024, the Company completed the sale of its 127,000 sf industrial property located in Lodi, NJ for a gross price of \$29.2 million and recognized a gain on sale of real estate of \$13.1 million. The sale was structured as part of a Section 1031 exchange with the acquisition of Heritage Square which closed on February 8, 2024, allowing for the deferral of capital gains resulting from the sale for income tax purposes.

On March 14, 2024, the Company completed the sale of its 95,000 sf property located in Hazlet, NJ for a gross price of \$8.7 million and recognized a gain on sale of real estate of \$1.5 million.

The total gain on sale of real estate of \$15.3 million for the six months ended June 30, 2024 includes amounts related to properties disposed of in prior periods.

During the six months ended June 30, 2023, no dispositions were completed by the Company, however, a gain on sale of real estate of \$0.4 million was recognized in connection with the release of escrow funds related to a property that was disposed of in a prior period.

5. IDENTIFIED INTANGIBLE ASSETS AND LIABILITIES

The Company's identified intangible assets (acquired in-place and above-market leases) and liabilities (acquired below-market leases), net of accumulated amortization, were \$110.5 million and \$114.5 million and \$168.3 million and \$175.8 million, respectively, as of March 31, 2024 June 30, 2024 and \$113.9 million and \$170.4 million, respectively, as of December 31, 2023.

Amortization of acquired below-market leases, net of acquired above-market leases, resulted in additional rental income of \$1.5 million \$0.7 million and \$2.1 million for the three and six months ended March 31, 2024 June 30, 2024, respectively, and \$2.0 million and \$3.5 million for the same periods in 2023.

Amortization of acquired in-place leases inclusive of customer relationships resulted in additional depreciation and amortization expense of \$6.9 million \$7.5 million and \$2.4 million \$14.4 million for the three and six months ended March 31, 2024 June 30, 2024, respectively, and 2023, respectively. \$2.5 million and \$4.9 million for the same periods in 2023.

The following table sets forth the estimated annual amortization income and expense related to intangible assets and liabilities for the remainder of 2024 and the five succeeding years:

(Amounts in thousands)	(Amounts in thousands)	Below-Market	Above-Market	In-Place Lease	(Amounts in thousands)	Below-Market	Above-Market	In-Place Lease
Year	Year	Operating Lease Amortization	Amortization Year			Operating Lease Amortization	Amortization	
2024 ⁽¹⁾								
2025								
2026								
2027								
2028								
2029								

⁽¹⁾ Remainder of 2024.

6. MORTGAGES PAYABLE

The following is a summary of mortgages payable as of March 31, 2024 June 30, 2024 and December 31, 2023.

(Amounts in thousands)	(Amounts in thousands)	Maturity	Interest Rate at March 31, 2024	March 31, 2024	December 31, 2023	(Amounts in thousands)	Maturity	Interest Rate at June 30, 2024	June 30, 2024	December 31, 2023
Mortgages secured by:	Mortgages secured by:									
Variable rate										
Hudson Commons ⁽¹⁾										
Hudson Commons ⁽¹⁾										
Hudson Commons ⁽¹⁾										
Greenbrook Commons ⁽¹⁾										
Gun Hill Commons ⁽¹⁾										
Plaza at Woodbridge ⁽²⁾										
Total variable rate debt										
Fixed rate										
Brick Commons										
Brick Commons										
Brick Commons										
West End Commons										
Town Brook Commons										
Town Brook Commons										

Rockaway River

Commons

Hanover
Commons

Tonelle
Commons

Manchester
Plaza

Millburn
Gateway Center

Totowa
Commons

Woodbridge
Commons

Brunswick
Commons

Rutherford
Commons

Kingswood
Center⁽³⁾

Hackensack
Commons

Marlton
Commons

Union
(Vauxhall)

Yonkers
Gateway
Center⁽⁴⁾

Ledgewood
Commons

The Shops at
Riverwood

Shops at
Bruckner

Huntington
Commons

Bergen Town
Center

The Outlets at
Montehiedra

Montclair⁽⁵⁾

Garfield
Commons

Woodmore
Towne Centre

Newington
Commons

Shops at
Caguas

Mount Kisco
Commons

Total fixed rate
debt

Total mortgages
payable

Unamortized debt issuance costs

Total mortgages
payable, net

- (i) The Company paid off the loan prior to maturity on January 2, 2024.
- (ii) Bears interest at one month SOFR plus 226 bps. The variable component of the debt is hedged with an interest rate cap agreement to limit SOFR to a maximum of 3%, which expires July 1, 2025.
- (iii) In April 2023, the Company notified the servicer that the cash flows generated by the property ~~are~~were insufficient to cover the debt service and that it ~~is~~was unwilling to fund the shortfalls. In May 2023, the mortgage was transferred to special servicing at the Company's request. ~~On June 27, 2024, the property was foreclosed on and the lender took possession, discharging the Company of all assets and liabilities associated with it. As a result, the Company recognized a \$21.7 million gain on extinguishment of debt.~~
- (iv) On March 28, 2024, the Company refinanced the mortgage secured by the property with a new 5-year, \$50 million loan.
- (v) Bears interest at SOFR plus 257 bps. The fixed and variable components of the debt are hedged with an interest rate swap agreement, fixing the rate at 3.15%, which expires at the maturity of the loan.

The net carrying amount of real estate collateralizing the above indebtedness amounted to approximately \$1.4 billion as of ~~March 31, 2024~~ June 30, 2024. Our mortgage loans contain covenants that limit our ability to incur additional indebtedness on these properties and in certain circumstances require lender approval of tenant leases and/or yield maintenance upon repayment prior to maturity. As of ~~March 31, 2024~~ June 30, 2024, we were in compliance with all debt covenants ~~with the exception of those related to our mortgage on Kingswood Center which has been in default since May 2023. Additional information regarding the status of this loan can be found under "Mortgage on Kingswood Center."~~.

As of ~~March 31, 2024~~ June 30, 2024, the principal repayments of the Company's total outstanding debt for the remainder of 2024 and the five succeeding years, and thereafter are as follows:

(Amounts in thousands)	(Amounts in thousands)	(Amounts in thousands)
<u>Year Ending December 31</u>		
2024 ⁽¹⁾		
2024 ⁽¹⁾		
2024 ⁽¹⁾		
2025		
2026		
2027		
2028		
2029		
Thereafter		

⁽¹⁾ Remainder of 2024.

Revolving Credit Agreement

On January 15, 2015, we entered into a \$500 million ~~Revolving Credit Agreement~~ revolving credit agreement (the "Agreement") with certain financial institutions. On March 7, 2017, we amended and extended the Agreement. The amendment increased the credit facility size by \$100 million to \$600 million and extended the maturity date to March 7, 2021, with two six-month extension options. On July 29, 2019, we entered into a second amendment to the Agreement to extend the maturity date to January 29, 2024, with two six-month extension options.

On June 3, 2020, we entered into a third amendment to the Agreement which, among other things, modified certain definitions and the measurement period for certain financial covenants to a trailing four-quarter period instead of the most recent quarter period annualized.

On August 9, 2022, we amended and restated the Agreement, in order to, among other things, increase the credit facility size by \$200 million to \$800 million and extend the maturity date to February 9, 2027, with two six-month extension options. Borrowings under the amended and restated Agreement are subject to interest at SOFR plus ~~1.05%~~ 1.03% to 1.50% and an annual facility fee of 15 to 30 basis points. Both the spread over SOFR and the facility fee are based on our current leverage ratio and are subject to change. The Agreement contains customary financial covenants including a maximum leverage ratio of 60% and a minimum fixed charge coverage ratio of 1.5x.

The Company has obtained five letters of credit issued under the Agreement, aggregating \$30.1 million. The letters of credit were provided to mortgage lenders to secure the Company's obligations in relation to certain reserves and capital requirements per the respective loan agreements. The letters of credit issued under the Agreement have reduced the amount available under the facility commensurate with their face values but remain undrawn as of ~~March 31, 2024~~ June 30, 2024 and no separate liability has been recorded in association with them.

As of ~~March 31, 2024~~ June 30, 2024, ~~there~~ \$150 million was \$153 million drawn under the Agreement with an available remaining balance of ~~\$616.9 million under the facility~~ \$619.9 million, including undrawn letters of credit. Subsequent to the quarter, the Company repaid an additional \$45 million on the outstanding balance using proceeds generated from equity issuances under its at-the-market equity offering program (the "ATM Program").

Financing costs associated with executing the Agreement of ~~\$4.7 million~~ \$4.3 million and \$5.1 million as of ~~March 31, 2024~~ June 30, 2024 and December 31, 2023, respectively, are included in the prepaid expenses and other assets line item of the consolidated balance sheets, as deferred financing costs, net.

Variable Rate Loans

On January 2, 2024, the Company paid off three variable rate mortgage loans aggregating \$75.7 million, which were due to mature in the fourth quarter of 2024. The loans were secured by Hudson Commons, Greenbrook Commons, and Gun Hill Commons, and bearing interest at a rate of 7.34% on the pay off date. In connection with the prepayment, the

Company recognized a \$0.3 million loss on extinguishment of debt.

Yonkers Gateway Center

On March 28, 2024, the Company refinanced the mortgage secured by its property, Yonkers Gateway Center, with a new 5-year, \$50 million mortgage loan bearing interest at a fixed rate of 6.30%. The proceeds from the new loan were used to pay off the previous mortgage on the property which had an outstanding balance of \$22.7 million.

Ledgewood Commons

On May 3, 2024, the Company obtained a 5-year, \$50 million mortgage loan secured by its property Ledgewood Commons, located in Roxbury Township, NJ. The loan bears interest at a fixed rate of 6.03%.

Mortgage on Kingswood Center

In March 2023, an office tenant representing 50,000 sf (approximately 40% of the total gross leasable area) informed us that they intended to vacate in 2024, and a tenant representing 17,000 sf terminated their lease early, effective April 17, 2023. As a result of these events, the Company notified the servicer that the projected cash flows generated by the property would be insufficient to cover debt service and that we were it was unwilling to fund the shortfalls. In May 2023, the loan was transferred to special servicing at the Company's request, and per the terms of the loan agreement, we the Company began to accrue default interest at a rate of 5% on the outstanding principal balance. As of March 31, 2024 On June 27, 2024, the loan is in the foreclosure process was completed and the Company has accrued default interest of \$3.3 million which is included in the accounts payable, accrued expenses and other liabilities line item lender took possession of the consolidated balance sheets. property, eliminating the \$68.6 million mortgage liability secured by the property and resulting in a \$21.7 million gain on extinguishment of debt.

Mortgage on The Outlets at Montehiedra

In connection with the refinancing of the loan secured by The Outlets at Montehiedra in the second quarter of 2020, the Company provided a \$12.5 million limited corporate guarantee. The guarantee is reduced commensurate with the loan amortization schedule and will reduce to zero in approximately 2.5 years. As of March 31, 2024 June 30, 2024, the remaining exposure under the guarantee is \$5.6 million \$5.1 million. There was no separate liability recorded related to this guarantee.

7. INCOME TAXES

The Company elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended (the "Code"), commencing with the filing of its 2015 tax return for its tax year ended December 31, 2015. So long as the Company qualifies as a REIT under the Code, the Company will not be subject to U.S. federal income tax on net taxable income that it distributes annually to its shareholders. If we fail to qualify as a REIT for any taxable year, we will be subject to federal income taxes at regular corporate rates and may not be able to qualify as a REIT for the four subsequent taxable years. The Company is subject to certain foreign and state and local income taxes, in particular income taxes arising from its operating activities in Puerto Rico, which are included in income tax expense on the consolidated statements of income and comprehensive income. In addition, the Company's taxable REIT subsidiary ("TRS") is subject to income tax at regular corporate rates.

For U.S. federal income tax purposes, the REIT and other minority members are partners in the Operating Partnership. As such, the partners are required to report their share of taxable income on their respective tax returns. However, during the three six months ended March 31, 2024 June 30, 2024 and 2023, certain non-real estate operating activities that could not be performed by the REIT, occurred through the Company's TRS, which is subject to federal, state and local income taxes. These income taxes are included in income tax expense on the consolidated statements of income and comprehensive income.

During the three six months ended March 31, 2024 June 30, 2024, the REIT was subject to Puerto Rico corporate income taxes on its allocable share of Puerto Rico operating activities. The Puerto Rico corporate income tax consists of a flat 18.5% tax rate plus a graduated income surcharge tax for a maximum corporate income tax rate of 37.5%. In addition, the REIT is subject to a 10% branch profits tax on the earnings and profits generated from its allocable share of Puerto Rico operating activities and such tax is included in income tax expense on the consolidated statements of income and comprehensive income.

For both the three and six months ended March 31, 2024 and 2023, June 30, 2024, the Puerto Rico income tax expense was \$0.5 million and \$1.2 million, respectively, and \$0.7 million, \$1.0 million and \$1.4 million for the same periods in 2023. The REIT was not subject to any material state and local income tax expense or benefit for the three and six months ended March 31, 2024 June 30, 2024. During the three and 2023, six months ended June 30, 2023, the REIT was not subject to any material state and local income tax expense and recognized a \$0.7 million state and local income tax benefit related to an income tax refund from a prior period. All amounts for the three and six months ended March 31, 2024 June 30, 2024 and 2023 are included in income tax expense on the consolidated statements of income and comprehensive income.

8. LEASES

All rental revenue was generated from operating leases for the three and six months ended March 31, 2024 June 30, 2024 and 2023. The components of rental revenue for the three and six months ended March 31, 2024 June 30, 2024 and 2023 were as follows:

		Three Months Ended March 31,		Six Months Ended June 30,	
		Three Months Ended March 31,		Six Months Ended June 30,	
(Amounts in thousands)	(Amounts in thousands)	2024	2023	2024	2023
(Amounts in thousands)	(Amounts in thousands)				
(Amounts in thousands)	(Amounts in thousands)				
Rental Revenue					
Rental Revenue					
Rental Revenue					

Fixed lease revenue
Fixed lease revenue
Fixed lease revenue
Variable lease revenue ⁽¹⁾
Variable lease revenue ⁽¹⁾
Variable lease revenue ⁽¹⁾
Total rental revenue
Total rental revenue
Total rental revenue

(1) Percentage rents for the three and six months ended March 31, 2024 June 30, 2024 were \$0.3 million and 2023 were \$0.9 million \$1.3 million, respectively, and \$0.8 million, respectively, \$0.3 million and \$1.1 million for the same periods in 2023.

9. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurement and Disclosures* defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 - quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 - observable prices based on inputs not quoted in active markets, but corroborated by market data; and Level 3 - unobservable inputs used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in our assessment of fair value.

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

Financial assets and liabilities that are measured at fair value on our consolidated balance sheets consist of one interest rate cap and one interest rate swap. We rely on third-party valuations that use market observable inputs, such as credit spreads, yield curves and discount rates, to assess the fair value of these instruments. In accordance with the fair value hierarchy established by ASC 820, these financial instruments have been classified as Level 2 as quoted market prices are not readily available for valuing the assets. The tables below summarize the recorded amount of assets and liabilities measured at fair value on a recurring basis as of March 31, 2024 June 30, 2024 and December 31, 2023:

(Amounts in thousands)	(Amounts in thousands)	As of March 31, 2024				As of June 30, 2024			
		Level 1	Level 2	Level 3	Total	(Amounts in thousands)	Level 1	Level 2	Level 3
Interest rate cap and swap ⁽¹⁾									
Interest rate cap and swap ⁽¹⁾		\$	—	\$ 2,515	\$ 2,515		—	\$ 2,515	\$ 2,515
As of December 31, 2023									
Interest rate cap and swap ⁽¹⁾									
Interest rate cap and swap ⁽¹⁾		\$	—	\$ 2,515	\$ 2,515		—	\$ 2,515	\$ 2,515

(1) Included in Prepaid expenses and other assets on the consolidated balance sheets.

Derivatives and Hedging

When we designate a derivative as a hedge, depending on the nature of the hedge, changes in the fair value of the instrument will be recognized in Other Comprehensive Income ("OCI") until the gains or losses are reclassified to earnings. Derivatives that are not designated as hedges are adjusted to fair value through earnings. Cash flows from the derivative are included in the prepaid expenses and other assets, or accounts payable, accrued expenses and other liabilities line item in the statement of cash flows, depending on whether the hedged item is recognized as an asset or a liability. As of March 31, 2024 June 30, 2024, the Company was a counterparty to two interest rate derivative agreements which have been designated as cash flow hedges.

The tables below summarize our derivative instruments, which are used to hedge the corresponding variable rate debt, as of March 31, 2024 June 30, 2024 and December 31, 2023:

(Amounts in thousands)	(Amounts in thousands)	As of March 31, 2024						(Amounts in thousands)	As of June 30, 2024		
		Hedged Instrument	Hedged Instrument	Fair Value	Notional Amount	Spread	Interest Rate		Effective Interest Rate	Hedged Expiration Instrument	Fair Value
Plaza at Woodbridge interest rate cap	Plaza at Woodbridge interest rate cap	\$1,305	\$51,939	\$ 2.26%	SOFR + 2.26%	SOFR + 2.26%	7.48%	5.26%	7/1/2025	Plaza at Woodbridge interest rate cap	\$ 1,122
Montclair interest rate swap	Montclair interest rate swap	1,360	7,250	7,250	SOFR + 2.57%	SOFR + 2.57%	8.01%	3.15%	8/15/2030	Montclair interest rate swap	1,347

As of December 31, 2023

Hedged Instrument	Fair Value	Notional Amount	Spread	Interest Rate	Effective Interest	
					Rate	Expiration
Plaza at Woodbridge interest rate cap	\$ 1,259	\$ 52,278	SOFR + 2.26%	7.49%	5.26%	7/1/2025
Montclair interest rate swap	1,256	7,250	SOFR + 2.57%	7.76%	3.15%	8/15/2030

The table below summarizes the effect of our derivative instruments on our consolidated statements of income and comprehensive income for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023:

		Unrealized Gain (Loss) Recognized in OCI on Derivatives		
		Unrealized Gain (Loss) Recognized in OCI on Derivatives		
		Unrealized Gain (Loss) Recognized in OCI on Derivatives		
(Amounts in thousands)	(Amounts in thousands)	Three Months Ended June 30,		
Hedged Instrument	Hedged Instrument	2024	2023	2024
Hedged Instrument				
Plaza at Woodbridge interest rate cap				
Plaza at Woodbridge interest rate cap				
Plaza at Woodbridge interest rate cap				
Montclair interest rate swap				
Montclair interest rate swap				
Montclair interest rate swap				
Total				
Total				
Total				

Financial Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

There were no financial assets or liabilities measured at fair value on a non-recurring basis as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

Financial Assets and Liabilities not Measured at Fair Value

Financial assets and liabilities that are not measured at fair value on the consolidated balance sheets include cash and cash equivalents and mortgages payable. Cash and cash equivalents are carried at cost, which approximates fair value. The fair value of mortgages payable is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt, which is provided by a third-party specialist. The fair value of cash and cash equivalents is classified as Level 1 and the fair value of mortgages payable is classified as Level 2. The table below summarizes the carrying amounts and fair value of our Level 2 financial instruments as of **March 31, 2024** **June 30, 2024** and December 31, 2023:

(Amounts in thousands)	(Amounts in thousands)	As of March 31, 2024		As of December 31, 2023		As of June 30, 2024		As of December 31, 2023	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mortgages payable ⁽¹⁾									
Unsecured credit facility									

(1) Carrying amounts exclude unamortized debt issuance costs of **\$13.0 million** **\$13.1 million** and \$12.6 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

Nonfinancial Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

We assess the carrying value of our properties for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. Such events and changes include macroeconomic conditions, operating performance, and environmental and regulatory changes, which may result in property operational disruption and could indicate that the carrying amount may not be recoverable.

No impairment charges were recognized during the three and six months ended **March 31, 2024** **June 30, 2024**.

During the three months ended March 31, 2023, the Company recognized an impairment charge of \$34.1 million on our property, Kingswood Center. The property, an office and retail center comprising 129,000 sf, was acquired in February 2020 and is located in Brooklyn, NY. In March of 2023, an office tenant representing 50,000 sf informed us that they intended to vacate in 2024, and a tenant representing 17,000 sf terminated their lease early, effective April 17, 2023. As a result of these events and the uncertainty of the office market, we determined that the undiscounted future cash flows and future terminal value were less than the carrying value of the property. **On June 27, 2024, the property was foreclosed on and the Company no longer has possession.**

The impairment charge of \$34.1 million was calculated as the difference between the asset's individual carrying value and the estimated fair value of \$49 million less estimated selling costs, which was based on the discounted future cash flows and future terminal value. The discounted cash flows and terminal value utilized a discount rate of 8% and capitalization rates of 6% for retail and 7% for office, which were corroborated by third-party valuations and market data. The impairment charge is recorded within the real estate impairment loss line item on our consolidated statements of income and comprehensive income.

The Company believes the inputs utilized to measure these fair values were reasonable in the context of applicable market conditions, however, due to the significance of the unobservable inputs in the overall fair value measures, including market conditions and expectations for growth, the Company determined that such fair value measurements are classified as Level 3.

10. COMMITMENTS AND CONTINGENCIES

Legal Matters

From time to time, we are a party to various legal proceedings, claims or regulatory inquiries and investigations arising out of, or incident to, our ordinary course of business. While we are unable to predict with certainty the outcome of any particular matter, management does not currently expect, when such matters are resolved, that our resulting exposure to loss contingencies, if any, will have a material adverse effect on our results of operations or consolidated financial position.

Redevelopment and Anchor Repositioning

The Company has 22 active development, redevelopment or anchor repositioning projects with total estimated costs of \$166.4 million \$170.1 million, of which \$99.7 million \$109.2 million remains to be funded as of March 31, 2024 June 30, 2024. We continue to monitor the stabilization dates of these projects, which can be impacted from economic conditions affecting our tenants, vendors and supply chains. We have identified future projects in our development pipeline, but we are under no obligation to execute and fund any of these projects and each of these projects is being further evaluated based on market conditions.

Insurance

The Company maintains numerous insurance policies including for general liability, property, pollution, acts of terrorism, trustees' and officers', cyber, workers' compensation and automobile-related liabilities. However, all such policies are subject to terms, conditions, exclusions, deductibles and sub-limits, amongst other limiting factors. For example, the Company's terrorism insurance excludes coverage for nuclear, biological, chemical or radiological terrorism events as defined by the Terrorism Risk Insurance Program Reauthorization Act.

Insurance premiums are typically charged directly to each of the properties but not all of the cost of such premiums are recovered. The Company is responsible for deductibles, losses in excess of insurance coverage, and the portion of premiums not reimbursable by tenants at our properties, which could be material.

We continue to monitor the state of the insurance market and the scope and costs of available coverage. Certain insurance premiums have increased significantly and may continue to do so in the future. We cannot anticipate what coverage will be available on commercially reasonable terms and expect premiums across most coverage lines to continue to increase in light of recent events including hurricanes and flooding in our core markets. The incurrence of uninsured losses, costs or uncovered premiums could materially and adversely affect our business, results of operations and consolidated financial position.

Certain of our loans and other agreements contain customary covenants requiring the maintenance of insurance coverage. Although we believe that we currently have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders or other counterparties insist on greater coverage than we are able to obtain, such requirement could materially and adversely affect our ability to finance our properties and expand our portfolio.

Environmental Matters

Each of our properties has been subjected to varying degrees of environmental assessment at various times. Based on these assessments, we have accrued costs of \$1.3 million and \$1.4 million on our consolidated balance sheets as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively, for remediation costs for environmental contamination at certain properties. While this accrual reflects our best estimates of the potential costs of remediation at these properties, there can be no assurance that the actual costs will not exceed these amounts. Although we are not aware of any other material environmental contamination,

there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

Bankruptcies

Although our rental revenue is supported by long-term leases, leases may be rejected in a bankruptcy proceeding and the related tenant stores may permanently vacate prior to lease expiration. In the event a tenant with a significant number of leases or square footage in our shopping centers files for bankruptcy and rejects its leases with us, we could experience a reduction in our revenues. We monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants in arrears or operating retail formats that are experiencing significant changes in competition, business practice, or store closings in other locations.

During the three months ended June 30, 2024, the Company had four tenants file for Chapter 11 bankruptcy protection, including Red Lobster, Express, Sam Ash, and Sticky's. We have three leases with Red Lobster, and one lease with each of Express, Sam Ash Music and Sticky's Finger Joint. The six leases total 54,100 sf and generate \$2.5 million in annual rental revenue. Given the recent bankruptcy filings, it is uncertain whether these stores will continue to operate, close permanently, or whether they will be sold to other operators as part of the bankruptcy proceedings.

Letters of Credit

As of March 31, 2024 June 30, 2024, the Company had five letters of credit issued under our Revolving Credit Agreement revolving credit agreement aggregating \$30.1 million. These letters were provided to mortgage lenders to secure the Company's obligations for certain capital requirements per the respective mortgage agreements. If a lender were to draw on a letter of credit, the Company would have the option to pay the capital commitment directly to the lender or to record the draw as a liability on its unsecured line of credit, bearing interest at SOFR plus an applicable margin per the Revolving Credit Agreement. As of March 31, 2024 June 30, 2024, the letters remain undrawn and there is no separate liability recorded in connection with their issuance.

11. PREPAID EXPENSES AND OTHER ASSETS

The following is a summary of the composition of the prepaid expenses and other assets on the consolidated balance sheets:

(Amounts in thousands)	(Amounts in thousands)	Balance at	
		March 31, 2024	December 31, 2023
Deferred tax asset, net			
Other assets			
Deferred financing costs, net of accumulated amortization of \$9,332 and \$8,920, respectively			
Deferred financing costs, net of accumulated amortization of \$9,745 and \$8,920, respectively			
Finance lease right-of-use asset			
Real estate held for sale			
Prepaid expenses:			
Prepaid expenses:			
Prepaid expenses:			
Real estate taxes			
Real estate taxes			
Real estate taxes			
Insurance			
Licenses/fees			
Total prepaid expenses and other assets			

12. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER LIABILITIES

The following is a summary of the composition of accounts payable, accrued expenses and other liabilities on the consolidated balance sheets:

(Amounts in thousands)	(Amounts in thousands)	Balance at	
		March 31, 2024	December 31, 2023
Accrued capital expenditures and leasing costs			
Deferred tenant revenue			
Accrued interest payable			
Security deposits			
Other liabilities and accrued expenses			
Finance lease liability			
Accrued payroll expenses			
Total accounts payable, accrued expenses and other liabilities			

13. INTEREST AND DEBT EXPENSE

The following table sets forth the details of interest and debt expense on the consolidated statements of income and comprehensive income:

(Amounts in thousands)	(Amounts in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
		2024	2023	2024	2023
(Amounts in thousands)					
(Amounts in thousands)					
(Amounts in thousands)					
Interest expense					
Interest expense					
Interest expense					
Amortization of deferred financing costs					
Amortization of deferred financing costs					
Amortization of deferred financing costs					

Total interest and debt expense
Total interest and debt expense
Total interest and debt expense

14. EQUITY AND NONCONTROLLING INTEREST

At-The-Market Program

On August 15, 2022, the Company and the Operating Partnership entered into an equity distribution agreement (the "Equity Distribution Agreement") with various financial institutions acting as agents, forward sellers, and forward purchasers. Pursuant to the Equity Distribution Agreement, the Company may from time to time offer and sell, through the agents and forward sellers, the Company's common shares, par value \$0.01 per share, having an aggregate offering price of up to \$250 million (the "ATM Program"). Concurrently with the Equity Distribution Agreement, the Company entered into separate master forward confirmations (collectively, the "Master Confirmations") with each of the forward purchasers. Sales under the ATM Program may be made from time to time, as needed, by means of ordinary brokers' transactions or other transactions that are deemed to be "at the market" offerings, in privately negotiated transactions, which may include block trades, or as otherwise agreed with the sales agents. The ATM Program replaced the Company's previous at-the-market program established on June 7, 2021.

The Equity Distribution Agreement provides that the Company may also enter into forward sale agreements pursuant to any Master Confirmation and related supplemental confirmations with the forward purchasers. In connection with any forward sale agreement, a forward purchaser will, at the Company's request, borrow from third parties, through its forward seller, and sell a number of shares equal to the amount provided in such agreement.

During the ~~three~~ six months ended **March 31, 2024** June 30, 2024, the Company issued 1,082,945 2,690,298 common shares at a weighted average price of \$17.31 \$17.85 per share under the ATM Program, generating net cash proceeds of \$18.5 million \$47.4 million. In addition, we incurred \$1.3 million \$1.5 million of offering expenses related to the issuance of these common shares. Subsequent to the quarter, we issued an additional 891,643 shares at a weighted average price of \$18.23 per share under the ATM program, generating net cash proceeds of \$16.0 million. Actual future sales will depend on a variety of factors including, but not limited to, market conditions, the trading price of our common shares, and our capital needs. The Company has no obligation to sell any shares under the ATM Program.

Share Repurchase Program

The Company has a share repurchase program for up to \$200 million, under which the Company may repurchase its shares from time to time in the open market or in privately negotiated transactions in compliance with SEC Rule 10b-18. The amount and timing of the purchases will depend on a number of factors including the price and availability of the Company's shares,

trading volume and general market conditions. The share repurchase program does not obligate the Company to acquire any particular amount of common shares and may be suspended or discontinued at any time at the Company's discretion.

During the ~~three~~ six months ended **March 31, 2024** June 30, 2024 and 2023, no shares were repurchased by the Company. All share repurchases by the Company were completed between March and April of 2020, and aggregated 5.9 million common shares at a weighted average share price of \$9.22, for a total of \$54.1 million. As of **March 31, 2024** June 30, 2024, there was approximately \$145.9 million remaining for share repurchases under this program.

Units of the Operating Partnership

The Operating Partnership's capital includes general and common limited partnership interests in the operating partnership. As of **March 31, 2024** June 30, 2024, Urban Edge owned approximately 94.8% 94.7% of the outstanding common OP units with the remaining limited OP units held by members of management, Urban Edge's Board of Trustees and contributors of property interests acquired. Urban Edge serves as the sole general partner of the Operating Partnership. The third-party unitholders have limited rights over the Operating Partnership such that they do not have characteristics of a controlling financial interest. As such, the Operating Partnership is considered a VIE, and the Company is the primary beneficiary which consolidates it. The Company's only investment is the Operating Partnership. The VIE's assets can be used for purposes other than the settlement of the VIE's obligations and the Company's partnership interest is considered a majority voting interest.

Dividends and Distributions

During the three months ended **March 31, 2024** June 30, 2024 and 2023, the Company declared distributions on common shares and OP units of \$0.17 and \$0.16 per share/unit, respectively. During the six months ended June 30, 2024 and 2023, the Company declared distributions on common shares and OP units of \$0.34 and \$0.32 per share/unit in the aggregate, respectively.

Noncontrolling Interests in Operating Partnership

Noncontrolling interests in the Operating Partnership reflected on the consolidated balance sheets of the Company are comprised of OP units and limited partnership interests in the Operating Partnership in the form of LTIP unit awards. LTIP unit awards were granted to certain executives pursuant to ~~our~~ the Company's 2024 Omnibus Share Plan, 2015 Omnibus Share Plan (the "Omnibus Share Plan") and ~~our~~ 2018 Inducement Equity Plan. OP units were issued to contributors in exchange for their property interests in connection with the Company's property acquisitions in 2017.

The total of the OP units and LTIP units represent a 4.9% 5.3% and 5.1% weighted-average interest in the Operating Partnership for the three and six months ended **March 31, 2024** June 30, 2024, respectively. Holders of outstanding vested LTIP units may, from and after two years from the date of issuance, redeem their LTIP units for cash, or for the Company's common shares on a one-for-one basis, solely at our election. Holders of outstanding OP units may redeem their units for cash or the Company's common shares on a one-for-one basis, solely at our election.

Noncontrolling Interests in Consolidated Subsidiaries

The Company's noncontrolling interests relate to the 5% interest held by others in our property in Walnut Creek, CA (Mount Diablo) and 17.5% held by others in our property in Massapequa, NY. The net income attributable to noncontrolling interests is presented separately on our consolidated statements of income and comprehensive income.

15. SHARE-BASED COMPENSATION

Share-Based Compensation Expense

Share-based compensation expense, which is included in general and administrative expenses in our consolidated statements of income and comprehensive income, is summarized as follows:

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended June 30,	Six Months Ended June 30,	
(Amounts in thousands)	(Amounts in thousands)			2024	2023	2024
(Amounts in thousands)						2023
(Amounts in thousands)						
Share-based compensation expense components:						
Share-based compensation expense components:						
Share-based compensation expense components:						
Time-based LTIP expense ⁽¹⁾						
Time-based LTIP expense ⁽¹⁾						
Time-based LTIP expense ⁽¹⁾						
Performance-based LTIP expense ⁽²⁾						
Performance-based LTIP expense ⁽²⁾						
Performance-based LTIP expense ⁽²⁾						
Restricted share expense						
Restricted share expense						
Restricted share expense						
Deferred share unit ("DSU") expense						
Deferred share unit ("DSU") expense						
Deferred share unit ("DSU") expense						
Stock option expense						
Stock option expense						
Stock option expense						
Total Share-based compensation expense						
Total Share-based compensation expense						
Total Share-based compensation expense						

(1) Expense for the three and six months ended **March 31, 2024** June 30, 2024 includes the 2024, 2023, 2022, 2021, and 2020 LTI Plans.

(2) Expense for the three and six months ended **March 31, 2024** June 30, 2024 includes the 2024, 2023, 2022, 2021, 2020, and 2019 LTI Plans.

Equity award activity during the **three** six months ended **March 31, 2024** June 30, 2024 included: (i) **1,003,518** 1,043,543 LTIP units granted, (ii) **280,105** 336,661 LTIP units vested, (iii) 155,513 LTIP units earned upon completion of the 2021 LTI Plan, (iv) **56,005** 63,041 restricted shares granted, and (v) **83,744** 42,037 restricted shares vested.

vested, (vi) 5,838 LTIP units forfeited, and (vii) 5,254 restricted shares forfeited.

2024 Long-Term Incentive Plan

On February 9, 2024, the Company established the 2024 Long-Term Incentive Plan ("2024 LTI Plan") under **the** its 2015 Omnibus Share Plan. The plan is a multi-year, equity compensation program under which participants, including our Chairman and Chief Executive Officer, receive awards in the form of LTIP units that, with respect to one half of the program, vest based solely on the passage of time. With respect to the other half of the program, the awards are earned and vest if certain relative and absolute total shareholder return ("TSR") and/or funds from operations ("FFO") and same-property net operating income ("SP NOI") growth targets are achieved by the Company over a three-year performance period. The total grant date fair value under the 2024 LTI Plan was \$7.5 million, comprising both performance-based and time-based awards as described further below:

Performance-based awards

For the performance-based awards under the 2024 LTI **plan**, **Plan**, participants have the opportunity to earn awards in the form of LTIP units if Urban Edge's absolute and/or relative TSR meets certain criteria over the three-year performance measurement period beginning on February 9, 2024 and ending on February 8, 2027. Participants also have the opportunity to earn awards in the form of LTIP units if Urban Edge's FFO growth component and SP NOI growth component meets certain criteria over the three-year performance measurement period beginning January 1, 2024 and ending on December 31, 2026. The Company granted performance-based awards under the 2024 LTI Plan representing 295,852 units. The fair value of the performance-based award portion of the 2024 LTI Plan on the grant date was \$3.8 million using a Monte Carlo simulation to estimate the fair

value of the Absolute and Relative components through a risk-neutral premise. Assumptions include historical volatility (29.9%), risk-free interest rates (4.3%), and historical daily return as compared to certain peer companies.

Time-based awards

The time-based awards granted under the 2024 LTI Plan, also granted in the form of LTIP units, vest ratably over three years except in the case of our Chairman and Chief Executive Officer, where the vesting is ratable over four years. As of **March 31, 2024** **June 30, 2024**, the Company granted time-based awards under the 2024 LTI Plan that represent 232,808 LTIP units with a grant date fair value of \$3.7 million.

16. EARNINGS PER SHARE AND UNIT

Urban Edge Earnings per Share

We calculate earnings per share ("EPS") under the two-class method. The two-class method is an earnings allocation methodology whereby EPS for each class of Urban Edge common shares and participating securities is calculated according to dividends declared and participating rights in undistributed earnings. Restricted shares issued pursuant to our share-based compensation program are considered participating securities, and as such have non-forfeitable rights to receive dividends.

The computation of diluted EPS reflects potential dilution of securities by adding potential common shares, including stock options and unvested restricted shares, to the weighted average number of common shares outstanding for the period. The effect of the redemption of OP and vested LTIP units is not reflected in the computation of basic and diluted EPS, as they are redeemable for common shares on a one-for-one basis. The income allocable to such units is allocated on this same basis and reflected as noncontrolling interests in the accompanying consolidated financial statements.

The following table sets forth the computation of our basic and diluted EPS:

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended June 30,	Six Months Ended June 30,
(Amounts in thousands, except per share amounts)	(Amounts in thousands, except per share amounts)			2024	2023
(Amounts in thousands, except per share amounts)					
(Amounts in thousands, except per share amounts)					
(Amounts in thousands, except per share amounts)					
Numerator:					
Numerator:					
Numerator:					
Net income (loss) attributable to common shareholders					
Net income (loss) attributable to common shareholders					
Net income (loss) attributable to common shareholders					
Less: (earnings) loss allocated to unvested participating securities					
Less: (earnings) loss allocated to unvested participating securities					
Less: (earnings) loss allocated to unvested participating securities					
Net income (loss) available for common shareholders - basic					
Net income (loss) available for common shareholders - basic					
Net income (loss) available for common shareholders - basic					
Impact of assumed conversions:					
Impact of assumed conversions:					
Impact of assumed conversions:					
OP and LTIP Units					
OP and LTIP Units					
OP and LTIP Units					
Net income (loss) available for common shareholders - dilutive					
Net income (loss) available for common shareholders - dilutive					
Net income (loss) available for common shareholders - dilutive					
Denominator:					
Denominator:					
Denominator:					

Weighted average common shares outstanding - basic

Weighted average common shares outstanding - basic

Weighted average common shares outstanding - basic

Effect of dilutive securities⁽¹⁾:

Effect of dilutive securities⁽¹⁾:

Effect of dilutive securities⁽¹⁾:

Restricted share awards

Restricted share awards

Restricted share awards

Assumed conversion of OP and LTIP Units

Assumed conversion of OP and LTIP Units

Assumed conversion of OP and LTIP Units

Weighted average common shares outstanding - diluted

Weighted average common shares outstanding - diluted

Weighted average common shares outstanding - diluted

Earnings per share available to common shareholders:

Earnings per share available to common shareholders:

Earnings per share available to common shareholders:

Earnings (loss) per common share - Basic

Earnings (loss) per common share - Basic

Earnings (loss) per common share - Basic

Earnings (loss) per common share - Diluted

Earnings (loss) per common share - Diluted

Earnings (loss) per common share - Diluted

⁽¹⁾ For the three and six months ended March 31, 2023, June 30, 2024 and 2023, the effect of the redemption of certain OP and LTIP Units for Urban Edge common shares would have an anti-dilutive effect on the calculation of diluted EPS. Accordingly, the impact of such redemption has not been included in the determination of diluted EPS for these periods.

Operating Partnership Earnings per Unit

The following table sets forth the computation of basic and diluted earnings per unit:

		Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended June 30,	Six Months Ended June 30,	
					2024	2023	
(Amounts in thousands, except per unit amounts)	(Amounts in thousands, except per unit amounts)	(Amounts in thousands, except per unit amounts)					
(Amounts in thousands, except per unit amounts)	(Amounts in thousands, except per unit amounts)	(Amounts in thousands, except per unit amounts)					
Numerator:							
Numerator:							
Numerator:							
Net income (loss) attributable to unitholders							
Net income (loss) attributable to unitholders							
Net income (loss) attributable to unitholders							
Less: net (income) loss attributable to participating securities							
Less: net (income) loss attributable to participating securities							
Less: net (income) loss attributable to participating securities							
Net income (loss) available for unitholders							
Net income (loss) available for unitholders							
Net income (loss) available for unitholders							
Denominator:							
Denominator:							
Denominator:							
Weighted average units outstanding - basic							

Weighted average units outstanding - basic
Weighted average units outstanding - basic
Effect of dilutive securities issued by Urban Edge
Effect of dilutive securities issued by Urban Edge
Effect of dilutive securities issued by Urban Edge
Unvested LTIP Units
Unvested LTIP Units
Unvested LTIP Units
Weighted average units outstanding - diluted
Earnings per unit available to unitholders:
Earnings per unit available to unitholders:
Earnings per unit available to unitholders:
Earnings (loss) per unit - Basic
Earnings (loss) per unit - Basic
Earnings (loss) per unit - Basic
Earnings (loss) per unit - Diluted
Earnings (loss) per unit - Diluted
Earnings (loss) per unit - Diluted

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

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are not guarantees of future performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition, business and targeted occupancy may differ materially from those expressed in these forward-looking statements. You can identify many of these statements by words such as "approximates," "believes," "expects," "anticipates," "estimates," "intends," "plans," "would," "may" or other similar expressions in this Quarterly Report on Form 10-Q. Many of the factors that will determine the outcome of forward-looking statements are beyond our ability to control or predict and include, among others: (i) macroeconomic conditions, including geopolitical conditions and instability, which may lead to rising inflation and disruption of, or lack of access to, the capital markets, as well as potential volatility in the Company's share price; (ii) the economic, political and social impact of, and uncertainty relating to, epidemics and pandemics; (iii) the loss or bankruptcy of major tenants; (iv) the ability and willingness of the Company's tenants to renew their leases with the Company upon expiration and the Company's ability to re-lease its properties on the same or better terms, or at all, in the event of non-renewal or in the event the Company exercises its right to replace an existing tenant; (v) the impact of e-commerce on our tenants' business; (vi) the Company's success in implementing its business strategy and its ability to identify, underwrite, finance, consummate and integrate diversifying acquisitions and investments; (vii) changes in general economic conditions or economic conditions in the markets in which the Company competes, and their effect on the Company's revenues, earnings and funding sources, and on those of its tenants; (viii) increases in the Company's borrowing costs as a result of changes in interest rates, rising inflation, and other factors; (ix) the Company's ability to pay down, refinance, hedge, restructure or extend its indebtedness as it becomes due and potential limitations on the Company's ability to borrow funds under its existing credit facility as a result of covenants relating to the Company's financial results; (x) potentially higher costs associated with the Company's development, redevelopment and anchor repositioning projects, and the Company's ability to lease the properties at projected rates; (xi) the Company's liability for environmental matters; (xii) damage to the Company's properties from catastrophic weather and other natural events, and the physical effects of climate change; (xiii) the Company's ability and willingness to maintain its qualification as a REIT in light of economic, market, legal, tax and other considerations; (xiv) information technology security breaches; (xv) the loss of key executives; and (xvi) the accuracy of methodologies and estimates regarding our environmental, social and governance ("ESG") metrics, goals and targets, tenant willingness and ability to collaborate towards reporting ESG metrics and meeting ESG goals and targets, and the impact of governmental regulation on our ESG efforts. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see "Risk Factors" in Part I, Item 1A, of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 and the other documents filed by the Company with the Securities and Exchange Commission (the "SEC"), including the information contained in this Quarterly Report on Form 10-Q.

We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for any forward-looking statements included in this Quarterly Report on Form 10-Q. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in Part I of this Quarterly Report on Form 10-Q.

Overview

Urban Edge Properties ("UE", "Urban Edge" or the "Company") (NYSE: UE) is a Maryland real estate investment trust that owns, manages, acquires, develops, and redevelops retail real estate, primarily in the Washington, D.C. to Boston corridor. Urban Edge Properties LP ("UELP" or the "Operating Partnership") is a Delaware limited partnership formed to serve as UE's majority-owned partnership subsidiary and to own, through affiliates, all of the Company's real estate properties and other assets. Unless the context otherwise requires, references to "we", "us" and "our" refer to Urban Edge Properties and UELP and their consolidated entities/subsidiaries.

The Operating Partnership's capital includes general and common limited partnership interests ("OP Units"). As of March 31, 2024June 30, 2024, Urban Edge owned approximately 94.8%94.7% of the outstanding common OP Units with the remaining limited OP Units held by members of management and the Board of Trustees, and contributors of property

interests acquired. Urban Edge serves as the sole general partner of the Operating Partnership.

As of **March 31, 2024** **June 30, 2024**, our portfolio consisted of 71 shopping centers, two outlet centers and two malls and one industrial building totaling approximately **17.1** million **17.2 million** square feet.

Critical Accounting Estimates

The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 contains a description of our critical accounting estimates, including valuing acquired assets and liabilities and impairments. For the **three** **six** months ended **March 31, 2024** **June 30, 2024**, there were no material changes to these estimates.

Recent Accounting Pronouncements

Refer to [Note 3](#) to the unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for information regarding recent accounting pronouncements that may affect us.

Results of Operations

We derive substantially all of our revenue from rents received from tenants under existing leases on each of our properties. This revenue includes fixed base rents, recoveries of expenses that we have incurred and that we pass through to the individual tenants and percentage rents that are based on specified percentages of tenants' revenue, in each case as provided in the respective leases.

Our primary cash expenditures consist of property operating and capital costs, general and administrative expenses, and interest and debt expense. Property operating expenses include: real estate taxes, repairs and maintenance, management expenses, insurance and utilities; general and administrative expenses include: payroll, professional fees, information technology, office expenses and other administrative expenses; and interest and debt expense primarily consists of interest on our mortgage debt and line of credit. In addition, we incur substantial non-cash charges for depreciation and amortization on our properties. We also capitalize certain expenses, such as taxes, interest and salaries related to properties under development or redevelopment until the property is ready for its intended use.

Our consolidated results of operations often are not comparable from period to period due to the impact of property acquisitions, dispositions, developments, redevelopments and changes in accounting policies. The results of operations of any acquired properties are included in our financial statements as of the date of acquisition. Our results of operations are affected by national, regional and local economic conditions, as well as macroeconomic conditions, which are at times subject to volatility and uncertainty. In recent years, inflation levels were elevated resulting in increased costs for certain goods and services. Inflation began to decrease in the second quarter of 2023 but still remains at elevated levels compared to the years preceding 2021. Most of our leases require tenants to pay their share of operating expenses, including common area maintenance, real estate taxes and insurance, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation, although some larger tenants have capped the amount of these operating expenses they are responsible for under their lease. In response to the rising rate of inflation, the Federal Reserve raised benchmark interest rates, resulting in an increase in the cost of borrowing, which could remain at elevated levels in the near-term and long-term. As of **March 31, 2024** **June 30, 2024**, approximately 88% of our outstanding debt is fixed rate, with the remaining 12% indexed to SOFR, plus an applicable margin per the respective loan agreements. We occasionally utilize interest rate derivative agreements to hedge the effect of rising interest rates on our variable rate debt. As of **March 31, 2024** **June 30, 2024**, we were counterparty to one interest rate swap agreement and one interest rate cap agreement, both of which qualify for, and are designated as, hedging instruments. We are actively managing our business to respond to the economic and social impact from events such as those described above. See "Risk Factors" in Part I, Item 1A, of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

The following provides an overview of our key financial metrics, including non-GAAP measures, based on our consolidated results of operations (refer to Net Operating Income ("NOI"), same-property NOI and Funds From Operations ("FFO") applicable to diluted common shareholders described later in this section):

		Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,		
(Amounts in thousands)	(Amounts in thousands)					
(Amounts in thousands)					Three Months Ended June 30,	
Net income (loss)					2024	2023
Net income (loss)						2024
Net income (loss)						2023
FFO applicable to diluted common shareholders ⁽¹⁾						
FFO applicable to diluted common shareholders ⁽¹⁾						
FFO applicable to diluted common shareholders ⁽¹⁾						
NOI ⁽¹⁾						
NOI ⁽¹⁾						
NOI ⁽¹⁾						
Same-property NOI ⁽¹⁾						
Same-property NOI ⁽¹⁾						
Same-property NOI ⁽¹⁾						

⁽¹⁾ Refer to pages **31-32** **35-36** for a reconciliation to the most directly comparable generally accepted accounting principles ("GAAP") measure.

Comparison of the Three Months Ended **March 31, 2024** June 30, 2024 to the Three Months Ended **March 31, 2023** June 30, 2023

Net income for the three months ended **March 31, 2024** June 30, 2024 was **\$2.4 million** \$32.0 million, compared to net loss income of **\$20.1 million** \$10.6 million for the three months ended **March 31, 2023** June 30, 2023. The following table summarizes certain line items from our consolidated statements of income and comprehensive income that we believe are important in understanding our operations and/or those items that significantly changed in the three months ended **March 31, 2024** June 30, 2024 as compared to the same period in 2023:

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,
	Three Months Ended June 30,	Three Months Ended June 30,	Three Months Ended June 30,
(Amounts in thousands)			
(Amounts in thousands)			
(Amounts in thousands)			
Total revenue			
Total revenue			
Total revenue			
Depreciation and amortization			
Depreciation and amortization			
Depreciation and amortization			
Real estate taxes			
Real estate taxes			
Real estate taxes			
Property operating expenses			
Property operating expenses			
Property operating expenses			
General and administrative expenses			
General and administrative expenses			
General and administrative expenses			
Real estate impairment loss			
Gain on sale of real estate			
Real estate impairment loss			
Gain on sale of real estate			
Real estate impairment loss			
Gain on sale of real estate			
Gain on sale of real estate			
Gain on sale of real estate			
Interest and debt expense			
Interest and debt expense			
Interest and debt expense			
Loss on extinguishment of debt			
Loss on extinguishment of debt			
Loss on extinguishment of debt			
Gain (loss) on extinguishment of debt, net			
Gain (loss) on extinguishment of debt, net			
Gain (loss) on extinguishment of debt, net			
Income tax expense			
Income tax expense			
Income tax expense			

Total revenue increased by **\$10.2 million** \$7.5 million to **\$109.6 million** \$106.5 million in the **first** second quarter of 2024 from **\$99.4 million** \$99.1 million in the **first** second quarter of 2023. The increase is primarily attributable to:

- **\$4.9** \$9 million increase as a result of property acquisitions, net of dispositions;

- \$4.4 million increase in property rentals and tenant reimbursements due to rent commencements and contractual rent increases; and
- \$0.9 million decrease in rental revenue deemed uncollectible; offset by
- \$1.9 million decrease in non-cash revenues driven by the recovery accelerated amortization of amounts previously deemed uncollectible above-market lease intangibles in the first quarter of 2024 related to a tenant termination.

Depreciation and amortization increased by \$13.5 million to \$14.2 million to \$38.6 million in the first quarter of 2024 from \$25.1 million to \$25.5 million in the first quarter of 2023. The increase is primarily attributable to:

- \$6.8 million increase as a result of property acquisitions, net of dispositions; and
- \$6.7 million increase due to assets placed in service for completion of redevelopment projects since the first quarter of 2023.

Real estate tax expense increased by \$1.3 million to \$1.4 million to \$17.0 million in the first quarter of 2024 from \$15.7 million to \$16.1 million in the first quarter of 2023. The increase is primarily attributable to the impact of property acquisitions, net of dispositions.

Property operating expenses increased by \$3.1 million to \$2.6 million to \$20.5 million in the first quarter of 2024 from \$17.4 million to \$15.7 million in the first quarter of 2023. The increase is primarily attributable to:

- \$2.1 million higher expenses incurred for snow removal increased insurance premiums and insurance higher common area maintenance expenses across the portfolio as compared to the first quarter of 2023; and
- \$0.9 million increase as a result of property acquisitions, net of dispositions.

General and administrative expenses decreased by \$0.5 million to \$9.4 million in the second quarter of 2024 from \$9.9 million in the second quarter of 2023. The decrease is primarily attributable to lower employment expenses.

We recognized a gain on sale of real estate of \$13.4 million in the second quarter of 2024 primarily related to the sale of a property located in Lodi, NJ.

Interest and debt expense increased by \$3.8 million to \$21.9 million in the second quarter of 2024 from \$18.1 million in the second quarter of 2023. The increase is primarily attributable to:

- \$3.2 million increase in interest expense due to new debt and loan refinancings since the second quarter of 2023; and
- \$2.8 million increase due to outstanding borrowings under our line of credit to finance the acquisition of two properties in the fourth quarter of 2023; offset by
- \$2.2 million decrease in interest expense due to the pay off of five loans since the second quarter of 2023.

In the second quarter of 2024, we recognized a \$21.7 million gain on extinguishment of debt as a result of the foreclosure settlement of Kingswood Center. We recognized a \$0.5 million loss on extinguishment of debt in the second quarter of 2023 related to the early pay off of the mortgage loan secured by the Plaza at Cherry Hill.

Income tax expense increased by \$0.5 million as compared to the second quarter of 2023 driven by a \$0.7 million income tax benefit recognized in June 2023 related to the tax planning measures implemented for the refinancing and debt restructuring that occurred in 2020.

Comparison of the Six Months Ended June 30, 2024 to the Six Months Ended June 30, 2023

Net income for the six months ended June 30, 2024 was \$34.5 million, compared to net loss of \$9.6 million for the six months ended June 30, 2023. The following table summarizes certain line items from our consolidated statements of income and comprehensive income that we believe are important in understanding our operations and/or those items that significantly changed in the six months ended June 30, 2024 as compared to the same period in 2023:

(Amounts in thousands)	Six Months Ended June 30,		\$ Change
	2024	2023	
Total revenue	\$ 216,172	\$ 198,506	\$ 17,666
Depreciation and amortization	78,253	50,597	27,656
Real estate taxes	34,475	31,798	2,677
Property operating expenses	38,766	33,134	5,632
General and administrative expenses	18,414	18,965	(551)
Real estate impairment loss	—	34,055	(34,055)
Gain on sale of real estate	15,349	356	14,993
Interest and debt expense	42,473	33,424	9,049
Gain (loss) on extinguishment of debt, net	21,427	(489)	21,916
Income tax expense	1,204	747	457

Total revenue increased by \$17.7 million to \$216.2 million in the six months ended June 30, 2024 from \$198.5 million in the six months ended June 30, 2023. The increase is primarily attributable to:

- \$10.8 million increase as a result of property acquisitions, net of dispositions;
- \$7.1 million increase in property rentals and tenant reimbursements due to rent commencements and contractual rent increases; and
- \$1.7 million decrease in rental revenue deemed uncollectible; offset by
- \$1.9 million decrease in non-cash revenues driven by accelerated amortization of above-market lease intangibles in the second quarter of 2024 related to a tenant termination.

Depreciation and amortization increased by \$27.7 million to \$78.3 million in the six months ended June 30, 2024 from \$50.6 million in the six months ended June 30, 2023. The increase is primarily attributable to:

- \$14.9 million increase as a result of property acquisitions, net of dispositions; and
- \$12.8 million increase due to assets placed in service for completion of redevelopment projects since the first six months of 2023.

Real estate taxes increased by \$2.7 million to \$34.5 million in the six months ended June 30, 2024 from \$31.8 million in the six months ended June 30, 2023. The increase is primarily attributable to the impact of property acquisitions, net of dispositions.

Property operating expenses increased by \$5.6 million to \$38.8 million in the six months ended June 30, 2024 from \$33.1 million in the six months ended June 30, 2023. The increase is primarily attributable to:

- \$4.1 million higher expenses incurred for increased insurance premiums and higher common area maintenance expenses across the portfolio as compared to the first six months of 2023; and
- \$1.5 million increase as a result of property acquisitions, net of dispositions.

General and administrative expenses decreased by \$0.6 million to \$18.4 million in the six months ended June 30, 2024 from \$19.0 million in the six months ended June 30, 2023. The decrease is primarily attributable to lower employment expenses and professional fees.

We recognized a real estate impairment loss of \$34.1 million in the first quarter of 2023, reducing the carrying value of an office and retail property located in Brooklyn, NY.

We recognized a \$15.3 million gain on sale of real estate of \$1.9 million in the first quarter of 2024 six months ended June 30, 2024 primarily related to the sale of a property located in Hazlet, NJ. two properties. In the first quarter of 2023, six months ended June 30, 2023, we recognized a gain on sale of real estate of \$0.4 million related to the release of escrow funds from a property disposed of in a prior period.

Interest and debt expense increased by \$5.3 million \$9.0 million to \$20.6 million \$42.5 million in the first quarter of 2024 six months ended June 30, 2024 from \$15.3 million \$33.4 million in the first quarter of 2023, six months ended June 30, 2023. The increase is primarily attributable to:

- \$4.4 7.3 million increase in interest expense due to new debt and loan refinancings net of loan repayments, since the first second quarter of 2023; and
- \$2.7 5.4 million increase due to outstanding borrowings under our line of credit to finance the acquisition of two properties in the fourth quarter of 2023; offset by
- \$1.8 3.7 million decrease in interest expense due to the pay off of four variable rate five loans since the first second quarter of 2023.

In

We recognized a \$21.7 million gain on extinguishment of debt for the first quarter six months ended June 30, 2024 attributable to the foreclosure settlement of 2024, we recognized Kingswood Center, partially offset by a \$0.3 million loss on extinguishment of debt as a result of the early pay off of three variable rate mortgage loans. loans in January 2024. During the six months ended June 30, 2023, we recognized a \$0.5 million loss on extinguishment of debt related to the early pay off of the mortgage loan secured by the Plaza at Cherry Hill.

Income tax expense increased by \$0.5 million to \$1.2 million in the six months ended June 30, 2024 from \$0.7 million in the six months ended June 30, 2023. The increase was driven by an income tax benefit recognized in the second quarter of 2023 related to the tax planning measures implemented for the refinancing and debt restructuring that occurred in 2020.

Non-GAAP Financial Measures

We use NOI internally to make investment and capital allocation decisions and to compare the unlevered performance of our properties to our peers. Further, we believe NOI is useful to investors as a performance measure because, when compared across periods, NOI reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and disposition activity on an unleveraged basis, providing perspective not immediately apparent from net income. The most directly comparable GAAP financial measure to NOI is net income. NOI excludes certain components from net income in order to provide results that are more closely related to a property's results of operations. We calculate NOI by adjusting net income to add back depreciation and amortization expense, general and administrative expenses, casualty and real estate impairment losses, interest and debt expense, income tax expense and non-cash lease expense, and deduct management and development fee income from non-owned properties, gains on sale of real estate, interest income, non-cash rental income resulting from the straight-lining of rents and amortization of acquired below market leases net of above market leases. NOI should not be considered a substitute for net income and may not be comparable to similarly titled measures employed by others.

We calculate same-property NOI using net income as defined by GAAP reflecting only those income and expense items that are reflected in NOI (as described above) and excluding properties that were under development, redevelopment or that involve anchor repositioning where a substantial portion of the gross leasable area is taken out of service, and also excluding properties acquired, sold, or that are in the foreclosure process during the periods being compared. We also exclude for the following items in calculating same-property NOI: lease termination fees, bankruptcy settlement income, and income and expenses that we do not believe are representative of ongoing operating results, if any. As such, same-property NOI assists in eliminating disparities in net income due to the development, redevelopment, acquisition, disposition or foreclosure of properties during the periods presented, and thus provides a more consistent performance measure for the comparison of the operating performance of the Company's properties, which the Company believes to be useful to investors. Same-property NOI should not be considered a substitute for net income and may not be comparable to similarly titled measures employed by others.

Throughout this section, we have provided certain information on a "same-property" basis which includes the results of operations that were owned and operated for the entirety of the reporting periods being compared, totaling 66 properties for the three and six months ended March 31, 2024 June 30, 2024 and 2023. Information provided on a same-property basis excludes properties that were under development, redevelopment or that involve anchor repositioning where a substantial portion of the gross leasable area is taken out of service and also excludes properties acquired, sold, or that are in the foreclosure process during the periods being compared. While there is judgment surrounding changes in designations, a property is removed from the same-property pool when a property is considered to be a redevelopment property because it is undergoing significant renovation or retenanting pursuant to a formal plan and is expected to have a significant impact on property operating income based on the retenanting that is occurring. A development or redevelopment property is moved back to the same-property pool once a substantial portion of the NOI growth expected from the development or redevelopment is reflected in both the current and comparable prior year period, generally one year after at least 80% of the expected NOI from the project is realized on a cash basis. Acquisitions are moved into the same-property pool once we have owned the property for the entirety of the comparable periods and the property is not under significant development or redevelopment.

Same-property NOI increased by \$1.2 million \$1.9 million, or 2.2% 3.6% for the three months ended March 31, 2024 June 30, 2024, compared to the three months ended March 31, 2023 June 30, 2023 and increased by \$3.1 million, or 2.9%, for the six months ended June 30, 2024, compared to the six months ended June 30, 2023. Same-property NOI, including properties in redevelopment, increased by \$2.2 million \$2.3 million, or 3.7% 4.0%, for the three months ended March 31, 2024 June 30, 2024, compared to the three months ended March 31, 2023 June 30, 2023 and increased by \$4.5 million, or 3.9%, for the six months ended June 30, 2024, compared to the six months ended June 30, 2023.

The following table reconciles net income to NOI and same-property NOI for the three and six months ended March 31, 2024 June 30, 2024 and 2023 2023:

Three Months Ended March 31,
Three Months Ended March 31,

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	(Amounts in thousands)	(Amounts in thousands)	2024	2023	2024	2023
(Amounts in thousands)						
(Amounts in thousands)						
(Amounts in thousands)						
Net income (loss)						
Net income (loss)						
Net income (loss)						
Other expense						
Other expense						
Other expense						
Depreciation and amortization						
Depreciation and amortization						
Depreciation and amortization						
General and administrative expense						
General and administrative expense						
General and administrative expense						
Gain on sale of real estate						
Gain on sale of real estate						
Gain on sale of real estate						
Interest income						
Interest income						
Interest income						
Interest and debt expense						
Interest and debt expense						
Interest and debt expense						
Loss on extinguishment of debt						
Loss on extinguishment of debt						
Loss on extinguishment of debt						
Income tax expense						
Income tax expense						
(Gain) loss on extinguishment of debt, net						
Income tax expense						
Real estate impairment loss						
Real estate impairment loss						
Real estate impairment loss						
Non-cash revenue and expenses						
Non-cash revenue and expenses						
Non-cash revenue and expenses						
NOI						
NOI						
NOI						
Adjustments:						
Adjustments:						
Adjustments:						
Non-same property NOI and other ⁽¹⁾						
Non-same property NOI and other ⁽¹⁾						
Non-same property NOI and other ⁽¹⁾						
Sunrise Mall net operating loss						
Sunrise Mall net operating loss						
Sunrise Mall net operating loss						

Tenant bankruptcy settlement income and lease termination income
Tenant bankruptcy settlement income and lease termination income
Tenant bankruptcy settlement income and lease termination income
Same-property NOI
Same-property NOI
Same-property NOI
NOI related to properties being redeveloped
NOI related to properties being redeveloped
NOI related to properties being redeveloped
Same-property NOI including properties in redevelopment
Same-property NOI including properties in redevelopment
Same-property NOI including properties in redevelopment

(i) Non-same property NOI includes NOI related to properties being redeveloped and properties acquired, disposed, or that are in the foreclosure process in the periods being compared.

Funds From Operations

FFO applicable to diluted common shareholders was **\$39.1 million** for the three months ended **March 31, 2024** **June 30, 2024** compared to **\$38.6 million** **\$35.9 million** for the three months ended **March 31, 2023** **June 30, 2023**, and **\$97.4 million** for the six months ended **June 30, 2024** compared to **\$74.5 million** for the six months ended **June 30, 2023**.

We calculate FFO in accordance with the National Association of Real Estate Investment Trusts' ("Nareit") definition. Nareit defines FFO as net income (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable real estate and land when connected to the main business of a REIT, impairments on depreciable real estate or land related to a REIT's main business, earnings from consolidated partially owned entities, and rental property depreciation and amortization expense. We believe FFO is a meaningful non-GAAP financial measure useful in comparing our levered operating performance from period to period both internally and among our peers because this non-GAAP measure excludes net gains on sales of depreciable real estate, real estate impairment losses, rental property depreciation and amortization expense which implicitly assumes that the value of real estate diminishes predictably over time rather than fluctuating based on market conditions. We believe the presentation of comparable period operating results generated from FFO provides useful information to investors because the definition excludes items included in net income that do not relate to, or are not, indicative of our operating and financial performance, such as depreciation and amortization related to real estate, and items which can make periodic and peer analyses of operating and financial performance more difficult, such as gains (or losses) from sales of depreciable real estate and land when connected to the main business of a REIT and impairments on depreciable real estate or land related to a REIT's main business. FFO does not represent cash flows from operating activities in accordance with GAAP, should not be considered an alternative to net income as an indication of our performance, and is not indicative of cash flow as a measure of liquidity or our ability to make cash distributions. FFO may not be comparable to similarly titled measures employed by others.

The following table reflects the reconciliation of net income to FFO for the three and six months ended **March 31, 2024** **June 30, 2024** and **2023**:

		Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	
(Amounts in thousands)					
(Amounts in thousands)					
(Amounts in thousands)					
		Three Months Ended June 30,		Six Months Ended June 30,	
			2024	2023	
Net income (loss)		(Amounts in thousands)			
Net income (loss)			2024	2023	
Net income (loss)					2024
Less net (income) loss attributable to noncontrolling interests in:					2023
Less net (income) loss attributable to noncontrolling interests in:					
Less net (income) loss attributable to noncontrolling interests in:					
Operating partnership					
Operating partnership					
Operating partnership					
Consolidated subsidiaries					
Consolidated subsidiaries					
Consolidated subsidiaries					
Net income (loss) attributable to common shareholders					
Net income (loss) attributable to common shareholders					
Net income (loss) attributable to common shareholders					
Adjustments:					

Adjustments:

Adjustments:

Rental property depreciation and amortization
Rental property depreciation and amortization
Rental property depreciation and amortization

Limited partnership interests in operating partnership⁽¹⁾

Limited partnership interests in operating partnership⁽¹⁾

Limited partnership interests in operating partnership⁽¹⁾

Gain on sale of real estate⁽²⁾

Gain on sale of real estate⁽²⁾

Gain on sale of real estate⁽²⁾

Real estate impairment loss⁽³⁾

Real estate impairment loss⁽³⁾

Real estate impairment loss⁽³⁾

FFO applicable to diluted common shareholders

FFO applicable to diluted common shareholders

FFO applicable to diluted common shareholders

(1) Represents earnings allocated to LTIP and OP unitholders for unissued common shares, which have been included for purposes of calculating earnings per diluted share for the periods presented because they are dilutive.

(2) The gain on sale of real estate for the **three six** months ended **March 31, 2023** **June 30, 2023** relates to the release of escrow funds from a property disposed of in a prior period.

(3) During the first quarter of 2023, the Company recognized a non-cash impairment charge reducing the carrying value of Kingswood Center, an office and retail property located in Brooklyn, NY.

Liquidity and Capital Resources

Due to the nature of our business, the cash generated from operations is primarily paid to our shareholders and unitholders of the Operating Partnership in the form of distributions. Our status as a REIT requires that we generally distribute at least 90% of our REIT's ordinary taxable income each year. Our Board of Trustees declared a quarterly dividend of \$0.17 per common share and OP unit for the first **quarter and second quarters** of 2024, or an annual rate of \$0.68. Historically, we have paid regular cash dividends; however, the timing, declaration, amount and payment of distributions to shareholders and unitholders of the Operating Partnership fall within the discretion of our Board of Trustees. Our Board of Trustees' decisions regarding the payment of dividends depend on many factors, such as maintaining our REIT status, our financial condition, earnings, capital requirements, debt service obligations, limitations under our financing arrangements, industry practice, legal requirements, regulatory constraints, and other factors.

Property rental income is our primary source of cash flow and is dependent on a number of factors, including our occupancy level and rental rates, as well as our tenants' ability to pay rent. Our properties have historically provided us with a relatively consistent stream of cash flow that enables us to pay operating expenses, debt service and recurring capital expenditures. Other sources of liquidity to fund cash requirements include proceeds from financings, equity offerings and asset sales.

We have an \$800 million revolving credit agreement (the "Agreement") with certain financial institutions which has a maturity date of February 9, 2027 and includes two six-month extension options. The Company obtained five letters of credit issued under the Agreement, aggregating \$30.1 million, and provided them to mortgage lenders to secure its obligations for certain capital requirements per the respective mortgage agreements. The letters of credit issued under the Agreement have reduced the amount available under the facility commensurate with their face values but remain undrawn. As of **March 31, 2024** **June 30, 2024** there was **approximately \$153 million** **\$150 million** drawn under the Agreement with an available remaining balance of **\$616.9** **\$619.9** million under the facility. See [Note 6](#) to the consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information regarding **our Revolving Credit** the Agreement.

In August 2022, the Company entered into an equity distribution agreement with various financial institutions acting as agents, forward sellers, and forward purchasers (the "Equity Distribution Agreement"). Pursuant to the Equity Distribution Agreement, the Company may from time to time offer and sell, through the agents and forward sellers, the Company's common shares, par value \$0.01 per share, having an aggregate offering price of up to \$250 million (the "ATM Program"). During the **three six** months ended **March 31, 2024** **June 30, 2024**, the Company issued **1,082,945** **2,690,298** common shares at a weighted average price of **\$17.31** **\$17.85** per share under the ATM Program, generating cash proceeds of **\$18.5** **\$47.4** million, net of commissions paid to distribution agents. See [Note 14](#), Equity and Noncontrolling Interest in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information regarding the ATM Program.

Our short-term cash requirements consist of normal recurring operating expenses, lease obligations, regular debt service requirements, general and administrative expenses, expenditures related to leasing activity and distributions to shareholders and unitholders of the Operating Partnership. Our long-term capital requirements consist primarily of maturities under our long-term debt agreements, development and redevelopment costs and potential acquisitions. We have approximately \$47 million of debt maturing within the next 12 months related to a mortgage loan encumbering one of our properties.

At **March 31, 2024** **June 30, 2024**, we had cash and cash equivalents, including restricted cash, of **\$95.1 million** **\$101.2 million** and approximately **\$616.9 million** **\$619.9 million** available under **our Revolving Credit** the Agreement. The available balance under **our Revolving Credit** the Agreement and cash on hand are readily available to fund the debt obligations discussed above which are coming due within the next year.

Summary of Cash Flows

Cash and cash equivalents, including restricted cash, was **\$95.1 million** **\$101.2 million** at **March 31, 2024** **June 30, 2024**, compared to \$174.2 million at December 31, 2023 and **\$111.2 million** **\$93.4 million** at **March 31, 2023** **June 30, 2023**, a decrease of **\$79.2 million** **\$73.0 million** and **\$16.1 million** an increase **\$7.8 million**, respectively. Our cash flow

activities are summarized as follows:

	Three Months Ended March 31,		Six Months Ended June 30,			
(Amounts in thousands)	2024	2023	\$ Change	2024	2023	\$ Change
Net cash provided by operating activities						
Net cash used in investing activities						
Net cash used in financing activities						

Operating Activities

Net cash flow provided by operating activities primarily consists of cash inflows from rental revenue and cash outflows for property operating expenses, general and administrative expenses and interest and debt expense.

Net cash provided by operating activities of **\$22.9 million** for the **three six** months ended **March 31, 2024** decreased by **\$6.5 million** from **\$29.4 million** for the **three six** months ended **March 31, 2023**. The decrease is due to the timing of cash receipts and payments related to tenant collections and operating expenses.

Investing Activities

Net cash flow used in investing activities is impacted by the timing and extent of our real estate development, capital improvements, and acquisition and disposition activities during the period.

Net cash used in investing activities of **\$44.3 million** for the **three six** months ended **March 31, 2024** increased by **\$21.5 million** from **\$22.8 million** for the **three six** months ended **March 31, 2023**. The increase is primarily due to (i) **\$32.3 million** increase in cash used for the acquisition of real estate, offset by (ii) **\$7.9 million** increase in cash provided by the sale of properties, and (iii) **\$2.9 million** decrease in cash used for real estate development and capital improvements.

The Company has **22** active development, redevelopment or anchor repositioning projects with total estimated costs of **\$166.4 million**, of which **\$66.7 million** has been incurred and **\$99.7 million** remains to be funded as of **March 31, 2024**.

The following summarizes capital expenditures presented on a cash basis for the **three six** months ended **March 31, 2024** and **June 30, 2024** and **2023**:

(Amounts in thousands)	Three Months Ended March 31,		Six Months Ended June 30,			
	(Amounts in thousands)	2024	2023	(Amounts in thousands)	2024	2023
Capital expenditures:						
Development and redevelopment costs						
Development and redevelopment costs						
Development and redevelopment costs						
Capital improvements						
Tenant improvements and allowances						
Total capital expenditures						

Financing Activities

Net cash flow used in financing activities is impacted by the timing and extent of issuances of debt and equity securities, distributions paid to common shareholders and unitholders of the Operating Partnership, as well as principal and other payments associated with our outstanding indebtedness.

Net cash used in financing activities of **\$57.8 million** for the **three six** months ended **March 31, 2024** decreased by **\$33.6 million** from **\$15.3 million** for the **three six** months ended **March 31, 2023**. The decrease is primarily due to (i) **\$97.1 million** increase in cash used for debt repayments, (ii) **\$1.9 million** increase in distributions to shareholders and unitholders of borrowings of the Operating Partnership, credit facility, (iii) **\$1.2 million** increase in debt issuance costs driven by the refinancing of our mortgage secured by Yonkers Gateway Center, and (iv) **\$0.6 million** decrease in cash contributed by noncontrolling interests, offset by (v) **\$50.0 million** increase in proceeds from mortgage refinancings, and (vi) **\$17.2 million** increase in cash for proceeds from the issuance of common shares under the ATM program, (vii) **\$0.3 million** decrease in cash contributed by noncontrolling interests, and (viii) **\$0.1 million** increase in tax withholdings on vested restricted stock.

On May 3, 2024, the Company obtained a 5-year, \$50 million mortgage loan secured by its property, Ledgewood Commons, located in Roxbury Township, NJ. The loan bears interest at a fixed rate of 6.03%.

On March 28, 2024, the Company refinanced the mortgage secured by its property, Yonkers Gateway Center, with a new 5-year, \$50 million mortgage loan bearing interest at a fixed rate of 6.30%. The proceeds from the new loan were used to pay off the previous mortgage on the property which had an outstanding balance of \$22.7 million.

On January 2, 2024, the Company repaid three variable rate loans aggregating \$75.7 million with interest rates of 7.34% on the pay off date. The loans were secured by Hudson Commons, Greenbrook Commons and Gun Hill Commons and were due to mature in the fourth quarter of 2024.

During the **three** **six** months ended **March 31, 2024** **June 30, 2024**, the Company issued **1,082,945** **2,690,298** common shares at a weighted average price of **\$17.31** **\$17.85** per share under its ATM Program, generating cash proceeds of **\$18.5** **\$47.4** million, net of commissions paid to distribution agents. See [Note 14](#), Equity and Noncontrolling Interest in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information regarding the ATM Program.

Contractual Obligations

We have contractual obligations related to our mortgage loans and line of credit that are both fixed and variable. As of **March 31, 2024** **June 30, 2024**, our variable rate loans bear interest at a floating rate based on SOFR plus an applicable margin of **1.10%** **1.03%** to 2.26%.

In connection with reference rate reform and the discontinuation of LIBOR, all of our LIBOR-indexed debt has been transitioned to SOFR effective July 2023. The discontinuation of LIBOR did not have an impact on our ability to borrow or maintain already outstanding borrowings. Further information on our mortgage loans can be found in [Note 6](#) to the consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. In addition, we have contractual obligations for certain properties that are subject to long-term ground and building leases where a third party owns and has leased the underlying land to us. We also have non-cancelable operating leases pertaining to office space from which we conduct our business.

Additional contractual obligations that are not considered to be long-term, fixed in amount or easily determinable include:

- Obligations related to construction and development contracts. Such contracts or obligations will generally be due over the next two years;
- Obligations related to maintenance contracts, which can typically be canceled upon 30 to 60 days' notice without penalty;
- Obligations related to employment contracts with certain executive officers and subject to cancellation by either the Company or the executive without cause upon notice; and
- Recorded debt premiums or discounts.

We believe that cash flows from our current operations, cash on hand, the line of credit under **our Revolving Credit** **the** Agreement, the potential to refinance our loans and our general ability to access the capital markets will be sufficient to finance our operations and fund our obligations in both the short-term and long-term.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We have exposure to fluctuations in interest rates, which are sensitive to many factors that are beyond our control. The following table discusses our exposure to hypothetical changes in market rates of interest on interest expense for our variable rate debt and fixed-rate debt. This analysis does not take into account all of the factors that may affect our debt, such as the effect that a changing interest rate environment could have on the overall level of economic activity or the action that our management might take to reduce our exposure to the change. This analysis assumes no change in our financial structure. As of **March 31, 2024** **June 30, 2024**, our variable rate debt outstanding had rates indexed to SOFR.

(Amounts in thousands)	(Amounts in thousands)	2024		2024		2023		Weighted Average Interest Rate
		March 31, Balance	Weighted Average Interest Rate	Effect of 1% Change in Base Rates	December 31, Balance	Weighted Average Interest Rate	(Amounts in thousands)	
Variable rate debt								
Variable rate debt								
Variable rate debt	\$ 204,938	6.21%	6.21%	\$ 2,049	\$ 280,969	6.53%	6.53%	\$ 201,598
Fixed rate debt	1,486,410	4.95%	4.95%	—	1,462,766	4.88%	4.88%	1,464,570
	\$							

(1) Excludes unamortized debt issuance costs of **\$13.0 million** **\$13.1 million** and \$12.6 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. Debt issuance costs related to our unsecured credit facility are included within prepaid expenses and other assets on the consolidated balance sheets.

(2) If the weighted average interest rate of our fixed rate debt increased by 1% (i.e. due to refinancing at higher rates), annualized interest expense would have increased by approximately **\$14.9 million** **\$14.6 million** based on outstanding balances as of **March 31, 2024** **June 30, 2024**.

(3) Excludes the impact of a 1% increase on our \$51.6 million variable rate mortgage on Plaza at Woodbridge as the loan is hedged with an interest rate cap to limit the maximum SOFR to 3.0%. See [Note 9](#) to the consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for further information on the Plaza at Woodbridge interest rate cap.

We may utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. We do not enter into any financial instrument agreements, such as derivative agreements, for speculation or trading purposes. As of **March 31, 2024** **June 30, 2024**, the Company was a counterparty to two interest rate derivative agreements which have been designated as cash flow hedges. These derivative instruments are assessed quarterly and as of **March 31, 2024** **June 30, 2024**, both meet the criteria of an effective hedge.

Fair Value of Debt

The estimated fair value of our consolidated debt is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of **March 31, 2024** **June 30, 2024**, the estimated fair value of our consolidated debt was \$1.6 billion.

Other Market Risks

As of **March 31, 2024** **June 30, 2024**, we had no material exposure to any other market risks (including foreign currency exchange risk or commodity price risk).

In making this determination and for purposes of the SEC's market risk disclosure requirements, we have estimated the fair value of our financial instruments at **March 31, 2024** **June 30, 2024** based on pertinent information available to management as of that date. Although management is not aware of any factors that would significantly affect the estimated amounts as of **March 31, 2024** **June 30, 2024**, future estimates of fair value and the amounts which may be paid or realized in the future may differ significantly from amounts presented.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures (Urban Edge Properties)

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) that occurred during the three months ended **March 31, 2024** **June 30, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Evaluation of Disclosure Controls and Procedures (Urban Edge Properties LP)

The Operating Partnership's management maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer of our general partner, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

The Operating Partnership's management, with the participation of the Chief Executive Officer and Chief Financial Officer of our general partner, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer of our general partner concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) that occurred during the three months ended **March 31, 2024** **June 30, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are party to various legal actions that arise in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 1A. RISK FACTORS

Except to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters discussed in Part I, "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations"), there were no material changes to the risk factors disclosed in Part I, "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on February 14, 2024.

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

Urban Edge Properties

- (a) Recent Sales of Unregistered Securities: Not applicable.
- (b) Use of Proceeds from Sales of Registered Securities: Not applicable.
- (c) Issuer Purchases of Equity Securities:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs ⁽¹⁾	
January 1, 2024 - January 31, 2024	—	\$ —	—	—	\$ 145,900,000
February 1, 2024 - February 29, 2024	11,117 ⁽²⁾	17.66	—	—	\$ 145,900,000
March 1, 2024 - March 31, 2024	—	—	—	—	\$ 145,900,000

Total	11,117	\$ 17.66	—
Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs
April 1, 2024 - April 30, 2024	—	\$ —	— \$ 145,900,000
May 1, 2024 - May 31, 2024	—	\$ —	— \$ 145,900,000
June 1, 2024 - June 30, 2024	—	\$ —	— \$ 145,900,000
Total	—	\$ —	—

(a) In March 2020, the Board of Trustees authorized a share repurchase program for up to \$200 million of the Company's common shares. Under the program, the Company may repurchase its shares from time to time in the open market or in privately negotiated transactions in compliance with SEC Rule 10b-18. The share repurchase program does not obligate the Company to acquire any particular amount of common shares and may be suspended or discontinued at any time at the Company's discretion.

(b) Represents common shares surrendered by employees to us, to satisfy such employees' tax withholding obligations in connection with the vesting of restricted common shares.

Urban Edge Properties LP

(a) Recent Sales of Unregistered Securities: Each time the Company issues common shares (other than in exchange for common units of the Operating Partnership when such common units are presented for redemption), it contributes the proceeds of such issuance to the Operating Partnership in return for an equivalent number of partnership units with rights and preferences analogous to the shares issued. During the three months ended **March 31, 2024** **June 30, 2024**, in connection with shares issued under the ATM Program, the Operating Partnership issued an aggregate of **1,082,945** **1,607,353** common units to the Company in exchange for approximately **\$18.7 million** **\$29.3 million**, the aggregate proceeds of such issuance of common shares to the Company. Such units were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

(b) Use of Proceeds from Sales of Registered Securities: Not applicable.

(c) Issuer Purchases of Equity Securities: **Not applicable.**

Period	(a) Total Number of Units Purchased	(b) Average Price Paid per Unit	(c) Total Number of Units Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Units that May Yet be Purchased Under the Plans or Programs
January 1, 2024 - January 31, 2024	—	\$ —	—	\$ —
February 1, 2024 - February 29, 2024	11,117 ⁽¹⁾	17.66	—	\$ —
March 1, 2024 - March 31, 2024	—	—	—	\$ —
Total	11,117	\$ 17.66	—	—

(a) Represents OP Units previously held by the Company that were redeemed in connection with the surrender of restricted common shares by employees to the Company to satisfy such employees' tax withholding obligations in connection with the vesting of restricted common shares.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended **March 31, 2024** **June 30, 2024**, none of the Company's trustees or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS

The exhibits listed below are included in, or incorporated by reference into, this Quarterly Report on Form 10-Q.

INDEX TO EXHIBITS

The following exhibits are included as part of this Quarterly Report on Form 10-Q:

Exhibit Number	Exhibit Description
10.1	Urban Edge Properties 2024 Omnibus Share Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on May 6, 2024).
10.2	Employment Agreement between Urban Edge Properties and Jeffrey S. Olson, dated June 28, 2024 (incorporated by reference to Exhibit 10.1 to Form 8-K filed on July 2, 2024).
31.1*	Certification by the Chief Executive Officer for Urban Edge Properties pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification by the Chief Financial Officer for Urban Edge Properties pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.3*	Certification by the Chief Executive Officer for Urban Edge Properties LP pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.4*	Certification by the Chief Financial Officer for Urban Edge Properties LP pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification by the Chief Executive Officer and Chief Financial Officer for Urban Edge Properties pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification by the Chief Executive Officer and Chief Financial Officer for Urban Edge Properties LP pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.SCH*	Inline XBRL Taxonomy Extension Schema
101.CAL*	Inline XBRL Extension Calculation Linkbase
101.LAB*	Inline XBRL Extension Labels Linkbase
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase
104*	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*)

* Filed herewith

** In accordance with Item 601(b)(32) of Regulation S-K, this Exhibit is not deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Such certifications will not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

URBAN EDGE PROPERTIES

(Registrant)

/s/ Mark Langer

Mark Langer, Chief Financial Officer

Date: [May 7, 2024](#) [July 31, 2024](#)

URBAN EDGE PROPERTIES LP

By: Urban Edge Properties, General Partner

/s/ Mark Langer

Mark Langer, Chief Financial Officer

Date: [May 7, 2024](#) [July 31, 2024](#)

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EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Jeffrey S. Olson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Urban Edge Properties;
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 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 the 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 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 trustees (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.

May 7, July 31, 2024

/s/ Jeffrey S. Olson

Jeffrey S. Olson

Chairman of the Board of Trustees and Chief Executive Officer of Urban Edge Properties

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Mark Langer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Urban Edge Properties;
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 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 the 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 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 trustees (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.

May 7, July 31, 2024

/s/ Mark Langer

Mark Langer

Chief Financial Officer of Urban Edge Properties

EXHIBIT 31.3

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Jeffrey S. Olson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Urban Edge Properties LP;
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 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 the 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 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 trustees (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.

May 7, July 31, 2024

/s/ Jeffrey S. Olson

Jeffrey S. Olson

Chairman of the Board of Trustees and Chief Executive Officer of Urban Edge Properties, general partner of Urban Edge Properties LP

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Mark Langer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Urban Edge Properties LP;
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 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 the 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 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 trustees (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.

May 7, July 31, 2024

/s/ Mark Langer

Mark Langer

Chief Financial Officer of Urban Edge Properties, general partner of Urban Edge Properties LP

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CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Urban Edge Properties, hereby certifies, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the period ended **March 31, 2024** **June 30, 2024** (the "Report") of Urban Edge Properties fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Urban Edge Properties.

May 7, July 31, 2024

/s/ Jeffrey S. Olson

Name: Jeffrey S. Olson
Title: Chairman of the Board of Trustees and Chief Executive Officer of Urban Edge Properties

May 7, July 31, 2024

/s/ Mark Langer

Name: Mark Langer
Title: Chief Financial Officer of Urban Edge Properties

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished as an exhibit to the Report pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 and, accordingly, is not being filed with the Securities and Exchange Commission as part of the Report and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report, irrespective of any general incorporation language contained in such filing).

EXHIBIT 32.2

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Urban Edge Properties, hereby certifies, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the period ended **March 31, 2024** **June 30, 2024** (the "Report") of Urban Edge Properties LP fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Urban Edge Properties LP.

May 7, July 31, 2024

/s/ Jeffrey S. Olson

Name: Jeffrey S. Olson
Title: Chairman of the Board of Trustees and Chief Executive Officer of Urban Edge Properties, general partner of Urban Edge Properties LP

May 7, July 31, 2024

/s/ Mark Langer

Name: Mark Langer
Title: Chief Financial Officer of Urban Edge Properties, general partner of Urban Edge Properties LP

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished as an exhibit to the Report pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 and, accordingly, is not being filed with the Securities and Exchange Commission as part of the Report and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report, irrespective of any general incorporation language contained in such filing).

DISCLAIMER

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