

REGENCY CENTERS CORP
 Form 10-Q
 May 07, 2015

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549
 FORM 10-Q

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

For the quarterly period ended March 31, 2015

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

For the transition period from to

Commission File Number 1-12298 (Regency Centers Corporation)
 Commission File Number 0-24763 (Regency Centers, L.P.)

REGENCY CENTERS CORPORATION
 REGENCY CENTERS, L.P.

(Exact name of registrant as specified in its charter)

FLORIDA (REGENCY CENTERS CORPORATION) 59-3191743

DELAWARE (REGENCY CENTERS, L.P) 59-3429602

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

One Independent Drive, Suite 114 (904) 598-7000
 Jacksonville, Florida 32202

(Address of principal executive offices) (zip code) (Registrant's telephone number, including area code)

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

Regency Centers Corporation YES NO Regency Centers, L.P. YES NO

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

Regency Centers Corporation YES NO Regency Centers, L.P. YES NO

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

Regency Centers Corporation:

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Regency Centers, L.P.:

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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

Regency Centers Corporation YES NO Regency Centers, L.P. YES NO

The number of shares outstanding of the Regency Centers Corporation's voting common stock was 94,324,178 as of May 6, 2015.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended March 31, 2015 of Regency Centers Corporation and Regency Centers, L.P. Unless stated otherwise or the context otherwise requires, references to “Regency Centers Corporation” or the “Parent Company” mean Regency Centers Corporation and its controlled subsidiaries; and references to “Regency Centers, L.P.” or the “Operating Partnership” mean Regency Centers, L.P. and its controlled subsidiaries. The term “the Company” or “Regency” means the Parent Company and the Operating Partnership, collectively.

The Parent Company is a real estate investment trust (“REIT”) and the general partner of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units (“Units”). As of March 31, 2015, the Parent Company owned approximately 99.8% of the Units in the Operating Partnership and the remaining limited Units are owned by investors. The Parent Company owns all of the Series 6 and 7 Preferred Units of the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has exclusive control of the Operating Partnership's day-to-day management.

The Company believes combining the quarterly reports on Form 10-Q of the Parent Company and the Operating Partnership into this single report provides the following benefits:

- enhances investors' understanding of the Parent Company and the Operating Partnership 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; and

- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports. Management operates the Parent Company and the Operating Partnership as one business. The management of the Parent Company consists of the same individuals as the management of the Operating Partnership. These individuals are officers of the Parent Company and employees of the Operating Partnership.

The Company believes it is important to understand the few differences between the Parent Company and the Operating Partnership in the context of how the Parent Company and the Operating Partnership operate as a consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing certain debt of the Operating Partnership. The Parent Company does not hold any indebtedness, but guarantees all of the unsecured public debt and approximately 14% of the secured debt of the Operating Partnership. The Operating Partnership holds all the assets of the Company and retains the ownership interests in the Company's joint ventures. Except for net proceeds from public equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates all remaining capital required by the Company's business. These sources include the Operating Partnership's operations, its direct or indirect incurrence of indebtedness, and the issuance of partnership units.

Stockholders' equity, partners' capital, and noncontrolling interests are the main areas of difference between the consolidated financial statements of the Parent Company and those of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units, and Series 6 and 7 Preferred Units owned by the Parent Company. The limited partners' units in the Operating Partnership owned by third parties are accounted for in partners' capital in the Operating Partnership's financial statements and outside of stockholders' equity in noncontrolling interests in the Parent Company's financial statements. The Series 6 and 7 Preferred Units owned by the Parent Company are eliminated in consolidation in the accompanying consolidated financial statements of the Parent Company and are classified as preferred units of general partner in the accompanying consolidated financial statements of the Operating Partnership.

In order to highlight the differences between the Parent Company and the Operating Partnership, there are sections in this report that separately discuss the Parent Company and the Operating Partnership, including separate financial statements, controls and procedures sections, and separate Exhibit 31 and 32 certifications. In the sections that

combine disclosure for the Parent Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have assets other than its investment in the Operating Partnership. Therefore, while stockholders' equity and partners' capital differ as discussed above, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial statements.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

REGENCY CENTERS CORPORATION

Consolidated Balance Sheets

March 31, 2015 and December 31, 2014

(in thousands, except share data)

| | 2015 | 2014 |
|--|--------------|-----------|
| | (unaudited) | |
| Assets | | |
| Real estate investments at cost: | | |
| Land | \$ 1,386,126 | 1,380,211 |
| Buildings and improvements | 2,793,939 | 2,790,137 |
| Properties in development | 247,503 | 239,538 |
| | 4,427,568 | 4,409,886 |
| Less: accumulated depreciation | 961,830 | 933,708 |
| | 3,465,738 | 3,476,178 |
| Operating properties held for sale | 18,219 | — |
| Investments in real estate partnerships | 325,243 | 333,167 |
| Net real estate investments | 3,809,200 | 3,809,345 |
| Cash and cash equivalents | 36,489 | 113,776 |
| Restricted cash | 6,590 | 8,013 |
| Accounts receivable, net of allowance for doubtful accounts of \$5,016 and \$4,523 at March 31, 2015 and December 31, 2014, respectively | 27,293 | 30,999 |
| Straight-line rent receivable, net of reserve of \$685 and \$652 at March 31, 2015 and December 31, 2014, respectively | 57,554 | 55,768 |
| Notes receivable | 12,169 | 12,132 |
| Deferred costs, less accumulated amortization of \$84,728 and \$81,822 at March 31, 2015 and December 31, 2014, respectively | 70,018 | 71,502 |
| Acquired lease intangible assets, less accumulated amortization of \$38,670 and \$36,112 at March 31, 2015 and December 31, 2014, respectively | 49,363 | 52,365 |
| Trading securities held in trust, at fair value | 29,595 | 28,134 |
| Other assets | 20,126 | 15,136 |
| Total assets | \$ 4,118,397 | 4,197,170 |
| Liabilities and Equity | | |
| Liabilities: | | |
| Notes payable | \$ 1,889,727 | 1,946,357 |
| Unsecured credit facilities | 105,000 | 75,000 |
| Accounts payable and other liabilities | 166,659 | 181,197 |
| Acquired lease intangible liabilities, less accumulated accretion of \$14,930 and \$13,993 at March 31, 2015 and December 31, 2014, respectively | 31,087 | 32,143 |
| Tenants' security and escrow deposits and prepaid rent | 27,045 | 25,991 |
| Total liabilities | 2,219,518 | 2,260,688 |
| Commitments and contingencies (note 11) | | |
| Equity: | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.01 par value per share, 30,000,000 shares authorized; 13,000,000 Series 6 and 7 shares issued and outstanding at March 31, 2015 and December 31, 2014, with liquidation preferences of \$25 per share | 325,000 | 325,000 |
| | 943 | 941 |

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| | | |
|--|--------------|------------|
| Common stock, \$0.01 par value per share, 150,000,000 shares authorized; 94,323,823 and 94,108,061 shares issued at March 31, 2015 and December 31, 2014, respectively | | |
| Treasury stock at cost, 443,514 and 425,246 shares held at March 31, 2015 and December 31, 2014, respectively | (20,638) | (19,382) |
| Additional paid in capital | 2,536,471 | 2,540,153 |
| Accumulated other comprehensive loss | (69,277) | (57,748) |
| Distributions in excess of net income | (902,845) | (882,372) |
| Total stockholders' equity | 1,869,654 | 1,906,592 |
| Noncontrolling interests: | | |
| Exchangeable operating partnership units, aggregate redemption value of \$10,490 and \$9,833 at March 31, 2015 and December 31, 2014, respectively | (1,959) | (1,914) |
| Limited partners' interests in consolidated partnerships | 31,184 | 31,804 |
| Total noncontrolling interests | 29,225 | 29,890 |
| Total equity | 1,898,879 | 1,936,482 |
| Total liabilities and equity | \$ 4,118,397 | 4,197,170 |
| See accompanying notes to consolidated financial statements. | | |

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REGENCY CENTERS CORPORATION

Consolidated Statements of Operations

(in thousands, except per share data)

(unaudited)

| | Three months ended March 31, | | |
|--|------------------------------|----------|---|
| | 2015 | 2014 | |
| Revenues: | | | |
| Minimum rent | \$ 101,305 | 94,536 | |
| Percentage rent | 1,808 | 1,384 | |
| Recoveries from tenants and other income | 31,048 | 31,041 | |
| Management, transaction, and other fees | 6,238 | 6,319 | |
| Total revenues | 140,399 | 133,280 | |
| Operating expenses: | | | |
| Depreciation and amortization | 35,992 | 37,905 | |
| Operating and maintenance | 21,172 | 20,505 | |
| General and administrative | 16,378 | 14,198 | |
| Real estate taxes | 15,131 | 14,799 | |
| Other operating expenses | 1,166 | 2,173 | |
| Total operating expenses | 89,839 | 89,580 | |
| Other expense (income): | | | |
| Interest expense, net of interest income of \$266 and \$216 for the three months ended March 31, 2015 and 2014, respectively | 26,633 | 27,134 | |
| Provision for impairment | — | 225 | |
| Early extinguishment of debt | (61 |) — | |
| Net investment income, including unrealized (gains) losses of (\$417) and \$107 for the three months ended March 31, 2015 and 2014, respectively | (634 |) (192 |) |
| Total other expense | 25,938 | 27,167 | |
| Income from operations before equity in income of investments in real estate partnerships | 24,622 | 16,533 | |
| Equity in income of investments in real estate partnerships | 5,567 | 7,808 | |
| Income from operations | 30,189 | 24,341 | |
| Gain on sale of real estate | 803 | 715 | |
| Net income | 30,992 | 25,056 | |
| Noncontrolling interests: | | | |
| Exchangeable operating partnership units | (49 |) (42 |) |
| Limited partners' interests in consolidated partnerships | (503 |) (359 |) |
| Income attributable to noncontrolling interests | (552 |) (401 |) |
| Net income attributable to the Company | 30,440 | 24,655 | |
| Preferred stock dividends | (5,266 |) (5,266 |) |
| Net income attributable to common stockholders | \$ 25,174 | 19,389 | |
| Income per common share - basic | \$ 0.27 | 0.21 | |
| Income per common share - diluted | \$ 0.27 | 0.21 | |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION
 Consolidated Statements of Comprehensive Income
 (in thousands)
 (unaudited)

| | Three months ended March 31, | |
|---|------------------------------|----------|
| | 2015 | 2014 |
| Net income | \$ 30,992 | 25,056 |
| Other comprehensive loss: | | |
| Loss on settlement of derivative instruments: | | |
| Amortization of loss on settled derivative instruments recognized in net income | 2,107 | 2,367 |
| Effective portion of change in fair value of derivative instruments: | | |
| Effective portion of change in fair value of derivative instruments | (13,882) | (13,800) |
| Less: reclassification adjustment for change in fair value of derivative instruments included in net income | 142 | 152 |
| Other comprehensive loss | (11,633) | (11,281) |
| Comprehensive income | 19,359 | 13,775 |
| Less: comprehensive income (loss) attributable to noncontrolling interests: | | |
| Net income attributable to noncontrolling interests | 552 | 401 |
| Other comprehensive loss attributable to noncontrolling interests | (104) | (86) |
| Comprehensive income attributable to noncontrolling interests | 448 | 315 |
| Comprehensive income attributable to the Company | \$ 18,911 | 13,460 |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION

Consolidated Statements of Equity

For the three months ended March 31, 2015 and 2014

(in thousands, except per share data)

(unaudited)

| | Preferred Stock | Common Stock | Treasury Stock | Additional Paid In Capital | Accumulated Other Comprehensive Loss | Distributions in Excess of Comprehensive Net Income | Total Stockholders' Equity | Exchange Operative Partnership Units | Public's Interest Consolidated Partnerships | Total Noncontrolling Interests | Total Equity |
|---|--------------------|-----------------|-------------------|----------------------------------|---|---|----------------------------------|---|--|--------------------------------------|-----------------|
| Balance at December 31, 2013 | \$325,000 | 923 | (16,726) | 2,426,477 | (17,404) | (874,916) | 1,843,354 | (1,426) | 19,206 | 17,780 | 1,861,134 |
| Net income | — | — | — | — | — | 24,655 | 24,655 | 42 | 359 | 401 | 25,056 |
| Other comprehensive income | — | — | — | — | (11,195) | — | (11,195) | (20) | (66) | (86) | (11,281) |
| Deferred compensation plan, net | — | — | (1,625) | 1,625 | — | — | — | — | — | — | — |
| Restricted stock issued, net of amortization | — | — | — | 2,915 | — | — | 2,915 | — | — | — | 2,915 |
| Common stock redeemed for taxes withheld for stock based compensation, net | — | — | — | (3,164) | — | — | (3,164) | — | — | — | (3,164) |
| Common stock issued for dividend reinvestment plan | — | — | — | 313 | — | — | 313 | — | — | — | 313 |
| Redemption of partnership units | — | — | — | — | — | — | — | (300) | — | (300) | (300) |
| Contributions from partners | — | — | — | — | — | — | — | — | 15,443 | 15,443 | 15,443 |
| Distributions to partners | — | — | — | — | — | — | — | — | (426) | (426) | (426) |
| Cash dividends declared: Preferred stock/unit | — | — | — | — | — | (5,266) | (5,266) | — | — | — | (5,266) |

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| | | | | | | | | | | | |
|--|-----------|-----|----------|-----------|----------|-----------|-----------|---------|----------|----------|-----------|
| Common stock/unit (\$0.47 per share) | — | — | — | — | — | (43,260) | (43,260) | (78) | — | (78) | (43,338) |
| Balance at March 31, 2014 | \$325,000 | 923 | (18,351) | 2,428,166 | (28,599) | (898,787) | 1,808,352 | (1,782) | 34,516 | 32,734 | 1,841,086 |
| Balance at December 31, 2014 | \$325,000 | 941 | (19,382) | 2,540,153 | (57,748) | (882,372) | 1,906,592 | (1,914) | 31,804 | 29,890 | 1,936,482 |
| Net income | — | — | — | — | — | 30,440 | 30,440 | 49 | 503 | 552 | 30,992 |
| Other comprehensive loss | — | — | — | — | (11,529) | — | (11,529) | (18) | (86) | (104) | (11,633) |
| Deferred compensation plan, net | — | — | (1,256) | 1,256 | — | — | — | — | — | — | — |
| Restricted stock issued, net of amortization | — | 2 | — | 3,546 | — | — | 3,548 | — | — | — | 3,548 |
| Common stock redeemed for taxes withheld for stock based compensation, net | — | — | — | (9,850) | — | — | (9,850) | — | — | — | (9,850) |
| Common stock issued for dividend reinvestment plan | — | — | — | 374 | — | — | 374 | — | — | — | 374 |
| Common stock issued for stock offerings, net of issuance costs | — | — | — | 992 | — | — | 992 | — | — | — | 992 |
| Contributions from partners | — | — | — | — | — | — | — | — | 13 | 13 | 13 |
| Distributions to partners | — | — | — | — | — | — | — | — | (1,050) | (1,050) | (1,050) |

REGENCY CENTERS CORPORATION

Consolidated Statements of Equity

For the three months ended March 31, 2015 and 2014

(in thousands, except per share data)

(unaudited)

| | Preferred Stock | Common Stock | Treasury Stock | Additional Paid In Capital | Accumulated Other Comprehensive Loss | Distributions in Excess of Comprehensive Net Income | Total Stockholders' Equity | Exchange Operating Partnership Units | Limited Partners' Interest Consolidated Partnerships | Total Noncontrolling Interests | Total Equity |
|---------------------------------------|--------------------|-----------------|-------------------|----------------------------------|---|---|----------------------------------|---|--|--------------------------------------|-----------------|
| Cash dividends declared: | | | | | | | | | | | |
| Preferred stock/unit | — | — | — | — | — | (5,266) | (5,266) | — | — | — | (5,266) |
| Common stock/unit (\$0.485 per share) | — | — | — | — | — | (45,647) | (45,647) | (76) | — | (76) | (45,723) |
| Balance at March 31, 2015 | \$325,000 | 943 | (20,638) | 2,536,471 | (69,277) | (902,845) | 1,869,654 | (1,959) | 31,184 | 29,225 | 1,898,879 |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION

Consolidated Statements of Cash Flows

For the three months ended March 31, 2015 and 2014

(in thousands)

(unaudited)

| | 2015 | 2014 | |
|---|-----------|-----------|---|
| Cash flows from operating activities: | | | |
| Net income | \$ 30,992 | 25,056 | |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 35,992 | 37,905 | |
| Amortization of deferred loan cost and debt premium | 2,447 | 2,889 | |
| Amortization and (accretion) of above and below market lease intangibles, net | (521) | (861) |) |
| Stock-based compensation, net of capitalization | 2,900 | 2,272 | |
| Equity in income of investments in real estate partnerships | (5,567) | (7,808) |) |
| Gain on sale of real estate | (803) | (715) |) |
| Provision for impairment | — | 225 | |
| Early extinguishment of debt | (61) | — | |
| Distribution of earnings from operations of investments in real estate partnerships | 12,301 | 8,681 | |
| Gain on derivative instruments | — | (5) |) |
| Deferred compensation expense | 631 | 200 | |
| Realized and unrealized gain on investments | (634) | (201) |) |
| Changes in assets and liabilities: | | | |
| Restricted cash | 1,415 | 328 | |
| Accounts receivable | (7,827) | (6,740) |) |
| Straight-line rent receivables, net | (1,877) | (1,594) |) |
| Deferred leasing costs | (1,816) | (1,961) |) |
| Other assets | (1,137) | (1,952) |) |
| Accounts payable and other liabilities | (13,101) | (4,858) |) |
| Tenants' security and escrow deposits and prepaid rent | 1,124 | 1,403 | |
| Net cash provided by operating activities | 54,458 | 52,264 | |
| Cash flows from investing activities: | | | |
| Acquisition of operating real estate | — | (78,943) |) |
| Advance deposits on acquisition of operating real estate | (4,000) | — | |
| Real estate development and capital improvements | (55,047) | (46,648) |) |
| Proceeds from sale of real estate investments | 3,414 | 4,472 | |
| Investments in real estate partnerships | (1,344) | (1,771) |) |
| Distributions received from investments in real estate partnerships | 2,717 | 5,931 | |
| Dividends on investments | 31 | 27 | |
| Acquisition of securities | (3,726) | (1,797) |) |
| Proceeds from sale of securities | 2,868 | 1,676 | |
| Net cash used in investing activities | (55,087) | (117,053) |) |
| Cash flows from financing activities: | | | |
| Net proceeds from common stock issuance | 992 | — | |
| Redemption of preferred stock and partnership units | — | (300) |) |
| Distributions to limited partners in consolidated partnerships, net | (1,050) | (426) |) |
| Distributions to exchangeable operating partnership unit holders | (76) | (78) |) |
| Dividends paid to common stockholders | (45,273) | (42,947) |) |
| Dividends paid to preferred stockholders | (5,266) | (5,266) |) |
| Proceeds from unsecured credit facilities | 40,000 | 70,000 | |

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| | | | |
|--|-----------|-----------|---|
| Repayment of unsecured credit facilities | (10,000 |) — | |
| Proceeds from notes payable | 1,351 | — | |
| Repayment of notes payable | (55,777 |) — | |
| Scheduled principal payments | (1,481 |) (1,719 |) |
| Payment of loan costs | (78 |) — | |
| Net cash (used in) provided by financing activities | (76,658 |) 19,264 | |
| Net decrease in cash and cash equivalents | (77,287 |) (45,525 |) |
| Cash and cash equivalents at beginning of the period | 113,776 | 80,684 | |
| Cash and cash equivalents at end of the period | \$ 36,489 | 35,159 | |

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REGENCY CENTERS CORPORATION

Consolidated Statements of Cash Flows

For the three months ended March 31, 2015, and 2014

(in thousands)

(unaudited)

| | 2015 | 2014 |
|--|--------------|-----------|
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest (net of capitalized interest of \$2,059 and \$1,641 in 2015 and 2014, respectively) | \$ 17,964 | 18,338 |
| Cash paid for income taxes | \$ 697 | — |
| Supplemental disclosure of non-cash transactions: | | |
| Mortgage loans assumed for the acquisition of real estate | \$ — | 78,049 |
| Initial fair value of non-controlling interest recorded at acquisition | \$ — | 15,385 |
| Change in fair value of derivative instruments | \$ (13,882) | (13,800) |
| Common stock issued for dividend reinvestment plan | \$ 374 | 313 |
| Stock-based compensation capitalized | \$ 701 | 696 |
| Contributions from limited partners in consolidated partnerships, net | \$ 13 | 58 |
| Common stock issued for dividend reinvestment in trust | \$ 214 | 189 |
| Contribution of stock awards into trust | \$ 1,042 | 1,440 |
| Distribution of stock held in trust | \$ — | 4 |
| See accompanying notes to consolidated financial statements. | | |

REGENCY CENTERS, L.P.
 Consolidated Balance Sheets
 March 31, 2015 and December 31, 2014
 (in thousands, except unit data)

| | 2015 | 2014 |
|---|--------------|-----------|
| | (unaudited) | |
| Assets | | |
| Real estate investments at cost: | | |
| Land | \$ 1,386,126 | 1,380,211 |
| Buildings and improvements | 2,793,939 | 2,790,137 |
| Properties in development | 247,503 | 239,538 |
| | 4,427,568 | 4,409,886 |
| Less: accumulated depreciation | 961,830 | 933,708 |
| | 3,465,738 | 3,476,178 |
| Operating properties held for sale | 18,219 | — |
| Investments in real estate partnerships | 325,243 | 333,167 |
| Net real estate investments | 3,809,200 | 3,809,345 |
| Cash and cash equivalents | 36,489 | 113,776 |
| Restricted cash | 6,590 | 8,013 |
| Accounts receivable, net of allowance for doubtful accounts of \$5,016 and \$4,523 at March 31, 2015 and December 31, 2014, respectively | 27,293 | 30,999 |
| Straight-line rent receivable, net of reserve of \$685 and \$652 at March 31, 2015 and December 31, 2014, respectively | 57,554 | 55,768 |
| Notes receivable | 12,169 | 12,132 |
| Deferred costs, less accumulated amortization of \$84,728 and \$81,822 at March 31, 2015 and December 31, 2014, respectively | 70,018 | 71,502 |
| Acquired lease intangible assets, less accumulated amortization of \$38,670 and \$36,112 at March 31, 2015 and December 31, 2014, respectively | 49,363 | 52,365 |
| Trading securities held in trust, at fair value | 29,595 | 28,134 |
| Other assets | 20,126 | 15,136 |
| Total assets | \$ 4,118,397 | 4,197,170 |
| Liabilities and Capital | | |
| Liabilities: | | |
| Notes payable | \$ 1,889,727 | 1,946,357 |
| Unsecured credit facilities | 105,000 | 75,000 |
| Accounts payable and other liabilities | 166,659 | 181,197 |
| Acquired lease intangible liabilities, less accumulated accretion of \$14,930 and \$13,993 at March 31, 2015 and December 31, 2014, respectively | 31,087 | 32,143 |
| Tenants' security and escrow deposits and prepaid rent | 27,045 | 25,991 |
| Total liabilities | 2,219,518 | 2,260,688 |
| Commitments and contingencies (note 11) | | |
| Capital: | | |
| Partners' capital: | | |
| Preferred units of general partner, \$0.01 par value per unit, 13,000,000 units issued and outstanding at March 31, 2015 and December 31, 2014, liquidation preference of \$25 per unit | 325,000 | 325,000 |
| General partner; 94,323,823 and 94,108,061 units outstanding at March 31, 2015 and December 31, 2014, respectively | 1,613,931 | 1,639,340 |
| Limited partners; 154,170 units outstanding at March 31, 2015 and December 31, 2014 | (1,959) | (1,914) |

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| | | |
|--|--------------|-----------|
| Accumulated other comprehensive loss | (69,277) | (57,748) |
| Total partners' capital | 1,867,695 | 1,904,678 |
| Noncontrolling interests: | | |
| Limited partners' interests in consolidated partnerships | 31,184 | 31,804 |
| Total noncontrolling interests | 31,184 | 31,804 |
| Total capital | 1,898,879 | 1,936,482 |
| Total liabilities and capital | \$ 4,118,397 | 4,197,170 |
| See accompanying notes to consolidated financial statements. | | |

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REGENCY CENTERS, L.P.
Consolidated Statements of Operations
(in thousands, except per unit data)
(unaudited)

| | Three months ended March 31, | | |
|--|------------------------------|----------|---|
| | 2015 | 2014 | |
| Revenues: | | | |
| Minimum rent | \$ 101,305 | 94,536 | |
| Percentage rent | 1,808 | 1,384 | |
| Recoveries from tenants and other income | 31,048 | 31,041 | |
| Management, transaction, and other fees | 6,238 | 6,319 | |
| Total revenues | 140,399 | 133,280 | |
| Operating expenses: | | | |
| Depreciation and amortization | 35,992 | 37,905 | |
| Operating and maintenance | 21,172 | 20,505 | |
| General and administrative | 16,378 | 14,198 | |
| Real estate taxes | 15,131 | 14,799 | |
| Other operating expenses | 1,166 | 2,173 | |
| Total operating expenses | 89,839 | 89,580 | |
| Other expense (income): | | | |
| Interest expense, net of interest income of \$266 and \$216 for the three months ended March 31, 2015 and 2014, respectively | 26,633 | 27,134 | |
| Provision for impairment | — | 225 | |
| Early extinguishment of debt | (61 |) — | |
| Net investment income, including unrealized (gains) losses of (\$417) and \$107 for the three months ended March 31, 2015 and 2014, respectively | (634 |) (192 |) |
| Total other expense | 25,938 | 27,167 | |
| Income from operations before equity in income of investments in real estate partnerships | 24,622 | 16,533 | |
| Equity in income of investments in real estate partnerships | 5,567 | 7,808 | |
| Income from operations | 30,189 | 24,341 | |
| Gain on sale of real estate | 803 | 715 | |
| Net income | 30,992 | 25,056 | |
| Limited partners' interests in consolidated partnerships | (503 |) (359 |) |
| Net income attributable to the Partnership | 30,489 | 24,697 | |
| Preferred unit distributions | (5,266 |) (5,266 |) |
| Net income attributable to common unit holders | \$ 25,223 | 19,431 | |
| Income per common unit - basic | \$ 0.27 | 0.21 | |
| Income per common unit - diluted | \$ 0.27 | 0.21 | |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS, L.P.

Consolidated Statements of Comprehensive Income

(in thousands)

(unaudited)

| | Three months ended March 31, | |
|---|------------------------------|----------|
| | 2015 | 2014 |
| Net income | \$ 30,992 | 25,056 |
| Other comprehensive loss: | | |
| Loss on settlement of derivative instruments: | | |
| Amortization of loss on settled derivative instruments recognized in net income | 2,107 | 2,367 |
| Effective portion of change in fair value of derivative instruments: | | |
| Effective portion of change in fair value of derivative instruments | (13,882) | (13,800) |
| Less: reclassification adjustment for change in fair value of derivative instruments included in net income | 142 | 152 |
| Other comprehensive loss | (11,633) | (11,281) |
| Comprehensive income | 19,359 | 13,775 |
| Less: comprehensive income (loss) attributable to noncontrolling interests: | | |
| Net income attributable to noncontrolling interests | 503 | 359 |
| Other comprehensive loss attributable to noncontrolling interests | (86) | (66) |
| Comprehensive income attributable to noncontrolling interests | 417 | 293 |
| Comprehensive income attributable to the Partnership | \$ 18,942 | 13,482 |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS, L.P.

Consolidated Statements of Capital

For the three months ended March 31, 2015 and 2014

(in thousands)

(unaudited)

| | General Partner Preferred and Common Units | Limited Partners | Accumulated Other Comprehensive Loss | Total Partners' Capital | Noncontrolling Interests in Limited Partners Interest in Consolidated Partnerships | Total Capital |
|--|---|---------------------|---|-------------------------------|---|------------------|
| Balance at December 31, 2013 | \$ 1,860,758 | (1,426) | (17,404) | 1,841,928 | 19,206 | 1,861,134 |
| Net income | 24,655 | 42 | — | 24,697 | 359 | 25,056 |
| Other comprehensive income | — | (20) | (11,195) | (11,215) | (66) | (11,281) |
| Contributions from partners | — | — | — | — | 15,443 | 15,443 |
| Distributions to partners | (43,260) | (78) | — | (43,338) | (426) | (43,764) |
| Redemption of partnership units | — | (300) | — | (300) | — | (300) |
| Preferred unit distributions | (5,266) | — | — | (5,266) | — | (5,266) |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | 2,915 | — | — | 2,915 | — | 2,915 |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases | (2,851) | — | — | (2,851) | — | (2,851) |
| Balance at March 31, 2014 | 1,836,951 | (1,782) | (28,599) | 1,806,570 | 34,516 | 1,841,086 |
| Balance at December 31, 2014 | 1,964,340 | (1,914) | (57,748) | 1,904,678 | 31,804 | 1,936,482 |
| Net income | 30,440 | 49 | — | 30,489 | 503 | 30,992 |
| Other comprehensive loss | — | (18) | (11,529) | (11,547) | (86) | (11,633) |
| Contributions from partners | — | — | — | — | 13 | 13 |
| Distributions to partners | (45,647) | (76) | — | (45,723) | (1,050) | (46,773) |
| Preferred unit distributions | (5,266) | — | — | (5,266) | — | (5,266) |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | 3,548 | — | — | 3,548 | — | 3,548 |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases | (8,484) | — | — | (8,484) | — | (8,484) |
| Balance at March 31, 2015 | \$ 1,938,931 | (1,959) | (69,277) | 1,867,695 | 31,184 | 1,898,879 |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS, L.P.

Consolidated Statements of Cash Flows

For the three months ended March 31, 2015 and 2014

(in thousands)

(unaudited)

| | 2015 | 2014 | |
|--|-----------|-----------|---|
| Cash flows from operating activities: | | | |
| Net income | \$ 30,992 | 25,056 | |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 35,992 | 37,905 | |
| Amortization of deferred loan cost and debt premium | 2,447 | 2,889 | |
| Amortization and (accretion) of above and below market lease intangibles, net | (521) | (861) |) |
| Stock-based compensation, net of capitalization | 2,900 | 2,272 | |
| Equity in income of investments in real estate partnerships | (5,567) | (7,808) |) |
| Gain on sale of real estate | (803) | (715) |) |
| Provision for impairment | — | 225 | |
| Early extinguishment of debt | (61) | — | |
| Distribution of earnings from operations of investments in real estate partnerships | 12,301 | 8,681 | |
| Gain on derivative instruments | — | (5) |) |
| Deferred compensation expense | 631 | 200 | |
| Realized and unrealized gain on investments | (634) | (201) |) |
| Changes in assets and liabilities: | | | |
| Restricted cash | 1,415 | 328 | |
| Accounts receivable | (7,827) | (6,740) |) |
| Straight-line rent receivables, net | (1,877) | (1,594) |) |
| Deferred leasing costs | (1,816) | (1,961) |) |
| Other assets | (1,137) | (1,952) |) |
| Accounts payable and other liabilities | (13,101) | (4,858) |) |
| Tenants' security and escrow deposits and prepaid rent | 1,124 | 1,403 | |
| Net cash provided by operating activities | 54,458 | 52,264 | |
| Cash flows from investing activities: | | | |
| Acquisition of operating real estate | — | (78,943) |) |
| Advance deposits on acquisition of operating real estate | (4,000) | — | |
| Real estate development and capital improvements | (55,047) | (46,648) |) |
| Proceeds from sale of real estate investments | 3,414 | 4,472 | |
| Investments in real estate partnerships | (1,344) | (1,771) |) |
| Distributions received from investments in real estate partnerships | 2,717 | 5,931 | |
| Dividends on investments | 31 | 27 | |
| Acquisition of securities | (3,726) | (1,797) |) |
| Proceeds from sale of securities | 2,868 | 1,676 | |
| Net cash used in investing activities | (55,087) | (117,053) |) |
| Cash flows from financing activities: | | | |
| Net proceeds from common units issued as a result of common stock issued by Parent Company | 992 | — | |
| Redemption of preferred partnership units | — | (300) |) |
| Distributions (to) from limited partners in consolidated partnerships, net | (1,050) | (426) |) |
| Distributions to partners | (45,349) | (43,025) |) |
| Distributions to preferred unit holders | (5,266) | (5,266) |) |
| Proceeds from unsecured credit facilities | 40,000 | 70,000 | |

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| | | | |
|--|-----------|---|-----------|
| Repayment of unsecured credit facilities | (10,000 |) | — |
| Proceeds from notes payable | 1,351 | | — |
| Repayment of notes payable | (55,777 |) | — |
| Scheduled principal payments | (1,481 |) | (1,719) |
| Payment of loan costs | (78 |) | — |
| Net cash (used in) provided by financing activities | (76,658 |) | 19,264 |
| Net decrease in cash and cash equivalents | (77,287 |) | (45,525) |
| Cash and cash equivalents at beginning of the period | 113,776 | | 80,684 |
| Cash and cash equivalents at end of the period | \$ 36,489 | | 35,159 |

REGENCY CENTERS, L.P.

Consolidated Statements of Cash Flows

For the three months ended March 31, 2015, and 2014

(in thousands)

(unaudited)

| | 2015 | 2014 |
|--|--------------|-----------|
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest (net of capitalized interest of \$2,059 and \$1,641 in 2015 and 2014, respectively) | \$ 17,964 | 18,338 |
| Cash paid for income taxes | \$ 697 | — |
| Supplemental disclosure of non-cash transactions: | | |
| Mortgage loans assumed for the acquisition of real estate | \$ — | 78,049 |
| Initial fair value of non-controlling interest recorded at acquisition | \$ — | 15,385 |
| Change in fair value of derivative instruments | \$ (13,882) | (13,800) |
| Common stock issued by Parent Company for dividend reinvestment plan | \$ 374 | 313 |
| Stock-based compensation capitalized | \$ 701 | 696 |
| Contributions from limited partners in consolidated partnerships, net | \$ 13 | 58 |
| Common stock issued for dividend reinvestment in trust | \$ 214 | 189 |
| Contribution of stock awards into trust | \$ 1,042 | 1,440 |
| Distribution of stock held in trust | \$ — | 4 |
| See accompanying notes to consolidated financial statements. | | |

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2015

1. Organization and Principles of Consolidation

General

Regency Centers Corporation (the "Parent Company") began its operations as a Real Estate Investment Trust ("REIT") in 1993 and is the general partner of Regency Centers, L.P. (the "Operating Partnership"). The Parent Company currently owns approximately 99.8% of the outstanding common Partnership Units of the Operating Partnership. The Parent Company engages in the ownership, management, leasing, acquisition, and development of retail shopping centers through the Operating Partnership, and has no other assets or liabilities other than through its investment in the Operating Partnership. As of March 31, 2015, the Parent Company, the Operating Partnership and their controlled subsidiaries on a consolidated basis (the "Company" or "Regency") directly owned 201 retail shopping centers and held partial interests in an additional 120 retail shopping centers through investments in real estate partnerships (also referred to as "joint ventures" or "co-investment partnerships").

The financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. These adjustments are considered to be of a normal recurring nature.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017, with a potential one year deferral to be decided at the conclusion of a comment period. Early adoption is currently not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In February 2015, the FASB issued ASU No. 2015-02, Amendments to the Consolidation Analysis (Topic 810), which requires amendments to both the variable interest entity and voting models. The amendments (i) rescind the indefinite deferral of certain aspects of accounting standards relating to consolidations and provide a permanent scope exception for registered money market funds and similar unregistered money market funds, (ii) modify the identification of variable interests (fees paid to a decision maker or service provider), the VIE characteristics for a limited partnership or similar entity and primary beneficiary determination under the VIE model, and (iii) eliminate the presumption within the current voting model that a general partner controls a limited partnership or similar entity. The new guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2015 with early adoption permitted. The amendments may be applied using either a modified retrospective or full retrospective approach. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30), which simplifies the presentation of debt issuance costs by requiring that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The amendments in this ASU are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years with early adoption permitted. The Company will adopt this ASU in the first quarter of 2016, which will result in a decrease to total assets and liabilities of the net unamortized balance of debt issuance costs, which are \$9.7 million at March 31, 2015.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.
Notes to Consolidated Financial Statements
March 31, 2015

2. Real Estate Investments

The following table details the shopping centers acquired or land acquired for development (in thousands). There were no shopping centers acquired during the three months ended March 31, 2015, however the Company did make a deposit to acquire an operating property.

Three months ended March 31, 2014

| Date Purchased | Property Name | City/State | Property Type | Ownership | Purchase Price | Debt Assumed, Net of Premiums | Intangible Assets | Intangible Liabilities |
|-----------------------------|------------------------------------|---------------|---------------|-----------|----------------|-------------------------------|-------------------|------------------------|
| 1/31/14 | Persimmon Place | Dublin, CA | Development | 100% | \$14,200 | — | — | — |
| 2/14/14 | Shops at Mira Vista | Austin, TX | Operating | 100% | 22,500 | 319 | 2,329 | 291 |
| 3/7/14 | Fairfield Portfolio ⁽¹⁾ | Fairfield, CT | Operating | 80% | 149,344 | 77,730 | 12,650 | 5,601 |
| Total property acquisitions | | | | | \$186,044 | \$78,049 | \$14,979 | \$5,892 |

⁽¹⁾ On March 7, 2014, the Company acquired an 80% controlling interest in the Fairfield Portfolio. As a result of consolidation, the Company recorded the non-controlling interest of approximately \$15.4 million at fair value. The portfolio consists of three operating properties located in Fairfield, CT.

The real estate operations acquired were not considered material to the Company, individually or in the aggregate, therefore pro-forma financial information is not necessary.

3. Property Dispositions

Dispositions

The following table provides a summary of shopping centers and land out-parcels disposed of (dollars in thousands):

| | Three months ended March 31, | |
|---|------------------------------|---------|
| | 2015 | 2014 |
| Net proceeds from sale of real estate investments | \$3,414 | \$4,472 |
| Gain on sale of real estate | \$803 | \$715 |
| Number of operating properties sold | 1 | 1 |
| Number of land out-parcels sold | — | 2 |
| Percent interest sold | 100% | 100% |

At March 31, 2015, the Company was under contract to sell an operating property, which was sold in April of 2015. The assets of this property have been classified as Operating properties held for sale in the accompanying Consolidated Balance Sheets.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.
Notes to Consolidated Financial Statements
March 31, 2015

4. Notes Payable and Unsecured Credit Facilities

The Company's debt outstanding as of March 31, 2015 and December 31, 2014 consists of the following (in thousands):

| | 2015 | 2014 |
|---|-------------|-----------|
| Notes payable: | | |
| Fixed rate mortgage loans | \$460,885 | 518,993 |
| Variable rate mortgage loans ⁽¹⁾ | 31,190 | 29,839 |
| Fixed rate unsecured loans | 1,397,652 | 1,397,525 |
| Total notes payable | 1,889,727 | 1,946,357 |
| Unsecured credit facilities: | | |
| Line of Credit | 30,000 | — |
| Term Loan | 75,000 | 75,000 |
| Total unsecured credit facilities | 105,000 | 75,000 |
| Total debt outstanding | \$1,994,727 | 2,021,357 |

⁽¹⁾ An interest rate swap is in place to fix the interest rate on this variable rate mortgage loan. See note 5. The weighted average contractual interest rates were 5.2% and 1.3% on the fixed rate and variable rate debt, respectively, at March 31, 2015. Significant financing activity since December 31, 2014, excluding scheduled principal payments, includes:

- The Company repaid two mortgages totaling \$55.8 million that were scheduled to mature during 2015;
- The Company drew \$1.4 million on a construction loan for the ongoing redevelopment of a shopping center; and
- The Company borrowed \$30.0 million, net of repayments, on its \$800.0 million Line of Credit (the "Line").

As of March 31, 2015, scheduled principal payments and maturities on notes payable were as follows (in thousands):

| Scheduled Principal Payments and Maturities by Year: | Scheduled Principal Payments | Mortgage Loan Maturities | Unsecured Maturities ⁽¹⁾ | Total |
|--|------------------------------|--------------------------|-------------------------------------|-----------|
| 2015 | \$4,724 | 20,391 | 350,000 | 375,115 |
| 2016 | 6,135 | 41,442 | 30,000 | 77,577 |
| 2017 | 5,399 | 116,316 | 400,000 | 521,715 |
| 2018 | 4,452 | 57,358 | — | 61,810 |
| 2019 | 3,443 | 106,000 | 75,000 | 184,443 |
| Beyond 5 Years | 22,648 | 97,390 | 650,000 | 770,038 |
| Unamortized debt premiums (discounts), net | — | 6,377 | (2,348) | 4,029 |
| Total | \$46,801 | 445,274 | 1,502,652 | 1,994,727 |

⁽¹⁾ Includes unsecured public debt and unsecured credit facilities.

The Company was in compliance as of March 31, 2015 with the financial and other covenants under its unsecured public debt and unsecured credit facilities.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2015

5. Derivative Financial Instruments

The following table summarizes the terms and fair values of the Company's derivative financial instruments, as well as their classification on the Consolidated Balance Sheets, as of March 31, 2015 and December 31, 2014 (in thousands):

| Effective Date | Maturity Date | Early Termination Date ⁽¹⁾ | Notional Amount | Bank Pays Variable Rate of | Regency Pays Fixed Rate of | Fair Value Liabilities ⁽²⁾ | |
|--|---------------|---------------------------------------|-----------------|----------------------------|----------------------------|---------------------------------------|-----------|
| | | | | | | 2015 | 2014 |
| 10/16/13 | 10/16/20 | N/A | \$28,100 | 1 Month LIBOR | 2.196% | \$(1,109) | (764) |
| 8/1/15 | 8/1/25 | 2/1/16 | 75,000 | 3 Month LIBOR | 2.479% | (2,543) | (289) |
| 8/1/15 | 8/1/25 | 2/1/16 | 50,000 | 3 Month LIBOR | 2.479% | (1,696) | (193) |
| 8/1/15 | 8/1/25 | 2/1/16 | 50,000 | 3 Month LIBOR | 2.479% | (1,696) | (193) |
| 8/1/15 | 8/1/25 | 2/1/16 | 45,000 | 3 Month LIBOR | 3.412% | (5,387) | (3,964) |
| 6/15/17 | 6/15/27 | 12/15/17 | 20,000 | 3 Month LIBOR | 3.488% | (1,840) | (1,227) |
| 6/15/17 | 6/15/27 | 12/15/17 | 100,000 | 3 Month LIBOR | 3.480% | (9,132) | (6,080) |
| 6/15/17 | 6/15/27 | 12/15/17 | 100,000 | 3 Month LIBOR | 3.480% | (9,132) | (6,084) |
| Total derivative financial instruments | | | | | | \$(32,535) | (18,794) |

⁽¹⁾ Represents the date specified in the agreement for either optional or mandatory early termination which will result in cash settlement.

⁽²⁾ Derivatives in a liability position are included within Accounts Payable and Other Liabilities in the accompanying Consolidated Balance Sheets.

These derivative financial instruments are all interest rate swaps, which are designated and qualify as cash flow hedges. The Company does not use derivatives for trading or speculative purposes and currently does not have any derivatives that are not designated as hedges. The Company has master netting agreements; however, the Company does not have multiple derivatives subject to a single master netting agreement with the same counterparties.

Therefore, none are offset in the accompanying Consolidated Balance Sheet.

The Company expects to issue new debt in 2015 and 2017. In order to mitigate the risk of interest rate volatility, the Company previously entered into \$220 million of forward starting interest rate swaps to partially hedge the new debt expected to be issued in 2015 and another \$220 million of forward starting interest rate swaps to partially hedge the new debt expected to be issued in 2017. These interest rate swaps lock in the 10-year treasury rate and swap spread at a weighted average fixed rate of 2.67% and 3.48%, respectively. A current market based credit spread applicable to Regency will be added to the locked in fixed rate at time of issuance that will determine the final bond yield.

The effective portion of changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive income (loss) ("AOCI") and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings within interest expense.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.
Notes to Consolidated Financial Statements
March 31, 2015

The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements (in thousands):

| Derivatives in FASB ASC Topic 815 Cash Flow Hedging Relationships: | Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion) | | Location and Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | | Location and Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) | | | |
|--|---|-----------|--|------------|---|----------------|-----|---|
| | Three months ended March 31, 2015 | | Three months ended March 31, 2014 | | Three months ended March 31, 2015 | | | |
| Interest rate swaps | \$(13,882) | (13,800) | Interest expense | \$(2,249) | (2,519) | Other expenses | \$— | — |

As of March 31, 2015, the Company expects \$9.1 million of net deferred losses on derivative instruments accumulated in other comprehensive income to be reclassified into earnings during the next 12 months, of which \$7.8 million is related to previously settled swaps.

6. Fair Value Measurements

(a) Disclosure of Fair Value of Financial Instruments

All financial instruments of the Company are reflected in the accompanying Consolidated Balance Sheets at amounts which, in management's estimation, reasonably approximate their fair values, except for the following as of March 31, 2015 and December 31, 2014 (in thousands):

| | 2015 | | 2014 | |
|-----------------------------|-----------------|------------|-----------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Notes receivable | \$12,169 | 12,049 | \$12,132 | 11,980 |
| Financial liabilities: | | | | |
| Notes payable | \$1,889,727 | 2,041,000 | \$1,946,357 | 2,116,000 |
| Unsecured credit facilities | \$105,000 | 105,000 | \$75,000 | 75,000 |

The table above reflects carrying amounts in the accompanying Consolidated Balance Sheets under the indicated captions. The above fair values represent the amounts that would be received from selling those assets or that would be paid to transfer those liabilities in an orderly transaction between market participants as of March 31, 2015 and December 31, 2014. These fair value measurements maximize the use of observable inputs. However, in situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value measurement reflects the Company's own judgments about the assumptions that market participants would use in pricing the asset or liability.

The Company develops its judgments based on the best information available at the measurement date, including expected cash flows, appropriately risk-adjusted discount rates, and available observable and unobservable inputs. Service providers involved in fair value measurements are evaluated for competency and qualifications on an ongoing basis. As considerable judgment is often necessary to estimate the fair value of these financial instruments, the fair values presented above are not necessarily indicative of amounts that will be realized upon disposition of the financial instruments.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2015

The following methods and assumptions were used to estimate the fair value of these financial instruments:

Notes Receivable

The fair value of the Company's notes receivable is estimated by calculating the present value of future contractual cash flows discounted at interest rates available for notes of the same terms and maturities, adjusted for counter-party specific credit risk. The fair value of notes receivable was determined primarily using Level 3 inputs of the fair value hierarchy, which considered counter-party credit risk and loan to value ratio on the underlying property securing the note receivable.

Notes Payable

The fair value of the Company's notes payable is estimated by discounting future cash flows of each instrument at rates that reflect the current market rates available to the Company for debt of the same terms and maturities. Fixed rate loans assumed in connection with real estate acquisitions are recorded in the accompanying consolidated financial statements at fair value at the time the property is acquired. The fair value of the notes payable was determined using Level 2 inputs of the fair value hierarchy.

Unsecured Credit Facilities

The fair value of the Company's unsecured credit facilities is estimated based on the interest rates currently offered to the Company by financial institutions. The fair value of the credit facilities was determined using Level 2 inputs of the fair value hierarchy.

As of March 31, 2015 and December 31, 2014, the following interest rate ranges were used by the Company to estimate the fair value of its financial instruments:

| | 2015 | | 2014 | |
|-----------------------------|------|------|------|------|
| | Low | High | Low | High |
| Notes receivable | 7.3% | 7.3% | 7.4% | 7.4% |
| Notes payable | 1.5% | 3.8% | 0.9% | 3.4% |
| Unsecured credit facilities | 1.3% | 1.5% | 1.3% | 1.3% |

(b) Fair Value Measurements

The following financial instruments are measured at fair value on a recurring basis:

Trading Securities Held in Trust

The Company has investments in marketable securities, which are assets of the non-qualified deferred compensation plan ("NQDCP"), that are classified as trading securities held in trust on the accompanying Consolidated Balance Sheets. The fair value of the trading securities held in trust was determined using quoted prices in active markets, which are considered Level 1 inputs of the fair value hierarchy. Changes in the value of trading securities are recorded within net investment (income) loss from deferred compensation plan in the accompanying Consolidated Statements of Operations.

Interest Rate Derivatives

The fair value of the Company's interest rate derivatives is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2015

Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by the Company and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its interest rate swaps. As a result, the Company determined that its interest rate swaps valuation in its entirety is classified in Level 2 of the fair value hierarchy.

The following tables present the placement in the fair value hierarchy of assets and liabilities that are measured at fair value on a recurring basis (in thousands):

| Fair Value Measurements as of March 31, 2015 | | | | |
|---|------------|--|---|--|
| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | | |
| Trading securities held in trust | \$29,595 | 29,595 | — | — |
| Liabilities | | | | |
| Interest rate derivatives | \$(32,535) | — | (32,535) | — |
| Fair Value Measurements as of December 31, 2014 | | | | |
| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | | |
| Trading securities held in trust | \$28,134 | 28,134 | — | — |
| Liabilities | | | | |
| Interest rate derivatives | \$(18,794) | — | (18,794) | — |

There were no assets measured at fair value on a nonrecurring basis as of March 31, 2015.

7. Equity and Capital

Common Stock of the Parent Company

Issuances:

The current ATM equity offering program authorizes the Parent Company to sell up to \$200 million of common stock at prices determined by the market at the time of sale. As of March 31, 2015, \$95.0 million of common stock remained available for issuance under this ATM equity program.

There were no shares issued under the ATM equity programs for the three months ended March 31, 2014. The following shares were issued under the ATM equity programs during the three months ended March 31, 2015 (dollar amounts are in thousands, except price per share data):

| | Three months ended March 31, 2015 |
|---------------|--------------------------------------|
| Shares issued | 18,125 |

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| | |
|----------------------------------|---------|
| Weighted average price per share | \$64.72 |
| Total proceeds | \$1,173 |
| Commissions | \$15 |
| Issuance costs | \$— |

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REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.
Notes to Consolidated Financial Statements
March 31, 2015

In January 2015, the Parent Company entered into a forward sale and an underwritten public offering of 2.875 million shares of its common stock at a price of \$67.40 per share which will result in gross proceeds of approximately \$193.8 million, before any underwriting discount and offering expenses. The forward sale will settle on one or more dates occurring no later than approximately 12 months after the date of the offering. The Company intends to use any net proceeds that it receives upon settlement of the forward sale agreement to fund development and redevelopment activities, fund potential acquisition opportunities, repay maturing debts, and/or for general corporate purposes.

Common Units of the Operating Partnership

Issuances:

Common units were issued to the Parent Company in relation to the Parent Company's issuance of common stock, as discussed above.

Accumulated Other Comprehensive Loss

The following tables present changes in the balances of each component of AOCI (in thousands):

| | Controlling Interest Cash Flow Hedges | Noncontrolling Interest Cash Flow Hedges | Total AOCI | |
|--|--|---|---------------|---|
| Balance as of December 31, 2013 | \$(17,404 |) (479 |) (17,883 |) |
| Other comprehensive income before reclassifications | (13,670 |) (130 |) (13,800 |) |
| Amounts reclassified from accumulated other comprehensive income | 2,475 | 44 | 2,519 | |
| Current period other comprehensive income, net | (11,195 |) (86 |) (11,281 |) |
| Balance as of March 31, 2014 | \$(28,599 |) (565 |) (29,164 |) |
| Balance as of December 31, 2014 | \$(57,748 |) (750 |) (58,498 |) |
| Other comprehensive income before reclassifications | (13,739 |) (143 |) (13,882 |) |
| Amounts reclassified from accumulated other comprehensive income | 2,210 | 39 | 2,249 | |
| Current period other comprehensive income, net | (11,529 |) (104 |) (11,633 |) |
| Balance as of March 31, 2015 | \$(69,277 |) (854 |) (70,131 |) |

The following represents amounts reclassified out of AOCI into income (in thousands):

| AOCI Component | Amount Reclassified from AOCI into income | Affected Line Item Where Net Income is Presented |
|---------------------|---|--|
| | Three months ended March 31, | |
| | 2015 | 2014 |
| Interest rate swaps | \$2,249 | 2,519 |
| | | Interest expense |

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March 31, 2015

8. Stock-Based Compensation

The Company recorded stock-based compensation in general and administrative expenses in the accompanying Consolidated Statements of Operations, the components of which are further described below (in thousands):

| | Three months ended March 31, | |
|---|------------------------------|--------|
| | 2015 | 2014 |
| Restricted stock ⁽¹⁾ | \$3,549 | 2,916 |
| Directors' fees paid in common stock ⁽¹⁾ | 52 | 52 |
| Capitalized stock-based compensation ⁽²⁾ | (701 |) (696 |
| Stock-based compensation, net of capitalization | \$2,900 | 2,272 |

⁽¹⁾ Includes amortization of the grant date fair value of restricted stock awards over the respective vesting periods.

⁽²⁾ Includes compensation expense specifically identifiable to development and leasing activities.

During 2015, the Company granted 191,069 shares of restricted stock with a weighted-average grant-date fair value of \$70.35 per share.

9. Non-Qualified Deferred Compensation Plan ("NQDCP")

The Company maintains a NQDCP which allows select employees and directors to defer part or all of their cash bonus, director fees, and restricted stock awards. All contributions into the participants' accounts are fully vested upon contribution to the NQDCP and are deposited into a Rabbi trust. The assets of the Rabbi trust, exclusive of the shares of the Company's common stock, are classified as trading securities in the accompanying Consolidated Balance Sheets, and were \$29.6 million and \$28.1 million at March 31, 2015 and December 31, 2014, respectively. The participants' deferred compensation liability, also exclusive of the shares of the Company's common stock, is included within accounts payable and other liabilities in the accompanying Consolidated Balance Sheets and was \$29.1 million and \$27.6 million at March 31, 2015 and December 31, 2014, respectively.

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Notes to Consolidated Financial Statements

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10. Earnings per Share and Unit

Parent Company Earnings per Share

The following summarizes the calculation of basic and diluted earnings per share (in thousands, except per share data):

| | Three months ended March 31, | |
|--|------------------------------|--------|
| | 2015 | 2014 |
| Numerator: | | |
| Income from operations | \$30,189 | 24,341 |
| Gain on sale of real estate | 803 | 715 |
| Less: income attributable to noncontrolling interests | 552 | 401 |
| Income from operations attributable to the Company | 30,440 | 24,655 |
| Less: preferred stock dividends | 5,266 | 5,266 |
| Less: dividends paid on unvested restricted stock | 176 | 197 |
| Income from operations attributable to common stockholders - basic | \$24,998 | 19,192 |
| Add: dividends paid on Treasury Method restricted stock | 28 | 11 |
| Income from operations attributable to common stockholders - diluted | \$25,026 | 19,203 |
| Denominator: | | |
| Weighted average common shares outstanding for basic EPS | 93,842 | 92,167 |
| Incremental shares to be issued under unvested restricted stock | 58 | 24 |
| Incremental shares to be issued under Forward Equity Offering | 7 | — |
| Weighted average common shares outstanding for diluted EPS | 93,907 | 92,191 |
| Income per common share – basic | \$0.27 | 0.21 |
| Income per common share – diluted | \$0.27 | 0.21 |

Income allocated to noncontrolling interests of the Operating Partnership has been excluded from the numerator and exchangeable Operating Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average exchangeable Operating Partnership units outstanding for the three months ended March 31, 2015 and 2014 were 154,170 and 160,281, respectively.

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Notes to Consolidated Financial Statements

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Operating Partnership Earnings per Unit

The following summarizes the calculation of basic and diluted earnings per unit (in thousands except per unit data):

| | Three months ended March 31, | |
|--|------------------------------|--------|
| | 2015 | 2014 |
| Numerator: | | |
| Income from operations | \$30,189 | 24,341 |
| Gain on sale of real estate | 803 | 715 |
| Less: income attributable to noncontrolling interests | 503 | 359 |
| Income from operations attributable to the Partnership | 30,489 | 24,697 |
| Less: preferred unit distributions | 5,266 | 5,266 |
| Less: dividends paid on unvested restricted units | 176 | 197 |
| Income from operations attributable to common unit holders - basic | 25,047 | 19,234 |
| Add: dividends paid on Treasury Method restricted units | 28 | 11 |
| Income from operations attributable to common unit holders - diluted | 25,075 | 19,245 |
| Denominator: | | |
| Weighted average common units outstanding for basic EPU | 93,996 | 92,167 |
| Incremental units to be issued under unvested restricted stock | 58 | 24 |
| Incremental shares to be issued under Forward Equity Offering | 7 | — |
| Weighted average common units outstanding for diluted EPU | 94,061 | 92,191 |
| Income per common unit – basic | \$0.27 | 0.21 |
| Income per common unit – diluted | \$0.27 | 0.21 |

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

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11. Commitments and Contingencies

The Company is involved in litigation on a number of matters and is subject to certain claims, which arise in the normal course of business, none of which, in the opinion of management, is expected to have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity. Legal fees are expensed as incurred.

The Company is also subject to numerous environmental laws and regulations as they apply to real estate pertaining to chemicals used by the dry cleaning industry, the existence of asbestos in older shopping centers, and underground petroleum storage tanks. The Company believes that the ultimate disposition of currently known environmental matters will not have a material effect on its financial position, liquidity, or operations; however, it can give no assurance that existing environmental studies with respect to the shopping centers have revealed all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to it; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; or that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to the Company.

The Company has the right to issue letters of credit under the Line up to an amount not to exceed \$80.0 million, which reduces the credit availability under the Line. These letters of credit are primarily issued as collateral to facilitate the construction of development projects. As of March 31, 2015 and December 31, 2014, the Company had \$5.9 million in letters of credit outstanding.

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

Forward-Looking Statements

In addition to historical information, the following information contains forward-looking statements as defined under federal securities laws. These forward-looking statements include statements about anticipated changes in our revenues, the size of our development and redevelopment program, earnings per share and unit, returns and portfolio value, and expectations about our liquidity. These statements are based on current expectations, estimates and projections about the real estate industry and markets in which the Company operates, and management's beliefs and assumptions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include, but are not limited to, changes in national and local economic conditions; financial difficulties of tenants; competitive market conditions, including timing and pricing of acquisitions and sales of properties and building pads ("out-parcels"); changes in leasing activity and market rents; timing of development starts; meeting development schedules; natural disasters in geographic areas in which we operate; cost of environmental remediation; our inability to exercise voting control over the co-investment partnerships through which we own many of our properties; technology disruptions. For additional information, see "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2014. The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto of Regency Centers Corporation and Regency Centers, L.P. appearing elsewhere herein. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or uncertainties after the date hereof or to reflect the occurrence of uncertain events.

Overview of Our Strategy

Regency Centers began its operations as a publicly-traded REIT in 1993, and currently owns direct or partial interests in 321 shopping centers, the majority of which are grocery-anchored community and neighborhood centers. Our centers are located in the top markets of 27 states and the District of Columbia, and contain 38.2 million square feet of gross leasable area. All of our operating, investing, and financing activities are performed through the Operating Partnership, its wholly-owned subsidiaries, and through its co-investment partnerships. The Parent Company currently owns approximately 99.8% of the outstanding common partnership units of the Operating Partnership.

Our mission is to be the preeminent grocery-anchored shopping center owner and developer through:

• First-rate performance of our exceptionally merchandised and located national portfolio;

• Value-enhancing services of the best team of professionals in the business;

• Creation of superior growth in shareholder value.

Our strategic objectives are to:

• Sustain average annual 3% same-property net operating income ("NOI") growth from a high-quality portfolio of community and neighborhood shopping centers;

• Develop new high quality shopping centers at attractive returns on investment from a disciplined development program;

• Cost-effectively enhance our already strong balance sheet to reduce our cost of capital, provide financial flexibility and weather economic downturns;

• Engage a talented and dedicated team that operates efficiently and is recognized as a leader in the real estate industry and sustainability initiatives.

We earn revenues and generate cash flow by leasing space in our shopping centers to grocery stores, major retail anchors, restaurants, side-shop retailers, and service providers, as well as ground leasing or selling building pads to

these same types of tenants. We experience growth in revenues by increasing occupancy and rental rates in our existing shopping centers and by acquiring and developing new shopping centers.

We grow our shopping center portfolio through acquisitions of operating centers and new shopping center development. We will continue to use our development capabilities, market presence, and anchor relationships to invest in value-added new developments and redevelopments of existing centers. We fund our acquisition and development activity from various capital sources including operating cash flow, property sales, equity offerings, new financing, and co-investment real estate partnerships. Co-investment real estate partnerships provide us with an additional capital source for shopping center acquisitions, developments, and redevelopments, as well as the opportunity to earn fees for asset management, property management, and other investing and financing services.

Shopping Center Portfolio

The following table summarizes general information related to the Consolidated Properties in our shopping center portfolio (GLA in thousands):

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Number of Properties | 201 | 202 |
| Properties in Development | 7 | 7 |
| Gross Leasable Area | 23,186 | 23,200 |
| % Leased – Operating and Development | 95.4% | 95.3% |
| % Leased – Operating | 95.7% | 95.9% |
| Weighted average annual effective rent per square foot ("SF") ⁽¹⁾ | \$18.50 | \$18.30 |

⁽¹⁾ Net of tenant concessions.

The following table summarizes general information related to the Unconsolidated Properties owned in co-investment partnerships in our shopping center portfolio (GLA in thousands):

| | March 31, 2015 | December 31, 2014 |
|--|-------------------|----------------------|
| Number of Properties | 120 | 120 |
| Gross Leasable Area | 15,004 | 15,000 |
| % Leased – Operating | 95.9% | 96.0% |
| Weighted average annual effective rent per SF ⁽¹⁾ | \$18.32 | \$17.85 |

⁽¹⁾ Net of tenant concessions.

The following table summarizes pro-rata occupancy rates of our combined Consolidated and Unconsolidated shopping center portfolio:

| | March 31, 2015 | December 31, 2014 |
|----------------------|-------------------|----------------------|
| % Leased – Operating | 95.8% | 95.9% |
| ≥ 10,000 SF | 98.8% | 98.8% |
| < 10,000 SF | 90.9% | 91.2% |

We experienced a slight decrease in occupancy in the first quarter of 2015 with occupancy remaining stable in our over 10,000 SF category, but a pro-rata occupancy decrease of 30 basis points in our shop space category (less than 10,000 SF) compared to December 31, 2014. This decrease in the first quarter is consistent with seasonal move-outs, although move-outs were lower than historical averages. We believe our high-quality, grocery anchored shopping centers located in densely populated, desirable infill trade areas create attractive spaces for retail tenants.

Improvements in the economy, combined with historically low levels of new supply and robust tenant demand, allow us to focus on merchandising of our centers to ensure the right mix of operators and unique retailers, which draws more retail customers to our centers.

The following table summarizes leasing activity for the three months ended March 31, 2015 and 2014, including Regency's pro-rata share of activity within the portfolio of our co-investment partnerships:

| | 2015 | | | | |
|-------------------------------------|-------------------------------------|-------------------|------------------------------|--|--|
| | Leasing Transactions ⁽¹⁾ | SF (in thousands) | Base Rent PSF ⁽²⁾ | Tenant Improvements PSF ⁽²⁾ | Leasing Commissions PSF ⁽²⁾ |
| New leases | | | | | |
| ≥ 10,000 SF | — | — | \$— | \$— | \$— |
| < 10,000 SF | 97 | 160 | \$33.05 | \$11.37 | \$14.73 |
| Total New Leases ⁽¹⁾ | 97 | 160 | \$33.05 | \$11.37 | \$14.73 |
| Renewals | | | | | |
| ≥ 10,000 SF | 8 | 245 | \$7.73 | \$— | \$1.00 |
| < 10,000 SF | 206 | 289 | \$31.19 | \$0.68 | \$3.89 |
| Total Renewal Leases ⁽¹⁾ | 214 | 534 | \$20.43 | \$0.37 | \$2.56 |
| Total Leases | 311 | 694 | \$23.34 | \$2.90 | \$5.37 |
| | 2014 | | | | |
| | Leasing Transactions ⁽¹⁾ | SF (in thousands) | Base Rent PSF ⁽²⁾ | Tenant Improvements PSF ⁽²⁾ | Leasing Commissions PSF ⁽²⁾ |
| New leases | | | | | |
| ≥ 10,000 SF | 9 | 343 | \$13.54 | \$4.08 | \$3.82 |
| < 10,000 SF | 98 | 163 | \$27.38 | \$9.75 | \$14.10 |
| Total New Leases ⁽¹⁾ | 107 | 506 | \$17.99 | \$5.90 | \$7.13 |
| Renewals | | | | | |
| ≥ 10,000 SF | 10 | 160 | \$14.61 | \$0.73 | \$1.24 |
| < 10,000 SF | 149 | 226 | \$28.29 | \$0.60 | \$3.53 |
| Total Renewal Leases ⁽¹⁾ | 159 | 386 | \$22.61 | \$0.66 | \$2.58 |
| Total Leases | 266 | 892 | \$19.99 | \$3.63 | \$5.16 |

⁽¹⁾ Number of leasing transactions reported at 100%; all other statistics reported at pro-rata share.

⁽²⁾ Totals for base rent, tenant improvements, and leasing commissions reflect the weighted average per square foot ("PSF").

There were no new leasing transactions this period in the greater than or equal to 10,000 SF category and occupancy in this category remains stable at 98.8%. Although the average base rent PSF for renewals in this category are lower than the three months ended March 31, 2014, it still represents a 2.6% increase over prior rents for the 2015 transactions. These transactions are limited in volume and rates tend to vary based on location.

In the under 10,000 SF category, rates continue to increase while occupancy has decreased slightly to 90.9% due to seasonal move-outs during the first quarter, although move-outs were lower than historical averages.

Significant Tenants and Concentrations of Risk

We seek to reduce our operating and leasing risks through geographic diversification and by avoiding dependence on any single property, market, or tenant. The following table summarizes our three most significant tenants, each of which is a grocery tenant, occupying our shopping centers at March 31, 2015:

| Grocery Anchor | Number of Stores ⁽¹⁾ | Percentage of Company-owned GLA ⁽²⁾ | Percentage of Annualized Base Rent ⁽²⁾ |
|--------------------|---------------------------------|--|---|
| Kroger | 55 | 8.5% | 4.5% |
| Publix | 46 | 6.5% | 3.7% |
| Safeway/Albertsons | 50 | 4.9% | 3.1% |

⁽¹⁾ Includes stores owned by grocery anchors that are attached to our centers.

⁽²⁾ Includes Regency's pro-rata share of Unconsolidated Properties and excludes those owned by anchors.

Bankruptcies

Although base rent is supported by long-term lease contracts, tenants who file bankruptcy may have the legal right to reject any or all of their leases and close related stores. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a significant reduction in our revenues. We monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants operating retail formats that are experiencing significant changes in competition, business practice, and store closings in other locations. We are not currently aware of the pending bankruptcy or announced store closings of any tenants in our shopping centers that would individually cause a material reduction in our revenues, and no tenant represents more than 5% of our annual base rent on a pro-rata basis.

Our management team devotes significant time to monitoring consumer preferences, shopping behaviors, and demographics to anticipate both challenges and opportunities in the changing retail industry that may affect our tenants. As a result of our findings, we may reduce new leasing, suspend leasing, or curtail the allowance for the construction of leasehold improvements within a certain retail category or to a specific retailer.

Liquidity and Capital Resources

Our Parent Company has no capital commitments other than its guarantees of the commitments of our Operating Partnership. The Parent Company will from time to time access the capital markets for the purpose of issuing new equity and will simultaneously contribute all of the offering proceeds to the Operating Partnership in exchange for additional partnership units. All debt is held by our Operating Partnership or by our co-investment partnerships. The following table represents the remaining available capacity under our at the market ("ATM") equity program and unsecured credit facilities (in thousands):

| | March 31, 2015 |
|-----------------------------------|----------------|
| ATM equity program | |
| Total capacity | \$ 200,000 |
| Remaining capacity | \$ 95,000 |
| Term Loan ⁽¹⁾ | |
| Total capacity | \$ 165,000 |
| Remaining capacity | \$ 90,000 |
| Line of Credit (the "Line") | |
| Total capacity | \$ 800,000 |
| Remaining capacity ⁽²⁾ | \$ 764,100 |
| Maturity ⁽³⁾ | September 2016 |

⁽¹⁾ The Company has \$75.0 million outstanding and may elect to borrow up to an additional \$90.0 million through August 31, 2015.

⁽²⁾ Net of letters of credit

⁽³⁾ Subject to a one-year extension at the Company's option.

In January 2015, the Parent Company entered into an underwritten public offering for 2.875 million shares of its common stock at a price of \$67.40 per share which will result in gross proceeds of approximately \$193.8 million, before any underwriting discount and offering expenses. In connection with this offering, the Parent Company entered into a forward sale agreement (the "Forward Equity Offering") with an affiliate of Wells Fargo Securities, LLC for the underwritten shares. The Forward Equity Offering will settle on one or more dates occurring no later than 12 months after the date of the offering.

The following table summarizes net cash flows related to operating, investing, and financing activities of the Company for the three months ended March 31, 2015 and 2014 (in thousands):

| | 2015 | 2014 | Change |
|---|-----------|------------|-----------|
| Net cash provided by operating activities | \$54,458 | 52,264 | 2,194 |
| Net cash used in investing activities | (55,087 |) (117,053 |) 61,966 |
| Net cash (used in) provided by financing activities | (76,658 |) 19,264 | (95,922 |
| Net decrease in cash and cash equivalents | \$(77,287 |) (45,525 |) (31,762 |
| Total cash and cash equivalents | \$36,489 | 35,159 | 1,330 |

Net cash provided by operating activities:

Net cash provided by operating activities during the three months ended March 31, 2015 was \$2.2 million more than the three months ended March 31, 2014 due to:

\$6.4 million increase in cash from operating income; and,
• \$3.6 million increase in operating cash flow distributions from our unconsolidated real estate partnerships as several redevelopment projects completed and began generating cash flows; offset by
\$7.8 million net decrease in cash due to timing of cash receipts and payments related to operating activities.

We operate our business such that we expect net cash provided by operating activities will provide the necessary funds to pay our distributions to our common and preferred share and unit holders, which were \$50.6 million and \$48.3 million for

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the three months ended March 31, 2015 and 2014, respectively. Our dividend distribution policy is set by our Board of Directors who monitors our financial position. Our Board of Directors recently declared our common stock quarterly dividend of \$0.485 per share, payable on June 3, 2015. Future dividends will be declared at the discretion of our Board of Directors and will be subject to capital requirements and availability. We plan to continue paying an aggregate amount of distributions to our stock and unit holders that, at a minimum, meet the requirements to continue qualifying as a REIT for Federal income tax purposes.

Net cash used in investing activities:

Net cash used in investing activities during the three months ended March 31, 2015 decreased by \$62.0 million compared to the three months ended March 31, 2014, primarily due to less shopping center acquisitions in 2015 as follows (in thousands):

| | 2015 | 2014 | Change |
|---|-----------|------------|----------|
| Cash flows from investing activities: | | | |
| Acquisition of operating real estate | \$— | (78,943 |) 78,943 |
| Advance deposits on acquisition of operating real estate | (4,000 |) — | (4,000 |
| Real estate development and capital improvements | (55,047 |) (46,648 |) (8,399 |
| Proceeds from sale of real estate investments | 3,414 | 4,472 | (1,058 |
| Investments in real estate partnerships | (1,344 |) (1,771 |) 427 |
| Distributions received from investments in real estate partnerships | 2,717 | 5,931 | (3,214 |
| Dividends on investments | 31 | 27 | 4 |
| Acquisition of securities | (3,726 |) (1,797 |) (1,929 |
| Proceeds from sale of securities | 2,868 | 1,676 | 1,192 |
| Net cash used in investing activities | \$(55,087 |) (117,053 |) 61,966 |

Significant investing and divesting activities during the three months ended March 31, 2015 and March 31, 2014 include:

• We paid \$4.0 million for a deposit to acquire one shopping center in 2015. During 2014, we acquired four shopping centers for an aggregate of \$78.9 million.

• We invested an additional \$8.4 million on real estate development and capital improvements during the three months ended March 31, 2015 as compared to March 31, 2014, as further discussed in the table below.

• We received proceeds of \$3.4 million from the sale of one shopping center in 2015, compared to \$4.5 million for one shopping center and two out-parcels during 2014.

Distributions from our unconsolidated real estate partnerships include return of capital from sales or financing proceeds. The \$2.7 million received during the three months ended March 31, 2015 is primarily driven by \$2.3 million of financing proceeds. During the three months ended March 31, 2014, we received \$5.9 million from selling land held in a partnership.

Acquisition of securities and proceeds from sale of securities are primarily the result of investing activities in our non-qualified deferred compensation plan. The increase in net acquisitions of securities resulted from greater participant deferrals in the plan during 2015.

We plan to continue developing and redeveloping shopping centers for long-term investment purposes. During the three months ended March 31, 2015, we deployed capital of \$55.0 million for the development, redevelopment, and improvement of our real estate properties as comprised of the following (in thousands):

| | Three months ended March 31, | | |
|---|------------------------------|--------|-----------|
| | 2015 | 2014 | Change |
| Capital expenditures: | | | |
| Land acquisitions for development / redevelopment | \$58 | 13,435 | (13,377) |
| Building and tenant improvements | 6,490 | 6,095 | 395 |
| Redevelopment costs | 14,236 | 6,066 | 8,170 |
| Development costs | 26,339 | 14,233 | 12,106 |
| Capitalized interest | 2,059 | 1,641 | 418 |
| Capitalized direct compensation | 5,865 | 5,178 | 687 |
| Real estate development and capital improvements | \$55,047 | 46,648 | 8,399 |

During 2015, we invested \$0.1 million in pre-development costs, as compared to the acquisition of one land parcel for \$13.4 million during 2014.

Redevelopment expenditures were higher during 2015 due to timing and magnitude of redevelopments.

At March 31, 2015 and December 31, 2014, we had seven development projects that were either under construction or in lease up. Our capital expenditures on development projects were higher during 2015 due to the larger size of and progress towards completion of our development projects.

We have a staff of employees who directly support our development and redevelopment program. Internal compensation costs directly attributable to these activities are capitalized as part of each project as summarized in the table above. Changes in the level of future development and redevelopment activity could adversely impact results of operations by reducing the amount of internal costs for development and redevelopment projects that may be capitalized. A 10% reduction in development and redevelopment activity without a corresponding reduction in the compensation costs directly related to our development and redevelopment activities could result in an additional charge to net income of \$1.1 million.

The following table details our development projects as of March 31, 2015 (in thousands, except cost PSF):

| Property Name | Location | Start Date | Estimated /Actual Anchor Opening | Estimated Net Development Costs After JV Buyout ⁽¹⁾ | % of Costs Incurred ⁽¹⁾ | GLA | Cost PSF of GLA ⁽¹⁾ |
|-------------------------------|------------------|------------|----------------------------------|--|------------------------------------|-----|--------------------------------|
| Fountain Square | Miami, FL | Q3-13 | Dec-14 | \$56,363 | 91% | 177 | \$318 |
| Brooklyn Station on Riverside | Jacksonville, FL | Q4-13 | Oct-14 | 15,136 | 73% | 50 | 303 |
| Persimmon Place | Dublin, CA | Q1-14 | June-15 | 59,976 | 67% | 153 | 392 |
| Willow Oaks Crossing | Concord, NC | Q2-14 | Nov-15 | 13,551 | 38% | 69 | 196 |
| Belmont Shopping Center | Ashburn, VA | Q3-14 | Aug-15 | 28,189 | 40% | 91 | 310 |
| CityLine Market | Richardson, TX | Q3-14 | Feb-16 | 27,855 | 28% | 80 | 348 |
| The Village at La Floresta | Brea, CA | Q4-14 | Feb-16 | 33,116 | 36% | 87 | 381 |
| Total | | | | \$234,186 | 59% | 707 | \$331 ⁽²⁾ |

⁽¹⁾ Amount represents costs on an accrual basis, including leasing costs, net of tenant reimbursements.

⁽²⁾ Amount represents a weighted average.

There were no development projects completed during the three months ended March 31, 2015.

Net cash (used in) provided by financing activities:

Net cash flows from financing activities during the three months ended March 31, 2015 changed by \$95.9 million compared to the three months ended March 31, 2014, primarily due to higher net borrowings on the Line in 2014 and debt repayments in 2015 as follows (in thousands).

| | 2015 | 2014 | Change |
|---|------------|------------|------------|
| Cash flows from financing activities: | | | |
| Equity issuances | \$992 | — | 992 |
| Stock redemption | — | (300) |) 300 |
| Distributions to limited partners in consolidated partnerships, net | (1,050) |) (426) |) (624) |
| Dividend payments | (50,615) |) (48,291) |) (2,324) |
| Unsecured credit facilities, net | 30,000 | 70,000 | (40,000) |
| Debt issuance | 1,273 | — | 1,273 |
| Debt repayment | (57,258) |) (1,719) |) (55,539) |
| Net cash (used in) provided by financing activities | \$(76,658) |) 19,264 | (95,922) |

Significant financing activities during the three months ended March 31, 2015 and March 31, 2014 include:

During 2015, we borrowed \$30.0 million on our Line, net of repayments, as compared to the \$70.0 million during 2014, to fund investing activities.

During the three months ended March 31, 2015, we spent \$57.3 million to repay two mortgages that were scheduled to mature in 2015 in addition to scheduled principal payments, as compared to \$1.7 million of principal payments on

mortgages in 2014.

We endeavor to maintain a high percentage of unencumbered assets. At March 31, 2015, 79.2% of our wholly-owned real estate assets were unencumbered. Such assets allow us to access the secured and unsecured debt markets and to maintain availability on the Line. Our coverage ratio, including our pro-rata share of our partnerships, was 2.5 times for the trailing four quarters ended March 31, 2015 and 2014. We define our coverage ratio as earnings before interest, taxes, investment transaction profits net of deal costs, depreciation and amortization (“Core EBITDA”) divided by the sum of the gross interest and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders.

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Through the remainder of 2015, we estimate that we will require approximately \$522.0 million of cash, including \$134.5 million to complete in-process developments and redevelopments, \$370.4 million to repay maturing debt and approximately \$17.1 million to fund our pro-rata share of estimated capital contributions to our co-investment partnerships for repayment of debt. If we start new developments or redevelop additional shopping centers, our cash requirements will increase. To meet our cash requirements, we will utilize cash generated from operations, proceeds from the sale of real estate, proceeds from settling our \$193.8 million Forward Equity Offering, up to \$854.1 million available borrowings from our Line and Term Loan, and when the capital markets are favorable, proceeds from the sale of equity under our remaining \$95.0 million "At The Market (ATM)" program and the issuance of new long-term debt.

We continuously monitor the capital markets and evaluate our ability to issue new debt to repay maturing debt or fund our commitments. Based upon the current capital markets, our current credit ratings, and the number of high quality, unencumbered properties that we own which could collateralize borrowings, we currently expect that we will successfully issue new secured or unsecured debt to fund our obligations, as needed.

We have \$350.0 million of fixed rate, unsecured debt maturing August 1, 2015 and \$400.0 million of fixed rate, unsecured debt maturing June 15, 2017. We currently expect to repay the 2015 maturity using proceeds from partially settling the Forward Equity Offering and issuing new long-term debt. In order to mitigate the risk of interest rate volatility, we have \$220.0 million of forward starting interest rate swaps to partially hedge any new long-term debt issued in 2015 and an additional \$220.0 million of forward starting interest rate swaps to partially hedge any new long-term debt issued in 2017. These interest rate swaps lock in the 10-year treasury rate and swap spread at a weighted average fixed rate of 2.67% and 3.48%, respectively. A current market based credit spread applicable to Regency will be added to the locked in fixed rate at time of issuance that will determine the final bond yield. At March 31, 2015, the fair value of the interest rate swaps that are expected to settle in 2015 is \$11.3 million.

Our Line, Term Loan, and unsecured loans require we remain in compliance with various covenants, which are described in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014. We are in compliance with these covenants at March 31, 2015 and expect to remain in compliance.

Investments in Real Estate Partnerships

At March 31, 2015 and December 31, 2014, we had investments in real estate partnerships of \$325.2 million and \$333.2 million, respectively. The following table is a summary of the unconsolidated combined assets and liabilities of these co-investment partnerships and our pro-rata share at March 31, 2015 and December 31, 2014 (dollars in thousands):

| | 2015 | 2014 |
|--------------------------------------|-------------|-----------|
| Number of Co-investment Partnerships | 13 | 13 |
| Regency's Ownership | 20%-50% | 20%-50% |
| Number of Properties | 120 | 120 |
| Combined Assets | \$2,782,331 | 2,807,502 |
| Combined Liabilities | \$1,562,041 | 1,558,874 |
| Combined Equity | \$1,220,290 | 1,248,628 |
| Regency's Share of ⁽¹⁾ : | | |
| Assets | \$972,701 | 981,359 |
| Liabilities | \$538,656 | 539,310 |
| Equity ⁽²⁾ | \$434,045 | 442,049 |

⁽¹⁾ Pro-rata financial information is not, and is not intended to be, a presentation in accordance with GAAP. However, management believes that providing such information is useful to investors in assessing the impact of its investments in real estate partnership activities on our operations, which includes such items on a single line presentation under the equity method in its consolidated financial statements.

⁽²⁾ The difference between our share of the net assets of the co-investment partnerships and our investments in real estate partnerships per the accompanying Consolidated Balance Sheets at March 31, 2015 and December 31, 2014 relates to the following differences (in thousands):

| | 2015 | 2014 |
|---|-----------|----------|
| Capital - Regency | \$434,045 | 442,049 |
| less: Impairment | (1,300) | (1,300) |
| less: Ownership percentage or Restricted Gain Method deferral | (29,299) | (29,379) |
| less: Net book equity in excess of purchase price | (78,203) | (78,203) |
| Investments in real estate partnerships | \$325,243 | 333,167 |

In addition to earning our pro-rata share of net income or loss in each of these co-investment partnerships, we receive fees, as shown below, for the three months ended March 31, 2015 and 2014 (in thousands):

| | Three months ended March | |
|---|--------------------------|-------|
| | 2015 | 2014 |
| Asset management, property management, leasing, and investment and financing services | \$6,137 | 6,162 |

Our equity method investments in real estate partnerships as of March 31, 2015 and December 31, 2014 consist of the following (in thousands):

| | Regency's Ownership | 2015 | 2014 |
|---|------------------------|-----------|---------|
| GRI - Regency, LLC (GRIR) ⁽¹⁾ | 40.00% | \$243,407 | 247,175 |
| Columbia Regency Retail Partners, LLC (Columbia I) ⁽¹⁾ | 20.00% | 15,757 | 15,916 |
| Columbia Regency Partners II, LLC (Columbia II) ⁽¹⁾ | 20.00% | 6,783 | 9,343 |
| Cameron Village, LLC (Cameron) | 30.00% | 11,432 | 12,114 |
| RegCal, LLC (RegCal) ⁽¹⁾ | 25.00% | 13,166 | 13,354 |
| US Regency Retail I, LLC (USAA) ⁽¹⁾ | 20.01% | 683 | 806 |
| Other investments in real estate partnerships | 50.00% | 34,015 | 34,459 |
| Total | | \$325,243 | 333,167 |

⁽¹⁾ These partnership agreements have a unilateral right for election to dissolve the partnership and receive a distribution-in-kind ("DIK") upon liquidation; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain recognized on property sales to these partnerships. During 2015, the Company did not sell any properties to these real estate partnerships.

Notes Payable - Investments in Real Estate Partnerships

As of March 31, 2015, scheduled principal repayments on notes payable held by our investments in real estate partnerships were as follows (in thousands):

| Scheduled Principal Payments and Maturities by Year: | Scheduled Principal Payments | Mortgage Loan Maturities | Unsecured Maturities | Total | Regency's Pro-Rata Share |
|--|------------------------------|--------------------------|----------------------|---------|--------------------------|
| 2015 | \$ 14,793 | 59,803 | — | 74,596 | 22,515 |
| 2016 | 17,135 | 305,076 | — | 322,211 | 113,155 |
| 2017 | 17,517 | 77,385 | 11,460 | 106,362 | 24,214 |
| 2018 | 18,696 | 68,022 | — | 86,718 | 27,655 |
| 2019 | 17,934 | 65,939 | — | 83,873 | 21,618 |
| Beyond 5 Years | 34,827 | 762,122 | — | 796,949 | 298,763 |
| Unamortized debt premiums, net | — | | | | |