RETAIL PROPERTIES OF AMERICA, INC.
Form DEF 14A
April 07, 2017
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Retail Properties of America, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

RETAIL PROPERTIES OF AMERICA, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

You are cordially invited to attend the 2017 Annual Meeting of Stockholders (the Annual Meeting) of Retail Properties of America, Inc. (the Company). The Annual Meeting will be held on May 25, 2017 at 8:00 a.m. Mountain Time at The Red Rock Casino Resort & Spa, 11011 W. Charleston Blvd., Las Vegas, Nevada 89135.

The Annual Meeting will be held for the following purposes:

1. To elect nine directors, nominated by the Board of Directors of the Company, to hold office until the 2018 annual meeting of stockholders and until their successors are elected and qualify;
2. To approve the Company s executive compensation on an advisory basis;
3. To approve the frequency of future advisory votes on executive compensation on an advisory basis;
4. To approve an amendment to the Company s bylaws;
5. To ratify the selection of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2017; and
6. To transact any other business as may properly come before the meeting or any adjournments or postponements of the meeting.

The Board of Directors of the Company has fixed the close of business on March 17, 2017 as the record date for determining stockholders of record entitled to notice of and to vote at the meeting.

We hope to have the maximum number of stockholders present in person or by proxy at the meeting. To assure your representation at the meeting, please authorize your proxy by completing, signing, dating and mailing the enclosed proxy card. You may also authorize your proxy through the Internet or by calling a toll-free telephone number by following the procedures described on the enclosed proxy card. **YOUR COOPERATION IN PROMPTLY SUBMITTING YOUR PROXY WILL BE VERY MUCH APPRECIATED**. For specific instructions, please refer to the instructions on the proxy card. Proof of stock ownership and a form of photo identification will be required for admission to the Annual Meeting. For further information on admission, please refer to the question entitled Who can attend the meeting? on page 1 of the proxy statement which follows this notice.

Thank you for your continued support of and interest in our Company.

Dated: April 7, 2017

By order of the Board of Directors,

/s/ Paula C. Maggio

Paula C. Maggio

Secretary

Important Notice Regarding the Availability of Proxy Materials for Stockholder Meeting To Be Held on May 25, 2017:

The Proxy Statement, Annual Report to Stockholders and Proxy Card are available free of charge at www.rpai.com/proxy.

Table of Contents

TABLE OF CONTENTS

Table of Contents

RETAIL PROPERTIES OF AMERICA, INC.

2021 SPRING ROAD, SUITE 200

OAK BROOK, ILLINOIS 60523

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 25, 2017

This proxy statement contains information related to the Annual Meeting of Stockholders (the Annual Meeting) of Retail Properties of America, Inc. (the Company, we, our or us), which will be held on May 25, 2017 at 8:00 a.m. Mountain Time at The Red Rock Casino Resort & Spa, 11011 W. Charleston Blvd., Las Vegas, Nevada 89135. Please contact our Investor Relations department at (800) 541-7661 or via email at IR@rpai.com if you plan to attend.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Why did you send me this Proxy Statement?

We sent you this proxy statement and the proxy card because our Board of Directors (the Board) is soliciting a proxy from you to vote your shares at the Annual Meeting. This proxy statement contains information we are required to provide to you and is designed to assist you in voting your shares. On or about April 7, 2017, we will begin mailing the proxy materials to all stockholders of record as of the close of business on March 17, 2017, the record date fixed by the Board for determining the holders of record of our Class A common stock, $.001 par value per share, entitled to notice of and to vote at the Annual Meeting.

Why did some stockholders receive a Notice of Internet Availability of Proxy Materials?

Certain of our stockholders may receive a Notice of Internet Availability of Proxy Materials, or Notice, which was sent to stockholders on or about April 7, 2017, containing information on the availability of our proxy materials on the Internet. Stockholders who received the Notice by mail will not receive a printed copy of our proxy materials unless requested in the manner described in the Notice. The Notice explains how to access and review this proxy statement and our Annual Report to Stockholders, and how you may vote by proxy.

Who is entitled to vote?

If you were a stockholder of record as of the close of business on March 17, 2017, which is referred to as the record date, you are entitled to receive notice of the Annual Meeting and to vote the shares of Class A common stock that you held as of the close of business on the record date at the Annual Meeting. Each of the outstanding shares of Class A common stock, as of the record date, is entitled to one vote on all matters to be voted upon at the Annual Meeting. On the record date, there were 236,888,222 shares of Class A common stock issued and outstanding. We refer to our Class A common stock as our common stock.

Who can attend the meeting?

Only persons who are stockholders of record of shares of common stock of the Company at the close of business on the record date or their designated proxies or who are invited guests of the Company may attend and be admitted to the Annual Meeting. All stockholders attending the Annual Meeting will be required to show photo identification (a valid driver s license, state identification or passport) prior to admission. If a stockholder s shares are registered in the name of a broker, bank or other nominee, the stockholder must also bring a proxy or a letter from that broker, bank or other nominee or their most recent brokerage account statement that confirms that the stockholder was a beneficial owner of our shares as of the record date. We reserve the right to determine the validity of any purported proof of beneficial ownership. Please contact our Investor Relations department at (800) 541-7661 or via email at IR@rpai.com if you plan to attend. Cameras (including cell phones with photographic capabilities), recording devices and other electronic devices will not be permitted to be used at the Annual Meeting.

How do I vote?

If some or all of your shares are registered in your own name with our transfer agent, you are a stockholder of record or record holder with respect to such shares, and you can vote those shares either in person at the Annual Meeting or by proxy without attending the Annual Meeting by any of the following methods:

By Internet. Stockholders may authorize a proxy to vote via the Internet by using the website provided on their proxy card or Notice until 11:59 p.m. Eastern Time on May 24, 2017. The Internet proxy authorization procedures are designed to authenticate stockholders identities and to allow stockholders to authorize a proxy to vote their shares and confirm that their instructions have been properly recorded. **If you vote via the Internet, you do not need to return your proxy card**.

By Telephone. Stockholders may authorize a proxy to vote via touch-tone telephone by calling the toll- free telephone number provided on their proxy card or Notice until 11:59 p.m. Eastern Time on May 24, 2017. The touch-tone telephone proxy authorization procedures are designed to authenticate stockholders identities and to allow stockholders to authorize a proxy to vote their shares and confirm that their instructions have been properly recorded. **If you vote via telephone, you do not need to return your proxy card**.

By Mail. If you received printed materials and you choose not to authorize your proxy over the Internet or by touch-tone telephone, please complete the paper proxy card and return it to our transfer agent in the pre- addressed, postage-paid envelope provided with this proxy statement.

Please refer to the Notice or, if you received printed materials, the enclosed proxy card for voting instructions.

If you hold some or all of your shares in street name, you must either direct the bank, broker or other nominee as to how to vote your shares or obtain a proxy from the bank, broker or other nominee to vote at the Annual Meeting. Please refer to the voter instruction cards used by your bank, broker or other nominee for specific instructions on methods of voting, including using the Internet or by telephone.

Each executed and timely-returned proxy will be voted in accordance with the directions indicated on it. Except for broker non-votes described below, executed but unmarked proxies will be voted by the person(s) named thereon (i) for the election of the nominees named herein as directors (or a substitute for a nominee if such nominee is unable or refuses to serve); (ii) for the approval of an advisory resolution approving the Company s executive compensation; (iii) for a frequency of every year as the frequency of future advisory votes on executive compensation; (iv) for the approval of the amendment to the Company s bylaws proposed herein; (v) for the ratification of the selection of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2017; and (vi) in the discretion of such person(s) upon such matters not presently known or determined that may properly come before the Annual Meeting.

Can I revoke or change my proxy?

Yes. If you are a stockholder of record, you may revoke or change your proxy at any time before the shares it represents are voted by (i) giving written notice of the revocation to our Secretary, (ii) delivering a later- dated proxy (which automatically revokes the earlier proxy), or (iii) voting in person at the Annual Meeting. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, bank or other nominee or, if you have obtained a legal proxy from your broker, bank or other nominee giving you the right to vote your shares, by attending the Annual Meeting and voting in person. If you are a stockholder of record as of the record date attending the Annual Meeting, you may vote in person whether or not a proxy has been previously submitted, but your presence (without further action) at the Annual Meeting will not constitute revocation of a previously submitted proxy.

What constitutes a quorum?

The presence, in person or by proxy, at the Annual Meeting of holders of a majority of our outstanding shares of common stock entitled to vote on the record date constitutes a quorum for the transaction of business at the Annual Meeting. If you have returned valid proxy instructions (in writing, by telephone or over the Internet) or attend the Annual Meeting and vote in person, your shares will be counted for purposes of determining whether there is a quorum. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum. A broker non-vote occurs when a nominee (such as a custodian or bank) holding shares for a beneficial owner returns a signed proxy but does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

What vote is required to approve each Proposal assuming a quorum is present?

1. Election of Directors: The affirmative vote of a majority of the votes cast is required for the election of each of the nine directors to be elected at the Annual Meeting, which means that a director nominee will only be elected if the votes cast for such nominee s election exceed the votes cast against such nominee s election. There are no cumulative voting rights in the election of directors.

2. Approval of Executive Compensation on an Advisory Basis: The affirmative vote of a majority of the votes cast is required to approve the Company s executive compensation on an advisory basis.

3. Approval of the Frequency of Future Advisory Votes on Executive Compensation on an Advisory Basis: The affirmative vote of a majority of the votes cast is required to approve the frequency of future advisory votes on the Company s executive compensation. In the event that no option receives a majority of the votes cast, we will consider the option that receives the most votes to be the option selected by the stockholders.

4. Approval of Amendment to the Company s Bylaws: The affirmative vote of a majority of the votes cast is required to approve the amendment to the Company s bylaws.

5. Ratification of the Selection of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2017: The affirmative vote of a majority of the votes cast is required to ratify the selection of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2017.

Abstentions and broker non-votes will not be counted as votes cast. A broker non-vote occurs when a nominee (such as a custodian or bank) holding shares for a beneficial owner returns a signed proxy but does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters.

Table of Contents

How do I learn the results of the vote?

Voting results of the Annual Meeting will be disclosed on a Form 8-K filed with the Securities and Exchange Commission (SEC) within four business days after the Annual Meeting.

What is the cost of proxy solicitation?

We will bear all expenses incurred in connection with the solicitation of proxies. In an effort to have as large a representation at the Annual Meeting as possible, special solicitations of proxies may, in certain circumstances, be made by the Company s officers, directors and employees by mail, personal contact, telephone, facsimile or other electronic means. They will not receive any additional compensation for those activities, but they may be reimbursed for their out-of-pocket expenses. We may also reimburse brokers, banks, nominees and other fiduciaries for postage and reasonable clerical expenses of forwarding the proxy material to their principals who are beneficial owners of shares of our common stock. In addition, we have engaged Morrow Sodali LLC, 470 West Avenue, Stamford, Connecticut 06902, to assist with the solicitation of proxies on our behalf for an estimated fee of $7,500 plus expenses.

Will stockholders be asked to vote on any other matters?

As of the date of this proxy statement, the above-referenced proposals are the only matters we are aware of that are to be voted upon at the Annual Meeting. If any other matter should properly come before the Annual Meeting, the persons appointed by you in your proxy will vote on those matters in accordance with the recommendation of the Board, or, in the absence of such a recommendation, in accordance with their discretion. The affirmative vote of a majority of the votes cast on any such other matter will be required for approval.

How can I manage the number of Proxy Statements and Annual Reports I receive?

The rules of the SEC permit companies to provide a single copy of our proxy statement and annual report to households in which more than one stockholder resides. This process is known as householding. Stockholders who share an address and who have been previously notified that their broker, bank or other intermediary will be householding their proxy materials will receive only one copy of our proxy statement and annual report unless they have affirmatively objected to the householding notice.

Stockholders sharing an address who received only one set of these materials may request a separate copy which will be sent promptly at no cost by writing or calling our Investor Relations department at: Investor Relations, Retail Properties of America, Inc., 2021 Spring Road, Suite 200, Oak Brook, IL 60523 or by contacting us by telephone at (800) 541-7661. For future annual meetings, a stockholder may request separate proxy statements or annual reports, or the householding of such materials, by contacting us as noted above.

This proxy statement and our annual report to stockholders are available at www.rpai.com/proxy.

Where can I find more information about the Company?

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information we file with the SEC at their Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of these documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please contact the SEC at (800) SEC-0330 for further information regarding their public reference facilities. Our SEC filings are also available to the public on the SEC s website at www.sec.gov.

Table of Contents

PROPOSAL 1 - ELECTION OF DIRECTORS

PROPOSAL NO. 1: ELECTION OF NINE INDIVIDUALS TO SERVE AS DIRECTORS TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

The Board currently consists of nine directors, each of whom has a term that expires at the Annual Meeting. Since our 2016 annual meeting of stockholders, the number of directors that constitute our Board increased from eight to nine as a result of the appointment of Robert G. Gifford as a director on October 24, 2016. Mr. Gifford, a director and nominee who has not previously stood for election, was initially identified as a potential candidate for election to the Board by one of our advisors, who was requested to assist in the identification of director candidates. Based on the recommendation of the Nominating and Corporate Governance Committee (the NCG Committee), our Board has nominated each of our current nine Board members to stand for re-election at the Annual Meeting.

Each nominee is currently serving as a director of the Company. We have no reason to believe that any of the nominees will be unable or unwilling to serve, if elected. However, should any nominee be unable or unwilling to accept the office of director, and if the Board shall designate a substitute nominee, the persons named as proxies will vote for the election of the substitute nominee designated by the Board, and if none, for such other persons as the Board shall determine. After an evaluation, the Board determined that all of the current directors of the Company satisfy the definition of independent under the New York Stock Exchange s (NYSE) listing standards, except for Steven P. Grimes.

The election of members of the Board is conducted on an annual basis. The individuals elected to the Board serve a one-year term and until their successors are elected and qualify. Accordingly, the term of office of each of our current directors will expire at the Annual Meeting. Information regarding the business experience of each nominee is provided below based upon information furnished to us by the individuals named.

Nominees for Election as Directors

The following sets forth information with regard to the nominees for election to the Board, with ages set forth as of March 17, 2017.

Name, Positions With RPAI and Age	Business Experience
GERALD M. GORSKI **Director since 2003 and Chairman of the Board since 2010** **Age 73**	**Gerald M. Gorski** has been one of our directors since 2003 and Chairman of the Board since 2010. He was a Partner in the law firm of Gorski & Good LLP, Wheaton, Illinois from 1978 through 2016. Mr. Gorski s practice was focused on governmental law, and he represented numerous units of local government in Illinois. Mr. Gorski has served as a Special Assistant State s Attorney and Special Assistant Attorney General in Illinois. He received a B.A. from North Central College with majors in Political Science and Economics and a J.D. from DePaul University Law School. Mr. Gorski served as the Vice Chairman of the Board of Commissioners for the DuPage Airport Authority. Further, Mr. Gorski has also served as Chairman of the Board of Directors of the DuPage National Technology Park. He has written numerous articles on various legal issues facing Illinois municipalities and has been a speaker at a number of municipal law conferences. Mr. Gorski was a 2013 National Association of Corporate Directors, or NACD, Board Leadership Fellow.

Table of Contents

Name, Positions With RPAI and Age	**Business Experience**
BONNIE S. BIUMI **Director since 2015** **Age 54**	**Bonnie S. Biumi** has been one of our directors since 2015. Ms. Biumi has over 30 years of experience in public accounting and as a Chief Financial Officer or other senior level financial position at both public and private companies, including most recently as President and Chief Financial Officer of Kerzner International Resorts, Inc., a developer, owner and operator of destination resorts, casinos and luxury hotels, from 2007 to 2012. Ms. Biumi also previously held senior level financial positions at NCL Corporation, Ltd., which is listed on NASDAQ, Royal Caribbean Cruises, Ltd., which is listed on the NYSE, Neff Corporation, which is listed on the NYSE, Peoples Telephone Company, Inc. and Price Waterhouse. Ms. Biumi serves on the Board of Isle of Capri Casinos, Inc., a NASDAQ-listed company. Previously, from 2012 to 2015, Ms. Biumi served on the Board of Home Properties, Inc., a NYSE-listed company. Ms. Biumi is a certified public accountant and received her B.S. in Accounting from the University of Florida.
FRANK A. CATALANO, JR. **Director since 2003** **Age 55**	**Frank A. Catalano, Jr.** has been one of our directors since our inception in 2003. Since 1999, Mr. Catalano has served as President of Catalano & Associates, a real estate company that engages in brokerage and property management services and the rehabilitation and leasing of office buildings. Mr. Catalano s experience also includes mortgage banking. From February 2008 until 2011, he was Regional Vice President at Gateway Funding Diversified Mortgage Services, L.P., a residential mortgage banking company. From 2002 until August 2007, he was a Vice President of American Home Mortgage Company. He also was Regional Vice President of Flagstar Bank from January 2001 through March 2002 and President and Chief Executive Officer of CCS Mortgage, Inc., which was sold to Flagstar Bank in 2000, from 1995 through 2000. Mr. Catalano is currently a member of the United Cerebral Palsy Seguin Board and formerly served as the chairman of the board of the Elmhurst Chamber of Commerce. Mr. Catalano was a 2013 NACD Board Leadership Fellow. He holds a real estate broker s license.
PAUL R. GAUVREAU **Director since 2003** **Age 77**	**Paul R. Gauvreau** has been one of our directors since our inception in 2003. He is the retired Chief Financial Officer, Financial Vice President and Treasurer of Pittway Corporation, which was a NYSE-listed manufacturer and distributor of professional burglar and fire alarm systems and equipment from 1966 until its sale to Honeywell, Inc. in 2001. He was President of Pittway s non-operating real estate and leasing subsidiaries through 2001. He also was a financial consultant to Honeywell, Inc., Genesis Cable, L.L.C. and ADUSA, Inc. Additionally, he was a director and audit committee member of Cylink Corporation, a NASDAQ Stock Market-listed manufacturer of voice and data security products from 1998 until its merger with Safenet, Inc. in February 2003. Mr. Gauvreau holds an MBA from the University of Chicago and a BSC from Loyola University of Chicago. He was on the Board of Trustees and a member of the Finance Committee of Benedictine University, Lisle, Illinois and was a member of the Board of Directors of the Children s Brittle Bone Foundation, Pleasant Prairie, Wisconsin.

Table of Contents

Name, Positions With RPAI and Age	Business Experience
ROBERT G. GIFFORD **Director since 2016** **Age 60**	**Robert G. Gifford** has been one of our directors since 2016. Mr. Gifford was the former President and Chief Executive Officer of AIG Global Real Estate from 2009 through 2016 and has broad experience in real estate investments and major development projects across various market sectors. Mr. Gifford joined AIG Global Real Estate as President and Chief Executive Officer one year after the U.S. Government took an equity interest in AIG. In this role, Mr. Gifford executed on both the wind-down of $20 billion of legacy real estate assets under management, including retail and mixed-use development projects, and the subsequent strategic rebuilding of their real estate investment platform, committing over $2.5 billion of equity to $7.5 billion of new real estate projects, with a focus on development and value-add acquisitions. Prior to joining AIG Global Real Estate in 2009, Mr. Gifford was with AEW Capital Management, L.P. (AEW) for 22 years, where he was a Principal and led a team in creating and implementing an opportunistic investment strategy targeting value-add real estate acquisitions and development, including retail and mixed-use properties. Additionally, while at AEW, Mr. Gifford s capital markets experience included the structuring and marketing of specialized REIT funds and leading a $2 billion recapitalization of a super-regional shopping center portfolio. Currently, Mr. Gifford serves as a Director of Lehman Brothers Holding Inc. and is an active member of the Urban Land Institute where he formerly served as Council Vice-Chair. Mr. Gifford received his Master s Degree in Public and Private Management from Yale School of Management and his B.A. from Dartmouth College.
STEVEN P. GRIMES **Director since 2011;** **President and Chief Executive Officer since 2009** **Age 50**	**Steven P. Grimes** serves as our President and Chief Executive Officer and as a Director. Mr. Grimes has been one of our directors since 2011 and our President and Chief Executive Officer since 2009. Previously, Mr. Grimes served as our Chief Financial Officer since the internalization of our management in November 2007 through December 2011; Chief Operating Officer since our internalization through October 2009 and Treasurer from October 2008 through December 2011. Prior to our internalization, Mr. Grimes served as Principal Financial Officer and Treasurer and the Chief Financial Officer of Inland Western Retail Real Estate Advisory Services, Inc., which was our former business manager/advisor, since February 2004. Prior to joining our former business manager/advisor, Mr. Grimes served as a Director with Cohen Financial, a mortgage brokerage firm, and as a senior manager with Deloitte & Touche LLP in their Chicago-based real estate practice, where he was a national deputy real estate industry leader. Mr. Grimes is also an active member of various real estate trade associations, including NAREIT, ICSC and The Real Estate Roundtable. Mr. Grimes received his B.S. in Accounting from Indiana University.

Table of Contents

Name, Positions With RPAI and Age	Business Experience
RICHARD P. IMPERIALE **Director since 2008** **Age 57**	**Richard P. Imperiale** has been one of our directors since 2008. Mr. Imperiale is President and founder of the Uniplan Companies, a Milwaukee, Wisconsin based investment advisory holding company that, together with its affiliates, manages and advises over $2.5 billion in client accounts. Uniplan, Inc. was founded by Mr. Imperiale in 1984 and specializes in managing equity-income, REIT and micro cap specialty portfolios for clients. Mr. Imperiale started his career as a credit analyst for the First Wisconsin National Bank (now U.S. Bank). In 1983, Mr. Imperiale joined B.C. Ziegler & Company, a Midwest regional brokerage firm where he was instrumental in the development of portfolio strategies for one of the first hedged municipal bond mutual funds in the country. Mr. Imperiale is widely quoted in local and national media on matters pertaining to investments and has authored several books on investing, including Real Estate Investment Trusts: New Strategies For Portfolio Management, published by John Wiley & Sons, 2002. Mr. Imperiale was a 2013 NACD Board Leadership Fellow. Mr. Imperiale attended Marquette University Business School where he received a B.S. in Finance.
PETER L. LYNCH **Director since 2014** **Age 65**	**Peter L. Lynch** has been one of our directors since 2014. He was Chief Executive Officer, from 2004 through 2006, and Chairman of the board of directors, President and Chief Executive Officer, from 2006 through March 2012, of Winn-Dixie Stores, Inc., a supermarket chain operating approximately 485 combination food and drug stores throughout the South, which was a NASDAQ-listed company prior to its merger with BI-LO, LLC in December 2011. From 1998 through 2003, he held various positions of increasing responsibility, including President and Chief Operating Officer and Executive Vice President-Operations, with Albertson s, Inc., a national retail food and drug chain comprised of 2,500 stores operating under the Albertson s, Jewel/Osco, ACME, Sav-on and Osco names. While at Albertson s Inc., Mr. Lynch spearheaded the successful merger of American Stores Company, which operated food and drug stores in the Midwest, into Albertson s Inc. Mr. Lynch also held executive positions with Jewel/Osco, including President of the ACME division and Senior Vice President of Store Operations. Mr. Lynch began his career with Star Markets Company, a regional retailer, serving as Vice President of Operations and Vice President of Human Resources before being named its President. Mr. Lynch serves on the Board of Directors of Liquor Stores of N.A. Ltd., which is listed on the Toronto Stock Exchange. Mr. Lynch also serves on the Board of Sid Wainer & Son, a privately-held company, located in New Bedford, Massachusetts. Mr. Lynch is a member of the Board of Trustees of Nichols College. Mr. Lynch received a B.S. in Finance in 1974 from Nichols College.

Table of Contents

Name, Positions With RPAI and Age	Business Experience
THOMAS J. SARGEANT **Director since 2013** **Age 58**	**Thomas J. Sargeant** has been one of our directors since 2013. Mr. Sargeant retired from AvalonBay Communities, Inc., a NYSE-listed multifamily real estate investment trust, on May 31, 2014 where he had been the Chief Financial Officer since 1995. From 1986 through 1995, Mr. Sargeant held various finance positions with AvalonBay Communities, Inc. s predecessor companies, including Chief Financial Officer, Secretary, Treasurer, Group Financial Officer and Controller. From 1984 until 1986, Mr. Sargeant held a financial position with Ingersoll Rand. From 1980 to 1984, Mr. Sargeant held various roles at Arthur Andersen & Company serving clients primarily related to the construction and real estate industries. Mr. Sargeant is a member of the Board of Morgan Stanley Private Bank, N.A., a wholly-owned subsidiary of Morgan Stanley. Mr. Sargeant is a certified public accountant and received a B.S. in Business Administration in 1980 from the University of South Carolina.

Diversity. Neither the NCG Committee nor the Board has a specific policy with regard to the consideration of diversity in identifying director nominees, although both may consider diversity when identifying and evaluating proposed director candidates.

Director Qualifications. In concluding that each of the foregoing directors should serve as a director, the NCG Committee and the Board focused on each director s participation and performance on the Board during his or her tenure, as well as each director s experience, qualifications, attributes and skills discussed in each director s individual biographies set forth above. In particular, with respect to each director, the NCG Committee and the Board noted the following:

Mr. Gorski s experience as an attorney and focus on local government law gives the Board a valuable perspective on the numerous legal issues (including land-use law) that the Company faces, as well as local political issues;

Ms. Biumi s financial experience, including her serving as chief financial officer or other senior level financial position of both public and private companies, and experience as a certified public accountant, brings financial expertise to the Board and the Audit Committee;

Mr. Catalano s experience in leading a firm engaged in the brokerage, management, rehabilitation and leasing of commercial property coincides closely with the Company s business;

Mr. Gauvreau s financial experience, including his serving as chief financial officer of a NYSE- listed company and on the audit committee of a NASDAQ-listed company, brings financial expertise to the Board and the Audit Committee;

Mr. Gifford s significant leadership and real estate experience, including his serving as chief executive officer of a $20 billion real estate investment platform brings a wealth of knowledge in creating strategic growth opportunities;

Mr. Grimes experience and position as the Company s Chief Executive Officer;

Mr. Imperiale s experience in the brokerage and investment advisory industries provides the Board with a REIT investor s perspective as to the Company s financial results and corporate messaging;

Table of Contents

Mr. Lynch s significant leadership experience, including his serving as president and chief executive officer of a retail grocer and NASDAQ-listed company, and his extensive knowledge of financial management, strategic business planning, mergers and acquisitions and both retail and non-retail operations; and

Mr. Sargeant s financial and real estate experience, including his experience serving as chief financial officer of a NYSE-listed real estate investment trust, brings financial expertise to the Board and the Audit Committee.

Vote Required

The affirmative vote of a majority of the votes cast is required for the election of each of the nine directors to be elected at the Annual Meeting, which means that a director nominee will only be elected if the votes cast for such nominee s election exceed the votes cast against such nominee s election. There are no cumulative voting rights in the election of directors. Broker non-votes, if any, and abstentions will not be treated as votes cast.

THE BOARD UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF EACH OF ITS NOMINEES.

CORPORATE GOVERNANCE AND BOARD MATTERS

Corporate Governance Profile

We have structured our corporate governance in a manner we believe closely aligns our interests with those of our stockholders. Notable features of our corporate governance structure include the following:

the Board is not staggered, with each of our directors subject to re-election annually;

of the nine persons who currently serve on the Board, eight have been affirmatively determined by the Board to be independent for purposes of the NYSE s listing standards;

we have a majority voting standard for uncontested director elections;

three members of our Audit Committee qualify as audit committee financial experts as defined by SEC rules;

we have an independent Chairman of the Board;

we have opted out of the Maryland business combination and control share acquisition statutes and we may not opt in without stockholder approval;

as outlined in Proposal 4, we are seeking stockholder approval to permit stockholders to approve future bylaw amendments;

we do not have a stockholder rights plan, and in the future, we will not adopt a stockholder rights plan unless our stockholders approve in advance the adoption of a plan or, if adopted by the Board, we will submit the stockholder rights plan to our stockholders for a ratification vote within twelve (12) months of the adoption or the plan will terminate;

we have a robust anti-hedging and anti-pledging policy that prohibits such action by members of the Board or our Named Executive Officers (as defined herein) unless the Audit Committee approves of such action;

Table of Contents

we have stock ownership guidelines for members of the Board and our Chief Executive Officer and certain other executive officers; and

we intend to conduct an annual stockholders advisory vote on executive compensation in accordance with the stockholders advisory vote on the frequency of executive compensation.

Board of Directors. The Board is currently comprised of nine members. The current members of the Board are Mr. Gerald M. Gorski, Ms. Bonnie S. Biumi, Mr. Frank A. Catalano, Jr., Mr. Paul R. Gauvreau, Mr. Robert G. Gifford, Mr. Steven P. Grimes, Mr. Richard P. Imperiale, Mr. Peter L. Lynch and Mr. Thomas J. Sargeant.

Board Leadership Structure. Since its inception, the Company has had separate individuals serving in the positions of Chief Executive Officer and Chairman of the Board. The Board believes this structure best serves the Company by allowing our Chief Executive Officer to focus his efforts on setting the strategic direction and providing day-to-day leadership of the Company while the Chairman of the Board focuses on presiding at meetings of the Board and overall planning and relations with the directors. The Board believes that the needs of a company with the large portfolio of properties and the wide spectrum of issues that we face are best met by allowing these two different functions to be handled by two separate individuals.

Executive Sessions. The independent directors meet in executive session without management present at least once per year at regularly scheduled meetings and at such other times as they deem appropriate. The Chairman of the Board acts as the presiding director for these executive sessions of independent directors provided that if the Chairman of the Board is not an independent director or is not present, the Chair of the NCG Committee shall act as the presiding director and if such chair is not present, the directors present at the executive session shall determine the director to preside at such executive session by majority vote.

Board Role in Risk Management. The Board plays an important role in the risk oversight of the Company, primarily through direct decision-making authority with respect to significant matters and the oversight of management by the Board and its committees.

In particular, the Board administers its risk oversight function through (1) the review and discussion of regular periodic reports to the Board and its committees on topics relating to the risks that we face, including, among others, market conditions, tenant concentrations and credit worthiness, leasing activity and lease expirations, compliance with debt covenants, management of debt maturities, access to debt and equity capital markets, existing and potential legal claims against us and various other matters relating to our business, (2) the required approval by the Board (or a committee thereof) of significant transactions and other decisions, including, among others, significant acquisitions and dispositions of properties, certain new borrowings and the appointment of our executive officers, (3) the direct oversight of specific areas of our business by the Executive Compensation, Audit and NCG committees, and (4) regular periodic reports from our auditors and other outside consultants regarding various areas of potential risk, including, among others, those relating to our qualification as a REIT and our internal controls over financial reporting. The Board also relies on management to bring significant matters affecting the Company to its attention.

Pursuant to its charter, the Audit Committee is specifically responsible for discussing with management the guidelines and policies that govern the process by which the Company s exposure to risk is assessed and managed. As part of this discussion, the Audit Committee may discuss or consider major financial risk exposures and the steps management has taken to monitor and control such exposures. The results of the risk assessment are discussed with management and are reviewed quarterly by the Audit Committee. In addition, our Non-Retaliation Policy enables anonymous and confidential submission by employees of complaints or concerns regarding violations of applicable laws, regulations, or business ethical standards or questionable accounting, internal control or auditing matters. These complaints or concerns may be submitted directly to the compliance officer who is responsible for administering the program, or if they involve the Company s accounting, auditing or internal controls and disclosure practices, directly to the Audit Committee.

Table of Contents

Given its role in the risk oversight of the Company, the Board believes that any leadership structure that it adopts must allow it to effectively oversee the management of the risks relating to our operations. Although there are different leadership structures that could allow the Board to effectively oversee the management of such risks, and while the Board believes its current leadership structure enables it to effectively manage such risks, it was not the primary reason the Board selected its current leadership structure over other potential alternatives.

See the discussion under the heading *Board Leadership Structure* above for a discussion of why the Board has determined that its current leadership structure is appropriate.

Board Meetings in 2016

The Board met ten times during 2016. Each incumbent director who was a director during 2016 attended more than 75% of the aggregate of (1) the total number of meetings of the Board (held during the period for which he or she has been a director) and (2) the total number of meetings of all committees of the Board on which the director served (during the period he or she served). We do not have a policy with regard to Board members attendance at annual stockholder meetings; however, each director who was a director at such time attended the 2016 annual meeting of stockholders of the Company.

Committees of the Board

The Board has established three standing committees: the Audit Committee, the Executive Compensation Committee (the ECC) and the NCG Committee. The composition of each of the Audit Committee, the ECC and the NCG Committee complies with the listing requirements and other rules and regulations of the NYSE, as amended or modified from time to time. In 2016, the Audit Committee held four (4) meetings, the ECC held eight (8) meetings and the NCG Committee held four (4) meetings. All members of the committees described below are independent as such term is defined in the NYSE s listing standards and as affirmatively determined by the Board.

Board Committee	Chairman	Members
Audit Committee	Thomas J. Sargeant	Bonnie S. Biumi
		Paul R. Gauvreau
		Robert G. Gifford
		Richard P. Imperiale
Executive Compensation Committee	Bonnie S. Biumi	Frank A. Catalano, Jr.
		Gerald M. Gorski
		Richard P. Imperiale
		Peter L. Lynch
		Thomas J. Sargeant
Nominating and Corporate Governance Committee	Peter L. Lynch	Frank A. Catalano, Jr.
		Paul R. Gauvreau
		Robert G. Gifford
		Gerald M. Gorski

Audit Committee

The Board has established an Audit Committee currently comprised of Ms. Biumi and Messrs. Gauvreau, Gifford, Imperiale and Sargeant (chair). The Board has determined that Ms. Biumi and Messrs. Gauvreau and Sargeant each qualify as an audit committee financial expert under the applicable SEC rules. The Audit Committee operates under a written charter approved by the Board. A copy of the charter is publicly available on our website at www.rpai.com under Corporate Governance in the Invest section.

Table of Contents

The Audit Committee is responsible for the engagement of our independent registered public accounting firm, reviewing the plans and results of the audit engagement with our independent registered public accounting firm, approving services performed by, and the independence of, our independent registered public accounting firm, considering the range of audit and non-audit fees, and consulting with our independent registered public accounting firm regarding the adequacy of our internal controls over financial reporting.

Audit Committee Report. The members of the Audit Committee submit this report in connection with the committee s review of the financial reports for the fiscal year ended December 31, 2016 as follows:

1. The Audit Committee has reviewed and discussed with management the audited financial statements for Retail Properties of America, Inc. for the fiscal year ended December 31, 2016.

2. The Audit Committee has discussed with representatives of Deloitte & Touche LLP the matters required to be discussed under applicable Public Company Accounting Oversight Board (PCAOB) standards.

3. The Audit Committee has received the written disclosures and the letter from the independent accountant required by the applicable requirements of the PCAOB regarding the independent accountant s communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant s independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 for filing with the SEC.

Submitted by the Audit Committee

Thomas J. Sargeant (Chair)

Bonnie S. Biumi

Paul R. Gauvreau

Robert G. Gifford

Richard P. Imperiale

Executive Compensation Committee

The Board has established an Executive Compensation Committee, or the ECC, currently comprised of Ms. Biumi (chair) and Messrs. Catalano, Gorski, Imperiale, Lynch and Sargeant. The ECC operates under a written charter approved by the Board. A copy of the charter is publicly available on our website at www.rpai.com under Corporate Governance in the Invest section.

The ECC provides assistance to the Board in discharging its responsibilities related to the compensation of our directors, executive officers and other employees, and develops and implements our compensation policies. The ECC s responsibilities include, among others, (i) reviewing and approving corporate goals and objectives related to the compensation of the Chief Executive Officer, evaluating the performance of the Chief Executive Officer in light of these goals and objectives, and determining and approving the compensation of the Chief Executive Officer based on such evaluation, and (ii) determining and approving the compensation of all executive officers other than the Chief Executive Officer.

Executive Compensation Committee Interlocks and Insider Participation. None of the members of the ECC has any relationship with us requiring disclosure under Item 404 of Regulation S-K. No member of the ECC is a current or former officer or employee of ours or any of our subsidiaries. None of our executive officers serve as a member of the board of directors or compensation committee of any company that has one or more of its executive officers serving as a member of our Board or the ECC.

Table of Contents

Nominating and Corporate Governance Committee

The Board has established an NCG Committee currently comprised of Messrs. Catalano, Gauvreau, Gifford, Gorski and Lynch (chair). The NCG Committee operates under a written charter approved by the Board. A copy of the charter is publicly available on our website at www.rpai.com under Corporate Governance in the Invest section. The NCG Committee will consider for recommendation to the Board nominations made by stockholders that comply with the procedures described below under the caption Stockholder Proposals for the 2018 Annual Meeting, including, without limitation, providing notice setting forth all information required by the rules of the SEC or Section 12 of our bylaws, as the case may be. We did not receive any stockholder recommendations for director candidates for election at the Annual Meeting.

The NCG Committee identifies possible director nominees (whether through a recommendation from a stockholder or otherwise) and makes an initial determination as to whether to conduct a full evaluation of the candidate(s). This initial determination is based on the information provided to the NCG Committee when the candidate is recommended, the NCG Committee s own knowledge of the prospective candidate and information, if any, obtained by the NCG Committee s inquiries. The preliminary determination is based primarily on the need for additional Board members to fill vacancies, expand the size of the Board or obtain representation in market areas or expertise without Board representation and the likelihood that the candidate can satisfy the evaluation factors described below. If the members of the NCG Committee determine that additional consideration is warranted, the NCG Committee may gather additional information about the candidate s background and experience. The members of the NCG Committee take into account many factors, including the nominee s ability to make independent analytical inquiries, general understanding of finance, accounting, marketing and other elements relevant to the success of a public company in today s business environment, understanding of the Company s business on a technical level, and other community service, business, educational and professional experiences. Each director must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. In determining whether to recommend a director for re-election, the NCG Committee also considers the director s past attendance at meetings and participation in and contributions to the activities of the Board.

The members of the NCG Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among others, the skills of the prospective director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board. In connection with this evaluation, the members of the NCG Committee determine whether to interview the candidate, and if they decide that an interview is warranted, one or more of those members and others as appropriate interview the candidate in person or by telephone. After completing this evaluation and interview, the full Board would nominate such candidates for election. Other than circumstances in which we may be legally required by contract or otherwise to provide third parties with the ability to nominate directors, the NCG Committee will evaluate all proposed director candidates that it considers or who have been properly recommended to it by a stockholder based on the same criteria and in substantially the same manner, with no regard to the source of the initial recommendation of the proposed director candidate.

Guidelines on Corporate Governance and Code of Business Conduct and Ethics

The Board, upon the recommendation of the NCG Committee, has adopted guidelines on corporate governance establishing a common set of expectations to assist the Board in performing its responsibilities. Our corporate governance policies and guidelines address a number of topics, including, among other things, (i) director qualification standards and responsibilities, (ii) majority voting, (iii) the responsibilities and composition of the Board committees, (iv) director access to management and independent advisors, (v) director compensation, (vi) director and management stock ownership guidelines, (vii) director orientation and continuing education, (viii) management succession, (ix) evaluations of the performance of the Board and committees, (x) related person transaction approval and (xi) disclosure policies. Our guidelines on corporate governance meet the requirements of the NYSE s listing standards and are publicly available on our website at www.rpai.com under Corporate Governance in the Invest section.

Table of Contents

The Board has also adopted a code of business conduct and ethics, which includes a conflicts of interest policy that applies to all the directors and executive officers. The code of business conduct and ethics meets the requirements of a code of ethics as defined by the rules and regulations of the SEC and is publicly available on our website at www.rpai.com under Corporate Governance in the Invest section. We intend to disclose on this website any amendment to, or waiver of, any provision of the code of business conduct and ethics applicable to our directors and executive officers that would otherwise be required to be disclosed under the rules of the SEC or the NYSE. A printed copy of our guidelines on corporate governance and the code of business conduct and ethics may also be obtained by any stockholder upon request.

Communications with the Board

Stockholders or other interested parties may communicate with any of the Company s directors or the Board as a group by writing to them at [Name(s) of Director(s)/Board of Directors of Retail Properties of America, Inc.], c/o General Counsel, Retail Properties of America, Inc., 2021 Spring Road, Suite 200, Oak Brook, Illinois 60523.

Stockholders or other interested parties may communicate with independent directors of the Company as a group by writing to Independent Directors of Retail Properties of America, Inc., c/o General Counsel, Retail Properties of America, Inc., 2021 Spring Road, Suite 200, Oak Brook, Illinois 60523.

All communications received as set forth in the preceding paragraphs will be opened by the office of the General Counsel for the sole purpose of determining the nature of the communication. Communications that constitute advertising, promotions of a product or service, or communications that do not relate to the Company or its business will not be forwarded to the directors. Other communications will be forwarded promptly to the addressee(s) as deemed appropriate.

Director Compensation

Directors who are employees of the Company do not receive compensation for their service as directors.

In 2016, our non-employee director compensation program was as follows:

- an annual restricted stock award having a value of $115,000;
- an additional annual restricted stock award having a value of $50,000 for service as Chairman of the Board;
- an annual cash retainer of $75,000 for service as a director;
- an additional annual cash retainer of $50,000 for service as Chairman of the Board;
- an additional annual cash retainer of $25,000 for service as the chair of the Audit Committee;
- an additional annual cash retainer of $15,000 for service as the chair of the ECC or the NCG Committee; and
- an additional annual cash retainer of $10,000 for service as a non-chair member of the Audit, ECC or NCG Committee.

The annual restricted stock awards are granted on the fifth business day after each annual meeting of stockholders and are subject to vesting on the earlier of the date of the next annual meeting of stockholders or the first anniversary of the grant date.

15

Table of Contents

On June 3, 2016, each non-employee director elected at the 2016 annual meeting of stockholders received a restricted stock award of 7,056 shares, valued at a price of $16.30 per share, which was the closing price per share of our common stock on the NYSE on June 3, 2016. Mr. Gorski also received an additional restricted stock award of 3,067 shares, valued at a price of $16.30 per share, which was the closing price per share of our common stock on the NYSE on June 3, 2016, in connection with his service as Chairman of the Board. These equity awards are all subject to vesting on the earlier of the date of the Annual Meeting or the first anniversary of the grant date.

On October 31, 2016, in connection with Mr. Gifford s appointment as a director, and consistent with our existing director compensation program, Mr. Gifford received a restricted stock award of 4,925 shares, valued at a price of $15.57 per share, which was the closing price per share of our common stock on the NYSE on October 31, 2016 (which equals a prorated portion of the $115,000 annual grant made to independent directors). This equity award is subject to vesting on the earlier of the date of the Annual Meeting or October 31, 2017.

2016 Director Compensation Table

The following table sets forth a summary of the compensation we paid to our non-employee directors during 2016:

2016 Director Compensation

Name	Fees Earned Paid in Cash	Stock Awards ($) (1)	Total ($)
Gerald M. Gorski	$ 145,000	$ 165,000	$ 310,000
Bonnie S. Biumi	96,250	115,000	211,250
Frank A. Catalano, Jr.	98,750	115,000	213,750
Paul R. Gauvreau	95,000	115,000	210,000
Robert G. Gifford	47,500 (2)	76,667 (3)	124,167
Richard P. Imperiale	98,750	115,000	213,750
Peter L. Lynch	96,250	115,000	211,250
Kenneth E. Masick (4)	23,750		23,750
Thomas J. Sargeant	110,000	115,000	225,000

(1) Represents the aggregate grant date fair value of restricted stock awards granted during the year ended December 31, 2016, calculated as the closing price per share of our common stock on the NYSE on the grant date multiplied by the number of shares granted. As of December 31, 2016, each of the non-employee directors held 7,056 unvested shares of restricted stock that had been granted by us as director compensation, with the exceptions of Mr. Gorski who held 10,123 unvested shares of restricted stock and Mr. Gifford who held 4,925 unvested shares of restricted stock. As of December 31, 2016, Mr. Gorski held unexercised options to purchase 8,200 shares of common stock, Messrs. Catalano and Gauvreau held unexercised options to purchase 10,200 shares of common stock, Mr. Imperiale held unexercised options to purchase 12,000 shares of common stock and Messrs. Gifford, Lynch, Sargeant and Ms. Biumi held no unexercised options.

(2) Represents fees earned from October 24, 2016, the date of Mr. Gifford s appointment as a director.

(3) Represents the prorated portion of the $115,000 annual restricted stock grant made to non-employee directors and is based on the number of whole months from and including October 2016, the month Mr. Gifford was first elected, and including May 2017, the month in which the first anniversary of the prior year s annual meeting occurs.

(4) Represents fees earned through May 26, 2016. Mr. Masick did not stand for re-election at the 2016 annual meeting of stockholders.

Table of Contents

OUR EXECUTIVE OFFICERS

Biographies of our Executive Officers

The following sets forth information regarding our executive officers (other than Steven P. Grimes, the Chief Executive Officer and President, whose biography appears above under the caption, *Proposal 1 Election of Directors Nominees for Election as Directors*), with ages set forth as of March 17, 2017:

Name, Positions With RPAI and Age	Business Experience
HEATH R. FEAR **Executive Vice President, Chief Financial Officer and Treasurer** **Age 48**	**Heath R. Fear** serves as our Executive Vice President, Chief Financial Officer and Treasurer. Mr. Fear joined the Company on August 17, 2015. Mr. Fear has over 20 years of experience in the real estate industry and served as senior vice president, head of capital markets of General Growth Properties, Inc. (GGP), a real estate company with a portfolio primarily comprised of Class A malls and urban retail properties. Mr. Fear joined GGP in 2003 and prior to serving in his role as senior vice president, head of capital markets, held various senior roles within GGP s legal team. Prior to joining GGP, Mr. Fear served as counsel for Prime Group Realty Trust, a real estate investment trust engaged in the ownership, management, development and leasing of office and industrial real estate, and as an associate in the real estate practice groups at the law firms of Kirkland & Ellis and Pedersen & Houpt. Mr. Fear received his B.A. in Political Science and English from John Carroll University and his J.D. from the University of Illinois, College of Law.
SHANE C. GARRISON **Executive Vice President, Chief Operating Officer and Chief Investment Officer** **Age 47**	**Shane C. Garrison** serves as our Executive Vice President, Chief Operating Officer and Chief Investment Officer. In this role, Mr. Garrison is responsible for several operating functions within the Company, including leasing, property management, asset management, which includes acquisitions and dispositions, joint ventures and construction operations. Mr. Garrison has served as our Chief Operating Officer since 2012, as our Executive Vice President since 2010 and as our Chief Investment Officer since the internalization of our management in 2007. Prior to that time, Mr. Garrison served as Vice President of Asset Management of Inland US Management LLC, which was a property management company affiliated with our former business manager/advisor, since 2004. In this role, Mr. Garrison underwrote over $1.2 billion of assets acquired by the Company, and went on to spearhead our development and joint venture initiatives. Previously, Mr. Garrison had served as head of asset management for ECI Properties, a small boutique owner of industrial and retail properties, and the general manager of the Midwest region for Circuit City, formerly a large electronics retailer. Mr. Garrison received his B.S. in Business Administration from Illinois State University and an MBA in Real Estate Finance from DePaul University.

Table of Contents

Name, Positions With RPAI and Age	**Business Experience**
PAULA C. MAGGIO **Executive Vice President, General Counsel and Secretary** **Age 48**	**Paula C. Maggio** serves as our Executive Vice President, General Counsel and Secretary. Ms. Maggio joined the Company on May 2, 2016. Ms. Maggio is involved in all aspects of our business, including corporate law and governance, securities matters, real estate acquisitions and dispositions, leasing and tenant matters and litigation management, as well as the management of our legal and human resources departments. Before joining the Company, Ms. Maggio was the executive vice president, general counsel and secretary at Strategic Hotels & Resorts, Inc., a $6 billion publicly-traded REIT that traded on the NYSE, where she managed the legal and human resources departments and was instrumental in the execution of the company s initial public offering in 2004 and ultimate sale of the company in 2015. Previously, Ms. Maggio practiced law with Altheimer & Gray where she focused primarily on real estate and hospitality law. Ms. Maggio received both her Bachelor of Arts and Juris Doctor, cum laude, from the University of Illinois at Urbana-Champaign.
JULIE M. SWINEHART **Senior Vice President and Chief Accounting Officer** **Age 41**	**Julie M. Swinehart** has served as our Senior Vice President and Chief Accounting Officer since 2015 and as an executive officer since 2016. Prior to assuming her current role in July 2015, Ms. Swinehart had served as the Company s Senior Vice President and Corporate Controller from April 2013 and held various accounting and financial reporting positions since joining the Company in 2008. Prior to joining the Company, Ms. Swinehart was a Manager of External Reporting at Equity Office Properties Trust and she spent eight years in public accounting in the audit practices of Arthur Andersen LLP and Deloitte & Touche LLP. Ms. Swinehart received her B.S. in accountancy from the University of Illinois at Urbana-Champaign and is a Certified Public Accountant.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following discussion and analysis is set forth with respect to the compensation and benefits for our fiscal year ended December 31, 2016 for our Chief Executive Officer, Chief Financial Officer and the other executive officers included in the *Summary Compensation Table* below. In this *Compensation Discussion and Analysis*, we refer to Messrs. Grimes, Fear and Garrison and Mses. Maggio and Swinehart, collectively, as our Named Executive Officers. The discussion and analysis also covers compensation and benefits for 2016 for Mr. Holland who retired during 2016. See *Compensation Discussion and Analysis Retirement of Mr. Holland* for more information regarding Mr. Holland s retirement. For all other sections included under *Executive Compensation*, Mr. Holland is also included in the term Named Executive Officers.

Executive Summary

In 2016, our executive management team continued to focus their efforts on certain strategic objectives, including, among others, recycling capital and repositioning our portfolio so as to increase our concentration in certain target markets to enhance the strength of our portfolio and the quality of our long-term cash flow stream, improve our credit metrics and enhance our financial flexibility all of which allow us to capitalize on internal and external growth opportunities. Our executive compensation program and decisions for 2016 are designed to reward company and individual performances and achievements commensurate with our business results and the

18

execution of our strategic objectives, which we believe advance our strategy to become a dominant shopping center owner in 10-15 target markets. We also believe that our executive compensation program and decisions for 2016 further encourage the alignment of management s and stockholders interests and help us continue to attract, retain and motivate the key employees responsible for driving our long-term value creation.

The principles underlying our compensation policies and practices and the results of our compensation decisions for 2016 for our Named Executive Officers are included in *2016 Compensation Program Design* below.

2016 Executive Compensation Profile

Performance-Based Incentive Compensation Over 75% of Total Potential CEO Compensation. In 2016, target incentive compensation represented greater than 75% of the total potential compensation of our Chief Executive Officer, Mr. Grimes, and greater than 60% of the total potential compensation of each of our other Named Executive Officers (other than Ms. Swinehart). We believe our pay-for-performance compensation structure incentivizes our Named Executive Officers to maximize the Company s performance and aligns our Named Executive Officers with our stockholders.

Annual Cash Incentive Compensation Formulaic Pay-For-Performance Plan Design. For 2016, each of our Named Executive Officers was eligible to earn cash incentive compensation if and to the extent that pre-established company and individual goals were achieved. In particular, the Company goals used to determine the corporate component of cash incentive compensation for 2016 were based on (i) growth in our same store EBITDA, (ii) our Operating FFO per share, and (iii) our Net Debt to Adjusted EBITDA ratio, which we believe are each key financial metrics that accurately reflect our progress and ongoing performance and measure the health of our balance sheet. Annual cash incentive compensation based on these Company goals represents 75% of the target value of our Chief Executive Officer s cash incentive compensation and 60% of the target value for each of our other Named Executive Officers, with the remainder of the target value of cash incentive compensation based on the achievement of individual goals.

Long-Term Equity Incentive Compensation 75% Based on Relative Total Stockholder Return Over Three-Year Performance Period. For 2016, each of our Named Executive Officers, other than Ms. Swinehart, was granted performance-based restricted stock units, which represented 75% of their long-term equity incentive compensation. The performance-based restricted stock units may be earned by our Named Executive Officers based on our relative total stockholder return compared to that of the peer companies in the NAREIT Shopping Center Index over a three-year performance period, which we believe further aligns the interests of our Named Executive Officers with our stockholders over the longer term, supports the objectives of long-term value creation, rewards management based on our relative performance compared to our peers and serves as a retention tool for our Named Executive Officers.

Retention Agreements Eliminated Single-Trigger Vesting Acceleration; Cash Severance Based Solely on Annual Cash Compensation. In late 2016, following an ordinary course review of our existing executive compensation arrangements and in connection with the upcoming expiration of the current terms of our existing retention agreements, we entered into retention agreements with each of Messrs. Grimes, Fear and Garrison and Ms. Maggio. The terms of the new retention agreements are summarized below under Executive Compensation Retention Agreements and, among other changes from our prior retention agreements, do not include single-trigger acceleration of vesting of time-based equity awards in connection with a change-in-control (which will apply to future equity awards) and limit cash severance to a multiple of base salary and annual cash incentive compensation as opposed to also including the amount of the long-term equity incentive compensation opportunity.

Table of Contents

Strong Stockholder Support for Executive Compensation. At our 2016 annual meeting, we received strong support for our say-on-pay vote approving the compensation paid to our named executive officers for 2015. Approximately 91% of the votes cast on the proposal were voted in favor of this proposal. The ECC viewed this result as an indication of stockholders overall satisfaction with our executive compensation programs.

2016 Compensation Program Design

The primary objectives of our executive compensation programs are: (i) to attract, retain and reward experienced, highly-motivated executives who effectively lead and contribute to our long-term growth and profitability; (ii) to motivate, lead and direct the performance of management with clearly-defined goals and measures of achievement; and (iii) to align the interests of management with the interests of our stockholders. To achieve these objectives, we offer our executives the opportunity to earn a combination of cash and long-term equity-based compensation.

Overall, we designed our executive compensation programs to achieve the objectives described above. In particular, consistent with our objectives, incentive compensation constitutes the majority of our total executive compensation. We also structured our annual cash incentive compensation and a significant majority of our long- term equity incentive compensation to be based on our actual performance compared to pre-established performance goals. The following table summarizes the primary components of our 2016 executive compensation programs for our Named Executive Officers.

Component	**Form of Payout**	**Objective**	**Characteristic**
Base Salary	Cash	Annual base salary compensation to help retain executive level talent	Competitive base salary compensation based on comparative market analysis
Annual Cash Incentive Compensation	Cash	Incentive to achieve annual Company and individual objectives in support of annual performance goals related to corporate/financial performance as well as individual performance	Earned based on the achievement of annual Company goals, including growth in our Same Store EBITDA, Operating FFO per share and Net Debt to Adjusted EBITDA ratio, as well as specific individual performance goals
Long-Term Equity Incentive Compensation	Performance-Based Restricted Stock Units/Time-Based Restricted Stock	Encourage alignment of interests with stockholders and long-term retention of executives and provide an incentive for long-term relative total stockholder return performance compared to peers	Awards vest over a four-year period with (i) 75% earned based on the achievement of relative total stockholder return performance compared to the peer companies in the NAREIT Shopping Center Index over a three-year performance period, with one-third of the shares earned vesting following the performance period and the remaining two-thirds of the shares earned vesting one year thereafter, based on continued employment and (ii) 25% vesting over a four-year period, based on continued employment

Table of Contents

Each of these components of our executive compensation is discussed in detail below, including a description of the particular component and how it fits into our overall executive compensation program and a discussion of the amounts of compensation paid to our Named Executive Officers for 2016 under each of these components. In the descriptions below, we highlight particular compensation objectives that are addressed by specific components of our executive compensation program; however, it should be noted that we have designed our compensation programs to complement each other and collectively serve all of our executive compensation objectives described above. Accordingly, whether or not specifically mentioned below, we believe that, as a part of our overall executive compensation, each component, to a greater or lesser extent, serves each of our objectives.

Base Salary

We pay our Named Executive Officers a base salary, which we review and determine annually. We believe that a competitive base salary is a necessary component of any compensation program that is designed to attract and retain talented and experienced executives. We also believe that base salaries can motivate and reward executives for their overall performance.

The following table sets forth the 2016 and 2015 annual base salaries for our Named Executive Officers:

Named Executive Officer	2016 Base Salary	2015 Base Salary	Percentage Change
Steven P. Grimes	$ 850,000	$ 850,000	
Heath R. Fear	525,000 (1)	440,000	19%
Shane C. Garrison	590,000	590,000	
Paula C. Maggio	400,000 (2)	n/a	
Julie M. Swinehart	275,000 (3)	256,800	7%

(1) Mr. Fear s base salary was adjusted to $525,000 per annum, effective July 1, 2016. Mr. Fear s 2016 base salary has been annualized for 2016, based on such increased amount.

(2) Ms. Maggio joined the Company on May 2, 2016. Ms. Maggio s base salary has been annualized for the full year 2016.

(3) Ms. Swinehart s base salary was adjusted to $275,000 per annum, effective July 1, 2016. Ms. Swinehart s 2016 base salary has been annualized for 2016, based on such increased amount.

In determining base salaries and whether they are appropriate, the ECC considers a number of factors on a subjective basis, including, but not limited to, (i) the scope of the Named Executive Officer s responsibilities within the Company; (ii) the experience of the Named Executive Officer within our industry and at the Company; (iii) the performance of the Named Executive Officer and his or her contributions to the Company; (iv) the peer benchmarking of the Named Executive Officer s position, (v) a review of historical compensation information for each Named Executive Officer; (vi) a subjective determination of the compensation needed to motivate and retain that individual, including determinations made with respect to Ms. Maggio in connection with her hiring; and (vii) the recommendations of the Chief Executive Officer when determining base salary for the other Named Executive Officers.

To determine the increase to Mr. Fear s and Ms. Swinehart s base salaries, which became effective July 1, 2016, the ECC reviewed benchmarking data for the Company s 2016 peer group as part of its annual executive compensation review with its compensation consultant, Steven Hall & Partners (SH&P). The increases in base salary for Mr. Fear and Ms. Swinehart were made based on a review of competitive market data and to reflect their contributions to the Company.

Table of Contents

Incentive Compensation

We award our Named Executive Officers incentive compensation based on pre-established performance goals and target values, which we review and determine annually. We believe that incentive compensation is an essential component of our executive compensation program and it is designed to (i) motivate and direct the performance of management with clearly-defined Company and individual goals and measures of achievement; (ii) further align the interests of our Named Executive Officers with our stockholders over the longer term; (iii) support the objective of long-term value creation; (iv) reward management based on our relative performance compared to our peers; and (v) serve as a retention tool for our Named Executive Officers.

Under our incentive compensation program for 2016, each of our Named Executive Officers (i) was eligible to receive a cash award up to a specified dollar value based on the achievement of pre-established Company and individual goals, (ii) received a grant of performance-based restricted stock units which are earned based on the achievement of relative total stockholder return performance compared to members of the NAREIT Shopping Center Index over a three-year period, other than Ms. Swinehart, who did not receive such a grant in 2016 but will participate in such program in 2017, and (iii) received a grant of restricted stock subject to vesting based on continued employment with us over a four-year period, or a three-year period in the case of Ms. Swinehart.

2016 Target Incentive Compensation

The following table sets forth a summary of the target dollar values of our annual cash incentive compensation and long-term equity incentive compensation for each Named Executive Officer for 2016:

		2016 Target Long-Term Equity Incentive Compensation	
Named Executive Officer	**2016 Target Cash Incentive Compensation**	**Performance-Based Restricted Stock Units**	**Time-Based Restricted Stock**
Steven P. Grimes	$ 1,250,000	$ 1,518,750	$ 506,250
Heath R. Fear	430,000	345,000	115,000
Shane C. Garrison	510,000	787,500	262,500
Paula C. Maggio	325,000	450,000	150,000
Julie M. Swinehart	140,000		110,000

In 2016, target incentive compensation represented greater than 75% of the total potential compensation for our Chief Executive Officer, Mr. Grimes, and greater than 60% of the total potential compensation for each of our other Named Executive Officers (other than Ms. Swinehart).

For Messrs. Grimes and Garrison, their 2016 target cash incentive compensation levels were consistent with the levels set for each of them in 2015. For 2016, based on a review of competitive market data provided by SH&P and our desire to compensate at the median of our 2016 peer group, the 2016 target long-term equity incentive compensation for Messrs. Grimes and Garrison was increased. For Mr. Fear, the amount of his 2016 target incentive compensation is consistent with levels set for him in 2015, which were negotiated in connection with his hiring, except for a small increase in his target cash incentive compensation, which was based on a review of competitive market data. For Ms. Maggio, the amount of her 2016 target incentive compensation was negotiated in connection with her hiring in 2016. For Ms. Swinehart, the amount of her 2016 target cash incentive compensation was increased from 2015 based on a review of competitive market data. In 2016, Ms. Swinehart did not receive an award of performance-based restricted stock units, but instead received 100% of her long-term equity incentive compensation in the form of time-based restricted stock, which will vest in three equal annual installments. In 2017, Ms. Swinehart will participate in the Long-Term Equity Incentive Compensation Program that includes both performance-based restricted stock units and time-based restricted stock.

Table of Contents

Annual Cash Incentive Compensation

For 2016, each of our Named Executive Officers was eligible to earn cash incentive compensation if and to the extent that pre-established company and individual goals were achieved. The following summarizes the structure of our cash incentive compensation program for 2016 for our Named Executive Officers and the amounts earned by each of our Named Executive Officers pursuant to this program.

2016 Company and Individual Goals

For 2016, 75% of the target value of our Chief Executive Officer s annual cash incentive compensation opportunity and 60% of the target value for each of our other Named Executive Officers annual cash incentive compensation opportunity was based on the achievement of Company goals, with the remainder of the cash incentive compensation based on the achievement of individual goals. The following table sets forth the percentage of the target value of our cash incentive compensation for 2016 based on Company and individual goals, respectively, for each Named Executive Officer:

	Company Goals			
Named Executive Officer	**Same Store EBITDA Growth**	**Operating FFO**	**Net Debt to Adjusted EBITDA**	**Individual Goals**
Steven P. Grimes	45.00%	22.50%	7.50%	25.00%
Heath R. Fear	36.00%	18.00%	6.00%	40.00%
Shane C. Garrison	36.00%	18.00%	6.00%	40.00%
Paula C. Maggio	36.00%	18.00%	6.00%	40.00%
Julie M. Swinehart	36.00%	18.00%	6.00%	40.00%

For 2016, the Company goals were based on (i) growth in our same store EBITDA, (ii) our Operating FFO per share, and (iii) our Net Debt to Adjusted EBITDA ratio. We selected these specific Company goals because (i) growth in our same store EBITDA is the financial metric that we believe most accurately reflects the progress of our operational strategy as we continue to execute on our broader asset repositioning objectives, while also prudently managing corporate level expenses, (ii) our Operating FFO per share is one of the most significant financial measures that we report to investors and use to evaluate our ongoing performance, and (iii) our Net Debt to Adjusted EBITDA ratio is a key financial metric measuring the health of our balance sheet. As each Named Executive Officer s performance contributes to these metrics, we believe that they provide a fair and objective basis on which to evaluate each Named Executive Officer s performance and to determine the majority of each Named Executive Officer s cash incentive compensation.

For each of these Company goals, the ECC established three different levels of performance, threshold, target and maximum, pursuant to which our Named Executive Officers could earn 50%, 100% or 200%, respectively, of the target amount of the portion of the cash incentive compensation attributable to that Company goal. If performance for a Company goal did not equal or exceed the established threshold level, then our Named Executive Officers were not entitled to receive any of the cash incentive compensation attributable to that Company goal. To the extent performance fell between two of the established levels of performance, the percentage earned was to be determined based on straight-line interpolation between the percentages that would have been earned for the established levels of performance. The table below sets forth the goals established at each level of performance, actual performance for 2016 and the percentage of target earned for each Company goal:

Company Goal	Threshold (50%)	Target (100%)	Maximum (200%)	2016 Actual	Earned %
Same Store EBITDA Growth (1)	2.5%	3.25%	4.25%	3.76%	151%
Operating FFO Per Share (2)	$ 1.01	$ 1.04	$ 1.10	$ 1.08 (4)	166.7%
Net Debt to Adjusted EBITDA Ratio (3)	6.5x	6.0x	5.5x	5.6x	180%

(1) Same store EBITDA is calculated by reducing our publicly reported same store net operating income (NOI) by general and administrative expenses, adjusted to exclude items that the ECC does not believe are representative of our ongoing operating performance. We define NOI as all revenues other than (i) straight-line rental income, (ii) amortization of lease inducements, (iii) amortization of acquired above and below market lease intangibles and (iv) lease termination fee income, less real estate taxes and all operating expenses other than straight-line ground rent expense and amortization of acquired ground lease intangibles, which are non-cash items. For the year ended December 31, 2016, our same store portfolio consisted of 140 retail operating properties acquired or placed in service and stabilized prior to January 1, 2015. Same store EBITDA growth was based on same store EBITDA for the year ended December 31, 2016 as compared to same store EBITDA for the prior year.

(2) Operating FFO represents funds from operations attributable to common shareholders, or FFO, for the year ended December 31, 2016, excluding the impact of discrete non-operating transactions and other events which we do not consider representative of the comparable operating results of our real estate operating portfolio, which is our core business platform. FFO means net income (loss) computed in accordance with generally accepted accounting principles, excluding gains (or losses) from sales of depreciable real estate, plus depreciation and amortization and impairment charges on depreciable real estate.

(3) Net Debt to Adjusted EBITDA ratio represents (i) our total notional debt, excluding unamortized premium, discount and capitalized loan fees, less cash and cash equivalents as of December 31, 2016 divided by (ii) Adjusted EBITDA for the three months ended December 31, 2016, annualized. Adjusted EBITDA represents net income attributable to common shareholders before interest, income taxes, depreciation and amortization, as further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing performance.

(4) This differs from our publicly reported Operating FFO per share in that for purposes of measuring our cash incentive compensation, we have excluded the impact of the early adoption of Accounting Standard Update 2017-01*, Business Combinations,* as of October 1, 2016 which resulted in the capitalization of $725,000 of acquisition costs. Our publicly reported Operating FFO per share for 2016 was $1.09 per share.

For 2016, the ECC established the following individual goals for our Named Executive Officers:

Named Executive Officer	Individual Goals
Steven P. Grimes	Goals relating to the execution and messaging of our updated strategic plan, including brand building and management of external constituents; the facilitation of executive goals that drive earnings and total return; and support of succession planning.
Heath R. Fear	Goals relating to acquisition analysis; enterprise risk management; financing targets; development processes; investor and analyst communication; and succession planning.

Table of Contents

Named Executive Officer	Individual Goals
Shane C. Garrison	Goals relating to the long-term portfolio strategy, including contractual rent growth, annual base rent, blended leasing spreads and leasing plans; execution of key development projects; support of leadership development; and succession planning.
Paula C. Maggio	Goals relating to management of the Company s legal and human resources departments; corporate governance; internal reporting; integration; and operation in accordance with budget.
Julie M. Swinehart	Goals relating to management and oversight of the Company s general and administrative expense; development accounting processes; technical accounting skills; coordination with corporate finance; and succession planning.

For the individual goals, the ECC established three different levels of performance, meets expectations, exceeds expectations and exceptional, pursuant to which our Named Executive Officers could earn 80%, 100% or 200%, respectively, of the target amount of the portion of the cash incentive compensation attributable to the individual goals. If a Named Executive Officer s performance for the individual goals did not meet expectations, then such Named Executive Officer was not entitled to receive any of the cash incentive compensation attributable to the individual goals. To the extent performance with respect to the individual goals fell between two of the established levels of performance, the percentage earned was to be determined based on straight-line interpolation between the percentages that would have been earned for the established levels of performance. In determining the component of cash incentive compensation awarded to each Named Executive Officer based on individual goals, the ECC assessed the performance of each Named Executive Officer against his or her individual goals and made a subjective determination regarding the level of performance achieved upon which the payout for each Named Executive Officer was based. The ECC determined that Messrs. Grimes, Fear and Garrison and Mses. Maggio and Swinehart each performed at or above the exceeds expectations level in their 2016 individual performance against their established individual objectives.

2016 Cash Incentive Award Amounts

The following table sets forth the cash incentive award amounts that were paid to each of our Named Executive Officers for 2016 based on the achievement of Company and individual goals as described above.

Named Executive Officer	2016 Cash Incentive Award Amounts ($)	
Steven P. Grimes	$	1,878,000
Heath R. Fear		581,000
Shane C. Garrison		740,000
Paula C. Maggio		439,000
Julie M. Swinehart		189,000

Long-Term Equity Incentive Compensation

For 2016, other than as set forth below, each of our Named Executive Officers received long-term equity incentive compensation awards comprised of performance-based restricted stock units and time-based restricted stock awards with target values as set forth above under *2016 Target Incentive Compensation*. Ms. Swinehart received only restricted stock awards, subject to vesting in three equal annual installments, and did not receive performance-based restricted stock units for 2016; however, Ms. Swinehart will participate in the performance-based restricted stock unit program in 2017, at which time 50% of her long-term equity compensation award will be comprised of performance-based restricted stock units and 50% of her long-term equity compensation award will be restricted stock.

Table of Contents

We designed these awards primarily to (i) further align the interests of our executives with our stockholders over the longe