

REGENCY CENTERS CORP
 Form 10-Q
 May 08, 2014

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 10-Q
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
 OF 1934

For the quarterly period ended March 31, 2014

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

For the transition period from to

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

REGENCY CENTERS CORPORATION
 REGENCY CENTERS, L.P.

(Exact name of registrant as specified in its charter)

FLORIDA (REGENCY CENTERS CORPORATION) 59-3191743

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

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

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

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

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

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

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

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

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

Regency Centers Corporation:

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Regency Centers, L.P.:

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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

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

The number of shares outstanding of the Regency Centers Corporation's voting common stock was 92,340,765 as of April 29, 2014.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended March 31, 2014 of Regency Centers Corporation and Regency Centers, L.P. Unless stated otherwise or the context otherwise requires, references to “Regency Centers Corporation” or the “Parent Company” mean Regency Centers Corporation and its controlled subsidiaries; and references to “Regency Centers, L.P.” or the “Operating Partnership” mean Regency Centers, L.P. and its controlled subsidiaries. The term “the Company” or “Regency” means the Parent Company and the Operating Partnership, collectively.

The Parent Company is a real estate investment trust (“REIT”) and the general partner of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units (“Units”). As of March 31, 2014, the Parent Company owned approximately 99.8% of the Units in the Operating Partnership and the remaining limited Units are owned by investors. The Parent Company owns all of the Series 6 and 7 Preferred Units of the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has exclusive control of the Operating Partnership's day-to-day management.

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

- enhances investors' understanding of the Parent Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;

- eliminates duplicative disclosure and provides a more streamlined and readable presentation; and

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

The Company believes it is important to understand the few differences between the Parent Company and the Operating Partnership in the context of how the Parent Company and the Operating Partnership operate as a consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing certain debt of the Operating Partnership. The Parent Company does not hold any indebtedness, but guarantees all of the unsecured public debt and approximately 18% of the secured debt of the Operating Partnership. The Operating Partnership holds all the assets of the Company and retains the ownership interests in the Company's joint ventures. Except for net proceeds from public equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates all remaining capital required by the Company's business. These sources include the Operating Partnership's operations, its direct or indirect incurrence of indebtedness, and the issuance of partnership units.

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

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

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

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

TABLE OF CONTENTS

Form 10-Q
Report Page

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Regency Centers Corporation:

| | |
|---|----------|
| Consolidated Balance Sheets as of March 31, 2014 and December 31, 2013 | <u>1</u> |
| Consolidated Statements of Operations for the periods ended March 31, 2014 and 2013 | <u>2</u> |
| Consolidated Statements of Comprehensive Income for the periods ended March 31, 2014 and 2013 | <u>3</u> |
| Consolidated Statements of Equity for the periods ended March 31, 2014 and 2013 | <u>4</u> |
| Consolidated Statements of Cash Flows for the periods ended March 31, 2014 and 2013 | <u>6</u> |

Regency Centers, L.P.:

| | |
|---|-----------|
| Consolidated Balance Sheets as of March 31, 2014 and December 31, 2013 | <u>8</u> |
| Consolidated Statements of Operations for the periods ended March 31, 2014 and 2013 | <u>9</u> |
| Consolidated Statements of Comprehensive Income for the periods ended March 31, 2014 and 2013 | <u>10</u> |
| Consolidated Statements of Capital for the periods ended March 31, 2014 and 2013 | <u>11</u> |
| Consolidated Statements of Cash Flows for the periods ended March 31, 2014 and 2013 | <u>12</u> |
| Notes to Consolidated Financial Statements | <u>14</u> |

| | |
|---|-----------|
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | <u>26</u> |
|---|-----------|

| | |
|--|-----------|
| Item 3. Quantitative and Qualitative Disclosures about Market Risk | <u>42</u> |
|--|-----------|

| | |
|---------------------------------|-----------|
| Item 4. Controls and Procedures | <u>42</u> |
|---------------------------------|-----------|

PART II - OTHER INFORMATION

| | |
|---------------------------|-----------|
| Item 1. Legal Proceedings | <u>43</u> |
|---------------------------|-----------|

| | |
|-----------------------|-----------|
| Item 1A. Risk Factors | <u>43</u> |
|-----------------------|-----------|

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| | |
|---|-----------|
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | <u>43</u> |
| Item 3. Defaults Upon Senior Securities | <u>43</u> |
| Item 4. Mine Safety Disclosures | <u>43</u> |
| Item 5. Other Information | <u>43</u> |
| Item 6. Exhibits | <u>44</u> |
| SIGNATURES | <u>46</u> |

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

REGENCY CENTERS CORPORATION

Consolidated Balance Sheets

March 31, 2014 and December 31, 2013

(in thousands, except share data)

| | 2014 | 2013 |
|--|--------------|-----------|
| | (unaudited) | |
| Assets | | |
| Real estate investments at cost: | | |
| Land | \$ 1,315,900 | 1,249,779 |
| Buildings and improvements | 2,683,333 | 2,590,302 |
| Properties in development | 212,783 | 186,450 |
| | 4,212,016 | 4,026,531 |
| Less: accumulated depreciation | 864,975 | 844,873 |
| | 3,347,041 | 3,181,658 |
| Investments in real estate partnerships | 353,772 | 358,849 |
| Net real estate investments | 3,700,813 | 3,540,507 |
| Cash and cash equivalents | 35,159 | 80,684 |
| Restricted cash | 9,192 | 9,520 |
| Accounts receivable, net of allowance for doubtful accounts of \$4,009 and \$3,922 at March 31, 2014 and December 31, 2013, respectively | 32,781 | 26,319 |
| Straight-line rent receivable, net of reserve of \$528 and \$547 at March 31, 2014 and December 31, 2013, respectively | 52,205 | 50,612 |
| Notes receivable | 11,938 | 11,960 |
| Deferred costs, less accumulated amortization of \$75,413 and \$73,231 at March 31, 2014 and December 31, 2013, respectively | 70,543 | 69,963 |
| Acquired lease intangible assets, less accumulated amortization of \$27,842 and \$25,591 at March 31, 2014 and December 31, 2013, respectively | 57,028 | 44,805 |
| Trading securities held in trust, at fair value | 26,976 | 26,681 |
| Other assets | 38,916 | 52,465 |
| Total assets | \$ 4,035,551 | 3,913,516 |
| Liabilities and Equity | | |
| Liabilities: | | |
| Notes payable | \$ 1,855,690 | 1,779,697 |
| Unsecured credit facilities | 145,000 | 75,000 |
| Accounts payable and other liabilities | 136,800 | 147,045 |
| Acquired lease intangible liabilities, less accumulated accretion of \$11,158 and \$10,102 at March 31, 2014 and December 31, 2013, respectively | 31,128 | 26,729 |
| Tenants' security and escrow deposits and prepaid rent | 25,847 | 23,911 |
| Total liabilities | 2,194,465 | 2,052,382 |
| Commitments and contingencies (note 12) | | |
| Equity: | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.01 par value per share, 30,000,000 shares authorized; 13,000,000 Series 6 and 7 shares issued and outstanding at March 31, 2014 and December 31, 2013, with liquidation preferences of \$25 per share | 325,000 | 325,000 |
| Common stock, \$0.01 par value per share, 150,000,000 shares authorized; 92,340,435 and 92,333,161 shares issued at March 31, 2014 and December 31, 2013, respectively | 923 | 923 |

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| | | |
|---|--------------|------------|
| Treasury stock at cost, 406,685 and 373,042 shares held at March 31, 2014 and December 31, 2013, respectively | (18,351) | (16,726) |
| Additional paid in capital | 2,428,166 | 2,426,477 |
| Accumulated other comprehensive loss | (28,599) | (17,404) |
| Distributions in excess of net income | (898,787) | (874,916) |
| Total stockholders' equity | 1,808,352 | 1,843,354 |
| Noncontrolling interests: | | |
| Exchangeable operating partnership units, aggregate redemption value of \$8,136 and \$7,676 at March 31, 2014 and December 31, 2013, respectively | (1,782) | (1,426) |
| Limited partners' interests in consolidated partnerships | 34,516 | 19,206 |
| Total noncontrolling interests | 32,734 | 17,780 |
| Total equity | 1,841,086 | 1,861,134 |
| Total liabilities and equity | \$ 4,035,551 | 3,913,516 |
| See accompanying notes to consolidated financial statements. | | |

1

REGENCY CENTERS CORPORATION
Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

| | Three months ended March 31, | |
|--|---------------------------------|----------|
| | 2014 | 2013 |
| Revenues: | | |
| Minimum rent | \$ 94,536 | 86,146 |
| Percentage rent | 1,384 | 1,544 |
| Recoveries from tenants and other income | 31,041 | 25,927 |
| Management, transaction, and other fees | 6,319 | 6,761 |
| Total revenues | 133,280 | 120,378 |
| Operating expenses: | | |
| Depreciation and amortization | 37,905 | 31,118 |
| Operating and maintenance | 20,505 | 17,141 |
| General and administrative | 14,198 | 17,975 |
| Real estate taxes | 14,799 | 13,231 |
| Other expenses | 2,173 | 1,517 |
| Total operating expenses | 89,580 | 80,982 |
| Other expense (income): | | |
| Interest expense, net of interest income of \$216 and \$459 for the three months ended March 31, 2014 and 2013, respectively | 27,134 | 27,832 |
| Provision for impairment | 225 | — |
| Net investment income from deferred compensation plan, including unrealized loss (gains) of \$107 and (\$831) for the three months ended March 31, 2014 and 2013, respectively | (192 |) (1,071 |
| Total other expense | 27,167 | 26,761 |
| Income before equity in income of investments in real estate partnerships | 16,533 | 12,635 |
| Equity in income of investments in real estate partnerships | 7,808 | 5,876 |
| Income from continuing operations | 24,341 | 18,511 |
| Discontinued operations, net: | | |
| Operating income | — | 2,623 |
| Income from discontinued operations | — | 2,623 |
| Income before gain on sale of real estate | 24,341 | 21,134 |
| Gain on sale of real estate | 715 | — |
| Net income | 25,056 | 21,134 |
| Noncontrolling interests: | | |
| Exchangeable operating partnership units | (42 |) (39 |
| Limited partners' interests in consolidated partnerships | (359 |) (275 |
| Income attributable to noncontrolling interests | (401 |) (314 |
| Net income attributable to the Company | 24,655 | 20,820 |
| Preferred stock dividends | (5,266 |) (5,266 |
| Net income attributable to common stockholders | \$ 19,389 | 15,554 |
| Income per common share - basic: | | |
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common stockholders | \$ 0.21 | 0.17 |
| Income per common share - diluted: | | |

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| | | |
|--|---------|------|
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common stockholders | \$ 0.21 | 0.17 |
| See accompanying notes to consolidated financial statements. | | |

2

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

| | Three months ended March 31, | |
|---|---------------------------------|--------|
| | 2014 | 2013 |
| Net income | \$ 25,056 | 21,134 |
| Other comprehensive income (loss): | | |
| Loss on settlement of derivative instruments: | | |
| Amortization of loss on settlement of derivative instruments recognized in net income | 2,367 | 2,367 |
| Effective portion of change in fair value of derivative instruments: | | |
| Effective portion of change in fair value of derivative instruments | (13,800) | 3,372 |
| Less: reclassification adjustment for change in fair value of derivative instruments included in net income | 152 | 8 |
| Other comprehensive (loss) income | (11,281) | 5,747 |
| Comprehensive income | 13,775 | 26,881 |
| Less: comprehensive income (loss) attributable to noncontrolling interests: | | |
| Net income attributable to noncontrolling interests | 401 | 314 |
| Other comprehensive income (loss) attributable to noncontrolling interests | (86) | 15 |
| Comprehensive income attributable to noncontrolling interests | 315 | 329 |
| Comprehensive income attributable to the Company | \$ 13,460 | 26,552 |
| See accompanying notes to consolidated financial statements. | | |

REGENCY CENTERS CORPORATION

Consolidated Statements of Equity

For the three months ended March 31, 2014 and 2013

(in thousands, except per share data)

(unaudited)

| | Preferred Stock | Common Stock | Treasury Stock | Additional Paid In Capital | Accumulated Other Comprehensive Loss | Distributions in Excess of Comprehensive Net Income | Total Stockholders' Equity | Exchange Operative Partnership Units | Public Partners' Interest Consolidated Partnerships | Total Noncontrolling Interests | Total Equity |
|---|--------------------|-----------------|-------------------|----------------------------------|---|---|----------------------------------|---|---|--------------------------------------|-----------------|
| Balance at December 31, 2012 | \$325,000 | 904 | (14,924) | 2,312,310 | (57,715) | (834,810) | 1,730,765 | (1,153) | 16,299 | 15,146 | 1,745,911 |
| Net income | — | — | — | — | — | 20,820 | 20,820 | 39 | 275 | 314 | 21,134 |
| Other comprehensive income | — | — | — | — | 5,732 | — | 5,732 | 11 | 4 | 15 | 5,747 |
| Deferred compensation plan, net | — | — | (988) | 988 | — | — | — | — | — | — | — |
| Amortization of restricted stock issued | — | — | — | 3,355 | — | — | 3,355 | — | — | — | 3,355 |
| Common stock redeemed for taxes withheld for stock based compensation, net | — | — | — | (2,932) | — | — | (2,932) | — | — | — | (2,932) |
| Common stock issued for dividend reinvestment plan | — | — | — | 288 | — | — | 288 | — | — | — | 288 |
| Common stock issued for stock offerings, net of issuance costs | — | 10 | — | 51,598 | — | — | 51,608 | — | — | — | 51,608 |
| Distributions to partners | — | — | — | — | — | — | — | — | (2,483) | (2,483) | (2,483) |
| Cash dividends declared: | | | | | | | | | | | |
| Preferred stock/unit | — | — | — | — | — | (5,266) | (5,266) | — | — | — | (5,266) |
| | — | — | — | — | — | (41,576) | (41,576) | (90) | — | (90) | (41,666) |

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Common
stock/unit
(\$0.4625 per
share)

Balance at
March 31, 2013 \$325,000 914 (15,912) 2,365,607 (51,983) (860,832) 1,762,794 (1,193) 14,095 12,902 1,775,696

Balance at
December 31,
2013 \$325,000 923 (16,726) 2,426,477 (17,404) (874,916) 1,843,354 (1,426) 19,206 17,780 1,861,134

| | | | | | | | | | | | |
|--|---|---|---------|---------|----------|--------|----------|-------|--------|--------|----------|
| Net income | — | — | — | — | — | 24,655 | 24,655 | 42 | 359 | 401 | 25,056 |
| Other comprehensive loss | — | — | — | — | (11,195) | — | (11,195) | (20) | (66) | (86) | (11,281) |
| Deferred compensation plan, net | — | — | (1,625) | 1,625 | — | — | — | — | — | — | — |
| Amortization of restricted stock issued | — | — | — | 2,915 | — | — | 2,915 | — | — | — | 2,915 |
| Common stock redeemed for taxes withheld for stock based compensation, net | — | — | — | (3,164) | — | — | (3,164) | — | — | — | (3,164) |
| Common stock issued for dividend reinvestment plan | — | — | — | 313 | — | — | 313 | — | — | — | 313 |
| Redemption of preferred units | — | — | — | — | — | — | — | (300) | — | (300) | (300) |
| Contributions from partners | — | — | — | — | — | — | — | — | 15,443 | 15,443 | 15,443 |
| Distributions to partners | — | — | — | — | — | — | — | — | (426) | (426) | (426) |
| Cash dividends declared: | | | | | | | | | | | |

REGENCY CENTERS CORPORATION

Consolidated Statements of Equity

For the three months ended March 31, 2014 and 2013

(in thousands, except per share data)

(unaudited)

| | Preferred Stock | Common Stock | Treasury Stock | Additional Paid In Capital | Accumulated Other Comprehensive Loss | Distributions in Excess of Comprehensive Net Income | Total Stockholders' Equity | Exchange Operating Partnership Units | Noncontrolling Interests Limited Partnerships | Total Noncontrolling Interests | Total Equity |
|---|--------------------|-----------------|-------------------|----------------------------------|---|---|----------------------------------|---|--|--------------------------------------|-----------------|
| Preferred stock/unit | — | — | — | — | — | (5,266) | (5,266) | — | — | — | (5,266) |
| Common stock/unit (\$0.47 per share) | — | — | — | — | — | (43,260) | (43,260) | (78) | — | (78) | (43,338) |
| Balance at March 31, 2014 | \$325,000 | 923 | (18,351) | 2,428,166 | (28,599) | (898,787) | 1,808,352 | (1,782) | 34,516 | 32,734 | 1,841,086 |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION

Consolidated Statements of Cash Flows

For the three months ended March 31, 2014 and 2013

(in thousands)

(unaudited)

| | 2014 | 2013 |
|---|-----------|----------|
| Cash flows from operating activities: | | |
| Net income | \$ 25,056 | 21,134 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 37,905 | 32,764 |
| Amortization of deferred loan cost and debt premium | 2,889 | 3,087 |
| Accretion of above and below market lease intangibles, net | (861) | (510) |
| Stock-based compensation, net of capitalization | 2,272 | 3,024 |
| Equity in income of investments in real estate partnerships | (7,808) | (5,876) |
| Net gain on sale of properties | (715) | — |
| Provision for impairment | 225 | — |
| Distribution of earnings from operations of investments in real estate partnerships | 8,681 | 13,859 |
| Loss on derivative instruments | (5) | (5) |
| Deferred compensation expense | 200 | 1,079 |
| Realized and unrealized gains on trading securities held in trust | (201) | (1,079) |
| Changes in assets and liabilities: | | |
| Restricted cash | 328 | 382 |
| Accounts receivable | (6,740) | (2,689) |
| Straight-line rent receivables, net | (1,594) | (1,413) |
| Deferred leasing costs | (1,961) | (1,983) |
| Other assets | (1,952) | (1,383) |
| Accounts payable and other liabilities | (4,858) | (15,540) |
| Tenants' security and escrow deposits and prepaid rent | 1,403 | (3,569) |
| Net cash provided by operating activities | 52,264 | 41,282 |
| Cash flows from investing activities: | | |
| Acquisition of operating real estate | (78,943) | — |
| Development of real estate, including acquisition of land | (46,648) | (32,348) |
| Proceeds from sale of real estate investments | 4,472 | 96 |
| Collection of notes receivable | — | 4,024 |
| Investments in real estate partnerships | (1,771) | (4,060) |
| Distributions received from investments in real estate partnerships | 5,931 | 7,187 |
| Dividends on trading securities held in trust | 27 | 33 |
| Acquisition of securities | (1,797) | (7,039) |
| Proceeds from sale of securities | 1,676 | 2,019 |
| Net cash used in investing activities | (117,053) | (30,088) |
| Cash flows from financing activities: | | |
| Net proceeds from common stock issuance | — | 51,608 |
| Proceeds from sale of treasury stock | — | 34 |
| Redemption of preferred stock and partnership units | (300) | — |
| Distributions to limited partners in consolidated partnerships, net | (426) | (2,483) |
| Distributions to exchangeable operating partnership unit holders | (78) | (90) |
| Dividends paid to common stockholders | (42,947) | (41,290) |
| Dividends paid to preferred stockholders | (5,266) | — |
| Proceeds from unsecured credit facilities | 70,000 | 37,000 |

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| | | | |
|--|-----------|----------|---|
| Repayment of unsecured credit facilities | — | (62,000 |) |
| Proceeds from notes payable | — | 8,250 | |
| Scheduled principal payments | (1,719 |) (2,059 |) |
| Payment of loan costs | — | (111 |) |
| Net cash provided by (used in) financing activities | 19,264 | (11,141 |) |
| Net (decrease) increase in cash and cash equivalents | (45,525 |) 53 | |
| Cash and cash equivalents at beginning of the period | 80,684 | 22,349 | |
| Cash and cash equivalents at end of the period | \$ 35,159 | 22,402 | |

6

REGENCY CENTERS CORPORATION

Consolidated Statements of Cash Flows

For the three months ended March 31, 2014, and 2013

(in thousands)

(unaudited)

| | 2014 | 2013 |
|--|------------|---------|
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest (net of capitalized interest of \$1,641 and \$1,062 in 2014 and 2013, respectively) | \$ 18,338 | 19,017 |
| Supplemental disclosure of non-cash transactions: | | |
| Preferred unit and stock distribution declared and not paid | \$ — | 5,266 |
| Real estate received through distribution in kind | \$ — | 7,700 |
| Mortgage loans assumed through distribution in kind | \$ — | 7,500 |
| Mortgage loans assumed for the acquisition of real estate, net of premiums | \$ 78,049 | — |
| Change in fair value of derivative instruments | \$ (13,648 |) 3,385 |
| Common stock issued for dividend reinvestment plan | \$ 313 | 288 |
| Stock-based compensation capitalized | \$ 696 | 391 |
| Contributions from limited partners in consolidated partnerships, net | \$ 58 | — |
| Initial fair value of non-controlling interest recorded at acquisition | \$ 15,385 | — |
| Common stock issued for dividend reinvestment in trust | \$ 189 | 153 |
| Contribution of stock awards into trust | \$ 1,440 | 1,068 |
| Distribution of stock held in trust | \$ 4 | 201 |
| See accompanying notes to consolidated financial statements. | | |

REGENCY CENTERS, L.P.
Consolidated Balance Sheets
March 31, 2014 and December 31, 2013
(in thousands, except unit data)

| | 2014 | 2013 |
|---|--------------|-----------|
| | (unaudited) | |
| Assets | | |
| Real estate investments at cost: | | |
| Land | \$ 1,315,900 | 1,249,779 |
| Buildings and improvements | 2,683,333 | 2,590,302 |
| Properties in development | 212,783 | 186,450 |
| | 4,212,016 | 4,026,531 |
| Less: accumulated depreciation | 864,975 | 844,873 |
| | 3,347,041 | 3,181,658 |
| Investments in real estate partnerships | 353,772 | 358,849 |
| Net real estate investments | 3,700,813 | 3,540,507 |
| Cash and cash equivalents | 35,159 | 80,684 |
| Restricted cash | 9,192 | 9,520 |
| Accounts receivable, net of allowance for doubtful accounts of \$4,009 and \$3,922 at March 31, 2014 and December 31, 2013, respectively | 32,781 | 26,319 |
| Straight-line rent receivable, net of reserve of \$528 and \$547 at March 31, 2014 and December 31, 2013, respectively | 52,205 | 50,612 |
| Notes receivable | 11,938 | 11,960 |
| Deferred costs, less accumulated amortization of \$75,413 and \$73,231 at March 31, 2014 and December 31, 2013, respectively | 70,543 | 69,963 |
| Acquired lease intangible assets, less accumulated amortization of \$27,842 and \$25,591 at March 31, 2014 and December 31, 2013, respectively | 57,028 | 44,805 |
| Trading securities held in trust, at fair value | 26,976 | 26,681 |
| Other assets | 38,916 | 52,465 |
| Total assets | \$ 4,035,551 | 3,913,516 |
| Liabilities and Capital | | |
| Liabilities: | | |
| Notes payable | \$ 1,855,690 | 1,779,697 |
| Unsecured credit facilities | 145,000 | 75,000 |
| Accounts payable and other liabilities | 136,800 | 147,045 |
| Acquired lease intangible liabilities, less accumulated accretion of \$11,158 and \$10,102 at March 31, 2014 and December 31, 2013, respectively | 31,128 | 26,729 |
| Tenants' security and escrow deposits and prepaid rent | 25,847 | 23,911 |
| Total liabilities | 2,194,465 | 2,052,382 |
| Commitments and contingencies (note 12) | | |
| Capital: | | |
| Partners' capital: | | |
| Preferred units of general partner, \$0.01 par value per unit, 13,000,000 units issued and outstanding at March 31, 2014 and December 31, 2013, liquidation preference of \$25 per unit | 325,000 | 325,000 |
| General partner; 92,340,435 and 92,333,161 units outstanding at March 31, 2014 and December 31, 2013, respectively | 1,511,951 | 1,535,758 |
| Limited partners; 159,338 and 165,796 units outstanding at March 31, 2014 and December 31, 2013 | (1,782) | (1,426) |

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| | | |
|--|--------------|-----------|
| Accumulated other comprehensive loss | (28,599) | (17,404) |
| Total partners' capital | 1,806,570 | 1,841,928 |
| Noncontrolling interests: | | |
| Limited partners' interests in consolidated partnerships | 34,516 | 19,206 |
| Total noncontrolling interests | 34,516 | 19,206 |
| Total capital | 1,841,086 | 1,861,134 |
| Total liabilities and capital | \$ 4,035,551 | 3,913,516 |
| See accompanying notes to consolidated financial statements. | | |

8

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

| | Three months ended March 31, | |
|--|---------------------------------|---------|
| | 2014 | 2013 |
| Revenues: | | |
| Minimum rent | \$ 94,536 | 86,146 |
| Percentage rent | 1,384 | 1,544 |
| Recoveries from tenants and other income | 31,041 | 25,927 |
| Management, transaction, and other fees | 6,319 | 6,761 |
| Total revenues | 133,280 | 120,378 |
| Operating expenses: | | |
| Depreciation and amortization | 37,905 | 31,118 |
| Operating and maintenance | 20,505 | 17,141 |
| General and administrative | 14,198 | 17,975 |
| Real estate taxes | 14,799 | 13,231 |
| Other expenses | 2,173 | 1,517 |
| Total operating expenses | 89,580 | 80,982 |
| Other expense (income): | | |
| Interest expense, net of interest income of \$216 and \$459 for the three months ended March 31, 2014 and 2013, respectively | 27,134 | 27,832 |
| Provision for impairment | 225 | — |
| Net investment income from deferred compensation plan, including unrealized loss (gains) of \$107 and (\$831) for the three months ended March 31, 2014 and 2013, respectively | (192) | (1,071) |
| Total other expense | 27,167 | 26,761 |
| Income before equity in income of investments in real estate partnerships | 16,533 | 12,635 |
| Equity in income of investments in real estate partnerships | 7,808 | 5,876 |
| Income from continuing operations | 24,341 | 18,511 |
| Discontinued operations, net: | | |
| Operating income | — | 2,623 |
| Income from discontinued operations | — | 2,623 |
| Income before gain on sale of real estate | 24,341 | 21,134 |
| Gain on sale of real estate | 715 | — |
| Net income | 25,056 | 21,134 |
| Noncontrolling interests: | | |
| Limited partners' interests in consolidated partnerships | (359) | (275) |
| Income attributable to noncontrolling interests | (359) | (275) |
| Net income attributable to the Partnership | 24,697 | 20,859 |
| Preferred unit distributions | (5,266) | (5,266) |
| Net income attributable to common unit holders | \$ 19,431 | 15,593 |
| Income per common unit - basic: | | |
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common unit holders | \$ 0.21 | 0.17 |
| Income per common unit - diluted: | | |
| Continuing operations | \$ 0.21 | 0.14 |

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| | | |
|--|---------|------|
| Discontinued operations | — | 0.03 |
| Net income attributable to common unit holders | \$ 0.21 | 0.17 |
| See accompanying notes to consolidated financial statements. | | |

9

REGENCY CENTERS, L.P.

Consolidated Statements of Comprehensive Income

(in thousands)

(unaudited)

| | Three months ended March 31, | |
|---|---------------------------------|--------|
| | 2014 | 2013 |
| Net income | \$ 25,056 | 21,134 |
| Other comprehensive income (loss): | | |
| Loss on settlement of derivative instruments: | | |
| Amortization of loss on settlement of derivative instruments recognized in net income | 2,367 | 2,367 |
| Effective portion of change in fair value of derivative instruments: | | |
| Effective portion of change in fair value of derivative instruments | (13,800) | 3,372 |
| Less: reclassification adjustment for change in fair value of derivative instruments included in net income | 152 | 8 |
| Other comprehensive (loss) income | (11,281) | 5,747 |
| Comprehensive income | 13,775 | 26,881 |
| Less: comprehensive income (loss) attributable to noncontrolling interests: | | |
| Net income attributable to noncontrolling interests | 359 | 275 |
| Other comprehensive income (loss) attributable to noncontrolling interests | (66) | 4 |
| Comprehensive income attributable to noncontrolling interests | 293 | 279 |
| Comprehensive income attributable to the Partnership | \$ 13,482 | 26,602 |
| See accompanying notes to consolidated financial statements. | | |

REGENCY CENTERS, L.P.

Consolidated Statements of Capital

For the three months ended March 31, 2014 and 2013

(in thousands)

(unaudited)

| | Preferred Units | General Partner Preferred and Common Units | Limited Partners | Accumulated Other Comprehensive Loss | Total Partners' Capital | Noncontrolling Interests in Limited Partner Interest in Consolidated Partnerships | Total Capital |
|--|--------------------|---|---------------------|---|-------------------------------|--|------------------|
| Balance at December 31, 2012 | \$— | 1,788,480 | (1,153) | (57,715) | 1,729,612 | 16,299 | 1,745,911 |
| Net income | — | 20,820 | 39 | — | 20,859 | 275 | 21,134 |
| Other comprehensive income (loss) | — | — | 11 | 5,732 | 5,743 | 4 | 5,747 |
| Distributions to partners | — | (41,576) | (90) | — | (41,666) | (2,483) | (44,149) |
| Preferred unit distributions | — | (5,266) | — | — | (5,266) | — | (5,266) |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | — | 3,355 | — | — | 3,355 | — | 3,355 |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases | — | 48,964 | — | — | 48,964 | — | 48,964 |
| Balance at March 31, 2013 | — | 1,814,777 | (1,193) | (51,983) | 1,761,601 | 14,095 | 1,775,696 |
| Balance at December 31, 2013 | — | 1,860,758 | (1,426) | (17,404) | 1,841,928 | 19,206 | 1,861,134 |
| Net income | — | 24,655 | 42 | — | 24,697 | 359 | 25,056 |
| Other comprehensive income | — | — | (20) | (11,195) | (11,215) | (66) | (11,281) |
| Contributions from partners | — | — | — | — | — | 15,443 | 15,443 |
| Distributions to partners | — | (43,260) | (78) | — | (43,338) | (426) | (43,764) |
| Redemption of preferred units | — | — | (300) | — | (300) | — | (300) |
| Preferred unit distributions | — | (5,266) | — | — | (5,266) | — | (5,266) |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | — | 2,915 | — | — | 2,915 | — | 2,915 |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases | — | (2,851) | — | — | (2,851) | — | (2,851) |
| Balance at March 31, 2014 | \$— | 1,836,951 | (1,782) | (28,599) | 1,806,570 | 34,516 | 1,841,086 |

See accompanying notes to consolidated financial statements.

REGENCY CENTERS, L.P.

Consolidated Statements of Cash Flows

For the three months ended March 31, 2014 and 2013

(in thousands)

(unaudited)

| | 2014 | 2013 |
|--|-----------|----------|
| Cash flows from operating activities: | | |
| Net income | \$ 25,056 | 21,134 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 37,905 | 32,764 |
| Amortization of deferred loan cost and debt premium | 2,889 | 3,087 |
| Accretion of above and below market lease intangibles, net | (861) | (510) |
| Stock-based compensation, net of capitalization | 2,272 | 3,024 |
| Equity in income of investments in real estate partnerships | (7,808) | (5,876) |
| Net gain on sale of properties | (715) | — |
| Provision for impairment | 225 | — |
| Distribution of earnings from operations of investments in real estate partnerships | 8,681 | 13,859 |
| Loss on derivative instruments | (5) | (5) |
| Deferred compensation expense | 200 | 1,079 |
| Realized and unrealized gains on trading securities held in trust | (201) | (1,079) |
| Changes in assets and liabilities: | | |
| Restricted cash | 328 | 382 |
| Accounts receivable | (6,740) | (2,689) |
| Straight-line rent receivables, net | (1,594) | (1,413) |
| Deferred leasing costs | (1,961) | (1,983) |
| Other assets | (1,952) | (1,383) |
| Accounts payable and other liabilities | (4,858) | (15,540) |
| Tenants' security and escrow deposits and prepaid rent | 1,403 | (3,569) |
| Net cash provided by operating activities | 52,264 | 41,282 |
| Cash flows from investing activities: | | |
| Acquisition of operating real estate | (78,943) | — |
| Development of real estate, including acquisition of land | (46,648) | (32,348) |
| Proceeds from sale of real estate investments | 4,472 | 96 |
| Collection of notes receivable | — | 4,024 |
| Investments in real estate partnerships | (1,771) | (4,060) |
| Distributions received from investments in real estate partnerships | 5,931 | 7,187 |
| Dividends on trading securities held in trust | 27 | 33 |
| Acquisition of securities | (1,797) | (7,039) |
| Proceeds from sale of securities | 1,676 | 2,019 |
| Net cash used in investing activities | (117,053) | (30,088) |
| Cash flows from financing activities: | | |
| Net proceeds from common units issued as a result of common stock issued by Parent Company | — | 51,608 |
| Proceeds from sale of treasury stock | — | 34 |
| Redemption of preferred partnership units | (300) | — |
| Distributions (to) from limited partners in consolidated partnerships, net | (426) | (2,483) |
| Distributions to partners | (43,025) | (41,380) |
| Distributions to preferred unit holders | (5,266) | — |
| Proceeds from unsecured credit facilities | 70,000 | 37,000 |

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| | | | |
|--|-----------|----------|---|
| Repayment of unsecured credit facilities | — | (62,000 |) |
| Proceeds from notes payable | — | 8,250 | |
| Scheduled principal payments | (1,719 |) (2,059 |) |
| Payment of loan costs | — | (111 |) |
| Net cash provided by (used in) financing activities | 19,264 | (11,141 |) |
| Net (decrease) increase in cash and cash equivalents | (45,525 |) 53 | |
| Cash and cash equivalents at beginning of the period | 80,684 | 22,349 | |
| Cash and cash equivalents at end of the period | \$ 35,159 | 22,402 | |

REGENCY CENTERS, L.P.

Consolidated Statements of Cash Flows

For the three months ended March 31, 2014, and 2013

(in thousands)

(unaudited)

| | 2014 | 2013 |
|--|------------|---------|
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest (net of capitalized interest of \$1,641 and \$1,062 in 2014 and 2013, respectively) | \$ 18,338 | 19,017 |
| Supplemental disclosure of non-cash transactions: | | |
| Preferred unit and stock distribution declared and not paid | \$ — | 5,266 |
| Real estate received through distribution in kind | \$ — | 7,700 |
| Mortgage loans assumed through distribution in kind | \$ — | 7,500 |
| Mortgage loans assumed for the acquisition of real estate, net of premiums | \$ 78,049 | — |
| Change in fair value of derivative instruments | \$ (13,648 |) 3,385 |
| Common stock issued for dividend reinvestment plan | \$ 313 | 288 |
| Stock-based compensation capitalized | \$ 696 | 391 |
| Contributions from limited partners in consolidated partnerships, net | \$ 58 | — |
| Initial fair value of non-controlling interest recorded at acquisition | \$ 15,385 | — |
| Common stock issued for dividend reinvestment in trust | \$ 189 | 153 |
| Contribution of stock awards into trust | \$ 1,440 | 1,068 |
| Distribution of stock held in trust | \$ 4 | 201 |
| See accompanying notes to consolidated financial statements. | | |

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

1. Organization and Principles of Consolidation

General

Regency Centers Corporation (the "Parent Company") began its operations as a Real Estate Investment Trust ("REIT") in 1993 and is the general partner of Regency Centers, L.P. (the "Operating Partnership"). The Parent Company currently owns approximately 99.8% of the outstanding common Partnership Units of the Operating Partnership. The Parent Company engages in the ownership, management, leasing, acquisition, and development of retail shopping centers through the Operating Partnership, and has no other assets or liabilities other than through its investment in the Operating Partnership. As of March 31, 2014, the Parent Company, the Operating Partnership and their controlled subsidiaries on a consolidated basis (the "Company" or "Regency") directly owned 206 retail shopping centers and held partial interests in an additional 126 retail shopping centers through investments in real estate partnerships (also referred to as "joint ventures" or "co-investment partnerships").

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

Reclassification and Immaterial Correction to Prior Period Financial Statements

Certain prior period amounts have been reclassified to conform to current period presentation. In addition, the Company has corrected the Consolidated Statements of Cash Flows related to the timing of payments for development activity that were not correctly reclassified to investing activity. The correction was a reclassification between cash flows from operating activities and cash flows from investing activities for the three months ended March 31, 2013. The correction resulted in an increase in cash flows from operating activities of \$2.0 million during the three months ended March 31, 2013, with a corresponding decrease in cash flow from investing activity during the same period, which the Company has concluded was not significant.

Recently Adopted Accounting Pronouncements

On January 1, 2014, the Company prospectively adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, and all sales will be recorded in accordance with the ASU. The amendments in the ASU change the requirements for reporting discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization's operations and financial results. In addition, the new guidance requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

2. Real Estate Investments

The following table details the shopping centers acquired or land acquired for development during the three months ended March 31, 2014 (in thousands). There were no shopping centers acquired during the three months ended March 31, 2013.

| Date Purchased | Property Name | City/State | Property Type | Ownership | Purchase Price | Debt | | |
|-----------------------------|------------------------------------|---------------|---------------|-----------|----------------|--------------------------|-------------------|------------------------|
| | | | | | | Assumed, Net of Premiums | Intangible Assets | Intangible Liabilities |
| 1/31/14 | Persimmon Place | Dublin, CA | Development | 100% | \$14,200 | — | — | — |
| 2/14/14 | Shops at Mira Vista | Austin, TX | Operating | 100% | \$22,500 | 319 | 2,329 | 291 |
| 3/7/14 | Fairfield Portfolio ⁽¹⁾ | Fairfield, CT | Operating | 80% | \$149,344 | 77,730 | 12,593 | 5,634 |
| Total property acquisitions | | | | | \$186,044 | 78,049 | 14,922 | 5,925 |

⁽¹⁾ On March 7, 2014, the Company acquired an 80% controlling interest in the Fairfield Portfolio and paid \$56.6 million for its pro-rata share of the acquisition, net of debt and other liabilities assumed. As a result of consolidation, the Company recorded the non-controlling interest of approximately \$15.4 million at fair value. The portfolio consists of three operating properties located in Fairfield, CT.

3. Property Dispositions

Dispositions

The following table provides a summary of shopping centers and land out-parcels disposed of during the three months ended March 31, 2014 (in thousands). There were no shopping centers disposed of during the three months ended March 31, 2013.

| | |
|---|----------|
| Net proceeds from sale of real estate investments | 2014 |
| | \$ 4,472 |
| Net gain on sale of properties | \$ 715 |
| Number of operating properties sold | 1 |
| Number of land out-parcels sold | 2 |
| Percent interest sold | 100% |

As a result of adopting ASU No. 2014-08, there were no discontinued operations for three months ended March 31, 2014. The following table provides a summary of revenues and expenses from properties included in discontinued operations for the three months ended March 31, 2013 (in thousands).

| | |
|--------------------|------------------------------|
| | Three months ended March 31, |
| | 2013 |
| Revenues | \$ 5,731 |
| Operating expenses | 3,108 |

| | |
|---|----------|
| Operating income from discontinued operations | \$ 2,623 |
|---|----------|

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

4. Income Taxes

Income tax expense (benefit) is separately presented in the accompanying Consolidated Statement of Operations, if the related income is from continuing operations, or is included in operating income from discontinued operations, if from discontinued operations. There was no income tax expense (benefit) for the three months ended March 31, 2014 and 2013.

5. Notes Payable and Unsecured Credit Facilities

The Company's debt outstanding as of March 31, 2014 and December 31, 2013 consists of the following (in thousands):

| | 2014 | 2013 |
|-----------------------------------|--------------|-----------|
| Notes payable: | | |
| Fixed rate mortgage loans | \$ 520,134 | 444,245 |
| Variable rate mortgage loans | 37,100 | 37,100 |
| Fixed rate unsecured loans | 1,298,456 | 1,298,352 |
| Total notes payable | 1,855,690 | 1,779,697 |
| Unsecured credit facilities | | |
| Line of Credit | 70,000 | — |
| Term Loan | 75,000 | 75,000 |
| Total unsecured credit facilities | 145,000 | 75,000 |
| Total debt outstanding | \$ 2,000,690 | 1,854,697 |

Significant loan activity since December 31, 2013, excluding scheduled principal payments, includes:

On March 7, 2014, the Company assumed debt of \$78.0 million, net of premiums, related to property acquisitions.

The Company borrowed \$70.0 million on its \$800.0 million Line of Credit (the "Line") to fund acquisitions and development costs during the quarter.

As of March 31, 2014, scheduled principal payments and maturities on notes payable were as follows (in thousands):

| Scheduled Principal Payments and Maturities by Year: | Scheduled Principal Payments | Mortgage Loan Maturities | Unsecured Maturities ⁽¹⁾ | Total |
|--|------------------------------|--------------------------|-------------------------------------|-----------|
| 2014 | \$ 5,741 | 15,538 | 150,000 | 171,279 |
| 2015 | 6,358 | 82,685 | 350,000 | 439,043 |
| 2016 | 5,867 | 41,421 | 145,000 | 192,288 |
| 2017 | 5,121 | 115,857 | 400,000 | 520,978 |
| 2018 | 4,165 | 57,358 | — | 61,523 |
| Beyond 5 Years | 17,224 | 190,301 | 400,000 | 607,525 |
| Unamortized debt premiums (discounts), net | — | 9,598 | (1,544) | 8,054 |
| Total | \$ 44,476 | 512,758 | 1,443,456 | 2,000,690 |

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

On April 15, 2014, the Company repaid \$150 million of unsecured maturing debt using proceeds from the Line.

The Company believes it was in compliance as of March 31, 2014 with the financial and other covenants under its unsecured public debt and unsecured credit facilities.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

6. Derivative Financial Instruments

The following table summarizes the terms and fair values of the Company's derivative financial instruments, as well as their classification on the Consolidated Balance Sheets, as of March 31, 2014 and December 31, 2013 (in thousands):

| Effective Date | Maturity Date | Early Termination Date ⁽¹⁾ | Notional Amount | Bank Pays Variable Rate of | Regency Pays Fixed Rate of | Fair Value Assets ⁽²⁾ | | Liabilities ⁽²⁾ | |
|--|---------------|---------------------------------------|-----------------|----------------------------|----------------------------|----------------------------------|--------|----------------------------|-------|
| | | | | | | 2014 | 2013 | 2014 | 2013 |
| 10/1/11 | 9/1/14 | N/A | \$ 9,000 | 1 Month LIBOR | 0.760% | \$ — | — | \$ (23) | (34) |
| 10/16/13 | 10/16/20 | N/A | 28,100 | 1 Month LIBOR | 2.196% | — | 82 | (199) | — |
| 4/15/14 | 4/15/24 | 10/15/14 | 35,000 | 3 Month LIBOR | 2.873% | — | 1,036 | (107) | — |
| 4/15/14 | 4/15/24 | 10/15/14 | 60,000 | 3 Month LIBOR | 2.864% | — | 1,821 | (137) | — |
| 4/15/14 | 4/15/24 | 10/15/14 | 75,000 | 3 Month LIBOR | 2.087% | 5,094 | 7,476 | — | — |
| 4/15/14 | 4/15/24 | 10/15/14 | 50,000 | 3 Month LIBOR | 2.088% | 3,391 | 4,978 | — | — |
| 8/1/15 | 8/1/25 | 2/1/16 | 75,000 | 3 Month LIBOR | 2.479% | 5,862 | 8,516 | — | — |
| 8/1/15 | 8/1/25 | 2/1/16 | 50,000 | 3 Month LIBOR | 2.479% | 3,906 | 5,670 | — | — |
| 8/1/15 | 8/1/25 | 2/1/16 | 50,000 | 3 Month LIBOR | 2.479% | 3,898 | 5,658 | — | — |
| 8/1/15 | 8/1/25 | 2/1/16 | 45,000 | 3 Month LIBOR | 3.411% | — | — | (127) | — |
| Total derivative financial instruments | | | | | | \$ 22,151 | 35,237 | (593) | (34) |

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

⁽²⁾ Derivatives in an asset position are included within Other Assets in the accompanying Consolidated Balance Sheets, while those in a liability position are included within Accounts Payable and Other Liabilities.

These derivative financial instruments are all interest rate swaps, which are designated and qualify as cash flow hedges. The Company does not use derivatives for trading or speculative purposes and currently does not have any derivatives that are not designated as hedges. The Company has master netting agreements, however the Company does not have multiple derivatives subject to a single master netting agreement with the same counterparties. Therefore, none are offset in the accompanying Consolidated Balance Sheet.

The Company expects to issue new debt in 2014 and 2015. In order to mitigate the risk of interest rates rising before new borrowings are obtained, the Company entered into \$440 million of forward starting interest rate swaps for the new debt expected to be issued in 2014 and 2015. These interest rate swaps lock in the 10-year treasury rate and swap spread at a weighted average fixed rate of 2.55%. A current market based credit spread applicable to Regency will be

added to the locked in fixed rate at time of issuance that will determine the final bond yield.

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

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.
Notes to Consolidated Financial Statements
March 31, 2014

The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements for the three months ended March 31, 2014 and 2013 (in thousands):

| Derivatives in FASB ASC Topic 815 Cash Flow Hedging Relationships: | Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion) | | Location and Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | | Location and Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) | | | |
|---|--|-------|--|------------|--|-------------------|-----|---|
| | Three months ended March 31, 2014 | | Three months ended March 31, 2013 | | Three months ended March 31, 2014 | | | |
| Interest rate swaps | \$(13,800) | 3,372 | Interest expense | \$(2,474) | (2,366) | Other expenses | \$— | — |

As of March 31, 2014, the Company expects \$14.0 million of deferred losses on derivative instruments accumulated in other comprehensive income to be reclassified into earnings during the next 12 months, of which \$8.9 million is related to previously settled swaps.

7. Fair Value Measurements

(a) Disclosure of Fair Value of Financial Instruments

All financial instruments of the Company are reflected in the accompanying Consolidated Balance Sheets at amounts which, in management's estimation, reasonably approximate their fair values, except for the following as of March 31, 2014 and December 31, 2013 (in thousands):

| | 2014 | | 2013 | |
|-----------------------------|-----------------|------------|-----------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Notes receivable | \$ 11,938 | 11,600 | \$ 11,960 | 11,600 |
| Financial liabilities: | | | | |
| Notes payable | \$ 1,855,690 | 2,020,500 | \$ 1,779,697 | 1,936,400 |
| Unsecured credit facilities | \$ 145,000 | 145,330 | \$ 75,000 | 75,400 |

The table above reflects carrying amounts in the accompanying Consolidated Balance Sheets under the indicated captions. The above fair values represent the amounts that would be received from selling those assets or that would be paid to transfer those liabilities in an orderly transaction between market participants as of March 31, 2014 and December 31, 2013. These fair value measurements maximize the use of observable inputs. However, in situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value measurement reflects the Company's own judgments about the assumptions that market participants would use in pricing the asset or liability.

The Company develops its judgments based on the best information available at the measurement date, including expected cash flows, appropriately risk-adjusted discount rates, and available observable and unobservable inputs.

Service providers involved in fair value measurements are evaluated for competency and qualifications on an ongoing basis. The Company's valuation policies and procedures are determined by its Finance Group, which reports to the Chief Financial Officer, and the results of material fair value measurements are discussed with the Audit Committee of the Board of Directors on a quarterly basis. As considerable judgment is often necessary to estimate the fair value of these financial instruments, the fair values presented above are not necessarily indicative of amounts that will be realized upon disposition of the financial instruments.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

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

Notes Receivable

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

Notes Payable

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

Unsecured Credit Facilities

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

As of March 31, 2014 and December 31, 2013, the following interest rate ranges were used by the Company to estimate the fair value of its financial instruments:

| | 2014 | | 2013 | |
|-----------------------------|------|------|------|------|
| | Low | High | Low | High |
| Notes receivable | 7.7% | 7.7% | 7.8% | 7.8% |
| Notes payable | 2.8% | 3.1% | 3.0% | 3.5% |
| Unsecured credit facilities | 1.4% | 1.4% | 1.4% | 1.4% |

(b) Fair Value Measurements

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

Trading Securities Held in Trust

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

Interest Rate Derivatives

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

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by the

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

Company and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its interest rate swaps. As a result, the Company determined that its interest rate swaps valuation in its entirety is classified in Level 2 of the fair value hierarchy.

The following tables present the placement in the fair value hierarchy of assets and liabilities that are measured at fair value on a recurring basis as of March 31, 2014 and December 31, 2013 (in thousands):

Fair Value Measurements as of March 31, 2014

| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|----------------------------------|-----------|--|--|--|
| Assets | | | | |
| Trading securities held in trust | \$ 26,976 | 26,976 | — | — |
| Interest rate derivatives | 22,151 | — | 22,151 | — |
| Total | \$ 49,127 | 26,976 | 22,151 | — |

Liabilities

| | | | | |
|---------------------------|---------|-----|------|-----|
| Interest rate derivatives | \$ (593 |) — | (593 |) — |
|---------------------------|---------|-----|------|-----|

Fair Value Measurements as of December 31, 2013

| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|----------------------------------|-----------|--|--|--|
| Assets | | | | |
| Trading securities held in trust | \$ 26,681 | 26,681 | — | — |
| Interest rate derivatives | 35,237 | — | 35,237 | — |
| Total | \$ 61,918 | 26,681 | 35,237 | — |

Liabilities

| | | | | |
|---------------------------|--------|-----|-----|-----|
| Interest rate derivatives | \$ (34 |) — | (34 |) — |
|---------------------------|--------|-----|-----|-----|

The following tables present assets that were measured at fair value on a nonrecurring basis as of March 31, 2014 and December 31, 2013 (in thousands):

Fair Value Measurements as of March 31, 2014

| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Gains (Losses) |
|---------------------------------|----------|---|---|--|-------------------------|
| Assets | | | | | |
| Long-lived assets held and used | | | | | |
| Land | \$ 1,597 | — | — | 1,597 | (225) |

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

Fair Value Measurements as of December 31, 2013

| Assets | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Gains (Losses) |
|--------------------------------------|----------|---|---|--|-------------------------|
| Long-lived assets held and used | | | | | |
| Operating and development properties | \$ 4,686 | — | — | 4,686 | (6,000) |

Long-lived assets held and used are comprised primarily of real estate. During the three months ended March 31, 2014, the Company recognized a \$225,000 impairment on three parcels of land.

During the year ended December 31, 2013, the Company recognized a \$6 million impairment on a single operating property as a result of an unoccupied anchor declaring bankruptcy, and the inability of the Company, thus far, to re-lease the anchor space.

Fair value for the long-lived assets held and used measured using Level 3 inputs was determined through the use of an income approach. The income approach estimates an income stream for a property (typically 10 years) and discounts this income plus a reversion (presumed sale) into a present value at a risk adjusted rate. Yield rates and growth assumptions utilized in this approach are derived from property specific information, market transactions, and other financial and industry data. The terminal cap rate and discount rate are significant inputs to this valuation. The fair value of real estate measured as of March 31, 2014, is based on the anticipated sales price of the land. The following are the key inputs used in determining the fair value of real estate measured using Level 3 inputs as of December 31, 2013:

| | 2013 | |
|---------------------|------|---|
| Direct cap rates | 8.0 | % |
| Rental growth rates | 0.0 | % |
| Discount rates | 9.0 | % |
| Terminal cap rates | 8.5 | % |

Changes in these inputs could result in a significant change in the valuation of the real estate and a change in the impairment loss recognized during the period.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.
Notes to Consolidated Financial Statements
March 31, 2014

8. Equity and Capital

Common Stock of the Parent Company

Issuances:

In March 2014, the Parent Company filed a prospectus supplement with the Securities and Exchange Commission with respect to a new ATM equity offering program, ending the prior program established in August 2013. The March 2014 program has similar terms and conditions as the August 2013 program and authorizes the Parent Company to sell up to \$200 million of common stock at prices determined by the market at the time of sale. As of March 31, 2014, \$200 million in common stock remained available for issuance under this ATM equity program.

There were no shares issued under the ATM equity programs for the three months ended March 31, 2014. The following shares were issued under the ATM equity programs during the three months ended March 31, 2013 (in thousands, except price per share data):

| | |
|----------------------------------|-----------|
| | 2013 |
| Shares issued | 996 |
| Weighted average price per share | \$ 52.62 |
| Total proceeds | \$ 52,398 |
| Commissions | \$ 787 |
| Issuance costs | \$ 3 |

Common Units of the Operating Partnership

Issuances:

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

Accumulated Other Comprehensive Loss

The following tables present changes in the balances of each component of accumulated other comprehensive loss for the three months ended March 31, 2014 and 2013 (in thousands):

| | Three months ended March 31, 2014 | | |
|--|---|--|--|
| | Loss on Settlement of Derivative Instruments | Fair Value of Derivative Instruments | Accumulated Other Comprehensive Income (Loss) |
| Beginning balance at December 31, 2013 | \$ (52,542 |) 35,138 | (17,404) |
| Net loss on cash flow derivative instruments | — | (13,669 |) (13,669) |
| Amounts reclassified from other comprehensive income | 2,362 | 112 | 2,474 |
| Current period other comprehensive income, net | 2,362 | (13,557 |) (11,195) |
| Ending balance at March 31, 2014 | \$ (50,180 |) 21,581 | (28,599) |

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

| | Three months ended March 31, 2013 | | |
|--|--|--------------------------------------|---|
| | Loss on Settlement of Derivative Instruments | Fair Value of Derivative Instruments | Accumulated Other Comprehensive Income (Loss) |
| Beginning balance at December 31, 2012 | \$ (61,991) | 4,276 | (57,715) |
| Net gain on cash flow derivative instruments | — | 3,366 | 3,366 |
| Amounts reclassified from other comprehensive income | 2,362 | 4 | 2,366 |
| Current period other comprehensive income, net | 2,362 | 3,370 | 5,732 |
| Ending balance at March 31, 2013 | \$ (59,629) | 7,646 | (51,983) |

The following represents amounts reclassified out of accumulated other comprehensive loss into earnings during the three months ended March 31, 2014 and 2013, respectively (in thousands):

| Details about Accumulated Other Comprehensive Loss Components | Amount Reclassified from Accumulated Other Comprehensive Loss | | Affected Line Item in the Statement of Operations |
|---|---|-----------------------------------|---|
| | Three months ended March 31, 2014 | Three months ended March 31, 2013 | |
| Loss on cash flow hedges | | | |
| Interest rate derivative contracts | \$ (2,474) | (2,366) | Interest expense |

9. Stock-Based Compensation

The Company recorded stock-based compensation in general and administrative expenses in the accompanying Consolidated Statements of Operations, the components of which are further described below for the three months ended March 31, 2014 and 2013 (in thousands):

| | Three months ended March 31, | |
|---|------------------------------|--------|
| | 2014 | 2013 |
| Restricted stock ⁽¹⁾ | \$ 2,916 | 3,356 |
| Directors' fees paid in common stock ⁽¹⁾ | 52 | 59 |
| Capitalized stock-based compensation ⁽²⁾ | (696) | (391) |
| Stock-based compensation, net of capitalization | \$ 2,272 | 3,024 |

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

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

During 2014, the Company granted 238,941 shares of restricted stock with a weighted-average grant-date fair value of \$47.79 per share.

10. Non-Qualified Deferred Compensation Plan

The Company maintains a non-qualified deferred compensation plan ("NQDCP") which allows select employees and directors to defer part or all of their salary, cash bonus, and restricted stock awards. All contributions into the participants' accounts are fully vested upon contribution to the NQDCP and are deposited into a Rabbi trust. The participants' deferred compensation liability is included within accounts payable and other liabilities in the accompanying Consolidated Balance Sheets and was \$26.4 million and \$26.1 million at March 31, 2014 and December 31, 2013, respectively.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

11. Earnings per Share and Unit

Parent Company Earnings per Share

The following summarizes the calculation of basic and diluted earnings per share for the periods ended March 31, 2014 and 2013, respectively (in thousands except per share data):

| | Three months ended March 31, | |
|--|------------------------------|--------|
| | 2014 | 2013 |
| Numerator: | | |
| Continuing Operations | | |
| Income from continuing operations | \$ 24,341 | 18,511 |
| Gain on sale of real estate | 715 | — |
| Less: income (loss) attributable to noncontrolling interests | 401 | 309 |
| Income from continuing operations attributable to the Company | 24,655 | 18,202 |
| Less: preferred stock dividends | 5,266 | 5,266 |
| Less: dividends paid on unvested restricted stock | 197 | 216 |
| Income from continuing operations attributable to common stockholders - basic | 19,192 | 12,720 |
| Add: dividends paid on Treasury Method restricted stock | 11 | 28 |
| Income from continuing operations attributable to common stockholders - diluted | 19,203 | 12,748 |
| Discontinued Operations | | |
| Income from discontinued operations | — | 2,623 |
| Less: income from discontinued operations attributable to noncontrolling interests | — | 5 |
| Income from discontinued operations attributable to the Company | — | 2,618 |
| Net Income | | |
| Net income attributable to common stockholders - basic | 19,192 | 15,338 |
| Net income attributable to common stockholders - diluted | \$ 19,203 | 15,366 |
| Denominator: | | |
| Weighted average common shares outstanding for basic EPS | 92,167 | 90,290 |
| Incremental shares to be issued under unvested restricted stock | 24 | 61 |
| Weighted average common shares outstanding for diluted EPS | 92,191 | 90,351 |
| Income per common share – basic | | |
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common stockholders | \$ 0.21 | 0.17 |
| Income per common share – diluted | | |
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common stockholders | \$ 0.21 | 0.17 |

Income allocated to noncontrolling interests of the Operating Partnership has been excluded from the numerator and exchangeable Operating Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average exchangeable Operating Partnership units outstanding for the three months ended March 31, 2014 and 2013 were 160,281 and 177,164, respectively.

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

Operating Partnership Earnings per Unit

The following summarizes the calculation of basic and diluted earnings per unit for the periods ended March 31, 2014 and 2013, respectively (in thousands except per unit data):

| | Three months ended March 31, | |
|--|------------------------------|--------|
| | 2014 | 2013 |
| Numerator: | | |
| Continuing Operations | | |
| Income from continuing operations | \$ 24,341 | 18,511 |
| Gain on sale of real estate | 715 | — |
| Less: income attributable to noncontrolling interests | 359 | 270 |
| Income from continuing operations attributable to the Partnership | 24,697 | 18,241 |
| Less: preferred unit distributions | 5,266 | 5,266 |
| Less: dividends paid on unvested restricted units | 197 | 216 |
| Income from continuing operations attributable to common unit holders - basic | 19,234 | 12,759 |
| Add: dividends paid on Treasury Method restricted units | 11 | 28 |
| Income from continuing operations attributable to common unit holders - diluted | 19,245 | 12,787 |
| Discontinued Operations | | |
| Income from discontinued operations | — | 2,623 |
| Less: income from discontinued operations attributable to noncontrolling interests | — | 5 |
| Income from discontinued operations attributable to the Partnership | — | 2,618 |
| Net Income | | |
| Net income attributable to common unit holders - basic | 19,234 | 15,377 |
| Net income attributable to common unit holders - diluted | \$ 19,245 | 15,405 |
| Denominator: | | |
| Weighted average common units outstanding for basic EPU | 92,168 | 90,289 |
| Incremental units to be issued under unvested restricted stock | 24 | 60 |
| Weighted average common units outstanding for diluted EPU | 92,192 | 90,349 |
| Income per common unit – basic | | |
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common unit holders | \$ 0.21 | 0.17 |
| Income per common unit – diluted | | |
| Continuing operations | \$ 0.21 | 0.14 |
| Discontinued operations | — | 0.03 |
| Net income attributable to common unit holders | \$ 0.21 | 0.17 |

REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.

Notes to Consolidated Financial Statements

March 31, 2014

12. Commitments and Contingencies

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

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

The Company has the right to issue letters of credit under the Line up to an amount not to exceed \$80.0 million, which reduces the credit availability under the Line. The Company also has stand alone letters of credit with other banks. These letters of credit are primarily issued as collateral to facilitate the construction of development projects. As of March 31, 2014 and December 31, 2013, the Company had \$19.3 million letters of credit outstanding.

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

Forward-Looking Statements

In addition to historical information, the following information contains forward-looking statements as defined under federal securities laws. These forward-looking statements include statements about anticipated changes in our revenues, the size of our development and redevelopment program, earnings per share and unit, returns and portfolio value, and expectations about our liquidity. These statements are based on current expectations, estimates and projections about the real estate industry and markets in which the Company operates, and management's beliefs and assumptions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include, but are not limited to, changes in national and local economic conditions; financial difficulties of tenants; competitive market conditions, including timing and pricing of acquisitions and sales of properties and building pads ("out-parcels"); changes in leasing activity and market rents; timing of development starts; meeting development schedules; natural disasters in geographic areas in which we operate; cost of environmental remediation; our inability to exercise voting control over the co-investment partnerships through which we own many of our properties; and technology disruptions. For additional information, see "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2013. The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto of Regency Centers Corporation and Regency Centers, L.P. appearing elsewhere herein. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or uncertainties after the date hereof or to reflect the occurrence of uncertain events.

Overview of Our Strategy

Regency Centers Corporation began its operations as a REIT in 1993 and is the managing general partner of Regency Centers, L.P. We endeavor to be a preeminent, best-in-class grocery-anchored shopping center company, distinguished by total shareholder return and per share growth in Core Funds from Operations ("Core FFO") and Net Asset Value ("NAV"). We work to achieve these goals through:

- reliable growth in net operating income ("NOI") from a high-quality, growing portfolio of thriving, neighborhood and community shopping centers;
- disciplined value-add development and redevelopment activities that profitably create and enhance high-quality shopping centers;
- a conservative balance sheet and track record of accessing capital in a cost effective manner to withstand market volatility and to efficiently fund investments; and,
- an engaged and talented team of people reflecting our culture.

All of our operating, investing, and financing activities are performed through the Operating Partnership, its wholly-owned subsidiaries, and through its co-investment partnerships. The Parent Company currently owns approximately 99.8% of the outstanding common partnership units of the Operating Partnership.

As of March 31, 2014, we directly owned 206 shopping centers (the "Consolidated Properties") located in 24 states representing 23.1 million square feet of gross leasable area ("GLA"). Through co-investment partnerships, we own partial ownership interests in 126 shopping centers (the "Unconsolidated Properties") located in 23 states and the District of Columbia representing 15.5 million square feet of GLA.

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

these same types of tenants. We experience growth in revenues by increasing occupancy and rental rates in our existing shopping centers and by acquiring and developing new shopping centers. As of March 31, 2014, our Consolidated Properties were 94.3% leased, as compared to 93.9% as of March 31, 2013 and 94.5% as of December 31, 2013.

We grow our shopping center portfolio through acquisitions of operating centers and new shopping center development. We will continue to use our development capabilities, market presence, and anchor relationships to invest in value-added new developments and redevelopments of existing centers. Development serves the growth needs of our anchors and retailers, resulting in high-quality shopping centers with long-term anchor leases that produce attractive returns on our invested capital and we generally have an executed lease from the anchor tenant before we start construction. The development process typically requires two to three years once construction has commenced, but can vary subject to the size and complexity of the project. We fund our acquisition and development activity from various capital sources including property sales, equity offerings, and new debt.

Co-investment partnerships provide us with an additional capital source for shopping center acquisitions, developments, and redevelopments, as well as the opportunity to earn fees for asset management, property management, and other investing and financing services. As an asset manager, we are engaged by our partners to apply similar operating, investment, and capital strategies to the portfolios owned by the co-investment partnerships as those applied to the portfolio that we wholly-own.

Shopping Center Portfolio

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

| | March 31, 2014 | December 31, 2013 |
|---|-------------------|----------------------|
| Number of Properties | 206 | 202 |
| Properties in Development | 7 | 6 |
| Gross Leasable Area | 23,092 | 22,472 |
| % Leased – Operating and Development | 94.3% | 94.5% |
| % Leased – Operating | 94.9% | 95.0% |
| Weighted average annual effective rent per square foot ⁽¹⁾ | \$ 17.86 | 17.40 |

⁽¹⁾ Net of tenant concessions.

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

| | March 31, 2014 | December 31, 2013 |
|---|-------------------|----------------------|
| Number of Properties | 126 | 126 |
| Gross Leasable Area | 15,527 | 15,508 |
| % Leased – Operating | 95.9% | 96.2% |
| Weighted average annual effective rent per square foot ⁽¹⁾ | \$ 17.94 | 17.34 |

⁽¹⁾ Net of tenant concessions.

The following table summarizes leasing activity for the three months ended March 31, 2014 and 2013, including Regency's pro-rata share of activity within the portfolio of our co-investment partnerships:

| | 2014 | | | 2013 | | |
|----------------------|-------------------------|-----------------------|----------------|-----------------------------|-----------------------------|--|
| | Leasing Transactions | SFT (in thousands) | Base Rent / SF | Tenant Improvements / SF | Leasing Commissions / SF | |
| New leases | 107 | 506 | \$ 17.99 | \$ 5.89 | \$ 7.13 | |
| Renewals | 159 | 386 | \$ 22.61 | \$ 0.66 | \$ 2.58 | |
| Total ⁽¹⁾ | 266 | 892 | \$ 19.99 | \$ 3.63 | \$ 5.16 | |
| | 2013 | | | | | |
| | Leasing Transactions | SFT (in thousands) | Base Rent / SF | Tenant Improvements / SF | Leasing Commissions / SF | |
| New leases | 100 | 194 | \$ 23.57 | \$ 6.70 | \$ 9.55 | |
| Renewals | 228 | 505 | \$ 24.21 | \$ 0.35 | \$ 2.56 | |
| Total ⁽¹⁾ | 328 | 699 | \$ 24.03 | \$ 2.11 | \$ 4.50 | |

⁽¹⁾ Totals for base rent, tenant improvements, and leasing commissions reflect the weighted average per square foot.

We seek to reduce our operating and leasing risks through geographic diversification, avoiding dependence on any single property, market, or tenant, and owning a portion of our shopping centers through co-investment partnerships. The

28

following table summarizes our three most significant tenants, each of which is a grocery tenant, occupying our shopping centers at March 31, 2014:

| Grocery Anchor | Number of Stores ⁽¹⁾ | Percentage of Company-owned GLA ⁽²⁾ | Percentage of Annualized Base Rent ⁽²⁾ |
|----------------|---------------------------------|--|---|
| Kroger | 55 | 8.5% | 4.5% |
| Publix | 50 | 6.9% | 4.1% |
| Safeway | 45 | 4.3% | 2.5% |

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

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

In March 2014, Safeway and Albertsons announced a definitive agreement to merge. In addition to the number of stores leased by Safeway noted above, we have 11 stores with Albertsons, representing 1% of annualized base rent. There is the possibility that store closures could occur at either of the grocery chains as a result of the merger.

Although base rent is supported by long-term lease contracts, tenants who file bankruptcy may have the legal right to reject any or all of their leases and close related stores. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a significant reduction in our revenues. We monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants operating retail formats that are experiencing significant changes in competition, business practice, and store closings in other locations.

Our management team devotes significant time to monitoring consumer preferences, shopping behaviors, and demographics to anticipate both challenges and opportunities in the changing retail industry that may affect our tenants. As a result of our findings, we may reduce new leasing, suspend leasing, or curtail the allowance for the construction of leasehold improvements within a certain retail category or to a specific retailer. We are not currently aware of the pending bankruptcy or announced store closings of any tenants in our shopping centers that would individually cause a material reduction in our revenues, and no tenant represents more than 5% of our annual base rent on a pro-rata basis.

Liquidity and Capital Resources

Our Parent Company has no capital commitments other than its guarantees of the commitments of our Operating Partnership. The Parent Company will from time to time access the capital markets for the purpose of issuing new equity and will simultaneously contribute all of the offering proceeds to the Operating Partnership in exchange for additional partnership units. All debt is issued by our Operating Partnership or by our co-investment partnerships. The following table represents the remaining available capacity under our ATM equity program and Line as of March 31, 2014 (in thousands):

| | March 31, 2014 |
|-----------------------------------|----------------|
| ATM equity program | |
| Total capacity | \$ 200,000 |
| Remaining capacity | \$ 200,000 |
| Line | |
| Total capacity | \$ 800,000 |
| Remaining capacity ⁽¹⁾ | \$ 710,700 |

Maturity ⁽²⁾

September 2016

(1) Net of letters of credit

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

29

The following table summarizes net cash flows related to operating, investing, and financing activities of the Company for the three months ended March 31, 2014 and 2013 (in thousands):

| | 2014 | 2013 | Change |
|--|------------|-----------|-----------|
| Net cash provided by operating activities | \$ 52,264 | 41,282 | 10,982 |
| Net cash used in investing activities | (117,053 |) (30,088 |) (86,965 |
| Net cash provided by (used in) financing activities | 19,264 | (11,141 |) 30,405 |
| Net (decrease) increase in cash and cash equivalents | \$ (45,525 |) 53 | (45,578 |
| Total cash and cash equivalents | \$ 35,159 | 22,402 | 12,757 |

Net cash provided by operating activities:

Net cash provided by operating activities during the three months ended March 31, 2014 was \$11.0 million more than the three months ended March 31, 2013 primarily due to higher net income and timing of cash receipts and payments within operating activities. We operate our business such that we expect net cash provided by operating activities will provide the necessary funds to pay our distributions to our common and preferred share and unit holders, which were \$48.3 million and \$41.4 million for the three months ended March 31, 2014 and 2013, respectively. Our dividend distribution policy is set by our Board of Directors who monitor our financial position. Our Board of Directors recently declared our common stock quarterly dividend of \$0.47 per share, payable on June 4, 2014. Future dividends will be declared at the discretion of our Board of Directors and will be subject to capital requirements and availability. We plan to continue paying an aggregate amount of distributions to our stock and unit holders that, at a minimum, meet the requirements to continue qualifying as a REIT for Federal income tax purposes.

Net cash used in investing activities:

Net cash used in investing activities during the three months ended March 31, 2014 increased by \$87.0 million compared to the three months ended March 31, 2013, primarily due to the acquisitions of shopping centers in 2014 and increased capital expenditures during 2014.

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

• We received proceeds of \$4.5 million from the sale of real estate investments, including one shopping center and two out-parcels;

• We paid \$78.9 million, net of debt assumed and other liabilities, for the acquisition of the 80% controlling interest in three shopping centers located in Fairfield, CT and one wholly-owned shopping center located in Austin, TX; and,

• We paid \$46.6 million for the development, redevelopment, improvement and leasing of our real estate properties as comprised of the following (in thousands):

| | Three months ended March 31, | | Change |
|---|------------------------------|--------|--------|
| | 2014 | 2013 | |
| Capital expenditures: | | | |
| Acquisition of land for development / redevelopment | \$ 13,435 | — | 13,435 |
| Building improvements and other | 4,956 | 5,812 | (856 |
| Tenant allowances | 1,139 | 1,373 | (234 |
| Redevelopment costs | 6,066 | 588 | 5,478 |
| Development costs | 14,233 | 19,627 | (5,394 |

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| | | | |
|--|-----------|--------|--------|
| Capitalized interest | 1,641 | 1,062 | 579 |
| Capitalized direct compensation | 5,178 | 3,886 | 1,292 |
| Real estate development and capital improvements | \$ 46,648 | 32,348 | 14,300 |

During the three months ended March 31, 2014, we acquired one land parcel for \$13.4 million compared to no land parcels acquired during the three months ended March 31, 2013.

The increase in redevelopment costs is primarily due to the timing of our redevelopment projects. The redevelopment costs were higher in the three months ended March 31, 2014 primarily due to two redevelopments that started after March 31, 2013.

At March 31, 2014, we had seven development projects that were either under construction or in lease up, compared to six such development projects at December 31, 2013. The following table details our development projects as of March 31, 2014 (in thousands, except cost per square foot):

| Property Name | Location | Start Date | Estimated /Actual Anchor Opening | Estimated Net Development Costs After Partner Participation (1) | Estimated Net Costs to Complete (1) | Company Owned GLA | Cost per square foot of GLA (1) |
|--------------------------|------------------|------------|----------------------------------|---|-------------------------------------|-------------------|---------------------------------|
| Shops at Erwin Mill | Durham, NC | Q1-12 | Nov-13 | \$14,593 | \$2,176 | 87 | \$168 |
| Juanita Tate Marketplace | Los Angeles, CA | Q2-13 | Apr-14 | 17,189 | 6,672 | 77 | 223 |
| Shops on Main | Schererville, IN | Q2-13 | March-14 | 38,792 | 11,445 | 211 | 184 |
| Fountain Square | Miami, FL | Q3-13 | Nov-14 | 53,131 | 26,610 | 180 | 295 |
| Glen Gate | Glenview, IL | Q4-13 | Feb-15 | 29,725 | 19,167 | 103 | 289 |
| Shoppes on Riverside | Jacksonville, FL | Q4-13 | Oct-14 | 14,844 | 9,711 | 50 | 297 |
| Persimmon Place | Dublin, CA | Q1-14 | May-15 | 59,976 | 44,091 | 152 | 395 |
| Total | | | | \$ 228,250 | \$ 119,872 | 860 | \$ 265 (2) |

(1) Amount represents costs, including leasing costs, net of tenant reimbursements.

(2) Amount represents a weighted average.

There were no development projects completed during the three months ended March 31, 2014.

We plan to continue developing and redeveloping projects for long-term investment purposes and have a staff of employees who directly support our development and redevelopment program. Internal costs attributable to these development and redevelopment activities are capitalized as part of each project. During the three months ended March 31, 2014, we capitalized \$1.6 million of interest expense and \$3.0 million of internal costs for salaries and related benefits for development and redevelopment activity. Changes in the level of future development and redevelopment activity could adversely impact results of operations by reducing the amount of internal costs for development and redevelopment projects that may be capitalized. A 10% reduction in development and redevelopment activity without a corresponding reduction in the compensation costs directly related to our development and redevelopment activities could result in an additional charge to net income of approximately \$1 million per annum.

Net cash provided by (used in) financing activities:

Net cash flows from financing activities during the three months ended March 31, 2014 changed by \$30.4 million compared to the three months ended March 31, 2013, primarily due to additional proceeds borrowed from the Line in 2014 and payments on our unsecured credit facilities in 2013, offset by additional proceeds received from common stock issuances in 2013.

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

• We received \$70 million from draws on our Line used to fund investing activities; and,

• We paid dividends to our common and preferred stockholders of \$42.9 million and \$5.3 million, respectively.

We endeavor to maintain a high percentage of unencumbered assets. At March 31, 2014, 74.9% of our wholly-owned real estate assets were unencumbered. Such assets allow us to access the secured and unsecured debt markets and to maintain significant availability on the Line. Our coverage ratio, including our pro-rata share of our partnerships, was 2.5 times and 2.3 times for the three months ended March 31, 2014 and 2013, respectively. We define our coverage ratio as earnings before interest, taxes, investment transaction profits net of deal costs, depreciation and amortization (“Core EBITDA”) divided by the

sum of the gross interest and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders.

Through the remainder of 2014, we estimate that we will require approximately \$350.6 million, including \$165.8 million for in process developments and redevelopments, \$165.5 million to repay maturing debt, and \$19.3 million to fund our pro-rata share of estimated capital contributions to our co-investment partnerships for repayment of debt. If we start new developments or redevelop additional shopping centers, our cash requirements will increase. At March 31, 2014, our joint ventures had \$73.0 million of scheduled secured mortgage loans and credit lines maturing through 2014.

To meet our cash requirements, we will utilize cash generated from operations, borrowings from our Line, proceeds from the sale of real estate, and when the capital markets are favorable, proceeds from the sale of common equity and the issuance of debt and may refinance maturing mortgages. Our Line, Term Loan, and unsecured loans require we remain in compliance with various covenants, which are described in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. We were in compliance with these covenants at March 31, 2014 and expect to remain in compliance.

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

We had \$150.0 million of fixed rate, unsecured debt mature in April 2014, and we have \$350.0 million of fixed rate, unsecured debt maturing August 2015. On April 15, 2014, we repaid the \$150.0 million of maturing unsecured debt from proceeds borrowed on the Line. In order to mitigate the risk of interest rate volatility, we entered into \$440.0 million of forward starting interest rate swaps for the new debt expected to be issued in 2014 and 2015. These interest rate swaps lock in the 10-year treasury rate and swap spread at a weighted average fixed rate of 2.55%. A current market based credit spread applicable to Regency will be added to the locked in fixed rate at time of issuance that will determine the final bond yield.

Investments in Real Estate Partnerships

At March 31, 2014 and December 31, 2013, we had investments in real estate partnerships of \$353.8 million and \$358.8 million, respectively. The following table is a summary of the unconsolidated combined assets and liabilities of these co-investment partnerships and our pro-rata share at March 31, 2014 and December 31, 2013 (dollars in thousands):

| | 2014 | 2013 |
|--|--------------|-----------|
| Number of Co-investment Partnerships | 17 | 17 |
| Regency's Ownership | 20%-50% | 20%-50% |
| Number of Properties | 126 | 126 |
| Combined Assets | \$ 2,923,217 | 2,939,599 |
| Combined Liabilities | \$ 1,614,662 | 1,617,920 |
| Combined Equity | \$ 1,308,555 | 1,321,679 |
| Regency's Share of ⁽¹⁾⁽²⁾ : | | |
| Assets | \$ 1,028,826 | 1,035,842 |
| Liabilities | \$ 565,851 | 567,743 |
| Equity | \$ 462,975 | 468,099 |

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

⁽²⁾ The difference between Regency's share of the net assets of the co-investment partnerships and the Company's investments in real estate partnerships per the accompanying Consolidated Balance Sheets at March 31, 2014 and December 31, 2013 relates to the following differences (in thousands):

| | 2014 | 2013 |
|---|------------|----------|
| Equity of Regency Centers in Unconsolidated Partnerships | \$ 462,975 | 468,099 |
| add: Investment in Indian Springs at Woodlands, Ltd. | 4,083 | 4,094 |
| less: Impairment | (5,880) | (5,880) |
| less: Ownership percentage or Restricted Gain Method deferral | (29,203) | (29,261) |
| less: Net book equity in excess of purchase price | (78,203) | (78,203) |
| Regency Centers' Investment in Real Estate Partnerships | \$ 353,772 | 358,849 |

Investments in real estate partnerships are primarily composed of co-investment partnerships in which we currently invest with five co-investment partners, as further summarized below. In addition to earning our pro-rata share of net income or loss in each of these co-investment partnerships, we receive recurring market-based fees for asset management, property management, and leasing as well as fees for investment and financing services, which were \$6.2 million and \$6.6 million for the three months ended March 31, 2014 and 2013, respectively.

Our equity method investments in real estate partnerships as of March 31, 2014 and December 31, 2013 consist of the following (in thousands):

| | Regency's Ownership | 2014 | 2013 |
|---|------------------------|------------|---------|
| GRI - Regency, LLC (GRIR) | 40.00% | \$ 249,084 | 250,118 |
| Columbia Regency Retail Partners, LLC (Columbia I) | 20.00% | 16,484 | 16,735 |
| Columbia Regency Partners II, LLC (Columbia II) | 20.00% | 8,402 | 8,797 |
| Cameron Village, LLC (Cameron) | 30.00% | 16,902 | 16,678 |
| RegCal, LLC (RegCal) | 25.00% | 15,436 | 15,576 |
| Regency Retail Partners, LP (the Fund) ⁽¹⁾ | 20.00% | 1,807 | 1,793 |
| US Regency Retail I, LLC (USAA) | 20.01% | 1,255 | 1,391 |
| Other investments in real estate partnerships | 50.00% | 44,402 | 47,761 |
| Total ⁽²⁾ | | \$ 353,772 | 358,849 |

⁽¹⁾ On August 13, 2013, Regency Retail Partners, LP (the Fund) sold 100% of its interest in its entire portfolio of shopping centers to a third party. The Fund will be dissolved following the final distribution of proceeds.

⁽²⁾ The difference between Regency's share of the net assets of the co-investment partnerships and the Company's investments in real estate partnerships per the accompanying Consolidated Balance Sheets relates primarily to differences in inside/outside basis, as shown above.

Notes Payable - Investments in Real Estate Partnerships

At March 31, 2014, our investments in real estate partnerships had notes payable of \$1.5 billion maturing through 2024, of which 98.7% had a weighted average fixed interest rate of 5.5%, and the remaining notes payable float over LIBOR and had a weighted average variable interest rate of 1.9%. These loans are all non-recourse, and our pro-rata share was \$533.5 million.

As of March 31, 2014, scheduled principal repayments on notes payable held by our investments in real estate partnerships, were as follows (in thousands):

| Scheduled Principal Payments and Maturities by Year: | Scheduled Principal Payments | Mortgage Loan Maturities | Unsecured Maturities | Total | Regency's Pro-Rata Share |
|---|------------------------------------|--------------------------------|-------------------------|-----------|--------------------------------|
| 2014 | \$ 15,030 | 53,015 | 19,960 | 88,005 | 24,853 |
| 2015 | 20,390 | 99,750 | — | 120,140 | 43,111 |
| 2016 | 17,553 | 305,058 | — | 322,611 | 113,356 |
| 2017 | 17,685 | 87,479 | — | 105,164 | 27,053 |
| 2018 | 18,888 | 37,000 | — | 55,888 | 15,723 |
| Beyond 5 Years | 54,158 | 775,994 | — | 830,152 | 310,013 |
| Unamortized debt premiums, net | — | (1,261 |) — | (1,261 |) (657 |
| Total | \$ 143,704 | 1,357,035 | 19,960 | 1,520,699 | 533,452 |

Recent Accounting Pronouncements

See note 1 to Consolidated Financial Statements.

Results from Operations

Comparison of the three months ended March 31, 2014 to 2013:

Our revenues increased during the three months ended March 31, 2014, as compared to the three months ended March 31, 2013, as summarized in the following table (in thousands):

| | 2014 | 2013 | Change |
|--|------------|---------|--------|
| Minimum rent | \$ 94,536 | 86,146 | 8,390 |
| Percentage rent | 1,384 | 1,544 | (160) |
| Recoveries from tenants and other income | 31,041 | 25,927 | 5,114 |
| Management, transaction, and other fees | 6,319 | 6,761 | (442) |
| Total revenues | \$ 133,280 | 120,378 | 12,902 |

Minimum rent increased during 2014 as compared to 2013 due to acquisitions, dispositions, and changes in overall occupancy and average base rent for our same properties, as follows:

• \$6.1 million increase due to the acquisitions of operating properties and operations beginning at development properties during 2013 and 2014; and

• \$2.2 million increase in minimum rent from same properties, which was driven by rental rate and occupancy growth and increases from contractual rent steps in existing leases.

Recoveries from tenants and other income represent reimbursements from tenants for their pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers, as well as other income earned at our operating properties. Recoveries from tenants increased during 2014 as compared to 2013 due to the following:

• \$1.5 million increase due to the acquisition of operating properties and operations beginning at development properties during 2013 and 2014; and

• \$3.6 million increase in recoveries at same properties, which was driven by an increase in recoverable costs resulting from harsher winter weather conditions compared to 2013, an increase in our recovery ratio, and improvements in occupancy and market recovery rates.

We earned fees, at market-based rates, for asset management, property management, leasing, acquisition, and financing services that we provided to our co-investment partnerships and third parties as follows (in thousands):

| | 2014 | 2013 | Change |
|---|----------|-------|--------|
| Asset management fees | \$ 1,480 | 1,638 | (158) |
| Property management fees | 3,325 | 3,617 | (292) |
| Leasing commissions and other fees | 1,514 | 1,506 | 8 |
| Total management, transaction, and other fees | \$ 6,319 | 6,761 | (442) |

Asset and property management fees decreased approximately \$442,000 due to the liquidation of one unconsolidated real estate partnership consisting of nine properties during the third quarter of 2013, partially offset by higher asset and property management fees from our other partnerships.

Our operating expenses increased during the three months ended March 31, 2014, as compared to the three months ended March 31, 2013, as summarized in the following table (in thousands):

| | 2014 | 2013 | Change |
|-------------------------------|-----------|--------|----------|
| Depreciation and amortization | \$ 37,905 | 31,118 | 6,787 |
| Operating and maintenance | 20,505 | 17,141 | 3,364 |
| General and administrative | 14,198 | 17,975 | (3,777) |
| Real estate taxes | 14,799 | 13,231 | 1,568 |
| Other expenses | 2,173 | 1,517 | 656 |
| Total operating expenses | \$ 89,580 | 80,982 | 8,598 |

Depreciation and amortization, operating and maintenance expenses, and real estate taxes increased due to the impact of dispositions, acquisitions and development operations, and same property operating costs, as follows:

- \$4.8 million increase due to the acquisition of operating properties and operations beginning at development properties during 2013 and 2014, and,

- \$7.0 million increase at same properties, primarily due to additional depreciation resulting from redevelopment and capital improvements to our existing centers and increased operating and maintenance costs primarily associated with snow removal costs stemming from harsher winter weather over the same period in 2013.

General and administrative expenses decreased \$3.8 million primarily due to greater capitalization of development overhead costs of \$2.4 million related to higher volume of development projects and leasing activity, and a \$900,000 reduction in deferred compensation expense related to the Company's non-qualified deferred compensation plan. Excluding these amounts, all other general and administrative expenses declined \$500,000 on a net basis.

The following table presents the components of other expense (income) (in thousands):

| | 2014 | 2013 | Change |
|---|-----------|----------|--------|
| Interest expense, net | \$ 27,134 | 27,832 | (698) |
| Provision for impairment | 225 | — | 225 |
| Net investment income from deferred compensation plan | (192) | (1,071) | 879 |
| Total other expense | \$ 27,167 | 26,761 | 406 |

The \$879,000 decrease in net investment income from deferred compensation reflects the change in the fair value of plan assets and is consistent with the change in plan liabilities, included in general and administrative expenses above.

The following table presents the change in interest expense (in thousands):

| | 2014 | 2013 | Change |
|---|-----------|----------|--------|
| Interest on notes payable | \$ 25,637 | 25,818 | (181) |
| Interest on unsecured credit facilities | 851 | 1,160 | (309) |
| Capitalized interest | (1,641) | (1,062) | (579) |
| Hedge expense | 2,503 | 2,375 | 128 |
| Interest income | (216) | (459) | 243 |
| Total interest expense, net | \$ 27,134 | 27,832 | (698) |

Our equity in income of investments in real estate partnerships increased during the three months ended March 31, 2014, as compared to the three months ended March 31, 2013 as follows (in thousands):

| | Ownership | 2014 | 2013 | Change |
|--|-----------|----------|-------|----------|
| GRI - Regency, LLC (GRIR) | 40.00% | \$ 3,210 | 2,972 | 238 |
| Macquarie CountryWide-Regency III, LLC (MCWR III) (1) | —% | — | 44 | (44) |
| Columbia Regency Retail Partners, LLC (Columbia I) | 20.00% | 381 | 251 | 130 |
| Columbia Regency Partners II, LLC (Columbia II) | 20.00% | 183 | 137 | 46 |
| Cameron Village, LLC (Cameron) | 30.00% | 187 | 199 | (12) |
| RegCal, LLC (RegCal) | 25.00% | 92 | 115 | (23) |
| Regency Retail Partners, LP (the Fund) (2) | 20.00% | 13 | 63 | (50) |
| US Regency Retail I, LLC (USAA) | 20.01% | 160 | 107 | 53 |
| BRE Throne Holdings, LLC (BRET) (3) | 47.80% | — | 1,230 | (1,230) |
| Other investments in real estate partnerships | 50.00% | 3,582 | 758 | 2,824 |
| Total | | \$ 7,808 | 5,876 | 1,932 |

(1) As of June 30, 2012, our ownership interest in MCWR III was 24.95%. The liquidation of MCWR III was complete effective March 20, 2013.

(2) On August 13, 2013, Regency Retail Partners, LP (the "Fund") sold 100% of its interest in its entire portfolio of shopping centers to a third party. The Fund will be dissolved following the final distribution of proceeds.

(3) On October 23, 2013, the Company sold 100% of its interest in the BRET unconsolidated real estate partnership and received a capital distribution of \$47.5 million, its share of the undistributed income of the partnership, and a redemption premium. Regency no longer has any interest in the BRET partnership.

The \$1.9 million increase in our equity in income in investments in real estate partnerships for 2014, as compared to 2013, is primarily due to a \$2.9 million increase in 2014 from the Company's share of gain on sale of land in a single property partnership, offset by a decrease of \$1.2 million on the ownership interest retained in BRET earned in 2013.

The following represents the remaining components that comprised net income attributable to the common stockholders and unit holders for the three months ended March 31, 2014, as compared to the three months ended March 31, 2013 (in thousands):

| | 2014 | 2013 | Change |
|---|-----------|----------|----------|
| Income from continuing operations before tax | \$ 24,341 | 18,511 | 5,830 |
| Discontinued operations | | | |
| Operating income, excluding provision for impairment | — | 2,623 | (2,623) |
| Income from discontinued operations | — | 2,623 | (2,623) |
| Gain on sale of real estate | 715 | — | 715 |
| Income attributable to noncontrolling interests | (401) | (314) | (87) |
| Preferred stock dividends | (5,266) | (5,266) | — |
| Net income attributable to common stockholders | \$ 19,389 | 15,554 | 3,835 |
| Net income attributable to exchangeable operating partnership units | 42 | 39 | 3 |
| Net income attributable to common unit holders | \$ 19,431 | 15,593 | 3,838 |

Supplemental Earnings Information

We use certain non-GAAP performance measures, in addition to the required GAAP presentations, as we believe these measures are beneficial to us in improving the understanding of the Company's operational results among the investing public. We believe such measures make comparisons of other REITs' operating results to the Company's more meaningful. We continually evaluate the usefulness, relevance, and calculation of our reported non-GAAP performance measures to determine how best to provide relevant information to the public, and thus such reported measures could change.

The following are our definitions of Same Property Net Operating Income ("NOI"), Funds from Operations ("FFO"), and Core FFO, which we believe to be beneficial non-GAAP performance measures used in understanding our operational results:

NOI is calculated as total property revenues (minimum rent, percentage rents, and recoveries from tenants and other income) less direct property operating expenses (operating and maintenance and real estate taxes) from the properties owned by us, and excludes corporate-level income (including management, transaction, and other fees), for the entirety of the periods presented.

Same Property information is provided for operating properties that were owned and operated for the entirety of both periods being compared and excludes all Properties in Development and Non-Same Properties. A Non-Same Property is a property acquired during either period being compared, a development completion that is less than 90% funded and 95% leased or features less than two years of anchor operations. Same Property also excludes projects in development, which represent projects owned and intended to be developed, including partially operating properties acquired specifically for redevelopment and excluding land held for future development.

Same Property NOI includes NOI for Same Properties, but excludes straight-line rental income, net of reserves, above and below market rent amortization, banking charges, and other fees. Same Property NOI is a key measure used by management in evaluating the performance of our properties.

FFO is a commonly used measure of REIT performance, which the National Association of Real Estate Investment Trusts ("NAREIT") defines as net income, computed in accordance with GAAP, excluding gains and losses from sales of depreciable property, net of tax, excluding operating real estate impairments, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We compute FFO for all periods presented in accordance with NAREIT's definition. Many companies use different depreciable lives and methods, and real estate values historically fluctuate with market conditions. Since FFO excludes depreciation and amortization and gains and losses from depreciable property dispositions, and impairments, it can provide a performance measure that, when compared year over year, reflects the impact on operations from trends in occupancy rates, rental rates, operating costs, acquisition and development activities, and financing costs. This provides a perspective of our financial performance not immediately apparent from net income determined in accordance with GAAP. Thus, FFO is a supplemental non-GAAP financial measure of our operating performance, which does not represent cash generated from operating activities in accordance with GAAP and therefore, should not be considered an alternative for cash flow as a measure of liquidity.

Core FFO is an additional performance measure used by Regency as the computation of FFO includes certain non-cash and non-comparable items that affect the Company's period-over-period performance. Core FFO excludes from FFO, but is not limited to: (a) transaction related gains, income or expense; (b) impairments on land; (c) gains or losses from the early extinguishment of debt; and (d) other non-core amounts as they occur. The Company provides a reconciliation of FFO to Core FFO.

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The Company's reconciliation of property revenues and property expenses to Same Property NOI, on a pro rata basis, for the periods ended March 31, 2014 and 2013 is as follows (in thousands):

| | Three months ended March 31, | | | 2013 | | |
|--|------------------------------|----------------------|---------|------------------|----------------------|---------|
| | 2014 Same Property | Other ⁽¹⁾ | Total | Same Property | Other ⁽¹⁾ | Total |
| Income from continuing operations before tax | \$ 49,287 | (24,946) | 24,341 | 49,049 | (30,538) | 18,511 |
| Less: | | | | | | |
| Management, transaction, and other fees | — | 6,319 | 6,319 | — | 6,761 | 6,761 |
| Other ⁽²⁾ | 1,932 | 522 | 2,454 | 1,542 | 600 | 2,142 |
| Plus: | | | | | | |
| Depreciation and amortization | 33,255 | 4,650 | 37,905 | 29,423 | 1,695 | 31,118 |
| General and administrative | — | 14,198 | 14,198 | — | 17,975 | 17,975 |
| Other operating expense, excluding provision for doubtful accounts | 14 | 1,827 | 1,841 | 299 | 667 | 966 |
| Other expense | 7,133 | 20,034 | 27,167 | 7,456 | 19,305 | 26,761 |
| Equity in income (loss) of investments in real estate excluded from NOI ⁽³⁾ | 17,039 | (2,830) | 14,209 | 17,036 | 492 | 17,528 |
| NOI from properties sold | (186) | 186 | — | (144) | 4,308 | 4,164 |
| Pro-rata NOI | \$ 104,610 | 6,278 | 110,888 | 101,577 | 6,543 | 108,120 |

⁽¹⁾ Includes revenues and expenses attributable to non-same property, development, and corporate activities.

⁽²⁾ Includes straight-line rental income, net of reserves, above and below market rent amortization, banking charges, and other fees.

⁽³⁾ Includes non-NOI expenses incurred at our unconsolidated real estate partnerships, including those separated out above for our consolidated properties.

Our same property pool includes the following number of shopping centers, pro rata GLA (in thousands), and changes therein during the three months ended March 31, 2014 and 2013:

| | 2014 | | 2013 | |
|---|--------|--------|--------|--------|
| | Number | GLA | Number | GLA |
| Beginning same property pool | 304 | 25,109 | 323 | 25,803 |
| Acquired properties owned for entirety of comparable periods | 6 | 560 | 6 | 476 |
| Developments that reached completion by beginning of earliest comparable period presented | 5 | 360 | 4 | 359 |
| Disposed properties | (1) | (11) | — | — |
| SFT adjustments ⁽¹⁾ | — | 32 | — | (6) |
| Distribution-in-kind from unconsolidated real estate investments, net | — | — | (3) | 6 |
| Ending same property pool | 314 | 26,050 | 330 | 26,638 |

⁽¹⁾ SFT adjustments arise from remeasurements or redevelopments.

The major components of pro rata same property NOI growth of 3.0% include the following:

| | 2014 | 2013 | Change |
|--------------------|------------|---------|--------|
| Base rent | \$ 109,022 | 106,415 | 2,607 |
| Percentage rent | 1,997 | 2,187 | (190) |
| Recovery revenue | 33,785 | 29,733 | 4,052 |
| Other income | 2,713 | 1,778 | 935 |
| Operating expenses | 42,907 | 38,536 | 4,371 |

| | | | |
|----------------------------|------------|---------|-------|
| Pro rata same property NOI | \$ 104,610 | 101,577 | 3,033 |
|----------------------------|------------|---------|-------|

Pro rata same property base rent increased \$2.6 million, driven by increases in contractual rent steps, rental rate growth, and changes in occupancy.

Pro rata same property recovery revenue increased \$4.1 million due to greater recovery rates driven by market rates and occupancy improvements, as well as increases in recoverable costs.

Pro rata same property operating expenses increased \$4.4 million due to increases in real estate tax assessments and increased common area expenses primarily related to snow removal costs associated with the harsher winter weather in 2014.

The Company's reconciliation of net income available to common shareholders to FFO and Core FFO for the periods ended March 31, 2014 to 2013 is as follows (in thousands, except share information):

| | Three months ended March 31, | |
|---|------------------------------|--------|
| | 2014 | 2013 |
| Reconciliation of Net income to FFO | | |
| Net income attributable to common stockholders | \$ 19,389 | 15,554 |
| Adjustments to reconcile to FFO: | | |
| Depreciation and amortization - consolidated | 37,112 | 31,872 |
| Depreciation and amortization - unconsolidated | 10,089 | 10,618 |
| Consolidated joint venture partners' share of depreciation | (463 |) (209 |
| Gain on sale of operating properties, net of tax ⁽¹⁾ | (708 |) — |
| Exchangeable operating partnership units | 42 | 39 |
| FFO | \$ 65,461 | 57,874 |
| Reconciliation of FFO to Core FFO | | |
| FFO | \$ 65,461 | 57,874 |
| Adjustments to reconcile to Core FFO: | | |
| Development and acquisition pursuit cost ⁽¹⁾ | 1,341 | 441 |
| Gain on sale of land ⁽¹⁾ | (2,905 |) |
| Provision for impairment to land | 225 | — |
| Interest rate swap ineffectiveness ⁽¹⁾ | — | 7 |
| Core FFO | \$ 64,122 | 58,322 |

⁽¹⁾ Includes Regency's pro-rata share of unconsolidated co-investment partnerships.

Environmental Matters

We are subject to numerous environmental laws and regulations as they apply to our shopping centers pertaining to chemicals used by the dry cleaning industry, the existence of asbestos in older shopping centers, and underground petroleum storage tanks. We believe that the tenants who currently operate dry cleaning plants or gas stations do so in accordance with current laws and regulations. Generally, we use all legal means to cause tenants to remove dry cleaning plants from our shopping centers or convert them to more environmentally friendly systems. Where available, we have applied and been accepted into state-sponsored environmental programs. We have a blanket environmental insurance policy for third-party liabilities and remediation costs on shopping centers that currently have no known environmental contamination. We have also placed environmental insurance, where possible, on specific properties with known contamination, in order to mitigate our environmental risk. We monitor the shopping centers containing environmental issues and in certain cases voluntarily remediate the sites. We also have legal obligations to remediate certain sites and we are in the process of doing so. We believe that the ultimate disposition of currently known environmental matters will not have a material effect on our financial position, liquidity, or results of operations; however, we can give no assurance that existing environmental studies on our shopping centers have revealed all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to us; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; or that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to us.

Inflation/Deflation

Inflation has been historically low and has had a minimal impact on the operating performance of our shopping centers; however, inflation may become a greater concern in the future. Substantially all of our long-term leases contain provisions designed to mitigate the adverse impact of inflation. Most of our leases require tenants to pay their pro-rata share of operating expenses, including common-area maintenance, real estate taxes, insurance and utilities, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation. In addition, many of our leases are for terms of less than ten years, which permits us to seek increased rents upon re-rental at market rates. However, during deflationary periods or periods of economic weakness, minimum rents and percentage rents will decline as the supply of available retail space exceeds demand and consumer spending declines. Occupancy declines resulting from a weak economic period will also likely result in lower recovery rates of our operating expenses.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes from the quantitative and qualitative disclosures about market risk disclosed in item 7A of Part II of our Form 10-K for the year ended December 31, 2013.

Item 4. Controls and Procedures

Controls and Procedures (Regency Centers Corporation)

Under the supervision and with the participation of the Parent Company's management, including its chief executive officer and chief financial officer, the Parent Company conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, the Parent Company's chief executive officer and chief financial officer concluded that its disclosure controls and procedures were effective as of the end of the period covered by this quarterly report on Form 10-Q to ensure information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Parent Company in the reports it files or submits is accumulated and communicated to management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in our internal controls over financial reporting identified in connection with this evaluation that occurred during the first quarter of 2014 and that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Controls and Procedures (Regency Centers, L.P.)

Under the supervision and with the participation of the Operating Partnership's management, including the chief executive officer and chief financial officer of its general partner, the Operating Partnership conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Exchange Act. Based on this evaluation, the chief executive officer and chief financial officer of its general partner concluded that its disclosure controls and procedures were effective as of the end of the period covered by this quarterly report on Form 10-Q to ensure information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Operating Partnership in the reports it files or submits is accumulated and communicated to management, including the chief executive officer and chief financial officer of its general partner, as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in our internal controls over financial reporting identified in connection with this evaluation that occurred during the first quarter of 2014 and that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are a party to various legal proceedings which arise in the ordinary course of our business. We are not currently involved in any litigation nor to our knowledge, is any litigation threatened against us, the outcome of which would, in our judgment based on information currently available to us, have a material adverse effect on our financial position or results of operations.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in item 1A. of Part I of our Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of equity securities during the quarter ended March 31, 2014.

The following table represents information with respect to purchases by the Parent Company of its common stock during the months in the three month period ended March 31, 2014:

| Period | Total number of shares purchased ⁽¹⁾ | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number or approximate dollar value of shares that may yet be purchased under the plans or programs |
|--------------------------------------|---|------------------------------|--|--|
| January 1 through January 31, 2014 | — | \$— | — | \$— |
| February 1 through February 28, 2014 | 67,001 | \$48.00 | — | \$— |
| March 1 through March 31, 2014 | — | \$— | — | \$— |

⁽¹⁾ Represents shares delivered in payment of withholding taxes in connection with restricted stock vesting by participants under Regency's Long-Term Omnibus Plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

In reviewing any agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company, its subsidiaries or other parties to the agreements. Each agreement contains representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

• should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

• have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

• may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

• were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. We acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, we are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading. Additional information about the Company may be found elsewhere in this report and the Company's other public files, which are available without charge through the SEC's website at <http://www.sec.gov>.

Unless otherwise indicated below, the Commission file number to the exhibit is No. 001-12298.

Ex # Description

12. Computation of Ratios

12.1 Computation of Ratio of Earnings to Fixed Charges

31. Rule 13a-14(a)/15d-14(a) Certifications.

31.1 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers Corporation.

31.2 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers Corporation.

31.3 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers, L.P.

31.4 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers, L.P.

32. Section 1350 Certifications.

32.1* 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers Corporation.

32.2* 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers Corporation.

32.3* 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers, L.P.

32.4* 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers, L.P.

101. Interactive Data Files

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

*Furnished, not filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 8, 2014

REGENCY CENTERS CORPORATION

By: /s/ Lisa Palmer
Lisa Palmer, Executive Vice President, Chief Financial Officer (Principal Financial Officer)

By: /s/ J. Christian Leavitt
J. Christian Leavitt, Senior Vice President and Treasurer (Principal Accounting Officer)

May 8, 2014

REGENCY CENTERS, L.P.

By: Regency Centers Corporation, General Partner
/s/ Lisa Palmer

By: Lisa Palmer, Executive Vice President, Chief Financial Officer (Principal Financial Officer)

By: /s/ J. Christian Leavitt
J. Christian Leavitt, Senior Vice President and Treasurer (Principal Accounting Officer)