

INVESTORS REAL ESTATE TRUST

Form 10-KT

February 27, 2019

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KT

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

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

For the transition period from May 1, 2018 to December 31, 2018

Commission File Number 001-35624

INVESTORS REAL ESTATE TRUST

(Exact name of Registrant as specified in its charter)

North Dakota

(State or other jurisdiction of incorporation or organization)

1400 31<sup>st</sup> Avenue SW, Suite 60

Post Office Box 1988

Minot, ND 58702-1988

(Address of principal executive offices) (Zip code)

701-837-4738

(Registrant's telephone number, including area code)

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

Common Shares of Beneficial Interest (no par value) - New York Stock Exchange

6.625% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest (no par value) -

New York Stock Exchange

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

None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes  No

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

Yes  No

Indicate by checkmark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Emerging growth company  
 Non-accelerated filer  Smaller reporting company

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

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

Yes  No

The aggregate market value of the Registrant's outstanding common shares of beneficial interest held by non-affiliates of the Registrant as of October 31, 2018 was 645,456,465 based on the last reported sale price on the New York Stock Exchange on October 31, 2018. For purposes of this calculation, the Registrant has assumed that its trustees and executive officers are affiliates.

The number of common shares of beneficial interest outstanding as of February 20, 2019, was 11,768,248.

References in this Transition Report on Form 10-KT to the "Company," "IRET," "we," "us," or "our" include consolidated subsidiaries, unless the context indicates otherwise.

Documents Incorporated by Reference: Portions of IRET's definitive Proxy Statement for its 2019 Annual Meeting of Shareholders will be incorporated by reference into Part III (Items 10, 11, 12, 13 and 14) hereof.

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Special Note Regarding Forward-Looking Statements

Certain statements included in this Transition Report on Form 10-KT and the documents incorporated into this document by reference are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such forward-looking statements include statements about our plans and objectives, including our future financial condition, anticipated capital expenditures, anticipated distributions, and our belief that we have the liquidity and capital resources necessary to meet our known obligations and to make additional real estate acquisitions and capital improvements when appropriate to enhance long-term growth. Forward-looking statements are typically identified by the use of terms such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and variations of those words and similar expressions. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements to be materially different from the results of operations, financial conditions, or plans expressed or implied by the forward-looking statements. Although we believe the expectations reflected in our forward-looking statements are based upon reasonable assumptions, we can give no assurance that our expectations will be achieved. Any statements contained herein that are not statements of historical fact should be deemed forward-looking statements. As a result, reliance should not be placed on these forward-looking statements, as these statements are subject to known and unknown risks, uncertainties, and other factors beyond our control and could differ materially from our actual results and performance.

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

- economic conditions in the markets where we own apartment communities or markets in which we may invest in the future;
- rental conditions in our markets, including occupancy levels and rental rates, our potential inability to renew residents or obtain new residents upon expiration of existing leases, changes in tax and housing laws, or other factors;
- adverse changes in real estate markets, including future demand for apartment homes in our significant markets, barriers of entry into new markets, limitations on our ability to increase rental rates, our ability to identify and consummate acquisitions and dispositions on favorable terms, our ability to reinvest sales proceeds successfully, and our ability to accommodate any significant decline in the market value of real estate serving as collateral for our mortgage obligations;
- inability to succeed in any new markets we may enter;
- failure of new acquisitions to achieve anticipated results or be efficiently integrated;
- inability to complete lease-up of our projects on schedule and on budget;
- inability to sell certain properties on terms that are acceptable;
- failure to reinvest proceeds from sales of properties into tax-deferred exchanges, which could necessitate special dividend and tax protection payments;
- inability to fund capital expenditures out of cash flow;
- inability to pay, or need to reduce, dividends on our common shares;
- financing risks, including our potential inability to obtain debt or equity financing on favorable terms, or at all;
- level and volatility of interest or capitalization rates or capital market conditions;
- changes in operating costs, including real estate taxes, utilities, and insurance costs;
- the availability and cost of casualty insurance for losses;
- inability to continue to satisfy complex rules in order to maintain our status as a REIT for federal income tax purposes, inability of the Operating Partnership to satisfy the rules to maintain its status as a partnership for federal income tax purposes, and the risk of changes in laws affecting REITs;
- inability to attract and retain qualified personnel;
  - cyber liability or potential liability for breaches of our privacy or information security systems;
- inability to comply with environmental laws and regulations; and
- other risks identified in this Report, in other SEC reports, or in other documents that we publicly disseminate.

Readers should carefully review our financial statements and the notes thereto, as well as the section entitled “Risk Factors” in Item 1A of this Transition Report on Form 10-KT and the other documents we file from time to time with the Securities and Exchange Commission (“SEC”).

In light of these uncertainties, the events anticipated by our forward-looking statements might not occur. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or

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otherwise. The foregoing review of factors that could cause our actual results to differ materially from those contemplated in any forward-looking statements included in this Transition Report on Form 10-KT should not be construed as exhaustive.

PART I

Item 1. Business

OVERVIEW

Investors Real Estate Trust (“we,” “us,” “IRET” or the “Company”) is a real estate investment trust (“REIT”) organized under the laws of North Dakota, that is focused on the ownership, management, acquisition, development, and redevelopment of apartment communities. Over the past several years, we have extensively repositioned our portfolio from a diversified, multi-segment collection of properties into a single segment concentrated on apartment communities. Our current emphasis is on making operational enhancements that will improve our residents' experience, redeveloping some of our existing apartment communities to meet current market demands, and acquiring new apartment communities in the Minneapolis/St. Paul and Denver metropolitan areas.

We focus on investing in markets characterized by stable and growing economic conditions, strong employment, and an attractive quality of life that we believe, in combination, lead to higher demand for our apartment homes and retention of our residents. As of December 31, 2018, we owned interests in 87 multifamily communities, containing 13,702 apartment homes and having a total real estate investment amount, net of accumulated depreciation, of \$1.3 billion. Our corporate headquarters is located in Minot, North Dakota. We also have a corporate office in Minneapolis, Minnesota, and additional property management offices located in the states where we own apartment communities. On September 20, 2018, our Board of Trustees approved a change in our fiscal year-end from April 30 to December 31, effective as of January 1, 2019. This transition report on Form 10-KT is for the eight-month period ended December 31, 2018, in accordance with SEC rules and regulations, and all subsequent fiscal years, beginning in 2019, will be from January 1 to December 31.

On December 14, 2018, the Board approved a reverse stock split of our outstanding common shares and Units, no par value per share, at a ratio of 1-for-10. The reverse stock split was effective as of the close of trading on December 27, 2018, with trading commencing on a split-adjusted basis on December 28, 2018. The number of common shares and Operating Partnership limited partnership units (“Units” or “OP Units”) was reduced from 119.4 million to 11.9 million and 13.7 million to 1.4 million, respectively. We have retroactively restated all shares and Units and per share and Unit data for all periods presented.

STRUCTURE

We were organized under the laws of North Dakota on July 31, 1970, and have operated as a REIT under Sections 856-858 of the Internal Revenue Code since our formation. On February 1, 1997, we were restructured as an Umbrella Partnership Real Estate Investment Trust, or UPREIT, and we conduct our daily business operations primarily through our operating partnership, IRET Properties, a North Dakota Limited Partnership (“IRET Properties” or the “Operating Partnership”). The sole general partner of IRET Properties is IRET, Inc., a North Dakota corporation and our wholly owned subsidiary. All of our assets (except for qualified REIT subsidiaries) and liabilities were contributed to IRET Properties, through IRET, Inc., in exchange for the sole general partnership interest in IRET Properties. IRET Properties holds substantially all of the assets of the Company. IRET Properties conducts the operations of the business and is structured as a partnership with no publicly traded equity. Contributions of properties to the Company can be structured as tax-deferred transactions through the issuance of OP Units, which is one of the reasons the Company is structured in this manner. As of December 31, 2018, IRET, Inc. owned an 89.7% interest in IRET Properties. The remaining interest in IRET Properties is held by individual limited partners.

BUSINESS STRATEGIES

Our business is focused on our mission - to provide a great home - for our residents, our employees and our investors. We fulfill this mission throughout the Midwest by providing renters well-located options that range from workforce to lifestyle housing. While fulfilling our mission, we are seeking consistent earnings growth through exceptional operations, disciplined capital allocation, and market knowledge and efficiencies. Our operations and investment

strategies are the foundation for fulfilling our mission.

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### Operations Strategy

We manage our apartment communities with a focus on providing an exceptional resident experience and maximizing our property financial results. Our initiatives to optimize our operations include:

- Providing excellent customer service to enhance resident satisfaction and retention;
- Employing new technologies that make our communities more efficient and more accessible to residents;
- Optimizing revenues;
- Controlling operating costs; and
- Unlocking value within the portfolio through redevelopment and enhancement of existing assets.

### Investment Strategy

Our business objective under our current strategic plan is to employ an investment strategy that includes the following elements:

- Investing in income-producing apartment communities that grow distributable cash flow and are located in key geographic markets with populations ranking in the top 25 U.S. metropolitan statistical areas, including expansion in the Minneapolis and Denver markets;
- Selecting markets with favorable market characteristics, including occupancy rates, supply pipeline, rent growth, income growth, and employment forecasts;
- Leveraging our Midwest-centered portfolio to take advantage of our heightened market knowledge and regional experience;
- Building a strong market presence in new markets but limiting over-exposure to any given market; and
- Deemphasizing our exposure to tertiary markets.

## FINANCING AND DISTRIBUTIONS

To fund our investment and capital activities, we rely on a combination of issuance of senior securities, borrowed funds, and offering securities in exchange for property. We regularly issue dividends to our shareholders. Each of these is described below.

### Issuance of Senior Securities

On October 2, 2017, we issued 4,118,460 shares of 6.625% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest (the "Series C preferred shares"). All of our outstanding shares of 7.95% Series B preferred shares were redeemed on October 30, 2017. Depending on future interest rates and market conditions, we may issue additional preferred shares or other senior securities which would have dividend and liquidation preference over our common shares.

### Bank Financing and Other Debt

As of December 31, 2018, we owned 87 apartment communities, of which 51 properties served as collateral for mortgage loans. The majority of these mortgages payable were non-recourse to us other than for standard carve-out obligations. Our primary unsecured credit facility is a revolving, multi-bank line of credit, with borrowing capacity based on the value of properties contained in the unencumbered asset pool. This credit facility matures on August 31, 2022, with one 12-month option to extend the maturity date at our election.

During the transition period ended December 31, 2018, we amended our primary unsecured credit facility. We extended the maturity date on our existing \$70.0 million unsecured term loan, which now matures on January 15, 2024. We also added a new \$75.0 million, seven-year term loan which matures on August 31, 2025.

We also have a \$6.0 million operating line of credit, which is designed to enhance treasury management activities and more effectively manage cash balances. As of December 31, 2018, our ratio of total indebtedness to total gross real estate investments was 39.5%.



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## Issuance of Securities in Exchange for Property

Our organizational structure allows us to issue shares and limited partnership units (or OP Units) of IRET Properties in exchange for real estate. The OP Units generally are redeemable, at the option of the holder, for cash, or, at our option, common shares on a one-for-one basis. Generally, limited partnership units receive the same per unit cash distributions as the per share dividends paid on common shares.

Our Declaration of Trust, as amended (our "Declaration of Trust"), does not contain any restrictions on our ability to offer limited partnership units of IRET Properties in exchange for property. As a result, any decision to do so is vested solely in our Board of Trustees. For the transition period ended December 31, 2018 and the three most recent fiscal years ended April 30, we have issued the following limited partnership units of IRET Properties in exchange for properties:

	(in thousands)	
	Transition	Years Ended
	Period	Ended
	December 31,	April 30,
	2018	2017
Limited partnership units issued	—	2,559
Value at issuance, net of issue costs	\$—	\$18,226

## Distributions to Shareholders

Distributions to shareholders and holders of limited partnership units. The Internal Revenue Code requires a REIT to distribute 90% of its net taxable income, excluding net capital gains, to its shareholders, and a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. We have distributed, and intend to continue to distribute, enough of our taxable income to satisfy these requirements. Our general practice has been to target cash distributions to our common shareholders and the holders of limited partnership units of approximately 65% to 90% of our funds from operations and to use the remaining funds for capital improvements or the reduction of debt.

Distributions to our common shareholders and unitholders in the eight months ended December 31, 2018 and in the fiscal year 2018 totaled approximately 82% and 104%, respectively, on a per share and unit basis of our funds from operations.

For additional information on our sources of liquidity and funds from operations, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Liquidity and Capital Resources."

## EMPLOYEES

As of December 31, 2018, we had 435 employees, of which 396 were full-time and 39 were part-time.

## ENVIRONMENTAL MATTERS

See the discussion under the caption "Risks Related to Our Properties and Operations -- We may be responsible for potential liabilities under environmental laws" in Item 1A, Risk Factors, for information concerning the potential effects of environmental matters on our business, which discussion under "We may be responsible for potential liabilities under environmental laws" is incorporated by reference into this Item 1.

## INSURANCE

We purchase general liability and property insurance coverage for each of our properties. We also purchase limited terrorism, environmental, and flood insurance as well as other types of insurance coverage related to a variety of risks and exposures. There are certain types of losses that may not be covered or could exceed coverage limits. Our insurance policies are also subject to deductibles and coverage limits. Although we believe that we have adequate insurance coverage on our properties, we may incur losses, which could be material, due to uninsured risks,

deductibles and/or losses in excess of coverage limits, any of which could have a material adverse effect on our business.

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COMPETITION

There are numerous housing alternatives that compete with our apartment communities in attracting residents. Our apartment communities compete directly with other apartment communities, condominiums, and single-family homes in the areas in which our properties are located. If the demand for our apartment communities is reduced or competitors develop or acquire competing housing, rental and occupancy rates may decrease, which could have a material adverse effect on our business. Additionally, we compete with other real estate investors, including other REITs, businesses, and other entities to acquire properties. This competition affects our ability to acquire properties we want to add to our portfolio and the price we pay for acquisitions.

Website and Available Information

Our internet address is [www.iretapartments.com](http://www.iretapartments.com). We make available, free of charge, through the “SEC filings” tab under the Investors section of our website, our Transition Report on Form 10-KT, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to such reports, and proxy statements for our Annual Meetings of Shareholders, filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such reports are filed with or furnished to the SEC. We also file press releases, investor presentations, and certain supplemental information on our website. Current copies of our Code of Conduct; Code of Ethics for Senior Financial Officers; and Charters for the Audit, Compensation, Executive, and Nominating and Governance Committees of our Board of Trustees are also available on our website under the “Corporate Governance” tab under the Investors section of our website. Copies of these documents are also available free of charge to shareholders upon request addressed to the Secretary at Investors Real Estate Trust, P.O. Box 1988, Minot, North Dakota 58702-1988. Information on our website does not constitute part of this Transition Report on Form 10-KT.

Item 1A. Risk Factors

Risks Related to Our Properties and Operations

We face certain risks related to our ownership of apartment communities and operation of our business. Set forth below are the risks that we believe are material to IRET’s shareholders and unitholders. You should carefully consider the following risks in evaluating our properties, business, and operations. Our business, financial condition, cash flows, results of operations, value of our real estate assets and/or the value of an investment in our stock or units are subject to various risks and uncertainties, including those set forth below, any of which could cause our actual operating results to vary materially from our recent results or from our anticipated future results.

Our financial performance is subject to risks associated with the real estate industry and ownership of apartment communities. Our financial performance risks include, but are not limited to, the following:

- downturns in national, regional, and local economic conditions (particularly increases in unemployment);
- competition from other apartment communities;
- local real estate market conditions, including an oversupply of apartments or other housing, or a reduction in demand for apartment communities;
- the attractiveness of our apartment communities to residents as well as residents' perceptions of the safety, convenience, and attractiveness of our apartment communities and the areas in which they are located;
- changes in interest rates and availability of attractive financing that might make other housing options, like home ownership, more attractive;
- our ability to collect rents from our residents;
- vacancies, changes in rental rates, and the periodic need to repair, renovate, and redevelop our apartment communities;
- increases in operating costs, including real estate taxes, state and local taxes, insurance expenses, utilities, and security costs, many of which are not reduced significantly when circumstances cause a reduction in revenues from a property;
- increases in compensation costs due to the tight labor market in many of the markets in which we operate;
- our ability to provide adequate maintenance and insurance on our apartment communities; and
- changes in tax laws and other government regulations that could affect the value of REITs generally or our business in particular.



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Our property acquisition activities may not produce the cash flows expected and could subject us to various risks that could adversely affect our operating results. We have acquired and intend to continue to pursue the acquisition of apartment communities, but the success of our acquisition activities is subject to numerous risks, including the following:

- acquisition agreements are subject to customary closing conditions, including completion of due diligence investigations, and we may be unable to complete an acquisition after making a non-refundable deposit and incurring other acquisition-related costs;

- expected occupancy, rental rates, and operating expenses of acquired apartment communities may differ from the actual results, or from those of our existing apartment communities;

- we may be unable to obtain financing for acquisitions on favorable terms, or at all;

- competition for these properties could cause us to pay higher prices for new properties or prevent us from purchasing a desired property at all;

- we may be subject to unknown liabilities from acquired properties, with either no recourse or limited recourse against prior owners or other third parties with respect to these unknown liabilities; and

- we may be unable to quickly and efficiently integrate new acquisitions into our existing operations.

We may be unable to acquire or develop properties and expand our operations into new or existing markets successfully. We intend to explore acquisitions or developments of properties in new and existing geographic markets. Acquiring or developing new properties and expanding into new markets introduces several risks, including but not limited to the following:

- we may not be successful in identifying suitable properties or other assets that meet our acquisition or development criteria or in consummating acquisitions or developments on satisfactory terms, or at all;

- we may be unable to maintain consistent standards, controls, policies, and procedures, or realize the anticipated benefits of the acquisitions within the anticipated time frame, or at all;

- acquisitions and divestitures could divert our attention from our existing properties and could cause us to lose key employees or be unable to attract highly qualified new employees;

- unfamiliarity with the dynamics and prevailing market conditions or local government or permitting procedures of any new geographic markets could adversely affect our ability to successfully expand into or operate within those markets or cause us to become more dependent on third parties in new markets due to our inability to directly and efficiently manage and otherwise monitor new properties in new markets;

- we may make assumptions regarding the expected future performance of acquired properties, including expected occupancy, rental rates, and cash flows, that prove to be inaccurate; and

- we may improperly estimate the costs of repositioning or redeveloping an acquired property.

We also may abandon opportunities to enter new markets that we have begun to explore for any reason and may, as a result, fail to recover expenses already incurred.

We are dependent on a concentration of our investments in a single asset class, making our results of operations more vulnerable to a downturn or slowdown in the sector or other economic factors. Since April 30, 2018, substantially all of our investments have been concentrated in the multifamily sector. As a result, we will be subject to risks inherent in investments in a single type of property. A downturn or slowdown in the demand for multifamily housing may have more pronounced effects on our business and results of operations or on the value of our assets than if we had continued to be more diversified in our investments into more than one asset class.

Our operations are concentrated in the Midwest region and a portion of the West region of the United States; we are subject to general economic conditions in the regions in which we operate. Our overall operations are concentrated in the Midwest region and portions of the West region of the United States. Our performance could be adversely affected by economic conditions in, and other factors relating to, these geographic areas, including supply and demand for apartments in these areas, zoning and other regulatory conditions, and competition from other communities and alternative forms of housing. In particular, our performance is influenced by job growth and unemployment rates in the areas in which we operate. To the extent the economic conditions, job growth and unemployment in any of these markets deteriorate or any of these areas experience natural disasters, the value of our portfolio, our results of operations, and our ability to make payments on our debt and to make distributions could be adversely affected.



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Competition may negatively impact our earnings. We compete with many kinds of institutions, including other REITs, private partnerships, individuals, pension funds, and banks in attracting residents and finding investment opportunities. Many of these institutions are active in the markets in which we invest and have greater financial and other resources than we do. Our apartment communities compete directly with other multifamily apartment communities, single-family homes, condominiums, and other short-term rentals.

Short-term leases could expose us to the effects of declining market rents. Our apartment leases are generally for a term of 18 months or less. Because these leases generally allow residents to leave at the expiration of the lease term without penalty, our rental revenues are impacted by declines in market rents more quickly than if our leases were for longer terms.

Because real estate investments are relatively illiquid, and various factors limit our ability to dispose of assets, we may not be able to sell properties when appropriate. We may have limited ability to change our portfolio of properties quickly in response to our strategic plan and changes in economic or other conditions, and the prohibitions under the federal income tax laws on REITs holding property for sale and related regulations may affect our ability to sell properties. Under certain circumstances, the Code imposes penalties on a REIT that sells property held for less than two years and limits the number of properties it can sell in a given year. Our ability to dispose of assets also may be limited by constraints on our ability to use disposition proceeds to make acquisitions on financially attractive terms. More specifically, we are required to distribute or pay tax on all capital gains generated from the sale of assets. Some of our properties were acquired using limited partnership units of IRET Properties, our operating partnership, and are subject to certain agreements that restrict our ability to sell these properties in transactions that would create current taxable income to the former owners. As a result, we are motivated to structure the sale of these assets as tax-free exchanges, the requirements of which are technical and may be difficult to achieve.

Inability to manage growth effectively may adversely affect our operating results. We have experienced significant growth at various times in the past, principally through the acquisition of additional real estate properties. Effective management of rapid growth presents challenges, including:

- the need to expand our management team and staff;
- the need to enhance internal operating systems and controls; and
- the ability to consistently achieve targeted returns on individual properties.

We may not be able to maintain similar rates of growth in the future or manage our growth effectively.

Adverse changes in taxes and other laws may affect our liabilities relating to our properties and operations. Increases in real estate taxes and service and transfer taxes may adversely affect our cash available for distributions and our ability to pay amounts due on our debt. Similarly, changes in laws that increase the potential liability for environmental conditions or that affect development, construction, and safety requirements may result in significant unanticipated costs. Future enactment of rent control or rent stabilization laws or other laws regulating apartment communities may reduce rental revenues or increase operating costs.

We may be unable to retain or attract qualified management. We are dependent upon our senior officers for essentially all aspects of our business operations. Our senior officers have experience in the real estate industry, and the loss of them would likely have a material adverse effect on our operations and could adversely impact our relationships with lenders and industry personnel. We do not have employment contracts with any of our senior officers. As a result, any senior officer may terminate his or her relationship with us at any time, without providing advance notice. If we fail to effectively manage a transition to new personnel, or if we fail to attract and retain qualified and experienced personnel on acceptable terms, it could adversely affect our business.

We may not be able to attract and retain qualified employees. Strong economic growth in recent years has created a tight labor market in many of the markets in which we operate, and we are dependent on employees at our apartment communities to provide attractive apartment homes for our residents. The loss of key personnel at these apartment communities, or the inability or cost of replacing such personnel at such communities, could have an adverse impact on our business and results of operations.

We face risks associated with security breaches through cyber-attacks, cyber intrusions, or otherwise, which could pose a risk to our systems, networks, and services. We face risks associated with security breaches or disruptions, whether through cyber-attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to emails,

or persons inside our organization. The risk of a security breach or disruption, particularly through cyber-attacks or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity, and sophistication of attempted attacks and intrusions around the world have increased. In the normal course of business, we and our service providers (including service providers engaged in providing web hosting, property management, leasing, accounting and/or payroll software/services) collect and retain certain personal information provided by our residents, employees, and vendors. We also rely extensively on computer systems to process transactions and manage our business. While we and our service providers employ a variety of data security



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measures to protect confidential information on our systems and periodically review and improve our data security measures, we cannot provide assurance that we or our service providers will be able to prevent unauthorized access to this personal information, that our efforts to maintain the security and integrity of the information that we and our service providers collect will be effective, or that attempted security breaches or disruptions would not be successful or damaging. Even the most well-protected information, networks, systems, and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target. In some cases, these breaches are designed not to be detected and, in fact, may not be detected. Accordingly, we and our service providers may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, thereby making it impossible to entirely mitigate this risk. The risk of a breach or security failure, particularly through cyber-attacks or cyber-intrusion, has generally increased due to the rise in new technologies and the increased sophistication and activities of the perpetrators of attempted attacks and intrusions. A security breach or other significant disruption involving computer networks and related systems could cause substantial costs and other negative measures, including litigation, remediation costs, costs to deploy additional protection strategies, compromising of confidential information, and reputational damage adversely affecting investor confidence.

We may be responsible for potential liabilities under environmental laws. Under various federal, state, and local laws, ordinances and regulations, we, as a current or previous owner or operator of real estate, may be liable for the costs of removal or remediation of hazardous or toxic substances in, on, around, or under that property. These laws may impose liability without regard to whether we knew of, or were responsible for, the presence of the hazardous or toxic substances. The presence of these substances, or the failure to properly remediate any property containing these substances, may adversely affect our ability to sell or rent the affected property or to borrow funds using the property as collateral. In arranging for the disposal or treatment of hazardous or toxic substances, we also may be liable for the costs of removal of, or remediation of, these substances at that disposal or treatment facility, whether or not we own or operate the facility. In connection with our current or former ownership (direct or indirect), operation, management, development, and/or control of real properties, we may be potentially liable for removal or remediation costs with respect to hazardous or toxic substances at those properties, as well as certain other costs, including governmental fines and claims for injuries to persons and property. Although we are not aware of any such claims associated with our existing properties that would have a material adverse effect on our business, potential future costs and damage claims may be substantial and could exceed any insurance coverage we may have for such events or such coverage may not exist. The presence of such substances, or the failure to properly remediate any such impacts, may adversely affect our ability to borrow against, develop, sell, or rent the affected property. Some environmental laws create or allow a government agency to impose a lien on the impacted property in favor of the government for damages and costs it incurs as a result of responding to hazardous or toxic substances.

Environmental laws also govern the presence, maintenance, and removal of asbestos, and require that owners or operators of buildings containing asbestos properly manage and maintain the asbestos; notify and train those who may come into contact with asbestos; and undertake special precautions if asbestos would be disturbed during renovation or demolition of a building. Indoor air quality issues may also necessitate special investigation and remediation. These air quality issues can result from inadequate ventilation, chemical contaminants from indoor or outdoor sources, or biological contaminants such as molds, pollen, viruses and bacteria. Asbestos or air quality remediation programs could be costly, necessitate the temporary relocation of some or all of the property's residents, or require rehabilitation of an affected property.

It is generally our policy to obtain a Phase I environmental study on each property that we seek to acquire. A Phase I environmental study generally includes a visual inspection of the property and the surrounding areas, an examination of current and historical uses of the property and the surrounding areas, and a review of relevant state and federal documents but does not involve invasive techniques such as soil and ground water sampling. If the Phase I indicates any possible environmental problems, our policy is to order a Phase II study, which involves testing the soil and ground water for actual hazardous substances. However, Phase I and Phase II environmental studies, or any other environmental studies undertaken with respect to any of our current or future properties, may not reveal the full extent of potential environmental liabilities. We currently do not carry insurance for environmental liabilities.

Our current or future insurance may not protect us against possible losses. We carry comprehensive liability, fire, extended coverage, and other insurance with respect to our properties at levels that we believe to be adequate and comparable to coverage customarily obtained by owners of similar properties. However, the coverage limits of our current or future policies may be insufficient to cover the full cost of repair or replacement of all potential losses, or our level of coverage may not continue to be available in the future or, if available, may be available only at unacceptable cost or with unacceptable terms. We also do not maintain coverage for certain catastrophic events like hurricanes and earthquakes because the cost of such insurance is deemed by management to be higher than the risk of loss due to the location of our properties. In most cases, we have to renew our insurance policies on an annual basis and negotiate acceptable terms for coverage, exposing us to the volatility of the insurance markets, including the possibility of rate increases. Any material increases in insurance rates or decrease in available coverage in the future could adversely affect our results of operations.

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Litigation risks could affect our business. As a publicly traded owner, manager, and developer of apartment communities, we may incur liability based on various conditions at our properties and the buildings thereon. In the past, we have been, and in the future may become, involved in legal proceedings, including consumer, employment, tort, or commercial litigation, any of which if decided adversely to us or settled by us and not adequately covered by insurance, could result in liability that could be material to our results of operations.

Catastrophic weather, natural events, and climate change could adversely affect our business. Some of our apartment communities are located in areas that may experience catastrophic weather and other natural events from time to time, including snow or ice storms, flooding, tornadoes, or other severe or inclement weather. These adverse and natural events could cause damage or losses that may be greater than insured levels. In the event of a loss in excess of insured limits, we could lose all or a portion of our investment in an affected property as well as additional revenue from that apartment community. We may continue to be obligated to repay mortgage indebtedness or other obligations related to an affected apartment community.

To the extent that we experience any significant changes in the climate in areas where our apartment communities are located, we may experience extreme weather conditions and prolonged changes in precipitation and temperature, all of which could result in physical damage to, and/or a decrease in demand for, our apartment communities located in these areas. If the impact of any such climate change were to be material, or occur for a lengthy period of time, our business may be adversely affected.

Risks related to properties under development, redevelopment, or newly developed properties may adversely affect our financial performance. We may be unable to obtain, or may suffer delays in obtaining, necessary zoning, land-use, building, occupancy, and other required governmental permits and authorizations, which could lead to increased costs or abandonment of projects. We may not be able to obtain financing on favorable terms, or at all, and we may not be able to complete lease-up of a property on schedule. The resulting time required for development, redevelopment, and lease-up means that we may have to wait years for significant cash returns.

Future cash flows may not be sufficient to ensure recoverability of the carrying value of our real estate assets. We periodically evaluate the recoverability of the carrying value of our real estate assets under United States generally accepted accounting principles ("GAAP"). Factors considered in evaluating impairment of our real estate assets held for investment include recurring net operating losses and other significant adverse changes in general market conditions that are considered permanent in nature. Generally, a real estate asset held for investment is not considered impaired if the estimated undiscounted future cash flows of the asset over its estimated holding period are in excess of the asset's net book value at the balance sheet date. Assumptions used to estimate annual and residual cash flow and the estimated holding period of these assets require the judgment of management.

Complying with laws benefiting disabled persons or other safety regulations and requirements may affect our costs and investment strategies. Federal, state, and local laws and regulations designed to improve disabled persons' access to and use of buildings, including the Americans with Disabilities Act of 1990, may require modifications to, or restrict renovations of, existing buildings that may require unexpected expenditures. These laws and regulations may require that structural features be added to buildings under construction. Legislation or regulations that may be adopted in the future may impose further burdens or restrictions on us with respect to improved access to, and use of these buildings by, disabled persons. Noncompliance could result in the imposition of fines by government authorities or the award of damages to private litigants. The costs of complying with these laws and regulations may be substantial, and limits or restrictions on construction, or the completion of required renovations, may limit the implementation of our investment strategy or reduce overall returns on our investments.

Risks related to joint ventures may adversely affect our financial performance and results of operations. We have entered into, and may continue in the future to enter into, partnerships or joint ventures with other persons or entities. Joint venture investments involve risks that may not be present with other methods of ownership, including the possibility that:

- our partner might become insolvent, refuse to make capital contributions when due, or otherwise fail to meet its obligations, which may result in certain liabilities to us for guarantees and other commitments;
- our partner might at any time have economic or other business interests or goals that are or become inconsistent with our interests or goals;

we could become engaged in a dispute with our partner, which could require us to expend additional resources to resolve such disputes; or

our partner may be in a position to take action or withhold consent contrary to our instructions or requests, which could restrict our ability to transfer our interest in a joint venture to a third party.

In some instances, we and/or our partner may have the right to trigger a buy-sell arrangement, which could cause us to sell our interest, or acquire our partner's interest, at a time when we otherwise would not have initiated such a transaction. Our ability to

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acquire our partner's interest may be limited if we do not have sufficient cash, available borrowing capacity, or other capital resources. In such event, we may be forced to sell our interest in the joint venture when we would otherwise prefer to retain it. Joint ventures may require us to share decision-making authority with our partners, which could limit our ability to control the properties in the joint ventures. Even when we have a controlling interest, certain major decisions may require partner approval, such as the sale, acquisition, or financing of a property.

Actual or threatened terrorist attacks may adversely affect our business. Actual or threatened terrorist attacks and other acts of war or violence could adversely affect our business. Attacks that directly impact one or more of our apartment communities could significantly affect our ability to operate these communities, thereby impairing our ability to achieve our expected results. Our insurance may not adequately cover all losses from a terrorist attack, and the ongoing effects of any terrorist attacks or threatened terrorist attacks could adversely affect the U.S. economy generally and our business in particular.

Potential changes to the condition of Fannie Mae and Freddie Mac and in government support for apartment communities may adversely affect our business. Historically, we have depended on the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") to provide financing for certain apartment communities. Although Fannie Mae and Freddie Mac have a mandate to support multifamily housing through their financing activities, there are current government proposals relating to the future of agency mortgage finance in the U.S. that could involve the phase-out of Fannie Mae and Freddie Mac. Although we believe that Fannie Mae and Freddie Mac will continue to provide liquidity to the multifamily sector, any phase-out of Fannie Mae and Freddie Mac, change in their mandate, or reduction in government support for apartment communities generally could result in adverse changes to interest rates, capital availability, development of additional apartment communities, and the value of these communities.

Expanding social media usage could present new risks. The use of social media could cause us to suffer broad reputational damage. Negative posts or comments about us on any social networking website, or disclosure of any non-public sensitive information relating to our business, could damage our reputation. The continuing evolution of social media will present us with new and ongoing challenges and risks.

Employee theft or fraud could result in loss. Certain employees have access to, or signature authority with respect to, our bank accounts or assets, which exposes us to the risk of fraud or theft. Certain employees also have access to key information technology ("IT") infrastructure and to resident and other information that may be commercially valuable. If any employee were to compromise our IT systems, or misappropriate resident or other information, we could incur losses, including potentially significant financial or reputational harm. We may not have insurance that covers any losses in full or covers losses from particular criminal acts.

### Risks Related to Our Indebtedness and Financings

Our inability to renew, repay, or refinance our debt may result in losses. We incur a significant amount of debt in the ordinary course of our business and in connection with acquisitions of real properties. Because we have a limited ability to retain earnings as a result of the REIT distribution requirements, we will generally be required to refinance debt that matures with additional debt or equity. We are subject to the normal risks associated with debt financing, including the risks that:

- our cash flow will be insufficient to meet required payments of principal and interest;
- we will not be able to renew, refinance, or repay our indebtedness when due; and
- the terms of any renewal or refinancing will be less favorable than the terms of our current indebtedness.

These risks increase when credit markets are tight. In general, when the credit markets are tight, we may encounter resistance from lenders when we seek financing or refinancing for properties or proposed acquisitions, and the terms of such financing or refinancing are likely to be less favorable to us than the terms of our current indebtedness.

We anticipate that we will need to refinance a significant portion of our outstanding debt as it matures. We cannot guarantee that any refinancing of debt with other debt will be possible on terms that are favorable or acceptable to us. If we cannot refinance, extend, or pay principal payments due at maturity with the proceeds of other capital transactions, our cash flows may not be sufficient in all years to repay debt as it matures. If we are unable to refinance our indebtedness on acceptable terms, or at all, we may be forced to dispose of one or more properties on disadvantageous terms, which may result in losses. These losses could have a material adverse effect on our business,

our ability to make distributions to our shareholders, and our ability to pay amounts due on our debt. If a property is mortgaged to secure payment of indebtedness and we are unable to meet mortgage payments or refinance the debt at maturity, the mortgagor could foreclose upon the property, appoint a receiver, and receive an assignment of rents and leases or pursue other remedies, including taking ownership of the property, all with a consequent loss of revenues and asset value. Foreclosures also could affect our ability to obtain new debt and could create taxable income without accompanying

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cash proceeds, thereby hindering our ability to meet the REIT distribution requirements of the Code and impeding our ability to obtain financing for our other properties.

The restrictive terms of indebtedness may cause acceleration of debt payments and constrain our ability to conduct certain transactions. At December 31, 2018, we and our Operating Partnership had outstanding borrowings of approximately \$648.5 million. Some of this indebtedness contains financial covenants relating to fixed charge coverage ratios, maximum secured debt, maintenance of unencumbered asset value, and total debt to gross assets, among others. Some covenants present new constraints as we navigate investments and dispositions with respect to our ability to invest in certain markets, add incremental secured and recourse debt, and add overall leverage. If an event of default occurs, our lenders may declare borrowings under the loan agreements to be due and payable immediately, which could have an adverse effect on our ability to make distributions to our shareholders and pay amounts due on our debt.

Rising interest rates may affect our cost of capital and financing activities. Rising interest rates could limit our ability to refinance portions of our fixed-rate indebtedness when it matures and would increase our interest costs. We also have an unsecured credit facility that bears interest at variable rates based on amounts drawn. As a result, any further increase in interest rates could increase our interest expense on our variable rate debt, increase our interest rates when refinancing fixed-rate debt, increase the cost of issuing new debt, and reduce the cash available for distribution to shareholders.

Interest rate hedging arrangements may result in losses. From time to time, we use interest rate swaps and other hedging instruments to manage our interest rate risks. Although these arrangements may partially protect us against rising interest rates, they also may reduce the benefits to us if interest rates decline. If a hedging arrangement is not indexed to the same rate as the indebtedness that is hedged, we may be exposed to losses to the extent that the rate governing the indebtedness and the rate governing the hedging arrangement change independently of each other, and nonperformance by the other party to the hedging arrangement also may subject us to increased credit risks. In order to minimize any counterparty credit risk, we enter into hedging arrangements only with investment grade financial institutions.

Potential changes to LIBOR could affect our financing covenants. LIBOR has been used as a primary benchmark for short-term interest rates, including under our credit facility. Daily LIBOR interest rates have been published since January 1, 1986 and have become deeply entrenched into the global financial markets. Post-financial crisis, regulation has significantly reduced bank appetite to issue commercial paper and wholesale deposits, which means there is a very low volume of transactions upon which banks can base their LIBOR submissions. As a result, banks must rely upon their "expert judgment" in translating other interest rates into a LIBOR rate. The liability associated with generating such a highly utilized interest rate based upon expert judgment is significant. As a result, a global effort is underway to find new benchmark rates to replace LIBOR by the end of 2021. This raises a complication for financial assets and financial contracts with maturities beyond 2021. As it relates to future and derivatives contracts, ISDA master agreements between counterparties will need to be amended or replaced, including derivative contracts in which we are invested. There can be no assurance that a new global standard will be agreed upon or that any new rate will be reflective of the original interest rate and credit risk included within LIBOR.

### Risks Related to Our Shares

Our stock price may fluctuate significantly. The market price and trading volume of our common shares are subject to fluctuation due to general market conditions, the risks discussed in this report, and several other factors, including the following:

- regional, national, and global economic and business conditions;
- actual or anticipated changes in our quarterly operating results or dividends;
- changes in our funds from operations or earnings estimates;
- investor interest in our property portfolio;
- the market perception and performance of REITs in general;
- the market perception or trading volume of REITs relative to other investment opportunities;
- the market perception of our financial condition, performance, distributions, and growth potential;

general stock and bond market conditions, including potential increases in interest rates that could lead investors to seek high annual yield from dividends;

- shifts in our investor base to a higher concentration of passive investors, including exchange-traded funds and index funds, that could have an adverse effect on our ability to communicate with our shareholders;
- our ability to access capital markets, which could impact our cost of capital;



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• a change in our credit rating or analyst ratings;  
• changes in minimum dividend requirements;  
• terrorism or other factors that adversely impact the markets in which our stock trades; and  
• changes in tax laws or government regulations that could affect the attractiveness of our stock.

Rising interest rates could have an adverse effect on our share price, and low trading volume on the NYSE may prevent the timely resale of our shares. If interest rates continue to increase, this could cause holders of our common stock and other investors to seek higher dividends on our shares or higher yields through other investments, which could adversely affect the market price of our shares. Although our common shares are listed on the NYSE, the daily trading volume of our shares may be lower than the trading volume for other companies. As a result of lower trading volume, an owner of our common shares may encounter difficulty in selling our shares in a timely manner and may incur a substantial loss.

Failure to generate sufficient revenue or other liquidity needs could limit cash flow available for distributions to our shareholders. A decrease in rental revenue, an increase in funding to support our acquisition and development needs, or other unmet liquidity needs could have an adverse effect on our ability to pay distributions to our shareholders or the Operating Partnership's unitholders.

Payment of distributions on our common shares is not guaranteed. Our Board of Trustees must approve any stock distributions and may elect at any time, or from time to time, and for an indefinite duration, to reduce or not pay the distributions payable on our common shares. Our Board may reduce distributions for a variety of reasons, including but not limited to the following:

- operating and financial results cannot support the current distribution payment;
- unanticipated costs, capital requirements, or cash requirements;
- annual distribution requirements under the REIT provisions of the Code;
- a conclusion that the payment of distributions would cause us to breach the terms of certain agreements or contracts, such as financial ratio covenants in our debt financing documents; or
- other factors the Board of Trustees may consider relevant.

Our future growth depends, in part, on our ability to raise additional equity capital, which will have the effect of diluting the interests of our common shareholders. Our future growth depends upon, among other things, our ability to raise equity capital and issue limited partnership units of IRET Properties. Sales of substantial amounts of our common or preferred shares in the public market, or substantial issuances of our common shares in connection with redemption requests for limited partnership units, or the perception that such sales or issuances might occur, will dilute the interests of the current common shareholders and could adversely affect the market price of our common shares.

We may issue additional classes or series of our shares of beneficial interest with rights and preferences that are superior to the rights and preferences of our common shares. Without the approval of our common shareholders, our Board of Trustees may establish additional classes or series of our shares of beneficial interest, and such classes or series may have dividend rights, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences, or other rights and preferences that are superior to the rights of the holders of our common shares. In that regard, in September 2017, we filed a shelf registration statement with the SEC that enables us to sell an undetermined number of equity and debt securities as defined in the prospectus. Future sales of common stock, preferred stock, or convertible debt securities may dilute current shareholders and could have an adverse impact on the market price of our common stock.

Our rating by proxy advisory firms or other corporate governance consultants advising institutional investors could have an adverse effect on the perception of our corporate governance and thereby negatively impact the market price of our common stock. Various proxy advisory firms and other corporate governance consultants advising institutional investors provide scores or ratings of our corporate governance, executive compensation practices, and other matters that may be submitted to shareholders in connection with our annual meetings. From time to time, certain matters that we propose for approval may not receive a favorable score or rating or might even result in a negative score or rating or recommendation against the matter proposed. In these situations, unfavorable scores or ratings may lead to rejected proposals, which could lead to decreases in our market price. Although we periodically review our corporate

governance measures and consider implementing changes that we believe to be responsive to concerns that have been raised, there may be times when we decide not to implement changes recommended by proxy advisors or other corporate governance consultants because we do not believe that such changes are in the best interests of IRET and our shareholders, notwithstanding the negative effect that such a decision could have on our ratings or stock price.

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Any material weaknesses identified in our internal control over financial reporting could adversely affect our stock price. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal control over financial reporting. If we were to identify one or more material weaknesses in our internal control over financial reporting, we could lose investor confidence in our financial reporting and results of operations, which in turn could have an adverse effect on our stock price.

### Risks Related to Our Tax Status

We may incur tax liabilities as a consequence of failing to qualify as a REIT, which could force us to borrow funds during unfavorable market conditions. We have elected to be taxed as a REIT under the Code. Qualification as a REIT involves the application of highly technical and complex Code provisions, including income, asset, and distribution tests, for which there are only limited judicial or administrative interpretations. Even a technical or inadvertent mistake could endanger our REIT status. The determination that we qualify as a REIT requires an ongoing analysis of various factual matters and circumstances, some of which may not be within our control. For example, in order to qualify as a REIT, at least 95% of our gross income in any year must come from certain passive sources that are itemized in the REIT tax laws, and we are prohibited from owning specified amounts of debt or equity securities of some issuers. Thus, to the extent revenues from non-qualifying sources, such as income from third-party management services, represent more than 5% of our gross income in any taxable year, we will not satisfy the 95% income test and may fail to qualify as a REIT, unless certain relief provisions contained in the Code apply. Even if relief provisions apply, however, a tax would be imposed with respect to excess net income. We are also required to make distributions to the holders of our securities of at least 90% of our REIT taxable income, determined before a deduction for dividends paid and excluding any net capital gain. To the extent that we satisfy the 90% test but distribute less than 100% of our REIT taxable income, we will be subject to corporate income tax on such undistributed income and could be subject to an additional 4% excise tax. Because we need to meet these tests to maintain our qualification as a REIT, it could cause us to have to forego certain business opportunities and potentially require us to liquidate otherwise attractive investments. The fact that we hold substantially all of our assets (except for qualified REIT subsidiaries) through IRET Properties, our operating partnership, and its subsidiaries, and our ongoing reliance on factual determinations, such as determinations related to the valuation of our assets, further complicates the application of the REIT requirements for us. If IRET Properties or one or more of our subsidiaries is determined to be taxable as a corporation, we may fail to qualify as a REIT. Either our failure to qualify as a REIT, for any reason, or the imposition of taxes on excess net income from non-qualifying sources, could adversely affect our business and our ability to make distributions to our shareholders and pay amounts due on our debt. New legislation, regulations, administrative interpretations or court decisions could change the tax laws with respect to our qualification as a REIT or the federal income tax consequences of our qualification.

If we were to fail to qualify as a REIT, we would be subject to federal income tax on our taxable income at regular corporate rates, could be subject to increased state and local taxes and, unless entitled to relief under applicable statutory provisions, would be disqualified from treatment as a REIT for the four taxable years following the year during which we lost our qualification, which would likely have a material adverse effect on us, our ability to make distributions to our shareholders, and our ability to pay amounts due on our debt. This treatment would reduce funds available for investment or distributions to the holders of our securities due to the additional tax liability to us for the year or years involved, and we would no longer be able to deduct, and would not be required to make, distributions to our shareholders. To the extent that distributions to the holders of our securities had been made in anticipation of qualifying as a REIT, we may need short-term debt or long-term debt or proceeds from asset sales or sales of common shares to fund required distributions as a result of differences in timing between the actual receipt of income and the recognition of income for federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt or amortization payments. The inability of our cash flows to cover our distribution requirements could have an adverse impact on our ability to raise short and long-term debt or sell equity securities in order to fund distributions required to maintain our REIT status.

Failure of our operating partnership to qualify as a partnership would adversely affect us. We believe that IRET Properties, our operating partnership, qualifies as a partnership for federal income tax purposes. However, we can provide no assurance that the IRS will not challenge its status as a partnership for federal income tax purposes or that

a court would not sustain such a challenge. If the IRS were to be successful in treating IRET Properties as an entity taxable as a corporation (such as a publicly traded partnership taxable as a corporation), we would cease to qualify as a REIT because the value of our ownership interest in IRET Properties would exceed 5% of our assets and because we would be considered to hold more than 10% of the voting securities and value of the outstanding securities of another corporation. The imposition of a corporate tax on IRET Properties would significantly reduce the amount of cash available for distribution.

Certain provisions of our Declaration of Trust may limit a change in control and deter a takeover. In order to maintain our qualification as a REIT, our Declaration of Trust provides that any transaction that would result in our disqualification as a REIT under Section 856 of the Code will be void, including any transaction that would result in the following:

Less than 100 people owning our shares;

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our being “closely held” within the meaning of Section 856(h) of the Code; or

50% or more of the fair market value of our shares being held by persons other than “United States persons.”

If the transaction is not void, then the shares in violation of the foregoing conditions will automatically be exchanged for an equal number of excess shares, and these excess shares will be transferred to an excess share trustee for the exclusive benefit of the charitable beneficiaries named by our Board of Trustees. The Trust's Declaration of Trust also provides a limit on a person owning in excess of the ownership limit of 9.8%, in number or value, of the Trust's outstanding shares, although the Board of Trustees retains the ability to make exceptions to this ownership threshold. These limitations may have the effect of preventing a change in control or takeover of us by a third party, even if the change in control or takeover would be in the best interests of our shareholders.

Legislative or regulatory actions affecting REITs could have an adverse effect on us or our shareholders. Changes to the tax laws could adversely affect us or our shareholders. In 2017, Congress passed tax legislation (the “2017 Tax Cuts and Jobs Act”) that significantly changed the U.S. federal income taxation of U.S. businesses and their owners, including REITs and their shareholders. Although the 2017 Tax Cuts and Jobs Act was recently passed, there can be no assurance that future changes to the U.S. federal income tax laws or regulations will not be proposed or enacted that could impact our business and financial results. The REIT rules are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department, which may result in revisions to regulations and interpretations as well as statutory changes. If enacted, certain changes could have an adverse impact on our business. The Tax Cuts and Jobs Act of 2017 also contained provisions that may reduce the relative competitive advantage of operating as a REIT. For example, the Tax Cuts and Jobs Act of 2017 lowered income tax rates on individuals and corporations, easing the burden of double taxation on corporate dividends and potentially causing the single level of taxation on REIT distributions to be relatively less attractive. The Tax Cuts and Jobs Act of 2017 also contains provisions allowing the expensing of capital expenditures, which could result in the bunching of taxable income and required distributions for REITs, and provisions further limiting the deductibility of interest expense, which could disrupt the real estate market. We cannot predict whether, when, or to what extent the Tax Cuts and Jobs Act of 2017 and any new U.S. federal tax laws, regulations, interpretations, or rulings will impact the real estate investment industry or REITs. Prospective investors are urged to consult their tax advisers regarding the effect of the Tax Cuts and Jobs Act of 2017 and potential future changes to the federal tax laws of an investment in our shares or Units.

Dividends payable by REITs may be taxed at higher rates than dividends of non-REIT corporations, which could reduce the net cash received by our shareholders and may be detrimental to our ability to raise additional funds through any future sale of our stock. Dividends paid by REITs to U.S. shareholders that are individuals, trusts, or estates are generally not eligible for the reduced tax rate applicable to qualified dividends received from non-REIT corporations but, under the 2017 Tax Cuts and Jobs Act, U.S. shareholders that are individuals, trusts, and estates generally may deduct 20% of ordinary dividends from a REIT (for taxable years beginning after December 31, 2017 and before January 1, 2026). Although this deduction reduces the effective tax rate applicable to certain dividends paid by REITs, such tax rate is still higher than the tax rate applicable to regular corporate qualified dividends. This may cause investors to view REIT investments as less attractive than investments in non-REIT corporations, which in turn may adversely affect the value of stock in REITs, including our stock. Investors should consult with their tax advisers regarding the U.S. tax consequences of an investment in our stock or Units.

We may face risks in connection with Section 1031 exchanges. From time to time, we dispose of properties in transactions intended to qualify as “like-kind exchanges” under Section 1031 of the Code. If a transaction intended to qualify as a Section 1031 exchange is later determined to be taxable, we may face adverse consequences, and if the laws applicable to such transactions are amended or repealed, we may not be able to dispose of properties on a tax-deferred basis. If we are unable to meet the technical requirements of a desired Section 1031 exchange, we may be required to make a special dividend payment to our shareholders if we are unable to mitigate the taxable gains realized.

Complying with REIT requirements may force us to forego otherwise attractive opportunities or liquidate otherwise attractive investments. To qualify and maintain our status as a REIT, we must satisfy certain requirements with respect to the character of our assets. If we fail to comply with these requirements at the end of any quarter, we must correct

such failure within 30 days after the end of the quarter (by, possibly, selling assets notwithstanding their prospects as an investment) to avoid losing our REIT status. This could include potentially selling otherwise attractive assets or liquidating or foregoing otherwise attractive investments. These actions could reduce our income and amounts available for distribution to our shareholders.

Even if we qualify as a REIT, we may face other tax liabilities that reduce our cash flows. Even if we qualify for taxation as a REIT, we may be subject to certain federal, state, and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property, and transfer taxes, such as mortgage recording taxes. Any of these taxes would decrease cash available for distribution to our shareholders.

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The tax imposed on REITs engaging in prohibited transactions and our agreements entered into with certain contributors of our properties may limit our ability to engage in transactions that would be treated as sales for federal income tax purposes. The federal income tax provisions applicable to REITs provide that any gain realized by a REIT on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business is treated as income from a “prohibited transaction” that is subject to a 100% penalty tax. Under current law, unless a sale of real property qualifies for a safe harbor, the question of whether the sale of a property constitutes the sale of property held primarily for sale to customers is generally a question of the facts and circumstances regarding a particular transaction. We may make sales that do not satisfy the requirements of the safe harbors, or the IRS may successfully assert that one or more of our sales are prohibited transactions and, as a result, we may be required to pay a penalty tax. To avert this penalty tax, we may hold some of our assets through a taxable REIT subsidiary (“TRS”). While the TRS structure would allow the economic benefits of ownership to flow to us, a TRS is subject to tax on its income at the federal and state level. We have entered into agreements with certain contributors of our properties that contain limitations on our ability to dispose of certain properties in taxable transactions. The restrictions on taxable dispositions are effective for varying periods. Such agreements may require that we make a payment to the contributor in the event that we dispose of a covered property in a taxable sale during the restriction period.

Our ownership of TRSs is limited, and our transactions with TRSs will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms. A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT's assets may consist of stock or securities of one or more TRSs, and the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

Our TRS is subject to applicable federal, state, and local income tax on its taxable income, and its after-tax net income will be available for distribution to us but is not required to be distributed to us. We believe that the aggregate value of the stock and securities of our TRS is and will continue to be less than 20% of the value of our total assets (including our TRS stock and securities). We will continue to monitor the value of our investments in our TRS for the purpose of ensuring compliance with TRS ownership limitations. We will scrutinize all of our transactions with our TRS to ensure that they are entered into on arm's-length terms to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the 20% limitation discussed above or to avoid application of the 100% excise tax discussed above.

Our Board of Trustees may make changes to our major policies without approval of our shareholders. Our operating and financial policies, including policies relating to development and acquisition of real estate, financing, growth, operations, indebtedness, capitalization, and distributions are exclusively determined by our Board of Trustees. Our Board of Trustees may amend or revoke those policies, and other policies, without advance notice to, or the approval of, our shareholders.

### Item 1B. Unresolved Staff Comments

None.

### Item 2. Properties

We are organized as a REIT under Section 856-858 of the Code and are structured as an UPREIT. We conduct the business of owning, leasing, developing and acquiring real estate properties through our Operating Partnership. These real estate investments are managed by our own employees and by third-party professional real estate management companies on our behalf.

### Certain Lending Requirements

In certain instances, in connection with the financing of investment properties, the lender may require, as a condition of the loan, that the properties be owned by a “single asset entity.” Accordingly, we have organized a number of wholly owned subsidiary entities for the purpose of holding title in an entity that complies with such lending conditions. All financial statements of these subsidiaries are consolidated into our financial statements.

#### Management and Leasing of Our Real Estate Assets



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We conduct our corporate operations from offices in Minot, North Dakota and Minneapolis, Minnesota. We also have property management offices located in the states where we own properties. The day-to-day management of our properties is carried out by our own employees and in certain cases by third-party property management companies. In markets where the amount of rentable square footage we own does not justify self-management, when properties acquired have effective pre-existing property management in place, or when for other reasons particular properties are in our judgment not attractive candidates for self-management, we utilize third-party professional management companies for day-to-day management. However, all decisions relating to purchase, sale, insurance coverage, capital improvements, approval of leases, annual operating budgets and major renovations are made exclusively by our employees and implemented by the third-party management companies. Generally, our management contracts are for terms of one year or less and provide for compensation ranging from 2.5% to 5.0% of gross rent collections and, typically, we may terminate these contracts upon 60 days or less notice for cause or upon the property manager's failure to meet certain specified financial performance goals.

## Summary of Individual Properties Owned as of December 31, 2018

The following table presents information regarding our 87 apartment communities and four other properties held for investment, as well as unimproved land as of December 31, 2018. We own the following interests in real estate either through our wholly-owned subsidiaries or by ownership of a controlling interest in an entity owning the real estate. We account for these interests on a consolidated basis. Additional information is included in Schedule III to our financial statements included in this Transition Report on Form 10-KT.

Community Name and Location	(in thousands)			
	Number of Apartment Homes	Investment (initial cost plus improvements less impairment)	Physical Occupancy as of December 31, 2018	
<b>MULTIFAMILY</b>				
71 France - Edina, MN <sup>(1) (2) (4) (5)</sup>	241	\$ 66,585	95.0	%
Alps Park - Rapid City, SD <sup>(1)</sup>	71	6,208	100.0	%
Arbors - South Sioux City, NE <sup>(1)</sup>	192	9,505	94.8	%
Arcata - Golden Valley, MN <sup>(4) (5)</sup>	165	33,244	95.2	%
Ashland - Grand Forks, ND <sup>(1)</sup>	84	8,603	96.4	%
Avalon Cove - Rochester, MN <sup>(5)</sup>	187	36,127	97.3	%
Boulder Court - Eagan, MN	115	9,818	100.0	%
Brookfield Village - Topeka, KS <sup>(1)</sup>	160	9,215	97.5	%
Canyon Lake - Rapid City, SD <sup>(1)</sup>	109	6,674	97.2	%
Cardinal Point - Grand Forks, ND <sup>(4) (5)</sup>	251	35,052	94.4	%
Cascade Shores - Rochester, MN <sup>(1) (5)</sup>	90	18,383	95.6	%
Castlerock - Billings, MT <sup>(1)</sup>	166	8,059	95.2	%
Chateau - Minot, ND <sup>(4) (5)</sup>	104	21,299	93.3	%
Cimarron Hills - Omaha, NE <sup>(1)</sup>	234	15,185	96.2	%
Colonial Villa - Burnsville, MN	239	23,334	93.7	%
Colony - Lincoln, NE <sup>(1)</sup>	232	18,901	96.6	%
Commons and Landing at Southgate - Minot, ND <sup>(1) (2)</sup>	341	54,917	98.2	%
Cottage West Twin Homes - Sioux Falls, SD <sup>(1)</sup>	50	5,348	96.0	%
Cottonwood - Bismarck, ND <sup>(1)</sup>	268	24,011	96.3	%
Country Meadows - Billings, MT <sup>(1)</sup>	133	10,089	94.0	%
Crestview - Bismarck, ND <sup>(1)</sup>	152	6,826	98.0	%
Crown Colony - Topeka, KS <sup>(1)</sup>	220	14,525	96.8	%

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Crystal Bay - Rochester, MN <sup>(5)</sup>	76	12,130	92.1	%
Cypress Court - St. Cloud, MN <sup>(1)(2)</sup>	196	20,714	96.9	%
Deer Ridge - Jamestown, ND <sup>(1)(4)(5)</sup>	163	25,041	94.5	%
Dylan - Denver, CO <sup>(3)(4)</sup>	274	89,942	91.2	%
Evergreen - Isanti, MN <sup>(1)</sup>	72	7,083	97.2	%
Forest Park - Grand Forks, ND <sup>(1)</sup>	268	14,836	91.4	%
French Creek - Rochester, MN <sup>(5)</sup>	40	5,153	100.0	%
Gables Townhomes - Sioux Falls, SD <sup>(1)</sup>	24	2,527	87.5	%
Gardens - Grand Forks, ND <sup>(5)</sup>	74	9,333	94.6	%
Grand Gateway - St. Cloud, MN	116	9,788	96.6	%

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Community Name and Location	(in thousands)			
	Number of Homes	Investment (initial cost plus impairment)	Physical Occupancy as of December 31, 2018	
GrandeVille at Cascade Lake - Rochester, MN <sup>(1) (5)</sup>	276	\$ 57,017	96.0	%
Greenfield - Omaha, NE	96	6,044	99.0	%
Heritage Manor - Rochester, MN <sup>(1)</sup>	182	10,688	95.6	%
Homestead Garden - Rapid City, SD <sup>(1)</sup>	152	15,459	98.0	%
Indian Hills - Sioux City, IA	120	7,704	96.7	%
Kirkwood Manor - Bismarck, ND <sup>(1)</sup>	108	5,124	93.5	%
Lakeside Village - Lincoln, NE <sup>(1)</sup>	208	18,254	94.2	%
Landmark - Grand Forks, ND	90	2,913	93.3	%
Legacy - Grand Forks, ND <sup>(1)</sup>	360	33,568	91.1	%
Legacy Heights - Bismarck, ND <sup>(4) (5)</sup>	119	15,368	97.5	%
Mariposa - Topeka, KS <sup>(1)</sup>	54	6,550	98.1	%
Meadows - Jamestown, ND	81	7,064	95.1	%
Monticello Crossings - Monticello, MN <sup>(4) (5)</sup>	202	31,898	98.0	%
Monticello Village - Monticello, MN	60	5,354	98.3	%
North Pointe - Bismarck, ND <sup>(1)</sup>	73	5,619	91.8	%
Northridge - Bismarck, ND	68	8,590	95.6	%
Oakmont Estates - Sioux Falls, SD	79	6,664	98.7	%
Oakwood Estates - Sioux Falls, SD	160	8,155	95.6	%
Olympic Village - Billings, MT <sup>(1)</sup>	274	15,638	98.2	%
Olympik Village - Rochester, MN <sup>(1)</sup>	140	9,861	97.1	%
Oxbo - St Paul, MN <sup>(3)(4)</sup>	191	57,562	95.3	%
Oxbow Park - Sioux Falls, SD	120	7,294	94.2	%
Park Meadows - Waite Park, MN <sup>(1)</sup>	360	20,241	97.8	%
Park Place - Plymouth, MN <sup>(3)(4)</sup>	500	94,861	93.4	%
Pebble Springs - Bismarck, ND	16	991	100.0	%
Pinehurst - Billings, MT	21	1,282	85.7	%
Plaza - Minot, ND <sup>(1)</sup>	71	16,697	94.4	%
Pointe West - Rapid City, SD <sup>(1)</sup>	90	5,873	91.1	%
Ponds at Heritage Place - Sartell, MN	58	5,405	91.4	%
Prairie Winds - Sioux Falls, SD <sup>(1)</sup>	48	2,699	97.9	%
Quarry Ridge - Rochester, MN <sup>(1)</sup>	313	34,370	95.2	%
Red 20 - Minneapolis, MN <sup>(1)(5)</sup>	130	26,201	92.3	%
Regency Park Estates - St. Cloud, MN <sup>(1)</sup>	147	13,355	94.6	%
Ridge Oaks - Sioux City, IA <sup>(1)</sup>	132	7,258	92.4	%
Rimrock West - Billings, MT <sup>(1)</sup>	78	5,881	97.4	%
River Ridge - Bismarck, ND	146	26,145	99.3	%
Rocky Meadows - Billings, MT <sup>(1)</sup>	98	7,999	96.9	%
Rum River - Isanti, MN <sup>(1)</sup>	72	6,129	94.4	%
Sherwood - Topeka, KS <sup>(1)</sup>	300	21,153	99.0	%
Sierra Vista - Sioux Falls, SD	44	2,934	100.0	%
Silver Springs - Rapid City, SD <sup>(1)</sup>	52	3,946	98.1	%
South Pointe - Minot, ND <sup>(1)</sup>	196	15,736	98.5	%
Southpoint - Grand Forks, ND	96	10,638	93.8	%
Southwind - Grand Forks, ND <sup>(1)</sup>	164	9,457	88.4	%

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Sunset Trail - Rochester, MN <sup>(1)</sup>	146	16,433	95.9	%
Thomasbrook - Lincoln, NE <sup>(1)</sup>	264	16,235	97.0	%
Valley Park - Grand Forks, ND <sup>(1)</sup>	167	8,480	91.0	%
Villa West - Topeka, KS <sup>(1)</sup>	308	19,232	94.8	%
Village Green - Rochester, MN	36	3,598	100.0	%
Westend - Denver, CO <sup>(3)(4)</sup>	390	127,879	96.7	%
West Stonehill - Waite Park, MN <sup>(1)</sup>	313	18,942	98.4	%
Westwood Park - Bismarck, ND <sup>(1)</sup>	65	4,088	96.9	%

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Community Name and Location	(in thousands)			
	Number of Homes	Investment (initial cost plus improvements less impairment)	Physical Occupancy	December 31, 2018
Whispering Ridge - Omaha, NE <sup>(1)</sup>	336	\$ 29,256	97.3	%
Winchester - Rochester, MN	115	8,924	96.5	%
Woodridge - Rochester, MN <sup>(1)</sup>	110	9,756	97.3	%
<b>TOTAL MULTIFAMILY</b>	<b>13,702</b>	<b>\$ 1,582,917</b>	<b>95.7</b>	<b>%</b>

  

Property Name and Location	(in thousands)			
	Net Rentable Square Footage	Investment (initial cost plus improvements less impairment)	Physical Occupancy	December 31, 2018
<b>OTHER - MIXED USE</b>				
71 France - Edina, MN <sup>(1)</sup>	20,955	\$ 6,654	100.0	%
Oxbo - St Paul, MN	11,477	3,526	100.0	%
Plaza - Minot, ND <sup>(1)</sup>	50,610	9,597	100.0	%
Red 20 - Minneapolis, MN <sup>(1)</sup>	10,508	2,944	100.0	%
<b>TOTAL OTHER - MIXED USE</b>	<b>93,550</b>	<b>\$ 22,721</b>		
<b>OTHER - COMMERCIAL</b>				
Dakota West Plaza - Minot, ND	16,921	624	52.3	%
Minot 1400 31st Ave - Minot, ND	48,960	11,606	76.3	%
Minot IPS - Minot, ND	27,698	6,368	100.0	%
Woodbury 1865 Woodlane - Woodbury, MN	69,600	3,400	100.0	%
<b>TOTAL OTHER - COMMERCIAL</b>	<b>163,179</b>	<b>\$ 21,998</b>		
<b>UNIMPROVED LAND</b>				
Creekside Crossing - Bismarck, ND		3,049		
Minot 1525 24th Ave SW - Minot, ND		506		
Rapid City - Rapid City, SD		1,376		
Weston - Weston, WI		370		
<b>TOTAL UNIMPROVED LAND</b>		<b>\$ 5,301</b>		
<b>TOTAL APARTMENT HOMES</b>	<b>13,702</b>			
<b>TOTAL SQUARE FOOTAGE - OTHER</b>	<b>256,729</b>			
<b>TOTAL GROSS REAL ESTATE INVESTMENTS, EXCLUDING MORTGAGE NOTES RECEIVABLE</b>		<b>\$ 1,632,937</b>		

(1) Encumbered by mortgage debt.

Owned by a joint venture entity and consolidated in our financial statements. We have an approximately 52.6% ownership in 71 France, 65.5% ownership in Commons & Landing at Southgate, and 86.1% ownership in Cypress Court.

(3) Non-same-store for the comparison of the eight months ended December 31, 2018 to the eight months ended December 31, 2017. Refer to Item 7 for definition of non-same-store.

(4) Non-same-store for the comparison of fiscal years 2018 and 2017.

(5) Non-same-store for the comparison of fiscal years 2017 and 2016.



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## Properties by State

The following table presents, as of December 31, 2018, the total amount of property owned, net of accumulated depreciation, by state:

State	(in thousands)		Total	% of Total	
	Multifamily	Other			
Minnesota	\$550,874	\$15,297	\$566,171	44.4	%
North Dakota	269,878	15,632	285,510	22.4	%
Colorado	212,056	—	212,056	16.7	%
Nebraska	81,890	—	81,890	6.4	%
South Dakota	47,834	—	47,834	3.8	%
Kansas	45,223	—	45,223	3.6	%
Montana	25,730	—	25,730	2.0	%
Iowa	9,351	—	9,351	0.7	%
Total	\$1,242,836	\$30,929	\$1,273,765	100.0	%

## Item 3. Legal Proceedings

In the ordinary course of our operations, we become involved in litigation. At this time, we know of no material pending or threatened legal proceedings, or other proceedings contemplated by governmental authorities, that would have a material impact upon us.

## Item 4. Mine Safety Disclosures

Not Applicable

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## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

## Quarterly Distribution Data

Our common shares of beneficial interest trade on the NYSE under the symbol "IRET." The following table shows the distributions per common share and limited partnership unit declared with respect to each period.

	Distributions Declared (per share and unit)
Two months ended December 31, 2018	\$ 0.70
Three months ended October 31, 2018	0.70
Three months ended July 31, 2018	0.70

Quarter Ended	Distributions Declared (per share and unit)	
	Fiscal Year 2018	Fiscal Year 2017
April 30	\$ 0.70	\$ 0.70
January 31	0.70	1.30
October 31	0.70	1.30
July 31	0.70	1.30

We pay quarterly distributions to our common shareholders and unitholders, at the discretion of our Board of Trustees, based on our funds from operations, financial condition and capital requirements, annual distribution requirements under the REIT provisions of the Code, and such other factors as our Board of Trustees deems relevant. Since July 1, 1971, we have paid quarterly cash distributions in the months of January, April, July and October.

## Shareholders

As of February 20, 2019, there were approximately 2,912 common shareholders of record.

## Unregistered Sales of Shares

Under the terms of IRET Properties' Agreement of Limited Partnership, limited partners have the right to require IRET Properties to redeem their limited partnership units for cash generally any time following the first anniversary of the date they acquired such Units ("Exchange Right"). When a limited partner exercises the Exchange Right, we have the right, in our sole discretion, to redeem such Units by either making a cash payment or exchanging the Units for our common shares, on a one-for-one basis. The Exchange Right is subject to certain conditions and limitations, including that the limited partner may not exercise the Exchange Right more than two times during a calendar year and the limited partner may not exercise for less than 100 Units, or, if such limited partner holds less than 100 Units, for less than all of the Units held by such limited partner. IRET Properties and some limited partners have contractually agreed to a holding period of greater than one year, a greater number of redemptions during a calendar year or other limitations to their Exchange Right.

During the transition period ended December 31, 2018 and the fiscal years ended April 30, 2018, 2017, and 2016, respectively, we issued an aggregate of 19,899, 2,892, 30,471, and 3,616 unregistered common shares to limited partners of IRET Properties upon exercise of their Exchange Rights for an equal number of Units. All such issuances of our common shares were exempt from registration as private placements under Section 4(a)(2) of the Securities Act, including Regulation D promulgated thereunder. We have registered the resale of such common shares under the Securities Act.



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## Issuer Purchases of Equity Securities

Period	Total Number of Shares and Units  Purchased <sup>(1)</sup>	Average Price Paid per Share and Unit	Total Number of Shares	Maximum Dollar
			Purchased as Part of Publicly Announced Plans or Programs	Amount of Shares That May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
May 1 - 31, 2018	11,921	\$ 51.77	11,829	\$ 34,949,007
June 1 - 30, 2018	8,944	53.07	—	34,949,007
July 1 - 31, 2018	—	—	—	34,949,007
August 1 - 31, 2018	—	—	—	34,949,007
September 1 - 30, 2018	60	54.70	—	34,949,007
October 1 - 31, 2018	—	—	—	34,949,007
November 1 - 30, 2018	1,717	52.57	1,717	34,858,396
December 1 - 31, 2018	28,865	51.16	28,575	33,391,744
Total	51,507	\$ 51.68	42,121	

(1) Includes 235 shares surrendered to us by employees in satisfaction of tax withholding obligations associated with the vesting of restricted shares.

(2) Represents amounts outstanding under our \$50,000,000 share repurchase program, which was authorized by our Board of Trustees on December 7, 2016 reauthorized on December 5, 2017 for a one year period, and reauthorized for another one year period on December 5, 2018.

## Comparative Stock Performance

The information contained in this Comparative Stock Performance section shall not be deemed to be “soliciting material” or “filed” or “incorporated by reference” into our future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act.

Set forth below is a graph that compares, for the five years commencing December 31, 2013 and ending December 31, 2018, the cumulative total returns for our common shares with the comparable cumulative total return of two indexes, the Standard & Poor’s 500 Index (“S&P 500”) and the FTSE Nareit Equity REITs Index, the latter of which is an index prepared by the FTSE Group for the National Association of Real Estate Investment Trusts, which includes all tax-qualified equity REITs listed on the NYSE and the NASDAQ Market. The performance graph assumes that, at the close of trading on December 31, 2013, \$100 was invested in our common shares and in each of the indexes. The comparison assumes the reinvestment of all distributions.

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Index	Period Ending					
	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017	12/31/2018
Investors Real Estate Trust	100.00	101.17	92.66	101.42	85.91	79.27
S&P 500 Index	100.00	113.69	115.26	129.05	157.22	150.33
FTSE Nareit Equity REITs	100.00	130.43	134.40	144.55	150.20	144.38

Source: S&P Global Market Intelligence

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## Item 6. Selected Financial Data

Set forth below is selected financial data on a historical basis for the eight months ended December 31, 2018 and the five most recent fiscal years ended April 30. This information should be read in conjunction with the consolidated financial statements and notes appearing elsewhere in this Transition Report on Form 10-KT.

	(in thousands, except per share data)					
	Eight Months Ended		Fiscal Years Ended April 30,			
	December 31, 2018	2018	2017	2016	2015	2014
<b>Consolidated Statement of Operations Data</b>						
Revenue	\$ 121,871	\$ 169,745	\$ 160,104	\$ 145,500	\$ 141,294	\$ 127,124
Impairment of real estate investments in continuing and discontinued operations	1,221	18,065	57,028	5,983	6,105	44,426
Gain (loss) on debt extinguishment in continuing and discontinued operations	(556)	(7,448)	(4,889)	29,230	—	—
Gain (loss) on sale of discontinued operations and real estate and other investments	10,277	183,687	74,847	33,422	6,093	6,948
Income (loss) from continuing operations	(5,890)	(37,194)	(46,228)	9,182	10,237	(2,003)
Income (loss) from discontinued operations	570	164,823	76,753	67,420	18,447	(14,937)
Net income (loss)	(5,320)	127,629	30,525	76,602	28,684	(16,940)
Net (income) loss attributable to noncontrolling interests – Operating Partnership	1,032	(12,702)	(4,059)	(7,032)	(1,526)	4,676
Net income (loss) attributable to controlling interests	(4,398)	116,788	43,347	72,006	24,087	(13,174)
<b>Consolidated Balance Sheet Data</b>						
Total real estate investments	1,289,476	1,380,245	1,121,385	1,204,654	1,057,356	910,077
Total assets	1,335,997	1,426,658	1,474,514	1,755,022	1,992,092	1,862,990
Mortgages payable	444,197	509,919	565,978	648,173	453,928	462,380
Revolving lines of credit	57,500	124,000	57,050	17,500	60,500	22,500
Term loans	143,991	69,514	—	—	—	—
Total Investors Real Estate Trust shareholders' equity	568,786	605,663	553,721	618,758	652,110	592,184
<b>Consolidated Per Common Share Data (basic and diluted)</b>						
Earnings (loss) from continuing operations – basic & diluted	\$(0.79)	\$(3.54)	\$(3.01)	—	\$(0.32)	\$(1.11)
Earnings (loss) from discontinued operations – basic & diluted	\$0.04	\$12.25	\$5.59	\$4.91	\$1.37	\$(1.20)
Net income (loss) per common share - basic & diluted	\$(0.75)	\$8.71	\$2.58	\$4.91	\$1.05	\$(2.31)
Distributions	\$2.10	\$2.80	\$4.60	\$5.20	\$5.20	\$5.20
<b>CALENDAR YEAR</b>						
	2018	2017	2016	2015	2014	2013
<b>Tax status of distributions</b>						
Capital gain	100.00%	48.87%	87.57%	11.99%	23.09%	3.09%
Ordinary income	—	14.59%	12.43%	36.28%	25.74%	28.41%
Return of capital	—	36.54%	—	51.73%	51.17%	68.50%



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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the consolidated financial statements and notes appearing elsewhere in this report. Historical results and trends which might appear in the consolidated financial statements should not be interpreted as being indicative of future operations.

We consider this and other sections of this Report to contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act, with respect to our expectations for future periods. Forward-looking statements do not discuss historical fact, but instead include statements related to expectations, projections, intentions or other items related to the future.

Executive Summary

We own, manage, acquire, redevelop, and develop apartment communities. We primarily focus on investing in markets characterized by stable and growing economic conditions, strong employment, and an attractive quality of life that we believe, in combination, lead to higher demand for our apartment homes and retention of our residents. As of December 31, 2018, we owned interests in 87 apartment communities consisting of 13,702 apartment homes as detailed in Item 2 - Properties. Property owned was \$1.6 billion at December 31, 2018, compared to \$1.7 billion and \$1.4 billion at April 30, 2018 and April 30, 2017, respectively.

Renting apartment homes is our primary source of revenue, and our business objective is to provide great homes. We strive to maximize resident satisfaction and retention by investing in high-quality assets in desirable locations and creating vibrant apartment communities through service-oriented operations. We believe that delivering superior resident experiences will drive consistent profitability for our shareholders. We have paid quarterly distributions continuously since our first distribution in 1971.

Transition Period Ended December 31, 2018 Significant Events and Transactions

During the transition period ended December 31, 2018, we successfully completed the following significant transactions, including acquisition, disposition and financing transactions, and experienced the following significant events:

- Continued the refinement of our portfolio, resulting in the disposition of three apartment communities, five commercial properties, and three parcels of unimproved land for an aggregate sale price of \$63.4 million;
- Stabilized two class A core assets - Oxbo Apartments located in St. Paul, Minnesota, and Dylan Apartments located in Denver, Colorado;
- Amended our line of credit to increase the overall unsecured facility and to make certain other changes to our credit facility described under "Credit Agreement" below;
- Changed our fiscal year-end to December 31, effective January 1, 2019, thereby improving comparability of IRET results with our peers; and
- Completed a 1-for-10 reverse stock split of our common stock, effective as of the close of trading on December 27, 2018, with trading commencing on a split-adjusted basis on December 28, 2018.

Implementation of our Strategic Plan

In June 2016, we announced our intention to transition to a multifamily REIT and sell our remaining commercial properties. In furtherance of this strategic plan, during the transition period ended December 31, 2018, we sold five commercial properties for a total sales price of approximately \$16.7 million. At December 31, 2018, we owned a total of four non-multifamily properties.

Credit Agreement:

On August 31, 2018, we amended our credit agreement to:

- increase the overall unsecured facility from \$370.0 million to \$395.0 million, reallocating the commitment for our revolving line of credit to \$250.0 million and the remaining \$145.0 million between two term loans;

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• extend the maturity of the revolving line of credit to August 2022;  
• extend the existing \$70.0 million unsecured term loan maturity to January 2024; and  
• add a new \$75.0 million, 7-year unsecured term loan maturing in August 2025 that bears interest at a spread over LIBOR based on IRET's overall leverage.  
Under the amendment, the interest rate on our existing facilities decreased by 25-35 basis points (depending on overall leverage). We also entered into a swap agreement for the entire \$75.0 million and full term of the new 7-year term loan in our ongoing effort to reduce floating interest rate exposure.  
On September 20, 2018, we entered into a swap agreement covering the extension of the \$70 million term loan from January 2023 to January 2024, resulting in both term loans being covered by swap agreements for the duration of the terms.  
At the end of the transition period on December 31, 2018, we had \$188.8 million of total liquidity on our balance sheet, including \$175.0 million available on our corporate revolver.

Operating LOC:

We have a \$6.0 million operating line of credit with Wells Fargo Bank. This operating line of credit is utilized to enhance treasury management activities and more effectively manage cash balances. The operating line has a one-year term, with pricing based on a market spread plus the one-month LIBOR index rate. As of December 31, 2018, we had \$6.0 million available under this line.

Changes in our Board of Trustees:

On September 18, 2018, trustee Jeffrey L. Miller retired from our Board of Trustees and all committees of the Board.

Outlook

We intend to continue our focus on maximizing our property financial results in our existing portfolio. To accomplish this, we have introduced initiatives to expand our margin by enhancing the resident experience, making value-add investments, and implementing technology solutions and expense controls. We will actively manage our existing portfolio and strategically pursue acquisitions of multifamily communities in our target markets of Minneapolis and Denver as opportunities arise and market conditions allow. Our continued management of a strong balance sheet should provide us with flexibility to pursue both internal and external growth.

RESULTS OF OPERATIONS

Consolidated Results of Operations

The discussion that follows is based on our consolidated results of operations for the eight months ended December 31, 2018 and 2017 and the fiscal years ended April 30, 2018, 2017 and 2016.

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	(in thousands)				
	Eight Months				
	Ended December				
	31,				
	2018	2017	\$ Change	% Change	
Revenue					
Same-store	\$98,753	\$95,539	\$3,214	3.4	%
Non-same-store	17,385	4,044	13,341	329.9	%
Other properties and dispositions	5,733	11,666	(5,933)	(50.9)	)%
Total	121,871	111,249	10,622	9.5	%
Property operating expenses, including real estate taxes					
Same-store	42,359	42,064	295	0.7	%
Non-same-store	6,537	1,714	4,823	281.4	%
Other properties and dispositions	1,823	4,037	(2,214)	(54.8)	)%
Total	50,719	47,815	2,904	6.1	%
Net operating income					
Same-store	56,394	53,475	2,919	5.5	%
Non-same-store	10,848	2,330	8,518	365.6	%
Other properties and dispositions	3,910	7,629	(3,719)	(48.7)	)%
Total	\$71,152	\$63,434	\$7,718	12.2	%
Property management expense	(3,663)	(3,652)	)11	0.3	%
Casualty gain (loss)	(915)	(600)	)315	52.5	%
Depreciation and amortization	(50,456)	(54,902)	(4,446)	(8.1)	)%
Impairment of real estate investments	(1,221)	(256)	)965	377.0	%
General and administrative expenses	(9,812)	(9,041)	)771	8.5	%
Interest expense	(21,359)	(22,804)	(1,445)	(6.3)	)%
Loss on extinguishment of debt	(556)	(818)	(262)	(32.0)	)%
Interest and other income	1,233	714	519	72.7	%
Income (loss) before gain (loss) on sale of real estate and other investments and income (loss) from discontinued operations	(15,597)	(27,925)	)12,328	44.1	%
Gain (loss) on sale of real estate and other investments	9,707	17,816	(8,109)	(45.5)	)%
Income (loss) from continuing operations	(5,890)	(10,109)	)4,219	(41.7)	)%
Income (loss) from discontinued operations	570	150,703	(150,133)	(99.6)	)%
NET INCOME (LOSS)	\$(5,320)	\$140,594	\$(145,914)	(103.8)	)%
Net (income) loss attributable to noncontrolling interests – Operating Partnership	1,032	(14,222)	)15,254	(107.3)	)%
Net (income) loss attributable to noncontrolling interests – consolidated real estate entities	(110)	)1,042	(1,152)	(110.6)	)%
Net income (loss) attributable to controlling interests	(4,398)	)127,414	(131,812)	(103.5)	)%
Dividends to preferred shareholders	(4,547)	(6,296)	)1,749	(27.8)	)%
Redemption of preferred shares	—	(3,657)	)3,657	(100.0)	)%
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$(8,945)	\$117,461	\$(126,406)	(107.6)	)%

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	(in thousands)									
	Fiscal Years Ended April 30,									
			2018 vs. 2017				2017 vs 2016			
	2018	2017	\$ Change	% Change	2017	2016	\$ Change	% Change		
Revenue										
Same-store	\$ 126,415	\$ 121,252	\$ 5,163	4.3	% \$ 108,347	\$ 110,078	\$(1,731)	(1.6)	)	%
Non-same-store	33,568	20,962	12,606	60.1	% 33,867	18,971	14,896	78.5		%
Other properties and dispositions	9,762	17,890	(8,128)	(45.4)	)% 17,890	16,451	1,439	8.7		%
Total	169,745	160,104	9,641	6.0	% 160,104	145,500	14,604	10.0		%
Property operating expenses, including real estate taxes										
Same-store	56,773	51,862	4,911	9.5	% 46,988	46,099	889	1.9		%
Non-same-store	13,687	9,033	4,654	51.5	% 13,907	8,663	5,244	60.5		%
Other properties and dispositions	2,574	3,431	(857)	(25.0)	)% 3,431	3,386	45	1.3		%
Total	73,034	64,326	8,708	13.5	% 64,326	58,148	6,178	10.6		%
Net operating income										
Same-store	69,642	69,390	252	0.4	% 61,359	63,979	(2,620)	(4.1)	)	%
Non-same-store	19,881	11,929	7,952	66.7	% 19,960	10,308	9,652	93.6		%
Other properties and dispositions	7,188	14,459	(7,271)	(50.3)	)% 14,459	13,065	1,394	10.7		%
Total	\$ 96,711	\$ 95,778	\$ 933	1.0	% \$ 95,778	\$ 87,352	\$ 8,426	9.6		%
Property management expense	(5,526)	(5,046)	)480	9.5	% (5,046)	(3,714)	)1,332	35.9		%
Casualty gain (loss)	(500)	(414)	)86	20.8	% (414)	(238)	)176	73.9		%
Depreciation and amortization	(82,070)	(44,253)	)37,817	85.5	% (44,253)	(39,273)	)4,980	12.7		%
Impairment of real estate investments	(18,065)	(57,028)	(38,963)	(68.3)	)% (57,028)	(5,543)	)51,485	928.8		%
General and administrative expenses	(14,203)	(15,871)	(1,668)	(10.5)	)% (15,871)	(13,498)	)2,373	17.6		%
Acquisition and investment related costs	(51)	(3,276)	(3,225)	(98.4)	)% (3,276)	(830)	)2,446	294.7		%
Interest expense	(34,178)	(34,314)	(136)	(0.4)	)% (34,314)	(28,417)	)5,897	20.8		%
Loss on extinguishment of debt	(940)	(1,651)	(711)	(43.1)	)% (1,651)	(106)	)1,545	1,457.5		%
Interest and other income	1,508	1,146	362	31.6	% 1,146	385	761	197.7		%
Income (loss) before gain (loss) on sale of real estate and other investments and income (loss) from discontinued operations	(57,314)	(64,929)	)7,615	11.7	% (64,929)	(3,882)	)61,047	(1,572.6)	)	%
Gain (loss) on sale of real estate and other investments	20,120	18,701	1,419	7.6	% 18,701	9,640	9,061	94.0		%
Gain on bargain purchase	—	—	—	—	—	3,424	(3,424)	(100.0)	)	%
	(37,194)	(46,228)	)9,034	(19.5)	)% (46,228)	)9,182	(55,410)	(603.5)	)	%



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Income (loss) from continuing operations										
Income (loss) from discontinued operations	164,823	76,753	88,070	114.7	% 76,753	67,420	9,333	13.8	%	
NET INCOME (LOSS)	\$ 127,629	\$ 30,525	\$ 97,104	318.1	% \$ 30,525	\$ 76,602	\$(46,077)	(60.2)	)%	
Net (income) loss attributable to noncontrolling interests – Operating Partnership										
Net (income) loss attributable to noncontrolling interests – consolidated real estate entities	(12,702)	(4,059)	(8,643)	212.9	% (4,059)	(7,032)	2,973	(42.3)	)%	
Net income (loss) attributable to controlling interests	1,861	16,881	(15,020)	(89.0)	)% 16,881	2,436	14,445	593.0	%	
Dividends to preferred shareholders	(8,569)	(10,546)	1,977	(18.7)	)% (10,546)	(11,514)	968	(8.4)	)%	
Redemption of preferred shares	(3,657)	(1,435)	(2,222)	154.8	% (1,435)	—	(1,435)	100.0	%	
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$ 104,562	\$ 31,366	\$ 73,196	233.4	% \$ 31,366	\$ 60,492	\$(29,126)	(48.1)	)%	

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	December 31,		April 30,		2017		2016	
	2018	2017	2018	2017	2017	2016		
Physical Occupancy <sup>(1)</sup>								
Same-store	95.8	%95.2	% 96.5	%93.8	% 94.2	%94.9	%	
Non-same-store	94.2	%84.9	% 92.1	%88.5	% 88.8	%73.7	%	
Total	95.7	%94.5	% 95.6	%93.1	% 93.1	%90.8	%	
Number of Apartment Homes	2018	2017	2018	2017	2017	2016		
Same-store	12,347	12,344	11,320	11,320	10,511	10,511		
Non-same-store	1,355	965	2,856	1,892	2,701	2,463		
Total	13,702	13,309	14,176	13,212	13,212	12,974		

(1) Physical occupancy represents the actual number of apartment homes leased divided by the total number of apartment homes at the end of the period.

Net operating income. Net Operating Income ("NOI") is a non-GAAP measure which we define as total real estate revenues less property operating expenses, including real estate taxes. We believe that NOI is an important supplemental measure of operating performance for real estate because it provides a measure of operations that is unaffected by depreciation, amortization, financing, property management overhead, and general and administrative expense. NOI does not represent cash generated by operating activities in accordance with GAAP and should not be considered an alternative to net income, net income available for common shareholders, or cash flow from operating activities as a measure of financial performance.

Throughout this Transition Report on Form 10-KT, we have provided certain information on a same-store and non-same-store basis. Same-store apartment communities are owned or in service for the entirety of the periods being compared, and, in the case of development properties, which have achieved a target level of physical occupancy of 90%. This comparison allows us to evaluate the performance of existing apartment communities and their contribution to net income. Management believes that measuring performance on a same-store basis is useful to investors because it enables evaluation of how our communities are performing year-over-year. Management uses this measure to assess whether or not it has been successful in increasing NOI, renewing the leases of existing residents, controlling operating costs, and making prudent capital improvements. The discussion below focuses on the main factors affecting real estate revenue and real estate expenses from same-store apartment communities because changes from one fiscal year to another in real estate revenue and expenses from non-same-store communities are due to the addition of those properties to or from our real estate portfolio, and accordingly provide less useful information for evaluating the ongoing operational performance of our real estate portfolio.

For the comparison of the eight months ended December 31, 2018 and December 31, 2017 and for the fiscal years ended April 30, 2018 and 2017, sold communities and communities designated as held for sale are in "Other." "Other" also includes non-multifamily properties and the non-multifamily components of mixed use properties. For the comparison of fiscal years 2017 and 2016, sold communities and communities designated as held for sale are in the non-same-store category. For the comparison of the eight months ended December 31, 2018 and 2017, four apartment communities were non-same-store. For the comparison of fiscal years ended April 30, 2018 and 2017, 12 apartment communities were non-same-store, of which seven were in-service development communities. For the comparison of fiscal years 2017 and 2016, 37 apartment communities were non-same-store, of which eight were in-service development communities and 22 were held for sale or sold. See Item 2 - Properties for the held for investment communities classified as non-same-store.

Revenue. Revenue increased by 9.5% to \$121.9 million for the eight months ended December 31, 2018 compared to \$111.2 million in the eight months ended December 31, 2017. Four non-same-store apartment communities contributed \$13.3 million to the increase, offset by a \$5.9 million decrease from dispositions and other properties. Revenue from same-store communities increased by 3.4% or \$3.2 million in the eight months ended December 31, 2018, compared to the same period in the prior year. Approximately 2.8% of the increase was attributable to growth in average rental revenue. Approximately 0.6% of the increase was due to higher occupancy as weighted average occupancy increased from 93.1% to 93.7% for the eight months ended December 31, 2017 and 2018, respectively. For the year ended December 31, 2019, weighted average occupancy is expected to increase to 94.9%.

Weighted average occupancy is defined as the percentage resulting from dividing actual rental revenue by scheduled rental revenue. Scheduled rental revenue represents the value of all apartment homes, with occupied apartment homes valued at contractual rental rates pursuant to leases and vacant apartment homes valued at estimated market rents. When calculating actual rents for occupied apartment homes and market rents for vacant apartment homes, delinquencies and concessions are not taken into account. Market rates are determined using the recently signed effective rates on new leases at the community and are used as the starting point in determination of the market rates of vacant apartment homes. We believe that weighted average

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occupancy is a meaningful measure of occupancy because it considers the value of each vacant unit at its estimated market rate. Weighted average occupancy may not completely reflect short-term trends in physical occupancy and our calculation of weighted average occupancy may not be comparable to that disclosed by other REITs.

Revenue increased by 6.0% to \$169.7 million in fiscal year 2018, compared to \$160.1 million in fiscal year 2017.

Revenue from same-store apartment communities increased by 4.3% or \$5.2 million in the twelve months ended April 30, 2018, compared to the same period in the prior year. Approximately 2.4% of the increase was due to higher occupancy and 1.9% of the increase was attributable to growth in average rental revenue.

Revenue increased by 10.0% to \$160.1 million in fiscal year 2017, compared to \$145.5 million in fiscal year 2016. Revenue from same-store apartment communities decreased by 1.6% or \$1.7 million in the twelve months ended April 30, 2017, compared to the same period in the prior fiscal year. A decrease of \$2.0 million was attributable to increased vacancy, primarily in the energy impacted markets of Williston, North Dakota and Minot, North Dakota. This decrease in revenue was offset by an increase of \$1.1 million that was the result of a ratio utility billings system implemented in fiscal year 2017 to recapture resident utility expenses.

Property operating expenses, including real estate taxes. Property operating expenses, including real estate taxes, increased by 6.1% to \$50.7 million in the eight months ended December 31, 2018 compared to \$47.8 million in the eight months ended December 31, 2017. A total of \$4.8 million of the increase was attributable to non-same-store apartment communities but was partially offset by a decrease of \$2.2 million from other properties and dispositions. Property operating expenses at same-store communities increased by 0.7% or \$295,000 in the eight months ended December 31, 2018, compared to the same period in the prior year. Utilities, insurance, and real estate taxes comprised \$274,000 of the increase and rose by 1.4%. Controllable operating expenses, which exclude utilities, insurance, and real estate taxes, increased by \$21,000 or 0.1%.

Property operating expenses, including real estate taxes, increased by 13.5% to \$73.0 million in fiscal year 2018 compared to \$64.3 million in fiscal year 2017. A total of \$3.7 million of the increase was attributable to non-same-store communities but was partially offset by a \$1.0 million decrease from dispositions and other properties. Property operating expenses at same-store communities increased by 9.5% or \$4.9 million in the twelve months ended April 30, 2018, compared to the same period in the prior year. The increase was primarily attributable to the previously disclosed change in our capitalization policies, additional costs related to increasing occupancy, and an increase in real estate tax levy rates in select markets.

Property operating expenses, including real estate taxes, increased by 10.6% to \$64.3 million in fiscal year 2017 compared to \$58.1 million in fiscal year 2016. A total of \$3.0 million of the increase was attributable to non-same-store apartment communities and other properties and dispositions. Property operating expenses at same-store communities increased by 1.9% or \$889,000 in the twelve months ended April 30, 2017, compared to the same period in the prior fiscal year. The primary factors were increased administrative and maintenance expenses of \$810,000 and \$911,000, respectively, due to increased labor costs and snow removal. These increases were offset by a decrease in insurance expenses of \$267,000, due to a decrease in insurance premiums as well as a decrease in deductibles paid on insurance claims.

Property management expense. Property management expense, consisting of property management overhead and property management fees paid to third parties, was \$3.7 million in the eight months ended December 31, 2018 and December 31, 2017. For 2019, property management expenses are expected to increase due to technology initiatives and a reduction in open positions.

Property management expense increased by 9.5% to \$5.5 million in fiscal year 2018 compared to \$5.0 million in fiscal year 2017, primarily due to technology initiatives and an increase in the average apartment homes under management. Property management expense increased by 35.9% to \$5.0 million in fiscal year 2017 compared to \$3.7 million in fiscal year 2016, primarily due to the reallocation of fixed costs after the sale of our office and retail portfolios.

Casualty gain (loss). Casualty loss increased by 52.5% to \$915,000 in the eight months ended December 31, 2018, compared to \$600,000 in the eight months ended December 31, 2017, due to uninsured water intrusion damage at two communities, offset by a reduction in deductibles for insured losses. Changes in casualty loss from fiscal year 2018 to fiscal year 2017 and from fiscal year 2017 to fiscal year 2016 were immaterial.

Depreciation and amortization. Depreciation and amortization decreased by 8.1% to \$50.5 million in the eight months ended December 31, 2018, compared to \$54.9 million in the eight months ended December 31, 2017. This decrease was primarily due to a change in the estimated useful lives of our real estate assets in the prior period, offset by the addition of new assets. See Note 2 to our consolidated financial statements contained in this Transition Report on Form 10-KT for additional information.

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Depreciation and amortization increased by 85.5% to \$82.1 million in fiscal year 2018, compared to \$44.3 million in fiscal year 2017. This increase was primarily due to a change in the estimated useful lives of our real estate assets. Depreciation and amortization increased by 12.7% to \$44.3 million in fiscal year 2017, compared to \$39.3 million in fiscal year 2016. This increase was primarily attributable to the addition of depreciable assets from acquisitions, development projects placed in service, and capital expenditures during fiscal years 2017 and 2016.

Impairment of real estate investments. During the transition period ended December 31, 2018 and fiscal years 2018, 2017, and 2016, we incurred impairment losses of \$1.2 million, \$18.1 million, \$57.0 million, and \$5.5 million, respectively, in continuing operations. See Note 2 to our consolidated financial statements contained in this Transition Report on Form 10-KT for additional information.

General and administrative expenses. General and administrative expenses increased by 8.5% to \$9.8 million in the eight months ended December 31, 2018, compared to \$9.0 million in the eight months ended December 31, 2017, primarily attributable to increases of \$462,000 in severance costs, \$428,000 in legal costs, \$442,000 in short term incentive costs, and \$282,000 in audit fees due to the transition period for the change in our fiscal year. These increases were partially offset by a reduction of \$388,000 in salary costs due to open positions and \$166,000 in consulting related costs. For 2019, we expect an increase in compensation costs from the reduction in open positions will offset the decrease in severance costs.

General and administrative expenses decreased by 10.5% to \$14.2 million in fiscal year 2018, compared to \$15.9 million in fiscal year 2017, primarily due to decreased salary and benefit costs of \$2.3 million related to a reduction in full-time equivalent employees, but partially offset by transition costs of \$951,000.

General and administrative expenses increased by 17.6% to \$15.9 million in fiscal year 2017, compared to \$13.5 million in fiscal year 2016. This increase was primarily a result of transition and severance costs, an increase in health insurance costs, and increased legal and consulting expenses.

Acquisition and investment related costs. There were no acquisition and investment related costs during the eight months ended December 31, 2018. Acquisition and investment related costs in fiscal years 2018, 2017, and 2016 were \$51,000, \$3.3 million, and \$830,000, respectively, and varied based on the write-off of development pursuit costs in each year.

Interest expense. Interest expense decreased 6.3% to \$21.4 million in the eight months ended December 31, 2018, compared to \$22.8 million in the eight months ended December 31, 2017, primarily due to a decrease in the average balance of our outstanding indebtedness and changes in variable rates.

Interest expense decreased 0.4% to \$34.2 million in fiscal year 2018, compared to \$34.3 million in fiscal year 2017, due to a decrease in the average balance of our outstanding indebtedness and changes in variable rates. Interest expense increased 20.8% to \$34.3 million in fiscal year 2017, compared to \$28.4 million in fiscal year 2016, primarily due to a decrease in interest capitalized during construction.

Loss on extinguishment of debt. We recorded loss on extinguishment of debt in the transition period ended December 31, 2018 and fiscal years 2018, 2017 and 2016 of \$556,000, \$940,000, \$1.7 million, and \$106,000, respectively, due to prepayment penalties associated with the disposal of assets and the write-off of unamortized loan costs.

Interest and other income. We recorded interest income in the transition period ended December 31, 2018 and fiscal years 2018, 2017, and 2016 of \$1.2 million, \$1.5 million, \$1.1 million and \$385,000, respectively. The increase for the eight-months ended December 31, 2018 compared to the same period in the prior year and from fiscal year 2017 to fiscal year 2018 was due to seller-financing associated with a disposition and funding a note receivable for a third-party apartment development. The increase in interest income from fiscal year 2016 to fiscal year 2017 was primarily due to interest earned on notes receivable from our joint venture partners.

Gain (loss) on sale of real estate and other investments. In the transition period ended December 31, 2018 and fiscal years 2018, 2017, and 2016, we recorded gains on sale of real estate and other investments in continuing operations of \$9.7 million, \$20.1 million, \$18.7 million and \$9.6 million, respectively.

Income (loss) from discontinued operations. Income from discontinued operations in the transition period ended December 31, 2018 and fiscal years 2018, 2017, and 2016 was \$570,000, \$164.8 million, \$76.8 million and \$67.4 million, respectively. We realized a gain on sale of discontinued operations for the fiscal years 2018, 2017, and 2016 of \$163.6 million, \$56.1 million and \$23.8 million, respectively. See Note 10 of the Notes to Consolidated Financial

Statements in this report for further information.

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Acquisitions and Dispositions

During the transition period ended December 31, 2018, we sold three apartment communities, five commercial properties, and three parcels of land for an aggregate sale price of \$63.4 million. We had no acquisitions of properties during the transition period ended December 31, 2018. See Note 8 of the Notes to Consolidated Financial Statements in this Transition Report for a table detailing our acquisitions and dispositions for the transition period ended December 31, 2018 and for the fiscal years ended April 30, 2018 and 2017.

Funds From Operations

We consider Funds from Operations (“FFO”) to be a useful measure of performance for an equity REIT. We use the definition of FFO adopted by the National Association of Real Estate Investment Trusts, Inc. (“Nareit”). Nareit defines FFO as net income or loss calculated in accordance with GAAP, excluding:

- depreciation and amortization related to real estate;
- gains and losses from the sale of certain real estate assets;
- gains and losses from change in control; and
- impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by the entity.

Due to limitations of the FFO definition adopted by Nareit, we have made certain interpretations in applying the definition. We believe all such interpretations not specifically provided for in the Nareit definition are consistent with the definition. Nareit's FFO White Paper 2018 Restatement clarified that impairment write-downs of land related to a REIT's main business are excluded from FFO and a REIT has the option to exclude impairment write-downs of assets that are incidental to the main business. Accordingly, we recast FFO for the fiscal year ended April 30, 2018 to exclude \$2.6 million in impairment write-downs of land.

We believe that FFO, which is a standard supplemental measure for equity real estate investment trusts, is helpful to investors in understanding our operating performance, primarily because its calculation excludes depreciation and amortization expense on real estate assets, thereby providing an additional perspective on our operating results. We believe that GAAP historical cost depreciation of real estate assets generally is not correlated with changes in the value of those assets, whose value does not diminish predictably over time, as historical cost depreciation implies. The exclusion in Nareit's definition of FFO of impairment write-downs and gains and losses from the sale of real estate assets helps to identify the operating results of the long-term assets that form the base of our investments, and assists management and investors in comparing those operating results between periods.

While FFO is widely used by us as a primary performance metric, not all real estate companies use the same definition of FFO or calculate FFO the same way. Accordingly, FFO presented here is not necessarily comparable to FFO presented by other real estate companies. FFO should not be considered as an alternative to net income or any other GAAP measurement of performance, but rather should be considered as an additional, supplemental measure. FFO also does not represent cash generated from operating activities in accordance with GAAP, and is not necessarily indicative of sufficient cash flow to fund all of our needs or our ability to service indebtedness or make distributions. FFO applicable to common shares and Units for the eight months ended December 31, 2018, increased to \$30.6 million compared to \$25.6 million for the eight months ended December 31, 2017, a change of 19.4%, primarily due to a reduction in interest expense, preferred dividends, and loss on extinguishment of debt and partially offset by a reduction in NOI from sold properties. FFO applicable to common shares and Units for the fiscal year ended April 30, 2018 decreased to \$38.9 million compared to \$55.2 million for the fiscal year ended April 30, 2017, primarily due to a reduction of NOI as a result of disposition activities and costs related to the redemption of preferred shares. FFO applicable to common shares and limited partnership units for the fiscal year ended April 30, 2017 was \$55.2 million, compared to \$103.9 million for the fiscal year ended April 30, 2016 primarily due to a gain on extinguishment of debt that was recorded in the fiscal year ended April 30, 2016.



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## Reconciliation of Net Income Available to Common Shareholders to Funds From Operations

For the eight months ended December 31, 2018 and 2017:

Eight Months Ended December 31,	(in thousands, except per share and unit amounts)					
	2018			2017		
	Amount	Weighted Avg Shares and Units <sup>(1)</sup>	Per Share and Unit <sup>(2)</sup>	Amount	Weighted Avg Shares and Units <sup>(1)</sup>	Per Share and Unit <sup>(2)</sup>
Net income (loss) available to common shareholders	\$(8,945 )	11,937	\$(0.75)	\$117,461	12,015	\$ 9.78
Adjustments:						
Noncontrolling interests – Operating Partnership	(1,032 )	1,387		14,222	1,483	
Depreciation and amortization	48,425			61,200		
Impairment of real estate	1,221			256		
Gain on sale of real estate	(9,110 )			(167,553 )		
Funds from operations applicable to common shares and Units	\$30,559	13,324	\$2.29	\$25,586	13,498	\$ 1.90

(1) Pursuant to Exchange Rights, limited partnership units of the Operating Partnership are redeemable for cash, or, at our discretion, may be exchangeable for common shares on a one-for-one basis.

(2) Net income (loss) available to common shareholders is calculated on a per common share basis. FFO is calculated on a per common share and limited partnership unit basis.

For the years ended April 30, 2018, 2017 and 2016:

Fiscal Years Ended April 30,	(in thousands, except per share and unit amounts)								
	2018			2017			2016		
	Amount	Weighted Avg Shares and Units <sup>(1)</sup>	Per Share and Unit <sup>(2)</sup>	Amount	Weighted Avg Shares and Units <sup>(1)</sup>	Per Share and Unit <sup>(2)</sup>	Amount	Weighted Avg Shares and Units <sup>(1)</sup>	Per Share and Unit <sup>(2)</sup>
Net income (loss) available to common shareholders	\$104,562	11,998	\$8.71	\$31,366	12,117	\$2.59	\$60,492	12,309	\$4.87
Adjustments:									
Noncontrolling interests – Operating Partnership	12,702	1,461		4,059	1,613		7,032	1,428	
Depreciation and amortization	87,299			52,564			63,789		
Impairment of real estate	18,065			42,065			5,983		
Gain on sale of real estate	(183,687 )			(74,847 )			(33,422 )		
Funds from operations applicable to common shares and Units	\$38,941	13,459	\$2.89	\$55,207	13,730	\$4.02	\$103,874	13,737	\$7.56

(1) Pursuant to Exchange Rights, limited partnership units of the Operating Partnership are redeemable for cash, or, at our discretion, may be exchangeable for common shares on a one-for-one basis.

(2) Net income (loss) available to common shareholders is calculated on a per common share basis. FFO is calculated on a per common share and limited partnership unit basis.

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### Liquidity and Capital Resources

#### Overview

We desire to create and maintain a strong balance sheet that offers financial flexibility and enables us to pursue and acquire apartment communities that enhance our portfolio composition, operating metrics, and cash flow growth prospects. We intend to strengthen our capital and liquidity positions by continuing to focus on improving our core fundamentals, which include generating positive cash flows from operations, maintaining appropriate debt levels and leverage ratios, and controlling overhead costs.

Our primary sources of liquidity are cash and cash equivalents on hand and cash flows generated from operations. Other sources include availability under our unsecured lines of credit, proceeds from property dispositions, offerings of preferred and common stock under our shelf registration statement, and unsecured term loans or long-term secured mortgages.

Our primary liquidity demands are normally-recurring operating and overhead expenses, debt service and repayments, capital improvements to our communities, distributions to the holders of our preferred shares, common shares, and Units, value-add redevelopment, and acquisition of additional communities.

We intend to maintain a strong balance sheet and preserve our financial flexibility, which we believe should enhance our ability to capitalize on appropriate investment opportunities as they may arise. We intend to maintain a conservative capital structure by taking certain actions, including:

- extending and sequencing our debt maturity dates;
- managing interest rate exposure through the appropriate use of a mix of fixed and floating debt and utilizing our line of credit and term loan as appropriate;
- maintaining adequate coverage ratios on our debt obligations;
- where appropriate, accessing the equity markets through our shelf registration statement.

We have historically met our short-term liquidity requirements through net cash flows provided by our operating activities and, from time to time, through draws on our line of credit. Management considers our ability to generate cash from property operating activities and draws on our line of credit to be adequate to meet all operating requirements and to make distributions to our shareholders in accordance with the REIT provisions of the Internal Revenue Code. Budgeted expenditures for ongoing maintenance and capital improvements and renovations to our real estate portfolio are also generally expected to be funded from existing cash on hand, cash flow generated from property operations, draws on our line of credit and/or new borrowings, and we believe we will have sufficient cash to meet our commitments over the next twelve months.

To maintain our qualification as a REIT, we must pay dividends to our shareholders aggregating annually at least 90% of our REIT taxable income, excluding net capital gains. While we have historically satisfied this distribution requirement by making cash distributions to our shareholders, we may choose to satisfy this requirement by making distributions of other property, including, in limited circumstances, our own common stock. As a result of this distribution requirement, our Operating Partnership cannot rely on retained earnings to fund ongoing operations to the same extent that other companies whose parent companies are not REITs can. We pay dividends from cash available for distribution. Until it is distributed, cash available for distribution is typically invested in investment grade securities or is used to reduce balances outstanding under our line of credit. In the event of deterioration in property operating results, we may need to consider additional cash preservation alternatives, including reducing development activities, capital improvements, and renovations. For the transition period ended December 31, 2018, we declared cash distributions of \$28.0 million to common shareholders and unitholders of IRET Properties, as compared to net cash provided by operating activities of \$40.0 million and FFO of \$30.6 million.

Factors that could increase or decrease our future liquidity include, but are not limited to, changes in interest rates or sources of financing, general volatility in capital and credit markets, changes in minimum REIT dividend requirements, and our ability to access the capital markets on favorable terms, or at all. As a result of the foregoing conditions or general economic conditions in our markets that affect our ability to attract and retain residents, we may not generate sufficient cash flow from operations. If we are unable to obtain capital from other sources, we may not be able to pay the distribution required to maintain our status as a REIT, make required principal and interest payments, make strategic acquisitions or make necessary routine capital improvements or undertake re-development

opportunities with respect to our existing portfolio of operating assets.

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Capital Resources and Cash Flows

As of December 31, 2018, we had total liquidity of approximately \$188.8 million, which included \$175.0 million available on our Line of Credit based on the value of properties contained in our unencumbered asset pool ("UAP") and \$13.8 million of cash and cash equivalents. As of April 30, 2018, we had total liquidity of approximately \$187.9 million, which included \$176.0 million available on our Line of Credit based on the UAP and \$11.9 million of cash and cash equivalents. As of April 30, 2017, we had total liquidity of approximately \$177.7 million, which included \$148.9 million available under our Line of Credit based on the UAP and \$28.8 million of cash and cash equivalents. As of December 31, 2018, we also had restricted cash consisting of \$5.5 million of escrows held by lenders for real estate taxes, insurance, and capital additions. We had restricted cash consisting of \$4.2 million and \$4.3 million of escrows held by lenders for real estate taxes, insurance, and capital additions as of April 30, 2018 and 2017, respectively. As of April 30, 2017, we also had restricted cash of \$23.7 million for net tax-deferred exchange proceeds remaining from a portion of our senior housing sale.

Our Line of Credit has total commitments of up to \$250.0 million, with borrowing capacity based on the UAP. The UAP provided for a borrowing capacity of approximately \$232.5 million at year-end, offering additional borrowing availability of \$175.0 million beyond the \$57.5 million drawn as of December 31, 2018.

During the transition period ended December 31, 2018, we amended our primary unsecured credit facility. We extended the maturity date on our existing \$70.0 million unsecured term loan, which now matures in January 2024. We also added a new \$75.0 million, seven-year term loan which matures in August 2025. We have also entered into swap agreements for both term loans for the duration of the terms in our ongoing effort to reduce floating interest rate exposure.

We also have a \$6.0 million operating line of credit. This operating line of credit is designed to enhance treasury management activities and more effectively manage cash balances. This operating line has a one-year term, with pricing based on a market spread plus the one-month LIBOR index rate.

For information regarding our cash flows for the transition period ended December 31, 2018 and the fiscal years ended April 30, 2018, and 2017, see the Consolidated Statements of Cash Flows in Item 15.

In addition to cash flow from operations, during the transition period ended December 31, 2018, we generated capital from various activities, including:

The disposition of three apartment communities, five commercial properties, and three land parcels for a total sales price of \$63.4 million. The net proceeds of these transactions was \$32.5 million after pay down of debt and distribution of \$1.9 million in net proceeds to our joint venture partners in those transactions; and  
 Proceeds from a \$75.0 million term loan that expires in 2025.

During the transition period ended December 31, 2018, we used capital for various activities, including:

Repaying approximately \$66.2 million of mortgage principal; and  
 Funding capital expenditures for apartment communities of approximately \$12.5 million.

Financial Condition

**Mortgage Loan Indebtedness.** Mortgage loan indebtedness, including mortgages on properties held for sale, was \$446.0 million on December 31, 2018, \$512.1 million on April 30, 2018, and \$687.2 million on April 30, 2017. All of our mortgage debt is at fixed rates of interest, with staggered maturities. This reduces the exposure to changes in interest rates, which minimizes the effect of interest rate fluctuations on our results of operations and cash flows. As of December 31, 2018, the weighted average rate of interest on our mortgage debt was 4.58% compared to 4.69% on April 30, 2018 and 4.71% on April 30, 2017. Refer to Note 5 of our consolidated financial statements contained in this Transition Report on Form 10-KT for the principal payments due on our mortgage indebtedness.

**Construction Loan Indebtedness.** We had no construction loan indebtedness on December 31, 2018 or April 30, 2018 compared to \$41.8 million on April 30, 2017. The weighted average rate of interest on construction loan indebtedness was 3.27% on April 30, 2017.

**Revolving Unsecured Line of Credit.** As of December 31, 2018, our Line of Credit had a credit limit of \$250.0 million based on the UAP, of which \$57.5 million was drawn, at an interest rate of 3.72%. The multi-bank line of credit bears interest either at



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the lender's base rate plus a margin ranging from 35 to 85 basis points, or the LIBOR, plus a margin ranging from 135 to 190 basis points based on our consolidated leverage. The line of credit is utilized to refinance existing indebtedness, to finance property acquisitions, to finance capital expenditures, and for general corporate purposes.

Property Owned. Property owned was \$1.6 billion, \$1.7 billion, and \$1.4 billion at December 31, 2018, April 30, 2018 and 2017, respectively. The decrease from April 30, 2018 to December 31, 2018 is primarily due to the disposition of properties during the transition period.

Cash and Cash Equivalents. Cash and cash equivalents on December 31, 2018, totaled \$13.8 million, compared to \$11.9 million and \$28.8 million on April 30, 2018 and April 30, 2017, respectively.

Operating Partnership Units. Outstanding limited partnership units in the Operating Partnership totaled 1.4 million Units on December 31, 2018, compared to 1.4 million Units on April 30, 2018 and 1.6 million Units on April 30, 2017, respectively. The decrease in Units outstanding at April 30, 2018, as compared to April 30, 2017, resulted from the redemption of Units for cash or shares.

Pursuant to the exercise of Exchange Rights, during the transition period ended December 31, 2018 and fiscal years 2018 and 2017, respectively, we redeemed approximately 9,000, 149,000, and 16,500 Units for an aggregate purchase price of \$499,000, \$8.8 million and \$966,000 at an average price per unit of \$53.12, \$58.90, and \$58.40.

Common and Preferred Shares. Common shares outstanding on December 31, 2018, totaled 11.9 million, compared to 12.0 million and 12.1 million common shares outstanding on April 30, 2018 and April 30, 2017, respectively. The decrease in common shares outstanding was due to repurchases of outstanding common shares under the share repurchase program.

During the transition period ended December 31, 2018 and fiscal years 2018 and 2017, respectively, approximately 33,000, 3,000 and 50,000 Units were redeemed, respectively, in exchange for common shares in connection with Unitholders exercising their Exchange Rights, with a total book value of \$649,000, \$34,000, and \$875,000, respectively, included in equity.

During the transition period ended December 31, 2018, we issued approximately 5,600 restricted stock units ("RSUs"), with a total grant-date value of \$347,000, under our 2015 Incentive Award Plan. During fiscal years 2018 and 2017, we issued approximately 9,300 and 60,000 share awards, with a total grant-date value of \$536,000 and \$2.6 million, respectively, under our 2015 Incentive Plan. We also issued approximately 5,900 common shares, with a total grant-date value of approximately \$352,000, under our 2008 Incentive Plan, for trustee share based compensation for fiscal year 2016 performance.

On December 7, 2016, our Board of Trustees authorized a share repurchase program to repurchase up to \$50 million of our common shares and/or Series B preferred shares over a one-year period. On December 5, 2017, our Board of Trustees reauthorized this share repurchase program for our common shares for an additional one-year period. On December 5, 2018, our Board of Trustees reauthorized this share repurchase program for a third one-year period. Under this program, we may repurchase Common Shares in open-market purchases including pursuant to Rule 10b5-1 or Rule 10b-18 plans, as determined by management and in accordance with the requirements of the Securities and Exchange Commission. The extent to which we repurchase our shares, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by the executive management team. The program may be suspended or discontinued at any time. During the transition period ended December 31, 2018, we repurchased and retired approximately 42,000 common shares for an aggregate cost of \$2.2 million, including commissions, at an average price per share of \$51.36. During fiscal year 2018, we repurchased and retired approximately 178,000 common shares for an aggregate cost of \$9.9 million, including commissions, at an average price per share of \$55.82. During fiscal year 2017, we repurchased and retired approximately 78,000 common shares for an aggregate cost of \$4.5 million, including commissions, at an average price per share of \$57.69.

As of December 31, 2018 and April 30, 2018, we had 4.1 million Series C preferred shares outstanding. On October 30, 2017, we completed the redemption of all the outstanding 7.95% Series B Cumulative Redeemable Preferred Shares ("Preferred B Shares") for an aggregate redemption price of \$115.0 million, as such shares are no longer outstanding as of such date. On December 2, 2016, we completed the redemption of all of the outstanding 8.25% Series A Cumulative Redeemable Preferred Shares ("Preferred A Shares") for an aggregate redemption price of \$29.2

million, and such shares are no longer outstanding as of such date.

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## Contractual Obligations and Other Commitments

Our primary contractual obligations relate to our borrowings under the line of credit, term loans, and mortgage notes payable. The line of credit matures in August 2022 and had a \$57.5 million balance outstanding at December 31, 2018. We had two term loans with an aggregate balance of \$145.0 million at December 31, 2018. The \$70.0 million term loan matures in January 2024 and the \$75.0 million term loan matures in August 2025. The principal and interest payments on the mortgage notes payable, for the years subsequent to December 31, 2018, are included in the table below as “Long-term debt.”

	(in thousands)				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt (principal and interest)	\$521,495	\$48,756	\$221,218	\$103,499	\$148,022
Line of credit (principal and interest) <sup>(1)</sup>	\$65,633	\$2,168	\$4,343	\$59,122	—
Term loans (principal and interest)	\$182,247	\$6,156	\$12,328	\$12,311	\$151,452
Total	\$769,375	\$57,080	\$237,889	\$174,932	\$299,474

(1) The future interest payments on the line of credit were estimated using the outstanding principal balance and interest rate in effect as of December 31, 2018.

## Off-Balance-Sheet Arrangements

As of December 31, 2018, we had no significant off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

## Inflation

Substantially all of our apartment leases are for a term generally ranging from six to eighteen months. In an inflationary environment, we may realize increased rents at the commencement of new leases or upon the renewal of existing leases. We believe the short-term nature of our leases generally minimizes our risk from the adverse effects of inflation.

## Critical Accounting Policies

Set forth below is a summary of the accounting policies that management believes are critical to the preparation of the consolidated financial statements included in this Transition Report on Form 10-KT.

**Real Estate.** Real estate is carried at cost, net of accumulated depreciation, less an adjustment for impairment, if any. Depreciation requires an estimate by management of the useful life of each asset as well as an allocation of the costs associated with a property to its various components. As described further below, the process of allocating property costs to its components involves a considerable amount of subjective judgments to be made by management. If we do not allocate these costs appropriately or incorrectly estimate the useful lives of our real estate, depreciation expense may be misstated. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets. We use a 10-37 year estimated life for buildings and improvements and a 5-10 year estimated life for furniture, fixtures and equipment. Maintenance and repairs are charged to operations as incurred. Renovations and improvements that improve and/or extend the useful life of the asset are capitalized over their estimated useful life, generally five to ten years.

In the first quarter of fiscal year 2018, we determined it was appropriate to review and adjust our estimated useful lives to be specific to our remaining asset portfolio. Effective May 1, 2017, we changed the estimated useful lives of our real estate assets to better reflect the estimated periods during which they will be of economic benefit. Refer to Note 2 of our consolidated financial statements contained in this Transition Report on Form 10-KT for further discussion on this change and its impact.

Property sales or dispositions are recorded when control of the assets are transferred to the buyer and we have no significant continuing involvement with the property sold.

**Acquisition of Investments in Real Estate.** Upon acquisitions of real estate, we assess the fair value of acquired tangible assets (including land, buildings and personal property), which is determined by valuing the property as if it were vacant, and consider whether there were significant intangible assets acquired (for example, above-and below-market leases, the value of acquired in-place leases and resident relationships) and assumed liabilities, and



allocate the purchase price based on these assessments. The as-if-vacant value is allocated to land, buildings and personal property based on management's determination of the relative fair value of these assets. Techniques used to estimate fair value include discounted cash flow analysis and

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reference to recent sales of comparable properties. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends and market/economic conditions that may affect the property. Land value is assigned based on the purchase price if land is acquired separately or based on a relative fair value allocation if acquired in a portfolio acquisition.

Other intangible assets acquired include amounts for in-place lease values that are based upon our evaluation of the specific characteristics of the leases. Factors considered in the fair value analysis include an estimate of carrying costs and foregone rental income during hypothetical expected lease-up periods, consideration of current market conditions, and costs to execute similar leases. We also consider information about each property obtained during our pre-acquisition due diligence, marketing and leasing activities in estimating the relative fair value of the tangible and intangible assets acquired.

Capitalization of Costs. We follow the real estate project costs guidance in ASC 970, Real Estate – General, in accounting for the costs of development and re-development projects. As real estate is undergoing development or redevelopment, all project costs directly associated with and attributable to the development and construction of a project, including interest expense and real estate tax expense, are capitalized to the cost of the real property. The capitalization period begins when development activities and expenditures begin and ends upon completion, which is when the asset is ready for its intended use. Generally, rental property is considered substantially complete upon issuance of a certificate of occupancy.

Real Estate Held For Sale. Properties are classified as held for sale when they meet the necessary criteria, which include: (a) management, having the authority to approve the action, commits to a plan to sell the asset and (b) the sale of the asset is probable and expected to be completed within one year. We generally consider these criteria to be met when the transaction has been approved by our Board of Trustees, there are no known significant contingencies related to the sale, and management believes it is probable that the sale will be completed within one year. Real estate held for sale is stated at the lower of its carrying amount or estimated fair value less disposal costs. Depreciation is not recorded on assets classified as held for sale.

We report in discontinued operations the results of operations and the related gains or losses on the sales of properties that have either been disposed of or classified as held for sale and meet the classification of a discontinued operation as described in ASC 205 - Presentation of Financial Statements and ASC 360 - Property, Plant, and Equipment: Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. Under these standards, a disposal (or classification as held for sale) of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results.

Impairment. We periodically evaluate our long-lived assets, including our investments in real estate, for impairment indicators. The impairment evaluation is performed on assets by property such that assets for a property form an asset group. The judgments regarding the existence of impairment indicators are based on factors such as operational performance, market conditions, expected holding period of each asset group, and legal and environmental concerns. If indicators exist, we compare the expected future undiscounted cash flows for the long-lived asset group against the carrying amount of that asset group. If the sum of the estimated undiscounted cash flows is less than the carrying amount of the asset group, an impairment loss is recorded for the difference between the estimated fair value and the carrying amount of the asset group. If our anticipated holding period for properties, the estimated fair value of properties or other factors change based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

Revenue Recognition. The Company primarily leases apartment communities under operating leases with terms generally of one year or less. Rental revenue is recognized on the straight-line basis, which averages minimum required rents over the terms of the leases. Rental income represents gross market rent less adjustments for concessions, vacancy loss, and bad debt. Rents recognized in advance of collection are reflected as receivable arising from straight-lining of rents, net of allowance for doubtful accounts. Rent concessions, including free rent, are

amortized on a straight-line basis over the terms of the related leases. Other property revenues are recognized when the services are transferred to our residents for amounts which reflects the consideration we expect to receive in exchange for those services.

REIT Status. We operate in a manner intended to enable us to continue to qualify as a REIT under Sections 856-860 of the Internal Revenue Code. Under those sections, a REIT which distributes at least 90% of its REIT taxable income, excluding net capital gains, as a distribution to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income which is distributed to its shareholders. We intend to distribute to our shareholders 100% of our taxable income. Therefore, no provision for Federal income taxes is required. If we fail to distribute the required amount of income to our shareholders, we would fail to qualify as a REIT and substantial adverse tax consequences may result.

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We have one taxable REIT subsidiary ("TRS"), acquired during fiscal year 2014, which is subject to corporate federal and state income taxes on its taxable income at regular statutory rates. For the transition period ended December 31, 2018, we estimate that the TRS will have no taxable income. There were no income tax provisions or material deferred income tax items for our TRS for the transition period ended December 31, 2018 and the fiscal years ended April 30, 2018, 2017, and 2016.

Our taxable income is affected by a number of factors, including, but not limited to, the following: our residents perform their obligations under their leases and our tax and accounting positions do not change. These factors, which impact our taxable income, are subject to change and many are outside of our control. If actual results vary, our taxable income may change.

**Recent Accounting Pronouncements**

For disclosure regarding recent accounting pronouncements and the anticipated impact they will have on our operations, please refer to Note 2 to our consolidated financial statements appearing elsewhere in this Transition Report on Form 10-KT.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Our exposure to market risk is primarily related to fluctuations in the general level of interest rates on our current and future fixed and variable rate debt obligations. We currently use interest rate swaps to offset the impact of interest rate fluctuations on our \$70.0 million and \$75.0 million variable-rate term loans. The swap on our \$70.0 million term loan has a notional amount of \$70.0 million and an average pay rate of 2.16%. The swap on our \$75.0 million term loan has a notional amount of \$75.0 million and an average pay rate of 2.81%. The aggregate fair value of our interest rate swaps is a liability of \$856,000, as of December 31, 2018. We do not enter into derivative instruments for trading or speculative purposes. The interest rate swap exposes us to credit risk in the event of non-performance by the counterparty under the terms of the agreement.

As of December 31, 2018, we had no variable-rate mortgage debt outstanding and \$202.5 million of variable-rate borrowings under our line of credit and term loans, of which, \$145.0 million is fixed through interest rate swaps. We estimate that an increase in 30-day LIBOR of 100 basis points with constant risk spreads would result in our net income being reduced by approximately \$575,000 on an annual basis. We estimate that a decrease in 30-day LIBOR of 100 basis points would increase the amount of net income by a similar amount.

Mortgage loan indebtedness decreased by \$43.4 million as of December 31, 2018, compared to April 30, 2018, primarily due to loan payoffs related to property dispositions. As of December 31, 2018, 100.0% of our \$446.0 million of mortgage debt was at fixed rates of interest, with staggered maturities, compared to 95.6% as of April 30, 2018. As of December 31, 2018, the weighted average rate of interest on our mortgage debt was 4.58%, compared to 4.69% on April 30, 2018. Even though our goal is to maintain a fairly low exposure to interest rate risk, we may become vulnerable to significant fluctuations in interest rates on any future repricing or refinancing of our fixed or variable rate debt or future debt.

The following table provides information about our financial instruments that are sensitive to changes in interest rates. For debt obligations, the table presents principal cash flows and related weighted average interest rates by expected maturity dates. Average variable rates are based on rates in effect at the reporting date.

## Future Principal Payments (in thousands, except percentages)

Debt	2019	2020	2021	2022	2023	Thereafter	Total	Fair
								Value
Fixed Rate	\$28,587	\$87,592	\$104,553	\$40,917	\$48,546	\$135,779	\$445,974	\$444,241
Average Interest Rate <sup>(1)</sup>	5.18	%5.03	%4.93	%4.30	%4.05	%		
Variable Rate <sup>(2)</sup>	—	—	—	\$57,500	—	\$145,000	\$202,500	\$202,500
Average Interest Rate <sup>(1)</sup>	—	—	—	3.72	%—			

(1)Interest rate is annualized,

(2)Includes \$57.5 million under our line of credit and \$145.0 million on our term loans.

**Item 8. Financial Statements and Supplementary Data**

Our consolidated financial statements and related notes, together with the Report of the Independent Registered Public Accounting Firm, are set forth beginning on page F-1 of this Transition Report on Form 10-KT and are incorporated herein by reference.

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

**Disclosure Controls and Procedures:** As of December 31, 2018, the end of the period covered by this Transition Report on Form 10-KT, our management carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Exchange Act). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. **Changes in Internal Control Over Financial Reporting:** There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the last two months of the transition period to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2018. Our internal control over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with GAAP.

As of December 31, 2018, management conducted an assessment of the effectiveness of our internal control over financial reporting, based on the framework established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management has determined that our internal control over financial reporting as of December 31, 2018, was effective. Our internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions, acquisitions and dispositions of assets;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and the trustees; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changes in conditions or deterioration in the degree of compliance with the policies or procedures. Our internal control over financial reporting as of December 31, 2018 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report on page F-3 of our consolidated financial statements contained in our Transition Report on Form 10-KT, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2018.

Item 9B. Other Information

On February 26, 2019, in connection with the closing of the acquisition of SouthFork Townhomes (as described under Note 18, "Subsequent Events"), IRET, Inc., a North Dakota corporation, as the General Partner (the "General Partner") of IRET Properties, a North Dakota Limited Partnership (the "Partnership"), entered into that certain Fourth Amendment to the Agreement of Limited Partnership (the "Partnership Agreement") of the Partnership for the designation and issuance of up to 165,600 Series D Preferred



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Units in exchange for the contribution by a new Limited Partner to the Partnership of the SouthFork Townhomes property. The Fourth Amendment to the Partnership Agreement is attached hereto as Exhibit 10.32.

On February 27, 2019, the General Partner of the Partnership also executed that certain Amended and Restated Partnership Agreement, which amended the provision relating to the change in the Partnership's fiscal year-end (to December 31), adjusted certain numbers to account for our 1-for-10 reverse stock split in December 2018, updated certain tax provisions, and incorporated certain other administrative updates. A copy of the Amended and Restated Partnership Agreement is attached hereto as Exhibit 10.30.

PART III

The information required in Item 10 (Directors, Executive Officers and Corporate Governance), Item 11 (Executive Compensation), Item 12 (Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters), Item 13 (Certain Relationships and Related Transactions, and Director Independence), and Item 14 (Principal Accountant Fees and Services) will be incorporated by reference to our definitive proxy statement for our 2019 Annual Meeting of Shareholders to be filed with the SEC no later than 120 days after the end of the fiscal year covered by this Transition Report on Form 10-KT.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following documents are filed as part of this report:

1. Financial Statements

See the "Table of Contents" to our consolidated financial statements on page F-1 of this Transition Report on Form 10-KT.

2. Financial Statement Schedules

See the "Table of Contents" to our consolidated financial statements on page F-1 of this Transition Report on Form 10-KT.

The following financial statement schedules should be read in conjunction with the financial statements referenced in Part II, Item 8 of this Transition Report on Form 10-KT: Schedule III Real Estate and Accumulated Depreciation

3. Exhibits

See the Exhibit Index set forth in part (b) below.

The Exhibit Index below lists the exhibits to this Transition Report on Form 10-KT. We will furnish a printed copy of any exhibit listed below to any security holder who requests it upon payment of a fee of 15 cents per page. All Exhibits are either contained in this Transition Report on Form 10-KT or are incorporated by reference as indicated below.



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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
3.1.	<u>Articles of Amendment and Third Restated Declaration of Trust of Investors Real Estate Trust adopted on September 23, 2003, as amended on September 18, 2007 (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed with the Commission on June 30, 2014).</u>
3.2	<u>Fifth Restated Trustee's Regulations (Bylaws) of Investors Real Estate Trust, adopted on March 15, 2017 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-k filed on March 17, 2017).</u>
3.3	<u>Articles Supplementary to the Company's Articles of Amendment and Third Restated Declaration of Trust designating the Company's 6.625% Series C Cumulative Redeemable Preferred Shares, no par value per share (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form 8-A filed with the SEC on September 28, 2017).</u>
10.1**	<u>2015 Incentive Plan dated June 23, 2015 ((incorporated herein by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed with the Commission on August 3, 2015).</u>
10.2**	<u>Amendment to 2015 Incentive Plan dated April 19, 2016 (incorporated herein by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K filed with the Commission on June 29, 2016).</u>
10.3	<u>Form of Trustee Stock Award Agreement under the 2015 Incentive Plan dated June 22, 2016 (incorporated herein by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K filed with the Commission on June 29, 2016).</u>
10.4**	<u>Form of Performance Stock Award Agreement under the 2015 Incentive Plan dated June 22, 2016 (incorporated herein by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K filed with the Commission on June 29, 2016).</u>
10.5**	<u>Form of Stock Award Agreement under the 2015 Incentive Plan dated June 22, 2016 (incorporated herein by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K filed with the Commission on June 29, 2016).</u>
10.6**	<u>Form of Stock Award Agreement (one-year measurement period) under the 2015 Incentive Plan dated September 16, 2015 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on September 21, 2015).</u>
10.7**	<u>Form of Stock Award Agreement (two-year measurement period) under the 2015 Incentive Plan dated September 16, 2015 (incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Commission on September 21, 2015).</u>
10.8**	<u>Form of Stock Award Agreement (three-year measurement period) under the 2015 Incentive Plan dated September 16, 2015 (incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Commission on September 21, 2015).</u>
10.9**	<u>Form of Change in Control Severance Agreement (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on July 7, 2015).</u>

- 10.10\*\* Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on September 21, 2015).
- 10.11\*\* 2008 Incentive Award Plan of Investors Real Estate Trust and IRET Properties dated September 16, 2008 (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement filed with the Commission on August 1, 2008).
- 10.12\*\* Short-Term Incentive Program dated May 1, 2012 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 4, 2012).
- 10.13\*\* Long-Term Incentive Program dated May 1, 2012 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on June 4, 2012).

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EXHIBIT NO.	DESCRIPTION
10.14	<u>Credit Agreement, dated January 31, 2017, between IRET Properties, as borrower; Investors Real Estate Trust, IRET, Inc., and other subsidiaries as guarantors; lenders; KeyBank, NA and PNC Bank, NA as syndication agents; and Bank of Montreal as administrative Agent (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on March 13, 2017).</u>
10.15	<u>Purchase and Sale Agreement, by and between IRET Properties, A North Dakota Limited Partnership, together with certain affiliates set forth therein, and Harrison Street Real Estate, LLC, a Delaware limited liability company, dated November 30, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on March 12, 2018).</u>
10.16	<u>First Amendment to Purchase and Sale Agreement, by and between IRET Properties, A North Dakota Limited Partnership, together with certain affiliates set forth therein, and Harrison Street Real Estate, LLC, a Delaware limited liability company, dated December 22, 2017 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the Commission on March 12, 2018).</u>
10.17	<u>Agreement for Sale and Purchase of Property – Wyoming Senior Housing Assets Portfolio, dated August 26, 2016, by IRET Properties and LSREF Golden Property 14 (WY), LLC as sellers and Edgewood Properties, LLLP, Edgewood Properties Managements, LLC and LSREF Golden Ops 14 (WY), LLC as buyers (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on December 12, 2016).</u>
10.18	<u>Agreement for Sale and Purchase of Property – Hermantown Senior Housing Assets Portfolio, dated August 26, 2016, by IRET Properties as seller and Edgewood Properties, LLLP, Edgewood Properties Managements, LLC and Edgewoodvista Senior Living, Inc. as buyers (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the Commission on December 12, 2016).</u>
10.19	<u>Agreement for Sale and Purchase of Property – Edgewood Vista 1 Senior Housing Assets Portfolio, dated August 26, 2016, by IRET Properties as seller and Edgewood Properties, LLLP, Edgewood Properties Managements, LLC and Edgewoodvista Senior Living, Inc. as buyers (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the Commission on December 12, 2016).</u>
10.20	<u>Agreement for Sale and Purchase of Property – Edgewood Vista 2 Senior Housing Assets Portfolio, dated August 26, 2016, by IRET Properties as seller and Edgewood Properties, LLLP, Edgewood Properties Managements, LLC and Edgewoodvista Senior Living, Inc. as buyers (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed with the Commission on December 12, 2016).</u>
10.21	<u>Agreement for Sale and Purchase of Property – Edgewood Vista 3 Senior Housing Assets Portfolio, dated August 26, 2016, by IRET Properties, EVI Billings, LLC, EVI Sioux Falls, LLC and IRET-Minot EV, LLC as sellers and Edgewood Properties, LLLP, Edgewood Properties Managements, LLC and Edgewoodvista Senior Living, Inc. as buyers (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed with the Commission on December 12, 2016).</u>

10.22 Agreement for Sale and Purchase of Property – Sartell Senior Housing Assets Portfolio, dated August 26, 2016, by IRET Properties and IRET-SH 1, LLC as sellers and Edgewood Properties, LLLP, Edgewood Properties Managements, LLC and Edgewoodvista Senior Living, Inc. as buyers (incorporated herein by reference to Exhibit 10.6 to the Company’s Quarterly Report on Form 10-Q filed with the Commission on December 12, 2016).

10.23 Separation Agreement and Release dated August 1, 2016 between the Company and Mark W. Reiling (incorporated herein by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed with the Commission on September 8, 2016).

10.24 Stock Award Agreement under the 2015 Incentive Plan dated August 8, 2016 issued to Mark O. Decker, Jr (incorporated herein by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q filed with the Commission on September 8, 2016).

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EXHIBIT NO.	DESCRIPTION
10.25	<u>Separation Agreement and Release dated April 27, 2017 between the Company and Timothy P. Mihalick (incorporated herein by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K filed with the Commission on June 28, 2017).</u>
10.26	<u>Separation Agreement and Release dated April 27, 2017 between the Company and Diane K. Bryantt (incorporated herein by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K filed with the Commission on June 28, 2017).</u>
10.27**	<u>Offer Letter dated April 27, 2017 between the Company and Anne Olson (incorporated herein by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K filed with the Commission on June 28, 2017).</u>
10.28**	<u>Offer Letter dated April 27, 2017 between the Company and John Kirchmann (incorporated by reference to Exhibit 10.29 to the Company's Annual Report on Form 10-K filed with the Commission on June 28, 2017).</u>
10.29**	<u>Offer Letter dated April 27, 2017 between the Company and Mark O. Decker, Jr. (incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K filed with the Commission on June 28, 2017).</u>
10.30†	<u>Amended and Restated Agreement of Limited Partnership of IRET Properties, A North Dakota Limited Partnership (as amended and restated through February 27, 2019).</u>
10.31	<u>Third Amendment to the Agreement of Limited Partnership of IRET Properties, A North Dakota Limited Partnership (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 2, 2017).</u>
10.32†	<u>Fourth Amendment to the Agreement of Limited Partnership of IRET Properties, A North Dakota Limited Partnership, dated as of February 26, 2019.</u>
21.1†	<u>Subsidiaries of Investors Real Estate Trust</u>
23.1†	<u>Consent of Independent Registered Public Accounting Firm</u>
24.1†	<u>Power of Attorney (included on the signature page to this Transition Report on Form 10-KT and incorporated by reference herein).</u>
31.1†	<u>Section 302 Certification of President and Chief Executive Officer</u>
31.2†	<u>Section 302 Certification of Chief Financial Officer</u>
32.1†	<u>Section 906 Certification of the President and Chief Executive Officer</u>
32.2†	<u>Section 906 Certification of the Chief Financial Officer</u>
101†	

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The following materials from our Transition Report on Form 10-KT for the eight-months ended December 31, 2018 formatted in eXtensible Business Reporting Language ("XBRL"): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Equity, (iv) the Consolidated Statements of Cash Flows, and (v) notes to these consolidated financial statements.

† Filed herewith

\*\* Indicates management compensatory plan, contract or arrangement.

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## 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.

Date: February 27, 2019 Investors Real Estate Trust

By: /s/ Mark O. Decker, Jr.  
Mark O. Decker, Jr.  
President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Jeffrey P. Caira Jeffrey P. Caira	Trustee & Chairman	February 27, 2019
/s/ Mark O. Decker, Jr. Mark O. Decker, Jr.	President & Chief Executive Officer (Principal Executive Officer); Trustee	February 27, 2019
/s/ John A. Kirchmann John A. Kirchmann	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2019
/s/ Michael T. Dance Michael T. Dance	Trustee	February 27, 2019
/s/ Emily Nagle Green Emily Nagle Green	Trustee	February 27, 2019
/s/ Linda J. Hall Linda J. Hall	Trustee	February 27, 2019
/s/ Terrance P. Maxwell Terrance P. Maxwell	Trustee	February 27, 2019
/s/ John A. Schissel John A. Schissel	Trustee	February 27, 2019
/s/ Mary J. Twinem Mary J. Twinem	Trustee	February 27, 2019

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

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Schedules other than those listed above are omitted since they are not required or are not applicable, or the required information is shown in the consolidated financial statements or notes thereon.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Trustees and Shareholders  
Investors Real Estate Trust

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Investors Real Estate Trust (a North Dakota real estate investment trust) and subsidiaries (the “Company”) as of December 31, 2018, April 30, 2018 and 2017, the related consolidated statements of operations, comprehensive income, changes in shareholders’ equity, and cash flows for the eight month period ended December 31, 2018 and each of the three years in the period ended April 30, 2018, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, April 30, 2018 and 2017, and the results of its operations and its cash flows for the eight month period ended December 31, 2018 and each of the three years in the period ended April 30, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated February 27, 2019 expressed an unqualified opinion.

Basis for opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Company’s auditor since 2013.

Minneapolis, Minnesota  
February 27, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Trustees and Shareholders

Investors Real Estate Trust

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Investors Real Estate Trust (a North Dakota real estate investment trust) and subsidiaries (the “Company”) as of December 31, 2018, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in the 2013 Internal Control-Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended December 31, 2018, and our report dated February 27, 2019 expressed an unqualified opinion on those financial statements.

Basis for opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Managements Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting

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

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

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota

February 27, 2019



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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

	(in thousands)		
	December 31, 2018	April 30, 2018	April 30, 2017
<b>ASSETS</b>			
Real estate investments			
Property owned	\$1,627,636	\$1,669,764	\$1,358,529
Less accumulated depreciation	(353,871)	(311,324)	(255,599)
	1,273,765	1,358,440	1,102,930
Unimproved land	5,301	11,476	18,455
Mortgage loans receivable	10,410	10,329	—
Total real estate investments	1,289,476	1,380,245	1,121,385
Assets held for sale and assets of discontinued operations	—	—	283,023
Cash and cash equivalents	13,792	11,891	28,819
Restricted cash	5,464	4,225	27,981
Other assets	27,265	30,297	13,306
<b>TOTAL ASSETS</b>	<b>\$1,335,997</b>	<b>\$1,426,658</b>	<b>\$1,474,514</b>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>			
<b>LIABILITIES</b>			
Liabilities held for sale and liabilities of discontinued operations	\$—	\$—	\$130,904
Accounts payable and accrued expenses	40,892	29,018	35,566
Revolving line of credit	57,500	124,000	57,050
Term loans, net of unamortized loan costs of \$1,009, \$486 and \$0, respectively	143,991	69,514	—
Mortgages payable, net of unamortized loan costs of \$1,777, \$2,221 and \$3,054, respectively	444,197	509,919	565,978
Construction debt	—	—	41,741
<b>TOTAL LIABILITIES</b>	<b>686,580</b>	<b>732,451</b>	<b>831,239</b>
<b>COMMITMENTS AND CONTINGENCIES (NOTE 13)</b>			
<b>REDEEMABLE NONCONTROLLING INTERESTS – CONSOLIDATED REAL ESTATE ENTITIES</b>	<b>5,968</b>	<b>6,644</b>	<b>7,117</b>
<b>EQUITY</b>			
Series B Preferred Shares of Beneficial Interest (Cumulative redeemable preferred shares, no par value, no shares issued and outstanding at December 31, 2018 and April 30, 2018 and 4,600,000 shares issued and outstanding at April 30, 2017, aggregate liquidation preference of \$115,000,000)	—	—	111,357
Series C Preferred Shares of Beneficial Interest (Cumulative redeemable preferred shares, no par value, 4,118,460 shares issued and outstanding at December 31, 2018 and April 30, 2018 and no shares issued and outstanding at April 30, 2017, aggregate liquidation preference of \$102,971,475)	99,456	99,456	—
Common Shares of Beneficial Interest (Unlimited authorization, no par value, 11,942,372 shares issued and outstanding at December 31, 2018, 11,952,598 shares issued and outstanding at April 30, 2018 and 12,119,930 shares issued and outstanding at April 30, 2017)	899,234	900,097	908,905
Accumulated distributions in excess of net income	(429,048)	(395,669)	(466,541)
Accumulated other comprehensive income	(856)	(1,779)	—

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Total Investors Real Estate Trust shareholders' equity	568,786	605,663	553,721
Noncontrolling interests – Operating Partnership (1,367,502 units at December 31, 2018, 1,409,943 units at April 30, 2018 and 1,561,722 units at April 30, 2017)	67,916	73,012	73,233
Noncontrolling interests – consolidated real estate entities	6,747	8,888	9,204
Total equity	643,449	687,563	636,158
<b>TOTAL LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>	<b>\$ 1,335,997</b>	<b>\$ 1,426,658</b>	<b>\$ 1,474,514</b>

See Notes to Consolidated Financial Statements.

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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

	(in thousands, except per share data)				
	Eight Months Ended December 31,		Fiscal Years Ended April 30,		
	2018	2017	2018	2017	2016
	(Unaudited)				
REVENUE	\$121,871	\$111,249	\$169,745	\$160,104	\$145,500
EXPENSES					
Property operating expenses, excluding real estate taxes	37,198	35,581	54,292	47,587	43,741
Real estate taxes	13,521	12,234	18,742	16,739	14,407
Property management expense	3,663	3,652	5,526	5,046	3,714
Casualty (gain) loss	915	600	500	414	238
Depreciation and amortization	50,456	54,902	82,070	44,253	39,273
Impairment of real estate investments	1,221	256	18,065	57,028	5,543
General and administrative expenses	9,812	9,041	14,203	15,871	13,498
Acquisition and investment related costs	—	—	51	3,276	830
TOTAL EXPENSES	116,786	116,266	193,449	190,214	121,244
Operating income (loss)	5,085	(5,017)	(23,704)	(30,110)	)24,256
Interest expense	(21,359)	(22,804)	(34,178)	(34,314)	(28,417)
Loss on extinguishment of debt	(556)	(818)	(940)	(1,651)	(106)
Interest income	1,168	432	1,197	366	78
Other income	65	282	311	780	307
Income (loss) before gain (loss) on sale of real estate and other investments, gain on bargain purchase and income (loss) from discontinued operations	(15,597)	(27,925)	(57,314)	(64,929)	(3,882)
Gain (loss) on sale of real estate and other investments	9,707	17,816	20,120	18,701	9,640
Gain on bargain purchase	—	—	—	—	3,424
Income (loss) from continuing operations	(5,890)	(10,109)	(37,194)	(46,228)	)9,182
Income (loss) from discontinued operations	570	150,703	164,823	76,753	67,420
NET INCOME (LOSS)	(5,320)	)140,594	127,629	30,525	76,602
Net (income) loss attributable to noncontrolling interests – Operating Partnership	1,032	(14,222)	(12,702)	(4,059)	(7,032)
Net (income) loss attributable to noncontrolling interests – consolidated real estate entities	(110)	)1,042	1,861	16,881	2,436
Net income (loss) attributable to controlling interests	(4,398)	)127,414	116,788	43,347	72,006
Dividends to preferred shareholders	(4,547)	(6,296)	(8,569)	(10,546)	(11,514)
Redemption of preferred shares	—	(3,657)	(3,657)	(1,435)	—
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$(8,945)	)\$117,461	\$104,562	\$31,366	\$60,492
Earnings (loss) per common share from continuing operations – basic and diluted	\$(0.79)	)\$ (1.41)	\$ (3.54)	)\$ (3.01)	)\$—
Earnings (loss) per common share from discontinued operations – basic and diluted	0.04	11.19	12.25	5.59	4.91
NET EARNINGS (LOSS) PER COMMON SHARE – BASIC & DILUTED	\$(0.75)	)\$9.78	\$8.71	\$2.58	\$4.91

See Notes to Consolidated Financial Statements.

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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	(in thousands)			
	Eight	Fiscal Years Ended April 30,		
	Months	Ended		
	Ended			
	December 31,	2018	2017	2016
	2018			
Net income (loss)	\$(5,320)	\$127,629	\$30,525	\$76,602
Other comprehensive income:				
Unrealized gain (loss) from derivative instrument	(2,794 )	1,627	—	—
(Gain) loss on derivative instrument reclassified into earnings	159	152	—	—
Total comprehensive income (loss)	\$(7,955)	\$129,408	\$30,525	\$76,602
Comprehensive (income) loss attributable to noncontrolling interests – Operating Partnership	1,032	(12,888 )	(4,059 )	(7,032 )
Net comprehensive (income) loss attributable to noncontrolling interests – consolidated real estate entities	(110 )	1,861	16,881	2,436
Comprehensive income (loss) attributable to controlling interests	\$(7,033)	\$118,381	\$43,347	\$72,006

See Notes to Consolidated Financial Statements.

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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY

	(in thousands)		NUMBER OF	ACCUMULATED DISTRIBUTIONS IN EXCESS OF NET INCOME	ACCUMULATED OTHER COMPREHENSIVE INCOME	NONREDEEMABLE INTERESTS	NONCONTROLLING EQUITY
	PREFERRED SHARES	COMMON SHARES	COMMON SHARES	NET INCOME	IN EXCESS OF NET INCOME	INTERESTS	EQUITY
Balance at April 30, 2015	\$ 138,674	12,446	\$ 951,868	\$ (438,432 )	—	\$ 88,844	\$ 740,954
Net income (loss) attributable to controlling interest and noncontrolling interests				72,006		4,562	76,568
Distributions – common shares and Units				(64,060 )		(7,230 )	(71,290 )
Distributions – Series A preferred shares				(2,372 )			(2,372 )
Distributions – Series B preferred shares				(9,142 )			(9,142 )
Distribution reinvestment and share purchase plan		82	5,619				5,619
Shares issued and share-based compensation		19	1,728				1,728
Partnership units issued						18,226	18,226
Redemption of Units for common shares		27	1,477			(1,477 )	—
Shares repurchased		(464 )	(35,000 )				(35,000 )
Distributions to nonredeemable noncontrolling interests – consolidated real estate entities						(7,029 )	(7,029 )
Adjustments to prior year redemption of Units for common shares				(3,608 )		3,608	—
Balance at April 30, 2016	\$ 138,674	12,110	\$ 922,084	\$ (442,000 )	—	\$ 99,504	\$ 718,262
Net income (loss) attributable to controlling interests and nonredeemable noncontrolling interests				43,347		(12,400 )	30,947
Distributions – common shares and Units				(55,907 )		(7,453 )	(63,360 )
Distributions – Series A preferred shares				(1,403 )			(1,403 )
Distributions – Series B preferred shares				(9,143 )			(9,143 )
Shares issued and share-based compensation		39	358				358
Redemption of Units for common shares		50	875			(875 )	—
Redemption of Units for cash						(966 )	(966 )
Shares repurchased	(27,317 )	(79 )	(4,501 )	(1,435 )			(33,253 )

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Contributions from nonredeemable noncontrolling interests – consolidated real estate entities					7,188	7,188
Conversion to equity of notes receivable from nonredeemable noncontrolling interests – consolidated real estate entities					(7,366)	(7,366)
Acquisition of nonredeemable noncontrolling interests – consolidated real estate entities		(9,893)			5,019	(4,874)
Other	—	(18)			(214)	(232)
Balance at April 30, 2017	\$ 111,357	12,120	\$ 908,905	\$ (466,541)	—	\$ 82,437
						\$ 636,158

See Notes to Consolidated Financial Statements.

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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (continued)

		NUMBER OF	ACCUMULATED DISTRIBUTIONS IN EXCESS OF	ACCUMULATED OTHER COMPREHENSIVE INCOME	NONREDEEMABLE INTERESTS	NONCONTROLLING EQUITY	
	PREFERRED SHARES	COMMON SHARES	COMMON SHARES	NET INCOME			
Balance at April 30, 2017	\$ 111,357	12,120	\$ 908,905	\$ (466,541 )	\$ —	\$ 82,437	\$ 636,158
Net income (loss) attributable to controlling interests and nonredeemable noncontrolling interests				116,788		11,582	128,370
Other comprehensive income - derivative instrument					1,779		1,779
Distributions – common shares and Units				(33,689 )		(4,096 )	(37,785 )
Distributions – Series B preferred shares				(4,571 )			(4,571 )
Distributions – Series C preferred shares				(3,999 )			(3,999 )
Share-based compensation, net of forfeitures		10	1,663				1,663
Issuance of Series C preferred shares	99,456						99,456
Redemption of Units for common shares		3	34			(34 )	—
Redemption of Units for cash						(8,775 )	(8,775 )
Shares repurchased	(111,357 )	(178 )	(9,935 )	(3,657 )			(124,949 )
Contributions from nonredeemable noncontrolling interests – consolidated real estate entities						619	619
Conversion to equity of notes receivable from nonredeemable noncontrolling interests – consolidated real estate entities						(246 )	(246 )
Other		(2 )	(570 )			413	(157 )
Balance at April 30, 2018	\$ 99,456	11,953	\$ 900,097	\$ (395,669 )	\$ 1,779	\$ 81,900	\$ 687,563
Cumulative adjustment upon adoption of ASC 606 and ASC 610-20				627			627
Balance on May 1, 2018	99,456	11,953	900,097	(395,042 )	1,779	81,900	688,190
Net income (loss) attributable to controlling interests and				(4,398 )		(480 )	(4,878 )

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nonredeemable noncontrolling interests									
Other comprehensive income - derivative instrument				(2,635	)		(2,635	)	
Distributions – common shares and Units			(25,060	)		(2,917	)	(27,977	)
Distributions – Series C preferred shares			(4,548	)			(4,548	)	
Share-based compensation, net of forfeitures	3	1,042					1,042		
Redemption of Units for common shares	33	649				(649	)	—	
Redemption of Units for cash						(498	)	(498	)
Shares repurchased	(42	)	(2,172	)				(2,172	)
Distributions to nonredeemable noncontrolling interests – consolidated real estate entities						(2,432	)	(2,432	)
Conversion to equity of notes receivable from nonredeemable noncontrolling interests – consolidated real estate entities						(392	)	(392	)
Acquisition of nonredeemable noncontrolling interests – consolidated real estate entities			(175	)		131		(44	)
Other	(5	)	(207	)				(207	)
Balance at December 31, 2018	\$99,456	11,942	\$899,234	\$ (429,048	)	\$ (856	)	\$ 74,663	\$643,449

See Notes to Consolidated Financial Statements.

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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	(in thousands)			
	Eight			
	Months	Fiscal Year Ended April 30,		
	Ended	Ended		
	December	December		
	31,	2018	2017	2016
	2018			
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net income (loss)	\$(5,320 )	\$127,629	\$30,525	\$76,602
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization	51,394	83,276	46,135	41,098
Depreciation and amortization from discontinued operations	—	8,526	10,477	24,357
(Gain) loss on sale of real estate, land, other investments and discontinued operations	(10,277 )	(183,687 )	(74,847 )	(33,423 )
(Gain) loss on extinguishment of debt and discontinued operations	482	6,839	3,848	(30,135 )
Gain on bargain purchase	—	—	—	(3,424 )
Share-based compensation expense	845	1,587	6	2,256
Impairment of real estate investments	1,221	18,065	57,028	5,983
Other, net	629	1,457	499	651
Write off of development pursuit costs	—	—	3,161	—
Changes in other assets and liabilities:				
Other assets	(1,145 )	(646 )	(214 )	2,588
Accounts payable and accrued expenses	2,205	(7,851 )	2,434	(14,292 )
Net cash provided (used) by operating activities	40,034	55,195	79,052	72,261
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Principal proceeds on mortgage loan receivable	545	—	—	—
Increase in loans receivable	(918 )	(15,480 )	—	—
Decrease in other investments	—	—	50	279
Proceeds from sale of discontinued operations	—	426,131	237,135	365,845
Proceeds from sale of real estate and other investments	62,695	64,639	47,354	40,306
Insurance proceeds received	1,344	584	88	1,320
Payments for acquisitions of real estate assets	(977 )	(374,081 )	—	(121,821)
Payments for development of real estate assets	—	(2,655 )	(18,274 )	(122,801)
Payments for improvements of real estate assets	(11,518 )	(17,980 )	(41,083 )	(26,904 )
Payments for improvements of real estate assets from discontinued operations	—	(1,046 )	(1,110 )	(7,672 )
Net cash provided (used) by investing activities	51,171	80,112	224,160	128,552
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from mortgages payable	—	—	84,150	143,574
Principal payments on mortgages payable	(67,016 )	(205,159 )	(298,984 )	(241,206)
Proceeds from revolving lines of credit	53,017	370,350	246,000	82,000
Principal payments on revolving lines of credit	(119,517)	(303,400 )	(206,450)	(125,000)
Proceeds from notes payable and other debt	—	3,252	19,341	94,142
Principal payments on notes payable and other debt	—	(21,689 )	(49,080 )	(24,754 )

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Payoff of financing liability	—	(7,900 )	—	—
Proceeds from term loan	74,352	69,462	—	—
Proceeds from sale of common shares under distribution reinvestment and share purchase program	—	—	—	1,493
Additions to notes receivable from noncontrolling partner – consolidated real estate entities	—	—	(9,211 )	—
Proceeds from noncontrolling partner – consolidated real estate entities	—	—	9,749	1,120
Payments for acquisition of noncontrolling interests – consolidated real estate entities	—	—	(4,938 )	—
Proceeds from sale of preferred shares	—	99,467	—	—
Repurchase of common shares	(2,172 )	(9,935 )	(4,501 )	(35,000 )
Repurchase of preferred shares	—	(115,017 )	(28,752 )	—
Repurchase of partnership units	(498 )	(8,775 )	(966 )	—
Distributions paid to common shareholders	(16,724 )	(33,689 )	(55,907 )	(60,063 )
Distributions paid to preferred shareholders	(5,116 )	(8,763 )	(10,744 )	(11,514 )
Distributions paid to noncontrolling interests – Unitholders of the Operating Partnership	(1,959 )	(4,096 )	(7,453 )	(7,101 )
Distributions paid to noncontrolling interests – consolidated real estate entities	(2,432 )	(99 )	(174 )	(7,029 )
Net cash provided (used) by financing activities	(88,065 )	(175,991 )	(317,920 )	(189,338 )
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	3,140	(40,684 )	(14,708 )	11,475
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AT BEGINNING OF YEAR	16,116	56,800	71,508	60,033
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AT END OF YEAR	\$19,256	\$16,116	\$56,800	\$71,508

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## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

	(in thousands)		
	Eight Months Ended December 31, 2018	Fiscal Year Ended April 30, 2017	2016
<b>SUPPLEMENTARY SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES</b>			
Distribution reinvestment plan – shares issued	—	—	3,997
Operating partnership distribution reinvestment plan – shares issued	—	—	130
Operating partnership units converted to shares	649	34,875	1,477
Real estate assets acquired through the issuance of operating partnership units	—	—	18,226
(Decrease) increase to accounts payable included within real estate investments	(329)	(3,415)	(10,420)
Conversion to equity of notes receivable from noncontrolling interests – consolidated real estate entities	670	9,846	—
Construction debt reclassified to mortgages payable	—	23,300	123,553
Increase in mortgage notes receivable	—	10,329	—
Decrease in real estate assets in connection with transfer of real estate assets in settlement of debt	—	—	87,213
Decrease in debt in connection with transfer of real estate assets in settlement of debt	—	—	122,610
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>			
Cash paid for interest, net of amounts capitalized of \$0, \$0, \$431 and \$4,396, respectively	24,135	35,758	39,668
See Notes to Consolidated Financial Statements.			

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2018, April 30, 2018, 2017, and 2016

**NOTE 1 • ORGANIZATION**

Investors Real Estate Trust (“IRET,” “we” or “us”) is a real estate investment trust (“REIT”) focused on the ownership, management, acquisition, redevelopment and development of apartment communities. As of December 31, 2018, we held for investment 87 apartment communities with 13,702 apartment homes. We conduct a majority of our business activities through our consolidated operating partnership, IRET Properties, a North Dakota Limited Partnership (the “Operating Partnership”), as well as through a number of other subsidiary entities.

All references to IRET, we, or us refer to Investors Real Estate Trust and its consolidated subsidiaries.

**NOTE 2 • BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PRESENTATION**

The accompanying consolidated financial statements include our accounts and the accounts of all our subsidiaries in which we maintain a controlling interest, including the Operating Partnership. All intercompany balances and transactions are eliminated in consolidation. Our fiscal year previously ended April 30th. On September 20, 2018, our Board of Trustees approved a change in our fiscal year-end from April 30 to December 31, effective as of January 1, 2019. This transition report on Form 10-KT is for the eight-month period ended December 31, 2018, in accordance with SEC rules and regulations, and all subsequent fiscal years, beginning in 2019, will be from January 1 to December 31.

Our interest in the Operating Partnership was 89.7%, 89.4%, and 88.6%, respectively, of the limited partnership units of the Operating Partnership (“Units”) as of December 31, 2018, April 30, 2018 and April 30, 2017, which includes 100% of the general partnership interest.

On December 14, 2018, the Board approved a reverse stock split of our outstanding common shares and Units, no par value per share, at a ratio of 1-for-10. The reverse stock split was effective as of the close of trading on December 27, 2018, with trading commencing on a split-adjusted basis on December 28, 2018. The number of common shares and Units was reduced from 119.4 million to 11.9 million and 13.7 million to 1.4 million, respectively. We have retroactively restated all shares and Units and per share and Unit data for all periods presented.

The consolidated financial statements also reflect the ownership by the Operating Partnership of certain joint venture entities in which the Operating Partnership has a general partner's or controlling interest. These entities are consolidated into our other operations with noncontrolling interests reflecting the noncontrolling partners' share of ownership, income, and expenses.

**PRIOR PERIOD FINANCIAL STATEMENT CORRECTION OF AN IMMATERIAL MISSTATEMENT**

In the first quarter of the transition period ended December 31, 2018, we identified certain adjustments required to correct balances within total equity related to noncontrolling interests in our joint venture entities. Related to our acquisition of additional ownership interest in the joint venture entities, noncontrolling interest - consolidated real estate entities was understated and common shares of beneficial interest was overstated beginning in fiscal year 2017. The adjustments did not impact total assets, total liabilities, revenue, net income, net income available to common shareholders, number of common shares, or earnings per share.

Based on an analysis of Accounting Standards Codification (“ASC”) 250 - “Accounting Changes and Error Corrections” (“ASC 250”), Staff Accounting Bulletin 99 - “Materiality” (“SAB 99”) and Staff Accounting Bulletin 108 - “Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements” (“SAB 108”), we determined that these errors were immaterial to the previously-issued financial statements. The misstatement was corrected in the consolidated balance sheets as of April 30, 2017 and April 30, 2018 and the consolidated statements of equity as of April 30, 2018 and April 30, 2017.

The effect of these revisions on our condensed consolidated balance sheet is as follows:



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	(in thousands)		
	As previously reported at April 30, 2017	Adjustment	As revised at April 30, 2017
Common shares of beneficial interest	\$916,121	\$ (7,216 )	\$908,905
Noncontrolling interests - consolidated real estate entities	1,924	7,280	9,204
Redeemable noncontrolling interests - consolidated real estate entities	7,181	(64 )	7,117

	(in thousands)		
	As previously reported at April 30, 2018	Adjustment	As revised at April 30, 2018
Common shares of beneficial interest	\$907,843	\$ (7,746 )	\$900,097
Noncontrolling interests - consolidated real estate entities	1,078	7,810	8,888
Redeemable noncontrolling interests - consolidated real estate entities	6,708	(64 )	6,644

The effect of these revisions on our condensed consolidated statements of equity is as follows:

	(in thousands)		
	As previously reported at April 30, 2017	Adjustment	As revised at April 30, 2017
Common shares of beneficial interest	\$916,121	\$ (7,216 )	\$908,905
Nonredeemable noncontrolling interests	75,157	7,280	82,437

	(in thousands)		
	As previously reported at April 30, 2018	Adjustment	As revised at April 30, 2018
Common shares of beneficial interest	\$907,843	\$ (7,746 )	\$900,097
Nonredeemable noncontrolling interests	74,090	7,810	81,900

**USE OF ESTIMATES**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**RECENT ACCOUNTING PRONOUNCEMENTS**

The following table provides a brief description of recent GAAP accounting standards updates (“ASUs”).



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Standard	Description	Date of Adoption	Effect on the Financial Statements or Other Significant Matters
ASU 2014-09, Revenue from Contracts with Customers	This ASU will eliminate the transaction- and industry-specific revenue recognition guidance under current GAAP and replace it with a principle based approach for determining revenue recognition. The standard outlines a five-step model whereby revenue is recognized as performance obligations within a contract are satisfied.	This ASU is effective for annual reporting periods beginning after December 15, 2017, as a result of a deferral of the effective date arising from the issuance of ASU 2015-14, Revenue from Contracts with Customers - Deferral of the Effective Date. Early adoption is permitted. We adopted the new standard effective May 1, 2018 using the modified retrospective approach.	The majority of our revenue is derived from rental income, which is scoped out from this standard and will be accounted for under ASC 840, Leases. Our other revenue streams, which were evaluated under this ASU, include but are not limited to other income from residents determined not to be within the scope of ASC 840 and gains and losses from real estate dispositions. Refer to the Revenues section below for information regarding the impact of adopting the standard on our consolidated financial statements.
ASU 2016-02, Leases	This ASU amends existing accounting standards for lease accounting, including by requiring lessees to recognize most leases on the balance sheet and making certain changes to lessor accounting.	This ASU is effective for annual reporting periods beginning after December 15, 2018. Early adoption is permitted.	Our residential leases, where we are the lessor, will continue to be accounted for as operating leases under the new standard. As a result, there is not a significant change in the accounting for lease revenue. For leases where we are the lessee, we will recognize a right of use asset and related lease liability on our consolidated balance sheets upon adoption. The adoption of this standard will not have a material impact on our consolidated financial statements.
ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments	This ASU addresses eight specific cash flow issues with the objective of reducing diversity in practice. The cash flow issues include debt prepayment or debt extinguishment costs and proceeds from the settlement of insurance claims.	This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We adopted the new standard effective May 1, 2018.	The standard requires we present combined inflows and outflows of cash, cash equivalents, and restricted cash in the consolidated statement of cash flows. See additional disclosures regarding the required change below.
ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash	This ASU requires the statement of cash flows to explain the change in total cash, cash equivalents, and amounts generally described	This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We adopted the	The standard requires we present combined inflows and outflows of cash, cash equivalents, and restricted cash in the consolidated statement of cash flows. See

	<p>as restricted cash. It also requires that restricted cash be included when reconciling the beginning and end of period amounts on the statement of cash flows.</p>	<p>new standard effective May 1, 2018.</p>	<p>additional disclosures regarding the required change below.</p>
<p>ASU 2017-05, Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets</p>	<p>This ASU clarifies the definition of an in-substance nonfinancial asset and changes the accounting for partial sales of nonfinancial assets to be more consistent with the accounting for a sale of a business pursuant to ASU 2017-01. This ASU allows for either a retrospective or modified retrospective approach. This ASU was issued to increase shareholders' awareness of narrow aspects of the guidance issued in the amendments and to expedite the improvements under ASU 2016-02.</p>	<p>This ASU is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. We adopted the new standard effective May 1, 2018 using the modified retrospective approach.</p>	<p>Refer to the Revenues section below for information regarding the impact of adopting the standard on our condensed consolidated financial statements.</p>
<p>ASU 2018-10, Codification Improvements to Topic 842, Leases</p>	<p>This ASU was issued to increase shareholders' awareness of narrow aspects of the guidance issued in the amendments and to expedite the improvements under ASU 2016-02.</p>	<p>This ASU is effective for annual reporting periods beginning after December 15, 2018. Early adoption is permitted.</p>	<p>The adoption of this standard will not have a material impact on our consolidated financial statements.</p>

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Standard	Description	Date of Adoption	Effect on the Financial Statements or Other Significant Matters
ASU 2018-11, Leases: Targeted Improvements	This ASU allows lessors to account for lease and non-lease components, by class of underlying assets, as a single lease component if certain criteria are met. The new standard also indicates that companies are permitted to recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption in lieu of the modified retrospective approach and provides other practical expedients.	This ASU is effective for annual reporting periods beginning after December 15, 2018. Early adoption is permitted.	The adoption of this standard will not have a material impact on our consolidated financial statements.
ASU 2018-13, Fair Value Measurements (Topic 820) - Disclosure Framework - Changes to the Disclosure Requirement for Fair Value Measurements	This ASU eliminates certain disclosure requirements affecting all levels of measurement, and modifies and adds new disclosure requirements for Level 3 measurements.	This ASU is effective for annual reporting periods beginning after December 15, 2019. Early adoption is permitted.	We are currently evaluating the impact the new standard may have on our disclosures.
ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software (Topic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract	This ASU reduces the complexity for the accounting for costs of implementing a cloud computing service arrangement. The standard aligns various requirements for capitalizing implementation costs.	This ASU is effective for annual reporting periods beginning after December 15, 2019. Early adoption is permitted.	We are currently evaluating the impact the new standard may have on our consolidated financial statements.
ASU 2018-20, Leases (Topic 842) - Narrow-Scope Improvements for Lessors	This ASU reduces a lessor's implementation and ongoing costs associated with applying the new leases standard. The ASU also clarifies a specific lessor accounting requirements.	This ASU is effective for annual reporting periods beginning after December 15, 2018. Early adoption is permitted.	The adoption of this standard will not have a material impact on our consolidated financial statements.

**RECLASSIFICATIONS**

Certain previously reported amounts have been reclassified to conform to the current financial statement presentation. These reclassifications had no impact on net income as reported in the consolidated statement of operations, total assets, liabilities or equity as reported in the consolidated balance sheets and total shareholder's equity. We report in discontinued operations the results of operations and the related gains or losses of properties that have either been disposed or classified as held for sale and for which the disposition represents a strategic shift that has or will have a major effect on our operations and financial results.

**REAL ESTATE INVESTMENTS**

Real estate investments are recorded at cost less accumulated depreciation and an adjustment for impairment, if any. Property, consisting primarily of real estate investments, totaled \$1.3 billion, \$1.4 billion, and \$1.1 billion as of December 31, 2018, April 30, 2018, and April 30, 2017, respectively. We allocate the purchase price based on the relative fair values of the tangible and intangible assets of an acquired property (which includes the land, building, and personal property) which are determined by valuing the property as if it were vacant and fair value of the intangible assets (which include in-place leases). The as-if-vacant value is allocated to land, buildings, and personal property based on management's determination of the relative fair values of these assets. The estimated fair value of the property is the amount that would be recoverable upon the disposition of the property. Techniques used to estimate fair value include discounted cash flow analysis and reference to recent comparable transactions. A land value is assigned based on the purchase price if land is acquired separately or based on estimated fair value if acquired in a single or portfolio acquisition.

Acquired above- and below-market lease values are recorded as the difference between the contractual amounts to be paid pursuant to the in-place leases and management's estimate of fair market value lease rates for the corresponding in-place leases.

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The capitalized above- and below-market lease values are amortized as adjustments to rental revenue over the remaining terms of the respective leases.

Other intangible assets acquired include amounts for in-place lease values that are based upon our evaluation of the specific characteristics of the leases. Factors considered in the fair value analysis include an estimate of carrying costs and foregone rental income during hypothetical expected lease-up periods, considering current market conditions, and costs to execute similar leases. We also consider information about each property obtained during pre-acquisition due diligence, marketing, and leasing activities in estimating the relative fair value of the tangible and intangible assets acquired.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets. We use a 10-37 year estimated life for buildings and improvements and a 5-10 year estimated life for furniture, fixtures, and equipment. We follow the real estate project costs guidance in ASC 970, Real Estate – General, in accounting for the costs of development and redevelopment projects. As real estate is undergoing development or redevelopment, all project costs directly associated with and attributable to the development and construction of a project, including interest expense and real estate tax expense, are capitalized to the cost of the real property. The capitalization period begins when development activities and expenditures begin and are identifiable to a specific property and ends upon completion, which is when the asset is ready for its intended use. Generally, rental property is considered substantially complete and ready for its intended use, which is generally upon issuance of a certificate of occupancy (in the case of apartment communities). General and administrative costs are expensed as incurred. Interest of approximately \$4,000, \$431,000, and \$4.9 million has been capitalized in continuing and discontinued operations for the years ended April 30, 2018, 2017, and 2016, respectively. We did not capitalize interest during the transition period ended December 31, 2018.

Expenditures for ordinary maintenance and repairs are expensed to operations as incurred. Renovations and improvements that improve and/or extend the useful life of the asset are capitalized and depreciated over their estimated useful life, generally five to ten years. Property sales or dispositions are recorded when control of the assets transfers to the buyer and we have no significant continuing involvement with the property sold.

We periodically evaluate our long-lived assets, including real estate investments, for impairment indicators. The judgments regarding the existence of impairment indicators are based on factors such as operational performance, market conditions, expected holding period of each asset group, and legal and environmental concerns. If indicators exist, we compare the expected future undiscounted cash flows for the long-lived asset group against the carrying amount of that asset. If the sum of the estimated undiscounted cash flows is less than the carrying amount of the asset, an impairment loss is recorded for the difference between the estimated fair value and the carrying amount of the asset group. If our anticipated holding period for properties, the estimated fair value of properties or other factors change based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future physical occupancy, rental rates, and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

During the transition period ended December 31, 2018, we incurred a loss of \$1.2 million due to impairment of a parcel of land in Bismarck, North Dakota. The parcel was written-down to estimated fair value based on receipt of a market offer to purchase and our intent to dispose of the property.

During fiscal year 2018, we incurred a loss of \$18.1 million due to impairment of one apartment community, three other commercial properties, and four parcels of land. We recognized impairments of \$12.2 million on one apartment community in Grand Forks, North Dakota; \$1.4 million on an industrial property in Bloomington, Minnesota; \$922,000 on an industrial property in Woodbury, Minnesota; \$630,000 on a retail property in Minot, North Dakota. These properties were written-down to estimated fair value based on independent appraisals and market data or, in the case of the retail property, receipt of a market offer to purchase and our intent to dispose of the property. We recognized impairments of \$428,000 on a parcel of land in Williston, North Dakota; \$1.5 million on a parcel of land in Grand Forks, North Dakota; \$256,000 and \$709,000 on two parcels of land in Bismarck, North Dakota. These parcels were written down to estimated fair value based on independent appraisals and market data.

During fiscal year 2017, we incurred a loss of \$57.0 million due to impairment of 16 apartment communities and two parcels of unimproved land. We recognized impairments of \$40.9 million, \$5.8 million, \$4.7 million, and \$2.8 million, respectively, on three apartment communities and one parcel of unimproved land in Williston, North Dakota, due to deterioration of this energy-impacted market, which resulted in poor leasing activity and declining rental rates during the three months ended July 31, 2016, which should generally be a strong leasing period. These properties were written down to estimated fair value based on an

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independent appraisal in the case of one property and management cash flow estimates and market data in the case of the remaining assets. The properties impaired for \$40.9 million, \$4.7 million, and \$2.8 million are owned by joint venture entities in which, at the time of impairment, we had an approximately 70%, 60%, and 70% interest, respectively, but which are consolidated in our consolidated financial statements. We recognized impairments of \$2.9 million on 13 properties and one parcel of land in Minot, North Dakota. These properties were written down to estimated fair value based on management cash flow estimates and market data and, in the case of the 13 properties, our intent to dispose of the properties.

During fiscal year 2016, we incurred a loss of \$6.0 million due to impairment of one office property, one healthcare property, two parcels of land, and eight apartment communities, of which approximately \$440,000 is reflected in discontinued operations. See Note 10 for additional information on discontinued operations. We recognized impairments of approximately \$440,000 on an office property in Eden Prairie, Minnesota; \$1.9 million on a healthcare property in Sartell, Minnesota; \$1.6 million on a parcel of land in Grand Chute, Wisconsin; \$1.9 million on eight apartment communities in St. Cloud, Minnesota; and \$162,000 on a parcel of land in River Falls, Wisconsin. These properties were written down to estimated fair value during fiscal year 2016 based on receipt of individual market offers to purchase and our intent to dispose of the properties or, in the case of the Grand Chute, Wisconsin, the sale listing price and our intent to dispose of the property. The Sartell, Minnesota property was classified as held for sale at April 30, 2016.

**CHANGE IN DEPRECIABLE LIVES OF REAL ESTATE ASSETS**

Effective May 1, 2017, we changed the estimated useful lives of our real estate assets to better reflect the estimated periods during which they will be of economic benefit. Generally, the estimated lives of buildings and improvements that previously were 20-40 years have been decreased to 10-37 years, while those that were previously nine years were changed to 5-10 years. The effect of this change in estimate for the fiscal year ended April 30, 2018, was to increase depreciation expense by approximately \$29.3 million, decrease net income by \$29.3 million, and decrease earnings per share by \$0.22.

**REAL ESTATE HELD FOR SALE**

Real estate held for sale is stated at the lower of its carrying amount or estimated fair value less disposal costs. Our determination of fair value is based on inputs management believes are consistent with those that market participants would use. Estimates are significantly impacted by estimates of sales price, selling velocity, and other factors. Due to uncertainties in the estimation process, actual results could differ from such estimates. Depreciation is not recorded on assets classified as held for sale.

We classify properties as held for sale when they meet the GAAP criteria, which include: (a) management commits to and initiates a plan to sell the asset (disposal group); (b) the sale is probable and expected to be completed within one year under terms that are usual and customary for sales of such assets (disposal groups); and (c) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. We generally consider these criteria met when the transaction has been approved by our Board of Trustees, there are no known significant contingencies related to the sale, and management believes it is probable that the sale will be completed within one year. We had no properties classified as held for sale at December 31, 2018 and April 30, 2018. Thirteen apartment communities, two healthcare properties, and two retail properties were classified as held for sale at April 30, 2017.

We report in discontinued operations the results of operations and the related gains or losses on the sales of properties that have either been disposed of or classified as held for sale and meet the classification of a discontinued operation as described in ASC 205 - Presentation of Financial Statements and ASC 360 - Property, Plant, and Equipment: Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. Under these standards, a disposal (or classification as held for sale) of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results.

**CASH, CASH EQUIVALENTS, AND RESTRICTED CASH**

Effective May 1, 2018, we adopted ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments and ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which affects the presentation and disclosure of

the statements of cash flows. Previously our consolidated statements of cash flows presented transfers between restricted cash and unrestricted cash as operating, financing, and investing cash activities based upon the required or intended purpose for the restricted cash. We revised our consolidated statements of cash flows for the years ended April 30, 2018 , 2017, and 2016 to conform to this presentation, and the effect of the revisions to net cash flows from operating and investing activities as previously reported for the years ended April 30, 2018, 2017, and 2016 are summarized in the following table:

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	(in thousands)		
	As previously reported	Impact of ASUs	As adjusted and currently reported
	April 30, 2018	2016-15 and 2016-18	April 30, 2018
Net cash provided by operating activities	\$48,035	\$7,160	\$55,195
Net cash provided by (used by) investing activities	104,189	(24,077)	80,112
Net cash provided by (used by) financing activities	(169,152)	(6,839)	(175,991)
Net increase (decrease) in cash, cash equivalents	(16,928)	16,928	—
Net increase (decrease) in cash, cash equivalents, and restricted cash	—	(40,684)	(40,684)
Cash and cash equivalents at beginning of period	28,819	(28,819)	—
Cash, cash equivalents, and restricted cash at beginning of period	—	56,800	56,800
Cash and cash equivalents at end of period	\$11,891		
Cash, cash equivalents, and restricted cash at end of period		\$4,225	\$16,116
	(in thousands)		
	As previously reported	Impact of ASUs	As adjusted and currently reported
	April 30, 2017	2016-15 and 2016-18	April 30, 2017
Net cash provided by operating activities	\$73,930	\$5,122	\$79,052
Net cash provided by (used by) investing activities	202,263	21,897	224,160
Net cash provided by (used by) financing activities	(314,072)	(3,848)	(317,920)
Net increase (decrease) in cash, cash equivalents	(37,879)	37,879	—
Net increase (decrease) in cash, cash equivalents, and restricted cash	—	(14,708)	(14,708)
Cash and cash equivalents at beginning of period	66,698	(66,698)	—
Cash, cash equivalents, and restricted cash at beginning of period	—	71,508	71,508
Cash and cash equivalents at end of period	\$28,819		
Cash, cash equivalents, and restricted cash at end of period		\$27,981	\$56,800
	(in thousands)		
	As previously reported	Impact of ASUs	As adjusted and currently reported
	April 30, 2016	2016-15 and 2016-18	April 30, 2016

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Net cash provided by operating activities	\$66,493	\$ 5,768	\$72,261
Net cash provided by (used by) investing activities	134,252	(5,700 )	128,552
Net cash provided by (used by) financing activities	(183,017)	(6,321 )	(189,338)
Net increase (decrease) in cash, cash equivalents	17,728	(17,728) —	
Net increase (decrease) in cash, cash equivalents, and restricted cash	—	11,475	11,475
Cash and cash equivalents at beginning of period	48,970	(48,970) —	
Cash, cash equivalents, and restricted cash at beginning of period	—	60,033	60,033
Cash and cash equivalents at end of period	\$66,698		
Cash, cash equivalents, and restricted cash at end of period		\$4,810	\$71,508

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Balance sheet description	(in thousands)		
	December 31, 2018	April 30, 2018	April 30, 2017
Cash and cash equivalents	\$13,792	\$11,891	\$28,819
Restricted cash	5,464	4,225	27,981
Total cash, cash equivalents and restricted cash	\$19,256	\$16,116	\$56,800

Cash and cash equivalents include all cash and highly liquid investments purchased with maturities of three months or less. Cash and cash equivalents consist of our bank deposits, short-term investment certificates acquired subject to repurchase agreements, and our deposits in a money market mutual fund. We are potentially exposed to credit risk for cash deposited with FDIC-insured financial institutions in accounts which, at times, may exceed federally insured limits. We have not experienced any losses in such accounts.

As of December 31, 2018, April 30, 2018, and April 30, 2017, restricted cash consisted of \$5.5 million, \$4.2 million, and \$4.3 million, respectively, of escrows held by lenders for real estate taxes, insurance, and capital additions. As of April 30, 2017, we held \$23.7 million of net tax-deferred exchange proceeds remaining from the sale of properties. Tax, insurance, and other escrows include funds deposited with a lender for payment of real estate taxes and insurance and reserves for funds to be used for replacement of structural elements and mechanical equipment of certain projects. The funds are under the control of the lender. Disbursements are made after supplying written documentation to the lender.

**REVENUE**

We adopted ASU 2014-09, Revenue from Contracts with Customers, as of May 1, 2018, using the modified retrospective approach. We elected to apply the new standard to contracts that are not complete as of May 1, 2018. We also elected to omit disclosing the value of unsatisfied performance obligations for contracts with an original expected length of one year or less. Under the new standard, revenue is recognized in accordance with the transfer of goods and services to customers at an amount that reflects the consideration the company expects to be entitled for those goods and services.

We primarily lease multifamily apartments under operating leases generally with terms of one year or less. Rental revenues are recognized in accordance with ASC 840, Leases, using a method that represents a straight-line basis over the term of the lease. Rental income represents approximately 96.5% of our total revenues and includes gross market rent less adjustments for concessions, vacancy loss, and bad debt. Other property revenues represent the remaining 3.5% of our total revenue and are primarily driven by utility reimbursement from our residents and other fee income, which is typically recognized at a point in time. Revenue streams that are included in ASU 2014-09 include:

Other property revenues: We recognize revenue for rental related income not included as a component of a lease, such as other transactional fees, when the services are transferred to our customers for an amount which reflects the consideration we expect to receive in exchange for those services. These fees are charged to residents monthly and recognized as the performance obligation is satisfied.

Gains or losses on sales of real estate: Subsequent to the adoption of the new standard, a gain or loss is recognized when the criteria for derecognition of an asset are met, including when (1) a contract exists and (2) the buyer obtained control of the nonfinancial asset that was sold. As a result, we may recognize a gain on real estate disposition transactions that previously did not qualify as a sale or for full profit recognition under the previous accounting standard.

We concluded that the adoption of the new standard required a cumulative adjustment of \$627,000 to the opening balance of retained earnings as of May 1, 2018, due to the sale of a group of properties in the prior fiscal year. The sale of properties was previously accounted for using the installment method. Under the installment method, we recorded a mortgage receivable net of the deferred gain on sale, which was to be recognized as payments were received. The gain on sale under the new revenue standard is recognized when control of the assets is transferred to the buyer. As a result of our adoption of the new standard, we recorded a cumulative adjustment to retained earnings and increased the mortgage receivable by \$627,000 to recognize the previously deferred gain on sale.

The following table presents the disaggregation of revenue streams of our rental income for the transition period ended December 31, 2018:

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		(in thousands, except percentages)	
		Eight Months Ended December 31, 2018	
Revenue Stream	Applicable Standard	Amount of Revenue	Percent of Revenue
Rental revenue	Leases	\$117,575	96.5 %
Other property revenue	Revenue Recognition	4,296	3.5 %
		\$121,871	100.0 %

**INCOME TAXES**

We operate in a manner intended to enable us to continue to qualify as a REIT under Sections 856-860 of the Internal Revenue Code of 1986, as amended. Under those sections, a REIT which distributes at least 90% of its REIT taxable income, excluding capital gains, as a dividend to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income which is distributed to shareholders. For the transition period ended December 31, 2018 and the fiscal years ended April 30, 2018, 2017, and 2016, we distributed in excess of 90% of our taxable income and realized capital gains from property dispositions within the prescribed time limits.

Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax on our taxable income at regular corporate rates (including any alternative minimum tax) and may not be able to qualify as a REIT for the four subsequent taxable years. Even as a REIT, we may be subject to certain state and local income and property taxes, and to federal income and excise taxes on undistributed taxable income. In general, however, if we qualify as a REIT, no provisions for federal income taxes are necessary except for taxes on undistributed REIT taxable income and taxes on the income generated by a taxable REIT subsidiary (TRS).

We have one TRS, acquired during the second quarter of fiscal year 2014, which is subject to corporate federal and state income taxes on its taxable income at regular statutory rates. For the transition period ended December 31, 2018, we estimate that the TRS will have no taxable income. There were no income tax provisions or material deferred income tax items for our TRS for the transition period ended December 31, 2018 and the fiscal years ended April 30, 2018, 2017, and 2016.

We conduct our business activity as an Umbrella Partnership Real Estate Investment Trust (“UPREIT”) through our Operating Partnership. UPREIT status allows us to accept the contribution of real estate in exchange for Units. Generally, such a contribution to a limited partnership allows for the deferral of gain by an owner of appreciated real estate.

Distributions for the calendar year ended December 31, 2018, were characterized, for federal income tax purposes, as 100.00% capital gain. Distributions for the calendar year ended December 31, 2017, were characterized, for federal income tax purposes, as 14.59% ordinary income, 48.87% capital gain, and 36.54% return of capital. Distributions for the calendar year ended December 31, 2016 were characterized, for federal income tax purposes, as 12.43% ordinary income and 87.57% capital gain.

**VARIABLE INTEREST ENTITY**

We have determined that our Operating Partnership and each of our less-than-wholly owned real estate partnerships is a variable interest entity (“VIE”), as the limited partners or the functional equivalent of limited partners lack substantive kick-out rights and substantive participating rights. We are the primary beneficiary of the VIEs, and the VIEs are required to be consolidated on our balance sheet because we have a controlling financial interest in the VIEs and have both the power to direct the activities of the VIEs that most significantly impact the economic performance of the VIEs as well as the obligation to absorb losses or the right to receive benefits from the VIEs that could potentially be significant to the VIEs. Because our Operating Partnership is a VIE, all of our assets and liabilities are held through a VIE.

**OTHER ASSETS**

As of December 31, 2018, April 30, 2018, and April 30, 2017, other assets consisted of the following amounts:

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	in thousands		
	December 31, 2018	April 30, 2018	April 30, 2017
Receivable arising from straight line rents	\$1,145	\$1,458	\$2,145
Accounts receivable, net of allowance	71	81	476
Fair value of interest rate swaps	818	1,779	—
Loans receivable	16,399	15,480	—
Prepaid and other assets	3,802	5,334	4,891
Intangible assets	498	1,469	202
Property and equipment, net of accumulated depreciation	686	820	901
Goodwill	1,546	1,553	1,572
Deferred charges and leasing costs	2,300	2,323	3,119
Total Other Assets	\$27,265	\$30,297	\$13,306

**PROPERTY AND EQUIPMENT**

Property and equipment consists primarily of office equipment contained at our headquarters in Minot, North Dakota, corporate office in Minneapolis, Minnesota, and additional property management offices located in the states where we own properties. The Consolidated Balance Sheets reflects these assets at cost, net of accumulated depreciation and are included within Other Assets. As of December 31, 2018, April 30, 2018, and April 30, 2017, property and equipment cost was \$2.2 million, \$2.1 million, and \$2.1 million, respectively. Accumulated depreciation was \$1.4 million, \$1.3 million, and \$1.2 million as of December 31, 2018, April 30, 2018, and April 30, 2017, respectively, and are included within other assets in the Consolidated Balance Sheets.

**MORTGAGE LOANS RECEIVABLE AND NOTES RECEIVABLE**

In August 2017, we sold 13 apartment communities in exchange for cash and a note secured by a mortgage on the assets. As of December 31, 2018 and April 30, 2018, the remaining balance on the mortgage was \$10.4 million and \$11.0 million. The note bears an interest rate of 5.5% and matures in August 2020. Monthly payments are interest-only, with the principal balance payable at maturity. We received and recognized approximately \$448,000 and \$372,000 of interest income during the transition period ended December 31, 2018 and the fiscal year ended April 30, 2018, respectively. During the transition period ended December 31, 2018, we received a payment of \$545,000 to pay down the balance of the mortgage receivable and released one of the 13 properties from the assets used to secure the mortgage.

In July 2017, we originated a \$16.2 million loan in a multifamily development located in New Hope, MN, a Minneapolis suburb. As of July 31, 2018, we had funded the full initial loan balance, which appears in our Consolidated Balance Sheets; however, we may fund additional amounts upon satisfaction of certain conditions set forth in the loan agreement. The note bears an interest rate of 6%, matures in July 2023, and provides us an option to purchase the development prior to the loan maturity date.

**GAIN ON BARGAIN PURCHASE**

During fiscal year 2016, we acquired an apartment community in Rochester, MN, which had a fair value at acquisition of approximately \$36.3 million, as appraised by a third party. The consideration exchanged for the property consisted of \$15.0 million cash and approximately 250,000 Units, valued at approximately \$17.8 million. The fair value of the Units transferred was based on the closing market price of our common shares on the acquisition date of \$70.90 per share. The acquisition resulted in a gain on bargain purchase because the fair value of assets acquired exceeded the total of the fair value of the consideration paid by approximately \$3.4 million. The seller accepted consideration below the fair value of the property in order to do a partial tax-deferred exchange for Units.

**NOTE 3 • NONCONTROLLING INTERESTS**

Interests in the Operating Partnership held by limited partners are represented by Units. The Operating Partnership's income is allocated to holders of Units based upon the ratio of their holdings to the total Units outstanding during the period. Capital contributions, distributions, and profits and losses are allocated to noncontrolling interests in accordance with the terms of the Operating Partnership's Agreement of Limited Partnership.



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We reflect noncontrolling interests in consolidated real estate entities on the Balance Sheet for the portion of properties consolidated by us that are not wholly owned by us. The earnings or losses from these properties attributable to the noncontrolling interests are reflected as net income attributable to noncontrolling interests – consolidated real estate entities in the Consolidated Statements of Operations. Our noncontrolling interests – consolidated real estate entities at December 31, 2018, April 30, 2018, and 2017 were as follows:

	(in thousands)		
	December 31, 2018	April 30, 2018	April 30, 2017
IRET - 71 France, LLC	\$5,918	\$ 6,606	\$ 7,427
IRET - Cypress Court Apartments, LLC	829	890	979
IRET - Williston Garden Apartments, LLC	—	1,635	1,057
IRET - WRH 1, LLC	—	(467)	(619)
WRH Holding, LLC	—	224	360
Noncontrolling interests – consolidated real estate entities	\$6,747	\$ 8,888	\$ 9,204

**NOTE 4 • REDEEMABLE NONCONTROLLING INTERESTS**

Redeemable noncontrolling interests on our Consolidated Balance Sheets represent the noncontrolling interest in a joint venture in which our unaffiliated partner, at its election, could require us to buy its interest at a purchase price to be determined by an appraisal conducted in accordance with the terms of the agreement, or at a negotiated price. Redeemable noncontrolling interests are presented at the greater of their carrying amount or redemption value at the end of each reporting period. Changes in the value from period to period are charged to common shares on our Consolidated Balance Sheets. We currently have one joint venture, which owns Commons and Landing at Southgate in Minot, North Dakota, in which our joint venture partner can, for the four-year period from February 6, 2016 through February 5, 2020, compel us to acquire its interest for a price to be determined in accordance with the provisions of the joint venture agreement. Below is a table reflecting the activity of the redeemable noncontrolling interests.

	(in thousands)			
	Transition period ended December 31, 2018	Years ended April 30,		
		2018	2017	2016
Balance at beginning of fiscal year	\$6,644	\$7,117	\$7,522	\$6,368
Contributions	—	268	17	1,120
Net (loss) income	(676)	(741)	(422)	34
Balance at close of fiscal year	\$5,968	\$6,644	\$7,117	\$7,522

**NOTE 5 • DEBT**

As of December 31, 2018, we owned 87 apartment communities, of which 51 served as collateral for mortgage loans. The majority of these mortgages payable were non-recourse to us other than for standard carve-out obligations. Interest rates on mortgage loans range from 3.47% to 6.66%, and the mortgage loans have varying maturity dates from September 1, 2019, through May 31, 2035. As of December 31, 2018, we believe there are no material defaults or instances of material noncompliance in regards to any of these mortgage loans. The aggregate amount of required future principal payments on mortgages payable and term loans as of December 31, 2018 is as follows:

(in thousands)

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2019	\$ 28,587
2020	87,592
2021	104,553
2022	40,917
2023	48,546
Thereafter	280,779
Total payments	\$ 590,974

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As of December 31, 2018, we owned 40 multifamily and other properties that were not encumbered by mortgages, with 32 of these properties providing credit support for our unsecured borrowings. Our primary unsecured credit facility is a revolving, multi-bank line of credit, with the BMO Harris Bank N.A. serving as administrative agent. Our line of credit has total commitments of \$250.0 million (the "Line of Credit"), with borrowing capacity based on the value of properties contained in the unencumbered asset pool ("UAP"). The UAP provided for a borrowing capacity of \$232.5 million at December 31, 2018, providing additional borrowing availability of \$175.0 million beyond the \$57.5 million drawn as of December 31, 2018, priced at an interest rate of 3.72%. This credit facility matures on August 31, 2022, with one 12-month option to extend the maturity date at our election. At April 30, 2018, the line of credit borrowing capacity was \$300.0 million based on the UAP, of which \$124.0 million was drawn on the line. At April 30, 2017, the line of credit borrowing capacity was \$206.0 million based on the UAP, of which \$57.1 million was drawn on the line.

During the transition period ended December 31, 2018, we amended our primary unsecured credit facility. We extended the maturity date on our existing \$70.0 million unsecured term loan, which now matures on January 15, 2024. We also added a new \$75.0 million, seven-year term loan which matures on August 31, 2025.

The interest rates on the line of credit and term loans are based, at our option, on the lender's base rate plus a margin, ranging from 35-85 basis points, or the London Interbank Offered Rate ("LIBOR"), plus a margin that ranges from 135-190 basis points based on our consolidated leverage. Our line of credit and term loans are subject to customary financial covenants and limitations. We believe that we are in compliance with all such financial covenants and limitations as of December 31, 2018.

We also have a \$6.0 million operating line of credit. This operating line of credit is designed to enhance treasury management activities and more effectively manage cash balances. This operating line has a one-year term, with pricing based on a market spread plus the one-month LIBOR index rate. As of December 31, 2018 and April 30, 2018, we had no outstanding balance on this operating line of credit.

Our remaining construction debt was paid off during the year ended April 30, 2018. Construction debt at April 30, 2017, was \$41.7 million, with a weighted average rate of interest of 3.27%.

The following table summarizes our indebtedness at December 31, 2018:

	(in thousands)			
	December 31, 2018	April 30, 2018	April 30, 2017	Weighted Average Maturity in Years
Unsecured line of credit	\$57,500	\$124,000	\$57,050	3.67
Term loans	145,000	70,000	—	5.86
Unsecured debt	202,500	194,000	57,050	
Mortgages payable - fixed <sup>(1)</sup>	445,974	489,401	629,535	3.61
Mortgages payable - variable <sup>(1)</sup>	—	22,739	57,708	
Construction debt - variable	—	—	41,737	
Total debt	\$648,474	\$706,140	\$786,030	
Weighted average interest rate on unsecured line of credit	3.72	%3.35	%2.67	%
Weighted average interest rate on term loans (rate with swaps)	4.01	%3.86	%—	
Weighted average interest rate on mortgages payable <sup>(1)</sup>	4.58	%4.69	%4.71	%
Weighted average interest rate on construction debt	—	—	3.27	%

(1)Includes mortgages payable related to assets held for sale and assets of discontinued operations at April 30, 2017.

**NOTE 6 • DERIVATIVE INSTRUMENTS**

Our objective in using an interest rate derivatives is to add stability to interest expense and to manage our exposure to interest rate fluctuations. To accomplish this objective, we primarily use interest rate swap contracts to fix the variable rate interest on our term loans. The interest rate swap contracts qualify as cash flow hedges.

Under ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities, which we adopted on November 1, 2017, the ineffective portion of a hedging instrument is no longer required to be recognized currently in earnings or disclosed. Changes in the fair value of cash flow hedges are recorded in accumulated other comprehensive income and subsequently reclassified into earnings in the period that the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive income for our interest rate swap will be reclassified to interest expense

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as interest payments are made on our term loan. During the next 12 months, we estimate an additional \$61,000 will be reclassified as a decrease to interest expense.

At December 31, 2018, we had two interest rate swap contracts in effect with a notional amount of \$145.0 million and one additional interest rate swap that becomes effective on January 31, 2023 with a notional amount of \$70.0 million. The table below presents the fair value of our derivative financial instruments as well as their classification on our Consolidated Balance Sheets as of December 31, 2018, April 30, 2018 and April 30, 2017.

	Balance Sheet Location	(in thousands)			Balance Sheet Location	(in thousands)		
		December 31, 2018	April 30, 2018	April 30, 2017		December 31, 2018	April 30, 2018	April 30, 2017
Derivative instruments - interest rate swaps	Other Assets	\$818	\$1,779	—	Accounts Payable and Accrued Expenses	\$1,675	—	—
Total derivatives designated as hedging instruments		\$818	\$1,779	—		\$1,675	—	—

The table below presents the effect of the Company's derivative financial instruments on the Consolidated Statements of Operations as of December 31, 2018 and April 30, 2018.

	(in thousands)			Location of Gain (Loss) Reclassified from Accumulated OCI into Income	Gain (Loss) Reclassified from Accumulated OCI into Income		
	Transition Period Ended December 31, 2018	Year Ended April 30, 2018	Year Ended April 30, 2017		Transition Period Ended December 31, 2018	Year Ended April 30, 2018	Year Ended April 30, 2017
Interest rate contracts	\$(2,794)	\$1,627	—	Interest expense	\$(159)	\$(152)	—
Total derivatives in cash flow hedging relationships	\$(2,794)	\$1,627	—		\$(159)	\$(152)	—

**NOTE 7 • TRANSACTIONS WITH RELATED PARTIES****Transactions with BMO Capital Markets**

We have an historical and ongoing relationship with BMO Capital Markets (“BMO”). On July 17, 2017, we engaged BMO to provide financial advisory services in connection with the proposed disposition of our healthcare property portfolio. A family member of Mark O. Decker, Jr., our President and Chief Executive Officer, is an employee of BMO and could have an indirect material interest in any such engagement and related transaction(s). The Board pre-approved the engagement of BMO. During the fiscal year ended April 30, 2018, we completed the disposition of 27 of our 28 healthcare properties and paid BMO a transaction fee of \$1.8 million in connection with this engagement.

**NOTE 8 • ACQUISITIONS, DEVELOPMENT PROJECTS PLACED IN SERVICE AND DISPOSITIONS ACQUISITIONS**

We added no new apartment communities to our portfolio through acquisitions during the transition period ended December 31, 2018 compared to \$373.1 million during the fiscal year ended April 30, 2018 and \$0 in the fiscal year ended April 30, 2017. Our acquisitions during fiscal year ended April 30, 2018 qualified as asset acquisitions under ASU 2017-01, Clarifying the Definition of a Business, and are detailed below.





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Fiscal 2018 (May 1, 2017 to April 30, 2018)

Acquisitions	Date Acquired	(in thousands)		Investment Allocation		
		Total Acquisition Cost	Form of Consideration Cash	Land	Building	Intangible Assets
Multifamily						
191 homes - Oxbo - St. Paul, MN <sup>(1)</sup>	May 26, 2017	\$61,500	\$ 61,500	\$5,809	\$54,910	\$ 781
500 homes - Park Place - Plymouth, MN	September 13, 2017	92,250	92,250	10,609	80,711	930
274 homes - Dylan - Denver, CO	November 28, 2017	90,600	90,600	12,155	77,249	1,196
390 homes - Westend - Denver, CO	March 28, 2018	128,700	128,700	25,525	102,101	1,074
Total Acquisitions		\$373,050	\$ 373,050	\$54,098	\$314,971	\$ 3,981

(1) Property includes 11,477 square feet of retail space.

**DEVELOPMENT PROJECTS PLACED IN SERVICE**

We placed no development projects in service during the transition period ended December 31, 2018 and the fiscal year ended April 30, 2018, compared to \$102.9 million in fiscal year ended April 30, 2017. The fiscal year 2017 development projects placed in service are detailed below.

Fiscal 2017 (May 1, 2016 to April 30, 2017)

Development Projects Placed in Service	Date Placed in Service	(in thousands)		
		Land	Building	Development Cost
Multifamily				
241 homes - 71 France - Edina, MN <sup>(1)</sup>	May 1, 2016	\$4,721	\$67,641	\$ 72,362
202 homes - Monticello Crossings - Monticello, MN <sup>(2)</sup>	March 1, 2017	1,734	28,782	30,516
Total Development Projects Placed in Service		\$6,455	\$96,423	\$ 102,878

Costs paid in prior fiscal years totaled \$70.9 million. Additional costs incurred in fiscal year 2017 totaled \$1.5 million, for a total project cost at April 30, 2017 of \$72.4 million. The project is owned by a joint venture entity in which we currently have an approximately 52.6% interest. The joint venture is consolidated in our financial statements.

Costs paid in prior fiscal years totaled \$15.5 million. Additional costs incurred in fiscal year 2017 totaled \$15.0 million, for a total project cost at April 30, 2017 of \$30.5 million.

**DISPOSITIONS**

During the transition period ended December 31, 2018, we sold three apartment communities, five commercial properties and three parcels of unimproved land for a total sales price of \$63.4 million. Dispositions totaled \$515.1 million and \$286.9 million in the fiscal years ended April 30, 2018 and 2017, respectively. The dispositions for the transition period ended December 31, 2018 and fiscal years ended April 30, 2018 and 2017 are detailed below.

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Transition Period Ended December 31, 2018 (May 1, 2018 to December 31, 2018)

Dispositions	Date	(in thousands)		
		Sales Price	Book Value and Sale Cost	Gain/(Loss)
<b>Multifamily</b>				
44 unit - Dakota Commons - Williston, ND	July 26, 2018	\$4,420	\$3,878	\$ 542
145 unit - Williston Garden - Williston, ND <sup>(1)</sup>	July 26, 2018	12,310	11,313	997
288 unit - Renaissance Heights - Williston, ND <sup>(2)</sup>	July 26, 2018	24,770	17,856	6,914
		41,500	33,047	8,453
<b>Other</b>				
7,849 sq ft Minot Southgate Retail - Minot, ND	July 12, 2018	1,925	2,056	(131 )
9,052 sq ft Fresenius - Duluth, MN	July 27, 2018	1,900	1,078	822
15,000 sq ft Minot 2505 16th St SW - Minot, ND	October 12, 2018	1,710	1,814	(104 )
81,594 sq ft Minot Arrowhead - Minot, ND	November 30, 2018	6,622	5,907	715
100,850 sq ft Bloomington 2000 W 94th Street - Bloomington, MN	December 19, 2018	4,550	4,550	—
		16,707	15,405	1,302
<b>Unimproved Land</b>				
Grand Forks - Grand Forks, ND	July 16, 2018	3,000	2,986	14
Renaissance Heights - Williston, ND <sup>(3)</sup>	July 26, 2018	750	684	66
Badger Hills Unimproved - Rochester, MN	August 29, 2018	1,400	1,528	(128 )
		5,150	5,198	(48 )
<b>Total Property Dispositions</b>		<b>\$63,357</b>	<b>\$53,650</b>	<b>\$ 9,707</b>

(1) This apartment community was owned by a joint venture entity in which we had an interest of approximately 74.11%.

(2) This apartment community was owned by a joint venture entity in which we had an interest of approximately 87.14%.

(3) This parcel of land was owned by a joint venture entity in which we had an interest of approximately 70.00%

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Fiscal 2018 (May 1, 2017 to April 30, 2018)

Dispositions	Date Disposed	(in thousands)		
		Sales Price	Book Value and Sales Cost	Gain/(Loss)
<b>Multifamily</b>				
327 homes - 13 apartment communities - Minot, ND <sup>(1)(2)</sup>	August 22, 2017	\$12,263	\$ 11,562	\$ 701
48 homes - Crown - Rochester, MN	December 1, 2017	5,700	3,318	2,382
16 homes - Northern Valley - Rochester, MN	December 1, 2017	950	690	260
		18,913	15,570	3,343
<b>Other</b>				
4,998 sq ft Minot Southgate Wells Fargo Bank - Minot, ND	May 15, 2017	3,440	3,332	108
90,260 sq ft Lexington Commerce Center - Eagan, MN	August 22, 2017	9,000	3,963	5,037
17,640 sq ft Duckwood Medical - Eagan, MN	August 24, 2017	2,100	1,886	214