

ALEXANDRIA REAL ESTATE EQUITIES INC
Form 10-Q
August 04, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

OR

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

For the transition period from _____ to _____

Commission file number 1-12993

ALEXANDRIA REAL ESTATE EQUITIES, INC.
(Exact name of registrant as specified in its charter)
Maryland 95-4502084
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)
385 East Colorado Boulevard, Suite 299, Pasadena, California 91101
(Address of principal executive offices) (Zip code)

(626) 578-0777
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of July 15, 2016, 77,973,571 shares of common stock, par value \$.01 per share, were outstanding.

TABLE OF CONTENTS

	Page
<u>PART I – FINANCIAL INFORMATION</u>	
<u>Item 1. FINANCIAL STATEMENTS (UNAUDITED)</u>	
Consolidated Balance Sheets as of June 30, 2016, and December 31, 2015	<u>1</u>
Consolidated Statements of Income for the Three and Six Months Ended June 30, 2016 and 2015	<u>2</u>
Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2016 and 2015	<u>3</u>
Consolidated Statement of Changes in Stockholders’ Equity and Noncontrolling Interests for the Six Months Ended June 30, 2016	<u>4</u>
Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2016 and 2015	<u>5</u>
Notes to Consolidated Financial Statements	<u>7</u>
<u>Item 2. <u>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u></u>	<u>49</u>
<u>Item 3. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u></u>	<u>123</u>
<u>Item 4. <u>CONTROLS AND PROCEDURES</u></u>	<u>124</u>
<u>PART II – OTHER INFORMATION</u>	
<u>Item 1A. <u>RISK FACTORS</u></u>	<u>125</u>
Item 5. OTHER INFORMATION	<u>126</u>
<u>Item 6. <u>EXHIBITS</u></u>	<u>126</u>
<u>SIGNATURES</u>	<u>129</u>

GLOSSARY

The following abbreviations or acronyms that may be used in this document shall have the adjacent meanings set forth below:

ABR	Annualized Base Rent
AFFO	Adjusted Funds from Operations
ASU	Accounting Standards Update
ATM	At the Market
CIP	Construction in Progress
EPS	Earnings per Share
FASB	Financial Accounting Standards Board
FFO	Funds from Operations
GAAP	U.S. Generally Accepted Accounting Principles
HVAC	Heating, Ventilation, and Air Conditioning
JV	Joint Venture
LEED®	Leadership in Energy and Environmental Design
LIBOR	London Interbank Offered Rate
NAREIT	National Association of Real Estate Investment Trusts
NOI	Net Operating Income
NYSE	New York Stock Exchange
R&D	Research and Development
REIT	Real Estate Investment Trust
RSF	Rentable Square Feet/Foot
SEC	Securities and Exchange Commission
SF	Square Feet/Foot
SoMa	South of Market (submarket of the San Francisco market)
U.S.	United States
VIE	Variable Interest Entity
YTD	Year To Date

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

Alexandria Real Estate Equities, Inc.
 Consolidated Balance Sheets
 (In thousands)
 (Unaudited)

	June 30, 2016	December 31, 2015
Assets		
Investments in real estate	\$7,774,608	\$7,629,922
Investments in unconsolidated real estate joint ventures	132,433	127,212
Cash and cash equivalents	256,000	125,098
Restricted cash	13,131	28,872
Tenant receivables	9,196	10,485
Deferred rent	303,379	280,570
Deferred leasing costs	191,619	192,081
Investments	360,050	353,465
Other assets	104,414	133,312
Total assets	\$9,144,830	\$8,881,017
Liabilities, Noncontrolling Interests, and Equity		
Secured notes payable	\$722,794	\$809,818
Unsecured senior notes payable	2,376,713	2,030,631
Unsecured senior line of credit	72,000	151,000
Unsecured senior bank term loans	945,030	944,243
Accounts payable, accrued expenses, and tenant security deposits	593,628	589,356
Dividends payable	67,188	62,005
Total liabilities	4,777,353	4,587,053
Commitments and contingencies		
Redeemable noncontrolling interests	9,218	14,218
Alexandria Real Estate Equities, Inc.'s stockholders' equity:		
Series D cumulative convertible preferred stock	188,864	237,163
Series E cumulative redeemable preferred stock	130,000	130,000
Common stock	766	725
Additional paid-in capital	3,693,807	3,558,008
Accumulated other comprehensive income	8,272	49,191
Alexandria Real Estate Equities, Inc.'s stockholders' equity	4,021,709	3,975,087
Noncontrolling interests	336,550	304,659
Total equity	4,358,259	4,279,746
Total liabilities, noncontrolling interests, and equity	\$9,144,830	\$8,881,017

The accompanying notes are an integral part of these consolidated financial statements.

1

Alexandria Real Estate Equities, Inc.
Consolidated Statements of Income
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Revenues:				
Rental	\$ 161,638	\$ 151,805	\$ 319,914	\$ 295,413
Tenant recoveries	54,107	49,594	106,704	97,988
Other income	10,331	2,757	15,547	7,508
Total revenues	226,076	204,156	442,165	400,909
Expenses:				
Rental operations	67,325	62,250	133,162	123,473
General and administrative	15,384	14,989	30,572	29,376
Interest	25,025	26,668	49,880	49,904
Depreciation and amortization	70,169	62,171	141,035	121,091
Impairment of real estate	156,143	—	185,123	14,510
Loss on early extinguishment of debt	—	189	—	189
Total expenses	334,046	166,267	539,772	338,543
Equity in (losses) earnings of unconsolidated real estate joint ventures	(146)	541	(543)	1,115
(Loss) income from continuing operations	(108,116)	38,430	(98,150)	63,481
Loss from discontinued operations	—	—	—	(43)
Net (loss) income	(108,116)	38,430	(98,150)	63,438
Net income attributable to noncontrolling interests	(3,500)	(263)	(7,530)	(755)
Net (loss) income attributable to Alexandria Real Estate Equities, Inc.'s stockholders	(111,616)	38,167	(105,680)	62,683
Dividends on preferred stock	(5,474)	(6,246)	(11,381)	(12,493)
Preferred stock redemption charge	(9,473)	—	(12,519)	—
Net income attributable to unvested restricted stock awards	(1,085)	(630)	(1,886)	(1,113)
Net (loss) income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders	\$ (127,648)	\$ 31,291	\$ (131,466)	\$ 49,077
EPS attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – basic and diluted:				
Continuing operations	\$ (1.72)	\$ 0.44	\$ (1.79)	\$ 0.69
Discontinued operations	—	—	—	—
EPS – basic and diluted	\$ (1.72)	\$ 0.44	\$ (1.79)	\$ 0.69
Dividends declared per share of common stock	\$ 0.80	\$ 0.77	\$ 1.60	\$ 1.51

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.
Consolidated Statements of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net (loss) income	\$(108,116)	\$38,430	\$(98,150)	\$63,438
Other comprehensive income (loss):				
Unrealized gains (losses) on available-for-sale equity securities:				
Unrealized holding gains (losses) arising during the period	15,989	55,401	(31,434)	83,836
Reclassification adjustment for (gains) losses included in net income	(3,061)	1,362	(10,087)	2,465
Unrealized gains (losses) on available-for-sale equity securities, net	12,928	56,763	(41,521)	86,301
Unrealized losses on interest rate hedge agreements:				
Unrealized interest rate hedge losses arising during the period	(3,676)	(1,225)	(10,637)	(4,238)
Reclassification adjustment for amortization to interest expense included in net income	1,865	710	2,023	1,215
Unrealized losses on interest rate hedge agreements, net	(1,811)	(515)	(8,614)	(3,023)
Unrealized gains (losses) on foreign currency translation:				
Unrealized foreign currency translation (losses) gains arising during the period	(1,364)	(1,507)	2,164	(7,778)
Reclassification adjustment for losses included in net income	7,028	—	7,028	9,236
Unrealized gains (losses) on foreign currency translation, net	5,664	(1,507)	9,192	1,458
Total other comprehensive income (loss)	16,781	54,741	(40,943)	84,736
Comprehensive (loss) income	(91,335)	93,171	(139,093)	148,174
Less: comprehensive income attributable to noncontrolling interests	(3,476)	(237)	(7,506)	(883)
Comprehensive (loss) income attributable to Alexandria Real Estate Equities, Inc.'s stockholders	\$(94,811)	\$92,934	\$(146,599)	\$147,291

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.

Consolidated Statement of Changes in Stockholders' Equity and Noncontrolling Interests

(Dollars in thousands)

(Unaudited)

	Alexandria Real Estate Equities, Inc.'s Stockholders' Equity									
	Series D Cumulative Convertible Preferred Stock	Series E Cumulative Redeemable Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Other Comprehensive Income	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests
Balance as of December 31, 2015	\$237,163	\$130,000	72,548,693	\$725	\$3,558,008	\$—	\$49,191	\$304,659	\$4,279,746	\$14,218
Net (loss) income	—	—	—	—	—	(105,680)	6,935	(98,745)	(595)	595
Total other comprehensive loss	—	—	—	—	—	(40,919)	(24)	(40,943)	—	—
Redemption of redeemable noncontrolling interests	—	—	—	—	—	—	—	—	—	(5,000)
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(5,970)	(5,970)	(595)
Issuances of common stock	—	—	3,948,491	40	367,762	—	—	367,802	—	—
Issuances pursuant to stock plan	—	—	118,012	1	17,800	—	—	17,801	—	—
Sale of and contributions from noncontrolling interests	—	—	—	—	(214)	—	—	30,950	30,736	—
Repurchase of Series D preferred stock	(48,299)	—	—	—	1,508	(12,519)	—	(59,310)	—	—
Dividends declared on common stock	—	—	—	—	—	(121,477)	—	(121,477)	—	—
Dividends declared on preferred stock	—	—	—	—	—	(11,381)	—	(11,381)	—	—
Distributions in excess of	—	—	—	—	(251,057)	251,057	—	—	—	—

earnings

Balance as of June 30, 2016	\$ 188,864	\$ 130,000	76,615,196	\$ 766	\$ 3,693,807	\$—\$8,272	\$ 336,550	\$ 4,358,259	\$ 9,218
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The accompanying notes are an integral part of these consolidated financial statements.

4

Alexandria Real Estate Equities, Inc.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2016	2015
Operating Activities		
Net (loss) income	\$(98,150)	\$63,438
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	141,035	121,091
Loss on early extinguishment of debt	—	189
Impairment of real estate	185,123	14,510
Equity in losses (earnings) of unconsolidated real estate joint ventures	543	(1,115)
Distributions of earnings from unconsolidated real estate joint ventures	181	648
Amortization of loan fees	5,712	5,723
Amortization of debt premiums	(112)	(182)
Amortization of acquired below-market leases	(1,940)	(1,939)
Deferred rent	(14,568)	(23,193)
Stock compensation expense	11,556	7,744
Investment gains	(20,606)	(13,710)
Investment losses	6,821	7,877
Changes in operating assets and liabilities:		
Restricted cash	232	110
Tenant receivables	1,277	1,243
Deferred leasing costs	(13,858)	(24,503)
Other assets	(5,931)	(4,921)
Accounts payable, accrued expenses, and tenant security deposits	(25,207)	(1,610)
Net cash provided by operating activities	172,108	151,400
Investing Activities		
Proceeds from sales of real estate	16,905	92,455
Additions to real estate	(363,061)	(226,302)
Purchase of real estate	—	(137,493)
Deposits for investing activities	(75)	(15,501)
Investments in unconsolidated real estate joint ventures	(5,946)	(3,182)
Additions to investments	(52,366)	(52,738)
Sales of investments	21,543	22,474
Repayment of notes receivable	9,036	4,247
Net cash used in investing activities	\$(373,964)	\$(316,040)

Alexandria Real Estate Equities, Inc.
 Consolidated Statements of Cash Flows
 (In thousands)
 (Unaudited)

	Six Months Ended June 30,	
	2016	2015
Financing Activities		
Borrowings from secured notes payable	\$148,722	\$42,867
Repayments of borrowings from secured notes payable	(233,168)	(10,075)
Proceeds from issuance of unsecured senior notes payable	348,604	—
Borrowings from unsecured senior line of credit	1,486,000	915,000
Repayments of borrowings from unsecured senior line of credit	(1,565,000)	(595,000)
Repayments of borrowings from unsecured senior bank term loans	—	(25,000)
Change in restricted cash related to financing activities	10,582	(1,520)
Payment of loan fees	(7,927)	(3,559)
Repurchase of Series D cumulative convertible preferred stock	(59,310)	—
Proceeds from the issuance of common stock	367,802	5,052
Dividends on common stock	(115,589)	(106,603)
Dividends on preferred stock	(12,086)	(12,493)
Financing costs paid for sales of noncontrolling interests	(8,093)	—
Contributions from and sale of noncontrolling interests	31,020	340
Distributions to and purchase of noncontrolling interests	(57,998)	(61,890)
Net cash provided by financing activities	333,559	147,119
Effect of foreign exchange rate changes on cash and cash equivalents	(801)	127
Net increase (decrease) in cash and cash equivalents	130,902	(17,394)
Cash and cash equivalents as of the beginning of period	125,098	86,011
Cash and cash equivalents as of the end of period	\$256,000	\$68,617
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for interest, net of interest capitalized	\$37,656	\$44,332
Non-Cash Investing Activities:		
Change in accrued construction	\$59,871	\$(27,469)
Assumption of secured notes payable in connection with purchase of real estate	\$—	\$(82,000)
Non-Cash Financing Activities:		
Redemption of redeemable noncontrolling interests	\$(5,000)	\$—
Payable for purchase of noncontrolling interest	\$—	\$(52,672)

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.
Notes to Consolidated Financial Statements
(Unaudited)

1. Background

As used in this quarterly report on Form 10-Q, references to the “Company,” “Alexandria,” “ARE,” “we,” “us,” and “our” refer to Alexandria Real Estate Equities, Inc., and its consolidated subsidiaries.

Alexandria Real Estate Equities, Inc. (NYSE:ARE), is an urban office REIT uniquely focused on world-class collaborative science and technology campuses in AAA innovation cluster locations with a total market capitalization of \$12.4 billion and an asset base in North America of 24.4 million square feet as of June 30, 2016. The asset base in North America includes 18.8 million RSF of operating properties and development and redevelopment projects (under construction or pre-construction), and 5.6 million square feet of future ground-up development projects. Alexandria pioneered this niche in 1994 and has since established a significant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland, and Research Triangle Park. Alexandria is known for its high-quality and diverse tenant base, with approximately 53% of total ABR as of June 30, 2016, generated from investment-grade tenants. Alexandria has a longstanding and proven track record of developing Class A assets clustered in urban science and technology campuses that provide its innovative tenants with highly dynamic and collaborative environments that enhance their ability to successfully recruit and retain world-class talent and inspire productivity, efficiency, creativity, and success. We believe these advantages result in higher occupancy levels, longer lease terms, higher rental income, higher returns, and greater long-term asset value. For additional information on Alexandria, please visit www.are.com.

Our asset base (including consolidated and unconsolidated real estate joint ventures) consisted of the following, as of June 30, 2016:

	Square Feet
North America:	
Operating properties	15,774,634
Projects under construction or pre-construction:	
Projects to be delivered by December 31, 2016	1,056,733
Projects to be delivered in 2017 and 2018	1,987,948
Development and redevelopment projects	3,044,681
Operating properties, including development and redevelopment projects	18,819,315
Future value-creation projects	5,580,988
Value creation pipeline - North America	8,625,669
Gross investments in real estate – North America	24,400,303
Asia:	
Operating properties	1,200,683
Land parcels	(1)
Total assets held for sale in Asia	1,200,683

(1) Aggregating 191 acres.

As of June 30, 2016:

Investment-grade tenants represented approximately 53% of our total ABR;

Approximately 96% of our leases (on an RSF basis) were triple net leases, requiring tenants to pay substantially all real estate taxes, insurance, utilities, common area expenses, and other operating expenses (including increases thereto) in addition to base rent;

Approximately 95% of our leases (on an RSF basis) contained effective annual rent escalations that were either fixed (generally ranging from 3% to 3.5%) or indexed based on a consumer price index or other index; and

Approximately 94% of our leases (on an RSF basis) provided for the recapture of certain capital expenditures (such as HVAC systems maintenance and/or replacement, roof replacement, and parking lot resurfacing) that we believe would typically be borne by the landlord in traditional office leases.

2. Basis of presentation and summary of significant accounting policies

We have prepared the accompanying interim consolidated financial statements in accordance with GAAP and in conformity with the rules and regulations of the SEC. In our opinion, the interim consolidated financial statements presented herein reflect all adjustments, of a normal recurring nature, that are necessary to fairly present the interim consolidated financial statements. The results of operations for the interim period are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in our annual report on Form 10-K for the year ended December 31, 2015.

Basis of presentation and consolidation

The accompanying consolidated financial statements include the accounts of Alexandria Real Estate Equities, Inc. and its consolidated subsidiaries. All significant intercompany balances and transactions have been eliminated. Certain prior-period amounts have been reclassified to conform to current-period presentation.

Consolidation

On an ongoing basis, as circumstances indicate the need for reconsideration, we evaluate each legal entity that is not wholly owned by us, under the consolidation guidance, first under the variable interest model, then under the voting model. Our evaluation considers all of our variable interests, including equity ownership, as well as fees paid to us for our involvement in the management of each partially owned entity. The variable interest model applies to entities that meet both of the following criteria:

A legal structure has been established to conduct business activities and to hold assets; such entity can be in the form of a partnership, limited liability company or corporation, among others; and

The entity established has variable interests – i.e. it has variable interests that are contractual, such as equity ownership or other financial interests that change with changes in the fair value of the entity's net assets.

If an entity meets both criteria above, we then evaluate such entity under the variable interest model. If an entity does not meet these criteria, then we evaluate such entity under the voting model or apply other GAAP, such as the cost or equity method of accounting.

2. Basis of presentation and summary of significant accounting policies (continued)

Variable interest model

A legal entity is determined to be a VIE if it has any of the following three characteristics:

- 1) The entity does not have sufficient equity to finance its activities without additional subordinated financial support;
- 2) The entity is established with non-substantive voting rights (i.e., where the entity deprives the majority economic interest holder(s) of voting rights); or
- 3) The equity holders, as a group, lack the characteristics of a controlling financial interest. Equity holders meet this criterion if they lack any of the following:
 - The power, through voting rights or similar rights, to direct the activities of the entity that most significantly impact the entity's economic performance, as evidenced by:
 - Substantive participating rights in day-to-day management of the entity's activities; or
 - Substantive kick-out rights over the party responsible for significant decisions
 - The obligation to absorb the entity's expected losses; and
 - The right to receive the entity's expected residual returns.

Once we consider the sufficiency of equity and voting rights of each legal entity, we then evaluate the characteristics of the equity holders' interests, as a group, to see if they qualify as controlling financial interests. Our real estate joint ventures consist of limited partnerships or limited liability companies. For entities structured as limited partnerships or limited liability companies, our evaluation of whether the equity holders (equity partners other than us in each of our real estate joint ventures) lack the characteristics of a controlling financial interest includes the determination of whether the limited partners or non-managing members (the noncontrolling equity holders) lack both substantive participating rights and substantive kick-out rights, defined as follows:

- Participating rights – provide the noncontrolling equity holders the ability to direct significant financial and operating decisions made in the ordinary course of business that most significantly impact the entity's economic performance.
- Kick-out rights – allow the noncontrolling equity holders to remove the general partner or managing member without cause.

If we conclude that any of the three characteristics of a VIE are met, including if equity holders lack the characteristics of a controlling financial interest because they lack both substantive participating rights and substantive kick-out rights, we conclude that the entity is a VIE and evaluate it for consolidation under the variable interest model.

If an entity is determined to be a VIE, we evaluate whether we are the primary beneficiary. The primary beneficiary analysis is a qualitative analysis based on power and benefits. We consolidate a VIE if we have both power and benefits – that is, (i) we have the power to direct the activities of a VIE that most significantly impact the VIE's economic performance (power), and (ii) we have the obligation to absorb losses of the VIE that could potentially be significant to the VIE, or the right to receive benefits from the VIE that potentially could be significant to the VIE (benefits). We consolidate VIEs whenever we determine that we are the primary beneficiary. Refer to Note 3 – “Investments in Real Estate” to these unaudited consolidated financial statements for information on specific real estate joint ventures that qualify as VIEs. If we have a variable interest in a VIE but we are not the primary beneficiary, we account for our investment using the equity method of accounting.

Voting model

If a legal entity fails to meet any of the three characteristics of a VIE (insufficiency of equity, non-substantive voting rights, or lack of controlling financial interest), we then evaluate such entity under the voting model. Under the voting

model, we consolidate the entity if we determine that we, directly or indirectly, have greater than 50% of the voting shares, and we determine that other equity holders do not have substantive participating rights. Refer to Note 4 – “Investments in Unconsolidated Real Estate Joint Ventures” to these unaudited consolidated financial statements for further information on our unconsolidated real estate joint ventures that qualify for evaluation under the voting model.

Use of estimates

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

2. Basis of presentation and summary of significant accounting policies (continued)

Investments in real estate and properties classified as held for sale

We recognize real estate acquired (including the intangible value of above- or below-market leases, acquired in-place leases, tenant relationships, and other intangible assets or liabilities), liabilities assumed, and any noncontrolling interest in an acquired entity at their fair value as of the acquisition date. If there is a bargain fixed-rate renewal option for the period beyond the non-cancelable lease term of an in-place lease, we evaluate factors such as the business conditions in the industry in which the lessee operates, the economic conditions in the area in which the property is located, and the ability of the lessee to sublease the property during the renewal term, in order to determine the likelihood that the lessee will renew. When we determine there is reasonable assurance that such bargain purchase option will be exercised, we consider its impact in determining the intangible value of such lease and its related amortization period. The value of tangible assets acquired is based upon our estimation of value on an “as if vacant” basis. The value of acquired in-place leases includes the estimated costs during the hypothetical lease-up period and other costs that would have been incurred in the execution of similar leases under the market conditions at the acquisition date of the acquired in-place lease. We assess the fair value of tangible and intangible assets based on numerous factors, including estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. 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. We also recognize the fair values of assets acquired, the liabilities assumed, and any noncontrolling interest in acquisitions of less than a 100% interest when the acquisition constitutes a change in control of the acquired entity.

Acquisition-related costs related to the acquisition of businesses, including real estate acquired with in-place leases, are expensed as incurred.

The values allocated to buildings and building improvements, land improvements, tenant improvements, and equipment are depreciated on a straight-line basis using the shorter of the term of the respective ground lease and up to 40 years for buildings and building improvements, an estimated life of up to 20 years for land improvements, the respective lease term for tenant improvements, and the estimated useful life for equipment. The values of acquired above- and below-market leases are amortized over the terms of the related leases and recognized as either an increase (for below-market leases) or a decrease (for above-market leases) to rental income. The values of acquired above- and below-market ground leases are amortized over the terms of the related ground leases and recognized as either an increase (for below-market ground leases) or a decrease (for above-market ground leases) to rental operating expense. The values of acquired in-place leases are classified in other assets in the accompanying consolidated balance sheets and amortized over the remaining terms of the related leases.

We capitalize project costs, including predevelopment costs, interest, property taxes, insurance, and other costs directly related and essential to the development, redevelopment, predevelopment, or construction of a project. Capitalization of development, redevelopment, predevelopment, and construction costs is required while activities are ongoing to prepare an asset for its intended use. Fluctuations in our development, redevelopment, predevelopment, and construction activities could result in significant changes to total expenses and net income. Costs incurred after a project is substantially complete and ready for its intended use are expensed as incurred. Should development, redevelopment, predevelopment, or construction activity cease, interest, property taxes, insurance, and certain other costs would no longer be eligible for capitalization and would be expensed as incurred. Expenditures for repairs and maintenance are expensed as incurred.

A property is classified as held for sale when all of the following criteria for a plan of sale have been met:

(i) management, having the authority to approve the action, commits to a plan to sell the property; (ii) the property is available for immediate sale in its present condition, subject only to terms that are usual and customary; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale of

the property is probable and is expected to be completed within one year; (v) the property is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Depreciation of assets ceases upon designation of a property as held for sale.

If the disposal of the property represents a strategic shift that has (or will have) a major effect on our operations or financial results, such as (i) a major line of business, (ii) a major geographic area, (iii) a major equity method investment, or (iv) other major parts of an entity, then the operations of the property, including any interest expense directly attributable to it, are classified as discontinued operations in our consolidated statements of income, and amounts for all prior periods presented are reclassified from continuing operations to discontinued operations. The disposal of an individual property generally will not represent a strategic shift and therefore will typically not meet the criteria for classification as discontinued operations.

2. Basis of presentation and summary of significant accounting policies (continued)

Impairment of long-lived assets

On a quarterly basis, we review current activities and changes in the business conditions of all of our properties prior to and subsequent to the end of each quarter to determine the existence of any triggering events requiring an impairment analysis. If triggering events are identified, we review an estimate of the future undiscounted cash flows for the properties, including a probability-weighted approach if multiple outcomes are under consideration.

Long-lived assets to be held and used, including our rental properties, CIP, land held for development, and intangibles, are individually evaluated for impairment when conditions exist that may indicate that the carrying amount of a long-lived asset may not be recoverable. The carrying amount of a long-lived asset to be held and used is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Impairment indicators or triggering events for long-lived assets to be held and used, including our rental properties, CIP, land held for development, and intangibles are assessed by project and include significant fluctuations in estimated rental revenues less rental operating expenses, occupancy changes, significant near-term lease expirations, current and historical operating and/or cash flow losses, construction costs, estimated completion dates, rental rates, and other market factors. We assess the expected undiscounted cash flows based upon numerous factors, including, but not limited to, construction costs, available market information, current and historical operating results, known trends, current market/economic conditions that may affect the property, and our assumptions about the use of the asset, including, if necessary, a probability-weighted approach if multiple outcomes are under consideration. Upon determination that an impairment has occurred, a write-down is recognized to reduce the carrying amount to its estimated fair value. If an impairment loss is not required to be recognized, the recognition of depreciation is adjusted prospectively, as necessary, to reduce the carrying amount of the real estate to its estimated disposition value over the remaining period that the real estate is expected to be held and used. We may adjust depreciation of properties that are expected to be disposed of or redeveloped prior to the end of their useful lives.

We use the held for sale impairment model for our properties classified as held for sale. The held for sale impairment model is different from the held and used impairment model. Under the held for sale impairment model, an impairment loss is recognized if the carrying amount of the long-lived asset classified as held for sale exceeds its fair value less cost to sell. Because of these two different models, it is possible for a long-lived asset previously classified as held and used to require the recognition of an impairment charge upon classification as held for sale.

Investments

We hold equity investments in certain publicly traded companies and investments in certain privately held entities and limited partnerships primarily involved in the science and technology industries. All of our equity investments in actively traded public companies are considered available-for-sale and are reflected in the accompanying consolidated balance sheets at fair value. Fair value has been determined based upon the closing price as of each balance sheet date, with unrealized gains and losses shown as a separate component of other comprehensive income. The classification of each investment is determined at the time each investment is made, and such determination is reevaluated at each balance sheet date. The cost of each investment sold is determined by the specific identification method, with realized gains or losses classified in other income in the accompanying consolidated statements of income. Investments in privately held entities are generally accounted for under the cost method when our interest in the entity is so minor that we have virtually no influence over the entity's operating and financial policies. Certain investments in privately held entities require accounting under the equity method unless our interest in the entity is deemed to be so minor that we have virtually no influence over the entity's operating and financial policies. Under the equity method of accounting, we recognize our investment initially at cost and adjust the carrying amount of the investment to recognize our share of the earnings or losses of the investee subsequent to the date of our investment. Additionally, we

limit our ownership percentage in the voting stock of each individual entity to less than 10%. As of June 30, 2016, and December 31, 2015, our ownership percentage in the voting stock of each individual entity was less than 10%.

We monitor each of our investments throughout the year for new developments, including operating results, results of clinical trials, capital-raising events, and merger and acquisition activities. Individual investments are evaluated for impairment when changes in conditions may indicate an impairment exists. The factors that we consider in making these assessments include, but are not limited to, market prices, market conditions, available financing, prospects for favorable or unfavorable clinical trial results, new product initiatives, and new collaborative agreements. If there are no identified events or changes in circumstances that might have an adverse effect on our cost method investments, we do not estimate the investment's fair value. For all of our investments, if a decline in the fair value of an investment below the carrying value is determined to be other than temporary, such investment is written down to its estimated fair value with a charge to current earnings.

2. Basis of presentation and summary of significant accounting policies (continued)

Recognition of rental income and tenant recoveries

Rental income from leases is recognized on a straight-line basis over the respective lease terms. We classify amounts currently recognized as income, and expected to be received in later years as deferred rent in the accompanying consolidated balance sheets. Amounts received currently but recognized as income in future years are classified in accounts payable, accrued expenses, and tenant security deposits in the accompanying consolidated balance sheets. We commence recognition of rental income at the date the property is ready for its intended use and the tenant takes possession or controls the physical use of the property.

Tenant recoveries related to reimbursement of real estate taxes, insurance, utilities, repairs and maintenance, common area expenses, and other operating expenses are recognized as revenue in the period during which the applicable expenses are incurred.

Tenant receivables consist primarily of amounts due for contractual lease payments, reimbursements of common area maintenance expenses, property taxes, and other expenses recoverable from tenants. Tenant receivables are expected to be collected within one year. We may maintain an allowance for estimated losses that may result from the inability of our tenants to make payments required under the terms of the lease and for tenant recoveries due. If a tenant fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the amount of uncollectible tenant receivables and deferred rent arising from the straight-lining of rent. As of June 30, 2016, and December 31, 2015, we had no allowance for uncollectible tenant receivables and deferred rent.

Monitoring tenant credit quality

During the term of each lease, we monitor the credit quality of our tenants by (i) monitoring the credit rating of tenants that are rated by a nationally recognized credit rating agency, (ii) reviewing financial statements of the tenants that are publicly available or that are required to be delivered to us pursuant to the applicable lease, (iii) monitoring news reports regarding our tenants and their respective businesses, and (iv) monitoring the timeliness of lease payments. We have a team of employees who, among them, have graduate and undergraduate degrees in biology, chemistry, and industrial biotechnology and experience in the science and technology industries, as well as in finance. Our research team is responsible for assessing and monitoring the credit quality of our tenants and any material changes in their credit quality.

Income taxes

We are organized and qualify as a REIT pursuant to the Internal Revenue Code (the "Code"). Under the Code, a REIT that distributes at least 90% of its REIT taxable income to its shareholders annually and meets certain other conditions is not subject to federal income taxes but could be subject to certain state and local taxes. We distribute 100% of our taxable income annually; therefore, a provision for federal income taxes is not required. In addition to our REIT returns, we file federal, state, and local tax returns for our subsidiaries. We file with jurisdictions located in the U.S., Canada, India, China, and other international locations. Our tax returns are subject to routine examination in various jurisdictions for 2010-2014 calendar years.

Other income

The following is a summary of other income in the accompanying consolidated statements of income for the three and six months ended June 30, 2016 and 2015 (in thousands):

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	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2016	2015	2016	2015
Management fee income	\$81	\$257	\$334	\$811
Interest and other income	574	379	1,428	864
Investment income	9,676	2,121	13,785	5,833
Total other income	\$10,331	\$2,757	\$15,547	\$7,508

12

2. Basis of presentation and summary of significant accounting policies (continued)

Recent accounting pronouncements

On January 1, 2016, we adopted an ASU that requires debt issuance costs, excluding debt issuance costs associated with a line of credit, to be classified in our consolidated balance sheet as a direct deduction from the face amount of the related debt. We were required to apply this ASU retrospectively to all prior periods. As a result of adopting the ASU, unamortized deferred financing costs aggregating \$30.1 million as of January 1, 2016, were classified with the corresponding debt instrument appearing on our consolidated balance sheet, and deferred financing costs related to our unsecured senior line of credit, aggregating \$11.9 million as of January 1, 2016, were classified in other assets. The ASU was applied retrospectively to all prior periods presented in the financial statements. The adoption of this ASU has no impact on our consolidated statement of income.

In January 2016, the FASB issued an ASU that amended the accounting for equity investments and the presentation and disclosure requirements for financial instruments. The ASU requires equity investments that have a readily determinable fair value (except those accounted for under the equity method of accounting or that result in consolidation) to be measured at fair value with the changes in fair value recognized in earnings. Available-for-sale equity securities that under current GAAP require the recognition of unrealized gains and losses in other comprehensive income will no longer be permitted. An election will be available to measure equity investments without a readily determinable fair value at cost less impairments, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer. Changes in the carrying value from this measurement will also be reported in current earnings. A cumulative-effect adjustment will be recorded to the beginning balance of retained earnings in the reporting period in which the guidance is adopted. The update is effective for fiscal years beginning after December 15, 2017. As of June 30, 2016, we had \$76.1 million of net unrealized gains related to our available-for-sale equity securities in publicly traded companies included in accumulated other comprehensive income on our consolidated statements of comprehensive income.

In February 2016, the FASB issued an ASU that sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both parties to a contract (i.e., lessees and lessors). The ASU requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The ASU is expected to impact our consolidated financial statements as we have certain operating ground lease arrangements for which we are the lessee. As of June 30, 2016, the remaining contractual payments under our ground lease agreements aggregated \$611.0 million. In addition, the new ASU will require that lessees and lessors capitalize, as initial direct costs, only those costs that are incurred due to execution of a lease. Under this ASU, allocated payroll costs and other costs that are incurred regardless of whether the lease is obtained will no longer be classified in initial direct costs and will be expensed as incurred. Lessors will continue to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases, and operating leases. The ASU is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. We are currently assessing the potential impact that the adoption of the ASU will have on our consolidated financial statements.

In March 2016, the FASB issued an ASU, which further clarifies an ASU issued in 2014 on recognition of revenue arising from contracts with customers. The core principle underlying this ASU is that entities will recognize revenue to represent the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in such exchange. Leases are specifically excluded from this ASU and will be governed

by the applicable lease codification; however, this update may have implications in certain variable payment terms included in lease agreements and in sale and leaseback transactions. The ASU is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017. We are currently assessing the potential impact the adoption of this ASU will have on our consolidated financial statements.

In June 2016, the FASB issued an ASU that changes the impairment model for most financial instruments by requiring companies to recognize an allowance for expected losses rather than incurred losses as required currently by the other-than-temporary impairment model. The ASU will apply to most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans, held-to-maturity debt securities, net investments in leases, and off-balance-sheet credit exposures (e.g., loan commitments). The ASU is effective for reporting periods beginning after December 15, 2019, with early adoption permitted, and will be applied as a cumulative adjustment to retained earnings as of the effective date. We are currently assessing the potential impact the adoption of this ASU will have on our consolidated financial statements.

3. Investments in real estate

Our consolidated investments in real estate consisted of the following as of June 30, 2016, and December 31, 2015 (in thousands):

	June 30, 2016	December 31, 2015
North America:		
Land (related to rental properties)	\$676,359	\$677,649
Buildings and building improvements	6,751,689	6,644,634
Other improvements	336,799	260,605
Rental properties – North America	7,764,847	7,582,888
Development and redevelopment projects (under construction or pre-construction)	1,125,464	917,706
Future value-creation projects – North America	233,696	206,939
Value-creation pipeline – North America	1,359,160	1,124,645
Gross investments in real estate – North America	9,124,007	8,707,533
Gross investments in real estate – Asia	76,561	(1) 237,728
Gross investments in real estate	9,200,568	8,945,261
Less: accumulated depreciation	(1,425,960)	(1,315,339)
Investments in real estate	\$7,774,608	\$7,629,922

(1) Refer to “Assets located in Asia” in Note 14 – “Assets Classified as Held for Sale” to these unaudited consolidated financial statements for further information.

Investments in consolidated real estate joint ventures

In June 2016, we entered into a joint venture agreement with TIAA Global Asset Management and affiliates (“TIAA”) to sell a 45% partial interest in 10290 Campus Point Drive, a 304,326 RSF redevelopment project in our University Town Center submarket of San Diego, 100% leased to Eli Lilly and Company.

Additionally, in June 2016, we entered into a separate joint venture agreement with TIAA to sell a 45% partial interest in 10300 Campus Point Drive in our University Town Center submarket of San Diego, consisting of 449,759 RSF primarily leased to Celgene Corporation, Eli Lilly and Company, and The Regents of the University of California.

Gross proceeds from the sale of a partial interest in 10290 Campus Point Drive were \$31 million and our partner is expected to fund substantially all of the remaining costs to complete the redevelopment at 10290 Campus Point Drive. The sale of a partial interest in 10300 Campus Point Drive will close in the second half of 2016. Total gross estimated proceeds from these two separate sales of partial interests are approximately \$256.3 million. Estimated future proceeds of approximately \$45 million, \$165 million, and \$15 million are expected to be received by us in the third quarter of 2016, the fourth quarter of 2016, and the first quarter of 2017, respectively.

In addition, we have other real estate joint ventures with TIAA, which were previously determined to be VIEs. These joint ventures own the following Class A properties: (i) 70% interest in 225 Binney Street in our Cambridge submarket, (ii) 49.9% interest in 1500 Owens Street in our Mission Bay/SoMa submarket, and (iii) 40% interest in

409/499 Illinois Street in our Mission Bay/SoMa submarket.

Under each of these real estate joint venture arrangements, including our joint venture for 10290 Campus Point Drive, we are the managing member and earn a fee for continuing to manage the day-to-day operations of each property, and in the case of 10290 Campus Point Drive, for managing the redevelopment construction of the project.

14

3. Investments in real estate (continued)

For each of our joint ventures with TIAA, including our most recent joint venture at 10290 Campus Point Drive, we first evaluated the partially owned legal entity that owns the property under the variable interest model to determine whether each entity met any of the three characteristics of a VIE, which are as follows:

1) The entity does not have sufficient equity to finance its activities without additional subordinated financial support. This joint venture has significant equity at risk to fund its activities, as the venture is primarily capitalized by contributions from the members and could obtain, if necessary, non-recourse commercial financing arrangements on customary terms.

2) The entity is established with non-substantive voting rights.

The voting rights of the joint venture require both members to approve major decisions, which results in voting rights that are disproportionate to the members' economic interest. However, the activities of the joint venture are conducted on behalf of both members, so the voting rights, while disproportionate, are substantive.

3) The equity holders, as a group, lack the characteristics of a controlling financial interest, as evidenced by lack of substantive kick-out rights or substantive participating rights.

The institutional investor lacks substantive kick-out rights, as it may not remove us as the managing member without cause.

The institutional investor also lacks substantive participating rights, as day-to-day control is vested in us as the managing member and the major decisions that require unanimous consent are primarily protective in nature.

Based on the analysis detailed in Note 2 – “Basis of Presentation and Summary of Significant Accounting Policies” to these unaudited consolidated financial statements, the institutional investor, as the non-managing member of each of the four joint ventures, lacks the characteristics of a controlling financial interest in each of the joint ventures because it does not have substantive kick-out rights or substantive participating rights. Therefore, the joint ventures meet the criteria to be considered VIEs and, therefore, are evaluated for consolidation under the VIE model.

After determining that these joint ventures are VIEs, we determined that we are the primary beneficiary of each real estate joint venture, as, in our capacity as managing member, we have the power to make decisions that most significantly impact operations and economic performance of the joint ventures. In addition, through our investment in each joint venture, we have the right to receive benefits and participate in losses that can be significant to the VIEs. Based on this evaluation we concluded that we are the primary beneficiary of each joint venture, and therefore, we consolidate each entity.

The sale of a partial interest in 10290 Campus Point Drive closed on June 29, 2016. We retained a controlling interest in the joint venture following the sale, and therefore, continued to consolidate this entity. As a result, we accounted for the proceeds received from the partial sale as an equity financing transaction. The difference of \$214 thousand between the net sales proceeds of approximately \$30.7 million and our historical cost basis of \$30.9 million was recorded as a reduction to additional paid-in capital. This transaction did not qualify as a sale of real estate and did not result in purchase accounting adjustments to the carrying value. Accordingly, the carrying amounts of our partner's share of assets and liabilities are reported at historical cost.

3. Investments in real estate (continued)

The following table aggregates the balance sheet information of our consolidated VIEs as of June 30, 2016 and December 31, 2015 (in thousands):

	June 30, 2016	December 31, 2015
Investments in real estate	\$770,505	\$ 608,474
Cash and cash equivalents	15,819	2,060
Other assets	40,082	37,633
Total assets	\$826,406	\$ 648,167
Secured notes payable	\$—	\$ —
Other liabilities	58,732	38,666
Total liabilities	58,732	38,666
Alexandria Real Estate Equities, Inc.'s share of equity	432,847	307,220
Noncontrolling interests' share of equity	334,827	302,281
Total liabilities and equity	\$826,406	\$ 648,167

In determining whether to aggregate the balance sheet information of our consolidated VIEs, we considered the similarity of each VIE, including the primary purpose of these entities to own, manage, operate, and lease real estate properties owned by the VIEs, and the similar nature of our involvement in each VIE as a managing member. Due to the similarity of the characteristics of each VIE, we present the aggregated balance sheet information of these entities.

There are no creditors or other partners of our consolidated VIEs who have recourse to our general credit. Our maximum exposure to all our VIEs is limited to our variable interests in each VIE.

Purchase of noncontrolling interest

During the three months ended June 30, 2016, we completed the purchase of the remaining outstanding noncontrolling interest in our campus at Alexandria Technology Square® in our Cambridge submarket. For additional information, refer to Note 13 – “Noncontrolling Interests” to these unaudited consolidated financial statements.

Acquisition

In June 2016, we entered into a definitive agreement to acquire One Kendall Square, a 644,771 RSF, seven-building collaborative science and technology campus in our key East Cambridge urban innovation cluster submarket located in Greater Boston. One Kendall Square also includes an entitled land parcel aggregating 172,500 square feet, providing for a near-term ground-up development opportunity. The purchase price is \$725 million, including the assumption of a \$203.0 million secured note payable. The secured note payable has a maturity date of February 2024 and a contractual interest rate of 4.82%. We are in the process of obtaining approval by the lender for the assumption of the secured note payable and expect to close the One Kendall Square acquisition over the next several months. Although we currently expect to complete this acquisition over the next several months, the One Kendall Square acquisition is subject to customary closing conditions, and there is no assurance that the One Kendall Square acquisition will be completed, or will be completed in the time frame, on the terms or in the manner currently anticipated. Refer to “Forward Sale Agreements” in Note 12 – “Stockholders’ Equity” to these unaudited consolidated financial statements for further discussion.

Sale of real estate assets and related impairment charges

In April 2016, we completed the sale of a 71,000 RSF R&D/warehouse property, located at 16020 Industrial Drive in our Gaithersburg submarket of Maryland, for approximately \$6.4 million at no gain or loss.

In May 2016, management committed to the sale of a 4.6-acre land parcel, located at 14 Firstfield Road in our Gaithersburg submarket of Maryland and evaluated the asset under the held for sale impairment model. Accordingly, we assessed the fair value of the property and determined that the carrying value of the property exceeded its fair value. As a result, we recognized an impairment charge of \$863 thousand in May 2016. In June 2016, we completed the sale of the property for approximately \$3.5 million at no gain or loss.

3. Investments in real estate (continued)

For information on assets held for sale in Asia, refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” to these unaudited consolidated financial statements.

Development and redevelopment projects under construction

As of June 30, 2016, we had 10 ground-up development projects, including two unconsolidated real estate joint venture development projects, and three redevelopment projects under construction in North America. The projects at completion will aggregate 3.5 million RSF, of which 416,345 RSF has been completed and was in service as of June 30, 2016.

Future value-creation projects

Future value-creation projects represent land held for future development or land undergoing predevelopment activities. If land is undergoing predevelopment activities prior to commencement of construction of aboveground building improvements, we capitalize project costs, including interest, property taxes, insurance, and other costs directly related and essential to the development or construction of a project, during periods when activities necessary to prepare an asset for its intended use are in progress. For all other land (that we plan to develop in the future, but for which, as of each period presented, no construction or predevelopment activities were ongoing), interest, property taxes, insurance, and other costs are expensed as incurred. As of June 30, 2016, we had \$233.7 million of future value-creation projects supporting an aggregate of 5.6 million square feet of ground-up development in North America.

4. Investments in unconsolidated real estate joint ventures

360 Longwood Avenue

We are currently developing a building aggregating 413,799 RSF in our Longwood Medical Area submarket of Greater Boston. The cost at completion for this real estate project is expected to be approximately \$350 million. As of June 30, 2016, we had 313,407 RSF, or 76% of the project, leased and in service. We have a 27.5% effective interest in this real estate joint venture. Our equity investment in this real estate joint venture was \$50.0 million as of June 30, 2016. The real estate joint venture has a non-recourse, secured construction loan (“Longwood Construction Loan”) that includes the following key terms:

Tranche	Maturity Date	Stated Rate	Outstanding Balance	Remaining Commitments	Total
Fixed rate	April 1, 2017 ⁽¹⁾	5.25 %	\$ 173,226	\$ 2,015	\$ 175,241
Floating rate ⁽²⁾	April 1, 2017 ⁽¹⁾	L+3.75 %	7,467	30,492	37,959
			180,693	\$ 32,507	\$ 213,200
Unamortized deferred financing costs			352		
			\$ 180,341		

(1) We have two, one-year options to extend the stated maturity date to April 1, 2019, subject to certain conditions.

(2) Borrowings under the floating rate tranche have an interest rate floor equal to 5.25%, and are subject to an interest rate cap on LIBOR of 3.50%.

1455/1515 Third Street

We have a real estate joint venture with an affiliate of Uber Technologies, Inc. (“Uber”), for the development of two buildings aggregating 422,980 RSF at 1455/1515 Third Street in our Mission Bay/SoMa submarket of San Francisco. We have a 51% interest, and Uber has a 49% interest, in this real estate joint venture. The project is 100% leased to Uber for a 15-year term. Our equity investment in the real estate joint venture aggregated \$82.5 million as of June 30, 2016.

As described in Note 2 – “Basis of Presentation and Summary of Significant Accounting Policies” to these unaudited consolidated financial statements, we evaluate each of our unconsolidated real estate joint ventures, which are limited liability companies, using the consolidation guidance under the variable interest model first, and then under the voting model if the entity is not a VIE. We evaluated our 360 Longwood Avenue joint venture (27.5% interest held by the Company) and our 1455/1515 Third Street joint venture (51% interest held by the Company) under the variable interest model, based upon the following characteristics of a VIE:

1) The entity does not have sufficient equity to finance its activities without additional subordinated financial support.
 360 Longwood Avenue – This entity has significant equity and non-recourse financing in place to fund the remainder of the development.

- 1455/1515 Third Street – This entity has significant equity, and non-recourse financing is available to fund the remainder of the development.

2) The entity is established with non-substantive voting rights.

360 Longwood Avenue – Our 27.5% economic interest in 360 Longwood Avenue consists of an interest in a real estate joint venture with a development partner. The joint venture with our development partner holds an interest in the property with an institutional investor. Our development partner is responsible for day-to-day management of

construction and development activities, and we are responsible for day-to-day administrative operations of components of the property once they are placed into service following development completion. At the property level, all major decisions (including the development plan, annual budget, leasing plan, and financing plan) require approval of all three investors. Although voting rights within the structure are disproportionate to the members' economic interests, the activities of the ventures are conducted on behalf of all members, and therefore, the voting rights, while disproportionate, are substantive.

1455/1515 Third Street – We hold a 51% economic interest in this real estate joint venture, and our joint venture partner holds a 49% economic interest. However, both members are required to approve major decisions, resulting in equal voting rights. Although voting rights within the structure are disproportionate to the members' economic interests, the activities of the ventures are conducted on behalf of both members, and therefore, the voting rights, while disproportionate, are substantive.

4. Investments in unconsolidated real estate joint ventures (continued)

3) The equity holders, as a group, lack the characteristics of a controlling financial interest, as evidenced by lack of substantive kick-out rights or substantive participating rights.

360 Longwood Avenue – The other members have significant participating rights, including day-to-day management of development activities and participation in decisions related to the operations of the property.

1455/1515 Third Street – Our joint venture partner has significant participating rights, including joint decision making for the design of the project, overall development costs, future potential financing and operating activities of the joint venture, and disposal of the assets held by the joint venture.

Since the joint ventures do not meet the VIE criteria, we determined that these entities do not qualify for evaluation under the VIE model. Therefore, we evaluate each of these joint ventures under the voting model. Under the voting model, we consolidate the entity if we determine that we, directly or indirectly, have greater than 50% of the voting shares and that noncontrolling equity holders do not have substantive participating rights.

For our 360 Longwood Avenue joint venture, our interest is limited to 27.5%, and since we do not have other contractual rights, we account for this joint venture under the equity method of accounting.

For our 1455/1515 Third Street joint venture, both members have substantive participating rights, and therefore, we also account for this joint venture under the equity method of accounting.

5. Investments

We hold equity investments in certain publicly traded companies and investments in certain privately held entities and limited partnerships primarily involved in the science and technology industries. All of our equity investments in actively traded public companies are considered available-for-sale and are reflected in the accompanying consolidated balance sheets at fair value. Our investments in privately held entities are primarily accounted for under the cost method.

Investments in available-for-sale equity securities with gross unrealized losses as of June 30, 2016, had been in a continuous unrealized loss position for less than 12 months. We have the ability and intent to hold these investments for a reasonable period of time sufficient for the recovery of our investment. We believe that these unrealized losses are temporary. Accordingly, there are no other-than-temporary impairments in accumulated other comprehensive income related to available-for-sale equity securities as of June 30, 2016, or December 31, 2015.

The following table summarizes our investments as of June 30, 2016, and December 31, 2015 (in thousands):

	June 30, 2016	December 31, 2015
Available-for-sale equity securities, cost basis	\$36,469	\$20,022
Unrealized gains	78,400	118,392
Unrealized losses	(2,322)	(793)
Available-for-sale equity securities, at fair value	112,547	137,621
Investments accounted for under cost method	247,503	215,844
Total investments	\$360,050	\$353,465

The following table outlines our investment income, which is classified in other income in the accompanying consolidated statements of income (in thousands):

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	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
	2016	2015	2016	2015
Investment gains	\$14,715	\$7,773	\$20,606	\$13,710
Investment losses	(5,039)	(5,652)	(6,821)	(7,877)
Investment income	\$9,676	\$2,121	\$13,785	\$5,833

6. Other assets

The following table summarizes the components of other assets as of June 30, 2016, and December 31, 2015 (in thousands):

	June 30, 2016	December 31, 2015
Acquired below-market ground leases	\$13,028	\$13,142
Acquired in-place leases	25,720	27,997
Deferred compensation plan	9,493	8,489
Deferred financing costs – unsecured senior line of credit	9,924	11,909
Deposits	3,387	3,713
Furniture, fixtures, and equipment, net	13,878	13,682
Interest rate hedge assets	110	596
Notes receivable	6,893	16,630
Prepaid expenses	7,360	17,651
Other assets	14,621	19,503
Total	\$104,414	\$133,312

7. Fair value measurements

We are required to disclose fair value information about all financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate fair value. We measure and disclose the estimated fair value of financial assets and liabilities utilizing a fair value hierarchy that distinguishes between data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. This hierarchy consists of three broad levels, as follows: (i) quoted prices in active markets for identical assets or liabilities, (ii) significant other observable inputs, and (iii) significant unobservable inputs. Significant other observable inputs can include quoted prices for similar assets or liabilities in active markets, as well as inputs that are observable for the asset or liability, such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Significant unobservable inputs are typically based on an entity's own assumptions, since there is little, if any, related market activity. In instances in which the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level of input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. There were no transfers between the levels in the fair value hierarchy during the six months ended June 30, 2016 and 2015.

The following tables set forth the assets and liabilities that we measure at fair value on a recurring basis by level within the fair value hierarchy as of June 30, 2016, and December 31, 2015 (in thousands):

Description	Total	June 30, 2016		
		Quoted Prices for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Assets:				
Available-for-sale equity securities	\$112,547	\$112,547	\$ —	\$ —
Interest rate hedge agreements	\$110	\$ —	\$ 110	\$ —
Liabilities:				

Interest rate hedge agreements	\$12,332	\$—	\$ 12,332	\$	—
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20

7. Fair value measurements (continued)

Description	Total	December 31, 2015		
		Quoted Prices for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Assets:				
Available-for-sale equity securities	\$ 137,621	\$ 137,621	\$ —	\$ —
Interest rate hedge agreements	\$ 596	\$ —	\$ 596	\$ —
Liabilities:				
Interest rate hedge agreements	\$ 4,314	\$ —	\$ 4,314	\$ —

The carrying values of cash and cash equivalents, restricted cash, tenant receivables, other assets, accounts payable, accrued expenses, and tenant security deposits approximate fair value. Our available-for-sale equity securities and our interest rate hedge agreements have been recognized at fair value. Refer to Note 5 – “Investments” and Note 9 – “Interest Rate Hedge Agreements” to these unaudited consolidated financial statements for further details. The fair values of our secured notes payable, unsecured senior notes payable, unsecured senior line of credit, and unsecured senior bank term loans were estimated using widely accepted valuation techniques, including discounted cash flow analyses using significant other observable inputs such as available market information on discount and borrowing rates with similar terms, maturities, and credit ratings. Because the valuations of our financial instruments are based on these types of estimates, the actual fair value of our financial instruments may differ materially if our estimates do not prove to be accurate. Additionally, the use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts.

As of June 30, 2016, and December 31, 2015, the book and estimated fair values of our available-for-sale equity securities, interest rate hedge agreements, secured notes payable, unsecured senior notes payable, unsecured senior line of credit, and unsecured senior bank term loans were as follows (in thousands):

	June 30, 2016		December 31, 2015	
	Book Value	Fair Value	Book Value	Fair Value
Assets:				
Available-for-sale equity securities	\$ 112,547	\$ 112,547	\$ 137,621	\$ 137,621
Interest rate hedge agreements	\$ 110	\$ 110	\$ 596	\$ 596
Liabilities:				
Interest rate hedge agreements	\$ 12,332	\$ 12,332	\$ 4,314	\$ 4,314
Secured notes payable	\$ 722,794	\$ 741,424	\$ 809,818	\$ 832,342
Unsecured senior notes payable	\$ 2,376,713	\$ 2,513,945	\$ 2,030,631	\$ 2,059,855
Unsecured senior line of credit	\$ 72,000	\$ 72,098	\$ 151,000	\$ 151,450
Unsecured senior bank term loans	\$ 945,030	\$ 956,916	\$ 944,243	\$ 951,098

Nonrecurring fair value measurements

Refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” to these unaudited consolidated financial statements for further discussion.

8. Secured and unsecured senior debt

The following table summarizes our secured and unsecured senior debt as of June 30, 2016 (dollars in thousands):

	Fixed-Rate/Hedged Variable-Rate	Unhedged Variable-Rate	Total Consolidated	Percentage	Weighted-Average Interest Rate (1)	Remaining Term (in years)
Secured notes payable	\$ 382,052	\$ 340,742	\$722,794	17.6 %	3.46 %	2.8
Unsecured senior notes payable	2,376,713	—	2,376,713	57.8	4.12	7.7
Unsecured senior line of credit (2)	—	72,000	72,000	1.7	1.57	2.5
2019 Unsecured Senior Bank Term Loan	597,304	—	597,304	14.5	2.20	2.5
2021 Unsecured Senior Bank Term Loan	347,726	—	347,726	8.4	2.22	4.5
Total/weighted average	\$ 3,703,795	\$ 412,742	\$4,116,537	100.0 %	3.52 %	5.8
Percentage of total debt	90%	10%	100%			

(1) See footnote 1 on the page 23 for additional information on weighted-average interest rate.

On July 29, 2016, we amended our unsecured senior line of credit and increased commitments available for (2) borrowing by \$150 million to an aggregate of \$1.65 billion, extended the maturity date to October 29, 2021, and reduced the interest rate from LIBOR+1.10% to LIBOR+1.00%.

8. Secured and unsecured senior debt (continued)

The following table summarizes our outstanding indebtedness and respective principal payments as of June 30, 2016 (dollars in thousands):

Debt	Stated Rate	Weighted-Average Interest Rate ⁽¹⁾	Maturity Date ⁽²⁾	Principal Payments Remaining for the Periods Ending December 31,					2016 Principal	Unamortized (Deferred Financing Cost), Total (Discount)/Premium	
				2016	2017	2018	2019	2020			
Secured notes payable											
Maryland	2.44 %	2.79 %	1/20/17	\$—	\$76,000	\$—	\$—	\$—	\$76,000	\$(146)	\$75,854
Greater Boston	L+1.35	2.44	8/23/17 ⁽³⁾	—	201,241	—	—	—	201,241	(1,614)	199,627
Greater Boston	L+1.50	1.88	1/28/19 ⁽³⁾	—	—	—	180,753	—	180,753	(3,081)	177,672
Greater Boston	L+2.00	2.94	4/20/19 ⁽³⁾	—	—	—	40,089	—	40,089	(3,703)	36,386
San Diego, Seattle, and Maryland	7.75	8.08	4/1/20	864	1,832	1,980	2,138	104,352	21,166	(1,253)	109,913
San Diego	4.66	4.93	1/1/23	861	1,540	1,615	1,692	1,799	4,382	(428)	36,954
Greater Boston	3.93	3.33	3/10/23	—	—	1,091	1,505	1,568	3,800	3,586	85,586
San Francisco	6.50	6.72	7/1/36	9	20	22	23	257	802	—	802
Secured debt weighted-average interest rate/subtotal	3.42 %	3.46		1,734	280,633	4,708	226,200	107,082	21,433	(6,639)	722,794
Unsecured senior line of credit ⁽⁴⁾											
2019 Unsecured Senior Bank Term Loan	L+1.10 %	1.57	1/3/19	—	—	—	72,000	—	72,000	—	72,000
2021 Unsecured Senior Bank Term Loan	L+1.20 %	2.20	1/3/19	—	—	—	600,000	—	600,000	(2,696)	597,304
Unsecured senior notes payable	2.75 %	2.95	1/15/20	—	—	—	—	400,000	400,000	(2,793)	397,207
Unsecured senior notes payable	4.60 %	4.72	4/1/22	—	—	—	—	550,000	550,000	(3,726)	546,274
Unsecured senior notes payable	3.90 %	4.02	6/15/23	—	—	—	—	500,000	500,000	(4,095)	495,905
Unsecured senior notes payable	4.30 %	4.46	1/15/26	—	—	—	—	300,000	300,000	(4,563)	295,437
Unsecured senior notes payable	3.95 %	4.00	1/15/27	—	—	—	—	350,000	350,000	(5,225)	344,775
Unsecured senior notes payable	4.50 %	4.58	7/30/29	—	—	—	—	300,000	300,000	(2,885)	297,115
Unsecured debt weighted average/subtotal		3.54		—	—	—	672,000	400,000	21,000	(28,257)	3,393,743

Weighted-average interest rate/total	3.52%	\$1,734	\$280,633	\$4,708	\$898,200
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