

APARTMENT INVESTMENT & MANAGEMENT CO  
Form 10-Q  
November 01, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 September 30, 2013

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 1-13232 (Apartment Investment and Management Company)  
Commission File Number 0-24497 (AIMCO Properties, L.P.)

Apartment Investment and Management Company  
AIMCO Properties, L.P.  
(Exact name of registrant as specified in its charter)

Maryland (Apartment Investment and Management Company)  
Delaware (AIMCO Properties, L.P.)

(State or other jurisdiction of  
incorporation or organization)

84-1259577  
84-1275621  
(I.R.S. Employer  
Identification  
No.)

4582 South Ulster Street, Suite 1100  
Denver, Colorado  
(Address of principal executive offices)  
(303) 757-8101

80237  
(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(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.

Apartment Investment and Management Company: Yes  No   
AIMCO Properties, L.P.: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Apartment Investment and Management Company: Yes  No  AIMCO Properties, L.P.: Yes  No

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

Apartment Investment and Management Company:

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

AIMCO Properties, L.P.:

Large accelerated filer  Accelerated filer

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).

Apartment Investment and Management Company: Yes  No  AIMCO Properties, L.P.: Yes  No

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The number of shares of Apartment Investment and Management Company Class A Common Stock outstanding as of October 31, 2013: 145,916,439

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EXPLANATORY NOTE

This filing combines the reports on Form 10-Q for the quarterly period ended September 30, 2013, of Apartment Investment and Management Company, or Aimco, and AIMCO Properties, L.P., or the Aimco Operating Partnership. Where it is important to distinguish between the two entities, we refer to them specifically. Otherwise, references to “we,” “us” or “our” mean, collectively, Aimco, the Aimco Operating Partnership and their consolidated entities. Aimco, a Maryland corporation, is a self-administered and self-managed real estate investment trust, or REIT. Aimco, through wholly-owned subsidiaries, is the general and special limited partner of and, as of September 30, 2013, owned a 94.8% ownership interest in the common partnership units of, the Aimco Operating Partnership. The remaining 5.2% interest is owned by limited partners. As the sole general partner of the Aimco Operating Partnership, Aimco has exclusive control of the Aimco Operating Partnership’s day-to-day management.

The Aimco Operating Partnership holds all of Aimco’s assets and manages the daily operations of Aimco’s business and assets. Aimco is required to contribute all proceeds from offerings of its securities to the Aimco Operating Partnership. In addition, substantially all of Aimco’s assets must be owned through the Aimco Operating Partnership; therefore, Aimco is generally required to contribute all assets acquired to the Aimco Operating Partnership. In exchange for the contribution of offering proceeds or assets, Aimco receives additional interests in the Aimco Operating Partnership with similar terms (e.g., if Aimco contributes proceeds of a stock offering, Aimco receives partnership units with terms substantially similar to the stock issued by Aimco).

We believe combining the periodic reports of Aimco and Aimco Operating Partnership into this single report provides the following benefits:

- presents our business as a whole, in the same manner our management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation since a substantial portion of the disclosures apply to both Aimco and the Aimco Operating Partnership; and
- saves time and cost through the preparation of a single combined report rather than two separate reports.

We operate Aimco and the Aimco Operating Partnership as one enterprise and the management of Aimco directs the management and operations of the Aimco Operating Partnership.

We believe it is important to understand the few differences between Aimco and the Aimco Operating Partnership in the context of how Aimco and the Aimco Operating Partnership operate as a consolidated company. Aimco has no assets or liabilities other than its investment in the Aimco Operating Partnership. Also, Aimco is a corporation that issues publicly traded equity from time to time, whereas the Aimco Operating Partnership is a partnership that has no publicly traded equity. Except for the net proceeds from stock offerings by Aimco, which are contributed to the Aimco Operating Partnership in exchange for additional limited partnership interests (of a similar type and in an amount equal to the shares of stock sold in the offering), the Aimco Operating Partnership generates all remaining capital required by its business. These sources include the Aimco Operating Partnership’s working capital, net cash provided by operating activities, borrowings under its revolving credit facility, the issuance of secured and unsecured debt and equity securities, including additional partnership units, and proceeds received from the disposition of certain properties and investments in real estate.

Stockholders’ equity, partners’ capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of Aimco and those of the Aimco Operating Partnership. Interests in the Aimco Operating Partnership held by entities other than Aimco are classified within partners’ capital in the Aimco Operating Partnership’s financial statements and as noncontrolling interests in Aimco’s financial statements.

To help investors understand the differences between Aimco and the Aimco Operating Partnership, this report provides separate consolidated financial statements for Aimco and the Aimco Operating Partnership; a single set of consolidated notes to such financial statements that includes separate discussions of each entity’s stockholders’ equity or partners’ capital, as applicable; and a combined Management’s Discussion and Analysis of Financial Condition and Results of Operations section that includes discrete information related to each entity.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for Aimco and the Aimco Operating Partnership in order to establish that the requisite certifications have been made and that Aimco and the Aimco Operating Partnership are both compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and 18 U.S.C. §1350.



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AIMCO PROPERTIES, L.P.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. Financial Statements

APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In thousands, except share data)  
 (Unaudited)

	September 30, 2013	December 31, 2012
<b>ASSETS</b>		
Buildings and improvements	\$6,481,745	\$6,212,176
Land	1,937,239	1,915,683
Total real estate	8,418,984	8,127,859
Less accumulated depreciation	(2,908,941 )	(2,728,660 )
Net real estate (\$420,079 and \$599,302 related to VIEs)	5,510,043	5,399,199
Cash and cash equivalents (\$20,721 and \$23,599 related to VIEs)	67,622	84,413
Restricted cash (\$38,918 and \$38,576 related to VIEs)	130,511	146,281
Accounts receivable, net	32,925	34,020
Notes receivable	215,821	102,897
Other assets (\$218,811 and \$220,317 related to VIEs)	513,409	516,018
Assets held for sale	19,175	118,552
Total assets	\$6,489,506	\$6,401,380
<b>LIABILITIES AND EQUITY</b>		
Non-recourse property debt (\$374,444 and \$495,012 related to VIEs)	\$4,530,971	\$4,570,719
Revolving credit facility borrowings	298,550	—
Total indebtedness	4,829,521	4,570,719
Accounts payable	27,438	30,747
Accrued liabilities and other (\$156,157 and \$160,590 related to VIEs)	328,910	315,637
Deferred income	111,390	128,098
Liabilities related to assets held for sale	17,118	121,239
Total liabilities	5,314,377	5,166,440
Preferred noncontrolling interests in Aimco Operating Partnership	79,969	80,046
Commitments and contingencies (Note 8)	—	—
Equity:		
Perpetual Preferred Stock	68,114	68,114
Common Stock, \$0.01 par value, 505,787,260 shares authorized, 145,916,439 and 145,563,903 shares issued/outstanding at September 30, 2013 and December 31, 2012, respectively	1,459	1,456
Additional paid-in capital	3,704,393	3,712,684
Accumulated other comprehensive loss	(5,467 )	(3,542 )
Distributions in excess of earnings	(2,886,352 )	(2,863,287 )
Total Aimco equity	882,147	915,425
Noncontrolling interests in consolidated real estate partnerships	245,735	271,065
Common noncontrolling interests in Aimco Operating Partnership	(32,722 )	(31,596 )
Total equity	1,095,160	1,154,894
Total liabilities and equity	\$6,489,506	\$6,401,380

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>REVENUES</b>				
Rental and other property revenues	\$247,117	\$242,149	\$732,112	\$716,307
Tax credit and asset management revenues	7,397	10,696	22,458	27,681
Total revenues	254,514	252,845	754,570	743,988
<b>OPERATING EXPENSES</b>				
Property operating expenses	98,463	100,988	295,492	293,105
Investment management expenses	373	2,817	3,503	9,445
Depreciation and amortization	74,622	83,438	229,270	252,948
Provision for real estate impairment losses	—	—	—	8,349
General and administrative expenses	10,962	12,311	33,894	37,491
Other expense, net	2,215	4,440	6,445	9,060
Total operating expenses	186,635	203,994	568,604	610,398
Operating income	67,879	48,851	185,966	133,590
Interest income, net	3,587	1,998	12,663	6,852
Interest expense	(61,726)	(61,196)	(182,525)	(182,614)
Equity in income (losses) of unconsolidated real estate partnerships	277	206	905	(2,800)
(Loss) gain on dispositions and other, net	(1,899)	16,024	(4,553)	20,630
Income (loss) before income taxes and discontinued operations	8,118	5,883	12,456	(24,342)
Income tax benefit (expense)	77	40	(216)	352
Income (loss) from continuing operations	8,195	5,923	12,240	(23,990)
Income from discontinued operations, net	71,215	47,412	76,982	122,103
Net income	79,410	53,335	89,222	98,113
Noncontrolling interests:				
Net (income) loss attributable to noncontrolling interests in consolidated real estate partnerships	(6,776)	(11,334)	4,336	(28,764)
Net income attributable to preferred noncontrolling interests in Aimco Operating Partnership	(1,606)	(1,609)	(4,818)	(4,890)
Net income attributable to common noncontrolling interests in Aimco Operating Partnership	(3,796)	(1,611)	(4,668)	(929)
Net income attributable to noncontrolling interests	(12,178)	(14,554)	(5,150)	(34,583)
Net income attributable to Aimco	67,232	38,781	84,072	63,530
Net income attributable to Aimco preferred stockholders	(702)	(14,515)	(2,105)	(49,136)
Net income attributable to participating securities	(262)	(103)	(418)	(317)
Net income attributable to Aimco common stockholders	\$66,268	\$24,163	\$81,549	\$14,077
Earnings (loss) attributable to Aimco per common share – basic and diluted (Note 9):				
Income (loss) from continuing operations attributable to Aimco common stockholders	\$0.05	\$(0.06)	\$0.06	\$(0.60)
Income from discontinued operations attributable to Aimco common stockholders	0.41	0.23	0.50	0.71



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Net income attributable to Aimco common stockholders	\$0.46	\$0.17	\$0.56	\$0.11
Weighted average common shares outstanding – basic	145,334	144,959	145,274	130,960
Weighted average common shares outstanding – diluted	145,563	144,959	145,542	130,960
Dividends declared per common share	\$0.24	\$0.20	\$0.72	\$0.56

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2013	2012	2013	2012	
Net income	\$79,410	\$53,335	\$89,222	\$98,113	
Other comprehensive (loss) income:					
Unrealized (losses) gains on interest rate swaps	(185	) (768	) 1,423	(2,544	)
Losses on interest rate swaps reclassified into interest expense from accumulated other comprehensive loss	422	417	1,258	1,259	
Unrealized (losses) gains on debt securities classified as available-for-sale	(1,384	) 196	(4,440	) 1,655	
Other comprehensive (loss) income	(1,147	) (155	) (1,759	) 370	
Comprehensive income	78,263	53,180	87,463	98,483	
Comprehensive (income) loss attributable to noncontrolling interests	(12,132	) (14,504	) (5,316	) (34,490	)
Comprehensive income attributable to Aimco	\$66,131	\$38,676	\$82,147	\$63,993	

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$89,222	\$98,113
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	229,270	252,948
Provision for real estate impairment losses	—	8,349
Equity in (income) losses of unconsolidated real estate partnerships	(905	) 2,800
Loss (gain) on dispositions of interests in unconsolidated real estate and other	4,553	(20,630
Discontinued operations	(70,209	) (93,785
Other adjustments	6,898	(7,796
Net changes in operating assets and operating liabilities	(10,706	) 2,298
Net cash provided by operating activities	248,123	242,297
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of real estate	(50,727	) (89,727
Capital expenditures	(275,116	) (188,371
Proceeds from dispositions of real estate	120,736	285,215
Purchases of corporate assets	(8,618	) (6,721
Purchase of property loans	(119,101	) —
Change in restricted cash	17,802	(1,062
Proceeds from sale of interests in and distributions from unconsolidated real estate partnerships	1,699	28,549
Other investing activities	14,166	8,339
Net cash (used in) provided by investing activities	(299,159	) 36,222
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from non-recourse property debt	187,642	134,294
Principal repayments on non-recourse property debt	(295,725	) (292,899
Net borrowings on revolving credit facility	298,550	66,200
Proceeds from issuance of Preferred Stock	—	9,818
Proceeds from issuance of Common Stock	—	594,437
Redemptions of Preferred Stock	—	(600,956
Proceeds from Common Stock option exercises	993	48,906
Payment of dividends to holders of Preferred Stock	(2,104	) (36,147
Payment of dividends to holders of Common Stock	(105,033	) (74,882
Payment of distributions to noncontrolling interests	(33,835	) (37,885
Purchases of noncontrolling interests in consolidated real estate partnerships	(10,749	) (56,397
Other financing activities	(5,494	) (21,559
Net cash provided by (used in) financing activities	34,245	(267,070
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(16,791	) 11,449
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	84,413	91,066
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$67,622	\$102,515

See notes to condensed consolidated financial statements.



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AIMCO PROPERTIES, L.P.  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In thousands)  
 (Unaudited)

	September 30, 2013	December 31, 2012
<b>ASSETS</b>		
Buildings and improvements	\$6,481,745	\$6,212,176
Land	1,937,239	1,915,683
Total real estate	8,418,984	8,127,859
Less accumulated depreciation	(2,908,941 )	(2,728,660 )
Net real estate (\$420,079 and \$599,302 related to VIEs)	5,510,043	5,399,199
Cash and cash equivalents (\$20,721 and \$23,599 related to VIEs)	67,622	84,413
Restricted cash (\$38,918 and \$38,576 related to VIEs)	130,511	146,281
Accounts receivable, net	32,925	34,020
Notes receivable	215,821	102,897
Other assets (\$218,811 and \$220,317 related to VIEs)	513,409	516,018
Assets held for sale	19,175	118,552
Total assets	\$6,489,506	\$6,401,380
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Non-recourse property debt (\$374,444 and \$495,012 related to VIEs)	\$4,530,971	\$4,570,719
Revolving credit facility borrowings	298,550	—
Total indebtedness	4,829,521	4,570,719
Accounts payable	27,438	30,747
Accrued liabilities and other (\$156,157 and \$160,590 related to VIEs)	328,910	315,637
Deferred income	111,390	128,098
Liabilities related to assets held for sale	17,118	121,239
Total liabilities	5,314,377	5,166,440
Redeemable preferred units	79,969	80,046
Commitments and contingencies (Note 8)	—	—
Partners' Capital:		
Preferred units	68,114	68,114
General Partner and Special Limited Partner	814,033	847,311
Limited Partners	(32,722 )	(31,596 )
Partners' capital attributable to the Aimco Operating Partnership	849,425	883,829
Noncontrolling interests in consolidated real estate partnerships	245,735	271,065
Total partners' capital	1,095,160	1,154,894
Total liabilities and partners' capital	\$6,489,506	\$6,401,380

See notes to condensed consolidated financial statements.

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## AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per unit data)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>REVENUES</b>				
Rental and other property revenues	\$247,117	\$242,149	\$732,112	\$716,307
Tax credit and asset management revenues	7,397	10,696	22,458	27,681
Total revenues	254,514	252,845	754,570	743,988
<b>OPERATING EXPENSES</b>				
Property operating expenses	98,463	100,988	295,492	293,105
Investment management expenses	373	2,817	3,503	9,445
Depreciation and amortization	74,622	83,438	229,270	252,948
Provision for real estate impairment losses	—	—	—	8,349
General and administrative expenses	10,962	12,311	33,894	37,491
Other expense, net	2,215	4,440	6,445	9,060
Total operating expenses	186,635	203,994	568,604	610,398
Operating income	67,879	48,851	185,966	133,590
Interest income, net	3,587	1,998	12,663	6,852
Interest expense	(61,726)	(61,196)	(182,525)	(182,614)
Equity in income (losses) of unconsolidated real estate partnerships	277	206	905	(2,800)
(Loss) gain on dispositions and other, net	(1,899)	16,024	(4,553)	20,630
Income (loss) before income taxes and discontinued operations	8,118	5,883	12,456	(24,342)
Income tax benefit (expense)	77	40	(216)	352
Income (loss) from continuing operations	8,195	5,923	12,240	(23,990)
Income from discontinued operations, net	71,215	47,412	76,982	122,103
Net income	79,410	53,335	89,222	98,113
Net (income) loss attributable to noncontrolling interests in consolidated real estate partnerships	(6,776)	(11,334)	4,336	(28,764)
Net income attributable to the Aimco Operating Partnership	72,634	42,001	93,558	69,349
Net income attributable to the Aimco Operating Partnership's preferred unitholders	(2,308)	(16,124)	(6,923)	(54,026)
Net income attributable to participating securities	(262)	(103)	(418)	(317)
Net income attributable to the Aimco Operating Partnership's common unitholders	\$70,064	\$25,774	\$86,217	\$15,006
Earnings (loss) attributable to the Aimco Operating Partnership per common unit – basic and diluted (Note 9):				
Income (loss) from continuing operations attributable to the Aimco Operating Partnership's common unitholders	\$0.05	\$(0.06)	\$0.06	\$(0.60)
Income from discontinued operations attributable to the Aimco Operating Partnership's common unitholders	0.41	0.23	0.50	0.71
Net income attributable to the Aimco Operating Partnership's common unitholders	\$0.46	\$0.17	\$0.56	\$0.11
Weighted average common units outstanding – basic	153,287	152,997	153,242	139,116

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Weighted average common units outstanding – diluted	153,516	152,997	153,510	139,116
Distributions declared per common unit	\$0.24	\$0.20	\$0.72	\$0.56

See notes to condensed consolidated financial statements.

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AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
	2013	2012	2013	2012	
Net income	\$79,410	\$53,335	\$89,222	\$98,113	
Other comprehensive (loss) income:					
Unrealized (losses) gains on interest rate swaps	(185	) (768	) 1,423	(2,544	)
Losses on interest rate swaps reclassified into interest expense from accumulated other comprehensive loss	422	417	1,258	1,259	
Unrealized (losses) gains on debt securities classified as available-for-sale	(1,384	) 196	(4,440	) 1,655	
Other comprehensive (loss) income	(1,147	) (155	) (1,759	) 370	
Comprehensive income	78,263	53,180	87,463	98,483	
Comprehensive (income) loss attributable to noncontrolling interests	(6,790	) (11,290	) 4,065	(28,631	)
Comprehensive income attributable to the Aimco Operating Partnership	\$71,473	\$41,890	\$91,528	\$69,852	

See notes to condensed consolidated financial statements.



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AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$89,222	\$98,113
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	229,270	252,948
Provision for real estate impairment losses	—	8,349
Equity in (income) losses of unconsolidated real estate partnerships	(905	) 2,800
Loss (gain) on dispositions of interests in unconsolidated real estate and other	4,553	(20,630
Discontinued operations	(70,209	) (93,785
Other adjustments	6,898	(7,796
Net changes in operating assets and operating liabilities	(10,706	) 2,298
Net cash provided by operating activities	248,123	242,297
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of real estate	(50,727	) (89,727
Capital expenditures	(275,116	) (188,371
Proceeds from dispositions of real estate	120,736	285,215
Purchases of corporate assets	(8,618	) (6,721
Purchase of property loans	(119,101	) —
Change in restricted cash	17,802	(1,062
Proceeds from sale of interests in and distributions from unconsolidated real estate partnerships	1,699	28,549
Other investing activities	14,166	8,339
Net cash (used in) provided by investing activities	(299,159	) 36,222
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from non-recourse property debt	187,642	134,294
Principal repayments on non-recourse property debt	(295,725	) (292,899
Net borrowings on revolving credit facility	298,550	66,200
Proceeds from issuance of Preferred Units to Aimco	—	9,818
Proceeds from issuance of common partnership units to Aimco	—	594,437
Redemption of Preferred Units from Aimco	—	(600,956
Proceeds from Aimco Common Stock option exercises	993	48,906
Payment of distributions to Preferred Units	(6,922	) (41,037
Payment of distributions to General Partner and Special Limited Partner	(105,033	) (74,882
Payment of distributions to Limited Partners	(5,738	) (4,615
Payment of distributions to noncontrolling interests	(23,279	) (28,380
Purchases of noncontrolling interests in consolidated real estate partnerships	(10,749	) (56,397
Other financing activities	(5,494	) (21,559
Net cash provided by (used in) financing activities	34,245	(267,070
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(16,791</b>	<b>) 11,449</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>84,413</b>	<b>91,066</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$67,622</b>	<b>\$102,515</b>

See notes to condensed consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
AIMCO PROPERTIES, L.P.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2013

(Unaudited)

NOTE 1 — Organization

Apartment Investment and Management Company, or Aimco, is a Maryland corporation incorporated on January 10, 1994. Aimco is a self-administered and self-managed real estate investment trust, or REIT. AIMCO Properties, L.P., or the Aimco Operating Partnership, is a Delaware limited partnership formed on May 16, 1994, to conduct our business, which is focused on the ownership, management and redevelopment of quality apartment communities located in the largest coastal and job growth markets of the United States.

Aimco, and through its wholly-owned subsidiaries, AIMCO-GP, Inc. and AIMCO-LP Trust, owns a majority of the ownership interests in the Aimco Operating Partnership. Aimco conducts all of its business and owns all of its assets through the Aimco Operating Partnership. Interests in the Aimco Operating Partnership that are held by limited partners other than Aimco are referred to as “OP Units.” OP Units include common partnership units, high performance partnership units and partnership preferred units, which we refer to as common OP Units, HPU and preferred OP Units, respectively. We also refer to HPUs as common OP Unit equivalents. At September 30, 2013, after eliminations for units held by consolidated entities, the Aimco Operating Partnership had 153,859,506 common partnership units and equivalents outstanding. At September 30, 2013, Aimco owned 145,916,439 of the common partnership units (94.8% of the common partnership units and equivalents) of the Aimco Operating Partnership and Aimco had outstanding an equal number of shares of its Class A Common Stock, which we refer to as Common Stock.

Except as the context otherwise requires, “we,” “our” and “us” refer to Aimco, the Aimco Operating Partnership and their consolidated subsidiaries, collectively.

As of September 30, 2013, we owned an equity interest in 173 conventional real estate properties with 54,094 apartment homes and 79 affordable real estate properties with 10,891 apartment homes. Of these properties, we consolidated 169 conventional properties with 53,952 apartment homes and 63 affordable properties with 9,777 apartment homes. These conventional and affordable properties generated 90% and 10%, respectively, of our proportionate property net operating income (as defined in Note 10) during the nine months ended September 30, 2013.

NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, have been condensed or omitted in accordance with such rules and regulations, although management believes the disclosures are adequate to prevent the information presented from being misleading. In the opinion of management, all adjustments (consisting of normal recurring items) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2013, are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The balance sheets of Aimco and the Aimco Operating Partnership at December 31, 2012, have been derived from their respective audited financial statements at that date, but do not include all of the information and disclosures required by GAAP for complete financial statements. For further information, refer to the financial statements and notes thereto included in Aimco’s and the Aimco Operating Partnership’s combined Annual Report on Form 10-K for the year ended December 31, 2012. Certain 2012 financial statement amounts have been reclassified to conform to the 2013 presentation, including adjustments for discontinued operations. Except where indicated, the footnotes refer to both Aimco and the Aimco Operating Partnership.

Principles of Consolidation

Aimco's accompanying condensed consolidated financial statements include the accounts of Aimco, the Aimco Operating Partnership, and their consolidated subsidiaries. The Aimco Operating Partnership's condensed consolidated financial statements include the accounts of the Aimco Operating Partnership and its consolidated entities.

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We consolidate all variable interest entities for which we are the primary beneficiary. Generally, a variable interest entity, or VIE, is a legal entity in which the equity investors do not have the characteristics of a controlling financial interest or the equity investors lack sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. In determining whether we are the primary beneficiary of a VIE, we consider qualitative and quantitative factors, including, but not limited to: which activities most significantly impact the VIE's economic performance and which party controls such activities; the amount and characteristics of our investment; the obligation or likelihood for us or other investors to provide financial support; and the similarity with and significance to our business activities and the business activities of the other investors. Significant judgments related to these determinations include estimates about the current and future fair values and performance of real estate held by these VIEs and general market conditions. Refer to Note 5 for further information regarding our involvement with VIEs. Generally, we consolidate real estate partnerships and other entities that are not variable interest entities when we own, directly or indirectly, a majority voting interest in the entity or are otherwise able to control the entity. All significant intercompany balances and transactions have been eliminated in consolidation.

Interests in the Aimco Operating Partnership that are held by limited partners other than Aimco are reflected in Aimco's accompanying balance sheets as noncontrolling interests in Aimco Operating Partnership. Interests in partnerships consolidated into the Aimco Operating Partnership that are held by third parties are reflected in our accompanying balance sheets as noncontrolling interests in consolidated real estate partnerships. The assets of consolidated real estate partnerships owned or controlled by the Aimco Operating Partnership generally are not available to pay creditors of Aimco or the Aimco Operating Partnership.

As used herein, and except where the context otherwise requires, "partnership" refers to a limited partnership or a limited liability company and "partner" refers to a partner in a limited partnership or a member of a limited liability company.

Temporary Equity and Partners' Capital

The following table presents a reconciliation of the Aimco Operating Partnership's Preferred OP Units from December 31, 2012 to September 30, 2013 (in thousands). These amounts are presented within temporary equity in Aimco's condensed consolidated balance sheets as preferred noncontrolling interests in the Aimco Operating Partnership, and within temporary capital in the Aimco Operating Partnership's condensed consolidated balance sheets as redeemable preferred units.

Balance, December 31, 2012	\$80,046
Distributions to preferred unitholders	(4,818 )
Redemption of preferred units	(77 )
Net income	4,818
Balance, September 30, 2013	\$79,969

Aimco Equity (including Noncontrolling Interests)

The following table presents a reconciliation of Aimco's consolidated permanent equity accounts from December 31, 2012 to September 30, 2013 (in thousands):

	Aimco Equity	Noncontrolling interests in consolidated real estate partnerships	Common noncontrolling interests in Aimco Operating Partnership	Total Equity
Balance, December 31, 2012	\$915,425	\$271,065	\$(31,596 )	\$1,154,894
Contributions	—	1,349	—	1,349
Preferred stock dividends	(2,105 )	—	—	(2,105 )
Common dividends and distributions	(105,033 )	(24,588 )	(5,738 )	(135,359 )
Amortization of stock-based compensation cost	4,761	—	—	4,761
Stock option exercises	993	—	—	993
	(15,646 )	1,896	(701 )	(14,451 )

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Effect of changes in ownership for  
consolidated entities (Note 4)

Change in accumulated other comprehensive loss	(1,924	) 271	(106	) (1,759	)
Other	1,604	78	751	2,433	
Net income (loss)	84,072	(4,336	) 4,668	84,404	
Balance, September 30, 2013	\$882,147	\$245,735	\$(32,722	) \$1,095,160	

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## Partners' Capital attributable to the Aimco Operating Partnership

The following table presents a reconciliation of the consolidated partners' capital balances in permanent capital that are attributable to the Aimco Operating Partnership from December 31, 2012 to September 30, 2013 (in thousands):

	Partners' capital attributable to the Partnership
Balance, December 31, 2012	\$883,829
Distributions to preferred units held by Aimco	(2,105 )
Distributions to common units held by Aimco	(105,033 )
Distributions to common units held by Limited Partners	(5,738 )
Amortization of Aimco stock-based compensation cost	4,761
Common OP Units issued to Aimco in connection with Aimco stock option exercises	993
Effect of changes in ownership for consolidated entities (Note 4)	(16,347 )
Change in accumulated other comprehensive loss	(2,030 )
Other	2,355
Net income	88,740
Balance, September 30, 2013	\$849,425

A separate reconciliation of noncontrolling interests in consolidated real estate partnerships and total partners' capital for the Aimco Operating Partnership is not presented as these amounts are identical to the corresponding noncontrolling interests in consolidated real estate partnerships and total equity for Aimco, which are presented above.

## Income Taxes

On October 25, 2012, the Internal Revenue Service issued Final Partnership Administrative Adjustments with respect to the Aimco Operating Partnership 2006 and 2007 tax years. On January 18, 2013, AIMCO-GP, Inc., in its capacity as tax matters partner of the Aimco Operating Partnership, filed a petition challenging those adjustments in the United States Tax Court in Washington, D.C. We do not expect the litigation regarding the 2006 or 2007 proposed adjustments to have any material effect on our unrecognized tax benefits, financial condition or results of operations.

## Use of Estimates

The preparation of our condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts included in the financial statements and accompanying notes thereto. Actual results could differ from those estimates.

## NOTE 3 — Assets Held for Sale and Discontinued Operations

We report as discontinued operations real estate properties that meet the definition of a component of an entity and have been sold or meet the criteria to be classified as held for sale. We include all results of these discontinued operations, less applicable income taxes, in a separate component of income on the consolidated statements of operations as Income from discontinued operations, net. This treatment resulted in the retrospective adjustment of the statements of operations for the three and nine months ended September 30, 2012 and the balance sheet as of December 31, 2012.

We are currently marketing for sale certain real estate properties that are inconsistent with our portfolio management strategy. At the end of each reporting period, we evaluate whether such properties meet the criteria to be classified as held for sale, including whether such properties are expected to be sold within 12 months. Additionally, certain properties that do not meet all of the criteria to be classified as held for sale at the balance sheet date may nevertheless be sold and included in discontinued operations in the subsequent 12 months; thus the number of properties that may be sold during the subsequent 12 months could exceed the number classified as held for sale. At September 30, 2013 and December 31, 2012, after adjustments to classify as held for sale properties that were sold during the nine months ended September 30, 2013, we had two and 15 properties with an aggregate of 536 and 3,046 apartment homes, respectively, classified as held for sale. Amounts classified as held for sale in the accompanying condensed consolidated balance sheets as of September 30, 2013 and December 31, 2012 are as follows (in thousands):





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	September 30, 2013	December 31, 2012
Real estate, net	\$18,528	\$114,765
Other assets	647	3,787
Assets held for sale	\$19,175	\$118,552
Property debt	\$16,851	\$119,924
Other liabilities	267	1,315
Liabilities related to assets held for sale	\$17,118	\$121,239

During the nine months ended September 30, 2013 and 2012, we sold 13 and 50 properties with an aggregate of 2,510 and 7,845 apartment homes, respectively. During the year ended December 31, 2012, we sold 75 consolidated properties with an aggregate of 11,232 apartment homes. For the three and nine months ended September 30, 2013 and 2012, discontinued operations includes the results of operations for the periods prior to the date of disposition for all properties sold as of September 30, 2013.

The following is a summary of the components of income from discontinued operations and the related amounts of income from discontinued operations attributable to Aimco, the Aimco Operating Partnership and noncontrolling interests for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Rental and other property revenues	\$7,015	\$22,872	\$22,865	\$83,310
Property operating expenses	(3,909 )	(12,257 )	(11,028 )	(38,051 )
Depreciation and amortization	(2,011 )	(6,555 )	(6,317 )	(27,043 )
(Provision for) recovery of real estate impairment losses	(108 )	(4,905 )	16	(11,290 )
Operating income (loss)	987	(845 )	5,536	6,926
Interest income	135	136	306	420
Interest expense	(1,652 )	(5,261 )	(5,370 )	(17,361 )
(Loss) income before gain on dispositions of real estate and income tax	(530 )	(5,970 )	472	(10,015 )
Gain on dispositions of real estate	74,664	55,721	79,270	139,930
Income tax expense	(2,919 )	(2,339 )	(2,760 )	(7,812 )
Income from discontinued operations, net	\$71,215	\$47,412	\$76,982	\$122,103
(Income) loss from discontinued operations attributable to noncontrolling interests in consolidated real estate partnerships	(8,421 )	(12,121 )	181	(23,717 )
Income from discontinued operations attributable to the Aimco Operating Partnership	62,794	35,291	77,163	98,386
Income from discontinued operations attributable to noncontrolling interests in Aimco Operating Partnership	(3,370 )	(2,069 )	(4,166 )	(6,015 )
Income from discontinued operations attributable to Aimco	\$59,424	\$33,222	\$72,997	\$92,371

Gain on dispositions of real estate is reported net of incremental direct costs incurred in connection with the transactions, including any prepayment penalties incurred upon repayment of property loans collateralized by the properties being sold. Such prepayment penalties totaled \$5.4 million and \$6.4 million for the three and nine months ended September 30, 2013, respectively, and \$6.4 million and \$8.9 million for the three and nine months ended September 30, 2012, respectively. We classify interest expense related to property debt within discontinued operations when the related real estate asset is sold or classified as held for sale.

In connection with properties sold during the three and nine months ended September 30, 2013, we allocated \$1.5 million and \$1.9 million, respectively, of goodwill related to our conventional and affordable segments to the carrying amounts of the properties sold. In connection with properties sold during the three and nine months ended September 30, 2012, we allocated \$2.9 million and \$5.0 million, respectively, of goodwill related to our conventional and affordable segments to the carrying amounts of the properties sold. The amounts of goodwill allocated to these

properties were based on the relative fair values of the properties sold and the retained portions of the reporting units to which the goodwill was allocated.

In connection with our real estate dispositions during the three and nine months ended September 30, 2013, the purchasers assumed approximately \$46.2 million and \$48.3 million, respectively, of non-recourse property debt, and during the three and

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nine months ended September 30, 2012, the purchasers assumed approximately \$92.3 million and \$148.6 million, respectively, of non-recourse property debt.

## NOTE 4 — Other Significant Transactions

## Investments in Real Estate Properties

During the periods presented, we acquired conventional properties as set forth in the table below (dollars in thousands):

	Three Months Ended		
	June 30, 2013	September 30, 2013	
Property location	La Jolla, CA	Atlanta, GA	Boston, MA
Number of apartment homes	60	30	44
Acquisition price	\$29,000	\$9,450	\$15,125
Non-recourse property debt assumed (outstanding principal balance)	\$12,446	\$—	\$—
Non-recourse property debt assumed (fair value)	\$14,767	\$—	\$—
Total fair value allocated to real estate	\$31,321	\$9,450	\$15,125

## Purchase of West Harlem Property Loans

In 2006, we funded \$100.1 million of second mortgage loans related to 84 buildings containing 1,596 apartment homes and 43 commercial spaces in the West Harlem neighborhood of New York City. We concurrently entered into an agreement with the borrower under which we had the right to purchase the buildings and the borrower had the right to require us to purchase the buildings upon achievement of certain revenue thresholds. At September 30, 2013 and December 31, 2012, the aggregate carrying amount of these second mortgage loans and the purchase option, which are included in notes receivable and other assets in our condensed consolidated balance sheets, totaled \$110.2 million and \$110.5 million, respectively.

During the nine months ended September 30, 2013, we purchased at par first mortgage loans secured by the same 84 buildings for \$119.1 million, the majority of which matured on June 1, 2013. The loans bear interest at a weighted average rate of 5.2%. In conjunction with the acquisition of the first mortgage loans, the borrower agreed to repay all loans on or before November 22, 2013, pay us the value of our unexercised option to acquire the properties and terminate its right to require us to purchase the properties.

## Acquisitions of Noncontrolling Partnership Interests

During the nine months ended September 30, 2013, we acquired for \$10.7 million the remaining noncontrolling limited partner interests in one consolidated real estate partnership that owns two properties in which we serve as general partner. The noncontrolling interest balance attributed to these limited partners was in a deficit position at the time of acquisition. The excess of the consideration paid over the carrying amount of the noncontrolling interests we acquired is reflected as an adjustment of additional paid-in capital within Aimco's equity and the Aimco Operating Partnership's partners' capital (see equity and partners' capital reconciliations in Note 2). The estimated fair value of the real estate corresponding to the interests we acquired totaled \$21.0 million.

## Asset Management Business Disposition

In December 2012, we closed the sale of the Napico portfolio, our legacy asset management business. The transaction was primarily seller-financed, and the associated notes are scheduled to be repaid over six years. The notes will be repaid from the operation and liquidation of the Napico portfolio and are collateralized by the buyer's interests in the portfolio.

In accordance with the provisions of GAAP applicable to sales of real estate or interests therein, for accounting purposes, we have not recognized a sale and will account for the transaction under the profit sharing method. Under this method, until full payment has been received for the seller-financed notes, we will continue to recognize the portfolio's assets and liabilities, each condensed into single line items within other assets and accrued liabilities and other, respectively, in our consolidated balance sheets for all dates following the transaction. Similarly, we will continue to recognize the portfolio's results of operations, also condensed into a single line item within our consolidated statements of operations, for periods subsequent to the transaction. Any cash payments we receive under the sale and related financing will be reflected as deferred income in our consolidated balance sheets until full

payment has been received for the seller-financed notes.

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At September 30, 2013, the Napico portfolio consisted of 19 partnerships that held investments in 16 apartment properties that were consolidated and 77 apartment properties that were accounted for under the equity or cost method of accounting. The portfolio's assets and liabilities included in our condensed consolidated balance sheets (exclusive of amounts related to properties sold by the owner of this portfolio through September 30, 2013, which are classified within assets held for sale or liabilities related to assets held for sale) are summarized below (in thousands):

	September 30, 2013	December 31, 2012
Real estate, net	\$126,085	\$125,715
Cash and cash equivalents and restricted cash	30,402	31,558
Investment in unconsolidated real estate partnerships	12,755	15,987
Other assets	4,073	4,163
Total assets	\$173,315	\$177,423
Total indebtedness	\$109,512	\$108,540
Accrued and other liabilities	29,224	29,427
Total liabilities	\$138,736	\$137,967

Summarized information regarding the Napico portfolio's results of operations, including any expense we recognize under the profit sharing method is shown below and is included in loss on dispositions and other in our condensed consolidated statement of operations (in thousands):

	Three Months Ended	Nine Months Ended
	September 30, 2013	September 30, 2013
Revenues	\$6,059	\$19,028
Expenses	(5,773)	(17,418)
Equity in earnings or loss of unconsolidated entities, gains or losses on dispositions and other, net	(2,173)	(6,180)
Net loss related to legacy asset management business	(1,887)	(4,570)
Noncontrolling interests in consolidated real estate partnerships	1,770	5,167
Net (losses) income of legacy asset management business attributable to Aimco and the Aimco Operating Partnership	\$(117)	\$597

The results of any properties sold by the owner of the portfolio through September 30, 2013 are presented within discontinued operations in our condensed consolidated statements of operations and are excluded from the presentation above. Based on our limited historical economic ownership in this portfolio, a significant portion of the assets and liabilities and results of operations shown are attributable to noncontrolling interests and do not significantly affect consolidated equity and partners' capital and income or loss attributable to Aimco or the Aimco Operating Partnership. At September 30, 2013 and December 31, 2012, noncontrolling interests in consolidated real estate partnerships within our consolidated balance sheet included \$51.9 million and \$57.2 million, respectively, related to the Napico portfolio. Income or loss attributable to these noncontrolling interests will continue to be recognized commensurate with the recognition of the results of operations of the portfolio. If full payment is received on the notes and we meet the requirements to recognize the sale for accounting purposes, we expect to recognize a gain attributable to Aimco and the Aimco Operating Partnership.

**NOTE 5 — Variable Interest Entities**

As of September 30, 2013, we were the primary beneficiary of, and therefore consolidated, 66 VIEs, which owned 52 properties with 8,100 apartment homes. Real estate with a carrying value of \$420.1 million collateralized \$374.4 million of debt of those VIEs. Any significant amounts of assets and liabilities related to our consolidated VIEs are identified parenthetically on our accompanying condensed consolidated balance sheets. The creditors of the consolidated VIEs do not have recourse to our general credit.

As of September 30, 2013, we also held variable interests in 39 VIEs for which we were not the primary beneficiary. Those VIEs consist primarily of partnerships that are engaged, directly or indirectly, in the ownership and management of 92 properties with 2,360 apartment homes. We are involved with those VIEs as an equity holder or lender. Our maximum risk of loss related to our investments in or lending activities related to these unconsolidated

VIEs is generally limited to our investments in or receivables from such entities. At September 30, 2013, our recorded investment in these entities totaled \$4.0 million and is included in other assets within our condensed consolidated balance sheets. Additionally, at September 30, 2013, we had in aggregate \$215.6 million of receivables from these unconsolidated VIEs (primarily notes receivable collateralized by first and second

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mortgages on real estate properties discussed in Note 4). We may be subject to additional losses to the extent of any receivables relating to future provision of services to these entities or financial support that we voluntarily provide. In addition to the consolidated and unconsolidated VIEs discussed above, at September 30, 2013, our consolidated financial statements included certain consolidated and unconsolidated VIEs that were sold in connection with the sale of our legacy asset management business.

**NOTE 6 — Derivative Financial Instruments**

We have limited exposure to derivative financial instruments. We primarily use long-term, fixed-rate and self-amortizing non-recourse debt to avoid, among other things, risk related to fluctuating interest rates. For our variable rate debt, we are sometimes required by our lenders to limit our exposure to interest rate fluctuations by entering into interest rate swap agreements, which moderate our exposure to interest rate risk by effectively converting the interest on variable rate debt to a fixed rate. The fair values of the interest rate swaps are reflected as assets or liabilities in the balance sheet, and periodic changes in fair value are included in interest expense or equity and partners' capital, as appropriate.

As of September 30, 2013 and December 31, 2012, we had interest rate swaps with aggregate notional amounts of \$50.8 million and \$51.0 million, respectively, and recorded fair values of \$5.3 million and \$8.0 million, respectively, reflected in accrued liabilities and other in our condensed consolidated balance sheets. At September 30, 2013, these interest rate swaps had a weighted average term of 7.3 years. We have designated these interest rate swaps as cash flow hedges and recognize any changes in their fair value as an adjustment of accumulated other comprehensive loss within equity to the extent of their effectiveness. Changes in the fair value of these instruments and the related amounts of such changes that were reflected as an adjustment of accumulated other comprehensive loss within equity and as an adjustment of earnings (ineffectiveness) are discussed in Note 7.

If the forward rates at September 30, 2013 remain constant, we estimate that during the next 12 months, we would reclassify into earnings approximately \$1.7 million of the unrealized losses in accumulated other comprehensive loss. If market interest rates increase above the 3.43% weighted average fixed rate under these interest rate swaps we will benefit from net cash payments due to us from the counterparty to the interest rate swaps.

At September 30, 2013 and December 31, 2012, we had borrowings payable subject to total rate of return swaps with aggregate outstanding principal balances of \$73.4 million and \$74.0 million, respectively, that were collateralized by four properties. We use total rate of return swaps to convert fixed-rate property debt obligations to a variable rate to lower our cost of borrowing. In exchange for our receipt of a fixed rate equal to the underlying borrowing's interest rate, the total rate of return swaps require that we pay a variable rate plus a risk spread. The underlying borrowings are callable at our option, with no prepayment penalty. We have designated the total rate of return swaps as hedges of the risk of overall changes in the fair value of the underlying borrowings. At each reporting period, we estimate the fair value of these borrowings and the total rate of return swaps and recognize any changes therein as an adjustment of interest expense. During the periods presented, we determined these hedges were fully effective and accordingly we made no adjustments to interest expense for ineffectiveness.

At September 30, 2013, the weighted average fixed receive rate under the total return swaps was 5.9% and the weighted average variable pay rate was 2.1%, based on the applicable index rate effective as of that date. The debt subject to these total rate of return swaps matures in 2036 whereas the corresponding swaps mature in May 2014. The total rate of return swaps require specified loan-to-value ratios which may require us to pay down the debt or provide additional collateral. At September 30, 2013 and December 31, 2012, we had provided \$20.0 million of cash collateral pursuant to the swap agreements, which is included in restricted cash in our condensed consolidated balance sheets.

**NOTE 7 — Fair Value Measurements**

In accordance with GAAP, we are required to measure certain assets and liabilities in our consolidated financial statements at fair value. Certain assets, such as our investment in the first loss and mezzanine positions in a securitization trust that holds certain of our property debt, our interest rate swaps (IR swaps), total rate of return swaps (TRR swaps), and the debt subject to TRR swaps (TRR debt) are required to be measured at fair value on a quarterly basis. Other assets, such as real estate, are required to be measured at fair value when we determine that the carrying amount of an asset held for use is no longer recoverable, or to be measured at fair value less estimated costs to sell

when we determine that the carrying amount of an asset classified as held for sale is no longer recoverable. We are required to classify these fair value measurements into one of three categories, based on the nature of the inputs used in the fair value measurement. Level 1 of the hierarchy includes fair value measurements based on unadjusted quoted prices in active markets for identical assets or liabilities we can access at the measurement date. Level 2 includes fair value measurements based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or



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indirectly. Level 3 includes fair value measurements based on unobservable inputs. The classification of fair value measurements is subjective and GAAP requires us to disclose more detailed information regarding those fair value measurements classified within the lower levels of the hierarchy.

## Recurring Fair Value Measurements

The table below presents information regarding significant items measured in our condensed consolidated financial statements at fair value on a recurring basis, consisting of investments in the securitization trust discussed above, which we classify as available for sale (AFS), IR swaps, TRR swaps and TRR debt (in thousands):

	Level 2		Level 3		Total
	AFS (1)	IR swaps (2)	TRR swaps (3)	TRR debt (4)	
Fair value at December 31, 2011	\$51,693	\$(7,012)	\$(5,841)	\$5,841	\$44,681
Investment accretion	2,303	—	—	—	2,303
Unrealized (losses) gains included in interest expense (5)	—	(36)	4,259	(4,259)	(36)
Losses on interest rate swaps reclassified into interest expense from accumulated other comprehensive loss	—	1,259	—	—	1,259
Unrealized gains (losses) included in equity and partners' capital	1,655	(2,544)	—	—	(889)
Fair value at September 30, 2012	\$55,651	\$(8,333)	\$(1,582)	\$1,582	\$47,318
Fair value at December 31, 2012	\$59,145	\$(7,968)	\$(2,581)	\$2,581	\$51,177
Investment accretion	2,556	—	—	—	2,556
Unrealized (losses) gains included in interest expense (5)	—	(36)	2,396	(2,396)	(36)
Losses on interest rate swaps reclassified into interest expense from accumulated other comprehensive loss	—	1,258	—	—	1,258
Unrealized (losses) gains included in equity and partners' capital	(4,440)	1,423	—	—	(3,017)
Fair value at September 30, 2013	\$57,261	\$(5,323)	\$(185)	\$185	\$51,938

Our investments classified as AFS are presented within other assets in the accompanying condensed consolidated balance sheets. We estimate the fair value of these investments using an income and market approach with primarily observable inputs, including yields and other information regarding similar types of investments, and adjusted for certain unobservable inputs specific to these investments. We are accreting the discount to the \$100.9 million face value of the investments into interest income using the effective interest method over the remaining expected term of the investments, which, as of September 30, 2013, was approximately 7.7 years. Our amortized cost basis for these investments, which represents the original cost adjusted for interest accretion less interest payments received, was \$58.9 million and \$56.3 million at September 30, 2013 and December 31, 2012, respectively. Although the amortized cost exceeded the fair value of these investments at September 30, 2013, we currently expect to hold the investments to their maturity dates and we believe we will fully recover the investments. Accordingly, we believe the impairment in the fair value of these investments is temporary and we have not recognized any of the loss in value in earnings.

The fair value of IR swaps is estimated using an income approach with primarily observable inputs including information regarding the hedged variable cash flows and forward yield curves relating to the variable interest rates on which the hedged cash flows are based.

TRR swaps have contractually-defined termination values generally equal to the difference between the fair value and the counterparty's purchased value of the underlying borrowings. We calculate the termination value, which we believe is representative of the fair value, of total rate of return swaps using a market approach by reference to estimates of the fair value of the underlying borrowings, which are discussed below, and an evaluation of potential

changes in the credit quality of the counterparty to these arrangements.

This represents changes in fair value of debt subject to TRR swaps. We estimate the fair value of debt instruments using an income and market approach, including comparison of the contractual terms to observable and

(4) unobservable inputs such as market interest rate risk spreads, contractual interest rates, remaining periods to maturity, collateral quality and loan-to-value ratios on similarly encumbered assets within our portfolio. We handle a large volume of financing transactions annually and use pricing information obtained during the financing process to evaluate market pricing information for reasonableness.

(5) Unrealized gains (losses) for the TRR swaps and TRR debt relate to periodic revaluations of fair value and are included in interest expense in the accompanying condensed consolidated statements of operations.

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Due to their subjectivity, GAAP requires us to disclose additional quantitative and qualitative information about the unobservable inputs significant to our Level 3 fair value measurements. The unobservable inputs significant to our estimation of the fair value of TRR debt classified within Level 3 includes information about the property debt, such as the payment schedule, contractual interest rate and loan-to-value ratio (computed using real estate values estimated as described below). Based on the impracticality of providing payment schedules for our nonrecourse property debt measured at fair value, we believe the disclosure of the weighted average maturity date is meaningful in the context of the related valuation input. Information regarding the weighted average unobservable inputs for TRR debt measured at fair value during the nine months ended September 30, 2013 and 2012 is as follows:

	2013	2012		
Number of properties encumbered by non-recourse property debt measured at fair value during period	4	4		
Weighted average interest rate	5.9	% 5.8		%
Weighted average maturity in years	23.2	24.2		
Weighted average loan-to-value ratio	75.2	% 76.7		%

Of these unobservable inputs significant to the TRR debt fair value measurement, the loan-to-value ratio is the only input to which the fair value measurement is sensitive to changes, as the property debt interest rates and maturities are not subject to adjustment. Holding constant the other observable inputs which may also be significant to the fair value measurement, such as market interest rates for similar types of debt, we believe any increase in the loan-to-value ratios for the TRR debt would result in a decrease in the fair value of the TRR debt and any decrease in the loan-to-value ratios would result in an increase in the fair value of the TRR debt. Based on the relationship of the fair value of the TRR debt to that of the TRR swaps, we believe any increase or decrease in the fair value of the TRR debt would have an equal and offsetting decrease or increase in the fair value of the TRR swaps, and therefore would have no effect on our financial position, results of operations or liquidity.

**Nonrecurring Fair Value Measurements**

During the nine months ended September 30, 2012, we reduced the aggregate carrying amounts of 11 assets classified as held for use from \$85.7 million to their estimated fair values of \$69.2 million, resulting in an impairment loss of \$16.5 million. A portion of these impairment losses has subsequently been reclassified to discontinued operations upon the sale of the related properties.

The fair values for the properties we impaired during these periods were based primarily on contract prices for pending sales or expected sales values of the properties. The contract prices were based in part on unobservable inputs classified within Level 3 of the fair value hierarchy, but were also based on observable inputs that can be validated to observable external sources, such as pricing information about widely marketed real estate properties for sale.

The unobservable inputs significant to our estimation of the fair value of real estate impaired during the periods include, among other things, information such as the properties' net operating income, or NOI, free cash flow, or FCF, which represents the property's NOI less capital spending required to maintain the condition of the property, and assumptions about NOI and FCF growth rates and exit values. A FCF internal rate of return, which represents the rate of return generated by discounting the expected FCF from the property and the proceeds from its eventual sale, is a common benchmark used in the real estate industry for relative comparison of real estate valuations. The projected cash flows, including the expected sales prices, on which the impairment losses were based translated to weighted average implied FCF internal rates of return of 7.36% for the properties impaired during the nine months ended September 30, 2012.

**Fair Value Disclosures**

We believe that the aggregate fair value of our cash and cash equivalents, receivables and payables approximates their aggregate carrying amounts at September 30, 2013 and December 31, 2012, due to their relatively short-term nature and high probability of realization. The estimated aggregate fair value of our notes receivable was approximately \$215.2 million and \$96.0 million at September 30, 2013 and December 31, 2012, respectively, as compared to their carrying amounts of \$215.8 million and \$102.9 million, respectively. The estimated aggregate fair value of our consolidated debt (including amounts reported in liabilities related to assets held for sale) was approximately \$5.0 billion and \$5.1 billion at September 30, 2013 and December 31, 2012, respectively, as compared to aggregate

carrying amounts of \$4.8 billion and \$4.7 billion, respectively. We classify within Level 3 of the valuation hierarchy the fair values of our notes receivable and consolidated debt disclosed above, based on the significance of certain of the unobservable inputs used to estimate their fair values. The fair value of our notes receivable and consolidated debt is estimated using a methodology consistent with that described above for the property debt we measure at fair value on a recurring and nonrecurring basis.

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NOTE 8 — Commitments and Contingencies

Commitments

In connection with our redevelopment and capital improvement activities, as of September 30, 2013, we have commitments of approximately \$146.2 million related to construction projects, most of which we expect to incur during the next 12 months. Pursuant to financing arrangements on our Lincoln Place, Pacific Bay Vistas and The Preserve at Marin conventional redevelopment properties, we are contractually obligated to complete the planned projects. Additionally, we enter into certain commitments for future purchases of goods and services in connection with the operations of our properties. Those commitments generally have terms of one year or less and reflect expenditure levels comparable to our historical expenditures for properties included in continuing operations. Additionally, during September 2013, we entered into an agreement with a third-party developer to construct a 12-story apartment building in Boston, Massachusetts. Pursuant to this agreement, we expect to invest approximately \$190.0 million over the next two years to build 310 luxury apartment homes and approximately 22,000 square feet of commercial space. The site is leased from the Massachusetts Department of Transportation under a 99-year ground lease for a total ground rent of \$13.0 million, which has been paid.

Tax Credit Arrangements

We are required to manage certain consolidated real estate partnerships in compliance with various laws, regulations and contractual provisions that apply to our historic and low-income housing tax credit syndication arrangements. In some instances, noncompliance with applicable requirements could result in projected tax benefits not being realized and require a refund or reduction of investor capital contributions, which are reported as deferred income in our condensed consolidated balance sheet, until such time as our obligation to deliver tax benefits is relieved. The remaining compliance periods for our tax credit syndication arrangements range from less than one year to 13 years. We do not anticipate that any material refunds or reductions of investor capital contributions will be required in connection with these arrangements.

Legal Matters

In addition to the matters described below, we are a party to various legal actions and administrative proceedings arising in the ordinary course of business, some of which are covered by our general liability insurance program, and none of which we expect to have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Limited Partnerships

In connection with our acquisitions of interests in real estate partnerships, we are sometimes subject to legal actions, including allegations that such activities may involve breaches of fiduciary duties to the partners of such real estate partnerships or violations of the relevant partnership agreements. We may incur costs in connection with the defense or settlement of such litigation. We believe that we comply with our fiduciary obligations and relevant partnership agreements. Although the outcome of any litigation is uncertain, we do not expect any such legal actions to have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Environmental

Various federal, state and local laws subject property owners or operators to liability for management, and the costs of removal or remediation, of certain potentially hazardous materials present on a property, including lead-based paint, asbestos, polychlorinated biphenyls, petroleum-based fuels, and other miscellaneous materials. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of such materials. The presence of, or the failure to manage or remedy properly, these materials may adversely affect occupancy at affected apartment communities and the ability to sell or finance affected properties. In addition to the costs associated with investigation and remediation actions brought by government agencies, and potential fines or penalties imposed by such agencies in connection therewith, the improper management of these materials on a property could result in claims by private plaintiffs for personal injury, disease, disability or other infirmities. Various laws also impose liability for the cost of removal, remediation or disposal of these materials through a licensed disposal or treatment facility. Anyone who arranges for the disposal or treatment of these materials is potentially liable under such laws for the proper operation of the disposal facility. These laws often impose liability whether or not the person arranging for the disposal ever owned or operated the disposal facility. In connection with

the ownership, operation and management of properties, we could potentially be responsible for environmental liabilities or costs associated with our properties or properties we acquire or manage in the future.

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We have determined that our legal obligations to remove or remediate certain potentially hazardous materials may be conditional asset retirement obligations, as defined in GAAP. Except in limited circumstances where the asset retirement activities are expected to be performed in connection with a planned construction project or property casualty, we believe that the fair value of our asset retirement obligations cannot be reasonably estimated due to significant uncertainties in the timing and manner of settlement of those obligations. Asset retirement obligations that are reasonably estimable as of September 30, 2013, are immaterial to our consolidated financial condition, results of operations and cash flows.

## NOTE 9 — Earnings (Loss) per Share/Unit

## Aimco

Aimco calculates earnings (loss) per share based on the weighted average number of shares of Common Stock, participating securities, common stock equivalents and dilutive convertible securities outstanding during the period. The following table illustrates Aimco's calculation of basic and diluted earnings (loss) per share for the three and nine months ended September 30, 2013 and 2012 (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Numerator:				
Income (loss) from continuing operations	\$8,195	\$5,923	\$12,240	\$(23,990)
Income from continuing operations attributable to noncontrolling interests	(387)	(364)	(1,165)	(4,851)
Income attributable to preferred stockholders	(702)	(14,515)	(2,105)	(49,136)
Income attributable to participating securities	(262)	(103)	(418)	(317)
Income (loss) from continuing operations attributable to Aimco common stockholders	\$6,844	\$(9,059)	\$8,552	\$(78,294)
Income from discontinued operations	\$71,215	\$47,412	\$76,982	\$122,103
Income from discontinued operations attributable to noncontrolling interests	(11,791)	(14,190)	(3,985)	(29,732)
Income from discontinued operations attributable to Aimco common stockholders	\$59,424	\$33,222	\$72,997	\$92,371
Net income	\$79,410	\$53,335	\$89,222	\$98,113
Net income attributable to noncontrolling interests	(12,178)	(14,554)	(5,150)	(34,583)
Net income attributable to preferred stockholders	(702)	(14,515)	(2,105)	(49,136)
Net income attributable to participating securities	(262)	(103)	(418)	(317)
Net income attributable to Aimco common stockholders	\$66,268	\$24,163	\$81,549	\$14,077
Denominator:				
Denominator for basic earnings per share — weighted average number of shares of Common Stock outstanding	145,334	144,959	145,274	130,960
Effect of dilutive securities:				
Dilutive potential common shares	229	—	268	—
Denominator for diluted earnings per share	145,563	144,959	145,542	130,960
Earnings (loss) per common share — basic and diluted:				
Income (loss) from continuing operations attributable to Aimco common stockholders	\$0.05	\$(0.06)	\$0.06	\$(0.60)
Income from discontinued operations attributable to Aimco common stockholders	0.41	0.23	0.50	0.71
Net income attributable to Aimco common stockholders	\$0.46	\$0.17	\$0.56	\$0.11

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## The Aimco Operating Partnership

The Aimco Operating Partnership calculates earnings (loss) per unit based on the weighted average number of common partnership units and equivalents, participating securities and dilutive convertible securities outstanding during the period. The Aimco Operating Partnership considers both common OP Units and HPUs, which have identical rights to distributions and undistributed earnings, to be common units for purposes of the earnings per unit data presented below. The following table illustrates the Aimco Operating Partnership's calculation of basic and diluted earnings (loss) per unit for the three and nine months ended September 30, 2013 and 2012 (in thousands, except per unit data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Numerator:				
Income (loss) from continuing operations	\$8,195	\$5,923	\$12,240	\$(23,990 )
Loss (income) from continuing operations attributable to noncontrolling interests	1,645	787	4,155	(5,047 )
Income attributable to the Aimco Operating Partnership's preferred unitholders	(2,308 )	(16,124 )	(6,923 )	(54,026 )
Income attributable to participating securities	(262 )	(103 )	(418 )	(317 )
Income (loss) from continuing operations attributable to the Aimco Operating Partnership's common unitholders	\$7,270	\$(9,517 )	\$9,054	\$(83,380 )
Income from discontinued operations	\$71,215	\$47,412	\$76,982	\$122,103
(Income) loss from discontinued operations attributable to noncontrolling interests	(8,421 )	(12,121 )	181	(23,717 )
Income from discontinued operations attributable to the Aimco Operating Partnership's common unitholders	\$62,794	\$35,291	\$77,163	\$98,386
Net income	\$79,410	\$53,335	\$89,222	\$98,113
Net (income) loss attributable to noncontrolling interests	(6,776 )	(11,334 )	4,336	(28,764 )
Net income attributable to the Aimco Operating Partnership's preferred unitholders	(2,308 )	(16,124 )	(6,923 )	(54,026 )
Net income attributable to participating securities	(262 )	(103 )	(418 )	(317 )
Net income attributable to the Aimco Operating Partnership's common unitholders	\$70,064	\$25,774	\$86,217	\$15,006
Denominator:				
Denominator for basic earnings per unit — weighted average number of common units outstanding	153,287	152,997	153,242	139,116
Effect of dilutive securities:				
Dilutive potential common units	229	—	268	—
Denominator for diluted earnings per unit	153,516	152,997	153,510	139,116
Earnings (loss) per common unit – basic and diluted:				
Income (loss) from continuing operations attributable to the Aimco Operating Partnership's common unitholders	\$0.05	\$(0.06 )	\$0.06	\$(0.60 )
Income from discontinued operations attributable to the Aimco Operating Partnership's common unitholders	0.41	0.23	0.50	0.71
Net income attributable to the Aimco Operating Partnership's common unitholders	\$0.46	\$0.17	\$0.56	\$0.11

## Aimco and the Aimco Operating Partnership

As of September 30, 2013, the common share equivalents or common partnership unit equivalents that could potentially dilute basic earnings per share or unit in future periods totaled 3.0 million. These securities represent options to purchase shares of Common Stock, which, if exercised, would result in Aimco's issuance of additional



shares and the Aimco Operating Partnership's issuance to Aimco of additional common partnership units equal to the number of shares purchased under the options. The effect of these securities was dilutive for the three and nine months ended September 30, 2013, and accordingly has been included in the denominator for calculating diluted earnings (loss) per share and unit during these periods. These securities have been excluded from the earnings (loss) per share or unit computations for the three and nine months ended September 30, 2012, because their effect would have been anti-dilutive. Participating securities, consisting of unvested restricted shares of Common Stock, receive dividends similar to shares of Common Stock and common partnership units and totaled 0.6 million and 0.5 million at September 30,

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2013 and 2012, respectively. The effect of participating securities is included in basic and diluted earnings (loss) per share and unit computations for the periods presented above using the two-class method of allocating distributed and undistributed earnings.

Various classes of preferred OP Units of the Aimco Operating Partnership are outstanding. Depending on the terms of each class, these preferred OP Units are convertible into common OP Units or redeemable for cash or, at the Aimco Operating Partnership's option, Common Stock, and are paid distributions varying from 1.8% to 8.8% per annum per unit. As of September 30, 2013, a total of 2.9 million preferred OP Units were outstanding with an aggregate redemption value of \$79.2 million and were potentially redeemable for approximately 2.8 million shares of Common Stock (based on the period end market price), or cash at the Aimco Operating Partnership's option. The Aimco Operating Partnership has a redemption policy that requires cash settlement of redemption requests for the preferred OP Units, subject to limited exceptions. Accordingly, we expect these securities to be excluded from earnings (loss) per share or unit computations in future periods.

## NOTE 10 — Business Segments

We have two reportable segments: conventional real estate operations and affordable real estate operations. Our conventional real estate operations consist of market-rate apartments with rents paid by the residents and included 173 properties with 54,094 apartment homes at September 30, 2013. Our affordable real estate operations consisted of 79 properties with 10,891 apartment homes at September 30, 2013, with rents that are generally paid, in whole or part, by a government agency.

Our chief executive officer, who is our chief operating decision maker, uses various generally accepted industry financial measures to assess the performance and financial condition of the business, including: Net Asset Value, which is the estimated fair value of our assets, net of liabilities and preferred equity; Funds From Operations, which represents net income or loss computed in accordance with GAAP, excluding gains from sales of, and impairment losses recognized with respect to, depreciable property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures; Pro forma Funds From Operations, which is Funds From Operations excluding preferred equity redemption related amounts; Adjusted Funds From Operations, which is Pro forma Funds From Operations less spending for Capital Replacements, which represents our estimation of the capital additions required to maintain the value of our portfolio during our ownership period; property net operating income, which is rental and other property revenues less direct property operating expenses, including real estate taxes; proportionate property net operating income, which reflects our share of property net operating income of the consolidated and unconsolidated properties that we own and manage; same store property operating results; Free Cash Flow, which is net operating income less spending for Capital Replacements; Free Cash Flow internal rate of return; financial coverage ratios; and leverage as shown on our balance sheet. Our chief operating decision maker emphasizes proportionate property net operating income as a key measurement of segment profit or loss.

The following tables present the revenues, net operating income (loss) and income (loss) from continuing operations of our conventional and affordable real estate operations segments on a proportionate basis for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Three Months Ended September 30, 2013:					
Rental and other property revenues (2)	\$ 210,157	\$24,632	\$12,315	\$13	\$247,117
Tax credit and asset management revenues	—	—	—	7,397	7,397
Total revenues	210,157	24,632	12,315	7,410	254,514
Property operating expenses (2)	75,008	10,009	4,766	8,680	98,463
Investment management expenses	—	—	—	373	373
Depreciation and amortization (2)	—	—	—	74,622	74,622
General and administrative expenses	—	—	—	10,962	10,962
Other expenses, net	—	—	—	2,215	2,215

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Total operating expenses	75,008	10,009	4,766	96,852	186,635
Net operating income (loss)	135,149	14,623	7,549	(89,442 )	67,879
Other items included in continuing operations	—	—	—	(59,684 )	(59,684 )
Income (loss) from continuing operations	\$ 135,149	\$ 14,623	\$ 7,549	\$(149,126 )	\$ 8,195

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	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Three Months Ended September 30, 2012:					
Rental and other property revenues (2)	\$ 200,490	\$24,436	\$17,095	\$128	\$242,149
Tax credit and asset management revenues	—	—	—	10,696	10,696
Total revenues	200,490	24,436	17,095	10,824	252,845
Property operating expenses (2)	74,043	9,801	7,294	9,850	100,988
Investment management expenses	—	—	—	2,817	2,817
Depreciation and amortization (2)	—	—	—	83,438	83,438
General and administrative expenses	—	—	—	12,311	12,311
Other expenses, net	—	—	—	4,440	4,440
Total operating expenses	74,043	9,801	7,294	112,856	203,994
Net operating income (loss)	126,447	14,635	9,801	(102,032 )	48,851
Other items included in continuing operations	—	—	—	(42,928 )	(42,928 )
Income (loss) from continuing operations	\$ 126,447	\$ 14,635	\$ 9,801	\$(144,960 )	\$ 5,923
	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Nine Months Ended September 30, 2013:					
Rental and other property revenues (2)	\$ 621,650	\$73,840	\$36,564	\$58	\$732,112
Tax credit and asset management revenues	—	—	—	22,458	22,458
Total revenues	621,650	73,840	36,564	22,516	754,570
Property operating expenses (2)	224,795	30,176	13,802	26,719	295,492
Investment management expenses	—	—	—	3,503	3,503
Depreciation and amortization (2)	—	—	—	229,270	229,270
General and administrative expenses	—	—	—	33,894	33,894
Other expenses, net	—	—	—	6,445	6,445
Total operating expenses	224,795	30,176	13,802	299,831	568,604
Net operating income (loss)	396,855	43,664	22,762	(277,315 )	185,966
Other items included in continuing operations	—	—	—	(173,726 )	(173,726 )
Income (loss) from continuing operations	\$ 396,855	\$43,664	\$22,762	\$(451,041 )	\$12,240

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	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Nine Months Ended September 30, 2012:					
Rental and other property revenues (2)	\$ 588,350	\$ 72,859	\$ 54,717	\$ 381	\$ 716,307
Tax credit and asset management revenues	—	—	—	27,681	27,681
Total revenues	588,350	72,859	54,717	28,062	743,988
Property operating expenses (2)	214,694	29,031	21,810	27,570	293,105
Investment management expenses	—	—	—	9,445	9,445
Depreciation and amortization (2)	—	—	—	252,948	252,948
Provision for real estate impairment losses (2)	—	—	—	8,349	8,349
General and administrative expenses	—	—	—	37,491	37,491
Other expenses, net	—	—	—	9,060	9,060
Total operating expenses	214,694	29,031	21,810	344,863	610,398
Net operating income (loss)	373,656	43,828	32,907	(316,801 )	133,590
Other items included in continuing operations	—	—	—	(157,580 )	(157,580 )
Income (loss) from continuing operations	\$ 373,656	\$ 43,828	\$ 32,907	\$(474,381 )	\$(23,990 )

Represents adjustments for the noncontrolling interests in consolidated real estate partnerships' share of the results of our consolidated properties and the results of consolidated properties that we do not manage, which are excluded (1) from our measurement of segment performance but included in the related consolidated amounts, and our share of the results of operations of our unconsolidated real estate partnerships that we manage, which are included in our measurement of segment performance but excluded from the related consolidated amounts.

Proportionate property net operating income, our key measurement of segment profit or loss excludes property management revenues (which are included in rental and other property revenues), property management expenses (2) and casualty gains and losses (which are included in property operating expenses) and depreciation and amortization and provision for real estate impairment losses. Accordingly, we do not allocate these amounts to our segments.

For the nine months ended September 30, 2013 and 2012, capital additions related to our conventional segment totaled \$249.8 million and \$174.7 million, respectively, and capital additions related to our affordable segment totaled \$7.0 million and \$11.1 million, respectively.

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ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements in certain circumstances. Certain information included in this report contains or may contain information that is forward-looking, within the meaning of the federal securities laws, including, without limitation, statements regarding: our ability to maintain current or meet projected occupancy, rental rates and property operating results; the effect of acquisitions, dispositions and redevelopments; our ability to meet budgeted costs and timelines, and achieve budgeted rental rates related to our development and redevelopment projects; and our ability to comply with debt covenants, including financial coverage ratios. Actual results may differ materially from those described in these forward-looking statements and, in addition, will be affected by a variety of risks and factors, some of which are beyond our control, including, without limitation: financing risks, including the availability and cost of financing and the risk that our cash flows from operations may be insufficient to meet required payments of principal and interest; the risk that our earnings may not be sufficient to maintain compliance with debt covenants; real estate risks, including fluctuations in real estate values and the general economic climate in the markets in which we operate and competition for residents in such markets; national and local economic conditions, including the pace of job growth and the level of unemployment; the terms of governmental regulations that affect us and interpretations of those regulations; the competitive environment in which we operate; the timing of acquisitions, dispositions and redevelopments; insurance risk, including the cost of insurance; natural disasters and severe weather such as hurricanes; litigation, including costs associated with prosecuting or defending claims and any adverse outcomes; energy costs; and possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by us. In addition, our current and continuing qualification as a real estate investment trust involves the application of highly technical and complex provisions of the Internal Revenue Code and depends on our ability to meet the various requirements imposed by the Internal Revenue Code, through actual operating results, distribution levels and diversity of stock ownership. Readers should carefully review our financial statements and the notes thereto, as well as the section entitled “Risk Factors” described in Item 1A of Apartment Investment and Management Company’s and AIMCO Properties, L.P.’s combined Annual Report on Form 10-K for the year ended December 31, 2012, and the other documents we file from time to time with the Securities and Exchange Commission. As used herein and except as the context otherwise requires, “we,” “our” and “us” refer to Apartment Investment and Management Company (which we refer to as Aimco), AIMCO Properties, L.P. (which we refer to as the Aimco Operating Partnership) and their consolidated entities, collectively.

Executive Overview

Aimco and the Aimco Operating Partnership are focused on the ownership, management and redevelopment of quality apartment communities located in the largest coastal and job growth markets in the United States. Our business activities are defined by a commitment to our core values of integrity, respect, collaboration, a focus on our customers and a performance culture. These values and our corporate mission, to consistently provide quality apartment homes in a respectful environment delivered by a team of people who care, continually shape our culture. In all our dealings with residents, team members, business partners and equity holders, we aim to be the best owner and operator of apartment communities and an outstanding corporate citizen.

Our principal financial objective is to provide predictable and attractive returns to our equity holders. Our business plan to achieve this objective is to:

- operate our portfolio of desirable apartment homes with valued amenities, with a high level of customer service and in an efficient manner that realizes the benefits of our local management expertise;
- improve our geographically diversified portfolio of market-rate apartment properties, which average “B/B+” in quality (defined below) by selling properties inconsistent with our portfolio strategy and investing the proceeds from such sales through redevelopment and acquisition of higher-quality properties; and
- provide financial leverage primarily by the use of non-recourse, long-dated, fixed-rate property debt and perpetual preferred equity, a combination which helps to limit our refunding and re-pricing risk and provides a hedge against increases in interest rates, capitalization rates and inflation.

Our property operations consist primarily of our diversified portfolio of market-rate apartment communities, which we refer to as conventional properties. At September 30, 2013, our conventional property operations included 173 properties with 54,094 apartment homes in which we held an average ownership of 97%. We also operate a portfolio of affordable properties, which consists of apartments with rents that are generally paid, in whole or part, by a government agency. At September 30, 2013, our affordable property operations consisted of 79 properties with 10,891 apartment homes in which we held an average ownership of 81%. Our conventional and affordable property operations comprise our reportable segments and generated 90% and 10%, respectively, of our proportionate property net operating income (defined below under “Results of Operations – Real Estate

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Operations”) during the nine months ended September 30, 2013. Over the next four to five years, we expect to dispose of our affordable properties and reinvest the proceeds in our conventional portfolio.

For the three months ended September 30, 2013, our conventional portfolio had average revenue per apartment home of \$1,426 and provided 64% operating margins. Average revenue per apartment home represents rental and other property revenues divided by the number of actual apartment homes multiplied by our ownership interest in the property as of the end of the current period. The average revenue per apartment home for our conventional portfolio increased 6.6% from average revenues of \$1,338 for the three months ended September 30, 2012, as a result of year-over-year per home revenue growth of 4.4% and the sale of conventional properties during 2012 with average revenues per home substantially lower than the properties in the retained portfolio. During the three months ended September 30, 2013, on average, combined conventional new and renewal lease rates were 3.3% higher than expiring lease rates.

Our portfolio strategy seeks predictable rent growth from a portfolio of “A,” “B” and “C” quality market-rate apartment properties, which average “B/B+” in quality and are diversified among the largest coastal and job growth markets in the United States, as measured by total apartment value. We measure conventional property quality based on average rents of our apartment homes compared to local market average rents as reported by a third-party provider of commercial real estate performance and analysis. Under this rating system, we classify as “A” quality properties those earning rents greater than 125% of the local market average, as “B” quality properties those earning rents 90% to 125% of the local market average and as “C” quality properties those earning rents less than 90% of the local market average. We classify as “B/B+” those properties earning rents ranging from 100% to 125% of the local market average. Although some companies and analysts within the multifamily real estate industry use property class ratings of “A,” “B” and “C,” some of which are tied to local market rent averages, the metrics used to classify property quality as well as the timing for which local markets rents are calculated may vary from company to company. Accordingly, our rating system for measuring property quality is neither broadly nor consistently used in the multifamily real estate industry. We upgrade the quality of our portfolio through the sale of properties with lower projected returns, lower operating margins, and lower expected future rent growth. These properties are often located in markets we deem less desirable than our target markets. We reinvest the sale proceeds in properties already in our portfolio, through redevelopment or property upgrades and increased ownership, or through the purchase of other properties and in limited situations, the development of properties.

We believe redevelopment of certain properties in superior locations provides advantages over ground-up development, enabling us to generate rents comparable to new properties with lower financial risk, in less time and with reduced delays associated with governmental permits and authorizations. Generally, we believe redevelopment provides superior risk adjusted returns with lower volatility compared to ground-up development. Redevelopment work may also include seeking entitlements from local governments, which enhance the value of our existing portfolio by increasing density, that is, the right to add apartment homes to a site. We have historically undertaken a range of redevelopment projects: from those in which there is significant renovation, such as exteriors, common areas or apartment home improvements, typically done upon lease expirations without the need to vacate apartment homes on any wholesale or substantial basis, to those in which a substantial number of all available apartment homes are vacated for significant renovations to the property. We have a specialized Redevelopment and Construction Services group to oversee these projects.

Increasing our ownership in properties in our portfolio is attractive as we already operate these properties and know them well, and these investments are especially accretive where we can eliminate overhead costs associated with the partnerships that own these properties.

In addition to improving our portfolio through the capital expenditures, including redevelopment and property upgrades, discussed below under the Liquidity and Capital Resources heading, during the nine months ended September 30, 2013, we upgraded our portfolio through the acquisition for \$29.0 million, \$9.5 million and \$15.1 million conventional properties located in La Jolla, California, Atlanta, Georgia, and Boston, Massachusetts, respectively. The properties we acquired in La Jolla, Atlanta, and Boston had average revenues per home of \$2,400, \$2,100, and \$2,200, respectively, at the the dates of their acquisition, which represented revenues per home of approximately 64%, 165%, and 19%, respectively, above the local market averages.



During the nine months ended September 30, 2013, we also acquired for \$10.7 million the remaining noncontrolling interests in one consolidated real estate partnership that owns two conventional properties located in Atlanta, Georgia. The estimated fair value of the real estate corresponding to the interests we acquired totaled \$21.0 million. At the date of the acquisition, these properties had average revenues per home of \$1,140, which represented revenues per home approximately 44%, above the local market averages.

Additionally, during September 2013, we entered into an agreement with a third-party developer to construct a 12-story apartment building at One Canal Street in Boston, Massachusetts. Pursuant to this agreement, we expect to invest approximately \$190.0 million over the next two years to build 310 luxury apartment homes and approximately 22,000 square feet of commercial space. Under the terms of the agreement, a third-party developer will be responsible for construction of the building. The One

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Canal Street development will be funded in part by a \$114.0 million construction loan and in part by proceeds from sales of lower-rated properties in less desirable submarkets. The property loan bears interest at a rate of 5.2%, and matures in 2023. Consistent with our discipline of upgrading our portfolio through paired-property, leverage-neutral transactions, we have identified four properties with approximately 3,100 apartment homes that we have sold or plan to sell to fund the equity portion of the One Canal Street development. These lower-rated properties are located in Colorado, Indiana, Massachusetts and Texas and have monthly revenues per apartment home averaging approximately \$750. We expect our One Canal Street investment to generate a Free Cash Flow Internal Rate of Return that is 400 to 450 basis points greater than the properties identified for sale and 200 to 225 basis points greater than is available on the acquisition of a comparable, stabilized property in this submarket.

Our leverage strategy seeks to balance our desire to increase financial returns with the inherent risks of leverage and we have set leverage targets of Debt and Preferred Equity to Proportionate EBITDA of less than 7.0x and Proportionate EBITDA Coverage of Interest and Preferred Dividends of greater than 2.5x. We also focus on Debt to Proportionate EBITDA and Proportionate EBITDA Coverage of Interest ratios.

Debt, as used in these ratios, represents our proportionate share of debt, net of our proportionate share of cash and restricted cash and our investment in the subordinate tranches of a securitization that holds certain of our property loans, and Preferred Equity represents Aimco's preferred stock and the Aimco Operating Partnership's preferred OP Units. Proportionate EBITDA is calculated by adding to our Pro forma Funds From Operations our proportionate share of interest expense, taxes, depreciation and amortization related to non-real estate assets, non-cash stock-based compensation, and dividends and distributions on our preferred equity instruments. Interest, as used in these ratios, represents our proportionate share of interest expense, excluding debt prepayment penalties and amortization of deferred financing costs, and reduced by interest income we receive on our investment in the subordinate tranches of a securitization that holds certain of our property loans. Our leverage ratios for the trailing twelve month and annualized three month periods ended September 30, 2013 and 2012, are presented below:

	Trailing Twelve Months Ended September 30,		Annualized Three Months Ended September 30,	
	2013	2012	2013	2012
Debt to Proportionate EBITDA	7.8x	7.9x	7.7x	7.7x
Debt and Preferred Equity to Proportionate EBITDA	8.0x	8.1x	8.0x	8.0x
Proportionate EBITDA Coverage of Interest	2.5x	2.3x	2.5x	2.3x
Proportionate EBITDA Coverage of Interest and Preferred Dividends	2.4x	1.9x	2.4x	2.2x

Trailing twelve month 2013 Debt to Proportionate EBITDA and Debt and Preferred Equity to Proportionate EBITDA ratios are provided on a pro forma basis, taking into account the interest income associated with the West Harlem property loans we acquired during the second quarter, which we funded using revolving loan borrowings. We expect future leverage reduction from earnings growth generated by our current portfolio and by regularly scheduled property debt amortization funded from retained earnings. We also expect to increase our financial flexibility in the future by expanding our pool of unencumbered properties. As of September 2013, this pool included four consolidated properties, which we expect to hold beyond 2013, with an estimated fair value of approximately \$190.0 million. In June 2013, one of the rating agencies completed its initial review of our creditworthiness and outlined the factors that may have a positive impact on our ratings. These factors are: growing the unencumbered asset pool to more than \$500 million (based on a stressed 8% capitalization rate) with asset quality consistent with the overall portfolio; sustaining leverage, defined by the rating agency as the ratio of net debt to recurring operating EBITDA, below 7.5x; and sustaining a fixed charge coverage ratio, also as defined by the rating agency, above 2.0x. Our stated leverage targets are in line with, or more conservative than, those indicated by the rating agency and we expect to achieve our targets in early 2014. In addition, through our normal course of refinancing activity as loans mature, on a leverage-neutral basis, we have the opportunity to grow our unencumbered pool by \$150 to \$200 million per year. We remain committed to avoiding recourse debt other than our revolving line of credit. In addition to lowering the cost of our line of credit, a ratings increase may lower the cost of any future preferred equity issuance.

At September 30, 2013, approximately 91% of our leverage consisted of property-level, non-recourse, long-dated debt and 3% consisted of perpetual preferred equity, a combination which helps to limit our refunding and re-pricing risk. The weighted average maturity of our property-level debt was 8.1 years, with, on average, 5.9% of our unpaid principal balance maturing per year from 2014 through 2016. Approximately 97% of our property-level debt is fixed-rate, which provides a hedge against increases in interest rates and inflation. During the nine months ended September 30, 2013, the estimated weighted average market rate for our property debt increased by approximately 50 basis points, while capitalization rates remained relatively constant. The increase in interest rates decreased the estimated market value of our property debt by approximately \$400 million and absent a corresponding increase in capitalization rates, resulted in an equivalent increase in the fair value of our equity.

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Although our primary sources of leverage are property-level, non-recourse, long-dated, fixed-rate, amortizing debt and perpetual preferred equity, we also have a Senior Secured Credit Agreement with a syndicate of financial institutions, which we refer to as our Credit Agreement. As amended September 30, 2013, the Credit Agreement provides for \$600.0 million of revolving loan commitments (an increase of \$100.0 million), which we use for working capital and other short-term purposes. Borrowings under the Credit Agreement bear interest at a rate set forth on a pricing grid, which varies based on our leverage. As amended, the interest rate spread on the Credit Agreement is, on average, 70 basis points lower than it was previously. As of September 30, 2013, we had the capacity to borrow \$255.6 million pursuant to the Credit Agreement, net of \$298.6 million of outstanding borrowings and \$45.8 million for undrawn letters of credit backed by the Credit Agreement. The Credit Agreement matures in September 2018, inclusive of a one-year extension.

Under the Credit Agreement, we have agreed to Debt Service and Fixed Charge Coverage covenants. For the twelve month period ended September 30, 2013, our Debt Service and Fixed Charge Coverage ratios were 1.73x and 1.68x, respectively, compared to covenants of 1.50x and 1.30x, respectively, and ratios of 1.63x and 1.44x, respectively, for the twelve month period ended September 30, 2012. We expect to remain in compliance with these covenants during the remainder of 2013. Under the Credit Agreement, as amended, our Fixed Charge Coverage covenant will increase in 2015 to 1.40:1.

### Key Financial Indicators

The key financial indicators that we use in managing our business and in evaluating our financial condition and operating performance are: Net Asset Value; Funds From Operations; Pro forma Funds From Operations; Adjusted Funds From Operations; property net operating income, which is rental and other property revenues less direct property operating expenses, including real estate taxes; proportionate property net operating income; same store property operating results; Free Cash Flow, which is net operating income less spending for Capital Replacements; Free Cash Flow internal rate of return; financial coverage ratios; and leverage as shown on our balance sheet. Funds From Operations, Pro forma Funds From Operations and Adjusted Funds From Operations are defined and further described in "Funds From Operations," and proportionate property net operating income is defined and further described below under the Results of Operations – Real Estate Operations heading. The key macro-economic factors and non-financial indicators that affect our financial condition and operating performance are: household formations; rates of job growth; single-family and multifamily housing starts; interest rates; and availability and cost of financing.

### Results of Operations

Because our operating results depend primarily on income from our properties, the supply and demand for apartments influences our operating results. Additionally, the level of expenses required to operate and maintain our properties and the pace and price at which we redevelop, acquire and dispose of our apartment properties affect our operating results.

The following discussion and analysis of the results of our operations and financial condition should be read in conjunction with the accompanying condensed consolidated financial statements in Item 1.

### Overview

Highlights of our results of operations for the three months ended September 30, 2013, are summarized below: Conventional Same Store revenues and expenses for the three months ended September 30, 2013, increased by 4.4% and 1.6%, respectively, resulting in a 5.9% increase in net operating income as compared to the three months ended September 30, 2012;

• Average revenue per apartment home for our Conventional properties increased by 6.6%, from \$1,338 for the three months ended September 30, 2012 to \$1,426 for the three months ended September 30, 2013.

• Net operating income for our total real estate portfolio (continuing operations) for the three months ended September 30, 2013, increased 6.2% as compared to the three months ended September 30, 2012.

Three Months Ended September 30, 2013 compared to September 30, 2012

Net income attributable to Aimco and net income attributable to the Aimco Operating Partnership increased by \$28.5 million and