APARTMENT INVESTMENT & MANAGEMENT CO
Form 10-Q
November 05, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q
(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2018
OR
o 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)	84-1259577
Delaware (AIMCO Properties, L.P.)	84-1275621
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4582 South Ulster Street, Suite 1100	
Denver, Colorado	80237
(Address of principal executive offices)	(Zip Code)

(303) 757-8101
(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 x No o AIMCO Properties, L.P.: Yes x No o
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).
Apartment Investment and Management Company: Yes x No o AIMCO Properties, L.P.: Yes x No o

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

Apartment Investment and Management Company:

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o
		Emerging growth company	o

AIMCO Properties, L.P.:

Large accelerated filer	o	Accelerated filer	x
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o
		Emerging growth company	o

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

Apartment Investment and Management Company: o AIMCO Properties, L.P.: o

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 o No x AIMCO Properties, L.P.: Yes o No x

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The number of shares of Apartment Investment and Management Company Class A Common Stock outstanding as of Novemb

The number of AIMCO Properties, L.P. Partnership Common Units outstanding as of November 1, 2018: 164,665,715

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EXPLANATORY NOTE

This filing combines the reports on Form 10-Q for the quarterly period ended September 30, 2018, 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, 2018, owned a 94.6% ownership interest in the common partnership units of, the Aimco Operating Partnership. The remaining 5.4% 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. Pursuant to the Aimco Operating Partnership agreement, Aimco is required to contribute to the Aimco Operating Partnership any assets, which it may acquire including all proceeds from the offerings of its securities. In exchange for the contribution of these 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 the Aimco Operating Partnership into this single report provides the following benefits:

- We present our business as a whole, in the same manner our management views and operates the business;
- We eliminate duplicative disclosure and provide a more streamlined and readable presentation because a substantial portion of the disclosures apply to both Aimco and the Aimco Operating Partnership; and
- We save 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, the management of Aimco directs the management and operations of the Aimco Operating Partnership, and the members of the Board of Directors of Aimco are identical to those 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 debt and equity securities, including additional partnership units, and proceeds received from the sale of apartment communities.

Equity, partners' capital and noncontrolling interests are the main areas of difference between the condensed consolidated financial statements of Aimco and those of the Aimco Operating Partnership. Interests in the Aimco Operating Partnership held by entities other than Aimco, which we refer to as OP Units, 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 condensed consolidated financial statements for Aimco and the Aimco Operating Partnership; a single set of condensed 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, where appropriate.

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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APARTMENT INVESTMENT AND MANAGEMENT COMPANY
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, 2018	December 31, 2017
ASSETS		
Buildings and improvements	$ 6,503,956	$ 6,174,149
Land	1,765,678	1,753,604
Total real estate	8,269,634	7,927,753
Accumulated depreciation	(2,538,979)	(2,522,358)
Net real estate	5,730,655	5,405,395
Cash and cash equivalents	58,032	60,498
Restricted cash	46,267	34,827
Other assets	350,067	272,739
Assets held for sale	—	17,959
Assets of partnerships served by Asset Management business:		
Real estate, net	—	224,873
Cash and cash equivalents	—	16,288
Restricted cash	—	30,928
Other assets	—	15,533
Total assets	$ 6,185,021	$ 6,079,040
LIABILITIES AND EQUITY		
Non-recourse property debt secured by Real Estate communities, net	$ 3,646,789	$ 3,545,109
Term loan, net	—	249,501
Revolving credit facility borrowings	—	67,160
Total indebtedness associated with Real Estate portfolio	3,646,789	3,861,770
Accrued liabilities and other	242,782	213,027
Liabilities of partnerships served by Asset Management business:		
Non-recourse property debt, net	—	227,141
Accrued liabilities and other	—	19,812
Total liabilities	3,889,571	4,321,750
Preferred noncontrolling interests in Aimco Operating Partnership	101,320	101,537
Commitments and contingencies (Note 4)		
Equity:		
Perpetual Preferred Stock	125,000	125,000
Common Stock, $0.01 par value, 500,787,260 shares authorized, 157,352,109 and 157,189,447 shares issued/outstanding at September 30, 2018 and December 31, 2017, respectively	1,574	1,572
Additional paid-in capital	3,888,312	3,900,042
Accumulated other comprehensive income	4,850	3,603
Distributions in excess of earnings	(1,894,054)	(2,367,073)
Total Aimco equity	2,125,682	1,663,144
Noncontrolling interests in consolidated real estate partnerships	(1,605)	(1,716)

Common noncontrolling interests in Aimco Operating Partnership	70,053	(5,675)
Total equity	2,194,130	1,655,753
Total liabilities and equity	$ 6,185,021	$ 6,079,040

See notes to condensed consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
REVENUES				
Rental and other property revenues attributable to Real Estate	$234,048	$233,708	$690,571	$686,639
Rental and other property revenues of partnerships served by Asset Management business	5,022	18,232	42,830	55,327
Tax credit and transaction revenues	3,411	2,695	6,987	8,242
Total revenues	242,481	254,635	740,388	750,208
OPERATING EXPENSES				
Property operating expenses attributable to Real Estate	78,254	81,244	232,572	239,954
Property operating expenses of partnerships served by Asset Management business	2,608	8,872	20,865	26,458
Depreciation and amortization	96,406	92,513	286,439	268,836
General and administrative expenses	12,479	10,529	37,196	31,599
Other expenses, net	5,780	2,272	13,624	6,661
Total operating expenses	195,527	195,430	590,696	573,508
Operating income	46,954	59,205	149,692	176,700
Interest income	2,712	2,047	7,768	6,251
Interest expense	(45,492)	(50,682)	(143,193)	(145,422)
Other, net	(283)	6,937	141	7,602
Income before income taxes and gain (loss) on dispositions	3,891	17,507	14,408	45,131
Income tax benefit	27,941	4,870	69,724	14,878
Income before gain (loss) on dispositions	31,832	22,377	84,132	60,009
Gain (loss) on dispositions of real estate and the Asset Management business, inclusive of related income tax	572,085	(233)	622,631	881
Net income	603,917	22,144	706,763	60,890
Noncontrolling interests:				
Net (income) loss attributable to noncontrolling interests in consolidated real estate partnerships	(1,794)	249	(8,045)	(1,515)
Net income attributable to preferred noncontrolling interests in Aimco Operating Partnership	(1,934)	(1,938)	(5,805)	(5,826)
Net income attributable to common noncontrolling interests in Aimco Operating Partnership	(30,198)	(820)	(34,093)	(2,164)
Net income attributable to noncontrolling interests	(33,926)	(2,509)	(47,943)	(9,505)
Net income attributable to Aimco	569,991	19,635	658,820	51,385
Net income attributable to Aimco preferred stockholders	(2,148)	(2,148)	(6,445)	(6,445)
Net income attributable to participating securities	(814)	(57)	(1,004)	(176)
Net income attributable to Aimco common stockholders	$567,029	$17,430	$651,371	$44,764
Net income attributable to Aimco per common share – basic	$3.62	$0.11	$4.16	$0.29
Net income attributable to Aimco per common share – diluted	$3.61	$0.11	$4.15	$0.29
Dividends declared per common share	$0.38	$0.36	$1.14	$1.08

Weighted average common shares outstanding – basic	156,711	156,306	156,674	156,290
Weighted average common shares outstanding – diluted	156,938	156,835	156,836	156,768

See notes to condensed consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	$603,917	$22,144	$706,763	$60,890
Other comprehensive gain:				
Realized and unrealized gains (losses) on interest rate swaps	—	75	—	(280)
Losses on interest rate swaps reclassified into earnings from accumulated other comprehensive loss	757	594	1,391	1,349
Unrealized gains (losses) on available for sale debt securities	979	381	(72)	(40)
Other comprehensive gain	1,736	1,050	1,319	1,029
Comprehensive income	605,653	23,194	708,082	61,919
Comprehensive income attributable to noncontrolling interests	(34,020)	(2,557)	(48,015)	(9,647)
Comprehensive income attributable to Aimco	$571,633	$20,637	$660,067	$52,272

See notes to condensed consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$706,763	$60,890
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	286,439	268,836
Gain on dispositions of real estate and the Asset Management business, inclusive of related income tax	(622,631)	(881)
Income tax benefit	(69,724)	(14,878)
Other adjustments	11,762	398
Net changes in operating assets and operating liabilities	(9,683)	(19,216)
Net cash provided by operating activities	302,926	295,149
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of real estate and deposits related to purchases of real estate	(212,358)	(11,706)
Capital expenditures	(253,149)	(266,623)
Proceeds from dispositions of real estate	708,464	10,888
Purchases of corporate assets	(5,530)	(7,358)
Other investing activities	1,695	(1,086)
Net cash provided by (used in) investing activities	239,122	(275,885)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from non-recourse property debt	360,613	165,785
Principal repayments of non-recourse property debt	(403,141)	(250,674)
(Repayment of) proceeds from term loan	(250,000)	250,000
Net (repayments of) borrowings on revolving credit facility	(67,160)	338,290
Payment of dividends to holders of Preferred Stock	(6,445)	(6,445)
Payment of dividends to holders of Common Stock	(178,937)	(168,987)
Payment of distributions to noncontrolling interests	(22,549)	(15,829)
Purchases and redemptions of noncontrolling interests	(12,256)	(324,265)
Other financing activities	(415)	(4,693)
Net cash used in financing activities	(580,290)	(16,818)
NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(38,242)	2,446
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT BEGINNING OF PERIOD	142,541	131,150
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD	$104,299	$133,596

See notes to condensed consolidated financial statements.

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

	September 30, 2018	December 31, 2017
ASSETS		
Buildings and improvements	$ 6,503,956	$ 6,174,149
Land	1,765,678	1,753,604
Total real estate	8,269,634	7,927,753
Accumulated depreciation	(2,538,979)	(2,522,358)
Net real estate	5,730,655	5,405,395
Cash and cash equivalents	58,032	60,498
Restricted cash	46,267	34,827
Other assets	350,067	272,739
Assets held for sale	—	17,959
Assets of partnerships served by Asset Management business:		
Real estate, net	—	224,873
Cash and cash equivalents	—	16,288
Restricted cash	—	30,928
Other assets	—	15,533
Total assets	$ 6,185,021	$ 6,079,040
LIABILITIES AND EQUITY		
Non-recourse property debt secured by Real Estate communities, net	$ 3,646,789	$ 3,545,109
Term loan, net	—	249,501
Revolving credit facility borrowings	—	67,160
Total indebtedness associated with Real Estate portfolio	3,646,789	3,861,770
Accrued liabilities and other	242,782	213,027
Liabilities of partnerships served by Asset Management business:		
Non-recourse property debt, net	—	227,141
Accrued liabilities and other	—	19,812
Total liabilities	3,889,571	4,321,750
Redeemable preferred units	101,320	101,537
Commitments and contingencies (Note 4)		
Partners’ capital:		
Preferred units	125,000	125,000
General Partner and Special Limited Partner	2,000,682	1,538,144
Limited Partners	70,053	(5,675)
Partners’ capital attributable to the Aimco Operating Partnership	2,195,735	1,657,469
Noncontrolling interests in consolidated real estate partnerships	(1,605)	(1,716)
Total partners’ capital	2,194,130	1,655,753
Total liabilities and partners’ capital	$ 6,185,021	$ 6,079,040

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,	
	2018	2017	2018	2017
REVENUES				
Rental and other property revenues attributable to Real Estate	$234,048	$233,708	$690,571	$686,639
Rental and other property revenues of partnerships served by Asset Management business	5,022	18,232	42,830	55,327
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Total revenues	242,481	254,635	740,388	750,208
OPERATING EXPENSES				
Property operating expenses attributable to Real Estate	78,254	81,244	232,572	239,954
Property operating expenses of partnerships served by Asset Management business	2,608	8,872	20,865	26,458
Depreciation and amortization	96,406	92,513	286,439	268,836
General and administrative expenses	12,479	10,529	37,196	31,599
Other expenses, net	5,780	2,272	13,624	6,661
Total operating expenses	195,527	195,430	590,696	573,508
Operating income	46,954	59,205	149,692	176,700
Interest income	2,712	2,047	7,768	6,251
Interest expense	(45,492)	(50,682)	(143,193)	(145,422)
Other, net	(283)	6,937	141	7,602
Income before income taxes and gain (loss) on dispositions	3,891	17,507	14,408	45,131
Income tax benefit	27,941	4,870	69,724	14,878
Income before gain (loss) on dispositions	31,832	22,377	84,132	60,009
Gain (loss) on dispositions of real estate and the Asset Management business, inclusive of related income tax	572,085	(233)	622,631	881
Net income	603,917	22,144	706,763	60,890
Net (income) loss attributable to noncontrolling interests in consolidated real estate partnerships	(1,794)	249	(8,045)	(1,515)
Net income attributable to the Aimco Operating Partnership	602,123	22,393	698,718	59,375
Net income attributable to the Aimco Operating Partnership's preferred unitholders	(4,082)	(4,086)	(12,250)	(12,271)
Net income attributable to participating securities	(941)	(61)	(1,145)	(184)
Net income attributable to the Aimco Operating Partnership's common unitholders	$597,100	$18,246	$685,323	$46,920
Net income attributable to the Aimco Operating Partnership per common unit – basic	$3.62	$0.11	$4.17	$0.29
Net income attributable to the Aimco Operating Partnership per common unit – diluted	$3.61	$0.11	$4.16	$0.29
Distributions declared per common unit	$0.38	$0.36	$1.14	$1.08
Weighted average common units outstanding – basic	165,081	163,664	164,493	163,739

Weighted average common units outstanding – diluted	165,326	164,194	164,654	164,218

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 September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	$603,917	$22,144	$706,763	$60,890
Other comprehensive gain:				
Realized and unrealized gains (losses) on interest rate swaps	—	75	—	(280)
Losses on interest rate swaps reclassified into earnings from accumulated other comprehensive loss	757	594	1,391	1,349
Unrealized gains (losses) on available for sale debt securities	979	381	(72)	(40)
Other comprehensive gain	1,736	1,050	1,319	1,029
Comprehensive income	605,653	23,194	708,082	61,919
Comprehensive (income) loss attributable to noncontrolling interests	(1,794)	249	(8,045)	(1,616)
Comprehensive income attributable to the Aimco Operating Partnership	$603,859	$23,443	$700,037	$60,303

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,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$706,763	$60,890
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	286,439	268,836
Gain on dispositions of real estate and the Asset Management business, inclusive of related income tax	(622,631)	(881)
Income tax benefit	(69,724)	(14,878)
Other adjustments	11,762	398
Net changes in operating assets and operating liabilities	(9,683)	(19,216)
Net cash provided by operating activities	302,926	295,149
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of real estate and deposits related to purchases of real estate	(212,358)	(11,706)
Capital expenditures	(253,149)	(266,623)
Proceeds from dispositions of real estate	708,464	10,888
Purchases of corporate assets	(5,530)	(7,358)
Other investing activities	1,695	(1,086)
Net cash provided by (used in) investing activities	239,122	(275,885)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from non-recourse property debt	360,613	165,785
Principal repayments of non-recourse property debt	(403,141)	(250,674)
(Repayment of) proceeds from term loan	(250,000)	250,000
Net (repayments of) borrowings on revolving credit facility	(67,160)	338,290
Payment of distributions to holders of Preferred Units	(12,250)	(12,271)
Payment of distributions to General Partner and Special Limited Partner	(178,937)	(168,987)
Payment of distributions to Limited Partners	(8,810)	(8,026)
Payment of distributions to noncontrolling interests	(7,934)	(1,977)
Purchases of noncontrolling interests in consolidated real estate partnerships	(3,581)	(311,079)
Purchases and redemptions of noncontrolling interests in the Aimco Operating Partnership	(8,675)	(13,187)
Other financing activities	(415)	(4,692)
Net cash used in financing activities	(580,290)	(16,818)
NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(38,242)	2,446
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT BEGINNING OF PERIOD	142,541	131,150
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD	$104,299	$133,596

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, 2018
(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, redevelopment and limited development of quality apartment communities located in several of the largest markets in the United States.

Aimco, 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, which we refer to as common OP Units, as well as partnership preferred units, which we refer to as preferred OP Units. As of September 30, 2018, after eliminations for units held by consolidated subsidiaries, the Aimco Operating Partnership had 166,384,727 common partnership units outstanding. As of September 30, 2018, Aimco owned 157,352,109 of the common partnership units (94.6% of the common partnership units) 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, 2018, we owned an equity interest in 133 apartment communities with 36,481 apartment homes in our Real Estate portfolio. Our Real Estate portfolio is diversified by both price point and geography and consists primarily of market rate apartment communities in which we own a substantial interest. We consolidated 129 of these apartment communities with 36,339 apartment homes and these communities comprise our reportable segment.

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 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, 2018, are not necessarily indicative of the results that may be expected for the year ending December 31, 2018.

The balance sheets of Aimco and the Aimco Operating Partnership at December 31, 2017, 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, 2017. Except where indicated, the footnotes refer to both Aimco and the Aimco Operating Partnership.

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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 subsidiaries (see Note 8). 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 condensed consolidated balance sheets as noncontrolling interests in the Aimco Operating Partnership. Interests in partnerships consolidated by the Aimco Operating Partnership that are held by third parties are reflected in our accompanying condensed consolidated balance sheets as noncontrolling interests in consolidated real estate partnerships.

Temporary Equity and Partners' Capital

The following table presents a reconciliation of the Aimco Operating Partnership's preferred OP Units from December 31, 2017 to September 30, 2018. The preferred OP Units may be redeemed at the holders' option (as further discussed in Note 5), and are therefore presented within temporary equity in Aimco's condensed consolidated balance sheets and within temporary capital in the Aimco Operating Partnership's condensed consolidated balance sheets (in thousands).

Balance, December 31, 2017	$101,537
Distributions to holders of preferred OP Units	(5,805)
Redemption of preferred OP Units and other	(217)
Net income attributable to preferred OP Units	5,805
Balance, September 30, 2018	$101,320

Aimco Equity (including Noncontrolling Interests)

The following table presents a reconciliation of Aimco's consolidated permanent equity accounts from December 31, 2017 to September 30, 2018 (in thousands):

	Aimco Equity	Noncontrolling interests in consolidated real estate partnerships	Common noncontrolling interests in Aimco Operating Partnership	Total Equity
Balance, December 31, 2017	$1,663,144	$ (1,716)	$ (5,675)	$1,655,753
Issuance of common OP Units	—	—	50,151	50,151
Dividends on Preferred Stock	(6,445)	—	—	(6,445)
Dividends and distributions on Common Stock and common OP Units	(179,351)	(7,934)	(9,402)	(196,687)
Redemptions of common OP Units	—	—	(8,458)	(8,458)
Amortization of stock-based compensation cost	6,285	—	1,236	7,521
Effect of changes in ownership for consolidated entities	(18,137)	—	8,036	(10,101)
Change in accumulated other comprehensive loss	1,247	—	72	1,319
Other	119	—	—	119
Net income	658,820	8,045	34,093	700,958
Balance, September 30, 2018	$2,125,682	$ (1,605)	$ 70,053	$2,194,130

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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, 2017 to September 30, 2018 (in thousands):

	Partners’ capital attributable to the Aimco Operating Partnership
Balance, December 31, 2017	$1,657,469
Issuance of common OP Units	50,151
Distributions to preferred units held by Aimco	(6,445)
Distributions to common units held by Aimco	(179,351)
Distributions to common units held by Limited Partners	(9,402)
Redemption of common OP Units	(8,458)
Amortization of Aimco stock-based compensation cost	7,521
Effect of changes in ownership for consolidated entities	(10,101)
Change in accumulated other comprehensive loss	1,319
Other	119
Net income	692,913
Balance, September 30, 2018	$2,195,735

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.

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.

Reclassifications

Certain items included in the year-to-date 2018 and 2017 financial statements have been reclassified to conform to the current presentation.

Income Taxes

As discussed in Note 9 to the consolidated financial statements in Item 8 of our Form 10-K for the year ended December 31, 2017, we have not completed our accounting for the tax effects of the enactment of the Tax Cuts and Jobs Act in late December 2017. Due to the sale of our Asset Management business, discussed further in Note 3, during the nine months ended September 30, 2018, we reversed the remaining valuation allowance recognized as of December 31, 2017, against our deferred tax benefits that we now expect to utilize.

Accounting Pronouncements Adopted in the Current Year

Effective January 1, 2018, we adopted a new standard issued by the Financial Accounting Standards Board, or FASB, that affects accounting for revenue. Under this new standard, revenue is generally recognized when an entity has transferred control of goods or services to a customer for an amount reflecting the consideration to which the entity expects to be entitled for such exchange. In evaluating the contracts we enter into in the ordinary course of business, substantially all of our revenue is generated by lease agreements, which will continue to be subject to existing GAAP until 2019, when we will adopt the new lease accounting standard.

The new revenue standard also introduced new guidance for accounting for other income, including how we measure gains or losses on the sale of real estate. We adopted the new standard using the modified retrospective transition method effective January 1, 2018, with no effect on our results of operations or financial position.

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Effective January 1, 2018, we also adopted new standards issued by the FASB that affect the presentation and disclosure of the statements of cash flows. We are now required to present combined inflows and outflows of cash, cash equivalents, and restricted cash in the consolidated statement of cash flows. Previously our consolidated statements of cash flows presented transfers between restricted and unrestricted cash accounts as operating, financing, and investing cash activities depending upon the required or intended purpose for the restricted funds. The new guidance also requires debt prepayment and other extinguishment related payments to be classified as financing activities. We previously classified such payments as operating activities. We have revised our condensed consolidated statements of cash flows for the nine months ended September 30, 2017 to conform to this presentation, and the effect of the revisions to net cash flows from operating, investing, and financing activities as previously reported for the nine months ended September 30, 2017 are summarized in the following table (in thousands):

	As Previously Reported	Adjustments	As Revised
Net cash provided by operating activities	$285,025	$ 10,124	$295,149
Net cash used in investing activities	(274,139)	(1,746)	(275,885)
Net cash used in financing activities	(16,449)	(369)	(16,818)

Recent Accounting Pronouncements

In 2018, the Securities Exchange Commission, or SEC, amended its rules to eliminate, modify, or integrate into other SEC requirements certain disclosure rules. The amendments are intended to simplify compliance without significantly changing the total mix of information provided to investors and are generally effective on November 5, 2018. The amendments remove the SEC rule that requires REITs to present gain or loss on the sale of real estate, net of income tax, in the statement of operations. Consistent with the SEC's historical requirements, we present gain or loss on dispositions of real estate below continuing operations and net of tax. Accordingly we will recast our consolidated statements of operations to present gain or loss on dispositions of real estate as a component of income before income taxes beginning in our financial statements for the year ending December 31, 2018. Additionally, SEC rules currently require changes in equity subsequent to the prior year-end as either a separate financial statement or in the notes to interim financial statements. We present changes in equity within a footnote to our interim condensed consolidated financial statements in accordance with the SEC rule. The amendments create a requirement to report changes in equity and dividends per share in interim periods as a separate financial statement or within a footnote on a comparative basis for both quarter-to-date and year-to-date periods presented. This disclosure is required for interim financial statements of quarters beginning after the effective date; therefore, we will present comparative interim statements of stockholders equity beginning in our condensed consolidated financial statements for the three months ending March 31, 2019.

In 2018, the FASB amended the new standard on lease accounting, which is effective for us on January 1, 2019. The amendment introduced an optional transition method, which allows the recognition of a cumulative-effect adjustment in the period of adoption and for prior reporting periods to remain as originally presented. Additionally, the amendment introduced a practical expedient for lessors to account for lease and nonlease components as a single component if the timing and pattern of transfer of components are the same, and the lease component would be classified as an operating lease if accounted for separately. We have substantially completed our evaluation of the amendment and expect to elect both the transition option and lessor practical expedient concurrent with our adoption of the standard. We do not anticipate significant changes in the timing of income from our leases with residents. However, in circumstances where we are a lessee, primarily a few ground leases and leases for corporate office space, we will be required to recognize right of use assets and related lease liabilities on our consolidated balance sheets. We are in the process of determining the amount of the right of use assets and related lease liabilities that will be recognized upon adoption.

Note 3 — Significant Transactions, Acquisitions and Dispositions of Apartment Communities

Acquisition of Apartment Communities

During the nine months ended September 30, 2018, we acquired for $160.0 million Bent Tree Apartments, a 748-apartment home community in Fairfax County, Virginia. The purchase price, plus $1.0 million of capitalized

transaction costs, was allocated as follows: $47.0 million to land; $113.0 million to buildings and improvements; and $1.0 million to other items.
During the nine months ended September 30, 2018, we acquired four apartment communities in the Philadelphia area, including 665 apartment homes and 153,000 square feet of office and retail space. The gross purchase price consisted of $208.9 million of assumed property-level debt and the issuance of 1.2 million OP Units. In accordance with GAAP, the OP Units were valued at $41.08 per unit, the closing price of Aimco’s common share on May 1, 2018. Total consideration, plus $6.4 million of capitalized transaction costs, was allocated as follows: $14.1 million to land; $289.7 million to buildings and improvements; $8.3 million to intangible assets; and $12.3 million to intangible liabilities. In connection with the foregoing, we have also contracted to acquire

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an additional apartment community in the Philadelphia area, which is expected to be purchased upon completion of the construction in the first half of 2019.

Dispositions of Apartment Communities and Assets Held for Sale

During the nine months ended September 30, 2018, we sold four apartment communities with 1,334 apartment homes for a gain on disposition of $173.2 million, net of income tax, and gross proceeds of $242.3 million resulting in $230.1 million in net proceeds to us. Two of these communities are located in southern Virginia, one in suburban Maryland, and one in north Philadelphia.

During the nine months ended September 30, 2018, we sold our interests in the entities owning the La Jolla Cove property in settlement of legal actions filed in 2014 by a group of disappointed buyers who had hoped to acquire the property. We provided seller financing with a stated value of $48.6 million and received net cash proceeds of approximately $5.0 million in the sale.

During the nine months ended September 30, 2018, we sold for $590.0 million our Asset Management business and our four affordable apartment communities located in the Hunters Point area of San Francisco. The sale resulted in a gain of $448.2 million, net of $54.1 million of taxes, and net cash proceeds of $512.2 million after payment of transaction costs and repayment of property-level debt encumbering the Hunters Point apartment communities.

In addition to the apartment communities we sold during the periods presented, from time to time we may be marketing for sale certain apartment communities that are inconsistent with our long-term investment strategy. At the end of each reporting period, we evaluate whether such communities meet the criteria to be classified as held for sale. As of September 30, 2018, no apartment communities were classified as held for sale.

Note 4 — Commitments and Contingencies

Commitments

In connection with our redevelopment, development and capital improvement activities, we have entered into various construction-related contracts and we have made commitments to complete redevelopment and development of certain apartment communities, pursuant to financing or other arrangements. As of September 30, 2018, our commitments related to these capital activities totaled approximately $130.6 million, most of which we expect to incur during the next 12 months.

We enter into certain commitments for future purchases of goods and services in connection with the operations of our apartment communities. Those commitments generally have terms of one year or less and reflect expenditure levels comparable to our historical expenditures.

Tax Credit Arrangements

For various partnerships served by our Asset Management business prior to its sale, we were required to manage the partnerships and related apartment communities in compliance with various laws, regulations and contractual provisions that apply to 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 by the limited partners in these partnerships and would require a refund or reduction of investor capital contributions for actions taken during our ownership. In connection with the July 25, 2018, sale of our Asset Management business, the performance obligation related to continuing compliance was assumed by the purchaser.

Income Taxes

In 2014, the Internal Revenue Service initiated an audit of the Aimco Operating Partnership’s 2011 and 2012 tax years. We do not believe the audit will have any material effect on our unrecognized tax benefits, financial condition or results of operations.

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.

Environmental

Various federal, state and local laws subject apartment community owners or operators to liability for management, and the costs of removal or remediation, of certain potentially hazardous materials that may be present in the land or buildings of an apartment community. Such laws often impose liability without regard to fault or whether the owner or operator knew of, or was responsible for, the presence of such materials. The presence of, or the failure to manage or remediate properly, these materials may adversely affect occupancy at such apartment communities as well as the ability to sell or finance such apartment communities.

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In addition, governmental agencies may bring claims for costs associated with investigation and remediation actions. Moreover, private plaintiffs may potentially make claims for investigation and remediation costs they incur or for personal injury, disease, disability or other infirmities related to the alleged presence of hazardous materials. In addition to potential environmental liabilities or costs associated with our current apartment communities, we may also be responsible for such liabilities or costs associated with communities we acquire or manage in the future, or apartment communities we no longer own or operate.

We are engaged in discussions with the Environmental Protection Agency, or EPA, and the Indiana Department of Environmental Management, or IDEM, regarding contaminated groundwater in a residential area in the vicinity of an Indiana apartment community that has not been owned by us since 2008. The contamination allegedly derives from a dry cleaner that operated on our former property, prior to our ownership. We have undertaken a voluntary remediation of the dry cleaner contamination under IDEM's oversight, and in previous years accrued our share of the then-estimated cleanup and abatement costs. In 2016, EPA listed our former community and a number of residential communities in the vicinity on the National Priorities List, or NPL (i.e. as a Superfund site). In May 2018, we prevailed on our federal judicial appeal vacating the Superfund listing. We continue to work with EPA and IDEM to identify options for clean-up of the site. Although the outcome of these processes are uncertain, we do not expect their resolution to have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

We also have been contacted by regulators and the current owner of a property in Lake Tahoe, California, regarding environmental issues allegedly stemming from the historic operation of a dry cleaner. An entity owned by us was the former general partner of a now-dissolved partnership that previously owned a site that was used for dry cleaning. That entity and the current property owner have been remediating the dry cleaner site since 2009, under the oversight of the Lahontan Regional Water Quality Control Board, or Lahontan. In May 2017, Lahontan issued a final cleanup and abatement order that names four potentially-responsible parties, acknowledges that there may be additional responsible parties, and requires the named parties to perform additional groundwater investigation and corrective actions with respect to onsite and offsite contamination. We are appealing the final order while simultaneously complying with it. Although the outcome of this process is uncertain, we do not expect its resolution to have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

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 apartment community 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, 2018, are immaterial to our consolidated financial condition, results of operations and cash flows.

Note 5 — Earnings per Share and Unit

Aimco and the Aimco Operating Partnership calculate basic earnings per common share and basic earnings per common unit based on the weighted average number of shares of Common Stock and common partnership units and participating securities outstanding, and calculate diluted earnings per share and diluted earnings per unit taking into consideration dilutive common stock and common partnership unit equivalents and dilutive convertible securities outstanding during the period.

Our common stock and common partnership unit equivalents include 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. These equivalents also include unvested total stockholder return, or TSR, restricted stock awards that do not meet the definition of participating securities, which would result in an increase in the number of common shares and common partnership units outstanding equal to the number of shares that vest. The dilutive effect of these securities was 0.2 million shares or units for the three and nine months ended September 30, 2018. The dilutive effect of these securities was 0.5 million shares or units for the three and nine months ended September 30, 2017. Securities with dilutive effect are included in the denominator for calculating diluted earnings per share and unit during these periods. There were

0.2 million potential shares and 0.2 million potential units not dilutive and excluded from the denominator for calculating diluted earnings per share and per unit, respectively, for both the three and nine months ended September 30, 2018 and 2017.

Our time-based restricted stock awards receive dividends similar to shares of Common Stock and common partnership units prior to vesting and our TSR long-term incentive partnership units receive a percentage of the distributions paid to common partnership units prior to vesting. These dividends and distributions are not forfeited if the awards fail to vest. Therefore, the unvested shares and units related to these awards are participating securities. The effect of participating securities is included in basic and diluted earnings per share and unit computations using the two-class method of allocating distributed and undistributed earnings when the two-class method is more dilutive than the treasury method. There were 0.3 million and 0.2 million unvested participating securities as of September 30, 2018 and 2017, respectively.

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The Aimco Operating Partnership has various classes of preferred OP Units, which may be redeemed at the holders' option. The Aimco Operating Partnership may redeem these units for cash, or at its option, shares of Common Stock. As of September 30, 2018, these preferred OP Units were potentially redeemable for approximately 2.3 million shares of Common Stock (based on the period end market price), or cash. 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 have excluded these securities from earnings per share and unit computations and we expect to exclude them in future periods.

Note 6 — Fair Value Measurements

Recurring Fair Value Measurements

We measure at fair value on a recurring basis our investments in the securitization trust that holds certain of our property debt, which we classify as available for sale, or AFS, debt securities, which are classified within Level 2 of the GAAP fair value hierarchy.

Our investments in debt securities classified as AFS are presented within other assets in the accompanying condensed consolidated balance sheets. We hold several positions in the securitization trust that pay interest currently and we also hold the first loss position in the securitization trust, which accrues interest over the term of the investment. 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 term of the investments, which, as of September 30, 2018, was approximately 2.7 years. Our amortized cost basis for these investments, which represents the original cost adjusted for interest accretion less interest payments received, was $82.1 million and $77.7 million at September 30, 2018 and December 31, 2017, respectively. We estimated the fair value of these investments to be $87.0 million and $82.8 million at September 30, 2018 and December 31, 2017, respectively.

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. The fair value of the positions that pay interest currently typically moves in an inverse relationship with movements in interest rates. The fair value of the first loss position is primarily correlated to collateral quality and demand for similar subordinate commercial mortgage-backed securities.

Prior to the July 2018 sale of our Asset Management business, we consolidated certain partnerships served by our Asset Management business. These partnerships entered into interest rate swap agreements to limit exposure to interest rate risk on the partnerships' debt by effectively converting the interest from a variable rate to a fixed rate. We estimated the fair value of interest rate swaps as of September 30, 2017, 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. The fair value of these interest rate swaps was classified within Level 2 of the GAAP fair value hierarchy.

The following table sets forth a summary of the changes in fair value of these interest rate swaps (in thousands):

	Nine Months Ended September 30,	
	2018	2017
Beginning balance	$(1,795)	$(3,175)
Realized losses included in interest expense	404	73
Realized losses on derecognition of interest rate swaps	1,115	273
Losses on interest rate swaps reclassified into interest expense from accumulated other comprehensive loss	276	1,076
Unrealized losses included in equity and partners' capital	—	(280)
Ending balance	$—	$(2,033)

For the nine months ended September 30, 2018, realized losses on derecognition of interest rate swaps included in earnings represents previously unrealized losses related to interest rate swaps to which certain partnerships served by our Asset Management business were parties. Upon sale of our Asset Management business, the accumulated other comprehensive income related to the swaps was realized as a component of the gain on disposition. Please refer to

Note 3 for further discussion of this transaction.

For the nine months ended September 30, 2017, realized losses on derecognition of interest rate swaps included in earnings represents previously unrealized losses related to an interest rate swap to which the partnership owning the final Napico property was a party, as described in Note 11 to our consolidated financial statements included in Aimco's and the Aimco Operating Partnership's combined Annual Report on Form 10-K.

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Fair Value Disclosures

We believe that the carrying values of the consolidated amounts of cash and cash equivalents, receivables and payables approximate their fair values at September 30, 2018, and December 31, 2017, due to their relatively short-term nature and high probability of realization. The carrying value of the total indebtedness associated with our Real Estate portfolio approximated its estimated fair value at September 30, 2018 and December 31, 2017. We estimate the fair value of our consolidated debt using an income and market approach, including comparison of the contractual terms to observable and 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 apartment communities within our portfolio. We classify the fair value of debt within Level 3 of the GAAP valuation hierarchy based on the significance of certain of the unobservable inputs used to estimate its fair value.

Note 7 — Business Segments

Our chief executive officer, who is our chief operating decision maker, uses proportionate property net operating income to assess the operating performance of our apartment communities. Proportionate property net operating income is defined as our share of rental and other property revenue less our share of property operating expenses, including real estate taxes, for consolidated apartment communities we own and manage. Beginning in 2018, we exclude from rental and other property revenues the amount of utilities cost reimbursed by residents and reflect such amount as a reduction of the related utility expense within property operating expenses in our evaluation of segment results. In our condensed consolidated statements of operations, utility reimbursements are included in rental and other property revenues, in accordance with GAAP. The tables below have been revised to conform to this presentation.

Apartment communities are classified as either part of our Real Estate portfolio or, prior to the sale in July 2018, those owned through partnerships served by our Asset Management business. As of September 30, 2018, for segment performance evaluation, our Real Estate segment included 129 consolidated apartment communities with 36,339 apartment homes and excluded four apartment communities with 142 apartment homes that we neither manage nor consolidate.

Prior to the July 2018 sale of our Asset Management business, we consolidated certain partnerships in which we held nominal ownership positions. These partnerships own low-income housing tax credit apartment communities. Neither the results of operations nor the assets of these partnerships and apartment communities were quantitatively material; therefore, we have one reportable segment, Real Estate.

The following tables present the revenues, net operating income and income before gain on dispositions of our Real Estate segment on a proportionate basis and excluding amounts related to apartment communities sold as of September 30, 2018 for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Real Estate	Proportionate and Other Adjustments (1)	Corporate and Amounts Not Allocated to Reportable Segment (2)	Consolidated
Three months ended September 30, 2018:				
Rental and other property revenues attributable to Real Estate	$222,856	$ 8,926	$2,266	$ 234,048
Rental and other property revenues of partnerships served by Asset Management business	—	—	5,022	5,022
Tax credit and transaction revenues	—	—	3,411	3,411
Total revenues	222,856	8,926	10,699	242,481
Property operating expenses attributable to Real Estate	62,863	8,405	6,986	78,254
Property operating expenses of partnerships served by Asset Management business	—	—	2,608	2,608

Other operating expenses not allocated to reportable segment (3)	—	—	114,665	114,665
Total operating expenses	62,863	8,405	124,259	195,527
Operating income	159,993	521	(113,560)	46,954
Other items included in income before gain on dispositions (4)	—	—	(15,122)	(15,122)
Income before gain on dispositions	$159,993	$ 521	$(128,682)	$ 31,832

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	Real Estate	Proportionate and Other Adjustments (1)	Corporate and Amounts Not Allocated to Reportable Segment (2)	Consolidated
Three months ended September 30, 2017:				
Rental and other property revenues attributable to Real Estate	$203,935	$ 8,155	$21,618	$ 233,708
Rental and other property revenues of partnerships served by Asset Management business	—	—	18,232	18,232
Tax credit and transaction revenues	—	—	2,695	2,695
Total revenues	203,935	8,155	42,545	254,635
Property operating expenses attributable to Real Estate	57,592	7,609	16,043	81,244
Property operating expenses of partnerships served by Asset Management business	—	—	8,872	8,872
Other operating expenses not allocated to reportable segment (3)	—	—	105,314	105,314
Total operating expenses	57,592	7,609	130,229	195,430
Operating income	146,343	546	(87,684)	59,205
Other items included in income before gain on dispositions (4)	—	—	(36,828)	(36,828)
Income before gain on dispositions	$146,343	$ 546	$(124,512)	$ 22,377

	Real Estate	Proportionate and Other Adjustments (1)	Corporate and Amounts Not Allocated to Reportable Segment (2)	Consolidated
Nine months ended September 30, 2018:				
Rental and other property revenues attributable to Real Estate	$643,656	$ 25,903	$21,012	$ 690,571
Rental and other property revenues of partnerships served by Asset Management business	—	—	42,830	42,830
Tax credit and transaction revenues	—	—	6,987	6,987
Total revenues	643,656	25,903	70,829	740,388
Property operating expenses attributable to Real Estate	183,119	24,337	25,116	232,572
Property operating expenses of partnerships served by Asset Management business	—	—	20,865	20,865
Other operating expenses not allocated to reportable segment (3)	—	—	337,259	337,259
Total operating expenses	183,119	24,337	383,240	590,696
Operating income	460,537	1,566	(312,411)	149,692
Other items included in income before gain on dispositions (4)	—	—	(65,560)	(65,560)

Income before gain on dispositions	$460,537	$ 1,566	$(377,971)	$ 84,132

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	Real Estate	Proportionate and Other Adjustments (1)	Corporate and Amounts Not Allocated to Reportable Segment (2)	Consolidated
Nine months ended September 30, 2017:				
Rental and other property revenues attributable to Real Estate	$589,349	$ 35,542	$61,748	$ 686,639
Rental and other property revenues of partnerships served by Asset Management business	—	—	55,327	55,327
Tax credit and transaction revenues	—	—	8,242	8,242
Total revenues	589,349	35,542	125,317	750,208
Property operating expenses attributable to Real Estate	169,311	25,505	45,138	239,954
Property operating expenses of partnerships served by Asset Management business	—	—	26,458	26,458
Other operating expenses not allocated to reportable segment (3)	—	—	307,096	307,096
Total operating expenses	169,311	25,505	378,692	573,508
Operating income	420,038	10,037	(253,375)	176,700
Other items included in income before gain on dispositions (4)	—	—	(116,691)	(116,691)
Income before gain on dispositions	$420,038	$ 10,037	$(370,066)	$ 60,009

(1) Represents adjustments for the noncontrolling interests in consolidated real estate partnerships' share of the results of consolidated apartment communities in our Real Estate segment, which are included in the related consolidated amounts, but excluded from proportionate property net operating income for our segment evaluation. Also includes the reclassification of utility reimbursements from revenues to property operating expenses for the purpose of evaluating segment results. Utility reimbursements are included in rental and other property revenues in our condensed consolidated statements of operations prepared in accordance with GAAP.

(2) Includes the operating results of apartment communities sold during the periods shown or held for sale at the end of the period, if any, and the operating results of apartment communities owned by consolidated partnerships served by our Asset Management business prior to its sale in July 2018. Corporate and Amounts Not Allocated to Reportable Segment also includes property management expenses and casualty gains and losses, which are included in consolidated property operating expenses and are not part of our segment performance measure.

(3) Other operating expenses not allocated to reportable segment consists of depreciation and amortization, general and administrative expenses and other operating expenses, which are not included in our measure of segment performance.

(4) Other items included in income before gain on dispositions primarily consists of interest and income tax benefit.

The assets of our reportable segment and the consolidated assets not allocated to our segment are as follows (in thousands):

	September 30, 2018	December 31, 2017
Real Estate	$ 5,861,647	$ 5,391,816
Corporate and other assets (1)	323,374	687,224
Total consolidated assets	$ 6,185,021	$ 6,079,040

(1)

Includes the assets not allocated to our reportable segment, primarily corporate assets, and as of December 31, 2017, assets of apartment communities and the Asset Management business, which were sold as of September 30, 2018.

For the nine months ended September 30, 2018 and 2017, capital additions related to our Real Estate segment totaled $241.6 million and $243.3 million, respectively.

Note 8 — Variable Interest Entities

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. A limited partnership is considered a VIE when the majority of the limited partners unrelated to the general partner possess neither the right to remove the general partner without cause, nor certain rights to participate in the decisions that most significantly affect the financial results of the partnership. In determining whether we are the primary

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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.

Aimco consolidates the Aimco Operating Partnership, which is a VIE for which Aimco is the primary beneficiary. Aimco, through the Aimco Operating Partnership, consolidates all VIEs for which the Aimco Operating Partnership is the primary beneficiary.

All of the VIEs we consolidate own interests in one or more apartment communities. VIEs that own apartment communities we classify as part of our Real Estate segment are typically structured to generate a return for their partners through the operation and ultimate sale of the communities. We are the primary beneficiary in the limited partnerships in which we are the sole decision maker and have a substantial economic interest. The table below summarizes information regarding VIEs consolidated by the Aimco Operating Partnership:

As described in Note 3, we sold our Asset Management business in July 2018, including the nominal ownership interest we held in partnerships served by this business.

	September 30, 2018	December 31, 2017
Real Estate portfolio:		
VIEs with interests in apartment communities	9	14
Apartment communities owned by VIEs	9	14
Apartment homes in communities owned by VIEs	3,592	4,321
Consolidated partnerships served by Asset Management business:		
VIEs with interests in apartment communities	—	49
Apartment communities owned by VIEs	—	37
Apartment homes in communities owned by VIEs	—	5,893

Assets of the Aimco Operating Partnership's consolidated VIEs must first be used to settle the liabilities of such consolidated VIEs. These consolidated VIEs' creditors do not have recourse to the general credit of the Aimco Operating Partnership. Assets and liabilities of consolidated VIEs are summarized in the table below (in thousands):

	September 30, 2018	December 31, 2017
Real Estate portfolio:		
Assets		
Net real estate	$ 481,390	$ 529,898
Cash and cash equivalents	13,193	16,111
Restricted cash	7,295	4,798
Liabilities		
Non-recourse property debt secured by Real Estate communities, net	339,278	412,205
Accrued liabilities and other	17,096	10,623
Consolidated partnerships served by Asset Management business:		
Assets		
Real estate, net	—	215,580
Cash and cash equivalents	—	15,931
Restricted cash	—	30,107
Liabilities		
Non-recourse property debt	—	220,356
Accrued liabilities and other	—	20,241

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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 Quarterly 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 rate and property operating results; the effect of acquisitions, dispositions, redevelopments and developments; our ability to meet budgeted costs and timelines, and achieve budgeted rental rates related to our redevelopment and development investments; expectations regarding sales of our apartment communities and the use of proceeds thereof; 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:

- Real estate and operating 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 amount, location and quality of competitive new housing supply; the timing of acquisitions, dispositions, redevelopments and developments; and changes in operating costs, including energy costs;
- Financing risks, including the availability and cost of capital markets' financing; the risk that our cash flows from operations may be insufficient to meet required payments of principal and interest; and the risk that our earnings may not be sufficient to maintain compliance with debt covenants;
- Insurance risks, including the cost of insurance, natural disasters and severe weather such as hurricanes; and
- Legal and regulatory risks, including costs associated with prosecuting or defending claims and any adverse outcomes; the terms of governmental regulations that affect us and interpretations of those regulations; and possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of apartment communities presently 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, 2017, 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.
Certain financial and operating measures found herein and used by management are not defined under accounting principles generally accepted in the United States, or GAAP. These measures are defined and reconciled to the most comparable GAAP measures under the Non-GAAP Measures heading and include: Funds From Operations, Pro forma Funds From Operations, Adjusted Funds From Operations, Free Cash Flow, Economic Income, and the measures used to compute our leverage ratios.
Executive Overview
We are focused on the ownership, management, redevelopment and limited development of quality apartment communities located in several of the largest markets in the United States.
Our principal financial objective is to provide predictable and attractive returns to our equity holders. We measure our long-term total return using Economic Income, defined as Net Asset Value, or NAV, growth plus dividends. NAV is used by many investors because the value of company assets can be readily estimated, even for non-earning assets such as land or properties under development. NAV has the advantage of incorporating the investment decisions of thousands of real estate investors, enhancing comparability among companies that have differences in their

accounting, and avoiding disparity that can result from application of GAAP to investment properties and various ownership structures. Some investors focus on multiples of Adjusted Funds From Operations, or AFFO, and Funds From Operations, or FFO. Our disclosure of AFFO, our measure of current return,

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complements our focus on Economic Income. We also use Pro forma Funds From Operations, or Pro forma FFO, as a secondary measure of operational performance. Our business plan to achieve this principal financial objective is to:

- operate our portfolio of desirable apartment homes with a high level of focus on customer selection and customer satisfaction and in an efficient manner that produces predictable and growing Free Cash Flow;
- improve our portfolio of apartment communities, which is diversified both by geography and price point by selling apartment communities with lower projected Free Cash Flow internal rates of return and investing the proceeds from such sales through capital enhancements, redevelopment, limited development, and acquisitions with greater land value, higher expected rent growth, and projected Free Cash Flow internal rates of return in excess of those expected from communities sold;
- use low levels of financial leverage, primarily in the form of non-recourse, long-dated, fixed-rate property debt and perpetual preferred equity, a combination which reduces our refunding and re-pricing risk and which provides a hedge against increases in interest rates; and