UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2021

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 000-55430

Resource REIT, Inc.
(Exact name of registrant as specified in its charter)

Maryland	**88-0854717**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1845 Walnut Street, 17th Floor, Philadelphia, PA 19103

(Address of principal executive offices) (Zip code)

(215) 231-7050

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

As of November 8, 2021, there were 165,636,606 shares of common stock of Resource REIT, Inc., $0.01 par value per share, outstanding.

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RESOURCE REIT, INC.

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ON FORM 10-Q

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Forward-Looking Statements

Certain statements included in this Quarterly Report on Form 10-Q are forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “could,” “estimate,” “expects,” “intend,” “may,” “plan,” “potential,” “project,” “should,” “will” and “would” or the negative of these terms or other comparable terminology. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect our results of operations, financial condition, cash flows, performance or future achievements or events. Factors that could cause actual results to differ materially from these expectations include, but are not limited to, the continuing adverse effect of the current pandemic of the novel coronavirus, or COVID-19, on our financial condition, results of operations, cash flows and performance, particularly our ability to collect rent, the personal financial condition of our tenants and their ability to pay rent, and the real estate market and the global economy and financial markets. The extent to which COVID-19 impacts us and our tenants will depend on future developments, which cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, and the direct and indirect economic effects of the pandemic and containment measures, among others. Moreover, you should interpret many of the risks identified in our Annual Report on Form 10-K for the year ended December 31, 2020 as being heightened as a result of the ongoing and numerous adverse impacts of COVID-19. Actual results may differ materially from those contemplated by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly revise or update these forward-looking statements to reflect events or circumstances after the date of this report, except as may be required under applicable law.

See the risk factors identified in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2020 as filed with the SEC for a discussion of some, although not all, of the risks and uncertainties that could cause actual results to differ materially from those presented in our forward-looking statements.

Explanatory Note Regarding Financial Information

In connection with the REIT I Merger described below in Note 1, Resource REIT, Inc. (f/k/a Resource Real Estate Opportunity REIT II, Inc.) (“REIT II”) was the legal acquirer and Resource Real Estate Opportunity REIT, Inc. (“REIT I”) was the accounting acquirer for financial reporting purposes. Thus, the financial information set forth herein subsequent to the REIT I Merger reflects results of the combined entity, and the financial information set forth herein prior to the REIT I Merger reflects REIT I’s results. For this reason, period to period comparisons may not be meaningful. Unless the context requires otherwise, all references to the “Company,” “we,” “our,” and “us” herein mean REIT I and one or more of REIT I’s subsidiaries for periods prior to the Mergers, and REIT II and one or more of REIT II’s subsidiaries for periods following the Mergers. Certain historical information of REIT II is included for background purposes. See Note 1, Nature of Business and Organization, for defined terms.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

RESOURCE REIT, INC.
CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands, except share data)

	September 30, 2021	December 31, 2020
ASSETS		
Investments:		
Rental properties, net	$ 2,039,963	$ 897,975
Identified intangible assets, net	—	5
Assets held for sale - rental properties	75,215	—
Total investments	2,115,178	897,980
Cash	107,224	70,015
Restricted cash	19,976	14,769
Subtotal- cash and restricted cash	127,200	84,784
Due from related parties	—	2,763
Tenant receivables, net of allowance of $2,259 and $774, respectively	974	516
Prepaid expenses and other assets	10,192	6,000
Goodwill	154,667	154,935
Operating lease right-of-use assets	2,726	3,180
Total assets	$ 2,410,937	$ 1,150,158
LIABILITIES AND EQUITY		
Liabilities:		
Mortgage notes payable, net	$ 1,550,464	$ 825,986
Accounts payable and accrued expenses	21,078	12,677
Accrued real estate taxes	20,759	7,370
Due to related parties	—	20,245
Tenant prepayments	2,227	1,210
Security deposits	5,201	2,860
Operating lease liabilities	2,761	3,190
Total liabilities	$ 1,602,490	$ 873,538
Equity:		
Preferred stock, par value $.01; 10,000,000 shares authorized, none issued	—	—
Common stock, par value $.01; 1,000,000,000 shares authorized; 165,636,606 and 86,075,442 shares issued and outstanding (including 1,055,589 and 790,272 of unvested restricted shares, respectively)	1,656	861
Convertible stock; par value $.01; 50,000 shares authorized; 50,000 and 49,935 shares issued and outstanding, respectively	1	1
Additional paid-in capital	1,326,572	618,074
Accumulated other comprehensive income (loss)	(111)	(391)
Accumulated deficit	(519,671)	(469,736)
Total stockholders' equity	808,447	148,809
Noncontrolling interest	—	127,811
Total equity	808,447	276,620
Total liabilities and equity	$ 2,410,937	$ 1,150,158

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

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RESOURCE REIT, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues:				
Rental income	$ 62,961	$ 33,258	$ 178,466	$ 99,625
Property management fee income - related parties	—	289	342	289
Asset management fee income - related parties	—	702	833	702
Other revenue	—	—	37	—
Total revenues	62,961	34,249	179,678	100,616
Expenses:				
Property operating expenses	17,013	10,652	48,824	28,911
Real estate taxes	7,292	4,033	22,477	12,864
Acquisition costs	—	—	—	113
Property management fees - third party	1,696	392	5,017	392
Property management fees- related party	—	1,124	—	4,071
Asset Management fees - related party	—	2,335	—	8,518
Transaction costs	—	1,849	—	1,849
Casualty loss	454	18	1,372	221
General and administrative- Property related	1,335	954	3,982	2,640
General and administrative- Corporate	5,207	1,972	18,454	5,332
Loss on disposal of assets	188	142	606	363
Depreciation and amortization expense	24,128	12,760	75,178	38,927
Total expenses	57,313	36,231	175,910	104,201
Income (loss) before other income (expense)	5,648	(1,982)	3,768	(3,585)
Other income (expense):				
Interest expense	(10,774)	(5,632)	(36,204)	(19,772)
Interest income	—	42	21	141
Gain on sale of rental property	—	—	18,734	—
Gain on sale of land easement	—	20	—	310
Insurance proceeds in excess of cost basis	80	3	241	39
Total other income (expense)	(10,694)	(5,567)	(17,208)	(19,282)
Loss before income taxes	(5,046)	(7,549)	(13,440)	(22,867)
Provision for income taxes	—	—	(206)	—
Net loss	$ (5,046)	$ (7,549)	$ (13,646)	$ (22,867)
Redemption of preferred OP units	(342)	—	(342)	—
Preferred return to preferred OP unit holders	(921)	(286)	(3,161)	(286)
Net loss after preferred return	(6,309)	(7,835)	(17,149)	(23,153)
Less: Allocation of income to preferred unit holders attributable to noncontrolling interest	47	6	158	6
Less: Net loss attributable to noncontrolling interest	188	171	696	171
Net loss attributable to common stockholders	$ (6,074)	$ (7,658)	$ (16,295)	$ (22,976)
Weighted average common shares outstanding- basic	158,320	85,598	150,202	85,533
Weighted average common shares outstanding- diluted	158,320	85,598	150,202	85,533
Net loss per common share- BASIC	$ (0.04)	$ (0.09)	$ (0.11)	$ (0.27)
Net loss per common share- DILUTED	$ (0.04)	$ (0.09)	$ (0.11)	$ (0.27)

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

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RESOURCE REIT, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Net loss	$ (5,046)	$ (7,549)	$ (13,646)	$ (22,867)
Other comprehensive income (loss):				
Reclassification adjustment for realized loss on designated derivatives	61	29	120	109
Designated derivatives, fair value adjustments	(168)	(288)	169	(258)
Total comprehensive loss	(5,153)	(7,808)	(13,357)	(23,016)
Redemption of preferred OP units	(342)	—	(342)	—
Preferred return to preferred OP unit holders	(921)	(286)	(3,161)	(286)
Total comprehensive loss after preferred return to preferred OP unit holders	(6,416)	(8,094)	(16,860)	(23,302)
Net loss attributable to noncontrolling interest	188	171	696	171
Allocation of income to preferred unit holders attributable to noncontrolling interest	47	6	158	6
Total other comprehensive loss (income) attributable to noncontrolling interest	12	6	(9)	6
Comprehensive (income) loss attributable to noncontrolling interest	247	183	845	183
Comprehensive loss attributable to common stockholders	$ (6,169)	$ (7,911)	$ (16,015)	$ (23,119)

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

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RESOURCE REIT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021
(in thousands)
(unaudited)

	Common Stock		Convertible Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount						
Balance at January 1, 2021	86,076	$861	50	$1	$618,074	$(391)	$(469,736)	$148,809	$127,811	$276,620
Merger	71,222	712	—	—	644,563	—	—	645,275	—	645,275
Common stock issued through the distribution reinvestment plan	289	3	—	—	2,487	—	—	2,490	—	2,490
Issuance of restricted stock	568	5	—	—	(5)	—	—	—	—	—
Stock-based compensation	—	—	—	—	3,022	—	—	3,022	—	3,022
Distributions declared	—	—	—	—	—	—	(11,029)	(11,029)	(555)	(11,584)
Common stock redemptions	(306)	(3)	—	—	(2,774)	—	—	(2,777)	—	(2,777)
Preferred return to preferred OP unit holders	—	—	—	—	—	—	(1,061)	(1,061)	(59)	(1,120)
Other comprehensive income	—	—	—	—	—	395	—	395	22	417
Net loss	—	—	—	—	—	—	(15,512)	(15,512)	(865)	(16,377)
Balance at March 31, 2021	157,849	$1,578	50	$1	$1,265,367	$4	$(497,338)	$769,612	$126,354	$895,966
Common stock issued through the distribution reinvestment plan	311	3	—	—	2,671	—	—	2,674	—	2,674
Issuance of restricted stock	(1)	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	379	—	—	379	—	379
Distributions declared	—	—	—	—	—	—	(11,039)	(11,039)	(555)	(11,594)
Common stock redemptions	(149)	(1)	—	—	(1,348)	—	—	(1,349)	—	(1,349)
Preferred return to preferred OP unit holders	—	—	—	—	—	—	(1,068)	(1,068)	(52)	(1,120)
Other comprehensive loss	—	—	—	—	—	(20)		(20)	(1)	(21)
Net income	—	—	—	—	—	—	7,420	7,420	357	7,777
Balance at June 30, 2021	158,010	$1,580	50	$1	$1,267,069	$(16)	$(502,025)	$766,609	$126,103	$892,712
Common stock issued through the distribution reinvestment plan	314	3	—	—	2,701	—	—	2,704	—	2,704
Issuance of restricted stock	14	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	400	—	—	400	—	400
Distributions declared	—	—	—	—	—	—	(11,572)	(11,572)	—	(11,572)
Common stock redemptions	(241)	(2)	—	—	(2,179)	—	—	(2,181)	—	(2,181)
Conversion of common OP Units to common stock	7,540	75		—	58,581	—	—	58,656	(58,656)	—
Redemption of preferred OP units	—			—	—	—	(329)	(329)	(67,213)	(67,542)
Preferred return to preferred OP unit holders	—	—	—	—	—	—	(887)	(887)	(34)	(921)
Other comprehensive loss	—	—	—	—	—	(95)		(95)	(12)	(107)
Net loss	—	—	—	—	—	—	(4,858)	(4,858)	(188)	(5,046)
Balance at September 30, 2021	165,637	$1,656	50	$1	$1,326,572	$(111)	$(519,671)	$808,447	$—	$808,447

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

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RESOURCE REIT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
(in thousands)
(unaudited)

	Common Stock		Convertible Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount						
Balance at January 1, 2020	85,045	$850	50	$1	$616,310	$(218)	$(434,128)	$182,815	$—	$182,815
Common stock issued through the distribution reinvestment plan	717	7	—	—	6,078	—	—	6,085	—	6,085
Distributions declared	—	—	—	—	—	—	(10,449)	(10,449)	—	(10,449)
Common stock redemptions	(34)	(1)	—	—	(300)	—	—	(301)	—	(301)
Other comprehensive income	—	—	—	—	—	98	—	98	—	98
Net loss	—	—	—	—	—	—	(8,821)	(8,821)	—	(8,821)
Balance at March 31, 2020	85,728	$856	50	$1	$622,088	$(120)	$(453,398)	$169,427	$—	$169,427
Common stock redemptions	(130)	(1)	—	—	(1,181)	—	—	(1,182)	—	(1,182)
Other comprehensive income	—	—	—	—	—	12	—	12	—	12
Net loss	—	—	—	—	—	—	(6,497)	(6,497)	—	(6,497)
Balance at June 30, 2020	85,598	$855	50	$1	$620,907	$(108)	$(459,895)	$161,760	$—	$161,760
Issuance of operating partnership units in Self-Management Transaction	—	—	—	—	—	—	—	—	128,200	128,200
Issuance of restricted stock	791	8	—	—	(8)	—	—	—	—	—
Stock-based compensation	—	—	—	—	2	—	—	2	—	2
Allocation of income to preferred unit holders	—	—	—	—	—	—	(280)	(280)	(6)	(286)
Other comprehensive loss	—	—	—	—	—	(253)	—	(253)	(6)	(259)
Net loss	—	—	—	—	—	—	(7,378)	(7,378)	(171)	(7,549)
Balance at September 30, 2020	86,389	$863	50	$1	$620,901	$(361)	$(467,553)	$153,851	$128,017	$281,868

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

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RESOURCE REIT, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Cash flows from operating activities:		
Net loss	$ (13,646)	$ (22,867)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss on disposal of assets	606	363
Casualty (gains)/ losses, net of insurance proceeds received	881	(533)
Net gain on disposition of property	(18,734)	—
Net gain on sale of land easement	—	(310)
Loss on extinguishment of debt	1,462	—
Depreciation and amortization	75,178	38,927
Amortization of deferred financing costs	1,887	1,117
Amortization of debt premium (discount)	216	(246)
Realized loss on change in fair value of interest rate cap	120	109
Stock-based compensation	3,801	2
Accretion of discount and direct loan fees and costs	—	(31)
Changes in operating assets and liabilities, net of acquisitions:		
Tenant receivables, net	(149)	(226)
Prepaid expenses and other assets	3,677	(3,134)
Due to/from related parties, net	23	1,527
Accounts payable and accrued expenses	4,586	(776)
Tenant prepayments	(713)	24
Security deposits	357	276
Net cash provided by operating activities	59,552	14,222
Cash flows from investing activities:		
Proceeds from disposal of property, net of closing costs	24,122	—
Cash acquired in connection with the Merger, net of acquisition costs	76,858	—
Proceeds from sale of land easement	—	312
Working capital paid in Self-Management Transaction	—	(852)
Insurance proceeds received for casualty losses	6,853	674
Capital expenditures	(18,260)	(8,513)
Principal payments received on loans held for investment	—	20
Payment of consideration related to Self-Management Transaction	(19,125)	—
Net cash provided by (used in) investing activities	70,448	(8,359)
Cash flows from financing activities:		
Redemptions of common and convertible stock	(6,307)	(1,483)
Redemptions of preferred OP units	(67,542)	—
Payment of deferred financing costs	(5,523)	—
Borrowings on mortgages	33,202	9,452
Principal repayments on mortgages	(10,815)	(8,459)
Purchase of interest rate caps	(556)	(295)
Distributions paid on common stock	(26,882)	(4,364)
Distributions paid to preferred OP unit holders	(3,161)	—
Net cash used in financing activities	(87,584)	(5,149)
Net increase in cash and restricted cash	42,416	714
Cash and restricted cash at beginning of period	84,784	61,838
Cash and restricted cash at end of period	$ 127,200	$ 62,552
Reconciliation of cash and restricted cash		
Cash	$ 107,224	$ 50,427
Restricted cash	19,976	12,125
Cash and restricted cash at end of period	$ 127,200	$ 62,552

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

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NOTE 1 - NATURE OF BUSINESS AND OPERATIONS

Resource REIT, Inc., formerly known as Resource Real Estate Opportunity REIT II, Inc. ("REIT II") was organized in Maryland on September 28, 2012. REIT II launched an initial public offering in February 2014, the primary portion of which terminated in February 2016. Substantially all of the business of Resource REIT, Inc. is conducted through RRE Opportunity OP II, LP ("OP II" or the "Operating Partnership") in which Resource REIT, Inc. is the sole general partner.

Resource REIT, Inc.'s objective is to make investments in apartment communities to provide investors with growing cash flow and increasing asset values. The Company has acquired and may continue to acquire underperforming apartments which it will renovate and stabilize in order to increase rents.

Resource REIT, Inc. elected to be taxed as a real estate investment trust ("REIT") for U.S. federal income tax purposes under the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), commencing with its taxable year ending December 31, 2014. Resource REIT, Inc. also operates its business in a manner intended to permit it to maintain its exemption from registration under the Investment Company Act of 1940, as amended.

Mergers with Resource Real Estate Opportunity REIT, Inc. and Resource Apartment REIT III, Inc.

On September 8, 2020, REIT II entered into merger agreements (as described herein) to acquire each of Resource Real Estate Opportunity REIT, Inc. ("REIT I") and Resource Apartment REIT III, Inc. ("REIT III") in stock-for-stock transactions whereby each of REIT I and REIT III were to be merged into one of REIT II's wholly owned subsidiaries. The REIT I Merger (as defined below) and the REIT III Merger (as defined below) are referred to collectively herein as the Mergers. Each of the Mergers was intended to qualify as a "reorganization" under, and within the meaning of, Section 368(a) of the Internal Revenue Code of 1986, as amended. The Mergers became effective as of January 28, 2021.

REIT I Merger

On September 8, 2020, REIT II, OP II, Revolution I Merger Sub, LLC, a wholly-owned subsidiary of REIT II ("Merger Sub I"), REIT I, and Resource Real Estate Opportunity OP, LP ("OP I"), the operating partnership of REIT I, entered into an Agreement and Plan of Merger (the "REIT I Merger Agreement").

Effective January 28, 2021, REIT I merged with and into Merger Sub I, with Merger Sub I surviving as direct, wholly-owned subsidiary of REIT II (the "REIT I Company Merger") and OP I merged with and into OP II (the "REIT I Partnership Merger" and, together with the REIT I Company Merger, the "REIT I Merger"), with OP II surviving. At such time, the separate existence of REIT I and OP I ceased. At the effective time of the REIT I Company Merger, each issued and outstanding share of REIT I's common stock (or fraction thereof) converted into the right to receive 1.22423 shares of REIT II's common stock, and each issued and outstanding share of REIT I's convertible stock converted into the right to receive $0.02 in cash (without interest).

At the effective time of the REIT I Partnership Merger, each common unit of partnership interests in OP I outstanding immediately prior to the effective time of the REIT I Partnership Merger converted into the right to receive 1.22423 common units of partnership interest in OP II ("OP Common Units") and each Series A Cumulative Participating Redeemable Preferred Unit in OP I issued and outstanding immediately prior to the effective time of the REIT I Partnership Merger converted into the right to receive one Series A Cumulative Participating Redeemable Preferred Unit in OP II ("OP Preferred Units").

REIT III Merger

On September 8, 2020, REIT II, OP II, Revolution III Merger Sub, LLC, a wholly-owned subsidiary of REIT II ("Merger Sub III"), REIT III, and Resource Apartment OP III, LP ("OP III"), the operating partnership of REIT III, entered into an Agreement and Plan of Merger (the "REIT III Merger Agreement").

Effective January 28, 2021, REIT III merged with and into Merger Sub III, with Merger Sub III surviving as a direct, wholly-owned subsidiary of REIT II (the "REIT III Company Merger") and OP III merged with and into OP II (the "REIT III Partnership Merger" and, together with the REIT III Company Merger, the "REIT III Merger"), with OP II surviving the REIT III Partnership Merger. At such time, the separate existence of REIT III and OP III ceased. The REIT I Merger and the REIT III Merger are hereinafter together referred to as the "Merger".

At the effective time of the REIT III Company Merger, each issued and outstanding share of REIT III's common stock (or fraction thereof) converted into the right to receive 0.925862 shares of REIT II's common stock. At the effective time of the REIT III Partnership Merger, each common unit of partnership interests in OP III outstanding immediately prior to the effective time of the REIT III Partnership Merger was retired and ceased to exist. In addition, for each share of REIT II common stock issued in the REIT III Company Merger, a common unit of partnership interest was issued to REIT II by OP II.

Effective as of the close of the REIT I Merger, REIT II acquired Resource Real Estate Opportunity Advisor II, LLC and Resource Real Estate Opportunity Advisor, LLC (the "Former Advisor"), Resource Apartment Advisor III, LLC and became a self-managed REIT. In connection with the Mergers, REIT II was the legal acquirer and REIT I was the accounting acquirer for financial reporting purposes, as discussed in Note 6, Rental Properties. Thus, the financial information set forth herein subsequent to the Mergers reflects results of the combined entity, and the financial information set forth herein prior to the Mergers reflects REIT I's results. For this reason, period to period comparisons may not be meaningful.

On September 8, 2020, REIT I, entered into a series of transactions to become self-managed (the "Self-Management Transaction") as further described in Note 3, Self-Management Transaction, and succeeded to the advisory, asset management and property management arrangements in place for the Company.

As of September 30, 2021, a total of 165.6 million shares of common stock, including shares issued through the distribution reinvestment plan, remain outstanding.

The consolidated financial statements and the information and tables contained in the notes to the consolidated financial statements are unaudited. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). However, in the opinion of management, these interim financial statements include all the necessary adjustments to fairly present the results of the interim periods presented. The REIT I consolidated balance sheet as of December 31, 2020 was derived from the audited consolidated financial statements as of and for the year ended December 31, 2020. The unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020, included in the Amended Current Report on Form 8-K/A filed by the Company on April 8, 2021. The results of operations for the nine months ended September 30, 2021 may not necessarily be indicative of the results of operations for the full year ending December 31, 2021. The Company has adopted a fiscal year ending December 31.

COVID-19 Pandemic

One of the most significant risks and uncertainties facing the Company and the real estate industry generally continues to be the effect of the ongoing public health crisis of the novel coronavirus disease ("COVID-19") pandemic. The Company continues to closely monitor the impact of the COVID-19 pandemic on all aspects of its business, including how the pandemic is impacting its tenants. The Company did not incur significant disruptions from the COVID-19 pandemic during the three and nine months ended September 30, 2021; however, a small percentage of its tenants requested a rent deferral as a result of the pandemic. The Company evaluates each tenant rent deferral request on an individual basis, considering a number of factors. Not all tenant requests have or will ultimately result in modified agreements, nor is the Company forgoing its contractual rights under its lease agreements. There are no executed short-term rent deferral plans outstanding at September 30, 2021.

The extent to which the COVID-19 pandemic impacts the Company's operations and those of its tenants depends on future developments, which cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, and the direct and indirect economic effects of the pandemic and containment measures. The Company is unable to predict the ultimate impact that the pandemic will have on its financial condition, results of operations and cash flows due to numerous uncertainties.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying consolidated financial statements follows:

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with GAAP.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Segment Reporting

The Company does not evaluate performance on a relationship-specific or transactional basis and does not distinguish its principal business or group its operations on a geographical basis for purposes of measuring performance. Accordingly, the Company believes it has a single operating segment for reporting purposes in accordance with GAAP.

Concentration of Risk

As of September 30, 2021, the Company's real estate investments in Texas, Georgia, Illinois, and Colorado represented 25%, 13%, 11%, and 10%, respectively, of the net book value of its rental property assets. Any adverse economic or real estate developments in these markets, such as the impact of the COVID-19 pandemic, business layoffs or downsizing, industry slowdowns, relocations of businesses, adverse weather events, changing demographics and other factors, or any decrease in demand for multifamily rentals resulting from the local business climate, could adversely affect the Company's operating results and its ability to make distributions to stockholders.

Use of Estimates

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

Adoption of New Accounting Standards

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-04, "Reference Rate Reform (Topic 848)." ASU No. 2020-04 provides optional guidance for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. The amendments in ASU 2020-04 are effective for all entities as of March 12, 2020 through December 31, 2022. The Company has elected to apply the hedge accounting expedients related to probability and the assessments of effectiveness for future LIBOR-indexed cash flows to assume that the index upon which future hedged transactions will be based matches the index on the corresponding derivatives. Application of these expedients preserves the presentation of derivatives consistent with past presentation. The Company continues to evaluate the impact of the guidance and may apply other elections as applicable as additional changes in the market occur.

<u>Accounting Standards Issued But Not Yet Effective</u>

In August 2020, FASB issued ASU 2020-06, "Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40) Accounting for Convertible Instruments and Contracts in an Entity's Own Equity". ASU 2020-06 addresses the complexity of guidance for certain financial (convertible) instruments with characteristics of liabilities and equity. ASU No. 2020-06 will be effective for the Company beginning January 1, 2022. The Company is continuing to evaluate this guidance; however, it does not expect the adoption of ASU 2020-06 to have a material effect on its consolidated financial statements and disclosures.

Assets Held for Sale

The Company presents rental property assets that qualify as held for sale separately in the consolidated balance sheets. Real estate assets held for sale are measured at the lower of carrying amount or fair value less cost to sell. Subsequent to classification of an asset as held for sale, no further depreciation is recorded. As of September 30, 2021, the Company had four

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rental properties included in assets held for sale. As of December 31, 2020, the Company had no rental properties included in assets held for sale.

Rental Properties

The Company records acquired rental properties at fair value on the acquisition date. The Company considers the period of future benefit of an asset to determine its appropriate useful life and depreciates the asset using the straight-line method. The Company anticipates the estimated useful lives of its assets by class as follows:

Buildings	27.5 years
Building improvements	5.0 to 27.5 years
Furniture, fixtures, and equipment	2.0 to 5.0 years
Tenant improvements	Shorter of lease term or expected useful life
Lease intangibles	Weighted average remaining term of related lease

Improvements and replacements are capitalized when they have a useful life greater than or equal to one year. Construction management fees are capitalized along with the related asset. Costs of repairs and maintenance are expensed as incurred.

Impairment of Long-Lived Assets

The Company periodically evaluates its long-lived assets, primarily investments in rental properties, for impairment indicators. The review considers factors such as past and expected future operating income, market and other applicable trends and residual value, as well as the effects of leasing demand, competition and other factors. When circumstances indicate the carrying value of a property may not be recoverable, the Company reviews the asset for permanent impairment. This review is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition. An impairment loss will be recorded to the extent that the carrying value exceeds the estimated fair value of the property for properties to be held and used. For properties held for sale, the impairment loss would be the adjustment to fair value less the estimated cost to dispose of the asset.

In conjunction with the Mergers, and for the Company's annual estimated value per share calculation of the combined company following the Mergers, a third-party was engaged to provide the estimated fair value of our rental properties as of January 28, 2021. The Company compared these values to its carrying values and concluded that there was no indication that the carrying value of the Company's investments in real estate were not recoverable as of September 30, 2021. There were no indications of impairment or impairment losses recorded on long-lived assets during the three and nine months ended September 30, 2021 and 2020.

Allocation of the Purchase Price of Acquired and Foreclosed Assets

Acquisitions that do not meet the definition of a business under FASB Accounting Standards Codification ("ASC"), *Business Combinations*, ("ASC 805") are accounted for as asset acquisitions. In most cases, the Company believes acquisitions of real estate will no longer be considered business combinations, as in most cases substantially all of the fair value is concentrated in a single identifiable asset or group of tangible assets that are physically attached to each other (land and building). However, if the Company determines that substantially all of the fair value of the gross assets acquired is not concentrated in either a single identifiable asset or in a group of similar identifiable assets, the Company will then perform an assessment to determine whether the asset is a business by using the framework outlined in the ASU. If the Company determines that the acquired asset is not a business, the Company will allocate the cost of the acquisition, including transaction costs, to the assets acquired or liabilities assumed based on their relative fair value.

Upon the acquisition of real properties, the Company allocates the purchase price of properties to acquired tangible assets consisting of land, buildings, fixtures and improvements, identified intangible lease assets, consisting of the value of above-market and below-market leases, as applicable, the value of in-place leases, the value of tenant relationships, and liabilities, based in each case on their fair values.

The Company records above-market and below-market in-place lease values for acquired properties based on the present value (using an interest rate that reflects the risks associated with the leases acquired) of the difference between (i) the

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contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The Company amortizes any capitalized above-market or below-market lease values as an increase or reduction to rental income over the remaining non-cancelable terms of the respective leases.

The Company measures the aggregate value of other intangible assets acquired based on the difference between (i) the property valued with existing in-place leases adjusted to market rental rates and (ii) the property valued as if it were vacant. Management's estimates of value are determined by independent appraisers. Factors to be considered in the analysis include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions and costs to execute similar leases.

In estimating the fair value of both the tangible and intangible acquired assets, the Company also considers information obtained about each property as a result of its pre-acquisition due diligence. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods. Management also estimates costs to execute similar leases including leasing commissions and legal and other related expenses to the extent that such costs have not already been incurred in connection with a new lease origination as part of the transaction.

The total amount of other intangible assets acquired is further allocated to customer relationship intangible values based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with that respective tenant. Characteristics to be considered by management in allocating these values include the nature and extent of the Company's existing relationships with the tenant, the tenant's credit quality and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors.

The Company amortizes the value of in-place leases to expense over the average remaining term of the underlying leases. The value of customer relationship intangibles is amortized to expense over the initial term and any renewal periods in the respective leases, but in no event will the amortization periods for the intangible assets exceed the remaining depreciable life of the building.

The determination of the fair value of assets and liabilities acquired requires the use of significant assumptions with regard to current market rental rates, discount rates and other variables. The use of inappropriate estimates would result in an incorrect assessment of the purchase price allocations, which could impact the amount of the Company's reported net income.

Goodwill

The Company records the excess of the cost of an acquired entity over the difference between the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed as goodwill. Goodwill is not amortized but is tested for impairment at a level of reporting referred to as a reporting unit during the fourth quarter of each calendar year, or more frequently if events or changes in circumstances indicate that the asset might be impaired. There have been no such events or changes in circumstances during the three and nine months ended September 30, 2021 and 2020.

Revenue Recognition and Receivables

The Company recognizes minimum rent, including rental abatements and contractual fixed increases attributable to operating leases, where collection has been considered probable, on a straight-line basis over the term of the related lease, which is accounted for in accordance with ASC 842, Leases ("ASC 842").

The future minimum rental payments to be received from noncancelable operating leases for residential rental properties are $50.5 million for the remainder of 2021 and $85.9 million for the twelve months ending December 31, 2022. These figures include future minimum rentals to be received from noncancelable operating leases for residential rental properties held for sale of $2.6 million for the remainder of 2021 and $4.3 million for the twelve months ending December 31, 2022. The future minimum rental payments to be received from noncancelable operating leases for both commercial rental properties and antenna rentals are $104,000 for the remainder of 2021 and $427,000, $393,000, $336,000, and $253,000 for the years ending December 31, 2022 through December 31, 2025, respectively, and $1.3 million thereafter.

Revenue is primarily derived from the rental of residential housing units for which the Company receives minimum rents and utility reimbursements pursuant to underlying tenant lease agreements. The Company also receives other ancillary

fees for administration of leases, late payments and amenities, and revenue sharing arrangements for cable income from contracts with cable providers at the Company's properties (discussed below). A performance obligation is a promise in a contract to transfer a distinct good or service to a customer. The Company records the utility reimbursement income and ancillary charges in the period when the performance obligation is completed, either at a point in time or on a monthly basis as the service is utilized.

The Company has revenue sharing arrangements for cable income from contracts with cable providers at the Company's properties. Included in accounts payable and accrued expenses on the consolidated balance sheets as of September 30, 2021 and December 31, 2020 is a contract liability related to deferred revenue from contracts with cable providers of approximately $1.6 million and $760,000, respectively. The Company recognizes income on a straight-line basis over the contract period of 10 years to 12 years. During the three and nine months ended September 30, 2021, approximately $61,000 and $174,000, respectively, of revenue from the contract liability was recognized as income.

Following the Self- Management Transaction (described in Note 3 below) through the effective date of the Mergers on January 28, 2021, the Company received asset management and property management fees from REIT II and REIT III. The monthly asset management fee was equal to one-twelfth of 1.0% of the cost of each asset held by REIT II and one-twelfth of 1.0% of the appraised value of each asset held by REIT III, without deduction for depreciation, bad debts or other non-cash reserves. The monthly property management fee was calculated based on 4.5% of the gross monthly receipts from REIT II's and REIT III's properties. The Company recognized revenue for both asset and property management fees as earned on a monthly basis. The Company had determined under ASC 606 – Revenue from Contracts with Customers ("ASC 606"), that the performance obligation for asset and property management services are satisfied as the services are rendered. The Company was compensated for its services on a monthly basis and these services represent a series of distinct daily services in accordance with ASC 606. As a result of the Mergers, these fees are no longer being paid.

The Company evaluates its portfolio of operating leases for collectability at both the onset of the underlying leases and on an ongoing basis. Tenant receivables include amounts for which collectability was assessed as probable in accordance with the guidance in ASC 842-30. For tenant receivables, which include base rents, straight-line rentals, expense reimbursements and other revenue or income, the Company also estimates a general allowance for uncollectible accounts under ASC 450-20. The Company determines the collectability of its receivables related to rental revenue by considering a number of factors, including the length of time receivables are past due, security deposits held, the Company's previous loss history, the tenants' current ability to pay their obligations to the Company, and the condition of the general economy and the industry as a whole. If collectability is not probable, the Company adjusts rental income for the amount of the uncollectible revenue.

Due to the COVID-19 pandemic, some residents have experienced difficulty making rent payments and the Company's receivables have increased compared to historical levels. As of September 30, 2021 and December 31, 2020, the Company recorded a $2.3 million and $774,000 allowance for bad debts, respectively, to appropriately reflect management's estimate for uncollectible accounts. The total adjustment to rental and other property income for the three and nine months ended September 30, 2021 was approximately $522,000 and $2.1 million, respectively, for provision for bad debt expense, net of recoveries. The provision for bad debts was recorded as a reduction to rental income in the Company's consolidated statements of operations. The age of the receivables included in the allowance balance as of September 30, 2021 was: 10.5% less than 30 days past due, 11.1% 31-60 days past due, 1.1% 61-90 days past due and 77.3% over 90 days past due.

Leases

For operating leases where the Company is the lessor, the underlying leased asset is recognized as real estate on the balance sheet. The Company, as a lessor of multifamily apartment units, has nonlease components associated with these leases (i.e. common area maintenance, utilities, etc.). The Company combines nonlease component revenue streams and accounts for them as a combined component with leasing revenue.

For leases in which the Company is the lessee, primarily consisting of office leases, a parking lot lease, and office equipment leases, the Company recognizes a right-of-use ("ROU") asset and a lease liability equal to the present value of the minimum lease payments. Operating leases are included in operating lease ROU assets and operating lease liabilities in the Company's consolidated balance sheets. The Company uses a market rate for equipment leases, when readily determinable, in calculating the present value of lease payments. Otherwise, the incremental borrowing rate is used. The operating lease ROU asset includes any lease payments and excludes lease incentives. Operating lease terms may include options to extend the lease

when it is reasonably certain the lease will be extended. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Income Taxes

The Company elected to be taxed as a REIT commencing with its taxable year ended December 31, 2014. To maintain its REIT qualification under the Code, the Company is generally required to distribute at least 90% of its taxable net income (excluding net capital gains) to its stockholders as well as comply with other requirements, including certain asset, income and stock ownership tests. As a REIT, the Company is not subject to federal corporate income tax to the extent that it distributes 100% of its REIT taxable income each year. If the Company fails to qualify as a REIT, and does not qualify for certain statutory relief provisions, it is subject to U.S. federal, state and local income taxes and may be precluded from qualifying as a REIT for the subsequent four taxable years following the year in which it fails its REIT qualification. Accordingly, the Company's failure to qualify as a REIT could have a material adverse impact on its results of operations and amounts available for distribution to its stockholders.

The dividends-paid deduction of a REIT for qualifying dividends to its stockholders is computed using the Company's taxable income as opposed to net income reported on the financial statements. Generally, taxable income differs from GAAP net income because the determination of taxable income is based on tax provisions and not financial accounting principles.

The Company may elect to treat any of its subsidiaries as a taxable REIT subsidiary ("TRS"). In general, a TRS may hold assets and engage in activities that the Company cannot hold or engage in directly and generally may engage in any real estate or non-real estate-related business. A TRS is subject to U.S. federal, state and local corporate income taxes. While a TRS may generate net income, a TRS can declare dividends to the Company which will be included in the Company's taxable income and necessitate a distribution to its stockholders. Conversely, if the Company retains earnings at a TRS level, no distribution is required and the Company can increase book equity of the consolidated entity. As of both September 30, 2021 and December 31, 2020, the Company treated one of its subsidiaries as a TRS.

The Company evaluates the benefits from tax positions taken or expected to be taken in its tax return. Only the largest amount of benefits from tax positions that will more likely than not be sustainable upon examination are recognized by the Company. The Company does not have any unrecognized tax benefits, nor interest and penalties, recorded in its consolidated financial statements and does not anticipate significant adjustments to the total amount of unrecognized tax benefits within the next 12 months.

The Company is subject to examination by the U.S. Internal Revenue Service ("IRS") and by the taxing authorities in states in which the Company has significant business operations. The Company is not currently undergoing any examinations by taxing authorities. The Company is not subject to IRS examination for tax return years 2016 and prior.

Earnings Per Share

Basic earnings per share is calculated on the basis of the weighted-average number of common shares outstanding during the year. Basic earnings per share is computed by dividing income available to common stockholders by the weighted-average common shares outstanding during the period. Diluted earnings per share take into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted to common stock. Distributions declared per common share assume each share was issued and outstanding each day during the period or based upon the two-class method, whichever is more dilutive.

None of the shares of convertible stock (see Note 13) or 602,506 unvested performance awards are included in the diluted earnings per share calculations, because the necessary conditions for conversion have not been satisfied as of September 30, 2021 (were such date to represent the end of the contingency period). Additionally, due to losses for the three and nine months ended September 30, 2021, the calculation of diluted earnings per share excludes 84,290 and 43,492 unvested restricted shares as their effect would be antidilutive.

Prior to their redemption and/or conversion, net losses attributable to outstanding OP Common Units and OP Preferred Units were included in net (income) loss attributable to noncontrolling interest, and therefore, were excluded from the calculation of income (loss) per common share, basic and diluted, for all periods presented.

Reclassifications

Certain amounts in the prior years' financial statements have been reclassified to conform to the current-year presentation. The impact of the reclassifications made to prior year amounts are not material and did not affect net income (loss).

NOTE 3 – SELF-MANAGEMENT TRANSACTION

On September 8, 2020, OP I, entered into the Self-Management Transaction with Resource PM Holdings LLC ("PM Holdings"), Resource Real Estate LLC (formerly known as Resource NewCo, LLC)("Advisor Holdings"), C-III Capital Partners LLC ("C-III" or "PM Contributor"), RRE Legacy Co, LLC (formerly known as Resource Real Estate, LLC) ("Advisor Contributor" or "Legacy Co") and Resource America, Inc. ("RAI"), pursuant to which C-III and RAI contributed to OP I all of the membership interests in PM Holdings and Advisor Holdings and certain assets related to the business of PM Holdings and Advisor Holdings including 100% of the membership interests in PM Holdings and Advisor Holdings and $659,000 of leasehold improvements and furniture in exchange for approximately 6.2 million common operating partnership units in OP I ("OP I Common Units") and 319,965 Series A Preferred Units in OP I ("OP I Preferred Units") (collectively "OP I Units"). Additional consideration included the following deferred payments in cash: (i) $7.5 million paid upon the effectiveness of the Merger; (ii) six monthly payments of $2.0 million, totaling $12.0 million, for the six months following the closing of the Self-Management Transaction and (iii) 12 monthly payments of $625,000, totaling $7.5 million, for the 12 months following the closing of the Self-Management Transaction. At the time of the REIT I Partnership Merger, the OP I Common Units converted into approximately 7.5 million OP Common Units; the participation rights of the OP I Preferred Units increased to 391,711 OP Preferred Units.

On September 13, 2021, the Company entered into a letter agreement with C-III and Legacy Co, and on September 14, 2021, the Company redeemed 319,965 outstanding Series A Preferred Units collectively held by C-III and Legacy Co and exchanged 7,539,737.53 common units collectively held by C-III and Legacy Co for an equivalent number of shares of common stock of the Company.

As part of the Self-Management Transaction, REIT I paid outstanding obligations due to RAI of approximately $811,000, presented in the table below as "Net working capital" consisting primarily of $4.3 million in accrued management fees transferred to the Company as well as $150,000 of prepaid rent, software subscriptions, and security deposits. Additionally, the Company assumed payroll liabilities of $2.9 million and $684,000 due to the third-party property manager, Greystar. The operating leases for office space in Philadelphia, Pennsylvania and Denver, Colorado were assumed by REIT I. In accordance with ASC 842, Leases, an operating lease right of use asset and liability were calculated and reflected as part of the Self-Management Transaction.

As part of the Self-Management Transaction, Advisor Holdings hired the workforce currently responsible for the management and day-to-day real estate and accounting operations of the Company under the various agreements acquired.

As part of the Self-Management Transaction, REIT I recorded approximately $2.3 million of transaction costs during the year ended December 31, 2020.

Under the terms of the Self-Management Transaction, the following consideration was given in exchange (in thousands):

Fair value of OP I Units issued	$	128,200
Net working capital		811
Subsequent consideration		27,000
Net consideration	$	156,011

The Self-Management Transaction was accounted for as a business combination in accordance with ASC 805, which requires, among other things, the assets acquired and liabilities assumed to be recognized at their fair values as of the acquisition date and transaction costs to be expensed. The fair value of the OP Units issued was based on a valuation report prepared by a

third-party valuation specialist that was subject to management's review and approval. The following table summarizes the purchase price allocation (dollars in thousands):

Assets:		
Due from related parties	$	4,299
Prepaid expenses and other assets		150
Goodwill		154,531
Property and equipment		659
Operating lease right-of-use assets		3,244
Total assets acquired	$	162,883
Liabilities:		
Other liabilities	$	3,628
Operating lease liabilities		3,244
Total liabilities assumed		6,872
Net assets acquired	$	156,011

The allocation of the purchase price above required a significant amount of judgment and represented management's best estimate of the fair value as of the acquisition date.

Goodwill

In connection with the Self-Management Transaction, the Company recorded goodwill of $154.5 million as a result of the consideration exceeding the fair value of the net assets acquired. Goodwill represents the estimated future benefits arising from other assets acquired that could not be individually identified and separately recognized. The goodwill recorded represents the Company's management structure and its ability to generate additional opportunities for revenue and raise additional funds.

NOTE 4 - SUPPLEMENTAL CASH FLOW INFORMATION

The following table presents the Company's supplemental cash flow information (in thousands):

	Nine Months Ended September 30,			
	2021		2020	
Non-cash financing and investing activities:				
Stock issued from the distribution reinvestment plan	$	7,868	$	6,085
Repayments on borrowings through refinancing		461,968		65,941
Accruals for construction in progress		4,104		573
Deferred financing costs funded directly by mortgage notes		—		607
Non-cash activity related to dispositions:				
Mortgage notes payable settled directly with proceeds from sale of rental property		24,801		—
Non-cash activity related to Self-Management Transaction:				
Goodwill - Self-Management Transaction		—		154,531
Due to related parties		—		27,000
Operating Partnership units issued in exchange for net assets acquired		—		128,200
Accrued allocation of income to preferred unit holders		—		286
Operating lease right of use assets assumed		—		3,244
Operating lease liabilities assumed		—		3,244
Property and equipment assumed		—		659
Non-cash activity related to Merger:				
Net assets acquired in REIT II Merger in exchange for common shares	$	543,840	$	—
Net assets acquired in REIT III Merger in exchange for common shares		101,435		—
Implied REIT I common stock issued in exchange for net assets acquired in Merger		645,275		—
Cash paid during the period for:				
Interest	$	30,876	$	19,561

NOTE 5 - RESTRICTED CASH

Restricted cash represents escrow deposits with lenders to be used to pay real estate taxes, insurance, debt service, and capital improvements. The following table presents a summary of the components of the Company's restricted cash (in thousands):

	September 30, 2021	December 31, 2020
Real estate taxes	$ 11,733	$ 7,910
Insurance	1,424	1,350
Debt service reserve	3,118	2,045
Capital improvements	3,701	3,464
Total	$ 19,976	$ 14,769

NOTE 6 - RENTAL PROPERTIES, NET

As of September 30, 2021, the Company's investments in rental properties consisted of 45 apartment properties that contain 13,707 units, which excludes four properties that contain 936 units that are held for sale. The following table summarizes the Company's investments in rental properties (in thousands):

	September 30, 2021	December 31, 2020
Land	$ 352,068	$ 196,355
Building and improvements	1,926,134	929,323
Furniture, fixtures and equipment	59,137	46,879
Construction in progress	10,992	1,374
	2,348,331	1,173,931
Less: accumulated depreciation	(308,368)	(275,956)
Rental properties, net	$ 2,039,963	$ 897,975

Depreciation expense for the three and nine months ended September 30, 2021 was $23.1 million and $66.8 million, respectively, as compared to $12.8 million and $38.9 million for the three and nine months ended September 30, 2020, respectively.

During the three months ended September 30, 2021, the Company entered into agreements to sell four rental properties, The Retreat at Rocky Ridge, Tech Center Square, The Brookwood and Pines of York, with net book values totaling $75.2 million. The Company confirmed the intent and ability to sell these properties in their present conditions and these properties qualified for held for sale accounting treatment upon meeting all applicable criteria prior to September 30, 2021, at which time depreciation ceased. As such, the assets associated with these properties were separately classified and included as assets held for sale on the Company's consolidated balance sheet as of September 30, 2021. The Company completed the sales on October 12, 2021, October 21, 2021, October 26, 2021 and November 2, 2021, respectively.

The following table summarizes the Company's investments in rental properties held for sale (in thousands):

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	September 30, 2021
Land	$ 12,510
Building and improvements	78,207
Furniture, fixtures and equipment	3,528
Construction in progress	28
	94,273
Less: accumulated depreciation	(19,058)
Assets held for sale - rental properties	$ 75,215

The following table presents the Company's revenues and net income/(loss) attributable to the properties held for sale for the three and nine months ended September 30, 2021 (in thousands):

	Revenues Attributable to Property Held For Sale		Net Income/(Loss) Attributable to Property Held For Sale	
Multifamily Community	**Three Months Ended September 30, 2021**	**Nine Months Ended September 30, 2021**	**Three Months Ended September 30, 2021**	**Nine Months Ended September 30, 2021**
The Retreat at Rocky Ridge	$ 634	$ 1,825	$ 254	$ 311
Tech Center Square	$ 750	$ 2,207	$ 256	$ 413
The Brookwood	$ 1,028	$ 3,095	$ 78	$ (350)
Pines of York	$ 862	$ 2,586	$ 127	$ 235

Mergers

Both the REIT I Merger and the REIT III Merger (collectively the "Mergers") were accounted for as asset acquisitions under ASC 805 as substantially all of the fair value of the gross assets acquired are Class B multifamily rental properties. The total purchase price was allocated to the individual assets acquired and liabilities assumed based upon their relative fair values.

Based on an evaluation of the relevant factors and the guidance in ASC 805, all of which required significant management judgment, the entity in the Mergers considered the acquirer for accounting purposes was not the legal acquirer. In order to make this determination, various factors were analyzed, including which entity issued its equity interests, relative voting rights, existence of minority interests (if any), control of the board of directors, management composition, relative size, transaction initiation, and other factors such as operational structure, and relative composition of employees, and other factors. The strongest factors identified were the relative size of the companies and management composition. Based on financial measures, REIT I was a larger entity than REIT II and REIT III. REIT I had more common stock outstanding at a higher net asset value than REIT II and REIT III and upon the consummation of the Mergers was issued more shares of REIT II than were held by REIT II stockholders or than were issued to REIT III stockholders in the REIT III Merger. REIT I also contained the management entity. Based on these factors, REIT I was concluded to be the accounting acquirer.

The assets (including identifiable intangible assets) and liabilities of REIT II and REIT III as of the effective time of the respective Mergers were recorded at their respective relative fair values and added to those of REIT I. Transaction costs incurred by REIT I in connection with the Mergers were capitalized in the period in which the costs were incurred and services were received. The total purchase price was allocated to the individual assets acquired and liabilities assumed based upon their relative fair values based on appraisals and other methods. Intangible assets were recognized at their relative fair values in accordance with ASC 805.

The REIT I Merger was effected by each of REIT I's 70.3 million issued and outstanding shares of common stock being converted into the right to receive 1.22423 shares ("REIT I Exchange Ratio") of common stock of REIT II ("REIT II Common Stock"), for a total of 86.1 million newly issued shares of REIT II Common Stock. The 60.0 million issued and outstanding shares of REIT II Common Stock that were outstanding at the time of the REIT I Merger remain outstanding. As the REIT I Merger is considered a reverse acquisition, the total consideration transferred was computed on the basis of an estimated net asset value per share of the merged entity of $9.06 per share as of January 28, 2021, divided by the REIT I Exchange Ratio to compute the estimated REIT I value per share as of January 28, 2021 of approximately $11.09 per share. Consideration transferred is calculated as such (in thousands except share and per share data):

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Merged entity estimated net asset value as of merger date	$	9.06
REIT I exchange ratio		1.22423
REIT I estimated value per share as of January 28, 2021	$	11.09
REIT II common stock outstanding as of January 28, 2021		60,026,513
REIT I exchange ratio		1.22423
Implied REIT I common stock issued as consideration		49,032,055
REIT I estimated value per share as of January 28, 2021	$	11.09
Value of implied REIT I common stock issued as consideration	$	543,840

The allocation of the values of the real estate and other assets and liabilities as of January 28, 2021, inclusive of $5.0 million in estimated capitalized transaction costs and elimination of intercompany balances between REIT I and REIT II, is as follows (in thousands):

Assets:		
Land	$	127,920
Building and improvements		940,630
Intangibles		6,765
Cash and restricted cash		67,563
Other assets		6,062
Total assets	$	1,148,940
Liabilities:		
Mortgage notes payable, net of $3.0 million discount	$	580,676
Due to related parties		988
Accounts payable and other liabilities		18,456
Total liabilities		600,120
Fair value of net assets acquired	$	548,820
Less: REIT I's Merger expenses		4,980
Fair value of net assets acquired, less REIT I's Merger expenses	$	543,840

Although REIT I is the accounting acquirer, REIT II is the legal acquirer of both REIT III and REIT I. As such, the 12.1 million issued and outstanding shares of REIT III common stock were converted into the right to receive 0.925862 newly issued shares REIT II Common Stock. Consideration transferred is calculated as such (in thousands except share and per share data):

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REIT III common stock outstanding as of January 28, 2021		12,092,466
REIT III exchange ratio		0.925862
REIT II shares issued as consideration		11,195,955
REIT I exchange ratio		1.22423
Implied REIT I common stock issued as consideration		9,145,303
REIT I estimated value per share as of January 28, 2021	$	11.09
Value of implied REIT I common stock issued as consideration	$	101,435

The allocation of the values of the real estate and other assets and liabilities as of January 28, 2021, inclusive of $929,000 in estimated capitalized transaction costs and elimination of intercompany balances between REIT I and REIT III, is as follows (in thousands):

Assets:		
Land	$	43,733
Building and improvements		184,400
Intangibles		1,609
Cash and restricted cash		22,969
Other assets		626
Total assets	$	253,337
Liabilities:		
Mortgage notes payable, net of $2.1 million premium	$	147,191
Due to related parties		836
Accounts payable and other liabilities		2,946
Total liabilities		150,973
Fair value of net assets acquired	$	102,364
Less: REIT I's Merger expenses		929
Fair value of net assets acquired, less REIT I's Merger expenses	$	101,435

Valuation and Purchase Price Allocation

The Company obtained third party appraisals for all properties included in the Mergers which the Company utilized to allocate the purchase price based on the relative fair value. Land was valued based on similar (but not identical) transactions in the subject properties market with the appraiser making adjustments based on both qualitative and quantitative data (Level 3). The buildings were valued based on the “as-if-vacant” value which is estimated using an income, or discounted cash flow model, using market assumptions pertaining to, among other items, absorption period, lease-up costs, market rent, operating expenses and terminal capitalization and discount rates (Level 3). Capitalization rates used in the analysis ranged from 4.5% to 5.5% and discount rates ranged from 5% to 7.25%. Building improvements and furniture, fixtures and equipment were valued using the cost approach, in which the appraiser utilized *Marshall Valuation Service* as the source for the replacement cost and life estimates and included soft costs and entrepreneurial incentive. The total cost estimates were depreciated based on the estimated effective ages of each asset compared to their anticipated lives. In place leases were valued using market rent estimates for units based on recently signed leases as well as market rents signed at competing properties. A downtime estimate was then applied to each tenant based upon their market leasing assumption. The lease in place value is calculated as the total market rent multiplied by the downtime of each tenant, aggregated by unit type (Level 3). Assumed debt was valued based on recently closed transactions and investor surveys for spreads and rates applicable to each property. The market interest rate was

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calculated using the most applicable treasury rate based on the remaining term of the debt and applying a market-derived spread (Level 3).

The revenue and net loss of the 23 properties (6,508 units) acquired in the Mergers is as follows for the three and nine months ended September 30, 2021 (in thousands):

	REIT II		REIT III		Total	
	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021
Revenue	$ 23,177	$ 61,161	$ 5,648	$ 15,029	$ 28,825	$ 76,190
Net loss	$ (1,567)	$ (11,452)	$ (273)	$ (1,973)	$ (1,840)	$ (13,425)

Pro Forma Financial Information (unaudited)

The following condensed pro forma operating information is presented as if the Mergers and the Self–Management Transaction had been included in operations as of January 1, 2020 (in thousands, except per share data):

	Nine Months Ended September 30, 2021	Year Ended December 31, 2020
Revenue	$ 186,173	$ 239,902
Net loss	$ (7,898)	$ (63,985)
Net loss attributable to noncontrolling interests	$ 491	$ 3,287
Net loss attributable to common stockholders	$ (10,910)	$ (65,178)
Net loss to common stockholders per share, basic and diluted	$ (0.07)	$ (0.41)

NOTE 7 - DISPOSITION OF PROPERTY

The Company disposed of one property during the nine months ended September 30, 2021. There were no dispositions during the three months ended September 30, 2021 and three and nine months ended September 30, 2020. The following table presents details of the Company's disposition activity during the three and nine months ended September 30, 2021 (in thousands):

				Net Gain on Disposition of Property	
Multifamily Community	Location	Sale Date	Contract Sales Price	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021
Evergreen at Coursey Place	Baton Rouge, LA	6/29/2021	$ 49,751	$ -	$ 18,734

The following table presents the Company's revenues and net income/(loss) attributable to the property sold, excluding gain on sale, for the three and nine months ended September 30, 2021 (in thousands):

	Revenues Attributable to Property Sold		Net Income/(Loss) Attributable to Property Sold	
Multifamily Community	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021
Evergreen at Coursey Place	$ 21	$ 2,234	$ 24	$ (134)

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NOTE 8 - IDENTIFIED INTANGIBLE ASSETS, NET AND GOODWILL

Identified intangible assets, net, relate to in-place apartment unit rental and antennae leases. The net carrying value of the acquired in-place leases totaled $0 and $5,000 as of September 30, 2021 and December 31, 2020, respectively, net of accumulated amortization of $34.4 million and $27.1 million, respectively.

Amortization of the antennae leases for the three and nine months ended September 30, 2021 was approximately $2,025 and $4,682, respectively. Amortization of the antennae leases for the three and nine months ended September 30, 2020 was approximately $1,300 and $7,600, respectively.

Amortization of the in-place apartment unit rentals was $1.0 million and $8.4 million for the three and nine months ended September 30, 2021, respectively. There was no amortization of in-place apartment unit rentals for the three and nine months ended September 30, 2020.

As of September 30, 2021 and December 31, 2020, the Company had approximately $154.7 million and $154.9 million, respectively, of goodwill included on the consolidated balance sheets. The table below presents the rollforward of activity in goodwill for the nine months ended September 30, 2021:

Balance, January 1, 2021	$	154,935
Sale of Evergreen at Coursey Place		(268)
Balance, September 30, 2021	$	154,667

NOTE 9 - DEBT

The following table presents a summary of the Company's debt (in thousands):

		September 30, 2021		December 31, 2020	Weighted Average Maturity in Years at September 30, 2021
Mortgage notes payable, net - variable rate	$	704,144	$	675,791	3.93
Mortgage notes payable, net - fixed rate		846,320		150,195	6.20
Total mortgage notes payable, net	$	1,550,464	$	825,986	5.16
Revolving credit facility	$	—	$	—	—
Weighted average interest rate on mortgages - variable		2.06%		2.12%	
Weighted average interest rate on mortgages - fixed		3.04%		4.03%	
Weighted average interest rate on revolving credit facility		—		—	
Weighted average interest rate on total debt		2.60%		2.46%	

Structured Credit Facility

On January 28, 2021, subsidiaries of the Company (collectively, "Borrower") entered into a structured credit facility transaction with CBRE Multifamily Capital, Inc. for delivery of loans and/or advances to Fannie Mae (the "Facility") for a term of 15 years (the "Facility Termination Date"). Pursuant to the terms of the loan documents for the Facility, the lender agreed to make advances at both fixed and variable rates to Borrower during the term of the Facility provided that Borrower satisfies certain customary conditions as set forth in the Facility loan documents (the "Loan Documents"), including debt service coverage tests and loan-to-value tests. The fixed rate advances in the Facility may have terms not less than five or more than 15 years from the closing of such advance and variable rate advances in the Facility may have terms not less than five or more than 10 years from the closing of such advance. All advances must have maturity dates that do not exceed the Facility Termination Date. Borrower has the option to convert variable rate advances to fixed rate advances beginning on the first day of the second year of the variable rate advance term and ending seven years prior to the Facility Termination Date, subject to the satisfaction of customary requirements set forth in the Loan Documents.

The Facility is non-recourse to the Borrower except for the customary exceptions to non-recourse provisions of the Loan Documents ("carve-outs"). The Borrower's obligations for the carve-outs are guaranteed solely by the Borrowers. The Company is the key principal under the Facility and as such must continue to indirectly own an interest in each Borrower and is subject to certain transfer restrictions with respect to its ownership interest in each Borrower as provided in the Loan Documents. In addition, the Facility contains customary representations and warranties, financial and other covenants, events of default and remedies typical for this type of facility.

The initial advance of $495.2 million under the Facility occurred on January 28, 2021 and is secured by the following twelve multifamily properties located in Arizona, Colorado, Georgia, Oregon and Texas (including five properties formerly held by REIT II): Estates at Johns Creek, Heritage Pointe, Providence in the Park, South Lamar Village, Verona Apartments, Westside, 81 Fifty at West Hills, Adair off Addison I & II, Montclair Terrace, Palmer at Las Colinas, and Uptown Buckhead. The proceeds from the initial advance were used to refinance or pay off $462.0 million of the Company's debt. Loans that were repaid in full were loans secured by Vista Apartment Homes, Cannery Lofts, Retreat at Rocky Ridge, Tech Center Square, and Aston at Cinco Ranch. The Company recorded $4.6 million of extinguishment costs upon the refinance for the nine months ended September 30, 2021 including $2.4 million in prepayment penalties.

Additional information about the initial advance on the Facility, which is included in Mortgage notes payable, net on the Consolidated Balance Sheet as of September 30, 2021, is as follows (in thousands):

Collateral	Original Loan Amount	Maturity Date	Type	Annual Interest Rate
Fixed Advance 1	$ 235,205	2/1/2031	Fixed	2.79%
Fixed Advance 2	$ 235,205	2/1/2028	Fixed	2.62%
Floating Advance	$ 24,760	2/1/2031	Floating (1)	2.11%

(1) Floating rate based on 30-day average Secured Overnight Financing Rate "SOFR" plus a fixed margin of 2.06%.

Revolving Credit Facility

On May 20, 2021, the Company entered into a Credit Agreement (the "Credit Facility") for which BofA Securities, Inc. acted as sole book runner and sole lead arranger and Bank of America, N.A. acted as administrative agent and L/C issuer (the "Credit Agreement"). The Credit Facility is a secured revolving credit facility in the initial amount of $100 million, including $15 million available in letters of credit, subject to the Company's ability to increase the lenders' aggregate commitment during the term of the Credit Agreement to a maximum of $500 million, subject to certain limitations. The availability of borrowings under the Credit Facility will be based on the value of a pool of eligible income-producing multifamily properties owned, directly or indirectly and from time to time, by the Company or subsidiaries of Company. The Credit Facility is a three-year interest-only facility with all outstanding principal due at maturity, subject to a one-year extension option. The Credit Facility may be prepaid or terminated at any time without penalty. The proceeds of the Credit Facility may be used for general corporate purposes, including refinancing existing indebtedness and working capital. The Credit Facility is guaranteed by the Company and certain subsidiaries of the Company, and secured by a pledge of the equity interests of certain of the Company's subsidiaries.

Borrowings under the Credit Facility will bear interest, at the Company's option, at either the Eurodollar Rate (defined as a rate equal to LIBOR or a comparable or successor rate) for a designated interest period plus an applicable margin, or the base rate (as defined as the highest of the Bank of America prime rate, the federal funds rate plus 0.50% or the Eurodollar Rate plus 1.0%) plus an applicable margin. The anticipated applicable margin for borrowings under the Credit Facility for base rate loans will range from 0.60% to 1.20% per annum and the applicable margin for Eurodollar Rate loans will range from 1.60% to 2.20% per annum, depending on the ratio of consolidated total indebtedness to total asset value (as such terms are defined in the Credit Agreement), with the lowest rate applying if such ratio is less than 45%, and the highest rate applying if such ratio is equal to or greater than 60%. The Company is also required to pay a fee to the lenders that is assessed on the unused portion of the facility. A default rate will apply on all obligations in the event of default under the Credit Facility at 2.0% above the otherwise applicable rate.

The Company is also subject to certain financial covenants, including (i) the ratio of the Company's consolidated indebtedness to total asset value not to exceed 65% as of the last day of each of the first six fiscal quarters ending after May 20,

2021 and 60% as of the last day of each fiscal quarter thereafter; (ii) consolidated secured recourse indebtedness other than the Credit Facility not to exceed 5% of total asset value; (iii) consolidated fixed charge coverage ratio not less than 1.35x to 1.00x as of the last day of each of the first four fiscal quarters ending after May 20, 2021 and 1.50x to 1.00x as of the last day of each fiscal quarter thereafter; and (iv) tangible net worth not less $678.8 million, plus 75% of the net proceeds of any future equity issuances by the Company or any of its consolidated subsidiaries. The Company is in compliance with each of the applicable financial covenants as of September 30, 2021.

There were no borrowings under the Credit Facility during the three and nine months ended September 30, 2021. As of September 30, 2021, availability under the Credit Facility was $80.9 million and was secured by five apartment communities: Vista Apartment Homes, Cannery Lofts, Retreat at Rocky Ridge, Tech Center Square, and Aston at Cinco Ranch. The Company has $1.1 million of deferred finance costs for the Credit Facility which is included in Prepaid Expenses and Other Assets on the Consolidated Balance Sheet as of September 30, 2021, which will be amortized over the term of the Credit Facility. During three and nine months ended September 30, 2021, $93,000 and $137,000, respectively, of amortization of deferred financing costs related to the Credit Facility were included in interest expense. Accumulated amortization of deferred financing costs related to the Credit Facility as of September 30, 2021 was $137,000 and the net book value of deferred financing costs related to the Credit Facility as of September 30, 2021 was $985,000.

Other Debt

Mortgage notes payable assumed as part of both the Mergers and the acquisitions of Point Bonita Apartment Homes, Paladin (Pines of York and Evergreen at Coursey, prior to its sale), and Maxwell were recorded at their fair values. The premium or discount is amortized over the remaining term of the loans and included in interest expense. The net premium or discount included in the consolidated balance sheets as of September 30, 2021 was $30,458. For the three months ended September 30, 2021 and 2020, interest expense was reduced by approximately $151,000 and $82,000, respectively, for the amortization of the premium or discount. For the nine months ended September 30, 2021 and 2020, interest expense was increased by approximately $216,000 and reduced by $246,000, respectively, for the amortization of the premium or discount.

As of September 30, 2021, the Company owned 44 apartment communities that served as collateral for mortgages payable. All mortgage notes are collateralized by a first mortgage lien on the assets of the respective property. The amount outstanding on the mortgages may be prepaid in full during the entire term with a prepayment penalty on the majority of mortgages held.

The following table presents the Company's annual future principal payments on outstanding borrowings as of September 30, 2021 (in thousands):

Remainder 2021	$	36,173
2022		53,280
2023		58,672
2024		280,110
2025		191,721
2026		114,210
Thereafter		823,149
	$	1,557,315

The mortgage notes payable are recourse only with respect to the properties that secure the notes, subject to certain limited standard exceptions, as defined in each mortgage note. These exceptions are referred to as “carveouts.” The Company has guaranteed the carveouts under mortgage notes, other than the notes with respect to the Credit Facility, by executing a guarantee with respect to the properties. In general, carveouts relate to damages suffered by the lender for a borrower’s failure to pay rents, insurance or condemnation proceeds to lender, failure to pay water, sewer and other public assessments or charges, failure to pay environmental compliance costs or to deliver books and records, in each case as required in the loan documents. The exceptions also require the Company to guarantee payment of audit costs, lender’s enforcement of its rights under the loan documents and payment of the loan if the borrower voluntarily files for bankruptcy or seeks reorganization, or if a related party of the borrower does so with respect to the subsidiary. As of September 30, 2021, the Company believes that there are no material defaults or instances of noncompliance in regards to any of these mortgages payable.

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The Company has a $74.6 million mortgage secured by The Bryant at Yorba Linda which matures on April 15, 2027. The mortgage loan includes net worth, liquidity, and debt service coverage ratio covenants. The Company was in compliance with all covenants related to this loan as of September 30, 2021.

Deferred financing costs incurred to obtain financing are amortized over the term of the related debt. During the three months ended September 30, 2021 and 2020, $336,000 and $363,000, respectively, of amortization of deferred financing costs related to mortgages payable was included in interest expense. During the nine months ended September 30, 2021 and 2020, $3.3 million and $1.1 million, respectively, of amortization of deferred financing costs was included in interest expense. Accumulated amortization of deferred financing costs related to mortgages payable as of September 30, 2021 and December 31, 2020 was $4.8 million and $6.4 million, respectively and the net book value of deferred financing costs as of September 30, 2021 and December 31, 2020 related to mortgage notes payable was $6.9 million and $5.7 million, respectively.

NOTE 10 - LEASES

As the lessee, the Company's operating leases primarily consist of office leases, a parking lot lease and office equipment leases. These operating leases have remaining terms ranging from less than one year to six years. Some of the leases include options to extend the lease for up to an additional five years. Only those rental periods reasonably certain to be extended beyond the initial term expiration are included within the calculation of the operating lease liability. As of September 30, 2021, the payments due under the contractually-obligated portion of these leases totaled $2.9 million. The market rate is used for leases, when readily determinable, in calculating the present value of lease payments for the operating lease liability. Otherwise, the incremental borrowing rate based on the information available at commencement date is used. As of September 30, 2021, the weighted average remaining lease term was 4.92 years and the weighted average discount rate was 2.22% for the Company's operating leases. As of September 30, 2021, the Company included approximately $2.7 million in its consolidated balance sheet for operating lease right-of-use operating lease assets.

The Company's lease expense related to the parking lot lease for both three and nine months ended September 30, 2021 and three and nine months ended September 30, 2020 was approximately $9,000 and $27,000, respectively, which is included in rental operating expenses in the consolidated statements of operations. The Company's lease expense related to all other leases for the three and nine months ended September 30, 2021 was approximately $154,000 and $477,000, respectively, and for the three and nine months ended September 30, 2020 was approximately $47,000 and $88,000, respectively, which is included in general and administrative expenses in the consolidated statements of operations.

The following table presents the Company's annual payments for the operating lease liabilities (including reasonably assured extension periods) for each of the next five 12–month periods ending September 30, and thereafter (in thousands):

Remainder 2021	$	152
2022		583
2023		572
2024		573
2025		586
Thereafter		448
	$	2,914

NOTE 11 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents the changes in each component of the Company's accumulated other comprehensive income (loss) for the nine months ended September 30, 2021 and 2020 (in thousands):

Balance, January 1, 2021	$	(391)
Reclassification adjustment for realized loss on designated derivatives		120
Designated derivatives, fair value adjustments		169
Balance before noncontrolling interest	$	(102)
Noncontrolling interest		(9)
Balance, September 30, 2021	$	(111)

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Balance, January 1, 2020	$	(218)
Reclassification adjustment for realized loss on designated derivatives		109
Designated derivatives, fair value adjustments		(258)
Balance before noncontrolling interest	$	(367)
Noncontrolling interest		6
Balance, September 30, 2020	$	(361)

NOTE 12 - CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

In the ordinary course of its business operations, the Company has ongoing relationships with several related parties.

Relationship with C-III and RAI

As of September 30, 2021, C-III and its subsidiary, Legacy Co, collectively own approximately 8.3 million common shares. Following the Self-Management Transaction and prior to September 14, 2021, C-III and Legacy Co collectively owned approximately 7.5 million OP Common Units and 319,965 OP Preferred Units and had the right to designate one individual to be included on the board of directors of the Company. In accordance with a letter agreement between the parties, on September 14, 2021, the Company redeemed 319,965 outstanding Series A Preferred Units collectively held by C-III and Legacy Co for $67.5 million and exchanged 7,539,737.53 common units collectively held by C-III and Legacy Co for an equivalent number of shares of common stock of the Company. In addition, the board nominee resigned his position as a member of the board of directors of the Company. Prior to the Self-Management Transaction, C-III controlled our Former Advisor as well as the external advisors to REIT II and REIT III, as indirect subsidiaries of RAI, and owned the property management entities for the Company, REIT II and REIT III.

On September 8, 2020, the Company entered into a Transitional Services Agreement with C-III, Advisor Contributor and RAI (the "Transitional Services Agreement"), pursuant to which, effective September 8, 2020 and for a one-year period, C-III provided to the Company and its affiliates and subsidiaries certain services in order to ensure an orderly transition and the continued conduct and operation of the advisory and property management business acquired by the Company in connection with the Self-Management Transaction. In connection with these services, the Company has paid C-III an agreed-upon monthly fee for each service provided, as well as reimbursement of out-of-pocket expenses incurred by C-III and RAI as a result of the provision of these services. C-III also reimbursed the Company for services provided by the Company's employees to C-III during this period. In addition, C-III sublet from the Company a portion of the office space in Philadelphia until December 31, 2020.

Property loss policy. The Company participated (with other properties directly or indirectly managed by RAI and C-III) in a catastrophic insurance policy, which covered claims up to $250.0 million, after either a $25,000 or a $100,000 deductible per incident, depending on location and/or type of loss. Therefore, unforeseen or catastrophic losses in excess of the Company's insured limits could have a material adverse effect on the Company's financial condition and operating results. This policy expired on March 1, 2021 and was replaced with similar coverage in the normal course of business independent of RAI and C-III.

General liability loss policy. The Company (with other properties directly managed by RAI) had an insured and dedicated limit for the general liability of $1,000,000 per occurrence. Total claims were limited to $2.0 million per premium year. In excess of these limits, the Company participated (with other properties directly or indirectly managed by RAI and C-III) in a $50.0 million per occurrence excess liability program. Therefore, the total insured limit per occurrence was $51.0 million for the general and excess liability program, after a $25,000 deductible per incident. This policy expired on March 1, 2021 and was replaced with similar coverage in the normal course of business independent of RAI and C-III.

Internal audit. Prior to the Self-Management Transaction, RAI performed internal audit services for the Company.

Directors and officers liability insurance. Prior to the Self-Management Transaction in September 2020, the Company participated in a liability insurance program for directors and officers coverage with other C-III managed entities and subsidiaries. Thereafter, until the effectiveness of the Merger, the Company participated in a liability insurance program for directors and officers coverage with REIT II and REIT III.

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Other expenses. The Company utilizes the services of The Planning and Zoning Resource Company, an affiliate of C-III, for zoning reports for acquisitions.

Relationship with the Former Advisor

In September 2009, the Company entered into an advisory agreement, which has been amended at various times thereafter (the “Advisory Agreement”), pursuant to which the Former Advisor provided the Company with investment management, administrative and related services. The Advisory Agreement has a one-year term and may be renewed for an unlimited number of successive one-year terms. The current term of the Advisory Agreement expires on September 14, 2022. Under the Advisory Agreement, the Former Advisor received fees and was reimbursed for its expenses as set forth below. Following the Self-Management transaction, the Company is no longer externally advised and these fees are no longer being paid:

Acquisition fees. The Company paid the Former Advisor an acquisition fee of 2.0% of the cost of investments acquired on behalf of the Company, plus any capital expenditure reserves allocated, or the amount funded by the Company to acquire loans, including acquisition expenses and any debt attributable to such investments.

Asset management fees. The Company paid the Former Advisor a monthly asset management fee equal to one-twelfth of 1.0% of the higher of the cost or the independently appraised value of each asset, without deduction for depreciation, bad debts or other non-cash reserves. The asset management fee was based only on the portion of the costs or value attributable to the Company’s investment in an asset if the Company did not own all or a majority of an asset and does not manage or control the asset.

Disposition fees. The Former Advisor earned a disposition fee in connection with the sale of a property equal to the lesser of one-half of the aggregate brokerage commission paid, or if none is paid, 2.75% of the contract sales price.

Debt financing fees. The Former Advisor earned a debt financing fee equal to 0.5% of the amount available under any debt financing obtained for which it provided substantial services.

Expense reimbursements. The Company also paid directly or reimbursed the Former Advisor for all of the expenses paid or incurred by the Former Advisor or its affiliates on behalf of the Company or in connection with the services provided to the Company in relation to its public offering, including its ongoing distribution reinvestment plan offering.

Reimbursements also included expenses the Former Advisor incurred in connection with providing services to the Company, including the Company’s allocable share of costs for Former Advisor personnel and overhead, out of pocket expenses incurred in connection with the selection and acquisition of properties or other real estate related debt investments, whether or not the Company ultimately acquires the investment. However, the Company did not reimburse the Former Advisor or its affiliates for employee costs in connection with services for which the Former Advisor earned acquisition or disposition fees.

Following the Self-Management Transaction, REIT I, as the indirect owner of the advisor to REIT II and REIT III, received asset management fees, property management fees and debt financing fees from REIT II and REIT III until the Merger in January 2021.

Relationship with Resource Real Estate Opportunity Manager

Prior to the Self-Management Transaction, Resource Real Estate Opportunity Manager (the “Manager”) managed the Company's real estate properties and real estate-related debt investments and coordinated the leasing of, and managed construction activities related to, some of the Company’s real estate properties pursuant to the terms of the management agreement with the Manager. On the date of the Self-Management Transaction, the Manager became an indirect subsidiary of the Company.

Property management fees. Prior to the Self-Management Transaction, the Manager earned 4.5% of the gross receipts from the Company's properties, provided that for properties that were less than 75% occupied, the manager received a minimum fee for the first 12 months of ownership for performing certain property management and leasing activities. The Manager subcontracted certain services to an unaffiliated third-party, Greystar, and paid for those services from its property management fee.

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Construction management fees. The Manager earned a construction management fee of 5.0% of actual aggregate costs to construct improvements to, or to repair, rehab or reconstruct a property.

Debt servicing fees. The Manager earned a debt servicing fee of 2.75% on payments received from loans held by the Company for investment.

Information technology fees and operating expense reimbursement. During the ordinary course of business, the Manager or other affiliates of RAI paid certain shared information technology fees and operating expenses on behalf of the Company for which they were reimbursed.

Relationship with ACRES Commercial Realty Corp. ("ACR")

The Company provided office space and other office-related services to ACRES Commercial Realty Corp. (f/k/a Exantas Capital Corp.) under a sublease that was assigned from RAI which terminated on March 31, 2021. In addition, three employees of the Company provided internal audit services until March 31, 2021 under an internal audit engagement letter that was assigned from RAI to Resource NewCo LLC, a subsidiary of the Company. The Company's Chief Financial Officer was a director of ACR until June 2021.

The following table presents the Company's amounts payable to, and amounts receivable from, such related parties (in thousands):

	September 30, 2021	December 31, 2020
Due from related parties:		
REIT II		
Management fees	$ —	$ 327
Operating expense reimbursements	—	1,588
	—	1,915
REIT III		
Management fees	—	79
Deferred organization and offering costs reimbursements	—	769
	—	848
	$ —	$ 2,763
Due to related parties:		
C-III/RAI		
Self-Management Transaction consideration	$ —	$ 19,125
Allocation of income to preferred unit holders	—	1,120
	$ —	$ 20,245

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The following table presents the Company's fees earned by, and expenses paid to, such related parties (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Fees earned / expenses paid to related parties:				
Former Advisor (prior to 9/8/2020):				
Acquisition costs [(1)]	$ —	$ —	$ —	$ 113
Asset management fees [(2)]	—	2,335	—	8,517
Debt financing fees [(4)]	—	—	—	43
Overhead allocation [(3)]	—	687	—	2,955
Internal audit [(3)]	—	19	—	75
Manager (prior to 9/8/2020):				
Property management fees [(2)]	$ —	$ 1,124	$ —	$ 4,071
Construction management fees [(4)]	—	16	—	162
Debt servicing fees [(2)]	—	—	—	1
REIT II (prior to 1/28/2021):				
Asset management fee income	$ —	$ 563	$ 669	$ 563
Property management fee income	—	231	275	231
Operating expense reimbursements [(3)]	—	279	371	279
Internal audit [(3)]	—	7	8	7
REIT III (prior to 1/28/2021):				
Asset management fee income	$ —	$ 139	$ 164	$ 139
Property management fee income	—	58	67	60
C-III/RAI:				
Transition services paid to C-III[(3)]	$ —	$ —	$ 2	$ —
Preferred unit distributions	921	—	3,161	—
ACR				
Internal audit	$ —	$ —	$ 37	$ —
Sublease rent reimbursement [(3)]	—	—	30	—

(1) Included in Acquisition Costs on the consolidated statements of operations. This amount represents the net acquisition fee paid to the Former Advisor during the nine months ended September 30, 2020 for additional capital funding contributed to the properties.
(2) Included in Management fees - related party on the consolidated statements of operations.
(3) Included in General and administrative on the consolidated statements of operations.
(4) Capitalized and included in Rental Properties, net on the consolidated balance sheets.

NOTE 13 - EQUITY

Preferred Stock

The Company's charter authorizes the Company to issue 10.0 million shares of its $0.01 par value preferred stock. As of September 30, 2021 and December 31, 2020, no shares of preferred stock were issued and outstanding.

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Common Stock

As of September 30, 2021, the Company had an aggregate 165.6 million shares of its $0.01 par value common stock outstanding including 1.1 million of unvested restricted shares. In accordance with the Company's distribution reinvestment plan ("DRP"), participants in the DRP acquire shares of common stock under the plan at a price equal to 95% of the current estimated value per share of common stock. Commencing on March 31, 2021, participants acquired shares of the Company's common stock under the plan at a price equal to $8.61 per share. The following table summarizes the activity (dollars in thousands):

	Shares Issued	Gross Proceeds
Shares issued through private offering	1,279,227	$ 12,737
Shares issued through primary public offering	129,923,354	1,289,845
Shares issued through stock distributions	2,406,986	—
Shares issued through distribution reinvestment plan	28,728,077	276,812
Restricted shares issued to employees	1,370,952	—
Shares issued through conversion of common OP units	7,539,738	—
Shares issued in conjunction with the Merger	14,724,323	—
Total	185,972,657	$ 1,579,394
Shares redeemed and retired	(20,336,051)	
Total shares issued and outstanding as of September 30, 2021	165,636,606	

Convertible Stock

As of December 31, 2020, REIT I had 49,935 of $0.01 par value convertible stock outstanding. RAI owned 30,273 shares, affiliated and formerly affiliated persons owned 18,790 shares and outside investors owned 872 shares at December 31, 2020. The convertible stock would have converted into shares of the Company's common stock upon the occurrence of certain events. Upon the closing of the Mergers, each share of REIT I Convertible Stock converted into the right to receive $0.02 in cash (without interest).

As of September 30, 2021, the Company had 50,000 shares of $0.01 par value convertible stock outstanding which were owned by the Company and affiliated and formerly affiliated persons. The convertible stock will convert into shares of the Company's common stock upon the occurrence of (a) the Company having paid distributions to common stockholders that in the aggregate equal 100% of the price at which the Company originally sold the shares plus an amount sufficient to produce a 7% cumulative, non-compounded annual return on the shares at that price; or (b) if the Company lists its common stock on a national securities exchange and, on the 31st trading day after listing, the Company's value based on the average trading price of its common stock since the listing, plus prior distributions, combine to meet the same 7% return threshold.

Each of these two events is a "Triggering Event." Upon a Triggering Event, the Company's convertible stock will, unless its advisory agreement has been terminated or not renewed on account of a material breach by Resource Real Estate Opportunity Advisor II, LLC, a wholly-owned subsidiary of the Company, generally be converted into a number of shares of common stock equal to 1 / 50,000 of the quotient of:

(A) the lesser of

(i) 15% of the amount, if any, by which

(1) the value of the Company as of the date of the event triggering the conversion plus the total distributions paid to its stockholders through such date on the then-outstanding shares of its common stock exceeds

(2) the sum of the aggregate issue price of those outstanding shares plus a 7% cumulative, non-compounded, annual return on the issue price of those outstanding shares as of the date of the event triggering the conversion, or

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(B) the value of the Company divided by the number of outstanding shares of common stock, in each case, as of the date of the event triggering the conversion.

As of September 30, 2021, no Triggering Event has occurred or was probable to occur.

Redemption of Securities

During the nine months ended September 30, 2021, the Company redeemed shares of its outstanding common stock as follows:

Period	Total Number of Shares Redeemed [(1)]	Average Price Paid per Share	
January 2021	136,685	$	9.08
February 2021	—		—
March 2021	169,112	$	9.08
April 2021	—		—
May 2021	—		—
June 2021	148,989	$	9.06
July 2021	—		—
August 2021	—		—
September 2021	240,767	$	9.06
	695,553		

(1) The shares redeemed in January 2021 and 1,147 of the shares redeemed in September 2021 were repurchased from employees upon vesting of restricted stock awards in order to facilitate the payment of taxes by the employees.

Amended Share Redemption Program

On February 3, 2021, the Board of Directors of the Company ("the Board") adopted the Fifth Amended and Restated Share Redemption Program (the “Amended SRP”) pursuant to which, subject to significant conditions and limitations of the program, stockholders of the Company can have their shares repurchased by the Company. The Amended SRP provides that redemptions will continue to be made quarterly but in an amount not to exceed proceeds from the sale of shares in the distribution reinvestment plan in the immediately preceding calendar quarter; provided that, for any quarter in which no distribution reinvestment plan proceeds are available, the funding limitation for the quarter will be set by the Board upon ten business days’ notice to stockholders.

Additional changes to the share redemption program in the Amended SRP clarify the timing of redemption procedures. The effective date of any redemption (the “Redemption Date”) will be the 15th day (or the next business day thereafter) of the last month of the calendar quarter. Redemption requests must be received by the Company no later than the last business day of the calendar month preceding the month in which the Redemption Date falls. Payment for shares redeemed will be made no later than five business days after the Redemption Date. In addition, the Amended SRP clarifies that stockholders eligible to have their shares repurchased by the Company include those who purchased their shares from REIT I or REIT III in their respective initial public offering and distribution reinvestment plans and do not include those stockholders who acquired their shares for value from another stockholder. The Amended SRP also removes any reference to the Former Advisor and its affiliates as the Company is now self-managed.

The share redemption program remains partially suspended and, until the Board determines otherwise, the Company will continue to only consider redemption requests submitted in connection with a stockholder’s death, qualifying disability, or confinement to a long-term care facility (each as described in the Amended SRP and collectively, “Special Redemptions”). All other requests will not be honored or retained, but will be cancelled with the ability to resubmit when, if ever, the share redemption program is fully resumed.

Distributions Paid to Common Stockholders

For the nine months ended September 30, 2021, the Company paid common stockholders aggregate distributions of $33.6 million including $7.9 million of distributions reinvested in shares of common stock through the Company's distribution reinvestment plan and $25.8 million of distributions paid in cash as follows (in thousands, except per share data):

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Record Date	Per Common Share	Distribution Date	Net Cash Distribution	Distributions Reinvested in Shares of Common Stock	Total Aggregate Distribution
March 30, 2021	$ 0.07	March 31, 2021	$ 8,539	$ 2,490	$ 11,029
June 29, 2021	0.07	June 30, 2021	8,365	2,674	11,039
September 29, 2021	0.07	September 30, 2021	8,868	2,704	11,572
	$ 0.21		$ 25,772	$ 7,868	$ 33,640

Share-Based Compensation

On September 8, 2020, the board of directors of REIT I adopted the Resource Real Estate Opportunity REIT, Inc. 2020 Long-Term Incentive Plan (the “2020 LTIP”). At the effective time of the REIT I Merger, the Company assumed the 2020 LTIP as amended to replace all references to REIT I to the Company. The purpose of the 2020 LTIP is to advance the interests of the Company and its stockholders by providing an incentive to attract, retain, and reward certain eligible persons performing services for the Company and by motivating such persons to contribute to the growth and profitability of the Company. The 2020 LTIP allows for grants to the Company’s employees, consultants, and directors of stock options (non-statutory and incentive), restricted stock awards, stock appreciation rights, restricted stock units, performance shares, performance units, cash-based awards, and other stock-based awards. The maximum aggregate number of shares of common stock of the Company that may be issued pursuant to awards granted under the 2020 LTIP is 3.5 million shares.

In conjunction with the Self-Management Transaction in September 2020, officers and certain employees of REIT I were granted awards of restricted stock of REIT I pursuant to the 2020 LTIP in the aggregate amount of 645,526 shares. Upon the REIT I Merger, these grants converted to 790,272 shares of the Company. The fair value of the shares granted as converted upon the REIT I Merger were estimated to be $9.08 per share. Of the awards granted, 779,102 shares of restricted stock are performance-based awards and vested 40%, or 311,641 shares, upon the completion of the REIT I Merger; and 60% will vest upon the completion of an initial public offering or a future liquidity event. The remaining 11,170 shares of restricted stock granted are time-based awards and will vest ratably over a three-year period. The Company recorded compensation expense in the nine months ended September 30, 2021 related to these awards of approximately $3.8 million. Dividends on the performance-based awards of restricted stock will not be paid but will be accrued over the vesting period. The accrual as of September 30, 2021 was approximately $127,000 and was included in Accounts payable and accrued expenses on the consolidated balance sheets.

On February 17, 2021, the Compensation Committee (the “Committee”) of the Board of the Company approved performance-based long-term equity incentive awards pursuant to the 2020 LTIP.

The awards were granted effective February 17, 2021 (the grant date), and the number of shares of the Company’s common stock (the “Common Stock”) underlying the awards (that is, the number of shares corresponding to the dollar amounts described below) were determined based on the most recently approved estimated value per share of the Common Stock of $9.08 as approved by the Board on March 19, 2020.

After the actual amount of the performance-based award is determined (or earned), the earned shares will be fully vested and generally transferable. Dividends will be deemed to have accrued on all of the earned shares during the measuring period until the determination date. Such accrued dividends on earned shares will be paid to the awardee on the determination date. Thereafter, the awardee is entitled to receive dividends as declared and paid on the earned shares. The awardee will be entitled to vote the shares from the grant date.

The awards were designed to align the executive officers’ interests with those of the Company’s stockholders and are a significant component of overall executive officer compensation.

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Employees were awarded 404,306 shares of three-year vesting restricted stock and the Company's non-employee directors were awarded 42,980 shares of one-year vesting restricted stock during the nine months ended September 30, 2021. The following table presents the changes in unvested restricted stock for the nine months ended September 30, 2021:

	Performance Based Awards	Weighted Average Grant Date Fair Value	Time-Based Service Awards	Weighted Average Grant Date Fair Value	Total Awards
Unvested restricted shares, beginning of period	779,102		11,170		790,272
Granted	135,045	$9.08	447,286	$9.08	582,331
Forfeited	-		(1,651)		(1,651)
Vested	(311,641)		(3,722)		(315,363)
Unvested restricted shares, end of period	602,506		453,083		1,055,589

Noncontrolling Interests

Noncontrolling interests represent limited partnership interests in the Operating Partnership, or OP Units, in which the Company is the general partner. General partnership units and limited partnership units of the Operating Partnership were issued as part of the initial capitalization of the Operating Partnership. OP Units were issued as part of the Self-Management Transaction in September 2020.

On September 13, 2021, the Company entered into a letter agreement with C-III and Legacy Co, pursuant to which the parties agreed to the following with respect to all outstanding operating partnership units of OP II, held by C-III and Legacy Co. C-III and Legacy Co provided their consent and waiver to the early redemption by OP II of the Series A Preferred Units at the Redemption Price (as defined in the limited partnership agreement for OP II (the "Partnership Agreement")), plus all accrued distributions on September 14, 2021, prior to the second anniversary of the original issuance date as contemplated by the Partnership Agreement. In addition, the Company agreed to waive the two-year hold period for the exercise of the exchange right provided to C-III and Legacy Co in the Partnership Agreement with respect to their common units, and C-III and Legacy Co provided notice of exchange to OP II and the Company.

In accordance with the letter agreement, on September 14, 2021, the Company redeemed 319,965 outstanding Series A Preferred Units collectively held by C-III and Legacy Co for $67.5 million and exchanged 7,539,737.53 common units collectively held by C-III and Legacy Co for an equivalent number of shares of common stock of the Company. Due to the redemption and conversion as described in Note 1, there are no noncontrolling interests as of September 30, 2021.

Each OP Preferred Unit was entitled to a 7.00% per annum preferred priority return on the stated value of each OP Preferred Unit commencing on the date of issuance and ending on the fifth anniversary of the date of issuance, as well as, with respect to such distribution period, the amount of distributions a holder of such OP Preferred Unit would be entitled to receive if such OP Preferred Units were treated as part of a single class of units with the Common Units with the right to participate in distributions *pari passu* with the Common Units (the "Preferred Return").

Investor Rights Agreement

On September 8, 2020, the Company, the OP, C-III and RAI entered into an investor rights agreement (the "Investor Rights Agreement"). Pursuant to the Investor Rights Agreement, C-III and RAI (or any successor holder) has the right (i) with respect to Common Units of the OP, after September 8, 2022, and (ii) with respect to OP Preferred Units, after 180 days from the date the Company lists its common stock on a national securities exchange (the "Lock-Up Expiration"), to request the Company to register for resale under the Securities Act of 1933, as amended, all or part, but not less than 50%, of the shares of the Company's common stock issued or issuable to such holder. The Company will use commercially reasonable efforts to file a registration statement on Form S-3 within 30 days of such request and within 60 days of such request in the case of a registration statement on Form S-11 or such other appropriate form. The Company will cause such registration statement to

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become effective as soon as reasonably practicable thereafter. The Investor Rights Agreement also grants C-III and RAI (or any successor holder) certain "piggyback" registration rights after the Lock-Up Expiration.

For the nine months ended September 30, 2021, noncontrolling interests were approximately 4.5% of weighted average shares outstanding prior to their conversion to common stock and/or redemption.

The Company evaluates individual noncontrolling interests for the ability to recognize the noncontrolling interest as permanent equity on the consolidated balance sheets at the time such interests are issued and on a continual basis. Any noncontrolling interest that fails to qualify as permanent equity is reclassified as temporary equity and adjusted to the greater of (a) the carrying amount or (b) its redemption value as of the end of the period in which the determination is made. During the three and nine months ended September 30, 2021, the Company redeemed the OP Preferred Units and recognized a $342,000 expense in the Consolidated Statement of Operations to adjust the book value to redemption value.

NOTE 14 - FAIR VALUE MEASURES AND DISCLOSURES

In analyzing the fair value of its investments accounted for on a fair value basis, the Company follows the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company determines fair value based on quoted prices when available or, if quoted prices are not available, through the use of alternative approaches, such as discounting the expected cash flows using market interest rates commensurate with the credit quality and duration of the investment. The fair value of cash, restricted cash, tenant receivables and accounts payable, approximate their carrying value due to their short nature. The hierarchy followed defines three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets and liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset and liability or can be corroborated with observable market data for substantially the entire contractual term of the asset or liability.

Level 3 - Unobservable inputs that reflect the entity's own assumptions about the assumptions that market participants would use in the pricing of the asset or liability and are consequently not based on market activity, but rather through particular valuation techniques.

The determination of where an asset or liability falls in the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter; depending on various factors, it is possible that an asset or liability may be classified differently from quarter to quarter. However, the Company expects that changes in classifications between levels will be rare.

Derivatives (interest rate caps), which are reported at fair value in the consolidated balance sheets, are valued by a third-party pricing agent using an income approach with models that use, as their primary inputs, readily observable market parameters. This valuation process considers factors including interest rate yield curves, time value, credit and volatility factors. (Level 2)

The following table presents information about the Company's assets measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value (in thousands):

	Level 1	Level 2	Level 3	Total
September 30, 2021				
Assets:				
Interest rate caps	$ —	$ 818	$ —	$ 818
	$ —	$ 818	$ —	$ 818
December 31, 2020				
Assets:				
Interest rate caps	$ —	$ 62	$ —	$ 62
	$ —	$ 62	$ —	$ 62

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The following table presents the carrying amount and estimated fair value of the Company's mortgage notes payable-outstanding borrowings (in thousands):

	September 30, 2021		December 31, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mortgage notes payable- outstanding borrowings	$ 1,557,315	$ 1,514,972	$ 830,950	$ 822,859

The carrying amount of the mortgage notes payable presented is the outstanding borrowings excluding premium or discount and deferred finance costs, net. The fair value of the mortgage notes payable was estimated using rates available to the Company for debt with similar terms and remaining maturities. (Level 3)

NOTE 15 - DERIVATIVES AND HEDGING ACTIVITIES

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's investments and borrowings.

As a condition to certain of the Company's financing facilities, from time to time the Company may be required to enter into certain derivative transactions as may be required by the lender. These transactions would generally be in line with the Company's own risk management objectives and also serve to protect the lender.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company entered into a total of 21 interest rate caps that were designated as cash flow hedges. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the three and nine months ended September 30, 2021, such derivatives were used to hedge the variable cash flows, indexed to USD-LIBOR and one loan indexed to SOFR, associated with existing variable-rate loan agreements. During the three and nine months ended September 30, 2021, the Company repaid or refinanced 14 loans for which the associated interest rate caps remain as assets but no longer qualify as effective cash flow hedges with a fair value as of September 30, 2021 of approximately $176,000.

During the three and nine months ended September 30, 2021, the Company recorded expenses of approximately $61,000 and $120,000, respectively, due to amortization of premiums paid for interest rate caps. During the three and nine months ended September 30, 2020, the Company recorded expenses of approximately $29,000 and $109,000, respectively, due to amortization of premiums paid for interest rate caps.

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Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During the next 12 months, the Company estimates that an additional approximate $112,000 will be reclassified as an increase to interest expense.

The following table presents the Company's outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk as of September 30, 2021 and December 31, 2020 (dollars in thousands):

	Interest Rate Derivative	Number of Instruments	Notional Amount	Maturity Dates
September 30, 2021	Interest Rate Caps	21	$ 724,934	November 1, 2021 to February 1, 2026
December 31, 2020	Interest Rate Caps	22	$ 677,238	May 1, 2021 to January 1, 2025

Tabular Disclosure of Fair Values of Derivative Instruments on the Balance Sheet

The following table presents the fair value of the Company's derivative financial instruments on the consolidated balance sheets as of September 30, 2021 and December 31, 2020 (in thousands):

Asset Derivatives				Liability Derivatives			
September 30, 2021		December 31, 2020		September 30, 2021		December 31, 2020	
Balance Sheet	Fair Value	Balance Sheet	Fair Value	Balance Sheet	Fair Value	Balance Sheet	Fair Value
Prepaid expenses and other assets	$ 818	Prepaid expenses and other assets	$ 62	—	$ —	—	$ —

NOTE 16 - SUBSEQUENT EVENTS

On October 12, 2021, the Company sold The Retreat at Rocky Ridge in Hoover, Alabama for $25.4 million. The Company expects to recognize a gain on the sale during the quarter ending December 31, 2021.

In conjunction with the sale of The Retreat at Rocky Ridge, the Company repaid in full the loan secured by Bay Club Apartments and replaced The Retreat at Rocky Ridge with Bay Club Apartments as collateral for the Credit Facility.

On October 21, 2021, the Company sold Tech Center Square in Newport News, Virginia for $36.7 million. The Company expects to recognize a gain on the sale during the quarter ending December 31, 2021.

In conjunction with the sale of Tech Center Square, the Company repaid in full the loan secured by Perimeter 5550 and replaced Tech Center Square with Perimeter 5550 as collateral for the Credit Facility.

On October 26, 2021, the Company sold The Brookwood in Homewood, Alabama for $45.3 million. The Company expects to recognize a gain on the sale during the quarter ending December 31, 2021.

The Company repaid in full the loan secured by Windbrooke Crossing for $36.1 million on October 28, 2021 and Trailpoint at the Woodlands on October 29, 2021 for $16.8 million. Windbrooke Crossing was added as collateral on the Credit Facility.

On October 20, 2021, the Company entered into an agreement to sell Maxwell Townhomes, located in San Antonio, Texas with an expected closing in the first quarter of 2022. The Company expects to recognize a gain on sale during the three months ended March 31, 2022.

On October 27, 2021, the Company entered into an agreement to sell The Bryant at Yorba Linda, located in Yorba Linda, California with an expected closing in the first quarter of 2022. The Company expects to recognize a gain on sale upon sale in the three months ended March 31, 2022.

On November 2, 2021, the Company sold Pines of York in Yorktown, Virginia for $45.0 million. The Company expects to recognize a gain during the quarter ending December 31, 2021.

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The Company has evaluated subsequent events and determined that no events have occurred, other than as disclosed above or elsewhere in the financial statements, which would require an adjustment to or additional disclosure in the consolidated financial statements.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the accompanying financial statements of Resource REIT, Inc. (f/k/a Resource Real Estate Opportunity REIT II, Inc. or REIT II) and the notes thereto. See also "Cautionary Note Regarding Forward-Looking Statements" preceding Part I, as well as the notes to our financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations for Resource Real Estate Opportunity REIT I, Inc. included in the Amended Current Report on Form 8-K/A filed by Resource REIT, Inc. on April 8, 2021.

Overview

We were formed on September 28, 2012. We are a public, self-managed, non-traded REIT that has acquired a diversified portfolio of U.S. commercial real estate and real estate-related debt. As of September 30, 2021, our portfolio consisted of 49 multifamily properties in 14 states that contain 14,643 units. In October and November 2021, we sold four properties that contained 936 units and subsequent to September 30, 2021, we went under contract to sell an additional two properties with 716 units. As of September 30, 2021, we had 43 employees and conduct our operations through OP II, our operating partnership. We have contracted with Greystar, a third-party property management company to provide property management services at our properties. Our portfolio consists of multifamily rental properties to which we have added value with a capital infusion (referred to as "value add properties"). The primary portion of our initial public offering commenced in February 2014 and closed in February 2016.

Merger

On September 8, 2020, Resource Real Estate Opportunity REIT, Inc. ("REIT I"), REIT II, RRE Opportunity OP II, LP, REIT II's operating partnership ("REIT II OP" or "OP II"), Resource Real Estate Opportunity OP, LP, a Delaware limited partnership ("REIT I OP" or "OP I"), and Revolution I Merger Sub, LLC, a wholly owned subsidiary of REIT II ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement" pursuant to which REIT I was to be merged with and into Merger Sub, with Merger Sub surviving as a direct wholly owned subsidiary of REIT II, in a stock-for-stock business combination (the "REIT I Company Merger").

On January 26, 2021, at a special meeting of our stockholders, our stockholders approved Articles of Amendment to our charter (the "Articles of Amendment") to remove certain provisions related to "Roll-Up Transactions" (and the associated definitions) from our charter in connection with the REIT I Company Merger. On January 27, 2021, we filed the Articles of Amendment with the State Department of Assessments and Taxation of Maryland, and the Articles of Amendment became effective on January 28, 2021.

Effective January 28, 2021, REIT I merged with and into Merger Sub, with Merger Sub surviving as a direct wholly owned subsidiary of Resource REIT, Inc. (the "Company Merger") and OP I merged with and into OP II, with OP II surviving (the "Partnership Merger" and, together with the Company Merger, the "Mergers"). At such time, in accordance with the applicable provisions of the Maryland General Corporation Law, the Maryland Limited Liability Company Act and the Delaware Revised Uniform Limited Partnership Act, the separate existence of both the Company and OP I ceased.

At the effective time of the Company Merger, each issued and outstanding share of our common stock (or a fraction thereof), $0.01 par value per share ("REIT I Common Stock"), converted into 1.22423 shares of Resource REIT's common stock, $0.01 par value per share ("Resource REIT Common Stock") and each issued and outstanding share of our convertible stock, $0.01 par value per share ("REIT I Convertible Stock"), converted into the right to receive $0.02 in cash, without interest.

At the effective time of the Partnership Merger, each common unit of partnership interests in OP I outstanding immediately prior to the effective time of the Partnership Merger converted into the right to receive 1.22423 common units of partnership interest in OP II and each Series A Cumulative Participating Redeemable Preferred Unit in OP I issued and outstanding immediately prior to the effective time of the Partnership Merger converted into the right to receive one Series A Cumulative Participating Redeemable Preferred Unit in OP II.

Resource Apartment REIT III, Inc. ("REIT III") Merger

On September 8, 2020, REIT II, OP II, Revolution III Merger Sub, LLC, REIT II's wholly-owned subsidiary ("Merger Sub III"), REIT III, and Resource Apartment OP III, LP ("OP III"), the operating partnership of REIT III, entered into an Agreement and Plan of Merger (the "REIT III Merger Agreement").

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Effective January 28, 2021, REIT III merged with and into Merger Sub III, with Merger Sub III surviving as REIT II's direct, wholly-owned subsidiary (the "REIT III Company Merger") and OP III merged with and into OP II (the "REIT III Partnership Merger" and, together with the REIT III Company Merger, the "REIT III Merger"), with OP II surviving the REIT III Partnership Merger. At such time, the separate existence of REIT III and OP III ceased. The REIT I Merger and the REIT III Merger are hereinafter together referred to as the "Mergers".

At the effective time of the REIT III Company Merger, each issued and outstanding share of REIT III's common stock (or fraction thereof) converted into the right to receive 0.925862 shares of the REIT II's common stock. At the effective time of the REIT III Partnership Merger, each common unit of partnership interests in OP III outstanding immediately prior to the effective time of the REIT III Partnership Merger was retired and ceased to exist. In addition, for each share of REIT II's common stock issued in the REIT III Company Merger, a common unit of partnership interest was issued to the Company by OP II.

The combined company after the Mergers is known as "Resource REIT, Inc." The Mergers are intended to qualify as a "reorganization" under, and within the meaning of, Section 368(a) of the Internal Revenue Code of 1986, as amended.

Effective as of the close of the REIT I Merger, REIT II acquired Resource Real Estate Opportunity Advisor II, LLC and Resource Real Estate Opportunity Advisor, LLC and became a self-managed REIT. In connection with the Mergers, REIT II was the legal acquirer of both REIT I and REIT II, however, REIT I was the accounting acquirer for financial reporting purposes. Thus, the financial information set forth herein subsequent to the Mergers reflects results of the combined entity, and the financial information set forth herein prior to the Mergers reflects REIT I's results. For this reason, period to period comparisons may not be meaningful.

Unless the context requires otherwise, all references to the "Company," "we," "our," and "us" herein mean REIT I, and one or more of REIT I's subsidiaries for periods prior to the Mergers, and REIT II and one or more of REIT II's subsidiaries for periods following the Mergers. Certain historical information of REIT II is included for background purposes.

Self-Management Transaction

On September 8, 2020, OP I entered into a transaction (the "Self-Management Transaction") with Resource PM Holdings LLC ("PM Holdings"), Resource Real Estate LLC (formerly known as Resource NewCo LLC ("Advisor Holdings"), C-III Capital Partners LLC ("C-III"), RRE Legacy Co, LLC ("Legacy Co") and Resource America, Inc. ("RAI"), pursuant to which C-III and RAI contributed to OP I all of the membership interests in PM Holdings and Advisor Holdings and certain assets related to the business of PM Holdings and Advisor Holdings in exchange for 6,158,759 REIT I OP Common Units ("OP Common units"), 319,965 REIT I OP Series A Preferred Units ("OP I Preferred Units") with a face value of $67.5 million, and the right to receive certain deferred payments having the aggregate value of $27.0 million. As a result of the Self-Management Transaction, REIT I was self-managed for the period from September 8, 2020 through the effectiveness of the Mergers and succeeded to the advisory, asset management and property management arrangements formerly in place with REIT II and REIT III until the Mergers. At the time of the Mergers, the OP I Common Units converted into 7,539,738 OP Common Units and Op I Preferred Units have participation rights of 391,711 OP Preferred Units.

On September 13, 2021, we entered into a letter agreement with C-III and Legacy Co, pursuant to which the parties agreed to the following with respect to all outstanding operating partnership units of OP II, collectively held by C-III and Legacy Co. C-III and Legacy Co provided their consent and waiver to the early redemption by the OP of the Series A Preferred Units at the Redemption Price (as defined in the limited partnership agreement for the OP (the "Partnership Agreement")), plus all accrued distributions on September 14, 2021, prior to the second anniversary of the original issuance date as contemplated by the Partnership Agreement. In addition, we agreed to waive the two-year hold period for the exercise of the exchange right provided to C-III and Legacy Co in the Partnership Agreement with respect to their common units, and C-III and Legacy Co provided notice of exchange to the OP and us.

In accordance with the letter agreement, on September 14, 2021, the Company redeemed 319,965 outstanding Series A Preferred Units collectively held by C-III and Legacy Co for $67.5 million and exchanged 7,539,737.53 common units collectively held by C-III and Legacy Co for an equivalent number of shares of our common stock.

COVID-19 Pandemic and Portfolio Outlook

As of September 30, 2021, the novel coronavirus, or COVID-19, pandemic is ongoing. During the year ended December 31, 2020, the COVID-19 pandemic created disruption in the U.S. and global economies, adversely impacting many industries, including the real estate industry, directly or indirectly. During the nine months ended September 30, 2021, the

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global economy has, with certain setbacks, begun reopening and wider distribution of vaccines will likely encourage greater economic activity. Nonetheless, the recovery could remain uneven, particularly given uncertainty with respect to the distribution and acceptance of the vaccines and their effectiveness with respect to new variants of the virus.

The outbreak of COVID-19 and its impact on the current financial, economic, capital markets and real estate market environment, and future developments in these and other areas present uncertainty and risk with respect to our financial condition, results of operations, liquidity, and ability to pay distributions. Although a recovery is partially underway, it continues to be gradual, uneven and characterized by meaningful dispersion across sectors and regions, and could be hindered by persistent or resurgent infection rates. The most recent round of U.S. fiscal stimulus could provide meaningful support, along with continued accommodative monetary policy and wider distribution of vaccines. Issues with respect to the distribution and acceptance of vaccines or the spread of new variants of the virus could adversely impact the recovery. Overall, there remains significant uncertainty regarding the timing and duration of the economic recovery, which precludes any prediction as to the ultimate adverse impact COVID-19 may have on our business.

Many of our tenants have suffered difficulties with their personal financial situations as a result of job loss or reduced income and, depending upon the duration of the measures put in place to mitigate or contain the spread of the virus and the corresponding economic slowdown, some of our tenants have or will seek rent deferrals or become unable to pay their rent. For the three and nine months ended September 30, 2021, our 30-day collection rate was approximately 95.3% and 95.4%, respectively, of the billed rental income. Collections and rent relief requests to-date may not be indicative of collections or requests in any future period. In particular, many of our tenants may be the recipients of unemployment benefits or other economic stimulus under the CARES Act and the 2021 American Rescue Plan which will have aided in the payment of rent due. The extent to which these benefits will be available going forward is uncertain. To the extent our tenants do not have access to additional federal or state relief to mitigate the impact of the COVID-19 pandemic on their personal finances our ability to collect rent and our operations would be adversely affected. The impact of the COVID-19 pandemic on our rental revenue for the nine months ended September 30, 2021 and thereafter cannot, however, be determined at present. In addition, we expect the economic disruptions caused by the COVID-19 pandemic will cause elevated credit losses and may impede our ability to increase rental rates. If required by applicable law, we may continue to waive late fees, halt evictions, and offer a payment deferral plan to residents who have been adversely financially impacted by COVID-19 where applicable federal, state or local restrictions are in effect. To help mitigate the impact on our operating results of the COVID-19 pandemic, we initiated various operational cost saving initiatives across our portfolio. In addition, we have taken measures to preserve cash, which will help to offset any impact to our liquidity that may occur as a result of the COVID-19 pandemic.

The extent to which the COVID-19 pandemic or any other pandemic, epidemic or disease impacts our operations and those of our tenants remain uncertain and cannot be predicted with confidence and will depend on the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, and the direct and indirect economic effects of the pandemic and containment measures, among others. However, notwithstanding the challenging economic circumstances created by the COVID-19 pandemic, we believe our focus on multifamily assets makes us better positioned relative to other classes of real estate to withstand many of the adverse impacts of the COVID-19 pandemic as housing is a basic need, rather than a discretionary expense. In addition, we have taken several steps to offset any disruptions in rent that may occur as a result of the COVID-19 pandemic. Nevertheless, the COVID-19 pandemic (or a future pandemic, epidemic or disease) presents material uncertainty and risk with respect to our business, financial condition, results of operations and cash flows.

Results of Operations

As of September 30, 2021, we owned interests in a total of 49 multifamily properties. The three combined REITs have acquired interests in 78 multifamily properties and as of September 30, 2021, have sold interests in 29 of these properties.

Through September 30, 2021, the COVID-19 pandemic has not significantly impacted our operating results; however, we have experienced some reductions in revenue during both the quarter and year to date as a result of waiving late fees and the suspension of evictions at our properties. We expect that as the impact of COVID-19 continues to be felt, the COVID-19 outbreak may adversely affect our business, financial condition, results of operations and cash flows going forward, including but not limited to, rental revenues and leasing activity, in ways that may vary widely depending on the duration and magnitude of the COVID-19 pandemic and ensuing economic turmoil, as well as numerous factors, many of which are outside of our control, as discussed above.

Three Months Ended September 30, 2021 compared to the Three Months Ended September 30, 2020

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The following table reflects the revenues, property operating expenses and net operating income, or NOI, (as defined below) for the three months ended September 30, 2021 and 2020 for our Same Store and Non-Same Store properties (as defined below) (dollars in thousands, except per unit):

	For the Three Months Ended			
	September 30, 2021 [2]	September 30, 2020	Increase / (Decrease)	% Change [1]
Number of properties:				
Same Store	26	27	(1)	-4%
Non-Same Store	23	1	22	N/M
Total	49	28	21	75%
Number of Units				
Same Store	8,135	8,135	—	
Non-Same Store	6,508	352	6,156	N/M
Total	14,643	8,487	6,156	73%
Average Occupancy				
Same Store	94.6%	93.2%		1.4%
Non-Same Store	95.8%	96.3%		-0.5%
Total	95.1%	93.3%		1.8%
Net effective rent, per occupied unit				
Same Store	$ 1,342	$ 1,271	$ 71	6%
Non-Same Store	$ 1,402	$ 995	$ 407	41%
All properties	$ 1,369	$ 1,259	$ 110	9%
Revenues:				
Same Store revenues	$ 34,109	$ 32,148	$ 1,961	6%
Non-Same Store revenues	28,852	1,110	27,742	N/M
Total Rental income	62,961	33,258	29,703	89%
Expenses:				
Same Store				
Property operating expenses, including real estate taxes	13,474	14,207	(733)	-5%
Property management fees - third party	928	212	716	338%
Property management fees - related party	—	1,086	(1,086)	-100%
General and administrative - property	756	930	(174)	-19%
Same Store operating expenses	15,158	16,435	(1,277)	-8%
Non-Same Store				
Property operating expenses, including real estate taxes	10,831	478	10,353	N/M
Property management fees - third party	768	7	761	N/M
Property management fees - related party	—	38	(38)	-100%
General and administrative - property	579	24	555	N/M
Non-Same Store operating expenses	12,178	547	11,631	N/M
Total operating expenses	27,336	16,982	10,354	61%
Net Operating Income "NOI"				
Same Store	18,951	15,713	3,238	21%
Non-Same Store	16,674	563	16,111	N/M
Total NOI	$ 35,625	$ 16,276	$ 19,349	119%

(1) N/M- result not meaningful
(2) We have combined two properties; Adair off Addison and Adair off Addison II.

See reconciliation of Total NOI to Net loss attributable to common stockholders table below:

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	For the Three Months Ended			
	September 30, 2021	September 30, 2020	Increase / (Decrease)	% Change
Total NOI	$ 35,625	$ 16,276	19,349	119%
Other expense (income):				
Casualty loss	454	18	436	N/M
Transaction expenses	—	1,849	(1,849)	-100%
Property management fees - third party	—	173	(173)	-100%
Asset Management fees - related party	—	2,335	(2,335)	-100%
General and administrative - corporate	5,207	1,972	3,235	164%
Loss on disposal of assets	188	142	46	32%
Depreciation and amortization expense	24,128	12,760	11,368	89%
Total other expenses	29,977	19,249	10,728	56%
Income (loss) before other income (expense)	5,648	(2,973)	8,621	-290%
Other income (expense):				
Interest expense	10,774	5,632	5,142	91%
Interest income	—	(42)	42	-100%
Gain on sale of land easement	—	(20)	20	-100%
Management fee and other income	—	(991)	991	100%
Insurance proceeds in excess of cost basis	(80)	(3)	(77)	N/M
Total other expense (income)	40,671	23,825	16,846	71%
Net income (loss)	$ (5,046)	$ (7,549)	$ 2,503	N/M
Preferred return to preferred OP unit holders	(921)	(286)	(635)	222%
Redemption of preferred OP units	(342)	—	(342)	100%
Net income (loss) after preferred unit distributions	(6,309)	(7,835)	1,526	N/M
Less: Allocation of income to preferred unit holders attributable to noncontrolling interests	47	6	41	683%
Less: Net (income) loss attributable to noncontrolling interests	188	171	17	10%
Net loss attributable to common stockholders	$ (6,074)	$ (7,658)	$ 1,584	-21%

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

We define "Same Store NOI" as NOI for our properties that are comparable between periods. We view Same Store NOI as an important measure of the operating performance of our properties because it allows us to compare operating results of properties owned for the entirety of the current and comparable periods and therefore eliminates variations caused by acquisitions or dispositions during the periods. The 22 properties formerly held by REIT II and REIT III which were acquired in the Mergers are included in Non-Same Store results and statistics for the three and nine months ended September 30, 2021.

Net effective rent, per occupied unit is equal to the average of gross potential rent net of gain/loss to lease, less vacancy, non-revenue units and concessions, divided by the average occupancy (in units) for the periods presented.

Average occupancy represents the daily average occupied units for the reporting period divided by the total number of units, expressed as a percentage.

Rental and other property revenue. Same store property revenue of the former REIT I portfolio, increased by approximately $2.0 million for the three months ended September 30, 2021 as compared to the three months ended September 30, 2020. The increase was principally due to an approximately $1.4 million increase in rental income resulting from a 1.4% increase in average occupancy as well as a $71 increase in net effective monthly rent, per occupied unit. In addition, bad debt expense, net of recoveries decreased by approximately $254,000 for the three months ended September 30, 2021 as compared to the three months ended September 30, 2020. Utility income increased by approximately $131,000 due to increased utility charges to tenants. Non-same store results include the former REIT II and REIT III properties for the period from July 1, 2021 through September 30, 2021 due to the Mergers.

Property operating expenses. Same store property operating expenses decreased by approximately $733,000 primarily due to an approximately $155,000 decrease in insurance, an approximately $76,000 decrease in turnover costs and an approximately

$465,000 decrease in other expenses. There was a $370,000 net decrease in property management fees for same store for the three months ended September 30, 2021 as compared the three months ended September 30, 2020. Prior to September 8, 2020, our former Advisor subcontracted certain services to an unaffiliated third-party, Greystar, and paid for those services from its property management fee; after September 8, 2020, we paid those fees directly to Greystar.

Transaction expenses. In the three months ended September 30, 2020, we completed the Self-Management transaction and incurred $1.8 million of transaction related expenses.

Management Fees. Asset management fees- related party decreased by approximately $2.3 million for the three months ended September 30, 2021 as compared to the three months ended September 30, 2020 as a result of these fees no longer being paid as of September 8, 2020. In addition, for the three months ended September 30, 2020, we paid $173,000 to Greystar to manage REIT II and REIT III properties from September 8, 2020 to September 30, 2020.

General and Administrative. Corporate general and administrative expenses increased by approximately $3.2 million for the three months ended September 30, 2021 as compared the three months ended September 30, 2020 including an increase in payroll and benefit costs of approximately $2.3 million (including approximately $400,000 of compensation expense for restricted stock awards), proxy related professional fees of approximately $168,000, transfer agent fees of approximately $124,000, rent expense of $111,000 and insurance expense of approximately $199,000. The three months ended September 30, 2020 included primarily allocations from our former Advisor to reimburse for costs incurred to manage assets of REIT I. Following the Self-Management transaction, as of September 30, 2021, we employed 43 employees.

Depreciation and Amortization. Depreciation and amortization expense is comprised of the depreciation on our rental properties and amortization of intangible assets related to in-place apartment unit leases from the Mergers and in-place antennae leases. The increase in depreciation and amortization expense during the three months ended September 30, 2021, as compared to the three months ended September 30, 2020, was comprised as follows (in thousands):

	Same Store	Non-Same Store	Corporate	Total
Depreciation	$ (967)	$ 11,263	$ 30	$ 10,326
Amortization of intangibles	1	1,041	—	1,042
	$ (966)	$ 12,304	$ 30	$ 11,368

Interest Expense. Interest expense increased by approximately $5.1 million for the three months ended September 30, 2021 as compared to the three months ended September 30, 2020 and the increase was comprised as follows (in thousands):

	Same Store	Non-Same Store	Revolving Credit Facility	Total
Interest payable to banks	$ (285)	$ 5,294	$ 77	$ 5,086
Deferred finance cost amortization	(69)	42	93	66
Fair value amortization	53	(94)	—	(41)
Interest rate cap adjustments	15	16	—	31
	$ (286)	$ 5,258	$ 170	$ 5,142

Management fee and other income. Income for the three months ended September 30, 2020 includes asset and property management fees earned from managing REIT II and REIT III from September 8, 2020 to September 30, 2020. Upon effectiveness of the Mergers, these fees are no longer earned.

Preferred return and redemption of preferred OP units. We paid the 7% preferred return to the preferred OP unit holders from July 1, 2021 until their redemption on September 14, 2021. For the three months ended September 30, 2020, the preferred return was paid following the Self-Management transaction on September 8, 2020 to September 30, 2020. During the three months ended September 30, 2021, we recorded a $342,000 charge representing the change in the redemption value of the preferred OP units.

Nine Months Ended September 30, 2021 compared to the Nine Months Ended September 30, 2020

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The following table reflects the revenues, property operating expenses and net operating income, or NOI, (as defined above) for the nine months ended September 30, 2021 and 2020 for our Same Store and Non-Same Store properties (as defined above) (dollars in thousands):

	For the Nine Months Ended			
	September 30, 2021 [(2)]	September 30, 2020	Increase / (Decrease)	% Change [(1)]
Number of properties:				
Same Store	26	27	(1)	-4%
Non-Same Store	23	1	22	N/M
Total	49	28	21	75%
Number of Units				
Same Store	8,135	8,135	—	
Non-Same Store	6,508	352	6,156	N/M
Total	14,643	8,487	6,156	73%
Average Occupancy				
Same Store	94.6%	92.7%		1.9%
Non-Same Store	95.6%	95.3%		0.3%
Total	95.1%	92.8%		2.3%
Net effective rent, per occupied unit				
Same Store	$ 1,317	$ 1,280	$ 37	3%
Non-Same Store	$ 1,358	$ 978	$ 380	39%
All properties	$ 1,320	$ 1,267	$ 53	4%
Revenues:				
Same Store revenues	$ 100,017	$ 96,331	$ 3,686	4%
Non-Same Store revenues	78,449	3,294	75,155	N/M
Total Rental income	178,466	99,625	78,841	79%
Expenses:				
Same Store				
Property operating expenses, including real estate taxes	41,126	40,556	570	1%
Property management fees - third party	2,731	212	2,519	N/M
Property management fee - related party	—	3,937	(3,937)	-100%
General and administrative - property	2,306	2,572	(266)	-10%
Same Store operating expenses	46,163	47,277	(1,114)	-2%
Non-Same Store				
Property operating expenses, including real estate taxes	30,175	1,219	28,956	N/M
Property management fees - third party	2,286	7	2,279	N/M
Property management fee - related party	—	134	(134)	-100%
General and administrative - property	1,676	68	1,608	N/M
Non-Same Store operating expenses	34,137	1,428	32,709	N/M
Total operating expenses	80,300	48,705	31,595	65%
Net Operating Income "NOI"				
Same Store	53,854	49,054	4,800	10%
Non-Same Store	44,312	1,866	42,446	N/M
Total NOI	$ 98,166	$ 50,920	$ 47,246	93%

(1) N/M- result not meaningful
(2) We have combined two properties; Adair off Addison and Adair off Addison II.

See reconciliation of Total NOI to Net loss attributable to common stockholders table below:

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	For the Nine Months Ended			
	September 30, 2021	September 30, 2020	Increase / (Decrease)	% Change
Total NOI	$ 98,166	$ 50,920	47,246	93%
Other expense (income):				
Casualty loss	1,372	221	1,151	521%
Acquisition fees	—	113	(113)	-100%
Transaction expenses	—	1,849	(1,849)	-100%
Property management fees - third party	—	173	(173)	-100%
Asset Management fees - related party	—	8,518	(8,518)	-100%
General and administrative - corporate	18,454	5,332	13,122	246%
Loss on disposal of assets	606	363	243	67%
Depreciation and amortization expense	75,178	38,927	36,251	93%
Total other expenses	95,610	55,496	40,114	72%
Income (loss) before other income (expense)	2,556	(4,576)	7,132	-156%
Other income (expense):				
Interest expense	36,204	19,772	16,432	83%
Interest income	(21)	(141)	120	-85%
Gain on sale of land easement	—	(310)	310	-100%
Gain on sale of rental property	(18,734)	—	(18,734)	100%
Management fee and other income	(1,212)	(991)	(221)	22%
Insurance proceeds in excess of cost basis	(241)	(39)	(202)	518%
Total other expense (income)	111,606	73,787	37,819	51%
Loss before provision for income taxes	(13,440)	(22,867)	9,427	-41%
Provision for income taxes	(206)	—	(206)	100%
Net loss	$ (13,646)	$ (22,867)	$ 9,221	-40%
Preferred return to preferred OP unit holders	(3,161)	(286)	(2,875)	1005%
Redemption of preferred OP units	(342)	—	(342)	100%
Net loss after preferred unit distributions	(17,149)	(23,153)	6,004	-26%
Less: Allocation of income to preferred unit holders attributable to noncontrolling interests	158	6	152	N/M
Less: Net loss attributable to noncontrolling interests	696	171	525	307%
Net loss attributable to common stockholders	$ (16,295)	$ (22,976)	$ 6,681	-29%

Rental and other property revenue. Same store property revenue of the former REIT I portfolio, increased by approximately $3.7 million for the nine months ended September 30, 2021 as compared to nine months ended September 30, 2020. The increase was principally due to an approximately $3.5 million increase in rental income resulting from a 1.9% increase in average occupancy as well as a $37 increase in net effective rent, per occupied unit. This increase was offset by an increase in bad debt expense of approximately $723,000 for the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020. In addition, utility income increased by approximately $420,000 due to increased utility charges to tenants and a $468,000 increase in ancillary fees. Non-same store results include the former REIT II and REIT III properties for the period from January 28, 2021 through September 30, 2021 due to the Mergers as well as Evergreen at Coursey Place, a property we sold on June 29, 2021.

Property operating expenses. Same store property operating expenses increased by approximately $570,000 primarily due to an approximately $342,000 increase in utilities, an approximately $308,000 increase in payroll, and an approximately $218,000 increase in real estate taxes offset by an approximate $172,000 decrease in insurance costs. There was a $1.4 million net decrease in property management fees for same store for the nine months ended September 30, 2021 as compared the nine months ended September 30, 2020. Prior to September 8, 2020, our former Advisor subcontracted certain services to an unaffiliated third-party, Greystar, and paid for those services from its property management fee; after September 8, 2020, we paid those fees directly to Greystar.

Casualty loss. We are self-insured for property related casualties up to $1.1 million and as of September 30, 2021, we had incurred $584,000 of expense related to these losses. In addition, we have deductibles of $25,000 for general liability losses and $100,000 for property related losses.

Transaction expenses. In the three months ended September 30, 2020, we completed the Self-Management transaction and incurred $1.8 million of transaction related expenses.

Other Revenue. We recorded approximately $1.2 million of asset and property management fee revenue from REIT II and REIT III for the period from January 1, 2021 through January 27, 2021 prior to the Mergers. Upon effectiveness of the Mergers, these fees are no longer earned.

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Management Fees. Asset management fees- related party decreased by approximately $8.5 million for the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020 as a result of these fees no longer being paid as of September 8, 2020.

General and Administrative. Corporate general and administrative expenses increased by approximately $13.1 million for the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020 including an increase in payroll and benefit costs of approximately $5.7 million, $3.8 million of restricted stock expense, professional fees of approximately $295,000, transfer agent fees of approximately $471,000, insurance expense of approximately $597,000, and rent expense of approximately $273,000. The nine months ended September 30, 2020 included primarily allocations from our former Advisor to reimburse for costs incurred to manage assets of REIT I. Following the Self-Management transaction, as of September 30, 2021, we had 43 employees.

Depreciation and Amortization. Depreciation and amortization expense is comprised of the depreciation on our rental properties and amortization of intangible assets related to in-place apartment unit leases from the Mergers and in-place antennae leases. The increase in depreciation and amortization expense during the nine months ended September 30, 2021, as compared to the nine months ended September 30, 2020 , was comprised as follows (in thousands):

	Same Store	Non-Same Store	Corporate	Total
Depreciation	$ (2,804)	$ 30,582	$ 102	$ 27,880
Amortization of intangibles	(3)	8,374	—	8,371
	$ (2,807)	$ 38,956	$ 102	$ 36,251

Interest Expense. Interest expense increased by approximately $16.4 million for the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020 and the increase was comprised as follows (in thousands):

	Same Store	Non-Same Store	Revolving Credit Facility	Total
Interest payable to banks	$ (3,089)	$ 14,244	$ 112	$ 11,267
Deferred finance cost amortization	(202)	123	136	57
Fair value amortization	91	396	—	487
Interest rate cap adjustments	(16)	27	—	11
Interest rate cap adjustments	1,403	1,033	—	2,436
Prepayment penalties	1,942	232	—	2,174
	$ 129	$ 16,055	$ 248	$ 16,432

Gain on sale of rental properties. We sold Evergreen at Coursey Place on June 29, 2021 for $49.8 million realizing an approximately $18.7 million gain on sale. We bought the property as a part of the acquisition of the Paladin portfolio in January 2014.

Liquidity and Capital Resources

We have derived the capital required to purchase real estate investments and conduct our operations from the proceeds of our public offerings, secured financings from banks or other lenders, proceeds from the sale of assets, and cash flow generated from our operations.

Our ability to derive the capital needed to conduct our operations may be adversely affected by the impact of the COVID-19 pandemic as discussed above.

We allocate funds as necessary to support the future maintenance and viability of properties we acquire in order to preserve value for our investors. If such allocations and any other available income become insufficient to cover our operating expenses and liabilities, it may be necessary to obtain additional funds by borrowing, refinancing properties or liquidating our investment in one or more properties, debt investments or other assets we may hold. We cannot assure you that we will be able to access additional funds when we need them or upon acceptable terms.

During the nine months ended September 30, 2021, we obtained REIT-level financing through a line of credit from Bank of America. Some of our assets serve as collateral for this debt. In addition to debt financing at the REIT-level, we have financed, and may continue to finance, the acquisition costs of individual real estate investments, as well as the acquisition costs of all or a group of real estate investments acquired by us, by causing our subsidiaries to borrow directly from third-party financial institutions or other commercial lenders. Under these circumstances, we anticipate that certain properties will serve

as collateral for the debt we incur to acquire those particular properties and that we will seek to obtain nonrecourse financing for the acquisition of the properties. However, there is no guarantee that we will be successful in obtaining financing arrangements on a property-by-property basis and that the loans would be nonrecourse to us. We have and may again also obtain mortgage financing which contains cross-collateralization or cross-default provisions whereby a default on a single property could affect multiple properties. Finally, we may also obtain seller financing with respect to specific assets that we acquire.

Capital Expenditures

We deployed approximately $18.3 million during the nine months ended September 30, 2021 for capital expenditures. The properties in which we deployed the most capital during the nine months ended September 30, 2021 are listed separately and the capital expenditures made on all other properties are aggregated in "All other properties" below (in thousands):

Multifamily Community	**Capital deployed during the nine months ended September 30, 2021**	**Remaining capital budgeted for 2021**
Skyview Apartment Homes	$ 2,609	$ 5,253
Calloway at Las Colinas	2,343	612
Maxwell Townhomes	1,485	539
Meridian Pointe	1,301	564
The Palmer at Last Colinas	721	118
Providence in the Park	665	321
The Westside Apartment Homes	543	652
Crosstown at Chapel Hill	528	591
Verona Apartment Homes	515	299
The Adairs	417	399
Wimbledon Oaks	414	104
Estates at Johns Creek	349	175
All other properties	6,370	4,840
	$ 18,260	$ 14,467

Distribution Reinvestment Plan

We continue to offer shares of our common stock pursuant to our distribution reinvestment plan ("DRP') under which our stockholders may elect to have distributions reinvested in additional shares of our common stock at a purchase price equal to 95% of the estimated net asset value per share.

Gross Offering Proceeds

As of September 30, 2021, we had an aggregate of 165.6 million shares of our $0.01 par value common stock outstanding including 1.0 million unvested restricted shares. The following table presents our shares issued (dollars in thousands):

	Shares Issued	**Gross Proceeds**
Shares issued through private offering	1,279,227	$ 12,737
Shares issued through primary public offering	129,923,354	1,289,845
Shares issued through stock distributions	2,406,986	—
Shares issued through distribution reinvestment plan	28,728,077	276,812
Restricted shares issued to employees	1,370,952	—
Shares issued through conversion of common OP units	7,539,738	—
Shares issued in conjunction with the Merger	14,724,323	—
Total	185,972,657	$ 1,579,394
Shares redeemed and retired	(20,336,051)	
Total shares issued and outstanding as of September 30, 2021	165,636,606	

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Debt

The following table presents a summary of our debt (in thousands):

	September 30, 2021	December 31, 2020	Weighted Average Maturity in Years at September 30, 2021
Mortgage notes payable, net - variable rate	$ 704,144	$ 675,791	3.93
Mortgage notes payable, net - fixed rate	846,320	150,195	6.20
Total mortgage notes payable, net	$ 1,550,464	$ 825,986	5.16
Revolving credit facility	$ —	$ —	—
Weighted average interest rate on mortgages - variable	2.06%	2.12%	
Weighted average interest rate on mortgages - fixed	3.04%	4.03%	
Weighted average interest rate on revolving credit facility	—	—	
Weighted average interest rate on total debt	2.60%	2.46%	

Central banks and regulators in a number of major jurisdictions (including both the U.S. and the U.K.) have convened working groups to find, and implement the transition to, suitable replacements for Interbank Offered Rates (IBORs), including LIBOR. The Financial Conduct Authority of the U.K. (the "FCA"), which regulates LIBOR, has announced that it will not compel panel banks to contribute to LIBOR after 2021. On March 5, 2021, the FCA announced that all LIBOR settings will either cease to be provided by any administrator or no longer be representative (i) immediately after December 31, 2021, in the case of the 1-week and 2-month US dollar settings; and (ii) immediately after June 30, 2023, in the case of the remaining US dollar settings. The tenors that were extended to June 30, 2023 are more widely used and are the tenors used in our LIBOR-based debt.

We have exposure to IBORs through floating rate mortgage debt with maturity dates beyond 2021 for which the interest rates are tied to LIBOR. There is currently no definitive information regarding the future utilization of LIBOR or of any particular replacement rate. Any changes in benchmark interest rates could increase our cost of capital, which could impact our results of operations, cash flows, and the market value of our real estate investments.

Distributions Paid to Common Stockholders

For the nine months ended September 30, 2021, we paid aggregate distributions to our common stockholders of $33.6 million, including $25.8 million of distributions paid in cash and $7.9 million of distributions reinvested in shares of common stock through our distribution reinvestment plan, as follows (in thousands, except per share data):

Record Date	Per Common Share	Distribution Date	Net Cash Distribution	Distributions Reinvested in Shares of Common Stock	Total Aggregate Distribution
March 30, 2021	$ 0.07	March 31, 2021	$ 8,539	$ 2,490	$ 11,029
June 29, 2021	0.07	June 30, 2021	8,365	2,674	11,039
September 29, 2021	0.07	September 30, 2021	8,868	2,704	11,572
	$ 0.21		$ 25,772	$ 7,868	$ 33,640

Distributions paid, distributions declared and sources of distributions paid were as follows for the nine months ended September 30, 2021 (dollars in thousands):

	Common Distributions Paid				Distributions Declared		Sources of Distributions Paid		
2021	Cash	Distributions Reinvested in Shares of Common Stock	Total	Cash Provided by Operating Activities	Total	Per Share	Operating Activities Amount Paid/Percent of Total	Debt Financing Amount Paid/Percent of Total	Property Dispositions Amount Paid/Percent of Total
1st Quarter	$8,539	$2,490	$11,029	$12,101	$11,029	$0.07	$11,029 / 100%	- / -	- / -
2nd Quarter	8,365	2,674	11,039	22,269	11,039	$0.07	$11,039 / 100%	- / -	- / -
3rd Quarter	8,868	2,704	11,572	25,182	11,572	$0.07	$11,572 / 100%	- / -	- / -
	$25,772	$7,868	$33,640	$59,552	$33,640				

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Funds from Operations (FFO) and Core Funds from Operations (Core FFO)

Funds from operations, or FFO, is a non-GAAP financial measurement that is widely recognized as a measure of operating performance for a REIT. We calculate FFO as defined by the National Association of Real Estate Investment Trusts, or NAREIT, to be net income or loss, computed in accordance with GAAP, excluding:

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

These reconciling items include adjustments related to noncontrolling interests.

We believe that FFO is helpful to our investors as a measure of operating performance because it reflects the impact on operations from trends in occupancy rates, rental rates, operating costs, development activities, general and administrative expenses, and interest costs, which are not immediately apparent from net income. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate and intangibles diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting alone to be insufficient. As a result, we believe that the use of FFO, together with the required GAAP presentations, is helpful to our investors in understanding our performance. Factors that impact FFO include start-up costs, fixed costs, delays in buying assets, yields on cash held in accounts, interest rates on acquisition financing, and operating expenses. In addition, FFO will be affected by the types of investments in our portfolio.

Core FFO includes certain adjustments to FFO for non-routine items or items not considered core to business operations. Core FFO adjusts FFO to exclude equity compensation expense, losses on extinguishment of debt and modification costs, transaction (including Self-Management) costs, amortization of deferred financing costs, amortization of intangible lease assets, debt premium or discount amortization, realized losses on fair value adjustments related to interest rate caps, and casualty gains and losses. By further adjusting for items that are not considered part of core business operations, we believe that Core FFO provides investors with additional information to compare core operating and financial performance between periods.

FFO and Core FFO should not be considered as alternatives to net income or loss or any other GAAP measurement of performance, but rather should be considered as additional, supplemental measures. FFO and Core FFO do not represent cash generated from operating activities in accordance with GAAP, nor indicate funds available to fund all cash needs, including the ability to service indebtedness or make distributions to shareholders. In addition, Core FFO is a non-GAAP and non-standardized financial measure that may be calculated differently by other REITs and that should not be considered a substitute for operating results determined in accordance with GAAP.

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The following table reconciles net loss attributable to common shareholders to FFO and Core FFO for the three and nine months ended September 30, 2021 and 2020 (in thousands, except per share amounts). Amounts reported in the tables below include adjustments attributable to noncontrolling interests:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net loss attributable to common stockholders – GAAP	$ (6,074)	$ (7,658)	$ (16,295)	$ (22,976)
Depreciation expense [1]	22,222	12,469	63,791	38,630
Net gain on disposition of rental property [2]	—	—	(17,874)	—
FFO attributable to common stockholders	16,148	4,811	29,622	15,654
Stock compensation expense [3]	385	2	3,609	2
Redemption of preferred units [4]	329	—	329	—
Debt prepayment costs [5]	—	—	2,307	—
Acquisition fees	—	—	—	113
Amortization of intangible lease assets [6]	1,004	2	7,983	8
Realized loss on change in fair value of interest rate cap[7]	59	29	115	108
Debt premium (discount) amortization [8]	(142)	(80)	201	(244)
Deferred financing costs amortization [9]	413	355	3,180	1,109
Casualty losses, net of casualty gains [10]	360	14	1,080	182
Transaction expenses [11]	—	1,807	—	1,807
Core FFO attributable to common stockholders	$ 18,556	$ 6,940	$ 48,426	$ 18,739
Basic net loss per common share - GAAP	$ (0.04)	$ (0.09)	$ (0.11)	$ (0.27)
FFO per diluted share [12]	$ 0.10	$ 0.06	$ 0.20	$ 0.18
Core FFO per diluted share [12]	$ 0.12	$ 0.08	$ 0.32	$ 0.22
Weighted average shares outstanding - basic	158,320	85,598	150,202	85,533
Weighted average shares outstanding - diluted [12]	158,404	85,598	150,245	85,533

(1) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $863,000 and $3.0 million, respectively and $289,000 for the three and nine months ended September 30, 2020.
(2) Includes allocation for noncontrolling interests for both the three and nine months ended September 30, 2021 of approximately $0 and $860,000. There was no allocation for the three and nine months ended September 30, 2020.
(3) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $15,000 and $192,000, respectively. There was no allocation for the three and nine months ended September 30, 2020.
(4) Includes allocation for noncontrolling interests for both the three and nine months ended September 30, 2021 of approximately $13,000. There was no allocation for the three months ended September 30, 2020.
(5) Includes allocation for noncontrolling interests for the nine months ended September 30, 2021 of approximately $129,000. There was no allocation for the three and nine months ended September 30, 2020.
(6) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $39,000 and $396,000, respectively. There was no allocation for the three and nine months ended September 30, 2020.
(7) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $2,000 and $5,000, respectively and $1,000 for the three and nine months ended September 30, 2020.
(8) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $6,000 and $15,000, respectively and $2,000 for the three and nine months ended September 30, 2020.
(9) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $16,000 and $168,000, respectively and $8,000 for the three and nine months ended September 30, 2020. .
(10) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2021 of approximately $14,000 and $51,000, respectively.
(11) Includes allocation for noncontrolling interests for the three and nine months ended September 30, 2020 of approximately $42,000.
(12) Calculated using weighted average shares outstanding – diluted.
(13) None of the shares of convertible stock and 602,506 unvested performance based restricted stock awards are included in the diluted earnings per share calculations because the necessary conditions for conversion have not been satisfied as of either September 30, 2021 or 2020. Weighted average shares outstanding – diluted in this table, which was used to calculate FFO per share and Core FFO per share, includes 84,290 and 43,492 weighted average unvested restricted shares outstanding for the three and nine months ended September 30, 2021 however, these restricted shares were excluded from the calculation of diluted net loss per common share – GAAP because their effect would be antidilutive for the three and nine months ended September 30, 2021. Income (loss) attributable to outstanding OP Common and Preferred units issued in the Self-Management Transaction prior to their redemption and or conversion were included in net (income) loss attributable to noncontrolling interest, and therefore, excluded from the calculation of earnings (loss) per common share, basic and diluted, for all periods presented.

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Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of our assets, liabilities, revenues and cost and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to certain accrued liabilities. We base our estimates on historical experience and on various other assumptions that we believe reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For a discussion of our critical accounting policies and estimates, see the discussion in our Annual Report on Form 10-K for the year ended December 31, 2020 under "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies."

Off-Balance Sheet Arrangements

As of September 30, 2021 and December 31, 2020, we did not have any off-balance sheet arrangements or obligations.

Subsequent Events

On October 12, 2021, we sold The Retreat at Rocky Ridge in Hoover, Alabama for $25.4 million. We expect to recognize a gain on the sale during the quarter ending December 31, 2021.

In conjunction with the sale of The Retreat at Rocky Ridge, we repaid in full the loan secured by Bay Club Apartments and replaced The Retreat at Rocky Ridge with Bay Club Apartments as collateral for the Credit Facility.

On October 21, 2021, we sold Tech Center Square in Newport News, Virginia for $36.7 million. We expect to recognize a gain on the sale during the quarter ending December 31, 2021.

In conjunction with the sale of Tech Center Square, we repaid in full the loan secured by Perimeter 5550 and replaced Tech Center Square with Perimeter 5550 as collateral for the Credit Facility.

On October 26, 2021, we sold The Brookwood in Homewood, Alabama for $45.3 million. We expect to recognize a gain on the sale during the quarter ending December 31, 2021.

We repaid in full the loan secured by Windbrooke Crossing for $36.1 million on October 28, 2021 and Trailpoint at the Woodlands on October 29, 2021 for $16.8 million. Windbrooke Crossing was added as collateral on the Credit Facility.

On October 20, 2021, we entered into an agreement to sell Maxwell Townhomes, located in San Antonio, Texas with an expected closing in the first quarter of 2022. We expect to recognize a gain on sale during the three months ended March 31, 2022.

On October 27, 2021, we entered into an agreement to sell The Bryant at Yorba Linda, located in Yorba Linda, California with an expected closing in the first quarter of 2022. We expect to recognize a gain on sale during the three months ended March 31, 2022.

On November 2, 2021, we sold Pines of York in Yorktown, Virginia for $45.0 million. We expect to recognize a gain on the sale during the quarter ending December 31, 2021.

We have evaluated subsequent events and determined that no events have occurred, other than as disclosed above, which would require an adjustment to or additional disclosure in the consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from our financial instruments primarily from changes in market interest rates. We do not have exposure to any other significant market risks. We monitor interest rate risk as an integral part of our overall risk management, which recognizes the unpredictability of financial markets and seeks to reduce the potentially adverse effect on our results of operations. Our operating results are affected by changes in interest rates, primarily changes in LIBOR as a result of borrowings under our outstanding mortgage loans.

We enter into derivative financial instruments to manage exposures that arise from business activities that result in the payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish this objective, we entered into a total of 21 interest rate caps that were designated as cash flow hedges. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium.

As of September 30, 2021 and December 31, 2020, we had $710.0 million and $680.9 million, respectively, in variable rate outstanding borrowings. If interest rates on the variable rate outstanding borrowings had been 100 basis points higher during the nine months ended September 30, 2021 and the year ended December 31, 2020, our interest expense would have increased by $5.4 million and $6.7 million, respectively.

In addition, changes in interest rates affect the fair value of our fixed rate outstanding borrowings. As of September 30, 2021 and December 31, 2020, the face value of fixed rate outstanding borrowings was $847.3 million and $150.1 million, respectively. As of September 30, 2021 and December 31, 2020, our fixed rate outstanding borrowings had an estimated aggregate fair value of $841.4 million and $151.0 million, respectively. Fair value is computed using rates available to us for debt with similar terms and remaining maturities. If interest rates had been 100 basis points higher during the nine months ended September 30, 2021 and the year ended December 31, 2020, the fair value of these fixed rate outstanding borrowings would have decreased by $46.2 million and $4.4 million, respectively.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports under the Securities Exchange Act of 1934, as amended, or the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision of our principal executive officer and principal financial officer, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective as of September 30, 2021.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during the three months ended September 30, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sale of Equity Securities

All securities sold by us during the three months ended September 30, 2021 were sold in an offering registered under the Securities Act of 1933, as amended (the "Securities Act").

Redemption of Securities

During the nine months ended September 30, 2021, we redeemed shares of our common stock as follows:

Period	Total Number of Shares Redeemed (1)(3)	Average Price Paid per Share	Year-to-Date Number of Shares Purchased as Part of a Publicly Announced Plan or Program (2)	Approximate Dollar Value of Shares Available That May Yet Be Redeemed Under the Program
January 2021	136,685	$ 9.08	—	(4)
February 2021	—	—	—	(4)
March 2021	169,112	9.08	305,797	(4)
April 2021	—	—	—	(4)
May 2021	—	—	—	(4)
June 2021	148,989	9.06	454,786	(4)
July 2021	—	—	—	(4)
August 2021	—	—	—	(4)
September 2021	240,767	9.06	695,553	(4)
	695,553			

(1) The shares redeemed in January 2021 were repurchased from employees upon vesting of restricted stock awards in order to facilitate the payment of taxes by the employees.
(2) The share redemption program commenced on June 16, 2010 and was subsequently amended on September 29, 2011, March 28, 2018, and February 3, 2021.
(3) 1,147 shares redeemed in September were repurchased from employees upon vesting of restricted stock awards in order to facilitate the payment of taxes by the employees.
(4) We currently limit the dollar value and number of shares that may yet be redeemed under our program as described below.

On September 8, 2020, the share redemption program was fully suspended in connection with signing the merger agreements with respect to the REIT I Merger and the REIT III Merger. Effective November 22, 2020, the share redemption program was partially resumed only for redemptions sought upon a stockholder’s death, qualifying disability or confinement to a long-term care facility (collectively, “special redemptions”). While the partial suspension of the share redemption program is in effect, we will only accept requests for redemption in connection with a special redemption and all other pending or new requests will not be honored or retained, but will be cancelled with the ability to resubmit when, if ever, the share redemption program is fully resumed.

Our board of directors, in its sole discretion, may suspend, terminate or amend our share redemption program without stockholder approval upon 30 days' notice if it determines that such suspension, termination or amendment is in our best interest. Our board may also reduce the number of shares purchased under the share redemption program if it determines the funds otherwise available to fund our share redemption program are needed for other purposes. These limitations apply to all redemptions, including redemptions sought upon a stockholder's death, qualifying disability or confinement to a long-term care facility.

Amended and Restated Share Redemption Program

On February 3, 2021, our board of directors adopted the Fifth Amended and Restated Share Redemption Program (the “Amended SRP”) pursuant to which, subject to significant conditions and limitations of the program, our stockholders can have their shares repurchased by us. The Amended SRP provides that redemptions will continue to be made quarterly but in an amount not to exceed proceeds from the sale of shares in the DRP in the immediately preceding calendar quarter; provided that, for any quarter in which no DRP proceeds are available, the funding limitation for the quarter will be set by our board of

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directors upon ten business days' notice to stockholders. As there were no DRP proceeds for the fourth quarter of 2020, our board of directors had set the funding limitation for redemptions in the first quarter of 2021 at $2.0 million. Additional changes to the share redemption program in the Amended SRP clarify the timing of redemption procedures. The share redemption program remains suspended except with respect to redemptions sought up on a stockholder's death, disability, or confinement to a long-term care facility (each as defined in the Amended SRP).

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

(a) There have been no defaults with respect to any of our indebtedness.

(b) Not applicable.

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ITEM 6. EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated September 8, 2020, by and among the Company, OP II, Revolution I Merger Sub LLC, REIT I and OP I, (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed September 11, 2020)
2.2	Agreement and Plan of Merger, dated as of September 8, 2020, by and among the Company, OP II, Revolution III Merger Sub, LLC, OP III and REIT III (incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed September 11, 2020)
3.1	Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed February 5, 2021)
3.2	Second Articles of Amendment of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 2, 2021)
4.1	Statement regarding restrictions on transferability of shares of common stock (to appear on stock certificate or to be sent upon request and without charge to stockholders issued shares without certificates) (incorporated by reference to the Company's Registration Statement on Form S-11 (No. 333-184476) filed October 17, 2012)
4.2	Amended and Restated Distribution Reinvestment Plan (incorporated by reference to Appendix A to the prospectus included in the Company's Post-Effective Amendment No. 9 to the Registration Statement on Form S-11 on Form S-3 (No. 333-184476) filed February 16, 2016)
10.1	Letter Agreement by and among the Company, C-III Capital Partners LLC and RRE Legacy Co. LLC f/k/a Resource Real Estate LLC dated September 13, 2021)
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer pursuant to Section 1350 18 U.S.C., as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer pursuant to Section 1350 18 U.S.C., as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Fifth Amended and Restated Share Redemption Program (incorporated by reference to Exhibit 99.2 to the Company's Form 8-K filed February 5, 2021)
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RESOURCE REIT, INC.

November 12, 2021	By: /s/ Alan F. Feldman ALAN F. FELDMAN Chief Executive Officer, President and Director (Principal Executive Officer)
November 12, 2021	By: /s/ Thomas C. Elliott THOMAS C. ELLIOTT Chief Financial Officer, Executive Vice President and Treasurer (Principal Financial Officer)
November 12, 2021	By: /s/ Steven R. Saltzman STEVEN R. SALTZMAN Chief Accounting Officer and Vice President (Principal Accounting Officer)

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